February 7, 2019

COPT Establishes 1Q and Full Year 2019 Guidance

COLUMBIA, Md.--(BUSINESS WIRE)-- Corporate Office Properties Trust ("COPT" or the "Company") (NYSE: OFC) is establishing the following guidance for the year ending December 31, 2019:

- Diluted earnings per share ("EPS") in the range of $0.62−$0.66
- Diluted FFO per share ("FFOPS"), as defined by NAREIT and as adjusted for comparability, in the range of $2.02−$2.06

For the quarter ending March 31, 2019, the Company is establishing the following guidance:

- EPS in the range of $0.14−$0.15
- FFOPS, as defined by NAREIT and as adjusted for comparability, in the range of $0.49−$0.50

Management Comments

"2019 will be the year our financial results begin to benefit from our leasing and development successes," stated Stephen E. Budorick, COPT's President & Chief Executive Officer. "Over the coming quarters, we expect our fourth quarter annualized FFO per share to reflect growth of 3−4% over 2018 results, which will position us to enter 2020 with solid momentum."

2019 Guidance Reconciliation Tables

Reconciliations of projected EPS to projected FFOPS, in accordance with NAREIT and as adjusted for comparability, are as follows:

	Quarter Ending March 31, 2019		Year Ending December 31, 2019	
	Low	High	Low	High
EPS	$ 0.14	$ 0.15	$ 0.62	$ 0.66
Real estate depreciation and amortization	0.35	0.35	1.40	1.40
FFOPS, NAREIT definition and as adjusted for comparability	$ 0.49	$ 0.50	$ 2.02	$ 2.06

Assumptions Underpinning Full Year 2019 Guidance

Tables 1 & 2 below detail assumptions that underpin the Company's full year and first quarter 2019 EPS and FFOPS guidance, respectively:

Table 1: Supporting Assumptions for 2019 Guidance (a)

Real Estate NOI		**Investment Activity**	
▪ 2019 Same-Property Pool		▪ Development Investment (c)	$250 – $300
▫ % change in cash NOI	1.5% – 3.0%	▪ Acquisitions	N/A
▫ Year-end occupancy	92% – 94%	▪ Dispositions	$125 – $150
▪ Cash NOI from developments (b)	$16 – $17		
▪ COPT DC-6 cash NOI	$15 – $16	**Total G&A expenses (d)**	$35 − $37
AFFO Adjustments & Information		**Leasing**	
▪ Recurring capital expenditures & TIs	($54) − ($56)	▪ Development Leasing Goal (SF)	900,000
▪ GAAP straight line rent adjustments	($10) – ($11)	▪ Tenant Retention Rate	70% – 75%
▪ Dividend / Diluted AFFO payout ratio	70% – 75%	▪ Cash rental rate Δ on renewals	(2%) − 0%

Table 2: Assumptions for 1Q 2019 Guidance (a)

Portfolio Metrics	
▪ 2019 Same-Property Pool:	
▫ Quarter-end occupancy	92% – 93%
▪ Cash NOI from developments (b)	$2.5 − $2.75
Investment Activity	
▪ Development Investment (c)	$100 – $125
▪ Acquisitions or Dispositions	N/A

Footnotes for Tables 1&2:

a. Dollars are in millions

b. This amount represents cash NOI from developments placed into service during 2018 and, accordingly, are not yet in the Company's same-property portfolio.

c. Development spend excludes the value of owned land as of 1/1/2019 transferred to construction.

d. Includes G&A, leasing expenses, business development expenses, and land carry cost.

Company Information

COPT is a REIT that owns, manages, leases, develops and selectively acquires office and data center properties in locations that support the United States Government and its contractors, most of whom are engaged in national security, defense and information technology ("IT") related activities servicing what it believes are growing, durable, priority missions ("Defense/IT Locations"). The Company also owns a portfolio of office properties located in select urban/urban-like submarkets in the Greater Washington, DC/Baltimore region with durable Class-A office fundamentals and characteristics ("Regional Office Properties"). As of December 31, 2018, the Company derived 88% of its core portfolio annualized revenue from Defense/IT Locations and 12% from its Regional Office Properties. As of the same date and including six buildings owned through an unconsolidated joint venture, COPT's core portfolio of 161 office and data center shell properties encompassed 17.9 million square feet and was 94.0% leased; the Company also owned one wholesale data center with a critical load of 19.25 megawatts.

Non-GAAP Measures

The Company believes that the measures defined below that are not determined in

accordance with generally accepted accounting principles ("GAAP") are helpful to investors in measuring its performance and comparing it to that of other real estate investment trusts ("REITs"). Since these measures exclude certain items includable in their respective most comparable GAAP measures, reliance on the measures has limitations; the Company's management compensates for these limitations by using the measures simply as supplemental measures that are weighed in balance with other GAAP and non-GAAP measures. These measures should not be used as an alternative to the respective most comparable GAAP measures when evaluating the Company's financial performance or to cash flow from operating, investing and financing activities when evaluating its liquidity or ability to make cash distributions or pay debt service.

