

Piedmont Office Realty Trust, Inc.
Form 10-Q
November 01, 2016
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT of 1934

For the Quarterly Period Ended September 30, 2016

OR

TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT of 1934

For the Transition Period From _____ To _____

Commission file number 001-34626

PIEDMONT OFFICE REALTY TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland 58-2328421
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification Number)

11695 Johns Creek Parkway

Ste. 350

Johns Creek, Georgia 30097

(Address of principal executive offices)

(Zip Code)

(770) 418-8800

(Registrant's telephone number, including area code)

N/A

(Former name, former address, and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated filer

Accelerated filer

Non-Accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

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

Yes No

Number of shares outstanding of the Registrant's

common stock, as of October 31, 2016:

145,235,313 shares

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

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

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

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

The impact of competition on our efforts to renew existing leases or re-let space on terms similar to existing leases; Changes in the economies and other conditions affecting the office sector in general and the specific markets in which we operate, particularly in Washington, D.C., the New York metropolitan area, and Chicago where we have high concentrations of office properties;

Lease terminations or lease defaults, particularly by one of our large lead tenants;

- Adverse market and economic conditions may negatively affect us and could cause us to recognize impairment charges on both our long-lived assets or goodwill or otherwise impact our performance;

The success of our real estate strategies and investment objectives, including our ability to identify and consummate suitable acquisitions and divestitures;

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

Acquisitions of properties may have unknown risks and other liabilities at the time of acquisition;

Development and construction delays and resultant increased costs and risks may negatively impact our operating results;

Our real estate development strategies may not be successful;

Future acts of terrorism in any of the major metropolitan areas in which we own properties, or future cybersecurity attacks against us or any of our tenants, could significantly impact the demand for, and value of, our properties;

Costs of complying with governmental laws and regulations;

Additional risks and costs associated with directly managing properties occupied by government tenants;

Future offerings of debt or equity securities may adversely affect the market price of our common stock;

Changes in market interest rates may have an effect on the value of our common stock;

Uncertainties associated with environmental and other regulatory matters;

Potential changes in political environment and reduction in federal and/or state funding of our governmental tenants;

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

-

Changes in tax laws impacting REITs and real estate in general, as well as Piedmont's ability to continue to qualify as a REIT under the Internal Revenue Code of 1986, as amended; and

• Other factors, including the risk factors discussed under Item 1A. of Piedmont's Annual Report on Form 10-K for the year ended December 31, 2015.

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

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PART I. FINANCIAL STATEMENTS

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

The information presented in the accompanying consolidated balance sheets and related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows reflects all adjustments that are, in management's opinion, necessary for a fair and consistent presentation of financial position, results of operations, and cash flows in accordance with U.S. generally accepted accounting principles.

The accompanying financial statements should be read in conjunction with the notes to Piedmont's financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations included in this report on Form 10-Q and with Piedmont's Annual Report on Form 10-K for the year ended December 31, 2015. Piedmont's results of operations for the nine months ended September 30, 2016 are not necessarily indicative of the operating results expected for the full year.

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PIEDMONT OFFICE REALTY TRUST, INC.

CONSOLIDATED BALANCE SHEETS

(in thousands, except for share and per share amounts)

	(Unaudited)	
	September 30, 2016	December 31, 2015
Assets:		
Real estate assets, at cost:		
Land	\$ 663,697	\$ 676,091
Buildings and improvements, less accumulated depreciation of \$931,699 and \$889,857 as of September 30, 2016 and December 31, 2015, respectively	2,897,639	2,837,463
Intangible lease assets, less accumulated amortization of \$102,137 and \$93,012 as of September 30, 2016 and December 31, 2015, respectively	92,356	84,663
Construction in progress	35,086	20,975
Real estate assets held for sale, net	—	76,614
Total real estate assets	3,688,778	3,695,806
Investments in and amounts due from unconsolidated joint ventures	7,351	7,577
Cash and cash equivalents	6,032	5,441
Tenant receivables, net of allowance for doubtful accounts of \$305 and \$83 as of September 30, 2016 and December 31, 2015, respectively	24,785	26,339
Straight-line rent receivables	158,811	147,393
Note receivable	—	45,400
Restricted cash and escrows	5,182	5,174
Prepaid expenses and other assets	28,744	24,777
Goodwill	180,097	180,097
Deferred lease costs, less accumulated amortization of \$166,028 and \$146,700 as of September 30, 2016 and December 31, 2015, respectively	288,517	288,041
Other assets held for sale, net	—	8,490
Total assets	\$ 4,388,297	\$ 4,434,535
Liabilities:		
Unsecured debt, net of discount and unamortized debt issuance costs of \$10,934 and \$12,779 as of September 30, 2016 and December 31, 2015, respectively	\$ 1,661,066	\$ 1,528,221
Secured debt, net of premiums and unamortized debt issuance costs of \$1,210 and \$1,319 as of September 30, 2016 and December 31, 2015, respectively	333,012	501,289
Accounts payable, accrued expenses, and accrued capital expenditures	133,112	128,465
Deferred income	29,006	27,270
Intangible lease liabilities, less accumulated amortization of \$47,067 and \$42,315 as of September 30, 2016 and December 31, 2015, respectively	45,283	42,853
Interest rate swaps	17,835	9,993
Total liabilities	2,219,314	2,238,091
Commitments and Contingencies	—	—
Stockholders' Equity:		
Shares-in-trust, 150,000,000 shares authorized; none outstanding as of September 30, 2016 or December 31, 2015	—	—
Preferred stock, no par value, 100,000,000 shares authorized; none outstanding as of September 30, 2016 or December 31, 2015	—	—
Common stock, \$.01 par value, 750,000,000 shares authorized; 145,233,753 and 145,511,644 shares issued and outstanding as of September 30, 2016 and December 31, 2015, respectively	1,452	1,455

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Additional paid-in capital	3,672,218	3,669,977
Cumulative distributions in excess of earnings	(1,499,374)	(1,477,674)
Other comprehensive income/(loss)	(7,211)	1,661
Piedmont stockholders' equity	2,167,085	2,195,419
Noncontrolling interest	1,898	1,025
Total stockholders' equity	2,168,983	2,196,444
Total liabilities and stockholders' equity	\$ 4,388,297	\$ 4,434,535
See accompanying notes		

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PIEDMONT OFFICE REALTY TRUST, INC.
CONSOLIDATED STATEMENTS OF INCOME
(in thousands, except for share and per share amounts)

	(Unaudited) Three Months Ended September 30,		(Unaudited) Nine Months Ended September 30,	
	2016	2015	2016	2015
Revenues:				
Rental income	\$ 113,821	\$ 117,994	\$ 340,326	\$ 353,255
Tenant reimbursements	24,163	30,273	70,000	90,476
Property management fee revenue	501	548	1,478	1,577
	138,485	148,815	411,804	445,308
Expenses:				
Property operating costs	54,867	61,653	161,438	187,368
Depreciation	31,610	31,199	94,948	103,470
Amortization	18,640	14,021	53,848	43,646
Impairment loss on real estate assets	22,590	34,815	30,898	40,169
General and administrative	7,429	8,260	23,518	22,750
	135,136	149,948	364,650	397,403
Real estate operating income/(loss)	3,349	(1,133)	47,154	47,905
Other income (expense):				
Interest expense	(15,496)	(18,832)	(48,294)	(56,020)
Other income/(expense)	(720)	803	(467)	1,218
Recovery from casualty event	34	—	34	—
Equity in income of unconsolidated joint ventures	128	135	354	418
	(16,054)	(17,894)	(48,373)	(54,384)
Loss from continuing operations	(12,705)	(19,027)	(1,219)	(6,479)
Discontinued operations:				
Operating income	1	16	—	13
Loss on sale of real estate assets	—	(2)	—	(2)
Income from discontinued operations	1	14	—	11
Gain/(loss) on sale of real estate assets	(57)	17,142	78,910	53,826
Net income/(loss)	(12,761)	(1,871)	77,691	47,358
Less: Net loss/(income) applicable to noncontrolling interest	15	(4)	7	(12)
Net income/(loss) applicable to Piedmont	\$(12,746)	\$(1,875)	\$77,698	\$47,346
Per share information – basic and diluted:				
Income/(loss) from continuing operations and gain on sale of real estate assets	\$(0.09)	\$(0.01)	\$0.53	\$0.31
Net income/(loss) applicable to common stockholders	\$(0.09)	\$(0.01)	\$0.53	\$0.31
Weighted-average common shares outstanding – basic	145,231,160	148,855,336	145,228,755	152,231,060
Weighted-average common shares outstanding – diluted	145,669,237	149,176,207	145,601,026	152,499,430
See accompanying notes				

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PIEDMONT OFFICE REALTY TRUST, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)

	(Unaudited) Three Months Ended September 30,		(Unaudited) Nine Months Ended September 30,	
	2016	2015	2016	2015
Net income applicable to Piedmont	\$(12,746)		\$(1,875)	\$77,698
Other comprehensive income/(loss):				\$47,346
Effective portion of gain/(loss) on derivative instruments that are designated and qualify as cash flow hedges (See <u>Note 6</u>)	2,847	(22,263)	(12,182)	(21,389)
Plus: Reclassification of previously recorded loss included in net income (See <u>Note 6</u>)	1,045	1,506	3,291	4,575
Gain/(loss) on investment in available for sale securities	7	(9)	19	(11)
Other comprehensive income/(loss)	3,899	(20,766)	(8,872)	(16,825)
Comprehensive income/(loss) applicable to Piedmont	\$(8,847)	\$(22,641)	\$68,826	\$30,521

See accompanying notes

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PIEDMONT OFFICE REALTY TRUST, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2015
AND FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2016 (UNAUDITED)
(in thousands, except per share amounts)

