

FRANKLIN STREET PROPERTIES CORP /MA/  
Form 10-Q  
October 30, 2018  
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10 - Q

(Mark One)

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

For the quarterly period ended September 30, 2018.

OR

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

For the transition period from            to

Commission File Number: 001-32470

Franklin Street Properties Corp.

(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction of incorporation  
or organization)

04-3578653  
(I.R.S. Employer  
Identification No.)

401 Edgewater Place, Suite 200

Wakefield, MA 01880

(Address of principal executive offices)(Zip Code)

(781) 557-1300

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). YES NO

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

Large accelerated filer      Accelerated filer

Non-accelerated filer      Smaller reporting company

Emerging growth company

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

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

The number of shares of common stock outstanding as of October 25, 2018 was 107,231,155.

---

Table of Contents

Franklin Street Properties Corp.  
Form 10-Q

Quarterly Report  
September 30, 2018

Table of Contents

	Page
<u>Part I.</u>	
<u>Financial Information</u>	
<u>Item 1. Financial Statements</u>	
<u>Consolidated Balance Sheets as of September 30, 2018 and December 31, 2017</u>	3
<u>Consolidated Statements of Income for the three and nine months ended September 30, 2018 and 2017</u>	4
<u>Consolidated Statements of Comprehensive Income for the three and nine months ended September 30, 2018 and 2017</u>	5
<u>Consolidated Statements of Cash Flows for the nine months ended September 30, 2018 and 2017</u>	6
<u>Notes to Consolidated Financial Statements</u>	7-19
<u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	20-37
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>	37
<u>Item 4. Controls and Procedures</u>	39
<u>Part II.</u>	
<u>Other Information</u>	
<u>Item 1. Legal Proceedings</u>	40
<u>Item 1A. Risk Factors</u>	40
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	40

<u>Item 3. Defaults Upon Senior Securities</u>	40
<u>Item 4. Mine Safety Disclosures</u>	40
<u>Item 5. Other Information</u>	40
<u>Item 6. Exhibits</u>	41
<u>Signatures</u>	42

---

Table of Contents

## PART I — FINANCIAL INFORMATION

## Item 1. Financial Statements

## Franklin Street Properties Corp.

## Consolidated Balance Sheets

(Unaudited)

	September 30, 2018	December 31, 2017
(in thousands, except share and par value amounts)		
Assets:		
Real estate assets:		
Land	\$ 191,578	\$ 191,578
Buildings and improvements	1,848,362	1,811,631
Fixtures and equipment	7,842	5,614
	2,047,782	2,008,823
Less accumulated depreciation	419,746	376,131
Real estate assets, net	1,628,036	1,632,692
Acquired real estate leases, less accumulated amortization of \$98,890 and \$109,771, respectively	65,687	86,520
Investment in non-consolidated REITs	—	70,164
Cash, cash equivalents and restricted cash	10,434	9,819
Tenant rent receivables, less allowance for doubtful accounts of \$225 and \$250, respectively	3,206	3,123
Straight-line rent receivable, less allowance for doubtful accounts of \$50 and \$50, respectively	53,056	53,194
Prepaid expenses and other assets	9,259	8,387
Related party mortgage loan receivables	70,925	71,720
Other assets: derivative asset	22,265	13,925
Office computers and furniture, net of accumulated depreciation of \$1,493 and \$1,420, respectively	216	289
Deferred leasing commissions, net of accumulated amortization of \$24,059 and \$22,276, respectively	45,475	40,679
Total assets	\$ 1,908,559	\$ 1,990,512
Liabilities and Stockholders' Equity:		
Liabilities:		
Bank note payable	\$ 17,000	\$ 78,000
	763,914	764,901

Term loans payable, less unamortized financing costs of \$6,086 and \$5,099, respectively		
Series A&B Senior Notes, less unamortized financing costs of \$1,191 and \$1,308, respectively	198,809	198,692
Accounts payable and accrued expenses	62,699	61,039
Accrued compensation	2,844	3,641
Tenant security deposits	5,619	5,383
Other liabilities: derivative liabilities	—	1,759
Acquired unfavorable real estate leases, less accumulated amortization of \$7,985 and \$7,638, respectively	4,261	5,805
Total liabilities	1,055,146	1,119,220
Commitments and contingencies		
Stockholders' Equity:		
Preferred stock, \$.0001 par value, 20,000,000 shares authorized, none issued or outstanding	—	—
Common stock, \$.0001 par value, 180,000,000 shares authorized, 107,231,155 and 107,231,155 shares issued and outstanding, respectively	11	11
Additional paid-in capital	1,356,457	1,356,457
Accumulated other comprehensive income	22,265	12,166
Accumulated distributions in excess of accumulated earnings	(525,320)	(497,342)
Total stockholders' equity	853,413	871,292
Total liabilities and stockholders' equity	\$ 1,908,559	\$ 1,990,512

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

Table of Contents

Franklin Street Properties Corp.

Consolidated Statements of Income

(Unaudited)

(in thousands, except per share amounts)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
Revenues:				
Rental	\$ 67,436	\$ 67,339	\$ 198,473	\$ 201,710
Related party revenue:				
Management fees and interest income from loans	1,261	1,278	3,793	4,014
Other	8	9	26	29
Total revenues	68,705	68,626	202,292	205,753
Expenses:				
Real estate operating expenses	17,946	17,898	52,051	52,492
Real estate taxes and insurance	11,651	11,882	35,120	35,880
Depreciation and amortization	23,277	24,988	70,903	75,599
General and administrative	3,394	3,286	9,908	9,806
Interest	9,935	8,258	29,174	23,730
Total expenses	66,203	66,312	197,156	197,507
Income before equity in income (loss) of non-consolidated REITs, other, gain (loss) on sale of properties and properties held for sale, less applicable income tax and taxes	2,502	2,314	5,136	8,246
Equity in income (loss) of non-consolidated REITs	7,180	(121)	6,793	(719)
Other	—	67	—	218
Gain (loss) on sale of properties and properties held for sale, less applicable income tax	—	(257)	—	(18,460)
Income (loss) before taxes on income	9,682	2,003	11,929	(10,715)
Taxes on income	74	100	231	297
Net income (loss)	\$ 9,608	\$ 1,903	\$ 11,698	\$ (11,012)
Weighted average number of shares outstanding, basic and diluted	107,231	107,231	107,231	107,231
Net income (loss) per share, basic and diluted	\$ 0.09	\$ 0.02	\$ 0.11	\$ (0.10)

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





Table of Contents

Franklin Street Properties Corp.

Consolidated Statements of Comprehensive Income

(Unaudited)

(in thousands)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
Net income (loss)	\$ 9,608	\$ 1,903	\$ 11,698	\$ (11,012)
Comprehensive income (loss):				
Unrealized gain (loss) on derivative financial instruments	1,069	14	10,099	(524)
Total comprehensive income (loss)	1,069	14	10,099	(524)
Comprehensive income (loss)	\$ 10,677	\$ 1,917	\$ 21,797	\$ (11,536)

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

Table of Contents

Franklin Street Properties Corp.

Consolidated Statements of Cash Flows

(Unaudited)

(in thousands)	For the Nine Months Ended September 30,	
	2018	2017
Cash flows from operating activities:		
Net income (loss)	\$ 11,698	\$ (11,012)
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization expense	73,127	77,418
Amortization of above and below market leases	(405)	(941)
Hedge ineffectiveness	—	(218)
Loss on sale of properties and properties held for sale, less applicable income tax	—	18,460
Equity in (income) loss of non-consolidated REITs	(6,793)	719
Increase (decrease) in allowance for doubtful accounts	(25)	25
Changes in operating assets and liabilities:		
Tenant rent receivables	(58)	(902)
Straight-line rents	821	(2,021)
Lease acquisition costs	(683)	(876)
Prepaid expenses and other assets	(487)	(1,945)
Accounts payable and accrued expenses	(2,665)	(489)
Accrued compensation	(797)	(784)
Tenant security deposits	236	76
Payment of deferred leasing commissions	(11,051)	(8,178)
Net cash provided by operating activities	62,918	69,332
Cash flows from investing activities:		
Property improvements, fixtures and equipment	(35,901)	(41,862)
Investment in non-consolidated REITs	74,931	—
Distributions in excess of earnings from non-consolidated REITs	710	1,041
Repayment of related party mortgage receivable	795	9,795
Proceeds received on sales of real estate assets	—	6,160
Net cash provided by (used in) investing activities	40,535	(24,866)
Cash flows from financing activities:		
Distributions to stockholders	(39,676)	(61,122)
Borrowings under bank note payable	30,000	60,000
Repayments of bank note payable	(91,000)	(40,000)
Deferred financing costs	(2,162)	—
Net cash used in financing activities	(102,838)	(41,122)
Net increase in cash, cash equivalents and restricted cash	615	3,344
Cash, cash equivalents and restricted cash, beginning of year	9,819	9,366
Cash, cash equivalents and restricted cash, end of period	\$ 10,434	\$ 12,710

Supplemental disclosure of cash flow information:

Cash paid for:		
Interest	\$ 25,388	\$ 21,885
Taxes	\$ 485	\$ 583
Non-cash investing activities:		
Accrued costs for purchases of real estate assets	\$ 9,465	\$ 6,053

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

Table of Contents

Franklin Street Properties Corp.  
 Notes to Consolidated Financial Statements  
 (Unaudited)

1. Organization, Properties, Basis of Presentation, Financial Instruments and Recent Accounting Standards

Organization

Franklin Street Properties Corp. (“FSP Corp.” or the “Company”) holds, directly and indirectly, 100% of the interest in FSP Investments LLC, FSP Property Management LLC, FSP Holdings LLC and FSP Protective TRS Corp. FSP Property Management LLC provides asset management and property management services. The Company also has a non-controlling common stock interest in three corporations organized to operate as real estate investment trusts (“REIT”). Collectively, the three REITs are referred to as the “Sponsored REITs”.

As of September 30, 2018, the Company owned and operated a portfolio of real estate consisting of 34 operating properties, one property that was substantially redeveloped and is in lease-up and three managed Sponsored REITs; and held four promissory notes secured by mortgages on real estate owned by Sponsored REITs, including two mortgage loans and two revolving lines of credit. From time-to-time, the Company may acquire, develop or redevelop real estate, make additional secured loans or acquire a Sponsored REIT. The Company may also pursue, on a selective basis, the sale of its properties in order to take advantage of the value creation and demand for its properties, or for geographic or property specific reasons.

Properties

The following table summarizes the Company’s number of operating properties and rentable square feet of real estate. In January 2016, the Company classified one property as non-operating that was substantially redeveloped and is in lease-up, which is excluded as of September 30, 2018 and 2017.

	As of September 30,	
	2018	2017
Commercial real estate:		
Number of properties	34	35
Rentable square feet	9,760,699	10,085,889

Basis of Presentation

The unaudited consolidated financial statements of the Company include all of the accounts of the Company and its majority-owned subsidiaries. All significant intercompany balances and transactions have been eliminated. These financial statements should be read in conjunction with the Company's consolidated financial statements and notes thereto contained in the Company's Annual Report on Form 10-K for its fiscal year ended December 31, 2017, as filed with the Securities and Exchange Commission.

The accompanying interim financial statements are unaudited; however, the financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP") for interim financial information and in conjunction with the rules and regulations of the Securities and Exchange Commission. Accordingly, they do not include all of the disclosures required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting solely of normal recurring matters) necessary for a fair presentation of the financial statements for these interim periods have been included. Operating results for the three and nine months ended September 30, 2018 are not necessarily indicative of the results that may be expected for the year ending December 31, 2018 or for any other period.

#### Financial Instruments

As disclosed in Note 4, the Company's derivatives are recorded at fair value using Level 2 inputs. The Company estimates that the carrying values of cash, cash equivalents and restricted cash, receivables and tenant security deposits approximate

Table of Contents

their fair values based on their short-term maturity and the loan receivable, bank note and term loans payable approximate their fair values as they bear interest at variable interest rates at spreads that approximate market.

## Cash, Cash Equivalents and Restricted Cash

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the consolidated balance sheets that sum to the total of the same such amounts shown in the consolidated statement of cash flows.

(in thousands)	September 30, 2018	September 30, 2017
Cash and cash equivalents	\$ 10,434	\$ 12,647
Restricted cash	—	63
Total cash, cash equivalents and restricted cash	\$ 10,434	\$ 12,710

Amounts included in restricted cash represent amounts set aside for the payments to be made pursuant to our employees' flexible medical spending accounts.

## Recent Accounting Standards

In May 2014, the Financial Accounting Standards Board ("FASB") issued ASU No. 2014-09, Revenue from Contracts with Customers ("Topic 606"), which provides guidance for revenue recognition. The standard's core principle is that a company will recognize revenue when promised goods or services are transferred to customers in an amount that reflects the consideration to which a company expects to be entitled in exchange for those goods or services. This update is effective for interim and annual reporting periods beginning after December 15, 2017. A substantial portion of our revenue consists of rental income from leasing arrangements, which is specifically excluded from Topic 606. The Company adopted Topic 606 using the modified retrospective approach effective January 1, 2018 and the adoption did not have an impact on the amount or timing of revenue recognition in the consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842) ("ASU 2016-02"). ASU 2016-02 requires lessees to establish a lease liability for the obligation to make lease payments and a right-of-use asset for the right to use the underlying asset for the lease term on their balance sheets. Lessees will continue to recognize lease expenses

on their income statements in a manner similar to current accounting. The guidance also eliminates current real estate-specific provisions for all entities. For lessors, the guidance modifies the classification criteria and the accounting for sales-type and direct financing leases. This new standard is effective for annual periods beginning after December 15, 2018, and interim periods thereafter with early adoption permitted. The Company is currently evaluating the potential changes from ASU 2016-02 to future financial reporting and disclosures. The Company expects the adoption of this standard in 2019 will increase its assets and liabilities by approximately \$3 million for the addition of right-of-use assets and lease liabilities related to an operating lease for office space in which the Company is a tenant; however, the Company does not expect the standard to have a material impact to its results of operations or liquidity.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments (“ASU 2016-13”), which requires that entities use a new forward looking “expected loss” model that generally will result in the earlier recognition of allowance for credit losses. The measurement of expected credit losses is based upon historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. ASU 2016-13 is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. The Company is currently assessing the potential impact the adoption of ASU 2016-13 will have on its consolidated financial statements.