Basic FFO available to common share and common unit holders ("Basic FFO") *–This measure is FFO adjusted to subtract (1) preferred share dividends, (2) income attributable to noncontrolling interests through ownership of preferred units in Corporate Office Properties, L.P. (the "Operating Partnership") or interests in other consolidated entities not owned by the Company, (3) depreciation and amortization allocable to noncontrolling interests in other consolidated entities, (4) Basic FFO allocable to restricted shares and (5) issuance costs associated with redeemed preferred shares. With these adjustments, Basic FFO represents FFO available to common shareholders and holders of common units in the Operating Partnership ("common units"). Common units are substantially similar to the Company's common shares of beneficial interest ("common shares") and are exchangeable into common shares, subject to certain conditions. The Company believes that Basic FFO is useful to investors due to the close correlation of common units to common shares, and believes that net income is the most directly comparable GAAP measure to Basic FFO.*

Cash net operating income ("Cash NOI") *–Defined as NOI from real estate operations adjusted to eliminate the effects of: straight-line rental adjustments, amortization of tenant incentives, amortization of acquisition intangibles included in FFO and NOI (including above- and below-market leases and above- or below-market cost arrangements), lease termination fees from tenants to terminate their lease obligations prior to the end of the agreed upon lease terms and rental revenue recognized under GAAP resulting from landlord assets funded by tenants. Cash NOI also includes adjustments to NOI from real estate operations for the effects of the items noted above pertaining to an unconsolidated real estate JV that were allocable to the Company's ownership interest in the JV. Under GAAP, rental revenue is recognized evenly over the term of tenant leases (through straight-line rental adjustments and amortization of tenant incentives), which, given the long-term nature of its leases, does not align with the economics of when tenant payments are due to the Company under the arrangements. Also under GAAP, when a property is acquired, the Company allocates the acquisition to certain intangible components, which are then amortized into NOI over their estimated lives, even though the resulting revenue adjustments are not reflective of the Company's lease economics. In addition, revenue from lease termination fees and tenant-funded landlord improvements, absent an adjustment from the Company, would result in large one-time lump sum amounts in Cash NOI that the Company does not believe are reflective of a property's long-term value. The Company believes that Cash NOI is a useful supplemental measure of operating performance for a REIT's operating real estate because it makes adjustments to NOI for the above stated items to be more reflective of the economics of when tenant payments are due under the Company's leases and the value of properties. As is the case with NOI, the measure is useful, in its opinion, in evaluating and comparing the performance of geographic segments, same-office property groupings and*

individual properties. The Company believes that operating income, as reported on its consolidated statements of operations, is the most directly comparable GAAP measure to Cash NOI.

Diluted adjusted funds from operations available to common share and common unit holders ("Diluted AFFO")–*Defined as Diluted FFO, as adjusted for comparability, adjusted for the following: (1) the elimination of the effect of (a) noncash rental revenues and property operating expenses (comprised of straight-line rental adjustments, which includes the amortization of recurring tenant incentives, and amortization of acquisition intangibles included in FFO and NOI, both of which are described under "Cash NOI" above), (b) share-based compensation, net of amounts capitalized, (c) amortization of deferred financing costs, (d) amortization of debt discounts and premiums and (e) amortization of settlements of debt hedges; and (2) replacement capital expenditures (defined below). Diluted AFFO also includes adjustments to Diluted FFO, as adjusted for comparability for the effects of the items noted above pertaining to an unconsolidated real estate JV that were allocable to the Company's ownership interest in the JV. The Company believes that Diluted AFFO is a useful supplemental measure of operating performance for a REIT because it incorporates adjustments for: certain revenue and expenses that are not associated with cash to or from the Company during the period; and certain capital expenditures for operating properties incurred during the period that do require cash outlays. The Company believes that net income is the most directly comparable GAAP measure to Diluted AFFO.*

Diluted FFO available to common share and common unit holders ("Diluted FFO")–*Diluted FFO is Basic FFO adjusted to add back any changes in Basic FFO that would result from the assumed conversion of securities that are convertible or exchangeable into common shares. The computation of Diluted FFO assumes the conversion of common units in the Operating Partnership but does not assume the conversion of other securities that are convertible into common shares if the conversion of those securities would increase Diluted FFO per share in a given period. The Company believes that Diluted FFO is useful to investors because it is the numerator used to compute Diluted FFO per share, discussed below. The Company believes that net income is the most directly comparable GAAP measure to Diluted FFO.*

