

WASHINGTON REAL ESTATE INVESTMENT TRUST  
Form 10-Q  
October 29, 2018

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

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FORM 10-Q

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

For quarterly period ended September 30, 2018

OR

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

COMMISSION FILE NO. 1-6622

WASHINGTON REAL ESTATE

INVESTMENT TRUST

(Exact name of registrant as specified in its charter)

MARYLAND 53-0261100

(State of incorporation) (IRS Employer Identification Number)

1775 EYE STREET, NW, SUITE 1000, WASHINGTON, DC 20006

(Address of principal executive office) (Zip code)

Registrant's telephone number, including area code: (202) 774-3200

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

Title of Each Class Name of exchange on which registered

Shares of Beneficial Interest New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

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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 such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by checkmark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 such files). YES  NO

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

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). YES  NO

As of October 25, 2018, 79,846,002 common shares were outstanding.

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WASHINGTON REAL ESTATE INVESTMENT TRUST  
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PART I  
FINANCIAL INFORMATION

ITEM 1: FINANCIAL STATEMENTS

The information furnished in the accompanying unaudited Consolidated Balance Sheets, Condensed Consolidated Statements of Income, Condensed Consolidated Statements of Comprehensive Income, Consolidated Statement of Equity and Consolidated Statements of Cash Flows reflects all adjustments, consisting of normal recurring items, which are, in the opinion of management, necessary for a fair presentation of the financial position, results of operations and cash flows for the interim periods. The accompanying financial statements and notes thereto should be read in conjunction with the financial statements and notes for the three years ended December 31, 2017 included in Washington Real Estate Investment Trust's 2017 Annual Report on Form 10-K.

WASHINGTON REAL ESTATE INVESTMENT TRUST AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
(IN THOUSANDS, EXCEPT PER SHARE DATA)

|   | September 30,<br>2018<br>(Unaudited) | December 31,<br>2017 |
|---|--------------------------------------|----------------------|
| Assets  |                                      |                      |
| Land  | \$ 614,659                           | \$ 588,025           |
| Income producing property   | 2,239,917                            | 2,113,977            |
|   | 2,854,576                            | 2,702,002            |
| Accumulated depreciation and amortization   | (745,829 )                           | (683,692 )           |
| Net income producing property   | 2,108,747                            | 2,018,310            |
| Properties under development or held for future development   | 81,765                               | 54,422               |
| Total real estate held for investment, net  | 2,190,512                            | 2,072,732            |
| Investment in real estate held for sale, net  | —                                    | 68,534               |
| Cash and cash equivalents   | 4,810                                | 9,847                |
| Restricted cash   | 1,352                                | 2,776                |
| Rents and other receivables, net of allowance for doubtful accounts of \$2,927 and \$2,426, respectively                                  | 74,395                               | 69,766               |
| Prepaid expenses and other assets   | 145,448                              | 125,087              |
| Other assets related to properties held for sale  | —                                    | 10,684               |
| Total assets  | \$ 2,416,517                         | \$ 2,359,426         |
| Liabilities   |                                      |                      |
| Notes payable, net  | \$ 995,130                           | \$ 894,358           |
| Mortgage notes payable, net   | 60,541                               | 95,141               |
| Line of credit  | 183,000                              | 166,000              |
| Accounts payable and other liabilities  | 63,683                               | 61,565               |
| Dividend payable  | —                                    | 23,581               |
| Advance rents   | 10,597                               | 12,487               |
| Tenant security deposits  | 9,857                                | 9,149                |
| Other liabilities related to properties held for sale   | —                                    | 1,809                |
| Total liabilities   | 1,322,808                            | 1,264,090            |
| Equity  |                                      |                      |
| Shareholders' equity  |                                      |                      |
| Preferred shares; \$0.01 par value; 10,000 shares authorized; no shares issued or outstanding   | —                                    | —                    |
| Shares of beneficial interest, \$0.01 par value; 100,000 shares authorized; 79,844 and 78,510 shares issued and outstanding, respectively | 798                                  | 785                  |
| Additional paid in capital  | 1,526,125                            | 1,483,980            |
| Distributions in excess of net income   | (450,749 )                           | (399,213 )           |
| Accumulated other comprehensive income  | 17,181                               | 9,419                |
| Total shareholders' equity  | 1,093,355                            | 1,094,971            |
| Noncontrolling interests in subsidiaries  | 354                                  | 365                  |
| Total equity  | 1,093,709                            | 1,095,336            |
| Total liabilities and equity  | \$ 2,416,517                         | \$ 2,359,426         |

See accompanying notes to the consolidated financial statements.



WASHINGTON REAL ESTATE INVESTMENT TRUST AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF INCOME  
(IN THOUSANDS, EXCEPT PER SHARE DATA)  
(UNAUDITED)

|   | Three Months<br>Ended September<br>30, |           | Nine Months Ended<br>September 30, |           |
|---|--|-----------|------------------------------------|-----------|
|   | 2018                                   | 2017      | 2018                               | 2017      |
| Revenue   |  |           |                                    |           |
| Real estate rental revenue  | \$82,502                               | \$82,819  | \$253,989                          | \$243,776 |
| Expenses  |  |           |                                    |           |
| Real estate expenses  | 28,571                                 | 29,646    | 87,975                             | 86,200    |
| Depreciation and amortization   | 30,272                                 | 27,941    | 90,119                             | 83,271    |
| General and administrative  | 5,267                                  | 5,327     | 16,737                             | 16,712    |
| Real estate impairment  | —                                      | 5,000     | 1,886                              | 5,000     |
|   | 64,110                                 | 67,914    | 196,717                            | 191,183   |
| Other operating income  |  |           |                                    |           |
| Gain on sale of real estate   | —                                      | —         | 2,495                              | —         |
| Real estate operating income  | 18,392                                 | 14,905    | 59,767                             | 52,593    |
| Other (expense) income  |  |           |                                    |           |
| Interest expense  | (12,499 )                              | (12,176 ) | (38,647 )                          | (35,634 ) |
| Loss on extinguishment of debt  | —                                      | —         | (1,178 )                           | —         |
| Other income  | —                                      | 84        | —                                  | 209       |
| Income tax benefit  | —                                      | —         | —                                  | 107       |
|   | (12,499 )                              | (12,092 ) | (39,825 )                          | (35,318 ) |
| Net income  | 5,893                                  | 2,813     | 19,942                             | 17,275    |
| Less: Net loss attributable to noncontrolling interests in subsidiaries       | —                                      | 20        | —                                  | 56        |
| Net income attributable to the controlling interests                          | \$5,893                                | \$2,833   | \$19,942                           | \$17,331  |
| Basic net income attributable to the controlling interests per common share   | \$0.07                                 | \$0.04    | \$0.25                             | \$0.22    |
| Diluted net income attributable to the controlling interests per common share | \$0.07                                 | \$0.04    | \$0.25                             | \$0.22    |
| Weighted average shares outstanding – basic                                   | 79,076                                 | 77,291    | 78,695                             | 76,292    |
| Weighted average shares outstanding – diluted                                 | 79,238                                 | 77,423    | 78,802                             | 76,415    |
| Dividends declared per share  | \$0.30                                 | \$0.30    | \$0.90                             | \$0.90    |

See accompanying notes to the consolidated financial statements.

WASHINGTON REAL ESTATE INVESTMENT TRUST AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
 (IN THOUSANDS)  
 (UNAUDITED)

|   | Three Months<br>Ended<br>September 30, |         | Nine Months<br>Ended September<br>30, |          |
|---|--|---------|---------------------------------------|----------|
|   | 2018                                   | 2017    | 2018                                  | 2017     |
| Net income  | \$5,893                                | \$2,813 | \$19,942                              | \$17,275 |
| Other comprehensive income:                                       |  |         |                                       |          |
| Unrealized gain (loss) on interest rate hedges                    | 1,474                                  | (9 )    | 7,762                                 | (763 )   |
| Comprehensive income  | 7,367                                  | 2,804   | 27,704                                | 16,512   |
| Less: Comprehensive loss attributable to noncontrolling interests | —                                      | 20      | —                                     | 56       |
| Comprehensive income attributable to the controlling interests    | \$7,367                                | \$2,824 | \$27,704                              | \$16,568 |

See accompanying notes to the consolidated financial statements.



WASHINGTON REAL ESTATE INVESTMENT TRUST AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF EQUITY  
(IN THOUSANDS)  
(UNAUDITED)

|   | Shares Issued and Out-standing | Shares of Beneficial Interest at Par Value | Additional Paid in Capital | Distributions in Excess of Net Income | Accumulated Other Comprehensive Income | Total Shareholders' Equity | Noncontrolling Interests in Subsidiaries | Total Equity |
|---|--------------------------------|--|----------------------------|---------------------------------------|--|----------------------------|--|--------------|
| Balance at December 31, 2017                          | 78,510                         | \$ 785                                     | \$1,483,980                | \$(399,213 )                          | \$ 9,419                               | \$1,094,971                | \$ 365                                   | \$1,095,336  |
| Net income attributable to the controlling interests  | —                              | —  | —                          | 19,942                                | —                                      | 19,942                     | —  | 19,942       |
| Unrealized gain on interest rate hedges               | —                              | —  | —                          | —                                     | 7,762                                  | 7,762                      | —  | 7,762        |
| Distributions to noncontrolling interests             | —                              | —  | —                          | —                                     | —                                      | —                          | (11 )                                    | (11 )        |
| Dividends   | —                              | —  | —                          | (71,478 )                             | —                                      | (71,478 )                  | —  | (71,478 )    |
| Equity issuances, net of issuance costs               | 1,165                          | 11   | 35,461                     | —                                     | —                                      | 35,472                     | —  | 35,472       |
| Shares issued under dividend reinvestment program     | 74                             | 1  | 1,810                      | —                                     | —                                      | 1,811                      | —  | 1,811        |
| Share grants, net of forfeitures and tax withholdings | 95                             | 1  | 4,874                      | —                                     | —                                      | 4,875                      | —  | 4,875        |
| Balance at September 30, 2018                         | 79,844                         | \$ 798                                     | \$1,526,125                | \$(450,749 )                          | \$ 17,181                              | \$1,093,355                | \$ 354                                   | \$1,093,709  |

See accompanying notes to the consolidated financial statements.

## WASHINGTON REAL ESTATE INVESTMENT TRUST AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(IN THOUSANDS)

(UNAUDITED)

|   | Nine Months Ended September 30,<br>2018 | 2017       |
|---|---|------------|
| Cash flows from operating activities  |   |            |
| Net income  | \$ 19,942                               | \$ 17,275  |
| Adjustments to reconcile net income to net cash provided by operating activities: |   |            |
| Depreciation and amortization   | 90,119                                  | 83,271     |
| Provision for losses on accounts receivable                                       | 1,077                                   | 768        |
| Real estate impairment  | 1,886                                   | 5,000      |
| Gain on sale of real estate   | (2,495 )                                | —          |
| Share-based compensation expense  | 5,064                                   | 3,561      |
| Deferred tax benefit  | —                                       | (107 )     |
| Amortization of debt premiums, discounts and related financing costs              | 1,565                                   | 1,422      |
| Loss on extinguishment of debt  | 1,178                                   | —          |
| Changes in operating other assets   | (9,233 )                                | (21,603 )  |
| Changes in operating other liabilities  | (8,229 )                                | 4,381      |
| Net cash provided by operating activities   | 100,874                                 | 93,968     |
| Cash flows from investing activities  |   |            |
| Real estate acquisitions, net   | (106,400 )                              | (138,371 ) |
| Net cash received for sale of real estate   | 174,297                                 | —          |
| Capital improvements to real estate   | (33,437 )                               | (35,186 )  |
| Development in progress   | (25,036 )                               | (12,988 )  |
| Real estate deposits, net   | —                                       | 775        |
|   | (626 )                                  | (3,306 )   |

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|   |          |   |            |
|---|----------|---|------------|
| Non-real estate capital improvements                              |          |   |            |
| Net cash provided by (used in) investing activities               | 8,798    |   | (189,076 ) |
| Cash flows from financing activities                              |          |   |            |
| Line of credit borrowings, net                                    | 17,000   |   | 69,000     |
| Dividends paid  | (95,059  | ) | (91,666 )  |
| Principal payments – mortgage notes payable                       | (169,480 | ) | (51,815 )  |
| Repayments of unsecured term loan debt                            | (150,000 | ) | —          |
| Proceeds from term loan   | 250,000  |   | 50,000     |
| Payment of financing costs  | (5,565   | ) | (234 )     |
| Distributions to noncontrolling interests                         | (11      | ) | (67 )      |
| Proceeds from dividend reinvestment program                       | 1,811    |   | 2,482      |
| Net proceeds from equity issuances                                | 35,472   |   | 113,225    |
| Payment of tax withholdings for restricted share awards           | (301     | ) | (671 )     |
| Net cash (used in) provided by financing activities               | (116,133 | ) | 90,254     |
| Net decrease in cash, cash equivalents and restricted cash        | (6,461   | ) | (4,854 )   |
| Cash, cash equivalents and restricted cash at beginning of period | 12,623   |   | 17,622     |
| Cash, cash equivalents and restricted cash at end of period       | \$ 6,162 |   | \$ 12,768  |

WASHINGTON REAL ESTATE INVESTMENT TRUST AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS  
(IN THOUSANDS)  
(UNAUDITED)

|   | Nine Months<br>Ended September<br>30, |          |
|---|---------------------------------------|----------|
|   | 2018                                  | 2017     |
| Supplemental disclosure of cash flow information:             |                                       |          |
| Cash paid for interest, net of amounts capitalized            | \$32,021                              | \$29,188 |
| Change in accrued capital improvements and development costs  | 6,352                                 | 3,959    |
| Operating partnership units issued with acquisition           | —                                     | 376      |
| Reconciliation of cash, cash equivalents and restricted cash: |                                       |          |
| Cash and cash equivalents                                     | \$4,810                               | \$11,326 |
| Restricted cash   | 1,352                                 | 1,442    |
| Cash, cash equivalents and restricted cash                    | \$6,162                               | \$12,768 |

See accompanying notes to the consolidated financial statements.

