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DELTA REPORT

10-K

HIGHWOODS REALTY LTD PART

10-K - DECEMBER 31, 2023 COMPARED TO 10-K - DECEMBER 31, 2022

The following comparison report has been automatically generated

TOTAL DELTAS 1929

■ CHANGES	504
■ DELETIONS	639
■ ADDITIONS	786

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

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended **December 31, 2022** **December 31, 2023**

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from [] to []



HIGHWOODS PROPERTIES, INC.

(Exact name of registrant as specified in its charter)

Maryland

001-13100

56-1871668

(State or other jurisdiction of incorporation or organization)

(Commission File Number)

(I.R.S. Employer Identification Number)

HIGHWOODS REALTY LIMITED PARTNERSHIP

(Exact name of registrant as specified in its charter)

North Carolina

000-21731

56-1869557

(State or other jurisdiction of incorporation or organization)

(Commission File Number)

(I.R.S. Employer Identification Number)

150 Fayetteville Street, Suite 1400

Raleigh, NC 27601

(Address of principal executive offices) (Zip Code)

919-872-4924

(Registrants' telephone number, including area code)

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, \$.01 par value, of Highwoods Properties, Inc.	HIW	New York Stock Exchange

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

NONE

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

Highwoods Properties, Inc. Yes No **Highwoods Realty Limited Partnership** Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Highwoods Properties, Inc. Yes No **Highwoods Realty Limited Partnership** Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Highwoods Properties, Inc. Yes No **Highwoods Realty Limited Partnership** Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (\$232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Highwoods Properties, Inc. Yes No **Highwoods Realty Limited Partnership** Yes No

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

Highwoods Properties, Inc.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

Highwoods Realty Limited Partnership

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

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

Highwoods Properties, Inc. **Highwoods Realty Limited Partnership**

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Highwoods Properties, Inc. **Highwoods Realty Limited Partnership**

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

Highwoods Properties, Inc. Yes No **Highwoods Realty Limited Partnership** Yes No

If securities are registered pursuant to Section 12(b) of the Exchange Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Highwoods Properties, Inc. **Highwoods Realty Limited Partnership**

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Highwoods Properties, Inc. **Highwoods Realty Limited Partnership**

The aggregate market value of shares of Common Stock of Highwoods Properties, Inc. held by non-affiliates (based upon the closing sale price on the New York Stock Exchange) on **June 30, 2022** **June 30, 2023** was approximately **\$3.5 billion** **\$2.5 billion**. As of **January 27, 2023** **January 26, 2024**, there were **105,210,858** **105,710,315** shares of Common Stock outstanding.

There is no public trading market for the Common Units of Highwoods Realty Limited Partnership. As a result, an aggregate market value of the Common Units of Highwoods Realty Limited Partnership cannot be determined.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement of Highwoods Properties, Inc. to be filed in connection with its Annual Meeting of Stockholders to be held **May 16, 2023** **May 14, 2024** are incorporated by reference in Part II, Item 5 and Part III, Items 10, 11, 12, 13 and 14.

EXPLANATORY NOTE

We refer to Highwoods Properties, Inc. as the "Company," Highwoods Realty Limited Partnership as the "Operating Partnership," the Company's common stock as "Common Stock" or "Common Shares," the Company's preferred stock as "Preferred Stock" or "Preferred Shares," the Operating Partnership's common partnership interests as "Common Units" and the Operating Partnership's preferred partnership interests as "Preferred Units." References to "we" and "our" mean the Company and the Operating Partnership, collectively, unless the context indicates otherwise.

The Company conducts its activities through the Operating Partnership and is its sole general partner. The partnership agreement provides that the Operating Partnership will assume and pay when due, or reimburse the Company for payment of, all costs and expenses relating to the ownership and operations of, or for the benefit of, the Operating Partnership. The partnership agreement further provides that all expenses of the Company are deemed to be incurred for the benefit of the Operating Partnership.

Certain information contained herein is presented as of **January 27, 2023** **January 26, 2024**, the latest practicable date for financial information prior to the filing of this Annual Report.

Except as otherwise noted, all property-level operational information presented herein, including the information set forth in "Part I, Item 2. Properties," includes in-service wholly owned properties and in-service properties owned by consolidated joint ventures (at 100%) **other than properties owned by Highwoods-Markel Associates, LLC ("Markel")**. Development projects are not considered in-service properties until such projects are completed and stabilized. Stabilization occurs at the beginning of the first quarter after the earlier of: (1) the projected stabilization **date and date**; or (2) the date on which a project's occupancy generally exceeds 93%.

Markel is a joint venture in which we own a 50% interest that was consolidated as of December 31, 2022. Effective January 1, 2023, the agreement governing the joint venture was modified to require the consent of both partners for major operating and financial policies of the entity. As a result, even though we remain the managing member, because we are no longer in sole control of the major operating and financial policies of the entity, we will no longer consolidate Markel and will account for the joint venture using the equity method of accounting effective January 1, 2023.

This report combines the Annual Reports on Form 10-K for the period ended **December 31, 2022** **December 31, 2023** of the Company and the Operating Partnership. We believe combining the annual reports into this single report results in the following benefits:

- combined reports better reflect how management and investors view the business as a single operating unit;
- combined reports enhance investors' understanding of the Company and the Operating Partnership by enabling them to view the business as a whole and in the same manner as management;
- combined reports are more efficient for the Company and the Operating Partnership and result in savings in time, effort and expense; and
- combined reports are more efficient for investors by reducing duplicative disclosure and providing a single document for their review.

To help investors understand the significant differences between the Company and the Operating Partnership, this report presents the following separate sections for each of the Company and the Operating Partnership:

- Item 9A - Controls and Procedures;
- Item 15 - Certifications of CEO and CFO Pursuant to Sections 302 and 906 of the Sarbanes-Oxley Act;
- Consolidated Financial Statements; and
- the following Notes to Consolidated Financial Statements:
 - Note 10 - Equity; and
 - Note **13** **12** - Earnings Per Share and Per Unit.

**HIGHWOODS PROPERTIES, INC.
HIGHWOODS REALTY LIMITED PARTNERSHIP**

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PART I

ITEM 1. BUSINESS

General

Highwoods Properties, Inc., headquartered in Raleigh, is a publicly-traded real estate investment trust ("REIT"). The Company is a fully integrated office REIT that owns, develops, acquires, leases and manages properties primarily in the best business districts (BBDs) of Atlanta, Charlotte, Dallas, Nashville, Orlando, Raleigh, Richmond and Tampa. Our Common Stock is traded on the New York Stock Exchange ("NYSE") under the symbol "HIW."

As of December 31, 2022 December 31, 2023, the Company owned all of the Preferred Units and 104.8 million 105.3 million, or 97.8% 98.0%, of the Common Units in the Operating Partnership. Limited partners owned the remaining 2.4 million 2.2 million Common Units. Generally, the Operating Partnership is obligated to redeem each Common Unit at the request of the holder thereof unitholder for cash equal to the value of one share of Common Stock based on the average of the market price for the 10 trading days immediately preceding the notice date of such redemption, provided that the Company, at its option, may elect to acquire any such Common Units presented for redemption for cash or one share of Common Stock. The Common Units owned by the Company are not redeemable.

The Company was incorporated in Maryland in 1994. The Operating Partnership was formed in North Carolina in 1994. Our executive offices are located at 150 Fayetteville Street, Suite 1400, Raleigh, NC 27601, and our telephone number is (919) 872-4924.

Our primary business is the operation, acquisition and development of office properties. There are no material inter-segment transactions. See Note 15 14 to our Consolidated Financial Statements for a summary of the rental and other revenues, net operating income and assets for each reportable segment.

Our website is www.highwoods.com. In addition to this Annual Report, all quarterly and current reports, proxy statements, interactive data and other information are made available, without charge, on our website as soon as reasonably practicable after they are filed or furnished with the Securities and Exchange Commission ("SEC"). Information on our website is not considered part of this Annual Report.

During 2022, 2023, the Company filed unqualified Section 303A certifications with the NYSE. The Company and the Operating Partnership have also filed the CEO and CFO certifications required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002 as exhibits to this Annual Report.

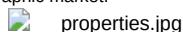
Our Strategy

We are in the work-placemaking business. We believe that **in** creating environments and experiences where the best and brightest can achieve together what they cannot apart, we can deliver greater value to our customers, their teammates and, in turn, our **stockholders**. **stakeholders**. Our simple strategy is to own and operate high-quality workplaces in the BBDs within our footprint, maintain a strong balance sheet to be opportunistic throughout economic cycles, employ a talented and dedicated team and communicate transparently with all stakeholders. We focus on owning and managing buildings in the most dynamic and vibrant BBDs. BBDs are highly-energized and amenitized workplace locations that enhance our customers' ability to attract and retain talent. They are both urban and suburban. Providing the most talent-supportive workplace options in these environments is core to our work-placemaking strategy.

Our investment strategy is to generate attractive and sustainable returns over the long term for our stockholders by developing, acquiring and owning a portfolio of high-quality, differentiated office buildings in the BBDs of our core markets. A core component of this strategy is to continuously strengthen the financial and operational performance, resiliency and long-term growth prospects of our existing in-service portfolio and recycle out of those properties that no longer meet our criteria.

Since the beginning of 2019, we have acquired (on a wholly-owned or joint venture basis) 4.0 million square feet of trophy office assets for a total gross investment of \$1.9 billion, placed in service 2.1 million square feet of highly pre-leased new office development for a total gross investment of \$762.0 million and sold **7.1 million** **7.5 million** square feet of non-core assets for **\$1.1 billion** **\$1.2 billion**. As of **December 31, 2022** **December 31, 2023**, our wholly-owned and joint venture development pipeline consisted of in-process and **recently completed** but not yet stabilized developments with a total anticipated gross investment of \$928.6 million. During this timeframe, we have completed our exit from Greensboro and Memphis, announced our plan to exit Pittsburgh and entered Charlotte and Dallas, two higher-growth markets.

Geographic Diversification. Our core portfolio consists primarily of office properties in Atlanta, Charlotte, Dallas, Nashville, Orlando, Raleigh, Richmond and Tampa. We do not believe that our operations are significantly dependent upon any particular geographic market.



Conservative and Flexible Balance Sheet. We are committed to maintaining a conservative and flexible balance sheet with access to ample liquidity, multiple sources of debt and equity capital and sufficient availability under our revolving credit facility to fund our short and long-term liquidity requirements. Our balance sheet also allows us to proactively assure our existing and prospective customers that we are able to fund tenant improvements and maintain our properties in good condition while retaining the flexibility to capitalize on favorable development and acquisition opportunities as they arise.

Competition

Our properties compete for customers with similar properties located in our markets primarily on the basis of location, rent, services provided and the design, quality and condition of the facilities. We also compete with other domestic and foreign REITs, financial institutions, pension funds, partnerships, individual investors and others when attempting to acquire, develop and operate properties.

Environmental Resiliency

We are firmly committed to our intrinsic and societal responsibility to routinely minimize all environmental impacts resulting from the development and operation of our properties. Our plan is to continue minimizing our energy intensity, carbon emissions and water consumption and strive to mitigate pollution, ensure environmental compliance and create healthy and productive workspaces for our customers and communities. To support and advance the environmental component of our long-term resiliency initiatives, we have formed a management-level corporate resiliency team that is overseen by the investment committee of the Company's Board of Directors. The corporate resiliency team, comprised of a diverse group of disciplines including executive leadership, is charged with refining our long-term resiliency strategy, driving performance improvements across our portfolio and establishing and tracking progress towards goals. More information regarding our sustainability strategy and progress towards reaching our target goals is available in **the Company's Proxy Statement filed in connection with our annual meeting of stockholders and in our annual corporate resiliency report that can be found under the "Service Not Space/Sustainability" Resiliency** section of our website. Information on our website is not considered part of this Annual Report.

Government Regulation

We are subject to laws, rules and regulations of the United States and the states and local municipalities in which we operate, including laws and regulations relating to environmental protection and human health and safety. Compliance with these laws, rules and regulations has not had, and is not expected to have, a material effect on our capital expenditures, results of operations and competitive position as compared to prior periods. For more information about environmental laws and regulations, see "Item 1A. Risk Factors - Risks Related to our Operations - Costs of complying with governmental laws and regulations may adversely affect our results of operations."

Information Security

We face risks associated with security breaches through cyber attacks, cyber intrusions or otherwise, as well as other significant disruptions of our information technology networks and related systems. The audit committee of the Company's Board of Directors is responsible for overseeing management's risk assessment and risk management processes designed to

monitor and control information security risk. Management, including the Company's chief information officer, regularly briefs the audit committee on information security matters. These briefings occur as often as needed, but in no event less than once a year. The Company's chief information officer also regularly briefs management's information technology

steering committee, which includes the CEO and CFO.

We have adopted and implemented an approach to identify and mitigate information security risks that we believe is commercially reasonable for real estate companies, including some of the best practices of the National Institute of Standards and Technology cyber security framework. Since January 1, 2018, we have not experienced any information security breaches that resulted in any financial loss. We have a cyber risk insurance policy designed to help us mitigate risk exposure by offsetting costs involved with recovery and remediation after an information security breach or similar event. We regularly engage independent third parties to test our information security processes and systems as part of our overall enterprise risk management. We regularly conduct information security training to ensure all employees are aware of information security risks and to enable them to take steps to mitigate such risks. As part of this program, we also take reasonable steps to ensure any employee who may come into possession of confidential financial or health information has received appropriate information security awareness training.

Human Capital Resources

We focus our real estate activities in markets where we have extensive local knowledge and own a significant amount of assets. As a result, we operate division offices in Atlanta, Nashville, Orlando, Raleigh, Richmond and Tampa, which are led by seasoned real estate professionals with significant commercial real estate experience managing across multiple economic

cycles. Over the long-term, we plan to open division offices in Charlotte and Dallas. Shared corporate services, such as accounting, technology, development, **asset management**, **portfolio operations**, marketing, human resources, legal and tax, are primarily based in Raleigh. Our senior leadership team, led by our CEO, is based in Raleigh and oversees all of the Company's operations.

Fully-Integrated. Unlike some other REITs, which outsource the leasing, management, maintenance and/or customer service of their properties entirely to third parties, we are a fully-integrated REIT that generally staffs the leasing, management, maintenance and customer service of our own portfolio. We believe being a fully-integrated REIT is in the best long-term interests of our stockholders for a number of reasons:

- in-house services generally allow us to better anticipate and respond to the many real-time demands of our existing and potential customer base;
- we are able to provide our customers with more cost-effective services such as build-to-suit construction and space modification, including tenant improvements and expansions;
- the depth and breadth of our capabilities and resources provide us with market information not generally available;
- operating efficiencies achieved through our fully-integrated organization provide a competitive advantage in servicing our properties, retaining existing customers and attracting new customers;
- we can ensure the consistent deployment of a comprehensive preventative maintenance program;
- our established detailed service request process creates chain of custody for a customer request and tracks status and response time, which enables proactive identification of any underperforming equipment and vital reconnaissance for process improvement and leverage when specifying all aspects of any new construction; and
- our first-hand relationships with our customers lead to better **customer service experiences for our customers and their teammates** and often result in customers seeking renewals and additional space.

Above all, being a fully-integrated REIT across these diverse functional areas gives us the benefit of engaging and responding to our customers' needs as an owner versus a vendor. We believe this distinction, a core component of our value proposition, translates into improved customer **service experience** and higher customer retention.

We had 345349 full-time employees as of December 31, 2022 December 31, 2023, three fewer four more than we had as of December 31, 2021 December 31, 2022. Over the past three years, our average annual turnover rate was 14% 17%, substantially lower than the average national industry turnover rate of 24.3% 26% as reported by the Bureau of Labor Statistics. Our turnover rate was 21% 13% for 2023, significantly lower than the turnover rate we experienced in 2021 and 2022 largely due to the continued volatility in the job markets in the aftermath of the COVID-19 pandemic. However, this was lower than the average national industry turnover rate of 25.8% and we have generally backfilled most of these positions. Moreover, through our efforts in

providing internship and cooperative education opportunities for future real estate professionals, we have also identified a pool of talented professionals capable of filling future hiring needs. As of December 31, 2022 December 31, 2023, the average tenure of our employees was 10 years and the average age was 49 years.

Approximately 69% 70% of our employees work in one of our division offices, most of which are directly involved in the management and maintenance of our portfolio. These include property managers, maintenance engineers and technicians, HVAC technicians and project managers. Personnel salaries and related costs of employees directly involved in the management and maintenance of our portfolio are allocated to our portfolio and recorded as rental property and other expenses. Approximately 2% of our employees work in our corporate development department and are directly involved in our development pipeline. When applicable, personnel salaries and related costs of such development employees are capitalized as a development expenditure. Approximately 3% of our employees are leasing professionals principally responsible for leasing our portfolio. When

applicable, commissions and related costs of such leasing employees are capitalized as a leasing expenditure. Generally, all other employee costs are recorded as general and administrative expenses. In 2022, 2023, the total cost of our workforce, including salaries, commissions, bonuses, equity and non-equity incentive compensation and employee benefits, was approximately \$61 \$59 million.

We continually conduct risk assessments of our human capital needs. Additionally, we prioritize succession planning across various levels of our company to ensure seamless transitions as employees are promoted, retire or otherwise depart from their current positions. One of our most significant human capital risks, which has been identified by many employers in our markets and throughout the country, concerns is an increasing expected shortage of trade professionals in the future, as there are fewer younger trade professionals entering the workforce to replace retiring workers. Approximately 33% 34% of our employees are highly specialized and skilled trade professionals, such as maintenance engineers and technicians and HVAC technicians. The average

age of our trade professionals is 51 53 years, which is approximately four five years older than the average age of the remainder of our employee base. To proactively combat the potential future shortage of skilled trade professionals, we have partnered with local trade schools in some of our markets to implement an apprenticeship program to encourage and incentivize younger workers to obtain the technical skills necessary to become a trade professional. In turn, we hope this program will create a pipeline of future maintenance engineers and technicians and HVAC technicians to join our company.

Total Rewards. We strive to provide career opportunities in an energized, inclusive and collaborative environment tailored to retain, attract and reward highly performing employees. We do so in a culture built on the foundations of collegiality, teamwork, hard work, humility, creativity, humor, respect, acceptance, expertise and dedication to each other, our stockholders and our customers.

Our total rewards program, which includes compensation and comprehensive benefits, is crafted to provide fair and competitive pay, insurance plans and other programs to facilitate an overall work-life balance. The program is designed to incentivize and reward employees and emphasize our commitment to exemplary work.

Our total rewards program is constructed to meet certain objectives, such as:

- Competitiveness: Compensate with fair pay for comparable jobs within the current labor market in which we compete for talent (none of our full-time employees earns less than \$15.00 per hour);
- Fairness: Reward positive and successful achievements through a consistent pay-for-performance approach administered throughout our company, including fair and equitable pay for all employees;
- Career: Communicate performance expectations and provide career enrichment and/or advancement opportunities to promote our long-term commitment to employees;
- Respect: Support a diverse and accepting team striving to maintain balance between career and personal life; and
- Culture: Create and preserve an environment where employees are acknowledged, honored and rewarded for hard work, creativity, energy, collegiality, teamwork, initiative and a measured drive to achieve, all in an honest and respectful manner.

In addition to offering competitive salaries and wages, we offer comprehensive, locally relevant and innovative benefits to all eligible employees. These include, among other benefits:

- Comprehensive health insurance coverage;
- Attractive paid time off, including up to 25 vacation days (depending on tenure), two personal holidays, nine company-wide holidays, one volunteer day, sick leave and parental leave for all new caregivers;
- Competitive match on contributions to our 401(k) retirement savings plan, in which over 95% 97% of our employees participate; and
- 15% discount on purchasing Common Stock through our employee stock purchase plan, in which nearly 35% 29% of our employees participate.

All employees are paid a base salary. Nearly 50% of employees are eligible to receive an annual bonus, which usually ranges from 5% to 30% of the employee's base salary. All employees are also eligible to receive a discretionary bonus from time to time to incentivize and reward excellent performance. Approximately 15% to 30% of employees typically receive a discretionary bonus each year, which usually ranges from \$500 to \$2,000.

Approximately 8% of our employees, including officers, are also eligible to receive long-term equity incentive compensation. Equity incentive awards provide such employees with an ownership interest in our company and a direct and demonstrable stake in our success. Equity incentive awards for non-officer employees are comprised of time-based restricted stock, which serves as a retention tool to deter participants from seeking other employment opportunities. Time-based restricted stock vests ratably on an annual basis, generally over a four-year term, and if an employee receiving such stock leaves, unvested shares are immediately forfeited except in the event of death, disability or as otherwise provided in our retirement plan.

Other than as described below, we have no compensation policies or programs that reward employees solely on a transaction-specific basis.

We have a development cash incentive plan pursuant to which all employees, excluding executive officers, can receive a cash payout from a development incentive pool. The amount of funds available to be earned under the plan depends upon the timing and cash yields of a qualifying development project and is included in the pro forma budget for the project. Payouts under the plan have generally ranged from \$1,000 to \$10,000 but could be higher under certain circumstances.

We also pay our in-house leasing professionals commissions for signed leases. We believe such commissions, which are paid in cash, are comparable to what we would pay in commission fees to outside brokers.

We do not believe that we have compensation policies or practices that create risks that are reasonably likely to have a material adverse effect on our company. For example, the development cash incentive program does not create an inappropriate risk because all development projects (inclusive of any such incentive compensation) must be approved in advance by our executive officers and, in most cases, the full board or the investment committee of our board, none of whom are eligible to receive such incentives. Likewise, the payment of leasing commissions does not create an inappropriate risk because amounts payable are derived from net effective cash rents (which deducts leasing capital expenditures and operating expenses) and leases must be executed by an officer of our company, none of whom are eligible to receive such commissions. Generally, lease transactions of a particular size or that contain terms or conditions that exceed certain guidelines also must be approved in advance by our senior leadership team. Additionally, we have an internal guideline whereby customers that account for more than 3% of our annualized revenues are periodically reviewed with the board. As of **December 31, 2022**, only Bank of America (3.8% (4.0%)) and Asurion (3.6% (3.5%)) accounted for more than 3% of our annualized GAAP revenues.

Health and Safety. Primarily because many of our employees are involved with the management and maintenance of our own portfolio, we have robust health and safety processes and training protocols designed to mitigate workplace incidents, risks and hazards. Among other things, we routinely conduct:

- regulatory-required training of affected employees regarding OSHA compliance;
- training on fire and life safety systems affecting our buildings and building systems;
- training on emergency response procedures affecting our people, our buildings and our customers;
- simulations and table-top exercises to ensure our crisis management and business continuity plans are effective; and
- training on pandemic safety affecting our people, our buildings and our customers.

Employee Well-being. We believe a resilient portfolio starts with having resilient employees. Our well-being initiatives focus on the “whole person,” as we are concerned not only for the on-the-job health and safety of our employees, but also for their ability to lead healthy and productive personal lives. To that end, we have established wellness committees in each of our **divisions** **locations** and have a “HIW Well-being” program to promote holistic well-being. Our health benefit plans are designed to improve the overall health of our employees by decreasing costs and improving access to quality healthcare.

Employee Empowerment. While we own and operate a collection of high-quality office assets, we believe our team of dedicated real estate professionals is also critically important to our success. **Over Since the past five years, beginning of 2018**, by simplifying and streamlining our operations, we have reduced our overall headcount by nearly 100. This right-sizing of our employee base has created, and will continue to create, opportunities for individual career growth. The Company has long demonstrated a commitment to individual career growth. For example, nearly **one-third** **half** of our current employees have had significant career advancement during their tenure with us. Through periodic career conversations that are held at least once a year with our employees, we create an environment that fosters and encourages an “ownership” mentality throughout our company and empowers our employees to continuously seek new and better ways of doing business.

In addition to supporting the career growth of our employees, we also seek to grow as an employer. We periodically solicit feedback from our employees through the use of employee engagement surveys to monitor and improve employee satisfaction in order to retain and recruit a talented workforce. During 2021, we surveyed all of our employees with respect to diversity and inclusion and many of our employees with respect to work environment satisfaction. **During 2022, we We** conducted an engagement **survey**. **survey** in each **of the last two years**.

Diversity and Inclusion. Diversity and inclusion is a core value for our company. We strive to create a diverse and inclusive environment in an authentic and meaningful way. We are an equal opportunity employer, with all qualified applicants receiving consideration for employment without regard to race, color, religion, sex, sexual orientation, gender identity, national origin, disability or protected veteran status. As of **December 31, 2022** **December 31, 2023**, **36%** **37%** of our employees were female and **26%** **28%** of our employees were persons of color. Of the new employees hired during **2022, 39%** **2023, 45%** were female and **39%** **41%** were persons of color.

We have a robust diversity and inclusion program, called the "Heart of Highwoods," with the overall goal of creating opportunities for all people in the commercial real estate industry, in the local communities in which we operate and among our own teammates at the Company. First, like all federal government contractors, we have established goals and methods to be sure we are providing opportunities to small and minority vendors to compete for work with our company. Second, we are providing opportunities for our employees to volunteer within their communities through the recently added paid volunteer time off benefit and an additional paid holiday on Martin Luther King, Jr. Day, a national day of service. Third, we have a diversity and inclusion group, called the "DIG," made up of employees who advocate for diversity and inclusion throughout our company. In 2022, 2023, the DIG focused its efforts on creating relationships fostering Company-wide communication and inclusion, supporting our partnerships with local schools and programs that support disadvantaged and minority students creating clear Company-wide communication, encouraging personal career growth with limited economic resources and continuing to expand and diversify our vendor base.

ITEM 1A. RISK FACTORS

An investment in our securities involves various risks. Investors should carefully consider the following risk factors in conjunction with the other information contained in this Annual Report before trading in our securities. If any of these risks actually occur, our business, results of operations, prospects and financial condition could be adversely affected.

Risks Related to our Operations

Potential changes in customer behavior, such as the The continued social acceptance, desirability and perceived economic benefits of work-from-home arrangements could materially and negatively impact the future demand for office space over the long-term. The COVID-19 pandemic has had, and another pandemic in the future could have, repercussions across regional and global economies and financial markets. Most countries, including the United States, reacted to the pandemic by restricting many business and travel activities, mandating the partial or complete closures of certain businesses and schools and taking other actions to mitigate the spread of the virus, most of which had a disruptive effect on economic activity, including the use of and demand for office space. Many private businesses, including some of our customers, continue to permit some or all of their employees to work from home some or all of the time even after the pandemic has subsided. **Potential changes in customer behavior, such as the The continued social acceptance, desirability and perceived economic benefits of work-from-home arrangements initially prompted initially by the pandemic could materially and negatively impact the future demand for office space over the long-term.**

Adverse economic conditions in our markets that negatively impact the demand for office space, such as high unemployment, may result in lower occupancy and rental rates for our portfolio, which would adversely affect our results of operations. Our operating results heavily depend heavily on successfully leasing and operating the office space in our portfolio. Economic growth and office employment levels in our core markets are important factors, among others, in predicting our future operating results.

The key components affecting our rental and other revenues are average occupancy, rental rates, cost recovery income, new developments placed in service, acquisitions and dispositions. Average occupancy generally increases during times of improving economic growth, as our ability to lease space outpaces vacancies that occur upon the expirations of existing leases. Average occupancy generally declines during times of slower or negative economic growth when new vacancies tend to outpace our ability to lease space. In addition, the timing of changes in occupancy levels tends to lag the timing of changes in overall economic activity and employment levels. Occupancy in our office portfolio decreased from 91.2% as of December 31, 2021 to 91.0% as of December 31, 2022 to 88.8% as of December 31, 2023. Average occupancy in future periods will be lower, perhaps significantly, lower, if potential changes in customer behavior, such as the continued social acceptance, desirability and perceived economic benefits of work-from-home arrangements, result in reduced future demand for office space over the long-term. For additional information regarding our average occupancy and rental rate trends over the past five years, see "Item 2. Properties." Lower rental revenues that result from lower average occupancy or lower rental rates with respect to our same property portfolio will adversely affect our results of operations unless offset by the impact of any newly acquired or developed properties or lower variable operating expenses, general and administrative expenses and/or interest expense.

In addition, prolonged market uncertainty and sustained economic downturns increase the likelihood that we will have to recognize a non-cash impairment in the value of our properties. Impairment charges adversely affect our results of operations.

We record impairments of our real estate assets classified as held for use when the carrying amount of the asset exceeds the sum of its undiscounted future operating and residual cash flows at the difference between estimated fair value of the asset and the carrying amount. With respect to assets classified as held for use, we perform an impairment analysis if our evaluation of events or changes in circumstances indicate that the carrying value may not be recoverable, such as a significant decline in occupancy, identification of materially adverse legal or environmental factors, change in our designation of an asset from core to non-core, which may impact the anticipated holding period, or a decline in market value to an amount less than cost. This analysis consists of determining whether the asset's carrying amount will be recovered from its undiscounted estimated future operating and residual cash flows. These cash flows are estimated based on a number of assumptions that are subject to economic and market uncertainties including, among others, demand for space, competition for customers, changes in market rental rates, costs to operate each property and estimated hold periods. Changes in any of these inputs, such as decreases in projected cash flows, increases in estimated capitalization rates or shortened hold periods for any reason such as positive or negative shifts in the commercial real estate sales market or anticipated changes in use, would increase the likelihood of an impairment being recorded with respect to any particular asset.

We face considerable competition in the leasing market and may be unable to renew existing leases or re-let space on terms similar to the existing leases, or we may spend significant capital in our efforts to renew and re-let space, which may adversely affect our results of operations. In addition to seeking to increase our average occupancy by leasing current vacant space, we also concentrate our leasing efforts on renewing existing leases. Because we compete with a number of other developers, owners and operators of office and office-oriented, mixed-use properties, we may be unable to renew leases with our existing customers and, if our current customers do not renew their leases, we may be unable to re-let the space to new customers. To the extent that we are able to renew existing leases or re-let such space to new customers, heightened competition resulting from adverse market conditions may require us to utilize rent concessions and tenant improvements to a greater extent than we anticipate or have historically.

Further, changes in space utilization by our customers due to technology, economic conditions, business culture and/or a need for less space due to the increasing prevalence of work-from-home arrangements by certain employers also affect the occupancy of our properties. As a result, customers may seek to downsize by leasing less space from us upon any renewal.

If our competitors offer space at rental rates below current market rates or below the rental rates we currently charge our customers, we may lose existing and potential customers, and we may be pressured to reduce our rental rates below those we currently charge in order to retain customers upon expiration of their existing leases. Even if our customers renew their leases or we are able to re-let the space, the terms and other costs of renewal or re-letting, including the cost of required renovations, increased tenant improvement allowances, leasing commissions, reduced rental rates and other potential concessions, may be less favorable than the terms of our current leases and could require significant capital expenditures. From time to time, we may also agree to modify the terms of existing leases to incentivize customers to renew their leases. If we are unable to renew leases or re-let space in a reasonable time, or if our rental rates decline or our tenant improvement costs, leasing commissions or other costs increase, our financial condition and results of operations would be adversely affected.

Difficulties or delays in renewing leases with large customers or re-leasing space vacated by large customers could materially impact our results of operations. Our 20 largest customers account for a meaningful portion of our revenues. See "Item 2. Properties - Customers" and "Item 2. Properties - Lease Expirations." There are no assurances that these customers, or any of our other large customers, will renew all or any of their space upon expiration of their current leases.

Some of our leases provide customers with the right to terminate their leases early, which could have an adverse effect on our financial condition and results of operations. Certain of our leases permit our customers to terminate their leases as to all or a portion of the leased premises prior to their stated lease expiration dates under certain circumstances, such as providing notice by a certain date and, in many cases, paying a termination fee. To the extent that our customers exercise early termination rights, our results of operations will be adversely affected, and we can provide no assurances that we will be able to generate an equivalent amount of net effective rent by leasing the vacated space to others.

Our results of operations and financial condition could be adversely affected by financial difficulties experienced by a major customer, or by a number of smaller customers, including bankruptcies, insolvencies or general downturns in business. Our operations depend on the financial stability of our customers. A default by a significant customer on its lease payments would cause us to lose the revenue and any other amounts due under such lease. In the event of a customer default or

bankruptcy, we may experience delays in enforcing our rights as landlord and may incur substantial costs re-leasing the property. We cannot evict a customer solely because of its bankruptcy. On the other hand, a court might authorize the customer to reject and terminate its lease. In such case, our claim against the bankrupt customer for unpaid, future rent would be subject to a statutory cap that might be substantially less than the remaining rent actually owed under the lease. As a result, our claim for unpaid rent would likely not be paid in full and we may be required to write-off deferred leasing costs and recognize credit

losses on accrued straight-line rents receivable. These events could adversely impact our financial condition and results of operations.

An oversupply of space in our markets often causes rental rates and occupancies to decline, making it more difficult for us to lease space at attractive rental rates, if at all. Undeveloped land in many of the markets in which we operate is generally more readily available and less expensive than in higher barrier-to-entry markets. As a result, even during times of positive economic growth, we and/or our competitors could construct new buildings that would compete with our existing properties. Any such oversupply could result in lower occupancy and rental rates in our portfolio, which would have a negative impact on our results of operations.

In order to maintain and/or increase the quality of our properties and successfully compete against other properties, we regularly must spend money to maintain, repair, renovate and improve our properties, which could negatively impact our financial condition and results of operations. If our properties are not as attractive to customers as properties owned by our competitors due to physical condition, lack of suitable nearby amenities or other similar factors, we could lose customers or suffer lower rental rates. As a result, we may from time to time make significant capital expenditures to maintain or enhance the competitiveness of our properties. There can be no assurances that any such expenditures would result in higher occupancy or higher rental rates or deter existing customers from relocating to properties owned by our competitors.

Costs of complying with governmental laws and regulations may adversely affect our results of operations. All real property and the operations conducted on real property are subject to federal, state and local laws and regulations relating to environmental protection and human health and safety. Some of these laws and regulations may impose joint and several liability on customers, owners or operators for the costs to investigate or remediate contaminated properties, regardless of fault or whether the acts causing the contamination were legal. In addition, the presence of hazardous substances, or the failure to properly remediate these substances, may hinder our ability to sell, rent or pledge such property as collateral for future borrowings.

Compliance with new laws or regulations or stricter interpretation of existing laws may require us to incur significant expenditures. Future laws or regulations may impose significant environmental liability. Additionally, our customers' operations, operations in the vicinity of our properties such as the presence of underground storage tanks, or activities of unrelated third parties may affect our properties. In addition, there are various local, state and federal fire, health, life-safety and similar regulations with which we may be required to comply and that may subject us to liability in the form of fines or damages for noncompliance. Any expenditures, fines or damages we must pay would adversely affect our results of operations.

Discovery of previously undetected environmentally hazardous conditions may adversely affect our financial condition and results of operations. Under various federal, state and local environmental laws and regulations, a current or previous property owner or operator may be liable for the cost to remove or remediate hazardous or toxic substances on such property. These costs could be significant. Such laws often impose liability whether or not the owner or operator knew of, or was responsible for, the presence of such hazardous or toxic substances. Environmental laws also may impose restrictions on the manner in which property may be used or businesses may be operated, and these restrictions may require significant expenditures or prevent us from entering into leases with prospective customers that may be impacted by such laws. Environmental laws provide for sanctions for noncompliance and may be enforced by governmental agencies or private parties. Certain environmental laws and common law principles could be used to impose liability for release of and exposure to hazardous substances, including asbestos-containing materials. Third parties may seek recovery from real property owners or operators for personal injury or property damage associated with exposure to released hazardous substances. The cost of defending against claims of liability, of complying with environmental regulatory requirements, of remediating any contaminated property, or of paying personal injury claims could adversely affect our financial condition and results of operations.

Our same property results of operations would suffer if costs of operating our properties, such as real estate taxes, utilities, insurance, maintenance and other costs, rise faster than our ability to increase rental revenues and/or cost recovery income. While we receive additional rent from our customers that is based on recovering a portion of operating expenses, increased operating expenses will negatively impact our results of operations. Our revenues, including cost recovery income, are subject to longer-term leases and may not be quickly increased sufficient enough to recover an increase in operating costs and expenses. Furthermore, the costs associated with owning and operating a property are not necessarily reduced when circumstances such as market factors and competition cause a reduction in rental revenues from the property. Increases in same

property operating expenses would adversely affect our results of operations unless offset by higher rental rates, higher cost recovery income, the impact of any newly acquired or developed properties, lower general and administrative expenses and/or lower interest expense.

Natural disasters and climate change could have an adverse impact on our cash flow and operating results. Climate change may add to the unpredictability and frequency of natural disasters and severe weather conditions and create additional uncertainty as to future trends and exposures. Many of our buildings are located in areas that are subject to natural disasters and severe weather conditions such as hurricanes, earthquakes, droughts, snow storms, floods and fires. The impact of climate change or the occurrence of natural disasters can delay new development projects, increase investment costs to repair or replace damaged properties, increase operating costs, create necessitate additional investment costs to make improvements to existing properties to comply with climate change regulations or otherwise reduce the carbon footprint of our portfolio, increase future property insurance costs and negatively impact the demand for office space.

Our insurance coverage on our properties may be inadequate. We carry insurance on all of our properties, including insurance for liability, fire, windstorms, floods, earthquakes, environmental concerns and business interruption. Insurance companies, however, limit or exclude coverage against certain types of losses, such as losses due to terrorist acts, named windstorms, earthquakes and toxic mold. Thus, we may not have insurance coverage, or sufficient insurance coverage, against certain types of losses and/or there may be decreases in the insurance coverage available. Should an uninsured loss or a loss in excess of our insured limits occur, we could lose all or a portion of the capital we have invested in a property or properties, as well as the anticipated future operating income from the property or properties. If any of our properties were to experience a catastrophic loss, it could disrupt our operations, delay revenue, result in large expenses to repair or rebuild the property and/or damage our reputation among our customers and investors generally. Further, if any of our insurance carriers were to become insolvent, we would be forced to replace the existing insurance coverage with another suitable carrier, and any outstanding claims would be at risk for collection. In such an event, we cannot be certain that we would be able to replace the coverage at similar or otherwise favorable terms. Such events could adversely affect our results of operations and financial condition.

We have obtained title insurance policies for each of our properties, typically in an amount equal to its original purchase price. However, these policies may be for amounts less than the current or future values value of our properties, particularly for land parcels on which we subsequently construct a building. In such event, if there is a title defect relating to any of our properties, we could lose some of the capital invested in and anticipated profits from such properties.

Failure to comply with Federal government contractor requirements could result in substantial costs and loss of substantial revenue. We are subject to compliance with a wide variety of complex legal requirements because we are a Federal government contractor. These laws regulate how we conduct business, require us to administer various compliance programs and require us to impose compliance responsibilities on some of our contractors. Our failure to comply with these laws could subject us to fines and penalties, cause us to be in default of our leases and other contracts with the Federal government and bar us from entering into future leases and other contracts with the Federal government.

We face risks associated with security breaches through cyber attacks, cyber intrusions, ransomware or otherwise, as well as other significant disruptions of our information technology ("IT") networks and related systems. We face risks associated with security breaches whether through cyber attacks or cyber intrusions over the Internet, malware, ransomware, computer viruses, attachments to e-mails, persons inside our organization or persons with access to systems inside our organization, and other significant disruptions of our IT networks and related systems. systems owned or used by us. The risk of a security breach or disruption, particularly through cyber attack or cyber intrusion, including by computer hackers, foreign governments and cyber terrorists, has generally increased as the number, intensity and sophistication of attempted attacks and intrusions from around the world have increased. Our IT networks and related systems are essential to the operation of our business and our ability to perform day-to-day operations (including managing our building systems) and, in some cases, may be critical to the operations of certain customers of our customers. ours. Although we make efforts to maintain the security and integrity of these types of IT networks and related systems and we have implemented various measures to manage the risk of a security breach or disruption, cybersecurity incident, there can be no assurance that our security efforts and measures will be effective or that attempted security breaches or disruptions would not be successful or damaging. Even the most well protected information, networks, systems and facilities remain potentially vulnerable because the techniques used in such attempted

security breaches evolve and generally are not generally recognized until launched against a target, and in some cases are designed not to be detected and, in fact, may not be detected. Accordingly, we may be unable to anticipate these techniques or to implement adequate security barriers or other preventative measures, and thus it is impossible for us to entirely mitigate this risk. cybersecurity risks.

