

COLUMBIA PROPERTY TRUST, INC.
Form DEF 14A
March 17, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 14A

(RULE 14a-101)

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement
Confidential, for Use of the Commission Only (as permitted by Rule 14a - 6(e)(2))
Definitive Proxy Statement
Definitive Additional Materials
Soliciting Material Pursuant to § 240.14a – 12

COLUMBIA PROPERTY TRUST, INC.

(Name of Registrant as Specified in its Charter)

Payment of Filing Fee:

No fee required.

Fee computed on table below per Exchange Act Rules 14-a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule, or Registration No.:

(3) Filing Party:

(4) Date Filed:

One Glenlake Parkway, Suite 1200
Atlanta, Georgia 30328

March 17, 2017

Dear Stockholder:

We cordially invite you to attend the 2017 Annual Meeting of Stockholders of Columbia Property Trust, Inc., to be held on Tuesday, May 2, 2017, at 9:00 a.m. Eastern Time, at The Westin Atlanta Perimeter North, 7 Concourse Parkway, NE, Atlanta, Georgia 30328. The items of business are listed in the following Notice of Annual Meeting of Stockholders and are more fully addressed in the proxy statement.

Please review the proxy statement thoroughly and submit your vote as soon as possible in advance of the annual meeting on May 2, 2017. **Your vote is very important. Please respond immediately to help us avoid potential delays and additional expenses to solicit votes.**

We are pleased to take advantage of the Securities and Exchange Commission rule allowing companies to furnish proxy materials to certain of our stockholders over the Internet. We believe that this e-proxy process expedites stockholders' receipt of proxy materials, while also lowering our costs and reducing the environmental impact of our annual meeting.

On behalf of your Board of Directors, thank you for your support of Columbia Property Trust, Inc.

Sincerely,

John L. Dixon
Chairman of the Board

Whether or not you plan to attend the meeting and vote in person, we urge you to have your vote recorded as early as possible. Stockholders have the following three options for submitting their votes by proxy:

- (1) over the Internet at the web address noted in the Notice of Internet Availability of Proxy Materials or proxy card (if you received a proxy card),**
- (2) by telephone through the number noted in the proxy card (if you received a proxy card), or**
- (3) by signing and dating your proxy card (if you received a proxy card) and mailing it in the prepaid and addressed envelope enclosed therewith.**

Your vote is very important! Your immediate response will help avoid potential delays and may save us significant additional expenses associated with soliciting stockholder votes.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD MAY 2, 2017
Columbia Property Trust, Inc.
One Glenlake Parkway, Suite 1200
Atlanta, Georgia 30328

Time: 9:00 a.m. Eastern Time

Date: May 2, 2017

Place: The Westin Atlanta Perimeter North, 7 Concourse Parkway, NE, Atlanta, Georgia 30328

Record Date: Stockholders of record at the close of business on February 21, 2017, are entitled to notice of and to vote at the annual meeting or any adjournments or postponements thereof.

- Purpose:**
- (1) Elect ten directors nominated by the Board of Directors for one year terms;
 - (2) Ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2017;
 - (3) Approve, on an advisory basis, executive officer compensation, sometimes referred to as a “say on pay”;
 - (4) Approve the Amended and Restated 2013 Long-Term Incentive Plan;
 - (5) Approve an amendment to our Second Amended and Restated Articles of Incorporation; and
 - (6) Consider and act upon such other business as may properly come before the annual meeting or any adjournments or postponements thereof.

Whether or not you plan to attend the meeting and vote in person, we urge you to have your vote recorded as early as possible. Stockholders have the following three options for submitting their votes by proxy:

- (1) **over the Internet at the web address noted in the Notice of Internet Availability of Proxy Materials or proxy card (if you received a proxy card),**
- (2) **by telephone through the number noted in the proxy card (if you received a proxy card), or**

(3) by signing and dating your proxy card (if you received a proxy card) and mailing it in the prepaid and addressed envelope enclosed therewith.

Your vote is very important! Your immediate response will help avoid potential delays and may save us significant additional expenses associated with soliciting stockholder votes.

Important Notice regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on May 2, 2017: The proxy statement and 2016 Annual Report are available at:

<http://www.columbia.reit/proxy>

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2017 PROXY STATEMENT AT A GLANCE

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.

Annual Meeting Logistics

May 2, 2017, at 9:00 a.m. Eastern Time

The Westin Atlanta Perimeter North, 7 Concourse Parkway, NE, Atlanta, Georgia 30328

The record date is February 21, 2017

Meeting Agenda and Voting Matters

Proposal	Board Vote Recommendation	Page
1. Elect ten directors nominated by the Board of Directors for one year terms	FOR ALL	7
2. Approve, on an advisory basis, executive officer compensation	FOR	39
3. Ratify the appointment of our independent registered public accounting firm	FOR	43
4. Approve the Amended and Restated 2013 Long Term Incentive Plan	FOR	46
5. Approve an amendment to our Second Amended and Restated Articles of Incorporation	FOR	55

Election of Directors (Proposal 1)

The Board of Directors, or the Board, of Columbia Property Trust, Inc. (“we,” “us,” “our,” or the “Company”) is asking you to elect the ten nominees for director named below for terms that expire at the 2018 annual meeting of stockholders. The directors will be elected by a plurality vote; however, our Corporate Governance Guidelines require that each director will offer to resign if the director receives a greater number of votes “withheld” than votes “for” such election in an uncontested election of directors.

