

MACK CALI REALTY CORP

Form 10-Q

October 23, 2014

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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, 2014

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 1-13274  
Number:

Mack-Cali Realty Corporation  
(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction of incorporation or  
organization)

22-3305147

(I.R.S. Employer Identification No.)

343 Thornall Street, Edison, New Jersey  
(Address of principal executive offices)

08837-2206  
(Zip Code)

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(732) 590-1000

(Registrant's telephone number, including area code)

Not Applicable

(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 ninety (90) days. YES  NO

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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

As of October 20, 2014, there were 89,030,829 shares of the registrant's Common Stock, par value \$0.01 per share, outstanding.

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MACK-CALI REALTY CORPORATION

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MACK-CALI REALTY CORPORATION

Part I – Financial Information

Item 1. Financial Statements

The accompanying unaudited consolidated balance sheets, statements of operations, of changes in equity, and of cash flows and related notes thereto, have been prepared in accordance with generally accepted accounting principles (“GAAP”) for interim financial information and in conjunction with the rules and regulations of the Securities and Exchange Commission (“SEC”). Accordingly, they do not include all of the disclosures required by GAAP for complete financial statements. The financial statements reflect all adjustments consisting only of normal, recurring adjustments, which are, in the opinion of management, necessary for a fair presentation for the interim periods.

The aforementioned financial statements should be read in conjunction with the notes to the aforementioned financial statements and Management’s Discussion and Analysis of Financial Condition and Results of Operations and the financial statements and notes thereto included in Mack-Cali Realty Corporation’s Annual Report on Form 10-K for the fiscal year ended December 31, 2013.

The results of operations for the three and nine month periods ended September 30, 2014 are not necessarily indicative of the results to be expected for the entire fiscal year or any other period.

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

|  | September<br>30,<br>2014 | December 31,<br>2013 |
|--|--------------------------|----------------------|
| <b>ASSETS</b>  |                          |                      |
| Rental property  |                          |                      |
| Land and leasehold interests   | \$ 746,066               | \$ 750,658           |
| Buildings and improvements   | 3,731,700                | 3,915,800            |
| Tenant improvements  | 421,291                  | 456,003              |
| Furniture, fixtures and equipment  | 10,670                   | 7,472                |
|  | 4,909,727                | 5,129,933            |
| Less – accumulated depreciation and amortization   | (1,379,911)              | (1,400,988)          |
| Net investment in rental property  | 3,529,816                | 3,728,945            |
| Cash and cash equivalents  | 105,528                  | 221,706              |
| Investments in unconsolidated joint ventures   | 239,767                  | 181,129              |
| Unbilled rents receivable, net   | 124,278                  | 136,304              |
| Deferred charges, goodwill and other assets  | 320,396                  | 218,519              |
| Restricted cash  | 26,571                   | 19,794               |
| Accounts receivable, net of allowance for doubtful accounts<br>of \$1,408 and \$2,832                          | 10,841                   | 8,931                |
| Total assets   | \$ 4,357,197             | \$ 4,515,328         |
| <b>LIABILITIES AND EQUITY</b>  |                          |                      |
| Senior unsecured notes   | \$ 1,417,439             | \$ 1,616,575         |
| Mortgages, loans payable and other obligations   | 821,202                  | 746,191              |
| Dividends and distributions payable  | 15,188                   | 29,938               |
| Accounts payable, accrued expenses and other liabilities   | 126,580                  | 121,286              |
| Rents received in advance and security deposits  | 47,792                   | 53,730               |
| Accrued interest payable   | 24,713                   | 29,153               |
| Total liabilities  | 2,452,914                | 2,596,873            |
| Commitments and contingencies  |                          |                      |
| Equity:  |                          |                      |
| Mack-Cali Realty Corporation stockholders' equity:   |                          |                      |
| Common stock, \$0.01 par value, 190,000,000 shares authorized,<br>89,055,220 and 88,247,591 shares outstanding | 891                      | 882                  |
| Additional paid-in capital   | 2,556,948                | 2,539,326            |
| Dividends in excess of net earnings  | (913,389)                | (897,849)            |
| Total Mack-Cali Realty Corporation stockholders' equity  | 1,644,450                | 1,642,359            |
| Noncontrolling interests in subsidiaries:  |                          |                      |
| Operating Partnership  | 204,820                  | 220,813              |
| Consolidated joint ventures  | 55,013                   | 55,283               |
| Total noncontrolling interests in subsidiaries   | 259,833                  | 276,096              |
| Total equity   | 1,904,283                | 1,918,455            |

|                              |    |           |    |           |
|------------------------------|----|-----------|----|-----------|
| Total liabilities and equity | \$ | 4,357,197 | \$ | 4,515,328 |
|------------------------------|----|-----------|----|-----------|

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

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## MACK-CALI REALTY CORPORATION AND SUBSIDIARIES

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

|  | Three Months Ended |            | Nine Months Ended |            |
|--|--------------------|------------|-------------------|------------|
|  | September 30,      |            | September 30,     |            |
| REVENUES   | 2014               | 2013       | 2014              | 2013       |
| Base rents   | \$ 125,793         | \$ 134,882 | \$ 393,054        | \$ 403,943 |
| Escalations and recoveries from tenants                        | 19,172             | 17,173     | 61,736            | 54,117     |
| Construction services  | -                  | 678        | -                 | 15,650     |
| Real estate services   | 7,622              | 7,003      | 21,323            | 20,088     |
| Parking income   | 2,255              | 1,642      | 6,605             | 4,631      |
| Other income   | 647                | 1,127      | 2,667             | 3,335      |
| Total revenues   | 155,489            | 162,505    | 485,385           | 501,764    |
| EXPENSES   |                    |            |                   |            |
| Real estate taxes  | 22,154             | 20,572     | 69,880            | 62,055     |
| Utilities  | 15,701             | 18,043     | 58,555            | 48,070     |
| Operating services   | 26,519             | 25,852     | 83,581            | 76,487     |
| Direct construction costs                                      | -                  | 609        | -                 | 14,945     |
| Real estate services expenses                                  | 6,933              | 5,552      | 20,213            | 15,809     |
| General and administrative                                     | 12,665             | 12,151     | 49,219            | 37,235     |
| Depreciation and amortization                                  | 41,983             | 46,094     | 131,679           | 135,122    |
| Impairments  | -                  | 48,700     | -                 | 48,700     |
| Total expenses   | 125,955            | 177,573    | 413,127           | 438,423    |
| Operating income (loss)  | 29,534             | (15,068)   | 72,258            | 63,341     |
| OTHER (EXPENSE) INCOME   |                    |            |                   |            |
| Interest expense   | (27,353)           | (30,936)   | (85,458)          | (92,075)   |
| Interest and other investment income                           | 908                | 187        | 2,216             | 1,287      |
| Equity in earnings (loss) of unconsolidated joint ventures     | (1,268)            | (229)      | (2,060)           | (2,059)    |
| Realized gains (losses) on disposition of rental property, net | 264                | -          | 54,848            | -          |
| Total other (expense) income                                   | (27,449)           | (30,978)   | (30,454)          | (92,847)   |
| Income (loss) from continuing operations                       | 2,085              | (46,046)   | 41,804            | (29,506)   |
| Discontinued operations:                                       |                    |            |                   |            |
| Income from discontinued operations                            | -                  | 2,164      | -                 | 11,842     |
| Loss from early extinguishment of debt                         | -                  | -          | -                 | (703)      |
| Realized gains (losses) on disposition of rental property, net | -                  | 47,321     | -                 | 61,079     |
| Total discontinued operations                                  | -                  | 49,485     | -                 | 72,218     |
| Net income   | 2,085              | 3,439      | 41,804            | 42,712     |
| Noncontrolling interest in consolidated joint ventures         | 145                | 1,838      | 757               | 1,962      |
| Noncontrolling interest in Operating Partnership               | (248)              | 5,314      | (4,754)           | 3,295      |
| Noncontrolling interest in discontinued operations             | -                  | (5,948)    | -                 | (8,699)    |

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|   |    |         |    |        |    |         |    |        |
|---|----|---------|----|--------|----|---------|----|--------|
| Net income available to common shareholders | \$ | 1,982   | \$ | 4,643  | \$ | 37,807  | \$ | 39,270 |
| Basic earnings per common share:            |    |         |    |        |    |         |    |        |
| Income (loss) from continuing operations    | \$ | 0.02    | \$ | (0.44) | \$ | 0.43    | \$ | (0.28) |
| Discontinued operations                     |    | -       |    | 0.49   |    | -       |    | 0.73   |
| Net income available to common shareholders | \$ | 0.02    | \$ | 0.05   | \$ | 0.43    | \$ | 0.45   |
| Diluted earnings per common share:          |    |         |    |        |    |         |    |        |
| Income (loss) from continuing operations    | \$ | 0.02    | \$ | (0.44) | \$ | 0.43    | \$ | (0.28) |
| Discontinued operations                     |    | -       |    | 0.49   |    | -       |    | 0.73   |
| Net income available to common shareholders | \$ | 0.02    | \$ | 0.05   | \$ | 0.43    | \$ | 0.45   |
| Basic weighted average shares outstanding   |    | 88,875  |    | 87,793 |    | 88,621  |    | 87,724 |
| Diluted weighted average shares outstanding |    | 100,052 |    | 99,787 |    | 100,014 |    | 99,778 |

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

MACK-CALI REALTY CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (in thousands) (unaudited)

|   | Common Stock |           | Additional      | Dividends                 | Noncontrolling            | Total        |
|---|--------------|-----------|-----------------|---------------------------|---------------------------|--------------|
|   | Shares       | Par Value | Paid-In Capital | in Excess of Net Earnings | Interests in Subsidiaries | Equity       |
| Balance at January 1, 2014  | 88,248       | \$ 882    | \$ 2,539,326    | \$ (897,849)              | \$ 276,096                | \$ 1,918,455 |
| Net income  | -            | -         | -               | 37,807                    | 3,997                     | 41,804       |
| Common stock dividends  | -            | -         | -               | (53,347)                  | -                         | (53,347)     |
| Common unit distributions   | -            | -         | -               | -                         | (6,793)                   | (6,793)      |
| Increase in noncontrolling interest in consolidated joint ventures  | -            | -         | -               | -                         | 487                       | 487          |
| Redemption of common units for common stock                         | 773          | 8         | 14,203          | -                         | (14,211)                  | -            |
| Shares issued under Dividend Reinvestment and Stock Purchase Plan   | 5            | -         | 102             | -                         | -                         | 102          |
| Directors deferred compensation plan                                | -            | -         | 310             | -                         | -                         | 310          |
| Stock compensation  | 29           | 1         | 3,264           | -                         | -                         | 3,265        |
| Rebalancing of ownership percentage between parent and subsidiaries | -            | -         | (257)           | -                         | 257                       | -            |
| Balance at September 30, 2014                                       | 89,055       | \$ 891    | \$ 2,556,948    | \$ (913,389)              | \$ 259,833                | \$ 1,904,283 |

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

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

|  |                | Nine Months Ended<br>September 30, |             |
|--|----------------|------------------------------------|-------------|
|  | 2014           |                                    | 2013        |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>  |                |                                    |             |
| Net income   | \$ 41,804      | \$                                 | 42,712      |
| Adjustments to reconcile net income to net cash provided by<br>Operating activities: |                |                                    |             |
| Depreciation and amortization, including related intangible assets                   | 132,698        |                                    | 135,148     |
| Depreciation and amortization on discontinued operations                             | -              |                                    | 8,196       |
| Amortization of deferred stock units   | 309            |                                    | -           |
| Amortization of stock compensation   | 6,439          |                                    | 2,451       |
| Amortization of deferred financing costs and debt discount                           | 2,306          |                                    | 2,379       |
| Write off of unamortized discount on senior unsecured notes                          | -              |                                    | 156         |
| Equity in (earnings) loss of unconsolidated joint venture, net                       | 2,060          |                                    | 2,059       |
| Distributions of cumulative earnings from unconsolidated joint<br>ventures           | 10,974         |                                    | 6,468       |
| Realized (gains) on disposition of rental property, net                              | (54,848)       |                                    | (61,079)    |
| Impairments  | -              |                                    | 48,700      |
| Changes in operating assets and liabilities:   |                |                                    |             |
| Increase in unbilled rents receivable, net   | (4,477)        |                                    | (8,504)     |
| Increase in deferred charges, goodwill and other assets                              | (23,042)       |                                    | (27,584)    |
| (Increase) decrease in accounts receivable, net                                      | (1,911)        |                                    | 1           |
| Increase in accounts payable, accrued expenses and other liabilities                 | 13,565         |                                    | 5,967       |
| Decrease in rents received in advance and security deposits                          | (5,938)        |                                    | (10,059)    |
| Decrease in accrued interest payable   | (4,440)        |                                    | (4,083)     |
| <br>Net cash provided by operating activities  | <br>\$ 115,499 | <br>\$                             | <br>142,928 |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>  |                |                                    |             |
| Rental property acquisitions and related intangibles                                 | \$ (46,883)    | \$                                 | (149,200)   |
| Rental property additions and improvements   | (77,109)       |                                    | (67,172)    |
| Development of rental property, other related costs and deposits                     | (4,881)        |                                    | (12,954)    |
| Proceeds from the sale of rental property  | 274,839        |                                    | 332,540     |
| Issuance of notes and mortgage receivable  | (62,276)       |                                    | (16,425)    |
| Repayment of notes receivable  | 10,250         |                                    | 208         |
| Investment in unconsolidated joint ventures  | (57,568)       |                                    | (32,235)    |
| Distributions in excess of cumulative earnings from unconsolidated<br>joint ventures | 36,303         |                                    | 20,671      |
| (Increase) decrease in restricted cash   | (6,777)        |                                    | 126         |
| <br>Net cash provided by investing activities  | <br>\$ 65,898  | <br>\$                             | <br>75,559  |
| <b>CASH FLOW FROM FINANCING ACTIVITIES</b>   |                |                                    |             |
| Borrowings from revolving credit facility  | \$ 262,328     | \$                                 | 289,000     |
| Repayment of revolving credit facility   | (262,328)      |                                    | (289,000)   |
| Proceeds from senior unsecured notes   | -              |                                    | 268,928     |

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|   |              |    |           |
|---|--------------|----|-----------|
| Repayment of senior unsecured notes                         | (200,000)    |    | (100,000) |
| Proceeds from mortgages and loans payable                   | 28,350       |    | 2,343     |
| Repayment of mortgages, loans payable and other obligations | (44,825)     |    | (12,185)  |
| Payment of contingent consideration                         | (5,228)      |    | (2,755)   |
| Payment of financing costs                                  | (1,021)      |    | (5,459)   |
| Payment of dividends and distributions                      | (74,851)     |    | (119,561) |
| Net cash (used in) provided by financing activities         | \$ (297,575) | \$ | 31,311    |
| Net (decrease) increase in cash and cash equivalents        | \$ (116,178) | \$ | 249,798   |
| Cash and cash equivalents, beginning of period              | 221,706      |    | 58,245    |
| Cash and cash equivalents, end of period                    | \$ 105,528   | \$ | 308,043   |

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

MACK-CALI REALTY CORPORATION AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

1. ORGANIZATION AND BASIS OF PRESENTATION

ORGANIZATION

Mack-Cali Realty Corporation, a Maryland corporation, together with its subsidiaries (collectively, the “Company”), is a fully-integrated, self-administered, self-managed real estate investment trust (“REIT”) providing leasing, management, acquisition, development, construction and tenant-related services for its properties and third parties. As of September 30, 2014, the Company owned or had interests in 282 properties, consisting of 266 commercial properties, primarily class A office and office/flex properties, totaling approximately 31.5 million square feet, leased to approximately 2,000 commercial tenants, and 16 multi-family rental properties containing 4,940 residential units, plus developable land (collectively, the “Properties”). The Properties are comprised of 251 buildings, primarily office and office/flex buildings totaling approximately 31.0 million square feet (which include 37 buildings, primarily office buildings aggregating approximately 6.0 million square feet owned by unconsolidated joint ventures in which the Company has investment interests), six industrial/warehouse buildings totaling approximately 387,400 square feet, 16 multi-family properties totaling 4,940 apartments (which include 10 properties aggregating 3,639 apartments owned by unconsolidated joint ventures in which the Company has investment interests), five parking/retail properties totaling approximately 121,500 square feet (which include two buildings aggregating 81,500 square feet owned by unconsolidated joint ventures in which the Company has investment interests), one hotel (which is owned by an unconsolidated joint venture in which the Company has an investment interest) and three parcels of land leased to others. The Properties are located in seven states, primarily in the Northeast, plus the District of Columbia.

BASIS OF PRESENTATION

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

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

As of September 30, 2014 and December 31, 2013, the Company’s investments in consolidated real estate joint ventures in which the Company is deemed to be the primary beneficiary have total real estate assets of \$237.7 million and \$219.9 million, respectively, mortgages of \$90 million and \$81.9 million, respectively, and other liabilities of \$17 million and \$18.3 million, respectively.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Certain reclassifications have been made to prior period amounts in order to conform with current period presentation.

## 2. SIGNIFICANT ACCOUNTING POLICIES

### Rental

Rental properties are stated at cost less accumulated depreciation and amortization. Costs directly related to the acquisition, development and construction of rental properties are capitalized. Acquisition-related costs are expensed as incurred. Capitalized development and construction costs include pre-construction costs essential to the development of the property, development and construction costs, interest, property taxes, insurance, salaries and other project costs incurred during the period of development. Capitalized development and construction salaries and related costs approximated \$1.0 million and \$1.9 million for the three months ended September 30, 2014 and 2013, respectively, and \$2.7 million and \$3.7 million for the nine months ended September 30, 2014 and 2013, respectively. Included in total rental property is construction, tenant improvement and development in-progress of \$58.8 million and \$40.8 million as of September 30, 2014 and December 31, 2013, respectively. Ordinary repairs and maintenance are expensed as incurred; major replacements and betterments, which improve or extend the life of the asset, are capitalized and depreciated over their estimated useful lives. Fully-depreciated assets are removed from the accounts.

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

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

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

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



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

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

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

#### Rental Property

##### Held for Sale

When assets are identified by management as held for sale, the Company discontinues depreciating the assets and estimates the sales price, net of selling costs, of such assets. If, in management's opinion, the estimated net sales price of the assets which have been identified as held for sale is less than the net book value of the assets, a valuation allowance is established.

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

#### Investments in

##### Unconsolidated

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

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

#### Cash and Cash

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

#### Deferred

Financing Costs incurred in obtaining financing are capitalized and amortized over the term of the related Costs indebtedness. Amortization of such costs is included in interest expense and was \$778,000 and \$954,000 for the three months ended September 30, 2014 and 2013, respectively, \$2,306,000 and \$2,379,000 for the nine months ended September 30, 2014 and 2013, respectively. If a financing obligation is extinguished early, any unamortized deferred financing costs are written off and included in gains (loss) from early extinguishment of debt.

#### Deferred

Leasing Costs incurred in connection with commercial leases are capitalized and amortized on a straight-line basis Costs over the terms of the related leases and included in depreciation and amortization. Unamortized deferred leasing costs are charged to amortization expense upon early termination of the lease. Certain employees of the Company are compensated for providing leasing services to the Properties. The portion of such compensation related to commercial leases, which is capitalized and amortized, approximated \$940,000 and \$962,000 for the three months ended September 30, 2014 and 2013, respectively, and \$2,816,000 and \$3,168,000 for the nine months ended September 30, 2014 and 2013, respectively.

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

Derivative

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

Revenue

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

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

Escalations and recoveries from tenants are received from tenants for certain costs as provided in the lease agreements. These costs generally include real estate taxes, utilities, insurance, common area maintenance and other recoverable costs. See Note 14: Tenant Leases.

Construction services revenue includes fees earned and reimbursements received by the Company for providing construction management and general contractor services to clients. Construction services revenue is recognized on the percentage of completion method. Using this method, profits are recorded on the basis of our estimates of the overall profit and percentage of completion of individual contracts. A portion of the estimated profits is accrued based upon estimates of the percentage of completion of the construction contract. This revenue recognition method involves inherent risks relating to profit and cost estimates.

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

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

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

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09 Revenue from Contracts with Customers (Topic 606) ("ASU 2014-09"). ASU 2014-09 is a comprehensive new revenue recognition model requiring a company to recognize revenue to depict the transfer of goods or services to a customer at an amount reflecting the consideration it expects to receive in exchange for those goods or services. In adopting ASU 2014-09, companies may use either a full retrospective or a modified retrospective approach. Additionally, this guidance requires improved disclosures regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. ASU 2014-09 is effective for the first interim period within annual reporting periods beginning after December 15, 2016, and early adoption is not permitted. The Company is currently in the process of evaluating the impact the adoption of ASU 2014-09 will have on the Company's financial position or results of operations.

#### Allowance for

Doubtful Management performs a detailed review of amounts due from tenants to determine if an allowance for Accounts doubtful accounts is required based on factors affecting the collectability of the accounts receivable balances. The factors considered by management in determining which individual tenant receivable balances, or aggregate receivable balances, require a collectability allowance include the age of the receivable, the tenant's payment history, the nature of the charges, any communications regarding the

charges and other related information. Management's estimate of the allowance for doubtful accounts requires management to exercise significant judgment about the timing, frequency and severity of collection losses, which affects the allowance and net income.

Income and

**Other Taxes** The Company has elected to be taxed as a REIT under Sections 856 through 860 of the Internal Revenue Code of 1986, as amended (the "Code"). As a REIT, the Company generally will not be subject to corporate federal income tax (including alternative minimum tax) on net income that it currently distributes to its shareholders, provided that the Company satisfies certain organizational and operational requirements including the requirement to distribute at least 90 percent of its REIT taxable income (determined by excluding any net capital gains) to its shareholders. If and to the extent the Company retains and does not distribute any net capital gains, the Company will be required to pay federal, state and local taxes on such net capital gains at the rate applicable to capital gains of a corporation. The Company has elected to treat certain of its corporate subsidiaries as taxable REIT subsidiaries (each a "TRS"). In general, a TRS of the Company may perform additional services for tenants of the Company and generally may engage in any real estate or non-real estate related business (except for the operation or management of health care facilities or lodging facilities or the providing to any person, under a franchise, license or otherwise, rights to any brand name under which any lodging facility or health care facility is operated). A TRS is subject to corporate federal income tax. The Company has conducted business through its TRS entities for certain property management, development, construction and other related services, as well as to hold a joint venture interest in a hotel and other matters. As of September 30, 2014, the Company had a deferred tax asset with a balance of approximately \$14.1 million which has been fully reserved for through a valuation allowance. If the Company fails to qualify as a REIT in any taxable year, the Company will be subject to federal income tax (including any applicable alternative minimum tax) on its taxable income at regular corporate tax rates. The Company is subject to certain state and local taxes.

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

In the normal course of business, the Company or one of its subsidiaries is subject to examination by federal, state and local jurisdictions in which it operates, where applicable. As of September 30, 2014, the tax years that remain subject to examination by the major tax jurisdictions under the statute of limitations are generally from the year 2009 forward.

#### Earnings

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

#### Dividends and Distributions

**Payable**The dividends and distributions payable at September 30, 2014 represents dividends payable to common shareholders (88,815,356 shares) and distributions payable to noncontrolling interest common unitholders of the Operating Partnership (11,092,044 common units) for all such holders of record as of October 3, 2014 with respect to the third quarter 2014. The third quarter 2014 common stock dividends and common unit distributions of \$0.15 per common share and unit were approved by the Board of Directors on September 11, 2014. The common stock dividends and common unit distributions payable were paid on October 10, 2014.

The dividends and distributions payable at December 31, 2013 represents dividends payable to common shareholders (87,928,002 shares) and distributions payable to noncontrolling interest common unitholders of the Operating Partnership (11,864,775 common units) for all such holders of record as of January 6, 2014 with respect to the fourth quarter 2013. The fourth quarter 2013 common stock dividends and common unit distributions of \$0.30 per common share and unit were approved by the Board of Directors on December 10, 2013. The common stock dividends and common unit distributions payable were paid on January 15, 2014.



Costs Incurred  
For Stock

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

Stock

Compensation The Company accounts for stock compensation in accordance with the provisions of ASC 718, Compensation-Stock Compensation. These provisions require that the estimated fair value of restricted stock ("Restricted Stock Awards"), TSR-based Performance Shares and stock options at the grant date be amortized ratably into expense over the appropriate vesting period. The Company recorded stock compensation expense of \$830,000 and \$641,000 for the three months ended September 30, 2014 and 2013, respectively, and \$5,094,000 (which includes \$3,150,000 related to the departure of executive vice presidents. See Note 13: Commitments and Contingencies - Departure of Executive Vice Presidents); and \$1,947,000 for the nine months ended September 30, 2014 and 2013, respectively.

Other

Comprehensive

Income Other comprehensive income (loss) includes items that are recorded in equity, such as unrealized holding gains or losses on marketable securities available for sale. There was no difference in other comprehensive income to net income for the three and nine months ended September 30, 2014 and 2013, and no accumulated other comprehensive income as of September 30, 2014 and December 31, 2013.

Fair Value

Hierarchy The standard Fair Value Measurements specifies a hierarchy of valuation techniques based upon whether the inputs to those valuation techniques reflect assumptions other market participants would use based upon market data obtained from independent sources (observable inputs). The following summarizes the fair value hierarchy:

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

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

Discontinued

Operations In April 2014, the FASB issued guidance related to the reporting of discontinued operation and disclosures of disposals of components of an entity. This guidance defines a discontinued operation as a component or group of components disposed or classified as held for sale and represents a strategic shift that has (or will have) a major effect on an entity's operations and final result; the guidance states that a strategic shift could include a disposal of a major geographical area of operations, a major line of business, a major equity method investment or other major parts of an entity. The guidance also provides for additional

disclosure requirements in connection with both discontinued operations and other dispositions not qualifying as discontinued operations. The guidance will be effective for annual and interim periods beginning on or after December 15, 2014. The guidance applies prospectively to new disposals and new classifications of disposal groups as held for sale after the effective date. All entities may early adopt the guidance for new disposals (or new classifications as held for sale) that have not been reported in financial statements previously issued or available for issuance. The Company has elected to early adopt this standard effective with the interim period beginning January 1, 2014. Prior to January 1, 2014, properties identified as held for sale and/or disposed of were presented in discontinued operations for all periods presented. See Note 7: Discontinued Operations.

### 3. REAL ESTATE TRANSACTIONS

#### Acquisitions

On April 10, 2014, the Company acquired Andover Place, a 220-unit multi-family rental property located in Andover, Massachusetts, for approximately \$37.7 million, which was funded primarily through borrowing under the Company's unsecured revolving credit facility.

The purchase price was allocated to the net assets acquired, as follows (in thousands):

|                                     |                  |
|-------------------------------------|------------------|
|                                     | Andover<br>Place |
| Land                                | \$ 8,535         |
| Buildings and improvements          | 27,609           |
| Furniture, fixtures and equipment   | 459              |
| In-place lease values (1)           | 1,118            |
|                                     | 37,721           |
| Less: Below market lease values (1) | (25)             |
| Net cash paid at acquisition        | \$ 37,696        |

(1) In-place lease values and below market lease values will be amortized over one year or less.

On August 15, 2014, the Company acquired the equity interests of its joint venture partner in Overlook Ridge, L.L.C., Overlook Ridge JV, L.L.C. and Overlook Ridge JV 2C/3B, L.L.C. for \$16.6 million, which was funded primarily through borrowing under the Company's unsecured revolving credit facility. As a result, the Company increased its ownership to 100 percent of the developable land and now consolidates these entities, which were previously accounted for through unconsolidated joint ventures, (collectively, the "Consolidated Land"); and acquired an additional 25 percent, for a total of 50 percent of its subordinated, unconsolidated interests in two operating multi-family properties owned by those entities. See Note 4: Investments in Unconsolidated Joint Ventures. In conjunction with the Company's acquisition of the Consolidated Land, the Company assumed loans with a total principal balance of \$22.8 million, which bear interest in the range of LIBOR plus 2.50 to 3.50 percent. See Note 10: Mortgages, Loans Payable and Other Obligations.

For the nine months ended September 30, 2014, included in general and administrative expense was an aggregate of approximately \$1.9 million in transactions costs related to the Company's property and joint venture acquisitions.

Excluded from the cash flow statement for the nine months ended September 30, 2014 was \$44.4 million of acquisition and other investment fundings (of which \$40.1 million related to the acquisition of 50 percent tenants in common interests in the Curtis Center property. See Recent Transactions in Note 4: Investments in Unconsolidated Joint Ventures), which were handled through a qualified intermediary using proceeds from prior sales structured for tax purposes as Section 1031 transactions.

#### Sales

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The Company sold the following office properties during the nine months ended September 30, 2014 (dollars in thousands):

| Sale Date | Property/Address                        | Location                    | # of Bldgs. | Rentable Square Feet | Net Sales Proceeds | Net Book Value | Net Realized Gain |
|-----------|---|-----------------------------|-------------|----------------------|--------------------|----------------|-------------------|
| 04/23/14  | 22 Sylvan Way<br>30 Knightsbridge Road  | Parsippany, New Jersey      | 1           | 249,409              | \$ 94,897          | \$ 60,244      | \$ 34,653         |
| 06/23/14  | (a)<br>470 Chestnut Ridge               | Piscataway, New Jersey      | 4           | 680,350              | 54,641             | 52,361         | 2,280             |
| 06/23/14  | Road (a) (b)<br>530 Chestnut Ridge      | Woodcliff Lake, New Jersey  | 1           | 52,500               | 7,195              | 7,109          | 86                |
| 06/23/14  | Road (a) (b)                            | Woodcliff Lake, New Jersey  | 1           | 57,204               | 6,299              | 6,235          | 64                |
| 06/27/14  | 400 Rella Boulevard<br>412 Mount Kemble | Suffern, New York           | 1           | 180,000              | 27,539             | 10,938         | 16,601            |
| 06/30/14  | Avenue (a)<br>17-17 Route 208 North     | Morris Township, New Jersey | 1           | 475,100              | 44,751             | 43,851         | 900               |
| 07/29/14  | (a) (b)<br>555, 565, 570 Taxter         | Fair Lawn, New Jersey       | 1           | 143,000              | 11,835             | 11,731         | 104               |
| 08/20/14  | Road (a)<br>200, 220 White Plains       | Elmsford, New York          | 3           | 416,108              | 41,057             | 41,057         | -                 |
| 08/20/14  | Road (a)<br>1266 East Main Street       | Tarrytown, New York         | 2           | 178,000              | 12,619             | 12,619         | -                 |
| 08/20/14  | (a) (b)                                 | Stamford, Connecticut       | 1           | 179,260              | 18,406             | 18,246         | 160               |
| Totals:   |   |                             | 16          | 2,610,931            | \$ 319,239         | \$ 264,391     | \$ 54,848         |

(a) The Company completed the sale of these properties for approximately \$221 million, comprised of: \$192.5 million in cash from a combination of affiliates of Keystone Property Group's ("Keystone Entities") senior and pari-passu equity and mortgage financing; Company subordinated equity interests in each of the properties sold with capital accounts aggregating \$21.2 million; and Company pari-passu equity interests in five of the properties sold aggregating \$7.3 million. Net sale proceeds from the sale aggregated \$196.8 million which was comprised of the \$221 million gross sales price less the subordinated equity interests of \$21.2 million and \$3 million in closing costs. The purchasers of these properties are unconsolidated joint ventures formed between the Company and the Keystone Entities. The senior and pari-passu equity will receive a 15 percent internal rate of return ("IRR") after which the subordinated equity will receive a 10 percent IRR and then all distributable cash flow will be split equally between the Keystone Entities and the Company. See Note 4: Investments in Unconsolidated Joint Ventures. In connection with certain of these partial sale transactions, because the buyer received a preferential return on certain of the ventures for which the Company received subordinated equity interests, the Company only recognized profit to the extent that they received net proceeds in excess of their entire carrying value of the properties, effectively reflecting their retained subordinated equity interest at zero.