A security breach or other significant disruption cybersecurity incident involving our IT networks and related systems owned or used by us could:

- disrupt the proper functioning of our networks and systems and therefore our operations and/or those of certain of our customers; customers' operations;
- result in misstated financial reports, violations of loan covenants, missed reporting deadlines and/or missed permitting deadlines;
- result in our inability to properly monitor our compliance with the rules and regulations regarding our qualification as a REIT;
- result in the unauthorized access to, and destruction, loss, theft, misappropriation or release of, proprietary, confidential, sensitive or otherwise valuable information of ours or others, which others could use to compete against us or which could expose us to damage claims by third-parties for disruptive, destructive or otherwise harmful purposes and outcomes;
- result in our inability to maintain the building systems relied upon by our customers for the efficient use of their leased space;
- require significant management attention and resources to remedy any damages that result;
- subject us to claims for breach of contract, damages, credits, penalties or termination of leases or other agreements; or
- damage our reputation among our customers and investors generally.

Any or all of the foregoing could have a material adverse effect on our results of operations, financial condition and cash flows.

Risks Related to our Investment Activities

Recent and future acquisitions and development properties may fail to perform in accordance with our expectations and may require renovation and development costs exceeding our estimates. In the normal course of business, we typically evaluate potential acquisitions, enter into non-binding letters of intent, and may, at any time, enter into contracts to acquire additional properties. Acquired properties may fail to perform in accordance with our expectations due to lease-up risk, renovation cost risks and other factors. In addition, the renovation and improvement costs we incur in bringing an acquired property up to our standards may exceed our original estimates. We may not have the financial resources to make suitable acquisitions or renovations on favorable terms or at all.

Further, we face significant competition for attractive investment opportunities from an indeterminate number of other real estate investors, including investors with significantly greater capital resources and access to capital than we have, such as domestic and foreign corporations and financial institutions, publicly-traded and privately-held REITs, private institutional investment funds, investment banking firms, life insurance companies and pension funds. Moreover, owners of office properties may be reluctant to sell, resulting in fewer acquisition opportunities. As a result of such increased competition and limited opportunities, we may be unable to acquire additional properties or the purchase price of such properties may be significantly elevated, which would reduce our expected return from making any such acquisitions.

In addition to acquisitions, we periodically consider developing or re-developing properties. Risks associated with development and re-development activities include:

- the unavailability of favorable financing;
- construction costs exceeding original estimates;
- construction and lease-up delays resulting in increased debt service expense and construction costs; and
- lower than anticipated occupancy rates and rents causing a property to be unprofitable or less profitable than originally estimated.

Development and re-development activities are also subject to risks relating to our ability to obtain, or delays in obtaining, any necessary zoning, land-use, building, occupancy and other required governmental and utility company authorizations. Further, we hold and expect to continue to acquire non-income producing land for future development. See "Item 2. Properties - Land Held for Development." No assurances can be provided as to when, if ever, we will commence development projects on such land or if any such

development projects would be on favorable terms. The fixed costs of acquiring and owning development land, such as the ongoing payment of property taxes, adversely affects our results of operations until such land is either placed in service or sold.

Illiquidity of real estate investments and the tax effect of dispositions could significantly impede our ability to sell assets or respond to favorable or adverse changes in the performance of our properties. Because real estate investments are relatively illiquid, our ability to promptly sell one or more properties in our portfolio in response to changing economic, financial and investment conditions is limited. We intend to continue to sell some of our properties in the future as part of our investment strategy and activities. However, we cannot predict whether we will be able to sell any property for the price or on the terms set by us, or whether the price or other terms offered by a prospective purchaser would be acceptable to us. We also cannot predict the length of time needed to find a willing purchaser and close the sale of a property.

Certain of our properties have low tax bases relative to their estimated current market values, and accordingly, the sale of such assets would generate significant taxable gains unless we sold such properties in a tax-deferred exchange under Section 1031 of the Internal Revenue Code or another tax-free or tax-deferred transaction. For an exchange to qualify for tax-deferred treatment under Section 1031, the net proceeds from the sale of a property must be held by an escrow agent until applied toward the purchase of real estate qualifying for gain deferral. Given the competition for properties meeting our investment criteria, there could be a delay in reinvesting such proceeds or we may be unable to reinvest such proceeds at all. Any delay or limitation in using the reinvestment proceeds to acquire additional income producing assets could adversely affect our near-term results of operations. Additionally, in connection with tax-deferred 1031 transactions, our restricted cash balances may be commingled with other funds being held by any such escrow agent, which subjects our balance to the credit risk of the institution. If we sell properties outright in taxable transactions, we may elect to distribute some or all of the taxable gain to our stockholders under the requirements of the Internal Revenue Code for REITs, which in turn could negatively affect our future results of operations and may increase our leverage. If a transaction's gain that is intended to qualify as a Section 1031 deferral is later determined to be taxable, we may face adverse consequences, and if the laws applicable to such transactions are amended or repealed, we may not be able to dispose of properties on a tax-deferred basis.

Our use of joint ventures may limit our control over and flexibility with jointly owned investments. From time to time, we own, develop and acquire properties in joint ventures with other persons or entities when circumstances warrant the use of these structures. Types of joint venture investments include noncontrolling ownership interests in entities such as partnerships and limited liability companies and tenant-in-common interests in which we own less than 100% of the undivided interests in a real estate asset. In some cases, we rely on our joint venture partners to manage and lease the properties. Our participation in joint ventures is subject to the risks that:

- we could become engaged in a dispute with any of our joint venture partners that might affect our ability to develop or operate a property;
- some of our joint ventures are subject to debt and the refinancing of such debt may require equity capital calls;
- our joint venture partners may default on their obligations necessitating that we fulfill their obligation ourselves;
- our joint ventures may be unable to repay any amounts that we may loan to them;
- we may need our joint venture partner's approval to take certain actions and, therefore, we may be unable to cause a joint venture to implement decisions that we consider advisable;
- our joint venture partners may have different objectives than we have regarding the appropriate timing and terms of any renovation, sale or refinancing of properties;
- with respect to certain joint ventures, our joint venture partner has a right to sell its interest to us under certain circumstances for fair market value (less estimated costs to sell) at various dates in the future;
- with respect to certain joint ventures, our joint venture partner has a right to receive additional consideration from us or the joint venture under certain circumstances if and to the extent the internal rate of return on the applicable development project exceeds certain thresholds;
- our joint venture partners may be structured differently than us for tax purposes, which could create conflicts of interest; and
- we or our joint venture partners may have competing interests in our markets that could create conflicts of interest.

We face risks associated with the development of mixed-use commercial properties. We operate, are currently developing and may in the future develop properties either alone or through joint ventures with other persons that are known as "mixed-use"

"mixed-use" developments. This means that in addition to the development of office space, the project may also include space for residential, retail, hotel or other commercial purposes. We have less experience in developing and managing non-office real estate than we do with office real estate. As a result, if a development project includes a non-office use, we may seek to develop that component ourselves, sell the rights to that component to a third-party developer with experience in that use or we may seek to partner with such a developer. If we do not sell the rights or partner with such a developer, or if we choose to develop the other component ourselves, we would be exposed not only to those risks

typically associated with the development of commercial real estate generally, but also to specific risks associated with the development and ownership of non-office real estate. In addition, even if we sell the rights to develop the other component or elect to participate in the development through a joint venture, we may be exposed to the risks associated with the failure of the other party to complete the development as expected. These include the risk that the other party would default on its obligations necessitating that we complete the other component ourselves (including providing any necessary financing).

We own certain properties subject to ground leases that limit our uses of the properties, restrict our ability to sell or otherwise transfer the properties and expose us to the loss of the properties if such agreements are breached by us, terminated or not renewed. As of **December 31, 2022** **December 31, 2023**, we owned 2.8 million square feet of office space located on various land parcels that we lease on a long-term basis. Many of these ground leases impose significant limitations on our uses of the subject property, restrict our ability to sell or otherwise transfer our interests in the property or restrict our leasing of the property. These restrictions may limit our ability to timely sell or exchange the properties, impair the properties' value or negatively impact our ability to find suitable customers for the properties. In addition, if we default under the terms of any particular ground lease, we may lose the ownership rights to the property subject to the ground lease. Upon expiration of a ground lease, we may not be able to renegotiate a new ground lease on favorable terms, if at all. The loss of the ownership rights to these properties or an increase of rental expense could have a material adverse effect on our results of operations, financial condition and cash flows.

Risks Related to our Financing Activities

Our use of debt could have a material adverse effect on our financial condition and results of operations. We are subject to risks associated with debt financing, such as the sufficiency of cash flow to meet required payment obligations, ability to comply with financial ratios and other covenants and the availability of capital to refinance existing indebtedness or fund important business initiatives. If we breach covenants in our debt agreements, the lenders can declare a default and, if the debt is secured, can take possession of the property securing the defaulted loan. In addition, certain of our unsecured debt agreements contain cross-default provisions giving the unsecured lenders the right to declare a default if we are in default under more than \$35.0 million with respect to other loans in some circumstances. Unwaived defaults under our debt agreements could materially and adversely affect our financial condition and results of operations.

Further, we obtain credit ratings from Moody's Investors Service and Standard and Poor's Rating Services based on their evaluation of our creditworthiness. These agencies' ratings are based on a number of factors, some of which are not within our control. In addition to factors specific to our financial strength and performance, the rating agencies also consider conditions affecting REITs generally. We cannot assure you that our credit ratings will not be downgraded. If our credit ratings are downgraded or other negative action is taken, we could be required, among other things, to pay additional interest and fees on outstanding borrowings under our revolving credit facility and bank term loans.

We generally do not intend to reserve funds to retire existing debt upon maturity. We may not be able to repay, refinance or extend any or all of our debt at maturity or upon any acceleration. If any refinancing is done at higher interest rates, the increased interest expense would adversely affect our cash flow and ability to pay distributions. Any such refinancing could also impose tighter financial ratios and other covenants that restrict our ability to take actions that could otherwise be in our best interest, such as funding new development activity, making opportunistic acquisitions, repurchasing our securities or paying distributions. If we do not meet our mortgage financing obligations, any properties securing such indebtedness could be foreclosed on.

We depend on our revolving credit facility for working capital purposes and for the short-term funding of our development and acquisition activity and, in certain instances, the repayment of other debt upon maturity. Our ability to borrow under the revolving credit facility also allows us to quickly capitalize on opportunities at short-term interest rates. If our lenders default under their obligations under the revolving credit facility or we become unable to borrow additional funds under the facility for any reason, we would be required to seek alternative equity or debt capital, which could be more costly and adversely impact our financial condition. If such alternative capital were unavailable, we may not be able to make new investments and could have difficulty repaying other debt.

Increases in interest rates would increase our interest expense. As of **December 31, 2022** **December 31, 2023**, we had **\$936.0 million** **\$370.0 million** of variable rate debt outstanding not protected by interest rate hedge contracts. We may incur additional variable rate debt in the future. If interest rates increase, then so would the interest expense on our unhedged variable rate debt, which would adversely affect our financial condition and results of operations. From time to time, we manage our exposure to interest rate risk with interest rate hedge contracts that effectively fix or cap a portion of our variable rate debt. In addition, we utilize fixed rate debt at market rates. If interest rates decrease, the fair market value of any existing interest rate hedge contracts on outstanding fixed-rate debt would decline.

Our efforts to manage these exposures may not be successful. Our use of interest rate hedge contracts to manage risk associated with interest rate volatility may expose us to additional risks, including ~~a~~the risk that a counterparty to a hedge contract may fail to honor its obligations. Developing an effective interest rate risk strategy is complex and no strategy can completely insulate us from risks associated with interest rate fluctuations. There can be no assurance that our hedging activities will have the desired beneficial impact on our results of operations or financial condition. Termination of interest rate hedge contracts typically involves costs, such as transaction fees or breakage costs.

We face the risk that third parties will not be able to service or repay loans we make to them. From time to time, we have loaned, and in the future may loan, funds to a buyer to facilitate the sale of an asset or in connection with the formation of a joint venture to acquire and/or develop a property. Making these loans subjects us to the following risks, each of which could have a material adverse effect on our cash flow, results of operations and/or financial condition:

- the third party may be unable to make full and timely payments of interest and principal on the loan when due;

- if the a buyer to whom we provide seller financing does not manage the property well, or the property otherwise fails to meet financial projections, performs poorly or declines in value, then the buyer may not have the funds or ability to raise new debt with which to make required payments of interest and principal to us; us and, if the seller financing is non-recourse, our only remedy in the event of a default would be to foreclose on the asset;
- if we loan funds to a joint venture, and the joint venture is unable to make required payments of interest or principal, or both, or there are disagreements with respect to the repayment of the loan or other matters, then we could have a resulting dispute with our partner, and such a dispute could harm our relationship with our partner and cause delays in developing or selling the property or the failure to properly manage the property; and
- if we loan funds to a joint venture and the joint venture is unable to make required payments of interest and principal, or both, then we may exercise remedies available to us in the joint venture agreement that could allow us to increase our ownership interest or our control over major decisions, or both, which could result in an unconsolidated joint venture becoming consolidated with our financial statements; doing so could require us to reallocate the purchase price among the various asset and liability components and this could result in material changes to our reported results of operations and financial condition.

Risks Related to our Status as a REIT

The Company may be subject to taxation as a regular corporation if it fails to maintain its REIT status, which could have a material adverse effect on the Company's stockholders and on the Operating Partnership. We may be subject to adverse consequences if the Company fails to continue to qualify as a REIT for federal income tax purposes. While we intend to operate in a manner that will allow the Company to continue to qualify as a REIT, we cannot provide any assurances that the Company will remain qualified as such in the future, which could have particularly adverse consequences to the Company's stockholders. Many of the requirements for taxation as a REIT are highly technical and complex and depend upon various factual matters and circumstances that may not be entirely within our control. The fact that the Company holds its assets through the Operating Partnership and its subsidiaries further complicates the application of the REIT requirements. Even a technical or inadvertent mistake could jeopardize our REIT status. Furthermore, Congress and the Internal Revenue Service might change the tax laws and regulations and the courts might issue new rulings that make it more difficult, or impossible, for the Company to remain qualified as a REIT. If the Company fails to qualify as a REIT, it would (a) not be allowed a deduction

for dividends paid to stockholders in computing its taxable income, (b) be subject to federal income tax at regular corporate rates (and state and local taxes) and (c) unless entitled to relief under the tax laws, not be able to re-elect REIT status until the fifth calendar year after it failed to qualify as a REIT. Additionally, the Company would no longer be required to make distributions. As a result of these factors, the Company's failure to qualify as a REIT could impair our ability to expand our business and adversely affect the price of our Common Stock.

Even if we remain qualified as a REIT, we may face other tax liabilities that adversely affect our financial condition and results of operations. Even if we remain qualified for taxation as a REIT, we may be subject to certain federal, state and local taxes on our income and assets, including taxes on any undistributed income, tax on income from some activities conducted as a result of a foreclosure, and state or local income, property and transfer taxes. In addition, our taxable REIT subsidiary is subject to regular corporate federal, state and local taxes. Any of these taxes would adversely affect our financial condition and results of operations.

Complying with REIT requirements may cause us to forego otherwise attractive opportunities or liquidate otherwise attractive investments. To remain qualified as a REIT for federal income tax purposes, we must continually satisfy tests concerning, among other things, the sources of our income, the nature and diversification of our assets, the amounts we distribute to our stockholders and the ownership of our capital stock. In order to meet these tests, we may be required to forego investments we might otherwise make. Compliance with the REIT requirements may limit our growth prospects.

In particular, we must ensure that at the end of each calendar quarter, at least 75% of the value of our assets consists of cash, cash items, government securities and qualified real estate assets. The remainder of our investment in securities (other than government securities, securities of taxable REIT subsidiaries and qualified real estate assets) generally cannot include more than 10% of the outstanding voting securities of any one issuer or more than 10% of the total value of the outstanding securities of any one issuer. In addition, in general, no more than 5% of the value of our assets (other than government securities, securities of taxable REIT subsidiaries and qualified real estate assets) can consist of the securities of any one issuer, and no more than 25% of the value of our total assets can be represented by the securities of one or more taxable REIT subsidiaries. If we fail to comply with these requirements at the end of any calendar quarter, we must correct the failure within 30 days after the end of the calendar quarter or qualify for certain statutory relief provisions to avoid losing our REIT qualification and suffering adverse tax consequences. As a result, we may be required to liquidate otherwise attractive investments, which could adversely affect our financial condition and results of operations.

The prohibited transactions tax may limit our ability to sell properties. A REIT's net income from prohibited transactions is subject to a 100% tax. In general, prohibited transactions are sales or other dispositions of property held primarily for sale to customers in the ordinary course of business. We may be subject to the prohibited transaction tax equal to 100% of net gain upon a disposition of real property. Although a safe harbor to the characterization of the sale of real property by a REIT as a prohibited transaction is available, we cannot assure you that we can in all cases comply with the safe harbor or that we will avoid owning property that may be characterized as held primarily for sale to customers in the ordinary course of business. Consequently, we may choose not to engage in certain sales of our properties or may conduct such sales through our taxable REIT subsidiary, which would be subject to federal and state income taxation.

Dividends payable by REITs do not qualify for the reduced tax rates available for some dividends. Dividends payable by REITs to U.S. stockholders are taxed at a maximum individual rate of 33.4% (including the 3.8% net investment income tax and after factoring in a 20% deduction for pass-through income). The more favorable rates

applicable to regular corporate qualified dividends could cause investors who are taxed at individual rates to perceive investments in REITs to be relatively less attractive than investments in the stocks of non-REIT corporations that pay dividends, which could adversely affect the value of the shares of REITs, including our stock.

We face possible tax audits. Because we are organized and qualify as a REIT, we are generally not subject to federal income taxes. We are, however, subject to federal, state and local taxes in certain instances. In the normal course of business, certain entities through which we own real estate have undergone tax audits. While tax deficiency notices from the jurisdictions conducting previous audits have not been material, there can be no assurance that future audits will not occur with increased frequency or that the ultimate result of such audits will not have a material adverse effect on our results of operations.

Risks Related to an Investment in our Securities

The price of our Common Stock is volatile and may decline. A number of factors may adversely influence the public market price of our Common Stock. These factors include:

- the level of institutional interest in us;
- the perceived attractiveness of investment in us, in comparison to other REITs;
- the attractiveness of securities of REITs, and office REITs in particular, in comparison to other asset classes;
- our financial condition and performance;

- the market's perception of our business and growth prospects and potential future cash dividends;
- government action or regulation, including changes in tax laws;
- increases in market interest rates, which may lead investors to expect a higher annual yield from our distributions in relation to the price of our Common Stock;
- changes in our credit ratings;
- the issuance of additional shares of Common Stock, or the perception that such issuances might occur, including under our equity distribution agreements; and
- any negative change in the level or stability of our dividend.

Tax elections regarding distributions may impact the future liquidity of the Company or our stockholders. Under certain circumstances, we may consider making a tax election to treat future distributions to stockholders as distributions in the current year. This election, which is provided for in the Internal Revenue Code, may allow us to avoid increasing our dividends or paying additional income taxes in the current year. However, this could result in a constraint on our ability to decrease our dividends in future years without creating risk of either violating the REIT distribution requirements or generating additional income tax liability.

Tax legislative or regulatory action could adversely affect us or our stockholders. In recent years, numerous legislative, judicial and administrative changes have been made to the U.S. federal income tax laws applicable to investments similar to an investment in our Common Stock. Additional changes to tax laws are likely to continue in the future, and we cannot assure you that any such changes will not adversely affect the taxation of us or our stockholders. Any such changes could have an adverse effect on an investment in our Common Stock, on the market value of our properties or the attractiveness of securities of REITs generally in comparison to other asset classes.

We cannot assure you that we will continue to pay dividends at historical rates. We generally expect to use cash flows from operating activities to fund dividends. For information regarding our dividend payment history as well as a discussion of the factors that influence the decisions of the Company's Board of Directors regarding dividends and distributions, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources - Dividends and Distributions." Changes in our future dividend payout level could have a material effect on the market price of our Common Stock.

Cash distributions reduce the amount of cash that would otherwise be available for other business purposes, including paying off debt, reinvesting in our existing portfolio or funding future growth initiatives. For the Company to maintain its qualification as a REIT, it must annually distribute to its stockholders at least 90% of REIT taxable income, excluding net capital gains. In addition, although capital gains are not required to be distributed to maintain REIT status, taxable capital gains, if any, that are generated as part of our investment activities are subject to federal and state income tax unless such gains are distributed to our stockholders. Cash distributions made to stockholders to maintain REIT status or to distribute otherwise taxable capital gains limit our ability to accumulate capital for other business purposes, including paying off debt, reinvesting in our existing portfolio or funding future growth initiatives.

Further issuances of equity securities may adversely affect the market price of our Common Stock and may be dilutive to current stockholders. The sales of a substantial number of Common Shares, or the perception that such sales could occur, could adversely affect the market price of our Common Stock. We have filed a registration statement with the SEC allowing us to offer, from time to time, an indeterminate amount of equity securities (including Common Stock and Preferred Stock) on an as-needed basis and subject to our ability to effect offerings on satisfactory terms based on prevailing conditions. In addition, the Company's Board of Directors has, from time to time, authorized the Company to issue shares of Common Stock pursuant to the Company's equity sales agreements. The interests of our existing stockholders could be diluted if additional equity securities are issued to finance future developments and acquisitions or repay indebtedness. Our ability to

execute our business strategy depends on our access to an appropriate blend of: non-core asset sales; debt financing, including unsecured lines of credit and other forms of secured and unsecured debt; and equity financing, including common equity.

We may change our policies without obtaining the approval of our stockholders. Our operating and financial policies, including our policies with respect to acquisitions of real estate, growth, operations, indebtedness, capitalization and dividends, are exclusively determined by the Company's Board of Directors. Accordingly, our stockholders do not control these policies.

Limits on changes in control may discourage takeover attempts beneficial to stockholders. Provisions in the Company's charter and bylaws as well as Maryland general corporation law may have anti-takeover effects that delay, defer or prevent a takeover attempt. For example, these provisions may defer or prevent tender offers for our Common Stock or purchases of large blocks of our Common Stock, thus limiting the opportunities for the Company's stockholders to receive a premium for their shares of Common Stock over then-prevailing market prices. These provisions include the following:

- **Ownership limit.** The Company's charter prohibits direct, indirect or constructive ownership by any person or entity of more than 9.8% of the Company's outstanding capital stock. Any attempt to own or transfer shares of capital stock in excess of the ownership limit without the consent of the Company's Board of Directors will be void.
- **Preferred Stock.** The Company's charter authorizes the Board of Directors to issue preferred stock in one or more classes and establish the preferences and rights of any class of preferred stock issued. These actions can be taken without stockholder approval. The issuance of preferred stock could have the effect of delaying or preventing someone from taking control of the Company, even if a change in control were in our best interest.
- **Business combinations.** Pursuant to the Company's charter and Maryland law, the Company cannot merge into or consolidate with another corporation or enter into a statutory share exchange transaction in which the Company is not the surviving entity or sell all or substantially all of its assets unless the Company's Board of Directors adopts a resolution declaring the proposed transaction advisable and a majority of the stockholders voting together as a single class approve the transaction. Maryland law prohibits stockholders from taking action by written consent unless all stockholders consent in writing. The practical effect of this limitation is that any action required or permitted to be taken by the Company's stockholders may only be taken if it is properly brought before an annual or special meeting of stockholders. The Company's bylaws further provide that in order for a stockholder to properly bring any matter before a meeting, the stockholder must comply with requirements regarding advance notice. The foregoing provisions could have the effect of delaying until the next annual meeting stockholder actions that the holders of a majority of the Company's outstanding voting securities favor. These provisions may also discourage another person from making a tender offer for the Company's common stock, because such person or entity, even if it acquired a majority of the Company's outstanding voting securities, would likely be able to take action as a stockholder, such as electing new directors or approving a merger, only at a duly called stockholders meeting. Maryland law also establishes special requirements with respect to business combinations between Maryland corporations and interested stockholders unless exemptions apply. Among other things, the law prohibits for five years a merger and other similar transactions between a corporation and an interested stockholder and requires a supermajority vote for such transactions after the end of the five-year period. The Company's charter contains a provision exempting the Company from the Maryland business combination statute. However, we cannot assure you that this charter provision will not be amended or repealed at any point in the future.
- **Control share acquisitions.** Maryland general corporation law also provides that control shares of a Maryland corporation acquired in a control share acquisition have no voting rights except to the extent approved by a vote of two-thirds of the votes entitled to be cast on the matter, excluding shares owned by the acquirer or by officers or employee directors. The control share acquisition statute does not apply to shares acquired in a merger, consolidation or share exchange if the corporation is a party to the transaction, or to acquisitions approved or exempted by the corporation's charter or bylaws. The Company's bylaws contain a provision exempting from the control share acquisition statute any stock acquired by any person. However, we cannot assure you that this bylaw provision will not be amended or repealed at any point in the future.
- **Maryland unsolicited takeover statute.** Under Maryland law, the Company's Board of Directors could adopt various anti-takeover provisions without the consent of stockholders. The adoption of such measures could discourage offers for the Company or make an acquisition of the Company more difficult, even when an acquisition would be in the best interest of the Company's stockholders.
- **Anti-takeover protections of operating partnership agreement.** Upon a change in control of the Company, the partnership agreement of the Operating Partnership requires certain acquirers to maintain an umbrella partnership real

estate investment trust structure with terms at least as favorable to the limited partners as are currently in place. For instance, the acquirer would be required to preserve the limited partner's right to continue to hold tax-deferred partnership interests that are redeemable for capital stock of the acquirer. Exceptions would require the approval of two-thirds of the limited partners of our Operating Partnership (other than the Company). These provisions may make a change of control transaction involving the Company more complicated and therefore might decrease the likelihood of such a transaction occurring, even if such a transaction would be in the best interest of the Company's stockholders.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 1C. CYBERSECURITY

We face risks associated with security breaches through cyber attacks, cyber intrusions or otherwise, and other significant disruptions of information technology networks and related systems. See also "Item 1A. Risk Factors – Risks Related to our Operations – We face risks associated with security breaches through cyber attacks, cyber intrusions, ransomware or otherwise, as well as other significant disruptions of our information technology ("IT") networks and related systems." We have never experienced any cybersecurity incidents that have materially affected or are reasonably likely to materially affect us, including our business strategy, results of operations or financial condition. With the assistance of a third party technology consulting firm, we have adopted and implemented an approach to identify and mitigate cybersecurity risks. For example, we are in the process of adopting and implementing many of the voluntary practices recommended under the National Institute of Standards and Technology cybersecurity framework, which we believe is a best practice for U.S.-based real estate companies.

Management's information technology steering committee, which is led by the chief information officer and includes all of our executive officers, is responsible for assessing and managing material risks from cybersecurity threats from our own information technology networks and systems we use that are owned by third party service providers. Ryan Hunt has served as our chief information officer since June 2021. Mr. Hunt joined us in 1997 and quickly transitioned his focus to technology. He began his technology career on the IT help desk, served in various other roles within the technology department and most recently served in the role of senior director of application development. Mr. Hunt earned his Bachelor of Science degree in Management Information Systems from North Carolina State University.

Under the direction of our chief information officer with oversight from management's steering committee, the Company has implemented a cybersecurity incident response plan that sets forth a process for detecting and responding to cybersecurity incidents, determining their scope and risk, developing an appropriate response to mitigate and remediate the incident, communicating effectively to all stakeholders and participants and reducing the likelihood of similar future incidents. In the event of a real or perceived cybersecurity incident, the chief information officer would, as soon as practicable, inform management's steering committee, the members of which would then collaborate with the chief information officer to manage material risks.

As part of our overall enterprise risk management processes and to better evaluate our cybersecurity risks, we have conducted a business impact analysis by leveraging our annual company-wide enterprise risk management assessment to understand the relationship between our critical business operations and our information technology systems. We partner with a third party service provider to assist us on a real-time basis with detecting advanced threats, streamline and collaborate on investigations and recommend actions to further strengthen our systems and, if and when necessary, respond to incidents. In addition, we regularly engage independent third parties to test our cybersecurity processes and systems through consulting, independent audits and penetration testing. We also have a cyber risk insurance policy designed to help us mitigate risk exposure by offsetting costs involved with recovery and remediation after a cybersecurity breach or similar event.

We regularly conduct cybersecurity training to ensure all employees are aware of cybersecurity risks and to enable them to take steps to mitigate such risks. For example, all employees are required to successfully complete a cybersecurity risk module and assessment on a quarterly basis. As part of this program, we also take reasonable steps to ensure any employee who may come into possession of confidential financial or health information has received appropriate cybersecurity awareness training and, if applicable, payment card industry (PCI) training.

The audit committee of the Company's Board of Directors is responsible for overseeing management's information technology steering committee as well as management's risk assessment and risk management processes designed to monitor and control cybersecurity threats. Management's steering committee, led by the Company's chief information officer, regularly briefs the audit committee on cybersecurity matters. These briefings generally occur on a quarterly basis. In the event we experience a cybersecurity incident that could materially affect us, including our business strategy, results of operations or financial condition, the Company's chief information officer and other members of management's steering committee (which include executive officers who are also part of our disclosure committee) would review the incident with the audit committee to consider whether and to what extent disclosure is required under Item 1.05 of Form 8-K.

ITEM 2. PROPERTIES

Properties

The following table sets forth information about our portfolio by geographic location as of December 31, 2022 December 31, 2023:

Market	Market	Percentage of Annualized GAAP Rental Revenue (1)		Market	Percentage of Annualized GAAP Rental Revenue (1)	
		Rentable Square Feet	Occupancy %		Rentable Square Feet	Occupancy %
Raleigh	Raleigh	6,335,000	92.0 %	22.3 % Raleigh	6,197,000	90.2 %
Nashville	Nashville	5,230,000	95.0	21.6		
Atlanta	Atlanta	4,926,000	88.3	16.8		
Tampa	Tampa	3,340,000	87.1	11.7		
Charlotte	Charlotte	1,970,000	94.3	10.1		
Orlando	Orlando	1,790,000	88.9	6.0		
Orlando						
Orlando						
Richmond	Richmond	1,844,000	89.9	4.6		
Other	Other	2,155,000	90.9	6.9		
Total	Total	27,590,000	91.0 %	100.0 %		
Total					27,212,000	88.8 %
Total						100.0 %

(1) Annualized GAAP Rental Revenue is GAAP rental revenue (base rent plus cost recovery income, including straight-line rent) from our office properties for the month of December 2022 2023 multiplied by 12.

The following table sets forth the net changes in rentable square footage of our portfolio:

		Year Ended December 31,		Year Ended December 31,							
		2023		2021							
		(in thousands)									
Year Ended December 31,											
(in thousands)											
31,											
2022 2021 2020											
(in thousands)											
Acquisitions											
Acquisitions											
Acquisitions		Acquisitions	367	2,266	—						
Developments Placed		Developments Placed									
In-Service		In-Service	263	897	—						
Remeasurements/Other		Remeasurements/Other	(11)	(3)	(40)						
Dispositions		Dispositions	(437)	(1,661)	(4,489)						
Net Change in	Net Change in										
Rentable Square	Rentable Square										
Footage	Footage		182	1,499	(4,529)						

The following table sets forth operating information about our portfolio:

	Annualized		
	GAAP	Annualized	
	Rent	Cash Rent	
	Average	Per Square	Per Square
	Occupancy	Foot (1)	Foot (2)
2018	91.7 %	\$ 24.68	\$ 24.06

			Average	Annualized GAAP Rent	Annualized Cash Rent
			Occupancy	Per Square	Per Square
				Foot (1)	Foot (2)
2019	2019	91.4	% \$ 26.46	\$ 25.06	
2020	2020	90.7	% \$ 29.23	\$ 28.21	
2021	2021	90.0	% \$ 30.75	\$ 29.63	
2022	2022	90.8	% \$ 31.89	\$ 30.51	
2023					

(1) Annualized GAAP Rent Per Square Foot is rental revenue (base rent plus cost recovery income, including straight-line rent) for the month of December of the respective year multiplied by 12, divided by total occupied rentable square footage.

(2) Annualized Cash Rent Per Square Foot is cash rental revenue (base rent plus cost recovery income, excluding straight-line rent) for the month of December of the respective year multiplied by 12, divided by total occupied rentable square footage.

Customers

The following table sets forth information concerning the 20 largest customers in our portfolio as of December 31, 2022 December 31, 2023:

Customer	Customer	Rentable Square Feet	Annualized GAAP Rental Revenue (1)	Percent of Total Annualized GAAP Rental Revenue (1)	Weighted Average Remaining Lease Term in Years	Customer	Rentable Square Feet	Annualized GAAP Rental Revenue (1)	Percent of Total Annualized GAAP Rental Revenue (1)	Weighted Average Remaining Lease Term in Years
(in thousands)										
(in thousands)										
Bank of America										
Bank of America	Bank of America	652,313	\$ 30,317	3.79 %	10.9					
Asurion	Asurion	543,794	28,955	3.62	13.8					
Federal Government	Federal Government	867,006	23,907	2.99	4.4					
Metropolitan Life Insurance	Bridgestone Americas	506,128	20,277	2.53	14.7					
Metropolitan Life Insurance	Bridgestone Americas	667,228	19,777	2.47	8.1					
PPG Industries	PPG Industries	370,927	11,177	1.4	8.5					
Mars Petcare	Mars Petcare	223,700	9,979	1.25	8.4					
Vanderbilt University	Vanderbilt University	294,389	8,986	1.12	3.4					
EQT	EQT	317,052	7,848	0.98	1.8					
Bass, Berry & Sims	Bass, Berry & Sims	213,951	7,420	0.93	2.1					
Albemarle Corporation	Albemarle Corporation	162,368	6,972	0.87	11.1					

Deloitte & Touche	Deloitte & Touche	158,914	6,763	0.84	7.1
Tivity		263,598	6,753	0.84	0.2
J.P. Morgan Chase & Co.					
Novelis	Novelis	168,949	5,953	0.74	1.7
Lifepoint Corporate Services	Lifepoint Corporate Services	202,991	5,579	0.7	6.3
State of Georgia	State of Georgia	288,443	5,560	0.69	2.0
Regus	Regus	169,833	5,528	0.69	5.8
J.P. Morgan Chase & Co.		180,424	5,482	0.68	5.4
The CapFinancial Group, LLC		120,847	5,395	0.67	10.6
PNC Bank		162,223	5,384	0.67	4.9
CapFinancial Group					
Delta Community Credit Union					
The Cigna Group					
Total	Total	6,535,078	\$ 228,012	28.47 %	8.1

(1) Annualized GAAP Rental Revenue is GAAP rental revenue (base rent plus cost recovery income, including straight-line rent) for the month of December 2022 multiplied by 12.

Lease Expirations

The following table sets forth scheduled lease expirations for existing leases in our portfolio as of December 31, 2022 December 31, 2023:

Lease Expiring (1)	Lease Expiring (1)	Percentage of Rentable Leased Square Footage			Average Annual GAAP Rental Rate			Lease Expiring (1)	Lease Expiring (1)	Percentage of Rentable Leased Square Footage			Annualized GAAP Rental Revenue Under Expiring Leases (2)	Average Annualized GAAP Rental Revenue Per Square Foot for Expiring Leases (2)	
		Number of Leases	Subject to Expiring Leases	Represented by Expiring Leases	Annualized GAAP Rental Revenue Under Expiring Leases (2)	Per Square Foot for Expiring Leases (2)	Represented by Expiring Leases (2)			Number of Leases	Subject to Expiring Leases	Represented by Expiring Leases (2)			
		Lease Expiring (1)	Lease Expiring (1)	Lease Expiring (1)	(in thousands)	(in thousands)	(in thousands)	Lease Expiring (1)	Lease Expiring (1)	Lease Expiring (1)	Lease Expiring (1)	Lease Expiring (1)			
(in thousands)															
2023 (3)		386	2,172,820	8.7 %	\$ 64,732	\$ 29.79	8.4 %								
2024		331	2,735,421	10.9	85,534	31.27	11.2								
(in thousands)															
2024 (3)															
2024 (3)															
2024 (3)															
2025	2025	416	3,407,048	13.6	105,196	30.88	13.7								
2026	2026	267	2,278,837	9.1	69,180	30.36	9.0								
2027	2027	261	2,400,708	9.6	71,064	29.60	9.3								
2028	2028	151	2,236,063	8.9	66,430	29.71	8.7								
2029	2029	100	1,362,925	5.4	38,568	28.30	5.0								

2030	2030	138	1,850,762	7.3	47,536	25.68	6.2
2031	2031	56	2,126,352	8.5	66,191	31.13	8.6
2032	2032	47	714,103	2.8	24,680	34.56	3.2
2033							
Thereafter	Thereafter	114	3,831,091	15.2	127,127	33.18	16.7
		<u>2,267</u>	<u>25,116,130</u>	<u>100.0 %</u>	<u>\$ 766,238</u>	<u>\$ 30.51</u>	<u>100.0 %</u>
		<u>2,315</u>			<u>2,315</u>	<u>24,161,338</u>	<u>100.0 %</u>
							<u>\$ 792,206</u>

(1) Expirations that have been renewed are reflected above based on the renewal expiration date. Expirations include leases related to completed not stabilized development properties but exclude leases related to developments in-process.

(2) Annualized GAAP Rental Revenue is GAAP rental revenue (base rent plus cost recovery income, including straight-line rent) for the month of December 2022 2023 multiplied by 12.

(3) Includes 39,000 59,000 rentable square feet of leases that are on a month-to-month basis, which represent 0.2% of total annualized GAAP rental revenue.

In-Process Development

As of December 31, 2022, we were developing 1.6 million rentable square feet of office properties. The following table summarizes these announced and our in-process office developments: development activity as of December 31, 2023:

Property	Market	Own %	Consolidated (Y/N)	Rentable Square		Anticipated Total		Investment as of		Estimated Completion	Estimated Stabilization
				Feet	Investment	December 31, 2022)	Pre Leased %				
23Springs (1)	Dallas	50.0 %	N	642,000	\$ 460,000	\$ 80,047	17.1 %	1Q 25	1Q 28		
Granite Park Six (1)	Dallas	50.0 %	N	422,000	200,000	98,068	12.4	4Q 23	1Q 26		
GlenLake III Office & Retail (2)	Raleigh	100.0 %	Y	218,250	94,600	47,177	14.6	3Q 23	1Q 26		
Midtown East	Tampa	50.0 %	N	143,000	83,000	11,949	2.1	1Q 25	2Q 26		
2827 Peachtree	Atlanta	50.0 %	N	135,300	79,000	32,447	75.3	3Q 23	1Q 25		
Four Morrocroft (2)(3)	Charlotte	100.0 %	Y	18,000	12,000	713	100.0	2Q 24	2Q 24		
				<u>1,578,550</u>	<u>\$ 928,600</u>	<u>\$ 270,401</u>	<u>20.1 %</u>				

Property	Market	Own %	Consolidated (Y/N)	Rentable Square		Anticipated Total		Investment as of		Estimated Completion	Estimated Stabilization
				Feet	Investment (1)	December 31, 2023	Pre Leased %				
23Springs	Dallas	50.0 %	N	642,000	\$ 460,000	\$ 150,421	33.4 %	1Q 25	1Q 28		
Midtown East	Tampa	50.0 %	N	143,000	83,000	28,817	16.1	1Q 25	2Q 26		
Four Morrocroft (2)	Charlotte	100.0 %	Y	18,000	12,000	9,392	100.0	2Q 24	2Q 24		
				<u>803,000</u>	<u>\$ 555,000</u>	<u>\$ 188,630</u>	<u>31.8 %</u>				

(1) Investment includes capitalized interest only on **Includes estimated lease up costs for tenant improvements and lease commissions until the construction loan portion of the project property has reached stabilization.**

(2) Investment includes deferred lease commissions which are classified in deferred leasing costs on our Consolidated Balance Sheet.

(3) Recorded on our Consolidated Balance Sheet as land held for development, not development in-process.

Land Held for Development

As of December 31, 2022 December 31, 2023, we estimate that we can develop approximately 4.9 million rentable square feet of office space on the wholly-owned development land that we consider core assets for our future development needs. Our core office development land is zoned and available for development, and nearly all of the land has utility infrastructure in place. We believe that our commercially zoned and unencumbered land gives us a development advantage over other commercial office development companies in many of our markets. We also own additional development land on which we or third parties can develop approximately 2.8 million square feet of mixed-use real estate projects, including retail and multi-family.

Joint Venture Investments

The following table sets forth information about our in-service joint venture investments by geographic location as of **December 31, 2022** **December 31, 2023**:

Market		Rentable Square Feet	Weighted Average Ownership Interest (1)	Occupancy	Rentable Square Feet
Market	Market	Rentable Square Feet	Rentable Square Feet	Weighted Average Ownership Interest (1)	Occupancy
Dallas	Dallas				
Dallas					
Kansas City (2)					
Kansas City (2)	Kansas City (2)	292,000	50.0	85.1	
Richmond (3)	Richmond (3)	345,000	50.0	94.9	
Tampa (4)		152,000	80.0	88.2	
Richmond (3)					
Richmond (3)					
Tampa (4)					
Tampa (4)					
Total	Total	1,331,000	53.4	92.2	%
Total					
Total					

(1) Weighted Average Ownership Interest is calculated using Rentable Square Feet.