The following table provides summary information about the ten director nominees. For further information about the nominees, see “**Director Nominations and Current Nominees.**”

Name	Age	Occupation	Year First Became a Director	Independent	Board Committees
Carmen M. Bowser	62	Former Managing Vice President, Commercial Real Estate Division, Capital One Bank, N.A	2016	Yes	Audit Nominating / Governance
Charles R. Brown	78	Chairman, CRB Realty Associates	2003	Yes	Audit Investment
Richard W. Carpenter	80	Chairman of the Board, MidCountry Financial Corp.	2003	Yes	Executive Compensation Investment (C) Executive (C)
John L. Dixon*	74	Former President and Director, Pacific Select Group, LLC	2008	Yes	Nominating / Governance (C) Compensation
David B. Henry	68	Former Chief Executive Officer and Vice-Chairman, Kimco Realty Corporation	2016	Yes	Nominating / Governance Compensation (C)
Murray J. McCabe	49	Managing Partner, Blum Capital Partners, L.P.	2013	Yes	Investment
E. Nelson Mills	56	President and Chief Executive Officer, Columbia Property Trust, Inc.	2007	No	Executive Compensation
Michael S. Robb	69	Former Executive Vice President of the Real Estate Division of Pacific Life Insurance Company	2015	Yes	Investment
George W. Sands	71	Former Partner, KPMG LLP	2010	Yes	Audit (C) Nominating / Governance
Thomas G. Wattles	65	Former Executive Chairman, DCT Industrial Trust, Inc.	2013	Yes	Audit Investment

*Independent Chairman of the Board

(C)

Denotes committee chair

Advisory Approval of Executive Compensation (Proposal 2)

The Board of Directors is asking you to approve, on an advisory basis, the compensation of the Named Executive Officers, or NEOs, as disclosed in this proxy statement. We believe that our compensation policies and practices reflect the following objectives of our compensation program:

to attract, retain, and motivate talented executives;

to provide incentives for the attainment of short-term operating objectives and strategic long-term performance goals;
and

to emphasize and award achievement of long-term objectives that are consistent with our strategic focus on growth, operations, brand development, and stockholder returns.

Ratification of the Appointment of the Independent Registered Public Accounting Firm (Proposal 3)

The Board of Directors is asking you to ratify the selection of Deloitte & Touche LLP, or Deloitte, as our independent registered public accounting firm for the year ending December 31, 2017.

Approve the Amended and Restated 2013 Long-Term Incentive Plan (Proposal 4)

The Board of Directors is asking you to approve the amendment and restatement of the Columbia Property Trust, Inc. 2013 Long-Term Incentive Plan to increase the shares of our common stock available for issuance by 2,800,000 shares and to make certain other amendments to the existing plan.

For a full description of Proposal 4 and the proposed Amended and Restated 2013 Long-Term Incentive Plan, see “**PROPOSAL 4 – Approve the Amended and Restated 2013 Long-Term Incentive Plan**” herein.

Approve an Amendment to our Second Amended and Restated Articles of Incorporation (Proposal 5)

The Board of Directors is asking you to approve an amendment to our Second Amended and Restated Articles of Incorporation to clarify that stockholders have the right to amend the Company's Bylaws.

For a full description of Proposal 5 and the proposed Charter Amendment, see "**PROPOSAL 5 – Approve an Amendment to our Second Amended and Restated Articles of Incorporation**" herein.

2016 Company Highlights

We had another significant year in 2016, including:

selling six properties in outlying markets for \$660.5 million in 2016 and selling five additional properties for \$539.5 million in January 2017, furthering our focus on key markets;

issuing \$350 million aggregate principal amount of 3.650% senior unsecured notes due in August 15, 2026, at a price of \$996.26 per \$1000 in principal amount, which were used to redeem the \$250 million of 5.875% unsecured notes approximately two years prior to maturity; and

leasing over 1.0 million square feet of space, including a 30-year, full building lease at our 222 East 41st Street Building.

Best Practice Governance and Compensation Features that Align Pay and Performance

We believe that our compensation programs encourage executive decision-making that is aligned with the long-term interests of our stockholders by tying a meaningful portion of pay to Company performance over a multi-year period through awarding a meaningful portion of each executive's compensation in the form of equity awards vesting over a multi-year period. Other compensation and governance practices that support these principles, each of which is described in more detail herein, include the following:

What We Do

DO have a board comprised of a super-majority of independent directors. Nine of our ten directors currently serving are independent in accordance with New York Stock Exchange ("NYSE") listing standards and our Corporate Governance Guidelines.

DO have a separate Chairman and Chief Executive Officer.

DO maintain a majority voting policy requiring that, in any uncontested election, as a condition to nomination, each director irrevocably agrees to offer to resign if the director receives a greater number of votes "withheld" than votes "for" such election.

DO align pay and performance by linking a significant portion of total compensation to the achievement of a balanced mix of Company and individual performance criteria tied to operational and strategic objectives established at the beginning of the performance period by the Compensation Committee and the Board.

DO deliver a substantial portion of the value of equity awards in performance shares. For 2016, 70% of the total payout opportunity for all executive officers was tied to our Company's total stockholder return as measured against the MSCI US REIT Index and our peer group.

DO maintain stock ownership guidelines for directors and executive officers

DO maintain a clawback policy

DO conduct annual assessments of compensation at risk

DO have an Compensation Committee comprised solely of independent directors

DO retain an independent compensation consultant that reports directly to the Compensation Committee and performs no other services for management

DO cap incentive compensation. Incentive awards include minimum and maximum performance thresholds with funding that is based on actual results measured against the preapproved goals that are clearly defined.

