CORPORATE OFFICE PROPERTIES TRUST
Form DEF 14A
March 27, 2019

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ý

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

ý Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material Pursuant to §240.14a-12

CORPORATE OFFICE PROPERTIES TRUST

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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(4) Date Filed:

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6711 Columbia Gateway Drive, Suite 300
Columbia, Maryland 21046-2104
Telephone 443-285-5400
Facsimile 443-285-7650
www.copt.com
NYSE: OFC

To: Our Shareholders

From: Stephen E. Budorick

Subject: Invitation to the Corporate Office Properties Trust 2019 Annual Meeting of Shareholders

You are cordially invited to attend our 2019 Annual Meeting of Shareholders to be held on May 9, 2019 at 9:30 a.m. at 6711 Columbia Gateway Drive, First Floor Sustainability Suite, Columbia, Maryland 21046, our corporate headquarters.

At this year's meeting, you will be asked to vote on the following:

- election of eight people to our Board of Trustees;
- the ratification of PricewaterhouseCoopers LLP's appointment as our independent registered public accounting firm for the current fiscal year; and
- approval, on an advisory basis, of the compensation of our named executive officers as disclosed in the proxy statement for this meeting.

The notice of annual meeting and proxy statement accompanying this letter contain further information about these items and the meeting itself, including the different methods you can use to vote your proxy.

We have elected to use the Securities and Exchange Commission rules that allow issuers to furnish proxy materials to their shareholders via the Internet. We believe that these rules allow us to provide our shareholders with the information they need, while lowering the costs of printing and delivery and reducing the environmental impact of our annual meeting.

Stephen E. Budorick
President and Chief Executive Officer

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6711 Columbia Gateway Drive, Suite 300
Columbia, Maryland 21046-2104
Telephone 443-285-5400
Facsimile 443-285-7650
www.copt.com
NYSE: OFC

March 27, 2019

Notice of Annual Meeting of Shareholders

Date:	Thursday, May 9, 2019
Time:	9:30 a.m.
Place:	Corporate Office Properties Trust 6711 Columbia Gateway Drive First Floor Sustainability Suite Columbia, Maryland 21046

We will hold our 2019 Annual Meeting of Shareholders on May 9, 2019 at 9:30 a.m. at our corporate headquarters. During the Annual Meeting, we will consider and take action on proposals to:

1. Elect eight Trustees;

2. Ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the current fiscal year;

3. Approve, on an advisory basis, the compensation of our named executive officers as disclosed in the proxy statement for this meeting; and

4. Transact any other business properly brought before the Annual Meeting.

You may vote on these proposals if you were a shareholder of record at the close of business on March 12, 2019.

By order of the Board of Trustees,

David L. Finch
Vice President, General Counsel and Secretary

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PROXY STATEMENT

This proxy is being used to permit all holders of the common shares of beneficial interest ("common shares") of Corporate Office Properties Trust (the "Company") to vote since many may be unable to attend the 2019 Annual Meeting of Shareholders (the "Annual Meeting") in person. Our Board of Trustees (the "Board") encourages you to read this document thoroughly and to take this opportunity to vote on the matters to be decided at the Annual Meeting. We will begin distribution and electronic availability of this proxy statement and proxy card on or about March 27, 2019.

In accordance with the rules of the Securities and Exchange Commission (the "SEC"), instead of mailing a printed copy of our proxy materials to each shareholder of record or beneficial owner, we are furnishing our proxy materials (proxy statement for Annual Meeting, proxy card and 2018 Annual Report) by providing access to these materials on the Internet. Our shareholders will not receive printed copies of the proxy materials unless they request this form of delivery. Printed copies will be provided upon request at no charge.

A Notice of Meeting and Internet Availability of Proxy Materials ("Notice of Internet Availability") will be mailed to our shareholders on or about March 27, 2019. We are providing the Notice of Internet Availability in lieu of mailing the printed proxy materials and are instructing our shareholders as to how they may: (1) access and review our proxy materials on the Internet; (2) submit their proxy; and (3) receive printed proxy materials. Shareholders may request to receive printed proxy materials by mail or electronically by e-mail on an ongoing basis by following the instructions in the Notice of Internet Availability. We believe that providing future proxy materials by e-mail will save us some of the costs associated with printing and delivering the materials and reduce the environmental impact of our annual meetings. A request to receive proxy materials in printed form by mail or by e-mail will remain in effect until such time as the shareholder elects to terminate it.

Our mailing address is 6711 Columbia Gateway Drive, Suite 300, Columbia, Maryland 21046-2104 and our Internet address is www.copt.com. The information on our Internet site is not part of this proxy statement.

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General Information

What will shareholders be voting on at the Annual Meeting?

1. The election of eight Trustees.

2. The ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm (the "Independent Auditor") for the current fiscal year.

3. Advisory vote to approve the compensation of our named executive officers as disclosed in this proxy statement.

4. Any other business that properly comes before the Annual Meeting for a vote.

Who is entitled to vote at the Annual Meeting and how many votes do they have?

Common shareholders of record at the close of business on March 12, 2019 may vote at the Annual Meeting. Each share has one vote. There were 110,323,793 common shares outstanding on March 4, 2019.

How do I vote?

You must be present, or represented by proxy, at the Annual Meeting in order to vote your shares. Since many of our shareholders are unable to attend the Annual Meeting in person, we send the Notice of Internet Availability and, if requested, proxy cards to enable all of our shareholders to vote.

What is a proxy?

A proxy is a person you appoint to vote on your behalf. If you vote by Internet, telephone or proxy card, your shares will be voted by the identified proxies.

You can vote in one of three ways:

1. *By Internet.* To vote using the Internet, go to the website listed on your Notice of Internet Availability or proxy card. You will need to follow the instructions on that website.

2. *By telephone.* To vote by telephone, call the toll free number listed on your Notice of Internet Availability or proxy card. You will need to follow the instructions and the prompts from the telephone voting system.

3. *By mail.* If you requested printed proxy materials and wish to vote by mail, simply mark, sign and date the proxy card and return it in the postage-paid envelope provided.

If you vote by Internet or telephone, you should not return your proxy card.

If you hold your shares through a broker, bank or other nominee, you will receive separate instructions from the nominee describing how to vote your shares.

How will my proxies vote my shares?

Your proxies will vote according to your voting instructions**. If you provide voting instructions but the instructions you provide do not indicate your vote on business matters, your proxies will vote as follows:**

"FOR" each of the nominees for Trustee listed in Proposal 1;

"FOR" the ratification of the appointment of PricewaterhouseCoopers LLP as our Independent Auditor for the current fiscal year; and

"FOR" approval, on an advisory basis, of the compensation of our named executive officers as disclosed in this proxy statement.

We do not intend to bring any other matter for a vote at the Annual Meeting, and we do not know of anyone else who intends to do so. However, your proxies are authorized to vote on your behalf, in their discretion, on any other business that properly comes before the Annual Meeting.

How do I revoke my proxy?

You may revoke your proxy at any time before your shares are voted at the Annual Meeting by:

Notifying our Vice President, General Counsel and Secretary, David L. Finch, in writing at our mailing address set forth on the first page of this proxy statement, that you are revoking your proxy;

Executing a later dated proxy card;

If previous instructions were given through the Internet or by telephone, by providing new instructions by the same means; or

Attending and voting by ballot at the Annual Meeting.

Who will count the votes?

An officer of Corporate Office Properties Trust will act as the Inspector of Election and will count the votes.

What constitutes a quorum?

As of March 4, 2019, Corporate Office Properties Trust had 110,323,793 common shares outstanding. A majority of the outstanding shares present or represented by proxy constitutes a quorum. If you complete the voting process by Internet or telephone or sign and return your proxy card, your shares will be counted in determining the presence of a quorum, even if you abstain or otherwise withhold your vote. If a quorum is not present at the Annual Meeting, the shareholders present in person or by proxy may adjourn the meeting to a date not more than 120 days after March 12, 2019 until a quorum is present.

What vote is required to elect Trustees?

Our Bylaws provide that, in an uncontested election, a nominee for Trustee is elected only if such nominee receives the affirmative vote of a majority of the total votes cast for and against such nominee. The majority voting standard would not apply in contested elections.

The majority voting standard will apply to the election of Trustees at the Annual Meeting. Accordingly, a nominee for Trustee will be elected if such nominee receives the affirmative vote of a majority of the total votes cast for and against such nominee. Broker non-votes, if any, and abstentions will not be treated as votes cast for or against the election of a nominee for Trustee.

Our Board of Trustees has also adopted a resignation policy which is included in our Bylaws, under which a Trustee nominated for re-election who fails to receive the required number of votes for re-election will tender his or her resignation to our Board of Trustees for its consideration. The Nominating and Corporate Governance Committee will act on an expedited basis to determine whether it is advisable to accept the Trustee's resignation and will submit the recommendation for prompt consideration by our Board. Our Board will act on the tendered resignation within 90 days following certification of the shareholder vote and will promptly and publicly disclose its decision. The Trustee whose resignation is under consideration will abstain from participating in any decision regarding his or her resignation. If the resignation is not accepted, the Trustee will continue to serve until the next annual meeting of shareholders and until the Trustee's successor is duly elected and qualified or until the Trustee's earlier resignation or removal. The Nominating and Corporate Governance Committee and our Board may consider any factors they deem relevant in deciding whether to accept a Trustee's resignation.

What vote is required on other matters?

In general, a majority of the votes cast at a meeting of shareholders is required to approve any other matter unless a greater vote is required by law or by the Company's Declaration of Trust. With respect to the other Proposals to be voted on at the Annual Meeting, the required vote to approve each of Proposal 2 and 3 is a majority of the votes cast on each such proposal. See "How Will My Vote Be Counted" for more detail on the treatment of abstentions and "broker non-votes" on Proposals 2 and 3.

What is a broker non-vote?

A "broker non-vote" occurs when a nominee (such as a custodian or bank) holding shares for a beneficial owner returns a signed proxy but does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner.

How will my vote be counted?

With respect to Proposal 1, the election of Trustees, votes may be cast for or against each nominee. You may also abstain with respect to each nominee. Because abstentions and broker non-votes are not considered votes cast, they will have no effect on the outcome of the vote on election of Trustees.

With respect to each of Proposals 2 and 3, you may abstain, and your abstention will have no effect on the outcome of the vote, because no vote will have been cast with respect to your shares. Broker non-votes will have no effect on the outcome of Proposals 2 and 3, because no vote will have been cast with respect to your shares.

What percentage of our common shares do the Trustees and executive officers own?

Our Trustees and executive officers owned less than 1.0% of our outstanding common shares as of March 4, 2019. Our Trustees and executive officers beneficially owned in the aggregate approximately 0.6% of our common shares as of March 4, 2019 (see the discussion under the heading "Share Ownership of our Trustees, Executive Officers and 5% Beneficial Owners" for more details).

Who is soliciting my proxy, how is it being solicited and who pays the cost?

Our Board is soliciting your proxy. The solicitation process is being conducted primarily by mail. However, proxies may also be solicited in person, by telephone or facsimile. Broadridge Financial Solutions, Inc., our proxy distribution and tabulation agent, will be assisting us for a fee of approximately $35,000 plus out-of-pocket expenses. We pay any cost incurred for soliciting proxies and also reimburse stockbrokers and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and solicitation material to the owners of common shares.

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be Held on May 9, 2019

The proxy materials are available at www.copt.com under "Investor Relations," under the subheading "Annual Meeting and Proxy Materials."

When are shareholder proposals and Trustee nominations for our 2020 Annual Meeting due?

In accordance with our Bylaws, notice relating to nominations for Trustees or proposed business to be considered at the 2020 Annual Meeting must be given no earlier than February 10, 2020, and no later than March 10, 2020. These requirements do not affect the deadline for submitting shareholder proposals for inclusion in the proxy statement for the 2020 Annual Meeting (discussed in the question and answer below), nor do they apply to questions a shareholder may wish to ask at that meeting.

When are shareholder proposals intended to be included in the proxy statement for the 2020 Annual Meeting due?

