

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-K/A**

(Mark One)

**Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the fiscal year ended December 31, 2016**

or

**Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the transition period from to \_\_\_\_\_ to \_\_\_\_\_**

Commission file number 001-34626

**PIEDMONT OFFICE REALTY TRUST, INC.**

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of incorporation or organization)

58-2328421

(I.R.S. Employer Identification Number)

11695 Johns Creek Parkway Ste. 350, Johns Creek, Georgia

(Address of principal executive offices)

30097

(Zip Code)

(770) 418-8800

(Registrant's telephone number, including area code)

**Securities registered pursuant to Section 12 (b) of the Act:**

Title of each class  
COMMON STOCK

Name of exchange on which registered  
NEW YORK STOCK EXCHANGE

**Securities registered pursuant to Section 12 (g) of the Act:**

None  
(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act).

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes  No

As of June 30, 2016, the aggregate market value of the common stock of Piedmont Office Realty Trust, Inc., held by non-affiliates was \$3,105,973,293 based on the closing price as reported on the New York Stock Exchange. As of February 20, 2017, 145,319,847 shares of common stock were outstanding.

**Documents Incorporated by Reference:**

Registrant incorporates by reference portions of the Piedmont Office Realty Trust, Inc. Definitive Proxy Statement for the 2017 Annual Meeting of Stockholders (Items 10, 11, 12, 13, and 14 of Part III) as filed on March 22, 2017.

## Explanatory Note

Piedmont is restating its consolidated financial statements as of December 31, 2016 and 2015 and for the two years ended December 31, 2016 included in the Registrant's Annual Report on Form 10-K for the year ended December 31, 2016. See our Current Report on Form 8-K filed with the SEC on May 3, 2017 for additional details.

During the period from December 1, 2010 to September 30, 2016, prior to when the Company early adopted ASC 2017-01, Piedmont disposed of 37 real estate assets. Each of the individual assets constituted the sale of a "business," as defined by ASC 805, Business Combinations that was effective during that time period. ASC 350, Intangibles - Goodwill and Other requires that when a portion of a reporting unit that constitutes a "business" as defined by ASC 805 is disposed of, goodwill associated with that business shall be included in the carrying amount of the business in determining the gain or loss on disposal. Further, when Piedmont classified real estate assets that constituted a business as held for sale, the carrying amount used to determine an impairment loss, if any, should have included an allocation of goodwill, in accordance with ASC 350. Piedmont did not allocate goodwill associated with its purchase of two property management companies in 2007 to real estate assets disposed of or consider the amount of goodwill attributable to real estate assets held for sale during the period from December 1, 2010 to December 31, 2016 for those that met the definition of a business. On October 1, 2016, the Company adopted the amended definition of a business described in ASU No. 2017-01, Business Combinations (Topic 805) Clarifying the Definition of a Business on a prospective basis. As a result of the revised definition of a business, individual assets are no longer considered a "business" as defined by GAAP. Accordingly, portions of the goodwill balance will not be allocated to individual assets that do not qualify as a "business" when they are sold.

As explained in [Note 2](#) to the consolidated financial statements included within this Form 10-K/A (as defined below), the Company is restating its consolidated financial statements as of December 31, 2016 and 2015 and for the two years ended December 31, 2016 included in Piedmont's Annual Report on Form 10-K for the year ended December 31, 2016 to correct the errors noted above regarding the application of the accounting treatment under ASC 350 during the time period that it was applicable to the Company's sales of real estate assets. For each real estate asset that constitutes a business that was disposed of or classified as held for sale during the three years ended December 31, 2016, the restatement and revisions reflects an allocation of goodwill that has been derived based upon the proportionate fair value of the real estate asset to the fair value of Piedmont's reporting unit (*i.e.*, Piedmont's equity). Although the adjustments were not material for the year ended December 31, 2014, Piedmont revised its accompanying consolidated financial statements for the year ended December 31, 2014, including the cumulative effect of the 2014 beginning balance of cumulative distributions in excess of earnings to consistently apply the revised accounting, for comparability.

The cumulative impact of the non-cash adjustments to correct these errors was a reduction in goodwill and a corresponding increase in cumulative distributions in excess of earnings of approximately \$81.2 million as of December 31, 2016. As of December 31, 2015, the cumulative impact of the non-cash adjustments to correct these errors was a reduction in goodwill and cumulative distributions in excess of earnings of approximately \$75.3 million and \$73.0 million, respectively, and a corresponding increase in other assets held for sale of approximately \$2.3 million. The reduction in earnings for the years ended December 31, 2016, 2015, and 2014 was approximately \$8.2 million, \$41.7 million, and \$1.2 million, respectively. Additionally, approximately \$30.1 million related to dispositions of real estate prior to 2014 was presented as an adjustment to ending cumulative distributions in excess of earnings as of December 31, 2013.

This Amendment No. 1 on Form 10-K/A ("Form 10-K/A") to our Annual Report on Form 10-K for the year ended December 31, 2016, initially filed with the SEC on February 21, 2017 (the "Original Filing"), is being filed to reflect the restatement of (i) the Company's consolidated balance sheet at December 31, 2016 and (ii) Piedmont's consolidated statements of income, comprehensive income, stockholders' equity and cash flows for the year ended December 31, 2016, and the notes related thereto. Additionally, Piedmont's consolidated balance sheet as of December 31, 2015 and Piedmont's consolidated statements of income, comprehensive income, stockholders' equity and cash flows for the years ended December 31, 2015 and 2014 included in this Form 10-K/A have been restated to reflect the correction of these errors. For the convenience of the reader, this Form 10-K/A sets forth the Original Filing in its entirety and only amends and restates Item 1A of Part I and Items 6, 7, 8 and 9A of Part II of the Original Filing to reflect the adjustments described above and in [Note 2](#), and the related impact on disclosures. No other information in the Original Filing is amended. For a more detailed description of these matters, see [Note 2](#) to the accompanying consolidated financial statements in this Form 10-K/A.

Notably, these adjustments did not negatively impact the following metrics:

- Revenues;
- Cash position or its total cash flows from operating, investing or financing activities;
- Liquidity;
- Funds from operations ("FFO");

- Core FFO;
- Adjusted funds from operations (“AFFO”);
- Same store NOI; and
- Any metric utilized in the determination of executive compensation.

Additionally, Piedmont remains in compliance with, or has received waivers for, all of its debt agreements and financial covenants.

Pursuant to the rules of the SEC, Item 15 of Part IV of the Original Filing has been amended to contain the currently-dated certifications from our Chief Executive Officer and Chief Financial Officer, as required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002. The certifications of our Chief Executive Officer and Chief Financial Officer are attached to this Form 10-K/A as Exhibits 31.1, 31.2, 32.1 and 32.2, respectively.

**FORM 10-K/A**  
**PIEDMONT OFFICE REALTY TRUST, INC.**  
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Certain statements contained in this Form 10-K/A may constitute forward-looking statements within the meaning of the federal securities laws. In addition, Piedmont Office Realty Trust, Inc. ("Piedmont"), or its executive officers on Piedmont's behalf, may from time to time make forward-looking statements in reports and other documents Piedmont files with the Securities and Exchange Commission or in connection with other written or oral statements made to the press, potential investors, or others. Statements regarding future events and developments and Piedmont's future performance, as well as management's expectations, beliefs, plans, estimates, or projections relating to the future, are forward-looking statements. Forward-looking statements include statements preceded by, followed by, or that include the words "may," "will," "expect," "intend," "anticipate," "estimate," "believe," "continue," or other similar words. Examples of such statements in this report include descriptions of our real estate, financing, and operating objectives; discussions regarding future dividends and share repurchases; and discussions regarding the potential impact of economic conditions on our real estate and lease portfolio.

These statements are based on beliefs and assumptions of Piedmont's management, which in turn are based on information available at the time the statements are made. Important assumptions relating to the forward-looking statements include, among others, assumptions regarding the demand for office space in the markets in which Piedmont operates, competitive conditions, and general economic conditions. These assumptions could prove inaccurate. The forward-looking statements also involve risks and uncertainties, which could cause actual results to differ materially from those contained in any forward-looking statement. Many of these factors are beyond Piedmont's ability to control or predict. Such factors include, but are not limited to, the following:

- Economic, regulatory, and/or socio-economic changes (including accounting standards) that impact the real estate market generally, or that could affect patterns of use of commercial office space;
- The impact of competition on our efforts to renew existing leases or re-let space on terms similar to existing leases;
- Changes in the economies and other conditions affecting the office sector in general and the specific markets in which we operate, particularly in Washington, D.C., the New York metropolitan area, and Chicago where we have high concentrations of our Annualized Lease Revenue (see definition in [Item 1. Business](#) of this Annual Report on Form 10-K/A);
- Lease terminations or lease defaults, particularly by one of our large lead tenants;
- The effect on us of adverse market and economic conditions, including any resulting impairment charges on both our long-lived assets or goodwill;
- The success of our real estate strategies and investment objectives, including our ability to identify and consummate suitable acquisitions and divestitures;
- The illiquidity of real estate investments, including the resulting impediment on our ability to quickly respond to adverse changes in the performance of our properties;
- The risks and uncertainties associated with our acquisition of properties, many of which risks and uncertainties may not be known at the time of acquisition;
- Development and construction delays and resultant increased costs and risks;
- Our real estate development strategies may not be successful;
- Future acts of terrorism in any of the major metropolitan areas in which we own properties, or future cybersecurity attacks against us or any of our tenants;
- Costs of complying with governmental laws and regulations;
- Additional risks and costs associated with directly managing properties occupied by government tenants;
- The effect of future offerings of debt or equity securities or changes in market interest rates on the value of our common stock;
- Uncertainties associated with environmental and other regulatory matters;
- Potential changes in political environment and reduction in federal and/or state funding of our governmental tenants;
- Any change in the financial condition of any of our large lead tenants;
- The effect of any litigation to which we are, or may become, subject;
- The implementation of any necessary changes to our internal controls and procedures in a timely and cost efficient manner;
- The future effectiveness of our internal controls and procedures;
- Changes in tax laws impacting REITs and real estate in general, as well as our ability to continue to qualify as a REIT under the Internal Revenue Code of 1986 (the "Code"); and
- Other factors, including the risk factors discussed under [Item 1A](#), of this Annual Report on Form 10-K/A.

Management believes these forward-looking statements are reasonable; however, undue reliance should not be placed on any forward-looking statements, which are based on current expectations. Further, forward-looking statements speak only as of the date they are made, and management undertakes no obligation to update publicly any of them in light of new information or future events.

## PART I

### ITEM 1. BUSINESS

#### General

Piedmont Office Realty Trust, Inc. ("Piedmont") (NYSE: PDM) is a Maryland corporation that operates in a manner so as to qualify as a real estate investment trust ("REIT") for federal income tax purposes and engages in the acquisition, development, management, and ownership of commercial real estate properties throughout the United States, including properties that are under construction, are newly constructed, or have operating histories. Piedmont was incorporated in 1997 and commenced operations in 1998. Piedmont conducts business primarily through Piedmont Operating Partnership, L.P. ("Piedmont OP"), a Delaware limited partnership, as well as performing the management of our buildings through two wholly-owned subsidiaries, Piedmont Government Services, LLC and Piedmont Office Management, LLC. Piedmont owns 99.9% of, and is the sole general partner of, Piedmont OP and as such, possesses full legal control and authority over the operations of Piedmont OP. The remaining 0.1% ownership interest of Piedmont OP is held indirectly by Piedmont through its wholly-owned subsidiary, Piedmont Office Holdings, Inc. ("POH"), the sole limited partner of Piedmont OP. Piedmont OP owns properties directly, through wholly-owned subsidiaries and through both consolidated and unconsolidated joint ventures. References to Piedmont herein shall include Piedmont and all of its subsidiaries, including Piedmont OP and its subsidiaries and joint ventures.

#### Operating Objectives and Strategy

Based on our December 31, 2016 equity market capitalization of \$3.0 billion, Piedmont is among the top ten largest office REITs in the United States based on comparison to the constituents of the Bloomberg U.S. Office REIT Index.

As of December 31, 2016, we owned and operated 65 in-service office properties, plus one redevelopment asset, two development assets and one office building through an unconsolidated joint venture. Approximately 87% of our Annualized Lease Revenue (see definition below) is generated in select submarkets located primarily within eight major U.S. office markets: Atlanta, Boston, Chicago, Dallas, Minneapolis, New York, Orlando, and Washington, D.C.

Our in-service portfolio of 65 primarily Class A commercial office buildings was 94.2% and 91.5% leased as of December 31, 2016 and 2015, respectively. As we typically lease to larger, credit-worthy corporate users, our average lease size is approximately 23,000 square feet and as of December 31, 2016, we had an average lease term remaining of slightly under seven years. Our tenant base is primarily comprised of investment grade or nationally recognized corporations or governmental agencies, with 66% of our Annualized Lease Revenue derived from such tenants. No tenant other than the U.S. government accounts for more than 5% of our Annualized Lease Revenue.

Headquartered in metropolitan Atlanta, Georgia, with regional and/or local management offices in each of our major markets, Piedmont values operational excellence and ranks first among REITs based on the number of buildings owned and managed with Building Owners and Managers Association ("BOMA") 360 designations. BOMA 360 is a program that evaluates six major areas of building operations and management and benchmarks a building's performance against industry standards. The achievement of such a designation recognizes excellence in building operations and management. We also have focused on environmental sustainability initiatives at our properties, and approximately 83% of our office portfolio (based on Annualized Lease Revenue) maintains Energy Star labels (recognizing the top 25% of commercial buildings in energy consumption efficiency) as of December 31, 2016. In addition to operational excellence, we focus on fostering long-term relationships with our high-credit quality, diverse tenant base as evidenced by our 72% tenant retention rate over the past ten years.

Our primary objectives are to maximize the risk-adjusted return to our stockholders by increasing cash flow from operations, to achieve sustainable growth in Funds From Operations, to grow net asset value, and to realize long-term capital appreciation. We manage risk by owning almost exclusively Class A, geographically diverse office properties which are among the most desirable in their respective, select office submarkets. In addition to the creditworthiness of our tenants, we strive to ensure our tenants represent a broad spectrum of industry types with lease maturities that are ladder over many years. Operationally, we maintain a low leverage structure, utilizing primarily unsecured financing facilities, along with ladder maturities. We utilize a national buying platform of property management support services to ensure optimal pricing for landlord and tenant services, as well as for building best practices and sustainability standards. The strategies we intend to execute to achieve these objectives include:

#### *Capitalizing on Acquisition/Investment Opportunities*

Our overall acquisition/investment strategy focuses on properties in select submarkets within eight major U.S. office markets that are generally characterized by their diverse industry base, attractive supply and demand ratios, potential rent growth, and appeal to investors. We focus on acquiring properties that are attractively priced below replacement value. Both our acquisition and

development activities are targeted towards high quality, Class A office properties that complement our existing portfolio from a risk management and diversification perspective. In addition, we concentrate our portfolio in select submarkets where efficiencies can be gained and our market expertise can be maximized. These submarkets are characterized by being locations for large corporate users, containing strong amenity bases, having access to transportation infrastructure, maintaining a diversified economy, and exhibiting favorable market fundamentals.

#### *Proactive Asset Management, Leasing Capabilities and Property Management*

Proactive asset and property management encompasses a number of operating initiatives designed to maximize occupancy and rental rates, including the following: devoting significant resources to building and cultivating our relationships with commercial real estate executives; maintaining local management offices in markets in which we have a significant presence; demonstrating our commitment to our tenants by maintaining the high quality of our properties; driving a significant volume of leasing transactions in a manner that provides optimal returns by using creative approaches, including early extension, lease wrap-arounds and restructurings. We manage portfolio risk by structuring lease expirations to avoid, among other things, having multiple leases expire in the same market in a relatively short period of time; applying our leasing and operational expertise in meeting the specialized requirements of federal, state and local government agencies to attract and retain these types of tenants; evaluating potential tenants based on third-party and internal assessments of creditworthiness; and using our purchasing power and market knowledge to reduce our operating costs and those of our tenants.

#### *Recycling Capital Efficiently*

We use our proven, disciplined capital recycling capabilities to maximize total return to our stockholders by selectively disposing of non-core assets and assets in which we believe value has been maximized, and redeploying the proceeds into new investment opportunities with higher overall return prospects.

#### *Financing Strategy*

We employ a conservative leverage strategy by maintaining a debt-to-gross assets ratio of between 30%-40%. To effectively manage our long-term leverage strategy, we continue to analyze various sources of debt capital to prudently ladder debt maturities and to determine which sources will be the most beneficial to our investment strategy at any particular point in time.

#### *Use of Joint Ventures to Improve Returns and Mitigate Risk*

We may enter into a few, select strategic joint ventures with third parties to acquire, develop, improve or dispose of properties, thereby reducing the amount of capital required by us to make investments, diversifying our sources of capital, enabling us to creatively acquire and control targeted properties, and allowing us to reduce our investment concentration in certain properties and/or markets without disrupting our operating performance or local operating capabilities.

#### *Redevelopment and Repositioning of Properties*

As circumstances warrant, we may redevelop or reposition properties within our portfolio including the creation of additional amenities for our tenants to increase both occupancy and rental rates and thereby improve returns on our invested capital.

#### **Information Regarding Disclosures Presented**

Annualized Lease Revenue ("ALR"), a non-GAAP measure, is calculated by multiplying (i) rental payments (defined as base rent plus operating expense reimbursements, if payable by the tenant on a monthly basis under the terms of a lease that has been executed, but excluding (a) rental abatements and (b) rental payments related to executed but not commenced leases for space that was covered by an existing lease), by (ii) 12. In instances in which contractual rents or operating expense reimbursements are collected on an annual, semi-annual, or quarterly basis, such amounts are multiplied by a factor of 1, 2, or 4, respectively, to calculate the annualized figure. For leases that have been executed but not commenced relating to un-leased space, ALR is calculated by multiplying (i) the monthly base rental payment (excluding abatements) plus any operating expense reimbursements for the initial month of the lease term, by (ii) 12. Unless stated otherwise, this measure excludes our one redevelopment asset, two development assets, and our one property held in an unconsolidated joint venture.

## Employees

As of December 31, 2016, we had 137 full-time employees, with 51 of our employees working in our corporate office located in metropolitan Atlanta, Georgia. Our remaining employees work in regional and/or local management offices located in Atlanta, Georgia; Boston, Massachusetts; Minneapolis, Minnesota; Washington, D.C.; Orlando, Florida; Dallas, Texas; Houston, Texas; Chicago, Illinois; Detroit, Michigan; and metropolitan New York, New York. These employees are involved in acquiring and developing properties, as well as performing asset and property management services for our real estate properties and tenants.

## Competition

We compete for tenants for our high-quality assets in major U.S. markets by fostering strong tenant relationships and by providing quality customer service including; leasing, asset management, property management, and construction management services. As the competition for high-credit-quality tenants is intense, we may be required to provide rent abatements, incur charges for tenant improvements and other concessions, or we may not be able to lease vacant space timely, all of which may impact our results of operations. We compete with other buyers who are interested in properties we elect to acquire, which may affect the amount that we are required to pay for such properties or may ultimately result in our decision not to acquire such properties. We also compete with sellers of similar properties when we sell properties, which may determine the amount of proceeds we receive from the disposal, or which may result in our inability to dispose of such properties due to the lack of an acceptable return.

## Financial Information About Industry Segments

Our current business consists primarily of owning, managing, operating, leasing, acquiring, developing, investing in, and disposing of office real estate assets. We internally evaluate all of our real estate assets as one operating segment, and, accordingly, we do not report segment information.

## Concentration of Credit Risk

We are dependent upon the ability of our current tenants to pay their contractual rent amounts as the rents become due. The inability of a tenant to pay future rental amounts would have a negative impact on our results of operations. As of December 31, 2016, no individual tenant represents 10% or more of our anticipated future revenues under non-cancelable leases. Additionally, no individual tenant represented 10% or more of our revenues for the year ended December 31, 2016.

## Other Matters

Piedmont has contracts with various governmental agencies, exclusively in the form of operating leases in buildings we own. See [Item 1A](#). "Risk Factors" for further discussion of the risks associated with these contracts.

Additionally, as the owner of real estate assets, we are subject to environmental risks. See [Item 1A](#). "Risk Factors" for further discussion of the risks associated with environmental concerns.

## Web Site Address

Access to copies of each of our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements, and other filings with the Securities and Exchange Commission (the "SEC"), including any amendments to such filings, may be obtained free of charge from the following Web site, <http://www.piedmontreit.com>, or directly from the SEC's Web site at <http://www.sec.gov>. These filings are available promptly after we file them with, or furnish them to, the SEC.

## ITEM 1A. RISK FACTORS

### Risks Related to Our Business and Operations

*Economic, regulatory, and/or socio-economic changes that impact the real estate market generally, or that could affect patterns of use of commercial office space, may cause our operating results to suffer and decrease the value of our real estate properties.*

The investment returns available from equity investments in real estate depend on the amount of income earned and capital appreciation generated by the properties, as well as the expenses incurred in connection with the properties. If our properties do not generate income sufficient to meet operating expenses, including debt service and capital expenditures, then our ability to make distributions to our stockholders could be adversely affected. In addition, there are significant expenditures associated with an investment in real estate (such as mortgage payments, real estate taxes, and maintenance costs) that generally do not decline when circumstances reduce the income from the property. The following factors, among others, may adversely affect the operating performance and long- or short-term value of our properties:

- changes in the national, regional, and local economic climate, particularly in markets in which we have a concentration of properties;
- local office market conditions such as employment rates and changes in the supply of, or demand for, space in properties similar to those that we own within a particular area;
- changes in the patterns of office use due to technological advances which may make telecommuting more prevalent;
- the attractiveness of our properties to potential tenants;
- changes in interest rates and availability of permanent mortgage funds that may render the sale of a property difficult or unattractive or otherwise reduce returns to stockholders;
- the financial stability of our tenants, including bankruptcies, financial difficulties, or lease defaults by our tenants;
- changes in operating costs and expenses, including costs for maintenance, insurance, and real estate taxes, and our ability to control rents in light of such changes;
- the need to periodically fund the costs to repair, renovate, and re-let space;
- earthquakes, tornadoes, hurricanes and other natural disasters, civil unrest, terrorist acts or acts of war, which may result in uninsured or under insured losses;
- changes in, or increased costs of compliance with, governmental regulations, including those governing usage, zoning, the environment, and taxes; and
- significant changes in accounting standards and tax laws.

In addition, periods of economic slowdown or recession, rising interest rates, or declining demand for real estate could result in a general decrease in rents or an increased occurrence of defaults under existing leases, which would adversely affect our financial condition and results of operations. Any of the above factors may prevent us from generating sufficient cash flow or maintaining the value of our real estate properties.

*We face considerable competition in the leasing market and may be unable to renew existing leases or re-let space on terms similar to the existing leases, or we may expend significant capital in our efforts to re-let space, which may adversely affect our operating results.*

Every year, we compete with a number of other developers, owners, and operators of office and office-oriented, mixed-use properties to renew leases with our existing tenants and to attract new tenants. The competition for credit worthy tenants is intense, and we may have difficulty competing with competitors, especially those who have purchased properties at discounted prices allowing them to offer space at reduced rental rates. To the extent that we are able to renew leases that are scheduled to expire in the short-term or re-let such space to new tenants, this intense competition may require us to utilize rent concessions and tenant improvements to a greater extent than we historically have.

If our competitors offer office accommodations at rental rates below current market rates or below the rental rates we currently charge our tenants, we may lose potential tenants, and we may be pressured to reduce our rental rates below those we currently charge in order to retain tenants upon expiration of their existing leases. Even if our tenants renew their leases or we are able to re-let the space to new tenants, the terms and other costs of renewal or re-letting, including the cost of required renovations, increased tenant improvement allowances, leasing commissions, declining rental rates, and other potential concessions, may be less favorable than the terms of our current leases and could require significant capital expenditures. If we are unable to renew leases or re-let space in a reasonable time, or if rental rates decline or tenant improvement, leasing commissions, or other costs increase, our financial condition, cash flows, cash available for distribution, value of our common stock, and ability to satisfy our debt service obligations could be adversely affected.

*Our rental revenues will be significantly influenced by the economies and other conditions of the office market in general and of the specific markets in which we operate, particularly in Washington, D.C., the New York metropolitan area, and Chicago where we have high concentrations of our ALR.*

Because our portfolio consists of office properties, we are subject to risks inherent in investments in a single property type. This concentration exposes us to the risk of economic downturns in the office sector to a greater extent than if our portfolio also included other sectors of the real estate industry. Our properties located in Washington, D.C., the New York metropolitan area, and Chicago account for approximately 19.5%, 11.8%, and 11.6% respectively, of our ALR. As a result, we are particularly susceptible to adverse market conditions in these particular areas, including the reduction in demand for office properties, industry slowdowns, governmental cut backs, relocation of businesses and changing demographics. Adverse economic or real estate developments in the markets in which we have a concentration of properties, or in any of the other markets in which we operate, or any decrease in demand for office space resulting from the local or national government and business climates, could adversely affect our rental revenues and operating results.

*We depend on tenants for our revenue, and accordingly, lease terminations and/or tenant defaults, particularly by one of our significant lead tenants, could adversely affect the income produced by our properties, which may reduce cash flow and harm our operating performance, thereby limiting our ability to make or maintain competitive distributions to our stockholders.*

The success of our investments materially depends on the financial stability of our tenants, any of whom may experience a change in their business at any time. As a result, our tenants may delay lease commencements, decline to extend or renew their leases upon expiration, fail to make rental payments when due, or declare bankruptcy. Any of these actions could result in the termination of the tenants' leases, or expiration of existing leases without renewal, and the loss of rental income attributable to the terminated or expired leases. In the event of a tenant default or bankruptcy, we may experience delays in enforcing our rights as a landlord and may incur substantial costs in protecting our investment and re-letting our property. If significant leases are terminated or defaulted upon, we may be unable to lease the property for the rent previously received or sell the property without incurring a loss. In addition, significant expenditures, related to mortgage payments, real estate taxes, insurance, and maintenance costs, are generally fixed and do not decrease when revenues at the related property decrease.

The occurrence of any of the situations described above, particularly if it involves one of our significant lead tenants, could seriously harm our operating performance. As of December 31, 2016, our most substantial non-U.S. governmental lead tenants, based on ALR, were State of New York (approximately 4.4%), US Bancorp (approximately 3.8%), Independence Blue Cross (approximately 3.2%) and GE (approximately 2.8%). The revenues generated by the properties that any of our lead tenants occupy are substantially dependent upon the financial condition of these tenants and, accordingly, any event of bankruptcy, insolvency, or a general downturn in the business of any of these tenants may result in the failure or delay of such tenant's rental payments, which may have a substantial adverse effect on our operating performance.

*Some of our leases provide tenants with the right to terminate their leases early, which could have an adverse effect on our cash flow and results of operations.*

Certain of our leases permit our tenants to terminate their leases of all or a portion of the leased premises prior to their stated lease expiration dates under certain circumstances, such as providing notice by a certain date and, in many cases, paying a termination fee. In certain cases, such early terminations can be effectuated by our tenants with little or no termination fee being paid to us. As of December 31, 2016, approximately 2.5% of our ALR was comprised of leases with tenant-controlled options to exercise early termination rights (including contractions and terminations of whole leases) that could be effected during the subsequent twelve month period. Leases comprising approximately 1.1% of our ALR would require the tenant to pay a termination fee, while 1.4% of our ALR would not require a termination fee upon execution. Substantially all of the leases which would not require a fee upon termination are government leases which can only be terminated due to non-appropriation of budgetary funding. To the extent that our tenants exercise early termination rights, our cash flow and earnings will be adversely affected, and we can provide no assurances that we will be able to generate an equivalent amount of net rental income by leasing the vacated space to new third party tenants.

*We may face additional risks and costs associated with directly managing properties occupied by government tenants.*

We currently own five properties in which some or all of the tenants in each property are federal government agencies. Lease agreements with these federal government agencies contain certain provisions required by federal law, which require, among other things, that the contractor (which is the lessor or the owner of the property) agree to comply with certain rules and regulations, including but not limited to, rules and regulations related to anti-kickback procedures, examination of records, audits and records, equal opportunity provisions, prohibitions against segregated facilities, certain executive orders, subcontractor costs or pricing data, and certain provisions intending to assist small businesses. Through one of our wholly-owned subsidiaries, we directly manage properties with federal government agency tenants and, therefore, we are subject to additional risks associated with compliance with all such federal rules and regulations. There are certain additional requirements relating to the potential application of the Employment Standards Administration's Office of Federal Contract Compliance Programs and the related requirement to prepare written affirmative action plans applicable to government contractors and subcontractors. Some of the factors used to determine whether such requirements apply to a company that is affiliated with the actual government contractor (the legal entity that is the lessor under a lease with a federal government agency) include whether such company and the government contractor are under common ownership, have common management, and are under common control. One of our wholly-owned subsidiaries is considered a government contractor, increasing the risk that requirements of these equal opportunity provisions, including the requirement to prepare affirmative action plans, may be determined to be applicable to the entire operations of our company.

*Adverse market and economic conditions may negatively affect us and could cause us to recognize impairment charges on tangible real estate and related lease intangible assets or otherwise impact our performance.*

We continually monitor events and changes in circumstances that could indicate that the carrying value of the real estate and related lease intangible assets in which we have an ownership interest, either directly or through investments in joint ventures, may not be recoverable. When indicators of potential impairment are present which indicate that the carrying value of real estate and related lease intangible assets may not be recoverable, we assess the recoverability of these assets by determining whether the carrying value will be recovered through the undiscounted future operating cash flows expected from the use of the asset and its eventual disposition. In the event that such expected undiscounted future cash flows do not exceed the carrying value, we adjust the real estate and related lease intangible assets to their estimated fair value and recognize an impairment loss.

Projections of expected future cash flows require management to make assumptions to estimate future market rental income amounts subsequent to the expiration of current lease agreements, property operating expenses, the number of months it takes to re-lease the property, and the number of years the property is held for investment, among other factors. The subjectivity of assumptions used in the future cash flow analysis, including discount rates, could result in an incorrect assessment of the property's estimated fair value and, therefore, could result in the misstatement of the carrying value of our real estate and related lease intangible assets and our net income. In addition, adverse economic conditions could also cause us to recognize additional asset impairment charges in the future, which could materially and adversely affect our business, financial condition and results of operations.

*Adverse market and economic conditions could cause us to recognize impairment charges on our goodwill, or otherwise impact our performance.*

We review the value of our goodwill on an annual basis and when events or changes in circumstances indicate that the carrying value of goodwill may exceed the estimated fair value of such assets. Such interim events could be adverse changes in legal matters or in the business climate, adverse action or assessment by a regulator, the loss of key personnel, or persistent declines in our stock price below our carrying value. Volatility in the overall market could cause the price of our common stock to fluctuate and cause the carrying value of our company to exceed the estimated fair value. If that occurs, our goodwill potentially could be impaired. Impairment charges recognized in order to reduce our goodwill could materially and adversely affect our financial condition and results of operations.

*Our earnings growth will partially depend upon future acquisitions of properties, and we may not be successful in identifying and consummating suitable acquisitions that meet our investment criteria, which may impede our growth and negatively affect our results of operations.*

Our business strategy involves the acquisition of primarily high-quality office properties in selected markets. These activities require us to identify suitable acquisition candidates or investment opportunities that meet our criteria and are compatible with our growth strategy. We may not be successful in identifying suitable properties or other assets that meet our acquisition criteria or in consummating acquisitions on satisfactory terms, if at all. Failure to identify or consummate acquisitions could slow our growth.

Further, we face significant competition for attractive investment opportunities from an indeterminate number of other real estate investors, including investors with significant capital resources such as domestic and foreign corporations and financial institutions, publicly traded and privately held REITs, private institutional investment funds, investment banking firms, life insurance companies and pension funds. As a result of competition, we may be unable to acquire additional properties as we desire, the purchase price may be significantly elevated, or we may have to accept lease-up risk for a property with lower occupancy, any of which could adversely affect our financial condition, results of operations, cash flows and the ability to pay dividends on, and the market price of our common stock.

*The illiquidity of real estate investments could significantly impede our ability to respond to adverse changes in the performance of our properties.*

Because real estate investments are relatively illiquid and large-scale office properties such as many of those in our portfolio are particularly illiquid, our ability to sell promptly one or more properties in our portfolio in response to changing economic, financial, and investment conditions is limited. The real estate market is affected by many forces, such as general economic conditions, availability of financing, interest rates, and other factors, including supply and demand, that are beyond our control. We cannot predict whether we will be able to sell any property for the price or on the terms set by us or whether any price or other terms offered by a prospective purchaser would be acceptable to us. We also cannot predict the length of time needed to find a willing purchaser and to close the sale of a property. We may be required to expend funds to correct defects or to make improvements before a property can be sold. We cannot provide any assurances that we will have funds available to correct such defects or to

make such improvements. Our inability to dispose of assets at opportune times or on favorable terms could adversely affect our cash flows and results of operations, thereby limiting our ability to make distributions to stockholders.

*Future acquisitions of properties may not yield anticipated returns, may result in disruptions to our business, and may strain management resources.*

We intend to continue acquiring high-quality office properties, subject to the availability of attractive properties, to our ability to arrange financing, and to consummate acquisitions on satisfactory terms. In deciding whether to acquire a particular property, we make certain assumptions regarding the expected future performance of that property. However, newly acquired properties may fail to perform as expected. Costs necessary to bring acquired properties up to standards established for their intended market position may exceed our expectations, which may result in the properties' failure to achieve projected returns.

In particular, to the extent that we engage in acquisition activities, they will pose the following risks for our ongoing operations:

- we may acquire properties or other real estate-related investments that are not initially accretive to our results upon acquisition or accept lower cash flows in anticipation of longer term appreciation, and we may not successfully manage and lease those properties to meet our expectations;
- we may not achieve expected cost savings and operating efficiencies;
- we may be unable to quickly and efficiently integrate new acquisitions, particularly acquisitions of portfolios of properties, into our existing operations;
- management attention may be diverted to the integration of acquired properties, which in some cases may turn out to be less compatible with our operating strategy than originally anticipated;
- we may not be able to support the acquired property through one of our existing property management offices and may not successfully open new satellite offices to serve additional markets;
- the acquired properties may not perform as well as we anticipate due to various factors, including changes in macro-economic conditions and the demand for office space; and
- we may acquire properties without any recourse, or with only limited recourse, for liabilities, whether known or unknown, such as clean-up of environmental contamination, unknown/undisclosed latent structural issues or maintenance problems, claims by tenants, vendors or other persons against the former owners of the properties, and claims for indemnification by general partners, directors, officers, and others indemnified by the former owners of the properties.

*Acquired properties may be located in new markets, where we may face risks associated with investing in an unfamiliar market.*

We may acquire properties located in markets in which we do not have an established presence. We may face risks associated with a lack of market knowledge or understanding of the local economy, forging new business relationships in the area and unfamiliarity with local government and permitting procedures. As a result, the operating performance of properties acquired in new markets may be less than we anticipate, and we may have difficulty integrating such properties into our existing portfolio. In addition, the time and resources that may be required to obtain market knowledge and/or integrate such properties into our existing portfolio could divert our management's attention from our existing business or other attractive opportunities in our concentration markets.

*We may invest in mezzanine debt, which is subject to increased risk of loss relative to senior mortgage loans.*

We may invest in mezzanine debt. These investments, which are subordinate to the mortgage loans secured by the real property underlying the loan, are generally secured by pledges of the equity interests of the entities owning the underlying real estate. As a result, these investments involve greater risk of loss than investments in senior mortgage loans that are secured by real property since they are subordinate to the mortgage loan secured by the building and may be subordinate to the interests of other mezzanine lenders. Therefore, if the property owner defaults on its debt service obligations payable to us or on debt senior to us, or declares bankruptcy, such mezzanine loans will be satisfied only after the senior debt and the other senior mezzanine loans are paid in full, resulting in the possibility that we may be unable to recover some or all of our investment. In addition, the value of the assets securing or supporting our mezzanine debt investments could deteriorate over time due to factors beyond our control, including acts or omissions by owners, changes in business, economic or market conditions, or foreclosure, any of which could result in the recognition of impairment losses. There may also be significant delays and costs associated with the process of foreclosing on the collateral securing or supporting such investments.

*Our operating results may suffer because of potential development and construction delays and resultant increased costs and risks.*

We are currently engaged in various development and re-development projects where we may be subject to uncertainties associated with re-zoning, environmental concerns of governmental entities and/or community groups, and our builders' ability to build in conformity with plans, specifications, budgeted costs and timetables. A builder's performance may also be affected or delayed by

conditions beyond the builder's control. Delays in completing construction could also give tenants the right to terminate preconstruction leases. We may incur additional risks when we make periodic progress payments or other advances to builders before they complete construction. Further, we may incur unanticipated additional costs related to disputes with existing tenants during redevelopment projects. These and other factors can result in increased costs of a project or loss of our investment. In addition, we will be subject to normal lease-up risks relating to newly constructed projects. Projects with long lead times may increase leasing risk due to changes in market conditions.

*Our real estate development strategies may not be successful.*

From time to time, we engage in development and redevelopment activities to the extent attractive projects become available. When we engage in development activities, we are subject to risks associated with those activities that could adversely affect our financial condition, results of operations, cash flows and ability to pay distributions on, and the market price of, our common stock, including, but not limited to:

- development projects in which we have invested may be abandoned and the related investment will be impaired;
- we may not be able to obtain, or may experience delays in obtaining, all necessary zoning, land-use, building, occupancy and other governmental permits and authorizations;
- we may not be able to obtain land on which to develop;
- we may not be able to obtain financing for development projects, or obtain financing on favorable terms;
- construction costs of a project may exceed the original estimates or construction may not be concluded on schedule, making the project less profitable than originally estimated or not profitable at all (including the possibility of errors or omissions in the project's design, contract default, contractor or subcontractor default, performance bond surety default, the effects of local weather conditions, the possibility of local or national strikes and the possibility of shortages in materials, building supplies or energy and fuel for equipment);
- tenants which pre-lease space or contract with us for a build-to-suit project may default prior to occupying the project;
- upon completion of construction, we may not be able to obtain, or obtain on advantageous terms, permanent financing for activities that we financed through construction loans; and
- we may not achieve sufficient occupancy levels and/or obtain sufficient rents to ensure the profitability of a completed project.

Moreover, substantial renovation and development activities, regardless of their ultimate success, typically require a significant amount of management's time and attention, diverting their attention from our other operations.

*Future terrorist attacks in the major metropolitan areas in which we own properties could significantly impact the demand for, and value of, our properties.*

Our portfolio maintains significant holdings in markets such as Washington, D.C., the New York metropolitan area, Chicago, and Boston, each of which has been, and continues to be, a high risk geographical area for terrorism and threats of terrorism. Future terrorist attacks and other acts of terrorism or war would severely impact the demand for, and value of, our properties. Terrorist attacks in and around any of the major metropolitan areas in which we own properties also could directly impact the value of our properties through damage, destruction, loss, or increased security costs, and could thereafter materially impact the availability or cost of insurance to protect against such acts. A decrease in demand could make it difficult to renew or re-lease our properties at lease rates equal to or above historical rates. To the extent that any future terrorist attacks otherwise disrupt our tenants' businesses, it may impair our tenants' ability to make timely payments under their existing leases with us, which would harm our operating results.

*We face risks related to the occurrence of cyber incidents, or a deficiency in our cyber-security, which could negatively impact our business by causing a disruption to our operations, a compromise or corruption of our confidential information, and/or damage to our business relationships, all of which could negatively impact our financial results.*

A cyber incident is considered to be any adverse event that threatens the confidentiality, integrity, or availability of our information resources. More specifically, a cyber incident is an intentional attack or an unintentional event that can include gaining unauthorized access to systems to disrupt operations, corrupt data, or steal confidential information. The risk of a security breach or disruption, particularly through cyber attacks or cyber intrusion, including by computer hackers, foreign governments and cyber terrorists, has generally increased as the number, intensity and sophistication of attempted attacks and intrusions from around the world have increased. As our reliance on technology has increased, so have the risks posed to our systems, both internal and those we have outsourced. Risks that could directly result from the occurrence of a cyber incident include physical harm to occupants of our buildings, physical damage to our buildings, operational interruption, damage to our relationship with our tenants, potential errors from misstated financial reports, violations of loan covenants, missed reporting deadlines, and private data exposure, among others. Any or all of the preceding risks could have a material adverse effect on our results of operations, financial condition and cash

flows. Although we make efforts to maintain the security and integrity of these types of information technology networks, building systems, and related systems, and we have implemented various measures to manage the risk of a security breach or disruption, there can be no assurance that our security efforts and measures will be effective or that attempted security breaches or disruptions would not be successful or damaging.

*Uninsured losses or losses in excess of our insurance coverage could adversely affect our financial condition and our cash flow, and there can be no assurance as to future costs and the scope of coverage that may be available under insurance policies.*

We carry comprehensive general liability, fire, extended coverage, business interruption rental loss coverage, environmental, cyber-security, and umbrella liability coverage on all of our properties and earthquake, wind, and flood coverage on properties in areas where such coverage is warranted. We believe the policy specifications and insured limits of these policies are adequate and appropriate given the relative risk of loss, the cost of the coverage, and industry practice. However, we may be subject to certain types of losses, those that are generally catastrophic in nature, such as losses due to wars, conventional or cyber terrorism, chemical, biological, nuclear and radiation ("CBNR") acts of terrorism and, in some cases, earthquakes, hurricanes, and flooding, either because such coverage is not available or is not available at commercially reasonable rates. If we experience a loss that is uninsured or that exceeds policy limits, we could lose a significant portion of the capital we have invested in the damaged property, as well as the anticipated future revenue from the property. Inflation, changes in building codes and ordinances, environmental considerations, and other factors also might make it impractical or undesirable to use insurance proceeds to replace a property after it has been damaged or destroyed. In addition, if the damaged properties are subject to recourse indebtedness, we would continue to be liable for the indebtedness, even if these properties were irreparably damaged. Furthermore, we may not be able to obtain adequate insurance coverage at reasonable costs in the future, as the costs associated with property and casualty renewals may be higher than anticipated.

In addition, insurance risks associated with potential terrorism acts could sharply increase the premiums we pay for coverage against property and casualty claims. Under the Terrorism Risk Insurance Act ("TRIA"), which is effective through 2020, United States insurers cannot exclude conventional (non-CBNR) terrorism losses. These insurers must make terrorism insurance available under their property and casualty insurance policies; however, this legislation does not regulate the pricing of such insurance. In some cases, mortgage lenders may insist that commercial property owners purchase coverage against terrorism as a condition of providing mortgage loans. Such insurance policies may not be available at a reasonable cost, which could inhibit our ability to finance or refinance our properties. In such instances, we may be required to provide other financial support, either through financial assurances or self-insurance, to cover potential losses. We may not have adequate coverage for such losses.

We have one property located in California, an area that is especially susceptible to earthquakes, which represents approximately 2.9% of our ALR. If an earthquake materially damages, destroys or impairs the use by tenants of this property and the loss is not fully insured, the value of the asset will be reduced by such uninsured loss. Also, to the extent we must pay unexpectedly large amounts for insurance, we could suffer reduced earnings that would result in lower distributions to our stockholders.

*Should one of our insurance carriers become insolvent, we would be adversely affected.*

We carry several different lines of insurance, placed with several large insurance carriers. If any one of these large insurance carriers were to become insolvent, we would be forced to replace the existing insurance coverage with another suitable carrier, and any outstanding claims would be at risk for collection. In such an event, we cannot be certain that we would be able to replace the coverage at similar or otherwise favorable terms. Replacing insurance coverage at unfavorable rates and the potential of uncollectible claims due to carrier insolvency could adversely impact our results of operations and cash flows.

*Our current and future joint venture investments could be adversely affected by a lack of sole decision-making authority and our reliance on joint venture partners' financial condition.*

As of December 31, 2016, we owned an interest in one property representing approximately 0.1 million rentable square feet through an unconsolidated joint venture. In the future we may enter into additional strategic joint ventures with institutional investors to acquire, develop, improve, or dispose of properties, thereby reducing the amount of capital required by us to make investments and diversifying our capital sources for growth. Such joint venture investments involve risks not otherwise present in a wholly-owned property, development, or redevelopment project, including but not limited to the following:

- in these investments, we do not have exclusive control over the development, financing, leasing, management, and other aspects of the project, which may prevent us from taking actions that are opposed by our joint venture partners;
- joint venture agreements often restrict the transfer of a co-venturer's interest or may otherwise restrict our ability to sell the interest when we desire or on advantageous terms;
- we would not be in a position to exercise sole decision-making authority regarding the property or joint venture, which could create the potential risk of creating impasses on decisions, such as acquisitions or sales;

- such co-venturer may, at any time, have economic or business interests or goals that are, or that may become, inconsistent with our business interests or goals;
- such co-venturer may be in a position to take action contrary to our instructions, requests, policies or objectives, including our current policy with respect to maintaining our qualification as a REIT;
- the possibility that our co-venturer in an investment might become bankrupt, which would mean that we and any other remaining co-venturers would generally remain liable for the joint venture's liabilities;
- our relationships with our co-venturers are contractual in nature and may be terminated or dissolved under the terms of the applicable joint venture agreements and, in such event, we may not continue to own or operate the interests or assets underlying such relationship or may need to purchase such interests or assets at a premium to the market price to continue ownership;
- disputes between us and our co-venturers may result in litigation or arbitration that would increase our expenses and prevent our officers and directors from focusing their time and efforts on our business and could result in subjecting the properties owned by the applicable joint venture to additional risk; or
- we may, in certain circumstances, be liable for the actions of our co-venturers, and the activities of a joint venture could adversely affect our ability to qualify as a REIT, even though we do not control the joint venture.

Any of the above might subject a property to liabilities in excess of those contemplated and thus reduce the returns to our investors.

*Costs of complying with governmental laws and regulations may reduce our net income and the cash available for distributions to our stockholders.*

All real property and the operations conducted on real property are subject to federal, state, and local laws and regulations relating to environmental protection and human health and safety. Tenants' ability to operate and to generate income to pay their lease obligations may be affected by permitting and compliance obligations arising under such laws and regulations. Some of these laws and regulations may impose joint and several liability on tenants, owners, or operators for the costs to investigate or remediate contaminated properties, regardless of fault or whether the acts causing the contamination were legal. In addition, the presence of hazardous substances, or the failure to properly remediate these substances, may hinder our ability to sell, rent, or pledge such property as collateral for future borrowings.

Compliance with new laws or regulations or stricter interpretation of existing laws by agencies or the courts may require us to incur material expenditures or may impose additional liabilities on us, including environmental liabilities. In addition, there are various local, state, and federal fire, health, life-safety, and similar regulations with which we may be required to comply, and which may subject us to liability in the form of fines or damages for noncompliance. Any material expenditures, liabilities, fines, or damages we must pay will reduce our cash flows and ability to make distributions and may reduce the value of our stockholders' investment.

*As the present or former owner or operator of real property, we could become subject to liability for environmental contamination, regardless of whether we caused such contamination.*

Under various federal, state, and local environmental laws, ordinances, and regulations, a current or former owner or operator of real property may be liable for the cost to remove or remediate hazardous or toxic substances, wastes, or petroleum products on, under, from, or in such property. These costs could be substantial and liability under these laws may attach whether or not the owner or operator knew of, or was responsible for, the presence of such contamination. As a result our tenants' operations, the existing condition of land when we buy it, operations in the vicinity of our properties such as the presence of underground storage tanks or activities of unrelated third parties may affect our properties. Even if more than one person may have been responsible for the contamination, each liable party may be held entirely responsible for all of the clean-up costs incurred. In addition, third parties may sue the owner or operator of a property for damages based on personal injury, natural resources, or property damage and/or for other costs, including investigation and clean-up costs, resulting from the environmental contamination. The presence of contamination on one of our properties, or the failure to properly remediate a contaminated property, could give rise to a lien in favor of the government for costs it may incur to address the contamination, or otherwise adversely affect our ability to sell or lease the property or borrow using the property as collateral. In addition, if contamination is discovered on our properties, environmental laws may impose restrictions on the manner in which property may be used or businesses may be operated, and these restrictions may require substantial expenditures or prevent us from entering into leases with prospective tenants.

Some of our properties are adjacent to or near other properties that have contained or currently contain underground storage tanks used to store petroleum products or other hazardous or toxic substances. In addition, certain of our properties are on, adjacent to, or near sites upon which others, including former owners or tenants of our properties, have engaged, or may in the future engage, in activities that have released or may have released petroleum products or other hazardous or toxic substances.

The cost of defending against claims of liability, of remediating any contaminated property, or of paying personal injury claims could reduce the amounts available for distribution to our stockholders.

*As the owner of real property, we could become subject to liability for adverse environmental conditions in the buildings on our property.*

Some of our properties have building materials that contain asbestos. Environmental laws require that owners or operators of buildings containing asbestos properly manage and maintain the asbestos, adequately inform or train those who may come into contact with asbestos, and undertake special precautions, including removal or other abatement, in the event that asbestos is disturbed during building renovation or demolition. These laws may impose fines and penalties on building owners or operators who fail to comply with these requirements. In addition, environmental laws and the common law may allow third parties to seek recovery from owners or operators for personal injury associated with exposure to asbestos.

The properties also may contain or develop harmful mold or suffer from other air quality issues. Any of these materials or conditions could result in liability for personal injury and costs of remediating adverse conditions, which could have an adverse effect on our cash flows and ability to make distributions to our stockholders.

*As the owner of real property, we could become subject to liability for a tenant's failure to comply with environmental requirements regarding the handling and disposal of regulated substances and wastes or for non-compliance with health and safety requirements, which requirements are subject to change.*

Some of our tenants may handle regulated substances and wastes as part of their operations at our properties. Environmental laws regulate the handling, use, and disposal of these materials and subject our tenants, and potentially us, to liability resulting from non-compliance with these requirements. The properties in our portfolio also are subject to various federal, state, and local health and safety requirements, such as state and local fire requirements. If we or our tenants fail to comply with these various requirements, we might incur governmental fines or private damage awards. Moreover, we do not know whether or the extent to which existing requirements or their enforcement will change or whether future requirements will require us to make significant unanticipated expenditures, either of which could materially and adversely impact our financial condition, results of operations, cash flows, cash available for distribution to stockholders, the market price of our common stock, and our ability to satisfy our debt service obligations. If our tenants become subject to liability for noncompliance, it could affect their ability to make rental payments to us.

*We depend on key personnel, each of whom would be difficult to replace.*

Our continued success depends to a significant degree upon the continued contributions of certain key personnel, each of whom would be difficult to replace. Our ability to retain our management team, or to attract suitable replacements should any member of the management team leave, is dependent on the competitive nature of the employment market. The loss of services of one or more key members of our management team could adversely affect our results of operations and slow our future growth. While we have planned for the succession of each of the key members of our management team, our succession plans may not effectively prevent any adverse effects from the loss of any member of our management team. We have not obtained and do not expect to obtain "key person" life insurance on any of our key personnel.

