

PS BUSINESS PARKS INC/CA  
Form 10-K  
February 23, 2016  
Table of Contents

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2015.

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 1-10709

PS BUSINESS PARKS, INC.

(Exact name of registrant as specified in its charter)

|   |                                      |
|---|--------------------------------------|
| California  | 95-4300881                           |
| (State or other jurisdiction of<br>incorporation or organization) | (I.R.S. Employer Identification No.) |

701 Western Avenue, Glendale, California 91201-2349

(Address of principal executive offices) (Zip Code)

818-244-8080

(Registrant's telephone number, including area code)

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

| Title of Each Class  | Name of Each Exchange on Which Registered |
|--|---|
| Common Stock, \$0.01 par value per share<br>Depositary Shares Each Representing 1/1,000 of a Share of                                | New York Stock Exchange                   |
| 6.450% Cumulative Preferred Stock, Series S, \$0.01 par value per share<br>Depositary Shares Each Representing 1/1,000 of a Share of | New York Stock Exchange                   |
| 6.000% Cumulative Preferred Stock, Series T, \$0.01 par value per share<br>Depositary Shares Each Representing 1/1,000 of a Share of | New York Stock Exchange                   |
| 5.750% Cumulative Preferred Stock, Series U, \$0.01 par value per share<br>Depositary Shares Each Representing 1/1,000 of a Share of | New York Stock Exchange                   |
| 5.700% Cumulative Preferred Stock, Series V, \$0.01 par value per share  | New York Stock Exchange                   |

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

None

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes  No

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

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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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§232.405) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See 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 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

As of June 30, 2015, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was \$1,408,830,193 based on the closing price as reported on that date.

Number of shares of the registrant's common stock, par value \$0.01 per share, outstanding as of February 15, 2016 (the latest practicable date): 27,034,073.

#### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive proxy statement to be filed in connection with the Annual Meeting of Shareholders to be held in 2016 are incorporated by reference into Part III of this Annual Report on Form 10-K.

Table of Contents

PART I

ITEM 1. BUSINESS

Forward-Looking Statements

Forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, are made throughout this Annual Report on Form 10-K. For this purpose, any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words “may,” “believes,” “anticipates,” “plans,” “expects,” “seeks,” “estimates,” “intends,” and similar expressions are intended to identify forward-looking statements. There are a number of important factors that could cause the results of the Company to differ materially from those indicated by such forward-looking statements, including but not limited to: (a) changes in general economic and business conditions; (b) decreases in rental rates or increases in vacancy rates/failure to renew or replace expiring leases; (c) tenant defaults; (d) the effect of the recent credit and financial market conditions; (e) our failure to maintain our status as a real estate investment trust (“REIT”); (f) the economic health of our tenants; (g) increases in operating costs; (h) casualties to our properties not covered by insurance; (i) the availability and cost of capital; (j) increases in interest rates and its effect on our stock price; (k) other factors discussed under the heading Item 1A, “Risk Factors”. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by us or any other person that our objectives and plans will be achieved. Moreover, we assume no obligation to update these forward-looking statements to reflect actual results, changes in assumptions or changes in other factors affecting such forward-looking statements, except as required by law.

The Company

PS Business Parks, Inc. (“PSB”) is a fully-integrated, self-advised and self-managed REIT that owns, operates, acquires and develops commercial properties, primarily multi-tenant flex, office and industrial parks. PS Business Parks, L.P. (the “Operating Partnership”) is a California limited partnership, which owns directly or indirectly substantially all of our assets and through which we conduct substantially all of our business. Unless otherwise indicated or unless the context requires otherwise, all references to “the Company,” “we,” “us,” “our,” and similar references mean PS Business Parks, Inc. and its subsidiaries, including the Operating Partnership. PSB is the sole general partner of the Operating Partnership and, as of December 31, 2015, owned 77.8% of the common partnership units. The remaining common partnership units are owned by Public Storage (“PS”). Assuming issuance of PSB common stock upon redemption of the common partnership units held by PS, PS would own 42.1% (or 14.5 million shares) of the outstanding shares of the Company’s common stock. PSB, as the sole general partner of the Operating Partnership, has full, exclusive and complete responsibility and discretion in managing and controlling the Operating Partnership.

As of December 31, 2015, the Company owned and operated 28.0 million rentable square feet of commercial space, comprising 99 business parks, in the following states: California, Texas, Virginia, Florida, Maryland and Washington. The Company focuses on owning concentrated business parks which provide the Company with the greatest flexibility to meet the needs of its customers. The Company also manages 813,000 rentable square feet on behalf of PS.

History of the Company: The Company was formed in 1990 as a California corporation under the name Public Storage Properties XI, Inc. In a March 17, 1998 merger with American Office Park Properties, Inc. (“AOPP”) (the “Merger”), the Company acquired the commercial property business operated by AOPP and was renamed “PS Business Parks, Inc.” Prior to the Merger, in January, 1997, AOPP was reorganized to succeed to the commercial property business of PS, becoming a fully integrated, self-advised and self-managed REIT.

Table of Contents

The Company made no acquisitions in 2015. From January, 2013 through December, 2014, the Company acquired 2.2 million square feet of multi-tenant flex, office and industrial parks, which comprise the Non-Same Park portfolio as defined on page 29, for an aggregate purchase price of \$161.1 million. The table below reflects the assets acquired during this period (in thousands):

| Property                      | Date Acquired  | Location              | Purchase Price | Square Feet | Occupancy at December 31, 2015 |
|-------------------------------|----------------|-----------------------|----------------|-------------|--------------------------------|
| Charcot Business Park II      | December, 2014 | San Jose, California  | \$ 16,000      | 119         | 100.0%                         |
| McNeil 1                      | November, 2014 | Austin, Texas         | 10,550         | 246         | 100.0%                         |
| Springlake Business Center II | August, 2014   | Dallas, Texas         | 5,148          | 145         | 88.2%                          |
| Arapaho Business Park 9       | July, 2014     | Dallas, Texas         | 1,134          | 19          | 100.0%                         |
| MICC — Center 23              | July, 2014     | Miami, Florida        | 12,725         | 149         | 100.0%                         |
| Total 2014 Acquisitions       |                |                       | 45,557         | 678         | 97.5%                          |
| Bayshore Corporate Center     | December, 2013 | San Mateo, California | 60,500         | 340         | 94.2%                          |
| Valwood Business Park         | November, 2013 | Dallas, Texas         | 12,425         | 245         | 90.0%                          |
| Dallas Flex Portfolio         | October, 2013  | Dallas, Texas         | 27,900         | 559         | 95.8%                          |
| Arapaho Business Park         | July, 2013     | Dallas, Texas         | 14,750         | 389         | 87.3%                          |
| Total 2013 Acquisitions       |                |                       | 115,575        | 1,533       | 92.4%                          |
| Total                         |                |                       | \$ 161,132     | 2,211       | 93.9%                          |

In 2013, the Company entered into a joint venture, in which it will maintain 95.0% economic interest, known as Amherst JV LLC, (the “Joint Venture”) with an unrelated real estate development company for the purpose of developing a 395-unit multi-family building on a five-acre site, to be known as Highgate, within its Westpark Business Park in Tysons, Virginia. The Company contributed the site, along with capitalized improvements, to the Joint Venture on October 5, 2015. Subsequent to the contribution date, demolition, site preparation and construction commenced and is expected to be completed in late 2017. The total development costs for the Joint Venture, including a land value of \$27.0 million, are estimated to be \$117.2 million. As of December 31, 2015, the Company’s investment in unconsolidated joint venture was \$26.7 million.

During 2015, the Company sold four business parks aggregating 492,000 square feet in non-strategic markets for net proceeds of \$41.2 million, which resulted in a gain of \$23.4 million. Additionally, as part of an eminent domain process, the Company sold five buildings, aggregating 82,000 square feet, at the Company’s Overlake Business Park located in Redmond, Washington, for \$13.9 million, which resulted in a gain of \$4.8 million. With these sales the Company has completed its stated objective of exiting non-strategic markets in Sacramento, California, Oregon and Arizona.

During 2014, the Company sold five business parks aggregating 1.9 million square feet and 11.5 acres of land in non-strategic markets, including Portland, Oregon and Phoenix, Arizona, for net proceeds of \$212.2 million, which resulted in a gain of \$92.4 million.

From 1998 through 2012, the Company acquired 24.9 million square feet of commercial space, developed an additional 575,000 square feet and sold 2.3 million square feet along with some parcels of land.

The Company has elected to be taxed as a REIT under the Internal Revenue Code of 1986, as amended (the “Code”), commencing with its taxable year ended December 31, 1990. To the extent that the Company continues to qualify as a REIT, it will not be taxed, with certain limited exceptions, on the net income that is currently distributed to its shareholders.

The Company’s principal executive offices are located at 701 Western Avenue, Glendale, California 91201-2349. The Company’s telephone number is (818) 244-8080. The Company maintains a website with the address [psbusinessparks.com](http://psbusinessparks.com). The information contained on the Company’s website is not a part of, or incorporated by reference into, this Annual Report on Form 10-K. The Company makes available free of charge through its website its Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, and amendments to these reports, as soon as reasonably practicable after the Company electronically files such material with, or furnishes such material to, the Securities and Exchange Commission (the “SEC”).

Business of the Company: The Company is in the commercial property business, with 99 business parks consisting of multi-tenant flex, industrial and office space. The Company owns 14.6 million square feet of flex space. The Company defines “flex” space as buildings that are configured with a combination of warehouse and office space and

## Table of Contents

can be designed to fit a wide variety of uses. The warehouse component of the flex space has a number of uses including light manufacturing and assembly, storage and warehousing, showroom, laboratory, distribution and research and development activities. The office component of flex space is complementary to the warehouse component by enabling businesses to accommodate management and production staff in the same facility. The Company owns 8.8 million square feet of industrial space that has characteristics similar to the warehouse component of the flex space as well as ample dock access. In addition, the Company owns 4.6 million square feet of low-rise office space, generally either in business parks that combine office and flex space or in submarkets where the market demand is more office focused.

The Company's commercial properties typically consist of business parks with low-rise buildings, ranging from one to 49 buildings per park, located on parcels of various sizes which comprise from nearly 12,000 to 3.5 million aggregate square feet of rentable space. Facilities are managed through either on-site management or offices central to the facilities. Parking is generally open but in some instances is covered. The ratio of parking spaces to rentable square feet generally ranges from two to six per thousand square feet depending upon the use of the property and its location. Office space generally requires a greater parking ratio than most industrial uses.

The tenant base for the Company's facilities is diverse. The portfolio can be bifurcated into those facilities that service small to medium-sized businesses and those that service larger businesses. Approximately 35.2% of in-place rents from the portfolio are derived from facilities that generally serve small to medium-sized businesses. A property in this facility type is typically divided into units under 5,000 square feet and leases generally range from one to three years. The remaining 64.8% of in-place rents from the portfolio are generally derived from facilities that serve larger businesses, with units 5,000 square feet and larger. The Company also has several tenants that lease space in multiple buildings and locations. The U.S. Government is the largest tenant with multiple leases encompassing approximately 842,000 square feet, or 5.3%, of the Company's annualized rental income.

The Company owns operating properties in six states and it may expand its operations to other states or reduce the number of states in which it operates. Properties are acquired for both income and potential capital appreciation; there is no limitation on the amount that can be invested in any specific property.

The Company owns land which may be used for the development of commercial properties. The Company owns approximately 14.0 acres of such land in Dallas, Texas and 6.4 acres in Northern Virginia as of December 31, 2015.

## Operating Partnership

The properties in which the Company has an equity interest generally are owned by the Operating Partnership. Through this organizational structure, the Company has the ability to acquire interests in additional properties in transactions that could defer the contributors' tax consequences by causing the Operating Partnership to issue equity



interests in return for interests in properties.

The Company is the sole general partner of the Operating Partnership. As of December 31, 2015, the Company owned 77.8% of the common partnership units of the Operating Partnership, and the remainder of such common partnership units were owned by PS. The common units owned by PS may be redeemed by PS from time to time, subject to the provisions of our charter, for cash or, at our option, shares of our common stock on a one-for-one basis. Also as of December 31, 2015, in connection with the Company's issuance of publicly traded Cumulative Preferred Stock, the Company owned 36.8 million preferred units of the Operating Partnership of various series with an aggregate redemption value of \$920.0 million with terms substantially identical to the terms of the publicly traded depository shares each representing 1/1,000 of a share of 5.70% to 6.45% Cumulative Preferred Stock of the Company.

As the general partner of the Operating Partnership, the Company has the exclusive responsibility under the Operating Partnership Agreement to manage and conduct the business of the Operating Partnership. The Board of Directors of the Company (the "Board") directs the affairs of the Operating Partnership by managing the Company's affairs. The Operating Partnership is responsible for, and pays when due, its share of all administrative and operating expenses of the properties it owns.

The Company's interest in the Operating Partnership entitles it to share in cash distributions from, and the profits and losses of, the Operating Partnership in proportion to the Company's economic interest in the Operating Partnership (apart from tax allocations of profits and losses to take into account pre-contribution property appreciation or depreciation). The Company, since 1998, has paid per share dividends on its common and preferred stock that track,

## Table of Contents

on a one-for-one basis, the amount of per unit cash distributions the Company receives from the Operating Partnership in respect of the common and preferred partnership units in the Operating Partnership that are owned by the Company.

### Common Officers and Directors with PS

Ronald L. Havner, Jr., Chairman of the Company, is also the Chairman of the Board, Chief Executive Officer and President of PS. Gary E. Pruitt, an independent director of the Company is also a trustee of PS. Other employees of PS render services to the Company pursuant to the cost sharing and administrative services agreement.

### Property Management Services

The Company manages commercial properties owned by PS, which are generally adjacent to self-storage facilities, for a management fee of 5% of the gross revenues of such properties in addition to reimbursement of certain costs. The property management contract with PS is for a seven-year term with the agreement automatically extending for an additional one-year period upon each one-year anniversary of its commencement (unless cancelled by either party). Either party can give notice of its intent to cancel the agreement upon expiration of its current term. Management fee revenue derived from this management contract with PS totaled \$540,000, \$660,000 and \$639,000 for the years ended December 31, 2015, 2014 and 2013, respectively. As of December 31, 2015, the Company managed 813,000 rentable square feet on behalf of PS compared to 1.1 million rentable square feet as of December 31, 2014.

PS also provides property management services for the self-storage component of two assets owned by the Company. These self-storage facilities, located in Palm Beach County, Florida, operate under the "Public Storage" name. Either the Company or PS can cancel the property management contract upon 60 days' notice. Management fee expenses under the contract were \$79,000, \$70,000 and \$59,000 for the years ended December 31, 2015, 2014 and 2013, respectively.

### Management

Joseph D. Russell, Jr. leads the Company's senior management team. Mr. Russell is Chief Executive Officer of the Company. The Company's senior management includes: Maria R. Hawthorne, President; John W. Petersen, Executive Vice President and Chief Operating Officer; Edward A. Stokx, Executive Vice President and Chief Financial Officer; Christopher M. Auth, Vice President (Washington Metro Division); Trenton A. Groves, Vice President and Corporate Controller; Coby A. Holley, Vice President, Investments; Robin E. Mather, Vice President (Southern California Division); Eddie F. Ruiz, Vice President and Director of Facilities; Richard E. Scott, Vice President (Northern California Division); Eugene Uhlman, Vice President, Construction Management; and David A. Vicars, Vice

President (Southeast Division).

#### REIT Structure

If certain detailed conditions imposed by the Code and the related Treasury Regulations are met, an entity, such as the Company, that invests principally in real estate and that otherwise would be taxed as a corporation may elect to be treated as a REIT. The most important consequence to the Company of being treated as a REIT for federal income tax purposes is that the Company can deduct dividend distributions (including distributions on preferred stock) to its shareholders, thus effectively eliminating the “double taxation” (at the corporate and shareholder levels) that typically results when a corporation earns income and distributes that income to shareholders in the form of dividends.

The Company believes that it has operated, and intends to continue to operate, in such a manner as to qualify as a REIT under the Code, but no assurance can be given that it will at all times so qualify. To the extent that the Company continues to qualify as a REIT, it will not be taxed, with certain limited exceptions, on the taxable income that is distributed to its shareholders.

#### Operating Strategy

The Company believes its operating, acquisition and finance strategies combined with its diversified portfolio produces a low risk, stable growth business model. The Company’s primary objective is to grow shareholder value. Key elements of the Company’s growth strategy include:

**Maximize Net Cash Flow of Existing Properties:** The Company seeks to maximize the net cash flow generated by its properties by (i) maximizing average occupancy rates, (ii) achieving the highest possible levels of realized rents

## Table of Contents

per occupied square foot, (iii) controlling its operating cost structure by improving operating efficiencies and economies of scale and (iv) minimizing recurring capital expenditures required to maintain and improve occupancy. The Company believes that its experienced property management personnel and comprehensive systems combined with focused economies of scale enhance the Company's ability to meet these goals. The Company seeks to increase occupancy rates and realized rents per square foot by providing its field personnel with incentives to lease space to credit worthy tenants and to maximize the return on investment in each lease transaction.

**Focus on Targeted Markets:** The Company intends to continue investing in markets that have characteristics which enable them to be competitive economically. The Company believes that markets with a combination of above average population growth, job growth, higher education levels and personal income will produce better overall economic returns. The Company targets parks in high barrier to entry markets that are close to critical infrastructure, middle to high income housing or universities and have easy access to major transportation arteries.

**Reduce Capital Expenditures and Increase Occupancy Rates by Providing Flexible Properties and Attracting a Diversified Tenant Base:** By focusing on properties with easily reconfigurable space, the Company believes it can offer facilities that appeal to a wide range of potential tenants, which aids in reducing recurring capital expenditures associated with re-leasing space. The Company believes this property flexibility also allows it to better serve existing tenants by accommodating expansion and contraction needs. In addition, the Company believes that a diversified tenant base combined with flexible parks helps it maintain occupancy rates by enabling it to attract a greater number of potential users to its space.

**Provide Superior Property Management:** The Company seeks to provide a superior level of service to its tenants in order to maintain occupancy and increase rental rates, as well as minimize customer turnover. The Company's property management offices are located either on-site or regionally, providing tenants with convenient access to management and helping the Company maintain its properties and while conveying a sense of quality, order and security. The Company has significant experience in acquiring properties managed by others and thereafter improving tenant satisfaction, occupancy levels, retention rates and rental income by implementing established tenant service programs.

## Financing Strategy

The Company's primary objective in its financing strategy is to maintain financial flexibility and a low risk capital structure. Key elements of this strategy are:

**Retain Operating Cash Flow:** The Company seeks to retain significant funds (after funding its distributions and capital improvements) for additional investments. During the years ended December 31, 2015 and 2014, the Company distributed 46.1% and 42.3%, respectively, of its funds from operations ("FFO") to common shareholders/unit holders. FFO is computed in accordance with the White Paper on FFO approved by the Board of Governors of the National

Association of Real Estate Investment Trusts (“NAREIT”). The White Paper defines FFO as net income, computed in accordance with U.S. generally accepted accounting principles (“GAAP”), before depreciation, amortization, gains or losses on asset dispositions, net income allocable to noncontrolling interests — common units, net income allocable to restricted stock unit holders, impairment charges and nonrecurring items. FFO is a non-GAAP financial measure and should be analyzed in conjunction with net income. However, FFO should not be viewed as a substitute for net income as a measure of operating performance as it does not reflect depreciation and amortization costs or the level of capital expenditure and leasing costs necessary to maintain the operating performance of the Company’s properties, which are significant economic costs and could materially impact the Company’s results of operations. Other REITs may use different methods for calculating FFO and, accordingly, the Company’s FFO may not be comparable to other real estate companies’ funds from operations. See Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources — Non-GAAP Supplemental Disclosure Measure: Funds from Operations,” for a reconciliation of FFO and net income allocable to common shareholders and for additional information on why the Company presents FFO.

**Perpetual Preferred Stock/Units:** The primary source of leverage in the Company’s capital structure is perpetual preferred stock or equivalent preferred units in the Operating Partnership. This method of financing eliminates interest rate and refinancing risks as the dividend rate is fixed and the stated value or capital contribution is not required to be repaid. In addition, the consequences of defaulting on required preferred distributions are less severe than with debt. The preferred shareholders may elect two additional directors if six quarterly distributions go unpaid, whether or not consecutive.

## Table of Contents

Throughout this Form 10-K, we use the term “preferred equity” to mean both the preferred stock issued by the Company (including the depositary shares representing interests in that preferred stock) and the preferred partnership units issued by the Operating Partnership and the term “preferred distributions” to mean dividends and distributions on the preferred stock and preferred partnership units.

**Debt Financing:** The Company, from time to time, has used debt financing to facilitate real estate acquisitions and other capital allocations. The primary source of debt the Company has historically relied upon to provide short-term capital is its \$250.0 million unsecured line of credit (the “Credit Facility”). In addition, during 2011, in connection with its \$520.0 million portfolio acquisition in Northern California, the Company obtained a \$250.0 million unsecured three-year term loan and assumed a \$250.0 million mortgage note. During 2013, the unsecured three-year term loan was repaid in full. The \$250.0 million mortgage note is an interest only mortgage that matures December 1, 2016.

**Access to Capital:** The Company targets a minimum ratio of FFO to combined fixed charges and preferred distributions paid of 3.0 to 1.0. Fixed charges include interest expense and capitalized interest while preferred distributions include amounts paid to preferred shareholders and preferred Operating Partnership unit holders. For the year ended December 31, 2015, the FFO to combined fixed charges and preferred distributions paid ratio was 3.2 to 1.0, excluding the non-cash charge for the issuance costs related to the redemption of preferred equity. The Company believes that its financial position enables it to access capital to finance future growth. Subject to market conditions, the Company may add leverage to its capital structure.

## Competition

Competition in the market areas in which many of the Company’s properties are located is significant and has from time to time negatively impacted occupancy levels and rental rates of, and increased the operating expenses of, certain of these properties. Competition may be accelerated by any increase in availability of funds for investment in real estate. Barriers to entry are relatively low for those with the necessary capital and the Company competes for property acquisitions and tenants with entities that have greater financial resources than the Company. Sublease space and unleased developments continue to create competition among operators in certain markets in which the Company operates. While the Company will have to respond to market demands, management believes that the combination of its ability to offer a variety of options within its business parks and the Company’s financial stability provide it with an opportunity to compete favorably in its markets.

The Company’s properties compete for tenants with similar properties located in its markets primarily on the basis of location, rent charged, services provided and the design and condition of improvements. The Company believes it possesses several distinguishing characteristics that enable it to compete effectively in the flex, office and industrial space markets. The Company believes its personnel are among the most experienced in these real estate markets. The Company’s facilities are part of a comprehensive system encompassing standardized procedures and integrated reporting and information networks. The Company believes that the significant operating and financial experience of

its executive officers and directors combined with the Company's capital structure, national investment scope, geographic diversity and economies of scale should enable the Company to compete effectively.

#### Investments in Real Estate Facilities

As of December 31, 2015, the Company owned and operated 28.0 million rentable square feet comprised of 99 business parks in six states compared to 28.6 million rentable square feet at December 31, 2014.

#### Investment in and Advances to Unconsolidated Joint Venture

As of December 31, 2015, the Company's investment in unconsolidated joint venture was \$26.7 million. In addition to the equity capital the Company has committed to the Joint Venture, the Company has also agreed to provide the Joint Venture with a construction loan in the amount of \$75.0 million. The Joint Venture will pay interest under the construction loan at a rate equal to the London Interbank Offered Rate ("LIBOR") plus 2.25%. Interest on outstanding borrowings is payable monthly and the loan will mature on April 5, 2019. The Company had no loan advances to the Joint Venture as of December 31, 2015.

#### Summary of Business Model

The Company has a geographically diversified portfolio in six states across the country with a diversified customer mix by both size and industry concentration. The Company believes that this diversification combined with a

## Table of Contents

conservative financing strategy, a focus on markets with strong demographics for growth and a decentralized operating strategy gives the Company a business model that mitigates risk and provides strong long-term growth opportunities.

### Restrictions on Transactions with Affiliates

The Company's Bylaws provide that the Company may engage in transactions with affiliates provided that a purchase or sale transaction with an affiliate is (i) approved by a majority of the Company's independent directors and (ii) fair to the Company based on an independent appraisal or fairness opinion.

### Borrowings

The Company had an outstanding mortgage note payable of \$250.0 million at December 31, 2015 and 2014. See Notes 6 and 7 to the consolidated financial statements included in this Form 10-K for a summary of the Company's outstanding borrowings as of December 31, 2015.

The Company's Credit Facility is with Wells Fargo Bank, National Association ("Wells Fargo"). The Credit Facility has a borrowing limit of \$250.0 million and expires May 1, 2019. The rate of interest charged on borrowings is based on LIBOR plus 0.875% to LIBOR plus 1.70% depending on the Company's credit ratings. Currently, the Company's rate under the Credit Facility is LIBOR plus 0.875%. In addition, the Company is required to pay an annual facility fee ranging from 0.125% to 0.30% of the borrowing limit depending on the Company's credit ratings (currently 0.125%). The Company had no balance outstanding on the Credit Facility at December 31, 2015 and 2014. The Company had \$769,000 and \$1.0 million of unamortized commitment fees as of December 31, 2015 and 2014, respectively. The Credit Facility requires the Company to meet certain covenants, all of which the Company was in compliance at December 31, 2015. Interest on outstanding borrowings is payable monthly.

The Company had a term loan with Wells Fargo (the "Term Loan") in the amount of \$250.0 million that was scheduled to mature on December 31, 2014. The Term Loan was repaid in full in November, 2013. Interest under the Term Loan was accrued based on an applicable rate ranging from LIBOR plus 1.15% to LIBOR plus 2.25% depending on the Company's credit ratings. During 2013, the Company's rate under the Term Loan was LIBOR plus 1.20%.

The Company has broad powers to borrow in furtherance of the Company's objectives. The Company has incurred in the past, and may incur in the future, both short-term and long-term indebtedness to facilitate real estate acquisitions and other capital allocations.



## Employees

As of December 31, 2015, the Company employed 142 individuals, primarily personnel engaged in property operations.

## Insurance

The Company believes that its properties are adequately insured. Facilities operated by the Company have historically been covered by comprehensive insurance, including fire, earthquake and liability coverage from nationally recognized carriers.

## Environmental Matters

Compliance with laws and regulations relating to the protection of the environment, including those regarding the discharge of material into the environment, has not had any material effect upon the capital expenditures, earnings or competitive position of the Company.

Substantially all of the Company's properties have been subjected to Phase I environmental reviews. Such reviews have not revealed, nor is management aware of, any probable or reasonably possible environmental costs that management believes would have a material adverse effect on the Company's business, assets or results of operations, nor is the Company aware of any potentially material environmental liability. See Item 1A, "Risk Factors" for additional information.

Table of Contents

ITEM 1A. RISK FACTORS

In addition to the other information in our Annual Report on Form 10-K, you should consider the risks described below that we believe may be material to investors in evaluating the Company. This section contains forward-looking statements, and in considering these statements, you should refer to the qualifications and limitations on our forward-looking statements that are described in Item 1, “Business — Forward-Looking Statements.”

Since our business consists primarily of acquiring and operating real estate, we are subject to the risks related to the ownership and operation of real estate that can adversely impact our business and financial condition.

The value of our investments may be reduced by general risks of real estate ownership: Since we derive substantially all of our income from real estate operations, we are subject to the general risks of acquiring and owning real estate-related assets, including:

- changes in the national, state and local economic climate and real estate conditions, such as oversupply of or reduced demand for commercial real estate space and changes in market rental rates;
- how prospective tenants perceive the attractiveness, convenience and safety of our properties;
- difficulties in consummating and financing acquisitions and developments on advantageous terms and the failure of acquisitions and developments to perform as expected;
- our ability to provide adequate management, maintenance and insurance;
- natural disasters, such as earthquakes, hurricanes and floods, which could exceed the aggregate limits of our insurance coverage;
- the expense of periodically renovating, repairing and re-letting spaces;
- the impact of environmental protection laws;
- compliance with federal, state, and local laws and regulations;

- increasing operating and maintenance costs, including property taxes, insurance and utilities, if these increased costs cannot be passed through to tenants;
- adverse changes in tax, real estate and zoning laws and regulations;
- increasing competition from other commercial properties in our market;
- tenant defaults and bankruptcies;
- tenants' right to sublease space; and
- concentration of properties leased to non-rated private companies with uncertain financial strength.

Certain significant costs, such as mortgage payments, real estate taxes, insurance and maintenance, generally are not reduced even when a property's rental income is reduced. In addition, environmental and tax laws, interest rate levels, the availability of financing and other factors may affect real estate values and property income. Furthermore, the supply of commercial space fluctuates with market conditions.

If our properties do not generate sufficient income to meet operating expenses, including any debt service, tenant improvements, lease commissions and other capital expenditures, we may have to borrow additional amounts to cover fixed costs, and we may have to reduce our distributions to shareholders.

There is significant competition among commercial properties: Other commercial properties compete with our properties for tenants. Some of the competing properties may be newer and better located than our properties. Competition in the market areas in which many of our properties are located is significant and has affected our occupancy levels, rental rates and operating expenses. We also expect that new properties will be built in our markets.

Table of Contents

In addition, we compete with other buyers, some of which are larger than us, for attractive commercial properties. Therefore, we may not be able to grow as rapidly as we would like.

We may encounter significant delays and expense in re-letting vacant space, or we may not be able to re-let space at existing rates, in each case resulting in losses of income: When leases expire, we may incur expenses in retrofitting space and we may not be able to re-lease the space on the same terms. Certain leases provide tenants with the right to terminate early if they pay a fee. As of December 31, 2015, 2,186 leases representing 22.0% of the leased square footage of our total portfolio, or 21.3% of annualized rental income, are scheduled to expire in 2016. While we have estimated our cost of renewing leases that expire in 2016, our estimates could be wrong. If we are unable to re-lease space promptly, if the terms are significantly less favorable than anticipated or if the costs are higher, we may have to reduce our distributions to shareholders.

Tenant defaults and bankruptcies may reduce our cash flow and distributions: We may have difficulty collecting from tenants in default, particularly if they declare bankruptcy. This could affect our cash flow and our ability to fund distributions to shareholders. Since many of our tenants are non-rated private companies, this risk may be enhanced. There is inherent uncertainty in a tenant's ability to continue paying rent if they are in bankruptcy.

We may be adversely affected if casualties to our properties are not covered by insurance: While we maintain insurance coverage for the losses caused by earthquakes or hurricanes, we could suffer uninsured losses or losses in excess of our insurance policy limits for such occurrences. Approximately 40.2% of our properties are located in California and are generally in areas that are subject to risks of earthquake-related damage. In the event of an earthquake, hurricane or other natural disaster, we would remain liable on any mortgage debt or other unsatisfied obligations related to that property.

The illiquidity of our real estate investments may prevent us from adjusting our portfolio to respond to market changes: There may be delays and difficulties in selling real estate. Therefore, we cannot easily change our portfolio when economic conditions change. Also, REIT tax laws may impose negative consequences if we sell properties held for less than two years.