What We Don't Do

NO compensation or incentives that encourage risks reasonably likely to have a material adverse effect on the Company

NO tax gross ups for any executive officers

NO "single-trigger" change in control cash or equity payments

NO re-pricing or buyouts of underwater stock options

NO hedging or pledging transactions involving our securities

NO guaranteed cash incentive compensation or equity grants with executive officers

NO long-term employment contracts with executive officers

Alignment of Pay with Performance

A significant portion of the total compensation for our chief executive officer and chief financial officer as well as other named executive officers is performance based.

Under our 2016 short-term cash incentive compensation program ("2016 STIC"), 67% of the total payout opportunity for our chief executive officer and chief financial officer was tied to the achievement of financial metrics and primary business plan objectives established at the beginning of the year.

Under our 2016 long-term incentive plan (“2016 LTIP”), 70% of the total payout opportunity for all executive officers was tied to our Company’s total stockholder return (“TSR”) as measured against the MSCI US REIT Index and our peer group.

Our 2017 short-term cash incentive compensation program (“2017 STIC”) uses performance metrics that are expected to be more difficult to achieve than in previous years.

Our 2017 long-term incentive plan (“2017 LTIP”) has been restructured to eliminate all discretion by evaluating performance entirely based on total stockholder return, and to measure performance over a three-year period, instead of a one year period.

Since a substantial component of our executive officers’ compensation is tied to our financial performance and stock performance, management believes that our compensation program is aligned with the interests of our stockholders.

A Significant Portion of Pay is Performance-Based and At Risk

Consistent with our executive compensation program, the majority of the total compensation during 2016 for our chief executive officer and other named executive officers was performance-based and at risk:

E. Nelson Mills	All Other Named
Chief Executive Officer and President	Executive Officers

PROPOSAL 1 - ELECTION OF DIRECTORS

At the annual meeting, you and the other stockholders will vote on the election of ten nominees to our Board of Directors. Those persons elected will serve as directors for a one year term until the 2018 annual meeting and until their successors are duly elected and qualified.

The Board of Directors has nominated the following persons for election as directors:

Carmen M. Bowser

Charles R. Brown

Richard W. Carpenter

John L. Dixon

David B. Henry

Murray J. McCabe

E. Nelson Mills

Michael S. Robb

George W. Sands

Thomas G. Wattles

Each of the nominees for director is a current member of our Board of Directors. Detailed information on each nominee is provided below under the heading, “**Director Nominations and Current Nominees**—Information Regarding Nominees.”

Recommendation

Your Board of Directors unanimously recommends a vote “***FOR***” all ten nominees for director.

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GENERAL INFORMATION ABOUT THE BOARD OF DIRECTORS

Our Board of Directors has oversight responsibility for our operations and makes all major decisions concerning our business. We currently have ten directors.

Term of Office

All of our directors have been nominated for election to serve one year terms that will expire at the 2018 annual meeting and until their successors are elected and qualified.

Communicating with the Board of Directors

Any stockholder or interested parties who wish to communicate directly with our Board of Directors, with our independent Chairman, or with our nonmanagement directors as a group may do so by writing to our Corporate Secretary at One Glenlake Parkway, Suite 1200, Atlanta, Georgia 30328.

We have established several means for stockholders to communicate concerns directly with the Board of Directors. If the concern relates to our financial statements, accounting practices, or internal controls, stockholders should submit the concern in writing to the Chairman of our Audit Committee in care of our Corporate Secretary at the address noted above. If the concern relates to our governance practices, business ethics, or corporate

conduct, stockholders should submit the concern in writing to the Chairman of our Nominating and Corporate Governance Committee in care of our Corporate Secretary at the address noted above. If uncertain as to which category a concern relates, a stockholder may communicate the concern to any one of the independent directors in care of our Corporate Secretary at the address noted above.

Please specify to whom your letter should be directed. Once the communication is received and reviewed by the Corporate Secretary, it will be promptly forwarded to the addressee. Advertisements, solicitations for business, requests for employment, requests for contributions, or other inappropriate material will not be forwarded to our directors.

Meetings of Directors and Attendance at the Annual Meeting

During 2016, the Board held seven meetings. All of the directors attended at least 98% of all of the meetings of the Board and the committees on which they served. We expect that all directors serving at the time of the Annual Meeting of Stockholders will attend the meeting in the absence of a compelling reason. At the annual meeting held in 2016, all of the directors then serving attended the meeting.

DIRECTOR NOMINATIONS AND CURRENT NOMINEES

Information Regarding Nominees

Biographical information about the ten nominees for director and the experience, qualifications, attributes, and skills considered by our Nominating and Corporate Governance Committee and the Board of Directors in determining that the nominee should serve as a director appears below.

Name	Position(s)	Age	Year First Became a Director
E. Nelson Mills	President, Chief Executive Officer and Director	56	2007
John L. Dixon	Chairman of the Board and Director*	74	2008
Carmen M. Bowser	Director*	62	2016
Charles R. Brown	Director*	78	2003
Richard W. Carpenter	Director*	80	2003
David B. Henry	Director*	68	2016
Murray J. McCabe	Director*	49	2013
Michael S. Robb	Director*	69	2015
George W. Sands	Director*	71	2010
Thomas G. Wattles	Director*	65	2013

*Indicates status as an independent Director.

E. Nelson Mills was appointed our President in July 2010 and our Chief Executive Officer, or CEO, in February 2013 and has served as one of our directors since April 2007. Mr. Mills is responsible for the Company's overall strategy, capital transactions, operations, and performance of its portfolio of investments. Since 2010, he has led the Company in the establishment of an internal management team, a substantial repositioning of the portfolio, enhanced and expanded access to more efficient capital resources, and the development and implementation of a comprehensive strategic plan and growth strategy for the future.

