

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-K

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

For the fiscal year ended December 31, 2015.

or

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

For the transition period from _____ to _____

Commission File Number 1-10709

PS BUSINESS PARKS, INC.

(Exact name of registrant as specified in its charter)

California
*(State or other jurisdiction of
incorporation or organization)*

95-4300881
(I.R.S. Employer Identification No.)

701 Western Avenue, Glendale, California 91201-2349

(Address of principal executive offices) (Zip Code)

818-244-8080

(Registrant's telephone number, including area code)

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

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

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

None

(Title of class)

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

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

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

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

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

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

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

DOCUMENTS INCORPORATED BY REFERENCE

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

PART I

ITEM 1. BUSINESS

Forward-Looking Statements

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

The Company

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

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

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

The Company made no acquisitions in 2015. From January, 2013 through December, 2014, the Company acquired 2.2 million square feet of multi-tenant flex, office and industrial parks, which comprise the Non-Same Park portfolio as defined on page 28, for an aggregate purchase price of \$161.1 million. The table below reflects the assets acquired during this period (*in thousands*):

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

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

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

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

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

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

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

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

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

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

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

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

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

Operating Partnership

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

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

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

The Company's interest in the Operating Partnership entitles it to share in cash distributions from, and the profits and losses of, the Operating Partnership in proportion to the Company's economic interest in the

Operating Partnership (apart from tax allocations of profits and losses to take into account pre-contribution property appreciation or depreciation). The Company, since 1998, has paid per share dividends on its common and preferred stock that track, on a one-for-one basis, the amount of per unit cash distributions the Company receives from the Operating Partnership in respect of the common and preferred partnership units in the Operating Partnership that are owned by the Company.

Common Officers and Directors with PS

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

Property Management Services

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

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

Management

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

REIT Structure

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

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

Operating Strategy

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

Maximize Net Cash Flow of Existing Properties: The Company seeks to maximize the net cash flow generated by its properties by (i) maximizing average occupancy rates, (ii) achieving the highest possible levels of realized rents per occupied square foot, (iii) controlling its operating cost structure by improving operating efficiencies and economies of scale and (iv) minimizing recurring capital expenditures required to maintain and improve occupancy. The Company believes that its experienced property management personnel and comprehensive systems combined with focused economies of scale enhance the Company's ability to meet these goals. The Company seeks to increase occupancy rates and realized rents per square foot by providing its field personnel with incentives to lease space to credit worthy tenants and to maximize the return on investment in each lease transaction.

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

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

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

Financing Strategy

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

Retain Operating Cash Flow: The Company seeks to retain significant funds (after funding its distributions and capital improvements) for additional investments. During the years ended December 31, 2015 and 2014, the Company distributed 46.1% and 42.3%, respectively, of its funds from operations ("FFO") to common shareholders/unit holders. FFO is computed in accordance with the White Paper on FFO approved by the Board of Governors of the National Association of Real Estate Investment Trusts ("NAREIT"). The White Paper defines FFO as net income, computed in accordance with U.S. generally accepted accounting principles ("GAAP"), before depreciation, amortization, gains or losses on asset dispositions, net income allocable to noncontrolling interests — common units, net income allocable to restricted stock unit holders, impairment charges and nonrecurring items. FFO is a non-GAAP financial measure and should be analyzed in conjunction with net income. However, FFO should not be viewed as a substitute for net income as a measure of operating performance as it does not reflect depreciation and amortization costs or the level of capital expenditure and leasing costs necessary to maintain the operating performance of the Company's properties, which are significant

economic costs and could materially impact the Company's results of operations. Other REITs may use different methods for calculating FFO and, accordingly, the Company's FFO may not be comparable to other real estate companies' funds from operations. See Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources — Non-GAAP Supplemental Disclosure Measure: Funds from Operations," for a reconciliation of FFO and net income allocable to common shareholders and for additional information on why the Company presents FFO.

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

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

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

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

Competition

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

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

Investments in Real Estate Facilities

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

Investment in and Advances to Unconsolidated Joint Venture

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

Summary of Business Model

The Company has a geographically diversified portfolio in six states across the country with a diversified customer mix by both size and industry concentration. The Company believes that this diversification combined with a conservative financing strategy, a focus on markets with strong demographics for growth and a decentralized operating strategy gives the Company a business model that mitigates risk and provides strong long-term growth opportunities.

Restrictions on Transactions with Affiliates

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

Borrowings

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

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

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

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

Employees

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

Insurance

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

Environmental Matters

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

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

ITEM 1A. RISK FACTORS

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

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

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

- changes in the national, state and local economic climate and real estate conditions, such as oversupply of or reduced demand for commercial real estate space and changes in market rental rates;
- how prospective tenants perceive the attractiveness, convenience and safety of our properties;
- difficulties in consummating and financing acquisitions and developments on advantageous terms and the failure of acquisitions and developments to perform as expected;
- our ability to provide adequate management, maintenance and insurance;
- natural disasters, such as earthquakes, hurricanes and floods, which could exceed the aggregate limits of our insurance coverage;
- the expense of periodically renovating, repairing and re-letting spaces;
- the impact of environmental protection laws;
- compliance with federal, state, and local laws and regulations;
- increasing operating and maintenance costs, including property taxes, insurance and utilities, if these increased costs cannot be passed through to tenants;
- adverse changes in tax, real estate and zoning laws and regulations;
- increasing competition from other commercial properties in our market;
- tenant defaults and bankruptcies;

- tenants' right to sublease space; and
- concentration of properties leased to non-rated private companies with uncertain financial strength.

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

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

There is significant competition among commercial properties: Other commercial properties compete with our properties for tenants. Some of the competing properties may be newer and better located than our properties. Competition in the market areas in which many of our properties are located is significant and has affected our occupancy levels, rental rates and operating expenses. We also expect that new properties will be built in our markets. In addition, we compete with other buyers, some of which are larger than us, for attractive commercial properties. Therefore, we may not be able to grow as rapidly as we would like.

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

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

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

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

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

We may incur significant environmental remediation costs: As an owner and operator of real properties, under various federal, state and local environmental laws, we are required to clean up spills or other releases of

hazardous or toxic substances on or from our properties. Certain environmental laws impose liability whether or not the owner or buyer knew of, or was responsible for, the presence of the hazardous or toxic substances. In some cases, liability may not be limited to the value of the property. The presence of these substances, or the failure to properly remediate any resulting contamination, whether from environmental or microbial issues, also may adversely affect our ability to sell, lease, operate, or encumber our facilities for purposes of borrowing.

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

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

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

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

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

Development of properties can subject us to risks: As of December 31, 2015, we have a joint venture development for the purpose of developing a 395 unit multi-family project. Developments of this nature are subject to a number of risks, including construction delays, complications in obtaining necessary zoning, occupancy and other governmental permits, cost overruns, problems with our joint venture partner, financing

risks, and the possible inability to meet expected occupancy and rent levels. If any of these problems occur, development costs for a project may increase, and there may be costs incurred for projects that are not completed. As a result of the foregoing, some properties may be worth less or may generate less revenue than, or simply not perform as well as, we believed at the time of development, negatively affecting our operating results. Any of the foregoing risks could adversely affect our financial condition, operating results and cash flow, and our ability to pay dividends on, and the market price of, our stock. In addition, we may be unable to successfully integrate and effectively manage the properties we develop, which could adversely affect our results of operations.

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

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

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

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

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

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

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

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

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

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

Acquired properties are subject to property tax reappraisals which may increase our property tax expense: Facilities that we acquire are subject to property tax reappraisal which can result in substantial increases to the ongoing property taxes paid by the seller. The reappraisal process is subject to judgment of governmental agencies regarding estimated real estate values and other factors, and as a result there is a significant degree of uncertainty in estimating the property tax expense of an acquired property. In connection with future or recent acquisitions of properties, if our estimates of property taxes following reappraisal are too low, we may not realize anticipated earnings from an acquisition.

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

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

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

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

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

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

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

PS has significant influence over us.

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

Provisions in our organizational documents may prevent changes in control.

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

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

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

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

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

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

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

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

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

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

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

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

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

Our shares of preferred stock are entitled to cumulative dividends before any dividends may be declared or set aside on our common stock. Upon our voluntary or involuntary liquidation, dissolution or winding up, before any payment is made to holders of our common stock, shares of our preferred stock are entitled to receive a

liquidation preference of \$25,000 per share (or \$25.00 per depositary share) plus any accrued and unpaid distributions. This will reduce the remaining amount of our assets, if any, available to distribute to holders of our common stock. In addition, our preferred stockholders have the right to elect two additional directors to our Board whenever dividends are in arrears in an aggregate amount equivalent to six or more quarterly dividends, whether or not consecutive.

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

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

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

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

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

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

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

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

- (1) The Company has 4.8 million square feet in California that serves as collateral to a mortgage note payable. For more information, see Note 7 to the consolidated financial statements included in this Form 10-K.
- (2) The Company owns two properties comprising of 232,000 square feet that are subject to ground leases in Las Colinas, Texas, expiring in 2019 and 2020, each with one 10-year extension option.

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

The Company renovates its properties in connection with the re-leasing of space to tenants and expects that it will fund the costs of such renovations from rental income. From time to time the Company may identify higher and better use of its assets. The Company has risks that tenants will default on leases and declare bankruptcy. Management believes these risks are mitigated through the Company's geographic diversity and diverse tenant base.

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

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

	For the Year Ended December 31, 2015			For the Year Ended December 31, 2014			For the Year Ended December 31, 2013					
	Flex	Office	Industrial	Total	Flex	Office	Industrial	Total	Flex	Office	Industrial	Total
Rental Income:												
California	\$ 76,883	\$ 21,658	\$38,917	\$137,458	\$ 69,606	\$ 19,890	\$37,291	\$126,787	\$ 66,305	\$13,184	\$34,896	\$114,385
Texas	50,699	—	2,684	53,383	45,881	—	1,564	47,445	37,783	—	1,391	39,174
Virginia	32,249	48,578	—	80,827	32,108	49,204	—	81,312	33,373	48,942	—	82,315
Florida	12,677	169	22,553	35,399	12,180	285	21,538	34,003	11,414	210	20,672	32,296
Maryland	15,390	33,494	—	48,884	15,667	33,585	—	49,252	15,299	32,954	—	48,253
Washington	7,516	586	6,371	14,473	6,875	568	5,052	12,495	6,675	493	3,433	10,601
Sold assets	2,711	—	—	2,711	22,223	2,738	—	24,961	26,378	3,592	—	29,970
Total	198,125	104,485	70,525	373,135	204,540	106,270	65,445	376,255	197,227	99,375	60,392	356,994
Cost of Operations:												
California	22,368	9,234	9,523	41,125	21,701	9,094	9,118	39,913	21,430	5,763	9,115	36,308
Texas	18,657	—	967	19,624	16,977	—	431	17,408	13,034	—	287	13,321
Virginia	9,615	16,199	—	25,814	9,483	16,164	—	25,647	9,191	15,947	—	25,138
Florida	4,016	95	6,774	10,885	3,895	120	6,491	10,506	3,810	141	6,070	10,021
Maryland	5,328	10,806	—	16,134	5,709	11,765	—	17,474	4,916	10,899	—	15,815
Washington	2,059	200	1,671	3,930	1,983	202	1,652	3,837	2,048	189	1,606	3,843
Sold assets	1,242	—	—	1,242	8,823	1,140	—	9,963	10,132	1,494	—	11,626
Total	63,285	36,534	18,935	118,754	68,571	38,485	17,692	124,748	64,561	34,433	17,078	116,072
NOI:												
California	54,515	12,424	29,394	96,333	47,905	10,796	28,173	86,874	44,875	7,421	25,781	78,077
Texas	32,042	—	1,717	33,759	28,904	—	1,133	30,037	24,749	—	1,104	25,853
Virginia	22,634	32,379	—	55,013	22,625	33,040	—	55,665	24,182	32,995	—	57,177
Florida	8,661	74	15,779	24,514	8,285	165	15,047	23,497	7,604	69	14,602	22,275
Maryland	10,062	22,688	—	32,750	9,958	21,820	—	31,778	10,383	22,055	—	32,438
Washington	5,457	386	4,700	10,543	4,892	366	3,400	8,658	4,627	304	1,827	6,758
Sold assets	1,469	—	—	1,469	13,400	1,598	—	14,998	16,246	2,098	—	18,344
Total	\$134,840	\$ 67,951	\$51,590	\$254,381	\$135,969	\$ 67,785	\$47,753	\$251,507	\$132,666	\$64,942	\$43,314	\$240,922