Shareholders who wish to include proposals in the proxy statement must submit such proposals in accordance with regulations adopted by the Securities and Exchange Commission. Shareholder proposals for the 2020 Annual Meeting must be submitted in writing by November 27, 2019. In addition, shareholders may wish to have a proposal presented at the 2020 Annual Meeting but not to have such proposal included in the proxy statement for the 2020 Annual Meeting. Pursuant to our Bylaws, notice of any such proposal must be received by us between February 10, 2020, and no later than March 10, 2020. If it is not received during this period, such proposal shall be deemed "untimely" for purposes of Rule 14a-4(c) under the Exchange Act, and, therefore, the proxies will have the right to exercise discretionary voting authority with respect to such proposal.

Any shareholder proposals must be submitted to David L. Finch, Vice President, General Counsel and Secretary, at our mailing address set forth on the front page of this proxy statement. You should submit any proposal by a method that permits you to prove the date of delivery to us.

How can interested parties send communications to the Board?

Any interested parties who wish to communicate with the members of our Board may communicate with the independent Trustees or the chairperson of any of the committees of the Board by e-mail or regular mail. Communications by e-mail should be sent to david.finch@copt.com. Communications by regular mail should be sent to the attention of the Chairperson, Audit Committee; Chairperson, Compensation Committee; Chairperson, Nominating and Corporate Governance Committee; Chairperson, Investment Committee; or, for communications intended for the independent Trustees as a group, to the Independent Trustees. In each case, the communication should be sent care of David L. Finch, Vice President, General Counsel and Secretary, at our mailing address set forth on the front page of this proxy statement.

All communications received in accordance with this process will be reviewed by management to determine whether the communication requires immediate action. Management will transmit all communications received, or a summary of such communications, to the appropriate Trustee or Trustees. However, management reserves the right to disregard any communication that it determines is unduly hostile, threatening, illegal, does not reasonably relate to us or our business or is similarly inappropriate, and has the authority to discard or disregard any inappropriate communications or to take other appropriate actions with respect to any such inappropriate communications.

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How can interested parties obtain information regarding our Corporate Governance Guidelines?

Our Board has adopted Corporate Governance Guidelines that set forth our policies concerning overall governance practices. These Guidelines can be found in the investor relations section of our Internet website in the subsection entitled "Corporate Governance." Our Internet website address is www.copt.com. Our Corporate Governance Guidelines are also available in print to any shareholder upon request. To the extent modifications are made to our Corporate Governance Guidelines, such modifications will be reflected on our Internet website.

Proposal 1 Election of Trustees

Our Bylaws provide for the annual election of Trustees at the Annual Meeting of Shareholders. Our Board, at the recommendation of its Nominating and Corporate Governance Committee, has nominated eight of our current Trustees for re-election at the Annual Meeting. Each nominee has agreed to serve a one-year term. If any nominee is unable to stand for election, the Board may provide for a lesser number of Trustees or designate a substitute. In the latter event, shares represented by proxies will be voted for a substitute nominee.

The following biographies set forth certain information with respect to the nominees for election as Trustees, all of whom currently serve as Trustees who have been nominated by the Board and are standing for re-election. These descriptions include, in the second paragraph of each, the specific experience, qualifications, attributes and skills that led the Board to nominate each of them for re-election.

Thomas F. Brady, 69, has been Chairman of our Board since May 2013 and has been a member of our Board since January 2002. Since 2009, he has advised Opower, Inc. and served as Chairman of the Opower Advisory Board until 2016. Opower, founded in 2007 and publicly listed in 2014 (NYSE: OPWR), now part of Oracle Corporation (NYSE:ORCL), is a leading provider of customer engagement and energy efficiency cloud-based software to the utility industry. He is the former Chairman of the Board of Directors of Baltimore Gas & Electric Company ("BGE") and Executive Vice President-Corporate Strategy at Constellation Energy Group ("CEG") (NYSE: CEG), a position he assumed in 1999. Prior to 1999, Mr. Brady held various positions at BGE, including Vice President and Chief Accounting Officer. Prior to its acquisition by Exelon, CEG was a Fortune 200 company owning energy related businesses, including BGE. BGE is the largest electric and gas utility in Maryland. Mr. Brady continued to serve on the Board of Directors of BGE through 2012. He previously served as: a Trustee and Treasurer of the Board of Stevenson University; Chairman of the Maryland Public Broadcasting Commission and Maryland Public Television; and a member of the Board of Directors of the Maryland Chamber of Commerce. Mr. Brady received a BS in Accounting from the University of Baltimore and an MBA in finance from Loyola University, completed an Advanced Executive Program at Penn State University and was a Certified Public Accountant.

Mr. Brady's extensive career in key financial and strategic executive positions at a larger public company, and experiences with privately-owned, venture capital funded start-up companies, qualifies him to lead our Board and assess our strategic initiatives, both qualitatively and quantitatively. Mr. Brady's utility operations experience and significant civic involvement also complement and enhance the perspectives which he brings to his role as Chairman of the Board.

Stephen E. Budorick, 58, was appointed President & Chief Executive Officer on May 12, 2016. On the same date he was appointed to the Company's Board of Trustees. Prior to May 12, 2016, he served as Executive Vice President and Chief Operating Officer since September 2011. Prior to joining the Company, Mr. Budorick served as Executive Vice President of Asset Management at Callahan Capital Partners, LLC, a private real estate owner and developer, for five years. From 1997 to 2006, Mr. Budorick was Executive Vice President in charge of Trizec Properties, Inc.'s Central Region and from 1991 to 1997, he was Executive Vice President responsible for third-party management at Miglin

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Beitler Management Company. Mr. Budorick also worked in asset management at LaSalle Partners, Inc. from 1988 to 1991 and facilities management and planning at American Hospital Association from 1983 to 1988. Mr. Budorick received a BS in Industrial Engineering from the University of Illinois and an MBA from the University of Chicago.

Mr. Budorick's experience as the President and Chief Executive Officer of the Company and his prior experience as the Company's Chief Operating Officer, as well as his depth of both operational and financial expertise, make him highly qualified to serve as a valued member of our Board. In his role as Chief Executive Officer, Mr. Budorick is a critical link between the Board and management. His experience at initiating and implementing strategic initiatives and continued engagement in the commercial real estate community are valuable assets to the Board.

Robert L. Denton, Sr., 66, has been a member of our Board since May 1999. Mr. Denton's background includes significant real estate and finance experience. He retired as a Managing Partner of The Shidler Group in 2013, which he joined in 1994. He was responsible for the implementation of the group's new investment vehicles and for the group's companies. Mr. Denton was a co-founder of several Shidler Group sponsored companies, including First Industrial Realty Trust, Inc. (NYSE: FR) and Primus Guaranty, Ltd. (OTC: PRSG). Mr. Denton was also responsible for the structuring and execution of the initial public offering for TriNet Corporate Realty Trust. From 1991 to 1994, Mr. Denton was a Managing Director with Providence Capital, Inc., an investment banking firm that he co-founded. Mr. Denton received a BS in Economics and an MBA from The Wharton School at the University of Pennsylvania.

Mr. Denton's extensive real estate and financial career, including as a senior executive in a significant private real estate investment and acquisition company, enables him to provide meaningful insight and leadership into our strategic initiatives, with specific focus on the analysis of our proposed investment, development and capital market initiatives. Mr. Denton has continued to be very informed in the arena of corporate governance from his continuing education efforts.

Philip L. Hawkins, 63, has been a member of our Board since January 2014. From 2006 to August 2018, Mr. Hawkins was the Chief Executive Officer, President and a member of the Board of Directors of DCT Industrial Trust Inc. (NYSE: DCT), a Denver-based industrial REIT that owns, acquires, operates and develops bulk distribution and light industrial properties in high-volume distribution markets in the United States. Since August 2018, Mr. Hawkins has been a member of the Board of Directors of Prologis, Inc. (NYSE: PLO). From 2002 to 2006, Mr. Hawkins was President and Chief Operating Officer and a member of the Board of Directors of CarrAmerica Realty Corporation (formerly NYSE: CRE, prior to its acquisition by The Blackstone Group). Also at CarrAmerica, he served as Chief Operating Officer from 1998 to 2002 and Managing Director of Asset Management from 1996 to 1998. From 1982 to 1995, Mr. Hawkins held a series of senior executive positions in real estate investment, development, leasing and management with LaSalle Partners, Ltd. (now known as Jones Lang LaSalle, Inc.). Mr. Hawkins is a trustee of Hamilton College where he received his BA. He has an MBA from the University of Chicago.

Mr. Hawkins' lengthy real estate career and current and past executive positions, both in the office and industrial sectors, with publicly traded companies, qualifies him to provide an experienced perspective on our strategic initiatives, to assess capital allocation and other investment decisions, as well as to evaluate compensation matters. In addition, Mr. Hawkins' existing public company board service enhances the insights he brings as a Board member.

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David M. Jacobstein, 72, has been a member of our Board since August 2009. He has more than 30 years of real estate experience. Since 2009, Mr. Jacobstein has provided consulting services to real estate related businesses. Mr. Jacobstein was the senior advisor to Deloitte LLP's real estate industry group from 2007 to 2009, where he advised Deloitte's real estate practitioners on strategy, maintained and developed key client relationships and shaped thought leadership that addressed key industry and market trends. From 1999 to 2007, he was President and Chief Operating Officer of Developers Diversified Realty Corporation (DDR), now known as SITE Centers Corp. (NYSE: SITC), an owner, developer and manager of market-dominant community shopping centers. Mr. Jacobstein also served on DDR's Board of Directors from 2000 to 2004. Prior to DDR, he was Vice Chairman and Chief Operating Officer of Wilmorite, Inc., a Rochester, New York based developer of regional shopping malls. Mr. Jacobstein currently serves on the Board of Broadstone Net Lease, Inc., a public reporting, privately-offered REIT focused on single tenant net lease real estate, and on the Advisory Board of The Pike Company, a general contractor and construction management company based in Rochester, New York. Mr. Jacobstein previously served on the Advisory Board of The Marcus & Millichap Company, a diversified real estate holding company from 2007 to 2013, and on the Advisory Board of White Oak Partners, Inc., a private equity firm concentrating in real estate investments from 2013 to 2016. Mr. Jacobstein is a member of the National Association of Corporate Directors ("NACD"). Mr. Jacobstein began his career as a corporate and securities lawyer. He graduated from Colgate University with a BA degree and from The George Washington University Law Center with a Juris Doctor degree.

Mr. Jacobstein's experience as a senior executive and board member of a publicly traded REIT enables him to provide insight in a variety of areas affecting our operational and strategic functions, including proposed real estate investments, corporate level investments, financial matters, risk management and corporate governance. In addition, his background as a corporate and securities lawyer is valuable to our Board in its assessment of legal matters.

Steven D. Kesler, 67, has been a member of our Board since September 1998. From 2006 through December 31, 2017, Mr. Kesler served as Chief Financial Officer for CRP (Chesapeake Realty Partners) Operations, LLC, a private company that is actively engaged in the development of residential land and the construction and operation of commercial properties and residential rental communities. He will continue to provide strategic guidance to CRP and serve as the Chief Investment Officer for its family office portfolio. He served as a Managing Director of The Casey Group, a regional consulting firm that helps clients find solutions to operating and financial management issues from 2005 to 2006. Mr. Kesler also served as the Chief Executive Officer and/or President of Constellation Investments, Inc. and the Chief Executive Officer and President of Constellation Real Estate, Inc. and Constellation Health Services, Inc. from 1998 until his retirement in 2003; all of these entities were wholly-owned indirect subsidiaries of CEG. In these roles, Mr. Kesler managed a corporate investment entity, CEG's pension plan, nuclear decommissioning trust and a portfolio of real estate assets, including assisted living facilities. Mr. Kesler currently serves as a Trustee and Chair of the Investment Committee of the Board of McDaniel College. Mr. Kesler previously served as a Director on the Boards of Atapco, Inc., a private real estate and investment company, and Ace Guaranty Corporation, a financial guaranty subsidiary of Ace, Limited, a public company. Mr. Kesler received an MBA in finance from The Wharton School at the University of Pennsylvania and previously worked in public accounting.