Among the most important factors that led to the Board of Directors' recommendation that Mr. Mills serve as our director are Mr. Mills' integrity, judgment, leadership, accounting and financial management expertise, commercial real estate expertise, familiarity with our Company, and public company director experience.

Mr. Mills has 30 years of experience in the real estate investment and financial services industries, including the following:

Prior to joining the Company in 2010, he served for five years (2005 to 2009) as the President and Chief Operating Officer of Williams Realty Advisors, LLC, the manager and advisor to a series of real estate investment funds serving both institutional and individual investors. In this role, he was responsible for the firm's investment and financial strategy and oversaw the design, formation, investment, and operations of several substantial funds, across multiple asset classes.

Previously, Mr. Mills served as Chief Financial Officer with Lend Lease Real Estate Investments (US), Inc., one of the world's largest institutional investment managers specializing in the acquisition and management of commercial real estate.

He began his career in the financial industry as a partner with KPMG LLP, specializing in tax and transaction advisory services for the real estate industry.

From February 2006 to February 2013, Mr. Mills served as a director of Wells Timberland REIT, Inc. (now CatchMark Timber Trust, Inc.), a real estate investment trust, investing in timberlands.

Mr. Mills received a B.S. degree in Business Administration from the University of Tennessee and an M.B.A. degree from the University of Georgia.

John L. Dixon is the nonexecutive Chairman of the Board, and is one of our independent directors. Mr. Dixon was appointed Chairman of the Board on December 31, 2012. Among the most important factors that led to the Board of Directors' recommendation that Mr. Dixon serve as our Chairman of the Board are Mr. Dixon's integrity, judgment, leadership, knowledge of the securities brokerage industry, management and prior director experience, familiarity with our Company, and independence from our management.

Mr. Dixon has over 40 years of experience in the financial services industry and spent the majority of his professional career serving in various executive roles.

Mr. Dixon retired from full-time employment in June 2008, following an interim position with LPL Financial that he assumed upon his retirement from Pacific Life in June 2007 to assist in the transition of Pacific Life firms acquired by LPL Financial.

During his 23-year tenure with Pacific Life, Mr. Dixon has served in various executive roles for broker-dealer companies controlled or wholly owned by Pacific Life, including President and Director of Pacific Select Group, LLC, at the time of his retirement and, earlier, Chairman and Chief Executive Officer of Mutual Service Corporation; Director of Waterstone Financial Group; Director of United Planners Financial Services; Director of Associated Financial Group, Inc.; and Manager of M.L. Stern & Co. LLC. Mr. Dixon's affiliation with Pacific Life began in 1984 as Vice President, Financial Planning with Lowry Financial Service Corporation, which became a wholly owned subsidiary of Pacific Life.

During his financial services career, Mr. Dixon participated in leadership capacities with several national service and not-for-profit organizations. He served for six years as an Adjunct Faculty Member of the College for Financial Planning and for seven years on the Board of Directors of the International Association for Financial Planning, a national membership association. From 1986 to 2004, Mr. Dixon served as a Trustee of the National Endowment for Financial Education, where he was a member of the Investment Committee and the Executive Committee and served as Chairman of the Board of Trustees. He was a founding director of the Financial Planning Association and previously served two terms as a director with the Institute of Certified Financial Planners, from 1976 to 1977 and from 2001 to 2003.

Mr. Dixon also served in various volunteer capacities with financial industry regulators, including a three-year term on the District 7 Business Conduct Committee of the Financial Industry Regulatory Authority (FINRA), formerly known as the National Association of Securities Dealers. He also served several years each on FINRA's Investment Company, Insurance-Affiliated Broker Dealer, and Membership Committees. Mr. Dixon also served on the Industry/Regulatory Council on Continuing Education for four years, including serving on its Executive Committee for

two years and as Chairman of the Council for one year. Mr. Dixon is an active member of the National Association of Corporate Directors (NACD) and is qualified as a NACD Board Leadership Fellow.

Mr. Dixon received a four-year Certificate of Christian Education from Prairie Bible Institute in Alberta, Canada. He is a graduate of The American College where he earned M.S. degrees in Financial Services and Management. He also met the qualifications for the Certified Financial Planner (CFP), Chartered Financial Consultant (ChFC), and Chartered Life Underwriter (CLU) professional designations.

Carmen M. Bowser was first appointed to our Board in 2016 and is one of our independent directors. Among the most important factors that led to the Board of Directors' recommendation that Ms. Bowser serve as our director are Ms. Bowser's integrity, judgment, leadership skills, extensive knowledge of the commercial real estate industry, extensive asset management expertise, and independence from our management.

Ms. Bowser has been active for over 30 years in the commercial real estate industry, with experience across a wide range of investment products, property types and geographies.

She is currently the Managing Member of Eastpointe Consultants, LLC, a commercial real estate advisory firm.

She retired in 2015 as a Managing Vice President at Capital One Bank, where she was responsible for the commercial real estate underwriting and asset management teams and participated in the development of credit policies and operational controls to meet regulatory and other governance requirements.

Prior to joining Capital One in 2008, Ms. Bowser was a principal in the Prudential Mortgage Capital Group, originating portfolio, agency and CMBS transactions for the National Accounts team.

From 1995 to 2004, she held senior positions at TIAA-CREF, investing in debt, real estate private equity funds, equity joint ventures and property acquisitions on behalf of the company.

In 1994 and 1995, Ms. Bowser was a Regional Director for Arbor National Commercial Mortgage, in charge of the firm's multifamily CMBS originations for the west coast.

From 1978 through 1994, she held various positions in the bond, corporate finance, oil and gas and commercial mortgage areas at Prudential.