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

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

Portfolio Information

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

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

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

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

Lease Expirations as of December 31, 2015

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

ITEM 3. LEGAL PROCEEDINGS

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

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

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

Market Price of the Registrant's Common Equity:

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

Three Months Ended	Range		Dividends Declared
	High	Low	
March 31, 2014	\$87.54	\$74.85	\$0.50
June 30, 2014	\$87.15	\$80.78	\$0.50
September 30, 2014	\$85.01	\$74.97	\$0.50
December 31, 2014	\$84.76	\$75.02	\$3.25(1)
March 31, 2015	\$88.92	\$76.93	\$0.50
June 30, 2015	\$84.25	\$71.14	\$0.50
September 30, 2015	\$79.95	\$70.15	\$0.60
December 31, 2015	\$90.25	\$77.00	\$0.60

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

Holders:

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

Dividends:

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

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

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

Issuer Repurchases of Equity Securities:

The Board previously authorized the repurchase, from time to time, of up to 6.5 million shares of the Company's common stock on the open market or in privately negotiated transactions. During the three months

ended December 31, 2015, there were no shares of the Company's common stock repurchased. As of December 31, 2015, the Company has 1,614,721 shares available for repurchase under the program. The program does not expire. Purchases will be made subject to market conditions and other investment opportunities available to the Company.

Securities Authorized for Issuance Under Equity Compensation Plans:

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

ITEM 6. SELECTED FINANCIAL DATA

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

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

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

- (1) Prior to the adoption of the new guidance for reporting discontinued operations and disposal of components of an entity, the operating results from assets classified as properties held for disposition prior to December 31, 2013 are included in discontinued operations for the years ended December 31, 2011 through 2013. Subsequent to the adoption, the operating results from assets sold after January 1, 2014 are included in income from continuing operations.
- (2) Amount includes a \$2.75 per common share special cash dividend for the year ended December 31, 2014.

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

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

Overview

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

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

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

Critical Accounting Policies and Estimates:

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

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

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

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

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

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

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

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

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

Accruals for Contingencies: The Company is exposed to business and legal liability risks with respect to events that may have occurred, but in accordance with GAAP has not accrued for such potential liabilities

because the loss is either not probable or not estimable. Future events could result in such potential losses becoming probable and estimable, which could have a material adverse impact on our financial condition or results of operations.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Reconciliation of NOI to net income

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

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

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

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

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

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

Comparison of 2015 to 2014

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

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

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

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

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

	For The Years Ended December 31,		Change
	2015	2014	
Rental income:			
Same Park (25.8 million rentable square feet)	\$ 345,932	\$ 335,206	3.2%
Non-Same Park (2.2 million rentable square feet)	24,492	16,088	52.2%
Total rental income	<u>370,424</u>	<u>351,294</u>	5.4%
Cost of operations:			
Same Park	108,185	107,032	1.1%
Non-Same Park	9,327	7,753	20.3%
Total cost of operations	<u>117,512</u>	<u>114,785</u>	2.4%
Net operating income:			
Same Park	237,747	228,174	4.2%
Non-Same Park	15,165	8,335	81.9%
Total net operating income	<u>252,912</u>	<u>236,509</u>	6.9%
Other income and (expenses):			
NOI from sold assets (1)	1,469	14,998	(90.2%)
2014 LTEIP amortization:			
Cost of operations	(2,470)	(2,623)	(5.8%)
General and administrative	(5,766)	(4,802)	20.1%
Facility management fees	540	660	(18.2%)
Other income and expenses	(12,740)	(13,221)	(3.6%)
Depreciation and amortization	(105,394)	(110,357)	(4.5%)
General and administrative	(7,816)	(8,487)	(7.9%)
Acquisition transaction costs	—	(350)	(100.0%)
Gain on sale of real estate facilities	28,235	92,373	(69.4%)
Net income	<u>\$ 148,970</u>	<u>\$ 204,700</u>	(27.2%)
Same Park gross margin (2)	68.7%	68.1%	0.9%
Same Park weighted average occupancy	93.5%	92.5%	1.1%
Non-Same Park weighted average occupancy	85.3%	73.3%	16.4%
Same Park realized rent per square foot (3)	\$ 14.37	\$ 14.06	2.2%

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

(2) Computed by dividing Same Park NOI by Same Park rental income.

(3) Represents the annualized Same Park rental income earned per occupied square foot.

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

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

Region	Rental Income	Rental Income	Increase (Decrease)	Cost of Operations	Cost of Operations	Increase (Decrease)	NOI	NOI	Increase (Decrease)
	December 31, 2015	December 31, 2014		December 31, 2015	December 31, 2014		December 31, 2015	December 31, 2014	
Same Park									
Northern California	\$ 68,611	\$ 64,657	6.1%	\$ 18,691	\$ 18,014	3.8%	\$ 49,920	\$ 46,643	7.0%
Southern California	58,621	54,864	6.8%	18,797	19,043	(1.3%)	39,824	35,821	11.2%
Northern Texas	18,634	18,666	(0.2%)	6,458	6,022	7.2%	12,176	12,644	(3.7%)
Southern Texas	21,714	20,040	8.4%	7,918	6,736	17.5%	13,796	13,304	3.7%
Virginia	80,827	81,312	(0.6%)	25,814	25,647	0.7%	55,013	55,665	(1.2%)
Florida	34,168	33,920	0.7%	10,443	10,259	1.8%	23,725	23,661	0.3%
Maryland	48,884	49,252	(0.7%)	16,134	17,474	(7.7%)	32,750	31,778	3.1%
Washington	14,473	12,495	15.8%	3,930	3,837	2.4%	10,543	8,658	21.8%
Total Same Park	345,932	335,206	3.2%	108,185	107,032	1.1%	237,747	228,174	4.2%
Non-Same Park									
Northern California	10,226	7,266	40.7%	3,637	2,856	27.3%	6,589	4,410	49.4%
Northern Texas	11,941	8,667	37.8%	4,627	4,578	1.1%	7,314	4,089	78.9%
Southern Texas	1,094	72	1,419.4%	621	72	762.5%	473	—	100.0%
Florida	1,231	83	1,383.1%	442	247	78.9%	789	(164)	(581.1%)
Total Non-Same Park	24,492	16,088	52.2%	9,327	7,753	20.3%	15,165	8,335	81.9%
Total	\$370,424	\$351,294	5.4%	\$117,512	\$114,785	2.4%	\$ 252,912	\$ 236,509	6.9%

Reconciliation of NOI to net income

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

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

Region	Weighted Average Occupancy Rates			Realized Rent Per Square Foot		
	2015	2014	Change	2015	2014	Change
Northern California	96.4%	95.0%	1.5%	\$10.49	\$10.04	4.5%
Southern California	93.7%	92.4%	1.4%	\$15.69	\$14.89	5.4%
Northern Texas	88.4%	90.7%	(2.5%)	\$11.92	\$11.63	2.5%
Southern Texas	93.0%	94.8%	(1.9%)	\$13.60	\$12.31	10.5%
Virginia	91.6%	90.3%	1.4%	\$21.84	\$22.29	(2.0%)
Florida	93.7%	95.9%	(2.3%)	\$ 9.81	\$ 9.51	3.2%
Maryland	89.6%	87.8%	2.1%	\$23.19	\$23.86	(2.8%)
Washington	96.8%	85.8%	12.8%	\$10.76	\$10.42	3.3%
Total Same Park	93.5%	92.5%	1.1%	\$14.37	\$14.06	2.2%

Rental Income: Rental income increased \$19.1 million from \$351.3 million for the year ended December 31, 2014 to \$370.4 million for the year ended December 31, 2015 as a result of an increase from the Same Park portfolio of \$10.7 million, or 3.2%, combined with an \$8.4 million increase from Non-Same Park facilities. The Same Park increase was due to increases in occupancy and rental rates, while the Non-Same Park

increase was due to a combination of an increase in occupancy and the acquisition of additional parks during the latter half of 2014. Including the sold assets, rental income was \$373.1 million and \$376.3 million for the years ended December 31, 2015 and 2014, respectively.

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

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

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

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

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

Net Income Allocable to Noncontrolling Interests: Net income allocable to noncontrolling interests reflects the net income allocable to equity interests in the Operating Partnership that are not owned by the Company. Net income allocable to noncontrolling interests was \$18.5 million and \$30.7 million of allocated income to common unit holders for the years December 31, 2015 and 2014, respectively. The decrease was primarily due to higher gain on sale of assets reported in 2014 (gain on sale of real estate facilities was \$28.2 million in 2015 compared to \$92.4 million in 2014) partially offset with an increase in NOI.

Comparison of 2014 to 2013

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

Effective January 1, 2012, the Company entered into a performance-based restricted stock unit program, the Senior Management Long-Term Equity Incentive Program for 2012-2015 ("2012 LTEIP"), with certain employees of the Company. While the Company saw improvements in operating metrics and delivered strong total shareholder return over 2012 and 2013, the original targets under the 2012 LTEIP were based on an assumption of a strong economic recovery starting in 2012. Given the pace of the economic recovery during

those two years, the targets for 2012 and 2013 were not achieved and management determined in 2013 that it was not probable that the remaining targets under the 2012 LTEIP would be met. As such, the Company stopped recording amortization and recorded a reversal of all 2012 LTEIP amortization previously recorded in 2012 of \$3.9 million during the year ended December 31, 2013.

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

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

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

	For The Years Ended December 31,		Change
	2014	2013	
Rental income:			
Same Park (25.8 million rentable square feet)	\$ 335,206	\$ 324,903	3.2%
Non-Same Park (2.2 million rentable square feet)	16,088	2,121	658.5%
Total rental income	<u>351,294</u>	<u>327,024</u>	7.4%
Cost of operations:			
Same Park	107,032	103,341	3.6%
Non-Same Park	7,753	1,105	601.6%
Total cost of operations	<u>114,785</u>	<u>104,446</u>	9.9%
Net operating income:			
Same Park	228,174	221,562	3.0%
Non-Same Park	8,335	1,016	720.4%
Total net operating income	<u>236,509</u>	<u>222,578</u>	6.3%
Other income and (expenses):			
NOI from sold assets (1)	14,998	18,344	(18.2%)
Lease buyout payments (2)	—	2,252	(100.0%)
LTEIP amortization (3):			
Cost of operations	(2,623)	1,241	(311.4%)
General and administrative	(4,802)	2,652	(281.1%)
Facility management fees	660	639	3.3%
Other income and expenses	(13,221)	(14,681)	(9.9%)
Depreciation and amortization	(110,357)	(108,917)	1.3%
General and administrative	(8,487)	(7,110)	19.4%
Acquisition transaction costs	(350)	(854)	(59.0%)
Gain on sale of real estate facilities	92,373	—	100.0%
Net income	<u>\$ 204,700</u>	<u>\$ 116,144</u>	76.2%
Same Park gross margin (4)	68.1%	68.2%	(0.1%)
Same Park weighted average occupancy	92.5%	90.1%	2.7%
Non-Same Park weighted average occupancy	73.3%	70.3%	4.3%
Same Park realized rent per square foot (5)	\$ 14.06	\$ 14.00	0.4%

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

- (2) Represents a material lease buyout payment recorded in the fourth quarter of 2013 associated with a 75,000 square foot lease in Oregon which terminated as of December 31, 2013.
- (3) Represents the 2014 LTEIP amortization recorded in 2014 and the reversal of the 2012 LTEIP amortization in 2013 of all amounts originally expensed in 2012.
- (4) Computed by dividing Same Park NOI by Same Park rental income.
- (5) Represents the Same Park rental income earned per occupied square foot.