Mr. Kesler's executive positions at both private real estate companies and real estate subsidiaries of public companies as well as his Board service on both private and public companies adds to the value of his contributions to our Board in the areas of investment and financial oversight.

C. Taylor Pickett, 57, has been a member of our Board since November 2013. Since 2001, Mr. Pickett has been the Chief Executive Officer and since 2002, a member of the Board of Directors of Omega Healthcare Investors, Inc. (NYSE: OHI), a healthcare REIT that invests in healthcare

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facilities in the U.S. and provides lease or mortgage financing to qualified operators of skilled nursing facilities, assisted living facilities, independent living facilities and rehabilitation and acute care facilities. From 1998 to 2001, Mr. Pickett was Executive Vice President and Chief Financial Officer of Integrated Health Services, Inc., where he also held a series of executive positions in mergers and acquisitions from 1993 to 1998. From 1991 to 1993, Mr. Pickett was Vice President of Taxes for PHH Corporation and, from 1984 to 1991, he was a practicing certified public accountant with KPMG. He received his bachelor's degree in accounting from the University of Delaware and a Juris Doctor degree from the University of Maryland School of Law.

Mr. Pickett's extensive executive experience at various public companies and his financial expertise are assets to considering our strategic initiatives, capital allocation decisions and compensation matters, and supplement our financial oversight. In addition, his active role as a chief executive officer serves as a valuable resource for both management and the Board.

Lisa G. Trimberger, 58, joined our Board in October 2017. Ms. Trimberger, a certified public accountant, retired as an audit partner of Deloitte & Touche LLP in 2014 after spending 31 years with the firm. As a lead client service partner, Ms. Trimberger audited and interacted with the management and boards of publicly traded companies, including real estate investment trusts, and worked on significant corporate transactions and control and risk-assessment issues. She was also actively involved in the firm's engagement quality review practice as Deputy Professional Practice Partner and Engagement Quality Control Review Partner. During her tenure at Deloitte & Touche, Ms. Trimberger also served as co-chair of the Nominating Committee of the Board of Directors and was a leader of the firm's National Women's Initiative for the development and retention of women professionals. Currently, Ms. Trimberger is a principal and owner of a private investment company, Mack Capital Investments LLC. Ms. Trimberger received a BS in Accounting from St. Cloud State University. Ms. Trimberger is a member of NACD and NAREIT. She is an NACD Board Leadership Fellow and earned the CERT Certificate in Cybersecurity Oversight as developed by NACD, Ridge Global and Carnegie Mellon University's CERT division. Lisa has also completed the Women's Director Development Executive Program at J.L. Kellogg School of Management of Northwestern University.

Ms. Trimberger's experience as an audit partner in a Big Four firm positions her to contribute significantly as a financial expert in areas including financial and audit oversight, corporate governance and risk management matters.

The Board recommends a vote "FOR" each of the nominees listed in Proposal 1.

Our Board of Trustees

How do we determine whether our Trustees are independent?

We believe that in order for our Board to effectively serve in its capacity, it is important, and the NYSE mandates, that at least a majority of our Trustees be independent as defined by the applicable rules of the NYSE. Therefore, we require that a substantial majority of the Board be independent, as so defined. No Trustee will be considered independent unless the Board affirmatively determines that the Trustee has no material relationship with the Company (directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). A Trustee will not be deemed independent if: (1) the Trustee is, or within the last three years, has been, employed by the Company or a member of his/her immediate family is, or within the last three years has been, an executive officer of the Company; (2) the Trustee or a member of his/her immediate family receives, or during any 12-month period within the last three years received, more than $120,000 in direct compensation from the Company (other than Trustee and committee fees and pension or other forms of deferred compensation for prior service, provided such compensation is not contingent in any way on continued service); (3) the Trustee is a current partner or employee of the Company's internal auditors or outside independent registered public accounting firm serving as the Company's auditors, or a member of the

Trustee's immediate family is a current partner of such auditors or firm, or is a current employee of such auditors or such firm and personally works on the Company's audit, or the Trustee or a member of the Trustee's immediate family was within the last three years a partner or employee of such auditors or firm and personally worked on the Company's audit during that time; (4) the Trustee or a member of his/her immediate family is, or within the last three years has been, employed as an executive officer of another entity of which any of the Company's present executive officers at the time serves or served on that other entity's compensation committee; (5) the Trustee is a current employee, or a member of his/her immediate family is a current executive officer, of another company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeded the greater of $1 million or 2% of such other company's consolidated gross revenues; or (6) the Trustee is a current executive officer or compensated employee, or an immediate family member of the Trustee is a current executive officer, of a charitable organization to which the Company has made donations in an amount which, in any of the last three fiscal years, exceeded the greater of $1 million or 2% of such charitable organization's donations.

Are our Trustees independent of Corporate Office Properties Trust?

The Board has determined that each of our nominees for Trustee meets the independence guidelines described above except for Mr. Budorick, our President and Chief Executive Officer.

What is the leadership structure of our Board of Trustees?

Our governance documents provide the Board with flexibility to select the appropriate leadership structure for the Company. In making leadership structure determinations, the Board considers many factors, including the specific needs of our business and what is in the best interests of the Company's shareholders. Our current leadership structure is comprised of an independent Chairman of the Board separate from the Chief Executive Officer. Among other things, the Board believes that having an independent Chairman enhances the ability of non-management Trustees to raise issues and concerns for Board consideration without immediately involving management and has determined that this structure is the most appropriate structure at this time.

Under our Bylaws, the Chairman of the Board shall preside over the meetings of the Board and of the shareholders at which he or she shall be present and shall in general oversee all of the business and affairs of the Company. In the absence of the Chairman, the Chief Executive Officer shall preside over the meetings of the Trustees and of the shareholders at which he shall be present. The Chairman shall perform such other duties as may be assigned by the Trustees. The Chief Executive Officer shall have responsibility for implementation of the policies of the Company, as determined by the Board, and for the administration of the business affairs of the Company.

What is our policy regarding Trustee attendance at regularly scheduled meetings of the Board and the annual meeting of shareholders?

The Board holds a minimum of four regularly scheduled meetings per year, including the meeting of the Board held in conjunction with our annual meeting of shareholders. Trustees are expected to attend all regularly scheduled meetings and to have reviewed, prior to the meetings, all written meeting materials distributed to them in advance. Trustees are expected to be physically present at all regularly scheduled meetings, and a Trustee who is unable to attend a meeting is expected to notify the Chairman of the Board in advance of such meeting. If a Trustee attends a regularly scheduled meeting by telephone for the entire meeting, such Trustee shall be deemed to have attended the meeting for the purposes of determining whether a quorum exists and for voting purposes. A Trustee may not send a representative with a proxy to vote on his or her behalf if such Trustee is not able to attend a scheduled meeting.

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Trustees are expected to be present at our annual meeting of shareholders. All of our Trustees who were nominated for re-election at the time of the 2018 Annual Meeting of Shareholders were in attendance at the meeting.

What is our policy regarding meetings of non-management Trustees?

The non-management Trustees meet in executive session at each of the regularly scheduled meetings. The Chairman of the Board presides at the executive sessions. The non-management Trustees may meet in executive session at any time to consider issues that they deem important to address without management present.

How are the Trustees compensated?

Employee Trustees receive no compensation, other than their compensation as an employee, for serving on the Board or its committees.

Non-employee Trustees received the following:

○ Fees, paid in cash, set forth below:

Annual Trustee fee	$ 64,000
Annual Chair of Board fee	$ 50,000
Annual committee chair fee	
Audit	$ 17,500
Compensation	$ 15,000
Investment	$ 13,000
Nominating and Corporate Governance	$ 11,000
Annual committee fees	
Audit	$ 14,000
Compensation	$ 12,000
Investment	$ 10,000
Nominating and Corporate Governance	$ 8,000
Fee for each Board meeting attended after first 12 per calendar year	$ 2,000

The fees set forth above changed from 2017. Our Trustee compensation is reviewed against market and our peers bi-annually in consultation with our external compensation consultant.

○ Reimbursement for out-of-pocket expenses, such as travel and lodging costs incurred in connection with meeting attendance; and

○ Annual grants of restricted shares or restricted share units in an award value of not more than $95,000, calculated utilizing the 15-day trailing average share price as of the grant date. Forfeiture restrictions for both award types lapse on the first anniversary of the grant date, provided that the Trustee remains in his or her position. The resulting common shares are issued either on the first anniversary of the grant date for restricted shares or on a later date selected by the Trustee for restricted share units. Holders of restricted share units and restricted shares are entitled to receive dividends on such units or shares. Holders of restricted shares can cast votes for such shares and restricted share units cannot cast votes for such units.

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The table below sets forth the total amounts of compensation earned by our non-employee Trustees during 2018:

Name of Trustee	Fees Earned (Paid in Cash)(1)	Equity Awards(2)	Total
Thomas F. Brady	$ 144,000	$ 97,101	$ 241,101
Robert L. Denton, Sr.	$ 107,000	$ 97,101	$ 204,101
Philip L. Hawkins	$ 99,000	$ 97,101	$ 196,101
Elizabeth A. Hight(3)	$ 30,231	$	$ 30,231
David M. Jacobstein	$ 105,500	$ 97,101	$ 202,601
Steven D. Kesler	$ 88,000	$ 97,101	$ 185,101
C. Taylor Pickett	$ 101,000	$ 97,101	$ 198,101
Richard Szafranski(3)	$ 30,951	$	$ 30,951
Lisa G. Trimberger	$ 82,000	$ 97,101	$ 179,101

(1) This column reports the amount of cash compensation earned in 2018 for Board and committee service.

(2) Represents the grant date fair value of restricted shares or restricted share units awarded to the Trustees in 2018. The grant date fair value of these awards granted was $28.08 per share. As of December 31, 2018, the outstanding options held by non-employee Trustees were: Mr. Brady: 5,000; Mr. Jacobstein: 5,000; and Mr. Kesler: 5,000. See Notes 2 and 15 to our consolidated financial statements included in our Annual Report on Form 10-K for additional information regarding share-based compensation, including assumptions made in determining values for awards.

(3) Ms. Hight and Mr. Szafranski stepped down from the Board effective May 10, 2018.

What are the committees of our Board?

The Board has four committees: (1) the Audit Committee; (2) the Compensation Committee; (3) the Investment Committee; and (4) the Nominating and Corporate Governance Committee. Descriptions of these committees are set forth below:

The Audit Committee oversees the following for the Company:

○ integrity of financial statements and other financial information provided to shareholders and the investment community;

○ compliance with certain legal and financial regulatory requirements and ethical behavior;

○ retention of our Independent Auditor, including oversight of its performance, qualifications and independence, approval of the scope of the audit and non-audit services and associated fees and input into the selection of the lead engagement partner with each rotation;

○ accounting and financial reporting processes, internal control systems and the internal audit function; and

○ risk management activities.

The Committee also provides an avenue for communication among our Independent Auditor, internal auditors, management and the Board.

The Compensation Committee's primary responsibilities are set forth below:

- establish and periodically review the Company's compensation philosophy and the adequacy of compensation plans and programs for executive officers and to make recommendations to the Board with respect to such compensation;

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- establish compensation arrangements and incentive goals (Company financial measures, business metrics and individual goals) for executive officers and to administer such compensation plans and programs;
- review and approve goals and objectives relevant to the Chief Executive Officer's compensation, evaluate the CEO's performance in light of those goals and objectives and, either as a Committee or together with the other independent Trustees (as directed by the Board), recommend to the Board for approval the CEO's compensation level based on this evaluation;
- review the performance of all other executive officers and award incentive compensation and adjust compensation arrangements as appropriate based upon performance;
- review and consider risks relating to the Company's compensation policies; and
- review compensation arrangements for Trustees and make appropriate recommendations to the Board for approval.

The Board has delegated to the Investment Committee the authority to approve various matters (acquisitions, dispositions, development/redevelopment projects, financings, joint ventures, equity issuances and other investments) when the matters are below certain threshold amounts. However, any matters that are greater than $75 million require the approval of the full Board.