	Common Shares	Stock Amount	Additional Paid-In Capital	Cumulative Distributions in Excess of Earnings	Other Comprehensive Income/(Loss)	Non- controlling Interest	Total Stockholders' Equity
Balance, December 31, 2014	154,324	\$ 1,543	\$ 3,666,182	\$(1,365,620)	\$ 8,301	\$ 1,609	\$ 2,312,015
Share repurchases as part of an announced plan	(8,980)	(90)	—	(158,770)	—	—	(158,860)
Offering costs	—	—	(326)	—	—	—	(326)
Redemption of noncontrolling interest in consolidated variable interest entity	—	—	54	—	—	—	54
Reallocation of noncontrolling interest of subsidiary	—	—	1,128	—	—	(584)	544
Dividends to common stockholders (\$0.84 per share), dividends to stockholders of subsidiary, and dividends reinvested	—	—	(242)	(126,274)	—	(15)	(126,531)
Shares issued and amortized under the 2007 Omnibus Incentive Plan, net of tax	168	2	3,181	—	—	—	3,183
Net income applicable to noncontrolling interest	—	—	—	—	—	15	15
Net income applicable to Piedmont	—	—	—	172,990	—	—	172,990
Other comprehensive loss	—	—	—	—	(6,640)	—	(6,640)
Balance, December 31, 2015	145,512	1,455	3,669,977	(1,477,674)	1,661	1,025	2,196,444
Share repurchases as part of an announced plan	(462)	(5)	—	(7,938)	—	—	(7,943)
Offering costs	—	—	(239)	—	—	—	(239)
Non-controlling interest in consolidated joint venture	—	—	—	—	—	888	888
Dividends to common stockholders (\$0.63 per share), dividends to stockholders of subsidiary, and dividends reinvested	—	—	(141)	(91,460)	—	(8)	(91,609)
Shares issued and amortized under the 2007 Omnibus Incentive Plan, net of tax	184	2	2,621	—	—	—	2,623
Net loss applicable to noncontrolling interest	—	—	—	—	—	(7)	(7)
	—	—	—	77,698	—	—	77,698

Net income applicable to
Piedmont

Other comprehensive loss	—	—	—	—	(8,872) —	(8,872)
Balance, September 30, 2016	145,234	\$1,452	\$3,672,218	\$(1,499,374)	\$ (7,211) \$ 1,898	\$2,168,983	

See accompanying notes

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PIEDMONT OFFICE REALTY TRUST, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	(Unaudited)	
	Nine Months Ended	
	September 30,	
	2016	2015
Cash Flows from Operating Activities:		
Net income	\$ 77,691	\$ 47,358
Operating distributions received from unconsolidated joint ventures	579	565
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	94,948	103,470
Amortization of debt issuance costs	1,264	1,281
Loss on settlement of forward starting interest rate swaps	—	(1,284)
Other amortization	53,325	44,091
Impairment loss on real estate assets	30,898	40,169
Stock compensation expense	7,630	6,692
Equity in income of unconsolidated joint ventures	(354)	(418)
Gain on sale of real estate assets, net	(78,910)	(53,824)
Changes in assets and liabilities:		
Increase in tenant and straight-line rent receivables, net	(17,393)	(22,996)
Decrease/(increase) in restricted cash and escrows	3,451	(20,333)
Increase in prepaid expenses and other assets	(3,429)	(5,845)
Increase/(decrease) in accounts payable and accrued expenses	307	(8,284)
Increase in deferred income	2,029	3,619
Net cash provided by operating activities	172,036	134,261
Cash Flows from Investing Activities:		
Acquisition of real estate assets and related intangibles	(66,900)	(75,976)
Capitalized expenditures, net of accruals	(88,391)	(81,917)
Investment in consolidated joint venture	(165,848)	—
Redemption of noncontrolling interest in unconsolidated variable interest entity	—	(4,000)
Net sales proceeds from wholly-owned properties	304,902	151,564
Deferred lease costs paid	(15,345)	(23,889)
Net cash used in investing activities	(31,582)	(34,218)
Cash Flows from Financing Activities:		
Debt issuance costs paid	(212)	(1,048)
Proceeds from debt	552,000	1,205,857
Repayments of debt	(589,532)	(1,055,902)
Costs of issuance of common stock	(239)	(326)
Shares withheld to pay tax obligations related to employee stock compensation	(2,328)	(1,665)
Repurchases of common stock as part of announced plan	(7,943)	(155,653)
Dividends paid and discount on dividend reinvestments	(91,609)	(95,910)
Net cash used in financing activities	(139,863)	(104,647)
Net increase/(decrease) in cash and cash equivalents	591	(4,604)
Cash and cash equivalents, beginning of period	5,441	12,306
Cash and cash equivalents, end of period	\$ 6,032	\$ 7,702
Supplemental Disclosures of Significant Noncash Investing and Financing Activities:		
Change in accrued share repurchases as part of an announced plan	\$—	\$ (822)

Accrued capital expenditures and deferred lease costs	\$24,624	\$ 24,588
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See accompanying notes

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PIEDMONT OFFICE REALTY TRUST, INC.
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2016
(unaudited)

1. Organization

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

As of September 30, 2016, Piedmont owned 65 office properties, one redevelopment asset, two development assets, and one building through an unconsolidated joint venture. Piedmont's 65 office properties comprise 18.4 million square feet of primarily Class A commercial office space, and were 93.4% leased as of September 30, 2016. As of September 30, 2016, approximately 87% of Piedmont's Annualized Lease Revenue was generated from select office sub-markets in the following cities: Atlanta, Boston, Chicago, Dallas, Minneapolis, New York, Orlando, and Washington, D.C.

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

2. Summary of Significant Accounting Policies

Basis of Presentation and Principles of Consolidation

The consolidated financial statements of Piedmont have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission (the "SEC"), including the instructions to Form 10-Q and Article 10 of Regulation S-X, and do not include all of the information and footnotes required by U.S. generally accepted accounting principles ("GAAP") for complete financial statements. In the opinion of management, the statements for the unaudited interim periods presented include all adjustments, which are of a normal and recurring nature, necessary for a fair presentation of the results for such periods. Results for these interim periods are not necessarily indicative of a full year's results.

Piedmont's consolidated financial statements include the accounts of Piedmont, Piedmont's wholly-owned subsidiaries, any variable interest entity ("VIE") of which Piedmont or any of its wholly-owned subsidiaries is considered to have the power to direct the activities of the entity and the obligation to absorb losses/right to receive benefits, or any entity in which Piedmont or any of its wholly-owned subsidiaries owns a controlling interest. In determining whether Piedmont or Piedmont OP has a controlling interest, the following factors, among others, are considered: equity ownership, voting rights, protective rights of investors, and participatory rights of investors. For further information, refer to the financial statements and footnotes included in Piedmont's Annual Report on Form 10-K for the year ended December 31, 2015.

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

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

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Use of Estimates

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

Income Taxes

Piedmont has elected to be taxed as a REIT under the Internal Revenue Code of 1986, as amended, and has operated as such, beginning with its taxable year ended December 31, 1998. To qualify as a REIT, Piedmont must meet certain organizational and operational requirements, including a requirement to distribute at least 90% of its annual REIT taxable income. As a REIT, Piedmont is generally not subject to federal income taxes, subject to fulfilling, among other things, this distribution requirement. Piedmont is subject to certain taxes related to the operations of properties in certain locations, as well as operations conducted by its taxable REIT subsidiary, POH, which have been provided for in the financial statements.

Tenant Receivables, net and Straight-line Rent Receivables

Tenant receivables are comprised of rental and reimbursement billings due from tenants, and straight-line rent receivables representing the cumulative amount of future adjustments necessary to present rental income on a straight-line basis. Tenant receivables are recorded at the original amount earned, less an allowance for any doubtful accounts, which approximates estimated fair value. Management assesses the collectibility of tenant receivables on an ongoing basis and provides for allowances as such balances, or portions thereof, become uncollectible. Effective July 1, 2016, Piedmont began classifying provisions for bad debts as nonrecoverable property operating costs in the accompanying consolidated statements of income to include such expenses as a component of operating the underlying properties. Previously, such costs were presented as general and administrative expenses. In order to conform with the presentation used during the three months ended September 30, 2016, Piedmont reclassified approximately \$100,000 of provisions for/(recoveries of) bad debts for the nine months ended September 30, 2016, and approximately \$(20,000) for the three and nine months ended September 30, 2015. Further, Piedmont recognized approximately \$190,000 of provisions for bad debts during the three months ended September 30, 2016 as a component of nonrecoverable property operating costs.

Accounting Pronouncements Adopted during the Nine Months Ended September 30, 2016

As of January 1, 2016, Piedmont early adopted the provisions of Financial Accounting Standards Board (the "FASB") Accounting Standards Update No. 2016-09, Compensation- Stock Compensation (Topic 718) Improvements to Employee Share-Based Payment Accounting ("ASU 2016-09"). The provisions in ASU 2016-09 simplify the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. The implementation of ASU 2016-09 resulted in the reclassification of approximately \$1.7 million related to income tax consequences for share-based compensation from cash outflows from operating activities to cash outflows from financing activities in the accompanying consolidated statements of cash flows for the nine months ended September 30, 2015. Additionally, as of January 1, 2016, Piedmont also adopted Accounting Standards Update No. 2015-05, Intangibles- Goodwill and Other- Internal-Use Software (Subtopic 350-40) "Customer's Accounting for Fees Paid in a Cloud Computing Arrangement on a prospective basis.

Other Recent Accounting Pronouncements

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

The FASB has issued Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (Topic 606) ("ASU 2014-09") and Accounting Standards Update No. 2016-08, Revenue from Contracts with Customers (Topic 606) Principal versus Agent Considerations (Reporting Revenue Gross versus Net) ("ASU 2016-08"). The amendments in ASU 2014-09, which are further clarified in ASU 2016-08, as well as ASU 2016-10 and ASU 2016-12, change the criteria for the recognition of revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services using a five-step determination process. Steps 1 through 5 involve (i) identifying contracts with a customer, (ii) identifying the performance obligations in the contract, (iii) determining the transaction

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price, (iv) allocating the transaction price to the performance obligations, and (v) recognizing revenue as an entity satisfies a performance obligation. Additionally, lease contracts are specifically excluded from ASU 2014-09. The amendments in ASU 2014-09 and ASU 2016-08 are effective in the first quarter of 2018, and Piedmont is currently evaluating the potential impact, if any, of adoption.