WASHINGTON REAL ESTATE INVESTMENT TRUST AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
SEPTEMBER 30, 2018  
(UNAUDITED)

NOTE 1: NATURE OF BUSINESS

Washington Real Estate Investment Trust (“Washington REIT”), a Maryland real estate investment trust, is a self-administered equity real estate investment trust, successor to a trust organized in 1960. Our business consists of the ownership and operation of income producing real estate properties in the greater Washington metro region. We own a diversified portfolio of office buildings, multifamily buildings and retail centers.

Federal Income Taxes

We believe that we qualify as a real estate investment trust (“REIT”) under Sections 856-860 of the Internal Revenue Code of 1986, as amended (the “Code”), and intend to continue to qualify as such. We have considered the provisions of the Tax Cuts and Jobs Act (the “TCJA”), which was signed into law on December 22, 2017 and which generally takes effect for taxable years beginning on or after January 1, 2018, and do not expect the TCJA to have a material impact on our ability to continue to qualify as a REIT. To maintain our status as a REIT, we are, among other things, required to distribute 90% of our REIT taxable income (which is, generally, our ordinary taxable income, with certain modifications), excluding any net capital gains and any deductions for dividends paid to our shareholders on an annual basis. When selling a property, we generally have the option of (a) reinvesting the sales proceeds of property sold, in a way that allows us to defer recognition of some or all taxable gain realized on the sale, (b) distributing gains to the shareholders with no tax to us or (c) treating net long-term capital gains as having been distributed to our shareholders, paying the tax on the gain deemed distributed and allocating the tax paid as a credit to our shareholders. During 2018, we sold our interests in Braddock Metro Center, a 356,000 square foot office property in Alexandria, Virginia, and 2445 M Street, a 292,000 square foot office property in Washington, DC (see note 3).

Generally, and subject to our ongoing qualification as a REIT, no provisions for income taxes are necessary except for taxes on undistributed taxable income and taxes on the income generated by our taxable REIT subsidiaries (“TRSs”). Our TRSs are subject to corporate federal and state income tax on their taxable income at regular statutory rates, or as calculated under the alternative minimum tax, as appropriate. As of both September 30, 2018 and December 31, 2017, our TRSs had a deferred tax asset of \$1.4 million that was fully reserved. As of both September 30, 2018 and December 31, 2017, we had a deferred state and local tax liability of \$0.6 million. This deferred tax liability is primarily related to temporary differences in the timing of the recognition of revenue, depreciation and amortization.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATIONS

Significant Accounting Policies

We have prepared our consolidated financial statements using the accounting policies described in our Annual Report on Form 10-K for the year ended December 31, 2017.

Pronouncements Adopted

In August 2017, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2017-12, Derivatives and Hedging: Targeted Improvements to Accounting for Hedging Activities. The purpose of this updated guidance is to better align a company’s financial reporting for hedging activities with the economic objectives of those activities. The transition guidance provides companies with the option of early adopting the new standard using a modified retrospective transition method in any interim period after issuance of the update, or alternatively

requires adoption for fiscal years beginning after December 15, 2018. We adopted the new standard as of January 1, 2018 and the adoption did not have a material impact on our consolidated financial statements.

In May 2017, the FASB issued ASU 2017-09, Compensation - Stock Compensation (Topic 718) - Scope of Modification Accounting, which provides guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting. The new standard is effective for all entities for fiscal years beginning after December 15, 2017 and for interim periods therein, with early adoption permitted. We adopted the new standard as of January 1, 2018 and the adoption did not have a material impact on our consolidated financial statements.

In August 2016, the FASB issued ASU 2016-15, Classification of Certain Cash Receipts and Cash Payments, which provides specific guidance on how cash receipts and payments should be presented and classified in the statement of cash flows for eight specific issues. The new standard is effective for public entities for fiscal years beginning after December 15, 2017 and for interim periods therein, with early adoption permitted. We adopted the new standard as of January 1, 2018 and the adoption did not have a material impact on our consolidated financial statements.

In January 2016, the FASB issued ASU 2016-01, Recognition and Measurement of Financial Assets and Liabilities, which eliminates the requirement for public entities to disclose the methods and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet. The new standard is effective for public entities for fiscal years beginning after December 15, 2017 and for interim periods therein. We adopted the new standard as of January 1, 2018 and the adoption did not have a material impact on our consolidated financial statements.

In June 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606) (“ASU 2014-09”), which creates a single source of revenue guidance. The new standard provides accounting guidance for all revenue arising from contracts with customers and affects all entities that enter into contracts to provide goods or services to their customers (unless the contracts are in the scope of other U.S. generally accepted accounting principles (“GAAP”) requirements, such as the leasing literature). The guidance also provides a model for the measurement and recognition of gains and losses on the sale of certain nonfinancial assets, such as property and equipment, including real estate. The new standard is effective for public entities for fiscal years beginning after December 15, 2017 and for interim periods therein. We adopted the new standard for the fiscal year beginning on January 1, 2018. We evaluated the requirements for recognition of revenue from contracts with customers and measuring gains and losses on the sale of properties in accordance with ASU 2014-09 and concluded the adoption of the new standard did not impact in any material respect the amount or timing of our revenue recognition.

#### Pronouncements Not Yet Adopted

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842) (“ASU 2016-02”), which amends existing lease accounting standards for both lessees and lessors. The standard is effective for fiscal years beginning after December 15, 2018 and for interim periods therein with early adoption permitted. Washington REIT will adopt the standard for the fiscal year beginning on January 1, 2019.

#### Lessees

For lessees, ASU 2016-02 requires lessees to classify most leases as either finance or operating leases. For lease contracts, or contracts with an embedded lease, with a duration of more than one year in which we are the lessee, the present value of future lease payments will be recognized on our balance sheet as a right-of-use asset and a corresponding lease liability. We are evaluating lease contracts where we are the lessee to determine the impact they may have on Washington REIT’s consolidated financial statements.

#### Lessors

For lessors, lease contracts currently classified as operating leases will be accounted for similarly to existing guidance. However, under ASU 2016-02, lessors are required to account for each lease and non-lease component, such as common area maintenance or tenant service revenues, of a contract separately. In July 2018, the FASB issued 2018-11, Leases (Topic 842) - Targeted Improvements (“ASU 2018-11”), which provides lessors optional transition relief from implementing this aspect of ASU 2016-02 if the following criteria are met: (1) both components have the same timing and pattern of revenue and (2) if accounted for separately, both components would be classified as an operating lease. We currently believe that the leases where we are lessor meet both criteria and we will elect not to

bifurcate lease contracts into lease and non-lease components. Accordingly, both lease and non-lease components will be presented in “Real estate rental revenue” in our consolidated financial statements subsequent to adoption.

Also under ASU 2016-02, the FASB determined that only incremental costs or initial direct costs of executing a lease contract qualify for capitalization, while current accounting standards allow for the capitalization of indirect leasing costs.

#### Transition

Under ASU 2018-11, the FASB offered optional transition relief, if elected as a package, and applied consistently by an entity to all of its leases. Accordingly, upon adoption, we will elect, as a package, the practical expedients for all leases as follows: (1) we will not reassess whether any expired or existing contracts are or contain leases, (2) we will not reassess the lease classification



for any expired or existing leases and (3) we will not reassess initial direct costs for any existing leases. We are currently evaluating the impact ASU 2016-02 may have on our consolidated financial statements.

Under ASU 2016-02, entities are required to implement the standard as of the beginning of the earliest comparative period presented or January 1, 2017 for calendar-year public business entities. Under ASU 2018-11, the FASB offered optional transition relief that permits entities to continue to apply ASC 840, including its disclosure requirements, in the comparative periods presented in the year of adoption. Accordingly, we will make a policy election to apply ASC 840 to comparative periods on January 1, 2019.

In June 2016, the FASB issued ASU 2016-13, Measurement of Credit Losses on Financial Instruments, which requires financial assets measured at an amortized cost basis, including trade receivables, to be presented at the net amount expected to be collected. The new standard is effective for public entities for fiscal years beginning after December 15, 2019 and for interim periods therein with adoption one year earlier permitted. We are currently evaluating the impact the new standard may have on Washington REIT's consolidated financial statements.

In September 2018, the FASB issued ASU 2018-15, Intangibles - Goodwill and Other - Internal-Use Software, which requires a customer in a cloud computing arrangement that is a service contract to follow the internal-use software guidance to determine which implementation costs to capitalize as assets. The standard is effective for public entities for fiscal years beginning after December 31, 2019 and for interim periods therein, with early adoption permitted. We are currently evaluating the impact the new standard may have on Washington REIT's consolidated financial statements.

#### Principles of Consolidation and Basis of Presentation

The accompanying unaudited consolidated financial statements include the consolidated accounts of Washington REIT, our majority-owned subsidiaries and entities in which Washington REIT has a controlling interest. All intercompany balances and transactions have been eliminated in consolidation.

We have prepared the accompanying unaudited financial statements pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). Certain information and note disclosures normally included in annual financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to those rules and regulations, although we believe that the disclosures made are adequate to make the information presented not misleading. In addition, in the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of the results for the periods presented have been included. These unaudited financial statements should be read in conjunction with the financial statements and notes included in our Annual Report on Form 10-K for the year ended December 31, 2017.

Within these notes to the financial statements, we refer to the three months ended September 30, 2018 and September 30, 2017 as the "2018 Quarter" and the "2017 Quarter," respectively, and the nine months ended September 30, 2018 and September 30, 2017 as the "2018 Period" and the "2017 Period," respectively.

#### Restricted Cash

Restricted cash includes funds escrowed for tenant security deposits, real estate tax, insurance and mortgage escrows and escrow deposits required by lenders on certain of our properties to be used for future building renovations or tenant improvements.

#### Use of Estimates in the Financial Statements

The preparation of financial statements in conformity with GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

## NOTE 3: REAL ESTATE

## Acquisition

Our current strategy includes recycling legacy assets that lack the income growth potential we seek and to invest in high-quality assets with compelling value-add returns through redevelopment opportunities in our existing portfolio and acquisitions that meet our stringent investment criteria. We focus on properties inside the Washington metro region's Beltway, near major transportation nodes and in areas with strong employment drivers and superior growth demographics. We acquired the following property during the 2018 Period (the "2018 acquisition"):

| Acquisition Date | Property        | Type   | Net Rentable<br>Square Feet | Contract<br>Purchase<br>Price (In<br>thousands) |
|------------------|-----------------|--------|-----------------------------|---|
| January 18, 2018 | Arlington Tower | Office | 391,000                     | \$ 250,000                                      |

The results of operations from the 2018 acquisition are included in the condensed consolidated statements of income from the acquisition date and are as follows (in thousands):

|                            | Three<br>Months<br>Ended<br>September<br>30, 2018 | Nine<br>Months<br>Ended<br>September<br>30, 2018 |
|----------------------------|---|--|
| Real estate rental revenue | \$ 5,947  | \$ 16,485  |
| Net income                 | 843   | 2,457  |

We accounted for the 2018 acquisition as an asset acquisition. Accordingly, we capitalized \$0.6 million of costs directly associated with the acquisition. We measured the value of the acquired physical assets (land and building), in-place leases (tenant origination costs, leasing commissions, absorption costs and lease intangible assets/liabilities), and any other liabilities by allocating the total cost of the acquisition on a relative fair value basis.

We have recorded the total cost of the 2018 acquisition as follows (in thousands):

|                                      |           |
|--------------------------------------|-----------|
| Land                                 | \$63,970  |
| Building                             | 142,900   |
| Tenant origination costs             | 13,625    |
| Leasing commissions/absorption costs | 27,465    |
| Lease intangible assets              | 3,142     |
| Lease intangible liabilities         | (545 )    |
| Total                                | \$250,557 |

The weighted remaining average life for the 2018 acquisition components above, other than land and building, are 74 months for tenant origination costs, 64 months for leasing commissions/absorption costs, 66 months for lease intangible assets and 81 months for lease intangible liabilities.

The difference in the total contract purchase price of \$250.0 million for the 2018 acquisition and cash paid for the acquisition per the consolidated statements of cash flows of \$106.4 million is primarily due to a mortgage note assumed and repaid at settlement (\$135.5 million), an acquisition deposit made during 2017 (\$6.3 million) and a net credit to the buyer for certain expenditures (\$1.8 million).

## Development/Redevelopment

We have properties under development/redevelopment and held for current or future development as of September 30, 2018.

In the multifamily segment, we have The Trove, a multifamily development adjacent to The Wellington, and own land held for future multifamily development adjacent to Riverside Apartments. As of September 30, 2018, we had invested \$52.7 million and \$22.4 million, including the costs of acquiring the land, in The Trove and the development adjacent to Riverside Apartments, respectively.

In the retail segment, we currently have a redevelopment project to add rentable space at Spring Valley Village. As of September 30, 2018, we had invested \$6.4 million in the redevelopment.

#### Properties Sold and Held for Sale

We intend to hold our properties for investment with a view to long-term appreciation, to engage in the business of acquiring, developing and owning our properties, and to make occasional sales of the properties that no longer meet our long-term strategy or return objectives and where market conditions for sale are favorable. The proceeds from the sales may be reinvested into other properties, used to fund development operations or to support other corporate needs, or distributed to our shareholders. Depreciation on these properties is discontinued when classified as held for sale, but operating revenues, other operating expenses and interest continue to be recognized until the date of sale.

We sold our interests in the following properties in 2018 and 2017:

| Disposition Date | Property Name           | Segment     | Rentable Square Feet/ Number of Units | Contract Sales Price (in thousands) | Gain on Sale (in thousands) |
|------------------|-------------------------|-------------|---------------------------------------|-------------------------------------|-----------------------------|
| January 19, 2018 | Braddock Metro Center   | Office      | 356,000                               | \$ 93,000                           | \$ —                        |
| June 28, 2018    | 2445 M Street           | Office      | 292,000                               | 101,600                             | 2,495                       |
|                  |                         | Total 2018  | 648,000                               | \$ 194,600                          | \$ 2,495                    |
| October 23, 2017 | Walker House Apartments | Multifamily | 212                                   | \$ 32,200                           | \$ 23,838                   |

We have fully transferred control of the assets associated with these disposed properties.