The Nominating and Corporate Governance Committee serves the following purposes:

- recommend to the Board the structure and operations of the Board;
- identify individuals qualified to serve as Trustees and recommend that the Board select the Trustee nominees identified by the Committee for election at the next annual meeting of shareholders;
- recommend to the Board the responsibilities of each Board committee, the structure and operation of each committee and the Trustee nominees for assignment to each committee, including the recommendation of the chair for each Board committee;
- oversee the Board's annual evaluation of its performance and the performance of all Board committees;
- develop and recommend to the Board for adoption a set of Corporate Governance Guidelines applicable to the Company and periodically reviews the same; and
- review and monitor management development and succession plans and activities.

All members of the Audit, Nominating and Corporate Governance and Compensation Committees are independent Trustees and meet the applicable requirements for committee membership under the NYSE rules. The practices of the Audit, Nominating and Corporate Governance and Compensation Committees are outlined in their respective charters, which are available on our Internet website in the subsection entitled "Corporate Governance" or in print to any shareholder upon request. To the extent modifications are made to the charters, such modifications will be reflected on our Internet website.

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The committees on which Trustees served and the number of meetings held during 2018 are set forth below:

Board Member	Audit	Compensation	Investment	Nominating and Corporate Governance
Thomas F. Brady		ü	ü	ü
Robert L. Denton, Sr.	ü		ü	**C**
Philip L. Hawkins		ü	**C**	
Elizabeth A. Hight(1)		ü		ü
David M. Jacobstein	**C**		ü	
Steven D. Kesler	ü		ü	
C. Taylor Pickett		**C**	ü	
Richard Szafranski(2)	ü			ü
Lisa G. Trimberger	ü			ü(3)
Meetings Held in 2018	9	4	2	4

C = Chairman of the Committee

ü = Member of the Committee

(1) Served on Committees until the expiration of her term effective May 10, 2018.

(2) Served on Committees until the expiration of his term effective May 10, 2018.

(3) Began serving on this Committee effective May 10, 2018.

During 2018, the Board held four quarterly meetings. Each incumbent Trustee in 2018 attended at least 75% of the aggregate of the meetings of the Board and meetings held by all committees on which such Trustee served.

How are Trustees evaluated?

The Board recognizes that a robust and constructive evaluation process is an essential part of good corporate governance and board effectiveness. The evaluation processes utilized by the Board are designed and implemented under the direction of the Nominating and Corporate Governance Committee and aim to assess Board and committee effectiveness as well as individual Trustee performance and contribution levels. The Nominating and Corporate Governance Committee and full Board consider the results of the annual evaluations in connection with their review of Trustee nominees to ensure the Board continues to operate effectively. Each year our Trustees complete anonymous governance questionnaires and self-assessments. These questionnaires and assessments facilitate a candid assessment of: (i) the Board's performance in areas such as business strategy, risk oversight, talent development and succession planning and corporate governance; (ii) the Board's structure, composition and culture; and (iii) the mix of skills, qualifications and experiences of our Trustees.

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How are our Trustees nominated?

The Nominating and Corporate Governance Committee of the Board is responsible for recommending nominations to the Board and shareholders. In arriving at nominations, the Nominating and Corporate Governance Committee reviews with the Board the size, function, and needs of the Board and, in doing so, takes into account the principle that the Board as a whole should be competent in the following areas: (1) industry knowledge; (2) accounting and finance; (3) business judgment; (4) management and communication skills; (5) leadership; (6) public real estate investment trusts ("REITs") and commercial real estate business; (7) business strategy; (8) crisis management; (9) corporate governance; and (10) risk management. The Board also seeks members from diverse backgrounds. Trustees should have experience in positions with a high degree of responsibility, be leaders in the companies or institutions with which they are or were affiliated, and be selected based upon contributions that they can make to the Company. In determining whether to recommend a Trustee for re-election, the Nominating and Corporate Governance Committee also considers the Trustee's past attendance at meetings and participation in, and contributions to, the activities of the Board and its committees.

Our Board does not have an explicit diversity policy. Nevertheless, diversity of race, ethnicity, gender, age, cultural background and professional experience is considered in evaluating candidates for nomination. The Board believes that its members should exhibit integrity and ethical behavior, and that they should collectively represent a broad spectrum of experience and expertise. Diversity is important because a variety of points of view contribute to a more effective decision-making process.

The Nominating and Corporate Governance Committee has a policy regarding consideration of shareholder recommendations for Trustee nominees, which is set forth below:

The Committee considers nominees recommended by the Company's common shareholders using the same criteria it employs in identifying its own nominees. Any shareholder wishing to make a recommendation should send the following information to the Chairman of the Nominating and Corporate Governance Committee, care of David L. Finch, Vice President, General Counsel and Secretary, at our mailing address set forth on the first page of this proxy statement, no later than the date that is 120 days prior to the one-year anniversary of the date of the mailing of the Company's proxy statement for its most recent annual meeting of shareholders:

- the name of the candidate and the information about the individual that would be required to be included in a proxy statement under the rules of the Securities and Exchange Commission;
- information about the relationship between the candidate and the nominating shareholder;
- the consent of the candidate to serve as a Trustee;
- proof of the number of shares of the Company's common shares that the nominating shareholder owns and the length of time the shares have been owned; and
- a separate statement of the candidate's qualifications relating to the Board's membership criteria.

What is the Board's approach to risk oversight?

The Board plays an important role in the risk oversight of the Company. While the Board and its Committees rely on management to bring significant matters to its attention, the Board establishes and monitors the Company's risk tolerance and oversees its risk management activities primarily by:

- approving annually the strategic direction of the Company;

maintaining for itself and its committees direct decision-making authority with respect to matters with significant inherent risks, including material acquisition, disposition, development and financing activities and the appointment, retention and compensation of executive officers;

reviewing and discussing regular periodic reports relating to the performance of the Company and enterprise risk assessments relating to the achievement of its objectives;

approving the Company's annual budget and capital plan; and

overseeing specific areas of the Company's business by the Compensation, Audit, Investment and Nominating and Corporate Governance Committees.

Pursuant to its charter, the Audit Committee is responsible for the review of the Company's risk assessment and management activities, including the Company's enterprise risk management ("ERM") assessment. The Committee discharges these responsibilities by reviewing and discussing with management, the Company's internal audit and information technology functions and our Independent Auditor any significant risks or exposures faced by the Company, the steps taken to identify, minimize, monitor or control such risks or exposures and the Company's underlying policies with respect to risk assessment and risk management. The Company's management, including those from the Company's information technology function, reports quarterly to the Audit Committee with respect to management's assessment of the Company's cybersecurity and information security risks and the actions taken by the Company to manage and/or mitigate such risks. Consistent with NYSE Rules, the Audit Committee also provides oversight with respect to risk assessment and risk management, particularly regarding the activities of the Company's internal audit function and integrity of the Company's financial statements and internal controls over financial reporting. The Company's internal audit function reports to the Audit Committee regarding such activities on an ongoing basis, including at all in-person and most telephonic meetings of the Audit Committee. The Board is informed regarding these risk oversight activities at the quarterly meetings of the Board.

Our Executive Officers

Below is information with respect to our executive officers (in addition to Stephen E. Budorick, the Company's President and CEO) (sometimes referred to herein as our "executive officers" or "executives").

Paul R. Adkins, 60, has been our Executive Vice President and Chief Operating Officer since November 2016. He has overall responsibility for leasing, asset management, property management, government services and commercial development, as well as the development and execution of strategies to expand investment opportunities, predominately regarding new development at our existing Defense/IT locations. From 2011 until joining the Company, Mr. Adkins served as Principal at The JBG Companies, a then privately owned real estate investment and management firm at which he was responsible for large tenant and development leasing. Before his tenure at The JBG Companies, he was Executive Vice President and Managing Director of the Washington, DC region for Grubb & Ellis Company from 2010 to 2011. Mr. Adkins also served 21 years at CarrAmerica Realty Corporation (formerly NYSE: CRE) from 1982 to 2003 in leasing, acquisitions, and private equity.

Anthony Mifsud, 54, has been our Executive Vice President & Chief Financial Officer since February 2015, after serving as Senior Vice President, Finance and Treasurer since January 2011 and having joined the Company in 2007 as Vice President, Financial Planning & Analysis. Prior to joining the Company, Mr. Mifsud served as Senior Vice President & Treasurer for Municipal Mortgage & Equity, LLC (MMA) and prior to joining MMA, was Vice President, Financial Management at Enterprise Social Investment Corporation. From 1990-2005, Mr. Mifsud held various accounting and corporate finance positions at The Rouse Company (formerly NYSE: RSE), culminating as Vice President, Finance from 1999-2005. Prior to that time, Mr. Mifsud practiced as a CPA and auditor at KPMG Peat Marwick.

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Share Ownership of our Trustees,
Executive Officers and 5% Beneficial Owners

The following table shows certain information as of March 4, 2019 (unless otherwise noted) regarding the beneficial ownership of our common shares by each Trustee, each nominee for election as Trustee, each executive officer, all Trustees and executive officers as a group and each person known to us to be the beneficial owner of more than 5% of our outstanding common shares. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and means sole or shared voting or dispositive power with respect to securities. Each party named in the table below has sole voting and dispositive power with respect to the securities listed opposite such party's name, except as otherwise noted.

	Common Shares Beneficially Owned(1)	Percent of All Common Shares Beneficially Owned(2)	Awards Available within 60 days after March 4, 2019(3)
The Vanguard Group(4)	15,433,838	14.0%	
BlackRock, Inc.(5)	12,339,549	11.2%	
FMR LLC(6)	9,366,787	8.5%	
Wellington Management Group LLP(7)	9,154,719	8.3%	
Thomas F. Brady	27,120	*	16,730
Robert L. Denton, Sr.(8)	283,458	*	
Philip L. Hawkins	17,266	*	11,730
David M. Jacobstein	14,591	*	5,000
Steven D. Kesler	39,734	*	5,000
C. Taylor Pickett(9)	28,528	*	11,730
Lisa G. Trimberger(10)	9,464	*	
Stephen E. Budorick	131,597	*	
Anthony Mifsud	51,851	*	
Paul R. Adkins	35,327	*	
All Trustees and executive officers as a group (10 persons)(8)	638,936	0.6%	50,190

* Represents less than one percent.

(1) With respect to each shareholder (or group thereof), assumes that all units in our operating partnership, Corporate Office Properties, L.P. (the "Operating Partnership"), owned by such shareholder(s) listed are exchanged for common shares and assumes we elect to issue common shares rather than pay cash upon exchange of partnership units. Also includes shares issuable under awards held by such shareholder(s) available within 60 days after March 4, 2019, as reflected in the third column of this table.

(2) Common shares issuable upon the conversion of units in the Operating Partnership and the exercise of options exercisable currently or within 60 days after March 4, 2019 are deemed outstanding and to be beneficially owned by the person holding such units or options for purposes of computing such person's percentage ownership, but are not deemed outstanding for the purpose of computing the percentage ownership of any other person.

(3) Includes common shares issuable under options held by such shareholder(s) exercisable within 60 days after March 4, 2019 and restricted share units held by such shareholder(s) with a settlement date within 60 days after March 4, 2019.

(4) The Vanguard Group ("Vanguard") has sole voting power with respect to 143,357 shares, shared voting power with respect to 118,968 shares, sole investment power with respect to 15,274,251

shares and shared investment power with respect to 159,587 shares. Of these shares, the Vanguard Real Estate Index Fund (the "Index Fund") has sole voting power over 4,902,022 shares. Vanguard and the Index Fund are located at 100 Vanguard Blvd., Malvern, Pennsylvania 19355. The information in this note was derived from a Schedule 13G/A filed with the Securities and Exchange Commission by the Index Fund on January 31, 2019 and a Schedule 13G/A filed with the Securities and Exchange Commission by Vanguard on February 11, 2019.

(5)
BlackRock, Inc. ("BlackRock") has sole voting power with respect to 11,906,782 shares and sole investment power with respect to 12,339,549 shares. BlackRock is located at 55 East 52nd Street, New York, New York 10055. The information in this note was derived from a Schedule 13G/A filed with the Securities and Exchange Commission by BlackRock on January 24, 2019.