(2) **Excluding** our 26.5% ownership interest in a real estate brokerage services company.

(3) **This** The joint venture in Richmond was deconsolidated effective January 1, 2023 and is now accounted for using the equity method of accounting.

(4) The joint venture in Tampa is consolidated.

In addition, we own 50.0% interests in 2827 Peachtree (Atlanta), Granite Park Six (Dallas), 23Springs (Dallas) and Midtown East (Tampa), four unconsolidated joint ventures. See "Item 2. Properties - In-Process Development." ventures that are currently developing projects that have not yet been placed in service.

ITEM 3. LEGAL PROCEEDINGS

We are from time to time, a party to a variety of legal proceedings, claims and assessments arising in the ordinary course of our business. We regularly assess the liabilities and contingencies in connection with these matters based on the latest information available. For those matters where it is probable that we have incurred or will incur a loss and the loss or range of loss can be reasonably estimated, the estimated loss is accrued and charged to income in our Consolidated Financial Statements. In other instances, because of the uncertainties related to both the probable outcome and amount or range of loss, a reasonable estimate of liability, if any, cannot be made. Based on the current expected outcome of such matters, none of these proceedings, claims or assessments is expected to have a material adverse effect on our business, financial condition, results of operations or cash flows.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM X. INFORMATION ABOUT OUR EXECUTIVE OFFICERS

The Company is the sole general partner of the Operating Partnership. The following table sets forth information with respect to the Company's executive officers:

Name	Age	Position and Background
Theodore J. Klinck	57 ⁵⁸	Director, President and Chief Executive Officer. Mr. Klinck became a director and our chief executive officer in September 2019. Prior to that, Mr. Klinck was our president and chief operating officer since November 2018, our executive vice president and chief operating and investment officer from September 2015 to November 2018 and was senior vice president and chief investment officer from March 2012 to August 2015. Before joining us, Mr. Klinck served as principal and chief investment officer with Goddard Investment Group, a privately owned real estate investment firm. Previously, Mr. Klinck had been a managing director at Morgan Stanley Real Estate. Mr. Klinck is a member of NAREIT's Advisory Executive Board and the Raleigh Chamber Board and Chair is chair of the First Tee of the Triangle.
Brian M. Leary	48 ⁴⁹	Executive Vice President and Chief Operating Officer. Mr. Leary became chief operating officer in July 2019. Previously, Mr. Leary served as president of the commercial and mixed-use business unit of Crescent Communities since 2014. Prior to joining Crescent, Mr. Leary held senior management positions with Jacoby Development, Inc., Atlanta Beltline, Inc., AIG Global Real Estate, Atlantic Station, LLC and Central Atlanta Progress.
Brendan C. Maiorana	47 ⁴⁸	Executive Vice President and Chief Financial Officer. Mr. Maiorana became executive vice president of finance in July 2019 and assumed the roles of treasurer in January 2021 and chief financial officer in January 2022. Prior to that, Mr. Maiorana was our senior vice president of finance and investor relations since May 2016. Prior to joining Highwoods, Mr. Maiorana spent 11 years in equity research at Wells Fargo Securities , starting as an associate equity research analyst. Securities . Prior to that, Mr. Maiorana worked four years at Ernst & Young LLP.
Jeffrey D. Miller	52 ⁵³	Executive Vice President, General Counsel and Secretary. Prior to joining us in March 2007, Mr. Miller was a partner with DLA Piper US, LLP, where he practiced since 2005. Previously, Mr. Miller had been a partner with Alston & Bird LLP. Mr. Miller is admitted to practice in North Carolina. Mr. Miller served as lead independent director of Hatteras Financial Corp., a publicly-traded mortgage REIT (NYSE:HTS), prior to its merger with Annaly Capital Management, Inc. (NYSE:NLY) in July 2016. Mr. Miller is a trustee of Ravenscroft School and a member of the Wake Forest School of Law Board of Visitors.

PART II

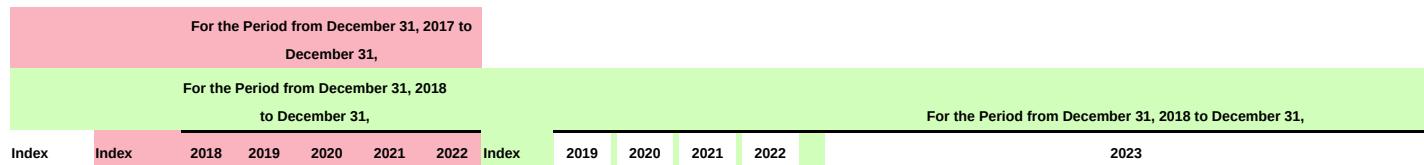
ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

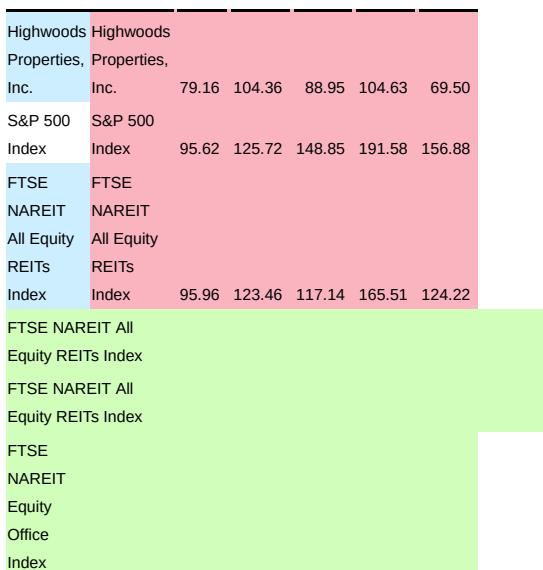
Our Common Stock is traded on the NYSE under the symbol "HIW." On December 31, 2022 December 31, 2023, the Company had 623,602 common stockholders of record. There is no public trading market for the Common Units. On December 31, 2022 December 31, 2023, the Operating Partnership had 100,971 holders of record of Common Units (other than the Company). As of December 31, 2022 December 31, 2023, there were 105.2 million 105.7 million shares of Common Stock outstanding and 2.4 million 2.2 million Common Units outstanding not owned by the Company.

For information regarding our dividend payment history as well as a discussion of the factors that influence the decisions of the Company's Board of Directors regarding dividends and distributions, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources - Dividends and Distributions."

The following total return performance graph compares the performance of our Common Stock to the S&P 500 Index, and the FTSE NAREIT All Equity REITs Index and the FTSE NAREIT Equity Office Index. The total return performance graph assumes an investment of \$100 in our Common Stock and the two three indices on December 31, 2017 December 31, 2018, and further assumes the reinvestment of all dividends. The FTSE NAREIT All Equity REITs Index is a free-float adjusted, market capitalization-weighted index of U.S. equity REITs. **Constituents** The FTSE NAREIT Equity Office Index consists of those REITs in the FTSE NAREIT All Equity REITs Index that principally operate in the office sector. In future years, we plan to discontinue inclusion of the FTSE NAREIT All Equity REITs Index because management believes a comparison of our performance to the performance of the FTSE NAREIT Equity Office Index would provide a more than 50% of total assets in qualifying real estate assets other than mortgages secured by real property. relevant comparison and therefore be more useful to investors. Total return performance is not necessarily indicative of future results.

 123123 Performance Graph.jpg





The performance graph above is being furnished as part of this Annual Report solely in accordance with the requirement under Rule 14a-3(b)(9) to furnish the Company's stockholders with such information and, therefore, is not deemed to be filed, or incorporated by reference in any filing, by the Company or the Operating Partnership under the Securities Act of 1933 or the Securities Exchange Act of 1934.

The Company has a Dividend Reinvestment and Stock Purchase Plan ("DRIP") under which holders of Common Stock may elect to automatically reinvest their dividends in additional shares of Common Stock and make optional cash payments for additional shares of Common Stock. The Company satisfies its DRIP obligations by instructing the DRIP administrator to purchase Common Stock in the open market.

The Company has an Employee Stock Purchase Plan ("ESPP") pursuant to which employees may contribute up to 25% of their cash compensation for the purchase of Common Stock. At the end of each quarter, each participant's account balance, which includes accumulated dividends, is applied to acquire shares of Common Stock at a cost that is calculated at 85% of the average closing price on the NYSE on the five consecutive days preceding the last day of the quarter. Generally, shares purchased under the ESPP must be held at least one year. The Company satisfies its ESPP obligations by issuing additional shares of Common Stock.

Information about the Company's equity compensation plans and other related stockholder matters is incorporated herein by reference to the Company's Proxy Statement to be filed in connection with its annual meeting of stockholders to be held on **May 16, 2023** **May 14, 2024**.

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

You should read the following discussion and analysis in conjunction with the accompanying Consolidated Financial Statements and related notes contained elsewhere herein.

Disclosure Regarding Forward-Looking Statements

Some of the information in this Annual Report may contain forward-looking statements. Such statements include, in particular, statements about our plans, strategies and prospects under this section and under the heading "Item 1. Business." You can identify forward-looking statements by our use of forward-looking terminology such as "may," "will," "expect," "anticipate," "estimate," "continue" or other similar words. Although we believe that our plans, intentions and expectations reflected in or suggested by such forward-looking statements are reasonable, we cannot assure you that our plans, intentions or expectations will be achieved. When considering such forward-looking statements, you should keep in mind important factors that could cause our actual results to differ materially from those contained in any forward-looking statement, including the following:

- the financial condition of our customers could deteriorate;
- our assumptions regarding potential losses related to customer financial difficulties could prove incorrect;

- counterparties under our debt instruments, particularly our revolving credit facility, may attempt to avoid their obligations thereunder, which, if successful, would reduce our available liquidity;
- we may not be able to lease or re-lease second generation space, defined as previously occupied space that becomes available for lease, quickly or on as favorable terms as old leases;
- we may not be able to lease newly constructed buildings as quickly or on as favorable terms as originally anticipated;
- we may not be able to complete development, acquisition, reinvestment, disposition or joint venture projects as quickly or on as favorable terms as anticipated;
- development activity in our existing markets could result in an excessive supply relative to customer demand;
- our markets may suffer declines in economic and/or office employment growth;
- unanticipated increases in interest rates could increase our debt service costs;
- unanticipated increases in operating expenses could negatively impact our operating results;
- natural disasters and climate change could have an adverse impact on our cash flow and operating results;
- we may not be able to meet our liquidity requirements or obtain capital on favorable terms to fund our working capital needs and growth initiatives or repay or refinance outstanding debt upon maturity; and
- the Company could lose key executive officers.

This list of risks and uncertainties, however, is not intended to be exhaustive. You should also review the other cautionary statements we make in "Item 1A. Risk Factors" set forth in this Annual Report. Given these uncertainties, you should not place undue reliance on forward-looking statements. We undertake no obligation to publicly release the results of any revisions to these forward-looking statements to reflect any future events or circumstances or to reflect the occurrence of unanticipated events.

Executive Summary

We are in the work-placemaking business. We believe that **in** creating environments and experiences where the best and brightest can achieve together what they cannot apart, we can deliver greater value to our customers, their teammates and, in turn, our **stockholders**. **stakeholders**. Our simple strategy is to own and operate high-quality workplaces in the BBDs within our footprint, maintain a strong balance sheet to be opportunistic throughout economic cycles, employ a talented and dedicated team and

communicate transparently with all stakeholders. We focus on owning and managing buildings in the most dynamic and vibrant BBDs. BBDs are highly-energized and amenitized workplace locations that enhance our customers' ability to attract and retain talent. They are both urban and suburban. Providing the most talent-supportive workplace options in these environments is core to our work-placemaking strategy.

Our investment strategy is to generate attractive and sustainable returns over the long term for our stockholders by developing, acquiring and owning a portfolio of high-quality, differentiated office buildings in the BBDs of our core markets. A core component of this strategy is to continuously strengthen the financial and operational performance, resiliency and long-term growth prospects of our existing in-service portfolio and recycle those properties that no longer meet our criteria.

Revenues

Our operating results depend heavily on successfully leasing and operating the office space in our portfolio. Economic growth and office employment levels in our core markets are important factors, among others, in predicting our future operating results.

The key components affecting our rental and other revenues are average occupancy, rental rates, cost recovery income, new developments placed in service, acquisitions and dispositions. Average occupancy generally increases during times of improving economic growth, as our ability to lease space outpaces vacancies that occur upon the expirations of existing leases. Average occupancy generally declines during times of slower or negative economic growth, when new vacancies tend to outpace our ability to lease space. Asset acquisitions, dispositions and new developments placed in service directly impact our rental revenues and could impact our average occupancy, depending upon the occupancy rate of the properties that are acquired, sold or placed in service. A further indicator of the predictability of future revenues is the expected lease expirations of our portfolio. As a result, in addition to seeking to increase our average occupancy by leasing current vacant space, we also concentrate our leasing efforts on renewing existing leases prior to expiration. For more information regarding our lease expirations, see "Item 2. Properties - Lease Expirations." See also "Item 1A. Risk Factors – Risks Related to our **Operations – Potential changes in customer behavior, such as the Operations**. The continued social acceptance, desirability and perceived economic benefits of work-from-home arrangements could materially and negatively impact the future demand for office space over the long-term."

Occupancy in our office portfolio decreased from **91.2%** as of December 31, 2021 to **91.0%** as of December 31, 2022 to **88.8%** (88.9% including our share of unconsolidated joint venture properties) as of December 31, 2023. We expect average occupancy **for** in our office portfolio to **be approximately** range from **87.0%** to **89.0%** to **90.0%** for **2023**, **2024**.

Whether or not our rental revenue tracks average occupancy proportionally depends upon whether GAAP rents under signed new and renewal leases are higher or lower than the GAAP rents under expiring leases. Annualized rental revenues from second generation leases expiring during any particular year are typically less than 15% of our total annual rental revenues. The following table sets forth information regarding second generation office leases signed during the fourth quarter of **2022** **2023** (we define second generation office leases as leases with new customers and renewals of existing customers in office space that has been previously occupied under our ownership and leases with respect to vacant space in acquired buildings):

	New	Renewal	All Office
Leased space (in rentable square feet)	Leased space (in rentable square feet)	New	Renewal
337,475	586,457	923,932	
Average term (in years - rentable square foot weighted)	Average term (in years - rentable square foot weighted)	4.3	6.2
Base rents (per rentable square foot)	Base rents (per rentable square foot)		5.5
(1)	(1)	\$ 33.69	\$ 32.98
Rent concessions (per rentable square foot)	Rent concessions (per rentable square foot)		\$ 33.24
(1)	(1)	(1.86)	(1.82)
GAAP rents (per rentable square foot)	GAAP rents (per rentable square foot)		(1.83)
(1)	(1)	\$ 31.83	\$ 31.16
Tenant improvements (per rentable square foot)	Tenant improvements (per rentable square foot)		\$ 31.41
(1)	(1)	\$ 3.44	\$ 3.47
Leasing commissions (per rentable square foot)	Leasing commissions (per rentable square foot)		\$ 3.46
(1)	(1)	\$ 1.10	\$ 0.97
			\$ 1.02

(1) Weighted average per rentable square foot on an annual basis over the lease term.

Annual combined GAAP rents for new and renewal leases signed in the fourth quarter were **\$31.41** **\$32.13** per rentable square foot, **9.0%** **7.4%** higher compared to previous leases in the same office spaces.

We strive to maintain a diverse, stable and creditworthy customer base. We have an internal guideline whereby customers that account for more than 3% of our revenues are periodically reviewed with the Company's Board of Directors. As of

December 31, **2022**, **2023**, only Bank of America **(3.8%)** **(4.0%)** and Asurion **(3.6%)** **(3.5%)** accounted for more than 3% of our annualized GAAP revenues. See "Item 2. Properties - Customers."

Expenses

Our expenses primarily consist of rental property expenses, depreciation and amortization, general and administrative expenses and interest expense. From time to time, expenses also include impairments of real estate assets. Rental property expenses are expenses associated with our ownership and operation of rental properties and include expenses that vary somewhat proportionately to occupancy and usage levels, such as janitorial services and utilities, and expenses that do not vary based on occupancy, such as property taxes and insurance. Depreciation and amortization is a non-cash expense associated with the ownership of real property and generally remains relatively consistent each year, unless we buy, place in service or sell assets, since our properties and related building and tenant improvement assets are depreciated on a straight-line basis over fixed lives. General and administrative expenses consist primarily of management and employee salaries and benefits, corporate overhead and short and long-term incentive compensation.

Net Operating Income

Whether or not we record increasing net operating income ("NOI") in our same property portfolio typically depends upon our ability to garner higher rental revenues, whether from higher average occupancy, higher GAAP rents per rentable square foot or higher cost recovery income, that exceed any corresponding growth in operating expenses. Same property NOI was **\$4.0 million** **\$6.5 million**, or **0.9% 1.2%**, **higher lower in 2022 2023** as compared to **2021 2022** due to an increase of **\$21.8 million** **\$12.7 million** in same property **revenues expenses** offset by an increase of **\$17.8 million** **\$6.2 million** in same property **expenses revenues**. We expect same property NOI to be lower in **2023 2024** as compared to **2022 2023** as an anticipated increase in same property **expenses is and lower anticipated average occupancy are** expected to more than offset higher anticipated same property revenues. We expect same property **revenues rental property and other expenses** to be higher due to **higher average GAAP rents per rentable square foot** **anticipated increases to contract services, property taxes and higher cost recovery and parking income, partially offset by an anticipated decrease in average occupancy property insurance.**

In addition to the effect of same property NOI, whether or not NOI increases typically depends upon whether the NOI from our acquired properties and development properties placed in service exceeds the **lost NOI** from property dispositions. NOI was **\$37.6 million** **\$3.9 million**, or **7.1% 0.7%**, **higher lower in 2022 2023** as compared to **2021 2022** primarily due to **development properties placed in service, lower same property NOI, lost NOI from property dispositions and the acquisition deconsolidation of real estate assets from Preferred Apartment Communities, Inc. our Highwoods-Markel Associates, LLC joint venture ("PAC" Markel") in the third quarter of 2021**, partially offset by the acquisition of SIX50 at Legacy Union in the third quarter of 2022 and **higher same property NOI, partially offset by NOI lost from property dispositions. We expect 2023 NOI to be similar to 2022 as increases from development properties placed in service and the acquisition of SIX50 at Legacy Union are expected service. We expect NOI to be offset by lower in 2024 as compared to 2023 due to lost NOI lost from property dispositions and an anticipated decrease in same property NOI. NOI, partially offset by development properties placed in service.**

Cash Flows

In calculating net cash related to operating activities, depreciation and amortization, which are non-cash expenses, are added back to net income. We have historically generated a positive amount of cash from operating activities. From period to period, cash flow from operations depends primarily upon changes in our net income, as discussed more fully below under "Results of Operations," changes in receivables and payables and net additions or decreases in our overall portfolio.

Net cash related to investing activities generally relates to capitalized costs incurred for leasing and major building improvements and our acquisition, development, disposition and joint venture activity. During periods of significant net acquisition and/or development activity, our cash used in such investing activities will generally exceed cash provided by investing activities, which typically consists of cash received upon the sale of properties and distributions from our joint ventures.

Net cash related to financing activities generally relates to distributions, incurrence and repayment of debt, and issuances, repurchases or redemptions of Common Stock, Common Units and Preferred Stock. We use a significant amount of our cash to fund distributions. Whether or not we have increases in the outstanding balances of debt during a period depends generally upon the net effect of our acquisition, disposition, development and joint venture activity. We generally use our revolving credit facility for daily working capital purposes, which means that during any given period, in order to minimize interest expense, we may record significant repayments and borrowings under our revolving credit facility.

For a discussion regarding dividends and distributions, see "Liquidity and Capital Resources - Dividends and Distributions."

Liquidity and Capital Resources

We continue to maintain a conservative and flexible balance sheet and believe we have ample liquidity to fund our operations and growth prospects. As of **January 27, 2023** January 26, 2024, we had approximately **\$25 million** **\$15 million** of existing cash and **\$392.0 million** **\$36.0 million** drawn on our **\$750 million** revolving credit facility, which was modified in January 2024 and is now scheduled to mature in March 2026, assuming we exercise our option to extend the maturity date January 2028 (but which can be extended for two additional six-month periods, periods at our option). As of **December 31, 2022** December 31, 2023, our leverage ratio, as measured by the ratio of our mortgages and notes payable and outstanding preferred stock to the undepreciated book value of our assets, was **42.0%** **41.9%** and there were **107.6 million** **107.9 million** diluted shares of Common Stock outstanding.

Rental and other revenues are our principal source of funds to meet our short-term liquidity requirements. Other sources of funds for short-term liquidity needs include available working capital and borrowings under our revolving credit facility, which had **\$357.9 million** of availability as of January 27, 2023 facility. Our short-term liquidity requirements primarily consist of operating expenses, interest and principal amortization on our debt, distributions and capital expenditures, including building improvement costs, tenant improvement costs and lease commissions. Building improvements are capital costs to maintain or enhance existing buildings not typically related to a specific customer. Tenant improvements are the costs required to customize space for the specific needs of customers. We anticipate that our available cash and cash equivalents and cash provided by operating activities and planned financing activities, including borrowings under our revolving credit facility, will be adequate to meet our short-term liquidity requirements. We use our revolving credit facility for working capital purposes and for the short-term funding of our development and acquisition activity and, in certain instances, the repayment of other debt. Continued ability to borrow under the revolving credit facility allows us to quickly capitalize on strategic opportunities at short-term interest rates.

We generally believe existing cash and rental and other revenues will continue to be sufficient to fund short-term liquidity needs such as funding operating and general and administrative expenses, paying interest expense, maintaining our existing quarterly dividend and funding existing portfolio capital expenditures, including building improvement costs, tenant improvement costs and lease commissions.

Our long-term liquidity uses generally consist of the retirement or refinancing of debt upon maturity, funding of building improvements, new building developments (including our proportionate share of joint venture developments) and land infrastructure projects and funding acquisitions of buildings and development land. Additionally, we may, from time to time, retire outstanding equity and/or debt securities through redemptions, open market repurchases, privately negotiated acquisitions or otherwise.

We expect to meet our long-term liquidity needs through a combination of:

- cash flows from operating activities;
- issuance of debt securities by the Operating Partnership;
- issuance of secured debt;
- bank term loans;
- borrowings under our revolving credit facility;
- issuance of equity securities by the Company or the Operating Partnership; and
- the disposition of non-core assets.

We have no debt scheduled to mature prior to 2026 other than our recently obtained \$200.0 million, two-year unsecured bank term loan that is scheduled to mature in October 2025, assuming we exercise our option to extend the maturity date for one additional year 2026. We generally believe we will be able to satisfy these future obligations with existing cash, borrowings under our revolving credit facility, new bank term loans, issuance of other unsecured debt, mortgage debt and/or proceeds from the sale of additional non-core assets.

Investment Activity

As noted above, a key tenet of our strategic plan is to continuously upgrade the quality of our office portfolio through acquisitions, dispositions and development. We generally seek to acquire and develop office buildings that improve the average quality of our overall portfolio and deliver consistent and sustainable value for our stockholders over the long-term. Whether or

not an asset acquisition or new development results in higher per share net income or funds from operations ("FFO") in any given period depends upon a number of factors, including whether the NOI for any such period exceeds the actual cost of capital used to finance the acquisition or development. Additionally, given the length of construction cycles, development

projects are not placed in service until several years after commencement in some cases. Sales of non-core assets could result in lower per share net income or FFO in any given period in the event the return on the resulting use of proceeds does not exceed the capitalization rate on the sold properties.

During the third quarter of 2022, we entered the Dallas market through the formation of two joint ventures with Granite Properties ("Granite") to develop Granite Park Six, a multi-customer office development comprising 422,000 square feet in the vibrant Frisco/Plano BBD, and 23Springs, a mixed-use development encompassing 626,000 square feet of multi-customer office and 16,000 square feet of retail in the heart of the dynamic Uptown Dallas BBD. We own a 50% interest in each of the joint ventures. See "Item 2. Properties – In-Process Development." During the fourth quarter of 2022, we expanded our Dallas market presence by acquiring McKinney & Olive, a 542,000 square foot trophy mixed-use asset in Uptown Dallas, through the formation of another joint venture with Granite in which we own a 50.0% interest. See "Liquidity and Capital Resources – Investment Activity."

We plan to fund our entry into the Dallas market over the long-term by exiting the Pittsburgh market. Our Pittsburgh assets, which consist of 2,155,000 square feet of office that was 90.9% occupied as of December 31, 2022, represent approximately 6% of our overall net operating income. We can provide no assurances, however, that we will dispose of any of our assets in Pittsburgh on favorable terms, or at all, because the dispositions are subject to the negotiation and execution of definitive and binding purchase and sale agreements and would then be subject to the buyers' completion of satisfactory due diligence and other customary closing conditions. There is no pre-determined timetable for our Pittsburgh market exit.

Results of Operations

Deconsolidation of Markel

Markel is a joint venture in which we own a 50.0% interest that was consolidated as of December 31, 2022 because we controlled the major operating and financial policies of the entity. Effective January 1, 2023, the agreement governing the joint venture was modified to require the consent of both partners for major operating and financial policies of the entity. As a result, Markel was deconsolidated effective January 1, 2023, and this joint venture is now accounted for using the equity method of accounting.

Comparison of 2022 2023 to 2021 2022

Rental and Other Revenues

Rental and other revenues were \$60.9 million \$5.1 million, or 7.9% 0.6%, higher in 2022 2023 as compared to 2021 2022 primarily due to the acquisitions acquisition of real estate assets from PAC and SIX50 at Legacy Union, higher same property revenues and development properties placed in service, and higher same property revenues, which increased rental and other revenues by \$42.8 million \$8.7 million, \$25.8 million \$6.2 million and \$21.8 million \$5.2 million, respectively. Same property rental and other revenues were higher primarily due to higher average GAAP rents per rentable square foot higher average occupancy and higher cost recoveries, recovery and parking income, and termination fees, partially offset by higher credit losses, a decrease in average occupancy. These increases were partially offset by lost revenue of \$31.3 million from property dispositions, dispositions and the deconsolidation of our Markel joint venture, which decreased rental and other revenues by \$7.8 million and \$5.8 million, respectively. We expect rental and other revenues to be higher lower in 2023 2024 as compared to 2022 2023 due to the acquisition of SIX50 at Legacy Union, higher same lower anticipated average occupancy and lost revenue from property revenues and dispositions, partially offset by development properties placed in service, partially offset by lost revenue from property dispositions, service.

Operating Expenses

Rental property and other expenses were \$23.4 million \$9.0 million, or 9.9% 3.5%, higher in 2022 2023 as compared to 2021 2022 primarily due to higher same property operating expenses, the acquisitions acquisition of real estate assets from PAC and SIX50 at Legacy Union, carry costs for acquired land parcels and development properties placed in service, which increased operating expenses by \$17.8 million \$12.7 million, \$11.7 million \$1.9 million, \$1.0 million and \$3.9 million \$0.8 million, respectively. Same property operating expenses were higher primarily due to higher contract services, utilities, property taxes, insurance, property insurance taxes and repairs and maintenance. These increases were partially offset by a \$11.3 million decrease decreases in operating expenses from property dispositions, dispositions and the deconsolidation of our Markel joint venture, which decreased operating expenses by \$2.8 million and \$2.2 million, respectively. We expect rental property and other expenses to be higher in 2023 2024 as compared to 2022 2023 due to higher same property operating expenses the acquisition of SIX50 at Legacy Union and development properties placed in service, partially offset by lower operating expenses from property dispositions.

Depreciation and amortization was \$28.4 million \$11.8 million, or 10.9% 4.1%, higher in 2022 2023 as compared to 2021 2022 primarily due to higher same property depreciation and amortization, the acquisitions acquisition of real estate assets from PAC and SIX50 at Legacy Union and development properties placed in service, and higher same property lease related depreciation and amortization, partially offset by fully amortized acquisition-related intangible assets property dispositions and property dispositions, the deconsolidation of our Markel joint venture. We expect depreciation and amortization to be higher in 2023 2024 as compared to 2022 2023 due to the acquisition of SIX50 at Legacy Union, higher same property lease related depreciation and amortization and development properties placed in service, partially offset by property dispositions.

We recorded impairment charges of \$36.5 million in 2022 to lower the carrying amounts amount of EQT Plaza and a land parcel to their estimated fair value less costs cost to sell. EQT Plaza is a 616,000 square foot office building located in the heart of

Pittsburgh's CBD. EQT Corporation's lease of 317,000 square feet at EQT Plaza is scheduled to expire in September 2024. There are no assurances that EQT Corporation will renew all or any of its space upon expiration of its current lease. We recorded no such impairment in 2021 2023.

General and administrative expenses were \$1.7 million \$0.6 million, or 4.2% 1.4%, higher in 2022 2023 as compared to 2021 2022 primarily due to higher salaries, benefits predevelopment cost write-offs and office rent, gains on deferred compensation plan investments (which is fully offset by a corresponding increase in other income), partially offset by lower incentive compensation, compensation and office rent. We expect general and administrative expenses to be lower in 2023 2024 as compared to 2022 2023 due to lower incentive compensation and office rent, predevelopment cost write-offs, partially offset by higher salaries and benefits, salaries.

Interest Expense

Interest expense was \$19.5 million \$31.3 million, or 22.8% 29.7%, higher in 2022 as compared to 2021 primarily due to higher average debt balances, higher average interest rates and lower capitalized interest. We expect interest expense to be higher in 2023 as compared to 2022 primarily due to higher average interest rates and higher average debt balances, partially offset by higher capitalized interest. We expect interest expense to be higher in 2024 as compared to 2023 due to higher average interest rates, higher average debt balances and lower capitalized interest.

Other Income

Other income was \$0.1 million \$2.9 million higher in 2022 2023 as compared to 2021 2022 primarily due to higher dividend income from short-term preferred equity contributed to the McKinney and Olive joint venture, interest income on the loan provided to the 2827 Peachtree joint venture and losses on debt extinguishment in 2021, partially offset by losses gains on deferred compensation plan investments (which is fully offset by a corresponding decrease increase in general and administrative expenses), partially offset by debt extinguishment costs.

Gains on Disposition of Property

Gains on disposition of property were \$110.5 million \$15.8 million lower in 2022 2023 as compared to 2021 2022.

Gain on Deconsolidation of Affiliate

We recognized a gain on deconsolidation of \$11.8 million in 2023 related to adjusting our retained interest in Markel to fair value.

Equity in Earnings of Unconsolidated Affiliates

Equity in earnings of unconsolidated affiliates was \$0.4 million lower in 2022 2023 as compared to 2021 2022 primarily due to expenses on Granite Park Six, which was completed in the third quarter of 2023 but is not yet stabilized. This decrease was partially offset by the deconsolidation of our Markel joint venture and the acquisition of our joint venture partner's 75.0% interest in our Highwoods DLF Forum, LLC joint venture (the "Forum") in the first quarter of 2021 McKinney and higher property taxes. Olive.

Earnings Per Common Share - Diluted

Diluted earnings per common share was \$1.49 \$0.10 lower in 2022 2023 as compared to 2021 2022 due to a decrease in net income for the reasons discussed above.

Comparison of 2021 2022 to 2020 2021

For a comparison of 2021 2022 to 2020 2021, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Results of Operations" in our 2021 2022 Annual Report on Form 10-K.

Liquidity and Capital Resources

Statements of Cash Flows

We report and analyze our cash flows based on operating activities, investing activities and financing activities. The following table sets forth the changes in the Company's cash flows (in thousands):

		Year Ended December 31,				
		2022-2021 2021-2020				
		2022	2021	2020	Change	Change
Year Ended December 31,						
	2023					
	2023					
	2023					
		2022	2021		2023-2022 Change	2022-2021 Change
Net Cash	Net Cash					
Provided	Provided					
By	By					
Operating	Operating					
Activities	Activities	\$421,779	\$414,558	\$358,160	\$ 7,221	\$ 56,398
Net Cash	Provided					
By/(Used In)	Investing					
Activities		(614,799)	(287,678)	110,682	(327,121)	(398,360)
Net Cash						
Used In						
Investing						
Activities						
Net Cash	Net Cash					
Provided	Provided					
By/(Used	By/(Used					
In)	In)					
Financing	Financing					
Activities	Activities	187,927	(284,926)	(294,340)	472,853	9,414
Total	Total					
Cash	Cash					
Flows	Flows	\$ (5,093)	\$ (158,046)	\$ 174,502	\$ 152,953	\$ (332,548)

Comparison of 2022 2023 to 2021 2022

The change in net cash provided by operating activities in 2022 2023 as compared to 2021 2022 was primarily due to higher interest expense, property dispositions and changes in operating assets and liabilities, partially offset by net cash from the operations of properties acquired real estate assets from PAC, the acquisition of SIX50 at Legacy Union, same

properties and development properties placed in service, partially offset by property dispositions and higher interest expense. We expect net cash related to operating activities to be lower in 2023 2024 as compared to 2022 2023 due to higher interest expense and property dispositions, partially offset by net cash from the operations of acquired properties and development properties placed in service.

The change in net cash used in investing activities in 2022 2023 as compared to 2021 2022 was primarily due to lower investments in acquired real estate, joint ventures, tenant and building improvements, development in process and the 2827 Peachtree, Granite Park Six, 23Springs redemption of our short-term preferred equity investment in the McKinney and McKinney & Olive joint ventures in 2022, venture, partially offset by lower net proceeds from disposition activity in 2022 and higher investments in tenant and building improvements in 2022, partially offset by lower acquisition activity and investments in development in-process in 2022, activity. We expect uses of cash for investing activities in 2023 2024 to be primarily driven by whether or not we acquire and commence development of additional office buildings in the BBDs of our markets. We expect these uses of cash for investing activities will be partially offset by proceeds from property dispositions in 2023 2024.

The change in net cash provided by/(used in) financing activities in 2022 2023 as compared to 2021 2022 was primarily due to higher net debt borrowings in 2022 to fund our investment activity in 2022, activity. Assuming the net effect of our acquisition, disposition and development activity in 2023 2024 results in an increase to our assets, we would expect outstanding debt and/or Common Stock balances to increase.

Comparison of 2021 2022 to 2020 2021

For a comparison of 2021 2022 to 2020 2021, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources" in our 2021 2022 Annual Report on Form 10-K.

Capitalization

The following table sets forth the Company's capitalization (in thousands, except per share amounts):

		December 31,			
		2022	2021		
		December 31,		December 31,	
		2023	2023	2022	
Mortgages and notes payable, net, at recorded book value	Mortgages and notes payable, net, at recorded book value	\$3,197,215	\$2,788,915		
Mortgages and notes payable, net, at recorded book value					
Mortgages and notes payable, net, at recorded book value					
Preferred Stock, at liquidation value					
Preferred Stock, at liquidation value					
Preferred Stock, at liquidation value	Preferred Stock, at liquidation value	\$ 28,821	\$ 28,821		
Common Stock outstanding	Common Stock outstanding	105,211	104,893		
Common Units outstanding	Common Units outstanding				
(not owned by the Company)	(not owned by the Company)	2,358	2,505		
Per share stock price at year end	Per share stock price at year end	\$ 27.98	\$ 44.59		

Market value of Common Stock and Common Units	Market value of Common Stock and Common Units
Total capitalization	\$3,009,781 \$4,788,877
Total capitalization	\$6,235,817 \$7,606,613

As of December 31, 2022 December 31, 2023, our mortgages and notes payable and outstanding preferred stock represented 51.7% 56.7% of our total capitalization and 42.0% 41.9% of the undepreciated book value of our assets. See also "Executive Summary - Liquidity and Capital Resources."

Our mortgages and notes payable as of December 31, 2022 December 31, 2023 consisted of \$484.0 million \$720.8 million of secured indebtedness with a weighted average interest rate of 3.62% 4.42% and \$2,729.6 million \$2,510.2 million of unsecured indebtedness with a weighted average interest rate of 4.17% 4.57%. The secured indebtedness was collateralized by real estate assets with an undepreciated book value of \$747.4 million \$1,237.6 million. As of December 31, 2022 December 31, 2023, \$936.0 million \$370.0 million of our debt does not bear interest at fixed rates or is not protected by interest rate hedge contracts.

Investment Activity

- Acquisitions

In the normal course of business, we regularly evaluate potential acquisitions. As a result, from time to time, we may have one or more potential acquisitions under consideration that are in varying stages of evaluation, negotiation or due diligence, including potential acquisitions that are subject to non-binding letters of intent or enforceable contracts. Consummation of any transaction is subject to a number of contingencies, including the satisfaction of customary closing conditions. No assurances can be provided that we will acquire any properties in the future. See "Item 1A. Risk Factors – Risks Related to our Investment Activity – Recent and future acquisitions and development properties may fail to perform in accordance with our expectations and may require renovation and development costs exceeding our estimates."

During the third quarter of 2022, we acquired SIX50 at Legacy Union, a 367,000 square foot trophy office building in Charlotte's Uptown CBD submarket, for a net purchase price of \$198.0 million. The assets acquired and liabilities assumed were recorded at relative fair value as determined by management, with the assistance of third party specialists, based on information available at the acquisition date and on current assumptions as to future operations.

During the second quarter of 2022, 2023, we acquired land in Charlotte Raleigh for an aggregate a purchase price, including capitalized acquisition costs, of \$27.0 million \$2.7 million.

During 2021, we acquired development land in Nashville for a purchase price, including capitalized acquisition costs, of \$16.0 million, which was fully paid in or prior to the second quarter of 2023.

- Dispositions

During the third fourth quarter of 2022, 2023, we sold land in Richmond for a sales price of \$23.3 million and recorded a gain on disposition of property of \$9.4 million.

During the second quarter of 2022, we sold office buildings building and land in Atlanta, Greensboro Nashville and Tampa for an aggregate sales price of \$100.7 million (before closing credits to buyers of \$1.1 million) \$52.5 million and recorded aggregate gains on disposition of property of \$50.0 million \$28.4 million.

During the first second quarter of 2022, 2023, we sold land three buildings in Tampa and Raleigh for a an aggregate sales price of \$9.6 million \$51.3 million and recorded a gain aggregate gains on disposition of property of \$4.1 million \$19.4 million.

- Seller Financed Transaction

During 2023, we sold a land parcel in Tampa for an aggregate sales price of \$21.0 million. In connection with this disposition, we received cash of \$2.0 million and provided \$19.0 million of non-recourse seller financing in the form of a two-year, interest-only first mortgage that bears interest at SOFR plus 100 basis points. We have deemed repayment of the mortgage to be not probable primarily because the seller financing represents a significant portion of the aggregate sales price and, since the seller financing is non-recourse, our only remedy in the event of a default would be to foreclose on the asset. As a result, the disposition does not meet the contract criteria to be recognized as a sale. Until such time as the contract criteria are met, we will continue to account for the land parcel as land held for development on our Consolidated Balance Sheets, and the mortgage associated with the seller financing will not be recorded on our Consolidated Balance Sheets. The cash received at closing is recorded as a nonrefundable deposit in accounts payable, accrued expenses and other liabilities on our Consolidated Balance Sheets as of December 31, 2023.

- Joint Venture Investments

During the third quarter of 2022, we entered the Dallas market through the formation of two joint ventures with Granite to develop Granite Park Six and 23Springs. In connection with the formation, we agreed to contribute our 50.0% share of the equity required to fund each development project. The Granite Park Six joint venture has an anticipated total investment of \$200.0 million and the 23Springs joint venture has an anticipated total investment of \$460.0 million. As of December 31, 2022, we have fully funded our share of the equity for the Granite Park Six joint venture and we have funded \$41.9 million of our share of the equity for the 23Springs joint venture.

The Granite Park Six joint venture obtained a construction loan for \$115.0 million, with an interest rate of SOFR plus 394 basis points and a maturity date of January 2026. In connection with this loan, the Granite Park Six joint venture obtained an interest rate hedge contract that effectively caps the underlying SOFR rate at 3.5% with respect to \$95.2 million of any outstanding amounts. The cap expires in July 2024. As of December 31, 2022, \$15.3 million was drawn on this loan.

The 23Springs joint venture obtained a construction loan for \$265.0 million, with an interest rate of SOFR plus 355 basis points and a maturity date of March 2026. In connection with this loan, the 23Springs joint venture obtained an interest rate hedge contract that effectively caps the underlying SOFR rate at 3.5% with respect to \$83.0 million of any outstanding amounts. The cap expires in April 2024. As of December 31, 2022, no amounts were drawn on this loan.