During the first quarter of 2018, we sold Braddock Metro Center, a 356,000 square foot office property in Alexandria, Virginia, for a contract sales price of \$93.0 million. Due to then-ongoing negotiations to sell the property, we evaluated Braddock Metro Center for impairment and recognized a \$9.1 million impairment charge during 2017 in order to reduce the carrying value of the property to its estimated fair value, less selling costs. We based this fair value on the expected sale price from a potential sale. There are few observable market transactions for similar properties. This fair valuation falls into Level 2 of the fair value hierarchy due to its reliance on a quoted price in a market that is not active.

During the first quarter of 2018, we executed a purchase and sale agreement to sell 2445 M Street, a 292,000 square foot office property in Washington, DC, for a contract sales price of \$100.0 million, with settlement originally scheduled for the third quarter of 2018. During 2017, we evaluated 2445 M Street for impairment and recognized a \$24.1 million impairment charge in order to reduce the carrying value of the property to its estimated fair value. Upon execution of the purchase and sale agreement, the property met the criteria for classification as held for sale. Due to the property's classification as held for sale, we recorded an additional impairment charge of \$1.9 million in the first quarter of 2018 in order to reduce the carrying value of the property to its estimated fair value, less estimated selling costs. We based this fair value on the expected sales price from a potential sale. There are few observable market transactions for similar properties. This fair valuation falls into Level 2 of the fair value hierarchy due to its reliance on a quoted price in a market that is not active. During the second quarter of 2018, we executed an amendment to the purchase and sale agreement which increased the contract sales price to \$101.6 million and advanced the settlement date. On June 28, 2018, we sold 2445 M Street, recognizing a gain on sale of real estate of \$2.5 million.

#### NOTE 4: MORTGAGE NOTES PAYABLE

In August 2018, we prepaid without penalty the remaining \$31.7 million of the mortgage note secured by Kenmore Apartments.

**NOTE 5: UNSECURED LINE OF CREDIT PAYABLE**

During the first quarter of 2018, we entered into an amended and restated credit agreement (“Credit Agreement”) which provides for a \$700.0 million unsecured revolving credit facility (“Revolving Credit Facility”), the continuation of an existing \$150.0 million unsecured term loan (“2015 Term Loan”) and an additional \$250.0 million unsecured term loan (“2018 Term Loan”). The Revolving Credit Facility has a four-year term ending in March 2022, with two six-month extension options, and expands our prior \$600.0 million unsecured revolving credit facility that was set to expire in June 2019. The Credit Agreement has an accordion feature that allows us to increase the aggregate facility to \$1.5 billion, subject to the extent lenders agree to provide additional revolving loan commitments or term loans.

The Revolving Credit Facility bears interest at a rate of either one month LIBOR plus a margin ranging from 0.775% to 1.55% or the base rate plus a margin ranging from 0.0% to 0.55% (in each case depending upon Washington REIT's credit rating). The base rate is the highest of the administrative agent's prime rate, the federal funds rate plus 0.50% and the LIBOR market index rate plus 1.0%. In addition, the Revolving Credit Facility requires the payment of a facility fee ranging from 0.10% to 0.30% (depending on Washington REIT's credit rating) on the \$700.0 million committed revolving loan capacity, without regard to usage. As of September 30, 2018, the interest rate on the Revolving Credit Facility is one month LIBOR plus 1.00%, the one month LIBOR is 2.26% and the facility fee is 0.20%.

The 2018 Term Loan increases and replaces the \$150.0 million unsecured term loan, initially entered into on July 22, 2016 ("2016 Term Loan"), that was set to mature in July 2023. The 2018 Term Loan matures in July 2023 and bears interest at a rate of either one month LIBOR plus a margin ranging from 0.85% to 1.75% or the base rate plus a margin ranging from 0.0% to 0.75% (in each case depending upon Washington REIT's credit rating). We used the \$100.0 million of additional proceeds from the 2018 Term Loan primarily to repay outstanding borrowings on the Revolving Credit Facility.

We had previously used interest rate derivatives to effectively fix the interest rate of the 2016 Term Loan. These interest rate derivatives now effectively fix the interest rate on a \$150.0 million portion of the 2018 Term Loan at 2.31%. In March 2018, we entered into interest rate derivatives that commenced on June 29, 2018 to effectively fix the interest rate on the remaining \$100.0 million of the 2018 Term Loan at 3.71%.

The amount of the Revolving Credit Facility's unsecured line of credit unused and available at September 30, 2018 is as follows (in thousands):

|                                   |           |
|-----------------------------------|-----------|
| Committed capacity                | \$700,000 |
| Borrowings outstanding (183,000 ) |           |
| Unused and available              | \$517,000 |

We executed borrowings and repayments on the Revolving Credit Facility during the 2018 Period as follows (in thousands):

|                               |            |
|-------------------------------|------------|
| Balance at December 31, 2017  | \$166,000  |
| Borrowings                    | 397,000    |
| Repayments                    | (380,000 ) |
| Balance at September 30, 2018 | \$183,000  |

#### NOTE 6: DERIVATIVE INSTRUMENTS

On September 15, 2015, we entered into two interest rate swap arrangements with a total notional amount of \$150.0 million to swap the floating interest rate under the 2015 Term Loan (see note 5) to an all-in fixed interest rate of 2.72% starting on October 15, 2015 and extending until the maturity of the 2015 Term Loan on March 15, 2021.

On July 22, 2016, we entered into two forward interest rate swap arrangements with a total notional amount of \$150.0 million to swap the floating interest rate under the 2016 Term Loan to an all-in fixed interest rate of 2.86% starting on March 31, 2017 and extending until the maturity of the 2016 Term Loan on July 21, 2023. On March 29, 2018, we entered into the 2018 Term Loan, a \$250.0 million floating interest rate term loan maturing on July 21, 2023, which increased and replaced the 2016 Term Loan. The interest rate swap arrangements that had effectively fixed the 2016 Term Loan now effectively fix the interest rate on a \$150.0 million portion of the 2018 Term Loan at 2.31%. On March 29, 2018, we entered into four interest rate swap arrangements with a total notional amount of \$100.0 million to effectively fix the interest rate on the remaining \$100.0 million of the 2018 Term Loan at 3.71%, that commenced on June 29, 2018 and extending until the maturity of the 2018 Term Loan on July 21, 2023.

The interest rate swaps qualify as cash flow hedges and are recorded at fair value in accordance with GAAP, based on discounted cash flow methodologies and observable inputs. We record the total change in fair value of the interest rate swap arrangements associated with our cash flow hedges in other comprehensive income. The resulting unrealized gain (loss) of the cash flow hedges was the only activity in other comprehensive income during the periods presented in our consolidated financial statements. We assess the effectiveness of our cash flow hedges both at inception and on an ongoing basis. The cash flow hedges were effective for all periods presented.



The fair values of the interest rate swaps as of September 30, 2018 and December 31, 2017, are as follows (in thousands):

| Derivative Instrument | Aggregate Notional Amount | Effective Date   | Maturity Date  | Fair Value Derivative Assets |                   |
|-----------------------|---------------------------|------------------|----------------|------------------------------|-------------------|
|                       |                           |                  |                | September 30, 2018           | December 31, 2017 |
| Interest rate swaps   | \$ 150,000                | October 15, 2015 | March 15, 2021 | \$4,392                      | \$ 1,987          |
| Interest rate swaps   | 150,000                   | March 31, 2017   | July 21, 2023  | 11,484                       | 7,432             |
| Interest rate swaps   | 100,000                   | June 29, 2018    | July 21, 2023  | 1,305                        | —                 |
|                       | \$ 400,000                |                  |                | \$17,181                     | \$ 9,419          |

We record interest rate swaps on our consolidated balance sheets within prepaid expenses and other assets when in a net asset position and within accounts payable and other liabilities when in a net liability position. The interest rate swaps have been effective since inception. The net gains or losses on the effective swaps are recognized in other comprehensive income, as follows (in thousands):

|  | Three Months Ended September 30, 2018 |         | Nine Months Ended September 30, 2017 |         |
|--|---------------------------------------|---------|--------------------------------------|---------|
|  | 2018                                  | 2017    | 2018                                 | 2017    |
| Unrealized gain (loss) on interest rate hedges | \$ 1,474                              | \$ (9 ) | \$7,762                              | \$(763) |

Amounts reported in accumulated other comprehensive income related to derivatives will be reclassified to interest expense as interest payments are made on our variable-rate debt. During the next twelve months, we estimate that an additional \$3.6 million will be reclassified as a decrease to interest expense.

We have agreements with each of our derivative counterparties that contain a provision whereby we could be declared in default on our derivative obligations if repayment of the underlying indebtedness is accelerated by the lender due to our default on the indebtedness. As of September 30, 2018, the fair value of derivatives is in a net asset position of \$17.2 million, which includes accrued interest but excludes any adjustment for nonperformance risk. As of September 30, 2018, we have not posted any collateral related to these agreements.

Derivative instruments expose us to credit risk in the event of non-performance by the counterparty under the terms of the interest rate hedge agreement. We believe that we minimize our credit risk on these transactions by dealing with major, creditworthy financial institutions. We monitor the credit ratings of counterparties and our exposure to any single entity, thus minimizing our credit risk concentration.

#### NOTE 7: FAIR VALUE DISCLOSURES

##### Assets and Liabilities Measured at Fair Value

For assets and liabilities measured at fair value on a recurring basis, quantitative disclosures about the fair value measurements are required to be disclosed separately for each major category of assets and liabilities, as follows:

- Level 1: Quoted prices in active markets for identical assets
- Level 2: Significant other observable inputs
- Level 3: Significant unobservable inputs

The only assets or liabilities we had at September 30, 2018 and December 31, 2017 that are recorded at fair value on a recurring basis are the assets held in the Supplemental Executive Retirement Plan (“SERP”), which primarily consist of

investments in mutual funds, and the interest rate swaps (see note 6).

We base the valuations related to the SERP on assumptions derived from significant other observable inputs and accordingly these valuations fall into Level 2 in the fair value hierarchy.

The valuation of the interest rate swaps is determined using widely accepted valuation techniques, including discounted cash flow analysis on the expected cash flows of each interest rate swap. This analysis reflects the contractual terms of the interest rate swaps, including the period to maturity, and uses observable market-based inputs, including interest rate curves and implied volatilities. The fair values of interest rate swaps are determined using the market standard methodology of netting the discounted future fixed

cash payments (or receipts) and the discounted expected variable cash receipts (or payments). The variable cash payments (or receipts) are based on an expectation of future interest rates (forward curves) derived from observable market interest rate curves. To comply with the provisions of ASC 820, Fair Value Measurement, we incorporate credit valuation adjustments in the fair value measurements to appropriately reflect both our own nonperformance risk and the respective counterparty's nonperformance risk. These credit valuation adjustments were concluded to not be significant inputs for the fair value calculations for the periods presented. In adjusting the fair value of our derivative contracts for the effect of nonperformance risk, we have considered the impact of netting and any applicable credit enhancements, such as the posting of collateral, thresholds, mutual puts and guarantees. The valuation of interest rate swaps fall into Level 2 in the fair value hierarchy.

The fair values of these assets and liabilities at September 30, 2018 and December 31, 2017 were as follows (in thousands):

|                     | September 30, 2018 |         |          | December 31, 2017 |            |         |          |         |   |
|---------------------|--------------------|---------|----------|-------------------|------------|---------|----------|---------|---|
|                     | Fair Value         | Level 1 | Level 2  | Level 3           | Fair Value | Level 1 | Level 2  | Level 3 |   |
| Assets:             |                    |         |          |                   |            |         |          |         |   |
| SERP                | \$1,364            | \$      | —\$1,364 | \$                | —\$1,858   | \$      | —\$1,858 | \$      | — |
| Interest rate swaps | 17,181             | —       | 17,181   | —                 | 9,419      | —       | 9,419    | —       |   |

#### Financial Assets and Liabilities Not Measured at Fair Value

The following disclosures of estimated fair value were determined by management using available market information and established valuation methodologies, including discounted cash flow models. Many of these estimates involve significant judgment. The estimated fair value disclosed may not necessarily be indicative of the amounts we could realize on disposition of the financial instruments. The use of different market assumptions or estimation methodologies could have an effect on the estimated fair value amounts. In addition, fair value estimates are made at a point in time and thus, estimates of fair value subsequent to September 30, 2018 may differ significantly from the amounts presented. The valuations of cash and cash equivalents and restricted cash fall into Level 1 in the fair value hierarchy and the valuations of debt instruments fall into Level 3 in the fair value hierarchy.

As of September 30, 2018 and December 31, 2017, the carrying values and estimated fair values of our financial instruments were as follows (in thousands):

|                             | September 30,<br>2018 |            | December 31,<br>2017 |            |
|-----------------------------|-----------------------|------------|----------------------|------------|
|                             | Carrying Value        | Fair Value | Carrying Value       | Fair Value |
| Cash and cash equivalents   | \$4,810               | \$ 4,810   | \$9,847              | \$ 9,847   |
| Restricted cash             | 1,352                 | 1,352      | 2,776                | 2,776      |
| Mortgage notes payable, net | 60,541                | 60,482     | 95,141               | 97,181     |
| Line of credit              | 183,000               | 183,000    | 166,000              | 166,000    |
| Notes payable, net          | 995,130               | 1,014,067  | 894,358              | 931,377    |

#### NOTE 8: STOCK BASED COMPENSATION

Washington REIT maintains short-term ("STIP") and long-term ("LTIP") incentive plans that allow for stock based awards to officers and non-officer employees. Stock based awards are provided to officers and non-officer employees, as well as trustees, under the Washington Real Estate Investment Trust 2016 Omnibus Incentive Plan which allows for awards in the form of restricted shares, restricted share units, options and other awards up to an aggregate of 2,400,000 shares over the ten-year period in which the plan will be in effect. Restricted share units are converted into shares of our stock upon full vesting through the issuance of new shares.

During the first quarter of 2018, we amended the LTIP for executive officers to eliminate the absolute total shareholder return (“TSR”) component and only utilize relative TSR in the measurement of market condition performance. Under the amended LTIP, relative TSR will be evaluated 50% relative to a defined population of peer companies and 50% relative to the FTSE NAREIT Diversified Index. Prior to this amendment, the LTIP utilized both absolute TSR and relative TSR, with each component having a 50% weighting, and relative TSR was evaluated relative only to a defined population of peer companies. The amendment is effective for three-year performance periods commencing on or after January 1, 2018.