(6)
FMR LLC ("FMR") has sole voting power with respect to 674,467 shares and sole investment power with respect to 9,366,787 shares. FMR is located at 245 Summer Street, Boston, Massachusetts 02210. The information in this note was derived from a Schedule 13G/A filed with the Securities and Exchange Commission by FMR on February 13, 2019.

(7)
Wellington Management Group LLP ("Wellington") has shared voting power with respect to 7,511,858 shares and shared investment power with respect to 9,154,719 shares. Wellington is located at 280 Congress Street, Boston, Massachusetts 02210. The information in this note was derived from a Schedule 13G/A filed with the Securities and Exchange Commission by Wellington on February 12, 2019.

(8)
Includes 280,000 common units in the Operating Partnership exchangeable for common shares, 90,000 (31.8% of Mr. Denton's total common unit and common share holdings) of which were pledged as security for a line of credit. In 2014, the Company adopted an anti-pledging policy and grandfathered this pre-existing pledge. The pledged shares are excluded from the computation of Mr. Denton's shares as required by our share ownership guidelines.

(9)
Includes 5,000 shares held through the C. Taylor Pickett Family Trust. Mr. Pickett does not have voting or investment power with respect to these shares.

(10)
Includes 5,000 shares held through the John R. Trimberger, Jr. Trust and 3,000 shares held through the Mack Capital Investments, LLC, an entity in which Ms. Trimberger owns a 50% controlling interest. Ms. Trimberger has voting and investment power with respect to these shares.

Section 16(a) Beneficial Ownership Reporting Compliance

The rules of the Securities and Exchange Commission require that we disclose late filings of initial reports of share ownership and reports of changes in share ownership by our Trustees, officers and greater than 10% shareholders. Our Trustees, officers and greater than 10% shareholders are required by those rules to furnish us with copies of the reports of share ownership (and changes in share ownership) they file with the Securities and Exchange Commission. Based solely on our review of the copies of such reports received by us and other information provided by these parties, we believe that during the year ended December 31, 2018, our Trustees, officers and greater than 10% shareholders filed all required reports on a timely basis.

Code of Ethics; Review and Approval of Related Party Transactions

The Company has a Code of Business Conduct and Ethics for all employees and Trustees and a Code of Ethics for Financial Officers. These codes of ethics documents are available in the investor relations section of the Company's Internet website in the subsection entitled "Corporate Governance." The Company's Internet website address is www.copt.com. We will make available on our Internet website any future amendments or waivers to our Code of Business Conduct and Ethics and Code of Ethics for Financial Officers within four business days after any such amendments are adopted or waivers are granted. In addition, shareholders may request a copy of these codes of ethics documents, free of charge, by making this request in writing to our Vice President, Investor Relations at ir@copt.com or at our mailing address.

Our Code of Business Conduct and Ethics mandates that the Audit Committee must review and approve any "related party transaction," as defined by relevant SEC rules (generally, transactions involving amounts exceeding $120,000 in which a related person has a direct or indirect material interest). In considering the transaction, the Audit Committee will consider all relevant factors, including, among others, our business rationale for entering into the transaction, any potential alternatives to entering into the transaction, whether the transaction is on terms that would be comparable to those available to third parties and the overall fairness of the transaction to the Company.

In general, either management or the affected Trustee or executive officer will bring the matter to the attention of either the chairman of the Audit Committee or our Vice President, Secretary and General Counsel. If a member of the Audit Committee is involved in the transaction, he/she will be recused from all discussions and decisions about the transaction. The transaction must be approved in advance whenever practicable, and if not practicable, must be ratified as promptly as practicable.

Company's Commitment to Environmental and Social Responsibility

We remain committed to environmentally and socially responsible investment that furthers the Company's goal to create value for its shareholders. Since 2003, we have been constructing buildings to the Leadership in Energy and Environmental Design ("LEED") Silver minimum. Further, the environmental, social, and governance ("ESG") practices engaged in by the Company constitute our sustainability platform and have informed and shaped our corporate culture for over a decade. As outlined in our Sustainability Report and noted in our 2018 Annual Report on Form 10-K, we invest in energy systems and equipment that reduce our energy consumption and operating costs. Since 2010, we have embraced the LEED Existing Building: Operations and Maintenance ("LEEDEBOM") prerequisites, including green cleaning, recycling, ENERGY STAR, no smoking and other operations and maintenance policies to ensure our tenants and employees work in healthy environments. In 2014, we committed to annually participating in the Global Real Estate Sustainability Benchmark ("GRESB") survey. The 2015 GRESB survey was our first submittal, and we earned a "Green Star" rating, the highest quadrant of achievement, in 2015, 2016 and 2017. In 2016, we published our first sustainability report in accordance with Global Reporting Initiative ("GRI") content and formatting. Early in 2018, our senior management team adopted a Corporate Sustainability Policy. Our sustainability objective is to balance the tactics outlined in our ESG Pledge, known by the acronym "RITE," with our fiduciary responsibility to our shareholders. Our Company pledges to sustainably develop and operate our portfolio to create healthier work environments and reduce consumption of resources. Our tactics for achieving our pledge are to Reduce, Innovate, Teach and Engage as part of our daily responsibilities. By following the "RITE" principles, we believe that we optimize our property operations and add value for all stakeholders. We also employ best practices in corporate governance, and robust community outreach programs, such as the Company's Donate 8, a program that encourages every employee to take one paid workday each year to volunteer with a non-profit organization in his or her community.

Report of the Audit Committee

The Audit Committee of our Board is comprised of the four Trustees named below. Each of the Trustees meets the independence and experience requirements of the NYSE and satisfies the Securities and Exchange Commission's additional independence requirements for members of audit committees. The Board has determined that each of David M. Jacobstein, Steven D. Kesler and Lisa G. Trimberger is an "audit committee financial expert" as defined by the Securities and Exchange Commission. The

Audit Committee adopted and the Board approved, a charter outlining the Audit Committee's practices. A copy of the charter is available in the investor relations section of the Company's Internet website in the subsection entitled "Corporate Governance." The Audit Committee's charter is also available in print to any shareholder upon request. To the extent modifications are made to the Audit Committee's charter, such modifications will be reflected on the Company's Internet website.

Management is responsible for the Company's financial statements, financial reporting process, internal control over financial reporting, compliance with legal and regulatory requirements and ethical behavior. Our Independent Auditor is responsible for expressing opinions on the conformity of the Company's consolidated financial statements with generally accepted accounting principles, the fairness of the presentation of the Company's financial statement schedules and the effectiveness of the Company's internal control over financial reporting in accordance with the Public Company Accounting Oversight Board ("PCAOB"). The Company's internal audit function is responsible for, among other things, helping to evaluate and improve the effectiveness of risk management, control and governance processes, and identifying opportunities to assist in improving the Company's operations. The role of the Audit Committee is to oversee these activities.

Management completed its evaluation of the Company's system of internal control over financial reporting pursuant to the requirements set forth in Section 404 of the Sarbanes-Oxley Act of 2002 and related regulations. The Audit Committee was kept apprised of the progress of the evaluation and provided oversight during the process. In connection with this oversight, the Committee received periodic updates provided by management and the internal audit function at each regularly scheduled Committee meeting. At the conclusion of the process, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2018 and reported its conclusion to the Audit Committee. The Committee reviewed Management's Report on Internal Control over Financial Reporting contained in the Company's and the Operating Partnership's Annual Report on Form 10-K for the year ended December 31, 2018 filed with the Securities and Exchange Commission, as well as the Independent Auditor's Report of Independent Registered Public Accounting Firm included in the Company's and the Operating Partnership's Annual Report on Form 10-K. The Report of Independent Registered Public Accounting Firm related to the audit of: (1) the consolidated financial statements and financial statement schedule included in the Annual Report on Form 10-K; and (2) the effectiveness of internal control over financial reporting. The Committee continues to oversee the Company's efforts related to its internal control over financial reporting and management's preparations for the evaluation in 2019.

The Audit Committee met with the Company's accounting and financial management team, the internal audit function and the Independent Auditor to review the Company's annual and quarterly periodic filings containing consolidated financial statements prior to the Company's submission of such filings to the Securities and Exchange Commission. In addition, the Audit Committee met with the internal audit function and with the Independent Auditor, without the presence of management, to discuss their respective audits and projects.

Management represented to the Audit Committee that the Company's and the Operating Partnership's consolidated financial statements for the year ended December 31, 2018 were prepared in accordance with generally accepted accounting principles. The Audit Committee discussed with the Independent Auditor the matters required to be discussed under Statement on Auditing Standards No. 16, as amended, which addresses communication between audit committees and independent registered public accounting firms. The Audit Committee received from the Independent Auditor the written disclosures and letter required by PCAOB Rule 3526, which addresses independence discussions between auditors and audit committees. The Audit Committee also held discussions with the Independent Auditor regarding its independence from the Company and its management and considered whether Independent Auditor's provision of audit and non-audit services provided to the Company during 2018 was compatible with maintaining the firm's independence.

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The Audit Committee has an established practice of requiring pre-approval of all audit and permissible non-audit services and associated fees provided by the Independent Auditor. The Audit Committee must consider whether the services it is approving impair the Independent Auditor's independence. All services were approved by the Audit Committee prior to the services being rendered.

In determining whether to reappoint PricewaterhouseCoopers LLP ("PwC") as the Company's Independent Auditor, the Audit Committee took into account a number of factors, including: PwC's independence and objectivity; PwC's capability and expertise in handling the Company's industry, including the expertise and capability of the lead audit partner; historic and recent performance, including the extent and quality of PwC's communications with the Audit Committee; the results of a management and Audit Committee surveys of PwC's overall performance; data related to audit quality and performance, including recent PCAOB inspection reports on the firm; the appropriateness of PwC's fees, both on an absolute basis and as compared with its peers; and the length of time that PwC has been engaged. In addition to the foregoing, due to audit partner rotation requirements under the rules of the PCAOB, during 2018, the Audit Committee participated with management and PwC in the process to select the audit partner to succeed the incumbent.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board that the Company's and the Operating Partnership's audited consolidated financial statements for the year ended December 31, 2018 be included in the Company's and the Operating Partnership's Annual Report on Form 10-K for the year ended December 31, 2018 for filing with the Securities and Exchange Commission. This report is provided by the following independent Trustees, who constitute the Audit Committee.

AUDIT COMMITTEE

David M. Jacobstein, Chair
Robert L. Denton, Sr.
Steven D. Kesler
Lisa G. Trimberger

The Report of the Audit Committee shall not be deemed incorporated by reference by any general statement that incorporates by reference any portion of this proxy statement into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates this information by reference, and shall not otherwise be deemed filed under such acts.

Independent Registered Public Accounting Firm

PwC served as our Independent Auditor for the years ended December 31, 2018 and 2017. PwC also provided us with other auditing and advisory services. We are cognizant of the need for PwC to maintain its independence and objectivity in order to effectively serve in its role as our Independent Auditor. As a result, our Audit Committee restricted the services for which PwC can be engaged to those services that could not impair or appear to impair PwC's independence and objectivity. In making this determination, the Audit Committee contemplates the nature of the services, the benefits that PwC performing such services brings both to the services and to their audit and PwC's proposed cost for providing such services.

The Audit Committee has procedures in place regarding the pre-approval of all services provided by PwC. Specifically, management contacts the Audit Committee Chair regarding the potential need for a service from PwC. PwC then provides an engagement letter to management pertaining to the service, which management reviews for the service description and proposed fee. Once management agrees with the engagement letter, it forwards the engagement letter to the Audit Committee Chair. The Audit Committee Chair then reviews the engagement letter for the criteria described in the previous

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paragraph and if, based on such review, he approves of the terms of the engagement letter, he forwards the letter to the other Audit Committee members requesting that they respond within a certain period of time should they not approve of the engagement letter. The Audit Committee has delegated pre-approval authority to the Chair for certain audit-related services. All fees paid to PwC in 2018 were approved by the Audit Committee in accordance with this policy.