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

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

Region	Rental Income December 31, 2014	Rental Income December 31, 2013	Increase (Decrease)	Cost of Operations December 31, 2014	Cost of Operations December 31, 2013	Increase (Decrease)	NOI December 31, 2014	NOI December 31, 2013	Increase (Decrease)
Same Park									
Northern California	\$ 64,657	\$ 60,291	7.2%	\$ 18,014	\$ 18,080	(0.4%)	\$ 46,643	\$ 42,211	10.5%
Southern California	54,864	53,897	1.8%	19,043	18,128	5.0%	35,821	35,769	0.1%
Northern Texas	18,666	17,963	3.9%	6,022	5,750	4.7%	12,644	12,213	3.5%
Southern Texas	20,040	19,287	3.9%	6,736	6,566	2.6%	13,304	12,721	4.6%
Virginia	81,312	82,315	(1.2%)	25,647	25,138	2.0%	55,665	57,177	(2.6%)
Florida	33,920	32,296	5.0%	10,259	10,021	2.4%	23,661	22,275	6.2%
Maryland	49,252	48,253	2.1%	17,474	15,815	10.5%	31,778	32,438	(2.0%)
Washington	12,495	10,601	17.9%	3,837	3,843	(0.2%)	8,658	6,758	28.1%
Total Same Park	335,206	324,903	3.2%	107,032	103,341	3.6%	228,174	221,562	3.0%
Non-Same Park									
Northern California	7,266	197	3,588.3%	2,856	100	2,756.0%	4,410	97	4,446.4%
Northern Texas	8,667	1,924	350.5%	4,578	1,005	355.5%	4,089	919	344.9%
Southern Texas	72	—	100.0%	72	—	100.0%	—	—	0.0%
Florida	83	—	100.0%	247	—	100.0%	(164)	—	(100.0%)
Total Non-Same Park	16,088	2,121	658.5%	7,753	1,105	601.6%	8,335	1,016	720.4%
Total	\$351,294	\$327,024	7.4%	\$114,785	\$104,446	9.9%	\$236,509	\$222,578	6.3%

Reconciliation of NOI to net income

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

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

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

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

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

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

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

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

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

Interest and Other Expenses: Interest and other expenses was \$13.6 million for the year ended December 31, 2014 compared to \$16.2 million for the year ended December 31, 2013. The decrease in interest and other expenses was primarily attributable to the repayments on the Term Loan and mortgage notes payable of

\$18.1 million during 2013 partially offset by an increase in interest capitalized for the joint venture development. Included in interest and other expenses for the year ended December 31, 2013 was amortization of the remaining commitment fee of \$383,000 as a result of the repayment in full of the Term Loan.

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

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

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

Liquidity and Capital Resources

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

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

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

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

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

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

\$769,000 and \$1.0 million of unamortized commitment fees as of December 31, 2015 and 2014, respectively. The Credit Facility requires the Company to meet certain covenants, all of which the Company was in compliance December 31, 2015. Interest on outstanding borrowings is payable monthly.

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

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

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

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

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

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

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

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

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

The following table depicts capital expenditures (*in thousands*):

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

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

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

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

Distributions: The Company has elected and intends to qualify as a REIT for federal income tax purposes. In order to maintain its status as a REIT, the Company must meet, among other tests, sources of income, share ownership and certain asset tests. As a REIT, the Company is not taxed on that portion of its taxable income that is distributed to its shareholders provided that at least 90% of its taxable income is distributed to its shareholders prior to the filing of its tax return.

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

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

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

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

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

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

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

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

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

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

	For The Years Ended December 31,				
	2015	2014	2013	2012	2011
Net income allocable to common shareholders	\$ 68,291	\$113,154	\$ 43,851	\$ 19,805	\$ 52,162
Gain on sale of land and real estate facilities	(28,235)	(92,373)	—	(935)	(2,717)
Depreciation and amortization (1)	105,394	110,357	108,917	109,494	84,682
Net income allocable to noncontrolling interests — common units	18,495	30,729	12,952	5,970	15,543
Net income allocable to restricted stock unit holders	299	329	125	138	127
FFO allocable to common and dilutive shares	164,244	162,196	165,845	134,472	149,797
FFO allocated to noncontrolling interests — common units	(34,853)	(34,586)	(37,755)	(31,041)	(34,319)
FFO allocated to restricted stock unit holders	(701)	(256)	(264)	(455)	(301)
FFO allocated to common shares	\$128,690	\$127,354	\$127,826	\$102,976	\$115,177
Weighted average common shares outstanding	26,973	26,899	24,732	24,234	24,516
Weighted average common operating partnership units outstanding	7,305	7,305	7,305	7,305	7,305
Weighted average restricted stock units outstanding	130	69	51	107	64
Weighted average common share equivalents outstanding	78	101	101	89	83
Total common and dilutive shares	34,486	34,374	32,189	31,735	31,968
Net income per common share — diluted	\$ 2.52	\$ 4.19	\$ 1.77	\$ 0.81	\$ 2.12
Gain on sale of land and real estate facilities (2) . . .	(0.82)	(2.68)	—	(0.03)	(0.08)
Depreciation and amortization (2)	3.06	3.21	3.38	3.46	2.65
FFO per common and dilutive shares, as reported (2)	\$ 4.76	\$ 4.72	\$ 5.15	\$ 4.24	\$ 4.69

(1) Includes depreciation from discontinued operations.

(2) Per share amounts are computed using additional dilutive shares related to noncontrolling interests and restricted stock units.

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

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

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

Related Party Transactions: As of December 31, 2015, PS owned 7.2 million shares of the Company's common stock and 7.3 million common units of the Operating Partnership (100.0% of the common units not owned by the Company). Assuming issuance of the Company's common stock upon redemption of its partnership units, PS would own 42.1% (or 14.5 million shares) of the outstanding shares of the Company's common stock at December 31, 2015. Ronald L. Havner, Jr., the Company's chairman, is also the Chairman of the Board, Chief Executive Officer and President of PS. Gary E. Pruitt, an independent director of the Company is also a trustee of PS.

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

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

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

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

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

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

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

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

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

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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

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

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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

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

None.

ITEM 9A. CONTROLS AND PROCEDURES

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

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

Management's Report on Internal Control over Financial Reporting

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

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

Changes in Internal Control Over Financial Reporting

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

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
PS Business Parks, Inc.

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

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

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

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

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

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

/s/ Ernst & Young LLP

Los Angeles, California
February 22, 2016

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

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

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

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

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

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

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

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

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

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

ITEM 11. EXECUTIVE COMPENSATION

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

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

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

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

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	(b) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	(c) Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity compensation plans approved by security holders	337,326	\$64.88	1,312,972
Equity compensation plans not approved by security holders	—	—	—
Total	337,326*	\$64.88*	1,312,972*

* Amounts include restricted stock units.

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

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

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

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

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

a. 1. Financial Statements

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

2. Financial Statements Schedule

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

3. Exhibits

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

b. Exhibits

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

c. Financial Statement Schedules

Not applicable.

PS BUSINESS PARKS, INC.
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS AND SCHEDULES
(Item 15(a)(1) and Item 15(a)(2))

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

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
PS Business Parks, Inc.

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

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

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

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

/s/ Ernst & Young LLP

Los Angeles, California
February 22, 2016

PART IV

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

**PS BUSINESS PARKS, INC.
CONSOLIDATED BALANCE SHEETS**

	December 31,	
	2015	2014
	(In thousands, except share data)	
ASSETS		
Cash and cash equivalents	\$ 188,912	\$ 152,467
Real estate facilities, at cost:		
Land	793,569	793,569
Buildings and improvements	2,215,515	2,182,993
	3,009,084	2,976,562
Accumulated depreciation	(1,082,603)	(991,497)
	1,926,481	1,985,065
Properties held for disposition, net	—	25,937
Land and building held for development	6,081	24,442
	1,932,562	2,035,444
Investment in unconsolidated joint venture	26,736	—
Rent receivable, net	2,234	2,838
Deferred rent receivable, net	28,327	26,050
Other assets	7,887	10,315
Total assets	<u>\$ 2,186,658</u>	<u>\$ 2,227,114</u>
LIABILITIES AND EQUITY		
Accrued and other liabilities	\$ 76,059	\$ 68,905
Mortgage note payable	250,000	250,000
Total liabilities	326,059	318,905
Commitments and contingencies		
Equity:		
PS Business Parks, Inc.'s shareholders' equity:		
Preferred stock, \$0.01 par value, 50,000,000 shares authorized, 36,800 and 39,800 shares issued and outstanding at December 31, 2015 and 2014, respectively	920,000	995,000
Common stock, \$0.01 par value, 100,000,000 shares authorized, 27,034,073 and 26,919,161 shares issued and outstanding at December 31, 2015 and 2014, respectively	269	268
Paid-in capital	722,009	709,008
Cumulative net income	1,375,421	1,244,946
Cumulative distributions	(1,357,203)	(1,235,941)
Total PS Business Parks, Inc.'s shareholders' equity	1,660,496	1,713,281
Noncontrolling interests:		
Common units	200,103	194,928
Total noncontrolling interests	200,103	194,928
Total equity	1,860,599	1,908,209
Total liabilities and equity	<u>\$ 2,186,658</u>	<u>\$ 2,227,114</u>

See accompanying notes.

PS BUSINESS PARKS, INC.
CONSOLIDATED STATEMENTS OF INCOME

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

See accompanying notes.

PS BUSINESS PARKS, INC.
CONSOLIDATED STATEMENTS OF EQUITY

	Preferred Stock Shares	Preferred Stock Amount	Common Stock Shares	Common Stock Amount	Paid-in Capital (In thousands, except share data)	Cumulative Net Income	Cumulative Distributions	Total PS Business Parks, Inc.'s Shareholders' Equity	Noncontrolling Interests	Total Equity
Balances at December 31, 2012										
Issuance of preferred stock, net of issuance costs	35,400	\$885,000	24,298,475	\$242	\$537,091	\$ 967,783	\$ (944,427)	\$1,445,689	\$168,572	\$1,614,261
Issuance of common stock, net of issuance costs	4,400	110,000	—	—	(3,689)	—	—	106,311	—	106,311
Exercise of stock options	—	—	2,445,000	24	192,305	—	—	192,329	—	192,329
Stock compensation, net	—	—	97,800	1	4,681	—	—	4,682	—	4,682
Net income	—	—	8,547	—	(3,043)	103,192	—	103,192	12,952	116,144
Distributions:										
Preferred stock	—	—	—	—	—	—	(59,216)	(59,216)	—	(59,216)
Common stock	—	—	—	—	—	—	(43,972)	(43,972)	—	(43,972)
Noncontrolling interests	—	—	—	—	—	—	—	—	(12,856)	(12,856)
Adjustment to noncontrolling interests in underlying operating partnership	—	—	—	—	(28,031)	—	—	(28,031)	28,031	—
Balances at December 31, 2013	39,800	995,000	26,849,822	267	699,314	1,070,975	(1,047,615)	1,717,941	196,699	1,914,640
Exercise of stock options	—	—	61,273	1	3,053	—	—	3,054	—	3,054
Stock compensation, net	—	—	8,066	—	8,842	—	—	8,842	—	8,842
Net income	—	—	—	—	—	173,971	—	173,971	30,729	204,700
Distributions:										
Preferred stock	—	—	—	—	—	—	(60,488)	(60,488)	—	(60,488)
Common stock	—	—	—	—	—	—	(127,838)	(127,838)	—	(127,838)
Noncontrolling interests	—	—	—	—	—	—	—	—	(34,701)	(34,701)
Adjustment to noncontrolling interests in underlying operating partnership	—	—	—	—	(2,201)	—	—	(2,201)	2,201	—
Balances at December 31, 2014	39,800	995,000	26,919,161	268	709,008	1,244,946	(1,235,941)	1,713,281	194,928	1,908,209
Redemption of preferred stock, net of issuance costs	(3,000)	(75,000)	—	—	2,487	—	(2,487)	(75,000)	—	(75,000)
Exercise of stock options	—	—	99,178	1	5,088	—	—	5,089	—	5,089
Stock compensation, net	—	—	15,734	—	8,178	—	—	8,178	—	8,178
Net income	—	—	—	—	—	130,475	—	130,475	18,495	148,970
Distributions:										
Preferred stock	—	—	—	—	—	—	(59,398)	(59,398)	—	(59,398)
Common stock	—	—	—	—	—	—	(59,377)	(59,377)	—	(59,377)
Noncontrolling interests	—	—	—	—	—	—	—	—	(16,072)	(16,072)
Adjustment to noncontrolling interests in underlying operating partnership	—	—	—	—	(2,752)	—	—	(2,752)	2,752	—
Balances at December 31, 2015	36,800	\$920,000	27,034,073	\$269	\$722,009	\$1,375,421	\$(1,357,203)	\$1,660,496	\$200,103	\$1,860,599

See accompanying notes.