### Total Compensation Expense

Total compensation expense recognized in the consolidated financial statements for all outstanding share based awards was \$1.7 million and \$1.2 million for the 2018 Quarter and 2017 Quarter, respectively, and \$5.1 million and \$3.6 million for the 2018 Period and 2017 Period, respectively.

### Restricted Share Awards

The total fair values of restricted share awards vested was \$1.1 million and \$2.0 million for the 2018 Period and 2017 Period, respectively.

The total unvested restricted share awards at September 30, 2018 was 479,262 shares, which had a weighted average grant date fair value of \$28.58 per share. As of September 30, 2018, the total compensation cost related to unvested restricted share awards was \$9.1 million, which we expect to recognize over a weighted average period of 28 months.

### NOTE 9: EARNINGS PER COMMON SHARE

We determine “Basic earnings per share” using the two-class method as our unvested restricted share awards and units have non-forfeitable rights to dividends, and are therefore considered participating securities. We compute basic earnings per share by dividing net income attributable to the controlling interest less the allocation of undistributed earnings to unvested restricted share awards and units by the weighted-average number of common shares outstanding for the period.

We also determine “Diluted earnings per share” as the more dilutive of the two-class method or the treasury stock method with respect to the unvested restricted share awards. We further evaluate any other potentially dilutive securities at the end of the period and adjust the basic earnings per share calculation for the impact of those securities that are dilutive. Our dilutive earnings per share calculation includes the dilutive impact of operating partnership units under the if-converted method and our share based awards with performance conditions prior to the grant date and all market condition awards under the contingently issuable method.

The computations of basic and diluted earnings per share for the three and nine months ended September 30, 2018 and 2017 were as follows (in thousands, except per share data):

|   | Three Months<br>Ended<br>September 30,<br>2018 |         | Nine Months<br>Ended September<br>30,<br>2018 |          |
|---|--|---------|---|----------|
|   | 2018   | 2017    | 2018  | 2017     |
| Numerator:  |  |         |   |          |
| Net income  | \$5,893  | \$2,813 | \$19,942                                      | \$17,275 |
| Net loss attributable to noncontrolling interests in subsidiaries             | —  | 20      | —   | 56       |
| Allocation of earnings to unvested restricted share awards                    | (144 )   | (107 )  | (432 )  | (291 )   |
| Adjusted net income attributable to the controlling interests                 | \$5,749  | \$2,726 | \$19,510                                      | \$17,040 |
| Denominator:  |  |         |   |          |
| Weighted average shares outstanding – basic                                   | 79,076   | 77,291  | 78,695  | 76,292   |
| Effect of dilutive securities:  |  |         |   |          |
| Operating partnership units   | 12   | 12      | 12  | 8        |
| Employee restricted share awards  | 150  | 120     | 95  | 115      |
| Weighted average shares outstanding – diluted                                 | 79,238   | 77,423  | 78,802  | 76,415   |
| Basic net income attributable to the controlling interests per common share   | \$0.07   | \$0.04  | \$0.25  | \$0.22   |
| Diluted net income attributable to the controlling interests per common share | \$0.07   | \$0.04  | \$0.25  | \$0.22   |

NOTE 10: SEGMENT INFORMATION

We have three reportable segments: office, multifamily and retail. Office properties provide office space for various types of businesses and professions. Multifamily properties provide rental housing for individuals and families throughout the greater Washington metro region. Retail properties are typically grocery store-anchored neighborhood centers that include other small shop tenants or regional power centers with several junior box tenants.

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We evaluate performance based upon net operating income from the combined properties in each segment. Our reportable operating segments are consolidations of similar properties. GAAP requires that segment disclosures present the measure(s) used by the chief operating decision maker for purposes of assessing each segment's performance. Net operating income is a key measurement of our segment profit and loss. Net operating income is defined as real estate rental revenue less real estate expenses.

The following tables present revenues, net operating income, capital expenditures and total assets for the three and nine months ended September 30, 2018 and 2017 from these segments, and reconcile net operating income of reportable segments to net income attributable to the controlling interests as reported (in thousands):

|   | Three Months Ended September 30, 2018 |           |             |                     | Consolidated |
|---|---------------------------------------|-----------|-------------|---------------------|--------------|
|   | Office                                | Retail    | Multifamily | Corporate and Other |              |
| Real estate rental revenue  | \$42,438                              | \$16,111  | \$23,953    | \$—                 | \$82,502     |
| Real estate expenses  | 15,368                                | 3,906     | 9,297       | —                   | 28,571       |
| Net operating income  | \$27,070                              | \$12,205  | \$14,656    | \$—                 | \$53,931     |
| Depreciation and amortization   |                                       |           |             |                     | (30,272 )    |
| General and administrative  |                                       |           |             |                     | (5,267 )     |
| Interest expense  |                                       |           |             |                     | (12,499 )    |
| Net income  |                                       |           |             |                     | 5,893        |
| Less: Net loss attributable to noncontrolling interests in subsidiaries |                                       |           |             |                     | —            |
| Net income attributable to the controlling interests                    |                                       |           |             |                     | \$5,893      |
| Capital expenditures  | \$8,537                               | \$1,098   | \$5,708     | \$161               | \$15,504     |
| Total assets  | \$1,246,026                           | \$344,358 | \$785,397   | \$40,736            | \$2,416,517  |
|   | Three Months Ended September 30, 2017 |           |             |                     | Consolidated |
|   | Office                                | Retail    | Multifamily | Corporate and Other |              |
| Real estate rental revenue  | \$42,982                              | \$15,604  | \$24,233    | \$—                 | \$82,819     |
| Real estate expenses  | 16,246                                | 3,687     | 9,713       | —                   | 29,646       |
| Net operating income  | \$26,736                              | \$11,917  | \$14,520    | \$—                 | \$53,173     |
| Depreciation and amortization   |                                       |           |             |                     | (27,941 )    |
| General and administrative  |                                       |           |             |                     | (5,327 )     |
| Interest expense  |                                       |           |             |                     | (12,176 )    |
| Other income  |                                       |           |             |                     | 84           |
| Real estate impairment  |                                       |           |             |                     | (5,000 )     |
| Net income  |                                       |           |             |                     | 2,813        |
| Less: Net loss attributable to noncontrolling interests in subsidiaries |                                       |           |             |                     | 20           |
| Net income attributable to the controlling interests                    |                                       |           |             |                     | \$2,833      |
| Capital expenditures  | \$5,934                               | \$305     | \$5,024     | \$1,356             | \$12,619     |
| Total assets  | \$1,231,576                           | \$346,374 | \$769,873   | \$36,471            | \$2,384,294  |

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Nine Months Ended September 30, 2018

|   | Office    | Retail   | Multifamily | Corporate<br>and<br>Other | Consolidated |
|---|-----------|----------|-------------|---------------------------|--------------|
| Real estate rental revenue  | \$135,258 | \$47,563 | \$71,168    | \$—                       | \$253,989    |
| Real estate expenses  | 48,031    | 11,932   | 28,012      | —                         | 87,975       |
| Net operating income  | \$87,227  | \$35,631 | \$43,156    | \$—                       | \$166,014    |
| Depreciation and amortization   |           |          |             |                           | (90,119)     |
| General and administrative  |           |          |             |                           | (16,737)     |
| Interest expense  |           |          |             |                           | (38,647)     |
| Real estate impairment  |           |          |             |                           | (1,886)      |
| Gain on sale of real estate   |           |          |             |                           | 2,495        |
| Loss on extinguishment of debt  |           |          |             |                           | (1,178)      |
| Net income  |           |          |             |                           | 19,942       |
| Less: Net loss attributable to noncontrolling interests in subsidiaries |           |          |             |                           | —            |
| Net income attributable to the controlling interests                    |           |          |             |                           | \$19,942     |
| Capital expenditures  | \$17,926  | \$2,443  | \$13,068    | \$626                     | \$34,063     |

Nine Months Ended September 30, 2017

|   | Office    | Retail   | Multifamily | Corporate<br>and<br>Other | Consolidated |
|---|-----------|----------|-------------|---------------------------|--------------|
| Real estate rental revenue  | \$125,118 | 46,821   | \$71,837    | \$—                       | \$243,776    |
| Real estate expenses  | 46,513    | 11,147   | 28,540      | —                         | 86,200       |
| Net operating income  | \$78,605  | \$35,674 | \$43,297    | \$—                       | \$157,576    |
| Depreciation and amortization   |           |          |             |                           | (83,271)     |
| General and administrative  |           |          |             |                           | (16,712)     |
| Interest expense  |           |          |             |                           | (35,634)     |
| Other income  |           |          |             |                           | 209          |
| Real estate impairment  |           |          |             |                           | (5,000)      |
| Income tax benefit  |           |          |             |                           | 107          |
| Net income  |           |          |             |                           | 17,275       |
| Less: Net loss attributable to noncontrolling interests in subsidiaries |           |          |             |                           | 56           |
| Net income attributable to the controlling interests                    |           |          |             |                           | \$17,331     |
| Capital expenditures  | \$16,753  | \$551    | \$17,882    | \$3,306                   | \$38,492     |

NOTE 11: SHAREHOLDERS' EQUITY

On May 4, 2018, we entered into eight separate equity distribution agreements (collectively, the “Equity Distribution Agreements”) with each of Wells Fargo Securities, LLC, BNY Mellon Capital Markets, LLC, Capital One Securities, Inc., Citigroup Global Markets Inc., Goldman Sachs & Co. LLC, J.P. Morgan Securities LLC, KeyBanc Capital Markets Inc. and SunTrust Robinson Humphrey, Inc. relating to the issuance of up to \$250.0 million of our common shares from time to time. Issuances of our common shares are made at market prices prevailing at the time of issuance. We may use net proceeds from the issuance of common shares under this program for general corporate purposes, including, without limitation, working capital, the acquisition, renovation, expansion, improvement, development or redevelopment of income producing properties or the repayment of debt. During the 2018 Quarter and 2018 Period, we issued 1.2 million common shares under the Equity Distribution Agreements at an average price of \$31.18 per share, raising \$35.5 million in net proceeds.



The Equity Distribution Agreements replaced our previous equity distribution agreements with Wells Fargo Securities, LLC, BNY Mellon Capital Markets, LLC, Citigroup Global Markets Inc. and RBC Capital Markets LLC, dated June 23, 2015. During the 2018 Period, we did not issue common shares under the previous equity distribution agreements.

We have a dividend reinvestment program, whereby shareholders may use their dividends and optional cash payments to purchase common shares. The common shares sold under this program may either be common shares issued by us or common shares purchased in the open market. During the 2018 Quarter, we issued approximately 18,000 common shares under this program at a weighted average price of \$30.68 per share, raising \$0.6 million in net proceeds. During the 2018 Period, we issued approximately 74,000 common shares under the dividend reinvestment program at a weighted average price of \$29.29 per share, raising \$1.8 million in net proceeds.

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

The following discussion should be read in conjunction with our consolidated financial statements and the notes thereto appearing in Item 1 of this report and the more detailed information contained in our Annual Report on Form 10-K for the year ended December 31, 2017 filed with the Securities and Exchange Commission ("SEC") on February 20, 2018.

We refer to the three months ended September 30, 2018 and September 30, 2017 as the "2018 Quarter" and the "2017 Quarter," respectively, and the nine months ended September 30, 2018 and September 30, 2017 as the "2018 Period" and the "2017 Period" respectively.

### Forward-Looking Statements

This Form 10-Q contains forward-looking statements which involve risks and uncertainties. Forward-looking statements include statements in this report preceded by, followed by or that include the words "believe," "expect," "intend," "anticipate," "potential," "project," "will" and other similar expressions. We claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 for these statements. The following important factors, in addition to those discussed elsewhere in this Form 10-Q, could affect our future results and could cause those results to differ materially from those expressed in the forward-looking statements: (a) the effect of credit and financial market conditions; (b) the availability and cost of capital; (c) fluctuations in interest rates; (d) the economic health of our tenants; (e) the timing and pricing of lease transactions; (f) the economic health of the greater Washington metro region, or other markets we may enter; (g) the risks associated with ownership of real estate in general and our real estate assets in particular; (h) the effects of changes in federal government spending; (i) the supply of competing properties; (j) compliance with applicable laws, including those concerning the environment and access by persons with disabilities; (k) governmental or regulatory actions and initiatives; (l) terrorist attacks or actions; (m) weather conditions and natural disasters; (n) failure to qualify as a REIT; (o) the availability of and our ability to attract and retain qualified personnel; (p) uncertainty in our ability to continue to pay dividends at the current rates; and (q) other factors discussed under the caption "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2017 filed with the SEC on February 20, 2018. We undertake no obligation to update our forward-looking statements or risk factors to reflect new information, future events, or otherwise.

### General

#### Introductory Matters

We provide our Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") in addition to the accompanying consolidated financial statements and notes to assist readers in understanding our results of operations and financial condition. We organize the MD&A as follows:

- Overview. Discussion of our business outlook, operating results, investment activity, financing activity and capital requirements to provide context for the remainder of MD&A.
- Results of Operations. Discussion of our financial results comparing the 2018 Quarter to the 2017 Quarter and the 2018 Period to the 2017 Period.
- Liquidity and Capital Resources. Discussion of our financial condition and analysis of changes in our capital structure and cash flows.
- Funds From Operations. Calculation of NAREIT Funds From Operations ("NAREIT FFO"), a non-GAAP supplemental measure to net income.
- Critical Accounting Policies and Estimates. Descriptions of accounting policies that reflect significant judgments and estimates used in the preparation of our consolidated financial statements.

When evaluating our financial condition and operating performance, we focus on the following financial and non-financial indicators:

• Net operating income (“NOI”), calculated as set forth below under the caption “Results of Operations - Net Operating Income.” NOI is a non-GAAP supplemental measure to net income.

• Funds From Operations (“NAREIT FFO”), calculated as set forth below under the caption “Funds from Operations.” NAREIT FFO is a non-GAAP supplemental measure to net income.

• Ending occupancy, calculated as occupied square footage as a percentage of total square footage as of the last day of that period.