For the years ended December 31, 2018 and 2017, we incurred the approximate fees and expenses set forth below with PwC:

		2018		2017
Audit fees(1)	$	1,601,534	$	1,638,217
Audit-related fees(2)		337,136		56,455
Tax fees(3)		242,300		215,870
Total	$	2,180,970	$	1,910,542

(1) Audit fees include fees billed for services rendered in connection with audits of (i) the Company's and the Operating Partnership's consolidated financial statements and financial schedules included in the Annual Report on Form 10-K; and (ii) the effectiveness of the Company's and the Operating Partnership's internal control over financial reporting. These fees totaled $1,441,284 in 2018 and $1,513,917 in 2017. Audit fees also include: issuances of comfort letters on filings associated with public offerings; consents on registration statements; and implementation procedures related to new accounting guidance.

(2) Audit-related fees consist of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements but not included in (1) above. This category includes fees for: an assessment of our implementation of an enterprise resource planning software package in 2018; a pre-assessment of our critical accounting matters in preparation for future changes in audit reporting; and the audit of financial statements of our employee retirement savings plan.

(3) Tax fees consist of fees billed for professional services rendered for tax compliance, tax advice, tax planning and services in connection with technology used for tax compliance in 2018 and 2017.

None of the fees reflected above were approved by the Audit Committee pursuant to the "de-minimis exception" in Rule 2-01 of Regulation S-X.

We expect that a representative of PwC will be present at the 2019 Annual Meeting. The representative will have an opportunity to make a statement if he or she desires to do so and to answer appropriate questions.

Proposal 2 Ratification of the Appointment of Independent Auditor

The Audit Committee has selected and appointed PwC as our Independent Auditor to audit our consolidated financial statements for the year ending December 31, 2019. Although ratification by shareholders is not required by law or by our Bylaws, the Audit Committee believes that submission of its selection to shareholders is a matter of good corporate governance. PwC has been the Company's auditor since 1997 and the Operating Partnership's auditor since 2013 and the Audit Committee considered the factors mentioned above in determining to reappoint PwC. Even if the appointment is ratified, the Audit Committee, in its discretion, may select a different Independent Auditor at any time if the Audit Committee believes that such a change would be in the best interests of the Company and its shareholders. If our shareholders do not ratify the appointment of PwC, the Audit Committee will take that fact into consideration, together with such other factors it deems relevant, in determining its next selection of Independent Auditor. Representatives of PwC will be present at the Annual Meeting and will have an opportunity to make a statement if such representative so desires and will have an opportunity to respond to appropriate questions by shareholders.

The Board recommends a vote "FOR" approval of the ratification of the appointment of PricewaterhouseCoopers LLP as our Independent Auditor for the current fiscal year.

Proposal 3 Advisory Vote to Approve Executive Compensation

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, or the Dodd-Frank Act, enables our shareholders to vote to approve, on an advisory basis, the compensation of our named executive officers as disclosed in this proxy statement in accordance with the Securities and Exchange Commission's rules. This is commonly known as, and is referred to herein as, a "say-on-pay" proposal or resolution.

Our compensation programs are designed to clearly link annual and long-term financial results and shareholder return to executive rewards. The majority of each executive's total compensation is tied directly to goal achievement; this pay for performance approach ensures that the financial interests of our executives are aligned with those of our shareholders. Please refer to the section entitled "Compensation Discussion and Analysis" for additional details about our executive compensation programs, including information about the compensation of our named executive officers for 2018.

The Compensation Committee annually reviews all elements of our compensation program for named executive officers to ensure its alignment with our philosophy and corporate governance approach, including its effectiveness in aligning the financial interests of our executives with those of our shareholders. Accordingly, pursuant to Section 14A(a)(1) of the Exchange Act, we are providing shareholders with the opportunity to approve the following advisory resolution:

> "RESOLVED, that the compensation paid to the Company's named executive officers, as disclosed in this proxy statement pursuant to Item 402 of Regulation S-K promulgated by the Securities and Exchange Commission, including the section entitled "Compensation Discussion and Analysis," compensation tables and narrative discussion, is hereby APPROVED."

The Board recommends a vote "FOR" the approval of this resolution.

We are asking our shareholders to indicate their support for our named executive officers' compensation as described in this proxy statement. This say-on-pay proposal gives our shareholders the opportunity to express their views on our named executive officers' compensation. This vote is not limited to any specific item of compensation, but rather addresses the overall compensation of our named executive officers and our philosophy, policies and practices relating to their compensation as described in this proxy statement pursuant to Item 402 of Regulation S-K promulgated by the Securities and Exchange Commission.

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Vote Required; Effect of Vote

The affirmative vote of a majority of the votes cast on this proposal will be required for approval.

The say-on-pay resolution is advisory, and therefore will not have any binding legal effect on the Company or the Compensation Committee. However, the Compensation Committee does value the opinions of our shareholders and will take the results of the vote on this proposal into account in its future decisions regarding the compensation of our named executive officers.

Compensation Committee Interlocks and Insider Participation

The Compensation Committee is comprised of the four independent Trustees listed below. The Committee members do not have any non-trivial professional, familial or financial relationship with the Chief Executive Officer, other executive officers or the Company, other than their relationships as Trustees.

Report of the Compensation Committee

The Compensation Committee has reviewed the Compensation Discussion and Analysis and discussed it with management. Based on its review and discussions with management, the Committee recommended to our Board that the Compensation Discussion and Analysis be included in the Company's and the Operating Partnership's Annual Report on Form 10-K for 2018 and the Company's 2019 proxy statement. This report is provided by the following independent Trustees, who comprise the Committee.

COMPENSATION COMMITTEE

C. Taylor Pickett, Chair
Thomas F. Brady
Philip L. Hawkins

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Compensation Discussion and Analysis

Executive Summary

During 2018, we leased 4.2 million square feet, the second highest level in our 20-year history as a public company. This included leasing 600,000 square feet of vacant space in our operating portfolio and 1.1 million square feet of development leasing. Our strategy focuses on long-term value creation; we believe that we are positioned to effectively generate growth through low-risk accretive development, and that we have positioned the Company to deliver value to our shareholders in the future.

Strong Governance Related to Executive Compensation:

We design our compensation programs to link executive compensation to annual financial results and long-term Total Shareholder Return ("TSR"). We implement our pay for performance approach to ensure that the financial interests of our executives align closely with those of our shareholders by directly tying the majority of each executive's pay to the achievement of defined objectives. The Company's compensation structure and corporate governance policies mitigate compensation-related risk without diminishing the effectiveness of the incentives we provide to our Named Executive Officers ("NEOs").

The Company's Executive Compensation Practices	Executive Compensation Practices the Company Does Not Engage In
ü **Pay for Performance:** We tie our CEO's compensation to performance by setting clear and challenging Company goals, with the majority of total target compensation consisting of performance-based components.	× **No Guaranteed Bonuses:** The Company does not provide NEOs with guaranteed cash bonuses.
ü **Multiple Performance Metrics:** We use different performance measures for short- and long-term incentives, with multi-year vesting or measurement periods for long-term incentives.	× **No Excise Tax Gross-Ups:** We have no agreements in place that provide for reimbursement by the Company for the tax obligations of our employees resulting from severance payments made in the event of a change in control, and will not enter into such agreements in the future.
ü **Risk Oversight:** We annually prepare an ERM assessment. The Compensation Committee carefully considers the risks associated with all elements of our compensation programs.	× **No Repricing of Stock Options:** We do not reprice underwater stock options, i.e., modify outstanding option awards to lower the exercise price. The Company has not issued stock options since 2009 and none of our current NEOs were ever issued stock options.
ü **Annual Pay for Performance Analysis:** We assess pay and performance relative to peers to ensure that actual payouts align competitively.	× **No Hedging or Pledging**: The Company has an anti-pledging and anti-hedging policy. Subject to the terms of the policy, executives may not (1) hold securities of the Company in a margin account or pledge securities of the Company as collateral for a loan, or (2) enter into hedging or monetization transactions or similar arrangements with respect to securities of the Company.
ü **Share Ownership and Retention Guidelines:** The Company maintains guidelines for both executives and Trustees. Guidelines for the executives range from three times to six times salary. Guidelines for non-employee Trustees are five times their initial cash retainer. We implemented new market-validated standards in February 2018, as discussed below.	

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The Company's Executive Compensation Practices	Executive Compensation Practices the Company Does Not Engage In
ü **Clawback Policy:** We have in place a comprehensive incentive recoupment (i.e., "clawback") policy. Should the SEC pass specific regulations regarding clawbacks, we would revise the policy, if necessary, to comply with any such regulations.	
ü **Use of Independent Compensation Consultant:** The Committee uses an independent consultant that is precluded from performing any work directly for the management of the Company, unless pre-approved by the Committee. No such additional work was requested or performed in 2018.	
ü **Peer Group:** We utilize an appropriately sized and defined peer group for compensation benchmarking purposes. We review the companies comprising the peer group annually for continued appropriateness.	

2018 Pay and Governance Highlights:

Realizable Pay: Consistent with our compensation philosophy, we aim to encourage business behaviors and performance that are in the long-term interests of our shareholders. We accomplish this by delivering a significant portion of total NEO pay in variable, performance-based compensation. On an annual basis, we review our NEOs' long-term realizable pay and performance alignment and ensure we are paying appropriately relative to performance.

Historically, Mr. Budorick's realizable pay and performance have been strongly aligned. While our TSR was positive for the 3-year period from 2016 through 2018, at +13%, the Company's TSR performance for the more recent periods was down due to a challenging market environment in the REIT sector that affected our share price. As such, while the 2016-2018 PSU awards were earned at 157% of target, both the 2017-2019 and 2018-2020 awards are currently tracking below threshold at 0% of target payout based on performance through December 31, 2018. As a result, despite overall positive TSR performance during the 3-year period from 2016 through 2018, Mr. Budorick's 3-year realizable pay over this same time period was lower than Mr. Budorick's 3-year target Total Direct Compensation ("TDC") opportunity, defined and illustrated below.

- *Realizable TDC*: actual salary earned, actual cash incentive awards earned, the value of granted Restricted Shares ("RSs"), priced as of December 31, 2018, and the actual and estimated payout values of granted Performance Share Units ("PSUs"), priced as of December 31, 2018.
- *Target TDC*: annual base salary, target value of annual cash incentive award, grant date fair value of restricted stock award, and target grant date fair value of PSU award.

Base Salary: On January 1, 2018, the Company increased Mr. Budorick's base salary to $646,033 as a result of his overall strong and effective leadership of the Company, creation of significant opportunity for new developments and overachievement of the Company's 2017 performance scorecard. Even with Mr. Budorick's base salary increase, this component of his compensation, along with his overall total compensation, remains in the lowest quartile compared to the CEOs in our peer group

Annual Cash Incentive Awards: We used a scorecard approach to drive the achievement of strategic business objectives, measure Company performance and determine the executives' annual cash incentive awards. We believe this approach rewards our executives for the achievement of strategic objectives that will create value for our shareholders over the long term. The scorecard weighted the following three categories of objectives using both quantitative and qualitative evaluations: Financial Measures at 60%; Development Leasing Volume at 30%; and Core Portfolio Year End Occupancy at 10%. We established performance goals in each of these areas in the first quarter of 2018, and in so doing reweighted the three categories (formerly 65%, 20% and 15%, respectively) to be reflective of our guidance for the year and better suited to focus our executives further on development leasing as a growth and value driver. Overall, the Company performed above target level for 2018 when all metrics in the scorecard were considered, achieving 126.9% of target for our Corporate Objectives. The Committee believes that a payout at this level is reflective of the Company's overall strong performance for the year.

Long-Term Equity Incentive Awards: Two elements comprised our executive long-term equity incentive program in 2018:

- We awarded the majority, 60%, of our NEOs' long-term equity incentives in the form of PSUs, which we believe aligns their interests with those of our shareholders. The number of shares earned at the end of the three-year performance period depends entirely on TSR relative to our established peer group, and if the Company's results are in the bottom quartile, the NEOs will not earn any shares. If the Company's TSR during the measurement period is negative, the maximum number of PSUs that may be earned is limited to 100% of the target level. We believe that the PSU plan further motivates our executives to achieve strong returns over a sustained period.