In August 2016, the FASB issued ASU No. 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments (“ASU 2016-15”), which clarifies how reporting entities should present and classify certain cash receipts and cash payments in the statement of cash flows. ASU 2016-15 is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company adopted this guidance during the first quarter of 2018 and applied it retrospectively. Pursuant to the adoption, the Company elected the cumulative earnings



## Table of Contents

approach related to the distributions received from its equity method investments. The adoption did not have an impact on the Company's consolidated statements of cash flows.

In November 2016, the FASB issued ASU No. 2016-18, Restricted Cash ("ASU 2016-18"), which clarifies how reporting entities should present restricted cash and restricted cash equivalents. Reporting entities will show the changes in the total of cash, cash equivalents, restricted cash and restricted cash equivalents in the statement of cash flows. The new standard requires a reconciliation of the totals in the statement of cash flows to the related captions in the balance sheets. ASU 2016-18 is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Upon the adoption of ASU 2016-18, the Company reconciled both cash and cash equivalents and restricted cash and restricted cash equivalents, whereas under the previous guidance the Company explained the changes during the period for cash and cash equivalents only. Prior periods were retrospectively adjusted to conform to the current period's presentation.

In January 2017, the FASB issued ASU No. 2017-01, Clarifying the Definition of a Business ("ASU 2017-01"), which provides additional guidance on evaluating whether transactions should be accounted for as an acquisition (or disposal) of assets of a business. The update defines three requirements for a set of assets and activities (collectively referred to as a "set") to be considered a business: inputs, processes and outputs. ASU 2017-01 is effective for annual periods beginning after December 15, 2017, including interim periods within those fiscal years. This update will be applied prospectively to any transactions occurring within the period of adoption. Certain property acquisitions which under previous guidance would have been accounted for as business combinations will be accounted for as acquisitions of assets. In an acquisition of assets, certain acquisition costs are capitalized as opposed to expensed under business combination guidance.

In August 2018, the FASB issued No. ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement ("ASU 2018-13"). The ASU is intended to improve the effectiveness of fair value measurement disclosures. ASU 2018-13 is effective for all entities for annual periods beginning after December 15, 2019, and interim periods within those fiscal years. This ASU amends existing fair value measurement disclosure requirements by adding, changing, or removing certain disclosures. ASU 2018-13 will be effective for the Company as of January 1, 2020, and earlier adoption is permitted. The Company is currently reviewing the effect of this ASU to the consolidated financial statements.

## 2. Related Party Transactions and Investments in Non-Consolidated Entities

### Investment in Sponsored REITs:

At September 30, 2018 and December 31, 2017, the Company held a common stock interest in three and six Sponsored REITs, respectively. The Company held a non-controlling preferred stock investment in two

Sponsored REITs, FSP 303 East Wacker Drive Corp. (“East Wacker”) and FSP Grand Boulevard Corp. (“Grand Boulevard”), which were liquidated during the three months ended September 30, 2018. As of September 30, 2018, the Company held a beneficial interest in the East Wacker and Grand Boulevard liquidating trusts.

In December 2007, the Company purchased 965.75 preferred shares or 43.7% of the outstanding preferred shares of one of its Sponsored REITs, East Wacker. On September 24, 2018, the property owned by East Wacker was sold and, thereafter, East Wacker declared and issued a liquidating distribution for its preferred shareholders, from which the Company was entitled to \$70.0 million. On September 27, 2018, the Company received \$69.0 million in an initial cash distribution. As a result of the sale, the Company recognized a gain on liquidation of \$7.1 million. As of September 30, 2018, the Company held a beneficial interest in the East Wacker liquidating trust in the amount of \$1.0 million, which is included in other assets in the accompanying consolidated balance sheet.

In May 2009, the Company purchased 175.5 preferred shares or 27.0% of the outstanding preferred shares of one of its Sponsored REITs, Grand Boulevard. On July 19, 2018, the property owned by Grand Boulevard was sold and, thereafter, Grand Boulevard declared and issued a liquidating distribution for its preferred shareholders, from which the Company was entitled to \$6.2 million. On August 17, 2018, the Company received \$5.9 million in an initial cash distribution. As a result of the sale, the Company recognized a loss on liquidation of \$0.1 million. As of September 30, 2018, the Company held a beneficial interest in the Grand Boulevard liquidating trust in the amount of \$0.3 million, which is included in other assets in the accompanying consolidated balance sheet.

Table of Contents

Equity in income (loss) of investments in non-consolidated REITs is derived from the Company's share of income or loss in the operations of those entities and includes gain or loss on liquidation. The Company exercised influence over, but did not control these entities, and investments are accounted for using the equity method.

Equity in income (loss) of investments in non-consolidated REITs:

The following table includes equity in income (loss) of investments in non-consolidated REITs

(in thousands)	Nine Months Ended	
	September 30,	
	2018	2017
Equity in income (loss) of East Wacker	\$ 7,209	\$ (272)
Equity in (loss) of Grand Boulevard	(107)	(447)
Impairment charge	(309)	—
	\$ 6,793	\$ (719)

Equity in income (loss) of East Wacker was derived from the Company's preferred stock investment in the entity. In December 2007, the Company purchased 965.75 preferred shares or 43.7% of the outstanding preferred shares of East Wacker. On September 24, 2018, the property owned by East Wacker was sold at a gain, which is included in equity in income (loss) of non-consolidated REITs on the consolidated statements of income.

Equity in losses of Grand Boulevard is derived from the Company's preferred stock investment in the entity. In May 2009, the Company purchased 175.5 preferred shares or 27.0% of the outstanding preferred shares of Grand Boulevard. On July 19, 2018, the property owned by Grand Boulevard was sold at a loss, which is included in equity in income (loss) of non-consolidated REITs on the consolidated statements of income.

At June 30, 2018, the Company recognized an impairment charge of \$309,000, which represented the other-than-temporary decline in the fair value below the carrying value of one of the Company's investments in non-consolidated REITs. The Company estimated the fair value of its equity investment by estimating the fair value of the property, less estimated costs to sell using a purchase and sale agreement to purchase the property made by third parties (Level 3 inputs, as there is no active market).

The Company received distributions of \$710,000 and \$1,041,000 from non-consolidated REITs during the nine months ended September 30, 2018 and 2017, respectively.

Management fees and interest income from loans:

Asset management fees range from 1% to 5% of collected rents and the applicable contracts are cancelable with 30 days notice. Asset management fee income from non-consolidated entities amounted to approximately \$375,000 and \$459,000 for the nine months ended September 30, 2018 and 2017, respectively.

From time to time the Company may make secured loans (“Sponsored REIT Loans”) to Sponsored REITs in the form of mortgage loans or revolving lines of credit to fund construction costs, capital expenditures, leasing costs and for other purposes. The Company reviews Sponsored REIT loans for impairment each reporting period. A loan is impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts recorded on the balance sheet. The Company applies normal loan review and underwriting procedures (as may be implemented or modified from time to time) in making that judgment. None of the Sponsored REIT loans have been impaired.

The Company anticipates that each Sponsored REIT Loan will be repaid at maturity or earlier from refinancing, long term financings of the underlying properties, cash flows from the underlying properties or some other capital event. Each Sponsored REIT Loan is secured by a mortgage on the underlying property and has a term of approximately one to three years. Except for two mortgage loans which bear interest at a fixed rate, advances under each Sponsored REIT Loan bear

Table of Contents

interest at a rate equal to the 30-day LIBOR rate plus an agreed upon amount of basis points and also require a 50 basis point draw fee.

The following is a summary of the Sponsored REIT Loans outstanding as of September 30, 2018:

(dollars in thousands)	Sponsored REIT	Location	Maturity Date	Maximum Amount of Loan	Amount Drawn at 30-Sep-18	Interest Rate (1)	Draw Fee (2)	Interest Rate at 30-Sep-18
Secured revolving lines of credit								
	FSP Satellite Place Corp.	Duluth, GA	31-Dec-19	\$ 5,500	\$ 1,325	L+ 4.4 %	0.5 %	6.51 %
	FSP Energy Tower I Corp.	Houston, TX	30-Jun-19	20,000	15,600	L+ 5.0 %	0.5 %	7.11 %
Mortgage loan secured by property								
	FSP Monument Circle LLC (3)	Indianapolis, IN	7-Dec-18	21,000	21,000	4.90 %	n/a	4.90 %
	FSP Energy Tower I Corp. (4)	Houston, TX	30-Jun-19	33,000	33,000	6.41 %	n/a	6.41 %
				\$ 79,500	\$ 70,925			

(1) The interest rate is 30-day LIBOR rate plus the additional rate indicated, otherwise a fixed rate.

(2) The draw fee is a percentage of each new advance, and is paid at the time of each new draw.

(3) This mortgage loan includes an origination fee of \$164,000 and an exit fee of \$38,000 when repaid by the borrower.

(4) This mortgage loan includes an annual extension fee of \$108,900 paid by the borrower.

The Company recognized interest income and fees from the Sponsored REIT Loans of approximately \$3,418,000 and \$3,554,000 for the nine months ended September 30, 2018 and 2017, respectively.

Non-consolidated REITs:

The balance sheet data below for 2018 and 2017 includes the 3 Sponsored REITs the Company held an interest in as of September 30, 2018 and the 6 Sponsored REITs the Company held an interest in as of December 31, 2017. The

operating data below for 2018 and 2017 include the operations of the 6 and 7 Sponsored REITs in which the Company held an interest in during the nine months ended September 30, 2018 and 2017, respectively.

Summarized financial information for these Sponsored REITs is as follows:

(in thousands)	September 30, 2018	December 31, 2017
Balance Sheet Data (unaudited):		
Real estate, net	\$ 97,253	\$ 312,861
Other assets	19,528	74,076
Total liabilities	(76,359)	(151,092)
Shareholders' equity	\$ 40,422	\$ 235,845

Table of Contents

(in thousands)	For the Nine Months Ended	
	September 30, 2018	2017
Operating Data (unaudited):		
Rental revenues	\$ 35,714	\$ 40,775
Other revenues	1	5
Operating and maintenance expenses	(18,479)	(21,219)
Depreciation and amortization	(11,451)	(14,220)
Interest expense	(5,692)	(6,256)
Gain (loss) on sale, less applicable income tax	17,095	(702)
Net income (loss)	\$ 17,188	\$ (1,617)

## 3. Bank Note Payable and Term Note Payable

## JPM Term Loan

On August 2, 2018, the Company entered into an Amended and Restated Credit Agreement with JPMorgan Chase Bank, N.A., as administrative agent and lender (“JPMorgan”), and the other lending institutions party thereto (the “JPM Credit Agreement”), which provides a single unsecured bridge loan in the aggregate principal amount of \$150 million (the “JPM Term Loan”) that remains fully advanced and outstanding. The JPM Term Loan matures on November 30, 2021. The JPM Term Loan was previously evidenced by a Credit Agreement, dated November 30, 2016, among the Company, JPMorgan, as administrative agent and lender, and the other lending institutions party thereto, as amended by a First Amendment, dated October 18, 2017.

The JPM Term Loan bears interest at either (i) a number of basis points over the Eurodollar Rate depending on the Company’s credit rating (125.0 basis points over the Eurodollar Rate at September 30, 2018) or (ii) a number of basis points over the base rate depending on the Company’s credit rating (25.0 basis points over the base rate at September 30, 2018).

Based upon the Company’s credit rating, as of September 30, 2018, the interest rate on the JPM Term Loan was 3.38% per annum. The weighted average interest rate on the JPM Term Loan during the nine months ended September 30, 2018 was approximately 3.24% per annum. The weighted average interest rate on the JPM Term Loan during the year ended December 31, 2017 was approximately 2.45% per annum.

The JPM Credit Agreement contains customary affirmative and negative covenants for credit facilities of this type, including limitations with respect to indebtedness, liens, investments, mergers and acquisitions, disposition of assets, changes in business, certain restricted payments, the requirement to have subsidiaries provide a guaranty in the event that they incur recourse indebtedness and transactions with affiliates. The JPM Credit Agreement also contains financial covenants that require the Company to maintain a minimum tangible net worth, a minimum fixed charge coverage ratio, a maximum secured leverage ratio, a maximum leverage ratio, a maximum unencumbered leverage ratio, and minimum unsecured interest coverage. The JPM Credit Agreement provides for customary events of default with corresponding grace periods, including failure to pay any principal or interest when due, certain cross defaults and a change in control of the Company (as defined in the JPM Credit Agreement). In the event of a default by the Company, the administrative agent may, and at the request of the requisite number of lenders shall, declare all obligations under the JPM Credit Agreement immediately due and payable, and enforce any and all rights of the lenders or administrative agent under the JPM Credit Agreement and related documents. For certain events of default related to bankruptcy, insolvency, and receivership, all outstanding obligations of the Company will



Table of Contents

become immediately due and payable. The Company was in compliance with the JPM Term Loan financial covenants as of September 30, 2018.

The Company used the net proceeds of the JPM Term Loan to acquire the property located at 600 17th Street, Denver, Colorado on December 1, 2016 and for other general business purposes.

**BMO Term Loan**

On September 27, 2018, the Company entered into a Second Amended and Restated Credit Agreement with the lending institutions party thereto and Bank of Montreal (“BMO”), as administrative agent (the “BMO Credit Agreement”). The BMO Credit Agreement provides for a single, unsecured term loan borrowing in the amount of \$220 million (the “BMO Term Loan”) that remains fully advanced and outstanding. The BMO Term Loan consists of a \$55 million tranche A term loan and a \$165 million tranche B term loan. The tranche A term loan matures on November 30, 2021 and the tranche B term loan matures on January 31, 2024. The BMO Credit Agreement also includes an accordion feature that allows up to \$100 million of additional loans, subject to receipt of lender commitments and satisfaction of certain customary conditions. The BMO Term Loan was previously evidenced by an Amended and Restated Credit Agreement, dated October 29, 2014, among the Company, BMO, as administrative agent and lender, and the other lending institutions party thereto, as amended by a First Amendment, dated July 21, 2016, and a Second Amendment, dated October 18, 2017.