We may be adversely affected by changes in laws: Increases in income and service taxes may reduce our cash flow and ability to make expected distributions to our shareholders. Additionally, any changes in the tax law applicable to REITs may adversely affect taxation of us and/or our shareholders. Our properties are also subject to various federal, state and local regulatory requirements, such as state and local fire and safety codes. If we fail to comply with these requirements, governmental authorities could fine us or courts could award damages against us. We believe our properties comply with all significant legal requirements. However, these requirements could change in a way that would reduce our cash flow and ability to make distributions to shareholders.

We may incur significant environmental remediation costs: As an owner and operator of real properties, under various federal, state and local environmental laws, we are required to clean up spills or other releases of hazardous or toxic substances on or from our properties. Certain environmental laws impose liability whether or not the owner or buyer knew of, or was responsible for, the presence of the hazardous or toxic substances. In some cases, liability may not be limited to the value of the property. The presence of these substances, or the failure to properly remediate any resulting contamination, whether from environmental or microbial issues, also may adversely affect our ability to sell, lease, operate, or encumber our facilities for purposes of borrowing.

We have conducted preliminary environmental assessments of most of our properties (and conduct these assessments in connection with property acquisitions) to evaluate the environmental condition of, and potential environmental liabilities associated with, our properties. These assessments generally consist of an investigation of environmental conditions at the property (including soil or groundwater sampling or analysis if appropriate), as well as a review of available information regarding the site and publicly available data regarding conditions at other sites in the vicinity. In connection with these property assessments, our operations and recent property acquisitions, we have become aware that prior operations or activities at some properties or from nearby locations have or may have resulted in contamination to the soil or groundwater at these properties. In circumstances where our environmental assessments disclose potential or actual contamination, we may attempt to obtain indemnifications and, in appropriate circumstances, we obtain limited environmental insurance in connection with the properties acquired, but we cannot assure you that such protections will be sufficient to cover actual future liabilities nor that our assessments have identified all such risks. Although we cannot provide any assurance, based on the preliminary environmental assessments, we are not aware of any environmental contamination of our facilities material to our overall business, financial condition or results of operations.

## Table of Contents

There has been an increasing number of claims and litigation against owners and managers of rental properties relating to moisture infiltration, which can result in mold or other property damage. When we receive a complaint concerning moisture infiltration, condensation or mold problems and/or become aware that an air quality concern exists, we implement corrective measures in accordance with guidelines and protocols we have developed with the assistance of outside experts. We seek to work proactively with our tenants to resolve moisture infiltration and mold-related issues, subject to our contractual limitations on liability for such claims. However, we can give no assurance that material legal claims relating to moisture infiltration and the presence of, or exposure to, mold will not arise in the future.

Property taxes can increase and cause a decline in yields on investments: Each of our properties is subject to real property taxes, which could increase in the future as property tax rates change and as our properties are assessed or reassessed by tax authorities. Recent local government shortfalls in tax revenue may cause pressure to increase tax rates or assessment levels or impose new taxes. Such increases could adversely impact our profitability.

We must comply with the Americans with Disabilities Act and fire and safety regulations, which can require significant expenditures: All of our properties must comply with the Americans with Disabilities Act and with related regulations (the “ADA”). The ADA has separate compliance requirements for “public accommodations” and “commercial facilities,” but generally requires that buildings be made accessible to persons with disabilities. Various state laws impose similar requirements. A failure to comply with the ADA or similar state laws could lead to government imposed fines on us and/or litigation, which could also involve an award of damages to individuals affected by the non-compliance. In addition, we must operate our properties in compliance with numerous local fire and safety regulations, building codes, and other land use regulations. Compliance with these requirements can require us to spend substantial amounts of money, which would reduce cash otherwise available for distribution to shareholders. Failure to comply with these requirements could also affect the marketability of our real estate facilities.

We incur liability from tenant and employment-related claims: From time to time we have to make monetary settlements or defend actions or arbitration to resolve tenant or employment-related claims and disputes.

Development of properties can subject us to risks: As of December 31, 2015, we have a joint venture development for the purpose of developing a 395 unit multi-family project. Developments of this nature are subject to a number of risks, including construction delays, complications in obtaining necessary zoning, occupancy and other governmental permits, cost overruns, problems with our joint venture partner, financing risks, and the possible inability to meet expected occupancy and rent levels. If any of these problems occur, development costs for a project may increase, and there may be costs incurred for projects that are not completed. As a result of the foregoing, some properties may be worth less or may generate less revenue than, or simply not perform as well as, we believed at the time of development, negatively affecting our operating results. Any of the foregoing risks could adversely affect our financial condition, operating results and cash flow, and our ability to pay dividends on, and the market price of, our stock. In addition, we may be unable to successfully integrate and effectively manage the properties we develop, which could adversely affect our results of operations.

Global economic conditions adversely affect our business, financial condition, growth and access to capital.

While there continues to be global economic uncertainty, United States unemployment levels have moderated and economic activity has modestly improved. Economic conditions in the markets where we operate facilities, and other events or factors could adversely affect demand for commercial real estate, which could adversely affect our business. To the extent that turmoil in the financial markets returns or intensifies, it has the potential to materially affect the value of our properties, the availability or the terms of financing and may impact the ability of our customers to enter into new leasing transactions or satisfy rental payments under existing leases. The volatility and duration of an economic recovery could also affect our operating results and financial condition as follows:

**Debt and Equity Markets:** Our results of operations and share price are sensitive to volatility in the credit markets. From time to time, the commercial real estate debt markets experience volatility as a result of various factors, including changing underwriting standards by lenders and credit rating agencies. This may result in lenders increasing the cost for debt financing. Should the overall cost of borrowings increase, either by increases in the index rates or by increases in lender spreads, we will need to factor such increases into the economics of our acquisitions. In addition, the state of the debt markets could have an effect on the overall amount of capital being invested in real estate, which may result in price or value decreases of real estate assets and affect our ability to raise capital.

Table of Contents

Our ability to issue preferred shares or obtain other sources of capital, such as borrowing, has been in the past, and may in the future, be adversely affected by challenging credit market conditions. The issuance of perpetual preferred securities historically has been a significant source of capital to grow our business. We believe that we have sufficient working capital and capacity under our credit facilities and our retained cash flow from operations to continue to operate our business as usual and meet our current obligations. However, if we were unable to issue preferred shares or borrow at reasonable rates, that could limit the earnings growth that might otherwise result from the acquisition and development of real estate facilities.

Valuations: Market volatility makes the valuation of our properties difficult. There may be significant uncertainty in the valuation, or in the stability of the value, of our properties, which could result in a substantial decrease in the value of our properties. As a result, we may not be able to recover the carrying amount of our properties, which may require us to recognize an impairment charge in earnings.

The acquisition of existing properties is a significant component of our long-term growth strategy, and acquisitions of existing properties are subject to risks that may adversely affect our growth and financial results.

We acquire existing properties, either in individual transactions or portfolios offered by other commercial real estate owners. In addition to the general risks related to real estate described above, we are also subject to the following risks which may jeopardize our realization of benefits from acquisitions.

Any failure to manage acquisitions and other significant transactions to achieve anticipated results and to successfully integrate acquired operations into our existing business could negatively impact our financial results: To fully realize anticipated earnings from an acquisition, we must successfully integrate the property into our operating platform. Failures or unexpected circumstances in the integration process, such as a failure to maintain existing relationships with tenants and employees due to changes in processes, standards, or compensation arrangements, or circumstances we did not detect during due diligence, could jeopardize realization of the anticipated earnings.

While we did not acquire property during 2015, we will continue to seek to acquire additional multi-tenant flex, industrial and office properties where they meet our criteria. Our belief, however, is subject to risks, uncertainties and other factors, many of which are forward-looking and are uncertain in nature or are beyond our control, including the risks that our acquisitions and developments may not perform as expected, we may be unable to quickly integrate new acquisitions and developments into our existing operations, and any costs to develop projects or redevelop acquired properties may exceed estimates. Further, we face significant competition for suitable acquisition properties from other real estate investors, including other publicly traded real estate investment trusts and private institutional investors. As a result, we may be unable to acquire additional properties we desire or the purchase price for desirable properties may be significantly increased.



In addition, some of these properties may have unknown characteristics or deficiencies or may not complement our portfolio of existing properties. We may also finance future acquisitions and developments through a combination of borrowings, proceeds from equity or debt offerings by us or the Operating Partnership, and proceeds from property divestitures. These financing options may not be available when desired or required or may be more costly than anticipated, which could adversely affect our cash flow. Real property development is subject to a number of risks, including construction delays, complications in obtaining necessary zoning, occupancy and other governmental permits, cost overruns, financing risks, and the possible inability to meet expected occupancy and rent levels. If any of these problems occur, development costs for a project may increase, and there may be costs incurred for projects that are not completed. As a result of the foregoing, some properties may be worth less or may generate less revenue than, or simply not perform as well as, we believed at the time of acquisition or development, negatively affecting our operating results. Any of the foregoing risks could adversely affect our financial condition, operating results and cash flow, and our ability to pay dividends on, and the market price of, our stock. In addition, we may be unable to successfully integrate and effectively manage the properties we do acquire and develop, which could adversely affect our results of operations.

Acquired properties are subject to property tax reappraisals which may increase our property tax expense: Facilities that we acquire are subject to property tax reappraisal which can result in substantial increases to the ongoing property taxes paid by the seller. The reappraisal process is subject to judgment of governmental agencies regarding estimated real estate values and other factors, and as a result there is a significant degree of uncertainty in estimating

Table of Contents

the property tax expense of an acquired property. In connection with future or recent acquisitions of properties, if our estimates of property taxes following reappraisal are too low, we may not realize anticipated earnings from an acquisition.

We would incur adverse tax consequences if we fail to qualify as a REIT.

Our cash flow would be reduced if we fail to qualify as a REIT: While we believe that we have qualified since 1990 to be taxed as a REIT, and will continue to be so qualified, we cannot be certain. To continue to qualify as a REIT, we need to satisfy certain requirements under the federal income tax laws relating to our income, assets, distributions to shareholders and shareholder base. In this regard, the share ownership limits in our articles of incorporation do not necessarily ensure that our shareholder base is sufficiently diverse for us to qualify as a REIT. For any year we fail to qualify as a REIT, we would be taxed at regular corporate tax rates on our taxable income unless certain relief provisions apply. Taxes would reduce our cash available for distributions to shareholders or for reinvestment, which could adversely affect us and our shareholders. Also we would not be allowed to elect REIT status for five years after we fail to qualify unless certain relief provisions apply.

We may need to borrow funds to meet our REIT distribution requirements: To qualify as a REIT, we must generally distribute to our shareholders 90% of our taxable income. Our income consists primarily of our share of our Operating Partnership's income. We intend to make sufficient distributions to qualify as a REIT and otherwise avoid corporate tax. However, differences in timing between income and expenses and the need to make nondeductible expenditures such as capital improvements and principal payments on debt could force us to borrow funds to make necessary shareholder distributions.

Subsequent to December 31, 2015, the Board increased its quarterly dividend from \$0.60 per common share to \$0.75 per common share, increasing quarterly distributions by \$5.2 million per quarter.

During the three months ended September 30, 2015, the Board increased its quarterly dividend from \$0.50 per common share to \$0.60 per common share, increasing quarterly distributions by \$3.5 million per quarter.

During 2014, the Company sold a combined total of 1.9 million square feet along with some parcels of land in Beaverton, Oregon and Phoenix, Arizona. Absent a special distribution in excess of our normal, recurring quarterly dividend, the Company would have had taxable income in excess of distributions resulting in federal income tax at the corporate level. To qualify for the dividends paid deduction for tax purposes and minimize this potential tax, on December 30, 2014, the Company paid a one-time special cash dividend of \$2.75 per common share ("Special Cash Dividend") along with the fourth quarter 2014 regular dividend of \$0.50 per common share. Holders of common partnership units of the Operating Partnership also received the same distribution on December 30, 2014.

The Board will continue to evaluate our dividend rate in light of our actual and projected taxable income, liquidity requirements and other circumstances, and there can be no assurance that the future dividends declared by our Board will not differ materially.

PS has significant influence over us.

As of December 31, 2015, PS owned 7.2 million shares of the Company's common stock and 7.3 million common units of the Operating Partnership (100.0% of the common units not owned by the Company). Assuming issuance of the Company's common stock upon redemption of its partnership units, PS would own 42.1% (or 14.5 million shares) of the outstanding shares of the Company's common stock at December 31, 2015. In addition, the PS Business Parks name and logo are owned by PS and licensed to the Company under a non-exclusive, royalty-free license agreement. The license can be terminated by either party for any reason with six months written notice. Ronald L. Havner, Jr., the Company's chairman, is also Chairman of the Board, Chief Executive Officer and President of PS. Gary E. Pruitt, an independent director of the Company is also a trustee of PS. Consequently, PS has the ability to significantly influence all matters submitted to a vote of our shareholders, including electing directors, changing our articles of incorporation, dissolving and approving other extraordinary transactions such as mergers, and all matters requiring the consent of the limited partners of the Operating Partnership. PS's interest in such matters may differ from other shareholders. In addition, PS's ownership may make it more difficult for another party to take over our Company without PS's approval.

Table of Contents

Provisions in our organizational documents may prevent changes in control.

Our articles generally prohibit any person from owning more than 7% of our shares: Our articles of incorporation restrict the number of shares that may be owned by any “person,” and the partnership agreement of our Operating Partnership contains an anti-takeover provision. No shareholder (other than PS and certain other specified shareholders) may own more than 7% of the outstanding shares of our common stock, unless our Board waives this limitation. We imposed this limitation to avoid, to the extent possible, a concentration of ownership that might jeopardize our ability to qualify as a REIT. This limitation, however, also makes a change of control much more difficult (if not impossible) even if it may be favorable to our public shareholders. These provisions will prevent future takeover attempts not supported by PS even if a majority of our public shareholders consider it to be in their best interests as they would receive a premium for their shares over market value or for other reasons.

Our Board can set the terms of certain securities without shareholder approval: Our Board is authorized, without shareholder approval, to issue up to 50.0 million shares of preferred stock and up to 100.0 million shares of equity stock, in each case in one or more series. Our Board has the right to set the terms of each of these series of stock. Consequently, the Board could set the terms of a series of stock that could make it difficult (if not impossible) for another party to take over our Company even if it might be favorable to our public shareholders. Our articles of incorporation also contain other provisions that could have the same effect. We can also cause our Operating Partnership to issue additional interests for cash or in exchange for property.

The partnership agreement of our Operating Partnership restricts mergers: The partnership agreement of our Operating Partnership generally provides that we may not merge or engage in a similar transaction unless the limited partners of our Operating Partnership are entitled to receive the same proportionate payments as our shareholders. In addition, we have agreed not to merge unless the merger would have been approved had the limited partners been able to vote together with our shareholders, which has the effect of increasing PS’s influence over us due to PS’s ownership of operating partnership units. These provisions may make it more difficult for us to merge with another entity.

The interests of limited partners of our Operating Partnership may conflict with the interests of our common stockholders.

Limited partners of our Operating Partnership, including PS, have the right to vote on certain changes to the partnership agreement. They may vote in a way that is against the interests of our shareholders. Also, as general partner of our Operating Partnership, we are required to protect the interests of the limited partners of the Operating Partnership. The interests of the limited partners and of our shareholders may differ.

We depend on external sources of capital to grow our Company.

We are generally required under the Code to distribute at least 90% of our taxable income. Because of this distribution requirement, we may not be able to fund future capital needs, including any necessary building and tenant improvements, from operating cash flow. Consequently, we may need to rely on third-party sources of capital to fund our capital needs. We may not be able to obtain the financing on favorable terms or at all. Access to third-party sources of capital depends, in part, on general market conditions, the market's perception of our growth potential, our current and expected future earnings, our cash flow, and the market price per share of our common stock. If we cannot obtain capital from third-party sources, we may not be able to acquire properties when strategic opportunities exist, satisfy any debt service obligations, or make cash distributions to shareholders.

We are subject to laws and governmental regulations and actions that affect our operating results and financial condition.

Our business is subject to regulation under a wide variety of U.S. federal, state and local laws, regulations and policies including those imposed by the SEC, the Sarbanes-Oxley Act of 2002, the Dodd-Frank Wall Street Reform and Consumer Protection Act and the New York Stock Exchange (the "NYSE"), as well as applicable labor laws. Although we have policies and procedures designed to comply with applicable laws and regulations, failure to comply with the various laws and regulations may result in civil and criminal liability, fines and penalties, increased costs of compliance and restatement of our financial statements.

Table of Contents

There can also be no assurance that, in response to current economic conditions or the current political environment or otherwise, laws and regulations will not be implemented or changed in ways that adversely affect our operating results and financial condition, such as recently adopted legislation that expands health care coverage costs or facilitates union activity or federal legislative proposals to otherwise increase operating costs.

Terrorist attacks and the possibility of wider armed conflict may have an adverse impact on our business and operating results and could decrease the value of our assets.

Terrorist attacks and other acts of violence or war could have a material adverse impact on our business and operating results. There can be no assurance that there will not be further terrorist attacks against the U.S. Attacks or armed conflicts that directly impact one or more of our properties could significantly affect our ability to operate those properties and thereby impair our operating results. Further, we may not have insurance coverage for losses caused by a terrorist attack. Such insurance may not be available, or if it is available and we decide to obtain such terrorist coverage, the cost for the insurance may be significant in relationship to the risk overall. In addition, the adverse effects that such violent acts and threats of future attacks could have on the U.S. economy could similarly have a material adverse effect on our business and results of operations. Finally, further terrorist acts could cause the U.S. to enter into a wider armed conflict, which could further impact our business and operating results.

Holder of depositary shares, each representing 1/1,000 of a share of our outstanding preferred stock, have dividend, liquidation and other rights that are senior to the rights of the holders of shares of our common stock.

Our shares of preferred stock are entitled to cumulative dividends before any dividends may be declared or set aside on our common stock. Upon our voluntary or involuntary liquidation, dissolution or winding up, before any payment is made to holders of our common stock, shares of our preferred stock are entitled to receive a liquidation preference of \$25,000 per share (or \$25.00 per depositary share) plus any accrued and unpaid distributions. This will reduce the remaining amount of our assets, if any, available to distribute to holders of our common stock. In addition, our preferred stockholders have the right to elect two additional directors to our Board whenever dividends are in arrears in an aggregate amount equivalent to six or more quarterly dividends, whether or not consecutive.

Future issuances by us of shares of our common stock may be dilutive to existing stockholders, and future sales of shares of our common stock may adversely affect the market price of our common stock.

Sales of substantial amounts of shares of our common stock in the public market (either by us or by PS), or issuances of shares of common stock in connection with redemptions of common units of our Operating Partnership, could adversely affect the market price of our common stock. During the year ended December 31, 2013, the Company completed a public offering of its common stock and may seek to engage in such offerings in the future. Offerings of common stock, including by us in connection with portfolio or other property acquisitions or by PS in secondary

offerings, and the issuance of common units of the Operating Partnership in exchange for shares of common stock, could have an adverse effect on the market price of the shares of our common stock.

We rely on technology in our operations and failures, inadequacies or interruptions to our service could harm our business.

The execution of our business strategy is heavily dependent on the use of technologies and systems, including the Internet, to access, store, transmit, deliver and manage information and processes. Although we believe we have taken commercially reasonable steps to protect the security of our systems, there can be no assurance that such security measures will prevent failures, inadequacies or interruptions in system services, or that system security will not be breached. Disruptions in service, system shutdowns and security breaches could have a material adverse effect on our business.

#### ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

15

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Table of Contents

## ITEM 2. PROPERTIES

As of December 31, 2015, the Company owned 99 business parks consisting of a geographically diverse portfolio of 28.0 million rentable square feet of commercial real estate which consists of 14.6 million square feet of flex space, 8.8 million square feet of industrial space and 4.6 million square feet of office space. The weighted average occupancy rate throughout 2015 was 92.8% and the realized rent per square foot was \$14.27.

The following table reflects the geographical diversification of the 99 business parks owned by the Company as of December 31, 2015, the type of the rentable square footage and the weighted average occupancy rates throughout 2015 (except as set forth below, all of the properties are held in fee simple interest) (in thousands, except number of business parks):

| State          | Number of<br>Business<br>Parks | Rentable Square Footage |            |        | Total  | Weighted<br>Average<br>Occupancy<br>Rate |
|----------------|--------------------------------|-------------------------|------------|--------|--------|--|
|                |                                | Flex                    | Industrial | Office |        |  |
| California (1) | 47                             | 5,539                   | 4,618      | 1,076  | 11,233 | 95.1%                                    |
| Texas (2)      | 23                             | 4,611                   | 477        | —      | 5,088  | 88.4%                                    |
| Virginia       | 17                             | 1,947                   | —          | 2,093  | 4,040  | 91.6%                                    |
| Florida        | 3                              | 1,074                   | 2,780      | 12     | 3,866  | 93.9%                                    |
| Maryland       | 6                              | 970                     | —          | 1,382  | 2,352  | 89.6%                                    |
| Washington     | 3                              | 411                     | 951        | 28     | 1,390  | 96.8%                                    |
| Total          | 99                             | 14,552                  | 8,826      | 4,591  | 27,969 | 92.8%                                    |

(1) The Company has 4.8 million square feet in California that serves as collateral to a mortgage note payable. For more information, see Note 7 to the consolidated financial statements included in this Form 10-K.

(2) The Company owns two properties comprising of 232,000 square feet that are subject to ground leases in Las Colinas, Texas, expiring in 2019 and 2020, each with one 10-year extension option.

While we currently anticipate that each of the properties listed above will continue to be used for its current purpose. Management will from time to time evaluate its properties from a highest and best use perspective. Competition exists in each of the market areas in which these properties are located.

The Company renovates its properties in connection with the re-leasing of space to tenants and expects that it will fund the costs of such renovations from rental income. From time to time the Company may identify higher and better



use of its assets. The Company has risks that tenants will default on leases and declare bankruptcy. Management believes these risks are mitigated through the Company's geographic diversity and diverse tenant base.

The Company evaluates the performance of its business parks primarily based on net operating income ("NOI"). NOI is defined by the Company as rental income as defined by GAAP less cost of operations as defined by GAAP, excluding depreciation and amortization. The Company uses NOI and its components as a measurement of the performance of its commercial real estate. Management believes that these financial measures provide them, as well as the investor, the most consistent measurement on a comparative basis of the performance of the commercial real estate and its contribution to the value of the Company. Depreciation and amortization have been excluded from NOI as they are generally not used in determining the value of commercial real estate by management or the investment community. Depreciation and amortization are generally not used in determining value as they consider the historical costs of an asset compared to its current value; therefore, to understand the effect of the assets' historical cost on the Company's results, investors should look at GAAP financial measures, such as total operating costs including depreciation and amortization. The Company's calculation of NOI may not be comparable to those of other companies and should not be used as an alternative to measures of performance calculated in accordance with GAAP. Following the table below, we have reconciled total NOI to net income, which we consider the most directly comparable financial measure calculated in accordance with GAAP. The following information illustrates rental income, cost of operations and NOI generated by the Company's total portfolio in 2015, 2014 and 2013 by state and by property classifications. As a result of acquisitions and dispositions, certain properties were not held for the full year and are reflected as sold assets.

Table of Contents

The Company's calculation of NOI may not be comparable to those of other companies and should not be used as an alternative to measures of performance in accordance with GAAP. In order to provide a meaningful period-to-period comparison, the tables below exclude certain material lease buyout payments noted below and amortization of the Senior Management Long-Term Equity Incentive Plan ("LTEIP") related to field leadership. The tables below also include a reconciliation of NOI to the most comparable amounts based on GAAP (in thousands):

|             | For the Year Ended December 31, 2015 |           |            |            | For the Year Ended December 31, 2014 |           |            |            | For the Year E |
|-------------|--------------------------------------|-----------|------------|------------|--------------------------------------|-----------|------------|------------|----------------|
|             | Flex                                 | Office    | Industrial | Total      | Flex                                 | Office    | Industrial | Total      | Flex           |
| Rental      |                                      |           |            |            |                                      |           |            |            |                |
| Income:     |                                      |           |            |            |                                      |           |            |            |                |
| California  | \$ 76,883                            | \$ 21,658 | \$ 38,917  | \$ 137,458 | \$ 69,606                            | \$ 19,890 | \$ 37,291  | \$ 126,787 | \$ 66,305      |
| Texas       | 50,699                               | —         | 2,684      | 53,383     | 45,881                               | —         | 1,564      | 47,445     | 37,783         |
| Virginia    | 32,249                               | 48,578    | —          | 80,827     | 32,108                               | 49,204    | —          | 81,312     | 33,373         |
| Florida     | 12,677                               | 169       | 22,553     | 35,399     | 12,180                               | 285       | 21,538     | 34,003     | 11,414         |
| Maryland    | 15,390                               | 33,494    | —          | 48,884     | 15,667                               | 33,585    | —          | 49,252     | 15,299         |
| Washington  | 7,516                                | 586       | 6,371      | 14,473     | 6,875                                | 568       | 5,052      | 12,495     | 6,675          |
| Sold assets | 2,711                                | —         | —          | 2,711      | 22,223                               | 2,738     | —          | 24,961     | 26,378         |
| Total       | 198,125                              | 104,485   | 70,525     | 373,135    | 204,540                              | 106,270   | 65,445     | 376,255    | 197,227        |
| Cost of     |                                      |           |            |            |                                      |           |            |            |                |
| Operations: |                                      |           |            |            |                                      |           |            |            |                |
| California  | 22,368                               | 9,234     | 9,523      | 41,125     | 21,701                               | 9,094     | 9,118      | 39,913     | 21,430         |
| Texas       | 18,657                               | —         | 967        | 19,624     | 16,977                               | —         | 431        | 17,408     | 13,034         |
| Virginia    | 9,615                                | 16,199    | —          | 25,814     | 9,483                                | 16,164    | —          | 25,647     | 9,191          |
| Florida     | 4,016                                | 95        | 6,774      | 10,885     | 3,895                                | 120       | 6,491      | 10,506     | 3,810          |
| Maryland    | 5,328                                | 10,806    | —          | 16,134     | 5,709                                | 11,765    | —          | 17,474     | 4,916          |
| Washington  | 2,059                                | 200       | 1,671      | 3,930      | 1,983                                | 202       | 1,652      | 3,837      | 2,048          |
| Sold assets | 1,242                                | —         | —          | 1,242      | 8,823                                | 1,140     | —          | 9,963      | 10,132         |
| Total       | 63,285                               | 36,534    | 18,935     | 118,754    | 68,571                               | 38,485    | 17,692     | 124,748    | 64,561         |
| NOI:        |                                      |           |            |            |                                      |           |            |            |                |
| California  | 54,515                               | 12,424    | 29,394     | 96,333     | 47,905                               | 10,796    | 28,173     | 86,874     | 44,875         |
| Texas       | 32,042                               | —         | 1,717      | 33,759     | 28,904                               | —         | 1,133      | 30,037     | 24,749         |
| Virginia    | 22,634                               | 32,379    | —          | 55,013     | 22,625                               | 33,040    | —          | 55,665     | 24,182         |
| Florida     | 8,661                                | 74        | 15,779     | 24,514     | 8,285                                | 165       | 15,047     | 23,497     | 7,604          |
| Maryland    | 10,062                               | 22,688    | —          | 32,750     | 9,958                                | 21,820    | —          | 31,778     | 10,383         |
| Washington  | 5,457                                | 386       | 4,700      | 10,543     | 4,892                                | 366       | 3,400      | 8,658      | 4,627          |
| Sold assets | 1,469                                | —         | —          | 1,469      | 13,400                               | 1,598     | —          | 14,998     | 16,246         |
| Total       | \$ 134,840                           | \$ 67,951 | \$ 51,590  | \$ 254,381 | \$ 135,969                           | \$ 67,785 | \$ 47,753  | \$ 251,507 | \$ 132,666     |

Table of Contents

The following table reconciles NOI to consolidated net income as determined by GAAP (in thousands):

|  | For The Years Ended December 31, |            |            |
|--|----------------------------------|------------|------------|
|  | 2015                             | 2014       | 2013       |
| Total NOI                              | \$ 254,381                       | \$ 251,507 | \$ 240,922 |
| Other income and (expenses):           |                                  |            |            |
| Lease buyout payments                  | —                                | —          | 2,252      |
| LTEIP amortization:                    |                                  |            |            |
| Cost of operations                     | (2,470)                          | (2,623)    | 1,241      |
| General and administrative             | (5,766)                          | (4,802)    | 2,652      |
| Facility management fees               | 540                              | 660        | 639        |
| Other income and expenses              | (12,740)                         | (13,221)   | (14,681)   |
| Depreciation and amortization          | (105,394)                        | (110,357)  | (108,917)  |
| General and administrative             | (7,816)                          | (8,487)    | (7,110)    |
| Acquisition transaction costs          | —                                | (350)      | (854)      |
| Gain on sale of real estate facilities | 28,235                           | 92,373     | —          |
| Net income                             | \$ 148,970                       | \$ 204,700 | \$ 116,144 |

## Portfolio Information

The table below sets forth information with respect to occupancy and rental rates of the Company's total portfolio for each of the last five years, including discontinued operations:

|                                 | 2015     | 2014     | 2013 (1) | 2012 (1) | 2011(1)  |
|---------------------------------|----------|----------|----------|----------|----------|
| Weighted average occupancy rate | 92.8%    | 91.3%    | 89.9%    | 89.4%    | 89.8%    |
| Realized rent per square foot   | \$ 14.27 | \$ 14.00 | \$ 13.91 | \$ 14.05 | \$ 15.11 |

(1) Excludes certain material lease buyout payments of \$2.3 million, \$1.8 million and \$2.9 million for the years ended December 31, 2013, 2012 and 2011, respectively.

The following table sets forth the lease expirations for all operating assets as of December 31, 2015 (in thousands):

## Lease Expirations as of December 31, 2015

| Year of Lease Expiration | Number of Tenants | Rentable Square Footage Subject to Expiring Leases | Annualized Rental Income Under Expiring Leases | Percent of Annualized Rental Income Represented by Expiring Leases |
|--------------------------|-------------------|--|--|--|
| 2016                     | 2,186             | 5,800  | \$ 83,573                                      | 21.3%  |
| 2017                     | 1,400             | 6,318  | 89,582   | 22.9%  |
| 2018                     | 685               | 4,497  | 67,325   | 17.2%  |
| 2019                     | 265               | 3,613  | 51,350   | 13.1%  |
| 2020                     | 270               | 2,908  | 42,458   | 10.8%  |
| 2021                     | 36                | 1,210  | 17,616   | 4.5%   |
| 2022                     | 33                | 649  | 12,301   | 3.1%   |
| 2023                     | 13                | 403  | 5,945  | 1.5%   |
| 2024                     | 9                 | 330  | 6,054  | 1.6%   |
| 2025                     | 16                | 400  | 9,834  | 2.5%   |
| Thereafter               | 7                 | 218  | 5,938  | 1.5%   |
| Total                    | 4,920             | 26,346   | \$ 391,976                                     | 100.0%   |

Table of Contents

## ITEM 3. LEGAL PROCEEDINGS

We are not presently subject to material litigation nor, to our knowledge, is any material litigation threatened against us, other than routine actions for negligence and other claims and administrative proceedings arising in the ordinary course of business, some of which are expected to be covered by liability insurance or third party indemnifications and all of which collectively are not expected to have a materially adverse effect on our financial condition, results of operations, or liquidity.

## ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

## PART II

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

## Market Price of the Registrant's Common Equity:

The common stock of the Company trades on the NYSE under the symbol PSB. The following table sets forth the high and low sales prices of the common stock on the NYSE for the applicable periods:

| Three Months Ended | Range   |         | Dividends<br>Declared |     |
|--------------------|---------|---------|-----------------------|-----|
|                    | High    | Low     |                       |     |
| March 31, 2014     | \$87.54 | \$74.85 | \$ 0.50               |     |
| June 30, 2014      | \$87.15 | \$80.78 | \$ 0.50               |     |
| September 30, 2014 | \$85.01 | \$74.97 | \$ 0.50               |     |
| December 31, 2014  | \$84.76 | \$75.02 | \$ 3.25               | (1) |
| March 31, 2015     | \$88.92 | \$76.93 | \$ 0.50               |     |
| June 30, 2015      | \$84.25 | \$71.14 | \$ 0.50               |     |

|                    |         |         |         |
|--------------------|---------|---------|---------|
| September 30, 2015 | \$79.95 | \$70.15 | \$ 0.60 |
| December 31, 2015  | \$90.25 | \$77.00 | \$ 0.60 |

(1) Amount includes a \$2.75 per common share special cash dividend.

Holders:

As of February 15, 2016, there were 331 holders of record of the common stock.

Dividends:

Holders of common stock are entitled to receive distributions when, as and if declared by our Board out of any funds legally available for that purpose. The Company is required to distribute at least 90% of its taxable income prior to the filing of the Company's tax return to maintain its REIT status for federal income tax purposes. It is management's intention to pay distributions of not less than these required amounts.

Effective September, 2015, the Board increased its quarterly dividend from \$0.50 per common share to \$0.60 per common share. Subsequent to December 31, 2015, the Board increased its quarterly dividend from \$0.60 per common share to \$0.75 per common share, increasing quarterly distributions by \$5.2 million per quarter.

The Board has established a distribution policy intended to maximize the retention of operating cash flow and distribute the amount required for the Company to maintain its tax status as a REIT.

Table of Contents

Issuer Repurchases of Equity Securities:

The Board previously authorized the repurchase, from time to time, of up to 6.5 million shares of the Company's common stock on the open market or in privately negotiated transactions. During the three months ended December 31, 2015, there were no shares of the Company's common stock repurchased. As of December 31, 2015, the Company has 1,614,721 shares available for repurchase under the program. The program does not expire. Purchases will be made subject to market conditions and other investment opportunities available to the Company.

Securities Authorized for Issuance Under Equity Compensation Plans:

The equity compensation plan information is provided in Item 12, "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters".

Table of Contents

## ITEM 6. SELECTED FINANCIAL DATA

The following sets forth selected consolidated financial and operating information on a historical basis of the Company. The following information should be read in conjunction with the consolidated financial statements and notes thereto of the Company included in this Form 10-K.

|  | For The Years Ended December 31,      |            |            |            |            |
|--|---------------------------------------|------------|------------|------------|------------|
|  | 2015                                  | 2014       | 2013       | 2012       | 2011       |
|  | (In thousands, except per share data) |            |            |            |            |
| Revenues:  |                                       |            |            |            |            |
| Rental income  | \$ 373,135                            | \$ 376,255 | \$ 359,246 | \$ 346,548 | \$ 297,457 |
| Facility management fees                               | 540                                   | 660        | 639        | 649        | 684        |
| Total operating revenues                               | 373,675                               | 376,915    | 359,885    | 347,197    | 298,141    |
| Expenses:  |                                       |            |            |            |            |
| Cost of operations                                     | 121,224                               | 127,371    | 114,831    | 114,108    | 99,917     |
| Depreciation and amortization                          | 105,394                               | 110,357    | 108,917    | 109,398    | 84,391     |
| General and administrative                             | 13,582                                | 13,639     | 5,312      | 8,919      | 9,036      |
| Total operating expenses                               | 240,200                               | 251,367    | 229,060    | 232,425    | 193,344    |
| Other income and (expenses):                           |                                       |            |            |            |            |
| Interest and other income                              | 590                                   | 372        | 1,485      | 241        | 221        |
| Interest and other expenses                            | (13,330)                              | (13,593)   | (16,166)   | (20,618)   | (5,455)    |
| Total other income and (expenses)                      | (12,740)                              | (13,221)   | (14,681)   | (20,377)   | (5,234)    |
| Gain on sale of real estate facilities                 | 28,235                                | 92,373     | —          | —          | —          |
| Income from continuing operations                      | 148,970                               | 204,700    | 116,144    | 94,395     | 99,563     |
| Discontinued operations:                               |                                       |            |            |            |            |
| Income from discontinued operations (1)                | —                                     | —          | —          | 42         | 360        |
| Gain on sale of real estate facilities                 | —                                     | —          | —          | 935        | 2,717      |
| Total discontinued operations                          | —                                     | —          | —          | 977        | 3,077      |
| Net income   | \$ 148,970                            | \$ 204,700 | \$ 116,144 | \$ 95,372  | \$ 102,640 |
| Net income allocation:                                 |                                       |            |            |            |            |
| Net income allocable to noncontrolling interests:      |                                       |            |            |            |            |
| Noncontrolling interests — common units                | \$ 18,495                             | \$ 30,729  | \$ 12,952  | \$ 5,970   | \$ 15,543  |
| Noncontrolling interests — preferred units             | —                                     | —          | —          | 323        | (6,991)    |
| Total net income allocable to noncontrolling interests | 18,495                                | 30,729     | 12,952     | 6,293      | 8,552      |
| Net income allocable to PS Business Parks, Inc.:       |                                       |            |            |            |            |
| Preferred shareholders                                 | 61,885                                | 60,488     | 59,216     | 69,136     | 41,799     |
| Restricted stock unit holders                          | 299                                   | 329        | 125        | 138        | 127        |
| Common shareholders                                    | 68,291                                | 113,154    | 43,851     | 19,805     | 52,162     |
| Total net income allocable to PS Business Parks, Inc.  | 130,475                               | 173,971    | 103,192    | 89,079     | 94,088     |
| Net income   | \$ 148,970                            | \$ 204,700 | \$ 116,144 | \$ 95,372  | \$ 102,640 |





Table of Contents

|   | For The Years Ended December 31,      |              |              |              |              |
|---|---------------------------------------|--------------|--------------|--------------|--------------|
|   | 2015                                  | 2014         | 2013         | 2012         | 2011         |
|   | (In thousands, except per share data) |              |              |              |              |
| Per Common Share:                                   |                                       |              |              |              |              |
| Cash Distributions (2)                              | \$ 2.20                               | \$ 4.75      | \$ 1.76      | \$ 1.76      | \$ 1.76      |
| Net income — basic                                  | \$ 2.53                               | \$ 4.21      | \$ 1.77      | \$ 0.82      | \$ 2.13      |
| Net income — diluted                                | \$ 2.52                               | \$ 4.19      | \$ 1.77      | \$ 0.81      | \$ 2.12      |
| Weighted average common shares — basic              | 26,973                                | 26,899       | 24,732       | 24,234       | 24,516       |
| Weighted average common shares — diluted            | 27,051                                | 27,000       | 24,833       | 24,323       | 24,599       |
| Balance Sheet Data:                                 |                                       |              |              |              |              |
| Total assets  | \$ 2,186,658                          | \$ 2,227,114 | \$ 2,238,559 | \$ 2,151,817 | \$ 2,138,619 |
| Total debt  | \$ 250,000                            | \$ 250,000   | \$ 250,000   | \$ 468,102   | \$ 717,084   |
| Equity:   |                                       |              |              |              |              |
| PS Business Parks, Inc.'s shareholders' equity:     |                                       |              |              |              |              |
| Preferred stock                                     | \$ 920,000                            | \$ 995,000   | \$ 995,000   | \$ 885,000   | \$ 598,546   |
| Common stock  | \$ 740,496                            | \$ 718,281   | \$ 722,941   | \$ 560,689   | \$ 580,659   |
| Noncontrolling interests:                           |                                       |              |              |              |              |
| Preferred units                                     | \$ —                                  | \$ —         | \$ —         | \$ —         | \$ 5,583     |
| Common units  | \$ 200,103                            | \$ 194,928   | \$ 196,699   | \$ 168,572   | \$ 175,807   |
| Other Data:   |                                       |              |              |              |              |
| Net cash provided by operating activities           | \$ 238,072                            | \$ 227,771   | \$ 222,294   | \$ 209,127   | \$ 180,620   |
| Net cash provided by (used in) investing activities | \$ 3,131                              | \$ 113,188   | \$ (172,872) | \$ (105,729) | \$ (337,106) |
| Net cash (used in) provided by financing activities | \$ (204,758)                          | \$ (219,973) | \$ (30,824)  | \$ (95,495)  | \$ 156,400   |
| Square footage owned at the end of period           | 27,969                                | 28,550       | 29,740       | 28,208       | 27,090       |

(1) Prior to the adoption of the new guidance for reporting discontinued operations and disposal of components of an entity, the operating results from assets classified as properties held for disposition prior to December 31, 2013 are included in discontinued operations for the years ended December 31, 2011 through 2013. Subsequent to the adoption, the operating results from assets sold after January 1, 2014 are included in income from continuing operations.

(2) Amount includes a \$2.75 per common share special cash dividend for the year ended December 31, 2014.

Table of Contents

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

The following discussion and analysis of the results of operations and financial condition should be read in conjunction with the selected financial data and the Company's consolidated financial statements and notes thereto included in this Form 10-K.

Overview

All operating metrics discussed in this section as of and for the years ended December 31, 2015, 2014 and 2013 exclude sold assets. Management believes excluding the results of such assets provides the most relevant perspective on the ongoing operations of the Company. Please refer to "Item 15, "Exhibits and Financial Statements Schedules"" for financial metrics that include results from sold assets.

The Company focuses on increasing profitability and cash flow aimed at maximizing shareholder value. The Company strives to maintain high occupancy levels while increasing rental rates and minimizing capital expenditures when market conditions allow, although the Company may decrease rental rates in markets where conditions require. The Company also acquires properties it believes will create long-term value, and from time to time disposes of properties which no longer fit within the Company's strategic objectives. Operating results are driven primarily by income from rental operations and are therefore substantially influenced by demand for rental space within our properties and our markets, which impacts occupancy, rental rates and capital requirements.

During 2015, the Company executed leases comprising 9.5 million square feet of space including 5.9 million square feet of renewals of existing leases and 3.6 million square feet of new leases. Overall, the change in rental rates for the Company continued to improve. See further discussion of operating results below.

Critical Accounting Policies and Estimates:

Our accounting policies are described in Note 2 to the consolidated financial statements included in this Form 10-K. We believe our most critical accounting policies relate to revenue recognition, property acquisitions, allowance for doubtful accounts, impairment of long-lived assets, depreciation, accruals of operating expenses and accruals for contingencies, each of which we discuss below.

Revenue Recognition: The Company must meet four basic criteria before revenue can be recognized: persuasive evidence of an arrangement exists; the delivery has occurred or services have been rendered; the fee is fixed or determinable; and collectability is reasonably assured. All leases are classified as operating leases. Rental income is recognized on a straight-line basis over the terms of the leases. Straight-line rent is recognized for all tenants with contractual fixed increases in rent that are not included on the Company's credit watch list. Deferred rent receivable represents rental revenue recognized on a straight-line basis in excess of billed rents. Reimbursements from tenants for real estate taxes and other recoverable operating expenses are recognized as rental income in the period the applicable costs are incurred. Property management fees are recognized in the period earned.

Property Acquisitions: The purchase price of acquired properties is recorded to land, buildings and improvements (including tenant improvements, unamortized lease commissions, acquired in-place lease values, and tenant relationships, if any) and intangible assets and liabilities associated with the value of above-market and below-market leases based on their respective estimated fair values. Acquisition related costs are expensed as incurred.

In determining the fair value of the tangible assets of the acquired properties, management considers the value of the properties as if vacant as of the acquisition date. Management must make significant assumptions in determining the value of assets acquired and liabilities assumed. Using different assumptions in the recording of the purchase cost of the acquired properties would affect the timing of recognition of the related revenue and expenses. Amounts recorded to land are derived from comparable sales of land within the same region. Amounts recorded to buildings and improvements, tenant improvements and unamortized lease commissions are based on current market replacement costs and other market information.

## Table of Contents

The value recorded to the above-market or below-market in-place lease values of acquired properties is determined based upon the present value (using a discount rate which reflects the risks associated with the acquired leases) of the difference between (i) the contractual rents to be paid pursuant to the in-place leases, and (ii) management's estimate of fair market lease rates for the corresponding in-place leases, measured over a period equal to the remaining non-cancelable term of the lease. The amounts recorded to above-market or below-market leases are included in other assets or other liabilities in the accompanying consolidated balance sheets and are amortized on a straight-line basis as an increase or reduction of rental income over the remaining non-cancelable term of the respective leases.

**Allowance for Doubtful Accounts:** Rental revenue from our tenants is our principal source of revenue. Tenant receivables consist primarily of amounts due for contractual lease payments, reimbursements of common area maintenance expenses, property taxes and other expenses recoverable from tenants. Deferred rent receivable represents the amount that the cumulative straight-line rental income recorded to date exceeds cash rents billed to date under the lease agreement. We monitor the collectability of our receivable balances including the deferred rent receivable on an ongoing basis. Based on these reviews, we maintain an allowance for doubtful accounts for estimated losses resulting from the possible inability of our tenants to make required rent payments to us. Tenant receivables and deferred rent receivable are carried net of the allowances for uncollectible tenant receivables and deferred rent. Determination of the adequacy of these allowances requires significant judgments and estimates, and our evaluation of the adequacy of the allowance for uncollectible current tenant receivables and deferred rent receivable are performed using a methodology that incorporates specific identification, aging analysis, an overall evaluation of the historical loss trends and the current economic and business environment.

**Impairment of Long-Lived Assets:** The Company evaluates a property for potential impairment whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. On a quarterly basis, we evaluate our entire portfolio for impairment based on current operating information. In the event that these periodic assessments reflect that the carrying amount of a property exceeds the sum of the undiscounted cash flows (excluding interest) that are expected to result from the use and eventual disposition of the property, the Company would recognize an impairment loss to the extent the carrying amount exceeded the estimated fair value of the property. The estimation of expected future net cash flows is inherently uncertain and relies on subjective assumptions dependent upon future and current market conditions and events that affect the ultimate value of the property. Management must make assumptions related to the property such as future rental rates, tenant allowances, operating expenditures, property taxes, capital improvements, occupancy levels and the estimated proceeds generated from the future sale of the property. These assumptions could differ materially from actual results in future periods. Our intent to hold properties over the long-term directly decreases the likelihood of recording an impairment loss. If our strategy changes or if market conditions otherwise dictate an earlier sale date, an impairment loss could be recognized, and such loss could be material.

**Depreciation:** We compute depreciation on our buildings and improvements using the straight-line method based on estimated useful lives generally ranging from five to 30 years. A significant portion of the acquisition cost of each property is recorded to building and building components. The recording of the acquisition cost to building and building components, as well as the determination of their useful lives, are based on estimates. If we do not appropriately record to these components or we incorrectly estimate the useful lives of these components, our computation of depreciation expense may not appropriately reflect the actual impact of these costs over future periods, which will affect net income. In addition, the net book value of real estate assets could be overstated or understated.

The statement of cash flows, however, would not be affected.

**Accruals of Operating Expenses:** The Company accrues for property tax expenses, performance bonuses and other operating expenses each quarter based on historical trends and anticipated disbursements. If these estimates are incorrect, the timing and amount of expense recognized will be affected.

**Accruals for Contingencies:** The Company is exposed to business and legal liability risks with respect to events that may have occurred, but in accordance with GAAP has not accrued for such potential liabilities because the loss is either not probable or not estimable. Future events could result in such potential losses becoming probable and estimable, which could have a material adverse impact on our financial condition or results of operations.

Table of Contents

Effect of Economic Conditions on the Company's Operations: During 2015, most markets continued to reflect favorable conditions allowing for improving occupancy and rental rates. With the exception of the Virginia and Maryland markets, new rental rates for the Company improved over expiring rental rates on executed leases as economic conditions remained healthy. The Virginia and Maryland markets continue to experience soft market conditions as evidenced by continued pressure on rental rates. In these markets, rental rates on new and renewed leases declined 6.2% and 9.6%, respectively, over expiring rents for the year ended December 31, 2015. Given lease expirations of 1.0 million square feet in Virginia and 590,000 square feet in Maryland through December 31, 2016, the Company may continue to experience a decrease in rental income in these markets.

Tenant Credit Risk: The Company historically has experienced a low level of write-offs of uncollectable rents, but there is inherent uncertainty in a tenant's ability to continue paying rent and meet its full lease obligation. The table below summarizes the impact to the Company from tenants' inability to pay rent or continue to meet their lease obligations (in thousands):

|   | For The Years Ended<br>December 31, |          |          |
|---|-------------------------------------|----------|----------|
|   | 2015                                | 2014     | 2013     |
| Annual write-offs of uncollectible rent   | \$ 919                              | \$ 1,101 | \$ 955   |
| Annual write-offs as a percentage of rental income  | 0.2%                                | 0.3%     | 0.3%     |
| Square footage of leases terminated prior to their scheduled expiration due to business failures/bankruptcies                                 | 473                                 | 362      | 431      |
| Accelerated depreciation and amortization related to unamortized tenant improvements and lease commissions associated with early terminations | \$ 539                              | \$ 460   | \$ 2,071 |

As of February 15, 2016, the Company had 54,000 square feet of leased space occupied by six tenants that are protected by Chapter 11 of the U.S. Bankruptcy Code. From time to time, tenants contact us, requesting early termination of their lease, reductions in space under lease, or rent deferment or abatement. At this time, the Company cannot anticipate what impact, if any, the ultimate outcome of these discussions will have on our future operating results.

Company Performance and Effect of Economic Conditions on Primary Markets: During the year ended December 31, 2015, initial rental rates on new and renewed leases within the Company's total portfolio increased 4.4% over expiring rents, a significant improvement from the year ended December 31, 2014, in which initial rental rates on new and renewed leases increased by 0.5%. The Company's Same Park (defined below) occupancy rate at December 31, 2015 was 94.9%, compared to 93.5% at December 31, 2014. The Company's total portfolio occupancy rate at December 31, 2015 was 94.8%, compared to 92.4% at December 31, 2014. The Company's operations are concentrated in eight regions. Each of the eight regions in which the Company owns assets is subject to its own unique market influences. See "Supplemental Property Data and Trends" below for more information on regional operating data.

Effect of Acquisitions, Development and Dispositions of Properties on the Company's Operations: The Company is focused on growing its operations by looking for opportunities to expand its presence in existing and new markets through strategic acquisitions that meet the Company's focus on multi-tenant flex, industrial and office parks in markets where it has or may obtain a substantial market presence. The Company may also from time to time dispose of assets based on market conditions.

25

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Table of Contents

The Company made no acquisitions in 2015. As of December 31, 2015, the blended occupancy rate of the nine assets comprising 2.2 million square feet acquired during 2013 and 2014, Non-Same Park (defined below) was 93.9% compared to a blended occupancy rate of 66.1% at the time of acquisition. As of December 31, 2015, the Company had 135,000 square feet of vacant space spread over these acquisitions, which we believe provides the Company with the opportunity to generate additional rental income given that the Company's Same Park assets in these same submarkets have a weighted average occupancy of 95.5% at December 31, 2015. The table below contains the assets acquired from 2013 to 2014 (dollars and square feet in thousands):

| Property                      | Date Acquired  | Location              | Purchase Price | Square Feet | Occupancy at Acquisition | Occupancy at December 31, 2015 |
|-------------------------------|----------------|-----------------------|----------------|-------------|--------------------------|--------------------------------|
| Charcot Business Park II      | December, 2014 | San Jose, California  | \$ 16,000      | 119         | 96.7%                    | 100.0%                         |
| McNeil 1                      | November, 2014 | Austin, Texas         | 10,550         | 246         | 53.3%                    | 100.0%                         |
| Springlake Business Center II | August, 2014   | Dallas, Texas         | 5,148          | 145         | 35.4%                    | 88.2%                          |
| Arapaho Business Park 9       | July, 2014     | Dallas, Texas         | 1,134          | 19          | 100.0%                   | 100.0%                         |
| MICC — Center 23              | July, 2014     | Miami, Florida        | 12,725         | 149         | 0.0%                     | 100.0%                         |
| Bayshore Corporate Center     | December, 2013 | San Mateo, California | 60,500         | 340         | 81.8%                    | 94.2%                          |
| Valwood Business Park         | November, 2013 | Dallas, Texas         | 12,425         | 245         | 83.5%                    | 90.0%                          |
| Dallas Flex Portfolio         | October, 2013  | Dallas, Texas         | 27,900         | 559         | 72.1%                    | 95.8%                          |
| Arapaho Business Park         | July, 2013     | Dallas, Texas         | 14,750         | 389         | 66.5%                    | 87.3%                          |
| Total                         |                |                       | \$ 161,132     | 2,211       | 66.1%                    | 93.9%                          |

During 2015, the Company sold four business parks aggregating 492,000 square feet in non-strategic markets for net proceeds of \$41.2 million, which resulted in a gain of \$23.4 million. Additionally, as part of an eminent domain process, the Company sold five buildings, aggregating 82,000 square feet, at the Company's Overlake Business Park located in Redmond, Washington, for \$13.9 million, which resulted in a gain of \$4.8 million. With these sales the Company has completed its stated objective of exiting non-strategic markets in Sacramento, California, Oregon and Arizona.

During 2014, the Company sold five business parks aggregating 1.9 million square feet and 11.5 acres of land in non-strategic markets, including Portland, Oregon and Phoenix, Arizona, for net proceeds of \$212.2 million, which resulted in a gain of \$92.4 million.

In 2013, the Company entered into a joint venture, in which it will maintain a 95.0% economic interest, with an unrelated real estate development company for the purpose of developing a 395-unit multi-family building, to be known as Highgate, located within the Company's Westpark Business Park in Tysons, Virginia. The Company contributed a five-acre site on which the multi-family project will be developed, along with capitalized improvements, to the Joint Venture on October 5, 2015. Subsequent to the contribution date, demolition, site preparation and construction commenced and is expected to be completed in late 2017. The total development costs for the Joint Venture, including a land value of \$27.0 million, are estimated to be \$117.2 million. As of December 31, 2015, the Company's investment in unconsolidated joint venture was \$26.7 million.

**Scheduled Lease Expirations:** In addition to the 1.4 million square feet, or 5.2%, of space available in our total portfolio as of December 31, 2015, 2,186 leases representing 22.0% of the leased square footage of our total portfolio, or 21.3% of annualized rental income, are scheduled to expire in 2016. Our ability to re-lease available space will depend upon market conditions in the specific submarkets in which our properties are located. As a result, we cannot predict with certainty the rate at which expiring leases will be re-leased.

**Impact of Inflation:** Although inflation has not been significant in recent years, it remains a potential factor in our economy, and the Company continues to seek ways to mitigate its potential impact. A substantial portion of the Company's leases require tenants to pay operating expenses, including real estate taxes, utilities, and insurance, as well as increases in common area expenses, partially reducing the Company's exposure to inflation.

Table of Contents

Concentration of Portfolio by Region: The table below reflects the Company's square footage based on regional concentration as of December 31, 2015. As part of the table below, we have reconciled total NOI to net income (in thousands):

| Region              | Square Footage | Percent of Square Footage | 2015 NOI   | Percent of NOI |
|---------------------|----------------|---------------------------|------------|----------------|
| California          |                |                           |            |                |
| Northern California | 7,245          | 25.9%                     | \$ 56,509  | 22.3%          |
| Southern California | 3,988          | 14.3%                     | 39,824     | 15.7%          |
| Texas               |                |                           |            |                |
| Northern Texas      | 3,125          | 11.2%                     | 19,490     | 7.7%           |
| Southern Texas      | 1,963          | 7.0%                      | 14,269     | 5.6%           |
| Virginia            | 4,040          | 14.4%                     | 55,013     | 21.8%          |
| Florida             | 3,866          | 13.8%                     | 24,514     | 9.7%           |
| Maryland            | 2,352          | 8.4%                      | 32,750     | 13.0%          |
| Washington          | 1,390          | 5.0%                      | 10,543     | 4.2%           |
| Total               | 27,969         | 100.0%                    | \$ 252,912 | 100.0%         |

## Reconciliation of NOI to net income

|  |            |
|--|------------|
| Total NOI                              | \$ 252,912 |
| Other income and (expenses):           |            |
| NOI from sold assets                   | 1,469      |
| 2014 LTEIP amortization:               |            |
| Cost of operations                     | (2,470)    |
| General and administrative             | (5,766)    |
| Facility management fees               | 540        |
| Interest and other income              | 590        |
| Interest and other expenses            | (13,330)   |
| Depreciation and amortization          | (105,394)  |
| General and administrative             | (7,816)    |
| Gain on sale of real estate facilities | 28,235     |
| Net income                             | \$ 148,970 |

Table of Contents

Concentration of Credit Risk by Industry: The information below depicts the industry concentration of our tenant base as of December 31, 2015. The Company analyzes this concentration to minimize significant industry exposure risk.

| Industry  | Percent of Annualized Rental Income |
|---|-------------------------------------|
| Business services                                     | 17.9%                               |
| Computer hardware, software and related services      | 10.6%                               |
| Warehouse, distribution, transportation and logistics | 10.0%                               |
| Government  | 9.8%                                |
| Health services                                       | 9.5%                                |
| Retail, food, and automotive                          | 7.5%                                |
| Engineering and construction                          | 6.7%                                |
| Insurance and financial services                      | 4.4%                                |
| Home furnishings                                      | 3.1%                                |
| Electronics   | 2.9%                                |
| Aerospace/defense products and services               | 2.7%                                |
| Communications  | 2.2%                                |
| Educational services                                  | 1.8%                                |
| Other   | 10.9%                               |
| Total   | 100.0%                              |

The information below depicts the Company's top 10 customers by annualized rental income as of December 31, 2015 (in thousands):

| Tenants                     | Square Footage | Annualized Rental Income (1) | Percent of Annualized Rental Income |
|-----------------------------|----------------|------------------------------|-------------------------------------|
| US Government               | 842            | \$ 20,307                    | 5.3%                                |
| Lockheed Martin Corporation | 168            | 4,431                        | 1.2%                                |
| Kaiser Permanente           | 199            | 4,181                        | 1.1%                                |
| Keeco, LLC                  | 460            | 3,385                        | 0.9%                                |
| Luminex Corporation         | 185            | 3,234                        | 0.9%                                |
| MAXIMUS, Inc.               | 102            | 2,006                        | 0.5%                                |
| Investorplace Media, LLC    | 46             | 1,741                        | 0.5%                                |
| KZ Kitchen Cabinet & Stone  | 181            | 1,728                        | 0.5%                                |
| Inova Health Care Services  | 63             | 1,701                        | 0.4%                                |
| Raytheon                    | 78             | 1,653                        | 0.4%                                |
| Total                       | 2,324          | \$ 44,367                    | 11.7%                               |

- (1) For leases expiring prior to December 31, 2016, annualized rental income represents income to be received under existing leases from January 1, 2016 through the date of expiration.

#### Comparison of 2015 to 2014

Results of Operations: Net income for the year ended December 31, 2015 was \$149.0 million compared to \$204.7 million for the year ended December 31, 2014. Net income allocable to common shareholders for the year ended December 31, 2015 was \$68.3 million compared to \$113.2 million for the year ended December 31, 2014. Net income per common share on a diluted basis was \$2.52 for the year ended December 31, 2015 compared to \$4.19 for the year ended December 31, 2014 (based on weighted average diluted common shares outstanding of 27,051,000 and 27,000,000, respectively). The decrease in net income allocable to common shareholders was primarily due to higher gain on sale of assets reported in 2014 (gain on sale of real estate facilities was \$28.2 million in 2015 compared to \$92.4 million in 2014).

Table of Contents

Effective March, 2014, the Company entered into a performance-based restricted stock unit program, the Senior Management Long-Term Equity Incentive Program for 2014-2017 (“2014 LTEIP”), with certain employees of the Company. Net compensation expense of \$8.2 million and \$7.4 million related to the 2014 LTEIP was recognized for the years ended December 31, 2015 and 2014, respectively.

To present comparative results, the amortization of 2014 LTEIP reported in either cost of operations (for operations leadership) or general and administrative expenses (for executive management) have been reflected as adjustments in the tables below.

In order to evaluate the performance of the Company’s portfolio over comparable periods, management analyzes the operating performance of properties owned and operated throughout both periods (herein referred to as “Same Park”). The Same Park portfolio includes all operating properties acquired prior to January 1, 2013. Operating properties acquired subsequently are referred to as “Non-Same Park.” For the years ended December 31, 2015 and 2014, the Same Park facilities constitute 25.8 million rentable square feet, representing 92.1% of the 28.0 million square feet in the Company’s total portfolio as of December 31, 2015.

The following table presents the operating results of the Company’s properties for the years ended December 31, 2015 and 2014 in addition to other income and expenses items affecting net income (in thousands, except per square foot data):

|  | For The Years Ended |            |         |
|--|---------------------|------------|---------|
|  | December 31,        |            | Change  |
|  | 2015                | 2014       |         |
| Rental income:                                   |                     |            |         |
| Same Park (25.8 million rentable square feet)    | \$ 345,932          | \$ 335,206 | 3.2%    |
| Non-Same Park (2.2 million rentable square feet) | 24,492              | 16,088     | 52.2%   |
| Total rental income                              | 370,424             | 351,294    | 5.4%    |
| Cost of operations:                              |                     |            |         |
| Same Park  | 108,185             | 107,032    | 1.1%    |
| Non-Same Park                                    | 9,327               | 7,753      | 20.3%   |
| Total cost of operations                         | 117,512             | 114,785    | 2.4%    |
| Net operating income:                            |                     |            |         |
| Same Park  | 237,747             | 228,174    | 4.2%    |
| Non-Same Park                                    | 15,165              | 8,335      | 81.9%   |
| Total net operating income                       | 252,912             | 236,509    | 6.9%    |
| Other income and (expenses):                     |                     |            |         |
| NOI from sold assets (1)                         | 1,469               | 14,998     | (90.2%) |
| 2014 LTEIP amortization:                         |                     |            |         |
| Cost of operations                               | (2,470)             | (2,623)    | (5.8%)  |

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|   |            |            |          |
|---|------------|------------|----------|
| General and administrative                  | (5,766)    | (4,802)    | 20.1%    |
| Facility management fees                    | 540        | 660        | (18.2%)  |
| Other income and expenses                   | (12,740)   | (13,221)   | (3.6%)   |
| Depreciation and amortization               | (105,394)  | (110,357)  | (4.5%)   |
| General and administrative                  | (7,816)    | (8,487)    | (7.9%)   |
| Acquisition transaction costs               | —          | (350)      | (100.0%) |
| Gain on sale of real estate facilities      | 28,235     | 92,373     | (69.4%)  |
| Net income                                  | \$ 148,970 | \$ 204,700 | (27.2%)  |
| Same Park gross margin (2)                  | 68.7%      | 68.1%      | 0.9%     |
| Same Park weighted average occupancy        | 93.5%      | 92.5%      | 1.1%     |
| Non-Same Park weighted average occupancy    | 85.3%      | 73.3%      | 16.4%    |
| Same Park realized rent per square foot (3) | \$ 14.37   | \$ 14.06   | 2.2%     |

(1) Represents NOI from sold assets. These assets generated rental income of \$2.7 million and \$25.0 million for the years ended December 31, 2015 and 2014, respectively. Cost of operations for such assets was \$1.2 million and \$10.0 million for the years ended December 31, 2015 and 2014, respectively.