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

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

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

The FASB has issued Accounting Standards Update No. 2016-15, Statement of Cash Flows (Topic 230), Classification of Certain Cash Receipts and Cash Payments ("ASU 2016-15"). The provisions of ASU 2016-15 provide clarity of treatment in the statement of cash flows for several transactions, including debt repayments or debt extinguishment costs, proceeds received from the settlement of insurance claims, and distributions received from equity method investees, among several other topics. The FASB issued ASU 2016-15 in an effort to eliminate diversity in practice regarding treatment of specific transactions in the statements of cash flows for registrants. ASU 2016-15 is effective for Piedmont in the first quarter of 2018, with early adoption permitted. Piedmont is currently evaluating the potential impact of adoption.

3.Acquisitions

During the nine months ended September 30, 2016, Piedmont acquired one property, as well as a 99% interest in a joint venture owning two properties, using proceeds from the \$500 Million Unsecured 2015 Line of Credit, proceeds from the sales of other properties, and cash on hand, as noted below:

Property	Metropolitan Statistical Area	Date of Acquisition	Ownership Percentage Acquired	Rentable Square Feet (Unaudited)	Percentage of Acquisition	Net Contractual Purchase Price
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						(Unaudited) (in millions)		
CNL Tower I & II	Orlando, Florida	August 1, 2016	99	%	622,488	95	%	\$ 166.7
One Wayside Road	Boston, Massachusetts	August 10, 2016	100	%	200,605	100	%	\$ 62.9

4. Debt

During the nine months ended September 30, 2016, Piedmont repaid the outstanding balance of its \$125 Million Fixed-Rate Loan and its \$42.5 Million Fixed-Rate Loan, utilizing the first available prepayment opportunity without penalty. Separately, Piedmont incurred net borrowings on its \$500 Million Unsecured 2015 Line of Credit of approximately \$131.0 million. As of September 30, 2016, Piedmont believes it was in compliance with all financial covenants associated with its debt instruments. See [Note 7](#) for a description of Piedmont's estimated fair value of debt as of September 30, 2016.

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Piedmont made interest payments on all debt facilities, including interest rate swap cash settlements, of approximately \$18.5 million and \$20.1 million for the three months ended September 30, 2016 and 2015, respectively, and approximately \$53.2 million and \$58.8 million for the nine months ended September 30, 2016 and 2015, respectively. Piedmont capitalized interest of approximately \$1.5 million and \$1.0 million for the three months ended September 30, 2016 and 2015, respectively, and approximately \$3.4 million and \$2.7 million for the nine months ended September 30, 2016 and 2015, respectively.

The following table summarizes the terms of Piedmont's indebtedness outstanding as of September 30, 2016 and December 31, 2015 (in thousands):

Facility ⁽¹⁾	Stated Rate	Effective		Maturity	Amount Outstanding as of	
		Rate ⁽²⁾			2016	2015
Secured (Fixed)						
\$125 Million Fixed-Rate Loan	5.50	% 5.50	%	4/1/2016	\$—	\$125,000
\$42.5 Million Fixed-Rate Loan	5.70	% 5.70	%	10/11/2016	—	42,525
\$140 Million WDC Fixed-Rate Loans ⁽³⁾	5.76	% 5.76	%	11/1/2017	140,000	140,000
\$35 Million Fixed-Rate Loan ⁽⁴⁾	5.55	% 3.75	%	9/1/2021	31,802	32,445
\$160 Million Fixed-Rate Loan ⁽⁵⁾	3.48	% 3.58	%	7/5/2022	160,000	160,000
Net premium and unamortized debt issuance costs					1,210	1,319
Subtotal/Weighted Average ⁽⁶⁾	4.64	%			333,012	501,289
Unsecured (Variable and Fixed)						
\$170 Million Unsecured 2015 Term Loan ⁽⁷⁾	LIBOR + 1.125%	1.66	%	5/15/2018	170,000	170,000
\$300 Million Unsecured 2013 Term Loan	LIBOR + 1.20%	2.78	%	1/31/2019	300,000	300,000
\$500 Million Unsecured 2015 Line of Credit ⁽⁷⁾	LIBOR + 1.00%	1.53	%	6/18/2019 ⁽⁸⁾	152,000	21,000
\$300 Million Unsecured 2011 Term Loan ⁽⁹⁾	LIBOR + 1.15%	2.39	%	1/15/2020	300,000	300,000
\$350 Million Senior Notes	3.40	% 3.43	%	6/01/2023	350,000	350,000
\$400 Million Senior Notes	4.45	% 4.10	%	3/15/2024	400,000	400,000
Discounts and unamortized debt issuance costs					(10,934)	(12,779)
Subtotal/Weighted Average ⁽⁶⁾	3.01	%			1,661,066	1,528,221
Total/Weighted Average ⁽⁶⁾	3.28	%			\$1,994,078	\$2,029,510

⁽¹⁾ Other than the \$35 Million Fixed-Rate Loan, all of Piedmont's outstanding debt as of September 30, 2016 and December 31, 2015 is interest-only.

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

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

⁽⁴⁾ Collateralized by the 5 Wall Street building in Burlington, Massachusetts.

⁽⁵⁾ Collateralized by the 1901 Market Street building in Philadelphia, Pennsylvania.

⁽⁶⁾ Weighted average is based on contractual balance of outstanding debt and the stated or effectively fixed interest rates in the table as of September 30, 2016.

On a periodic basis, Piedmont may select from multiple interest rate options, including the prime rate and

⁽⁷⁾ various-length LIBOR locks. All LIBOR selections are subject to an additional spread over the selected rate based on Piedmont's current credit rating.

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

- (9) The \$300 Million Unsecured 2011 Term Loan has a stated variable rate; however, Piedmont has entered into interest rate swap agreements which effectively fix, exclusive of changes to Piedmont's credit rating, the rate on this facility to 2.39% through the original maturity date of November 22, 2016 and 3.35% from November 22, 2016 to January 15, 2020.

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5. Variable Interest Entities

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

A summary of Piedmont's interests in, and consolidation treatment of, its VIEs and their related carrying values as of September 30, 2016 and December 31, 2015 is as follows (net carrying amount in millions):

Entity	Piedmont's % Ownership of Entity	Related Building	Consolidated/ Unconsolidated	Net Carrying Amount as of September 30, 2016	Net Carrying Amount as of December 31, 2015	Primary Beneficiary Considerations
1201 Eye Street N.W. Associates, LLC	49.5%	1201 Eye Street	Consolidated	\$ (7.1)	\$ (7.4)	In accordance with the partnership's governing documents, Piedmont is entitled to 100% of the cash flow of the entity and has sole discretion in directing the management and leasing activities of the building.
1225 Eye Street N.W. Associates, LLC	49.5%	1225 Eye Street	Consolidated	\$ 9.9	\$ 3.8	In accordance with the partnership's governing documents, Piedmont is entitled to 100% of the cash flow of the entity and has sole discretion in directing the management and leasing activities of the building.
Piedmont 500 W. Monroe Fee, LLC	100%	500 W. Monroe	Consolidated	\$ 263.1	\$ 251.4	The Omnibus Agreement with the previous owner includes equity participation rights for the previous owner, if certain financial returns are achieved; however, Piedmont has sole decision making authority and is entitled to 100% of the economic benefits of the property until such returns are met.

Piedmont TownPark Land, LLC previously had an equity participation rights agreement outstanding; however, during the nine months ended September 30, 2016, Piedmont exercised its right to terminate the equity participation rights agreement related to Piedmont TownPark Land, LLC, without payment of any consideration.

6. Derivative Instruments

Risk Management Objective of Using Derivatives

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

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Cash Flow Hedges of Interest Rate Risk

Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty in exchange for Piedmont making fixed-rate payments over the life of the agreements without changing the underlying notional amount. As of September 30, 2016, Piedmont was party to various interest rate swap agreements which fully hedge the variable cash flows associated with its \$300 Million Unsecured 2011 Term Loan and its \$300 Million Unsecured 2013 Term Loan. Piedmont continues to hold forward starting interest rate swap agreements related to the extension period of the \$300 Million Unsecured 2011 Term Loan, and the maximum length of time over which Piedmont is hedging its exposure to the variability in future cash flows for forecasted transactions is 39 months.

A detail of Piedmont's interest rate derivatives outstanding as of September 30, 2016 is as follows:

Interest Rate Derivatives:	Number of Swap Agreements	Associated Debt Instrument	Total Notional Amount (in millions)	Effective Date	Maturity Date
Interest rate swaps	4	\$300 Million Unsecured 2011 Term Loan	\$ 300	11/22/2011	11/22/2016
Interest rate swaps	4	\$300 Million Unsecured 2013 Term Loan	200	1/30/2014	1/31/2019
Interest rate swaps	2	\$300 Million Unsecured 2013 Term Loan	100	8/29/2014	1/31/2019
Forward starting interest rate swaps	3	\$300 Million Unsecured 2011 Term Loan	300	11/22/2016	1/15/2020
Total			\$ 900		

Piedmont presents its interest rate derivatives on its consolidated balance sheets on a gross basis as interest rate swap assets and interest rate swap liabilities. A detail of Piedmont's interest rate derivatives on a gross and net basis as of September 30, 2016 and December 31, 2015, respectively, is as follows (in thousands):

Interest rate swaps classified as:	September 30, 2016	December 31, 2015
Gross derivative assets	\$ —	\$ —
Gross derivative liabilities	17,835	9,993
Net derivative liability	\$ 17,835	\$ 9,993

All of Piedmont's interest rate derivative agreements outstanding for the periods presented were designated as cash flow hedges of interest rate risk. As such, the effective portion of changes in the estimated fair value of these derivatives is recorded in other comprehensive income ("OCI") and is reclassified into earnings as interest expense in the period that the hedged forecasted transaction affects earnings. In addition, in conjunction with the issuance of various unsecured notes, Piedmont settled various forward starting swap agreements for gains/losses which were recorded as accumulated other comprehensive income and are being amortized as an offset to interest expense over the term of the respective notes on a straight line basis (which approximates the effective interest method).