The BMO Term Loan bears interest at either (i) a number of basis points over LIBOR depending on the Company’s credit rating (125 basis points over LIBOR at September 30, 2018) or (ii) a number of basis points over the base rate depending on the Company’s credit rating (25 basis points over the base rate at September 30, 2018).

Although the interest rate on the BMO Term Loan is variable under the BMO Credit Agreement, the Company fixed the base LIBOR interest rate by entering into an interest rate swap agreement. On August 26, 2013, the Company entered into an ISDA Master Agreement with Bank of Montreal that fixed the base LIBOR interest rate on the BMO Term Loan at 2.32% per annum until August 26, 2020. Accordingly, based upon the Company’s credit rating, as of September 30, 2018, the effective interest rate on the BMO Term Loan was 3.57% per annum.

The BMO Credit Agreement contains customary affirmative and negative covenants for credit facilities of this type, including limitations with respect to indebtedness, liens, investments, mergers and acquisitions, disposition of assets, changes in business, certain restricted payments, the requirement to have subsidiaries provide a guaranty in the event that they incur recourse indebtedness and transactions with affiliates. The BMO Credit Agreement also contains financial covenants that require the Company to maintain a minimum tangible net worth, a maximum leverage ratio, a maximum secured leverage ratio, a minimum fixed charge coverage ratio, a maximum unencumbered leverage ratio, and minimum unsecured interest coverage. The BMO Credit Agreement provides for customary events of default with

corresponding grace periods, including failure to pay any principal or interest when due, certain cross defaults and a change in control of the Company (as defined in the BMO Credit Agreement). In the event of a default by the Company, the administrative agent may, and at the request of the requisite number of lenders shall, declare all obligations under the BMO Credit Agreement immediately due and payable, terminate the lenders' commitments to make loans under the BMO Credit Agreement, and enforce any and all rights of the lenders or BMO administrative agent under the BMO Credit Agreement and related documents. For certain events of default related to bankruptcy, insolvency, and receivership, the commitments of lenders will be automatically terminated and all outstanding obligations of the Company will become immediately due and payable. The Company was in compliance with the BMO Term Loan financial covenants as of September 30, 2018.

The Company may use the proceeds of the loans under the BMO Credit Agreement to finance the acquisition of real properties and for other permitted investments; to finance investments associated with Sponsored REITs to refinance or retire indebtedness and for working capital and other general business purposes, in each case to the extent permitted under the BMO Credit Agreement.

#### BAML Credit Facility

On July 21, 2016, the Company entered into a First Amendment (the "BAML First Amendment"), and on October 18, 2017, the Company entered into a Second Amendment (the "BAML Second Amendment"), to the Second Amended and Restated

## Table of Contents

Credit Agreement dated October 29, 2014 among the Company, the lending institutions party thereto and Bank of America, N.A., as administrative agent, L/C Issuer and Swing Line Lender (as amended by the BAML First Amendment and the BAML Second Amendment, the “BAML Credit Facility”) that continued an existing unsecured revolving line of credit (the “BAML Revolver”) and an existing term loan (the “BAML Term Loan”).

### BAML Revolver Highlights

- The BAML Revolver is for borrowings, at the Company's election, of up to \$600 million. Borrowings made pursuant to the BAML Revolver may be revolving loans, swing line loans or letters of credit, the combined sum of which may not exceed \$600 million outstanding at any time.
- Borrowings made pursuant to the BAML Revolver may be borrowed, repaid and reborrowed from time to time until the maturity date of January 12, 2022. The Company has the right to extend the maturity date of the BAML Revolver by two additional 6 month periods, or until January 12, 2023, upon payment of a fee and satisfaction of certain customary conditions.
- The BAML Credit Facility includes an accordion feature that allows for an aggregate amount of up to \$500 million of additional borrowing capacity applicable to the BAML Revolver and/or the BAML Term Loan, subject to receipt of lender commitments and satisfaction of certain customary conditions.

As of September 30, 2018, there were borrowings of \$17 million outstanding under the BAML Revolver. The BAML Revolver bears interest at either (i) a margin over LIBOR depending on the Company's credit rating (1.20% over LIBOR at September 30, 2018) or (ii) a margin over the base rate depending on the Company's credit rating (0.20% over the base rate at September 30, 2018). The BAML Credit Facility also obligates the Company to pay an annual facility fee in an amount that is also based on the Company's credit rating. The facility fee is assessed against the total amount of the BAML Revolver, or \$600 million (0.25% at September 30, 2018).

Based upon the Company's credit rating, as of September 30, 2018 the interest rate on the BAML Revolver was 3.33% per annum. The weighted average interest rate on all amounts outstanding on the BAML Revolver during the nine months ended September 30, 2018 was approximately 3.07% per annum. As of December 31, 2017, there were borrowings of \$78 million outstanding under the BAML Revolver at an interest rate of 2.63% per annum.

### BAML Term Loan Highlights

- The BAML Term Loan is for \$400 million.
- The BAML Term Loan matures on January 12, 2023.
- The BAML Credit Facility includes an accordion feature that allows for an aggregate amount of up to \$500 million of additional borrowing capacity to the BAML Revolver and/or the BAML Term Loan, subject to receipt of lender commitments and satisfaction of certain customary conditions.

On September 27, 2012, the Company drew down the entire \$400 million under the BAML Term Loan and such amount remains fully advanced and outstanding under the BAML Term Loan.

The BAML Term Loan bears interest at either (i) a margin over LIBOR depending on the Company's credit rating (1.35% over LIBOR at September 30, 2018) or (ii) a margin over the base rate depending on the Company's credit rating (0.35% over the base rate at September 30, 2018).

Although the interest rate on the BAML Credit Facility is variable, the Company fixed the base LIBOR interest rate on the BAML Term Loan by entering into an interest rate swap agreement. On July 22, 2016, the Company entered into ISDA Master Agreements with a group of banks that fixed the base LIBOR interest rate on the BAML Term Loan at 1.12% per annum for the period beginning on September 27, 2017 and ending on September 27, 2021. Accordingly, based upon the Company's credit rating, as of September 30, 2018, the effective interest rate on the BAML Term Loan was 2.47% per annum.

## Table of Contents

### BAML Credit Facility General Information

The BAML Credit Facility contains customary affirmative and negative covenants for credit facilities of this type, including limitations with respect to indebtedness, liens, investments, mergers and acquisitions, disposition of assets, changes in business, certain restricted payments, the requirement to have subsidiaries provide a guaranty in the event that they incur recourse indebtedness and transactions with affiliates. The BAML Credit Facility also contains financial covenants that require the Company to maintain a minimum tangible net worth, a maximum leverage ratio, a maximum secured leverage ratio, a minimum fixed charge coverage ratio, a maximum unencumbered leverage ratio, and minimum unsecured interest coverage. The BAML Credit Facility provides for customary events of default with corresponding grace periods, including failure to pay any principal or interest when due, certain cross defaults and a change in control of the Company (as defined in the BAML Credit Facility). In the event of a default by the Company, the administrative agent may, and at the request of the requisite number of lenders shall, declare all obligations under the BAML Credit Facility immediately due and payable, terminate the lenders' commitments to make loans under the BAML Credit Facility, and enforce any and all rights of the lenders or administrative agent under the BAML Credit Facility and related documents. For certain events of default related to bankruptcy, insolvency, and receivership, the commitments of lenders will be automatically terminated and all outstanding obligations of the Company will become immediately due and payable. The Company was in compliance with the BAML Credit Facility financial covenants as of September 30, 2018.

The Company may use the proceeds of the loans under the BAML Credit Facility to finance the acquisition of real properties and for other permitted investments; to finance investments associated with Sponsored REITs to refinance or retire indebtedness and for working capital and other general business purposes, in each case to the extent permitted under the BAML Credit Facility.

### Senior Notes

On October 24, 2017, the Company entered into a note purchase agreement (the "Note Purchase Agreement") with the various purchasers named therein (the "Purchasers") in connection with a private placement of senior unsecured notes. Under the Note Purchase Agreement, the Company agreed to sell to the Purchasers an aggregate principal amount of \$200 million of senior unsecured notes consisting of (i) 3.99% Series A Senior Notes due December 20, 2024 in an aggregate principal amount of \$116 million (the "Series A Notes") and (ii) 4.26% Series B Senior Notes due December 20, 2027 in an aggregate principal amount of \$84 million (the "Series B Notes") and, together with the Series A Notes, the ("Senior Notes"). On December 20, 2017, the Senior Notes were funded and proceeds were used to reduce the outstanding balance of the BAML Revolver.

The Note Purchase Agreement contains customary financial covenants, including a maximum leverage ratio, a maximum secured leverage ratio, a minimum fixed charge coverage ratio, and a maximum unencumbered leverage ratio. The Note Purchase Agreement also contains restrictive covenants that, among other things, restrict the ability of the Company and its subsidiaries to enter into transactions with affiliates, merge, consolidate, create liens, make

certain restricted payments, enter into certain agreements or prepay certain indebtedness. Such financial and restrictive covenants are substantially similar to the corresponding covenants contained in the BAML Credit Facility, the BMO Credit Agreement and the JPM Credit Agreement. The Senior Notes financial covenants require, among other things, the maintenance of a fixed charge coverage ratio of at least 1.50; a maximum leverage ratio and an unsecured leverage ratio of no more than 60% (65% if there were a significant acquisition for a short period of time). In addition, the Note Purchase Agreement provides that the Note Purchase Agreement will automatically incorporate additional financial and other specified covenants (such as limitations on investments and distributions) that are effective from time to time under the existing credit agreements, other material indebtedness or certain other private placements of debt of the Company and its subsidiaries. The Note Purchase Agreement contains customary events of default, including payment defaults, cross defaults with certain other indebtedness, breaches of covenants and bankruptcy events. In the case of an event of default, the Purchasers may, among other remedies, accelerate the payment of all obligations.

Table of Contents

## 4. Financial Instruments: Derivatives and Hedging

On July 22, 2016, the Company fixed the interest rate for the period beginning on September 27, 2017 and ending on September 27, 2021 on the BAML Term Loan with multiple interest rate swap agreements (the “2017 Interest Rate Swap”). On August 26, 2013, the Company fixed the interest rate until August 26, 2020 on the BMO Term Loan with an interest rate swap agreement (the “BMO Interest Rate Swap”). The variable rates that were fixed under the 2017 Interest Rate Swap and the BMO Interest Rate Swap are described in Note 3.

The 2017 Interest Rate Swap and the BMO Interest Rate Swap qualify as cash flow hedges and have been recognized on the consolidated balance sheets at fair value. If a derivative qualifies as a hedge, depending on the nature of the hedge, changes in the fair value of the derivative will either be offset against the change in fair value of the hedged asset, liability, or firm commitment through earnings, or recognized in other comprehensive income until the hedged item is recognized in earnings. The ineffective portion of a derivative’s change in fair value will be immediately recognized in earnings, which may increase or decrease reported net income and stockholders’ equity prospectively, depending on future levels of interest rates and other variables affecting the fair values of derivative instruments and hedged items, but will have no effect on cash flows.

The following table summarizes the notional and fair value of our derivative financial instruments at September 30, 2018. The notional value is an indication of the extent of our involvement in these instruments at that time, but does not represent exposure to credit, interest rate or market risks.

(in thousands)	Notional Value	Strike Rate	Effective Date	Expiration Date	Fair Value
2017 Interest Rate Swap	\$ 400,000	1.12 %	Sep-17	Sep-21	\$ 20,297
BMO Interest Rate Swap	\$ 220,000	2.32 %	Aug-13	Aug-20	\$ 1,968

On September 30, 2018, the 2017 Interest Rate Swap was reported as an asset at its fair value of approximately \$20.3 million and the BMO Interest Rate Swap was reported as an asset at its fair value of approximately \$2.0 million.

These are included in other assets: derivative asset on the consolidated balance sheet at September 30, 2018. Offsetting adjustments are reported as unrealized gains or losses on derivative financial instruments in accumulated other comprehensive income of \$11.6 million. During the nine months ended September 30, 2018, \$1.5 million was reclassified out of other comprehensive income and into interest expense.

Over time, the unrealized gains and losses held in accumulated other comprehensive income will be reclassified into earnings as an increase or reduction to interest expense in the same periods in which the hedged interest payments affect earnings. The Company estimates that approximately \$7.8 million of the current balance held in accumulated

other comprehensive income will be reclassified into earnings within the next 12 months.

The Company is hedging the exposure to variability in anticipated future interest payments on existing debt.

The fair value of the Company's derivative instruments are determined using the net discounted cash flows of the expected cash flows of the derivative based on the market based interest rate curve and are adjusted to reflect credit or nonperformance risk. The risk is estimated by the Company using credit spreads and risk premiums that are observable in the market. These financial instruments were classified within Level 2 of the fair value hierarchy and were classified as an asset or liability on the consolidated balance sheets.

The Company's derivatives are recorded at fair value in other assets in the consolidated balance sheets. The effective portion of the derivatives' fair value is recorded to comprehensive income in the consolidated statements of other comprehensive income and the ineffective portion of the derivatives' fair value is recognized directly into earnings as Other in the consolidated statements of income.

The interest rate swaps effectively fix the interest rate on the BAML Term Loan and BMO Term Loan; however, prior to October 18, 2017, there was no floor on the variable interest rate of the swaps whereas the BAML Term Loan and BMO Term Loan were subject to a zero percent floor. As a result there was a mismatch and the ineffective portion of the



Table of Contents

derivatives' changes in fair value were recognized directly into earnings. On October 18, 2017, the Company amended the BMO Term Loan and BAML Term Loan to, among other changes, provide that the deemed zero percent interest rate floor is not applicable to any loan where there is a corresponding interest rate swap contract in place.