(b) The Company recorded an impairment charge of \$20.7 million on these properties at December 31, 2013 as it estimated that the carrying value of the properties may not be recoverable over their anticipated holding periods.

On January 1, 2014, the Company early adopted the new discontinued operations accounting standard and as the properties sold in the nine months ended September 30, 2014 will not represent a strategic shift (as the Company is not entirely exiting markets or property types), they have not been reflected as part of discontinued operations.

The following table summarizes income from the properties sold during the nine months ended September 30, 2014 for the three and nine months ended September 30, 2014 and 2013: (dollars in thousands) See Note 7: Discontinued Operations for properties sold in 2013.

|                               | Three Months Ended<br>September 30, |           | Nine Months Ended<br>September 30, |           |
|-------------------------------|-------------------------------------|-----------|------------------------------------|-----------|
|                               | 2014                                | 2013      | 2014                               | 2013      |
| Total revenues                | \$ 2,763                            | \$ 13,672 | \$ 28,824                          | \$ 41,965 |
| Operating and other expenses  | (1,957)                             | (7,368)   | (17,248)                           | (20,681)  |
| Depreciation and amortization | (502)                               | (3,600)   | (6,371)                            | (10,945)  |
| Interest income               | 2                                   | -         | 4                                  | -         |
| Income from properties sold   | \$ 306                              | \$ 2,704  | \$ 5,209                           | \$ 10,339 |

#### 4. INVESTMENTS IN UNCONSOLIDATED JOINT VENTURES

As of September 30, 2014, the Company had an aggregate investment of approximately \$239.8 million in its equity method joint ventures. The Company formed these ventures with unaffiliated third parties, or acquired interests in them, to develop or manage primarily office and multi-family rental properties, or to acquire land in anticipation of possible development of office and multi-family rental properties. As of September 30, 2014, the unconsolidated joint ventures owned: 36 office and two retail properties aggregating approximately 5.7 million square feet, 10 multi-family properties totaling 3,639 apartments, a 350-room hotel, development projects for up to approximately 2,275 apartments; and interests and/or rights to developable land parcels able to accommodate up to 2,994 apartments and 1.4 million square feet of office space. The Company's unconsolidated interests range from 7.5 percent to 85 percent subject to specified priority allocations in certain of the joint ventures.

On October 23, 2012, the Company acquired the real estate development and management businesses (the "Roseland Business") of Roseland Partners, L.L.C. ("Roseland Partners"), a premier multi-family rental community developer and manager based in Short Hills, New Jersey, and the Roseland Partners' interests (the "Roseland Transaction"), principally through unconsolidated joint venture interests in various entities which, directly or indirectly, own or have rights with respect to various residential and/or commercial properties or vacant land (collectively, the "Roseland Assets"). The locations of the properties extend from New Jersey to Massachusetts, with the majority of the properties located in New Jersey. Certain of the entities which own the Roseland Assets are controlled by the Company upon acquisition and are therefore consolidated. However, many of the entities are not controlled by the Company and, therefore, are accounted for under the equity method as investments in unconsolidated joint ventures.

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

The Company has agreed to guarantee repayment of a portion of the debt of its unconsolidated joint ventures. As of September 30, 2014, such debt had a total facility amount of \$287.9 million of which the Company agreed to guarantee up to \$71.5 million. As of September 30, 2014, the outstanding balance of such debt totaled \$215.5 million of which \$62.6 million was guaranteed by the Company. The Company also posted a \$4.1 million letter of credit in support of the South Pier at Harborside joint venture, half of which is indemnified by Hyatt Corporation, the Company's joint venture partner. The Company performed management, leasing, development and other services for the properties owned by the unconsolidated joint ventures and recognized \$1.9 million and \$1.7 million for such services in the three months ended September 30, 2014 and 2013, respectively, and \$5.1 million and \$4.2 million for the nine months ended September 30, 2014 and 2013, respectively. The Company had \$899,000 and \$523,000 in accounts receivable due from its unconsolidated joint ventures as of September 30, 2014 and December 31, 2013.

Included in the Company's investments in unconsolidated joint ventures as of September 30, 2014 are eight unconsolidated development joint ventures, which are VIEs for which the Company is not the primary beneficiary. These joint ventures are primarily established to develop real estate property for long-term investment and were deemed VIEs primarily based on the fact that the equity investment at risk was not sufficient to permit the entities to finance their activities without additional financial support. The initial equity contributed to these entities was not sufficient to fully finance the real estate construction as development costs are funded by the partners throughout the construction period. The Company determined that it was not the primary beneficiary of these VIEs

based on the fact that the Company has shared control of these entities along with the entity's partners and therefore does not have controlling financial interests in these VIEs. The Company's aggregate investment in these VIEs was approximately \$96.7 million as of September 30, 2014. The Company's maximum exposure to loss as a result of its involvement with these VIEs is estimated to be approximately \$207.4 million, which includes the Company's current investment and estimated future funding commitments/guarantees of approximately \$110.7 million. The Company has not provided financial support to these VIEs that it was not previously contractually required to provide. In general, future costs of development not financed through third party will be funded with capital contributions from the Company and its outside partners in accordance with their respective ownership percentages.

The following is a summary of the Company's unconsolidated joint ventures as of September 30, 2014: (dollars in thousands)

| Entity / Property Name   | Number of                                 |       | Company's<br>Effective<br>Ownership<br>% (a) | Company's<br>Carrying<br>Amount | Property Debt |                  | Interest<br>Rate |
|--|---|-------|--|---------------------------------|---------------|------------------|------------------|
|  | Apartment<br>Units<br>or Square Feet (sf) | Units |  |                                 | Balance       | Maturity<br>Date |                  |
| Multi-family<br>Marbella RoseGarden, L.L.C./<br>Marbella (b)                   | 412                                       | units | 24.27%                                       | \$ 15,784                       | \$ 95,000     | 05/01/18         | 4.99 %           |
| RoseGarden Monaco Holdings,<br>L.L.C./ Monaco (North and<br>South) (b)         | 523                                       | units | 15.00%                                       | 2,438                           | 165,000       | 02/01/21         | 4.19 %           |
| Rosewood Lafayette Holdings,<br>L.L.C./ Highlands at Morristown<br>Station (b) | 217                                       | units | 25.00%                                       | 275                             | 38,846        | 07/01/15         | 4.00 %           |
| PruRose Port Imperial South 15,<br>LLC /RiversEdge at Port Imperial<br>(b)     | 236                                       | units | 50.00%                                       | -                               | 57,500        | 09/01/20         | 4.32 %           |
| Rosewood Morristown, L.L.C. /<br>Metropolitan at 40 Park (c) (d)               | 130                                       | units | 12.50%                                       | 6,127                           | 46,217        | (e)              | (e)              |
| Overlook Ridge JV, L.L.C./<br>Quarrystone (b) (f)                              | 251                                       | units | 50.00%                                       | -                               | 69,580        | (g)              | (g)              |
| Overlook Ridge JV 2C/3B,<br>L.L.C./Overlook Ridge 2C &<br>3B (b) (f)           | 371                                       | units | 50.00%                                       | 2,753                           | 47,872        | 12/26/15L+2.50   | %(h)             |
| PruRose Riverwalk G, L.L.C./<br>RiverTrace at Port Imperial (b)                | 316                                       | units | 25.00%                                       | 1,332                           | 79,053        | 07/15/21         | 6.00 %(i)        |
| Elmajo Urban Renewal<br>Associates, LLC / Lincoln Harbor<br>(Bldg A&C) (b)     | 355                                       | units | 7.50%  | -                               | 79,266        | 06/27/16L+2.10   | %(j)             |
| Crystal House Apartments<br>Investors LLC / Crystal<br>House (k)               | 828                                       | units | 25.00%                                       | 26,602                          | 165,000       | 04/01/20         | 3.17 %           |
| Portside Master Company,<br>L.L.C./ Portside at Pier One -<br>Bldg 7 (b)       | 176                                       | units | 38.25%                                       | 2,306                           | 32,693        | 12/04/15L+2.50   | %(l)             |
| PruRose Port Imperial South 13,<br>LLC / Port Imperial Bldg 13 (b)             | 280                                       | units | 20.00%                                       | 1,402                           | 37,355        | 06/27/16L+2.15   | %(m)             |
| Roseland/Port Imperial Partners,<br>L.P./ Riverwalk C (b) (n)                  | 363                                       | units | 20.00%                                       | 1,849                           | -             | -                | -                |
| RoseGarden Marbella South,<br>L.L.C./ Marbella II                              | 311                                       | units | 24.27%                                       | 9,612                           | 19,626        | 03/30/17L+2.25   | %(o)             |
| Estuary Urban Renewal Unit B,<br>LLC / Lincoln Harbor (Bldg<br>B) (b)          | 227                                       | units | 7.50%  | -                               | 30,830        | 01/25/17L+2.10   | %(p)             |
|  | 141                                       | units | 36.00%                                       | 4,556                           | 17,446        | 06/27/16L+2.35   | %(q)             |



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|   |           |       |        |            |              |                |       |       |
|---|-----------|-------|--------|------------|--------------|----------------|-------|-------|
| Riverpark at Harrison I, L.L.C./<br>Riverpark at Harrison<br>Capitol Place Mezz LLC / Station<br>Townhouses | 377       | units | 50.00% | 48,682     | 55,414       | 07/01/33       | 4.82  | %(r)  |
| Harborside Unit A Urban<br>Renewal, L.L.C. / URL<br>Harborside (ab)   | 763       | units | 85.00% | 28,080     |              | -08/01/29      | 5.197 | %(aa) |
| RoseGarden Monaco, L.L.C./ San<br>Remo Land   | 300       | units | 41.67% | 1,269      | -            | -              | -     |       |
| Grand Jersey Waterfront URA,<br>L.L.C./ Liberty Landing   | 1,000     | units | 50.00% | 337        | -            | -              | -     |       |
| Office  |           |       |        |            |              |                |       |       |
| Red Bank Corporate Plaza,<br>L.L.C./ Red Bank   | 92,878    | sf    | 50.00% | 3,880      | 16,054       | 05/17/16L+3.00 |       | %(s)  |
| 12 Vreeland Associates, L.L.C./<br>12 Vreeland Road   | 139,750   | sf    | 50.00% | 5,680      | 14,124       | 07/01/23       | 2.87  | %     |
| BNES Associates III / Offices at<br>Crystal Lake  | 106,345   | sf    | 31.25% | 2,026      | 6,907        | 11/01/23       | 4.76  | %     |
| Hillsborough 206 Holdings,<br>L.L.C./ Hillsborough 206  | 160,000   | sf    | 50.00% | 1,962      | -            | -              | -     |       |
| KPG-P 100 IMW JV, LLC / 100<br>Independence Mall West   | 339,615   | sf    | 33.33% | 339        | 61,500       | 09/09/16L+7.00 |       | %(t)  |
| Keystone-Penn   | 1,842,820 | sf    | (u)    | -          | 201,606      | (v)            | (v)   |       |
| Keystone-TriState   | 1,266,384 | sf    | (w)    | 5,725      | 204,548      | (x)            | (x)   |       |
| KPG-MCG Curtis JV, L.L.C./<br>Curtis Center (ac)  | 885,000   | sf    | 50.00% | 60,440     | (ae)         | (ae)           | (ae)  |       |
| Other   |           |       |        |            |              |                |       |       |
| Plaza VIII & IX Associates,<br>L.L.C./ Vacant land (parking<br>operations)                                  | 1,225,000 | sf    | 50.00% | 3,922      | -            | -              | -     |       |
| Roseland/North Retail, L.L.C./<br>Riverwalk at Port Imperial (b)  | 30,745    | sf    | 20.00% | 1,849      | -            | -              | -     |       |
| South Pier at Harborside / Hyatt<br>Regency Jersey City on the<br>Hudson                                    | 350       | rooms | 50.00% | -          | 65,974       | (y)            | (y)   |       |
| Stamford SM LLC / Senior<br>Mezzanine Loan (z)  | n/a       | n/a   | 80.00% | -          | -            | -              | -     |       |
| Other (ad)  |           |       |        | 540        | -            | -              | -     |       |
| Totals:   |           |       |        | \$ 239,767 | \$ 1,607,411 |                |       |       |

- (a) Company's effective ownership % represents the Company's entitlement to residual distributions after payments of priority returns, where applicable.
- (b) The Company's ownership interests in this venture are subordinate to its partner's preferred capital balance and the Company is not expected to meaningfully participate in the venture's cash flows in the near term.
- (c) Through the joint venture, the Company also owns a 12.5 percent interest in a 50,973 square feet retail building ("Shops at 40 Park") and a 25 percent interest in a to-be-built 59-unit, five story multi-family rental development property ("Lofts at 40 Park").
- (d) The Company's ownership interests in this venture are subordinate to its partner's preferred capital balance and the payment of the outstanding balance remaining on a note (\$975 as of September 30, 2014), and is not expected

to meaningfully participate in the venture's cash flows in the near term.

- (e) Property debt balance consists of: (i) a loan, collateralized by the Metropolitan at 40 Park, with a balance of \$38,600 at September 30, 2014, bears interest at 3.25 percent, matures in September 2020 and is interest only through September 2015; (ii) a loan, collateralized by the Shops at 40 Park, with a balance of \$6,500 at September 30, 2014, bears interest at 3.63 percent, matures in August 2018 and is interest-only through July 2015; and (iii) a loan, collateralized by the Lofts at 40 Park, with a balance of \$1,117, bears interest at LIBOR plus 250 basis points and matures in September 2015. The Shops at 40 Park mortgage loan also provides for additional borrowing proceeds of \$1 million based on certain preferred thresholds being achieved.
- (f) On August 15, 2014, the Company acquired the equity interests of its joint venture partner in Overlook Ridge JV 2C/3B, L.L.C. for \$2.97 million and LR Overlook Phase II, L.L.C., the property-owning entity owned by Overlook Ridge JV, L.L.C., which increased its ownership to 50 percent in two operating multi-family properties. The Company also acquired the equity interests of its joint venture partner in LR Overlook Phase III, L.L.C. and Overlook Ridge, L.L.C. for \$0.6 million and \$12.99 million respectively, which increased its ownership to 100 percent in developable land (See Note 3: Real Estate Transactions – Acquisitions).
- (g) Property debt balance consists of: (i) the senior loan, collateralized by the Quarrystone property, with a balance of \$52,580 at September 30, 2014, bears interest at LIBOR plus 200 basis, matures in March 2016 and (ii) the junior loan, with a balance of \$17,000, bears interest at LIBOR plus 90 basis points, matures in March 2016 and is collateralized by a \$17,000 letter of credit provided by an affiliate of the partner.
- (h) The construction loan has a maximum borrowing amount of \$55,500 and provides, subject to certain conditions, two one-year extension options with a fee of 25 basis points each. The joint venture has a swap agreement that fixes the all-in rate to 3.0875 percent per annum on an initial notional amount of \$1,840, increasing to \$52,000, for the period from September 3, 2013 to November 2, 2015.
  - (i) The construction loan has a maximum borrowing amount of \$83,113.
- (j) The construction loan has a maximum borrowing amount of \$91,000 and provides, subject to certain conditions, a one-year extension option with a fee of 25 basis points.
- (k) The Company also owns a 50 percent interest in a vacant land to accommodate the development of approximately 295 additional units of which 252 are currently approved.
- (l) The construction loan has a maximum borrowing amount of \$42,500 and provides, subject to certain conditions, two two-year extension options with a fee of 12.5 basis points for the first two-year extension and 25 basis points for the second two-year extension.
- (m) The construction loan has a maximum borrowing amount of \$73,350 and provides, subject to certain conditions, one-year extension option followed by a six-month extension option with a fee of 25 basis points each. The joint venture has a swap agreement that fixes the all-in rate to 2.79 percent per annum on an initial notional amount of \$1,620, increasing to \$69,500 for the period from July 1, 2013 to January 1, 2016.
- (n) The Company also owns a 20 percent residual interest in undeveloped land parcels: parcels 6, I, and J ("Port Imperial North Land") that can accommodate the development of 836 apartment units.

- (o) The construction loan has a maximum borrowing amount of \$77,400 and provides, subject to certain conditions, two one-year extension options with a fee of 25 basis points for each year.
- (p) The construction loan has a maximum borrowing amount of \$57,000 and provides, subject to certain conditions, a one-year extension option with a fee of 25 basis points.
- (q) The construction loan has a maximum borrowing amount of \$23,400 and provides, subject to certain conditions, two one-year extension options with a fee of 20 basis points for each year.
- (r) The construction/permanent loan has a maximum borrowing amount of \$100,700 with amortization starting in August 2017.
- (s) The joint venture has a swap agreement that fixes the all-in rate to 3.99375 percent per annum on an initial notional amount of \$13,650 and then adjusting in accordance with an amortization schedule, which is effective from October 17, 2011 through loan maturity.
- (t) The mortgage loan has two one-year extension options, subject to certain conditions, and includes a \$25 million construction reserve with a balance of \$16.8 million at September 30, 2014.
- (u) The Company's equity interests in the joint ventures will be subordinated to Keystone Entities receiving a 15 percent internal rate of return ("IRR") after which the Company will receive a 10 percent IRR on its subordinate equity and then all profit will be split equally.
- (v) Principal balance of \$127,600 bears interest at 5.114 percent and matures in August 27, 2023; principal balance of \$63,581 bears interest at rates ranging from LIBOR+5.0 percent to LIBOR+5.75 percent and matures in August 27, 2016; principal balance of \$10,425 bears interest at LIBOR+6.0 percent matures in August 27, 2015.
- (w) Includes the Company's pari-passu interests of \$6.5 million in five properties and Company's subordinated equity interests to Keystone Entities receiving a 15 percent internal rate of return ("IRR") after which the Company will receive a 10 percent IRR on its subordinate equity and then all profit will be split equally (See Note 3: Real Estate Transactions – Sales).
- (x) Principal balance of \$41,240 bears interest at 4.95 percent and matures on July 1, 2017; principal balance of \$70,608 bears interest at rates ranging from 5.65 percent to 6.75 percent and matures on September 9, 2017; principal balance of \$14,250 bears interest at 4.88 percent and matures on July 6, 2024; principal balance of \$63,400 bears interest at 4.93 percent and matures on July 6, 2044; principal balance of \$15,050 bears interest at 4.71 percent and matures on August 6, 2044.
- (y) Balance includes: (i) mortgage loan, collateralized by the hotel property, with a balance of \$61,850, bears interest at 6.15 percent and matures in November 2016, and (ii) loan with a balance of \$4.1 million, bears interest at fixed rates ranging from 6.09 percent to 6.62 percent and matures in August 1, 2020. The Company posted a \$4.1 million letter of credit in support of this loan, half of which is indemnified by the partner.
- (z) The joint venture collected net proceeds of \$47.2 million at maturity, of which the Company received its share of \$37.8 million on August 6, 2014.
  - (aa) The construction/permanent loan has a maximum borrowing amount of \$192,000.
- (ab) See discussion in Recent Transactions following in this footnote.
- (ac) Includes undivided interests in the same manner as investments in noncontrolling partnership, pursuant to ASC 970-323-25-12. See discussion in Recent Transactions following in this footnote.
- (ad) The Company owns other interests in various unconsolidated joint ventures, including interests in assets previously owned and interest in ventures whose businesses are related to its core operations. These ventures are not expected to significantly impact the Company's operations in the near term.
- (ae) See Note 10: Mortgages, Loans Payable and Other Obligations for debt secured by interests in these assets.

The following is a summary of the financial position of the unconsolidated joint ventures in which the Company had investment interests as of September 30, 2014 and December 31, 2013: (dollars in thousands)

|   | September<br>30,<br>2014 | December 31,<br>2013 |
|---|--------------------------|----------------------|
| Assets:   |                          |                      |
| Rental property, net                                | \$ 1,404,929             | \$ 755,049           |
| Loan receivable                                     | -                        | 45,050               |
| Other assets  | 445,127                  | 582,990              |
| Total assets  | \$ 1,850,056             | \$ 1,383,089         |
| Liabilities and partners'/<br>members' capital:     |                          |                      |
| Mortgages and loans payable                         | \$ 992,434               | \$ 637,709           |
| Other liabilities                                   | 221,414                  | 87,231               |
| Partners'/members' capital                          | 636,208                  | 658,149              |
| Total liabilities and<br>partners'/members' capital | \$ 1,850,056             | \$ 1,383,089         |

The following is a summary of the Company's investments in unconsolidated joint ventures as of September 30, 2014 and December 31, 2013: (dollars in thousands)

| Entity / Property Name   | September<br>30,<br>2014 | December 31,<br>2013 |
|--|--------------------------|----------------------|
| Multi-family   |                          |                      |
| Marbella RoseGarden, L.L.C./ Marbella                                | \$ 15,784                | \$ 15,797            |
| RoseGarden Monaco Holdings, L.L.C./ Monaco (North and South)         | 2,438                    | 3,201                |
| Rosewood Lafayette Holdings, L.L.C./ Highlands at Morristown Station | 275                      | 857                  |
| PruRose Port Imperial South 15, LLC /RiversEdge at Port Imperial     | -                        | -                    |
| Rosewood Morristown, L.L.C. / Metropolitan at 40 Park                | 6,127                    | 6,455                |
| Overlook Ridge JV, L.L.C./ Quarrystone                               | -                        | -                    |
| Overlook Ridge JV 2C/3B, L.L.C./Overlook Ridge 2C & 3B               | 2,753                    | -                    |
| PruRose Riverwalk G, L.L.C./ RiverTrace at Port Imperial             | 1,332                    | 3,117                |
| Elmajo Urban Renewal Associates, LLC / Lincoln Harbor (Bldg A&C)     | -                        | 203                  |
| Crystal House Apartments Investors LLC / Crystal House               | 26,602                   | 26,838               |
| Portside Master Company, L.L.C./ Portside at Pier One - Bldg 7       | 2,306                    | 3,207                |
| PruRose Port Imperial South 13, LLC / Port Imperial Bldg 13          | 1,402                    | 2,206                |
| Roseland/Port Imperial Partners, L.P./ Riverwalk C                   | 1,849                    | 2,068                |
| RoseGarden Marbella South, L.L.C./ Marbella II                       | 9,612                    | 7,567                |
| Estuary Urban Renewal Unit B, LLC / Lincoln Harbor (Bldg B)          | -                        | 24                   |
| Riverpark at Harrison I, L.L.C./ Riverpark at Harrison               | 4,556                    | 3,655                |
| Capitol Place Mezz LLC / Station Townhouses                          | 48,682                   | 46,628               |
| Harborside Unit A Urban Renewal, L.L.C. / URL Harborside             | 28,080                   | -                    |
| RoseGarden Monaco, L.L.C./ San Remo Land                             | 1,269                    | 1,224                |
| Grand Jersey Waterfront URA, L.L.C./ Liberty Landing Office          | 337                      | 337                  |

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|  |            |            |
|--|------------|------------|
| Red Bank Corporate Plaza, L.L.C./ Red Bank                           | 3,880      | 4,046      |
| 12 Vreeland Associates, L.L.C./ 12 Vreeland Road                     | 5,680      | 5,514      |
| BNES Associates III / Offices at Crystal Lake                        | 2,026      | 1,753      |
| Hillsborough 206 Holdings, L.L.C./ Hillsborough 206                  | 1,962      | 1,962      |
| KPG-P 100 IMW JV, LLC / 100 Independence Mall West                   | 339        | 1,887      |
| Keystone-Penn  | -          | -          |
| Keystone-TriState  | 5,725      | -          |
| KPG-MCG Curtis JV, L.L.C. / Curtis Center                            | 60,440     | -          |
| Other  |            |            |
| Plaza VIII & IX Associates, L.L.C./ Vacant land (parking operations) | 3,922      | 3,702      |
| Roseland/North Retail, L.L.C./ Riverwalk at Port Imperial            | 1,849      | 1,930      |
| South Pier at Harborside / Hyatt Regency Jersey City on the Hudson   |            |            |
| (a)  | -          | -          |
| Stamford SM LLC / Senior Mezzanine Loan                              | -          | 36,258     |
| Other  | 540        | 693        |
| Company's investment in unconsolidated joint ventures                | \$ 239,767 | \$ 181,129 |

(a) The negative investment balance for this joint venture of \$2,582 and \$1,706 as of September 30, 2014 and December 31, 2013, respectively, were included in accounts payable, accrued expenses and other liabilities.

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The following is a summary of the results from operations of the unconsolidated joint ventures for the period in which the Company had investment interests during the three and nine months ended September 30, 2014 and 2013: (dollars in thousands)

|                               | Three Months Ended |                    | Nine Months Ended |                    |
|-------------------------------|--------------------|--------------------|-------------------|--------------------|
|                               | 2014               | September 30, 2013 | 2014              | September 30, 2013 |
| Total revenues                | \$ 80,711          | \$ 99,117          | \$ 224,822        | \$ 202,810         |
| Operating and other expenses  | (58,684)           | (48,621)           | (173,642)         | (137,889)          |
| Depreciation and amortization | (15,134)           | (11,556)           | (31,715)          | (24,730)           |
| Interest expense              | (11,296)           | (3,934)            | (26,423)          | (9,256)            |
| Net income (loss)             | \$ (4,403)         | \$ 35,006          | \$ (6,958)        | \$ 30,935          |

The following is a summary of the Company's equity in earnings (loss) of unconsolidated joint ventures for the three and nine months ended September 30, 2014 and 2013: (dollars in thousands)

| Entity / Property Name   | Three Months Ended |                    | Nine Months Ended |                    |
|--|--------------------|--------------------|-------------------|--------------------|
|  | 2014               | September 30, 2013 | 2014              | September 30, 2013 |
| Multi-family   |                    |                    |                   |                    |
| Marbella RoseGarden, L.L.C./ Marbella                                | \$ 3               | \$ (170)           | \$ (13)           | \$ (446)           |
| RoseGarden Monaco Holdings, L.L.C./ Monaco (North and South)         | (249)              | (416)              | (764)             | (1,238)            |
| Rosewood Lafayette Holdings, L.L.C./ Highlands at Morristown Station | (221)              | (295)              | (639)             | (869)              |
| PruRose Port Imperial South 15, LLC /RiversEdge at Port Imperial     | -                  | -                  | -                 | (606)              |
| Rosewood Morristown, L.L.C. / Metropolitan at 40 Park                | (90)               | (152)              | (264)             | (393)              |
| Overlook Ridge JV, L.L.C./ Quarrystone                               | -                  | -                  | -                 | -                  |
| Overlook Ridge JV 2C/3B, L.L.C./Overlook Ridge 2C & 3B               | (217)              | 53                 | (155)             | 204                |
| PruRose Riverwalk G, L.L.C./ RiverTrace at Port Imperial             | (615)              | (198)              | (1,766)           | (576)              |
| Elmajo Urban Renewal Associates, LLC / Lincoln Harbor (Bldg A&C)     | -                  | (87)               | (203)             | (255)              |
| Crystal House Apartments Investors LLC / Crystal House               | 68                 | (1,149)            | (206)             | (2,671)            |
| Portside Master Company, L.L.C./ Portside at Pier One - Bldg 7       | (228)              | (109)              | (661)             | (222)              |
| PruRose Port Imperial South 13, LLC / Port Imperial Bldg 13          | (220)              | (181)              | (638)             | (459)              |
| Roseland/Port Imperial Partners, L.P./ Riverwalk C                   | (173)              | -                  | (518)             | -                  |
| RoseGarden Marbella South, L.L.C./ Marbella II                       | -                  | (20)               | -                 | (57)               |
| Estuary Urban Renewal Unit B, LLC / Lincoln Harbor (Bldg B)          | -                  | (44)               | (15)              | (107)              |
|  | -                  | -                  | -                 | -                  |

|   |            |          |            |            |
|---|------------|----------|------------|------------|
| Riverpark at Harrison I, L.L.C./ Riverpark at Harrison  |            |          |            |            |
| Capitol Place Mezz LLC / Station Townhouses   | -          | -        | -          | -          |
| Harborside Unit A Urban Renewal, L.L.C. / URL Harborside  | -          | -        | (212)      | -          |
| RoseGarden Monaco, L.L.C./ San Remo Land  | -          | -        | -          | -          |
| Grand Jersey Waterfront URA, L.L.C./ Liberty Landing Office                                       | -          | -        | (54)       | -          |
| Red Bank Corporate Plaza, L.L.C./ Red Bank  | 101        | 99       | 306        | 306        |
| 12 Vreeland Associates, L.L.C./ 12 Vreeland Road  | 22         | (25)     | 165        | (1)        |
| BNES Associates III / Offices at Crystal Lake Hillsborough 206 Holdings, L.L.C./ Hillsborough 206 | 127        | (37)     | 273        | (108)      |
| KPG-P 100 IMW JV, LLC / 100 Independence Mall West  | (412)      | -        | (1,548)    | -          |
| Keystone-Penn   | -          | -        | -          | -          |
| Keystone-TriState   | (733)      | -        | (733)      | -          |
| KPG-MCG Curtis JV, L.L.C./ Curtis Center Other  | 113        | -        | 364        | -          |
| Plaza VIII & IX Associates, L.L.C./ Vacant land (parking operations)                              | 74         | 24       | 220        | 52         |
| Roseland/North Retail, L.L.C./ Riverwalk at Port Imperial   | (34)       | (62)     | (81)       | (194)      |
| South Pier at Harborside / Hyatt Regency Jersey City on the Hudson                                | 583        | 835      | 1,874      | 1,380      |
| Stamford SM LLC / Senior Mezzanine Loan   | 493        | 1,023    | 2,337      | 2,805      |
| Other   | 340        | 682      | 876        | 1,396      |
| Company's equity in earnings (loss) of unconsolidated joint ventures                              | \$ (1,268) | \$ (229) | \$ (2,060) | \$ (2,059) |

#### Recent Transactions

##### Harborside Unit A Urban Renewal, L.L.C.

Pursuant to a developer agreement entered into in December 2011, on May 21, 2014, the Company entered into a joint venture agreement with Ironstate Harborside-A LLC (“ISA”) to form Harborside Unit A Urban Renewal, L.L.C. (“URL-Harborside”), a newly-formed joint venture that will develop, own and operate a high-rise tower of approximately 763 multi-family apartment units above a parking pedestal to be located on land contributed by the Company at its Harborside complex in Jersey City, New Jersey (the “URL Project”). The construction of the URL Project is estimated to cost a total of approximately \$320 million and is projected to be ready for occupancy by the fourth quarter of 2016. The URL Project has been awarded up to \$33 million in future tax credits (“URL Tax Credits”), subject to certain conditions, from the New Jersey Economic Development Authority. The venture has an agreement to sell these credits, subject to certain conditions. On August 1, 2014, the venture obtained a construction/permanent loan with a maximum borrowing amount of \$192 million (with no balance currently outstanding as of September 30, 2014), which bears interest at a rate of 5.197 percent and matures in August 2029. The Company currently expects that it will fund approximately \$65.6 million of the remaining development costs of the project, net of the loan financing.