Leased percentage, calculated as the percentage of available physical net rentable area leased for our office and retail segments and percentage of apartments leased for our multifamily segment.

Leasing activity, including new leases, renewals and expirations.

For purposes of evaluating comparative operating performance, we categorize our properties as “same-store”, “non-same-store” or discontinued operations. Same-store properties include properties that were owned for the entirety of the years being compared, and exclude properties under redevelopment or development and properties acquired, sold or classified as held for sale during the years being compared. We define development properties as those for which we have planned or ongoing major construction activities on existing or acquired land pursuant to an authorized development plan. We consider a property's development activities to be complete when the property is ready for its intended use. The property is categorized as same-store when it has been ready for its intended use for the entirety of the years being compared. We define redevelopment properties as those for which we have planned or ongoing significant development and construction activities on existing or acquired buildings pursuant to an authorized plan, which has an impact on current operating results, occupancy and the ability to lease space with the intended result of a higher economic return on the property. We categorize a redevelopment property as same-store when redevelopment activities have been complete for the majority of each year being compared.

## Overview

Our revenues are derived primarily from the ownership and operation of income producing properties in the greater Washington metro region. As of September 30, 2018, we owned a diversified portfolio of 48 properties, totaling approximately 6.1 million square feet of commercial space and 4,268 multifamily units, and land held for development. These 48 properties consisted of 19 office properties, 16 retail centers and 13 multifamily properties.

## Operating Results

Net income attributable to the controlling interests, NOI and NAREIT FFO for the three months ended September 30, 2018 and 2017 were as follows (in thousands):

|  | Three Months<br>Ended September<br>30, |          |           |          |
|--|--|----------|-----------|----------|
|  | 2018                                   | 2017     | \$ Change | % Change |
| Net income attributable to the controlling interests | \$5,893                                | \$2,833  | \$ 3,060  | 108.0 %  |
| NOI <sup>(1)</sup>                                   | \$53,931                               | \$53,173 | \$ 758    | 1.4 %    |
| NAREIT FFO <sup>(2)</sup>                            | \$36,165                               | \$35,754 | \$ 411    | 1.1 %    |

<sup>(1)</sup> See page 26 of the MD&A for a reconciliation of NOI to net income.

<sup>(2)</sup> See page 36 of the MD&A for a reconciliation of NAREIT FFO to net income.

The higher net income attributable to the controlling interests is primarily due to real estate impairment (\$5.0 million) during 2017 Quarter and higher NOI (\$0.8 million) during 2018 Quarter, partially offset by higher depreciation and amortization (\$2.3 million), higher interest expense (\$0.3 million) and lower other income (\$0.1 million) during the 2018 Quarter.

The higher NOI is primarily due to income generated from Arlington Tower (\$4.5 million), which was acquired after the 2017 Quarter, and higher NOI from same-store properties (\$1.5 million), partially offset by property sales during 2018 and 2017 (\$5.2 million). The higher same-store NOI is explained in further detail beginning on page 26 (Results of Operations - 2018 Quarter Compared to 2017 Quarter). Same-store ending occupancy increased to 94.0% as of September 30, 2018, from 93.3% as of September 30, 2017, due to higher occupancy across the portfolio.

The higher NAREIT FFO is primarily attributable to the higher NOI (\$0.8 million), partially offset by higher interest expense (\$0.3 million).

## Investment Activity

Significant investment transactions during the 2018 Period included the following:

- The disposition of 2445 M Street, a 292,000 square foot office property in Washington, DC, for a contract sales price of \$101.6 million. We recognized a gain on sale of \$2.5 million related to the transaction.
- The acquisition of Arlington Tower, a 391,000 net rentable square foot office building in Arlington, Virginia, for a contract purchase price of \$250.0 million. We incurred \$0.6 million of acquisition costs related to this transaction.
- The disposition of Braddock Metro Center, a 356,000 net rentable square foot office building in Alexandria, Virginia, for a contract sales price of \$93.0 million.

## Financing Activity

Significant financing transactions during the 2018 Period included the following:

The execution of an amended, extended and expanded \$700 million unsecured revolving credit facility (the “Revolving Credit Facility”) and refinancing of an existing \$150.0 million seven-year unsecured term loan with a \$250.0 million five-year unsecured term loan. We recognized a \$1.2 million non-cash loss on extinguishment of debt related to the write-off of unamortized loan origination costs.

The execution of eight separate equity distribution agreements on May 4, 2018 relating to the issuance of up to \$250.0 million of our common shares from time to time. Issuances of our common shares are made at market prices prevailing at the time of issuance. The equity distribution agreements executed on May 4, 2018 replaced our previous equity distribution agreements, dated June 23, 2015. During the 2018 Quarter, we issued approximately 1.2 million common shares under our at-the-market program at an average price of \$31.18 per share, raising approximately \$35.5 million in net proceeds.

As of September 30, 2018, the interest rate on the Revolving Credit Facility was one month LIBOR plus 1.00% and the facility fee was 0.20%. As of October 25, 2018, our Revolving Credit Facility has a borrowing capacity of \$507.0 million.

## Capital Requirements

We prepaid without penalty the \$31.7 million mortgage note secured by Kenmore Apartments during the third quarter of 2018 and have no additional debt maturities remaining in 2018. We expect to have additional capital requirements as set forth on page 33 (Liquidity and Capital Resources - Capital Requirements).

## Results of Operations

The discussion that follows is based on our consolidated results of operations for the 2018 Quarter and Period and 2017 Quarter and Period. The ability to compare one period to another is significantly affected by acquisitions completed and dispositions made during 2018 and 2017 (see note 3 to the consolidated financial statements).

### Net Operating Income

NOI, defined as real estate rental revenue less real estate expenses, is a non-GAAP measure. NOI is calculated as net income, less non-real estate revenue and the results of discontinued operations (including the gain or loss on sale, if any), plus interest expense, depreciation and amortization, general and administrative expenses, acquisition costs, real estate impairment and gain or loss on extinguishment of debt. We believe that NOI is useful as a performance measure because, when compared across periods, NOI reflects the impact on operations of trends in occupancy rates, rental rates and operating costs on an unleveraged basis, providing perspective not immediately apparent from net income. NOI excludes certain components from net income in order to provide results more closely related to a property’s results of operations. For example, interest expense is not necessarily linked to the operating performance of a real estate asset. In addition, depreciation and amortization, because of historical cost accounting and useful life estimates,

may distort operating performance at the property level. As a result of the foregoing, we provide NOI as a supplement to net income, calculated in accordance with GAAP. NOI does not represent net income or income from continuing operations, in either case calculated in accordance with GAAP. As such, it should not be considered an alternative to these measures as an indication of our operating performance. A reconciliation of NOI to net income follows.

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2018 Quarter Compared to 2017 Quarter

The following table reconciles NOI to net income attributable to the controlling interests and provides the basis for our discussion of our consolidated results of operations and NOI in the 2018 Quarter compared to the 2017 Quarter. All amounts are in thousands, except percentage amounts.

|   | Same-Store |          | Non-Same-Store |      | Acquisitions <sup>(1)</sup> |         | Development/Re-development <sup>(2)</sup> |      | Held/Sold for Sale <sup>(3)</sup> |          | All Properties |         | \$ Change | % Change |
|---|------------|----------|----------------|------|-----------------------------|---------|---|------|-----------------------------------|----------|----------------|---------|-----------|----------|
|   | 2018       | 2017     | \$             | %    | 2018                        | 2017    | 2018                                      | 2017 | 2018                              | 2017     | 2018           | 2017    |           |          |
| Real estate rental revenue  | \$71,716   | \$69,664 | \$2,052        | 2.9% | \$10,786                    | \$4,831 | \$—                                       | \$—  | \$8,324                           | \$82,502 | \$82,819       | (\$317) | (0.4)     | %        |
| Real estate expenses  | 25,496     | 24,979   | 517            | 2.1% | 3,139                       | 1,560   | (64)                                      | —    | 3,107                             | 28,571   | 29,646         | (1,075) | (3.6)     | %        |
| NOI   | \$46,220   | \$44,685 | \$1,535        | 3.4% | \$7,647                     | \$3,271 | \$64                                      | \$—  | \$5,217                           | \$53,931 | \$53,173       | \$758   | 1.4       | %        |
| Reconciliation to net income attributable to the controlling interests: |            |          |                |      |                             |         |   |      |                                   |          |                |         |           |          |
| Depreciation and amortization   |            |          |                |      |                             |         |   |      |                                   | (30,272) | (27,941)       | (2,331) | 8.3       | %        |
| General and administrative expenses                                     |            |          |                |      |                             |         |   |      |                                   | (5,267)  | (5,327)        | 60      | (1.1)     | %        |
| Real estate impairment  |            |          |                |      |                             |         |   |      |                                   | —        | (5,000)        | 5,000   | (100.0)   | %        |
| Interest expense  |            |          |                |      |                             |         |   |      |                                   | (12,499) | (12,176)       | (323)   | 2.7       | %        |
| Other income  |            |          |                |      |                             |         |   |      |                                   | —        | 84             | (84)    | (100.0)   | %        |
| Net income  |            |          |                |      |                             |         |   |      |                                   | 5,893    | 2,813          | 3,080   | 109.5     | %        |
| Less: Net loss attributable to noncontrolling interests                 |            |          |                |      |                             |         |   |      |                                   | —        | 20             | (20)    | (100.0)   | %        |
| Net income attributable to the controlling interests                    |            |          |                |      |                             |         |   |      |                                   | \$5,893  | \$2,833        | \$3,060 | 108.0     | %        |

(1) Acquisitions:

2018 Office – Arlington Tower

2017 Office – Watergate 600

(2) Development/redevelopment:

Multifamily development property – land adjacent to Riverside Apartments

(3) Sold:

2018 Office – Braddock Metro Center and 2445 M Street

2017 Multifamily – Walker House Apartments

Real Estate Rental Revenue

Real estate rental revenue is comprised of (a) minimum base rent, which includes rental revenues recognized on a straight-line basis, (b) revenue from the recovery of operating expenses from our tenants, (c) provisions for doubtful accounts in the same quarter that we established the receivable, which include provisions for straight-line receivables, (d) revenue from the collection of lease termination fees and (e) parking and other tenant charges such as percentage

rents.

Real estate rental revenue for same-store properties for the three months ended September 30, 2018 and 2017 was as follows (in thousands):

|   | Three Months        |          |           |          |
|---|---------------------|----------|-----------|----------|
|   | Ended September 30, |          | \$ Change | % Change |
|   | 2018                | 2017     |           |          |
| Minimum base rent                           | \$61,745            | \$60,275 | \$ 1,470  | 2.4 %    |
| Recoveries from tenants                     | 7,043               | 6,442    | 601       | 9.3 %    |
| Provisions for doubtful accounts            | (428 )              | (292 )   | (136 )    | 46.6 %   |
| Lease termination fees                      | 369                 | 471      | (102 )    | (21.7 )% |
| Parking and other tenant charges            | 2,987               | 2,768    | 219       | 7.9 %    |
| Total same-store real estate rental revenue | \$71,716            | \$69,664 | \$ 2,052  | 2.9 %    |

Minimum base rent: Increase primarily due to higher rental income (\$1.4 million) due to new leases at Army Navy Building, 1901 Pennsylvania Avenue, Monument II and Silverline Center and higher rental rates in multifamily segment, partially offset by lease expirations at Quantico Corporate Center.

Recoveries from tenants: Increase primarily due to higher reimbursements for operating expenses (\$0.3 million) and real estate taxes (\$0.2 million).

Provisions for doubtful accounts: Increase primarily due to higher provisions in the office segment (\$0.2 million), partially offset by lower provisions in the retail segment (\$0.1 million).

Lease termination fees: Decrease primarily due to lower fees in the retail segment (\$0.2 million), partially offset by higher fees in the office segment (\$0.1 million).

Parking and other tenant charges: Increase primarily due to higher tenant charges (\$0.2 million).

Real estate rental revenue from same-store properties by segment was as follows (in thousands):

|   | Three Months Ended September 30, |          |           |          |
|---|----------------------------------|----------|-----------|----------|
|   | 2018                             | 2017     | \$ Change | % Change |
| Office                                      | \$31,652                         | \$30,672 | \$ 980    | 3.2 %    |
| Multifamily                                 | 23,953                           | 23,388   | 565       | 2.4 %    |
| Retail                                      | 16,111                           | 15,604   | 507       | 3.2 %    |
| Total same-store real estate rental revenue | \$71,716                         | \$69,664 | \$ 2,052  | 2.9 %    |

Office: Increase primarily due to higher rental income (\$0.7 million), higher reimbursements for operating expenses (\$0.2 million), higher lease termination fees (\$0.1 million) and higher tenant charges (\$0.1 million), partially offset by higher provisions for doubtful accounts (\$0.2 million). The higher rental income is primarily due to new leases at Army Navy Building, 1901 Pennsylvania Avenue, Monument II and Silverline Center.

Multifamily: Increase primarily due to higher rental rates (\$0.5 million).

Retail: Increase primarily due to higher reimbursements for operating expenses (\$0.4 million), higher rental income (\$0.2 million) and lower provisions for doubtful accounts (\$0.1 million), partially offset by lower termination fees (\$0.2 million).

Real estate rental revenue from acquisitions increased due to the acquisition of Arlington Tower (\$5.9 million) in the first quarter of 2018.

Real estate rental revenue from held for sale and sold properties decreased due to the sale of 2445 M Street (\$4.5 million) during the second quarter of 2018, Braddock Metro Center (\$3.0 million) during the first quarter of 2018 and Walker House Apartments (\$0.8 million) during the fourth quarter of 2017.