PS BUSINESS PARKS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For The Years Ended December 31,		
	2015	2014	2013
	(In thousands)		
Cash flows from operating activities:			
Net income	\$ 148,970	\$ 204,700	\$ 116,144
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization expense	105,394	110,357	108,917
In-place lease adjustment	(1,251)	(901)	118
Tenant improvement reimbursements net of lease incentives	(1,861)	(1,580)	(1,414)
Gain on sale of real estate facilities	(28,235)	(92,373)	—
Stock compensation	9,245	9,580	(2,532)
Decrease (increase) in receivables and other assets	(989)	792	(247)
Increase (decrease) in accrued and other liabilities	6,799	(2,804)	1,308
Total adjustments	89,102	23,071	106,150
Net cash provided by operating activities	238,072	227,771	222,294
Cash flows from investing activities:			
Capital expenditures to real estate facilities	(43,654)	(51,786)	(58,175)
Capital expenditures to land and building held for development	(2,809)	(2,189)	(752)
Investments in unconsolidated joint venture	(5,566)	—	—
Acquisition of real estate facilities	—	(45,021)	(112,955)
Acquisition of land held for development	—	—	(990)
Proceeds from sale of real estate facilities	55,160	212,184	—
Net cash provided by (used in) investing activities	3,131	113,188	(172,872)
Cash flows from financing activities:			
Proceeds from the exercise of stock options	5,089	3,054	4,682
Redemption of preferred stock	(75,000)	—	—
Distributions paid to preferred shareholders	(59,398)	(60,488)	(59,216)
Distributions paid to common shareholders	(59,377)	(127,838)	(43,972)
Distributions paid to noncontrolling interests — common units	(16,072)	(34,701)	(12,856)
Borrowings on credit facility	—	—	115,000
Note receivable from affiliate	—	—	(100,000)
Repayment of borrowings on credit facility	—	—	(115,000)
Repayment of borrowings on term loan debt	—	—	(200,000)
Repayment of note receivable from affiliate	—	—	100,000
Principal payments on mortgage notes payable	—	—	(47)
Repayment of mortgage notes payable	—	—	(18,055)
Net proceeds from the issuance of preferred stock	—	—	106,311
Net proceeds from the issuance of common stock	—	—	192,329
Net cash used in financing activities	(204,758)	(219,973)	(30,824)
Net increase in cash and cash equivalents	36,445	120,986	18,598
Cash and cash equivalents at the beginning of the period	152,467	31,481	12,883
Cash and cash equivalents at the end of the period	\$ 188,912	\$ 152,467	\$ 31,481
Supplemental disclosures:			
Interest paid	\$ 14,197	\$ 14,200	\$ 15,934

See accompanying notes.

PS BUSINESS PARKS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

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

See accompanying notes.

PS BUSINESS PARKS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2015

1. Organization and description of business

Organization

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

Description of business

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

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

2. Summary of significant accounting policies

Basis of presentation

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

Consolidation and Equity Method of Accounting

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

Noncontrolling interests

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

Use of estimates

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

Allowance for doubtful accounts

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

Financial instruments

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

- *Level 1* — quoted prices for identical instruments in active markets;
- *Level 2* — quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which significant inputs and significant value drivers are observable in active markets; and
- *Level 3* — fair value measurements derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

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

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

Real estate facilities

Real estate facilities are recorded at cost. Costs related to the renovation or improvement of the properties are capitalized. Expenditures for repairs and maintenance are expensed as incurred. Expenditures that are expected to benefit a period greater than two years and exceed \$2,000 are capitalized and depreciated over their estimated useful life. Buildings and improvements are depreciated using the straight-line method over their

estimated useful lives, which generally range from five to 30 years. Transaction costs, which include tenant improvements and lease commissions, in excess of \$1,000 for leases with terms greater than one year are capitalized and depreciated over their estimated useful lives. Transaction costs less than \$1,000 or for leases of one year or less are expensed as incurred.

Land and building held for development

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

Properties held for disposition

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

Intangible assets/liabilities

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

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

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

Evaluation of asset impairment

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

Asset impairment due to casualty loss

It is the Company's policy to record as a casualty loss or gain, in the period the casualty occurs, the differential between (a) the book value of assets destroyed and (b) any insurance proceeds that the Company

expects to receive in accordance with its insurance contracts. Potential proceeds from insurance that are subject to any uncertainties, such as interpretation of deductible provisions of the governing agreements, the estimation of costs of restoration, or other such items, are treated as contingent proceeds and not recorded until the uncertainties are satisfied.

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

Stock compensation

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

Revenue and expense recognition

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

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

Gains from sales of real estate facilities

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

General and administrative expenses

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

Income taxes

The Company has qualified and intends to continue to qualify as a REIT, as defined in Section 856 of the Internal Revenue Code of 1986, as amended. As a REIT, the Company is not subject to federal income tax to the extent that it distributes its REIT taxable income to its shareholders. A REIT must distribute at least 90% of its taxable income each year. In addition, REITs are subject to a number of organizational and operating requirements. The Company may be subject to certain state and local taxes on its income and property and to federal income and excise taxes on its undistributed taxable income. The Company believes it met all organization and operating requirements to maintain its REIT status during 2015, 2014 and 2013 and intends to continue to meet such requirements. Accordingly, no provision for income taxes has been made in the accompanying consolidated financial statements.

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

Accounting for preferred equity issuance costs

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

Net income allocation

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

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Net income allocable to noncontrolling interests:			
Noncontrolling interests — common units	\$ 18,495	\$ 30,729	\$ 12,952
Total net income allocable to noncontrolling interests	<u>18,495</u>	<u>30,729</u>	<u>12,952</u>
Net income allocable to PS Business Parks, Inc.:			
Preferred shareholders:			
Distributions to preferred shareholders	59,398	60,488	59,216
Non-cash distributions related to the redemption of preferred stock	2,487	—	—
Total net income allocable to preferred shareholders	<u>61,885</u>	<u>60,488</u>	<u>59,216</u>
Restricted stock unit holders	299	329	125
Common shareholders	<u>68,291</u>	<u>113,154</u>	<u>43,851</u>
Total net income allocable to PS Business Parks, Inc.	<u>130,475</u>	<u>173,971</u>	<u>103,192</u>
Net income	<u>\$148,970</u>	<u>\$204,700</u>	<u>\$116,144</u>

Net income per common share

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

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

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

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

Segment reporting

The Company views its operations as one segment.

Reclassifications

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

Recently issued accounting standards

In May, 2014, the FASB issued new accounting guidance which amended the existing accounting standards for revenue recognition. The new accounting guidance establishes principles for recognizing revenue upon the transfer of promised goods or services to customers, in an amount that reflects the expected consideration received in exchange for those goods or services. This guidance is currently effective for the Company's fiscal year beginning January 1, 2018. Early adoption is permitted for the Company's fiscal year beginning January 1, 2017. The amendment allows for full retrospective adoption applied to all periods presented or modified retrospective adoption with the cumulative effect of initially applying the standard recognized at the date of initial application. The Company is currently in the process of evaluating the impact of adoption of the new accounting guidance on its consolidated financial statements.

3. Real estate facilities

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

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

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

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

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

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

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

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

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

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

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

feet, at the Company's Overlake Business Park located in Redmond, Washington, for \$13.9 million, which resulted in a gain of \$4.8 million. On February 13, 2015, the Company completed the sale of Milwaukie Business Park located in Milwaukie, Oregon, for net proceeds of \$10.6 million, which resulted in a gain of \$7.6 million. The park consists of six multi-tenant flex buildings aggregating 102,000 square feet.

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

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

4. Investment in unconsolidated joint venture

In 2013, the Company entered into a joint venture, in which it has a 95.0% economic interest, known as Amherst JV LLC, (the "Joint Venture") with an unrelated real estate development company for the purpose of developing a 395-unit multi-family building on a five-acre site within its Westpark Business Park in Tysons, Virginia. The Company contributed the site, along with capitalized improvements, to the Joint Venture on October 5, 2015 and has reflected the land and costs to date as investment in unconsolidated joint venture as of December 31, 2015. Previously the land and costs were reflected in land and building held for development. The Company's partner in the Joint Venture will serve as the managing member, with mutual consent from both the Company and the managing member required for all significant decisions. As such, the Company accounts for its investment in the Joint Venture using the equity method. Demolition, site preparation and construction commenced in October, 2015. The Company's investment in unconsolidated joint venture was \$26.7 million at December 31, 2015. From January 1, 2015 through October 5, 2015, the Company capitalized \$2.8 million of development costs, which included \$813,000 of capitalized interest. Subsequent to October 5, 2015 through December 31, 2015, the Company made cash contributions of \$5.2 million to the Joint Venture and capitalized \$346,000 of interest on its investment in the Joint Venture. The land and capitalized development costs were \$18.4 million at December 31, 2014. For the year ended December 31, 2014, the Company capitalized \$2.2 million of development costs, which included \$944,000 of capitalized interest.

5. Leasing activity

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

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

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

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

6. Bank loans

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

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

7. Mortgage note payable

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

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

8. Noncontrolling interests

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

Common partnership units

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

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

A limited partner (common units) cannot exercise its redemption right if delivery of shares of PSB common stock would be prohibited under the applicable articles of incorporation, or if the general partner believes that

there is a risk that delivery of shares of common stock would cause the general partner to no longer qualify as a REIT, would cause a violation of the applicable securities laws, or would result in the Operating Partnership no longer being treated as a partnership for federal income tax purposes.

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

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

9. Related party transactions

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

Under the property management contract with PS, the Operating Partnership is compensated based on a percentage of the gross revenues of the facilities managed. Under the supervision of the property owners, the Operating Partnership coordinates rental policies, rent collections, marketing activities, the purchase of equipment and supplies, maintenance activities, and the selection and engagement of vendors, suppliers and independent contractors. In addition, the Operating Partnership assists and advises the property owners in establishing policies for the hire, discharge and supervision of employees for the operation of these facilities, including property managers and leasing, billing and maintenance personnel.