The Company owns an 85 percent interest in URL-Harborside and the remaining interest owned by ISA, with shared control over major decisions such as, approval of budgets, property financings and leasing guidelines. Upon entering into the joint venture, the Company’s initial contribution was \$30.6 million, which included a capital credit of \$30 per approved developable square foot for its contributed land aggregating approximately \$20.6 million with the balance consisting of previously incurred development costs, and ISA’s initial contribution was approximately \$5.4 million. Included in the Company’s investment in the unconsolidated joint venture is its land contribution with a carrying amount of \$5.5 million. The Company has funded an additional \$12.6 million in development costs for the venture through September 30, 2014.

In general, the operating agreement of URL-Harborside provides that net operating cash flows are distributed first, to the members in respect of preferred return, as defined, until each member shall have received payment of the accrued and unpaid preferred return; and, thereafter, 75 percent to the Company and 25 percent to ISA.

Net cash flows from a capital event are distributed first, to the members in respect of preferred return, as defined, until each member shall have received payment of the accrued and unpaid preferred return; second, to the members pro rata based upon the ratio that their respective capital accounts bear to each other until each member shall have received their respective net capital, as defined; third, to the members at the rate of 75 percent to the Company and 25 percent to ISA until the Company shall have received distributions equal to an 18 percent internal rate of return on the Company’s capital contributions; and, thereafter, to the members, at the rate of 65 percent to the Company and 35 percent to ISA.

##### KPG-MCG Curtis JV, LLC / Curtis Center

On June 6, 2014, the Company and an affiliate of Keystone Property Group (“KPG”) acquired 50 percent tenants-in-common interests each for \$62.5 million in Curtis Center, an 885,000 square foot commercial office property located at 601 Walnut Street in Philadelphia, Pennsylvania (the “Curtis Center Property”), which amounted to a total purchase of approximately \$125.0 million for the property. In connection with the transaction, the Company provided short-term loans to KPG affiliates, as follows: a 90-day, \$52.3 million loan which bore interest at an annual rate of 3.5 percent payable at maturity, which was collateralized by the KPG affiliates’ interest in the Curtis Center Property; and a 90-day, \$10 million loan which also bore interest at an annual rate of 3.5 percent payable at maturity. The \$10 million loan was repaid in full on September 2, 2014 and the \$52.3 million loan was subsequently repaid in full on October 1, 2014. The investments were funded by the Company primarily through borrowing under its revolving credit facility. The venture plans to reposition the property into a mixed-use property by converting a portion of existing office space into multi-family rental apartments.



Simultaneous with the acquisition of the Curtis Center Property, the Company and a KPG affiliate formed a new joint venture named KPG-MCG Curtis JV, LLC (the “Curtis Center JV”), which master leased the Curtis Center Property from the acquisition entities for approximately 29 years at market-based terms. The Company and the KPG affiliate both own a 50 percent interest in the Curtis Center JV, with shared control over major decisions.

In general, the operating agreement of the Curtis Center JV provides that net cash flows from operations and capital events are distributed first, to the members, pro rata in proportion to their unreturned capital contributions, until each member’s unreturned capital contributions have been reduced to zero; and, thereafter, to each member, pro rata, in accordance with their percentage interests.

## 5. DEFERRED CHARGES, GOODWILL AND OTHER ASSETS

| (dollars in thousands)   | September 30,<br>2014 | December 31,<br>2013 |
|--|-----------------------|----------------------|
| Deferred leasing costs   | \$ 226,605            | \$ 258,648           |
| Deferred financing costs   | 24,689                | 25,366               |
|  | 251,294               | 284,014              |
| Accumulated amortization   | (115,620)             | (131,669)            |
| Deferred charges, net  | 135,674               | 152,345              |
| Notes receivable (1)   | 73,828                | 21,986               |
| In-place lease values, related intangibles and other assets, net | 7,566                 | 13,659               |
| Goodwill   | 2,945                 | 2,945                |
| Prepaid expenses and other assets, net (2)                       | 100,383               | 27,584               |
| Total deferred charges, goodwill and other assets                | \$ 320,396            | \$ 218,519           |

(1) Includes as of September 30, 2014: a mortgage receivable for \$10.4 million which bears interest at LIBOR plus six percent; a note receivable for \$7.8 million which bears interest at eight percent; an interest-free note receivable with a net present value of \$3.4 million; and a note receivable for \$52.3 million which bore interest at 3.5 percent (which was repaid in full on October 1, 2014).

(2) Includes a receivable of \$61.9 million related to the completion of the Curtis Center mortgage loan financing on September 30, 2014 for which the Company received its loan proceeds on October 1, 2014. See Note 10: Mortgages, Loans Payable and Other Obligations.

## 6. RESTRICTED CASH

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

|                                | September 30,<br>2014 | December 31,<br>2013 |
|--------------------------------|-----------------------|----------------------|
| Security deposits              | \$ 7,594              | \$ 8,534             |
| Escrow and other reserve funds | 18,977                | 11,260               |
| Total restricted cash          | \$ 26,571             | \$ 19,794            |

## 7. DISCONTINUED OPERATIONS

On January 1, 2014, the Company early adopted the new discontinued operations accounting standard and as the properties sold in the nine months ended September 30, 2014 will not represent a strategic shift (as the Company is not entirely exiting markets or property types), they have not been reflected as part of discontinued operations. See Note 3: Real Estate Transactions – Sales.

The Company disposed of 24 office properties located in New York, New Jersey, Pennsylvania and Connecticut aggregating 3 million square feet and three developable land parcels for total net sales proceeds of approximately \$390.6 million during the year ended December 31, 2013. The Company has presented these properties as discontinued operations in its statements of operations for the three and nine months ended September 30, 2013.

The following table summarizes income from discontinued operations for the three and nine months ended September 30, 2013: (dollars in thousands)

|   |    | Three Months Ended<br>September 30,<br>2013 |    | Nine Months Ended<br>September 30,<br>2013 |
|---|----|---|----|--|
| Total revenues  | \$ | 6,405                                       | \$ | 33,610                                     |
| Operating and other expenses  |    | (2,472)                                     |    | (13,454)                                   |
| Depreciation and amortization   |    | (1,769)                                     |    | (8,196)                                    |
| Interest expense  |    | -   |    | (118)                                      |
| Income from discontinued operations   |    | 2,164                                       |    | 11,842                                     |
| Loss from early extinguishment of debt  |    | -   |    | (703)                                      |
| Impairments (1)   |    | -   |    | (23,851)                                   |
| Realized gains on disposition of rental property                                  |    | 47,321                                      |    | 84,930                                     |
| Realized gains (losses) on disposition<br>of rental property and impairments, net |    | 47,321                                      |    | 61,079                                     |
| Total discontinued operations   | \$ | 49,485                                      | \$ | 72,218                                     |

(1) Represents impairment charges recorded on certain properties prior to their sale.

## 8. SENIOR UNSECURED NOTES

A summary of the Company's senior unsecured notes as of September 30, 2014 and December 31, 2013 is as follows: (dollars in thousands)

|   | September<br>30,<br>2014 | December 31,<br>2013 | Effective<br>Rate (1) |
|---|--------------------------|----------------------|-----------------------|
| 5.125% Senior Unsecured Notes, due February 15, 2014<br>(2) | -                        | 200,030              | 5.110 %               |
| 5.125% Senior Unsecured Notes, due January 15, 2015         | \$ 149,971               | 149,902              | 5.297 %               |
| 5.800% Senior Unsecured Notes, due January 15, 2016         | 200,104                  | 200,161              | 5.806 %               |
| 2.500% Senior Unsecured Notes, due December 15,<br>2017     | 249,077                  | 248,855              | 2.803 %               |
| 7.750% Senior Unsecured Notes, due August 15, 2019          | 248,959                  | 248,799              | 8.017 %               |
| 4.500% Senior Unsecured Notes, due April 18, 2022           | 299,550                  | 299,505              | 4.612 %               |
| 3.150% Senior Unsecured Notes, due May 15, 2023             | 269,778                  | 269,323              | 3.517 %               |
| Total senior unsecured notes                                | \$ 1,417,439             | \$ 1,616,575         |                       |

(1) Includes the cost of terminated treasury lock agreements (if any), offering and other transaction costs and the discount/premium on the notes, as applicable.

(2) On February 17, 2014, the Company repaid these notes at their maturity using available cash and borrowings on the Company's unsecured revolving credit facility.

The terms of the Company's senior unsecured notes include certain restrictions and covenants which require compliance with financial ratios relating to the maximum amount of debt leverage, the maximum amount of secured indebtedness, the minimum amount of debt service coverage and the maximum amount of unsecured debt as a percent of unsecured assets. The Company was in compliance with its debt covenants as of September 30, 2014.

## 9. UNSECURED REVOLVING CREDIT FACILITY

On July 16, 2013, the Company amended and restated its unsecured revolving credit facility with a group of 17 lenders. The \$600 million facility is expandable to \$1 billion and matures in July 2017. It has two six-month extension options each requiring the payment of a 7.5 basis point fee. The interest rate on outstanding borrowings (not electing the Company's competitive bid feature) and the facility fee on the current borrowing capacity payable quarterly in arrears are based upon the Operating Partnership's unsecured debt ratings, as follows:

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

The facility has a competitive bid feature, which allows the Company to solicit bids from lenders under the facility to borrow up to \$300 million at interest rates less than those above.

The terms of the unsecured facility include certain restrictions and covenants which limit, among other things the incurrence of additional indebtedness, the incurrence of liens and the disposition of real estate properties (to the extent that: (i) such property dispositions cause the Company to default on any of the financial ratios of the facility described below, or (ii) the property dispositions are completed while the Company is under an event of default under the facility, unless, under certain circumstances, such disposition is being carried out to cure such default), and which require compliance with financial ratios relating to the maximum leverage ratio (60 percent), the maximum amount of secured indebtedness (40 percent), the minimum amount of fixed charge coverage (1.5 times), the maximum amount of unsecured indebtedness (60 percent), the minimum amount of unencumbered property interest coverage (2.0 times) and certain investment limitations (generally 15 percent of total capitalization). If an event of default has occurred and is continuing, the Company will not make any excess distributions except to enable the Company to continue to qualify as a REIT under the Code. The Company was in compliance with its debt covenants as of September 30, 2014.

The lending group for the credit facility consists of: JPMorgan Chase Bank, N.A., as administrative agent; Bank of America, N.A., as syndication agent; Deutsche Bank AG New York Branch; U.S. Bank National Association and Wells Fargo Bank, N.A., as documentation agents; Capital One, National Association; Citibank N.A.; Comerica Bank; PNC Bank, National Association; SunTrust Bank; The Bank of Tokyo-Mitsubishi UFJ, LTD.; The Bank of New York Mellon; as managing agents; and Compass Bank; Branch Banking and Trust Company; TD Bank, N.A.; Citizens Bank of Pennsylvania; Mega International Commercial Bank Co., LTD. New York Branch, as participants.

As of September 30, 2014 and December 31, 2013, the Company had no outstanding borrowings under its unsecured revolving credit facility.

Through July 15, 2013, the Company had a \$600 million unsecured revolving credit facility, which had an interest rate on outstanding borrowings of LIBOR plus 125 basis points and a facility fee of 25 basis points.

### MONEY MARKET LOAN

The Company has an agreement with JPMorgan Chase Bank to participate in a noncommitted money market loan program ("Money Market Loan"). The Money Market Loan is an unsecured borrowing of up to \$75 million arranged by

JPMorgan Chase Bank with maturities of 30 days or less. The rate of interest on the Money Market Loan borrowing is set at the time of each borrowing. As of September 30, 2014 and December 31, 2013, the Company had no outstanding borrowings under the Money Market Loan.

#### 10. MORTGAGES, LOANS PAYABLE AND OTHER OBLIGATIONS

The Company has mortgages, loans payable and other obligations which primarily consist of various loans collateralized by certain of the Company's rental properties. As of September 30, 2014, 30 of the Company's properties, with a total book value of approximately \$982 million, are encumbered by the Company's mortgages and loans payable. Payments on mortgages, loans payable and other obligations are generally due in monthly installments of principal and interest, or interest only. Except as noted below, the Company was in compliance with its debt covenants as of September 30, 2014.

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A summary of the Company's mortgages, loans payable and other obligations as of September 30, 2014 and December 31, 2013 is as follows: (dollars in thousands)

| Property Name   | Lender   | Effective Rate (a) | September 30, 2014 | December 31, 2013 | Maturity    |
|---|--|--------------------|--------------------|-------------------|-------------|
| 6301 Ivy Lane (b)   | RGA Reinsurance Company  | 5.520 %            | \$ -               | \$ 5,447          | -           |
| 395 West Passaic (c)                                      | State Farm Life Insurance Co.  | 6.004 %            | -                  | 9,719             | -           |
| 35 Waterview Boulevard (d)                                | Wells Fargo CMBS   | 6.348 %            | -                  | 18,417            | -           |
| 233 Canoe Brook Road (e)                                  | The Provident Bank   | 4.375 %            | -                  | 3,877             | -           |
| 6 Becker, 85 Livingston, 75 Livingston & 20 Waterview (f) | Wells Fargo CMBS   | 10.220 %           | 65,035             | 64,233            | 08/11/14(o) |
| 4 Sylvan 10 Independence (g)                              | Wells Fargo CMBS   | 10.190 %           | 14,575             | 14,538            | 08/11/14(o) |
| Port Imperial South 4/5                                   | Wells Fargo CMBS   | 12.440 %           | 16,924             | 16,638            | 08/11/14(g) |
| Overlook - Site IIID,IIIC, IIIA (p)                       | Wells Fargo Bank N.A.  | LIBOR+3.50%        | 36,950             | 36,950            | 10/31/14(q) |
| Overlook - Site IIB (Quarrystone I) (p)                   | Wells Fargo Bank N.A.  | LIBOR+3.50%        | 17,100             | -                 | 03/02/15    |
| 9200 Edmonston Road (h)                                   | Wells Fargo Bank N.A.  | LIBOR+2.50%        | 5,748              | -                 | 04/14/15    |
| Port Imperial South 4 Becker                              | Principal Commercial Funding L.L.C.                                      | 5.534 %            | 3,996              | 4,115             | 05/01/15    |
| 5 Becker (i)  | Wells Fargo Bank N.A.  | LIBOR+1.75%        | 43,910             | 43,278            | 09/19/15    |
| 210 Clay  | Wells Fargo CMBS   | 9.550 %            | 39,268             | 38,820            | 05/11/16    |
| Curtis Center (j)   | Wells Fargo CMBS   | 12.830 %           | 13,666             | 13,092            | 05/11/16    |
| Various (k)   | Wells Fargo CMBS   | 13.420 %           | 13,182             | 12,767            | 05/11/16    |
| 150 Main St.  | CCRE & PREFG   | LIBOR+4.55% (m)    | 64,000             | -                 | 10/09/16    |
| 23 Main Street  | Prudential Insurance   | 6.332 %            | 146,048            | 147,477           | 01/15/17    |
| Harborside Plaza 5  | Webster Bank   | LIBOR+2.35%        | 218                | -                 | 03/30/17    |
| 100 Walnut Avenue   | JPMorgan CMBS  | 5.587 %            | 29,373             | 29,843            | 09/01/18    |
| One River Center (l)                                      | The Northwestern Mutual Life Insurance Co. & New York Life Insurance Co. | 6.842 %            | 222,480            | 225,139           | 11/01/18    |
| Park Square   | Guardian Life Insurance Co.  | 7.311 %            | 18,606             | 18,792            | 02/01/19    |
|   | Guardian Life Insurance Co.  | 7.311 %            | 42,623             | 43,049            | 02/01/19    |
|   | Wells Fargo Bank N.A.  | LIBOR+1.75% (n)    | 27,500             | -                 | 04/10/19    |
| Total mortgages, loans payable and other obligations      |  |                    | \$ 821,202         | \$ 746,191        |             |



- (a) Reflects effective rate of debt, including deferred financing costs, comprised of the cost of terminated treasury lock agreements (if any), debt initiation costs, mark-to-market adjustment of acquired debt and other transaction costs, as applicable.
  - (b) On April 1, 2014, the Company repaid the mortgage loan at par, using available cash.
  - (c) On May 1, 2014, the Company repaid the mortgage loan at par, using available cash.
- (d) On May 12, 2014, the Company repaid the mortgage loan at par, using borrowings on the Company's unsecured revolving credit facility.
  - (e) On April 30, 2014, the Company repaid the mortgage loan at par, using available cash.
  - (f) Mortgage is cross collateralized by the four properties.
  - (g) The Company is negotiating a deed-in-lieu of foreclosure in satisfaction of this mortgage loan.
- (h) The mortgage loan originally matured on May 1, 2013. The maturity date was extended until May 1, 2015 with the same interest rate. Excess cash flow, as defined, is being held by the lender for re-leasing costs. The deed for the property was placed in escrow and is available to the lender in the event of default or non-payment at maturity.
- (i) The cash flow from this property is insufficient to cover operating costs and debt service. Consequently, the Company notified the lender and suspended debt service payments in August 2013. The Company has begun discussions with the lender regarding a deed-in-lieu of foreclosure and began remitting available cash flow to the lender effective August 2013.
- (j) The Company owns a 50 percent tenants-in-common interest in the Curtis Center Property. The Company's \$64.0 million loan consists of its 50 percent interest in a \$102 million senior loan with a current rate of 3.45 percent at September 30, 2014 and its 50 percent interest in a \$26 million mezzanine loan (with a maximum borrowing capacity of \$48 million) with a current rate of 9.65 percent at September 30, 2014. The senior loan rate is based on a floating rate of one-month LIBOR plus 329 basis points and the mezzanine loan rate is based on a floating rate of one-month LIBOR plus 950 basis points. Both loans have LIBOR caps for the period. The loans provide for three one-year extension options. As the Curtis Center Property loans closed on September 30, 2014 with the loan proceeds received on October 1, 2014, the Company recorded the loan and a receivable on September 30, 2014. See Note 5: Deferred Charges, Goodwill and Other Assets.
- (k) Mortgage is cross collateralized by seven properties. The Operating Partnership has agreed, subject to certain conditions, to guarantee repayment of a portion of the loan.
  - (l) Mortgage is collateralized by the three properties comprising One River Center.
  - (m) Amortization of deferred financing costs adds 1.523 percent to the variable interest rate stated above.
  - (n) Amortization of deferred financing costs adds 0.122 percent to the variable interest rate stated above.
- (o) The Company has begun discussions with the lender regarding the past due maturity of the loans.
- (p) On August 15, 2014, the Company assumed these loans as a result of its acquisition of interests which increased its ownership to 100 percent in certain previously unconsolidated joint ventures which owned developable land.
- (q) The Company is pursuing permanent financing at the maturity of the construction financing in October 2014.

**CASH PAID FOR INTEREST AND INTEREST CAPITALIZED**

Cash paid for interest for the nine months ended September 30, 2014 and 2013 was \$92,096,000 and \$97,284,000, respectively. Interest capitalized by the Company for the nine months ended September 30, 2014 and 2013 was \$10,650,000 and \$10,262,000, respectively (of which these amounts included \$3,284,000 and \$980,000 for the nine months ended September 30, 2014 and 2013, respectively, for interest capitalized on the Company's investments in unconsolidated joint ventures which were substantially in development).

**SUMMARY OF INDEBTEDNESS**

As of September 30, 2014, the Company's total indebtedness of \$2,238,641,000 (weighted average interest rate of 5.62 percent) was comprised of \$195,426,000 of variable rate mortgage debt (weighted average rate of 3.86 percent) and fixed rate debt and other obligations of \$2,043,215,000 (weighted average rate of 5.78 percent).

As of December 31, 2013, the Company's total indebtedness of \$2,362,766,000 (weighted average interest rate of 5.62 percent) was comprised of \$80,228,000 of variable rate mortgage debt (weighted average rate of 2.74 percent) and fixed rate debt and other obligations of \$2,282,538,000 (weighted average rate of 5.72 percent).

**DERIVATIVE FINANCIAL INSTRUMENTS**

The Company does not have any derivative instruments designated as cash flow hedges. The following table summarizes the notional and fair value of the Company's derivative financial instruments, designated as fair value hedges, as of September 30, 2014 (dollars in thousands):

|           |    | Notional<br>Value (a) | Strike<br>Rate | Effective<br>Date | Expiration<br>Date |    | Fair Value |
|-----------|----|-----------------------|----------------|-------------------|--------------------|----|------------|
| LIBOR Cap | \$ | 51,000                | 1.5%           | September 2014    | October 2015       | \$ | 4          |
| LIBOR Cap |    | 24,000                | 1.5%           | September 2014    | October 2015       |    | 2          |
| LIBOR Cap |    | 51,000                | 1.75%          | October 2015      | October 2016       |    | 115        |
| LIBOR Cap |    | 24,000                | 1.75%          | October 2015      | October 2016       |    | 53         |
|           |    |                       |                |                   |                    | \$ | 174        |

(a) 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.

The Company includes these derivative financial instruments in deferred charges, goodwill and other assets.

**11. EMPLOYEE BENEFIT 401(k) PLANS AND DEFERRED RETIREMENT COMPENSATION AGREEMENTS**

Employees of the Company, who meet certain minimum age and service requirements, are eligible to participate in the Mack-Cali Realty Corporation 401(k) Savings/Retirement Plan (the "401(k) Plan"). Eligible employees may elect to defer from one percent up to 60 percent of their annual compensation on a pre-tax basis to the 401(k) Plan, subject to certain limitations imposed by federal law. The amounts contributed by employees are immediately vested and non-forfeitable. The Company may make discretionary matching or profit sharing contributions to the 401(k) Plan on behalf of eligible participants in any plan year. Participants are always 100 percent vested in their pre-tax contributions and will begin vesting in any matching or profit sharing contributions made on their behalf after two years of service with the Company at a rate of 20 percent per year, becoming 100 percent vested after a total of six years of service with the Company. All contributions are allocated as a percentage of compensation of the eligible

participants for the Plan year. The assets of the 401(k) Plan are held in trust and a separate account is established for each participant. A participant may receive a distribution of his or her vested account balance in the 401(k) Plan in a single sum or in installment payments upon his or her termination of service with the Company. Total expense recognized by the Company for the 401(k) Plan for the three months ended September 30, 2014 and 2013 was \$24,000 and \$24,000, respectively and \$77,000 and \$91,000 for the nine months ended September 30, 2014 and 2013, respectively.

On September 12, 2012, the Board of Directors of the Company approved multi-year deferred retirement compensation agreements for those executive officers in place on such date (the “Deferred Retirement Compensation Agreements”). Pursuant to the Deferred Retirement Compensation Agreements, the Company was to make annual contributions of stock units (“Stock Units”) representing shares of the Company’s common stock on January 1 of each year from 2013 through 2017 into a deferred compensation account maintained on behalf of each Messrs. Hersh, Lefkowitz and Thomas. In connection with Messrs. Lefkowitz and Thomas’ separation from service to the Company effective March 31, 2014, the Company agreed to make cash payments totaling \$1.2 million for all vested and unvested Stock Units and future cash contributions pursuant to their respective Deferred Retirement Compensation Agreements (see Note 13: Commitments and Contingencies – Departure of Executive Vice Presidents). The annual contribution for Mr. Hersh will be in an amount of Stock Units equal to \$500,000. Vesting of each annual contribution of Stock Units will occur on December 31 of each year, subject to continued employment. Upon the payment of dividends on the Company’s common stock, Mr. Hersh shall be entitled to dividend equivalent payments in respect of both vested and unvested Stock Units payable in the form of additional Stock Units. The Stock Units shall become payable to Mr. Hersh within 30 days after the earliest of any of the following triggering events: (a) Mr. Hersh’s death or disability; (b) the date of Mr. Hersh’s separation from service to the Company; and (c) the effective date of a change in control, in each case as such terms are defined in Mr. Hersh’s employment agreement. Upon the occurrence of a triggering event, the Stock Units shall be paid in cash based on the closing price of the Company’s common stock on the date of such triggering event. The Company granted 36,347 Stock Units, including 966 additional Stock Units on accrued dividends, in the nine months ended September 30, 2014. Total expense recognized by the Company under the Deferred Retirement Compensation Agreements for the three months ended September 30, 2014 and 2013 was \$47,000 and \$114,000, respectively, and \$1.3 million (see Note 13: Commitments and Contingencies – Departure of Executive Vice Presidents) and \$455,000 for the nine months ended September 30, 2014 and 2013, respectively.

## 12. DISCLOSURE OF FAIR VALUE OF FINANCIAL INSTRUMENTS

The following disclosure of estimated fair value was determined by management using available market information and appropriate valuation methodologies. However, considerable judgment is necessary to interpret market data and develop estimated fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts the Company could realize on disposition of the financial instruments at September 30, 2014 and December 31, 2013. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

Cash equivalents, receivables, notes receivables, accounts payable, and accrued expenses and other liabilities are carried at amounts which reasonably approximate their fair values as of September 30, 2014 and December 31, 2013.

The fair value of the Company's long-term debt, consisting of senior unsecured notes, an unsecured revolving credit facility and mortgages, loans payable and other obligations aggregated approximately \$2,283,232,000 and \$2,407,802,000 as compared to the book value of approximately \$2,238,641,000 and \$2,362,766,000 as of September 30, 2014 and December 31, 2013, respectively. The fair value of the Company's long-term debt is categorized as a level 3 basis (as provided by ASC 820, Fair Value Measurements and Disclosures). The fair value is estimated using a discounted cash flow analysis valuation based on the borrowing rates currently available to the Company for loans with similar terms and maturities. The fair value of the mortgage debt and the unsecured notes was determined by discounting the future contractual interest and principal payments by a market rate. Although the Company has determined that the majority of the inputs used to value its derivative financial instruments fall within level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivative financial instruments utilize level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by itself and its counterparties. The Company has assessed the significance of the impact of the credit valuation adjustments on the overall valuation of its derivative positions and has determined that the credit valuation adjustments are not significant to the overall valuation of its derivative financial instruments. As a result, the Company has determined that its derivative financial instruments valuations in their entirety are classified in level 2 of the fair value hierarchy.

Disclosure about fair value of financial instruments is based on pertinent information available to management as of September 30, 2014 and December 31, 2013. Although management is not aware of any factors that would significantly affect the fair value amounts, such amounts have not been comprehensively revalued for purposes of these financial statements since September 30, 2014 and current estimates of fair value may differ significantly from the amounts presented herein.

## 13. COMMITMENTS AND CONTINGENCIES

### TAX ABATEMENT AGREEMENTS

Pursuant to agreements with certain municipalities, the Company is required to make payments in lieu of property taxes ("PILOT") on certain of its properties and has tax abatement agreements on other properties, as follows:

The Harborside Plaza 4-A agreement with the City of Jersey City, as amended, which commenced in 2002, is for a term of 20 years. The annual PILOT is equal to two percent of Total Project Costs, as defined. Total Project Costs are \$49.5 million. The PILOT totaled \$247,000 and \$247,000 for the three months ended September 30, 2014 and 2013, respectively, and \$742,000 and \$742,000 for the nine months ended September 30, 2014 and 2013, respectively.

The Harborside Plaza 5 agreement, also with the City of Jersey City, as amended, which commenced in 2002, is for a term of 20 years. The annual PILOT is equal to two percent of Total Project Costs, as defined. Total Project Costs are \$170.9 million. The PILOT totaled \$854,000 and \$854,000 for the three months ended September 30, 2014 and 2013, respectively, and \$2.6 million and \$2.6 million for the nine months ended September 30, 2014 and 2013, respectively.

The agreement with the City of Weehawken for its Port Imperial 4/5 garage development project (acquired in the Roseland Transaction) was executed in March 2011 and has a term of five years beginning when the project is substantially complete, which occurred in the third quarter 2013. The agreement provides that real estate taxes be paid initially on the land value of the project only and allows for a phase in of real estate taxes on the value of the improvements over a five year period.

The agreement with the City of Rahway for its Park Square multi-family rental property executed in 2009 provides that real estate taxes will be partially abated, on a declining scale, for four years from 2011 through 2015.

At the conclusion of the above-referenced agreements, it is expected that the properties will be assessed by the municipality and be subject to real estate taxes at the then prevailing rates.

#### LITIGATION

The Company is a defendant in litigation arising in the normal course of its business activities. Management does not believe that the ultimate resolution of these matters will have a materially adverse effect upon the Company's financial condition taken as whole.

#### GROUND LEASE AGREEMENTS

Future minimum rental payments under the terms of all non-cancelable ground leases under which the Company is the lessee, as of September 30, 2014, are as follows: (dollars in thousands)

| Year                                |    | Amount |
|-------------------------------------|----|--------|
| October 1 through December 31, 2014 | \$ | 92     |
| 2015                                |    | 371    |
| 2016                                |    | 371    |
| 2017                                |    | 267    |
| 2018                                |    | 232    |
| 2019 through 2084                   |    | 15,818 |
| Total                               | \$ | 17,151 |

Ground lease expense incurred by the Company during the three months ended September 30, 2014 and 2013 amounted to \$102,000 and \$102,000, respectively, and \$305,000 and \$305,000 for the nine months ended September 30, 2014 and 2013, respectively.

#### ROSELAND CONTINGENT CONSIDERATION

The purchase price for the Roseland Transaction included the fair value of contingent consideration pursuant to an earn-out ("Earn Out") agreement of approximately \$10 million. The Earn Out largely represents contingent consideration and requires the Company to pay Roseland Partners up to an aggregate maximum of \$15.6 million. The Earn Out is based on defined criteria, as follows: (i) the Roseland Assets component of up to \$8.6 million for the completion of certain developments (\$2.8 million), and the start of construction on others (\$2.8 million), obtaining tax credits/grants on others (\$3.0 million), all of which are payable over various periods of up to three years; and (ii) total return to shareholders for up to an additional \$7 million, based on a total return to shareholders measured on a three year cumulative basis and on discrete years, both on an absolute basis and in comparison to a peer group. Each of the Earn Out elements were separately valued as of the acquisition date with an aggregate fair value of contingent consideration of approximately \$10 million (representing \$6.3 million for the Roseland Assets and \$3.7 million for the total return to shareholders component). During the three and nine months ended September 30, 2014, the Company

recognized benefits of zero and \$380,000 related to a decline in fair value in the Earn Out liability, which is included in Interest and other investment income for the period. Prospectively, the Earn Out liability will be remeasured at fair value quarterly until the contingency has been resolved, with any changes in fair value representing a charge or benefit directly to earnings (with no adjustment to purchase accounting). The measures of the Earn Out are based on significant inputs that are not observable in the market, which ASC 820 refers to as level 3 inputs. In addition to an appropriate discount rate, the key assumption affecting the valuation for the Roseland Assets component was the probability of occurrence of the payment events under the relevant provisions (management assumed between 92 and 99 percent for completion/start criteria and 50 percent for the tax credit/grant criteria in its initial valuation). The valuation of the TRS component includes assumptions for the risk-free rate and various other factors (i.e., stock price, dividend levels and volatility) for the Company and the relevant peer group, as defined in the Earn Out agreement. As a result of the achievement of certain of the defined criteria, the Company paid Roseland Partners \$2.8 million on January 25, 2013, \$1.4 million on March 21, 2014 and \$1.4 million on September 17, 2014 related to the Roseland Assets component of the Earn Out. On July 18, 2014, the Company agreed to pay \$1 million of the \$3 million Earn Out related to certain tax credits/grants. The \$1 million payment had previously been at the chief executive officer's discretion and was being accrued over the three-year period as compensation expense, and not as contingent consideration of the purchase price. As of September 30, 2014, the balance of the Earn Out liabilities amounted to \$2.4 million. See Roseland Transaction Modifications following in this Note. The Company previously recorded the \$2.8 million payment of contingent consideration described above in the nine-month period ended September 30, 2013 as a cash out flow from investing activity. Management subsequently concluded that the payment should be appropriately classified as a cash out flow from financing activity and had reflected it as such in the annual financial statements for 2013. The cash flow statement for the nine month period ended September 30, 2013 presented herein has been revised to reflect this change in classification. The Company has determined that the impact to the 2013 quarterly financial statements is not material.