- We awarded the remaining 40% of the NEOs' long-term equity incentives in the form of RSs with a three-year ratable vesting period. We believe this portion of their award reinforces our goal of retention, in addition to incentivizing our executives to increase shareholder value over an extended timeframe.

The performance period for the March 2016 PSU grant ended on December 31, 2018. The Company's three-year performance was at the 64th percentile relative to our peers' TSR, resulting in a payout of 157% of the target award to our CEO and CFO in 2019.

Change in Control Plan: Our executives are not parties to employment agreements. Mr. Budorick, Mr. Adkins and Mr. Mifsud are included in the Company's "Executive Change in Control and Severance Plan" ("CIC Plan") (see additional disclosure in the section entitled "Severance and Change in Control Benefits"). We believe the CIC Plan encourages our executives to act in the best interests of our shareholders, while also providing them financial security in the event of a change in control. We believe the design of the CIC Plan is competitive with similar plans found in our industry. Our CIC Plan requires that for severance benefits to be payable in connection with a change in control event, a qualified termination must also occur (referred to as a "double trigger"). Our CIC Plan does not provide for excise tax gross-ups.

Named Executive Officers

This Compensation Discussion and Analysis describes the material elements of compensation for our NEOs as listed in the Summary Compensation Table of this proxy.

Compensation Objectives

We tie the compensation of each executive to the Company's performance. We design compensation levels to be commensurate with those of executives performing similar responsibilities for an appropriate group of peer companies. Our executives' compensation relative to that of their counterparts in the peer group can vary based upon:

Skill + Experience: The executive's skill and experience in the position, both overall and with the Company.

Performance: The performance of the executive and the functions the executive oversees.

Internal Relativity: The amount that we pay our other executives.

Market Competition: The competition in the marketplace for the talents of the executive.

We endeavor to provide our executives with the opportunity to earn a higher relative level of total compensation when warranted by superior results and performance. This approach allows us to attract, retain and motivate executives. Our incentive programs provide compensation in the form of both annual cash and long-term equity awards in order to reward both short- and long-term performance. Each year, we review the allocation of total compensation between cash and long-term equity awards in comparison to our peer group to assist in determining the compensation of our executives, in total and by component. The majority of compensation provided is performance-based, linked to a combination of annual and long-term goals. Long-term equity awards represent the largest component of our NEOs' incentive compensation, as further described in the section below entitled "Long-Term Equity Incentive Awards."

Role of the Compensation Committee of the Board

The Board appoints the Compensation Committee, which acts on behalf of the Board. The Committee establishes and periodically reviews the Company's compensation philosophy and the

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adequacy of compensation plans and programs for executives and other Company employees. The section entitled "Our Board of Trustees" in this proxy statement describes other responsibilities of the Committee.

Following recommendations by the Committee, the independent non-management members of the Board must approve NEO compensation decisions. The Board is responsible for oversight of the Committee's activities, except where the Committee has sole authority to act as required by an NYSE listing standard or applicable law or regulation. The Committee has complete and open access to management and any other resources of the Company required to assist it in carrying out its duties and responsibilities, including sole authority, in its discretion, to retain, set compensation for and terminate any consultants, legal counsel or other advisors.

Annual Shareholder Say-on-Pay Votes

The Company provides its shareholders with the opportunity to cast an annual advisory vote on executive compensation (a "say-on-pay proposal"). At the Company's annual meeting of shareholders held in May 2018, a substantial majority (97.2%) of the shareholder say-on-pay proposal votes were in favor of the proposal. The Compensation Committee believes this vote was indicative of our shareholders' support of the Company's approach to executive compensation. The Committee will continue to consider shareholder feedback and the outcome of the Company's say-on-pay votes when making future NEO compensation decisions.

Use of Independent Consultants

In determining executive compensation, the Compensation Committee makes use of analyses provided, at its request, by external consultants. Since 2010, the Committee has utilized Pay Governance LLC for these services. The Committee has reviewed the independence of Pay Governance LLC's advisory role relative to the six consultant independence factors adopted by the SEC to guide listed companies in determining the independence of their compensation consultants, legal counsel and other advisors. Following its review, the Committee concluded that Pay Governance LLC has no conflicts of interest, and provides the Committee with objective and independent executive compensation advisory services. Pay Governance LLC provides data relevant to reviewing executive compensation, discussions of compensation practices and observations to the Committee regarding compensation programs and pay levels. Pay Governance LLC did not perform any work for the Company at the direction of management during 2018. As appropriate, the Committee meets with its independent consultant in executive session without management present.

Role of Management

The CEO meets with the Compensation Committee to review our compensation philosophy, present analyses based on the Committee's requests and discuss the compensation recommendations the Committee makes to the Board. The CEO presents management's perspective on business objectives, discusses the effect of business results on compensation recommendations, reviews executive compensation data and discusses the other NEOs' performance. Our CEO attends Committee meetings and general meetings of the Board, but he does not attend those portions of Board and Compensation Committee meetings intended to be held without members of management present, including those relating to the CEO's compensation.

Our Director, Human Resources, who reports directly to our CEO, also takes direction from, and provides suggestions to, the Committee, oversees the formulation of compensation plans incorporating the recommendations of the Committee and assists the Chairman of the Compensation Committee in preparing agendas for the meetings.

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Compensation Comparisons

To meet our objectives of attracting and retaining superior talent, we annually review pay practices of our peers, though we do not set our NEO pay levels solely with respect to how they relate to those of our peers. We use market data to help confirm that our pay practices are appropriate. We review our peer group annually, seeking to include companies that are similar in size and business structure to us. Within this peer group, we then focus on executives with responsibilities similar to our executives. In order to provide data for this analysis, the independent consultant obtains an understanding of the goals, objectives and responsibilities of each executive position based on reviews of job descriptions and discussions with management and the Committee.

The peer group includes a blend of publicly traded office and diversified REITs, with a heavier weighting on office companies. We based inclusion upon the following criteria: business focus; product mix; revenue; market capitalization; geographic location; and other factors. The companies included in the 2018 peer group were:

Brandywine Realty Trust	Hudson Pacific Properties, Inc.
Columbia Property Trust, Inc.	Kilroy Realty Corporation
Cousins Properties Incorporated	Mack-Cali Realty Corporation
Douglas Emmett, Inc.	Piedmont Office Realty Trust, Inc.
Franklin Street Properties Corporation	PS Business Parks, Inc.
Government Properties Income Trust	TIER REIT, Inc.
Highwoods Properties, Inc.	Washington Real Estate Investment Trust

For purposes of reviewing NEO total compensation relative to competitive practices, the independent consultant provided peer group compensation data to the Compensation Committee. The Compensation Committee compared our NEO base salaries, annual cash incentive awards, long-term equity awards and total compensation to information for comparable positions in each of the peer group companies. The independent consultant provided detailed information at the 25th, 50th and 75th percentiles and the average in order to assist the Committee in understanding how the Company's executive compensation compared to that of its peers.

Consistent with our practice in prior years, the independent consultant also conducted a comprehensive pay for performance assessment of the Company's executive compensation program and the linkage between organizational performance and the value of the compensation delivered to the executives. The assessment indicated that over the three-year period 2015 to 2017, our management team's pay and performance relative to peers was generally aligned.

Base Salary

We view base salary as the fixed element of pay throughout the year that is required to attract and retain executives. The base salaries of our NEOs are determined in consideration of their scope of responsibilities and individual skills and experience. They are eligible for periodic increases in their base salary as a result of individual performance. The Committee also considers a variety of factors that influence NEO salary levels, including peer group data, the desire to create an appropriate level of differentiation between the NEOs and budget considerations.

Annual base salary actions in 2018 are shown below. These changes are reflective of each NEO's strong individual objective achievement (where applicable), creation of significant opportunity for the

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Company's business development, overachievement of the Company's 2017 performance scorecard, and each NEO's position relative to peer base salaries:

Name of Executive	Base Salary as of December 31, 2017	2018	% Increase
Stephen E. Budorick	$ 561,600	$ 646,033	15.0%
Paul R. Adkins	$ 400,000	$ 417,118	4.3%
Anthony Mifsud	$ 378,525	$ 407,010	7.5%

Effective January 1, 2018, the Board increased Mr. Budorick's base salary by $84,433, or 15.0%, in recognition of his performance as CEO and in order to move Mr. Budorick's base salary towards the median of the competitive range, reflective of his increased tenure and contributions. Mr. Budorick remains in the lowest base salary quartile relative to our peers. The Board determined that the base salaries for 2018 shown above for Mr. Adkins and Mr. Mifsud appropriately reflect their level of responsibility in the Company based on a comparison to market data and to their peers.

Annual Cash Incentive Awards

Our executives receive annual cash incentive awards based on the Company's overall financial, operational and strategic performance and achievement of other stated corporate objectives, as well as each executive's performance against his or her individual objectives. In the first quarter of each year, the Committee approves both performance goals for the annual cash incentive plan and associated potential award payouts. Each executive's potential annual cash incentive award is set as a percentage of the executive's base salary. In 2018, the Committee used a scorecard approach to measure the Company's performance. We believe this approach rewards our executives' achievement of both short-term financial and long-term strategic objectives that create value for our shareholders.

There are four established achievement levels for each objective within the scorecard:

Threshold [50%]: If the Company does not achieve threshold level performance of the weighted average of the scorecard objectives, then we will not pay annual incentive awards.

Target [100%]: Approximates management's estimate of the related objective as set forth in the annual budget approved by the Board; this level of performance is intended to be challenging, yet attainable.

High [150%]: Intended to be attainable with superior performance.

Maximum [200%]: Only available as a score for each specific objective, and intended to capture outstanding performance that is difficult to attain.

The aggregate scorecard outcome is limited to the high achievement level of 150%. Actual awards are determined once the Company finalizes actual performance with respect to these objectives, and interpolates between performance levels as appropriate. The Committee retains the authority to recommend increases or decreases to annual cash incentive awards at its discretion.

2018 Performance Objectives for Annual Cash Incentive Awards

The Committee, with the assistance of management, developed the 2018 corporate scorecard using the Company's Board-approved annual budget and information regarding other related business and operations initiatives, including guidance provided to the investor and analyst community, and in light

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of the challenging market environment of our business for 2018. The scorecard consists of three categories of Corporate Objectives, weighted as follows:

1. ***Financial Measures*** 60%

   The Company's target financial measures for 2018 were the following:

   - diluted funds from operations per share, as adjusted for comparability (defined herein as "FFO per share") of $2.00 (35%);
   - same property cash NOI growth of 0.2% (15%); and
   - net debt plus preferred equity to in-place adjusted EBITDA ratio at year end (defined herein as "debt plus preferred equity ratio") of 6.03x (10%).

   FFO per share and cash NOI are measures frequently used by equity REITs to evaluate performance. FFO per share measures management's effectiveness in executing the business plan. Same property cash NOI growth measures the strength of our investment strategy. We use these measures because we believe they are useful metrics in evaluating the effectiveness of our operations and are core objectives in our annual budget. Further, we believe that growth in the two operating measures in the long-term contributes to an increase in shareholder value and, as a result, that linking compensation to these measures helps to align the interests of our NEOs with those of our shareholders. We use the debt plus preferred equity ratio to evaluate borrowing levels relative to our operating performance.

2. ***Development Leasing Volume*** 30%

   This objective focused our efforts on leasing 900,000 square feet in development properties. We more heavily weighted this 2018 objective to properly calibrate its importance since our primary business strategy focus is growth through low-risk, new property development to increase the Company's overall value. This objective incentivized our executives to maximize the value of our development pipeline, thereby increasing the Company's value.

3. ***Core Portfolio Year End Occupancy*** 10%

   This objective related to achievement of target year-end occupancy of 93.0% in what we have identified as our core portfolio. We believe that this objective incentivized efforts toward leasing of vacant space and renewals, which further supports future cash flow and net asset value growth.

Our COO and CFO also had individual objectives approved by the Committee tailored to the operations of the business unit for which they were each responsible, and including the management of the mitigation of risks identified by the Company's ERM assessment. As appropriate, individual objectives are either quantitative or qualitative in nature. The Committee evaluated the achievement of our 2018 Corporate Objectives to assess the CEO's performance, and the CEO recommended his assessment of the other executives' achievement for approval by the Committee. The level of objective achievement resulted in the executives' calculated annual short-term incentive cash payouts.