*We may be subject to litigation, which could have a material adverse effect on our financial condition.*

From time to time, we may be subject to legal action arising in the ordinary course of our business or otherwise. Such action could result in additional expenses which, if uninsured, could adversely impact our earnings and cash flows, thereby impacting our ability to service our debt and make quarterly distributions to our stockholders. There can be no assurance that our insurance policies will fully cover any payments or legal costs associated with any potential legal action. Further, the ultimate resolution of such action could impact the availability or cost of some of our insurance coverage, which could adversely impact our results of operations and cash flows, expose us to increased risks that would be uninsured, and/or adversely impact our ability to attract officers and directors.

*We have identified material weaknesses in our internal control over financial reporting that, if not remediated, could result in additional material misstatements in our financial statements.*

As described in "Part II, Item 9A - Controls and Procedures," management has identified and evaluated control deficiencies giving rise to an error in our application of Accounting Standards Codification 350-20-40-2 ("ASC 350") to allocate goodwill associated with our purchase of two property management companies to real estate assets sold and held for sale, and has concluded that, despite numerous reviews, those deficiencies represent a material weakness in our internal control over financial reporting. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is

a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. As a result of the material weaknesses, management has concluded that we did not maintain effective internal control over financial reporting or effective disclosure controls and procedures as of December 31, 2016.

The specific material weakness related to the misapplication of ASC 350. We adopted the amended definition of a business described in Accounting Standards Update No. 2017-01, *Business Combinations (Topic 805) Clarifying the Definition of a Business* on a prospective basis on October 1, 2016. As a result of the revised definition of a business, individual assets are no longer considered a “business” as defined by GAAP. Accordingly, portions of the goodwill balance will not be allocated to individual assets that do not qualify as a “business” when they are sold.

We intend to remediate and to strengthen our controls around the application of ASC 350 and the adoption of any new accounting standards by preparing formal written memos for every new standard that is applicable to us as opposed to the more material ones as we have historically done. If our remediation efforts are insufficient or if additional material weaknesses in our internal control over financial reporting are discovered or occur in the future, our financial statements may contain material misstatements and we could be required to restate our financial results, which could materially and adversely affect our business, results of operations and financial condition, restrict our ability to access the capital markets, require us to expend significant resources to correct the material weaknesses, subject us to fines, penalties or judgments, harm our reputation or otherwise cause a decline in investor confidence.

*The restatement of our financial statements may lead to additional risks and uncertainties, including loss of investor and counterparty confidence and negative impacts on our stock price.*

We have restated our consolidated financial statements as of December 31, 2016 and 2015 and for the two years ended December 31, 2016 to correct an error in our application of ASC 350 to allocate goodwill to real estate assets sold and held for sale. We have also revised the 2014 financial statements to correct the related immaterial error for that year and prior years. For a discussion of this error and the related adjustments, see [Note 2](#) to the consolidated financial statements as of December 31, 2016 and 2015 and for the two years ended December 31, 2016 included in this report and the Explanatory Note immediately preceding the Table of Contents. In connection with this restatement of our prior financial statements, we have identified a material weakness in our internal control over financial reporting, and management has concluded that our internal control over financial reporting and disclosure controls and procedures were ineffective as of December 31, 2016. For a description of the material weaknesses, see “Part II, Item 9A - Controls and Procedures.”

As a result of the circumstances giving rise to the restatement, we have become subject to additional costs and risks, including costs for accounting and legal fees in connection with or related to the restatement, obtaining waivers under our credit facilities related to the restatement, and the remediation of our ineffective disclosure controls and procedures and material weaknesses in internal control over financial reporting. In addition, the attention of our management team has been diverted by these efforts. Despite the fact that this change in accounting treatment did not impact critical cash measurements in our industry such as NAREIT FFO, Core FFO, AFFO, SS NOI, or Net Asset Value estimates, we could also be subject to regulatory, stockholder or other actions in connection with the restatement in the future, which would, regardless of the outcome, consume management’s time and attention and may result in additional legal, accounting, insurance and other costs. In addition, the restatement and related matters could impair our reputation and could cause our tenants, lenders, stockholders, insurers, vendors, and other counterparties to lose confidence in us. Each of these occurrences could have an adverse effect on our business, results of operations, financial condition and stock price.

*Compliance or failure to comply with the Americans with Disabilities Act and other similar regulations could result in substantial costs.*

Under the Americans with Disabilities Act, places of public accommodation must meet certain federal requirements related to access and use by disabled persons. Noncompliance could result in the imposition of fines by the federal government or the award of damages to private litigants. If we are required to make unanticipated expenditures to comply with the Americans with Disabilities Act, including removing access barriers, then our cash flows and the amounts available for distributions to our stockholders may be adversely affected. Although we believe that our properties are currently in material compliance with these regulatory requirements, we have not conducted an audit or investigation of all of our properties to determine our compliance, and we cannot predict the ultimate cost of compliance with the Americans with Disabilities Act or other legislation. If one or more of our properties is not in compliance with the Americans with Disabilities Act or other legislation, then we would be required to incur additional costs to achieve compliance. If we incur substantial costs to comply with the Americans with Disabilities Act or other legislation, our financial condition, results of operations, the market price of our common stock, cash flows, and our ability to satisfy our debt obligations and to make distributions to our stockholders could be adversely affected.

## Risks Related to Our Organization and Structure

*Our organizational documents contain provisions that may have an anti-takeover effect, which may discourage third parties from conducting a tender offer or seeking other change of control transactions that could involve a premium price for our common stock or otherwise benefit our stockholders.*

Our charter and bylaws contain provisions that may have the effect of delaying, deferring, or preventing a change in control of our company (including an extraordinary transaction such as a merger, tender offer, or sale of all or substantially all of our assets) that might provide a premium price for our common stock or otherwise be in the best interest of our stockholders. These provisions include, among other things, restrictions on the ownership and transfer of our stock, advance notice requirements for stockholder nominations for directors and other business proposals, and our board of directors' power to classify or reclassify unissued shares of common or preferred stock and issue additional shares of common or preferred stock.

*In order to preserve our REIT status, our charter limits the number of shares a person may own, which may discourage a takeover that could result in a premium price for our common stock or otherwise benefit our stockholders.*

Our charter, with certain exceptions, authorizes our directors to take such actions as are necessary and desirable to preserve our qualification as a REIT for federal income tax purposes. Unless exempted by our board of directors, no person may actually or constructively own more than 9.8% (by value or number of shares, whichever is more restrictive) of the outstanding shares of our common stock or the outstanding shares of any class or series of our preferred stock, which may inhibit large investors from desiring to purchase our stock. This restriction may have the effect of delaying, deferring, or preventing a change in control, including an extraordinary transaction (such as a merger, tender offer, or sale of all or substantially all of our assets) that might provide a premium price for our common stock or otherwise be in the best interest of our stockholders.

*Our board of directors can take many actions without stockholder approval.*

Our board of directors has overall authority to oversee our operations and determine our major corporate policies. This authority includes significant flexibility. For example, our board of directors can do the following:

- within the limits provided in our charter, prevent the ownership, transfer, and/or accumulation of stock in order to protect our status as a REIT or for any other reason deemed to be in our best interest and the interest of our stockholders;
- issue additional shares of stock without obtaining stockholder approval, which could dilute the ownership of our then-current stockholders;
- amend our charter to increase or decrease the aggregate number of shares of stock or the number of shares of stock of any class or series that we have authority to issue, without obtaining stockholder approval;
- classify or reclassify any unissued shares of our common or preferred stock and set the preferences, rights and other terms of such classified or reclassified shares, without obtaining stockholder approval;
- employ and compensate affiliates;
- direct our resources toward investments, which ultimately may not appreciate over time;
- change creditworthiness standards with respect to our tenants;
- change our investment or borrowing policies;
- determine that it is no longer in our best interest to attempt to qualify, or to continue to qualify, as a REIT; and
- suspend, modify or terminate the dividend reinvestment plan.

Any of these actions could increase our operating expenses, impact our ability to make distributions, or reduce the value of our assets without giving our stockholders the right to vote.

*Our charter permits our board of directors to issue stock with terms that may subordinate the rights of our common stockholders, which may discourage a third party from acquiring us in a manner that could result in a premium price for our common stock or otherwise benefit our stockholders.*

Our board of directors may, without stockholder approval, issue authorized but unissued shares of our common or preferred stock and amend our charter to increase or decrease the aggregate number of shares of stock or the number of shares of stock of any class or series that we have authority to issue. In addition, our board of directors may, without stockholder approval, classify or reclassify any unissued shares of our common or preferred stock and set the preferences, rights and other terms of such classified or reclassified shares. Thus, our board of directors could authorize the issuance of preferred stock with terms and conditions that could have priority with respect to distributions and amounts payable upon liquidation over the rights of the holders of our common stock. Such preferred stock also could have the effect of delaying, deferring, or preventing a change in control, including an extraordinary transaction (such as a merger, tender offer, or sale of all or substantially all of our assets) that might provide a premium price for our common stock, or otherwise be in the best interest of our stockholders.

*Our board of directors could elect for us to be subject to certain Maryland law limitations on changes in control that could have the effect of preventing transactions in the best interest of our stockholders.*

Certain provisions of Maryland law may have the effect of inhibiting a third party from making a proposal to acquire us or of impeding a change of control under certain circumstances that otherwise could provide the holders of shares of our common stock with the opportunity to realize a premium over the then-prevailing market price of such shares, including:

- “business combination” provisions that, subject to limitations, prohibit certain business combinations between us and an “interested stockholder” (defined generally as any person who beneficially owns 10% or more of the voting power of our outstanding voting stock or any affiliate or associate of ours who, at any time within the two-year period prior to the date in question, was the beneficial owner of 10% or more of the voting power of our then outstanding stock) or an affiliate thereof for five years after the most recent date on which the stockholder becomes an interested stockholder and thereafter impose supermajority voting requirements on these combinations; and
- “control share” provisions that provide that “control shares” of our company (defined as shares which, when aggregated with other shares controlled by the stockholder, except solely by virtue of a revocable proxy, entitle the stockholder to exercise one of three increasing ranges of voting power in electing directors) acquired in a “control share acquisition” (defined as the direct or indirect acquisition of ownership or control of “control shares”) have no voting rights except to the extent approved by our stockholders by the affirmative vote of at least two-thirds of all the votes entitled to be cast on the matter, excluding all interested shares.

Our bylaws contain a provision exempting any acquisition by any person of shares of our stock from the control share acquisition statute, and our board of directors has adopted a resolution exempting any business combination with any person from the business combination statute. As a result, these provisions currently will not apply to a business combination or control share acquisition involving our company. However, our board of directors may opt into the business combination provisions and the control share provisions of Maryland law in the future.

Our charter, our bylaws, the limited partnership agreement of our operating partnership, and Maryland law also contain other provisions that may delay, defer, or prevent a transaction or a change of control that might involve a premium price for our common stock or otherwise be in the best interest of our stockholders. In addition, the employment agreements with our named executive officers contain, and grants under our incentive plan also may contain, change-in-control provisions that might similarly have an anti-takeover effect, inhibit a change of our management, or inhibit in certain circumstances tender offers for our common stock or proxy contests to change our board.

*Our rights and the rights of our stockholders to recover claims against our directors and officers are limited, which could reduce our recovery and our stockholders’ recovery against them if they negligently cause us to incur losses.*

Maryland law provides that a director or officer has no liability in that capacity if he or she performs his or her duties in good faith, in a manner he or she reasonably believes to be in our best interest and with the care that an ordinarily prudent person in a like position would use under similar circumstances. Our charter eliminates our directors’ and officers’ liability to us and our stockholders for money damages except for liability resulting from actual receipt of an improper benefit or profit in money, property, or services or active and deliberate dishonesty established by a final judgment and which is material to the cause of action. Our charter and bylaws require us to indemnify our directors and officers to the maximum extent permitted by Maryland law for any claim or liability to which they may become subject or which they may incur by reason of their service as directors or officers, except to the extent that the act or omission of the director or officer was material to the matter giving rise to the proceeding and was committed in bad faith or was the result of active and deliberate dishonesty, the director or officer actually received an improper personal benefit in money, property, or services, or, in the case of any criminal proceeding, the director or officer had reasonable cause to believe that the act or omission was unlawful. As a result, we and our stockholders may have more limited rights against our directors and officers than might otherwise exist under common law, which could reduce our and our stockholders’ recovery from these persons if they act in a negligent manner. In addition, we may be obligated to fund the defense costs incurred by our directors and officers (as well as by our employees and agents) in some cases.

## **Risks Related to Our Common Stock**

*Any change in our dividend policy could have a material adverse effect on the market price of our common stock.*

Distributions are authorized and determined by our board of directors in its sole discretion and depend upon a number of factors, including:

- cash available for distribution;
- our results of operations and anticipated future results of operations;

- our financial condition, especially in relation to our anticipated future capital needs of our properties;
- the level of reserves we establish for future capital expenditures;
- the distribution requirements for REITs under the Code;
- the level of distributions paid by comparable listed REITs;
- our operating expenses; and
- other factors our board of directors deems relevant.

We expect to continue to pay quarterly distributions to our stockholders; however, we bear all expenses incurred by our operations, and our funds generated by operations, after deducting these expenses, may not be sufficient to cover desired levels of distributions to our stockholders. Any change in our distribution policy could have a material adverse effect on the market price of our common stock.

*There are significant price and volume fluctuations in the public markets, including on the exchange which we listed our common stock.*

The U.S. stock markets, including the NYSE on which our common stock is listed, have historically experienced significant price and volume fluctuations. The market price of our common stock may be highly volatile and could be subject to wide fluctuations and investors in our common stock may experience a decrease in the value of their shares, including decreases unrelated to our operating performance or prospects. If the market price of our common stock declines significantly, stockholders may be unable to resell their shares at or above their purchase price. We cannot assure stockholders that the market price of our common stock will not fluctuate or decline significantly in the future. Some of the factors that could negatively affect our stock price or result in fluctuations in the price or trading volume of our common stock include, but are not limited to, the following:

- actual or anticipated variations in our quarterly operating results;
- changes in our earnings estimates or publication of research reports about us or the real estate industry, although no assurance can be given that any research reports about us will be published or the accuracy of such reports;
- changes in our dividend policy;
- future sales of substantial amounts of our common stock by our existing or future stockholders;
- increases in market interest rates, which may lead purchasers of our stock to demand a higher yield;
- changes in market valuations of similar companies;
- adverse market reaction to any increased indebtedness we incur in the future;
- additions or departures of key personnel;
- actions by institutional stockholders;
- material, adverse litigation judgments;
- implementation of any necessary changes to our internal controls and procedures in a timely and cost efficient manner;
- future effectiveness of our internal controls and procedures;
- speculation in the press or investment community; and
- general market and economic conditions.

*Future offerings of debt securities, which would be senior to our common stock upon liquidation, or equity securities, which would dilute our existing stockholders and may be senior to our common stock for the purposes of distributions, may adversely affect the market price of our common stock.*

We may attempt to increase our capital resources by making additional offerings of debt or equity securities, including medium term notes, senior or subordinated notes and classes of preferred or common stock. Upon liquidation, holders of our debt securities and shares of preferred stock and lenders with respect to other borrowings will receive a distribution of our available assets prior to the holders of our common stock. Additional equity offerings may dilute the holdings of our existing stockholders or reduce the market price of our common stock or both. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Thus, our stockholders bear the risk of our future offerings reducing the market price of our common stock and diluting their proportionate ownership.

*Market interest rates may have an effect on the value of our common stock.*

One of the factors that investors may consider in deciding whether to buy or sell our common stock is our distribution rate as a percentage of our share price, relative to market interest rates. If market interest rates increase, prospective investors may desire a higher yield on our common stock or seek securities paying higher dividends or yields. It is likely that the public valuation of our common stock will be based primarily on our earnings and cash flows and not from the underlying appraised value of the properties themselves. As a result, interest rate fluctuations and capital market conditions can affect the market value of our common stock. For instance, if interest rates rise, it is possible that the market price of our common stock will decrease, because potential

investors may require a higher dividend yield on our common stock as market rates on interest-bearing securities, such as bonds, rise.

*If securities analysts do not publish research or reports about our business or if they downgrade our common stock or our sector, the price of our common stock could decline.*

The trading market for our common stock relies in part on the research and reports that industry or financial analysts publish about us or our business. We do not control these analysts. Furthermore, if one or more of the analysts who do cover us downgrades our shares or our industry, or the stock of any of our competitors, the price of our shares could decline. If one or more of these analysts ceases coverage of our company, we could lose attention in the market, which in turn could cause the price of our common stock to decline.

### **Federal Income Tax Risks**

*Our failure to qualify as a REIT could adversely affect our operations and our ability to make distributions.*

We are owned and operated in a manner intended to qualify us as a REIT for U.S. federal income tax purposes; however, we do not have a ruling from the IRS as to our REIT status. In addition, we own all of the common stock of a subsidiary that has elected to be treated as a REIT, and if our subsidiary REIT were to fail to qualify as a REIT, it is possible that we also would fail to qualify as a REIT unless we (or the subsidiary REIT) could qualify for certain relief provisions. Our qualification and the qualification of our subsidiary REIT as a REIT will depend on satisfaction, on an annual or quarterly basis, of numerous requirements set forth in highly technical and complex provisions of the Code for which there are only limited judicial or administrative interpretations. A determination as to whether such requirements are satisfied involves various factual matters and circumstances not entirely within our control. The fact that we hold substantially all of our assets through our operating partnership and its subsidiaries further complicates the application of the REIT requirements for us. No assurance can be given that we, or our subsidiary REIT, will qualify as a REIT for any particular year.

If we, or our subsidiary REIT, were to fail to qualify as a REIT in any taxable year for which a REIT election has been made, the non-qualifying REIT would not be allowed a deduction for dividends paid to its stockholders in computing our taxable income and would be subject to U.S. federal income tax (including any applicable alternative minimum tax) on its taxable income at corporate rates. Moreover, unless the non-qualifying REIT were to obtain relief under certain statutory provisions, the non-qualifying REIT also would be disqualified from treatment as a REIT for the four taxable years following the year during which qualification is lost. This treatment would reduce our net earnings available for investment or distribution to our stockholders because of the additional tax liability to us for the years involved. As a result of such additional tax liability, we might need to borrow funds or liquidate certain investments on terms that may be disadvantageous to us in order to pay the applicable tax.

*Changes in tax laws may eliminate the benefits of REIT status or prevent us from maintaining our qualification as a REIT.*

New legislation, regulations, administrative interpretations or court decisions could change the tax laws or interpretations of the tax laws regarding qualification as a REIT, or the federal income tax consequences of that qualification, in a manner that is materially adverse to our stockholders. Accordingly, there is no assurance that we can continue to operate with the current benefits of our REIT status. If there is a change in the tax laws that prevents us from qualifying as a REIT, that eliminates REIT status generally, or that requires REITs generally to pay corporate level income taxes, our results of operations may be adversely affected and we may not be able to make the same level of distributions to our stockholders.

*Even if we qualify as a REIT, we may incur certain tax liabilities that would reduce our cash flow and impair our ability to make distributions.*

Even if we maintain our status as a REIT, we may be subject to U.S. federal income taxes or state taxes, which would reduce our cash available for distribution to our stockholders. For example, we will be subject to federal income tax on any undistributed taxable income. Further, if we fail to distribute during each calendar year at least the sum of (a) 85% of our ordinary income for such year, (b) 95% of our net capital gain income for such year, and (c) any undistributed taxable income from prior periods, we will be subject to a 4% excise tax on the excess of the required distribution over the sum of (i) the amounts actually distributed by us, plus (ii) retained amounts on which we pay income tax at the corporate level. If we realize net income from foreclosure properties that we hold primarily for sale to customers in the ordinary course of business, we must pay tax thereon at the highest corporate income tax rate, and if we sell a property, other than foreclosure property, that we are determined to have held for sale to customers in the ordinary course of business, any gain realized would be subject to a 100% "prohibited transaction" tax. The determination as to whether or not a particular sale is a prohibited transaction depends on the facts and circumstances related to that sale. We cannot guarantee that sales of our properties would not be prohibited transactions unless we comply with certain safe-harbor provisions. The need to avoid prohibited transactions could cause us to forego or defer sales of properties that might

otherwise be in our best interest to sell. In addition, we own interests in certain taxable REIT subsidiaries that are subject to federal income taxation and we and our subsidiaries may be subject to state and local taxes on our income or property.

*Differences between the recognition of taxable income and the actual receipt of cash could require us to sell assets or borrow funds on a short-term or long-term basis to meet the distribution requirements of the Code.*

We intend to make distributions to our stockholders to comply with the requirements of the Code for REITs and to minimize or eliminate our corporate tax obligations; however, differences between the recognition of taxable income and the actual receipt of cash could require us to sell assets or borrow funds on a short-term or long-term basis to meet the distribution requirements of the Code. Certain types of assets generate substantial disparity between taxable income and available cash, such as real estate that has been financed through financing structures which require some or all of available cash flows to be used to service borrowings. As a result, the requirement to distribute a substantial portion of our taxable income could cause us to: (1) sell assets in adverse market conditions, (2) borrow on unfavorable terms, or (3) distribute amounts that would otherwise be invested in future acquisitions, capital expenditures, or repayment of debt, in order to comply with REIT requirements. Any such actions could increase our costs and reduce the value of our common stock. Further, we may be required to make distributions to our stockholders when it would be more advantageous to reinvest cash in our business or when we do not have funds readily available for distribution. Compliance with REIT qualification requirements may, therefore, hinder our ability to operate solely on the basis of maximizing profits.

*We face possible adverse changes in tax laws including changes to state tax laws regarding the treatment of REITs and their stockholders, which may result in an increase in our tax liability.*

From time to time, changes in state and local tax laws or regulations are enacted, including changes to a state's treatment of REITs and their stockholders, which may result in an increase in our tax liability. Any shortfall in tax revenues for states and municipalities may lead to an increase in the frequency and size of such changes. If such changes occur, we may be required to pay additional taxes on our assets or income. These increased tax costs could adversely affect our financial condition and results of operations and the amount of cash available for payment of dividends.

*Distributions made by REITs do not qualify for the reduced tax rates that apply to certain other corporate distributions.*

The maximum tax rate for distributions made by corporations to individuals, trusts and estates is generally 20%. Distributions made by REITs; however, generally are taxed at the normal rate applicable to the individual recipient rather than the 20% preferential rate. The more favorable rates applicable to regular corporate distributions could cause investors who are individuals to perceive investments in REITs to be relatively less attractive than investments in non-REIT corporations that make distributions.

*A recharacterization of transactions undertaken by our operating partnership may result in lost tax benefits or prohibited transactions, which would diminish cash distributions to our stockholders, or even cause us to lose REIT status.*

The IRS could recharacterize transactions consummated by our operating partnership, which could result in the income realized on certain transactions being treated as gain realized from the sale of property that is held as inventory or otherwise held primarily for the sale to customers in the ordinary course of business. In such event, the gain would constitute income from a prohibited transaction and would be subject to a 100% tax. If this were to occur, our ability to make cash distributions to our stockholders would be adversely affected. Moreover, our operating partnership may purchase properties and lease them back to the sellers of such properties. While we will use our best efforts to structure any such sale-leaseback transaction such that the lease will be characterized as a "true lease," thereby allowing us to be treated as the owner of the property for federal income tax purposes, we can give stockholders no assurance that the IRS will not attempt to challenge such characterization. In the event that any such sale-leaseback transaction is challenged and recharacterized as a financing transaction or loan for U.S. federal income tax purposes, deductions for depreciation and cost recovery relating to such property would be disallowed. If a sale-leaseback transaction were so recharacterized, the amount of our adjusted REIT taxable income could be recalculated, which might cause us to fail to meet the distribution requirement for a taxable year. We also might fail to satisfy the REIT qualification asset tests or income tests and, consequently, lose our REIT status. Even if we maintain our status as a REIT, an increase in our adjusted REIT taxable income could cause us to be subject to additional federal and state income and excise taxes. Any federal or state taxes we pay will reduce our cash available for distribution to our stockholders.

*Legislative or regulatory action could adversely affect our stockholders.*

Numerous legislative, judicial and administrative changes have been made to the federal income tax laws applicable to investments in REITs and similar entities. Additional changes to tax laws are likely to continue to occur in the future, and we cannot assure stockholders that any such changes will not adversely affect the taxation of a stockholder. Any such changes could have an adverse effect on an investment in our common stock. Stockholders are urged to consult with their tax advisor with respect to the status of legislative, regulatory, or administrative developments and proposals and their potential effect on an investment in common stock.

## Risks Associated with Debt Financing

*We have incurred and are likely to continue to incur mortgage and other indebtedness, which may increase our business risks.*

As of December 31, 2016, we had total outstanding indebtedness of approximately \$2.0 billion and a total debt to gross assets ratio of 36.9%. Although the instruments governing our unsecured and secured indebtedness limit our ability to incur additional indebtedness, these restrictions are subject to a number of qualifications and exceptions and, under certain circumstances, debt incurred in compliance with these restrictions could be substantial. We may incur additional indebtedness to acquire properties or other real estate-related investments, to fund property improvements, and other capital expenditures or for other corporate purposes, such as to repurchase shares of our common stock through repurchase programs that our board of directors have authorized or to fund future distributions to our stockholders.

Significant borrowings by us increase the risks of an investment in us. Our ability to make payments on and to refinance our indebtedness and to fund our operations, working capital and capital expenditures, depends on our ability to generate cash in the future. Our cash flow is subject to general economic, industry, financial, competitive, operating, legislative, regulatory and other factors, many of which are beyond our control. If there is a shortfall between the cash flow from properties and the cash flow needed to service our indebtedness, then the amount available for distributions to stockholders may be reduced.

Our failure to pay amounts due with respect to any of our indebtedness may constitute an event of default under the instrument governing that indebtedness, which could permit the holders of that indebtedness to require the immediate repayment of that indebtedness in full and, in the case of secured indebtedness, could allow them to sell the collateral securing that indebtedness and use the proceeds to repay that indebtedness. For example, defaults on indebtedness secured by a property may result in lenders initiating foreclosure actions. Although we believe no such instances exist as of December 31, 2016, in those cases, we could lose the property securing the loan that is in default. For tax purposes, a foreclosure of any of our properties would be treated as a sale of the property for a purchase price equal to the outstanding balance of the debt secured by the mortgage. If the outstanding balance of the debt secured by the mortgage exceeds our tax basis in the property, we would recognize taxable income on foreclosure, but we would not receive any cash proceeds.

Moreover, any acceleration of, or default, with respect to any of our indebtedness could, in turn, constitute an event of default under other debt instruments or agreements, thereby resulting in the acceleration and required repayment of that other indebtedness. In addition, while we do not currently anticipate doing so, we may give full or partial guarantees to lenders of mortgage debt on behalf of the entities that own our properties if circumstances warrant that action. If we were to give a guaranty on behalf of an entity that owns one of our properties, we would be responsible to the lender for satisfaction of the debt if it were not paid by such entity. If any mortgages or other indebtedness contain cross-collateralization or cross-default provisions, a default on a single loan could affect multiple properties. If any of our properties are foreclosed on due to a default, our ability to pay cash distributions to our stockholders will be limited.

We cannot give any assurance that our business will generate sufficient cash flow from operations or that future sources of cash will be available to us in an amount sufficient to enable us to pay amounts due on our indebtedness or to fund our other liquidity needs.

We may need to refinance all or a portion of our indebtedness on or before maturity. Our ability to refinance our indebtedness or obtain additional financing will depend on, among other things our financial condition, results of operations and market conditions at the time; and restrictions in the agreements governing our indebtedness.

As a result, we may not be able to refinance our indebtedness on commercially reasonable terms, or at all. If we do not generate sufficient cash flow from operations, and additional borrowings or refinancings or proceeds of assets sales or other sources of cash are not available to us, we may not have sufficient cash to enable us to meet all of our obligations. Accordingly, if we cannot service our indebtedness, we may have to take actions such as seeking additional equity financing, delaying capital expenditures or strategic acquisitions and alliances. Any of these events or circumstances could have a material adverse effect on our financial condition, results of operations, cash flows, the trading price of our securities and our ability to satisfy our debt service obligations.

*High mortgage rates may make it difficult for us to finance or refinance properties, which could reduce the number of properties we can acquire, our net income, and the amount of cash distributions we can make.*

If mortgage debt is unavailable at reasonable rates, we may not be able to finance the purchase of properties. If we place mortgage debt on properties, we run the risk of being unable to refinance the properties when the loans become due, or of being unable to refinance on favorable terms. If interest rates are higher when we refinance our properties, our income could be reduced. We may be unable to refinance properties. If any of these events occur, our cash flow could be reduced. This, in turn, could reduce cash

available for distribution to our stockholders and may hinder our ability to raise more capital by issuing more stock or by borrowing more money.

*Agreements governing our existing indebtedness contain, and future financing arrangements will likely contain, restrictive covenants relating to our operations, which could limit our ability to make distributions to our stockholders.*

We are subject to certain restrictions pursuant to the restrictive covenants of our outstanding indebtedness, which may affect our distribution and operating policies and our ability to incur additional debt. Loan documents evidencing our existing indebtedness contain, and loan documents entered into in the future will likely contain, certain operating covenants that limit our ability to further mortgage the property or discontinue insurance coverage. In addition, the agreements governing our existing indebtedness contain financial covenants, including certain coverage ratios and limitations on our ability to incur secured and unsecured debt, make dividend payments, sell all or substantially all of our assets, and engage in mergers and consolidations and certain acquisitions. Covenants under our existing indebtedness do, and under any future indebtedness likely will, restrict our ability to pursue certain business initiatives or certain acquisition transactions. In addition, failure to meet any of these covenants, including the financial coverage ratios, could cause an event of default under and/or accelerate some or all of our indebtedness, which would have a material adverse effect on us.

*Increases in interest rates would increase the amount of our variable-rate debt payments and could limit our ability to pay dividends to our stockholders.*

Currently, the outstanding draws on our \$500 Million Unsecured 2015 Line of Credit and our \$170 Million Unsecured 2015 Term Loan are our only debt instruments that bear interest at a floating rate. All of our other debt is either fixed rate or has been effectively fixed through interest rate swap agreements. In addition, the outstanding draws under the \$500 Million Unsecured 2015 Line of Credit, are subject to various length LIBOR locks; however, increases in interest rates could increase our interest costs associated with this variable rate debt to the extent our current locks expire and new balances are drawn under the facility. Such increases would reduce our cash flows and could impact our ability to pay dividends to our stockholders. In addition, if we are required to repay existing debt during periods of higher interest rates, we may need to sell one or more of our investments in order to repay the debt, which might not permit realization of the maximum return on such investments.

*Changes in interest rates could have adverse effects on our cash flows as a result of our interest rate derivative contracts.*

We have entered into various interest rate derivative agreements to effectively fix our exposure to interest rates under certain of our existing and anticipated debt facilities. To the extent interest rates are higher than the fixed rate in the respective contract, we would realize cash savings as compared to other market participants. However, to the extent interest rates are below the fixed rate in the respective contract, we would make higher cash payments than other similar market participants, which would have an adverse effect on our cash flows as compared to other market participants.

Additionally, there is counterparty risk associated with entering into interest rate derivative contracts. Should market conditions lead to insolvency or make a merger necessary for one or more of our counterparties, or potential future counterparties, it is possible that the terms of our interest rate derivative contracts will not be honored in their current form with a replacement counterparty. The potential termination or renegotiation of the terms of the interest rate derivative contracts as a result of changing counterparties through insolvency or merger could result in an adverse impact on our results of operations and cash flows.

*A downgrade in our credit rating could materially adversely affect our business and financial condition.*

The credit ratings assigned to our debt securities could change based upon, among other things, our results of operations and financial condition. If any of the credit rating agencies that have rated our debt securities downgrades or lowers its credit rating, or if any credit rating agency indicates that it has placed any such rating on a so-called "watch list" for a possible downgrading or lowering or otherwise indicates that its outlook for that rating is negative, it could have a material adverse effect on our costs and availability of capital, which could in turn have a material adverse effect on our financial condition, results of operations, cash flows and our ability to satisfy our debt service obligations.

#### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

There were no unresolved SEC staff comments as of December 31, 2016.

## ITEM 2. PROPERTIES

### Overview

As of December 31, 2016, we owned interests in 65 in-service office properties, plus one redevelopment asset, two development assets, and one building through an unconsolidated joint venture. Approximately 87% of our ALR was generated in select submarkets located primarily within eight major U.S. office markets: Atlanta, Boston, Chicago, Dallas, Minneapolis, New York, Orlando, and Washington, D.C. As of December 31, 2016 and 2015, the in-service portfolio was 94.2% and 91.5% leased, respectively, with an average lease term remaining as of each period end of approximately seven years.

ALR (see [Item 1. Business](#) - "Information Regarding Disclosures Presented" above) related to our in-service portfolio of 65 properties was \$576.1 million, or \$32.39 per leased square foot, as of December 31, 2016 as compared with \$550.3 million, or \$31.77 per leased square foot, as of December 31, 2015.

### Property Statistics

The tables below include statistics for our in-service properties that we own directly and through our consolidated joint ventures, but do not include our respective ownership interests in the property that we own through an unconsolidated joint venture. Annualized Lease Revenue is defined in Item 1 of this Annual Report on Form 10-K.

The following table shows lease expirations of our in-service office portfolio as of December 31, 2016, during each of the next twelve years and thereafter, assuming no exercise of renewal options or termination rights.

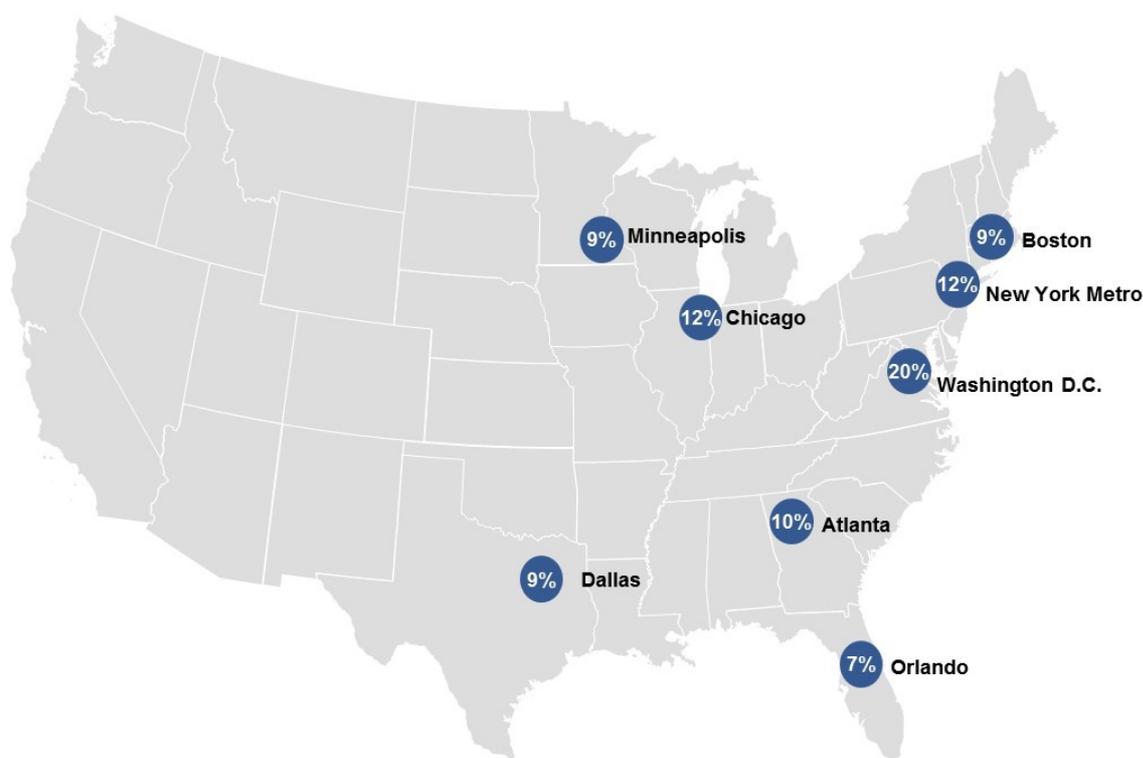
Year of Lease Expiration	Annualized Lease Revenue (in thousands)	Rentable Square Feet Expiring (in thousands)	Percentage of Annualized Lease Revenue (%)
Available space	\$ —	1,096	—
2017 <sup>(1)</sup>	40,860	1,229	7.1
2018	41,658	1,390	7.2
2019	71,287	2,279	12.4
2020	45,979	1,568	8.0
2021	31,022	1,058	5.4
2022	48,698	1,587	8.5
2023	31,127	1,104	5.4
2024	44,896	1,532	7.8
2025	28,342	898	4.9
2026	26,414	848	4.6
2027	39,788	1,214	6.9
2028	57,315	1,290	9.9
Thereafter	68,744	1,792	11.9
	<u>\$ 576,130</u>	<u>18,885</u>	<u>100.0</u>
Development and Redevelopment Properties		697	
<b>Total Rentable Square Feet</b>		<u>19,582</u>	

<sup>(1)</sup> Includes leases with an expiration date of December 31, 2016 aggregating approximately 64,000 square feet and ALR of \$1.9 million.

The following table shows the geographic diversification of our in-service portfolio as of December 31, 2016.

Location	Annualized Lease Revenue (in thousands)	Rentable Square Feet (in thousands)	Percentage of Annualized Lease Revenue (%)
Washington, D.C.	\$ 112,120	2,701	19.5
New York	68,139	1,767	11.8
Chicago	66,821	2,094	11.6
Atlanta	58,918	2,395	10.2
Dallas	53,786	2,113	9.4
Boston	52,032	1,828	9.0
Minneapolis	49,118	1,619	8.5
Orlando	41,102	1,438	7.1
Other	74,094	2,930	12.9
	<b>\$ 576,130</b>	<b>18,885</b>	<b>100.0</b>
Development and Redevelopment Properties		697	
Total Rentable Square Feet		<b>19,582</b>	

The map below graphically depicts the eight major U.S. office markets on which we primarily focus (representing approximately 87% of our ALR) as of December 31, 2016:



The following table shows the tenant industry diversification of our in-service portfolio as of December 31, 2016.

Industry	Annualized Lease Revenue (in thousands)	Leased Square Footage (in thousands)	Percentage of Annualized Lease Revenue (%)
Governmental Entity	\$ 83,170	1,674	14.4
Business Services	57,851	2,069	10.0
Depository Institutions	41,396	1,398	7.2
Engineering, Accounting, Research, Management & Related Services	39,039	1,106	6.8
Insurance Carriers	30,033	1,192	5.2
Nondepository Credit Institutions	29,385	951	5.1
Insurance Agents, Brokers & Services	28,936	963	5.0
Security & Commodity Brokers, Dealers, Exchanges & Services	22,488	720	3.9
Legal Services	21,609	706	3.8
Communications	20,198	630	3.5
Electronic & Other Electrical Equipment & Components, Except Computer	19,959	581	3.5
Educational Services	15,115	386	2.6
Real Estate	14,601	467	2.5
Eating & Drinking Places	14,164	459	2.5
Food & Kindred Products	11,995	408	2.1
Other <sup>(1)</sup>	126,191	4,079	21.9
	<u>\$ 576,130</u>	<u>17,789</u>	<u>100.0</u>

<sup>(1)</sup> Not more than 2% is attributable to any individual industry.

The following table shows the tenant diversification of our in-service portfolio as of December 31, 2016.

Tenant	Number of Properties	Expiration Date(s) <sup>(1)</sup>	Annualized Lease Revenues (in thousands) <sup>(2)</sup>	Percentage of Annualized Lease Revenues (%)
U.S. Government	5	Various <sup>(3)</sup>	\$ 47,121	8.2
State of New York	1	2019	25,242	4.4
US Bancorp	3	2023 / 2024	22,061	3.8
Independence Blue Cross	1	2033	18,370	3.2
GE	1	2027	16,394	2.8
Nestle	1	2021	11,752	2.0
City of New York	1	2020	10,846	1.9
Gallagher	2	2018	9,624	1.7
Nuance Communications	2	2018 / 2030	9,088	1.6
Catamaran	1	2025	8,713	1.5
Motorola	1	2028	8,154	1.4
Caterpillar Financial	1	2022	8,137	1.4
Harvard University	2	2032 / 2033	7,343	1.3
District of Columbia	2	2028	6,903	1.2
Raytheon	2	2019	6,389	1.1
Goldman Sachs	2	2018	6,325	1.1
Towers Watson	1	2017	6,008	1.0
Henry M Jackson	2	2022	5,830	1.0
Schlumberger Technology	1	2020	5,774	1.0
First Data Corporation	1	2027	5,705	1.0
Epsilon Data Management	1	2026	5,677	1.0
Other		Various <sup>(4)</sup>	324,674	56.4
			<u>\$ 576,130</u>	<u>100.0</u>

<sup>(1)</sup> Represents the expiration year of the majority of the square footage leased by the tenant.

<sup>(2)</sup> Approximately 66% of our ALR is derived from investment grade or nationally recognized companies or government agencies.

<sup>(3)</sup> Various expirations ranging from 2016 to 2031.

<sup>(4)</sup> Not more than 1% of ALR is attributable to any individual tenant.

### Certain Restrictions Related to our Properties

Control of one of our properties is limited to a certain extent because the property is owned through an unconsolidated joint venture that we do not exclusively control. In addition, certain of our properties are held as collateral for debt, and another property is subject to a ground lease. Refer to [Schedule III](#) listed in the index of Item 15(a) of this report, which details four properties held as collateral for debt facilities and one property subject to a ground lease as of December 31, 2016.

### ITEM 3. LEGAL PROCEEDINGS

Piedmont is not subject to any material pending legal proceedings. However, we are subject to routine litigation arising in the ordinary course of owning and operating real estate assets. Our management expects that these ordinary routine legal proceedings will be covered by insurance and does not expect these legal proceedings to have a material adverse effect on our financial condition, results of operations, or liquidity. Additionally, management is not aware of any legal proceedings contemplated by governmental authorities.

### ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

## PART II

### ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

#### Market Information and Holders

Our common stock is listed on the New York Stock Exchange under the symbol "PDM." As of February 20, 2017, there were 11,463 common stockholders of record of our common stock.

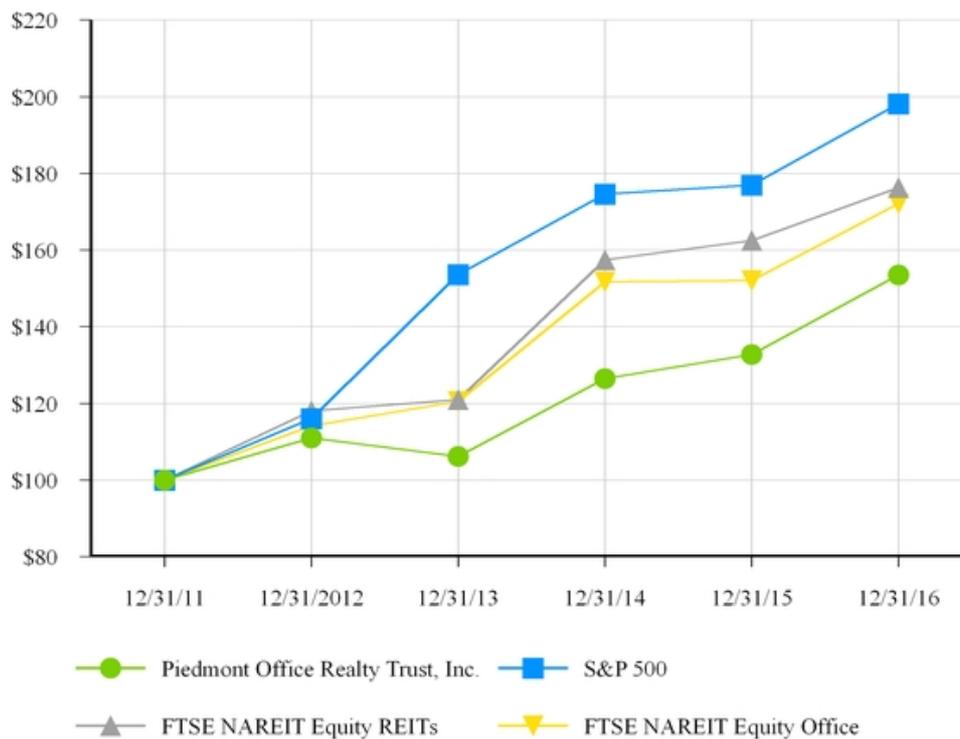
The high and low sales prices for our common stock and the dividends declared on our outstanding common stock to stockholders during 2016 and 2015 were as follows:

	2016 Quarters			
	First	Second	Third	Fourth
High	\$ 20.49	\$ 21.54	\$ 22.28	\$ 21.76
Low	\$ 16.93	\$ 19.36	\$ 20.34	\$ 18.61
Dividend per common share	\$ 0.21	\$ 0.21	\$ 0.21	\$ 0.21

	2015 Quarters			
	First	Second	Third	Fourth
High	\$ 20.15	\$ 19.04	\$ 18.95	\$ 19.85
Low	\$ 17.61	\$ 16.83	\$ 16.54	\$ 17.77
Dividend per common share	\$ 0.21	\$ 0.21	\$ 0.21	\$ 0.21

#### Performance Graph

The following graph compares the cumulative total return of Piedmont's common stock with the S&P 500 Index, the FTSE NAREIT Equity REITs Index, and the FTSE NAREIT Equity Office Index for the period beginning on December 31, 2011 through December 31, 2016. The graph assumes a \$100 investment in each of Piedmont and the three indices, and the reinvestment of any dividends.



**Comparison of Cumulative Total Return of One or More Companies, Peer Groups, Industry Indices, and/or Broad Markets**

	As of the year ended December 31,					
	2011	2012	2013	2014	2015	2016
Piedmont Office Realty Trust, Inc.	\$ 100.00	\$ 110.98	\$ 106.13	\$ 126.45	\$ 132.74	\$ 153.47
S&P 500	\$ 100.00	\$ 116.00	\$ 153.58	\$ 174.60	\$ 177.01	\$ 198.18
FTSE NAREIT Equity REITs	\$ 100.00	\$ 118.06	\$ 120.97	\$ 157.43	\$ 162.46	\$ 176.30
FTSE NAREIT Equity Office	\$ 100.00	\$ 114.15	\$ 120.52	\$ 151.68	\$ 152.11	\$ 172.14

The performance graph above is being furnished as part of this Annual Report solely in accordance with the requirement under Rule 14a-3(b)(9) to furnish Piedmont's stockholders with such information and, therefore, is not deemed to be filed, or incorporated by reference in any filing, by Piedmont under the Securities Act of 1933 or the Securities Exchange Act of 1934.

**Purchases of Equity Securities By the Issuer and Affiliated Purchasers**

During the quarter ended December 31, 2016, we did not repurchase any shares of our common stock in the open market; however, we retain board authorization to repurchase shares of our common stock pursuant to a stock repurchase plan. The remaining capacity of this plan is as follows for the quarter ended December 31, 2016:

<u>Period</u>	<u>Total Number of Shares Purchased (in 000's)</u>	<u>Average Price Paid per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Program (in 000's) <sup>(1)</sup></u>	<u>Maximum Approximate Dollar Value of Shares Available That May Yet Be Purchased Under the Program (in 000's)</u>
October 1, 2016 to October 31, 2016	—	\$ —	—	\$ 70,238
November 1, 2016 to November 30, 2016	—	\$ —	—	\$ 70,238
December 1, 2016 to December 31, 2016	—	\$ —	—	\$ 70,238 <sup>(1)</sup>
<b>Total</b>	<b>—</b>	<b>\$ —</b>	<b>—</b>	

<sup>(1)</sup> Amounts available for purchase relate only to our stock repurchase plan, which was announced on June 24, 2015. Our board of directors authorized the repurchase of up to \$200 million of shares of our common stock pursuant to the stock repurchase plan through June 23, 2017. The share repurchase plan is separate from shares purchased for DRP issuance.

## ITEM 6. SELECTED FINANCIAL DATA

The following sets forth a summary of our selected financial data as of and for the years ended December 31, 2016, 2015, 2014, 2013, and 2012. As discussed in the Explanatory Note to this Form 10-K/A and in [Note 2](#) to the consolidated financial statements included in Part II, Item 8 of this Form 10-K/A, we have restated our audited consolidated financial statements and related disclosures as of and for the years ended December 31, 2016 and 2015. Additionally, the balance sheet and income statement as of and for the years ended December 31, 2014, 2013, and 2012 have also been revised in the presentation below to correct the error and conform with the restated presentation for December 31, 2016 and 2015. (in thousands except for per-share data). Our selected financial data is prepared in accordance with U.S. generally accepted accounting principles (“GAAP”), except as noted below.