The purchase consideration for the Roseland Transaction is subject to the return of a portion of the purchase price of up to \$2.0 million upon the failure to achieve a certain level of fee revenue from the Roseland Business during the 33-month period following the closing date. Because the fee target was highly probable, no discount was ascribed to this contingently returnable consideration. Also, at the closing, approximately \$34 million in cash of the purchase price was deposited in escrow to secure certain of the indemnification obligations of Roseland Partners and its affiliates. In April 2013, \$6.7 million of the escrow was released to Roseland Partners and on July 18, 2014, the Company agreed to release all remaining escrow funds to Roseland Partners. See Roseland Transaction Modifications following in this Note.

#### DEPARTURE OF EXECUTIVE VICE PRESIDENTS

On March 3, 2014, the Company announced that Barry Lefkowitz was leaving his position as Executive Vice President and Chief Financial Officer of the Company effective March 31, 2014. In connection with Mr. Lefkowitz's departure, he received severance benefits payable pursuant to his employment agreement and outstanding equity compensation awards, including an aggregate cash payment of approximately \$3.4 million, vesting of 11,457 newly issued shares of common stock of the Company, and vesting of 68,667 unvested shares of Restricted Stock Awards. The Company also will pay the premiums for the continuation of Mr. Lefkowitz's existing health insurance for a period up to 48 months following March 31, 2014.

Also on March 3, 2014, the Company announced that Roger W. Thomas was leaving his position as Executive Vice President, General Counsel and Secretary of the Company effective March 31, 2014. In connection with Mr. Thomas' departure, he received severance benefits payable pursuant to his employment agreement and outstanding equity compensation awards, including an aggregate cash payment of approximately \$3.1 million, acceleration and discretionary full vesting of 33,605 newly issued shares of common stock of the Company, and vesting of 41,000 unvested shares of Restricted Stock Awards. The Company also will pay the premiums for the continuation of Mr. Thomas' existing health insurance for a period of up to 48 months following September 30, 2014. Mr. Thomas served as a consultant to the Company from April 1, 2014 through September 30, 2014 for an aggregate cash compensation of \$300,000.

The Company's total estimated costs for the departure of the two executive vice presidents of approximately \$11 million during the nine months ended September 30, 2014 was included in general and administration expense (approximately \$8 million was included in accounts payable, accrued expenses and other liabilities as of September 30, 2014).

#### ROSELAND TRANSACTION MODIFICATIONS

On July 18, 2014, the Company entered into separation agreements (the "Separation Agreements") with each of Bradford R. Klatt and Carl Goldberg, formerly principals of Roseland Partners who have served as co-presidents of Roseland Management since the Company acquired the Roseland Business in October 2012. The Separation Agreements provide that the employment agreements of Messrs. Klatt and Goldberg terminate and that they shall resign as co-presidents of Roseland Management effective October 23, 2014 (the "Separation Date"). Also on July 18, 2014, the Company amended its purchase agreement with the sellers of the Roseland Business (the "Roseland Amendment") to modify certain terms of the Roseland Transaction in connection with the departures of Messrs. Klatt and Goldberg. In addition, Mr. Goldberg entered into a consulting agreement with Roseland Management (the "Consulting Agreement") pursuant to which he shall provide consulting services for a period of one year following the Separation Date for \$400,000 payable in four, equal quarterly installments.

Pursuant to the Separation Agreements, each of Messrs. Klatt and Goldberg shall receive a separation payment of \$750,000 within five days following the Separation Date, and an additional payment of \$500,000 in full satisfaction of any and all bonus payments under their respective employment agreements, which amount shall be paid six months



after the date of their “separation from service” as defined in Section 409A of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations and other guidance promulgated thereunder. The Separation Agreements also contain customary mutual releases of claims and non-disparagement provisions, and Mr. Goldberg’s Consulting Agreement contains customary non-compete, confidentiality and indemnification covenants. Mr. Goldberg’s Separation Agreement also provides that Roseland Management shall pay the premiums for the continuation of his existing health insurance for a period of one year from the Separation Date or until any earlier termination of his Consulting Agreement.

The Roseland Amendment provides for the following material modifications to the Roseland Transaction:

1. The non-competition covenants as they apply to Messrs. Klatt and Goldberg shall terminate on the Separation Date, and the non-competition covenants as they apply to Marshall Tycher shall be amended to permit Mr. Tycher to invest in certain future, family-controlled business ventures, subject to a right of first offer by the Company to make an investment of at least 50 percent in multi-family properties or projects covered by the right of first offer;
2. The release to the sellers of the Roseland Business of all remaining funds held in the indemnity escrow account and the acceleration of the effectiveness of certain indemnity covenants to the Separation Date; and
3. The payment of \$1 million of the \$3 million Earn Out related to certain tax credits/grants.

The Company's total estimated costs related to the Separation Agreements and Roseland Amendment of approximately \$1.1 million in the three and nine months ended September 30, 2014 was included in general and administration expense. Included in accounts payable, accrued expense and other liabilities as of September 30, 2014 was \$2.6 million related to the Separation Agreements and Roseland Amendment.

#### OTHER

The Company may not dispose of or distribute certain of its properties, currently comprised of seven properties with an aggregate net book value of approximately \$125.2 million, which were originally contributed by certain unrelated common unitholders, without the express written consent of such common unitholders, as applicable, except in a manner which does not result in recognition of any built-in-gain (which may result in an income tax liability) or which reimburses the appropriate specific common unitholders for the tax consequences of the recognition of such built-in-gains (collectively, the "Property Lock-Ups"). The aforementioned restrictions do not apply in the event that the Company sells all of its properties or in connection with a sale transaction which the Company's Board of Directors determines is reasonably necessary to satisfy a material monetary default on any unsecured debt, judgment or liability of the Company or to cure any material monetary default on any mortgage secured by a property. The Property Lock-Ups expire periodically through 2016. Upon the expiration of the Property Lock-Ups, the Company is generally required to use commercially reasonable efforts to prevent any sale, transfer or other disposition of the subject properties from resulting in the recognition of built-in gain to the specific common unitholders, which include members of the Mack Group (which includes William L. Mack, Chairman of the Company's Board of Directors; David S. Mack, director; Earle I. Mack, a former director; and Mitchell E. Hersh, president, chief executive officer and director), the Robert Martin Group (which includes Robert F. Weinberg, a former director and current member of its Advisory Board), and the Cali Group (which includes John R. Cali, a former director and current member of its Advisory Board). 110 of the Company's properties, with an aggregate net book value of approximately \$1.3 billion, have lapsed restrictions and are subject to these conditions.

In July 2012, the Company entered into a ground lease with Wegmans Food Markets, Inc. ("Wegmans") at the Company's undeveloped site located at Sylvan Way and Ridgedale Avenue in Hanover Township, New Jersey. Subject to receiving all necessary governmental approvals, Wegmans intends to construct a store of approximately 140,000 square feet on a finished pad to be delivered by the Company in the third quarter of 2015. The Company expects to incur costs of approximately \$15.7 million for the development of the site through the fourth quarter of 2016 (of which the Company has incurred \$7.0 million through September 30, 2014).

#### 14. TENANT LEASES

The Properties are leased to tenants under operating leases with various expiration dates through 2035. Substantially all of the commercial leases provide for annual base rents plus recoveries and escalation charges based upon the

tenant's proportionate share of and/or increases in real estate taxes and certain operating costs, as defined, and the pass-through of charges for electrical usage.

Future minimum rentals to be received under non-cancelable commercial operating leases at September 30, 2014 are as follows (dollars in thousands):

| Year                                |    | Amount    |
|-------------------------------------|----|-----------|
| October 1 through December 31, 2014 | \$ | 118,687   |
| 2015                                |    | 445,922   |
| 2016                                |    | 408,691   |
| 2017                                |    | 357,819   |
| 2018                                |    | 276,297   |
| 2019 and thereafter                 |    | 1,067,223 |
| Total                               | \$ | 2,674,639 |

Multi-family rental property residential leases are excluded from the above table as they generally expire within one year.

## 15. MACK-CALI REALTY CORPORATION STOCKHOLDERS' EQUITY

To maintain its qualification as a REIT, not more than 50 percent in value of the outstanding shares of the Company may be owned, directly or indirectly, by five or fewer individuals at any time during the last half of any taxable year of the Company, other than its initial taxable year (defined to include certain entities), applying certain constructive ownership rules. To help ensure that the Company will not fail this test, the Company's Charter provides, among other things, certain restrictions on the transfer of common stock to prevent further concentration of stock ownership. Moreover, to evidence compliance with these requirements, the Company must maintain records that disclose the actual ownership of its outstanding common stock and demands written statements each year from the holders of record of designated percentages of its common stock requesting the disclosure of the beneficial owners of such common stock.

### SHARE REPURCHASE PROGRAM

In September 2012, the Board of Directors renewed and authorized an increase to the Company's repurchase program ("Repurchase Program"). The Company has authorization to repurchase up to \$150 million of its outstanding common stock under the renewed Repurchase Program, which it may repurchase from time to time in open market transactions at prevailing prices or through privately negotiated transactions. The Company has purchased and retired 394,625 shares of its outstanding common stock for an aggregate cost of approximately \$11 million through September 30, 2014 (none of which occurred in the nine months ended September 30, 2014 and the year ended December 31, 2013), with a remaining authorization under the Repurchase Program of \$139 million.

### DIVIDEND REINVESTMENT AND STOCK PURCHASE PLAN

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

### STOCK OPTION PLANS

In May 2013, the Company established the 2013 Incentive Stock Plan (the "2013 Plan") under which a total of 4,600,000 shares have been reserved for issuance. In May 2004, the Company established the 2004 Incentive Stock Plan (the "2004 Plan") under which a total of 2,500,000 shares had been reserved for issuance. The 2004 Plan was terminated upon establishment of the 2013 Plan. No options were granted under the 2004 Plan. In September 2000, the Company established the 2000 Employee Stock Option Plan ("2000 Employee Plan") and the Amended and Restated 2000 Director Stock Option Plan ("2000 Director Plan" and together with the 2000 Employee Plan, the "2000 Plans"). In May 2002, shareholders of the Company approved amendments to both of the 2000 Plans to increase the total shares reserved for issuance under both of the 2000 Plans from 2,700,000 to 4,350,000 shares of the Company's common stock (from 2,500,000 to 4,000,000 shares under the 2000 Employee Plan and from 200,000 to 350,000 shares under the 2000 Director Plan). As the 2000 Plans expired in 2010, stock options may no longer be issued under those plans. Stock options granted under the 2000 Employee Plan became exercisable over a five-year period. All stock options granted under the 2000 Director Plan became exercisable in one year. All options were granted at the fair market value at the dates of grant and have terms of 10 years. As of September 30, 2014 and December 31, 2013, the stock options outstanding had a weighted average remaining contractual life of approximately 5.2 and 0.7 years, respectively.

Information regarding the Company's stock option plans is summarized below:

|   | Shares<br>Under Options | Weighted<br>Average<br>Exercise<br>Price | Aggregate<br>Intrinsic<br>Value<br>\$(000's) |
|---|-------------------------|--|--|
| Outstanding at January 1, 2014                        | 15,000                  | \$ 40.54                                 | \$ -   |
| Granted   | 5,000                   | 21.25                                    |  |
| Lapsed or Cancelled                                   | (10,000)                | 38.07                                    |  |
| Outstanding at September 30, 2014 (\$21.25 – \$45.47) | 10,000                  | \$ 33.36                                 | \$ -   |
| Options exercisable at September 30, 2014             | 5,000                   |  |  |
| Available for grant at September 30, 2014             | 4,466,143               |  |  |

The weighted average fair value of options granted during the nine months ended September 30, 2014 was \$1.71 per option. The fair value of each option grant is estimated on the date of grant using the Black-Scholes model. The following weighted average assumptions are included in the Company's fair value calculations of stock options granted during the nine months ended September 30, 2014:

|                          |         |
|--------------------------|---------|
| Expected life (in years) | 6       |
| Risk-free interest rate  | 1.50 %  |
| Volatility               | 20.26 % |
| Dividend yield           | 5.65 %  |

No cash was received from options exercised under all stock option plans for the three and nine months ended September 30, 2014 and 2013, respectively. The total intrinsic value of options exercised during each of the three and nine months ended September 30, 2014 and 2013 was zero. The Company has a policy of issuing new shares to satisfy stock option exercises.

The Company recognized stock options expense of \$1,000 and zero for the three months ended September 30, 2014 and 2013, respectively, and \$3,000 and zero for the nine months ended September 30, 2014 and 2013, respectively.

#### RESTRICTED STOCK AWARDS

The Company has issued stock awards (“Restricted Stock Awards”) to officers, certain other employees, and nonemployee members of the Board of Directors of the Company, which allow the holders to each receive a certain amount of shares of the Company’s common stock generally over a one to seven-year vesting period, of which 304,816 unvested shares were legally outstanding at September 30, 2014. Of the Restricted Stock Awards issued to executive officers and senior management, 210,000 are contingent upon the Company meeting certain performance goals to be set by the Executive Compensation and Option Committee of the Board of Directors of the Company each year (“Performance Shares”), with the remaining based on time and service. These Performance Shares are not considered granted until the performance goals are set. All currently outstanding and unvested Restricted Stock Awards provided to the officers and certain other employees were issued under the 2013 Plan and 2004 Plan. Currently outstanding and unvested Restricted Stock Awards provided to directors were issued under the 2013 Plan.

On September 12, 2012, the Board of Directors of the Company approved the recommendations and ratified the determinations of the Executive Compensation and Option Committee of the Board of Directors (the “Committee”) with respect to new Restricted Stock Awards totaling 319,667 shares for those executive officers in place on such date. The new Restricted Stock Awards may vest commencing January 1, 2014 and with the number of Restricted Stock Awards scheduled to be vested and earned on each vesting date on an annual basis over a five to seven year vesting schedule, with each annual vesting of each tranche of Restricted Stock Awards being subject to the attainment of annual performance targets to be set by the Committee for each year. As the Committee determined that the performance targets for the year ended December 31, 2013 were not satisfied, 63,933 shares due to vest on January 1, 2014 did not vest. Such shares may vest on any subsequent vesting date provided that the performance targets for the subsequent calendar year are met. Amounts recorded as compensation expense pertaining to these shares during the year ended December 31, 2013 were reversed. In connection with the departure of two executive officers effective March 31, 2014, the Company agreed to grant and accelerate vesting of 109,667 shares of Restricted Stock Awards on April 1, 2014.

Information regarding the Restricted Stock Awards grant activity is summarized below:

|                                    | Shares    | Weighted-Average<br>Grant – Date<br>Fair Value |
|------------------------------------|-----------|--|
| Outstanding at January 1, 2014 (a) | 153,560   | \$ 25.20                                       |
| Granted (b)                        | 208,589   | 20.83  |
| Vested                             | (183,214) | 22.37  |
| Forfeited                          | (119)     | 26.36  |
| Outstanding at September 30, 2014  | 178,816   | \$ 23.00                                       |

(a) Includes 63,933 Performance Shares which were legally granted in 2013 for which the 2013 performance goals were not met, which may be earned if subsequent years’ performance goals are met.

(b)

Includes 42,000 Performance Shares which were legally granted in 2013 for which the 2014 performance goals were set by the Committee on March 31, 2014. Also includes 87,734 shares which were additionally granted to two executive officers in connection with their departure effective March 31, 2014, which vested on April 1, 2014.

#### TSR-BASED AWARDS

Also on September 12, 2012, the Board of Directors of the Company approved the recommendations and ratified the determinations of the Committee with respect to new multi-year total stockholder return (“TSR”) based awards (the “TSR-Based Awards”) totaling 5,160 performance shares (the “TSR Performance Shares”) for those executive officers in place on such date, each TSR Performance Share evidencing the right to receive \$1,000 in the Company’s common stock upon vesting. In accordance with the amended and restated TSR-Based Awards agreements entered into between the Company and those executive officers in June 2013, the TSR Performance Shares may vest commencing December 31, 2014, with the number of TSR Performance Shares scheduled to be granted annually over the next four years. The vesting of each tranche of TSR Performance Shares is subject to the attainment at each performance period end of a minimum stock price and either an absolute TSR target or a relative TSR target (the “TSR Performance Targets”) in comparison to a selection of Peer Group REITs, in each case as shall be fixed by the Committee for each performance period. TSR, for purposes of the TSR-Based Performance Agreements, shall be equal to the share appreciation in the relevant period. The Company granted 1,032 TSR Performance Shares in the year ended December 31, 2013, which were valued in accordance with ASC 718, Compensation - Stock Compensation, at their fair value, utilizing a Monte-Carlo simulation to estimate the probability of the vesting conditions being satisfied. The Company has reserved shares of common stock under the 2004 Plan for issuance upon vesting of the TSR Performance Shares in accordance with the terms and conditions of the TSR-Based Awards. In connection with the departure of two executive vice presidents effective March 31, 2014, the Company agreed to vest 357 TSR Performance Shares and to grant and accelerate the vesting of 528 TSR Performance Shares, for which the Company issued 45,062 shares of Common Stock on April 2, 2014. See Note 13: Commitments and Contingencies – Departure of Executive Vice Presidents.

As of September 30, 2014, the Company had \$1.6 million of total unrecognized compensation cost related to unvested stock compensation granted under the Company’s stock compensation plans. That cost is expected to be recognized over a weighted average period of 1.3 years.

#### DEFERRED STOCK COMPENSATION PLAN FOR DIRECTORS

The Amended and Restated Deferred Compensation Plan for Directors, which commenced January 1, 1999, allows non-employee directors of the Company to elect to defer up to 100 percent of their annual retainer fee into deferred stock units. The deferred stock units are convertible into an equal number of shares of common stock upon the directors’ termination of service from the Board of Directors or a change in control of the Company, as defined in the plan. Deferred stock units are credited to each director quarterly using the closing price of the Company’s common stock on the applicable dividend record date for the respective quarter. Each participating director’s account is also credited for an equivalent amount of deferred stock units based on the dividend rate for each quarter.

During the nine months ended September 30, 2014 and 2013, 15,230 and 16,332 deferred stock units were earned, respectively. As of September 30, 2014 and December 31, 2013, there were 152,745 and 136,440 deferred stock units outstanding, respectively.

#### EARNINGS PER SHARE

Basic EPS excludes dilution and is computed by dividing net income available to common shareholders by the weighted average number of shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock.

The following information presents the Company’s results for the three and nine months ended September 30, 2014 and 2013 in accordance with ASC 260, Earning Per Share: (dollars in thousands, except per share amounts)



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| Computation of Basic EPS  | Three Months Ended |             | Nine Months Ended |             |
|---|--------------------|-------------|-------------------|-------------|
|   | September 30,      |             | September 30,     |             |
|   | 2014               | 2013        | 2014              | 2013        |
| Income (loss) from continuing operations                                  | \$ 2,085           | \$ (46,046) | \$ 41,804         | \$ (29,506) |
| Add: Noncontrolling interest in consolidated joint ventures               | 145                | 1,838       | 757               | 1,962       |
| Add (deduct): Noncontrolling interest in Operating Partnership            | (248)              | 5,314       | (4,754)           | 3,295       |
| Income (loss) from continuing operations available to common shareholders | 1,982              | (38,894)    | 37,807            | (24,249)    |
| Income from discontinued operations available to common shareholders      | -                  | 43,537      | -                 | 63,519      |
| Net income available to common shareholders                               | \$ 1,982           | \$ 4,643    | \$ 37,807         | \$ 39,270   |
| Weighted average common shares  | 88,875             | 87,793      | 88,621            | 87,724      |
| Basic EPS:  |                    |             |                   |             |
| Income (loss) from continuing operations available to common shareholders | \$ 0.02            | \$ (0.44)   | \$ 0.43           | \$ (0.28)   |
| Income from discontinued operations available to common shareholders      | -                  | 0.49        | -                 | 0.73        |
| Net income available to common shareholders                               | \$ 0.02            | \$ 0.05     | \$ 0.43           | \$ 0.45     |

| Computation of Diluted EPS  | Three Months Ended<br>September 30, |             | Nine Months Ended<br>September 30, |             |
|---|-------------------------------------|-------------|------------------------------------|-------------|
|   | 2014                                | 2013        | 2014                               | 2013        |
| Income (loss) from continuing operations available to common shareholders | \$ 1,982                            | \$ (38,894) | \$ 37,807                          | \$ (24,249) |
| (Deduct) add: Noncontrolling interest in Operating Partnership            | 248                                 | (5,314)     | 4,754                              | (3,295)     |
| Income (loss) from continuing operations for diluted earnings per share   | 2,230                               | (44,208)    | 42,561                             | (27,544)    |
| Income from discontinued operations for diluted earnings per share        | -                                   | 49,485      | -                                  | 72,218      |
| Net income available to common shareholders                               | \$ 2,230                            | \$ 5,277    | \$ 42,561                          | \$ 44,674   |
| Weighted average common shares  | 100,052                             | 99,787      | 100,014                            | 99,778      |
| Diluted EPS:  |                                     |             |                                    |             |
| Income (loss) from continuing operations available to common shareholders | \$ 0.02                             | \$ (0.44)   | \$ 0.43                            | \$ (0.28)   |
| Income from discontinued operations available to common shareholders      | -                                   | 0.49        | -                                  | 0.73        |
| Net income available to common shareholders                               | \$ 0.02                             | \$ 0.05     | \$ 0.43                            | \$ 0.45     |

The following schedule reconciles the shares used in the basic EPS calculation to the shares used in the diluted EPS calculation: (in thousands)

|   | Three Months<br>Ended<br>September 30, |        | Nine Months<br>Ended<br>September 30, |        |
|---|--|--------|---------------------------------------|--------|
|   | 2014                                   | 2013   | 2014                                  | 2013   |
| Basic EPS shares                          | 88,875                                 | 87,793 | 88,621                                | 87,724 |
| Add: Operating Partnership – common units | 11,120                                 | 11,994 | 11,334                                | 12,054 |
| Restricted Stock Awards                   | 57                                     | -      | 59                                    | -      |
| Diluted EPS Shares                        | 100,052                                | 99,787 | 100,014                               | 99,778 |

Contingently issuable shares under the TSR Award plan were excluded from the denominator in 2014 and 2013 because the criteria had not been met for the periods ended September 30, 2014 and September 30, 2013. Not included in the computations of diluted EPS were 10,000 and 15,000 stock options as such securities were anti-dilutive during the periods ended September 30, 2014 and 2013, respectively. Unvested restricted stock outstanding as of September 30, 2014 and 2013 were 304,816 and 351,592 shares, respectively.

Dividends declared per common share for the three month periods ended September 30, 2014 and 2013 was \$0.15 and \$0.30 per share, respectively. Dividends declared per common share for the nine month periods ended September 30, 2014 and 2013 was \$0.60 and \$1.05 per share, respectively.

## 16. NONCONTROLLING INTERESTS IN SUBSIDIARIES

Noncontrolling interests in subsidiaries in the accompanying consolidated financial statements relate to (i) common units in the Operating Partnership, held by parties other than the Company, and (ii) interests in consolidated joint ventures for the portion of such ventures not owned by the Company.

### OPERATING PARTNERSHIP

#### Common Units

Certain individuals and entities own common units in the Operating Partnership. A common unit and a share of Common Stock of the Company have substantially the same economic characteristics in as much as they effectively share equally in the net income or loss of the Operating Partnership. Common unitholders have the right to redeem their common units, subject to certain restrictions. The redemption is required to be satisfied in shares of Common Stock, cash, or a combination thereof, calculated as follows: one share of the Company's Common Stock, or cash equal to the fair market value of a share of the Company's Common Stock at the time of redemption, for each common unit. The Company, in its sole discretion, determines the form of redemption of common units (i.e., whether a common unitholder receives Common Stock, cash, or any combination thereof). If the Company elects to satisfy the redemption with shares of Common Stock as opposed to cash, it is obligated to issue shares of its Common Stock to the redeeming unitholder. Regardless of the rights described above, the common unitholders may not put their units for cash to the Company or the Operating Partnership under any circumstances. When a unitholder redeems a common unit, noncontrolling interest in the Operating Partnership is reduced and Mack-Cali Realty Corporation Stockholders' equity is increased.

## Unit Transactions

The following table sets forth the changes in noncontrolling interests in subsidiaries which relate to the common units in the Operating Partnership for the nine months ended September 30, 2014:

|   | Common<br>Units |
|---|-----------------|
| Balance at January 1, 2014                            | 11,864,775      |
| Redemption of common units for shares of common stock | (772,731)       |
| Balance at September 30, 2014                         | 11,092,044      |

The following table reflects the activity of noncontrolling interests for the nine months ended September 30, 2014 and 2013, respectively (dollars in thousands):

|   | Nine Months Ended<br>September 30, |            |
|---|------------------------------------|------------|
|   | 2014                               | 2013       |
| Balance at January 1  | \$ 276,096                         | \$ 301,533 |
| Net income  | 3,997                              | 3,442      |
| Common unit distributions   | (6,793)                            | (12,634)   |
| Increase in noncontrolling interests in consolidated joint ventures | 487                                | 1,570      |
| Redemption of common units for common stock                         | (14,211)                           | (3,086)    |
| Rebalancing of ownership percentage between parent and subsidiaries | 257                                | (493)      |
| Balance at September 30   | \$ 259,833                         | \$ 290,332 |

Pursuant to ASC 810, Consolidation, on the accounting and reporting for noncontrolling interests and changes in ownership interests of a subsidiary, changes in a parent's ownership interest (and transactions with noncontrolling interest unitholders in the subsidiary) while the parent retains its controlling interest in its subsidiary should be accounted for as equity transactions. The carrying amount of the noncontrolling interest shall be adjusted to reflect the change in its ownership interest in the subsidiary, with the offset to equity attributable to the parent. Accordingly, as a result of equity transactions which caused changes in ownership percentages between Mack-Cali Realty Corporation stockholders' equity and noncontrolling interests in the Operating Partnership that occurred during the nine months ended September 30, 2014, the Company has increased noncontrolling interests in the Operating Partnership and decreased additional paid-in capital in Mack-Cali Realty Corporation stockholders' equity by approximately \$0.3 million as of September 30, 2014.

## Noncontrolling Interest Ownership

As of September 30, 2014 and December 31, 2013, the noncontrolling interest common unitholders owned 11.1 percent and 11.9 percent of the Operating Partnership, respectively.

## CONSOLIDATED JOINT VENTURES

The Company consolidates certain joint ventures in which it has ownership interests. Various entities and/or individuals hold noncontrolling interests in these ventures.

**PARTICIPATION RIGHTS**

The Company's interests in certain real estate projects (three properties and a future development) each provide for the initial distributions of net cash flow solely to the Company, and thereafter, other parties have participation rights ("Participation Rights") in 50 percent of the excess net cash flow remaining after the distribution to the Company of the aggregate amount equal to the sum of: (a) the Company's capital contributions, plus (b) an IRR of 10 percent per annum.

## 17. SEGMENT REPORTING

The Company operates in three business segments: (i) commercial and other real estate, (ii) multi-family real estate, and (iii) multi-family services. The Company provides leasing, property management, acquisition, development, construction and tenant-related services for its commercial and other real estate and multi-family real estate portfolio. The Company's multi-family services business also provides similar services for third parties. The Company no longer considers construction services as a reportable segment as it has significantly reduced its operations. The Company had no revenues from foreign countries recorded for the nine months ended September 30, 2014 and 2013. The Company had no long lived assets in foreign locations as of September 30, 2014 and December 31, 2013. The accounting policies of the segments are the same as those described in Note 2: Significant Accounting Policies, excluding depreciation and amortization.

The Company evaluates performance based upon net operating income from the combined properties in each of its real estate segments (commercial and other, and multi-family) and from its multi-family services segment.

Selected results of operations for the three and nine months ended September 30, 2014 and 2013 and selected asset information as of September 30, 2014 and December 31, 2013 regarding the Company's operating segments are as follows. Amounts for prior periods have been restated to conform to the current period segment reporting presentation: (dollars in thousands)

|   | Real Estate           |              |                          |                             | Total<br>Company |
|---|-----------------------|--------------|--------------------------|-----------------------------|------------------|
|   | Commercial<br>& Other | Multi-family | Multi-family<br>Services | Corporate<br>& Other<br>(d) |                  |
| Total revenues:   |                       |              |                          |                             |                  |
| Three months ended:   |                       |              |                          |                             |                  |
| September 30, 2014  | \$ 142,486            | \$ 6,459     | \$ 8,300(e)              | \$ (1,756)                  | \$ 155,489       |
| September 30, 2013  | 155,129               | 3,736        | 6,867(f)                 | (3,227)                     | 162,505          |
| Nine months ended:  |                       |              |                          |                             |                  |
| September 30, 2014  | 447,779               | 18,593       | 22,650(g)                | (3,637)                     | 485,385          |
| September 30, 2013  | 469,026               | 8,673        | 18,745(h)                | 5,320                       | 501,764          |
| Total operating and interest expenses (a):                  |                       |              |                          |                             |                  |
| Three months ended:   |                       |              |                          |                             |                  |
| September 30, 2014  | \$ 69,315             | \$ 3,271     | \$ 10,249                | \$ 27,582                   | \$ 110,417       |
| September 30, 2013  | 71,356                | 1,960        | 8,214                    | 31,998                      | 113,528          |
| Nine months ended:  |                       |              |                          |                             |                  |
| September 30, 2014  | 226,798               | 8,976        | 28,790                   | 100,126                     | 364,690          |
| September 30, 2013  | 207,637               | 4,066        | 23,345                   | 110,341                     | 345,389          |
| Equity in earnings (loss) of unconsolidated joint ventures: |                       |              |                          |                             |                  |
| Three months ended:   |                       |              |                          |                             |                  |
| September 30, 2014  | \$ 328                | \$ (2,088)   | \$ 492                   | \$ -                        | \$ (1,268)       |
| September 30, 2013  | 1,919                 | (2,830)      | 682                      | -                           | (229)            |
| Nine months ended:  |                       |              |                          |                             |                  |
| September 30, 2014  | 3,145                 | (6,566)      | 1,361                    | -                           | (2,060)          |
| September 30, 2013  | 5,149                 | (7,890)      | 682                      | -                           | (2,059)          |
| Net operating income (loss) (b):                            |                       |              |                          |                             |                  |
| Three months ended:   |                       |              |                          |                             |                  |
| September 30, 2014  | \$ 73,499             | \$ 1,100     | \$ (1,457)               | \$ (29,338)                 | \$ 43,804        |
| September 30, 2013  | 85,692                | (1,054)      | (665)                    | (35,225)                    | 48,748           |
| Nine months ended:  |                       |              |                          |                             |                  |
| September 30, 2014  | 224,126               | 3,051        | (4,779)                  | (103,763)                   | 118,635          |
| September 30, 2013  | 266,538               | (3,283)      | (3,918)                  | (105,021)                   | 154,316          |
| Total assets:   |                       |              |                          |                             |                  |
| September 30, 2014  | \$ 3,861,779          | \$ 460,998   | \$ 10,648                | \$ 23,772                   | \$ 4,357,197     |
| December 31, 2013   | 3,886,574             | 377,237      | 10,488                   | 241,029                     | 4,515,328        |

|   |    |           |    |         |    |       |    |       |    |           |
|---|----|-----------|----|---------|----|-------|----|-------|----|-----------|
| Total long-lived assets (c):                        |    |           |    |         |    |       |    |       |    |           |
| September 30, 2014                                  | \$ | 3,333,851 | \$ | 315,841 | \$ | 3,909 | \$ | 3,438 | \$ | 3,657,039 |
| December 31, 2013                                   |    | 3,620,494 |    | 240,501 |    | 3,468 |    | 3,730 |    | 3,868,193 |
| Total investments in unconsolidated joint ventures: |    |           |    |         |    |       |    |       |    |           |
| September 30, 2014                                  | \$ | 82,012    | \$ | 157,215 | \$ | 540   | \$ | -     | \$ | 239,767   |
| December 31, 2013                                   |    | 53,160    |    | 127,276 |    | 693   |    | -     |    | 181,129   |

- (a) Total operating and interest expenses represent the sum of: real estate taxes; utilities; operating services; direct construction costs; real estate services expenses; general and administrative and interest expense (net of interest income). All interest expense, net of interest income, (including for property-level mortgages) is excluded from segment amounts and classified in Corporate & Other for all periods.
- (b) Net operating income represents total revenues less total operating and interest expenses (as defined in Note "a"), plus equity in earnings (loss) of unconsolidated joint ventures, for the period.
- (c) Long-lived assets are comprised of net investment in rental property, unbilled rents receivable and goodwill.
- (d) Corporate & Other represents all corporate-level items (including interest and other investment income, interest expense, non-property general and administrative expense, construction services revenue and direct construction costs) as well as intercompany eliminations necessary to reconcile to consolidated Company totals.
- (e) Includes \$1,199 of fees earned for this period from the multi-family real estate segment, which are eliminated in consolidation.
- (f) Includes \$665 of fees earned for this period from the multi-family real estate segment, which are eliminated in consolidation.
- (g) Includes \$2,962 of fees earned for this period from the multi-family real estate segment, which are eliminated in consolidation.
- (h) Includes \$1,432 of fees earned for this period from the multi-family real estate segment, which are eliminated in consolidation.