The effective portion of Piedmont's interest rate derivatives, including the gain/(loss) on previously settled forward swaps, that was recorded in the accompanying consolidated statements of income for the three and nine months ended September 30, 2016 and 2015, respectively, was as follows (in thousands):

Interest Rate Swaps in Cash Flow Hedging Relationships	Three Months Ended		Nine Months Ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015

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Amount of gain/(loss) recognized in OCI on derivative	\$2,847	\$ (22,263)	\$(12,182)	\$(21,389)
Amount of previously recorded loss reclassified from accumulated OCI into interest expense	\$1,045	\$ 1,506	\$3,291	\$ 4,575

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Piedmont estimates that approximately \$5.4 million will be reclassified from accumulated other comprehensive loss to interest expense over the next twelve months. Piedmont recognized no loss related to hedge ineffectiveness and terminations of its cash flow hedges during the three and nine months ended September 30, 2016 and 2015, respectively.

Additionally, see Note 7 for fair value disclosures of Piedmont's derivative instruments.

Credit-risk-related Contingent Features

Piedmont has agreements with its derivative counterparties that contain a provision whereby if Piedmont defaults on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, then Piedmont could also be declared in default on its derivative obligations. If Piedmont were to breach any of the contractual provisions of the derivative contracts, it would be required to settle its obligations under the agreements at their termination value of the estimated fair values plus accrued interest, or approximately \$18.2 million as of September 30, 2016. Additionally, Piedmont has rights of set-off under certain of its derivative agreements related to potential termination fees and amounts payable under the agreements, if a termination were to occur.

7. Fair Value Measurement of Financial Instruments

Piedmont considers its cash and cash equivalents, tenant receivables, notes receivable, restricted cash and escrows, accounts payable and accrued expenses, interest rate swap agreements, and debt to meet the definition of financial instruments. The following table sets forth the carrying and estimated fair value for each of Piedmont's financial instruments, as well as its level within the GAAP fair value hierarchy, as of September 30, 2016 and December 31, 2015, respectively (in thousands):

Financial Instrument	September 30, 2016			December 31, 2015		
	Carrying Value	Estimated Fair Value	Level Within Fair Value Hierarchy	Carrying Value	Estimated Fair Value	Level Within Fair Value Hierarchy
Assets:						
Cash and cash equivalents ⁽¹⁾	\$6,032	\$6,032	Level 1	\$5,441	\$5,441	Level 1
Tenant receivables, net ⁽¹⁾	\$24,785	\$24,785	Level 1	\$26,339	\$26,339	Level 1
Notes receivable ⁽¹⁾	\$—	\$—	Level 1	\$45,400	\$45,400	Level 1
Restricted cash and escrows ⁽¹⁾	\$5,182	\$5,182	Level 1	\$5,174	\$5,174	Level 1
Liabilities:						
Accounts payable and accrued expenses ⁽¹⁾	\$17,753	\$17,753	Level 1	\$13,188	\$13,188	Level 1
Interest rate swap liability	\$17,835	\$17,835	Level 2	\$9,993	\$9,993	Level 2
Debt	\$1,994,078	\$2,039,912	Level 2	\$2,029,510	\$2,039,139	Level 2

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

Piedmont's debt was carried at book value as of September 30, 2016 and December 31, 2015; however, Piedmont's estimate of its estimated fair value is disclosed in the table above. Piedmont uses widely accepted valuation techniques including discounted cash flow analysis based on the contractual terms of the debt facilities, including the period to maturity of each instrument, and uses observable market-based inputs for similar debt facilities which have transacted recently in the market. Therefore, the estimated fair values determined are considered to be based on significant other

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

Piedmont's interest rate swap and forward starting interest rate swap agreements presented above, and further discussed in Note 6, are classified as "Interest rate swap" liabilities in the accompanying consolidated balance sheets and were carried at estimated fair value as of September 30, 2016 and December 31, 2015. The valuation of these derivative instruments was determined using widely accepted valuation techniques including discounted cash flow analysis based on the contractual terms of the derivatives, including the period to maturity of each instrument, and uses observable market-based inputs, including interest rate curves and implied volatilities. Therefore, the estimated fair values determined are considered to be based on significant other observable inputs (Level 2). In addition, Piedmont considered both its own and the respective counterparties' risk of nonperformance in determining the estimated fair value of its derivative financial instruments by estimating the current and potential future exposure under the derivative financial instruments that both Piedmont and the counterparties were at risk for as of the valuation date. The

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credit risk of Piedmont and its counterparties was factored into the calculation of the estimated fair value of the interest rate swaps; however, as of September 30, 2016 and December 31, 2015, this credit valuation adjustment did not comprise a material portion of the estimated fair value. Therefore, Piedmont believes that any unobservable inputs used to determine the estimated fair values of its derivative financial instruments are not significant to the fair value measurements in their entirety, and does not consider any of its derivative financial instruments to be Level 3 liabilities.

8. Impairment Loss on Real Estate Assets

Piedmont recorded impairment loss on real estate assets for the three and nine months ended September 30, 2016 and 2015, respectively, as follows (in thousands):

	Three Months		Nine Months	
	Ended		Ended	
	2016	2015	2016	2015
Eastpoint I & II ⁽¹⁾	\$—	\$—	\$—	\$5,354
2 Gatehall Drive ⁽¹⁾	—	34,815	—	34,815
150 West Jefferson ⁽¹⁾	—	—	5,972	—
9221 Corporate Boulevard ⁽²⁾	—	—	2,336	—
9200 and 9211 Corporate Boulevard ⁽³⁾	22,590	—	22,590	—
Total impairment loss on real estate assets ⁽⁴⁾	\$22,590	\$34,815	\$30,898	\$40,169

(1) Piedmont recognized an impairment loss on real estate assets based upon the difference between the carrying value of the asset and the contracted sales price, less estimated selling costs.

(2) Piedmont, using a probability-weighted model heavily weighted towards the short-term sale of the 9221 Corporate Boulevard building in Rockville, Maryland, determined that the carrying value would not be recovered from the undiscounted future operating cash flows expected from the use of the asset and its eventual disposition. As a result, Piedmont recognized a loss on impairment of approximately \$2.3 million during the nine months ended September 30, 2016 calculated as the difference between the carrying value of the asset and the anticipated contract sales price, less estimated selling costs.

(3) Piedmont elected to sell its remaining two assets and exit the Rockville, Maryland sub-market of Washington, D.C, after selling the 9221 Corporate Boulevard building in July 2016 (mentioned above). Upon management's change in its hold period assumption for the assets from a long-term hold to a near-term sale, Piedmont recognized an impairment loss of approximately \$22.6 million. The impairment loss was calculated as the difference between the carrying value of the asset and the anticipated contracted sales price, less estimated selling costs. Piedmont reclassified the properties as held for sale, recognized an impairment loss, entered into a binding contract, and subsequently sold the 9200 and 9211 Corporate Boulevard buildings during the three months ended September 30, 2016.

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

9. Commitments and Contingencies

Commitments Under Existing Lease Agreements

Under its existing lease agreements, Piedmont may be required to fund significant tenant improvements, leasing commissions, and building improvements. In addition, certain agreements contain provisions that require Piedmont to issue corporate or property guarantees to provide funding for capital improvements or other financial obligations. Piedmont classifies its capital improvements into two categories: (i) improvements which maintain the building's existing asset value and its revenue generating capacity ("non-incremental capital expenditures") and (ii) improvements which incrementally enhance the building's asset value by expanding its revenue generating capacity ("incremental capital expenditures"). As of September 30, 2016, commitments to fund potential non-incremental capital expenditures over the next five years for tenant improvements totaled approximately \$37.7 million related to Piedmont's existing lease portfolio over the respective lease terms, the majority of which Piedmont estimates may be required to be funded over the next three years based on when the underlying leases commence. For most of Piedmont's leases, the timing of the actual funding of these tenant improvements is largely dependent upon tenant requests for reimbursement. In some cases, these obligations may expire with the leases without further recourse to Piedmont. As of September 30, 2016, commitments for incremental capital expenditures for tenant improvements associated with executed leases totaled approximately \$31.3 million.

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Contingencies Related to Tenant Audits/Disputes

Certain lease agreements include provisions that grant tenants the right to engage independent auditors to audit their annual operating expense reconciliations. Such audits may result in the re-interpretation of language in the lease agreements which could result in the refund of previously recognized tenant reimbursement revenues, resulting in financial loss to Piedmont. Piedmont recorded no such reductions in reimbursement revenues related to such tenant audits/disputes during the three and nine months ended September 30, 2016, and \$0 and \$0.1 million for the three and nine months ended September 30, 2015, respectively.

Additionally, from time to time, tenants may attempt to dispute language in their lease agreements which could result in the refund of previously recognized tenant revenues, resulting in financial loss to Piedmont. During the three months ended September 30, 2016, Piedmont filed suit against one such tenant. While Piedmont believes it will ultimately prevail in this matter, due to the uncertainties inherent in any litigation, Piedmont has determined that the risk of financial loss is reasonably possible. As of September 30, 2016, the range of reasonably possible loss, net of reserves, is estimated to be \$0 to \$1.8 million.