Diluted FFO available to common share and common unit holders, as adjusted for comparability ("Diluted FFO, as adjusted for comparability")–*Defined as Diluted FFO or FFO adjusted to exclude: operating property acquisition costs; gains on sales of, and impairment losses on, properties other than previously depreciated operating properties; gain or loss on early extinguishment of debt; FFO associated with properties that secured non-recourse debt on which it defaulted and, subsequently, extinguished via conveyance of such properties (including property NOI, interest expense and gains on debt extinguishment); loss on interest rate derivatives; demolition costs on redevelopment properties and nonrecurring improvements; executive transition costs (including separation related compensation and replacement recruitment costs for Vice President level positions and above); and accounting charges for original issuance costs associated with redeemed preferred shares. Diluted FFO, as adjusted for comparability also includes adjustments to Diluted FFO for the effects of the items noted above pertaining to an unconsolidated real estate JV that were allocable to the Company's ownership interest in the JV. The Company believes this to be a useful supplemental measure alongside Diluted FFO as it excludes gains and losses from certain investing and financing activities and certain other items that*

the Company believes are not closely correlated to (or associated with) operating performance. The adjustment for FFO associated with properties securing non-recourse debt on which the Company defaulted pertains to the periods subsequent to default on the loan's payment terms, which was the result of the Company's decision to not support payments on the loan since the estimated fair value of the properties was less than the loan balance. While the Company continued as the legal owner of the properties during this period, all cash flows produced by them went directly to the lender and the Company did not fund any debt service shortfalls, which included incremental additional interest under the default rate. The Company believes that net income is the most directly comparable GAAP measure to this non-GAAP measure.

Diluted FFO per share–*Diluted FFO per share is (1) Diluted FFO divided by (2) the sum of the (a) weighted average common shares outstanding during a period, (b) weighted average common units outstanding during a period and (c) weighted average number of potential additional common shares that would have been outstanding during a period if other securities that are convertible or exchangeable into common shares were converted or exchanged. The computation of Diluted FFO per share assumes the conversion of common units in the Operating Partnership but does not assume the conversion of other securities that are convertible into common shares if the conversion of those securities would increase Diluted FFO per share in a given period. The Company believes that Diluted FFO per share is useful to investors because it provides investors with a further context for evaluating FFO results in the same manner that investors use earnings per share ("EPS") in evaluating net income available to common shareholders. The Company believes that diluted EPS is the most directly comparable GAAP measure to Diluted FFO per share.*

Diluted FFO per share, as adjusted for comparability*–Defined as (1) Diluted FFO available to common share and common unit holders, as adjusted for comparability divided by (2) the sum of the (a) weighted average common shares outstanding during a period, (b) weighted average common units outstanding during a period and (c) weighted average number of potential additional common shares that would have been outstanding during a period if other securities that are convertible or exchangeable into common shares were converted or exchanged. The computation of this measure assumes the conversion of common units in the Operating Partnership but does not assume the conversion of other securities that are convertible into common shares if the conversion of those securities would increase the per share measure in a given period. The Company believes this to be a useful supplemental measure alongside Diluted FFO per share as it excludes gains and losses from investing and financing activities and certain other items that it believes are not closely correlated to (or associated with) operating performance. The Company believes that diluted EPS is the most directly comparable GAAP measure.*

Funds from operations ("FFO" or "FFO per NAREIT")–*Defined as net income computed using GAAP, excluding gains on sales of, and impairment losses on, previously depreciated operating properties and real estate-related depreciation and amortization. When multiple properties consisting of both operating and non-operating properties exist on a single tax parcel, the Company classifies all of the gains on sales of, and impairment losses on, the tax parcel as all being for previously depreciated operating properties when most of the value of the parcel is associated with operating properties on the parcel. FFO also includes adjustments to net income for the effects of the items noted above pertaining to an unconsolidated real estate JV that were allocable to the Company's ownership interest in the*

JV. The Company believes that it uses the National Association of Real Estate Investment Trust's ("NAREIT") definition of FFO, although others may interpret the definition differently and, accordingly, its presentation of FFO may differ from those of other REITs. The Company believes that FFO is useful to management and investors as a supplemental measure of operating performance because, by excluding gains related to sales of, and impairment losses on, previously depreciated operating properties and excluding real estate-related depreciation and amortization, FFO can help one compare operating performance between periods. The Company believes that net income is the most directly comparable GAAP measure to FFO.