The following schedule reconciles net operating income to net income available to common shareholders: (dollars in thousands)

|  | Three Months Ended |           | Nine Months Ended |            |
|--|--------------------|-----------|-------------------|------------|
|  | September 30,      |           | September 30,     |            |
|  | 2014               | 2013      | 2014              | 2013       |
| Net operating income                                   | \$ 43,804          | \$ 48,748 | \$ 118,635        | \$ 154,316 |
| Less:  |                    |           |                   |            |
| Depreciation and amortization                          | (41,983)           | (46,094)  | (131,679)         | (135,122)  |
| Realized gains on disposition of rental property, net  | 264                | -         | 54,848            | -          |
| Impairments  | -                  | (48,700)  | -                 | (48,700)   |
| Income (loss) from continuing operations               | 2,085              | (46,046)  | 41,804            | (29,506)   |
| Discontinued operations:                               |                    |           |                   |            |
| Income from discontinued operations                    | -                  | 2,164     | -                 | 11,842     |
| Loss from early extinguishment of debt                 | -                  | -         | -                 | (703)      |
| Realized gains on disposition of rental property, net  | -                  | 47,321    | -                 | 61,079     |
| Total discontinued operations                          | -                  | 49,485    | -                 | 72,218     |
| Net income   | 2,085              | 3,439     | 41,804            | 42,712     |
| Noncontrolling interest in consolidated joint ventures | 145                | 1,838     | 757               | 1,962      |
| Noncontrolling interest in Operating Partnership       | (248)              | 5,314     | (4,754)           | 3,295      |
| Noncontrolling interest in discontinued operations     | -                  | (5,948)   | -                 | (8,699)    |
| Net income available to common shareholders            | \$ 1,982           | \$ 4,643  | \$ 37,807         | \$ 39,270  |

#### 18. IMPACT OF RECENTLY-ISSUED ACCOUNTING STANDARDS

FASB Accounting Standards Update No. 2014-2015, Presentation of Financial Statements – Going Concern (Subtopic 205-40) – Disclosure about an Entity’s Ability to Continue as a Going Concern

In August 2014, the FASB issued ASU 2014-15, which requires management to evaluate whether there are conditions or events that raise substantial doubt about the entity’s ability to continue as a going concern, and to provide certain disclosures when it is probable that the entity will be unable to meet its obligations as they become due within one year after the date that the financial statements are issued. ASU 2014-15 is effective for the annual period ended December 31, 2016 and for annual periods and interim periods thereafter with early adoption permitted. The adoption of ASU 2014-15 is not expected to materially impact the Company’s consolidated financial statements.

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

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

### Executive Overview

Mack-Cali Realty Corporation together with its subsidiaries, (the "Company") is one of the largest real estate investment trusts (REITs) in the United States. The Company has been involved in all aspects of commercial real estate development, management and ownership for over 60 years and has been a publicly-traded REIT since 1994. As of September 30, 2014, the Company owns or has interests in 282 properties (collectively, the "Properties"), consisting of 266 commercial properties, primarily class A office and office/flex buildings, totaling approximately 31.5 million square feet, leased to approximately 2,000 commercial tenants and 16 multi-family rental properties containing approximately 4,940 residential units. The Properties are located primarily in suburban markets of the Northeast, some with adjacent, Company-controlled developable land sites able to accommodate up to 5.7 million square feet of additional commercial space and up to 8,355 apartment units.

The Company's historical strategy has been to focus its operations, acquisition and development of office properties in high-barrier-to-entry markets and sub-markets where it believes it is, or can become, a significant and preferred owner and operator. With changing work force demographics and reduced demand for suburban office properties in its current markets, the Company intends to continue to leverage its experience and expertise in its core Northeast markets to pursue multi-family rental investments in those markets, both through acquisitions and developments, both wholly owned and through joint ventures. This strategy includes selectively disposing of office and office/flex assets and re-deploying proceeds to multi-family rental properties, as well as the repositioning of a portion of its office properties and land held for development to multi-family rental properties.

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

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

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

defaults.

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

The Company's core office markets continue to be weak. The percentage leased in the Company's consolidated portfolio of stabilized operating commercial properties aggregating 25 million, 26 million and 28 million square feet at September 30, 2014, June 30, 2014 and September 30, 2013, respectively was 83.7 percent leased at September 30, 2014 as compared to 83.7 percent leased at June 30, 2014 and 86.1 percent leased at September 30, 2013. Percentage leased includes all leases in effect as of the period end date, some of which have commencement dates in the future and leases that expire at the period end date. Leases that expired as of September 30, 2014, June 30, 2014 and September 30, 2013 aggregate 160,152, 101,880 and 62,054 square feet, respectively, or 0.6, 0.4 and 0.2 percentage of the net rentable square footage, respectively. Rental rates (including escalations) on the Company's commercial space that was renewed (based on first rents payable) during the three months ended September 30, 2014 (on 268,576 square feet of renewals) decreased an average of 4.8 percent compared to rates that were in effect under the prior leases, as compared to an 11.3 percent decrease during the three months ended September 30, 2013 (on 643,490 square feet of renewals). Estimated lease costs for the renewed leases during the three months ended September 30, 2014 averaged \$2.45 per square foot per year for a weighted average lease term of 3.4 years and estimated lease costs for the renewed leases during the three months ended September 30, 2013 averaged \$2.01 per square foot per year for a weighted average lease term of 3.6 years. The Company believes that commercial vacancy rates may continue to increase and commercial rental rates may continue to decline in some of its markets in 2014 and possibly beyond. For example, a significant tenant aggregating 474,801 square feet and approximately \$8.6 million in annualized base rent, whose lease expires in the near-term and is not renewing its lease. As of September 30, 2014, commercial leases which comprise approximately 10.7 percent of the Company's annualized base rent are scheduled to expire during the year ended December 31, 2015. With the decline of rental rates in the Company's office markets over the past few years, as leases expire in 2015, assuming no further changes in current market rental rates, the Company expects that the rental rates it is likely to achieve on new leases will generally be lower than the rates currently being paid, thereby resulting in less revenue from the same space. As a result of the above factors, the Company's future earnings and cash flow may continue to be negatively impacted by current market conditions affecting its commercial portfolio.

The Company expects that the continued impact of the current state of the economy, including historically weak employment in certain of its markets will continue to have a negative effect on the fundamentals of its business, including in particular lower occupancy and reduced effective rents, in respect of the Company's commercial properties. These conditions would negatively affect the Company's future net income and cash flows and could have a material adverse effect on the Company's financial condition.

As a result of the continued weakness in the Company's core office markets, the Company intends to expand its holdings in the multi-family rental sector, which it believes has traditionally been a more stable product type. The Company believes that the opportunity to invest in multi-family development properties at higher returns on cost will position the Company to potentially produce higher levels of net operating income than if the Company were to only purchase stabilized multi-family rental properties at market returns. The Company anticipates that it will be several years before many of its multi-family development projects are income-producing. The long-term nature of the Company's multi-family strategy coupled with the continued weakness in the Company's core office markets and the disposition of income producing non-core office properties, to fund the Company's multi-family rental acquisitions and development will likely result in declining net operating income and cash flows relative to historical returns. As the Company continues to execute its multi-family residential strategy, the Company believes that over the long-term its net operating income and cash flows will stabilize at levels less than historical or current returns.

Extended winter freeze conditions in early 2014 resulted in record electricity demand, as well as reduced natural gas production and distributions disruptions in the Company's northeast markets. This in turn resulted in significant increases in the utility costs at most of the Company's properties (including both gas and electricity prices – the latter now being heavily dependent on gas fired power plants). The pricing situation has since stabilized and is not expected to occur for the remainder of the year but could recur in future winters. The Company expects to recover a portion of these additional costs pursuant to the terms of most of its leases with tenants.

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

- ]
- recent transactions;
  - critical accounting policies and estimates;
  - results of operations for the three and nine months ended September 30, 2014 as compared to the three and nine months ended September 30, 2013 and
  - liquidity and capital resources.

#### Recent Transactions

##### Acquisitions

On April 10, 2014, the Company acquired Andover Place, a 220-unit multi-family rental property located in Andover, Massachusetts, for approximately \$37.7 million in cash. The purchase price for the property was funded primarily through borrowings under the Company's unsecured revolving credit facility.

## Sales

The Company sold the following office properties during the nine months ended September 30, 2014 (dollars in thousands):

| Sale Date | Property/Address   | Location                       | # of Bldgs. | Rentable Square Feet | Net Sales Proceeds | Net Book Value | Realized Gain |
|-----------|--|--------------------------------|-------------|----------------------|--------------------|----------------|---------------|
| 04/23/14  | 22 Sylvan Way<br>30 Knightsbridge Road                   | Parsippany, New Jersey         | 1           | 249,409              | \$ 94,897          | \$ 60,244      | \$ 34,653     |
| 06/23/14  | (a)<br>470 Chestnut Ridge                                | Piscataway, New Jersey         | 4           | 680,350              | 54,641             | 52,361         | 2,280         |
| 06/23/14  | Road (a) (b)<br>530 Chestnut Ridge                       | Jersey<br>Woodcliff Lake, New  | 1           | 52,500               | 7,195              | 7,109          | 86            |
| 06/23/14  | Road (a) (b)   | Jersey                         | 1           | 57,204               | 6,299              | 6,235          | 64            |
| 06/27/14  | 400 Rella Boulevard                                      | Suffern, New York              | 1           | 180,000              | 27,539             | 10,938         | 16,601        |
| 06/30/14  | 412 Mount Kemble<br>Avenue (a)                           | Morris Township, New<br>Jersey | 1           | 475,100              | 44,751             | 43,851         | 900           |
| 07/29/14  | (a) (b)<br>17-17 Route 208 North<br>555, 565, 570 Taxter | Fair Lawn, New Jersey          | 1           | 143,000              | 11,835             | 11,731         | 104           |
| 08/20/14  | Road (a)<br>200, 220 White Plains                        | Elmsford, New York             | 3           | 416,108              | 41,057             | 41,057         | -             |
| 08/20/14  | Road (a)<br>1266 East Main Street                        | Tarrytown, New York            | 2           | 178,000              | 12,619             | 12,619         | -             |
| 08/20/14  | (a) (b)  | Stamford, Connecticut          | 1           | 179,260              | 18,406             | 18,246         | 160           |
| Totals:   |  |                                | 16          | 2,610,931            | \$ 319,239         | \$ 264,391     | \$ 54,848     |

- (a) The Company completed the sale of these properties for approximately \$221 million, comprised of: \$192.5 million in cash from a combination of affiliates of Keystone Property Group's ("Keystone Entities") senior and pari-passu equity and mortgage financing; Company subordinated equity interests in each of the properties sold with capital accounts aggregating \$21.2 million; and Company pari-passu equity interests in five of the properties sold aggregating \$7.3 million. Net sale proceeds from the sale aggregated \$196.8 million which was comprised of the \$221 million gross sales price less the subordinated equity interests of \$21.2 million and \$3 million in closing costs. The purchasers of these properties are unconsolidated joint ventures formed between the Company and the Keystone Entities. The senior and pari-passu equity will receive a 15 percent internal rate of return ("IRR") after which the subordinated equity will receive a 10 percent IRR and then all distributable cash flow will be split equally between the Keystone Entities and the Company. See Note 4: Investments in Unconsolidated Joint Ventures. In connection with certain of these partial sale transactions, because the buyer received a preferential return on certain of the ventures for which the Company received subordinated equity interests, the Company only recognized profit to the extent that they received net proceeds in excess of their entire carrying value of the properties, effectively reflecting their retained subordinated equity interest at zero.
- (b) The Company recorded an impairment charge of \$20.7 million on these properties at December 31, 2013 as it estimated that the carrying value of the properties may not be recoverable over their anticipated holding periods.

On January 1, 2014, the Company early adopted the new discontinued operations accounting standard and as the properties sold in the nine months ended September 30, 2014 will not represent a strategic shift (as the Company is

not entirely exiting markets or property types), they have not been reflected as part of discontinued operations.

#### Unconsolidated Joint Venture Activity

Pursuant to a developer agreement entered into in December 2011, on May 21, 2014, the Company entered into a joint venture agreement with Ironstate Harborside-A LLC (“ISA”) to form Harborside Unit A Urban Renewal, L.L.C. (“URL-Harborside”), a newly-formed joint venture that will develop, own and operate a high-rise tower of approximately 763 multi-family apartment units above a parking pedestal to be located on land contributed by the Company at its Harborside complex in Jersey City, New Jersey (the “URL Project”). The construction of the URL Project is estimated to cost a total of approximately \$320 million and is projected to be ready for occupancy by the fourth quarter of 2016. The URL Project has been awarded up to \$33 million in future tax credits (“URL Tax Credits”), subject to certain conditions, from the New Jersey Economic Development Authority. The venture has an agreement to sell these credits, subject to certain conditions. On August 1, 2014, the venture obtained a construction/permanent loan with a maximum borrowing amount of \$192 million (with no balance currently outstanding as of September 30, 2014), which bears interest at a rate of 5.197 percent and matures in August 2029. The Company currently expects that it will fund approximately \$65.6 million of the remaining development costs of the project, net of the loan financing.

The Company owns an 85 percent interest in URL-Harborside and the remaining interest owned by ISA, with shared control over major decisions such as, approval of budgets, property financings and leasing guidelines. Upon entering into the joint venture, the Company’s initial contribution was \$30.6 million, which included a capital credit of \$30 per approved developable square foot for its contributed land aggregating approximately \$20.6 million with the balance consisting of previously incurred development costs, and ISA’s initial contribution was approximately \$5.4 million. Included in the Company’s investment in the unconsolidated joint venture is its land contribution with a carrying amount of \$5.5 million. The Company has funded an additional \$12.6 million in development costs for the venture through September 30, 2014.

On June 6, 2014, the Company and an affiliate of Keystone Property Group (“KPG”) acquired 50 percent tenants-in-common interests each for \$62.5 million in Curtis Center, an 885,000 square foot commercial office property located at 601 Walnut Street in Philadelphia, Pennsylvania (the “Curtis Center Property”), which amounted to a total purchase of approximately \$125.0 million for the property. In connection with the transaction, the Company provided short-term loans to KPG affiliates, as follows: a 90-day, \$52.3 million loan which bore interest at an annual rate of 3.5 percent payable at maturity, which was collateralized by the KPG affiliates’ interest in the Curtis Center Property; and a 90-day, \$10 million loan which also bore interest at an annual rate of 3.5 percent payable at maturity. The \$10 million loan was repaid in full on September 2, 2014 and the \$52.3 million loan was subsequently repaid in full on October 1, 2014. The investments were funded by the Company primarily through borrowing under its revolving credit facility. The venture plans to reposition the property into a mixed-use property by converting a portion of existing office space into multi-family rental apartments.

Simultaneous with the acquisition of the Curtis Center Property, the Company and a KPG affiliate formed a new joint venture named KPG-MCG Curtis JV, LLC (the “Curtis Center JV”), which master leased the Curtis Center Property from the acquisition entities for approximately 29 years at market-based terms. The Company and the KPG affiliate both own a 50 percent interest in the Curtis Center JV, with shared control over major decisions.

On August 15, 2014, the Company acquired the equity interests of its joint venture partner in Overlook Ridge, L.L.C., Overlook Ridge JV, L.L.C. and Overlook Ridge JV 2C/3B, L.L.C. for \$16.6 million, which was funded primarily through borrowing under the Company’s unsecured revolving credit facility. As a result, the Company increased its ownership to 100 percent of the developable land and now consolidates these entities, which were previously accounted for through unconsolidated joint ventures (collectively, the “Consolidated Land”); and acquired an additional 25 percent, for a total of 50 percent of its subordinated, unconsolidated interests in two operating multi-family properties owned by those entities. See Note 4: Investments in Unconsolidated Joint Ventures. In conjunction with the Company’s acquisition of the Consolidated Land, the Company assumed loans with a total principal balance of \$22.8 million, which bear interest in the range of LIBOR plus 2.50 to 3.50 percent. See Note 10: Mortgages, Loans Payable and Other Obligations.

For the nine months ended September 30, 2014, included in general and administrative expense was an aggregate of approximately \$1.9 million in transactions costs related to the Company’s property and joint venture acquisitions.

#### Critical Accounting Policies and Estimates

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

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

The Financial Statements have been prepared in conformity with generally accepted accounting principles. The preparation of the Financial Statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Financial Statements, and the reported amounts of revenues and expenses during the reported period. These estimates and assumptions are based on management’s historical experience that are believed to be reasonable at the time. However, because future events and their effects cannot be determined with certainty, the determination of estimates requires the

exercise of judgment. The Company's critical accounting policies are those which require assumptions to be made about matters that are highly uncertain. Different estimates could have a material effect on the Company's financial results. Judgments and uncertainties affecting the application of these policies and estimates may result in materially different amounts being reported under different conditions and circumstances.

**Rental Property:**

Rental properties are stated at cost less accumulated depreciation and amortization. Costs directly related to the acquisition, development and construction of rental properties are capitalized. Acquisition-related costs are expensed as incurred. Capitalized development and construction costs include pre-construction costs essential to the development of the property, development and construction costs, interest, property taxes, insurance, salaries and other project costs incurred during the period of development. Interest capitalized by the Company for the nine months ended September 30, 2014 and 2013 was \$10.7 million and \$10.3 million, respectively. Ordinary repairs and maintenance are expensed as incurred; major replacements and betterments, which improve or extend the life of the asset, are capitalized and depreciated over their estimated useful lives. Fully-depreciated assets are removed from the accounts.



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

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

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

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

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

Other intangible assets acquired include amounts for in-place lease values and tenant relationship values, which are based on management's evaluation of the specific characteristics of each tenant's lease and the Company's overall relationship with the respective tenant. Factors to be considered by management in its analysis of in-place lease values include an estimate of carrying costs during hypothetical expected lease-up periods considering current market

conditions, and costs to execute similar leases. In estimating carrying costs, management includes real estate taxes, insurance and other operating expenses and estimates of lost rentals at market rates during the expected lease-up periods, depending on local market conditions. In estimating costs to execute similar leases, management considers leasing commissions, legal and other related expenses. Characteristics considered by management in valuing tenant relationships include the nature and extent of the Company's existing business relationships with the tenant, growth prospects for developing new business with the tenant, the tenant's credit quality and expectations of lease renewals. The value of in-place leases are amortized to expense over the remaining initial terms of the respective leases. The value of tenant relationship intangibles are amortized to expense over the anticipated life of the relationships.

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

**Rental Property Held for Sale:**

When assets are identified by management as held for sale, the Company discontinues depreciating the assets and estimates the sales price, net of selling costs, of such assets. If, in management's opinion, the estimated net sales price of the assets which have been identified as held for sale is less than the net book value of the assets, a valuation allowance is established.

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

**Investments in Unconsolidated Joint Ventures:**

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

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

**Goodwill:**

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

**Derivative Instruments:**

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

**Revenue Recognition:**

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

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

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

Construction services revenue includes fees earned and reimbursements received by the Company for providing construction management and general contractor services to clients. Construction services revenue is recognized on the percentage of completion method. Using this method, profits are recorded on the basis of our estimates of the overall profit and percentage of completion of individual contracts. A portion of the estimated profits is accrued based upon estimates of the percentage of completion of the construction contract. This revenue recognition method involves inherent risks relating to profit and cost estimates.

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

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

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

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09 Revenue from Contracts with Customers (Topic 606) ("ASU 2014-09"). ASU 2014-09 is a comprehensive new revenue recognition model requiring a company to recognize revenue to depict the transfer of goods or services to a customer at an amount reflecting the consideration it expects to receive in exchange for those goods or services. In adopting ASU 2014-09, companies may use either a full retrospective or a modified retrospective approach. Additionally, this guidance requires improved disclosures regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. ASU 2014-09 is effective for the first interim period within annual reporting periods beginning after December 15, 2016, and early adoption is not permitted. The Company is currently in the process of evaluating the impact the adoption of ASU 2014-09 will have on the Company's financial position or results of operations.

**Allowance for Doubtful Accounts:**

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

**Discontinued Operations:**

In April 2014, the FASB issued guidance related to the reporting of discontinued operation and disclosures of disposals of components of an entity. This guidance defines a discontinued operation as a component or group of components disposed or classified as held for sale and represents a strategic shift that has (or will have) a major effect on an entity's operations and final result; the guidance states that a strategic shift could include a disposal of a major geographical area of operations, a major line of business, a major equity method investment or other major parts of an entity. The guidance also provides for additional disclosure requirements in connection with both discontinued operations and other dispositions not qualifying as discontinued operations. The guidance will be effective for annual and interim periods beginning on or after December 15, 2014. The guidance applies prospectively to new disposals and new classifications of disposal groups as held for sale after the effective date. All entities may early adopt the guidance for new disposals (or new classifications as held for sale) that have not been reported in financial statements previously issued or available for issuance. The Company has elected to early adopt this standard effective with the interim period beginning January 1, 2014. Prior to January 1, 2014, properties identified as held for sale and/or disposed of were presented in discontinued operations for all periods presented. See Note 7: Discontinued Operations – to the Financial Statements.

### Results From Operations

The following comparisons for the three and nine months ended September 30, 2014 (“2014”), as compared to the three and nine months ended September 30, 2013 (“2013”), make reference to the following: (i) the effect of the “Same-Store Properties,” which represent all in-service properties owned by the Company at June 30, 2013, (for the three-month period comparisons), and which represent all in-service properties owned by the Company at December 31, 2012 (for the nine-month period comparisons), excluding properties sold through September 30, 2014; (ii) the effect of the “Acquired Properties,” which represent all properties acquired by the Company or commencing initial operation from July 1, 2013 through September 30, 2014 (for the three-month period comparisons), and which represents all properties acquired by the Company or commencing initial operations from January 1, 2013 through September 30, 2014 (for the nine-month period comparisons), and (iii) the effect of “Properties Sold in 2014,” which represent properties sold by the Company during the nine months ended September 30, 2014.

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Three Months Ended September 30, 2014 Compared to Three Months Ended September 30, 2013

| (dollars in thousands)   | Three Months Ended<br>September 30, |            | Dollar     | Percent |   |
|--|-------------------------------------|------------|------------|---------|---|
|  | 2014                                | 2013       | Change     | Change  | % |
| Revenue from rental operations and other:                      |                                     |            |            |         |   |
| Base rents   | \$ 125,793                          | \$ 134,882 | \$ (9,089) | (6.7)   | % |
| Escalations and recoveries from tenants                        | 19,172                              | 17,173     | 1,999      | 11.6    |   |
| Parking income   | 2,255                               | 1,642      | 613        | 37.3    |   |
| Other income   | 647                                 | 1,127      | (480)      | (42.6)  |   |
| Total revenues from rental operations                          | 147,867                             | 154,824    | (6,957)    | (4.5)   |   |
| Property expenses:   |                                     |            |            |         |   |
| Real estate taxes  | 22,154                              | 20,572     | 1,582      | 7.7     |   |
| Utilities  | 15,701                              | 18,043     | (2,342)    | (13.0)  |   |
| Operating services   | 26,519                              | 25,852     | 667        | 2.6     |   |
| Total property expenses  | 64,374                              | 64,467     | (93)       | (0.1)   |   |
| Non-property revenues:   |                                     |            |            |         |   |
| Construction services  | -                                   | 678        | (678)      | (100.0) |   |
| Real estate services   | 7,622                               | 7,003      | 619        | 8.8     |   |
| Total non-property revenues                                    | 7,622                               | 7,681      | (59)       | (0.8)   |   |
| Non-property expenses:   |                                     |            |            |         |   |
| Direct construction costs                                      | -                                   | 609        | (609)      | (100.0) |   |
| Real estate services expenses                                  | 6,933                               | 5,552      | 1,381      | 24.9    |   |
| General and administrative                                     | 12,665                              | 12,151     | 514        | 4.2     |   |
| Depreciation and amortization                                  | 41,983                              | 46,094     | (4,111)    | (8.9)   |   |
| Impairments  | -                                   | 48,700     | (48,700)   | (100.0) |   |
| Total non-property expenses                                    | 61,581                              | 113,106    | (51,525)   | (45.6)  |   |
| Operating income (loss)  | 29,534                              | (15,068)   | 44,602     | 296.0   |   |
| Other (expense) income:  |                                     |            |            |         |   |
| Interest expense   | (27,353)                            | (30,936)   | 3,583      | 11.6    |   |
| Interest and other investment income                           | 908                                 | 187        | 721        | 385.6   |   |
| Equity in earnings (loss) of unconsolidated joint ventures     | (1,268)                             | (229)      | (1,039)    | (453.7) |   |
| Realized gains (losses) on disposition of rental property, net | 264                                 | -          | 264        | -       |   |
| Total other (expense) income                                   | (27,449)                            | (30,978)   | 3,529      | 11.4    |   |
| Income (loss) from continuing operations                       | 2,085                               | (46,046)   | 48,131     | 104.5   |   |
| Discontinued operations:                                       |                                     |            |            |         |   |
| Income from discontinued operations                            | -                                   | 2,164      | (2,164)    | (100.0) |   |
| Realized gains (losses) on disposition of rental property, net | -                                   | 47,321     | (47,321)   | (100.0) |   |
| Total discontinued operations, net                             | -                                   | 49,485     | (49,485)   | (100.0) |   |
| Net income   | 2,085                               | 3,439      | (1,354)    | (39.4)  |   |
| Noncontrolling interest in consolidated joint ventures         | 145                                 | 1,838      | (1,693)    | (92.1)  |   |
| Noncontrolling interest in Operating Partnership               | (248)                               | 5,314      | (5,562)    | (104.7) |   |



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|  |    |       |         |       |       |                  |
|--|----|-------|---------|-------|-------|------------------|
| Noncontrolling interest in discontinued operations |    | -     | (5,948) | 5,948 | 100.0 |                  |
| Net income available to common shareholders        | \$ | 1,982 | \$      | 4,643 | \$    | (2,661) (57.3) % |

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The following is a summary of the changes in revenue from rental operations and property expenses in 2014 as compared to 2013 divided into Same-Store Properties and Acquired Properties (dollars in thousands):

|   | Total Company |         | Same-Store Properties |         | Acquired Properties |         | Properties Sold in 2014 |         |
|---|---------------|---------|-----------------------|---------|---------------------|---------|-------------------------|---------|
|   | Dollar        | Percent | Dollar                | Percent | Dollar              | Percent | Dollar                  | Percent |
| (dollars in thousands)                    | Change        | Change  | Change                | Change  | Change              | Change  | Change                  | Change  |
| Revenue from rental operations and other: |               |         |                       |         |                     |         |                         |         |
| Base rents                                | \$ (9,089)    | (6.7) % | \$ (2,757)            | (2.0) % | \$ 2,615            | 1.9 %   | \$ (8,947)              | (6.6) % |
| Escalations and recoveries from tenants   | 1,999         | 11.6    | 3,923                 | 22.8    | 34                  | 0.2     | (1,958)                 | (11.4)  |
| Parking income                            | 613           | 37.3    | (40)                  | (2.5)   | 657                 | 40.0    | (4)                     | (0.2)   |
| Other income                              | (480)         | (42.6)  | (529)                 | (46.9)  | 49                  | 4.3     | -                       | -       |
| Total                                     | \$ (6,957)    | (4.5) % | \$ 597                | 0.4 %   | \$ 3,355            | 2.2 %   | \$ (10,909)             | (7.1) % |
| Property expenses:                        |               |         |                       |         |                     |         |                         |         |
| Real estate taxes                         | \$ 1,582      | 7.7 %   | \$ 2,839              | 13.8 %  | \$ 337              | 1.6 %   | \$ (1,594)              | (7.7) % |
| Utilities                                 | (2,342)       | (13.0)  | (486)                 | (2.7)   | 140                 | 0.8     | (1,996)                 | (11.1)  |
| Operating services                        | 667           | 2.6     | 1,672                 | 6.5     | 760                 | 2.9     | (1,765)                 | (6.8)   |
| Total                                     | \$ (93)       | (0.1) % | \$ 4,025              | 6.3 %   | \$ 1,237            | 1.9 %   | \$ (5,355)              | (8.3) % |
| OTHER DATA:                               |               |         |                       |         |                     |         |                         |         |
| Number of Consolidated Properties         | 232           |         | 227                   |         | 5                   |         | 16                      |         |
| Commercial Square feet (in thousands)     | 25,364        |         | 25,341                |         | 23                  |         | 2,611                   |         |
| Multi-family portfolio (number of units)  | 1,301         |         | 722                   |         | 579                 |         | -                       |         |

Base rents for the Same-Store Properties decreased \$2.8 million, or 2.0 percent, for 2014 as compared to 2013, due primarily to a decrease in occupancy and rental rates in 2014 as compared to 2013. Escalations and recoveries from tenants for the Same-Store Properties increased \$3.9 million, or 22.8 percent, for 2014 over 2013 due primarily to the reimbursement of higher operating expenses in 2014 as compared to 2013. Parking income for the Same-Store Properties was relatively unchanged for 2014 as compared to 2013. Other income for the Same-Store Properties decreased \$0.5 million, or 46.9 percent, due primarily to less overall other income items in 2014.

Real estate taxes on the Same-Store Properties increased \$2.8 million, or 13.8 percent, for 2014 as compared to 2013. The change in real estate taxes principally results from a decrease in tax appeal proceeds received in 2014 as compared to 2013. Real estate taxes, without the effect of net tax appeal proceeds, increased \$1.2 million, or 6.0 percent, for 2014 as compared to 2013 due primarily to increased rates. Utilities for the Same-Store Properties decreased \$0.5 million, or 2.7 percent, for 2014 as compared to 2013, due primarily to decreased usage in 2014 as compared to 2013. Operating services for the Same-Store Properties increased \$1.7 million, or 6.5 percent, due primarily to an increase in repairs and maintenance and salaries and related costs of \$0.9 million and in insurance costs of \$0.5 million for 2014 as compared to 2013.