Ms. Bowser serves on the Board of Directors of 42nd Street Development Corporation, a non-profit organization. She is a member of the Urban Land Institute, the Real Estate Lenders Association and WX, Inc. She was previously chair of the Finance Committee of the Real Estate Board of New York.

Ms. Bowser holds a B.A. in Classical Languages from William Smith College and an M.B.A. in Finance from the Rutgers School of Management.

Charles R. Brown is one of our independent directors. Among the most important factors that led to the Board of Directors' recommendation that Mr. Brown serve as our director are Mr. Brown's integrity, judgment, leadership skills, extensive commercial real estate expertise, familiarity with our Company, previous director experience, and independence from management.

Mr. Brown has been involved in real estate activities for over 40 years.

Mr. Brown is Chairman of CRB Realty Associates, a private real estate consulting firm. He was involved in the planning and development of Atlantic Station, a redevelopment project of the former steel mill of Atlantic Steel in Atlanta, Georgia.

He previously served as president and vice chairman of Atlantic Station, LLC from 1997 to 2003. He also has represented one of the partnerships developing an office building constituting part of the Atlantic Station project.

From 1976 to 1997, Mr. Brown was President of Technology Park/Atlanta, Inc., where he was instrumental in developing Technology Park/Atlanta, a 600-acre office park north of Atlanta in Peachtree Corners that was selected for the Governor's Award for its contribution to community economic development. During this time, Mr. Brown also developed John's Creek, an 1,800-acre mixed-use development north of Atlanta, and Lenox Park, a 125-acre mixed-use property in Atlanta.

From 1971 to 1976, he served as Director of Marketing and Project Manager for Atlanta Center, one of the South's largest multi-use complexes. Atlanta Center is a two-million square-foot project in the central business district of Atlanta and includes a Hilton Hotel, a bank, and office and retail establishments.

Mr. Brown is a past President of the Georgia Tech Foundation, past Chairman of the Gwinnett County Chamber of Commerce and the Georgia Chamber of Commerce, and past Vice Chairman of the Georgia Governor's Development Council. He also served on the Board of Directors of the Georgia Department of Technical and Adult Education.

Mr. Brown is a graduate of the Georgia Institute of Technology, where he received a B.S. degree in Building Construction from the College of Architecture.

Richard W. Carpenter is one of our independent directors. Among the most important factors that led to the Board of Directors' recommendation that Mr. Carpenter serve as our director are Mr. Carpenter's integrity, judgment, leadership skills, extensive banking expertise, extensive commercial real estate expertise, public company director experience, familiarity with our Company, and independence from management.

Mr. Carpenter's breadth of experience across a number of industries includes current and former service in the following positions:

Mr. Carpenter is currently a Managing Partner of Carpenter Properties, L.P., a real estate limited partnership, and Chairman of the Board and a member of the Executive Committee and Audit Committee of MidCountry Financial Corp.

He retired as President and director of Commonwealth Oil Refining Company, Inc. and Realmark Holdings in 2001.

Mr. Carpenter served as General Vice President of Real Estate Finance of The Citizens and Southern National Bank from 1975 to 1979, during which time his duties included the establishment and supervision of the United Kingdom Pension Fund, U.K.-American Properties, Inc., which was established primarily for investment in commercial real estate within the United States.

Mr. Carpenter formerly served as Vice Chairman of the Board of Directors of both First Liberty Financial Corp. and Liberty Savings Bank, F.S.B., and as Chairman of the Audit Committee of First Liberty Financial Corp.

He has been a member of the National Association of Real Estate Investment Trusts and formerly served as President and Chairman of the Board of Southmark Properties, an Atlanta-based REIT that invested in commercial properties.

Mr. Carpenter is a past Chairman of the Executive Committee of the American Bankers Association Housing and Real Estate Finance Division.

Mr. Carpenter holds a B.S. degree from Florida State University, where he was named the outstanding alumnus of the School of Business in 1973.

David B. Henry was first appointed to our Board in 2016 and is one of our independent directors. Among the most important factors that led to the Board of Directors' recommendation that Mr. Henry serve as our director are Mr. Henry's integrity, judgment, leadership, extensive knowledge of the commercial real estate industry, extensive investment management expertise, corporate and industry organization director experience, and independence from our management.

Mr. Henry is a 43-year veteran of the commercial real estate industry and has spent the majority of his career in executive leadership roles.

Mr. Henry served as vice chairman of the Board of Directors and chief executive officer of Kimco Realty Corporation ("Kimco"), the nation's largest owner of neighborhood and community shopping centers until his retirement effective January 1, 2016. Mr. Henry joined Kimco in April 2001 as vice chairman and chief investment officer, served as its president from December 2008 through August 2014, and served as CEO from December 2009 through December 2015.

Prior to his career at Kimco, Mr. Henry spent 23 years with G.E. Capital Real Estate, the last five years of which he served as senior vice president and chief investment officer. He also served as chairman of G.E. Capital Investment Advisors.

Mr. Henry currently serves as lead director for HCP, Inc., a real estate investment trust, investing primarily in real estate serving the healthcare industry in the United States; VEREIT, Inc., a real estate investment trust primarily focused on single-tenant, freestanding, commercial real estate properties; and Tanger Factory Outlet Centers, Inc., a real estate investment trust that owns and operates upscale outlet shopping centers throughout the United States and Canada. He is also a director of Fairfield County Bank, a private Connecticut mutual savings bank, and a member of the Real Estate Roundtable.