During the fourth quarter of 2022, we expanded our Dallas market presence by acquiring McKinney & Olive, a 542,000 square foot trophy mixed-use asset in Uptown Dallas, through the formation of another joint venture with Granite Properties in which we own a 50% interest. The McKinney & Olive joint venture has an anticipated total investment of \$394.7 million, which includes \$1.7 million of near-term building improvements and \$2.0 million of transaction costs. As part of the transaction, the McKinney & Olive joint venture assumed At closing, a secured loan recorded at fair value of \$137.0 million, with a stated interest rate of 4.5% and an effective interest rate of 5.3%, that is scheduled to mature in July 2024. The remainder portion of the purchase price paid by the joint venture was funded with \$80.0 million of short-term preferred equity contributed by us and \$86.4 million of common equity contributed by each of Granite and us. The During the second quarter of 2023, we and Granite each contributed an additional \$40.0 million of common equity to the joint venture. Such proceeds were then used by the joint venture to redeem our \$80.0 million short-term preferred equity contributed by us will be entitled investment in full. Prior to receive the redemption, we received monthly distributions initially on the preferred equity at a minimum rate of SOFR plus 350 basis points. This reconsideration event did not change our initial conclusion that the McKinney & Olive joint venture is a variable interest entity of which we are not the primary beneficiary. As such, the entity remains unconsolidated.

We own an 80.0% interest in the Midtown West joint venture, which is consolidated. During the fourth quarter of 2022, we formed a 2023, the Midtown West joint venture obtained a \$45.0 million, five-year secured mortgage loan from a third party lender, with The Bromley Companies ("Bromley") an effective fixed rate of 7.29%. This loan is scheduled to mature in which we own a 50% interest to construct Midtown East, a multi-customer office development project located in the mixed-use Midtown Tampa project in Tampa's Westshore submarket. Upon completion, the Midtown East November 2028. The joint venture incurred \$0.8 million of debt issuance costs, which will own 143,000 square feet of an overall 432,000 square foot tower. The rest of Midtown East will serve as be amortized over the future headquarters of Tampa Electric and Peoples Gas. The total anticipated investment for the Midtown East joint venture's share term of the overall project is \$83.0 million. In connection with loan. The proceeds were used to repay the formation, we agreed to contribute our 50% share balance of the equity required to fund the development project, \$0.3 million of which was funded as of December 31, 2022. We also committed to provide a \$52.3 million \$46.3 million interest-only secured construction loan to that we provided the joint venture at closing. This reconsideration event did not change our initial conclusion that the Midtown East West joint venture that is scheduled to mature on a variable interest entity of which we are the third anniversary of completion. The loan bears interest at SOFR plus 450 basis points. primary beneficiary. As of December 31, 2022, no amounts were drawn on this loan. such, the entity remains consolidated and all intercompany transactions and accounts are eliminated.

- In-Process Development

As of December 31, 2022, we were developing 1.6 million rentable square feet of office properties. For a table summarizing our announced and in-process office developments, development activity, see "Item 2. Properties - In-Process Development."

Financing Activity

During 2020, the first quarter of 2023, we entered into separate equity distribution agreements with each of Wells Fargo Securities, LLC, BofA Securities, Inc., BTIG, LLC, Capital One Securities, Inc., Fifth Third Securities, Inc., Jefferies LLC, J.P. Morgan Securities LLC, Regions Securities LLC, TD Securities (USA) LLC and SunTrust Robinson Humphrey, Truist Securities, Inc. Under the terms of the equity distribution agreements, the Company may offer and sell up to \$300.0 million in aggregate gross sales price of shares of Common Stock from time to time through such firms, acting as agents of the Company or as principals. Sales of the shares, if any, may be made by means of ordinary brokers' transactions on the NYSE or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices or as otherwise agreed with any of such firms (which may include block trades). During the first quarter of 2022, the Company issued 130,011 2023, there were no shares of Common Stock at an average gross sales price of \$46.50 per share and received net proceeds, after sales commissions, of \$6.0 million. We paid an aggregate of \$0.1 million in sales commissions to Jefferies, LLC during the first quarter of 2022. common stock issued under these agreements.

Our \$750.0 million unsecured revolving credit facility was modified in January 2024 and is now scheduled to mature in March 2025 and includes an accordion feature that currently allows for an additional \$200.0 million of borrowing capacity subject to additional lender commitments. Assuming no defaults have occurred, we have an option to extend the maturity January 2028 (but can be extended for two additional six-month periods. During the second quarter of 2022, in connection with the modification of periods at our \$200.0 million term loan as discussed below, the option assuming no defaults have occurred). The interest rate on our newly modified revolving credit facility was converted from LIBOR plus 90 basis points to remains SOFR plus a related spread adjustment of 10 basis points and a borrowing spread of 85 basis points, based on current credit ratings. The ratings, and the annual facility fee is remains 20 basis points. The interest rate and facility fee are based on the higher of the publicly announced ratings from Moody's Investors Service or Standard & Poor's Ratings Services. We Subject to written consent of the lenders, we may be entitled elect to a temporary reduction in amend the newly modified revolving credit facility no later than May 15, 2024 to provide that the interest rate may be adjusted upward or downward by up to 2.5 basis points subject to satisfaction of one basis point provided we meet certain to-be-determined sustainability goals with respect to the ongoing reduction of greenhouse gas emissions. The financial and other covenants under our newly modified facility are substantially similar to our previous credit facility. We expect to incur \$7.9 million of debt issuance costs, which will be amortized along with certain existing

unamortized debt issuance costs over the remaining term of our new revolving credit facility. We expect to record \$0.2 million of loss on debt extinguishment. There was \$386.0 million \$20.0 million and \$392.0 million \$36.0 million outstanding under our revolving credit facility as of December 31, 2022 December 31, 2023 and January 27, 2023 January 26, 2024, respectively. As of both December 31, 2022 December 31, 2023 and January 27, 2023 January 26, 2024, we had \$0.1 million \$0.9 million of outstanding letters of credit, which reduces the availability on our revolving credit facility. As a result, the unused capacity of our revolving credit facility as of December 31, 2022 December 31, 2023 and January 27, 2023 January 26, 2024 was \$363.9 million \$729.1 million and \$357.9 million \$713.1 million, respectively.

During the second fourth quarter of 2022, 2023, the Operating Partnership issued \$350.0 million aggregate principal amount of 7.65% notes due February 2034, less original issuance discount of \$4.6 million. These notes were priced to yield 7.836%. Previously during the fourth quarter of 2023, we modified our obtained an aggregate of \$200.0 million notional amount of forward-starting swaps that effectively locked the underlying 10-year treasury rate at 4.498%. Upon the subsequent issuance of the notes, we terminated the forward-starting swaps and paid cash upon settlement. The unrealized loss of \$0.5 million will be classified to interest expense as interest payments are made on the debt. Underwriting fees and other expenses totaled \$3.2 million and will be amortized over the term of the notes. The net amortization of these items effectively fixes the interest rate at 7.981%. The net proceeds from the issuance were used: (1) to prepay, without penalty, a \$200.0 million unsecured bank term loan to extend the maturity date from November 2022 to May 2026. As part of this modification, we also obtained a \$150.0 million delayed-draw term loan, which that was drawn in its entirety in the third quarter of 2022, that is scheduled to mature in May 2027. The October 2024 and which bore interest rate, based on current credit ratings, is at SOFR plus a related spread adjustment of 10 basis points and a borrowing spread of 95 basis points. points; (2) to repay amounts outstanding under our revolving credit facility; and (3) for general corporate purposes. We recorded \$0.6 million of loss on debt extinguishment related to the term loan prepayment.

During the first quarter of 2023, we obtained a \$200.0 million, five-year secured mortgage loan from a third party lender, with an effective fixed interest rate of 5.69%. This loan is scheduled to mature in April 2028. We incurred \$1.3 million of debt issuance costs, which will be amortized over the term of the loan.

The interest rate is based on the higher of the publicly announced ratings from Moody's Investors Service or Standard & Poor's Ratings Services. We may be entitled to a temporary reduction in the interest rate of one basis point provided we meet certain sustainability goals with respect to the ongoing reduction of greenhouse gas emissions. We incurred \$2.7 million of debt issuance costs, which are being amortized along with certain existing unamortized debt issuance costs over the remaining term of our modified term loan.

During the fourth quarter of 2022, we obtained a \$200.0 million, two-year unsecured bank term loan that is scheduled to mature in October 2024. Assuming no defaults have occurred, we have an option to extend the maturity for one additional year. The interest rate, based on current credit ratings, is SOFR plus a related spread adjustment of 10 basis points and a borrowing spread of 95 basis points. The interest rate is based on the higher of the publicly announced ratings from Moody's Investors Service or Standard & Poor's Ratings Services. We may be entitled to a temporary reduction in the interest rate of one basis point provided we meet certain sustainability goals with respect to the ongoing reduction of greenhouse gas emissions. Additionally, we used the additional \$200.0 million of borrowings, together with available cash and borrowings under our revolving credit facility, to prepay without penalty \$250.0 million principal amount of 3.625% unsecured notes that were scheduled to mature in January 2023.

We regularly evaluate the financial condition of the financial institutions that participate in our credit facilities and as counterparties under any interest rate swap agreements using publicly available information. Based on this review, we currently expect these financial institutions to perform their obligations under our existing facilities and any swap agreements.

For information regarding our interest hedging activities and other market risks associated with our debt financing activities, see "Item 7A. Quantitative and Qualitative Disclosures About Market Risk."

Covenant Compliance

We are currently in compliance with financial covenants and other requirements with respect to our consolidated debt. Although we expect to remain in compliance with these covenants and ratios for at least the next year, depending upon our future operating performance, property and financing transactions and general economic conditions, we cannot provide any assurances that we will continue to be in compliance.

Our revolving credit facility and bank term loans require us to comply with customary operating covenants and various financial requirements. Upon an event of default on our revolving credit facility, the lenders having at least 51.0% of the total commitments under our revolving credit facility can accelerate all borrowings then outstanding, and we could be prohibited from borrowing any further amounts under our revolving credit facility, which would adversely affect our ability to fund our operations. In addition, certain of our unsecured debt agreements contain cross-default provisions giving the unsecured lenders the right to declare a default if we are in default under more than \$35.0 million with respect to other loans in some circumstances.

As of December 31, 2022 December 31, 2023, the Operating Partnership had the following unsecured notes outstanding (\$ in thousands):

Face Amount	Stated Interest				Carrying Amount	Stated Interest Rate	Effective Interest Rate (1)
	Face Amount	Carrying Amount	Interest Rate	Effective Interest Rate			
				Interest Rate			
Notes due March 2027							
Notes due March 2027							

Notes due March 2027	Notes due March 2027	\$300,000	\$298,334	3.875 %	4.038 %	\$	300,000	\$	\$	298,734	3.875	3.875 %	4.038 %
Notes due March 2028	Notes due March 2028	\$350,000	\$347,863	4.125 %	4.271 %	March 2028	\$350,000	\$	\$	348,276	4.125	4.125 %	4.271 %
Notes due April 2029	Notes due April 2029	\$350,000	\$349,386	4.200 %	4.234 %	2029	\$350,000	\$	\$	349,484	4.200	4.200 %	4.234 %
Notes due February 2030	Notes due February 2030	\$400,000	\$399,302	3.050 %	3.079 %	February 2030	\$400,000	\$	\$	399,400	3.050	3.050 %	3.079 %
Notes due February 2031	Notes due February 2031	\$400,000	\$398,735	2.600 %	2.645 %	February 2031	\$400,000	\$	\$	398,892	2.600	2.600 %	2.645 %
Notes due February 2034	Notes due February 2034					Notes due February 2034		\$350,000		\$345,407	7.650 %	7.836 %	

(1) The effective rate included in the table above excludes the amortized impact of unrealized losses or gains associated with the termination of related forward-starting swaps, if any, and underwriting fees and other expenses.

The indenture that governs these outstanding notes requires us to comply with customary operating covenants and various financial ratios. The trustee or the holders of at least 25.0% in principal amount of any series of notes can accelerate the principal amount of such series upon written notice of a default that remains uncured after 60 days.

We may not be able to repay, refinance or extend any or all of our debt at maturity or upon any acceleration. If any refinancing is done at higher interest rates, the increased interest expense could adversely affect our cash flow and ability to pay distributions. Any such refinancing could also impose tighter financial ratios and other covenants that restrict our ability to take actions that could otherwise be in our best interest, such as funding new development activity, making opportunistic acquisitions, repurchasing our securities or paying distributions.

Off-Balance Sheet Arrangements

During the third quarter of 2022, we formed two joint ventures with Granite. During the fourth quarter of 2022, we formed an additional joint venture with Granite and a joint venture with Bromley. We own a 50% interest in each of these unconsolidated joint ventures. For additional information, see “— Investment Activity – Joint Venture Investments.”

Contractual Obligations

The following table sets forth a summary regarding our known material contractual obligations on a cash basis, including required interest payments for those items that are interest bearing, as of December 31, 2022 December 31, 2023 (in thousands):

	Amounts due during the years ending December 31,						
	Total	2023	2024	2025	2026	2027	Thereafter
Amounts due during the years ending December							
31,							
	Total						
	Total						
	Total						
Mortgages and Notes Payable:	Mortgages and Notes Payable:						
Principal payments (1)							
Principal payments (1)							

Principal payments (1)	Principal payments (1)	\$3,205,872	\$ 6,726	\$207,021	\$392,833	\$206,568	\$458,253	\$1,934,471
Interest payments	Interest payments	673,834	131,886	129,336	104,651	92,984	74,396	140,581
Purchase Obligations:	Purchase Obligations:							
Purchase Obligations:								
Purchase Obligations:								
Lease and contractual commitments and contingent consideration (2)	Lease and contractual commitments and contingent consideration (2)							
Lease and contractual commitments and contingent consideration (2)	Lease and contractual commitments and contingent consideration (2)							
Lease and contractual commitments and contingent consideration (2)	Lease and contractual commitments and contingent consideration (2)	300,601	226,970	48,270	5,074	17,286	671	2,330
Other Commitments:	Other Commitments:							
Advances to unconsolidated affiliates (3)	Advances to unconsolidated affiliates (3)	97,870	37,982	32,457	16,723	9,708	1,000	—
Advances to unconsolidated affiliates (3)	Advances to unconsolidated affiliates (3)							
Advances to unconsolidated affiliates (3)	Advances to unconsolidated affiliates (3)							
Operating and Finance Lease Obligations:	Operating and Finance Lease Obligations:							
Ground leases	Ground leases							
Ground leases	Ground leases							
Ground leases	Ground leases	94,341	2,213	2,258	2,306	2,355	2,407	82,802
Total	Total	\$4,372,518	\$405,777	\$419,342	\$521,587	\$328,901	\$536,727	\$2,160,184
Total	Total							
Total	Total							

(1) Excludes amortization of premiums, discounts, debt issuance costs and/or purchase accounting adjustments.

(2) Consists primarily of commitments under signed leases and contracts for operating properties (excluding tenant-funded tenant improvements), contracts for development/redevelopment projects and unfunded joint venture equity contributions agreed to at formation. Future spend for tenant Tenant improvements that can be used at the option of the customer at any time during the remaining lease term has been included reflected in 2023 2024. The timing of these lease and contractual commitments may fluctuate.

(3) Includes estimated draws on loan commitments to our joint ventures related to our unconsolidated development activity.

The interest payments due on mortgages and notes payable are based on the stated rates for the fixed rate debt and on the rates in effect as of December 31, 2022 December 31, 2023 for the variable rate debt. The weighted average interest rate on our fixed and variable rate debt was 3.59% 4.31% and 5.30% 6.34%, respectively, as of December 31, 2022 December 31, 2023. For additional information about our operating and finance lease obligations, mortgages and notes payable and purchase obligations, see Notes 2, 6 and 7, respectively, to our Consolidated Financial Statements.

Dividends and Distributions

To maintain its qualification as a REIT, the Company must pay dividends to stockholders that are at least 90.0% of its annual REIT taxable income, excluding net capital gains. The partnership agreement requires the Operating Partnership to distribute at least enough cash for the Company to be able to pay such dividends. The Company's REIT taxable income, as determined by the federal tax laws, does not equal its net income under accounting principles generally accepted in the United States of America ("GAAP"). In addition, although capital gains are not required to be distributed to maintain REIT status, capital gains, if any, are subject to federal and state income tax unless such gains are distributed to stockholders. See "Item 1A. Risk Factors – Risks Related to an Investment in our Securities – Cash distributions reduce the amount of cash that would otherwise be available for other business purposes, including funding debt maturities, reducing debt or future growth initiatives."

The amount of future distributions that will be made is at the discretion of the Company's Board of Directors. The following factors will affect such cash flows and, accordingly, influence the decisions of the Company's Board of Directors regarding dividends and distributions:

- projections with respect to future REIT taxable income expected to be generated by the Company;
- debt service requirements after taking into account debt covenants and the repayment and restructuring of certain indebtedness and the availability of alternative sources of debt and equity capital and their impact on our ability to refinance existing debt and grow our business;
- scheduled increases in base rents of existing leases;
- changes in rents attributable to the renewal of existing leases or replacement leases;
- changes in occupancy rates at existing properties and execution of leases for newly acquired or developed properties;
- changes in operating expenses;
- anticipated leasing capital expenditures attributable to the renewal of existing leases or new leases;
- anticipated building improvements; and
- expected cash flows from financing and investing activities, including from the sales of assets generating taxable gains to the extent such assets are not sold in a tax-deferred exchange under Section 1031 of the Internal Revenue Code or another tax-free or tax-deferred transaction.

The Company declared and paid a cash dividend of \$0.50 per share of Common Stock in each quarter of **2022, 2023**.

On **February 1, 2023** **January 31, 2024**, the Company declared a cash dividend of \$0.50 per share of Common Stock, which is payable on **March 14, 2023** **March 12, 2024** to stockholders of record as of **February 21, 2023** **February 20, 2024**.

Current and Future Cash Needs

We anticipate that our available cash and cash equivalents, cash flows from operating activities and other available financing sources, including the issuance of debt securities by the Operating Partnership, the issuance of secured debt, bank term loans, borrowings under our revolving credit facility, the issuance of equity securities by the Company or the Operating Partnership and the disposition of non-core assets, will be adequate to meet our short-term liquidity requirements. We generally believe existing cash and rental and other revenues will continue to be sufficient to fund operating and general and administrative expenses, interest expense, our existing quarterly dividend and existing portfolio capital expenditures, including building improvement costs, tenant improvement costs and lease commissions.

We had **\$21.4 million** **\$25.1 million** of cash and cash equivalents as of **December 31, 2022** **December 31, 2023**. The unused capacity of our revolving credit facility as of **December 31, 2022** **December 31, 2023** and **January 27, 2023** **January 26, 2024**, respectively, was **\$363.9 million** **\$729.1 million** and **\$357.9 million**, excluding an accordion feature that allows for an additional \$200.0 million of borrowing capacity subject to additional lender commitments. **\$713.1 million**.

We have a currently effective automatic shelf registration statement on Form S-3 with the SEC pursuant to which, at any time and from time to time, in one or more offerings on an as-needed basis, the Company may sell an indefinite amount of common stock, preferred stock and depositary shares and the Operating Partnership may sell an indefinite amount of debt securities, subject to our ability to effect offerings on satisfactory terms based on prevailing market conditions.

The Company from time to time enters into equity distribution agreements with a variety of firms pursuant to which the Company may offer and sell shares of common stock from time to time through such firms, acting as agents of the Company or as principals. Sales of the shares, if any, may be made by means of ordinary brokers' transactions on the NYSE or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices or as otherwise agreed with any of such firms (which may include block trades).

During **2023, 2024**, we expect to sell up to **\$400 million** **\$200 million** of properties no longer considered to be core assets due to location, age, quality and/or overall strategic fit. We can make no assurance, however, that we will sell any additional non-core assets or, if we do, what the timing or terms of any such sale will be.

See also "Executive Summary - Liquidity and Capital Resources."

Critical Accounting Estimates

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

The policies used in the preparation of our Consolidated Financial Statements are described in Note 1 to our Consolidated Financial Statements. However, certain of our significant accounting policies contain an increased level of assumptions used or

estimates made in determining their impact in our Consolidated Financial Statements. Management has reviewed and determined the appropriateness of our critical accounting policies and estimates with the audit committee of the Company's Board of Directors.

We consider our critical accounting estimates to be those used in the determination of the reported amounts and disclosure related to the following:

- Acquisition of real estate assets and liabilities;
- Impairments of real estate assets; and
- Credit losses on lease related receivables.

Acquisition of Real Estate Assets and Liabilities

Primarily all of our acquisitions of real estate assets and liabilities are accounted for as asset acquisitions. As such, the purchase prices of acquired tangible and intangible assets and liabilities are recorded and allocated at fair value on a relative basis. The recorded allocations are based on estimated cash flow projections of the properties acquired which incorporates discount, capitalization and interest rates as well as available comparable market information. See Note 1 to our Consolidated Financial Statements for additional details regarding our specific procedures for purchase price allocation.

We use considerable judgement in our estimates of cash flow projections, discount, capitalization and interest rates, fair market lease rates, carrying costs during hypothetical expected lease-up periods and costs to execute similar leases. While our methodology for purchase price allocation did not change during the year ended **December 31, 2022**, the real estate market is fluid and our assumptions are based on information currently available in the market at the time of acquisition. Significant increases or decreases in these key estimates, particularly with regards to cash flow projections and discount and capitalization rates, would result in a significantly lower or higher fair value measurement of the real estate assets being acquired.

Impairments of Real Estate Assets

We record impairments of our real estate assets classified as held for use when the carrying amount of the asset exceeds the sum of its undiscounted future operating and residual cash flows at the difference between estimated fair value of the asset and the carrying amount. We record impairments of our real estate assets classified as held for sale at the lower of the carrying amount or estimated fair value using the estimated or contracted sales price less costs to sell. See Note 1 to our Consolidated Financial Statements for additional details regarding our specific procedures with respect to impairments of our real estate assets classified as held for use and held for sale.

Any real estate assets recorded at fair value on a non-recurring basis as a result of our impairment analysis are valued using unobservable local and national industry market data such as comparable sales, appraisals, brokers' opinions of value and/or terms of definitive sales contracts. Additionally, the analysis includes considerable judgement in our estimates of hold periods, projected cash flows and discount and capitalization rates. Significant increases or decreases in any of these inputs, particularly with regards to cash flow projections and discount and capitalization rates, would result in a significantly lower or higher fair value measurement of the real estate assets being assessed.

Credit Losses on Lease Related Receivables

Credit losses on lease related receivables, which include accounts receivable and accrued straight-line rents receivable, are recorded as a reduction to rental and other revenues when the amount recorded is determined, in management's judgement, to not be probable of collection. Management's evaluation of collectability requires the exercise of considerable judgement in assessing the current credit quality of our customers using payment history and other available information about the financial

condition of the customers. During the year ended **December 31, 2022**, we have not experienced significant credit losses based on management's evaluation of collectability of our lease receivables. If management's assumptions regarding the collectability of lease related receivables prove incorrect, we could experience credit losses in excess of what was recognized in rental and other revenues.

Non-GAAP Information

The Company believes that FFO, FFO available for common stockholders and FFO available for common stockholders per share are beneficial to management and investors and are important indicators of the performance of any equity REIT. Because

these FFO calculations exclude such factors as depreciation, amortization and impairments of real estate assets and gains or losses from sales of operating real estate assets, which can vary among owners of identical assets in similar conditions based on historical cost accounting and useful life estimates, they facilitate comparisons of operating performance between periods and between other REITs. Management believes that historical cost accounting for real estate assets in accordance with GAAP implicitly assumes that the value of real estate assets diminishes predictably over time. Since real estate values have historically risen or fallen with market conditions, management believes the use of FFO, FFO available for common stockholders and FFO available for common stockholders per share, together with the required GAAP presentations, provides a more complete understanding of the Company's performance relative to its competitors and a more informed and appropriate basis on which to make decisions involving operating, financing and investing activities.

FFO, FFO available for common stockholders and FFO available for common stockholders per share are non-GAAP financial measures and therefore do not represent net income or net income per share as defined by GAAP. Net income and net income per share as defined by GAAP are the most relevant measures in determining the Company's operating performance because these FFO measures include adjustments that investors may deem subjective, such as adding back expenses such as depreciation, amortization and impairments. Furthermore, FFO available for common stockholders per share does not depict the amount that accrues directly to the stockholders' benefit. Accordingly, FFO, FFO available for common stockholders and FFO available for common stockholders per share should never be considered as alternatives to net income, net income available for common stockholders, or net income available for common stockholders per share as indicators of the Company's operating performance.

The Company's presentation of FFO is consistent with FFO as defined by the National Association of Real Estate Investment Trusts ("NAREIT"), which is calculated as follows:

- Net income/(loss) computed in accordance with GAAP;
- Less net income, or plus net loss, attributable to noncontrolling interests in consolidated affiliates;
- Plus depreciation and amortization of depreciable operating properties;
- Less gains, or plus losses, from sales of depreciable operating properties, plus impairments on depreciable operating properties and excluding items that are classified as extraordinary items under GAAP;
- Plus or minus our share of adjustments, including depreciation and amortization of depreciable operating properties, for unconsolidated joint venture investments (to reflect funds from operations on the same basis); and
- Plus or minus adjustments for depreciation and amortization and gains/(losses) on sales of depreciable operating properties, plus impairments on depreciable operating properties, and noncontrolling interests in consolidated affiliates related to discontinued operations.

In calculating FFO, the Company includes net income attributable to noncontrolling interests in the Operating Partnership, which the Company believes is consistent with standard industry practice for REITs that operate through an UPREIT structure. The Company believes that it is important to present FFO on an as-converted basis since all of the Common Units not owned by the Company are redeemable on a one-for-one basis for shares of its Common Stock.

The following table sets forth the Company's FFO, FFO available for common stockholders and FFO available for common stockholders per share (in thousands, except per share amounts):

	Year Ended December 31,		
	2023	2022	2021
Funds from operations:			
Net income			
Net income			
Net income			
Net			
(income)/loss			
attributable to			
noncontrolling			
interests in			
consolidated			
affiliates			

Depreciation and amortization of real estate assets			
Impairments of depreciable properties			
(Gains) on disposition of depreciable properties			
(Gain) on deconsolidation of affiliate			
Unconsolidated affiliates:			
Unconsolidated affiliates:			
Unconsolidated affiliates:			
Depreciation and amortization of real estate assets			
Depreciation and amortization of real estate assets			
Depreciation and amortization of real estate assets			
	Year Ended December 31,		
	2022	2021	2020
Funds from operations:			
Net income	\$163,958	\$323,310	\$357,914
Net (income) attributable to noncontrolling interests in consolidated affiliates	(1,230)	(1,712)	(1,174)
Depreciation and amortization of real estate assets	284,723	256,488	238,816
Impairments of depreciable properties	35,000	—	1,778
(Gains) on disposition of depreciable properties	(47,807)	(163,065)	(215,173)
Unconsolidated affiliates:			
Depreciation and amortization of real estate assets	1,160	778	2,395
Funds from operations			
Funds from operations			
Funds from operations	Funds from operations		
Dividends on Preferred Stock	435,804	415,799	384,556
Dividends on Preferred Stock	(2,486)	(2,486)	(2,488)
Funds from operations available for common stockholders	Funds from operations available for common stockholders		
common stockholders	common stockholders	\$433,318	\$413,313
common stockholders	common stockholders	\$382,068	

Funds from operations available for common stockholders	
Funds from operations available for common stockholders	
Funds from operations available for common stockholders	
per share	per share
	\$ 4.03 \$ 3.86 \$ 3.58
Weighted average shares outstanding	
outstanding (1) (1)	107,567 107,061 106,714

(1) Includes assumed conversion of all potentially dilutive Common Stock equivalents.

In addition, the Company believes NOI and same property NOI are useful supplemental measures of the Company's property operating performance because such metrics provide a performance measure of the revenues and expenses directly involved in owning real estate assets and a perspective not immediately apparent from net income or FFO. The Company defines NOI as rental and other revenues less rental property and other expenses. The Company defines cash NOI as NOI less lease termination fees, straight-line rent, amortization of lease incentives and amortization of acquired above and below market leases. Other REITs may use different methodologies to calculate NOI, same property NOI and cash NOI.

As of December 31, 2023, our same property portfolio consisted of 154 in-service properties encompassing 26.6 million rentable square feet that were wholly owned during the entirety of the periods presented (from January 1, 2022 to December 31, 2023). As of December 31, 2022, our same property portfolio consisted of 148 in-service properties encompassing 24.4 million rentable square feet that were wholly owned during the entirety of the periods presented (from January 1, 2021 to December 31, 2022). As of December 31, 2021, our same property portfolio consisted of 148 in-service properties encompassing 24.2 million rentable square feet that were wholly owned during the entirety of the periods presented (from January 1, 2020 to December 31, 2021). The change in our same property portfolio was due to the addition of five seven properties encompassing 0.6 million 1.6 million rentable square feet, offset by the removal of five four properties encompassing 0.4 million rentable square feet that were sold during 2022, 2023.

Rental and other revenues related to properties not in our same property portfolio were \$121.8 million \$28.4 million and \$82.7 million \$29.5 million for the years ended December 31, 2022 December 31, 2023 and 2021, 2022, respectively. Rental property and other expenses related to properties not in our same property portfolio were \$31.1 million \$8.6 million and \$25.5 million \$12.3 million for the years ended December 31, 2022 December 31, 2023 and 2021, 2022, respectively.

The following table sets forth the Company's NOI, same property NOI and same property cash NOI (in thousands):

		Year Ended December 31,	
		2022	2021
		Year Ended December 31,	
		2023	2023
Net income	Net income	\$ 163,958	\$ 323,310
Equity in earnings of unconsolidated affiliates	Equity in earnings of unconsolidated affiliates	(1,535)	(1,947)
Gain on deconsolidation of affiliate			
Gains on disposition of property	Gains on disposition of property	(63,546)	(174,059)
Other loss		(1,530)	(1,394)
Other income			

Interest expense	Interest expense	105,385	85,853
General and administrative expenses	General and administrative expenses	42,266	40,553
Impairments of real estate assets	Impairments of real estate assets	36,515	—
Depreciation and amortization	Depreciation and amortization	287,610	259,255
Net operating income	Net operating income	569,123	531,571
Non same property and other net operating income	Non same property and other net operating income	(90,675)	(57,155)
Same property net operating income	Same property net operating income	\$ 478,448	\$ 474,416
Same property net operating income	Same property net operating income	\$ 478,448	\$ 474,416
Lease termination fees, straight-line rent and other non-cash adjustments (1)	(16,159)	(13,851)	
Same property net operating income			
Same property net operating income			
Lease termination fees, straight-line rent and other non-cash adjustments			
Same property cash net operating income	Same property cash net operating income	\$ 462,289	\$ 460,565

(1) Includes \$0.1 million and \$3.0 million of repayments of temporary rent deferrals, net of additional temporary rent deferrals granted by the Company during the years ended December 31, 2022 and 2021, respectively.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The effects of potential changes in interest rates are discussed below. Our market risk discussion includes "forward-looking statements" and represents an estimate of possible changes in fair value or future earnings that would occur assuming hypothetical future movements in interest rates. Actual future results may differ materially from those presented. See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources" and the Notes to Consolidated Financial Statements for a description of our accounting policies and other information related to these financial instruments.

We borrow funds at a combination of fixed and variable rates. Borrowings under our revolving credit facility and bank term loans bear interest at variable rates. Our long-term debt, which consists of secured and unsecured long-term financings, typically bears interest at fixed rates. Our interest rate risk management objectives are to generally limit generally the impact of interest rate changes on earnings and cash flows and lower our overall borrowing costs. To achieve these objectives, from time to time we enter into interest rate hedge contracts such as collars, swaps, caps and treasury lock agreements in order to mitigate our interest rate risk with respect to existing and prospective debt instruments. We generally do not hold or issue these derivative contracts for trading or speculative purposes.

As of December 31, 2022 December 31, 2023, we had \$2,277.6 million \$2,860.9 million principal amount of fixed rate debt outstanding, a \$256.5 million decrease \$583.3 million increase as compared to December 31, 2021 (excluding \$50.0 million of variable rate debt outstanding as of December 31, 2021 that had been effectively fixed by related interest

rate hedge contracts) December 31, 2022. The estimated aggregate fair market value of this debt was \$1,913.4 million \$2,575.7 million. If interest rates had been 100 basis points higher, the aggregate fair market value of our fixed rate debt would have been \$106.7 million \$131.9 million lower. If interest rates had been 100 basis points lower, the aggregate fair market value of our fixed rate debt would have been \$114.7 million \$141.2 million higher.

As of December 31, 2022 December 31, 2023, we had \$936.0 million \$370.0 million of variable rate debt outstanding not protected by interest rate hedge contracts, a \$716.0 million increase \$566.0 million decrease as compared to December 31, 2021 December 31, 2022. If the weighted average interest rate on this variable rate debt had been 100 basis points higher or lower, the annual interest expense as of December 31, 2022 December 31, 2023 would increase or decrease by \$9.4 million \$3.7 million.

As of December 31, 2021, we had \$50.0 million of variable rate debt outstanding with \$50.0 million of related floating-to-fixed interest rate swaps. These swaps effectively fixed the underlying one-month LIBOR rate at a weighted average rate of 1.693%. We had no outstanding interest rate hedge contracts as of December 31, 2022.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

See page 52 for Index to Consolidated Financial Statements of Highwoods Properties, Inc. and Highwoods Realty Limited Partnership.

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

None.

ITEM 9A. CONTROLS AND PROCEDURES

General

The purpose of this section is to discuss our controls and procedures. The statements in this section represent the conclusions of Theodore J. Klinck, the Company's President and Chief Executive Officer ("CEO"), and Brendan C. Maiorana, the Company's Executive Vice President and Chief Financial Officer ("CFO").

The CEO and CFO evaluations of our controls and procedures include a review of the controls' objectives and design, the controls' implementation by us and the effect of the controls on the information generated for use in this Annual Report. We seek to identify data errors, control problems or acts of fraud and confirm that appropriate corrective action, including process improvements, is undertaken. Our controls and procedures are also evaluated on an ongoing basis by or through the following:

- activities undertaken and reports issued by employees responsible for testing our internal control over financial reporting;
- quarterly sub-certifications by representatives from appropriate business and accounting functions to support the CEO's and CFO's evaluations of our controls and procedures;
- other personnel in our finance and accounting organization;
- members of our internal disclosure committee; and
- members of the audit committee of the Company's Board of Directors.

We do not expect that our controls and procedures will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of controls and procedures must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Management's Annual Report on the Company's Internal Control Over Financial Reporting

The Company's management is required to establish and maintain internal control over financial reporting designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP. Internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect transactions and dispositions of assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures are being made only in accordance with authorizations of management and directors; and

- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on the financial statements.

Under the supervision of the Company's CEO and CFO, we conducted an evaluation of the effectiveness of the Company's internal control over financial reporting as of **December 31, 2022** **December 31, 2023** based on the criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have concluded that, as of **December 31, 2022** **December 31, 2023**, the Company's internal control over financial reporting was effective. Deloitte & Touche LLP, our independent registered public accounting firm, has issued their attestation report, which is included below, on the effectiveness of the Company's internal control over financial reporting as of **December 31, 2022** **December 31, 2023**.

Management's Annual Report on the Operating Partnership's Internal Control Over Financial Reporting

The Operating Partnership is also required to establish and maintain internal control over financial reporting designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP.

Under the supervision of the Company's CEO and CFO, we conducted an evaluation of the effectiveness of the Operating Partnership's internal control over financial reporting as of **December 31, 2022** **December 31, 2023** based on the criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have concluded that, as of **December 31, 2022** **December 31, 2023**, the Operating Partnership's internal control over financial reporting was effective. SEC rules do not require us to obtain an attestation report of Deloitte & Touche LLP on the effectiveness of the Operating Partnership's internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of Highwoods Properties, Inc.:

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Highwoods Properties, Inc. and subsidiaries (the "Company") as of **December 31, 2022** **December 31, 2023**, based on criteria established in *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of **December 31, 2022** **December 31, 2023**, based on criteria established in *Internal Control-Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended **December 31, 2022** **December 31, 2023**, of the Company and our report dated **February 7, 2023** **February 6, 2024**, expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on the Company's internal control over financial reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

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

Definition and Limitations of Internal Control over Financial Reporting

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

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

/s/ Deloitte & Touche LLP

Raleigh, North Carolina
February 7, 2023

Changes in Internal Control Over Financial Reporting

There were no changes in the Company's internal control over financial reporting during the fourth quarter of 2022 that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. There were also no changes in the Operating Partnership's internal control over financial reporting during the fourth quarter of 2022 that materially affected, or are reasonably likely to materially affect, the Operating Partnership's internal control over financial reporting.

Disclosure Controls and Procedures

SEC rules require us to maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our annual and periodic reports filed with the SEC is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. As defined in Rule 13a-15(e) under the Exchange Act, disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us is accumulated and communicated to our management, including the Company's CEO and CFO, to allow for timely decisions regarding required disclosure. The Company's CEO and CFO concluded that the Company's disclosure controls and procedures were effective at the end of the period covered by this Annual Report. The Company's CEO and CFO also concluded that the Operating Partnership's disclosure controls and procedures were effective at the end of the period covered by this Annual Report.

ITEM 9B. OTHER INFORMATION

None.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information about the Company's executive officers and directors, the code of ethics that applies to the Company's chief executive officer and senior financial officers, which is posted on our website, and certain corporate governance matters is incorporated herein by reference to the Company's Proxy Statement to be filed in connection with the Company's annual meeting of stockholders to be held on May 16, 2023 May 14, 2024. No changes have been made to the procedures by which stockholders may recommend nominees to the Company's board of directors since the 2022 annual meeting, which was held on May 10, 2022 May 16, 2023.

The Company has adopted insider trading policies and procedures governing the purchase, sale and/or other dispositions of our securities by directors, officers and employees that are reasonably designed to promote compliance with insider trading laws, rules and regulations and NYSE listing standards. No director or officer of the Company adopted or terminated any Rule 10b5-1 trading arrangements or non-Rule 10b5-1 trading arrangements.

See Item X in Part I of this Annual Report for biographical information regarding the Company's executive officers. The Company is the sole general partner of the Operating Partnership.

ITEM 11. EXECUTIVE COMPENSATION

Information about the compensation of the Company's directors and executive officers is incorporated herein by reference to the Company's Proxy Statement to be filed in connection with its annual meeting of stockholders to be held on May 16, 2023 May 14, 2024.

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

Information about the beneficial ownership of Common Stock and the Company's equity compensation plans is incorporated herein by reference to the Company's Proxy Statement to be filed in connection with its annual meeting of stockholders to be held on May 16, 2023 May 14, 2024.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

Information about certain relationships and related transactions, if any, and the independence of the Company's directors is incorporated herein by reference to the Company's Proxy Statement to be filed in connection with its annual meeting of stockholders to be held on **May 16, 2023** **May 14, 2024**.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information about fees paid to and services provided by our independent registered public accounting firm is incorporated herein by reference to the Company's Proxy Statement to be filed in connection with its annual meeting of stockholders to be held on **May 16, 2023** **May 14, 2024**.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES - KJA/JDM Review

Reference is made to the Index to Consolidated Financial Statements on page [52](#) for a list of the Consolidated Financial Statements of Highwoods Properties, Inc. and Highwoods Realty Limited Partnership included in this report.