Table of Contents

- (2) Computed by dividing Same Park NOI by Same Park rental income.  
(3) Represents the annualized Same Park rental income earned per occupied square foot.

Supplemental Property Data and Trends: NOI is summarized for the years ended December 31, 2015 and 2014 by region below. See Item 2, "Properties" above for more information on NOI, including why the Company presents NOI and how the Company uses NOI. The Company's calculation of NOI may not be comparable to those of other companies and should not be used as an alternative to measures of performance calculated in accordance with GAAP.

The following table summarizes the Same Park and Non-Same Park operating results by region for the years ended December 31, 2015 and 2014. In addition, the table reflects the comparative impact on the overall rental income, cost of operations and NOI from properties that have been acquired since January 1, 2013, and the impact of such is included in Non-Same Park facilities in the table below. As part of the table below, we have reconciled total NOI to net income (in thousands):

| Region               | Rental<br>Income<br>December<br>31,<br>2015 | Rental<br>Income<br>December<br>31,<br>2014 | Increase<br>(Decrease) | Cost of<br>Operations<br>December<br>31,<br>2015 | Cost of<br>Operations<br>December<br>31,<br>2014 | Increase<br>(Decrease) | NOI<br>December<br>31,<br>2015 | NOI<br>December<br>31,<br>2014 | Increase<br>(Decrease) |
|----------------------|---|---|------------------------|--|--|------------------------|--------------------------------|--------------------------------|------------------------|
| <b>Same Park</b>     |   |   |                        |  |  |                        |                                |                                |                        |
| Northern California  | \$ 68,611                                   | \$ 64,657                                   | 6.1%                   | \$ 18,691  | \$ 18,014  | 3.8%                   | \$ 49,920                      | \$ 46,643                      | 7.0%                   |
| Southern California  | 58,621                                      | 54,864                                      | 6.8%                   | 18,797   | 19,043   | (1.3%)                 | 39,824                         | 35,821                         | 11.2%                  |
| Northern Texas       | 18,634                                      | 18,666                                      | (0.2%)                 | 6,458  | 6,022  | 7.2%                   | 12,176                         | 12,644                         | (3.7%)                 |
| Southern Texas       | 21,714                                      | 20,040                                      | 8.4%                   | 7,918  | 6,736  | 17.5%                  | 13,796                         | 13,304                         | 3.7%                   |
| Virginia             | 80,827                                      | 81,312                                      | (0.6%)                 | 25,814   | 25,647   | 0.7%                   | 55,013                         | 55,665                         | (1.2%)                 |
| Florida              | 34,168                                      | 33,920                                      | 0.7%                   | 10,443   | 10,259   | 1.8%                   | 23,725                         | 23,661                         | 0.3%                   |
| Maryland             | 48,884                                      | 49,252                                      | (0.7%)                 | 16,134   | 17,474   | (7.7%)                 | 32,750                         | 31,778                         | 3.1%                   |
| Washington           | 14,473                                      | 12,495                                      | 15.8%                  | 3,930  | 3,837  | 2.4%                   | 10,543                         | 8,658                          | 21.8%                  |
| Total Same Park      | 345,932                                     | 335,206                                     | 3.2%                   | 108,185  | 107,032  | 1.1%                   | 237,747                        | 228,174                        | 4.2%                   |
| <b>Non-Same Park</b> |   |   |                        |  |  |                        |                                |                                |                        |
| Northern California  | 10,226                                      | 7,266                                       | 40.7%                  | 3,637  | 2,856  | 27.3%                  | 6,589                          | 4,410                          | 49.4%                  |
| Northern Texas       | 11,941                                      | 8,667                                       | 37.8%                  | 4,627  | 4,578  | 1.1%                   | 7,314                          | 4,089                          | 78.9%                  |
|                      | 1,094                                       | 72  | 1,419.4%               | 621  | 72   | 762.5%                 | 473                            | —                              | 100.0%                 |



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|                |            |            |          |            |            |       |            |            |          |
|----------------|------------|------------|----------|------------|------------|-------|------------|------------|----------|
| Southern Texas |            |            |          |            |            |       |            |            |          |
| Florida        | 1,231      | 83         | 1,383.1% | 442        | 247        | 78.9% | 789        | (164)      | (581.1%) |
| Total          |            |            |          |            |            |       |            |            |          |
| Non-Same Park  | 24,492     | 16,088     | 52.2%    | 9,327      | 7,753      | 20.3% | 15,165     | 8,335      | 81.9%    |
| Total          | \$ 370,424 | \$ 351,294 | 5.4%     | \$ 117,512 | \$ 114,785 | 2.4%  | \$ 252,912 | \$ 236,509 | 6.9%     |

Reconciliation of NOI to net income

|  |  |  |  |  |  |  |            |            |          |
|--|--|--|--|--|--|--|------------|------------|----------|
| Total NOI                              |  |  |  |  |  |  | \$ 252,912 | \$ 236,509 | 6.9%     |
| Other income and (expenses):           |  |  |  |  |  |  |            |            |          |
| NOI from sold assets                   |  |  |  |  |  |  | 1,469      | 14,998     | (90.2%)  |
| 2014 LTEIP amortization:               |  |  |  |  |  |  |            |            |          |
| Cost of operations                     |  |  |  |  |  |  | (2,470)    | (2,623)    | (5.8%)   |
| General and administrative             |  |  |  |  |  |  | (5,766)    | (4,802)    | 20.1%    |
| Facility management fees               |  |  |  |  |  |  | 540        | 660        | (18.2%)  |
| Other income and expenses              |  |  |  |  |  |  | (12,740)   | (13,221)   | (3.6%)   |
| Depreciation and amortization          |  |  |  |  |  |  | (105,394)  | (110,357)  | (4.5%)   |
| General and administrative             |  |  |  |  |  |  | (7,816)    | (8,487)    | (7.9%)   |
| Acquisition transaction costs          |  |  |  |  |  |  | —          | (350)      | (100.0%) |
| Gain on sale of real estate facilities |  |  |  |  |  |  | 28,235     | 92,373     | (69.4%)  |
| Net income                             |  |  |  |  |  |  | \$ 148,970 | \$ 204,700 | (27.2%)  |

The following table summarizes Same Park weighted average occupancy rates and realized rent per square foot by region for the years ended December 31, 2015 and 2014.

| Region              | Weighted Average Occupancy Rates |       |        | Realized Rent Per Square Foot |          |        |
|---------------------|----------------------------------|-------|--------|-------------------------------|----------|--------|
|                     | 2015                             | 2014  | Change | 2015                          | 2014     | Change |
| Northern California | 96.4%                            | 95.0% | 1.5%   | \$ 10.49                      | \$ 10.04 | 4.5%   |
| Southern California | 93.7%                            | 92.4% | 1.4%   | \$ 15.69                      | \$ 14.89 | 5.4%   |
| Northern Texas      | 88.4%                            | 90.7% | (2.5%) | \$ 11.92                      | \$ 11.63 | 2.5%   |
| Southern Texas      | 93.0%                            | 94.8% | (1.9%) | \$ 13.60                      | \$ 12.31 | 10.5%  |
| Virginia            | 91.6%                            | 90.3% | 1.4%   | \$ 21.84                      | \$ 22.29 | (2.0%) |
| Florida             | 93.7%                            | 95.9% | (2.3%) | \$ 9.81                       | \$ 9.51  | 3.2%   |

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|                 |       |       |       |          |          |        |
|-----------------|-------|-------|-------|----------|----------|--------|
| Maryland        | 89.6% | 87.8% | 2.1%  | \$ 23.19 | \$ 23.86 | (2.8%) |
| Washington      | 96.8% | 85.8% | 12.8% | \$ 10.76 | \$ 10.42 | 3.3%   |
| Total Same Park | 93.5% | 92.5% | 1.1%  | \$ 14.37 | \$ 14.06 | 2.2%   |

30

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Table of Contents

**Rental Income:** Rental income increased \$19.1 million from \$351.3 million for the year ended December 31, 2014 to \$370.4 million for the year ended December 31, 2015 as a result of an increase from the Same Park portfolio of \$10.7 million, or 3.2%, combined with an \$8.4 million increase from Non-Same Park facilities. The Same Park increase was due to increases in occupancy and rental rates, while the Non-Same Park increase was due to a combination of an increase in occupancy and the acquisition of additional parks during the latter half of 2014. Including the sold assets, rental income was \$373.1 million and \$376.3 million for the years ended December 31, 2015 and 2014, respectively.

**Facility Management Fees:** Facility management fees, derived from PS, account for a small portion of the Company's revenues. During the year ended December 31, 2015, \$540,000 of revenue was recognized from facility management fees compared to \$660,000 for the year ended December 31, 2014. The decrease resulted from a reduction in total square footage managed on behalf of PS.

**Cost of Operations:** Cost of operations increased \$2.7 million, or 2.4%, from \$114.8 million for the year ended December 31, 2014 to \$117.5 million for the year ended December 31, 2015 as a result of an increase in the Non-Same Park facilities of \$1.6 million, combined with an increase in the Same Park portfolio of \$1.2 million, or 1.1%. The increase in Same Park cost of operations was a result of increases in repairs and maintenance costs and property taxes driven by higher assessed values partially offset by lower utility costs. Including the 2014 LTEIP amortization and sold assets, cost of operations was \$121.2 million and \$127.4 million for the years ended December 31, 2015 and 2014, respectively.

**Depreciation and Amortization Expense:** Depreciation and amortization expense was \$105.4 million for the year ended December 31, 2015 compared to \$110.4 million for the year ended December 31, 2014. The decrease in depreciation and amortization expense was due to the disposition of assets, partially offset by 2014 acquisitions.

**General and Administrative Expenses:** For the year ended December 31, 2015, general and administrative expenses decreased \$671,000, or 7.9%, over 2014 as a result of non-cash expense of \$840,000 relating to adjustments made to outstanding stock options in December, 2014 in connection with the Special Cash Dividend, as well as an adjustment to shares to be granted to directors upon retirement in 2014. Including the 2014 LTEIP amortization and acquisition transaction costs, for the year ended December 31, 2015, general and administrative expenses decreased \$57,000, or 0.4%, over 2014.

**Gain on Sale of Real Estate Facilities:** The Company recorded a combined gain of \$28.2 million and \$92.4 million for the years ended December 31, 2015 and 2014, respectively, related to the sales noted on page 60.

**Net Income Allocable to Noncontrolling Interests:** Net income allocable to noncontrolling interests reflects the net income allocable to equity interests in the Operating Partnership that are not owned by the Company. Net income

allocable to noncontrolling interests was \$18.5 million and \$30.7 million of allocated income to common unit holders for the years December 31, 2015 and 2014, respectively. The decrease was primarily due to higher gain on sale of assets reported in 2014 (gain on sale of real estate facilities was \$28.2 million in 2015 compared to \$92.4 million in 2014) partially offset with an increase in NOI.

#### Comparison of 2014 to 2013

Results of Operations: Net income for the year ended December 31, 2014 was \$204.7 million compared to \$116.1 million for the year ended December 31, 2013. Net income allocable to common shareholders for the year ended December 31, 2014 was \$113.2 million compared to \$43.9 million for the year ended December 31, 2013. Net income per common share on a diluted basis was \$4.19 for the year ended December 31, 2014 compared to \$1.77 for the year ended December 31, 2013 (based on weighted average diluted common shares outstanding of 27,000,000 and 24,833,000, respectively). The increase in net income allocable to common shareholders was due to the gain on sale of real estate facilities of \$92.4 million combined with an increase in NOI, offset by an increase in general and administrative expenses resulting primarily from non-cash stock compensation charges (discussed in more detail below and in Note 11 to the consolidated financial statements included in this Form 10-K).

Effective January 1, 2012, the Company entered into a performance-based restricted stock unit program, the Senior Management Long-Term Equity Incentive Program for 2012-2015 ("2012 LTEIP"), with certain employees of the

Table of Contents

Company. While the Company saw improvements in operating metrics and delivered strong total shareholder return over 2012 and 2013, the original targets under the 2012 LTEIP were based on an assumption of a strong economic recovery starting in 2012. Given the pace of the economic recovery during those two years, the targets for 2012 and 2013 were not achieved and management determined in 2013 that it was not probable that the remaining targets under the 2012 LTEIP would be met. As such, the Company stopped recording amortization and recorded a reversal of all 2012 LTEIP amortization previously recorded in 2012 of \$3.9 million during the year ended December 31, 2013.

To present comparative results, the amortization of 2014 LTEIP (discussed under Comparison of 2015 to 2014) and 2013 reversal of 2012 LTEIP reported in either cost of operations (for operations leadership) or general and administrative expenses (for executive management) have been reflected as adjustments in the tables below.

For the years ended December 31, 2014 and 2013, the Same Park facilities constitute 25.8 million rentable square feet, representing 90.2% of the 28.6 million square feet in the Company's portfolio as of December 31, 2014.

The following table presents the operating results of the Company's properties for the years ended December 31, 2014 and 2013 in addition to other income and expenses items affecting net income (in thousands, except per square foot data):

|  | For The Years Ended<br>December 31, |            |          |
|--|-------------------------------------|------------|----------|
|  | 2014                                | 2013       | Change   |
| Rental income:                                   |                                     |            |          |
| Same Park (25.8 million rentable square feet)    | \$ 335,206                          | \$ 324,903 | 3.2%     |
| Non-Same Park (2.2 million rentable square feet) | 16,088                              | 2,121      | 658.5%   |
| Total rental income                              | 351,294                             | 327,024    | 7.4%     |
| Cost of operations:                              |                                     |            |          |
| Same Park  | 107,032                             | 103,341    | 3.6%     |
| Non-Same Park                                    | 7,753                               | 1,105      | 601.6%   |
| Total cost of operations                         | 114,785                             | 104,446    | 9.9%     |
| Net operating income:                            |                                     |            |          |
| Same Park  | 228,174                             | 221,562    | 3.0%     |
| Non-Same Park                                    | 8,335                               | 1,016      | 720.4%   |
| Total net operating income                       | 236,509                             | 222,578    | 6.3%     |
| Other income and (expenses):                     |                                     |            |          |
| NOI from sold assets (1)                         | 14,998                              | 18,344     | (18.2%)  |
| Lease buyout payments (2)                        | —                                   | 2,252      | (100.0%) |
| LTEIP amortization (3):                          |                                     |            |          |
| Cost of operations                               | (2,623)                             | 1,241      | (311.4%) |
| General and administrative                       | (4,802)                             | 2,652      | (281.1%) |
| Facility management fees                         | 660                                 | 639        | 3.3%     |
| Other income and expenses                        | (13,221)                            | (14,681)   | (9.9%)   |

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|   |            |            |         |
|---|------------|------------|---------|
| Depreciation and amortization               | (110,357)  | (108,917)  | 1.3%    |
| General and administrative                  | (8,487)    | (7,110)    | 19.4%   |
| Acquisition transaction costs               | (350)      | (854)      | (59.0%) |
| Gain on sale of real estate facilities      | 92,373     | —          | 100.0%  |
| Net income                                  | \$ 204,700 | \$ 116,144 | 76.2%   |
| Same Park gross margin (4)                  | 68.1%      | 68.2%      | (0.1%)  |
| Same Park weighted average occupancy        | 92.5%      | 90.1%      | 2.7%    |
| Non-Same Park weighted average occupancy    | 73.3%      | 70.3%      | 4.3%    |
| Same Park realized rent per square foot (5) | \$ 14.06   | \$ 14.00   | 0.4%    |

(1) Represents NOI from sold assets. These assets generated rental income of \$25.0 million and \$30.0 million for the years ended December 31, 2014 and 2013, respectively. Cost of operations for such assets was \$10.0 million and \$11.6 million for the years ended December 31, 2014 and 2013, respectively.

(2) Represents a material lease buyout payment recorded in the fourth quarter of 2013 associated with a 75,000 square foot lease in Oregon which terminated as of December 31, 2013.

Table of Contents

- (3) Represents the 2014 LTEIP amortization recorded in 2014 and the reversal of the 2012 LTEIP amortization in 2013 of all amounts originally expensed in 2012.
- (4) Computed by dividing Same Park NOI by Same Park rental income.
- (5) Represents the Same Park rental income earned per occupied square foot.

Supplemental Property Data and Trends: NOI is summarized for the years ended December 31, 2014 and 2013 by region below. The Company's calculation of NOI may not be comparable to those of other companies and should not be used as an alternative to measures of performance calculated in accordance with GAAP.

The following table summarizes the Same Park and Non-Same Park operating results by region for the years ended December 31, 2014 and 2013. In addition, the table reflects the comparative impact on the overall rental income, cost of operations and NOI from properties that have been acquired since January 1, 2013, and the impact of such is included in Non-Same Park facilities in the table below. As part of the table below, we have reconciled total NOI to net income (in thousands):

| Region                 | Rental<br>Income<br>December<br>31,<br>2014 | Rental<br>Income<br>December<br>31,<br>2013 | Increase<br>(Decrease) | Cost of<br>Operations<br>December<br>31,<br>2014 | Cost of<br>Operations<br>December<br>31,<br>2013 | Increase<br>(Decrease) | NOI<br>December<br>31,<br>2014 | NOI<br>December<br>31,<br>2013 | Increase<br>(Decrease) |
|------------------------|---|---|------------------------|--|--|------------------------|--------------------------------|--------------------------------|------------------------|
| <b>Same Park</b>       |   |   |                        |  |  |                        |                                |                                |                        |
| Northern California    | \$ 64,657                                   | \$ 60,291                                   | 7.2%                   | \$ 18,014  | \$ 18,080  | (0.4%)                 | \$ 46,643                      | \$ 42,211                      | 10.5%                  |
| Southern California    | 54,864                                      | 53,897                                      | 1.8%                   | 19,043   | 18,128   | 5.0%                   | 35,821                         | 35,769                         | 0.1%                   |
| Northern Texas         | 18,666                                      | 17,963                                      | 3.9%                   | 6,022  | 5,750  | 4.7%                   | 12,644                         | 12,213                         | 3.5%                   |
| Southern Texas         | 20,040                                      | 19,287                                      | 3.9%                   | 6,736  | 6,566  | 2.6%                   | 13,304                         | 12,721                         | 4.6%                   |
| Virginia               | 81,312                                      | 82,315                                      | (1.2%)                 | 25,647   | 25,138   | 2.0%                   | 55,665                         | 57,177                         | (2.6%)                 |
| Florida                | 33,920                                      | 32,296                                      | 5.0%                   | 10,259   | 10,021   | 2.4%                   | 23,661                         | 22,275                         | 6.2%                   |
| Maryland               | 49,252                                      | 48,253                                      | 2.1%                   | 17,474   | 15,815   | 10.5%                  | 31,778                         | 32,438                         | (2.0%)                 |
| Washington             | 12,495                                      | 10,601                                      | 17.9%                  | 3,837  | 3,843  | (0.2%)                 | 8,658                          | 6,758                          | 28.1%                  |
| <b>Total Same Park</b> | <b>335,206</b>                              | <b>324,903</b>                              | <b>3.2%</b>            | <b>107,032</b>                                   | <b>103,341</b>                                   | <b>3.6%</b>            | <b>228,174</b>                 | <b>221,562</b>                 | <b>3.0%</b>            |
| <b>Non-Same Park</b>   |   |   |                        |  |  |                        |                                |                                |                        |
| Northern California    | 7,266                                       | 197   | 3,588.3%               | 2,856  | 100  | 2,756.0%               | 4,410                          | 97                             | 4,446.4%               |
| Northern Texas         | 8,667                                       | 1,924                                       | 350.5%                 | 4,578  | 1,005  | 355.5%                 | 4,089                          | 919                            | 344.9%                 |

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|                     |            |            |        |            |            |        |            |            |          |
|---------------------|------------|------------|--------|------------|------------|--------|------------|------------|----------|
| Southern Texas      | 72         | —          | 100.0% | 72         | —          | 100.0% | —          | —          | 0.0%     |
| Florida             | 83         | —          | 100.0% | 247        | —          | 100.0% | (164)      | —          | (100.0%) |
| Total Non-Same Park | 16,088     | 2,121      | 658.5% | 7,753      | 1,105      | 601.6% | 8,335      | 1,016      | 720.4%   |
| Total               | \$ 351,294 | \$ 327,024 | 7.4%   | \$ 114,785 | \$ 104,446 | 9.9%   | \$ 236,509 | \$ 222,578 | 6.3%     |

Reconciliation of NOI to net income

|  |  |  |  |  |  |  |            |            |          |
|--|--|--|--|--|--|--|------------|------------|----------|
| Total NOI                              |  |  |  |  |  |  | \$ 236,509 | \$ 222,578 | 6.3%     |
| Other income and (expenses):           |  |  |  |  |  |  |            |            |          |
| NOI from sold assets                   |  |  |  |  |  |  | 14,998     | 18,344     | (18.2%)  |
| Lease buyout payments                  |  |  |  |  |  |  | —          | 2,252      | (100.0%) |
| LTEIP amortization:                    |  |  |  |  |  |  |            |            |          |
| Cost of operations                     |  |  |  |  |  |  | (2,623)    | 1,241      | (311.4%) |
| General and administrative             |  |  |  |  |  |  | (4,802)    | 2,652      | (281.1%) |
| Facility management fees               |  |  |  |  |  |  | 660        | 639        | 3.3%     |
| Other income and expenses              |  |  |  |  |  |  | (13,221)   | (14,681)   | (9.9%)   |
| Depreciation and amortization          |  |  |  |  |  |  | (110,357)  | (108,917)  | 1.3%     |
| General and administrative             |  |  |  |  |  |  | (8,487)    | (7,110)    | 19.4%    |
| Acquisition transaction costs          |  |  |  |  |  |  | (350)      | (854)      | (59.0%)  |
| Gain on sale of real estate facilities |  |  |  |  |  |  | 92,373     | —          | 100.0%   |
| Net income                             |  |  |  |  |  |  | \$ 204,700 | \$ 116,144 | 76.2%    |



Table of Contents

The following table summarizes Same Park weighted average occupancy rates and realized rent per square foot by region for the years ended December 31, 2014 and 2013.

| Region              | Weighted Average Occupancy Rates |       |        | Realized Rent Per Square Foot |          |        |
|---------------------|----------------------------------|-------|--------|-------------------------------|----------|--------|
|                     | 2014                             | 2013  | Change | 2014                          | 2013     | Change |
| Northern California | 95.0%                            | 89.3% | 6.4%   | \$ 10.04                      | \$ 9.95  | 0.9%   |
| Southern California | 92.4%                            | 92.3% | 0.1%   | \$ 14.89                      | \$ 14.65 | 1.6%   |
| Northern Texas      | 90.7%                            | 90.2% | 0.6%   | \$ 11.63                      | \$ 11.25 | 3.4%   |
| Southern Texas      | 94.8%                            | 93.4% | 1.5%   | \$ 12.31                      | \$ 12.02 | 2.4%   |
| Virginia            | 90.3%                            | 91.0% | (0.8%) | \$ 22.29                      | \$ 22.38 | (0.4%) |
| Florida             | 95.9%                            | 95.5% | 0.4%   | \$ 9.51                       | \$ 9.10  | 4.5%   |
| Maryland            | 87.8%                            | 87.1% | 0.8%   | \$ 23.86                      | \$ 23.55 | 1.3%   |
| Washington          | 85.8%                            | 70.9% | 21.0%  | \$ 10.42                      | \$ 10.70 | (2.6%) |
| Total Same Park     | 92.5%                            | 90.1% | 2.7%   | \$ 14.06                      | \$ 14.00 | 0.4%   |

**Rental Income:** Rental income increased \$24.3 million from \$327.0 million for the year ended December 31, 2013 to \$351.3 million for the year ended December 31, 2014 as a result of a \$14.0 million increase in rental income from Non-Same Park facilities combined with an increase of \$10.3 million, or 3.2%, from the Same Park portfolio. The Same Park increase was due to an increase in occupancy while the increase in Non-Same Park was due to a combination of an increase in occupancy and the acquisition of additional parks during the latter half of 2013. Including the sold assets and certain material lease buyout payments for the years ended December 31, 2014 and 2013, rental income was \$376.3 million and \$359.2 million for the years ended December 31, 2014 and 2013, respectively.

**Facility Management Fees:** Facility management fees, derived from PS, account for a small portion of the Company's revenues. During the year ended December 31, 2014, \$660,000 of revenue was recognized from facility management fees compared to \$639,000 for the year ended December 31, 2013.

**Cost of Operations:** Cost of operations increased \$10.3 million, or 9.9%, from \$104.4 million for the year ended December 31, 2013 to \$114.8 million for the year ended December 31, 2014 as a result of an increase in the Non-Same Park facilities of \$6.6 million, combined with an increase in the Same Park portfolio of \$3.7 million, or 3.6%. The increase in Same Park cost of operations was driven by increases in utility and repairs and maintenance costs and property taxes. Including the LTEIP amortization noted above and sold assets, cost of operations was \$127.4 million and \$114.8 million for the years ended December 31, 2014 and 2013, respectively.

**Depreciation and Amortization Expense:** Depreciation and amortization expense was \$110.4 million for the year ended December 31, 2014 compared to \$108.9 million for the year ended December 31, 2013. The increase in depreciation and amortization expense was due to depreciation from 2013 acquisitions, partially offset by the disposition of assets.

**General and Administrative Expenses:** For the year ended December 31, 2014, general and administrative expenses increased \$1.4 million, or 19.4%, over 2013 as a result of non-cash expense of \$840,000 relating to adjustments made to outstanding stock options in December, 2014 in connection with the Special Cash Dividend, as well as an adjustment to shares to be granted to directors upon retirement. Including the LTEIP amortization and acquisition transaction costs, for the year ended December 31, 2014, general and administrative expense increased \$8.3 million, or 156.8%, over 2013.

**Interest and Other Income:** Interest and other income was \$372,000 for the year ended December 31, 2014 compared to \$1.5 million for the year ended December 31, 2013. During 2013, the Company sold to PS its ownership interest in STOR-Re Mutual Insurance Company, Inc. (“STOR-Re”) for \$1.1 million, representing a 4.0% ownership interest, and accordingly, the Company recorded a gain on sale of the ownership interest of such amount as interest and other income. As of December 31, 2013, the Company had no ownership interest in STOR-Re.

**Interest and Other Expenses:** Interest and other expenses was \$13.6 million for the year ended December 31, 2014 compared to \$16.2 million for the year ended December 31, 2013. The decrease in interest and other expenses was primarily attributable to the repayments on the Term Loan and mortgage notes payable of \$18.1 million during 2013 partially offset by an increase in interest capitalized for the joint venture development. Included in interest and

Table of Contents

other expenses for the year ended December 31, 2013 was amortization of the remaining commitment fee of \$383,000 as a result of the repayment in full of the Term Loan.

**Gain on Sale of Real Estate Facility:** On November 21, 2014, the Company completed the sale of three business parks, consisting of 42 buildings aggregating 656,000 square feet, located in Phoenix, Arizona, for net proceeds of \$52.2 million, resulting in a gain of \$29.6 million.

On October 1, 2014, the Company completed the sale of two business parks, Cornell Oaks Corporate Center and Creekside Corporate Park along with 11.5 acres of adjacent land, located in Beaverton, Oregon, for net proceeds of \$159.9 million, resulting in a gain of \$62.8 million. The parks consist of 18 buildings aggregating 1.2 million square feet.

**Net Income Allocable to Noncontrolling Interests:** Net income allocable to noncontrolling interests reflects the net income allocable to equity interests in the Operating Partnership that are not owned by the Company. Net income allocable to noncontrolling interests was \$30.7 million and \$13.0 million of allocated income to common unit holders for the years ended December 31, 2014 and 2013, respectively. The increase was due to the gain on sale of real estate facilities of \$92.4 million combined with an increase in NOI, offset by an increase in general and administrative expenses resulting primarily from non-cash stock compensation charges.

Liquidity and Capital Resources

Cash and cash equivalents increased \$36.4 million from \$152.5 million at December 31, 2014 to \$188.9 million at December 31, 2015 for the reasons noted below.

Net cash provided by operating activities for the years ended December 31, 2015 and 2014 was \$238.1 million and \$227.8 million, respectively. The increase of \$10.3 million in net cash provided by operating activities was primarily due to an increase in net operating income and the change in working capital. Management believes that the Company's internally generated net cash provided by operating activities will be sufficient to enable it to meet its operating expenses, capital expenditures, debt service requirements and distributions to shareholders for the foreseeable future.

Net cash provided by investing activities was \$3.1 million and \$113.2 million for the years ended December 31, 2015 and 2014, respectively. The decrease was primarily a result of lower disposal activity of \$157.0 million partially offset by lower acquisitions of \$45.0 million and a reduction in capital improvements of \$8.1 million.

Net cash used in financing activities was \$204.8 million and \$220.0 million for the years ended December 31, 2015 and 2014, respectively. The change was primarily due to the Special Cash Dividend paid in December, 2014 partially offset by an increase in the regular quarterly common dividend (from \$0.50 per share to \$0.60 per share) effective September, 2015. The reduction in distributions was partially offset with the redemption of preferred equity by \$75.0 million in 2015.

As described in Item 1, “Business — Borrowings,” the Company has an outstanding mortgage note payable of \$250.0 million that matures December 1, 2016. The Company intends to repay the balance of the mortgage note payable as of June 1, 2016, without prepayment penalty, using cash on hand and borrowings on its Credit Facility (defined below). The Company fully repaid the outstanding balance of \$200.0 million on its Term Loan in November, 2013. See Notes 6 and 7 to the consolidated financial statements included in this Form 10-K for a summary of the Company’s outstanding borrowings as of December 31, 2015.

The Company has a line of credit (the “Credit Facility”) with Wells Fargo Bank, National Association (“Wells Fargo”). The Credit Facility has a borrowing limit of \$250.0 million and expires May 1, 2019. The rate of interest charged on borrowings is based on the London Interbank Offered Rate (“LIBOR”) plus 0.875% to LIBOR plus 1.70% depending on the Company’s credit ratings. Currently, the Company’s rate under the Credit Facility is LIBOR plus 0.875%. In addition, the Company is required to pay an annual facility fee ranging from 0.125% to 0.30% of the borrowing limit depending on the Company’s credit ratings (currently 0.125%). The Company had no balance outstanding on the Credit Facility at December 31, 2015 and 2014. The Company had \$769,000 and \$1.0 million of unamortized commitment fees as of December 31, 2015 and 2014, respectively. The Credit Facility requires the

Table of Contents

Company to meet certain covenants, all of which the Company was in compliance December 31, 2015. Interest on outstanding borrowings is payable monthly.

In October, 2015, the Company redeemed its 6.875% Cumulative Preferred Stock, Series R, which decreased the Company's outstanding preferred equity to 22.0% of its market capitalization during the year ended December 31, 2015 from 25.1% at December 31, 2014. As of December 31, 2015, the Company had one fixed-rate mortgage note totaling \$250.0 million, which represented 6.0% of its total market capitalization. The Company calculates market capitalization by adding (1) the liquidation preference of the Company's outstanding preferred equity, (2) principal value of the Company's outstanding debt and (3) the total number of common shares and common units outstanding at December 31, 2015 multiplied by the closing price of the stock on that date. The interest rate for the mortgage note is 5.45% per annum. The Company had 21.7% of its properties, in terms of net book value, encumbered at December 31, 2015.