Mr. Henry is a former trustee and served as the 2012 chairman, of the International Council of Shopping Centers, and also served as the 2015 vice-chairman of the National Association of Real Estate Investment Trusts. Mr. Henry also serves on the real estate advisory boards of New York University, Baruch College, and Alto Real Estate Funds. Mr. Henry is also a director and co-founder of Peaceable Street Capital, a private specialty finance company.

Mr. Henry received a B.S. in Business Administration from Bucknell University and a M.B.A. from the University of Miami (FL).

Murray J. McCabe is one of our independent directors. Among the most important factors that led to the Board of Directors' recommendation that Mr. McCabe serve as our director are Mr. McCabe's integrity, judgment, leadership, knowledge of real estate companies and capital markets, public company director experience, and independence from our management.

Mr. McCabe's industry experience includes:

Current Managing Partner at Blum Capital Partners, L.P. and Montgomery Street Partners, L.P., both investment firms, where he serves as a member of the Management Committee. His responsibilities include overseeing and managing real estate-related investment initiatives, focusing on opportunistic equity investments.

Prior to joining Blum Capital and Montgomery Street Partners, Mr. McCabe worked at JPMorgan Chase & Co. from 1992 through August 2012. During his 20-year tenure at JPMorgan, Mr. McCabe held several positions in the Investment Banking Division, including Managing Director and Global Head of Real Estate and Lodging Investment Banking. In addition, Mr. McCabe served as a member of JPMorgan's Mergers and Acquisitions Fairness Opinion Committee from 2001 to 2002, the Investment Banking Coverage Management Committee from 2010 through his departure in August 2012, and on the board of JPMorgan Real Estate Advisors during the same period.

Mr. McCabe is a member of the advisory board for the Fisher Center for Real Estate and Urban Economics at the University of California at Berkeley and is also an executive council member of the Real Estate Finance and Investment Center and serves on the REIT Investment Funds advisory board for the McCombs School of Business at the University of Texas, Austin. He has served as a director of RREEF Property Trust, Inc. since November 2012. He is also a director of Sunstone Hotel Investors, Inc. and RREEF America REIT II Inc.

Mr. McCabe holds a B.A. in Finance from the University of Texas at Austin.

Michael S. Robb is one of our independent directors. Among the most important factors that led to the Board of Directors' recommendation that Mr. Robb serve as our director are Mr. Robb's integrity, judgment, leadership, knowledge of the commercial real estate industry, extensive banking expertise, corporate and industry organization director experience, and independence from our management.

Mr. Robb is a 40-year veteran of the commercial real estate industry, with the majority of his career spent in executive leadership roles.

Mr. Robb retired in 2012 as Executive Vice President of the Real Estate Division of Pacific Life Insurance Company, a division he led for 27 of his total 37 years with the company. He also was a member of Pacific Life's Management Investment Committee and Corporate Management Committee. Pacific Life's Real Estate Division invests in all aspects of real estate, including commercial mortgage loans, CMBS and unsecured REIT debt, direct real estate investments, joint ventures, and real estate funds, and provides loan and asset management servicing for outside clients. At Mr. Robb's retirement, Pacific Life's real estate portfolio was valued at over \$28 billion.

Mr. Robb served as Interim Executive Director for The Center for Real Estate at The Paul Merage School of Business at University of California, Irvine during the 2014-15 academic year and currently serves as a Senior Special Consultant.

He is a board member of Morguard Corporation, a Canadian public real estate company, for which he serves as Chairman of the Corporate Governance and Nominating Committee and as a member of the Audit Committee.

He also is a member of the Policy Advisory Board at the Fisher Center for Real Estate and Urban Economics at the University of California at Berkeley and previously served on the Policy Advisory Board Executive Committee at the Burnham-Moores Center for Real Estate at the University of San Diego, and as a board member at the James A. Graaskamp Center for Real Estate at the University of Wisconsin-Madison.

Mr. Robb is a founding member of the Chartered Realty Investor Society and the Commercial Mortgage Securities Association (CMSA) and was the 1999 recipient of the prestigious CMSA Founders Award. He is a director on the Life Mortgage and Real Estate Officers Council, a senior member of the National Association of Review Appraisers and Mortgage Underwriters,

and a long-time member of the Mortgage Bankers Association, the International Council of Shopping Centers, the Commercial Mortgage Securities Association, and the Urban Land Institute.

Mr. Robb received a B.S. degree in Business Administration from The Ohio State University and served two years in the U.S. Army, where he received the Bronze Star with a "V" (for valor) as a lieutenant in Vietnam. He holds the professional designations of Certified Real Estate Financier (CRF) and Certified Review Appraiser (CRA).

George W. Sands is one of our independent directors. Among the most important factors that led to the Board of Directors' recommendation that Mr. Sands serve as our director are Mr. Sands' integrity, judgment, leadership, significant knowledge of public accounting, audit and financial management experience, and independence from management.

Mr. Sands retired in 2006 after a 36-year career with KPMG LLP and its predecessor firms, Peat Marwick Mitchell and Peat Marwick Main.

Upon his retirement, Mr. Sands was the Southeast Area Managing Partner for KPMG's Audit and Advisory Practice, a position he had held since 1998. He served in several other key positions with KPMG during his career, including as Southeast Area Managing Partner of Manufacturing, Retailing and Distribution; Atlanta Office Managing Partner; and Securities and Exchange Reviewing Partner. He was a member of KPMG's National Audit Leadership Team and a Trustee on the KPMG Foundation Board of Directors. Mr. Sands served as the audit engagement partner or client service partner for a wide variety of clients, including multinational companies such as The Home Depot, AGCO Corporation, Mohawk Industries, Mirant Corporation, and John Portman & Associates. Prior to joining KPMG LLP in 1970, Mr. Sands served as an officer in the United States Army, including a tour of duty in the Republic of South Vietnam.