Construction services revenue decreased \$0.7 million, or 100.0 percent, in 2014 as compared to 2013, due to the Company's phase out of this business segment. Real estate services revenues (primarily reimbursement of property personnel costs) increased by \$0.6 million, or 8.8 percent, for 2014 as compared to 2013, due primarily to an increase in salary reimbursement income for 2014 as compared to 2013.

Direct construction costs decreased \$0.6 million, or 100.0 percent, in 2014 as compared to 2013, due to the Company's phase out of this business segment.

Real estate services expenses increased \$1.4 million, or 24.9 percent, for 2014 as compared to 2013. This increase was due to primarily to increased compensation and related costs, due to increased activity in multifamily services.

General and administrative expenses increased \$0.5 million in 2014 as compared to 2013, which was primarily due to increased marketing costs in 2014, as compared to 2013.

Depreciation and amortization decreased by \$4.1 million, or 8.9 percent, for 2014 over 2013. This decrease was due primarily to a decrease of \$2.6 million for the Same-Store Properties due to assets becoming fully amortized, and a decrease of \$3.1 million for 2014 as compared to 2013 for the properties sold in 2014 (which were not classified as discontinued operations). These were partially offset by an increase of \$1.6 million for 2014 as compared to 2013 for the Acquired Properties.

The Company recorded \$48.7 million in impairment charges in 2013, primarily on nine properties to reduce their carrying values to their estimated fair market values.

Interest expense decreased by \$3.6 million, or 11.6 percent, for 2014 as compared to 2013. This decrease was primarily the result of lower overall average debt balances in 2014 as compared to 2013.

Interest and other investment income increased \$0.7 million, or 385.6 percent, for 2014 as compared to 2013. This was primarily due to interest income on higher average notes receivable balances in 2014.

Equity in earnings of unconsolidated joint ventures decreased \$1.0 million, or 453.7 percent, for 2014 as compared to 2013. The decrease was due primarily to a loss in 2014 of \$0.7 million from the Keystone-TriState venture (which was entered into in 2014), decreased income of \$0.5 million from the Stamford SM venture (due to the venture's note receivable being repaid in 2014), an increased loss of \$0.4 million from the PruRose Riverwalk G venture, and a loss of \$0.4 million from the KPG-P 100 IMW venture, which was entered into in late 2013. These were partially offset by increased income of \$1.2 million from the Crystal House Apartments Investors venture in 2014.

The Company had realized gains on disposition of rental property of \$0.3 million in 2014 (which were not classified as discontinued operations). See Note 3: Real Estate Transactions – Sales – to the Financial Statements.

Income from continuing operations increased to \$2.1 million in 2014 from a loss of \$46.0 million in 2013. The increase of \$48.1 million was due to the factors discussed above.

Net income available to common shareholders decreased by \$2.7 million, or 57.3 percent, from approximately \$4.7 million in 2013 to \$2.0 million in 2014. The decrease was primarily due to realized gains on disposition of rental property, net, of \$47.3 million in 2013 (which were classified as discontinued operations), a decrease in noncontrolling interest in Operating Partnership of \$5.6 million for 2014 as compared to 2013, a decrease in income from discontinued operations of \$2.2 million for 2014 as compared to 2013, and a decrease in noncontrolling interests in consolidated joint ventures of \$1.7 million for 2014 as compared to 2013. These were partially offset by an increase in income from continuing operations of \$48.1 million from 2014 as compared to 2013 and a decrease in noncontrolling interests in discontinued operations of approximately \$6.0 million for 2014 as compared to 2013.

## Nine Months Ended September 30, 2014 Compared to Nine Months Ended September 30, 2013

| (dollars in thousands)  | 2014       | Nine Months Ended<br>September 30,<br>2013 | Dollar<br>Change | Percent<br>Change |   |
|---|------------|--|------------------|-------------------|---|
| Revenue from rental operations and other:                     |            |  |                  |                   |   |
| Base rents  | \$ 393,054 | \$ 403,943                                 | \$ (10,889)      | (2.7)             | % |
| Escalations and recoveries from tenants                       | 61,736     | 54,117                                     | 7,619            | 14.1              |   |
| Parking income  | 6,605      | 4,631                                      | 1,974            | 42.6              |   |
| Other income  | 2,667      | 3,335                                      | (668)            | (20.0)            |   |
| Total revenues from rental operations                         | 464,062    | 466,026                                    | (1,964)          | (0.4)             |   |
| Property expenses:  |            |  |                  |                   |   |
| Real estate taxes   | 69,880     | 62,055                                     | 7,825            | 12.6              |   |
| Utilities   | 58,555     | 48,070                                     | 10,485           | 21.8              |   |
| Operating services  | 83,581     | 76,487                                     | 7,094            | 9.3               |   |
| Total property expenses                                       | 212,016    | 186,612                                    | 25,404           | 13.6              |   |
| Non-property revenues:  |            |  |                  |                   |   |
| Construction services   | -          | 15,650                                     | (15,650)         | (100.0)           |   |
| Real estate services  | 21,323     | 20,088                                     | 1,235            | 6.1               |   |
| Total non-property revenues                                   | 21,323     | 35,738                                     | (14,415)         | (40.3)            |   |
| Non-property expenses:  |            |  |                  |                   |   |
| Direct construction costs                                     | -          | 14,945                                     | (14,945)         | (100.0)           |   |
| Real estate services expenses                                 | 20,213     | 15,809                                     | 4,404            | 27.9              |   |
| General and administrative                                    | 49,219     | 37,235                                     | 11,984           | 32.2              |   |
| Depreciation and amortization                                 | 131,679    | 135,122                                    | (3,443)          | (2.5)             |   |
| Impairments   | -          | 48,700                                     | (48,700)         | (100.0)           |   |
| Total non-property expenses                                   | 201,111    | 251,811                                    | (50,700)         | (20.1)            |   |
| Operating income  | 72,258     | 63,341                                     | 8,917            | 14.1              |   |
| Other (expense) income:                                       |            |  |                  |                   |   |
| Interest expense  | (85,458)   | (92,075)                                   | 6,617            | 7.2               |   |
| Interest and other investment income                          | 2,216      | 1,287                                      | 929              | 72.2              |   |
| Equity in earnings (loss) of unconsolidated joint ventures    | (2,060)    | (2,059)                                    | (1)              | -                 |   |
| Realized gains(losses) on disposition of rental property, net | 54,848     | -  | 54,848           | -                 |   |
| Total other (expense) income                                  | (30,454)   | (92,847)                                   | 62,393           | 67.2              |   |
| Income (loss) from continuing operations                      | 41,804     | (29,506)                                   | 71,310           | 241.7             |   |
| Discontinued operations:                                      |            |  |                  |                   |   |
| Income from discontinued operations                           | -          | 11,842                                     | (11,842)         | (100.0)           |   |
| Loss from early extinguishment of debt                        | -          | (703)                                      | 703              | 100.0             |   |
| Realized gains(losses) on disposition of rental property, net | -          | 61,079                                     | (61,079)         | (100.0)           |   |
| Total discontinued operations, net                            | -          | 72,218                                     | (72,218)         | (100.0)           |   |
| Net income  | 41,804     | 42,712                                     | (908)            | (2.1)             |   |
|   | 757        | 1,962                                      | (1,205)          | (61.4)            |   |

Noncontrolling interest in consolidated joint ventures

|  |           |    |         |            |         |
|--|-----------|----|---------|------------|---------|
| Noncontrolling interest in Operating Partnership   | (4,754)   |    | 3,295   | (8,049)    | (244.3) |
| Noncontrolling interest in discontinued operations | -         |    | (8,699) | 8,699      | 100.0   |
| Net income available to common shareholders        | \$ 37,807 | \$ | 39,270  | \$ (1,463) | (3.7) % |

The following is a summary of the changes in revenue from rental operations and property expenses in 2014 as compared to 2013 divided into Same-Store Properties and Acquired Properties (dollars in thousands):

|   | Total Company |         | Same-Store Properties |         | Acquired Properties |         | Properties Sold in 2014 |         |
|---|---------------|---------|-----------------------|---------|---------------------|---------|-------------------------|---------|
|   | Dollar        | Percent | Dollar                | Percent | Dollar              | Percent | Dollar                  | Percent |
| (dollars in thousands)                    | Change        | Change  | Change                | Change  | Change              | Change  | Change                  | Change  |
| Revenue from rental operations and other: |               |         |                       |         |                     |         |                         |         |
| Base rents                                | \$ (10,889)   | (2.7) % | \$ (10,497)           | (2.6) % | \$ 10,995           | 2.7 %   | \$ (11,387)             | (2.8) % |
| Escalations and recoveries from tenants   | 7,619         | 14.1    | 8,415                 | 15.6    | 924                 | 1.7     | (1,720)                 | (3.2)   |
| Parking income                            | 1,974         | 42.6    | (174)                 | (3.8)   | 2,152               | 46.5    | (4)                     | (0.1)   |
| Other income                              | (668)         | (20.0)  | (1,207)               | (36.2)  | 569                 | 17.1    | (30)                    | (0.9)   |
| Total                                     | \$ (1,964)    | (0.4) % | \$ (3,463)            | (0.7) % | \$ 14,640           | 3.1 %   | \$ (13,141)             | (2.8) % |
| Property expenses:                        |               |         |                       |         |                     |         |                         |         |
| Real estate taxes                         | \$ 7,825      | 12.6 %  | \$ 6,824              | 11.0 %  | \$ 2,176            | 3.5 %   | \$ (1,175)              | (1.9) % |
| Utilities                                 | 10,485        | 21.8    | 10,391                | 21.6    | 689                 | 1.4     | (595)                   | (1.2)   |
| Operating services                        | 7,094         | 9.3     | 6,473                 | 8.5     | 2,209               | 2.9     | (1,588)                 | (2.1)   |
| Total                                     | \$ 25,404     | 13.6 %  | \$ 23,688             | 12.7 %  | \$ 5,074            | 2.7 %   | \$ (3,358)              | (1.8) % |
| OTHER DATA:                               |               |         |                       |         |                     |         |                         |         |
| Number of Consolidated Properties         | 232           |         | 224                   |         | 8                   |         | 16                      |         |
| Commercial Square feet (in thousands)     | 25,363        |         | 25,137                |         | 226                 |         | 2,611                   |         |
| Multi-family portfolio (number of units)  | 1,301         |         | -                     |         | 1,301               |         | -                       |         |

Base rents for the Same-Store Properties decreased \$10.5 million, or 2.6 percent, for 2014 as compared to 2013, due primarily to a decrease in occupancy and rental rates in 2014 as compared to 2013. Escalations and recoveries from tenants for the Same-Store Properties increased \$8.4 million, or 15.6 percent, for 2014 over 2013 due primarily to the reimbursement of increased operating expenses for 2014 as compared to 2013. Parking income for the Same-Store Properties decreased \$0.2 million, or 3.8 percent for 2014 as compared to 2013, due primarily to decreased parking demand during the period. Other income for the Same-Store Properties decreased \$1.2 million, or 36.2 percent, due primarily to a decrease in lease breakage fees recognized in 2014 as compared to 2013.

Real estate taxes on the Same-Store Properties increased \$6.8 million, or 11.0 percent, for 2014 as compared to 2013. The change in real estate taxes principally results from a decrease in tax appeal proceeds received in 2014 as compared to 2013. Real estate taxes, without the effect of net tax appeal proceeds, increased \$1.2 million, or 1.9 percent, due primarily to increased rates. Utilities for the Same-Store Properties increased \$10.4 million, or 21.6 percent, for 2014 as compared to 2013, due primarily to sharply increased electricity rates in 2014 as compared to 2013. As more fully discussed in the “Executive Overview”, extended winter freeze conditions in early 2014 caused record electricity demand, and combined with reduced actual gas production and distribution disruptions, resulted in significant market price increases for electricity during the period. Operating services for the Same-Store Properties increased \$6.5 million, or 8.5 percent, due primarily to an increase in maintenance, repair and salary costs of \$4.0 million and in insurance costs of \$1.0 million for 2014 as compared to 2013.

Construction services revenue decreased \$15.7 million, or 100.0 percent, in 2014 as compared to 2013, due to the Company’s phase out of this business segment. Real estate services revenues (primarily reimbursement of property personnel costs) increased by \$1.2 million, or 6.1 percent, for 2014 as compared to 2013, due primarily to an increase in salary reimbursement income for 2014 as compared to 2013.

Direct construction costs decreased \$14.9 million, or 100.0 percent, in 2014 as compared to 2013, due to the Company’s phase out of this business segment.

Real estate services expenses increased \$4.4 million, or 27.9 percent, for 2014 as compared to 2013. This increase was due primarily to increased compensation and related costs, due to increased activity in multifamily services.

General and administrative expenses increased \$12.0 million in 2014 as compared to 2013. This increase was primarily due to approximately \$11.0 million of severance costs related to the departure of two of the Company’s executive vice presidents in 2014 and acquisition transaction costs of \$1.9 million in 2014.



Depreciation and amortization decreased by \$3.4 million, or 2.5 percent, for 2014 over 2013. This decrease was due primarily to a decrease of \$1.8 million for the Same-Store Properties due to assets becoming fully amortized, and a decrease of \$4.6 million for 2014 as compared to 2013 for the properties sold in 2014 (which were not classified as discontinued operations). These were partially offset by an increase of \$3.0 million for 2014 as compared to 2013 for the Acquired Properties.

The Company recorded \$48.7 million in impairment charges in 2013, primarily on nine properties to reduce their carrying values to their estimated fair market values.

Interest expense decreased by \$6.6 million, or 7.2 percent, for 2014 as compared to 2013. This decrease was primarily the result of lower overall average debt balances in 2014 as compared to 2013.

Interest and other investment income increased \$0.9 million, or 72.2 percent, for 2014 as compared to 2013. This was primarily due to higher average notes receivable balances in 2014.

Equity in earnings of unconsolidated joint ventures was relatively unchanged for 2014 as compared to 2013. There were increases due primarily to increased income of \$2.5 million from the Crystal House Apartments Investors venture (which was entered into in March 2013), increased income of \$0.5 million from the Marbella RoseGarden venture and increased income of \$0.5 million from the Harborside South Pier venture. These were partially offset by a loss of \$1.5 million from the KPG-P 100 IMW venture, which was entered into in late 2013, an increased loss of \$1.2 million from the PruRose Riverwalk G venture for 2014 as compared to 2013, and a loss in 2014 of \$0.7 million from the Keystone-TriState venture (which was entered into in 2014).

The Company had realized gains on disposition of rental property of \$54.8 million in 2014 (which were not classified as discontinued operations). See Note 3: Real Estate Transactions – Sales – to the Financial Statements.

Income from continuing operations increased to \$41.8 million in 2014 from a loss of \$29.5 million in 2013. The increase of \$71.3 million was due to the factors discussed above.

Net income available to common shareholders decreased by \$1.5 million, or 3.7 percent from \$39.3 million in 2013 to \$37.8 million in 2014. The decrease was primarily the result of realized gains on disposition of rental property, net, of \$61.1 million in 2013 (which were classified as discontinued operations), a decrease in income from discontinued operations of \$11.8 million for 2014 as compared to 2013, an increase in noncontrolling interest in Operating Partnership of approximately \$8.1 million for 2014 as compared to 2013 and a decrease in noncontrolling interest in consolidated joint ventures of \$1.2 million for 2014 as compared to 2013. These were partially offset by an increase in income from continuing operations of \$71.3 million for 2014 as compared to 2013, a decrease in noncontrolling interest in discontinued operations of \$8.7 million for 2014 as compared to 2013 and a loss on early extinguishment of debt of \$0.7 million in 2013.

## LIQUIDITY AND CAPITAL RESOURCES

### Liquidity

#### Overview:

Historically, rental revenue has been the Company's principal source of funds to pay operating expenses, debt service, capital expenditures and dividends, excluding non-recurring capital expenditures. To the extent that the Company's

cash flow from operating activities is insufficient to finance its non-recurring capital expenditures such as property acquisitions, development and construction costs and other capital expenditures, the Company has and expects to continue to finance such activities through borrowings under its revolving credit facility, other debt and equity financings, proceeds from the sale of properties and joint venture capital.

The Company believes that with the general downturn in the Company's core Northeast markets in recent years, it is reasonably likely that vacancy rates in the office sector may continue to increase, effective rental rates on new and renewed leases at office properties may continue to decrease and tenant installation costs at office properties, including concessions, may continue to increase in most or all of its markets in 2014 and possibly beyond. As a result of the potential negative effects on the Company's revenue from the overall reduced demand for office space and the redeployment of capital from the sale of income-producing office properties to fund the Company's expansion into the multi-family rental sector, the Company's cash flow could be insufficient to cover increased tenant installation costs over the short-term. If this situation were to occur, the Company expects that it would finance any shortfalls through borrowings under its revolving credit facility and other debt and equity financings.

The Company expects to meet its short-term liquidity requirements generally through its working capital, which may include proceeds from the sales of office properties, net cash provided by operating activities and from its revolving credit facility. The Company frequently examines potential property acquisitions and development projects and, at any given time, one or more of such acquisitions or development projects may be under consideration. Accordingly, the ability to fund property acquisitions and development projects is a major part of the Company's financing requirements. The Company expects to meet its financing requirements through funds generated from operating activities, to the extent available, proceeds from property sales, joint venture capital, long-term and short-term borrowings (including draws on the Company's revolving credit facility) and the issuance of additional debt and/or equity securities.

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

The Company continually reviews its portfolio and opportunities to divest office properties that no longer meet its long-term strategy, have reached their potential, are less efficient to operate, or when market conditions are favorable to be sold at attractive prices. The Company anticipates redeploying the proceeds from sales of office and office/flex properties in the near-term to develop, redevelop and acquire multi-family rental properties as well as reposition certain office properties into multi-family/mixed use properties, in its core Northeast sub-markets as part of its overall strategy to reposition its portfolio from office and office/flex to a mix of office, office/flex and multi-family rental properties. The Company believes this strategy will provide additional working capital for its expansion into the multi-family rental sector. In continuation of this strategy, the Company entered into the following transactions:

#### Construction Projects:

Pursuant to a developer agreement entered into in December 2011, on May 21, 2014, the Company entered into a joint venture agreement with Ironstate Harborside-A LLC ("ISA") to form Harborside Unit A Urban Renewal, L.L.C. ("URL-Harborside"), a newly-formed joint venture that will develop, own and operate a high-rise tower of approximately 763 multi-family apartment units above a parking pedestal to be located on land contributed by the Company at its Harborside complex in Jersey City, New Jersey (the "URL Project"). The construction of the URL Project is estimated to cost a total of approximately \$320 million (of which development costs of \$52.9 million have been incurred by URL-Harborside through September 30, 2014). The URL Project is projected to be ready for occupancy by the fourth quarter of 2016. The URL Project has been awarded up to \$33 million in future tax credits ("URL Tax Credits"), subject to certain conditions, from the New Jersey Economic Development Authority. The venture has an agreement to sell these credits, subject to certain conditions. On August 1, 2014, the venture obtained a construction/permanent loan with a maximum borrowing amount of \$192 million (with no balance currently outstanding as of September 30, 2014), which bears interest at a rate of 5.197 percent and matures in August 2029. The Company currently expects that it will fund approximately \$65.6 million of the remaining development costs of the project, net of the loan financing.

The Company owns an 85 percent interest in URL-Harborside and the remaining interest owned by ISA, with shared control over major decisions such as, approval of budgets, property financings and leasing guidelines. Upon entering into the joint venture, the Company's initial contribution was \$30.6 million, which included a capital credit of \$30 per approved developable square foot for its contributed land aggregating approximately \$20.6 million with the balance consisting of previously incurred development costs, and ISA's initial contribution was approximately \$5.4 million. The Company has funded an additional \$12.6 million in development costs for the venture through September 30, 2014.

In July 2012, the Company entered into a ground lease with Wegmans Food Markets, Inc. ("Wegmans") at the Company's undeveloped site located at Sylvan Way and Ridgedale Avenue in Hanover Township, New Jersey. Subject to receiving all necessary governmental approvals, Wegmans intends to construct a store of approximately 140,000

square feet on a finished pad to be delivered by the Company in the third quarter of 2015. The Company expects to incur costs of approximately \$15.7 million for the development of the site through the fourth quarter of 2016 (of which the Company has incurred \$7.0 million through September 30, 2014).

On August 22, 2013, the Company contributed an additional \$4.9 million and the operating agreement of Eastchester was modified which increased the Company's effective ownership to 76.25 percent, with the remaining 23.75 percent owned by HVLH. The agreement also provided the Company with control of all major decisions. Accordingly, effective August 22, 2013, the Company consolidated Eastchester under the provisions of ASC 810, Consolidation. As the carrying value approximated the fair value of the net assets acquired, there was no holding period gain or loss recognized on this transaction. The Company had acquired a 26.25 percent interest in a to-be-built, 108-unit multi-family rental property located in Eastchester, New York (the "Eastchester Project") for approximately \$2.1 million. The remaining interests in the development project-owning entity, 150 Main Street, L.L.C. ("Eastchester") was owned 26.25 percent by JMP Eastchester, L.L.C. and 47.5 percent by Hudson Valley Land Holdings, L.L.C. ("HVLH"). The Eastchester Project began construction in late 2013. Estimated total development costs of \$50 million are expected to be funded with a \$28.8 million construction loan and the balance of \$21.2 million from member's capital, of which the Company's share is \$20.9 million.

**REIT Restrictions:**

To maintain its qualification as a REIT under the Code, the Company must make annual distributions to its stockholders of at least 90 percent of its REIT taxable income, determined without regard to the dividends paid deduction and by excluding net capital gains. Moreover, the Company intends to continue to make regular quarterly distributions to its common stockholders. Based upon the most recently paid common stock dividend rate of \$0.15 per common share, in the aggregate, such distributions would equal approximately \$53.3 million (\$60 million, including common units in the Operating Partnership, held by parties other than the Company) on an annualized basis. However, any such distribution, whether for federal income tax purposes or otherwise, would be paid out of available cash, including borrowings and other sources, after meeting operating requirements, preferred stock dividends and distributions, and scheduled debt service on the Company's debt. If and to the extent the Company retains and does not distribute any net capital gains, the Company will be required to pay federal, state and local taxes on such net capital gains at the rate applicable to capital gains of a corporation.

**Property Lock-Ups:**

The Company may not dispose of or distribute certain of its properties, currently comprised of seven properties with an aggregate net book value of approximately \$125.2 million, which were originally contributed by certain unrelated common unitholders of the Operating Partnership, without the express written consent of such common unitholders, as applicable, except in a manner which does not result in recognition of any built-in-gain (which may result in an income tax liability) or which reimburses the appropriate specific common unitholders for the tax consequences of the recognition of such built-in-gains (collectively, the "Property Lock-Ups"). The aforementioned restrictions do not apply in the event that the Company sells all of its properties or in connection with a sale transaction which the Company's Board of Directors determines is reasonably necessary to satisfy a material monetary default on any unsecured debt, judgment or liability of the Company or to cure any material monetary default on any mortgage secured by a property. The Property Lock-Ups expire periodically through 2016. Upon the expiration of the Property Lock-Ups, the Company is generally required to use commercially reasonable efforts to prevent any sale, transfer or other disposition of the subject properties from resulting in the recognition of built-in gain to the specific common unitholders, which include members of the Mack Group (which includes William L. Mack, Chairman of the Company's Board of Directors; David S. Mack, director; Earle I. Mack, a former director; and Mitchell E. Hersh, president, chief executive officer and director), the Robert Martin Group (which includes Robert F. Weinberg, a former director and current member of its Advisory Board), and the Cali Group (which includes John R. Cali, a former director and current member of its Advisory Board). As of September 30, 2014, 110 of the Company's properties, with an aggregate net book value of approximately \$1.3 billion, have lapsed restrictions and are subject to these conditions.

**Unencumbered Properties:**

As of September 30, 2014, the Company had 207 unencumbered properties with a carrying amount of \$2.5 billion representing 88.8 percent of the Company's total consolidated property count.

**Cash Flows**

Cash and cash equivalents decreased by \$116.2 million to \$105.5 million at September 30, 2014, compared to \$221.7 million at December 31, 2013. This decrease is comprised of the following net cash flow items:

- (1) \$115.5 million provided by operating activities.
- (2) \$65.9 million used in investing activities, consisting primarily of the following:
  - (a) \$62.3 million used for the issuance of notes and mortgage receivables; plus

- (b) \$77.1 million used for additions to rental property and improvements; plus
  - (c) \$46.9 million used for rental property acquisitions and related intangibles; plus
  - (d) \$4.8 million used for the development of rental property, other related costs and deposits; plus
  - (e) \$57.6 million used for investments in unconsolidated joint ventures; plus
  - (f) \$6.7 million used for restricted cash; minus
  - (g) \$274.8 million from proceeds from the sale of rental property; minus
  - (h) \$36.3 million received from distributions in excess of cumulative earnings from unconsolidated joint ventures; minus
    - (i) \$10.3 million from repayments of notes receivable.
- (3) \$297.6 million used in financing activities, consisting primarily of the following:
- (a) \$200.0 million used for repayments of senior unsecured notes; plus
  - (b) \$74.8 million used for payments of dividends and distributions; plus
  - (c) \$5.2 million used for the payments of contingent consideration payments; plus
  - (d) \$44.8 million used for repayments of mortgages, loans payable and other obligations; plus
  - (e) \$262.3 million used for repayments of revolving credit facility; plus
  - (f) \$1.0 million used for repayment of finance costs; minus
  - (g) \$262.3 million from borrowings under the revolving credit facility; minus
  - (h) \$28.4 million from proceeds received from mortgages.

## Debt Financing

## Summary of Debt:

The following is a breakdown of the Company's debt between fixed and variable-rate financing as of September 30, 2014:

|  | Balance<br>(\$000's) | % of Total | Weighted Average<br>Interest Rate (a) | Weighted<br>Average<br>Maturity in Years |
|--|----------------------|------------|---------------------------------------|--|
| Fixed Rate Unsecured Debt and<br>Other Obligations | \$ 1,417,439         | 63.32 %    | 4.92 %                                | 4.87                                     |
| Fixed Rate Secured Debt                            | 625,776              | 27.95 %    | 7.73 %                                | 2.77                                     |
| Variable Rate Secured Debt                         | 195,426              | 8.73 %     | 3.86 %                                | 1.59                                     |
| Totals/Weighted Average:                           | \$ 2,238,641         | 100.00 %   | 5.62 % (b)                            | 4.00                                     |

(a) The actual weighted average LIBOR rate for the Company's variable rate debt was 0.17 percent as of September 30, 2014, plus the applicable spread.

(b) Excludes amortized deferred financing costs pertaining to the Company's unsecured revolving credit facility which amounted to \$0.7 million and \$2.0 million for the three and nine months ended September 30, 2014, respectively.

## Debt Maturities:

Scheduled principal payments and related weighted average annual effective interest rates for the Company's debt as of September 30, 2014 are as follows:

| Period   | Scheduled<br>Amortization<br>(\$000's) | Principal<br>Maturities<br>(\$000's) | Total<br>(\$000's) | Weighted Avg.<br>Effective Interest Rate of<br>Future Repayments (a) |
|--|--|--------------------------------------|--------------------|--|
| October 1 to December 31,<br>2014  | \$ 2,305                               | \$ 133,484                           | \$ 135,789         | 8.67 %   |
| 2015   | 8,539                                  | 220,646                              | 229,185            | 4.54 %   |
| 2016   | 8,311                                  | 333,272                              | 341,583            | 6.97 %   |
| 2017   | 7,275                                  | 391,369                              | 398,644            | 4.11 %   |
| 2018   | 7,311                                  | 231,537                              | 238,848            | 6.67 %   |
| Thereafter   | 658                                    | 906,566                              | 907,224            | 5.32 %   |
| Sub-total  | 34,399                                 | 2,216,874                            | 2,251,273          |  |
| Adjustment for unamortized<br>debt<br>discount/premium, net, as of<br>September 30, 2014 | (12,632)                               | -                                    | (12,632)           |  |
| Totals/Weighted Average  | \$ 21,767                              | \$ 2,216,874                         | \$ 2,238,641       | 5.62 % (b)   |

- (a) The actual weighted average LIBOR rate for the Company's outstanding variable rate debt was 0.17 percent as of September 30, 2014, plus the applicable spread.
- (b) Excludes amortized deferred financing costs pertaining to the Company's unsecured revolving credit facility which amounted to \$0.7 million and \$2.0 million for the three and nine months ended September 30, 2014, respectively.

Senior Unsecured Notes:

On February 18, 2014, the Company repaid its \$200 million face amount of 5.125 percent senior unsecured notes at their maturity, using available cash and borrowing on the Company's unsecured revolving credit facility.

The terms of the Company's senior unsecured notes (which totaled approximately \$1.4 billion as of September 30, 2014) include certain restrictions and covenants which require compliance with financial ratios relating to the maximum amount of debt leverage, the maximum amount of secured indebtedness, the minimum amount of debt service coverage and the maximum amount of unsecured debt as a percent of unsecured assets.



## Unsecured Revolving Credit Facility:

On July 16, 2013, the Company amended and restated its unsecured revolving credit facility with a group of 17 lenders. The \$600 million facility is expandable to \$1 billion and matures in July 2017. It has two six month extension options each requiring the payment of a 7.5 basis point fee. The interest rate on outstanding borrowings (not electing the Company's competitive bid feature) and the facility fee on the current borrowing capacity payable quarterly in arrears are based upon the Operating Partnership's unsecured debt ratings, as follows:

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

The facility has a competitive bid feature, which allows the Company to solicit bids from lenders under the facility to borrow up to \$300 million at interest rates less than those above.

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

The lending group for the credit facility consists of: JPMorgan Chase Bank, N.A., as administrative agent; Bank of America, N.A., as syndication agent; Deutsche Bank AG New York Branch; U.S. Bank National Association and Wells Fargo Bank, N.A., as documentation agents; Capital One, National Association; Citibank N.A.; Comerica Bank; PNC Bank, National Association; SunTrust Bank; The Bank of Tokyo-Mitsubishi UFJ, LTD.; The Bank of New York Mellon; as managing agents; and Compass Bank; Branch Banking and Trust Company; TD Bank, N.A.; Citizens Bank of Pennsylvania; Mega International Commercial Bank Co., LTD. New York Branch, as participants.

Through July 15, 2013, the Company had a \$600 million unsecured revolving credit facility, which had an interest rate on outstanding borrowings of LIBOR plus 125 basis points and a facility fee of 25 basis points.

As of October 20, 2014, the Company had no outstanding borrowings under its unsecured revolving credit facility.

## Money Market Loan:

The Company entered into an agreement with JPMorgan Chase Bank to participate in a noncommitted money market loan program ("Money Market Loan"). The Money Market Loan is an unsecured borrowing of up to \$75 million arranged by JPMorgan Chase Bank with maturities of 30 days or less. The rate of interest on the Money Market Loan

borrowing is set at the time of each borrowing. As of September 30, 2014, the Company had no outstanding borrowings under its Money Market Loan program.