The Company focuses on retaining cash for reinvestment, as we believe this provides us the greatest level of financial flexibility. As operating fundamentals improve, additional increases in distributions to the Company's common shareholders may be required. The Company will continue to monitor its taxable income and the corresponding dividend requirements as discussed below.

**Issuance of Preferred Stock:** On March 14, 2013, the Company issued \$110.0 million or 4.4 million depositary shares, each representing 1/1,000 of a share of the 5.70% Cumulative Preferred Stock, Series V, at \$25.00 per depositary share.

**Issuance of Common Stock:** On November 7, 2013, the Company sold 1,495,000 shares of common stock in a public offering and concurrently sold 950,000 shares of common stock at the public offering price to PS. The aggregate net proceeds were \$192.3 million.

**Redemption of Preferred Equity:** On October 15, 2015, the Company completed the redemption of its 6.875% Cumulative Preferred Stock, Series R, at its par value of \$75.0 million. The Company reported the non-cash distributions of \$2.5 million, representing the original issuance costs, as a reduction of net income allocable to common shareholders and unit holders for the year ended December 31, 2015.

**Repurchase of Common Stock:** No shares of common stock were repurchased under the board approved common stock repurchase program during the years ended December 31, 2015 or 2014.

**Mortgage Note Repayment:** In January, 2013, the Company repaid two mortgage notes payable totaling \$18.1 million with a combined weighted average stated interest rate of 5.60%.

**Investments in Unconsolidated Joint Venture:** As of December 31, 2015, the Company's investment in unconsolidated joint venture was \$26.7 million. The Company contributed the land and capitalized improvements to the Joint Venture on October 5, 2015. Prior to the contribution, from January 1, 2015 through October 5, 2015, the Company capitalized \$2.8 million of development costs, which included \$813,000 of capitalized interest. Subsequent to October 5, 2015 through December 31, 2015, the Company made cash contributions of \$5.2 million to the Joint Venture and capitalized \$346,000 of interest on its investment in the Joint Venture. The land and capitalized development costs were \$18.4 million at December 31, 2014. For the year ended December 31, 2014, the Company capitalized \$2.2 million of development costs, which included \$944,000 of capitalized interest.

**Capital Expenditures:** The Company defines recurring capital expenditures as those necessary to maintain and operate its commercial real estate at its current economic value. During the years ended December 31, 2015, 2014 and 2013, the Company expended \$39.8 million, \$47.2 million and \$49.2 million, respectively, in recurring capital expenditures, or \$1.41, \$1.59 and \$1.72 per weighted average square foot owned, respectively. Tenant improvement amounts exclude those amounts reimbursed by the tenants. Nonrecurring capital improvements include property renovations and expenditures related to repositioning acquisitions.

Table of Contents

The following table depicts capital expenditures (in thousands):

|                                      | For the Years Ended December |           |           |
|--------------------------------------|------------------------------|-----------|-----------|
|                                      | 31,<br>2015                  | 2014      | 2013      |
| Recurring capital expenditures       |                              |           |           |
| Capital improvements                 | \$ 8,136                     | \$ 8,664  | \$ 10,083 |
| Tenant improvements                  | 22,705                       | 27,824    | 29,224    |
| Lease commissions                    | 9,005                        | 10,684    | 9,850     |
| Total recurring capital expenditures | 39,846                       | 47,172    | 49,157    |
| Nonrecurring capital improvements    | 3,808                        | 4,614     | 9,018     |
| Total capital expenditures           | \$ 43,654                    | \$ 51,786 | \$ 58,175 |

Capital expenditures on a per square foot owned basis are as follows:

|                                      | For the Years Ended  |         |         |
|--------------------------------------|----------------------|---------|---------|
|                                      | December 31,<br>2015 | 2014    | 2013    |
| Recurring capital expenditures       |                      |         |         |
| Capital improvements                 | \$ 0.29              | \$ 0.29 | \$ 0.35 |
| Tenant improvements                  | 0.80                 | 0.94    | 1.02    |
| Lease commissions                    | 0.32                 | 0.36    | 0.35    |
| Total recurring capital expenditures | 1.41                 | 1.59    | 1.72    |
| Nonrecurring capital improvements    | 0.13                 | 0.16    | 0.32    |
| Total capital expenditures           | \$ 1.54              | \$ 1.75 | \$ 2.04 |

For the year ended December 31, 2015, recurring capital expenditures decreased \$7.3 million, or 15.5%, over 2014 primarily due to lower tenant improvement costs combined with continued efforts to ensure capital projects are managed and valued engineered effectively.

**Distributions:** The Company has elected and intends to qualify as a REIT for federal income tax purposes. In order to maintain its status as a REIT, the Company must meet, among other tests, sources of income, share ownership and certain asset tests. As a REIT, the Company is not taxed on that portion of its taxable income that is distributed to its

shareholders provided that at least 90% of its taxable income is distributed to its shareholders prior to the filing of its tax return.

Subsequent to December 31, 2015, the Board increased its quarterly dividend from \$0.60 per common share to \$0.75 per common share, increasing quarterly distributions by \$5.2 million per quarter.

During the three months ended September 30, 2015, the Board increased its quarterly dividend from \$0.50 per common share to \$0.60 per common share, increasing quarterly distributions by \$3.5 million per quarter.

During 2014, the Company sold a combined total of 1.9 million square feet along with some parcels of land in Beaverton, Oregon and Phoenix, Arizona. Absent a special distribution in excess of our normal, recurring quarterly dividend, the Company would have had taxable income in excess of distributions resulting in federal income tax at the corporate level. To qualify for the dividends paid deduction for tax purposes and minimize this potential tax, on December 30, 2014, the Company paid a one-time special cash dividend of \$2.75 per common share along with the fourth quarter 2014 regular dividend of \$0.50 per common share. Holders of common partnership units of the Operating Partnership also received the same distribution on December 30, 2014.

The Board will continue to evaluate our dividend rate in light of our actual and projected taxable income, liquidity requirements and other circumstances, and there can be no assurance that the future dividends declared by our Board will not differ materially.

The Company's funding strategy has been to primarily use permanent capital, including common and preferred stock, along with internally generated retained cash flows to meet its liquidity needs. In addition, the Company may sell properties that no longer meet its investment criteria. From time to time, the Company may use its Credit Facility



Table of Contents

or other forms of debt to facilitate real estate acquisitions or other capital allocations. The Company targets a minimum ratio of FFO to combined fixed charges and preferred distributions of 3.0 to 1.0. Fixed charges include interest expense and capitalized interest while preferred distributions include amounts paid to preferred shareholders and preferred Operating Partnership unit holders. For the year ended December 31, 2015, the FFO to fixed charges and preferred distributions coverage ratio was 3.2 to 1.0, excluding the non-cash charge for the issuance costs related to the redemption of preferred equity.

Non-GAAP Supplemental Disclosure Measure: Funds from Operations: Management believes that FFO is a useful supplemental measure of the Company's operating performance. The Company computes FFO in accordance with the White Paper on FFO approved by the Board of Governors of NAREIT. The White Paper defines FFO as net income, computed in accordance with GAAP, before depreciation, amortization, gains or losses on asset dispositions, net income allocable to noncontrolling interests — common units, net income allocable to restricted stock unit holders, impairment charges and nonrecurring items. Management believes that FFO provides a useful measure of the Company's operating performance and when compared year over year, reflects the impact to operations from trends in occupancy rates, rental rates, operating costs, development activities, general and administrative expenses and interest costs, providing a perspective not immediately apparent from net income.

FFO should be analyzed in conjunction with net income. However, FFO should not be viewed as a substitute for net income as a measure of operating performance or liquidity as it does not reflect depreciation and amortization costs or the level of capital expenditure and leasing costs necessary to maintain the operating performance of the Company's properties, which are significant economic costs and could materially affect the Company's results of operations.

Management believes FFO provides useful information to the investment community about the Company's operating performance when compared to the performance of other real estate companies as FFO is generally recognized as the industry standard for reporting operations of REITs. Other REITs may use different methods for calculating FFO and, accordingly, our FFO may not be comparable to other real estate companies.

FFO for the Company is computed as follows (in thousands, except per share data):

|   | For The Years Ended December 31, |            |           |           |           |
|---|----------------------------------|------------|-----------|-----------|-----------|
|   | 2015                             | 2014       | 2013      | 2012      | 2011      |
| Net income allocable to common shareholders                     | \$ 68,291                        | \$ 113,154 | \$ 43,851 | \$ 19,805 | \$ 52,162 |
| Gain on sale of land and real estate facilities                 | (28,235)                         | (92,373)   | —         | (935)     | (2,717)   |
| Depreciation and amortization (1)                               | 105,394                          | 110,357    | 108,917   | 109,494   | 84,682    |
| Net income allocable to noncontrolling interests — common units | 18,495                           | 30,729     | 12,952    | 5,970     | 15,543    |
| Net income allocable to restricted stock unit holders           | 299                              | 329        | 125       | 138       | 127       |

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|   |            |            |            |            |            |
|---|------------|------------|------------|------------|------------|
| FFO allocable to common and dilutive shares                     | 164,244    | 162,196    | 165,845    | 134,472    | 149,797    |
| FFO allocated to noncontrolling interests — common units        | (34,853)   | (34,586)   | (37,755)   | (31,041)   | (34,319)   |
| FFO allocated to restricted stock unit holders                  | (701)      | (256)      | (264)      | (455)      | (301)      |
| FFO allocated to common shares                                  | \$ 128,690 | \$ 127,354 | \$ 127,826 | \$ 102,976 | \$ 115,177 |
| Weighted average common shares outstanding                      | 26,973     | 26,899     | 24,732     | 24,234     | 24,516     |
| Weighted average common operating partnership units outstanding | 7,305      | 7,305      | 7,305      | 7,305      | 7,305      |
| Weighted average restricted stock units outstanding             | 130        | 69         | 51         | 107        | 64         |
| Weighted average common share equivalents outstanding           | 78         | 101        | 101        | 89         | 83         |
| Total common and dilutive shares                                | 34,486     | 34,374     | 32,189     | 31,735     | 31,968     |
| Net income per common share — diluted                           | \$ 2.52    | \$ 4.19    | \$ 1.77    | \$ 0.81    | \$ 2.12    |
| Gain on sale of land and real estate facilities (2)             | (0.82)     | (2.68)     | —          | (0.03)     | (0.08)     |
| Depreciation and amortization (2)                               | 3.06       | 3.21       | 3.38       | 3.46       | 2.65       |
| FFO per common and dilutive shares, as reported (2)             | \$ 4.76    | \$ 4.72    | \$ 5.15    | \$ 4.24    | \$ 4.69    |

Table of Contents

- (1) Includes depreciation from discontinued operations.
- (2) Per share amounts are computed using additional dilutive shares related to noncontrolling interests and restricted stock units.

In order to provide a meaningful period-to-period comparison of FFO derived from the Company's ongoing business operations, the table below reconciles reported FFO to adjusted FFO, which excludes certain material lease buyout payments, gain on sale of ownership interest in STOR-Re, gain on the repurchase of preferred equity, acquisition transaction costs and the impact of non-cash distributions related to the redemption of preferred equity on the Company's FFO per common and dilutive share for the years ended December 31, 2011 through December 31, 2015.

|  | For The Years Ended December 31, |            |            |            |            |
|--|----------------------------------|------------|------------|------------|------------|
|  | 2015                             | 2014       | 2013       | 2012       | 2011       |
| FFO allocable to common and dilutive shares, as reported             | \$ 164,244                       | \$ 162,196 | \$ 165,845 | \$ 134,472 | \$ 149,797 |
| Lease buyout payments  | —                                | —          | (2,252)    | (1,783)    | (2,886)    |
| Gain on sale of ownership interest in STOR-Re                        | —                                | —          | (1,144)    | —          | —          |
| Gain on the repurchase of preferred equity                           | —                                | —          | —          | —          | (7,389)    |
| Acquisition transaction costs  | —                                | 350        | 854        | 350        | 3,067      |
| Non-cash distributions related to the redemption of preferred equity | 2,487                            | —          | —          | 17,316     | —          |
| FFO allocable to common and dilutive shares, as adjusted             | \$ 166,731                       | \$ 162,546 | \$ 163,303 | \$ 150,355 | \$ 142,589 |
| <br>   |                                  |            |            |            |            |
| FFO per common and dilutive share, as reported                       | \$ 4.76                          | \$ 4.72    | \$ 5.15    | \$ 4.24    | \$ 4.69    |
| Lease buyout payments  | —                                | —          | (0.07)     | (0.06)     | (0.09)     |
| Gain on sale of ownership interest in STOR-Re                        | —                                | —          | (0.04)     | —          | —          |
| Gain on the repurchase of preferred equity                           | —                                | —          | —          | —          | (0.23)     |
| Acquisition transaction costs  | —                                | 0.01       | 0.03       | 0.01       | 0.09       |
| Non-cash distributions related to the redemption of preferred equity | 0.07                             | —          | —          | 0.55       | —          |
| FFO per common and dilutive share, as adjusted                       | \$ 4.83                          | \$ 4.73    | \$ 5.07    | \$ 4.74    | \$ 4.46    |

Adjusted FFO allocable to common and dilutive shares increased \$4.2 million for the year ended December 31, 2015 compared to 2014. The increase was due to an increase in NOI and savings from preferred distributions relating to Series R redemption partially offset by the impact of assets sold.

Related Party Transactions: As of December 31, 2015, PS owned 7.2 million shares of the Company's common stock and 7.3 million common units of the Operating Partnership (100.0% of the common units not owned by the

Company). Assuming issuance of the Company's common stock upon redemption of its partnership units, PS would own 42.1% (or 14.5 million shares) of the outstanding shares of the Company's common stock at December 31, 2015. Ronald L. Havner, Jr., the Company's chairman, is also the Chairman of the Board, Chief Executive Officer and President of PS. Gary E. Pruitt, an independent director of the Company is also a trustee of PS.

Pursuant to a cost sharing and administrative services agreement, the Company shares costs with PS for certain administrative services and rental of corporate office space. The administrative services include investor relations, legal, corporate tax and information systems. These costs totaled \$469,000 in 2015, which were allocated to PS in accordance with a methodology intended to fairly allocate those costs. In addition, the Company provides property management services for properties owned by PS for a management fee of 5% of the gross revenues of such properties in addition to reimbursement of certain costs. These management fee revenues recognized under a management contract with PS totaled \$540,000 in 2015. PS also provides property management services for the self-storage component of two assets owned by the Company for a fee of 6% of the gross revenues of such properties in addition to reimbursement of certain costs. Management fee expense recognized under the management contract with PS totaled \$79,000 for the year ended December 31, 2015.

Concurrently with the Company's public offering of common stock closed on November 7, 2013, the Company sold 950,000 shares of common stock at the public offering price to PS for net proceeds of \$75.3 million.

Table of Contents

During 2013, the Company sold to PS its ownership interest in STOR-Re for \$1.1 million, representing a 4.0% ownership interest, and accordingly, the Company recorded a gain on sale of the ownership interest of such amount as interest and other income. As of December 31, 2013, the Company had no ownership interest in STOR-Re.

On October 1, 2013, PS borrowed \$100.0 million from the Company pursuant to the terms of a term loan agreement. The loan, which could be repaid without penalty at any point prior to its maturity date of November 29, 2013, was repaid in full on October 18, 2013. Interest on the loan was at a rate of 1.388% per annum. The loan was funded, in part, with borrowings on the Credit Facility. Interest income, under this note receivable, of \$66,000 was recorded for the year ended December 31, 2013.

The PS Business Parks name and logo are owned by PS and licensed to the Company under a non-exclusive, royalty-free license agreement. The license can be terminated by either party for any reason with six months written notice.

Off-Balance Sheet Arrangements: The Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a material effect on the Company's financial condition, results of operations, liquidity, capital expenditures or capital resources.

Contractual Obligations: The table below summarizes projected payments due under our contractual obligations as of December 31, 2015 (in thousands):

| Contractual Obligations                        | Payments Due by Period |                     |                |                |                            |
|--|------------------------|---------------------|----------------|----------------|----------------------------|
|  | Total                  | Less than<br>1 year | 1 - 3<br>years | 3 - 5<br>years | More<br>than<br>5<br>years |
| Mortgage note payable (principal and interest) | \$ 262,667             | \$ 262,667          | \$ —           | \$ —           | \$ —                       |
| Credit Facility (principal)                    | —                      | —                   | —              | —              | —                          |
| Total  | \$ 262,667             | \$ 262,667          | \$ —           | \$ —           | \$ —                       |

The Company is scheduled to pay cash dividends of \$55.3 million per year on its preferred equity outstanding as of December 31, 2015. Dividends are paid when and if declared by the Board and accumulate if not paid. Shares of preferred equity are redeemable by the Company in order to preserve its status as a REIT and are also redeemable five years after issuance.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

To limit the Company's exposure to market risk, the Company principally finances its operations and growth with permanent equity capital consisting of either common or preferred stock. The Company, from time to time, will use debt financing to facilitate acquisitions. In connection with a portfolio acquisition in 2011, the Company assumed a \$250.0 million mortgage note and obtained a \$250.0 million Term Loan. The outstanding balance on the Term Loan was fully repaid in November, 2013. As a result, the Company's debt as a percentage of total equity (based on book values) was 13.4% as of December 31, 2015.

Our exposure to market risk for changes in interest rates relates primarily to the Credit Facility, which is subject to variable interest rates. See Notes 2, 6 and 7 to the consolidated financial statements included in this Form 10-K for additional information regarding the terms, valuations and approximate principal maturities of the Company's indebtedness, including the mortgage note payable, Credit Facility and Term Loan. Based on borrowing rates currently available to the Company, the difference between the carrying amount of debt and its fair value is insignificant.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements of the Company at December 31, 2015 and 2014 and for the years ended December 31, 2015, 2014 and 2013 and the report of Ernst & Young LLP, Independent Registered Public Accounting Firm, thereon and the related financial statement schedule, are included elsewhere herein. Reference is made to the Index to Consolidated Financial Statements and Schedules in Item 15.

Table of Contents

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

None.

ITEM 9A. CONTROLS AND PROCEDURES

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of December 31, 2015. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of the Company's disclosure controls and procedures as of December 31, 2015, the Company's Chief Executive Officer and Chief Financial Officer concluded that, as of such date, the Company's disclosure controls and procedures were effective at the reasonable assurance level. The Company also has an investment in an unconsolidated joint venture and because we do not control the joint venture, our disclosure controls and procedures with respect to such joint venture are substantially more limited than those we maintain with respect to our consolidated subsidiaries.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control-Integrated Framework issued by the Committee on Sponsoring Organizations of the Treadway Commission (2013 Framework). Based on that evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2015.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2015 has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their attestation report which is included herein.

Changes in Internal Control Over Financial Reporting

There have not been any changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fourth quarter of 2015 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

41

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Table of Contents

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of

PS Business Parks, Inc.

We have audited PS Business Parks, Inc.'s internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). PS Business Parks, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

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

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

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

In our opinion, PS Business Parks, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of PS Business Parks, Inc. as of December 31, 2015 and 2014, and the related consolidated statements of income, equity, and cash flows for each of the three years in the period ended December 31, 2015 and our report dated February 22, 2016 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Los Angeles, California

February 22, 2016

Table of Contents

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this item with respect to directors is hereby incorporated by reference to the material appearing in the Company's definitive proxy statement to be filed in connection with the annual shareholders' meeting to be held in 2016 (the "Proxy Statement") under the caption "Election of Directors."

The following is a biographical summary of the executive officers of the Company:

Joseph D. Russell, Jr., age 56, was named Chief Executive Officer and elected as a Director of the Company in August, 2003. Mr. Russell served as President of the Company from September, 2002 through August, 2015. Mr. Russell joined Spieker Partners in 1990 and became an officer of Spieker Properties when it went public as a REIT in 1993. Prior to its merger with Equity Office Properties ("EOP") in 2001, Mr. Russell was President of Spieker Properties' Silicon Valley Region from 1999 to 2001. Mr. Russell earned a Bachelor of Science degree from the University of Southern California and a Masters of Business Administration from the Harvard Business School. Prior to entering the commercial real estate business, Mr. Russell spent approximately six years with IBM in various marketing positions. Mr. Russell has been a member and past President of the National Association of Industrial and Office Parks, Silicon Valley Chapter. Mr. Russell is also a member of the Board of Governors of NAREIT.

Maria R. Hawthorne, age 56, was promoted to President in August, 2015. Ms. Hawthorne most recently served as Executive Vice President, Chief Administrative Officer of the Company from July, 2013 to July, 2015. Ms. Hawthorne served as Executive Vice President, East Coast from February, 2011 to July, 2013. Ms. Hawthorne served as Senior Vice President from March, 2004 to February, 2011, with responsibility for property operations on the East Coast, which includes Northern Virginia, Maryland and South Florida. From June, 2001 through March, 2004, Ms. Hawthorne was Vice President of the Company, responsible for property operations in Virginia. From July, 1994 to June, 2001, Ms. Hawthorne was a Regional Manager of the Company in Virginia. From August, 1988 to July, 1994, Ms. Hawthorne was a General Manager, Leasing Director and Property Manager for American Office Park Properties. Ms. Hawthorne earned a Bachelor of Arts Degree in International Relations from Pomona College.

John W. Petersen, age 52, has been Executive Vice President and Chief Operating Officer since he joined the Company in December, 2004. Prior to joining the Company, Mr. Petersen was Senior Vice President, San Jose Region, for Equity Office Properties from July, 2001 to December, 2004, responsible for 11.3 million square feet of multi-tenant office, industrial and R&D space in Silicon Valley. Prior to EOP, Mr. Petersen was Senior Vice President with Spieker Properties, from 1995 to 2001 overseeing the growth of that company's portfolio in San Jose, through acquisition and development of nearly three million square feet. Mr. Petersen is a graduate of The Colorado College in Colorado Springs, Colorado, and was recently the President of National Association of Industrial and Office Parks, Silicon Valley Chapter.

Edward A. Stokx, age 50, a certified public accountant, has been Chief Financial Officer and Secretary of the Company since December, 2003 and Executive Vice President since March, 2004. Mr. Stokx has overall responsibility for the Company's finance and accounting functions. In addition, he has responsibility for executing the Company's financial initiatives. Mr. Stokx joined Center Trust, a developer, owner, and operator of retail shopping centers in 1997. Prior to his promotion to Chief Financial Officer and Secretary in 2001, he served as Senior Vice President, Finance and Controller. After Center Trust's merger in January, 2003 with another public REIT, Mr. Stokx provided consulting services to various entities. Prior to joining Center Trust, Mr. Stokx was with Deloitte and Touche from 1989 to 1997, with a focus on real estate clients. Mr. Stokx earned a Bachelor of Science degree in Accounting from Loyola Marymount University.

Information required by this item with respect to the nominating process, the audit committee and the audit committee financial expert is hereby incorporated by reference to the material appearing in the Proxy Statement under the caption "Corporate Governance and Board Matters."

Table of Contents

Information required by this item with respect to a code of ethics is hereby incorporated by reference to the material appearing in the Proxy Statement under the caption “Corporate Governance and Board Matters.” We have adopted a code of ethics that applies to our principal executive officer, principal financial officer and principal accounting officer, which is available on our website at [www.psbusinessparks.com](http://www.psbusinessparks.com). The information contained on the Company’s website is not a part of, or incorporated by reference into, this Annual Report on Form 10-K. Any amendments to or waivers of the code of ethics granted to the Company’s executive officers or the controller will be published promptly on our website or by other appropriate means in accordance with SEC rules.

Information required by this item with respect to the compliance with Section 16(a) of the Exchange Act is hereby incorporated by reference to the material appearing in the Proxy Statement under the caption “Section 16(a) Beneficial Ownership Reporting Compliance.”

ITEM 11. EXECUTIVE COMPENSATION

The information required by this item is hereby incorporated by reference to the material appearing in the Proxy Statement under the captions “Corporate Governance and Board Matters,” “Executive Compensation,” “Corporate Governance and Board Matters — Compensation Committee Interlocks and Insider Participation” and “Report of the Compensation Committee.”

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

The information required by this item with respect to security ownership of certain beneficial owners and management is hereby incorporated by reference to the material appearing in the Proxy Statement under the caption “Stock Ownership of Certain Beneficial Owners and Management.”

The following table sets forth information as of December 31, 2015 on the Company’s equity compensation plans:

| (a)              | (b)      | (c)                   |
|------------------|----------|-----------------------|
| Number of        | Weighted | Number of Securities  |
| Securities to be | Average  | Remaining Available   |
| Issued Upon      |          | for                   |
|                  |          | Future Issuance under |

| Plan Category   | Exercise of<br>Outstanding<br>Options,<br>Warrants<br>and Rights | Exercise Price<br>of<br>Outstanding<br>Options,<br>Warrants and<br>Rights | Equity Compensation<br>Plans (Excluding<br>Securities Reflected in<br>Column (a)) |
|---|--|---|---|
| Equity compensation plans approved by<br>security holders     | 337,326  | \$ \$64.88  | 1,312,972   |
| Equity compensation plans not approved by<br>security holders | —  | —   | —   |
| Total   | 337,326  | * \$ \$64.88  | * 1,312,972   |

\*Amounts include restricted stock units.

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

The information required by this item is hereby incorporated by reference to the material appearing in the Proxy Statement under the captions “Corporate Governance and Board Matters” and “Certain Relationships and Related Transactions.”

#### ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this item is hereby incorporated by reference to the material appearing in the Proxy Statement under the caption “Ratification of Independent Registered Public Accountants.”

Table of Contents

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

a.1. Financial Statements

The financial statements listed in the accompanying Index to Consolidated Financial Statements and Schedules are filed as part of this report.

2. Financial Statements Schedule

The financial statements schedule listed in the accompanying Index to Consolidated Financial Statements and Schedules are filed as part of this report.

3. Exhibits

The exhibits listed in the Exhibit Index immediately preceding such exhibits are filed with or incorporated by reference in this report.

b. Exhibits

The exhibits listed in the Exhibit Index immediately preceding such exhibits are filed with or incorporated by reference in this report.

c. Financial Statement Schedules

Not applicable.





Table of Contents

PS BUSINESS PARKS, INC.

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS AND SCHEDULES

(Item 15(a)(1) and Item 15(a)(2))

|   | Page |
|---|------|
| <u>Report of Independent Registered Public Accounting Firm</u>                                    | 47   |
| <u>Consolidated balance sheets as of December 31, 2015 and 2014</u>                               | 48   |
| <u>Consolidated statements of income for the years ended December 31, 2015, 2014 and 2013</u>     | 49   |
| <u>Consolidated statements of equity for the years ended December 31, 2015, 2014 and 2013</u>     | 50   |
| <u>Consolidated statements of cash flows for the years ended December 31, 2015, 2014 and 2013</u> | 51   |
| <u>Notes to consolidated financial statements</u>   | 53   |
| Schedule:   |      |
| <u>III — Real estate and accumulated depreciation</u>   | 69   |

All other schedules have been omitted since the required information is not present or not present in amounts sufficient to require submission of the schedule, or because the information required is included in the consolidated financial statements or notes thereto.

Table of Contents

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of

PS Business Parks, Inc.

We have audited the accompanying consolidated balance sheets of PS Business Parks, Inc. as of December 31, 2015 and 2014, and the related consolidated statements of income, equity and cash flows for each of the three years in the period ended December 31, 2015. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of PS Business Parks, Inc. at December 31, 2015 and 2014, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2015, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), PS Business Parks, Inc.'s internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 22, 2016 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Los Angeles, California

February 22, 2016

47

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Table of Contents

## PART IV

## ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES (Item 15(a)(1) and Item 15(a)(2))

## PS BUSINESS PARKS, INC.

## CONSOLIDATED BALANCE SHEETS

|  | December 31,                      |              |
|--|-----------------------------------|--------------|
|  | 2015                              | 2014         |
|  | (In thousands, except share data) |              |
| <b>ASSETS</b>                              |                                   |              |
| Cash and cash equivalents                  | \$ 188,912                        | \$ 152,467   |
| Real estate facilities, at cost:           |                                   |              |
| Land                                       | 793,569                           | 793,569      |
| Buildings and improvements                 | 2,215,515                         | 2,182,993    |
|  | 3,009,084                         | 2,976,562    |
| Accumulated depreciation                   | (1,082,603)                       | (991,497)    |
|  | 1,926,481                         | 1,985,065    |
| Properties held for disposition, net       | —                                 | 25,937       |
| Land and building held for development     | 6,081                             | 24,442       |
|  | 1,932,562                         | 2,035,444    |
| Investment in unconsolidated joint venture | 26,736                            | —            |
| Rent receivable, net                       | 2,234                             | 2,838        |
| Deferred rent receivable, net              | 28,327                            | 26,050       |
| Other assets                               | 7,887                             | 10,315       |
| Total assets                               | \$ 2,186,658                      | \$ 2,227,114 |
| <b>LIABILITIES AND EQUITY</b>              |                                   |              |
| Accrued and other liabilities              | \$ 76,059                         | \$ 68,905    |
| Mortgage note payable                      | 250,000                           | 250,000      |

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|  |              |              |
|--|--------------|--------------|
| Total liabilities  | 326,059      | 318,905      |
| Commitments and contingencies  |              |              |
| Equity:  |              |              |
| PS Business Parks, Inc.'s shareholders' equity:  |              |              |
| Preferred stock, \$0.01 par value, 50,000,000 shares authorized,<br>36,800 and 39,800 shares issued and outstanding at<br>December 31, 2015 and 2014, respectively       | 920,000      | 995,000      |
| Common stock, \$0.01 par value, 100,000,000 shares authorized,<br>27,034,073 and 26,919,161 shares issued and outstanding at<br>December 31, 2015 and 2014, respectively | 269          | 268          |
| Paid-in capital  | 722,009      | 709,008      |
| Cumulative net income  | 1,375,421    | 1,244,946    |
| Cumulative distributions   | (1,357,203)  | (1,235,941)  |
| Total PS Business Parks, Inc.'s shareholders' equity   | 1,660,496    | 1,713,281    |
| Noncontrolling interests:  |              |              |
| Common units   | 200,103      | 194,928      |
| Total noncontrolling interests   | 200,103      | 194,928      |
| Total equity   | 1,860,599    | 1,908,209    |
| Total liabilities and equity   | \$ 2,186,658 | \$ 2,227,114 |

See accompanying notes.

Table of Contents

PS BUSINESS PARKS, INC.