Mr. Sands currently serves on the Advisory Board of The Atlanta Alliance on Developmental Disabilities. From April 2010 until March 2013, he served as a director of Wells Timberland REIT, Inc. (now CatchMark Timber Trust, Inc.), a real estate investment trust, investing in timberlands. Other past board involvement includes the Boards of Directors of The Atlanta Convention and Visitors Bureau, the Metro Atlanta Chamber of Commerce, and the Georgia Chamber of Commerce. He also has been a member of the School of Accounting Advisory Council at the University of Georgia.

Mr. Sands received a B.B.A. degree from the University of Georgia. He is a retired Certified Public Accountant in the State of Georgia.

Thomas G. Wattles is one of our independent directors. Among the most important factors that led to the Board of Directors' recommendation that Mr. Wattles serve as our director are Mr. Wattles' integrity, judgment, leadership, knowledge of the commercial real estate industry, public company management and director experience, and independence from our management.

Mr. Wattles has substantial experience in the real estate industry and with real estate investment trusts.

Mr. Wattles is Chairman Emeritus and a co-founder of DCT Industrial Trust Inc., an industrial property real estate investment trust. Mr. Wattles served as its Executive Chairman between 2003 and 2016. Mr. Wattles also served as Chief Investment Officer of DCT Industrial Trust from 2003 to 2005.

Mr. Wattles was a principal of both Black Creek Group, LLC and Dividend Capital Group, LLC, each a real estate investment management firm, from 2003 until 2008. He served as Chief Investment Officer of Security Capital Group from 1997 to 2002. Mr. Wattles was Managing Director, then Co-Chairman and Chief Investment Officer of Prologis, Inc. from 1992 to 1997. Mr. Wattles has previously served as a director of Prologis, Inc., Interpark Holdings Incorporated and Security Capital European Realty.

Mr. Wattles has also served as a director of Regency Centers Corporation, a real estate investment trust focused on grocery-anchored retail centers, since 2001 and chairs its investment committee and also is a member of its audit committee.

Mr. Wattles holds both a Bachelor's and an M.B.A. degree from Stanford University.

Board Nominations

Board Membership Criteria

The Nominating and Corporate Governance Committee periodically reviews with the Board of Directors the appropriate experience, skills, and characteristics required of Board members in the context of the then-current

membership of the Board. This assessment includes, in the context of the perceived needs of the Board at that time, issues of knowledge, experience, judgment, and skills such as an understanding of the real estate industry, risk management, or accounting or financial management expertise. No one person is likely to possess deep experience in all of these areas. Therefore, the Board of Directors and the Nominating and Corporate Governance

Committee have sought a diverse Board of Directors whose members collectively possess these skills and experiences.

Other considerations include the candidate's independence from conflict with the Company and the ability of the candidate to attend Board meetings regularly and to devote an appropriate amount of effort in preparation for those meetings. It also is expected that independent Directors nominated by the Board shall be individuals who possess a reputation and hold (or have held) positions or affiliations befitting a director of a large publicly-held company and are (or have been) actively engaged in their occupations or professions or are otherwise regularly involved in the business, professional, or academic community.

As detailed in the director biographies, the Board of Directors and the Nominating and Corporate Governance Committee believe that the slate of directors recommended for election at the annual meeting possess these diverse skills and experiences.

Selection of Directors

The Board of Directors is responsible for selecting its own nominees and recommending them for election by the stockholders. The Board delegates the screening process necessary to identify qualified candidates to the Nominating and Corporate Governance Committee, in consultation with the Chief Executive Officer. The Nominating and Corporate Governance Committee annually reviews director suitability and the continuing composition of the Board. It then recommends director nominees who are voted on by the full Board of Directors. All director nominees then stand for election by the stockholders annually.

In recommending director nominees to the Board of Directors, the Nominating and Corporate Governance Committee solicits candidate recommendations from its own members, other directors, industry contacts, and management. The Nominating and Corporate Governance Committee may engage the services of a search firm to assist in identifying potential director nominees.

The Nominating and Corporate Governance Committee will consider recommendations made by stockholders for director candidates who meet the established director criteria set forth above. In evaluating the persons recommended as potential directors, the Nominating and Corporate Governance Committee will consider each candidate without regard to the source of the recommendation and take into account those factors that the Nominating and Corporate

Governance Committee determines are relevant.

Stockholders may directly nominate potential directors (without the recommendation of the Committee) by satisfying the procedural requirements for such nomination as provided in our Bylaws. See “**Other Information for Stockholders**—Stockholder Proposals “ for more information.

CORPORATE GOVERNANCE

Committees of the Board of Directors

Our Board has the following committees: Audit Committee, Compensation Committee, Executive Committee, Nominating and Corporate Governance Committee, and Investment Committee. The membership of each of our committees is set forth in the table below.

		Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee	Executive Committee	Investment Committee
Independent Directors	John L. Dixon			C	C	
	Carmen M. Bowser					
	Charles R. Brown					
	Richard W. Carpenter					C
	David B. Henry					
	Murray J. McCabe		C			
	Michael S. Robb					
	George W. Sands	C				
Executive (Non-Independent) Directors	Thomas G. Wattles					
	E. Nelson Mills					

C - Chair
- Member

The charters of each of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee, as well as our Corporate Governance Guidelines, may be accessed on our website at www.columbia.reit by clicking on the Investor Relations link, followed by the Corporate Governance link. These documents are available in print upon request from our Corporate Secretary.