10. Property Dispositions, Assets Held for Sale, and Discontinued Operations

Properties sold during the nine months ended September 30, 2016 and 2015 did not meet the criteria to be reported as discontinued operations. The operational results for these properties prior to their sale dates are presented as continuing operations in the accompanying consolidated statements of income, and the gain/(loss) on sale is presented separately on the face of the income statement. Details of such properties sold are presented below (in thousands):

Buildings Sold ⁽¹⁾	Location	Date of Sale	Gain/(Loss) on Sale	Net Sales Proceeds
3900 Dallas Parkway	Plano, Texas	January 30, 2015	\$ 10,073	\$ 25,803
5601 Headquarters Drive	Plano, Texas	April 28, 2015	\$ 7,959	\$ 33,326
River Corporate Center	Tempe, Arizona	April 29, 2015	\$ 5,297	\$ 24,223
Copper Ridge Center	Lyndhurst, New Jersey	May 1, 2015	\$ 13,711	\$ 50,372 ⁽²⁾
Eastpoint I & II	Mayfield Heights, Ohio	July 28, 2015	\$ (177)	\$ 17,342
3750 Brookside Parkway	Alpharetta, Georgia	August 10, 2015	\$ 1,406	\$ 13,624
Chandler Forum	Chandler, Arizona	September 1, 2015	\$ 15,506	\$ 32,267
1055 East Colorado	Pasadena, California	April 21, 2016	\$ 31,501	\$ 60,076
Fairway Center II	Brea, California	April 28, 2016	\$ 15,468	\$ 33,063
1901 Main Street	Irvine, California	May 2, 2016	\$ 32,016	\$ 63,149 ⁽³⁾
9221 Corporate Boulevard	Rockville, Maryland	July 27, 2016	\$ (191)	\$ 12,037
150 West Jefferson	Detroit, Michigan	July 29, 2016	\$ 134	\$ 78,642
9200 and 9211 Corporate Boulevard	Rockville, Maryland	September 28, 2016	\$ —	\$ 12,535 ⁽⁴⁾

The dispositions of Aon Center in Chicago, Illinois on October 29, 2015, and 2 Gatehall Drive in Parsippany, New

⁽¹⁾ Jersey on December 21, 2015 has impacted the comparative analysis of operating results for the three and nine months ended September 30, 2016.

As part of the transaction, Piedmont accepted a secured promissory note from the buyer for \$45.4 million. During ⁽²⁾ the nine months ended September 30, 2016, the note receivable was repaid in full and such proceeds are reflected in the accompanying consolidated statements of cash flows as net sales proceeds from the sale of wholly-owned properties.

⁽³⁾ As part of the transaction, Piedmont accepted a secured promissory note from the buyer for \$33.0 million; however, the note receivable was repaid in full by September 30, 2016. As such, the full proceeds from the sale of the property are reflected in the accompanying consolidated statements of cash flows as net sales proceeds from the

sale of wholly-owned properties.

As discussed in Note 8 above, Piedmont recognized an impairment loss of approximately \$22.6 million during the⁽⁴⁾ three months ended September 30, 2016. As the sale was consummated within the same quarter, there was no gain or loss recognized upon the sale.

Assets Held for Sale

As of September 30, 2016, no assets met the criteria to be classified as held for sale; however, as the 150 West Jefferson building met the held-for-sale criteria as of June 30, 2016, it is presented as held for sale as of December 31, 2015 for comparative purposes. Details of amounts held for sale as of December 31, 2015 are presented below (in thousands):

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	September 30, 2016	December 31, 2015
Real estate assets held for sale, net:		
Land	\$	—\$ 9,759
Building and improvements, less accumulated depreciation of \$0 and \$32,162 as of September 30, 2016 and December 31, 2015, respectively	—	66,840
Construction in progress	—	15
Total real estate assets held for sale, net	\$	—\$ 76,614
Other assets held for sale, net:		
Straight-line rent receivables	\$	—\$ 4,729
Prepaid expenses and other assets	—	66
Deferred lease costs, less accumulated amortization of \$0 and \$1,162 as of September 30, 2016 and December 31, 2015, respectively	—	3,695
Total other assets held for sale, net	\$	—\$ 8,490

Details comprising loss from discontinued operations activity on 1441 West Long Lake Road in Troy, Michigan, 11109 Sunset Hills Road in Reston, Virginia, and 1200 Enclave Parkway in Houston, Texas for the three and nine months ended ended September 30, 2016 and 2015 are presented below (in thousands):

	Three Months Ended		Nine Months Ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Revenues:				
Rental income	\$ —	\$ 19	\$ —	\$ 19
Tenant reimbursements	—	—	—	(3)
	—	19	—	16
Expenses:				
Property operating costs	—	3	—	2
General and administrative	(1)	—	—	1
	(1)	3	—	3
Operating income	1	16	—	13
Loss on sale of real estate assets	—	(2)	—	(2)
Income from discontinued operations	\$ 1	\$ 14	\$ —	\$ 11

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11. Stock Based Compensation

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

A rollforward of Piedmont's equity based award activity for the nine months ended September 30, 2016 is as follows:

	Shares	Weighted-Average Grant Date Fair Value
Unvested Stock Awards as of December 31, 2015	959,446	\$ 18.67
Deferred Stock Awards Granted	319,083	\$ 19.96
Increase in Estimated Potential Future Performance Share Awards, net of forfeitures	115,655	\$ 22.94
Performance Stock Awards Vested	(53,287)	\$ 18.91
Deferred Stock Awards Vested	(256,511)	\$ 18.58
Deferred Stock Awards Forfeited	(17,922)	\$ 18.22
Unvested Stock Awards as of September 30, 2016	1,066,464	\$ 19.67

The following table provides additional information regarding stock award activity during the three and nine months ended September 30, 2016 and 2015, respectively (in thousands except for per share data):

	Three Months Ended		Nine Months Ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Weighted-Average Grant Date Fair Value of Deferred Stock Granted During the Period (per share)	\$ —	\$ 18.31	\$ 19.96	\$ 17.59
Total Grant Date Fair Value of Deferred Stock Vested During the Period	\$ 108	\$ 32	\$ 4,766	\$ 4,109
Share-based Liability Awards Paid During the Period ⁽¹⁾	\$ —	\$ —	\$ 1,127	\$ —

(1) Amount reflects the issuance of performance share awards related to the 2013-15 Performance Share Plan during the period.

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A detail of Piedmont's outstanding stock awards as of September 30, 2016 is as follows:

Date of grant	Type of Award	Net Shares Granted (1)	Grant Date Fair Value	Vesting Schedule	Unvested Shares as of September 30, 2016	
January 3, 2014	Deferred Stock Award	86,512	\$ 16.45	Of the shares granted, 20% vested or will vest on January 3, 2015, 2016, 2017, 2018, and 2019, respectively.	52,886	
May 9, 2014	Deferred Stock Award	145,330	\$ 18.46	Of the shares granted, 25% vested on the date of grant, and 25% vested or will vest on May 9, 2015, 2016, and 2017, respectively.	46,555	
May 9, 2014	Fiscal Year 2014-2016 Performance Share Program	—	\$ 22.00	Shares awarded, if any, will vest immediately upon determination of award in 2017.	155,919	(2)
May 1, 2015	Deferred Stock Award	243,884	\$ 17.59	Of the shares granted, 25% vested on the date of grant, and 25% vested or will vest on May 1, 2016, 2017, and 2018, respectively.	138,816	
May 1, 2015	Fiscal Year 2015-2017 Performance Share Program	—	\$ 18.42	Shares awarded, if any, will vest immediately upon determination of award in 2018.	297,424	(2)
May 12, 2016	Deferred Stock Award-Board of Directors	31,368	\$ 20.40	Of the shares granted, 100% will vest on May 12, 2017.	31,368	
May 24, 2016	Deferred Stock Award	259,957	\$ 19.91	Of the shares granted, 25% vested on the date of grant, and 25% vested or will vest on May 24, 2017, 2018, and 2019, respectively.	207,412	
May 24, 2016	Fiscal Year 2016-2018 Performance Share Program	—	\$ 23.02	Shares awarded, if any, will vest immediately upon determination of award in 2019.	136,084	(2)
Total					1,066,464	

(1) Amounts reflect the total grant to employees and independent directors, net of shares surrendered upon vesting to satisfy required minimum tax withholding obligations through September 30, 2016.

Estimated based on Piedmont's cumulative TSR for the respective performance period through September 30,

(2) 2016. Share estimates are subject to change in future periods based on both Piedmont's and its peers' stock performance and dividends paid.

During the three months ended September 30, 2016 and 2015, Piedmont recognized approximately \$2.0 million and \$2.6 million of compensation expense related to stock awards, all of which related to the amortization of unvested shares. During the nine months ended September 30, 2016 and 2015, Piedmont recognized approximately \$7.7 million and \$6.8 million of compensation expense related to stock awards, of which \$6.2 million and \$5.0 million related to the amortization of unvested shares, respectively. During the nine months ended September 30, 2016, a net total

of 183,609 shares were issued to employees. As of September 30, 2016, approximately \$5.0 million of unrecognized compensation cost related to unvested deferred stock awards remained, which Piedmont will record in its consolidated statements of income over a weighted-average vesting period of approximately one year.

12.Earnings Per Share

There are no adjustments to “Net income applicable to Piedmont” for the diluted earnings per share computations.

Net income per share-basic is calculated as net income available to common stockholders divided by the weighted average number of common shares outstanding during the period. Net income per share-diluted is calculated as net income available to common stockholders divided by the diluted weighted average number of common shares outstanding during the period, including unvested deferred stock awards. Diluted weighted average number of common shares reflects the potential dilution under the treasury stock

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method that would occur if the remaining unvested deferred stock awards vested and resulted in additional common shares outstanding. Unvested deferred stock awards which are determined to be anti-dilutive are not included in the calculation of diluted weighted average common shares.

The following table reconciles the denominator for the basic and diluted earnings per share computations shown on the consolidated statements of income for the three and nine months ended September 30, 2016 and 2015, respectively (in thousands):

	Three Months Ended		Nine Months Ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Weighted-average common shares – basic	145,231	148,855	145,229	152,231
Plus incremental weighted-average shares from time-vested conversions:				
Deferred and performance stock awards	438	321	372	268
Weighted-average common shares – diluted ⁽¹⁾	145,669	149,176	145,601	152,499

(1) Due to repurchases of common stock during the current year, Piedmont has 145,233,753 shares of common stock outstanding as of September 30, 2016.