Ending occupancy represents occupied square footage indicated as a percentage of total square footage as of the last day of that period. Ending occupancy by segment for the 2018 Quarter and 2017 Quarter was as follows:

| Segment     | September 30, 2018 |                |        | September 30, 2017 |                |        | Increase (decrease) |                |         |
|-------------|--------------------|----------------|--------|--------------------|----------------|--------|---------------------|----------------|---------|
|             | Same-Store         | Non-Same-Store | Total  | Same-Store         | Non-Same-Store | Total  | Same-Store          | Non-Same-Store | Total   |
| Office      | 92.1 %             | 95.4 %         | 92.7 % | 91.7 %             | 98.3 %         | 93.2 % | 0.4 %               | (2.9 )%        | (0.5) % |
| Multifamily | 95.4 %             | N/A            | 95.4 % | 94.5 %             | 93.2 %         | 94.5 % | 0.9 %               | N/A            | 0.9 %   |
| Retail      | 94.3 %             | N/A            | 94.3 % | 93.5 %             | N/A            | 93.5 % | 0.8 %               | N/A            | 0.8 %   |
| Total       | 94.0 %             | 95.4 %         | 94.1 % | 93.3 %             | 97.6 %         | 93.8 % | 0.7 %               | (2.2 )%        | 0.3 %   |

Office: The increase in same-store ending occupancy was primarily due to higher ending occupancy at Army Navy Building and 1901 Pennsylvania Avenue, partially offset by lower ending occupancy at Fairgate at Ballston.

Multifamily: The increase in same-store ending occupancy was primarily due to higher ending occupancy at The Ashby at McLean, Bennett Park, Roosevelt Towers and 3801 Connecticut Avenue, partially offset by lower ending occupancy at Clayborne Apartments.

Retail: The increase in same-store ending occupancy was primarily due to higher ending occupancy at Concord Centre and Frederick Crossing, partially offset by lower ending occupancy at Randolph Shopping Center, Gateway Overlook and Westminster Shopping Center.



During the 2018 Quarter, we executed new and renewal leases in our office and retail segments as follows:

| Square Feet<br>(in thousands) | Average Rental            |   | Leasing Costs            |     | Free Rent<br>(weighted average months) | Retention Rate |
|-------------------------------|---------------------------|---|--------------------------|-----|--|----------------|
|                               | Rate<br>(per square foot) | % Rental Rate<br>Increase<br>(Decrease) | (1)<br>(per square foot) | (1) |  |                |
| Office 73                     | \$ 48.94                  | 13.5 %                                  | \$ 61.80                 | 5.0 | 47.1                                   | %              |
| Retail 29                     | 36.64                     | 8.4 %                                   | 19.97                    | 0.6 | 54.3                                   | %              |
| Total 102                     | 45.43                     | 12.3 %                                  | 49.89                    | 4.0 | 49.3                                   | %              |

(1) Consists of tenant improvements and leasing commissions.

### Real Estate Expenses

Real estate expenses as a percentage of revenue for the 2018 Quarter and 2017 Quarter were 34.6% and 35.8%, respectively.

Real estate expenses from same-store properties by segment were as follows (in thousands):

|                                       | Three Months<br>Ended September<br>30, |          |           |          |
|---------------------------------------|--|----------|-----------|----------|
|                                       | 2018                                   | 2017     | \$ Change | % Change |
| Office                                | \$12,229                               | \$12,010 | \$ 219    | 1.8 %    |
| Multifamily                           | 9,361                                  | 9,282    | 79        | 0.9 %    |
| Retail                                | 3,906                                  | 3,687    | 219       | 5.9 %    |
| Total same-store real estate expenses | \$25,496                               | \$24,979 | \$ 517    | 2.1 %    |

Office: Increase primarily due to higher utilities (\$0.1 million) and administrative (\$0.1 million) expenses.

Multifamily: Increase primarily due to higher administrative (\$0.2 million) and contract maintenance (\$0.1 million) expenses, partially offset by lower real estate tax (\$0.2 million) expenses.

Retail: Increase primarily due to higher repairs and maintenance (\$0.1 million) and real estate tax (\$0.1 million) expenses.

### Other Income and Expenses

Depreciation and Amortization: Increase primarily due to the acquisition of Arlington Tower (\$3.6 million) in the first quarter of 2018 and Watergate 600 (\$0.4 million) in 2017 and due to higher depreciation and amortization at same store properties (\$0.7 million), partially offset by the dispositions of 2445 M Street (\$1.3 million) and Braddock Metro Center (\$1.1 million).

General and administrative expenses: Decrease primarily due to lower estimated cash incentive compensation (\$0.4 million) due to higher forecasted operating results in 2017 and lower expenses related to an information systems upgrade (\$0.2 million), partially offset by higher share-based compensation (\$0.5 million).

Real estate impairment: Impairment charge during the 2017 Quarter reduced the carrying value of Braddock Metro Center to its estimated fair value.

Interest Expense: Interest expense by debt type for the three months ended September 30, 2018 and 2017 was as follows (in thousands):

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Three Months  
 Ended September  
 30,

| Debt Type              | 2018     | 2017     | \$ Change | %<br>Change |
|------------------------|----------|----------|-----------|-------------|
| Notes payable          | \$10,207 | \$9,446  | \$ 761    | 8.1 %       |
| Mortgage notes payable | 992      | 1,163    | (171 )    | (14.7 )%    |
| Line of credit         | 1,983    | 1,798    | 185       | 10.3 %      |
| Capitalized interest   | (683 )   | (231 )   | (452 )    | 195.7 %     |
| Total                  | \$12,499 | \$12,176 | \$ 323    | 2.7 %       |

Notes payable: Increase primarily due to executing the \$250.0 million term loan in March 2018, which increased and replaced a \$150 million term loan.

Mortgage notes payable: Decrease primarily due to repayment of the mortgage note secured by Kenmore Apartments in the 2018 Quarter.

Line of credit: Increase primarily due to a higher weighted average interest rate of 3.1% during the 2018 Quarter, as compared to 2.3% during the 2017 Quarter. The impact of the higher weighted average interest rate was partially offset by lower weighted average borrowings of \$165.7 million during the 2018 Quarter, as compared to \$206.2 million during the 2017 Quarter.

Capitalized interest: Increase primarily due to higher spending related to the Trove, the multifamily development adjacent to The Wellington, and the commencement in 2018 of interest capitalization on spending related to the multifamily development adjacent to Riverside Apartments.

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2018 Period Compared to 2017 Period

The following tables reconcile NOI to net income attributable to the controlling interests and provide the basis for our discussion of our consolidated results of operations and NOI in the 2018 Period compared to the 2017 Period. All amounts are in thousands, except percentage amounts.

|   | Same-Store |           | Non-Same-Store |      | Acquisitions (1) |         | Development/Redevelopment |      | Sold (3) |          | All Properties |           | \$ Change | % Change |
|---|------------|-----------|----------------|------|------------------|---------|---------------------------|------|----------|----------|----------------|-----------|-----------|----------|
|   | 2018       | 2017      | \$             | %    | 2018             | 2017    | 2018                      | 2017 | 2018     | 2017     | 2018           | 2017      |           |          |
| Real estate rental revenue  | \$214,434  | \$208,736 | \$5,698        | 2.7% | \$30,516         | \$9,733 | \$—                       | \$—  | \$—      | \$—      | \$253,989      | \$243,776 | \$10,213  | 4.2%     |
| Real estate expenses  | 75,940     | 73,828    | 2,112          | 2.9% | 8,458            | 3,060   | 21                        | —    | 3,556    | 9,312    | 87,975         | 86,200    | 1,775     | 2.1%     |
| NOI   | \$138,494  | \$134,908 | \$3,586        | 2.7% | \$22,058         | \$6,673 | \$(21)                    | \$—  | \$—      | \$15,995 | \$166,014      | \$157,576 | \$8,438   | 5.4%     |
| Reconciliation to net income attributable to the controlling interests: |            |           |                |      |                  |         |                           |      |          |          |                |           |           |          |
| Depreciation and amortization   |            |           |                |      |                  |         |                           |      |          |          | (90,119)       | (83,271)  | (6,848)   | 8.2%     |
| General and administrative expenses                                     |            |           |                |      |                  |         |                           |      |          |          | (16,737)       | (16,712)  | (25)      | 0.1%     |
| Real estate impairment  |            |           |                |      |                  |         |                           |      |          |          | (1,886)        | (5,000)   | 3,114     | (62.0)%  |
| Gain on sale of real estate   |            |           |                |      |                  |         |                           |      |          |          | 2,495          | —         | 2,495     | —        |
| Interest expense  |            |           |                |      |                  |         |                           |      |          |          | (38,647)       | (35,634)  | (3,013)   | 8.5%     |
| Other income  |            |           |                |      |                  |         |                           |      |          |          | —              | 209       | (209)     | (100.0)% |
| Loss on extinguishment of debt  |            |           |                |      |                  |         |                           |      |          |          | (1,178)        | —         | (1,178)   | —        |
| Income tax benefit  |            |           |                |      |                  |         |                           |      |          |          | —              | 107       | (107)     | (100.0)% |
| Net income  |            |           |                |      |                  |         |                           |      |          |          | 19,942         | 17,275    | 2,667     | 15.4%    |
| Less: Net loss attributable to noncontrolling interests                 |            |           |                |      |                  |         |                           |      |          |          | —              | 56        | (56)      | (100.0)% |
| Net income attributable to the controlling interests                    |            |           |                |      |                  |         |                           |      |          |          | \$19,942       | \$17,331  | \$2,611   | 15.1%    |

(1) Acquisitions:

2018 Office – Arlington Tower

2017 Office – Watergate 600

(2) Development/redevelopment:

Multifamily development property – land adjacent to Riverside Apartments

(3) Sold:

2018 Office – Braddock Metro Center and 2445 M Street

2017 Multifamily – Walker House Apartments

Real Estate Rental Revenue

Real estate rental revenue is comprised of (a) minimum base rent, which includes rental revenues recognized on a straight-line basis, (b) revenue from the recovery of operating expenses from our tenants, (c) provisions for doubtful accounts in the same quarter that we established the receivable, which include provisions for straight-line receivables,



(d) revenue from the collection of lease termination fees and (e) parking and other tenant charges such as percentage rents.

Real estate rental revenue for same-store properties for the nine months ended September 30, 2018 and 2017 was as follows (in thousands):

|   | Nine Months Ended |           | \$ Change | % Change |   |
|---|-------------------|-----------|-----------|----------|---|
|   | 2018              | 2017      |           |          |   |
| Minimum base rent                           | \$184,567         | \$179,706 | \$4,861   | 2.7      | % |
| Recoveries from tenants                     | 21,244            | 20,464    | 780       | 3.8      | % |
| Provisions for doubtful accounts            | (1,117)           | (1,014)   | (103)     | (10.2)   | % |
| Lease termination fees                      | 994               | 1,726     | (732)     | (42.4)   | % |
| Parking and other tenant charges            | 8,746             | 7,854     | 892       | 11.4     | % |
| Total same-store real estate rental revenue | \$214,434         | \$208,736 | \$5,698   | 2.7      | % |

Minimum base rent: Increase primarily due to higher rental income (\$4.7 million) from new leases at Army Navy Building, Silverline Center, 1776 G Street, 1901 Pennsylvania Avenue and Gateway Overlook, partially offset by lease expirations at Quantico Corporate Center.

Recoveries from tenants: Increase primarily due to higher reimbursements for operating expenses (\$0.5 million) and real estate taxes (\$0.2 million).

Provisions for doubtful accounts: Increase primarily due to higher provisions in the office segment (\$0.3 million), partially offset by lower provisions in the retail segment (\$0.2 million).

Lease termination fees: Decrease primarily due to lower fees in the office (\$0.6 million) and retail (\$0.1 million) segments.

Parking and other tenant charges: Increase primarily due to higher parking (\$0.1 million) and tenant fee (\$0.1 million) income. Remainder of variance is comprised of various immaterial items.

Real estate rental revenue from same-store properties by segment was as follows (in thousands):

|   | Nine Months Ended |           |           |          |
|---|-------------------|-----------|-----------|----------|
|   | September 30,     |           |           |          |
|   | 2018              | 2017      | \$ Change | % Change |
| Office                                      | \$95,703          | \$92,630  | \$ 3,073  | 3.3 %    |
| Multifamily                                 | 71,168            | 69,285    | 1,883     | 2.7 %    |
| Retail                                      | 47,563            | 46,821    | 742       | 1.6 %    |
| Total same-store real estate rental revenue | \$214,434         | \$208,736 | \$ 5,698  | 2.7 %    |

Office: Increase primarily due to higher rental income (\$3.1 million) due to new leases at Army Navy Building, Silverline Center, 1776 G Street, 1901 Pennsylvania Avenue and 1140 Connecticut Avenue, partially offset by lease expirations at Quantico Corporate Center.

Multifamily: Increase primarily due to higher rental income (\$1.6 million) due to rental rates increase and higher reimbursements (\$0.2 million).

Retail: Increase primarily due to higher reimbursements (\$0.4 million) and lower provisions for bad debt (\$0.3 million).

Real estate rental revenue from acquisitions increased due to the acquisition of Arlington Tower (\$16.5 million) in the 2018 Period and Watgate 600 (\$4.3 million) in the 2017 Period.

Real estate rental revenue from held for sale and sold properties decreased due to the sale of Braddock Metro Center (\$8.6 million) during the first quarter of 2018, 2445 M Street (\$5.1 million) during the second quarter of 2018 and Walker House Apartments (\$2.6 million) during the fourth quarter of 2017.

During the 2018 Period, we executed new and renewal leases in our office and retail segments as follows:

| Square Feet (in thousands) | Average                       |                        | Leasing                                |                                     |                |
|----------------------------|-------------------------------|------------------------|--|-------------------------------------|----------------|
|                            | Rental Rate (per square foot) | % Rental Rate Increase | Costs <sup>(1)</sup> (per square foot) | Free Rent (weighted average months) | Retention Rate |
| Office 200                 | \$ 45.85                      | 8.8 %                  | \$49.08                                | 4.7                                 | 57.5 %         |
| Retail 278                 | 16.28                         | 5.8 %                  | 6.16                                   | 0.4                                 | 95.3 %         |
| Total 478                  | 28.66                         | 7.8 %                  | 24.12                                  | 3.3                                 | 80.7 %         |

<sup>(1)</sup> Consists of tenant improvements and leasing commissions.

#### Real Estate Expenses

Real estate expenses as a percentage of revenue for the 2018 Period and 2017 Period were 34.6% and 35.4%, respectively.