**Mortgages, Loans Payable and Other Obligations and Notes Receivables:**

On April 10, 2014, the Company obtained a \$27.5 million mortgage loan, collateralized by its property located in Rahway, New Jersey. The loan bears interest of LIBOR plus 1.75 percent and matures in April 2019 with two one-year extension options, subject to certain conditions, with a fee of 125 basis points. The loan is interest-only during the initial three-year term.

On June 6, 2014, the Company and an affiliate of KPG acquired 50 percent tenants-in-common interests each for \$62.5 million in the Curtis Center Property, which amounted to a total purchase of approximately \$125.0 million for the property. In connection with the transaction, the Company provided short-term loans to KPG affiliates, as follows: a 90-day, \$52.3 million loan which bore interest at an annual rate of 3.5 percent payable at maturity, which was collateralized by the KPG affiliates' interest in the Curtis Center Property; and a 90-day, \$10 million loan which also bore interest at an annual rate of 3.5 percent payable at maturity. The investments were funded by the Company primarily through borrowing under its revolving credit facility. The \$10 million loan was repaid in full on September 2, 2014 and the \$52.3 million loan was subsequently repaid in full on October 1, 2014.

On October 1, 2014, the Company obtained \$64.0 million in mortgage loan proceeds, representing its 50 percent interest in a \$102 million senior loan with a current rate of 3.45 percent at September 30, 2014 and its 50 percent interest in a \$26 million mezzanine loan (with a maximum borrowing capacity of \$48 million) with a current rate of 9.65 percent at September 30, 2014. These loans are scheduled to mature in October 2016 and are collateralized by the Curtis Center Property. The senior loan rate is based on a floating rate of one-month LIBOR plus 329 basis points and the mezzanine loan rate is based on a floating rate of one-month LIBOR plus 950 basis points. Both loans have LIBOR caps for the period. The loans provide for three one-year extension options.

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

**Joint Venture Activity:**

On August 6, 2014, the Stamford SM LLC joint venture received repayment in full on the joint venture's senior mezzanine note receivable, of which the Company received a distribution of \$37.8 million from the venture representing its share of the net proceeds.

**Debt Strategy:**

The Company does not intend to reserve funds to retire the Company's senior unsecured notes, outstanding borrowings under its unsecured revolving credit facility, or its mortgages, loans payable and other obligations upon maturity. Instead, the Company will seek to refinance such debt at maturity or retire such debt through the issuance of additional equity or debt securities on or before the applicable maturity dates. If it cannot raise sufficient proceeds to retire the maturing debt, the Company may draw on its revolving credit facility to retire the maturing indebtedness, which would reduce the future availability of funds under such facility. As of October 20, 2014, the Company had no outstanding borrowings under its unsecured revolving credit facility and under the Money Market Loan. The Company is reviewing various financing and refinancing options, including the purchase of its senior unsecured notes in privately-negotiated transactions, the issuance of additional, or exchange of current, unsecured debt, common and preferred stock, and/or obtaining additional mortgage debt, some or all of which may be completed in 2014. The Company currently anticipates that its available cash and cash equivalents, cash flows from operating activities and proceeds from the sale of office properties, together with cash available from borrowings and other sources, will be adequate to meet the Company's capital and liquidity needs in the short term. However, if these sources of funds are insufficient or unavailable, due to current economic conditions or otherwise, or if capital needs to fund acquisition and development opportunities in the multi-family rental sector arise, the Company's ability to make the expected distributions discussed in "REIT Restrictions" above may be adversely affected.

**Equity Financing and Registration Statements**

**Common Equity:**

The following table presents the changes in the Company's issued and outstanding shares of Common Stock and the Operating Partnership's Common Units for the nine months ended September 30, 2014:

| Common<br>Stock | Common<br>Units | Total |
|-----------------|-----------------|-------|
|-----------------|-----------------|-------|

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|  |            |            |             |
|--|------------|------------|-------------|
| Outstanding at January 1, 2014                                       | 88,247,591 | 11,864,775 | 100,112,366 |
| Common units redeemed for Common Stock                               | 772,731    | (772,731)  | -           |
| Shares issued under Dividend Reinvestment<br>and Stock Purchase Plan | 5,152      | -          | 5,152       |
| Restricted shares issued, net of cancellations                       | 29,746     | -          | 29,746      |
| Outstanding at September 30, 2014                                    | 89,055,220 | 11,092,044 | 100,147,264 |

Share Repurchase Program:

The Company has a share repurchase program which was renewed and authorized by its Board of Directors in September 2012 to purchase up to \$150 million of the Company's outstanding common stock ("Repurchase Program"), which it may repurchase from time to time in open market transactions at prevailing prices or through privately negotiated transactions. As of September 30, 2014, the Company has a remaining authorization under the Repurchase Program of \$139 million. There were no common stock repurchases in 2013 and through October 20, 2014.

**Dividend Reinvestment and Stock Purchase Plan:**

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

**Shelf Registration Statements:**

The Company has an effective shelf registration statement on Form S-3 filed with the SEC for an aggregate amount of \$2.0 billion in common stock, preferred stock, depositary shares, and/or warrants of the Company, under which no securities have been sold as of October 20, 2014.

The Company and the Operating Partnership also have an effective shelf registration statement on Form S-3 filed with the SEC for an aggregate amount of \$2.5 billion in common stock, preferred stock, depositary shares and guarantees of the Company and debt securities of the Operating Partnership, under which no securities have been sold as of October 20, 2014.

**Off-Balance Sheet Arrangements****Unconsolidated Joint Venture Debt:**

The debt of the Company’s unconsolidated joint ventures generally provide for recourse to the Company for customary matters such as intentional misuse of funds, environmental conditions and material misrepresentations. The Company has agreed to guarantee repayment of a portion of the debt of its unconsolidated joint ventures. Such debt has a total facility amount of \$287.9 million of which the Company has agreed to guarantee up to \$71.5 million. As of September 30, 2014, the outstanding balance of such debt totaled \$215.5 million of which \$62.6 million was guaranteed by the Company. The Company has also posted a \$4.1 million letter of credit in support of the Harborside South Pier joint venture, half of which is indemnified by Hyatt Corporation, the Company’s joint venture partner.

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

**Contractual Obligations**

The following table outlines the timing of payment requirements related to the Company’s debt (principal and interest), PILOT agreements, ground lease agreements and other obligations, as of September 30, 2014:

| (dollars in thousands) | Total        | Payments Due by Period |             |             |              |                |
|------------------------|--------------|------------------------|-------------|-------------|--------------|----------------|
|                        |              | Less than 1 Year       | 1 – 3 Years | 4 – 5 Years | 6 – 10 Years | After 10 Years |
| Senior unsecured notes | \$ 1,750,956 | \$ 213,231             | \$ 301,375  | \$ 586,200  | \$ 650,150   | \$ -           |

|  |              |            |            |            |            |           |
|--|--------------|------------|------------|------------|------------|-----------|
| Mortgages, loans payable and other obligations (a) | 957,713      | 259,139    | 350,815    | 347,759    | -          | -         |
| Payments in lieu of taxes (PILOT)                  | 33,632       | 4,407      | 13,222     | 8,815      | 7,188      | -         |
| Ground lease payments                              | 17,151       | 370        | 904        | 467        | 1,166      | 14,244    |
| Other  | 2,438        | -          | 2,438      | -          | -          | -         |
| Total  | \$ 2,761,890 | \$ 477,147 | \$ 668,754 | \$ 943,241 | \$ 658,504 | \$ 14,244 |

(a) Interest payments assume LIBOR rate of 0.17 percent, which is the weighted average rate on its outstanding variable rate mortgage debt at September 30, 2014, plus the applicable spread.

#### Departure of Executive Vice Presidents:

On March 3, 2014, the Company announced that it had entered into a Settlement and General Release Agreement with Barry Lefkowitz (the "Lefkowitz Separation Agreement") pursuant to which Mr. Lefkowitz left his position as Executive Vice President and Chief Financial Officer of the Company effective March 31, 2014 after twenty (20) years with the Company and its predecessor. The Lefkowitz Separation Agreement provides, pursuant to the terms of his employment agreement, for (i) vesting of 68,667 shares of restricted common stock pursuant to Mr. Lefkowitz's multi-year performance award, (ii) vesting of 11,457 newly issued shares of common stock of the Company pursuant to Mr. Lefkowitz's TSR-based performance award, (iii) a cash payment to Mr. Lefkowitz of \$2.5 million, (iv) a cash payment of \$763,021 pursuant to his deferred retirement compensation award, and (v) a cash payment of \$123,601 in accrued but unpaid dividend equivalents pursuant to his multi-year performance award. All such cash amounts were paid to Mr. Lefkowitz on October 1, 2014. The Company also will pay the premiums for the continuation of Mr. Lefkowitz's existing health insurance for a period up to 48 months following March 31, 2014.

Also on March 3, 2014, the Company announced that it had entered into a Settlement and General Release Agreement with Roger W. Thomas (the “Thomas Separation Agreement”) pursuant to which Mr. Thomas left his position as Executive Vice President, General Counsel and Secretary of the Company effective March 31, 2014 after twenty (20) years with the Company and its predecessor. The Thomas Separation Agreement provides, pursuant to the terms of his employment agreement, for (i) vesting of 41,000 shares of restricted common stock pursuant to Mr. Thomas’ multi-year performance award, (ii) acceleration but discretionary full vesting of 33,605 newly issued shares of common stock of the Company pursuant to Mr. Thomas’ TSR-based performance award, (iii) a cash payment to Mr. Thomas of \$2.5 million, (iv) a cash payment of \$476,888 pursuant to his deferred retirement compensation award, and (v) a cash payment of \$73,800 in accrued but unpaid dividend equivalents pursuant to his multi-year performance award. All such cash amounts were paid to Mr. Thomas on October 1, 2014. The Company also will pay the premiums for the continuation of Mr. Thomas’ existing health insurance for a period up to 48 months following September 30, 2014. Mr. Thomas remained as a consultant to the Company from April 1, 2014 through September 30, 2014 for aggregate cash compensation of \$300,000.

#### Funds from Operations

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

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

As the Company considers its primary earnings measure, net income available to common shareholders, as defined by GAAP, to be the most comparable earnings measure to FFO, the following table presents a reconciliation of net income available to common shareholders to FFO, as calculated in accordance with NAREIT’s current definition, for the three and nine months ended September 30, 2014 and 2013 (in thousands):

|  | Three Months Ended<br>September 30, |          | Nine Months Ended<br>September 30, |           |
|--|-------------------------------------|----------|------------------------------------|-----------|
|  | 2014                                | 2013     | 2014                               | 2013      |
| Net income available to common shareholders                                    | \$ 1,982                            | \$ 4,643 | \$ 37,807                          | \$ 39,270 |
| Add (deduct): Noncontrolling interests in Operating Partnership                | 248                                 | (5,314)  | 4,754                              | (3,295)   |
| Noncontrolling interests in discontinued operations                            | -                                   | 5,948    | -                                  | 8,699     |
| Real estate-related depreciation and amortization on continuing operations (a) | 46,071                              | 48,685   | 140,810                            | 144,834   |
| Real estate-related depreciation and amortization                              |                                     |          |                                    |           |

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|  |           |           |            |            |
|--|-----------|-----------|------------|------------|
| on discontinued operations   | -         | 1,769     | -          | 8,196      |
| Impairments  | -         | 48,700    | -          | 72,551     |
| Realized (gains) losses on disposition<br>of rental property and impairments | (264)     | (47,321)  | (54,848)   | (84,930)   |
| Funds from operations  | \$ 48,037 | \$ 57,110 | \$ 128,523 | \$ 185,325 |

(a) Includes the Company's share from unconsolidated joint ventures of \$4,181 and \$4,145 for the three months ended September 30, 2014 and 2013, respectively, and \$9,396 and \$11,417 for the nine months ended September 30, 2014 and 2013, respectively. Excludes non-real estate-related depreciation and amortization of \$93 and \$71 for the three months ended September 30, 2014 and 2013, respectively, and \$265 and \$222 for the nine months ended September 30, 2014 and 2013, respectively.



### Inflation

The Company's leases with the majority of its commercial tenants provide for recoveries and escalation charges based upon the tenant's proportionate share of, and/or increases in, real estate taxes and certain operating costs, which reduce the Company's exposure to increases in operating costs resulting from inflation.

### DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

We consider portions of this information, including the documents incorporated by reference, to be forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 21E of such act. Such forward-looking statements relate to, without limitation, our future economic performance, plans and objectives for future operations and projections of revenue and other financial items. Forward-looking statements can be identified by the use of words such as "may," "will," "plan," "potential," "projected," "should," "expect," "anticipate," "estimate," "continue" or comparable terminology. Forward-looking statements are inherently subject to risks and uncertainties, many of which we cannot predict with accuracy and some of which we might not even anticipate. Although we believe that the expectations reflected in such forward-looking statements are based upon reasonable assumptions at the time made, we can give no assurance that such expectations will be achieved. Future events and actual results, financial and otherwise, may differ materially from the results discussed in the forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements.

Among the factors about which we have made assumptions are:

- risks and uncertainties affecting the general economic climate and conditions, which in turn may have a negative effect on the fundamentals of our business and the financial condition of our tenants;
- the value of our real estate assets, which may limit our ability to dispose of assets at attractive prices or obtain or maintain debt financing secured by our properties or on an unsecured basis;
  - the extent of any tenant bankruptcies or of any early lease terminations;
    - our ability to lease or re-lease space at current or anticipated rents;
    - changes in the supply of and demand for our properties;
  - changes in interest rate levels and volatility in the securities markets;
    - changes in operating costs;
  - our ability to obtain adequate insurance, including coverage for terrorist acts;
- the availability of financing on attractive terms or at all, which may adversely impact our ability to pursue acquisition and development opportunities and refinance existing debt and our future interest expense;
  - changes in governmental regulation, tax rates and similar matters; and
- other risks associated with the development and acquisition of properties, including risks that the development may not be completed on schedule, that the tenants will not take occupancy or pay rent, or that development or operating costs may be greater than anticipated.

For further information on factors which could impact us and the statements contained herein, see Item 1A: Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2013. We assume no obligation to update and supplement forward-looking statements that become untrue because of subsequent events, new information or otherwise.

Item 3.

Quantitative And Qualitative Disclosures About Market Risk

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

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Approximately \$2.0 billion of the Company's long-term debt as of September 30, 2014 bears interest at fixed rates and therefore the fair value of these instruments is affected by changes in market interest rates. The following table presents principal cash flows (in thousands) based upon maturity dates of the debt obligations and the related weighted-average interest rates by expected maturity dates for the fixed rate debt. The interest rates on the Company's variable rate debt as of September 30, 2014 ranged from LIBOR plus 175 basis points to LIBOR plus 455 basis points. Assuming interest-rate caps are not in effect, if market rates of interest on the Company's variable rate debt increased or decreased by 100 basis points, then the increase or decrease in interest costs on the Company's variable rate debt would be approximately \$2.0 million annually and the increase or decrease in the fair value of the Company's fixed rate debt as of September 30, 2014 would be approximately \$76 million.

| September<br>30, 2014<br>Debt,<br>including<br>current<br>portion<br>( \$ s i n<br>thousands) | 10/1/14 -  |            |            |            |            |            | Sub-total    | Other<br>(a) | Total        |
|---|------------|------------|------------|------------|------------|------------|--------------|--------------|--------------|
|   | 12/31/2014 | 2015       | 2016       | 2017       | 2018       | Thereafter |              |              |              |
| Fixed Rate \$   | 98,839     | \$ 162,427 | \$ 277,583 | \$ 397,493 | \$ 237,447 | \$ 882,058 | \$ 2,055,847 | \$(12,632)   | \$ 2,043,215 |
| Average<br>Interest<br>Rate   | 10.54%     | 5.89%      | 7.14%      | 4.12%      | 6.70%      | 5.41%      |              |              | 5.78%        |
| Variable<br>Rate \$   | 36,950     | 66,758     | \$ 64,000  | \$ 218     | -          | \$ 27,500  | \$ 195,426   | -            | \$ 195,426   |

(a) Adjustment for unamortized debt discount/premium, net, as of September 30, 2014.

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

#### Item 4. Controls and Procedures

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

Changes In Internal Control Over Financial Reporting. There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

MACK-CALI REALTY CORPORATION

Part II – Other Information

Item 1. Legal Proceedings

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

Item 1A. Risk Factors

None.

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

(a) COMMON STOCK

During the three months ended September 30, 2014, the Company issued 71,974 shares of common stock to holders of common units in the Operating Partnership upon the redemption of such common units in private offerings pursuant to Section 4(2) of the Securities Act. The holders of the common units were limited partners of the Operating Partnership and accredited investors under Rule 501 of the Securities Act. The common units were redeemed for an equal number of shares of common stock. The Company has registered the resale of such shares under the Securities Act.

(b) Not Applicable.

(c) Not Applicable.

Item 3. Defaults Upon Senior Securities

(a) Not Applicable.

(b) Not Applicable.

Item 4. Mine Safety Disclosures

Not Applicable.

Item 5. Other Information

(a) Not Applicable.

(b) None.

Item 6. Exhibits

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



MACK-CALI REALTY CORPORATION

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Mack-Cali Realty Corporation  
(Registrant)

Date: October 22, 2014

By: /s/ Mitchell E. Hersh  
Mitchell E. Hersh  
President and Chief Executive Officer  
(principal executive officer)

Date: October 22, 2014

By: /s/ Anthony Krug  
Anthony Krug  
Chief Financial Officer  
(principal financial officer)

MACK-CALI REALTY CORPORATION

EXHIBIT INDEX

| Exhibit Number | Exhibit Title   |
|----------------|---|
| 3.1            | Articles of Restatement of Mack-Cali Realty Corporation dated September 18, 2009 (filed as Exhibit 3.2 to the Company's Form 8-K dated September 17, 2009 and incorporated herein by reference).  |
| 3.2            | Articles of Amendment to the Articles of Restatement of Mack-Cali Realty Corporation as filed with the State Department of Assessments and Taxation of Maryland on May 14, 2014 (filed as Exhibit 3.1 to the Company's Form 8-K dated 12, 2014 and incorporated herein by reference).                             |
| 3.3            | Amended and Restated Bylaws of Mack-Cali Realty Corporation dated June 10, 1999 (filed as Exhibit 3.2 to the Company's Form 8-K dated June 10, 1999 and incorporated herein by reference).  |
| 3.4            | Amendment No. 1 to the Amended and Restated Bylaws of Mack-Cali Realty Corporation dated March 4, 2003, (filed as Exhibit 3.3 to the Company's Form 10-Q dated March 31, 2003 and incorporated herein by reference).  |
| 3.5            | Amendment No. 2 to the Mack-Cali Realty Corporation Amended and Restated Bylaws dated May 24, 2006 (filed as Exhibit 3.1 to the Company's Form 8-K dated May 24, 2006 and incorporated herein by reference).  |
| 3.6            | Amendment No. 3 to the Mack-Cali Realty Corporation Amended and Restated Bylaws dated May 14, 2014 (filed as Exhibit 3.2 to the Company's Form 8-K dated 12, 2014 and incorporated herein by reference).  |
| 3.7            | Second Amended and Restated Agreement of Limited Partnership of Mack-Cali Realty, L.P. dated December 11, 1997 (filed as Exhibit 10.110 to the Company's Form 8-K dated December 11, 1997 and incorporated herein by reference).  |
| 3.8            | Amendment No. 1 to the Second Amended and Restated Agreement of Limited Partnership of Mack-Cali Realty, L.P. dated August 21, 1998 (filed as Exhibit 3.1 to the Company's and the Operating Partnership's Registration Statement on Form S-3, Registration No. 333-57103, and incorporated herein by reference). |
| 3.9            | Second Amendment to the Second Amended and Restated Agreement of Limited Partnership of Mack-Cali Realty, L.P. dated July 6, 1999 (filed as Exhibit 10.1 to the Company's Form 8-K dated July 6, 1999 and incorporated herein by reference).  |



- 3.10 Third Amendment to the Second Amended and Restated Agreement of Limited Partnership of Mack-Cali Realty, L.P. dated September 30, 2003 (filed as Exhibit 3.7 to the Company's Form 10-Q dated September 30, 2003 and incorporated herein by reference).
- 4.1 Indenture dated as of March 16, 1999, by and among Mack-Cali Realty, L.P., as issuer, Mack-Cali Realty Corporation, as guarantor, and Wilmington Trust Company, as trustee (filed as Exhibit 4.1 to the Operating Partnership's Form 8-K dated March 16, 1999 and incorporated herein by reference).
- 4.2 Supplemental Indenture No. 1 dated as of March 16, 1999, by and among Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.2 to the Operating Partnership's Form 8-K dated March 16, 1999 and incorporated herein by reference).
- 4.3 Supplemental Indenture No. 2 dated as of August 2, 1999, by and among Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.4 to the Operating Partnership's Form 10-Q dated June 30, 1999 and incorporated herein by reference).
- 4.4 Supplemental Indenture No. 3 dated as of December 21, 2000, by and among Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.2 to the Operating Partnership's Form 8-K dated December 21, 2000 and incorporated herein by reference).
- 4.5 Supplemental Indenture No. 4 dated as of January 29, 2001, by and among Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.2 to the Operating Partnership's Form 8-K dated January 29, 2001 and incorporated herein by reference).
- 4.6 Supplemental Indenture No. 5 dated as of December 20, 2002, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.2 to the Operating Partnership's Form 8-K dated December 20, 2002 and incorporated herein by reference).

| Exhibit Number | Exhibit Title   |
|----------------|---|
| 4.7            | Supplemental Indenture No. 6 dated as of March 14, 2003, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.2 to the Company's Form 8-K dated March 14, 2003 and incorporated herein by reference).         |
| 4.8            | Supplemental Indenture No. 7 dated as of June 12, 2003, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.2 to the Company's Form 8-K dated June 12, 2003 and incorporated herein by reference).           |
| 4.9            | Supplemental Indenture No. 8 dated as of February 9, 2004, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.2 to the Company's Form 8-K dated February 9, 2004 and incorporated herein by reference).     |
| 4.10           | Supplemental Indenture No. 9 dated as of March 22, 2004, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.2 to the Company's Form 8-K dated March 22, 2004 and incorporated herein by reference).         |
| 4.11           | Supplemental Indenture No. 10 dated as of January 25, 2005, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.2 to the Company's Form 8-K dated January 25, 2005 and incorporated herein by reference).    |
| 4.12           | Supplemental Indenture No. 11 dated as of April 15, 2005, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.2 to the Company's Form 8-K dated April 15, 2005 and incorporated herein by reference).        |
| 4.13           | Supplemental Indenture No. 12 dated as of November 30, 2005, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.2 to the Company's Form 8-K dated November 30, 2005 and incorporated herein by reference).  |
| 4.14           | Supplemental Indenture No. 13 dated as of January 24, 2006, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.2 to the Company's Form 8-K dated January 18, 2006 and incorporated herein by reference).    |
| 4.15           | Supplemental Indenture No. 14 dated as of August 14, 2009, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.2 to the Company's Form 8-K dated August 14, 2009 and incorporated herein by reference).      |
| 4.16           | Supplemental Indenture No. 15 dated as of April 19, 2012, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.2 to the Company's Form 8-K dated April 19, 2012 and incorporated herein by reference).        |
| 4.17           | Supplemental Indenture No. 16 dated as of November 20, 2012, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee. (filed as Exhibit 4.2 to the Company's Form 8-K dated November 20, 2012 and incorporated herein by reference). |

- 4.18 Supplemental Indenture No. 17 dates as of May 8, 2013, by and between Mack-Cali Realty, L.P., as issuer, and Wilmington Trust Company, as trustee (filed as Exhibit 4.2 to the Company's Form 8-K dated May 8, 2013 and incorporated herein by reference).
- 10.1 Amended and Restated Employment Agreement dated as of July 1, 1999 between Mitchell E. Hersh and Mack-Cali Realty Corporation (filed as Exhibit 10.2 to the Company's Form 10-Q dated June 30, 1999 and incorporated herein by reference).
- 10.2 Letter Agreement dated December 9, 2008 by and between Mack-Cali Realty Corporation and Mitchell E. Hersh (filed as Exhibit 10.4 to the Company's Form 8-K dated December 9, 2008 and incorporated herein by reference).

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| Exhibit Number | Exhibit Title   |
|----------------|---|
| 10.3           | Second Amended and Restated Employment Agreement dated as of July 1, 1999 between Barry Lefkowitz and Mack-Cali Realty Corporation (filed as Exhibit 10.6 to the Company's Form 10-Q dated June 30, 1999 and incorporated herein by reference).   |
| 10.4           | Letter Agreement dated December 9, 2008 by and between Mack-Cali Realty Corporation and Barry Lefkowitz (filed as Exhibit 10.5 to the Company's Form 8-K dated December 9, 2008 and incorporated herein by reference).  |
| 10.5           | Second Amended and Restated Employment Agreement dated as of July 1, 1999 between Roger W. Thomas and Mack-Cali Realty Corporation (filed as Exhibit 10.7 to the Company's Form 10-Q dated June 30, 1999 and incorporated herein by reference).   |
| 10.6           | Letter Agreement dated December 9, 2008 by and between Mack-Cali Realty Corporation and Roger W. Thomas (filed as Exhibit 10.8 to the Company's Form 8-K dated December 9, 2008 and incorporated herein by reference).  |
| 10.7           | Form of Multi-Year Restricted Share Award Agreement (filed as Exhibit 10.1 to the Company's Form 8-K dated September 12, 2007 and incorporated herein by reference).  |
| 10.8           | Form of Tax Gross-Up Agreement (filed as Exhibit 10.2 to the Company's Form 8-K dated September 12, 2007 and incorporated herein by reference).   |
| 10.9           | Form of Restricted Share Award Agreement effective December 3, 2012 by and between Mack-Cali Realty Corporation and each of Mitchell E. Hersh, Barry Lefkowitz and Roger W. Thomas. (filed as Exhibit 10.1 to the Company's Form 8-K dated December 3, 2012 and incorporated herein by reference)   |
| 10.10          | Form of Restricted Share Award Agreement effective December 3, 2012 by and between Mack-Cali Realty Corporation and each of William L. Mack, Alan S. Bernikow, Kenneth M. Duberstein, Nathan Gantcher, David S. Mack, Alan G. Philibosian, Dr. Irvin D. Reid, Vincent Tese and Roy J. Zuckerberg. (filed as Exhibit 10.2 to the Company's Form 8-K dated December 3, 2012 and incorporated herein by reference) |
| 10.11          | Contribution and Exchange Agreement among The MK Contributors, The MK Entities, The Patriot Contributors, The Patriot Entities, Patriot American Management and Leasing Corp., Cali Realty, L.P. and Cali Realty Corporation, dated September 18, 1997 (filed as Exhibit 10.98 to the Company's Form 8-K dated September 19, 1997 and incorporated herein by reference).  |
| 10.12          | First Amendment to Contribution and Exchange Agreement, dated as of December 11, 1997, by and among the Company and the Mack Group (filed as Exhibit 10.99 to the Company's Form 8-K dated December 11, 1997 and incorporated herein by reference).   |
| 10.13          | Employee Stock Option Plan of Mack-Cali Realty Corporation (filed as Exhibit 10.1 to the Company's Post-Effective Amendment No. 1 to Form S-8, Registration No. 333-44443, and  |

incorporated herein by reference).