	(Restated) 2016	(Restated) 2015	(Revised) 2014	(Revised) 2013	(Revised) 2012
<b>Statement of Income Data:</b>					
Total revenues	\$ 555,715	\$ 584,769	\$ 566,252	\$ 549,610	\$ 520,704
Property operating costs <sup>(1)</sup>	\$ 218,934	\$ 242,022	\$ 239,431	\$ 220,965	\$ 206,162
Depreciation and amortization	\$ 202,852	\$ 195,389	\$ 195,175	\$ 166,070	\$ 158,277
Impairment loss on real estate assets	\$ 33,901	\$ 43,301	\$ —	\$ —	\$ —
General and administrative expenses <sup>(1)</sup>	\$ 29,244	\$ 30,346	\$ 23,825	\$ 21,695	\$ 20,794
Other income/(expense)	\$ (64,477)	\$ (72,158)	\$ (67,742)	\$ (68,682)	\$ (75,937)
Income from continuing operations	\$ 6,307	\$ 1,553	\$ 40,079	\$ 72,198	\$ 59,534
Income, impairment loss, and gain on sale of real estate assets from discontinued operations	\$ —	\$ 83	\$ 1,216	\$ 20,798	\$ 29,382
Gain on sale of real estate assets not classified as discontinued operations	\$ 93,410	\$ 129,683	\$ 870	\$ —	\$ —
Net loss/(income) applicable to noncontrolling interest	\$ 15	\$ (15)	\$ (15)	\$ (15)	\$ (15)
Net income applicable to Piedmont	\$ 99,732	\$ 131,304	\$ 42,150	\$ 92,981	\$ 88,901
<b>Per-Share Data:</b>					
Per weighted-average common share data:					
Income from continuing operations per share—basic and diluted	\$ 0.69	\$ 0.87	\$ 0.26	\$ 0.44	\$ 0.35
Income from discontinued operations per share—basic and diluted	\$ —	\$ —	\$ 0.01	\$ 0.13	\$ 0.17
Net income applicable to Piedmont per share—basic and diluted	\$ 0.69	\$ 0.87	\$ 0.27	\$ 0.57	\$ 0.52
Cash dividends declared per common share	\$ 0.84	\$ 0.84	\$ 0.81	\$ 0.80	\$ 0.80
Weighted-average shares outstanding—basic (in thousands)	145,230	150,538	154,452	165,013	170,312
Weighted-average shares outstanding—diluted (in thousands)	145,635	150,880	154,585	165,137	170,441
<b>Balance Sheet Data (at period end):</b>					
Total assets	\$ 4,368,168	\$ 4,361,511	\$ 4,756,496	\$ 4,627,189	\$ 4,224,028
Total stockholders' equity	\$ 2,097,703	\$ 2,123,420	\$ 2,280,677	\$ 2,431,019	\$ 2,616,102
Outstanding debt	\$ 2,020,475	\$ 2,029,510	\$ 2,269,922	\$ 1,993,446	\$ 1,410,071
<b>Ratio of Earnings to Fixed Charges</b>	2.4	2.7	1.5	2.1	1.9
<b>NAREIT Funds from Operations Data <sup>(2)</sup>:</b>					
GAAP net income applicable to common stock	\$ 99,732	\$ 131,304	\$ 42,150	\$ 92,981	\$ 88,901
Depreciation and amortization	202,268	194,943	195,345	170,158	164,750
Loss on consolidation	—	—	—	898	—
Impairment loss	33,901	43,301	—	13,381	—
Gain on sale- wholly-owned properties and unconsolidated partnerships	(93,410)	(129,682)	(963)	(26,880)	(23,274)
<b>NAREIT Funds From Operations applicable to common stock <sup>(2)</sup></b>	<b>\$ 242,491</b>	<b>\$ 239,866</b>	<b>\$ 236,532</b>	<b>\$ 250,538</b>	<b>\$ 230,377</b>
Acquisition costs	976	919	560	1,763	141
Loss on settlement of swaps	—	38	—	—	—
Net loss/(recoveries) of casualty loss and litigation settlements	(34)	278	(6,992)	(11,828)	12,670
<b>Core Funds From Operations applicable to common stock <sup>(2)</sup></b>	<b>\$ 243,433</b>	<b>\$ 241,101</b>	<b>\$ 230,100</b>	<b>\$ 240,473</b>	<b>\$ 243,188</b>
Amortization of debt issuance costs, fair market adjustments on notes payable, and discount on Senior Notes	2,610	2,547	2,632	2,664	2,648
Depreciation of non real estate assets	841	755	508	406	502
Straight-line effects of lease revenue and net effect of amortization of below-market in-place lease intangibles	(26,609)	(20,305)	(33,848)	(23,375)	(22,831)
Stock-based and other non-cash compensation	5,620	7,090	3,975	1,590	2,246
Acquisition costs	(976)	(919)	(560)	(1,763)	(141)
Non-incremental capital expenditures	(35,568)	(44,136)	(84,630)	(102,977)	(87,657)
<b>Adjusted Funds From Operations applicable to common stock <sup>(2)</sup></b>	<b>\$ 189,351</b>	<b>\$ 186,133</b>	<b>\$ 118,177</b>	<b>\$ 117,018</b>	<b>\$ 137,955</b>

<sup>(1)</sup> Prior period amounts have been adjusted to conform with the current period presentation.

<sup>(2)</sup> Net income calculated in accordance with GAAP is the starting point for calculating Funds from Operations, Core Funds From Operations, and Adjusted Funds From Operations. See "[Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations](#)" — Funds from Operations, Core Funds from Operations, and Adjusted Funds From Operations" below for a description and reconciliation of the calculations as presented.

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with the audited consolidated financial statements and notes thereto as of December 31, 2016 and 2015, and for the years ended December 31, 2016, 2015, and 2014, included elsewhere in this Annual Report on Form 10-K/A. As explained in [Note 2](#) to the consolidated financial statements included within this Annual Report on Form 10-K/A, the Company is restating its consolidated financial statements as of December 31, 2016 and 2015 and for the two years ended December 31, 2016 to correct the errors regarding the application of the accounting treatment under ASC 350 during the time period that it was applicable to the Company's sales of real estate assets. We have also revised the 2014 financial statements to correct the related immaterial error for that year and prior years. The impact of the restatement and revisions is reflected in Management's Discussion and Analysis of Financial Condition and Results of Operations below. See also "Cautionary Note Regarding Forward-Looking Statements" preceding Part I of this report and "Risk Factors" set forth in [Item 1A](#) of this report.

### Overview

We are a fully integrated, self-managed real estate investment trust specializing in the acquisition, development, management, and ownership of primarily high-quality Class A office buildings in select submarkets located primarily within eight major U.S. office markets and leased primarily to high-credit-quality tenants. We operate as a real estate investment trust for federal income tax purposes.

As of December 31, 2016, we owned and operated 65 in-service office properties, plus one redevelopment asset, two development assets and one office building through an unconsolidated joint venture. During the two years ended December 31, 2016, we have been actively managing the composition of our portfolio to further concentrate our holdings in our select submarkets, as evidenced by the disposition of eighteen assets in non-core markets, and the acquisition of nine assets in the major markets in which we focus. As a result, approximately 87% of our ALR is generated in select submarkets located primarily within eight major U.S. office markets: Atlanta, Boston, Chicago, Dallas, Minneapolis, New York, Orlando, and Washington, D.C.

Our portfolio of primarily Class A commercial office buildings was 94.2% and 91.5% leased as of December 31, 2016 and 2015, respectively. As we typically lease to large corporate users, our average lease size is approximately 23,000 square feet and as of December 31, 2016, we had an average lease term remaining of slightly under seven years. Our tenant base is primarily comprised of investment grade or nationally recognized corporations or governmental agencies, with 66% of our ALR derived from such tenants. No tenant other than the U.S. government accounts for more than 5% of our ALR.

### Liquidity and Capital Resources

We intend to use cash flows generated from the operation of our properties, proceeds from selective property dispositions, and proceeds from our \$500 Million Unsecured 2015 Line of Credit as our primary sources of immediate liquidity. As mentioned above, during the year ended December 31, 2016, we continued our ongoing portfolio refinement strategy by disposing of nine non-strategic assets. Using net sales proceeds from those dispositions, cash on hand, and borrowings under our \$500 Million Unsecured 2015 Line of Credit, we acquired a property in each of the following markets: Boston, Massachusetts, Atlanta, Georgia, and Dallas, Texas; as well as a 99% interest in a joint venture owning two assets in Orlando, Florida. As of the filing date, we have \$309.0 million of unused capacity under our line of credit. From time to time, we may also seek additional secured or unsecured borrowings from third-party lenders or issue securities as additional sources of capital. The availability and attractiveness of terms for these additional sources of capital are highly dependent on market conditions.

As a result of the events described in [Note 2](#) to the consolidated financial statements and accompanying notes thereto included elsewhere in this Annual Report on Form 10-K/A, the lenders under our \$500 Million Unsecured 2015 Line of Credit and under each of our outstanding term loans waived any default that may have occurred as a result of (i) any inaccuracy of any representations and warranties regarding our prior period financial information or (ii) the failure to maintain our books and records in accordance with GAAP. As a result, we believe we remain in compliance with all our covenants under the \$500 Million Unsecured 2015 Line of Credit, each of our term loans and our outstanding debt securities.

Our most consistent use of capital has historically been, and we believe will continue to be, to fund capital expenditures for our existing portfolio of properties. During the years ended December 31, 2016 and 2015, we incurred the following types of capital expenditures (in thousands):

	December 31, 2016	December 31, 2015
Capital expenditures for new development	\$ 18,886	\$ 34,466
Capital expenditures for redevelopment/ renovations	8,532	17,283
Other capital expenditures, including tenant improvements	82,810	66,922
<b>Total capital expenditures <sup>(1)</sup></b>	<b>\$ 110,228</b>	<b>\$ 118,671</b>

<sup>(1)</sup> Of the total amounts paid, approximately \$7.1 million and \$6.0 million related to soft costs such as capitalized interest, payroll, and other general and administrative expenses for the year ended December 31, 2016 and 2015, respectively.

"Capital expenditures for new development" relate to new office development projects. During the year ended December 31, 2016, such expenditures primarily related to the construction of 500 TownPark, our recently completed, approximately 134,000 square foot, approximately 80% pre-leased, four-story office building located adjacent to our existing 400 TownPark building in Lake Mary, Florida. During the year ended December 31, 2015, our only active new development project was Enclave Place, our now-complete, approximately 301,000 square foot, 11-story office tower in Houston, Texas.

"Capital expenditures for redevelopment/renovations" during both the year ended December 31, 2016 and 2015 related to a now-complete redevelopment project that converted our 3100 Clarendon Boulevard building in Arlington, Virginia from governmental use into Class A private sector office space.

"Other capital expenditures" include all other capital expenditures during the period and are typically comprised of tenant and building improvements and leasing commissions necessary to lease or maintain our existing portfolio of office properties.

Piedmont classifies its tenant and building improvements into two categories: (i) improvements which maintain the building's existing asset value and its revenue generating capacity ("non-incremental capital expenditures") and (ii) improvements which incrementally enhance the building's asset value by expanding its revenue generating capacity ("incremental capital expenditures"). Commitments for funding non-incremental capital expenditures for tenant improvements over the next five years related to Piedmont's existing lease portfolio total approximately \$35.3 million. The timing of the funding of these commitments is largely dependent upon tenant requests for reimbursement; however, we anticipate that a significant portion of these improvement allowances may be requested over the next three years based on when the underlying leases commence. In some instances, these obligations may expire with the respective lease, without further recourse to us. Additionally, commitments for incremental capital expenditures for tenant improvements associated with executed leases totaled approximately \$29.8 million as of December 31, 2016.

In addition to the amounts described above that we have already committed to as a part of executed leases, we anticipate continuing to incur similar market-based tenant improvement allowances and leasing commissions in conjunction with procuring future leases for our existing portfolio of properties, including recently completed development and redevelopment projects. Given that our operating model frequently results in leases for large blocks of space to credit-worthy tenants, our leasing success can result in significant capital outlays. For example, for leases executed during year ended December 31, 2016, we committed to spend approximately \$3.70 and \$1.57 per square foot per year of lease term for tenant improvement allowances and leasing commissions, respectively, and for those executed during the year ended December 31, 2015, we committed to spend approximately \$4.79 and \$1.75 per square foot per year of lease term for tenant improvement allowances and leasing commissions, respectively. Both the timing and magnitude of expenditures related to future leasing activity are highly dependent on the competitive market conditions at the time of lease negotiations of the particular office market within which a given lease is signed.

There are several other uses of capital that may arise as part of our typical operations. Subject to the identification and availability of attractive investment opportunities and our ability to consummate such acquisitions on satisfactory terms, acquiring new assets compatible with our investment strategy could also be a significant use of capital. Further, our Board of Directors has authorized a \$200 million stock repurchase program, of which approximately \$70.2 million of authorized capacity remains, pursuant to which we may use capital resources to purchase our common stock. Finally, our next debt maturity, a \$140 million fixed rate mortgage, opens for prepayment in August 2017 and we expect to use net sales proceeds from disposition of properties or borrowings under our \$500 Million Unsecured 2015 Line of Credit to repay the obligation. On a longer term basis, we expect to use capital to pay down our line of credit and to repay other debt when such obligations become due.

The amount and form of payment (cash or stock issuance) of future dividends to be paid to our stockholders will continue to be largely dependent upon (i) the amount of cash generated from our operating activities; (ii) our expectations of future cash flows; (iii) our determination of near-term cash needs for debt repayments, development projects, and selective acquisitions of new properties; (iv) the timing of significant expenditures for tenant improvements, building redevelopment projects, and general property capital improvements; (v) long-term payout ratios for comparable companies; (vi) our ability to continue to access

additional sources of capital, including potential sales of our properties; and (vii) the amount required to be distributed to maintain our status as a REIT. Given the fluctuating nature of cash flows and expenditures, we may periodically borrow funds on a short-term basis to cover timing differences in cash receipts and cash disbursements.

## **Results of Operations (2016 vs. 2015)**

### *Overview*

Income from continuing operations and gain on sale of real estate assets per share on a fully diluted basis decreased from \$0.87 for the year ended December 31, 2015 to \$0.69 for the year ended December 31, 2016 primarily due to gains recognized on the sale of several of our properties, including Aon Center in Chicago, Illinois, during 2015 of \$129.7 million as compared to gains recognized on sale transactions during 2016 of \$93.4 million. The decrease was partially offset by a \$9.1 million decrease in interest expense for the year ended December 31, 2016 as compared to the year ended December 31, 2015 as a result of a net decrease in our average debt outstanding.

Comparison of the accompanying consolidated statements of income for the year ended December 31, 2016 vs. the year ended December 31, 2015

The following table sets forth selected data from our consolidated statements of income for the years ended December 31, 2016 and 2015, respectively, as well as each balance as a percentage of total revenues for the years presented (dollars in millions):

	(Restated)		(Restated)		
	December 31, 2016	%	December 31, 2015	%	Variance
<b>Revenue:</b>					
Rental income	\$ 459.9		\$ 468.9		\$ (9.0)
Tenant reimbursements	93.9		113.9		(20.0)
Property management fee revenue	1.9		2.0		(0.1)
Total revenues	555.7	100%	584.8	100%	(29.1)
<b>Expense:</b>					
Property operating costs	218.9	39%	242.0	41%	(23.1)
Depreciation	127.7	23%	134.5	23%	(6.8)
Amortization	75.1	14%	60.9	11%	14.2
Impairment losses on real estate assets	33.9	6%	43.3	7%	(9.4)
General and administrative	29.3	5%	30.4	5%	(1.1)
<b>Real estate operating income</b>	<b>70.8</b>	<b>13%</b>	<b>73.7</b>	<b>13%</b>	<b>(2.9)</b>
<b>Other income (expense):</b>					
Interest expense	(64.9)	12%	(74.0)	13%	9.1
Other income/(expense)	—	—%	1.6	—%	(1.6)
Net loss from casualty events and litigation settlements	—	—%	(0.3)	—%	0.3
Equity in income of unconsolidated joint ventures	0.4	—%	0.6	—%	(0.2)
<b>Income from continuing operations</b>	<b>\$ 6.3</b>	<b>1%</b>	<b>\$ 1.6</b>	<b>—%</b>	<b>\$ 4.7</b>
<b>Income from discontinued operations</b>	<b>\$ —</b>		<b>\$ 0.1</b>		<b>\$ (0.1)</b>
<b>Gain on sale of real estate assets</b>	<b>\$ 93.4</b>		<b>\$ 129.7</b>		<b>\$ (36.3)</b>

*Revenue*

Rental income decreased approximately \$9.0 million for the year ended December 31, 2016 as compared to the same period in the prior year primarily due to net disposition activity since January 1, 2015, which included the sale of our then-largest asset, Aon Center, during the fourth quarter of 2015. The net disposition activity contributed approximately \$24.9 million to the variance; however, new leases commencing during 2015 and 2016 across our portfolio provided additional revenue of approximately \$15.5 million which substantially offset the decrease.

Tenant reimbursements decreased approximately \$20.0 million for the year ended December 31, 2016 as compared to the same period in the prior year. The decrease was primarily driven by net disposition activity during 2015 and 2016, which contributed approximately \$24.5 million to the variance. This decrease in reimbursement income was partially offset by the expiration of operating expense abatements for certain of our tenants, coupled with increased reimbursements due to occupancy gains across our portfolio.

*Expense*

Property operating costs decreased approximately \$23.1 million for the year ended December 31, 2016 as compared to the same period in the prior year due to net disposition activity during 2015 and 2016.

Depreciation expense decreased approximately \$6.8 million for the year ended December 31, 2016 compared to the same period in the prior year. Approximately \$14.3 million of the variance was attributable to net disposition activity during 2015 and 2016, partially offset by approximately \$5.0 million of depreciation on additional tenant and building improvements placed in service

subsequent to January 1, 2015, as well as a \$1.2 million increase in expense in the current year associated with accelerated depreciation due to lease modifications or terminations as compared to the prior year.

Amortization expense increased approximately \$14.2 million for the year ended December 31, 2016 compared to the same period in the prior year. Of the total variance, approximately \$20.2 million of expense is due to additional amortization of intangible lease assets recognized as part of acquiring new properties during 2015 and 2016. This increase was partially offset by certain lease intangible assets at our existing properties becoming fully amortized subsequent to January 1, 2015.

During the year ended December 31, 2016, we recognized impairment charges to adjust the carrying values of our 150 West Jefferson building in Detroit, Michigan and our 9200, 9211, and 9221 Corporate Boulevard buildings in Rockville, Maryland to their estimated fair values in conjunction with changes in hold period assumptions for these assets. The total impairment loss recognized during the year ended December 31, 2016 was approximately \$33.9 million (see [Note 10](#) for details). During the year ended December 31, 2015, we recognized impairment charges of \$43.3 million related to our 2 Gatehall Drive building in Parsippany, New Jersey and our Eastpoint I & II buildings in Mayfield Heights, Ohio.

General and administrative expenses decreased approximately \$1.1 million for the year ended December 31, 2016 compared to the same period in the prior year primarily due to decreased accruals for potential performance-based stock compensation.

*Other Income (Expense)*

Interest expense decreased approximately \$9.1 million for the year ended December 31, 2016 as compared to the prior year, primarily as a result of a net decrease in our average debt outstanding as we used a portion of the proceeds from our disposition activity in both 2015 and 2016 to pay down secured debt and borrowings under our line of credit.

Other income/(expense) decreased approximately \$1.6 million for the year ended December 31, 2016 as compared to the prior year. The variance is attributable to interest income recognized on a note receivable extended to the purchaser of our Copper Ridge Center building located in Lyndhurst, New Jersey during 2015, which was repaid in full in February 2016.

## Results of Operations (2015 vs. 2014)

### Overview

Income from continuing operations and gain on sale of real estate assets per share on a fully diluted basis increased from \$0.26 for the year ended December 31, 2014 to \$0.87 for the year ended December 31, 2015 primarily due to gains recognized on the sale of several of our properties during 2015 of \$129.7 million, including our then-largest asset, the Aon Center building. The increase was partially offset by the recognition of \$43.3 million of impairment charges related to our 2 Gatehall Drive building and our Eastpoint I & II buildings. All of these assets were sold during the year ended December 31, 2015.

*Comparison of the accompanying consolidated statements of income for the year ended December 31, 2015 vs. the year ended December 31, 2014*

The following table sets forth selected data from our consolidated statements of income for the years ended December 31, 2015 and 2014, respectively, as well as each balance as a percentage of total revenues for the years presented (dollars in millions):

	(Restated)		(Revised)		Variance
	December 31, 2015	%	December 31, 2014	%	
<b>Revenue:</b>					
Rental income	\$ 468.9		\$ 454.6		\$ 14.3
Tenant reimbursements	113.9		109.6		4.3
Property management fee revenue	2.0		2.1		(0.1)
Total revenues	584.8	100%	566.3	100%	18.5
<b>Expense:</b>					
Property operating costs	242.0	41%	239.5	42%	2.5
Depreciation	134.5	23%	138.6	25%	(4.1)
Amortization	60.9	11%	56.6	10%	4.3
Impairment loss on real estate assets	43.3	7%	—	—%	43.3
General and administrative expense	30.4	5%	23.8	4%	6.6
<b>Real estate operating income</b>	<b>73.7</b>	<b>13%</b>	<b>107.8</b>	<b>19%</b>	<b>(34.1)</b>
<b>Other income (expense):</b>					
Interest expense	(74.0)	13%	(74.4)	13%	0.4
Other income/(expense)	1.6	—%	0.1	—%	1.5
Net recoveries/(loss) from casualty events and litigation settlements	(0.3)	—%	7.0	1%	(7.3)
Equity in income/(loss) of unconsolidated joint ventures	0.6	—%	(0.4)	—%	1.0
<b>Income from continuing operations</b>	<b>\$ 1.6</b>	<b>—%</b>	<b>\$ 40.1</b>	<b>7%</b>	<b>\$ (38.5)</b>
<b>Income from discontinued operations</b>	<b>\$ 0.1</b>		<b>\$ 1.2</b>		<b>\$ (1.1)</b>
<b>Gain on sale of real estate assets</b>	<b>\$ 129.7</b>		<b>\$ 0.9</b>		<b>\$ 128.8</b>

### Revenue

Rental income increased approximately \$14.3 million for the year ended December 31, 2015 as compared to the same period in the prior year primarily due to an increase in leased space at several of our existing properties. Although we recognized approximately \$17.6 million of rental revenue attributable to properties acquired during 2014 and 2015, the increase was offset by the sale of nine assets during the same period, including our then-largest asset, the Aon Center building, which was sold in late October 2015.

Tenant reimbursements increased approximately \$4.3 million for the year ended December 31, 2015 as compared to the same period in the prior year primarily due to the expiration of operating expense abatement periods associated with several significant leases during late 2014 or 2015. This increase was partially offset by decreased tenant reimbursement income in 2015 as a result of the sale of Aon Center during the fourth quarter.

### *Expense*

Property operating costs increased approximately \$2.5 million for the year ended December 31, 2015 as compared to the same period in the prior year due to increased occupancy at certain of our assets, as well as increased property tax expense at certain of our properties as a result of higher valuations, partially offset by net disposition activity during 2015.

Depreciation expense decreased approximately \$4.1 million for the year ended December 31, 2015 compared to the same period in the prior year. The variance is primarily due to the net impact of acquisition and disposition activity during 2015, partially offset by depreciation on additional tenant and building improvements placed in service subsequent to January 1, 2014.

Amortization expense increased approximately \$4.3 million for the year ended December 31, 2015 compared to the same period in the prior year. Approximately \$7.5 million of the increase is due to additional amortization of intangible lease assets recognized as part of acquiring new properties during 2014 and 2015, offset by the reduction in amortization expense from dispositions over the same period. Additionally, the increase between periods is net of approximately \$2.7 million related to the acceleration of amortization expense in 2014 related to two lease terminations.

During the year ended December 31, 2015, we recognized approximately \$43.3 million in impairment charges related to a change in hold period assumptions for our Eastpoint I & II buildings and our 2 Gatehall Drive building.

General and administrative expenses increased approximately \$6.6 million for the year ended December 31, 2015 compared to the prior year primarily due to the accrual of potential incentive and performance-based compensation costs driven by improved operating results during 2015, including \$1.5 million of expense as a result of increasing accruals related to previous years under our respective three-year stock performance plans.

### *Other Income (Expense)*

Interest expense decreased approximately \$0.4 million for the year ended December 31, 2015 as compared to the prior year as a result of refinancing our line of credit on more favorable terms and lower average outstanding debt balances during the year ended December 31, 2015 as compared to the year ended December 31, 2014.

Other income/(expense) increased approximately \$1.5 million for the year ended December 31, 2015 as compared to the prior year. The variance is primarily attributable to \$2.6 million of interest income associated with a secured note receivable from the purchaser of our Copper Ridge Center building, offset by a decrease in non-recurring income associated with the sale of density rights during 2014.

We recognized a decrease in net recoveries of casualty loss and litigation settlement expense for the year ended December 31, 2015 compared to the prior year of approximately \$7.3 million. Such recoveries are non-recurring in nature and are largely associated with the receipt of insurance proceeds related to casualty losses resulting from Hurricane Sandy in 2012.

Equity in income of unconsolidated joint ventures for the year ended December 31, 2014 included the operations of two properties; Two Park Center located in Hoffman Estates, Illinois, and 8560 Upland Drive located in Parker, Colorado. The Two Park Center building was sold in May 2014, resulting in a loss. The results of operations from unconsolidated joint ventures in 2015 consist solely of the remaining 8560 Upland Drive property.

### **Income from Discontinued Operations**

The operations of all assets sold prior to April 1, 2014 are classified as discontinued operations (see [Note 15](#) to our accompanying consolidated financial statements for a complete listing) in the accompanying consolidated statements of income for all periods presented. The presentation of discontinued operations in the future is subject to the occurrence and timing of future property dispositions that meet the amended criteria to be classified as discontinued operations.

### **Funds From Operations ("FFO"), Core Funds From Operations ("Core FFO"), and Adjusted Funds From Operations ("AFFO")**

Net income calculated in accordance with GAAP is the starting point for calculating FFO, Core FFO, and AFFO. These metrics are non-GAAP financial measures and should not be viewed as an alternative measurement of our operating performance to net income. Management believes that accounting for real estate assets in accordance with GAAP implicitly assumes that the value of real estate assets diminishes predictably over time. Since real estate values have historically risen or fallen with market conditions,

many industry investors and analysts have considered the presentation of operating results for real estate companies that use historical cost accounting to be insufficient by themselves. As a result, we believe that the use of FFO, Core FFO, and AFFO, together with the required GAAP presentation, provides a more complete understanding of our performance relative to our competitors and a more informed and appropriate basis on which to make decisions involving operating, financing, and investing activities.

We calculate FFO in accordance with the current National Association of Real Estate Investment Trusts ("NAREIT") definition. NAREIT currently defines FFO as follows: Net income (computed in accordance with GAAP), excluding gains or losses from sales of property and impairment charges (including our proportionate share of any impairment charges and/or gains or losses from sales of property related to investments in unconsolidated joint ventures), plus depreciation and amortization on real estate assets (including our proportionate share of depreciation and amortization related to investments in unconsolidated joint ventures). Other REITs may not define FFO in accordance with the NAREIT definition, or may interpret the current NAREIT definition differently than we do; therefore, our computation of FFO may not be comparable to such other REITs.

We calculate Core FFO by starting with FFO, as defined by NAREIT, and adjusting for gains or losses on the extinguishment of swaps and/or debt, acquisition-related expenses, and any significant non-recurring items. Core FFO is a non-GAAP financial measure and should not be viewed as an alternative to net income calculated in accordance with GAAP as a measurement of our operating performance. We believe that Core FFO is helpful to investors as a supplemental performance measure because it excludes the effects of certain items which can create significant earnings volatility, but which do not directly relate to our core business operations. As a result, we believe that Core FFO can help facilitate comparisons of operating performance between periods and provides a more meaningful predictor of future earnings potential. Other REITs may not define Core FFO in the same manner as us; therefore, our computation of Core FFO may not be comparable to that of other REITs.

We calculate AFFO by starting with Core FFO and adjusting for non-incremental capital expenditures and acquisition-related costs and then adding back non-cash items including: non-real estate depreciation, straight-lined rents and fair value lease adjustments, non-cash components of interest expense and compensation expense, and by making similar adjustments for unconsolidated partnerships and joint ventures. AFFO is a non-GAAP financial measure and should not be viewed as an alternative to net income calculated in accordance with GAAP as a measurement of our operating performance. We believe that AFFO is helpful to investors as a meaningful supplemental comparative performance measure of our ability to make incremental capital investments. Other REITs may not define AFFO in the same manner as us; therefore, our computation of AFFO may not be comparable to that of other REITs.

Reconciliations of net income to FFO, Core FFO, and AFFO are presented below (in thousands except per share amounts):

	(Restated)		(Restated)		(Revised)	
	2016	Per Share <sup>(1)</sup>	2015	Per Share <sup>(1)</sup>	2014	Per Share <sup>(1)</sup>
GAAP net income applicable to common stock	\$ 99,732	\$ 0.69	\$ 131,304	\$ 0.87	\$ 42,150	\$ 0.27
Depreciation of real assets <sup>(2)</sup>	127,129	0.87	133,992	0.89	138,497	0.90
Amortization of lease-related costs <sup>(2)</sup>	75,139	0.52	60,951	0.40	56,848	0.37
Impairment loss on real estate assets	33,901	0.23	43,301	0.29	—	—
Gain on sale- wholly-owned properties	(93,410)	(0.64)	(129,682)	(0.86)	(1,132)	(0.01)
Loss on sale- unconsolidated partnerships	—	—	—	—	169	—
<b>NAREIT Funds From Operations applicable to common stock</b>	<b>\$ 242,491</b>	<b>\$ 1.67</b>	<b>\$ 239,866</b>	<b>\$ 1.59</b>	<b>\$ 236,532</b>	<b>\$ 1.53</b>
Adjustments:						
Acquisition costs	976	—	919	0.01	560	—
Loss on settlement of swaps	—	—	38	—	—	—
Net loss/(recoveries) from casualty events and litigation settlements	(34)	—	278	—	(6,992)	(0.04)
<b>Core Funds From Operations applicable to common stock</b>	<b>\$ 243,433</b>	<b>\$ 1.67</b>	<b>\$ 241,101</b>	<b>\$ 1.60</b>	<b>\$ 230,100</b>	<b>\$ 1.49</b>
Adjustments:						
Amortization of debt issuance costs, fair market adjustments on notes payable, and discount on Unsecured Senior Notes	2,610		2,547		2,632	
Depreciation of non real estate assets	841		755		508	
Straight-line effects of lease revenue <sup>(2)</sup>	(21,544)		(15,734)		(29,121)	
Stock-based and other non-cash compensation	5,620		7,090		3,975	
Net effect of amortization of below-market in-place lease intangibles	(5,065)		(4,571)		(4,727)	
Acquisition costs	(976)		(919)		(560)	
Non-incremental capital expenditures <sup>(3)</sup>	(35,568)		(44,136)		(84,630)	
<b>Adjusted Funds From Operations applicable to common stock</b>	<b>\$ 189,351</b>		<b>\$ 186,133</b>		<b>\$ 118,177</b>	
Weighted-average shares outstanding – diluted	<b>145,635</b>		<b>150,880</b>		<b>154,585</b>	

(1) Based on weighted-average shares outstanding—diluted.

(2) Includes adjustments for wholly-owned properties (including discontinued operations), as well as such adjustments for our proportionate ownership in unconsolidated joint ventures.

(3) Piedmont defines non-incremental capital expenditures as capital expenditures of a recurring nature related to tenant improvements, leasing commissions, and building capital that do not incrementally enhance the underlying assets' income generating capacity. Tenant improvements, leasing commissions, building capital and deferred lease incentives incurred to lease space that was vacant at acquisition, leasing costs for spaces vacant for greater than one year, leasing costs for spaces at newly acquired properties for which in-place leases expire shortly after acquisition, improvements associated with the expansion of a building, and renovations that either enhance the rental rates of a building or change the property's underlying classification, such as from a Class B to a Class A property, are excluded from this measure.

### Property and Same Store Net Operating Income (Cash Basis)

Property Net Operating Income on a cash basis ("Property NOI") is a non-GAAP measure which we use to assess our operating results. We calculate Property NOI beginning with Net income (computed in accordance with GAAP) before interest, taxes, depreciation and amortization and incrementally removing any impairment losses, gains or losses from sales of property and other significant infrequent items that create volatility within our earnings and make it difficult to determine the earnings generated by

our core ongoing business. Furthermore, we adjust for general and administrative expense, income associated with property management performed by us for other organizations, and other income or expense items such as interest income from loan investments or costs from the pursuit of non-consummated transactions. Since we present this measure on a cash basis, the effects of straight lined rents and fair value lease revenue are also eliminated. Property NOI is a non-GAAP financial measure and should not be viewed as an alternative to net income calculated in accordance with GAAP as a measurement of our operating performance. We believe that Property NOI is helpful to investors as a supplemental comparative performance measure of income generated by our properties alone without our administrative overhead. Other REITs may not define Property NOI in the same manner as we do; therefore, our computation of Property NOI may not be comparable to that of other REITs.

Since Property NOI is a metric based on the entire portfolio, it can be affected by the size and number of properties in our portfolio at any time. During the two years ended December 31, 2016, we have been actively managing the composition of our portfolio to further concentrate our holdings in select submarkets within our eight major U.S. markets. We have disposed of eighteen assets, since January 1, 2015, including the sale of Aon Center, our then largest asset, during the fourth quarter of 2015. While we believe that furthering the concentration of our assets in our specific submarkets will provide growth on a Same Store Net Operating Income (cash basis) ("Same Store Cash NOI") and FFO per share basis, as well as improve the overall quality of our portfolio, as a result of this net disposition activity our total Property NOI decreased for the year ended December 31, 2016 as compared to the prior year.

We calculate Same Store Cash NOI as Property NOI attributable to the properties owned or placed in service during the entire span of the current and prior year reporting periods. Same Store Cash NOI also excludes amounts attributable to unconsolidated joint venture assets. Same Store Cash NOI is a non-GAAP financial measure and should not be viewed as an alternative to net income calculated in accordance with GAAP as a measurement of our operating performance. We believe that Same Store Cash NOI is helpful to investors as a supplemental comparative performance measure of the income generated from the same group of properties from one period to the next. Other REITs may not define Same Store Cash NOI in the same manner as we do; therefore, our computation of Same Store Cash NOI may not be comparable to that of other REITs. Same Store Cash NOI improved for the year ended December 31, 2016 as compared to the prior year due to improved occupancy and the expiration of rental abatements.

The following table sets forth a reconciliation from Net income calculated in accordance with GAAP to Property NOI and Same Store Cash NOI for the years ended December 31, 2016 and December 31, 2015, respectively (in thousands):

	December 31, 2016	December 31, 2015
	(Restated)	(Restated)
<b>Net income attributable to Piedmont (GAAP Basis)</b>	<b>\$ 99,732</b>	<b>\$ 131,304</b>
Net loss/(income) attributable to noncontrolling interest	(15)	15
Interest expense <sup>(1)</sup>	64,860	73,998
Depreciation <sup>(1)</sup>	127,970	134,747
Amortization <sup>(1)</sup>	75,139	60,951
Acquisition costs	976	919
Impairment loss on real estate assets <sup>(1)</sup>	33,901	43,301
Net loss/(recoveries) from casualty events and litigation settlements <sup>(1)</sup>	(34)	278
Gain on sale of real estate assets <sup>(1)</sup>	(93,410)	(129,682)
General & administrative expenses <sup>(1)</sup>	29,306	30,388
Management fee revenue	(1,034)	(1,115)
Other (income)/expense <sup>(1)</sup>	(458)	(2,484)
Straight line rent adjustment <sup>(1)</sup>	(21,544)	(15,734)
Net effect of amortization of below-market in-place lease intangibles <sup>(1)</sup>	(5,065)	(4,571)
<b>Property NOI (Cash Basis)</b>	<b>310,324</b>	<b>322,315</b>
Acquisitions <sup>(2)</sup>	(28,140)	(5,070)
Dispositions <sup>(3)</sup>	(9,161)	(56,276)
Unconsolidated joint ventures	(461)	(793)
<b>Same Store Cash NOI (Cash Basis)</b>	<b>\$ 272,562</b>	<b>\$ 260,176</b>
<i>Change period over period in Same Store Cash NOI</i>	<i>4.8%</i>	<i>N/A</i>

<sup>(1)</sup> Includes amounts attributable to consolidated properties, including discontinued operations, and our proportionate share of amounts attributable to unconsolidated joint ventures.

<sup>(2)</sup> Acquisitions consist of Park Place on Turtle Creek in Dallas, Texas, purchased on January 16, 2015; 80 Central Street in Boxborough, Massachusetts, purchased on July 24, 2015; SunTrust Center in Orlando, Florida, purchased on November 4, 2015; Galleria 300 in Atlanta, Georgia, purchased on November 4, 2015; Glenridge Highlands One in Atlanta, Georgia, purchased on November 24, 2015; CNL Center I and CNL Center II in Orlando, Florida, purchased on August 1, 2016; One Wayside Road in Burlington, Massachusetts, purchased on August 10, 2016; Galleria 200 in Atlanta, Georgia, purchased on October 7, 2016; and 750 West John Carpenter Freeway in Irving, Texas, purchased on November 30, 2016.

<sup>(3)</sup> Dispositions consist of 3900 Dallas Parkway in Plano, Texas, sold on January 30, 2015; 5601 Headquarters Drive in Plano, Texas, sold on April 28, 2015; River Corporate Center in Tempe, Arizona, sold on April 29, 2015; Copper Ridge Center in Lyndhurst, New Jersey, sold on May 1, 2015; Eastpoint I & II in Mayfield Heights, Ohio, sold on July 28, 2015; 3750 Brookside Parkway in Alpharetta, Georgia, sold on August 10, 2015; Chandler Forum in Chandler, Arizona, sold on September 1, 2015; Aon Center in Chicago, Illinois, sold on October 29, 2015; 2 Gatehall Drive in Parsippany, New Jersey, sold on December 21, 2015; 1055 East Colorado Boulevard in Pasadena, California, sold on April 21, 2016; Fairway Center II in Brea, California, sold on April 28, 2016; 1901 Main Street in Irvine, California, sold on May 2, 2016; 9221 Corporate Boulevard in Rockville, Maryland, sold on July 27, 2016; 150 West Jefferson in Detroit, Michigan, sold on July 29, 2016; 9200 and 9211 Corporate Boulevard in Rockville, Maryland, sold on September 28, 2016; 11695 Johns Creek Parkway in Johns Creek, Georgia, sold on December 22, 2016; and Braker Pointe III in Austin, Texas, sold on December 29, 2016.

## Overview

Our portfolio is a national portfolio located primarily in eight geographic markets. We typically lease space to large, credit-worthy corporate or governmental tenants on a long-term basis. Our average lease is approximately 23,000 square feet with just under

seven years of lease term remaining as of December 31, 2016. As a result, leased percentage, as well as rent roll ups and roll downs, which we experience as a result of re-leasing, can fluctuate widely between markets, between buildings, and between tenants within a given market depending on when a particular lease is scheduled to expire.

#### *Leased Percentage*

Excluding one property owned through an unconsolidated joint venture, two new development properties, and one redevelopment property, our current in-service portfolio of 65 office properties was 94.2% leased as of December 31, 2016, up from 91.5% leased as of December 31, 2015, primarily as a result of transactional activity and the leasing of previously vacant space. As of December 31, 2016, scheduled lease expirations for the portfolio as a whole for 2017 were 7.1% of our ALR; therefore, our current leasing efforts are primarily focused on continuing to increase our leased percentage by leasing currently vacant space. To the extent we are able to execute new leases for currently vacant space, offset by scheduled expirations, such new leasing should favorably impact our leased percentage, Property NOI, and possibly our Same Store Cash NOI comparisons for our current in-service portfolio once any associated abatement periods expire. Our leased percentage may also fluctuate with the impact of various occupancy levels in our net acquisition and disposition activity. Additionally, our leased percentage will be reduced in early 2017 by placing in service approximately 700,000 square feet from our recently developed/re-developed assets: Enclave Place, 500 TownPark, and 3100 Clarendon Boulevard.

#### *Impact of Downtime, Abatement Periods, and Rental Rate Changes*

Commencement of new leases typically occurs 6-18 months from the lease execution date, after refurbishment of the space is completed. The downtime between a lease expiration and the new lease's commencement can negatively impact Property NOI and Same Store Cash NOI. In addition, office leases, both new and lease renewals, often contain upfront rental and/or operating expense abatement periods which delay the cash flow benefits of the lease even after the new lease or renewal has commenced. As of December 31, 2016, we had approximately 378,000 square feet of executed leases related to vacant space that had not yet commenced and approximately 1,223,000 square feet of commenced leases that were still in some form of abatement.

If we are unable to replace expiring leases with new or renewal leases at rental rates equal to or greater than the expiring rates, rental rate roll downs can also negatively impact Property NOI and Same Store Cash NOI comparisons. As mentioned above, our geographically diverse portfolio and large block tenant model result in rent roll ups and roll downs that can fluctuate widely on a building by building basis.

Same Store Cash NOI increased 4.8% during the year ended December 31, 2016 when compared to the prior year primarily as a result of lease commencements and the expiration of rental abatements associated with several significant new leases. Property NOI and Same Store Cash NOI comparisons for any given period may still fluctuate as a result of the mix of net leasing activity in individual properties during the respective period.

#### **Election as a REIT**

We have elected to be taxed as a REIT under the Code and have operated as such beginning with our taxable year ended December 31, 1998. To qualify as a REIT, we must meet certain organizational and operational requirements, including a requirement to distribute at least 90% of our adjusted REIT taxable income, computed without regard to the dividends-paid deduction and by excluding net capital gains attributable to our stockholders, as defined by the Code. As a REIT, we generally will not be subject to federal income tax on income that we distribute to our stockholders. If we fail to qualify as a REIT in any taxable year, we may be subject to federal income taxes on our taxable income for that year and for the four years following the year during which qualification is lost and/or penalties, unless the IRS grants us relief under certain statutory provisions. Such an event could materially adversely affect our net income and net cash available for distribution to our stockholders. However, we believe that we are organized and operate in such a manner as to qualify for treatment as a REIT and intend to continue to operate in the foreseeable future in such a manner that we will remain qualified as a REIT for federal income tax purposes. We have elected to treat POH, a wholly-owned subsidiary of Piedmont, as a taxable REIT subsidiary. POH performs non-customary services for tenants of buildings that we own, including solar power generation, real estate and non-real estate related-services; however, any earnings related to such services performed by our taxable REIT subsidiary are subject to federal and state income taxes. In addition, for us to continue to qualify as a REIT, our investments in taxable REIT subsidiaries cannot exceed 25% (20% for taxable years beginning after 2017) of the value of our total assets.

## Inflation

We are exposed to inflation risk, as income from long-term leases is the primary source of our cash flows from operations. There are provisions in the majority of our tenant leases that are intended to protect us from, and mitigate the risk of, the impact of inflation. These provisions include rent steps, reimbursement billings for operating expense pass-through charges, real estate tax, and insurance reimbursements on a per square-foot basis, or in some cases, annual reimbursement of operating expenses above certain per square-foot allowance. However, due to the long-term nature of the leases, the leases may not readjust their reimbursement rates frequently enough to fully cover inflation.

## Off-Balance Sheet Arrangements

We are not dependent on off-balance sheet financing arrangements for liquidity. Our off-balance sheet arrangements are discussed in [Note 5](#) “Unconsolidated Joint Ventures” and [Note 11](#) “Commitments and Contingencies” (specifically related to *Operating Lease Obligations*) of the accompanying consolidated financial statements. The unconsolidated joint venture in which we have invested is prohibited by its governing documents from incurring debt. For further information regarding our commitments under operating lease obligations, see the notes of our accompanying consolidated financial statements, as well as the table found in *Contractual Obligations* below.

## Application of Critical Accounting Policies

Our accounting policies have been established to conform with GAAP. The preparation of financial statements in conformity with GAAP requires management to use judgment in the application of accounting policies, including making estimates and assumptions. These judgments affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. If our judgment or interpretation of the facts and circumstances relating to various transactions had been different, it is possible that different accounting policies would have been applied, thus, resulting in a different presentation of the financial statements. Additionally, other companies may utilize different estimates that may impact comparability of our results of operations to those of companies in similar businesses. The critical accounting policies outlined below have been discussed with members of the Audit Committee of the board of directors.

### *Investment in Real Estate Assets*

We are required to make subjective assessments as to the useful lives of our depreciable assets. We consider the period of future benefit of the asset to determine the appropriate useful lives. These assessments have a direct impact on net income attributable to Piedmont. The estimated useful lives of our assets by class are as follows:

Buildings	40 years
Building improvements	5-25 years
Land improvements	20-25 years
Tenant allowances	Lease term
Furniture, fixtures, and equipment	3-5 years
Intangible lease assets	Lease term

### *Fair Value of Assets and Liabilities of Acquired Properties*

Upon the acquisition of real properties, we record the fair value of properties to acquired tangible assets, consisting of land and building, and identified intangible assets and liabilities, consisting of the value of above-market and below-market leases and the value of in-place leases, based on their estimated fair values.

The estimated fair values of the tangible assets of an acquired property (which includes land and building) are determined by valuing the property as if it were vacant, and the “as-if-vacant” value is then allocated to land and building based on management’s determination of the estimated fair value of these assets. We rely on a sales comparison approach using closed land sales and listings in determining the land value, and determine the as-if-vacant estimated fair value of a property using methods similar to those used by independent appraisers. Factors considered by management in performing these analyses include an estimate of carrying costs during the expected lease-up periods considering current market conditions and costs to execute similar leases. In estimating carrying costs, management includes real estate taxes, insurance, and other operating expenses and estimates of lost rental revenue during the expected lease-up periods based on current market demand. We also estimate the cost to execute similar leases including leasing commissions, legal, and other related costs.

The estimated fair values of above-market and below-market in-place leases are recorded based on the present value (using an interest rate which reflects the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to the in-place leases and (ii) management's estimate of market rates for the corresponding in-place leases, measured over a period equal to the remaining terms of the leases, taking into consideration the probability of renewals for any below-market leases. The capitalized above-market and below-market lease values are recorded as intangible lease assets or liabilities and amortized as an adjustment to rental revenues over the remaining terms of the respective leases.

The estimated fair values of in-place leases include an estimate of the direct costs associated with obtaining the acquired or "in place" tenant, estimates of opportunity costs associated with lost rentals that are avoided by acquiring an in-place lease. The amount capitalized as direct costs associated with obtaining a tenant include commissions, tenant improvements, and other direct costs and are estimated based on management's consideration of current market costs to execute a similar lease. These direct lease origination costs are included in deferred lease costs in the accompanying consolidated balance sheets and are amortized to expense over the remaining terms of the respective leases. The value of opportunity costs is calculated using the contractual amounts to be paid pursuant to the in-place leases over a market absorption period for a similar lease. These lease intangibles are included in intangible lease assets in the accompanying consolidated balance sheets and are amortized to expense over the remaining terms of the respective leases.

Estimating the fair values of the tangible and intangible assets requires us to estimate market lease rates, property operating expenses, carrying costs during lease-up periods, discount and capitalization rates, market absorption periods, and the number of years the property is held for investment. The use of inappropriate estimates would result in an incorrect assessment of our purchase price allocations, which would impact the amount of our reported net income attributable to Piedmont.

#### *Valuation of Real Estate Assets and Investments in Joint Ventures which Hold Real Estate Assets*

We continually monitor events and changes in circumstances that could indicate that the carrying amounts of the real estate and related intangible assets, both operating properties and properties under construction, in which we have an ownership interest, either directly or through investments in joint ventures, may not be recoverable. For wholly owned properties, when indicators of potential impairment are present, or when a sale in the near term is considered more than 50% probable, we assess whether the respective carrying values including a proportionate amount of goodwill, if applicable, will be recovered from the undiscounted future operating cash flows expected from the use of the asset and its eventual disposition for assets held for use, or from the estimated fair values, less costs to sell, for assets held for sale. In the event that the expected undiscounted future cash flows for assets held for use or the estimated fair value, less costs to sell, for assets held for sale do not exceed the respective asset carrying value, we adjust such assets to the respective estimated fair values and recognize an impairment loss. For our investments in unconsolidated joint ventures, we assess the estimated fair value of our investment, as compared to our carrying amount. If we determine that the carrying value is greater than the estimated fair value at any measurement date, we must also determine if such a difference is temporary in nature. Value fluctuations which are "other than temporary" in nature are then recorded to adjust the carrying value to the estimated fair value amount.

Projections of expected future cash flows require that we estimate future market rental income amounts subsequent to the expiration of current lease agreements, property operating expenses, the number of months it takes to re-lease the property, and the number of years the property is held for investment, among other factors. The subjectivity of assumptions used in the future cash flow analysis, including capitalization and discount rates, could result in an incorrect assessment of the property's estimated fair value and, therefore, could result in the misstatement of the carrying value of our real estate and related intangible assets and our reported net income attributable to Piedmont.

#### *Goodwill*

Goodwill is the excess of cost of an acquired entity over the amounts specifically assigned to assets acquired and liabilities assumed in purchase accounting for business combinations, as well as costs incurred as part of the acquisition. We test the carrying value of our goodwill for impairment on an annual basis, or on an interim basis if an event occurs or circumstances change that would indicate the carrying amount may be impaired. Such interim circumstances may include, but are not limited to, significant adverse changes in legal factors or in the general business climate, adverse action or assessment by a regulator, unanticipated competition, the loss of key personnel, or persistent declines in an entity's stock price below carrying value of the entity. We have the option, should we choose to use it, to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the estimated fair value of the reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, we conclude that the estimated fair value is greater than the carrying amount, then performing the two-step impairment test is unnecessary. However, if we chose to forgo the availability of the qualitative analysis, the test prescribed by authoritative accounting guidance is a two-step test. The first step involves comparing the estimated fair value of the entity to its carrying value, including goodwill. Estimated fair value is determined by adjusting the trading price

of the stock for a control premium, if necessary, multiplied by the common shares outstanding. If such calculated estimated fair value exceeds the carrying value, no further procedures or analysis is required. However, if the carrying value exceeds the calculated fair value, goodwill is potentially impaired and step two of the analysis would be required. Step two of the test involves calculating the implied fair value of goodwill by deducting the estimated fair value of all tangible and intangible net assets of the entity from the entity's estimated fair value calculated in step one of the test. If the implied value of the goodwill (the remainder left after deducting the estimated fair values of the entity from its calculated overall estimated fair value in step one of the test) is less than the carrying value of goodwill, an impairment loss would be recognized. We have determined through the testing noted above that there are no issues of impairment related to our goodwill as of December 31, 2016. Additionally, for the period between December 1, 2010 and December 31, 2016, we allocated a portion of our goodwill to the carrying value of real estates held for sale and real estate sold when determining impairment or gain/(loss) on sale of real estate assets for those disposals that met the definition of a business. See [Note 2](#) to our accompanying consolidated financial statements for further detail.

#### *Investment in Variable Interest Entities*

Variable Interest Entities ("VIEs") are defined by GAAP as entities in which equity investors do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. If an entity is determined to be a VIE, it must be consolidated by the primary beneficiary. The primary beneficiary is the enterprise that has the power to direct the activities of the VIE that most significantly impact the VIE's economic performance, absorbs the majority of the entity's expected losses, or receives a majority of the entity's expected residual returns. Generally, expected losses and expected residual returns are the anticipated negative and positive variability, respectively, in the estimated fair value of the VIE's net assets. When we make an investment, we assess whether the investment represents a variable interest in a VIE and, if so, whether we are the primary beneficiary of the VIE. Incorrect assumptions or assessments may result in an inaccurate determination of the primary beneficiary. The result could be the consolidation of an entity acquired or formed in the future that would otherwise not have been consolidated or the non-consolidation of such an entity that would otherwise have been consolidated.

We evaluate each investment to determine whether it represents variable interests in a VIE. Further, we evaluate the sufficiency of the entities' equity investment at risk to absorb expected losses, and whether as a group, the equity has the characteristics of a controlling financial interest. See [Note 7](#) to our accompanying consolidated financial statements for further detail on our investment in variable interest entities.

#### *Interest Rate Derivatives*

We periodically enter into interest rate derivative agreements to hedge our exposure to changing interest rates on variable rate debt instruments. As required by GAAP, we record all derivatives on the balance sheet at estimated fair value. We reassess the effectiveness of our derivatives designated as cash flow hedges on a regular basis to determine if they continue to be highly effective and also to determine if the forecasted transactions remain highly probable. Currently, we do not use derivatives for trading or speculative purposes.