During the three and nine months ended September 30, 2017, the Company recorded \$67,000 and \$218,000, respectively, of hedge ineffectiveness in earnings. Hedge ineffectiveness is included in "Other" in the consolidated statements of income.

## 5. Net Income Per Share

Basic net income per share is computed by dividing net income by the weighted average number of Company shares outstanding during the period. Diluted net income per share reflects the potential dilution that could occur if securities or other contracts to issue shares were exercised or converted into shares. There were no potential dilutive shares outstanding at each of September 30, 2018 and 2017.

## 6. Stockholders' Equity

As of September 30, 2018, the Company had 107,231,155 shares of common stock outstanding. The Company declared and paid dividends as follows (in thousands, except per share amounts):

Quarter Paid	Dividends Per Share	Total Dividends
First quarter of 2018	\$ 0.19	\$ 20,374
Second quarter of 2018	\$ 0.09	\$ 9,651
Third quarter of 2018	\$ 0.09	\$ 9,651
First quarter of 2017	\$ 0.19	\$ 20,374
Second quarter of 2017	\$ 0.19	\$ 20,374
Third quarter of 2017	\$ 0.19	\$ 20,374

## 7. Income Taxes

### General

The Company has elected to be taxed as a REIT under the Internal Revenue Code of 1986, as amended (the “Code”). As a REIT, the Company generally is entitled to a tax deduction for distributions paid to its shareholders, thereby effectively subjecting the distributed net income of the Company to taxation at the shareholder level only. The Company must comply with a variety of restrictions to maintain its status as a REIT. These restrictions include the type of income it can earn, the type of assets it can hold, the number of shareholders it can have and the concentration of their ownership, and the amount of the Company’s taxable income that must be distributed annually.

One such restriction is that the Company generally cannot own more than 10% of the voting power or value of the securities of any one issuer unless the issuer is itself a REIT or a taxable REIT subsidiary (“TRS”). In the case of TRSs, the Company’s ownership of securities in all TRSs generally cannot exceed 20% of the value of all of the Company’s assets beginning with calendar year 2018 and 25% for previous years and, when considered together with other non-real estate assets, cannot exceed 25% of the value of all of the Company’s assets. FSP Investments LLC and FSP Protective TRS Corp. are the Company’s TRSs operating as taxable corporations under the Code.

Income taxes are recorded based on the future tax effects of the difference between the tax and financial reporting bases of the Company’s assets and liabilities. In estimating future tax consequences, potential future events are considered except for

## Table of Contents

potential changes in income tax law or in rates. The Tax Cuts and Job Act of 2017 is not expected to have a material impact on the Company's income taxes.

Interest and penalties will be recorded as income tax expense, if the Company records a liability in the future. The Company and one or more of its subsidiaries files income tax returns in the U.S. federal jurisdiction and various state jurisdictions. The statute of limitations for the Company's income tax returns is generally three years and as such, the Company's returns that remain subject to examination would be primarily from 2014 and thereafter.

The Company is subject to a business tax known as the Revised Texas Franchise Tax. Some of the Company's leases allow reimbursement by tenants for these amounts because the Revised Texas Franchise Tax replaces a portion of the property tax for school districts. Because the tax base on the Revised Texas Franchise Tax is derived from an income based measure, it is considered an income tax. The Company recorded a provision for the Revised Texas Franchise Tax of \$200,000 and \$261,000 for the nine months ended September 30, 2018 and 2017, respectively.

### Net operating losses

Section 382 of the Code restricts a corporation's ability to use net operating losses ("NOLs") to offset future taxable income following certain "ownership changes." Such ownership changes occurred with past mergers and accordingly a portion of the NOLs incurred by the Sponsored REITs available for use by the Company in any particular future taxable year will be limited. To the extent that the Company does not utilize the full amount of the annual NOLs limit, the unused amount may be carried forward to offset taxable income in future years. NOLs expire 20 years after the year in which they arise, and the last of the Company's NOLs will expire in 2027. A valuation allowance is provided for the full amount of the NOLs as the realization of any tax benefits from such NOLs is not assured. The Tax Cuts and Jobs Act of 2017 is not expected to have an impact on the Company's ability to use NOLs or the valuation allowance. The gross amount of NOLs available to the Company was \$13,041,000 as of each of September 30, 2018 and December 31, 2017.

### Income Tax Expense

The income tax expense reflected in the consolidated statements of income relates primarily to a franchise tax on our Texas properties. FSP Protective TRS Corp. provides taxable services to tenants at some of the Company's properties and the tax expenses associated with these activities are reported as Other Taxes in the table below:

(Dollars in thousands)	For the Nine Months Ended September 30,	
	2018	2017
Revised Texas franchise tax	\$ 200	\$ 261
Other Taxes	31	36
Taxes on income	\$ 231	\$ 297

Taxes on income are a current tax expense. No deferred income taxes were provided as there were no material temporary differences between the financial reporting basis and the tax basis of the TRSs.

#### 8. Dispositions of properties

During the three months ended June 30, 2017, the Company reached a decision to classify an office property located in Baltimore, Maryland as an asset held for sale. In evaluating the Baltimore, Maryland property, management considered various subjective factors, including the time, cost and likelihood of successfully leasing the property, the effect of the property's results on its unencumbered asset value, which is part of the leverage ratio used to compare to a maximum leverage covenant in the JPM Term Loan, BMO Term Loan and the BAML Credit Facility, future capital costs to upgrade and reposition the multi-tenant property and to lease up the building, recent leasing and economic activity in the local area, and offers to purchase the property. The Company concluded that selling the property was the more prudent decision and outweighed the potential future benefit of continuing to hold the property. The property was expected to sell within one year at a loss, which was recorded as a provision for loss on a property held for sale of \$20.5 million net of applicable income

Table of Contents

taxes and was classified as an asset held for sale of \$31.9 million at June 30, 2017. During the three months ended September 30, 2017, the Company increased the provision for loss by \$0.3 million to \$20.7 million net of applicable income taxes, and the property was classified as an asset held for sale in the amount of \$31.6 million at September 30, 2017. The Company sold the property on October 20, 2017 for net proceeds of \$31.6 million resulting in a total loss of \$20.8 million, net of applicable income taxes.

During the three months ended December 31, 2016, the Company reached an agreement to sell an office property located in Milpitas, California. The property was classified as an asset held for sale at December 31, 2016 and was sold on January 6, 2017 at approximately a \$2.3 million gain.

The disposals did not represent a strategic shift that has a major effect on the Company's operations and financial results. Accordingly, the properties remain classified within continuing operations for all periods presented.

9. Subsequent Events

On October 5, 2018, the Board of Directors of the Company declared a cash distribution of \$0.09 per share of common stock payable on November 8, 2018 to stockholders of record on October 19, 2018.

Table of Contents

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the financial statements and notes thereto appearing elsewhere in this report and in our Annual Report on Form 10-K for the year ended December 31, 2017. Historical results and percentage relationships set forth in the consolidated financial statements, including trends which might appear, should not be taken as necessarily indicative of future operations. The following discussion and other parts of this Quarterly Report on Form 10-Q may also contain forward-looking statements based on current judgments and current knowledge of management, which are subject to certain risks, trends and uncertainties that could cause actual results to differ materially from those indicated in such forward-looking statements. Accordingly, readers are cautioned not to place undue reliance on forward-looking statements. Investors are cautioned that our forward-looking statements involve risks and uncertainty, including without limitation, economic conditions in the United States, changes in interest rates, disruptions in the debt markets, economic conditions in the markets in which we own properties, risks of a lessening of demand for the types of real estate owned by us, uncertainties relating to fiscal policy, changes in government regulations and regulatory uncertainty, geopolitical events, and expenditures that cannot be anticipated such as utility rate and usage increases, unanticipated repairs, additional staffing, insurance increases and real estate tax valuation reassessments. See Part I, Item 1A. "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2017 and Part II, Item 1A. "Risk Factors" below. Although we believe the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. We may not update any of the forward-looking statements after the date this Quarterly Report on Form 10-Q is filed to conform them to actual results or to changes in our expectations that occur after such date, other than as required by law.

Overview

FSP Corp., or we or the Company, operates in a single reportable segment: real estate operations. The real estate operations market involves real estate rental operations, leasing, secured financing of real estate and services provided for asset management, property management, property acquisitions, dispositions and development. Our current strategy is to invest in select urban infill and central business district properties, with primary emphasis on our five core markets of Atlanta, Dallas, Denver, Houston and Minneapolis. We believe that our five core markets have macro-economic drivers that have the potential to increase occupancies and rents. We will also monitor other markets for opportunistic investments. We seek value-oriented investments with an eye towards long-term growth and appreciation, as well as current income.

As of September 30, 2018, approximately 7.7 million square feet, or approximately 78% of our total owned portfolio, was located in our five core markets. From time-to-time we may dispose of our smaller, suburban office assets and replace them with larger urban infill and central business district office assets located primarily in our five core markets. As we execute this strategy, short term operating results could be adversely impacted. However, we believe that the transformed portfolio has the potential to provide higher profit and asset value growth over a longer period of time.

The main factor that affects our real estate operations is the broad economic market conditions in the United States. These market conditions affect the occupancy levels and the rent levels on both a national and local level. We have no influence on broader economic/market conditions. We look to acquire and/or develop quality properties in good locations in order to lessen the impact of downturns in the market and to take advantage of upturns when they occur.

#### Critical Accounting Policies

We have certain critical accounting policies that are subject to judgments and estimates by our management and uncertainties of outcome that affect the application of these policies. We base our estimates on historical experience and on various other assumptions we believe to be reasonable under the circumstances. On an on-going basis, we evaluate our estimates. In the event estimates or assumptions prove to be different from actual results, adjustments are made in subsequent periods to reflect more current information. The accounting policies that we believe are most critical to the understanding of our financial position and results of operations, and that require significant management estimates and judgments, are discussed in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2017.

## Table of Contents

Critical accounting policies are those that have the most impact on the reporting of our financial condition and results of operations and those requiring significant judgments and estimates. We believe that our judgments and assessments are consistently applied and produce financial information that fairly presents our results of operations. No changes to our critical accounting policies have occurred since the filing of our Annual Report on Form 10-K for the year ended December 31, 2017.

### Recent Accounting Standards

In May 2014, the Financial Accounting Standards Board (“FASB”) issued ASU No. 2014-09, Revenue from Contracts with Customers (“Topic 606”), which provides guidance for revenue recognition. The standard’s core principle is that a company will recognize revenue when promised goods or services are transferred to customers in an amount that reflects the consideration to which a company expects to be entitled in exchange for those goods or services. This update is effective for interim and annual reporting periods beginning after December 15, 2017. A substantial portion of our revenue consists of rental income from leasing arrangements, which is specifically excluded from Topic 606. The Company adopted Topic 606 using the modified retrospective approach effective January 1, 2018 and the adoption did not have an impact on the amount or timing of revenue recognition in the consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842) (“ASU 2016-02”). ASU 2016-02 requires lessees to establish a lease liability for the obligation to make lease payments and a right-of-use asset for the right to use the underlying asset for the lease term on their balance sheets. Lessees will continue to recognize lease expenses on their income statements in a manner similar to current accounting. The guidance also eliminates current real estate-specific provisions for all entities. For lessors, the guidance modifies the classification criteria and the accounting for sales-type and direct financing leases. This new standard is effective for annual periods beginning after December 15, 2018, and interim periods thereafter with early adoption permitted. We are currently evaluating the potential changes from ASU 2016-02 to future financial reporting and disclosures. We expect the adoption of this standard in 2019 will increase our assets and liabilities by approximately \$3 million for the addition of right-of-use assets and lease liabilities related to an operating lease for office space; however, we do not expect the standard to have a material impact to our results of operations or liquidity.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments (“ASU 2016-13”), which requires that entities use a new forward looking “expected loss” model that generally will result in the earlier recognition of allowance for credit losses. The measurement of expected credit losses is based upon historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. ASU 2016-13 is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. We are currently assessing the potential impact the adoption of ASU 2016-13 will have in our consolidated financial statements.



In August 2016, the FASB issued ASU No. 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments (“ASU 2016-15”), which clarifies how reporting entities should present and classify certain cash receipts and cash payments in the statement of cash flows. ASU 2016-15 is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. We adopted this guidance during the first quarter of 2018 and applied it retrospectively. Pursuant to the adoption, we elected the cumulative earnings approach related to the distributions received from its equity method investments. The adoption did not have an impact on our Consolidated Statements of Cash Flows.

In November 2016, the FASB issued ASU No. 2016-18, Restricted Cash (“ASU 2016-18”), which clarifies how reporting entities should present restricted cash and restricted cash equivalents. Reporting entities will show the changes in the total of cash, cash equivalents, restricted cash and restricted cash equivalents in the statement of cash flows. The new standard requires a reconciliation of the totals in the statement of cash flows to the related captions in the balance sheets. ASU 2016-18 is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Upon the adoption of ASU 2016-18, we reconciled both cash and cash equivalents and restricted cash and restricted cash equivalents, whereas under the previous guidance we explained the changes during the period for cash and cash equivalents only. Prior periods were retrospectively adjusted to conform to the current period’s presentation.

## Table of Contents

In January 2017, the FASB issued ASU No. 2017-01, Clarifying the Definition of a Business (“ASU 2017-01”), which provides additional guidance on evaluating whether transactions should be accounted for as an acquisition (or disposal) of assets of a business. The update defines three requirements for a set of assets and activities (collectively referred to as a “set”) to be considered a business: inputs, processes and outputs. ASU 2017-01 is effective for annual periods beginning after December 15, 2017, including interim periods within those fiscal years. This update will be applied prospectively to any transactions occurring within the period of adoption. Certain property acquisitions which under previous guidance would have been accounted for as business combinations will be accounted for as acquisitions of assets. In an acquisition of assets, certain acquisition costs are capitalized as opposed to expensed under business combination guidance.

In August 2018, the FASB issued No. ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement (“ASU 2018-13”). The ASU is intended to improve the effectiveness of fair value measurement disclosures. ASU 2018-13 is effective for all entities for annual periods beginning after December 15, 2019, and interim periods within those fiscal years. This ASU amends existing fair value measurement disclosure requirements by adding, changing, or removing certain disclosures. ASU 2018-13 will be effective for the Company as of January 1, 2020, and earlier adoption is permitted. The Company is currently reviewing the effect of this ASU to the consolidated financial statements.