Exhibits

Exhibit Number	Description
3.1	Amended and Restated Charter of the Company (filed as part of the Company's Current Report on Form 8-K dated May 15, 2008)
3.2	Amended and Restated Bylaws of the Company (filed as part of the Company's Current Report on Form 8-K dated May 15, 2008)
4.1	Indenture among the Operating Partnership, the Company and U.S. Bank National Association (as successor in interest to Wachovia Bank, N.A.) dated as of December 1, 1996 (filed as part of the Operating Partnership's Current Report on Form 8-K dated December 2, 1996)
4.2	Form of 3.875% Notes due March 1, 2027 (filed as part of the Company's Current Report on Form 8-K dated February 23, 2017)
4.3	Officers' Certificate Establishing the Terms of the 3.875% Notes, dated February 23, 2017 (filed as part of the Company's Current Report on Form 8-K dated February 23, 2017)
4.4	Form of 4.125% Notes due March 15, 2028 (filed as part of the Company's Current Report on Form 8-K dated March 5, 2018)
4.5	Officers' Certificate Establishing the Terms of the 4.125% Notes, dated March 5, 2018 (filed as part of the Company's Current Report on Form 8-K dated March 5, 2018)
4.6	Form of 4.20% Notes due April 15, 2029 (filed as part of the Company's Current Report on Form 8-K dated March 7, 2019)
4.7	Officers' Certificate Establishing the Terms of the 4.20% Notes, dated March 7, 2019 (filed as part of the Company's Current Report on Form 8-K dated March 7, 2019)
4.8	Form of 3.050% Notes due February 15, 2030 (filed as part of the Company's Current Report on Form 8-K dated September 13, 2019)
4.9	Officers' Certificate Establishing the Terms of the 3.050% Notes, dated September 13, 2019 (filed as part of the Company's Current Report on Form 8-K dated September 13, 2019)
4.10	Form of 2.600% Notes due February 1, 2031 (filed as part of the Company's Current Report on Form 8-K dated August 13, 2020)
4.11	Officers' Certificate Establishing the Terms of the 2.600% Notes, dated August 13, 2020 (filed as part of the Company's Current Report on Form 8-K dated August 13, 2020)
4.12	Description of Registered Securities (filed as part of the Company's Annual Report on Form 10-K for the year ended December 31, 2019)
4.13	Form of 7.65% Notes due February 1, 2034 (filed as part of the Company's Current Report on Form 8-K dated November 16, 2023)
4.14	Officers' Certificate Establishing the Terms of the 7.65% Notes, dated November 21, 2023 (filed as part of the Company's Current Report on Form 8-K dated November 16, 2023)
10.1	Second Restated Agreement of Limited Partnership, dated as of January 1, 2000, of the Operating Partnership (filed as part of the Company's Annual Report on Form 10-K for the year ended December 31, 2004)
10.2	Amendment No. 1, dated as of July 22, 2004, to the Second Restated Agreement of Limited Partnership, dated as of January 1, 2000, of the Operating Partnership (filed as part of the Company's Annual Report on Form 10-K for the year ended December 31, 2004)
10.3	Amendment No. 2, dated as of July 19, 2018, to the Second Restated Agreement of Limited Partnership, dated as of January 1, 2000, of the Operating Partnership (filed as part of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2018)
10.4	* 2015 Long-Term Equity Incentive Plan (filed as part of the Company's Current Report on Form 8-K dated May 13, 2015)
10.5	Form of warrants to purchase Common Stock of the Company (filed as part of the Company's Annual Report on Form 10-K for the year ended December 31, 1997)
10.6	* Highwoods Properties, Inc. Retirement Plan, effective as of March 1, 2006 (filed as part of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2007)

Exhibit Number	Description
10.7	* Highwoods Properties, Inc. 2020 Employee Stock Purchase Plan (filed as part of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2020)
10.8	* Amendment No. 1, dated as of November 30, 2022, to the Highwoods Properties, Inc. 2020 Employee Stock Purchase Plan (filed as part of the Company's Annual Report on Form 10-K for the year ended December 31, 2022)
Exhibit Number	Description
10.9	* Executive Supplemental Employment Agreement, dated as of September 1, 2015 between the Company and Theodore J. Klinck (filed as part of the Company's Current Report on Form 8-K dated September 1, 2015)
10.10	* Amended and Restated Executive Supplemental Employment Agreement, dated as of February 12, 2013, between the Company and Jeffrey D. Miller (filed as part of the Company's Annual Report on Form 10-K for the year ended December 31, 2012)
10.11	* Executive Supplemental Employment Agreement, dated as of July 19, 2019, between the Company and Brendan C. Maiorana (filed as part of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2019)
10.12	* Executive Supplemental Employment Agreement, dated as of July 19, 2019, between the Company and Brian M. Leary (filed as part of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2019)
10.13	Sixth Amended and Restated Credit Agreement, dated as of March 18, 2021, by and among the Company, the Operating Partnership, Bank of America, N.A., as Administrative Agent, Wells Fargo Bank, National Association and PNC Bank, National Association, as Co-Syndication Agents, and the Other Lenders named therein (filed as part of the Company's Current Report on Form 8-K dated March 19, 2021)
10.14	* 2021 Long-Term Equity Incentive Plan (filed as part of the Company's Current Report on Form 8-K dated May 11, 2021)
10.15 10.14	First Third Amendment to Sixth Amended and Restated Credit Agreement, dated as of May 24, 2022 January 25, 2024, by and among the Company, the Operating Partnership, Bank of America, N.A., as Administrative Agent, and the Other Lenders named therein (filed as part of the Company's Current Report on Form 8-K dated May 24, 2022 January 25, 2024)
19	Insider Trading Policy and Procedures
21	Schedule of Subsidiaries
23.1	Consent of Deloitte & Touche LLP for the Company
23.2	Consent of Deloitte & Touche LLP for the Operating Partnership
31.1	Certification of CEO Pursuant to Section 302 of the Sarbanes-Oxley Act for the Company
31.2	Certification of CFO Pursuant to Section 302 of the Sarbanes-Oxley Act for the Company
31.3	Certification of CEO Pursuant to Section 302 of the Sarbanes-Oxley Act for the Operating Partnership
31.4	Certification of CFO Pursuant to Section 302 of the Sarbanes-Oxley Act for the Operating Partnership
32.1	Certification of CEO Pursuant to Section 906 of the Sarbanes-Oxley Act for the Company
32.2	Certification of CFO Pursuant to Section 906 of the Sarbanes-Oxley Act for the Company
32.3	Certification of CEO Pursuant to Section 906 of the Sarbanes-Oxley Act for the Operating Partnership
32.4	Certification of CFO Pursuant to Section 906 of the Sarbanes-Oxley Act for the Operating Partnership
97	Policy Relating to Recovery of Erroneously Awarded Compensation
101.INS	Inline XBRL Instance Document (the instance document does not appear in the interactive data file because its XBRL tags are embedded within the Inline XBRL document)
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Labels Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Represents management contract or compensatory plan.

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All other schedules are omitted because they are not applicable or because the required information is included in our Consolidated Financial Statements or notes thereto.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of Highwoods Properties, Inc.:

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Highwoods Properties, Inc. and subsidiaries (the "Company") as of December 31, 2022 December 31, 2023 and 2021, 2022, the related consolidated statements of income, comprehensive income, equity, and cash flows for each of the three years in the period ended December 31, 2022 December 31, 2023, and the related notes and the schedule listed in the Index at Item 15 (collectively, the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 December 31, 2023 and 2021, 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022 December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2022 December 31, 2023, based on criteria established in *Internal Control-Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 7, 2023 February 6, 2024, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test

basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Impairment of

Real Estate Assets—Assets - Determination of Impairment Indicators and Impairment—Refer to Note 1 and Note 3 to the financial statements

Critical Audit Matter Description

The Company performs an impairment analysis of properties which begins with an evaluation of events or changes in circumstances that may indicate that the carrying value may not be recoverable, such as a significant decline in occupancy, identification of materially adverse legal or environmental factors, a change in the designation of an asset from core to non-core, which may impact the anticipated holding period, or a decline in market value to an amount less than ~~cost~~ carrying value. When events or changes in circumstances indicate that the carrying value may not be recoverable, the Company evaluates its real estate assets for impairment by comparing undiscounted future cash flows expected to be generated over the estimated hold period of each asset to the respective carrying amount. If the carrying amount of an asset exceeds the undiscounted future cash flows, an analysis is performed to determine the fair value of the asset.

The Company makes judgments that determine whether specific real estate assets possess indicators of impairment. Changes in those judgments could have a material impact on the real estate assets that are identified for further analysis.

For those Given (1) the Company's evaluation of possible indications of impairment of real estate assets where an indicator has been identified, requires management to make judgments, and (2), the Company makes significant estimates undiscounted estimated future operating and assumptions residual cash flows to determine the recoverability using undiscounted future cash flows expected require management to be generated over the estimated hold period of the asset, including make significant estimates and assumptions related to the current and projected trends in rental, rates, growth occupancy, capitalization rates and capitalization rates. For those estimated hold periods, performing audit procedures to evaluate (a) whether management appropriately identified events or changes in circumstances indicating that the carrying amounts of real estate assets where impairment has been identified, may not be recoverable and (b) the Company applies reasonableness of managements undiscounted future cash flow analysis, required a discount rate to those undiscounted cash flows to determine fair value. Total real estate assets as high degree of December 31, 2022, were \$5.1 billion, net auditor judgment and an increased extent of impairment losses recorded in 2022 of \$35 million. effort.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the evaluation of real estate assets for possible indications of impairment and our procedures related to the undiscounted estimated future operating and residual cash flows to determine recoverability, included the following, among others:

- We tested the effectiveness of controls over management's identification of possible circumstances that may indicate that the carrying amounts of real estate assets are no longer recoverable, including controls over management's designation of an asset as core or non-core, occupancy and management's estimates of fair values. controls over undiscounted estimated future operating and residual cash flows to determine recoverability.
- We evaluated management's identification of impairment indicators by developing an independent determination if properties exhibit an indicator of impairment by:
 - Inquiring of management and reading investment committee and board minutes to identify properties that should be evaluated as non-core and therefore may impact the anticipated holding period.
 - Testing real estate assets for possible indications of impairment, including searching for adverse asset-specific circumstances and/or market conditions by reviewing questionnaires to regional property managers and using reputable market surveys.
 - With the assistance of our fair value specialists, developing an independent expectation of impairment indicators and comparing such expectation to management's analysis.
- We evaluated the Company's determination of the undiscounted estimated future operating and residual cash flows prepared when to determine recoverability for those assets where an indicator of impairment has been identified by performing the following:
 - Comparing the projections included in management's cash flow estimates to determine recoverability to the Company's historical results and external market sources.
 - We evaluated the reasonableness of the valuation methodology as well as significant assumptions used in the undiscounted recoverability models, estimated future operating and residual cash flows, including the estimated hold period, rental rates, growth rates, and capitalization rates.

- We evaluated the Company's determination of fair value for those assets where impairment had been identified by performing the following:
 - We evaluated the reasonableness of the valuation methodology as well as significant assumptions used in fair value model, including the growth rates. With the assistance of our fair value specialists, we also evaluated the reasonableness of the discount rate, rental rates, and capitalization rate assumptions.

/s/ Deloitte & Touche LLP

Raleigh, North Carolina
February 7, 2023 6, 2024

We have served as the Company's auditor since 2006.

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HIGHWOODS PROPERTIES, INC.
Consolidated Balance Sheets
(in thousands, except share and per share data)

		December 31,			
		2022	2021		
		December 31,		December 31,	
Assets:	Assets:	2023	2022	2023	2022
Assets:					
Real estate assets, at cost:	Real estate assets, at cost:				
Real estate assets, at cost:					
Real estate assets, at cost:					
Land					
Land					
Land	Land	\$ 548,720	\$ 549,228		
Buildings and tenant improvements	Buildings and tenant improvements	5,909,754	5,718,169		
Development in-process	Development in-process	46,735	6,890		
Land held for development	Land held for development	231,218	215,257		
		6,736,427	6,489,544		
	6,736,921				
Less-accumulated depreciation	Less-accumulated depreciation	(1,609,502)	(1,457,511)		
Net real estate assets	Net real estate assets	5,126,925	5,032,033		
Real estate and other assets, net, held for sale		—	3,518		
Cash and cash equivalents					
Cash and cash equivalents					
Cash and cash equivalents	Cash and cash equivalents	21,357	23,152		
Restricted cash	Restricted cash	4,748	8,046		
Accounts receivable	Accounts receivable	25,481	14,002		
Mortgages and notes receivable	Mortgages and notes receivable	1,051	1,227		
Accrued straight-line rents receivable	Accrued straight-line rents receivable	293,674	268,324		
Investments in and advances to unconsolidated affiliates	Investments in and advances to unconsolidated affiliates	269,221	7,383		
Deferred leasing costs, net of accumulated amortization of \$163,751 and \$143,111, respectively		252,828	258,902		
Prepaid expenses and other assets, net of accumulated depreciation of \$21,660 and \$21,408, respectively		68,091	78,551		

Deferred leasing costs, net of accumulated amortization of \$175,697 and \$163,751, respectively				
Prepaid expenses and other assets, net of accumulated depreciation of \$22,142 and \$21,660, respectively				
Total Assets	Total Assets	\$6,063,376	\$5,695,138	
Liabilities, Noncontrolling Interests in the Operating Partnership and Equity:	Liabilities, Noncontrolling Interests in the Operating Partnership and Equity:			
Mortgages and notes payable, net	Mortgages and notes payable, net	\$3,197,215	\$2,788,915	
Mortgages and notes payable, net				
Mortgages and notes payable, net				
Accounts payable, accrued expenses and other liabilities	Accounts payable, accrued expenses and other liabilities	301,184	294,976	
Total Liabilities				
Total Liabilities				
Total Liabilities	Total Liabilities	3,498,399	3,083,891	
Commitments and contingencies	Commitments and contingencies			Commitments and contingencies
Noncontrolling interests in the Operating Partnership	Noncontrolling interests in the Operating Partnership	65,977	111,689	
Equity:	Equity:			
Preferred Stock, \$0.01 par value, 50,000,000 authorized shares;	Preferred Stock, \$0.01 par value, 50,000,000 authorized shares;			
8.625% Series A Cumulative Redeemable Preferred Shares (liquidation preference \$1,000 per share), 28,821 shares issued and outstanding	8.625% Series A Cumulative Redeemable Preferred Shares (liquidation preference \$1,000 per share), 28,821 shares issued and outstanding	28,821	28,821	
Preferred Stock, \$0.01 par value, 50,000,000 authorized shares;	Preferred Stock, \$0.01 par value, 50,000,000 authorized shares;			
8.625% Series A Cumulative Redeemable Preferred Shares (liquidation preference \$1,000 per share), 28,811 and 28,821 shares issued and outstanding	8.625% Series A Cumulative Redeemable Preferred Shares (liquidation preference \$1,000 per share), 28,811 and 28,821 shares issued and outstanding			
8.625% Series A Cumulative Redeemable Preferred Shares (liquidation preference \$1,000 per share), 28,811 and 28,821 shares issued and outstanding	8.625% Series A Cumulative Redeemable Preferred Shares (liquidation preference \$1,000 per share), 28,811 and 28,821 shares issued and outstanding			
Common Stock, \$0.01 par value, 200,000,000 authorized shares;	Common Stock, \$0.01 par value, 200,000,000 authorized shares;			
105,710,858 and 104,892,780 shares issued and outstanding, respectively	105,710,858 and 104,892,780 shares issued and outstanding, respectively	1,052	1,049	
105,710,315 and 105,210,858 shares issued and outstanding, respectively	105,710,315 and 105,210,858 shares issued and outstanding, respectively			
105,710,315 and 105,210,858 shares issued and outstanding, respectively	105,710,315 and 105,210,858 shares issued and outstanding, respectively			
Additional paid-in capital	Additional paid-in capital	3,081,330	3,027,861	
Distributions in excess of net income available for common stockholders	Distributions in excess of net income available for common stockholders	(633,227)	(579,616)	
Accumulated other comprehensive loss	Accumulated other comprehensive loss	(1,211)	(973)	
Total Stockholders' Equity	Total Stockholders' Equity	2,476,765	2,477,142	

Noncontrolling interests in consolidated affiliates	Noncontrolling interests in consolidated affiliates	22,235	22,416
Total Equity	Total Equity	2,499,000	2,499,558
Total	Total		
Liabilities,	Liabilities,		
Noncontrolling	Noncontrolling		
Interests in	Interests in		
the Operating	the Operating		
Partnership	Partnership		
and Equity	and Equity	\$6,063,376	\$5,695,138

See accompanying notes to consolidated financial statements.

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HIGHWOODS PROPERTIES, INC.
Consolidated Statements of Income
 (in thousands, except per share amounts)

		Year Ended December 31,		
		2022	2021	2020
		Year Ended December 31,		
		2023	2023	2022
Rental and other revenues	Rental and other revenues	\$828,929	\$768,007	\$736,900
Operating expenses:	Operating expenses:			
Rental property and other expenses				
Rental property and other expenses				
Rental property and other expenses				
Rental property and other expenses	Rental property and other expenses	259,806	236,436	231,825
Depreciation and amortization	Depreciation and amortization	287,610	259,255	241,585
Impairments of real estate assets	Impairments of real estate assets	36,515	—	1,778
General and administrative	General and administrative	42,266	40,553	41,031
Total operating expenses	Total operating expenses	626,197	536,244	516,219
Interest expense	Interest expense	105,385	85,853	80,962
Other income/(loss)		1,530	1,394	(1,707)
Interest expense				
Other income				
Other income				
Other income				
Gains on disposition of property	Gains on disposition of property	63,546	174,059	215,897
Gains on disposition of property				

Gains on disposition of property			
Gain on deconsolidation of affiliate			
Equity in earnings of unconsolidated affiliates			
Equity in earnings of unconsolidated affiliates			
Equity in earnings of unconsolidated affiliates	Equity in earnings of unconsolidated affiliates	1,535	1,947
Net income	Net income	163,958	323,310
Net income			
Net income			
Net (income) attributable to noncontrolling interests in the Operating Partnership	Net (income) attributable to noncontrolling interests in the Operating Partnership	(3,670)	(8,321)
Net (income) attributable to noncontrolling interests in consolidated affiliates		(1,230)	(1,712)
Net (income)/loss attributable to noncontrolling interests in consolidated affiliates			(1,174)
Dividends on Preferred Stock	Dividends on Preferred Stock	(2,486)	(2,486)
Net income available for common stockholders	Net income available for common stockholders	\$156,572	\$310,791
Net income available for common stockholders			
Earnings per Common Share – basic:	Earnings per Common Share – basic:		
Net income available for common stockholders			
Net income available for common stockholders			
Net income available for common stockholders	Net income available for common stockholders	\$ 1.49	\$ 2.98
Net income available for common stockholders	Net income available for common stockholders	\$ 3.32	

Weighted average Common Shares outstanding – basic	Weighted average Common Shares outstanding – basic	105,120	104,232	103,876
Earnings per Common Share –				
diluted:				
Net income available for common stockholders	Net income available for common stockholders	\$ 1.49	\$ 2.98	\$ 3.32
Net income available for common stockholders				
Net income available for common stockholders				
Weighted average Common Shares outstanding – diluted	Weighted average Common Shares outstanding – diluted	107,567	107,061	106,714

See accompanying notes to consolidated financial statements.

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HIGHWOODS PROPERTIES, INC.
Consolidated Statements of Comprehensive Income
(in thousands)

		Year Ended December 31,		
		2022	2021	2020
		Year Ended December 31,		
		2023	2022	2021
Comprehensive income:	Comprehensive income:			
Net income	Net income	\$163,958	\$323,310	\$357,914
Other comprehensive income/(loss):	Other comprehensive income/(loss):			
Settlement of cash flow hedges	Settlement of cash flow hedges			
Settlement of cash flow hedges	Settlement of cash flow hedges			
Unrealized losses on cash flow hedges	Unrealized losses on cash flow hedges	—	(19)	(1,238)
Amortization of cash flow hedges	Amortization of cash flow hedges	(238)	508	247
Total other comprehensive income/(loss)	Total other comprehensive income/(loss)	(238)	489	(991)
Total comprehensive income	Total comprehensive income	163,720	323,799	356,923

Less-comprehensive (income) attributable to noncontrolling interests	Less-comprehensive (income) attributable to noncontrolling interests	(4,900)	(10,033)	(10,512)
Comprehensive income attributable to common stockholders	Comprehensive income attributable to common stockholders	\$158,820	\$313,766	\$346,411

See accompanying notes to consolidated financial statements.

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HIGHWOODS PROPERTIES, INC.
Consolidated Statements of Equity
(in thousands, except share amounts)

	Distributions									
	Series A			Accumulated		Non-		in Excess of		
	Number of		Cumulative		Other	controlling	Net Income			
	Common	Common	Preferred	Paid-In	Compre-	Interests in	Available for	Common	Stockholders	Total
	Shares	Stock	Shares	Capital	hensive	Consolidated	Affiliates	Common	Stockholders	
Balance as of December 31, 2019	103,756,046	\$ 1,038	\$ 28,859	\$ 2,954,779	\$ (471)	\$ 22,010	\$ (831,808)	\$ 2,174,407		
Issuances of Common Stock, net of issuance costs and tax withholdings	19,377	—	—	2,196	—	—	—	—	2,196	
Conversions of Common Units to Common Stock	3,570	—	—	145	—	—	—	—	145	
Dividends on Common Stock (\$1.92 per share)	—	—	—	—	—	—	(199,331)	(199,331)		
Dividends on Preferred Stock (\$86.25 per share)	—	—	—	—	—	—	(2,488)	(2,488)		
Adjustment of noncontrolling interests in the Operating Partnership to fair value	—	—	—	30,617	—	—	—	—	30,617	
Distributions to noncontrolling interests in consolidated affiliates	—	—	—	—	—	(1,138)	—	(1,138)		
Issuances of restricted stock	149,304	—	—	—	—	—	—	—	—	
Redemptions/repurchases of Preferred Stock	—	—	(33)	—	—	—	—	—	(33)	
Share-based compensation expense, net of forfeitures	(6,751)	1	—	6,209	—	—	—	—	6,210	
Net (income) attributable to noncontrolling interests in the Operating Partnership	—	—	—	—	—	(9,338)	(9,338)	(9,338)		
Net (income) attributable to noncontrolling interests in consolidated affiliates	—	—	—	—	—	1,174	(1,174)	—		
Comprehensive income:										
Net income	—	—	—	—	—	—	357,914	357,914		
Other comprehensive loss	—	—	—	(991)	—	—	—	(991)		
Total comprehensive income							356,923			
	Distributions									
	Series A			Accumulated		Non-		in Excess of		
	Number	Cumulative		Other	controlling	Net Income				
	of	Redeemable	Additional	Compre-	Interests in	Available for	Common	Stockholders	Common	
	Common	Common	Preferred	Paid-In	hensive	Consolidated	Affiliates	Common	Stockholders	
	Shares	Stock	Shares	Capital	Income/(Loss)					
	Number of Common Shares									
Balance as of December 31, 2020	103,921,546	1,039	28,826	2,993,946	(1,462)	22,046	(686,225)	2,358,170		
Issuances of Common Stock, net of issuance costs and tax withholdings	459,477	8	—	21,656	—	—	—	21,664		
Conversions of Common Units to Common Stock	333,920	—	—	15,076	—	—	—	15,076		

Dividends on Common Stock (\$1.96 per share)	Dividends on Common Stock (\$1.96 per share)	—	—	—	—	—	(204,182)	(204,182)
Dividends on Preferred Stock (\$86.25 per share)	Dividends on Preferred Stock (\$86.25 per share)	—	—	—	—	—	(2,486)	(2,486)
Dividends on Preferred Stock (\$86.25 per share)								
Dividends on Preferred Stock (\$86.25 per share)								
Adjustment of noncontrolling interests in the Operating Partnership to fair value	Adjustment of noncontrolling interests in the Operating Partnership to fair value	—	—	(11,461)	—	—	—	(11,461)
Distributions to noncontrolling interests in consolidated affiliates	Distributions to noncontrolling interests in consolidated affiliates	—	—	—	—	(1,342)	—	(1,342)
Distributions to noncontrolling interests in consolidated affiliates								
Issuances of restricted stock								
Issuances of restricted stock	Issuances of restricted stock	184,584	—	—	—	—	—	—
Redemptions/repurchases of Preferred Stock	Redemptions/repurchases of Preferred Stock	—	(5)	—	—	—	—	(5)
Share-based compensation expense, net of forfeitures	Share-based compensation expense, net of forfeitures	(6,747)	2	—	8,644	—	—	8,646
Net (income) attributable to noncontrolling interests in the Operating Partnership	Net (income) attributable to noncontrolling interests in the Operating Partnership	—	—	—	—	(8,321)	(8,321)	
Net (income) attributable to noncontrolling interests in consolidated affiliates	Net (income) attributable to noncontrolling interests in consolidated affiliates	—	—	—	—	1,712	(1,712)	—
Comprehensive income:	Comprehensive income:							
Comprehensive income:								
Comprehensive income:								
Net income								
Net income	Net income	—	—	—	—	—	323,310	323,310
Other comprehensive income	Other comprehensive income	—	—	—	489	—	—	489
Total comprehensive income	Total comprehensive income	—	—	—	—	—	323,799	
Balance as of December 31, 2021	Balance as of December 31, 2021	104,892,780	\$ 1,049	\$ 28,821	\$ 3,027,861	\$ (973)	\$ 22,416	\$ (579,616)
Issuances of Common Stock, net of issuance costs and tax withholdings								
Conversions of Common Units to Common Stock								
Dividends on Common Stock (\$2.00 per share)								
Dividends on Preferred Stock (\$86.25 per share)								
Dividends on Preferred Stock (\$86.25 per share)								
Dividends on Preferred Stock (\$86.25 per share)								
Adjustment of noncontrolling interests in the Operating Partnership to fair value								
Distributions to noncontrolling interests in consolidated affiliates								
Distributions to noncontrolling interests in consolidated affiliates								
Distributions to noncontrolling interests in consolidated affiliates								
Issuances of restricted stock								
Issuances of restricted stock								
Issuances of restricted stock								
Share-based compensation expense, net of forfeitures								
Share-based compensation expense, net of forfeitures								
Share-based compensation expense, net of forfeitures								
Net (income) attributable to noncontrolling interests in the Operating Partnership								

Net (income) attributable to noncontrolling interests in consolidated affiliates
Comprehensive income:
Comprehensive income:
Comprehensive income:
Net income
Net income
Net income
Other comprehensive loss
Total comprehensive income
Balance as of December 31, 2022

HIGHWOODS PROPERTIES, INC.
Consolidated Statements of Equity - Continued
(in thousands, except share amounts)

	Number of Common Shares										Series A		Accumulated		Non-	Distributions in		
											Number	Cumulative		Other	controlling	Compre-	Interests in	Income Available
											of	Redeemable	Additional			Consolidated	for Common	
		Common	Common	Preferred	Paid-In	Compre-	Interests in	Available for		Shares	Stock	Shares	Capital	Income/(Loss)	Affiliates	Stockholders	Total	
Balance as of December 31, 2022																		
Balance as of December 31, 2022																		
Balance as of December 31, 2021	104,892,780	\$ 1,049	\$ 28,821	\$ 3,027,861	\$ (973)	\$ 22,416	\$ (579,616)	\$ 2,499,558										
Balance as of December 31, 2022																		
Issuances of Common Stock, net of issuance costs and tax withholdings	106,141	1	—	5,166	—	—	—	5,167										
Conversions of Common Units to Common Stock	30,909	—	—	1,251	—	—	—	1,251										
Dividends on Common Stock (\$2.00 per share)	—	—	—	—	—	—	(210,183)	(210,183)										
Dividends on Preferred Stock (\$86.25 per share)	—	—	—	—	—	—	(2,486)	(2,486)										
Dividends on Preferred Stock (\$86.25 per share)																		
Adjustment of noncontrolling interests in the Operating Partnership to fair value	—	—	39,502	—	—	—	—	39,502										
Contributions to noncontrolling interests in consolidated affiliates	—	—	—	—	(1,411)	—	(1,411)	—										
Contributions from noncontrolling interests in consolidated affiliates																		
Contributions from noncontrolling interests in consolidated affiliates																		

Issuances of restricted stock	Issuances of restricted stock	181,807	—	—	—	—	—	—
Redemptions/repurchases of Preferred Stock								
Share-based compensation expense, net of forfeitures	Share-based compensation expense, net of forfeitures	(779)	2	—	7,550	—	—	7,552
Net (income) attributable to noncontrolling interests in the Operating Partnership	Net (income) attributable to noncontrolling interests in the Operating Partnership	—	—	—	—	—	(3,670)	(3,670)
Net (income) attributable to noncontrolling interests in consolidated affiliates	Net (income) attributable to noncontrolling interests in consolidated affiliates	—	—	—	—	1,230	(1,230)	—
Net loss attributable to noncontrolling interests in consolidated affiliates								
Deconsolidation of affiliate	Comprehensive income:							
Comprehensive income:	Net income							
Net income	Net income							
Net income	Net income	—	—	—	—	—	163,958	163,958
Other comprehensive loss	Other comprehensive loss	—	—	—	(238)	—	—	(238)
Total comprehensive income	Total comprehensive income	—	—	—	(238)	—	—	163,720
Balance as of December 31, 2022	105,210,858	\$ 1,052	\$ 28,821	\$ 3,081,330	\$ (1,211)	\$ 22,235	\$ (633,227)	\$ 2,499,000
Balance as of December 31, 2023								

See accompanying notes to consolidated financial statements.

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HIGHWOODS PROPERTIES, INC.
Consolidated Statements of Cash Flows
(in thousands)

Year Ended December 31,								
Year Ended December 31,								
			2022 2021 2020					
Year Ended December 31,			2023 2022 2021					
Operating activities:	Operating activities:							
Net income	Net income		\$ 163,958	\$ 323,310	\$ 357,914			
Net income	Net income							
Net income	Net income							
Adjustments to reconcile net income to net cash provided by operating activities:	Adjustments to reconcile net income to net cash provided by operating activities:							
Depreciation and amortization	Depreciation and amortization							
Depreciation and amortization	Depreciation and amortization		287,610	259,255	241,585			
Depreciation and amortization	Depreciation and amortization							

Amortization of lease incentives and acquisition-related intangible assets and liabilities	Amortization of lease incentives and acquisition-related intangible assets and liabilities	(42)	(1,903)	(2,537)
Share-based compensation expense	Share-based compensation expense	7,552	8,646	6,210
Net credit losses on operating lease receivables	Net credit losses on operating lease receivables	3,199	425	5,458
Accrued interest on mortgages and notes receivable				
Accrued interest on mortgages and notes receivable	Accrued interest on mortgages and notes receivable	(88)	(103)	(118)
Amortization of debt issuance costs	Amortization of debt issuance costs	4,324	4,451	3,092
Amortization of cash flow hedges	Amortization of cash flow hedges	(238)	508	247
Amortization of mortgages and notes payable fair value adjustments	Amortization of mortgages and notes payable fair value adjustments	(70)	862	1,681
Impairments of real estate assets	Impairments of real estate assets	36,515	—	1,778
Losses on debt extinguishment	Losses on debt extinguishment	—	286	3,674
Net gains on disposition of property	Net gains on disposition of property	(63,546)	(174,059)	(215,897)
Gain on deconsolidation of affiliate				
Gain on deconsolidation of affiliate				
Gain on deconsolidation of affiliate				
Equity in earnings of unconsolidated affiliates	Equity in earnings of unconsolidated affiliates	(1,535)	(1,947)	(4,005)
Distributions of earnings from unconsolidated affiliates	Distributions of earnings from unconsolidated affiliates	614	1,417	1,533
Distributions of earnings from unconsolidated affiliates				
Distributions of earnings from unconsolidated affiliates				
Settlement of cash flow hedges				

Changes in operating assets and liabilities:	Changes in operating assets and liabilities:		
Accounts receivable			
Accounts receivable			
Accounts receivable	Accounts receivable	(10,955)	5,744
Prepaid expenses and other assets	Prepaid expenses and other assets	1,685	1,575
Accrued straight-line rents receivable	Accrued straight-line rents receivable	(29,421)	(22,100)
Accounts payable, accrued expenses and other liabilities	Accounts payable, accrued expenses and other liabilities	22,217	8,191
Net cash provided by operating activities	Net cash provided by operating activities	421,779	414,558
			358,160
Investing activities:	Investing activities:		
Investments in acquired real estate and related intangible assets, net of cash acquired	Investments in acquired real estate and related intangible assets, net of cash acquired	(224,934)	(305,291)
Investments in acquired real estate and related intangible assets, net of cash acquired			
Investments in development in-process	Investments in development in-process	(44,352)	(77,854)
Investments in tenant improvements and deferred leasing costs	Investments in tenant improvements and deferred leasing costs	(120,739)	(93,654)
Investments in building improvements	Investments in building improvements	(76,415)	(48,405)
Investment in acquired controlling interest in unconsolidated affiliate	Investment in acquired controlling interest in unconsolidated affiliate	—	(127,339)
Investment in acquired controlling interest in unconsolidated affiliate			
Investment in acquired controlling interest in unconsolidated affiliate			
Net proceeds from disposition of real estate assets	Net proceeds from disposition of real estate assets	130,038	374,016
Distributions of capital from unconsolidated affiliates			484,311
Distributions of capital from unconsolidated affiliates			

Distributions of capital from unconsolidated affiliates	Distributions of capital from unconsolidated affiliates	—	—	72
Investments in mortgages and notes receivable	Investments in mortgages and notes receivable	(24)	(84)	(32)
Repayments of mortgages and notes receivable	Repayments of mortgages and notes receivable	288	301	310
Investments in and advances to unconsolidated affiliates	Investments in and advances to unconsolidated affiliates	(261,772)	(6,079)	—
Repayments of preferred equity from unconsolidated affiliates				
Payments of earnest money deposits	(15,500)	—	—	
Changes in earnest money deposits				
Changes in earnest money deposits				
Changes in earnest money deposits				
Changes in other investing activities	Changes in other investing activities	(1,389)	(3,289)	(10,853)
Net cash provided by/(used in) investing activities		<u>\$(614,799)</u>	<u>\$(287,678)</u>	<u>\$110,682</u>
Net cash used in investing activities				

[Table on Contents](#)

HIGHWOODS PROPERTIES, INC.
Consolidated Statements of Cash Flows – Continued
(in thousands)

		Year Ended December 31,					
		2022	2021	2020	2023	2022	2021
Financing activities:	Financing activities:						
Dividends on Common Stock	Dividends on Common Stock						
Dividends on Common Stock							
Redemptions/repurchases of Preferred Stock							
Redemptions/repurchases of Preferred Stock							
Redemptions/repurchases of Preferred Stock	Redemptions/repurchases of Preferred Stock	—	(5)	(33)			
Redemptions of Common Units	Redemptions of Common Units	(3,763)	—	—			
Dividends on Preferred Stock	Dividends on Preferred Stock	(2,486)	(2,486)	(2,488)			
Distributions to noncontrolling interests in the Operating Partnership	Distributions to noncontrolling interests in the Operating Partnership	(4,866)	(5,516)	(5,456)			

Distributions to noncontrolling interests in consolidated affiliates	Distributions to noncontrolling interests in consolidated affiliates	(1,411)	(1,342)	(1,138)
Distributions to noncontrolling interests in consolidated affiliates				
Distributions to noncontrolling interests in consolidated affiliates				
Proceeds from the issuance of Common Stock				
Proceeds from the issuance of Common Stock				
Proceeds from the issuance of Common Stock	Proceeds from the issuance of Common Stock	7,570	23,917	3,571
Costs paid for the issuance of Common Stock	Costs paid for the issuance of Common Stock	(247)	(535)	(215)
Repurchase of shares related to tax withholdings	Repurchase of shares related to tax withholdings	(2,156)	(1,718)	(1,160)
Borrowings on revolving credit facility	Borrowings on revolving credit facility	675,000	380,000	129,000
Repayments of revolving credit facility	Repayments of revolving credit facility	(359,000)	(310,000)	(350,000)
Borrowings on mortgages and notes payable	Borrowings on mortgages and notes payable	550,000	200,000	398,364
Repayments of mortgages and notes payable	Repayments of mortgages and notes payable	(456,444)	(353,780)	(251,952)
Payments of debt extinguishment costs		—	—	(3,193)
Contributions from noncontrolling interests in consolidated affiliates				
Contributions from noncontrolling interests in consolidated affiliates				
Contributions from noncontrolling interests in consolidated affiliates				
Payments for debt issuance costs and other financing activities	Payments for debt issuance costs and other financing activities	(4,087)	(9,279)	(10,309)
Net cash provided by/(used in) financing activities	Net cash provided by/(used in) financing activities	187,927	(284,926)	(294,340)
Net increase/(decrease) in cash and cash equivalents and restricted cash	Net increase/(decrease) in cash and cash equivalents and restricted cash	(5,093)	(158,046)	174,502
Cash from deconsolidation of affiliate				
Cash and cash equivalents and restricted cash at beginning of the period	Cash and cash equivalents and restricted cash at beginning of the period	31,198	189,244	14,742
Cash and cash equivalents and restricted cash at end of the period	Cash and cash equivalents and restricted cash at end of the period	\$ 26,105	\$ 31,198	\$ 189,244

Reconciliation of cash and cash equivalents and restricted cash:

	Year Ended December 31,			
	2022	2021	2020	
Year Ended December 31,				Year Ended December 31,

	2023	2023	2022	2021
Cash and cash equivalents at end of the period	Cash and cash equivalents at end of the period	\$21,357	\$23,152	\$109,322
Restricted cash at end of the period	Restricted cash at end of the period	4,748	8,046	79,922
Cash and cash equivalents and restricted cash at end of the period	Cash and cash equivalents and restricted cash at end of the period	\$26,105	\$31,198	\$189,244

Supplemental disclosure of cash flow information:

	Year Ended December 31,		
	2022	2021	2020
Cash paid for interest, net of amounts capitalized	\$ 102,501	\$ 79,474	\$ 72,350

	Year Ended December 31,		
	2023	2022	2021
Cash paid for interest, net of amounts capitalized	\$ 129,764	\$ 102,501	\$ 79,474

Supplemental disclosure of non-cash investing and financing activities:

	Year Ended December 31,		
	2023	2022	2021
		Year Ended December 31,	
		2022 2021 2020	
Unrealized losses on cash flow hedges	\$ —	\$ (19)	\$ (1,238)
Conversions of Common Units to Common Stock			
Conversions of Common Units to Common Stock			
Conversions of Common Units to Common Stock	1,251	15,076	145
Changes in accrued capital expenditures	Changes in accrued capital expenditures		
(1)	(1)	(1,426)	(9,843)
Write-off of fully depreciated real estate assets	Write-off of fully depreciated real estate assets		
	assets	58,905	68,307
			46,656

Write-off of fully amortized leasing costs	Write-off of fully amortized leasing costs	29,083	43,648	25,618
Write-off of fully amortized debt issuance costs	Write-off of fully amortized debt issuance costs	3,292	5,200	1,438
Adjustment of noncontrolling interests in the Operating Partnership to fair value	Adjustment of noncontrolling interests in the Operating Partnership to fair value	(39,502)	11,461	(30,617)
Adjustment of noncontrolling interests in the Operating Partnership to fair value				
Adjustment of noncontrolling interests in the Operating Partnership to fair value				
Assumption of mortgages and notes payable related to acquisition activities	Assumption of mortgages and notes payable related to acquisition activities	—	403,000	—
Issuances of Common Units to acquire real estate assets	—	—	6,163	
Assumption of mortgages and notes payable related to acquisition activities				
Assumption of mortgages and notes payable related to acquisition activities				
Initial recognition of lease liabilities related to right of use assets				
Initial recognition of lease liabilities related to right of use assets				
Initial recognition of lease liabilities related to right of use assets	Initial recognition of lease liabilities related to right of use assets	—	5,310	—
Future consideration in connection with the acquisition of land	Future consideration in connection with the acquisition of land	—	16,000	—

(1) Accrued capital expenditures included in accounts payable, accrued expenses and other liabilities as of December 31, 2022 December 31, 2023, 2022 and 2021 were \$55.7 million, \$53.2 million and 2020 were \$53.2 million, \$56.1 million and \$66.0 million, respectively.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors of the General Partner of Highwoods Realty Limited Partnership:

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Highwoods Realty Limited Partnership and subsidiaries (the "Operating Partnership") as of **December 31, 2022** December 31, 2023 and **2021**, 2022, the related consolidated statements of income, comprehensive income, capital, and cash flows for each of the three years in the period ended **December 31, 2022** December 31, 2023, and the related notes and the schedule listed in the Index at Item 15 (collectively, the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Operating Partnership as of **December 31, 2022** December 31, 2023 and **2021**, 2022, and the results of its operations and its cash flows for each of the three years in the period ended **December 31, 2022** December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Operating Partnership's management. Our responsibility is to express an opinion on the Operating Partnership's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Operating Partnership in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Operating Partnership is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Operating Partnership's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Impairment of

Real Estate Assets—Assets - Determination of Impairment Indicators and Impairment—Refer to Note 1 and Note 3 to the financial statements

Critical Audit Matter Description

The Operating Partnership performs an impairment analysis of properties which begins with an evaluation of events or changes in circumstances that may indicate that the carrying value may not be recoverable, such as a significant decline in occupancy, identification of materially adverse legal or environmental factors, a change in the designation of an asset from core to non-core, which may impact the anticipated holding period, or a decline in market value to an amount less than **cost** carrying value. When events or changes in circumstances indicate that the carrying value may not be recoverable, the Operating Partnership evaluates its real estate assets for impairment by comparing undiscounted future cash flows expected to be generated over the estimated hold period of each asset to the respective carrying amount. If the carrying amount of an asset exceeds the undiscounted future cash flows, an analysis is performed to determine the fair value of the asset.

The Operating Partnership makes judgments that determine whether specific real estate assets possess indicators of impairment. Changes in those judgments could have a material impact on the real estate assets that are identified for further analysis.