## CONSOLIDATED STATEMENTS OF INCOME

|  | For The Years Ended December 31,      |            |            |
|--|---------------------------------------|------------|------------|
|  | 2015                                  | 2014       | 2013       |
|  | (In thousands, except per share data) |            |            |
| Revenues:  |                                       |            |            |
| Rental income  | \$ 373,135                            | \$ 376,255 | \$ 359,246 |
| Facility management fees                               | 540                                   | 660        | 639        |
| Total operating revenues                               | 373,675                               | 376,915    | 359,885    |
| Expenses:  |                                       |            |            |
| Cost of operations                                     | 121,224                               | 127,371    | 114,831    |
| Depreciation and amortization                          | 105,394                               | 110,357    | 108,917    |
| General and administrative                             | 13,582                                | 13,639     | 5,312      |
| Total operating expenses                               | 240,200                               | 251,367    | 229,060    |
| Other income and (expense):                            |                                       |            |            |
| Interest and other income                              | 590                                   | 372        | 1,485      |
| Interest and other expense                             | (13,330)                              | (13,593)   | (16,166)   |
| Total other income and (expense)                       | (12,740)                              | (13,221)   | (14,681)   |
| Gain on sale of real estate facilities                 | 28,235                                | 92,373     | —          |
| Net income   | \$ 148,970                            | \$ 204,700 | \$ 116,144 |
| Net income allocation:                                 |                                       |            |            |
| Net income allocable to noncontrolling interests:      |                                       |            |            |
| Noncontrolling interests — common units                | \$ 18,495                             | \$ 30,729  | \$ 12,952  |
| Total net income allocable to noncontrolling interests | 18,495                                | 30,729     | 12,952     |
| Net income allocable to PS Business Parks, Inc.:       |                                       |            |            |
| Preferred shareholders                                 | 61,885                                | 60,488     | 59,216     |
| Restricted stock unit holders                          | 299                                   | 329        | 125        |
| Common shareholders                                    | 68,291                                | 113,154    | 43,851     |
| Total net income allocable to PS Business Parks, Inc.  | 130,475                               | 173,971    | 103,192    |
| Net income   | \$ 148,970                            | \$ 204,700 | \$ 116,144 |
| Net income per common share:                           |                                       |            |            |
| Basic  | \$ 2.53                               | \$ 4.21    | \$ 1.77    |
| Diluted  | \$ 2.52                               | \$ 4.19    | \$ 1.77    |
| Weighted average common shares outstanding:            |                                       |            |            |
| Basic  | 26,973                                | 26,899     | 24,732     |
| Diluted  | 27,051                                | 27,000     | 24,833     |

See accompanying notes.

49

---

Table of Contents

PS BUSINESS PARKS, INC.

## CONSOLIDATED STATEMENTS OF EQUITY

|   | Preferred Stock |            | Common Stock |        | Paid-in<br>Capital | Cumulative<br>Net Income | Cumulative<br>Distributions | Total PS<br>Business<br>Parks,<br>Inc.'s<br>Shareholders'<br>Equity | Noncontr<br>Interests |
|---|-----------------|------------|--------------|--------|--------------------|--------------------------|-----------------------------|---|-----------------------|
|   | Shares          | Amount     | Shares       | Amount |                    |                          |                             |   |                       |
| (In thousands, except share data)   |                 |            |              |        |                    |                          |                             |   |                       |
| Balances at<br>December 31,<br>2012   | 35,400          | \$ 885,000 | 24,298,475   | \$ 242 | \$ 537,091         | \$ 967,783               | \$ (944,427)                | \$ 1,445,689  | \$ 168,572            |
| Issuance of<br>preferred<br>stock, net of<br>issuance costs                               | 4,400           | 110,000    | —            | —      | (3,689)            | —                        | —                           | 106,311   | —                     |
| Issuance of<br>common stock,<br>net of<br>issuance costs                                  | —               | —          | 2,445,000    | 24     | 192,305            | —                        | —                           | 192,329   | —                     |
| Exercise of<br>stock options  | —               | —          | 97,800       | 1      | 4,681              | —                        | —                           | 4,682   | —                     |
| Stock<br>compensation,<br>net   | —               | —          | 8,547        | —      | (3,043)            | —                        | —                           | (3,043)   | —                     |
| Net income  | —               | —          | —            | —      | —                  | 103,192                  | —                           | 103,192   | 12,952                |
| Distributions:  |                 |            |              |        |                    |                          |                             |   |                       |
| Preferred stock   | —               | —          | —            | —      | —                  | —                        | (59,216)                    | (59,216)  | —                     |
| Common stock  | —               | —          | —            | —      | —                  | —                        | (43,972)                    | (43,972)  | —                     |
| Noncontrolling<br>interests   | —               | —          | —            | —      | —                  | —                        | —                           | —   | (12,856)              |
| Adjustment to<br>noncontrolling<br>interests<br>in underlying<br>operating<br>partnership | —               | —          | —            | —      | (28,031)           | —                        | —                           | (28,031)  | 28,031                |
| Balances at<br>December 31,<br>2013   | 39,800          | 995,000    | 26,849,822   | 267    | 699,314            | 1,070,975                | (1,047,615)                 | 1,717,941   | 196,699               |
|   | —               | —          | 61,273       | 1      | 3,053              | —                        | —                           | 3,054   | —                     |



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|  |         |            |            |        |            |              |                |              |            |
|--|---------|------------|------------|--------|------------|--------------|----------------|--------------|------------|
| Exercise of stock options  |         |            |            |        |            |              |                |              |            |
| Stock compensation, net  | —       | —          | 8,066      | —      | 8,842      | —            | —              | 8,842        | —          |
| Net income   | —       | —          | —          | —      | —          | 173,971      | —              | 173,971      | 30,729     |
| Distributions:   |         |            |            |        |            |              |                |              |            |
| Preferred stock  | —       | —          | —          | —      | —          | —            | (60,488)       | (60,488)     | —          |
| Common stock   | —       | —          | —          | —      | —          | —            | (127,838)      | (127,838)    | —          |
| Noncontrolling interests   | —       | —          | —          | —      | —          | —            | —              | —            | (34,701)   |
| Adjustment to noncontrolling interests in underlying operating partnership | —       | —          | —          | —      | (2,201)    | —            | —              | (2,201)      | 2,201      |
| Balances at December 31, 2014  | 39,800  | 995,000    | 26,919,161 | 268    | 709,008    | 1,244,946    | (1,235,941)    | 1,713,281    | 194,920    |
| Redemption of preferred stock, net of issuance costs                       | (3,000) | (75,000)   | —          | —      | 2,487      | —            | (2,487)        | (75,000)     | —          |
| Exercise of stock options  | —       | —          | 99,178     | 1      | 5,088      | —            | —              | 5,089        | —          |
| Stock compensation, net  | —       | —          | 15,734     | —      | 8,178      | —            | —              | 8,178        | —          |
| Net income   | —       | —          | —          | —      | —          | 130,475      | —              | 130,475      | 18,495     |
| Distributions:   |         |            |            |        |            |              |                |              |            |
| Preferred stock  | —       | —          | —          | —      | —          | —            | (59,398)       | (59,398)     | —          |
| Common stock   | —       | —          | —          | —      | —          | —            | (59,377)       | (59,377)     | —          |
| Noncontrolling interests   | —       | —          | —          | —      | —          | —            | —              | —            | (16,072)   |
| Adjustment to noncontrolling interests in underlying operating partnership | —       | —          | —          | —      | (2,752)    | —            | —              | (2,752)      | 2,752      |
| Balances at December 31, 2015  | 36,800  | \$ 920,000 | 27,034,073 | \$ 269 | \$ 722,009 | \$ 1,375,421 | \$ (1,357,203) | \$ 1,660,496 | \$ 200,100 |

See accompanying notes.



Table of Contents

PS BUSINESS PARKS, INC.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

For The Years Ended December 31,  
2015            2014            2013  
(In thousands)

|   |            |            |            |
|---|------------|------------|------------|
| Cash flows from operating activities:   |            |            |            |
| Net income  | \$ 148,970 | \$ 204,700 | \$ 116,144 |
| Adjustments to reconcile net income to net cash provided by operating activities: |            |            |            |
| Depreciation and amortization expense   | 105,394    | 110,357    | 108,917    |
| In-place lease adjustment   | (1,251)    | (901)      | 118        |
| Tenant improvement reimbursements net of lease incentives                         | (1,861)    | (1,580)    | (1,414)    |
| Gain on sale of real estate facilities  | (28,235)   | (92,373)   | —          |
| Stock compensation  | 9,245      | 9,580      | (2,532)    |
| Decrease (increase) in receivables and other assets                               | (989)      | 792        | (247)      |
| Increase (decrease) in accrued and other liabilities                              | 6,799      | (2,804)    | 1,308      |
| Total adjustments   | 89,102     | 23,071     | 106,150    |
| Net cash provided by operating activities   | 238,072    | 227,771    | 222,294    |
| Cash flows from investing activities:   |            |            |            |
| Capital expenditures to real estate facilities                                    | (43,654)   | (51,786)   | (58,175)   |
| Capital expenditures to land and building held for development                    | (2,809)    | (2,189)    | (752)      |
| Investments in unconsolidated joint venture                                       | (5,566)    | —          | —          |
| Acquisition of real estate facilities   | —          | (45,021)   | (112,955)  |
| Acquisition of land held for development  | —          | —          | (990)      |
| Proceeds from sale of real estate facilities                                      | 55,160     | 212,184    | —          |
| Net cash provided by (used in) investing activities                               | 3,131      | 113,188    | (172,872)  |
| Cash flows from financing activities:   |            |            |            |
| Proceeds from the exercise of stock options                                       | 5,089      | 3,054      | 4,682      |
| Redemption of preferred stock   | (75,000)   | —          | —          |
| Distributions paid to preferred shareholders                                      | (59,398)   | (60,488)   | (59,216)   |
| Distributions paid to common shareholders   | (59,377)   | (127,838)  | (43,972)   |
| Distributions paid to noncontrolling interests—common units                       | (16,072)   | (34,701)   | (12,856)   |
| Borrowings on credit facility   | —          | —          | 115,000    |
| Note receivable from affiliate  | —          | —          | (100,000)  |
| Repayment of borrowings on credit facility  | —          | —          | (115,000)  |
| Repayment of borrowings on term loan debt   | —          | —          | (200,000)  |
| Repayment of note receivable from affiliate                                       | —          | —          | 100,000    |

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|  |            |            |           |
|--|------------|------------|-----------|
| Principal payments on mortgage notes payable             | —          | —          | (47)      |
| Repayment of mortgage notes payable                      | —          | —          | (18,055)  |
| Net proceeds from the issuance of preferred stock        | —          | —          | 106,311   |
| Net proceeds from the issuance of common stock           | —          | —          | 192,329   |
| Net cash used in financing activities                    | (204,758)  | (219,973)  | (30,824)  |
| Net increase in cash and cash equivalents                | 36,445     | 120,986    | 18,598    |
| Cash and cash equivalents at the beginning of the period | 152,467    | 31,481     | 12,883    |
| Cash and cash equivalents at the end of the period       | \$ 188,912 | \$ 152,467 | \$ 31,481 |
| Supplemental disclosures:                                |            |            |           |
| Interest paid  | \$ 14,197  | \$ 14,200  | \$ 15,934 |

See accompanying notes.

Table of Contents

PS BUSINESS PARKS, INC.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

|   | For The Years Ended December<br>31, |            |             |
|---|-------------------------------------|------------|-------------|
|   | 2015                                | 2014       | 2013        |
|   | (In thousands)                      |            |             |
| Supplemental schedule of non-cash investing and financing activities:       |                                     |            |             |
| Adjustment to noncontrolling interests in underlying operating partnership: |                                     |            |             |
| Noncontrolling interests — common units                                     | \$ 2,752                            | \$ 2,201   | \$ 28,031   |
| Paid-in capital   | \$ (2,752)                          | \$ (2,201) | \$ (28,031) |
| Non-cash distributions related to the redemption of preferred stock:        |                                     |            |             |
| Paid-in capital   | \$ 2,487                            | \$ —       | \$ —        |
| Cumulative distributions  | \$ (2,487)                          | \$ —       | \$ —        |
| Transfer to investment in unconsolidated joint venture:                     |                                     |            |             |
| Land and building held for development                                      | \$ (21,170)                         | \$ —       | \$ —        |
| Investment in unconsolidated joint venture                                  | \$ 21,170                           | \$ —       | \$ —        |
| Transfer to land and building held for development:                         |                                     |            |             |
| Land  | \$ —                                | \$ —       | \$ (5,927)  |
| Buildings and improvements  | \$ —                                | \$ —       | \$ (10,270) |
| Accumulated depreciation  | \$ —                                | \$ —       | \$ 778      |
| Land and building held for development                                      | \$ —                                | \$ —       | \$ 15,419   |

See accompanying notes.



Table of Contents

PS BUSINESS PARKS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2015

1. Organization and description of business

Organization

PS Business Parks, Inc. (“PSB”) was incorporated in the state of California in 1990. As of December 31, 2015, PSB owned 77.8% of the common partnership units of PS Business Parks, L.P. (the “Operating Partnership”). The remaining common partnership units are owned by Public Storage (“PS”). PSB, as the sole general partner of the Operating Partnership, has full, exclusive and complete responsibility and discretion in managing and controlling the Operating Partnership. PSB and its subsidiaries, including the Operating Partnership are collectively referred to as the “Company.” Assuming issuance of the Company’s common stock upon redemption of its partnership units, PS would own 42.1% (or 14.5 million shares) of the outstanding shares of the Company’s common stock.

Description of business

The Company is a fully-integrated, self-advised and self-managed real estate investment trust (“REIT”) that owns, operates, acquires and develops commercial properties, primarily multi-tenant flex, office and industrial space. As of December 31, 2015, the Company owned and operated 28.0 million rentable square feet of commercial space in six states. The Company also manages 813,000 rentable square feet on behalf of PS.

References to the number of properties or square footage are unaudited and outside the scope of the Company’s independent registered public accounting firm’s audit of the Company’s financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States).

2. Summary of significant accounting policies

Basis of presentation

The accompanying consolidated financial statements include the accounts of PSB and the Operating Partnership. All significant inter-company balances and transactions have been eliminated in the consolidated financial statements. The financial statements are presented on an accrual basis in accordance with U.S. generally accepted accounting principles (“GAAP”).

#### Consolidation and Equity Method of Accounting

The Company accounts for an investment in a joint venture that it has significant influence over, but does not control, using the equity method of accounting eliminating intra-entity profits and losses as if the joint venture were a consolidated subsidiary.

#### Noncontrolling interests

The Company's noncontrolling interests are reported as a component of equity separate from the parent's equity. Purchases or sales of equity interests that do not result in a change in control are accounted for as equity transactions. In addition, net income attributable to the noncontrolling interests is included in consolidated net income on the face of the income statement and, upon a gain or loss of control, the interests purchased or sold, as well as any interests retained, are recorded at fair value with any gain or loss recognized in earnings. At the end of each reporting period, the Company determines the amount of equity (book value of net assets) which is allocable to the noncontrolling interests based upon the ownership interest, and an adjustment is made to the noncontrolling interests, with a corresponding adjustment to paid-in capital, to reflect the noncontrolling interests' equity interest in the Company.



## Table of Contents

### Use of estimates

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

### Allowance for doubtful accounts

The Company monitors the collectability of its receivable balances including the deferred rent receivable on an ongoing basis. Based on these reviews, the Company maintains an allowance for doubtful accounts for estimated losses resulting from the possible inability of tenants to make contractual rent payments to the Company. A provision for doubtful accounts is recorded during each period. The allowance for doubtful accounts is netted against tenant and other receivables on the consolidated balance sheets. Tenant receivables are net of an allowance for uncollectible accounts totaling \$400,000 at December 31, 2015 and 2014. Deferred rent receivable is net of an allowance for uncollectible accounts totaling \$909,000 and \$841,000 at December 31, 2015 and 2014, respectively.

### Financial instruments

The methods and assumptions used to estimate the fair value of financial instruments are described below. The Company has estimated the fair value of financial instruments using available market information and appropriate valuation methodologies. Considerable judgment is required in interpreting market data to develop estimates of market value. Accordingly, estimated fair values are not necessarily indicative of the amounts that could be realized in current market exchanges. The Company determines the estimated fair value of financial assets and liabilities utilizing a hierarchy of valuation techniques based on whether the inputs to a fair value measurement are considered to be observable or unobservable in a marketplace. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect market assumptions. This hierarchy requires the use of observable market data when available. The following is the fair value hierarchy:

- Level 1—quoted prices for identical instruments in active markets;
- Level 2—quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which significant inputs and significant value drivers are observable in active markets; and

· Level 3—fair value measurements derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

Financial assets that are exposed to credit risk consist primarily of cash and cash equivalents and receivables. The Company considers all highly liquid investments with a remaining maturity of three months or less at the date of purchase to be cash equivalents. Cash and cash equivalents, which consist primarily of money market investments, are only invested in entities with an investment grade rating. Receivables are comprised of balances due from a large number of customers. Balances that the Company expects to become uncollectible are reserved for or written off. Due to the short period to maturity of the Company's cash and cash equivalents, accounts receivable, other assets and accrued and other liabilities, the carrying values as presented on the consolidated balance sheets are reasonable estimates of fair value.

Carrying values of the Company's mortgage note payable and unsecured credit facility approximate fair value. The characteristics of these financial instruments, market data and other comparative metrics utilized in determining these fair values are "Level 2" inputs.

## Table of Contents

### Real estate facilities

Real estate facilities are recorded at cost. Costs related to the renovation or improvement of the properties are capitalized. Expenditures for repairs and maintenance are expensed as incurred. Expenditures that are expected to benefit a period greater than two years and exceed \$2,000 are capitalized and depreciated over their estimated useful life. Buildings and improvements are depreciated using the straight-line method over their estimated useful lives, which generally range from five to 30 years. Transaction costs, which include tenant improvements and lease commissions, in excess of \$1,000 for leases with terms greater than one year are capitalized and depreciated over their estimated useful lives. Transaction costs less than \$1,000 or for leases of one year or less are expensed as incurred.

### Land and building held for development

Property taxes, insurance, interest and costs essential to the development of property for its intended use are capitalized during the period of development. Upon classification of an asset as held for development, depreciation of the asset is ceased.

### Properties held for disposition

An asset is classified as an asset held for disposition when it meets certain requirements, which include, among other criteria, the approval of the sale of the asset, the marketing of the asset for sale and the expectation by the Company that the sale will likely occur within the next 12 months. Upon classification of an asset as held for disposition, depreciation of the asset is ceased, and the net book value of the asset is included on the balance sheet as properties held for disposition.

### Intangible assets/liabilities

Intangible assets and liabilities include above-market and below-market in-place lease values of acquired properties based on the present value (using an interest rate which reflects the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to the in-place leases and (ii) management's estimate of fair market lease rates for the corresponding in-place leases, measured over a period equal to the remaining non-cancelable term of the lease. The capitalized above-market and below-market lease values (included in other assets and accrued liabilities in the accompanying consolidated balance sheets) are amortized to rental income over the remaining non-cancelable terms of the respective leases.

The Company recorded a net increase in rental income of \$1.3 million and \$901,000 during the years end December 31, 2015 and 2014, respectively, related to the amortization of net intangible liabilities resulting from the above-market and below-market lease values. The Company recorded net reductions to rental income of \$118,000 during the year ended December 31, 2013 tied to the amortization of net intangible assets resulting from the above-market and below-market lease values.

As of December 31, 2015, the value of in-place leases resulted in net intangible assets of \$1.7 million, net of \$8.6 million of accumulated amortization with a weighted average amortization period of 8.7 years and net intangible liabilities of \$1.8 million, net of \$9.0 million of accumulated amortization with a weighted average amortization period of 5.4 years. As of December 31, 2014, the value of in-place leases resulted in net intangible assets of \$2.5 million, net of \$7.8 million of accumulated amortization and net intangible liabilities of \$3.9 million, net of \$6.9 million of accumulated amortization.

55

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## Table of Contents

### Evaluation of asset impairment

The Company evaluates its assets used in operations for impairment by identifying indicators of impairment and by comparing the sum of the estimated undiscounted future cash flows for each asset to the asset's carrying value. When indicators of impairment are present and the sum of the estimated undiscounted future cash flows is less than the carrying value of such asset, an impairment loss is recorded equal to the difference between the asset's current carrying value and its value based on discounting its estimated future cash flows. In addition, the Company evaluates its assets held for disposition for impairment. Assets held for disposition are reported at the lower of their carrying value or fair value, less cost of disposition. At December 31, 2015, the Company did not consider any assets to be impaired.

### Asset impairment due to casualty loss

It is the Company's policy to record as a casualty loss or gain, in the period the casualty occurs, the differential between (a) the book value of assets destroyed and (b) any insurance proceeds that the Company expects to receive in accordance with its insurance contracts. Potential proceeds from insurance that are subject to any uncertainties, such as interpretation of deductible provisions of the governing agreements, the estimation of costs of restoration, or other such items, are treated as contingent proceeds and not recorded until the uncertainties are satisfied.

For the years ended December 31, 2015, 2014 and 2013 no material casualty losses were incurred.

### Stock compensation

All share-based payments to employees, including grants of employee stock options, are recognized as stock compensation in the Company's income statement based on their grant date fair values. See Note 11.

### Revenue and expense recognition

The Company must meet four basic criteria before revenue can be recognized: persuasive evidence of an arrangement exists; the delivery has occurred or services have been rendered; the fee is fixed or determinable; and collectability is reasonably assured. All leases are classified as operating leases. Rental income is recognized on a straight-line basis over the terms of the leases. Straight-line rent is recognized for all tenants with contractual fixed increases in rent that are not included on the Company's credit watch list. Deferred rent receivable represents rental revenue recognized on a straight-line basis in excess of billed rents. Reimbursements from tenants for real estate taxes and other recoverable

operating expenses are recognized as rental income in the period the applicable costs are incurred. Property management fees are recognized in the period earned.

Costs incurred in connection with leasing (primarily tenant improvements and lease commissions) are capitalized and amortized over the lease period.

#### Gains from sales of real estate facilities

The Company recognizes gains from sales of real estate facilities at the time of sale using the full accrual method, provided that various criteria related to the terms of the transactions and any subsequent involvement by the Company with the properties sold are met. If the criteria are not met, the Company defers the gains and recognizes them when the criteria are met or uses the installment or cost recovery methods as appropriate under the circumstances.

#### General and administrative expenses

General and administrative expenses include executive and other compensation, office expenses, professional fees, acquisition transaction costs, state income taxes and other such administrative items.

#### Income taxes

The Company has qualified and intends to continue to qualify as a REIT, as defined in Section 856 of the Internal Revenue Code of 1986, as amended. As a REIT, the Company is not subject to federal income tax to the extent that it

Table of Contents

distributes its REIT taxable income to its shareholders. A REIT must distribute at least 90% of its taxable income each year. In addition, REITs are subject to a number of organizational and operating requirements. The Company may be subject to certain state and local taxes on its income and property and to federal income and excise taxes on its undistributed taxable income. The Company believes it met all organization and operating requirements to maintain its REIT status during 2015, 2014 and 2013 and intends to continue to meet such requirements. Accordingly, no provision for income taxes has been made in the accompanying consolidated financial statements.

The Company can recognize a tax benefit only if it is “more likely than not” that a particular tax position will be sustained upon examination or audit. To the extent that the “more likely than not” standard has been satisfied, the benefit associated with a position is measured as the largest amount that is greater than 50% likely of being recognized upon settlement. As of December 31, 2015, the Company did not recognize any tax benefit for uncertain tax positions.

## Accounting for preferred equity issuance costs

The Company records issuance costs as a reduction to paid-in capital on its balance sheet at the time the preferred securities are issued and reflects the carrying value of the preferred equity at the stated value. Such issuance costs are recorded as non-cash preferred equity distributions at the time the Company notifies the holders of preferred stock of its intent to redeem such shares.

## Net income allocation

Net income was allocated as follows for the years ended December 31, (in thousands):

|   | 2015      | 2014      | 2013      |
|---|-----------|-----------|-----------|
| Net income allocable to noncontrolling interests:                   |           |           |           |
| Noncontrolling interests — common units                             | \$ 18,495 | \$ 30,729 | \$ 12,952 |
| Total net income allocable to noncontrolling interests              | 18,495    | 30,729    | 12,952    |
| Net income allocable to PS Business Parks, Inc.:                    |           |           |           |
| Preferred shareholders:   |           |           |           |
| Distributions to preferred shareholders                             | 59,398    | 60,488    | 59,216    |
| Non-cash distributions related to the redemption of preferred stock | 2,487     | —         | —         |
| Total net income allocable to preferred shareholders                | 61,885    | 60,488    | 59,216    |
| Restricted stock unit holders                                       | 299       | 329       | 125       |
| Common shareholders   | 68,291    | 113,154   | 43,851    |

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|   |            |            |            |
|---|------------|------------|------------|
| Total net income allocable to PS Business Parks, Inc. | 130,475    | 173,971    | 103,192    |
| Net income  | \$ 148,970 | \$ 204,700 | \$ 116,144 |

Net income per common share

Per share amounts are computed using the number of weighted average common shares outstanding. "Diluted" weighted average common shares outstanding includes the dilutive effect of stock options and restricted stock units under the treasury stock method. "Basic" weighted average common shares outstanding excludes such effect. The Company's restricted stock units are participating securities and are included in the computation of basic and diluted weighted average common shares outstanding. The Company's restricted stock unit holders are paid non-forfeitable dividends in excess of the expense recorded which results in a reduction in net income allocable to common shareholders and unit holders.

57

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Table of Contents

Earnings per share has been calculated as follows for the years ended December 31, (in thousands, except per share amounts):

|   | 2015      | 2014       | 2013      |
|---|-----------|------------|-----------|
| Net income allocable to common shareholders   | \$ 68,291 | \$ 113,154 | \$ 43,851 |
| Weighted average common shares outstanding:   |           |            |           |
| Basic weighted average common shares outstanding  | 26,973    | 26,899     | 24,732    |
| Net effect of dilutive stock compensation — based on treasury stock method using average market price | 78        | 101        | 101       |
| Diluted weighted average common shares outstanding  | 27,051    | 27,000     | 24,833    |
| Net income per common share — Basic   | \$ 2.53   | \$ 4.21    | \$ 1.77   |
| Net income per common share — Diluted   | \$ 2.52   | \$ 4.19    | \$ 1.77   |

Options to purchase 32,000, 16,000 and 14,000 shares for the years ended December 31, 2015, 2014 and 2013, respectively, were not included in the computation of diluted net income per share because such options were considered anti-dilutive.

## Segment reporting

The Company views its operations as one segment.

## Reclassifications

Certain reclassifications have been made to the consolidated financial statements for 2014 and 2013 in order to conform to the 2015 presentation.

## Recently issued accounting standards

In May, 2014, the FASB issued new accounting guidance which amended the existing accounting standards for revenue recognition. The new accounting guidance establishes principles for recognizing revenue upon the transfer of

promised goods or services to customers, in an amount that reflects the expected consideration received in exchange for those goods or services. This guidance is currently effective for the Company's fiscal year beginning January 1, 2018. Early adoption is permitted for the Company's fiscal year beginning January 1, 2017. The amendment allows for full retrospective adoption applied to all periods presented or modified retrospective adoption with the cumulative effect of initially applying the standard recognized at the date of initial application. The Company is currently in the process of evaluating the impact of adoption of the new accounting guidance on its consolidated financial statements.

58

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Table of Contents

## 3. Real estate facilities

The activity in real estate facilities for the years ended December 31, 2015, 2014 and 2013 is as follows (in thousands):

|  | Land       | Buildings and<br>Improvements | Accumulated<br>Depreciation | Total        |
|--|------------|-------------------------------|-----------------------------|--------------|
| Balances at December 31, 2012                      | \$ 738,421 | \$ 2,005,943                  | \$ (811,045)                | \$ 1,933,319 |
| Acquisition of real estate facilities              | 39,667     | 76,943                        | —                           | 116,610      |
| Capital expenditures                               | —          | 60,228                        | —                           | 60,228       |
| Disposals  | —          | (15,391)                      | 15,391                      | —            |
| Depreciation and amortization                      | —          | —                             | (108,917)                   | (108,917)    |
| Transfer to properties sold                        | —          | (1,466)                       | 7,604                       | 6,138        |
| Transfer to land and building held for development | (5,927)    | (10,270)                      | 778                         | (15,419)     |
| Balances at December 31, 2013                      | 772,161    | 2,115,987                     | (896,189)                   | 1,991,959    |
| Acquisition of real estate facilities              | 21,408     | 24,890                        | —                           | 46,298       |
| Capital expenditures                               | —          | 54,462                        | —                           | 54,462       |
| Disposals  | —          | (10,587)                      | 10,587                      | —            |
| Depreciation and amortization                      | —          | —                             | (110,357)                   | (110,357)    |
| Transfer to properties sold                        | —          | (1,759)                       | 4,462                       | 2,703        |
| Balances at December 31, 2014                      | 793,569    | 2,182,993                     | (991,497)                   | 1,985,065    |
| Capital expenditures                               | —          | 46,777                        | —                           | 46,777       |
| Disposals  | —          | (13,990)                      | 13,990                      | —            |
| Depreciation and amortization                      | —          | —                             | (105,394)                   | (105,394)    |
| Transfer to properties sold                        | —          | (265)                         | 298                         | 33           |
| Balances at December 31, 2015                      | \$ 793,569 | \$ 2,215,515                  | \$ (1,082,603)              | \$ 1,926,481 |

The unaudited basis of real estate facilities for federal income tax purposes was approximately \$1.9 billion at December 31, 2015. The Company had approximately 21.7% of its properties, in terms of net book value, encumbered by mortgage debt at December 31, 2015.

The purchase price of acquired properties is recorded to land, buildings and improvements (including tenant improvements, unamortized lease commissions, acquired in-place lease values, and tenant relationships, if any) and intangible assets and liabilities associated with the value of above-market and below-market leases based on their respective estimated fair values. Acquisition-related costs are expensed as incurred.

In determining the fair value of the tangible assets of the acquired properties, management considers the value of the properties as if vacant as of the acquisition date. Management must make significant assumptions in determining the value of assets acquired and liabilities assumed. Using different assumptions in the recording of the purchase cost of the acquired properties would affect the timing of recognition of the related revenue and expenses. Amounts recorded to land are derived from comparable sales of land within the same region. Amounts recorded to buildings and improvements, tenant improvements and unamortized lease commissions are based on current market replacement costs and other market information. The amount recorded to acquired in-place leases is determined based on management's assessment of current market conditions and the estimated lease-up periods for the respective spaces.

On December 30, 2014, the Company acquired Charcot Business Park II, an eight-building, 119,000 square foot multi-tenant flex park in San Jose, California, for \$16.0 million. The park is contiguous to the Company's existing 164,000 square foot Charcot Business Park. On November 3, 2014, the Company acquired a 246,000 square foot multi-tenant industrial building in Austin, Texas, for a purchase price of \$10.6 million. On August 21, 2014, the Company acquired a 145,000 square foot multi-tenant flex park consisting of six single-story buildings located in Dallas, Texas, for a purchase price of \$5.1 million. On July 28, 2014, the Company acquired a 19,000 square foot building in Dallas, Texas, for \$1.1 million. The flex building is located in the Company's 389,000 square foot Arapaho Business Park. On July 24, 2014, the Company acquired a 149,000 square foot building in Miami, Florida, for \$12.7 million. The building is located within the Company's 3.3 million square foot Miami Industrial Commerce Center. The Company incurred and expensed acquisition transaction costs of \$350,000 for the year ended December 31, 2014.

Table of Contents

On December 20, 2013, the Company acquired Bayshore Corporate Center, an eight-building, 340,000 square foot, office park in San Mateo, California, for \$60.5 million. On November 8, 2013, the Company acquired nine multi-tenant flex buildings in the Valwood submarket of Dallas, Texas, aggregating 245,000 square feet for \$12.4 million. On October 15, 2013, the Company acquired four multi-tenant flex parks along with a four-acre parcel of land aggregating 559,000 square feet of single-story flex buildings located in Dallas, Texas, for a purchase price of \$27.9 million. On July 26, 2013, the Company acquired a 389,000 square foot multi-tenant flex park consisting of 18 single-story buildings located in Dallas, Texas, for a purchase price of \$14.8 million. The Company incurred and expensed acquisition transaction costs of \$854,000 for the year ended December 31, 2013.