## Trends and Uncertainties

### Economic Conditions

The economy in the United States is continuing to experience a period of economic growth, which directly affects the demand for office space, our primary income producing asset. The broad economic market conditions in the United States are affected by numerous factors, including but not limited to, inflation and employment levels, energy prices, the pace of economic growth and/or recessionary concerns, uncertainty about government fiscal, monetary, trade and tax policies, changes in currency exchange rates, geopolitical events, the regulatory environment, the availability of credit and interest rates. In addition, the Federal Reserve Bank has indicated that it could raise interest rates further in 2018 and 2019. Any increase in interest rates could result in increased borrowing costs to us. However, we could also benefit from any further improved economic fundamentals and increasing levels of employment. We believe that the economy is improving in some markets and appears to be in a broad-based upswing. However, future economic factors may negatively affect real estate values, occupancy levels and property income.

### Real Estate Operations

### Leasing

Our real estate portfolio of operating properties was approximately 90.5% leased as of September 30, 2018, an increase from 89.7% as of December 31, 2017. The 0.8% increase in leased space was a result of leasing transactions signed in 2018, which were partially offset by lease expirations and terminations during the nine months ended September 30, 2018. As of September 30, 2018, we had approximately 931,000 square feet of vacancy in our portfolio compared to approximately 1,007,000 square feet of vacancy at December 31, 2017. During the nine months ended September 30, 2018, we leased approximately 1,283,000 square feet of office space, including at our property at 801 Marquette Avenue in Minneapolis, Minnesota (“801 Marquette Avenue”), discussed below, of which approximately 940,000 square feet were with existing tenants, at a weighted average term of 7.3 years. On average, tenant improvements for such leases were \$29.16 per square foot, lease commissions were \$9.06 per square foot and rent concessions were approximately four and one-half months of free rent. Average GAAP base rents under such leases were \$30.94 per square foot, or 6.0% higher than average rents in the respective properties as applicable compared to the year ended December 31, 2017.

In January 2016, our property at 801 Marquette Avenue with approximately 170,000 square feet of space, became vacant and we subsequently redeveloped the property. Interior demolition and construction work commenced during the three months ended September 30, 2016. As of September 30, 2018, we had incurred approximately \$17.7 million in total redevelopment costs. Delivery of the substantially completed project was achieved at the end of the second quarter of 2017. Redevelopment of 801 Marquette Avenue has resulted in approximately 130,000 of net rentable square feet for the property. We anticipate the project, when leased, will attain rents of approximately \$17 to \$19 net rent per square foot compared to previously expired net rent of approximately \$4.75 per square foot.

Table of Contents

As of September 30, 2018, leases for approximately 5.8% and 9.8% of the square footage in our operating portfolio are scheduled to expire during 2018 and 2019, respectively. As the fourth quarter of 2018 begins, we believe that our property portfolio is well stabilized, with a balanced lease expiration schedule, and that existing vacancy is being actively marketed to numerous potential tenants. We believe that most of our largest property markets are now experiencing generally steady or improving rental conditions. We are seeing increased potential leasing activity in the energy influenced markets of Houston and Denver, compared to the last several years. We anticipate positive leasing activity within the portfolio during the remainder of 2018.

While we cannot generally predict when an existing vacancy in our real estate portfolio will be leased or if existing tenants with expiring leases will renew their leases or what the terms and conditions of the lease renewals will be, we expect to renew or sign new leases at then-current market rates for locations in which the buildings are located, which could be above or below the expiring rates. Also, we believe the potential for any of our tenants to default on its lease or to seek the protection of bankruptcy exists. If any of our tenants defaults on its lease, we may experience delays in enforcing our rights as a landlord and may incur substantial costs in protecting our investment. In addition, at any time, a tenant of one of our properties may seek the protection of bankruptcy laws, which could result in the rejection and termination of such tenant's lease and thereby cause a reduction in cash available for distribution to our stockholders.

Real Estate Acquisition and Investment Activity

During 2018:

- during the nine months ended September 30, we received approximately \$0.8 million in cash from FSP Satellite Place Corp., as partial prepayment of a Sponsored REIT Loan;
- on July 19, 2018, an office property owned by a Sponsored REIT, Grand Boulevard, was sold to a third party. The Company held an equity investment in Grand Boulevard and received a liquidating distribution of its investment of \$6.2 million on July 20, 2018. The Company received an initial cash distribution of \$5.9 million from the liquidating trust of Grand Boulevard on August 17, 2018, and anticipates receiving additional liquidating distributions of approximately \$0.3 million as the trust is liquidated;
- on September 24, 2018, an office property owned by a Sponsored REIT, East Wacker, was sold to a third party. The Company held an equity investment in East Wacker and received a liquidating distribution of its investment of \$70.0 million on September 25, 2018. The Company received an initial cash distribution of \$69.0 million from the liquidating trust of East Wacker on September 27, 2018, and anticipates receiving additional liquidating distributions of approximately \$1.0 million as the trust is liquidated; and
- we have continued to actively explore additional potential real estate investment opportunities and anticipate further real estate investments in the future.

During 2017:

- on January 6, we received approximately \$6.2 million in proceeds from the sale of a property located in Milpitas, California;
- on June 7, we received approximately \$9.0 million in cash from FSP 1441 Main Street Corp. as repayment in full of a Sponsored REIT Loan;
- during the year ended December 31, we received approximately \$1.1 million in cash from FSP Satellite Place Corp., as partial prepayment of a Sponsored REIT Loan; and
- on October 20, we received approximately \$31.6 million in proceeds from the sale of a property located in Baltimore, Maryland.

#### Dispositions of Properties and Asset Held for Sale

During the three months ended June 30, 2017, we reached a decision to classify our office property located in Baltimore, Maryland as an asset held for sale. The property was expected to sell within one year at a loss, which was recorded as a provision for loss on a property held for sale of \$20.5 million net of applicable income taxes and was classified as an asset held for sale of \$31.9 million at June 30, 2017. During the three months ended September 30, 2017, we increased the

Table of Contents

provision for loss by \$0.3 million to \$20.7 million net of applicable income taxes and the property was classified as an asset held for sale in the amount of \$31.6 million at September 30, 2017. We sold the property on October 20, 2017 for net proceeds of \$31.6 million resulting in a total loss of \$20.8 million, net of applicable income taxes.

## Results of Operations

The following table shows financial results for the three months ended September 30, 2018 and 2017:

(in thousands)	Three months ended September 30,		
	2018	2017	Change
Revenues:			
Rental	\$ 67,436	\$ 67,339	\$ 97
Related party revenue:			
Management fees and interest income from loans	1,261	1,278	(17)
Other	8	9	(1)
Total revenues	68,705	68,626	79
Expenses:			
Real estate operating expenses	17,946	17,898	48
Real estate taxes and insurance	11,651	11,882	(231)
Depreciation and amortization	23,277	24,988	(1,711)
General and administrative	3,394	3,286	108
Interest	9,935	8,258	1,677
Total expenses	66,203	66,312	(109)
Income before equity in income (loss) of non-consolidated REITs, other, gain (loss) on sale of properties and properties held for sale, less applicable income tax and taxes	2,502	2,314	188
Equity in income (loss) of non-consolidated REITs	7,180	(121)	7,301
Other	—	67	(67)
Gain (loss) on sale of properties and properties held for sale, less applicable income tax	—	(257)	257
Income before taxes on income	9,682	2,003	7,679
Taxes on income	74	100	(26)
Net income	\$ 9,608	\$ 1,903	\$ 7,705

Comparison of the three months ended September 30, 2018 to the three months ended September 30, 2017:

## Revenues

Total revenues increased by \$0.1 million to \$68.7 million for the three months ended September 30, 2018, as compared to the three months ended September 30, 2017. The increase was primarily a result of:

- An increase in rental revenue of approximately \$0.1 million arising primarily from termination fees received, which were partially offset by lower rental revenue from lease expirations in the portfolio and from the sale of a property on October 20, 2017. Our leased space increased 0.8% to 90.5% at September 30, 2018 compared to 89.7% at December 31, 2017.

Table of Contents

Expenses

Total expenses decreased by \$0.1 million to \$66.2 million for the three months ended September 30, 2018, as compared to the three months ended September 30, 2017. The decrease was primarily a result of:

- A decrease in real estate taxes and insurance of approximately \$0.2 million.
- A decrease in depreciation and amortization of approximately \$1.7 million.

These decreases were partially offset by:

- An increase in interest expense of approximately \$1.7 million to \$9.9 million for the three months ended September 30, 2018 compared to the same period in 2017. The increase was primarily attributable to interest accruing on the Senior Notes (as defined below), which were issued on December 20, 2017 at a weighted average rate of approximately 4.10%, and used to reduce the outstanding balance on the BAML Revolver (as defined below), a 0.27% increase in the average interest rate on the BAML Term Loan (as defined below), higher short-term interest rates on the BAML Revolver, and an increase in amortization of deferred financing costs during the three months ended September 30, 2018, as compared to the same period in 2017.
- An increase in general and administrative expenses of approximately \$0.1 million.

Equity in income (loss) of non-consolidated REITs

Equity in income from non-consolidated REITs is \$7.2 million for the three months ended September 30, 2018 compared to equity in loss of \$0.1 million during the three months ended September 30, 2017. The equity in income during the three months ended September 30, 2018 principally consisted of equity in income from our preferred stock investment in East Wacker of approximately \$7.2 million, which sold its property on September 24, 2018, and was partially offset by equity in loss from our preferred stock investment in Grand Boulevard of approximately \$0.1 million, which sold its property on July 19, 2018.

Other

Other expense during the three months ended September 30, 2017 was attributable to hedge ineffectiveness from our derivatives' fair value prior to October 18, 2017. The ineffective portion of the derivatives' fair value was recognized directly into earnings each quarter as hedge ineffectiveness.



Gain (loss) on sale of properties, less applicable income tax

During the three months ended June 30, 2017, we reached a decision to classify our office property located in Baltimore, Maryland as an asset held for sale. The property was expected to sell within one year at a loss, which was recorded as a provision for loss on a property held for sale of \$20.5 million net of applicable income taxes and the property was classified as an asset held for sale of \$31.9 million at September 30, 2017. During the three months ended September 30, 2017, we increased the provision for loss by \$0.3 million to \$20.7 million net of applicable income taxes and the property was classified as an asset held for sale in the amount of \$31.6 million at September 30, 2017. We sold the property on October 20, 2017 for net proceeds of \$31.6 million resulting in a total loss of \$20.8 million, net of applicable income taxes.

Taxes on income

Included in income taxes is the Revised Texas Franchise Tax, which is a tax on revenues from Texas properties, which decreased \$19,000, and federal and other income taxes, which decreased by \$7,000 during the three months ended September 30, 2018 compared to the three months ended September 30, 2017.

Table of Contents

## Net income

Net income for the three months ended September 30, 2018 was \$9.6 million compared to a net income of \$1.9 million for the three months ended September 30, 2017, for the reasons described above.

The following table shows financial results for the nine months ended September 30, 2018 and 2017:

(in thousands)	Nine months ended September 30,		
	2018	2017	Change
Revenues:			
Rental	\$ 198,473	\$ 201,710	\$ (3,237)
Related party revenue:			
Management fees and interest income from loans	3,793	4,014	(221)
Other	26	29	(3)
Total revenues	202,292	205,753	(3,461)
Expenses:			
Real estate operating expenses	52,051	52,492	(441)
Real estate taxes and insurance	35,120	35,880	(760)
Depreciation and amortization	70,903	75,599	(4,696)
General and administrative	9,908	9,806	102
Interest	29,174	23,730	5,444
Total expenses	197,156	197,507	(351)
Income before equity in income (loss) of non-consolidated REITs, other, gain (loss) on sale of properties and properties held for sale, less applicable income tax and taxes	5,136	8,246	(3,110)
Equity in income (loss) of non-consolidated REITs	6,793	(719)	7,512
Other	—	218	(218)
Gain (loss) on sale of properties and properties held for sale, less applicable income tax	—	(18,460)	18,460
Income (loss) before taxes on income	11,929	(10,715)	22,644
Taxes on income	231	297	(66)
Net income (loss)	\$ 11,698	\$ (11,012)	\$ 22,710

Comparison of the nine months ended September 30, 2018 to the nine months ended September 30, 2017:

## Revenues

Total revenues decreased by \$3.5 million to \$202.3 million for the nine months ended September 30, 2018, as compared to the nine months ended September 30, 2017. The decrease was primarily a result of:

- A decrease in rental revenue of approximately \$3.2 million arising primarily from lower rental revenue from lease expirations in the portfolio and from sales of a property on January 6, 2017 and another property on October 20, 2017. Our leased space increased 0.8% to 90.5% at September 30, 2018 compared to 89.7% at December 31, 2017.
- A decrease in interest income from loans to Sponsored REITs of approximately \$0.2 million as a result of repayments of Sponsored REIT Loans, which was partially offset by higher interest rates in 2018 compared to 2017.

## Table of Contents

### Expenses

Total expenses decreased by \$0.4 million to \$197.2 million for the nine months ended September 30, 2018, as compared to the nine months ended September 30, 2017. The decrease was primarily a result of:

- A decrease in real estate operating expenses and real estate taxes and insurance of approximately \$1.2 million and a decrease in depreciation and amortization of approximately \$4.7 million.

These decreases were partially offset by:

- An increase in interest expense of approximately \$5.4 million to \$29.2 million for the nine months ended September 30, 2018 compared to the same period in 2017. The increase was primarily attributable to interest accruing on the Senior Notes, which were issued on December 20, 2017 at a weighted average rate of approximately 4.10%, and used to reduce the outstanding balance on the BAML Revolver, a 0.27% increase in the average interest rate on the BAML Term Loan, higher short-term interest rates on the BAML Revolver, and an increase in amortization of deferred financing costs during the nine months ended September 30, 2018, as compared to the same period in 2017.
- An increase in general and administrative expenses of approximately \$0.1 million.