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

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

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

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

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

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

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

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

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

10. Shareholders’ equity

Preferred stock

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

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

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

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

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

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

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

Common stock

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

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

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

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

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

Equity stock

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

11. Stock compensation

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

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

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

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

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

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

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

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

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

Restricted Stock Units:	<u>Number of Units</u>	<u>Weighted Average Grant Date Fair Value</u>
Nonvested at December 31, 2012	53,090	\$55.69
Granted	8,350	\$73.85
Vested	(13,690)	\$53.84
Forfeited	(2,650)	\$47.96
Nonvested at December 31, 2013	<u>45,100</u>	\$60.07
Granted	6,800	\$81.47
Vested	(12,980)	\$53.65
Forfeited	(3,750)	\$69.00
Nonvested at December 31, 2014	<u>35,170</u>	\$65.62
Granted	75,606	\$82.78
Vested	(25,384)	\$74.19
Forfeited	(6,740)	\$76.22
Nonvested at December 31, 2015	<u>78,652</u>	\$78.44

Effective March, 2014, the Company entered into a performance-based restricted stock unit program, the Senior Management Long-Term Equity Incentive Program for 2014-2017 (“2014 LTEIP”), with certain employees of the Company. Under the 2014 LTEIP, the Company established three levels of targeted restricted stock unit awards for certain employees, which would be earned only if the Company achieved one of three defined targets during 2014 to 2017. Under the 2014 LTEIP there is an annual award following the end of each of the four years in the program, with the award subject to and based on the achievement of total return targets during the previous year, as well as an award based on achieving total return targets during the cumulative four-year period 2014-2017. In the event the minimum defined target is not achieved for an annual award, the shares

allocated to be awarded for such year are added to the shares that may be received if the four-year target is achieved. All restricted stock unit awards under the 2014 LTEIP vest in four equal annual installments beginning from the date of award. Up to 96,650 restricted stock units would be granted for each of the four years assuming achievement was met and up to 82,846 restricted stock units would be granted for the cumulative four-year period assuming achievement was met. Compensation expense is recognized based on the shares expected to be awarded based on the target level that is expected to be achieved. Net compensation expense of \$8.2 million and \$7.4 million related to the 2014 LTEIP was recognized for the years ended December 31, 2015 and 2014, respectively.

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

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

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

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

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

During the year ended December 31, 2015, 25,384 restricted stock units vested (16,634 related to the 2014 LTEIP); in settlement of these units, 15,734 shares were issued (10,495 related to the 2014 LTEIP), net of shares applied to payroll taxes. The aggregate fair value of the shares vested for the year ended December 31, 2015 was \$2.0 million (\$1.3 million related to the 2014 LTEIP). During the year ended December 31, 2014, 12,980 restricted stock units vested; in settlement of these units, 8,066 shares were issued, net of shares applied to payroll taxes. The aggregate fair value of the shares vested for the year ended December 31, 2014 was \$1.1 million. During the year ended December 31, 2013, 13,690 restricted stock units vested; in settlement of these units, 8,547 shares were issued, net of shares applied to payroll taxes. The aggregate fair value of the shares vested for the year ended December 31, 2013 was \$1.0 million.

In April, 2015, the shareholders of the Company approved the issuance of an additional 130,000 shares of common stock under the Retirement Plan for Non-Employee Directors (the “Director Plan”). Under the Director Plan, the Company grants 1,000 shares of common stock for each year served as a director up to a maximum of 8,000 shares issued upon retirement. The Company recognizes compensation expense over the requisite service period. As a result, included in the Company’s consolidated statements of income was compensation expense of \$316,000, \$550,000 and \$264,000 for the years ended December 31, 2015, 2014 and 2013, respectively. Included

in 2014 compensation expense relating to the retirement shares was \$243,000 of expense resulting from the increase in maximum shares. As of December 31, 2015, 2014 and 2013, there was \$1.2 million, \$1.5 million and \$1.4 million, respectively, of unamortized compensation expense related to these shares. No shares were issued during the years ended December 31, 2015, 2014 and 2013.

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

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

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

13. Commitments and contingencies

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

14. 401(k) Plan

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

PS BUSINESS PARKS, INC.
SCHEDULE III — REAL ESTATE AND ACCUMULATED DEPRECIATION
DECEMBER 31, 2015
(DOLLARS IN THOUSANDS)

Description	Location	Square Feet	Encumbrances		Initial Cost to Company		Cost Capitalized Subsequent to Acquisition		Gross Amount at Which Carried at December 31, 2015		Accumulated Depreciation	Year(s) Acquired	Depreciable Lives (Years)
			\$		Land	Buildings and Improvements	Buildings and Improvements	Buildings and Improvements	Land	Buildings and Improvements			
Buena Park Industrial Center	Buena Park, CA	317	—	7,703	3,245	2,667	10,370	3,245	10,370	13,615	6,595	1997	5-30
Carson	Carson, CA	77	—	2,496	990	1,451	3,947	990	3,947	4,937	2,698	1997	5-30
Cerritos Business Center	Cerritos, CA	395	—	10,273	4,218	4,129	14,402	4,218	14,402	18,620	9,428	1997	5-30
Cerritos/Edwards	Cerritos, CA	31	—	1,217	450	1,407	2,624	450	2,624	3,074	1,816	1997	5-30
Concord Business Park	Concord, CA	246	—	20,491	12,454	844	21,335	12,454	21,335	33,789	4,185	2011	5-30
Culver City	Culver City, CA	147	—	8,157	3,252	5,951	14,108	3,252	14,108	17,360	10,052	1997	5-30
Bayview Business Park	Fremont, CA	104	7,300	4,831	4,990	2,34	5,065	4,990	5,065	10,055	1,307	2011	5-30
Christy Business Park	Fremont, CA	334	14,200	16,254	11,451	1,435	17,689	11,451	17,689	29,140	4,069	2011	5-30
Industrial Drive Distribution Center	Fremont, CA	199	5,300	6,812	7,482	787	7,599	7,482	7,599	15,081	1,453	2011	5-30
Bay Center Business Park	Hayward, CA	463	27,500	50,501	19,052	3,522	54,023	19,052	54,023	73,075	10,532	2011	5-30
Cabot Distribution Center	Hayward, CA	249	9,300	10,811	5,859	374	11,185	5,859	11,185	17,044	2,153	2011	5-30
Diablo Business Park	Hayward, CA	271	—	15,721	9,102	825	16,546	9,102	16,546	25,648	3,396	2011	5-30
Eden Landing	Hayward, CA	83	4,800	6,174	3,275	131	6,305	3,275	6,305	9,580	1,334	2011	5-30
Hayward Business Park	Hayward, CA	1,091	46,400	54,418	28,256	2,424	56,842	28,256	56,842	85,098	10,696	2011	5-30
Huntwood Business Park	Hayward, CA	176	11,600	11,819	7,391	964	12,783	7,391	12,783	20,174	2,868	2011	5-30
Parkway Commerce	Hayward, CA	407	—	10,433	4,398	4,727	15,160	4,398	15,160	19,558	9,962	1997	5-30
Corporate Pointe	Irvine, CA	161	—	18,519	6,876	6,529	25,048	6,876	25,048	31,924	16,246	2000	5-30
Laguna Hills Commerce Center	Laguna Hills, CA	513	—	39,559	16,261	7,028	46,587	16,261	46,587	62,848	28,681	1997	5-30
Plaza Del Lago	Laguna Hills, CA	101	—	5,051	2,037	3,951	9,002	2,037	9,002	11,039	6,186	1997	5-30
Canada	Lake Forest, CA	297	—	13,785	5,508	5,675	19,460	5,508	19,460	24,968	12,616	1997	5-30
Dixon Landing Business Park	Milpitas, CA	505	30,000	21,121	26,301	3,235	24,356	26,301	24,356	50,657	5,710	2011	5-30
Monterey/Calle	Monterey, CA	12	—	706	288	336	1,042	288	1,042	1,330	717	1997	5-30
Monterey Park	Monterey Park, CA	199	—	7,862	3,078	1,566	9,428	3,078	9,428	12,506	6,261	1997	5-30
Port of Oakland	Oakland, CA	200	10,800	11,066	5,638	661	11,727	5,638	11,727	17,365	2,447	2011	5-30
Orangewood	Orange County, CA	107	—	12,291	2,637	3,429	15,720	2,637	15,720	18,357	8,625	2003	5-30
Orange County Business Center	Orange County, CA	437	—	35,746	9,405	18,093	53,839	9,405	53,839	63,244	39,421	2003	5-30
Kearney Mesa	San Diego, CA	164	—	7,089	2,894	2,808	9,897	2,894	9,897	12,791	6,574	1997	5-30
Lusk	San Diego, CA	371	—	14,049	5,711	5,419	19,468	5,711	19,468	25,179	13,046	1997	5-30
Rose Canyon Business Park	San Diego, CA	233	—	20,054	15,129	2,202	22,256	15,129	22,256	37,385	11,416	2005	5-30
Charcot Business Park	San Jose, CA	283	10,300	17,580	18,654	1,560	19,140	18,654	19,140	37,794	4,115	2011/2014	5-30
Las Plumas	San Jose, CA	214	—	12,889	4,379	6,691	19,580	4,379	19,580	23,959	13,742	1998	5-30
Little Orchard Distribution Center	San Jose, CA	213	5,900	8,846	7,725	51	3,897	7,725	11,622	11,115	1,115	2011	5-30
Montague Industrial Park	San Jose, CA	316	14,200	12,807	14,476	444	13,251	14,476	13,251	27,727	3,761	2011	5-30
Oakland Road	San Jose, CA	177	—	8,765	3,458	3,132	11,897	3,458	11,897	15,355	7,833	1997	5-30
Rogers Ave	San Jose, CA	67	—	4,896	3,540	573	5,469	3,540	5,469	2,452	2,452	2006	5-30
Doolittle Business Park	San Leandro, CA	113	4,500	6,231	3,929	361	6,592	3,929	6,592	10,521	1,507	2011	5-30
Bayshore Corporate Center	San Mateo, CA	340	—	36,891	25,108	5,615	42,506	25,108	42,506	67,614	7,433	2013	5-30
San Ramon/Norris Canyon	San Ramon, CA	52	—	3,642	1,486	1,263	4,905	1,486	4,905	6,391	3,212	1997	5-30
Commerce Park	Santa Clara, CA	251	—	21,914	17,218	3,693	25,607	17,218	25,607	42,825	15,462	2007	5-30

Description	Location	Square Feet	Initial Cost to Company		Encumbrances	Cost Capitalized to Subsequent Acquisition		Gross Amount at Which Carried at December 31, 2015			Accumulated Depreciation	Year(s) Acquired	Depreciable Lives (Years)
			Land	Buildings and Improvements		Buildings and Improvements	Land	Buildings and Improvements	Total				
Santa Clara Tech Park	Santa Clara, CA	178	—	15,645	—	4,359	7,673	20,004	12,765	2000	5-30		
Walsh at Lafayette	Santa Clara, CA	321	19,300	17,890	—	292	13,439	18,182	4,496	2011	5-30		
Signal Hill	Signal Hill, CA	269	—	12,699	—	2,672	6,693	15,371	8,697	1997/2006	5-30		
Airport Boulevard	So San Francisco, CA	52	—	2,387	—	682	899	3,069	2,020	1997	5-30		
South San Francisco/Produce	So San Francisco, CA	41	—	1,886	—	526	776	2,412	1,540	1997	5-30		
Studio City/Ventura	Studio City, CA	22	—	1,530	—	607	621	2,137	1,340	1997	5-30		
Kifer Industrial Park	Sunnyvale, CA	287	28,600	37,874	—	1,395	13,227	39,269	7,656	2011	5-30		
Torrance	Torrance, CA	147	—	6,069	—	3,180	2,318	9,249	6,276	1997	5-30		
Boca Commerce	Boca Raton, FL	135	—	9,258	—	2,394	7,795	11,652	4,220	2006	5-30		
MICC	Miami, FL	3,468	—	112,583	—	40,030	95,115	152,613	83,721	2003/2011/2014	5-30		
Wellington	Wellington, FL	263	—	18,560	—	2,510	10,845	21,070	8,162	2006	5-30		
Ammendale	Beltsville, MD	309	—	18,380	—	10,702	4,278	29,082	20,856	1998	5-30		
Gaithersburg/Christopher	Gaithersburg, MD	29	—	1,203	—	475	475	1,832	1,267	1997	5-30		
Metro Park	Rockville, MD	898	—	94,463	—	37,270	33,995	131,733	83,239	2001	5-30		
Parklawn Business Park	Rockville, MD	232	—	19,628	—	3,786	3,387	23,414	7,728	2010	5-30		
Shady Grove	Rockville, MD	352	—	50,727	—	9,224	5,372	59,951	17,931	2010	5-30		
Westech Business Park	Silver Spring, MD	532	—	74,572	—	16,170	25,261	90,742	50,215	2006	5-30		
Ben White	Austin, TX	108	—	7,015	—	1,941	1,550	8,956	5,954	1998	5-30		
Lamar Business Park	Austin, TX	145	—	2,528	—	4,331	2,528	10,927	13,455	1997	5-30		
McKalla	Austin, TX	236	—	13,212	—	1,738	1,945	15,390	17,335	1998/2012	5-30		
McNeil	Austin, TX	525	—	24,495	—	4,140	5,477	28,635	9,041	1999/2010/2012/2014	5-30		
Rutland	Austin, TX	288	—	9,397	—	3,857	2,022	13,254	7,607	1998/1999	5-30		
Waterford	Austin, TX	106	—	9,649	—	3,840	2,108	13,489	8,877	1999	5-30		
Braker Business Park	Austin, TX	257	—	13,990	—	1,608	1,874	15,598	17,472	2010	5-30		
Mopac Business Park	Austin, TX	117	—	719	—	694	719	4,273	4,992	2010	5-30		
Southpark Business Park	Austin, TX	181	—	9,882	—	2,306	1,266	12,188	13,454	2010	5-30		
Valwood Business Center	Carrollton, TX	356	—	13,859	—	1,476	2,510	15,335	2,969	2013	5-30		
Empire Commerce	Dallas, TX	44	—	304	—	819	304	2,364	1,691	1998	5-30		
Northgate	Dallas, TX	194	—	5,505	—	3,946	1,274	9,451	6,423	1998	5-30		
Northway Plaza	Farmers Branch, TX	131	—	4,503	—	738	1,742	5,241	1,032	2013	5-30		
Sprinklake Business Center	Farmers Branch, TX	206	—	5,715	—	1,646	2,607	7,361	9,968	2013/2014	5-30		
Westwood Business Park	Farmers Branch, TX	112	—	6,884	—	2,364	941	9,248	5,146	2003	5-30		
Eastgate	Garland, TX	36	—	1,203	—	499	480	1,702	1,176	1997	5-30		
Freepoint Business Park	Irving, TX	256	—	9,506	—	1,989	4,564	11,495	16,059	2013	5-30		
NFTZ (I)	Irving, TX	231	—	6,499	—	3,496	1,517	9,995	2,053	1998	5-30		
Royal Tech	Irving, TX	794	—	54,113	—	22,713	13,989	76,826	6,449	1998	5-30		
La Prada	Mesquite, TX	56	—	1,235	—	601	495	1,836	1,296	1997	5-30		
The Summit	Plano, TX	184	—	6,654	—	4,264	1,536	10,918	7,718	1998	5-30		
Arapaho Business Park	Richardson, TX	408	—	10,661	—	2,938	5,226	13,599	3,304	2013/2014	5-30		
Richardson Business Park	Richardson, TX	117	—	3,568	—	2,805	799	6,373	4,641	1998	5-30		
Bren Mar	Alexandria, VA	113	—	5,380	—	3,782	2,197	9,162	6,391	1997	5-30		
Eisenhower	Alexandria, VA	95	—	3,635	—	2,337	1,440	5,972	4,404	1997	5-30		
Beaumont	Chantilly, VA	107	—	11,051	—	2,156	4,736	13,207	6,969	2006	5-30		
Dulles South/Sullyfield	Chantilly, VA	99	—	3,074	—	9,884	1,373	9,884	6,361	1999	5-30		
Lafayette	Chantilly, VA	197	—	13,398	—	4,941	1,680	18,339	12,194	1999/2000	5-30		
Park East	Chantilly, VA	198	—	3,851	—	10,232	3,851	28,261	18,036	1999	5-30		
Fair Oaks Business Campus	Fairfax, VA	290	—	13,598	—	8,028	13,598	44,260	24,257	2004/2007	5-30		
Monroe	Hemdon, VA	244	—	18,911	—	10,233	6,737	29,144	20,044	1997/1999	5-30		
Gunston	Lorton, VA	247	—	17,872	—	8,995	4,146	26,867	15,227	1998	5-30		

Description	Location	Square Feet	Encumbrances	Initial Cost to Company		Cost Capitalized Subsequent to Acquisition	Gross Amount at Which Carried at December 31, 2015			Accumulated Depreciation	Year(s) Acquired	Depreciable Lives (Years)
				Land	Buildings and Improvements		Land	Buildings and Improvements	Total			
Westpark Business Campus	McLean, VA	751	—	47,955	101,847	21,328	47,955	123,175	171,130	38,783	2010/2011	5-30
Prosperity Business Campus	Merrifield, VA	659	—	23,147	67,575	30,011	23,147	97,586	120,733	58,680	2001	5-30
Alban Road	Springfield, VA	150	—	1,935	4,736	5,014	1,935	9,750	11,685	7,159	1997	5-30
I-95	Springfield, VA	210	—	3,535	15,672	11,579	3,535	27,251	30,786	19,751	2000	5-30
Northpointe	Sterling, VA	147	—	2,767	8,778	4,503	2,767	13,281	16,048	9,567	1997/1998	5-30
Shaw Road	Sterling, VA	149	—	2,969	10,008	4,286	2,969	14,294	17,263	10,371	1998	5-30
Tyson's Corporate Center	Vienna, VA	270	—	9,885	25,302	9,289	9,885	34,591	44,476	11,655	2010	5-30
Woodbridge	Woodbridge, VA	114	—	1,350	3,398	1,858	1,350	5,256	6,606	3,762	1997	5-30
212th Business Park	Kent, WA	951	—	19,573	17,695	12,014	19,573	29,709	49,282	6,177	2012	5-30
Overlake	Redmond, WA	411	—	23,122	41,106	6,086	23,122	47,192	70,314	26,383	2007	5-30
Renton	Renton, WA	28	—	330	889	552	330	1,441	1,771	1,009	1997	5-30
		<u>27,969</u>	<u>\$250,000</u>	<u>\$793,569</u>	<u>\$1,727,413</u>	<u>\$488,102</u>	<u>\$793,569</u>	<u>\$2,215,515</u>	<u>\$3,009,084</u>	<u>\$1,082,603</u>		

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

SIGNATURES

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

Dated: February 22, 2016

PS BUSINESS PARKS, INC.

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

Joseph D. Russell, Jr.
Chief Executive Officer

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Ronald L. Havner, Jr.</u> Ronald L. Havner, Jr.	Chairman of the Board	February 22, 2016
<u>/s/ Joseph D. Russell, Jr.</u> Joseph D. Russell, Jr.	Director and Chief Executive Officer (principal executive officer)	February 22, 2016
<u>/s/ Edward A. Stokx</u> Edward A. Stokx	Chief Financial Officer (principal financial and accounting officer)	February 22, 2016
<u>/s/ Jennifer Holden Dunbar</u> Jennifer Holden Dunbar	Director	February 22, 2016
<u>/s/ James H. Kropp</u> James H. Kropp	Director	February 22, 2016
<u>/s/ Sara Grootwassink Lewis</u> Sara Grootwassink Lewis	Director	February 22, 2016
<u>/s/ Michael V. McGee</u> Michael V. McGee	Director	February 22, 2016
<u>/s/ Gary E. Pruitt</u> Gary E. Pruitt	Director	February 22, 2016
<u>/s/ Robert S. Rollo</u> Robert S. Rollo	Director	February 22, 2016
<u>/s/ Peter Schultz</u> Peter Schultz	Director	February 22, 2016

PS BUSINESS PARKS, INC.

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

- 3.1 Restated Articles of Incorporation. Filed with Registrant's Registration Statement on Form S-3 (SEC File No. 333-78627) and incorporated herein by reference.
- 3.2 Restated Bylaws, as amended. Filed with Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 (SEC File No. 001-10709) and incorporated herein by reference.
- 3.3 Certificate of Determination of Preferences of 6.45% Cumulative Preferred Stock, Series S of PS Business Parks, Inc. Filed with Registrant's Current Report on Form 8-K dated January 11, 2012 (SEC File No. 001-10709) and incorporated herein by reference.
- 3.4 Certificate of Determination of Preferences of 6.00% Series T Cumulative Redeemable Preferred Stock of PS Business Parks, Inc. Filed with Registrant's Current Report on Form 8-K dated May 7, 2012 (SEC File No. 001-10709) and incorporated herein by reference.
- 3.5 Certificate of Determination of Preferences of 5.75% Series U Cumulative Redeemable Preferred Stock of PS Business Parks, Inc. Filed with Registrant's Current Report on Form 8-K dated September 7, 2012 (SEC File No. 001-10709) and incorporated herein by reference.
- 3.6 Certificate of Determination of Preferences of 5.70% Series V Cumulative Redeemable Preferred Stock of PS Business Parks, Inc. Filed with Registrant's Current Report on Form 8-K dated March 5, 2013 (SEC File No. 001-10709) and incorporated herein by reference.
- 4.1 Deposit Agreement Relating to 6.45% Cumulative Preferred Stock, Series S of PS Business Parks, Inc., dated as of January 10, 2012. Filed with Registrant's Current Report on Form 8-K dated January 11, 2012 (SEC File No. 001-10709) and incorporated herein by reference.
- 4.2 Deposit Agreement Relating to 6.00% Cumulative Preferred Stock, Series T of PS Business Parks, Inc. dated as of May 3, 2012. Filed with Registrant's Current Report on Form 8-K dated May 7, 2012 (SEC File No. 001-10709) and incorporated herein by reference.
- 4.3 Deposit Agreement Relating to 5.75% Cumulative Preferred Stock, Series U of PS Business Parks, Inc. dated as of September 5, 2012. Filed with Registrant's Current Report on Form 8-K dated September 7, 2012 (SEC File No. 001-10709) and incorporated herein by reference.
- 4.4 Deposit Agreement Relating to 5.70% Cumulative Preferred Stock, Series V of PS Business Parks, Inc. dated as of March 5, 2013. Filed with Registrant's Current Report on Form 8-K dated March 5, 2013 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.1 Amended Management Agreement between Storage Equities, Inc. and Public Storage Commercial Properties Group, Inc. dated as of February 21, 1995. Filed with PS's Annual Report on Form 10-K for the year ended December 31, 1994 (SEC File No. 001-08389) and incorporated herein by reference.
- 10.2 Agreement of Limited Partnership of PS Business Parks, L.P. Filed with Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 1998 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.3* Offer Letter / Employment Agreement between Registrant and Joseph D. Russell, Jr., dated as of September 6, 2002. Filed with Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.4* Form of Indemnity Agreement. Filed with Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1998 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.5* Form of Indemnification Agreement for Executive Officers. Filed with Registrant's Annual Report on Form 10-K for the year ended December 31, 2004 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.6 Cost Sharing and Administrative Services Agreement dated as of November 16, 1995 by and among PSCC, Inc. and the owners listed therein. Filed with Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1998 (SEC File No. 001-10709) and incorporated herein by reference.

- 10.7 Amendment to Cost Sharing and Administrative Services Agreement dated as of January 2, 1997 by and among PSCC, Inc. and the owners listed therein. Filed with Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1998 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.8 Accounts Payable and Payroll Disbursement Services Agreement dated as of January 2, 1997 by and between PSCC, Inc. and AOPP LP. Filed with Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1998 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.9 Amendment to Agreement of Limited Partnership of PS Business Parks, L.P. relating to 6.45% Series S Cumulative Redeemable Preferred Units, dated as of January 10, 2012. Filed with Registrant's Annual Report on Form 10-K for the year ended December 31, 2011 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.10 Amendment to Agreement of Limited Partnership of PS Business Parks, L.P. relating to 6.00% Series T Cumulative Preferred Units, Series T, dated as of May 14, 2012. Filed with Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.11 Amendment to Agreement of Limited Partnership of PS Business Parks, L.P. relating to 5.75% Series U Cumulative Preferred Units, dated as of September 14, 2012. Filed with Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2012 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.12 Amended and Restated Revolving Credit Agreement dated as of October 29, 2002 among PS Business Parks, L.P., Wells Fargo Bank, National Association, as Agent, and the Lenders named therein. Filed with Registrant's Annual Report on Form 10-K for the year ended December 31, 2002 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.13 Modification Agreement, dated as of December 29, 2003. Filed with the Registrant's Annual Report on Form 10-K for the year ended December 31, 2003 and incorporated herein by reference. This exhibit modifies the Amended and Restated Revolving Credit Agreement dated as of October 29, 2002 and filed with the Registrant's Annual Report on Form 10-K for the year ended December 31, 2002 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.14 Modification Agreement, dated as of January 23, 2004. Filed with the Registrant's Annual Report on Form 10-K for the year ended December 31, 2003 and incorporated herein by reference. This exhibit modifies the Modification Agreement dated as of December 29, 2003 and filed with the Registrant's Annual Report on Form 10-K for the year ended December 31, 2003 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.15 Third Modification Agreement, dated as of August 5, 2005. Filed with the Registrant's Current Report on Form 8-K dated August 5, 2005 (SEC File No. 001-10709) and incorporated herein by reference. This exhibit modifies the Modification Agreement dated as of January 23, 2004 and filed with the Registrant's Annual Report on Form 10-K for the year ended December 31, 2003 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.16 Fourth Modification Agreement dated as of July 30, 2008 to Amended and Restated Revolving Credit Agreement dated October 29, 2002. Filed with Registrant's Current Report on Form 8-K dated August 5, 2008 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.17 Fifth Modification Agreement dated as of July 28, 2010 to Amended and Restated Revolving Credit Agreement dated October 29, 2002. Filed with Registrant's Current Report on Form 8-K dated August 2, 2010 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.18 Sixth Modification Agreement dated as of August 3, 2011 to Amended and Restated Revolving Credit Agreement dated October 29, 2002. Filed with Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011 (SEC File No. 001-10709) and incorporated herein by reference.

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

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

* Management contract or compensatory plan or arrangement

PS BUSINESS PARKS, INC.
RETIREMENT PLAN FOR NON-EMPLOYEE DIRECTORS, as amended
(approved at April 28, 2015 annual meeting of shareholders)

1. PURPOSE.

The Plan is intended to promote the best interests of the Corporation by enhancing the Corporation's ability to attract and retain highly qualified non-employee directors and by rewarding the Corporation's current non-employee directors for their services to the Corporation.

2. DEFINITIONS.

Whenever the following terms are used in this Plan, they shall have the meaning specified below:

- (a) "Act" means the Securities Act of 1933, as amended.
- (b) "Administrator" means the Board or the Committee, whichever shall be administering the Plan from time to time in the discretion of the Board, as described in Section 4(a) of the Plan.
- (c) "Board" means the Board of Directors of the Corporation.
- (d) "Code" means the Internal Revenue Code of 1986, as amended.
- (e) "Committee" means the committee appointed by the Board in accordance with Section 4(a) of the Plan.
- (f) "Common Stock" means the common stock, par value \$.01 per share, of the Corporation.
- (g) "Corporation" means PS Business Parks, Inc., a California corporation.
- (h) "Directors" means, collectively, all non-employee directors, duly elected to the Board by the Corporation's stockholders or otherwise in accordance with the Corporation's Bylaws.
- (i) "Exchange Act" shall mean the Securities Exchange Act of 1934, as amended.
- (j) "Fair Market Value" shall mean the value of one (1) Share of Common Stock, determined as follows, without regard to any restriction other than a restriction which, by its terms, will never lapse:
 - (i) If the Shares are traded on an exchange, the closing price per Share on the principal exchange on which Shares are listed on the date of valuation or, if no sales occurred on that date, then the average of the highest bid and lowest asked prices on such exchange at the end of the day on such date;
 - (ii) If the Shares are not traded on an exchange but are otherwise traded over-the-counter, the average of the highest bid and lowest asked prices quoted in the National Association of Securities Dealers, Inc. Automated Quotation System (NASDAQ) as of the close of business on the date of valuation, or, if on such day such security is not quoted in the NASDAQ system, the average of the representative bid and asked prices on such date in the domestic over-the-counter market as reported by the National Quotation Bureau, Inc., or any similar successor organization; and
 - (iii) If neither (i) nor (ii) applies, the fair market value as determined by the Administrator in good faith. Such determination shall be conclusive and binding on all persons.
- (k) "Grant" means any stock award granted pursuant to the Plan.
- (l) "Grantee" means a Director who has received a Grant pursuant to Section 4 hereof.
- (m) "Non-employee Director" for purposes of eligibility for Grants under this Plan means a director who is not employed as an officer, employee or consultant of the corporation while serving as a Director.
- (n) "Plan" means the PS Business Parks, Inc. Retirement Plan for Non-Employee Directors as it may be amended from time to time.
- (o) "Retirement" means a Director's termination from service as a member of the Board, provided that no Director removed for cause from the Board shall be deemed to have retired from the Board.

- (p) "Service" means service as a non-employee director of the Corporation, including service prior to the adoption of the Plan.
- (q) "Share" means one (1) share of Common Stock, adjusted in accordance with Section 7 of the Plan (if applicable).

3. EFFECTIVE DATE.

The Plan was adopted by the Board and subsequently approved by stockholders of the Corporation on May 4, 2004 and is effective as of such date (the "Effective Date"). The Plan was amended to increase the maximum Grant under the Plan on December 14, 2011 and November 20, 2014, effective on such dates. The Plan has no termination date.

4. ADMINISTRATION AND ELIGIBILITY.

- (a) Administrator. The Plan shall be administered, in the discretion of the Board from time to time, by the Board or by the Nominating/Corporate Governance Committee or such other committee appointed by the Board that shall consist of not less than two (2) members of the Board each of whom is a "non-employee director" within the meaning of Rule 16b-3 under the Exchange Act and an "outside director" within the meaning of Rule 162m of the Code. Subject to the express provisions of the Plan, the Administrator shall have the authority to construe and interpret the Plan and to define the terms used in the Plan, to prescribe, amend and rescind rules and regulations relating to the administration of the Plan, and to make all other determinations necessary or advisable for the administration of the Plan. The interpretation and construction by the Administrator of any provisions of the Plan and all other decisions of the Administrator shall be made in the Administrator's sole discretion and shall be final and binding on all persons having or claiming any interest in the Plan or in any Grant. No director or person acting pursuant to authority delegated by the Board shall be liable for any action or determination relating to or under the Plan or any Grant made in good faith.
- (b) Participation. The Grantees shall consist exclusively of non-employee Directors of the Corporation. Provided a Director otherwise meets the Service requirements for a Grant under the Plan, prior service as an employee of the Corporation shall not disqualify such Director from receiving a Grant under the Plan.

5. STOCK.

The stock subject to Grants awarded under the Plan shall be Shares of the Corporation's authorized but unissued or reacquired Common Stock. The aggregate number of Shares which may be issued upon exercise of Grants under the Plan shall be two hundred thousand (200,000), subject to any adjustment pursuant to Section 7 hereof. The number of Shares subject to additional Grants at any time shall not exceed the number of Shares remaining available for issuance under the Plan.

6. TERMS AND CONDITIONS OF GRANTS.

- (a) Grant of Deferred Stock Awards. Each Director who joins the Board on or after November 20, 2014 shall be awarded a Grant of 8,000 deferred Shares of Common Stock of the Corporation which shall vest in eight (8) equal annual installments on each of the first eight (8) anniversaries of the date the Director commenced Service on the Board provided the Director continues in Service on each such date and subject to the availability of Shares as specified in Section 5 of the Plan. Further, each Director who was a member of the Board prior to November 20, 2014 shall be granted additional deferred shares in an amount and subject to a vesting schedule such that the total amount of deferred shares granted to such Director pursuant to the Plan and the applicable vesting schedule will replicate the amount and schedule that would have existed if the terms of this Section 6(a) had been in effect when such Director initially joined the Board. Shares shall be distributed to each Director in satisfaction of the Grant, to the extent vested, as soon as practicable after Retirement. The securities to be issued under this Plan shall be subject to adjustment in accordance with the provisions of Section 7 of the Plan. For the avoidance of doubt, nothing in this Section 6(a) shall operate to result in a duplication of Share awards for any Director who was a member of the Board prior to the effective date of this amendment.

- (b) Grant of Dividend Equivalent Rights. Each Director will be entitled to receive, upon the Company's payment of a cash dividend on outstanding Shares, a cash payment for each of the Director's deferred Shares that is vested as of the record date for such dividend equal to the per-share dividend paid on Shares.
- (c) Payment of Taxes; Related Matters. In the event the Corporation determines it is required to withhold state, local or Federal income tax as a result of the grant of a Grant, the Corporation may require a Grantee to make arrangements satisfactory to the Corporation to enable it to satisfy such withholding requirements. Payment of such withholding requirements may be made, in the discretion of the Administrator, (i) in cash, (ii) by delivery of Shares registered in the name of the Grantee, or by the Corporation not issuing such number of Shares subject to the Grant having a Fair Market Value at the effective date of the Grant or the date of such vesting equal to the amount to be withheld, or (iii) any combination of (i) and (ii) above. An election under the preceding sentence may only be made during the period beginning on the third business day following the date of release of quarterly and annual summary statements of sales and earnings and ending on the twelfth business day following such date and only if such period occurs before the date the Corporation requires payment of the withholding tax. The election need not be made during such trading window if (a) it is made at least six (6) months prior to the date of the Grant or (b) counsel to the Corporation determines that compliance with such requirement is unnecessary. In addition, counsel to the Corporation may impose additional restrictions on the Grantee's ability to satisfy tax withholding with Shares if counsel determines such restrictions are in the best interests of the Corporation.

7. EFFECT OF CHANGES IN CAPITALIZATION.

7.1 Changes in Stock. If the number of outstanding Shares of Common Stock is increased or decreased or the Shares of Common Stock are changed into or exchanged for a different number or kind of shares or other securities of the Company on account of any recapitalization, reclassification, stock split, reverse stock split, combination of shares, exchange of shares, stock dividend or other distribution payable in capital stock, or other increase or decrease in such shares effected without receipt of consideration by the Company occurring after the Effective Date, the number and class of securities for which Grants may be made under the Plan, and the maximum Grant level upon Retirement, shall be appropriately adjusted by the Administrator to the extent determined by the Administrator. In the event of a spin-off by the Company of the shares of a subsidiary, a stock dividend for which the Company will claim a dividends paid deduction under Section 561 of the Code (or any successor provision), a pro rata distribution to all shareholders of other assets of the Company, or any distribution to holders of Shares other than an ordinary cash dividend, the Administrator may, but shall not be required to, make appropriate adjustments to the number and class of securities for which Grants shall be awarded and the maximum Grant level upon Retirement.

7.2 Reorganization, Sale of Assets or Sale of Stock Which Involves a Change of Control. Subject to the exceptions set forth in the last sentence of this Section 7.2, upon the occurrence of a "Change of Control" (as defined below), the Administrator may in its sole discretion make Grants of securities of a successor corporation, or a parent, subsidiary or affiliate thereof, with appropriate adjustments as to the number and class of securities, and the maximum Grant level upon Retirement, to the extent determined by the Administrator. For purposes of this Section 7.2, a "Change of Control" shall be deemed to occur upon (i) the dissolution or liquidation of the Company or upon a merger, consolidation, or reorganization of the Company with one or more other entities in which the Company is not the surviving entity, (ii) a sale of substantially all of the assets of the Company to another entity, or (iii) any transaction (including without limitation a merger or reorganization in which the Company is the surviving corporation) which results in any person or entity (other than B. Wayne Hughes and members of his family and their affiliates) owning 50% or more of the combined voting power of all classes of stock of the Company. This Section 7.2 shall not apply to any Change of Control to the extent that (A) provision is made in writing in connection with such Change of Control for the continuation of the Plan and Grants or (B) a majority of the full Board determines that such Change of Control shall not trigger application of the provisions of this Section 7.2.

7.3 Adjustments. Adjustments under this Section 7 related to shares of Stock or securities of the Company shall be made by the Administrator, whose determination in that respect shall be final, binding and conclusive. No fractional shares or other securities shall be issued pursuant to any such adjustment, and any fractions resulting from any such adjustment shall be eliminated in each case by rounding downward to the nearest whole share.

7.4 No Limitations on Company. The making of Grants pursuant to the Plan shall not affect or limit in any way the right or power of the Company to make adjustments, reclassifications, reorganizations, or changes of its capital or business structure or to merge, consolidate, dissolve, or liquidate, or to sell or transfer all or any part of its business or assets.

8. SECURITIES LAW REQUIREMENTS.

- (a) Legality of Issuance. No Shares shall be issued upon the award of any Grant unless and until the Corporation has determined that:
- (i) it and the Grantee have taken all actions required to register the award of the Shares under the Act, or to perfect an exemption from the registration requirements thereof;
 - (ii) any applicable listing requirement of any stock exchange on which the Common Stock is listed has been satisfied; and
 - (iii) any other applicable provision of state or Federal law has been satisfied.
- (b) Restrictions on Transfer; Representations of Grantee; Legends. Regardless of whether the award of Shares under the Plan has been registered under the Act or has been registered or qualified under the securities laws of any state, the Corporation may impose restrictions upon the sale, pledge or other transfer of such Shares (including the placement of appropriate legends on stock certificates) if, in the judgment of the Corporation and its counsel, such restrictions are necessary or desirable in order to achieve compliance with the provisions of the Act, the securities laws of any state or any other law. In the event that the award of Shares under the Plan is not registered under the Act but an exemption is available which requires an investment representation or other representation, each Grantee shall be required to represent that such Shares are being acquired for investment, and not with a view to the sale or distribution thereof, and to make such other representations as are deemed necessary or appropriate by the Corporation and its counsel. Stock certificates evidencing Shares acquired under the Plan pursuant to an unregistered transaction shall bear the following restrictive legend (or similar legend in the discretion of the Administrator) and such other restrictive legends as are required or deemed advisable under the provisions of any applicable law:
- “THE SECURITIES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933. THESE SECURITIES HAVE BEEN ACQUIRED FOR INVESTMENT AND NOT WITH A VIEW TO DISTRIBUTION AND MAY NOT BE OFFERED FOR SALE, SOLD, PLEDGED OR OTHERWISE TRANSFERRED IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT FOR SUCH SECURITIES UNDER THE SECURITIES ACT OF 1933 OR AN OPINION OF COUNSEL REASONABLY SATISFACTORY IN FORM AND CONTENT TO THE ISSUER THAT SUCH REGISTRATION IS NOT REQUIRED UNDER SUCH ACT.”
- Any determination by the Corporation and its counsel in connection with any of the matters set forth in this Section shall be conclusive and binding on all persons.
- (c) Registration or Qualification of Securities. The Corporation may, but shall not be obligated to, register or qualify the award of Shares pursuant to the Plan under the Act or any other applicable law. The Corporation shall not be obligated to take any affirmative action in order to cause the award of Shares under the Plan to comply with any law.
- (d) Exchange of Certificates. If, in the opinion of the Corporation and its counsel, any legend placed on a stock certificate representing Shares awarded under the Plan is no longer required, the holder of such certificate shall be entitled to exchange such certificate for a certificate representing the same number of Shares but without such legend.

9. RIGHTS IN EVENT OF DEATH.

If the director ceases to be a member of the Board because of his or her death, the executor or administrator of the director's estate, or the person or persons to whom rights with respect to a Grant have passed by bequest or inheritance, as the case may be, shall be entitled to receive a Grant for the number of Shares the Director would have received had the Director elected Retirement from the Board effective as of such date.

10. AMENDMENT OF THE PLAN.

The Board may, from time to time, with respect to any Shares at the time not subject to Grants, suspend or discontinue the Plan or revise or amend it in any respect whatsoever, provided that no amendment or revision shall

adversely affect, without the affected Grantee's written consent, the rights of any Grantee to whom the Shares have been issued pursuant to the Plan.

11. GOVERNING LAW.

The validity and construction of this Plan and Grants hereunder shall be governed by the laws of the State of California.

12. APPROVAL OF STOCKHOLDERS.

The Plan shall be subject to approval by the affirmative vote of the holders of a majority of the outstanding shares present or represented and entitled to vote at the 2004 annual meeting of stockholders of the Corporation.

13. EXECUTION.

After adoption and approval by the Board of the Plan, as amended, the Corporation has caused its authorized officer to affix the corporate name and seal hereto effective as of November 20, 2014.

PS BUSINESS PARKS, INC.

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

Name: Joseph D. Russell, Jr.

Title: President and
Chief Executive Officer

PS BUSINESS PARKS, INC.

**STATEMENT RE: COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES AND
PREFERRED STOCK DIVIDENDS**
(in thousands, except ratio data)

	For The Years Ended December 31,				
	2015	2014	2013	2012	2011
Income from continuing operations	\$148,970	\$204,700	\$116,144	\$ 94,395	\$ 99,563
Interest expense	13,270	13,509	16,074	20,618	5,455
Earnings from continuing operations available to cover fixed charges	\$162,240	\$218,209	\$132,218	\$115,013	\$105,018
Fixed charges (1)	\$ 14,428	\$ 14,453	\$ 16,433	\$ 20,618	\$ 5,455
Preferred stock dividends	61,885	60,488	59,216	69,136	41,799
Preferred partnership distributions	—	—	—	323	(6,991)
Combined fixed charges and preferred distributions	\$ 76,313	\$ 74,941	\$ 75,649	\$ 90,077	\$ 40,263
Ratio of earnings from continuing operations to fixed charges	11.2	15.1	8.0	5.6	19.3
Ratio of earnings from continuing operations to combined fixed charges and preferred distributions	2.1	2.9	1.7	1.3	2.6

Supplemental disclosure of Ratio of Funds from Operations (“FFO”) to fixed charges:

	For The Years Ended December 31,				
	2015	2014	2013	2012	2011
FFO	\$164,244	\$162,196	\$165,845	\$134,472	\$149,797
Interest expense	13,270	13,509	16,074	20,618	5,455
Net income allocable to noncontrolling interests — preferred units	—	—	—	323	(6,991)
Preferred stock dividends	61,885	60,488	59,216	69,136	41,799
FFO available to cover fixed charges	\$239,399	\$236,193	\$241,135	\$224,549	\$190,060
Fixed charges (1)	\$ 14,428	\$ 14,453	\$ 16,433	\$ 20,618	\$ 5,455
Preferred stock dividends (2)	59,398	60,488	59,216	51,969	41,799
Preferred partnership distributions (2)	—	—	—	174	398
Combined fixed charges and preferred distributions paid	\$ 73,826	\$ 74,941	\$ 75,649	\$ 72,761	\$ 47,652
Ratio of available FFO to fixed charges	16.6	16.3	14.7	10.9	34.8
Ratio of available FFO to combined fixed charges and preferred distributions paid	3.2	3.2	3.2	3.1	4.0

(1) Fixed charges include interest expense and capitalized interest.

(2) Excludes the charge for the issuance costs related to the redemption/repurchase of preferred equity and the gain on the repurchase of preferred equity.

List of Subsidiaries

The following sets forth the subsidiaries of the Registrant and their respective states of incorporation or organization:

<u>Name</u>	<u>State</u>
Amherst JV LLC	Delaware
American Office Park Properties, TPGP, Inc.	California
AOPP Acquisition Corp. Two	California
Arapaho Investors, LLC	Delaware
GB, LLC	Maryland
Hernmore Corporation	Maryland
Metro Park I, LLC	Delaware
Metro Park II, LLC	Delaware
Metro Park III, LLC	Delaware
Metro Park IV, LLC	Delaware
Metro Park V, LLC	Delaware
Miami International Commerce Center Association, Inc.	Florida
Monroe Parkway, L.L.C.	Virginia
PS Business Parks, L.P.	California
PS Metro Park, LLC	Maryland
PSB Amherst Investors, L.L.C.	Delaware
PSB Amherst L.L.C.	Delaware
PSB Amherst Finance LLC	Delaware
PSB Boca Commerce Park, LLC	Delaware
PSB Meadows LLC	Delaware
PSB Meadows Member LLC	Delaware
PSB MICC 2323 LLC	Delaware
PSB Northern California Industrial Portfolio, LLC	Delaware
PSB Wellington Commerce Park I, LLC	Delaware
PSB Wellington Commerce Park II, LLC	Delaware
PSB Wellington Commerce Park III, LLC	Delaware
PSBP Industrial, LLC	Delaware
PSBP Northpointe D LLC	Virginia
PSBP QRS, Inc.	California
PSBP Springing Member LLC	Delaware
PSBP Westwood GP, LLC	Delaware
REVX-098, LLC	Delaware
Tenant Advantage, Inc.	California

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the following Registration Statements:

(1) Registration Statement (Form S-8 No. 333-48313) of PS Business Parks, Inc. pertaining to the PS Business Parks, Inc. 1997 Stock Option and Incentive Plan,

(2) Registration Statement (Form S-8 No. 333-50274) of PS Business Parks, Inc. pertaining to the PS 401(k)/Profit Sharing Plan,

(3) Registration Statement (Form S-8 No. 333-104604) of PS Business Parks, Inc. pertaining to the PS Business Parks, Inc. 2003 Stock Option and Incentive Plan,

(4) Registration Statement (Form S-8 No. 333-184316) of PS Business Parks, Inc. pertaining to the PS Business Parks, Inc. 2012 Equity and Performance-Based Incentive Compensation Plan,

(5) Registration Statement (Form S-8 No. 333-203771) of PS Business Parks, Inc. pertaining to the PS Business Parks, Inc. Retirement Plan for Non-Employee Directors, and

(6) Registration Statement (Form S-3 No. 333-202624);

of our reports dated February 22, 2016 with respect to the consolidated financial statements and schedule of PS Business Parks, Inc., and the effectiveness of internal control over financial reporting of PS Business Parks, Inc., included in this Annual Report (Form 10-K) of PS Business Parks, Inc. for the year ended December 31, 2015.

/s/ Ernst & Young, LLP

Los Angeles, California
February 22, 2016

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Joseph D. Russell, Jr. certify that:

1. I have reviewed this annual report on Form 10-K of PS Business Parks, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Joseph D. Russell, Jr.

Name: Joseph D. Russell, Jr.

Title: Chief Executive Officer

Date: February 22, 2016

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Edward A. Stokx certify that:

1. I have reviewed this annual report on Form 10-K of PS Business Parks, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Edward A. Stokx

Name: Edward A. Stokx
Title: Chief Financial Officer
Date: February 22, 2016

**Certification of CEO and CFO Pursuant to
18 U.S.C. Section 1350,
as Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report on Form 10-K of PS Business Parks, Inc. (the “Company”) for the period ending December 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), Joseph D. Russell Jr., as Chief Executive Officer of the Company, and Edward A. Stokx, as Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Joseph D. Russell, Jr.

Name: Joseph D. Russell, Jr.
Title: Chief Executive Officer
Date: February 22, 2016

/s/ Edward A. Stokx

Name: Edward A. Stokx
Title: Chief Financial Officer
Date: February 22, 2016