For those Given (1) the Operating Partnership's evaluation of possible indications of impairment of real estate assets where an indicator has been identified, requires management to make judgments, and (2), the Operating Partnership makes significant estimates undiscounted estimated future operating and assumptions residual cash flows to determine the recoverability using undiscounted future cash flows expected require management to be generated over the estimated hold period of the asset, including make significant estimates and assumptions related to the current and projected trends in rental, rates, growth occupancy, capitalization rates and capitalization rates. For those estimated hold periods, performing audit procedures to evaluate (a) whether management appropriately identified events or changes in circumstances indicating that the carrying amounts of real estate assets where impairment has been identified, may not be recoverable and (b) the Operating Partnership applies reasonableness of managements undiscounted future cash flow analysis, required a discount rate to those undiscounted cash flows to determine fair value. Total real estate assets as high degree of December 31, 2022, were \$5.1 billion, net auditor judgment and an increased extent of impairment losses recorded in 2022 of \$35 million. effort.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the evaluation of real estate assets for possible indications of impairment and our procedures related to the undiscounted estimated future operating and residual cash flows to determine recoverability, included the following, among others:

- We tested the effectiveness of controls over management's identification of possible circumstances that may indicate that the carrying amounts of real estate assets are no longer recoverable, including controls over management's designation of an asset as core or non-core, occupancy and management's estimates of fair values, controls over undiscounted estimated future operating and residual cash flows to determine recoverability.
- We evaluated management's identification of impairment indicators by developing an independent determination if properties exhibit an indicator of impairment by:
 - Inquiring of management and reading investment committee and board minutes to identify properties that should be evaluated as non-core and therefore may impact the anticipated holding period.
 - Testing real estate assets for possible indications of impairment, including searching for adverse asset-specific circumstances and/or market conditions by reviewing questionnaires to regional property managers and using reputable market surveys.
 - With the assistance of our fair value specialists, developing an independent expectation of impairment indicators and comparing such expectation to management's analysis.
- We evaluated the Operating Partnership's undiscounted cash flows prepared when an indicator of impairment has been identified by performing the following:
 - We evaluated the reasonableness of the valuation methodology as well as significant assumptions used in the undiscounted recoverability models, including the rental rates, growth rates, and capitalization rates.
- We evaluated the Operating Partnership's determination of fair value the undiscounted estimated future operating and residual cash flows to determine recoverability for those assets where impairment an indicator had been identified by performing the following:
 - Comparing the projections included in management's cash flow estimates to determine recoverability to the Operating Partnership's historical results and external market sources.
 - We evaluated the reasonableness of the valuation methodology as well as significant assumptions used in the fair value model, undiscounted estimated future operating and residual cash flows, including the estimated hold period, rental rates, growth rates. With the assistance of our fair value specialists, we also evaluated the reasonableness of the discount rate, rental rates, and capitalization rate assumptions.

/s/ Deloitte & Touche LLP

Raleigh, North Carolina
February 7, 2023 6, 2024

We have served as the Operating Partnership's auditor since 2006.

HIGHWOODS REALTY LIMITED PARTNERSHIP
Consolidated Balance Sheets
(in thousands, except unit and per unit data)

		December 31,			
		2022	2021		
		December 31,		December 31,	
Assets:	Assets:			2023	2022
Assets:	Assets:				
Assets:					
Assets:					
Real estate assets, at cost:	Real estate assets, at cost:				
Real estate assets, at cost:					
Real estate assets, at cost:					
Land					
Land					
Buildings and tenant improvements	Buildings and tenant improvements	\$ 548,720	\$ 549,228		
Development in-process	Development in-process	5,909,754	5,718,169		
		46,735	6,890		

Land held for development	Land held for development	231,218	215,257
		6,736,427	6,489,544
6,736,921			
Less-accumulated depreciation	Less-accumulated depreciation	(1,609,502)	(1,457,511)
Net real estate assets	Net real estate assets	5,126,925	5,032,033
Real estate and other assets, net, held for sale		—	3,518
Cash and cash equivalents			
Cash and cash equivalents			
Cash and cash equivalents	Cash and cash equivalents	21,357	23,152
Restricted cash	Restricted cash	4,748	8,046
Accounts receivable	Accounts receivable	25,481	14,002
Mortgages and notes receivable	Mortgages and notes receivable	1,051	1,227
Accrued straight-line rents receivable	Accrued straight-line rents receivable	293,674	268,324
Investments in and advances to unconsolidated affiliates	Investments in and advances to unconsolidated affiliates	269,221	7,383
Deferred leasing costs, net of accumulated amortization of \$163,751 and \$143,111, respectively		252,828	258,902
Prepaid expenses and other assets, net of accumulated depreciation of \$21,660 and \$21,408, respectively		68,091	78,551
Deferred leasing costs, net of accumulated amortization of \$175,697 and \$163,751, respectively			
Prepaid expenses and other assets, net of accumulated depreciation of \$22,142 and \$21,660, respectively			
Total Assets	Total Assets	\$6,063,376	\$5,695,138
Liabilities, Redeemable Operating Partnership Units and Capital:	Liabilities, Redeemable Operating Partnership Units and Capital:		
Mortgages and notes payable, net	Mortgages and notes payable, net		
Mortgages and notes payable, net	Mortgages and notes payable, net		
Mortgages and notes payable, net	Mortgages and notes payable, net	\$3,197,215	\$2,788,915
Accounts payable, accrued expenses and other liabilities	Accounts payable, accrued expenses and other liabilities	301,184	294,976
Total Liabilities	Total Liabilities	3,498,399	3,083,891
Total Liabilities	Total Liabilities		
Commitments and contingencies	Commitments and contingencies		Commitments and contingencies
Redeemable Operating Partnership Units:	Redeemable Operating Partnership Units:		
Common Units, 2,358,009 and 2,504,805 outstanding, respectively		65,977	111,689
Series A Preferred Units (liquidation preference \$1,000 per unit), 28,821 units issued and outstanding		28,821	28,821
Common Units, 2,156,808 and 2,358,009 outstanding, respectively			
Common Units, 2,156,808 and 2,358,009 outstanding, respectively			

Common Units, 2,156,808 and 2,358,009 outstanding, respectively				
Series A Preferred Units (liquidation preference \$1,000 per unit), 28,811 and 28,821 units issued and outstanding				
Total	Total			
Redeemable	Redeemable			
Operating	Operating			
Partnership Units	Partnership Units	94,798	140,510	
Capital:	Capital:			
Common Units:	Common Units:			
General partner Common Units, 1,071,601 and 1,069,888 outstanding, respectively		24,492	24,492	
Limited partner Common Units, 103,730,448 and 103,414,083 outstanding, respectively		2,424,663	2,424,802	
Common Units:				
Common Units:				
General partner Common Units, 1,074,583 and 1,071,601 outstanding, respectively				
General partner Common Units, 1,074,583 and 1,071,601 outstanding, respectively				
General partner Common Units, 1,074,583 and 1,071,601 outstanding, respectively				
Limited partner Common Units, 104,226,923 and 103,730,448 outstanding, respectively				
Accumulated other comprehensive loss	Accumulated other comprehensive loss	(1,211)	(973)	
Noncontrolling interests in consolidated affiliates	Noncontrolling interests in consolidated affiliates	22,235	22,416	
Total Capital	Total Capital	<u>2,470,179</u>	<u>2,470,737</u>	
Total	Total			
Liabilities,	Liabilities,			
Redeemable	Redeemable			
Operating	Operating			
Partnership	Partnership			
Units and Capital	Units and Capital	<u>\$6,063,376</u>	<u>\$5,695,138</u>	

See accompanying notes to consolidated financial statements.

HIGHWOODS REALTY LIMITED PARTNERSHIP

Consolidated Statements of Income

(in thousands, except per unit amounts)

	Year Ended December 31,			
	2022	2021	2020	
Year Ended December 31,				
	2023			
Rental and other revenues	Rental and other revenues	\$828,929	\$768,007	\$736,900
Operating expenses:	Operating expenses:			
Rental property and other expenses				

Rental property and other expenses			
Rental property and other expenses	Rental property and other expenses	259,806	236,436
Depreciation and amortization	Depreciation and amortization	287,610	259,255
Impairments of real estate assets	Impairments of real estate assets	36,515	—
General and administrative	General and administrative	42,266	40,553
Total operating expenses	Total operating expenses	626,197	536,244
Interest expense	Interest expense	105,385	85,853
Other income/(loss)		1,530	1,394
Interest expense			
Interest expense			
Other income			
Other income			
Other income			
Gains on disposition of property			
Gains on disposition of property			
Gains on disposition of property	Gains on disposition of property	63,546	174,059
Gain on deconsolidation of affiliate			
Gain on deconsolidation of affiliate			
Gain on deconsolidation of affiliate			
Equity in earnings of unconsolidated affiliates	Equity in earnings of unconsolidated affiliates	1,535	1,947
Net income	Net income	163,958	323,310
Net (income) attributable to noncontrolling interests in consolidated affiliates		(1,230)	(1,712)
Net income			
Net income			
Net (income)/loss attributable to noncontrolling interests in consolidated affiliates			
Distributions on Preferred Units	Distributions on Preferred Units	(2,486)	(2,486)
			(2,488)

Net income available for common unitholders	Net income available for common unitholders	\$ 160,242	\$ 319,112	\$ 354,252
Net income available for common unitholders				
Net income available for common unitholders				
Earnings per Common Unit – basic:	Earnings per Common Unit – basic:			
Net income available for common unitholders				
Net income available for common unitholders				
Net income available for common unitholders	Net income available for common unitholders	\$ 1.50	\$ 2.99	\$ 3.33
Weighted average Common Units outstanding – basic	Weighted average Common Units outstanding – basic			
		107,153	106,634	106,297
Earnings per Common Unit – diluted:	Earnings per Common Unit – diluted:			
Net income available for common unitholders	Net income available for common unitholders	\$ 1.50	\$ 2.99	\$ 3.33
Net income available for common unitholders				
Net income available for common unitholders				
Weighted average Common Units outstanding – diluted	Weighted average Common Units outstanding – diluted			
		107,158	106,652	106,305

See accompanying notes to consolidated financial statements.

HIGHWOODS REALTY LIMITED PARTNERSHIP
Consolidated Statements of Comprehensive Income
 (in thousands)

		Year Ended December 31,					
		2022	2021	2020	2023	2022	2021
		Year Ended December 31,			Year Ended December 31,		
Comprehensive income:	Comprehensive income:						
Net income	Net income						

Net income	Net income	\$163,958	\$323,310	\$357,914
Other comprehensive income/(loss):	Other comprehensive income/(loss):			
Settlement of cash flow hedges				
Settlement of cash flow hedges				
Settlement of cash flow hedges				
Unrealized losses on cash flow hedges	Unrealized losses on cash flow hedges	—	(19)	(1,238)
Amortization of cash flow hedges	Amortization of cash flow hedges	(238)	508	247
Total other comprehensive income/(loss)	Total other comprehensive income/(loss)	(238)	489	(991)
Total comprehensive income	Total comprehensive income	163,720	323,799	356,923
Less-comprehensive (income) attributable to noncontrolling interests	Less-comprehensive (income) attributable to noncontrolling interests	(1,230)	(1,712)	(1,174)
Less-comprehensive (income)/loss attributable to noncontrolling interests				
Comprehensive income attributable to common unitholders	Comprehensive income attributable to common unitholders	\$162,490	\$322,087	\$355,749

See accompanying notes to consolidated financial statements.

HIGHWOODS REALTY LIMITED PARTNERSHIP
Consolidated Statements of Capital

(in thousands)

	Common Units			Common Units			Noncontrolling		
	General			Accumulated Other Interests in			Interests in		
	Partners'			Comprehensive Consolidated			Consolidated		
	Capital			Income/(Loss)	Affiliates	Total	Accumulated	Other	Interests in
				General	Limited	Accumulated Other Interests in	Comprehensive	Partners'	Consolidated
				Partners'	Partners'	Other	Consolidated	Partners'	Consolidated
		Capital	Capital	Capital	Capital	Comprehensive	Consolidated	Partners'	Consolidated
						Income/(Loss)	Affiliates	Total	
Balance as of December 31, 2020									
Balance as of December 31, 2020									
Balance as of December 31, 2019	\$21,240	\$2,102,769	\$ (471)	\$ 22,010	\$ 2,145,548				
Balance as of December 31, 2020									
Issuances of Common Units, net of issuance costs and tax withholdings	Issuances of Common Units, net of issuance costs and tax withholdings	84	8,275	—	—	8,359			
Distributions on Common Units (\$1.92 per unit)		(2,040)	(201,962)	—	—	(204,002)			

Distributions on Common Units (\$1.96 per unit)						
Distributions on Common Units (\$1.96 per unit)						
Distributions on Common Units (\$1.96 per unit)						
Distributions on Preferred Units (\$86.25 per unit)						
Distributions on Preferred Units (\$86.25 per unit)						
Distributions on Preferred Units (\$86.25 per unit)	Distributions on Preferred Units (\$86.25 per unit)	(25)	(2,463)	—	—	(2,488)
Share-based compensation expense, net of forfeitures	Share-based compensation expense, net of forfeitures	62	6,148	—	—	6,210
Distributions to noncontrolling interests in consolidated affiliates	Distributions to noncontrolling interests in consolidated affiliates	—	—	—	(1,138)	(1,138)
Adjustment of Redeemable Common Units to fair value and contributions/distributions from/to the General Partner		199	19,733	—	—	19,932
Net (income) attributable to noncontrolling interests in consolidated affiliates		(12)	(1,162)	—	1,174	—
Comprehensive income:						
Net income		3,579	354,335	—	—	357,914
Other comprehensive loss		—	—	(991)	—	(991)
Total comprehensive income		—	—	—	—	356,923
Balance as of December 31, 2020		23,087	2,285,673	(1,462)	22,046	2,329,344
Issuances of Common Units, net of issuance costs and tax withholdings		217	21,447	—	—	21,664
Distributions on Common Units (\$1.96 per unit)		(2,089)	(206,807)	—	—	(208,896)
Distributions on Preferred Units (\$86.25 per unit)		(25)	(2,461)	—	—	(2,486)
Share-based compensation expense, net of forfeitures		86	8,560	—	—	8,646
Distributions to noncontrolling interests in consolidated affiliates						
Distributions to noncontrolling interests in consolidated affiliates	Distributions to noncontrolling interests in consolidated affiliates	—	—	—	(1,342)	(1,342)
Adjustment of Redeemable Common Units to fair value and contributions/distributions from/to the General Partner	Adjustment of Redeemable Common Units to fair value and contributions/distributions from/to the General Partner	—	8	—	—	8
Adjustment of Redeemable Common Units to fair value and contributions/distributions from/to the General Partner						
Adjustment of Redeemable Common Units to fair value and contributions/distributions from/to the General Partner						
Net (income) attributable to noncontrolling interests in consolidated affiliates	Net (income) attributable to noncontrolling interests in consolidated affiliates	(17)	(1,695)	—	1,712	—
Comprehensive income:	Comprehensive income:					
Comprehensive income:						
Net income						
Net income						
Net income	Net income	3,233	320,077	—	—	323,310
Other comprehensive income	Other comprehensive income	—	—	489	—	489
Total comprehensive income	Total comprehensive income	—	—	—	—	323,799
Balance as of December 31, 2021	Balance as of December 31, 2021					
Issuances of Common Units, net of issuance costs and tax withholdings	Issuances of Common Units, net of issuance costs and tax withholdings	52	5,115	—	—	5,167
Redemptions of Common Units	Redemptions of Common Units	(38)	(3,725)	—	—	(3,763)
Distributions on Common Units (\$2.00 per unit)	Distributions on Common Units (\$2.00 per unit)	(2,142)	(212,089)	—	—	(214,231)
Distributions on Preferred Units (\$86.25 per unit)	Distributions on Preferred Units (\$86.25 per unit)	(25)	(2,461)	—	—	(2,486)
Distributions on Preferred Units (\$86.25 per unit)						
Distributions on Preferred Units (\$86.25 per unit)						

Share-based compensation expense, net of forfeitures	Share-based compensation expense, net of forfeitures	76	7,476	—	—	7,552
Distributions to noncontrolling interests in consolidated affiliates	Distributions to noncontrolling interests in consolidated affiliates	—	—	—	(1,411)	(1,411)
Distributions to noncontrolling interests in consolidated affiliates						
Adjustment of Redeemable Common Units to fair value and contributions/distributions from/to the General Partner	Adjustment of Redeemable Common Units to fair value and contributions/distributions from/to the General Partner	449	44,445	—	—	44,894
Adjustment of Redeemable Common Units to fair value and contributions/distributions from/to the General Partner						
Adjustment of Redeemable Common Units to fair value and contributions/distributions from/to the General Partner						
Net (income) attributable to noncontrolling interests in consolidated affiliates	Net (income) attributable to noncontrolling interests in consolidated affiliates	(12)	(1,218)	—	1,230	—
Comprehensive income:	Comprehensive income:					
Comprehensive income:						
Comprehensive income:						
Net income						
Net income						
Net income	Net income	1,640	162,318	—	—	163,958
Other comprehensive loss	Other comprehensive loss	—	—	(238)	—	(238)
Total comprehensive income	Total comprehensive income	—	—	—	—	163,720
Balance as of December 31, 2022	Balance as of December 31, 2022	\$24,492	\$2,424,663	\$ (1,211)	\$ 22,235	\$2,470,179
Issuances of Common Units, net of issuance costs and tax withholdings						
Redemptions of Common Units						
Distributions on Common Units (\$2.00 per unit)						
Distributions on Preferred Units (\$86.25 per unit)						
Distributions on Preferred Units (\$86.25 per unit)						
Distributions on Preferred Units (\$86.25 per unit)						
Share-based compensation expense, net of forfeitures						
Contributions from noncontrolling interests in consolidated affiliates						
Contributions from noncontrolling interests in consolidated affiliates						
Contributions from noncontrolling interests in consolidated affiliates						
Adjustment of Redeemable Common Units to fair value and contributions/distributions from/to the General Partner						
Net loss attributable to noncontrolling interests in consolidated affiliates						
Deconsolidation of affiliate						
Comprehensive income:						
Net income						
Net income						
Net income						

Other comprehensive loss
Total comprehensive income
Balance as of December 31, 2023

See accompanying notes to consolidated financial statements.

HIGHWOODS REALTY LIMITED PARTNERSHIP
Consolidated Statements of Cash Flows
(in thousands)

		Year Ended December 31,				
		2022	2021	2020		
		Year Ended December 31,			Year Ended December 31,	
		2023			2023	2022
Operating activities:	Operating activities:					
Net income	Net income	\$ 163,958	\$ 323,310	\$ 357,914		
Net income						
Net income						
Adjustments to reconcile net income to net cash provided by operating activities:	Adjustments to reconcile net income to net cash provided by operating activities:					
Depreciation and amortization	Depreciation and amortization					
Depreciation and amortization	Depreciation and amortization	287,610	259,255	241,585		
Amortization of lease incentives and acquisition-related intangible assets and liabilities	Amortization of lease incentives and acquisition-related intangible assets and liabilities					
		(42)	(1,903)	(2,537)		
Share-based compensation expense	Share-based compensation expense					
		7,552	8,646	6,210		
Net credit losses on operating lease receivables	Net credit losses on operating lease receivables					
		3,199	425	5,458		
Accrued interest on mortgages and notes receivable	Accrued interest on mortgages and notes receivable					
Accrued interest on mortgages and notes receivable	Accrued interest on mortgages and notes receivable					
Accrued interest on mortgages and notes receivable	Accrued interest on mortgages and notes receivable					
Accrued interest on mortgages and notes receivable	Accrued interest on mortgages and notes receivable	(88)	(103)	(118)		
Amortization of debt issuance costs	Amortization of debt issuance costs					
		4,324	4,451	3,092		
Amortization of cash flow hedges	Amortization of cash flow hedges					
Amortization of cash flow hedges	Amortization of cash flow hedges	(238)	508	247		

Amortization of mortgages and notes payable fair value adjustments	Amortization of mortgages and notes payable fair value adjustments	(70)	862	1,681
Impairments of real estate assets	Impairments of real estate assets	36,515	—	1,778
Losses on debt extinguishment	Losses on debt extinguishment	—	286	3,674
Net gains on disposition of property	Net gains on disposition of property	(63,546)	(174,059)	(215,897)
Gain on deconsolidation of affiliate				
Gain on deconsolidation of affiliate				
Gain on deconsolidation of affiliate				
Equity in earnings of unconsolidated affiliates	Equity in earnings of unconsolidated affiliates	(1,535)	(1,947)	(4,005)
Distributions of earnings from unconsolidated affiliates	Distributions of earnings from unconsolidated affiliates	614	1,417	1,533
Distributions of earnings from unconsolidated affiliates				
Distributions of earnings from unconsolidated affiliates				
Settlement of cash flow hedges				
Changes in operating assets and liabilities:	Changes in operating assets and liabilities:			
Accounts receivable				
Accounts receivable				
Accounts receivable	Accounts receivable	(10,955)	5,744	437
Prepaid expenses and other assets	Prepaid expenses and other assets	1,685	1,575	(365)
Accrued straight-line rents receivable	Accrued straight-line rents receivable	(29,421)	(22,100)	(36,576)
Accounts payable, accrued expenses and other liabilities	Accounts payable, accrued expenses and other liabilities	22,217	8,191	(5,951)
Net cash provided by operating activities	Net cash provided by operating activities	421,779	414,558	358,160
Investing activities:				

Investments in acquired real estate and related intangible assets, net of cash acquired	Investments in acquired real estate and related intangible assets, net of cash acquired	(224,934)	(305,291)	(2,363)
Investments in acquired real estate and related intangible assets, net of cash acquired				
Investments in acquired real estate and related intangible assets, net of cash acquired				
Investments in development in-process	Investments in development in-process	(44,352)	(77,854)	(160,612)
Investments in tenant improvements and deferred leasing costs	Investments in tenant improvements and deferred leasing costs	(120,739)	(93,654)	(137,997)
Investments in building improvements	Investments in building improvements	(76,415)	(48,405)	(62,154)
Investment in acquired controlling interest in unconsolidated affiliate	Investment in acquired controlling interest in unconsolidated affiliate	—	(127,339)	—
Investment in acquired controlling interest in unconsolidated affiliate				
Investment in acquired controlling interest in unconsolidated affiliate				
Net proceeds from disposition of real estate assets	Net proceeds from disposition of real estate assets	130,038	374,016	484,311
Distributions of capital from unconsolidated affiliates				
Distributions of capital from unconsolidated affiliates				
Distributions of capital from unconsolidated affiliates	Distributions of capital from unconsolidated affiliates	—	—	72
Investments in mortgages and notes receivable	Investments in mortgages and notes receivable	(24)	(84)	(32)
Repayments of mortgages and notes receivable	Repayments of mortgages and notes receivable	288	301	310
Investments in and advances to unconsolidated affiliates	Investments in and advances to unconsolidated affiliates	(261,772)	(6,079)	—
Repayments of preferred equity from unconsolidated affiliates				
Payments of earnest money deposits	Payments of earnest money deposits	(15,500)	—	—
Changes in earnest money deposits	Changes in earnest money deposits			
Changes in earnest money deposits	Changes in earnest money deposits			
Changes in earnest money deposits	Changes in earnest money deposits			
Changes in other investing activities	Changes in other investing activities	(1,389)	(3,289)	(10,853)
Net cash provided by/(used in) investing activities	Net cash provided by/(used in) investing activities	<u>\$(614,799)</u>	<u>\$(287,678)</u>	<u>\$110,682</u>

Net cash
used in
investing
activities

HIGHWOODS REALTY LIMITED PARTNERSHIP
Consolidated Statements of Cash Flows - Continued
 (in thousands)

		Year Ended December 31,		
		2022	2021	2020
		Year Ended December 31,		
		2023	2022	2021
Financing activities:	Financing activities:			
Distributions on Common Units	Distributions on Common Units	\$(214,231)	\$(208,896)	\$(204,002)
Distributions on Common Units				
Distributions on Common Units				
Redemptions/repurchases of Preferred Units				
Redemptions/repurchases of Preferred Units	Redemptions/repurchases of Preferred Units	—	(5)	(33)
Redemptions of Common Units	Redemptions of Common Units	(3,763)	—	—
Distributions on Preferred Units	Distributions on Preferred Units	(2,486)	(2,486)	(2,488)
Distributions to noncontrolling interests in consolidated affiliates	Distributions to noncontrolling interests in consolidated affiliates	(1,411)	(1,342)	(1,138)
Proceeds from the issuance of Common Units				
Proceeds from the issuance of Common Units				
Proceeds from the issuance of Common Units	Proceeds from the issuance of Common Units	7,570	23,917	3,571
Costs paid for the issuance of Common Units	Costs paid for the issuance of Common Units	(247)	(535)	(215)
Repurchase of units related to tax withholdings	Repurchase of units related to tax withholdings	(2,156)	(1,718)	(1,160)
Borrowings on revolving credit facility	Borrowings on revolving credit facility	675,000	380,000	129,000
Repayments of revolving credit facility	Repayments of revolving credit facility	(359,000)	(310,000)	(350,000)
Borrowings on mortgages and notes payable	Borrowings on mortgages and notes payable	550,000	200,000	398,364
Repayments of mortgages and notes payable	Repayments of mortgages and notes payable	(456,444)	(353,780)	(251,952)
Payments of debt extinguishment costs		—	—	(3,193)
Contributions from noncontrolling interests in consolidated affiliates				
Contributions from noncontrolling interests in consolidated affiliates				
Contributions from noncontrolling interests in consolidated affiliates				

Payments for debt issuance costs and other financing activities	Payments for debt issuance costs and other financing activities	(4,905)	(10,081)	(11,094)
Net cash provided by/(used in) financing activities	Net cash provided by/(used in) financing activities	187,927	(284,926)	(294,340)
Net increase/(decrease) in cash and cash equivalents and restricted cash	Net increase/(decrease) in cash and cash equivalents and restricted cash	(5,093)	(158,046)	174,502
Cash from deconsolidation of affiliate				
Cash and cash equivalents and restricted cash at beginning of the period	Cash and cash equivalents and restricted cash at beginning of the period	31,198	189,244	14,742
Cash and cash equivalents and restricted cash at end of the period	Cash and cash equivalents and restricted cash at end of the period	\$ 26,105	\$ 31,198	\$ 189,244

Reconciliation of cash and cash equivalents and restricted cash:

	Year Ended December 31,		
	2022	2021	2020
Year Ended December 31,			
2023	2023	2022	2021
Cash and cash equivalents at end of the period	\$21,357	\$23,152	\$109,322
Restricted cash at end of the period	4,748	8,046	79,922
Cash and cash equivalents and restricted cash at end of the period	\$26,105	\$31,198	\$189,244

Supplemental disclosure of cash flow information:

	Year Ended December 31,		
	2022	2021	2020
Cash paid for interest, net of amounts capitalized	\$ 102,501	\$ 79,474	\$ 72,350
Year Ended December 31,			
2023	2022	2021	
Cash paid for interest, net of amounts capitalized	\$ 129,764	\$ 102,501	\$ 79,474

Supplemental disclosure of non-cash investing and financing activities:

	Year Ended December 31,		
	2023	2022	2021
Year Ended December 31,			

		2022	2021	2020
Unrealized losses on cash flow hedges		\$ —	\$ (19)	\$ (1,238)
Changes in accrued capital expenditures (1)				
Changes in accrued capital expenditures (1)				
Changes in accrued capital expenditures (1)	Changes in accrued capital expenditures (1)			
Write-off of fully depreciated real estate assets	Write-off of fully depreciated real estate assets	58,905	68,307	46,656
Write-off of fully amortized leasing costs	Write-off of fully amortized leasing costs	29,083	43,648	25,618
Write-off of fully amortized debt issuance costs	Write-off of fully amortized debt issuance costs	3,292	5,200	1,438
Adjustment of Redeemable Common Units to fair value	Adjustment of Redeemable Common Units to fair value	(45,712)	(810)	(26,880)
Adjustment of Redeemable Common Units to fair value				
Assumption of mortgages and notes payable related to acquisition activities	Assumption of mortgages and notes payable related to acquisition activities	—	403,000	—
Issuances of Common Units to acquire real estate assets	Issuances of Common Units to acquire real estate assets	—	—	6,163
Assumption of mortgages and notes payable related to acquisition activities	Assumption of mortgages and notes payable related to acquisition activities			
Assumption of mortgages and notes payable related to acquisition activities				
Initial recognition of lease liabilities related to right of use assets				

Initial recognition of lease liabilities related to right of use assets	Initial recognition of lease liabilities related to right of use assets	—	5,310	—
Future consideration in connection with the acquisition of land	Future consideration in connection with the acquisition of land	—	16,000	—

(1) Accrued capital expenditures included in accounts payable, accrued expenses and other liabilities as of December 31, 2022 December 31, 2023, 2022 and 2021 were \$55.7 million, \$53.2 million and 2020 were \$53.2 million, \$56.1 million and \$66.0 million, respectively.

See accompanying notes to consolidated financial statements.

HIGHWOODS PROPERTIES, INC.
HIGHWOODS REALTY LIMITED PARTNERSHIP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2022 2023
(tabular dollar amounts in thousands, except per share and per unit data)

1. Description of Business and Significant Accounting Policies

Description of Business

Highwoods Properties, Inc. (the "Company") is a fully integrated real estate investment trust ("REIT") that provides leasing, management, development, construction and other customer-related services for its properties and for third parties. The Company conducts its activities through Highwoods Realty Limited Partnership (the "Operating Partnership"). As of December 31, 2022 December 31, 2023, we owned or had an interest in 28.8 million 28.4 million rentable square feet of in-service properties, 1.6 million rentable square feet of office properties under development and development land with approximately 5.1 million 5.2 million rentable square feet of potential office build out.

The Company is the sole general partner of the Operating Partnership. As of December 31, 2022 December 31, 2023, the Company owned all of the Preferred Units and 104.8 million 105.3 million, or 97.8% 98.0% of the Common Units in the Operating Partnership. Limited partners owned the remaining 2.4 million 2.2 million Common Units. In the event the Company issues shares of Common Stock, the net proceeds of the issuance are contributed to the Operating Partnership in exchange for additional Common Units. Generally, the Operating Partnership is obligated to redeem each Common Unit at the request of the holder thereof unitholder for cash equal to the value of one share of Common Stock based on the average of the market price for the 10 trading days immediately preceding the notice date of such redemption, provided that the Company, at its option, may elect to acquire any such Common Units presented for redemption for cash or one share of Common Stock. The Common Units owned by the Company are not redeemable. During 2022, 2023, the Company redeemed 30,909 193,907 Common Units for a like number of shares of Common Stock and 115,887 7,294 Common Units for cash. These redemptions in conjunction with the proceeds from issuances of Common Stock (see Note 10), increased the percentage of Common Units owned by the Company from 97.7% as of December 31, 2021 to 97.8% as of December 31, 2022 to 98.0% as of December 31, 2023.

Basis of Presentation

Our Consolidated Financial Statements are prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP").

The Company's Consolidated Financial Statements include the Operating Partnership, wholly owned subsidiaries and those entities in which the Company has the controlling interest. The Operating Partnership's Consolidated Financial Statements include wholly owned subsidiaries and those entities in which the Operating Partnership has the controlling interest. We consolidate joint venture investments, such as interests in partnerships and limited liability companies, when we control the major operating and financial policies of the investment through majority ownership, in our capacity as a general partner or managing member or through some other contractual right. In addition, we consolidate those entities deemed to be variable interest entities in which we are determined to be the primary beneficiary.

During 2022, we acquired an office building using a special purpose entity owned by a qualified intermediary to facilitate one or more potential Section 1031 reverse exchanges under the Internal Revenue Code. To realize the tax deferrals available under the Section 1031 exchanges, we must complete the Section 1031 exchanges and take title to the to-be-exchanged buildings within 180 days As of the acquisition date. We have determined that this entity is a variable interest entity of which December 31, 2023, we are the primary

beneficiary; therefore, we consolidate this entity. As of December 31, 2022, we also have involvement involved with six additional entities we determined to be variable interest entities, one of which we are the primary beneficiary and is consolidated and five of which we are not the primary beneficiary and are not consolidated. We also owned own three properties through a joint venture investment as of December 31, 2022 that were consolidated. (See deconsolidated effective January 1, 2023 (see Note 4).

All intercompany transactions and accounts have been eliminated.

Use of Estimates

The preparation of consolidated financial statements in accordance with GAAP requires us to make estimates and assumptions that affect the amounts reported in our Consolidated Financial Statements and accompanying notes. Actual results could differ from those estimates.

Insurance

We are primarily self-insured for health care claims for participating employees. We have stop-loss coverage to limit our exposure to significant claims on a per claim and annual aggregate basis. We determine our liabilities for claims, including incurred but not reported losses, based on all relevant information, including actuarial estimates of claim liabilities. As of December 31, 2022 December 31, 2023, a reserve of \$0.5 million was recorded to cover estimated reported and unreported claims.

Real Estate and Related Assets

Real estate and related assets are recorded at cost and stated at cost less accumulated depreciation. Renovations, replacements and other expenditures that improve or extend the life of assets are capitalized and depreciated over their estimated useful lives. Expenditures for ordinary maintenance and repairs are charged to expense as incurred. Depreciation is computed using the straight-line method over the estimated useful life of 40 years for buildings and depreciable land infrastructure costs, 15 years for building improvements and five to seven years for furniture, fixtures and equipment. Tenant improvements are amortized using the straight-line method over the initial fixed terms of the respective leases, which generally are range from three to 10 years. Depreciation expense for real estate assets was \$240.3 million \$253.2 million, \$218.6 million \$240.3 million and \$204.6 million \$218.6 million for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, respectively.

Expenditures directly related to the development and construction of real estate assets are included in net real estate assets and are stated at depreciated cost. Development expenditures include pre-construction costs essential to the development of properties, development and construction costs, interest costs on qualifying assets, real estate taxes, development personnel salaries and related costs and other costs incurred during the period of development. Interest and other carrying costs are capitalized until the building is ready for its intended use, but not later than a year from cessation of major construction activity. We consider a construction project as substantially completed and ready for its intended use upon the completion of tenant improvements. We cease capitalization on the portion that is substantially completed and occupied or held available for occupancy and capitalize only those costs associated with the portion under construction.

We record liabilities for the performance of asset retirement activities when the obligation to perform such activities is probable even when uncertainty exists about the timing and/or method of settlement.

Upon the acquisition of real estate assets accounted for as asset acquisitions, we assess the fair value of acquired tangible assets such as land, buildings and tenant improvements, intangible assets and liabilities such as above and below market leases, acquired in-place leases and other identifiable intangible assets and assumed liabilities. We allocate fair value on a relative basis based on estimated cash flow projections that utilize discount and/or capitalization rates as well as 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.

The above and below market rate portions of leases acquired in connection with property acquisitions are recorded in deferred leasing costs and in accounts payable, accrued expenses and other liabilities, respectively, at fair value and amortized into rental revenue over the remaining term of the respective leases as described below. Fair value is calculated as the present value of the difference between (1) the contractual amounts to be paid pursuant to each in-place lease and (2) our estimate of fair market lease rates for each corresponding in-place lease, using a discount rate that reflects the risks associated with the leases acquired and measured over a period equal to the remaining initial term of the lease for above-market leases and the remaining initial term plus the term of any renewal option that the customer would be economically compelled to exercise for below-market leases.

In-place leases acquired are recorded at fair value in deferred leasing costs and amortized to depreciation and amortization expense over the remaining term of the respective lease. The value of in-place leases is based on our evaluation of the specific characteristics of each customer's lease. Factors considered include estimates of carrying costs during hypothetical expected lease-up periods, current market conditions, the customer's credit quality and costs to execute similar leases. In estimating carrying costs, we include 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, we consider tenant improvements, leasing commissions and legal and other related expenses.

Assumed debt, if any, is recorded at fair value based on the present value of the expected future payments.

Real estate and other assets are classified as long-lived assets held for use or as long-lived assets held for sale. Real estate is classified as held for sale when the sale of the asset is probable, has been duly approved by the Company, a legally enforceable contract has been executed and the buyer's due diligence period, if any, has expired.

Impairments of Real Estate Assets and Investments in Unconsolidated Affiliates

With respect to assets classified as held for use, we perform an impairment analysis if our evaluation of events or changes in circumstances indicate that the carrying value may not be recoverable, such as a significant decline in occupancy, identification of materially adverse legal or environmental factors, change in our designation of an asset from core to non-core, which may impact the anticipated holding period, or a decline in market value to an amount less than cost. This analysis is generally performed at the property level, except when an asset is part of an interdependent group such as an office park, and consists of determining whether the asset's carrying amount will be recovered from its undiscounted estimated future operating and residual cash flows. These cash flows are estimated based on a number of assumptions that are subject to economic and market uncertainties including, among others, demand for space, competition for customers, changes in market rental rates, costs to operate each property and expected ownership periods. For properties under development, the cash flows are based on expected service potential of the asset or asset group when development is substantially complete.

If the carrying amount of a held for use asset exceeds the sum of its undiscounted future operating and residual cash flows, an impairment loss is recorded for the difference between estimated fair value of the asset and the carrying amount. We generally estimate the fair value of assets held for use by using discounted cash flow analyses. In some instances, appraisal information may be available and is used in addition to a discounted cash flow analysis. As the factors used in generating these cash flows are difficult to predict and are subject to future events that may alter our assumptions, the discounted and/or undiscounted future operating and residual cash flows estimated by us in our impairment analyses or those established by appraisal may not be achieved and we may be required to recognize future impairment losses on properties held for use.

We record assets held for sale at the lower of the carrying amount or estimated fair value. Fair value of assets held for sale is equal to the estimated or contracted sales price with a potential buyer less costs to sell. The impairment loss is the amount by which the carrying amount exceeds the estimated fair value.

We also analyze our investments in unconsolidated affiliates for impairment. This analysis consists of determining whether an expected loss in market value of an investment is other than temporary by evaluating the length of time and the extent to which the market value has been less than cost, the financial condition and near-term prospects of the investment, and our intent and ability to retain our investment for a period of time sufficient to allow for any anticipated recovery in market value. As the factors used in this analysis are difficult to predict and are subject to future events that may alter our assumptions, we may be required to recognize future impairment losses on our investments in unconsolidated affiliates.

Sales of Real Estate

For sales of real estate where we have collected determined an enforceable contract exists and collection of the consideration to which we are entitled in exchange for transferring the real estate is probable, the related assets and liabilities are removed from the balance sheet and the resultant gain or loss is recorded in the period the transaction closes. Any post-sale involvement is accounted for as a separate performance obligations obligation and the allocable sales price is recognized when the separate performance obligations are satisfied, the sales price allocated to each obligation is recognized satisfied.

Leases

We generally lease our office properties to lessees in exchange for fixed monthly payments that cover rent, property taxes, insurance and certain cost recoveries, primarily common area maintenance ("CAM"). Our office properties owned by us that are under lease are primarily located in Atlanta, Charlotte, Dallas, Nashville, Orlando, Raleigh, Richmond and Tampa and are leased to a wide variety of lessees across many industries. Our leases are operating leases and mostly range from three to 10 years. Payments from customers for CAM are considered nonlease components that are separated from lease components and are generally accounted for in accordance with the revenue recognition standard. However, we qualified for and elected the practical expedient related to combining the components because the lease component is classified as an operating lease and the timing and pattern of transfer of CAM income, which is not the predominant component, is the same as the lease component. As such, consideration for CAM is accounted for as part of the overall consideration in the lease. Payments from customers for property taxes and insurance are considered noncomponents of the lease and therefore no consideration is allocated to them

because they do not transfer a good or service to the customer. Fixed contractual payments from our leases are recognized on a straight-line basis over the terms of the respective leases. This means that, with respect to a particular lease, actual amounts billed in accordance with the lease during any given period may be higher or lower than the amount of rental revenue recognized for the period. Straight-line rental revenue is commenced when the customer assumes control of the leased premises. Accrued straight-line straight-

line rents receivable represents the amount by which straight-line rental revenue exceeds rents currently billed in accordance with lease agreements.

Some of our leases are subject to annual changes in the Consumer Price Index ("CPI"). Although increases in the CPI are not estimated as part of our measurement of straight-line rental revenue, to the extent that actual CPI is greater or less than the CPI at lease commencement, the amount of rent recognized in a given year is affected accordingly.

Some of our leases have termination options and/or extension options. Termination options allow the customer to terminate the lease prior to the end of the lease term under certain circumstances. Termination options generally become effective half way halfway or further into the original lease term and require advance notification from the customer and

payment of a termination fee that reimburses us for a portion of the remaining rent under the original lease term and the undepreciated lease inception costs such as commissions, tenant improvements and lease incentives. Termination fee income is recognized on a straight-line basis from the date of the executed termination agreement through lease expiration when the amount of the fee is determinable and collectability of the fee is reasonably assured. Our extension options generally require a re-negotiation with the customer at market rates.