Net operating income from real estate operations ("NOI")–*NOI, which is a segment performance measure, includes: consolidated real estate revenues; consolidated property operating expenses; and the net of revenues and property operating expenses of real estate operations owned through an unconsolidated real estate JV that is allocable to COPT's ownership interest in the JV. The Company believes that NOI is an important supplemental measure of operating performance for a REIT's operating real estate because it provides a measure of the core real estate operations that is unaffected by depreciation, amortization, financing and general, administrative and leasing expenses; the Company believes this measure is particularly useful in evaluating the performance of geographic segments, same-office property groupings and individual properties. The Company believes that operating income, as reported on its consolidated statements of operations, is the most directly comparable GAAP measure to NOI.*

Payout ratios based on Diluted AFFO–*These payout ratios are defined as (1) the sum of (a) dividends on unrestricted common shares and (b) distributions to holders of interests in the Operating Partnership and dividends on convertible preferred shares when such distributions and dividends are included in Diluted FFO divided by (2) the respective non-GAAP measures on which the payout ratios are based.*

Replacement capital expenditures –*Replacement capital expenditures are defined as tenant improvements and incentives, building improvements and leasing costs incurred during the period for operating properties that are not (1) items contemplated prior to the acquisition of a property, (2) improvements associated with the expansion of a building or its improvements, (3) renovations to a building which change the underlying classification of the building (for example, from industrial to office or Class C office to Class B office), (4) capital improvements that represent the addition of something new to the property rather than the replacement of something (for example, the addition of a new heating and air conditioning unit that is not replacing one that was previously there) or 5) replacements of significant components of a building after the building has reached the end of its original useful life. Replacement capital expenditures excludes expenditures of operating properties included in disposition plans during the period that were already sold or are held for future disposition. For cash tenant incentives not due to the tenant for a period exceeding three months past the date on which such incentives were incurred, the Company recognizes such incentives as replacement capital expenditures in the periods such incentives are due to the tenant. Replacement capital expenditures, which is included in the computation of Diluted AFFO, is intended to represent non-transformative capital expenditures of existing properties held for long-term investment. The Company believes that the excluded expenditures are more closely associated with its investing activities than the performance of its operating portfolio.*

Same-Properties *–Operating office and data center shell properties continually owned and 100% operational since at least 1/1/18, excluding properties held for sale.*

Same-Property NOI and Same-Property Cash NOI *–Defined as NOI, or Cash NOI, from real estate operations of Same-Properties. The Company believes that these are important supplemental measures of operating performance of Same-Properties for the same reasons discussed above for NOI from real estate operations and Cash NOI.*

Forward-Looking Information

This press release may contain "forward-looking" statements, as defined in Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, that are based on the Company's current expectations, estimates and projections about future events and financial trends affecting the Company. Forward-looking statements can be identified by the use of words such as "may," "will," "should," "could," "believe," "anticipate," "expect," "estimate," "plan" or other comparable terminology. Forward-looking statements are inherently subject to risks and uncertainties, many of which the Company cannot predict with accuracy and some of which the Company might not even anticipate. Although the Company believes that the expectations, estimates and projections reflected in such forward-looking statements are based on reasonable assumptions at the time made, the Company can give no assurance that these expectations, estimates and projections will be achieved. Future events and actual results may differ materially from those discussed in the forward-looking statements.

Important factors that may affect these expectations, estimates, and projections include, but are not limited to:

- *general economic and business conditions, which will, among other things, affect office property and data center demand and rents, tenant creditworthiness, interest rates, financing availability and property values;*
- *adverse changes in the real estate markets including, among other things, increased competition with other companies;*
- *governmental actions and initiatives, including risks associated with the impact of a prolonged government shutdown or budgetary reductions or impasses, such as a reduction in rental revenues, non-renewal of leases, and/or a curtailment of demand for additional space by the Company's strategic customers;*
- *the Company's ability to borrow on favorable terms;*
- *risks of real estate acquisition and development activities, including, among other things, risks that development projects may not be completed on schedule, that tenants may not take occupancy or pay rent or that development or operating costs may be greater than anticipated;*
- *risks of investing through joint venture structures, including risks that the Company's joint venture partners may not fulfill their financial obligations as investors or may take actions that are inconsistent with the Company's objectives;*
- *changes in the Company's plans for properties or views of market economic conditions or failure to obtain development rights, either of which could result in recognition of*

significant impairment losses;

- *the Company's ability to satisfy and operate effectively under Federal income tax rules relating to real estate investment trusts and partnerships;*
- *possible adverse changes in tax laws;*
- *the dilutive effects of issuing additional common shares;*
- *the Company's ability to achieve projected results;*
- *security breaches relating to cyber attacks, cyber intrusions or other factors; and*
- *environmental requirements.*

The Company undertakes no obligation to update or supplement any forward-looking statements. For further information, please refer to the Company's filings with the Securities and Exchange Commission, particularly the section entitled "Risk Factors" in Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

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IR Contacts:
Stephanie Krewson-Kelly
443-285-5453
stephanie.kelly@copt.com

Michelle Layne
443-285-5452
michelle.layne@copt.com

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