### Equity in losses of non-consolidated REITs

Equity in income from non-consolidated REITs is \$6.8 million for the nine months ended September 30, 2018 compared to equity in loss of \$0.7 million during the nine months ended September 30, 2017. The equity in income (loss) during the nine months ended September 30, 2018 consisted of equity in income from our preferred stock investment in East Wacker of \$7.2 million, which sold its property on September 24, 2018, and was partially offset by equity in loss from our preferred stock investment in Grand Boulevard of \$0.1 million, which sold its property on July 19, 2018. In addition, during the three months ended June 30, 2018, we recognized an impairment charge of \$0.3 million, which represented the other-than-temporary decline in the fair value below the carrying value of the Company's investments in non-consolidated REITs.

### Other

Other expense during the nine months ended September 30, 2017 was attributable to hedge ineffectiveness from our derivatives' fair value prior to October 18, 2017. The ineffective portion of the derivatives' fair value was recognized directly into earnings each quarter as hedge ineffectiveness.

Gain (loss) on sale of properties, less applicable income tax

During the three months ended December 31, 2016, we reached an agreement to sell an office property located in Milpitas, California. The property was classified as an asset held for sale at December 31, 2016 and was sold on January 6, 2017 at a \$2.3 million gain.

During the three months ended June 30, 2017, we reached a decision to classify our office property located in Baltimore, Maryland as an asset held for sale. The property was expected to sell within one year at a loss, which was recorded as a provision for loss on a property held for sale of \$20.5 million net of applicable income taxes and the property was classified as an asset held for sale of \$31.9 million at June 30, 2017. During the three months ended September 30, 2017, we increased the provision for loss by \$0.3 million to \$20.7 million net of applicable income taxes and the property was classified as an asset held for sale in the amount of \$31.6 million at September 30, 2017. We sold the property on October 20, 2017 for net proceeds of \$31.6 million resulting in a total loss of \$20.8 million, net of applicable income taxes.

Taxes on income

Included in income taxes is the Revised Texas Franchise Tax, which is a tax on revenues from Texas properties, which decreased \$61,000, and federal and other income taxes, which decreased by \$5,000 during the nine months ended September 30, 2018 compared to the nine months ended September 30, 2017.

Table of Contents

Net income (loss)

Net income for the nine months ended September 30, 2018 was \$11.7 million compared to a net loss of \$11.0 million for the nine months ended September 30, 2017, for the reasons described above.

Non-GAAP Financial Measures

Funds From Operations

The Company evaluates performance based on Funds From Operations, which we refer to as FFO, as management believes that FFO represents the most accurate measure of activity and is the basis for distributions paid to equity holders. The Company defines FFO as net income or loss (computed in accordance with GAAP), excluding gains (or losses) from sales of property, hedge ineffectiveness and acquisition costs of newly acquired properties that are not capitalized, plus depreciation and amortization, including amortization of acquired above and below market lease intangibles and impairment charges on properties or investments in non-consolidated REITs, and after adjustments to exclude equity in income or losses from, and, to include the proportionate share of FFO from, non-consolidated REITs.

FFO should not be considered as an alternative to net income or loss (determined in accordance with GAAP), nor as an indicator of the Company's financial performance, nor as an alternative to cash flows from operating activities (determined in accordance with GAAP), nor as a measure of the Company's liquidity, nor is it necessarily indicative of sufficient cash flow to fund all of the Company's needs.

Other real estate companies and the National Association of Real Estate Investment Trusts, or NAREIT, may define this term in a different manner. We have included the NAREIT FFO definition as of May 17, 2016 in the table and note that other REITs may not define FFO in accordance with the NAREIT definition or may interpret the current NAREIT definition differently than we do.

We believe that in order to facilitate a clear understanding of the results of the Company, FFO should be examined in connection with net income or loss and cash flows from operating, investing and financing activities in the consolidated financial statements.

The calculations of FFO are shown in the following table:

(in thousands):	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
Net income (loss)	\$ 9,608	\$ 1,903	\$ 11,698	\$ (11,012)
(Gain) loss on sale of properties and properties held for sale, less applicable income tax	—	257	—	18,460
Equity in (income) loss of non-consolidated REITs	(7,180)	121	(6,793)	719
FFO from non-consolidated REITs	649	874	2,511	2,465
Depreciation and amortization	23,081	24,903	70,499	74,658
NAREIT FFO	26,158	28,058	77,915	85,290
Hedge ineffectiveness	—	(67)	—	(218)
Acquisition costs of new properties	—	—	—	18
<b>Funds From Operations</b>	<b>\$ 26,158</b>	<b>\$ 27,991</b>	<b>\$ 77,915</b>	<b>\$ 85,090</b>

#### Net Operating Income (NOI)

The Company provides property performance based on Net Operating Income, which we refer to as NOI. Management believes that investors are interested in this information. NOI is a non-GAAP financial measure that the

Table of Contents

Company defines as net income or loss (the most directly comparable GAAP financial measure) plus selling, general and administrative expenses, depreciation and amortization, including amortization of acquired above and below market lease intangibles and impairment charges, interest expense, less equity in earnings of nonconsolidated REITs, interest income, management fee income, hedge ineffectiveness, gains or losses on the sale of assets and excludes non-property specific income and expenses. The information presented includes footnotes and the data is shown by region with properties owned in the periods presented, which we call Same Store. The comparative Same Store results include properties held for the periods presented and exclude properties that are non-operating, being developed or redeveloped, dispositions and significant nonrecurring income such as bankruptcy settlements and lease termination fees. NOI, as defined by the Company, may not be comparable to NOI reported by other REITs that define NOI differently. NOI should not be considered an alternative to net income or loss as an indication of our performance or to cash flows as a measure of the Company's liquidity or its ability to make distributions. The calculations of NOI are shown in the following table:

## Net Operating Income (NOI)\*

Rentable Square Feet or RSF	Three Months Ended			Nine Months Ended	Three Months Ended			N E 3
	31-Mar-18	30-Jun-18	30-Sep-18	30-Sep-18	31-Mar-17	30-Jun-17	30-Sep-17	
1,007	\$ 3,991	\$ 4,123	\$ 4,032	\$ 12,146	\$ 3,917	\$ 3,941	\$ 3,926	\$
1,549	6,257	4,955	5,104	16,316	4,365	3,908	4,476	
4,597	15,431	15,223	16,722	47,376	17,008	16,463	16,531	
2,608	10,958	11,061	11,324	33,343	10,958	12,045	11,337	
9,761	36,637	35,362	37,182	109,181	36,248	36,357	36,270	
—	—	—	—	—	—	—	—	
9,761	36,637	35,362	37,182	109,181	36,248	36,357	36,270	
-	79	(38)	(69)	(28)	625	467	568	
9,761	\$ 36,716	\$ 35,324	\$ 37,113	\$ 109,153	\$ 36,873	\$ 36,824	\$ 36,838	\$
	\$ 36,637	\$ 35,362	\$ 37,182	\$ 109,181	\$ 36,248	\$ 36,357	\$ 36,270	\$
	761	1,141	2,504	4,406	65	1,178	1,103	
	\$ 35,876	\$ 34,221	\$ 34,678	\$ 104,775	\$ 36,183	\$ 35,179	\$ 35,167	\$
				Nine Months				



Edgar Filing: FRANKLIN STREET PROPERTIES CORP /MA/ - Form 10-Q

Three Months Ended			Ended	Three Months Ended		
31-Mar-18	30-Jun-18	30-Sep-18	30-Sep-18	31-Mar-17	30-Jun-17	30-Sep-17
\$ 1,425	\$ 665	\$ 9,608	\$ 11,698	\$ 4,480	\$ (17,395)	\$ 1,903
—	—	—	—	(2,289)	20,492	257
—	—	—	—	(22)	(129)	(67)
(746)	(746)	(712)	(2,204)	(794)	(768)	(791)
24,035	23,591	23,277	70,903	25,332	25,279	24,988
(85)	(123)	(196)	(404)	(168)	(687)	(86)
3,432	3,082	3,394	9,908	3,443	3,077	3,286
9,486	9,753	9,935	29,174	7,579	7,893	8,258
(1,120)	(1,141)	(1,157)	(3,418)	(1,214)	(1,206)	(1,134)
105	282	(7,180)	(6,793)	397	201	121
184	(39)	144	289	129	67	103
\$ 36,716	\$ 35,324	\$ 37,113	\$ 109,153	\$ 36,873	\$ 36,824	\$ 36,838

(a) Nonrecurring Items in NOI include proceeds from bankruptcies, lease termination fees or other significant nonrecurring income or expenses, which may affect comparability.

\*Excludes NOI from investments in and interest income from secured loans to non-consolidated REITs.

Table of Contents

The information presented below provides the weighted average GAAP rent per square foot for the nine months ending September 30, 2018 for our properties and weighted occupancy square feet and percentages. GAAP rent includes the impact of tenant concessions and reimbursements. This table does not include information about properties held by our investments in non-consolidated REITs or those to which we have provided Sponsored REIT Loans.

Property Name	City	State	Year Built or Renovated	Net Rentable Square Feet	Weighted Occupied Sq. Ft.	Weighted Occupied Percentage as of September 30, 2018 (a)		Weighted Average Rent per Occupied Square Feet (b)
Forest Park	Charlotte	NC	1999	62,212	62,212	100.0	%	\$ 15.60
Meadow Point	Chantilly	VA	1999	138,537	138,537	100.0	%	26.33
Innsbrook	Glen Allen	VA	1999	298,456	298,456	100.0	%	11.38
Loudoun Tech Center	Dulles	VA	1999	136,658	130,850	95.8	%	18.33
Stonecroft	Chantilly	VA	2008	111,469	111,469	100.0	%	32.80
Emperor Boulevard	Durham	NC	2009	259,531	259,531	100.0	%	33.99
East total				1,006,863	1,001,055	99.4	%	22.87
Northwest Point	Elk Grove Village	IL	1999	177,095	177,095	100.0	%	32.38
909 Davis Street	Evanston	IL	2002	195,098	168,311	86.3	%	35.32
River Crossing	Indianapolis	IN	1998	205,059	194,047	94.6	%	23.57
Timberlake	Chesterfield	MO	1999	234,496	234,496	100.0	%	28.64
Timberlake East	Chesterfield	MO	2000	117,036	117,036	100.0	%	26.97
121 South 8th Street	Minneapolis	MN	1974	293,460	222,061	75.7	%	22.30
Plaza Seven	Minneapolis	MN	1987	326,483	288,448	88.4	%	35.02
Midwest total				1,548,727	1,401,494	90.5	%	29.38
Blue Lagoon Drive	Miami	FL	2002	212,619	212,619	100.0	%	23.57
One Overton Park	Atlanta	GA	2002	387,267	233,328	60.3	%	24.19
Park Ten	Houston	TX	1999	157,460	116,568	74.0	%	28.56
Addison Circle	Addison	TX	1999	288,794	273,344	94.7	%	33.10
Collins Crossing	Richardson	TX	1999	300,887	300,887	100.0	%	25.15
Eldridge Green	Houston	TX	1999	248,399	248,399	100.0	%	30.34



Table of Contents

The information presented below provides the weighted average GAAP rent per square foot for the nine months ending September 30, 2018 for our properties and weighted occupancy square feet and percentages. GAAP rent includes the impact of tenant concessions and reimbursements. This table does not include information about properties held by our investments in non-consolidated REITs or those to which we have provided Sponsored REIT Loans.

Property Name	City	State	Year Built or Renovated	Net Rentable Square Feet	Weighted Occupied Sq. Ft.	Weighted Occupied Percentage as of September 30, 2018 (a)	Weighted Average Rent per Occupied Square Feet (b)
Park Ten Phase II	Houston	TX	2006	156,746	2,147	1.4	% \$ 8.68
Liberty Plaza	Addison	TX	1985	218,934	184,321	84.2	% 21.29
Legacy Tennyson Center	Plano	TX	1999/2008	202,600	151,342	74.7	% 20.74
One Legacy Circle	Plano	TX	2008	214,110	214,110	100.0	% 37.42
One Ravinia Drive	Atlanta	GA	1985	386,602	352,504	91.2	% 25.62
Two Ravinia Drive	Atlanta	GA	1987	411,047	307,463	74.8	% 27.52
Westchase I & II	Houston	TX	1983/2008	629,025	527,752	83.9	% 29.62
Pershing Park Plaza	Atlanta	GA	1989	160,145	156,013	97.4	% 36.05
999 Peachtree South	Atlanta	GA	1987	621,946	539,725	86.8	% 32.24
Total				4,596,581	3,820,522	83.1	% 28.63
380 Interlocken	Broomfield	CO	2000	240,358	207,213	86.2	% 29.82
1999 Broadway	Denver	CO	1986	676,379	523,382	77.4	% 31.25
1001 17th Street	Denver	CO	1977/2006	655,413	602,718	92.0	% 34.87
600 17th Street	Denver	CO	1982	598,630	503,388	84.1	% 33.00
Greenwood Plaza	Englewood	CO	2000	196,236	196,236	100.0	% 25.45
390 Interlocken	Broomfield	CO	2002	241,512	236,972	98.1	% 30.65
West Total				2,608,528	2,269,908	87.0	% 31.90
Grand Total				9,760,699	8,492,979	87.0	% \$ 28.95

(a) Based on weighted occupied square feet for the nine months ended September 30, 2018, including month-to-month tenants, divided by the Property's net rentable square footage.

(b)

Represents annualized GAAP rental revenue for the nine months ended September 30, 2018, per weighted occupied square foot.

## Table of Contents

### Liquidity and Capital Resources

Cash, restricted cash and cash equivalents were \$10.4 million and \$9.8 million at September 30, 2018 and December 31, 2017, respectively. The increase of \$0.6 million is attributable to \$62.9 million provided by operating activities, plus \$40.5 million provided by investing activities less \$102.8 million used in financing activities. Management believes that existing cash, cash anticipated to be generated internally by operations and our existing debt financing will be sufficient to meet working capital requirements and anticipated capital expenditures for at least the next 12 months. Although there is no guarantee that we will be able to obtain the funds necessary for our future growth, we anticipate generating funds from continuing real estate operations. We believe that we have adequate funds to cover unusual expenses and capital improvements, in addition to normal operating expenses. Our ability to maintain or increase our level of dividends to stockholders, however, depends in significant part upon the level of rental income from our real properties.