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13. Guarantor and Non-Guarantor Financial Information

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

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Condensed Consolidated Balance Sheets

As of September 30, 2016

(in thousands)	Issuer	Guarantor	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Assets:					
Real estate assets, at cost:					
Land	\$48,213	\$—	\$ 615,484	\$—	\$663,697
Buildings and improvements, less accumulated depreciation	238,912	—	2,659,027	(300)	2,897,639
Intangible lease assets, less accumulated amortization	861	—	91,495	—	92,356
Construction in progress	1,136	—	33,950	—	35,086
Total real estate assets	289,122	—	3,399,956	(300)	3,688,778
Investments in and amounts due from unconsolidated joint ventures	7,351	—	—	—	7,351
Cash and cash equivalents	3,591	150	2,291	—	6,032
Tenant and straight-line rent receivables, net	20,398	—	163,198	—	183,596
Advances to affiliates	6,350,066	1,284,119	—	(7,634,185)	—
Investment in subsidiary	—	3,661,064	182	(3,661,246)	—
Notes receivable	88,910	—	95,790	(184,700)	—
Prepaid expenses, restricted cash, escrows, and other assets	12,148	37	23,444	(1,703)	33,926
Goodwill	180,097	—	—	—	180,097
Deferred lease costs, net	17,486	—	271,031	—	288,517
Total assets	\$6,969,169	\$4,945,370	\$ 3,955,892	\$(11,482,134)	\$4,388,297
Liabilities:					
Debt, net	\$1,675,263	\$—	\$ 503,515	\$(184,700)	\$1,994,078
Accounts payable, accrued expenses, and accrued capital expenditures	18,061	644	116,111	(1,704)	133,112
Advances from affiliates	659,326	5,071,498	1,998,428	(7,729,252)	—
Deferred income	6,741	—	22,265	—	29,006
Intangible lease liabilities, net	—	—	45,283	—	45,283
Interest rate swaps	17,835	—	—	—	17,835
Total liabilities	2,377,226	5,072,142	2,685,602	(7,915,656)	2,219,314
Stockholders' Equity:					
Common stock	—	1,452	—	—	1,452
Additional paid-in capital	3,657,063	3,675,090	1,310	(3,661,245)	3,672,218
Retained/(cumulative distributions in excess of) earnings	942,091	(3,803,314)	1,267,082	94,767	(1,499,374)
Other comprehensive loss	(7,211)	—	—	—	(7,211)
Piedmont stockholders' equity	4,591,943	(126,772)	1,268,392	(3,566,478)	2,167,085
Noncontrolling interest	—	—	1,898	—	1,898
Total stockholders' equity	4,591,943	(126,772)	1,270,290	(3,566,478)	2,168,983
Total liabilities and stockholders' equity	\$6,969,169	\$4,945,370	\$ 3,955,892	\$(11,482,134)	\$4,388,297

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Condensed Consolidated Balance Sheets

As of December 31, 2015

(in thousands)	Issuer	Guarantor	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Assets:					
Real estate assets, at cost:					
Land	\$54,459	\$—	\$ 621,632	\$—	\$676,091
Buildings and improvements, less accumulated depreciation	270,057	—	2,567,706	(300)	2,837,463
Intangible lease assets, less accumulated amortization	1,268	—	83,395	—	84,663
Construction in progress	240	—	20,735	—	20,975
Real estate assets held for sale, net	76,614	—	—	—	76,614
Total real estate assets	402,638	—	3,293,468	(300)	3,695,806
Investments in and amounts due from unconsolidated joint ventures	7,577	—	—	—	7,577
Cash and cash equivalents	2,174	150	3,117	—	5,441
Tenant and straight-line rent receivables, net	23,738	—	149,994	—	173,732
Advances to affiliates	6,073,606	1,251,530	—	(7,325,136)	—
Investment in subsidiary	—	3,752,523	186	(3,752,709)	—
Notes receivable	134,750	—	23,890	(113,240)	45,400
Prepaid expenses, restricted cash, escrows, and other assets	7,091	—	24,118	(1,258)	29,951
Goodwill	180,097	—	—	—	180,097
Deferred lease costs, net	20,939	—	267,102	—	288,041
Other assets held for sale, net	8,490	—	—	—	8,490
Total assets	\$6,861,100	\$5,004,203	\$ 3,761,875	\$(11,192,643)	\$4,434,535
Liabilities:					
Debt, net	\$1,552,007	\$—	\$ 590,743	\$(113,240)	\$2,029,510
Accounts payable, accrued expenses, and accrued capital expenditures	18,954	580	110,189	(1,258)	128,465
Advances from affiliates	580,526	5,033,266	1,788,840	(7,402,632)	—
Deferred income	5,905	—	21,365	—	27,270
Intangible lease liabilities, net	—	—	42,853	—	42,853
Interest rate swaps	9,993	—	—	—	9,993
Total liabilities	2,167,385	5,033,846	2,553,990	(7,517,130)	2,238,091
Stockholders' Equity:					
Common stock	—	1,455	—	—	1,455
Additional paid-in capital	3,748,524	3,672,849	1,314	(3,752,710)	3,669,977
Retained/(cumulative distributions in excess of) earnings	943,530	(3,703,947)	1,205,546	77,197	(1,477,674)
Other comprehensive income	1,661	—	—	—	1,661
Piedmont stockholders' equity	4,693,715	(29,643)	1,206,860	(3,675,513)	2,195,419
Noncontrolling interest	—	—	1,025	—	1,025
Total stockholders' equity	4,693,715	(29,643)	1,207,885	(3,675,513)	2,196,444
Total liabilities and stockholders' equity	\$6,861,100	\$5,004,203	\$ 3,761,875	\$(11,192,643)	\$4,434,535

Table of ContentsCondensed Consolidated Statements of Income
For the three months ended September 30, 2016

(in thousands)	Issuer	Guarantor	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Revenues:					
Rental income	\$12,862	\$ —	\$ 101,423	\$ (464)	\$ 113,821
Tenant reimbursements	3,430	—	20,970	(237)	24,163
Property management fee revenue	—	—	3,985	(3,484)	501
	16,292	—	126,378	(4,185)	138,485
Expenses:					
Property operating costs	7,820	—	51,287	(4,240)	54,867
Depreciation	3,617	—	27,993	—	31,610
Amortization	863	—	17,777	—	18,640
Impairment loss on real estate assets	—	—	22,590	—	22,590
General and administrative	7,187	83	9,016	(8,857)	7,429
	19,487	83	128,663	(13,097)	135,136
Real estate operating income/(loss)	(3,195)	(83)	(2,285)	8,912	3,349
Other income (expense):					
Interest expense	(11,799)	—	(6,949)	3,252	(15,496)
Other income/(expense)	2,608	—	(76)	(3,252)	(720)
Recovery from casualty event	—	—	34	—	34
Equity in income of unconsolidated joint ventures	128	—	—	—	128
	(9,063)	—	(6,991)	—	(16,054)
Income/(loss) from continuing operations	(12,258)	(83)	(9,276)	8,912	(12,705)
Discontinued operations:					
Operating income	—	—	1	—	1
Income from discontinued operations	—	—	1	—	1
Gain/(loss) on sale of real estate assets	134	—	(191)	—	(57)
Net income/(loss)	(12,124)	(83)	(9,466)	8,912	(12,761)
Less: Net loss applicable to noncontrolling interest	—	—	15	—	15
Net income/(loss) applicable to Piedmont	\$(12,124)	\$ (83)	\$ (9,451)	\$ 8,912	\$(12,746)

Table of ContentsCondensed Consolidated Statements of Income
For the three months ended September 30, 2015

(in thousands)	Issuer	Guarantor	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Revenues:					
Rental income	\$15,841	\$ —	\$ 102,888	\$ (735)	\$ 117,994
Tenant reimbursements	3,369	—	26,935	(31)	30,273
Property management fee revenue	—	—	4,603	(4,055)	548
	19,210	—	134,426	(4,821)	148,815
Expenses:					
Property operating costs	9,238	—	57,446	(5,031)	61,653
Depreciation	4,943	—	26,256	—	31,199
Amortization	1,126	—	12,895	—	14,021
Impairment loss on real estate assets	—	—	34,815	—	34,815
General and administrative	8,118	71	9,506	(9,435)	8,260
	23,425	71	140,918	(14,466)	149,948
Real estate operating income/(loss)	(4,215)	(71)	(6,492)	9,645	(1,133)
Other income (expense):					
Interest expense	(12,963)	—	(8,413)	2,544	(18,832)
Other income/(expense)	3,199	—	148	(2,544)	803
Equity in income of unconsolidated joint ventures	135	—	—	—	135
	(9,629)	—	(8,265)	—	(17,894)
Income/(loss) from continuing operations	(13,844)	(71)	(14,757)	9,645	(19,027)
Discontinued operations:					
Operating income	16	—	—	—	16
Loss on sale of real estate assets	(2)	—	—	—	(2)
Income from discontinued operations	14	—	—	—	14
Gain on sale of real estate assets	17,142	—	—	—	17,142
Net income/(loss)	3,312	(71)	(14,757)	9,645	(1,871)
Less: Net income applicable to noncontrolling interest	—	—	(4)	—	(4)
Net income/(loss) applicable to Piedmont	\$3,312	\$ (71)	\$ (14,761)	\$ 9,645	\$ (1,875)

Table of ContentsCondensed Consolidated Statements of Income
For the nine months ended September 30, 2016