The changes in estimated fair value of interest rate swap agreements designated as effective cash flow hedges are recorded in other comprehensive income ("OCI"), and subsequently reclassified to earnings when the hedged transactions occur. Changes in the estimated fair values of derivatives designated as cash flow hedges that do not qualify for hedge accounting treatment, if any, would be recorded as gain/(loss) on interest rate swap in the consolidated statements of income. The estimated fair value of the interest rate derivative agreement is recorded as interest rate derivative asset or as interest rate derivative liability in the accompanying consolidated balance sheets. Amounts received or paid under interest rate derivative agreements are recorded as interest expense in the consolidated income statements as incurred. When Piedmont settles forward starting swap agreements for gains/losses, the result is recorded as accumulated other comprehensive income and is amortized as an offset/increase to interest expense over the term of the respective notes on a straight line basis (which approximates the effective interest method). All of our interest rate derivative agreements as of December 31, 2016 are designated as cash flow hedges. See [Note 8](#) to our accompanying consolidated financial statements for further detail on our interest rate derivatives.

### *Stock-based Compensation*

We have issued stock-based compensation in the form of restricted stock to our employees and directors. For employees, such compensation has been issued pursuant to our Long-term Incentive Compensation ("LTIC") program. The LTIC program is comprised of an annual deferred stock grant component and a multi-year performance share component. Awards granted pursuant to the annual deferred stock component are considered equity awards and expensed straight-line over the vesting period, with issuances recorded as a reduction to additional paid in capital. Awards granted pursuant to the performance share component are considered liability awards and are expensed over the service period, with issuances recorded as a reduction to accrued expense. The compensation expense recognized related to both of these award types is recorded as property operating costs for those employees whose job is related to property operation and as general and administrative expense for all other employees and directors in the accompanying consolidated statements of income. See [Note 12](#) to our accompanying consolidated financial statements for further detail on our stock-based compensation.

### *Accounting Pronouncements Adopted during the Year Ended December 31, 2016*

As of January 1, 2016, we early adopted the provisions of Financial Accounting Standards Board (the "FASB") Accounting Standards Update No. 2016-09, *Compensation- Stock Compensation (Topic 718) Improvements to Employee Share-Based Payment Accounting* ("ASU 2016-09"). The provisions in ASU 2016-09 simplify the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. The implementation of ASU 2016-09 resulted in the reclassification of approximately \$1.7 million and \$1.3 million related to income tax consequences for share-based compensation from cash outflows from operating activities to cash outflows from financing activities in the accompanying consolidated statements of cash flows for the years ended December 31, 2015 and 2014, respectively.

Additionally, as of January 1, 2016, we also adopted Accounting Standards Update No. 2015-05, *Intangibles- Goodwill and Other- Internal-Use Software (Subtopic 350-40) "Customer's Accounting for Fees Paid in a Cloud Computing Arrangement* on a prospective basis, and Accounting Standards Update No. 2016-15, *Statement of Cash Flows (Topic 230), Classification of Certain Cash Receipts and Cash Payments* ("ASU 2016-15") on a retrospective basis. We had previously reported applicable transactions on our consolidated statement of cash flows in accordance with the clarifying provisions of ("ASU 2016-09"); therefore, there are no reclassifications associated with adoption.

Finally, as of October 1, 2016, we early adopted the amended definition of a business described in Accounting Standards Update No. 2017-01, *Business Combinations (Topic 805) Clarifying the Definition of a Business* on a prospective basis. As a result of the revised definition of a business, individual assets are no longer considered a "business" as defined by GAAP. Accordingly, portions of our goodwill balance will no longer be allocated to individual assets that do not qualify as a "business" when they are sold or classified as held for sale. Further, acquisition costs associated with acquisitions of individual assets that do not qualify as business combinations under ASC No. 2017-01 will be capitalized, rather than expensed.

### *Other Recent Accounting Pronouncements*

The FASB has issued Accounting Standards Update No. 2016-05, *Derivatives and Hedging (Topic 815), Effect of Derivative Contract Novations on Existing Hedge Accounting Relationships* ("ASU 2016-05"). The amendments in ASU 2016-05 clarify that a change in the counterparty to a derivative instrument that has been designated as the hedging instrument does not, in and of itself, require de-designation of that hedging relationship provided that all other hedge accounting criteria continue to be met. The amendments in ASU 2016-05 are effective in the first quarter of 2017, and we do not anticipate any material impact to our consolidated financial statements as a result of adoption.

The FASB has issued Accounting Standards Update No. 2014-09, *Revenue from Contracts with Customers (Topic 606)* ("ASU 2014-09") and Accounting Standards Update No. 2016-08, *Revenue from Contracts with Customers (Topic 606) Principal versus Agent Considerations (Reporting Revenue Gross versus Net)* ("ASU 2016-08"). The amendments in ASU 2014-09, which are further clarified in ASU 2016-08, as well as Accounting Standards Update 2016-10 and Accounting Standards Update 2016-12 (collectively the "Revenue Recognition Amendments"), change the criteria for the recognition of certain revenue streams to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services using a five-step determination process. Steps 1 through 5 involve (i) identifying contracts with a customer, (ii) identifying the performance obligations in the contract, (iii) determining the transaction price, (iv) allocating the transaction price to the performance obligations, and (v) recognizing revenue as an entity satisfies a performance obligation. The revenues impacted by the Revenue Recognition Amendments include a portion of our tenant reimbursement revenues and property management fee revenues. Lease contracts and reimbursement revenues associated with property taxes and insurance are specifically excluded from the Revenue Recognition Amendments. The Revenue Recognition Amendments are

effective in the first quarter of 2018 for us. Management has substantially completed its initial assessment of the impact of adoption of the Revenue Recognition Amendments. Approximately 90% of our total revenues are derived from either long-term leases with our tenants or reimbursement of property tax and insurance expenses, which are excluded from the scope of the Revenue Recognition Amendments. In addition, based on management's assessment to date, we do not expect the timing of the recognition of reimbursement revenue and revenue from management agreements to change as a result of the new guidance, though certain classifications may change. As a result, although management continues to evaluate the guidance and disclosures required by the Revenue Recognition Amendments, we do not anticipate any material impact to our consolidated financial statements as a result of adoption.

The FASB has issued Accounting Standards Update No. 2016-01, *Financial Instruments - Overall (Subtopic 825-10), Recognition and Measurement of Financial Assets and Financial Liabilities* ("ASU 2016-01"). The amendments in ASU 2016-01 require equity investments, except those accounted for under the equity method of accounting, to be measured at estimated fair value with changes in fair value recognized in net income. Additionally, ASU 2016-01 simplifies the impairment assessment of equity investments, and eliminates certain disclosure requirements. The amendments in ASU 2016-01 are effective in the first quarter of 2018, and we are currently evaluating the potential impact of adoption.

The FASB has issued Accounting Standards Update No. 2016-18, *Statement of Cash Flows (Topic 230), Restricted Cash (a consensus of the FASB Emerging Issues Task Force)* ("ASU 2016-18"). The provisions of ASU 2016-18 require entities to show the changes in the total cash, cash equivalents, restricted cash, and restricted cash equivalents in the statement of cash flows. As a result, entities will no longer present transfers between restricted cash and unrestricted cash in the statement of cash flows. ASU 2016-18 is effective for us in the first quarter of 2018, with early adoption permitted. We do not anticipate any material impact to our consolidated financial statements as a result of adoption.

The FASB has issued Accounting Standards Update No. 2016-02, *Leases (Topic 842)*, ("ASU 2016-02"). The amendments in ASU 2016-02 fundamentally change the definition of a lease, as well as the accounting for operating leases by requiring lessees to recognize assets and liabilities which arise from the lease, consisting of a liability to make lease payments (the lease liability) and a right-of-use asset, representing the right to use the leased asset over the term of the lease. Accounting for leases for lessors is substantially unchanged from prior practice as lessors will continue to recognize lease revenue on a straight-line basis. The amendments in ASU 2016-02 are effective in the first quarter of 2019, and we are currently evaluating the potential impact of adoption.

The FASB has issued Accounting Standards Update No. 2016-13, *Financial Instruments—Credit Losses (Topic 326), Measurement of Credit Losses on Financial Instruments* ("ASU 2016-13"). The provisions of ASU 2016-13 replace the "incurred loss" approach with an "expected loss" model for impairing trade and other receivables, held-to-maturity debt securities, net investment in leases, and off-balance-sheet credit exposures, which will generally result in earlier recognition of allowances for credit losses. Additionally, the provisions change the classification of credit losses related to available-for-sale securities to an allowance, rather than a direct reduction of the amortized cost of the securities. ASU 2016-13 is effective in the first quarter of 2020, with early adoption permitted as of January 1, 2019. We are currently evaluating the potential impact of adoption.

#### Related-Party Transactions and Agreements

There were no related-party transactions during the three years ended December 31, 2016.

#### Contractual Obligations

Our contractual obligations as of December 31, 2016 were as follows (in thousands):

Contractual Obligations	Payments Due by Period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Long-term debt <sup>(1)</sup>	\$ 2,029,582	\$ 140,834	\$ 649,974 <sup>(2) (3)</sup>	\$ 328,774 <sup>(4)</sup>	\$ 910,000
Operating lease obligations <sup>(5)</sup>	2,904	93	186	186	2,439
<b>Total</b>	<b>\$ 2,032,486</b>	<b>\$ 140,927</b>	<b>\$ 650,160</b>	<b>\$ 328,960</b>	<b>\$ 912,439</b>

<sup>(1)</sup> Amounts include principal payments only and balances outstanding as of December 31, 2016, not including unamortized issuance discounts, debt issuance costs paid to lenders, or estimated fair value adjustments. We made interest payments, including payments under our interest rate swaps, of approximately \$69.0 million during the year ended December 31, 2016, and expect to pay interest in

future periods on outstanding debt obligations based on the rates and terms disclosed herein and in [Note 6](#) of our accompanying consolidated financial statements.

- (2) Includes the balance outstanding as of December 31, 2016 of the \$500 Million Unsecured 2015 Line of Credit. However, Piedmont may extend the term for up to one additional year (through two available six month extensions to a final extended maturity date of June 18, 2020) provided Piedmont is not then in default and upon payment of extension fees.
- (3) Includes the \$300 Million Unsecured 2013 Term Loan which has a stated variable rate; however, we have entered into interest rate swap agreements which effectively fix, exclusive of changes to our credit rating, the rate on this facility to 2.78% through maturity. As such, we estimate incurring, exclusive of changes to our credit rating, approximately \$8.3 million per annum in total interest (comprised of combination of variable contractual rate and settlements under interest rate swap agreements) through maturity in January 2019.
- (4) Includes the \$300 Million Unsecured 2011 Term Loan which has a stated variable rate; however, we have entered into interest rate swap agreements which effectively fix, exclusive of changes to our credit rating, the rate on this facility to 3.35% through maturity. As such, we estimate incurring, exclusive of changes to our credit rating, approximately \$10.1 million per annum in total interest (comprised of combination of variable contractual rate and settlements under interest rate swap agreements) through maturity in January 2020.
- (5) The 2001 NW 64th Street building in Ft. Lauderdale, Florida is subject to a ground lease with an expiration date in 2048. The aggregate remaining payments required under the terms of this operating lease as of December 31, 2016 is presented above.

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS

Our future income, cash flows, and estimated fair values of our financial instruments depend in part upon prevailing market interest rates. Market risk is the exposure to loss resulting from changes in interest rates, foreign currency, exchange rates, commodity prices, and equity prices. Our potential for exposure to market risk includes interest rate fluctuations in connection with borrowings under our \$500 Million Unsecured 2015 Line of Credit, our \$300 Million Unsecured 2011 Term Loan, the \$300 Million Unsecured 2013 Term Loan, and the \$170 Million Unsecured 2015 Term Loan. As a result, the primary market risk to which we believe we are exposed is interest rate risk. Many factors, including governmental monetary and tax policies, domestic and international economic and political considerations, and other factors that are beyond our control contribute to interest rate risk. Our interest rate risk management objectives are to limit the impact of interest rate changes on earnings and cash flow primarily through a low-to-moderate level of overall borrowings, as well as managing the variability in rate fluctuations on our outstanding debt. As such, all of our debt other than the \$500 Million Unsecured 2015 Line of Credit and \$170 Million Unsecured 2015 Term Loan is based on fixed or effectively-fixed interest rates to hedge against volatility in the credit markets. We do not enter into derivative or interest rate transactions for speculative purposes, as such all of our debt and derivative instruments were entered into for other than trading purposes.

Our financial instruments consist of both fixed and variable-rate debt. As of December 31, 2016, our consolidated debt consisted of the following (in thousands):

	2017	2018	2019	2020	2021	Thereafter	Total
<b>Maturing debt:</b>							
Variable rate repayments	\$ —	\$ 170,000	\$ 178,000 <sup>(2)</sup>	\$ —	\$ —	\$ —	\$ 348,000
Variable rate average interest rate <sup>(1)</sup>	—%	1.78%	1.74%	—%	—%	—%	1.76%
Fixed rate repayments	\$ 140,834	\$ 960	\$ 301,014 <sup>(3)</sup>	\$ 301,072 <sup>(4)</sup>	\$ 27,702	\$ 910,000	\$ 1,681,582
Fixed rate average interest rate <sup>(1)</sup>	5.76%	5.55%	2.79%	3.36%	5.55%	3.88%	3.77%

(1) See [Note 6](#) of our accompanying consolidated financial statements for further details on our debt structure.

(2) Includes the balance of our \$500 Million Unsecured 2015 Line of Credit. However, we may extend the term for up to one additional year (through two available six month extensions to a final extended maturity date of June 18, 2020), provided we are not then in default and upon payment of extension fees.

(3) The amount includes the \$300 Million Unsecured 2013 Term Loan which has a stated variable rate; however, Piedmont has entered into interest rate swap agreements which effectively fix, absent any changes to Piedmont's credit rating, the rate on this facility to 2.78% through maturity.

(4) The amount includes the \$300 Million Unsecured 2011 Term Loan which has a stated variable rate; however, Piedmont has entered into interest rate swap agreements which effectively fix, exclusive of changes to Piedmont's credit rating, the rate on this facility to 3.35% through maturity.

As of December 31, 2015, our consolidated debt consisted of the following (in thousands):

	2016	2017	2018	2019	2020	Thereafter	Total
<b>Maturing debt:</b>							
Variable rate repayments	\$ —	\$ —	\$ 170,000	\$ 21,000	\$ —	\$ —	\$ 191,000
Variable rate average interest rate <sup>(1)</sup>	—%	—%	1.37%	1.39%	—%	—%	1.37%
Fixed rate repayments	\$ 168,314	\$ 140,908	\$ 960	\$ 301,014 <sup>(2)</sup>	\$ 301,072 <sup>(3)</sup>	\$ 937,702	\$ 1,849,970
Fixed rate average interest rate <sup>(1)</sup>	5.55%	5.76%	5.55%	2.79%	2.40%	3.93%	3.78%

(1) See [Note 6](#) of our accompanying consolidated financial statements for further details on our debt structure.

(2) The amount includes the \$300 Million Unsecured 2013 Term Loan which has a stated variable rate; however, Piedmont has entered into interest rate swap agreements which effectively fix, absent any changes to Piedmont's credit rating, the rate on this facility to 2.78%.

(3) The amount includes the \$300 Million Unsecured 2011 Term Loan which has a stated variable rate; however, Piedmont has entered into interest rate swap agreements which effectively fix, exclusive of changes to Piedmont's credit rating, the rate on this facility to 3.35% through January 15, 2020.

As of December 31, 2016 and December 31, 2015, the estimated fair value of our debt above was approximately \$2.0 billion. Our interest rate swap agreements in place at December 31, 2016 carried a notional amount totaling \$600 million with a weighted-average fixed interest rate (not including the corporate credit spread) of 1.89%. Our interest rate swap agreements in place at December 31, 2015 carried a notional amount totaling \$900 million with a weighted-average fixed interest rate (not including the corporate credit spread) of 1.67%.

The variable rate debt outstanding as of December 31, 2016 is based on LIBOR or the prime rate plus a specified margin as elected by us at certain intervals. An increase in the variable interest rate on the variable-rate facilities constitutes a market risk, as a change in rates would increase or decrease interest expense incurred and therefore cash flows available for distribution to stockholders. The current stated interest rate spread on the \$500 Million Unsecured 2015 Line of Credit and the \$170 Million Unsecured 2015 Term Loan is LIBOR plus 1.00% and 1.125%, respectively (based on our current corporate credit rating).

A change in the market interest rate on the fixed, or effectively fixed, portion of our debt portfolio impacts the estimated fair value of the instrument but has no impact on interest incurred or cash flows.

As of December 31, 2016, a 1% increase in interest rates on our variable rate debt outstanding would increase interest expense approximately \$3.5 million on a per annum basis.

## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements and supplementary data filed as part of this report are set forth on page F-1 of this report.

## ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

There were no disagreements with our independent registered public accountants during the years ended December 31, 2016 or 2015.

## ITEM 9A. CONTROLS AND PROCEDURES

### Evaluation of Disclosure Controls and Procedures

Prior to the Original Filing, an evaluation was performed under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness as of December 31, 2016 of the design and operation of our disclosure controls and procedures as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the design and operation of these disclosure controls and procedures were effective at the reasonable assurance level as of December 31, 2016.

In connection with the restatement discussed in the Explanatory Note to this Form 10-K/A and [Note 2](#) to the consolidated financial statements included in Part II, Item 8 of this Form 10-K/A, management became aware of a material weakness in Piedmont's internal control over financial reporting. As a result of this material weakness, described below, the Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2016, Piedmont's disclosure controls and procedures were not effective. We have undertaken remediation efforts, as discussed below.

In light of the material weakness referred to above, Piedmont has designed and implemented additional controls, including the performance of additional analyses and procedures, in order to conclude that the consolidated financial statements in this Form 10-K/A for the year ended December 31, 2016 and for each of the quarterly periods within fiscal 2016 are fairly presented, in all material respects, in accordance with GAAP.

### **Management's Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as a process designed by, or under the supervision of, the principal executive and principal financial officers, or persons performing similar functions, and effected by the board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP and includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and disposition of our assets;
- provide reasonable assurance that the transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that our receipts and expenditures are being made only in accordance with authorizations of management and/or members of the board of directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of human error and the circumvention or overriding of controls, material misstatements may not be prevented or detected on a timely basis. In addition, projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes and conditions or that the degree of compliance with policies or procedures may deteriorate. Accordingly, even internal controls determined to be effective can provide only reasonable assurance that the information required to be disclosed in reports filed under the Securities Exchange Act of 1934 is recorded, processed, summarized, and represented within the time periods required.

Our management assessed the effectiveness of our internal control over financial reporting at the time the Original Filing was filed on February 21, 2017. To make this assessment, we used the criteria for effective internal control over financial reporting described in the 2013 Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on such assessments, at the time the Original Filing was filed on February 21, 2017, the Chief Executive Officer and Chief Financial Officer concluded that our internal control over financial reporting was effective as of December 31, 2016. Subsequent to this evaluation, the Chief Executive Officer and Chief Financial Officer identified a material weakness in our internal control over financial reporting.

We failed to design controls over the application of ASC 350; specifically, the allocation of a portion of our goodwill associated with our purchase of two property management companies to the carrying amount of assets sold or held for sale when determining the gain or loss on sale to be recognized for sold assets or the amount, if any, of impairment losses to be recognized for assets held for sale.

The material weakness was identified by us in connection with our Quarterly Report on Form 10-Q for the quarter ended March 31, 2017.

Piedmont's independent registered public accounting firm has re-issued an attestation report on the effectiveness of Piedmont's internal control over financial reporting, which appears in this Annual Report on Form 10-K/A.

### **Management's Plans for Remediation**

As soon as management became aware of this material weakness in internal control over financial reporting we began taking immediate actions to remediate the material weakness.

The specific material weakness related to the misapplication of ASC 350-20-40-2. The Company adopted the amended definition of a business described in ASU No. 2017-01, Business Combinations (Topic 805) Clarifying the Definition of a Business on a prospective basis on October 1, 2016. As a result of the revised definition of a business, individual assets are no longer considered a "business" as defined by GAAP. Accordingly, portions of the goodwill balance will no longer be allocated to individual assets that do not qualify as a "business" when they are sold.

We intend to strengthen our controls around the application of ASC 350 and the adoption of any new accounting standards by preparing formal written memos for every new standard that is applicable to the Company as opposed to the more material ones as it has historically done.

We do not expect to incur material costs to remediate this control and expect to have this material weakness remediated no later than June 30, 2017.

### **Changes in Internal Control over Financial Reporting**

Except as noted in the preceding paragraphs, there have been no significant changes in our internal control over financial reporting during the quarter ended December 31, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### **ITEM 9B. OTHER INFORMATION**

None.

## PART III

### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Pursuant to Paragraph G(3) of the General Instructions to Form 10-K, the information required by Part III (Items 10, 11, 12, 13, and 14) is being incorporated by reference herein from our definitive proxy statement filed with the SEC on March 22, 2017 in connection with our 2017 Annual Meeting of Stockholders.

We have adopted a Code of Ethics, which is available on Piedmont's Web site at <http://www.piedmontreit.com> under the "Corporate Governance" section. Any amendments to, or waivers of, the Code of Ethics will be disclosed on our Web site promptly following the date of such amendment or waiver.

### ITEM 11. EXECUTIVE COMPENSATION

The information required by Item 11 was set forth in our definitive proxy statement filed with the SEC on March 22, 2017, and is incorporated herein by reference.

### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by Item 12 was set forth in our definitive proxy statement filed with the SEC on March 22, 2017, and is incorporated herein by reference.

### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

The information required by Item 13 was set forth in our definitive proxy statement filed with the SEC on March 22, 2017, and is incorporated herein by reference.

### ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by Item 14 was set forth in our definitive proxy statement filed with the SEC on March 22, 2017, and is incorporated herein by reference.

**PART IV**

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

- (a) 1. The financial statements begin on page F-4 of this Annual Report on Form 10-K, and the list of the financial statements contained herein is set forth on page F-1, which is hereby incorporated by reference.
- (a) 2. Schedule III—Real Estate Assets and Accumulated Depreciation.

Information with respect to this item begins on page S-1 of this Annual Report on Form 10-K. Other schedules are omitted because of the absence of conditions under which they are required or because the required information is given in the financial statements or notes thereto.

- (b) The Exhibits filed in response to Item 601 of Regulation S-K are listed on the Exhibit Index attached hereto.
- (c) See (a) 2. above.

## SIGNATURES

Pursuant to the requirements of Sections 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized this 8<sup>th</sup> day of May, 2017.

**Piedmont Office Realty Trust, Inc.**

(Registrant)

By:           /s/ ROBERT E. BOWERS          

**Robert E. Bowers**

**Executive Vice President and Chief Financial Officer**

**(Principal Financial Officer)**

**EXHIBIT INDEX**  
**TO**  
**2016 FORM 10-K/A**  
**OF**  
**PIEDMONT OFFICE REALTY TRUST, INC.**

<u>Exhibit Number</u>	<u>Description of Document</u>
3.1	Third Articles of Amendment and Restatement of Piedmont Office Realty Trust, Inc. (f/k/a Wells Real Estate Investment Trust, Inc.) (the "Company") (incorporated by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2009, filed on March 16, 2010)
3.2	Articles of Amendment of the Company effective June 30, 2011 (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on July 6, 2011)
3.3	Articles Supplementary of the Company effective June 30, 2011 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on July 6, 2011)
3.4	Articles Supplementary to the Third Articles of Amendment and Restatement of Piedmont Office Realty Trust, Inc., as supplemented and amended (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed on November 14, 2016)
3.5	Amended and Restated Bylaws of Piedmont Office Realty Trust, Inc. (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K, filed on January 22, 2010)
4.1	Indenture, dated May 9, 2013, by and among Piedmont Operating Partnership, LP (the "Operating Partnership"), the Company and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed on May 13, 2013)
4.2	Form of 3.40% Senior Notes due 2023 (included in Exhibit 4.1 hereto)
4.3	Indenture, dated March 6, 2014, by and among the Operating Partnership, Piedmont Office Realty Trust, Inc. and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed on March 6, 2014)
4.4	Supplemental Indenture, dated March 6, 2014, by and among the Operating Partnership, Piedmont Office Realty Trust, Inc. and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K, filed on March 6, 2014)
4.5	Form of 4.450% Senior Notes due 2024 (included in Exhibit 4.4 hereto)
10.1	Joint Venture Partnership Agreement of Wells Fund XIII-REIT Joint Venture Partnership dated June 27, 2001, by and between the Operating Partnership and Wells Real Estate Investment Fund XIII, L.P. (incorporated by reference to Exhibit 10.85 to Post-Effective Amendment No. 3 to the Company's Form S-11 Registration Statement (Commission File No. 333-44900), filed on July 23, 2001)
10.2	Amended and Restated Promissory Note dated November 1, 2007, by 1201 Eye Street, N.W. Associates LLC in favor of Metropolitan Life Insurance Company (incorporated by reference to Exhibit 10.9 to the Company's Form 10-K for the fiscal year ended December 31, 2007 filed on March 26, 2008)
10.3	Amended and Restated Deed of Trust, Security Agreement and Fixture Filing dated November 1, 2007, by 1201 Eye Street, N.W. Associates LLC for the benefit of Metropolitan Life Insurance Company (incorporated by reference to Exhibit 10.10 to the Company's Form 10-K for the fiscal year ended December 31, 2007 filed on March 26, 2008)
10.4	Amended and Restated Promissory Note dated November 1, 2007, by 1225 Eye Street, N.W. Associates LLC in favor of Metropolitan Life Insurance Company (incorporated by reference to Exhibit 10.11 to the Company's Form 10-K for the fiscal year ended December 31, 2007 filed on March 26, 2008)
10.5	Amended and Restated Deed of Trust, Security Agreement and Fixture Filing dated October 24, 2002, by 1225 Eye Street, N.W. Associates LLC for the benefit of Metropolitan Life Insurance Company (incorporated by reference to Exhibit 10.12 to the Company's Form 10-K for the fiscal year ended December 31, 2007 filed on March 26, 2008)
10.6	Limited Liability Company Agreement of 1201 Eye Street, N.W. Associates, LLC dated September 27, 2002 (incorporated by reference to Exhibit 10.119 to Post-Effective Amendment No. 6 to the Company's Form S-11 Registration Statement (Commission File No. 333-85848), filed on December 17, 2003)

- 10.7 First Amendment to Limited Liability Company Agreement of 1201 Eye Street, N.W. Associates, LLC (incorporated by reference to Exhibit 10.120 to Post-Effective Amendment No. 6 to Company's Form S-11 Registration Statement (Commission File No. 333-85848), filed on December 17, 2003)
- 10.8 Limited Liability Company Agreement of 1225 Eye Street, N.W. Associates, LLC dated September 27, 2002 (incorporated by reference to Exhibit 10.121 to Post-Effective Amendment No. 6 to the Company's Form S-11 Registration Statement (Commission File No. 333-85848), filed on December 17, 2003)
- 10.9 First Amendment to Limited Liability Company Associates of 1225 Eye Street, N.W. Associates, LLC (incorporated by reference to Exhibit 10.122 to Post-Effective Amendment No. 6 to the Company's Form S-11 Registration Statement (Commission File No. 333-85848), filed on December 17, 2003)
- 10.10 Amended and Restated Agreement of Limited Partnership of the Operating Partnership, dated January 1, 2000 (incorporated by reference to Exhibit 10.64 to the Company's Annual Report on Form 10-K for the year ended December 31, 2000, filed on March 28, 2001)
- 10.11 Amendment to Agreement of Limited Partnership of the Operating Partnership, as Amended and Restated as of January 1, 2000, dated April 16, 2007 (incorporated by reference to Exhibit 99.8 to the Company's Current Report on Form 8-K, filed on April 20, 2007)
- 10.12 Amendment to Second Amended and Restated Agreement of Limited Partnership of the Operating Partnership, as Amended and Restated as of January 1, 2000, dated August 8, 2007 (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K, filed on August 10, 2007)
- 10.13 Amended and Restated Dividend Reinvestment Plan of the Company adopted February 24, 2011 (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K, filed on February 24, 2011)
- 10.14\* Piedmont Office Realty Trust, Inc. 2007 Omnibus Incentive Plan (f/k/a the Wells Real Estate Investment Trust, Inc. 2007 Omnibus Incentive Plan) (incorporated by reference to Exhibit 99.7 to the Company's Current Report on Form 8-K, filed on April 20, 2007)
- 10.15\* Amendment Number One to the Piedmont Office Realty Trust, Inc. 2007 Omnibus Incentive Plan (f/k/a the Wells Real Estate Investment Trust, Inc. 2007 Omnibus Incentive Plan) (incorporated by reference to Exhibit 10.12 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2011, filed on August 9, 2011)
- 10.16\* Long-Term Incentive Program (as amended and restated effective April 27, 2016) (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2016, filed on August 3, 2016)
- 10.17\* Long-Term Incentive Program Award Agreement (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011, filed on November 3, 2011)
- 10.18\* The Piedmont Office Realty Trust, Inc. Executive Nonqualified Deferred Compensation Plan dated December 5, 2013 (incorporated by reference to Exhibit 10.39 to the Company's Annual Report on Form 10-K for the year ended December 31, 2013, filed on February 18, 2014)
- 10.19\* The Piedmont Office Realty Trust, Inc. Executive Nonqualified Deferred Compensation Plan dated December 5, 2013 (incorporated by reference to Exhibit 10.39 to the Company's Annual Report on Form 10-K for the year ended December 31, 2013, filed on February 18, 2014)
- 10.20\* Form of Employee Deferred Stock Award Agreement for 2007 Omnibus Incentive Plan of the Company effective May 18, 2007 (incorporated by reference to Exhibit 10.82 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2007, filed on August 7, 2007)
- 10.21\* Form of Employee Deferred Stock Award Agreement for 2007 Omnibus Incentive Plan of the Company effective April 28, 2015 (incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2015, filed on July 29, 2015)
- 10.22\* Employment Agreement dated February 2, 2007, by and between the Company and Donald A. Miller, CFA (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on February 5, 2007)
- 10.23\* Amendment Number One to Employment Agreement dated February 2, 2007, by and between the Company and Donald A. Miller, CFA (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on September 14, 2011)

- 10.24\* Employment Agreement dated April 16, 2007, by and between the Company and Robert E. Bowers (incorporated by reference to Exhibit 99.9 to the Company's Current Report on Form 8-K, filed on April 20, 2007)
- 10.25\* Employment Agreement dated May 14, 2007, by and between the Company and Carroll A. "Bo" Reddic, IV (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K, filed on May 14, 2007)
- 10.26\* Employment Agreement dated May 14, 2007, by and between the Company and Raymond L. Owens (incorporated by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K, filed on May 14, 2007)
- 10.27\* Employment Agreement dated May 14, 2007, by and between the Company and Laura P. Moon (incorporated by reference to Exhibit 99.3 to the Company's Current Report on Form 8-K, filed on May 14, 2007)
- 10.28\* Offer Letter Dated October 17, 2012 among the Company and Robert K. Wiberg (incorporated by reference to Exhibit 10.41 to the Company's Annual Report of Form 10-K for the year ended December 31, 2012, filed on February 27, 2013)
- 10.29\* Consulting Agreement, dated as of November 28, 2016, by and between the Company and Raymond L. Owens
- 10.30\* Confidential Retirement Agreement and General Release, dated as of November 28, 2016, by and between the Company and Raymond L. Owens
- 10.31 Term Loan Agreement, dated as of November 22, 2011, among the Operating Partnership, as Borrower, the Company, as Parent, JP Morgan Securities, LLC, and Suntrust Robinson Humphrey, Inc., as Joint-Lead Arrangers and Book Runners, JPMorgan Chase Bank as Administrative Agent, Suntrust Bank as Syndication Agent, Wells Fargo Bank as Documentation Agent, the other banks signatory thereto as Lenders (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on November 29, 2011)
- 10.32 Amendment No. 1 to Term Loan Agreement, dated as of August 21, 2012, among Piedmont Operating Partnership, LP, as Borrower, Piedmont Office Realty Trust, Inc., as Parent, JPMorgan Chase Bank as Administrative Agent, and the other banks party thereto as Lenders (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on August 23, 2012)
- 10.33 Amendment No. 2 To Term Loan Agreement, dated as of August 21, 2014, among the Operating Partnership, as Borrower, the Company, as Parent, J.P. Morgan Securities, LLC and SunTrust Robinson Humphrey, Inc., as Co-Lead Arrangers and Joint Book Runners, JPMorgan Chase Bank, N.A., as Administrative Agent, SunTrust Bank as Syndication Agent, and the financial institutions party thereto as Lenders (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on August 22, 2014)
- 10.34 Term Loan Agreement, dated as of December 18, 2013, among Piedmont Operating Partnership, LP, as Borrower, Piedmont Office Realty Trust, Inc., as Parent, U.S. Bank, N.A., and SunTrust Robinson Humphrey, Inc., as Joint Book Runners and Joint Lead Arrangers, U.S. Bank, N.A., as Agent, SunTrust Bank as Syndication Agent, the other banks signatory thereto as Lenders (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on December 19, 2013)
- 10.35 Term Loan Agreement, dated as of March 27, 2015, among Piedmont Operating Partnership, LP, as Borrower, Piedmont Office Realty Trust, Inc., as Parent, JP Morgan Securities, LLC, U.S. Bank National Association and SunTrust Robinson Humphrey, Inc., as Co-Lead Arrangers and Book Managers; JPMorgan Chase Bank, as Agent; U.S. Bank National Association, as Syndication Agent; SunTrust Bank, as Documentation Agent; and the financial institutions initially signatory thereto and their assignees, as Lenders (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 2, 2015)
- 10.36 Revolving Credit Agreement dated June 18, 2015, by and among Piedmont Operating Partnership, LP, the Registrant, Suntrust Robinson Humphrey, Inc., U.S. Bank National Association, PNC Capital Markets LLC, Suntrust Bank, and the other financial institutions initially signatory thereto and their assignees (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 24, 2015)
- 10.37 Loan Agreement dated as of June 23, 2015 between Piedmont 1901 Market LLC, as Borrower and The Prudential Insurance Company of America, as Lender (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on June 24, 2015)

10.38	Open-End Mortgage and Security Agreement (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on June 24, 2015)
12.1	Calculation of Ratio of Earnings to Fixed Charges
21.1	List of Subsidiaries of the Company
23.1	Consent of Ernst & Young LLP
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

\* Identifies each management contract or compensatory plan required to be filed.

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### **Report of Independent Registered Public Accounting Firm**

We have audited the accompanying consolidated balance sheets of Piedmont Office Realty Trust, Inc. as of December 31, 2016 and 2015, and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2016. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Piedmont Office Realty Trust, Inc. at December 31, 2016 and 2015, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2016, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

As discussed in [Note 2](#), the consolidated financial statements as of December 31, 2016 and 2015, and for each of the two years in the period ended December 31, 2016 have been restated to allocate goodwill to the carrying amount of assets sold or assets held for sale which met the definition of a business under U.S. generally accepted accounting principles, in order to determine gain or loss on disposition of assets or impairment losses recognized on assets held for sale.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Piedmont Office Realty Trust, Inc.'s internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 21, 2017, except for the effects of the material weakness described in the sixth paragraph of that report, as to which the date is May 8, 2017, expressed an adverse opinion.

/S/ Ernst & Young LLP

Atlanta, Georgia  
February 21, 2017 except for the effects of the restatement described in [Note 2](#),  
as to which the date is May 8, 2017

## **Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting**

The Board of Directors and Stockholders of Piedmont Office Realty Trust, Inc.

We have audited Piedmont Office Realty Trust, Inc.'s internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). Piedmont Office Realty Trust, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Report of Management on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our report dated February 21, 2017, we expressed an unqualified opinion that Piedmont Office Realty Trust, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on the COSO criteria. Management has subsequently determined that a deficiency in controls existed over the review of the accounting for real estate dispositions; specifically, the allocation of a portion of the Company's goodwill to the carrying amount of assets sold or assets held for sale when determining the gain or loss on sale to be recognized for sold assets or the amount, if any, of impairment losses recognized for assets held for sale. Management has further concluded that such deficiency represented a material weakness as of December 31, 2016. As a result, management has revised its assessment, as presented in the accompanying Management's Report on Internal Control Over Financial Reporting, to conclude that Piedmont Office Realty Trust, Inc.'s internal control over financial reporting was not effective as of December 31, 2016. Accordingly, our present opinion on the effectiveness of Piedmont Office Realty Trust, Inc.'s internal control over financial reporting as of December 31, 2016, as expressed herein, is different from that expressed in our previous report.

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. The following material weakness has been identified and included in management's assessment. Management has identified a material weakness in controls related to the Company's allocation of goodwill related to the disposal of assets and allocation of goodwill to assets held for sale in determining impairment charges. We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Piedmont Office Realty Trust, Inc. as of December 31, 2016 and 2015, and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2016. This material weakness was considered in determining the nature, timing and extent of audit tests applied in our audit of the 2016 consolidated financial statements, and this report does not affect our report dated February 21, 2017, except for the effects of the restatement described in [Note 2](#), as to which the date is May 8, 2017, which expressed an unqualified opinion on those financial statements.

In our opinion, because of the effect of the material weakness described above on the achievement of the objectives of the control

criteria, Piedmont Office Realty Trust, Inc. has not maintained effective internal control over financial reporting as of December 31, 2016, based on the COSO criteria.

/S/ Ernst & Young LLP

Atlanta, Georgia  
February 21, 2017 except for the effect of the material weakness described  
in the sixth paragraph above, as to which the date is May 8, 2017

**PIEDMONT OFFICE REALTY TRUST, INC.**  
**CONSOLIDATED BALANCE SHEETS (As Restated, See Note 2)**  
(in thousands, except share and per-share amounts)

	(Restated) December 31, 2016	(Restated) December 31, 2015
<b>Assets:</b>		
Real estate assets, at cost:		
Land	\$ 669,848	\$ 676,091
Buildings and improvements, less accumulated depreciation of \$944,573 and \$889,857 as of December 31, 2016 and December 31, 2015, respectively	2,927,324	2,837,463
Intangible lease assets, less accumulated amortization of \$109,152 and \$93,012 as of December 31, 2016 and December 31, 2015, respectively	99,695	84,663
Construction in progress	34,825	20,975
Real estate assets held for sale, net	—	76,614
Total real estate assets	<u>3,731,692</u>	<u>3,695,806</u>
Investment in and amounts due from unconsolidated joint venture	7,360	7,577
Cash and cash equivalents	6,992	5,441
Tenant receivables, net of allowance for doubtful accounts of \$197 and \$83 as of December 31, 2016 and December 31, 2015, respectively	26,494	26,339
Straight-line rent receivables	165,848	147,393
Notes receivable	—	45,400
Restricted cash and escrows	1,212	5,174
Prepaid expenses and other assets	23,655	24,777
Goodwill	98,918	104,786
Deferred lease costs, less accumulated amortization of \$178,468 and \$146,700 as of December 31, 2016 and December 31, 2015, respectively	305,997	288,041
Other assets held for sale, net	—	10,777
Total assets	<u>\$ 4,368,168</u>	<u>\$ 4,361,511</u>
<b>Liabilities:</b>		
Unsecured debt, net of discount and unamortized debt issuance costs of \$10,269 and \$12,779 as of December 31, 2016 and December 31, 2015, respectively	\$ 1,687,731	\$ 1,528,221
Secured debt, net of premiums and unamortized debt issuance costs of \$1,161 and \$1,319 as of December 31, 2016 and December 31, 2015, respectively	332,744	501,289
Accounts payable, accrued expenses, dividends payable, and accrued capital expenditures	165,410	128,465
Deferred income	28,406	27,270
Intangible lease liabilities, less accumulated amortization of \$49,225 and \$42,315 as of December 31, 2016 and December 31, 2015, respectively	48,005	42,853
Interest rate swaps	8,169	9,993
Total liabilities	<u>2,270,465</u>	<u>2,238,091</u>
<b>Commitments and Contingencies</b>		
	—	—
<b>Stockholders' Equity:</b>		
Shares-in-trust, 150,000,000 shares authorized, none outstanding as of December 31, 2016 or December 31, 2015	—	—
Preferred stock, no par value, 100,000,000 shares authorized, none outstanding as of December 31, 2016 or December 31, 2015	—	—
Common stock, \$.01 par value; 750,000,000 shares authorized, 145,235,313 shares issued and outstanding as of December 31, 2016; and 145,511,644 shares issued and outstanding at December 31, 2015	1,452	1,455
Additional paid-in capital	3,673,128	3,669,977
Cumulative distributions in excess of earnings	(1,580,863)	(1,550,698)
Other comprehensive income	2,104	1,661
Piedmont stockholders' equity	<u>2,095,821</u>	<u>2,122,395</u>
Noncontrolling interest	1,882	1,025
Total stockholders' equity	<u>2,097,703</u>	<u>2,123,420</u>
Total liabilities and stockholders' equity	<u>\$ 4,368,168</u>	<u>\$ 4,361,511</u>

See accompanying notes.

**PIEDMONT OFFICE REALTY TRUST, INC.**  
**CONSOLIDATED STATEMENTS OF INCOME (As Restated, See Note 2)**  
(in thousands, except share and per-share amounts)

	Years Ended December 31,		
	2016	2015	2014
	(Restated)	(Restated)	(Revised)
<b>Revenues:</b>			
Rental income	\$ 459,890	\$ 468,872	\$ 454,635
Tenant reimbursements	93,961	113,881	109,548
Property management fee revenue	1,864	2,016	2,069
	<u>555,715</u>	<u>584,769</u>	<u>566,252</u>
<b>Expenses:</b>			
Property operating costs	218,934	242,022	239,431
Depreciation	127,733	134,503	138,596
Amortization	75,119	60,886	56,579
Impairment loss on real estate assets	33,901	43,301	—
General and administrative	29,244	30,346	23,825
	<u>484,931</u>	<u>511,058</u>	<u>458,431</u>
<b>Real estate operating income</b>	<b>70,784</b>	<b>73,711</b>	<b>107,821</b>
<b>Other income (expense):</b>			
Interest expense	(64,860)	(73,998)	(74,446)
Other income/(expense)	(13)	1,565	62
Net recoveries/(loss) from casualty events and litigation settlements	34	(278)	6,992
Equity in income/(loss) of unconsolidated joint ventures	362	553	(350)
	<u>(64,477)</u>	<u>(72,158)</u>	<u>(67,742)</u>
<b>Income from continuing operations</b>	<b>6,307</b>	<b>1,553</b>	<b>40,079</b>
<b>Discontinued operations:</b>			
Operating income	—	84	954
Gain/(loss) on sale of real estate assets	—	(1)	262
<b>Income from discontinued operations</b>	<b>—</b>	<b>83</b>	<b>1,216</b>
Gain on sale of real estate assets	93,410	129,683	870
<b>Net income</b>	<b>99,717</b>	<b>131,319</b>	<b>42,165</b>
<b>Less: Net loss/(income) applicable to noncontrolling interest</b>	<b>15</b>	<b>(15)</b>	<b>(15)</b>
<b>Net income applicable to Piedmont</b>	<b>\$ 99,732</b>	<b>\$ 131,304</b>	<b>\$ 42,150</b>
<b>Per share information— basic and diluted:</b>			
Income from continuing operations and gain on sale of real estate assets	\$ 0.69	\$ 0.87	\$ 0.26
Income from discontinued operations	—	—	0.01
Net income applicable to common stockholders	<u>\$ 0.69</u>	<u>\$ 0.87</u>	<u>\$ 0.27</u>
<b>Weighted-average shares outstanding—basic</b>	<b>145,230,382</b>	<b>150,537,757</b>	<b>154,452,121</b>
<b>Weighted-average shares outstanding—diluted</b>	<b>145,634,953</b>	<b>150,880,116</b>	<b>154,585,273</b>

*See accompanying notes.*

**PIEDMONT OFFICE REALTY TRUST, INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (As Restated, See Note 2)**  
(in thousands)

	Years Ended December 31,		
	2016	2015	2014
	(Restated)	(Restated)	(Revised)
<b>Net income applicable to Piedmont</b>	<b>\$ 99,732</b>	<b>\$ 131,304</b>	<b>\$ 42,150</b>
<b>Other comprehensive income/(loss):</b>			
Effective portion of loss on derivative instruments that are designated and qualify as cash flow hedges (See <a href="#">Note 8</a> )	(4,126)	(12,509)	(17,122)
Reclassification of previously recorded loss included in net income (See <a href="#">Note 8</a> )	4,548	5,875	5,145
Gain/(loss) on investment in available for sale securities	21	(6)	—
<b>Other comprehensive income/(loss)</b>	<b>443</b>	<b>(6,640)</b>	<b>(11,977)</b>
<b>Comprehensive income applicable to Piedmont</b>	<b>\$ 100,175</b>	<b>\$ 124,664</b>	<b>\$ 30,173</b>

*See accompanying notes.*

**PIEDMONT OFFICE REALTY TRUST, INC.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (As Restated, See Note 2)**  
(in thousands, except per-share amounts)

	Common Stock		Additional Paid-In Capital	Cumulative Distributions in Excess of Earnings	Other Comprehensive Income/(Loss)	Noncontrolling Interest	Total Stockholders' Equity
	Shares	Amount					
<b>Balance, December 31, 2013 (As Presented)</b>	157,461	\$ 1,575	\$ 3,668,906	\$ (1,231,209)	\$ 20,278	\$ 1,609	\$ 2,461,159
<b>Cumulative effect of correction</b>	—	—	—	(30,140)	—	—	(30,140)
<b>Balance, December 31, 2013 (Revised)</b>	157,461	\$ 1,575	\$ 3,668,906	\$ (1,261,349)	\$ 20,278	\$ 1,609	\$ 2,431,019
Share repurchases as part of announced plan	(3,190)	(32)	—	(52,764)	—	—	(52,796)
Retirement of shares returned from escrow	(85)	(1)	(1,478)	—	—	—	(1,479)
Redemption of noncontrolling interest in consolidated variable interest entity	—	—	(4,054)	—	—	—	(4,054)
Dividends to common stockholders (\$0.81 per share), dividends to preferred stockholders of subsidiary, and dividends reinvested	—	—	(188)	(124,995)	—	(15)	(125,198)
Shares issued and amortized under the 2007 Omnibus Incentive Plan, net of tax	138	1	2,996	—	—	—	2,997
Net income applicable to noncontrolling interest	—	—	—	—	—	15	15
Net income applicable to Piedmont (Revised)	—	—	—	42,150	—	—	42,150
Other comprehensive loss	—	—	—	—	(11,977)	—	(11,977)
<b>Balance, December 31, 2014 (Revised)</b>	154,324	1,543	3,666,182	(1,396,958)	8,301	1,609	2,280,677
Share repurchases as part of an announced plan	(8,980)	(90)	—	(158,770)	—	—	(158,860)
Offering costs	—	—	(326)	—	—	—	(326)
Redemption of noncontrolling interest in consolidated variable interest entity	—	—	54	—	—	—	54
Reallocation of noncontrolling interest of subsidiary	—	—	1,128	—	—	(584)	544
Dividends to common stockholders (\$0.84 per share), dividends to preferred stockholders of subsidiary, and dividends reinvested	—	—	(242)	(126,274)	—	(15)	(126,531)
Shares issued and amortized under the 2007 Omnibus Incentive Plan, net of tax	168	2	3,181	—	—	—	3,183
Net income applicable to noncontrolling interest	—	—	—	—	—	15	15
Net income applicable to Piedmont (Restated)	—	—	—	131,304	—	—	131,304
Other comprehensive loss	—	—	—	—	(6,640)	—	(6,640)
<b>Balance, December 31, 2015 (Restated)</b>	145,512	1,455	3,669,977	(1,550,698)	1,661	1,025	2,123,420
<b>Share repurchases as part of an announced plan</b>	<b>(462)</b>	<b>(5)</b>	<b>—</b>	<b>(7,938)</b>	<b>—</b>	<b>—</b>	<b>(7,943)</b>
Offering costs	—	—	(342)	—	—	—	(342)
<b>Noncontrolling interest in consolidated joint venture</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>888</b>	<b>888</b>
Dividends to common stockholders (\$0.84 per share), dividends to preferred stockholders of subsidiary, and dividends reinvested	—	—	(173)	(121,959)	—	(16)	(122,148)
Shares issued and amortized under the 2007 Omnibus Incentive Plan, net of tax	185	2	3,666	—	—	—	3,668
Net loss applicable to noncontrolling interest	—	—	—	—	—	(15)	(15)
Net income applicable to Piedmont (Restated)	—	—	—	99,732	—	—	99,732
Other comprehensive income	—	—	—	—	443	—	443
<b>Balance, December 31, 2016 (Restated)</b>	<b>145,235</b>	<b>\$ 1,452</b>	<b>\$ 3,673,128</b>	<b>\$ (1,580,863)</b>	<b>\$ 2,104</b>	<b>\$ 1,882</b>	<b>\$ 2,097,703</b>

See accompanying notes.