### Operating Activities

Cash provided by operating activities for the nine months ended September 30, 2018 of \$62.9 million is primarily attributable to net income of 11.7 million plus the add-back of \$66.7 million of non-cash expenses and an increase in tenant security deposits of \$0.2 million. These amounts were partially offset by an increase in payments of deferred leasing commissions of \$11.0 million, a decrease to accounts payable and accrued expenses of \$3.5 million, an increase in lease acquisition costs of \$0.6 million, an increase in prepaid expenses and other assets of \$0.5 million and an increase to tenant rent receivables of \$0.1 million.

### Investing Activities

Cash provided by investing activities for the nine months ended September 30, 2018 of \$40.5 million is primarily attributable to proceeds received from the liquidating distributions received from two non-consolidated REITs of \$74.9 million, repayments received from one related party mortgage receivable of \$0.8 million and distributions received from non-consolidated REITs of \$0.7 million. These increases were partially offset by purchases of other real estate assets and office equipment investments of approximately \$35.9 million.

### Financing Activities

Cash used in financing activities for the nine months ended September 30, 2018 of \$102.8 million is primarily attributable to distributions paid to stockholders of \$39.7 million, net repayments on the BAML Revolver (as defined below) of \$61.0 million and an increase to deferred financing costs of \$2.1 million.

## JPM Term Loan

On August 2, 2018, the Company entered into an Amended and Restated Credit Agreement among the Company, JPMorgan Chase Bank, N.A., as administrative agent and lender, and the other lending institutions party thereto (the “JPM Credit Agreement”), which provides a single unsecured bridge loan in the aggregate principal amount of \$150 million (the “JPM Term Loan”) that remains fully advanced and outstanding. The JPM Term Loan matures on November 30, 2021.

The JPM Term Loan bears interest at either (i) a number of basis points over the Eurodollar Rate depending on the Company’s credit rating (125.0 basis points over the Eurodollar Rate at September 30, 2018) or (ii) a number of basis points over the base rate depending on the Company’s credit rating (25.0 basis points over the base rate at September 30, 2018).

Based upon the Company’s credit rating, as of September 30, 2018, the interest rate on the JPM Term Loan was 3.38% per annum. The weighted average interest rate on the JPM Term Loan during the nine months ended September 30, 2018 was approximately 3.24% per annum. The weighted average interest rate on the JPM Term Loan during the year ended December 31, 2017 was approximately 2.45% per annum.

## Table of Contents

The JPM Credit Agreement contains customary affirmative and negative covenants for credit facilities of this type, including limitations with respect to indebtedness, liens, investments, mergers and acquisitions, disposition of assets, changes in business, certain restricted payments, the requirement to have subsidiaries provide a guaranty in the event that they incur recourse indebtedness and transactions with affiliates. The JPM Credit Agreement also contains financial covenants that require the Company to maintain a minimum tangible net worth, a minimum fixed charge coverage ratio, a maximum secured leverage ratio, a maximum leverage ratio, a maximum unencumbered leverage ratio, and minimum unsecured interest coverage. The JPM Credit Agreement provides for customary events of default with corresponding grace periods, including failure to pay any principal or interest when due, certain cross defaults and a change in control of the Company (as defined in the JPM Credit Agreement). In the event of a default by the Company, the administrative agent may, and at the request of the requisite number of lenders shall, declare all obligations under the JPM Credit Agreement immediately due and payable, and enforce any and all rights of the lenders or administrative agent under the JPM Credit Agreement and related documents. For certain events of default related to bankruptcy, insolvency, and receivership, all outstanding obligations of the Company will become immediately due and payable. The Company was in compliance with the JPM Term Loan financial covenants as of September 30, 2018.

The Company used the proceeds from the JPM Term Loan to acquire the property located at 600 17th Street, Denver, Colorado on December 1, 2016 and for other general business purposes.

## BMO Term Loan

On September 27, 2018, the Company entered into a Second Amended and Restated Credit Agreement among the Company, the lending institutions party thereto and Bank of Montreal, as administrative agent (the “BMO Credit Agreement”). The BMO Credit Agreement provides for a single, unsecured term loan borrowing in the amount of \$220 million (the “BMO Term Loan”) that remains fully advanced and outstanding. The BMO Term Loan consists of a \$55 million tranche A term loan and a \$165 million tranche B term loan. The tranche A term loan matures on November 30, 2021 and the tranche B term loan matures on January 31, 2024. The BMO Credit Agreement also includes an accordion feature that allows up to \$100 million of additional loans, subject to receipt of lender commitments and satisfaction of certain customary conditions.

The BMO Term Loan bears interest at either (i) a number of basis points over LIBOR depending on the Company’s credit rating (125 basis points over LIBOR at September 30, 2018) or (ii) a number of basis points over the base rate depending on the Company’s credit rating (25 basis points over the base rate at September 30, 2018).

Although the interest rate on the BMO Term Loan is variable under the BMO Credit Agreement, the Company fixed the base LIBOR interest rate by entering into an interest rate swap agreement. On August 26, 2013, the Company entered into an ISDA Master Agreement with Bank of Montreal that fixed the base LIBOR interest rate on the BMO



Term Loan at 2.32% per annum until August 26, 2020. Accordingly, based upon the Company's credit rating, as of September 30, 2018, the effective interest rate on the BMO Term Loan was 3.57% per annum.

The BMO Credit Agreement contains customary affirmative and negative covenants for credit facilities of this type, including limitations with respect to indebtedness, liens, investments, mergers and acquisitions, disposition of assets, changes in business, certain restricted payments, the requirement to have subsidiaries provide a guaranty in the event that they incur recourse indebtedness and transactions with affiliates. The BMO Credit Agreement also contains financial covenants that require the Company to maintain a minimum tangible net worth, a maximum leverage ratio, a maximum secured leverage ratio, a minimum fixed charge coverage ratio, a maximum unencumbered leverage ratio, and minimum unsecured interest coverage. The BMO Credit Agreement provides for customary events of default with corresponding grace periods, including failure to pay any principal or interest when due, certain cross defaults and a change in control of the Company (as defined in the BMO Credit Agreement). In the event of a default by the Company, the administrative agent may, and at the request of the requisite number of lenders shall, declare all obligations under the BMO Credit Agreement immediately due and payable, terminate the lenders' commitments to make loans under the BMO Credit Agreement, and enforce any and all rights of the lenders or BMO administrative agent under the BMO Credit Agreement and related documents. For certain events of default related to bankruptcy, insolvency, and receivership, the commitments of lenders will be automatically terminated and all

## Table of Contents

outstanding obligations of the Company will become immediately due and payable. The Company was in compliance with the BMO Term Loan financial covenants as of September 30, 2018.

The Company may use the proceeds of the loans under the BMO Credit Agreement to finance the acquisition of real properties and for other permitted investments; to finance investments associated with Sponsored REITs, to refinance or retire indebtedness and for working capital and other general business purposes, in each case to the extent permitted under the BMO Credit Agreement.

### BAML Credit Facility

On July 21, 2016, the Company entered into a First Amendment (the “BAML First Amendment”), and on October 18, 2017, the Company entered into a Second Amendment (the “BAML Second Amendment”), to the Second Amended and Restated Credit Agreement dated October 29, 2014 among the Company, the lending institutions party thereto and Bank of America, N.A., as administrative agent, L/C Issuer and Swing Line Lender (as amended by the BAML First Amendment and the BAML Second Amendment, the “BAML Credit Facility”) that continued an existing unsecured revolving line of credit (the “BAML Revolver”) and an existing term loan (the “BAML Term Loan”).

### BAML Revolver Highlights

- The BAML Revolver is for borrowings, at the Company's election, of up to \$600 million. Borrowings made pursuant to the BAML Revolver may be revolving loans, swing line loans or letters of credit, the combined sum of which may not exceed \$600 million outstanding at any time.
- Borrowings made pursuant to the BAML Revolver may be borrowed, repaid and reborrowed from time to time until the maturity date of January 12, 2022. The Company has the right to extend the maturity date of the BAML Revolver by two additional 6 month periods, or until January 12, 2023, upon payment of a fee and satisfaction of certain customary conditions.
- The BAML Credit Facility includes an accordion feature that allows for an aggregate amount of up to \$500 million of additional borrowing capacity applicable to the BAML Revolver and/or the BAML Term Loan, subject to receipt of lender commitments and satisfaction of certain customary conditions.

As of September 30, 2018, there were borrowings of \$17 million outstanding under the BAML Revolver. The BAML Revolver bears interest at either (i) a margin over LIBOR depending on the Company's credit rating (1.20% over LIBOR at September 30, 2018) or (ii) a margin over the base rate depending on the Company's credit rating (0.20% over the base rate at September 30, 2018). The BAML Credit Facility also obligates the Company to pay an annual facility fee in an amount that is also based on the Company's credit rating. The facility fee is assessed against the total amount of the BAML Revolver, or \$600 million (0.25% at September 30, 2018).

Based upon the Company's credit rating, as of September 30, 2018, the interest rate on the BAML Revolver was 3.33% per annum. The weighted average interest rate on all amounts outstanding on the BAML Revolver during the nine months ended September 30, 2018 was approximately 3.07% per annum. As of December 31, 2017, there were borrowings of \$78 million outstanding under the BAML Revolver at an interest rate of 2.63% per annum.

#### BAML Term Loan Highlights

- The BAML Term Loan is for \$400 million.
- The BAML Term Loan matures on January 12, 2023.
- The BAML Credit Facility includes an accordion feature that allows for an aggregate amount of up to \$500 million of additional borrowing capacity to the BAML Revolver and/or the BAML Term Loan, subject to receipt of lender commitments and satisfaction of certain customary conditions.
- On September 27, 2012, the Company drew down the entire \$400 million under the BAML Term Loan and such amount remains fully advanced and outstanding under the BAML Term Loan.

## Table of Contents

The BAML Term Loan bears interest at either (i) a margin over LIBOR depending on the Company's credit rating (1.35% over LIBOR at September 30, 2018) or (ii) a margin over the base rate depending on the Company's credit rating (0.35% over the base rate at September 30, 2018).

Although the interest rate on the BAML Credit Facility is variable, the Company fixed the base LIBOR interest rate on the BAML Term Loan by entering into an interest rate swap agreement. On July 22, 2016, the Company entered into ISDA Master Agreements with a group of banks that fixed the base LIBOR interest rate on the BAML Term Loan at 1.12% per annum for the period beginning on September 27, 2017 and ending on September 27, 2021. Accordingly, based upon the Company's credit rating, as of September 30, 2018, the effective interest rate on the BAML Term Loan was 2.47% per annum.

## BAML Credit Facility General Information

The BAML Credit Facility contains customary affirmative and negative covenants for credit facilities of this type, including limitations with respect to indebtedness, liens, investments, mergers and acquisitions, disposition of assets, changes in business, certain restricted payments, the requirement to have subsidiaries provide a guaranty in the event that they incur recourse indebtedness and transactions with affiliates. The BAML Credit Facility also contains financial covenants that require the Company to maintain a minimum tangible net worth, a maximum leverage ratio, a maximum secured leverage ratio, a minimum fixed charge coverage ratio, a maximum unencumbered leverage ratio, and minimum unsecured interest coverage. The BAML Credit Facility provides for customary events of default with corresponding grace periods, including failure to pay any principal or interest when due, certain cross defaults and a change in control of the Company (as defined in the BAML Credit Facility). In the event of a default by the Company, the administrative agent may, and at the request of the requisite number of lenders shall, declare all obligations under the BAML Credit Facility immediately due and payable, terminate the lenders' commitments to make loans under the BAML Credit Facility, and enforce any and all rights of the lenders or administrative agent under the BAML Credit Facility and related documents. For certain events of default related to bankruptcy, insolvency, and receivership, the commitments of lenders will be automatically terminated and all outstanding obligations of the Company will become immediately due and payable. The Company was in compliance with the BAML Credit Facility financial covenants as of September 30, 2018.

The Company may use the proceeds of the loans under the BAML Credit Facility to finance the acquisition of real properties and for other permitted investments; to finance investments associated with Sponsored REITs, to refinance or retire indebtedness and for working capital and other general business purposes, in each case to the extent permitted under the BAML Credit Facility.

## Senior Notes

On October 24, 2017, the Company entered into a note purchase agreement (the “Note Purchase Agreement”) with the various purchasers named therein (the “Purchasers”) in connection with a private placement of senior unsecured notes. Under the Note Purchase Agreement, the Company agreed to sell to the Purchasers an aggregate principal amount of \$200 million of senior unsecured notes consisting of (i) 3.99% Series A Senior Notes due December 20, 2024 in an aggregate principal amount of \$116 million (the “Series A Notes”) and (ii) 4.26% Series B Senior Notes due December 20, 2027 in an aggregate principal amount of \$84 million (the “Series B Notes,” and, together with the Series A Notes, the “Senior Notes”). On December 20, 2017, the Senior Notes were funded and proceeds were used to reduce the outstanding balance of the BAML Revolver.

The Note Purchase Agreement contains customary financial covenants, including a maximum leverage ratio, a maximum secured leverage ratio, a minimum fixed charge coverage ratio, and a maximum unencumbered leverage ratio. The Note Purchase Agreement also contains restrictive covenants that, among other things, restrict the ability of the Company and its subsidiaries to enter into transactions with affiliates, merge, consolidate, create liens, make certain restricted payments, enter into certain agreements or prepay certain indebtedness. Such financial and restrictive covenants are substantially similar to the corresponding covenants contained in the BAML Credit Facility, the BMO Credit Agreement and the JPM Credit Agreement. The Senior Notes financial covenants require, among other things, the maintenance of a fixed charge coverage ratio of at least 1.50; a maximum leverage ratio and an unsecured leverage ratio of no more than 60% (65% if there were a significant acquisition for a short period of time). In addition, the Note Purchase Agreement provides that the Note Purchase

## Table of Contents

Agreement will automatically incorporate additional financial and other specified covenants (such as limitations on investments and distributions) that are effective from time to time under the existing credit agreements, other material indebtedness or certain other private placements of debt of the Company and its subsidiaries. The Note Purchase Agreement contains customary events of default, including payment defaults, cross defaults with certain other indebtedness, breaches of covenants and bankruptcy events. In the case of an event of default, the Purchasers may, among other remedies, accelerate the payment of all obligations.