Initial direct costs, primarily commissions, related to the leasing of our office properties are included in deferred leasing costs and are stated at amortized cost. Such expenditures are part of the investment necessary to execute leases and are, therefore, classified as investment activities in the statement of cash flows. All leasing commissions paid to third parties and our in-house personnel for new leases or lease renewals are capitalized. Capitalized leasing costs are amortized on a straight-line basis over the initial fixed terms of the respective leases. All other costs to negotiate or arrange a lease are expensed as incurred.

Lease incentive costs, which are payments made to or on behalf of a customer as an incentive to sign a lease, are capitalized in deferred leasing costs and amortized on a straight-line basis over the respective lease terms as a reduction of rental revenues.

Lease related receivables, which include accounts receivable and accrued straight-line rents receivable, are reduced for credit losses. Such amounts are recognized as a reduction to rental and other revenues. We regularly evaluate the collectability of our lease related receivables. Our evaluation of collectability primarily consists of reviewing the credit quality of our customer, historical trends of the customer and changes in customer payment terms. We do not maintain a general reserve to estimate amounts that may not be collectible. If our assumptions regarding the collectability of lease related receivables prove incorrect, we could experience credit losses in excess of what was recognized in rental and other revenues.

Discontinued Operations

Properties that are sold or classified as held for sale are classified as discontinued operations provided that the disposal represents a strategic shift that has (or will have) a major effect on our operations and financial results. Interest expense is included in discontinued operations if a related loan securing the sold property is to be paid off or assumed by the buyer in connection with the sale.

Investments in Unconsolidated Affiliates

We account for our joint venture investments using the equity method of accounting when our interests represent a general partnership interest but substantive participating rights or substantive kick out rights have been granted to the limited partners or when our interests do not represent a general partnership interest and we do not control the major operating and financial policies of the investment. These investments are initially recorded at cost as investments in unconsolidated affiliates and are subsequently adjusted for our share of earnings and cash contributions and distributions. To the extent our cost basis at formation of the joint venture is different than the basis reflected at the joint venture level, the basis difference is amortized over the life of the related assets and included in our share of equity in earnings of unconsolidated affiliates.

Cash Equivalents

We consider highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents.

Restricted Cash

Restricted cash represents cash deposits that are legally restricted or held by third parties on our behalf, such as construction-related escrows, property disposition proceeds set aside and designated or intended to fund future tax-deferred exchanges of qualifying real estate investments and escrows and reserves for debt service, real estate taxes and property insurance established pursuant to certain mortgage financing arrangements.

Redeemable Common Units and Preferred Units

Limited partners holding Common Units other than the Company ("Redeemable Common Units") have the right to put any and all of the Common Units to the Operating Partnership and the Company has the right to put any and all of the Preferred Units to the Operating Partnership in exchange for their liquidation preference plus accrued and unpaid distributions in the event of a corresponding redemption by the Company of the underlying Preferred Stock. Consequently, these Redeemable Common Units and Preferred Units are classified outside of permanent partners' capital in the Operating Partnership's accompanying balance sheets. The recorded value of the Redeemable Common Units is based on fair value at the balance sheet date as measured by the closing price of Common Stock on that date multiplied by the total number of Redeemable Common Units outstanding. The recorded value of the Preferred Units is based on their redemption value.

Income Taxes

The Company has elected and expects to continue to qualify as a REIT under Sections 856 through 860 of the Internal Revenue Code of 1986, as amended (the "Code"). A corporate REIT is a legal entity that holds real estate assets and, through the payment of dividends to stockholders, is generally permitted to reduce or avoid the payment of federal and state income taxes at the corporate level. To maintain qualification as a REIT, the Company is required to pay dividends to its stockholders equal to at least 90.0% of its annual REIT taxable income, excluding net capital gains. The partnership agreement requires the Operating Partnership to pay economically equivalent distributions on outstanding Common Units at the same time that the Company pays dividends on its outstanding Common Stock.

Other than income taxes related to its taxable REIT subsidiary, the Operating Partnership does not reflect any federal income taxes in its financial statements since, as a partnership, the taxable effects of its operations are attributed to its partners. The Operating Partnership does record state income tax for states that tax partnership income directly.

We conduct certain business activities through a taxable REIT subsidiary, as permitted under the Code. The taxable REIT subsidiary is subject to federal, state and local income taxes on its taxable income. We record provisions for income taxes based on its income recognized for financial statement purposes, including the effects of differences between such income and the amount recognized for tax purposes.

Concentration of Credit Risk

As of **December 31, 2022** **December 31, 2023**, our consolidated properties were leased to approximately 1,500 customers. The geographic locations that comprise greater than 10.0% of our rental and other revenues are Atlanta, Charlotte, Nashville, Raleigh and **Tampa**. Our customers engage in a wide variety of businesses. No single customer generated more than 4% of our consolidated revenues during **2022** **2023**.

We maintain our cash and cash equivalents and our restricted cash at financial or other intermediary institutions. The combined account balances at each institution may exceed FDIC insurance coverage and, as a result, there is a concentration of credit risk related to amounts on deposit in excess of FDIC insurance coverage. Additionally, from time to time in connection with tax-deferred 1031 transactions, our restricted cash balances may be commingled with other funds being held by any such intermediary institution, which would subject our balance to the credit risk of the institution.

Derivative Financial Instruments

We borrow funds at a combination of fixed and variable rates. Borrowings under our revolving credit facility and bank term loans bear interest at variable rates. Our long-term debt, which consists of secured and unsecured long-term financings, typically bears interest at fixed rates. Our interest rate risk management objectives are to **generally limit** **generally** the impact of interest rate changes on earnings and cash flows and lower our overall borrowing costs. To achieve these objectives, from time to time, we enter into interest rate hedge contracts such as collars, swaps, caps and treasury lock agreements in order to mitigate our interest rate risk with respect to existing and prospective debt instruments. We generally do not hold or issue these derivative

contracts for trading or speculative purposes. The interest rate on all of our variable rate debt is generally adjusted at one or three month intervals, subject to settlements under these interest rate hedge contracts.

Interest rate swaps involve the receipt of variable rate amounts from a counterparty in exchange for making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount. Changes in the fair value of derivatives designated and that qualify as cash flow hedges are recorded in accumulated other comprehensive income/(loss) and are subsequently reclassified into interest expense as interest payments are made on our debt.

We account for terminated derivative instruments by recognizing the related accumulated other comprehensive income/(loss) balance in current earnings, unless the hedged forecasted transaction continues as originally planned, in which case we continue to amortize the accumulated other comprehensive income/(loss) into interest expense over the originally designated hedge period.

Earnings Per Share and Per Unit

Basic earnings per share of the Company is computed by dividing net income available for common stockholders by the weighted Common Shares outstanding - basic. Diluted earnings per share is computed by dividing net income available for common stockholders (inclusive of noncontrolling interests in the Operating Partnership) by the weighted Common Shares outstanding - basic plus the dilutive effect of options, warrants and convertible securities outstanding, including Common Units, using the treasury stock method. Weighted Common Shares outstanding - basic includes all unvested restricted stock where dividends received on such restricted stock are non-forfeitable.

Basic earnings per unit of the Operating Partnership is computed by dividing net income available for common unitholders by the weighted Common Units outstanding - basic. Diluted earnings per unit is computed by dividing net income available for common unitholders by the weighted Common Units outstanding - basic plus the dilutive effect of options and warrants, using the treasury stock method. Weighted Common Units outstanding - basic includes all of the Company's unvested restricted stock where distributions received on such restricted stock are non-forfeitable.

Recently Issued Accounting Standards

The Financial Accounting Standards Board ("FASB") issued an accounting standards update ("ASU") that provides temporary optional expedients and exceptions to the guidance on contract modifications and hedge accounting to ease the financial reporting burdens related to the expected market transition from LIBOR and other interbank offered rates to alternative reference rates, such as the Secured Overnight Financing Rate ("SOFR"). Entities can elect not to apply certain modification accounting requirements to contracts affected by reference rate reform, if certain criteria are met. An entity that makes this election would not have to remeasure the contracts at the modification date or reassess a previous accounting determination. Entities can also elect various optional expedients that would allow them to continue applying hedge accounting for hedging relationships affected by reference rate reform, if certain criteria are met. The guidance in this ASU is optional and may be elected now through December 31, 2024 as reference rate reform activities occur. We will continue to evaluate the impact of this ASU; however, we currently expect to avail ourselves of such. These optional expedients and exceptions should provide guidance on contract modifications and hedge accounting. We have completed the transition to SOFR rates for our modified contracts meet applicable outstanding debt instruments with no material impact to our Consolidated Financial Statements.

The FASB issued an ASU that will require enhanced segment disclosures, primarily regarding significant segment expenses. The ASU is required to be adopted in our 2024 Annual Report and applied retrospectively to all prior periods presented in the required criteria. financial statements. We do not expect such adoption to have a material effect on our Notes to Consolidated Financial Statements.

2. Leases

Information as Lessor

We recognized rental and other revenues related to operating lease payments of \$816.3 million \$819.9 million, \$754.9 million \$816.3 million and \$726.0 million \$754.9 million, of which variable lease payments were \$69.8 million \$72.9 million, \$57.3 million \$69.8 million and \$56.0 million \$57.3 million, during the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, respectively. The following table sets forth the undiscounted cash flows for future minimum base rents to be received from customers for leases in effect as of December 31, 2022 December 31, 2023 for our consolidated properties:

2023		\$ 706,882
2024	2024	681,005
2025	2025	596,224
2026	2026	534,928
2027	2027	474,241
2028		
Thereafter	Thereafter	1,864,949
		\$ 4,858,229
		\$

Information as Lessee

We have office assets encompassing 2.8 million rentable square feet subject to operating ground leases in Atlanta, Nashville, Orlando, Raleigh and Tampa with a weighted average remaining term of 49 years. Rental payments on these leases are adjusted periodically based on either the CPI or on a pre-determined schedule. The monthly payments on a pre-determined schedule are recognized on a straight-line basis over the terms of the respective leases. Changes in the CPI are not estimated as part of our measurement of straight-line rental expense. Upon initial adoption of ASC Accounting Standards Codification ("ASC") 842, we recognized a lease liability of \$35.3 million (in accounts payable, accrued expenses and other liabilities) and a related right of use asset of \$29.7 million (in prepaid expenses and other assets) on our Consolidated Balance Sheets equal to the present value of the minimum lease payments required under each ground lease. The difference between the recorded lease liability and right of use asset represents the accrued straight-line rent liability previously recognized under ASC 840. We used a discount rate of approximately 4.5%, which was derived from our assessment of the credit quality of the Company and adjusted to reflect secured borrowing, estimated yield curves and long-term spread adjustments over appropriate tenors, tenors at the time of adoption. Some of our ground leases contain extension options; however, options. However, these did not impact our calculation of the right of use asset and liability as they extend beyond the useful life of the properties subject to the operating ground leases. We recognized \$2.6 million of ground lease expense during each of the years ended December 31, 2022 December 31, 2023, 2021 2022, and 2020, 2021, and we paid \$2.4 million, \$2.3 million \$2.4 million and \$2.2 million \$2.3 million in cash during 2023, 2022 2021 and 2020, 2021, respectively.

The following table sets forth the undiscounted cash flows of our scheduled obligations for future minimum payments on operating ground leases as of December 31, 2022 December 31, 2023 and a reconciliation of those cash flows to the operating lease liability as of December 31, 2022 December 31, 2023:

2023		\$ 2,213
2024	2024	2,258
2025	2025	2,306
2026	2026	2,355
2027	2027	2,407
2028		
Thereafter	Thereafter	77,802
		89,341
		87,128
Discount	Discount	(56,162)
Lease liability	Lease liability	\$ 33,179

Acquired Finance Lease

During 2021, we acquired a portfolio of real estate assets from Preferred Apartment Communities, Inc. ("PAC") (see Note 3). In conjunction with the acquisition, we assumed the ground leasehold interest to land underneath a parking garage. Under the ground lease, we have an obligation to acquire fee simple title to the land at our discretion any time, but no later than October 31, 2029. We determined this lease to be a finance lease. As such, we recognized a lease liability (in accounts payable, accrued expenses and other liabilities) and a corresponding right of use asset (in prepaid expenses and other assets) of \$5.3

million on our Consolidated Balance Sheet on the date of acquisition equal to the present value of the minimum lease payments required under the ground lease. Through October 31, 2029, the expected date at which we estimate we will satisfy the obligation and acquire fee simple title to the land, we will recognize interest expense equal to the lease liability times our incremental borrowing rate, which reflects the fixed rate at which we could borrow a similar amount for the same term and with similar collateral. We determined this rate to be approximately 2.6% at the time of acquisition. We also recorded an additional \$3.1 million right of use asset (in prepaid expenses and other assets) to reflect favorable terms of the ground lease when compared with market terms. No amortization will be recorded for the right of use assets because they are comprised of land.

3. Real Estate Assets

Acquisitions

During 2023, we acquired land in Raleigh for a purchase price, including capitalized acquisition costs, of \$2.7 million.

During 2022, we acquired SIX50 at Legacy Union, a 367,000 square foot trophy office building in Charlotte's Uptown CBD submarket, for a net purchase price of \$198.0 million. The assets acquired and liabilities assumed were recorded at relative fair value as determined by management, with the assistance of third party specialists, based on information available at the acquisition date and on current assumptions as to future operations.

During 2022, we also acquired land in Charlotte for an aggregate purchase price, including capitalized acquisition costs, of \$27.0 million.

During 2021, we acquired a portfolio of real estate assets from PAC. The portfolio consists of the following assets:

Asset	Market	Submarket/BBD	Square Footage
150 Fayetteville	Raleigh	CBD	560,000
CAPTRUST Towers	Raleigh	North Hills	300,000
Capitol Towers	Charlotte	SouthPark	479,000
Morrocroft Centre	Charlotte	SouthPark	291,000
Galleria 75 Redevelopment Site	Atlanta	Cumberland/Galleria	

Our total purchase price, net of closing credits and cash acquired, was \$653.6 million, including \$4.5 million of capitalized acquisition costs. The acquisition included the assumption of four secured loans (see Note 6). The assets acquired and liabilities assumed were recorded at relative fair value as determined by management, with the assistance of third party specialists, based on information available at the acquisition date and on current assumptions as to future operations.

The following table sets forth a summary of the relative fair value of the material assets acquired and liabilities assumed relating to this acquisition:

	Amount Recorded at Acquisition
Real estate assets (1)	\$ 593,039
Acquisition-related intangible assets (in deferred financing and leasing costs) (1)	\$ 61,126
Right of use asset (in prepaid expenses and other assets) (1)	\$ 8,440
Mortgages and notes payable	\$ (403,000)
Debt issuance costs (in mortgages and notes payable) (1)	\$ 3,473
Acquisition-related intangible liabilities (in accounts payable, accrued expenses and other liabilities) (1)	\$ (7,174)
Lease liability (in accounts payable, accrued expenses and other liabilities) (1)	\$ (5,310)

(1) Included in purchase price.

During 2021, we also acquired various development land parcels in Nashville for an aggregate purchase price, including capitalized acquisition costs, of \$74.1 million. The \$16.0 million purchase price for one of the acquired parcels is expected to be paid in or prior to the second quarter 2023, and \$15.5 million of this amount had been paid as of December 31, 2022, 2023.

During 2021, we also acquired our joint venture partner's 75.0% interest in our Highwoods DLF Forum, LLC joint venture (the "Forum"), which owned five buildings in Raleigh encompassing 636,000 rentable square feet, for a purchase price of \$131.3 million.

\$131.3 million. We previously accounted for our 25.0% interest in this joint venture using the equity method of accounting. The assets and liabilities of the joint venture are now wholly owned and we have determined the acquisition constitutes an asset.

purchase. As such, because the Forum is not a variable interest entity, we allocated our previously held equity interest at historical cost along with the consideration paid and acquisition costs to the assets acquired and liabilities assumed. The assets acquired and liabilities assumed were recorded at relative fair value as determined by management, with the assistance of third party specialists, based on information available at the acquisition date and on current assumptions as to future operations.

Dispositions

During 2020, 2023, we acquired two development sold a total of four buildings and various land parcels totaling less than one acre in Nashville, Raleigh and Nashville Tampa for an aggregate purchase sales price of \$8.5 \$103.8 million including the issuance and recorded aggregate gains on disposition of 118,592 Common Units and capitalized acquisition costs.

Dispositions property of \$47.8 million.

During 2022, we sold a total of five office buildings and various land parcels in Atlanta, Greensboro, Richmond and Tampa for an aggregate sales price of \$133.5 million (before closing credits to buyers of \$1.1 million) and recorded aggregate gains on disposition of property of \$63.5 million.

During 2021, we sold a total of 13 office buildings and various land parcels in Atlanta, Memphis, Raleigh, Richmond and Tampa for an aggregate sales price of \$384.6 million (before closing credits to buyers of \$6.9 million) and recorded aggregate gains on disposition of property of \$172.8 million.

Seller Financed Transaction

During 2020, 2023, we sold a total of 52 buildings land parcel in Greensboro and Memphis and various land parcels Tampa for an aggregate sales price of \$494.2 million (before closing credits to buyers \$21.0 million. In connection with this disposition, we received cash of \$5.7 million) \$2.0 million and recorded aggregate gains on disposition provided \$19.0 million of property of \$215.5 million. During 2020, we also recognized \$0.4 million of gain related to non-recourse seller financing in the satisfaction form of a performance obligation as part two-year, interest-only first mortgage that bears interest at SOFR plus 100 basis points. We have deemed repayment of the mortgage to be not probable primarily because the seller financing represents a significant portion of the aggregate sales price and, since the seller financing is non-recourse, our only remedy in the event of a 2016 default would be to foreclose on the asset. As a result, the disposition does not meet the contract criteria to be recognized as a sale. Until such time as the contract criteria are met, we will continue to account for the land sale parcel as land held for development on our Consolidated Balance Sheets, and the mortgage associated with the seller financing will not be recorded on our Consolidated Balance Sheets. The cash received at closing is recorded as a nonrefundable deposit in accounts payable, accrued expenses and other liabilities on our Consolidated Balance Sheets as of December 31, 2023.

Impairments

We recorded the following impairment charges in 2022:

- During the third quarter of 2022, we recorded an impairment charge of \$1.5 million to lower the carrying amount of a land parcel to its estimated fair value less costs to sell; and
- During the second quarter of 2022, we recorded an impairment charge of \$35.0 million to lower the carrying amount of EQT Plaza (including accrued straight-line rents receivable and deferred leasing costs) to its estimated fair value less costs to sell. EQT Plaza is a 616,000 square foot office building located in the heart of Pittsburgh's CBD. EQT Corporation's lease of 317,000 square feet at EQT Plaza is scheduled to expire in September 2024.

During 2020, we recorded an impairment of real estate assets of \$1.8 million, which resulted from a change in market-based inputs and our assumptions about the use of the assets.

4. Investments in and Advances to Affiliates

Unconsolidated Affiliates

We have equity interests of up to 50.0% in various joint ventures with unrelated third parties that are accounted for using the equity method of accounting because we have the ability to exercise significant influence over the operating and financial policies of the joint venture investment. The difference between the cost of these investments and the net book value of the underlying net assets was \$2.7 million \$18.9 million and \$0.6 million \$2.7 million as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively.

The following table sets forth our ownership in unconsolidated affiliates as of December 31, 2022 December 31, 2023:

Joint Venture	Location	Ownership Interest
Highwoods-Markel Associates, LLC	Richmond	50.0%
Granite Park Six JV, LLC	Dallas	50.0%
GPI 23 Springs JV, LLC	Dallas	50.0%
M+O JV, LLC	Dallas	50.0%
Midtown East Tampa, LLC	Tampa	50.0%
Brand/HRLP 2827 Peachtree, LLC	Atlanta	50.0%
Plaza Colonnade, Tenant-in-Common	Kansas City	50.0%
Kessinger/Hunter & Company, LC	Kansas City	26.5%

- Highwoods-Markel Associates, LLC ("Markel joint venture")

In 1999, we formed a joint venture with Markel Corporation in which we own a 50.0% interest. The Markel joint venture was consolidated as of December 31, 2022 because we controlled the major operating and financial policies of the entity. Effective January 1, 2023, the agreement governing the joint venture was modified to require the consent of both partners for major operating and financial policies of the entity. As a result, the Markel joint venture was deconsolidated effective January 1, 2023, and this joint venture is now accounted for using the equity method of accounting. We recognized a gain on deconsolidation of \$11.8 million related to adjusting our retained interest in the joint venture to fair value. The assets of the Markel joint venture can only be used to settle obligations of the joint venture, and its creditors have no recourse to our wholly owned assets.

During 2021, prior to the deconsolidation, the Markel joint venture sold land in Richmond for a sale price of \$3.0 million and recorded gain on disposition of property of \$1.3 million.

- Granite Park Six JV, LLC/ GPI 23 Springs JV, LLC ("Granite Park Six joint venture"/"23Springs joint venture")

During 2022, we entered the Dallas market through the formation of two joint ventures with Granite Properties ("Granite") to develop Granite Park Six and 23Springs. In connection with the formation, we agreed to contribute our 50.0% share of the equity required to fund each development project. The Granite Park Six joint venture has an anticipated total investment of \$200.0 million and the 23Springs joint venture has an anticipated total investment of \$460.0 million. As of December 31, 2022 December 31, 2023, we have fully funded our share of the equity for the Granite Park Six joint venture and we have funded \$41.9 million \$75.6 million of our share of the equity for the 23Springs joint venture.

The Granite Park Six joint venture obtained a construction loan for \$115.0 million, with an interest rate of SOFR plus 394 basis points and a maturity date of January 2026. In connection with this loan, the Granite Park Six joint venture obtained an interest rate hedge contract that effectively caps the underlying SOFR rate at 3.5% with respect to \$95.2 million of any outstanding amounts. The cap expires in July 2024. As of December 31, 2022 December 31, 2023, \$15.3 million \$54.9 million was drawn on this loan.

The 23Springs joint venture obtained a construction loan for \$265.0 million, with an interest rate of SOFR plus 355 basis points and a maturity date of March 2026. In connection with this loan, the 23Springs joint venture obtained an interest rate hedge contract that effectively caps the underlying SOFR rate at 3.5% with respect to \$83.0 million of any outstanding amounts. The cap expires in April 2024. As of December 31, 2022 December 31, 2023, no amounts were drawn on this loan.

We determined that we have a variable interest in both the Granite Park Six and 23Springs joint ventures primarily because the entities were designed to pass along interest rate risk, equity price risk and operation risk to us and Granite as equity holders. The joint ventures were further determined to be variable interest entities as they require additional subordinated financial support in the form of loans because the initial equity investments provided by us and Granite are not sufficient to finance the planned investments and operations. We concluded we do not have the power to direct matters that most significantly impact the activities of either entity and therefore do not qualify as the primary beneficiary. Accordingly, the entities are not consolidated. As of December 31, 2023, our risk of loss with respect to these arrangements was limited to the carrying value of each investment balance. Our investment balances were \$41.9 million and \$78.7 million as of December 31, 2023 for the Granite Park Six and 23Springs joint ventures, respectively. The assets of the Granite Park Six and 23Springs joint ventures can only be used to settle obligations of the respective joint venture, and their creditors have no recourse to our wholly owned assets.

- M+O JV, LLC ("McKinney & Olive joint venture")

During 2022, we expanded our Dallas market presence by acquiring McKinney & Olive through the formation of another joint venture with Granite in which we own a 50% 50.0% interest. The McKinney & Olive joint venture has an anticipated total investment of \$394.7 million, which includes \$1.7 million of near-term building improvements and \$2.0 million of transaction costs. As part of the transaction, the McKinney & Olive joint venture assumed a secured loan recorded at fair value of \$137.0 million, with a stated interest rate of 4.5% and an effective interest rate of 5.3%, that is scheduled to mature in July 2024. The remainder of the purchase price paid by the McKinney & Olive joint venture was funded with \$80.0 million of short-term preferred equity contributed by us and \$86.4 million of common equity contributed by each of Granite and us. The

During 2023, we and Granite each contributed an additional \$40.0 million of common equity to the McKinney & Olive joint venture. Such proceeds were then used by the joint venture to redeem our \$80.0 million short-term preferred equity contributed by us will be entitled investment in full. Prior to receive the redemption, we received monthly distributions initially on the preferred equity at a minimum rate of SOFR plus 350 basis points.

We determined that we have a variable interest in the McKinney & Olive joint venture primarily because the entity was designed to pass along interest rate risk, equity price risk and operation risk to us and Granite as equity holders. The McKinney & Olive joint venture was further determined to be a variable interest entity as it requires additional subordinated financial support in the form of a loan because the initial equity investments by us and Granite, including the additional preferred equity provided by us, are not sufficient to finance its planned investments and operations. We concluded we do not have the power to direct matters that most significantly impact the activities of the entity and therefore do not qualify as the primary beneficiary. Accordingly, the entity is not consolidated. As of December 31, 2023, our risk of loss with respect to this arrangement was \$118.6 million, which represents the carrying value of our investment balance. The redemption of the preferred equity during 2023 was a reconsideration event that did not change our initial conclusion that the McKinney & Olive joint venture is a variable interest entity of which were not the primary beneficiary. As such, the entity remains unconsolidated. The assets of the McKinney & Olive joint venture can only be used to settle obligations of the joint venture, and its creditors have no recourse to our wholly owned assets.

- Midtown East Tampa, LLC ("Midtown East joint venture")

During 2022, we formed a joint venture with The Bromley Companies ("Bromley") in which we own a **50% 50.0%** interest to construct Midtown East, a multi-customer office development project located in the mixed-use Midtown Tampa project in Tampa's Westshore submarket. Upon completion, the Midtown East joint venture will own 143,000 square feet of an overall

432,000 square foot tower. The rest of Midtown East will be owned by and serve as the future headquarters of Tampa Electric and Peoples Gas. The total anticipated investment for the Midtown East joint venture's share of the overall project is \$83.0 million. In connection with the formation, we agreed to contribute our **50% 50.0%** share of the equity required to fund the development project, **\$0.3 \$13.7** million of which was funded as of **December 31, 2022 December 31, 2023**. We also committed to provide a \$52.3 million interest-only secured construction loan to the Midtown East joint venture that is scheduled to mature on the third anniversary of completion. The loan bears interest at SOFR plus 450 basis points. As of **December 31, 2022 December 31, 2023**, no amounts were drawn on this loan.

We determined that we have a variable interest in the Midtown East joint venture primarily because the entity was designed to pass along interest rate risk, equity price risk and operation risk to us, both as a debt and an equity holder, and to Bromley as an equity holder. The Midtown East joint venture was further determined to be a variable interest entity as it requires additional subordinated financial support in the form of a loan because the initial equity investments provided by us and Bromley are not sufficient to finance its planned investments and operations. We concluded we do not have the power to direct matters that most significantly impact the activities of the entity and therefore do not qualify as the primary beneficiary. Accordingly, the entity is not consolidated. As of December 31, 2023, our risk of loss with respect to this arrangement was limited to the carrying value of the investment balance of \$13.6 million as no amounts were outstanding under the loan. The assets of the Midtown East joint venture can only be used to settle obligations of the joint venture, and its creditors have no recourse to our wholly owned assets.

- Brand/HRLP 2827 Peachtree LLC ("2827 Peachtree joint venture")

During 2021, we formed a joint venture with Brand Properties, LLC ("Brand") to construct 2827 Peachtree, a 135,000 square foot, multi-customer office building located in Atlanta's Buckhead submarket. The 2827 Peachtree joint venture has an anticipated total investment of \$79.0 million. **Construction of 2827 Peachtree began in the first quarter of 2022 with a scheduled completion date in the third quarter of 2023.** At closing, we agreed to contribute cash of \$13.3 million, which has been fully funded, in exchange for a 50.0% interest in the 2827 Peachtree joint venture. Brand contributed land valued at \$7.7 million and cash of \$5.6 million in exchange for the remaining 50.0% interest. We also committed to provide have provided a **\$49.6 million \$52.8** million interest-only secured construction loan to the 2827 Peachtree joint venture that is scheduled to mature in December 2024 with an option to extend for one year. The loan bears interest at SOFR plus **300 310** basis points. As of **December 31, 2022 December 31, 2023**, **\$4.0 million \$46.9 million** was drawn on this loan.

We determined that we have a variable interest in the 2827 Peachtree joint venture primarily because the entity was designed to pass along interest rate risk, equity price risk and operation risk to us, both as a debt and an equity holder, and to Brand as an equity holder. The 2827 Peachtree joint venture was further determined to be a variable interest entity as it requires additional subordinated financial support in the form of a loan because the initial equity investments provided by us and Brand are not sufficient to finance its planned investments and operations. We concluded we do not have the power to direct matters that most significantly impact the activities of the entity and therefore do not qualify as the primary beneficiary. Accordingly, the entity is not consolidated. As of December 31, 2023, our risk of loss with respect to this arrangement was \$60.3 million, which consists of the \$13.4 million carrying value of our investment balance plus the \$46.9 million outstanding balance of the loan. The outstanding balance on the loan is recorded in investments in and advances to unconsolidated affiliates on our Consolidated Balance Sheets. The assets of the 2827 Peachtree joint venture can only be used to settle obligations of the joint venture, and its creditors have no recourse to our wholly owned assets.

- Other Activities

We receive development, management and leasing fees for services provided to certain of our joint ventures. These fees are recognized in income to the extent of our respective joint venture partner's interest. During the years ended **December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021**, we recognized **\$0.6 million \$1.0 million, \$1.6 million \$0.6 million and \$1.0 million \$1.6 million**, respectively, of development/construction, management and leasing fees from our unconsolidated joint ventures.

Consolidated Affiliates Affiliate

- HRLP MTW, LLC ("Midtown West joint venture")

In 2019, we and Bromley formed a joint venture to construct Midtown West, a 152,000 square foot, multi-customer office building located in the mixed-use Midtown Tampa project in Tampa's Westshore submarket. **The Midtown West joint venture has an anticipated total investment of \$71.3 million. Construction of Midtown West began in the third quarter of 2019 and the building was placed in service in the second quarter of 2021.** At closing, we agreed to contribute cash of \$20.0 million, which has been fully funded, in exchange for an 80.0% interest in the Midtown West joint venture, and Bromley contributed land valued at \$5.0 million in exchange for the remaining 20.0% interest. We also

committed to provide provided a \$46.3 million interest-only secured construction loan to the Midtown West joint venture. All of the amounts outstanding under this loan were repaid in the fourth quarter of 2023.

During 2023, the Midtown West joint venture that obtained a \$45.0 million, five-year secured mortgage loan from a third party lender, with an effective fixed rate of 7.29%. This loan is scheduled to mature in June 2023, November 2028. The joint venture incurred \$0.8 million of debt issuance costs, which will be amortized over the term of the loan. The net proceeds were used by the joint venture to repay in full the secured construction loan bears interest at LIBOR plus 250 basis points. As of December 31, 2022, \$39.2 million was drawn on this loan.

Highwoods-Markel Associates, LLC ("Markel") we provided, as discussed above.

We determined that we have a 50.0% ownership variable interest in Markel, the Midtown West joint venture primarily because the entity was designed to pass along interest rate risk, equity price risk and operation risk to us, both as a consolidated debt and an equity holder, and to Bromley as an equity holder. The Midtown West joint venture, venture was further determined to be a variable interest entity as it requires additional subordinated financial support in the form of a loan because the initial equity investments provided by us and Bromley are not sufficient to finance its planned investments and operations. We, are as majority owner and managing member and through our control rights as set forth in the manager joint venture's governance documents, were determined to be the primary beneficiary as we have both the power to direct the activities that most significantly affect the entity (primarily lease rates).

property operations and leasing agent for Markel's properties, capital expenditures) and significant economic exposure through our equity investment. The joint venture obtaining a loan from a third party during 2023, as discussed above, was a reconsideration event that did not change our initial conclusion that the Midtown West joint venture is a variable interest entity of which are located in Richmond in exchange for customary management and leasing fees. We consolidate Markel since we are the managing member primary beneficiary. As such, the entity remains consolidated and control all intercompany transactions and accounts are eliminated. The following table sets forth the major operating assets and financial policies liabilities of the entity. As controlling member, we have an obligation to cause this property-owning entity to distribute proceeds of liquidation to the noncontrolling interest member in these partially owned properties only if the net proceeds received by the entity from the sale of any of Markel's assets warrant a distribution as determined by the agreement governing the Midtown West joint venture. We estimate the value of such noncontrolling interest distributions would have been \$34.4 million had the entity been liquidated as of December 31, 2022. This estimated settlement value is based venture included on the fair value of the underlying properties which is based on a number of assumptions that are subject to economic and market uncertainties including, among others, demand for space, competition for customers, changes in market rental rates and costs to operate each property. If the entity's underlying assets are worth less than the underlying liabilities on the date of such liquidation, we would have no obligation to remit any consideration to the noncontrolling interest holder. our Consolidated Balance Sheets:

	December 31,	
	2023	2022
Net real estate assets	\$ 60,410	\$ 59,854
Cash and cash equivalents	\$ 1,096	\$ 1,009
Restricted cash	\$ 2,260	\$ —
Accounts receivable	\$ 31	\$ 1,490
Accrued straight-line rents receivable	\$ 5,041	\$ 1,921
Deferred leasing costs, net	\$ 2,783	\$ 2,677
Prepaid expenses and other assets	\$ 124	\$ 153
Mortgages and notes payable, net	\$ 44,192	\$ —
Accounts payable, accrued expenses and other liabilities	\$ 2,872	\$ 1,212

The assets of Markel the Midtown West joint venture can only be used only to settle obligations of the joint venture, and its creditors have no recourse to our wholly owned assets.

During 2021, Markel sold land in Richmond for a sale price of \$3.0 million and recorded gain on disposition of property of \$1.3 million.

Joint Venture Rights and Obligations

With respect to some of our joint ventures, we have a right to buy, and our joint venture partner has a right to sell to us, such joint venture partner's interest under certain circumstances for fair market value (less estimated costs to sell) during various timeframes in the future. For our Granite Park Six joint venture, such rights are exercisable during the two-year two-year period commencing on the 10th anniversary of the completion date. For each of our 23Springs and McKinney & Olive joint ventures, such rights are exercisable during the two-year two-year period commencing on the 12th anniversary of the stabilization date of 23Springs. For our 2827 Peachtree joint venture, such rights are exercisable during the two-year two-year period commencing on the earlier of: (1) the stabilization date; (2) the seventh anniversary of the completion date; and (3) the maturity of the loan provided by us to the joint venture. For our Midtown West joint venture, our right to buy our partner's interest is exercisable during the two-year two-year period commencing on the seventh anniversary of the completion date, and our partner's right to sell its interest to us is exercisable during the period commencing on the stabilization date and ending on the ninth anniversary of the completion date.

In addition to the foregoing, with respect to our Granite Park Six, 23Springs and Midtown West joint ventures, our joint venture partner has ~~the~~ the right to receive additional consideration from us or the joint venture under certain circumstances if and to the extent the internal rate of return on the applicable development project exceeds certain thresholds.

Variable Interest Entities

The acquisition of SIX50 at Legacy Union in Charlotte was completed in 2022 using a special purpose entity owned by a qualified intermediary to facilitate one or more potential Section 1031 reverse exchanges under the Internal Revenue Code. As of December 31, 2022, this variable interest entity had total assets, liabilities and cash flows of \$199.9 million, \$3.6 million, and \$1.6 million, respectively.

We determined that we have a variable interest in both the Granite Park Six and 23Springs joint ventures primarily because the entities were designed to pass along interest rate risk, equity price risk and operation risk to us and Granite as equity holders. The joint ventures were further determined to be variable interest entities as they require additional subordinated financial support in the form of loans because the initial equity investments provided by us and Granite are not sufficient to finance the planned investments and operations. We concluded we do not have the power to direct matters that most significantly impact the activities of either entity and therefore do not qualify as the primary beneficiary. Accordingly, the entities are not consolidated. As of December 31, 2022, our risk of loss with respect to these arrangements was limited to the carrying value of each investment balance. Our investment balances were \$40.6 million and \$44.9 million as of December 31, 2022 for the Granite Park Six and 23Springs joint ventures, respectively. The assets of the Granite Park Six and 23Springs joint ventures can be used only to settle obligations of the respective joint venture, and their creditors have no recourse to our wholly owned assets.

We determined that we have a variable interest in the McKinney & Olive joint venture primarily because the entity was designed to pass along interest rate risk, equity price risk and operation risk to us and Granite as equity holders. The McKinney & Olive joint venture was further determined to be a variable interest entity as it requires additional subordinated financial support in the form of a loan because the initial equity investments by us and Granite, including the additional preferred equity provided by us, are not sufficient to finance its planned investments and operations. We concluded we do not have the power to direct matters that most significantly impact the activities of the entity and therefore do not qualify as the primary beneficiary. Accordingly, the entity is not consolidated. As of December 31, 2022, our risk of loss with respect to this arrangement was \$166.3 million, which represents the carrying value of our investment balance and includes the \$80.0 million of preferred equity we funded. The assets of the McKinney & Olive joint venture can be used only to settle obligations of the joint venture, and its creditors have no recourse to our wholly owned assets.

We determined that we have a variable interest in the Midtown East joint venture primarily because the entity was designed to pass along interest rate risk, equity price risk and operation risk to us as both a debt and equity holder and Bromley as an equity holder. The Midtown East joint venture was further determined to be a variable interest entity as it requires additional subordinated financial support in the form of a loan because the initial equity investments provided by us and Bromley are not sufficient to finance its planned investments and operations. We concluded we do not have the power to direct matters that most significantly impact the activities of the entity and therefore do not qualify as the primary beneficiary. Accordingly, the entity is not consolidated. As of December 31, 2022, our risk of loss with respect to this arrangement was limited to the carrying value of the investment balance of \$0.3 million as no amounts were outstanding under the loan. The assets of the Midtown East joint venture can be used only to settle obligations of the joint venture, and its creditors have no recourse to our wholly owned assets.

We determined that we have a variable interest in the 2827 Peachtree joint venture primarily because the entity was designed to pass along interest rate risk, equity price risk and operation risk to us as both a debt and equity holder and Brand as an equity holder. The 2827 Peachtree joint venture was further determined to be a variable interest entity as it requires additional subordinated financial support in the form of a loan because the initial equity investments provided by us and Brand are not sufficient to finance its planned investments and operations. We concluded we do not have the power to direct matters that most significantly impact the activities of the entity and therefore do not qualify as the primary beneficiary. Accordingly, the entity is not consolidated. As of December 31, 2022, our risk of loss with respect to this arrangement was \$21.8 million, which consists of the \$17.8 million carrying value of our investment balance plus the \$4.0 million outstanding balance of the loan. The assets of the 2827 Peachtree joint venture can be used only to settle obligations of the joint venture, and its creditors have no recourse to our wholly owned assets.

We determined that we have a variable interest in the Midtown West joint venture primarily because the entity was designed to pass along interest rate risk, equity price risk and operation risk to us as both a debt and an equity holder and Bromley as an equity holder. The Midtown West joint venture was further determined to be a variable interest entity as it requires additional subordinated financial support in the form of a loan because the initial equity investments provided by us and Bromley are not sufficient to finance its planned investments and operations. We, as majority owner and managing member and through our control rights as set forth in the joint venture's governance documents, were determined to be the primary beneficiary as we have both the power to direct the activities that most significantly affect the entity (primarily lease rates, property operations and capital expenditures) and significant economic exposure through our equity investment and loan commitment. As such, the Midtown West joint venture is consolidated and all intercompany transactions and accounts are eliminated. The following table sets forth the assets and liabilities of the Midtown West joint venture included on our Consolidated Balance Sheets:

	December 31,	
	2022	2021
Net real estate assets	\$ 59,854	\$ 53,191
Cash and cash equivalents	\$ 1,009	\$ 389
Accounts receivable	\$ 1,490	\$ —
Accrued straight-line rents receivable	\$ 1,921	\$ 121
Deferred leasing costs, net	\$ 2,677	\$ 1,519
Prepaid expenses and other assets	\$ 153	\$ 163
Accounts payable, accrued expenses and other liabilities	\$ 1,212	\$ 646

The assets of the Midtown West joint venture can be used only to settle obligations of the joint venture, and its creditors have no recourse to our wholly owned assets.