**PIEDMONT OFFICE REALTY TRUST, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS (As Restated, See Note 2)**  
(in thousands)

	Years Ended December 31,		
	2016	2015	2014
	(Restated)	(Restated)	(Revised)
<b>Cash Flows from Operating Activities:</b>			
Net income	\$ 99,717	\$ 131,319	\$ 42,165
Operating distributions received from unconsolidated joint ventures	579	774	266
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	127,733	134,503	138,679
Amortization of debt issuance costs	1,702	1,768	1,578
Gain/(loss) on settlement of forward starting interest rate swaps	—	(1,284)	14,960
Other amortization	74,373	61,221	56,327
Impairment loss on real estate assets	33,901	43,301	—
Stock compensation expense	7,928	8,789	5,250
Equity in loss/(income) of unconsolidated joint ventures	(362)	(553)	350
Gain on sale of real estate assets, net	(93,410)	(129,683)	(1,132)
Retirement of shares returned from escrow	—	—	(1,479)
Changes in assets and liabilities:			
Increase in tenant and straight-line rent receivables, net	(26,747)	(29,478)	(40,505)
Decrease/(increase) in restricted cash and escrows	3,229	(5,256)	(135)
Decrease/(increase) in prepaid expenses and other assets	1,996	(828)	(1,884)
Increase/(decrease) in accounts payable and accrued expenses	3,729	(162)	2,995
Increase/(decrease) in deferred income	1,441	4,613	(277)
Net cash provided by operating activities	<u>235,809</u>	<u>219,044</u>	<u>217,158</u>
<b>Cash Flows from Investing Activities:</b>			
Acquisition of real estate assets, net of related debt assumed, and intangibles	(349,668)	(382,773)	(117,418)
Net cash held in escrow for acquisitions	—	—	(5,150)
Capitalized expenditures, net of accruals	(110,228)	(118,671)	(168,891)
Redemption of noncontrolling interest in unconsolidated variable interest entity	—	(4,000)	—
Net sale proceeds from wholly-owned properties	365,918	848,169	46,232
Net sale proceeds received from unconsolidated joint ventures	—	—	6,017
Investments in unconsolidated joint ventures	—	—	(42)
Deferred lease costs paid	(25,896)	(37,683)	(27,694)
Net cash provided by/(used in) investing activities	<u>(119,874)</u>	<u>305,042</u>	<u>(266,946)</u>
<b>Cash Flows from Financing Activities:</b>			
Debt issuance costs paid	(264)	(1,081)	(1,294)
Proceeds from debt	695,000	1,301,858	1,052,527
Repayments of debt	(706,875)	(1,544,301)	(813,702)
Discount paid due to loan modification	—	—	(1,135)
Costs of issuance of common stock	(342)	(326)	—
Shares withheld to pay tax obligations related to employee stock compensation	(2,344)	(1,710)	(1,275)
Repurchases of common stock as part of announced plan	(7,943)	(158,860)	(54,802)
Dividends paid and discount on dividend reinvestments	(91,616)	(126,531)	(125,198)
Net cash provided by/(used in) financing activities	<u>(114,384)</u>	<u>(530,951)</u>	<u>55,121</u>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>1,551</b>	<b>(6,865)</b>	<b>5,333</b>
<b>Cash and cash equivalents, beginning of year</b>	<b>5,441</b>	<b>12,306</b>	<b>6,973</b>
<b>Cash and cash equivalents, end of year</b>	<b>\$ 6,992</b>	<b>\$ 5,441</b>	<b>\$ 12,306</b>

*See accompanying notes.*

**PIEDMONT OFFICE REALTY TRUST, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2016, 2015, AND 2014**

**1. Organization**

Piedmont Office Realty Trust, Inc. ("Piedmont") (NYSE: PDM) is a Maryland corporation that operates in a manner so as to qualify as a real estate investment trust ("REIT") for federal income tax purposes and engages in the acquisition, development, management, and ownership of commercial real estate properties throughout the United States, including properties that are under construction, are newly constructed, or have operating histories. Piedmont was incorporated in 1997 and commenced operations in 1998. Piedmont conducts business primarily through Piedmont Operating Partnership, L.P. ("Piedmont OP"), a Delaware limited partnership, as well as performing the management of its buildings through two wholly-owned subsidiaries, Piedmont Government Services, LLC and Piedmont Office Management, LLC. Piedmont owns 99.9% of, and is the sole general partner of, Piedmont OP and as such, possesses full legal control and authority over the operations of Piedmont OP. The remaining 0.1% ownership interest of Piedmont OP is held indirectly by Piedmont through its wholly-owned subsidiary, Piedmont Office Holdings, Inc. ("POH"), the sole limited partner of Piedmont OP. Piedmont OP owns properties directly, through wholly-owned subsidiaries, and through both consolidated and unconsolidated joint ventures. References to Piedmont herein shall include Piedmont and all of its subsidiaries, including Piedmont OP and its subsidiaries and joint ventures.

As of December 31, 2016, Piedmont owned 65 in-service office properties, plus one redevelopment asset, two development assets, and one building through an unconsolidated joint venture. Piedmont's total consolidated portfolio consists of 19.6 million rentable square feet (unaudited) of primarily Class A commercial office space. The 65 in-service office properties comprise 18.9 million square feet (unaudited) and were 94.2% leased (unaudited) as of December 31, 2016. As of December 31, 2016, approximately 87% of Piedmont's Annualized Lease Revenue (unaudited) was generated from these 65 office properties in select submarkets located primarily within eight major U.S. office markets: Atlanta, Boston, Chicago, Dallas, Minneapolis, New York, Orlando, and Washington, D.C.

Piedmont internally evaluates all of the real estate assets as one operating segment, and accordingly, does not report segment information.

**2. Restatement**

The restatement of Piedmont's audited consolidated financial statements results from its subsequent accounting for goodwill resulting from the purchase of two property management companies in order to become a self-managed entity. Previously, Piedmont did not allocate goodwill to the disposal of real estate assets or held for sale real estate assets that met the definition of a business under GAAP, as required by Accounting Standards Codification 350 *Intangibles - Goodwill and Other* in order to determine gain on disposition of assets or impairments, if any, respectively. For the disposal of real estate assets that constituted a business, goodwill and gain on disposition of assets both should have been reduced by the proportionate amount of goodwill allocated to each disposed real estate asset. The amount of goodwill allocated is derived as the proportionate fair value of the real estate considered to be a business under GAAP at the time of sale to the fair value of Piedmont's reporting unit. The restated amounts are reflected in the tables below. We have also revised the 2014 financial statements to correct the related immaterial error for that year and prior years. The revised consolidated statement of operations includes a reduction to gain on sale of real estate assets of approximately \$1.2 million for the year ended December 31, 2014. Additionally, approximately \$30.1 million related to disposals prior to 2014 has been recorded to increase cumulative distributions in excess of earnings as of December 31, 2013 on the accompanying consolidated statements of stockholders' equity. Further, in evaluating the impairment on held for sale real estate assets considered to be a business under GAAP, the proportionate amount of goodwill attributable to the real estate asset held for sale should be considered in determining the amount of impairment, if any. The amount of goodwill attributed is derived as the proportionate fair value of the real estate asset considered to be a business under GAAP held for sale at measurement date to the fair value of Piedmont's reporting unit. As a result, the restated consolidated balance sheet includes a decrease in goodwill and resulting increase in other real estate assets held for sale of approximately \$2.3 million as of December 31, 2015.

The consolidated financial statements included in this Form 10-K/A have been restated as of December 31, 2016 and 2015 and for the years then ended to reflect the adjustments described above. The following statements present the effect of the restatement on (i) Piedmont's consolidated balance sheets as of December 31, 2016 and December 31, 2015, (ii) Piedmont's consolidated statements of income for the years ended December 31, 2016 and 2015 and (iii) Piedmont's consolidated statements of cash flows for the years ended December 31, 2016, and 2015. As noted above, Piedmont has also revised the 2014 financial statements to correct the related immaterial error for that year and prior years. Piedmont did not present a summary of the effect of the restatement

on the consolidated statement of stockholders' equity for any of the above referenced periods because the impact to stockholders' equity is reflected below in the restated consolidated balance sheets. Piedmont did not present a summary of the effect of the restatement on the consolidated statements of comprehensive income/(loss) for any of the above referenced periods because the impact to net income is reflected below in the restated consolidated statements of income and the restatement adjustments did not affect any other component of comprehensive income.

The following table presents the consolidated balance sheet as previously reported, restatement adjustments, and the consolidated balance sheet as restated as of December 31, 2016 (in thousands, except per share data):

	As Previously Filed	Restatement Adjustments	As Restated
<b>Assets:</b>			
Real estate assets, at cost:			
Land	\$ 669,848	\$ —	\$ 669,848
Buildings and improvements, less accumulated depreciation	2,927,324	—	2,927,324
Intangible lease assets, less accumulated amortization	99,695	—	99,695
Construction in progress	34,825	—	34,825
Real estate assets held for sale, net	—	—	—
Total real estate assets	3,731,692	—	3,731,692
Investment in and amounts due from unconsolidated joint venture	7,360	—	7,360
Cash and cash equivalents	6,992	—	6,992
Tenant receivables, net of allowance for doubtful accounts	26,494	—	26,494
Straight-line rent receivables	165,848	—	165,848
Notes receivable	—	—	—
Restricted cash and escrows	1,212	—	1,212
Prepaid expenses and other assets	23,655	—	23,655
Goodwill	180,097	(81,179)	98,918
Deferred lease costs, less accumulated amortization	305,997	—	305,997
Other assets held for sale, net	—	—	—
Total assets	<u>\$ 4,449,347</u>	<u>\$ (81,179)</u>	<u>\$ 4,368,168</u>
<b>Liabilities:</b>			
Unsecured debt, net of discount and unamortized debt issuance costs	\$ 1,687,731	\$ —	\$ 1,687,731
Secured debt, net of premiums and unamortized debt issuance costs	332,744	—	332,744
Accounts payable, accrued expenses, dividends payable, and accrued capital expenditures	165,410	—	165,410
Deferred income	28,406	—	28,406
Intangible lease liabilities, less accumulated amortization	48,005	—	48,005
Interest rate swaps	8,169	—	8,169
Total liabilities	2,270,465	—	2,270,465
<b>Commitments and Contingencies</b>	—	—	—
<b>Stockholders' Equity:</b>			
Shares-in-trust	—	—	—
Preferred stock	—	—	—
Common stock	1,452	—	1,452
Additional paid-in capital	3,673,128	—	3,673,128
Cumulative distributions in excess of earnings	(1,499,684)	(81,179)	(1,580,863)
Other comprehensive income	2,104	—	2,104
Piedmont stockholders' equity	2,177,000	(81,179)	2,095,821
Noncontrolling interest	1,882	—	1,882
Total stockholders' equity	2,178,882	(81,179)	2,097,703
Total liabilities and stockholders' equity	<u>\$ 4,449,347</u>	<u>\$ (81,179)</u>	<u>\$ 4,368,168</u>

The following table presents the consolidated balance sheet as previously reported, restatement adjustments, and the consolidated balance sheet as restated as of December 31, 2015 (in thousands, except per share data):

	As Previously Filed	Restatement Adjustments	As Restated
<b>Assets:</b>			
Real estate assets, at cost:			
Land	\$ 676,091	\$ —	\$ 676,091
Buildings and improvements, less accumulated depreciation	2,837,463	—	2,837,463
Intangible lease assets, less accumulated amortization	84,663	—	84,663
Construction in progress	20,975	—	20,975
Real estate assets held for sale, net	76,614	—	76,614
Total real estate assets	3,695,806	—	3,695,806
Investment in and amounts due from unconsolidated joint venture	7,577	—	7,577
Cash and cash equivalents	5,441	—	5,441
Tenant receivables, net of allowance for doubtful accounts	26,339	—	26,339
Straight-line rent receivables	147,393	—	147,393
Notes receivable	45,400	—	45,400
Restricted cash and escrows	5,174	—	5,174
Prepaid expenses and other assets	24,777	—	24,777
Goodwill	180,097	(75,311)	104,786
Deferred lease costs, less accumulated amortization	288,041	—	288,041
Other assets held for sale, net	8,490	2,287	10,777
Total assets	<u>\$ 4,434,535</u>	<u>\$ (73,024)</u>	<u>\$ 4,361,511</u>
<b>Liabilities:</b>			
Unsecured debt, net of discount and unamortized debt issuance costs	\$ 1,528,221	\$ —	\$ 1,528,221
Secured debt, net of premiums and unamortized debt issuance costs	501,289	—	501,289
Accounts payable, accrued expenses, dividends payable, and accrued capital expenditures	128,465	—	128,465
Deferred income	27,270	—	27,270
Intangible lease liabilities, less accumulated amortization	42,853	—	42,853
Interest rate swaps	9,993	—	9,993
Total liabilities	2,238,091	—	2,238,091
<b>Commitments and Contingencies</b>	—	—	—
<b>Stockholders' Equity:</b>			
Shares-in-trust	—	—	—
Preferred stock	—	—	—
Common stock	1,455	—	1,455
Additional paid-in capital	3,669,977	—	3,669,977
Cumulative distributions in excess of earnings	(1,477,674)	(73,024)	(1,550,698)
Other comprehensive income	1,661	—	1,661
Piedmont stockholders' equity	2,195,419	(73,024)	2,122,395
Noncontrolling interest	1,025	—	1,025
Total stockholders' equity	2,196,444	(73,024)	2,123,420
Total liabilities and stockholders' equity	<u>\$ 4,434,535</u>	<u>\$ (73,024)</u>	<u>\$ 4,361,511</u>

The following table presents the consolidated statement of income as previously reported, restatement adjustments, and the consolidated statement of income as restated for the year ended December 31, 2016 (in thousands, except share and per share data):

	As Previously Filed	Restatement Adjustments	As Restated
<b>Revenues:</b>			
Rental income	\$ 459,890	\$ —	\$ 459,890
Tenant reimbursements	93,961	—	93,961
Property management fee revenue	1,864	—	1,864
	<u>555,715</u>	<u>—</u>	<u>555,715</u>
<b>Expenses:</b>			
Property operating costs	218,934	—	218,934
Depreciation	127,733	—	127,733
Amortization	75,119	—	75,119
Impairment loss on real estate assets	30,898	3,003	33,901
General and administrative	29,244	—	29,244
	<u>481,928</u>	<u>3,003</u>	<u>484,931</u>
<b>Real estate operating income</b>	<u>73,787</u>	<u>(3,003)</u>	<u>70,784</u>
<b>Other income (expense):</b>			
Interest expense	(64,860)	—	(64,860)
Other income/(expense)	(13)	—	(13)
Net recoveries/(loss) from casualty events and litigation settlements	34	—	34
Equity in income/(loss) of unconsolidated joint ventures	362	—	362
	<u>(64,477)</u>	<u>—</u>	<u>(64,477)</u>
<b>Income from continuing operations</b>	<u>9,310</u>	<u>(3,003)</u>	<u>6,307</u>
<b>Discontinued operations:</b>			
Operating income	—	—	—
Gain/(loss) on sale of real estate assets	—	—	—
	<u>—</u>	<u>—</u>	<u>—</u>
<b>Income from discontinued operations</b>	<u>—</u>	<u>—</u>	<u>—</u>
Gain on sale of real estate assets	98,562	(5,152)	93,410
<b>Net income</b>	<u>107,872</u>	<u>(8,155)</u>	<u>99,717</u>
<b>Less: Net loss/(income) applicable to noncontrolling interest</b>	<u>15</u>	<u>—</u>	<u>15</u>
<b>Net income applicable to Piedmont</b>	<u>\$ 107,887</u>	<u>\$ (8,155)</u>	<u>\$ 99,732</u>
<b>Per share information— basic and diluted:</b>			
Income from continuing operations and gain on sale of real estate assets	\$ 0.74	\$ (0.05)	\$ 0.69
Income from discontinued operations	—	—	—
Net income applicable to common stockholders	<u>\$ 0.74</u>	<u>\$ (0.05)</u>	<u>\$ 0.69</u>
<b>Weighted-average shares outstanding—basic</b>	<u>145,230,382</u>	<u>—</u>	<u>145,230,382</u>
<b>Weighted-average shares outstanding—diluted</b>	<u>145,634,953</u>	<u>—</u>	<u>145,634,953</u>

The following table presents the consolidated statement of income as previously reported, restatement adjustments, and the consolidated statement of income as restated for the year ended December 31, 2015 (in thousands, except share and per share data):

	As Previously Filed	Restatement Adjustments	As Restated
<b>Revenues:</b>			
Rental income	\$ 468,872	\$ —	\$ 468,872
Tenant reimbursements	113,881	—	113,881
Property management fee revenue	2,016	—	2,016
	<u>584,769</u>	<u>—</u>	<u>584,769</u>
<b>Expenses:</b>			
Property operating costs	242,022	—	242,022
Depreciation	134,503	—	134,503
Amortization	60,886	—	60,886
Impairment loss on real estate assets	40,169	3,132	43,301
General and administrative	30,346	—	30,346
	<u>507,926</u>	<u>3,132</u>	<u>511,058</u>
<b>Real estate operating income</b>	<u>76,843</u>	<u>(3,132)</u>	<u>73,711</u>
<b>Other income (expense):</b>			
Interest expense	(73,998)	—	(73,998)
Other income/(expense)	1,565	—	1,565
Net recoveries/(loss) from casualty events and litigation settlements	(278)	—	(278)
Equity in income/(loss) of unconsolidated joint ventures	553	—	553
	<u>(72,158)</u>	<u>—</u>	<u>(72,158)</u>
<b>Income from continuing operations</b>	<u>4,685</u>	<u>(3,132)</u>	<u>1,553</u>
<b>Discontinued operations:</b>			
Operating income	84	—	84
Gain/(loss) on sale of real estate assets	(1)	—	(1)
<b>Income from discontinued operations</b>	<u>83</u>	<u>—</u>	<u>83</u>
Gain on sale of real estate assets	168,237	(38,554)	129,683
<b>Net income</b>	<u>173,005</u>	<u>(41,686)</u>	<u>131,319</u>
<b>Less: Net loss/(income) applicable to noncontrolling interest</b>	<u>(15)</u>	<u>—</u>	<u>(15)</u>
<b>Net income applicable to Piedmont</b>	<u>\$ 172,990</u>	<u>\$ (41,686)</u>	<u>\$ 131,304</u>
<b>Per share information— basic and diluted:</b>			
Income from continuing operations and gain on sale of real estate assets	\$ 1.15	\$ (0.28)	\$ 0.87
Income from discontinued operations	—	—	—
Net income applicable to common stockholders	<u>\$ 1.15</u>	<u>\$ (0.28)</u>	<u>\$ 0.87</u>
<b>Weighted-average shares outstanding—basic</b>	<u>150,537,757</u>		<u>150,537,757</u>
<b>Weighted-average shares outstanding—diluted</b>	<u>150,880,116</u>		<u>150,880,116</u>

The following table presents the consolidated statement of income as previously reported, revision adjustments, and the consolidated statement of income as revised for the year ended December 31, 2014 (in thousands, except share and per share data):

	As Previously Filed	Revision Adjustments	As Revised
<b>Revenues:</b>			
Rental income	\$ 454,635	\$ —	\$ 454,635
Tenant reimbursements	109,548	—	109,548
Property management fee revenue	2,069	—	2,069
	<u>566,252</u>	<u>—</u>	<u>566,252</u>
<b>Expenses:</b>			
Property operating costs	239,431	—	239,431
Depreciation	138,596	—	138,596
Amortization	56,579	—	56,579
Impairment loss on real estate assets	—	—	—
General and administrative	23,825	—	23,825
	<u>458,431</u>	<u>—</u>	<u>458,431</u>
<b>Real estate operating income</b>	<b>107,821</b>	<b>—</b>	<b>107,821</b>
<b>Other income (expense):</b>			
Interest expense	(74,446)	—	(74,446)
Other income/(expense)	62	—	62
Net recoveries/(loss) from casualty events and litigation settlements	6,992	—	6,992
Equity in income/(loss) of unconsolidated joint ventures	(350)	—	(350)
	<u>(67,742)</u>	<u>—</u>	<u>(67,742)</u>
<b>Income from continuing operations</b>	<b>40,079</b>	<b>—</b>	<b>40,079</b>
<b>Discontinued operations:</b>			
Operating income	954	—	954
Gain/(loss) on sale of real estate assets	1,198	(936)	262
<b>Income from discontinued operations</b>	<b>2,152</b>	<b>(936)</b>	<b>1,216</b>
Gain on sale of real estate assets	1,132	(262)	870
<b>Net income</b>	<b>43,363</b>	<b>(1,198)</b>	<b>42,165</b>
<b>Less: Net loss/(income) applicable to noncontrolling interest</b>	<b>(15)</b>	<b>—</b>	<b>(15)</b>
<b>Net income applicable to Piedmont</b>	<b>\$ 43,348</b>	<b>\$ (1,198)</b>	<b>\$ 42,150</b>
<b>Per share information— basic and diluted:</b>			
Income from continuing operations and gain on sale of real estate assets	\$ 0.27	\$ (0.01)	\$ 0.26
Income from discontinued operations	0.01	—	0.01
Net income applicable to common stockholders	<u>\$ 0.28</u>	<u>\$ (0.01)</u>	<u>\$ 0.27</u>
<b>Weighted-average shares outstanding—basic</b>	<b>154,452,121</b>		<b>154,452,121</b>
<b>Weighted-average shares outstanding—diluted</b>	<b>154,585,273</b>		<b>154,585,273</b>

The following table presents the consolidated statement of cash flows as previously reported, restatement adjustments, and the consolidated statement of cash flows as restated for the year ended December 31, 2016 (in thousands):

	As Previously Filed	Restatement Adjustments	As Restated
<b>Cash Flows from Operating Activities:</b>			
Net income	\$ 107,872	\$ (8,155)	\$ 99,717
Operating distributions received from unconsolidated joint ventures	579	—	579
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	127,733	—	127,733
Amortization of debt issuance costs	1,702	—	1,702
Other amortization	74,373	—	74,373
Impairment loss on real estate assets	30,898	3,003	33,901
Stock compensation expense	7,928	—	7,928
Equity in loss/(income) of unconsolidated joint ventures	(362)	—	(362)
Gain on sale of real estate assets, net	(98,562)	5,152	(93,410)
Changes in assets and liabilities:			
Increase in tenant and straight-line rent receivables, net	(26,747)	—	(26,747)
Decrease/(increase) in restricted cash and escrows	3,229	—	3,229
Decrease/(increase) in prepaid expenses and other assets	1,996	—	1,996
Increase/(decrease) in accounts payable and accrued expenses	3,729	—	3,729
Increase/(decrease) in deferred income	1,441	—	1,441
Net cash provided by operating activities	235,809	—	235,809
<b>Cash Flows from Investing Activities:</b>			
Acquisition of real estate assets, net of related debt assumed, and intangibles	(349,668)	—	(349,668)
Capitalized expenditures, net of accruals	(110,228)	—	(110,228)
Net sale proceeds from wholly-owned properties	365,918	—	365,918
Deferred lease costs paid	(25,896)	—	(25,896)
Net cash provided by/(used in) investing activities	(119,874)	—	(119,874)
<b>Cash Flows from Financing Activities:</b>			
Debt issuance costs paid	(264)	—	(264)
Proceeds from debt	695,000	—	695,000
Repayments of debt	(706,875)	—	(706,875)
Costs of issuance of common stock	(342)	—	(342)
Shares withheld to pay tax obligations related to employee stock compensation	(2,344)	—	(2,344)
Repurchases of common stock as part of announced plan	(7,943)	—	(7,943)
Dividends paid and discount on dividend reinvestments	(91,616)	—	(91,616)
Net cash provided by/(used in) financing activities	(114,384)	—	(114,384)
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>1,551</b>	<b>—</b>	<b>1,551</b>
<b>Cash and cash equivalents, beginning of year</b>	<b>5,441</b>	<b>—</b>	<b>5,441</b>
<b>Cash and cash equivalents, end of year</b>	<b>\$ 6,992</b>	<b>\$ —</b>	<b>\$ 6,992</b>

The following table presents the consolidated statement of cash flows as previously reported, restatement adjustments, and the consolidated statement of cash flows as restated for the year ended December 31, 2015 (in thousands):

	As Previously Filed	Restatement Adjustments	As Restated
<b>Cash Flows from Operating Activities:</b>			
Net income	\$ 173,005	\$ (41,686)	\$ 131,319
Operating distributions received from unconsolidated joint ventures	774	—	774
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	134,503	—	134,503
Amortization of debt issuance costs	1,768	—	1,768
Gain/(loss) on settlement of forward starting interest rate swaps	(1,284)	—	(1,284)
Other amortization	61,221	—	61,221
Impairment loss on real estate assets	40,169	3,132	43,301
Stock compensation expense	8,789	—	8,789
Equity in loss/(income) of unconsolidated joint ventures	(553)	—	(553)
Gain on sale of real estate assets, net	(168,237)	38,554	(129,683)
Changes in assets and liabilities:			
Increase in tenant and straight-line rent receivables, net	(29,478)	—	(29,478)
Decrease/(increase) in restricted cash and escrows	(5,256)	—	(5,256)
Decrease/(increase) in prepaid expenses and other assets	(828)	—	(828)
Increase/(decrease) in accounts payable and accrued expenses	(162)	—	(162)
Increase/(decrease) in deferred income	4,613	—	4,613
Net cash provided by operating activities	219,044	—	219,044
<b>Cash Flows from Investing Activities:</b>			
Acquisition of real estate assets, net of related debt assumed, and intangibles	(382,773)	—	(382,773)
Capitalized expenditures, net of accruals	(118,671)	—	(118,671)
Redemption of noncontrolling interest in unconsolidated variable interest entity	(4,000)	—	(4,000)
Net sale proceeds from wholly-owned properties	848,169	—	848,169
Deferred lease costs paid	(37,683)	—	(37,683)
Net cash provided by/(used in) investing activities	305,042	—	305,042
<b>Cash Flows from Financing Activities:</b>			
Debt issuance costs paid	(1,081)	—	(1,081)
Proceeds from debt	1,301,858	—	1,301,858
Repayments of debt	(1,544,301)	—	(1,544,301)
Costs of issuance of common stock	(326)	—	(326)
Shares withheld to pay tax obligations related to employee stock compensation	(1,710)	—	(1,710)
Repurchases of common stock as part of announced plan	(158,860)	—	(158,860)
Dividends paid and discount on dividend reinvestments	(126,531)	—	(126,531)
Net cash provided by/(used in) financing activities	(530,951)	—	(530,951)
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(6,865)</b>	<b>—</b>	<b>(6,865)</b>
<b>Cash and cash equivalents, beginning of year</b>	<b>12,306</b>	<b>—</b>	<b>12,306</b>
<b>Cash and cash equivalents, end of year</b>	<b>\$ 5,441</b>	<b>\$ —</b>	<b>\$ 5,441</b>

The following table presents the consolidated statement of cash flows as previously reported, revision adjustments, and the consolidated statement of cash flows as revised for the year ended December 31, 2014 (in thousands):

	As Previously Filed	Revision Adjustments	As Revised
<b>Cash Flows from Operating Activities:</b>			
Net income	\$ 43,363	\$ (1,198)	\$ 42,165
Operating distributions received from unconsolidated joint ventures	266	—	266
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	138,679	—	138,679
Amortization of debt issuance costs	1,578	—	1,578
Gain/(loss) on settlement of forward starting interest rate swaps	14,960	—	14,960
Other amortization	56,327	—	56,327
Stock compensation expense	5,250	—	5,250
Equity in loss/(income) of unconsolidated joint ventures	350	—	350
Gain on sale of real estate assets, net	(2,330)	1,198	(1,132)
Retirement of shares returned from escrow	(1,479)	—	(1,479)
Changes in assets and liabilities:			
Increase in tenant and straight-line rent receivables, net	(40,505)	—	(40,505)
Decrease/(increase) in restricted cash and escrows	(135)	—	(135)
Decrease/(increase) in prepaid expenses and other assets	(1,884)	—	(1,884)
Increase/(decrease) in accounts payable and accrued expenses	2,995	—	2,995
Increase/(decrease) in deferred income	(277)	—	(277)
Net cash provided by operating activities	217,158	—	217,158
<b>Cash Flows from Investing Activities:</b>			
Acquisition of real estate assets, net of related debt assumed, and intangibles	(117,418)	—	(117,418)
Net cash held in escrow for acquisitions	(5,150)	—	(5,150)
Capitalized expenditures, net of accruals	(168,891)	—	(168,891)
Net sale proceeds from wholly-owned properties	46,232	—	46,232
Net sale proceeds received from unconsolidated joint ventures	6,017	—	6,017
Investments in unconsolidated joint ventures	(42)	—	(42)
Deferred lease costs paid	(27,694)	—	(27,694)
Net cash provided by/(used in) investing activities	(266,946)	—	(266,946)
<b>Cash Flows from Financing Activities:</b>			
Debt issuance costs paid	(1,294)	—	(1,294)
Proceeds from debt	1,052,527	—	1,052,527
Repayments of debt	(813,702)	—	(813,702)
Discount paid due to loan modification	(1,135)	—	(1,135)
Shares withheld to pay tax obligations related to employee stock compensation	(1,275)	—	(1,275)
Repurchases of common stock as part of announced plan	(54,802)	—	(54,802)
Dividends paid and discount on dividend reinvestments	(125,198)	—	(125,198)
Net cash provided by/(used in) financing activities	55,121	—	55,121
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>5,333</b>	<b>—</b>	<b>5,333</b>
<b>Cash and cash equivalents, beginning of year</b>	<b>6,973</b>	<b>—</b>	<b>6,973</b>
<b>Cash and cash equivalents, end of year</b>	<b>\$ 12,306</b>	<b>\$ —</b>	<b>\$ 12,306</b>

### 3. Summary of Significant Accounting Policies

#### *Basis of Presentation and Principles of Consolidation*

Piedmont's consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles ("GAAP") and include the accounts of Piedmont, Piedmont's wholly-owned subsidiaries, any variable interest entity ("VIE") of

which Piedmont or any of its wholly-owned subsidiaries is considered to have the power to direct the activities of the entity and the obligation to absorb losses/right to receive benefits, or any entity in which Piedmont or any of its wholly-owned subsidiaries owns a controlling interest. In determining whether Piedmont or Piedmont OP has a controlling interest, the following factors, among others, are considered: equity ownership, voting rights, protective rights of investors, and participatory rights of investors.

Piedmont owns interests in two real properties through its ownership in 1201 Eye Street, N.W. Associates, LLC and 1225 Eye Street, N.W. Associates, LLC. Piedmont has evaluated these entities based on the criteria outlined above and concluded that these entities are VIEs, but that Piedmont has a controlling interest in both entities through its 100% ownership in Piedmont Washington Properties, Inc. Accordingly, Piedmont's consolidated financial statements include the accounts of 1201 Eye Street, NW Associates, LLC and 1225 Eye Street, NW Associates, LLC. Additionally, during the year ended December 31, 2016 Piedmont purchased a 99% interest in a joint venture which owns the CNL Center I and CNL Center II buildings in Orlando, Florida. Piedmont evaluated its interest in the joint venture based on the same criteria mentioned above and concluded that it is not a VIE; however, the joint venture is consolidated under the voting model due to Piedmont's 99% ownership interest.

As of December 31, 2016, Piedmont also owned an interest in a property through an unconsolidated joint venture partnership. Although Piedmont is the majority equity participant in this joint venture, Piedmont and its co-venturer exercise joint control over the property. As a result, in accordance with GAAP, the accounts of this joint venture are not consolidated, but rather accounted for using the equity method of accounting in Piedmont's consolidated financial statements.

Please refer to [Note 7](#) for a summary of Piedmont's interests in and consolidation treatment of its various VIEs as of December 31, 2016.

All inter-company balances and transactions have been eliminated upon consolidation.

Further, Piedmont has formed special purpose entities to acquire and hold real estate. Each special purpose entity is a separate legal entity and consequently the assets of the special purpose entities are not available to all creditors of Piedmont. The assets owned by these special purpose entities are being reported on a consolidated basis with Piedmont's assets for financial reporting purposes only.

#### *Use of Estimates*

The preparation of the accompanying consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the accompanying consolidated financial statements and notes. Actual results could differ from those estimates.

#### *Real Estate Assets*

Piedmont classifies its real estate assets as long-lived assets held for use or as long-lived assets held for sale. Held for use assets are stated at cost, as adjusted for any impairment loss, less accumulated depreciation. Held for sale assets are carried at lower of depreciated cost or estimated fair value, less estimated costs to sell. Piedmont generally reclassifies assets as held for sale once a sales contract has been executed and earnest money has become non-refundable.

Amounts capitalized to real estate assets consist of the cost of acquisition or construction, any tenant improvements or major improvements, betterments that extend the useful life of the related asset, and transaction costs. All repairs and maintenance are expensed as incurred. Additionally, Piedmont capitalizes interest while the development, or redevelopment, of a real estate asset is in progress. Approximately \$4.6 million, \$3.8 million, and \$2.1 million of interest was capitalized for the years ended December 31, 2016, 2015, and 2014, respectively.

Piedmont's real estate assets are depreciated or amortized using the straight-line method over the following useful lives:

Buildings	40 years
Building improvements	5-25 years
Land improvements	20-25 years
Tenant allowances	Lease term
Furniture, fixtures, and equipment	3-5 years
Intangible lease assets	Lease term

Piedmont continually monitors events and changes in circumstances that could indicate that the carrying amounts of the real estate and related intangible assets of both operating properties and properties under construction in which Piedmont has an ownership interest, either directly or through investments in joint ventures, may not be recoverable. For wholly owned properties, when indicators of potential impairment are present, or when a sale in the near term is considered more than 50% probable, management assesses whether the respective carrying values will be recovered from the undiscounted future operating cash flows expected from the use of the asset and its eventual disposition for assets held for use, or from the estimated fair values, less costs to sell, for assets held for sale. In the event that the expected undiscounted future cash flows for assets held for use or the estimated fair value, less costs to sell, for assets held for sale do not exceed the respective asset carrying value, management adjusts such assets to the respective estimated fair values and recognizes an impairment loss. Estimated fair values are calculated based on the following information, depending upon availability, in order of preference: (i) recently quoted market prices, (ii) market prices for comparable properties, or (iii) the present value of undiscounted cash flows, including estimated sales value (which is based on key assumptions such as estimated market rents, lease-up periods, estimated lease terms, and capitalization and discount rates) less estimated selling costs.

For properties owned as part of an investment in an unconsolidated joint venture, Piedmont assesses the estimated fair value of its investment as compared to its carrying amount. If Piedmont determines that the carrying value is greater than the estimated fair value at any measurement date, Piedmont must also determine if such a difference is temporary in nature. Value fluctuations which are "other than temporary" in nature are then recorded to adjust the carrying value to the estimated fair value amount in the period in which such determination is made.

#### *Fair Value of Assets and Liabilities of Acquired Properties*

Upon the acquisition of real properties, Piedmont records the fair value of properties as tangible assets, consisting of land and building, and identified intangible assets and liabilities, consisting of the value of above-market and below-market leases and the value of in-place leases, based on their estimated fair values.

The estimated fair values of the tangible assets of an acquired property (which includes land and building) are determined by valuing the property as if it were vacant, and the "as-if-vacant" value is then allocated to land and building based on management's determination of the estimated fair value of these assets. Management relies on a sales comparison approach using closed land sales and listings in determining the land value, and determines the as-if-vacant estimated fair value of a property using methods similar to those used by independent appraisers. Factors considered by management in performing these analyses include an estimate of carrying costs during the expected lease-up periods considering current market conditions and costs to execute similar leases. In estimating carrying costs, management includes real estate taxes, insurance, and other operating expenses and estimates of lost rental revenue during the expected lease-up periods based on current market demand. Management also estimates the cost to execute similar leases including leasing commissions, legal, and other related costs.

The estimated fair values of above-market and below-market in-place leases are recorded based on the present value (using an interest rate which reflects the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to the in-place leases and (ii) management's estimate of market rates for the corresponding in-place leases, measured over a period equal to the remaining terms of the leases, taking into consideration the probability of renewals for any below-market leases. The capitalized above-market and below-market lease values are recorded as intangible lease assets or liabilities and amortized as an adjustment to rental revenues over the remaining terms of the respective leases.

The estimated fair values of in-place leases include an estimate of the direct costs associated with obtaining the acquired or "in place" tenant, estimates of opportunity costs associated with lost rentals that are avoided by acquiring an in-place lease. The amount capitalized as direct costs associated with obtaining a tenant include commissions, tenant improvements, and other direct costs and are estimated based on management's consideration of current market costs to execute a similar lease. These direct lease origination costs are included in deferred lease costs in the accompanying consolidated balance sheets and are amortized to expense over the remaining terms of the respective leases. The value of opportunity costs is calculated using the contractual amounts to be paid pursuant to the in-place leases over a market absorption period for a similar lease. These lease intangibles are included in intangible lease assets in the accompanying consolidated balance sheets and are amortized to expense over the remaining terms of the respective leases.

Gross intangible assets and liabilities, inclusive of amounts classified as real estate assets held for sale, recorded at acquisition as of December 31, 2016 and 2015, respectively, are as follows (in thousands):

	December 31, 2016	December 31, 2015
Intangible Lease Assets:		
Above-Market In-Place Lease Assets	\$ 25,425	\$ 23,684
In-Place Lease Valuation	\$ 183,422	\$ 153,991
Intangible Lease Origination Costs (included as component of Deferred Lease Costs)	\$ 261,075	\$ 208,497
Intangible Lease Liabilities (Below-Market In-Place Leases)	\$ 97,230	\$ 85,168

For the years ended December 31, 2016, 2015, and 2014, respectively, Piedmont recognized amortization of intangible lease costs as follows (in thousands):

	2016	2015	2014
Amortization of Intangible Lease Origination Costs and In-Place Lease Valuation included in amortization expense	\$ 58,150	\$ 42,278	\$ 36,007
Amortization of Above-Market and Below-Market In-Place Lease intangibles as a net increase to rental revenues	\$ 5,066	\$ 4,571	\$ 4,727

Net intangible assets and liabilities as of December 31, 2016 will be amortized as follows (in thousands):

	Intangible Lease Assets			
	Above-Market In-place Lease Assets	In-Place Lease Valuation	Intangible Lease Origination Costs <sup>(1)</sup>	Below-Market In-place Lease Liabilities
For the year ending December 31:				
2017	\$ 2,590	\$ 24,511	\$ 33,791	\$ 9,138
2018	1,600	17,980	27,156	8,470
2019	910	13,646	22,205	7,270
2020	156	9,614	16,786	5,670
2021	104	8,447	14,731	5,468
Thereafter	227	19,910	36,451	11,989
	<u>\$ 5,587</u>	<u>\$ 94,108</u>	<u>\$ 151,120</u>	<u>\$ 48,005</u>
Weighted-Average Amortization Period (in years)	3	6	7	7

<sup>(1)</sup> Included as a component of Deferred Lease Costs in the accompanying consolidated balance sheets.

#### *Investments in and Amounts Due from Unconsolidated Joint Ventures*

Piedmont's investment in its one unconsolidated joint venture is recorded using the equity method of accounting, whereby original investments are recorded at cost and subsequently adjusted for contributions, distributions, net income/(loss), and "other than temporary" impairment losses, if any, attributable to such joint ventures. Pursuant to the terms of the unconsolidated joint venture agreement, all income and distributions are allocated to the joint venture partners in accordance with their respective ownership interests. Distributions from the unconsolidated joint venture are generally distributed to the partners on a quarterly basis and are classified on the accompanying consolidated statements of cash flow using the nature of distribution approach. Distributions of net cash from operations are classified as cash inflows from operating activities, as they are presumed to be returns on Piedmont's investment in the joint venture. Proceeds received as the result of a sale of an asset from an unconsolidated joint venture are considered a return of Piedmont's investment in the joint venture and classified as cash inflows from investing activities. Due from unconsolidated joint venture represents operating distributions due to Piedmont from its investment in the unconsolidated joint venture which have been declared but not received as of period end.

#### *Cash and Cash Equivalents*

Piedmont considers all highly-liquid investments purchased with an original maturity of three months or less to be cash equivalents. Cash equivalents include cash and short-term investments. Short-term investments consist of investments in money market accounts stated at cost, which approximates estimated fair value, and available-for-sale securities resulting from Piedmont's non-qualified deferred compensation program carried at estimated fair value.

#### *Tenant Receivables, net and Straight-line Rent Receivables*

Tenant receivables are comprised of rental and reimbursement billings due from tenants, and straight-line rent receivables representing the cumulative amount of future adjustments necessary to present rental income on a straight-line basis. Tenant receivables are recorded at the original amount earned, less an allowance for any doubtful accounts, which approximates estimated fair value. Management assesses the collectibility of tenant receivables on an ongoing basis and provides for allowances as such balances, or portions thereof, become uncollectible. During the year ended December 31, 2016, Piedmont began classifying provisions for/(recoveries of) bad debts as property operating costs in the accompanying consolidated statements of income to include such expenses as a component of operating the underlying properties. Previously, such costs were presented as general and administrative expenses. Piedmont recognized approximately \$216,000 of provisions for bad debts during the year ended December 31, 2016 as a component of property operating costs. In order to conform with the presentation used during the year ended December 31, 2016, Piedmont reclassified approximately \$22,000 of provisions for bad debts for the year ended December 31, 2015, and approximately \$5,000 of recoveries of bad debts for the year ended December 31, 2014.

#### *Restricted Cash and Escrows*

Restricted cash and escrows principally relate to the following types of items:

- escrow accounts held by lenders to pay future real estate taxes, insurance, debt service, and tenant improvements;
- net sales proceeds from property sales held by qualified intermediary for potential Section 1031 exchange;
- earnest money paid in connection with future acquisitions; and
- security and utility deposits paid by tenants per the terms of their respective leases.

Restricted cash and escrows are generally reclassified to other asset or liability accounts upon being used to purchase assets, satisfy obligations, or settle tenant obligations.

#### *Prepaid Expenses and Other Assets*

Prepaid expenses and other assets are primarily comprised of the following items:

- prepaid property taxes, insurance and operating costs;
- deferred common area maintenance costs which will be reimbursed by tenants over specified time periods;
- receivables which are unrelated to tenants, for example, insurance proceeds receivable from insurers related to casualty losses; and
- equipment, furniture and fixtures, and tenant improvements for Piedmont's corporate office and property management office space, net of accumulated depreciation.

Prepaid expenses and other assets will be expensed as utilized or depreciated in the case of Piedmont's corporate assets. Balances without a future economic benefit are expensed as they are identified. Deferred common area maintenance costs are amortized to property operating costs as the related reimbursement income is recognized over the period specified in the respective lease. Piedmont recognized amortization of deferred common area maintenance for the years ended December 31, 2016, 2015, and 2014 of approximately \$1.4 million, \$2.5 million, and \$2.5 million, respectively.

## Goodwill

Goodwill is the excess of cost of an acquired entity over the amounts specifically assigned to assets acquired and liabilities assumed in purchase accounting for business combinations. Piedmont tests the carrying value of its goodwill for impairment on an annual basis, or on an interim basis if an event occurs or circumstances change that would indicate the carrying amount may be impaired. Such interim circumstances may include, but are not limited to, significant adverse changes in legal factors or in the general business climate, adverse action or assessment by a regulator, unanticipated competition, the loss of key personnel, or persistent declines in an entity's stock price below carrying value of the entity. Piedmont first assesses qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the estimated fair value of the reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, Piedmont concludes that the estimated fair value is greater than the carrying amount, then performing a further two-step impairment test is unnecessary. However, if Piedmont chooses to forgo the availability of the qualitative analysis, the test prescribed by authoritative accounting guidance is a two-step test. The first step involves comparing the estimated fair value of the entity to its carrying value, including goodwill. Estimated fair value is determined by adjusting the trading price of the stock for a control premium, if necessary, multiplied by the common shares outstanding. If such calculated estimated fair value exceeds the carrying value, no further procedures or analysis is required. However, if the carrying value exceeds the calculated fair value, goodwill is potentially impaired and step two of the analysis would be required. Step two of the test involves calculating the implied fair value of goodwill by deducting the estimated fair value of all tangible and intangible net assets of the entity from the entity's estimated fair value calculated in step one of the test. If the implied value of the goodwill (the remainder left after deducting the estimated fair values of the entity from its calculated overall estimated fair value in step one of the test) is less than the carrying value of goodwill, an impairment loss would be recognized. Piedmont did not record any impairment on its existing goodwill for the years ended December 31, 2016, 2015, or 2014 related to enterprise valuation in accordance with the calculation methodology above.

However, during the period that individual real estate assets qualified as a "business" under GAAP, proportionate amounts of Piedmont's goodwill balance were allocated to the basis of real estate assets sold or classified as held for sale when determining gain or loss on sale or impairment loss on such assets. On October 1, 2016, Piedmont early adopted Accounting Standards Update 2017-01, *Business Combinations (Topic 805) Clarifying the Definition of a Business* (as further described in "Accounting Pronouncements Adopted during the Year Ended December 31, 2016" below), and as a result, Piedmont is no longer required to allocate a proportionate amount of goodwill to the basis of real estate assets that do not qualify as a business when those assets are sold or classified as held for sale.

The following table presents a reconciliation of the Company's goodwill from January 1, 2007 to December 31, 2016 (in thousands):

<b>Balance as of January 1, 2007</b>	\$	—
Purchase of property management companies results in Goodwill (April 2007)		180,097
Goodwill allocated to disposition of real estate assets for the years ended December 31, 2007, 2008, 2009		—
<b>Balance as of December 31, 2009</b>		180,097
Goodwill allocated to impairment loss on real estate assets		(2,557)
<b>Balance as of December 31, 2010</b>		177,540
Goodwill allocated to disposition of real estate assets		(17,533)
<b>Balance as of December 31, 2011</b>		160,007
Goodwill allocated to disposition of real estate assets		(4,303)
<b>Balance as of December 31, 2012</b>		155,704
Goodwill allocated to disposition of real estate assets		(4,412)
Goodwill allocated to impairment loss on real estate assets		(1,335)
<b>Balance as of December 31, 2013</b>		149,957
Goodwill allocated to disposition of real estate assets		(1,198)
<b>Balance as of December 31, 2014</b>		148,759
Goodwill allocated to disposition of real estate assets		(38,554)
Goodwill allocated to impairment loss on real estate assets		(3,132)
Goodwill allocated to other assets held for sale		(2,287)
<b>Balance as of December 31, 2015</b>		104,786
Goodwill allocated to disposition of real estate assets		(5,152)
Goodwill allocated to impairment loss on real estate assets		(716)
<b>Balance as of December 31, 2016</b>	\$	98,918

#### *Interest Rate Derivatives*

Piedmont periodically enters into interest rate derivative agreements to hedge its exposure to changing interest rates. As of December 31, 2016 and 2015, all of Piedmont's interest rate derivatives were designated as effective cash flow hedges and carried on the balance sheet at estimated fair value. Piedmont reassesses the effectiveness of its derivatives designated as cash flow hedges on a regular basis to determine if they continue to be highly effective and if the forecasted transactions remain highly probable. Piedmont does not use derivatives for trading or speculative purposes.

The changes in estimated fair value of interest rate swap agreements designated as effective cash flow hedges are recorded in other comprehensive income ("OCI"), and subsequently reclassified to earnings when the hedged transactions occur. The estimated fair value of the interest rate derivative agreement is recorded as interest rate derivative asset or as interest rate derivative liability in the accompanying consolidated balance sheets. Amounts received or paid under interest rate derivative agreements are recorded as reductions or additions to interest expense in the consolidated income statements as incurred. Additionally, when Piedmont settles forward starting swap agreements, any gain or loss is recorded as accumulated other comprehensive income and is amortized to interest expense over the term of the respective notes on a straight line basis (which approximates the effective interest method). Further, Piedmont classifies cash flows from the settlement of hedging derivative instruments in the same category as the underlying exposure which is being hedged. Settlements resulting from the hedge of Piedmont's exposure to interest rate changes are classified as operating cash flows in the accompanying consolidated statements of cash flows.

#### *Deferred Lease Costs*

Deferred lease costs are comprised of costs and incentives incurred to acquire operating leases. In addition to direct costs, deferred lease costs also include intangible lease origination costs related to in-place leases acquired as part of a property acquisition and direct payroll costs incurred related to negotiating and executing specific leases. For the years ended December 31, 2016, 2015, and 2014, Piedmont capitalized approximately \$0.4 million, \$1.0 million, and \$0.7 million, respectively, of internal leasing and development costs.

Deferred lease costs are amortized on a straight-line basis over the terms of the related underlying leases in the accompanying consolidated statements of income as follows:

- Approximately \$50.1 million, \$42.5 million, and \$40.9 million of deferred lease costs for the years ended December 31, 2016, 2015, and 2014, respectively, are included in amortization expense; and
- Approximately \$3.9 million, \$4.7 million, and \$4.2 million, of deferred lease costs related to lease incentives granted to tenants for the years ended December 31, 2016, 2015, and 2014, respectively, was included as an offset to rental income.

Upon receipt of a lease termination notice, Piedmont adjusts the amortization of any unamortized deferred lease costs to be recognized ratably over the revised remaining term of the lease after giving effect to the termination notice. If there is no remaining lease term and no other obligation to provide the tenant space in the property, then any unamortized tenant-specific costs are recognized immediately upon termination.

#### *Debt*

When mortgage debt is assumed upon the acquisition of real property, Piedmont adjusts the loan to estimated fair value with a corresponding adjustment to building and other intangible assets assumed as part of the purchase. The fair value adjustment is amortized to interest expense over the term of the loan using the effective interest method. Amortization of such fair value adjustments was approximately \$0.5 million, \$0.5 million, and \$0.2 million for the years ended December 31, 2016, 2015, and 2014, respectively.

Additionally, Piedmont records debt issuance premiums/discounts as an increase/decrease to the principal amount of the loan in the accompanying consolidated balance sheets, and amortizes such premiums or discounts as a component of interest expense over the life of the underlying loan facility using the effective interest method. Piedmont recorded discount amortization of approximately \$0.2 million, \$0.2 million, and \$0.2 million for the years ended December 31, 2016, 2015, and 2014, respectively.

Piedmont presents all debt issuance costs as a direct deduction from the principal amount of secured and unsecured debt in the accompanying consolidated balance sheets. Piedmont amortizes these costs to interest expense on a straight-line basis (which approximates the effective interest rate method) over the terms of the related financing arrangements. Piedmont recognized amortization of such costs for the years ended December 31, 2016, 2015, and 2014 of approximately \$2.9 million, \$2.8 million, and \$2.7 million, respectively.

#### *Deferred income*

Deferred income is primarily comprised of the following items:

- prepaid rent from tenants; and
- tenant reimbursements related to operating expense or property tax expenses which may be due to tenants as part of an annual operating expense reconciliation.

Deferred income related to prepaid rents from tenants will be recognized as income in the period it is earned. Amounts related to operating expense reconciliations or property tax expense are relieved when the tenant's reconciliation is completed in accordance with the underlying lease, and payment is issued to the tenant.

#### *Shares-in-trust*

To date, Piedmont has not issued any shares-in-trust; however, under Piedmont's charter, it has authority to issue a total of 150,000,000 shares-in-trust, which would be issued only in the event that there is a purported transfer of, or other change in or affecting the ownership of, Piedmont's capital stock that would result in a violation of the ownership limits that are included in Piedmont's charter to protect its REIT status.

#### *Preferred Stock*

To date, Piedmont has not issued any shares of preferred stock; however, Piedmont is authorized to issue up to 100,000,000 shares of one or more classes or series of preferred stock. Piedmont's board of directors may determine the relative rights, preferences, and privileges of any class or series of preferred stock that may be issued, and can be more beneficial than the rights, preferences, and privileges attributable to Piedmont's common stock.

### *Common Stock*

Under Piedmont's charter, it has authority to issue a total of 750,000,000 shares of common stock with a par value of \$0.01 per share. Each share of common stock is entitled to one vote and participates in distributions equally. The board of directors of Piedmont authorized in June 2015 the repurchase and retirement of up to \$200 million of Piedmont's common stock through June 2017. Piedmont may repurchase the shares from time to time, in accordance with applicable securities laws, in the open market or in privately negotiated transactions. The timing of repurchases is dependent upon market conditions and other factors, and repurchases may be commenced or suspended from time to time in Piedmont's discretion, without prior notice. As of December 31, 2016, there was approximately \$70.2 million in remaining capacity under the program which may be used for share repurchases through June 2017.

### *Dividends*

As a REIT, Piedmont is required by the Internal Revenue Code of 1986, as amended (the "Code"), to make distributions to stockholders each taxable year equal to at least 90% of its annual taxable income, computed without regard to the dividends-paid deduction and by excluding net capital gains attributable to stockholders ("REIT taxable income"). Piedmont sponsors a dividend reinvestment plan ("DRP") pursuant to which common stockholders may elect (if their brokerage agreements allow) to reinvest an amount equal to the dividends declared on their common shares into additional shares of Piedmont's common stock in lieu of receiving cash dividends. Under the DRP, Piedmont has the option to either issue shares purchased in the open market or issue shares directly from Piedmont's authorized but unissued shares, in both cases at a 2% discount for the stockholder. Such election takes place at the settlement of each quarterly dividend in which there are participants in the DRP, and may change from quarter to quarter based on management's judgment of the best use of proceeds for Piedmont.

### *Noncontrolling Interest*

Noncontrolling interest is the equity interest of consolidated entities that are not owned by Piedmont. Noncontrolling interest is adjusted for contributions, distributions, and earnings (losses) applicable to the noncontrolling interest partners of the consolidated joint ventures. All earnings and distributions are allocated to the partners of the consolidated joint ventures in accordance with their respective partnership agreements. Earnings allocated to such noncontrolling interest partners are recorded as income applicable to noncontrolling interest in the accompanying consolidated statements of income.

In addition, certain noncontrolling interests are held in the form of equity participation agreements in Piedmont's consolidated variable interest entities. The equity participation agreements include an option to redeem when certain conditions are met. These instruments are re-measured at the redemption amount once the redemption becomes probable and reclassified to a liability once the redemption option is exercised or conditions are met to make the option mandatorily redeemable.

### *Revenue Recognition*

All leases of real estate assets held by Piedmont are classified as operating leases, and the related base rental income is recognized on a straight-line basis over the terms of the respective leases. Tenant reimbursements are recognized as revenue in the period that the related operating cost is incurred. Rents and tenant reimbursements collected in advance are recorded as deferred income in the accompanying consolidated balance sheets. Lease termination revenues are recognized ratably as rental revenue over the revised remaining lease term after giving effect to the termination notice. Contingent rental income recognition is deferred until the specific lease-related targets are achieved.

Gains on the sale of real estate assets are recognized upon completing the sale and, among other things, determining the sale price and transferring all of the risks and rewards of ownership without significant continuing involvement with the purchaser. Recognition of all or a portion of the gain would be deferred until both of these conditions are met. Losses are primarily recognized through impairment charges when identified.

### *Stock-based Compensation*

Piedmont has issued stock-based compensation in the form of restricted stock to its employees and directors. For employees, such compensation has been issued pursuant to Piedmont's Long-term Incentive Compensation ("LTIC") program. The LTIC program is comprised of an annual restricted stock grant component (the "Restricted Stock Award" program) and a multi-year performance share component (the "Performance Share" program). Awards granted pursuant to the Restricted Stock Award and Performance Share programs, as well as director's awards, are classified as equity awards or liability awards based on the underlying terms of the program agreement. Awards classified as equity awards are expensed straight-line over the vesting period, with issuances recorded as a reduction to additional paid in capital. Awards classified as liability awards are expensed over the service period, with issuances recorded as a reduction to accrued expense. The compensation expense recognized related to both of these award

types is recorded as property operating costs for those employees whose job is related to property operation and as general and administrative expense for all other employees and directors in the accompanying consolidated statements of income.

#### *Non-qualified Deferred Compensation Plan*

Additionally, Piedmont has a non-qualified deferred compensation plan which allows certain employees to elect to defer their receipt of compensation, including both cash and stock-based compensation, until future taxable years. Amounts deferred are invested in trading securities held in a "rabbi trust" and are measured using quoted market prices as of the reporting date. As of December 31, 2016, Piedmont held approximately \$0.2 million of these trading securities. Such investments are included in cash equivalents due to their short-term, liquid nature, with the corresponding liability included in accounts payable, accrued expenses, dividends payable, and accrued capital expenditures in the accompanying consolidated balance sheets.

#### *Legal Fees and Related Insurance Recoveries*

Piedmont recognizes legal expenses in the period in which services are rendered as a component of general and administrative expense for routine corporate matters or as property operating costs for legal expenses attributable to operating properties. Insurance reimbursements related to ongoing legal matters are recorded as a reduction of legal expense in the period that the insurance company definitively notifies Piedmont of its intent to issue payment.

#### *Casualty Losses and Litigation Settlement Expense and Related Insurance Recoveries*

From time to time, specific assets may be damaged or destroyed by natural disasters. Such damages may result in significant expenses related to the destruction of fixed assets or costs to clean, repair, and establish emergency operations at the building or buildings affected by the casualty event. In addition, Piedmont may recognize expenses as a result of issuing rent abatements to tenants for business interruptions caused by the tenants' inability to access the space that they lease from Piedmont. Further, during the year ended December 31, 2012, Piedmont settled two separate securities class action lawsuits. Losses related to the above items are estimated and recorded in the period incurred without regard to whether the loss may be ultimately recoverable under Piedmont's various insurance policies. Any related insurance recoveries are recorded as income in the period that the insurance company definitively notifies Piedmont of its intent to issue payment. During the year ended December 31, 2014, Piedmont recorded recoveries of \$2.9 million related to its settled class action lawsuits. Further, during the years ended December 31, 2016, 2015 and 2014, Piedmont recorded net casualty recoveries/(loss) related to Hurricane Sandy, which impacted its northeast portfolio in October 2012, of approximately \$34,000, \$(0.3) million, and \$4.1 million, respectively. Of the net recoveries related to Hurricane Sandy previously mentioned, Piedmont recognized \$0, \$0.3 million, and \$1.5 million in business interruption insurance recoveries, respectively, during the years ended December 31, 2016, 2015 and 2014.

#### *Discontinued Operations and Disclosures of Disposals of Components of an Entity*

During the year ended December 31, 2014, Piedmont adopted the amendments of Accounting Standards Update No. 2014-08, *Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity* ("ASU 2014-08") which changed the criteria for reporting discontinued operations. Gains and losses on sales related to properties that do not meet the revised definition of discontinued operations and the operational results of these properties are included in income from continuing operations for all periods presented, while the gain on sale is presented in accordance with SEC Rule 3-15 of Regulation S-X in the accompanying consolidated statements of income between discontinued operations and net income. These gains and/or losses, however, are included in continuing operations for purposes of calculating earnings per share data. Operational results related to properties sold or held for sale prior to the adoption of ASU 2014-08 continue to be presented as discontinued operations as the adoption provisions of ASU 2014-08 required prospective implementation.

#### *Net Income Available to Common Stockholders Per Share*

Net income per share-basic is calculated as net income available to common stockholders divided by the weighted average number of common shares outstanding during the period. Net income per share-diluted is calculated as net income available to common stockholders divided by the diluted weighted average number of common shares outstanding during the period, including the dilutive effect of nonvested restricted stock. The dilutive effect of nonvested restricted stock is calculated using the treasury stock method to determine the number of additional common shares that would become outstanding if the remaining unvested restricted stock awards vested.

### *Income Taxes*

Piedmont has elected to be taxed as a REIT under the Code, and has operated as such, beginning with its taxable year ended December 31, 1998. To qualify as a REIT, Piedmont must meet certain organizational and operational requirements, including a requirement to distribute at least 90% of its annual REIT taxable income. As a REIT, Piedmont is generally not subject to federal income taxes, subject to fulfilling, among other things, this distribution requirement. Piedmont is subject to certain taxes related to the operations of properties in certain locations, as well as operations conducted by its taxable REIT subsidiary, POH, which have been provided for in the financial statements. Accordingly, the only provision for federal income taxes in the accompanying consolidated financial statements relates to POH. POH did not have significant tax provisions or deferred income tax items. These operations resulted in approximately \$415,000, \$85,000, and \$0 in income tax expense for the years ended December 31, 2016, 2015, and 2014, respectively, as a component of other income/(expense) in the accompanying consolidated statements of income. Further, Piedmont is subject to certain state and local taxes related to the operations of properties in certain locations, which have been provided for in general and administrative expenses in the accompanying consolidated financial statements.

### *Reclassifications*

Certain prior period amounts have been reclassified to conform to the current period financial statement presentation. The reclassifications relate to: (i) properties classified as held for sale as of March 31, 2016, June 30, 2016, or September 30, 2016, have been reclassified as held for sale as of December 31, 2015 for comparative purposes (see [Note 15](#)); and (ii) provisions for/(recoveries of) bad debts have been reclassified from general and administrative expenses to property operating costs in the accompanying consolidated statements of income for comparative purposes. (see *Tenant Receivables, net and Straight-line Rent Receivables* above).

### *Accounting Pronouncements Adopted during the Year Ended December 31, 2016*

As of January 1, 2016, Piedmont early adopted the provisions of Financial Accounting Standards Board (the "FASB") Accounting Standards Update No. 2016-09, *Compensation- Stock Compensation (Topic 718) Improvements to Employee Share-Based Payment Accounting* ("ASU 2016-09"). The provisions in ASU 2016-09 simplify the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. The implementation of ASU 2016-09 resulted in the reclassification of approximately \$1.7 million and \$1.3 million related to income tax consequences for share-based compensation from cash outflows from operating activities to cash outflows from financing activities in the accompanying consolidated statements of cash flows for the years ended December 31, 2015 and 2014, respectively.

Additionally, as of January 1, 2016, Piedmont also adopted Accounting Standards Update No. 2015-05, *Intangibles- Goodwill and Other- Internal-Use Software (Subtopic 350-40) "Customer's Accounting for Fees Paid in a Cloud Computing Arrangement* on a prospective basis, and Accounting Standards Update No. 2016-15, *Statement of Cash Flows (Topic 230), Classification of Certain Cash Receipts and Cash Payments* ("ASU 2016-15") on a retrospective basis. Piedmont had previously reported applicable transactions on its consolidated statement of cash flows in accordance with the clarifying provisions of ("ASU 2016-09"); therefore, there are no reclassifications associated with adoption.

Finally, as of October 1, 2016, Piedmont early adopted the amended definition of a business described in Accounting Standards Update No. 2017-01, *Business Combinations (Topic 805) Clarifying the Definition of a Business* on a prospective basis. As a result of the revised definition of a business, individual assets are no longer considered a "business" as defined by GAAP. Accordingly, portions of our goodwill balance will no longer be allocated to individual assets that do not qualify as a "business" when they are sold or classified as held for sale. Further, acquisition costs associated with acquisitions of individual assets that do not qualify as business combinations under ASC No. 2017-01 will be capitalized, rather than expensed.

### *Other Recent Accounting Pronouncements*

The FASB has issued Accounting Standards Update No. 2016-05, *Derivatives and Hedging (Topic 815), Effect of Derivative Contract Novations on Existing Hedge Accounting Relationships* ("ASU 2016-05"). The amendments in ASU 2016-05 clarify that a change in the counterparty to a derivative instrument that has been designated as the hedging instrument does not, in and of itself, require de-designation of that hedging relationship provided that all other hedge accounting criteria continue to be met. The amendments in ASU 2016-05 are effective in the first quarter of 2017, and Piedmont does not anticipate any material impact to its consolidated financial statements as a result of adoption.

The FASB has issued Accounting Standards Update No. 2014-09, *Revenue from Contracts with Customers (Topic 606)* ("ASU 2014-09") and Accounting Standards Update No. 2016-08, *Revenue from Contracts with Customers (Topic 606) Principal versus*

*Agent Considerations (Reporting Revenue Gross versus Net)* ("ASU 2016-08"). The amendments in ASU 2014-09, which are further clarified in ASU 2016-08, as well as Accounting Standards Update 2016-10 and Accounting Standards Update 2016-12 (collectively the "Revenue Recognition Amendments"), change the criteria for the recognition of certain revenue streams to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services using a five-step determination process. Steps 1 through 5 involve (i) identifying contracts with a customer, (ii) identifying the performance obligations in the contract, (iii) determining the transaction price, (iv) allocating the transaction price to the performance obligations, and (v) recognizing revenue as an entity satisfies a performance obligation. The revenues impacted by the Revenue Recognition Amendments include a portion of Piedmont's tenant reimbursement revenues and property management fee revenues. Lease contracts and reimbursement revenues associated with property taxes and insurance are specifically excluded from the Revenue Recognition Amendments. The Revenue Recognition Amendments are effective in the first quarter of 2018 for Piedmont. Management has substantially completed its initial assessment of the impact of adoption of the Revenue Recognition Amendments. Approximately 90% of Piedmont's total revenues are derived from either long-term leases with its tenants or reimbursement of property tax and insurance expenses, which are excluded from the scope of the Revenue Recognition Amendments. In addition, based on management's assessment to date, Piedmont does not expect the timing of the recognition of reimbursement revenue and revenue from management agreements to change as a result of the new guidance, though certain classifications may change. As a result, although management continues to evaluate the guidance and disclosures required by the Revenue Recognition Amendments, Piedmont does not anticipate any material impact to its consolidated financial statements as a result of adoption.

The FASB has issued Accounting Standards Update No. 2016-01, *Financial Instruments - Overall (Subtopic 825-10), Recognition and Measurement of Financial Assets and Financial Liabilities* ("ASU 2016-01"). The amendments in ASU 2016-01 require equity investments, except those accounted for under the equity method of accounting, to be measured at estimated fair value with changes in fair value recognized in net income. Additionally, ASU 2016-01 simplifies the impairment assessment of equity investments, and eliminates certain disclosure requirements. The amendments in ASU 2016-01 are effective in the first quarter of 2018, and Piedmont is currently evaluating the potential impact of adoption.

The FASB has issued Accounting Standards Update No. 2016-18, *Statement of Cash Flows (Topic 230), Restricted Cash (a consensus of the FASB Emerging Issues Task Force)* ("ASU 2016-18"). The provisions of ASU 2016-18 require entities to show changes in restricted cash and cash equivalents in addition to cash and cash equivalents in the statement of cash flows. As a result, entities will no longer present transfers between restricted and unrestricted cash in the statement of cash flows. ASU 2016-18 is effective for Piedmont in the first quarter of 2018, with early adoption permitted. Piedmont does not anticipate any material impact to its consolidated financial statements as a result of adoption.

The FASB has issued Accounting Standards Update No. 2016-02, *Leases (Topic 842)*, ("ASU 2016-02"). The amendments in ASU 2016-02 fundamentally change the definition of a lease, as well as the accounting for operating leases by requiring lessees to recognize assets and liabilities which arise from the lease, consisting of a liability to make lease payments (the lease liability) and a right-of-use asset, representing the right to use the leased asset over the term of the lease. Accounting for leases by lessors is substantially unchanged from prior practice as lessors will continue to recognize lease revenue on a straight-line basis. The amendments in ASU 2016-02 are effective in the first quarter of 2019, and Piedmont is currently evaluating the potential impact of adoption.

The FASB has issued Accounting Standards Update No. 2016-13, *Financial Instruments—Credit Losses (Topic 326), Measurement of Credit Losses on Financial Instruments* ("ASU 2016-13"). The provisions of ASU 2016-13 replace the "incurred loss" approach with an "expected loss" model for impairing trade and other receivables, held-to-maturity debt securities, net investment in leases, and off-balance-sheet credit exposures, which will generally result in earlier recognition of allowances for credit losses. Additionally, the provisions change the classification of credit losses related to available-for-sale securities to an allowance, rather than a direct reduction of the amortized cost of the securities. ASU 2016-13 is effective in the first quarter of 2020, with early adoption permitted as of January 1, 2019. Piedmont is currently evaluating the potential impact of adoption.

#### **4. Acquisitions and Development Projects**

During the year ended December 31, 2016, Piedmont acquired three properties and a 99% interest in a joint venture owning two properties using proceeds from the sales of other properties, proceeds from the \$500 Million Unsecured 2015 Line of Credit, and cash on hand, as follows:

Property	Metropolitan Statistical Area	Date of Acquisition	Ownership Percentage Acquired	Rentable Square Feet (Unaudited)	Percentage Leased as of Acquisition (Unaudited)	Net Contractual Purchase Price (in millions)
CNL Center I and CNL Center II	Orlando, Florida	August 1, 2016	99%	622,488	95%	\$ 166.7
One Wayside Road	Boston, Massachusetts	August 10, 2016	100%	200,605	100%	\$ 62.9
Galleria 200	Atlanta, Georgia	October 7, 2016	100%	431,614	89%	\$ 69.6
750 West John Carpenter Freeway	<sup>(1)</sup> Dallas, Texas	November 30, 2016	100%	314,714	78%	\$ 50.6

<sup>(1)</sup> Including 3.5 acres of adjacent developable land.

In addition to these acquisitions, during the year ended December 31, 2016, Piedmont constructed the 500 TownPark building, a 134,400 square foot, approximately 80% pre-leased four-story office building located in Lake Mary, Florida. Approximately \$24.0 million and \$1.0 million was recorded in construction in progress related to this project as of December 31, 2016 and 2015, respectively.

Also during 2016, Piedmont substantially completed the redevelopment of the 3100 Clarendon Boulevard in Arlington, Virginia, from governmental use into Class A private sector space, and the construction of Enclave Place in Houston, Texas, a 300,900 square foot office building.

## 5. Unconsolidated Joint Venture

As of December 31, 2016 and 2015, Piedmont owned an interest in the following unconsolidated joint venture (in thousands):

Joint Venture	Property Held by Joint Venture	Piedmont's Ownership	Piedmont's Investment in Unconsolidated Joint Venture	
			2016	2015
Fund XIII and REIT Joint Venture	8560 Upland Drive	72%	\$ 7,360	\$ 7,368

## 6. Debt

During the year ended December 31, 2016, Piedmont repaid the outstanding balance of its \$125 Million Fixed-Rate Loan and its \$42.5 Million Fixed-Rate Loan, utilizing the first available prepayment opportunity without penalty. Separately, Piedmont incurred during 2016 net additional borrowings on its \$500 Million Unsecured 2015 Line of Credit of approximately \$157.0 million. As of December 31, 2016, Piedmont believes it was in compliance with all financial covenants associated with its debt instruments. See [Note 9](#) for a description of Piedmont's estimated fair value of debt as of December 31, 2016.

The following table summarizes the terms of Piedmont's indebtedness outstanding as of December 31, 2016 and 2015 (in thousands):

Facility <sup>(1)</sup>	Stated Rate	Effective Rate <sup>(2)</sup>	Maturity	Amount Outstanding as of	
				2016	2015
<i>Secured (Fixed)</i>					
\$125 Million Fixed-Rate Loan	5.50%	5.50%	4/1/2016	\$ —	\$ 125,000
\$42.5 Million Fixed-Rate Loan	5.70%	5.70%	10/11/2016	—	42,525
\$140 Million WDC Fixed-Rate Loans <sup>(3)</sup>	5.76%	5.76%	11/1/2017	<b>140,000</b>	140,000
\$35 Million Fixed-Rate Loan <sup>(4)</sup>	5.55%	3.75%	9/1/2021	<b>31,583</b>	32,445
\$160 Million Fixed-Rate Loan <sup>(5)</sup>	3.48%	3.58%	7/5/2022	<b>160,000</b>	160,000
Net premium and unamortized debt issuance costs				<b>1,161</b>	1,319
Subtotal/Weighted Average <sup>(6)</sup>	4.64%			<b>332,744</b>	501,289
<i>Unsecured (Variable and Fixed)</i>					
\$170 Million Unsecured 2015 Term Loan <sup>(7)</sup>	LIBOR + 1.125%	1.78%	5/15/2018	<b>170,000</b>	170,000
\$300 Million Unsecured 2013 Term Loan	LIBOR + 1.20%	2.78%	1/31/2019	<b>300,000</b>	300,000
\$500 Million Unsecured 2015 Line of Credit <sup>(7)</sup>	LIBOR + 1.00%	1.74%	6/18/2019 <sup>(8)</sup>	<b>178,000</b>	21,000
\$300 Million Unsecured 2011 Term Loan	LIBOR + 1.15%	3.35%	1/15/2020	<b>300,000</b>	300,000
\$350 Million Unsecured Senior Notes	3.40%	3.43%	6/01/2023	<b>350,000</b>	350,000
\$400 Million Unsecured Senior Notes	4.45%	4.10%	3/15/2024	<b>400,000</b>	400,000
Discounts and unamortized debt issuance costs				<b>(10,269)</b>	(12,779)
Subtotal/Weighted Average <sup>(6)</sup>	3.19%			<b>1,687,731</b>	1,528,221
Total/Weighted Average <sup>(6)</sup>	3.43%			<b>\$ 2,020,475</b>	\$ 2,029,510

<sup>(1)</sup> Other than the \$35 Million Fixed-Rate Loan, all of Piedmont's outstanding debt as of December 31, 2016 and 2015 is interest-only.

<sup>(2)</sup> Effective rate after consideration of settled or in place interest rate swap agreements and/or issuance premiums or discounts.

<sup>(3)</sup> Collateralized by the 1201 and 1225 Eye Street buildings in Washington, D.C.

<sup>(4)</sup> Collateralized by the 5 Wall Street building in Burlington, Massachusetts.

<sup>(5)</sup> Collateralized by the 1901 Market Street building in Philadelphia, Pennsylvania.

<sup>(6)</sup> Weighted average is based on contractual balance of outstanding debt and the stated or effectively fixed interest rates in the table as of December 31, 2016.

<sup>(7)</sup> On a periodic basis, Piedmont may select from multiple interest rate options, including the prime rate and various-length LIBOR locks. All LIBOR selections are subject to an additional spread over the selected rate based on Piedmont's current credit rating.

<sup>(8)</sup> Piedmont may extend the term for up to one additional year (through two available six month extensions to a final extended maturity date of June 18, 2020) provided Piedmont is not then in default and upon payment of extension fees.

A summary of the aggregate maturities of Piedmont's indebtedness as of December 31, 2016, is provided below (in thousands):

2017	\$ 140,834
2018	170,960
2019	479,014 <sup>(1)</sup>
2020	301,072
2021	27,702
Thereafter	910,000
<b>Total</b>	<b>\$ 2,029,582</b>

<sup>(1)</sup> Includes the balance outstanding as of December 31, 2016 of the \$500 Million Unsecured 2015 Line of Credit. However, Piedmont may extend the term for up to one additional year (through two available six month extensions to a final extended maturity date of June 18, 2020) provided Piedmont is not then in default and upon payment of extension fees.

Piedmont's weighted-average interest rate as of December 31, 2016 and 2015, for the aforementioned borrowings was approximately 3.43% and 3.55%, respectively. Piedmont made interest payments on all indebtedness, including interest rate swap cash settlements of approximately \$69.0 million, \$76.4 million, and \$72.1 million during the years ended December 31, 2016, 2015, and 2014, respectively.

## 7. Variable Interest Entities and Equity Participation Rights

Variable interest holders who have the power to direct the activities of the VIE that most significantly impact the entity's economic performance and have the obligation to absorb the majority of losses of the entity or the right to receive significant benefits of the entity must consolidate the VIE. Each of the following VIEs has the sole purpose of holding land and office buildings and their resulting operations, and are classified in the accompanying consolidated balance sheets in the same manner as Piedmont's wholly-owned properties.

A summary of Piedmont's interests in, and consolidation treatment of, its VIEs and their related carrying values as of December 31, 2016 and 2015 is as follows (net carrying amount in millions):

Entity	Piedmont's % Ownership of Entity	Related Building	Consolidated/ Unconsolidated	Net Carrying Amount as of December 31, 2016	Net Carrying Amount as of December 31, 2015	Primary Beneficiary Considerations
1201 Eye Street N.W. Associates, LLC	49.5%	1201 Eye Street	Consolidated	\$ (6.7)	\$ (7.4)	In accordance with the partnership's governing documents, Piedmont is entitled to 100% of the cash flow of the entity and has sole discretion in directing the management and leasing activities of the building.
1225 Eye Street N.W. Associates, LLC	49.5%	1225 Eye Street	Consolidated	\$ 9.9	\$ 3.8	In accordance with the partnership's governing documents, Piedmont is entitled to 100% of the cash flow of the entity and has sole discretion in directing the management and leasing activities of the building.
Piedmont 500 W. Monroe Fee, LLC	100%	500 W. Monroe	Consolidated	\$ 262.4	\$ 251.4	The Omnibus Agreement with the previous owner includes equity participation rights for the previous owner, if certain financial returns are achieved; however, Piedmont has sole decision making authority and is entitled to 100% of the economic benefits of the property until such returns are met.

Piedmont TownPark Land, LLC previously had an equity participation rights agreement outstanding; however, during the year ended December 31, 2016, Piedmont exercised its right to terminate the equity participation rights agreement related to Piedmont TownPark Land, LLC, without payment of any consideration.

## 8. Derivative Instruments

### *Risk Management Objective of Using Derivatives*

In addition to operational risks which arise in the normal course of business, Piedmont is exposed to economic risks such as interest rate, liquidity, and credit risk. In certain situations, Piedmont has entered into derivative financial instruments such as interest rate swap agreements and other similar agreements to manage interest rate risk exposure arising from current or future variable rate debt transactions. Interest rate swap agreements involve the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. Piedmont's objective in using interest rate derivatives is to add stability to interest expense and to manage its exposure to interest rate movements.

### *Cash Flow Hedges of Interest Rate Risk*

Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty in exchange for Piedmont making fixed-rate payments over the life of the agreements without changing the underlying notional amount. As of December 31, 2016, Piedmont was party to various interest rate swap agreements, all of which are designated as effective cash flow hedges, which fully hedge the variable cash flows associated with its \$300 Million Unsecured 2011 Term Loan and its \$300 Million Unsecured 2013 Term Loan. During the year ended December 31, 2016, Piedmont's forward starting interest rate swap agreements became effective to hedge the extension period of the \$300 Million Unsecured 2011 Term Loan through January 2020. Additionally, during the year ended December 31, 2015, Piedmont settled various forward starting swaps with a total notional value of \$250 million in conjunction with the issuance of the \$160 Million Fixed-Rate Loan (see [Note 6](#)) for a net loss totaling \$1.3 million, of which approximately \$0.1 million was expensed immediately upon termination. The remaining loss was recorded as accumulated other comprehensive income and is being amortized as an increase to interest expense over the seven-year term of the \$160 Million Fixed-Rate Loan. Also during the year ended December 31, 2015, Piedmont favorably settled four forward starting interest rate swaps with a total notional value of \$250 million and recorded the net settlement value of approximately \$0.1 million as an offsetting component to interest expense in the accompanying consolidated statements of income, as Piedmont chose not to issue debt within the timing prescribed by the forward starting swap agreements. This gain on settlement of swaps includes a charge for costs incurred to establish the swaps at inception. The maximum length of time over which Piedmont is hedging its exposure to the variability in future cash flows for forecasted transactions is 36 months.

A detail of Piedmont's interest rate derivatives outstanding as of December 31, 2016 is as follows:

Interest Rate Derivatives:	Number of Swap Agreements	Associated Debt Instrument	Notional Amount (in millions)	Effective Date	Maturity Date
Interest rate swaps	4	\$300 Million Unsecured 2013 Term Loan	200	1/30/2014	1/31/2019
Interest rate swaps	2	\$300 Million Unsecured 2013 Term Loan	100	8/29/2014	1/31/2019
Interest rate swaps	3	\$300 Million Unsecured 2011 Term Loan	300	11/22/2016	1/15/2020
Total			\$ 600		

Piedmont presents its interest rate derivatives on its consolidated balance sheets on a gross basis as interest rate swap assets and interest rate swap liabilities. A detail of Piedmont's interest rate derivatives on a gross and net basis as of December 31, 2016 and 2015, respectively, is as follows (in thousands):

<u>Interest rate swaps classified as:</u>	2016	2015
Gross derivative assets	\$ —	\$ —
Gross derivative liabilities	8,169	9,993
Net derivative liability	\$ 8,169	\$ 9,993

The effective portion of Piedmont's interest rate derivatives, including the gain/(loss) on settlement of forward swaps described above, that was recorded in the accompanying consolidated statements of income for the years ended December 31, 2016, 2015, and 2014, respectively, was as follows (in thousands):

<b>Interest Rate Swaps in Cash Flow Hedging Relationships</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>
Amount of gain/(loss) recognized in OCI on derivatives	\$ (4,126)	\$ (12,509)	\$ (17,122)
Amount of previously recorded loss reclassified from accumulated OCI into interest expense	\$ 4,548	\$ 5,875	\$ 5,145

Piedmont estimates that an additional \$4.1 million will be reclassified from accumulated other comprehensive loss to interest expense over the next twelve months. Piedmont recognized approximately \$0, \$37,000, and \$0 of net loss related to hedge ineffectiveness and terminations of its cash flow hedges during the years ended December 31, 2016, 2015, and 2014, respectively.

Additionally, see [Note 9](#) for fair value disclosures of Piedmont's derivative instruments.

#### *Credit-risk-related Contingent Features*

Piedmont has agreements with its derivative counterparties that contain a provision whereby if Piedmont defaults on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, then Piedmont could also be declared in default on its derivative obligations. If Piedmont were to breach any of the contractual provisions of the derivative contracts, it would be required to settle its obligations under the agreements at their termination value of the estimated fair values plus accrued interest, or approximately \$8.4 million as of December 31, 2016. Additionally, Piedmont has rights of set-off under certain of its derivative agreements related to potential termination fees and amounts payable under the agreements, if a termination were to occur.

## 9. Fair Value Measurements

Piedmont considers its cash and cash equivalents, tenant receivables, notes receivable, restricted cash and escrows, accounts payable and accrued expenses, interest rate swap agreements, and debt to meet the definition of financial instruments. The following table sets forth the carrying and estimated fair value for each of Piedmont's financial instruments, as well as its level within the GAAP fair value hierarchy, as of December 31, 2016 and 2015, respectively (in thousands):

<b>Financial Instrument</b>	<b>2016</b>			<b>2015</b>		
	<b>Carrying Value</b>	<b>Estimated Fair Value</b>	<b>Level Within Fair Value Hierarchy</b>	<b>Carrying Value</b>	<b>Estimated Fair Value</b>	<b>Level Within Fair Value Hierarchy</b>
<b>Assets:</b>						
Cash and cash equivalents <sup>(1)</sup>	\$ 6,992	\$ 6,992	Level 1	\$ 5,441	\$ 5,441	Level 1
Tenant receivables, net <sup>(1)</sup>	\$ 26,494	\$ 26,494	Level 1	\$ 26,339	\$ 26,339	Level 1
Notes receivable <sup>(1)</sup>	\$ —	\$ —	Level 1	\$ 45,400	\$ 45,400	Level 1
Restricted cash and escrows <sup>(1)</sup>	\$ 1,212	\$ 1,212	Level 1	\$ 5,174	\$ 5,174	Level 1
<b>Liabilities:</b>						
Accounts payable and accrued expenses <sup>(1)</sup>	\$ 44,733	\$ 44,733	Level 1	\$ 13,188	\$ 13,188	Level 1
Interest rate swap liability	\$ 8,169	\$ 8,169	Level 2	\$ 9,993	\$ 9,993	Level 2
Debt, net	\$ 2,020,475	\$ 2,027,436	Level 2	\$ 2,029,510	\$ 2,039,139	Level 2

<sup>(1)</sup> For the periods presented, the carrying value of these financial instruments approximates estimated fair value due to its short-term maturity.

Piedmont's debt was carried at book value as of December 31, 2016 and 2015; however, Piedmont's estimate of its estimated fair value is disclosed in the table above. Piedmont uses widely accepted valuation techniques including discounted cash flow analysis based on the contractual terms of the debt facilities, including the period to maturity of each instrument, and uses observable market-based inputs for similar debt facilities which have transacted recently in the market. Therefore, the estimated fair values

determined are considered to be based on significant other observable inputs (Level 2). Scaling adjustments are made to these inputs to make them applicable to the remaining life of Piedmont's outstanding debt. Piedmont has not changed its valuation technique for estimating the fair value of its debt.

Piedmont's interest rate swap agreements presented above, and further discussed in [Note 8](#), are classified as "Interest rate swap" liabilities in the accompanying consolidated balance sheets and were carried at estimated fair value as of December 31, 2016 and 2015. The valuation of these derivative instruments was determined using widely accepted valuation techniques including discounted cash flow analysis based on the contractual terms of the derivatives, including the period to maturity of each instrument, and uses observable market-based inputs, including interest rate curves and implied volatilities. Therefore, the estimated fair values determined are considered to be based on significant other observable inputs (Level 2). In addition, Piedmont considered both its own and the respective counterparties' risk of nonperformance in determining the estimated fair value of its derivative financial instruments by estimating the current and potential future exposure under the derivative financial instruments that both Piedmont and the counterparties were at risk for as of the valuation date. The credit risk of Piedmont and its counterparties was factored into the calculation of the estimated fair value of the interest rate swaps; however, as of December 31, 2016 and 2015, this credit valuation adjustment did not comprise a material portion of the estimated fair value. Therefore, Piedmont believes that any unobservable inputs used to determine the estimated fair values of its derivative financial instruments are not significant to the fair value measurements in their entirety, and does not consider any of its derivative financial instruments to be Level 3 liabilities.

## 10. Impairment Loss on Real Estate Assets

Piedmont recorded impairment loss on real estate assets for the years ended December 31, 2016, 2015, and 2014 (in thousands):

	(Restated) 2016	(Restated) 2015	2014
Eastpoint I & II <sup>(1)</sup>	\$ —	\$ 6,195	\$ —
2 Gatehall Drive <sup>(1)</sup>	—	37,106	—
150 West Jefferson <sup>(1)</sup>	8,259	—	—
9221 Corporate Boulevard <sup>(2)</sup>	2,692	—	—
9200 and 9211 Corporate Boulevard <sup>(3)</sup>	22,950	—	—
Total impairment loss on real estate assets <sup>(4)</sup>	<u>\$ 33,901</u>	<u>\$ 43,301</u>	<u>\$ —</u>

<sup>(1)</sup> Piedmont recognized an impairment loss on real estate assets based upon the difference between the carrying value of the asset including a proportionate amount of goodwill and the contracted sales price, less estimated selling costs.

<sup>(2)</sup> Piedmont, using a probability-weighted model heavily weighted towards the short-term sale of the 9221 Corporate Boulevard building in Rockville, Maryland, determined that the carrying value would not be recovered from the undiscounted future operating cash flows expected from the use of the asset and its eventual disposition. As a result, Piedmont recognized a loss on impairment of approximately \$2.7 million during the year ended December 31, 2016 calculated as the difference between the carrying value of the asset including a proportionate amount of goodwill and the anticipated contract sales price, less estimated selling costs.

<sup>(3)</sup> Piedmont elected to sell its remaining two assets and exit the Rockville, Maryland sub-market of Washington, D.C, after selling the 9221 Corporate Boulevard building in July 2016 (mentioned above). Upon management's change in its hold period assumption for the assets from a long-term hold to a near-term sale, Piedmont recognized an impairment loss of approximately \$23.0 million. The impairment loss was calculated as the difference between the carrying value of the asset including a proportionate amount of goodwill and the anticipated contracted sales price, less estimated selling costs.

<sup>(4)</sup> The fair value measurements used in the evaluation of the non-financial assets above are considered to be Level 1 valuations within the fair value hierarchy as defined by GAAP, as there are direct observations and transactions involving the assets by unrelated, third-party purchasers.

## 11. Commitments and Contingencies

### *Commitments Under Existing Lease Agreements*

Under its existing lease agreements, Piedmont may be required to fund significant tenant improvements, leasing commissions, and building improvements. In addition, certain agreements contain provisions that require Piedmont to issue corporate or property guarantees to provide funding for capital improvements or other financial obligations. Piedmont classifies its capital improvements into two categories: (i) improvements which maintain the building's existing asset value and its revenue generating capacity ("non-incremental capital expenditures") and (ii) improvements which incrementally enhance the building's asset value by expanding its revenue generating capacity ("incremental capital expenditures"). As of December 31, 2016, commitments to fund potential non-incremental capital expenditures over the next five years for tenant improvements totaled approximately \$35.3 million related to Piedmont's existing lease portfolio over the respective lease terms, the majority of which Piedmont estimates may be required to be funded over the next three years based on when the underlying leases commence. For most of Piedmont's leases, the timing of the actual funding of these tenant improvements is largely dependent upon tenant requests for reimbursement. In some cases, these obligations may expire with the leases without further recourse to Piedmont. As of December 31, 2016, commitments for incremental capital expenditures for tenant improvements associated with executed leases totaled approximately \$29.8 million.

### *Contingencies Related to Tenant Audits/Disputes*

Certain lease agreements include provisions that grant tenants the right to engage independent auditors to audit their annual operating expense reconciliations. Such audits may result in the re-interpretation of language in the lease agreements which could result in the refund of previously recognized tenant reimbursement revenues, resulting in financial loss to Piedmont. Piedmont recorded reductions in reimbursement revenues related to such tenant audits/disputes of approximately \$1.1 million, \$0.4 million and \$0.6 million during the years ended December 31, 2016, 2015, and 2014, respectively.

### *Operating Lease Obligations*

As of December 31, 2016, the 2001 NW 64<sup>th</sup> Street building in Ft. Lauderdale, Florida was subject to a ground lease with an expiration date in 2048. The aggregate payment required under the terms of this operating lease as of December 31, 2016 are presented below (in thousands):

2017	\$	93
2018		93
2019		93
2020		93
2021		93
Thereafter		2,439
Total	\$	<u>2,904</u>

Ground rent expense was approximately \$0.1 million, \$0.2 million, and \$0.5 million for the years ended December 31, 2016, 2015, and 2014, respectively, and is included in property operating costs in the accompanying consolidated statements of income. The net book value of the 2001 NW 64<sup>th</sup> Street building located in Ft. Lauderdale, Florida, was approximately \$4.7 million and \$5.0 million as of December 31, 2016 and 2015, respectively. Ground rent expense for 2015 and 2014 includes the River Corporate Center building located in Tempe, Arizona, which was sold in April 2015.

### *Litigation*

Piedmont is from time to time a party to legal proceedings, which arise in the ordinary course of its business. None of these ordinary course legal proceedings are reasonably likely to have a material adverse effect on results of operations or financial condition. Piedmont is not aware of any such legal proceedings contemplated by governmental authorities.

## 12. Stock Based Compensation

### Deferred Stock Awards

From time to time, Piedmont has granted equity awards to all of its employees and independent directors. The deferred stock awards are determined by the Compensation Committee of the board of directors of Piedmont and typically vest on the award anniversary date ratably over a multi-year period. In lieu of providing only deferred stock awards that subsequently vest ratably over a multi-year period, Piedmont utilizes a multi-year performance share program as a portion of the LTIC award eligible for certain of its employees whereby equity awards may be earned only on the relative performance of Piedmont's total stockholder return ("TSR") as compared with a predetermined peer group's total stockholder return over the same multi-year period. Shares, if earned, are not awarded until after the end of the multi-year performance period and vest upon award. Shares granted to independent directors generally vest over a one-year service period.

A rollforward of Piedmont's equity based award activity for the year ended December 31, 2016 is as follows:

	Shares	Weighted-Average Grant Date Fair Value
Unvested and Potential Stock Awards as of December 31, 2015	959,446	\$ 18.67
Deferred Stock Awards Granted	319,083	\$ 19.96
Decrease in Estimated Potential Future Performance Share Awards, net of forfeitures	(2,358)	\$ 21.22
Performance Stock Awards Vested	(53,287)	\$ 18.91
Deferred Stock Awards Vested	(258,776)	\$ 18.57
Deferred Stock Awards Forfeited	(19,885)	\$ 18.29
Unvested and Potential Stock Awards as of December 31, 2016	944,223	\$ 19.44

The following table provides additional information regarding stock award activity during the years ended December 31, 2016, 2015, and 2014 (in thousands except for per share data):

	2016	2015	2014
Weighted-Average Grant Date Fair Value of Deferred Stock Granted During the Period (per share)	\$ 19.96	\$ 17.59	\$ 17.78
Total Grant Date Fair Value of Deferred Stock Vested During the Period	\$ 4,806	\$ 4,239	\$ 3,353
Share-based Liability Awards Paid During the Period <sup>(1)</sup>	\$ 1,127	\$ —	\$ —

<sup>(1)</sup> Amounts reflect the issuance of performance share awards related to the 2013-15 Performance Share Plan during the period.

A detail of Piedmont's outstanding employee deferred stock awards as of December 31, 2016 is as follows:

Date of grant	Type of Award	Net Shares Granted <sup>(1)</sup>	Grant Date Fair Value	Vesting Schedule	Unvested and Potential Shares as of December 31, 2016
January 3, 2014	Deferred Stock Award	86,512	\$ 16.45	Of the shares granted, 20% vested or will vest on January 3, 2015, 2016, 2017, 2018, and 2019, respectively.	52,886
May 9, 2014	Deferred Stock Award	144,625	\$ 18.47	Of the shares granted, 25% vested on the date of grant, and 25% of the shares vest on May 9, 2015, 2016, and 2017, respectively.	44,047
May 9, 2014	Fiscal Year 2014-2016 Performance Share Program	—	\$ 22.00	Shares awarded, if any, will vest immediately upon determination of award in 2017.	118,448 <sup>(2)</sup>
May 1, 2015	Deferred Stock Award	243,884	\$ 17.59	Of the shares granted, 25% vested on the date of grant, and 25% of the shares vest on May 1, 2016, 2017, and 2018, respectively.	138,128
May 1, 2015	Fiscal Year 2015-2017 Performance Share Program	—	\$ 18.42	Shares awarded, if any, will vest immediately upon determination of award in 2018.	268,358 <sup>(2)</sup>
May 12, 2016	Deferred Stock Award- Board of Directors	31,368	\$ 20.40	Of the shares granted, 100% will vest on May 12, 2017.	31,368
May 24, 2016	Deferred Stock Award	259,957	\$ 19.91	Of the shares granted, 25% vested on the date of grant, and 25% of the shares vest on May 24, 2017, 2018, and 2019, respectively.	206,380
May 24, 2016	Fiscal Year 2016-2018 Performance Share Program	—	\$ 23.02	Shares awarded, if any, will vest immediately upon determination of award in 2019.	84,608 <sup>(2)</sup>
<b>Total Unvested and Potential Stock Awards</b>					<b>944,223</b>

<sup>(1)</sup> Amounts reflect the total grant to employees and independent directors, net of shares surrendered upon vesting to satisfy required minimum tax withholding obligations through December 31, 2016.

<sup>(2)</sup> Estimated based on Piedmont's cumulative TSR for the respective performance period through December 31, 2016. Share estimates are subject to change in future periods based on both Piedmont's and its peers' stock performance and dividends paid.

During the years ended December 31, 2016, 2015, and 2014, Piedmont recognized approximately \$8.0 million, \$8.9 million and \$5.3 million of compensation expense related to stock awards, of which approximately \$6.5 million, \$7.0 million and \$3.8 million, related to the amortization of nonvested shares, respectively. During the year ended December 31, 2016, a total of 185,169 shares were issued to employees. As of December 31, 2016, approximately \$3.8 million of unrecognized compensation cost related to nonvested, annual deferred stock awards remained, which Piedmont will record in its consolidated statements of income over a weighted-average vesting period of approximately one year.

### 13. Earnings Per Share

There are no adjustments to "Net income applicable to Piedmont" or "Income from continuing operations" for the diluted earnings per share computations. Adjustments to the carrying amount of non-controlling interest as a result of the measurement of a redeemable equity participation do not impact net income or comprehensive income; rather such adjustments are treated as the repurchase of a non-controlling interest.

Net income per share-basic is calculated as net income available to common stockholders divided by the weighted average number of common shares outstanding during the period. Net income per share-diluted is calculated as net income available to common stockholders divided by the diluted weighted average number of common shares outstanding during the period, including unvested deferred stock awards. Diluted weighted average number of common shares reflects the potential dilution under the treasury stock method that would occur if the remaining unvested deferred stock awards vested and resulted in additional common shares outstanding. Unvested deferred stock awards which are determined to be anti-dilutive are not included in the calculation of diluted weighted average common shares.

The following table reconciles the denominator for the basic and diluted earnings per share computations shown on the consolidated statements of operations for the years ended December 31, 2016, 2015, and 2014, as well as common stock issued and outstanding as of the end of the respective periods (in thousands):

	2016	2015	2014
Weighted-average common shares—basic	145,230	150,538	154,452
Plus incremental weighted-average shares from time-vested conversions:			
Deferred and performance stock awards	405	342	133
Weighted-average common shares—diluted	145,635	150,880	154,585
Common stock issued and outstanding as of period end	145,235	145,512	154,324

#### 14. Operating Leases

Piedmont's real estate assets are leased to tenants under operating leases for which the terms vary, including certain provisions to extend the lease term, options for early terminations subject to specified penalties, and other terms and conditions as negotiated. Piedmont retains substantially all of the risks and benefits of ownership of the real estate assets leased to tenants. Amounts required as security deposits vary depending upon the terms of the respective leases and the creditworthiness of the tenant; however, generally they are not significant. Exposure to credit risk is limited to the extent that tenant receivables exceed this amount. Security deposits related to tenant leases are included in accounts payable, accrued expenses, dividends payable, and accrued capital expenditures in the accompanying consolidated balance sheets.

As of December 31, 2016, approximately 87% of Piedmont's ALR (unaudited) was generated from select office sub-markets in the following major U.S. cities: Atlanta, Boston, Chicago, Dallas, Minneapolis, New York, Orlando, and Washington, D.C. Furthermore, approximately 8.2% of Piedmont's ALR (unaudited) is generated from federal governmental agencies.

The future minimum rental income from Piedmont's investment in real estate assets under non-cancelable operating leases, excluding unconsolidated joint ventures, as of December 31, 2016, is presented below (in thousands):

Years ending December 31:		
2017	\$	434,871
2018		426,532
2019		395,212
2020		359,636
2021		323,940
Thereafter		1,615,265
Total	\$	3,555,456

#### 15. Property Dispositions, Assets Held for Sale, and Discontinued Operations

##### *Property Dispositions*

Since the adoption of ASU 2014-08 during the year ended December 31, 2014, none of Piedmont's property dispositions have met the criteria to be reported as discontinued operations. The operational results for periods prior to sale for properties sold since the adoption of ASU 2014-08 are presented as continuing operations in the accompanying consolidated statements of income, and

the gain/(loss) on sale is presented separately in the consolidated statements of income unless otherwise indicated below. Details of such properties sold are presented below (in thousands), with the calculation of each gain/loss on sale reflecting the allocation of a proportionate amount of goodwill as applicable (see [Note 2](#) for more information):

Buildings Sold	Location	Date of Sale	Revised (2014) or Restated Gain/(Loss) on Sale	Net Sales Proceeds
2020 West 89th Street	Leawood, Kansas	May 19, 2014	\$ 870	\$ 5,515
Two Park Center <sup>(1)</sup>	Hoffman Estates, Illinois	May 29, 2014	\$ (169)	\$ 6,017
3900 Dallas Parkway	Plano, Texas	January 30, 2015	\$ 8,940	\$ 25,803
5601 Headquarters Drive	Plano, Texas	April 28, 2015	\$ 6,390	\$ 33,326
River Corporate Center	Tempe, Arizona	April 29, 2015	\$ 4,144	\$ 24,223
Copper Ridge Center	Lyndhurst, New Jersey	May 1, 2015	\$ 11,358	\$ 50,372 <sup>(2)</sup>
Eastpoint I & II	Mayfield Heights, Ohio	July 28, 2015	\$ (177) <sup>(4)</sup>	\$ 17,342
3750 Brookside Parkway	Alpharetta, Georgia	August 10, 2015	\$ 761	\$ 13,624
Chandler Forum	Chandler, Arizona	September 1, 2015	\$ 13,805	\$ 32,267
Aon Center	Chicago, Illinois	October 29, 2015	\$ 84,218	\$ 646,243
2 Gatehall Drive	Parsippany, New Jersey	December 21, 2015	\$ 162 <sup>(4)</sup>	\$ 50,369
1055 East Colorado Boulevard	Pasadena, California	April 21, 2016	\$ 29,462	\$ 60,076
Fairway Center II	Brea, California	April 28, 2016	\$ 14,406	\$ 33,062
1901 Main Street	Irvine, California	May 2, 2016	\$ 29,964	\$ 63,149 <sup>(3)</sup>
9221 Corporate Boulevard	Rockville, Maryland	July 27, 2016	\$ (192) <sup>(4)</sup>	\$ 12,035
150 West Jefferson	Detroit, Michigan	July 29, 2016	\$ (664) <sup>(4)</sup>	\$ 77,844
9200 and 9211 Corporate Boulevard	Rockville, Maryland	September 28, 2016	\$ (41) <sup>(4)</sup>	\$ 12,519
11695 Johns Creek Parkway	Johns Creek, Georgia	December 22, 2016	\$ 1,978	\$ 13,827
Braker Pointe III	Austin, Texas	December 29, 2016	\$ 18,579	\$ 48,006

<sup>(1)</sup> Property was owned as part of the unconsolidated joint venture, Fund XIII and REIT Joint Venture. As such, the loss on sale was presented as equity in income/(loss) of unconsolidated joint ventures.

<sup>(2)</sup> As part of the transaction, Piedmont accepted a secured promissory note from the buyer for the remaining \$45.4 million owed on the sale. During the year ended December 31, 2016, the note receivable was repaid in full and such proceeds are reflected in the accompanying consolidated statements of cash flows as net sales proceeds from the sale of wholly-owned properties.

<sup>(3)</sup> As part of the transaction, Piedmont accepted a secured promissory note from the buyer for \$33.0 million, and the note receivable was repaid in full during the year ended December 31, 2016. As such, the full proceeds from the sale of the property are reflected in the accompanying consolidated statements of cash flows as net sales proceeds from the sale of wholly-owned properties.

(4) As discussed in [Note 10](#) above, Piedmont recognized an impairment loss prior to, or in conjunction with, the sale of the property. Therefore, any gain/(loss) recognized upon the consummation of the sale consists solely of adjustments made subsequent to the sale for closing cost estimates or post-closing prorations.

*Assets Held for Sale*

As of December 31, 2016, no assets met the criteria for held for sale classification. For comparative purposes, any property which met the criteria to be presented as held for sale as of March 31, 2016, June 30, 2016, or September 30, 2016 was re-classified as held for sale as of December 31, 2015. The only property meeting this criteria was the 150 West Jefferson building (sold on July 29, 2016). Details of amounts held for sale as of December 31, 2015 are presented below (in thousands):

	(Restated)	
	December 31, 2016	December 31, 2015
Real estate assets held for sale, net:		
Land	\$ —	\$ 9,759
Building and improvements, less accumulated depreciation of \$0 and \$32,162 as of December 31, 2016, and 2015, respectively	—	66,840
Construction in progress	—	15
Total real estate assets held for sale, net	<u>\$ —</u>	<u>\$ 76,614</u>
Other assets held for sale, net:		
Straight-line rent receivables	\$ —	\$ 4,729
Prepaid expenses and other assets	—	66
Allocation of goodwill (see Note 2)	—	2,287
Deferred lease costs, less accumulated amortization of \$0 and \$1,162 as of December 31, 2016 and 2015, respectively	—	3,695
Total other assets held for sale, net	<u>\$ —</u>	<u>\$ 10,777</u>

*Discontinued Operations*

Asset disposals previously classified as, and that continue to be reported as, discontinued operations for the year ended December 31, 2014 are as follows (in thousands):

Building Sold	Location	Date of Sale	(Revised)	
			Gain/(Loss) on Sale	Net Sales Proceeds
11107 and 11109 Sunset Hills Road	Reston, Virginia	March 19, 2014	\$ (102)	\$ 22,326
1441 West Long Lake Road	Troy, Michigan	April 30, 2014	\$ 182	\$ 7,202
4685 Investment Drive	Troy, Michigan	April 30, 2014	\$ 191	\$ 11,198

Details comprising income from discontinued operations are presented below (in thousands):

	Years Ended December 31,		
	2016	2015	2014 (Revised)
<b>Revenues:</b>			
Rental income	\$ —	\$ 19	\$ 1,365
Tenant reimbursements	—	64	125
Property management fee revenue	—	—	1
	—	83	1,491
<b>Expenses:</b>			
Property operating costs	—	(1)	225
Depreciation	—	—	83
Amortization	—	—	223
	—	(1)	531
<b>Other income (expense):</b>			
Other income/(expense)	—	—	(6)
	—	—	(6)
<b>Operating income, excluding gain/(loss) on sale of real estate assets</b>	<b>—</b>	<b>84</b>	<b>954</b>
<b>Gain/(loss) on sale of real estate assets</b>	<b>—</b>	<b>(1)</b>	<b>262</b>
<b>Income from discontinued operations</b>	<b>\$ —</b>	<b>\$ 83</b>	<b>\$ 1,216</b>

#### 16. Supplemental Disclosures of Noncash Activities

Certain noncash investing and financing activities for the years ended December 31, 2016, 2015, and 2014 (in thousands) are outlined below:

	2016	2015	2014
Accrued capital expenditures and deferred lease costs	\$ 14,427	\$ 20,630	\$ 19,896
Accrued dividends and discount on dividend reinvestments	\$ 30,532	\$ —	\$ —
Escrowed cash from prior year applied to acquisitions in the current year	\$ —	\$ (5,050)	\$ —
Change in accrued share repurchases as part of an announced plan	\$ —	\$ —	\$ (2,006)

## 17. Income Taxes

Piedmont's income tax basis net income for the years ended December 31, 2016, 2015, and 2014, is calculated as follows (in thousands):

	(Restated) 2016	(Restated) 2015	(Revised) 2014
GAAP basis financial statement net income	\$ 99,732	\$ 131,304	\$ 42,150
Increase (decrease) in net income resulting from:			
Depreciation and amortization expense recognized for financial reporting purposes in excess of amounts recognized for income tax purposes	69,214	(1,717)	50,810
Rental income accrued for income tax purposes less than amounts for financial reporting purposes	(18,964)	(12,123)	(28,504)
Net amortization of above/below-market lease intangibles for income tax purposes in excess of amounts for financial reporting purposes	(4,895)	(4,614)	(4,705)
Gain on disposal of property for financial reporting purposes in excess of amounts for income tax purposes	(118,713)	(43,493)	(28,360)
Taxable income/(loss) of Piedmont Washington Properties, Inc., in excess of amount for financial reporting purposes	(1,042)	2,491	(468)
Other expenses, including impairment loss on real estate assets, for financial reporting purposes in excess of amounts for income tax purposes	42,019	54,425	5,727
Taxable income for Piedmont Office Holdings, Inc. in excess of amount for financial reporting purposes	648	—	—
Income tax basis net income, prior to dividends paid deduction	<u>\$ 67,999</u>	<u>\$ 126,273</u>	<u>\$ 36,650</u>

For income tax purposes, dividends to common stockholders are characterized as ordinary income, capital gains, or as a return of a stockholder's invested capital. The composition of Piedmont's distributions per common share is presented below:

	2016	2015	2014
Ordinary income	81.77%	31.75%	29.32%
Return of capital	18.23%	—%	70.68%
Capital gains	—%	68.25%	—%
	<u>100%</u>	<u>100%</u>	<u>100%</u>

As of December 31, 2016 and 2015, the tax basis carrying value of Piedmont's total assets was approximately \$4.3 billion and \$4.2 billion, respectively.

Accrued interest and penalties related to uncertain tax positions are included in accounts payable, accrued expenses, dividends payable, and accrued capital expenditures in the accompanying consolidated balance sheets and the tax liability recorded, including the interest and penalties, was approximately \$3.8 million as of December 31, 2016 and 2015. Piedmont recorded no additional expense during the years ended December 31, 2016, 2015, and 2014, respectively, related to such positions. The tax years 2013 to 2016 remain open to examination by various federal and state taxing authorities.

## 18. Quarterly Results (unaudited)

A summary of the unaudited quarterly financial information for the years ended December 31, 2016 (restated), 2015 (restated), and 2014 (revised) is presented below (in thousands, except per-share data):

Statement of Income Data:	2016			
	First	Second	Third	Fourth
Revenues	\$ 138,012	\$ 135,307	\$ 138,485	\$ 143,911
Impairment loss on real estate assets	\$ —	\$ 10,950	\$ 22,951	\$ —
Real estate operating income	\$ 26,372	\$ 14,791	\$ 2,988	\$ 26,633
Income/(loss) from continuing operations	\$ 10,396	\$ (1,553)	\$ (13,065)	\$ 10,529
Income/(loss) from discontinued operations	\$ —	\$ (1)	\$ 1	\$ —
Gain/(loss) on sale of real estate assets	\$ (20)	\$ 73,835	\$ (57)	\$ 19,652
Net Income	\$ 10,376	\$ 72,281	\$ (13,121)	\$ 30,181
Net income/(loss) applicable to Piedmont	\$ 10,372	\$ 72,278	\$ (13,107)	\$ 30,189
<b>Per-Share Data:</b>				
Basic and diluted earnings/(loss) per share	\$ 0.07	\$ 0.50	\$ (0.09)	\$ 0.21
Dividends declared per share	\$ 0.21	\$ 0.21	\$ 0.21	\$ 0.21
<b>Balance Sheet Data:</b>				
Goodwill	\$ 104,786	\$ 99,278	\$ 98,918	\$ 98,918
Other assets held for sale, net	\$ 11,236	\$ 8,761	\$ —	\$ —
Total assets	\$ 4,281,993	\$ 4,217,680	\$ 4,307,118	\$ 4,368,168
Total debt, net (unsecured and secured debt)	\$ 2,002,918	\$ 1,884,314	\$ 1,994,078	\$ 2,020,475
Cumulative distributions in excess of earnings	\$ (1,578,728)	\$ (1,536,948)	\$ (1,580,553)	\$ (1,580,863)
Piedmont stockholders' equity	\$ 2,085,610	\$ 2,124,870	\$ 2,085,906	\$ 2,095,821
Total stockholders' equity	\$ 2,086,639	\$ 2,125,895	\$ 2,087,804	\$ 2,097,703
Total liabilities and stockholders' equity	\$ 4,281,993	\$ 4,217,680	\$ 4,307,118	\$ 4,368,168

Statement of Income Data:	2015			
	First	Second	Third	Fourth
Revenues	\$ 149,759	\$ 146,734	\$ 148,815	\$ 139,461
Impairment loss on real estate assets	\$ —	\$ 6,196	\$ 37,105	\$ —
Real estate operating income	\$ 28,214	\$ 19,983	\$ (3,424)	\$ 28,938
Income/(loss) from continuing operations	\$ 9,176	\$ 2,531	\$ (21,318)	\$ 11,164
Income/(loss) from discontinued operations	\$ —	\$ (3)	\$ 14	\$ 72
Gain on sale of real estate assets	\$ 8,940	\$ 21,520	\$ 14,796	\$ 84,427
Net income/(loss)	\$ 18,116	\$ 24,048	\$ (6,508)	\$ 95,663
Net income/(loss) applicable to Piedmont	\$ 18,112	\$ 24,044	\$ (6,512)	\$ 95,660
<b>Per-Share Data:</b>				
Basic and diluted earnings/(loss) per share	\$ 0.12	\$ 0.15	\$ (0.05)	\$ 0.65
Dividends declared per share	\$ 0.21	\$ 0.21	\$ 0.21	\$ 0.21
<b>Balance Sheet Data:</b>				
Goodwill	\$ 145,340	\$ 139,407	\$ 134,770	\$ 104,786
Other assets held for sale, net	\$ 9,703	\$ 9,938	\$ 10,038	\$ 10,777
Total assets	\$ 4,780,000	\$ 4,735,408	\$ 4,689,613	\$ 4,361,511
Total debt, net (unsecured and secured debt)	\$ 2,318,717	\$ 2,312,804	\$ 2,421,099	\$ 2,029,510
Cumulative distributions in excess of earnings	\$ (1,411,258)	\$ (1,465,715)	\$ (1,613,418)	\$ (1,550,698)
Piedmont stockholders' equity	\$ 2,252,423	\$ 2,216,423	\$ 2,048,669	\$ 2,122,395
Total stockholders' equity	\$ 2,253,452	\$ 2,217,448	\$ 2,049,698	\$ 2,123,420
Total liabilities and stockholders' equity	\$ 4,780,000	\$ 4,735,408	\$ 4,689,613	\$ 4,361,511

	2014			
<b>Statement of Income Data:</b>	<b>First</b>	<b>Second</b>	<b>Third</b>	<b>Fourth</b>
Revenues	\$ 136,320	\$ 138,580	\$ 144,641	\$ 146,711
Real estate operating income	\$ 25,277	\$ 26,556	\$ 27,199	\$ 28,789
Income from continuing operations	\$ 9,037	\$ 9,325	\$ 9,150	\$ 12,567
Income/(loss) from discontinued operations	\$ 360	\$ 882	\$ 16	\$ (42)
Gain/(loss) on sale of real estate assets	\$ —	\$ 878	\$ —	\$ (8)
Net Income	\$ 9,397	\$ 11,085	\$ 9,166	\$ 12,517
Net income applicable to Piedmont	\$ 9,393	\$ 11,081	\$ 9,162	\$ 12,514
<b>Per-Share Data:</b>				
Basic and diluted earnings per share	\$ 0.06	\$ 0.07	\$ 0.06	\$ 0.08
Dividends declared per share	\$ 0.20	\$ 0.20	\$ 0.20	\$ 0.21

## **19. Guarantor and Non-Guarantor Financial Information**

The following condensed consolidating financial information for Piedmont Operating Partnership, L.P. (the "Issuer"), Piedmont Office Realty Trust, Inc. (the "Guarantor"), and the other directly and indirectly owned subsidiaries of the Guarantor (the "Non-Guarantor Subsidiaries") is provided pursuant to the requirements of Rule 3-10 of Regulation S-X regarding financial statements of guarantors and issuers of guaranteed registered securities. The Issuer is a wholly-owned subsidiary of the Guarantor, and all guarantees by the Guarantor of securities issued by the Issuer are full and unconditional. The principal elimination entries relate to investments in subsidiaries and intercompany balances and transactions, including transactions with the Non-Guarantor Subsidiaries.

**Condensed Consolidated Balance Sheets (As Restated, See Note 2)**

**As of December 31, 2016**

<i>(in thousands)</i>	Issuer	Guarantor	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>Assets:</b>					
Real estate assets, at cost:					
Land	\$ 46,133	\$ —	\$ 623,715	\$ —	\$ 669,848
Buildings and improvements, less accumulated depreciation	228,194	—	2,699,430	(300)	2,927,324
Intangible lease assets, less accumulated amortization	725	—	98,970	—	99,695
Construction in progress	145	—	34,680	—	34,825
Total real estate assets	275,197	—	3,456,795	(300)	3,731,692
Investments in and amounts due from unconsolidated joint ventures	7,360	—	—	—	7,360
Cash and cash equivalents	3,674	150	3,168	—	6,992
Tenant and straight-line receivables, net	20,159	—	172,183	—	192,342
Advances to affiliates	6,464,135	1,315,616	—	(7,779,751)	—
Investment in subsidiary	—	3,630,564	181	(3,630,745)	—
Notes receivable	88,910	—	95,790	(184,700)	—
Prepaid expenses, restricted cash, escrows, and other assets	6,189	—	20,575	(1,897)	24,867
Goodwill	98,918	—	—	—	98,918
Deferred lease costs, net	16,550	—	289,447	—	305,997
Total assets	\$ 6,981,092	\$ 4,946,330	\$ 4,038,139	\$ (11,597,393)	\$ 4,368,168
<b>Liabilities:</b>					
Debt, net	\$ 1,701,933	\$ —	\$ 503,242	\$ (184,700)	\$ 2,020,475
Accounts payable, accrued expenses, dividends payable, and accrued capital expenditures	17,365	31,230	118,712	(1,897)	165,410
Advances from affiliates	708,340	5,071,521	2,098,146	(7,878,007)	—
Deferred income	5,206	—	23,200	—	28,406
Intangible lease liabilities, net	—	—	48,005	—	48,005
Interest rate swaps	8,169	—	—	—	8,169
Total liabilities	2,441,013	5,102,751	2,791,305	(8,064,604)	2,270,465
<b>Stockholders' Equity:</b>					
Common stock	—	1,452	—	—	1,452
Additional paid-in capital	3,626,564	3,676,000	1,309	(3,630,745)	3,673,128
Retained/(cumulative distributions in excess of) earnings	911,411	(3,833,873)	1,243,643	97,956	(1,580,863)
Other comprehensive loss	2,104	—	—	—	2,104
Piedmont stockholders' equity	4,540,079	(156,421)	1,244,952	(3,532,789)	2,095,821
Noncontrolling interest	—	—	1,882	—	1,882
Total stockholders' equity	4,540,079	(156,421)	1,246,834	(3,532,789)	2,097,703
Total liabilities and stockholders' equity	\$ 6,981,092	\$ 4,946,330	\$ 4,038,139	\$ (11,597,393)	\$ 4,368,168

**Condensed Consolidated Balance Sheets (As Restated, See Note 2)**

**As of December 31, 2015**

<i>(in thousands)</i>	Issuer	Guarantor	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>Assets:</b>					
Real estate assets, at cost:					
Land	\$ 54,459	\$ —	\$ 621,632	\$ —	\$ 676,091
Buildings and improvements, less accumulated depreciation	270,057	—	2,567,706	(300)	2,837,463
Intangible lease assets, less accumulated amortization	1,268	—	83,395	—	84,663
Construction in progress	240	—	20,735	—	20,975
Real estate assets held for sale, net	76,614	—	—	—	76,614
Total real estate assets	402,638	—	3,293,468	(300)	3,695,806
Investments in and amounts due from unconsolidated joint ventures	7,577	—	—	—	7,577
Cash and cash equivalents	2,174	150	3,117	—	5,441
Tenant and straight-line rent receivables, net	23,738	—	149,994	—	173,732
Advances to affiliates	6,127,343	1,251,530	—	(7,378,873)	—
Investment in subsidiary	—	3,752,523	186	(3,752,709)	—
Notes receivable	134,750	—	23,890	(113,240)	45,400
Prepaid expenses, restricted cash, escrows, and other assets	7,091	—	24,118	(1,258)	29,951
Goodwill	104,786	—	—	—	104,786
Deferred lease costs, net	20,939	—	267,102	—	288,041
Other assets held for sale, net	10,777	—	—	—	10,777
Total assets	\$ 6,841,813	\$ 5,004,203	\$ 3,761,875	\$ (11,246,380)	\$ 4,361,511
<b>Liabilities:</b>					
Debt, net	\$ 1,552,007	\$ —	\$ 590,743	\$ (113,240)	\$ 2,029,510
Accounts payable, accrued expenses, and accrued capital expenditures	18,954	580	110,189	(1,258)	128,465
Advances from affiliates	580,526	5,033,266	1,842,577	(7,456,369)	—
Deferred income	5,905	—	21,365	—	27,270
Intangible lease liabilities, net	—	—	42,853	—	42,853
Interest rate swaps	9,993	—	—	—	9,993
Total liabilities	2,167,385	5,033,846	2,607,727	(7,570,867)	2,238,091
<b>Stockholders' Equity:</b>					
Common stock	—	1,455	—	—	1,455
Additional paid-in capital	3,748,524	3,672,849	1,314	(3,752,710)	3,669,977
Retained/(cumulative distributions in excess of) earnings	924,243	(3,703,947)	1,151,809	77,197	(1,550,698)
Other comprehensive loss	1,661	—	—	—	1,661
Piedmont stockholders' equity	4,674,428	(29,643)	1,153,123	(3,675,513)	2,122,395
Noncontrolling interest	—	—	1,025	—	1,025
Total stockholders' equity	4,674,428	(29,643)	1,154,148	(3,675,513)	2,123,420
Total liabilities and stockholders' equity	\$ 6,841,813	\$ 5,004,203	\$ 3,761,875	\$ (11,246,380)	\$ 4,361,511

**Condensed Consolidated Statements of Income (As Restated, See Note 2)**  
**For the year ended December 31, 2016**

<i>(in thousands)</i>	Issuer	Guarantor	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>Revenues:</b>					
Rental income	\$ 55,007	\$ —	\$ 407,514	\$ (2,631)	\$ 459,890
Tenant reimbursements	14,081	—	80,378	(498)	93,961
Property management fee revenue	—	—	16,897	(15,033)	1,864
	<u>69,088</u>	<u>—</u>	<u>504,789</u>	<u>(18,162)</u>	<u>555,715</u>
<b>Expenses:</b>					
Property operating costs	31,967	—	205,344	(18,377)	218,934
Depreciation	16,657	—	111,076	—	127,733
Amortization	3,715	—	71,404	—	75,119
Impairment loss on real estate assets	8,259	—	25,642	—	33,901
General and administrative	28,314	311	36,065	(35,446)	29,244
	<u>88,912</u>	<u>311</u>	<u>449,531</u>	<u>(53,823)</u>	<u>484,931</u>
<b>Real estate operating income/(loss)</b>	<b>(19,824)</b>	<b>(311)</b>	<b>55,258</b>	<b>35,661</b>	<b>70,784</b>
<b>Other income (expense):</b>					
Interest expense	(49,108)	—	(27,636)	11,884	(64,860)
Other income/(expense)	9,560	282	2,029	(11,884)	(13)
Net recoveries from casualty events and litigation settlements	—	—	34	—	34
Equity in income of unconsolidated joint ventures	362	—	—	—	362
	<u>(39,186)</u>	<u>282</u>	<u>(25,573)</u>	<u>—</u>	<u>(64,477)</u>
<b>Income/(loss) from continuing operations</b>	<b>(59,010)</b>	<b>(29)</b>	<b>29,685</b>	<b>35,661</b>	<b>6,307</b>
<b>Gain on sale of real estate assets</b>	<b>31,275</b>	<b>—</b>	<b>62,135</b>	<b>—</b>	<b>93,410</b>
<b>Net income/(loss)</b>	<b>(27,735)</b>	<b>(29)</b>	<b>91,820</b>	<b>35,661</b>	<b>99,717</b>
<b>Less: Net loss applicable to noncontrolling interest</b>	<b>—</b>	<b>—</b>	<b>15</b>	<b>—</b>	<b>15</b>
<b>Net income/(loss) applicable to Piedmont</b>	<b>\$ (27,735)</b>	<b>\$ (29)</b>	<b>\$ 91,835</b>	<b>\$ 35,661</b>	<b>\$ 99,732</b>

**Condensed Consolidated Statements of Income (As Restated, See Note 2)**  
**For the year ended December 31, 2015**

<i>(in thousands)</i>	Issuer	Guarantor	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>Revenues:</b>					
Rental income	\$ 67,317	\$ —	\$ 404,460	\$ (2,905)	\$ 468,872
Tenant reimbursements	13,340	—	100,955	(414)	113,881
Property management fee revenue	—	—	17,801	(15,785)	2,016
	<u>80,657</u>	<u>—</u>	<u>523,216</u>	<u>(19,104)</u>	<u>584,769</u>
<b>Expenses:</b>					
Property operating costs	36,380	—	225,428	(19,786)	242,022
Depreciation	20,891	—	113,612	—	134,503
Amortization	4,598	—	56,288	—	60,886
Impairment loss on real estate assets	6,195	—	37,106	—	43,301
General and administrative	29,645	341	35,923	(35,563)	30,346
	<u>97,709</u>	<u>341</u>	<u>468,357</u>	<u>(55,349)</u>	<u>511,058</u>
<b>Real estate operating income/(loss)</b>	<b>(17,052)</b>	<b>(341)</b>	<b>54,859</b>	<b>36,245</b>	<b>73,711</b>
<b>Other income (expense):</b>					
Interest expense	(51,704)	—	(33,540)	11,246	(73,998)
Other income/(expense)	12,600	—	211	(11,246)	1,565
Net recoveries/(loss) from casualty events and litigation settlements	23	—	(301)	—	(278)
Equity in income of unconsolidated joint ventures	553	—	—	—	553
	<u>(38,528)</u>	<u>—</u>	<u>(33,630)</u>	<u>—</u>	<u>(72,158)</u>
<b>Income/(loss) from continuing operations</b>	<b>(55,580)</b>	<b>(341)</b>	<b>21,229</b>	<b>36,245</b>	<b>1,553</b>
<b>Discontinued operations:</b>					
Operating income	15	—	69	—	84
Loss on sale of real estate assets	(1)	—	—	—	(1)
<b>Income from discontinued operations</b>	<b>14</b>	<b>—</b>	<b>69</b>	<b>—</b>	<b>83</b>
<b>Gain on sale of real estate assets</b>	<b>45,225</b>	<b>—</b>	<b>84,458</b>	<b>—</b>	<b>129,683</b>
<b>Net income/(loss)</b>	<b>(10,341)</b>	<b>(341)</b>	<b>105,756</b>	<b>36,245</b>	<b>131,319</b>
<b>Less: Net income applicable to noncontrolling interest</b>	<b>—</b>	<b>—</b>	<b>(15)</b>	<b>—</b>	<b>(15)</b>
<b>Net income/(loss) applicable to Piedmont</b>	<b>\$ (10,341)</b>	<b>\$ (341)</b>	<b>\$ 105,741</b>	<b>\$ 36,245</b>	<b>\$ 131,304</b>

**Condensed Consolidated Statements of Income (As Revised, See Note 2)**  
**For the year ended December 31, 2014**

<i>(in thousands)</i>	Issuer	Guarantor	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>Revenues:</b>					
Rental income	\$ 72,843	\$ —	\$ 386,995	\$ (5,203)	\$ 454,635
Tenant reimbursements	16,566	—	93,516	(534)	109,548
Property management fee revenue	—	—	16,516	(14,447)	2,069
	<u>89,409</u>	<u>—</u>	<u>497,027</u>	<u>(20,184)</u>	<u>566,252</u>
<b>Expenses:</b>					
Property operating costs	42,621	—	217,786	(20,976)	239,431
Depreciation	23,512	—	115,084	—	138,596
Amortization	4,754	—	51,825	—	56,579
General and administrative	23,235	300	28,232	(27,942)	23,825
	<u>94,122</u>	<u>300</u>	<u>412,927</u>	<u>(48,918)</u>	<u>458,431</u>
<b>Real estate operating income/(loss)</b>	<b>(4,713)</b>	<b>(300)</b>	<b>84,100</b>	<b>28,734</b>	<b>107,821</b>
<b>Other income (expense):</b>					
Interest expense	(47,355)	—	(39,625)	12,534	(74,446)
Other income/(expense)	11,944	—	652	(12,534)	62
Net recoveries from casualty events and litigation settlements	1,322	1,479	4,191	—	6,992
Equity in loss of unconsolidated joint ventures	(350)	—	—	—	(350)
	<u>(34,439)</u>	<u>1,479</u>	<u>(34,782)</u>	<u>—</u>	<u>(67,742)</u>
<b>Income/(loss) from continuing operations</b>	<b>(39,152)</b>	<b>1,179</b>	<b>49,318</b>	<b>28,734</b>	<b>40,079</b>
<b>Discontinued operations:</b>					
Operating income	913	—	41	—	954
Gain on sale of real estate assets	70	—	192	—	262
<b>Income from discontinued operations</b>	<b>983</b>	<b>—</b>	<b>233</b>	<b>—</b>	<b>1,216</b>
<b>Gain on sale of real estate assets</b>	<b>—</b>	<b>—</b>	<b>870</b>	<b>—</b>	<b>870</b>
<b>Net income/(loss)</b>	<b>(38,169)</b>	<b>1,179</b>	<b>50,421</b>	<b>28,734</b>	<b>42,165</b>
<b>Less: Net income applicable to noncontrolling interest</b>	<b>—</b>	<b>—</b>	<b>(15)</b>	<b>—</b>	<b>(15)</b>
<b>Net income/(loss) applicable to Piedmont</b>	<b>\$ (38,169)</b>	<b>\$ 1,179</b>	<b>\$ 50,406</b>	<b>\$ 28,734</b>	<b>\$ 42,150</b>

**Condensed Consolidated Statements of Cash Flows (As Restated, See Note 2)**  
**For the year ended December 31, 2016**

<i>(in thousands)</i>	Issuer	Guarantor	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>Net Cash Provided By/(Used In) Operating Activities</b>	\$ (26,260)	\$ 5,214	\$ 221,195	\$ 35,660	\$ 235,809
<b>Cash Flows from Investing Activities:</b>					
Investment in real estate assets, consolidated joint venture, and real estate related intangibles, net of accruals	(5,060)	—	(454,836)	—	(459,896)
Intercompany note receivable	440	—	(71,900)	71,460	—
Net sales proceeds from wholly-owned properties	200,220	—	165,698	—	365,918
Deferred lease costs paid	(2,758)	—	(23,138)	—	(25,896)
Net cash provided by/(used in) investing activities	192,842	—	(384,176)	71,460	(119,874)
<b>Cash Flows from Financing Activities:</b>					
Debt issuance costs paid	(264)	—	—	—	(264)
Proceeds from debt	695,000	—	—	—	695,000
Repayments of debt	(538,000)	—	(168,875)	—	(706,875)
Intercompany note payable	(9,600)	—	81,060	(71,460)	—
Costs of issuance of common stock	—	(342)	—	—	(342)
Shares withheld to pay tax obligations related to employee stock compensation	—	(2,344)	—	—	(2,344)
Repurchases of common stock as part of announced plan	—	(7,943)	—	—	(7,943)
(Distributions to)/repayments from affiliates	(312,218)	97,016	250,862	(35,660)	—
Dividends paid and discount on dividend reinvestments	—	(91,601)	(15)	—	(91,616)
Net cash provided by/(used in) financing activities	(165,082)	(5,214)	163,032	(107,120)	(114,384)
<b>Net increase in cash and cash equivalents</b>	1,500	—	51	—	1,551
<b>Cash and cash equivalents, beginning of year</b>	2,174	150	3,117	—	5,441
<b>Cash and cash equivalents, end of year</b>	\$ 3,674	\$ 150	\$ 3,168	\$ —	\$ 6,992

**Condensed Consolidated Statements of Cash Flows (As Restated, See Note 2)**  
**For the year ended December 31, 2015**

<i>(in thousands)</i>	Issuer	Guarantor	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>Net Cash Provided By/(Used In) Operating Activities</b>	\$ (27,077)	\$ 4,699	\$ 205,177	\$ 36,245	\$ 219,044
<b>Cash Flows from Investing Activities:</b>					
Investment in real estate assets, consolidated joint venture, and real estate related intangibles, net of accruals	(12,203)	—	(489,241)	—	(501,444)
Intercompany note receivable	72,000	—	—	(72,000)	—
Redemption of noncontrolling interest in unconsolidated variable interest entity	—	—	(4,000)	—	(4,000)
Net sales proceeds from wholly-owned properties	151,557	—	696,612	—	848,169
Deferred lease costs paid	(3,792)	—	(33,891)	—	(37,683)
Net cash provided by/(used in) investing activities	207,562	—	169,480	(72,000)	305,042
<b>Cash Flows from Financing Activities:</b>					
Debt issuance costs paid	(575)	—	(506)	—	(1,081)
Proceeds from debt	1,142,577	—	159,281	—	1,301,858
Repayments of debt	(1,438,000)	—	(106,301)	—	(1,544,301)
Intercompany note payable	—	—	(72,000)	72,000	—
Costs of issuance of common stock	—	(326)	—	—	(326)
Shares withheld to pay tax obligations related to employee stock compensation	—	(1,710)	—	—	(1,710)
Repurchases of common stock as part of announced plan	—	(158,860)	—	—	(158,860)
(Distributions to)/repayments from affiliates	109,544	281,073	(354,372)	(36,245)	—
Dividends paid and discount on dividend reinvestments	—	(126,516)	(15)	—	(126,531)
Net cash provided by/(used in) financing activities	(186,454)	(6,339)	(373,913)	35,755	(530,951)
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(5,969)</b>	<b>(1,640)</b>	<b>744</b>	<b>—</b>	<b>(6,865)</b>
<b>Cash and cash equivalents, beginning of year</b>	<b>8,143</b>	<b>1,790</b>	<b>2,373</b>	<b>—</b>	<b>12,306</b>
<b>Cash and cash equivalents, end of year</b>	<b>\$ 2,174</b>	<b>\$ 150</b>	<b>\$ 3,117</b>	<b>\$ —</b>	<b>\$ 5,441</b>

**Condensed Consolidated Statements of Cash Flows (As Revised, See Note 2)**  
**For the year ended December 31, 2014**

<i>(in thousands)</i>	Issuer	Guarantor	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>Net Cash Provided by Operating Activities</b>	\$ 5,448	\$ 4,088	\$ 178,889	\$ 28,733	\$ 217,158
<b>Cash Flows from Investing Activities:</b>					
Investment in real estate assets, consolidated joint venture, and real estate related intangibles, net of accruals	(23,541)	—	(267,918)	—	(291,459)
Intercompany note receivable	650	—	—	(650)	—
Net sales proceeds from wholly-owned properties	29,519	—	16,713	—	46,232
Net sales proceeds received from unconsolidated joint ventures	6,017	—	—	—	6,017
Investments in unconsolidated joint ventures	(42)	—	—	—	(42)
Deferred lease costs paid	(4,472)	—	(23,222)	—	(27,694)
Net cash provided by/(used in) investing activities	8,131	—	(274,427)	(650)	(266,946)
<b>Cash Flows from Financing Activities:</b>					
Debt issuance costs paid	(1,294)	—	—	—	(1,294)
Proceeds from debt	1,052,527	—	—	—	1,052,527
Repayments of debt	(238,000)	—	(575,702)	—	(813,702)
Discount due to loan modification	(1,135)	—	—	—	(1,135)
Intercompany note payable	—	—	(650)	650	—
Shares withheld to pay tax obligations related to employee stock compensation	—	(1,275)	—	—	(1,275)
Repurchases of common stock as part of announced plan	—	(54,802)	—	—	(54,802)
(Distributions to)/repayments from affiliates	(820,795)	178,812	670,716	(28,733)	—
Dividends paid and discount on dividend reinvestments	—	(125,183)	(15)	—	(125,198)
Net cash provided by/(used in) financing activities	(8,697)	(2,448)	94,349	(28,083)	55,121
<b>Net increase/(decrease) in cash and cash equivalents</b>	4,882	1,640	(1,189)	—	5,333
<b>Cash and cash equivalents, beginning of year</b>	3,261	150	3,562	—	6,973
<b>Cash and cash equivalents, end of year</b>	\$ 8,143	\$ 1,790	\$ 2,373	\$ —	\$ 12,306

## 20. Subsequent events

### *Declaration of Dividend for the First Quarter 2017*

On February 8, 2017, the board of directors of Piedmont declared dividends for the first quarter 2017 in the amount of \$0.21 per share on its common stock to stockholders of record as of the close of business on February 24, 2017. Such dividends are to be paid on March 17, 2017.

### *Sale of Two Independence Square*

Subsequent to December 31, 2016, Piedmont entered into a binding contract with limited contingencies to sell Two Independence Square, its 600,000 square foot, 9-story, office building located in the southwest submarket of Washington, D.C. and 100% leased to the National Aeronautics and Space Administration for \$359.6 million (\$593 per square foot). The transaction is expected to close during the first half of 2017.

**Piedmont Office Realty Trust, Inc.**  
**Schedule III - Real Estate and Accumulated Depreciation**  
**December 31, 2016**  
**(dollars in thousands)**

Description	Location	Ownership Percentage	Encumbrances	Initial Cost			Costs Capitalized Subsequent to Acquisition (b)	Gross Amount at Which Carried at December 31, 2016			Accumulated Depreciation and Amortization	Date of Construction	Date Acquired	Life on which Depreciation and Amortization is Computed (in years) (d)
				Land	Buildings and Improvements	Total (a)		Land	Buildings and Improvements	Total (c)				
1430 ENCLAVE PARKWAY	Houston, TX	100%	None	7,100	37,915	45,015	2,050	5,506	41,559	47,065	18,517	1994	12/21/2000	0 - 40
CRESCENT RIDGE II	Minnetonka, MN	100%	None	7,700	45,154	52,854	7,651	8,021	52,484	60,505	22,236	2000	12/21/2000	0 - 40
1200 CROWN COLONY DRIVE	Quincy, MA	100%	None	11,042	40,666	51,708	3,506	11,042	44,172	55,214	18,445	1990	7/30/2001	0 - 40
5601 HIATUS ROAD	Tamarac, FL	100%	None	3,642	10,404	14,046	1,721	3,642	12,125	15,767	5,691	2001	12/21/2001	0 - 40
WINDY POINT I	Schaumburg, IL	100%	None	4,537	31,847	36,384	2,071	4,537	33,918	38,455	13,116	1999	12/31/2001	0 - 40
WINDY POINT II	Schaumburg, IL	100%	None	3,746	55,026	58,772	16,696	3,746	71,722	75,468	26,654	2001	12/31/2001	0 - 40
SARASOTA COMMERCE CENTER II	Sarasota, FL	100%	None	1,767	20,533	22,300	2,730	2,203	22,827	25,030	9,652	1999	1/11/2002	0 - 40
2001 NW 64th STREET	Ft. Lauderdale, FL	100%	(e)	—	7,172	7,172	966	—	8,138	8,138	3,428	2001	4/18/2002	0 - 40
90 CENTRAL STREET	Boxborough, MA	100%	None	3,642	29,497	33,139	3,070	3,642	32,567	36,209	13,092	2001	5/3/2002	0 - 40
DESERT CANYON 300	Phoenix, AZ	100%	None	2,602	24,333	26,935	45	2,602	24,378	26,980	9,289	2001	6/4/2002	0 - 40
6031 CONNECTION DRIVE	Irving, TX	100%	None	3,157	43,656	46,813	4,305	3,157	47,961	51,118	18,841	1999	8/15/2002	0 - 40
6021 CONNECTION DRIVE	Irving, TX	100%	None	3,157	42,662	45,819	10,541	3,157	53,203	56,360	18,207	2000	8/15/2002	0 - 40
6011 CONNECTION DRIVE	Irving, TX	100%	None	3,157	29,034	32,191	2,597	3,157	31,631	34,788	13,167	1999	8/15/2002	0 - 40
TWO INDEPENDENCE SQUARE	Washington, DC	100%	None	52,711	202,702	255,413	58,844	52,711	261,546	314,257	88,319	1991	11/22/2002	0 - 40
ONE INDEPENDENCE SQUARE	Washington, DC	100%	None	29,765	104,814	134,579	24,250	30,562	128,267	158,829	40,467	1991	11/22/2002	0 - 40
2120 WEST END AVENUE	Nashville, TN	100%	None	4,908	59,011	63,919	6,671	5,101	65,489	70,590	25,014	2000	11/26/2002	0 - 40
800 NORTH BRAND BOULEVARD	Glendale, CA	100%	None	23,605	136,284	159,889	12,937	23,607	149,219	172,826	52,172	1990	12/20/2002	0 - 40
US BANCORP CENTER	Minneapolis, MN	100%	None	11,138	175,629	186,767	17,422	11,138	193,051	204,189	65,628	2000	5/1/2003	0 - 40
AUBURN HILLS CORPORATE CENTER	Auburn Hills, MI	100%	None	1,978	16,570	18,548	(8,081)	1,591	8,876	10,467	4,292	2001	5/9/2003	0 - 40
GLENRIDGE HIGHLANDS TWO	Atlanta, GA	100%	None	6,662	69,031	75,693	(17,857)	6,662	51,174	57,836	19,919	2000	8/1/2003	0 - 40

Description	Location	Ownership Percentage	Encumbrances	Initial Cost			Costs Capitalized Subsequent to Acquisition (b)	Gross Amount at Which Carried at December 31, 2016			Accumulated Depreciation and Amortization	Date of Construction	Date Acquired	Life on which Depreciation and Amortization is Computed (in years) (d)
				Land	Buildings and Improvements	Total (a)		Land	Buildings and Improvements	Total (c)				
200 BRIDGEWATER CROSSING	Bridgewater, NJ	100%	None	8,182	84,160	92,342	(11,740)	8,328	72,274	80,602	25,815	2002	8/14/2003	0 - 40
400 VIRGINIA AVE	Washington, DC	100%	None	22,146	49,740	71,886	(792)	22,146	48,948	71,094	17,279	1985	11/19/2003	0 - 40
4250 NORTH FAIRFAX DRIVE	Arlington, VA	100%	None	13,636	70,918	84,554	4,240	13,636	75,158	88,794	24,989	1998	11/19/2003	0 - 40
1225 EYE STREET (f)	Washington, DC	49.5%	57,600	21,959	47,602	69,561	7,565	21,959	55,167	77,126	17,014	1986	11/19/2003	0 - 40
1201 EYE STREET (g)	Washington, DC	49.5%	82,400	31,985	63,139	95,124	(55)	31,984	63,085	95,069	20,043	2001	11/19/2003	0 - 40
1901 MARKET STREET	Philadelphia, PA	100%	160,000	13,584	166,683	180,267	53,684	20,829	213,122	233,951	71,421	1987	12/18/2003	0 - 40
60 BROAD STREET	New York, NY	100%	None	32,522	168,986	201,508	12,390	60,708	153,190	213,898	51,381	1962	12/31/2003	0 - 40
1414 MASSACHUSETTS AVENUE	Cambridge, MA	100%	None	4,210	35,821	40,031	(284)	4,365	35,382	39,747	16,045	1873	1/8/2004	0 - 40
ONE BRATTLE SQUARE	Cambridge, MA	100%	None	6,974	64,940	71,914	(2,976)	7,113	61,825	68,938	34,237	1991	2/26/2004	0 - 40
600 CORPORATE DRIVE	Lebanon, NJ	100%	None	3,934	—	3,934	16,281	3,934	16,281	20,215	6,969	2005	3/16/2004	0 - 40
1075 WEST ENTRANCE DRIVE	Auburn Hills, MI	100%	None	5,200	22,957	28,157	(313)	5,207	22,637	27,844	8,128	2001	7/7/2004	0 - 40
3100 CLARENDON BOULEVARD	Arlington, VA	100%	None	11,700	69,705	81,405	38,680	11,791	108,294	120,085	21,673	1987	12/9/2004	0 - 40
400 BRIDGEWATER CROSSING	Bridgewater, NJ	100%	None	10,400	71,052	81,452	(15,626)	10,400	55,426	65,826	16,329	2002	2/17/2006	0 - 40
LAS COLINAS CORPORATE CENTER I	Irving, TX	100%	None	3,912	18,830	22,742	(3,667)	2,543	16,532	19,075	5,065	1998	8/31/2006	0 - 40
LAS COLINAS CORPORATE CENTER II	Irving, TX	100%	None	4,496	29,881	34,377	(3,624)	2,543	28,210	30,753	8,536	1998	8/31/2006	0 - 40
TWO PIERCE PLACE	Itasca, IL	100%	None	4,370	70,632	75,002	10,640	8,156	77,486	85,642	28,680	1991	12/7/2006	0 - 40
2300 CABOT DRIVE	Lisle, IL	100%	None	4,390	19,549	23,939	(4,073)	4,390	15,476	19,866	4,054	1998	5/10/2007	0 - 40
PIEDMONT POINTE I	Bethesda, MD	100%	None	11,200	58,606	69,806	7,371	11,200	65,977	77,177	17,043	2007	11/13/2007	0 - 40
PIEDMONT POINTE II	Bethesda, MD	100%	None	13,300	70,618	83,918	8,115	13,300	78,733	92,033	18,682	2008	6/25/2008	0 - 40

Description	Location	Ownership Percentage	Encumbrances	Initial Cost			Costs Capitalized Subsequent to Acquisition (b)	Gross Amount at Which Carried at December 31, 2016			Accumulated Depreciation and Amortization	Date of Construction	Date Acquired	Life on which Depreciation and Amortization is Computed (in years) (d)
				Land	Buildings and Improvements	Total (a)		Land	Buildings and Improvements	Total (c)				
SUWANEE GATEWAY ONE	Suwanee, GA	100%	None	1,000	6,875	7,875	3,159	2,401	8,633	11,034	1,533	2008	9/28/2010	0 - 40
ONE MERIDIAN CROSSINGS	Richfield, MN	100%	None	2,919	24,398	27,317	318	2,919	24,716	27,635	4,340	1997	10/1/2010	0 - 40
TWO MERIDIAN CROSSINGS	Richfield, MN	100%	None	2,661	25,742	28,403	590	2,661	26,332	28,993	4,592	1998	10/1/2010	0 - 40
500 WEST MONROE STREET	Chicago, IL	100%	None	36,990	185,113	222,103	42,561	36,990	227,674	264,664	35,293	1991	3/31/2011	0 - 40
THE DUPREE	Atlanta, GA	100%	None	4,080	14,310	18,390	877	4,080	15,187	19,267	3,814	1997	4/29/2011	0 - 40
THE MEDICI	Atlanta, GA	100%	None	1,780	11,510	13,290	4,988	1,780	16,498	18,278	2,873	2008	6/7/2011	0 - 40
225 PRESIDENTIAL WAY	Boston, MA	100%	None	3,626	36,916	40,542	(764)	3,612	36,166	39,778	8,150	2000	9/13/2011	0 - 40
235 PRESIDENTIAL WAY	Boston, MA	100%	None	4,154	44,048	48,202	(911)	4,138	43,153	47,291	9,686	2001	9/13/2011	0 - 40
400 TOWNPARK	Lake Mary, FL	100%	None	2,570	20,555	23,125	3,555	2,570	24,110	26,680	4,107	2008	11/10/2011	0 - 40
ARLINGTON GATEWAY	Arlington, VA	100%	None	36,930	129,070	166,000	1,384	36,930	130,454	167,384	19,186	2005	3/4/2013	0 40
5 & 15 WAYSIDE ROAD	Burlington, MA	100%	None	7,190	55,445	62,635	1,536	7,190	56,981	64,171	7,917	1999 / 2001	3/22/2013	0 40
5301 MARYLAND WAY	Brentwood, TN	100%	None	5,740	9,717	15,457	(1,768)	5,740	7,949	13,689	581	1989	8/12/2013	0 40
6565 MACARTHUR BOULEVARD	Irving, TX	100%	None	4,820	37,767	42,587	512	4,820	38,279	43,099	5,115	1998	12/5/2013	0 40
ONE LINCOLN PARK	Dallas, TX	100%	None	6,640	44,810	51,450	1,383	6,640	46,193	52,833	5,121	1999	12/20/2013	0 40
161 CORPORATE CENTER	Irving, TX	100%	None	2,020	10,680	12,700	130	2,020	10,810	12,830	1,814	1998	12/30/2013	0 40
5 WALL STREET	Burlington, MA	100%	31,583	9,560	50,276	59,836	—	9,560	50,276	59,836	6,271	2008	6/27/2014	0 40
1155 PERIMETER CENTER WEST	Atlanta, GA	100%	None	5,870	66,849	72,719	5	5,870	66,854	72,724	7,039	2000	8/28/2014	0 40
PARK PLACE ON TURTLE CREEK	Dallas, TX	100%	None	4,470	38,048	42,518	1,778	4,470	39,826	44,296	3,603	1986	1/16/2015	0 40
80 CENTRAL STREET	Boxborough, MA	100%	None	1,980	8,930	10,910	40	1,980	8,970	10,950	998	1988	7/24/2015	0 40
ENCLAVE PLACE	Houston, TX	100%	None	1,890	60,094	61,984	3,716	1,890	63,810	65,700	1,994	2015	N/A	0 40
SUNTRUST CENTER	Orlando, FL	100%	None	11,660	139,015	150,675	(192)	11,660	138,823	150,483	6,981	1988	11/4/2015	0 40
GALLERIA 300	Atlanta, GA	100%	None	4,000	73,554	77,554	1,003	4,000	74,557	78,557	4,329	1987	11/4/2015	0 40
GLENRIDGE HIGHLANDS ONE	Atlanta, GA	100%	None	5,960	50,013	55,973	886	5,960	50,899	56,859	3,078	1998	11/24/2015	0 40

Description	Location	Ownership Percentage	Encumbrances	Initial Cost			Costs Capitalized Subsequent to Acquisition (b)	Gross Amount at Which Carried at December 31, 2016			Accumulated Depreciation and Amortization	Date of Construction	Date Acquired	Life on which Depreciation and Amortization is Computed (in years) (d)
				Land	Buildings and Improvements	Total (a)		Land	Buildings and Improvements	Total (c)				
CNL CENTER I	Orlando, FL	99%	None	6,470	77,858	84,328	(263)	6,470	77,595	84,065	1,505	1999	8/1/2016	0 - 40
CNL CENTER II	Orland, FL	99%	None	4,550	55,609	60,159	754	4,550	56,363	60,913	1,106	2006	8/1/2016	0 - 40
ONE WAYSIDE ROAD	Boston, MA	100%	None	6,240	57,124	63,364	—	6,240	57,124	63,364	1,643	1997 / 2008	8/10/2016	0 - 40
GALLERIA 200	Atlanta, GA	100%	None	6,470	55,825	62,295	(24)	6,470	55,801	62,271	768	1984	10/7/2016	0 - 40
750 WEST JOHN CARPENTER FREEWAY (h)	Irving, TX	100%	None	7,860	36,303	44,163	—	7,860	36,303	44,163	219	1999	11/30/2016	0 - 40
PIEDMONT POWER, LLC (i)	Bridgewater, NJ	100%	None	—	79	79	2,740	—	2,819	2,819	534	N/A	12/20/2011	0 - 40
UNDEVELOPED LAND PARCELS (j)	Various	100%	None	18,061	—	18,061	24,904	18,061	24,904	42,965	6	N/A	Various	N/A
<b>Total— Consolidated REIT Properties</b>				<u>\$632,277</u>	<u>\$ 3,792,292</u>	<u>\$4,424,569</u>	<u>\$ 360,848</u>	<u>\$669,848</u>	<u>\$ 4,115,569</u>	<u>\$4,785,417</u>	<u>\$ 1,053,725</u>			

Description	Location	Ownership Percentage	Encumbrances	Initial Cost			Costs Capitalized Subsequent to Acquisition (b)	Gross Amount at Which Carried at December 31, 2016			Accumulated Depreciation and Amortization	Date of Construction	Date Acquired	Life on which Depreciation and Amortization is Computed (in years) (d)
				Land	Buildings and Improvements	Total (a)		Land	Buildings and Improvements	Total (c)				
8560 UPLAND DRIVE	Englewood, CO	72%	None	1,954	11,216	13,170	1,438	2,048	12,560	14,608	4,979	2001	12/21/2001	0 - 40
<b>Total – Unconsolidated JV Properties</b>				<b>\$ 1,954</b>	<b>\$ 11,216</b>	<b>\$ 13,170</b>	<b>\$ 1,438</b>	<b>\$ 2,048</b>	<b>\$ 12,560</b>	<b>\$ 14,608</b>	<b>\$ 4,979</b>			
<b>Total – All Properties</b>				<b>\$634,231</b>	<b>\$ 3,803,508</b>	<b>\$4,437,739</b>	<b>\$ 362,286</b>	<b>\$671,896</b>	<b>\$ 4,128,129</b>	<b>\$4,800,025</b>	<b>\$ 1,058,704</b>			

- (a) Total initial cost excludes purchase price allocated to intangible lease origination costs and intangible lease liabilities.
- (b) Includes write-offs of fully depreciated/amortized capitalized assets.
- (c) The net carrying value of Piedmont's total assets for federal income tax purposes is approximately \$4.3 billion.
- (d) Piedmont's assets are depreciated or amortized using the straight-lined method over the useful lives of the assets by class. Generally, Tenant Improvements and Lease Intangibles are amortized over the lease term. Generally, Building Improvements are depreciated over 5 - 25 years, Land Improvements are depreciated over 20 - 25 years, and Buildings are depreciated over 40 years.
- (e) Property is owned subject to a long-term ground lease.
- (f) As a result of its 49.5% membership interest in 1225 Eye Street, N.W. Associates, LLC, Piedmont owns 49.5% of the 1225 Eye Street building. Piedmont is deemed to have control over the joint venture and, as such, consolidates the joint venture, including the building.
- (g) As a result of its 49.5% membership interest in 1201 Eye Street, N.W. Associates, LLC, Piedmont owns 49.5% of the 1201 Eye Street building. Piedmont is deemed to have control over the joint venture and, as such, consolidates the joint venture, including the building.
- (h) As part of the acquisition of the property, Piedmont purchased an adjoining, developable land parcel of 3.5 acres for \$1.0 million.
- (i) Represents solar panels at the 400 Bridgewater Crossing building.
- (j) Undeveloped Land Parcels includes land parcels which Piedmont may develop in the future, as well as the initial development costs of the 500 TownPark building.

**Piedmont Office Realty Trust, Inc.**  
**Schedule III - Real Estate and Accumulated Depreciation**  
**December 31, 2016**  
**(dollars in thousands)**

	2016	2015	2014
<b>Real Estate:</b>			
Balance at the beginning of the year	\$ 4,725,096	\$ 5,267,615	\$ 5,038,005
Additions to/improvements of real estate	422,908	452,106	316,991
Assets disposed	(296,319)	(926,592)	(71,627)
Assets impaired <sup>(1)</sup>	(30,898)	(40,169)	—
Write-offs of intangible assets <sup>(2)</sup>	(11,896)	(7,768)	(9,723)
Write-offs of fully depreciated/amortized assets	(8,866)	(20,096)	(6,031)
Balance at the end of the year	<u>\$ 4,800,025</u>	<u>\$ 4,725,096</u>	<u>\$ 5,267,615</u>
<b>Accumulated Depreciation and Amortization:</b>			
Balance at the beginning of the year	\$ 1,019,663	\$ 1,182,556	\$ 1,060,885
Depreciation and amortization expense	155,274	155,009	156,808
Assets disposed	(95,471)	(290,038)	(19,383)
Write-offs of intangible assets <sup>(2)</sup>	(11,896)	(7,768)	(9,723)
Write-offs of fully depreciated/amortized assets	(8,866)	(20,096)	(6,031)
Balance at the end of the year	<u>\$ 1,058,704</u>	<u>\$ 1,019,663</u>	<u>\$ 1,182,556</u>

<sup>(1)</sup> Does not include impairment loss recognized on other assets as a result of the allocation of goodwill (See [Note 2](#)).