## Equity Securities

As of September 30, 2018, we had an automatic shelf registration statement on Form S-3 with the Securities and Exchange Commission relating to the offer and sale, from time to time, of an indeterminate amount of our debt securities, common stock, preferred stock or depository shares. From time to time, we expect to issue debt securities, common stock, preferred stock or depository shares under our existing automatic shelf registration statements or a different registration statement to fund the acquisition of additional properties, to pay down any existing debt financing and for other corporate purposes.

## Contingencies

From time to time, we may provide financing to Sponsored REITs in the form of a construction loan and/or a revolving line of credit secured by a mortgage. As of September 30, 2018, we were committed to fund up to \$79.5 million to three Sponsored REITs under such arrangements for the purpose of funding construction costs, capital expenditures, leasing costs or for other purposes, of which \$70.9 million has been drawn and is outstanding. We anticipate that advances made under these facilities will be repaid at their maturity date or earlier from refinancing, long term financings of the underlying properties, cash flows from the underlying properties or another other capital event.

We may be subject to various legal proceedings and claims that arise in the ordinary course of our business. Although occasional adverse decisions (or settlements) may occur, we believe that the final disposition of such matters will not have a material adverse effect on our financial position or results of operations.

## Related Party Transactions

We intend to draw on the BAML Credit Facility in the future for a variety of corporate purposes, including the acquisition of properties that we acquire directly for our portfolio and for Sponsored REIT Loans as described below.

## Loans to Sponsored REITs

### Sponsored REIT Loans

From time to time we may make secured loans (“Sponsored REIT Loans”) to Sponsored REITs in the form of mortgage loans or revolving lines of credit to fund construction costs, capital expenditures, leasing costs and for other purposes. We anticipate that each Sponsored REIT Loan will be repaid at maturity or earlier from refinancing, long term financings of the underlying properties, cash flows from the underlying properties or some other capital event. Each Sponsored REIT Loan is secured by a mortgage on the underlying property and has a term of approximately two to three years. Except for two mortgage loans which bear interest at a fixed rate, advances under each Sponsored REIT Loan bear interest at a rate equal to the 30-day LIBOR rate plus an agreed upon amount of basis points and advances also require a 50 basis point draw fee.

Our Sponsored REIT Loans subject us to credit risk. However, we believe that our position as asset manager of each of the Sponsored REITs helps mitigate that risk by providing us with unique insight and the ability to rely on qualitative analysis of the Sponsored REITs. Before making a Sponsored REIT Loan, we consider a variety of subjective factors, including the quality of the underlying real estate, leasing, the financial condition of the applicable Sponsored REIT and local and national market conditions. These factors are subject to change and we do not apply a formula or assign relative weights to the factors. Instead, we make a subjective determination after considering such factors collectively.

## Table of Contents

Additional information about our Sponsored REIT Loans outstanding as of September 30, 2018, including a summary table of our Sponsored REIT Loans, is incorporated herein by reference to Part I, Item 1, Note 2, “Related Party Transactions and Investments in Non-Consolidated Entities, Management fees and interest income from loans”, in the Notes to Consolidated Financial Statements included in this report.

## Other Considerations

We generally pay the ordinary annual operating expenses of our properties from the rental revenue generated by the properties. For the nine months ended September 30, 2018 and 2017, respectively, the rental income exceeded the expenses for each individual property, with the exception of one property located in Minneapolis, Minnesota for the three and nine months ended September 30, 2018 and 2017, and one property located in Houston, Texas during the three and nine months ended September 30, 2018 and the six month period ended September 30, 2017.

Our property located at 801 Marquette Avenue in Minneapolis, Minnesota (“801 Marquette Avenue”) had approximately 170,000 square feet of rentable space and became vacant in January 2016. On June 30, 2016, we commenced a redevelopment plan for the property and substantially completed the redevelopment in the second quarter of 2017 and we are actively marketing the property for leasing. Redevelopment of 801 Marquette Avenue resulted in approximately 130,000 of net rentable square feet for the property. As a result of the vacancy, we had no rental income and had operating expenses of \$27,000 and \$116,000 during the three and nine months ended September 30, 2018. We had no rental income and had operating expenses of \$26,000 and \$27,000 during the three and nine months ended September 30, 2017.

Our property located at 16290 Katy Freeway in Houston, Texas has approximately 157,000 square feet of rentable space and became substantially vacant on April 30, 2017 when two tenants vacated 155,000 square feet of space. We had rental income of \$3,000 and had operating expenses of \$337,000 during the three months ended September 30, 2018. We had rental income of \$14,000 and had operating expenses of \$1,075,000 during the nine months ended September 30, 2018. We had rental income of \$362,000 and had operating expenses of \$748,000 during the six month period ended September 30, 2017.

## Item 3. Quantitative and Qualitative Disclosures About Market Risk

### Market Rate Risk

We are exposed to changes in interest rates primarily from our floating rate borrowing arrangements. We use interest rate derivative instruments to manage exposure to interest rate changes. As of September 30, 2018 and December 31,



2017, if market rates on our outstanding borrowings under our BAML Revolver increased by 10% at maturity, or approximately 36 and 29 basis points, respectively, over the current variable rate, the increase in interest expense would decrease future earnings and cash flows by \$0.6 million and \$0.7 million annually, respectively. Based upon our credit rating, the interest rate on the BAML Revolver as of September 30, 2018 was LIBOR plus 120 basis points, or 3.51% per annum. Based upon our credit rating, the interest rate on the JPM Term Loan as of September 30, 2018 was the Eurodollar Rate plus 125 basis points, or 3.56% per annum. We do not believe that the interest rate risk on the BAML Revolver and the JPM Term Loan is material as of September 30, 2018.

Although the interest rates on the BMO Term Loan and the BAML Term Loan are variable, the Company fixed the base LIBOR interest rates on the BMO Term Loan and the BAML Term Loan by entering into interest rate swap agreements. On July 22, 2016, the Company entered into ISDA Master Agreements with a group of banks that fixed the base LIBOR interest rate on the BAML Term Loan at 1.12% per annum for the period beginning September 27, 2017 and ending September 27, 2021 (the "2017 Interest Rate Swap"). On August 26, 2013, the Company entered into an ISDA Master Agreement with Bank of Montreal that fixed the base LIBOR interest rate on the BMO Term Loan at 2.32% per annum until August 26, 2020 (the "BMO Interest Rate Swap"). Accordingly, based upon our credit rating, as of September 30, 2018, the interest rate on the BMO Term Loan was 3.57% per annum and the interest rate on the BAML Term Loan was 2.47% per annum. The fair value of the 2017 Interest Rate Swap and the BMO Interest Rate Swap are affected by changes in market interest rates. We believe that we have mitigated interest rate risk with respect to the BAML Term Loan through the 2017 Interest Rate Swap from September 27, 2017 until September 27, 2021. We believe we have mitigated interest rate risk with respect to the BMO Term Loan through the BMO Interest Rate Swap until August 26, 2020. The 2017 Interest Rate Swap and the BMO Interest Rate Swap were our only derivative instruments as of September 30, 2018.

Table of Contents

The table below lists our derivative instruments, which are hedging variable cash flows related to interest on our BAML Term Loan and our BMO Term Loan as of September 30, 2018 (in thousands):

(in thousands)	Notional Value	Strike Rate	Effective Date	Expiration Date	Fair Value
2017 Interest Rate Swap	\$ 400,000	1.12 %	Sep-17	Sep-21	\$ 20,297
BMO Interest Rate Swap	\$ 220,000	2.32 %	Aug-13	Aug-20	\$ 1,968

Our BMO Term Loan and BAML Term Loan hedging transactions used derivative instruments that involve certain additional risks such as counterparty credit risk, the enforceability of hedging contracts and the risk that unanticipated and significant changes in interest rates will cause a significant loss of basis in either or both of the contracts. We require our derivatives contracts to be with counterparties that have investment grade ratings. The counterparties to the 2017 Interest Rate Swap are a group of banks and the counterparty to the BMO Interest Rate Swap is Bank of Montreal, all of which have investment grade ratings. As a result, we do not anticipate that either counterparty will fail to meet its obligations. However, there can be no assurance that we will be able to adequately protect against the foregoing risks or that we will ultimately realize an economic benefit that exceeds the related amounts incurred in connection with engaging in such hedging strategies.

The Company's derivatives are recorded at fair value in other liabilities in the consolidated balance sheets, the effective portion of the derivatives' fair value is recorded to other comprehensive income in the consolidated statements of other comprehensive income (loss) and the ineffective portion of the derivatives' fair value is recognized directly into earnings as Other in the consolidated statements of income.

The interest rate swaps effectively fix the interest rate on the BAML Term Loan and BMO Term Loan; however, prior to October 18, 2017, there was no floor on the variable interest rate of the swap whereas the BAML Term Loan and BMO Term Loan were subject to a zero percent floor. As a result there was a mismatch and the ineffective portion of the derivatives' changes in fair value were recognized directly into earnings. On October 18, 2017, the Company amended the BMO Term Loan and BAML Term Loan to, among other changes, provide that the deemed zero percent interest rate floor is not applicable to any loan where there is a corresponding interest rate swap contract in place.

During the three and nine months ended September 30, 2017, we recorded \$129,000 and \$151,000 of hedge ineffectiveness in earnings, which is included in "Other" in the consolidated statements of income. Hedge ineffectiveness is included in Other expense in the consolidated statements of income.

The following table presents, as of September 30, 2018, our contractual variable rate borrowings under our BAML Revolver, which matures on January 12, 2022, under our JPM Term Loan, which matures on November 30, 2021, under our BAML Term Loan, which matures on January 12, 2023, under our BMO Term Loan, for which tranche A matures on November 30, 2021 and tranche B matures on January 31, 2024, under our Series A Notes, which mature on December 20, 2024, and under our Series B Notes, which mature on December 20, 2027. Under the BAML Revolver, we have the right to extend the initial maturity date with two additional six month extensions, or until January 12, 2023, upon payment of a fee and satisfaction of certain customary conditions.

	Payment due by period						
	(in thousands)						
	Total	2018	2019	2020	2021	2022	Thereafter
BAML Revolver	\$ 17,000	\$ —	\$ —	\$ —	\$ —	\$ 17,000	\$ —
JPM Term Loan	150,000	—	—	—	150,000	—	—
BAML Term Loan	400,000	—	—	—	—	—	400,000
BMO Term Loan Tranche A	55,000	—	—	—	55,000	—	—
BMO Term Loan Tranche B	165,000	—	—	—	—	—	165,000
Series A Notes	116,000	—	—	—	—	—	116,000
Series B Notes	84,000	—	—	—	—	—	84,000
Total	\$ 987,000	\$ —	\$ —	\$ —	\$ 205,000	\$ 17,000	\$ 765,000

Table of Contents

Item 4. Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2018. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of September 30, 2018, our chief executive officer and chief financial officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control Over Financial Reporting

No change in our internal control over financial reporting occurred during the quarter ended September 30, 2018 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we may be subject to legal proceedings and claims that arise in the ordinary course of our business. Although occasional adverse decisions (or settlements) may occur, we believe that the final disposition of such matters will not have a material adverse effect on our financial position, cash flows or results of operations.

Item 1A. Risk Factors

As of September 30, 2018, there have been no material changes to the risk factors disclosed in Part I, “Item 1A. Risk Factors” of our Annual Report on Form 10-K for the year ended December 31, 2017. In addition to the other information set forth in this report, you should carefully consider the risk factors discussed in the Annual Report on Form 10-K for the year ended December 31, 2017, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K for the year ended December 31, 2017 are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

None.

40

---

Table of Contents

Item 6. Exhibits

Exhibit No.	Description
3.1 (1)	<u>Articles of Incorporation.</u>
3.2 (2)	<u>Amended and Restated By-laws.</u>
10.1 (3)	<u>Amended and Restated Credit Agreement, dated August 2, 2018, among FSP Corp., JPMorgan Chase Bank, N.A. and the other parties thereto.</u>
10.2 (4)	<u>Second Amended and Restated Credit Agreement, dated September 27, 2018, among FSP Corp., Bank of Montreal and the other parties thereto.</u>
31.1*	<u>Certification of FSP Corp.'s Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2*	<u>Certification of FSP Corp.'s Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
32.1*	<u>Certification of FSP Corp.'s Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
32.2*	<u>Certification of FSP Corp.'s Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
101*	The following materials from FSP Corp.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2018, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets; (ii) the Consolidated Statements of Income; (iii) the Consolidated Statements of Cash Flows; (iv) the Consolidated Statements of Other Comprehensive Income; and (v) the Notes to Consolidated Financial Statements.

---

Footnotes	Description
(1)	Incorporated by reference to FSP Corp.'s Form 8-A, filed on April 5, 2005 (File No. 001-32470).
(2)	Incorporated by reference to FSP Corp.'s Current Report on Form 8-K, filed on February 6, 2018 (File No. 001-32470).
(3)	Incorporated by reference to FSP Corp.'s Current Report on Form 8-K, filed on August 2, 2018 (File No. 001-32470).
(4)	Incorporated by reference to FSP Corp.'s Current Report on Form 8-K, filed on September 27, 2018 (File No. 001-32470).

\* Filed herewith.

41

---



Table of Contents

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.

FRANKLIN STREET PROPERTIES CORP.

Date	Signature	Title
Date: October 30, 2018	/s/ George J. Carter George J. Carter	Chief Executive Officer and Director (Principal Executive Officer)
Date: October 30, 2018	/s/ John G. Demeritt John G. Demeritt	Chief Financial Officer (Principal Financial Officer)