(in thousands)	Issuer	Guarantor	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Revenues:					
Rental income	\$42,990	\$ —	\$ 299,319	\$ (1,983)	\$ 340,326
Tenant reimbursements	10,455	—	59,950	(405)	70,000
Property management fee revenue	—	—	12,480	(11,002)	1,478
	53,445	—	371,749	(13,390)	411,804
Expenses:					
Property operating costs	24,583	—	150,369	(13,514)	161,438
Depreciation	12,993	—	81,955	—	94,948
Amortization	2,854	—	50,994	—	53,848
Impairment loss on real estate assets	5,972	—	24,926	—	30,898
General and administrative	22,802	251	28,881	(28,416)	23,518
	69,204	251	337,125	(41,930)	364,650
Real estate operating income/(loss)	(15,759)	(251)	34,624	28,540	47,154
Other income (expense):					
Interest expense	(36,159)	—	(20,354)	8,219	(48,294)
Other income/(expense)	7,008	282	462	(8,219)	(467)
Recovery from casualty event	—	—	34	—	34
Equity in income of unconsolidated joint ventures	354	—	—	—	354
	(28,797)	282	(19,858)	—	(48,373)
Income/(loss) from continuing operations	(44,556)	31	14,766	28,540	(1,219)
Gain on sale of real estate assets, net	32,146	—	46,764	—	78,910
Net income/(loss)	(12,410)	31	61,530	28,540	77,691
Less: Net loss applicable to noncontrolling interest	—	—	7	—	7
Net income/(loss) applicable to Piedmont	\$(12,410)	\$ 31	\$ 61,537	\$ 28,540	\$ 77,698

Table of ContentsCondensed Consolidated Statements of Income
For the nine months ended September 30, 2015

(in thousands)	Issuer	Guarantor	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Revenues:					
Rental income	\$51,824	\$ —	\$ 303,603	\$ (2,172)	\$ 353,255
Tenant reimbursements	11,171	—	79,634	(329)	90,476
Property management fee revenue	—	—	13,543	(11,966)	1,577
	62,995	—	396,780	(14,467)	445,308
Expenses:					
Property operating costs	29,459	—	172,977	(15,068)	187,368
Depreciation	15,904	—	87,566	—	103,470
Amortization	3,477	—	40,169	—	43,646
Impairment loss of real estate assets	5,354	—	34,815	—	40,169
General and administrative	22,211	266	26,504	(26,231)	22,750
	76,405	266	362,031	(41,299)	397,403
Real estate operating income/(loss)	(13,410)	(266)	34,749	26,832	47,905
Other income (expense):					
Interest expense	(39,592)	—	(25,130)	8,702	(56,020)
Other income/(expense)	9,357	—	563	(8,702)	1,218
Equity in income of unconsolidated joint ventures	418	—	—	—	418
	(29,817)	—	(24,567)	—	(54,384)
Income/(loss) from continuing operations	(43,227)	(266)	10,182	26,832	(6,479)
Discontinued operations:					
Operating income	13	—	—	—	13
Loss on sale of real estate assets	(2)	—	—	—	(2)
Income from discontinued operations	11	—	—	—	11
Gain on sale of real estate assets, net	53,826	—	—	—	53,826
Net income/(loss)	10,610	(266)	10,182	26,832	47,358
Less: Net income applicable to noncontrolling interest	—	—	(12)	—	(12)
Net income/(loss) applicable to Piedmont	\$10,610	\$ (266)	\$ 10,170	\$ 26,832	\$ 47,346

Table of ContentsCondensed Consolidated Statements of Cash Flows
For the nine months ended September 30, 2016

(in thousands)	Issuer	Guarantor	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Net Cash Provided by Operating Activities	\$(18,977)	\$ 4,121	\$ 158,352	\$ 28,540	\$ 172,036
Cash Flows from Investing Activities:					
Investment in real estate assets, consolidated joint venture, and real estate related intangibles, net of accruals	(24,255)	—	(296,884)	—	(321,139)
Intercompany note receivable	440	—	(71,900)	71,460	—
Net sales proceeds from wholly-owned properties	187,192	—	117,710	—	304,902
Deferred lease costs paid	(2,021)	—	(13,324)	—	(15,345)
Net cash provided by/(used in) investing activities	161,356	—	(264,398)	71,460	(31,582)
Cash Flows from Financing Activities:					
Debt issuance costs paid	(212)	—	—	—	(212)
Proceeds from debt	552,000	—	—	—	552,000
Repayments of debt	(421,000)	—	(168,532)	—	(589,532)
Intercompany note payable	(9,600)	—	81,060	(71,460)	—
Costs of issuance of common stock	—	(239)	—	—	(239)
Shares withheld to pay tax obligations related to employee stock compensation	—	(2,328)	—	—	(2,328)
Repurchases of common stock as part of announced plan	—	(7,943)	—	—	(7,943)
(Distributions to)/repayments from affiliates	(262,150)	97,990	192,700	(28,540)	—
Dividends paid and discount on dividend reinvestments	—	(91,601)	(8)	—	(91,609)
Net cash provided by/(used in) financing activities	(140,962)	(4,121)	105,220	(100,000)	(139,863)
Net increase/(decrease) in cash and cash equivalents	1,417	—	(826)	—	591
Cash and cash equivalents, beginning of period	2,174	150	3,117	—	5,441
Cash and cash equivalents, end of period	\$3,591	\$ 150	\$ 2,291	\$ —	\$ 6,032

Table of ContentsCondensed Consolidated Statements of Cash Flows
For the nine months ended September 30, 2015

(in thousands)	Issuer	Guarantor	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Net Cash Provided by Operating Activities	\$(41,584)	\$ 3,772	\$ 145,240	\$ 26,833	\$ 134,261
Cash Flows from Investing Activities:					
Investment in real estate assets and real estate related intangibles, net of accruals	(28,249)	—	(129,644)	—	(157,893)
Intercompany note receivable	72,000	—	—	(72,000)	—
Redemption of noncontrolling interest in unconsolidated variable interest entity	—	—	(4,000)	—	(4,000)
Net sales proceeds from wholly-owned properties	151,564	—	—	—	151,564
Deferred lease costs paid	(2,577)	—	(21,312)	—	(23,889)
Net cash provided by/(used in) investing activities	192,738	—	(154,956)	(72,000)	(34,218)
Cash Flows from Financing Activities:					
Debt issuance costs paid	(545)	—	(503)	—	(1,048)
Proceeds from debt	1,046,578	—	159,279	—	1,205,857
Repayments of debt	(950,000)	—	(177,902)	72,000	(1,055,902)
Costs of issuance of common stock	—	(326)	—	—	(326)
Shares withheld to pay tax obligations related to employee stock compensation	—	(1,665)	—	—	(1,665)
Repurchases of common stock as part of announced plan	—	(155,653)	—	—	(155,653)
(Distributions to)/repayments from affiliates	(251,395)	248,135	30,093	(26,833)	—
Dividends paid and discount on dividend reinvestments	—	(95,902)	(8)	—	(95,910)
Net cash provided/(used in) by financing activities	(155,362)	(5,411)	10,959	45,167	(104,647)
Net increase/(decrease) in cash and cash equivalents	(4,208)	(1,639)	1,243	—	(4,604)
Cash and cash equivalents, beginning of period	8,143	1,790	2,373	—	12,306
Cash and cash equivalents, end of period	\$ 3,935	\$ 151	\$ 3,616	\$ —	\$ 7,702

14. Subsequent Events

Fourth Quarter Dividend Declaration

On November 1, 2016, the board of directors of Piedmont declared dividends for the fourth quarter 2016 in the amount of \$0.21 per common share outstanding to stockholders of record as of the close of business on November 25, 2016. Such dividends are to be paid on January 3, 2017.

Acquisitions

On October 7, 2016, Piedmont acquired the Galleria 200 building located in Atlanta, Georgia for \$69.6 million.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with the accompanying consolidated financial statements and notes thereto of Piedmont Office Realty Trust, Inc. ("Piedmont"). See also "Cautionary Note Regarding Forward-Looking Statements" preceding Part I, as well as the consolidated financial statements and accompanying notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the year ended December 31, 2015.

Liquidity and Capital Resources

We intend to use cash flows generated from the operation of our properties, proceeds from our \$500 Million Unsecured 2015 Line of Credit, and proceeds from selective property dispositions as our primary sources of immediate liquidity. During the three months ended September 30, 2016, we continued our ongoing portfolio refinement strategy by disposing of four non-strategic assets. Using net sales proceeds from those dispositions, cash on hand, and borrowings under our \$500 Million Unsecured 2015 Line of Credit, we acquired one property in Boston, Massachusetts, as well as a 99% interest in a joint venture owning two assets in Orlando, Florida. As of the filing date, we have \$276 million of capacity under our line of credit. From time to time, we may also seek additional secured or unsecured borrowings from third-party lenders or issue securities as additional sources of capital. The availability and attractiveness of terms for these additional sources of capital are highly dependent on market conditions. Our most consistent use of capital has historically been, and we believe will continue to be, to fund capital expenditures for our existing portfolio of properties. During the nine months ended September 30, 2016 and 2015 we incurred the following types of capital expenditures (in thousands):

	Nine Months Ended	
	September 30,	September 30,
	2016	2015
Capital expenditures for development	\$13,116	\$ 26,590
Capital expenditures for redevelopment/renovations	7,344	14,292
Other capital expenditures, including tenant improvements	67,931	41,035
Total capital expenditures ⁽¹⁾	\$88,391	\$ 81,917

Of the total amounts paid, approximately \$5.1 million and \$4.3 million relates to soft costs such as capitalized interest, payroll, and other general and administrative expenses for the nine months ended September 30, 2016 and 2015, respectively.

"Capital expenditures for development" relate to new office development projects. During the nine months ended September 30, 2016, our active development project was 500 TownPark, a new 135,000 square foot, 80% pre-leased, four-story office building which is being constructed adjacent to our existing 400 TownPark building in Lake Mary, Florida. Total additional project costs on the 500 TownPark project are anticipated to be between \$16-\$18 million, inclusive of leasing costs. The project is expected to be completed early in 2017. During the nine months ended September 30, 2015, our only active development project was Enclave Place, our now-complete, 300,000 square foot, 11-story office tower in Houston, Texas.