We have a commitment to conduct our business in accordance with the highest ethical principles. Our Code of Business Conduct and Ethics applies to our employees, officers, and directors. A copy of our Code of Business Conduct and Ethics may be accessed on our website at www.columbia.reit by clicking on the Investor Relations link, followed by the Corporate Governance link. It is also available in print upon request from our Corporate Secretary.

The Audit Committee

The members of the Audit Committee are George W. Sands (Chairman), Carmen M. Bowser, Charles R. Brown, and Thomas G. Wattles. All of the members of the Audit Committee are “independent” as defined by the NYSE. The Board of Directors has determined that each of the members are financially literate and that Mr. Sands and Mr. Wattles satisfy the requirements of the Securities and

Exchange Commission (“SEC”) for an audit committee financial expert. The Audit Committee held five meetings during 2016.

The Audit Committee’s primary function is to assist our Board of Directors in fulfilling its oversight responsibilities by reviewing and reporting to the Board on the integrity of the financial reports and other financial information provided to our stockholders and others, and on our compliance with legal and regulatory requirements. The Audit Committee’s responsibilities also include:

reviewing the qualifications, independence, and performance, and approving the terms of engagement, of the independent auditor;

overseeing the internal audit function and preparing any reports required of the Audit Committee under the rules of the SEC; and

overseeing our compliance with applicable laws and regulations and for establishing procedures for the ethical conduct of our business.

The Audit Committee fulfills these responsibilities primarily by carrying out the activities enumerated in the Audit Committee Charter adopted by our Board of Directors, which was most recently amended in May 2016.

The Compensation Committee

The members of our Compensation Committee are Murray J. McCabe (Chairman), Richard W. Carpenter, David B. Henry, and Michael S. Robb. All of the members of the Compensation Committee are “independent” as defined by the NYSE. The Compensation Committee held six meetings during 2016.

The Compensation Committee has the responsibility and authority to supervise and review our affairs as they relate to the compensation and benefits of our executive officers and directors. In carrying out these responsibilities, the Compensation Committee reviews all components of executive officer and director compensation for consistency with our compensation philosophy, as in effect from time to time, and for alignment with the interests of our stockholders.

The primary responsibilities of our Compensation Committee are to:

review and approve corporate goals and objectives relevant to compensation of the chief executive officer;

conduct an annual review and evaluation of the performance of the chief executive officer in light of those goals and objectives; and

determine the compensation level of the chief executive officer based on such evaluation.

The Compensation Committee also reviews and approves corporate goals and objectives and approves all compensation for the other executive officers, and approves grants of equity awards to all executive officers and directors under the Company’s equity compensation plans. In addition, the Compensation Committee will review the compensation and benefits of the members of the Board of Directors annually and, when it deems appropriate, recommend to the Board of Directors changes in such compensation and benefits. The Compensation Committee also produces an annual report on executive compensation for inclusion in our proxy statement after reviewing our compensation discussion and analysis.

The Compensation Committee fulfills these responsibilities primarily by carrying out the activities enumerated in the Compensation Committee Charter adopted by our Board of Directors, which was most recently amended in May 2015.

Compensation Committee Interlocks and Insider Participation

During 2016,

none of our executive officers was a director of another entity where one of that entity's executive officers served on the Compensation Committee;

no member of the Compensation Committee was during the year or formerly an officer or employee of the Company or any of its subsidiaries;

no member of the Compensation Committee entered into any transaction with our Company in which the amount involved exceeded \$120,000;

none of our executive officers served on the compensation committee of any entity where one of that entity's executive officers served on the Compensation Committee; and

none of our executive officers served on the compensation committee of another entity where one of that entity's executive officers served as a director on our Board of Directors.

The Nominating and Corporate Governance Committee

The members of our Nominating and Corporate Governance Committee are John L. Dixon (Chairman), Carmen M. Bowser, David B. Henry, and George W. Sands. All members of the Nominating and Corporate Governance Committee are "independent" as defined by the NYSE. The Nominating and Corporate Governance Committee held four meetings during 2016.

The primary responsibilities of the Nominating and Corporate Governance Committee include:

identifying individuals qualified to serve on the Board of Directors, consistent with criteria approved by the Board of Directors;

selecting, or recommending that the Board of Directors select, a slate of director nominees for election by the stockholders at the annual meeting;

developing and recommending to the Board of Directors a set of corporate governance policies and principles and periodically reevaluating such policies and guidelines for the purpose of suggesting amendments to them if

appropriate;

overseeing an annual evaluation of the Board of Directors and each of its committees; and

making recommendations to the Board of Directors as to the appointment of chairpersons and member of Board committees.

The Nominating and Corporate Governance Committee fulfills these responsibilities primarily by carrying out the activities enumerated in the Nominating and Corporate Governance Committee Charter adopted by our Board of Directors, which was most recently amended in August 2014.

The Executive Committee

The members of the Executive Committee are John L. Dixon (Chairman), Richard W. Carpenter, and E. Nelson Mills. The Executive Committee did not meet in 2016.

We have not adopted a formal charter for the Executive Committee. In the future our Board of Directors may delegate specific responsibilities to the Executive Committee or authorize the Executive Committee to take certain actions on behalf of the Board when Board approval is needed between regularly scheduled meetings. We also expect management to discuss certain proposed matters with the Executive Committee to determine whether the matter would be appropriate to take before the full Board of Directors.

The Investment Committee

The members of the Investment Committee are Richard W. Carpenter (Chairman), Charles R. Brown, Murray J. McCabe, Michael S. Robb, and Thomas G. Wattles. The Investment Committee held ten meetings in 2016.

The primary responsibilities of the Investment Committee include: