

# Section 1: 10-K (10-K)

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## 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, 2017

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

Commission File Number: 1-13274 Mack-Cali Realty Corporation

Commission File Number: 333-57103: Mack-Cali Realty, L.P.

### MACK-CALI REALTY CORPORATION MACK-CALI REALTY, L.P.

(Exact Name of Registrant as specified in its charter)

Maryland (Mack-Cali Realty Corporation)

Delaware (Mack-Cali Realty, L.P.)

(State or other jurisdiction of incorporation or organization)

22-3305147 (Mack-Cali Realty Corporation)

22-3315804 (Mack-Cali Realty, L.P.)

(IRS Employer Identification No.)

Harborside 3, 210 Hudson St., Ste. 400, Jersey City, New Jersey

(Address of principal executive offices)

07311

(Zip code)

(732) 590-1010

(Registrant's telephone number, including area code)

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

(Title of Each Class)	(Name of Each Exchange on Which Registered)
Mack-Cali Realty Corporation Common Stock, \$0.01 par value	New York Stock Exchange
Mack-Cali Realty, L.P. None	None

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

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Mack-Cali Realty Corporation

YES  NO

Mack-Cali Realty, L.P.

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.

Mack-Cali Realty Corporation

YES  NO

Mack-Cali Realty, L.P.

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.

Mack-Cali Realty Corporation

YES  NO

Mack-Cali Realty, L.P.

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).

Mack-Cali Realty Corporation

YES  NO

Mack-Cali Realty, L.P.

YES  NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K 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 amendments 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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Mack-Cali Realty Corporation:

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

Mack-Cali Realty, L.P.:

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company  Emerging growth company   
(Do not check if a smaller reporting company)

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

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

Mack-Cali Realty Corporation

YES  NO

Mack-Cali Realty, L.P.

YES  NO

As of June 30, 2017, the aggregate market value of the voting stock held by non-affiliates of the Mack-Cali Realty Corporation was \$2,424,863,956. The aggregate market value was computed with reference to the closing price on the New York Stock Exchange on such date. This calculation does not reflect a determination that persons are affiliates for any other purpose. The registrant has no non-voting common stock.

As of February 16, 2018, 90,139,823 shares of common stock, \$0.01 par value, of Mack-Cali Realty Corporation ("Common Stock") were outstanding.

Mack-Cali Realty, L.P. does not have any class of common equity that is registered pursuant to Section 12 of the Exchange Act.

**LOCATION OF EXHIBIT INDEX:** The index of exhibits is contained herein on page number 130.

**DOCUMENTS INCORPORATED BY REFERENCE:** Portions of the Mack-Cali Realty Corporation's definitive proxy statement for fiscal year ended December 31, 2017 to be issued in conjunction with the registrant's annual meeting of shareholders expected to be held on June 12, 2018 are incorporated by reference in Part III of this Form 10-K. The definitive proxy statement will be filed by the registrant with the SEC not later than 120 days from the end of the registrant's fiscal year ended December 31, 2017.

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### EXPLANATORY NOTE

This report combines the annual reports on Form 10-K for the year ended December 31, 2017 of Mack-Cali Realty Corporation and Mack-Cali Realty, L.P. Unless stated otherwise or the context otherwise requires, references to the "Operating Partnership" mean Mack-Cali Realty, L.P., a Delaware limited partnership, and references to the "General Partner" mean Mack-Cali Realty Corporation, a Maryland corporation and real estate investment trust ("REIT"), and its subsidiaries, including the Operating Partnership. References to the "Company," "we," "us" and "our" mean collectively the General Partner, the Operating Partnership and those entities/subsidiaries consolidated by the General Partner.

The Operating Partnership conducts the business of providing leasing, management, acquisition, development, construction and tenant-related services for its General Partner. The Operating Partnership, through its operating divisions and subsidiaries, including the Mack-Cali property-owning partnerships and limited liability companies is the entity through which all of the General Partner's operations are conducted. The General Partner is the sole general partner of the Operating Partnership and has exclusive control of the Operating Partnership's day-to-day management.

As of December 31, 2017, the General Partner owned an approximate 89.6 percent common unit interest in the Operating Partnership. The remaining approximate 10.4 percent common unit interest is owned by limited partners. The limited partners of the Operating Partnership are (1) persons who contributed their interests in properties to the Operating Partnership in exchange for common units (each, a "Common Unit") or preferred units of limited partnership interest in the Operating Partnership or (2) recipients of long term incentive plan units of the Operating Partnership pursuant to the General Partner's executive compensation plans.

A Common Unit of the Operating Partnership and a share of common stock of the General Partner (the "Common Stock") have substantially the same economic characteristics in as much as they effectively share equally in the net income or loss of the Company. The General Partner owns a number of common units of the Operating Partnership equal to the number of issued and outstanding shares of the General Partner's common stock. Common unitholders (other than the General Partner) have the right to redeem their Common Units, subject to certain restrictions under the Second Amended and Restated Agreement of Limited Partnership of the Operating Partnership, as amended (the "Partnership Agreement"), and agreed upon at the time of issuance of the units that may restrict such right for a period of time, generally one year from issuance. The redemption is required to be satisfied in shares of Common Stock of the General Partner, cash, or a combination thereof, calculated as follows: one share of the General Partner's Common Stock, or cash equal to the fair market value of a share of the General Partner's Common Stock at the time of redemption, for each Common Unit. The General Partner, in its sole discretion, determines the form of redemption of Common Units (i.e., whether a common unitholder receives Common Stock of the General Partner, cash, or any combination thereof). If the General Partner elects to satisfy the redemption with shares of Common Stock of the General Partner as opposed to cash, the General Partner is obligated to issue shares of its Common Stock to the redeeming unitholder. Regardless of the rights described above, the common unitholders may not put their units for cash to the Company or the General Partner under any circumstances. With each such redemption, the General Partner's percentage ownership in the Operating Partnership will increase. In addition, whenever the General Partner issues shares of its Common Stock other than to acquire Common Units, the General Partner must contribute any net proceeds it receives to the Operating Partnership and the Operating Partnership must issue to the General Partner an equivalent number of Common Units. This structure is commonly referred to as an umbrella partnership REIT, or UPREIT.

The Company believes that combining the annual reports on Form 10-K of the General Partner and the Operating Partnership into this single report provides the following benefits:

- enhance investors' understanding of the General Partner and the Operating Partnership by enabling investors to view the business as a whole in the same manner as management views and operates the business of the Company;
- eliminate duplicative disclosure and provide a more streamlined and readable presentation because a substantial portion of the

disclosure applies to both the General Partner and the Operating Partnership; and

- create time and cost efficiencies through the preparation of one combined report instead of two separate reports.

The Company believes it is important to understand the few differences between the General Partner and the Operating Partnership in the context of how they operate as a consolidated company. The financial results of the Operating Partnership are consolidated into the financial statements of the General Partner. The General Partner does not have any other significant assets, liabilities or operations, other than its interests in the Operating Partnership, nor does the Operating Partnership have employees of its own. The Operating Partnership, not the General Partner, generally executes all significant business relationships other than transactions involving the securities of the General Partner. The Operating Partnership holds substantially all of the assets of the General Partner, including ownership interests in joint ventures. The Operating Partnership conducts the operations of the business and is structured as a partnership with no publicly traded equity. Except for the net proceeds from equity offerings by the General Partner, which are contributed to the capital of the Operating Partnership in consideration of common or preferred units in the Operating Partnership, as applicable, the Operating Partnership generates all remaining capital required by the Company's business. These sources include working capital, net cash provided by operating activities, borrowings under the Company's

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unsecured revolving credit facility and unsecured term loan facilities, the issuance of secured and unsecured debt and equity securities and proceeds received from the disposition of properties and joint ventures.

Shareholders' equity, partners' capital and noncontrolling interests are the main areas of difference between the consolidated financial statements of the General Partner and the Operating Partnership. The limited partners of the Operating Partnership are accounted for as partners' capital in the Operating Partnership's financial statements as is the General Partner's interest in the Operating Partnership. The noncontrolling interests in the Operating Partnership's financial statements comprise the interests of unaffiliated partners in various consolidated partnerships and development joint venture partners. The noncontrolling interests in the General Partner's financial statements are the same noncontrolling interests at the Operating Partnership's level and include limited partners of the Operating Partnership. The differences between shareholders' equity and partners' capital result from differences in the equity issued at the General Partner and Operating Partnership levels.

To help investors better understand the key differences between the General Partner and the Operating Partnership, certain information for the General Partner and the Operating Partnership in this report has been separated, as set forth below:

- Item 6. Selected Financial Data;
- Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations includes information specific to each entity, where applicable;
- Item 8. Financial Statements and Supplementary Data which includes the following specific disclosures for Mack-Cali Realty Corporation and Mack-Cali Realty, L.P.:
  - Note 2. Significant Accounting Policies, where applicable;
  - Note 14. Redeemable Noncontrolling Interests;
  - Note 15. Mack-Cali Realty Corporation's Stockholders' Equity and Mack-Cali Realty, L.P.'s Partners' Capital;
  - Note 16. Noncontrolling Interests in Subsidiaries;
  - Note 17. Segment Reporting, where applicable; and
  - Note 19. Condensed Quarterly Financial Information (unaudited).

This report also includes separate Part II, Item 9A. Controls and Procedures sections and separate Exhibits 31 and 32 certifications for each of the General Partner and the Operating Partnership in order to establish that the requisite certifications have been made and that the General Partner and Operating Partnership are compliant with Rule 13a-15 or Rule 15d-15 of the Securities Exchange Act of 1934 and 18 U.S.C. §1350.

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**PART I**

**ITEM 1. BUSINESS**

**GENERAL**

Mack-Cali Realty Corporation, a Maryland corporation, together with its subsidiaries (collectively the “General Partner”), is a fully-integrated, self-administered and self-managed real estate investment trust (“REIT”). The General Partner controls Mack-Cali Realty, L.P., a Delaware limited partnership, together with its subsidiaries (collectively, the “Operating Partnership”), as its sole general partner and owned an 89.6 percent and 89.5 percent common unit interest in the Operating Partnership as of December 31, 2017 and December 31, 2016, respectively. The General Partner’s business is the ownership of interests in and operation of the Operating Partnership and all of the General Partner’s expenses are incurred for the benefit of the Operating Partnership. The General Partner is reimbursed by the Operating Partnership for all expenses it incurs relating to the ownership and operation of the Operating Partnership.

The Operating Partnership conducts the business of providing leasing, management, acquisition, development, construction and tenant-related services for its General Partner. The Operating Partnership, through its operating divisions and subsidiaries, including the Mack-Cali property-owning partnerships and limited liability companies, is the entity through which all of the General Partner’s operations are conducted. Unless stated otherwise or the context requires, the “Company” refers to the General Partner and its subsidiaries, including the Operating Partnership and its subsidiaries.

The Company owns and operates a real estate portfolio comprised predominantly of Class A office and office/flex properties located primarily in the Northeast with a recent emphasis on expansion into the multi-family rental sector in the same markets. The Company performs substantially all real estate leasing, management, acquisition and development on an in-house basis. Mack-Cali Realty Corporation was incorporated on May 24, 1994. The Company’s executive offices are located at Harborside 3, 210 Hudson Street, Suite 400, Jersey City, New Jersey 07311, and its telephone number is (732) 590-1010. The Company has an internet website at [www.mack-cali.com](http://www.mack-cali.com).

As of December 31, 2017, the Company owned or had interests in 157 properties, consisting of 69 office and 70 flex properties, totaling approximately 17.7 million square feet, leased to approximately 900 commercial tenants and 18 multi-family rental properties containing 5,826 residential units, plus developable land (collectively, the “Properties”). The Properties are comprised of: (a) 142 wholly-owned or Company-controlled properties consisting of 65 office buildings and 67 flex buildings aggregating approximately 17.1 million square feet and 10 multi-family properties totaling 2,551 apartments, (collectively, the “Consolidated Properties”); and (b) four office properties totaling approximately 0.5 million square feet, eight multi-family properties totaling 3,275 apartments, two retail properties totaling 81,700 square feet and a 350-room hotel, which are owned by unconsolidated joint ventures in which the Company has investment interests. Unless otherwise indicated, all references to square feet represent net rentable area. As of December 31, 2017, the Company’s core, stabilized office and flex properties included in the Consolidated

Properties were 87.6 percent leased. Percentage leased includes all leases in effect as of the period end date, some of which have commencement dates in the future, and leases that expire at the period end date. Leases that expired as of December 31, 2017 aggregate 343,217 square feet, or 2.0 percent of the net rentable square footage. The Properties are located in six states, primarily in the Northeast, and the District of Columbia. See Item 2: Properties.

The Company's historical strategy has been to focus its operations, acquisition and development of office properties in high-barrier-to-entry markets and sub-markets where it believes it is, or can become, a significant and preferred owner and operator. In September 2015, the Company announced a three-year strategic initiative to transform into a more concentrated owner of New Jersey Hudson River waterfront and transit-oriented office properties and a regional owner of luxury multi-family residential properties. As part of this plan, over the past two years, the Company sold or has contracted to sell multiple properties, primarily commercial office, which it believes do not meet its long-term goals.

The Company believes that its Properties have excellent locations and access and are well-maintained and professionally managed. As a result, the Company believes that its Properties attract high quality tenants and residents, and achieve high rental, occupancy and tenant retention rates within their markets. The Company also believes that its extensive market knowledge provides it with a significant competitive advantage, which is further enhanced by its strong reputation for, and emphasis on, delivering highly responsive, professional management services.

## **BUSINESS STRATEGIES**

### **Operations**

Reputation: The Company has established a reputation as a highly-regarded landlord with an emphasis on delivering quality customer service in buildings it owns and/or manages. The Company believes that its continued success depends in part on enhancing its reputation as an operator of choice, which will facilitate the retention of current tenants and residents and the attraction of new tenants

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and residents. The Company believes it provides a superior level of service to its customers that is an important factor in working to achieve positive leasing results as well as improving tenant retention.

Communication with tenants: The Company emphasizes frequent communication with its customers to ensure first-class service to the Properties. Property management personnel generally are located on site at the Properties to provide convenient access to management and to ensure that the Properties are well-maintained. Property management's primary responsibility is to ensure that buildings are operated at peak efficiency in order to meet both the Company's and tenants' needs and expectations. Property management personnel additionally budget and oversee capital improvements and building system upgrades to enhance the Properties' competitive advantages in their respective markets and to maintain the quality of the Properties.

The Company's in-house leasing representatives for its office portfolio develop and maintain long-term relationships with the Company's diverse tenant base and coordinate leasing, expansion, relocation and build-to-suit opportunities. This approach allows the Company to offer office space in the appropriate size and location to current or prospective tenants in any of its sub-markets.

The Company's in-house multi-family rental management team emphasizes meticulous attention to detail and an unwavering commitment to customer service to complement the quality, design excellence and luxury living attributes of its multi-family rental properties. The Company believes this strategy will enable the Company to buttress management's reputation with the market-leading designs, amenities and features of its multi-family rental properties to attract quality residents.

Portfolio Management: The Company plans to continue to own and operate a portfolio of office and office/flex properties in high-barrier-to-entry markets, with a primary focus in the Northeast. The Company also expects to continue to complement its core portfolio of office and office/flex properties by pursuing acquisition and development opportunities in the multi-family rental sector. The Company's primary objectives are to maximize operating cash flow and to enhance the value of its portfolio through effective management, acquisition, development and property sales strategies.

The Company seeks to maximize the value of its existing office and office/flex portfolio through implementing operating strategies designed to produce the highest effective rental and occupancy rates and lowest tenant installation costs within the markets that it operates, and further within the parameters of those markets. The Company continues to pursue internal growth through leasing vacant space, re-leasing space at the highest possible effective rents in light of current market conditions with contractual rent increases and developing or redeveloping office space for its diverse base of high credit quality tenants, including Bank of Tokyo-Mitsubishi UFJ Ltd; KPMG, LLP; and TD Ameritrade Services Company. In addition, the Company seeks economies of scale through volume discounts to take advantage of its size and dominance in particular sub-markets, and operating efficiencies through the use of in-house management, leasing, marketing, financing, accounting, legal and development.

The Company continually reviews its portfolio and opportunities to divest office and office/flex properties that, among other things, no longer meet its long-term strategy, have reached their potential, are less efficient to operate or can be sold at attractive prices when market conditions are favorable. The Company anticipates continuing to redeploy the proceeds from sales of office and office/flex properties to develop, redevelop and acquire multi-family rental properties, as well as reposition certain office properties into multi-family/mixed use properties, in its core Northeast sub-markets as part of its overall strategy to reposition its portfolio from office and office/flex to a mix of office, office/flex and multi-family rental properties.

The Company believes that the opportunity to invest in multi-family development properties at higher returns on cost will position the Company to potentially produce higher levels of net operating income than if the Company were to only purchase stabilized multi-family properties at market



returns. The Company believes that the transition to a company with a greater proportion of its properties in the multi-family residential sector will ultimately result in the creation of greater shareholder value than remaining a primarily suburban commercial office company, in part due to the lower capitalization rates associated with the multi-family sector.

**Acquisitions:** The Company also believes that growth opportunities exist through acquiring operating properties or properties for redevelopment with attractive returns in its core Northeast sub-markets where, based on its expertise in leasing, managing and operating properties, it believes it is, or can become, a significant and preferred owner and operator. The Company intends either directly or through joint ventures to acquire, invest in or redevelop additional properties, that: (i) are expected to provide attractive long-term yields; (ii) are well-located, of high quality and competitive in their respective sub-markets; (iii) are located in its existing sub-markets or in sub-markets in which the Company is or can become a significant and preferred owner and operator; and (iv) it believes have been under-managed or are otherwise capable of improved performance through intensive management, capital improvements and/or leasing that should result in increased effective rental and occupancy rates.

The Company has entered into and may continue in the future to enter into joint ventures (including limited liability companies and partnerships) through which it would own an indirect economic interest of less than 100 percent of a property owned directly by such

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joint ventures, and may include joint ventures that the Company does not control or manage, especially in connection with its expansion into the multi-family rental sector. The decision to pursue property acquisitions either directly or through joint ventures is based on a variety of factors and considerations, including: (i) the economic and tax terms required by a seller or co-developer of a property; (ii) the Company's desire to diversify its portfolio by expanding into the multi-family rental sector and achieve a blended portfolio of office and multi-family rental properties by market and sub-market; (iii) the Company's goal of maintaining a strong balance sheet; and (iv) the Company's expectation that, in some circumstances, it will be able to achieve higher returns on its invested capital or reduce its risk if a joint venture vehicle is used. Investments in joint ventures are not limited to a specified percentage of the Company's assets. Each joint venture agreement is individually negotiated, and the Company's ability to operate and/or dispose of its interests in a joint venture in its sole discretion may be limited to varying degrees depending on the terms of the joint venture agreement. Many of the Company's joint venture agreements entitle it to receive leasing, management, development and similar fees and/or a promoted interest if certain return thresholds are met. See Note 4: Investments in Unconsolidated Joint Ventures — to the Company's Financial Statements.

**Development:** The Company seeks to selectively develop additional properties either directly or through joint ventures where it believes such development will result in a favorable risk-adjusted return on investment in coordination with the above operating strategies. The Company identifies development opportunities primarily through its local market presence. Such development primarily will occur: (i) in stable core Northeast sub-markets where the demand for such space exceeds available supply; and (ii) where the Company is, or can become, a significant and preferred owner and operator. As part of the Company's strategy to expand its multi-family rental portfolio, the Company may consider development opportunities with respect to improved land with existing commercial uses and seek to rezone the sites for multi-family rental use and development. As a result of competitive market conditions for land suitable for development, the Company may be required to hold land prior to construction for extended periods while entitlements or rezoning is obtained. The Company also may undertake repositioning opportunities that may require the expenditure of significant amounts of capital.

**Property Sales:** While management's principal intention is to own and operate its properties on a long-term basis, it periodically assesses the attributes of each of its properties, with a particular focus on the supply and demand fundamentals of the sub-markets in which they are located. The Company continually reviews its portfolio and opportunities to divest properties that, among other things, no longer meet its long-term strategy, have reached their potential, are less efficient to operate, or can be sold at attractive prices when market conditions are favorable. Consistent with its three-year strategic initiative announced in late 2015, the Company completed the sales of rental property for aggregate gross sales proceeds of \$415.6 million during 2017 and \$688.5 million during 2016.

## **Financial**

The Company currently intends to maintain a ratio of debt-to-undepreciated assets (total debt of the Company as a percentage of total undepreciated assets) of 50 percent or less, however there can be no assurance that the Company will be successful in maintaining this ratio. As of December 31, 2017 and 2016, the Company's total debt constituted approximately 47 percent and 42 percent of total undepreciated assets of the Company, respectively. The increase in this ratio in 2017 was primarily the result of debt-funded net investments in development projects and acquisitions during the year. Although there is no limit in the Company's organizational documents on the amount of indebtedness that the Company may incur, the Company has entered into certain financial agreements which contain covenants that limit the Company's ability to incur indebtedness under certain circumstances. The Company intends to utilize the most appropriate sources of capital for future acquisitions, development, capital improvements and other investments, which may include funds from operating activities, proceeds from property and land sales, joint venture capital, and short-term and long-term borrowings (including draws on the Company's unsecured revolving credit facility), and the issuance of additional debt or equity securities.

## **EMPLOYEES**

As of December 31, 2017, the Company had approximately 439 full-time employees.

## **COMPETITION**

The leasing of real estate is highly competitive. The Properties compete for tenants and residents with lessors and developers of similar properties located in their respective markets primarily on the basis of location, the quality of properties, leasing terms (including rent and other charges and

allowances for tenant improvements), services or amenities provided, the design and condition of the Properties, and reputation as an owner and operator of quality properties in the relevant markets. Additionally, the number of competitive multi-family rental properties in a particular area could have a material effect on the Company's ability to lease residential units and on rents charged. In addition, other forms of multi-family rental properties or single family housing provide alternatives to potential residents of multi-family properties. The Company competes with other entities, some of which may have significant resources or who may be willing to accept lower returns or pay higher prices than the Company in terms of acquisition and development opportunities. The Company also experiences competition when attempting to acquire or dispose of real estate, including competition from domestic and

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foreign financial institutions, other REITs, life insurance companies, pension trusts, trust funds, partnerships, individual investors and others.

## **REGULATIONS**

Many laws and governmental regulations apply to the ownership and/or operation of the Properties and changes in these laws and regulations, or their interpretation by agencies and the courts, occur frequently.

Under various laws and regulations relating to the protection of the environment and human health, an owner of real estate may be held liable for the costs of removal or remediation of certain hazardous or toxic substances located on or in the property. These laws often impose liability without regard to whether the owner was responsible for, or even knew of, the presence of such substances. The presence of such substances may adversely affect the owner's ability to rent or sell the property or to borrow using such property as collateral and may expose it to liability resulting from any release of, or exposure to, such substances. Persons who arrange for the disposal or treatment of hazardous or toxic substances at another location may also be liable for the costs of removal or remediation of such substances at the disposal or treatment facility, whether or not such facility is owned or operated by such person. Certain environmental laws impose liability for the release of asbestos-containing materials into the air, and third parties may also seek recovery from owners or operators of real properties for personal injury associated with asbestos-containing materials and other hazardous or toxic substances.

In connection with the ownership (direct or indirect), operation, management and development of real properties, the Company may be considered an owner or operator of such properties or as having arranged for the disposal or treatment of hazardous or toxic substances and, therefore, potentially liable for removal or remediation costs, as well as certain other related costs, including governmental penalties and injuries to persons and property.

There can be no assurance that (i) future laws, ordinances or regulations will not impose any material environmental liability, (ii) the current environmental condition of the Properties will not be affected by tenants, by the condition of land or operations in the vicinity of the Properties (such as the presence of underground storage tanks), or by third parties unrelated to the Company, or (iii) the Company's assessments reveal all environmental liabilities and that there are no material environmental liabilities of which the Company is aware. If compliance with the various laws and regulations, now existing or hereafter adopted, exceeds the Company's budgets for such items, the Company's ability to make expected distributions to stockholders could be adversely affected.

There are no other laws or regulations which have a material effect on the Company's operations, other than typical federal, state and local laws affecting the development and operation of real property, such as zoning laws.

## **INDUSTRY SEGMENTS**

The Company operates in two industry segments: (i) commercial and other real estate and (ii) multi-family real estate and services. As of December 31, 2017, the Company does not have any foreign operations and its business is not seasonal. Please see our financial statements attached hereto and incorporated by reference herein for financial information relating to our industry segments.

## **SIGNIFICANT TENANTS**

As of December 31, 2017, no tenant accounted for more than 10 percent of the Company's consolidated revenues.

## **RECENT DEVELOPMENTS**

### **Management Changes**

On April 5, 2017, the Company announced that Michael J. DeMarco would be assuming the title of chief executive officer of the Company and Mitchell Rudin, formerly the chief executive officer, was being named the vice chairman of the Company effective April 4, 2017. Mr. DeMarco had joined the Company in 2015 as the president and chief operating officer.

On January 29, 2018, the Company announced the appointment of David J. Smetana as chief financial officer and Nicholas Hilton as executive vice president of leasing of the General Partner. Mr. Smetana will begin to perform his duties as chief financial officer and Anthony Krug shall cease to serve as chief financial officer immediately following the filing of this Annual Report on Form 10-K for the year ended December 31, 2017. Mr. Krug will remain an employee of the General Partner and will provide transition services through March 31, 2018. Mr. Hilton's employment commenced on February 12, 2018 following the departure of Christopher DeLorenzo.

## Acquisitions

During the year ended December 31, 2017, the Company acquired nine office properties totaling 1,392,500 square feet, for a total of approximately \$394.6 million, which were funded using available cash, a new mortgage loan and borrowings under the Company's unsecured revolving credit facility.

## Dispositions

During the year ended December 31, 2017, the Company disposed of 60 office properties and two ground leased land properties in New Jersey and New York for net sales proceeds of approximately \$399.3 million, with net gains of approximately \$14.7 million from the dispositions.

In February 2018, the Company disposed of an office property in New Jersey for net sales proceeds of approximately \$25.9 million.

## Joint Venture Activity

During the year ended December 31, 2017, the Company increased its interest in the following unconsolidated joint venture entities: Plaza VIII & IX Associates L.L.C. that owns a development site in Jersey City, New Jersey through the issuance of preferred limited partnership units of the Operating Partnership valued at \$42.8 million and approximately \$14.3 million in cash; and RoseGarden Monaco Holdings, L.L.C. that owns a 523-unit operating multi-family property, Monaco Towers in Jersey City, New Jersey, through the issuance of preferred limited partnership units of the Operating Partnership valued at \$9.1 million, approximately \$130.9 million in cash, and \$171.2 million in assumed debt. The results of these transactions increased the Company's interests in the joint ventures to 100 percent.

During the year ended December 31, 2017, the Company in separate transactions, sold its unconsolidated joint venture interests in: KPG-P 100 IMW JV, LLC, Keystone-Penn and Keystone-Tristate that own operating properties located in Philadelphia, Pennsylvania for an aggregate price of \$9.7 million; Elmajo Urban Renewal Associates, LLC and Estuary Urban Renewal Unit B, LLC that own operating multi-family properties located in Weehawken, New Jersey for \$5.1 million; the KPG-MCG Curtis joint venture that owns an operating property located in Philadelphia, Pennsylvania for \$102.5 million, which included the retirement of the Company's share in a mortgage payable of \$75 million; and terminated its joint venture agreement in RoseGarden Monaco, L.L.C. As a result, the Company recognized gain on sale of investments in unconsolidated joint ventures of \$23.1 million for the year.

## Development Activity

In 2015, the Company commenced development of a two-phase multi-family development of the CitySquare project in Worcester, Massachusetts. The first phase, with 237 units, is under construction with anticipated initial deliveries in the first quarter 2018. The second phase, with 128 units, started construction in the third quarter 2016 with anticipated initial deliveries in the third quarter 2018. Total development costs for both phases are estimated to be \$92.7 million with development costs of \$86.9 million incurred through December 31, 2017.

In 2015, the Company entered into a 90-percent owned consolidated joint venture with XS Port Imperial Hotel, LLC to form XS Hotel Urban Renewal Associates LLC, which is developing a 372-key hotel in Weehawken, New Jersey. The project, which is estimated to cost \$139.4 million (of which development costs of \$101.7 million incurred by the venture through December 31, 2017), is expected to be ready for occupancy by second quarter 2018.

In 2016, the Company commenced the repurposing of a former office property site located at 250 Johnson Road in Morris Plains, New Jersey into a 197-unit multi-family development project. The project, which is estimated to cost \$58.7 million (of which development costs of \$53.9 million have been incurred through December 31, 2017), is expected to be ready for occupancy by the first quarter 2018.

In 2016, the Company started construction of a 296-unit multi-family project known as Portside 5/6 in East Boston, Massachusetts. The project is expected to be ready for occupancy by second quarter 2018 and is estimated to cost \$111.4 million (of which development costs of \$101.3 million have been incurred through December 31, 2017).

The Company is developing a 295-unit multi-family project in Weehawken, New Jersey, which began construction in first quarter 2016. The project, known as Port Imperial South 11, which is expected to be ready for occupancy by second quarter 2018, is estimated to cost \$125 million (of which development costs of \$83.6 million have been incurred through December 31, 2017).

## Operations

Of the Company's core office markets, most have recently shown signs of rental rate improvement while the leased percentage has declined or stabilized. The percentage leased in the Company's consolidated portfolio of stabilized core operating commercial properties was 87.6 percent at December 31, 2017, as compared to 90.6 percent at December 31, 2016 and 89.1 percent at December 31, 2015 (after adjusting for properties identified as non-core at the time). Percentage leased includes all leases in effect as of the period end date, some of which have commencement dates in the future and leases that expire at the period end date. Leases that expired as of



square footage, respectively. With the positive rental rate results the Company has achieved in most of its markets recently, the Company believes that rental rates on new leases will generally be, on average, not lower than rates currently being paid. With the expirations of existing leases exceeding the amount of new leasing recently, the Company believes that the leased percentage in its office portfolio will continue to decline in 2018. Although the Company has recently achieved positive rental rate activity, primarily in its core markets, if the recent leasing results do not prove to be sustaining during 2018 and beyond and if the expirations continue to exceed new leasing, the Company will receive less revenue from the same space.

## FINANCING ACTIVITY

During the year ended December 31, 2017, the Company obtained new mortgage debt aggregating approximately \$401.3 million, collateralized by eight properties, with effective interest rates ranging from 3.74 percent to 4.48 percent. In addition, in April 2017, the Company assumed mortgage debt of \$170.4 million in connection with the consolidation of all the interests in Monaco Towers. On September 29, 2017, the Company retired mortgage debt of \$75 million pursuant to the sale of its equity interest in a joint venture. On January 8, 2018, the Company prepaid mortgage debt of approximately \$209 million that encumbered the Company's property at Harborside Plaza 5, for which it incurred costs of approximately \$8.4 million.

In January 2017, the Company closed on a renewal and extension of the Company's existing \$600 million unsecured revolving facility and a new \$325 million unsecured term loan. The \$600 million credit facility carries an interest rate equal to LIBOR plus 120 basis points and a facility fee of 25 basis points. The facility has a term of four years with two six-month extension options. The new \$325 million term loan can be drawn over time within 12 months of closing with no requirement to be drawn in full. The loan carries an interest rate equal to LIBOR plus 140 basis points and a ticking fee of 25 basis points on any undrawn balance during the first 12 months after closing. The term loan matures in three years with two one-year extension options. The interest rate on the revolving credit facility and new term loan and the facility fee on the revolving credit facility are subject to adjustment, on a sliding scale, based upon the operating partnership's unsecured debt ratings, or at the Company's option, based on a defined leverage ratio. On March 29, 2017, the Company executed interest rate swap arrangements to fix LIBOR with an aggregate average rate of 1.6473% for the swaps and a current aggregate fixed rate of 3.0473% on borrowings under the new term loan.

On February 27, 2017, the Company, Roseland Residential Trust ("RRT"), the Company's wholly-owned subsidiary through which the Company conducts its multi-family residential real estate operations, Roseland Residential, L.P. ("RRLP"), the operating partnership through which RRT conducts all of its operations, and certain other affiliates of the Company entered into an equity investment agreement (the "Investment Agreement") with Rockpoint Group, L.L.C. and certain of its affiliates (collectively, "Rockpoint"). The Investment Agreement provides for multiple equity investments by Rockpoint in RRLP from time to time for up to an aggregate of \$300 million of equity units of limited partnership interests of RRLP (the "Rockpoint Units"). The initial closing under the Investment Agreement occurred on March 10, 2017 for \$150 million of Rockpoint Units. Additional closings of Rockpoint Units to be issued and sold to Rockpoint pursuant to the Investment Agreement may occur from time to time in increments of not less than \$10 million per closing, with the balance of the full \$300 million by March 1, 2019. See further discussion in Note 14: Redeemable Noncontrolling Interests.

## AVAILABLE INFORMATION

The Company's internet website is [www.mack-cali.com](http://www.mack-cali.com). The Company makes available free of charge on or through its website the annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished by the General Partner or the Operating Partnership pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after it electronically files or furnishes such materials to the Securities and Exchange Commission. In addition, the Company's internet website includes other items related to corporate governance matters, including, among other things, the General Partner's corporate governance principles, charters of various committees of the Board of Directors of the General Partner and the General Partner's code of business conduct and ethics applicable to all employees, officers and directors. The General Partner intends to disclose on the Company's internet website any amendments to or waivers from its code of business conduct and ethics as well as any amendments to its corporate governance principles or the charters of various committees of the Board of Directors. Copies of these documents may be obtained, free of charge, from our internet website. Any shareholder also may obtain copies of these documents, free of charge, by sending a request in writing to: Mack-Cali Investor Relations Department, Harborside 3, 210 Hudson St., Ste. 400, Jersey City, NJ 07311.

## DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

We consider portions of this report, including the documents incorporated by reference, to be forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. We intend such forward-looking statements to be covered

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by the safe harbor provisions for forward-looking statements contained in Section 21E of such act. Such forward-looking statements relate to, without limitation, our future economic performance, plans and objectives for future operations and projections of revenue and other financial items. Forward-looking statements can be identified by the use of words such as "may," "will," "plan," "potential," "projected," "should," "expect," "anticipate," "estimate," "target," "continue" or comparable terminology. Forward-looking statements are inherently subject to risks and uncertainties, many of which we cannot predict with accuracy and some of which we might not even anticipate. Although we believe that the expectations reflected in such forward-looking statements are based upon reasonable assumptions at the time made, we can give no assurance that such expectations will be achieved. Future events and actual results, financial and otherwise, may differ materially from the results discussed in the forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements.

Among the factors about which we have made assumptions are:

- risks and uncertainties affecting the general economic climate and conditions, which in turn may have a negative effect on the fundamentals of our business and the financial condition of our tenants and residents;
- the value of our real estate assets, which may limit our ability to dispose of assets at attractive prices or obtain or maintain debt financing secured by our properties or on an unsecured basis;
- the extent of any tenant bankruptcies or of any early lease terminations;
- our ability to lease or re-lease space at current or anticipated rents;
- changes in the supply of and demand for our properties;
- changes in interest rate levels and volatility in the securities markets;
- our ability to complete construction and development activities on time and within budget, including without limitation obtaining regulatory permits and the availability and cost of materials, labor and equipment;
- forward-looking financial and operational information, including information relating to future development projects, potential acquisitions or dispositions, leasing activities, capitalization rates, and projected revenue and income;
- changes in operating costs;
- our ability to obtain adequate insurance, including coverage for terrorist acts;
- our credit worthiness and the availability of financing on attractive terms or at all, which may adversely impact our ability to pursue acquisition and development opportunities and refinance existing debt and our future interest expense;
- changes in governmental regulation, tax rates and similar matters; and
- other risks associated with the development and acquisition of properties, including risks that the development may not be completed on schedule, that the tenants or residents will not take occupancy or pay rent, or that development or operating costs may be greater than anticipated.

For further information on factors which could impact us and the statements contained herein, see Item 1A: Risk Factors. We assume no obligation to update and supplement forward-looking statements that become untrue because of subsequent events, new information or otherwise.

## ITEM 1A. RISK FACTORS

Our results from operations and ability to make distributions on our equity and debt service on our indebtedness may be affected by the risk factors set forth below. All investors should consider the following risk factors before deciding to purchase securities of the Company. The Company refers to itself as “we” or “our” in the following risk factors.

### **Adverse economic and geopolitical conditions in general and the Northeastern suburban office markets in particular could have a material adverse effect on our results of operations, financial condition and our ability to pay distributions to you.**

Our business may be affected by the continuing volatility in the financial and credit markets, the general global economic conditions, continuing high unemployment, and other market or economic challenges experienced by the U.S. economy or the real estate industry as a whole. Our business also may be adversely affected by local economic conditions, as substantially all of our revenues are derived from our properties located in the Northeast, particularly in New Jersey and New York. Because our portfolio currently consists primarily of office and office/flex buildings (as compared to a more diversified real estate portfolio) located in the Northeast, if economic conditions persist or deteriorate, then our results of operations, financial condition and ability to service current debt and to pay distributions to our shareholders may be adversely affected by the following, among other potential conditions:

- significant job losses in the financial and professional services industries may occur, which may decrease demand for our office space, causing market rental rates and property values to be negatively impacted;

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- our ability to borrow on terms and conditions that we find acceptable, or at all, may be limited, which could reduce our ability to pursue acquisition and development opportunities and refinance existing debt, reduce our returns from both our existing operations and our acquisition and development activities and increase our future interest expense;
- reduced values of our properties may limit our ability to dispose of assets at attractive prices or to obtain debt financing secured by our properties and may reduce the availability of unsecured loans;
- the value and liquidity of our short-term investments and cash deposits could be reduced as a result of a deterioration of the financial condition of the institutions that hold our cash deposits or the institutions or assets in which we have made short-term investments, the dislocation of the markets for our short-term investments, increased volatility in market rates for such investments or other factors;
- reduced liquidity in debt markets and increased credit risk premiums for certain market participants may impair our ability to access capital; and
- one or more lenders under our line of credit could refuse or be unable to fund their financing commitment to us and we may not be able to replace the financing commitment of any such lenders on favorable terms, or at all.

These conditions, which could have a material adverse effect on our results of operations, financial condition and ability to pay distributions, may continue or worsen in the future.

### **Our performance is subject to risks associated with the real estate industry.**

General: Our business and our ability to make distributions or payments to our investors depend on the ability of our properties to generate funds

in excess of operating expenses (including scheduled principal payments on debt and capital expenditures). Events or conditions that are beyond our control may adversely affect our operations and the value of our properties. Such events or conditions could include:

- changes in the general economic climate and conditions;
- changes in local conditions, such as an oversupply of office space, a reduction in demand for office space, or reductions in office market rental rates;
- an oversupply or reduced demand for multi-family apartments caused by a decline in household formation, decline in employment or otherwise;
- decreased attractiveness of our properties to tenants and residents;
- competition from other office and office/flex and multi-family properties;
- development by competitors of competing multi-family communities;
- unwillingness of tenants to pay rent increases;
- rent control or rent stabilization laws, or other housing laws and regulations that could prevent us from raising multi-family rents to offset increases in operating costs;
- our inability to provide adequate maintenance;
- increased operating costs, including insurance premiums, utilities and real estate taxes, due to inflation and other factors which may not necessarily be offset by increased rents;
- changes in laws and regulations (including tax, environmental, zoning and building codes, landlord/tenant and other housing laws and regulations) and agency or court interpretations of such laws and regulations and the related costs of compliance;
- changes in interest rate levels and the availability of financing;
- the inability of a significant number of tenants or residents to pay rent;
- our inability to rent office or multi-family rental space on favorable terms; and
- civil unrest, earthquakes, acts of terrorism and other natural disasters or acts of God that may result in uninsured losses.

*We may suffer adverse consequences if our revenues decline since our operating costs do not necessarily decline in proportion to our revenue:*

We earn a significant portion of our income from renting our properties. Our operating costs, however, do not necessarily fluctuate in relation to changes in our rental revenue. This means that our costs will not necessarily decline even if our revenues do. Our operating costs could also increase while our revenues do not. If our operating costs increase but our rental revenues do not, we may be forced to borrow to cover our costs and we may incur losses. Such losses may adversely affect our ability to make distributions or payments to our investors.

*Financially distressed tenants may be unable to pay rent:* If a tenant defaults, we may experience delays and incur substantial costs in enforcing our rights as landlord and protecting our investments. If a tenant files for bankruptcy, we cannot evict the tenant solely because of the bankruptcy and a potential court judgment rejecting and terminating such tenant's lease (which would subject all future unpaid rent to a statutory cap) could adversely affect our ability to make distributions or payments to our investors as we may be unable to

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replace the defaulting tenant with a new tenant at a comparable rental rate without incurring significant expenses or a reduction in rental income.

*Renewing leases or re-letting space could be costly:* If a tenant does not renew its lease upon expiration or terminates its lease early, we may not be able to re-lease the space on favorable terms or at all. If a tenant does renew its lease or we re-lease the space, the terms of the renewal or new lease, including the cost of required renovations or concessions to the tenant, may be less favorable than the current lease terms, which could adversely affect our ability to make distributions or payments to our investors.

*Adverse developments concerning some of our major tenants and industry concentrations could have a negative impact on our revenue:* We have tenants concentrated in various industries that may be experiencing adverse effects of current economic conditions. For instance, 17.6 percent of our revenue is derived from tenants in the Securities, Commodity Contracts and Other Financial industry, 11.6 percent from tenants in the Insurance Carriers and Related Activities industry and 10.0 percent from tenants in the Credit Intermediation and Related Activities industry. Our business could be adversely affected if any of these industries suffered a downturn and/or these tenants or any other tenants became insolvent, declared bankruptcy or otherwise refused to pay rent in a timely manner or at all.

*Our insurance coverage on our properties may be inadequate or our insurance providers may default on their obligations to pay claims:* We currently carry comprehensive insurance on all of our properties, including insurance for liability, fire and flood. We cannot guarantee that the limits of our current policies will be sufficient in the event of a catastrophe to our properties. We cannot guarantee that we will be able to renew or duplicate our current insurance coverage in adequate amounts or at reasonable prices. In addition, while our current insurance policies insure us against loss from terrorist acts and toxic mold, in the future, insurance companies may no longer offer coverage against these types of losses, or, if offered, these types of insurance may be prohibitively expensive. If any or all of the foregoing should occur, we may not have insurance coverage against certain types of losses and/or there may be decreases in the limits of insurance available. Should an uninsured loss or a loss in excess of our insured limits occur, we could lose all or a portion of the capital we have invested in a property or properties, as well as the anticipated future revenue from the property or properties. Nevertheless, we might remain obligated for any mortgage debt or other financial obligations related to the property or properties. We cannot guarantee that material losses in excess of insurance proceeds will not occur in the future. If any of our properties were to experience a catastrophic loss, it could seriously disrupt our operations, delay revenue and result in large expenses to repair or rebuild the property. Such events could adversely affect our ability to make distributions or payments to our investors. If one or more of our insurance providers were to fail to pay a claim as a result of insolvency, bankruptcy or otherwise, the nonpayment of such claims could have an adverse effect on our financial condition and results of operations. In addition, if one or more of our insurance providers were to become subject to insolvency, bankruptcy or other proceedings and our insurance policies with the provider were terminated or canceled as a result of those proceedings, we cannot guarantee that we would be able to find alternative coverage in adequate amounts or at reasonable prices. In such case,

we could experience a lapse in any or adequate insurance coverage with respect to one or more properties and be exposed to potential losses relating to any claims that may arise during such period of lapsed or inadequate coverage.

*Illiquidity of real estate limits our ability to act quickly:* Real estate investments are relatively illiquid. Such illiquidity may limit our ability to react quickly in response to changes in economic and other conditions. If we want to sell an investment, we might not be able to dispose of that investment in the time period we desire, and the sales price of that investment might not recoup or exceed the amount of our investment. The prohibition in the Internal Revenue Code of 1986, as amended (the “IRS Code”), and related regulations on a real estate investment trust holding property for sale also may restrict our ability to sell property. In addition, we acquired a significant number of our properties from individuals to whom the Operating Partnership issued Units as part of the purchase price. In connection with the acquisition of these properties, in order to preserve such individual’s income tax deferral, we contractually agreed not to sell or otherwise transfer the properties for a specified period of time, except in a manner which does not result in recognition of any built-in-gain (which may result in an income tax liability) or which reimburses the appropriate individuals for the income tax consequences of the recognition of such built-in-gains. These restrictions expired in February 2016. Upon the expiration of such restrictions we are generally required to use commercially reasonable efforts to prevent any sale, transfer or other disposition of the subject properties from resulting in the recognition of built-in gain to the appropriate individuals. 80 of our properties, with an aggregate carrying value of approximately \$1.0 billion, are subject to these conditions. The above limitations on our ability to sell our investments could adversely affect our ability to make distributions or payments to our investors.

*We may not be able to dispose of non-core office assets within our anticipated timeframe or at favorable prices:* The Company is considering that it may sell over time properties at total estimated sales proceeds of up to \$387 million. While we intend to dispose of these properties opportunistically over time, there can be no assurance that these dispositions will be completed during the three year period of our strategic initiative. In addition, market conditions will impact our ability to dispose of these properties, and there can be no assurance that we will be successful in disposing of these properties for their estimated sales prices. A failure to dispose of these properties for their estimated market values as planned could have a material adverse effect on our ability to finance our acquisition and development plans.

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*New acquisitions, including acquisitions of multi-family rental real estate, may fail to perform as expected and will subject us to additional new risks:* We intend to and may acquire new properties, primarily in the multi-family rental sector, assuming that we are able to obtain capital on favorable terms. Such newly acquired properties may not perform as expected and may subject us to unknown liability with respect to liabilities relating to such properties for clean-up of undisclosed environmental contamination or claims by tenants, residents, vendors or other persons against the former owners of the properties. Inaccurate assumptions regarding future rental or occupancy rates could result in overly optimistic estimates of future revenues. In addition, future operating expenses or the costs necessary to bring an acquired property up to standards established for its intended market position may be underestimated. The search for and process of acquiring such properties will also require a substantial amount of management’s time and attention. As our portfolio shifts from primarily commercial office properties to increasingly more multi-family rental properties we will face additional and new risks such as:

- shorter-term leases of one-year on average for multi-family rental communities, which allow residents to leave after the term of the lease without penalty;
- increased competition from other housing sources such as other multi-family rental communities, condominiums and single-family houses that are available for rent as well as for sale;
- dependency on the convenience and attractiveness of the communities or neighborhoods in which our multi-family rental properties are located and the quality of local schools and other amenities;
- dependency on the financial condition of Fannie Mae or Freddie Mac which provide a major source of financing to the multi-family rental sector; and
- compliance with housing and other new regulations.

*Americans with Disabilities Act compliance could be costly:* Under the Americans with Disabilities Act of 1990 (“ADA”), all public accommodations and commercial facilities must meet certain federal requirements related to access and use by disabled persons. Compliance with the ADA requirements could involve removal of structural barriers from certain disabled persons’ entrances. Other federal, state and local laws may require modifications to or restrict further renovations of our properties with respect to such accesses. Although we believe that our properties are substantially in compliance with present requirements, noncompliance with the ADA or related laws or regulations could result in the United States government imposing fines or private litigants being awarded damages against us. Such costs may adversely affect our ability to make distributions or payments to our investors.

*Environmental problems are possible and may be costly:* Various federal, state and local laws and regulations subject property owners or operators to liability for the costs of removal or remediation of certain hazardous or toxic substances located on or in the property. These laws often impose liability without regard to whether the owner or operator was responsible for or even knew of the presence of such substances. The presence of or failure to properly remediate hazardous or toxic substances (such as toxic mold, lead paint and asbestos) may adversely affect our ability to rent, sell or borrow against contaminated property and may impose liability upon us for personal injury to persons exposed to such substances. Various laws and regulations also impose liability on persons who arrange for the disposal or treatment of hazardous or toxic substances at another location for the costs of removal or remediation of such substances at the disposal or treatment facility. These laws often impose liability whether or not the person arranging for such disposal ever owned or operated the disposal facility. Certain other environmental laws and regulations impose liability on owners or operators of property for injuries relating to the release of asbestos-containing or other materials into the air, water or otherwise into the environment. As owners and operators of property and as potential arrangers for hazardous substance disposal, we may be liable under such laws and regulations for removal or remediation costs, governmental penalties, property damage, personal injuries and related expenses. Payment of such costs and expenses could adversely affect our ability to make distributions or payments to our investors.



*We face risks associated with property acquisitions:* We have acquired in the past, and our long-term strategy is to continue to pursue the acquisition of properties and portfolios of properties in New Jersey, New York and Pennsylvania and in the Northeast generally, and particularly residential properties, including large real estate portfolios that could increase our size and result in alterations to our capital structure. We may be competing for investment opportunities with entities that have greater financial resources. Several developers and real estate companies may compete with us in seeking properties for acquisition, land for development and prospective tenants. Such competition may adversely affect our ability to make distributions or payments to our investors by:

- reducing the number of suitable investment opportunities offered to us;
- increasing the bargaining power of property owners;
- interfering with our ability to attract and retain tenants;
- increasing vacancies which lowers market rental rates and limits our ability to negotiate rental rates; and/or
- adversely affecting our ability to minimize expenses of operation.

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Our acquisition activities and their success are subject to the following risks:

- adequate financing to complete acquisitions may not be available on favorable terms or at all as a result of the continuing volatility in the financial and credit markets;
- even if we enter into an acquisition agreement for a property, we may be unable to complete that acquisition and risk the loss of certain non-refundable deposits and incurring certain other acquisition-related costs;
- the actual costs of repositioning or redeveloping acquired properties may be greater than our estimates;
- any acquisition agreement will likely contain conditions to closing, including completion of due diligence investigations to our satisfaction or other conditions that are not within our control, which may not be satisfied; and
- we may be unable to quickly and efficiently integrate new acquisitions, particularly acquisitions of portfolios of properties, into our existing operations, and acquired properties may fail to perform as expected; which may adversely affect our results of operations and financial condition.

*Development of real estate, including the development of multi-family rental real estate could be costly:* As part of our operating strategy, we may acquire land for development or construct on owned land, under certain conditions. Included among the risks of the real estate development business are the following, which may adversely affect our ability to make distributions or payments to our investors:

- financing for development projects may not be available on favorable terms;
- long-term financing may not be available upon completion of construction;
- failure to complete construction and lease-up on schedule or within budget may increase debt service expense and construction and other costs; and
- failure to rent the development at all or at rent levels originally contemplated.

*Property ownership through joint ventures could subject us to the contrary business objectives of our co-venturers:* We, from time to time, invest in joint ventures or partnerships in which we do not hold a controlling interest in the assets underlying the entities in which we invest, including joint ventures in which (i) we own a direct interest in an entity which controls such assets, or (ii) we own a direct interest in an entity which owns indirect interests, through one or more intermediaries, of such assets. These investments involve risks that do not exist with properties in which we own a controlling interest with respect to the underlying assets, including the possibility that (i) our co-venturers or partners may, at any time, become insolvent or otherwise refuse to make capital contributions when due, (ii) we may be responsible to our co-venturers or partners for indemnifiable losses, (iii) we may become liable with respect to guarantees of payment or performance by the joint ventures, (iv) we may become subject to buy-sell arrangements which could cause us to sell our interests or acquire our co-venturer's or partner's interests in a joint venture, or (v) our co-venturers or partners may, at any time, have business, economic or other objectives that are inconsistent with our objectives. Because we lack a controlling interest, our co-venturers or partners may be in a position to take action contrary to our instructions or requests or contrary to our policies or objectives. While we seek protective rights against such contrary actions, there can be no assurance that we will be successful in procuring any such protective rights, or if procured, that the rights will be sufficient to fully protect us against contrary actions. Our organizational documents do not limit the amount of available funds that we may invest in joint ventures or partnerships. If the objectives of our co-venturers or partners are inconsistent with ours, it may adversely affect our ability to make distributions or payments to our investors.

**Our performance is subject to risks associated with repositioning a significant portion of the Company's portfolio from office to multi-family rental properties.**

*Repositioning the Company's office portfolio may result in impairment charges or less than expected returns on office properties:* There can be no assurance that the Company, as it seeks to reposition a portion of its portfolio from office to the multi-family rental sector will be able to sell office properties and purchase multi-family rental properties at prices that in the aggregate are profitable for the Company or are efficient use of its capital or that would not result in a reduction of the Company's cash flow. Because real estate investments are relatively illiquid, it also may be difficult for the Company to promptly sell its office properties that are held or may be designated for sale promptly or on favorable terms, which could have a material adverse effect on the Company's financial condition. In addition, as the Company identifies non-core office properties that may be held for sale or that it intends to hold for a shorter period of time than previously, it may determine that the carrying value of a property is not recoverable over the anticipated holding period of the property. As a result, the Company may incur impairment charges for certain of these properties to reduce their carrying values to the estimated fair market values. Moreover, as the Company seeks to reposition a portion of its portfolio from office to the multi-family rental sector, the Company may be subject to a Federal income tax on gain from sales of properties due to



limitations in the IRS Code and related regulations on a real estate investment trust's ability to sell properties. The Company intends to structure its property dispositions in a tax-efficient manner and avoid the prohibition in the IRS Code against a real estate investment trust holding properties for sale. There is no guaranty, however, that such dispositions can be achieved without the imposition of federal income tax on any gain recognized.

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*Unfavorable changes in market and economic conditions could adversely affect multi-family rental occupancy, rental rates, operating expenses, and the overall market value of our assets, including joint ventures. Local conditions that may adversely affect conditions in multi-family residential markets include the following:*

- plant closings, industry slowdowns and other factors that adversely affect the local economy;
- an oversupply of, or a reduced demand for, apartment units;
- a decline in household formation or employment or lack of employment growth;
- the inability or unwillingness of residents to pay rent increases;
- rent control or rent stabilization laws, or other laws regulating housing, that could prevent us from raising rents to offset increases in operating costs; and
- economic conditions that could cause an increase in our operating expenses, such as increases in property taxes, utilities, compensation of on-site associates and routine maintenance.

*Changes in applicable laws, or noncompliance with applicable laws, could adversely affect our operations or expose us to liability:* We must develop, construct and operate our communities in compliance with numerous federal, state and local laws and regulations, some of which may conflict with one another or be subject to limited judicial or regulatory interpretations. These laws and regulations may include zoning laws, building codes, landlord tenant laws and other laws generally applicable to business operations. Noncompliance with applicable laws could expose us to liability. Lower revenue growth or significant unanticipated expenditures may result from our need to comply with changes in (i) laws imposing remediation requirements and the potential liability for environmental conditions existing on properties or the restrictions on discharges or other conditions, (ii) rent control or rent stabilization laws or other residential landlord/tenant laws, or (iii) other governmental rules and regulations or enforcement policies affecting the development, use and operation of our communities, including changes to building codes and fire and life-safety codes.

*Failure to succeed in new markets, or with new brands and community formats, or in activities other than the development, ownership and operation of residential rental communities may have adverse consequences:* We are actively engaged in development and acquisition activity in new submarkets within our core, Northeast markets where we have owned and operated our historical portfolio of office properties. Our historical experience with properties in our core, Northeast markets in developing, owning and operating properties does not ensure that we will be able to operate successfully in the new multi-family submarkets. We will be exposed to a variety of risks in the multi-family submarkets, including:

- an inability to accurately evaluate local apartment market conditions;
- an inability to obtain land for development or to identify appropriate acquisition opportunities;
- an acquired property may fail to perform as we expected in analyzing our investment;
- our estimate of the costs of repositioning or developing an acquired property may prove inaccurate; and
- lack of familiarity with local governmental and permitting procedures.

### **Our real estate construction management activities are subject to risks particular to third-party construction projects.**

As we may perform fixed price construction services for third parties, we are subject to a variety of risks unique to these activities. If construction costs of a project exceed original estimates, such costs may have to be absorbed by us, thereby making the project less profitable than originally estimated, or possibly not profitable at all. In addition, a construction project may be delayed due to government or regulatory approvals, supply shortages, or other events and circumstances beyond our control, or the time required to complete a construction project may be greater than originally anticipated. If any such excess costs or project delays were to be material, such events may adversely affect our cash flow and liquidity and thereby impact our ability to make distributions or payments to our investors.

### **Debt financing could adversely affect our economic performance.**

*Scheduled debt payments and refinancing could adversely affect our financial condition:* We are subject to the risks normally associated with debt financing. These risks, including the following, may adversely affect our ability to make distributions or payments to our investors:

- our cash flow may be insufficient to meet required payments of principal and interest;
- payments of principal and interest on borrowings may leave us with insufficient cash resources to pay operating expenses;
- we may not be able to refinance indebtedness on our properties at maturity; and
- if refinanced, the terms of refinancing may not be as favorable as the original terms of the related indebtedness.

As of December 31, 2017, we had total outstanding indebtedness of \$2.8 billion comprised of \$569 million of senior unsecured notes, borrowings of \$672 million under unsecured term loans, outstanding borrowings of \$150 million under our unsecured revolving credit

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facility and approximately \$1.4 billion of mortgages, loans payable and other obligations. We may have to refinance the principal due on our current or future indebtedness at maturity, and we may not be able to do so.

If we are unable to refinance our indebtedness on acceptable terms, or at all, events or conditions that may adversely affect our ability to make distributions or payments to our investors include the following:

- we may need to dispose of one or more of our properties upon disadvantageous terms or adjust our capital expenditures in general or with respect to our strategy of acquiring multi-family residential properties and development opportunities in particular;
- prevailing interest rates or other factors at the time of refinancing could increase interest rates and, therefore, our interest expense;
- we may be subject to an event of default pursuant to covenants for our indebtedness;
- if we mortgage property to secure payment of indebtedness and are unable to meet mortgage payments, the mortgagee could foreclose upon such property or appoint a receiver to receive an assignment of our rents and leases; and
- foreclosures upon mortgaged property could create taxable income without accompanying cash proceeds and, therefore, hinder our ability to meet the real estate investment trust distribution requirements of the IRS Code.

*We are obligated to comply with financial covenants in our indebtedness that could restrict our range of operating activities:* The mortgages on our properties contain customary negative covenants, including limitations on our ability, without the prior consent of the lender, to further mortgage the property, to enter into new leases outside of stipulated guidelines or to materially modify existing leases. In addition, our unsecured revolving credit facility and term loans each contains customary requirements, including restrictions and other limitations on our ability to incur debt, debt to assets ratios, secured debt to total assets ratios, interest coverage ratios and minimum ratios of unencumbered assets to unsecured debt. The indentures under which our senior unsecured debt have been issued contain financial and operating covenants including coverage ratios and limitations on our ability to incur secured and unsecured debt. These covenants limit our flexibility in conducting our operations and create a risk of default on our indebtedness if we cannot continue to satisfy them. Some of our debt instruments are cross-collateralized and contain cross default provisions with other debt instruments. Due to this cross-collateralization, a failure or default with respect to certain debt instruments or properties could have an adverse impact on us or our properties that are subject to the cross-collateralization under the applicable debt instrument. Failure to comply with these covenants could cause a default under the agreements and, in certain circumstances, our lenders may be entitled to accelerate our debt obligations. Defaults under our debt agreements could materially and adversely affect our financial condition and results of operations.

*Rising interest rates may adversely affect our cash flow:* As of December 31, 2017, outstanding borrowings of approximately \$150 million under our unsecured revolving credit facility and approximately \$232 million of our mortgage indebtedness bear interest at variable rates. We may incur additional indebtedness in the future that bears interest at variable rates. Variable rate debt creates higher debt service requirements if market interest rates increase. Higher debt service requirements could adversely affect our ability to make distributions or payments to our investors and/or cause us to default under certain debt covenants.

*Our degree of leverage could adversely affect our cash flow:* We fund acquisition opportunities and development partially through short-term borrowings (including our unsecured revolving credit facility), as well as from proceeds from property sales and undistributed cash. We expect to refinance projects purchased with short-term debt either with long-term indebtedness or equity financing depending upon the economic conditions at the time of refinancing. The Board of Directors has a general policy of limiting the ratio of our indebtedness to total undepreciated assets (total debt as a percentage of total undepreciated assets) to 50 percent or less, although there is no limit in our organizational documents on the amount of indebtedness that we may incur. However, we have entered into certain financial agreements which contain financial and operating covenants that limit our ability under certain circumstances to incur additional secured and unsecured indebtedness. The Board of Directors could alter or eliminate its current policy on borrowing at any time at its discretion. If this policy were changed, we could become more highly leveraged, resulting in an increase in debt service that could adversely affect our cash flow and our ability to make distributions or payments to our investors and/or could cause an increased risk of default on our obligations.

*We are dependent on external sources of capital for future growth:* To qualify as a real estate investment trust under the IRS Code, the General Partner must distribute to its shareholders each year at least 90 percent of its net taxable income, excluding any net capital gain. Because of this distribution requirement, it is not likely that we will be able to fund all future capital needs, including for acquisitions and developments, from income from operations. Therefore, we will have to rely on third-party sources of capital, which may or may not be available on favorable terms or at all. Our access to third-party sources of capital depends on a number of things, including the market's perception of our growth potential and our current and potential future earnings. Moreover, additional equity offerings may result in substantial dilution of our shareholders' interests, and additional debt financing may substantially increase our leverage.

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*Adverse changes in our credit ratings could adversely affect our business and financial condition:* The credit ratings assigned to our senior unsecured notes by nationally recognized statistical rating organizations (the "NRSROs") are based on our operating performance, liquidity and leverage ratios, overall financial position and other factors employed by the NRSROs in their rating analyses of us. These ratings and similar ratings of us and any debt or preferred securities we may issue are subject to ongoing evaluation by the NRSROs, and we cannot assure you that any such ratings will not be changed by the NRSROs if, in their judgment, circumstances warrant. Our credit ratings can affect the amount of capital we can access, as well as the terms of any financings we may obtain. There can be no assurance that we will be able to maintain our current credit ratings, and in the event our current credit ratings are downgraded, we would likely incur higher borrowing costs and may encounter difficulty in obtaining additional financing. See "Item 7. Management's Discussion & Analysis of Financial Condition and Results of Operations - Executive Overview" for a discussion of the Company's current credit ratings."

## **Competition for skilled personnel could increase our labor costs.**

We compete with various other companies in attracting and retaining qualified and skilled personnel. We depend on our ability to attract and retain skilled management personnel who are responsible for the day-to-day operations of our company. Competitive pressures may require that we enhance our pay and benefits package to compete effectively for such personnel. We may not be able to offset such added costs by increasing the rates we charge our tenants. If there is an increase in these costs or if we fail to attract and retain qualified and skilled personnel, our business and operating results could be harmed.

## **We are dependent on our key personnel whose continued service is not guaranteed.**

We are dependent upon key personnel for strategic business direction and real estate experience, including our chief executive officer, chief financial officer, chief investment officer, general counsel, executive vice president of leasing, chairman of Roseland and president and chief operating officer of Roseland. While we believe that we could find replacements for these key personnel, loss of their services could adversely affect our operations. We do not have key man life insurance for our key personnel. In addition, as the Company seeks to reposition a portion of its portfolio from office to the multi-family rental sector, the Company may become increasingly dependent on non-executive personnel with residential development and leasing expertise to effectively execute the Company's long-term strategy.

## **Certain provisions of Maryland law and the General Partner's charter and bylaws could hinder, delay or prevent changes in control.**

Certain provisions of Maryland law and General Partner's charter and bylaws have the effect of discouraging, delaying or preventing transactions that involve an actual or threatened change in control. These provisions include the following:

*Classified Board of Directors:* The General Partner's Board of Directors was previously divided into three classes with staggered terms of office of three years each. At the 2015 annual meeting of stockholders, stockholders approved amendments to the General Partner's charter and bylaws to declassify its Board of Directors over a three year period from 2015 through 2017 such that each director whose term expired at the annual meeting of stockholders in 2015 through 2017 would be elected to hold office until the next annual meeting of stockholders following their election, instead of the third-succeeding annual meeting, and until their successors are elected and qualify. Effective at the 2017 annual meeting of stockholders, the General Partner's Board of Directors was fully declassified. However, Maryland law permits a board of directors to classify itself at any time, and the General Partner's Board of Directors has reserved the right to do so under Maryland law. The classification of the General Partner's Board of Directors would make it more difficult for a third party to gain control of the General Partner's Board of Directors. At least two annual meetings of stockholders, instead of one, generally would be required to affect a change in a majority of the General Partner's Board of Directors.

*Removal of Directors:* Under the General Partner's charter, subject to the rights of one or more classes or series of preferred stock to elect one or more directors, a director may be removed only for cause and only by the affirmative vote of at least two-thirds of all votes entitled to be cast by our stockholders generally in the election of directors. Neither the Maryland General Corporation Law nor the General Partner's charter define the term "cause." As a result, removal for "cause" is subject to Maryland common law and to judicial interpretation and review in the context of the facts and circumstances of any particular situation.

*Number of Directors, Board Vacancies, Terms of Office:* The General Partner has, in its bylaws, elected to be subject to certain provisions of Maryland law which vest in the Board of Directors the exclusive right to determine the number of directors and the exclusive right, by the affirmative vote of a majority of the remaining directors, even if the remaining directors do not constitute a quorum, to fill vacancies on the board. These provisions of Maryland law, which are applicable even if other provisions of Maryland law or the charter or bylaws provide to the contrary, also provide that any director elected to fill a vacancy shall hold office for the remainder of the full term of the class of directors in which the vacancy occurred, rather than the next annual meeting of stockholders as would otherwise be the case, and until his or her successor is elected and qualifies. The General Partner has, in its corporate governance principles, adopted a mandatory retirement age of 80 years old for directors.

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*Stockholder Requested Special Meetings:* The General Partner's bylaws provide that its stockholders have the right to call a special meeting only upon the written request of the stockholders entitled to cast not less than a majority of all the votes entitled to be cast by the stockholders at such meeting.

*Advance Notice Provisions for Stockholder Nominations and Proposals:* The General Partner's bylaws require advance written notice for stockholders to nominate persons for election as directors at, or to bring other business before, any meeting of stockholders. This bylaw provision limits the ability of stockholders to make nominations of persons for election as directors or to introduce other proposals unless we are notified in a timely manner prior to the meeting.

*Exclusive Authority of the Board to Amend the Bylaws:* The General Partner's bylaws provide that its Board of Directors has the exclusive power to adopt, alter or repeal any provision of the bylaws or to make new bylaws. Thus, its stockholders may not effect any changes to its bylaws.

*Preferred Stock:* Under the General Partner's charter, its Board of Directors has authority to issue preferred stock from time to time in one or more series and to establish the terms, preferences and rights of any such series of preferred stock, all without approval of its stockholders. As a result, its Board of Directors may establish a series of preferred stock that could delay or prevent a transaction or a change in control.

*Duties of Directors with Respect to Unsolicited Takeovers:* Maryland law provides protection for Maryland corporations against unsolicited takeovers by limiting, among other things, the duties of the directors in unsolicited takeover situations. The duties of directors of Maryland corporations do not require them to (a) accept, recommend or respond to any proposal by a person seeking to acquire control of the corporation,

(b) authorize the corporation to redeem any rights under, or modify or render inapplicable, any stockholders rights plan, (c) make a determination under the Maryland Business Combination Act or the Maryland Control Share Acquisition Act, or (d) act or fail to act solely because of the effect the act or failure to act may have on an acquisition or potential acquisition of control of the corporation or the amount or type of consideration that may be offered or paid to the stockholders in an acquisition. Maryland law also contains a statutory presumption that an act of a director of a Maryland corporation satisfies the applicable standards of conduct for directors under Maryland law.

**Ownership Limit:** In order to preserve the General Partner's status as a real estate investment trust under the IRS Code, its charter generally prohibits any single stockholder, or any group of affiliated stockholders, from beneficially owning more than 9.8 percent of its outstanding capital stock unless its Board of Directors waives or modifies this ownership limit.

**Maryland Business Combination Act:** The Maryland Business Combination Act provides that unless exempted, a Maryland corporation may not engage in certain business combinations, including mergers, consolidations, share exchanges or, in circumstances specified in the statute, asset transfers, issuances or reclassifications of shares of stock and other specified transactions, with an "interested stockholder" or an affiliate of an interested stockholder, for five years after the most recent date on which the interested stockholder became an interested stockholder, and thereafter unless specified criteria are met. An interested stockholder is generally a person owning or controlling, directly or indirectly, 10 percent or more of the voting power of the outstanding stock of the Maryland corporation. The General Partner's board of directors has exempted from this statute business combinations between the Company and certain affiliated individuals and entities. However, unless its board adopts other exemptions, the provisions of the Maryland Business Combination Act will be applicable to business combinations with other persons.

**Maryland Control Share Acquisition Act:** Maryland law provides that holders of "control shares" of a corporation acquired in a "control share acquisition" shall have no voting rights with respect to the control shares except to the extent approved by a vote of two-thirds of the votes eligible to cast on the matter under the Maryland Control Share Acquisition Act. "Control shares" means shares of stock that, if aggregated with all other shares of stock previously acquired by the acquirer, would entitle the acquirer to exercise voting power in electing directors within one of the following ranges of the voting power: one-tenth or more but less than one-third, one-third or more but less than a majority or a majority or more of all voting power. A "control share acquisition" means the acquisition of control shares, subject to certain exceptions.

If voting rights of control shares acquired in a control share acquisition are not approved at a stockholder's meeting, then subject to certain conditions and limitations, the issuer may redeem any or all of the control shares for fair value. If voting rights of such control shares are approved at a stockholder's meeting and the acquirer becomes entitled to vote a majority of the shares of stock entitled to vote, all other stockholders may exercise appraisal rights. The General Partner's bylaws contain a provision exempting from the Maryland Control Share Acquisition Act any acquisitions of shares by certain affiliated individuals and entities, any directors, officers or employees of the Company and any person approved by the board of directors prior to the acquisition by such person of control shares. Any control shares acquired in a control share acquisition which are not exempt under the foregoing provisions of our bylaws will be subject to the Maryland Control Share Acquisition Act.

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### **The enactment of significant new tax legislation, generally effective for tax years beginning after December 31, 2017, could have a material and adverse effect on us and the market price of our shares.**

A bill informally titled the Tax Cuts and Jobs Act and signed into law by the President on December 22, 2017 (the "Tax Reform Act") makes significant changes to the IRS Code, including changes that impact REITs and their shareholders, among others. In particular, the Tax Reform Act reduces the maximum corporate tax rate from 35% to 21%. In addition, for tax years beginning before January 1, 2026, the Tax Reform Act permits up to a 20% deduction for individuals, trusts, and estates with respect to their receipt of "qualified REIT dividends", which are dividends from a REIT that are not capital gain dividends and are not qualified dividend income. These changes generally result in an effective maximum U.S. federal income tax rate on such dividends of 29.6%, if the deduction is allowed in full. However, by reducing the corporate tax rate, it is possible that the Tax Reform Act will nevertheless reduce the relative attractiveness to investors (as compared with potential alternative investments) of the generally single level of taxation on REIT distributions. Although certain changes to the IRS Code are generally advantageous to REITs and their shareholders, the full ramifications of the Tax Reform Act remains unclear and will likely remain unclear for an indeterminate period of time. Key provisions of the Tax Reform Act that could impact us and the market price of our shares include:

- temporarily reducing individual U.S. federal income tax rates on ordinary income; the highest individual U.S. federal income tax rate is reduced from 39.6% to 37% (through tax years beginning before January 1, 2026), while eliminating miscellaneous itemized deductions and limiting state and local tax deductions;
- reducing the maximum corporate income tax rate from 35% to 21%, which reduces, but does not eliminate, the competitive advantage that REITs enjoy relative to non-REIT corporations;
- permitting (subject to certain limitations) a deduction for certain pass-through business income, including, as noted above, dividends received by our shareholders that are not designated by us as capital gain dividends or qualified dividend income, which will allow individuals, trusts, and estates to deduct up to 20% of such amounts, generally resulting in an effective maximum U.S. federal income tax rate of 29.6% on such dividends, if the deduction is allowed in full (through tax years beginning before January 1, 2026);
- reducing the highest rate of withholding with respect to our distributions to non-U.S. shareholders that are treated as attributable to gains from the sale or exchange of U.S. real property interests from 35% to 21%;
- limiting our deduction for net operating losses to 80% of taxable income (prior to the application of the dividends paid deduction), where taxable income is determined without regarding to the net operating loss deduction itself, and generally eliminating net operating loss carrybacks and allowing unused net operating losses to be carried forward indefinitely;
- amending the limitation on the deduction of net interest expense for all businesses, other than certain electing real estate businesses (which could adversely affect any of our taxable REIT subsidiaries (each, a "TRS"), including any new TRS that we may form);
- expanding the ability of businesses to deduct the cost of certain purchases of property in the year in which such property is



- purchased; and
- eliminating the corporate alternative minimum tax.

In addition to the foregoing, the Tax Reform Act may impact our tenants, the real estate market, and the overall economy, which may have an effect on us. It is not possible to state with certainty at this time the effect of the Tax Reform Act on us and on an investment in our shares.

#### **Consequences of the General Partner's failure to qualify as a real estate investment trust could adversely affect our financial condition.**

*Failure to maintain ownership limits could cause the General Partner to lose its qualification as a real estate investment trust:* In order for the General Partner to maintain its qualification as a real estate investment trust under the IRS Code, not more than 50 percent in value of its outstanding stock may be actually and/or constructively owned by five or fewer individuals (as defined in the IRS Code to include certain entities). The General Partner has limited the ownership of its outstanding shares of common stock by any single stockholder to 9.8 percent of the outstanding shares of its common stock. Its Board of Directors could waive this restriction if it was satisfied, based upon the advice of tax counsel or otherwise, that such action would be in the best interests of the General Partner and its stockholders and would not affect its qualification as a real estate investment trust under the IRS Code. Common stock acquired or transferred in breach of the limitation may be redeemed by us for the lesser of the price paid and the average closing price for the 10 trading days immediately preceding redemption or sold at the direction of the General Partner. The General Partner may elect to redeem such shares of common stock for Units, which are nontransferable except in very limited circumstances. Any transfer of shares of common stock which, as a result of such transfer, causes the General Partner to be in violation of any ownership limit, will be deemed void. Although the General Partner currently intends to continue to operate in a manner which will enable it to continue to qualify as a real estate investment trust under the IRS Code, it is possible that future economic, market, legal, tax or other considerations may cause its Board of Directors to revoke the election for the General Partner's to qualify as a real estate investment trust. Under the General Partner's organizational documents, its Board of Directors can make such revocation without the consent of its stockholders.

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In addition, the consent of the holders of at least 85 percent of the Operating Partnership's partnership units is required: (i) to merge (or permit the merger of) the Operating Partnership with another unrelated person, pursuant to a transaction in which the Operating Partnership is not the surviving entity; (ii) to dissolve, liquidate or wind up the Operating Partnership; or (iii) to convey or otherwise transfer all or substantially all of the Operating Partnership's assets. As of February 16, 2018, the General Partner, owns approximately 89.8 percent of the Operating Partnership's outstanding common partnership units.

*Tax liabilities as a consequence of failure to qualify as a real estate investment trust:* The General Partner has elected to be treated and have operated so as to qualify as a real estate investment trust for federal income tax purposes since the General Partner's taxable year ended December 31, 1994. Although the General Partner believes it will continue to operate in such manner, it cannot guarantee that it will do so. Qualification as a real estate investment trust involves the satisfaction of various requirements (some on an annual and some on a quarterly basis) established under highly technical and complex tax provisions of the IRS Code. Because few judicial or administrative interpretations of such provisions exist and qualification determinations are fact sensitive, the General Partner cannot assure you that it will qualify as a real estate investment trust for any taxable year.

If the General Partner fails to qualify as a real estate investment trust in any taxable year, it will be subject to the following:

- it will not be allowed a deduction for dividends paid to shareholders;
- it will be subject to federal income tax at regular corporate rates, including any alternative minimum tax, if applicable; and
- unless it is entitled to relief under certain statutory provisions, it will not be permitted to qualify as a real estate investment trust for the four taxable years following the year during which was disqualified.

A loss the General Partner's status as a real estate investment trust could have an adverse effect on us. Failure to qualify as a real estate investment trust also would eliminate the requirement that the General Partner pay dividends to its stockholders. In addition, any such dividends that the General Partner does pay to its stockholders would not constitute qualified REIT dividends and would accordingly not qualify for a deduction of up to 20 percent.

*Other tax liabilities:* Even if the General Partner qualifies as a real estate investment trust under the IRS Code, its subject to certain federal, state and local taxes on our income and property and, in some circumstances, certain other state and local taxes. From time to time changes in state and local tax laws or regulations are enacted, which may result in an increase in our tax liability. A shortfall in tax revenues for states and municipalities in which we operate may lead to an increase in the frequency and amount of such increase. These actions could adversely affect our financial condition and results of operations. In addition, our taxable REIT subsidiaries will be subject to federal, state and local income tax for income received in connection with certain non-customary services performed for tenants and/or third parties.

*Risk of changes in the tax law applicable to real estate investment trusts:* Since the Internal Revenue Service, the United States Treasury Department and Congress frequently review federal income tax legislation, we cannot predict whether, when or to what extent new federal tax laws, regulations, interpretations or rulings will be adopted. Any such legislative action may prospectively or retroactively modify our tax treatment and, therefore, may adversely affect taxation of us, and/or our investors.

#### **Security breaches and other disruptions could compromise our information and expose us to liability, which would cause our business and reputation to suffer.**

In the ordinary course of our business, we collect and store sensitive data, including intellectual property, our proprietary business information and



that of our tenants and business partners, including personally identifiable information of our tenants and employees, in our data centers and on our networks. Despite our security measures, our information technology and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance or other disruptions. Any such breach could compromise our networks and the information stored there could be accessed, publicly disclosed, lost or stolen. Any such access, disclosure or other loss of information could result in legal claims or proceedings, liability under laws that protect the privacy of personal information, disrupt our operations, and damage our reputation, which could adversely affect our business.

**We face possible risks associated with the physical effects of climate change.**

We cannot predict with certainty whether climate change is occurring and, if so, at what rate. However, the physical effects of climate change could have a material adverse effect on our properties, operations and business. For example, many of our properties are located along the East coast, particularly those in New Jersey, New York and Connecticut. To the extent climate change causes changes in weather patterns, our markets could experience increases in storm intensity and rising sea-levels. Over time, these conditions could result in declining demand for office space in our buildings or the inability of us to operate the buildings at all. Climate change may also have indirect effects on our business by increasing the cost of (or making unavailable) property insurance on terms we find acceptable, increasing the cost of energy and increasing the cost of snow removal or related costs at our properties. Proposed legislation to address climate change could increase utility and other costs of operating our properties which, if not offset by rising rental income,

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would reduce our net income. There can be no assurance that climate change will not have a material adverse effect on our properties, operations or business.

**Changes in market conditions could adversely affect the market price of the General Partner’s common stock.**

As with other publicly traded equity securities, the value of the General Partner’s common stock depends on various market conditions, which may change from time to time. The market price of the General Partner’s common stock could change in ways that may or may not be related to our business, the General Partner’s industry or our operating performance and financial condition. Among the market conditions that may affect the value of the General Partner’s common stock are the following:

- the extent of your interest in us;
- the general reputation of REITs and the attractiveness of the General Partner’s equity securities in comparison to other equity securities, including securities issued by other real estate-based companies;
- our financial performance; and
- general stock and bond market conditions.

The market value of the General Partner’s common stock is based primarily upon the market’s perception of our growth potential and our current and potential future earnings and cash dividends. Consequently, the General Partner’s common stock may trade at prices that are higher or lower than its net asset value per share of common stock.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

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**ITEM 2. PROPERTIES**

**PROPERTY LIST**

As of December 31, 2017, the Company’s Consolidated Properties consisted of 132 in-service commercial office and flex properties, as well as 10 multi-family properties. The Consolidated Properties are located primarily in the Northeast. The Consolidated Properties are easily accessible from major thoroughfares and are in close proximity to numerous amenities. The Consolidated Properties contain a total of approximately 17.1 million square feet of commercial space and 2,551 apartments with the individual commercial properties ranging from 6,216 to 1,246,283 square feet. The Consolidated Properties, managed by on-site employees, generally have attractively landscaped sites and atriums in addition to quality design and construction. The Company’s commercial tenants include many service sector employers, including a large number of professional firms and national and international businesses. The Company believes that all of its properties are well-maintained and do not require significant capital improvements.

**Office Properties**

Year	Net Rentable Area	Percentage Leased as of 12/31/17	2017 Base Rent (\$000’s)	Percentage of Total 2017	2017 Average Base Rent Per Sq. Ft.	2017 Average Effective Rent Per Sq. Ft.
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<u>Property Location</u>	<u>Built</u>	<u>(Sq. Ft.)</u>	<u>(%) (a)</u>	<u>(b) (c)</u>	<u>Base Rent (%)</u>	<u>(\$ (c) (d)</u>	<u>(\$ (c) (e)</u>
<b>NEW JERSEY</b>							
<b>BERGEN COUNTY</b>							
<b>Fort Lee</b>							
One Bridge Plaza	1981	200,000	84.2%	4,546	1.00	27.00	24.12
2115 Linwood Avenue	1981	68,000	87.4%	1,492	0.33	25.11	19.74
<b>Paramus</b>							
650 From Road	1978	348,510	75.6%	5,868	1.29	22.29	19.64
<b>ESSEX COUNTY</b>							
<b>Borough of Roseland</b>							
75 Livingston Avenue	1985	94,221	69.4%	1,346	0.29	20.60	16.40
<b>Short Hills</b>							
150 J.F. Kennedy Parkway	1980	247,476	84.8%	7,178	1.57	34.21	26.93
51 J.F. Kennedy Parkway (g)	1988	260,741	98.0%	11,047	2.42	52.43	47.00
101 J.F. Kennedy Parkway (g)	1981	197,196	100.0%	6,780	1.49	41.69	37.80
103 J.F. Kennedy Parkway (g)	1981	123,000	100.0%	4,194	0.92	41.35	35.87
<b>HUDSON COUNTY</b>							
<b>Hoboken</b>							
111 River Street	2002	566,215	90.4%	26,336	5.77	51.47	49.40
<b>Jersey City</b>							
Harborside Plaza 1	1983	400,000	49.4%	11,211	2.46	56.74	51.13
Harborside Plaza 2	1990	761,200	68.1%	16,704	3.66	32.22	27.18
Harborside Plaza 3 (c)	1990	725,600	84.9%	22,615	4.96	36.71	32.67
Harborside Plaza 4-A	2000	207,670	98.6%	6,689	1.47	32.65	27.00
Harborside Plaza 5	2002	977,225	93.8%	35,308	7.74	38.52	34.17
101 Hudson Street	1992	1,246,283	100.0%	39,183	8.59	31.44	27.33

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**Office Properties**  
*(Continued)*

<u>Property Location</u>	<u>Year Built</u>	<u>Net Rentable Area (Sq. Ft.)</u>	<u>Percentage Leased as of 12/31/17 (%) (a)</u>	<u>2017 Base Rent (\$000's) (b) (c)</u>	<u>Percentage of Total 2017 Base Rent (%)</u>	<u>2017 Average Base Rent Per Sq. Ft. (\$ (c) (d)</u>	<u>2017 Average Effective Rent Per Sq. Ft. (\$ (c) (e)</u>
<b>MERCER COUNTY</b>							
<b>Hamilton Township</b>							
3 AAA Drive	1981	35,270	62.2%	781	0.17	35.61	29.50
600 Horizon Drive	2002	95,000	100.0%	1,151	0.25	12.12	9.37
700 Horizon Drive	2007	120,000	100.0%	2,537	0.56	21.14	18.80
2 South Gold Drive	1974	33,962	72.0%	591	0.13	24.16	20.85
<b>Princeton</b>							
100 Overlook Center	1988	149,600	89.6%	3,872	0.85	28.89	25.21
5 Vaughn Drive	1987	98,500	48.2%	1,443	0.32	30.38	25.96
<b>MIDDLESEX COUNTY</b>							
<b>Edison</b>							
333 Thornall Street	1984	196,128	96.2%	5,622	1.23	29.81	26.80
343 Thornall Street	1991	195,709	97.5%	6,070	1.33	31.82	27.17
<b>Iselin</b>							
101 Wood Avenue South	1990	262,841	100.0%	8,499	1.86	32.34	28.73
<b>Plainsboro</b>							
500 College Road East (f)(h)	1984	158,235	76.1%	2,538	0.56	21.08	17.40
<b>Woodbridge</b>							
581 Main Street	1991	200,000	51.3%	2,752	0.60	26.84	22.98
<b>MONMOUTH COUNTY</b>							
<b>Holmdel</b>							
23 Main Street	1977	350,000	100.0%	4,536	0.99	12.96	9.68
<b>Middletown</b>							

One River Centre Bldg 1	1983	122,594	95.4%	2,969	0.65	25.38	21.81
One River Centre Bldg 2	1983	120,360	100.0%	2,959	0.65	24.58	20.26
One River Centre Bldg 3 and 4	1984	214,518	56.0%	3,488	0.75	29.04	26.07
<b>Neptune</b>							
3600 Route 66	1989	180,000	100.0%	4,365	0.96	24.25	18.83
<b>Red Bank</b>							
100 Schultz Drive (g)	1989	100,000	57.4%	1,350	0.30	24.20	18.19
200 Schultz Drive (g)	1988	102,018	53.9%	1,356	0.30	25.36	20.28
<b>Wall Township</b>							
1305 Campus Parkway	1988	23,350	92.4%	503	0.11	23.33	19.76
1350 Campus Parkway	1990	79,747	99.9%	943	0.21	11.84	11.75

#### MORRIS COUNTY

##### Florham Park

325 Columbia Turnpike	1987	168,144	99.3%	3,688	0.81	22.08	18.14
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##### Madison

1 Giralda Farms (g)	1982	154,417	100.0%	4,045	0.89	31.77	27.96
7 Giralda Farms (g)	1997	236,674	62.6%	3,569	0.78	29.21	25.19

##### Morris Plains

201 Littleton Road	1979	88,369	43.6%	843	0.18	21.86	17.08
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##### Parsippany

4 Campus Drive	1983	147,475	84.3%	2,533	0.55	20.38	16.20
6 Campus Drive	1983	148,291	81.1%	2,903	0.64	24.13	20.33
7 Campus Drive	1982	154,395	95.0%	3,197	0.70	21.81	18.64
8 Campus Drive	1987	215,265	75.7%	3,906	0.86	23.96	19.32
9 Campus Drive	1983	156,495	87.8%	2,765	0.61	20.12	15.84
2 Dryden Way	1990	6,216	100.0%	99	0.02	15.93	14.64
4 Gatehall Drive	1988	248,480	78.7%	5,882	1.29	30.09	26.06

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#### Office Properties

(Continued)

Property Location	Year Built	Net Rentable Area (Sq. Ft.)	Percentage Leased as of 12/31/17 (%) (a)	2017 Base Rent (\$000's) (b) (c)	Percentage of Total 2017 Base Rent (%)	2017 Average Base Rent Per Sq. Ft. (\$) (c) (d)	2017 Average Effective Rent Per Sq. Ft. (\$) (c) (e)
2 Hilton Court	1991	181,592	100.0%	6,525	1.43	35.93	32.84
1 Sylvan Way	1989	150,557	81.7%	3,608	0.79	29.35	26.35
5 Sylvan Way	1989	151,383	94.2%	3,684	0.81	25.84	22.76
7 Sylvan Way (c)	1987	145,983	70.8%	1,415	0.31	13.70	10.33
20 Waterview Boulevard (h)	1988	225,550	73.8%	3,442	0.75	20.69	17.33
35 Waterview Boulevard (h)	1990	172,498	93.2%	4,295	0.94	26.70	24.46
5 Wood Hollow Road	1979	317,040	100.0%	6,148	1.35	19.39	15.06

#### SOMERSET COUNTY

##### Bridgewater

721 Route 202/206 (h)	1989	192,741	7.5%	1,644	0.36	113.69	94.88
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<b>Total New Jersey Office</b>		<b>12,522,734</b>	<b>84.4% (k)</b>	<b>323,013</b>	<b>70.81</b>	<b>31.15</b>	<b>27.14</b>
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#### NEW YORK

#### WESTCHESTER COUNTY

##### Elmsford

100 Clearbrook Road (c)	1975	60,000	79.3%	836	0.18	17.57	16.63
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##### Hawthorne

1 Skyline Drive	1980	20,400	99.0%	404	0.09	20.00	19.55
2 Skyline Drive	1987	30,000	100.0%	542	0.12	18.07	13.80
7 Skyline Drive	1987	109,000	83.6%	2,436	0.53	26.74	22.67
17 Skyline Drive (f)	1989	85,000	100.0%	1,933	0.42	22.74	22.29

##### White Plains

1 Barker Avenue	1975	68,000	87.2%	1,563	0.34	26.36	22.09
3 Barker Avenue	1983	65,300	70.9%	1,193	0.26	25.77	23.27
50 Main Street	1985	309,000	75.5%	7,506	1.66	32.17	27.33

11 Martine Avenue	1987	180,000	65.8%	3,837	0.84	32.37	25.72
<b>Yonkers</b>							
1 Executive Boulevard	1982	112,000	76.9%	2,275	0.50	26.40	23.96
3 Executive Boulevard	1987	58,000	93.1%	1,461	0.32	27.07	24.53
<b>Total New York Office</b>		<b>1,096,700</b>	<b>79.5% (k)</b>	<b>23,986</b>	<b>5.26</b>	<b>27.52</b>	<b>23.82</b>
<b>TOTAL OFFICE PROPERTIES</b>		<b>13,619,434</b>	<b>84.0% (k)</b>	<b>346,999</b>	<b>76.07</b>	<b>30.88</b>	<b>26.89</b>

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**Office/Flex Properties**

<u>Property Location</u>	<u>Year Built</u>	<u>Net Rentable Area (Sq. Ft.)</u>	<u>Percentage Leased as of 12/31/17 (%) (a)</u>	<u>2017 Base Rent (\$000's) (b) (c)</u>	<u>Percentage of Total 2017 Base Rent (%)</u>	<u>2017 Average Base Rent Per Sq. Ft. (\$) (c) (d)</u>	<u>2017 Average Effective Rent Per Sq. Ft. (\$) (c) (e)</u>
<b>NEW JERSEY</b>							
<b>MERCER COUNTY</b>							
<b>Hamilton Township</b>							
100 Horizon Center Boulevard	1989	13,275	100.0%	149	0.03	11.22	7.23
200 Horizon Drive	1991	45,770	85.3%	624	0.14	15.98	14.16
300 Horizon Drive	1989	69,780	95.7%	910	0.20	13.62	10.51
500 Horizon Drive	1990	41,205	71.4%	426	0.09	14.48	12.17
<b>MONMOUTH COUNTY</b>							
<b>Wall Township</b>							
1325 Campus Parkway	1988	35,000	100.0%	612	0.14	17.49	14.54
1340 Campus Parkway	1992	72,502	83.5%	928	0.20	15.34	13.30
1345 Campus Parkway	1995	76,300	77.1%	815	0.18	13.86	12.96
1433 Highway 34	1985	69,020	94.1%	719	0.16	11.07	8.30
1320 Wyckoff Avenue	1986	20,336	100.0%	239	0.05	11.75	10.18
1324 Wyckoff Avenue	1987	21,168	92.7%	188	0.04	9.58	7.29
<b>Total New Jersey Office/Flex</b>		<b>464,356</b>	<b>87.8%</b>	<b>5,610</b>	<b>1.23</b>	<b>13.76</b>	<b>11.46</b>

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**Office/Flex Properties**

(Continued)

<u>Property Location</u>	<u>Year Built</u>	<u>Net Rentable Area (Sq. Ft.)</u>	<u>Percentage Leased as of 12/31/17 (%) (a)</u>	<u>2017 Base Rent (\$000's) (b) (c)</u>	<u>Percentage of Total 2017 Base Rent (%)</u>	<u>2017 Average Base Rent Per Sq. Ft. (\$) (c) (d)</u>	<u>2017 Average Effective Rent Per Sq. Ft. (\$) (c) (e)</u>
<b>NEW YORK</b>							
<b>WESTCHESTER COUNTY</b>							
<b>Elmsford</b>							
11 Clearbrook Road	1974	31,800	100.0%	510	0.11	16.04	14.59
75 Clearbrook Road	1990	32,720	100.0%	463	0.10	14.15	14.15
125 Clearbrook Road	2002	33,000	100.0%	611	0.13	18.52	13.55
150 Clearbrook Road	1975	74,900	100.0%	874	0.19	11.67	10.29
175 Clearbrook Road	1973	98,900	94.5%	1,586	0.35	16.97	15.45
200 Clearbrook Road	1974	94,000	99.8%	1,317	0.29	14.03	12.83
250 Clearbrook Road	1973	155,000	97.1%	1,564	0.34	10.39	8.94
50 Executive Boulevard	1969	45,200	28.9%	142	0.03	10.85	8.10
77 Executive Boulevard	1977	13,000	100.0%	254	0.06	19.54	18.38
85 Executive Boulevard	1968	31,000	31.2%	177	0.04	18.32	8.38
300 Executive Boulevard	1970	60,000	77.2%	697	0.15	15.05	13.76
350 Executive Boulevard	1970	15,400	99.4%	230	0.05	15.03	12.81

399 Executive Boulevard	1962	80,000	100.0%	1,137	0.25	14.21	13.64
400 Executive Boulevard	1970	42,200	100.0%	558	0.12	13.22	10.02
500 Executive Boulevard	1970	41,600	88.3%	699	0.15	19.03	17.26
525 Executive Boulevard	1972	61,700	97.9%	1,175	0.26	19.46	17.19
1 Westchester Plaza	1967	25,000	100.0%	379	0.08	15.16	14.80
2 Westchester Plaza	1968	25,000	96.1%	401	0.09	16.70	13.12
3 Westchester Plaza	1969	93,500	100.0%	1,570	0.35	16.79	14.74
4 Westchester Plaza	1969	44,700	100.0%	742	0.16	16.60	13.51
5 Westchester Plaza	1969	20,000	100.0%	324	0.07	16.20	13.80
6 Westchester Plaza	1968	20,000	87.8%	274	0.06	15.60	13.95
7 Westchester Plaza	1972	46,200	100.0%	830	0.18	17.97	16.00
8 Westchester Plaza	1971	67,200	96.6%	1,195	0.26	18.40	15.31
<b>Hawthorne</b>							
200 Saw Mill River Road	1965	51,100	84.7%	703	0.15	16.24	14.00
4 Skyline Drive	1987	80,600	100.0%	1,377	0.30	17.08	14.11
5 Skyline Drive	1980	124,022	99.8%	1,780	0.39	14.38	12.67
6 Skyline Drive	1980	44,155	100.0%	796	0.17	18.03	14.88
8 Skyline Drive	1985	50,000	19.6%	318	0.07	32.45	26.53
10 Skyline Drive	1985	20,000	100.0%	334	0.07	16.70	14.90
11 Skyline Drive (f)	1989	45,000	100.0%	1,001	0.22	22.24	21.38
12 Skyline Drive (f)	1999	46,850	85.1%	638	0.14	16.01	14.00
15 Skyline Drive (f)	1989	55,000	68.0%	840	0.19	22.47	19.37
<b>Yonkers</b>							
100 Corporate Boulevard	1987	78,000	98.3%	1,817	0.40	23.70	22.56
200 Corporate Boulevard South	1990	84,000	86.0%	1,297	0.28	17.96	15.31
4 Executive Plaza	1986	80,000	100.0%	1,658	0.36	20.73	17.71
6 Executive Plaza	1987	80,000	100.0%	1,720	0.38	21.50	19.49
1 Odell Plaza	1980	106,000	94.3%	1,721	0.38	17.21	15.34
3 Odell Plaza	1984	71,065	100.0%	1,781	0.39	25.06	22.95

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**Office/Flex Properties (continued)  
and Industrial/Warehouse, Retail Properties, and Land Leases**

<u>Property Location</u>	<u>Year Built</u>	<u>Net Rentable Area (Sq. Ft.)</u>	<u>Percentage Leased as of 12/31/17 (%) (a)</u>	<u>2017 Base Rent (\$000's) (b) (c)</u>	<u>Percentage of Total 2017 Base Rent (%)</u>	<u>2017 Average Base Rent Per Sq. Ft. (\$) (c) (d)</u>	<u>2017 Average Effective Rent Per Sq. Ft. (\$) (c) (e)</u>
5 Odell Plaza	1983	38,400	99.6%	662	0.16	17.30	16.12
7 Odell Plaza	1984	42,600	100.0%	728	0.16	17.09	14.11
<b>Total New York Office/Flex</b>		<b>2,348,812</b>	<b>92.3%</b>	<b>36,880</b>	<b>8.08</b>	<b>17.01</b>	<b>14.98</b>
<b>CONNECTICUT</b>							
<b>FAIRFIELD COUNTY</b>							
<b>Stamford</b>							
419 West Avenue	1986	88,000	100.0%	1,592	0.35	18.09	16.76
500 West Avenue	1988	25,000	100.0%	494	0.11	19.76	15.84
550 West Avenue	1990	54,000	13.0%	369	0.08	52.71	48.86
600 West Avenue	1999	66,000	100.0%	248	0.05	3.76	3.47
650 West Avenue	1998	40,000	100.0%	689	0.15	17.23	14.90
<b>Total Connecticut Office/Flex</b>		<b>273,000</b>	<b>82.8%</b>	<b>3,392</b>	<b>0.74</b>	<b>15.01</b>	<b>13.44</b>
<b>TOTAL OFFICE/FLEX PROPERTIES</b>		<b>3,086,168</b>	<b>90.8%</b>	<b>45,882</b>	<b>10.05</b>	<b>16.38</b>	<b>14.34</b>
<b>NEW YORK</b>							
<b>WESTCHESTER COUNTY</b>							
<b>Elmsford</b>							
1 Warehouse Lane (f)	1957	6,600	100.0%	113	0.02	17.12	16.06
2 Warehouse Lane (f)	1957	10,900	100.0%	163	0.04	14.95	13.76
3 Warehouse Lane (f)	1957	77,200	100.0%	432	0.10	5.60	5.39



4 Warehouse Lane (f)	1957	195,500	97.0%	2,232	0.49	11.77	10.28
5 Warehouse Lane (f)	1957	75,100	97.1%	970	0.21	13.30	12.29
6 Warehouse Lane (f)	1982	22,100	100.0%	555	0.12	25.11	24.43
<b>Total Industrial/Warehouse Properties</b>		<b>387,400</b>	<b>97.9%</b>	<b>4,465</b>	<b>0.98</b>	<b>11.77</b>	<b>10.70</b>
<b>NEW JERSEY</b>							
<b>HUDSON COUNTY</b>							
<b>Weehawken</b>							
100 Avenue at Port Imperial	2016	8,400	100.0%	227	0.05	27.02	25.71
500 Avenue at Port Imperial	2013	16,736	55.8%	359	0.08	38.46	36.21
<b>Total New Jersey Retail Properties</b>		<b>25,136</b>	<b>70.6%</b>	<b>586</b>	<b>0.13</b>	<b>33.04</b>	<b>31.24</b>
<b>NEW YORK</b>							
<b>WESTCHESTER COUNTY</b>							
<b>Tarrytown</b>							
230 White Plains Road (h)	1984	9,300	100.0%	335	0.07	36.02	33.66
<b>Yonkers</b>							
2 Executive Boulevard	1986	8,000	100.0%	305	0.07	38.13	37.63
<b>Total New York Retail Properties</b>		<b>17,300</b>	<b>100.0% (k)</b>	<b>640</b>	<b>0.14</b>	<b>36.99</b>	<b>35.49</b>
<b>Total Retail Properties</b>		<b>42,436</b>	<b>82.6%</b>	<b>1,226</b>	<b>0.27</b>	<b>34.99</b>	<b>33.34</b>

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**Land Leases**
*(continued)*

<u>Property Location</u>	<u>Year Built</u>	<u>Net Rentable Area (Sq. Ft.)</u>	<u>Percentage Leased as of 12/31/17 (%) (a)</u>	<u>2017 Base Rent (\$000's) (b) (c)</u>	<u>Percentage of Total 2017 Base Rent (%)</u>	<u>2017 Average Base Rent Per Sq. Ft. (\$) (c) (d)</u>	<u>2017 Average Effective Rent Per Sq. Ft. (\$) (c) (e)</u>
<b>NEW JERSEY</b>							
<b>MORRIS COUNTY</b>							
<b>Hanover</b>							
Wegmans Land Lease	—	—	—	1,711	0.38	—	—
<b>Total Land Leases</b>		<b>—</b>	<b>—</b>	<b>1,711</b>	<b>0.38</b>	<b>—</b>	<b>—</b>
<b>TOTAL COMMERCIAL PROPERTIES</b>		<b>17,135,438</b>	<b>87.6% (k)</b>	<b>400,283</b>	<b>87.75</b>	<b>27.09</b>	<b>23.64</b>

**Multi-Family Properties**

<u>Year Built</u>	<u>Net Rentable Commercial Area (Sq. Ft.)</u>	<u>Number of Units</u>	<u>Percentage Leased as of 12/31/17 (%) (a)</u>	<u>2017 Base Rent (\$000's) (b) (c)</u>	<u>Percentage of Total 2017 Base Rent (%)</u>	<u>2017 Average Base Rent Per Home (\$) (c) (i)</u>
<b>NEW JERSEY</b>						
<b>HUDSON COUNTY</b>						
<b>Jersey City</b>						
RoseGarden Monaco (g)	2011	—	523	96.0	15,530	3.40
<b>MIDDLESEX COUNTY</b>						
<b>New Brunswick</b>						

Richmond Court	1997	—	82	92.7	1,645	0.36	1,804
Riverwatch Commons	1995	—	118	91.5	2,274	0.50	1,755
<b>UNION COUNTY</b>							
<b>Rahway</b>							
Park Square	2011	5,934	159	96.2	3,548	0.78	1,932
<b>Total New Jersey Multi-Family</b>		<b>5,934</b>	<b>882</b>	<b>95.1</b>	<b>22,997</b>	<b>5.04</b>	<b>2,804</b>
<b>NEW YORK</b>							
<b>WESTCHESTER COUNTY</b>							
<b>Eastchester</b>							
Quarry Place at Tuckahoe	2016	3,275	108	84.3	1,499	0.33	N/A
<b>Total New York Multi-Family</b>		<b>3,275</b>	<b>108</b>	<b>84.3</b>	<b>1,499</b>	<b>0.33</b>	<b>N/A</b>

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	<b>Year Built</b>	<b>Net Rentable Commercial Area (Sq. Ft.)</b>	<b>Number of Units</b>	<b>Percentage Leased as of 12/31/17 (%) (a)</b>	<b>2017 Base Rent (\$000's) (b) (c)</b>	<b>Percentage of Total 2017 Base Rent (%)</b>	<b>2017 Average Base Rent Per Home (\$) (c) (i)</b>
<b>MASSACHUSETTS</b>							
<b>MIDDLESEX COUNTY</b>							
<b>Malden</b>							
Chase at Overlook Ridge	2014	—	372	97.6	7,764	1.70	1,782
Chase II at Overlook Ridge	2016	—	292	97.3	3,923	0.86	N/A
<b>SUFFOLK COUNTY</b>							
<b>East Boston</b>							
Portside at Pier One	2014	3,690	175	97.8	5,310	1.17	2,588
<b>Revere</b>							
Alterra at Overlook Ridge IA	2004	—	310	96.1	6,132	1.34	1,715
Alterra at Overlook Ridge IB	2008	—	412	96.8	8,275	1.81	1,728
<b>Total Massachusetts Multi-Family</b>		<b>3,690</b>	<b>1,561</b>	<b>97.1</b>	<b>31,404</b>	<b>6.88</b>	<b>1,727</b>
<b>Total Multi-Family Properties</b>		<b>12,899</b>	<b>2,551</b>	<b>95.8</b>	<b>55,900</b>	<b>12.25</b>	<b>2,033</b>
<b>TOTAL PROPERTIES</b>		<b>17,148,337</b>	<b>2,551</b>	<b>N/A</b>	<b>456,183(j)</b>	<b>100.00</b>	

**Footnotes to Property List (dollars in thousands except per square foot amounts):**

- Percentage leased includes all leases in effect as of the period end date, some of which have commencement dates in the future and leases expiring December 31, 2017 aggregating 343,217 square feet (representing 2.0 percent of the Company's total net rentable square footage) for which no new leases were signed.
- Total base rent for the 12 months ended December 31, 2017, determined in accordance with generally accepted accounting principles ("GAAP"). Substantially all of the commercial leases provide for annual base rents plus recoveries and escalation charges based upon the tenant's proportionate share of and/or increases in real estate taxes and certain operating costs, as defined, and the pass through of charges for electrical usage. For the 12 months ended December 31, 2017, total escalations and recoveries from tenants were: \$44,360, or \$3.93 per leased square foot, for office properties; \$3,947, or \$1.41 per leased square foot, for office/flex properties; and \$3,065, or \$7.87 per leased square foot, for other properties.
- Excludes space leased by the Company.
- Base rent for the 12 months ended December 31, 2017 divided by net rentable commercial square feet leased at December 31, 2017.
- Total base rent for 2017 minus 2017 amortization of tenant improvements, leasing commissions and other concessions and costs, determined in accordance with GAAP, divided by net rentable square feet leased at December 31, 2017.
- This property is located on land leased by the Company.
- As this property was acquired, commenced initial operations or initially consolidated by the Company during the 12 months ended December 31, 2017, the amounts represented in 2017 base rent reflect only that portion of those 12 months during which the Company owned or consolidated the property. Accordingly, these amounts may not be indicative of the property's full year results. For comparison purposes, the amounts represented in 2017 average base rent per sq. ft. and per unit for this property have been calculated by taking the 12 months ended December 31, 2017 base rent for such property and annualizing these partial-year results, dividing such annualized amounts by the net rentable square feet leased or occupied units at December 31, 2017. These annualized per square foot and per unit amounts may not be indicative of the property's results had the Company owned or consolidated the property for the entirety of the 12 months ended December 31, 2017.
- Property being considered for repositioning, redevelopment or potential disposition.

- (i) Annualized base rent for the 12 months ended December 31, 2017 divided by units occupied at December 31, 2017, divided by 12.  
(j) Excludes approximately \$45.2 million from properties which were disposed of or removed from service during the year ended December 31, 2017.  
(k) Excludes properties being considered for repositioning, redevelopment, potential sale, or being prepared for lease up.

#### PERCENTAGE LEASED

The following table sets forth the year-end percentages of commercial square feet leased in the Company's stabilized operating Consolidated Properties for the last five years:

December 31,	Percentage of Square Feet Leased (%) (a)
2017	87.6(b)
2016	90.6(b)
2015	86.2
2014	84.2
2013	86.1

- (a) Percentage of square-feet leased includes all leases in effect as of the period end date, some of which have commencement dates in the future and leases that expire at the period end date. For all years, excludes properties being prepared for lease up.  
(b) Excludes properties being considered for repositioning, redevelopment or potential sale. Inclusive of such properties, percentage of square feet leased as of December 31, 2017 and 2016 was 85.6 and 89.6 percent, respectively.

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#### SIGNIFICANT TENANTS

The following table sets forth a schedule of the Company's 50 largest commercial tenants for the Consolidated Properties as of December 31, 2017 based upon annualized base rental revenue:

	Number of Properties	Annualized Base Rental Revenue (\$) (a)	Percentage of Company Annualized Base Rental Revenue (%)	Square Feet Leased	Percentage Total Company Leased Sq. Ft. (%)	Year of Lease Expiration
John Wiley & Sons, Inc.	1	15,397,650	3.9	410,604	2.9	(b)
Bank Of Tokyo-Mitsubishi UFJ, Ltd.	1	11,388,534	2.9	282,606	2.0	(c)
National Union Fire Insurance Company of Pittsburgh, PA	2	11,191,058	2.8	388,651	2.7	(d)
Merrill Lynch Pierce Fenner	3	10,742,482	2.7	430,926	3.0	(e)
Dun & Bradstreet Corporation	2	7,412,320	1.9	192,280	1.3	2023
Montefiore Medical Center	7	7,176,397	1.8	296,572	2.1	(f)
Daiichi Sankyo, Inc.	1	6,640,664	1.7	171,900	1.2	2022
TD Ameritrade Services Company, Inc.	1	6,632,175	1.7	193,873	1.4	2020
DB Services New Jersey, Inc.	1	6,295,800	1.6	125,916	0.9	2019
HQ Global Workplaces, LLC	10	5,642,468	1.4	200,151	1.4	(g)
KPMG, LLP	2	5,036,557	1.3	120,947	0.8	(h)
ICAP Securities USA, LLC	2	4,699,088	1.2	111,562	0.8	(i)
Vonage America, Inc.	1	4,637,500	1.2	350,000	2.4	2023
Investors Bank	2	4,383,791	1.1	139,296	1.0	(j)
Pfizer, Inc.	1	4,306,008	1.1	113,316	0.8	2024
Arch Insurance Company	1	4,005,563	1.0	106,815	0.7	2024
Hackensack Meridian Health, Inc.	3	3,996,213	1.0	179,816	1.3	(k)
Brown Brothers Harriman & Co.	1	3,673,536	0.9	114,798	0.8	2026
The Prudential Insurance Company of America	1	3,287,264	0.8	95,283	0.7	2023
E*Trade Financial Corporation	1	3,250,476	0.8	106,573	0.7	2022
SunAmerica Asset Management, LLC	1	3,167,756	0.8	69,621	0.5	2018
Tullet Prebon Americas Corp.	1	3,127,970	0.8	100,759	0.7	(l)
Natixis North America, Inc.	1	3,093,290	0.8	89,907	0.6	2021
TierPoint New York, LLC	2	3,014,150	0.8	131,078	0.9	2024
AAA Club Alliance, Inc.	2	3,004,700	0.8	129,784	0.9	(m)
Cardinia Real Estate LLC	1	2,991,413	0.8	79,771	0.6	2032
Zurich American Insurance Company	1	2,640,974	0.7	64,414	0.4	2032
AMTrust Financial Services, Inc.	1	2,460,544	0.6	76,892	0.5	2023
Movado Group, Inc.	1	2,458,150	0.6	98,326	0.7	(n)
Plymouth Rock Management Company of New Jersey	1	2,368,305	0.6	88,768	0.6	2020

Tradeweb Markets, LLC	1	2,283,470	0.6	65,242	0.5	2027
Sumitomo Mitsui Banking Corp.	2	2,241,320	0.6	71,153	0.5	2021
Bunge Management Services, Inc.	1	2,221,151	0.6	66,303	0.5	2025
Wells Fargo Advisors, LLC	2	2,217,342	0.6	57,870	0.4	(o)
New Jersey City University	1	2,168,832	0.6	68,348	0.5	2035
Jeffries, LLC	1	2,133,942	0.5	62,763	0.4	2023
First Data Corporation	1	2,018,507	0.5	56,414	0.4	2026
Savvis Communications, LLC	1	2,001,272	0.5	71,474	0.5	2025
GBT US LLC	1	1,920,566	0.5	49,563	0.3	2026
B&G Foods, Inc.	1	1,912,615	0.5	67,286	0.5	(p)
PBF Holding Company, LLC	1	1,890,363	0.5	57,721	0.4	2019
American General Life Insurance Company	1	1,854,975	0.5	74,199	0.5	2024
UBS Financial Services, Inc.	3	1,842,643	0.5	53,987	0.4	(q)
Bressler, Amery & Ross, P.C.	1	1,766,850	0.4	70,674	0.5	2023
Sun Chemical Management L.L.C.	1	1,750,722	0.4	66,065	0.5	2029
Torre Lazur Healthcare Group, Inc.	1	1,744,300	0.4	69,772	0.5	2018
Budd Lerner, P.C.	1	1,699,436	0.4	47,670	0.3	2024
Sumitomo Mitsui Trust Bank (U.S.A.) Limited	1	1,677,895	0.4	38,134	0.3	2024
Fujifilm Medical Systems U.S.A., Inc.	1	1,651,759	0.4	88,000	0.6	2019
Gannett Satellite Information Network, Inc.	1	1,641,475	0.4	66,999	0.5	2024
<b>Totals</b>		<b>196,762,231</b>	<b>49.9</b>	<b>6,330,842</b>	<b>44.3</b>	

See footnotes on subsequent page.

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Significant Tenants Footnotes

- (a) Annualized base rental revenue is based on actual December 2017 billings times 12. For leases whose rent commences after January 1, 2018, annualized base rental revenue is based on the first full month's billing times 12. As annualized base rental revenue is not derived from historical GAAP results, historical results may differ from those set forth above.
- (b) 120,251 square feet expire in 2018; 290,353 square feet expire in 2033.
- (c) 45,256 square feet expire in 2019; 237,350 square feet expire in 2029.
- (d) 271,533 square feet expire in 2018; 117,118 square feet expire in 2019.
- (e) 9,356 square feet expire in 2019; 33,363 square feet expire in 2021; 388,207 square feet expire in 2027.
- (f) 650 square feet expire in 2018; 295,922 square feet expire in 2032.
- (g) 41,549 square feet expire in 2019; 17,855 square feet expire in 2021; 38,930 square feet expire in 2023; 66,014 square feet expire in 2024; 20,395 square feet expire in 2026; 15,408 square feet expire in 2027.
- (h) 66,606 square feet expire in 2024; 54,341 square feet expire in 2026.
- (i) 90,450 square feet expire in 2018; 21,112 square feet expire in 2025.
- (j) 56,360 square feet expire in 2019; 82,936 square feet expire in 2026.
- (k) 77,103 square feet expire in 2020; 20,071 square feet expire in 2026; 82,642 square feet expire in 2027.
- (l) 63,372 square feet expire in 2023; 37,387 square feet expire in 2033.
- (m) 9,784 square feet expire in 2018; 120,000 square feet expire in 2027.
- (n) 8,276 square feet expire in 2018; 90,050 square feet expire in 2030.
- (o) 25,762 square feet expire in 2022; 32,108 square feet expire in 2024.
- (p) 5,500 square feet expire in 2018; 61,786 square feet expire in 2026.
- (q) 27,274 square feet expire in 2022; 26,713 square feet expire in 2024.

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**SCHEDULE OF LEASE EXPIRATIONS**

The following table sets forth a schedule of lease expirations for the total of the Company's office, office/flex, industrial/warehouse and stand-alone retail properties included in the Consolidated Commercial Properties beginning January 1, 2018, assuming that none of the tenants exercise renewal or termination options:

Percentage Of	Average Annual Base Rent Per Net
---------------	--

Year Of Expiration	Number Of Leases Expiring (a)	Net Rentable Area Subject To Expiring Leases (Sq. Ft.)	Total Leased Square Feet Represented By Expiring Leases (%)	Annualized Base Rental Revenue Under Expiring Leases (\$) (b)	Rentable Square Foot Represented By Expiring Leases (\$)	Percentage Of Annual Base Rent Under Expiring Leases (%)
2018	166	1,847,303	12.9	56,091,029	30.36	14.2
2019	156	1,617,511	11.3	44,605,772	27.58	11.3
2020	149	1,171,621	8.2	29,674,039	25.33	7.5
2021	108	1,154,887	8.1	32,545,210	28.18	8.3
2022	112	1,104,156	7.7	27,178,193	24.61	6.9
2023	92	1,995,985	14.0	50,043,654	25.07	12.7
2024	66	1,253,481	8.8	34,028,819	27.15	8.6
2025	32	711,807	5.0	18,002,370	25.29	4.6
2026	42	709,277	5.0	21,803,409	30.74	5.5
2027	24	863,150	6.0	22,331,958	25.87	5.7
2028	14	304,848	2.1	8,997,796	29.52	2.3
2029 and thereafter	34	1,563,721	10.9	48,635,121	31.10	12.4
<b>Totals/Weighted Average</b>	<b>995</b>	<b>14,297,747(c) (d)</b>	<b>100.0</b>	<b>393,937,370</b>	<b>27.55</b>	<b>100.0</b>

- (a) Includes office, office/flex, industrial/warehouse and stand-alone retail property tenants only. Excludes leases for amenity, retail, parking and month-to-month tenants. Some tenants have multiple leases.
- (b) Annualized base rental revenue is based on actual December 2017 billings times 12. For leases whose rent commences after January 1, 2018 annualized base rental revenue is based on the first full month's billing times 12. As annualized base rental revenue is not derived from historical GAAP results, historical results may differ from those set forth above.
- (c) Includes leases expiring December 31, 2017 aggregating 343,217 square feet and representing annualized rent of \$12,957,693 for which no new leases were signed.
- (d) Reconciliation to Company's total net rentable square footage is as follows:

	Square Feet
Square footage leased to commercial tenants	14,297,747
Square footage used for corporate offices, management offices, building use, retail tenants, food services, other ancillary service tenants and occupancy adjustments	344,632
Square footage unleased	2,467,923
Total net rentable commercial square footage (does not include land leases)	17,110,302

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**INDUSTRY DIVERSIFICATION**

The following table lists the Company's 30 largest commercial tenants industry classifications based on annualized contractual base rent of the Consolidated Properties:

Industry Classification (a)	Annualized Base Rental Revenue (\$)	Percentage of Company Annualized Base Rental Revenue (%)	Square Feet Leased (c) (d)	Percentage of Total Company Leased Sq. Ft. (%)
Securities, Commodity Contracts & Other Financial	69,769,212	17.6	2,140,603	15.0
Insurance Carriers & Related Activities	46,108,842	11.6	1,509,474	10.6
Credit Intermediation & Related Activities	39,477,561	10.0	1,057,622	7.4
Manufacturing	29,143,888	7.4	1,025,875	7.2
Publishing Industries	18,420,702	4.7	551,440	3.9
Health Care & Social Assistance	18,025,258	4.6	820,450	5.7
Legal Services	17,456,083	4.4	587,685	4.1
Computer System Design Services	14,986,013	3.8	569,232	4.0
Other Professional	14,941,225	3.8	506,241	3.5



Wholesale Trade	13,283,341	3.4	832,529	5.8
Scientific Research/Development	12,803,988	3.3	345,564	2.4
Telecommunications	10,026,668	2.5	610,837	4.3
Admin & Support, Waste Mgt. & Remediation Services	9,585,367	2.4	438,134	3.1
Accounting/Tax Prep.	8,874,468	2.3	301,574	2.1
Advertising/Related Services	8,737,841	2.2	296,751	2.1
Real Estate & Rental & Leasing	7,854,440	2.0	275,829	1.9
Management/Scientific	6,947,233	1.8	244,849	1.7
Retail Trade	6,137,507	1.6	326,489	2.3
Architectural/Engineering	5,615,047	1.4	231,667	1.6
Educational Services	5,015,374	1.3	201,079	1.4
Public Administration	3,951,162	1.0	161,272	1.1
Other Services (except Public Administration)	3,866,836	1.0	205,612	1.4
Arts, Entertainment & Recreation	3,352,584	0.9	253,701	1.8
Construction	3,074,716	0.8	161,154	1.1
Transportation	2,840,093	0.7	164,918	1.2
Data Processing Services	2,301,227	0.6	88,822	0.6
Agriculture, Forestry, Fishing & Hunting	2,221,151	0.6	66,303	0.5
Mining	1,890,363	0.5	57,721	0.4
Information Services	1,825,241	0.5	67,851	0.5
Specialized Design Services	1,670,063	0.4	60,992	0.4
Other	3,733,876	0.9	135,477	0.9
<b>TOTAL</b>	<b>393,937,370</b>	<b>100.0</b>	<b>14,297,747</b>	<b>100.0</b>

- (a) The Company's tenants are classified according to the U.S. Government's North American Industrial Classification System (NAICS).
- (b) Annualized base rental revenue is based on actual December 2017 billings times 12. For leases whose rent commences after January 1, 2018, annualized base rental revenue is based on the first full month's billing times 12. As annualized base rental revenue is not derived from historical GAAP results, historical results may differ from those set forth above.
- (c) Includes leases in effect as of the period end date, some of which have commencement dates in the future, and leases expiring December 31, 2017 aggregating 343,217 square feet and representing annualized base rent of \$12,957,693 for which no new leases were signed.
- (d) Includes office, office/flex, industrial/warehouse and stand-alone retail tenants only. Excludes leases for amenity, retail, parking and month-to-month tenants. Some tenants have multiple leases.

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### MARKET DIVERSIFICATION

The following table lists the Company's markets, based on annualized commercial contractual base rent of the Consolidated Properties:

<b>Market</b>	<b>Annualized Base Rental Revenue (\$)</b>	<b>Percentage Of Company Annualized Base Rental Revenue (%)</b>	<b>Total Property Size Rentable Area (b) (c)</b>	<b>Percentage Of Rentable Area (%)</b>
Jersey City, NJ	144,019,464	36.5	4,884,193	28.6
Newark, NJ (Essex-Morris-Union Counties)	101,506,191	25.8	3,991,458	23.3
Westchester-Rockland, NY	67,198,182	17.1	3,850,212	22.5
Monmouth-Ocean, NJ	25,983,591	6.6	1,586,913	9.3
Middlesex-Somerset-Hunterdon, NJ	23,551,946	6.0	1,047,419	6.1
Trenton, NJ	15,795,645	4.0	860,597	5.0
Bergen-Passaic, NJ	12,265,268	3.1	616,510	3.6
Stamford-Norwalk, CT	3,617,083	0.9	273,000	1.6
<b>Totals</b>	<b>393,937,370</b>	<b>100.0</b>	<b>17,110,302</b>	<b>100.0</b>

- (a) Annualized base rental revenue is based on actual December 2017 billings times 12. For leases whose rent commences after January 1, 2018, annualized base rental revenue is based on the first full month's billing times 12. As annualized base rental revenue is not derived from historical GAAP results, historical results may differ from those set forth above.
- (b) Includes leases in effect as of the period end date, some of which have commencement dates in the future, and leases expiring December 31, 2017 aggregating 343,217 square feet and representing annualized base rent of \$12,957,693 for which no new leases were signed.
- (c) Includes office, office/flex, industrial/warehouse and stand-alone retail tenants only. Excludes leases for amenity, retail, parking and month-to-month tenants. Some tenants have multiple leases.

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**ITEM 3. LEGAL PROCEEDINGS**

There are no material pending legal proceedings, other than ordinary routine litigation incidental to the Company's business, to which the Company is a party or to which any of the Properties is subject.

**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 INFORMATION**

The shares of the General Partner's common stock are traded on the New York Stock Exchange ("NYSE") under the symbol "CLI." There is no established public trading market for the Operating Partnership's common units.

The following table sets forth the quarterly high, low, and closing price per share of the General Partner's Common Stock reported on the NYSE for the years ended December 31, 2017 and 2016, respectively:

For the Year Ended December 31, 2017

	<u>High</u>	<u>Low</u>	<u>Close</u>
First Quarter	\$ 29.70	\$ 26.31	\$ 26.94
Second Quarter	\$ 28.57	\$ 25.96	\$ 27.14
Third Quarter	\$ 27.75	\$ 22.70	\$ 23.71
Fourth Quarter	\$ 24.04	\$ 21.18	\$ 21.56

For the Year Ended December 31, 2016

	<u>High</u>	<u>Low</u>	<u>Close</u>
First Quarter	\$ 23.71	\$ 17.35	\$ 23.50
Second Quarter	\$ 27.58	\$ 22.47	\$ 27.00
Third Quarter	\$ 29.25	\$ 26.11	\$ 27.22
Fourth Quarter	\$ 29.38	\$ 24.59	\$ 29.02

On February 16, 2018, the closing Common Stock price reported on the NYSE was \$18.87 per share.

On June 14, 2017, the General Partner filed with the NYSE its annual CEO Certification and Annual Written Affirmation pursuant to Section 303A.12 of the NYSE Listed Company Manual, each certifying that the General Partner was in compliance with all of the listing standards of the NYSE.

**HOLDERS**

On February 16, 2018, the General Partner had 345 common shareholders of record (this does not include beneficial owners for whom Cede & Co. or others act as nominee) and the Operating Partnership had 88 owners of limited partnership units and one owner of General Partnership units.

**RECENT SALES OF UNREGISTERED SECURITIES; USES OF PROCEEDS FROM REGISTERED SECURITIES**

None.

**DIVIDENDS AND DISTRIBUTIONS**

During the year ended December 31, 2017, the Company declared four quarterly cash dividends on its common stock and common units of \$0.15 per share and unit for the first quarter and \$0.20 per share and unit for each of the second to the fourth quarters.

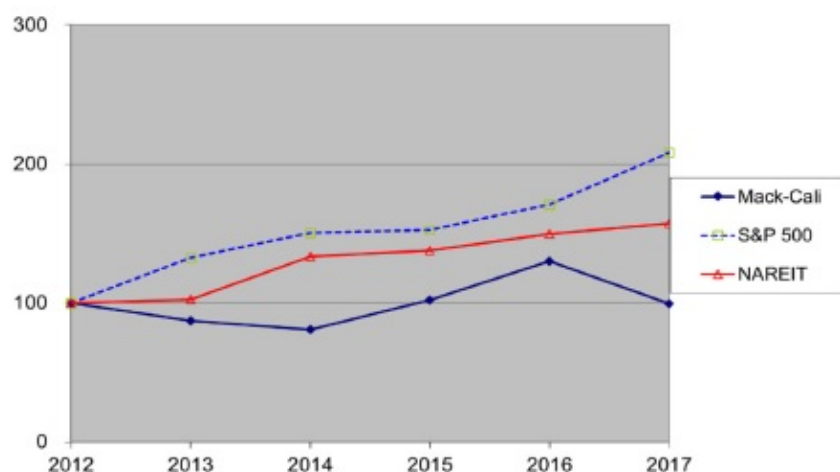
During the year ended December 31, 2016, the Company declared four quarterly cash dividends on its common stock and common units of \$0.15 per share and unit for each of the first to the fourth quarters.

The declaration and payment of dividends and distributions will continue to be determined by the Board of Directors of the General Partner in light of conditions then existing, including the Company's earnings, cash flows, financial condition, capital requirements, debt maturities, the availability of debt and equity capital, applicable REIT and legal restrictions and the general overall economic conditions and other factors.

[Table of Contents](#)**PERFORMANCE GRAPH**

The following graph compares total stockholder returns from the last five fiscal years to the Standard & Poor's 500 Index ("S&P 500") and to the National Association of Real Estate Investment Trusts, Inc.'s FTSE NAREIT Equity REIT Index ("NAREIT"). The graph assumes that the value of the investment in the General Partner's Common Stock and in the S&P 500 and NAREIT indices was \$100 at December 31, 2012 and that all dividends were reinvested. The price of the General Partner's Common Stock on December 31, 2012 (on which the graph is based) was \$26.11. The past stockholder return shown on the following graph is not necessarily indicative of future performance.

Comparison of Five-Year Cumulative Total Return

[Table of Contents](#)**SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

## Equity Compensation Plan Information

The following table summarizes information, as of December 31, 2017, relating to equity compensation plans of the General Partner (including individual compensation arrangements) pursuant to which equity securities of the General Partner are authorized for issuance.

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options and Rights	(b) Weighted-Average Exercise Price of Outstanding Options 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 Stockholders	1,029,561(2)	17.31(3)	2,069,064
Equity Compensation Plans Not Approved by Stockholders(1)	210,738	N/A	N/A(4)
<b>Total</b>	<b>1,240,299</b>	<b>N/A</b>	<b>2,069,064</b>

- (1) The only plan included in the table that was adopted without stockholder approval was the Directors' Deferred Compensation Plan. See Note 14: Mack-Cali Realty Corporation Stockholders' Equity and Mack-Cali Realty, L.P.'s Partners' Capital-Deferred Stock Compensation Plan For Directors.
- (2) Includes 95,801 shares of unvested restricted common stock, 800,000 unvested options, 13,376 unvested restricted stock units (RSUs), including unvested dividend equivalents thereon, and 120,384 unvested performance share units (PSUs), including unvested dividend equivalents thereon.
- (3) Weighted average exercise price of outstanding options; excludes restricted common stock, RSUs, PSUs and LTIP units.
- (4) The Directors' Deferred Compensation Plan does not limit the number of stock units issuable thereunder, but applicable SEC and NYSE rules restricted the aggregate number of stock units issuable thereunder to one percent (1%) of the General Partner's outstanding shares

[Table of Contents](#)**ITEM 6. SELECTED FINANCIAL DATA**

The following table sets forth selected financial data on a consolidated basis for the General Partner. The consolidated selected operating and balance sheet data of the General Partner as of December 31, 2017, 2016, 2015, 2014 and 2013, and for the years then ended have been derived from the General Partner's financial statements for the respective periods.

Operating Data (a) In thousands, except per share data	Year Ended December 31,				
	2017	2016	2015	2014	2013
Total revenues	\$ 616,200	\$ 613,398	\$ 594,883	\$ 636,799	\$ 667,031
Property expenses (b)	\$ 231,341	\$ 240,957	\$ 246,604	\$ 276,193	\$ 254,474
Direct construction costs	\$ —	\$ —	\$ —	\$ —	\$ 14,945
Real estate services expenses	\$ 23,394	\$ 26,260	\$ 25,583	\$ 26,136	\$ 22,716
General and administrative (c)	\$ 50,949	\$ 51,979	\$ 49,147	\$ 71,051	\$ 47,040
Impairments	\$ —	\$ —	\$ 197,919	\$ —	\$ 110,853
Operating income (loss)	\$ 105,347	\$ 104,638	\$ (96,332)	\$ 88,811	\$ 33,595
Interest expense	\$ 93,388	\$ 94,889	\$ 103,051	\$ 112,878	\$ 123,701
Realized gains (losses) and unrealized losses on disposition of rental property, net	\$ 2,364	\$ 109,666	\$ 53,261	\$ 54,848	\$ —
Gain on sale of investment in unconsolidated joint venture	\$ 23,131	\$ 5,670	\$ 6,448	\$ —	\$ —
Loss from extinguishment of debt, net	\$ (421)	\$ (30,540)	\$ —	\$ (582)	\$ (156)
Discontinued operations: Realized gains (losses) and unrealized losses on disposition of rental property and impairments, net	\$ —	\$ —	\$ —	\$ —	\$ 59,520
Net income (loss) available to common shareholders	\$ 23,185	\$ 117,224	\$ (125,752)	\$ 28,567	\$ (14,909)
Net income (loss) per share — basic	\$ 0.06	\$ 1.31	\$ (1.41)	\$ 0.32	\$ (0.17)
Net income (loss) per share — diluted	\$ 0.06	\$ 1.30	\$ (1.41)	\$ 0.32	\$ (0.17)
Dividends declared per common share	\$ 0.75	\$ 0.60	\$ 0.60	\$ 0.75	\$ 1.35
Basic weighted average shares outstanding	90,005	89,746	89,291	88,727	87,762
Diluted weighted average shares outstanding	100,703	100,498	100,222	100,041	99,785

Balance Sheet Data (a) In thousands	December 31,				
	2017	2016	2015	2014	2013
Rental property, before accumulated depreciation and amortization	\$ 5,102,844	\$ 4,804,867	\$ 4,807,718	\$ 4,958,179	\$ 5,129,933
Total assets	\$ 4,957,885	\$ 4,296,766	\$ 4,053,963	\$ 4,182,933	\$ 4,506,194
Total debt (d)	\$ 2,809,568	\$ 2,340,009	\$ 2,145,393	\$ 2,079,340	\$ 2,353,632
Total liabilities	\$ 3,076,954	\$ 2,570,079	\$ 2,370,255	\$ 2,300,922	\$ 2,587,739
Redeemable noncontrolling interests	\$ 212,208	\$ —	\$ —	\$ —	\$ —
Total Mack-Cali Realty Corporation stockholders' equity	\$ 1,476,295	\$ 1,527,171	\$ 1,455,676	\$ 1,624,781	\$ 1,642,359
Total noncontrolling interests in subsidiaries	\$ 192,428	\$ 199,516	\$ 228,032	\$ 257,230	\$ 276,096

- (a) Certain reclassifications have been made to prior period amounts in order to conform with current period presentation.
- (b) Property expenses is calculated by taking the sum of real estate taxes, utilities and operating services for each of the periods presented.
- (c) Amount for the year ended December 31, 2014 includes \$23.8 million of severance costs related to the departure of the Company's former chief executive officer and certain of the other executive officers in 2014.
- (d) Total debt is calculated by taking the sum of senior unsecured notes, unsecured revolving credit facility and term loans, and mortgages, loans payable and other obligations, net.

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The following table sets forth selected financial data on a consolidated basis for the Operating Partnership. The consolidated selected operating and balance sheet data of the Operating Partnership as of December 31, 2017, 2016, 2015, 2014 and 2013, and for the years then ended have been derived from the Operating Partnership's financial statements for the respective periods.

Operating Data (a) In thousands, except per unit data	Year Ended December 31,				
	2017	2016	2015	2014	2013
Total revenues	\$ 616,200	\$ 613,398	\$ 594,883	\$ 636,799	\$ 667,031
Property expenses (b)	\$ 231,341	\$ 240,957	\$ 246,604	\$ 276,193	\$ 254,474
Direct construction costs	\$ —	\$ —	\$ —	\$ —	\$ 14,945

Real estate services expenses	\$ 23,394	\$ 26,260	\$ 25,583	\$ 26,136	\$ 22,716
General and administrative (c)	\$ 50,949	\$ 51,979	\$ 49,147	\$ 71,051	\$ 47,040
Impairments	\$ —	\$ —	\$ 197,919	\$ —	\$ 110,853
Operating income (loss)	\$ 105,347	\$ 104,638	\$ (96,332)	\$ 88,811	\$ 33,595
Interest expense	\$ 93,388	\$ 94,889	\$ 103,051	\$ 112,878	\$ 123,701
Realized gains (losses) and unrealized losses on disposition of rental property, net	\$ 2,364	\$ 109,666	\$ 53,261	\$ 54,848	\$ —
Gain on sale of investment in unconsolidated joint venture	\$ 23,131	\$ 5,670	\$ 6,448	\$ —	\$ —
Loss from extinguishment of debt, net	\$ (421)	\$ (30,540)	\$ —	\$ (582)	\$ (156)
Discontinued operations: Realized gains (losses) and unrealized losses on disposition of rental property and impairments, net	\$ —	\$ —	\$ —	\$ —	\$ 59,520
Net income (loss) available to common unitholders	\$ 25,896	\$ 130,945	\$ (141,008)	\$ 32,169	\$ (16,859)
Net income (loss) per unit — basic	\$ 0.06	\$ 1.31	\$ (1.41)	\$ 0.32	\$ (0.17)
Net income (loss) per unit — diluted	\$ 0.06	\$ 1.30	\$ (1.41)	\$ 0.32	\$ (0.17)
Distributions declared per common unit	\$ 0.75	\$ 0.60	\$ 0.60	\$ 0.75	\$ 1.35
Basic weighted average units outstanding	100,410	100,245	100,222	99,999	99,785
Diluted weighted average units outstanding	100,703	100,498	100,222	100,041	99,785

#### Balance Sheet Data (a)

In thousands	December 31,				
	2017	2016	2015	2014	2013
Rental property, before accumulated depreciation and amortization	\$ 5,102,844	\$ 4,804,867	\$ 4,807,718	\$ 4,958,179	\$ 5,129,933
Total assets	\$ 4,957,885	\$ 4,296,766	\$ 4,053,963	\$ 4,182,933	\$ 4,506,194
Total debt (d)	\$ 2,809,568	\$ 2,340,009	\$ 2,145,393	\$ 2,079,340	\$ 2,353,632
Total liabilities	\$ 3,076,954	\$ 2,570,079	\$ 2,370,255	\$ 2,300,922	\$ 2,587,739
Redeemable noncontrolling interests	\$ 212,208	\$ —	\$ —	\$ —	\$ —
Total equity	\$ 1,668,723	\$ 1,726,687	\$ 1,683,708	\$ 1,882,011	\$ 1,918,455

- (a) Certain reclassifications have been made to prior period amounts in order to conform with current period presentation.
- (b) Property expenses is calculated by taking the sum of real estate taxes, utilities and operating services for each of the periods presented.
- (c) Amount for the year ended December 31, 2014 includes \$23.8 million of severance costs related to the departure of the Company's former chief executive officer and of certain of the other executive officers in 2014.
- (d) Total debt is calculated by taking the sum of senior unsecured notes, unsecured revolving credit facility and term loans, and mortgages, loans payable and other obligations, net.

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

The following discussion should be read in conjunction with the Consolidated Financial Statements of Mack-Cali Realty Corporation and Mack-Cali Realty, L.P. and the notes thereto (collectively, the "Financial Statements"). Certain defined terms used herein have the meaning ascribed to them in the Financial Statements.

#### *Executive Overview*

Mack-Cali Realty Corporation together with its subsidiaries, (collectively, the "General Partner"), is one of the largest real estate investment trusts (REITs) in the United States. Mack-Cali Realty, L.P. (the "Operating Partnership") has been involved in all aspects of commercial real estate development, management and ownership for over 60 years and the General Partner has been a publicly traded REIT since 1994.

The Operating Partnership conducts the business of providing leasing, management, acquisition, development, construction and tenant-related services for its General Partner. The Operating Partnership, through its operating divisions and subsidiaries, including the Mack-Cali property-owning partnerships and limited liability companies, is the entity through which all of the General Partner's operations are conducted. Unless stated otherwise or the context requires, the "Company" refers to the General Partner and its subsidiaries, including the Operating Partnership and its subsidiaries. The Company owns or has interests in 157 properties (collectively, the "Properties"), consisting of 69 office and 70 flex properties, totaling approximately 17.7 million square feet, leased to approximately 900 commercial tenants and 18 multi-family rental properties containing 5,826 apartments. The Properties are located primarily in the Northeast, some with adjacent, Company-controlled developable land sites able to accommodate up to approximately five million square feet of additional commercial space and 10,957 apartment units.

The Company's historical strategy has been to focus its operations, acquisition and development of office properties in high-barrier-to-entry markets and sub-markets where it believes it is, or can become, a significant and preferred owner and operator. In September 2015, the Company announced a three-year strategic initiative to transform into a more concentrated owner of New Jersey Hudson River waterfront and transit-oriented office properties and a regional owner of luxury multi-family residential properties. As part of this plan, over the past year, the Company has sold or has contracted to sell multiple properties, primarily commercial office, which it believes do not meet its long-term goals.



As an owner of real estate, almost all of the Company's earnings and cash flow are derived from rental revenue received pursuant to leased space at the Properties. Key factors that affect the Company's business and financial results include the following:

- the general economic climate;
- the occupancy rates of the Properties;
- rental rates on new or renewed leases;
- tenant improvement and leasing costs incurred to obtain and retain tenants;
- the extent of early lease terminations;
- the value of our office properties and the cash flow from the sale of such properties;
- operating expenses;
- anticipated acquisition and development costs for office and multi-family rental properties and the revenues and earnings from these properties;
- cost of capital; and
- the extent of acquisitions, development and sales of real estate, including the execution of the Company's current strategic initiative.

Any negative effects of the above key factors could potentially cause a deterioration in the Company's revenue and/or earnings. Such negative effects could include: (1) failure to renew or execute new leases as current leases expire; (2) failure to renew or execute new leases with rental terms at or above the terms of in-place leases; and (3) tenant defaults.

A failure to renew or execute new leases as current leases expire or to execute new leases with rental terms at or above the terms of in-place leases may be affected by several factors such as: (1) the local economic climate, which may be adversely impacted by business layoffs or downsizing, industry slowdowns, changing demographics and other factors; and (2) local real estate conditions, such as oversupply of the Company's product types or competition within the market.

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Of the Company's core office markets, most have recently shown signs of rental rate improvement, while the lease percentage has declined or stabilized. The percentage leased in the Company's consolidated portfolio of stabilized core operating commercial properties aggregating 17.1 million, 21.0 million and 24.0 million square feet at December 31, 2017, 2016 and 2015, respectively, was 87.6 percent leased at December 31, 2017, as compared to 90.6 percent leased at December 31, 2016 and 89.1 percent leased at December 31, 2015 (after adjusting for properties identified as non-core at the time). Percentage leased includes all leases in effect as of the period end date, some of which have commencement dates in the future and leases that expire at the period end date. Leases that expired as of December 31, 2017, 2016 and 2015 aggregate 343,217, 151,655 and 69,522 square feet, respectively, or 2.0, 0.7 and 0.3 percentage of the net rentable square footage, respectively. Rental rates (including escalations) on the Company's commercial space that was renewed (based on first rents payable) during the year ended December 31, 2017 (on 1,680,687 square feet of renewals) increased an average of 1.7 percent compared to rates that were in effect under the prior leases, as compared to a 10.9 percent increase during 2016 (on 1,559,046 square feet of renewals) and a 0.2 percent increase in 2015 (on 2,513,087 square feet of renewals). Estimated lease costs for the renewed leases in 2017 averaged \$2.16 per square foot per year for a weighted average lease term of 7.2 years, estimated lease costs for the renewed leases in 2016 averaged \$4.04 per square foot per year for a weighted average lease term of 5.1 years and estimated lease costs for the renewed leases in 2015 averaged \$2.85 per square foot per year for a weighted average lease term of 3.6 years. The Company believes that commercial vacancy rates may decrease and commercial rental rates may increase in some of its markets in 2018 and possibly beyond. As of December 31, 2017, commercial leases which comprise approximately 14.2 and 11.3 percent of the Company's annualized base rent are scheduled to expire during the years ended December 31, 2018 and 2019, respectively. With the positive rental rate results the Company has achieved in most of its markets recently, the Company believes that rental rates on new leases will generally be, on average, not lower than rates currently being paid. With the expirations of existing leases exceeding the amount of new leasing recently, the Company believes that the leased percentage in its office portfolio will continue to decline in 2018. Although the Company has recently achieved positive rental rate activity, primarily in its core markets, if the recent leasing results do not prove to be sustaining during 2018 and beyond and if the expirations continue to exceed new leasing, the Company will receive less revenue from the same space.

During 2017, Moody's downgraded its investment grade rating on the Company's senior unsecured debt to sub-investment grade. The Company believes that there is a potential for Standard & Poor's to lower its current investment grade rating on the Company's senior unsecured debt to sub-investment grade. Amongst other things, any such downgrade by Standard & Poor's will increase the current interest rate on outstanding borrowings under the Company's current \$600 million unsecured revolving credit facility (which was amended in January 2017) from LIBOR plus 120 basis points to LIBOR plus 155 basis points and the annual credit facility fee it pays will increase from 25 to 30 basis points. Additionally, any such downgrade would increase the current interest rate on each of the Company's \$350 million unsecured term loan and \$325 million unsecured term loan from LIBOR plus 140 basis points to LIBOR plus 185 points. In the event of a downgrade, the Company could elect to utilize the leverage grid pricing available under the unsecured revolving credit facility and both unsecured term loans. This would result in an interest rate of LIBOR plus 130 basis points for the Company's unsecured revolving credit facility and 25 basis points for the facility fee and LIBOR plus 155 basis points for both unsecured term loans at the Company's current total leverage ratio. In addition, a downgrade in its ratings to sub-investment grade would result in higher interest rates on senior unsecured debt that the Company may issue in the future as compared to issuing such debt with investment grade ratings.

The remaining portion of this Management's Discussion and Analysis of Financial Condition and Results of Operations should help the reader understand our:

- recent transactions;
- critical accounting policies and estimates;
- results of operations for the year ended December 31, 2017 as compared to the year ended December 31, 2016;

- results of operations for the year ended December 31, 2016 as compared to the year ended December 31, 2015; and
- liquidity and capital resources.

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### Recent Transactions

#### Acquisitions

The Company acquired the following office properties (which were determined to be asset acquisitions in accordance with ASU 2017-01) during the year ended December 31, 2017 (*dollars in thousands*):

Acquisition Date	Property Address	Location	# of Bldgs.	Rentable Square Feet	Acquisition Cost
01/11/17	Red Bank portfolio (a)	Red Bank, New Jersey	3	279,472	\$ 27,228
03/06/17	Short Hills/Madison portfolio (b)	Short Hills & Madison, New Jersey	6	1,113,028	367,361
Total Acquisitions			9	1,392,500	\$ 394,589

(a) This acquisition was funded through borrowings under the Company's unsecured revolving credit facility.

(b) This acquisition was funded through borrowings under the Company's unsecured revolving credit facility and a new \$124.5 million loan secured by three of the properties.

The Company acquired three developable land parcels located in Jersey City, Morris Township and Red Bank, New Jersey, for approximately \$80 million during the year ended December 31, 2017. The acquisitions were funded using available cash and borrowings under the Company's unsecured revolving credit facility.

#### Consolidations

On February 3, 2017, the Operating Partnership issued 42,800 shares of a new class of 3.5 percent Series A Preferred Limited Partnership Units of the Operating Partnership (the "Series A Units") valued at \$42.8 million. The Series A Units were issued to the Company's partners in the Plaza VIII & IX Associates L.L.C. joint venture that owns a development site adjacent to the Company's Harborside property in Jersey City, New Jersey as non-cash consideration for their approximate 37.5 percent interest in the joint venture. Concurrent with the issuance of the Series A Units, the Company purchased from other partners in the Plaza VIII & IX Associates L.L.C. joint venture their approximate 12.5 percent interest for approximately \$14.3 million in cash. The results of these transactions increased the Company's interests in the joint venture from 50 percent to 100 percent. Upon these acquisitions, the Company consolidated Plaza VIII & IX Associates L.L.C., a voting interest entity, substantially all of which is comprised of land for development. As an acquisition of the additional 50 percent of the land, the Company accounted for the transaction as an asset acquisition under a cost accumulation model, resulting in total consolidated assets of \$60.6 million, substantially all of which is classified as land on the Balance Sheet.

On February 28, 2017, the Operating Partnership authorized the issuance of 9,213 shares of a new class of 3.5 percent Series A-1 Preferred Limited Partnership Units of the Operating Partnership (the "Series A-1 Units"). 9,122 Series A-1 Units were issued on February 28, 2017, valued at \$9.1 million, to the Company's partner in a joint venture with the Operating Partnership, which owns Monaco Towers in Jersey City, New Jersey that includes 523 apartment homes in two fifty-story towers with 558 parking spaces and 12,300 square feet of ground floor retail space. The Series A-1 Units were issued as non-cash consideration for the partner's approximate 13.8 percent ownership interest in the joint venture to increase the Company's unconsolidated investment to 29 percent. In April 2017, an additional 91 Series A-1 Units were issued by the Operating Partnership to purchase from other partners in the same joint venture their approximate 71.2 percent ownership interest for approximately \$130.9 million in cash and \$171.2 million in assumed debt in transactions which closed in April 2017. The results of these transactions increased the Company's interests in the joint venture to 100 percent. Upon these acquisitions, the Company consolidated RoseGarden Monaco Holdings, L.L.C., a voting interest entity.

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#### Dispositions/Rental Property Held for Sale

The Company disposed of the following office properties during the year ended December 31, 2017 (*dollars in thousands*):

Disposition Date	Property/Address	Location	# of Bldgs.	Rentable Square Feet	Net Sales Proceeds	Net Carrying Value	Realized Gains (losses)/ Unrealized Losses, net
01/30/17	Cranford portfolio	Cranford, New Jersey	6	435,976	\$ 26,598	\$ 22,736	\$ 3,862

01/31/17	440 Route 22 East (a)	Bridgewater, New Jersey	1	198,376	10,074	10,069	5
02/07/17	3 Independence Way	Princeton, New Jersey	1	111,300	11,549	9,910	1,639
05/15/17	103 Carnegie Center	Princeton, New Jersey	1	96,000	15,063	8,271	6,792
08/29/17	400 Chestnut Ridge Road	Woodcliff Lake, New Jersey	1	89,200	6,891	7,498	(607)
08/30/17	140 E. Ridgewood Avenue	Paramus, New Jersey	1	239,680	30,201	30,737	(536)
08/30/17	Bergen portfolio	Woodcliff Lake, Paramus and Rochelle Park, New Jersey	5	1,061,544	86,973(c)	135,121	(48,148)
09/11/17	377 Summerhill Road	East Brunswick, New Jersey	1	40,000	3,221	2,172	1,049
09/13/17	700 Executive Boulevard	Elmsford, New York	—	—(b)	5,717	970	4,747
09/20/17	Totowa Portfolio	Totowa, New Jersey	13	499,243	63,624	27,630	35,994
09/27/17	890 Mountain Avenue (d)	New Providence, New Jersey	1	80,000	4,852	6,139	(1,287)
09/28/17	135 Chestnut Ridge Road	Montvale, New Jersey	1	66,150	5,844(e)	2,929	2,915
09/29/17	Moorestown portfolio	Moorestown and Burlington, New Jersey	26	1,260,398	73,393(f)	56,186	17,207
10/19/17	1 Enterprise Boulevard	Yonkers, New York	—	—(b)	3,230	1,380	1,850
11/15/17	61 South Paramus Road	Paramus, New Jersey	1	269,191	23,255	37,184	(13,929)
12/06/17	300 Tice Boulevard	Woodcliff Lake, New Jersey	1	230,000	28,847	25,705	3,142
Sub-total			60	4,677,058	399,332	384,637	14,695
Unrealized losses on rental property held for sale							(12,331)
Totals			60	4,677,058	\$ 399,332	\$ 384,637	\$ 2,364

(a) The Company recorded a valuation allowance of \$7.7 million on this property during the year ended December 31, 2016.

(b) This disposition is of a ground leased land property.

(c) At closing, the Company provided short term seller financing aggregating \$65 million through mortgage notes receivable to the buyers. These notes were paid off in November and December 2017.

(d) The Company recorded an impairment charge of \$7.0 million on this property during the year ended December 31, 2015.

(e) The Company recorded an impairment charge of \$4.2 million on this property during the year ended December 31, 2015. \$5.9 million of the sales proceeds from this sale were held by a qualified intermediary, which is noncash and recorded in deferred charges, goodwill and other assets as of December 31, 2017. See Note 5: Deferred Charges, Goodwill and Other Assets, Net.

(f) \$15.3 million of the sales proceeds from this sale were held by a qualified intermediary, which is noncash and recorded in deferred charges, goodwill and other assets as of December 31, 2017. See Note 5: Deferred Charges, Goodwill and Other Assets, Net.

### Rental Property Held for Sale, Net

The Company identified as held for sale 21 office properties totaling approximately 2 million square feet as of December 31, 2017. The properties are located in Parsippany, Paramus, Rochelle Park, Hamilton and Wall, New Jersey and White Plains, New York. The total estimated sales proceeds from the sales are expected to be approximately \$223 million. The Company determined that the carrying value of seven of the office properties was not expected to be recovered from estimated net sales proceeds and accordingly recognized an unrealized loss allowance of \$12.3 million during the year ended December 31, 2017. In February 2018, the Company completed the disposition of one of these properties for sales proceeds of \$25.9 million.

### Rockpoint Transaction

On February 27, 2017, the Company, Roseland Residential Trust (“RRT”), the Company’s wholly-owned subsidiary through which the Company conducts its multi-family residential real estate operations, Roseland Residential, L.P. (“RRLP”), the operating partnership through which RRT conducts all of its operations, and certain other affiliates of the Company entered into an equity investment agreement (the “Investment Agreement”) with Rockpoint Group, L.L.C. and certain of its affiliates (collectively, “Rockpoint”). The Investment Agreement provides for multiple equity investments by Rockpoint in RRLP from time to time for up to an aggregate of \$300 million of equity units of limited partnership interests of RRLP (the “Rockpoint Units”). The initial closing under the Investment Agreement occurred on March 10, 2017 for \$150 million of Rockpoint Units, inclusive of a \$30 million deposit paid by Rockpoint to RRLP on signing the Investment Agreement. Additional closings of Rockpoint Units to be issued and sold to Rockpoint pursuant to the Investment Agreement may occur from time to time in increments of not less than \$10 million per closing, with the balance of the full \$300 million by March 1, 2019.

RRLP has been identified as a variable interest entity in which the Company is deemed to be the primary beneficiary. As of December 31, 2017 and December 31, 2016, the Company’s consolidated RRLP entity had total assets of \$1.9 billion and \$1.3 billion, respectively, total mortgages and loan payable of \$769.7 million and \$480.7 million, respectively, and other liabilities of \$95.9 million and \$40.1 million, respectively.

The Company shall have a participation right, where prior to March 1, 2022 and following either the full investment of \$300 million by Rockpoint or in certain other limited circumstances, the Company may purchase up to \$200 million of equity units on substantially the same terms and conditions as the Rockpoint Units to be issued and sold to Rockpoint.

RRT serves as the General Partner of the operating partnership and will receive contributed equity value at closing of \$1.23 billion.

Under the terms of the transaction, the cash flow from operations of RRLP will be distributable to RRT and Rockpoint as follows:

first, to provide a 6% annual return to Rockpoint (and to the Company upon acquisition of equity units by the Company, as described above) on its invested capital (“Preferred Base Return”);

second, to provide a 6% annual return to RRT on the equity value of the properties contributed by it to the partnership (“RRT Base Return”) with 95% of the RRT Base Return to RRT and 5% of the RRT Base Return to Rockpoint; and

third, pro rata between Rockpoint (and the Company upon acquisition of equity units) and RRT based on total respective invested capital and contributed equity value (approximately 17% to Rockpoint and 83% to RRT upon full investment of Rockpoint’s \$300 million commitment and the Company’s \$200 million participation right).

RRLP’s cash flow from capital events will generally be distributable to RRT and Rockpoint as follows:

first, to Rockpoint (and the Company upon acquisition of equity units) to the extent there is any unpaid, accrued Preferred Base Return;

second, as a return of capital to Rockpoint (and the Company upon acquisition of equity units);

third, to RRT to the extent there is any unpaid, accrued RRT Base Return (with Rockpoint entitled to an additional amount equal to 5% of the amounts distributable to RRT);

fourth, as a return of capital to RRT based on the equity value of the properties contributed by it to the partnership (with Rockpoint entitled to an additional amount equal to 5% of the amounts distributable to RRT);

fifth, pro rata between Rockpoint (and the Company upon acquisition of equity units) and RRT based on total respective invested capital and contributed equity value (approximately 17% to Rockpoint and 83% to RRT upon full investment of Rockpoint’s \$300 million commitment and the Company’s \$200 million participation right) until Rockpoint has achieved an 11% internal rate of return; and

sixth, to Rockpoint (and to the Company upon acquisition of equity units) based on 50% of its pro rata share described in “fifth” above and the balance to RRT (approximately 9% to Rockpoint and 91% to RRT upon full investment of Rockpoint’s \$300 million commitment and the Company’s \$200 million participation right).

In general, RRLP may not sell its properties in a taxable transaction, although it may engage in tax-deferred like-kind exchanges of properties or it may proceed in another manner designed to avoid the recognition of gains for tax purposes.

Except in the case of a sale of RRLP or an initial public offering or spin-off of RRT (“Liquidity Events”), Rockpoint’s interest in the Rockpoint Units may not be redeemed or repurchased by RRT for a period of approximately five years from the initial closing under the Investment Agreement (“Lockout Period”). If there is a Liquidity Event during the Lockout Period, RRT may acquire Rockpoint’s Rockpoint Units for a purchase price generally equal to the greater of (i) the fair market value of such Rockpoint Units as determined by the process set forth below; or (ii) an amount that provides Rockpoint with 1.5 times Rockpoint’s return of capital taking into account prior distributions to Rockpoint (an “Early Repurchase”). Beginning on March 1, 2022, either RRT or Rockpoint may cause an acquisition (a “Put/Call+ Event”) of all, but not less than all, of Rockpoint’s interest in the Rockpoint Units at the fair market value per unit based on a net asset value (“NAV”) of RRLP to be determined by a third party valuation to be completed within ninety (90) calendar days of March 1, 2022 and every year thereafter and generally based on the capital event waterfall described above. Any acquisition of Rockpoint’s interest in the Rockpoint Units pursuant to a Put/Call Event is generally required to be structured as a purchase of the common equity in the applicable Rockpoint entities that hold direct or indirect interests in the Rockpoint Units. Subject to certain exceptions, Rockpoint also shall have a right of first offer and a participation right with respect to other common equity interests of RRLP or any subsidiary of RRLP that may be offered for sale by RRLP or its subsidiaries from time to time. On a Put/Call Event, other than the sale of RRLP, Rockpoint may elect to convert all, but not less than all, of its investment to common equity in RRLP.

The foregoing and following terms and conditions of the investment will be implemented by the parties pursuant to an amended and restated partnership agreement of RRLP (the “Partnership Agreement”) and shareholders agreement of RRT (the “Shareholders Agreement”) to be entered into at the initial closing of the Rockpoint Units to be issued and sold to Rockpoint. Pursuant to the Partnership Agreement and Shareholders Agreement, and concurrent with the issuance and sale of the Rockpoint Units to be issued and sold at the initial closing, RRT has agreed to increase the size of its board of trustees from five to six persons, with five trustees being designated by the Company and one trustee being designated by Rockpoint.

In addition, RRT and RRLP shall be required to obtain Rockpoint’s consent with respect to:

- Debt financings in excess of a 65% loan-to-value ratio;

- Corporate level financings that are pari-passu or senior to the Rockpoint Units;
- New investment opportunities to the extent the opportunity requires an equity capitalization in excess of 10% of RRLP's NAV;
- New investment opportunities located in a Metropolitan Statistical Area where RRLP owns no property as of the previous quarter;
- Declaration of bankruptcy of RRT;
- Transactions between RRT and the Company, subject to certain limited exceptions;
- Any equity granted or equity incentive plan adopted by RRLP or any of its subsidiaries; and
- Certain matters relating to the Discretionary Demand Promissory Note between the Operating Partnership and RRLP (other than ordinary course borrowings or repayments thereunder).

The Partnership Agreement provides that any of the following will constitute an event of default (each, an "Event of Default") with respect to the equity securities: (i) failure by RRLP to pay Rockpoint any financial obligations due to it, subject to certain cure rights, (ii) any of the General Partner, Operating Partnership, RRT or RRLP, or their respective affiliates that are party to the Investment Agreement, failing to perform or observe any material covenant or agreement contained in any of the transaction documents and such failure continues for 20 business days after notice, or (iii) the violation of certain tax related covenants. If an Event of Default occurs, (i) at any time and is continuing, subject to a cure period, Rockpoint's preferred return in respect of operating cash flows shall increase from six percent (6%) to eighteen percent (18%) per annum; and (ii) during the Lockout Period, if it remains uncured for 120 days after notice, Rockpoint may cause an Early Repurchase of Rockpoint's interest in the Rockpoint Units by RRT. In addition, if any nonpayment of a financial obligation remains unpaid for 120 days following notice from Rockpoint, and remains uncured following the 10<sup>th</sup> anniversary of the effective date of the Partnership Agreement, Rockpoint shall have the right to designate a majority of the members of the board of trustees of RRT, which is the General Partner of RRLP.

Also on the initial closing date, the Operating Partnership and RRLP executed a Discretionary Demand Promissory Note, whereby the Operating Partnership may provide periodic cash advances to RRLP. The Discretionary Demand Promissory Note provides for an interest rate equal to the London Inter-Bank Offered Rate plus fifty (50) basis points above the applicable interest rate under the Company's unsecured revolving credit facility. The maximum aggregate principal amount of advances at any one time outstanding under the Note will be limited to \$25,000,000.

RRT and RRLP also entered into a registration rights agreement (the "Registration Rights Agreement") with Rockpoint pursuant to which RRT and RRLP have agreed to register the Rockpoint Units or securities issuable in exchange of Rockpoint Units under certain circumstances in the future, in the event RRT or RRLP becomes a publicly traded company.

The Operating Partnership and RRLP also entered into a Shared Services Agreement (the "Shared Services Agreement"), which will provide for the performance of back office, administrative and other operational services by the Operating Partnership for the benefit of RRLP. The Shared Services Agreement provides for a fixed fee of \$1,000,000/year to be paid by RRLP to the Operating Partnership, with a three percent (3%) increase year to year.

In connection with the transaction, the Company also entered into a Recourse Agreement (the "Recourse Agreement") with Rockpoint. The Recourse Agreement provides that, in the event of distributions or transfers by RRLP of cash flow or property in breach of the Partnership Agreement, or failure to make required distributions or payments (including complying with any put by Rockpoint) in each case, which remain uncured, the Company will have direct liability for losses of Rockpoint resulting therefrom.

Rockpoint will indemnify the Company (or its affiliates) pursuant to an indemnity agreement (the "Indemnity Agreement") for liability (pursuant to the provisions of said agreement) resulting from the likely requirement for RRLP to acquire the equity interest of the entities holding Rockpoint's interest in RRLP upon any Rockpoint exit, including for losses relating to certain REIT matters.

### **Unconsolidated Joint Venture Activity**

On January 31, 2017, the Company sold its interest in the KPG-P 100 IMW JV, LLC, Keystone-Penn and Keystone-Tristate joint ventures that own operating properties, located in Philadelphia, Pennsylvania for an aggregate sales price of \$9.7 million and realized a gain on the sale of the unconsolidated joint venture of \$7.4 million.

On February 15, 2017, the Company sold its 7.5 percent interest in the Elmajo Urban Renewal Associates, LLC and Estuary Urban Renewal Unit B, LLC joint ventures that own operating multi-family properties located in Weehawken, New Jersey for a sales price of \$5.1 million and realized a gain on the sale of the unconsolidated joint venture of \$5.1 million.

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On September 21, 2017, the RoseGarden Monaco, L.L.C. joint venture agreement was terminated. Accordingly, the Company wrote off the carrying value of its investment in the joint venture and recorded a loss of \$1.4 million on the disposition of its joint venture interest.

On September 29, 2017, the Company sold its interests in the KPG-MCG Curtis joint venture that owns an operating property located in Philadelphia, Pennsylvania for a sales price of \$102.5 million, which included the retirement of the Company's share in a mortgage payable of \$75 million, and realized a gain on the sale of the unconsolidated joint venture of \$12 million. \$5.6 million of the net sales proceeds from this sale were held by a qualified intermediary, which is considered non cash and recorded in deferred charges, goodwill and other assets. See Note 5: Deferred Charges, Goodwill and Other Assets, Net.

### ***Critical Accounting Policies and Estimates***

The accompanying consolidated financial statements include all accounts of the Company, its majority-owned and/or controlled subsidiaries,



which consist principally of the Operating Partnership and variable interest entities for which the Company has determined itself to be the primary beneficiary, if any. See Note 2: Significant Accounting Policies to the Financial Statements, for the Company’s treatment of unconsolidated joint venture interests. Intercompany accounts and transactions have been eliminated.

Accounting Standards Codification (“ASC”) 810, Consolidation, provides guidance on the identification of entities for which control is achieved through means other than voting rights (“variable interest entities” or “VIEs”) and the determination of which business enterprise, if any, should consolidate the VIEs. Generally, the consideration of whether an entity is a VIE applies when either: (1) the equity investors (if any) lack (i) the ability to make decisions about the entity’s activities through voting or similar rights, (ii) the obligation to absorb the expected losses of the entity, or (iii) the right to receive the expected residual returns of the entity; (2) the equity investment at risk is insufficient to finance that entity’s activities without additional subordinated financial support; or (3) the equity investors have voting rights that are not proportionate to their economic interests and substantially all of the activities of the entity involve or are conducted on behalf of an investor with a disproportionately small voting interest. The Company consolidates VIEs in which it is considered to be the primary beneficiary. The primary beneficiary is defined by the entity having both of the following characteristics: (1) the power to direct the activities that, when taken together, most significantly impact the variable interest entity’s performance; and (2) the obligation to absorb losses and right to receive the returns from the VIE that would be significant to the VIE.

On January 1, 2016, the Company adopted accounting guidance under ASC 810, Consolidation, modifying the analysis it must perform to determine whether it should consolidate certain types of legal entities. The guidance does not amend the existing disclosure requirements for variable interest entities or voting interest model entities. The guidance, however, modified the requirements to qualify under the voting interest model. Under the revised guidance, the Operating Partnership will be a variable interest entity of the parent company, Mack-Cali Realty Corporation. As the Operating Partnership is already consolidated in the balance sheets of Mack-Cali Realty Corporation, the identification of this entity as a variable interest entity has no impact on the consolidated financial statements of Mack-Cali Realty Corporation. There were no other legal entities qualifying under the scope of the revised guidance that were consolidated as a result of the adoption.

The Financial Statements have been prepared in conformity with generally accepted accounting principles (“GAAP”). The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Financial Statements, and the reported amounts of revenues and expenses during the reported period. Actual results could differ from these estimates. Certain reclassifications have been made to prior period amounts in order to conform with current period presentation. These estimates and assumptions are based on management’s historical experience that are believed to be reasonable at the time. However, because future events and their effects cannot be determined with certainty, the determination of estimates requires the exercise of judgment. The Company’s critical accounting policies are those which require assumptions to be made about matters that are highly uncertain. Different estimates could have a material effect on the Company’s financial results. Judgments and uncertainties affecting the application of these policies and estimates may result in materially different amounts being reported under different conditions and circumstances.

**Rental Property:**

Rental properties are stated at cost less accumulated depreciation and amortization. Costs directly related to the acquisition, development and construction of rental properties are capitalized. Acquisition-related costs were expensed as incurred through December 31, 2016. The Company early adopted the recently issued FASB guidance Accounting Standards Update (“ASU”) 2017-01 on January 1, 2017 which revises the definition of a business and is expected to result in more transactions to be accounted for as asset acquisitions and significantly limit transactions that would be accounted for as business combinations. Where an acquisition has been determined to be an asset acquisition, acquisition-related costs are capitalized. Capitalized development and construction costs include pre-construction costs essential to the development of the property, development and construction costs, interest, property taxes, insurance, salaries and

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other project costs incurred during the period of development. Interest capitalized by the Company for the years ended December 31, 2017, 2016 and 2015 was \$20.2 million, \$19.3 million and \$16.2 million, respectively. Ordinary repairs and maintenance are expensed as incurred; major replacements and betterments, which improve or extend the life of the asset, are capitalized and depreciated over their estimated useful lives. Fully-depreciated assets are removed from the accounts.

The Company considers a construction project as substantially completed and held available for occupancy upon the substantial completion of tenant improvements, but no later than one year from cessation of major construction activity (as distinguished from activities such as routine maintenance and cleanup). If portions of a rental project are substantially completed and occupied by tenants, or held available for occupancy, and other portions have not yet reached that stage, the substantially completed portions are accounted for as a separate project. The Company allocates costs incurred between the portions under construction and the portions substantially completed and held available for occupancy, primarily based on a percentage of the relative square footage of each portion, and capitalizes only those costs associated with the portion under construction.

Properties are depreciated using the straight-line method over the estimated useful lives of the assets. The estimated useful lives are as follows:

Leasehold interests	Remaining lease term
Buildings and improvements	5 to 40 years
Tenant improvements	The shorter of the term of the related lease or useful life
Furniture, fixtures and equipment	5 to 10 years

Upon acquisition of rental property, the Company estimates the fair value of acquired tangible assets, consisting of land, building and

improvements, and identified intangible assets and liabilities assumed, generally consisting of the fair value of (i) above and below market leases, (ii) in-place leases and (iii) tenant relationships. The Company allocates the purchase price to the assets acquired and liabilities assumed based on their fair values. The Company records goodwill or a gain on bargain purchase (if any) if the net assets acquired/liabilities assumed differ from the purchase consideration of a transaction. In estimating the fair value of the tangible and intangible assets acquired, the Company considers information obtained about each property as a result of its due diligence and marketing and leasing activities, and utilizes various valuation methods, such as estimated cash flow projections utilizing appropriate discount and capitalization rates, estimates of replacement costs net of depreciation, and available market information. The fair value of the tangible assets of an acquired property considers the value of the property as if it were vacant.

Above-market and below-market lease values for acquired properties are initially recorded based on the present value (using a discount rate which reflects the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to each in-place lease and (ii) management's estimate of fair market lease rates for each corresponding in-place lease, measured over a period equal to the remaining term of the lease for above-market leases and the remaining initial term plus the term of any below-market fixed rate renewal options for below-market leases. The capitalized above-market lease values are amortized as a reduction of base rental revenue over the remaining terms of the respective leases, and the capitalized below-market lease values are amortized as an increase to base rental revenue over the remaining initial terms plus the terms of any below-market fixed rate renewal options of the respective leases.

Other intangible assets acquired include amounts for in-place lease values and tenant relationship values, which are based on management's evaluation of the specific characteristics of each tenant's lease and the Company's overall relationship with the respective tenant. Factors to be considered by management in its analysis of in-place lease values include an estimate of carrying costs during hypothetical expected lease-up periods considering current market conditions, and costs to execute similar leases. In estimating carrying costs, management includes real estate taxes, insurance and other operating expenses and estimates of lost rentals at market rates during the expected lease-up periods, depending on local market conditions. In estimating costs to execute similar leases, management considers leasing commissions, legal and other related expenses. Characteristics considered by management in valuing tenant relationships include the nature and extent of the Company's existing business relationships with the tenant, growth prospects for developing new business with the tenant, the tenant's credit quality and expectations of lease renewals. The value of in-place leases are amortized to expense over the remaining initial terms of the respective leases. The value of tenant relationship intangibles are amortized to expense over the anticipated life of the relationships.

On a periodic basis, management assesses whether there are any indicators that the value of the Company's rental properties held for use may be impaired. In addition to identifying any specific circumstances which may affect a property or properties, management considers other criteria for determining which properties may require assessment for potential impairment. The criteria considered by management include reviewing low leased percentages, significant near-term lease expirations, current and historical operating and/or

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cash flow losses, near-term mortgage debt maturities and/or other factors, including those that might impact the Company's intent and ability to hold the property. A property's value is impaired only if management's estimate of the aggregate future cash flows (undiscounted and without interest charges) to be generated by the property is less than the carrying value of the property. To the extent impairment has occurred, the impairment loss shall be measured as the excess of the carrying value of the property over the fair value of the property. The Company's estimates of aggregate future cash flows expected to be generated by each property are based on a number of assumptions. These assumptions are generally based on management's experience in its local real estate markets and the effects of current market conditions. The assumptions are subject to economic and market uncertainties including, among others, demand for space, competition for tenants, changes in market rental rates, and costs to operate each property. As these factors are difficult to predict and are subject to future events that may alter management's assumptions, the future cash flows estimated by management in its impairment analyses may not be achieved, and actual losses or impairments may be realized in the future.

### **Rental Property Held for Sale:**

When assets are identified by management as held for sale, the Company discontinues depreciating the assets and estimates the sales price, net of selling costs, of such assets. The Company generally considers assets to be held for sale when the transaction has received appropriate corporate authority and there are no significant contingencies relating to the sale. If, in management's opinion, the estimated net sales price, net of selling costs, of the assets which have been identified as held for sale is less than the carrying value of the assets, a valuation allowance (which is recorded as unrealized losses on disposition of rental property) is established.

If circumstances arise that previously were considered unlikely and, as a result, the Company decides not to sell a property previously classified as held for sale, the property is reclassified as held and used. A property that is reclassified is measured and recorded individually at the lower of (a) its carrying value before the property was classified as held for sale, adjusted for any depreciation (amortization) expense that would have been recognized had the property been continuously classified as held and used, or (b) the fair value at the date of the subsequent decision not to sell.

### **Investments in Unconsolidated Joint Ventures:**

The Company accounts for its investments in unconsolidated joint ventures under the equity method of accounting. The Company applies the equity method by initially recording these investments at cost, as Investments in Unconsolidated Joint Ventures, subsequently adjusted for equity in earnings and cash contributions and distributions. The outside basis portion of the Company's joint ventures is amortized over the anticipated useful lives of the underlying ventures' tangible and intangible assets acquired and liabilities assumed. Generally, the Company would discontinue applying the equity method when the investment (and any advances) is reduced to zero and would not provide for additional losses unless the Company has guaranteed obligations of the venture or is otherwise committed to providing further financial support for the investee. If the venture subsequently generates income, the Company only recognizes its share of such income to the extent it exceeds its share of previously

unrecognized losses.

If the venture subsequently makes distributions and the Company does not have an implied or actual commitment to support the operations of the venture, including a general partner interest in the investee, the Company will not record a basis less than zero, rather such amounts will be recorded as equity in earnings of unconsolidated joint ventures.

On a periodic basis, management assesses whether there are any indicators that the value of the Company's investments in unconsolidated joint ventures may be impaired. An investment is impaired only if management's estimate of the value of the investment is less than the carrying value of the investment, and such decline in value is deemed to be other than temporary. To the extent impairment has occurred, the loss shall be measured as the excess of the carrying value of the investment over the value of the investment. The Company's estimates of value for each investment (particularly in real estate joint ventures) are based on a number of assumptions that are subject to economic and market uncertainties including, among others, demand for space, competition for tenants, changes in market rental rates, and operating costs. As these factors are difficult to predict and are subject to future events that may alter management's assumptions, the values estimated by management in its impairment analyses may not be realized, and actual losses or impairment may be realized in the future. See Note 4: Investments in Unconsolidated Joint Ventures — to the Financial Statements.

#### **Revenue Recognition:**

Base rental revenue is recognized on a straight-line basis over the terms of the respective leases. Unbilled rents receivable represents the cumulative amount by which straight-line rental revenue exceeds rents currently billed in accordance with the lease agreements.

Above-market and below-market lease values for acquired properties are initially recorded based on the present value (using a discount rate which reflects the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to each in-place lease and (ii) management's estimate of fair market lease rates for each corresponding in-place lease, measured over a period equal to the remaining term of the lease for above-market leases and the remaining initial term plus the term of any below-market fixed-rate renewal options for below-market leases. The capitalized above-market lease values for acquired properties are amortized as a reduction of base rental revenue over the remaining terms of the respective leases, and the capitalized below-market lease values are

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amortized as an increase to base rental revenue over the remaining initial terms plus the terms of any below-market fixed-rate renewal options of the respective leases.

Escalations and recoveries from tenants are received from tenants for certain costs as provided in the lease agreements. These costs generally include real estate taxes, utilities, insurance, common area maintenance and other recoverable costs.

Real estate services revenue includes property management, development, construction and leasing commission fees and other services, and payroll and related costs reimbursed from clients. Fee income derived from the Company's unconsolidated joint ventures (which are capitalized by such ventures) are recognized to the extent attributable to the unaffiliated ownership interests.

Parking income includes income from parking spaces leased to tenants and others.

Other income includes income from tenants for additional services arranged for by the Company and income from tenants for early lease terminations.

#### **Allowance for Doubtful Accounts:**

Management performs a detailed review of amounts due from tenants to determine if an allowance for doubtful accounts is required based on factors affecting the collectability of the accounts receivable balances. The factors considered by management in determining which individual tenant receivable balances, or aggregate receivable balances, require a collectability allowance include the age of the receivable, the tenant's payment history, the nature of the charges, any communications regarding the charges and other related information. Management's estimate of the allowance for doubtful accounts requires management to exercise significant judgment about the timing, frequency and severity of collection losses, which affects the allowance and net income.

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### ***Results From Operations***

The following comparisons for the year ended December 31, 2017 ("2017"), as compared to the year ended December 31, 2016 ("2016"), and for 2016 as compared to the year ended December 31, 2015 ("2015") make reference to the following: (i) the effect of the "Same-Store Properties," which represent all in-service properties owned by the Company at December 31, 2015, (for the 2017 versus 2016 comparisons), and which represent all in-service properties owned by the Company at December 31, 2014 (for the 2016 versus 2015 comparisons), excluding properties sold, disposed of, removed from service, or being redeveloped or repositioned from January 1, 2015 through December 31, 2017; (ii) the effect of the "Acquired Properties," which represent all properties acquired by the Company or commencing initial operation from January 1, 2016 through December 31, 2017 (for the 2017 versus 2016 comparisons), and which represents all properties acquired by the Company or commencing initial operations from

January 1, 2015 through December 31, 2016 (for the 2016 versus 2015 comparisons), and (iii) the effect of “Properties Sold” which represent properties sold, disposed of, or removed from service (including properties being redeveloped or repositioned) by the Company from January 1, 2015 through December 31, 2017. During the 2017 and 2016 periods, six office properties, aggregating 570,481 square feet, were removed from service as they were being redeveloped by the Company.

*Year Ended December 31, 2017 Compared to Year Ended December 31, 2016*

(dollars in thousands)	Year Ended December 31,		Dollar Change	Percent Change
	2017	2016		
<b>Revenue from rental operations and other:</b>				
Base rents	\$ 501,334	\$ 506,877	\$ (5,543)	(1.1)%
Escalations and recoveries from tenants	58,767	60,505	(1,738)	(2.9)
Parking income	20,270	13,630	6,640	48.7
Other income	12,700	5,797	6,903	119.1
Total revenues from rental operations	593,071	586,809	6,262	1.1
<b>Property expenses:</b>				
Real estate taxes	81,364	87,379	(6,015)	(6.9)
Utilities	42,598	49,624	(7,026)	(14.2)
Operating services	107,379	103,954	3,425	3.3
Total property expenses	231,341	240,957	(9,616)	(4.0)
<b>Non-property revenues:</b>				
Real estate services	23,129	26,589	(3,460)	(13.0)
Total non-property revenues	23,129	26,589	(3,460)	(13.0)
<b>Non-property expenses:</b>				
Real estate services expenses	23,394	26,260	(2,866)	(10.9)
General and administrative	50,949	51,979	(1,030)	(2.0)
Acquisition-related costs	—	2,880	(2,880)	(100.0)
Depreciation and amortization	205,169	186,684	18,485	9.9
Total non-property expenses	279,512	267,803	11,709	4.4
Operating income	105,347	104,638	709	0.7
<b>Other (expense) income:</b>				
Interest expense	(93,388)	(94,889)	1,501	1.6
Interest and other investment income (loss)	2,766	1,614	1,152	71.4
Equity in earnings (loss) of unconsolidated joint ventures	(6,081)	18,788	(24,869)	(132.4)
Gain on change of control of interests	—	15,347	(15,347)	(100.0)
Realized gains (losses) and unrealized losses on disposition of rental property, net	2,364	109,666	(107,302)	(97.8)
Gain on sale of investment in unconsolidated joint venture	23,131	5,670	17,461	308.0
Loss from extinguishment of debt, net	(421)	(30,540)	30,119	98.6
Total other (expense) income	(71,629)	25,656	(97,285)	(379.2)
Net income (loss)	\$ 33,718	\$ 130,294	\$ (96,576)	(74.1)%

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The following is a summary of the changes in revenue from rental operations and property expenses in 2017 as compared to 2016 divided into Same-Store Properties, Acquired Properties and Properties Sold in 2016 and 2017:

(dollars in thousands)	Total Company		Same-Store Properties		Acquired Properties		Properties Sold in 2016 and 2017	
	Dollar Change	Percent Change	Dollar Change	Percent Change	Dollar Change	Percent Change	Dollar Change	Percent Change
<b>Revenue from rental operations and other:</b>								
Base rents	\$ (5,543)	(1.1)%	\$ 5,653	1.1%	\$ 72,837	14.4%	\$ (84,033)	(16.6)%
Escalations and recoveries from tenants	(1,738)	(2.9)	2,274	3.8	4,444	7.3	(8,456)	(14.0)
Parking income	6,640	48.7	4,330	31.8	2,512	18.4	(202)	(1.5)
Other income	6,903	119.1	(767)	(13.2)	7,729	133.3	(59)	(1.0)
Total	\$ 6,262	1.1%	\$ 11,490	2.0%	\$ 87,522	14.9%	\$ (92,750)	(15.8)%
<b>Property expenses:</b>								
Real estate taxes	\$ (6,015)	(6.9)%	\$ 808	0.9%	\$ 8,975	10.3%	\$ (15,798)	(18.1)%
Utilities	(7,026)	(14.2)	(502)	(1.0)	4,131	8.3	(10,655)	(21.5)

Operating services	3,425	3.3	4,530	4.4	14,853	14.3	(15,958)	(15.4)
Total	\$ (9,616)	(4.0)%	\$ 4,836	2.0%	\$ 27,959	11.6%	\$ (42,411)	(17.6)%

#### OTHER DATA:

Number of Consolidated Properties	142	126	16	98
Commercial Square feet (in thousands)	17,148	15,130	2,018	9,300
Multi-family portfolio (number of units)	2,551	1,081	1,470	—

**Base rents.** Base rents for the Same-Store Properties increased \$5.7 million, or 1.1 percent, for 2017 as compared to 2016, due primarily to a \$0.97 increase in average office annual rents per square foot to \$24.78 for 2017 as compared to \$23.81 for 2016; partially offset by a 230 basis point decrease in the average same store percent leased of the office portfolio from 90.7 percent in 2016 to 88.4 percent in 2017.

**Escalations and recoveries.** Escalations and recoveries from tenants for the Same-Store Properties increased \$2.3 million, or 3.8 percent, for 2017 over 2016 due primarily to higher property expenses to recover in 2017.

**Parking income.** Parking income for the Same-Store Properties increased \$4.3 million, or 31.8 percent for 2017 as compared to 2016 due to increased parking fees collected in 2017, as well as recording parking revenues, net of expenses, in 2016 and recording parking revenue, without netting expenses, in 2017, with such change in presentation resulting in minor period changes.

**Other income.** Other income for the Same-Store Properties decreased \$0.8 million, or 13.2 percent for 2017 as compared to 2016 due primarily to proceeds from a litigation settlement received in 2016 with no similar income in 2017. \$4.8 million of the increase in other income for the Acquired Properties in 2017 over 2016 was due to lease breakage fees recognized in 2017.

**Real estate taxes.** Real estate taxes on the Same-Store Properties increased \$0.8 million, or 0.9 percent, for 2017 as compared to 2016 due primarily to increased rates in 2017.

**Utilities.** Utilities for the Same-Store Properties decreased \$0.5 million, or 1.0 percent, for 2017 as compared to 2016, due primarily to decreased usage in 2017 due to milder weather.

**Operating services.** Operating services for the Same-Store Properties increased \$4.5 million, or 4.4 percent, due primarily to an increase in property maintenance costs and parking services expenses for 2017 as compared to 2016, including recording parking revenue, net of expenses, in 2016 and recording parking revenue, without netting expenses, in 2017, with such change in presentation resulting in minor period changes.

**Real estate services revenue.** Real estate services revenue (primarily reimbursement of property personnel costs) decreased \$3.5 million, or 13.0 percent, for 2017 as compared to 2016, due primarily to decreased third party development and property management activity in multi-family services in 2017 as compared to 2016.

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**Real estate services expenses.** Real estate services expenses decreased \$2.9 million, or 10.9 percent, for 2017 as compared to 2016 due primarily to decreased salaries and related expenses due to lower third party services activities.

**General and administrative.** General and administrative expenses decreased \$1.0 million, or 2.0 percent, in 2017 as compared to 2016 due primarily to a decrease in overhead salaries and related expenses.

**Acquisition-related costs.** The Company incurred transaction costs of \$2.9 million in 2016 related to the Company's property and joint venture acquisitions, which were expensed for the period, with no such costs expensed in 2017.

**Depreciation and amortization.** Depreciation and amortization increased \$18.5 million, or 9.9 percent, for 2017 over 2016. This increase was due primarily to depreciation of \$41.1 million in 2017 on the Acquired Properties, and an increase of \$3.1 million for 2017 as compared to 2016 on the Same-Store Properties due to accelerated depreciation on buildings planning to be removed from service, partially offset by lower depreciation of \$25.7 million in 2017 as compared to 2016 for properties sold or removed from service.

**Interest expense.** Interest expense decreased \$1.5 million, or 1.6 percent, for 2017 as compared to 2016. This decrease was primarily the result of lower average interest rates achieved on refinanced debt in late 2016, partially offset by increased average debt balances in 2017.

**Interest and other investment income.** Interest and other investment income increased \$1.2 million, or 71.4 percent, for 2017 as compared to 2016 primarily as a result of \$1.6 million from higher average notes receivable balances in 2017, partially offset by a decrease in valuation mark-to-market gains of \$0.5 million for an interest swap recorded in 2017 as compared to 2016.

**Equity in earnings (loss) of unconsolidated joint ventures.** Equity in earnings of unconsolidated joint ventures decreased \$24.9 million, or 132.4 percent, for 2017 as compared to 2016. The decrease was due primarily to a decrease in equity earnings income of \$20.9 million from refinancing proceeds received in 2016 from the Company's South Pier at Harborside hotel joint venture in excess of its carrying value, with no similar activity in 2017, and an equity loss in 2017 of \$6.1 million from the Company's URL Harborside venture, which was placed in service in 2017 but was in the



lease-up stage during the year.

*Gain on change of control of interests.* In 2016, the Company recorded a gain on change of control of \$15.3 million in connection with the acquisitions of the remaining interests of residential properties located in Malden and East Boston, Massachusetts.

*Realized gains (losses) and unrealized losses on disposition of rental property, net.* The Company had realized gains on disposition of rental property of \$2.4 million in 2017 and \$109.7 million in 2016. See Note 3: Recent Transactions — Dispositions — to the Financial Statements.

*Gain on sale of investment in unconsolidated joint venture.* In 2017, the Company recorded a \$23.1 million gain on the sale of its interests in certain joint ventures, which owned properties in New York, New Jersey and Pennsylvania. In 2016, the Company realized a gain of \$5.7 million on the sale of an unconsolidated joint venture property located in Weehawken, New Jersey.

*Loss from extinguishment of debt, net.* In 2017, the Company recognized a loss from extinguishment of debt of \$0.4 million due to the allocated costs as a result of the amendment of its revolving credit facility in 2017 and the refinancing of a mortgage loan in 2017. In 2016, the Company recognized a loss from extinguishment of debt, net, of \$30.5 million due primarily to the costs of repayment of certain senior unsecured notes and a mortgage loan of \$42.5 million offset by a gain from a discounted mortgage loan repayment of \$12.4 million. See Note 7 to the Financial Statements: Senior Unsecured Notes, Note 8 to the Financial Statements: Unsecured Revolving Credit Facility and Term Loans and Note 9 to the Financial Statements: Mortgages, Loans Payable and Other Obligations.

*Net income.* Net income decreased to \$33.7 million in 2017 from \$130.3 million in 2016. The decrease of \$96.6 million was due to the factors discussed above.

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**Year Ended December 31, 2016 Compared to Year Ended December 31, 2015**

(dollars in thousands)	Year Ended December 31,		Dollar Change	Percent Change
	2016	2015		
<b>Revenue from rental operations and other:</b>				
Base rents	\$ 506,877	\$ 487,041	\$ 19,836	4.1%
Escalations and recoveries from tenants	60,505	62,481	(1,976)	(3.2)
Parking income	13,630	11,124	2,506	22.5
Other income	5,797	4,617	1,180	25.6
Total revenues from rental operations	586,809	565,263	21,546	3.8
<b>Property expenses:</b>				
Real estate taxes	87,379	82,688	4,691	5.7
Utilities	49,624	55,965	(6,341)	(11.3)
Operating services	103,954	107,951	(3,997)	(3.7)
Total property expenses	240,957	246,604	(5,647)	(2.3)
<b>Non-property revenues:</b>				
Real estate services	26,589	29,620	(3,031)	(10.2)
Total non-property revenues	26,589	29,620	(3,031)	(10.2)
<b>Non-property expenses:</b>				
Real estate services expenses	26,260	25,583	677	2.6
General and administrative	51,979	49,147	2,832	5.8
Acquisition-related costs	2,880	1,560	1,320	84.6
Depreciation and amortization	186,684	170,402	16,282	9.6
Impairments	—	197,919	(197,919)	(100.0)
Total non-property expenses	267,803	444,611	(176,808)	(39.8)
Operating income	104,638	(96,332)	200,970	208.6
<b>Other (expense) income:</b>				
Interest expense	(94,889)	(103,051)	8,162	7.9
Interest and other investment income	1,614	794	820	103.3
Equity in earnings (loss) of unconsolidated joint ventures	18,788	(3,172)	21,960	692.3
Gain on change of control of interests	15,347	—	15,347	—
Realized gains (losses) and unrealized losses on disposition of rental property, net	109,666	53,261	56,405	105.9
Gain on sale of investment in unconsolidated joint venture	5,670	6,448	(778)	(12.1)
Loss from extinguishment of debt, net	(30,540)	—	(30,540)	—
Total other (expense) income	25,656	(45,720)	71,376	156.1
Net income (loss)	\$ 130,294	\$ (142,052)	\$ 272,346	191.7%

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The following is a summary of the changes in revenue from rental operations and property expenses in 2016 as compared to 2015 divided into Same-Store Properties, Acquired Properties and Properties Sold in 2015 and 2016:

(dollars in thousands)	Total Company		Same-Store Properties		Acquired Properties		Properties Sold in 2015 and 2016	
	Dollar Change	Percent Change	Dollar Change	Percent Change	Dollar Change	Percent Change	Dollar Change	Percent Change
<b>Revenue from rental operations and other:</b>								
Base rents	\$ 19,836	4.1%	\$ 19,539	4.1%	\$ 35,267	7.2%	\$ (34,970)	(7.2)%
Escalations and recoveries from tenants	(1,976)	(3.2)	413	0.6	2,975	4.8	(5,364)	(8.6)
Parking income	2,506	22.5	856	7.7	1,790	16.1	(140)	(1.3)
Other income	1,180	25.6	1,355	29.4	166	3.6	(341)	(7.4)
Total	\$ 21,546	3.8%	\$ 22,163	3.9%	\$ 40,198	7.1%	\$ (40,815)	(7.2)%
<b>Property expenses:</b>								
Real estate taxes	\$ 4,691	5.7%	\$ 7,867	9.6%	\$ 3,739	4.5%	\$ (6,915)	(8.4)%
Utilities	(6,341)	(11.3)	(6,067)	(10.8)	2,867	5.1	(3,141)	(5.6)
Operating services	(3,997)	(3.7)	(2,384)	(2.2)	7,707	7.1	(9,320)	(8.6)
Total	\$ (5,647)	(2.3)%	\$ (584)	(0.2)%	\$ 14,313	5.8%	\$ (19,376)	(7.9)%

**OTHER DATA:**

Number of Consolidated Properties	199	190	9	36
Commercial Square feet (in thousands)	20,944	19,911	1,033	4,743
Multi-family portfolio (number of units)	2,027	1,081	946	—

**Base rents.** Base rents for the Same-Store Properties increased \$19.5 million, or 4.1 percent, for 2016 as compared to 2015, due primarily to an increase in occupancy in 2016 as compared to 2015, which resulted from a 90 basis point increase in the average same store percent leased to 89.1 percent from 88.2 percent and an increase in average rental rates per square foot to \$23.36 from \$22.26.

**Escalations and recoveries.** Escalations and recoveries from tenants for the Same-Store Properties were mostly unchanged with an increase of \$0.4 million, or 0.6 percent, for 2016 over 2015.

**Parking income.** Parking income for the Same-Store Properties increased \$0.9 million, or 7.7 percent for 2016 as compared to 2015 due primarily to increased usage.

**Other income.** Other income for the Same-Store Properties increased \$1.4 million, or 29.4 percent due primarily to proceeds from a litigation settlement received in 2016.

**Real estate taxes.** Real estate taxes on the Same-Store Properties increased \$7.9 million, or 9.6 percent, for 2016 as compared to 2015. The change in real estate taxes principally results from a decrease in tax appeal proceeds received in 2016 as compared to 2015. Real estate taxes, without the effect of net tax appeal proceeds, increased \$1.5 million, or 1.9 percent, for 2016 as compared to 2015 due primarily to increased rates.

**Utilities.** Utilities for the year decreased \$6.1 million, or 10.8 percent, for 2016 as compared to 2015, due primarily to decreased electricity rates in 2016.

**Operating services.** Operating services for the Same-Store Properties decreased \$2.4 million, or 2.2 percent, due primarily to a decrease in snow removal and building cleaning costs in 2016 as compared to 2015.

**Real estate services revenue.** Real estate services revenue (primarily reimbursement of property personnel costs) decreased \$3.0 million, or 10.2 percent, for 2016 as compared to 2015, due primarily to decreased third party development and property management activity in multi-family services in 2016 as compared to 2015.

**Real estate services expenses.** Real estate services expenses increased \$0.7 million, or 2.6 percent, for 2016 as compared to 2015. This increase was due primarily to increased compensation and related costs.

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**General and administrative.** General and administrative expenses increased \$2.8 million, or 5.8 percent, in 2016 as compared to 2015 due primarily to an increase in stock compensation in 2016.

*Acquisition-related costs.* The Company incurred transaction costs of \$2.9 million in 2016 and \$1.6 million in 2015 related to the Company's property and joint venture acquisitions, which were expensed for the periods. See Note 3 to the Financial Statements: Recent Transactions — Acquisitions.

*Depreciation and amortization.* Depreciation and amortization increased \$16.3 million, or 9.6 percent, for 2016 over 2015. This increase was due primarily to depreciation of \$24.9 million in 2016 on the acquired properties, partially offset by lower depreciation of \$13.2 million in 2016 as compared to 2015 for properties sold or removed from service.

*Impairments.* The Company recorded \$197.9 million in impairment charges in 2015 on certain properties to reduce the carrying values to their estimated fair market values, with no such charges taken in 2016. See Note 3: Recent Transactions — to the Financial Statements.

*Interest expense.* Interest expense decreased \$8.2 million, or 7.9 percent, for 2016 as compared to 2015. This decrease was primarily the result of lower interest rates achieved on refinanced debt in 2016.

*Interest and other investment income.* Interest and other investment income increased \$0.8 million, or 103.3 percent, for 2016 as compared to 2015 primarily as a result of a valuation mark to market gain for an interest swap in 2016.

*Equity in earnings (loss) of unconsolidated joint ventures.* Equity in earnings of unconsolidated joint ventures increased \$22.0 million, or 692.3 percent, for 2016 as compared to 2015. The increase was due primarily to an increase in equity in earnings income of \$21.7 million from refinancing proceeds received from the Company's South Pier at Harborside venture. See Note 4 to the Financial Statements: Investments in Unconsolidated Joint Ventures.

*Gain on change of control of interests.* In 2016, the Company recorded a gain on change of control of \$15.3 million in connection with the acquisitions of the remaining interests of residential properties located in Malden and East Boston, Massachusetts.

*Realized gains (losses) and unrealized losses on disposition of rental property, net.* The Company had realized gains on disposition of rental property of \$109.7 million in 2016 and \$53.3 million in 2015. See Note 3: Recent Transactions — Dispositions — to the Financial Statements.

*Gain on sale of investment in unconsolidated joint venture.* In 2016, the Company realized a gain of \$5.7 million on the sale of an unconsolidated joint venture property located in Weehawken, New Jersey. In 2015, the Company realized a gain of \$6.4 million on the sale of an unconsolidated joint venture property located in Morristown, New Jersey.

*Loss from extinguishment of debt, net.* In 2016, the Company recognized a loss from extinguishment of debt, net, of \$30.5 million due primarily to the costs of repayment of certain senior unsecured notes and a mortgage loan of \$42.5 million offset by a gain from a discounted mortgage loan repayment of \$12.4 million.

*Net income (loss).* Net income increased to \$130.3 million in 2016 from a loss of \$142.1 million in 2015. The increase of \$272.3 million was due to the factors discussed above.

## LIQUIDITY AND CAPITAL RESOURCES

### *Liquidity*

#### **Overview:**

Historically, rental revenue has been the Company's principal source of funds to pay operating expenses, debt service, capital expenditures and dividends, excluding non-recurring capital expenditures. To the extent that the Company's cash flow from operating activities is insufficient to finance its non-recurring capital expenditures such as property acquisitions, development and construction costs and other capital expenditures, the Company has and expects to continue to finance such activities through borrowings under its unsecured revolving credit facility, other debt and equity financings, proceeds from the sale of properties and joint venture capital.

The Company expects to meet its short-term liquidity requirements generally through its working capital, which may include proceeds from the sales of office properties, net cash provided by operating activities and draw from its unsecured revolving credit facility. The Company frequently examines potential property acquisitions and development projects and, at any given time, one or more of such acquisitions or development projects may be under consideration. Accordingly, the ability to fund property acquisitions and

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development projects is a major part of the Company's financing requirements. The Company expects to meet its financing requirements through funds generated from operating activities, to the extent available, proceeds from property sales, joint venture capital, long-term and short-term borrowings (including draws on the Company's unsecured revolving credit facility) and the issuance of additional debt and/or equity securities.

#### **Repositioning of the Company's Portfolio:**

As described earlier relative to its current strategic initiative, the Company's management has been reviewing its portfolio and identifying opportunities to divest of non-core office properties that no longer meet its long-term strategy, have reached their potential, are less efficient to operate, or when market conditions are favorable to be sold at attractive prices. The Company anticipates continuing to redeploy the proceeds

from non-core rental property sales in the near-term to acquire office properties, enhance amenities and infrastructure at existing office properties, develop, redevelop and acquire multi-family rental properties, as well as reposition certain office properties into multi-family residential and/or mixed use properties, in its core Northeast sub-markets.

### **Construction Projects:**

In 2015, the Company commenced development of a two-phase multi-family development of the CitySquare project in Worcester, Massachusetts. The first phase, with 237 units, is under construction with anticipated initial deliveries in the first quarter 2018. The second phase, with 128 units, started construction in the third quarter 2016 with anticipated initial deliveries in the third quarter 2018. Total development costs for both phases are estimated to be \$92.7 million with development costs of \$86.9 million incurred through December 31, 2017. The Company has a construction loan with a maximum borrowing amount of \$58 million (with \$37.8 million outstanding as of December 31, 2017), which is expected to fund the remaining costs to complete the project.

In 2015, the Company entered into a 90-percent owned consolidated joint venture with XS Port Imperial Hotel, LLC to form XS Hotel Urban Renewal Associates LLC, which is developing a 372-key hotel in Weehawken, New Jersey. The project is expected to be ready for occupancy by second quarter 2018. The construction of the project is estimated to cost \$139.4 million, with development costs of \$101.7 million incurred by the venture through December 31, 2017. The venture has a \$94 million construction loan (with \$43.7 million outstanding as of December 31, 2017), which is expected to fund the remaining costs to complete the project.

In 2016, the Company commenced the repurposing of a former office property site located at 250 Johnson Road in Morris Plains, New Jersey into a 197-unit multi-family development project. The project, which is estimated to cost \$58.7 million (of which development costs of \$53.9 million have been incurred through December 31, 2017), is expected to be ready for occupancy by the first quarter 2018. The remaining costs to complete the project are expected to be funded primarily from a \$42 million construction loan (with \$32.5 million outstanding as of December 31, 2017).

In 2016, the Company started construction of a 296-unit multi-family project known as Portside 5/6 in East Boston, Massachusetts. The project is expected to be ready for occupancy by second quarter 2018 and is estimated to cost \$111.4 million (of which \$101.3 million have been incurred through December 31, 2017). The remaining costs to complete the project are expected to be funded primarily from a \$73 million construction loan (with \$45.8 million outstanding as of December 31, 2017).

The Company is developing a 295-unit multi-family project in Weehawken, New Jersey, which began construction in first quarter 2016. The project, known as Port Imperial South 11, which is expected to be ready for occupancy by second quarter 2018, is estimated to cost \$125 million (of which development costs of \$83.6 million have been incurred through December 31, 2017). The project costs are expected to be funded from a \$78 million construction loan (with \$46.1 million outstanding as of December 31, 2017). The Company expects to fund \$47 million for the development of the project, of which the Company has funded \$37.5 million as of December 31, 2017.

In August 2017, the Company acquired an existing mortgage note receivable encumbering a vacant developable land parcel located in Jersey City, New Jersey (the "Land Property") with a balance of \$44.7 million (the "Land Note Receivable"). The Land Note Receivable matures in July 2019 and earns interest at an annual rate of 5.85 percent which accrues monthly and is payable at maturity. The Land Property is currently an unimproved land parcel which operates as a surface parking facility. Additionally, the Company entered into an agreement to acquire the Land Property, subject to the Company's ability to obtain all necessary development rights and entitlements to develop an apartment building on the land, and other related conditions to ensure that the Company can develop the project. The purchase price is \$73 million, subject to adjustment based on the level of development rights obtained for the construction of a multifamily apartment building

### **REIT Restrictions:**

To maintain its qualification as a REIT under the IRS Code, the General Partner must make annual distributions to its stockholders of at least 90 percent of its REIT taxable income, determined without regard to the dividends paid deduction and by excluding net capital gains. Moreover, the General Partner intends to continue to make regular quarterly distributions to its common stockholders. Based

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upon the most recently paid common stock dividend rate of \$0.20 per common share, in the aggregate, such distributions would equal approximately \$71.9 million (\$81.2 million, including units in the Operating Partnership held by parties other than the General Partner) on an annualized basis. However, any such distributions, whether for federal income tax purposes or otherwise, would be paid out of available cash, including borrowings and other sources, after meeting operating requirements, preferred stock dividends and distributions, and scheduled debt service on the Company's debt. If and to the extent the Company retains and does not distribute any net capital gains, the General Partner will be required to pay federal, state and local taxes on such net capital gains at the rate applicable to capital gains of a corporation.

### **Property Lock-Ups:**

Through February 2016, the Company could not dispose of or distribute certain of its properties which were originally contributed by certain unrelated common unitholders of the Operating Partnership, without the express written consent of such common unitholders, as applicable, except in a manner which did not result in recognition of any built-in-gain (which may result in an income tax liability) or which reimbursed the appropriate specific common unitholders for the tax consequences of the recognition of such built-in-gains (collectively, the "Property Lock-Ups"). Upon the expiration in February 2016 of the Property Lock-Ups, the Company is generally required to use commercially reasonable efforts to prevent any sale, transfer or other disposition of the subject properties from resulting in the recognition of built-in gain to the specific common unitholders, which include members of the Mack Group (which includes William L. Mack, Chairman of the General Partner's Board of Directors; David S. Mack,

director; and Earle I. Mack, a former director), the Robert Martin Group (which includes Robert F. Weinberg, a former director and current member of the General Partner's Advisory Board), and the Cali Group (which includes John R. Cali, a former director and current member of the General Partner's Advisory Board). As of December 31, 2017, 80 of the Company's properties, primarily a portfolio of flex properties in Westchester County, New York, with an aggregate carrying value of approximately \$1.0 billion, are subject to these conditions.

### Unencumbered Properties:

As of December 31, 2017, the Company had 129 unencumbered properties with a carrying value of \$2.1 billion representing 88.4 percent of the Company's total consolidated property count.

### *Cash Flows*

Cash and cash equivalents decreased by \$3.4 million to \$28.2 million at December 31, 2017, compared to \$31.6 million at December 31, 2016. This decrease is comprised of the following net cash flow items:

- (1) \$196.1 million provided by operating activities.
- (2) \$545.7 million used in investing activities, consisting primarily of the following:
  - (a) \$36.1 million used for investments in unconsolidated joint ventures; plus
  - (b) \$619.4 million used for rental property acquisitions and related intangibles; plus
  - (c) \$90.1 million used for additions to rental property and improvements; plus
  - (d) \$267.8 million used for the development of rental property, other related costs and deposits; plus
  - (e) \$47 million used for investments in notes receivable; minus
  - (f) \$8 million decrease in restricted cash; minus
  - (g) \$311.9 million from proceeds from the sales of rental property; minus
  - (h) \$74.9 million received from payments of notes receivables; minus
  - (i) \$110.3 million from proceeds from the sale of investments in unconsolidated joint venture; minus
  - (j) \$3.6 million from investment receivable; minus
  - (k) \$5.9 million received from distributions in excess of cumulative earnings from unconsolidated joint ventures.
- (3) \$346.1 million provided by financing activities, consisting primarily of the following:
  - (a) \$730 million from borrowings under the revolving credit facility; plus
  - (b) \$325 million from borrowings from the unsecured term loan; plus
  - (c) \$514 million from proceeds received from mortgages and loans payable; plus
  - (d) \$139 million from issuance of redeemable noncontrolling interests; minus
  - (e) \$19 million from contributions to noncontrolling interests; minus

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- (f) \$866 million used for repayments of revolving credit facility; minus
- (g) \$250 million used for repayment of senior unsecured notes; minus
- (h) \$156.8 million used for repayments of mortgages, loans payable and other obligations; minus
- (i) \$2 million used for acquisition of noncontrolling interests; minus
- (j) \$77.8 million used for payments of dividends and distributions; minus
- (k) \$9.2 million used for payment of finance cost.

### *Debt Financing*

#### Summary of Debt:

The following is a breakdown of the Company's debt between fixed and variable-rate financing as of December 31, 2017:

	Balance (\$000's)	% of Total	Weighted Average Interest Rate (a)	Weighted Average Maturity in Years
Fixed Rate Unsecured Debt and Other Obligations	\$ 1,250,000	44.23%	3.62%	3.04
Fixed Rate Secured Debt	1,193,667	42.24%	4.35%	5.69
Variable Rate Secured Debt	232,444	8.22%	4.25%	1.52
Variable Rate Unsecured Debt (b)	150,000	5.31%	2.68%	3.07
<b>Totals/Weighted Average:</b>	<b>\$ 2,826,111</b>	<b>100.00%</b>	<b>3.93%(b)</b>	<b>4.04</b>
Adjustment for unamortized debt discount	(3,505)			
Unamortized deferred financing costs	(13,038)			
<b>Total Debt, Net</b>	<b>\$ 2,809,568</b>			



- (a) The actual weighted average LIBOR rate for the Company's outstanding variable rate debt was 1.49 percent as of December 31, 2017, plus the applicable spread.
- (b) Excludes amortized deferred financing costs primarily pertaining to the Company's unsecured revolving credit facility which amounted to \$3.3 million for the year ended December 31, 2017.

#### **Debt Maturities:**

Scheduled principal payments and related weighted average annual effective interest rates for the Company's debt as of December 31, 2017 are as follows:

<b>Period</b>	<b>Scheduled Amortization (\$000's)</b>	<b>Principal Maturities (\$000's)</b>	<b>Total (\$000's)</b>	<b>Weighted Avg. Effective Interest Rate of Future Repayments (a)</b>
2018	\$ 6,977	\$ 275,210	\$ 282,187	6.58%
2019	665	576,489	577,154	3.65%
2020	2,903	325,000	327,903	3.31%
2021 (b)	3,227	318,800	322,027	2.95%
2022	3,284	300,000	303,284	4.60%
Thereafter	10,642	997,927	1,008,569	3.88%
<b>Sub-total</b>	<b>27,698</b>	<b>2,793,426</b>	<b>2,821,124</b>	<b>3.93%</b>
Adjustment for unamortized debt discount/premium, net as of December 31, 2017	(3,505)	—	(3,505)	
Unamortized mark to market	4,987	—	4,987	
Unamortized deferred financing costs	(13,038)	—	(13,038)	
<b>Totals/Weighted Average</b>	<b>\$ 16,142</b>	<b>\$ 2,793,426</b>	<b>\$ 2,809,568</b>	<b>3.93% (c)</b>

- (a) The actual weighted average LIBOR rate for the Company's outstanding variable rate debt was 1.49 percent as of December 31, 2017, plus the applicable spread.
- (b) Includes outstanding borrowings of the Company's unsecured revolving credit facility of \$150.0 million which, in January 2017, was amended and restated and matures in January 2021.
- (c) Excludes amortized deferred financing costs primarily pertaining to the Company's unsecured revolving credit facility which amounted to \$3.3 million for the year ended December 31, 2017.

#### **Senior Unsecured Notes:**

The terms of the Company's senior unsecured notes (which totaled approximately \$569 million as of December 31, 2017) include certain restrictions and covenants which require compliance with financial ratios relating to the maximum amount of debt leverage, the maximum amount of secured indebtedness, the minimum amount of debt service coverage and the maximum amount of unsecured debt as a percent of unsecured assets.

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#### **Unsecured Revolving Credit Facility and Term Loans:**

On January 25, 2017, the Company entered into an amended revolving credit facility and new term loan agreement ("2017 Credit Agreement") with a group of 13 lenders. Pursuant to the 2017 Credit Agreement, the Company refinanced its existing \$600 million unsecured revolving credit facility ("2017 Credit Facility") and entered into a new \$325 million unsecured term loan facility ("2017 Term Loan").

The terms of the 2017 Credit Facility include: (1) a four-year term ending in January 2021, with two six-month extension options; (2) revolving credit loans may be made to the Company in an aggregate principal amount of up to \$600 million (subject to increase as discussed below), with a sublimit under the 2017 Credit Facility for the issuance of letters of credit in an amount not to exceed \$60 million (subject to increase as discussed below); (3) an interest rate based on the Operating Partnership's unsecured debt ratings from Moody's or S&P, currently the London Inter-Bank Offered Rate ("LIBOR") plus 120 basis points, or, at the Operating Partnership's option, if it no longer maintains a debt rating from Moody's or S&P or such debt ratings fall below Baa3 and BBB-, based on a defined leverage ratio; and (4) a facility fee payable quarterly based on the Operating Partnership's unsecured debt ratings from Moody's or S&P, currently 25 basis points, or, at the Operating Partnership's option, if it no longer maintains a debt rating from Moody's or S&P or such debt ratings fall below Baa3 and BBB-, based on a defined leverage ratio.

The interest rates on outstanding borrowings, alternate base rate loans and the facility fee on the current borrowing capacity payable quarterly in arrears on the 2017 Credit Facility are based upon the Operating Partnership's unsecured debt ratings, as follows:

<b>Operating Partnership's Unsecured Debt Ratings: Higher of S&amp;P or Moody's</b>	<b>Interest Rate - Applicable Basis Points Above LIBOR</b>	<b>Interest Rate - Applicable Basis Points Above LIBOR for Alternate Base Rate Loans</b>	<b>Facility Fee Basis Points</b>
No ratings or less than BBB-/Baa3	155.0	55.0	30.0
BBB- or Baa3 (current interest rate based on Company's election)	120.0	20.0	25.0

BBB or Baa2	100.0	0.0	20.0
BBB+ or Baa1	90.0	0.0	15.0
A- or A3 or higher	87.5	0.0	12.5

If the Company elected to use the defined leverage ratio, the interest rate under the 2017 Credit Facility would be based on the following total leverage ratio grid:

<b>Total Leverage Ratio</b>	<b>Interest Rate - Applicable Basis Points above LIBOR</b>	<b>Interest Rate - Applicable Basis Points Above LIBOR for Alternate Base Rate Loans</b>	<b>Facility Fee Basis Points</b>
<45%	125.0	25.0	20.0
≥45% and <50% (current ratio)	130.0	30.0	25.0
≥50% and <55%	135.0	35.0	30.0
≥55%	160.0	60.0	35.0

The terms of the 2017 Term Loan include: (1) a three-year term ending in January 2020, with two one-year extension options; (2) multiple draws of the term loan commitments may be made within 12 months of the effective date of the 2017 Credit Agreement up to an aggregate principal amount of \$325 million (subject to increase as discussed below), with no requirement to be drawn in full; provided, that, if the Company does not borrow at least 50 percent of the initial term commitment from the term lenders (i.e. 50 percent of \$325 million) on or before July 25, 2017, the amount of unused term loan commitments shall be reduced on such date so that, after giving effect to such reduction, the amount of unused term loan commitments is not greater than the outstanding term loans on such date; (3) an interest rate based on the Operating Partnership's unsecured debt ratings from Moody's or S&P, currently the LIBOR plus 140 basis points, or, at the Operating Partnership's option if it no longer maintains a debt rating from Moody's or S&P or such debt ratings fall below Baa3 and BBB-, based on a defined leverage ratio; and (4) a term commitment fee on any unused term loan commitment during the first 12 months after the effective date of the 2017 Credit Agreement at a rate of 0.25 percent per annum on the sum of the average daily unused portion of the aggregate term loan commitments.

On March 29, 2017, the Company executed interest rate swap arrangements to fix LIBOR with an aggregate average rate of 1.6473% for the swaps and a current aggregate fixed rate of 3.0473% for borrowings under the 2017 Term Loan.

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The interest rate on the 2017 Term Loan is based upon Operating Partnership's unsecured debt ratings, as follows:

<b>Operating Partnership's Unsecured Debt Ratings: Higher of S&amp;P or Moody's</b>	<b>Interest Rate - Applicable Basis Points Above LIBOR</b>	<b>Interest Rate - Applicable Basis Points Above LIBOR for Alternate Base Rate Loans</b>
No ratings or less than BBB-/Baa3	185.0	85.0
BBB- or Baa3 (current interest rate based on Company's election)	140.0	40.0
BBB or Baa2	115.0	15.0
BBB+ or Baa1	100.0	0.0
A- or A3 or higher	90.0	0.0

If the Company elected to use the defined leverage ratio, the interest rate under the 2017 Term Loan would be based on the following total leverage ratio grid:

<b>Total Leverage Ratio</b>	<b>Interest Rate - Applicable Basis Points above LIBOR</b>	<b>Interest Rate - Applicable Basis Points Above LIBOR for Alternate Base Rate Loans</b>
<45%	145.0	45.0
≥45% and <50% (current ratio)	155.0	55.0
≥50% and <55%	165.0	65.0
≥55%	195.0	95.0

On up to four occasions at any time after the effective date of the 2017 Credit Agreement, the Company may elect to request (1) an increase to the existing revolving credit commitments (any such increase, the "New Revolving Credit Commitments") and/or (2) the establishment of one or more new term loan commitments (the "New Term Commitments", together with the 2017 Credit Commitments, the "Incremental Commitments"), by up to an aggregate amount not to exceed \$350 million for all Incremental Commitments. The Company may also request that the sublimit for letters of credit available under the 2017 Credit Facility be increased to \$100 million (without arranging any New Revolving Credit Commitments). No lender or letter of credit issued has any obligation to accept any Incremental Commitment or any increase to the letter of credit subfacility. There is no premium or penalty associated with full or partial prepayment of borrowings under the 2017 Credit Agreement.

The 2017 Credit Agreement, which applies to both the 2017 Credit Facility and 2017 Term Loan, includes certain restrictions and covenants which limit, among other things the incurrence of additional indebtedness, the incurrence of liens and the disposition of real estate properties (to the

extent that: (i) such property dispositions cause the Company to default on any of the financial ratios of the 2017 Credit Agreement (described below), or (ii) the property dispositions are completed while the Company is under an event of default under the 2017 Credit Agreement, unless, under certain circumstances, such disposition is being carried out to cure such default), and which require compliance with financial ratios relating to the maximum leverage ratio (60 percent), the maximum amount of secured indebtedness (40 percent), the minimum amount of fixed charge coverage (1.5 times), the maximum amount of unsecured indebtedness (60 percent), the minimum amount of unencumbered property interest coverage (2.0 times) and certain investment limitations (generally 15 percent of total capitalization). If an event of default has occurred and is continuing, the entire outstanding balance under the 2017 Credit Agreement may (or, in the case of any bankruptcy event of default, shall) become immediately due and payable, and the Company will not make any excess distributions except to enable the General Partner to continue to qualify as a REIT under the IRS Code.

Before it amended and restated its unsecured revolving credit facility in January 2017, the Company had a \$600 million unsecured revolving credit facility with a group of 17 lenders that was scheduled to mature in July 2017. The interest rate on outstanding borrowings (not electing the Company's competitive bid feature) and the facility fee on the current borrowing capacity payable quarterly in arrears was based upon the Operating Partnership's unsecured debt ratings at the time, as follows:

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<b>Operating Partnership's Unsecured Debt Ratings: Higher of S&amp;P or Moody's</b>	<b>Interest Rate - Applicable Basis Points Above LIBOR</b>	<b>Facility Fee Basis Points</b>
No ratings or less than BBB-/Baa3	170.0	35.0
BBB- or Baa3 (current since January 2017 amendment)	130.0	30.0
BBB or Baa2	110.0	20.0
BBB+ or Baa1	100.0	15.0
A- or A3 or higher	92.5	12.5

In January 2016, the Company obtained a \$350 million unsecured term loan ("2016 Term Loan"), which matures in January 2019 with two one-year extension options. The interest rate for the term loan is currently 140 basis points over LIBOR, subject to adjustment on a sliding scale based on the Operating Partnership's unsecured debt ratings, or, at the Company's option, a defined leverage ratio. The Company entered into interest rate swap arrangements to fix LIBOR for the duration of the term loan. Including costs, the current all-in fixed rate is 3.13 percent. The proceeds from the loan were used primarily to repay outstanding borrowings on the Company's then existing unsecured revolving credit facility and to repay \$200 million senior unsecured notes that matured on January 15, 2016.

The interest rate on the 2016 Term Loan is based upon the Operating Partnership's unsecured debt ratings, as follows:

<b>Operating Partnership's Unsecured Debt Ratings: Higher of S&amp;P or Moody's</b>	<b>Interest Rate - Applicable Basis Points Above LIBOR</b>
No ratings or less than BBB-/Baa3	185.0
BBB- or Baa3 (current interest rate based on Company's election)	140.0
BBB or Baa2	115.0
BBB+ or Baa1	100.0
A- or A3 or higher	90.0

If the Company elected to use the defined leverage ratio, the interest rate under the 2016 Term Loan would be based on the following total leverage ratio grid:

<b>Total Leverage Ratio</b>	<b>Interest Rate - Applicable Basis Points above LIBOR</b>
<45%	145.0
≥45% and <50% (current ratio)	155.0
≥50% and <55%	165.0
≥55%	195.0

The terms of the 2016 Term Loan include certain restrictions and covenants which limit, among other things the incurrence of additional indebtedness, the incurrence of liens and the disposition of real estate properties (to the extent that: (i) such property dispositions cause the Company to default on any of the financial ratios of the term loan described below, or (ii) the property dispositions are completed while the Company is under an event of default under the term loan, unless, under certain circumstances, such disposition is being carried out to cure such default), and which require compliance with financial ratios relating to the maximum leverage ratio (60 percent), the maximum amount of secured indebtedness (40 percent), the minimum amount of fixed charge coverage (1.5 times), the maximum amount of unsecured indebtedness (60 percent), the minimum amount of unencumbered property interest coverage (2.0 times) and certain investment limitations (generally 15 percent of total capitalization). If an event of default has occurred and is continuing, the Company will not make any excess distributions except to enable the General Partner to continue to qualify as a REIT under the IRS Code.

## **Mortgages, Loans Payable and Other Obligations:**

The Company has other mortgages, loans payable and other obligations which consist of various loans collateralized by certain of the Company's rental properties. Payments on mortgages, loans payable and other obligations are generally due in monthly installments of principal and interest,

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On January 8, 2018, the Company prepaid mortgage debt of approximately \$209 million that encumbered the Company's property at Harborside Plaza 5, for which it incurred costs of approximately \$8.4 million.

**Debt Strategy:**

The Company does not intend to reserve funds to retire the Company's senior unsecured notes, outstanding borrowings under its unsecured revolving credit facility, its unsecured term loans, or its mortgages, loans payable and other obligations upon maturity. Instead, the Company will seek to refinance such debt at maturity or retire such debt through the issuance of additional equity or debt securities on or before the applicable maturity dates. If it cannot raise sufficient proceeds to retire the maturing debt, the Company may draw on its revolving credit facility to retire the maturing indebtedness, which would reduce the future availability of funds under such facility. As of February 16, 2018, the Company had outstanding borrowings of \$370 million under its unsecured revolving credit facility. The Company is reviewing various financing and refinancing options, including the redemption or purchase of the Operating Partnership's senior unsecured notes in public tender offers or privately-negotiated transactions, the issuance of additional, or exchange of current, unsecured debt of the Operating Partnership or common and preferred stock of the General Partner, and/or obtaining additional mortgage debt of the Operating Partnership, some or all of which may be completed in 2018. The Company currently anticipates that its available cash and cash equivalents, cash flows from operating activities and proceeds from the sale of office properties, together with cash available from borrowings and other sources, will be adequate to meet the Company's capital and liquidity needs in the short term. However, if these sources of funds are insufficient or unavailable, due to current economic conditions or otherwise, or if capital needs to fund acquisition and development opportunities in the multi-family rental sector arise, the Company's ability to make the expected distributions discussed in "REIT Restrictions" above may be adversely affected.

*Equity Financing and Registration Statements***Common Equity:**

The following table presents the changes in the General Partner's issued and outstanding shares of common stock and the Operating Partnership's common units from January 1, 2017 to December 31, 2017:

	<u>Common Stock</u>	<u>Common Units</u>	<u>Total</u>
Outstanding at January 1, 2017	89,696,713	10,488,105	100,184,818
Common units redeemed for common stock	148,661	(148,662)	(1)
Shares issued under Dividend Reinvestment and Stock Purchase Plan	2,813	—	2,813
Restricted shares and common units issued	69,736	99,412	169,148
Cancellation of restricted shares	(3,810)	—	(3,810)
Outstanding at December 31, 2017	<u>89,914,113</u>	<u>10,438,855</u>	<u>100,352,968</u>

**Share/Unit Repurchase Program:**

The General Partner has a share repurchase program which was renewed and authorized by its Board of Directors in September 2012 to purchase up to \$150 million of the General Partner's outstanding common stock ("Repurchase Program"), which it may repurchase from time to time in open market transactions at prevailing prices or through privately negotiated transactions. As of December 31, 2017, the General Partner has a remaining authorization under the Repurchase Program of \$139 million. There were no common stock repurchases in the years ended December 31, 2016 and 2017 and through February 16, 2018.

**Dividend Reinvestment and Stock Purchase Plan:**

The Company has a Dividend Reinvestment and Stock Purchase Plan (the "DRIP") which commenced in March 1999 under which approximately 5.5 million shares of the General Partner's common stock have been reserved for future issuance. The DRIP provides for automatic reinvestment of all or a portion of a participant's dividends from the General Partner's shares of common stock. The DRIP also permits participants to make optional cash investments up to \$5,000 a month without restriction and, if the Company waives this limit, for additional amounts subject to certain restrictions and other conditions set forth in the DRIP prospectus filed as part of the Company's effective registration statement on Form S-3 filed with the Securities and Exchange Commission ("SEC") for the approximately 5.5 million shares of the General Partner's common stock reserved for issuance under the DRIP.

**Shelf Registration Statements:**

The General Partner has an effective shelf registration statement on Form S-3 filed with the SEC for an aggregate amount of \$2.0 billion in common stock, preferred stock, depositary shares, and/or warrants of the General Partner, under which no securities have been sold as of February 16, 2018.

The General Partner and the Operating Partnership also have an effective shelf registration statement on Form S-3 filed with the SEC for an aggregate amount of \$2.5 billion in common stock, preferred stock, depository shares and guarantees of the General Partner and debt securities of the Operating Partnership, under which no securities have been sold as of February 16, 2018.

### *Off-Balance Sheet Arrangements*

#### **Unconsolidated Joint Venture Debt:**

The debt of the Company's unconsolidated joint ventures generally provide for recourse to the Company for customary matters such as intentional misuse of funds, environmental conditions and material misrepresentations. The Company has agreed to guarantee repayment of a portion of the debt of its unconsolidated joint ventures. Such debt has a total facility amount of \$318 million of which the Company has agreed to guarantee up to \$36 million. As of December 31, 2017, the outstanding balance of such debt totaled \$200.1 million of which \$24 million was guaranteed by the Company.

The Company's off-balance sheet arrangements are further discussed in Note 4: Investments in Unconsolidated Joint Ventures to the Financial Statements.

### *Contractual Obligations*

The following table outlines the timing of payment requirements related to the Company's debt (principal and interest), PILOT agreements, ground lease agreements and other obligations, as of December 31, 2017:

<u>(dollars in thousands)</u>	<u>Total</u>	<u>Payments Due by Period</u>				
		<u>Less than 1 Year</u>	<u>2 – 3 Years</u>	<u>4 – 5 Years</u>	<u>6 – 10 Years</u>	<u>After 10 Years</u>
Senior unsecured notes	\$ 683,394	\$ 22,163	\$ 44,325	\$ 337,575	\$ 279,331	—
Unsecured revolving credit facility and term loans (a)	870,790	25,717	694,738	150,335	—	—
Mortgages, loans payable and other obligations (b)	1,507,506	331,958	259,035	228,503	657,138	\$ 30,872
Payments in lieu of taxes (PILOT)	34,776	8,552	17,103	9,121	—	—
Ground lease payments	224,931	2,466	4,957	4,973	12,173	200,362
Other	1,655	405	1,250	—	—	—
<b>Total</b>	<b>\$ 3,323,052</b>	<b>\$ 391,261</b>	<b>\$ 1,021,408</b>	<b>\$ 730,507</b>	<b>\$ 948,642</b>	<b>\$ 231,234</b>

(a) Interest payments assume LIBOR rate of 1.49 percent, which is the weighted average rate on this outstanding variable rate debt at December 31, 2017, plus the applicable spread.

(b) Interest payments assume LIBOR rate of 1.50 percent, which is the weighted average rate on its outstanding variable rate mortgage debt at December 31, 2017, plus the applicable spread.

#### **Changes in Executive Officers**

On January 29, 2018, the Company announced the appointment of David J. Smetana as chief financial officer and Nicholas Hilton as executive vice president of leasing of the General Partner. Mr. Smetana will begin to perform his duties as chief financial officer and Anthony Krug shall cease to serve as chief financial officer immediately following the filing of this Annual Report on Form 10-K for the year ended December 31, 2017. Mr. Krug will remain an employee of the General Partner and will provide transition services through March 31, 2018. Mr. Hilton's employment commenced on February 12, 2018 following the departure of Christopher DeLorenzo. In connection with these management changes, on January 26, 2018, the General Partner entered into a separation agreement and release with each of Messrs. Krug and DeLorenzo.

Under the terms of the Krug separation agreement, Mr. Krug will receive the following severance benefits:

- Earned but unpaid compensation through the date of termination, including base salary, 2017 bonus (when determined), a pro rata portion of his annual car allowance, and any unused vacation time;
- A lump sum cash severance payment of \$1,312,500;
- A prorated portion of his 2018 target bonus equal to \$93,750;
- COBRA payments for up to two years after termination, in an amount equal to approximately \$42,000; and

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- Accelerated vesting of all unvested long-term incentive plan ("LTIP") units in the Operating Partnership, consisting of 13,306 LTIP units subject to time-based vesting and 18,665 LTIP units subject to performance-based vesting, with LTIP units subject to performance-based



vesting criteria vesting at target performance.

Under the terms of the DeLorenzo separation agreement, Mr. DeLorenzo will receive the following severance benefits:

- Earned but unpaid compensation through the date of termination, including base salary, 2017 bonus (when determined), a pro rata portion of his annual car allowance, and any unused vacation time;
- A lump sum cash severance payment of \$500,000;
- COBRA payments for up to 18 months after termination, in an amount equal to approximately \$42,000; and
- Partial accelerated vesting of unvested LTIP units in the Operating Partnership, consisting of 9,111 LTIP units subject to time based vesting and 13,982 LTIP units subject to performance-based vesting, with LTIP units subject to performance based vesting criteria vesting at target performance.

### *Funds from Operations*

Funds from operations (“FFO”) (available to common stock and unit holders) is defined as net income (loss) before noncontrolling interests of unitholders, computed in accordance with GAAP, excluding gains or losses from depreciable rental property transactions, and impairments related to depreciable rental property, plus real estate-related depreciation and amortization. The Company believes that FFO is helpful to investors as one of several measures of the performance of an equity REIT. The Company further believes that as FFO excludes the effect of depreciation, gains (or losses) from sales of properties and impairments related to depreciable rental property (all of which are based on historical costs which may be of limited relevance in evaluating current performance), FFO can facilitate comparison of operating performance between equity REITs.

FFO should not be considered as an alternative to net income available to common shareholders as an indication of the Company’s performance or to cash flows as a measure of liquidity. FFO presented herein is not necessarily comparable to FFO presented by other real estate companies due to the fact that not all real estate companies use the same definition. However, the Company’s FFO is comparable to the FFO of real estate companies that use the current definition of the National Association of Real Estate Investment Trusts (“NAREIT”).

As the Company considers its primary earnings measure, net income available to common shareholders, as defined by GAAP, to be the most comparable earnings measure to FFO, the following table presents a reconciliation of net income available to common shareholders to FFO, as calculated in accordance with NAREIT’s current definition, for the years ended December 31, 2017, 2016 and 2015 (*in thousands*):

	<b>Year Ended December 31,</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
Net income (loss) available to common shareholders	\$ 23,185	\$ 117,224	\$ (125,752)
Add (deduct): Noncontrolling interests in Operating Partnership	2,711	13,721	(15,256)
Real estate-related depreciation and amortization on continuing operations (a)	223,763	204,746	190,875
Impairments	—	—	197,919
Gain on change of control of interests	—	(15,347)	—
Realized (gains) losses and unrealized losses on disposition of rental property, net	(2,364)	(109,666)	(53,261)
Gain on sale of investment in unconsolidated joint venture	(23,131)	(5,670)	(6,448)
Funds from operations	<u>\$ 224,164</u>	<u>\$ 205,008</u>	<u>\$ 188,077</u>

(a) Includes the Company’s share from unconsolidated joint ventures, and adjustments for noncontrolling interest, of \$20.3 million, \$19.2 million and \$21.4 million for the years ended December 31, 2017, 2016 and 2015, respectively. Excludes non-real estate-related depreciation and amortization of \$1,742,000, \$1,112,000 and \$954,000 for the years ended December 31, 2017, 2016 and 2015, respectively.

### *Inflation*

The Company’s leases with the majority of its commercial tenants provide for recoveries and escalation charges based upon the tenant’s proportionate share of, and/or increases in, real estate taxes and certain operating costs, which reduce the Company’s exposure to increases in operating costs resulting from inflation. The Company believes that inflation did not materially impact the Company’s results of operations and financial condition for the periods presented.

## **DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS**

We consider portions of this information, including the documents incorporated by reference, to be forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 21E of such act. Such forward-looking statements relate to, without limitation, our future economic performance, plans and objectives for future operations and projections of revenue and other financial items. Forward-looking statements can be identified by the use of words such as “may,” “will,” “plan,” “potential,” “projected,” “should,” “expect,” “anticipate,” “estimate,” “target,” “continue” or comparable terminology. Forward-looking statements are inherently subject to risks and uncertainties, many of which we cannot predict with accuracy and some of which we might not even anticipate. Although we believe that the expectations reflected in

such forward-looking statements are based upon reasonable assumptions at the time made, we can give no assurance that such expectations will be achieved. Future events and actual results, financial and otherwise, may differ materially from the results discussed in the forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements.

Among the factors about which we have made assumptions are:

- risks and uncertainties affecting the general economic climate and conditions, which in turn may have a negative effect on the fundamentals of our business and the financial condition of our tenants and residents;
- the value of our real estate assets, which may limit our ability to dispose of assets at attractive prices or obtain or maintain debt financing secured by our properties or on an unsecured basis;
- the extent of any tenant bankruptcies or of any early lease terminations;
- our ability to lease or re-lease space at current or anticipated rents;
- changes in the supply of and demand for our properties;
- changes in interest rate levels and volatility in the securities markets;
- our ability to complete construction and development activities on time and within budget, including without limitation obtaining regulatory permits and the availability and cost of materials, labor and equipment;
- forward-looking financial and operational information, including information relating to future development projects, potential acquisitions or dispositions, leasing activities, capitalization rates, and projected revenue and income;
- changes in operating costs;
- our ability to obtain adequate insurance, including coverage for terrorist acts;
- our credit worthiness and the availability of financing on attractive terms or at all, which may adversely impact our ability to pursue acquisition and development opportunities and refinance existing debt and our future interest expense;
- changes in governmental regulation, tax rates and similar matters; and
- other risks associated with the development and acquisition of properties, including risks that the development may not be completed on schedule, that the tenants or residents will not take occupancy or pay rent, or that development or operating costs may be greater than anticipated.

For further information on factors which could impact us and the statements contained herein, see Item 1A: Risk Factors. We assume no obligation to update and supplement forward-looking statements that become untrue because of subsequent events, new information or otherwise.

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the exposure to loss resulting from changes in interest rates, foreign currency exchange rates, commodity prices and equity prices. In pursuing its business plan, the primary market risk to which the Company is exposed is interest rate risk. Changes in the general level of interest rates prevailing in the financial markets may affect the spread between the Company's yield on invested assets and cost of funds and, in turn, its ability to make distributions or payments to its investors.

Approximately \$2.4 billion of the Company's long-term debt as of December 31, 2017 bears interest at fixed rates and therefore the fair value of these instruments is affected by changes in market interest rates. The following table presents principal cash flows (in thousands) based upon maturity dates of the debt obligations and the related weighted-average interest rates by expected maturity dates for the fixed rate debt. The interest rates on the Company's variable rate debt as of December 31, 2017 ranged from LIBOR plus 120 basis points to LIBOR plus 450 basis points. Assuming interest-rate swaps and caps are not in effect, if market rates of interest on the Company's variable rate debt increased or decreased by 100 basis points, then the increase or decrease in interest costs on the Company's variable rate debt would be approximately \$3.8 million annually and the increase or decrease in the fair value of the Company's fixed rate debt as of December 31, 2017 would be approximately \$115 million.

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December 31, 2017

Debt,

including current portion

(\$s in thousands)

	2018	2019	2020	2021	2022	Thereafter	Sub-total	Other (a)	Total	Fair Value
Fixed Rate	\$ 237,113	\$ 389,785	\$ 327,903	\$ 172,027	\$ 303,284	\$ 1,008,569	\$ 2,438,681	\$ (9,622)	\$ 2,429,059	\$ 2,384,084
Average Interest Rate	6.70%	3.56%	3.31%	3.20%	4.60%	3.66%			3.98%	
Variable Rate	\$ 45,074	\$ 187,369	—	\$ 150,000(b)	—	—	\$ 382,443	\$ (1,934)	\$ 380,509	\$ 379,949

- (a) Adjustment for unamortized debt discount/premium, net, unamortized deferred financing costs, net, and unamortized mark-to-market, net as of December 31, 2017.
- (b) Includes \$150.0 million of outstanding borrowings under the Company's unsecured revolving credit facility which, in January 2017, was amended and restated and matures in January 2021.

While the Company has not experienced any significant credit losses, in the event of a significant rising interest rate environment and/or economic downturn, defaults could increase and result in losses to the Company which could adversely affect its operating results and liquidity.

## **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The Consolidated Financial Statements of the Company and the Report of PricewaterhouseCoopers LLP, together with the notes to the Consolidated Financial Statements of the Company, as set forth in the index in Item 15: Exhibits and Financial Statements, are filed under this Item 8: Financial Statements and Supplementary Data and are incorporated herein by reference.

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

None.

## **ITEM 9A. CONTROLS AND PROCEDURES**

### **Mack-Cali Realty Corporation**

*Disclosure Controls and Procedures.* The General Partner's management, with the participation of the General Partner's chief executive officer and chief financial officer, has evaluated the effectiveness of the General Partner's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. Based on such evaluation, the General Partner's chief executive officer and chief financial officer have concluded that, as of the end of such period, the General Partner's disclosure controls and procedures were effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the General Partner in the reports that it files or submits under the Exchange Act.

*Management's Report on Internal Control Over Financial Reporting.* Internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, is a process designed by, or under the supervision of, the General Partner's chief executive officer and chief financial officer, or persons performing similar functions, and effected by the General Partner's board of directors, management and other personnel, 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. The General Partner's management, with the participation of the General Partner's chief executive officer and chief financial officer, has established and maintained policies and procedures designed to maintain the adequacy of the General Partner's internal control over financial reporting, and 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 General Partner;
- (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 General Partner are being made only in accordance with authorizations of management and directors of the General Partner; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the General Partner's assets that could have a material effect on the financial statements.

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The General Partner's management has evaluated the effectiveness of the General Partner's internal control over financial reporting as of December 31, 2017 based on the criteria established in a report entitled *Internal Control—Integrated Framework*, issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in 2013. Based on our assessment and those criteria, the General Partner's management has concluded that the General Partner's internal control over financial reporting was effective as of December 31, 2017.

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.

The effectiveness of the General Partner's internal control over financial reporting as of December 31, 2017 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears herein.

*Changes In Internal Control Over Financial Reporting.* There have not been any changes in the General Partner's 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 fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the General Partner's internal control over financial reporting.

### **Mack-Cali Realty, L.P.**

*Disclosure Controls and Procedures.* The General Partner's management, with the participation of the General Partner's chief executive officer and chief financial officer, has evaluated the effectiveness of the General Partner's disclosure controls and procedures (as such term is defined in

Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based on such evaluation, the General Partner's chief executive officer and chief financial officer have concluded that, as of the end of such period, the Operating Partnership's disclosure controls and procedures were effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Operating Partnership in the reports that it files or submits under the Exchange Act.

*Management's Report on Internal Control Over Financial Reporting.* Internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, is a process designed by, or under the supervision of, the General Partner's chief executive officer and chief financial officer, or persons performing similar functions, and effected by the General Partner's board of directors, management and other personnel, 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. The General Partner's management, with the participation of the General Partner's chief executive officer and chief financial officer, has established and maintained policies and procedures designed to maintain the adequacy of the Operating Partnership's internal control over financial reporting, and 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 Operating Partnership;
- (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 Operating Partnership are being made only in accordance with authorizations of management and directors of the General Partner; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Operating Partnership's assets that could have a material effect on the financial statements.

The General Partner's management has evaluated the effectiveness of the General Partner's internal control over financial reporting as of December 31, 2017 based on the criteria established in a report entitled *Internal Control—Integrated Framework*, issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in 2013. Based on our assessment and those criteria, the General Partner's management has concluded that the Operating Partnership's internal control over financial reporting was effective as of December 31, 2017.

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 or compliance with the policies or procedures may deteriorate.

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The effectiveness of the Operating Partnership's internal control over financial reporting as of December 31, 2017 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears herein.

*Changes In Internal Control Over Financial Reporting.* There have not been any changes in the Operating Partnership's 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 fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Operating Partnership's internal control over financial reporting

## **ITEM 9B. OTHER INFORMATION**

On January 29, 2018, the Company announced the appointment of David J. Smetana as chief financial officer. Mr. Smetana will begin to perform his duties as chief financial officer and Anthony Krug shall cease to serve as chief financial officer immediately following the filing of this Annual Report on Form 10-K for the year ended December 31, 2017. Mr. Krug will remain an employee of the General Partner and will provide transition services through March 31, 2018. This information is being disclosed under this Item 9B of Form 10-K in lieu of Item 5.02 of Form 8-K.

## **PART III**

### **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information required by Item 10 will be set forth in the General Partner's definitive proxy statement for its annual meeting of shareholders expected to be held on June 12, 2018, and is incorporated herein by reference.

### **ITEM 11. EXECUTIVE COMPENSATION**

The information required by Item 11 will be set forth in the General Partner's definitive proxy statement for its annual meeting of shareholders expected to be held on June 12, 2018, and is incorporated herein by reference.

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

The information required by Item 12 will be set forth in the General Partner's definitive proxy statement for its annual meeting of shareholders expected to be held on June 12, 2018, and is incorporated herein by reference.

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

The information required by Item 13 will be set forth in the General Partner's definitive proxy statement for its annual meeting of shareholders expected to be held on June 12, 2018, and is incorporated herein by reference.

## ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by Item 14 will be set forth in the General Partner's definitive proxy statement for its annual meeting of shareholders expected to be held on June 12, 2018, and is incorporated herein by reference.

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## PART IV

## ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

### (a) 1. All Financial Statements

[Reports of Independent Registered Public Accounting Firm](#)

[Consolidated Balance Sheets as of December 31, 2017 and 2016](#)

[Consolidated Statements of Operations for the Years Ended December 31, 2017, 2016 and 2015](#)

[Consolidated Statements of Comprehensive Income \(Loss\) for the Years Ended December 31, 2017, 2016 and 2015](#)

[Consolidated Statements of Changes in Equity for the Years Ended December 31, 2017, 2016 and 2015](#)

[Consolidated Statements of Cash Flows for the Years Ended December 31, 2017, 2016 and 2015](#)

[Notes to Consolidated Financial Statements](#)

### (a) 2. Financial Statement Schedules

#### (i) Mack-Cali Realty Corporation and Mack-Cali Realty, L.P.:

Schedule III — Real Estate Investments and Accumulated Depreciation as of December 31, 2017 with reconciliations for the years ended December 31, 2017, 2016 and 2015.

Schedule IV — Mortgage Loans on Real Estate as of December 31, 2017.

All other schedules are omitted because they are not required or the required information is shown in the financial statements or notes thereto.

### (a) 3. Exhibits

The exhibits required by this item are set forth on the Exhibit Index attached hereto.

## ITEM 16. FORM 10-K SUMMARY

Not Applicable

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## Report of Independent Registered Public Accounting Firm

To Board of Directors and Shareholders  
of Mack-Cali Realty Corporation

### *Opinions on the Financial Statements and Internal Control over Financial Reporting*

We have audited the accompanying consolidated balance sheets of Mack-Cali Realty Corporation and its subsidiaries (collectively, the "Company") as of December 31, 2017 and 2016, and the related consolidated statements of operations, comprehensive income (loss), changes in equity and cash flows for each of the three years in the period ended December 31, 2017, including the related notes and financial statement schedule listed in the index appearing under Item 15(a)(2)(i) (collectively referred to as the "consolidated financial statements"). We also have



audited the Company's internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2017 and 2016, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2017 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

### ***Basis for Opinions***

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

### ***Definition and Limitations of Internal Control over Financial Reporting***

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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 (iii) 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.

/s/ PricewaterhouseCoopers LLP

New York, New York

February 21, 2018

We have served as the Company's auditor since 1994.

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### **Report of Independent Registered Public Accounting Firm**

To the Partners  
of Mack-Cali Realty, L.P.:

### ***Opinions on the Financial Statements and Internal Control over Financial Reporting***

We have audited the accompanying consolidated balance sheets of Mack-Cali Realty, L.P. and its subsidiaries (collectively, the "Company") as of December 31, 2017 and 2016, and the related consolidated statements of operations, comprehensive income (loss), changes in equity and cash flows for each of the three years in the period ended December 31, 2017, including the related notes and financial statement schedule listed in the index appearing under Item 15(a)(2)(i) (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control - Integrated Framework* (2013)

issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2017 and 2016, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2017 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

### ***Basis for Opinions***

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

### ***Definition and Limitations of Internal Control over Financial Reporting***

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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 (iii) 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.

/s/ PricewaterhouseCoopers LLP

New York, New York

February 21, 2018

We have served as the Company's auditor since 1998.

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### **MACK-CALI REALTY CORPORATION AND SUBSIDIARIES** **CONSOLIDATED BALANCE SHEETS** *(in thousands, except per share amounts)*

<b>ASSETS</b>	<b>December 31,</b>	
	<b>2017</b>	<b>2016</b>
Rental property		
Land and leasehold interests	\$ 786,789	\$ 661,335
Buildings and improvements	3,955,122	3,758,210
Tenant improvements	330,686	364,092
Furniture, fixtures and equipment	30,247	21,230
	5,102,844	4,804,867
Less — accumulated depreciation and amortization	(1,087,083)	(1,332,073)
	4,015,761	3,472,794

Rental property held for sale, net	171,578	39,743
Net investment in rental property	4,187,339	3,512,537
Cash and cash equivalents	28,180	31,611
Investments in unconsolidated joint ventures	252,626	320,047
Unbilled rents receivable, net	100,842	101,052
Deferred charges, goodwill and other assets, net	342,320	267,950
Restricted cash	39,792	53,952
Accounts receivable, net of allowance for doubtful accounts of \$1,138 and \$1,335	6,786	9,617
Total assets	<u>\$ 4,957,885</u>	<u>\$ 4,296,766</u>

#### LIABILITIES AND EQUITY

Senior unsecured notes, net	\$ 569,145	\$ 817,355
Unsecured revolving credit facility and term loans	822,288	634,069
Mortgages, loans payable and other obligations, net	1,418,135	888,585
Dividends and distributions payable	21,158	15,327
Accounts payable, accrued expenses and other liabilities	192,716	159,874
Rents received in advance and security deposits	43,993	46,442
Accrued interest payable	9,519	8,427
Total liabilities	<u>3,076,954</u>	<u>2,570,079</u>
Commitments and contingencies		
Redeemable noncontrolling interests	212,208	—
Equity:		
Mack-Cali Realty Corporation stockholders' equity:		
Common stock, \$0.01 par value, 190,000,000 shares authorized, 89,914,113 and 89,696,713 shares outstanding	899	897
Additional paid-in capital	2,565,136	2,576,473
Dividends in excess of net earnings	(1,096,429)	(1,052,184)
Accumulated other comprehensive income (loss)	6,689	1,985
Total Mack-Cali Realty Corporation stockholders' equity	<u>1,476,295</u>	<u>1,527,171</u>
Noncontrolling interests in subsidiaries:		
Operating Partnership	171,395	178,570
Consolidated joint ventures	21,033	20,946
Total noncontrolling interests in subsidiaries	<u>192,428</u>	<u>199,516</u>
Total equity	<u>1,668,723</u>	<u>1,726,687</u>
Total liabilities and equity	<u>\$ 4,957,885</u>	<u>\$ 4,296,766</u>

The accompanying notes are an integral part of these consolidated financial statements.

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#### MACK-CALI REALTY CORPORATION AND SUBSIDIARIES

#### CONSOLIDATED STATEMENTS OF OPERATIONS (in thousands, except per share amounts)

	Year Ended December 31,		
	2017	2016	2015
<b>REVENUES</b>			
Base rents	\$ 501,334	\$ 506,877	\$ 487,041
Escalations and recoveries from tenants	58,767	60,505	62,481
Real estate services	23,129	26,589	29,620
Parking income	20,270	13,630	11,124
Other income	12,700	5,797	4,617
Total revenues	<u>616,200</u>	<u>613,398</u>	<u>594,883</u>
<b>EXPENSES</b>			
Real estate taxes	81,364	87,379	82,688
Utilities	42,598	49,624	55,965
Operating services	107,379	103,954	107,951
Real estate services expenses	23,394	26,260	25,583
General and administrative	50,949	51,979	49,147
Acquisition-related costs	—	2,880	1,560
Depreciation and amortization	205,169	186,684	170,402
Impairments	—	—	197,919

Total expenses	510,853	508,760	691,215
Operating income (loss)	105,347	104,638	(96,332)
<b>OTHER (EXPENSE) INCOME</b>			
Interest expense	(93,388)	(94,889)	(103,051)
Interest and other investment income (loss)	2,766	1,614	794
Equity in earnings (loss) of unconsolidated joint ventures	(6,081)	18,788	(3,172)
Gain on change of control of interests	—	15,347	—
Realized gains (losses) and unrealized losses on disposition of rental property, net	2,364	109,666	53,261
Gain on sale of investment in unconsolidated joint venture	23,131	5,670	6,448
Loss from extinguishment of debt, net	(421)	(30,540)	—
Total other income (expense)	(71,629)	25,656	(45,720)
Net income (loss)	33,718	130,294	(142,052)
Noncontrolling interest in consolidated joint ventures	1,018	651	1,044
Noncontrolling interest in Operating Partnership	(2,711)	(13,721)	15,256
Redeemable noncontrolling interest	(8,840)	—	—
Net income (loss) available to common shareholders	\$ 23,185	\$ 117,224	\$ (125,752)

**Basic earnings per common share:**

Net income (loss) available to common shareholders	\$ 0.06	\$ 1.31	\$ (1.41)
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**Diluted earnings per common share:**

Net income (loss) available to common shareholders	\$ 0.06	\$ 1.30	\$ (1.41)
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Basic weighted average shares outstanding	90,005	89,746	89,291
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Diluted weighted average shares outstanding	100,703	100,498	100,222
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The accompanying notes are an integral part of these consolidated financial statements.

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**MACK-CALI REALTY CORPORATION AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (in thousands)**

	Year Ended December 31,		
	2017	2016	2015
Net income (loss)	\$ 33,718	\$ 130,294	\$ (142,052)
Other comprehensive income (loss):			
Net unrealized gain (loss) on derivative instruments for interest rate swaps	5,250	2,216	—
Comprehensive income (loss)	\$ 38,968	\$ 132,510	\$ (142,052)
Comprehensive (income) loss attributable to noncontrolling interest in consolidated joint ventures	1,018	651	1,044
Comprehensive (income) loss attributable to redeemable noncontrolling interest	(8,840)	—	—
Comprehensive (income) loss attributable to noncontrolling interest in Operating Partnership	(3,257)	(13,952)	15,256
Comprehensive income (loss) attributable to common shareholders	\$ 27,889	\$ 119,209	\$ (125,752)

The accompanying notes are an integral part of these consolidated financial statements.

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**MACK-CALI REALTY CORPORATION AND SUBSIDIARIES**

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (in thousands)**

	Common Stock		Additional Paid-In Capital	Dividends in Excess of Net Earnings	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests in Subsidiaries	Total Equity
	Shares	Par Value					
Balance at January 1, 2015	89,077	\$ 891	\$ 2,560,183	\$ (936,293)	\$ —	\$ 257,230	\$ 1,882,011
Net income (loss)	—	—	—	(125,752)	—	(16,300)	(142,052)
Common stock dividends	—	—	—	(53,567)	—	—	(53,567)
Common unit distributions	—	—	—	—	—	(6,505)	(6,505)

Increase in noncontrolling interest in consolidated joint ventures	—	—	—	—	—	3,128	3,128
Redemption of common units for common stock	567	6	9,941	—	—	(9,947)	—
Shares issued under Dividend Reinvestment and Stock Purchase Plan	3	—	60	—	—	—	60
Directors' deferred compensation plan	—	—	397	—	—	—	397
Stock compensation	46	—	2,277	—	—	—	2,277
Cancellation of restricted shares	(109)	(1)	(2,040)	—	—	—	(2,041)
Rebalancing of ownership percentage between parent and subsidiaries	—	—	(426)	—	—	426	—
Balance at December 31, 2015	89,584	\$ 896	\$ 2,570,392	\$ (1,115,612)	\$ —	\$ 228,032	\$ 1,683,708
Net income (loss)	—	—	—	117,224	—	13,070	130,294
Common stock dividends	—	—	—	(53,796)	—	—	(53,796)
Common unit distributions	—	—	—	—	—	(6,619)	(6,619)
Decrease in noncontrolling interest in consolidated joint ventures	—	—	414	—	—	(35,544)	(35,130)
Redemption of common units for common stock	29	—	474	—	—	(474)	—
Shares issued under Dividend Reinvestment and Stock Purchase Plan	3	—	71	—	—	—	71
Directors' deferred compensation plan	—	—	372	—	—	—	372
Stock compensation	85	1	3,465	—	—	2,180	5,646
Cancellation of restricted shares	(4)	—	(75)	—	—	—	(75)
Other comprehensive income	—	—	—	—	1,985	231	2,216
Rebalancing of ownership percentage between parent and subsidiaries	—	—	1,360	—	—	(1,360)	—
Balance at December 31, 2016	89,697	\$ 897	\$ 2,576,473	\$ (1,052,184)	\$ 1,985	\$ 199,516	\$ 1,726,687
Net income (loss)	—	—	—	23,185	—	10,533	33,718
Common stock dividends	—	—	—	(67,430)	—	—	(67,430)
Common unit distributions	—	—	—	—	—	(8,629)	(8,629)
Issuance of limited partner common units	—	—	—	—	—	2,793	2,793
Redeemable noncontrolling interest	—	—	(17,951)	—	—	(10,914)	(28,865)
Decrease in noncontrolling interest in consolidated joint ventures	—	—	(3,756)	—	—	1,105	(2,651)
Redemption of common units for common stock	149	1	2,530	—	—	(2,531)	—
Shares issued under Dividend Reinvestment and Stock Purchase Plan	2	—	67	—	—	—	67
Directors' deferred compensation plan	—	—	482	—	—	—	482
Stock compensation	70	1	2,814	—	—	4,632	7,447
Cancellation of restricted shares	(4)	—	(146)	—	—	—	(146)
Other comprehensive income	—	—	—	—	4,704	546	5,250
Rebalancing of ownership percentage between parent and subsidiaries	—	—	4,623	—	—	(4,623)	—
Balance at December 31, 2017	89,914	\$ 899	\$ 2,565,136	\$ (1,096,429)	\$ 6,689	\$ 192,428	\$ 1,668,723

The accompanying notes are an integral part of these consolidated financial statements.

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**MACK-CALI REALTY CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS** (in thousands)

	December 31,		
	2017	2016	2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Net income (loss)	\$ 33,718	\$ 130,294	\$ (142,052)
Adjustments to reconcile net income to net cash provided by Operating activities:			
Depreciation and amortization, including related intangible assets	198,674	186,549	172,108
Amortization of directors deferred compensation stock units	482	372	397
Amortization of stock compensation	7,447	5,646	2,219
Amortization of deferred financing costs	4,612	4,582	3,790
Amortization of debt discount and mark-to-market	(287)	1,686	3,385
Equity in (earnings) loss of unconsolidated joint ventures	6,081	(18,788)	3,172
Distributions of cumulative earnings from unconsolidated joint ventures	8,186	6,120	5,644



Gain on change of control of interests	—	(15,347)	—
Realized (gains) losses and unrealized losses on disposition of rental property, net	(2,364)	(109,666)	(53,261)
Gain on sale of investments in unconsolidated joint ventures	(23,131)	(5,670)	(6,448)
Loss (gain) from extinguishment of debt	421	(12,420)	—
Impairments	—	—	197,919
Changes in operating assets and liabilities:			
Increase in unbilled rents receivable, net	(11,286)	(12,775)	(1,760)
Increase in deferred charges, goodwill and other assets	(19,711)	(33,878)	(22,854)
Decrease (increase) in accounts receivable, net	2,831	596	(2,178)
Increase (decrease) in accounts payable, accrued expenses and other liabilities	(9,012)	(14,535)	6,960
Decrease in rents received in advance and security deposits	(1,817)	(3,297)	(2,408)
Increase (decrease) in accrued interest payable	1,296	(9,362)	4,822
Net cash provided by operating activities	<u>\$ 196,140</u>	<u>\$ 100,107</u>	<u>\$ 169,455</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Rental property acquisitions and related intangibles	\$ (619,350)	\$ (407,869)	\$ (70,455)
Rental property additions and improvements	(90,068)	(121,582)	(94,073)
Development of rental property and other related costs	(267,845)	(206,955)	(81,073)
Proceeds from the sales of rental property	311,923	607,457	81,049
Proceeds from the sale of investments in unconsolidated joint ventures	110,269	6,420	6,448
Investments in notes receivable	(47,049)	—	—
Repayment of notes receivable	74,945	500	8,250
Investment in unconsolidated joint ventures	(36,060)	(35,930)	(78,027)
Distributions in excess of cumulative earnings from unconsolidated joint ventures	5,877	22,231	6,445
Proceeds from investment receivable	3,625	—	—
Decrease (increase) in restricted cash	8,027	(1,934)	(1,098)
Net cash used in investing activities	<u>\$ (545,706)</u>	<u>\$ (137,662)</u>	<u>\$ (222,534)</u>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Borrowings from revolving credit facility	\$ 730,000	\$ 1,165,000	\$ 334,000
Repayment of revolving credit facility	(866,000)	(1,034,000)	(179,000)
Repayment of senior unsecured notes	(250,000)	(448,339)	—
Borrowings from unsecured term loan	325,000	350,000	—
Proceeds from mortgages and loans payable	513,989	455,190	10,752
Repayment of mortgages, loans payable and other obligations	(156,760)	(349,426)	(43,133)
Acquisition of noncontrolling interests	(2,021)	(37,946)	—
Issuance of redeemable noncontrolling interests, net	139,002	—	—
Payment of contingent consideration	—	—	(1,167)
Payment of financing costs	(9,230)	(9,414)	(2,998)
Contributions from (to) noncontrolling interests	(19)	1,065	2,140
Payment of dividends and distributions	(77,826)	(60,041)	(59,987)
Net cash provided by financing activities	<u>\$ 346,135</u>	<u>\$ 32,089</u>	<u>\$ 60,607</u>
Net (decrease) increase in cash and cash equivalents	\$ (3,431)	\$ (5,466)	\$ 7,528
Cash and cash equivalents, beginning of period	31,611	37,077	29,549
Cash and cash equivalents, end of period	<u>\$ 28,180</u>	<u>\$ 31,611</u>	<u>\$ 37,077</u>

The accompanying notes are an integral part of these consolidated financial statements.

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**MACK-CALI REALTY, L.P. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS** (in thousands, except per unit amounts)

	December 31,	
	2017	2016
<b>ASSETS</b>		
Rental property		
Land and leasehold interests	\$ 786,789	\$ 661,335
Buildings and improvements	3,955,122	3,758,210
Tenant improvements	330,686	364,092
Furniture, fixtures and equipment	30,247	21,230

	5,102,844	4,804,867
Less — accumulated depreciation and amortization	(1,087,083)	(1,332,073)
	<u>4,015,761</u>	<u>3,472,794</u>
Rental property held for sale, net	171,578	39,743
Net investment in rental property	4,187,339	3,512,537
Cash and cash equivalents	28,180	31,611
Investments in unconsolidated joint ventures	252,626	320,047
Unbilled rents receivable, net	100,842	101,052
Deferred charges, goodwill and other assets, net	342,320	267,950
Restricted cash	39,792	53,952
Accounts receivable, net of allowance for doubtful accounts of \$1,138 and \$1,335	6,786	9,617
	<u>6,786</u>	<u>9,617</u>
<b>Total assets</b>	<b>\$ 4,957,885</b>	<b>\$ 4,296,766</b>
<b>LIABILITIES AND EQUITY</b>		
Senior unsecured notes, net	\$ 569,145	\$ 817,355
Unsecured revolving credit facility and term loans	822,288	634,069
Mortgages, loans payable and other obligations, net	1,418,135	888,585
Distributions payable	21,158	15,327
Accounts payable, accrued expenses and other liabilities	192,716	159,874
Rents received in advance and security deposits	43,993	46,442
Accrued interest payable	9,519	8,427
<b>Total liabilities</b>	<b>3,076,954</b>	<b>2,570,079</b>
Commitments and contingencies		
Redeemable noncontrolling interests	212,208	—
Partners' Capital:		
General Partner, 89,914,113 and 89,696,713 common units outstanding	1,407,366	1,467,569
Limited partners, 10,438,855 and 10,488,105 common units outstanding	233,635	236,187
Accumulated other comprehensive income (loss)	6,689	1,985
<b>Total Mack-Cali Realty, L.P. partners' capital</b>	<b>1,647,690</b>	<b>1,705,741</b>
Noncontrolling interests in consolidated joint ventures	21,033	20,946
<b>Total equity</b>	<b>1,668,723</b>	<b>1,726,687</b>
<b>Total liabilities and equity</b>	<b>\$ 4,957,885</b>	<b>\$ 4,296,766</b>

The accompanying notes are an integral part of these consolidated financial statements.

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**MACK-CALI REALTY, L.P. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS** (in thousands, except per unit amounts)

	Year Ended December 31,		
	2017	2016	2015
<b>REVENUES</b>			
Base rents	\$ 501,334	\$ 506,877	\$ 487,041
Escalations and recoveries from tenants	58,767	60,505	62,481
Real estate services	23,129	26,589	29,620
Parking income	20,270	13,630	11,124
Other income	12,700	5,797	4,617
<b>Total revenues</b>	<b>616,200</b>	<b>613,398</b>	<b>594,883</b>
<b>EXPENSES</b>			
Real estate taxes	81,364	87,379	82,688
Utilities	42,598	49,624	55,965
Operating services	107,379	103,954	107,951
Real estate services expenses	23,394	26,260	25,583
General and administrative	50,949	51,979	49,147
Acquisition-related costs	—	2,880	1,560
Depreciation and amortization	205,169	186,684	170,402
Impairments	—	—	197,919
<b>Total expenses</b>	<b>510,853</b>	<b>508,760</b>	<b>691,215</b>

Operating income (loss)	105,347	104,638	(96,332)
<b>OTHER (EXPENSE) INCOME</b>			
Interest expense	(93,388)	(94,889)	(103,051)
Interest and other investment income (loss)	2,766	1,614	794
Equity in earnings (loss) of unconsolidated joint ventures	(6,081)	18,788	(3,172)
Gain on change of control of interests	—	15,347	—
Realized gains (losses) and unrealized losses on disposition of rental property, net	2,364	109,666	53,261
Gain on sale of investment in unconsolidated joint venture	23,131	5,670	6,448
Loss from extinguishment of debt, net	(421)	(30,540)	—
Total other income (expense)	(71,629)	25,656	(45,720)
Net income (loss)	33,718	130,294	(142,052)
Noncontrolling interest in consolidated joint ventures	1,018	651	1,044
Redeemable noncontrolling interest	(8,840)	—	—
Net income (loss) available to common unitholders	\$ 25,896	\$ 130,945	\$ (141,008)
<b>Basic earnings per common unit:</b>			
Net income (loss) available to common unitholders	\$ 0.06	\$ 1.31	\$ (1.41)
<b>Diluted earnings per common unit:</b>			
Net income (loss) available to common unitholders	\$ 0.06	\$ 1.30	\$ (1.41)
Basic weighted average units outstanding	100,410	100,245	100,222
Diluted weighted average units outstanding	100,703	100,498	100,222

The accompanying notes are an integral part of these consolidated financial statements.

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**MACK-CALI REALTY, L.P. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)** (in thousands)

	Year Ended December 31,		
	2017	2016	2015
Net income (loss)	\$ 33,718	\$ 130,294	\$ (142,052)
Other comprehensive income (loss):			
Net unrealized gain (loss) on derivative instruments for interest rate swaps	5,250	2,216	—
Comprehensive income (loss)	\$ 38,968	\$ 132,510	\$ (142,052)
Comprehensive (income) loss attributable to noncontrolling interest in consolidated joint ventures	1,018	651	1,044
Comprehensive (income) loss attributable to redeemable noncontrolling interest	(8,840)	—	—
Comprehensive income (loss) attributable to common unitholders	\$ 31,146	\$ 133,161	\$ (141,008)

The accompanying notes are an integral part of these consolidated financial statements.

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**MACK-CALI REALTY, L.P. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY** (in thousands)

	General Partner Common Units	Limited Partner Common Units	General Partner Common Unitholders	Limited Partner Common Unitholders	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interest in Consolidated Joint Ventures	Total Equity
Balance at January 1, 2015	89,077	11,084	\$ 1,568,098	\$ 258,856	\$ —	\$ 55,057	\$ 1,882,011
Net income (loss)	—	—	(125,752)	(15,256)	—	(1,044)	(142,052)
Distributions	—	—	(53,567)	(6,505)	—	—	(60,072)
Increase in noncontrolling interest	—	—	—	—	—	3,128	3,128

Redemption of limited partner common units for shares of general partner common units	567	(567)	9,947	(9,947)	—	—	—
Shares issued under Dividend Reinvestment and Stock Purchase Plan	3	—	60	—	—	—	60
Directors' deferred compensation plan	—	—	397	—	—	—	397
Stock compensation	46	—	2,277	—	—	—	2,277
Cancellation of restricted shares	(109)	—	(2,041)	—	—	—	(2,041)
Balance at December 31, 2015	89,584	10,517	\$ 1,399,419	\$ 227,148	\$ —	\$ 57,141	\$ 1,683,708
Net income (loss)	—	—	117,224	13,721	—	(651)	130,294
Distributions	—	—	(53,796)	(6,619)	—	—	(60,415)
Decrease in noncontrolling interest	—	—	414	—	—	(35,544)	(35,130)
Redemption of limited partner common units for shares of general partner common units	29	(29)	474	(474)	—	—	—
Shares issued under Dividend Reinvestment and Stock Purchase Plan	3	—	71	—	—	—	71
Directors' deferred compensation plan	—	—	372	—	—	—	372
Other comprehensive income	—	—	—	231	1,985	—	2,216
Stock compensation	85	—	3,466	2,180	—	—	5,646
Cancellation of restricted shares	(4)	—	(75)	—	—	—	(75)
Balance at December 31, 2016	89,697	10,488	\$ 1,467,569	\$ 236,187	\$ 1,985	\$ 20,946	\$ 1,726,687
Net income (loss)	—	—	23,185	2,711	—	7,822	33,718
Distributions	—	—	(67,430)	(8,629)	—	—	(76,059)
Issuance of limited partner common units	—	99	—	2,793	—	—	2,793
Redeemable noncontrolling interest	—	—	(17,951)	(2,074)	—	(8,840)	(28,865)
Decrease in noncontrolling interest	—	—	(3,756)	—	—	1,105	(2,651)
Redemption of limited partner common units for shares of general partner common units	149	(149)	2,531	(2,531)	—	—	—
Shares issued under Dividend Reinvestment							

and Stock Purchase Plan	2	—	67	—	—	—	67
Directors' deferred compensation plan	—	—	482	—	—	—	482
Other comprehensive income	—	—	—	546	4,704	—	5,250
Stock compensation	70	—	2,815	4,632	—	—	7,447
Cancellation of restricted shares	(4)	—	(146)	—	—	—	(146)
Balance at December 31, 2017	<u>89,914</u>	<u>10,438</u>	<u>\$ 1,407,366</u>	<u>\$ 233,635</u>	<u>\$ 6,689</u>	<u>\$ 21,033</u>	<u>\$ 1,668,723</u>

The accompanying notes are an integral part of these consolidated financial statements.

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**MACK-CALI REALTY, L.P. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS** (in thousands)

	December 31,		
	2017	2016	2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Net income (loss)	\$ 33,718	\$ 130,294	\$ (142,052)
Adjustments to reconcile net income to net cash provided by Operating activities:			
Depreciation and amortization, including related intangible assets	198,674	186,549	172,108
Amortization of directors deferred compensation stock units	482	372	397
Amortization of stock compensation	7,447	5,646	2,219
Amortization of deferred financing costs	4,612	4,582	3,790
Amortization of debt discount and mark-to-market	(287)	1,686	3,385
Equity in (earnings) loss of unconsolidated joint ventures	6,081	(18,788)	3,172
Distributions of cumulative earnings from unconsolidated joint ventures	8,186	6,120	5,644
Gain on change of control of interests	—	(15,347)	—
Realized (gains) losses and unrealized losses on disposition of rental property, net	(2,364)	(109,666)	(53,261)
Gain on sale of investments in unconsolidated joint ventures	(23,131)	(5,670)	(6,448)
Loss (gain) from extinguishment of debt	421	(12,420)	—
Impairments	—	—	197,919
Changes in operating assets and liabilities:			
Increase in unbilled rents receivable, net	(11,286)	(12,775)	(1,760)
Increase in deferred charges, goodwill and other assets	(19,711)	(33,878)	(22,854)
Decrease (increase) in accounts receivable, net	2,831	596	(2,178)
Increase (decrease) in accounts payable, accrued expenses and other liabilities	(9,012)	(14,535)	6,960
Decrease in rents received in advance and security deposits	(1,817)	(3,297)	(2,408)
Increase (decrease) in accrued interest payable	1,296	(9,362)	4,822
Net cash provided by operating activities	<u>\$ 196,140</u>	<u>\$ 100,107</u>	<u>\$ 169,455</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Rental property acquisitions and related intangibles	\$ (619,350)	\$ (407,869)	\$ (70,455)
Rental property additions and improvements	(90,068)	(121,582)	(94,073)
Development of rental property and other related costs	(267,845)	(206,955)	(81,073)
Proceeds from the sales of rental property	311,923	607,457	81,049
Proceeds from the sale of investments in unconsolidated joint ventures	110,269	6,420	6,448
Investments in notes receivable	(47,049)	—	—
Repayment of notes receivable	74,945	500	8,250
Investment in unconsolidated joint ventures	(36,060)	(35,930)	(78,027)
Distributions in excess of cumulative earnings from unconsolidated joint ventures	5,877	22,231	6,445
Proceeds from investment receivable	3,625	—	—
Decrease (increase) in restricted cash	8,027	(1,934)	(1,098)
Net cash used in investing activities	<u>\$ (545,706)</u>	<u>\$ (137,662)</u>	<u>\$ (222,534)</u>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Borrowings from revolving credit facility	\$ 730,000	\$ 1,165,000	\$ 334,000



Repayment of revolving credit facility	(866,000)	(1,034,000)	(179,000)
Repayment of senior unsecured notes	(250,000)	(448,339)	—
Borrowings from unsecured term loan	325,000	350,000	—
Proceeds from mortgages and loans payable	513,989	455,190	10,752
Repayment of mortgages, loans payable and other obligations	(156,760)	(349,426)	(43,133)
Acquisition of noncontrolling interests	(2,021)	(37,946)	—
Issuance of redeemable noncontrolling interests, net	139,002	—	—
Payment of contingent consideration	—	—	(1,167)
Payment of financing costs	(9,230)	(9,414)	(2,998)
Contributions from (to) noncontrolling interests	(19)	1,065	2,140
Payment of distributions	(77,826)	(60,041)	(59,987)
<b>Net cash provided by financing activities</b>	<b>\$ 346,135</b>	<b>\$ 32,089</b>	<b>\$ 60,607</b>
<b>Net (decrease) increase in cash and cash equivalents</b>	<b>\$ (3,431)</b>	<b>\$ (5,466)</b>	<b>\$ 7,528</b>
Cash and cash equivalents, beginning of period	31,611	37,077	29,549
<b>Cash and cash equivalents, end of period</b>	<b>\$ 28,180</b>	<b>\$ 31,611</b>	<b>\$ 37,077</b>

The accompanying notes are an integral part of these consolidated financial statements.

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**MACK-CALI REALTY CORPORATION, MACK-CALI REALTY, L.P. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS** (square footage, apartment unit, room, and building counts unaudited)

**1. ORGANIZATION AND BASIS OF PRESENTATION**

**ORGANIZATION**

Mack-Cali Realty Corporation, a Maryland corporation, together with its subsidiaries (collectively, the “General Partner”), is a fully-integrated, self-administered, self-managed real estate investment trust (“REIT”). The General Partner controls Mack-Cali Realty, L.P., a Delaware limited partnership, together with its subsidiaries (collectively, the “Operating Partnership”), as its sole general partner and owned an 89.6 percent and 89.5 percent common unit interest in the Operating Partnership as of December 31, 2017 and December 31, 2016, respectively. The General Partner’s business is the ownership of interests in and operation of the Operating Partnership and all of the General Partner’s expenses are incurred for the benefit of the Operating Partnership. The General Partner is reimbursed by the Operating Partnership for all expenses it incurs relating to the ownership and operation of the Operating Partnership.

The Operating Partnership conducts the business of providing leasing, management, acquisition, development, and tenant-related services for its General Partner. The Operating Partnership, through its operating divisions and subsidiaries, including the Mack-Cali property-owning partnerships and limited liability companies, is the entity through which all of the General Partner’s operations are conducted. Unless stated otherwise or the context requires, the “Company” refers to the General Partner and its subsidiaries, including the Operating Partnership and its subsidiaries.

As of December 31, 2017, the Company owned or had interests in 157 properties, consisting of 69 office and 70 flex properties, totaling approximately 17.7 million square feet, leased to approximately 900 commercial tenants, and 18 multi-family rental properties containing 5,826 apartments, plus developable land (collectively, the “Properties”). The Properties are comprised of 69 office buildings totaling approximately 14.1 million square feet (which include four buildings aggregating approximately 0.5 million square feet owned by unconsolidated joint ventures in which the Company has investment interests), 56 office/flex buildings totaling approximately 3.1 million square feet, six industrial/warehouse buildings totaling approximately 387,400 square feet, 18 multi-family properties totaling 5,826 apartments (which include eight properties aggregating 3,275 apartments owned by unconsolidated joint ventures in which the Company has investment interests), six parking/retail properties totaling approximately 137,100 square feet (which include two buildings aggregating 81,700 square feet owned by unconsolidated joint ventures in which the Company has investment interests), a hotel (which is owned by an unconsolidated joint venture in which the Company has an investment interest) and a parcel of land leased to others. The Properties are located in six states, primarily in the Northeast, plus the District of Columbia.

**BASIS OF PRESENTATION**

The accompanying consolidated financial statements include all accounts of the Company, its majority-owned and/or controlled subsidiaries, which consist principally of the Operating Partnership and variable interest entities for which the Company has determined itself to be the primary beneficiary, if any. See Note 2: Significant Accounting Policies — Investments in Unconsolidated Joint Ventures, for the Company’s treatment of unconsolidated joint venture interests. Intercompany accounts and transactions have been eliminated.

Accounting Standards Codification (“ASC”) 810, Consolidation, provides guidance on the identification of entities for which control is achieved through means other than voting rights (“variable interest entities” or “VIEs”) and the determination of which business enterprise, if any, should consolidate the VIEs. Generally, the consideration of whether an entity is a VIE applies when either: (1) the equity investors (if any) lack (i) the ability to make decisions about the entity’s activities through voting or similar rights, (ii) the obligation to absorb the expected losses of the entity,

or (iii) the right to receive the expected residual returns of the entity; (2) the equity investment at risk is insufficient to finance that entity's activities without additional subordinated financial support; or (3) the equity investors have voting rights that are not proportionate to their economic interests and substantially all of the activities of the entity involve or are conducted on behalf of an investor with a disproportionately small voting interest. The Company consolidates VIEs in which it is considered to be the primary beneficiary. The primary beneficiary is defined by the entity having both of the following characteristics: (1) the power to direct the activities that, when taken together, most significantly impact the variable interest entity's performance; and (2) the obligation to absorb losses and right to receive the returns from the VIE that would be significant to the VIE.

On January 1, 2016, the Company adopted accounting guidance under ASC 810, Consolidation, modifying the analysis it must perform to determine whether it should consolidate certain types of legal entities. The guidance does not amend the existing disclosure requirements for variable interest entities or voting interest model entities. The guidance, however, modified the requirements to qualify under the voting interest model. Under the revised guidance, the Operating Partnership will be a variable interest entity of the parent company, Mack-Cali Realty Corporation. As the Operating Partnership is already consolidated in the balance sheets of Mack-Cali Realty Corporation, the identification of this entity as a variable interest entity has no impact on the consolidated financial statements of Mack-Cali Realty Corporation. There were no other legal entities qualifying under the scope of the revised guidance that were consolidated as a result of the adoption.

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As of December 31, 2017 and 2016, the Company's investments in consolidated real estate joint ventures, which are variable interest entities in which the Company is deemed to be the primary beneficiary, other than Roseland Residential, L.P. (See Note 3: Rockpoint Transaction), have total real estate assets of \$215.5 million and \$201.9 million, respectively, mortgages of \$81.2 million and \$78.4 million, respectively, and other liabilities of \$19.3 million and \$19.2 million, respectively.

The financial statements have been prepared in conformity with GAAP. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. These estimates and assumptions are based on management's historical experience that are believed to be reasonable at the time. However, because future events and their effects cannot be determined with certainty, the determination of estimates requires the exercise of judgment. Actual results could differ from those estimates. Certain reclassifications have been made to prior period amounts in order to conform with current period presentation.

## **2. SIGNIFICANT ACCOUNTING POLICIES**

**Rental Property** Rental properties are stated at cost less accumulated depreciation and amortization. Costs directly related to the acquisition, development and construction of rental properties are capitalized. Acquisition—related costs were expensed as incurred through December 31, 2016. The Company early adopted the recently issued FASB guidance Accounting Standards Update (“ASU”) 2017-01 on January 1, 2017 which revises the definition of a business and is expected to result in more transactions to be accounted for as asset acquisitions and significantly limit transactions that would be accounted for as business combinations. Where an acquisition has been determined to be an asset acquisition, acquisition-related costs are capitalized. Capitalized development and construction costs include pre-construction costs essential to the development of the property, development and construction costs, interest, property taxes, insurance, salaries and other project costs incurred during the period of development. Capitalized development and construction salaries and related costs approximated \$2.2 million, \$2.6 million and \$4.2 million for the years ended December 31, 2017, 2016 and 2015, respectively. Included in total rental property is construction, tenant improvement and development in-progress of \$559.5 million and \$361.1 million as of December 31, 2017 and 2016, respectively. Ordinary repairs and maintenance are expensed as incurred; major replacements and betterments, which improve or extend the life of the asset, are capitalized and depreciated over their estimated useful lives. Fully-depreciated assets are removed from the accounts.

The Company considers a construction project as substantially completed and held available for occupancy upon the substantial completion of tenant improvements, but no later than one year from cessation of major construction activity (as distinguished from activities such as routine maintenance and cleanup). If portions of a rental project are substantially completed and occupied by tenants, or held available for occupancy, and other portions have not yet reached that stage, the substantially completed portions are accounted for as a separate project. The Company allocates costs incurred between the portions under construction and the portions substantially completed and held available for occupancy, primarily based on a percentage of the relative square footage of each portion, and capitalizes only those costs associated with the portion under construction.

Properties are depreciated using the straight-line method over the estimated useful lives of the assets. The estimated useful lives are as follows:

Leasehold interests	Remaining lease term
Buildings and improvements	5 to 40 years
Tenant improvements	The shorter of the term of the related lease or useful life
Furniture, fixtures and equipment	5 to 10 years

Upon acquisition of rental property, the Company estimates the fair value of acquired tangible assets, consisting of land, building and improvements, and identified intangible assets and liabilities assumed, generally consisting of the fair value of (i) above and below market leases, (ii) in-place leases and (iii) tenant relationships. The Company allocates the purchase price to the assets acquired and liabilities assumed based on their fair values. The Company records goodwill or a gain on bargain

purchase (if any) if the net assets acquired/liabilities assumed differ from the purchase consideration of a business transaction.

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In estimating the fair value of the tangible and intangible assets acquired, the Company considers information obtained about each property as a result of its due diligence and marketing and leasing activities, and utilizes various valuation methods, such as estimated cash flow projections utilizing appropriate discount and capitalization rates, estimates of replacement costs net of depreciation, and available market information. The fair value of the tangible assets of an acquired property considers the value of the property as if it were vacant.

Above-market and below-market lease values for acquired properties are initially recorded based on the present value (using a discount rate which reflects the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to each in-place lease and (ii) management's estimate of fair market lease rates for each corresponding in-place lease, measured over a period equal to the remaining term of the lease for above-market leases and the remaining initial term plus the term of any below-market fixed rate renewal options for below-market leases. The capitalized above-market lease values are amortized as a reduction of base rental revenue over the remaining terms of the respective leases, and the capitalized below-market lease values are amortized as an increase to base rental revenue over the remaining initial terms plus the terms of any below-market fixed rate renewal options of the respective leases.

Other intangible assets acquired include amounts for in-place lease values and tenant relationship values, which are based on management's evaluation of the specific characteristics of each tenant's lease and the Company's overall relationship with the respective tenant. Factors to be considered by management in its analysis of in-place lease values include an estimate of carrying costs during hypothetical expected lease-up periods considering current market conditions, and costs to execute similar leases. In estimating carrying costs, management includes real estate taxes, insurance and other operating expenses and estimates of lost rentals at market rates during the expected lease-up periods, depending on local market conditions. In estimating costs to execute similar leases, management considers leasing commissions, legal and other related expenses. Characteristics considered by management in valuing tenant relationships include the nature and extent of the Company's existing business relationships with the tenant, growth prospects for developing new business with the tenant, the tenant's credit quality and expectations of lease renewals. The value of in-place leases are amortized to expense over the remaining initial terms of the respective leases. The value of tenant relationship intangibles are amortized to expense over the anticipated life of the relationships.

On a periodic basis, management assesses whether there are any indicators that the value of the Company's rental properties held for use may be impaired. In addition to identifying any specific circumstances which may affect a property or properties, management considers other criteria for determining which properties may require assessment for potential impairment. The criteria considered by management include reviewing low leased percentages, significant near-term lease expirations, current and historical operating and/or cash flow losses, near-term mortgage debt maturities and/or other factors, including those that might impact the Company's intent and ability to hold the property. A property's value is impaired only if management's estimate of the aggregate future cash flows (undiscounted and without interest charges) to be generated by the property is less than the carrying value of the property. To the extent impairment has occurred, the impairment loss shall be measured as the excess of the carrying value of the property over the fair value of the property. The Company's estimates of aggregate future cash flows expected to be generated by each property are based on a number of assumptions. These assumptions are generally based on management's experience in its local real estate markets and the effects of current market conditions. The assumptions are subject to economic and market uncertainties including, among others, demand for space, competition for tenants, changes in market rental rates, and costs to operate each property. As these factors are difficult to predict and are subject to future events that may alter management's assumptions, the future cash flows estimated by management in its impairment analyses may not be achieved, and actual losses or impairments may be realized in the future.

***Rental Property  
Held for Sale***

When assets are identified by management as held for sale, the Company discontinues depreciating the assets and estimates the sales price, net of selling costs, of such assets. The Company generally considers assets to be held for sale when the transaction has received appropriate corporate authority, and there are no significant contingencies relating to the sale. If, in management's opinion, the estimated net sales price, net of selling costs, of the assets which have been identified as held for sale is less than the carrying value of the assets, a valuation allowance (which is recorded as unrealized losses on disposition of rental property) is established.

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If circumstances arise that previously were considered unlikely and, as a result, the Company decides not to sell a property previously classified as held for sale, the property is reclassified as held and used. A property that is reclassified is measured and recorded individually at the lower of (a) its carrying value before the property was classified as held for sale, adjusted for any depreciation (amortization) expense that would have been recognized had the property been continuously classified as held and used, or (b) the fair value at the date of the subsequent decision not to sell.

***Investments in***

The Company accounts for its investments in unconsolidated joint ventures under the equity method of accounting. The

**Unconsolidated  
Joint Ventures**

Company applies the equity method by initially recording these investments at cost, as Investments in Unconsolidated Joint Ventures, subsequently adjusted for equity in earnings and cash contributions and distributions. The outside basis portion of the Company's joint ventures is amortized over the anticipated useful lives of the underlying ventures' tangible and intangible assets acquired and liabilities assumed. Generally, the Company would discontinue applying the equity method when the investment (and any advances) is reduced to zero and would not provide for additional losses unless the Company has guaranteed obligations of the venture or is otherwise committed to providing further financial support for the investee. If the venture subsequently generates income, the Company only recognizes its share of such income to the extent it exceeds its share of previously unrecognized losses.

If the venture subsequently makes distributions and the Company does not have an implied or actual commitment to support the operations of the venture, including a general partner interest in the investee, the Company will not record a basis less than zero, rather such amounts will be recorded as equity in earnings of unconsolidated joint ventures.

On a periodic basis, management assesses whether there are any indicators that the value of the Company's investments in unconsolidated joint ventures may be impaired. An investment is impaired only if management's estimate of the value of the investment is less than the carrying value of the investment, and such decline in value is deemed to be other than temporary. To the extent impairment has occurred, the loss shall be measured as the excess of the carrying value of the investment over the value of the investment. The Company's estimates of value for each investment (particularly in real estate joint ventures) are based on a number of assumptions that are subject to economic and market uncertainties including, among others, demand for space, competition for tenants, changes in market rental rates, and operating costs. As these factors are difficult to predict and are subject to future events that may alter management's assumptions, the values estimated by management in its impairment analyses may not be realized, and actual losses or impairment may be realized in the future. See Note 4: Investments in Unconsolidated Joint Ventures.

**Cash and Cash  
Equivalents**

All highly liquid investments with an original maturity of three months or less when purchased are considered to be cash equivalents.

**Deferred  
Financing Costs**

Costs incurred in obtaining financing are capitalized and amortized over the term of the related indebtedness. Deferred financing costs are presented in the balance sheet as a direct deduction from the carrying value of the debt liability to which they relate, except deferred financing costs related to the revolving credit facility, which are presented in deferred charges, goodwill and other assets. In all cases, amortization of such costs is included in interest expense and was \$4,612,000, \$4,582,000 and \$3,790,000 for the years ended December 31, 2017, 2016 and 2015, respectively. If a financing obligation is extinguished early, any unamortized deferred financing costs are written off and included in gains (losses) from extinguishment of debt. Included in loss from extinguishment of debt, net of gains, of \$0.4 million, \$30.5 million and zero for the years ended December 31, 2017, 2016 and 2015 were unamortized deferred financing costs which were written off amounting to \$0.4 million, \$0.7 million and zero, respectively.

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**Deferred  
Leasing Costs**

Costs incurred in connection with successfully executed commercial leases are capitalized and amortized on a straight-line basis over the terms of the related leases and included in depreciation and amortization. Unamortized deferred leasing costs are charged to amortization expense upon early termination of the lease. Certain employees of the Company are compensated for providing leasing services to the Properties. The portion of such compensation related to commercial leases, which is capitalized and amortized, and included in deferred charges, goodwill and other assets, net was approximately \$3,146,000, \$3,270,000 and \$3,521,000 for the years ended December 31, 2017, 2016 and 2015, respectively.

**Goodwill**

Goodwill represents the excess of the purchase price over the fair value of net tangible and intangible assets acquired in a business combination. Goodwill is allocated to various reporting units, as applicable. Each of the Company's segments consists of a reporting unit. Goodwill is not amortized. Management performs an annual impairment test for goodwill during the fourth quarter and between annual tests, management evaluates the recoverability of goodwill whenever events or changes in circumstances indicate that the carrying value of goodwill may not be fully recoverable. In its impairment tests of goodwill, management first assesses qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. If based on this assessment, management determines that the fair value of the reporting unit is not less than its carrying value, then performing the additional two-step impairment test is unnecessary. If the carrying value of goodwill exceeds its fair value, an impairment charge is recognized. The Company determined that its goodwill was not impaired at December 31, 2017 after management performed its impairment tests.

**Derivative  
Instruments**

The Company measures derivative instruments, including certain derivative instruments embedded in other contracts, at fair value and records them as an asset or liability, depending on the Company's rights or obligations under the applicable derivative contract. For derivatives designated and qualifying as fair value hedges, the changes in the fair value of both the derivative instrument and the hedged item are recorded in earnings. For derivatives designated as cash flow hedges, the effective portions of the derivative are reported in other comprehensive income ("OCI") and are subsequently reclassified into earnings when the hedged item affects earnings. Changes in fair value of derivative instruments not designated as hedging and ineffective portions of hedges are recognized in earnings in the affected period.

**Revenue  
Recognition**

Base rental revenue is recognized on a straight-line basis over the terms of the respective leases. Unbilled rents receivable represents the cumulative amount by which straight-line rental revenue exceeds rents currently billed in accordance with the



lease agreements.

Above-market and below-market lease values for acquired properties are initially recorded based on the present value (using a discount rate which reflects the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to each in-place lease and (ii) management's estimate of fair market lease rates for each corresponding in-place lease, measured over a period equal to the remaining term of the lease for above-market leases and the remaining initial term plus the term of any below-market fixed-rate renewal options for below-market leases. The capitalized above-market lease values for acquired properties are amortized as a reduction of base rental revenue over the remaining terms of the respective leases, and the capitalized below-market lease values are amortized as an increase to base rental revenue over the remaining initial terms plus the terms of any below-market fixed-rate renewal options of the respective leases.

Escalations and recoveries from tenants are received from tenants for certain costs as provided in the lease agreements. These costs generally include real estate taxes, utilities, insurance, common area maintenance and other recoverable costs. See Note 13: Tenant Leases.

Real estate services revenue includes property management, development, construction and leasing commission fees and other services, and payroll and related costs reimbursed from clients. Fee income derived from the Company's unconsolidated joint ventures (which are capitalized by such ventures) are recognized to the extent attributable to the unaffiliated ownership interests.

Parking income includes income from parking spaces leased to tenants and others.

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Other income includes income from tenants for additional services arranged for by the Company and income from tenants for early lease terminations.

***Allowance for  
Doubtful  
Accounts***

Management performs a detailed review of amounts due from tenants to determine if an allowance for doubtful accounts is required based on factors affecting the collectability of the accounts receivable balances. The factors considered by management in determining which individual tenant receivable balances, or aggregate receivable balances, require a collectability allowance include the age of the receivable, the tenant's payment history, the nature of the charges, any communications regarding the charges and other related information. Management's estimate of the allowance for doubtful accounts requires management to exercise significant judgment about the timing, frequency and severity of collection losses, which affects the allowance and net income.

***Income and  
Other Taxes***

The General Partner has elected to be taxed as a REIT under Sections 856 through 860 of the Internal Revenue Code of 1986, as amended (the "IRS Code"). As a REIT, the General Partner generally will not be subject to corporate federal income tax on net income that it currently distributes to its shareholders, provided that the General Partner satisfies certain organizational and operational requirements including the requirement to distribute at least 90 percent of its REIT taxable income (determined by excluding any net capital gains) to its shareholders. If and to the extent the General Partner retains and does not distribute any net capital gains, the General Partner will be required to pay federal, state and local taxes, as applicable, on such net capital gains at the rate applicable to capital gains of a corporation.

The Operating Partnership is a partnership, and, as a result, all income and losses of the partnership are allocated to the partners for inclusion in their respective tax returns. Accordingly, no provision or benefit for income taxes has been made in the accompanying financial statements.

As of December 31, 2017, the estimated net basis of the rental property for federal income tax purposes was lower than the net assets as reported in the Operating Partnership's financial statements by approximately \$231,067,000. The Operating Partnership's taxable income for the year ended December 31, 2017 was estimated to be approximately \$97,037,000 and for the years ended December 31, 2016 and 2015 was approximately \$30,208,000 and \$63,285,000, respectively. The differences between book income and taxable income primarily result from differences in depreciation expenses, the recording of rental income, differences in the deductibility of certain expenses for tax purposes, differences in revenue recognition and the rules for tax purposes of a property exchange.

The General Partner has elected to treat certain of its corporate subsidiaries as taxable REIT subsidiaries (each a "TRS"). In general, a TRS of the General Partner may perform additional services for tenants of the Company and generally may engage in any real estate or non-real estate related business (except for the operation or management of health care facilities or lodging facilities or the providing to any person, under a franchise, license or otherwise, rights to any brand name under which any lodging facility or health care facility is operated). A TRS is subject to corporate federal income tax. The General Partner has conducted business through its TRS entities for certain property management, development, construction and other related services, as well as to hold a joint venture interest in a hotel and other matters.

The deferred tax balance at December 31, 2017 is \$11.7 million which has been fully reserved through a valuation allowance. New tax reform legislation enacted in late 2017 reduces the corporate tax rate to 21 percent, effective January 1, 2018. Consequently, the Company's deferred tax assets were re-measured to reflect the reduction in the future U.S. corporate



income tax rate as of the enactment date. As a result, the Company recorded a decrease related to deferred tax assets of \$5.3 million and a decrease to the associated valuation allowance of \$5.3 million at December 31, 2017. If the General Partner fails to qualify as a REIT in any taxable year, the Company will be subject to federal income tax on its taxable income at regular corporate tax rates. The Company is subject to certain state and local taxes.

Pursuant to the amended provisions related to uncertain tax provisions of ASC 740, Income Taxes, the Company recognized no material adjustments regarding its tax accounting treatment. The Company expects to recognize interest and penalties related to uncertain tax positions, if any, as income tax expense, which is included in general and administrative expense.

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In the normal course of business, the Company or one of its subsidiaries is subject to examination by federal, state and local jurisdictions in which it operates, where applicable. As of December 31, 2017, the tax years that remain subject to examination by the major tax jurisdictions under the statute of limitations are generally from the year 2013 forward.

***Earnings Per Share or Unit***

The Company presents both basic and diluted earnings per share or unit (“EPS or EPU”). Basic EPS or EPU excludes dilution and is computed by dividing net income available to common shareholders or unitholders by the weighted average number of shares or units outstanding for the period. Diluted EPS or EPU reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock, where such exercise or conversion would result in a lower EPS or EPU from continuing operations amount. Shares or Units whose issuance is contingent upon the satisfaction of certain conditions shall be considered outstanding and included in the computation of diluted EPS or EPU as follows (i) if all necessary conditions have been satisfied by the end of the period (the events have occurred), those shares or units shall be included as of the beginning of the period in which the conditions were satisfied (or as of the date of the grant, if later) or (ii) if all necessary conditions have not been satisfied by the end of the period, the number of contingently issuable shares or units included in diluted EPS or EPU shall be based on the number of shares or units, if any, that would be issuable if the end of the reporting period were the end of the contingency period (for example, the number of shares or units that would be issuable based on current period earnings or period-end market price) and if the result would be dilutive. Those contingently issuable shares or units shall be included in the denominator of diluted EPS or EPU as of the beginning of the period (or as of the date of the grant, if later).

***Dividends and Distributions Payable***

The dividends and distributions payable at December 31, 2017 represents dividends payable to common shareholders (89,914,658 shares) and distributions payable to noncontrolling interest unitholders of the Operating Partnership (10,438,855 common units and 1,230,877 LTIP units) for all such holders of record as of January 3, 2018 with respect to the fourth quarter 2017. The fourth quarter 2017 common stock dividends and unit distributions of \$0.20 per common share, common unit and LTIP unit were approved by the General Partner’s Board of Directors on December 12, 2017 and paid on January 12, 2018.

The dividends and distributions payable at December 31, 2016 represents dividends payable to common shareholders (89,696,824 shares) and distributions payable to noncontrolling interest unitholders of the Operating Partnership (10,488,105 common units and 657,373 LTIP units) for all such holders of record as of January 5, 2017 with respect to the fourth quarter 2016. The fourth quarter 2016 common stock dividends and unit distributions of \$0.15 per common share, common unit and LTIP unit were approved by the General Partner’s Board of Directors on December 13, 2016 and paid on January 13, 2017.

The Company has determined that the \$0.70 dividend per common share paid during the year ended December 31, 2017 represented 100 percent ordinary income; the \$0.60 dividend per common share paid during the year ended December 31, 2016 represented 100 percent return of capital; and the \$0.60 dividend per common share paid during the year ended December 31, 2015 represented approximately 90 percent ordinary income and approximately 10 percent return of capital.

***Costs Incurred For Stock Issuances***

Costs incurred in connection with the Company’s stock issuances are reflected as a reduction of additional paid-in capital.

***Stock Compensation***

The Company accounts for stock compensation in accordance with the provisions of ASC 718, Compensation-Stock Compensation. These provisions require that the estimated fair value of restricted stock (“Restricted Stock Awards”), performance share units, long term incentive plan awards and stock options at the grant date be amortized ratably into expense over the appropriate vesting period. The Company recorded stock compensation expense of \$7,447,000, \$5,646,000 and \$2,219,000 for the years ended December 31, 2017, 2016 and 2015, respectively.

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***Other Comprehensive Income (Loss)***

Other comprehensive income (loss) includes items that are recorded in equity, such as effective portions of derivatives designated as cash flow hedges or unrealized holding gains or losses on marketable securities available for sale.

***Fair Value***

The standard Fair Value Measurements specifies a hierarchy of valuation techniques based upon whether the inputs to those

## Hierarchy

valuation techniques reflect assumptions other market participants would use based upon market data obtained from independent sources (observable inputs). The following summarizes the fair value hierarchy:

- Level 1: Quoted prices in active markets that are unadjusted and accessible at the measurement date for identical, unrestricted assets or liabilities;
- Level 2: Quoted prices for identical assets and liabilities in markets that are inactive, quoted prices for similar assets and liabilities in active markets or financial instruments for which significant inputs are observable, either directly or indirectly, such as interest rates and yield curves that are observable at commonly quoted intervals and
- Level 3: Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability.

## Impact Of Recently-Issued Accounting Standards

In May 2014, the FASB issued Accounting Standards Update ("ASU") 2014-09 Revenue from Contracts with Customers (Topic 606) ("ASU 2014-09"). ASU 2014-09 is a comprehensive new revenue recognition model requiring a company to recognize revenue to depict the transfer of goods or services to a customer at an amount reflecting the consideration it expects to receive in exchange for those goods or services. In adopting ASU 2014-09, companies may use either a full retrospective or a modified retrospective approach. Additionally, this guidance requires improved disclosures regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. ASU 2014-09 is effective for the first interim period within annual reporting periods beginning after December 15, 2017, and early adoption is permitted for periods beginning after December 15, 2016. While lease contracts with customers, which constitute the majority of the Company's revenues, are a specific scope exception of ASU 2014-09, certain of the Company's revenue streams, including management services and other fee income, may be impacted by ASU 2014-09. The Company has evaluated the effect the adoption will have on the Company's revenue, and does not expect it will have a material impact on the Company's consolidated financial statements, and also does not believe the adoption will significantly affect the timing of the recognition of the Company's services income. The Company plans to adopt this standard using the modified retrospective approach, which requires a cumulative effect adjustment as of the date of adoption.

In February 2016, the FASB issued ASU 2016-02, modifying the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract (i.e. lessees and lessors). The new standard requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase by the lessee. This classification will determine whether lease expense is recognized based on an effective interest method or on a straight line basis over the term of the lease, respectively. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term of greater than 12 months regardless of their classification. Leases with a term of 12 months or less will be accounted for in the same manner as operating leases today. The new standard requires lessors to account for leases using an approach that is substantially equivalent to existing guidance for sales-type leases, direct financing leases and operating leases. The guidance is expected to impact the consolidated financial statements as the Company has certain operating and land lease arrangements for which it is the lessee. The guidance supersedes previously issued guidance under ASC Topic 840 "Leases." The guidance is effective on

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January 1, 2019, with early adoption permitted. The Company is currently in the process of evaluating the impact the adoption of ASU 2016-02 will have on the Company's consolidated financial statements.

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows: Classification of Certain Cash Receipts and Cash Payments. ASU 2016-15 addresses eight specific cash flow issues and intends to reduce the diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. This guidance is effective for annual periods beginning after December 15, 2017, including interim periods within that reporting period. Early adoption is permitted. Upon its adoption of ASU 2016-15, the Company will present its restricted cash with cash and not as a cash adjustment in the Company's consolidated statement of cash flows.

## 3. RECENT TRANSACTIONS

### Management Changes

On April 5, 2017, the Company announced that Michael J. DeMarco would be assuming the title of chief executive officer of the Company and Mitchell Rudin, formerly the chief executive officer, was being named the vice chairman of the Company effective April 4, 2017. Mr. DeMarco had joined the Company in 2015 as the president and chief operating officer.

On January 29, 2018, the Company announced the appointment of David J. Smetana as chief financial officer and Nicholas Hilton as executive vice

president of leasing of the General Partner. Mr. Smetana will begin to perform his duties as chief financial officer and Anthony Krug shall cease to serve as chief financial officer immediately following the filing of this Annual Report on Form 10-K for the year ended December 31, 2017. Mr. Krug will remain an employee of the General Partner and will provide transition services through March 31, 2018. Mr. Hilton's employment commenced on February 12, 2018 following the departure of Christopher DeLorenzo.

## Acquisitions

### 2017

The Company acquired the following office properties (which were determined to be asset acquisitions in accordance with ASU 2017-01) during the year ended December 31, 2017 (*dollars in thousands*):

Acquisition Date	Property Address	Location	# of Bldgs.	Rentable Square Feet	Acquisition Cost
01/11/17	Red Bank portfolio (a)	Red Bank, New Jersey	3	279,472	\$ 27,228
03/06/17	Short Hills/Madison portfolio (b)	Short Hills & Madison, New Jersey	6	1,113,028	367,361
Total Acquisitions			9	1,392,500	\$ 394,589

(a) This acquisition was funded through borrowings under the Company's unsecured revolving credit facility.

(b) This acquisition was funded through borrowings under the Company's unsecured revolving credit facility and a new \$124.5 million loan secured by three of the properties.

The purchase prices were allocated to the net assets acquired, as follows (*in thousands*):

	Red Bank Portfolio	Short Hills/Madison Portfolio	Total
Land and leasehold interest	\$ 7,914	\$ 30,336	\$ 38,250
Buildings and improvements and other assets	16,047	295,299	311,346
Above market leases (a)	118	6,367	6,485
In-place lease values (a)	3,171	45,604	48,775
	27,250	377,606	404,856
Less: Below market lease values (a)	(22)	(10,245)	(10,267)
Net assets recorded upon acquisition	\$ 27,228	\$ 367,361	\$ 394,589

(a) Above market, in-place and below market leases are being amortized over a weighted-average term of 5.4 years.

The Company acquired three developable land parcels located in Jersey City, Morris Township and Red Bank, New Jersey, for approximately \$80 million during the year ended December 31, 2017. The acquisitions were funded using available cash and borrowings under the Company's unsecured revolving credit facility.

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### 2016

The Company acquired the following office properties during the year ended December 31, 2016 (*dollars in thousands*):

Acquisition Date	Property Address	Location	# of Bldgs.	Rentable Square Feet	Acquisition Cost
04/04/16	11 Martine Avenue (a)	White Plains, New York	1	82,000	\$ 10,750
04/07/16	320, 321 University Avenue (b)	Newark, New Jersey	2	147,406	23,000
06/02/16	101 Wood Avenue South (c)	Edison, New Jersey	1	262,841	82,300
07/01/16	111 River Street (c)	Hoboken, New Jersey	1	566,215	210,761
Total Acquisitions			5	1,058,462	\$ 326,811

(a) Acquisition represented four units of condominium interests which collectively comprise floors 2 through 5. Upon completion of the acquisition, the Company owns the entire 14-story 262,000 square-foot building. The acquisition was funded using available cash.

(b) This acquisition was funded through borrowings under the Company's unsecured revolving credit facility.

(c) This acquisition was funded using available cash and through borrowings under the Company's unsecured revolving credit facility.

The purchase prices were allocated to the net assets acquired, as follows (*in thousands*):

	11 Martine Avenue	University Avenue	101 Wood Avenue	111 River Street
Land and leasehold interest	\$ 2,460	\$ 7,305	\$ 8,509	\$ 204
Buildings and improvements	8,290	15,695	72,738	198,609
Above market leases (a)	—	—	58	617
In-place lease values (a)	—	—	6,743	43,801
Other assets	—	—	—	11,279
			88,048	254,510
Less: Below market lease values (a)	—	—	(5,748)	(43,749)
Net assets recorded upon acquisition	\$ 10,750	\$ 23,000	\$ 82,300	\$ 210,761

(a) Above market, in-place and below market leases are being amortized over a weighted-average term of 8.1 years.

### Properties Commencing Initial Operations

The following properties commenced initial operations during the year ended December 31, 2016 (*dollars in thousands*):

In-Service Date	Property	Location	Type	# of Apartment Units	Total Development Costs
12/01/16	Quarry Place at Tuckahoe	Eastchester, NY	Multi-Family	108	\$ 56,961(a)
12/01/16	The Chase II at Overlook Ridge	Malden, MA	Multi-Family	292	65,218(b)
Totals				400	\$ 122,179

(a) Development costs as of December 31, 2016 included approximately \$5.6 million in land costs.

(b) Development costs as of December 31, 2016 included approximately \$10.8 million in land costs. As of December 31, 2016, the Company anticipates additional costs of approximately \$9.7 million, which will be funded from a construction loan.

### Consolidations

#### 2017

On February 3, 2017, the Operating Partnership issued 42,800 shares of a new class of 3.5 percent Series A Preferred Limited Partnership Units of the Operating Partnership (the "Series A Units") valued at \$42.8 million. The Series A Units were issued to the Company's partners in the Plaza VIII & IX Associates L.L.C. joint venture that owns a development site adjacent to the Company's Harborside property in Jersey City, New Jersey as non-cash consideration for their approximate 37.5 percent interest in the joint venture. Concurrent with the issuance of the Series A Units, the Company purchased from other partners in the Plaza VIII & IX Associates L.L.C. joint venture their approximate 12.5 percent interest for approximately \$14.3 million in cash. The results of these transactions increased the Company's interests in the joint venture from 50 percent to 100 percent. Upon these acquisitions, the Company consolidated Plaza VIII & IX Associates L.L.C., a voting interest entity, substantially all of which is comprised of land for development. As an acquisition of the additional 50 percent of the land, the Company accounted for the transaction as an asset acquisition under a cost accumulation model, resulting in total consolidated assets of \$60.6 million, substantially all of which is classified as land on the Balance Sheet.

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On February 28, 2017, the Operating Partnership authorized the issuance of 9,213 shares of a new class of 3.5 percent Series A-1 Preferred Limited Partnership Units of the Operating Partnership (the "Series A-1 Units"). 9,122 Series A-1 Units were issued on February 28, 2017, valued at \$9.1 million, to the Company's partner in a joint venture with the Operating Partnership, which owns Monaco Towers in Jersey City, New Jersey that includes 523 apartment homes in two fifty-story towers with 558 parking spaces and 12,300 square feet of ground floor retail space. The Series A-1 Units were issued as non-cash consideration for the partner's approximate 13.8 percent ownership interest in the joint venture to increase the Company's unconsolidated investment to 29 percent. In April 2017, an additional 91 Series A-1 Units were issued by the Operating Partnership to purchase from other partners in the same joint venture their approximate 71.2 percent ownership interest for approximately \$130.9 million in cash and \$171.2 million in assumed debt in transactions which closed in April 2017. The results of these transactions increased the Company's interests in the joint venture to 100 percent. Upon these acquisitions, the Company consolidated RoseGarden Monaco Holdings, L.L.C., a voting interest entity.

As an acquisition of the remaining interests in the venture which owns the Monaco Towers, the Company accounted for the transaction as an asset acquisition under a cost accumulation model, resulting in total consolidated net assets of \$139.9 million which is allocated, as follows (*in thousands*):

	Monaco North	Monaco South	Total
Land and leasehold interest	\$ 27,300	\$ 31,461	\$ 58,761
Buildings and improvements and other assets	112,841	129,895	242,736
Above market leases (a)	350	—	350
In-place lease values (a)	4,585	4,913	9,498

Less: Below market lease values (a)	(141)	(118)	(259)
	144,935	166,151	311,086
Less: Debt assumed at fair value	(79,544)	(91,656)	(171,200)
Net assets recorded upon consolidation	\$ 65,391	\$ 74,495	\$ 139,886

(a) Above market, in-place and below market leases are being amortized over a weighted-average term of 8 months.

## 2016

On January 5, 2016, the Company, which held a 50 percent subordinated interest in the unconsolidated joint venture, Overlook Ridge Apartment Investors LLC, a 371-unit multi-family operating property located in Malden, Massachusetts, acquired the remaining interest for \$39.8 million in cash plus the assumption of a first mortgage loan secured by the property with a principal balance of \$52.7 million. The cash portion of the acquisition was funded primarily through borrowings under the Company's unsecured revolving credit facility. Upon acquisition, the Company consolidated the asset and accordingly, remeasured its equity interests, as required by the FASB's consolidation guidance, at fair value (based upon the income approach using current rates and market cap rates and discount rates). As a result, the Company recorded a gain on change of control of interests of \$10.2 million in the year ended December 31, 2016. On January 19, 2016, the Company repaid the assumed loan and obtained a new loan secured by the property in the amount of \$72.5 million, which bears interest at 3.625 percent and matures in February 2023. See Note 9: Mortgages, Loans Payable and Other Obligations.

During the second quarter 2016, the Company, which held a 38.25 percent subordinate interest in the unconsolidated Portside Apartment Developers, L.L.C., a joint venture which owns a 175-unit operating multi-family property located in East Boston, Massachusetts, acquired the remaining interests of its joint venture partners for \$39.6 million in cash plus the assumption of a mortgage loan secured by the property with a principal balance of \$42.5 million. The cash portion of the acquisition was funded primarily through borrowings under the Company's unsecured revolving credit facility. Upon acquisition, the Company consolidated the asset and accordingly, remeasured its equity interests, as required by the FASB's consolidation guidance, at fair value (based upon the income approach using current rates and market cap rates and discount rates). As a result, the Company recorded a gain on change of control of interests of \$5.2 million in the year ended December 31, 2016. On July 8, 2016, the Company repaid the assumed loan and obtained a new loan secured by the property in the amount of \$59 million, which bears interest at 3.44 percent and matures in August 2023. See Note 9: Mortgages, Loans Payable and Other Obligations.

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The purchase prices were preliminarily allocated to the net assets acquired upon consolidation, as follows (*in thousands*):

	Overlook Ridge	Portside Apts
Land and leasehold interest	\$ 11,072	\$ —
Buildings and improvements	87,793	73,713
Furniture, fixtures and equipment	1,695	1,038
Other assets	237	10,181
In-place lease values (a)	4,389	2,637
Less: Below market lease values (a)	(489)	(242)
Sub Total	<u>104,697</u>	<u>87,327</u>
Less: Debt assumed	<u>(52,662)</u>	<u>(42,500)</u>
Net assets recorded upon consolidation	<u>\$ 52,035</u>	<u>\$ 44,827</u>

(a) In-place lease values and below-market lease values are being amortized over a weighted average term of 7.4 months.

## Other Investments in 2016

On April 26, 2016, the Company acquired the remaining non-controlling interest in a development project located in Weehawken, New Jersey for \$36.4 million. The project includes developable land for approximately 1,100 multi-family units, 290,000 square feet of office space, a 52.5 percent ownership interest in Port Imperial 4/5 Garage and Retail operating properties. The initial phase, Port Imperial South 11, a 295-unit multi-family project, began construction in the first quarter 2016.

## Dispositions/Rental Property Held for Sale

### 2017

The Company disposed of the following office properties during the year ended December 31, 2017 (*dollars in thousands*):

	Rentable	Net	Net	Realized Gains (losses)/
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Disposition Date	Property/Address	Location	# of Bldgs.	Square Feet	Sales Proceeds	Carrying Value	Unrealized Losses, net
01/30/17	Cranford portfolio	Cranford, New Jersey	6	435,976	\$ 26,598	\$ 22,736	\$ 3,862
01/31/17	440 Route 22 East (a)	Bridgewater, New Jersey	1	198,376	10,074	10,069	5
02/07/17	3 Independence Way	Princeton, New Jersey	1	111,300	11,549	9,910	1,639
05/15/17	103 Carnegie Center	Princeton, New Jersey	1	96,000	15,063	8,271	6,792
08/29/17	400 Chestnut Ridge Road	Woodcliff Lake, New Jersey	1	89,200	6,891	7,498	(607)
08/30/17	140 E. Ridgewood Avenue	Paramus, New Jersey	1	239,680	30,201	30,737	(536)
08/30/17	Bergen portfolio	Woodcliff Lake, Paramus and Rochelle Park, New Jersey	5	1,061,544	86,973(c)	135,121	(48,148)
09/11/17	377 Summerhill Road	East Brunswick, New Jersey	1	40,000	3,221	2,172	1,049
09/13/17	700 Executive Boulevard	Elmsford, New York	—	—(b)	5,717	970	4,747
09/20/17	Totowa Portfolio	Totowa, New Jersey	13	499,243	63,624	27,630	35,994
09/27/17	890 Mountain Avenue (d)	New Providence, New Jersey	1	80,000	4,852	6,139	(1,287)
09/28/17	135 Chestnut Ridge Road	Montvale, New Jersey	1	66,150	5,844(e)	2,929	2,915
09/29/17	Moorestown portfolio	Moorestown and Burlington, New Jersey	26	1,260,398	73,393(f)	56,186	17,207
10/19/17	1 Enterprise Boulevard	Yonkers, New York	—	—(b)	3,230	1,380	1,850
11/15/17	61 South Paramus Road	Paramus, New Jersey	1	269,191	23,255	37,184	(13,929)
12/06/17	300 Tice Boulevard	Woodcliff Lake, New Jersey	1	230,000	28,847	25,705	3,142
<b>Sub-total</b>			<b>60</b>	<b>4,677,058</b>	<b>399,332</b>	<b>384,637</b>	<b>14,695</b>
Unrealized losses on rental property held for sale							(12,331)
<b>Totals</b>			<b>60</b>	<b>4,677,058</b>	<b>\$ 399,332</b>	<b>\$ 384,637</b>	<b>\$ 2,364</b>

(a) The Company recorded a valuation allowance of \$7.7 million on this property during the year ended December 31, 2016.

(b) This disposition is of a ground leased land property.

(c) At closing, the Company provided short term seller financing aggregating \$65 million through mortgage notes receivable to the buyers. These notes were paid off in November and December 2017.

(d) The Company recorded an impairment charge of \$7.0 million on this property during the year ended December 31, 2015.

(e) The Company recorded an impairment charge of \$4.2 million on this property during the year ended December 31, 2015. \$5.9 million of the sales proceeds from this sale were held by a qualified intermediary, which is noncash and recorded in deferred charges, goodwill and other assets as of December 31, 2017. See Note 5: Deferred Charges, Goodwill and Other Assets, Net.

(f) \$15.3 million of the sales proceeds from this sale were held by a qualified intermediary, which is noncash and recorded in deferred charges, goodwill and other assets as of December 31, 2017. See Note 5: Deferred Charges, Goodwill and Other Assets, Net.

The Company identified as held for sale 21 office properties totaling approximately 2 million square feet as of December 31, 2017. The properties are located in Parsippany, Paramus, Rochelle Park, Hamilton and Wall, New Jersey and White Plains, New York. The total

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estimated sales proceeds from the sales are expected to be approximately \$223 million. The Company determined that the carrying value of seven of the office properties was not expected to be recovered from estimated net sales proceeds and accordingly recognized an unrealized loss allowance of \$12.3 million during the year ended December 31, 2017. In February 2018, the Company completed the disposition of one of these properties for sales proceeds of \$25.9 million.

The following table summarizes the rental property held for sale, net, as of December 31, 2017: *(dollars in thousands)*

	December 31, 2017
Land	\$ 37,024
Buildings and improvements	273,388
Less: Accumulated depreciation	(126,503)
Less: Unrealized losses on properties held for sale	(12,331)
Rental property held for sale, net	<u>\$ 171,578</u>

Other assets and liabilities related to the rental properties held for sale, as of December 31, 2017, include \$9.8 million in deferred charges, and other assets, \$4.7 million in Unbilled rents receivable and \$4.6 million in Accounts payable, accrued expenses and other liabilities. Approximately \$13.4 million of these assets and \$0.3 million of these liabilities are expected to be written off with the completion of the sales.

## 2016

The Company disposed of the following office and multi-family properties during the year ended December 31, 2016 (*dollars in thousands*):

Disposition Date	Property/Address	Location	# of Bldgs.	Net Sales Proceeds	Net Carrying Value	Realized Gains (losses)/ Unrealized Losses, net
03/11/16	2 Independence Way (a)	Princeton, New Jersey	1	\$ 4,119	\$ 4,283	\$ (164)
03/24/16	1201 Connecticut Avenue, NW	Washington, D.C.	1	90,591	31,827	58,764
04/26/16	125 Broad Street (b)	New York, New York	1	192,323	200,183	(7,860)
05/09/16	9200 Edmonston Road	Greenbelt, Maryland	1	4,083(c)	3,837	246
05/18/16	1400 L Street	Washington, D.C.	1	68,399	30,053	38,346
07/14/16	600 Parsippany Road	Parsippany, New Jersey	1	10,465(d)	5,875	4,590
07/14/16	4,5,6 Century Drive (e)	Parsippany, New Jersey	3	14,533	17,308	(2,775)
08/11/16	Andover Place	Andover, Massachusetts	1	39,863	37,150	2,713
09/26/16	222,233 Mount Airy Road (f)	Basking Ridge, New Jersey	2	8,817	9,039	(222)
09/27/16	10 Mountainview Road	Upper Saddle River, New Jersey	1	18,990	19,571	(581)
11/07/16	100 Willowbrook, 2,3,4 Paragon (g)	Freehold, New Jersey	4	14,634	19,377	(4,743)
12/05/16	4 Becker Farm Road	Roseland, New Jersey	1	41,400(h)	31,001	10,399
12/09/16	101,103,105 Eisenhower Parkway	Roseland, New Jersey	3	46,423	45,999	424
12/22/16	Capital Office Park, Ivy Lane (i)	Greenbelt, Maryland	6	46,570	65,064	(18,494)
12/22/16	100 Walnut Avenue	Clark, New Jersey	1	28,428	7,529	20,899
12/22/16	20 Commerce Drive	Cranford, New Jersey	1	28,878	13,071	15,807
12/29/16	4200 Parliament Place (j)	Lanham, Maryland	1	5,965	5,983	(18)
Sub-total			30	664,481	547,150	117,331
Unrealized losses on rental property held for sale						(7,665)
Totals			30	\$ 664,481	\$ 547,150	\$ 109,666

- The Company recorded an impairment charge of \$3.2 million on this property during the year ended December 31, 2015.
- The Company recorded impairment charges of \$83.2 million on this property during the year ended December 31, 2015.
- The Company transferred the deed for this property to the lender in satisfaction of its obligations. The Company recorded an impairment charge of \$3.0 million on this property during the year ended December 31, 2012.
- \$10.5 million of the net sales proceeds from this sale were held by a qualified intermediary. The Company received these proceeds on January 11, 2017.
- The Company recorded impairment charges of \$9.8 million on these properties during the year ended December 31, 2015.
- The Company recorded impairment charges of \$1.0 million on these properties during the year ended December 31, 2015.
- The Company recorded impairment charges of \$7.4 million on these properties during the year ended December 31, 2015.
- The Company transferred the deed for this property to the lender in satisfaction of its obligations.
- The Company recorded impairment charges of \$66.5 million on these properties during the year ended December 31, 2015.
- The Company recorded an impairment charge of \$4.2 million on this property during the year ended December 31, 2015.

As of December 31, 2016, the Company identified as held for sale eight office properties totaling approximately 750,000 square feet. The properties were located in Princeton, Cranford and Bridgewater, New Jersey. The Company determined that the carrying value of one of the office properties was not expected to be recovered from estimated net sales proceeds and accordingly recognized an unrealized loss allowance of \$7.7 million at December 31, 2016. In January and February 2017, the Company completed the disposition of these properties for sales proceeds of approximately \$45.8 million.

The following table summarizes the rental property held for sale, net, as of December 31, 2016: (*dollars in thousands*)

	<b>December 31, 2016</b>
Land	\$ 10,934
Buildings and improvements	68,266
Less: Accumulated depreciation	(31,792)
Less: Unrealized losses on properties held for sale	(7,665)
Rental property held for sale, net	<u>\$ 39,743</u>

Other assets and liabilities related to the rental properties held for sale, as of December 31, 2016, include \$1.7 million in deferred charges, and other assets, \$1.2 million in Unbilled rents receivable, \$1.1 million in Accounts payable, accrued expenses and other liabilities, and \$1.9 million in Rents received in advance and security deposits. Approximately \$2.9 million of these assets and \$0.5 million of these liabilities are expected to be written off with the completion of the sales.

### **Rockpoint Transaction**

On February 27, 2017, the Company, Roseland Residential Trust (“RRT”), the Company’s wholly-owned subsidiary through which the Company conducts its multi-family residential real estate operations, Roseland Residential, L.P. (“RRLP”), the operating partnership through which RRT conducts all of its operations, and certain other affiliates of the Company entered into an equity investment agreement (the “Investment Agreement”) with Rockpoint Group, L.L.C. and certain of its affiliates (collectively, “Rockpoint”). The Investment Agreement provides for multiple equity investments by Rockpoint in RRLP from time to time for up to an aggregate of \$300 million of equity units of limited partnership interests of RRLP (the “Rockpoint Units”). The initial closing under the Investment Agreement occurred on March 10, 2017 for \$150 million of Rockpoint Units. Additional closings of Rockpoint Units to be issued and sold to Rockpoint pursuant to the Investment Agreement may occur from time to time in increments of not less than \$10 million per closing, with the balance of the full \$300 million by March 1, 2019. See Note 14: Redeemable Noncontrolling Interests.

RRLP has been identified as a variable interest entity in which the Company is deemed to be the primary beneficiary. As of December 31, 2017 and December 31, 2016, the Company’s consolidated RRLP entity had total assets of \$1.9 billion and \$1.3 billion, respectively, total mortgages and loan payable of \$769.7 million and \$480.7 million, respectively, and other liabilities of \$95.9 million and \$40.1 million, respectively.

### **Unconsolidated Joint Venture Activity**

On April 1, 2016, the Company bought out its partner PruRose Riverwalk G, L.L.C. for \$11.3 million and increased its subordinated interest in Riverwalk G Urban Renewal, L.L.C. from 25 percent to 50 percent using borrowings on the Company’s unsecured credit facility. Riverwalk G Urban Renewal, L.L.C., owns a 316-unit operating multi-family property located in West New York, New Jersey. Concurrent with the refinancing in October 2016, the Company executed an agreement with the remaining partner which converted the 50 percent subordinated interest to 22.5 percent *pari passu* interest.

On May 26, 2016, the Company sold its 50 percent interest in Port Imperial South 15, L.L.C. (“RiversEdge”) and its 20 percent interest in Port Imperial South 13 Urban Renewal, L.L.C. (“RiverParc”), joint ventures that own the 236-unit and the 280-unit multi-family operating properties, respectively, located in Weehawken, New Jersey for \$6.4 million. The Company realized a gain on the sale of \$5.7 million.

On January 31, 2017, the Company sold its interest in the KPG-P 100 IMW JV, LLC, Keystone-Penn and Keystone-Tristate joint ventures that own operating properties, located in Philadelphia, Pennsylvania for an aggregate sales price of \$9.7 million and realized a gain on the sale of the unconsolidated joint venture of \$7.4 million.

On February 15, 2017, the Company sold its 7.5 percent interest in the Elmajo Urban Renewal Associates, LLC and Estuary Urban Renewal Unit B, LLC joint ventures that own operating multi-family properties located in Weehawken, New Jersey for a sales price of \$5.1 million and realized a gain on the sale of the unconsolidated joint venture of \$5.1 million.

On September 21, 2017, the RoseGarden Monaco, L.L.C. joint venture agreement was terminated. Accordingly, the Company wrote off the carrying value of its investment in the joint venture and recorded a loss of \$1.4 million on the disposition of its joint venture interest.

On September 29, 2017, the Company sold its interests in the KPG-MCG Curtis joint venture that owns an operating property located in Philadelphia, Pennsylvania for a sales price of \$102.5 million, which included the retirement of the Company’s share in a mortgage payable of \$75 million, and realized a gain on the sale of the unconsolidated joint venture of \$12 million. \$5.6 million of the net sales proceeds from this sale were held by a qualified intermediary, which is considered non cash and recorded in deferred charges, goodwill and other assets. See Note 5: Deferred Charges, Goodwill and Other Assets, Net.

## **4. INVESTMENTS IN UNCONSOLIDATED JOINT VENTURES**

As of December 31, 2017, the Company had an aggregate investment of approximately \$252.6 million in its equity method joint ventures. The Company formed these ventures with unaffiliated third parties, or acquired interests in them, to develop or manage primarily office and multi-family rental properties, or to acquire land in anticipation of possible development of office and multi-family rental properties. As of December 31, 2017,

the unconsolidated joint ventures owned: four office properties aggregating approximately 0.5 million square feet, eight multi-family properties totaling 3,275 apartments, two retail properties aggregating approximately 81,700 square feet, a 350-room hotel, development projects for up to approximately 419 apartments; and interests and/or rights to developable land parcels able to accommodate up to 3,738 apartments. The Company's unconsolidated interests range from 12.5 percent to 85 percent subject to specified priority allocations in certain of the joint ventures.

The amounts reflected in the following tables (except for the Company's share of equity in earnings) are based on the historical financial information of the individual joint ventures. The Company does not record losses of the joint ventures in excess of its investment balances unless the Company is liable for the obligations of the joint venture or is otherwise committed to provide financial support to the joint venture. The outside basis portion of the Company's investments in joint ventures is amortized over the anticipated useful lives of the underlying ventures' tangible and intangible assets acquired and liabilities assumed. Unless otherwise noted below, the debt of the Company's unconsolidated joint ventures generally is non-recourse to the Company, except for customary exceptions pertaining to such matters as intentional misuse of funds, environmental conditions, and material misrepresentations.

The Company has agreed to guarantee repayment of a portion of the debt of its unconsolidated joint ventures. As of December 31, 2017, such debt had a total facility amount of \$318 million of which the Company agreed to guarantee up to \$36 million. As of December 31, 2017, the outstanding balance of such debt totaled \$200.1 million of which \$24 million was guaranteed by the Company. The Company performed management, leasing, development and other services for the properties owned by the unconsolidated joint ventures and recognized \$2.8 million and \$3.7 million for such services in the years ended December 31, 2017 and 2016, respectively. The Company had \$0.8 million and \$0.7 million in accounts receivable due from its unconsolidated joint ventures as of December 31, 2017 and 2016.

Included in the Company's investments in unconsolidated joint ventures as of December 31, 2017 are four unconsolidated development joint ventures, which are VIEs for which the Company is not the primary beneficiary. These joint ventures are primarily established to develop real estate property for long-term investment and were deemed VIEs primarily based on the fact that the equity investment at risk was not sufficient to permit the entities to finance their activities without additional financial support. The initial equity contributed to these entities was not sufficient to fully finance the real estate construction as development costs are funded by the partners throughout the construction period. The Company determined that it was not the primary beneficiary of these VIEs based on the fact that the Company has shared control of these entities along with the entity's partners and therefore does not have controlling financial interests in these VIEs. The Company's aggregate investment in these VIEs was approximately \$129.5 million as of December 31, 2017. The Company's maximum exposure to loss as a result of its involvement with these VIEs is estimated to be approximately \$165.5 million, which includes the Company's current investment and estimated future funding commitments/guarantees of approximately \$36.0 million. The Company has not provided financial support to these VIEs that it was not previously contractually required to provide. In general, future costs of development not financed through third parties will be funded with capital contributions from the Company and its outside partners in accordance with their respective ownership percentages.

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The following is a summary of the Company's unconsolidated joint ventures as of December 31, 2017 and 2016: *(dollars in thousands)*

Entity / Property Name	Number of Apartment Units or Rentable Square Feet (sf)		Company's Effective Ownership % (a)	Carrying Value		Property Debt As of December 31, 2017		
				December 31, 2017	December 31, 2016	Balance	Maturity Date	Interest Rate
<b>Multi-family</b>								
Marbella RoseGarden, L.L.C./ Marbella	412	units	24.27%	\$ 14,544	\$ 15,150	\$ 95,000	05/01/18	4.99%
RoseGarden Monaco Holdings, L.L.C./ Monaco	523	units	(e)	—	—	—	—	—
Rosewood Morristown, L.L.C. / Metropolitan at 40 Park (b) (c)	130	units	12.50%	6,834	7,145	53,224	(d)	(d)
Riverwalk G Urban Renewal, L.L.C./ RiverTrace at Port Imperial	316	units	22.50%	8,864	9,707	82,000	11/10/26	3.21%
Elmajo Urban Renewal Associates, LLC / Lincoln Harbor (Bldg A&C) (f)	355	units	7.50%	—	—	—	—	—
Crystal House Apartments Investors LLC / Crystal House (g)	825	units	25.00%	30,570	30,565	165,000	04/01/20	3.17%
Riverwalk C Urban Renewal, L.L.C. (h)	360	units	40.00%	16,844	—	—	12/06/21	L+2.75%
RoseGarden Marbella South, L.L.C./ Marbella II	311	units	24.27%	16,471	18,050	74,690	03/30/18	L+2.25%(i)
Estuary Urban Renewal Unit B, LLC / Lincoln Harbor (Bldg B) (f)	227	units	7.50%	—	—	—	—	—
Riverpark at Harrison I, L.L.C./ Riverpark at Harrison	141	units	45.00%	1,604	2,085	30,000	08/01/25	3.70%
Capitol Place Mezz LLC / Station Townhouses	378	units	50.00%	40,124	43,073	100,070	07/01/33	4.82%
Harborside Unit A Urban Renewal, L.L.C. / URL Harborside	762	units	85.00%	94,429	100,188	189,853	08/01/29	5.197%(j)
Roseland/Port Imperial Partners, L.P. (k)	836	potential units	20.00%	1,678	1,678	—	—	—
RoseGarden Monaco, L.L.C./ San Remo Land (l)	250	potential units	41.67%	—	1,400	—	—	—
Grand Jersey Waterfront URA, L.L.C./ Liberty Landing	850	potential units	50.00%	337	337	—	—	—
Hillsborough 206 Holdings, L.L.C./ Hillsborough 206	160,000	sf	50.00%	1,962	1,962	—	—	—
Plaza VIII & IX Associates, L.L.C./ Vacant land (parking operations) (m)	1,225,000	sf	50.00%	—	4,448	—	—	—
<b>Office</b>								

Red Bank Corporate Plaza, L.L.C./ Red Bank	92,878	sf	50.00%	4,602	4,339	13,876	05/17/18	L+3.00%
12 Vreeland Associates, L.L.C./ 12 Vreeland Road	139,750	sf	50.00%	6,734	6,237	9,495	07/01/23	2.87%
BNES Associates III / Offices at Crystal Lake	106,345	sf	31.25%	3,369	3,124	4,794	11/01/23	4.76%
KPG-P 100 IMW JV, LLC / 100 Independence Mall West	339,615	sf	(n)	—	—	—	—	—
Keystone-Penn	1,842,820	sf	(n)	—	—	—	—	—
Keystone-TriState	1,266,384	sf	(n)	—	2,285	—	—	—
KPG-MCG Curtis JV, L.L.C./ Curtis Center	885,000	sf	(o)	—	65,400	—	—	—
<b>Other</b>								
Roseland/North Retail, L.L.C./ Riverwalk at Port Imperial	30,745	sf	20.00%	1,625	1,706	—	—	—
South Pier at Harborside / Hyatt Regency Jersey City on the Hudson	350	rooms	50.00%	440	163	99,135	10/01/26	3.668%
Other (p)				1,595	1,005	—	—	—
<b>Totals:</b>				<u>\$ 252,626</u>	<u>\$ 320,047</u>	<u>\$ 917,137</u>		

- (a) Company's effective ownership% represents the Company's entitlement to residual distributions after payments of priority returns, where applicable.
- (b) The Company's ownership interests in this venture are subordinate to its partner's preferred capital balance and the Company is not expected to meaningfully participate in the venture's cash flows in the near term.
- (c) Through the joint venture, the Company also owns a 12.5 percent interest in a 50,973 square feet retail building ("Shops at 40 Park") and a 25 percent interest in a to-be-built 59-unit, five story multi-family rental development property ("Lofts at 40 Park").
- (d) Property debt balance consists of: (i) an amortizable loan, collateralized by the Metropolitan at 40 Park, with a balance of \$36.8 million bears interest at 3.25 percent, matures in September 2020; (ii) an amortizable loan, collateralized by the Shops at 40 Park, with a balance of \$6.2 million, bears interest at 3.63 percent, matures in August 2018. On February 3, 2017, the venture obtained a construction loan for the Lofts at 40 Park with a balance of \$10.2 million, which bears interest at LIBOR plus 250 basis points and matures in February 2020 and provides, subject to certain conditions, two one-year extension options with a fee of 15 basis points for each year.
- (e) On February 28, 2017, 9,122 Series A-1 Units were issued to the joint venture partner as noncash consideration for the partner's approximate 13.8 percent ownership interest in the joint venture. In April 2017, the Company acquired the remaining joint venture interests and increased its ownership interest to 100 percent. See Note 3: Recent Transactions — Consolidation.
- (f) On February 15, 2017, the Company sold its 7.5 percent interest in Elmajo Urban Renewal Associates, LLC and Estuary Urban Renewal Unit B, LLC joint ventures that own operating multi-family properties, located in Weehawken, New Jersey for a combined sales price of \$5.1 million.
- (g) The Company also owns a 50 percent interest in a vacant land to accommodate the development of approximately 295 additional units of which 252 are currently approved.
- (h) On December 7, 2017, simultaneous with the financing of the construction loan, the Company converted its 20 percent subordinate interest to 40 percent pari-passu interest.
- (i) The construction loan had a maximum borrowing amount of \$77.4 million and provided, subject to certain conditions, two one-year extension options with a fee of 25 basis points for each year. On March 31, 2017, the Company exercised its first one-year extension option and concurrently the maximum borrowing amount was reduced to \$75 million.
- (j) The construction/permanent loan has a maximum borrowing amount of \$192 million. The Company owns an 85 percent interest with shared control over major decisions such as, approval of budgets, property financings and leasing guidelines. The development project was placed in service in second quarter 2017.
- (k) The Company also owns a 20 percent residual interest in undeveloped land parcels: parcels 6, I, and J that can accommodate the development of 836 apartment units.
- (l) On September 21, 2017, the joint venture agreement was terminated. Accordingly, the Company wrote off the carrying value of its investment in the joint venture and recorded a loss of \$1.4 million on the disposition of its joint venture interest.
- (m) On February 3, 2017, the Company acquired the equity interest of its partner. See Note 3: Recent Transactions - Consolidation.
- (n) On January 31, 2017, the Company sold its equity interest in the joint venture. See Note 3: Recent Transactions - Unconsolidated Joint Venture Activity.
- (o) Includes undivided interests in the same manner as investments in noncontrolling partnership, pursuant to ASC 970-323-25-12. On September 29, 2017, the Company sold its equity interest to its joint venture partner, which included the retirement of the Company's share in the debt of \$75 million. See Note 3: Recent Transactions - Unconsolidated Joint Venture Activity.
- (p) The Company owns other interests in various unconsolidated joint ventures, including interests in assets previously owned and interest in ventures whose businesses are related to its core operations. These ventures are not expected to significantly impact the Company's operations in the near term.

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The following is a summary of the Company's equity in earnings (loss) of unconsolidated joint ventures for the years ended December 31, 2017, 2016 and 2015: (*dollars in thousands*)

Entity / Property Name	Year Ended December 31,		
	2017	2016	2015
<b>Multi-family</b>			
Marbella RoseGarden, L.L.C./ Marbella	\$ 334	\$ 231	\$ 231
RoseGarden Monaco Holdings, L.L.C./ Monaco	(265)	(937)	(1,224)
Rosewood Morristown, L.L.C. / Metropolitan at 40 Park	(311)	(317)	(364)
Riverwalk G Urban Renewal, L.L.C./ RiverTrace at Port Imperial	196	(1,146)	(955)
Crystal House Apartments Investors LLC / Crystal House	(923)	(870)	(123)
Riverwalk C Urban Renewal, L.L.C.	(653)	(58)	(306)
RoseGarden Marbella South, L.L.C./ Marbella II	93	(202)	—
Estuary Urban Renewal Unit B, LLC / Lincoln Harbor (Bldg B)	—	—	1
Riverpark at Harrison I, L.L.C./ Riverpark at Harrison	(252)	(190)	(363)
Capitol Place Mezz LLC / Station Townhouses	(1,793)	(2,440)	(3,687)
Harborside Unit A Urban Renewal, L.L.C. / URL Harborside	(6,356)	(219)	—
Roseland/Port Imperial Partners, L.P.	(219)	(62)	(168)
Grand Jersey Waterfront URA, L.L.C./ Liberty Landing	(15)	(80)	(32)
Hillsborough 206 Holdings, L.L.C./ Hillsborough 206	(25)	(53)	(5)
Plaza VIII & IX Associates, L.L.C./ Vacant land (parking operations)	386	393	344
<b>Office</b>			
Red Bank Corporate Plaza, L.L.C./ Red Bank	238	448	392
12 Vreeland Associates, L.L.C./ 12 Vreeland Road	496	347	270
BNES Associates III / Offices at Crystal Lake	89	(15)	115
KPG-P 100 IMW JV, LLC / 100 Independence Mall West	—	—	(800)



Keystone-Penn	—	600	3,812
Keystone-TriState	—	(1,672)	(2,182)
KPG-MCG Curtis JV, L.L.C./ Curtis Center	(436)	(92)	475
<b>Other</b>			
Roseland/North Retail, L.L.C./ Riverwalk at Port Imperial	(81)	(52)	(70)
South Pier at Harborside / Hyatt Regency Jersey City on the Hudson (a)	3,277	24,180	3,036
Other	139	994	(1,569)
Company's equity in earnings (loss) of unconsolidated joint ventures (b)	<u>\$ (6,081)</u>	<u>\$ 18,788</u>	<u>\$ (3,172)</u>

- (a) Equity in earnings in 2016 includes the effect of distributions received from the joint venture's refinancing. See Recent Joint Venture Transactions following in this footnote.
- (b) Amounts are net of amortization of basis differences of \$792, \$436 and \$336 for the years ended December 31, 2017, 2016 and 2015, respectively.

The following is a summary of the combined financial position of the unconsolidated joint ventures in which the Company had investment interests as of December 31, 2017 and 2016: *(dollars in thousands)*

	<u>December 31,</u> <u>2017</u>	<u>December 31,</u> <u>2016</u>
<b>Assets:</b>		
Rental property, net	\$ 931,419	\$ 1,746,233
Other assets	207,903	278,289
Total assets	<u>\$ 1,139,322</u>	<u>\$ 2,024,522</u>
<b>Liabilities and partners'/ members' capital:</b>		
Mortgages and loans payable	\$ 689,412	\$ 1,350,973
Other liabilities	80,746	247,212
Partners'/members' capital	369,164	426,337
Total liabilities and partners'/members' capital	<u>\$ 1,139,322</u>	<u>\$ 2,024,522</u>

The following is a summary of the combined results from operations of the unconsolidated joint ventures for the period in which the Company had investment interests during the years ended December 31, 2017, 2016 and 2015: *(dollars in thousands)*

	<u>Year Ended December 31,</u>		
	<u>2017</u>	<u>2016</u>	<u>2015</u>
Total revenues	\$ 358,751	\$ 377,711	\$ 318,980
Operating and other expenses	(297,492)	(262,703)	(220,982)
Depreciation and amortization	(31,020)	(75,512)	(71,711)
Interest expense	(25,822)	(58,390)	(52,972)
Net income (loss)	<u>\$ 4,417</u>	<u>\$ (18,894)</u>	<u>\$ (26,685)</u>

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**5. DEFERRED CHARGES, GOODWILL AND OTHER ASSETS, NET**

<b>(dollars in thousands)</b>	<u>December 31,</u>	
	<u>2017</u>	<u>2016</u>
Deferred leasing costs	\$ 199,515	\$ 220,947
Deferred financing costs - unsecured revolving credit facility (a)	4,945	5,400
	204,460	226,347
Accumulated amortization	(98,956)	(107,359)
Deferred charges, net	105,504	118,988
Notes receivable (b)	50,167	13,251
In-place lease values, related intangibles and other assets, net (c) (d)	102,757	72,046
Goodwill (e)	2,945	2,945
Prepaid expenses and other assets, net (f)	80,947	60,720
Total deferred charges, goodwill and other assets, net	<u>\$ 342,320</u>	<u>\$ 267,950</u>

- (a) Deferred financing costs related to all other debt liabilities (other than for the unsecured revolving credit facility) are netted against those debt liabilities for all periods presented. See Note 2: Significant Accounting Policies — Deferred Financing Costs.
- (b) Includes as of December 31, 2017: a mortgage receivable with a balance of \$45.7 million (acquired in August 2017) which bears interest at 5.85 percent and matures in July 2019, with a three-month extension option and an interest-free note receivable with a net present value of \$2.5 million which matures in April 2023. The Company believes these balances are fully collectible.
- (c) In accordance with ASC 805, Business Combinations, the Company recognizes rental revenue of acquired above and below market lease intangibles over the terms of the respective leases. The impact of amortizing the acquired above and below-market lease intangibles increased

revenue by approximately \$7.9 million, \$1.9 million and \$0.2 million for the years ended December 31, 2017, 2016 and 2015, respectively. The following table summarizes, as of December 31, 2017, the scheduled amortization of the Company's acquired above and below-market lease intangibles for each of the five succeeding years (*dollars in thousands*).

<b>Year</b>	<b>Acquired Above-Market Lease Intangibles</b>	<b>Acquired Below-Market Lease Intangibles</b>	<b>Total Amortization</b>
2018	\$ (5,084)	\$ 6,888	\$ 1,804
2019	(4,716)	5,183	467
2020	(3,398)	4,304	906
2021	(2,779)	4,186	1,407
2022	(2,665)	4,063	1,398

(d) The value of acquired in-place lease intangibles are amortized to expense over the remaining initial terms of the respective leases. The impact of the amortization of acquired in-place lease values is included in depreciation and amortization expense and amounted to approximately \$32.2 million, \$14.3 million and \$1.4 million for the years ended December 31, 2017, 2016 and 2015, respectively. The following table summarizes, as of December 31, 2017, the scheduled amortization of the Company's acquired in-place lease values for each of the five succeeding years (*dollars in thousands*).

<b>Year</b>	<b>Total Amortization</b>
2018	\$ 10,657
2019	8,406
2020	7,078
2021	6,347
2022	5,526

(e) All goodwill is attributable to the Company's Multi-family Services segment.

(f) Includes as of December 31, 2017, \$26.9 million of proceeds from property sales held by a qualified intermediary.

## DERIVATIVE FINANCIAL INSTRUMENTS

### Cash Flow Hedges of Interest Rate Risk

The Company's objectives in using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Company primarily uses interest rate swaps as part of its interest rate risk management strategy. As of December 31, 2017, the Company had outstanding interest rate swaps with a combined notional value of \$675 million that were designated as cash flow hedges of interest rate risk. During the year ending December 31, 2017, such derivatives were used to hedge the variable cash flows associated with existing variable-rate debt.

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The effective portion of changes in the fair value of derivatives designated and that qualify as cash flow hedges is recorded in accumulated other comprehensive income and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. The ineffective portion of the change in fair value of the derivatives is recognized directly in earnings. During the years ended December 31, 2017, 2016 and 2015 the Company recorded ineffectiveness gain (loss) of \$(37,000), \$0.6 million and zero, respectively, which is included in interest and other investment income (loss) in the consolidated statements of operations, attributable to a floor mismatch in the underlying indices of the derivatives and the hedged interest payments made on its variable-rate debt. Amounts reported in accumulated other comprehensive income related to derivatives will be reclassified to interest expense as interest payments are made on the Company's variable-rate debt. During the next 12 months, the Company estimates that an additional \$1.5 million will be reclassified as a decrease to interest expense.

### Undesignated Cash Flow Hedges of Interest Rate Risk

Interest rate caps not designated as hedges are not speculative and are used to manage the Company's exposure to interest rate movements but do not meet the strict hedge accounting requirements. Changes in the fair value of derivatives not designated in hedging relationships are recorded directly in earnings. The Company recognized expenses of zero, \$2,000 and \$93,000 for the years ended December 31, 2017, 2016 and 2015, respectively, which is included in interest and other investment income (loss) in the consolidated statements of operations.

The table below presents the fair value of the Company's derivative financial instruments as well as their classification on the Balance Sheet as of December 31, 2017 and 2016. (*dollars in thousands*)

<b>Asset Derivatives designated as hedging instruments</b>	<b>Fair Value December 31,</b>		<b>Balance sheet location</b>
	<b>2017</b>	<b>2016</b>	
Interest rate swaps	\$ 8,060	\$ 2,847	Deferred charges, goodwill and other assets

The table below presents the effect of the Company's derivative financial instruments on the Income Statement for the years ending December 31,

2017, 2016 and 2015. (dollars in thousands)

Derivatives in Cash Flow Hedging Relationships	Amount of Gain or (Loss) Recognized in OCI on Derivative (Effective Portion)			Location of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Amount of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)			Location of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion and Amount Excluded from Effectiveness Testing)	Amount of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion, Reclassification for Forecasted Transactions No Longer Probable of Occurring and Amount Excluded from Effectiveness Testing)		
	2017	2016	2015		2017	2016	2015		2017	2016	2015
Year ended December 31,											
Interest rate swaps	\$ 2,869	\$ (1,183)	\$ —	Interest expense	\$ (2,381)	\$ (3,398)	\$ —	Interest and other investment income (loss)	\$ (37)	\$ 631	\$ —

## Credit-risk-related Contingent Features

The Company has agreements with each of its derivative counterparties that contain a provision where the Company could be declared in default on its derivative obligations if repayment of the underlying indebtedness is accelerated by the lender due to the Company's default on the indebtedness. As of December 31, 2017, the Company did not have derivatives in a net liability position including accrued interest but excluding any adjustment for nonperformance risk related to these agreements. As of December 31, 2017, the Company has not posted any collateral related to these agreements.

## 6. RESTRICTED CASH

Restricted cash generally includes tenant and resident security deposits for certain of the Company's properties, and escrow and reserve funds for debt service, real estate taxes, property insurance, capital improvements, tenant improvements, and leasing costs established pursuant to certain mortgage financing arrangements, and is comprised of the following: (dollars in thousands)

	December 31,	
	2017	2016
Security deposits	\$ 9,446	\$ 8,778
Escrow and other reserve funds	30,346	45,174
Total restricted cash	\$ 39,792	\$ 53,952

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## 7. SENIOR UNSECURED NOTES

A summary of the Company's senior unsecured notes as of December 31, 2017 and 2016 is as follows: (dollars in thousands)

	December 31, 2017	December 31, 2016	Effective Rate (1)
2.500% Senior Unsecured Notes, due December 15, 2017 (2)	—	\$ 250,000	2.803%
4.500% Senior Unsecured Notes, due April 18, 2022	\$ 300,000	300,000	4.612%
3.150% Senior Unsecured Notes, due May 15, 2023	275,000	275,000	3.517%
Principal balance outstanding	575,000	825,000	
Adjustment for unamortized debt discount	(3,505)	(4,430)	
Unamortized deferred financing costs	(2,350)	(3,215)	
Total senior unsecured notes, net	\$ 569,145	\$ 817,355	

- (1) Includes the cost of terminated treasury lock agreements (if any), offering and other transaction costs and the discount/premium on the notes, as applicable.
- (2) The Company repaid these notes at maturity using available cash and borrowings under the Company's unsecured revolving credit facility.

The terms of the Company's senior unsecured notes include certain restrictions and covenants which require compliance with financial ratios relating to the maximum amount of debt leverage, the maximum amount of secured indebtedness, the minimum amount of debt service coverage and the maximum amount of unsecured debt as a percent of unsecured assets. The Company was in compliance with its debt covenants under the indenture relating to its senior unsecured notes as of December 31, 2017.

## 8. UNSECURED REVOLVING CREDIT FACILITY AND TERM LOANS

On January 25, 2017, the Company entered into an amended revolving credit facility and new term loan agreement ("2017 Credit Agreement") with a group of 13 lenders. Pursuant to the 2017 Credit Agreement, the Company refinanced its existing \$600 million unsecured revolving credit facility ("2017 Credit Facility") and entered into a new \$325 million unsecured term loan facility ("2017 Term Loan").

The terms of the 2017 Credit Facility include: (1) a four-year term ending in January 2021, with two six-month extension options; (2) revolving credit loans may be made to the Company in an aggregate principal amount of up to \$600 million (subject to increase as discussed below), with a sublimit under the 2017 Credit Facility for the issuance of letters of credit in an amount not to exceed \$60 million (subject to increase as discussed below); (3) an interest rate based on the Operating Partnership's unsecured debt ratings from Moody's or S&P, currently the London Inter-Bank Offered Rate ("LIBOR") plus 120 basis points, or, at the Operating Partnership's option, if it no longer maintains a debt rating from Moody's or S&P or such debt ratings fall below Baa3 and BBB-, based on a defined leverage ratio; and (4) a facility fee payable quarterly based on the Operating Partnership's unsecured debt ratings from Moody's or S&P, currently 25 basis points, or, at the Operating Partnership's option, if it no longer maintains a debt rating from Moody's or S&P or such debt ratings fall below Baa3 and BBB-, based on a defined leverage ratio.

The interest rates on outstanding borrowings, alternate base rate loans and the facility fee on the current borrowing capacity payable quarterly in arrears on the 2017 Credit Facility are based upon the Operating Partnership's unsecured debt ratings, as follows:

<b>Operating Partnership's Unsecured Debt Ratings: Higher of S&amp;P or Moody's</b>	<b>Interest Rate - Applicable Basis Points Above LIBOR</b>	<b>Interest Rate - Applicable Basis Points Above LIBOR for Alternate Base Rate Loans</b>	<b>Facility Fee Basis Points</b>
No ratings or less than BBB-/Baa3	155.0	55.0	30.0
BBB- or Baa3 (current interest rate based on Company's election)	120.0	20.0	25.0
BBB or Baa2	100.0	0.0	20.0
BBB+ or Baa1	90.0	0.0	15.0
A- or A3 or higher	87.5	0.0	12.5

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If the Company elected to use the defined leverage ratio, the interest rate under the 2017 Credit Facility would be based on the following total leverage ratio grid:

<b>Total Leverage Ratio</b>	<b>Interest Rate - Applicable Basis Points above LIBOR</b>	<b>Interest Rate - Applicable Basis Points Above LIBOR for Alternate Base Rate Loans</b>	<b>Facility Fee Basis Points</b>
<45%	125.0	25.0	20.0
≥45% and <50% (current ratio)	130.0	30.0	25.0
≥50% and <55%	135.0	35.0	30.0
≥55%	160.0	60.0	35.0

The terms of the 2017 Term Loan include: (1) a three-year term ending in January 2020, with two one-year extension options; (2) multiple draws of the term loan commitments may be made within 12 months of the effective date of the 2017 Credit Agreement up to an aggregate principal amount of \$325 million (subject to increase as discussed below), with no requirement to be drawn in full; provided, that, if the Company does not borrow at least 50 percent of the initial term commitment from the term lenders (i.e. 50 percent of \$325 million) on or before July 25, 2017, the amount of unused term loan commitments shall be reduced on such date so that, after giving effect to such reduction, the amount of unused term loan commitments is not greater than the outstanding term loans on such date; (3) an interest rate based on the Operating Partnership's unsecured debt ratings from Moody's or S&P, currently the LIBOR plus 140 basis points, or, at the Operating Partnership's option if it no longer maintains a debt rating from Moody's or S&P or such debt ratings fall below Baa3 and BBB-, based on a defined leverage ratio; and (4) a term commitment fee on any unused term loan commitment during the first 12 months after the effective date of the 2017 Credit Agreement at a rate of 0.25 percent per annum on the sum of the average daily unused portion of the aggregate term loan commitments.

On March 22, 2017, the Company drew the full \$325 million available under the 2017 Term Loan. On March 29, 2017, the Company executed interest rate swap arrangements to fix LIBOR with an aggregate average rate of 1.6473% for the swaps and a current aggregate fixed rate of 3.0473% on borrowings under the 2017 Term Loan.

On up to four occasions at any time after the effective date of the 2017 Credit Agreement, the Company may elect to request (1) an increase to the existing revolving credit commitments (any such increase, the "New Revolving Credit Commitments") and/or (2) the establishment of one or more new term loan commitments (the "New Term Commitments", together with the 2017 Credit Commitments, the "Incremental Commitments"), by up to an aggregate amount not to exceed \$350 million for all Incremental Commitments. The Company may also request that the sublimit for letters of credit available under the 2017 Credit Facility be increased to \$100 million (without arranging any New Revolving Credit Commitments). No lender or letter of credit issued has any obligation to accept any Incremental Commitment or any increase to the letter of credit subfacility. There is no premium or penalty associated with full or partial prepayment of borrowings under the 2017 Credit Agreement.

The 2017 Credit Agreement, which applies to both the 2017 Credit Facility and 2017 Term Loan, includes certain restrictions and covenants which limit, among other things the incurrence of additional indebtedness, the incurrence of liens and the disposition of real estate properties (to the extent that: (i) such property dispositions cause the Company to default on any of the financial ratios of the 2017 Credit Agreement (described below), or (ii) the property dispositions are completed while the Company is under an event of default under the 2017 Credit Agreement, unless, under certain circumstances, such disposition is being carried out to cure such default), and which require compliance with financial ratios relating to the maximum leverage ratio (60 percent), the maximum amount of secured indebtedness (40 percent), the minimum amount of fixed charge coverage (1.5 times), the maximum amount of unsecured indebtedness (60 percent), the minimum amount of unencumbered property interest coverage (2.0 times) and certain investment limitations (generally 15 percent of total capitalization). If an event of default has occurred and is

continuing, the entire outstanding balance under the 2017 Credit Agreement may (or, in the case of any bankruptcy event of default, shall) become immediately due and payable, and the Company will not make any excess distributions except to enable the General Partner to continue to qualify as a REIT under the IRS Code.

Before it amended and restated its unsecured revolving credit facility in January 2017, the Company had a \$600 million unsecured revolving credit facility with a group of 17 lenders that was scheduled to mature in July 2017. The interest rate on outstanding borrowings (not electing the Company's competitive bid feature) and the facility fee on the current borrowing capacity payable quarterly in arrears was based upon the Operating Partnership's unsecured debt ratings at the time, as follows:

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<b>Operating Partnership's Unsecured Debt Ratings: Higher of S&amp;P or Moody's</b>	<b>Interest Rate - Applicable Basis Points Above LIBOR</b>	<b>Facility Fee Basis Points</b>
No ratings or less than BBB-/Baa3	170.0	35.0
BBB- or Baa3 (current since January 2017 amendment)	130.0	30.0
BBB or Baa2	110.0	20.0
BBB+ or Baa1	100.0	15.0
A- or A3 or higher	92.5	12.5

In January 2016, the Company obtained a \$350 million unsecured term loan ("2016 Term Loan"), which matures in January 2019 with two one-year extension options. The interest rate for the term loan is currently 140 basis points over LIBOR, subject to adjustment on a sliding scale based on the Operating Partnership's unsecured debt ratings, or, at the Company's option, a defined leverage ratio. The Company entered into interest rate swap arrangements to fix LIBOR for the duration of the term loan. Including costs, the current all-in fixed rate is 3.13 percent. The proceeds from the loan were used primarily to repay outstanding borrowings on the Company's then existing unsecured revolving credit facility and to repay \$200 million senior unsecured notes that matured on January 15, 2016.

The interest rate on the 2016 Term Loan is based upon the Operating Partnership's unsecured debt ratings, as follows:

<b>Operating Partnership's Unsecured Debt Ratings: Higher of S&amp;P or Moody's</b>	<b>Interest Rate - Applicable Basis Points Above LIBOR</b>
No ratings or less than BBB-/Baa3	185.0
BBB- or Baa3 (current interest rate based on Company's election)	140.0
BBB or Baa2	115.0
BBB+ or Baa1	100.0
A- or A3 or higher	90.0

If the Company elected to use the defined leverage ratio, the interest rate under the 2016 Term Loan would be based on the following total leverage ratio grid:

<b>Total Leverage Ratio</b>	<b>Interest Rate - Applicable Basis Points above LIBOR</b>
<45%	145.0
>45% and <50% (current ratio)	155.0
≥50% and <55%	165.0
≥55%	195.0

The terms of the 2016 Term Loan include certain restrictions and covenants which limit, among other things the incurrence of additional indebtedness, the incurrence of liens and the disposition of real estate properties (to the extent that: (i) such property dispositions cause the Company to default on any of the financial ratios of the term loan described below, or (ii) the property dispositions are completed while the Company is under an event of default under the term loan, unless, under certain circumstances, such disposition is being carried out to cure such default), and which require compliance with financial ratios relating to the maximum leverage ratio (60 percent), the maximum amount of secured indebtedness (40 percent), the minimum amount of fixed charge coverage (1.5 times), the maximum amount of unsecured indebtedness (60 percent), the minimum amount of unencumbered property interest coverage (2.0 times) and certain investment limitations (generally 15 percent of total capitalization). If an event of default has occurred and is continuing, the Company will not make any excess distributions except to enable the General Partner to continue to qualify as a REIT under the IRS Code.

The Company was in compliance with its debt covenants under its unsecured revolving credit facility and term loans as of December 31, 2017.

As of December 31, 2017 and 2016, the Company's unsecured credit facility and term loans totaled \$822.3 million and \$634.1 million, respectively, comprised of: \$150.0 million of outstanding borrowings under its unsecured revolving credit facility, \$349.0 million from the 2016 Term Loan (net of unamortized deferred financing costs of \$1.0 million) and \$323.3 million from the 2017 Term Loan (net of unamortized deferred financing costs of \$1.7 million) as of December 31, 2017, and \$286 million of outstanding borrowings under its unsecured revolving credit facility and \$348.1 from the 2016 Term Loan (net of unamortized deferred financing costs of \$1.9 million) as of December 31, 2016.

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## 9. MORTGAGES, LOANS PAYABLE AND OTHER OBLIGATIONS

The Company has mortgages, loans payable and other obligations which primarily consist of various loans collateralized by certain of the Company's rental properties, land and development projects. As of December 31, 2017, 15 of the Company's properties, with a total carrying value of approximately \$1.6 billion, and five of the Company's land and development projects, with a total carrying value of approximately \$435 million, are encumbered by the Company's mortgages and loans payable. Payments on mortgages, loans payable and other obligations are generally due in monthly installments of principal and interest, or interest only. The Company was in compliance with its debt covenants under its mortgages and loans payable as of December 31, 2017.

A summary of the Company's mortgages, loans payable and other obligations as of December 31, 2017 and 2016 is as follows: (*dollars in thousands*)

Property/Project Name	Lender	Effective Rate (a)	December 31, 2017	December 31, 2016	Maturity
Curtis Center (b)	CCRE & PREFG	LIBOR+5.91%	—	\$ 75,000	—
Chase II (c)	Fifth Third Bank	LIBOR+2.25%	—	34,708	—
23 Main Street	Berkadia CMBS	5.59%	\$ 27,090	27,838	09/01/18
Port Imperial 4/5 Hotel (d)	Fifth Third Bank & Santander	LIBOR+4.50%	43,674	14,919	10/06/18
Harborside Plaza 5 (e)	The Northwestern Mutual Life Insurance Co. & New York Life Insurance Co.				
	Insurance Co.	6.84%	209,257	213,640	11/01/18
One River Center (f)	Guardian Life Insurance Co.	7.31%	40,485	41,197	02/01/19
Park Square	Wells Fargo Bank N.A.	LIBOR+1.87%	26,567	27,500	04/10/19
250 Johnson (g)	M&T Bank	LIBOR+2.35%	32,491	2,440	05/20/19
Portside 5/6 (h)	Citizens Bank	LIBOR+2.50%	45,778	—	09/29/19
Port Imperial South 11 (i)	JPMorgan Chase	LIBOR+2.35%	46,113	14,073	11/24/19
Worcester (j)	Citizens Bank	LIBOR+2.50%	37,821	—	12/10/19
Monaco (k)	The Northwestern Mutual Life Insurance Co.	3.15%	169,987	—	02/01/21
Port Imperial South 4/5 Retail	American General Life & A/G PC	4.56%	4,000	4,000	12/01/21
The Chase at Overlook Ridge	New York Community Bank	3.74%	—	72,500	02/01/23
Portside 7	CBRE Capital Markets/FreddieMac	3.57%	58,998	58,998	08/01/23
Alterra I & II	Capital One/FreddieMac	3.85%	100,000	—	02/01/24
The Chase at Overlook Ridge and Chase II (c)	New York Community Bank	3.74%	135,750	—	01/01/25
101 Hudson	Wells Fargo CMBS	3.20%	250,000	250,000	10/11/26
Short Hills Portfolio (l)	Wells Fargo CMBS	4.15%	124,500	—	04/01/27
150 Main St.	Natixis Real Estate Capital LLC	4.48%	41,000	26,642	08/05/27
Port Imperial South 4/5 Garage	American General Life & A/G PC	4.85%	32,600	32,600	12/01/29
Principal balance outstanding			1,426,111	896,055	
Unamortized deferred financing costs			(7,976)	(7,470)	
Total mortgages, loans payable and other obligations, net			\$ 1,418,135	\$ 888,585	

- (a) Reflects effective rate of debt, including deferred financing costs, comprised of the cost of terminated treasury lock agreements (if any), debt initiation costs, mark-to-market adjustment of acquired debt and other transaction costs, as applicable.
- (b) The Company owned a 50 percent tenants-in-common interest in the Curtis Center property. On September 29, 2017, the Company sold its equity interest to its joint venture partner, which included the retirement of this \$75 million loan balance.
- (c) The Chase II construction loan was paid off on December 5, 2017 using the proceeds of a new combined mortgage loan secured by The Chase at Overlook Ridge and Chase II.
- (d) This construction loan has a maximum borrowing capacity of \$94 million and provides, subject to certain conditions, two one-year extension options with a fee of 20 basis points for each year. See Note 12: Commitments and Contingencies - Construction Projects.
- (e) On January 8, 2018, the Company prepaid this loan in full upon payment of a fee of approximately \$8.4 million using borrowings from the Company's unsecured revolving credit facility.
- (f) Mortgage is collateralized by the three properties comprising One River Center.
- (g) This construction loan has a maximum borrowing capacity of \$42 million and provides, subject to certain conditions, a one-year extension option with a fee of 25 basis points. See Note 12: Commitments and Contingencies - Construction Projects.
- (h) This construction loan has a maximum borrowing capacity of \$73 million and provides, subject to certain conditions, two one-year extension options with a fee of 15 basis points each year. See Note 12: Commitments and Contingencies - Construction Projects.
- (i) This construction loan has a maximum borrowing capacity of \$78 million and provides, subject to certain conditions, two one-year extension options with a fee of 15 basis points each year. See Note 12: Commitments and Contingencies - Construction Projects.
- (j) This construction loan has a maximum borrowing capacity of \$58 million and provides, subject to certain conditions, two one-year extension options with a fee of 15 basis points each year. See Note 12: Commitments and Contingencies - Construction Projects.
- (k) This mortgage loan, which includes unamortized fair value adjustment of \$5.0 million as of December 31, 2017, was assumed by the Company

in April 2017 with the consolidation of all the interests in Monaco Towers. See Note 3: Recent Transactions - Consolidations.

- (l) This mortgage loan was obtained by the Company in March 2017 to partially fund the acquisition of the Short Hills/Madison portfolio.

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**SCHEDULED PRINCIPAL PAYMENTS**

Scheduled principal payments for the Company's senior unsecured notes (see Note 7), unsecured revolving credit facility and term loan (see Note 8) and mortgages, loans payable and other obligations as of December 31, 2017 are as follows: (*dollars in thousands*)

<b>Period</b>	<b>Scheduled Amortization</b>	<b>Principal Maturities</b>	<b>Total</b>
2018 (a)	\$ 6,977	\$ 275,210	\$ 282,187
2019	665	576,489	577,154
2020	2,903	325,000	327,903
2021	3,227	318,800	322,027
2022	3,284	300,000	303,284
Thereafter	10,642	997,927	1,008,569
Sub-total	27,698	2,793,426	2,821,124
Adjustment for unamortized debt discount/premium, net December 31, 2017	(3,505)	—	(3,505)
Unamortized mark to market	4,987	—	4,987
Unamortized deferred financing costs	(13,038)	—	(13,038)
Totals/Weighted Average	\$ 16,142	\$ 2,793,426	\$ 2,809,568

- (a) Includes a mortgage payable amount of approximately \$209 million that the Company prepaid in January 2018.

**CASH PAID FOR INTEREST AND INTEREST CAPITALIZED**

Cash paid for interest for the years ended December 31, 2017, 2016 and 2015 was \$103,559,000, \$122,414,000 and \$115,123,000, respectively. Interest capitalized by the Company for the years ended December 31, 2017, 2016 and 2015 was \$20,240,000, \$19,316,000, and \$16,217,000, respectively (which amounts included \$1,056,000, \$5,055,000 and \$5,325,000 for the years ended December 31, 2017, 2016 and 2015, respectively, of interest capitalized on the Company's investments in unconsolidated joint ventures which were substantially in development).

**SUMMARY OF INDEBTEDNESS**

As of December 31, 2017, the Company's total indebtedness of \$2,826,110,000 (weighted average interest rate of 3.93 percent) was comprised of \$382,443,000 of unsecured revolving credit facility borrowings and other variable rate mortgage debt (weighted average rate of 3.63 percent) and fixed rate debt and other obligations of \$2,443,667,000 (weighted average rate of 3.98 percent).

As of December 31, 2016, the Company's total indebtedness of \$2,357,055,000 (weighted average interest rate of 3.79 percent) was comprised of \$481,282,000 of unsecured revolving credit facility borrowings and other variable rate mortgage debt (weighted average rate of 2.93 percent) and fixed rate debt and other obligations of \$1,875,773,000 (weighted average rate of 4.01 percent).

**10. EMPLOYEE BENEFIT 401(k) PLANS**

Employees of the General Partner, who meet certain minimum age and service requirements, are eligible to participate in the Mack-Cali Realty Corporation 401(k) Savings/Retirement Plan (the "401(k) Plan"). Eligible employees may elect to defer from one percent up to 60 percent of their annual compensation on a pre-tax basis to the 401(k) Plan, subject to certain limitations imposed by federal law. The amounts contributed by employees are immediately vested and non-forfeitable. The Company may make discretionary matching or profit sharing contributions to the 401(k) Plan on behalf of eligible participants in any plan year. Participants are always 100 percent vested in their pre-tax contributions and will begin vesting in any matching or profit sharing contributions made on their behalf after two years of service with the Company at a rate of 20 percent per year, becoming 100 percent vested after a total of six years of service with the Company. All contributions are allocated as a percentage of compensation of the eligible participants for the Plan year. The assets of the 401(k) Plan are held in trust and a separate account is established for each participant. A participant may receive a distribution of his or her vested account balance in the 401(k) Plan in a single sum or in installment payments upon his or her termination of service with the Company. Total expense recognized by the Company for the 401(k) Plan for the years ended December 31, 2017, 2016 and 2015 was \$1,055,000, \$1,029,000 and \$970,000, respectively.

**11. DISCLOSURE OF FAIR VALUE OF ASSETS AND LIABILITIES**

The following disclosure of estimated fair value was determined by management using available market information and appropriate valuation methodologies. However, considerable judgment is necessary to interpret market data and develop estimated fair value.

Accordingly, the estimates presented herein are not necessarily indicative of the amounts the Company could realize on disposition of the assets and liabilities at December 31, 2017 and 2016. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

Cash equivalents, receivables, notes receivables, accounts payable, and accrued expenses and other liabilities are carried at amounts which reasonably approximate their fair values as of December 31, 2017 and 2016.

The fair value of the Company's long-term debt, consisting of senior unsecured notes, unsecured term loans, an unsecured revolving credit facility and mortgages, loans payable and other obligations aggregated approximately \$2,764,033,000 and \$2,308,488,000 as compared to the book value of approximately \$2,809,568,000 and \$2,340,009,000 as of December 31, 2017 and 2016, respectively. The fair value of the Company's long-term debt was categorized as a level 3 basis (as provided by ASC 820, Fair Value Measurements and Disclosures). The fair value was estimated using a discounted cash flow analysis valuation based on the borrowing rates currently available to the Company for loans with similar terms and maturities. The fair value of the mortgage debt and the unsecured notes was determined by discounting the future contractual interest and principal payments by a market rate. Although the Company has determined that the majority of the inputs used to value its derivative financial instruments fall within level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivative financial instruments utilize level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by itself and its counterparties. The Company has assessed the significance of the impact of the credit valuation adjustments on the overall valuation of its derivative positions and has determined that the credit valuation adjustments are not significant to the overall valuation of its derivative financial instruments. As a result, the Company has determined that its derivative financial instruments valuations in their entirety are classified in level 2 of the fair value hierarchy.

The fair value measurements used in the evaluation of the Company's rental properties are considered to be Level 3 valuations within the fair value hierarchy, as there are significant unobservable inputs. Examples of inputs that were utilized in the fair value calculations include estimated holding periods, discount rates, market capitalization rates, expected lease rental rates, and third party broker information.

Valuations of rental property identified as held for sale are based on estimated sale prices, net of estimated selling costs, of such property.

The Company identified as held for sale 21 office properties as of December 31, 2017 with an aggregate carrying value of \$171.6 million. The total estimated sales proceeds from the sales are expected to be approximately \$223 million. The Company determined that the carrying value of seven of these properties was not expected to be recovered from estimated net sales proceeds and accordingly recognized an unrealized loss allowance of \$12.3 million during the year ended December 31, 2017.

The Company identified as held for sale eight office properties as of December 31, 2016 with an aggregate carrying value of \$39.7 million. The total estimated sales proceeds from the sales were expected to be approximately \$49 million. The Company determined that the carrying value of one of these properties was not expected to be recovered from estimated net sales proceeds and accordingly recognized an unrealized loss allowance of \$7.7 million at December 31, 2016.

Disclosure about fair value of assets and liabilities is based on pertinent information available to management as of December 31, 2017 and 2016. Although management is not aware of any factors that would significantly affect the fair value amounts, such amounts have not been comprehensively revalued for purposes of these financial statements since December 31, 2017 and current estimates of fair value may differ significantly from the amounts presented herein.

## **12. COMMITMENTS AND CONTINGENCIES**

### **TAX ABATEMENT AGREEMENTS**

Pursuant to agreements with certain municipalities, the Company is required to make payments in lieu of property taxes ("PILOT") on certain of its properties and has tax abatement agreements on other properties, as follows:

The Harborside Plaza 4-A agreement with the City of Jersey City, as amended, which commenced in 2002, is for a term of 20 years. The annual PILOT is equal to two percent of Total Project Costs, as defined. Total Project Costs are \$49.5 million. The PILOT totaled \$1.1 million, \$1.1 million and \$990,000 for the years ended December 31, 2017, 2016 and 2015, respectively.

The Harborside Plaza 5 agreement, also with the City of Jersey City, as amended, which commenced in 2002, is for a term of 20 years. The annual PILOT is equal to two percent of Total Project Costs, as defined. Total Project Costs are \$170.9 million. The PILOT totaled \$3.9 million, \$3.9 million and \$3.4 million for the years ended December 31, 2017, 2016 and 2015, respectively.

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The Port Imperial 4/5 Garage development project agreement with the City of Weehawken has a term of five years beginning when the project is substantially complete, which occurred in the third quarter of 2013. The agreement provides that real estate taxes be paid initially on the land value of the project only and allows for a phase in of real estate taxes on the value of the improvements at zero percent year one and 80 percent in years two through five.

The Port Imperial South 1/3 Garage development project agreement with the City of Weehawken has a term of five years beginning when the project is substantially complete, which occurred in the fourth quarter of 2015. The agreement provides that real estate taxes be paid at 100 percent on the land value of the project only over the five year period and allows for a phase in of real estate taxes on the building improvement value at zero percent in year one and 95 percent in years two through five.

The Port Imperial Hotel development project agreement with the City of Weehawken is for a term of 15 years following substantial completion, which is anticipated to be in the second quarter 2018. The annual PILOT is equal to two percent of Total Project Costs, as defined.

The Port Imperial South 11 development project agreement with the City of Weehawken is for a term of 15 years following substantial completion, which is anticipated to be in the first quarter 2018. The annual PILOT is equal to 10 percent of Gross Revenues, as defined.

The 111 River Realty agreement with the City of Hoboken, which commenced on October 1, 2001 expires in April 2022. The PILOT payment equals \$1,227,708 annually through April 2017 and then increases to \$1,406,064 annually until expiration. The PILOT totaled \$1.3 million and \$0.6 million for the year ended December 31, 2017 and 2016, respectively.

The Monaco Towers agreement with the City of Jersey City, which commenced in 2011, is for a term of 10 years. The annual PILOT is equal to 10 percent of gross revenues, as defined. The PILOT totaled \$1,643,522 for the period from acquisition (April 2017) through December 31, 2017.

At the conclusion of the above-referenced agreements, it is expected that the properties will be assessed by the municipality and be subject to real estate taxes at the then prevailing rates.

## LITIGATION

The Company is a defendant in litigation arising in the normal course of its business activities. Management does not believe that the ultimate resolution of these matters will have a materially adverse effect upon the Company's financial condition taken as whole.

## GROUND LEASE AGREEMENTS

Future minimum rental payments under the terms of all non-cancelable ground leases under which the Company is the lessee, as of December 31, 2017, are as follows: (*dollars in thousands*)

<b>Year</b>	<b>Amount</b>
2018	\$ 2,465
2019	2,471
2020	2,487
2021	2,487
2022	2,487
2023 through 2084	212,534
<b>Total</b>	<b>\$ 224,931</b>

Ground lease expense incurred by the Company during the years ended December 31, 2017, 2016 and 2015 amounted to \$2.6 million, \$1.5 million and \$406,000, respectively.

## CONSTRUCTION PROJECTS

In 2015, the Company commenced development of a two-phase multi-family development of the CitySquare project in Worcester, Massachusetts. The first phase, with 237 units, is under construction with anticipated initial deliveries in the first quarter 2018. The second phase, with 128 units, started construction in the third quarter 2016 with anticipated initial deliveries in the third quarter 2018. Total development costs for both phases are estimated to be \$92.7 million with development costs of \$86.9 million incurred through December 31, 2017. The Company has a construction loan with a maximum borrowing amount of \$58 million (with \$37.8 million outstanding as of December 31, 2017), which is expected to fund the remaining costs to complete the project.

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In 2015, the Company entered into a 90-percent owned consolidated joint venture with XS Port Imperial Hotel, LLC to form XS Hotel Urban Renewal Associates LLC, which is developing a 372-key hotel in Weehawken, New Jersey. The project is expected to be ready for occupancy by second quarter 2018. The construction of the project is estimated to cost \$139.4 million, with development costs of \$101.7 million incurred by the venture through December 31, 2017. The venture has a \$94 million construction loan (with \$43.7 million outstanding as of December 31, 2017), which is expected to fund the remaining costs to complete the project.

In 2016, the Company commenced the repurposing of a former office property site located at 250 Johnson Road in Morris Plains, New Jersey into a 197-unit multi-family development project. The project, which is estimated to cost \$58.7 million (of which development costs of 53.9 million have been incurred through December 31, 2017), is expected to be ready for occupancy by the first quarter 2018. The remaining costs to complete the project are expected to be funded primarily from a \$42 million construction loan (with \$32.5 million outstanding as of December 31, 2017).

In 2016, the Company started construction of a 296-unit multi-family project known as Portside 5/6 in East Boston, Massachusetts. The project is expected to be ready for occupancy by second quarter 2018 and is estimated to cost \$111.4 million (of which \$101.3 million have been incurred through December 31, 2017). The remaining costs to complete the project are expected to be funded primarily from a \$73 million construction loan (with \$45.8 million outstanding as of December 31, 2017).

The Company is developing a 295-unit multi-family project in Weehawken, New Jersey, which began construction in first quarter 2016. The project, known as Port Imperial South 11, which is expected to be ready for occupancy by second quarter 2018, is estimated to cost \$125 million (of which development costs of \$83.6 million have been incurred through December 31, 2017). The project costs are expected to be funded from a \$78 million construction loan (with \$46.1 million outstanding as of December 31, 2017). The Company expects to fund \$47 million for the development of the project, of which the Company has funded \$37.5 million as of December 31, 2017.

## CHANGES IN EXECUTIVE OFFICERS

On January 29, 2018, the Company announced the appointment of David J. Smetana as chief financial officer and Nicholas Hilton as executive vice president of leasing of the General Partner. Mr. Smetana will begin to perform his duties as chief financial officer and Anthony Krug shall cease to serve as chief financial officer immediately following the filing of this Annual Report on Form 10-K for the year ended December 31, 2017. Mr. Krug will remain an employee of the General Partner and will provide transition services through March 31, 2018. Mr. Hilton's employment commenced on February 12, 2018 following the departure of Christopher DeLorenzo. In connection with these management changes, on January 26, 2018, the General Partner entered into a separation agreement and release with each of Messrs. Krug and DeLorenzo.

Under the terms of the Krug separation agreement, Mr. Krug will receive the following severance benefits:

- Earned but unpaid compensation through the date of termination, including base salary, 2017 bonus (when determined), a pro rata portion of his annual car allowance, and any unused vacation time;
- A lump sum cash severance payment of \$1,312,500;
- A prorated portion of his 2018 target bonus equal to \$93,750;
- COBRA payments for up to two years after termination, in an amount equal to approximately \$42,000; and
- Accelerated vesting of all unvested LTIP units in the Operating Partnership, consisting of 13,306 LTIP units subject to time-based vesting and 18,665 LTIP units subject to performance-based vesting, with LTIP units subject to performance-based vesting criteria vesting at target performance.

Under the terms of the DeLorenzo separation agreement, Mr. DeLorenzo will receive the following severance benefits:

- Earned but unpaid compensation through the date of termination, including base salary, 2017 bonus (when determined), a pro rata portion of his annual car allowance, and any unused vacation time;
- A lump sum cash severance payment of \$500,000;
- COBRA payments for up to 18 months after termination, in an amount equal to approximately \$42,000; and
- Partial accelerated vesting of unvested LTIP units in the Operating Partnership, consisting of 9,111 LTIP units subject to time based vesting and 13,982 LTIP units subject to performance-based vesting, with LTIP units subject to performance based vesting criteria vesting at target performance.

## OTHER

Through February 2016, the Company could not dispose of or distribute certain of its properties, which were originally contributed by certain unrelated common unitholders of the Operating Partnership, without the express written consent of such common unitholders, as applicable, except in a manner which did not result in recognition of any built-in-gain (which may result in an income tax liability) or which reimbursed the appropriate specific common unitholders for the tax consequences of the recognition of such built-in-gains

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(collectively, the "Property Lock-Ups"). Upon the expiration in February 2016 of the Property Lock-Ups, the Company is generally required to use commercially reasonable efforts to prevent any sale, transfer or other disposition of the subject properties from resulting in the recognition of built-in gain to the specific common unitholders, which include members of the Mack Group (which includes William L. Mack, Chairman of the General Partner's Board of Directors; David S. Mack, director; and Earle I. Mack, a former director), the Robert Martin Group (which includes Robert F. Weinberg, a former director and current member of the General Partner's Advisory Board), and the Cali Group (which includes John R. Cali, a former director and current member of the General Partner's Advisory Board). As of December 31, 2017, 80 of the Company's properties, primarily a portfolio of flex properties in Westchester County, New York with an aggregate carrying value of approximately \$1.0 billion, are subject to these conditions.

In August 2017, the Company acquired an existing mortgage note receivable encumbering a vacant developable land parcel located in Jersey City, New Jersey (the "Land Property") with a balance of \$44.7 million (the "Land Note Receivable"). The Land Note Receivable matures in July 2019 and earns interest at an annual rate of 5.85 percent which accrues monthly and is payable at maturity. The Land Property is currently an unimproved land parcel which operates as a surface parking facility. Additionally, the Company entered into an agreement to acquire the Land Property, subject to the Company's ability to obtain all necessary development rights and entitlements to develop an apartment building on the land, and other related conditions to ensure that the Company can develop the project. The purchase price is \$73 million, subject to adjustment based on the level



of development rights obtained for the construction of a multifamily apartment building.

### 13. TENANT LEASES

The Properties are leased to tenants under operating leases with various expiration dates through 2035. Substantially all of the commercial leases provide for annual base rents plus recoveries and escalation charges based upon the tenant's proportionate share of and/or increases in real estate taxes and certain operating costs, as defined, and the pass-through of charges for electrical usage.

Future minimum rentals to be received under non-cancelable commercial operating leases at December 31, 2017 are as follows (*dollars in thousands*):

<u>Year</u>	<u>Amount</u>
2018	\$ 362,261
2019	328,399
2020	296,227
2021	265,393
2022	237,020
2023 and thereafter	951,264
Total	<u>\$ 2,440,564</u>

Multi-family rental property residential leases are excluded from the above table as they generally expire within one year.

### 14. REDEEMABLE NONCONTROLLING INTERESTS

The Company evaluates the terms of the partnership units issued in accordance with the FASB's Distinguishing Liabilities from Equity guidance. Units which embody an unconditional obligation requiring the Company to redeem the units for cash after a specified or determinable date (or dates) or upon the occurrence of an event that is not solely within the control of the issuer are determined to be contingently redeemable under this guidance and are included as Redeemable noncontrolling interests and classified within the mezzanine section between Total liabilities and Stockholders' equity on the Company's Consolidated Balance Sheets. Convertible units for which the Company has the option to settle redemption amounts in cash or Common Stock are included in the caption Noncontrolling interests in subsidiaries within the equity section on the Company's Consolidated Balance Sheet.

#### **Rockpoint Transaction**

On February 27, 2017, the Company, Roseland Residential Trust ("RRT"), the Company's wholly-owned subsidiary through which the Company conducts its multi-family residential real estate operations, Roseland Residential, L.P. ("RRLP"), the operating partnership through which RRT conducts all of its operations, and certain other affiliates of the Company entered into an equity investment agreement (the "Investment Agreement") with Rockpoint Group, L.L.C. and certain of its affiliates (collectively, "Rockpoint"). The Investment Agreement provides for multiple equity investments by Rockpoint in RRLP from time to time for up to an aggregate of \$300 million of equity units of limited partnership interests of RRLP (the "Rockpoint Units"). The initial closing under the Investment Agreement occurred on March 10, 2017 for \$150 million of Rockpoint Units and the parties agreed that the Company's contributed equity value, ("RRT Contributed Equity Value"), was \$1.23 billion at closing. Additional closings of Rockpoint Units to be issued and

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sold to Rockpoint pursuant to the Investment Agreement may occur from time to time in increments of not less than \$10 million per closing, with the balance of the full \$300 million by March 1, 2019.

The Company has a participation right, where prior to March 1, 2022 and following either the full investment of \$300 million by Rockpoint or in certain other limited circumstances, the Company may contribute up to \$200 million to obtain equity units on substantially the same terms and conditions as the Rockpoint Units to be issued and sold to Rockpoint.

Under the terms of the transaction, the cash flow from operations of RRLP will be distributable to RRT and Rockpoint as follows:

first, to provide a 6% annual return to Rockpoint (and to the Company after it contributes to RRT to obtain equity units, as described above) on its invested capital ("Preferred Base Return");

second, to provide a 6% annual return on the equity value of the properties contributed by it to the partnership ("RRT Base Return") with 95% of the RRT Base Return to RRT and 5% of the RRT Base Return to Rockpoint; and

third, pro rata between Rockpoint (and the Company upon its contribution to obtain equity units) and RRT based on total respective invested capital by Rockpoint and RRT Initial Capital Contribution.

Based on Rockpoint's \$150 million invested capital and RRT's Initial Capital Contribution, at December 31, 2017 this pro rata distribution would be approximately 10.9% to Rockpoint and 89.1% to RRT.

RRLP's cash flow from capital events will generally be distributable to RRT and Rockpoint as follows:

first, to Rockpoint (and the Company after it contributes to RRT to obtain equity units) to the extent there is any unpaid, accrued Preferred Base Return;

second, as a return of capital to Rockpoint (and the Company after it contributes to RRT to obtain equity units);

third, to RRT to the extent there is any unpaid, accrued RRT Base Return (with Rockpoint entitled to 5% of the amounts distributable to RRT);

fourth, as a return of capital to RRT based on the equity value of the properties contributed by it to the partnership (with Rockpoint entitled to 5% of the amounts distributable to RRT);

fifth, pro rata between Rockpoint (and the Company after it contributes to RRT to obtain equity units) and RRT based on total respective invested capital and contributed equity value until Rockpoint has achieved an 11% internal rate of return; and

sixth, to Rockpoint (and to the Company after it contributes to RRT to obtain equity units) based on 50% of its pro rata share described in “fifth” above and the balance to RRT.

In general, RRLP may not sell its properties in a taxable transaction, although it may engage in tax-deferred like-kind exchanges of properties or it may proceed in another manner designed to avoid the recognition of gains for tax purposes.

Beginning March 1, 2022, except in certain limited circumstances as defined in the agreement, either RRT or Rockpoint may cause RRT to redeem (a “Put/Call Event”) all, but not less than all, of Rockpoint’s interest in the Rockpoint Units based on a net asset value of RRLP to be determined by a third party valuation and generally based on the capital event waterfall described above. On a Put/Call Event, other than the sale of RRLP, Rockpoint can either demand payment in cash or may elect to convert all, but not less than all, of its investment to common equity in RRLP. As such, the Rockpoint Units contain a substantive redemption feature that is outside of the Company’s control and accordingly, pursuant to ASC 480-1—S99-3A, the Rockpoint Units are classified in mezzanine equity measured based on the estimated future redemption value as of December 31, 2017. The estimated future redemption value of Rockpoint Units is approximately \$223 million as of December 31, 2017.

#### Preferred Units

On February 3, 2017, the Operating Partnership issued 42,800 shares of a new class of 3.5 percent Series A Preferred Limited Partnership Units of the Operating Partnership (the “Series A Units”). The Series A Units were issued to the Company’s partners in the Plaza VIII & IX Associates L.L.C. joint venture that owns a development site adjacent to the Company’s Harborside property in Jersey City, New Jersey as non-cash consideration for their approximate 37.5 percent interest in the joint venture.

Each Series A Unit has a stated value of \$1,000, pays dividends quarterly at an annual rate of 3.5 percent (subject to increase under certain circumstances), is convertible into 28.15 common units of limited partnership interests of the Operating Partnership beginning generally five years from the date of issuance, or an aggregate of up to 1,204,820 common units. The conversion rate was based on a value of \$35.52 per common unit. The Series A Units have a liquidation and dividend preference senior to the common units and include customary anti-dilution protections for stock splits and similar events. The Series A Units are redeemable for cash at their stated value beginning five years from the date of issuance at the option of the holder.

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On February 28, 2017, the Operating Partnership authorized the issuance of 9,213 shares of a new class of 3.5 percent Series A-1 Preferred Limited Partnership Units of the Operating Partnership (the “Series A-1 Units”). 9,122 Series A-1 Units were issued on February 28, 2017 and an additional 91 Series A-1 Units were issued in April 2017 pursuant to acquiring additional interests in a joint venture that owns Monaco Towers in Jersey City, New Jersey. The Series A-1 Units were issued as non-cash consideration for the partner’s approximate 13.8 percent ownership interest in the joint venture.

Each Series A-1 Unit has a stated value of \$1,000 (the “Stated Value”), pays dividends quarterly at an annual rate equal to the greater of (x) 3.5 percent, or (y) the then-effective annual dividend yield on the General Partner’s common stock, and is convertible into 27.936 common units of limited partnership interests of the Operating Partnership beginning generally five years from the date of issuance, or an aggregate of up to 257,375 Common Units. The conversion rate was based on a value of \$35.80 per common unit. The Series A-1 Units have a liquidation and dividend preference senior to the Common Units and include customary anti-dilution protections for stock splits and similar events. The Series A-1 Units are redeemable for cash at their stated value beginning five years from the date of issuance at the option of the holder. The Series A-1 Units are pari passu with the 42,800 3.5% Series A Units issued on February 3, 2017.

The following table sets forth the changes in Redeemable noncontrolling interests for the year ended December 31, 2017 (*dollars in thousands*):

	Series A and A-1 Preferred Units In MCRLP	Rockpoint Interests in RRT	Total Redeemable Noncontrolling Interests
Balance January 1, 2017	\$ —	\$ —	\$ —
Redeemable Noncontrolling Interests Issued	52,013	150,000	202,013
Issuance Costs	(464)	(10,563)	(11,027)
Net	51,549	139,437	190,986

Income Attributed to Noncontrolling Interests	1,631	7,209	8,840
Distributions	(1,631)	(7,209)	(8,840)
Redemption Value Adjustment	775	20,447	21,222
Redeemable noncontrolling interests as of December 31, 2017	\$ 52,324	\$ 159,884	\$ 212,208

## 15. MACK-CALI REALTY CORPORATION STOCKHOLDERS' EQUITY AND MACK-CALI REALTY, L.P.'S PARTNERS' CAPITAL

To maintain its qualification as a REIT, not more than 50 percent in value of the outstanding shares of the General Partner may be owned, directly or indirectly, by five or fewer individuals at any time during the last half of any taxable year of the General Partner, other than its initial taxable year (defined to include certain entities), applying certain constructive ownership rules. To help ensure that the General Partner will not fail this test, the General Partner's Charter provides, among other things, certain restrictions on the transfer of common stock to prevent further concentration of stock ownership. Moreover, to evidence compliance with these requirements, the General Partner must maintain records that disclose the actual ownership of its outstanding common stock and demands written statements each year from the holders of record of designated percentages of its common stock requesting the disclosure of the beneficial owners of such common stock.

Partners' Capital in the accompanying consolidated financial statements relates to (a) General Partners' capital consisting of common units in the Operating Partnership held by the General Partner, and (b) Limited Partners' capital consisting of common units and LTIP units held by the limited partners. See Note 16: Noncontrolling Interests in Subsidiaries.

Any transactions resulting in the issuance of additional common and preferred stock of the General Partner result in a corresponding issuance by the Operating Partnership of an equivalent amount of common and preferred units to the General Partner.

### SHARE/UNIT REPURCHASE PROGRAM

In September 2012, the Board of Directors of the General Partner renewed and authorized an increase to the General Partner's repurchase program ("Repurchase Program"). The General Partner has authorization to repurchase up to \$150 million of its outstanding common stock under the renewed Repurchase Program, which it may repurchase from time to time in open market transactions at prevailing prices or through privately negotiated transactions. As of December 31, 2017, the General Partner has repurchased and retired 394,625 shares of its outstanding common stock for an aggregate cost of approximately \$11 million (all of which occurred in the year ended

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December 31, 2012), with a remaining authorization under the Repurchase Program of \$139 million. Concurrent with these repurchases, the General Partner sold to the Operating Partnership common units for approximately \$11 million.

### DIVIDEND REINVESTMENT AND STOCK PURCHASE PLAN

The General Partner has a Dividend Reinvestment and Stock Purchase Plan (the "DRIP") which commenced in March 1999 under which approximately 5.5 million shares of the General Partner's common stock have been reserved for future issuance. The DRIP provides for automatic reinvestment of all or a portion of a participant's dividends from the General Partner's shares of common stock. The DRIP also permits participants to make optional cash investments up to \$5,000 a month without restriction and, if the Company waives this limit, for additional amounts subject to certain restrictions and other conditions set forth in the DRIP prospectus filed as part of the Company's effective registration statement on Form S-3 filed with the SEC for the approximately 5.5 million shares of the General Partner's common stock reserved for issuance under the DRIP.

### STOCK OPTION PLANS

In May 2013, the General Partner established the 2013 Incentive Stock Plan (the "2013 Plan") under which a total of 4,600,000 shares have been reserved for issuance.

On June 5, 2015, in connection with employment agreements entered into with each of Messrs. Rudin and DeMarco (together the "Executive Employment Agreements"), the Company granted options to purchase a total of 800,000 shares of the General Partner's common stock, exercisable for a period of ten years with an exercise price equal to the closing price of the General Partner's common stock on the grant date of \$17.31 per share, with 400,000 of such options vesting in three equal annual installments commencing on the first anniversary of the grant date ("Time Vesting Options"), and 400,000 of such options vesting if the General Partner's common stock trades at or above \$25.00 per share for 30 consecutive trading days while the executive is employed ("Price Vesting Options"), or on or before June 30, 2019, subject to certain conditions. The Price Vesting Options vested on July 5, 2016 on account of the price vesting condition being achieved.

Information regarding the Company's stock option plans is summarized below:

	Shares Under Options	Weighted Average Exercise Price	Aggregate Intrinsic Value \$(000's)
Outstanding at January 1, 2015	10,000	\$ 33.36	\$ —
Granted	800,000	17.31	
Lapsed or Cancelled	(5,000)	45.47	
Outstanding at December 31, 2015 (\$17.31 — \$21.25)	805,000	\$ 17.33	4,843
Lapsed or Cancelled	(5,000)	21.25	
Outstanding at December 31, 2016 (\$17.31)	800,000	\$ 17.31	9,368
Granted, Lapsed or Cancelled	—	—	

Outstanding at December 31, 2017 (\$17.31)	800,000	\$ 17.31	\$ 3,400
Options exercisable at December 31, 2017	666,666		
Available for grant at December 31, 2017	2,069,064		

The weighted average fair value of options granted during the year ended December 31, 2015 was \$3.06 per option. The fair value of each option grant is estimated on the date of grant using the Black-Scholes model for Time Vesting Options granted and the Monte Carlo method for Price Vesting Options granted, during the year ended December 31, 2015. The following weighted average assumptions are included in the Company's fair value calculations of stock options granted during the year ended December 31, 2015:

	2015	
	Time Vesting Options	Price Vesting Options
Expected life (in years)	6.0	5.8
Risk-free interest rate	2.04%	1.96%
Volatility	29.0%	29.0%
Dividend yield	3.5%	3.5%

There were no stock options exercised under any stock option plans for the years ended December 31, 2017, 2016 and 2015. The Company has a policy of issuing new shares to satisfy stock option exercises.

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As of December 31, 2017 and 2016, the stock options outstanding had a weighted average remaining contractual life of approximately 7.4 years and 8.4 years, respectively.

The Company recognized stock options expense of \$464,000, \$1,407,000 and \$432,000 for the years ended December 31, 2017, 2016 and 2015, respectively.

### RESTRICTED STOCK AWARDS

The Company has issued stock awards ("Restricted Stock Awards") to officers, certain other employees, and non-employee members of the Board of Directors of the General Partner, which allow the holders to each receive a certain amount of shares of the General Partner's common stock generally over a one to seven-year vesting period, of which 95,801 unvested shares were legally outstanding at December 31, 2017. Vesting of the Restricted Stock Awards issued to executive officers and certain other employees is based on time and service.

On June 5, 2015, in connection with the Executive Employment Agreements, the Company granted a total of 37,550.54 Restricted Stock Awards, which were valued in accordance with ASC 718 — Stock Compensation, at their fair value. These awards vest equally over a three-year period on each annual anniversary date of the grant date.

All currently outstanding and unvested Restricted Stock Awards provided to the officers, certain other employees, and members of the Board of Directors of the General Partner were issued under the 2013 Plan.

Information regarding the Restricted Stock Awards grant activity is summarized below:

	Shares	Weighted-Average Grant — Date Fair Value
Outstanding at January 1, 2015	346,946	\$ 21.09
Granted (a)	41,337	17.51
Vested	(250,132)	21.44
Forfeited	(1,931)	20.31
Outstanding at December 31, 2015	136,220	\$ 19.36
Granted	74,622	23.79
Vested	(61,654)	18.94
Forfeited	(3,910)	21.58
Outstanding at December 31, 2016	145,278	\$ 21.76
Granted	59,985	27.00
Vested	(95,009)	20.73
Forfeited	(1,936)	25.83
Outstanding at December 31, 2017	108,318	\$ 25.49

(a) Included in the 41,337 Restricted Stock Awards granted in 2015 were 37,551 awards granted to the Company's two executive officers, Mitchell E. Rudin and Michael J. DeMarco.

As of December 31, 2017, the Company had \$0.9 million of total unrecognized compensation cost related to unvested Restricted Stock Awards granted under the Company's stock compensation plans. That cost is expected to be recognized over a weighted average period of 1.2 years.

## PERFORMANCE SHARE UNITS

On June 5, 2015, in connection with the Executive Employment Agreements, the Company granted a total of 112,651.64 performance share units (“PSUs”) which will vest from 0 to 150 percent of the number of PSUs granted based on the Company’s total shareholder return relative to a peer group of equity office REITs over a three-year performance period starting from the grant date, each PSU evidencing the right to receive a share of the General Partner’s common stock upon vesting. The PSUs are also entitled to the payment of dividend equivalents in respect of vested PSUs in the form of additional PSUs. The PSUs were valued in accordance with ASC 718, Compensation - Stock Compensation, at their fair value on the grant date, utilizing a Monte-Carlo simulation to estimate the probability of the vesting conditions being satisfied.

The Company has reserved shares of common stock under the 2013 Plan for issuance upon vesting of the PSUs in accordance with their terms and conditions.

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As of December 31, 2017, the Company had \$0.2 million of total unrecognized compensation cost related to unvested PSUs granted under the Company’s stock compensation plans. That cost is expected to be recognized over a weighted average period of 0.4 years.

## LONG-TERM INCENTIVE PLAN AWARDS

On March 8, 2016, the Company granted Long-Term Incentive Plan (“LTIP”) awards to senior management of the Company, including the General Partner’s executive officers (the “2016 LTIP Awards”). All of the 2016 LTIP Awards were in the form of units in the Operating Partnership (“LTIP Units”) and constitute awards under the 2013 Plan. For Messrs. Rudin, DeMarco and Tycher, approximately 25 percent of the target 2016 LTIP Award was in the form of a time-based award that will vest after three years on March 8, 2019 (the “2016 TBV LTIP Units”), and the remaining approximately 75 percent of the target 2016 LTIP Award was in the form of a performance-based award under a new Outperformance Plan (the “2016 OPP”) adopted by the General Partner’s Board of Directors consisting of a multi-year, performance-based equity compensation plan and related forms of award agreement (the “2016 PBV LTIP Units”). For all other executive officers, approximately 40 percent of the target 2016 LTIP Award was in the form of 2016 TBV LTIP Units and the remaining approximately 60 percent of the target 2016 LTIP Award was in the form of 2016 PBV LTIP Units.

The 2016 OPP is designed to align the interests of senior management to relative and absolute performance of the Company over a three-year performance period from March 8, 2016 through March 7, 2019. Participants in the 2016 OPP will only earn the full awards if, over the three-year performance period, the Company achieves a 50 percent absolute total stockholder return (“TSR”) and if the Company is in the 75th percentile of performance versus the NAREIT Office Index.

On April 4, 2017, the Company granted LTIP awards to senior management of the Company, including the General Partner’s executive officers (the “2017 LTIP Awards”). All of the 2017 LTIP Awards were in the form of LTIP Units and constitute awards under the 2013 Plan. For Messrs. DeMarco, Tycher and Rudin, approximately twenty-five percent (25%) of the 2017 LTIP Award was in the form of a time-based award that will vest after three years on April 4, 2020 (the “2017 TBV LTIP Units”), and the remaining approximately seventy-five percent (75%) of the 2017 LTIP Award was in the form of a performance-based award under the Company’s Outperformance Plan (the “2017 OPP”) adopted by the General Partner’s Board of Directors, consisting of a multi-year, performance-based equity compensation plan and related forms of award agreement (the “2017 PBV LTIP Units”). For all other executive officers, approximately forty percent (40%) of the 2017 LTIP Award was in the form of 2017 TBV LTIP Units and the remaining approximately sixty percent (60%) of the 2017 LTIP Award was in the form of 2017 PBV LTIP Units.

The 2017 OPP is designed to align the interests of senior management to relative and absolute performance of the Company over a three-year performance period from April 4, 2017 through April 3, 2020. Participants in the 2017 OPP will only earn the full awards if, over the three-year performance period, the Company achieves a thirty-six percent (36%) absolute TSR and if the Company is in the 75th percentile of performance as compared to the NAREIT office index.

LTIP Units will remain subject to forfeiture depending on the extent that the 2016 LTIP Awards and 2017 LTIP Awards vest. The number of LTIP Units to be issued initially to recipients of the 2016 PBV LTIP Awards and 2017 PBV LTIP Awards is the maximum number of LTIP Units that may be earned under the awards. The number of LTIP Units that actually vest for each award recipient will be determined at the end of the performance measurement period. TSR for the Company and for the Index over the three-year measurement period and other circumstances will determine how many LTIP Units vest for each recipient; if they are fewer than the number issued initially, the balance will be forfeited as of the performance measurement date.

Prior to vesting, recipients of LTIP Units will be entitled to receive per unit distributions equal to one-tenth (10 percent) of the regular quarterly distributions payable on a common unit of limited partnership interest in the Operating Partnership (a “common unit”), but will not be entitled to receive any special distributions. Distributions with respect to the other nine-tenths (90 percent) of regular quarterly distributions payable on a common unit will accrue but shall only become payable upon vesting of the LTIP Unit. After vesting of the 2016 TBV LTIP Units and 2017 TBV LTIP Units or the end of the measurement period for the 2016 PBV LTIP Units and 2017 PBV LTIP Units, the number of LTIP Units, both vested and unvested, will be entitled to receive distributions in an amount per unit equal to distributions, both regular and special, payable on a common unit.

As of December 31, 2017, the Company granted a total of 496,781 2016 PBV LTIP Units, 155,773 2016 TBV LTIP Units, 481,436 2017 PBV LTIP Units and 96,887 2017 TBV LTIP Units. The LTIP Units were valued in accordance with ASC 718 — Stock Compensation, at their fair value. The Company has reserved shares of common stock under the 2013 Plan for issuance upon vesting and conversion of the LTIP Units in accordance with their terms and conditions.



As of December 31, 2017, the Company had \$11.1 million of total unrecognized compensation cost related to unvested LTIP awards granted under the Company's stock compensation plans. That cost is expected to be recognized over a weighted average period of 2.5 years.

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**DEFERRED STOCK COMPENSATION PLAN FOR DIRECTORS**

The Amended and Restated Deferred Compensation Plan for Directors, which commenced January 1, 1999, allows non-employee directors of the Company to elect to defer up to 100 percent of their annual retainer fee into deferred stock units. The deferred stock units are convertible into an equal number of shares of common stock upon the directors' termination of service from the Board of Directors or a change in control of the Company, as defined in the plan. Deferred stock units are credited to each director quarterly using the closing price of the Company's common stock on the applicable dividend record date for the respective quarter. Each participating director's account is also credited for an equivalent amount of deferred stock units based on the dividend rate for each quarter.

During the years ended December 31, 2017, 2016 and 2015, 19,728, 14,274 and 19,702 deferred stock units were earned, respectively. As of December 31, 2017 and 2016, there were 210,738 and 193,711 deferred stock units outstanding, respectively.

**EARNINGS PER SHARE/UNIT**

Basic EPS or EPU excludes dilution and is computed by dividing net income available to common shareholders or unitholders by the weighted average number of shares or units outstanding for the period. Diluted EPS or EPU reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock.

The following information presents the Company's results for the years ended December 31, 2017, 2016 and 2015 in accordance with ASC 260, Earnings Per Share: *(dollars in thousands, except per share amounts)*

**Mack-Cali Realty Corporation:**

Computation of Basic EPS	Year Ended December 31,		
	2017	2016	2015
Net income (loss)	\$ 33,718	\$ 130,294	\$ (142,052)
Add: Noncontrolling interest in consolidated joint ventures	1,018	651	1,044
Add (deduct): Noncontrolling interest in Operating Partnership	(2,711)	(13,721)	15,256
Deduct: Redeemable noncontrolling interest	(8,840)	—	—
Deduct: Redemption value adjustment of redeemable noncontrolling interests attributable to common shareholders	(17,951)	—	—
Net income (loss) available to common shareholders for basic earnings per share	\$ 5,234	\$ 117,224	\$ (125,752)
Weighted average common shares	90,005	89,746	89,291
<b>Basic EPS:</b>			
Net income (loss) available to common shareholders	\$ 0.06	\$ 1.31	\$ (1.41)
Computation of Diluted EPS	Year Ended December 31,		
	2017	2016	2015
Net income (loss) available to common shareholders for basic earnings per share	\$ 5,234	\$ 117,224	\$ (125,752)
Add (deduct): Noncontrolling interest in Operating Partnership	2,711	13,721	(15,256)
Deduct: Redemption value adjustment of redeemable noncontrolling interests attributable to the Operating Partnership unitholders	(2,074)	—	—
Net income (loss) for diluted earnings per share	\$ 5,871	\$ 130,945	\$ (141,008)
Weighted average common shares	100,703	100,498	100,222
<b>Diluted EPS:</b>			
Net income (loss) available to common shareholders	\$ 0.06	\$ 1.30	\$ (1.41)

The following schedule reconciles the weighted average shares used in the basic EPS calculation to the shares used in the diluted EPS calculation: *(in thousands)*

	Year Ended December 31,		
	2017	2016	2015
Basic EPS shares	90,005	89,746	89,291
Add: Operating Partnership — common units	10,405	10,499	10,931
Restricted Stock Awards	40	43	—
Stock Options	253	210	—
Diluted EPS Shares	100,703	100,498	100,222

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Contingently issuable shares under the PSU Awards were excluded from the denominator in 2017, 2016 and 2015 because the criteria had not been met for the periods. Contingently issuable shares under Restricted Stock Awards and all stock options were excluded from the denominator in 2015 as such securities were anti-dilutive during the period. Not included in the computations of diluted EPS were 405,000 stock options as such securities were anti-dilutive during the year ended December 31, 2015. Also not included in the computations of diluted EPS were all of the LTIP Units as such securities were anti-dilutive during all periods presented. Unvested restricted stock outstanding as of December 31, 2017, 2016 and 2015 were 95,801, 120,245 and 98,669 shares, respectively.

Dividends declared per common share for the years ended December 31, 2017, 2016 and 2015 was \$0.75, \$0.60 and \$0.60 per share, respectively.

**Mack-Cali Realty, L.P.:**

Computation of Basic EPU	Year Ended December 31,		
	2017	2016	2015
Net income (loss)	\$ 33,718	\$ 130,294	\$ (142,052)
Add: Noncontrolling interest in consolidated joint ventures	1,018	651	1,044
Deduct: Redeemable noncontrolling interest	(8,840)	—	—
Deduct: Redemption value adjustment of redeemable noncontrolling interests	(20,025)	—	—
Net income (loss) available to common unitholders for basic earnings per unit	<u>\$ 5,871</u>	<u>\$ 130,945</u>	<u>\$ (141,008)</u>
Weighted average common units	<u>100,410</u>	<u>100,245</u>	<u>100,222</u>

**Basic EPU:**

Net income (loss) available to common unitholders for basic earnings per unit	<u>\$ 0.06</u>	<u>\$ 1.31</u>	<u>\$ (1.41)</u>
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Computation of Diluted EPU	Year Ended December 31,		
	2017	2016	2015
Net income (loss) available to common unitholders for basic earnings per unit	<u>\$ 5,871</u>	<u>\$ 130,945</u>	<u>\$ (141,008)</u>
Weighted average common unit	<u>100,703</u>	<u>100,498</u>	<u>100,222</u>

**Diluted EPU:**

Net income (loss) available to common unitholders for basic earnings per unit	<u>\$ 0.06</u>	<u>\$ 1.30</u>	<u>\$ (1.41)</u>
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The following schedule reconciles the weighted average units used in the basic EPU calculation to the units used in the diluted EPU calculation: (*in thousands*)

	Year Ended December 31,		
	2017	2016	2015
Basic EPU units	100,410	100,245	100,222
Add: Restricted Stock Awards	40	43	—
Stock Options	253	210	—
Diluted EPU Units	<u>100,703</u>	<u>100,498</u>	<u>100,222</u>

Contingently issuable shares under the PSU Awards were excluded from the denominator in 2017, 2016 and 2015 because the criteria had not been met for the periods. Contingently issuable shares under Restricted Stock Awards and all stock options were excluded from the denominator in 2015 as such securities were anti-dilutive during the period. Not included in the computations of diluted EPU were 405,000 stock options as such securities were anti-dilutive during the year ended December 31, 2015. Also not included in the computations of diluted EPU were all of the LTIP Units as such securities were anti-dilutive during all periods presented. Unvested restricted stock outstanding as of December 31, 2017, 2016 and 2015 were 95,801, 120,245 and 98,669 shares, respectively.

Distributions declared per common unit for the years ended December 31, 2017, 2016 and 2015 was \$0.75, \$0.60 and \$0.60 per unit, respectively.

**16. NONCONTROLLING INTERESTS IN SUBSIDIARIES**

Noncontrolling interests in subsidiaries in the accompanying consolidated financial statements relate to (i) common units and LTIP units in the Operating Partnership, held by parties other than the General Partner (“Limited Partners”), and (ii) interests in consolidated joint ventures for the portion of such ventures not owned by the Company.

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Pursuant to ASC 810, Consolidation, on the accounting and reporting for noncontrolling interests and changes in ownership interests of a subsidiary, changes in a parent’s ownership interest (and transactions with noncontrolling interest unitholders in the subsidiary) while the parent

retains its controlling interest in its subsidiary should be accounted for as equity transactions. The carrying value of the noncontrolling interest shall be adjusted to reflect the change in its ownership interest in the subsidiary, with the offset to equity attributable to the parent. Accordingly, as a result of equity transactions which caused changes in ownership percentages between Mack-Cali Realty Corporation stockholders' equity and noncontrolling interests in the Operating Partnership that occurred during the year ended December 31, 2017, the Company has decreased noncontrolling interests in the Operating Partnership and increased additional paid-in capital in Mack-Cali Realty Corporation stockholders' equity by approximately \$4.6 million as of December 31, 2016.

## **NONCONTROLLING INTEREST IN OPERATING PARTNERSHIP (applicable only to General Partner)**

### **Common Units**

Certain individuals and entities own common units in the Operating Partnership. A common unit and a share of Common Stock of the General Partner have substantially the same economic characteristics in as much as they effectively share equally in the net income or loss of the Operating Partnership. Common unitholders have the right to redeem their common units, subject to certain restrictions. The redemption is required to be satisfied in shares of Common Stock, cash, or a combination thereof, calculated as follows: one share of the General Partner's Common Stock, or cash equal to the fair market value of a share of the General Partner's Common Stock at the time of redemption, for each common unit. The General Partner, in its sole discretion, determines the form of redemption of common units (i.e., whether a common unitholder receives Common Stock, cash, or any combination thereof). If the General Partner elects to satisfy the redemption with shares of Common Stock as opposed to cash, it is obligated to issue shares of its Common Stock to the redeeming unitholder. Regardless of the rights described above, the common unitholders may not put their units for cash to the General Partner or the Operating Partnership under any circumstances. When a unitholder redeems a common unit, noncontrolling interest in the Operating Partnership is reduced and Mack-Cali Realty Corporation Stockholders' equity is increased.

### **LTIP Units**

On March 8, 2016, the Company granted 2016 LTIP Awards to senior management of the Company, including the General Partner's executive officers. On April 4, 2017, the Company granted 2017 LTIP Awards to senior management of the Company, including the General Partner's executive officers. All of the 2016 LTIP Awards and 2017 LTIP Awards will be in the form of units in the Operating Partnership. See Note 15: Mack-Cali Realty Corporation Stockholders' Equity and Mack-Cali Realty, L.P.'s Partners' Capital — Long-Term Incentive Plan Awards.

LTIP Units are designed to qualify as "profits interests" in the Operating Partnership for federal income tax purposes. As a general matter, the profits interests characteristics of the LTIP Units mean that initially they will not be economically equivalent in value to a common unit. If and when events specified by applicable tax regulations occur, LTIP Units can over time increase in value up to the point where they are equivalent to common units on a one-for-one basis. After LTIP Units are fully vested, and to the extent the special tax rules applicable to profits interests have allowed them to become equivalent in value to common units, LTIP Units may be converted on a one-for-one basis into common units. Common units in turn have a one-for-one relationship in value with shares of the General Partner's common stock, and are redeemable on a one-for-one basis for cash or, at the election of the Company, shares of the General Partner's common stock.

### **Unit Transactions**

The following table sets forth the changes in noncontrolling interests in subsidiaries which relate to the common units and LTIP units in the Operating Partnership for the years ended December 31, 2017, 2016 and 2015:

	<b>Common Units</b>	<b>LTIP Units</b>
Balance at January 1, 2015	11,083,876	—
Redemption of common units for shares of common stock	(567,032)	—
Balance at December 31, 2015	10,516,844	—
Redemption of common units for shares of common stock	(28,739)	—
Issuance of units	—	657,373
Balance at December 31, 2016	10,488,105	657,373
Redemption of common units for shares of common stock	(148,662)	—
Issuance of units	99,412	578,323
Cancellation of units	—	(4,819)
Balance at December 31, 2017	<u>10,438,855</u>	<u>1,230,877</u>

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### **Noncontrolling Interest Ownership in Operating Partnership**

As of December 31, 2017 and 2016, the noncontrolling interest common unitholders owned 10.4 percent and 10.5 percent of the Operating Partnership, respectively.

## **NONCONTROLLING INTEREST IN CONSOLIDATED JOINT VENTURES (applicable to General Partner and Operating Partnership)**

The Company consolidates certain joint ventures in which it has ownership interests. Various entities and/or individuals hold noncontrolling interests in these ventures.

In June 2017, the Company acquired the remaining noncontrolling interest in 150 Main Street, LLC, a consolidated joint venture, for cash consideration of \$2 million and the issuance of 99,412 Common Units valued at \$2.8 million.

## PARTICIPATION RIGHTS

The Company's interests in certain real estate projects (two properties and a future development) each provide for the initial distributions of net cash flow solely to the Company, and thereafter, other parties have participation rights in 50 percent of the excess net cash flow remaining after the distribution to the Company of the aggregate amount equal to the sum of: (a) the Company's capital contributions, plus (b) an IRR of 10 percent per annum.

## 17. SEGMENT REPORTING

The Company operates in two business segments: (i) commercial and other real estate and (ii) multi-family real estate and services. The Company provides leasing, property management, acquisition, development, construction and tenant-related services for its commercial and other real estate and multi-family real estate portfolio. The Company's multi-family services business also provides similar services for third parties. The Company had no revenues from foreign countries recorded for the years ended December 31, 2017, 2016 and 2015. The Company had no long lived assets in foreign locations as of December 31, 2017 and 2016. The accounting policies of the segments are the same as those described in Note 2: Significant Accounting Policies, excluding depreciation and amortization.

The Company evaluates performance based upon net operating income from the combined properties and operations in each of its real estate segments (commercial and other real estate, and multi-family real estate and services).

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Selected results of operations for the years ended December 31, 2017, 2016 and 2015, and selected asset information as of December 31, 2017 and 2016 regarding the Company's operating segments are as follows. Amounts for prior periods have been restated to conform to the current period segment reporting presentation: *(dollars in thousands)*

	Commercial & Other Real Estate	Multi-family Real Estate & Services (d)	Corporate & Other (e)	Total Company
<b>Total revenues:</b>				
2017	\$ 522,223	\$ 90,654	\$ 3,323	\$ 616,200
2016	541,271	69,873	2,254	613,398
2015	534,549	57,293	3,041	594,883
<b>Total operating and interest expenses (a):</b>				
2017	\$ 238,055	\$ 63,589	\$ 94,662	\$ 396,306
2016	263,663	60,646	91,042	415,351
2015	262,768	52,018	110,365	425,151
<b>Equity in earnings (loss) of unconsolidated joint ventures:</b>				
2017	\$ 1,644	\$ (7,725)	\$ —	\$ (6,081)
2016	23,796	(5,008)	—	18,788
2015	5,118	(8,290)	—	(3,172)
<b>Net operating income (loss) (b):</b>				
2017	\$ 285,812	\$ 19,340	\$ (91,339)	\$ 213,813
2016	301,404	4,219	(88,788)	216,835
2015	276,899	(3,015)	(107,324)	166,560
<b>Total assets:</b>				
2017	\$ 2,915,646	\$ 1,937,708	\$ 104,531	\$ 4,957,885
2016	2,947,400	1,287,824	61,542	4,296,766
<b>Total long-lived assets (c):</b>				
2017	\$ 2,613,815	\$ 1,645,410	\$ 31,901	\$ 4,291,126
2016	2,621,467	994,484	583	3,616,534
<b>Total investments in unconsolidated joint ventures:</b>				
2017	\$ 15,143	\$ 237,321	\$ 162	\$ 252,626
2016	81,549	238,498	—	320,047

(a) Total operating and interest expenses represent the sum of: real estate taxes; utilities; operating services; real estate services expenses; general and administrative, acquisition-related costs and interest expense (net of interest income). All interest expense, net of interest and other investment income, (including for property-level mortgages) is excluded from segment amounts and classified in Corporate & Other for all

periods.

- (b) Net operating income represents total revenues less total operating and interest expenses (as defined in Note “a”), plus equity in earnings (loss) of unconsolidated joint ventures, for the period.
- (c) Long-lived assets are comprised of net investment in rental property, unbilled rents receivable and goodwill.
- (d) Segment assets and operations were owned through a consolidated variable interest entity commencing in February 2017.
- (e) Corporate & Other represents all corporate-level items (including interest and other investment income, interest expense, non-property general and administrative expense) as well as intercompany eliminations necessary to reconcile to consolidated Company totals.

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**Mack-Cali Realty Corporation**

The following schedule reconciles net operating income to net income available to common shareholders: *(dollars in thousands)*

	Year Ended December 31,		
	2017	2016	2015
Net operating income	\$ 213,813	\$ 216,835	\$ 166,560
Add (deduct):			
Depreciation and amortization	(205,169)	(186,684)	(170,402)
Gain on change of control of interests	—	15,347	—
Realized gains (losses) and unrealized losses on disposition of rental property, net	2,364	109,666	53,261
Gain on sale of investment in unconsolidated joint venture	23,131	5,670	6,448
Loss from extinguishment of debt, net	(421)	(30,540)	—
Impairments	—	—	(197,919)
Net income (loss)	33,718	130,294	(142,052)
Noncontrolling interest in consolidated joint ventures	1,018	651	1,044
Noncontrolling interest in Operating Partnership	(2,711)	(13,721)	15,256
Redeemable noncontrolling interest	(8,840)	—	—
Net income (loss) available to common shareholders	\$ 23,185	\$ 117,224	\$ (125,752)

**Mack-Cali Realty, L.P.**

The following schedule reconciles net operating income to net income available to common unitholders: *(dollars in thousands)*

	Year Ended December 31,		
	2017	2016	2015
Net operating income	\$ 213,813	\$ 216,835	\$ 166,560
Add (deduct):			
Depreciation and amortization	(205,169)	(186,684)	(170,402)
Gain on change of control of interests	—	15,347	—
Realized gains (losses) and unrealized losses on disposition of rental property, net	2,364	109,666	53,261
Gain on sale of investment in unconsolidated joint venture	23,131	5,670	6,448
Loss from extinguishment of debt, net	(421)	(30,540)	—
Impairments	—	—	(197,919)
Net income (loss)	33,718	130,294	(142,052)
Noncontrolling interest in consolidated joint ventures	1,018	651	1,044
Redeemable noncontrolling interest	(8,840)	—	—
Net income (loss) available to common unitholders	\$ 25,896	\$ 130,945	\$ (141,008)

**18. RELATED PARTY TRANSACTIONS**

William L. Mack, Chairman of the Board of Directors of the General Partner, David S. Mack, a director of the General Partner, and Earle I. Mack, a former director of the General Partner, are the executive officers, directors and stockholders of a corporation that leases approximately 7,034 square feet at one of the Company’s office properties, which is scheduled to expire in May 2018, subject to two, three-year renewal options. The Company has recognized \$187,000, \$193,000 and \$204,000 in revenue under this lease for the years ended December 31, 2017, 2016 and 2015, respectively, and had no accounts receivable from the corporation as of December 31, 2017 and 2016.

Certain executive officers of the Company’s Roseland subsidiary and/or their family members (“RG”) directly or indirectly hold small noncontrolling interests in a certain consolidated joint venture. Additionally, the Company earned \$1,873,000, \$2,464,000, and \$2,542,000 from entities in which RG has ownership interests for the years ended December 31, 2017, 2016 and 2015, respectively.

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**19. CONDENSED QUARTERLY FINANCIAL INFORMATION (unaudited)**





NEW JERSEY											
<b>Bergen County</b>											
<b>Fort Lee</b>											
One Bridge Plaza	Office	1981	1996	—	2,439	24,462	7,482	2,439	31,944	34,383	16,885
2115 Linwood Avenue	Office	1981	1998	—	474	4,419	7,756	474	12,175	12,649	5,035
<b>Essex County</b>											
<b>Millburn</b>											
150 J.F. Kennedy Parkway	Office	1980	1997	—	12,606	50,425	15,149	12,606	65,574	78,180	30,833
<b>Roseland</b>											
75 Livingston Avenue	Office	1985	2009	4,478	1,900	6,312	(1,725)	1,281	5,206	6,487	1,387
51 J.F. Kennedy Parkway	Office	1988	2017	69,393	5,873	100,359	—	5,873	100,359	106,232	3,115
101 J.F. Kennedy Parkway	Office	1981	2017	29,169	4,380	59,730	—	4,380	59,730	64,110	1,844
103 J.F. Kennedy Parkway	Office	1981	2017	24,852	3,158	50,813	—	3,158	50,813	53,971	1,555
<b>Hudson County</b>											
<b>Hoboken</b>											
111 River Street	Office	2002	2016	—	204	198,609	14,771	—	213,584	213,584	8,680
<b>Jersey City</b>											
Harborside Plaza 1	Office	1983	1996	—	3,923	51,013	27,936	3,923	78,949	82,872	44,931
Harborside Plaza 2	Office	1990	1996	—	17,655	101,546	40,011	8,364	150,848	159,212	64,754
Harborside Plaza 3	Office	1990	1996	—	17,655	101,878	39,678	8,363	150,848	159,211	64,754
Harborside Plaza 4A	Office	2000	2000	—	1,244	56,144	8,452	1,244	64,596	65,840	29,121
Harborside Plaza 5	Office	2002	2002	209,180	6,218	170,682	61,569	5,705	232,764	238,469	98,606
101 Hudson Street	Office	1992	2005	248,261	45,530	271,376	16,952	45,530	288,328	333,858	93,337
Rosegarden Monaco	Multi-Family	2011	2017	169,988	58,761	240,870	11	58,761	240,881	299,642	4,590
<b>Weehawken</b>											
100 Avenue at Port Imperial	Other	2016	2016	—	350	—	4,205	471	4,084	4,555	186
500 Avenue at Port Imperial	Other	2013	2013	36,260	13,099	56,669	(20,540)	13,099	36,129	49,228	3,982
<b>Mercer County</b>											
<b>Hamilton Township</b>											
600 Horizon Drive	Office/Flex	2002	2002	—	—	7,549	1,189	685	8,053	8,738	3,218
700 Horizon Drive	Office	2007	2007	—	490	43	16,663	865	16,331	17,196	5,046
<b>Princeton</b>											
100 Overlook Center	Office	1988	1997	—	2,378	21,754	4,245	2,378	25,999	28,377	12,960
5 Vaughn Drive	Office	1987	1995	—	657	9,800	1,983	657	11,783	12,440	6,547
<b>Middlesex County</b>											
<b>Edison</b>											
333 Thornall Street	Office	1984	2015	—	5,542	40,762	2,344	5,542	43,106	48,648	3,319
343 Thornall Street	Office	1991	2006	—	6,027	39,101	11,532	6,027	50,633	56,660	14,840
<b>Iselin</b>											
101 Wood Avenue South	Office	1990	2016	—	8,509	72,738	692	7,384	74,555	81,939	4,315
<b>New Brunswick</b>											
Richmond Court	Multi-Family	1997	2013	—	2,992	13,534	1,908	2,992	15,442	18,434	1,417
Riverwatch Commons	Multi-Family	1995	2013	—	4,169	18,974	2,177	4,169	21,151	25,320	1,951
<b>Plainsboro</b>											
500 College Road East (c)	Office	1984	1998	—	614	20,626	5,708	614	26,334	26,948	13,152
<b>Woodbridge</b>											
581 Main Street	Office	1991	1997	—	3,237	12,949	24,191	8,115	32,262	40,377	15,056
<b>Monmouth County</b>											
<b>Holmdel</b>											
23 Main Street	Office	1977	2005	27,078	4,336	19,544	13,944	4,336	33,488	37,824	15,515
<b>Middletown</b>											
One River Center, Building 1	Office	1983	2004	10,362	3,070	17,414	11,421	2,451	29,454	31,905	9,154
One River Center, Building 2	Office	1983	2004	11,624	2,468	15,043	4,101	2,452	19,160	21,612	7,093
One River Center, Building 3	Office	1984	2004	18,472	4,051	24,790	5,687	4,627	29,901	34,528	10,588
<b>Neptune</b>											
3600 Route 66	Office	1989	1995	—	1,098	18,146	11,471	1,098	29,617	30,715	14,193
<b>Red Bank</b>											
100 Schultz Drive	Office	1989	2017	—	—	—	8,743	1,953	6,790	8,743	556
200 Schultz Drive	Office	1989	2017	—	—	—	10,443	2,184	8,259	10,443	495

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**MACK-CALI REALTY CORPORATION, MACK-CALI REALTY, L.P. AND SUBSIDIARIES**  
**REAL ESTATE INVESTMENTS AND ACCUMULATED DEPRECIATION**  
**December 31, 2017**  
*(dollars in thousands)*

**SCHEDULE III**

Property Location	Property Type	Year Built	Acquired	Related Encumbrances	Initial Costs		Costs Capitalized Subsequent to Acquisition (e)	Gross Amount at Which Carried at Close of Period (a)		Total (d)	Accumulated Depreciation (b)
					Land	Building and Improvements		Land	Building and Improvements		
<b>Morris County</b>											
<b>Florham Park</b>											
325 Columbia Parkway	Office	1987	1994	—	1,564	—	18,368	1,564	18,368	19,932	12,583
<b>Madison</b>											
1 Giralda Farms	Office	1982	2017	—	—	—	30,515	3,370	27,145	30,515	1,014
7 Giralda Farms	Office	1997	2017	—	—	—	43,066	5,402	37,664	43,066	1,246
<b>Morris Plains</b>											
201 Littleton Road	Office	1979	1997	—	2,407	9,627	3,132	2,407	12,759	15,166	6,416
<b>Parsippany</b>											
4 Campus Drive	Office	1983	2001	—	5,213	20,984	4,117	5,213	25,101	30,314	10,513
6 Campus Drive	Office	1983	2001	—	4,411	17,796	3,550	4,411	21,346	25,757	9,177
7 Campus Drive	Office	1982	1998	—	1,932	27,788	6,573	1,932	34,361	36,293	17,234

8 Campus Drive	Office	1987	1998	—	1,865	35,456	11,139	1,865	46,595	48,460	20,169
9 Campus Drive	Office	1983	2001	—	3,277	11,796	22,609	5,842	31,840	37,682	12,352
2 Dryden Way	Office	1990	1998	—	778	420	110	778	530	1,308	302
4 Gatehall Drive	Office	1988	2000	—	8,452	33,929	5,302	8,452	39,231	47,683	17,628
2 Hilton Court	Office	1991	1998	—	1,971	32,007	4,474	1,971	36,481	38,452	18,874
1 Sylvan Way	Office	1989	1998	—	1,689	24,699	2,253	1,021	27,620	28,641	13,301
3 Sylvan Way	Office	1988	2015	—	5,590	4,710	4,033	5,590	8,743	14,333	280
5 Sylvan Way	Office	1989	1998	—	1,160	25,214	4,769	1,161	29,982	31,143	13,950
7 Sylvan Way	Office	1987	1998	—	2,084	26,083	14,805	2,084	40,888	42,972	14,057
5 Wood Hollow Road	Office	1979	2004	—	5,302	26,488	20,963	5,302	47,451	52,753	19,473

**Somerset County**

<b>Bridgewater</b>											
721 Route 202/206	Office	1989	1997	—	6,730	26,919	(5,309)	5,067	23,273	28,340	12,109

<b>Union County</b>											
<b>Rahway</b>											
Park Square	Multi-Family	2011	2013	26,526	4,000	40,670	294	4,000	40,964	44,964	4,192

**NEW YORK**

**Westchester County**

**Eastchester**

Quarry Place at Tuckahoe	Multi-Family	2016	2016	40,367	5,585	3,400	48,632	5,585	52,032	57,617	1,163
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**Elmsford**

11 Clearbrook Road	Office/Flex	1974	1997	—	149	2,159	578	149	2,737	2,886	1,452
75 Clearbrook Road	Office/Flex	1990	1997	—	2,314	4,716	57	2,314	4,773	7,087	2,500
100 Clearbrook Road	Office	1975	1997	—	220	5,366	1,674	220	7,040	7,260	3,422
125 Clearbrook Road	Office/Flex	2002	2002	—	1,055	3,676	(252)	1,055	3,424	4,479	1,500
150 Clearbrook Road	Office/Flex	1975	1997	—	497	7,030	2,156	497	9,186	9,683	4,616
175 Clearbrook Road	Office/Flex	1973	1997	—	655	7,473	953	655	8,426	9,081	4,444
200 Clearbrook Road	Office/Flex	1974	1997	—	579	6,620	1,667	579	8,287	8,866	4,066
250 Clearbrook Road	Office/Flex	1973	1997	—	867	8,647	2,434	867	11,081	11,948	5,458
50 Executive Boulevard	Office/Flex	1969	1997	—	237	2,617	540	237	3,157	3,394	1,620
77 Executive Boulevard	Office/Flex	1977	1997	—	34	1,104	177	34	1,281	1,315	695
85 Executive Boulevard	Office/Flex	1968	1997	—	155	2,507	538	155	3,045	3,200	1,560
101 Executive Boulevard	Office	1971	1997	—	267	5,838	(6,004)	101	—	101	—
300 Executive Boulevard	Office/Flex	1970	1997	—	460	3,609	302	460	3,911	4,371	2,015
350 Executive Boulevard	Office/Flex	1970	1997	—	100	1,793	175	100	1,968	2,068	1,085
399 Executive Boulevard	Office/Flex	1962	1997	—	531	7,191	163	531	7,354	7,885	3,885
400 Executive Boulevard	Office/Flex	1970	1997	—	2,202	1,846	1,140	2,202	2,986	5,188	1,662
500 Executive Boulevard	Office/Flex	1970	1997	—	258	4,183	384	258	4,567	4,825	2,514
525 Executive Boulevard	Office/Flex	1972	1997	—	345	5,499	900	345	6,399	6,744	3,520
1 Warehouse Lane (c)	Industrial/Warehouse	1957	1997	—	3	268	208	3	476	479	240
2 Warehouse Lane (c)	Industrial/Warehouse	1957	1997	—	4	672	341	4	1,013	1,017	444
3 Warehouse Lane (c)	Industrial/Warehouse	1957	1997	—	21	1,948	363	21	2,311	2,332	1,314
4 Warehouse Lane (c)	Industrial/Warehouse	1957	1997	—	84	13,393	3,665	85	17,057	17,142	8,441
5 Warehouse Lane (c)	Industrial/Warehouse	1957	1997	—	19	4,804	884	19	5,688	5,707	3,053
6 Warehouse Lane (c)	Industrial/Warehouse	1982	1997	—	10	4,419	2,381	10	6,800	6,810	3,246

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**MACK-CALI REALTY CORPORATION, MACK-CALI REALTY, L.P. AND SUBSIDIARIES  
REAL ESTATE INVESTMENTS AND ACCUMULATED DEPRECIATION**

**December 31, 2017**

*(dollars in thousands)*

**SCHEDULE III**

Property Location	Property Type	Year Built	Acquired	Related Encumbrances	Initial Costs		Costs Capitalized Subsequent to Acquisition (e)	Gross Amount at Which Carried at Close of Period (a)		Accumulated Depreciation (b)	
					Land	Building and Improvements		Land	Building and Improvements		Total (d)
1 Westchester Plaza	Office/Flex	1967	1997	—	199	2,023	152	199	2,175	2,374	1,156
2 Westchester Plaza	Office/Flex	1968	1997	—	234	2,726	914	234	3,640	3,874	1,806
3 Westchester Plaza	Office/Flex	1969	1997	—	655	7,936	1,407	655	9,343	9,998	4,541
4 Westchester Plaza	Office/Flex	1969	1997	—	320	3,729	1,979	320	5,708	6,028	2,825
5 Westchester Plaza	Office/Flex	1969	1997	—	118	1,949	374	118	2,323	2,441	1,247
6 Westchester Plaza	Office/Flex	1968	1997	—	164	1,998	160	164	2,158	2,322	1,124
7 Westchester Plaza	Office/Flex	1972	1997	—	286	4,321	1,166	286	5,487	5,773	2,575
8 Westchester Plaza	Office/Flex	1971	1997	—	447	5,262	2,127	447	7,389	7,836	3,709
<b>Hawthorne</b>											
200 Saw Mill River Road	Office/Flex	1965	1997	—	353	3,353	745	353	4,098	4,451	2,037
1 Skyline Drive	Office	1980	1997	—	66	1,711	210	66	1,921	1,987	1,049
2 Skyline Drive	Office	1987	1997	—	109	3,128	1,474	109	4,602	4,711	2,696
4 Skyline Drive	Office/Flex	1987	1997	—	363	7,513	3,071	363	10,584	10,947	6,190
5 Skyline Drive	Office/Flex	1980	2001	—	2,219	8,916	1,841	2,219	10,757	12,976	5,495
6 Skyline Drive	Office/Flex	1980	2001	—	740	2,971	1,295	740	4,266	5,006	2,582
7 Skyline Drive	Office	1987	1998	—	330	13,013	2,929	330	15,942	16,272	7,758
8 Skyline Drive	Office/Flex	1985	1997	—	212	4,410	777	212	5,187	5,399	2,893
10 Skyline Drive	Office/Flex	1985	1997	—	134	2,799	812	134	3,611	3,745	2,121
11 Skyline Drive (c)	Office/Flex	1989	1997	—	—	4,788	763	—	5,551	5,551	2,741
12 Skyline Drive (c)	Office/Flex	1999	1999	—	1,562	3,254	218	1,320	3,714	5,034	1,790
15 Skyline Drive (c)	Office/Flex	1989	1997	—	—	7,449	1,749	—	9,198	9,198	4,220
17 Skyline Drive (c)	Office	1989	1997	—	—	7,269	1,484	—	8,753	8,753	4,540
<b>Tarrytown</b>											
230 White Plains Road	Retail	1984	1997	—	124	1,845	288	124	2,133	2,257	1,045
<b>White Plains</b>											
1 Barker Avenue	Office	1975	1997	—	208	9,629	3,248	207	12,878	13,085	6,406
3 Barker Avenue	Office	1983	1997	—	122	7,864	2,117	122	9,981	10,103	5,076
<b>Yonkers</b>											

100 Corporate Boulevard	Office/Flex	1987	1997	—	602	9,910	1,334	602	11,244	11,846	5,973
200 Corporate Boulevard South	Office/Flex	1990	1997	—	502	7,575	3,116	502	10,691	11,193	5,159
1 Executive Boulevard	Office	1982	1997	—	1,104	11,904	3,815	1,105	15,718	16,823	7,750
2 Executive Boulevard	Retail	1986	1997	—	89	2,439	107	89	2,546	2,635	1,324
3 Executive Boulevard	Office	1987	1997	—	385	6,256	1,817	385	8,073	8,458	4,219
4 Executive Plaza	Office/Flex	1986	1997	—	584	6,134	995	584	7,129	7,713	3,664
6 Executive Plaza	Office/Flex	1987	1997	—	546	7,246	2,360	546	9,606	10,152	4,942
1 Odell Plaza	Office/Flex	1980	1997	—	1,206	6,815	2,367	1,206	9,182	10,388	4,775
3 Odell Plaza	Office	1984	2003	—	1,322	4,777	2,332	1,322	7,109	8,431	3,736
5 Odell Plaza	Office/Flex	1983	1997	—	331	2,988	535	331	3,523	3,854	1,990
7 Odell Plaza	Office/Flex	1984	1997	—	419	4,418	1,366	419	5,784	6,203	2,886

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**MACK-CALI REALTY CORPORATION, MACK-CALI REALTY, L.P. AND SUBSIDIARIES**  
**REAL ESTATE INVESTMENTS AND ACCUMULATED DEPRECIATION**  
**December 31, 2017**  
*(dollars in thousands)*

**SCHEDULE III**

Property Location	Property Type	Year Built	Acquired	Related Encumbrances	Initial Costs		Costs Capitalized Subsequent to Acquisition (c)	Gross Amount at Which Carried at Close of Period (a)		Total (d)	Accumulated Depreciation (b)
					Land	Building and Improvements		Land	Building and Improvements		
<b>CONNECTICUT</b>											
<b>Fairfield County</b>											
<b>Stamford</b>											
419 West Avenue	Office/Flex	1986	1997	—	4,538	9,246	482	4,538	9,728	14,266	5,060
500 West Avenue	Office/Flex	1988	1997	—	415	1,679	646	415	2,325	2,740	1,098
550 West Avenue	Office/Flex	1990	1997	—	1,975	3,856	133	1,975	3,989	5,964	2,065
600 West Avenue	Office/Flex	1999	1999	—	2,305	2,863	1,005	2,305	3,868	6,173	1,611
650 West Avenue	Office/Flex	1998	1998	—	1,328	—	3,268	1,328	3,268	4,596	1,613
<b>MASSACHUSETTS</b>											
<b>Middlesex County</b>											
<b>Malden</b>											
Chase at Overlook Ridge	Multi-Family	2016	2016	74,988	11,072	87,793	269	11,072	88,062	99,134	4,577
Chase II at Overlook Ridge	Multi-Family	2016	2016	59,697	10,755	10,846	52,598	10,755	63,444	74,199	1,390
<b>Suffolk County</b>											
<b>East Boston</b>											
Portside at Pier One	Multi-Family	2016	2016	58,566	—	73,713	9	—	73,722	73,722	3,908
<b>Revere</b>											
Alterra at Overlook Ridge IA	Multi-Family	2004	2013	40,061	9,042	50,671	956	9,042	51,627	60,669	6,559
Alterra at Overlook Ridge II	Multi-Family	2008	2013	59,309	12,055	71,409	299	12,056	71,707	83,763	9,058
<b>Projects Under Development and Developable Land</b>											
				184,984	399,372	677,593	—	399,372	677,593	1,076,965	33,278
<b>Furniture, Fixtures and Equipment</b>											
				—	—	—	30,247	—	30,247	30,247	11,031
<b>TOTALS</b>				<u>1,403,615</u>	<u>789,095</u>	<u>3,553,425</u>	<u>760,324</u>	<u>786,789</u>	<u>4,316,055</u>	<u>5,102,844</u>	<u>1,087,083</u>

- (a) The aggregate cost for federal income tax purposes at December 31, 2017 was approximately \$3.9 billion.  
(b) Depreciation of buildings and improvements are calculated over lives ranging from the life of the lease to 40 years.  
(c) This property is located on land leased by the Company.  
(d) Properties identified as held for sale at December 31, 2017 are excluded.  
(e) These costs are net of impairments recorded, if any.

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**MACK-CALI REALTY CORPORATION/MACK-CALI REALTY, L.P. AND SUBSIDIARIES**  
**NOTE TO SCHEDULE III**

Changes in rental properties and accumulated depreciation for the periods ended December 31, 2017, 2016 and 2015 are as follows: *(dollars in thousands)*

	2017	2016	2015
<b>Rental Properties</b>			
Balance at beginning of year	\$ 4,804,867	\$ 4,807,718	\$ 4,958,179
Additions	1,179,365	819,535	219,227
Rental property held for sale	(310,089)	(79,200)	—
Properties sold	(538,424)	(695,837)	(82,015)
Impairments	—	—	(255,849)

Retirements/disposals		(32,875)		(47,349)		(31,824)
Balance at end of year		<u>\$ 5,102,844</u>		<u>\$ 4,804,867</u>		<u>\$ 4,807,718</u>
<b>Accumulated Depreciation</b>						
Balance at beginning of year		\$ 1,332,073		\$ 1,464,482		\$ 1,414,305
Depreciation expense		154,343		151,569		147,447
Rental property held for sale		(126,503)		(31,792)		—
Properties sold		(217,625)		(204,837)		(7,517)
Repurposed buildings		(22,330)				
Impairments		—		—		(57,929)
Retirements/disposals		(32,875)		(47,349)		(31,824)
Balance at end of year		<u>\$ 1,087,083</u>		<u>\$ 1,332,073</u>		<u>\$ 1,464,482</u>

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**MACK-CALI REALTY CORPORATION/MACK-CALI REALTY, L.P. AND SUBSIDIARIES**  
**SCHEDULE IV — MORTGAGE LOANS ON REAL ESTATE**  
**As of December 31, 2017**  
*(in thousands)*

Type of Loan/Borrower	Description	Location	Interest Accrual Rate	Interest Payment Rate	Final Maturity Date	Periodic Payment Term (a)	Prior Liens	Face Amount of Mortgages or Maximum Available Credit	Carrying Amount of Mortgages
<b>Mortgage Loan:</b>									
Borrower A	Land	Jersey City, NJ	5.85%	5.85%	07/21/19	P&I	—	\$ 44,695	\$ 45,734
<b>Total</b>								<u>\$ 44,695</u>	<u>\$ 45,734</u>

(a) P&I = Principal & Interest at maturity

The following table reconciles mortgage loans from January 1, 2017 to December 31, 2017 *(in thousands)*:

	<b>2017</b>
Balance at January 1	\$ —
Additions	
New mortgage loan	44,695
Accrued interest	1,039
Balance at December 31,	<u>\$ 45,734</u>

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**MACK-CALI REALTY CORPORATION**  
**MACK-CALI REALTY, L.P.**

**EXHIBIT INDEX**

Exhibit Number	Exhibit Title
3.1	<a href="#">Articles of Restatement of Mack-Cali Realty Corporation dated September 18, 2009 (filed as Exhibit 3.2 to the Company's Form 8-K dated September 17, 2009 and incorporated herein by reference).</a>
3.2	<a href="#">Articles of Amendment to the Articles of Restatement of Mack-Cali Realty Corporation as filed with the State Department of Assessments and Taxation of Maryland on May 14, 2014 (filed as Exhibit 3.1 to the Company's Form 8-K dated May 12, 2014 and incorporated herein by reference).</a>
3.3	<a href="#">Amended and Restated Bylaws of Mack-Cali Realty Corporation dated June 10, 1999 (filed as Exhibit 3.2 to the Company's Form 8-K dated June 10, 1999 and incorporated herein by reference).</a>
3.4	<a href="#">Amendment No. 1 to the Amended and Restated Bylaws of Mack-Cali Realty Corporation dated March 4, 2003, (filed as Exhibit 3.3 to the Company's Form 10-Q dated March 31, 2003 and incorporated herein by reference).</a>



- 3.5 [Amendment No. 2 to the Mack-Cali Realty Corporation Amended and Restated Bylaws dated May 24, 2006 \(filed as Exhibit 3.1 to the Company's Form 8-K dated May 24, 2006 and incorporated herein by reference\).](#)
- 3.6 [Amendment No. 3 to the Mack-Cali Realty Corporation Amended and Restated Bylaws dated May 14, 2014 \(filed as Exhibit 3.2 to the Company's Form 8-K dated 12, 2014 and incorporated herein by reference\).](#)
- 3.7 [Second Amended and Restated Agreement of Limited Partnership of Mack-Cali Realty, L.P. dated December 11, 1997 \(filed as Exhibit 10.110 to the Company's Form 8-K dated December 11, 1997 and incorporated herein by reference\).](#)
- 3.8 [Amendment No. 1 to the Second Amended and Restated Agreement of Limited Partnership of Mack-Cali Realty, L.P. dated August 21, 1998 \(filed as Exhibit 3.1 to the Company's and the Operating Partnership's Registration Statement on Form S-3, Registration No. 333-57103, and incorporated herein by reference\).](#)
- 3.9 [Second Amendment to the Second Amended and Restated Agreement of Limited Partnership of Mack-Cali Realty, L.P. dated July 6, 1999 \(filed as Exhibit 10.1 to the Company's Form 8-K dated July 6, 1999 and incorporated herein by reference\).](#)
- 3.10 [Third Amendment to the Second Amended and Restated Agreement of Limited Partnership of Mack-Cali Realty, L.P. dated September 30, 2003 \(filed as Exhibit 3.7 to the Company's Form 10-Q dated September 30, 2003 and incorporated herein by reference\).](#)
- 3.11 [Fourth Amendment dated as of March 8, 2016 to Second Amended and Restated Agreement of Limited Partnership of Mack-Cali Realty, L.P. dated as of December 11, 1997 \(Filed as Exhibit 3.1 to the Company's Current Report on Form 8-K dated March 8, 2016 and incorporated herein by reference\).](#)
- 3.12 [Fifth Amendment dated as of April 4, 2017 to Second Amended and Restated Agreement of Limited Partnership of Mack-Cali Realty, L.P. dated as of December 11, 1997 \(filed as Exhibit 3.1 to the Company's Current Report on Form 8-K dated April 4, 2017 and incorporated herein by reference\).](#)
- 3.13 [Certificate of Designation of 3.5% Series A Preferred Limited Partnership Units of Mack-Cali Realty, L.P. dated February 3, 2017 \(filed as Exhibit 3.1 to the Company's Current Report on Form 8-K dated February 3, 2017 and incorporated herein by reference\).](#)
- 3.14 [Certificate of Designation of 3.5% Series A-1 Preferred Limited Partnership Units of Mack-Cali Realty, L.P. dated February 28, 2017 \(filed as Exhibit 3.13 to the Company's Annual Report on Form 10-K for the year ended December 31, 2016 and incorporated herein by reference\).](#)
- 4.1 [Indenture dated as of March 16, 1999, by and among Mack-Cali Realty, L.P., as issuer, Mack-Cali Realty Corporation, as guarantor, and Wilmington Trust Company, as trustee \(filed as Exhibit 4.1 to the Operating Partnership's Form 8-K dated March 16, 1999 and incorporated herein by reference\).](#)
- 4.2 [Supplemental Indenture No. 1 dated as of March 16, 1999, by and among Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee \(filed as Exhibit 4.2 to the Operating Partnership's Form 8-K dated March 16, 1999 and incorporated herein by reference\).](#)

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Exhibit Number	Exhibit Title
4.3	<a href="#"><u>Supplemental Indenture No. 2 dated as of August 2, 1999, by and among Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.4 to the Operating Partnership's Form 10-Q dated June 30, 1999 and incorporated herein by reference).</u></a>
4.4	<a href="#"><u>Supplemental Indenture No. 3 dated as of December 21, 2000, by and among Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.2 to the Operating Partnership's Form 8-K dated December 21, 2000 and incorporated herein by reference).</u></a>
4.5	<a href="#"><u>Supplemental Indenture No. 4 dated as of January 29, 2001, by and among Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.2 to the Operating Partnership's Form 8-K dated January 29, 2001 and incorporated herein by reference).</u></a>
4.6	<a href="#"><u>Supplemental Indenture No. 5 dated as of December 20, 2002, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.2 to the Operating Partnership's Form 8-K dated December 20, 2002 and incorporated herein by reference).</u></a>
4.7	<a href="#"><u>Supplemental Indenture No. 6 dated as of March 14, 2003, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.2 to the Company's Form 8-K dated March 14, 2003 and incorporated herein by reference).</u></a>
4.8	<a href="#"><u>Supplemental Indenture No. 7 dated as of June 12, 2003, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust</u></a>

[Company, as trustee \(filed as Exhibit 4.2 to the Company's Form 8-K dated June 12, 2003 and incorporated herein by reference\).](#)

- 4.9 [Supplemental Indenture No. 8 dated as of February 9, 2004, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee \(filed as Exhibit 4.2 to the Company's Form 8-K dated February 9, 2004 and incorporated herein by reference\).](#)
- 4.10 [Supplemental Indenture No. 9 dated as of March 22, 2004, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee \(filed as Exhibit 4.2 to the Company's Form 8-K dated March 22, 2004 and incorporated herein by reference\).](#)
- 4.11 [Supplemental Indenture No. 10 dated as of January 25, 2005, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee \(filed as Exhibit 4.2 to the Company's Form 8-K dated January 25, 2005 and incorporated herein by reference\).](#)
- 4.12 [Supplemental Indenture No. 11 dated as of April 15, 2005, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee \(filed as Exhibit 4.2 to the Company's Form 8-K dated April 15, 2005 and incorporated herein by reference\).](#)
- 4.13 [Supplemental Indenture No. 12 dated as of November 30, 2005, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee \(filed as Exhibit 4.2 to the Company's Form 8-K dated November 30, 2005 and incorporated herein by reference\).](#)
- 4.14 [Supplemental Indenture No. 13 dated as of January 24, 2006, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee \(filed as Exhibit 4.2 to the Company's Form 8-K dated January 18, 2006 and incorporated herein by reference\).](#)
- 4.15 [Supplemental Indenture No. 14 dated as of August 14, 2009, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee \(filed as Exhibit 4.2 to the Company's Form 8-K dated August 14, 2009 and incorporated herein by reference\).](#)
- 4.16 [Supplemental Indenture No. 15 dated as of April 19, 2012, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee \(filed as Exhibit 4.2 to the Company's Form 8-K dated April 19, 2012 and incorporated herein by reference\).](#)
- 4.17 [Supplemental Indenture No. 16 dated as of November 20, 2012, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee. \(filed as Exhibit 4.2 to the Company's Form 8-K dated November 20, 2012 and incorporated herein by reference\).](#)
- 4.18 [Supplemental Indenture No. 17 dated as of May 8, 2013, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee \(filed as Exhibit 4.2 to the Company's Form 8-K dated May 8, 2013 and incorporated herein by reference\).](#)

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<b>Exhibit Number</b>	<b>Exhibit Title</b>
10.1	<a href="#">Contribution and Exchange Agreement among The MK Contributors, The MK Entities, The Patriot Contributors, The Patriot Entities, Patriot American Management and Leasing Corp., Cali Realty, L.P. and Cali Realty Corporation, dated September 18, 1997 (filed as Exhibit 10.98 to the Company's Form 8-K dated September 19, 1997 and incorporated herein by reference).</a>
10.2	<a href="#">First Amendment to Contribution and Exchange Agreement, dated as of December 11, 1997, by and among the Company and the Mack Group (filed as Exhibit 10.99 to the Company's Form 8-K dated December 11, 1997 and incorporated herein by reference).</a>
10.3	<a href="#">Employee Stock Option Plan of Mack-Cali Realty Corporation (filed as Exhibit 10.1 to the Company's Post-Effective Amendment No. 1 to Form S-8, Registration No. 333-44443, and incorporated herein by reference).</a>
10.4	<a href="#">Director Stock Option Plan of Mack-Cali Realty Corporation (filed as Exhibit 10.2 to the Company's Post-Effective Amendment No. 1 to Form S-8, Registration No. 333-44443, and incorporated herein by reference).</a>
10.5	<a href="#">2000 Employee Stock Option Plan (filed as Exhibit 10.1 to the Company's Registration Statement on Form S-8, Registration No. 333-52478, and incorporated herein by reference).</a>
10.6	<a href="#">First Amendment to the 2000 Employee Stock Option Plan (filed as Exhibit 10.17 to the Company's Form 10-Q dated June 30, 2002 and incorporated herein by reference).</a>
10.7	<a href="#">Amended and Restated 2000 Director Stock Option Plan (filed as Exhibit 10.2 to the Company's Post-Effective Amendment No. 1 to Registration Statement on Form S-8, Registration No. 333-100244, and incorporated herein by reference).</a>
10.8	<a href="#">Mack-Cali Realty Corporation 2004 Incentive Stock Plan (filed as Exhibit 10.1 to the Company's Registration Statement on Form S-8, Registration No. 333-116437, and incorporated herein by reference).</a>
10.9	<a href="#">Amended and Restated Mack-Cali Realty Corporation Deferred Compensation Plan for Directors (filed as Exhibit 10.3 to the Company's Form 8-K dated December 9, 2008 and incorporated herein by reference).</a>
10.10	<a href="#">Mack-Cali Realty Corporation 2013 Incentive Stock Plan (filed as Exhibit 10.1 to the Company's Registration Statement on Form S-8</a>

[Registration No. 333-188729, and incorporated herein by reference\).](#)

- 10.11 [Indemnification Agreement by and between Mack-Cali Realty Corporation and William L. Mack dated October 22, 2002 \(filed as Exhibit 10.101 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference\).](#)
- 10.12 [Indemnification Agreement by and between Mack-Cali Realty Corporation and Alan S. Bernikow dated May 20, 2004 \(filed as Exhibit 10.104 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference\).](#)
- 10.13 [Indemnification Agreement by and between Mack-Cali Realty Corporation and Kenneth M. Duberstein dated September 13, 2005 \(filed as Exhibit 10.106 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference\).](#)
- 10.14 [Indemnification Agreement by and between Mack-Cali Realty Corporation and Nathan Gantcher dated October 22, 2002 \(filed as Exhibit 10.107 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference\).](#)
- 10.15 [Indemnification Agreement by and between Mack-Cali Realty Corporation and David S. Mack dated December 11, 1997 \(filed as Exhibit 10.108 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference\).](#)
- 10.16 [Indemnification Agreement by and between Mack-Cali Realty Corporation and Alan G. Philibosian dated October 22, 2002 \(filed as Exhibit 10.109 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference\).](#)
- 10.17 [Indemnification Agreement by and between Mack-Cali Realty Corporation and Irvin D. Reid dated October 22, 2002 \(filed as Exhibit 10.110 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference\).](#)
- 10.18 [Indemnification Agreement by and between Mack-Cali Realty Corporation and Vincent Tese dated October 22, 2002 \(filed as Exhibit 10.111 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference\).](#)
- 10.19 [Indemnification Agreement by and between Mack-Cali Realty Corporation and Roy J. Zuckerberg dated October 22, 2002 \(filed as Exhibit 10.113 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference\).](#)

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Exhibit Number	Exhibit Title
10.20	<a href="#">Indemnification Agreement by and between Mack-Cali Realty Corporation and Rebecca Robertson dated September 27, 2016 (filed as Exhibit 10.107 to the Company's Annual Report on Form 10-K for the year ended December 31, 2016 and incorporated herein by reference).</a>
10.21	<a href="#">Indemnification Agreement by and between Mack-Cali Realty Corporation and Anthony Krug dated October 22, 2002 (filed as Exhibit 10.32 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 and incorporated herein by reference).</a>
10.22	<a href="#">Indemnification Agreement by and between Mack-Cali Realty Corporation and Jonathan Litt dated March 3, 2014 (filed as Exhibit 10.33 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 and incorporated herein by reference).</a>
10.23	<a href="#">Indemnification Agreement by and between Mack-Cali Realty Corporation and Gary T. Wagner dated November 11, 2011 (filed as Exhibit 10.30 to the Company's Annual Report on Form 10-K for the year ended December 31, 2014 and incorporated herein by reference).</a>
10.24	<a href="#">Second Amendment to Contribution and Exchange Agreement, dated as of June 27, 2000, between RMC Development Company, LLC f/k/a Robert Martin Company, LLC, Robert Martin Eastview North Company, L.P., the Company and the Operating Partnership (filed as Exhibit 10.44 to the Company's Form 10-K dated December 31, 2002 and incorporated herein by reference).</a>
10.25	<a href="#">Contribution and Exchange Agreement by and between Mack-Cali Realty, L.P. and Tenth Springhill Lake Associates L.L.L.P., Eleventh Springhill Lake Associates L.L.L.P., Twelfth Springhill Lake Associates L.L.L.P., Fourteenth Springhill Lake Associates L.L.L.P., each a Maryland limited liability limited partnership, Greenbelt Associates, a Maryland general partnership, and Sixteenth Springhill Lake Associates L.L.L.P., a Maryland limited liability limited partnership, and certain other natural persons, dated as of November 21, 2005 (filed as Exhibit 10.69 to the Company's Form 10-K dated December 31, 2005 and incorporated herein by reference).</a>
10.26	<a href="#">Agreement of Purchase and Sale among SLG Broad Street A LLC and SLG Broad Street C LLC, as Sellers, and M-C Broad 125 A L.L.C. and M-C Broad 125 C L.L.C., as Purchasers, dated as of March 15, 2007 (filed as Exhibit 10.121 to the Company's Form 10-Q dated March 31, 2007 and incorporated herein by reference).</a>
10.27	<a href="#">Mortgage and Security Agreement and Financing Statement dated October 28, 2008 between M-C Plaza V L.L.C., Cal-Harbor V Urban Renewal Associates, L.P., Cal-Harbor V Leasing Associates L.L.C., as Mortgagors and The Northwestern Mutual Life Insurance Company and New York Life Insurance Company as Mortgagees (filed as Exhibit 10.131 to the Company's Form 10-Q dated</a>

[September 30, 2008 and incorporated herein by reference\).](#)

- 10.28 [Promissory Note of M-C Plaza V L.L.C., Cal-Harbor V Urban Renewal Associates, L.P., Cal-Harbor V Leasing Associates L.L.C., as Borrowers, in favor of The Northwestern Mutual Life Insurance Company, as Lender, in the principal amount of \\$120,000,000, dated October 28, 2008. \(filed as Exhibit 10.132 to the Company's Form 10-Q dated September 30, 2008 and incorporated herein by reference\).](#)
- 10.29 [Promissory Note of M-C Plaza V L.L.C., Cal-Harbor V Urban Renewal Associates, L.P., Cal-Harbor V Leasing Associates L.L.C., as Borrowers, in favor of New York Life Insurance Company, as Lender, in the principal amount of \\$120,000,000, dated October 28, 2008 \(filed as Exhibit 10.133 to the Company's Form 10-Q dated September 30, 2008 and incorporated herein by reference\).](#)
- 10.30 [Guarantee of Recourse Obligations of Mack-Cali Realty, L.P. in favor of The Northwestern Mutual Life Insurance Company and New York Life Insurance Company dated October 28, 2008 \(filed as Exhibit 10.134 to the Company's Form 10-Q dated September 30, 2008 and incorporated herein by reference\).](#)
- 10.31 [Amended and Restated Master Loan Agreement dated as of January 15, 2010 among Mack-Cali Realty, L.P., and Affiliates of Mack-Cali Realty Corporation and Mack-Cali Realty, L.P., as Borrowers, Mack-Cali Realty Corporation and Mack-Cali Realty L.P., as Guarantors and The Prudential Insurance Company of America and VPCM, LLC, as Lenders \(filed as Exhibit 10.1 to the Company's Form 8-K dated January 15, 2010 and incorporated herein by reference\).](#)

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<b>Exhibit Number</b>	<b>Exhibit Title</b>
10.32	<a href="#">Partial Recourse Guaranty of Mack-Cali Realty, L.P. dated as of January 15, 2010 to The Prudential Insurance Company of America and VPCM, LLC (filed as Exhibit 10.2 to the Company's Form 8-K dated January 15, 2010 and incorporated herein by reference).</a>
10.33	<a href="#">Amended, Restated and Consolidated Mortgage and Security Agreement and Financing Statement dated as of January 15, 2010 by Mack-Cali Realty, L.P., as Borrower, to The Prudential Insurance Company of America and VPCM, LLC, as Mortgagees with respect to Mack-Cali Centre I in Bergen County, New Jersey (filed as Exhibit 10.165 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</a>
10.34	<a href="#">Amended, Restated and Consolidated Mortgage and Security Agreement and Financing Statement dated as of January 15, 2010 by Mack-Cali Realty, L.P., as Borrower, to The Prudential Insurance Company of America and VPCM, LLC, as Mortgagees with respect to Mack-Cali Centre II in Bergen County, New Jersey (filed as Exhibit 10.166 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</a>
10.35	<a href="#">Amended, Restated and Consolidated Mortgage and Security Agreement and Financing Statement dated as of January 15, 2010 by Mack-Cali Realty, L.P., as Borrower, to The Prudential Insurance Company of America and VPCM, LLC, as Mortgagees with respect to Mack-Cali Centre III in Bergen County, New Jersey (filed as Exhibit 10.167 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</a>
10.36	<a href="#">Amended, Restated and Consolidated Mortgage and Security Agreement and Financing Statement dated as of January 15, 2010 by Mack-Cali Realty, L.P., as Borrower, to The Prudential Insurance Company of America and VPCM, LLC, as Mortgagees with respect to Mack-Cali Centre IV in Bergen County, New Jersey filed as Exhibit 10.168 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</a>
10.37	<a href="#">Amended, Restated and Consolidated Mortgage and Security Agreement and Financing Statement dated as of January 15, 2010 by Mack-Cali F Properties, L.P., as Borrower, to The Prudential Insurance Company of America and VPCM, LLC, as Mortgagees with respect to Mack-Cali Centre VII in Bergen County, New Jersey (filed as Exhibit 10.169 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</a>
10.38	<a href="#">Amended, Restated and Consolidated Mortgage and Security Agreement and Financing Statement dated as of January 15, 2010 by Mack-Cali Chestnut Ridge, L.L.C., as Borrower, to The Prudential Insurance Company of America and VPCM, LLC, as Mortgagees with respect to Mack-Cali Corp. Center in Bergen County, New Jersey (filed as Exhibit 10.170 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</a>
10.39	<a href="#">Amended, Restated and Consolidated Mortgage and Security Agreement and Financing Statement dated as of January 15, 2010 by Mack-Cali Realty, L.P., as Borrower, to The Prudential Insurance Company of America and VPCM, LLC, as Mortgagees with respect to Mack-Cali Saddle River in Bergen County, New Jersey (filed as Exhibit 10.171 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</a>
10.40	<a href="#">Amended, Restated and Consolidated Promissory Note dated January 15, 2010 of Mack-Cali Realty, L.P. in favor of The Prudential Insurance Company of America with respect to Mack-Cali Centre I in Bergen County, New Jersey (filed as Exhibit 10.172 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</a>
10.41	<a href="#">Amended, Restated and Consolidated Promissory Note dated January 15, 2010 of Mack-Cali Realty, L.P. in favor of VPCM, LLC</a>

[with respect to Mack-Cali Centre I in Bergen County, New Jersey \(filed as Exhibit 10.173 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference\).](#)

10.42 [Amended, Restated and Consolidated Promissory Note dated January 15, 2010 of Mack-Cali Realty, L.P. in favor of The Prudential Insurance Company of America with respect to Mack-Cali Centre II in Bergen County, New Jersey \(filed as Exhibit 10.174 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference\).](#)

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<b>Exhibit Number</b>	<b>Exhibit Title</b>
10.43	<a href="#">Amended, Restated and Consolidated Promissory Note dated January 15, 2010 of Mack-Cali Realty, L.P. in favor of VPCM, LLC with respect to Mack-Cali Centre II in Bergen County, New Jersey (filed as Exhibit 10.175 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</a>
10.44	<a href="#">Amended, Restated and Consolidated Promissory Note dated January 15, 2010 of Mack-Cali Realty, L.P. in favor of The Prudential Insurance Company of America with respect to Mack-Cali Centre III in Bergen County, New Jersey (filed as Exhibit 10.176 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</a>
10.45	<a href="#">Amended, Restated and Consolidated Promissory Note dated January 15, 2010 of Mack-Cali Realty, L.P. in favor of VPCM, LLC with respect to Mack-Cali Centre III in Bergen County, New Jersey (filed as Exhibit 10.177 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</a>
10.46	<a href="#">Amended, Restated and Consolidated Promissory Note dated January 15, 2010 of Mack-Cali Realty, L.P. in favor of The Prudential Insurance Company of America with respect to Mack-Cali Centre IV in Bergen County, New Jersey (filed as Exhibit 10.178 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</a>
10.47	<a href="#">Amended, Restated and Consolidated Promissory Note dated January 15, 2010 of Mack-Cali Realty, L.P. in favor of VPCM, LLC with respect to Mack-Cali Centre IV in Bergen County, New Jersey (filed as Exhibit 10.179 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</a>
10.48	<a href="#">Amended, Restated and Consolidated Promissory Note dated January 15, 2010 of Mack-Cali F Properties, L.P. in favor of The Prudential Insurance Company of America with respect to Mack-Cali Centre VII in Bergen County, New Jersey (filed as Exhibit 10.180 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</a>
10.49	<a href="#">Amended, Restated and Consolidated Promissory Note dated January 15, 2010 of Mack-Cali F Properties, L.P. in favor of VPCM, LLC with respect to Mack-Cali Centre VII in Bergen County, New Jersey (filed as Exhibit 10.181 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</a>
10.50	<a href="#">Amended, Restated and Consolidated Promissory Note dated January 15, 2010 of Mack-Cali Chestnut Ridge, L.L.C. in favor of The Prudential Insurance Company of America with respect to Mack-Cali Corp. Center in Bergen County, New Jersey (filed as Exhibit 10.182 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</a>
10.51	<a href="#">Amended, Restated and Consolidated Promissory Note dated January 15, 2010 of Mack-Cali Chestnut Ridge, L.L.C. in favor of VPCM, LLC with respect to Mack-Cali Corp. Center in Bergen County, New Jersey (filed as Exhibit 10.183 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</a>
10.52	<a href="#">Amended, Restated and Consolidated Promissory Note dated January 15, 2010 of Mack-Cali Realty, L.P. in favor of The Prudential Insurance Company of America with respect to Mack-Cali Saddle River in Bergen County, New Jersey (filed as Exhibit 10.184 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</a>
10.53	<a href="#">Amended, Restated and Consolidated Promissory Note dated January 15, 2010 of Mack-Cali Realty, L.P. in favor of VPCM, LLC with respect to Mack-Cali Saddle River in Bergen County, New Jersey (filed as Exhibit 10.185 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</a>
10.54	<a href="#">Recourse Liabilities Guaranty dated January 15, 2010 of Mack-Cali Realty Corporation and Mack-Cali Realty, L.P. to The Prudential Insurance Company of America and VPCM, LLC with respect to certain liabilities of Mack-Cali Realty, L.P. with respect to Mack-Cali Centre I in Bergen County, New Jersey (filed as Exhibit 10.186 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</a>
10.55	<a href="#">Recourse Liabilities Guaranty dated January 15, 2010 of Mack-Cali Realty Corporation and Mack-Cali Realty, L.P. to The Prudential Insurance Company of America and VPCM, LLC with respect to certain liabilities of Mack-Cali Realty, L.P. with respect to Mack-Cali Centre II in Bergen County, New Jersey (filed as Exhibit 10.187 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</a>
10.56	<a href="#">Recourse Liabilities Guaranty dated January 15, 2010 of Mack-Cali Realty Corporation and Mack-Cali Realty, L.P. to The Prudential Insurance Company of America and VPCM, LLC with respect to certain liabilities of Mack-Cali Realty, L.P. with respect to Mack-Cali</a>



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<u>Exhibit Number</u>	<u>Exhibit Title</u>
10.57	<u>Recourse Liabilities Guaranty dated January 15, 2010 of Mack-Cali Realty Corporation and Mack-Cali Realty, L.P. to The Prudential Insurance Company of America and VPCM, LLC with respect to certain liabilities of Mack-Cali Realty, L.P. with respect to Mack-Cali Centre IV in Bergen County, New Jersey (filed as Exhibit 10.189 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</u>
10.58	<u>Recourse Liabilities Guaranty dated January 15, 2010 of Mack-Cali Realty Corporation and Mack-Cali Realty, L.P. to The Prudential Insurance Company of America and VPCM, LLC with respect to certain liabilities of Mack-Cali F Properties, L.P. with respect to Mack-Cali Centre VII in Bergen County, New Jersey (filed as Exhibit 10.190 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</u>
10.59	<u>Recourse Liabilities Guaranty dated January 15, 2010 of Mack-Cali Realty Corporation and Mack-Cali Realty, L.P. to The Prudential Insurance Company of America and VPCM, LLC with respect to certain liabilities of Mack-Cali Chestnut Ridge, L.L.C. with respect to Mack-Cali Corp. Center in Bergen County, New Jersey (filed as Exhibit 10.191 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</u>
10.60	<u>Recourse Liabilities Guaranty dated January 15, 2010 of Mack-Cali Realty Corporation and Mack-Cali Realty, L.P. to The Prudential Insurance Company of America and VPCM, LLC with respect to certain liabilities of Mack-Cali Realty, L.P. with respect to Mack-Cali Saddle River in Bergen County, New Jersey (filed as Exhibit 10.192 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</u>
10.61	<u>Amended and Restated Irrevocable Cross Collateral Guaranty of Payment and Performance dated January 15, 2010 of Mack-Cali Realty, L.P. to The Prudential Insurance Company of America and VPCM, LLC with respect to Mack-Cali Centre I in Bergen County, New Jersey (filed as Exhibit 10.193 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</u>
10.62	<u>Amended and Restated Irrevocable Cross Collateral Guaranty of Payment and Performance dated January 15, 2010 of Mack-Cali Realty, L.P. to The Prudential Insurance Company of America and VPCM, LLC with respect to Mack-Cali Centre II in Bergen County, New Jersey (filed as Exhibit 10.194 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</u>
10.63	<u>Amended and Restated Irrevocable Cross Collateral Guaranty of Payment and Performance dated January 15, 2010 of Mack-Cali Realty, L.P. to The Prudential Insurance Company of America and VPCM, LLC with respect to Mack-Cali Centre III in Bergen County, New Jersey (filed as Exhibit 10.195 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</u>
10.64	<u>Amended and Restated Irrevocable Cross Collateral Guaranty of Payment and Performance dated January 15, 2010 of Mack-Cali Realty, L.P. to The Prudential Insurance Company of America and VPCM, LLC with respect to Mack-Cali Centre IV in Bergen County, New Jersey (filed as Exhibit 10.196 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</u>
10.65	<u>Amended and Restated Irrevocable Cross Collateral Guaranty of Payment and Performance dated January 15, 2010 of Mack-Cali F Properties, L.P. to The Prudential Insurance Company of America and VPCM, LLC with respect to Mack-Cali Centre VII in Bergen County, New Jersey (filed as Exhibit 10.197 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</u>
10.66	<u>Amended and Restated Irrevocable Cross Collateral Guaranty of Payment and Performance dated January 15, 2010 of Mack-Cali Chestnut Ridge, L.L.C. to The Prudential Insurance Company of America and VPCM, LLC with respect to Mack-Cali Corp. Center in Bergen County, New Jersey (filed as Exhibit 10.198 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</u>
10.67	<u>Amended and Restated Irrevocable Cross Collateral Guaranty of Payment and Performance dated January 15, 2010 of Mack-Cali Realty, L.P. to The Prudential Insurance Company of America and VPCM, LLC with respect to Mack-Cali Saddle River in Bergen County, New Jersey (filed as Exhibit 10.199 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).</u>
10.68	<u>Development Agreement dated December 5, 2011 by and between M-C Plaza VI &amp; VII L.L.C. and Ironstate Development LLC (filed as Exhibit 10.1 to the Company's Form 8-K dated December 5, 2011 and incorporated herein by reference).</u>
10.69	<u>Form of Amended and Restated Limited Liability Company Agreement (filed as Exhibit 10.2 to the Company's Form 8-K dated December 5, 2011 and incorporated herein by reference).</u>

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<b>Exhibit Number</b>	<b>Exhibit Title</b>
10.70	<a href="#"><u>Third Amended and Restated Revolving Credit Agreement among Mack-Cali Realty, L.P., as borrower, and JPMorgan Chase Bank, N.A., as the administrative agent, the other agents listed therein and the lending institutions party thereto and referred to therein dated as of October 21, 2011 (filed as Exhibit 10.134 to the Company's Form 10-Q dated September 30, 2011 and incorporated herein by reference).</u></a>
10.71	<a href="#"><u>Fourth Amended and Restated Revolving Credit Agreement dated as of July 16, 2013 among Mack Cali Realty, L.P., as borrower, Mack-Cali Realty Corporation, as guarantor, and JPMorgan Chase Bank, N.A., as administrative agent and the several Lenders party thereto, as lenders (filed as Exhibit 10.1 to the Company's Form 8-K dated July 16, 2013 and incorporated herein by reference).</u></a>
10.72	<a href="#"><u>Form of Restricted share Award Agreement effective December 10, 2013 by and between Mack-Cali Realty Corporation and each of Mitchell E. Hersh, Barry Lefkowitz, Roger W. Thomas and Anthony Krug (filed as Exhibit 10.1 to the Company's Form 8-K dated December 10, 2013 and incorporated herein by reference).</u></a>
10.73	<a href="#"><u>Form of Restricted Share Award Agreement effective December 10, 2013 by and between Mack-Cali Realty Corporation and each of William L. Mack, Alan S. Bernikow, Kenneth M. Duberstein, Nathan Gantcher, David S. Mack, Alan G. Philibosian, Dr. Irvin D. Reid, Vincent Tese and Roy J. Zuckerberg (filed as Exhibit 10.2 to the Company's Form 8-K dated December 10, 2013 and incorporated herein by reference).</u></a>
10.74	<a href="#"><u>Form of Restricted Share Award Agreement effective December 9, 2014 by and between Mack-Cali Realty Corporation and each of William L. Mack, Alan S. Bernikow, Kenneth M. Duberstein, Nathan Gantcher, Jonathan Litt, David S. Mack, Alan G. Philibosian, Dr. Irvin D. Reid, Vincent Tese and Roy J. Zuckerberg (filed as Exhibit 10.1 to the Company's Form 8-K dated December 9, 2014 and incorporated herein by reference).</u></a>
10.75	<a href="#"><u>Membership Interest and Asset Purchase Agreement, dated as of October 8, 2012 (the "Purchase Agreement"), by and among Mack-Cali Realty, L.P., Mack-Cali Realty Corporation, Mack-Cali Realty Acquisition Corp., Roseland Partners, L.L.C., and, for the limited purposes stated in the Purchase Agreement, each of Marshall B. Tycher, Bradford R. Klatt and Carl Goldberg (filed as Exhibit 10.1 to the Company's Form 8-K dated October 8, 2012 and incorporated herein by reference).</u></a>
10.76	<a href="#"><u>Purchase and Sale Agreement, dated as of January 17, 2013 by and between Overlook Ridge Phase I, L.L.C., Overlook Ridge Phase IB, L.L.C. and Mack-Cali Realty Acquisition Corp. (filed as Exhibit 10.1 to the Company's Form 8-K dated January 17, 2012 and incorporated herein by reference).</u></a>
10.77	<a href="#"><u>Agreement of Sale and Purchase dated as of July 15, 2013 by and between Mack-Cali Pennsylvania Realty Associates, L.P., as seller, and Westlakes KPG III, LLC and Westlakes Land KPG III, LLC, as purchasers (filed as Exhibit 10.1 to the Company's Form 8-K dated July 18, 2013 and incorporated herein by reference).</u></a>
10.78	<a href="#"><u>Agreement of Sale and Purchase dated as of July 15, 2013 by and between M-C Rosetree Associates, L.P., as seller, and Rosetree KPG III, LLC and Rosetree Land KPG III, LLC, as purchasers (filed as Exhibit 10.2 to the Company's Form 8-K dated July 18, 2013 and incorporated herein by reference).</u></a>
10.79	<a href="#"><u>Agreement of Sale and Purchase dated as of July 15, 2013 by and between Mack-Cali-R Company No. 1 L.P., as seller, and Plymouth Meeting KPG III, LLC, as purchaser (filed as Exhibit 10.3 to the Company's Form 8-K dated July 18, 2013 and incorporated herein by reference).</u></a>
10.80	<a href="#"><u>Agreement of Sale and Purchase dated as of July 15, 2013 by and between Stevens Airport Realty Associates L.P., as seller, and Airport Land KPG III, LLC, as purchaser (filed as Exhibit 10.4 to the Company's Form 8-K dated July 18, 2013 and incorporated herein by reference).</u></a>
10.81	<a href="#"><u>Agreement of Sale and Purchase dated as of July 15, 2013 by and between Mack-Cali Airport Realty Associates L.P., as seller, and 100 Airport KPG III, LLC, 200 Airport KPG III, LLC and 300 Airport KPG III, LLC, as purchasers (filed as Exhibit 10.5 to the Company's Form 8-K dated July 18, 2013 and incorporated herein by reference).</u></a>
10.82	<a href="#"><u>Agreement of Sale and Purchase dated as of July 15, 2013 by and between Mack-Cali Property Trust, as seller, and 1000 Madison KPG III, LLC, as purchaser (filed as Exhibit 10.6 to the Company's Form 8-K dated July 18, 2013 and incorporated herein by reference).</u></a>

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<b>Exhibit Number</b>	<b>Exhibit Title</b>
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- 10.83 [Agreement of Sale and Purchase dated as of July 15, 2013 by and between Monument 150 Realty L.L.C., as seller, and Monument KPG III, LLC, as purchaser \(filed as Exhibit 10.7 to the Company's Form 8-K dated July 18, 2013 and incorporated herein by reference\).](#)
- 10.84 [Agreement of Sale and Purchase dated as of July 15, 2013 by and between 4 Sentry Realty L.L.C. and Five Sentry Realty Associates L.P., as sellers, and Four Sentry KPG, LLC and Five Sentry KPG III, LLC, as purchasers \(filed as Exhibit 10.8 to the Company's Form 8-K dated July 18, 2013 and incorporated herein by reference\).](#)
- 10.85 [Agreement of Sale and Purchase dated as of February 24, 2014 by and between Talleyrand Realty Associates, L.L.C., as seller, and H'Y2 Talleyrand, LLC, as purchaser \(filed as Exhibit 10.1 to the Company's Form 8-K dated February 24, 2014 and incorporated herein by reference\).](#)
- 10.86 [Agreement of Sale and Purchase dated as of February 24, 2014 by and between 400 Chestnut Realty L.L.C., as seller, and H'Y2 400 Chestnut Ridge, LLC, as purchaser \(filed as Exhibit 10.2 to the Company's Form 8-K dated February 24, 2014 and incorporated herein by reference\).](#)
- 10.87 [Agreement of Sale and Purchase dated as of February 24, 2014 by and between 470 Chestnut Realty L.L.C., as seller, and H'Y2 470 Chestnut Ridge, LLC, as purchaser \(filed as Exhibit 10.3 to the Company's Form 8-K dated February 24, 2014 and incorporated herein by reference\).](#)
- 10.88 [Agreement of Sale and Purchase dated as of February 24, 2014 by and between 530 Chestnut Realty L.L.C., as seller, and H'Y2 530 Chestnut Ridge, LLC, as purchaser \(filed as Exhibit 10.4 to the Company's Form 8-K dated February 24, 2014 and incorporated herein by reference\).](#)
- 10.89 [Agreement of Sale and Purchase dated as of February 24, 2014 by and between Mack-Cali Taxter Associates, L.L.C., as seller, and H'Y2 Taxter, LLC, as purchaser \(filed as Exhibit 10.5 to the Company's Form 8-K dated February 24, 2014 and incorporated herein by reference\).](#)
- 10.90 [Agreement of Sale and Purchase dated as of February 24, 2014 by and between Mack-Cali CW Realty Associates, L.L.C., as seller, and H'Y2 570 Taxter, LLC, as purchaser \(filed as Exhibit 10.6 to the Company's Form 8-K dated February 24, 2014 and incorporated herein by reference\).](#)
- 10.91 [Agreement of Sale and Purchase dated as of February 24, 2014 by and between 1717 Realty Associates L.L.C., as seller, and H'Y2 Ruote 208, LLC, as purchaser \(filed as Exhibit 10.7 to the Company's Form 8-K dated February 24, 2014 and incorporated herein by reference\).](#)
- 10.92 [Agreement of Sale and Purchase dated as of February 24, 2014 by and between Knightsbridge Realty L.L.C., as seller, and H'Y2 400 Knightsbridge, LLC, as purchaser \(filed as Exhibit 10.8 to the Company's Form 8-K dated February 24, 2014 and incorporated herein by reference\).](#)
- 10.93 [Agreement of Sale and Purchase dated as of February 24, 2014 by and between Kemble Plaza II Realty L.L.C., as seller, and H'Y2 400 Mt Kemble, LLC, as purchaser \(filed as Exhibit 10.9 to the Company's Form 8-K dated February 24, 2014 and incorporated herein by reference\).](#)
- 10.94 [Agreement of Sale and Purchase dated as of February 24, 2014 by and between 1266 Soundview Realty L.L.C., as seller, and H'Y2 Stamford, LLC, as purchaser \(filed as Exhibit 10.10 to the Company's Form 8-K dated February 24, 2014 and incorporated herein by reference\).](#)
- 10.95 [Agreement dated February 28, 2014 by and among Mack-Cali Realty Corporation, Land & Buildings Capital Growth Fund, L.P., Land & Buildings Investment Management, LLC and Jonathan Litt \(filed as Exhibit 10.116 to the Company's Annual Report on Form 10-K for the year ended December 31, 2013 and incorporated herein by reference\).](#)
- 10.96 [Settlement and General Release Agreement dated March 1, 2014 by and between Mack-Cali Realty Corporation and Barry Lefkowitz \(filed as Exhibit 10.117 to the Company's Annual Report on Form 10-K for the year ended December 31, 2013 and incorporated herein by reference\).](#)

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<b>Exhibit Number</b>	<b>Exhibit Title</b>
10.97	<a href="#"><u>Settlement and General Release Agreement dated March 1, 2014 by and between Mack-Cali Realty Corporation and Roger W. Thomas (filed as Exhibit 10.118 to the Company's Annual Report on Form 10-K for the year ended December 31, 2013 and incorporated herein by reference).</u></a>
10.98	<a href="#"><u>Restricted share Award Agreement effective March 19, 2014 by and between Mack-Cali Realty Corporation and Anthony Krug (filed as Exhibit 10.1 to the Company's Form 8-K dated March 21, 2014 and incorporated herein by reference).</u></a>

- 10.99 [Separation Agreement dated July 18, 2014 by and between Roseland Management Services, L.P. and Bradford R. Klatt \(filed as Exhibit 10.122 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014 and incorporated herein by reference\).](#)
- 10.100 [Separation Agreement dated July 18, 2014 by and between Roseland Management Services, L.P. and Carl Goldberg \(filed as Exhibit 10.123 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014 and incorporated herein by reference\).](#)
- 10.101 [Amendment to Membership Interest and Asset Purchase Agreement, dated as of July 18, 2014, by and among Mack-Cali Realty, L.P., Mack-Cali Realty Corporation, Mack-Cali Realty Acquisition Corp., Canoe Brook Investors, L.L.C. \(formerly known as Roseland Partners, L.L.C.\), Marshall B. Tycher, Bradford R. Klatt and Carl Goldberg \(filed as Exhibit 10.124 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014 and incorporated herein by reference\).](#)
- 10.102 [Consulting Agreement dated July 18, 2014 by and between Roseland Management Services, L.P. and Carl Goldberg and Devra Goldberg \(filed as Exhibit 10.125 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014 and incorporated herein by reference\).](#)
- 10.103 [Separation Agreement dated November 4, 2014 by and between Mack-Cali Realty Corporation and Mitchell E. Hersh \(filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated November 4, 2014 and incorporated herein by reference\).](#)
- 10.104 [Severance Agreement dated March 4, 2015 by and between Anthony Krug and Mack-Cali Realty Corporation \(filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated March 4, 2015 and incorporated herein by reference\).](#)
- 10.105 [Severance Agreement dated March 4, 2015 by and between Gary T. Wagner and Mack-Cali Realty Corporation \(filed as Exhibit 10.2 to the Company's Current Report on Form 8-K dated March 4, 2015 and incorporated herein by reference\).](#)
- 10.106 [Employment Agreement dated June 3, 2015 by and between Mitchell E. Rudin and Mack-Cali Realty Corporation \(filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated June 3, 2015 and incorporated herein by reference\).](#)
- 10.107 [Employment Agreement dated June 3, 2015 by and between Michael J. DeMarco and Mack-Cali Realty Corporation \(filed as Exhibit 10.2 to the Company's Current Report on Form 8-K dated June 3, 2015 and incorporated herein by reference\).](#)
- 10.108 [Indemnification Agreement dated June 3, 2015 by and between Mitchell E. Rudin and Mack-Cali Realty Corporation \(filed as Exhibit 10.129 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015 and incorporated herein by reference\).](#)
- 10.109 [Indemnification Agreement dated June 3, 2015 by and between Michael J. DeMarco and Mack-Cali Realty Corporation \(filed as Exhibit 10.130 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015 and incorporated herein by reference\).](#)
- 10.110 [Indemnification Agreement dated September 22, 2015 by and between Marshall B. Tycher and Mack-Cali Realty Corporation \(filed as Exhibit 10.131 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015 and incorporated herein by reference\).](#)
- 10.111 [Employment Agreement dated October 23, 2012 by and between Marshall B. Tycher and Mack-Cali Realty Corporation \(filed as Exhibit 10.132 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015 and incorporated herein by reference\).](#)
- 10.112 [Indemnification Agreement dated June 10, 2013 by and between Ricardo Cardoso and Mack-Cali Realty Corporation \(filed as Exhibit 10.133 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015 and incorporated herein by reference\).](#)

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Exhibit Number	Exhibit Title
10.113	<a href="#">Term Loan Agreement dated as of January 7, 2016 among Mack Cali Realty, L.P., as borrower, Mack-Cali Realty Corporation, as guarantor, Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated, J.P. Morgan Securities LLC and Wells Fargo Securities LLC as joint lead arrangers and joint bookrunners, Bank of American, N.A., as administrative agent, JPMorgan Chase Bank, N.A., Wells Fargo Bank, N.A. and Capital One, National Association, as syndication agents, U.S. Bank National Association, as documentation agent, and the several Lenders party thereto, as lenders (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated January 6, 2016 and incorporated herein by reference).</a>
10.114	<a href="#">International Swaps and Derivatives Association, Inc. 2002 Master Agreement dated as of December 30, 2015 by and between Capital One, National Association and Mack-Cali Realty, L.P. (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K dated January 6, 2016 and incorporated herein by reference).</a>

- 10.115 [International Swaps and Derivatives Association, Inc. 2002 Master Agreement dated as of January 4, 2016 by and between Citibank, N.A. and Mack-Cali Realty, L.P. \(filed as Exhibit 10.3 to the Company's Current Report on Form 8-K dated January 6, 2016 and incorporated herein by reference\).](#)
- 10.116 [International Swaps and Derivatives Association, Inc. 2002 Master Agreement dated as of January 6, 2016 by and between Comerica Bank and Mack-Cali Realty, L.P. \(filed as Exhibit 10.4 to the Company's Current Report on Form 8-K dated January 6, 2016 and incorporated herein by reference\).](#)
- 10.117 [International Swaps and Derivatives Association, Inc. 2002 Master Agreement dated as of January 5, 2016 by and between PNC Bank, National Association and Mack-Cali Realty, L.P. \(filed as Exhibit 10.5 to the Company's Current Report on Form 8-K dated January 6, 2016 and incorporated herein by reference\).](#)
- 10.118 [International Swaps and Derivatives Association, Inc. 2002 Master Agreement dated as of December 21, 2015 by and between U.S. Bank National Association and Mack-Cali Realty, L.P. \(filed as Exhibit 10.6 to the Company's Current Report on Form 8-K dated January 6, 2016 and incorporated herein by reference\).](#)
- 10.119 [Form of 2016 Time-Based Long-Term Incentive Plan Award Agreement \(Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated March 8, 2016 and incorporated herein by reference\).](#)
- 10.120 [Form of 2016 Performance-Based Long-Term Incentive Plan Award Agreement \(Filed as Exhibit 10.2 to the Company's Current Report on Form 8-K dated March 8, 2016 and incorporated herein by reference\).](#)
- 10.121 [Form of Restricted Share Award Agreement effective March 8, 2016 by and between Mack-Cali Realty Corporation and each of William L. Mack, Alan S. Bernikow, Kenneth M. Duberstein, Nathan Gantcher, Jonathan Litt, David S. Mack, Alan G. Philibosian, Dr. Irvin D. Reid, Vincent Tese and Roy J. Zuckerberg \(Filed as Exhibit 10.3 to the Company's Current Report on Form 8-K dated March 8, 2016 and incorporated herein by reference\).](#)
- 10.122 [Agreement of Purchase and Sale among M-C Broad A L.L.C. and M-C Broad C L.L.C., collectively, as Seller, and 125 Acquisition LLC, as Purchaser, dated as of March 10, 2016 \(filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated March 10, 2016 and incorporated herein by reference\).](#)
- 10.123 [Employment Agreement dated April 15, 2016 by and between Robert Andrew Marshall and Roseland Residential Trust \(filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated April 15, 2016 and incorporated herein by reference\).](#)
- 10.124 [Real Estate Sale Agreement by and between HUB Properties Trust and 111 River Realty L.L.C. dated April 22, 2016 \(filed as Exhibit 10.145 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2016 and incorporated herein by reference\).](#)
- 10.125 [Amended and Restated Revolving Credit and Term Loan Agreement dated as of January 25, 2017 among Mack-Cali Realty, L.P., as borrower, JPMorgan Chase Bank, N.A., as the administrative agent and fronting bank, Wells Fargo Bank, N.A. and Bank of America, N.A. as syndication agents and fronting banks, and the other agents listed therein and the lending institutions party thereto and referred to therein \(filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated January 25, 2017 and incorporated herein by reference\).](#)

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Exhibit Number	Exhibit Title
10.126	<a href="#"><u>Preferred Equity Investment Agreement Among Mack-Cali Realty Corporation, Mack-Cali Realty, L.P., Mack-Cali Property Trust, Mack-Cali Test Property, L.P., Roseland Residential Trust, Roseland Residential Holding L.L.C., Roseland Residential L.P., RPIIA-RLA, L.L.C. and RPIIA-RLB, L.L.C. dated as of February 27, 2017 (filed as Exhibit 10.125 to the Company's Annual Report on Form 10-K for the year ended December 31, 2016 and incorporated herein by reference).</u></a>
10.127	<a href="#"><u>Second Amended and Restated Limited Partnership Agreement of Roseland Residential, L.P. dated March 10, 2017 (filed as Exhibit 10.126 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 and incorporated herein by reference).</u></a>
10.128	<a href="#"><u>Shareholders Agreement of Roseland Residential Trust dated March 10, 2017 (filed as Exhibit 10.127 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 and incorporated herein by reference).</u></a>
10.129	<a href="#"><u>Discretionary Demand Promissory Note dated March 10, 2017 (filed as Exhibit 10.128 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 and incorporated herein by reference).</u></a>
10.130	<a href="#"><u>Shared Services Agreement by and between Mack-Cali Realty, L.P. and Roseland Residential, L.P. dated March 10, 2017 (filed as Exhibit 10.129 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 and incorporated herein by reference).</u></a>
10.131	<a href="#"><u>Recourse Agreement by and between Mack-Cali Realty Corporation, Mack-Cali Realty, L.P., Roseland Residential Trust, RP-RLA, LLC and RP-RLB, LLC dated March 10, 2017 (filed as Exhibit 10.130 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 and incorporated herein by reference).</u></a>



- 10.132 [Registration Rights Agreement dated March 10, 2017 \(filed as Exhibit 10.131 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 and incorporated herein by reference\).](#)
- 10.133 [Indemnity Agreement dated March 10, 2017 \(filed as Exhibit 10.132 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 and incorporated herein by reference\).](#)
- 10.134 [International Swaps and Derivatives Association, Inc. 2002 Master Agreement, and its schedule thereto, dated as of February 7, 2017 by and between Bank of America, N.A. and Mack-Cali Realty, L.P. \(filed as Exhibit 10.2 to the Company's Current Report on Form 8-K dated March 29, 2017 and incorporated herein by reference\).](#)
- 10.135 [International Swaps and Derivatives Association, Inc. 2002 Master Agreement, and its schedule thereto, dated as of March 6, 2017 by and between Fifth Third Bank and Mack-Cali Realty, L.P. \(filed as Exhibit 10.6 to the Company's Current Report on Form 8-K dated March 29, 2017 and incorporated herein by reference\).](#)
- 10.136 [International Swaps and Derivatives Association, Inc. 2002 Master Agreement, and its schedule thereto, dated as of March 15, 2017 by and between The Bank of New York Mellon and Mack-Cali Realty, L.P. \(filed as Exhibit 10.7 to the Company's Current Report on Form 8-K dated March 29, 2017 and incorporated herein by reference\).](#)
- 10.137 [Amendment, dated as of April 4, 2017, to Executive Employment Agreement, dated as of June 3, 2015, by and between Mitchell E. Rudin and Mack-Cali Realty Corporation \(filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated April 4, 2017 and incorporated herein by reference\).](#)
- 10.138 [Employment Agreement dated April 26, 2017 by and between Marshall B. Tycher and Roseland Residential Trust \(filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated April 26, 2017 and incorporated herein by reference\).](#)
- 10.139 [Employment Agreement dated January 26, 2018 between Mack-Cali Realty Corporation and David Smetana \(filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated January 26, 2018 and incorporated herein by reference\).](#)
- 10.140 [Employment Agreement dated January 26, 2018 between Mack-Cali Realty Corporation and Nicholas Hilton \(filed as Exhibit 10.2 to the Company's Current Report on Form 8-K dated January 26, 2018 and incorporated herein by reference\).](#)
- 10.141 [Employment Agreement dated January 26, 2018 between Mack-Cali Realty Corporation and Gary T. Wagner \(filed as Exhibit 10.3 to the Company's Current Report on Form 8-K dated January 26, 2018 and incorporated herein by reference\).](#)
- 10.142 [Employment Agreement dated January 26, 2018 between Mack-Cali Realty Corporation and Ricardo Cardoso \(filed as Exhibit 10.4 to the Company's Current Report on Form 8-K dated January 26, 2018 and incorporated herein by reference\).](#)

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Exhibit Number	Exhibit Title
10.143	<a href="#">Separation Agreement and Release dated January 26, 2018 between Mack-Cali Realty Corporation and Anthony Krug (filed as Exhibit 10.5 to the Company's Current Report on Form 8-K dated January 26, 2018 and incorporated herein by reference).</a>
10.144	<a href="#">Separation Agreement and Release dated January 26, 2018 between Mack-Cali Realty Corporation and Christopher DeLorenzo (filed as Exhibit 10.6 to the Company's Current Report on Form 8-K dated January 26, 2018 and incorporated herein by reference).</a>
10.145*	<a href="#">Indemnification Agreement by and between Mack-Cali Realty Corporation and David Smetana dated January 29, 2018.</a>
10.146*	<a href="#">Indemnification Agreement by and between Mack-Cali Realty Corporation and Nicholas Hilton dated February 12, 2018.</a>
12.1*	<a href="#">Calculation of Ratios of Earnings to Fixed Charges and of Earnings to Combined Fixed Charges and Preferred Security Dividends for the General Partner.</a>
12.2*	<a href="#">Calculation of Ratios of Earnings to Fixed Charges and of Earnings to Combined Fixed Charges and Preferred Security Dividends for the Operating Partnership.</a>
21.1*	<a href="#">Subsidiaries of the General Partner.</a>
21.2*	<a href="#">Subsidiaries of the Operating Partnership.</a>
23.1*	<a href="#">Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm, with respect to the General Partner.</a>
23.2*	<a href="#">Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm, with respect to the Operating Partnership.</a>
31.1*	<a href="#">Certification of the General Partner's Chief Executive Officer, Michael J. DeMarco, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, with respect to the General Partner.</a>
31.2*	<a href="#">Certification of the General Partner's Chief Financial Officer, Anthony Krug, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, with respect to the General Partner.</a>
31.3*	<a href="#">Certification of the General Partner's Chief Executive Officer, Michael J. DeMarco, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, with respect to the Operating Partnership.</a>
31.4*	<a href="#">Certification of the General Partner's Chief Financial Officer, Anthony Krug, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, with respect to the Operating Partnership.</a>
32.1*	<a href="#">Certification of the General Partner's Chief Executive Officer, Michael J. DeMarco and the General Partner's Chief Financial Officer,</a>

[Anthony Krug, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, with respect to the General Partner.](#)

32.2\* [Certification of the General Partner's Chief Executive Officer, Michael J. DeMarco and the General Partner's Chief Financial Officer, Anthony Krug, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, with respect to the Operating Partnership.](#)

101.1\* The following financial statements from Mack-Cali Realty Corporation and Mack-Cali Realty, L.P. from their combined Report on Form 10-K for the year ended December 31, 2017 formatted in XBRL: (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations, (iii) Consolidated Statements of Comprehensive Income (Loss), (iv) Consolidated Statements of Changes in Equity, (v) Consolidated Statements of Cash Flows and (vi) Notes to Consolidated Financial Statements.

\* filed herewith

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**MACK-CALI REALTY CORPORATION  
MACK-CALI REALTY, L.P.**

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Mack-Cali Realty Corporation  
(Registrant)

Date: February 21, 2018

By: /s/ Michael J. DeMarco  
Michael J. DeMarco  
Chief Executive Officer  
(principal executive officer)

Date: February 21, 2018

By: /s/ Anthony Krug  
Anthony Krug  
Chief Financial Officer  
(principal financial officer and principal accounting officer)

Mack-Cali Realty, L.P.  
(Registrant)

By: Mack-Cali Realty Corporation  
its General Partner

Date: February 21, 2018

By: /s/ Michael J. DeMarco  
Michael J. DeMarco  
Chief Executive Officer  
(principal executive officer)

Date: February 21, 2018

By: /s/ Anthony Krug  
Anthony Krug  
Chief Financial Officer  
(principal financial officer and principal accounting officer)

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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>Name</u>	<u>Title</u>	<u>Date</u>
<u>/S/ WILLIAM L. MACK</u> William L. Mack	Chairman of the Board	February 21, 2018

<u>/S/ MICHAEL J. DEMARCO</u> Michael J. DeMarco	Chief Executive Officer (principal executive officer)	February 21, 2018
<u>/S/ ANTHONY KRUG</u> Anthony Krug	Chief Financial Officer (principal financial officer and principal accounting officer)	February 21, 2018
<u>/S/ ALAN S. BERNIKOW</u> Alan S. Bernikow	Director	February 21, 2018
<u>/S/ KENNETH M. DUBERSTEIN</u> Kenneth M. Duberstein	Director	February 21, 2018
<u>/S/ NATHAN GANTCHER</u> Nathan Gantcher	Director	February 21, 2018
<u>/S/ DAVID S. MACK</u> David S. Mack	Director	February 21, 2018
<u>/S/ ALAN G. PHILIBOSIAN</u> Alan G. Philibosian	Director	February 21, 2018
<u>/S/ IRVIN D. REID</u> Irvin D. Reid	Director	February 21, 2018
<u>/S/ REBECCA ROBERTSON</u> Rebecca Robertson	Director	February 21, 2018
<u>/S/ VINCENT TESE</u> Vincent Tese	Director	February 21, 2018

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## Section 2: EX-10.145 (EX-10.145)

**Exhibit 10.145**

### INDEMNIFICATION AGREEMENT (Directors and Officers)

**THIS INDEMNIFICATION AGREEMENT** is made and entered into as of the 29th day of January, 2018 by and between MACK-CALI REALTY CORPORATION, a Maryland corporation (the “Company”), and DAVID SMETANA, an individual having an address at 30 Main Street, Apt 8G, Brooklyn, NY 11201 (“Indemnitee”).

#### **RECITALS**

**WHEREAS**, it is essential to the Company to retain and attract as directors and officers the most capable persons available; and

**WHEREAS**, Indemnitee is a director and/or officer of the Company; and

**WHEREAS**, both the Company and Indemnitee recognize the increased risk of litigation and other claims being asserted against directors and officers of companies in today’s environment; and

**WHEREAS**, the Company’s charter (the “Charter”) and bylaws (the “Bylaws”) provide that the Company will indemnify its directors and officers to the fullest extent permitted by law and will advance expenses in connection therewith, and Indemnitee’s willingness to serve as a director and/or officer of the Company is based on Indemnitee’s reliance on such provisions; and

**WHEREAS**, in recognition of Indemnitee’s need for substantial protection against personal liability in order to enhance Indemnitee’s continued service to the Company in an effective manner, and Indemnitee’s reliance on the aforesaid provisions of the Charter and Bylaws, and in part to provide Indemnitee with specific contractual assurance that the protection promised by such provisions will be available to Indemnitee (regardless of, among other things, any amendment to or revocation of such provisions or any change in the composition of the Company’s Board of Directors or any acquisition or business combination transaction relating to the Company), the Company wishes to provide in this Agreement for the indemnification of and the advancement of expenses to Indemnitee as set forth in this Agreement and, to the extent insurance is maintained, for the continued coverage of Indemnitee under the Company’s directors’ and officers’ liability insurance policies.

NOW, THEREFORE, in consideration of the foregoing premises, the mutual covenants and agreements contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

**1. Certain Definitions.**

**1.1 “Claim”** shall mean any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative or other, or any inquiry or

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investigation, whether instituted, made or conducted by the Company or any other party, that Indemnitee in good faith believes might lead to the institution of any such action, suit or proceeding, whether civil, criminal, administrative, investigative or other.

**1.2 “Expenses”** shall mean and include all court costs, attorneys’ fees, disbursements and all other costs, expenses and obligations paid or incurred in connection with investigating, defending, being a witness in or participating in (including on appeal), or preparing to defend, be a witness in or participate in, any Claim relating to any Indemnifiable Event.

**1.3 “Indemnifiable Event”** shall mean any actual or asserted event or occurrence related to the fact that Indemnitee is or was a director, officer, employee, agent or fiduciary of the Company, or is or was serving at the request of the Company as a director, officer, partner, employee, trustee, agent or fiduciary of another corporation, partnership, joint venture, employee benefit plan, trust or other entity, or anything done or not done by Indemnitee in any such capacity.

**2. Basic Indemnification Arrangement.** In the event Indemnitee was, is or becomes a party to or witness or other participant in, or is threatened to be made a party to or witness or other participant in, a Claim by reason of (or arising or related in whole or in part out of) an Indemnifiable Event, (a) the Company will indemnify and hold harmless Indemnitee to the fullest extent permitted by law, as soon as practicable, but in any event no later than fifteen (15) calendar days after written demand is presented to the Company, from and against any and all Expenses, judgments, fines, penalties and amounts paid in settlement (including all interest, assessments and other charges paid or payable in connection with or in respect of such Expenses, judgments, fines, penalties or amounts paid in settlement) of, or suffered or incurred by Indemnitee in connection with, such Claim; and (b) the Company will pay or reimburse Indemnitee for any and all Expenses incurred by Indemnitee in connection with a Claim prior to final disposition of the Claim, to the fullest extent permitted by law but without requiring any preliminary determination of the ultimate entitlement of Indemnitee to indemnification, as soon as practicable, but in any event within two (2) business days, after request by Indemnitee. Notwithstanding anything in this Section 2 or Section 5 of this Agreement to the contrary, Indemnitee will not be entitled to indemnification pursuant to this Agreement in connection with any Claim initiated by Indemnitee against the Company or any director or officer of the Company except as provided in Section 4 of this Agreement or unless the Company has joined in or consented to the initiation of such Claim.

**3. Establishment of Trust.** The Company will create a trust (the “Trust”) for the benefit of Indemnitee and from time to time upon written request by Indemnitee will, if so authorized by the Company’s Board of Directors, fund the Trust in an amount sufficient to satisfy any and all Expenses reasonably anticipated at the time of each such request, and any and all judgments, fines, penalties and settlement amounts of any and all Claims relating to an Indemnifiable Event from time to time actually paid or reasonably anticipated or proposed to be paid. The terms of the Trust will provide that (i) the Trust will not be revoked, or the principal thereof invaded, without the written consent of Indemnitee, (ii) the trustee thereunder (the “Trustee”) will advance, within two (2) business days of a request by Indemnitee, any and all Expenses to Indemnitee, (iii) the Trust will continue to be funded by the Company in accordance

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with and to the extent of the funding obligation set forth above, (iv) the Trustee will promptly pay to Indemnitee all amounts to which Indemnitee is entitled in respect of the Company’s indemnification obligations under this Agreement or otherwise, and (v) all unexpended funds in the Trust will revert to the Company upon a final determination by a court of competent jurisdiction that Indemnitee has been fully indemnified under the terms of this Agreement. The Trustee will be an independent third party, and will be chosen by Indemnitee. Nothing in this Section 3 will relieve the Company of any of its obligations under this Agreement.

**4. Indemnification for Additional Expenses.** The Company will indemnify Indemnitee against and, if requested by Indemnitee, will, within two (2) business days of such request, advance to Indemnitee, any and all attorneys’ fees and other costs, expenses and obligations paid or incurred by Indemnitee in connection with any claim, action, suit or proceeding asserted or brought by Indemnitee for (i) indemnification or payment or reimbursement of Expenses prior to final disposition of the Claim by the Company under this Agreement or any other agreement or under any provisions of the Charter or Bylaws now or hereafter in effect relating to Claims for Indemnifiable Events and/or (ii) recovery under any directors’ and officers’ liability insurance policies maintained by the Company, regardless of whether Indemnitee ultimately is determined to be entitled to such indemnification, advance expense payment or insurance recovery, as the case may be.

**5. Partial Indemnity, Etc.** If Indemnitee is entitled under any provision of this Agreement to indemnification by the Company for some or a portion of the Expenses, judgments, fines, penalties and amounts paid in settlement of a Claim but not, however, for all of the total amount thereof, the Company will nevertheless indemnify Indemnitee for the portion thereof to which Indemnitee is entitled. In addition, notwithstanding any other provision of this Agreement, to the extent that Indemnitee has been successful on the merits or otherwise in defense of any or all Claims relating in whole or in part to an Indemnifiable Event or in defense of any issue or matter therein, including dismissal without prejudice, Indemnitee will be indemnified against all Expenses incurred in connection therewith. In connection with any determination as to whether Indemnitee is entitled to be indemnified hereunder, the burden of proof will be on the Company to establish that Indemnitee is not so entitled. The Company agrees to make any such determination, or to cause such determination to be made, as expeditiously as practicable.

6. **No Presumption.** For purposes of this Agreement, the termination of any Claim, action, suit or proceeding by judgment, order, settlement (whether with or without court approval) or conviction, or upon a plea of nolo contendere or its equivalent, will not create a presumption that Indemnitee did not meet any particular standard of conduct or have any particular belief or that a court has determined that indemnification is not permitted by applicable law.

7. **Non-Exclusivity, Etc.** The rights of Indemnitee hereunder will be in addition to any other rights Indemnitee may have under the Charter, the Bylaws or the Maryland General Corporation Law (the "MGCL") or otherwise; provided, however, that to the extent that Indemnitee otherwise would have any greater right to indemnification under any provision of the Charter or Bylaws as in effect on the date hereof, Indemnitee will be deemed to have such greater right hereunder, and provided, further, that to the extent that any change is made to the

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MGCL (whether by legislative action or judicial decision), the Charter and/or the Bylaws which permits any greater right to indemnification than that provided under this Agreement as of the date hereof, Indemnitee will be deemed to have such greater right hereunder. The Company will not adopt any amendment to the Charter or the Bylaws the effect of which would be to deny, diminish or encumber Indemnitee's right to indemnification under the Charter, the Bylaws, the MGCL or otherwise as applied to any act or failure to act occurring in whole or in part prior to the date upon which the amendment was approved by the Company's Board of Directors and/or its stockholders, as the case may be.

8. **Liability Insurance.** The Company shall maintain an insurance policy or policies providing directors' and officers' liability insurance in an amount not less than \$1,000,000 and on customary terms. Indemnitee will be covered by such policy or policies, in accordance with its or their terms, to the maximum extent of the coverage available for any Company director or officer.

9. **Period of Limitations.** No legal action will be brought and no cause of action will be asserted by or on behalf of the Company or any affiliate of the Company against Indemnitee or Indemnitee's spouse, personal or legal representatives, executors, administrators, successors, heirs, distributees or legatees after the expiration of three (3) years from the date of accrual of such cause of action, and any claim or cause of action of the Company or its affiliates will be extinguished and deemed released unless asserted by the timely filing of a legal action within such three (3) year period; provided, however, that if any shorter period of limitation is otherwise applicable to any such cause of action, such shorter period will govern.

10. **Subrogation.** In the event of payment under this Agreement, the Company will be subrogated to the extent of such payment to all of the related rights of recovery of Indemnitee against other persons or entities. Indemnitee will execute all papers reasonably required and will do everything that may be reasonably necessary to secure such rights and enable the Company effectively to bring suit to enforce such rights (all of Indemnitee's reasonable costs and expenses, including attorneys' fees and disbursements, to be reimbursed by or, at the option of Indemnitee, advanced by the Company).

11. **No Duplication of Payments.** The Company will not be liable under this Agreement to make any payment in connection with any Claim made against Indemnitee to the extent Indemnitee has otherwise actually received payment (under any insurance policy, the Charter, the Bylaws or otherwise) of the amounts otherwise Indemnifiable hereunder.

12. **Successors and Binding Agreement.**(a) The Company will require any successor (whether direct or indirect, by purchase, merger, consolidation, reorganization or otherwise) to all or substantially all of the business or assets of the Company, by agreement in form and substance satisfactory to Indemnitee, expressly to assume and agree to perform this Agreement in the same manner and to the same extent the Company would be required to perform if no such succession had taken place. This Agreement will be binding upon and inure to the benefit of the Company and any successor to the Company, including, without limitation, any person acquiring directly or indirectly all or substantially all of the business or assets of the Company whether by purchase, merger, consolidation, reorganization or otherwise (and such

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successor will thereafter be deemed the "Company" for the purposes of this Agreement), but will not otherwise be assignable, transferable or delegable by the Company.

(b) This Agreement will inure to the benefit of and be enforceable by Indemnitee's personal or legal representatives, executors, administrators, successors, heirs, distributees and legatees.

(c) This Agreement is personal in nature and neither of the parties hereto will, without the consent of the other, assign, transfer or delegate this Agreement or any rights or obligations hereunder except as expressly provided in Sections 12(a) and 12(b) hereof. Without limiting the generality or effect of the foregoing, Indemnitee's right to receive payments hereunder will not be assignable, transferable or delegable, whether by pledge, creation of a security interest or otherwise, other than by a transfer by Indemnitee's will or by the laws of descent and distribution, and any such attempted assignment shall be null and void and of no effect.

13. **Notices.** For all purposes of this Agreement, all communications, including, without limitation, notices, consents, requests or approvals, required or permitted to be given hereunder will be in writing and will be deemed to have been duly given when hand delivered or dispatched by electronic facsimile transmission (with receipt thereof orally confirmed), or five (5) calendar days after having been mailed by United States registered or certified mail, return receipt requested, postage prepaid, or one (1) business day after having been sent for next-day delivery by a nationally recognized overnight courier service, addressed to the Company (to the attention of the Secretary of the Company) at its principal executive office and to Indemnitee at Indemnitee's principal residence as shown in the Company's most current records, or to such other address



as any party may have furnished to the other in writing and in accordance herewith, except that notices of changes of address will be effective only upon receipt.

**14. Governing Law.** The validity, interpretation, construction and performance of this Agreement will be governed by and construed in accordance with the laws of the State of Maryland, without giving effect to the principles of conflict of laws.

**15. Validity.** If any provision of this Agreement or the application of any provision hereof to any person or circumstance is held invalid, unenforceable or otherwise illegal, the remainder of this Agreement and the application of such provision to any other person or circumstance will not be affected, and the provision so held to be invalid, unenforceable or otherwise illegal will be reformed to the extent (and only to the extent) necessary to make it enforceable, valid or legal.

**16. Miscellaneous.** No provision of this Agreement may be waived, modified or discharged unless such waiver, modification or discharge is agreed to in writing by Indemnitee and the Company. No waiver by either party hereto at any time of any breach by the other party hereto or compliance with any condition or provision of this Agreement to be performed by such other party will be deemed a waiver of similar or dissimilar provisions or conditions at the same or at any prior or subsequent time. No agreements or representations, oral or otherwise, expressed or implied with respect to the subject matter hereof have been made by either party which are not set forth expressly in this Agreement. References to Sections are references to Sections of this Agreement.

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**17. Counterparts.** This Agreement may be executed in one (1) or more counterparts, each of which will be deemed to be an original but both of which together will constitute one and the same agreement.

IN WITNESS WHEREOF, the parties to this Agreement have executed this Agreement as of the date first above written.

**THE COMPANY:**

**MACK-CALI REALTY CORPORATION**

By: /s/ Gary T. Wagner  
Name: Gary T. Wagner  
Title: General Counsel

**THE INDEMNITEE:**

/s/ David Smetana  
Name: David Smetana

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## Section 3: EX-10.146 (EX-10.146)

**Exhibit 10.146**

### INDEMNIFICATION AGREEMENT (Directors and Officers)

**THIS INDEMNIFICATION AGREEMENT** is made and entered into as of the 12th day of February, 2018 by and between MACK-CALI REALTY CORPORATION, a Maryland corporation (the "Company"), and NICHOLAS HILTON, an individual having an address at 408 Drury Lane, Wyckoff, NJ 07481 ("Indemnitee").

#### RECITALS

**WHEREAS**, it is essential to the Company to retain and attract as directors and officers the most capable persons available; and

**WHEREAS**, Indemnitee is a director and/or officer of the Company; and

**WHEREAS**, both the Company and Indemnitee recognize the increased risk of litigation and other claims being asserted against directors and officers of companies in today's environment; and

**WHEREAS**, the Company's charter (the "Charter") and bylaws (the "Bylaws") provide that the Company will indemnify its directors and officers to the fullest extent permitted by law and will advance expenses in connection therewith, and Indemnitee's willingness to

serve as a director and/or officer of the Company is based on Indemnitee's reliance on such provisions; and

**WHEREAS**, in recognition of Indemnitee's need for substantial protection against personal liability in order to enhance Indemnitee's continued service to the Company in an effective manner, and Indemnitee's reliance on the aforesaid provisions of the Charter and Bylaws, and in part to provide Indemnitee with specific contractual assurance that the protection promised by such provisions will be available to Indemnitee (regardless of, among other things, any amendment to or revocation of such provisions or any change in the composition of the Company's Board of Directors or any acquisition or business combination transaction relating to the Company), the Company wishes to provide in this Agreement for the indemnification of and the advancement of expenses to Indemnitee as set forth in this Agreement and, to the extent insurance is maintained, for the continued coverage of Indemnitee under the Company's directors' and officers' liability insurance policies.

**NOW, THEREFORE**, in consideration of the foregoing premises, the mutual covenants and agreements contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

**1. Certain Definitions.**

**1.1 "Claim"** shall mean any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative or other, or any inquiry or

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investigation, whether instituted, made or conducted by the Company or any other party, that Indemnitee in good faith believes might lead to the institution of any such action, suit or proceeding, whether civil, criminal, administrative, investigative or other.

**1.2 "Expenses"** shall mean and include all court costs, attorneys' fees, disbursements and all other costs, expenses and obligations paid or incurred in connection with investigating, defending, being a witness in or participating in (including on appeal), or preparing to defend, be a witness in or participate in, any Claim relating to any Indemnifiable Event.

**1.3 "Indemnifiable Event"** shall mean any actual or asserted event or occurrence related to the fact that Indemnitee is or was a director, officer, employee, agent or fiduciary of the Company, or is or was serving at the request of the Company as a director, officer, partner, employee, trustee, agent or fiduciary of another corporation, partnership, joint venture, employee benefit plan, trust or other entity, or anything done or not done by Indemnitee in any such capacity.

**2. Basic Indemnification Arrangement.** In the event Indemnitee was, is or becomes a party to or witness or other participant in, or is threatened to be made a party to or witness or other participant in, a Claim by reason of (or arising or related in whole or in part out of) an Indemnifiable Event, (a) the Company will indemnify and hold harmless Indemnitee to the fullest extent permitted by law, as soon as practicable, but in any event no later than fifteen (15) calendar days after written demand is presented to the Company, from and against any and all Expenses, judgments, fines, penalties and amounts paid in settlement (including all interest, assessments and other charges paid or payable in connection with or in respect of such Expenses, judgments, fines, penalties or amounts paid in settlement) of, or suffered or incurred by Indemnitee in connection with, such Claim; and (b) the Company will pay or reimburse Indemnitee for any and all Expenses incurred by Indemnitee in connection with a Claim prior to final disposition of the Claim, to the fullest extent permitted by law but without requiring any preliminary determination of the ultimate entitlement of Indemnitee to indemnification, as soon as practicable, but in any event within two (2) business days, after request by Indemnitee. Notwithstanding anything in this Section 2 or Section 5 of this Agreement to the contrary, Indemnitee will not be entitled to indemnification pursuant to this Agreement in connection with any Claim initiated by Indemnitee against the Company or any director or officer of the Company except as provided in Section 4 of this Agreement or unless the Company has joined in or consented to the initiation of such Claim.

**3. Establishment of Trust.** The Company will create a trust (the "Trust") for the benefit of Indemnitee and from time to time upon written request by Indemnitee will, if so authorized by the Company's Board of Directors, fund the Trust in an amount sufficient to satisfy any and all Expenses reasonably anticipated at the time of each such request, and any and all judgments, fines, penalties and settlement amounts of any and all Claims relating to an Indemnifiable Event from time to time actually paid or reasonably anticipated or proposed to be paid. The terms of the Trust will provide that (i) the Trust will not be revoked, or the principal thereof invaded, without the written consent of Indemnitee, (ii) the trustee thereunder (the "Trustee") will advance, within two (2) business days of a request by Indemnitee, any and all Expenses to Indemnitee, (iii) the Trust will continue to be funded by the Company in accordance

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with and to the extent of the funding obligation set forth above, (iv) the Trustee will promptly pay to Indemnitee all amounts to which Indemnitee is entitled in respect of the Company's indemnification obligations under this Agreement or otherwise, and (v) all unexpended funds in the Trust will revert to the Company upon a final determination by a court of competent jurisdiction that Indemnitee has been fully indemnified under the terms of this Agreement. The Trustee will be an independent third party, and will be chosen by Indemnitee. Nothing in this Section 3 will relieve the Company of any of its obligations under this Agreement.

**4. Indemnification for Additional Expenses.** The Company will indemnify Indemnitee against and, if requested by Indemnitee, will, within two (2) business days of such request, advance to Indemnitee, any and all attorneys' fees and other costs, expenses and obligations paid or incurred by Indemnitee in connection with any claim, action, suit or proceeding asserted or brought by Indemnitee for (i) indemnification or payment or reimbursement of Expenses prior to final disposition of the Claim by the Company under this Agreement or any other agreement or under any provisions of the Charter or Bylaws now or hereafter in effect relating to Claims for Indemnifiable Events and/or (ii) recovery under any directors' and officers' liability insurance policies maintained by the Company, regardless of whether Indemnitee ultimately is determined to be

entitled to such indemnification, advance expense payment or insurance recovery, as the case may be.

**5. Partial Indemnity, Etc.** If Indemnitee is entitled under any provision of this Agreement to indemnification by the Company for some or a portion of the Expenses, judgments, fines, penalties and amounts paid in settlement of a Claim but not, however, for all of the total amount thereof, the Company will nevertheless indemnify Indemnitee for the portion thereof to which Indemnitee is entitled. In addition, notwithstanding any other provision of this Agreement, to the extent that Indemnitee has been successful on the merits or otherwise in defense of any or all Claims relating in whole or in part to an Indemnifiable Event or in defense of any issue or matter therein, including dismissal without prejudice, Indemnitee will be indemnified against all Expenses incurred in connection therewith. In connection with any determination as to whether Indemnitee is entitled to be indemnified hereunder, the burden of proof will be on the Company to establish that Indemnitee is not so entitled. The Company agrees to make any such determination, or to cause such determination to be made, as expeditiously as practicable.

**6. No Presumption.** For purposes of this Agreement, the termination of any Claim, action, suit or proceeding by judgment, order, settlement (whether with or without court approval) or conviction, or upon a plea of nolo contendere or its equivalent, will not create a presumption that Indemnitee did not meet any particular standard of conduct or have any particular belief or that a court has determined that indemnification is not permitted by applicable law.

**7. Non-Exclusivity, Etc.** The rights of Indemnitee hereunder will be in addition to any other rights Indemnitee may have under the Charter, the Bylaws or the Maryland General Corporation Law (the "MGCL") or otherwise; provided, however, that to the extent that Indemnitee otherwise would have any greater right to indemnification under any provision of the Charter or Bylaws as in effect on the date hereof, Indemnitee will be deemed to have such greater right hereunder, and provided, further, that to the extent that any change is made to the

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MGCL (whether by legislative action or judicial decision), the Charter and/or the Bylaws which permits any greater right to indemnification than that provided under this Agreement as of the date hereof, Indemnitee will be deemed to have such greater right hereunder. The Company will not adopt any amendment to the Charter or the Bylaws the effect of which would be to deny, diminish or encumber Indemnitee's right to indemnification under the Charter, the Bylaws, the MGCL or otherwise as applied to any act or failure to act occurring in whole or in part prior to the date upon which the amendment was approved by the Company's Board of Directors and/or its stockholders, as the case may be.

**8. Liability Insurance.** The Company shall maintain an insurance policy or policies providing directors' and officers' liability insurance in an amount not less than \$1,000,000 and on customary terms. Indemnitee will be covered by such policy or policies, in accordance with its or their terms, to the maximum extent of the coverage available for any Company director or officer.

**9. Period of Limitations.** No legal action will be brought and no cause of action will be asserted by or on behalf of the Company or any affiliate of the Company against Indemnitee or Indemnitee's spouse, personal or legal representatives, executors, administrators, successors, heirs, distributees or legatees after the expiration of three (3) years from the date of accrual of such cause of action, and any claim or cause of action of the Company or its affiliates will be extinguished and deemed released unless asserted by the timely filing of a legal action within such three (3) year period; provided, however, that if any shorter period of limitation is otherwise applicable to any such cause of action, such shorter period will govern.

**10. Subrogation.** In the event of payment under this Agreement, the Company will be subrogated to the extent of such payment to all of the related rights of recovery of Indemnitee against other persons or entities. Indemnitee will execute all papers reasonably required and will do everything that may be reasonably necessary to secure such rights and enable the Company effectively to bring suit to enforce such rights (all of Indemnitee's reasonable costs and expenses, including attorneys' fees and disbursements, to be reimbursed by or, at the option of Indemnitee, advanced by the Company).

**11. No Duplication of Payments.** The Company will not be liable under this Agreement to make any payment in connection with any Claim made against Indemnitee to the extent Indemnitee has otherwise actually received payment (under any insurance policy, the Charter, the Bylaws or otherwise) of the amounts otherwise Indemnifiable hereunder.

**12. Successors and Binding Agreement.**(a) The Company will require any successor (whether direct or indirect, by purchase, merger, consolidation, reorganization or otherwise) to all or substantially all of the business or assets of the Company, by agreement in form and substance satisfactory to Indemnitee, expressly to assume and agree to perform this Agreement in the same manner and to the same extent the Company would be required to perform if no such succession had taken place. This Agreement will be binding upon and inure to the benefit of the Company and any successor to the Company, including, without limitation, any person acquiring directly or indirectly all or substantially all of the business or assets of the Company whether by purchase, merger, consolidation, reorganization or otherwise (and such

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successor will thereafter be deemed the "Company" for the purposes of this Agreement), but will not otherwise be assignable, transferable or delegable by the Company.

(b) This Agreement will inure to the benefit of and be enforceable by Indemnitee's personal or legal representatives, executors, administrators, successors, heirs, distributees and legatees.

(c) This Agreement is personal in nature and neither of the parties hereto will, without the consent of the other, assign, transfer or delegate this Agreement or any rights or obligations hereunder except as expressly provided in Sections 12(a) and 12(b) hereof. Without limiting

the generality or effect of the foregoing, Indemnitee's right to receive payments hereunder will not be assignable, transferable or delegable, whether by pledge, creation of a security interest or otherwise, other than by a transfer by Indemnitee's will or by the laws of descent and distribution, and any such attempted assignment shall be null and void and of no effect.

**13. Notices.** For all purposes of this Agreement, all communications, including, without limitation, notices, consents, requests or approvals, required or permitted to be given hereunder will be in writing and will be deemed to have been duly given when hand delivered or dispatched by electronic facsimile transmission (with receipt thereof orally confirmed), or five (5) calendar days after having been mailed by United States registered or certified mail, return receipt requested, postage prepaid, or one (1) business day after having been sent for next-day delivery by a nationally recognized overnight courier service, addressed to the Company (to the attention of the Secretary of the Company) at its principal executive office and to Indemnitee at Indemnitee's principal residence as shown in the Company's most current records, or to such other address as any party may have furnished to the other in writing and in accordance herewith, except that notices of changes of address will be effective only upon receipt.

**14. Governing Law.** The validity, interpretation, construction and performance of this Agreement will be governed by and construed in accordance with the laws of the State of Maryland, without giving effect to the principles of conflict of laws.

**15. Validity.** If any provision of this Agreement or the application of any provision hereof to any person or circumstance is held invalid, unenforceable or otherwise illegal, the remainder of this Agreement and the application of such provision to any other person or circumstance will not be affected, and the provision so held to be invalid, unenforceable or otherwise illegal will be reformed to the extent (and only to the extent) necessary to make it enforceable, valid or legal.

**16. Miscellaneous.** No provision of this Agreement may be waived, modified or discharged unless such waiver, modification or discharge is agreed to in writing by Indemnitee and the Company. No waiver by either party hereto at any time of any breach by the other party hereto or compliance with any condition or provision of this Agreement to be performed by such other party will be deemed a waiver of similar or dissimilar provisions or conditions at the same or at any prior or subsequent time. No agreements or representations, oral or otherwise, expressed or implied with respect to the subject matter hereof have been made by either party which are not set forth expressly in this Agreement. References to Sections are references to Sections of this Agreement.

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**17. Counterparts.** This Agreement may be executed in one (1) or more counterparts, each of which will be deemed to be an original but both of which together will constitute one and the same agreement.

IN WITNESS WHEREOF, the parties to this Agreement have executed this Agreement as of the date first above written.

**THE COMPANY:**

**MACK-CALI REALTY CORPORATION**

By: /s/ Gary T. Wagner  
Name: Gary T. Wagner  
Title: General Counsel

**THE INDEMNITEE:**

/s/ Nicholas Hilton  
Name: Nicholas Hilton

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## Section 4: EX-12.1 (EX-12.1)

Exhibit 12.1

**MACK-CALI REALTY CORPORATION  
COMPUTATION OF RATIOS OF EARNINGS TO FIXED CHARGES  
COMPUTATION OF RATIOS OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED SECURITY DIVIDENDS  
(DOLLAR AMOUNTS IN THOUSANDS)**

Mack-Cali Realty Corporation's ratios of earnings to fixed charges and of earnings to combined fixed charges and preferred security dividends for each of the five years ended December 31, 2017 were as follows:

**For the Year Ended December 31,**

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	2017	2016	2015	2014	2013
<b>EARNINGS:</b>					
ADD:					
Income (loss) from continuing operations before noncontrolling interest and equity in earnings from unconsolidated joint ventures	\$ 39,799	\$ 111,506	\$ (138,880)	\$ 33,814	\$ (87,359)
Fixed charges (see calculation below)	114,495	114,705	119,403	128,483	136,721
Amortization of capitalized interest	3,608	3,165	2,774	2,440	2,154
Distributed income of unconsolidated joint ventures	8,186	6,120	5,644	11,213	8,485
SUBTRACT:					
Capitalized interest	(20,240)	(19,316)	(16,217)	(15,470)	(12,885)
<b>TOTAL EARNINGS</b>	<b>\$ 145,848</b>	<b>\$ 216,180</b>	<b>\$ (27,276)</b>	<b>\$ 160,480</b>	<b>\$ 47,116</b>
<b>FIXED CHARGES:</b>					
Interest expense (includes amortization of deferred financing costs)	\$ 93,388	\$ 103,051	\$ 94,889	\$ 103,051	\$ 112,878
Capitalized interest	20,240	19,316	16,217	15,470	12,885
Interest portion (33 percent) of ground rents on land leases	867	500	135	135	135
<b>TOTAL FIXED CHARGES</b>	<b>\$ 114,495</b>	<b>\$ 114,705</b>	<b>\$ 119,403</b>	<b>\$ 128,483</b>	<b>\$ 136,721</b>
Preferred unit distributions	8,840	—	—	—	—
<b>TOTAL COMBINED FIXED CHARGES AND PREFERRED SECURITY DIVIDENDS</b>	<b>\$ 123,335</b>	<b>\$ 114,705</b>	<b>\$ 119,403</b>	<b>\$ 128,483</b>	<b>\$ 136,721</b>
<b>RATIO OF EARNINGS TO FIXED CHARGES</b>	<b>1.3</b>	<b>1.9</b>	<b>(a)</b>	<b>1.2</b>	<b>(a)</b>
<b>RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED SECURITY DIVIDENDS</b>	<b>1.2</b>	<b>1.9</b>	<b>(b)</b>	<b>1.2</b>	<b>(b)</b>
(a) Deficiency of earnings to cover fixed charges			\$ (146,679)		\$ (89,605)
(b) Deficiency of earnings to cover combined fixed charges and preferred security dividends			\$ (146,679)		\$ (89,605)

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## Section 5: EX-12.2 (EX-12.2)

Exhibit 12.2

**MACK-CALI REALTY, L.P.**  
**COMPUTATION OF RATIOS OF EARNINGS TO FIXED CHARGES**  
**COMPUTATION OF RATIOS OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED SECURITY DIVIDENDS**  
**(DOLLAR AMOUNTS IN THOUSANDS)**

Mack-Cali Realty, L.P.'s ratios of earnings to fixed charges and of earnings to combined fixed charges and preferred security dividends for each of the five years ended December 31, 2017 were as follows:

	For the Year Ended December 31,				
	2017	2016	2015	2014	2013
<b>EARNINGS:</b>					
ADD:					
Income (loss) from continuing operations before noncontrolling interest and equity in earnings from unconsolidated joint ventures	\$ 39,799	\$ 111,506	\$ (138,880)	\$ 33,814	\$ (87,359)
Fixed charges (see calculation below)	114,495	114,705	119,403	128,483	136,721
Amortization of capitalized interest	3,608	3,165	2,774	2,440	2,154
Distributed income of unconsolidated joint ventures	8,186	6,120	5,644	11,213	8,485
SUBTRACT:					
Capitalized interest	(20,240)	(19,316)	(16,217)	(15,470)	(12,885)
<b>TOTAL EARNINGS</b>	<b>\$ 145,848</b>	<b>\$ 216,180</b>	<b>\$ (27,276)</b>	<b>\$ 160,480</b>	<b>\$ 47,116</b>
<b>FIXED CHARGES:</b>					
Interest expense (includes amortization of deferred financing costs)	\$ 93,388	\$ 103,051	\$ 94,889	\$ 103,051	\$ 112,878
Capitalized interest	20,240	19,316	16,217	15,470	12,885
Interest portion (33 percent) of ground rents on land leases	867	500	135	135	135
<b>TOTAL FIXED CHARGES</b>	<b>\$ 114,495</b>	<b>\$ 114,704</b>	<b>\$ 119,403</b>	<b>\$ 128,483</b>	<b>\$ 136,721</b>



Preferred unit distributions	8,840	—	—	—	—
<b>TOTAL COMBINED FIXED CHARGES AND PREFERRED SECURITY DIVIDENDS</b>	<b>\$ 123,335</b>	<b>\$ 114,704</b>	<b>\$ 119,403</b>	<b>\$ 128,483</b>	<b>\$ 136,721</b>
<b>RATIO OF EARNINGS TO FIXED CHARGES</b>	<b>1.3</b>	<b>1.9</b>	<b>(a)</b>	<b>1.2</b>	<b>(a)</b>
<b>RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED SECURITY DIVIDENDS</b>	<b>1.2</b>	<b>1.9</b>	<b>(b)</b>	<b>1.2</b>	<b>(b)</b>
<hr/>					
(a) Deficiency of earnings to cover fixed charges			\$ (146,679)		\$ (89,605)
(b) Deficiency of earnings to cover combined fixed charges and preferred security dividends			\$ (146,679)		\$ (89,605)

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## Section 6: EX-21.1 (EX-21.1)

EXHIBIT 21.1

### MACK-CALI REALTY CORPORATION

Subsidiary	State of Incorporation or Organization
1 COMMERCE REALTY L.L.C.	NJ
1 EXECUTIVE REALTY L.L.C.	NJ
1 GIRALDA REALTY L.L.C.	DE
1 WATER STREET L.L.C.	NY
2 COMMERCE REALTY L.L.C.	NJ
2 EXECUTIVE REALTY L.L.C.	NJ
2 TWOSOME REALTY L.L.C.	NJ
3 CAMPUS REALTY LLC	DE
3 ODELL REALTY L.L.C.	NY
3 GIRALDA REALTY L.L.C.	DE
3 SYLVAN HOLDING, L.L.C.	NJ
3 SYLVAN REALTY L.L.C.	NJ
4 GATEHALL REALTY L.L.C.	NJ
4 BECKER SPE LLC	DE
5 WOOD HOLLOW REALTY, L.L.C.	NJ
5/6 SKYLINE REALTY L.L.C.	NY
6 BECKER SPE LLC	DE
6 BECKER URBAN RENEWAL, L.L.C.	NJ
7 GIRALDA REALTY L.L.C.	DE
9 CAMPUS REALTY L.L.C.	NJ
12 SKYLINE ASSOCIATES L.L.C.	NY
12 VREELAND REALTY LLC	DE
14/16 SKYLINE REALTY L.L.C.	NY
20 COMMERCE DRIVE ASSOCIATES L.L.C.	NJ
20 WATERVIEW SPE LLC	DE
25 COLUMBUS JV, L.L.C.	DE
25 COLUMBUS INVESTOR, L.L.C.	NJ
25 COLUMBUS RR JV, L.L.C.	NJ
30 TWOSOME REALTY L.L.C.	NJ
31 TWOSOME REALTY L.L.C.	NJ
35 WATERVIEW HOLDING L.L.C.	DE
35 WATERVIEW SPE LLC	DE
40 TWOSOME REALTY L.L.C.	NJ
41 TWOSOME REALTY L.L.C.	NJ
50 TWOSOME REALTY L.L.C.	NJ
51 JFK HOLDING L.L.C.	DE
51 JFK UNIT L.L.C.	DE
55 CORPORATE PARTNERS L.L.C.	DE
55 CORPORATE REALTY L.L.C.	DE
65 LIVINGSTON HOLDING L.L.C.	NJ
65 LIVINGSTON TENANT L.L.C.	NJ
75 LIVINGSTON SPE LLC	DE
85 LIVINGSTON SPE LLC	DE

<b>Subsidiary</b>	<b>State of Incorporation or Organization</b>
97 FORSTER REALTY L.L.C.	NJ
101 COMMERCE REALTY L.L.C.	NJ
101 EXECUTIVE REALTY L.L.C.	NJ
101-103 JFK HOLDING L.L.C.	DE
101-103 JFK REALTY L.L.C.	DE
102 EXECUTIVE REALTY L.L.C.	NJ
111 RIVER REALTY L.L.C.	NJ
120 PASSAIC STREET L.L.C.	NJ
135 CHESTNUT REALTY L.L.C.	NJ
150 MAIN STREET, L.L.C.	DE
201 COMMERCE REALTY L.L.C.	NJ
201 WILLOWBROOK FUNDING L.L.C.	NJ
225 CORPORATE REALTY L.L.C.	NY
225 EXECUTIVE REALTY L.L.C.	NJ
233 CANOE BROOK ASSOCIATES L.L.C.	NJ
250 HALF MILE L.L.C.	NJ
300 HORIZON REALTY L.L.C.	NJ
300 TICE REALTY ASSOCIATES L.L.C.	NJ
343 THORNALL HOLDING L.L.C.	DE
343 THORNALL SPE LLC	DE
395 W. PASSAIC L.L.C.	NJ
400 CHESTNUT REALTY L.L.C.	NJ
461 FROM REALTY L.L.C.	NJ
470 CHESTNUT REALTY L.L.C.	NJ
500 COLUMBIA TURNPIKE ASSOCIATES L.L.C.	NJ
530 CHESTNUT REALTY L.L.C.	NJ
600 HORIZON CENTER L.L.C.	NJ
1256 N. CHURCH REALTY L.L.C.	NJ
1266 SOUNDVIEW REALTY L.L.C.	CT
1507 LANCER REALTY L.L.C.	NJ
ALTERRA I L.L.C.	DE
ALTERRA II L.L.C.	DE
ANDORVER PLACE APTS. L.L.C.	DE
BA ROSELAND L.L.C.	DE
BMP MOORESTOWN REALTY L.L.C.	NJ
BMP SOUTH REALTY L.L.C.	NJ
BRIDGE PLAZA REALTY ASSOCIATES L.L.C.	NJ
C.W. ASSOCIATES L.L.C.	NJ
CAL-HARBOR II & III URBAN RENEWAL ASSOCIATES L.P.	NJ
CAL-HARBOR IV URBAN RENEWAL ASSOCIATES L.P.	NJ
CAL-HARBOR V LEASING ASSOCIATES L.L.C.	NJ
CAL-HARBOR V URBAN RENEWAL ASSOCIATES L.P.	NJ
CAL-HARBOR VI URBAN RENEWAL ASSOCIATES L.P.	NJ
CAL-HARBOR VII LEASING ASSOCIATES L.L.C.	NJ
CAL-HARBOR VII URBAN RENEWAL ASSOCIATES L.P.	NJ
CAL-HARBOR SO. PIER URBAN RENEWAL ASSOCIATES L.P.	NJ
CALI HARBORSIDE (FEE) ASSOCIATES L.P.	NJ
CCMA NOMINEE L.L.C.	NJ
CENTURY PLAZA ASSOCIATES L.L.C.	NJ
CHAI JV MEMBER L.L.C.	VA
CLEARBROOK ROAD ASSOCIATES L.L.C.	NY

<b>Subsidiary</b>	<b>State of Incorporation or Organization</b>
COLLEGE ROAD REALTY L.L.C.	NJ
COLUMBIA ROAD OWNERS LLC	DE
COLUMBIA ROAD PARTNERS LLC	DE
COMMERCENTER REALTY ASSOCIATES L.L.C.	NJ
CROSS WESTCHESTER REALTY ASSOCIATES L.L.C.	NY
CWLT ROSELAND EXCHANGE L.L.C.	NJ
ELEVENTH SPRINGHILL LAKE ASSOCIATES, LLC	MD

ELMSFORD REALTY ASSOCIATES L.L.C.	NY
EMPIRE STATE CAFÉ LICENSING L.L.C.	NY
EMPIRE STATE FUNDING L.L.C.	DE
EMPIRE STATE VEHICLE LEASING L.L.C.	NY
EPSTEINS B 40 PARK ROSEWOOD UNIT L.L.C.	NJ
EPSTEINS B METROPOLITAN UNIT, L.L.C.	NJ
EPSTEINS B RENTALS, L.L.C.	NJ
EPSTEINS C LOFTS, LLC	NJ
FOURTEENTH SPRINGHILL LAKE ASSOCIATES L.L.C.	DE
GALE ONC ASSOCIATES, L.L.C.	DE
GALE SLG NJ GP LLC	DE
GALE SLG NJ MEZZ LLC	DE
GALE SLG NJ OPERATING PARTNERSHIP, L.P.	DE
GARDEN STATE CAFÉ LICENSING L.L.C.	NJ
GARDEN STATE VEHICLE LEASING L.L.C.	NJ
GRAND JERSEY WATERFRONT URBAN RENEWAL L.L.C.	NJ
GREENBELT GKA REALTY LLC	MD
GREENBELT I-1 REALTY LLC	MD
GREENBELT L REALTY LLC	MD
GREENBELT/SPRINGHILL LAKE ASSOCIATES L.L.C.	MD
HANOVER 3201 REALTY L.L.C.	NJ
HANOVER HOSPITALITY CORP.	NJ
HARBORSIDE HOSPITALITY CORP.	NJ
HARBORSIDE UNIT A URBAN RENEWAL, L.L.C.	NJ
HILLSBOROUGH 206 HOLDINGS L.L.C.	NJ
HORIZON CENTER REALTY ASSOCIATES L.L.C.	NJ
JUMPING BROOK REALTY ASSOCIATES L.L.C.	NJ
KNIGHTSBRIDGE REALTY L.L.C.	NJ
LINWOOD REALTY L.L.C.	NJ
LITTLETON REALTY ASSOCIATES L.L.C.	NJ
M-C 125 BROAD A L.L.C.	DE
M-C 125 BROAD C L.L.C.	DE
M-C 2 SOUTH GOLD L.L.C.	NJ

<b>Subsidiary</b>	<b>State of Incorporation or Organization</b>
M-C 3 AAA L.L.C.	NJ
M-C 3 CAMPUS, LLC	DE
M-C 5 AAA L.L.C.	NJ
M-C 6 AAA L.L.C.	NJ
M-C CAPITOL ASSOCIATES L.L.C.	DE
M-C CHURCH REALTY L.L.C.	NJ
M-C HARBORSIDE PROMENADE LLC	NJ
M-C HARSIMUS PARTNERS L.L.C.	NJ
M-C HUDSON LLC	NJ
M-C LENOLA REALTY L.L.C.	NJ
M-C NEWARK L.L.C.	DE
M-C PLAZA II & III LLC	NJ
M-C PLAZA IV LLC	NJ
M-C PLAZA V LLC	NJ
M-C PLAZA VI & VII LLC	NJ
M-C PROPERTIES CO. REALTY L.L.C.	NJ
M-C RED BANK REALTY L.L.C.	NJ
M-C VREELAND, LLC	DE
MACK-CALI B PROPERTIES, L.L.C.	NJ
MACK-CALI BRIDGEWATER REALTY, L.P.	NJ
MACK-CALI BUILDING V ASSOCIATES L.L.C.	NJ
MACK-CALI CAMPUS REALTY L.L.C.	NJ
MACK-CALI CHESTNUT RIDGE, L.L.C.	NJ
MACK-CALI CW REALTY ASSOCIATES L.L.C.	NY
MACK-CALI E-COMMERCE L.L.C.	DE
MACK-CALI EAST LAKEMONT L.L.C.	NJ
MACK-CALI F PROPERTIES L.P.	NJ
MACK-CALI FACILITY, LLC	NJ
MACK-CALI HARBORSIDE UNIT A L.L.C.	NJ
MACK-CALI HOLMDEL L.L.C.	DE
MACK-CALI JOHNSON ROAD L.L.C.	NJ
MACK-CALI MANAGEMENT L.L.C.	DE

MACK-CALI MID-WEST REALTY ASSOCIATES L.L.C.	NY
MACK-CALI MORRIS REALTY L.L.C.	NJ
MACK-CALI PLAZA I L.L.C.	NJ
MACK-CALI PROPERTY TRUST	MD
MACK-CALI REALTY ACQUISITION CORP.	DE
MACK-CALI REALTY, L.P.	DE
MACK-CALI SERVICES, INC.	NJ
MACK-CALI SHORT HILLS L.L.C.	NJ
MACK-CALI SO. WEST REALTY ASSOCIATES L.L.C.	NY
MACK-CALI SPRING L.L.C.	DE
MACK-CALI SUB I, INC.	DE
MACK-CALI SUB VI, INC.	DE
MACK-CALI SUB X, INC.	DE
MACK-CALI SUB XI, INC.	DE
MACK-CALI SUB XVII, INC.	DE

<b>Subsidiary</b>	<b>State of Incorporation or Organization</b>
MACK-CALI TAXTER ASSOCIATES L.L.C.	NY
MACK-CALI TEXAS PROPERTY L.P.	TX
MACK-CALI TRS HOLDING CORPORATION	DE
MACK-CALI WOODBRIDGE L.L.C.	NJ
MACK-CALI WP REALTY ASSOCIATES L.L.C.	NY
MACK-GREEN-GALE L.L.C.	DE
MAIN-MARTINE MAINTENANCE CORP.	NY
MAPLE 4 CAMPUS REALTY L.L.C.	NJ
MAPLE 6 CAMPUS REALTY L.L.C.	NJ
MARBELLA LAND HOLDING, L.L.C.	NJ
MARBELLA TOWER ASSOCIATES L.L.C.	NJ
MARBELLA TOWER ASSOCIATES SOUTH, L.L.C.	NJ
MARBELLA TOWER URBAN RENEWAL ASSOCIATES, L.L.C.	NJ
MARBELLA TOWER URBAN RENEWAL ASSOCIATES SOUTH, L.L.C.	NJ
MARTINE OWNERS L.L.C.	NY
MC 55 CORPORATE DRIVE L.L.C.	DE
MC 55 CORPORATE MANAGER L.L.C.	DE
MC 107 MORGAN HOLDING L.L.C.	NJ
MC COLUMBIA ROAD LLC	DE
MC CURTIS CENTER INVESTOR L.L.C.	DE
MC AIRPORT HOLDING L.P.	PA
MC FREE WI-FI L.L.C.	NJ
MC JERSEY CITY HOSPITALITY L.L.C.	NJ
MC MONUMENT APARTMENT L.P.	PA
MC MONUMENT HOLDING L.P.	PA
MC ONE RIVER GENERAL L.L.C.	NJ
MC ONE RIVER LIMITED L.L.C.	NJ
MC PARSIPPANY HOSPITALITY CORP.	NJ
MC PIGGYBACK HOSPITALITY L.L.C.	NJ
MC PIGGYBACK SERVICES L.L.C.	NJ
MC PLAZA 8-9 PM L.L.C.	NJ
MC PORT IMPERIAL HOTEL L.L.C.	NJ
MC PORT IMPERIAL HOTEL TRS L.L.C.	NJ
MCPRC LLC	NJ
MC RICHMOND NB L.L.C.	NJ
MC RIVERWATCH NB L.L.C.	NJ
MC ROSELAND CRYSTAL LAKE L.L.C.	DE
MC ROSELAND EPSTEINS L.L.C.	DE
MC ROSELAND HILLSBOROUGH L.L.C.	DE
MC ROSELAND JERSEY CITY II L.L.C.	DE
MC ROSELAND MA HOLDINGS L.L.C.	DE
MC ROSELAND MARBELLA SOUTH L.L.C.	DE
MC ROSELAND MONACO L.L.C.	DE
MC ROSELAND NJ HOLDINGS L.L.C.	DE
MC ROSELAND NORTH RETAIL L.L.C.	DE
MC ROSELAND NY HOLDINGS L.L.C.	DE
MC ROSELAND PARCEL 2 L.L.C.	NJ

<b>Subsidiary</b>	<b>State of Incorporation or Organization</b>
MC ROSELAND PORTSIDE AT PIER ONE L.L.C.	DE
MC ROSELAND PORTSIDE L.L.C.	DE
MC ROSELAND RIVERWALK C L.L.C.	NJ
MC ROSELAND TRS OPERATING L.L.C.	DE
MC ROSELAND VA HOLDINGS L.L.C.	DE
MC ROSELAND WASHINGTON STREET, L.P.	DE
MC ROSELAND WATERFRONT PARTNERS L.L.C.	DE
MC ROSELAND WORCESTER L.L.C.	DE
MC UNIVERSITY PARKING L.L.C.	NJ
MC UNIVERSITY REALTY L.L.C.	NJ
MCPT TRS HOLDING CORPORATION	DE
MCPT TRUST	DE
MCRC TRUST	DE
METRO 101 HOLDING L.L.C.	DE
METRO 101 REALTY L.L.C.	DE
METROVIEW 333 REALTY L.L.C.	NJ
MID-WEST MAINTENANCE CORP.	NY
MID-WESTCHESTER REALTY ASSOCIATES L.L.C.	NY
MONACO NORTH URBAN RENEWAL L.L.C.	NJ
MONACO SOUTH URBAN RENEWAL L.L.C.	NJ
MONMOUTH/ATLANTIC REALTY ASSOCIATES L.L.C.	NJ
MORRISTOWN EPSTEINS, L.L.C.	NJ
MOUNT AIRY REALTY ASSOCIATES L.L.C.	NJ
NEWARK CENTER HOLDING L.L.C.	DE
NUTMEG STATE CAFÉ LICENSING L.L.C.	CT
OFFICE ASSOCIATES L.L.C.	NJ
ONE CAMPUS ASSOCIATES, L.L.C.	DE
ONE RIVER ASSOCIATES	NJ
ONE SYLVAN REALTY, L.L.C.	NJ
OVERLOOK RIDGE L.L.C.	DE
OVERLOOK RIDGE III L.L.C.	DE
PALLADIUM REALTY L.L.C.	NJ
PARCEL 1-3 AT PORT IMPERIAL LLC	NJ
PARCEL 2 AT PORT IMPERIAL LLC	NJ
PARCEL 8-9 AT PORT IMPERIAL LLC	NJ
PARCEL 16 AT PORT IMPERIAL LLC	NJ
PARK PARCEL AT PORT IMPERIAL LLC	NJ
PARK SQUARE TIC L.L.C.	NJ
PARSIPPANY 202 REALTY L.L.C.	NJ
PARSIPPANY HANOVER REALTY II L.L.C.	NJ
PHELAN REALTY ASSOCIATES L.P.	CA
PLAZA VIII & IX ASSOCIATES L.L.C.	NJ

<b>Subsidiary</b>	<b>State of Incorporation or Organization</b>
PORT IMPERIAL MARINA L.L.C.	NJ
PORT IMPERIAL NORTH RETAIL, L.L.C.	NJ
PORT IMPERIAL SOUTH 11, L.L.C.	NJ
PORT IMPERIAL SOUTH 11 HOLDING, L.L.C.	NJ
PORT IMPERIAL SOUTH 11 URBAN RENEWAL, L.L.C.	NJ
PORT IMPERIAL SOUTH 1/3 GARAGE, L.L.C.	NJ
PORT IMPERIAL SOUTH 1/3 HOLDING, L.L.C.	NJ
PORT IMPERIAL SOUTH 1/3 RETAIL L.L.C.	NJ
PORT IMPERIAL SOUTH 4/5 HOLDING, L.L.C.	NJ
PORT IMPERIAL SOUTH, L.L.C.	NJ
PORT IMPERIAL SOUTH 4/5 GARAGE L.L.C.	NJ
PORT IMPERIAL SOUTH 4/5 RETAIL L.L.C.	NJ
PORTSIDE 1/4 L.L.C.	DE
PORTSIDE 5/6, L.L.C.	DE
PORTSIDE APARTMENT DEVELOPERS, L.L.C.	DE
PORTSIDE APARTMENT HOLDINGS L.L.C.	DE
PORTSIDE HOLDINGS L.L.C.	DE
PORTSIDE MASTER COMPANY, L.L.C.	NJ
PRINCETON CORPORATE CENTER REALTY ASSOCIATES L.L.C.	NJ
PRINCETON OVERLOOK REALTY L.L.C.	NJ

PRUROSE MONACO HOLDINGS, L.L.C.	NJ
PRUROSE PORT IMPERIAL SOUTH 15, L.L.C.	NJ
PRUROSE RIVERWALK G L.L.C.	NJ
PSA RAHWAY TIC L.L.C.	NJ
PW/MS MANAGEMENT CO. INC.	NJ
PW/MS OP SUB III, LLC	DE
RAHWAY APTS TIC L.L.C.	NJ
RED BANK CORPORATE PLAZA, LLC	NJ
RED BANK HMS L.L.C.	NJ
RIVERWALK C. URBAN RENEWAL L.L.C.	NJ
RIVERWALK G URBAN RENEWAL L.L.C.	NJ
ROSEGARDEN MARBELLA SOUTH, L.L.C.	NJ
ROSEGARDEN MONACO, L.L.C.	NJ
ROSELAND 4/5 HOLDING, L.L.C.	NJ
ROSELAND ACQUISITION CORP.	DE
ROSELAND ASSET SERVICES, L.L.C.	NJ
ROSELAND DESIGNS L.L.C.	NJ
ROSELAND/HARRISON, L.L.C.	NJ
ROSELAND HOSPITALITY CORP.	NJ
ROSELAND II L.L.C.	NJ
ROSELAND MANAGEMENT COMPANY, L.L.C.	DE
ROSELAND MANAGEMENT HOLDING L.L.C.	NY
ROSELAND MANAGEMENT SERVICES, L.P.	NJ
ROSELAND MONUMENT L.L.C.	DE
ROSELAND OWNERS ASSOCIATES L.L.C.	NJ
ROSELAND/RBA, L.L.C.	NJ
ROSELAND SERVICES L.L.C.	DE
ROSELAND/EASTCHESTER, L.L.C.	NJ

<b>Subsidiary</b>	<b>State of Incorporation or Organization</b>
ROSELAND/OVERLOOK, L.L.C.	NJ
ROSELAND PA HOLDING L.L.C.	DE
ROSELAND/PORT IMPERIAL SOUTH, L.L.C.	NJ
ROSELAND/PORT IMPERIAL, L.L.C.	NJ
ROSELAND/PORT IMPERIAL PARTNERS, L.P.	DE
ROSELAND QRS INC.	DE
ROSELAND RESIDENTIAL DEVELOPMENT, LLC	NJ
ROSELAND RESIDENTIAL, L.P.	DE
ROSELAND RESIDENTIAL TRS CORP.	DE
ROSELAND RESIDENTIAL TRUST	MD
ROSELAND/RIVERWALK G, L.L.C.	NJ
ROSEWOOD WORCESTER CHURCH L.L.C.	DE
ROSEWOOD MORRISTOWN, L.L.C.	NJ
RRT 2 CAMPUS L.L.C.	NJ
RRT GREENBELT HOLDING LLC	MD
SIXTEENTH SPRINGHILL LAKES ASSOCIATES L.L.C.	MD
SKYLINE REALTY L.L.C.	NY
SO. WESTCHESTER REALTY ASSOCIATES L.L.C.	NY
SOUTH-WEST MAINTENANCE CORP.	NY
SYLVAN/CAMPUS REALTY L.L.C.	NJ
TALLEY MAINTENANCE CORP.	NY
TALLEYRAND REALTY ASSOCIATES L.L.C.	NY
TERRI REALTY ASSOCIATES L.L.C.	NJ
THE GALE COMPANY, L.L.C.	NJ
THE GALE CONSTRUCTION COMPANY, L.L.C.	DE
THE GALE CONSTRUCTION SERVICES COMPANY, L.L.C.	DE
THE GALE CONTRACTING COMPANY, L.L.C.	DE
THE GALE MANAGEMENT COMPANY, L.L.C.	DE
THE GALE REAL ESTATE ADVISORS COMPANY, L.L.C.	DE
THE GALE REAL ESTATE SERVICES COMPANY L.L.C.	DE
THE GALE SERVICES COMPANY, L.L.C.	DE
TWELFTH SPRINGHILL LAKE ASSOCIATES, LLC	MD
VAUGHN PRINCETON ASSOCIATES L.L.C.	NJ
WALL 34 REALTY L.L.C.	NJ
WEST AVENUE REALTY ASSOCIATES L.L.C.	CT
WEST-AVE. MAINTENANCE CORP.	CT
WHITE PLAINS REALTY ASSOCIATES L.L.C.	NY



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## Section 7: EX-21.2 (EX-21.2)

EXHIBIT 21.2

### MACK-CALI REALTY, L.P.

<u>Subsidiary</u>	<u>State of Incorporation or Organization</u>
1 COMMERCE REALTY L.L.C.	NJ
1 EXECUTIVE REALTY L.L.C.	NJ
1 GIRALDA REALTY L.L.C.	DE
1 WATER STREET L.L.C.	NY
2 COMMERCE REALTY L.L.C.	NJ
2 EXECUTIVE REALTY L.L.C.	NJ
2 TWOSOME REALTY L.L.C.	NJ
3 CAMPUS REALTY LLC	DE
3 ODELL REALTY L.L.C.	NY
3 GIRALDA REALTY L.L.C.	DE
3 SYLVAN HOLDING, L.L.C.	NJ
3 SYLVAN REALTY L.L.C.	NJ
4 GATEHALL REALTY L.L.C.	NJ
4 BECKER SPE LLC	DE
5 WOOD HOLLOW REALTY, L.L.C.	NJ
5/6 SKYLINE REALTY L.L.C.	NY
6 BECKER SPE LLC	DE
6 BECKER URBAN RENEWAL, L.L.C.	NJ
7 GIRALDA REALTY L.L.C.	DE
9 CAMPUS REALTY L.L.C.	NJ
12 SKYLINE ASSOCIATES L.L.C.	NY
12 VREELAND REALTY LLC	DE
14/16 SKYLINE REALTY L.L.C.	NY
20 COMMERCE DRIVE ASSOCIATES L.L.C.	NJ
20 WATERVIEW SPE LLC	DE
25 COLUMBUS JV, L.L.C.	DE
25 COLUMBUS INVESTOR, L.L.C.	NJ
25 COLUMBUS RR JV, L.L.C.	NJ
30 TWOSOME REALTY L.L.C.	NJ
31 TWOSOME REALTY L.L.C.	NJ
35 WATERVIEW HOLDING L.L.C.	DE
35 WATERVIEW SPE LLC	DE
40 TWOSOME REALTY L.L.C.	NJ
41 TWOSOME REALTY L.L.C.	NJ
50 TWOSOME REALTY L.L.C.	NJ
51 JFK HOLDING L.L.C.	DE
51 JFK UNIT L.L.C.	DE
55 CORPORATE PARTNERS L.L.C.	DE
55 CORPORATE REALTY L.L.C.	DE
65 LIVINGSTON HOLDING L.L.C.	NJ
65 LIVINGSTON TENANT LLC	NJ
75 LIVINGSTON SPE LLC	DE
85 LIVINGSTON SPE LLC	DE
85 LIVINGSTON URBAN RENEWAL, L.L.C.	NJ
97 FORSTER REALTY L.L.C.	NJ
101 COMMERCE REALTY L.L.C.	NJ
101 EXECUTIVE REALTY L.L.C.	NJ
101-103 JFK HOLDING L.L.C.	DE
101-103 JFK REALTY L.L.C.	DE
102 EXECUTIVE REALTY L.L.C.	NJ
111 RIVER REALTY L.L.C.	NJ
120 PASSAIC STREET L.L.C.	NJ

<b>Subsidiary</b>	<b>State of Incorporation or Organization</b>
135 CHESTNUT REALTY L.L.C.	NJ
150 MAIN STREET, L.L.C.	DE
201 COMMERCE REALTY L.L.C.	NJ
201 WILLOWBROOK FUNDING L.L.C.	NJ
225 CORPORATE REALTY L.L.C.	NY
225 EXECUTIVE REALTY L.L.C.	NJ
233 CANOE BROOK ASSOCIATES L.L.C.	NJ
250 HALF MILE L.L.C.	NJ
300 HORIZON REALTY L.L.C.	NJ
300 TICE REALTY ASSOCIATES L.L.C.	NJ
343 THORNALL HOLDING L.L.C.	DE
343 THORNALL SPE LLC	DE
395 W. PASSAIC L.L.C.	NJ
400 CHESTNUT REALTY L.L.C.	NJ
461 FROM REALTY L.L.C.	NJ
470 CHESTNUT REALTY L.L.C.	NJ
500 COLUMBIA TURNPIKE ASSOCIATES L.L.C.	NJ
530 CHESTNUT REALTY L.L.C.	NJ
600 HORIZON CENTER L.L.C.	NJ
1256 N. CHURCH REALTY L.L.C.	NJ
1266 SOUNDVIEW REALTY L.L.C.	CT
1507 LANCER REALTY L.L.C.	NJ
ALTERRA I L.L.C.	DE
ALTERRA II L.L.C.	DE
ANDOVER PLACE APTS. L.L.C.	DE
BA ROSELAND L.L.C.	DE
BMP MOORESTOWN REALTY L.L.C.	NJ
BMP SOUTH REALTY L.L.C.	NJ
BRIDGE PLAZA REALTY ASSOCIATES L.L.C.	NJ
C.W. ASSOCIATES L.L.C.	NJ
CAL-HARBOR II & III URBAN RENEWAL ASSOCIATES L.P.	NJ
CAL-HARBOR IV URBAN RENEWAL ASSOCIATES L.P.	NJ
CAL-HARBOR V LEASING ASSOCIATES L.L.C.	NJ
CAL-HARBOR V URBAN RENEWAL ASSOCIATES L.P.	NJ
CAL-HARBOR VI URBAN RENEWAL ASSOCIATES L.P.	NJ
CAL-HARBOR VII LEASING ASSOCIATES L.L.C.	NJ
CAL-HARBOR VII URBAN RENEWAL ASSOCIATES L.P.	NJ
CAL-HARBOR SO. PIER URBAN RENEWAL ASSOCIATES L.P.	NJ
CALI HARBORSIDE (FEE) ASSOCIATES L.P.	NJ
CCMA NOMINEE L.L.C.	NJ
CENTURY PLAZA ASSOCIATES L.L.C.	NJ
CHAI JV MEMBER L.L.C.	VA
CLEARBROOK ROAD ASSOCIATES L.L.C.	NY
COLLEGE ROAD REALTY L.L.C.	NJ
COLUMBIA ROAD OWNERS LLC	DE
COLUMBIA ROAD PARTNERS LLC	DE
COMMERCENTER REALTY ASSOCIATES L.L.C.	NJ
CROSS WESTCHESTER REALTY ASSOCIATES L.L.C.	NY

<b>Subsidiary</b>	<b>State of Incorporation or Organization</b>
CWLT ROSELAND EXCHANGE L.L.C.	NJ
ELEVENTH SPRINGHILL LAKE ASSOCIATES, LLC	MD
ELMSFORD REALTY ASSOCIATES L.L.C.	NY
EMPIRE STATE CAFÉ LICENSING L.L.C.	NY
EMPIRE STATE FUNDING L.L.C.	DE
EMPIRE STATE VEHICLE LEASING L.L.C.	NY
EPSTEINS B 40 PARK ROSEWOOD UNIT L.L.C.	NJ
EPSTEINS B METROPOLITAN UNIT, L.L.C.	NJ
EPSTEINS B RENTALS, L.L.C.	NJ
EPSTEINS C LOFTS, LLC	NJ
FOURTEENTH SPRINGHILL LAKE ASSOCIATES L.L.C.	DE
GALE ONC ASSOCIATES, LLC	DE
GALE SLG NJ GP LLC	DE
GALE SLG NJ MEZZ LLC	DE

GALE SLG NJ OPERATING PARTNERSHIP, L.P.	DE
GARDEN STATE CAFÉ LICENSING L.L.C.	NJ
GARDEN STATE VEHICLE LEASING L.L.C.	NJ
GRAND JERSEY WATERFRONT URBAN RENEWAL L.L.C.	NJ
GREENBELT GKA REALTY LLC	MD
GREENBELT I-1 REALTY LLC	MD
GREENBELT L REALTY LLC	MD
GREENBELT/SPRINGHILL LAKE ASSOCIATES L.L.C.	MD
HANOVER 3201 REALTY L.L.C.	NJ
HANOVER HOSPITALITY CORP.	NJ
HARBORSIDE UNIT A URBAN RENEWAL, L.L.C.	NJ
HARBORSIDE HOSPITALITY CORP.	NJ
HILLSBOROUGH 206 HOLDINGS L.L.C.	NJ
HORIZON CENTER REALTY ASSOCIATES L.L.C.	NJ
JUMPING BROOK REALTY ASSOCIATES L.L.C.	NJ
KNIGHTSBRIDGE REALTY L.L.C.	NJ
LINWOOD REALTY L.L.C.	NJ
LITTLETON REALTY ASSOCIATES L.L.C.	NJ
M-C 125 BROAD A L.L.C.	DE
M-C 125 BROAD C L.L.C.	DE
M-C 2 SOUTH GOLD L.L.C.	NJ
M-C 3 AAA L.L.C.	NJ
M-C 3 CAMPUS, LLC	DE
M-C 5 AAA L.L.C.	NJ
M-C 6 AAA L.L.C.	NJ
M-C CAPITOL ASSOCIATES L.L.C.	DE
M-C CHURCH REALTY L.L.C.	NJ
M-C HARBORSIDE PROMENADE LLC	NJ
M-C HARSIMUS PARTNERS L.L.C.	NJ
M-C HUDSON LLC	NJ

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<b>Subsidiary</b>	<b>State of Incorporation or Organization</b>
M-C LENOLA REALTY L.L.C.	NJ
M-C NEWARK L.L.C.	DE
M-C PLAZA II & III LLC	NJ
M-C PLAZA IV LLC	NJ
M-C PLAZA V LLC	NJ
M-C PLAZA VI & VII LLC	NJ
M-C PROPERTIES CO. REALTY L.L.C.	NJ
M-C RED BANK REALTY L.L.C.	NJ
M-C VREELAND, LLC	DE
MACK-CALI B PROPERTIES, L.L.C.	NJ
MACK-CALI BRIDGEWATER REALTY, L.P.	NJ
MACK-CALI BUILDING V ASSOCIATES L.L.C.	NJ
MACK-CALI CAMPUS REALTY L.L.C.	NJ
MACK-CALI CHESTNUT RIDGE, L.L.C.	NJ
MACK-CALI CW REALTY ASSOCIATES L.L.C.	NY
MACK-CALI E-COMMERCE L.L.C.	DE
MACK-CALI EAST LAKEMONT L.L.C.	NJ
MACK-CALI F PROPERTIES L.P.	NJ
MACK-CALI FACILITY, LLC	NJ
MACK-CALI HARBORSIDE UNIT A L.L.C.	NJ
MACK-CALI HOLMDEL L.L.C.	DE
MACK-CALI JOHNSON ROAD L.L.C.	NJ
MACK-CALI MANAGEMENT L.L.C.	DE
MACK-CALI MID-WEST REALTY ASSOCIATES L.L.C.	NY
MACK-CALI MORRIS REALTY L.L.C.	NJ
MACK-CALI PLAZA I L.L.C.	NJ
MACK-CALI PROPERTY TRUST	MD
MACK-CALI REALTY ACQUISITION CORP.	DE
MACK-CALI SERVICES, INC.	NJ
MACK-CALI SHORT HILLS L.L.C.	NJ
MACK-CALI SO. WEST REALTY ASSOCIATES L.L.C.	NY
MACK-CALI SPRING L.L.C.	DE
MACK-CALI TAXTER ASSOCIATES L.L.C.	NY
MACK-CALI TEXAS PROPERTY L.P.	TX
MACK-CALI TRS HOLDING CORPORATION	DE

MACK-CALI WOODBRIDGE L.L.C.	NJ
MACK-CALI WP REALTY ASSOCIATES L.L.C.	NY
MACK-GREEN-GALE L.L.C.	DE
MAIN-MARTINE MAINTENANCE CORP.	NY
MAPLE 4 CAMPUS REALTY L.L.C.	NJ
MAPLE 6 CAMPUS REALTY L.L.C.	NJ
MARBELLA LAND HOLDING, L.L.C.	NJ
MARBELLA TOWER ASSOCIATES L.L.C.	NJ
MARBELLA TOWER ASSOCIATES SOUTH, L.L.C.	NJ
MARBELLA TOWER URBAN RENEWAL ASSOCIATES, L.L.C.	NJ
MARBELLA TOWER URBAN RENEWAL ASSOCIATES SOUTH, L.L.C.	NJ

<b>Subsidiary</b>	<b>State of Incorporation or Organization</b>
MARTINE OWNERS L.L.C.	NY
MC 55 CORPORATE DRIVE L.L.C.	DE
MC 55 CORPORATE MANAGER L.L.C.	DE
MC 107 MORGAN HOLDING L.L.C.	NJ
MC AIRPORT HOLDING L.P.	PA
MC COLUMBIA ROAD LLC	DE
MC CURTIS CENTER INVESTOR L.L.C.	DE
MC FREE WI-FI L.L.C.	NJ
MC JERSEY CITY HOSPITALITY L.L.C.	NJ
MC MONUMENT APARTMENT L.P.	PA
MC MONUMENT HOLDING L.P.	PA
MC ONE RIVER GENERAL L.L.C.	NJ
MC ONE RIVER LIMITED L.L.C.	NJ
MC PARSIPPANY HOSPITALITY CORP.	NJ
MC PIGGYBACK HOSPITALITY L.L.C.	NJ
MC PIGGYBACK SERVICES L.L.C.	NJ
MC PLAZA 8-9 PM L.L.C.	NJ
MC PORT IMPERIAL HOTEL L.L.C.	NJ
MC PORT IMPERIAL HOTEL TRS L.L.C.	NJ
MCPRC LLC	NJ
MC RICHMOND NB L.L.C.	NJ
MC RIVERWATCH NB L.L.C.	NJ
MC ROSELAND CRYSTAL LAKE L.L.C.	DE
MC ROSELAND EPSTEINS L.L.C.	DE
MC ROSELAND HILLSBOROUGH L.L.C.	DE
MC ROSELAND JERSEY CITY II L.L.C.	DE
MC ROSELAND MA HOLDINGS L.L.C.	DE
MC ROSELAND MARBELLA SOUTH L.L.C.	DE
MC ROSELAND MONACO L.L.C.	DE
MC ROSELAND NJ HOLDINGS L.L.C.	DE
MC ROSELAND NORTH RETAIL L.L.C.	DE
MC ROSELAND NY HOLDINGS L.L.C.	DE
MC ROSELAND PARCEL 2 L.L.C.	NJ
MC ROSELAND PORTSIDE AT PIER ONE L.L.C.	DE
MC ROSELAND PORTSIDE L.L.C.	DE
MC ROSELAND RIVERWALK C L.L.C.	NJ
MC ROSELAND TRS OPERATING L.L.C.	DE
MC ROSELAND VA HOLDINGS L.L.C.	DE
MC ROSELAND WASHINGTON STREET, L.P.	DE
MC ROSELAND WATERFRONT PARTNERS L.L.C.	DE
MC ROSELAND WORCESTER L.L.C.	DE
MC UNIVERSITY PARKING L.L.C.	NJ
MC UNIVERSITY REALTY L.L.C.	NJ
MCPT TRS HOLDING CORPORATION	DE
MCPT TRUST	DE
MCRC TRUST	DE
METRO 101 HOLDING L.L.C.	DE

<b>Subsidiary</b>	<b>State of Incorporation or Organization</b>
METRO 101 REALTY L.L.C.	DE

METROVIEW 333 REALTY L.L.C.	NJ
MID-WEST MAINTENANCE CORP.	NY
MID-WESTCHESTER REALTY ASSOCIATES L.L.C.	NY
MONACO NORTH URBAN RENEWAL L.L.C.	NJ
MONACO SOUTH URBAN RENEWAL, L.L.C.	NJ
MONMOUTH/ATLANTIC REALTY ASSOCIATES L.L.C.	NJ
MORRISTOWN EPSTEINS, L.L.C.	NJ
MOUNT AIRY REALTY ASSOCIATES L.L.C.	NJ
NEWARK CENTER HOLDING L.L.C.	DE
NUTGEM STATE CAFÉ LICENSING L.L.C.	CT
OFFICE ASSOCIATES L.L.C.	NJ
ONE CAMPUS ASSOCIATES, L.L.C.	DE
ONE RIVER ASSOCIATES	NJ
ONE SYLVAN REALTY, L.L.C.	NJ
OVERLOOK RIDGE L.L.C.	DE
OVERLOOK RIDGE III L.L.C.	DE
PALLADIUM REALTY L.L.C.	NJ
PARCEL 1-3 AT PORT IMPERIAL LLC	NJ
PARCEL 2 AT PORT IMPERIAL LLC	NJ
PARCEL 8-9 AT PORT IMPERIAL LLC	NJ
PARCEL 16 AT PORT IMPERIAL LLC	NJ
PARK PARCEL AT PORT IMPERIAL LLC	NJ
PARSIPPANY 202 REALTY L.L.C.	NJ
PARSIPPANY HANOVER REALTY II L.L.C.	NJ
PARK SQUARE TIC L.L.C.	NJ
PHELAN REALTY ASSOCIATES L.P.	CA
PLAZA VIII & IX ASSOCIATES L.L.C.	NJ
PORT IMPERIAL MARINA L.L.C.	NJ
PORT IMPERIAL NORTH RETAIL, L.L.C.	NJ
PORT IMPERIAL SOUTH 11, L.L.C.	NJ
PORT IMPERIAL SOUTH 11 HOLDING, L.L.C.	NJ
PORT IMPERIAL SOUTH 11 URBAN RENEWAL, L.L.C.	NJ
PORT IMPERIAL SOUTH 1/3 GARAGE, L.L.C.	NJ
PORT IMPERIAL SOUTH 1/3 HOLDING, L.L.C.	NJ
PORT IMPERIAL SOUTH 1/3 RETAIL L.L.C.	NJ
PORT IMPERIAL SOUTH 4/5 HOLDING, L.L.C.	NJ
PORT IMPERIAL SOUTH, L.L.C.	NJ
PORT IMPERIAL SOUTH 4/5 GARAGE L.L.C.	NJ
PORT IMPERIAL SOUTH 4/5 RETAIL L.L.C.	NJ

<b>Subsidiary</b>	<b>State of Incorporation or Organization</b>
PORTSIDE 1/4 L.L.C.	DE
PORTSIDE 5/6, L.L.C.	DE
PORTSIDE APARTMENT DEVELOPERS, L.L.C.	DE
PORTSIDE APARTMENT HOLDINGS, L.L.C.	DE
PORTSIDE HOLDINGS L.L.C.	DE
PORTSIDE MASTER COMPANY, L.L.C.	NJ
PRINCETON CORPORATE CENTER REALTY ASSOCIATES L.L.C.	NJ
PRINCETON OVERLOOK REALTY L.L.C.	NJ
PRUROSE MONACO HOLDINGS, L.L.C.	NJ
PRUROSE PORT IMPERIAL SOUTH 15, L.L.C.	NJ
PRUROSE RIVERWALK G L.L.C.	NJ
PSA RAHWAY TIC L.L.C.	NJ
PW/MS MANAGEMENT CO. INC.	NJ
PW/MS OP SUB III, LLC	DE
RAHWAY APTS TIC L.L.C.	NJ
RED BANK CORPORATE PLAZA, LLC	NJ
RED BANK HMS L.L.C.	NJ
RIVERWALK C. URBAN RENEWAL L.L.C.	NJ
RIVERWALK G URBAN RENEWAL, L.L.C.	NJ
ROSEGARDEN MARBELLA SOUTH, L.L.C.	NJ
ROSEGARDEN MONACO, L.L.C.	NJ
ROSELAND 4/5 HOLDING, L.L.C.	NJ
ROSELAND ACQUISITION CORP.	DE
ROSELAND ASSET SERVICES, L.L.C.	NJ
ROSELAND DESIGNS L.L.C.	NJ
ROSELAND FREEHOLD L.L.C.	NJ

ROSELAND/HARRISON, L.L.C.	NJ
ROSELAND HOSPITALITY CORP.	NJ
ROSELAND II L.L.C.	NJ
ROSELAND MANAGEMENT COMPANY, L.L.C.	DE
ROSELAND MANAGEMENT HOLDING L.L.C.	NY
ROSELAND MANAGEMENT SERVICES, L.P.	NJ
ROSELAND MONUMENT L.L.C.	DE
ROSELAND OWNERS ASSOCIATES L.L.C.	NJ
ROSELAND/RBA, L.L.C.	NJ
ROSELAND SERVICES L.L.C.	DE
ROSELAND/EASTCHESTER, L.L.C.	NJ
ROSELAND/OVERLOOK, L.L.C.	NJ
ROSELAND PA HOLDING L.L.C.	DE
ROSELAND/PORT IMPERIAL PARTNERS, L.P.	DE
ROSELAND/PORT IMPERIAL SOUTH, L.L.C.	NJ
ROSELAND/PORT IMPERIAL, L.L.C.	NJ
ROSELAND QRS INC.	DE
ROSELAND RESIDENTIAL DEVELOPMENT, LLC	NJ
ROSELAND RESIDENTIAL, L.P.	DE
ROSELAND RESIDENTIAL TRS CORP.	DE
ROSELAND RESIDENTIAL TRUST	MD
ROSELAND/RIVERWALK G, L.L.C.	NJ
ROSELAND WORCESTER CHURCH L.L.C.	DE
ROSEWOOD MORRISTOWN, L.L.C.	NJ

<u>Subsidiary</u>	<u>State of Incorporation or Organization</u>
RRT 2 CAMPUS L.L.C.	NJ
RRT GREENBELT HOLDING LLC	MD
SIXTEENTH SPRINGHILL LAKES ASSOCIATES L.L.C.	MD
SKYLINE REALTY L.L.C.	NY
SO. WESTCHESTER REALTY ASSOCIATES L.L.C.	NY
SOUTH-WEST MAINTENANCE CORP.	NY
SYLVAN/CAMPUS REALTY L.L.C.	NJ
TALLEY MAINTENANCE CORP.	NY
TALLEYRAND REALTY ASSOCIATES L.L.C.	NY
TERRI REALTY ASSOCIATES L.L.C.	NJ
THE GALE COMPANY, L.L.C.	NJ
THE GALE CONSTRUCTION COMPANY, L.L.C.	DE
THE GALE CONSTRUCTION SERVICES COMPANY, L.L.C.	DE
THE GALE CONTRACTING COMPANY, L.L.C.	DE
THE GALE MANAGEMENT COMPANY, L.L.C.	DE
THE GALE REAL ESTATE ADVISORS COMPANY, L.L.C.	DE
THE GALE REAL ESTATE SERVICES COMPANY L.L.C.	DE
THE GALE SERVICES COMPANY, L.L.C.	DE
TWELFTH SPRINGHILL LAKE ASSOCIATES, LLC	MD
VAUGHN PRINCETON ASSOCIATES L.L.C.	NJ
WALL 34 REALTY L.L.C.	NJ
WEST AVENUE REALTY ASSOCIATES L.L.C.	CT
WEST-AVE. MAINTENANCE CORP.	CT
WHITE PLAINS REALTY ASSOCIATES L.L.C.	NY
XS HOTEL ASSOCIATES LLC	NJ
XS HOTEL URBAN RENEWAL ASSOCIATES LLC	NJ

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## Section 8: EX-23.1 (EX-23.1)

Exhibit 23.1

### CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (Nos. 333-216326, 333-216327, 333-216329, 33-96542, 333-25475, 333-4441, 333-69029, 333-09875, 333-57194, and 333-80077) and Form S-8 (Nos. 333-188729 and 333-80081) of Mack-Cali Realty Corporation of our report dated February 21, 2018 relating to the financial statements, financial statement schedules and the effectiveness of



internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

New York, New York

February 21, 2018

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## Section 9: EX-23.2 (EX-23.2)

Exhibit 23.2

### CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (No. 333-216327-01) of Mack-Cali Realty, L.P. of our report dated February 21, 2018 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

New York, New York

February 21, 2018

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## Section 10: EX-31.1 (EX-31.1)

Exhibit 31.1

### **MACK-CALI REALTY CORPORATION** **Certification**

I, Michael J. DeMarco, certify that:

1. I have reviewed this annual report on Form 10-K of Mack-Cali Realty Corporation;
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.

Date: February 21, 2018

By: /s/ Michael J. DeMarco  
Michael J. DeMarco  
Chief Executive Officer

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## Section 11: EX-31.2 (EX-31.2)

Exhibit 31.2

### MACK-CALI REALTY CORPORATION Certification

I, Anthony Krug, certify that:

1. I have reviewed this annual report on Form 10-K of Mack-Cali Realty Corporation;
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.

Date: February 21, 2018

By: /s/ Anthony Krug  
Anthony Krug  
Chief Financial Officer

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## Section 12: EX-31.3 (EX-31.3)

Exhibit 31.3

### MACK-CALI REALTY, L.P. Certification

I, Michael J. DeMarco, certify that:

1. I have reviewed this annual report on Form 10-K of Mack-Cali Realty, L.P.;
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.

Date: February 21, 2018

By: /s/ Michael J. DeMarco  
Michael J. DeMarco  
Chief Executive Officer  
of Mack-Cali Realty Corporation,  
the general partner of Mack-Cali Realty, L.P.

## Section 13: EX-31.4 (EX-31.4)

Exhibit 31.4

### MACK-CALI REALTY, L.P. Certification

I, Anthony Krug, certify that:

1. I have reviewed this annual report on Form 10-K of Mack-Cali Realty, L.P.;
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):
  - c) 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
  - d) 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.

Date: February 21, 2018

By: /s/ Anthony Krug  
Anthony Krug  
Chief Financial Officer  
of Mack-Cali Realty Corporation,  
the general partner of Mack-Cali Realty, L.P.

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## Section 14: EX-32.1 (EX-32.1)

**Exhibit 32.1**

**CERTIFICATION 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 Mack-Cali Realty Corporation (the "Company") for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Michael J. DeMarco, as Chief Executive Officer of the Company, and Anthony Krug, 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:

- (1) The Report fully complies with the requirements of §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.

Date: February 21, 2018

By: /s/ Michael J. DeMarco  
Michael J. DeMarco  
Chief Executive Officer

Date: February 21, 2018

By: /s/ Anthony Krug  
Anthony Krug  
Chief Financial Officer

This certification accompanies each Report pursuant to §906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of §18 of the Securities Exchange Act of 1934, as amended.

A signed original of this written statement required by §906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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## Section 15: EX-32.2 (EX-32.2)

**EXHIBIT 32.2**

**CERTIFICATION 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 Mack-Cali Realty, L.P. (the “Operating Partnership”) for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), Michael J. DeMarco, as Chief Executive Officer of Mack-Cali Realty Corporation, its general partner, and Anthony Krug, as Chief Financial Officer of Mack-Cali Realty Corporation, its general partner, each hereby certifies, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of §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 Operating Partnership.

Date: February 21, 2018

By: /s/ Michael J. DeMarco  
Michael J. DeMarco  
Chief Executive Officer  
of Mack-Cali Realty Corporation,  
the general partner of Mack-Cali Realty, L.P.

Date: February 21, 2018

By: /s/ Anthony Krug  
Anthony Krug  
Chief Financial Officer  
of Mack-Cali Realty Corporation,  
the general partner of Mack-Cali Realty, L.P.

This certification accompanies each Report pursuant to §906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Operating Partnership for purposes of §18 of the Securities Exchange Act of 1934, as amended.

A signed original of this written statement required by §906 has been provided to the Operating Partnership and will be retained by the Operating Partnership and furnished to the Securities and Exchange Commission or its staff upon request.

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