Real estate expenses from same-store properties by segment were as follows (in thousands):

|                                       | Nine Months<br>Ended September<br>30, |          |           |          |
|---------------------------------------|---------------------------------------|----------|-----------|----------|
|                                       | 2018                                  | 2017     | \$ Change | % Change |
| Office                                | \$36,017                              | \$35,321 | \$ 696    | 2.0 %    |
| Multifamily                           | 27,991                                | 27,360   | 631       | 2.3 %    |
| Retail                                | 11,932                                | 11,147   | 785       | 7.0 %    |
| Total same-store real estate expenses | \$75,940                              | \$73,828 | \$ 2,112  | 2.9 %    |

Office: Increase primarily due to higher utilities (\$0.3 million), custodial (\$0.2 million) and bad debt (\$0.1 million) expenses.

Multifamily: Increase primarily due to higher administrative (\$0.4 million) and utilities (\$0.2 million) expenses.

Retail: Increase primarily due to higher real estate tax (\$0.2 million), repairs and maintenance (\$0.2 million), bad debt (\$0.1 million) and snow removal (\$0.1 million) expenses.

Other Income and Expenses

Depreciation and Amortization: Increase primarily due to the acquisition of Arlington Tower (\$10.3 million) and Watergate 600 (\$4.2 million) and due to higher depreciation and amortization at same-store properties (\$0.1 million), partially offset by dispositions of 2445 M Street (\$3.9 million), Braddock Metro Center (\$3.6 million) and Walker House Apartments (\$0.3 million).

Real estate impairment: During the first quarter of 2018, 2445 M Street met the criteria for classification as held for sale. We consequently recorded an impairment charge of \$1.9 million during that quarter in order to reduce the carrying value of the property to its estimated fair value, less estimated selling costs (see note 3 to the consolidated financial statements). An impairment charge recorded in the 2017 Period reduced the carrying value of Braddock Metro Center to its estimated fair value.

Gain on sale of real estate: Gain during the 2018 Period is due to completion of the sale of 2445 M Street. An amendment to the purchase and sale agreement executed during the second quarter of 2018 increased the contract sales price to \$101.6 million.

Loss on extinguishment of debt: We recognized a \$1.2 million non-cash loss on extinguishment of debt during the 2018 Period related to the write-off of unamortized loan origination costs associated with the refinancing of an existing \$150.0 million seven-year unsecured term loan with a \$250.0 million five-year unsecured term loan and the execution of an amended, extended and expanded \$700 million unsecured revolving credit facility (see note 4 to the consolidated financial statements).

Interest Expense: Interest expense by debt type for the nine months ended September 30, 2018 and 2017 was as follows (in thousands):

| Debt Type              | Nine Months<br>Ended September<br>30, |          | \$ Change | %<br>Change |
|------------------------|---------------------------------------|----------|-----------|-------------|
|                        | 2018                                  | 2017     |           |             |
| Notes payable          | \$29,623                              | \$28,042 | \$ 1,581  | 5.6 %       |
| Mortgage notes payable | 3,253                                 | 3,651    | (398 )    | (10.9 )%    |
| Line of credit         | 7,216                                 | 4,617    | 2,599     | 56.3 %      |
| Capitalized interest   | (1,445 )                              | (676 )   | (769 )    | 113.8 %     |
| Total                  | \$38,647                              | \$35,634 | \$ 3,013  | 8.5 %       |

Notes payable: Increase primarily due to executing the \$250.0 million term loan in March 2018, which increased and replaced the \$150 million term loan.

Mortgage notes payable: Decrease primarily due to the repayment of the mortgage notes secured by the Kenmore Apartments in 2018 Period and Army Navy Building in 2017 Period.

Line of credit: Increase primarily due to weighted average borrowings of \$245.2 million and a weighted average interest rate of 2.8% during the 2018 Period, as compared to \$182.2 million and 2.1%, respectively, during the 2017 Period. The higher weighted average borrowings are primarily due to using borrowings on the line of credit to partially fund the acquisition of Arlington Tower.

Capitalized interest: Increase primarily due to higher spending related to the Trove, the multifamily development adjacent to The Wellington, and the commencement of the capitalization of interest on spending related to the multifamily development adjacent to Riverside Apartments.

New Lease Accounting Standard: In February 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-02, Leases (Topic 842) ("ASU 2016-02"), which amends existing lease

accounting standards for both lessees and lessors (see note 2 to the consolidated financial statements). The new standard is effective for fiscal years beginning after December 15, 2018 and for interim periods therein with early adoption permitted. Washington REIT will adopt the new standard for the fiscal year beginning on January 1, 2019. Under ASU 2016-02, the FASB determined that only incremental costs or initial direct costs of executing a lease contract qualify for capitalization, while current accounting standards allow for the capitalization of indirect leasing costs. While we are still evaluating the impact ASU 2016-02 may have on our consolidated financial statements, our preliminary estimate is that had we implemented the new standard at the beginning of 2018, our annual earnings would have been reduced by \$1.0 - \$1.5 million related to indirect leasing costs that will no longer qualify for capitalization under the new standard.

## Liquidity and Capital Resources

### Capital Requirements

As of the end of the third quarter of 2018, we summarize our full-year 2018 capital requirements as follows:

• Funding dividends and distributions to our shareholders;

• \$31.7 million to repay or refinance a mortgage note that was prepaid without penalty in 2018;

• Approximately \$80 - \$85 million to invest in our existing portfolio of operating assets, including approximately \$30 - \$35 million to fund tenant-related capital requirements and leasing commissions;

• Approximately \$40 - \$45 million to invest in our development and redevelopment projects; and

• Funding for potential property acquisitions throughout 2018, offset by proceeds from potential property dispositions.

### Debt Financing

Our total debt at September 30, 2018 and December 31, 2017 was as follows (in thousands):

|                             | September 30, December 31, |              |
|-----------------------------|----------------------------|--------------|
|                             | 2018                       | 2017         |
| Mortgage notes payable      | \$ 57,971                  | \$ 91,914    |
| Line of credit              | 183,000                    | 166,000      |
| Notes payable               | 1,000,000                  | 900,000      |
|                             | 1,240,971                  | 1,157,914    |
| Premiums and discounts, net | 1,447                      | 1,805        |
| Debt issuance costs, net    | (3,747                     | ) (4,220     |
| Total                       | \$ 1,238,671               | \$ 1,155,499 |

### Mortgage Notes Payable

At September 30, 2018, our mortgage notes payable bore an effective weighted average fair value interest rate of 4.0% and had an estimated weighted average maturity of 3.8 years. We may either initiate secured mortgage debt or assume mortgage debt from time-to-time in conjunction with property acquisitions.

Our mortgage notes contain covenants with which we must comply. Failure to comply with any of the covenants under our mortgage notes could result in a default under one or more of our debt instruments. This could cause our debt holders to accelerate the timing of payments and would therefore have a material adverse effect on our business, operations, financial condition and liquidity. As of September 30, 2018, we were in compliance with our mortgage notes covenants.

### Line of Credit and Term Loan

Our primary source of liquidity is our Revolving Credit Facility. During the first quarter of 2018, we entered into an amended and restated credit agreement (“Credit Agreement”) which provides for a \$700.0 million Revolving Credit Facility, the continuation of an existing \$150.0 million unsecured term loan (“2015 Term Loan”) and an additional \$250.0 million unsecured term loan (“2018 Term Loan”). The Revolving Credit Facility has a four-year term ending in March 2022, with two six-month extension options, and expands our prior \$600.0 million unsecured revolving credit facility that was set to expire in June 2019. The Credit Agreement has an accordion feature that allows us to increase the aggregate facility to \$1.5 billion, subject to the extent lenders agree to provide additional revolving loan commitments or term loans. The Revolving Credit Facility bears interest at a rate of either one month LIBOR plus a margin ranging from 0.775% to 1.55% or the base rate plus a margin ranging from 0.0% to 0.55% (in each case depending upon Washington REIT’s credit rating). The base rate is the highest of the administrative agent’s prime rate, the federal funds rate plus 0.50% and the LIBOR market index rate plus 1.0%. In addition, the Revolving Credit

Facility requires the payment of a facility fee ranging from 0.10% to 0.30% (depending on Washington REIT's credit rating) on the \$700.0 million committed revolving loan capacity, without regard to usage. As of September 30, 2018, the interest rate on the Revolving Credit Facility is one month LIBOR plus 1.00% and the facility fee is 0.20%. We had \$183.0 million in borrowings outstanding as of September 30, 2018.

The 2018 Term Loan increases and replaces the \$150.0 million unsecured term loan, initially entered into on July 22, 2016 ("2016 Term Loan"), that was set to mature in July 2023. The 2018 Term Loan matures in July 2023 and bears interest at a rate of either one month LIBOR plus a margin ranging from 0.85% to 1.75% or the base rate plus a margin ranging from 0.0% to 0.75% (in each case depending upon Washington REIT's credit rating). We used the \$100.0 million of additional proceeds from the 2018 Term Loan primarily to repay borrowings on the Revolving Credit Facility.

We had previously used interest rate derivatives to effectively fix the interest rate of the 2016 Term Loan. These interest rate derivatives now effectively fix the interest rate on a \$150.0 million portion of the 2018 Term Loan at 2.31%. In March 2018, we entered into interest rate derivatives that commenced on June 29, 2018 to effectively fix the interest rate on the remaining \$100.0 million of the 2018 Term Loan at 3.71%.

The Revolving Credit Facility contains financial and other covenants with which we must comply. Failure to comply with any of the covenants under the Revolving Credit Facility or other debt instruments could result in a default under one or more of our debt instruments. This could cause our lenders to accelerate the timing of payments and could therefore have a material adverse effect on our business, operations, financial condition and liquidity. In addition, our ability to draw on the Revolving Credit Facility or incur other unsecured debt in the future could be restricted by the loan covenants. As of September 30, 2018, we were in compliance with our loan covenants.

#### Notes Payable

We generally issue unsecured notes to fund our real estate assets long-term. In issuing future unsecured notes, we intend to ladder the maturities of our debt to mitigate exposure to interest rate risk in future years.

Our unsecured notes contain covenants with which we must comply. Failure to comply with any of the covenants under our unsecured notes could result in a default under one or more of our debt instruments. This could cause our debt holders to accelerate the timing of payments and would therefore have a material adverse effect on our business, operations, financial condition and liquidity. As of September 30, 2018, we were in compliance with our unsecured notes covenants. In addition, our ability to draw on our Revolving Credit Facility or incur other unsecured debt in the future could be restricted by our unsecured note covenants.

From time to time, we may seek to repurchase and cancel our outstanding notes through open market purchases, privately negotiated transactions or otherwise. Such repurchases, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors.

#### Common Equity

We have authorized for issuance 100.0 million common shares, of which 79.8 million shares were outstanding at September 30, 2018.

On May 4, 2018, we entered into eight separate equity distribution agreements (collectively, the "Equity Distribution Agreements") with each of Wells Fargo Securities, LLC, BNY Mellon Capital Markets, LLC, Capital One Securities, Inc., Citigroup Global Markets Inc., Goldman Sachs & Co. LLC, J.P. Morgan Securities LLC, KeyBanc Capital Markets Inc. and SunTrust Robinson Humphrey, Inc. relating to the issuance of up to \$250.0 million of our common shares from time to time. Issuances of our common shares are made at market prices prevailing at the time of issuance. We may use net proceeds from the issuance of common shares under this program for general corporate purposes, including, without limitation, working capital, the acquisition, renovation, expansion, improvement, development or redevelopment of income producing properties or the repayment of debt. The Equity Distribution Agreements replaced our previous equity distribution agreements with Wells Fargo Securities, LLC, BNY Mellon Capital Markets, LLC, Citigroup Global Markets Inc. and RBC Capital Markets LLC, dated June 23, 2015. During the 2018 Period, we did not issue common shares under the previous equity distribution agreements. During the 2018 Quarter and 2018 Period, we issued 1.2 million common shares under the Equity Distribution Agreements at an average price of \$31.18 per share, raising \$35.5 million in net proceeds.

We have a dividend reinvestment program, whereby shareholders may use their dividends and optional cash payments to purchase common shares. The common shares sold under this program may either be common shares issued by us



or common shares purchased in the open market. During the 2018 Quarter, we issued approximately 18,000 common shares under this program at a weighted average price of \$30.68 per share, raising \$0.6 million in net proceeds. During the 2018 Period, we issued approximately 74,000 common shares under this program at a weighted average price of \$29.29 per share, raising \$1.8 million in net proceeds.

#### Preferred Equity

Washington REIT's board of trustees can, at its discretion, authorize the issuance of up to 10.0 million preferred shares. The ability to issue preferred equity provides Washington REIT an additional financing tool that may be used to raise capital for future acquisitions or other business purposes. As of September 30, 2018, no preferred shares had been issued.

## Dividends

We currently declare dividends quarterly at a rate of \$0.30 per share. The maintenance of our dividend level is subject to various factors reviewed by the board of trustees in its discretion. These factors include our results of operations, the availability of cash and the REIT distribution requirements, which require at least 90% of our REIT taxable income to be distributed to shareholders on an annual basis. When setting the dividend level, our board of trustees looks in particular at trends in our level of funds from operations, together with associated recurring capital improvements, tenant improvements, leasing commissions and incentives, and adjustments to straight-line rents to reflect cash rents received.

Our dividend and distribution payments for the nine months ended September 30, 2018 and 2017 are as follows (in thousands):

|   | Three Months        |          |        |         | Nine Months         |          |         |         |
|---|---------------------|----------|--------|---------|---------------------|----------|---------|---------|
|   | Ended September 30, |          | Change |         | Ended September 30, |          | Change  |         |
|   | 2018                | 2017     | \$     | %       | 2018                | 2017     | \$      | %       |
| Common dividends                          | \$24,057            | \$23,493 | \$564  | 2.4 %   | \$95,059            | \$91,666 | \$3,393 | 3.7 %   |
| Distributions to noncontrolling interests | 4                   | 8        | (4 )   | (50.0)% | 11                  | 67       | (56 )   | (83.6)% |
|   | \$24,061            | \$23,501 | \$560  | 2.4 %   | \$95,070            | \$91,733 | \$3,337 | 3.6 %   |

Dividends paid during the 2018 Quarter and Period increased primarily due to the issuance of 3.6 million common shares during 2017 and 1.2 million common shares during 2018.