<sup>(2)</sup> Consists of write-offs of intangible lease assets related to lease restructurings, amendments and terminations.

## CONSULTING AGREEMENT

This Consulting Agreement (“Consulting Agreement”) between Piedmont Office Realty Trust, Inc. (“Company”) and Raymond L. Owens (“Consultant”) shall become effective on July 1, 2017 (the “Effective Date”), contingent upon Consultant executing, delivering and not revoking the Supplemental Release attached as Exhibit B. The Supplemental Release may not be signed earlier than June 30, 2017, nor later than July 7, 2017. In the event Consultant fails to execute and deliver the Supplemental Release within such timeframe, or if Consultant revokes the Supplemental Release, this Consulting Agreement will be null and void.

The Company desires to benefit from the experience and ability of Consultant, and Consultant desires to render services to the Company on the terms and conditions set forth herein. Therefore, in consideration of the covenants and agreements set forth in this Consulting Agreement, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties to this Consulting Agreement covenant and agree as follows:

(1) Services. The Company hereby engages Consultant to provide the services described on Exhibit A, which is attached hereto and incorporated by reference (the “Services”). Exhibit A may be amended from time to time by mutual written agreement. The Company and Consultant intend that the services provided during the term of this Consulting Agreement will not exceed 20% of the average level of services Consultant provided to the Company over the 36 months preceding the Effective Date, and in any case will not exceed 32 hours per month. Consultant shall comply with all applicable laws and Company policies and use Consultant’s best efforts in the performance of the Services. Consultant represents and warrants that Consultant’s engagement by the Company and Consultant’s performance of the Services will not violate any contractual or legal duty to any third party.

(2) Term. The term of this Consulting Agreement (the “Term”) shall commence on the Effective Date and shall continue for a period of thirty-six (36) months, unless earlier terminated in accordance with Section 6 of this Consulting Agreement or extended by mutual written agreement.

(3) Fees. During the Term, the Company shall pay Consultant fees between \$15,000 to \$20,000 per month, (the “Fees”). The actual monthly Fees within this range will be agreed to at the time of the signing of Exhibit B. The payment shall be made within ten (10) business days after the Company’s receipt of the invoice for the Services provided. Invoices are due on the last business day of each month. The Company shall reimburse Consultant for all reasonable business expenses incurred in accordance with the Company’s business expense reimbursement policy.

(4) Independent Contractor. In performing the Services, Consultant shall act as an independent contractor at all times. Subject only to the general needs and requirements of the Company, Consultant shall determine the means and manner by which Consultant performs the Services. Except to the extent approved in writing by the Chief Executive Officer of the Company, Consultant shall not have the authority, nor act, represent or hold himself/herself out as having authority, to act as an agent or partner of the Company, or in any way bind or commit the Company to any obligation, contract, agreement, or other legal commitment, or to pledge or extend credit in the name of the Company.

(5) Taxes and Benefits. Consultant understands and agrees that, as an independent contractor, Consultant is not eligible to participate in any vacation, group medical or life insurance, disability, profit sharing or retirement benefits or any other fringe benefits or benefit plans offered by the Company to its

employees, and the Company will not be responsible for withholding or paying any income, payroll, Social Security or other foreign, federal, state or local taxes, making any insurance contributions, including unemployment or disability, or obtaining workers' compensation insurance on Consultant's behalf. Consultant shall be fully and solely responsible for, and shall indemnify and hold harmless the Company against, all such taxes or contributions, including penalties and interest. Consultant understands that Consultant will not be covered by the Company's workers' compensation policy, and agrees that the Company shall have no responsibility to Consultant in the event Consultant experiences any injury or illness in connection with performing the Services. Nothing in this paragraph is intended to detract from the privileges and benefits set forth in Paragraph 1 of the Confidential Retirement Agreement and General Release dated November 28, 2016.

(6) Termination. The Company may not terminate this Consulting Agreement prior to the end of the Term unless the Company has reasonably and in good faith determined that the Consultant has breached the terms of this Consulting Agreement, including, without limitation, if the Consultant has failed to properly perform the Services. In such case, the Company shall pay Consultant any Fees then due and payable for any Services completed through the date of such termination, and no further amounts shall be due to Consultant from the Company. Consultant may, at any time and for any reason, terminate this Consulting Agreement upon thirty (30) days' written notice. If either the Company or the Consultant exercises their rights and privileges with respect to terminating this Consulting Agreement, both parties realize that any adverse, disparaging comments about the other could cause irreparable harm to their business and reputation, and for that reason, the Consultant will refrain from making any negative or adverse comments about the Company and its business, directors and officers, and the Company will instruct its directors and officers not to, directly or indirectly, or encourage other employees not to, make negative or adverse comments about Consultant and Consultant's performance. If the person or persons referenced in the preceding sentence act contrary to this provision, upon learning of such act, the Company will direct such persons to cease and desist from engaging in the negative or adverse conduct.

(7) Intellectual Property.

(a) Ownership of Work Product. Consultant acknowledges and agrees that all writings, works of authorship, technology, inventions, discoveries, ideas and other work product of any nature whatsoever, that are created, prepared, produced, authored, edited, amended, conceived or reduced to practice by Consultant individually or jointly with others during the Term and relating in any way to the business or contemplated business, research or development of the Company (regardless of when or where the Work Product is prepared or whose equipment or other resources is used in preparing the same) and all printed, physical and electronic copies, all improvements, rights and claims related to the foregoing, and other tangible embodiments thereof (collectively, "Work Product"), as well as any and all rights in and to copyrights, trade secrets, trademarks (and related goodwill), patents and other intellectual property rights therein arising in any jurisdiction throughout the world and all related rights of priority under international conventions with respect thereto, including all pending and future applications and registrations therefor, and continuations, divisions, continuations-in-part, reissues, extensions and renewals thereof (collectively, "Intellectual Property Rights"), shall be the sole and exclusive property of the Company.

(b) Work Made for Hire; Assignment. Consultant acknowledges that, to the extent permitted by law, all of the Work Product consisting of copyrightable subject matter is "work made for hire" as defined in 17 U.S.C. § 101 and such copyrights are therefore owned by the Company. To the extent that the foregoing does not apply, Consultant hereby irrevocably assigns to the Company, for no additional consideration, Consultant's entire right, title and interest in and to all Work Product and Intellectual Property Rights therein, including the right to sue, counterclaim and recover for all past, present and future

infringement, misappropriation or dilution thereof, and all rights corresponding thereto throughout the world. Nothing contained in this Consulting Agreement is to be construed as reducing or limiting the Company's rights, title or interest in any Work Product or Intellectual Property Rights so as to be less in any respect than that the Company would have had in the absence of this Consulting Agreement.

(c) Further Assurances; Power of Attorney. During and after the Term, Consultant agrees to reasonably cooperate with the Company to (i) apply for, obtain, perfect and transfer to the Company all Work Product as well as all Intellectual Property Rights in the Work Product in any jurisdiction in the world, and (ii) maintain, protect and enforce the same, including, without limitation, executing and delivering to the Company any and all applications, oaths, declarations, affidavits, waivers, assignments and other documents and instruments as may be requested by the Company. Consultant hereby irrevocably grants the Company power of attorney to execute and deliver any such documents on Consultant's behalf in Consultant's name and to do all other lawfully permitted acts to transfer the Work Product to the Company and further the transfer, issuance, prosecution and maintenance of all Intellectual Property Rights therein, to the fullest extent permitted by law, if Consultant does not promptly cooperate with the Company's request (without limiting the rights the Company may have in such circumstances by operation of law). The power of attorney is coupled with an interest and shall not be affected by Consultant's subsequent incapacity.

(d) No License. Consultant understands and agrees that this Consulting Agreement does not, and shall not be construed to, grant Consultant any license or right of any nature with respect to any Work Product or Intellectual Property Rights or any Confidential Information, materials, software or other tools made available to Consultant by the Company.

(8) Non-Disclosure of Confidential Information.

(b) Definition of Confidential Information. For purposes of this Consulting Agreement, "Confidential Information" means confidential information relating to the business of the Company that has value to the Company and is not generally known to its competitors. Confidential Information includes business strategies, methods of operation, pricing information, customer lists, information regarding past, current, and prospective customers, suppliers, distributors, and business partners, financial information and projections, sales and marketing strategies and information, research and development information, legal information, information regarding recruiting and hiring activities and similar confidential information, regardless of whether such information is specifically identified by the Company as confidential. Confidential Information includes trade secrets (as defined under applicable law) as well as information that does not rise to the level of a trade secret, and includes any confidential information that has been entrusted to the Company by another person or entity under an obligation of confidentiality. Confidential Information does not include any information that has been voluntarily disclosed to the public by the Company (except where such public disclosure has been made by Consultant without authorization) or that has been independently developed and disclosed by others, or that otherwise enters the public domain through lawful means.

(c) Restrictions on Use. Except as necessary in connection with Consultant's performance of the Services or as required by law or court order, Consultant shall hold in confidence all Confidential Information and shall not, either directly or indirectly, use or disclose any Confidential Information without the prior written consent of the Company's Chief Executive Officer. Consultant's obligations as set forth in this Consulting Agreement are in addition to and not in lieu of any other obligations Consultant may have to protect Confidential Information (including obligations arising under the Company's policies, ethical rules, and applicable law), and such obligations will continue for so long as the information in question continues to constitute Confidential Information. Nothing in this Consulting Agreement is intended to or should be interpreted as diminishing any rights and remedies that the Company has under applicable law related to the

protection of confidential information or trade secrets. Any unauthorized use or disclosure of Confidential Information during the Term shall constitute a material breach of this Consulting Agreement.

(d) Advance Notice of Required Disclosure. In the event Consultant is requested or required pursuant to any legal, governmental, or investigatory proceeding or process or otherwise to disclose any Confidential Information, Consultant shall promptly notify the Company's Chief Executive Officer in writing (in no event later than five (5) business days prior to the disclosure unless disclosure is required in less than five (5) days, in which case Consultant shall notify the Company as soon as possible), so that the Company may seek a protective order or other appropriate remedy. Consultant shall cooperate with the Company to preserve the confidentiality of such Confidential Information consistent with applicable law or court order, and shall use Consultant's best efforts to limit any such disclosure to the minimum disclosure necessary to comply with such law or court order.

(e) Permitted Disclosures. Notwithstanding any other provision of this Consulting Agreement, nothing contained in this Consulting Agreement limits the ability of Consultant (i) to file a charge or complaint with the Equal Employment Opportunity Commission, the National Labor Relations Board, the Occupational Safety and Health Administration, the Securities and Exchange Commission or any other federal, state or local governmental agency or commission (collectively, "Government Agencies"), or (ii) to provide truthful information in connection with a legal or regulatory proceeding. Further, this Consulting Agreement does not limit the ability of Consultant to communicate with any Government Agencies or otherwise participate in any investigation or proceeding that may be conducted by any Government Agency, including providing documents or other information, without notice to the Company.

(9) Return of Property. Upon the expiration or termination of this Consulting Agreement for any reason, or upon the Company's request at any time, Consultant shall promptly (a) deliver to the Company all property of the Company in Consultant's possession or control, (b) delete all Confidential Information stored on any networks, computers or information storage devices not owned by the Company that are within Consultant's possession or control, and (c) produce for inspection any personal electronic devices that Consultant has used in performing the Services and permit the Company to delete all Company data from such devices.

(10) Restrictive Covenants.

(a) Non-Competition. During the Term, unless Consultant has obtained the prior written consent of the Company, Consultant shall not, directly or indirectly, within a fifty mile radius of the Company's corporate headquarters, render services that are the same as or substantially similar to the services that Consultant provides to the Company under this Consulting Agreement to any entity engaged in the business of owning or managing commercial office buildings.

(b) Non-Solicitation of Customers. During the Term, Consultant shall not, unless such solicitation is made on behalf of the Company or one of its subsidiaries or such solicitation is made with the Company's prior written consent, directly or indirectly, whether for his own account or for the account of any other person, firm, corporation or other business organization, intentionally interfere with the Company's or any of its subsidiaries' relationship with, or endeavor to entice away from the Company or any of its subsidiaries, any person who during the Term is or was a tenant, co-investor, co-developer, joint venturer or other customer of the Company or any of its subsidiaries.

(c) Non-Solicitation of Employees. During the Term, Consultant shall not, directly or by assisting others, solicit or attempt to solicit any person who was an employee or independent contractor of

the Company on, or within six (6) months before, the date of such solicitation or attempted solicitation, or otherwise interfere with the relationship between the Company and any employee or independent contractor of the Company.

(11) **Enforcement.** Consultant acknowledges and agrees that a breach of any of the covenants set forth in Sections 7 through 10 above would cause irreparable harm to the Company, and that the remedies at law for any such breach would be inadequate. Accordingly, Consultant agrees that in addition to any other rights and remedies available at law or in equity, the Company will be entitled to specific performance and injunctive relief, without posting bond or other security, to enforce such covenants. In any action for injunctive relief, the prevailing party will be entitled to collect reasonable attorneys' fees and other reasonable costs from the non-prevailing party.

(12) **Indemnification.** Consultant shall defend, indemnify and hold harmless the Company, its affiliates and related entities, and their respective officers, directors, partners, members, managers, employees, agents, successors and assigns from and against all losses, damages, liabilities, deficiencies, actions, judgments, interest, awards, penalties, fines, costs or expenses of whatever kind (including reasonable attorneys' fees) arising out of or resulting from (a) all losses, damages, injury, litigation, etc. resulting from the Consultant's acts or omissions in connection with Consultant's performance of services under this Consulting Agreement, and (b) Consultant's breach of any representation, warranty or obligation under this Consulting Agreement. The Company may satisfy such indemnity (in whole or in part) by way of deduction from any payment due to Consultant. Likewise, the Company will indemnify and hold harmless the Consultant from (a) all losses, damages, injury, litigation, etc. resulting from the Company's acts or omissions in connection with Consultant's performance of services under this Consulting Agreement, and (b) the Company's breach of any representation, warranty or obligation under this Consulting Agreement.

(13) **Notices.** All notices and other communications among the parties shall be in writing and shall be deemed to have been duly given (a) when delivered in person, (b) when delivered after posting in the United States mail having been sent registered or certified mail return receipt requested, postage prepaid, (c) when delivered by a nationally recognized overnight delivery service, or (d) when delivered by facsimile or email (in each case in this clause (d), solely if receipt is confirmed), addressed as follows:

To the Company: **Piedmont Office Realty Trust, Inc.**  
Attention: Robert Bowers  
Facsimile: 770-418-8702  
Email: robert.bowers@piedmontreit.com

To Consultant: Raymond L. Owens  
\_\_\_\_\_  
\_\_\_\_\_  
Facsimile: \_\_\_\_\_  
Email: \_\_\_\_\_

or to such other address or addresses as the parties may from time to time designate in writing in a notice delivered in accordance with this Section 13.

14. Miscellaneous.

(a) Assignment. Consultant may not assign or subcontract this Consulting Agreement without the prior written consent of the Company. Any assignment or subcontract by Consultant in violation of this provision shall be null and void. The Company may assign this Consulting Agreement to one or more of its affiliates or to any successor to the business and/or assets of the Company. Subject to the foregoing, this Consulting Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective permitted successors and assigns. Each of the Company's affiliates, successors and assigns shall have full rights to enforce the restrictive covenants set forth in this Consulting Agreement.

(b) Severability. Should any provision of this Consulting Agreement be declared or determined by any court of competent jurisdiction to be unenforceable for any reason, the validity of the remaining provision of this Consulting Agreement shall not be affected thereby and the unenforceable provision shall be deemed not to be a part of this Consulting Agreement.

(c) Entire Agreement; Waiver; Modification. This Consulting Agreement constitutes the entire agreement between the parties hereto with respect to the subject matter hereof and supersedes all other prior agreements and understandings, both written and oral, between the parties with respect to the subject matter hereof. No provision of this Consulting Agreement may be modified or waived except in writing signed by Consultant and a duly authorized representative of the Company. If it is determined by a court of competent jurisdiction that any restrictive covenant set forth in this Consulting Agreement is unenforceable, it is the intent of the parties that such restriction be modified by the court to render it enforceable to the maximum extent permitted by law.

(d) Survival. Consultant's obligations under Section 5 and Sections 7 through 11 of this Consulting Agreement, including all subparts, shall survive any termination or expiration of this Consulting Agreement.

(e) Governing Law. This Consulting Agreement will be governed by and construed exclusively in accordance with the laws of the State of Georgia.

(f) Counterparts. This Consulting Agreement may be executed in two or more counterparts, each of which will be deemed an original, and all of which together will constitute one document.

IN WITNESS WHEREOF, the parties hereto have executed this Consulting Agreement on the date(s) indicated below to be effective as of the Effective Date.

CONSULTANT

**PIEDMONT OFFICE REALTY TRUST, INC.**

/s/ Raymond L.Owens  
RAYMOND L. OWENS

By: /s/ Donald A. Miller, CFA  
Name: Donald A. Miller, CFA  
Title: CEO

11-28-16  
Date

11-28-16  
Date

## **EXHIBIT A**

### **Description of the Services**

The Consultant will serve in the role of an advisor (as requested by the Company) in various capacities, including, but not limited to the following:

1. Presentation of Company information to the various rating agencies;
2. Negotiation of terms for various bank lender financings;
3. Assistance with underwriters for various public and private debt placements;
4. Introduction of the Company to various acquisition and disposition investors;
5. Preparation, scheduling and assistance in equity investor presentations; and
6. Consulting with and participation in specific acquisition and disposition negotiations.

The Company and the Consultant intend that the services provided during the term of this Consulting Agreement will not exceed 20% of the average level of services provided to the Company over the 36 months preceding the Effective Date, and in any case not to exceed 32 hours per month.

## **EXHIBIT B**

### **SUPPLEMENTAL RELEASE**

Raymond L. Owens (“Consultant”) unconditionally, irrevocably and absolutely releases and discharges Piedmont Office Realty Company, Inc. (“Company”) and any and all parent and subsidiary corporations, divisions and affiliated corporations, partnerships or other affiliated entities of Company, past and present, as well as Company’s past and present employees, officers, directors, partners, members, shareholders, insurers, employee benefit plans and fiduciaries, attorneys, agents, successors and assigns (collectively, “Released Parties”), from all claims related in any way to the transactions or occurrences between them at any time up to and including the date of Consultant’s execution of this Supplemental Release, to the fullest extent permitted by law, including, but not limited to, Consultant’s employment with Company, the termination of Consultant’s employment, and all other losses, liabilities, claims, charges, demands and causes of action, known or unknown, suspected or unsuspected, arising directly or indirectly out of or in any way connected with Consultant’s employment with Company that may be released under applicable law (the “Released Claims”). This Supplemental Release is intended to have the broadest possible application and includes, but is not limited to, any tort, contract, common law, constitutional or other statutory claims, including, but not limited to alleged violations of federal, state or local law (including, without limitation, Title VII of the Civil Rights Act of 1964, the Americans with Disabilities Act, the Age Discrimination in Employment Act of 1967, the Family and Medical Leave Act, the Civil Rights Act of 1866, the Employee Retirement Income Security Act (with respect to unvested benefits), and all claims for attorneys’ fees, costs and expenses.

This Supplemental Release is not intended to bar, and the defined term “Released Claims” does not include, any claims that, as a matter of law, whether by statute or otherwise, may not be waived, such as claims for workers’ compensation benefits or unemployment insurance benefits or Consultant’s right to provide information to, participate in a proceeding before, or pursue relief from the National Labor Relations Board, the Equal Employment Opportunity Commission (the “EEOC”), or the Securities and Exchange Commission (“SEC”), and other similar federal, state, or local government agencies (collectively, “Government Agencies”). Provided, however, that if Consultant does pursue an administrative claim that may not be waived as a matter of law, or such a claim is pursued on Consultant’s behalf, Consultant expressly waives Consultant’s individual right to recovery of any type, including monetary damages or reinstatement, for any such claim, except that this limitation on monetary recovery will not apply to claims for workers’ compensation, unemployment insurance benefits, or proceedings before the SEC.

Consultant acknowledges that Consultant may discover facts or law different from, or in addition to, the facts or law that Consultant knows or believes to be true with respect to the Released Claims and agrees, nonetheless, that this Supplemental Release shall be and remain effective in all respects notwithstanding such different or additional facts or the discovery of them.

Consultant declares and represents that Consultant intends this Supplemental Release to be complete and not subject to any claim of mistake, and that the release herein expresses a full and complete release of the Released Claims and Consultant intends the release herein to be final and complete. Consultant executes this Supplemental Release with the full knowledge that the release herein covers all Released Claims against the Released Parties, to the fullest extent permitted by law.

By execution of this Supplemental Release Consultant represents that (a) Consultant has been paid or otherwise received all wages, vacation, bonuses, or other amounts owed to Consultant by Company, other than those specifically addressed in the Consulting Agreement, and (b) Consultant has not been denied any

request for leave or accommodation to which Consultant believes Consultant was legally entitled, and Consultant was not otherwise deprived of any of Consultant's rights under the Family and Medical Leave Act, the Americans with Disabilities Act, or any similar state or local statute.

Except as otherwise provided in this Supplemental Release, Consultant agrees that Consultant is precluded from and is waiving all rights to sue based on the Released Claims or to obtain equitable, remedial or punitive relief from any or all of the Released Parties of any kind whatsoever based on the Released Claims, including, without limitation, reinstatement, back pay, front pay, attorneys' fees and any form of injunctive relief. Consultant represents that, as of the date of Consultant's signing this Supplemental Release, Consultant has not filed any lawsuits, charges, complaints, petitions, claims or other accusatory pleadings against the Company or any of the other Released Parties in any court or with any governmental agency and, to the best of Consultant's knowledge, no person or entity has filed any such lawsuits, charges, complaints, petitions, claims or other accusatory pleadings against the Company or any of the other Released Parties on Consultant's behalf. Consultant further represents that Consultant has not assigned, or purported to assign, Consultant's right to file any such lawsuits, charges, complaints, petitions, claims or other accusatory pleadings against the Company or any of the other Released Parties to any other person or entity.

This Supplemental Release is intended to satisfy the requirements of the Older Workers' Benefit Protection Act, 29 U.S.C. sec. 626(f). Consultant is advised to consult with an attorney before executing this Supplemental Release.

- A. *ADEA Release and Waiver.* By entering into this Supplemental Release, Consultant is giving up important rights, including, but not limited to, any rights and claims that may exist under the Age Discrimination in Employment Act of 1967, as amended (the "ADEA").
- B. *Acknowledgments.* Consultant acknowledges and agrees that (a) Consultant has read and understands the terms of this Supplemental Release; (b) Consultant has been advised in writing, by this Consulting Agreement, to consult with an attorney before executing this Supplemental Release; (c) Consultant has obtained and considered such legal counsel as Consultant deems necessary; and (d) by signing this Supplemental Release, Consultant acknowledges that Consultant does so freely, knowingly, and voluntarily.
- C. *Time to Consider.* Consultant has had at least 21 days to consider whether or not to enter into this Supplemental Release and return a signed copy to Company. **Consultant may not sign this Supplemental Release earlier than June 30, 2017, nor later than July 7, 2017.**
- D. *Revocation Right.* For a period of seven (7) calendar days following Consultant's execution of this Supplemental Release, Consultant may revoke this Supplemental Release by delivering a written notice of revocation to Company's Chief Financial Officer, by 5:00 p.m. EST. This Supplemental Release shall not become effective or enforceable until the eighth (8<sup>th</sup>) day after the Consultant has signed this Supplemental Release without having revoked it, and the Consulting Agreement shall not become effective or enforceable until such time.
- E. *Effect of Revocation.* If Consultant exercises Consultant's right to revoke this Supplemental Release, the Consulting Agreement shall be null and void and Consultant shall not be entitled to any Fees payable under the Consulting Agreement.
- F. *Preserved Rights of Employee.* This Supplemental Release does not waive or release any rights or claims that arise after the execution of this Supplemental Release by Employee. In

addition, this Supplemental Release does not prohibit Employee from challenging the validity of this Supplemental Release's waiver and release of claims under the ADEA.

Likewise, the Company, its agents, representatives, supervisors, and all persons acting on its behalf, release the Consultant of all claims, known or unknown, arising out of the Consultant's employment relationship with the Company commencing May 14, 2007 through the effective date of this Release, excluding any claims or actions relating to or arising from Consultant's violation of state or federal laws.

THE PARTIES TO THIS AGREEMENT HAVE READ THE FOREGOING SUPPLEMENTAL RELEASE AND FULLY UNDERSTAND EACH AND EVERY PROVISION CONTAINED THEREIN. THE PARTIES HAVE OBTAINED AND CONSIDERED SUCH LEGAL COUNSEL AS EACH DEEMS NECESSARY TO ENTER INTO THIS AGREEMENT. WHEREFORE, THE PARTIES HAVE EXECUTED THIS SUPPLEMENTAL RELEASE ON THE DATES SHOWN BELOW.

RAYMOND L. OWENS

\_\_\_\_\_  
Dated: \_\_\_\_\_

PIEDMONT OFFICE REALTY TRUST, INC.

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Dated: \_\_\_\_\_

**CONFIDENTIAL RETIREMENT AGREEMENT AND GENERAL RELEASE**

This Confidential Retirement Agreement and General Release (this "Agreement") is made and entered into by and between **Piedmont Office Realty Trust, Inc.** ("Employer") and **Raymond L. Owens** ("Employee").

**WHEREAS**, Employee's employment with Employer ending effective as of June 30, 2017 as the result of Employee's retirement (the "Retirement Date"); and

**WHEREAS**, Employee and Employer will enter into a separate consulting arrangement (the "Consulting Agreement") pursuant to which Employee will provide services to Employer following the Employee's Retirement Date.

**NOW, THEREFORE**, in consideration of the covenants and agreements set forth herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties to this Agreement intending to be legally bound covenant and agree as follows.

1. *Retirement.* Effective as of the Retirement Date, Employee's status as an employee of Employer shall cease in its entirety. On and after the Retirement Date, Employee will not hold himself out as an employee, agent, or authorized representative of Employer, and shall not negotiate or enter into any agreements on behalf of the Employer, or otherwise attempt to bind Employer, except as specifically permitted pursuant to the terms of the Consulting Agreement. Pursuant to the terms of Employee's employment agreement dated May 14, 2007 (the "Employment Agreement"), Employer will pay Employee the following amounts in connection with Employee's retirement:
  - (i) any accrued but unpaid Base Salary (as defined in the Employment Agreement) through the Retirement Date;
  - (ii) a payment in respect of unpaid, but accrued and unused vacation/PTO through the Retirement Date in accordance with Employer's vacation/PTO policy;
  - (iii) any annual bonus or other bonuses earned but unpaid as of the Retirement Date for any previously completed fiscal year;
  - (iv) reimbursement for any unreimbursed business expenses properly incurred by the Employee through the Retirement Date; and
  - (v) equity-based awards to the extent Employee is entitled to payment under the terms of the governing plans and applicable award agreements, including pro-rata performance share plan participation, (items (i) through (v) above collectively referred to as the "Accrued Benefits").

Employee acknowledges that other than the Accrued Benefits, he is not entitled to any additional payments or benefits under his Employment Agreement or otherwise in connection with Employee's termination of employment.

2. *Benefits Termination.* Employee's coverage under the benefit plans of Employer and his participation in and eligibility for any compensation, bonus, or equity plans or practices of Employer will cease on the Retirement Date. Employee may elect such insurance continuation or conversion as may be

available under the applicable benefit plan terms and applicable law for the period after the Retirement Date so long as he makes a valid election for such continuation and makes the payments necessary for continuation or conversion.

3. *Separation Benefits.* In exchange for Employee entering into and not revoking this Agreement and his continued compliance with the terms and conditions of this Agreement and his other obligations, Employer will pay or provide to Employee the following additional benefits:

- i. On May 24, 2016, Employee was granted 10,130 time-vested deferred stock units (“Units”) under the Piedmont Office Realty Trust, Inc. 2007 Omnibus Incentive Plan (the “Incentive Plan”). Pursuant to this Section 3, any of the 7,598 Units that remain unvested on the Retirement Date shall become fully vested on the Retirement Date and shall be paid in accordance with the terms of the award agreement.
- ii. On May 1, 2015, Employee was granted 11,352 Units under the Incentive Plan. Pursuant to this Section 3, any of the 5,676 Units that remain unvested on the Retirement Date shall become fully vested on the Retirement Date and shall be paid in accordance with the terms of the award agreement.
- iii. On May 9, 2014, Employee was granted 6,280 Units under the Incentive Plan. Pursuant to this Section 3, any of the 1,570 Units that remained unvested on the Retirement Date shall become fully vested on the Retirement Date and shall be paid in accordance with the terms of the award agreement.
- iv. Any grant of Units under the Incentive Plan made during 2017 shall become fully vested on the Retirement Date and shall be paid in accordance with the terms of the award agreement.
- v. The Employer agrees to pay the entire COBRA premium for Employee’s continued medical coverage for the twelve (12) months following Employee’s Retirement Date, provided that Employee makes a valid COBRA election. Employee acknowledges that such benefit continuation is intended, and shall be deemed, to satisfy the obligations of the Employer and any of its subsidiaries and affiliates to provide continuation of benefits under COBRA for such period. Employee’s entitlement to benefits pursuant to this paragraph shall cease if, during such period, Employee is employed by or otherwise is rendering services to a third party for which Employee is entitled to receive medical benefits.

Employee acknowledges that in the absence of his executing, and not revoking, this Agreement, he would not otherwise be entitled to accelerated vesting of the Units described in this Section 3 (the “Separation Benefits”).

For the avoidance of doubt, no acceleration of vesting shall apply with respect to performance-based equity awards granted under the Piedmont Office Realty Trust, Inc. Long-Term Incentive Program, a component of the Incentive Plan (the “LTIP Awards”). Subject to Section 14, a pro-rata portion of such LTIP Award will be payable upon your retirement from the Employer in accordance with the terms of the applicable LTIP Award agreements.

4. *General Release.*

- A. Employee unconditionally, irrevocably and absolutely releases and discharges Employer, and any and all parent and subsidiary corporations, divisions and affiliated corporations, partnerships or other affiliated entities of Employer, past and present, as well as Employer's past and present employees, officers, directors, partners, members, shareholders, insurers, employee benefit plans and fiduciaries, attorneys, agents, successors and assigns (collectively, "Released Parties"), from all claims related in any way to the transactions or occurrences between them at any time up to and including the date of Employee's execution of this Agreement, to the fullest extent permitted by law, including, but not limited to, Employee's employment with Employer, the termination of Employee's employment, and all other losses, liabilities, claims, charges, demands and causes of action, known or unknown, suspected or unsuspected, arising directly or indirectly out of or in any way connected with Employee's employment with Employer that may be released under applicable law (the "Released Claims"). This release is intended to have the broadest possible application and includes, but is not limited to, any tort, contract, common law, constitutional or other statutory claims, including, but not limited to alleged violations of federal, state or local law (including, without limitation, Title VII of the Civil Rights Act of 1964, the Americans with Disabilities Act, the Age Discrimination in Employment Act of 1967, the Family and Medical Leave Act, the Civil Rights Act of 1866, the Employee Retirement Income Security Act (with respect to unvested benefits), and all claims for attorneys' fees, costs and expenses.
- B. Notwithstanding the broad scope of the release set forth in this Section 4, this Agreement is not intended to bar, and the defined term "Released Claims" does not include, any claims that, as a matter of law, whether by statute or otherwise, may not be waived, such as claims for workers' compensation benefits or unemployment insurance benefits or Employee's right to provide information to, participate in a proceeding before, or pursue relief from the National Labor Relations Board, the Equal Employment Opportunity Commission (the "EEOC"), or the Securities and Exchange Commission ("SEC"), and other similar federal, state, or local government agencies (collectively, "Government Agencies"). Provided, however, that if Employee does pursue an administrative claim that may not be waived as a matter of law, or such a claim is pursued on Employee's behalf, Employee expressly waives Employee's individual right to recovery of any type, including monetary damages or reinstatement, for any such claim, except that this limitation on monetary recovery will not apply to claims for workers' compensation, unemployment insurance benefits, or proceedings before the SEC.
- C. Employee acknowledges that Employee may discover facts or law different from, or in addition to, the facts or law that Employee knows or believes to be true with respect to the Released Claims and agrees, nonetheless, that this Agreement and the release contained in it shall be and remain effective in all respects notwithstanding such different or additional facts or the discovery of them.
- D. Employee declares and represents that Employee intends this Agreement to be complete and not subject to any claim of mistake, and that the release herein expresses a full and complete release of the Released Claims and Employee intends the release herein to be final and complete. Employee executes this Agreement with the full knowledge that the release herein covers all Released Claims against the Released Parties, to the fullest extent permitted by law.

- E. By execution of this Agreement, Employee represents that (a) Employee has been paid or otherwise received all wages, vacation, bonuses, or other amounts owed to Employee by Employer, other than those specifically addressed in this Agreement, and (b) Employee has not been denied any request for leave or accommodation to which Employee believes Employee was legally entitled, and Employee was not otherwise deprived of any of Employee's rights under the Family and Medical Leave Act, the Americans with Disabilities Act, or any similar state or local statute.
5. *Covenant Not to Sue.* Except as otherwise provided in this Agreement, Employee agrees that Employee is precluded from and is waiving all rights to sue based on the Released Claims or to obtain equitable, remedial or punitive relief from any or all of the Released Parties of any kind whatsoever based on the Released Claims, including, without limitation, reinstatement, back pay, front pay, attorneys' fees and any form of injunctive relief. Employee represents that, as of the date of Employee's signing this Agreement, Employee has not filed any lawsuits, charges, complaints, petitions, claims or other accusatory pleadings against the Employer or any of the other Released Parties in any court or with any governmental agency and, to the best of Employee's knowledge, no person or entity has filed any such lawsuits, charges, complaints, petitions, claims or other accusatory pleadings against the Employer or any of the other Released Parties on Employee's behalf. Employee further represents that Employee has not assigned, or purported to assign, Employee's right to file any such lawsuits, charges, complaints, petitions, claims or other accusatory pleadings against the Employer or any of the other Released Parties to any other person or entity.
6. *Older Workers' Benefit Protection Act.* This Agreement is intended to satisfy the requirements of the Older Workers' Benefit Protection Act, 29 U.S.C. sec. 626(f). Employee is advised to consult with an attorney before executing this Agreement.
- A. *ADEA Release and Waiver.* By entering into this Agreement, Employee is giving up important rights, including, but not limited to, any rights and claims that may exist under the Age Discrimination in Employment Act of 1967, as amended (the "ADEA").
- B. *Acknowledgments.* Employee acknowledges and agrees that (a) Employee has read and understands the terms of this Agreement; (b) Employee has been advised in writing, by this Agreement, to consult with an attorney before executing this Agreement; (c) Employee has obtained and considered such legal counsel as Employee deems necessary; and (d) by signing this Agreement, Employee acknowledges that Employee does so freely, knowingly, and voluntarily.
- C. *Time to Consider.* Employee has 21 days to consider whether or not to enter into this Agreement and return a signed copy to Employer (although Employee may elect not to use the full 21 day period at Employee's option). Any change(s) made to this Agreement by the parties during the 21-day consideration period will not restart the running of the 21-day consideration period. Employer's offer will expire at the end of the 21-day consideration period.
- D. *Revocation Right.* For a period of seven (7) calendar days following Employee's execution of this Agreement, Employee may revoke this Agreement by delivering a written notice of revocation to the Employer's Chief Financial Officer, by 5:00 p.m. EST. This Agreement shall not become effective or enforceable until the eighth (8<sup>th</sup>) day after the Employee has signed this Agreement without having revoked it.

- E. *Effect of Revocation.* If Employee exercises Employee's right to revoke this Agreement, the Employee shall not be entitled to the Separation Benefits as detailed above.
- F. *Preserved Rights of Employee.* This Agreement does not waive or release any rights or claims that arise after the execution of this Agreement by Employee. In addition, this Agreement does not prohibit Employee from challenging the validity of this Agreement's waiver and release of claims under the ADEA.
7. *Restrictive Covenants.* This Agreement does not supersede any prior agreement or promise between Employee and any of the Released Parties regarding confidentiality, non-competition, non-disclosure or non-solicitation, and any and all such agreements and promises shall remain in full force and effect, and Employee acknowledges and reaffirms his post-employment obligations and other restrictive covenants that are set forth in the Employment Agreement (Sections 5.1, 5.2, 5.3, 5.4, 5.5, 5.6 and 5.7); provided, however, that notwithstanding any provision contained in the Employment Agreement, Employee is not restricted in any way from communicating with Government Agencies or otherwise participating in any investigation or proceeding that may be conducted by any Government Agency, including providing documents or other information, without notice to Employer. If Employee breaches any of such covenants, Employee must repay to Employer the amounts described in Section 3 of this Agreement within 10 days after demand by Employer, and Employer shall be entitled, upon application to a court of competent jurisdiction, to obtain injunctive or other relief to enforce such promises and covenants.
8. *No Admissions.* By entering into this Agreement, the Released Parties make no admission that they have engaged, or are now engaging, in any unlawful conduct. The parties understand and acknowledge that this Agreement is not an admission of liability and shall not be used or construed as such in any legal or administrative proceeding.
9. *Full Defense.* This Agreement may be pled as a full and complete defense to, and may be used as a basis for an injunction against, any action, suit or other proceeding that may be prosecuted, instituted or attempted by Employee in breach hereof.
10. *No Waiver.* Any failure or forbearance by Employer or Employee to exercise any right or remedy with respect to enforcement of this Agreement shall not be construed as a waiver of Employer's or Employee's rights or remedies, nor shall such failure or forbearance operate to modify this Agreement or such instruments in the absence of a writing. No waiver of any of the terms of this Agreement shall be valid unless in writing and signed by both parties to this Agreement. The waiver by Employer or Employee of any provision of this Agreement shall not operate or be construed as a waiver of any subsequent breach, nor shall any waiver operate or be construed as a rescission of this Agreement.
11. *Successors.* The provisions of this Agreement shall inure to the benefit of Employer, its successors and assigns, and shall be binding upon Employee and his heirs, administrators and assigns.
12. *Acknowledgement.* The parties represent that they have read this Agreement, that they understand all of its terms, and that in executing this Agreement they do not rely and have not relied upon any representations or statements made by the other with regard to the subject matter, basis, or effect of the Agreement.
13. *Severability; Modification.* Employee and Employer further agree that if any provision of this Agreement is held to be unenforceable, such provision shall be considered to be separate, distinct,

and severable from the other remaining provisions of this Agreement, and shall not affect the validity or enforceability of such other remaining provisions. If this Agreement is held to be unenforceable as written, but may be made enforceable by limitation, then such provision shall be enforceable to the maximum extent permitted by applicable law.

14. *Section 409A.* This Agreement is intended to comply with Section 409 of the Internal Revenue Code of 1986, as amended (“Section 409A”), or an exemption thereunder and shall be construed and administered in accordance with Section 409A. Notwithstanding any other provision of this Agreement, payments provided under this Agreement may only be made upon an event and in a manner that complies with Section 409A or an applicable exemption. Any payments under this Agreement that may be excluded from Section 409A either as separation pay due to an involuntary separation from service or as a short-term deferral shall be excluded from Section 409A to the maximum extent possible. Any payments to be made under this Agreement upon a termination of employment shall only be made upon a “separation from service” under Section 409A. To the extent that any reimbursement of expenses or in-kind benefits constitutes “deferred compensation” under Section 409A, (i) such reimbursement or benefit will be provided no later than December 31 of the year following the year in which the expense was incurred; (ii) the amount of expenses reimbursed in one year will not affect the amount eligible for reimbursement in any subsequent year; and (iii) the right to reimbursement of expenses or in-kind benefits may not be liquidated or exchanged for any other benefit. Any provision of this Agreement to the contrary notwithstanding, if the Employee is deemed to be a “specified employee” (within the meaning of Section 409A), then with regard to any payment or benefit under this Agreement that is “deferred compensation” (within the meaning of Section 409A) and which is paid as a result of the Employee’s “separation from service” (within the meaning of Section 409A), such payment or benefit shall be made or provided at the date which is the earlier of (A) six (6) months and one (1) day following the date of the Employee’s separation from service, and (B) the Employee’s death (the “Delay Period”). Upon the expiration of the Delay Period, all payments and benefits delayed pursuant to the preceding sentence (whether they would have otherwise been payable in a single sum or in installments in the absence of such delay) shall be paid to the Employee in a lump sum without interest, and any remaining payments and benefits due under this Agreement shall be paid or provided in accordance with the normal payment dates specified for them herein. The Employer makes no representation or warranty and shall have no liability to you or any other person if any provision of this Agreement are determined to constitute deferred compensation subject to Section 409A, but do not satisfy an exemption from, or the conditions of, Section 409A.
15. *Entire Agreement.* Except for the provisions of the Consulting Agreement, this Agreement: (i) contains and constitutes the entire understanding and agreement between them with respect to its subject matter; (ii) supersedes and cancels any previous negotiations, agreements, commitments, and writings with respect to that subject matter; (iii) may not be released, discharged, abandoned, supplemented, changed or modified in any manner except by a writing of concurrent or subsequent date signed by both parties; and (iv) shall be construed and enforced in accordance with the laws of the State of Georgia, without regard to its conflicts of laws provisions.

THE PARTIES TO THIS AGREEMENT HAVE READ THE FOREGOING AGREEMENT AND FULLY UNDERSTAND EACH AND EVERY PROVISION CONTAINED THEREIN. THE PARTIES HAVE OBTAINED AND CONSIDERED SUCH LEGAL COUNSEL AS EACH DEEMS NECESSARY TO ENTER INTO THIS AGREEMENT. WHEREFORE, THE PARTIES HAVE EXECUTED THIS AGREEMENT ON THE DATES SHOWN BELOW.

EMPLOYEE

/s/ Raymond L. Owens

Dated: 11-28-16

PIEDMONT OFFICE REALTY TRUST, INC.

By: /s/ Donald A. Miller, CFA

Its: CEO & President

Dated: 11-28-16

**STATEMENT OF COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES AND OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS (in thousands, except ratios)**

	Year ended December 31,				
	2016	2015	2014	2013	2012
	(Restated)	(Restated)	(Revised)		
<b>Fixed Charges:</b>					
Interest Expense	\$ 69,415	\$ 77,764	\$ 76,520	\$ 73,614	\$ 65,023
Interest Expense Included in Discontinued Operations	—	—	—	—	—
Total	<u>69,415</u>	<u>77,764</u>	<u>76,520</u>	<u>73,614</u>	<u>65,023</u>
<b>Earnings:</b>					
Income from Continuing Operations	99,717	131,236	40,949	72,198	59,534
Less Equity in (Income)/Loss of Unconsolidated Joint Ventures	(362)	(553)	350	3,676	(923)
Operating Distributions Received from Unconsolidated Joint Ventures	579	774	266	1,475	2,338
Fixed Charges	69,415	77,764	76,520	73,614	65,023
Less Preferred Dividends of Consolidated Subsidiaries	(15)	(15)	(15)	(15)	(15)
Total	<u>\$ 169,334</u>	<u>\$ 209,206</u>	<u>\$ 118,070</u>	<u>\$ 150,948</u>	<u>\$ 125,957</u>
<b>Ratio of Earnings to Fixed Charges:<sup>(1)</sup></b>	<b>2.4</b>	<b>2.7</b>	<b>1.5</b>	<b>2.1</b>	<b>1.9</b>

<sup>(1)</sup> There was no preferred stock outstanding for any of the periods shown above. Accordingly, the ratio of earnings to combined fixed charges and preferred stock dividends was identical to the ratio of earnings to fixed charges for each period.

**Subsidiaries of Piedmont Office Realty Trust, Inc. and Piedmont Operating Partnership, LP**

<u>Subsidiary</u>	<u>State of Organization</u>
Piedmont Operating Partnership, LP	Delaware
Piedmont Washington Properties, Inc.	Maryland
Piedmont Office Holdings, Inc.	Georgia
Piedmont Office Management, LLC	Georgia
Piedmont Government Services, LLC	Georgia
Piedmont Leasing, LLC	Delaware
Piedmont Power, LLC	Delaware
Piedmont-Las Colinas Springing Member, LLC	Delaware
Piedmont 1901 Market Business Trust	Delaware
Piedmont 1901 Market LLC	Delaware
Piedmont Bridgewater I, LLC	Delaware
Piedmont-Bridgewater, NJ, LLC	Delaware
Piedmont-Independence Square, LLC	Delaware
Piedmont-3100 Clarendon LLC	Delaware
Piedmont-1075 West Entrance, LLC	Delaware
Piedmont-Multi-State Owner, LLC	Delaware
Piedmont-Nashville, TN, LLC	Delaware
Piedmont-One Brattle Square I, LLC	Delaware
Piedmont-One Brattle Square II, LLC	Delaware
4250 North Fairfax Property LLC	Delaware
4250 N. Fairfax Owner, LLC	Delaware
400 Virginia Avenue LLC	Delaware
1201 Eye Street, N.W. Associates LLC	Delaware
1215 ESDI, LLC	Delaware
1225 Equity LLC	Delaware
1225 Eye Street, N.W. Associates LLC	Delaware
1201 Equity LLC	Delaware
TTF Lending LLC	Delaware
TZO Lending LLC	Delaware
Piedmont-Two Pierce Place, LLC	Delaware
Piedmont-Las Colinas Corporate Center I, LP	Delaware
Piedmont-Las Colinas Corporate Center I, GP, LLC	Delaware
Piedmont-Las Colinas Corporate Center II, LP	Delaware
Piedmont-Las Colinas Corporate Center II, GP, LLC	Delaware
Cypress Concourse A, LLC	Delaware
Piedmont 60 Broad Street, LLC	Delaware
Piedmont-800 Nicollet Avenue, LLC	Delaware
Piedmont-800 Nicollet Avenue Owner, LLC	Delaware
Piedmont-800 Nicollet Avenue Springing Member, LLC	Delaware
Piedmont-Chicago Center Owner, LLC	Delaware
Piedmont-Chicago Center, Chicago, LLC	Delaware
800 North Brand Glendale, CA, LLC	Delaware
Piedmont-1430 Enclave Parkway, L.P.	Delaware

Piedmont-1430 Enclave Parkway, GP, LLC	Delaware
Enclave Parkway Development, LLC	Delaware
Enclave Parkway Development, L.P.	Delaware
Piedmont-Windy Point I, LLC	Delaware
Piedmont-Windy Point II, LLC	Delaware
Piedmont-2300 Cabot Drive, LLC	Delaware
Rock Spring, L.L.C.	Delaware
Rock Spring II, L.L.C.	Delaware
500 W Monroe Mezz II, LLC	Delaware
500 W Monroe Mezz I-B, LLC	Delaware
500 W Monroe Chicago, LLC	Delaware
Piedmont 500 West Monroe Mezz I, LLC	Delaware
Piedmont 500 West Monroe Fee, LLC	Delaware
Suwanee Gateway One, LLC	Delaware
Meridian Crossings, LLC	Delaware
Dupree Atlanta, LLC	Delaware
Medici Atlanta, LLC	Delaware
Presidential Way Woburn, LLC	Delaware
400 TownPark, LLC	Delaware
Gavitello, Atlanta, LLC	Delaware
Glenridge Highlands III, LLC	Delaware
Piedmont - 901 N. Glebe, LLC	Delaware
Piedmont 5 & 15 Wayside, LLC	Delaware
Piedmont JV Partnership Interests, LLC	Delaware
Piedmont OP - Piedmont JV Partnership Interests, LLC Joint Venture (MI/TN)	Georgia
Piedmont Royal Lane, LP	Delaware
Piedmont Royal Lane GP, LLC	Delaware
Piedmont 6565 MacArthur Boulevard, LP	Delaware
Piedmont 6565 MacArthur Boulevard GP, LLC	Delaware
Piedmont One Lincoln Park, LP	Delaware
Piedmont One Lincoln Park GP, LLC	Delaware
Piedmont 161 Corporate Center, LP	Delaware
Piedmont 161 Corporate Center GP, LLC	Delaware
Piedmont 5 Wall Street Burlington, LLC	Delaware
Piedmont 1155 PCW, LLC	Delaware
Piedmont - Two Pierce Place Land, LLC	Delaware
Piedmont TownPark Land, LLC	Delaware
Piedmont Park Place, LP	Delaware
Piedmont Park Place, GP, LLC	Delaware
Piedmont HBC, LLC	Delaware
Piedmont 500 TownPark, LLC	Delaware
Piedmont 80 Central, LLC	Delaware
Piedmont 300 Galleria, LLC	Delaware
Piedmont 200 & 250 South Orange Avenue, LLC	Delaware
Piedmont Glenridge Highlands One, LLC	Delaware
Piedmont Suwanee Gateway Land, LLC	Delaware

Piedmont Lending I, LLC	Delaware
Piedmont Lending II, LLC	Delaware
Piedmont Towers Orlando Member, LLC	Delaware
Piedmont-CNL Towers Orlando, LLC	Delaware
Piedmont-CNL Towers Orlando Owner, LLC	Delaware
Piedmont One Wayside, LLC	Delaware
Piedmont 200 Galleria, LLC	Delaware
Piedmont 200 Galleria Owner, LLC	Delaware
Piedmont 750 W John Carpenter, LLC	Delaware

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-3ASR No. 333-189102) of Piedmont Office Realty Trust, Inc.,
- (2) Registration Statement (Form S-3D No. 333-166858) of Piedmont Office Realty Trust Inc., and
- (3) Registration Statement (Form S-8 No. 333-142448) of Piedmont Office Realty Trust, Inc.;

of our reports dated February 21, 2017, (except for the effects of the restatement described in Note 2, as to which the date is May 8, 2017), with respect to the consolidated financial statements and schedule of Piedmont Office Realty Trust, Inc. and our report dated February 21, 2017, (except for the effect of the material weakness described in the sixth paragraph, as to which the date is May 8, 2017), with respect to the effectiveness of internal control over financial reporting of Piedmont Office Realty Trust, Inc. included in this Annual Report (Form 10-K/A) of Piedmont Office Realty Trust, Inc. for the year ended December 31, 2016.

/S/ Ernst and Young LLP

Atlanta, Georgia

May 8, 2017

**EXHIBIT 31.1**

**PRINCIPAL EXECUTIVE OFFICER CERTIFICATION  
PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Donald A. Miller, CFA, certify that:

1. I have reviewed this annual report on Form 10-K/A of Piedmont Office Realty Trust, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: May 8, 2017

By:           /s/ DONALD A. MILLER, CFA          

**Donald A. Miller, CFA**

**Principal Executive Officer**

EXHIBIT 31.2

PRINCIPAL EXECUTIVE OFFICER CERTIFICATION  
PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Robert E. Bowers, certify that:

1. I have reviewed this annual report on Form 10-K/A of Piedmont Office Realty Trust, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: May 8, 2017

By: /s/ ROBERT E. BOWERS

Robert E. Bowers

Principal Financial Officer