2018 Annual Cash Incentive Award Targets

The Committee sets target payouts in consideration of peer levels and differentiation between the NEOs. This is the level paid when the Company achieves target performance. The expectation is that

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actual payouts will compare more favorably to peer levels when performance is exceptional. The table below sets forth the 2018 potential award payouts as a percentage of the executive's base salary:

	2018 Annual Cash Incentive Award Opportunity as a % of Salary		
Name of Executive	Threshold Level Payout	Target Level Payout	High Level Payout
Stephen E. Budorick	62.5%	125.0%	187.5%
Paul R. Adkins	57.5%	115.0%	172.5%
Anthony Mifsud	50.0%	100.0%	150.0%

Final award levels are determined based on a review of the Corporate Objectives and each executive's achievement of their individual objectives. While our CEO's annual cash incentive award is based 100% on achievement of the Corporate Objectives, the actual award payout can be influenced by other factors identified at the Committee's discretion. Mr. Adkins' and Mr. Mifsud's annual cash incentive awards are based 75% on achievement of the Corporate Objectives and 25% on achievement of their individual performance objectives, also subject to the Committee's discretion. The following is a summary of individual performance objectives for our COO and CFO, all equally weighted:

Chief Operating Officer

- *Revenue Generation*: Achieve business plan revenue generation leasing metrics.
- *Operating Plan*: Manage operations to implement expense management necessary to achieve business plan. Manage replacement capital spend decisions to achieve targets and maximize benefits. Oversee major contracts to ensure value creation. Manage tenant improvement activities to minimize landlord spend and accelerate rent commencements. Provide proactive leadership to overcome any unforeseen negative expense events.
- *Value Creation*: Manage development activities to produce projects that meet Company objectives. Manage business development activities to create and/or strengthen business relationships with major tenants and prospective tenants.
- *Investor + Community Relations*: Deliver effective communications during investor relations activities. Gather and manage data to identify operating trends and illustrate them to investors. Support CEO in effective communications of business opportunities.
- *Leadership*: Manage personnel and budget for optimal performance. Identify and implement process and organizational improvements continually. Support Company strategy, major decisions and other NEO and Board activities. Participate in internal communications. Contribute to a positive cultural environment.

Chief Financial Officer

- *Capital Structure*: Manage debt levels, access at-the-market ("ATM") stock transactions, arrange debt structures, execute hedges, manage TIF structures.
- *Operating Plan*: Oversee operating budget and forecasting process. Manage revenue collections, company liabilities, capital spend planning and liquidity, TIF recovery and joint ventures, information system effectiveness and cost.
-

Audit, Reporting + Compliance: Manage SEC compliance activity. Oversee reporting, audit, control and tax requirements. Implement new enterprise resource planning software package.

○ *Investor + Banking Relationships*: Serve as lead communicator on balance sheet and financing activity. Manage investor relations process and outputs. Assure clear and effective

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messaging in earnings calls and published literature. Create and maintain positive relationships with analyst community.

- *Leadership*: Manage personnel and budget for optimal performance. Identify and implement process improvements. Support strategy, major decisions, other NEO and Board activities. Participate in internal communications. Contribute to a positive cultural environment.

2018 Annual Cash Incentive Award Results

Following is the scorecard reflecting final 2018 results:

Objective	Weighting %	Threshold Level	Target Level	High Level	Maximum Level	Actual Results, as Adjusted(2)	Achievement %	Weighted Results %
Financial Measures								
FFO per share	35%	$ 1.96	$ 2.00	$ 2.04	$ 2.08	**$ 2.01**	112.5%	39.4%
Same property cash NOI growth	15%	1.0%	0.2%	0.5%	1.0%	**0.4**%	87.5%	13.1%
Debt plus preferred equity ratio	10%	6.20x	6.03x	5.80x	5.70x	**6.06x**	91.2%	9.1%
Development leasing volume(1)	30%	720	900	1,080	1,260	**1,191**	180.8%	54.2%
Core portfolio year end occupancy	10%	92.0%	93.0%	93.5%	94.0%	**93.1**%	110.0%	11.0%
	100%							**126.9%**

(1) Presented in thousands of square feet, and including adjustment for land under a long-term contract.

(2) Actual results reflect adjustments discussed below.

The actual Financial metric of the Corporate Objectives, as reflected above, included adjustments by the Committee to exclude the effect of the following:

ATM Equity Issuance: for $30 million of unbudgeted equity raised under our ATM program.

Deferral of Bond Transaction: for the interest savings from deferral of a planned $300 million bond issuance.

The Committee deemed these adjustments necessary to reflect the operating performance for the year, which reduced the final score. These weighted objective outcomes resulted in achievement at 126.9% of target for our Corporate Objectives, reduced from an unadjusted score of 129.3% of target. The Committee elected to pay the NEO cash incentives at the 126.9% level and without implementing any other discretionary adjustments.

The table below shows the actual cash incentive awards for 2018, reflective of calculated achievement of our annual scorecard goals, which were designed to focus our NEOs on our primary short-term business objectives:

Objectives Weighting %	Objectives Achievement %

Name of Executive	Base Salary	AIA % of Salary at Target	Corporate	Individual	Corporate	Individual	Actual AIA Award	Actual Payout as a % of Salary
Stephen E. Budorick	$ 646,033	125%	100%	N/A	126.9%	N/A	$ 1,024,770	158.6%
Paul R. Adkins	$ 417,118	115%	75%	25%	126.9%	111.6%	$ 590,373	141.5%
Anthony Mifsud	$ 407,010	100%	75%	25%	126.9%	110.0%	$ 499,300	122.7%

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Long-Term Equity Incentive Awards

We design our long-term equity incentive awards to align the interests of the executives with those of our shareholders by rewarding them for sustained performance. Since these awards vest over time, we believe they also encourage the executives to remain with the Company.

We awarded long-term equity incentives in two components: performance-based PSUs and time-based RSs. The NEOs earn the PSU component entirely as a function of the Company's TSR performance over a forward-looking three-year period in comparison to peers. The Committee believes that awarding a majority of the executive long-term equity incentive awards using PSU grants provides for the following:

Alignment of Executives with Shareholders: Executive and shareholder risks and rewards are more closely aligned by a long-term, forward-looking plan focused on relative TSR;

Retention: Retention of key executives is enhanced due to the payout opportunities available in the event of superior relative performance;

Pre-Determined Levels: Grants and potential awards under the plan are clearly determined and communicated to the NEOs at the beginning of the performance period; and

Dividend Timing: Dividends are accrued but not paid out on the PSUs until, and to the extent, they are earned at the end of the defined performance period, thus putting additional compensation at risk based on performance.

We make the remainder of the executives' long-term incentive awards in the form of time-based RSs to strengthen the retention element of our long-term incentive plan.

In 2018, the Board awarded long-term equity incentive grants to NEOs that consisted of 60% PSUs and 40% RSs. The 2018 award program continues to deliver the majority of annual long-term incentive awards in the form of performance-based equity, demonstrating our Board's belief that these awards underscore our objectives of aligning management and shareholder interests while emphasizing our goal of retention.

PSU Awards Made in 2018

On January 1, 2018, the Board granted PSUs as set forth below, at 60% of the respective individuals' long-term equity incentive award.

Name of Executive	Base Salary Used for Equity Award	Total Target Equity Award as a % of Base Salary(1)	PSU % of Total Target Equity	Award Value of PSUs(2)	Number of PSUs Awarded	Fair Value of PSUs Awarded(3)
Stephen E. Budorick	$ 646,033	275%	60%	$ 1,065,943	35,830	$ 1,145,485
Paul R. Adkins	$ 417,118	145%	60%	$ 362,891	12,198	$ 389,970
Anthony Mifsud	$ 407,010	135%	60%	$ 329,690	11,082	$ 354,292

(1) With the aim of increasing our NEOs' focus on sustaining long-term performance, the Board approved increasing Mr. Budorick's total target long-term equity award percentage of base salary from 250% to 275%, Mr. Adkins' from 125% to 145% and Mr. Mifsud's from 115% to 135% for awards made in January 2018. This calculation was based upon the 15-day trailing average closing price of our common shares as of the date of grant of $29.75.

(2) Award Value of PSUs is calculated by multiplying units granted by the 15-day trailing average closing price of our common shares as of the date of grant of $29.75, which was used to determine unit quantity.

(3) Fair Value of PSUs Awarded is calculated by multiplying shares granted by the Monte Carlo Fair Value of $31.97.

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The Board seeks to provide compensation opportunities that will attract, retain and motivate superior executive personnel. During our annual review of peer compensation data related to long-term equity incentives, we developed these target award percentages using a broad perspective and multiple data points, including:

- peer long-term equity award data;
- the Company's desire to differentiate between NEOs; and
- the total target compensation to be delivered to NEOs.

We derived the number of PSUs granted by dividing the value of the award by the value of each PSU, based upon the 15-day trailing average closing price of our common shares as of the date of grant. The fair value of each PSU was determined using a Monte Carlo simulation of our share price for the performance period January 1, 2018 through December 31, 2020. These grants have a performance period that began on January 1, 2018 and will conclude on the earlier of (1) December 31, 2020 (2) the date of a change in control or (3) the date of a qualified termination.

The actual number of shares that the Company will distribute at the end of the performance period ("earned PSUs") will be determined based on the percentile rank of the Company's TSR relative to those of the companies in the 2018 peer group, as set forth in the following schedule. We use interpolation between points, with the exception that if the Company's TSR during the measurement period is negative, the maximum number of PSUs that may be earned notwithstanding relative TSR achievement above the target level is limited to 100% of the target level:

Percentile Rank	**Earned PSUs Payout %**
75th or greater	200% of PSUs granted
50th	100% of PSUs granted
25th	50% of PSUs granted
Below 25th	0% of PSUs granted

At the end of the performance period, the Company, in settlement of the award, will: (1) issue a number of fully-vested common shares equal to the number of earned PSUs in settlement of the award plan; and (2) pay cash equal to the aggregate dividends that would have been paid with respect to the common shares issued in settlement of the earned PSUs through the date of settlement had such shares been issued on the grant date. PSUs do not carry voting rights.

The performance period for the March 2016 PSU grant ended on December 31, 2018. The Company's TSR over the three-year performance period ranked at the 64th percentile relative to our peers' TSR, resulting in a payout of 157% of the target award to Mr. Budorick and Mr. Mifsud in 2019.

If a performance period ends due to a change in control or qualified termination, the PSU program terminates and any payout to the executives is prorated based on the portion of the three-year performance period that has elapsed. We believe that this feature of the program is appropriate as it would compensate our executives only for the time worked and the results achieved to date. If the employee or Company terminates employment for cause, the NEO forfeits all PSUs.

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RS Awards Made in 2018

In November 2017, the Board approved grants awarded March 1, 2018 of RSs to the NEOs valued at 40% of the executives' target equity award percentages as set forth below:

Name of Executive	Base Salary Used for Equity Award	Total Target Equity Award as a % of Base Salary(1)	RS % of Total Target Equity	Fair Value of RSs Awarded	Number of RSs Awarded
Stephen E. Budorick	$ 646,033	275%	40%	$ 710,630	28,222
Paul R. Adkins	$ 417,118	145%	40%	$ 241,929	9,608
Anthony Mifsud	$ 407,010	135%	40%	$ 219,796	8,729

(1) With the aim of increasing our NEOs' focus on sustaining long-term performance, the Board approved increasing Mr. Budorick's total target long-term equity award percentage of base salary from 250% to 275%, Mr. Adkins' from 125% to 145% and Mr. Mifsud's from 115% to 135% for awards made in January 2018.

RSs vest in equal one-third increments annually over a three-year period, if the NEO remains employed by the Company. The value of RSs awarded was determined using the closing price on the NYSE of the Company's common shares on the grant date. The Company has not issued stock options since 2009 and the Company has not issued stock options to any of our current NEOs. The Company has never issued stock appreciation rights.