## Historical Cash Flows

Cash flows from operations are an important factor in our ability to sustain our dividend at its current rate. If our cash flows from operations were to decline significantly from current levels, we may have to reduce our dividend.

Consolidated cash flow information is summarized as follows (in thousands):

|   | Nine Months Ended |           | Change    |         |
|---|-------------------|-----------|-----------|---------|
|   | September 30,     |           |           |         |
|   | 2018              | 2017      | \$        | %       |
| Net cash provided by operating activities           | \$100,874         | \$93,968  | \$6,906   | 7.3 %   |
| Net cash provided by (used in) investing activities | 8,798             | (189,076) | 197,874   | 104.7 % |
| Net cash (used in) provided by financing activities | (116,133 )        | 90,254    | (206,387) | 228.7 % |

Cash provided by operating activities increased primarily due to the acquisitions of Arlington Tower and Watergate 600, partially offset by higher interest payments and the sales of 2445 M Street, Braddock Metro Center and Walker House Apartments.

Cash provided by investing activities increased primarily due to the proceeds from the sales of Braddock Metro Center and 2445 M Street during the 2018 Period and the acquisition of Watergate 600 during the 2017 Period, partially offset by the acquisition of Arlington Tower and higher development/redevelopment spending during the 2018 Period.

Cash used in financing activities increased primarily due to lower proceeds from equity issuances, lower net borrowings on the Revolving Credit Facility, the repayment of the 2016 Term Loan and the repayments of a mortgage note secured by Kenmore Apartments and a mortgage note at Arlington Tower's settlement during the 2018 Period, partially offset by proceeds from the 2018 Term Loan during the 2018 Period and the repayment of the mortgage note secured by Army Navy Building during the 2017 Period.

## Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements as of September 30, 2018 that are reasonably likely to have a current or future material effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

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## Funds From Operations

NAREIT FFO is a widely used measure of operating performance for real estate companies. We provide NAREIT FFO as a supplemental measure to net income calculated in accordance with GAAP. Although NAREIT FFO is a widely used measure of operating performance for REITs, NAREIT FFO does not represent net income calculated in accordance with GAAP. As such, it should not be considered an alternative to net income as an indication of our operating performance. In addition, NAREIT FFO does not represent cash generated from operating activities in accordance with GAAP, nor does it represent cash available to pay distributions and should not be considered as an alternative to cash flow from operating activities, determined in accordance with GAAP, as a measure of our liquidity. In its April, 2002 White Paper, the National Association of Real Estate Investment Trusts, Inc. (“NAREIT”) defines NAREIT FFO as net income (computed in accordance with GAAP) excluding gains (or losses) associated with sales of properties; impairments of depreciable real estate, and real estate depreciation and amortization. We consider NAREIT FFO to be a standard supplemental measure for REITs because it facilitates an understanding of the operating performance of our properties without giving effect to real estate depreciation and amortization, which historically assumes that the value of real estate assets diminishes predictably over time. Since real estate values have instead historically risen or fallen with market conditions, we believe that NAREIT FFO more accurately provides investors an indication of our ability to incur and service debt, make capital expenditures and fund other needs. Our NAREIT FFO may not be comparable to FFO reported by other REITs. These other REITs may not define the term in accordance with the current NAREIT definition or may interpret the current NAREIT definition differently.

The following table provides the calculation of our NAREIT FFO and a reconciliation of NAREIT FFO to net income for the three and nine months ended September 30, 2018 and 2017 (in thousands):

|   | Three Months<br>Ended September<br>30, |          | Nine Months Ended<br>September 30, |           |
|---|--|----------|------------------------------------|-----------|
|   | 2018                                   | 2017     | 2018                               | 2017      |
| Net income                                  | \$5,893                                | \$2,813  | \$19,942                           | \$17,275  |
| Adjustments:                                |  |          |                                    |           |
| Depreciation and amortization               | 30,272                                 | 27,941   | 90,119                             | 83,271    |
| Real estate impairment                      | —                                      | 5,000    | 1,886                              | 5,000     |
| Net gain on sale of depreciable real estate | —                                      | —        | (2,495 )                           | —         |
| NAREIT FFO                                  | \$36,165                               | \$35,754 | \$109,452                          | \$105,546 |

## Critical Accounting Policies and Estimates

We base the discussion and analysis of our financial condition and results of operations upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. We discuss the most critical estimates in our Annual Report on Form 10-K for the year ended December 31, 2017 filed with the SEC on February 20, 2018.

## ITEM 3: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The principal material financial market risk to which we are exposed is interest rate risk. Our exposure to market risk for changes in interest rates relates primarily to refinancing long-term fixed rate obligations, the opportunity cost of fixed rate obligations in a falling interest rate environment and our variable rate line of credit.

The table below presents principal, interest and related weighted average fair value interest rates by year of maturity, with respect to debt outstanding on September 30, 2018 (in thousands).

|  | 2018     | 2019     | 2020      | 2021      | 2022      | Thereafter | Total       | Fair Value  |
|--|----------|----------|-----------|-----------|-----------|------------|-------------|-------------|
| Unsecured fixed rate debt<br>(1)                         |          |          |           |           |           |            |             |             |
| Principal  | \$—      | \$—      | \$250,000 | \$150,000 | \$300,000 | \$300,000  | \$1,000,000 | \$1,014,067 |
| Interest payments  | \$14,926 | \$39,102 | \$39,102  | \$23,665  | \$22,644  | \$24,119   | \$163,558   |             |
| Interest rate on debt maturities                         | —        | % —      | % 5.1     | % 2.7     | % 4.0     | % 3.6      | % 4.0       | %           |
| Unsecured variable rate debt (2)                         |          |          |           |           |           |            |             |             |
| Principal  | \$—      | \$—      | \$—       | \$—       | \$—       | \$183,000  | \$183,000   | \$183,000   |
| Variable interest rate on debt maturities                | —        | % —      | % —       | % —       | % —       | % 3.2      | % 3.2       | %           |
| Mortgages  |          |          |           |           |           |            |             |             |
| Principal amortization (3)<br>(30 year schedule)         | \$601    | \$2,500  | \$2,659   | \$2,829   | \$46,984  | \$2,398    | \$57,971    | \$60,482    |
| Interest payments  | \$825    | \$3,206  | \$3,046   | \$2,876   | \$649     | \$78       | \$10,680    |             |
| Weighted average interest rate on principal amortization | 4.7      | % 4.7    | % 4.7     | % 4.7     | % 3.8     | % 4.9      | % 4.0       | %           |

(1) Includes \$150.0 million and \$250.0 million term loans with floating interest rates. The \$150.0 million term loan is effectively fixed at 2.72% by interest rate swap arrangements. Of the \$250.0 million term loan, a \$150.0 million portion is effectively fixed at 2.31% by interest rate swap arrangements and a \$100.0 million portion is effectively fixed at 3.71% by interest rate swap arrangements that commenced on June 29, 2018.

(2) Maturity date on the unsecured credit facility of 2023 assumes the election of two additional six-month options.

(3) Excludes net premiums of \$2.7 million and net unamortized debt issuance costs of \$0.2 million at September 30, 2018.

On September 15, 2015, we entered into two interest rate swap arrangements with a total notional amount of \$150.0 million to swap the floating interest rate under the 2015 Term Loan to an all-in fixed interest rate of 2.72% starting on October 15, 2015 and extending until the maturity of the 2015 Term Loan on March 15, 2021. On July 22, 2016, we entered into two forward interest rate swap arrangements with a total notional amount of \$150.0 million to swap the floating interest rate under the 2016 Term Loan to an all-in fixed interest rate of 2.86%, starting on March 31, 2017 and extending until the maturity of the 2016 Term Loan on July 21, 2023. On March 29, 2018, we executed the 2018 Term Loan with a floating interest rate that matures on July 21, 2023. The 2018 Term Loan increases and replaces the 2016 Term Loan. The interest rate swap arrangements that had effectively fixed the interest rate on the 2016 Term

Loan now effectively fix a \$150.0 million portion of the 2018 Term Loan at 2.31%. Also on March 29, 2018, we entered into four interest swap arrangements with a total notional amount of \$100.0 million to swap the floating interest rate under the remaining \$100.0 million portion of the 2018 Term Loan at 3.71%, that commenced on June 29, 2018 and extending until the maturity of the 2018 Term Loan on July 21, 2023.

We entered into the interest rate swap arrangements designated and qualifying as cash flow hedges to reduce our exposure to the variability in future cash flows attributable to changes in interest rates. Derivative instruments expose us to credit risk in the event of non-performance by the counterparty under the terms of the interest rate hedge agreement. We believe that we minimize our credit risk on these transactions by dealing with major, creditworthy financial institutions. As part of our ongoing control procedures, we monitor the credit ratings of counterparties and our exposure to any single entity, thus minimizing our credit risk concentration.

The following table sets forth information pertaining to interest rate swap contracts in place as of September 30, 2018 and December 31, 2017 and their respective fair values (in thousands):

| Notional Amount | Fixed Rate | Floating Index Rate | Effective Date | Expiration Date | Fair Value as of:  |                   |
|-----------------|------------|---------------------|----------------|-----------------|--------------------|-------------------|
|                 |            |                     |                |                 | September 30, 2018 | December 31, 2017 |
| \$75,000        | 1.619%     | One-Month LIBOR     | 10/15/2015     | 3/15/2021       | \$2,206            | \$ 1,006          |
| 75,000          | 1.626%     | One-Month LIBOR     | 10/15/2015     | 3/15/2021       | 2,186              | 981               |
| 100,000         | 1.205%     | One-Month LIBOR     | 3/31/2017      | 7/21/2023       | 7,650              | 4,943             |
| 50,000          | 1.208%     | One-Month LIBOR     | 3/31/2017      | 7/21/2023       | 3,834              | 2,489             |
| 25,000          | 2.610%     | One-Month LIBOR     | 6/29/2018      | 7/21/2023       | 324                | —                 |
| 25,000          | 2.610%     | One-Month LIBOR     | 6/29/2018      | 7/21/2023       | 326                | —                 |
| 25,000          | 2.610%     | One-Month LIBOR     | 6/29/2018      | 7/21/2023       | 327                | —                 |
| 25,000          | 2.610%     | One-Month LIBOR     | 6/29/2018      | 7/21/2023       | 328                | —                 |
| \$400,000       |            |                     |                |                 | \$17,181           | \$ 9,419          |

We enter into debt obligations primarily to support general corporate purposes including acquisition of real estate properties, capital improvements and working capital needs.

As the majority of our outstanding debt is long-term, fixed rate debt, our interest rate risk has not changed significantly from what was disclosed in our Annual Report on Form 10-K for the year ended December 31, 2017 filed with the SEC on February 20, 2018. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources – Debt Financing.”

#### ITEM 4: CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Securities Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on the foregoing, our Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level.

There have not been any changes in Washington REIT’s internal control over financial reporting (as defined by Rule 13a-15(f)) that occurred during the period covered by the report that have materially affected, or are reasonably likely to materially affect, Washington REIT’s internal control over financial reporting.

PART II  
OTHER INFORMATION

ITEM 1: LEGAL PROCEEDINGS

None.

ITEM 1A: RISK FACTORS

As of September 30, 2018, there have been no material changes from the risk factors previously disclosed in response to “Part I - Item 1A. Risk Factors” of our Annual Report on Form 10-K for the year ended December 31, 2017.

ITEM 2: UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

A summary of our repurchases of shares of our common stock for the three months ended September 30, 2018 was as follows:

| Period                              | Total<br>Number<br>of Shares<br>Purchased<br>(1) | Average<br>Price<br>Paid<br>per<br>Share | Total Number of Shares Purchased as<br>Part of Publicly Announced Plans or<br>Programs | Maximum Number (or Approximate<br>Dollar Value) of Shares that May Yet be<br>Purchased |
|-------------------------------------|--|--|--|--|
| July 1 - July 31,<br>2018           | —  | \$                                       | N/A  | N/A  |
| August 1 - August<br>31, 2018       | —  | —  | N/A  | N/A  |
| September 1 -<br>September 30, 2018 | 34   | 31.56                                    | N/A  | N/A  |
| Total                               | 34   | 31.56                                    | N/A  | N/A  |

(1) Represents restricted shares surrendered by employees to Washington REIT to satisfy such employees’ applicable statutory minimum tax withholding obligations in connection with the vesting of restricted shares.

ITEM 3: DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4: MINE SAFETY DISCLOSURES

None.

ITEM 5: OTHER INFORMATION

None.



## ITEM 6: EXHIBITS

| Exhibit Number | Exhibit Description  | Incorporated by Reference |             |                     | Filed Herewith |
|----------------|--|---------------------------|-------------|---------------------|----------------|
|                |  | Form                      | File Number | Exhibit Filing Date |                |
| 12             | <u>Computation of Ratios</u>   |                           |             |                     | X              |
| 31.1           | <u>Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended (“the Exchange Act”)</u>   |                           |             |                     | X              |
| 31.2           | <u>Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) of the Exchange Act</u>   |                           |             |                     | X              |
| 31.3           | <u>Certification of the Chief Accounting Officer pursuant to Rule 13a-14(a) of the Exchange Act</u>  |                           |             |                     | X              |
| 32             | <u>Certification of the Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>   |                           |             |                     | X              |
| 101            | The following materials from our Quarterly Report on Form 10-Q for the quarter ended September 30, 2018 formatted in eXtensible Business Reporting Language (“XBRL”): (i) the Consolidated Balance Sheets, (ii) the Condensed Consolidated Statements of Income, (iii) the Condensed Consolidated Statements of Comprehensive Income (Loss), (iv) Consolidated Statement of Equity, (v) the Consolidated Statements of Cash Flows, and (vi) notes to these consolidated financial statements |                           |             |                     | X              |

SIGNATURES

Pursuant to the requirements 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.

WASHINGTON REAL ESTATE INVESTMENT TRUST

/s/ Paul T. McDermott  
Paul T. McDermott  
President and Chief Executive Officer

/s/ Stephen E. Riffie  
Stephen E. Riffie  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

/s/ W. Drew Hammond  
W. Drew Hammond  
Vice President, Chief Accounting Officer and Treasurer  
(Principal Accounting Officer)

DATE: October 29, 2018