"Capital expenditures for redevelopment/renovations" during both the nine months ended September 30, 2016 and 2015 related to a now-complete redevelopment project that converted our 3100 Clarendon Boulevard building in Arlington, Virginia from governmental use into Class A private sector office space.

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

Piedmont classifies its tenant and building improvements into two categories: (i) improvements which maintain the building's existing asset value and its revenue generating capacity ("non-incremental capital expenditures") and (ii) improvements which incrementally enhance the building's asset value by expanding its revenue generating capacity ("incremental capital expenditures"). Commitments for funding non-incremental capital expenditures for tenant improvements over the next five years related to Piedmont's existing lease portfolio total approximately \$37.7 million. The timing of the funding of these commitments is largely dependent upon tenant requests for reimbursement; however, we anticipate that a significant portion of these improvement allowances may be requested over the next three years based on when the underlying leases commence. In some instances, these obligations may expire with the respective lease, without further recourse to us. Additionally, commitments for incremental capital

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expenditures for tenant improvements associated with executed leases totaled approximately \$31.3 million as of September 30, 2016.

In addition to the amounts described above that we have already committed to as a part of executed leases, we anticipate continuing to incur similar market-based tenant improvement allowances and leasing commissions in conjunction with procuring future leases for our existing portfolio of properties, including recently completed development and redevelopment projects. Given that our operating model frequently results in leases for large blocks of space to credit-worthy tenants, our leasing success can result in significant capital outlays. For example, for leases executed during nine months ended September 30, 2016, we committed to spend approximately \$3.68 and \$1.54 per square foot per year of lease term for tenant improvement allowances and leasing commissions, respectively, and for those executed during the nine months ended September 30, 2015, we committed to spend approximately \$4.86 and \$1.84 per square foot per year of lease term for tenant improvement allowances and leasing commissions, respectively. Both the timing and magnitude of expenditures related to future leasing activity are highly dependent on the competitive market conditions at the time of lease negotiations of the particular office market within which a given lease is signed.

There are several other uses of capital that may arise as part of our typical operations. Subject to the identification and availability of attractive investment opportunities and our ability to consummate such acquisitions on satisfactory terms, acquiring new assets compatible with our investment strategy could also be a significant use of capital. For example, we recently acquired a 99% interest in the entity that owns CNL Tower I & II, two trophy office buildings located in Orlando, Florida's central business district, for a net purchase price of \$166.7 million, as well as the One Wayside Road building in Boston, Massachusetts, an asset adjacent to our 5 and 15 Wayside Road assets for a net purchase price of \$62.9 million. Further, our Board of Directors has authorized a \$200 million stock repurchase program, of which approximately \$70.2 million of authorized capacity remains, pursuant to which we may use capital resources to purchase our common stock when we believe the stock is trading at a meaningful discount to what we believe the estimated fair value of our net assets to be. Finally, after the pay-off of the \$42.5 Million Fixed-Rate Loan during the three months ended September 30, 2016, we have no debt maturing until the fourth quarter of 2017; however, on a longer term basis, we expect to use capital to pay down our line of credit, and to repay other debt when such obligations become due.

The amount and form of payment (cash or stock issuance) of future dividends to be paid to our stockholders will continue to be largely dependent upon (i) the amount of cash generated from our operating activities; (ii) our expectations of future cash flows; (iii) our determination of near-term cash needs for debt repayments, development projects, and selective acquisitions of new properties; (iv) the timing of significant expenditures for tenant improvements, building redevelopment projects, and general property capital improvements; (v) long-term payout ratios for comparable companies; (vi) our ability to continue to access additional sources of capital, including potential sales of our properties; and (vii) the amount required to be distributed to maintain our status as a REIT. Given the fluctuating nature of cash flows and expenditures, we may periodically borrow funds on a short-term basis to cover timing differences in cash receipts and cash disbursements.

Results of Operations

Overview

We recognized a net loss applicable to common stockholders of \$0.09 per fully diluted share for the three months ended September 30, 2016, as compared with a net loss of \$0.01 per fully diluted share for the three months ended September 30, 2015. The loss in both periods was driven by the recognition of impairment charges related to the subsequent sales of certain assets in each period. The impairment loss recognized during the three months ended September 30, 2015 was partially offset by \$0.11 per diluted share in gains on sales of real estate assets. Revenues and

property operating costs both decreased during the three months ended September 30, 2016 as compared to the three months ended September 30, 2015 primarily due to the sale of thirteen assets since July 1, 2015, including our largest asset, Aon Center, during the fourth quarter of 2015. These decreases were partially offset by revenue and operating costs from the acquisition of seven assets subsequent to July 1, 2015, and revenue associated with new leases commencing, both of which have contributed to overall occupancy gains over the last twelve months.

Comparison of the three months ended September 30, 2016 versus the three months ended September 30, 2015

Income from Continuing Operations

The following table sets forth selected data from our consolidated statements of income for the three months ended September 30, 2016 and 2015, respectively, as well as each balance as a percentage of total revenues for the same periods presented (dollars in millions):

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	September 30, 2016	% of Revenues	September 30, 2015	% of Revenues	Variance
Revenue:					
Rental income	\$ 113.8		\$ 118.0		\$ (4.2)
Tenant reimbursements	24.2		30.3		(6.1)
Property management fee revenue	0.5		0.5		—
Total revenues	138.5	100 %	148.8	100 %	(10.3)
Expense:					
Property operating costs	54.9	39 %	61.6	41 %	(6.7)
Depreciation	31.6	23 %	31.2	21 %	0.4
Amortization	18.6	13 %	14.0	9 %	4.6
Impairment loss on real estate assets	22.6	16 %	34.8	23 %	(12.2)
General and administrative	7.4	5 %	8.3	5 %	(0.9)
Real estate operating income/(loss)	3.4	2 %	(1.1)	1 %	4.5
Other income (expense):					
Interest expense	(15.5)	11 %	(18.8)	13 %	3.3
Other income/(expense)	(0.7)	— %	0.8	1 %	(1.5)
Equity in income of unconsolidated joint ventures	0.1	— %	0.1	— %	—
Loss from continuing operations	\$ (12.7)	9 %	\$ (19.0)	13 %	\$ 6.3
Gain/(loss) on sale of real estate assets	\$ (0.1)		\$ 17.1		\$ (17.2)

Revenue

Rental income decreased approximately \$4.2 million for the three months ended September 30, 2016, as compared to the same period in the prior year, primarily due to net disposition activity over the last fifteen months, which included the sale of our largest asset, Aon Center in Chicago, Illinois, representing over 10% of our portfolio's total square feet. This net disposition activity contributed approximately \$7.7 million to the quarterly variance; however, new leases commencing during 2015 and 2016 across our portfolio provided additional revenue which offset a portion of this unfavorable variance.

Tenant reimbursements decreased approximately \$6.1 million for the three months ended September 30, 2016 as compared to the same period in the prior year. The decrease was primarily driven by net disposition activity during 2015 and thus far in 2016, contributing approximately \$7.7 million to the variance. This decrease in reimbursement income was partially offset by the expiration of operating expense abatements for certain of our tenants, coupled with an increase in occupancy across our portfolio.

Expense

Property operating costs decreased approximately \$6.7 million for the three months ended September 30, 2016 compared to the same period in the prior year, primarily due to net disposition activity during 2015 and 2016, which accounted for approximately \$6.3 million of the variance. In addition, favorable property tax adjustments and refunds at certain properties in our existing portfolio during the current period contributed to the decrease in property operating costs as compared to the same period in the prior year.

Depreciation expense increased approximately \$0.4 million for the three months ended September 30, 2016 compared to the same period in the prior year. The increase is primarily attributable to depreciation of additional tenant and building improvements placed in to service subsequent to July 1, 2015, partially offset by net disposition activity during 2015 and thus far in 2016.

Amortization expense increased approximately \$4.6 million for the three months ended September 30, 2016 compared to the same period in the prior year. Of the total variance, approximately \$6.2 million of expense was attributable to increased amortization of intangible lease assets recognized as part of acquiring new properties during 2015 and 2016. This increase was partially offset by certain lease intangible assets at our existing properties becoming fully amortized subsequent to July 1, 2015.

During the quarter ended September 30, 2016, we recognized impairment charges totaling approximately \$22.6 million related to the decision to sell our 9200 and 9211 Corporate Boulevard buildings in Rockville, Maryland, which ultimately sold in September 2016 (see [Note 8](#)). During the three months ended September 30, 2015, we recognized an impairment charge of \$34.8 million related to our 2 Gatehall Drive building in Parsippany, New Jersey.

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General and administrative expenses decreased approximately \$0.9 million for the three months ended September 30, 2016 compared to the same period in the prior year primarily due to higher compensation accruals for potential performance-based stock compensation during the third quarter of 2015 as compared to the third quarter of 2016.

Other Income (Expense)

Interest expense decreased approximately \$3.3 million for the three months ended September 30, 2016 as compared to the same period in the prior year, primarily as a result of a net decrease in our average debt outstanding as we used a portion of the proceeds from our disposition activity in both 2015 and 2016 to pay down secured debt and borrowings under our line of credit.

We recognized a decrease of approximately \$1.5 million in other income/(expense) for the three months ended September 30, 2016 as compared to the same period in the prior year. The variance is primarily attributable to interest income recognized on a note receivable extended to the purchaser of our Copper Ridge building in Lyndhurst, New Jersey during 2015, which was repaid in full in February 2016, contributing approximately \$1.0 million to the variance. The remainder of the variance is due to an increase in costs incurred in the current period associated with the acquisition of new properties.

Comparison of the accompanying consolidated statements of income for the nine months ended September 30, 2016 versus the nine months ended September 30, 2015

The following table sets forth selected data from our consolidated statements of income for the nine months ended September 30, 2016 and 2015, respectively, as well as each balance as a percentage of total revenues for the same periods presented (dollars in millions):

	September 30, 2016	% of Revenues	September 30, 2015	% of Revenues	Variance
Revenue:					
Rental income	\$ 340.3		\$ 353.3		