- 10.14 Director Stock Option Plan of Mack-Cali Realty Corporation (filed as Exhibit 10.2 to the Company's Post-Effective Amendment No. 1 to Form S-8, Registration No. 333-44443, and incorporated herein by reference).
- 10.15 2000 Employee Stock Option Plan (filed as Exhibit 10.1 to the Company's Registration Statement on Form S-8, Registration No. 333-52478, and incorporated herein by reference), as amended by the First Amendment to the 2000 Employee Stock Option Plan (filed as Exhibit 10.17 to the Company's Form 10-Q dated June 30, 2002 and incorporated herein by reference).
- 10.16 Amended and Restated 2000 Director Stock Option Plan (filed as Exhibit 10.2 to the Company's Post-Effective Amendment No. 1 to Registration Statement on Form S-8, Registration No. 333-100244, and incorporated herein by reference).

| Exhibit Number | Exhibit Title  |
|----------------|--|
| 10.17          | Mack-Cali Realty Corporation 2004 Incentive Stock Plan (filed as Exhibit 10.1 to the Company's Registration Statement on Form S-8, Registration No. 333-116437, and incorporated herein by reference).                                       |
| 10.18          | Amended and Restated Mack-Cali Realty Corporation Deferred Compensation Plan for Directors (filed as Exhibit 10.3 to the Company's Form 8-K dated December 9, 2008 and incorporated herein by reference).                                    |
| 10.19          | Mack-Cali Realty Corporation 2013 Incentive Stock Plan (filed as Exhibit 10.1 to the Company's Registration Statement on Form S-8 Registration No. 333-188729, and incorporated herein by reference).  |
| 10.20          | Indemnification Agreement by and between Mack-Cali Realty Corporation and William L. Mack dated October 22, 2002 (filed as Exhibit 10.101 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).         |
| 10.21          | Indemnification Agreement by and between Mack-Cali Realty Corporation and Mitchell E. Hersh dated October 22, 2002 (filed as Exhibit 10.102 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).       |
| 10.22          | Indemnification Agreement by and between Mack-Cali Realty Corporation and Alan S. Bernikow dated May 20, 2004 (filed as Exhibit 10.104 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).            |
| 10.23          | Indemnification Agreement by and between Mack-Cali Realty Corporation and Kenneth M. Duberstein dated September 13, 2005 (filed as Exhibit 10.106 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference). |
| 10.24          | Indemnification Agreement by and between Mack-Cali Realty Corporation and Nathan Gantcher dated October 22, 2002 (filed as Exhibit 10.107 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).         |
| 10.25          | Indemnification Agreement by and between Mack-Cali Realty Corporation and David S. Mack dated December 11, 1997 (filed as Exhibit 10.108 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).          |
| 10.26          | Indemnification Agreement by and between Mack-Cali Realty Corporation and Alan G. Philibosian dated October 22, 2002 (filed as Exhibit 10.109 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).     |

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- 10.27 Indemnification Agreement by and between Mack-Cali Realty Corporation and Irvin D. Reid dated October 22, 2002 (filed as Exhibit 10.110 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).
- 10.28 Indemnification Agreement by and between Mack-Cali Realty Corporation and Vincent Tese dated October 22, 2002 (filed as Exhibit 10.111 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).
- 10.29 Indemnification Agreement by and between Mack-Cali Realty Corporation and Roy J. Zuckerberg dated October 22, 2002 (filed as Exhibit 10.113 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).
- 10.30 Indemnification Agreement by and between Mack-Cali Realty Corporation and Barry Lefkowitz dated October 22, 2002 (filed as Exhibit 10.114 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).
- 10.31 Indemnification Agreement by and between Mack-Cali Realty Corporation and Roger W. Thomas dated October 22, 2002 (filed as Exhibit 10.116 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).
- 10.32 Indemnification Agreement by and between Mack-Cali Realty Corporation and Anthony Krug dated October 22, 2002.
- 10.33 Indemnification Agreement by and between Mack-Cali Realty Corporation and Jonathan Litt dated March 3, 2014.

| Exhibit Number | Exhibit Title  |
|----------------|--|
| 10.34          | Indemnification Agreement dated October 22, 2002 by and between Mack-Cali Realty Corporation and John Crandall (filed as Exhibit 10.29 to the Company's Form 10-Q dated September 30, 2002 and incorporated herein by reference).  |
| 10.35          | Second Amendment to Contribution and Exchange Agreement, dated as of June 27, 2000, between RMC Development Company, LLC f/k/a Robert Martin Company, LLC, Robert Martin Eastview North Company, L.P., the Company and the Operating Partnership (filed as Exhibit 10.44 to the Company's Form 10-K dated December 31, 2002 and incorporated herein by reference).   |
| 10.36          | Contribution and Exchange Agreement by and between Mack-Cali Realty, L.P. and Tenth Springhill Lake Associates L.L.L.P., Eleventh Springhill Lake Associates L.L.L.P., Twelfth Springhill Lake Associates L.L.L.P., Fourteenth Springhill Lake Associates L.L.L.P., each a Maryland limited liability limited partnership, Greenbelt Associates, a Maryland general partnership, and Sixteenth Springhill Lake Associates L.L.L.P., a Maryland limited liability limited partnership, and certain other natural persons, dated as of November 21, 2005 (filed as Exhibit 10.69 to the Company's Form 10-K dated December 31, 2005 and incorporated herein by reference). |
| 10.37          | Term Loan Agreement among Mack-Cali Realty, L.P. and JPMorgan Chase Bank, N.A. as Administrative Agent, J.P. Morgan Securities Inc. as Arranger, and other lender which may become parties to this Agreement dated November 29, 2006 (filed as Exhibit 10.120 to the Company's Form 10-K dated December 31, 2006 and incorporated herein by reference).  |
| 10.38          | Agreement of Purchase and Sale among SLG Broad Street A LLC and SLG Broad Street C LLC, as Sellers, and M-C Broad 125 A L.L.C. and M-C Broad 125 C L.L.C., as Purchasers, dated as of March 15, 2007 (filed as Exhibit 10.121 to the Company's Form 10-Q dated March 31, 2007 and incorporated herein by reference).   |
| 10.39          | Mortgage and Security Agreement and Financing Statement dated October 28, 2008 between M-C Plaza V L.L.C., Cal-Harbor V Urban Renewal Associates, L.P., Cal-Harbor V Leasing Associates L.L.C., as Mortgagors and The Northwestern Mutual Life Insurance Company and New York Life Insurance Company as Mortgagees (filed as Exhibit 10.131 to the Company's Form 10-Q dated September 30, 2008 and incorporated herein by reference).   |
| 10.40          | Promissory Note of M-C Plaza V L.L.C., Cal-Harbor V Urban Renewal Associates, L.P., Cal-Harbor V Leasing Associates L.L.C., as Borrowers, in favor of The Northwestern Mutual Life Insurance Company, as Lender, in the principal amount of \$120,000,000, dated October 28, 2008. (filed as Exhibit 10.132 to the Company's Form 10-Q dated September 30, 2008 and incorporated herein by reference).   |



- 10.41 Promissory Note of M-C Plaza V L.L.C., Cal-Harbor V Urban Renewal Associates, L.P., Cal-Harbor V Leasing Associates L.L.C., as Borrowers, in favor of New York Life Insurance Company, as Lender, in the principal amount of \$120,000,000, dated October 28, 2008 (filed as Exhibit 10.133 to the Company's Form 10-Q dated September 30, 2008 and incorporated herein by reference).
- 10.42 Guarantee of Recourse Obligations of Mack-Cali Realty, L.P. in favor of The Northwestern Mutual Life Insurance Company and New York Life Insurance Company dated October 28, 2008 (filed as Exhibit 10.134 to the Company's Form 10-Q dated September 30, 2008 and incorporated herein by reference).
- 10.43 Amended and Restated Loan Agreement by and among One Grande SPE LLC, 1280 Wall SPE LLC, 10 Sylvan SPE LLC, 5 Independence SPE LLC, 1 Independence SPE LLC, and 3 Becker SPE LLC, collectively, as Borrowers and Gramercy Warehouse Funding I LLC, as Lender, dated April 29, 2009 (filed as Exhibit 10.144 to the Company's Form 10-Q dated March 31, 2009 and incorporated herein by reference).
- 10.44 Amended and Restated Promissory Note of One Grande SPE LLC, 1280 Wall SPE LLC, 10 Sylvan SPE LLC, 5 Independence SPE LLC, 1 Independence SPE LLC, and 3 Becker SPE LLC, as Borrowers, in favor of Gramercy Warehouse Funding I, LLC, as Lender, dated April 29, 2009 (filed as Exhibit 10.145 to the Company's Form 10-Q dated March 31, 2009 and incorporated herein by reference).

| Exhibit Number | Exhibit Title   |
|----------------|---|
| 10.45          | Limited Liability Company Membership Interest Purchase and Sale Agreement dated April 29, 2009 by and among Gale SLG NJ LLC, Mack-Cali Ventures L.L.C., SLG Gale 55 Corporation LLC and 55 Corporate Partners L.L.C. (filed as Exhibit 10.146 to the Company's Form 10-Q dated March 31, 2009 and incorporated herein by reference).  |
| 10.46          | Amended and Restated Master Loan Agreement dated as of January 15, 2010 among Mack-Cali Realty, L.P., and Affiliates of Mack-Cali Realty Corporation and Mack-Cali Realty, L.P., as Borrowers, Mack-Cali Realty Corporation and Mack-Cali Realty L.P., as Guarantors and The Prudential Insurance Company of America and VPCM, LLC, as Lenders (filed as Exhibit 10.1 to the Company's Form 8-K dated January 15, 2010 and incorporated herein by reference). |
| 10.47          | Partial Recourse Guaranty of Mack-Cali Realty, L.P. dated as of January 15, 2010 to The Prudential Insurance Company of America and VPCM, LLC (filed as Exhibit 10.2 to the Company's Form 8-K dated January 15, 2010 and incorporated herein by reference).  |
| 10.48          | Amended, Restated and Consolidated Mortgage and Security Agreement and Financing Statement dated as of January 15, 2010 by Mack-Cali Realty, L.P., as Borrower, to The Prudential Insurance Company of America and VPCM, LLC, as Mortgagees with respect to Mack-Cali Centre I in Bergen County, New Jersey (filed as Exhibit 10.165 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).                               |
| 10.49          | Amended, Restated and Consolidated Mortgage and Security Agreement and Financing Statement dated as of January 15, 2010 by Mack-Cali Realty, L.P., as Borrower, to The Prudential Insurance Company of America and VPCM, LLC, as Mortgagees with respect to Mack-Cali Centre II in Bergen County, New Jersey (filed as Exhibit 10.166 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).                              |
| 10.50          | Amended, Restated and Consolidated Mortgage and Security Agreement and Financing Statement dated as of January 15, 2010 by Mack-Cali Realty, L.P., as Borrower, to The Prudential Insurance Company of America and VPCM, LLC, as Mortgagees with respect to Mack-Cali Centre III in Bergen County, New Jersey (filed as Exhibit 10.167 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).                             |
| 10.51          | Amended, Restated and Consolidated Mortgage and Security Agreement and Financing Statement dated as of January 15, 2010 by Mack-Cali Realty, L.P., as Borrower, to The Prudential Insurance Company of America and VPCM, LLC, as Mortgagees with respect to Mack-Cali Centre IV in Bergen County, New Jersey filed as Exhibit 10.168 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).                               |

- 10.52 Amended, Restated and Consolidated Mortgage and Security Agreement and Financing Statement dated as of January 15, 2010 by Mack-Cali F Properties, L.P., as Borrower, to The Prudential Insurance Company of America and VPCM, LLC, as Mortgagees with respect to Mack-Cali Centre VII in Bergen County, New Jersey (filed as Exhibit 10.169 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).
- 10.53 Amended, Restated and Consolidated Mortgage and Security Agreement and Financing Statement dated as of January 15, 2010 by Mack-Cali Chestnut Ridge, L.L.C., as Borrower, to The Prudential Insurance Company of America and VPCM, LLC, as Mortgagees with respect to Mack-Cali Corp. Center in Bergen County, New Jersey (filed as Exhibit 10.170 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).
- 10.54 Amended, Restated and Consolidated Mortgage and Security Agreement and Financing Statement dated as of January 15, 2010 by Mack-Cali Realty, L.P., as Borrower, to The Prudential Insurance Company of America and VPCM, LLC, as Mortgagees with respect to Mack-Cali Saddle River in Bergen County, New Jersey (filed as Exhibit 10.171 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).

| Exhibit<br>Number | Exhibit Title   |
|-------------------|---|
| 10.55             | Amended, Restated and Consolidated Promissory Note dated January 15, 2010 of Mack-Cali Realty, L.P. in favor of The Prudential Insurance Company of America with respect to Mack-Cali Centre I in Bergen County, New Jersey (filed as Exhibit 10.172 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).   |
| 10.56             | Amended, Restated and Consolidated Promissory Note dated January 15, 2010 of Mack-Cali Realty, L.P. in favor of VPCM, LLC with respect to Mack-Cali Centre I in Bergen County, New Jersey (filed as Exhibit 10.173 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).                                     |
| 10.57             | Amended, Restated and Consolidated Promissory Note dated January 15, 2010 of Mack-Cali Realty, L.P. in favor of The Prudential Insurance Company of America with respect to Mack-Cali Centre II in Bergen County, New Jersey (filed as Exhibit 10.174 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).  |
| 10.58             | Amended, Restated and Consolidated Promissory Note dated January 15, 2010 of Mack-Cali Realty, L.P. in favor of VPCM, LLC with respect to Mack-Cali Centre II in Bergen County, New Jersey (filed as Exhibit 10.175 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).                                    |
| 10.59             | Amended, Restated and Consolidated Promissory Note dated January 15, 2010 of Mack-Cali Realty, L.P. in favor of The Prudential Insurance Company of America with respect to Mack-Cali Centre III in Bergen County, New Jersey (filed as Exhibit 10.176 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference). |
| 10.60             | Amended, Restated and Consolidated Promissory Note dated January 15, 2010 of Mack-Cali Realty, L.P. in favor of VPCM, LLC with respect to Mack-Cali Centre III in Bergen County, New Jersey (filed as Exhibit 10.177 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).                                   |
| 10.61             | Amended, Restated and Consolidated Promissory Note dated January 15, 2010 of Mack-Cali Realty, L.P. in favor of The Prudential Insurance Company of America with respect to Mack-Cali Centre IV in Bergen County, New Jersey (filed as Exhibit 10.178 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).  |
| 10.62             | Amended, Restated and Consolidated Promissory Note dated January 15, 2010 of Mack-Cali Realty, L.P. in favor of VPCM, LLC with respect to Mack-Cali Centre IV in Bergen County, New Jersey (filed as Exhibit 10.179 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).                                    |
| 10.63             | Amended, Restated and Consolidated Promissory Note dated January 15, 2010 of Mack-Cali F Properties, L.P. in favor of The Prudential Insurance Company of America   |

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with respect to Mack-Cali Centre VII in Bergen County, New Jersey (filed as Exhibit 10.180 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).

- 10.64 Amended, Restated and Consolidated Promissory Note dated January 15, 2010 of Mack-Cali F Properties, L.P. in favor of VPCM, LLC with respect to Mack-Cali Centre VII in Bergen County, New Jersey (filed as Exhibit 10.181 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).

| Exhibit<br>Number | Exhibit Title  |
|-------------------|--|
| 10.65             | Amended, Restated and Consolidated Promissory Note dated January 15, 2010 of Mack-Cali Chestnut Ridge, L.L.C. in favor of The Prudential Insurance Company of America with respect to Mack-Cali Corp. Center in Bergen County, New Jersey (filed as Exhibit 10.182 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).  |
| 10.66             | Amended, Restated and Consolidated Promissory Note dated January 15, 2010 of Mack-Cali Chestnut Ridge, L.L.C. in favor of VPCM, LLC with respect to Mack-Cali Corp. Center in Bergen County, New Jersey (filed as Exhibit 10.183 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).  |
| 10.67             | Amended, Restated and Consolidated Promissory Note dated January 15, 2010 of Mack-Cali Realty, L.P. in favor of The Prudential Insurance Company of America with respect to Mack-Cali Saddle River in Bergen County, New Jersey (filed as Exhibit 10.184 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).  |
| 10.68             | Amended, Restated and Consolidated Promissory Note dated January 15, 2010 of Mack-Cali Realty, L.P. in favor of VPCM, LLC with respect to Mack-Cali Saddle River in Bergen County, New Jersey (filed as Exhibit 10.185 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).  |
| 10.69             | Recourse Liabilities Guaranty dated January 15, 2010 of Mack-Cali Realty Corporation and Mack-Cali Realty, L.P. to The Prudential Insurance Company of America and VPCM, LLC with respect to certain liabilities of Mack-Cali Realty, L.P. with respect to Mack-Cali Centre I in Bergen County, New Jersey (filed as Exhibit 10.186 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).   |
| 10.70             | Recourse Liabilities Guaranty dated January 15, 2010 of Mack-Cali Realty Corporation and Mack-Cali Realty, L.P. to The Prudential Insurance Company of America and VPCM, LLC with respect to certain liabilities of Mack-Cali Realty, L.P. with respect to Mack-Cali Centre II in Bergen County, New Jersey (filed as Exhibit 10.187 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).  |
| 10.71             | Recourse Liabilities Guaranty dated January 15, 2010 of Mack-Cali Realty Corporation and Mack-Cali Realty, L.P. to The Prudential Insurance Company of America and VPCM, LLC with respect to certain liabilities of Mack-Cali Realty, L.P. with respect to Mack-Cali Centre III in Bergen County, New Jersey (filed as Exhibit 10.188 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference). |
| 10.72             | Recourse Liabilities Guaranty dated January 15, 2010 of Mack-Cali Realty Corporation and Mack-Cali Realty, L.P. to The Prudential Insurance Company of America and VPCM, LLC with respect to certain liabilities of Mack-Cali Realty, L.P. with respect to Mack-Cali Centre  |

IV in Bergen County, New Jersey (filed as Exhibit 10.189 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).

- 10.73 Recourse Liabilities Guaranty dated January 15, 2010 of Mack-Cali Realty Corporation and Mack-Cali Realty, L.P. to The Prudential Insurance Company of America and VPCM, LLC with respect to certain liabilities of Mack-Cali F Properties, L.P. with respect to Mack-Cali Centre VII in Bergen County, New Jersey (filed as Exhibit 10.190 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).
- 10.74 Recourse Liabilities Guaranty dated January 15, 2010 of Mack-Cali Realty Corporation and Mack-Cali Realty, L.P. to The Prudential Insurance Company of America and VPCM, LLC with respect to certain liabilities of Mack-Cali Chestnut Ridge, L.L.C. with respect to Mack-Cali Corp. Center in Bergen County, New Jersey (filed as Exhibit 10.191 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).

| Exhibit Number | Exhibit Title  |
|----------------|--|
| 10.75          | Recourse Liabilities Guaranty dated January 15, 2010 of Mack-Cali Realty Corporation and Mack-Cali Realty, L.P. to The Prudential Insurance Company of America and VPCM, LLC with respect to certain liabilities of Mack-Cali Realty, L.P. with respect to Mack-Cali Saddle River in Bergen County, New Jersey (filed as Exhibit 10.192 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference). |
| 10.76          | Amended and Restated Irrevocable Cross Collateral Guaranty of Payment and Performance dated January 15, 2010 of Mack-Cali Realty, L.P. to The Prudential Insurance Company of America and VPCM, LLC with respect to Mack-Cali Centre I in Bergen County, New Jersey (filed as Exhibit 10.193 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).  |
| 10.77          | Amended and Restated Irrevocable Cross Collateral Guaranty of Payment and Performance dated January 15, 2010 of Mack-Cali Realty, L.P. to The Prudential Insurance Company of America and VPCM, LLC with respect to Mack-Cali Centre II in Bergen County, New Jersey (filed as Exhibit 10.194 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).   |
| 10.78          | Amended and Restated Irrevocable Cross Collateral Guaranty of Payment and Performance dated January 15, 2010 of Mack-Cali Realty, L.P. to The Prudential Insurance Company of America and VPCM, LLC with respect to Mack-Cali Centre III in Bergen County, New Jersey (filed as Exhibit 10.195 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).  |
| 10.79          | Amended and Restated Irrevocable Cross Collateral Guaranty of Payment and Performance dated January 15, 2010 of Mack-Cali Realty, L.P. to The Prudential Insurance Company of America and VPCM, LLC with respect to Mack-Cali Centre IV in Bergen County, New Jersey (filed as Exhibit 10.196 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).   |
| 10.80          | Amended and Restated Irrevocable Cross Collateral Guaranty of Payment and Performance dated January 15, 2010 of Mack-Cali F Properties, L.P. to The Prudential Insurance Company of America and VPCM, LLC with respect to Mack-Cali Centre VII in Bergen County, New Jersey (filed as Exhibit 10.197 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).                                    |
| 10.81          | Amended and Restated Irrevocable Cross Collateral Guaranty of Payment and Performance dated January 15, 2010 of Mack-Cali Chestnut Ridge, L.L.C. to The Prudential Insurance Company of America and VPCM, LLC with respect to Mack-Cali Corp. Center in Bergen County, New Jersey (filed as Exhibit 10.198 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).                              |
| 10.82          |  |



Amended and Restated Irrevocable Cross Collateral Guaranty of Payment and Performance dated January 15, 2010 of Mack-Cali Realty, L.P. to The Prudential Insurance Company of America and VPCM, LLC with respect to Mack-Cali Saddle River in Bergen County, New Jersey (filed as Exhibit 10.199 to the Company's Form 10-Q dated September 30, 2010 and incorporated herein by reference).

- 10.83 Development Agreement dated December 5, 2011 by and between M-C Plaza VI & VII L.L.C. and Ironstate Development LLC (filed as Exhibit 10.1 to the Company's Form 8-K dated December 5, 2011 and incorporated herein by reference).
- 10.84 Form of Amended and Restated Limited Liability Company Agreement (filed as Exhibit 10.2 to the Company's Form 8-K dated December 5, 2011 and incorporated herein by reference).
- 10.85 Third Amended and Restated Revolving Credit Agreement among Mack-Cali Realty, L.P., as borrower, and JPMorgan Chase Bank, N.A., as the administrative agent, the other agents listed therein and the lending institutions party thereto and referred to therein dated as of October 21, 2011 (filed as Exhibit 10.134 to the Company's Form 10-Q dated September 30, 2011 and incorporated herein by reference).
- 10.86 Fourth Amended and Restated Revolving Credit Agreement dated as of July 16, 2013 among Mack Cali Realty, L.P., as borrower, Mack-Cali Realty Corporation, as guarantor, and JPMorgan Chase Bank, N.A., as administrative agent and the several Lenders party thereto, as lenders (filed as Exhibit 10.1 to the Company's Form 8-K dated July 16, 2013 and incorporated herein by reference).

| Exhibit Number | Exhibit Title   |
|----------------|---|
| 10.87          | Multi-Year Restricted Stock Agreement, dated as of September 12, 2012, between Mack-Cali Realty Corporation and Mitchell E. Hersh (filed as Exhibit 10.1 to the Company's Form 8-K dated September 12, 2012 and incorporated herein by reference).  |
| 10.88          | Multi-Year Restricted Stock Agreement, dated as of September 12, 2012, between Mack-Cali Realty Corporation and Barry Lefkowitz (filed as Exhibit 10.2 to the Company's Form 8-K dated September 12, 2012 and incorporated herein by reference).  |
| 10.89          | Multi-Year Restricted Stock Agreement, dated as of September 12, 2012, between Mack-Cali Realty Corporation and Roger W. Thomas (filed as Exhibit 10.3 to the Company's Form 8-K dated September 12, 2012 and incorporated herein by reference).  |
| 10.90          | Amended and Restated TSR-Based Performance Agreement, dated as of September 12, 2012, between Mack-Cali Realty Corporation and Mitchell E. Hersh (filed as Exhibit 10.1 to the Company's Form 8-K dated June 12, 2013 and incorporated herein by reference).  |
| 10.91          | Amended and Restated TSR-Based Performance Agreement, dated as of September 12, 2012, between Mack-Cali Realty Corporation and Barry Lefkowitz (filed as Exhibit 10.2 to the Company's Form 8-K dated June 12, 2013 and incorporated herein by reference).  |
| 10.92          | Amended and Restated TSR-Based Performance Agreement, dated as of September 12, 2012, between Mack-Cali Realty Corporation and Roger W. Thomas (filed as Exhibit 10.3 to the Company's Form 8-K dated June 12, 2013 and incorporated herein by reference).  |
| 10.93          | Deferred Retirement Compensation Agreement, dated as of September 12, 2012, between Mack-Cali Realty Corporation and Mitchell E. Hersh (filed as Exhibit 10.7 to the Company's Form 8-K dated September 12, 2012 and incorporated herein by reference).   |
| 10.94          | Deferred Retirement Compensation Agreement, dated as of September 12, 2012, between Mack-Cali Realty Corporation and Barry Lefkowitz (filed as Exhibit 10.8 to the Company's Form 8-K dated September 12, 2012 and incorporated herein by reference).   |
| 10.95          | Deferred Retirement Compensation Agreement, dated as of September 12, 2012, between Mack-Cali Realty Corporation and Roger W. Thomas (filed as Exhibit 10.9 to the Company's Form 8-K dated September 12, 2012 and incorporated herein by reference).   |
| 10.96          | Form of Restricted share Award Agreement effective December 10, 2013 by and between Mack-Cali Realty Corporation and each of Mitchell E. Hersh, Barry Lefkowitz, Roger W. Thomas and Anthony Krug (filed as Exhibit 10.1 to the Company's Form 8-K dated December 10, 2013 and incorporated herein by reference). |
| 10.97          | Form of Restricted Share Award Agreement effective December 10, 2013 by and between Mack-Cali Realty Corporation and each of William L. Mack, Alan S. Bernikow, Kenneth   |

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M. Duberstein, Nathan Gantcher, David S. Mack, Alan G. Philiposian, Dr. Irvin D. Reid, Vincent Tese and Roy J. Zuckerberg (filed as Exhibit 10.2 to the Company's Form 8-K dated December 10, 2013 and incorporated herein by reference).

- 10.98 Membership Interest and Asset Purchase Agreement, dated as of October 8, 2012 (the "Purchase Agreement"), by and among Mack-Cali Realty, L.P., Mack-Cali Realty Corporation, Mack-Cali Realty Acquisition Corp., Roseland Partners, L.L.C., and, for the limited purposes stated in the Purchase Agreement, each of Marshall B. Tycher, Bradford R. Klatt and Carl Goldberg (filed as Exhibit 10.1 to the Company's Form 8-K dated October 8, 2012 and incorporated herein by reference).
- 10.99 Purchase and Sale Agreement, dated as of January 17, 2013 by and between Overlook Ridge Phase I, L.L.C., Overlook Ridge Phase IB, L.L.C. and Mack-Cali Realty Acquisition Corp. (filed as Exhibit 10.1 to the Company's Form 8-K dated January 17, 2012 and incorporated herein by reference)

| Exhibit Number | Exhibit Title   |
|----------------|---|
| 10.100         | Agreement of Sale and Purchase dated as of July 15, 2013 by and between Mack-Cali Pennsylvania Realty Associates, L.P., as seller, and Westlakes KPG III, LLC and Westlakes Land KPG III, LLC, as purchasers (filed as Exhibit 10.1 to the Company's Form 8-K dated July 18, 2013 and incorporated herein by reference).                    |
| 10.101         | Agreement of Sale and Purchase dated as of July 15, 2013 by and between M-C Rosetree Associates, L.P., as seller, and Rosetree KPG III, LLC and Rosetree Land KPG III, LLC, as purchasers (filed as Exhibit 10.2 to the Company's Form 8-K dated July 18, 2013 and incorporated herein by reference).                                       |
| 10.102         | Agreement of Sale and Purchase dated as of July 15, 2013 by and between Mack-Cali-R Company No. 1 L.P., as seller, and Plymouth Meeting KPG III, LLC, as purchaser (filed as Exhibit 10.3 to the Company's Form 8-K dated July 18, 2013 and incorporated herein by reference).  |
| 10.103         | Agreement of Sale and Purchase dated as of July 15, 2013 by and between Stevens Airport Realty Associates L.P., as seller, and Airport Land KPG III, LLC, as purchaser (filed as Exhibit 10.4 to the Company's Form 8-K dated July 18, 2013 and incorporated herein by reference).  |
| 10.104         | Agreement of Sale and Purchase dated as of July 15, 2013 by and between Mack-Cali Airport Realty Associates L.P., as seller, and 100 Airport KPG III, LLC, 200 Airport KPG III, LLC and 300 Airport KPG III, LLC, as purchasers (filed as Exhibit 10.5 to the Company's Form 8-K dated July 18, 2013 and incorporated herein by reference). |
| 10.105         | Agreement of Sale and Purchase dated as of July 15, 2013 by and between Mack-Cali Property Trust, as seller, and 1000 Madison KPG III, LLC, as purchaser (filed as Exhibit 10.6 to the Company's Form 8-K dated July 18, 2013 and incorporated herein by reference).  |
| 10.106         | Agreement of Sale and Purchase dated as of July 15, 2013 by and between Monument 150 Realty L.L.C., as seller, and Monument KPG III, LLC, as purchaser (filed as Exhibit 10.7 to the Company's Form 8-K dated July 18, 2013 and incorporated herein by reference).  |
| 10.107         | Agreement of Sale and Purchase dated as of July 15, 2013 by and between 4 Sentry Realty L.L.C. and Five Sentry Realty Associates L.P., as sellers, and Four Sentry KPG, LLC and Five Sentry KPG III, LLC, as purchasers (filed as Exhibit 10.8 to the Company's Form 8-K dated July 18, 2013 and incorporated herein by reference).         |
| 10.108         | Agreement of Sale and Purchase dated as of February 24, 2014 by and between Talleyrand Realty Associates, L.L.C., as seller, and H'Y2 Talleyrand, LLC, as purchaser (filed as Exhibit 10.1 to the Company's Form 8-K dated February 24, 2014 and incorporated herein by reference).   |

- 10.109 Agreement of Sale and Purchase dated as of February 24, 2014 by and between 400 Chestnut Realty L.L.C., as seller, and H'Y2 400 Chestnut Ridge, LLC, as purchaser (filed as Exhibit 10.2 to the Company's Form 8-K dated February 24, 2014 and incorporated herein by reference).
- 10.110 Agreement of Sale and Purchase dated as of February 24, 2014 by and between 470 Chestnut Realty L.L.C., as seller, and H'Y2 470 Chestnut Ridge, LLC, as purchaser (filed as Exhibit 10.3 to the Company's Form 8-K dated February 24, 2014 and incorporated herein by reference).
- 10.111 Agreement of Sale and Purchase dated as of February 24, 2014 by and between 530 Chestnut Realty L.L.C., as seller, and H'Y2 530 Chestnut Ridge, LLC, as purchaser (filed as Exhibit 10.4 to the Company's Form 8-K dated February 24, 2014 and incorporated herein by reference).
- 10.112 Agreement of Sale and Purchase dated as of February 24, 2014 by and between Mack-Cali Taxter Associates, L.L.C., as seller, and H'Y2 Taxter, LLC, as purchaser (filed as Exhibit 10.5 to the Company's Form 8-K dated February 24, 2014 and incorporated herein by reference).
- 10.113 Agreement of Sale and Purchase dated as of February 24, 2014 by and between Mack-Cali CW Realty Associates, L.L.C., as seller, and H'Y2 570 Taxter, LLC, as purchaser (filed as Exhibit 10.6 to the Company's Form 8-K dated February 24, 2014 and incorporated herein by reference).

| Exhibit Number | Exhibit Title   |
|----------------|---|
| 10.114         | Agreement of Sale and Purchase dated as of February 24, 2014 by and between 1717 Realty Associates L.L.C., as seller, and H'Y2 Ruote 208, LLC, as purchaser (filed as Exhibit 10.7 to the Company's Form 8-K dated February 24, 2014 and incorporated herein by reference).   |
| 10.115         | Agreement of Sale and Purchase dated as of February 24, 2014 by and between Knightsbridge Realty L.L.C., as seller, and H'Y2 400 Knightsbridge, LLC, as purchaser (filed as Exhibit 10.8 to the Company's Form 8-K dated February 24, 2014 and incorporated herein by reference).   |
| 10.116         | Agreement of Sale and Purchase dated as of February 24, 2014 by and between Kemble Plaza II Realty L.L.C., as seller, and H'Y2 400 Mt Kemble, LLC, as purchaser (filed as Exhibit 10.9 to the Company's Form 8-K dated February 24, 2014 and incorporated herein by reference).   |
| 10.117         | Agreement of Sale and Purchase dated as of February 24, 2014 by and between 1266 Soundview Realty L.L.C., as seller, and H'Y2 Stamford, LLC, as purchaser (filed as Exhibit 10.10 to the Company's Form 8-K dated February 24, 2014 and incorporated herein by reference).  |
| 10.118         | Agreement dated February 28, 2014 by and among Mack-Cali Realty Corporation, Land & Buildings Capital Growth Fund, L.P., Land & Buildings Investment Management, LLC and Jonathan Litt (filed as Exhibit 10.116 to the Company's Annual Report on Form 10-K for the year ended December 31, 2013 and incorporated herein by reference). |
| 10.119         | Settlement and General Release Agreement dated March 1, 2014 by and between Mack-Cali Realty Corporation and Barry Lefkowitz (filed as Exhibit 10.117 to the Company's Annual Report on Form 10-K for the year ended December 31, 2013 and incorporated herein by reference).   |
| 10.120         | Settlement and General Release Agreement dated March 1, 2014 by and between Mack-Cali Realty Corporation and Roger W. Thomas (filed as Exhibit 10.118 to the Company's Annual Report on Form 10-K for the year ended December 31, 2013 and incorporated herein by reference).   |
| 10.121         | Restricted share Award Agreement effective March 19, 2014 by and between Mack-Cali Realty Corporation and Anthony Krug (filed as Exhibit 10.1 to the Company's Form 8-K dated March 21, 2014 and incorporated herein by reference).   |
| 10.122         | Separation Agreement dated July 18, 2014 by and between Roseland Management Services, L.P. and Bradford R. Klatt (filed as Exhibit 10.122 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014 and incorporated herein by reference).   |
| 10.123         | Separation Agreement dated July 18, 2014 by and between Roseland Management Services, L.P. and Carl Goldberg (filed as Exhibit 10.123 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014 and incorporated herein by reference).   |
| 10.124         | Amendment to Membership Interest and Asset Purchase Agreement, dated as of July 18, 2014, by and among Mack-Cali Realty, L.P., Mack-Cali Realty Corporation, Mack-Cali Realty Acquisition Corp., Canoe Brook Investors, L.L.C. (formerly known as Roseland Partners, L.L.C.), Marshall B. Tycher,                                       |

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Bradford R. Klatt and Carl Goldberg (filed as Exhibit 10.124 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014 and incorporated herein by reference).

- 10.125 Consulting Agreement dated July 18, 2014 by and between Roseland Management Services, L.P. and Carl Goldberg and Devra Goldberg (filed as Exhibit 10.125 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014 and incorporated herein by reference).
- 31.1\* Certification of the Company's President and Chief Executive Officer, Mitchell E. Hersh, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2\* Certification of the Company's Chief Financial Officer, Anthony Krug, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1\* Certification of the Company's President and Chief Executive Officer, Mitchell E. Hersh, and the Company's Chief Financial Officer, Anthony Krug, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101.1\* The following financial statements from Mack-Cali Realty Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014 formatted in XBRL: (i) Consolidated Balance Sheets (unaudited), (ii) Consolidated Statements of Operations (unaudited), (iii) Consolidated Statement of Changes in Equity (unaudited), (iv) Consolidated Statements of Cash Flows (unaudited), and (v) Notes to Consolidated Financial Statements (unaudited).

\* filed herewith