The Company did not acquire any assets or assume any liabilities during the year ended December 31, 2015.

The following table summarizes the assets acquired and liabilities assumed for the years ended December 31, (in thousands):

|   | 2014      | 2013       |
|---|-----------|------------|
| Land  | \$ 21,408 | \$ 39,667  |
| Land held for development                             | —         | 990        |
| Buildings and improvements                            | 24,890    | 76,943     |
| Above-market in-place lease value                     | —         | 403        |
| Below-market in-place lease value                     | (666)     | (2,428)    |
| Total purchase price                                  | 45,632    | 115,575    |
| Net operating assets acquired and liabilities assumed | (611)     | (1,630)    |
| Total cash paid                                       | \$ 45,021 | \$ 113,945 |

On September 28, 2015, the Company completed the sale of McKellips Business Park located in Tempe, Arizona, aggregating 23,000 square feet, for net proceeds of \$1.3 million, which resulted in a gain of \$759,000. In July, 2015, the Company completed the sale of two business parks located in Sacramento, California, for net proceeds of \$29.3 million, which resulted in a gain of \$15.0 million. On July 24, 2015, the Company disposed of North Pointe Business Park, which consists of five multi-tenant flex buildings aggregating 213,000 square feet. On July 31, 2015, the Company disposed of Northgate Business Park, which consists of 12 multi-tenant flex buildings comprising 154,000 square feet. On February 27, 2015, as part of an eminent domain process with the Central Puget Sound Regional Transit Authority, the Company sold five buildings, aggregating 82,000 square feet, at the Company's Overlake Business Park located in Redmond, Washington, for \$13.9 million, which resulted in a gain of \$4.8 million. On February 13, 2015, the Company completed the sale of Milwaukie Business Park located in Milwaukie, Oregon, for net proceeds of \$10.6 million, which resulted in a gain of \$7.6 million. The park consists of six multi-tenant flex buildings aggregating 102,000 square feet.

The assets sold in 2015, aggregating 574,000 square feet, have been classified as properties held for disposition as of December 31, 2014.

On November 21, 2014, the Company completed the sale of three business parks, consisting of 42 buildings aggregating 656,000 square feet, located in Phoenix, Arizona, for net proceeds of \$52.2 million, resulting in a gain of \$29.6 million. On October 1, 2014, the Company completed the sale of two business parks, Cornell Oaks Corporate Center and Creekside Corporate Park along with 11.5 acres of adjacent land, located in Beaverton, Oregon, for net proceeds of \$159.9 million, resulting in a gain of \$62.8 million. The parks consist of 18 buildings aggregating 1.2 million square feet.

#### 4. Investment in unconsolidated joint venture

In 2013, the Company entered into a joint venture, in which it has a 95.0% economic interest, known as Amherst JV LLC, (the "Joint Venture") with an unrelated real estate development company for the purpose of developing a 395-unit multi-family building on a five-acre site within its Westpark Business Park in Tysons, Virginia. The Company contributed the site, along with capitalized improvements, to the Joint Venture on October 5, 2015 and has reflected the land and costs to date as investment in unconsolidated joint venture as of December 31, 2015. Previously the land and costs were reflected in land and building held for development. The Company's partner in the Joint Venture will serve as the managing member, with mutual consent from both the Company and the managing member

Table of Contents

required for all significant decisions. As such, the Company accounts for its investment in the Joint Venture using the equity method. Demolition, site preparation and construction commenced in October, 2015. The Company's investment in unconsolidated joint venture was \$26.7 million at December 31, 2015. From January 1, 2015 through October 5, 2015, the Company capitalized \$2.8 million of development costs, which included \$813,000 of capitalized interest. Subsequent to October 5, 2015 through December 31, 2015, the Company made cash contributions of \$5.2 million to the Joint Venture and capitalized \$346,000 of interest on its investment in the Joint Venture. The land and capitalized development costs were \$18.4 million at December 31, 2014. For the year ended December 31, 2014, the Company capitalized \$2.2 million of development costs, which included \$944,000 of capitalized interest.

## 5. Leasing activity

The Company leases space in its real estate facilities to tenants primarily under non-cancelable leases generally ranging from one to 10 years. Future minimum rental revenues, excluding recovery of operating expenses under these leases, are as follows as of December 31, 2015 (in thousands):

|            |            |
|------------|------------|
| 2016       | \$ 265,816 |
| 2017       | 201,788    |
| 2018       | 146,980    |
| 2019       | 99,678     |
| 2020       | 63,771     |
| Thereafter | 122,574    |
| Total      | \$ 900,607 |

In addition to minimum rental payments, certain tenants reimburse the Company for their pro rata share of specified operating expenses. Such reimbursements amounted to \$78.9 million, \$80.7 million and \$75.1 million for the years ended December 31, 2015, 2014 and 2013, respectively. These amounts are included as rental income in the accompanying consolidated statements of income.

Leases accounting for 2.9% of total leased square footage are subject to termination options, of which 1.6% of total leased square footage have termination options exercisable through December 31, 2016 (unaudited). In general, these leases provide for termination payments should the termination options be exercised. The future minimum rental revenues in the above table assume such options are not exercised.

## 6. Bank loans

The Company has a line of credit (the "Credit Facility") with Wells Fargo Bank, National Association ("Wells Fargo"). The Credit Facility has a borrowing limit of \$250.0 million and expires May 1, 2019. The rate of interest charged on borrowings is based on the London Interbank Offered Rate ("LIBOR") plus 0.875% to LIBOR plus 1.70% depending on the Company's credit ratings. Currently, the Company's rate under the Credit Facility is LIBOR plus 0.875%. In addition, the Company is required to pay an annual facility fee ranging from 0.125% to 0.30% of the borrowing limit depending on the Company's credit ratings (currently 0.125%). The Company had no balance outstanding on the Credit Facility at December 31, 2015 and 2014. The Company had \$769,000 and \$1.0 million of unamortized commitment fees as of December 31, 2015 and 2014, respectively. The Credit Facility requires the Company to meet certain covenants, all of which the Company was in compliance with at December 31, 2015. Interest on outstanding borrowings is payable monthly.

The Company had a term loan with Wells Fargo (the "Term Loan") in the amount of \$250.0 million that was scheduled to mature on December 31, 2014. The Term Loan was repaid in full in November, 2013. Interest under the Term Loan was accrued based on an applicable rate ranging from LIBOR plus 1.15% to LIBOR plus 2.25% depending on the Company's credit ratings. During 2013, the Company's rate under the Term Loan was LIBOR plus 1.20%. The Company had \$383,000 of unamortized commitment fees as of December 31, 2012 and amortized such amount in full in 2013 as a result of the repayment.



Table of Contents

7. Mortgage note payable

The Company has a \$250.0 million mortgage note payable with a fixed interest rate of 5.45%, secured by 4.8 million square feet of commercial properties with a net book value of \$417.7 million at December 31, 2015. The interest is payable monthly with a maturity date of December 1, 2016, prepayable without penalty on June 1, 2016.

In January, 2013, the Company repaid two mortgage notes payable totaling \$18.1 million with a combined stated interest rate of 5.60%.

8. Noncontrolling interests

As described in Note 2, the Company reports noncontrolling interests within equity in the consolidated financial statements, but separate from the Company's shareholders' equity. In addition, net income allocable to noncontrolling interests is shown as a reduction from net income in calculating net income allocable to common shareholders.

Common partnership units

The Company presents the accounts of PSB and the Operating Partnership on a consolidated basis. Ownership interests in the Operating Partnership that can be redeemed for common stock, other than PSB's interest, are classified as noncontrolling interests — common units in the consolidated financial statements. Net income allocable to noncontrolling interests — common units consists of the common units' share of the consolidated operating results after allocation to preferred units and shares. Beginning one year from the date of admission as a limited partner (common units) and subject to certain limitations described below, each limited partner other than PSB has the right to require the redemption of its partnership interest.

A limited partner (common units) that exercises its redemption right will receive cash from the Operating Partnership in an amount equal to the market value (as defined in the Operating Partnership Agreement) of the partnership interests redeemed. In lieu of the Operating Partnership redeeming the common units for cash, PSB, as general partner, has the right to elect to acquire the partnership interest directly from a limited partner exercising its redemption right, in exchange for cash in the amount specified above or by issuance of one share of PSB common stock for each unit of limited partnership interest redeemed.

A limited partner (common units) cannot exercise its redemption right if delivery of shares of PSB common stock would be prohibited under the applicable articles of incorporation, or if the general partner believes that there is a risk that delivery of shares of common stock would cause the general partner to no longer qualify as a REIT, would cause a violation of the applicable securities laws, or would result in the Operating Partnership no longer being treated as a partnership for federal income tax purposes.

On December 30, 2014, the Company paid a one-time special cash dividend of \$2.75 per share along with the fourth quarter regular dividend of \$0.50 per share. Holders of the common partnership units received the same distribution.

At December 31, 2015, there were 7,305,355 common units owned by PS, which are accounted for as noncontrolling interests. Combined with PS's existing common stock ownership, on a fully converted basis, PS has a combined ownership of 42.1% (or 14.5 million shares) of the Company's common equity.

#### 9. Related party transactions

The Operating Partnership manages industrial, office and retail facilities for PS. These facilities, all located in the United States, operate under the "Public Storage" or "PS Business Parks" names. The PS Business Parks name and logo are owned by PS and licensed to the Company under a non-exclusive, royalty-free license agreement. The license can be terminated by either party for any reason with six months written notice.

Under the property management contract with PS, the Operating Partnership is compensated based on a percentage of the gross revenues of the facilities managed. Under the supervision of the property owners, the Operating Partnership coordinates rental policies, rent collections, marketing activities, the purchase of equipment and supplies,

Table of Contents

maintenance activities, and the selection and engagement of vendors, suppliers and independent contractors. In addition, the Operating Partnership assists and advises the property owners in establishing policies for the hire, discharge and supervision of employees for the operation of these facilities, including property managers and leasing, billing and maintenance personnel.

The property management contract with PS is for a seven-year term with the agreement automatically extending for an additional one-year period upon each one-year anniversary of its commencement (unless cancelled by either party). Either party can give notice of its intent to cancel the agreement upon expiration of its current term. Management fee revenues under this contract were \$540,000, \$660,000 and \$639,000 for the years ended December 31, 2015, 2014 and 2013, respectively.

PS also provides property management services for the self-storage component of two assets owned by the Company. These self-storage facilities, located in Palm Beach County, Florida, operate under the "Public Storage" name.

Under the property management contract, PS is compensated based on a percentage of the gross revenues of the facilities managed. Under the supervision of the Company, PS coordinates rental policies, rent collections, marketing activities, the purchase of equipment and supplies, maintenance activities, and the selection and engagement of vendors, suppliers and independent contractors. In addition, PS is responsible for establishing the policies for the hire, discharge and supervision of employees for the operation of these facilities, including on-site managers, assistant managers and associate managers.

Either the Company or PS can cancel the property management contract upon 60 days' notice. Management fee expenses under the contract were \$79,000, \$70,000 and \$59,000 for the years ended December 31, 2015, 2014 and 2013, respectively.

Pursuant to a cost sharing and administrative services agreement, the Company shares costs with PS for certain administrative services and rental of corporate office space, which are allocated to PS in accordance with a methodology intended to fairly allocate those costs. These costs totaled \$469,000, \$451,000 and \$432,000 for the years ended December 31, 2015, 2014 and 2013, respectively.

The Company had net amounts due from PS of \$57,000 and \$166,000 at December 31, 2015 and 2014, respectively, for these contracts, as well as for certain operating expenses paid by the Company on behalf of PS.

Concurrent with the Company's public offering of common stock in 2013, as discussed in Note 10, the Company sold 950,000 shares of common stock at the public offering price to PS for net proceeds of \$75.3 million.

During 2013, the Company sold to PS its ownership interest in STOR-Re Mutual Insurance Company, Inc. (“STOR-Re”) for \$1.1 million, representing a 4.0% ownership interest, and accordingly, the Company recorded a gain on sale of the ownership interest of such amount as interest and other income. As of December 31, 2013, the Company had no ownership interest in STOR-Re.

On October 1, 2013, PS borrowed \$100.0 million from the Company pursuant to the terms of a term loan agreement. The loan, which could be repaid without penalty at any point prior to its maturity date of November 29, 2013, was repaid in full on October 18, 2013. Interest on the loan was at a rate of 1.388% per annum. The loan was funded, in part, with borrowings on the Credit Facility. Interest income, under this note receivable, was \$66,000 for the year ended December 31, 2013.

Table of Contents

## 10. Shareholders' equity

## Preferred stock

As of December 31, 2015 and 2014, the Company had the following series of preferred stock outstanding:

| Series   | Issuance Date   | Earliest Potential Redemption Date | Dividend Rate | December 31, 2015  |                       | December 31, 2014  |                       |
|----------|-----------------|------------------------------------|---------------|--------------------|-----------------------|--------------------|-----------------------|
|          |                 |                                    |               | Shares Outstanding | Amount (in thousands) | Shares Outstanding | Amount (in thousands) |
| Series S | January, 2012   | January, 2017                      | 6.450%        | 9,200              | \$ 230,000            | 9,200              | \$ 230,000            |
| Series T | May, 2012       | May, 2017                          | 6.000%        | 14,000             | 350,000               | 14,000             | 350,000               |
| Series U | September, 2012 | September, 2017                    | 5.750%        | 9,200              | 230,000               | 9,200              | 230,000               |
| Series V | March, 2013     | March, 2018                        | 5.700%        | 4,400              | 110,000               | 4,400              | 110,000               |
| Series R | October, 2010   | October, 2015                      | 6.875%        | —                  | —                     | 3,000              | 75,000                |
| Total    |                 |                                    |               | 36,800             | \$ 920,000            | 39,800             | \$ 995,000            |

On October 15, 2015, the Company completed the redemption of its 6.875% Cumulative Preferred Stock, Series R, at its par value of \$75.0 million. The Company reported the non-cash distributions of \$2.5 million, representing the original issuance costs, as a reduction of net income allocable to common shareholders and unit holders for the year ended December 31, 2015.

On March 14, 2013, the Company issued \$110.0 million or 4.4 million depository shares, each representing 1/1,000 of a share of the 5.70% Cumulative Preferred Stock, Series V, at \$25.00 per depository share.

The Company paid \$59.4 million, \$60.5 million and \$59.2 million in distributions to its preferred shareholders for the years ended December 31, 2015, 2014 and 2013, respectively.

Holders of the Company's preferred stock will not be entitled to vote on most matters, except under certain conditions. In the event of a cumulative arrearage equal to six quarterly dividends, the holders of the preferred stock will have the right to elect two additional members to serve on the Company's Board of Directors until all events of default have been cured. At December 31, 2015, there were no dividends in arrears.

Except under certain conditions relating to the Company's qualification as a REIT, the preferred stock is not redeemable prior to the previously noted redemption dates. On or after the respective redemption dates, the respective series of preferred stock will be redeemable, at the option of the Company, in whole or in part, at \$25.00 per depositary share, plus any accrued and unpaid dividends. The Company had \$29.3 million and \$31.8 million of deferred costs in connection with the issuance of preferred stock as of December 31, 2015 and 2014, respectively, which the Company will report as additional non-cash distributions upon notice of its intent to redeem such shares.

#### Common stock

Subsequent to December 31, 2015, the Company's Board of Directors increased its quarterly dividend from \$0.60 per common share to \$0.75 per common share, increasing quarterly distributions by \$5.2 million per quarter.

Dividends declared for the three months ended December 31, 2014 included a one-time special cash dividend of \$2.75 per share (the "Special Cash Dividend") along with the fourth quarter regular dividend of \$0.50 per share. The Special Cash Dividend was declared to distribute a portion of the excess income attributable to gains on sales from asset dispositions during 2014, as discussed in Note 3.

The Company paid \$59.4 million (\$2.20 per common share), \$127.8 million (\$4.75 per common share) and \$44.0 million (\$1.76 per common share) in distributions to its common shareholders for the years ended December 31, 2015, 2014 and 2013, respectively. The portion of the distributions classified as ordinary income was 89.4%, 70.5% and 98.9% for the years ended December 31, 2015, 2014 and 2013, respectively. The portion of the distributions classified as long-term capital gain income was 10.6%, 29.5% and 1.1% for the years ended December 31, 2015, 2014 and 2013, respectively. The percentages in the two preceding sentences are unaudited.

## Table of Contents

On November 7, 2013, the Company sold 1,495,000 shares of common stock in a public offering and concurrently sold 950,000 shares of common stock at the public offering price to PS. The aggregate net proceeds were \$192.3 million.

No shares of common stock were repurchased under the board approved common stock repurchase program during the years ended December 31, 2015, 2014 and 2013.

## Equity stock

In addition to common and preferred stock, the Company is authorized to issue 100.0 million shares of Equity Stock. The Articles of Incorporation provide that Equity Stock may be issued from time to time in one or more series and give the Board of Directors broad authority to fix the dividend and distribution rights, conversion and voting rights, redemption provisions and liquidation rights of each series of Equity Stock.

## 11. Stock compensation

PSB has a 2003 Stock Option and Incentive Plan (the “2003 Plan”) and a 2012 Equity and Performance-Based Incentive Compensation Plan (the “2012 Plan”) covering 1.5 million and 1.0 million shares of PSB’s common stock, respectively. Under the 2003 Plan and 2012 Plan, PSB has granted non-qualified options to certain directors, officers and key employees to purchase shares of PSB’s common stock at a price not less than the fair market value of the common stock at the date of grant. Additionally, under the 2003 Plan and 2012 Plan, PSB has granted restricted shares of common stock to certain directors and restricted stock units to officers and key employees.

Options under the 2003 Plan and 2012 Plan vest over a five-year period from the date of grant at the rate of one fifth per year and expire 10 years after the date of grant. Generally, restricted stock units granted are subject to a six-year vesting schedule, none in year one and 20% for each of the next five years.

The weighted average grant date fair value of options granted during the years ended December 31, 2015, 2014 and 2013 was \$8.49 per share, \$10.95 per share and \$9.18 per share, respectively. The Company has calculated the fair value of each option grant on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions used for grants during the years ended December 31, 2015, 2014 and 2013, respectively: a dividend yield of 2.5%, 2.3% and 2.2%; expected volatility of 16.1%, 17.7% and 17.5%; expected life of five years; and risk-free interest rates of 1.4%, 1.7% and 1.0%.

The weighted average grant date fair value of restricted stock units granted during the years ended December 31, 2015, 2014 and 2013 was \$82.78, \$81.47 and \$73.85, respectively. The Company calculated the fair value of each restricted stock unit grant using the market value on the date of grant.

At December 31, 2015, there was a combined total of 1.3 million options and restricted stock units authorized to be granted.

In connection with the 2014 Special Cash Dividend discussed in Note 10, the number of options and exercise prices of all outstanding options as of December 31, 2014 were adjusted pursuant to the anti-dilution provisions of the applicable plans so that the option holders would be neither advantaged nor disadvantaged as a result of the Special Cash Dividend.



Table of Contents

Information with respect to outstanding options and nonvested restricted stock units granted under the 2003 Plan and 2012 Plan is as follows:

|                                      | Number of<br>Options | Weighted<br>Average<br>Exercise<br>Price | Weighted<br>Average<br>Remaining<br>Contract Life | Aggregate<br>Intrinsic<br>Value<br>(in thousands) |
|--------------------------------------|----------------------|--|---|---|
| Options:                             |                      |  |   |   |
| Outstanding at December 31, 2012     | 454,573              | \$ 53.41                                 |   |   |
| Granted                              | 24,000               | \$ 78.99                                 |   |   |
| Exercised                            | (97,800)             | \$ 47.87                                 |   |   |
| Forfeited                            | —                    | \$ —                                     |   |   |
| Outstanding at December 31, 2013     | 380,773              | \$ 56.45                                 |   |   |
| Granted                              | 16,000               | \$ 82.84                                 |   |   |
| Exercised                            | (61,273)             | \$ 49.84                                 |   |   |
| Forfeited                            | (4,000)              | \$ 52.35                                 |   |   |
| Special cash dividend adjustment (1) | 10,352               | N/A                                      |   |   |
| Outstanding at December 31, 2014     | 341,852              | \$ 57.11                                 |   |   |
| Granted                              | 16,000               | \$ 80.13                                 |   |   |
| Exercised                            | (99,178)             | \$ 51.31                                 |   |   |
| Forfeited                            | —                    | \$ —                                     |   |   |
| Outstanding at December 31, 2015     | 258,674              | \$ 60.76                                 | 5.01 Years  | \$ 6,899  |
| Exercisable at December 31, 2015     | 194,999              | \$ 56.23                                 | 4.14 Years  | \$ 6,084  |

(1) In accordance with the applicable equity award plan documents, the number and exercise price of outstanding options as of December 31, 2014 have been adjusted as a result of the Special Cash Dividend so that the option holder maintains their economic position with respect to the shareholders.

|                                | Number of<br>Units | Weighted<br>Average<br>Grant<br>Date Fair<br>Value |
|--------------------------------|--------------------|--|
| Restricted Stock Units:        |                    |  |
| Nonvested at December 31, 2012 | 53,090             | \$ 55.69   |
| Granted                        | 8,350              | \$ 73.85   |
| Vested                         | (13,690)           | \$ 53.84   |
| Forfeited                      | (2,650)            | \$ 47.96   |
| Nonvested at December 31, 2013 | 45,100             | \$ 60.07   |
| Granted                        | 6,800              | \$ 81.47   |
| Vested                         | (12,980)           | \$ 53.65   |
| Forfeited                      | (3,750)            | \$ 69.00   |
| Nonvested at December 31, 2014 | 35,170             | \$ 65.62   |
| Granted                        | 75,606             | \$ 82.78   |

|                                |          |          |
|--------------------------------|----------|----------|
| Vested                         | (25,384) | \$ 74.19 |
| Forfeited                      | (6,740)  | \$ 76.22 |
| Nonvested at December 31, 2015 | 78,652   | \$ 78.44 |

Effective March, 2014, the Company entered into a performance-based restricted stock unit program, the Senior Management Long-Term Equity Incentive Program for 2014-2017 (“2014 LTEIP”), with certain employees of the Company. Under the 2014 LTEIP, the Company established three levels of targeted restricted stock unit awards for certain employees, which would be earned only if the Company achieved one of three defined targets during 2014 to 2017. Under the 2014 LTEIP there is an annual award following the end of each of the four years in the program, with the award subject to and based on the achievement of total return targets during the previous year, as well as an award based on achieving total return targets during the cumulative four-year period 2014-2017. In the event the minimum defined target is not achieved for an annual award, the shares allocated to be awarded for such year are added to the shares that may be received if the four-year target is achieved. All restricted stock unit awards under the 2014 LTEIP vest in four equal annual installments beginning from the date of award. Up to 96,650 restricted stock units would be granted for each of the four years assuming achievement was met and up to 82,846 restricted stock units would be granted for the cumulative four-year period assuming achievement was met. Compensation expense is recognized

Table of Contents

based on the shares expected to be awarded based on the target level that is expected to be achieved. Net compensation expense of \$8.2 million and \$7.4 million related to the 2014 LTEIP was recognized for the years ended December 31, 2015 and 2014, respectively.

In connection with the 2014 LTEIP, targets for 2014 were achieved at the threshold total return level. As such, 66,506 restricted stock units were granted during the year ended December 31, 2015 at a weighted average grant date fair value of \$83.47.

Effective January 1, 2012, the Company entered into a performance-based restricted stock unit program, the Senior Management Long-Term Equity Incentive Program for 2012-2015 ("2012 LTEIP"), with certain employees of the Company. The targets for 2012 and 2013 were not achieved and management determined in 2013 that it was not probable that the remaining targets under the 2012 LTEIP would be met. As such, the Company stopped recording amortization and recorded a reversal of all 2012 LTEIP amortization previously recorded in 2012 of \$3.9 million during the year ended December 31, 2013.

Net compensation expense of \$261,000, \$1.1 million and \$425,000 related to stock options was recognized during the years ended December 31, 2015, 2014 and 2013, respectively. Included in 2014 compensation expense relating to stock options was \$644,000 of expense resulting from modifications made to outstanding stock options as a result of the Special Cash Dividend paid in December, 2014. Excluding the 2014 LTEIP amortization of \$8.2 million and \$7.4 million, net compensation expense of \$433,000 and \$526,000 related to restricted stock units was recognized during the years ended December 31, 2015 and 2014, respectively. Excluding the 2012 LTEIP reversal of \$3.9 million, net compensation expense of \$671,000 related to restricted stock units was recognized during the year ended December 31, 2013.

As of December 31, 2015, there was \$412,000 of unamortized compensation expense related to stock options expected to be recognized over a weighted average period of 3.0 years. As of December 31, 2015, there was \$20.2 million (includes \$18.5 million from the 2014 LTEIP) of unamortized compensation expense related to restricted stock units expected to be recognized over a weighted average period of 4.3 years.

Cash received from 99,178 stock options exercised during the year ended December 31, 2015 was \$5.1 million. Cash received from 61,273 stock options exercised during the year ended December 31, 2014 was \$3.1 million. Cash received from 97,800 stock options exercised during the year ended December 31, 2013 was \$4.7 million. The aggregate intrinsic value of the stock options exercised was \$2.6 million, \$2.1 million and \$3.1 million during the years ended December 31, 2015, 2014 and 2013, respectively.

During the year ended December 31, 2015, 25,384 restricted stock units vested (16,634 related to the 2014 LTEIP); in settlement of these units, 15,734 shares were issued (10,495 related to the 2014 LTEIP), net of shares applied to

payroll taxes. The aggregate fair value of the shares vested for the year ended December 31, 2015 was \$2.0 million (\$1.3 million related to the 2014 LTEIP). During the year ended December 31, 2014, 12,980 restricted stock units vested; in settlement of these units, 8,066 shares were issued, net of shares applied to payroll taxes. The aggregate fair value of the shares vested for the year ended December 31, 2014 was \$1.1 million. During the year ended December 31, 2013, 13,690 restricted stock units vested; in settlement of these units, 8,547 shares were issued, net of shares applied to payroll taxes. The aggregate fair value of the shares vested for the year ended December 31, 2013 was \$1.0 million.

In April, 2015, the shareholders of the Company approved the issuance of an additional 130,000 shares of common stock under the Retirement Plan for Non-Employee Directors (the "Director Plan"). Under the Director Plan, the Company grants 1,000 shares of common stock for each year served as a director up to a maximum of 8,000 shares issued upon retirement. The Company recognizes compensation expense over the requisite service period. As a result, included in the Company's consolidated statements of income was compensation expense of \$316,000, \$550,000 and \$264,000 for the years ended December 31, 2015, 2014 and 2013, respectively. Included in 2014 compensation expense relating to the retirement shares was \$243,000 of expense resulting from the increase in maximum shares. As of December 31, 2015, 2014 and 2013, there was \$1.2 million, \$1.5 million and \$1.4 million, respectively, of unamortized compensation expense related to these shares. No shares were issued during the years ended December 31, 2015, 2014 and 2013.

Table of Contents

## 12. Supplementary quarterly financial data (unaudited, in thousands, except per share data):

|   | Three Months Ended |               |                    |                   |
|---|--------------------|---------------|--------------------|-------------------|
|   | March 31, 2015     | June 30, 2015 | September 30, 2015 | December 31, 2015 |
| Rental income                               | \$ 92,315          | \$ 92,948     | \$ 93,322          | \$ 94,550         |
| Cost of operations                          | \$ 31,746          | \$ 30,057     | \$ 30,448          | \$ 28,973         |
| Net income allocable to common shareholders | \$ 19,771          | \$ 11,129     | \$ 22,484          | \$ 14,906         |
| Net income per share:                       |                    |               |                    |                   |
| Basic                                       | \$ 0.73            | \$ 0.41       | \$ 0.83            | \$ 0.55           |
| Diluted                                     | \$ 0.73            | \$ 0.41       | \$ 0.83            | \$ 0.55           |

|   | Three Months Ended |               |                    |                   |
|---|--------------------|---------------|--------------------|-------------------|
|   | March 31, 2014     | June 30, 2014 | September 30, 2014 | December 31, 2014 |
| Rental income                               | \$ 95,321          | \$ 93,986     | \$ 95,627          | \$ 91,321         |
| Cost of operations                          | \$ 33,444          | \$ 31,535     | \$ 33,102          | \$ 29,290         |
| Net income allocable to common shareholders | \$ 9,940           | \$ 9,826      | \$ 11,268          | \$ 82,131         |
| Net income per share:                       |                    |               |                    |                   |
| Basic                                       | \$ 0.37            | \$ 0.37       | \$ 0.42            | \$ 3.05           |
| Diluted                                     | \$ 0.37            | \$ 0.36       | \$ 0.42            | \$ 3.04           |

## 13. Commitments and contingencies

The Company currently is neither subject to any other material litigation nor, to management's knowledge, is any material litigation currently threatened against the Company other than routine litigation and administrative proceedings arising in the ordinary course of business.

## 14. 401(k) Plan

The Company has a 401(k) savings plan (the "Plan") in which all eligible employees may participate. The Plan provides for the Company to make matching contributions to all eligible employees up to 4% of their annual salary dependent on the employee's level of participation. For the years ended December 31, 2015, 2014 and 2013, \$410,000, \$417,000, and \$362,000, respectively, was charged as expense related to this plan.



Table of Contents

PS BUSINESS PARKS, INC.

## SCHEDULE III - REAL ESTATE AND ACCUMULATED DEPRECIATION

DECEMBER 31, 2015

(DOLLARS IN THOUSANDS)

| Description                          | Location        | Square Feet | Encumbrances | Initial Cost to Company | Cost Capitalized |                           | Gross Amount at Which Carried |                      | Total     | Accumulated Depreciation |
|--------------------------------------|-----------------|-------------|--------------|-------------------------|------------------|---------------------------|-------------------------------|----------------------|-----------|--------------------------|
|                                      |                 |             |              |                         | to Acquisition   | Subsequent to Acquisition | at December 31, 2015          | at December 31, 2015 |           |                          |
| Buena Park Industrial Center         | Buena Park, CA  | 317         | \$ —         | \$ 3,245                | \$ 7,703         | \$ 2,667                  | \$ 3,245                      | \$ 10,370            | \$ 13,615 | \$ 6,550                 |
| Carson                               | Carson, CA      | 77          | —            | 990                     | 2,496            | 1,451                     | 990                           | 3,947                | 4,937     | 2,650                    |
| Cerritos Business Center             | Cerritos, CA    | 395         | —            | 4,218                   | 10,273           | 4,129                     | 4,218                         | 14,402               | 18,620    | 9,420                    |
| Cerritos/Edwards                     | Cerritos, CA    | 31          | —            | 450                     | 1,217            | 1,407                     | 450                           | 2,624                | 3,074     | 1,810                    |
| Concord Business Park                | Concord, CA     | 246         | —            | 12,454                  | 20,491           | 844                       | 12,454                        | 21,335               | 33,789    | 4,180                    |
| Culver City                          | Culver City, CA | 147         | —            | 3,252                   | 8,157            | 5,951                     | 3,252                         | 14,108               | 17,360    | 10,000                   |
| Bayview Business Park                | Fremont, CA     | 104         | 7,300        | 4,990                   | 4,831            | 234                       | 4,990                         | 5,065                | 10,055    | 1,300                    |
| Christy Business Park                | Fremont, CA     | 334         | 14,200       | 11,451                  | 16,254           | 1,435                     | 11,451                        | 17,689               | 29,140    | 4,000                    |
| Industrial Drive Distribution Center | Fremont, CA     | 199         | 5,300        | 7,482                   | 6,812            | 787                       | 7,482                         | 7,599                | 15,081    | 1,450                    |
| Bay Center Business Park             | Hayward, CA     | 463         | 27,500       | 19,052                  | 50,501           | 3,522                     | 19,052                        | 54,023               | 73,075    | 10,500                   |
| Cabot Distribution                   | Hayward, CA     | 249         | 9,300        | 5,859                   | 10,811           | 374                       | 5,859                         | 11,185               | 17,044    | 2,150                    |

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|                                    |                   |       |        |        |        |        |        |        |        |      |
|------------------------------------|-------------------|-------|--------|--------|--------|--------|--------|--------|--------|------|
| Center                             |                   |       |        |        |        |        |        |        |        |      |
| Diablo Business Park               | Hayward, CA       | 271   | —      | 9,102  | 15,721 | 825    | 9,102  | 16,546 | 25,648 | 3,39 |
| Eden Landing                       | Hayward, CA       | 83    | 4,800  | 3,275  | 6,174  | 131    | 3,275  | 6,305  | 9,580  | 1,33 |
| Hayward Business Park              | Hayward, CA       | 1,091 | 46,400 | 28,256 | 54,418 | 2,424  | 28,256 | 56,842 | 85,098 | 10,6 |
| Huntwood Business Park             | Hayward, CA       | 176   | 11,600 | 7,391  | 11,819 | 964    | 7,391  | 12,783 | 20,174 | 2,86 |
| Parkway Commerce                   | Hayward, CA       | 407   | —      | 4,398  | 10,433 | 4,727  | 4,398  | 15,160 | 19,558 | 9,96 |
| Corporate Pointe                   | Irvine, CA        | 161   | —      | 6,876  | 18,519 | 6,529  | 6,876  | 25,048 | 31,924 | 16,2 |
| Laguna Hills Commerce Center       | Laguna Hills, CA  | 513   | —      | 16,261 | 39,559 | 7,028  | 16,261 | 46,587 | 62,848 | 28,6 |
| Plaza Del Lago                     | Laguna Hills, CA  | 101   | —      | 2,037  | 5,051  | 3,951  | 2,037  | 9,002  | 11,039 | 6,18 |
| Canada                             | Lake Forest, CA   | 297   | —      | 5,508  | 13,785 | 5,675  | 5,508  | 19,460 | 24,968 | 12,6 |
| Dixon Landing Business Park        | Milpitas, CA      | 505   | 30,000 | 26,301 | 21,121 | 3,235  | 26,301 | 24,356 | 50,657 | 5,71 |
| Monterey/Calle                     | Monterey, CA      | 12    | —      | 288    | 706    | 336    | 288    | 1,042  | 1,330  | 717  |
| Monterey Park                      | Monterey Park, CA | 199   | —      | 3,078  | 7,862  | 1,566  | 3,078  | 9,428  | 12,506 | 6,26 |
| Port of Oakland                    | Oakland, CA       | 200   | 10,800 | 5,638  | 11,066 | 661    | 5,638  | 11,727 | 17,365 | 2,44 |
| Orangewood                         | Orange County, CA | 107   | —      | 2,637  | 12,291 | 3,429  | 2,637  | 15,720 | 18,357 | 8,62 |
| Orange County Business Center      | Orange County, CA | 437   | —      | 9,405  | 35,746 | 18,093 | 9,405  | 53,839 | 63,244 | 39,4 |
| Kearney Mesa                       | San Diego, CA     | 164   | —      | 2,894  | 7,089  | 2,808  | 2,894  | 9,897  | 12,791 | 6,57 |
| Lusk                               | San Diego, CA     | 371   | —      | 5,711  | 14,049 | 5,419  | 5,711  | 19,468 | 25,179 | 13,0 |
| Rose Canyon Business Park          | San Diego, CA     | 233   | —      | 15,129 | 20,054 | 2,202  | 15,129 | 22,256 | 37,385 | 11,4 |
| Charcot Business Park              | San Jose, CA      | 283   | 10,300 | 18,654 | 17,580 | 1,560  | 18,654 | 19,140 | 37,794 | 4,11 |
| Las Plumas                         | San Jose, CA      | 214   | —      | 4,379  | 12,889 | 6,691  | 4,379  | 19,580 | 23,959 | 13,7 |
| Little Orchard Distribution Center | San Jose, CA      | 213   | 5,900  | 7,725  | 3,846  | 51     | 7,725  | 3,897  | 11,622 | 1,11 |
|                                    |                   | 316   | 14,200 | 14,476 | 12,807 | 444    | 14,476 | 13,251 | 27,727 | 3,76 |



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|                          |                 |     |       |       |       |       |       |        |        |       |
|--------------------------|-----------------|-----|-------|-------|-------|-------|-------|--------|--------|-------|
| Montague Industrial Park | San Jose, CA    |     |       |       |       |       |       |        |        |       |
| Oakland Road             | San Jose, CA    | 177 | —     | 3,458 | 8,765 | 3,132 | 3,458 | 11,897 | 15,355 | 7,832 |
| Rogers Ave               | San Jose, CA    | 67  | —     | 3,540 | 4,896 | 573   | 3,540 | 5,469  | 9,009  | 2,437 |
| Doolittle Business Park  | San Leandro, CA | 113 | 4,500 | 3,929 | 6,231 | 361   | 3,929 | 6,592  | 10,521 | 1,500 |

69

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Table of Contents

| Description                                     | Square Feet | Encumbrances | Initial Cost to Company |                            | Cost Capitalized Subsequent to Acquisition |                            | Gross Amount at Which Carried at December 31, 2015 |         | Accumulated Depreciation | Year(s) Acquired |
|---|-------------|--------------|-------------------------|----------------------------|--|----------------------------|--|---------|--------------------------|------------------|
|   |             |              | Land                    | Buildings and Improvements | Buildings and Improvements                 | Buildings and Improvements | Total  |         |                          |                  |
| Bayshore Corporate Center<br>San Mateo, CA      | 340         | —            | 25,108                  | 36,891                     | 5,615                                      | 25,108                     | 42,506   | 67,614  | 7,433                    | 2013             |
| San Ramon Canyon<br>San Ramon, CA               | 52          | —            | 1,486                   | 3,642                      | 1,263                                      | 1,486                      | 4,905  | 6,391   | 3,212                    | 1997             |
| Contra Costa Park<br>Santa Clara, CA            | 251         | —            | 17,218                  | 21,914                     | 3,693                                      | 17,218                     | 25,607   | 42,825  | 15,462                   | 2007             |
| Santa Clara Park<br>Santa Clara, CA             | 178         | —            | 7,673                   | 15,645                     | 4,359                                      | 7,673                      | 20,004   | 27,677  | 12,765                   | 2000             |
| Walsh at Lafayette<br>Santa Clara, CA           | 321         | 19,300       | 13,439                  | 17,890                     | 292  | 13,439                     | 18,182   | 31,621  | 4,496                    | 2011             |
| Signal Hill<br>Signal Hill, CA                  | 269         | —            | 6,693                   | 12,699                     | 2,672                                      | 6,693                      | 15,371   | 22,064  | 8,697                    | 1997/2006        |
| So San Francisco Boulevard<br>San Francisco, CA | 52          | —            | 899                     | 2,387                      | 682  | 899                        | 3,069  | 3,968   | 2,020                    | 1997             |
| South San Francisco<br>San Francisco, CA        | 41          | —            | 776                     | 1,886                      | 526  | 776                        | 2,412  | 3,188   | 1,540                    | 1997             |
| Studio City<br>Studio City, CA                  | 22          | —            | 621                     | 1,530                      | 607  | 621                        | 2,137  | 2,758   | 1,340                    | 1997             |
| Kifer Industrial Park<br>Sunnyvale, CA          | 287         | 28,600       | 13,227                  | 37,874                     | 1,395                                      | 13,227                     | 39,269   | 52,496  | 7,656                    | 2011             |
| Torrance<br>Torrance, CA                        | 147         | —            | 2,318                   | 6,069                      | 3,180                                      | 2,318                      | 9,249  | 11,567  | 6,276                    | 1997             |
| Boca Raton Commerce<br>Boca Raton, FL           | 135         | —            | 7,795                   | 9,258                      | 2,394                                      | 7,795                      | 11,652   | 19,447  | 4,220                    | 2006             |
| Miami<br>Miami, FL                              | 3,468       | —            | 95,115                  | 112,583                    | 40,030                                     | 95,115                     | 152,613  | 247,728 | 83,721                   | 2003/2011        |
| Wellington<br>Wellington, FL                    | 263         | —            | 10,845                  | 18,560                     | 2,510                                      | 10,845                     | 21,070   | 31,915  | 8,162                    | 2006             |
| Beltsville<br>Beltsville, MD                    | 309         | —            | 4,278                   | 18,380                     | 10,702                                     | 4,278                      | 29,082   | 33,360  | 20,856                   | 1998             |
| Gaithersburg/Christopher<br>Gaithersburg, MD    | 20          | —            | 475                     | 1,203                      | 629  | 475                        | 1,832  | 2,307   | 1,267                    | 1997             |

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|   |     |   |        |        |        |        |         |         |        |           |  |
|---|-----|---|--------|--------|--------|--------|---------|---------|--------|-----------|--|
| Gaithersburg,<br>MD                                 |     |   |        |        |        |        |         |         |        |           |  |
| MeRockville,<br>Park MD                             | 898 | — | 33,995 | 94,463 | 37,270 | 33,995 | 131,733 | 165,728 | 83,239 | 2001      |  |
| Parklawn,<br>Business Rockville,<br>Park MD         | 232 | — | 3,387  | 19,628 | 3,786  | 3,387  | 23,414  | 26,801  | 7,728  | 2010      |  |
| Shadyockville,<br>Growth MD                         | 352 | — | 5,372  | 50,727 | 9,224  | 5,372  | 59,951  | 65,323  | 17,931 | 2010      |  |
| Westech<br>Business Silver<br>Park Spring, MD       | 532 | — | 25,261 | 74,572 | 16,170 | 25,261 | 90,742  | 116,003 | 50,215 | 2006      |  |
| Ben<br>White Austin, TX                             | 108 | — | 1,550  | 7,015  | 1,941  | 1,550  | 8,956   | 10,506  | 5,954  | 1998      |  |
| Lamar<br>Business Austin, TX                        | 145 | — | 2,528  | 6,596  | 4,331  | 2,528  | 10,927  | 13,455  | 9,185  | 1997      |  |
| McKellan, TX  | 236 | — | 1,945  | 13,212 | 2,178  | 1,945  | 15,390  | 17,335  | 6,949  | 1998/2012 |  |
| McNeil, TX  | 525 | — | 5,477  | 24,495 | 4,140  | 5,477  | 28,635  | 34,112  | 9,041  | 1999/2010 |  |
| Rutland, TX   | 288 | — | 2,022  | 9,397  | 3,857  | 2,022  | 13,254  | 15,276  | 7,607  | 1998/1999 |  |
| Waco, TX  | 106 | — | 2,108  | 9,649  | 3,840  | 2,108  | 13,489  | 15,597  | 8,877  | 1999      |  |
| Braker<br>Business Austin, TX                       | 257 | — | 1,874  | 13,990 | 1,608  | 1,874  | 15,598  | 17,472  | 5,749  | 2010      |  |
| Mopac<br>Business Austin, TX                        | 117 | — | 719    | 3,579  | 694    | 719    | 4,273   | 4,992   | 1,449  | 2010      |  |
| Southpark<br>Business Austin, TX                    | 181 | — | 1,266  | 9,882  | 2,306  | 1,266  | 12,188  | 13,454  | 4,475  | 2010      |  |
| Valwood<br>Business Carrollton,<br>Center TX        | 356 | — | 2,510  | 13,859 | 1,476  | 2,510  | 15,335  | 17,845  | 2,969  | 2013      |  |
| Empire<br>Commerce Dallas, TX                       | 44  | — | 304    | 1,545  | 819    | 304    | 2,364   | 2,668   | 1,691  | 1998      |  |
| North Dallas, TX                                    | 194 | — | 1,274  | 5,505  | 3,946  | 1,274  | 9,451   | 10,725  | 6,423  | 1998      |  |
| North Farmers<br>Plains Branch, TX                  | 131 | — | 1,742  | 4,503  | 738    | 1,742  | 5,241   | 6,983   | 1,032  | 2013      |  |
| Springlake<br>Business Farmers<br>Center Branch, TX | 206 | — | 2,607  | 5,715  | 1,646  | 2,607  | 7,361   | 9,968   | 1,185  | 2013/2014 |  |
| Westwood<br>Business Farmers<br>Park Branch, TX     | 112 | — | 941    | 6,884  | 2,364  | 941    | 9,248   | 10,189  | 5,146  | 2003      |  |
| East Garland, TX                                    | 36  | — | 480    | 1,203  | 499    | 480    | 1,702   | 2,182   | 1,176  | 1997      |  |
| Freeport<br>Business Irving, TX                     | 256 | — | 4,564  | 9,506  | 1,989  | 4,564  | 11,495  | 16,059  | 2,053  | 2013      |  |
| NFTZ<br>(1) Irving, TX                              | 231 | — | 1,517  | 6,499  | 3,496  | 1,517  | 9,995   | 11,512  | 6,449  | 1998      |  |
| Irving, TX  | 794 | — | 13,989 | 54,113 | 22,713 | 13,989 | 76,826  | 90,815  | 47,803 | 1998-2000 |  |

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|   |     |   |       |        |       |       |        |        |        |           |
|---|-----|---|-------|--------|-------|-------|--------|--------|--------|-----------|
| Royal<br>Tech<br>La Mesquite,<br>Prado, TX        | 56  | — | 495   | 1,235  | 601   | 495   | 1,836  | 2,331  | 1,296  | 1997      |
| The<br>Plano, TX<br>Summit                        | 184 | — | 1,536 | 6,654  | 4,264 | 1,536 | 10,918 | 12,454 | 7,718  | 1998      |
| Arapaho<br>Richardson,<br>Business<br>Park, TX    | 408 | — | 5,226 | 10,661 | 2,938 | 5,226 | 13,599 | 18,825 | 3,304  | 2013/2014 |
| Richardson<br>Richardson,<br>Business<br>Park, TX | 117 | — | 799   | 3,568  | 2,805 | 799   | 6,373  | 7,172  | 4,641  | 1998      |
| Brea<br>Alexandria,<br>MA, VA                     | 113 | — | 2,197 | 5,380  | 3,782 | 2,197 | 9,162  | 11,359 | 6,391  | 1997      |
| Eisenhower<br>Alexandria,<br>VA                   | 95  | — | 1,440 | 3,635  | 2,337 | 1,440 | 5,972  | 7,412  | 4,404  | 1997      |
| Chantilly,<br>Beaumont<br>VA                      | 107 | — | 4,736 | 11,051 | 2,156 | 4,736 | 13,207 | 17,943 | 6,969  | 2006      |
| Dulles<br>Chantilly,<br>South<br>VA, Sullyfield   | 99  | — | 1,373 | 6,810  | 3,074 | 1,373 | 9,884  | 11,257 | 6,361  | 1999      |
| Chantilly,<br>Lafayette<br>VA                     | 197 | — | 1,680 | 13,398 | 4,941 | 1,680 | 18,339 | 20,019 | 12,194 | 1999/2000 |

Table of Contents

| Description  | Square Feet | Encumbrances | Initial Cost to Company |                            | Cost Capitalized Subsequent to Acquisition | Gross Amount at Which Carried at |                            |              | Accumulated Depreciation |
|--|-------------|--------------|-------------------------|----------------------------|--|----------------------------------|----------------------------|--------------|--------------------------|
|  |             |              | Land                    | Buildings and Improvements | Buildings and Improvements                 | December 31, 2015                | Buildings and Improvements | Total        |                          |
| Part Chantilly, VA<br>East Fair Oaks Business Campus | 198         | —            | 3,851                   | 18,029                     | 10,232                                     | 3,851                            | 28,261                     | 32,112       | 18,000                   |
| Oaks Fairfax, VA Business Campus                     | 290         | —            | 13,598                  | 36,232                     | 8,028                                      | 13,598                           | 44,260                     | 57,858       | 24,000                   |
| Herndon, VA<br>Monroe VA                             | 244         | —            | 6,737                   | 18,911                     | 10,233                                     | 6,737                            | 29,144                     | 35,881       | 20,000                   |
| Guilford, VA<br>Westpark Business Campus             | 247         | —            | 4,146                   | 17,872                     | 8,995                                      | 4,146                            | 26,867                     | 31,013       | 15,000                   |
| McLean, VA<br>Prosperity Business Campus             | 751         | —            | 47,955                  | 101,847                    | 21,328                                     | 47,955                           | 123,175                    | 171,130      | 38,000                   |
| Merrifield, VA<br>Campus                             | 659         | —            | 23,147                  | 67,575                     | 30,011                                     | 23,147                           | 97,586                     | 120,733      | 58,000                   |
| Springfield, VA<br>Road                              | 150         | —            | 1,935                   | 4,736                      | 5,014                                      | 1,935                            | 9,750                      | 11,685       | 7,000                    |
| Springfield, VA<br>I-95                              | 210         | —            | 3,535                   | 15,672                     | 11,579                                     | 3,535                            | 27,251                     | 30,786       | 19,000                   |
| Shaw, VA<br>Sterling, VA<br>Road                     | 147         | —            | 2,767                   | 8,778                      | 4,503                                      | 2,767                            | 13,281                     | 16,048       | 9,500                    |
| Tysons<br>Center                                     | 149         | —            | 2,969                   | 10,008                     | 4,286                                      | 2,969                            | 14,294                     | 17,263       | 10,000                   |
| Vienna, VA<br>Center                                 | 270         | —            | 9,885                   | 25,302                     | 9,289                                      | 9,885                            | 34,591                     | 44,476       | 11,000                   |
| Woodbridge, VA<br>212th<br>Business Park             | 114         | —            | 1,350                   | 3,398                      | 1,858                                      | 1,350                            | 5,256                      | 6,606        | 3,700                    |
| Kirkland, WA<br>Park                                 | 951         | —            | 19,573                  | 17,695                     | 12,014                                     | 19,573                           | 29,709                     | 49,282       | 6,100                    |
| Redmond, WA<br>Overlake                              | 411         | —            | 23,122                  | 41,106                     | 6,086                                      | 23,122                           | 47,192                     | 70,314       | 26,000                   |
| Renton, WA<br>Reid                                   | 28          | —            | 330                     | 889                        | 552  | 330                              | 1,441                      | 1,771        | 1,000                    |
|  | 27,969      | \$ 250,000   | \$ 793,569              | \$ 1,727,413               | \$ 488,102                                 | \$ 793,569                       | \$ 2,215,515               | \$ 3,009,084 | \$ 1,000,000             |

(1) The Company owns two properties that are subject to ground leases in Las Colinas, Texas, expiring in 2019 and 2020, each with one 10-year extension option.



Table of Contents

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: February 22, 2016

PS Business Parks, Inc.

By:/s/ Joseph D. Russell, Jr.

Joseph D. Russell, Jr.

Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Signature  | Title   | Date              |
|--|---|-------------------|
| /s/ Ronald L. Havner, Jr.<br>Ronald L. Havner, Jr.   | Chairman of the Board   | February 22, 2016 |
| /s/ Joseph D. Russell, Jr.<br>Joseph D. Russell, Jr. | Director and Chief Executive<br>Officer (principal executive officer) | February 22, 2016 |

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|  |   |                   |
|--|---|-------------------|
| /s/ Edward A. Stokx<br>Edward A. Stokx                 | Chief Financial Officer (principal<br>financial and accounting officer) | February 22, 2016 |
| /s/ Jennifer Holden Dunbar<br>Jennifer Holden Dunbar   | Director  | February 22, 2016 |
| /s/ James H. Kropp<br>James H. Kropp                   | Director  | February 22, 2016 |
| /s/ Sara Grootwassink Lewis<br>Sara Grootwassink Lewis | Director  | February 22, 2016 |
| /s/ Michael V. McGee<br>Michael V. McGee               | Director  | February 22, 2016 |
| /s/ Gary E. Pruitt<br>Gary E. Pruitt                   | Director  | February 22, 2016 |
| /s/ Robert S. Rollo<br>Robert S. Rollo                 | Director  | February 22, 2016 |
| /s/ Peter Schultz<br>Peter Schultz                     | Director  | February 22, 2016 |



PS BUSINESS PARKS, INC.

EXHIBIT INDEX

(Items 15(a)(3) and 15(b))

- 3.1 Restated Articles of Incorporation. Filed with Registrant's Registration Statement on Form S- 3 (SEC File No. 333-78627) and incorporated herein by reference.
- 3.2 Restated Bylaws, as amended. Filed with Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 (SEC File No. 001-10709) and incorporated herein by reference.
- 3.3 Certificate of Determination of Preferences of 6.45% Cumulative Preferred Stock, Series S of PS Business Parks, Inc. Filed with Registrant's Current Report on Form 8-K dated January 11, 2012 (SEC File No. 001-10709) and incorporated herein by reference.
- 3.4 Certificate of Determination of Preferences of 6.00% Series T Cumulative Redeemable Preferred Stock of PS Business Parks, Inc. Filed with Registrant's Current Report on Form 8- K dated May 7, 2012 (SEC File No. 001-10709) and incorporated herein by reference.
- 3.5 Certificate of Determination of Preferences of 5.75% Series U Cumulative Redeemable Preferred Stock of PS Business Parks, Inc. Filed with Registrant's Current Report on Form 8- K dated September 7, 2012 (SEC File No. 001-10709) and incorporated herein by reference.
- 3.6 Certificate of Determination of Preferences of 5.70% Series V Cumulative Redeemable Preferred Stock of PS Business Parks, Inc. Filed with Registrant's Current Report on Form 8- K dated March 5, 2013 (SEC File No. 001-10709) and incorporated herein by reference.
- 4.1 Deposit Agreement Relating to 6.45% Cumulative Preferred Stock, Series S of PS Business Parks, Inc., dated as of January 10, 2012. Filed with Registrant's Current Report on Form 8- K dated January 11, 2012 (SEC File No. 001-10709) and incorporated herein by reference.
- 4.2 Deposit Agreement Relating to 6.00% Cumulative Preferred Stock, Series T of PS Business Parks, Inc. dated as of May 3, 2012. Filed with Registrant's Current Report on Form 8-K dated May 7, 2012 (SEC File No. 001-10709) and incorporated herein by reference.
- 4.3 Deposit Agreement Relating to 5.75% Cumulative Preferred Stock, Series U of PS Business Parks, Inc. dated as of September 5, 2012. Filed with Registrant's Current Report on Form 8- K dated September 7, 2012 (SEC File No. 001-10709) and incorporated herein by reference.
- 4.4 Deposit Agreement Relating to 5.70% Cumulative Preferred Stock, Series V of PS Business Parks, Inc. dated as of March 5, 2013. Filed with Registrant's Current Report on Form 8-K dated March 5, 2013 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.1 Amended Management Agreement between Storage Equities, Inc. and Public Storage Commercial Properties Group, Inc. dated as of February 21, 1995. Filed with PS's Annual Report on Form 10-K for the year ended December 31, 1994 (SEC File No. 001-08389) and incorporated herein by reference.
- 10.2 Agreement of Limited Partnership of PS Business Parks, L.P. Filed with Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 1998 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.3 \* Offer Letter / Employment Agreement between Registrant and Joseph D. Russell, Jr., dated as of September 6, 2002. Filed with Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.4 \*

Form of Indemnity Agreement. Filed with Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1998 (SEC File No. 001-10709) and incorporated herein by reference.

- 10.5 \* Form of Indemnification Agreement for Executive Officers. Filed with Registrant's Annual Report on Form 10-K for the year ended December 31, 2004 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.6 Cost Sharing and Administrative Services Agreement dated as of November 16, 1995 by and among PSCC, Inc. and the owners listed therein. Filed with Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1998 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.7 Amendment to Cost Sharing and Administrative Services Agreement dated as of January 2, 1997 by and among PSCC, Inc. and the owners listed therein. Filed with Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1998 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.8 Accounts Payable and Payroll Disbursement Services Agreement dated as of January 2, 1997 by and between PSCC, Inc. and AOPP LP. Filed with Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1998 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.9 Amendment to Agreement of Limited Partnership of PS Business Parks, L.P. relating to 6.45% Series S Cumulative Redeemable Preferred Units, dated as of January 10, 2012. Filed with Registrant's Annual Report on Form 10-K for the year ended December 31, 2011 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.10 Amendment to Agreement of Limited Partnership of PS Business Parks, L.P. relating to 6.00% Series T Cumulative Preferred Units, Series T, dated as of May 14, 2012. Filed with Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.11 Amendment to Agreement of Limited Partnership of PS Business Parks, L.P. relating to 5.75% Series U Cumulative Preferred Units, dated as of September 14, 2012. Filed with Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2012 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.12 Amended and Restated Revolving Credit Agreement dated as of October 29, 2002 among PS Business Parks, L.P., Wells Fargo Bank, National Association, as Agent, and the Lenders named therein. Filed with Registrant's Annual Report on Form 10-K for the year ended December 31, 2002 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.13 Modification Agreement, dated as of December 29, 2003. Filed with the Registrant's Annual Report on Form 10-K for the year ended December 31, 2003 and incorporated herein by reference. This exhibit modifies the Amended and Restated Revolving Credit Agreement dated as of October 29, 2002 and filed with the Registrant's Annual Report on Form 10-K for the year ended December 31, 2002 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.14 Modification Agreement, dated as of January 23, 2004. Filed with the Registrant's Annual Report on Form 10-K for the year ended December 31, 2003 and incorporated herein by reference. This exhibit modifies the Modification Agreement dated as of December 29, 2003 and filed with the Registrant's Annual Report on Form 10-K for the year ended December 31, 2003 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.15 Third Modification Agreement, dated as of August 5, 2005. Filed with the Registrant's Current Report on Form 8-K dated August 5, 2005 (SEC File No. 001-10709) and incorporated herein by reference. This exhibit modifies the Modification Agreement dated as of January 23, 2004 and filed with the Registrant's Annual Report on Form 10-K for the year ended December 31, 2003 (SEC File No. 001-10709) and incorporated herein by reference.



- 10.16 Fourth Modification Agreement dated as of July 30, 2008 to Amended and Restated Revolving Credit Agreement dated October 29, 2002. Filed with Registrant's Current Report on Form 8-K dated August 5, 2008 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.17 Fifth Modification Agreement dated as of July 28, 2010 to Amended and Restated Revolving Credit Agreement dated October 29, 2002. Filed with Registrant's Current Report on Form 8-K dated August 2, 2010 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.18 Sixth Modification Agreement dated as of August 3, 2011 to Amended and Restated Revolving Credit Agreement dated October 29, 2002. Filed with Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.19 Loan Agreement, dated November 17, 2006, between Northern California Industrial Portfolio, Inc., a Maryland corporation, and LaSalle Bank National Association, a national banking association. Filed with the Registrant's Current Report on Form 8-K dated December 20, 2011 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.20 Credit Agreement dated as of December 20, 2011, by and among PS Business Parks, L.P., a California limited partnership, as borrower, and Wells Fargo Bank, National Association, as Administrative Agent for the Lenders. Filed with the Registrant's Current Report on Form 8-K dated December 20, 2011 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.21 Seventh Modification Agreement dated as of December 20, 2011 to Amended and Restated Revolving Credit Agreement dated October 29, 2002. Filed with the Registrant's Current Report on Form 8-K dated December 20, 2011 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.22 First Modification Agreement dated December 29, 2011 to Credit Agreement dated December 20, 2011 by and among PS Business Parks, L.P., a California limited partnership, as borrower, and Wells Fargo Bank, National Association, as Administrative Agent for the Lenders. Filed with the Registrant's Current Report on Form 8-K dated January 5, 2012 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.23 Amendment to Agreement of Limited Partnership of PS Business Parks, L.P. relating to 5.70% Series V Cumulative Preferred Units, dated as of March 14, 2013. Filed with Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.24 Second Amended and Restated Revolving Credit Agreement dated as of April 28, 2014 by and among PS Business Parks, L.P., a California limited partnership, as borrower, and Wells Fargo Bank, National Association, as Administrative Agent for the Lenders. Filed with the Registrant's Current Report on Form 8-K dated April 28, 2014 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.25 \* Registrant's 1997 Stock Option and Incentive Plan. Filed with Registrant's Registration Statement on Form S-8 (SEC File No. 333-48313) and incorporated herein by reference.
- 10.26 \* Registrant's 2003 Stock Option and Incentive Plan. Filed with Registrant's Registration Statement on Form S-8 (SEC File No. 333-104604) and incorporated herein by reference.
- 10.27 \* Amended and Restated Retirement Plan for Non-Employee Directors. Filed with Registrant's Annual Report on Form 10-K for the year ended December 31, 2011 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.28 \* Form of PS Business Parks, Inc. Restricted Stock Unit Agreement. Filed with Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004 (SEC File No. 001-10709) and incorporated herein by reference.

- 10.29 \* Form of PS Business Parks, Inc. 2003 Stock Option and Incentive Plan Non-Qualified Stock Option Agreement. Filed with Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.30 \* Form of PS Business Parks, Inc. 2003 Stock Option and Incentive Plan Stock Option Agreement. Filed with Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.31 \* Amendment to Form of Director Stock Option Agreement. Filed with Registrant's Annual Report on Form 10-K for the year ended December 31, 2010 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.32 \* Revised Form of Director Stock Option Agreement. Filed with Registrant's Annual Report on Form 10-K for the year ended December 31, 2010 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.33 \* Registrant's 2012 Equity and Performance-Based Incentive Compensation Plan (2012 Plan). Filed with Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.34 \* Form of Registrant's 2012 Plan Non-Qualified Stock Option Agreement. Filed with Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.35 \* Form of Registrant's 2012 Plan Restricted Stock Unit Agreement. Filed with Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 (SEC File No. 001- 10709) and incorporated herein by reference.
- 10.36 \* Retirement Plan For Non-Employee Directors, as amended. Filed herewith.
- 12 Statement re: Computation of Ratio of Earnings to Fixed Charges and Preferred Stock Dividends. Filed herewith.
- 21 List of Subsidiaries. Filed herewith.
- 23 Consent of Independent Registered Public Accounting Firm. Filed herewith.
- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Filed herewith.
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Filed herewith.
- 32.1 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Filed herewith.
- 101 .INS XBRL Instance Document. Filed herewith.
- 101 .SCH XBRL Taxonomy Extension Schema. Filed herewith.
- 101 .CAL XBRL Taxonomy Extension Calculation Linkbase. Filed herewith.
- 101 .DEF XBRL Taxonomy Extension Definition Linkbase. Filed herewith.
- 101 .LAB XBRL Taxonomy Extension Label Linkbase. Filed herewith.
- 101 .PRE XBRL Taxonomy Extension Presentation Link. Filed herewith.

\*Management contract or compensatory plan or arrangement