5. Intangible Assets and Below Market Lease Liabilities

The following table sets forth total intangible assets and acquisition-related below market lease liabilities, net of accumulated amortization:

		December 31,	
		2022	2021
		December 31,	
		2023	2023
Assets:		December 31,	
Deferred leasing costs (including lease incentives and above market lease and in-place lease acquisition-related intangible assets)	Deferred leasing costs (including lease incentives and above market lease and in-place lease acquisition-related intangible assets)	\$ 416,579	\$ 402,013
Deferred leasing costs (including lease incentives and above market lease and in-place lease acquisition-related intangible assets)	Deferred leasing costs (including lease incentives and above market lease and in-place lease acquisition-related intangible assets)		
Less accumulated amortization	Less accumulated amortization	(163,751)	(143,111)
		\$ 252,828	\$ 258,902
\$			
Liabilities (in accounts payable, accrued expenses and other liabilities):	Liabilities (in accounts payable, accrued expenses and other liabilities):		
Acquisition-related below market lease liabilities	Acquisition-related below market lease liabilities	\$ 55,304	\$ 57,703
Acquisition-related below market lease liabilities	Acquisition-related below market lease liabilities		
Less accumulated amortization	Less accumulated amortization	(29,859)	(28,978)
		\$ 25,445	\$ 28,725

\$ _____

The following table sets forth amortization of intangible assets and below market lease liabilities:

	Year Ended December 31,			
	2022	2021	2020	
	Year Ended December 31,			
	2023	2023	2022	Year Ended December 31, 2021
Amortization of deferred leasing costs and acquisition-related intangible assets (in depreciation and amortization)	Amortization of deferred leasing costs and acquisition-related intangible assets (in depreciation and amortization) \$ 44,900	\$ 38,173	\$ 34,401	
Amortization of lease incentives (in rental and other revenues)	Amortization of lease incentives (in rental and other revenues) \$ 2,090	\$ 1,885	\$ 1,847	
Amortization of acquisition-related intangible assets (in rental and other revenues)	Amortization of acquisition-related intangible assets (in rental and other revenues) \$ 3,320	\$ 1,932	\$ 1,137	
Amortization of acquisition-related intangible assets (in rental property and other expenses)	Amortization of acquisition-related intangible assets (in rental property and other expenses) \$ —	\$ —	\$ 510	
Amortization of acquisition-related below market lease liabilities (in rental and other revenues)	Amortization of acquisition-related below market lease liabilities (in rental and other revenues) \$ (5,452)	\$ (5,720)	\$ (6,031)	
Amortization of acquisition-related below market lease liabilities (in rental and other revenues)	Amortization of acquisition-related below market lease liabilities (in rental and other revenues) \$ —	\$ —	\$ —	
Amortization of acquisition-related below market lease liabilities (in rental and other revenues)	Amortization of acquisition-related below market lease liabilities (in rental and other revenues) \$ —	\$ —	\$ —	

The following table sets forth scheduled future amortization of intangible assets and below market lease liabilities:

Years Ending December 31,	Years Ending December 31,	Amortization of Deferred Leasing Costs and Acquisition-Related Intangible Assets (in Depreciation and Amortization)	Amortization of Lease Incentives (in Rental and Other Revenues)	Amortization of Acquisition-Related Below Market Lease Liabilities (in Rental and Other Revenues)
2023		\$ 42,303	\$ 2,097	\$ 3,302
Years Ending December 31,				

						Amortization of Deferred Leasing Costs and Acquisition-Related Intangible Assets (in Depreciation and Amortization)	Amortization of Lease Incentives (in Rental and Other Revenues)	Amortization of Acquisition- Related Intangible Assets (in Rental and Other Revenues)	Amortization of Acquisition-Related Below Market Lease Liabilities (in Rental and Other Revenues)	
Years Ending December 31,		2024	2024	36,899	1,677	3,088	(4,219)			
	2025	2025	2025	29,903	1,598	2,220	(2,729)			
	2026	2026	2026	25,642	1,397	1,860	(2,514)			
	2027	2027	2027	21,893	1,210	1,518	(2,112)			
	2028									
Thereafter	Thereafter		67,139	3,484	5,598	(8,983)				
			\$ 223,779	\$ 11,463	\$ 17,586	\$ (25,445)				
Weighted average remaining amortization periods as of December 31, 2022 (in years)			7.8	7.7	7.6	8.4				
			\$							
Weighted average remaining amortization periods as of December 31, 2023 (in years)							Weighted average remaining amortization periods as of December 31, 2023 (in years)			
							7.4	7.2	7.1	8.1

The following table sets forth the intangible assets acquired and below market lease liabilities assumed as a result of the acquisition of SIX50 at Legacy Union in Charlotte.

	Acquisition-Related Intangible Assets (amortized in Depreciation and Amortization)	Acquisition-Related Below Market Lease Liabilities (amortized in Rental and Other Revenues)
Amount recorded at acquisition	\$ 4,722	\$ 12,606
Weighted average remaining amortization periods as of December 31, 2022 (in years)	8.8	9.6
		12.5

6. Mortgages and Notes Payable

Our mortgages and notes payable consisted of the following:

	December 31,		December 31,
	2022	2021	
	December 31,		December 31,
	2023		2023
Secured indebtedness (1):	Secured indebtedness (1):		
4.27% (3.61% effective rate)			
mortgage loan due 2028 (2)	\$ 113,105	\$ 115,731	
5.69% mortgage loan due 2028			

5.69% mortgage loan due 2028				
5.69% mortgage loan due 2028				
7.29%				
mortgage loan				
due 2028 (2)				
4.27% (3.61%				
effective rate)				
mortgage loan				
due 2028 (3)				
4.00%	4.00%			
mortgage loan	mortgage loan			
due 2029	due 2029	89,204	91,318	
3.61% (3.19% effective rate)				
mortgage loan due 2029 (3)		84,666	84,973	
3.40% (3.50% effective rate)				
mortgage loan due 2033 (4)		69,473	69,422	
4.60% (3.73% effective rate)				
mortgage loan due 2037 (5)		127,540	130,498	
		483,988	491,942	
3.61% (3.19%				
effective rate)				
mortgage loan				
due 2029 (4)				
3.40% (3.50%				
effective rate)				
mortgage loan				
due 2033 (5)				
4.60% (3.73%				
effective rate)				
mortgage loan				
due 2037 (6)				
		720,752		
Unsecured	Unsecured			
indebtedness:	indebtedness:			
3.625% (3.752% effective rate) notes				
due 2023 (6)		—	249,726	
3.875% (4.038% effective rate) notes				
due 2027 (7)				
3.875% (4.038% effective rate) notes				
due 2027 (7)				
3.875%	3.875%			
(4.038%	(4.038%			
effective rate)	effective rate)			
notes due 2027	notes due 2027			
(7)	(7)	298,334	297,934	
4.125%	4.125%			
(4.271%	(4.271%			
effective rate)	effective rate)			
notes due 2028	notes due 2028			
(8)	(8)	347,863	347,449	
4.200%	4.200%			
(4.234%	(4.234%			
effective rate)	effective rate)			
notes due 2029	notes due 2029			
(9)	(9)	349,386	349,288	

3.050%	3.050%		
(3.079%	(3.079%		
effective rate)	effective rate)		
notes due 2030	notes due 2030		
(10)	(10)	399,302	399,204
2.600%	2.600%		
(2.645%	(2.645%		
effective rate)	effective rate)		
notes due 2031	notes due 2031		
(11)	(11)	398,735	398,579
Variable rate term loan due 2026 (12)	200,000	200,000	
Variable rate term loan due 2027 (12)	150,000	—	
Variable rate term loan due 2024 (12)	200,000	—	
Revolving credit facility due 2025 (13)	386,000	70,000	
	2,729,620	2,312,180	
7.650%			
(7.836%			
effective rate)			
notes due 2034			
(12)			
Variable rate			
term loan due			
2026 (13)			
Variable rate			
term loan due			
2027 (13)			
Variable rate			
term loan due			
2024 (14)			
Revolving credit			
facility due			
2025 (15)			
	2,510,193		
Less-unamortized	Less-unamortized		
debt issuance costs	debt issuance costs	(16,393)	(15,207)
Total	Total		
mortgages	mortgages		
and notes	and notes		
payable,	payable,		
net	net	<u>\$3,197,215</u>	<u>\$2,788,915</u>

(1) Our secured mortgage loans were collateralized by real estate assets with an undepreciated book value of \$747.4 million \$1,237.6 million as of December 31, 2022 December 31, 2023. We paid down \$6.4 million \$6.7 million of secured loan balances through principal amortization during 2022 2023.

(2) Net of unamortized fair market value premium of \$3.3 million and \$3.9 million as of December 31, 2022 and 2021, respectively. The borrower under this loan is our Midtown West joint venture, a consolidated 80.0% owned joint venture. See Note 4.

(3) Net of unamortized fair market value premium of \$2.0 million \$2.7 million and \$2.3 million \$3.3 million as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively.

(4) Net of unamortized fair market value discount premium of \$0.5 million \$1.7 million and \$0.6 million \$2.0 million as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively.

(5) Net of unamortized fair market value discount of \$0.5 million as of both December 31, 2023 and 2022.

(6) Net of unamortized fair market value premium of \$9.3 million \$8.6 million and \$10.0 million \$9.3 million as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively.

(6) (7) Net of unamortized original issuance discount of \$0.3 million \$1.3 million and \$1.7 million as of December 31, 2021. This debt was repaid in 2022 December 31, 2023 and 2022, respectively.

(7) (8) Net of unamortized original issuance discount of \$1.7 million and \$2.1 million as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively.

(8) (9) Net of unamortized original issuance discount of \$2.1 million \$0.5 million and \$2.6 million \$0.6 million as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively.

(9) (10) Net of unamortized original issuance discount of \$0.6 million and \$0.7 million as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively.

(10) Net of unamortized original issuance discount of \$0.7 million and \$0.8 million as of December 31, 2022 and 2021, respectively.

(11) Net of unamortized original issuance discount of \$1.3 million \$1.1 million and \$1.4 million \$1.3 million as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively.

(12) The interest rate was 5.34% Net of unamortized original issuance discount of \$4.6 million as of December 31, 2022 December 31, 2023.

(13) The interest rate was 5.24% 6.35% as of December 31, 2022 December 31, 2023.

(14) This loan was repaid in full as of December 31, 2023.

(15) The interest rate was 6.25% as of December 31, 2023.

The following table sets forth scheduled future principal payments, including amortization, due on our mortgages and notes payable as of December 31, 2022 December 31, 2023:

Years Ending December 31,	Years Ending December 31,	Amount	Years Ending December 31,	Amount
2023		\$ 7,069		
2024	2024	207,365		
2025	2025	393,176		
2026	2026	206,911		
2027	2027	458,929		
2028				
Thereafter	Thereafter	1,940,158		
Less-unamortized debt issuance costs	Less-unamortized debt issuance costs	(16,393)		
		\$3,197,215		
		\$ =		

As of December 31, 2023, our \$750.0 million unsecured revolving credit facility was scheduled to mature in March 2025 and includes an accordion feature that currently allows for an additional \$200.0 million of borrowing capacity subject to additional lender commitments. Assuming no defaults have occurred, we have an option to extend the maturity for two additional six-month periods. During the second quarter of 2022, in connection with the modification of our \$200.0 million term loan as discussed below, the 2025. The interest rate on our revolving credit facility was converted from LIBOR plus 90 basis points to SOFR plus a related spread adjustment of 10 basis points and a borrowing spread of 85 basis points, based on current credit ratings. The annual facility fee was 20 basis points. The interest rate and facility fee are based on the higher of the publicly announced ratings from Moody's Investors Service or Standard & Poor's Ratings Services. We may be entitled to a temporary reduction in the interest rate of one basis point provided we meet certain sustainability goals with respect to the ongoing reduction of greenhouse gas emissions. There As of December 31, 2023, there was \$386.0 million and \$392.0 million \$20.0 million outstanding under our new revolving credit facility as of December 31, 2022 and January 27, 2023, respectively. As of both December 31, 2022 and January 27, 2023, we had \$0.1 million \$0.9 million of outstanding letters of credit, which reduces the availability on our revolving credit facility. As a result, the unused capacity of our revolving credit facility as of December 31, 2022 and January 27, 2023 December 31, 2023 was \$363.9 million and \$357.9 million, respectively, \$729.1 million.

During 2023, the Operating Partnership issued \$350.0 million aggregate principal amount of 7.650% notes due February 2034, less original issuance discount of \$4.6 million. These notes were priced to yield 7.836%. Previously during 2023, we obtained an aggregate of \$200.0 million notional amount of forward-starting swaps that effectively locked the underlying 10-year treasury rate at 4.498%. Upon the subsequent issuance of the notes, we terminated the forward-starting swaps and paid cash upon settlement. The unrealized loss of \$0.5 million will be classified to interest expense as interest payments are made on the debt. Underwriting fees and other expenses totaled \$3.2 million and will be amortized over the term of the notes. The net proceeds from the issuance were used: (1) to prepay, without penalty, a \$200.0 million unsecured bank term loan that was scheduled to mature in October 2024; (2) to repay amounts outstanding under our revolving credit facility; and (3) for general corporate purposes. We recorded \$0.6 million of loss on debt extinguishment related to the term loan prepayment.

During 2023, we obtained a \$200.0 million, five-year secured mortgage loan from a third party lender, with an effective fixed interest rate of 5.69%. This loan is scheduled to mature in April 2028. We incurred \$1.3 million of debt issuance costs, which will be amortized over the term of the loan.

During 2022, we obtained a \$200.0 million, two-year unsecured bank term loan that was originally scheduled to mature in October 2024. Assuming no defaults have occurred, we have an option to extend this loan was prepaid in full without penalty during the maturity for one additional year, fourth quarter of 2023. The interest rate, based on current credit ratings, was SOFR plus a related spread adjustment of 10 basis points and a borrowing spread of 95 basis points. The interest rate was based on the higher of the publicly announced ratings from Moody's Investors Service or Standard & Poor's Ratings Services. We may be entitled to a temporary reduction in the interest rate of one basis point provided we meet certain sustainability goals with respect to the ongoing reduction of greenhouse gas emissions. Additionally, we used the additional \$200.0 million of borrowings, together with available cash and borrowings under our revolving credit facility, to prepay without penalty \$250.0 million principal amount of 3.625% unsecured notes that were scheduled to mature in January 2023.

During 2022, we modified our other \$200.0 million unsecured bank term loan to extend the maturity date from November 2022 to May 2026. As part of this modification, we also obtained a \$150.0 million delayed-draw term loan, which was drawn in its entirety in the third quarter of 2022, that is scheduled to mature in May 2027. The interest rate, based on current credit ratings, is SOFR plus a related spread adjustment of 10 basis points and a borrowing spread of 95 basis points. The interest rate is based on the higher of the publicly announced ratings from Moody's Investors Service or Standard & Poor's Ratings Services. We Subject to written consent of the lenders, we may be entitled elect to a temporary reduction in amend this term loan no later than May 15, 2024 to provide that the interest rate may be adjusted upward or downward by up to 2.5 basis points subject to satisfaction of one basis point provided we meet certain to-be-determined sustainability goals with respect to the ongoing reduction of greenhouse gas emissions. We incurred \$2.7 million of debt issuance costs, which are being amortized along with certain existing unamortized debt issuance costs over the remaining term of our modified term loan.

During 2021, in conjunction with the acquisition of real estate assets from PAC, we assumed four secured mortgage loans recorded at fair value of \$403 million in the aggregate, with a weighted average effective interest rate of 3.54% and a weighted average maturity of 10.7 years. We incurred \$3.5 million of debt issuance costs related to these assumptions, which will be amortized over the remaining terms of the loans.

During 2021, we also obtained a \$200.0 million, six-month unsecured bridge facility. The bridge facility was originally scheduled to mature in January 2022. The bridge facility bore interest at LIBOR plus 85 basis points, had a commitment fee of 20 basis points. We incurred \$1.0 million of debt issuance costs related to this bridge facility which were being amortized over the six-month term. This bridge facility was prepaid in full without penalty prior to December 31, 2021. We recorded \$0.2 million of loss on debt extinguishment related to this prepayment.

During 2021, we prepaid without penalty the remaining \$150.0 million principal amount of 3.20% unsecured notes that was scheduled to mature in June 2021. We recorded \$0.1 million of loss on debt extinguishment related to this prepayment.

During 2020, the Operating Partnership issued \$400.0 million aggregate principal amount of 2.600% notes due February 2031, less original issuance discount of \$1.6 million. These notes were priced to yield 2.645%. Underwriting fees and other expenses were incurred that aggregated \$3.4 million; these costs were deferred and will be amortized over the term of the notes. The net proceeds from the issuance were used: (1) to finance the Operating Partnership's cash tender offer to purchase \$150.0 million principal amount of its 3.20% notes due June 15, 2021 at a purchase price of 101.908% of the face amount of the notes, plus accrued and unpaid interest; (2) to prepay without penalty our \$100.0 million unsecured bank term loan that was scheduled to mature in January 2022 and which bore interest at LIBOR plus 110 basis points; and (3) for general corporate purposes. We recorded \$3.7 million of aggregate losses on debt extinguishment related to the repurchase of the 3.20% notes and the term loan prepayment.

We previously entered into floating-to-fixed interest rate swaps through January 2022 with respect to an aggregate of \$50.0 million LIBOR-based borrowings. These swaps effectively fixed the underlying one-month LIBOR rate at a weighted average rate of 1.693%. During 2022, these interest rate swaps expired.

We are currently in compliance with financial covenants with respect to our consolidated debt.

Our revolving credit facility and bank term loans require us to comply with customary operating covenants and various financial requirements. Upon an event of default on the revolving credit facility, the lenders having at least 51.0% of the total commitments under the revolving credit facility can accelerate all borrowings then outstanding, and we could be prohibited from borrowing any further amounts under our revolving credit facility, which would adversely affect our ability to fund our operations. In addition, certain of our unsecured debt agreements contain cross-default provisions giving the unsecured lenders the right to declare a default if we are in default under more than \$35.0 million with respect to other loans in some circumstances.

The Operating Partnership has \$298.3 million \$2,140.2 million carrying amount of 2027 various notes outstanding \$347.9 million carrying amount of 2028 notes outstanding, \$349.4 million carrying amount of 2029 notes outstanding, \$399.3 million carrying amount of 2030 notes outstanding and \$398.7 million carrying amount of 2031 notes outstanding, as detailed in the table above. The indenture that governs these outstanding notes requires us to comply with customary operating covenants and various financial ratios. The trustee or the holders of at least 25.0% in principal amount of any series of notes can accelerate the principal amount of such series upon written notice of a default that remains uncured after 60 days.

We have considered our short-term liquidity needs within one year from February 7, 2023 February 6, 2024 (the date of issuance of the annual financial statements) and the adequacy of our estimated cash flows from operating activities and other available financing sources to meet these needs. In particular, Importantly, we have considered our no scheduled debt maturities during such one-year period. We have concluded it is probable we will meet these short-term liquidity requirements through a combination of the following:

- available cash and cash equivalents;
- cash flows from operating activities;
- issuance of debt securities by the Operating Partnership;
- issuance of secured debt;
- bank term loans;

- borrowings under our revolving credit facility;
- issuance of equity securities by the Company or the Operating Partnership; and
- the disposition of non-core assets.

Capitalized Interest

Total interest capitalized to wholly-owned and joint venture development and significant building and tenant improvement projects was **\$4.0 million** **\$9.0 million**, **\$9.6 million** **\$4.0 million** and **\$8.3 million** **\$9.6 million** for the years ended **December 31, 2022** **December 31, 2023**, **2022** and **2021**, and **2020**, respectively.

7. Commitments and Contingencies

Lease and Contractual Commitments

We have **\$300.6 million** **\$204.3 million** of lease and contractual commitments as of **December 31, 2022** **December 31, 2023**. Lease and contractual commitments represent commitments under signed leases and contracts for operating properties (excluding tenant-funded tenant improvements), contracts for development/redevelopment projects and unfunded joint venture equity contributions agreed to at formation, of which **\$60.6 million** **\$50.7 million** was recorded on our Consolidated Balance Sheet as of **December 31, 2022** **December 31, 2023**.

Contingent Consideration

We had \$0.8 million of contingent consideration related to a parcel of acquired development land as of both **December 31, 2022** **December 31, 2023** and **2021** **2022**. The contingent consideration is payable in cash to a third party if and to the extent future development milestones as outlined in the purchase agreements are met.

Environmental Matters

Substantially all of our in-service and development properties have been subjected to Phase I environmental assessments and, in certain instances, Phase II environmental assessments. Such assessments and/or updates have not revealed, nor are we aware of, any environmental liability that we believe would have a material adverse effect in our Consolidated Financial Statements.

Litigation, Claims and Assessments

We are from **From** time to time, we are a party to a variety of legal proceedings, claims and assessments arising in the ordinary course of our business. We regularly assess the liabilities and contingencies in connection with these matters based on the latest information available. For those matters where it is probable that we have incurred or will incur a loss and the loss or range of loss can be reasonably estimated, the estimated loss is accrued and charged to income in our Consolidated Financial Statements. In other instances, because of the uncertainties related to both the probable outcome and amount or range of loss, a reasonable estimate of liability, if any, cannot be made. Based on the current expected outcome of such matters, none of these proceedings, claims or assessments is expected to have a material effect on our business, financial condition, results of operations or cash flows.

Joint Venture Buyout Rights and Obligations

With respect to certain of our joint ventures, we have a right to buy, and our joint venture partner has a right to sell to us, such joint venture partner's interest to us under certain circumstances for fair market value (less estimated costs to sell) at various **dates** **timeframes** in the future. See Note 4.

In addition, with respect to certain of our joint ventures, our joint venture partner has a right to receive additional consideration from us or the joint venture under certain circumstances if and to the extent the internal rate of return on the applicable development project exceeds certain thresholds. See Note 4.

8. Noncontrolling Interests

Noncontrolling Interests in Consolidated Affiliates

As of **December 31, 2022** **December 31, 2023**, our noncontrolling interests in consolidated affiliates relate to our joint venture partners' 50.0% interest in **Markel** and partner's 20.0% interest in the Midtown West joint venture. See Note 4. Our joint venture partners are partner is an unrelated third parties. party.

Noncontrolling Interests in the Operating Partnership

Noncontrolling interests in the Operating Partnership relate to the ownership of Redeemable Common Units. Net income attributable to noncontrolling interests in the Operating Partnership is computed by applying the weighted average percentage of Redeemable Common Units during the period, as a percent of the total number of outstanding Common Units, to the Operating Partnership's net income for the period after deducting distributions on Preferred Units. When a noncontrolling unitholder redeems a Common Unit for a share of Common Stock or cash, the noncontrolling interests in the Operating Partnership are reduced and the Company's share in the Operating Partnership is increased by the fair value of each security at the time of redemption.

The following table sets forth the Company's noncontrolling interests in the Operating Partnership:

		Year Ended December 31,	
		31,	
		2022	2021
	Year Ended December 31,		
	2023	2023	2022
Beginning noncontrolling interests in the Operating Partnership	Beginning noncontrolling interests in the Operating Partnership	\$ 111,689	\$ 112,499
Adjustment of noncontrolling interests in the Operating Partnership to fair value	Adjustment of noncontrolling interests in the Operating Partnership to fair value	(39,502)	11,461
Conversions of Common Units to Common Stock	Conversions of Common Units to Common Stock		
Conversions of Common Units to Common Stock	Conversions of Common Units to Common Stock	(1,251)	(15,076)
Redemptions of Common Units	Redemptions of Common Units	(3,763)	—
Net income attributable to noncontrolling interests in the Operating Partnership	Net income attributable to noncontrolling interests in the Operating Partnership	3,670	8,321
Distributions to noncontrolling interests in the Operating Partnership	Distributions to noncontrolling interests in the Operating Partnership	(4,866)	(5,516)
Total noncontrolling interests in the Operating Partnership	Total noncontrolling interests in the Operating Partnership	\$ 65,977	\$ 111,689

The following table sets forth net income available for common stockholders and transfers from the Company's noncontrolling interests in the Operating Partnership:

		Year Ended December 31,		
		2022	2021	2020
		Year Ended December 31,		Year Ended December 31,
		2023	2022	2021

Net income available for common stockholders	Net income available for common stockholders	\$156,572	\$310,791	\$344,914
Increase in additional paid in capital from conversions of Common Units to Common Stock	Increase in additional paid in capital from conversions of Common Units to Common Stock	1,251	15,076	145
Redemptions of Common Units	Redemptions of Common Units	3,763	—	—
Issuances of Common Units		—	—	(6,163)
Change from net income available for common stockholders and transfers from noncontrolling interests	Change from net income available for common stockholders and transfers from noncontrolling interests	\$161,586	\$325,867	\$338,896
Change from net income available for common stockholders and transfers from noncontrolling interests				

9. Disclosure About Fair Value of Financial Instruments

The following summarizes the levels of inputs that we use to measure fair value.

Level 1. Quoted prices in active markets for identical assets or liabilities.

Our Level 1 asset is our investment in marketable securities that we use to pay benefits under our non-qualified deferred compensation plan. Our Level 1 liability is our non-qualified deferred compensation obligation. The Company's Level 1 noncontrolling interests in the Operating Partnership relate to the ownership of Common Units by various individuals and entities other than the Company.

Level 2. Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities.

Our Level 2 assets include the fair value of our mortgages and notes receivable. Our Level 2 liabilities include the fair value of our mortgages and notes payable and interest rate swaps.

The fair value of mortgages and notes receivable and mortgages and notes payable is estimated by the income approach utilizing contractual cash flows and market-based interest rates to approximate the price that would be paid in an orderly transaction between market participants. The fair value of interest rate swaps is determined using the market standard methodology of netting the discounted future fixed cash receipts and the discounted expected variable cash payments. The variable cash payments of interest rate swaps are based on the expectation of future interest rates (forward curves) derived from observed market interest rate curves. In addition, credit valuation adjustments are considered in the fair values to account for potential nonperformance risk, but were concluded to not be significant inputs to the calculation for the periods presented.

Level 3. Unobservable inputs that are supported by little or no market activity and **that** are significant to the fair value of the assets or liabilities.

Our Level 3 assets include any real estate assets recorded at fair value on a non-recurring basis as a result of our quarterly impairment analysis, which are valued using unobservable local and national industry market data such as comparable sales, appraisals, brokers' opinions of value and/or the terms of definitive sales contracts. Significant increases or decreases in any valuation inputs in isolation would result in a significantly lower or higher fair value measurement.

The following table sets forth our assets and liabilities and the Company's noncontrolling interests in the Operating Partnership that are measured or disclosed at fair value within the fair value hierarchy:

		Level 1		Level 2	
		Quoted Prices in Active Markets for Identical Assets or Liabilities			
		Total		Significant Observable Inputs	
Fair Value as of December 31, 2022:					
			Level 1		
			Level 1		
			Level 1		
		Total			
		Total			
		Total			
Fair Value as of December 31, 2023:					
Fair Value as of December 31, 2023:					
Fair Value as of December 31, 2023:					
Assets:					
Assets:					
Assets:	Assets:				
Mortgages and notes receivable, at fair value (1)	Mortgages and notes receivable, at fair value (1)	\$ 1,051	\$ —	\$ —	\$ 1,051
Mortgages and notes receivable, at fair value (1)					
Mortgages and notes receivable, at fair value (1)					
Marketable securities of non-qualified deferred compensation plan (in prepaid expenses and other assets)					
Marketable securities of non-qualified deferred compensation plan (in prepaid expenses and other assets)					
Marketable securities of non-qualified deferred compensation plan (in prepaid expenses and other assets)	Marketable securities of non-qualified deferred compensation plan (in prepaid expenses and other assets)	2,564	2,564	—	—
Total Assets	Total Assets	\$ 3,615	\$ 2,564	\$ —	\$ 1,051
Total Assets					
Total Assets					
Noncontrolling Interests in the Operating Partnership					
Noncontrolling Interests in the Operating Partnership					
Noncontrolling Interests in the Operating Partnership	Noncontrolling Interests in the Operating Partnership				
Noncontrolling Interests in the Operating Partnership	Noncontrolling Interests in the Operating Partnership	\$ 65,977	\$ 65,977	\$ —	—
Liabilities:	Liabilities:				
Liabilities:					
Liabilities:					
Mortgages and notes payable, net, at fair value (1)	Mortgages and notes payable, net, at fair value (1)	\$ 2,832,973	\$ —	\$ —	\$ 2,832,973
Mortgages and notes payable, net, at fair value (1)					
Mortgages and notes payable, net, at fair value (1)					

Non-qualified deferred compensation obligation (in accounts payable, accrued expenses and other liabilities)						
Non-qualified deferred compensation obligation (in accounts payable, accrued expenses and other liabilities)						
Non-qualified deferred compensation obligation (in accounts payable, accrued expenses and other liabilities)	Non-qualified deferred compensation obligation (in accounts payable, accrued expenses and other liabilities)		2,564		2,564	—
Total Liabilities	Total Liabilities	\$	2,835,537	\$	2,564	\$ 2,832,973
Total Liabilities						
Total Liabilities						
Fair Value as of December 31, 2021:						
Fair Value as of December 31, 2022:						
Fair Value as of December 31, 2022:						
Fair Value as of December 31, 2022:						
Assets:						
Assets:						
Assets:	Assets:					
Mortgages and notes receivable, at fair value (1)	Mortgages and notes receivable, at fair value (1)	\$	1,227	\$	—	\$ 1,227
Mortgages and notes receivable, at fair value (1)						
Mortgages and notes receivable, at fair value (1)						
Marketable securities of non-qualified deferred compensation plan (in prepaid expenses and other assets)						
Marketable securities of non-qualified deferred compensation plan (in prepaid expenses and other assets)						
Marketable securities of non-qualified deferred compensation plan (in prepaid expenses and other assets)	Marketable securities of non-qualified deferred compensation plan (in prepaid expenses and other assets)		2,866		2,866	—
Total Assets	Total Assets	\$	4,093	\$	2,866	\$ 1,227
Total Assets						
Total Assets						
Noncontrolling Interests in the Operating Partnership						
Noncontrolling Interests in the Operating Partnership						
Noncontrolling Interests in the Operating Partnership	Noncontrolling Interests in the Operating Partnership					
Noncontrolling Interests in the Operating Partnership	Noncontrolling Interests in the Operating Partnership	\$	111,689	\$	111,689	\$ —
Liabilities:						
Liabilities:						
Mortgages and notes payable, net, at fair value (1)	Mortgages and notes payable, net, at fair value (1)	\$	2,907,492	\$	—	\$ 2,907,492
Interest rate swaps (in accounts payable, accrued expenses and other liabilities)						
Interest rate swaps (in accounts payable, accrued expenses and other liabilities)						
Interest rate swaps (in accounts payable, accrued expenses and other liabilities)	Interest rate swaps (in accounts payable, accrued expenses and other liabilities)		60		—	60
Mortgages and notes payable, net, at fair value (1)						
Mortgages and notes payable, net, at fair value (1)						

Non-qualified deferred compensation obligation (in accounts payable, accrued expenses and other liabilities)	
Non-qualified deferred compensation obligation (in accounts payable, accrued expenses and other liabilities)	
Non-qualified deferred compensation obligation (in accounts payable, accrued expenses and other liabilities)	Non-qualified deferred compensation obligation (in accounts payable, accrued expenses and other liabilities)
	2,866
Total Liabilities	Total Liabilities
	\$ 2,910,418
	\$ 2,866
	\$ 2,907,552
Total Liabilities	
Total Liabilities	

(1) Amounts are not recorded at fair value on our Consolidated Balance Sheets as of December 31, 2022 December 31, 2023 and 2021, 2022.

At various points throughout 2022, there were Level 3 impaired real estate assets resulting from the shortened hold period assumptions for certain assets in Pittsburgh, which included the following:

- a land parcel measured at a fair value of \$1.7 million in the third quarter of 2022. This impairment resulted from the changes in our assumptions about the use of the asset as a result of our plan to exit the Pittsburgh market and was calculated using broker opinions of value, as observable inputs were not available; and
- EQT Plaza, an in-service office building measured at a fair value of \$57.4 million in the second quarter of 2022. This impairment resulted from the shortened hold period assumptions for the asset as a result of our plan to exit the Pittsburgh market. The estimated fair value was calculated using broker opinions of value, which incorporate an income approach, as observable inputs were not available. Key assumptions used in the impairment calculation were estimated selling costs of 3.5% (including seller's share of anticipated transfer taxes), the high end of an estimated discount rate ranging from 13.2% to 16.2% and an estimated terminal capitalization rate of 8.0%.

10. Equity

Common Stock Issuances

During 2020, 2023, we entered into separate equity distribution agreements in which the Company may offer and sell up to \$300.0 million in aggregate gross sales price of shares of Common Stock. There were no shares issued under these agreements in 2023. During 2022, and 2021, respectively, the Company issued 130,011 and 456,273 shares of Common Stock under its equity distribution agreements at an average gross sales price of \$46.50 and \$46.23 per share and received net proceeds, after sales commissions, of \$6.0 million and \$20.8 million. As of December 31, 2022 December 31, 2023, the Company had 94.8 million 94.3 million remaining shares of Common Stock authorized to be issued under its charter.

Common Stock Dividends

Dividends of the Company declared per share of Common Stock were \$2.00, \$1.96 \$2.00 and \$1.92 \$1.96 for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, respectively.

The following table sets forth the Company's estimated taxability to the common stockholders of dividends per share for federal income tax purposes:

Year Ended December 31,			Year Ended December 31,		
31,			31,		
	2022	2021		2023	2022
Ordinary dividend	Ordinary dividend			\$1.82	\$1.87
Capital gains	Capital gains			0.18	0.09
Return of capital				0.25	0.02
Total	Total	\$2.00	\$1.96	\$1.92	

Total
Total

The Company's tax returns have not been examined by the Internal Revenue Service ("IRS") and, therefore, the taxability of dividends is subject to change.

Preferred Stock

The following table sets forth the Company's outstanding Preferred Stock as of both December 31, 2022 December 31, 2023 and 2021 2022 :

	Issue Date	Number of Shares		Liquidation		Optional Redemption Date	Annual Dividends Payable Per Share	
		Outstanding	Carrying Value	Preference Per Share	Share		Payable Per Share	
		(in thousands)						
8.625% Series A Cumulative Redeemable	2/12/1997	29	\$ 28,821	\$ 1,000		2/12/2027	\$ 86.25	

	Issue Date	Number of Shares		Liquidation		Optional Redemption Date	Annual Dividends Payable Per Share	
		Outstanding	Carrying Value	Preference Per Share	Share		Payable Per Share	
		(in thousands)						
8.625% Series A Cumulative Redeemable	2/12/1997	29	\$ 28,811	\$ 1,000		2/12/2027	\$ 86.25	

The following table sets forth the Company's estimated taxability to the preferred stockholders of dividends per share for federal income tax purposes:

Year Ended December 31,			Year Ended December 31,			Year Ended December 31,		
2022 2021 2020			2023 2022 2021			2023 2022 2021		
Year Ended December 31,			Year Ended December 31,			Year Ended December 31,		
2023	2023	2023	2023	2022	2021	2023	2022	2021
8.625%	8.625%							
Series A	Series A							
Cumulative	Cumulative							
Redeemable:	Redeemable:							
Ordinary dividend								
Ordinary dividend								
Ordinary dividend	Ordinary dividend	\$ 78.48	\$ 82.38	\$ 74.96				
Capital gains	Capital gains	7.77	3.87	11.29				
Total	Total	\$ 86.25	\$ 86.25	\$ 86.25				

The Company's tax returns have not been examined by the IRS and, therefore, the taxability of dividends is subject to change.

Warrants

As of both December 31, 2022 December 31, 2023 and 2021 2022, we had 15,000 warrants outstanding with an exercise price of \$32.50 per share. Upon exercise of a warrant, the Company will contribute the exercise price to the Operating Partnership in exchange for

Common Units. Therefore, the Operating Partnership accounts for such warrants as if issued by the Operating Partnership. These warrants have no expiration date.

Common Unit Distributions

Distributions of the Operating Partnership declared per Common Unit were \$2.00, **\$1.96** \$2.00 and **\$1.92** \$1.96 for the years ended **December 31, 2022** December 31, 2023, **2021** 2022 and **2020**, 2021, respectively.

Redeemable Common Units

Generally, the Operating Partnership is obligated to redeem each Redeemable Common Unit at the request of the holder thereof for cash equal to the value of one share of Common Stock based on the average of the market price for the 10 trading days immediately preceding the notice date of such redemption, provided that the Company, at its option, may elect to acquire any such Redeemable Common Unit presented for redemption for cash or one share of Common Stock. When a holder redeems a Redeemable Common Unit for a share of Common Stock or cash, the Company's share in the Operating Partnership will be increased. The Common Units owned by the Company are not redeemable.

Preferred Units

The following table sets forth the Operating Partnership's outstanding Preferred Units as of both **December 31, 2022** December 31, 2023 and **2021** 2022:

	Issue Date	Number of Units (in thousands)	Carrying Value	Liquidation Preference Per Unit	Optional Redemption Date	Annual Distributions Payable Per Unit
8.625% Series A Cumulative Redeemable	2/12/1997	29	\$ 28,821	\$ 1,000	2/12/2027	\$ 86.25

	Issue Date	Number of Units (in thousands)	Carrying Value	Liquidation Preference Per Unit	Optional Redemption Date	Annual Distributions Payable Per Unit
8.625% Series A Cumulative Redeemable	2/12/1997	29	\$ 28,811	\$ 1,000	2/12/2027	\$ 86.25

11. Employee Benefit Plans

Officer, Management and Director Compensation Programs

Officers of the Company participate in an annual non-equity incentive program pursuant to which they are eligible to earn cash payments based on a percentage of their annual base salary in effect for December of the applicable year. Under this component of our executive compensation program, officers are eligible to earn additional cash compensation generally to the extent specific performance-based metrics are achieved during the most recently completed year. The position held by each officer has a target annual incentive percentage that ranges from **25%** 35% to 140% of base salary. The more senior the position, the greater the portion of compensation that varies with performance. The percentage amount an officer may earn under the annual non-equity incentive plan is the product of the target annual incentive percentage times an "actual performance factor," which can range from zero to 200%. Amounts under our annual non-equity incentive plan are accrued and expensed in the year earned, but are typically paid early in the following year.

Certain other employees participate in a similar annual non-equity incentive program. Incentive eligibility ranges from 5% to 30% of annual base salary. These amounts are also accrued and expensed in the year earned, but are typically paid early in the following year.

The Company's officers are eligible to receive a mix of long-term equity incentive awards on or about March 1 of each year. Prior to 2018, the mix generally consisted of stock options, time-based restricted stock and total return-based restricted stock. Since 2018, the mix has consisted of time-based restricted stock and total return-based restricted stock. Time-based restricted stock grants are also made annually to directors and certain other employees. Dividends received on restricted stock are non-forfeitable and are paid at the same rate and on the same date as on shares of Common Stock, except that, with respect to shares of total return-based restricted stock issued to the Company's chief executive officer, dividends accumulate and are payable only if and to the extent the shares vest. Dividends paid on subsequently forfeited shares are expensed. Additional shares of total return-based restricted stock may be issued at the end of the applicable measurement periods if and to the extent actual performance exceeds certain levels of performance. Such additional shares, if any, would be fully vested when issued. No expense is recorded for additional shares of total return-based restricted stock that may be issued at the end of the applicable measurement period since that possibility is reflected in the grant date fair value. The following table sets forth the number of shares of Common Stock reserved for future issuance under the Company's long-term equity incentive plans:

December 31,	
2022	2021

		December 31,	
		2023	
Outstanding	Outstanding	2023	
stock	stock		
options and	options and		
warrants	warrants	527,067	527,067
Possible	Possible		
future	future		
issuance	issuance		
under	under		
equity	equity		
incentive	incentive		
plans	plans	2,817,293	2,999,100
		3,344,360	3,526,167
		<u>3,064,883</u>	<u>3,064,883</u>

Of the possible future issuance under the Company's long-term equity incentive plans as of December 31, 2022 December 31, 2023, no more than an additional 0.8 million 0.5 million shares can be in the form of restricted stock.

During the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, we recognized share-based compensation expense of \$7.6 million \$7.0 million, \$8.6 million \$7.6 million and \$6.2 million \$8.6 million, respectively. Because REITs generally do not pay income taxes, we do not realize tax benefits on share-based payments. As of December 31, 2022 December 31, 2023, there was \$3.6 million \$4.0 million of total unrecognized share-based compensation costs, which will be recognized over a weighted average remaining contractual term of 1.9 2.0 years.

- Stock Options

Stock Outstanding stock options issued from 2014 through 2017 vest ratably on an annual basis over four years and expire after 10 years. All stock options have an exercise price equal to the last reported stock price of our Common Stock on the New York Stock Exchange ("NYSE") on the last trading day prior to grant. The value of all options as of the date of grant is calculated using the Black-Scholes option-pricing model and is amortized over the respective vesting period or the service period, if shorter, for employees who are or will become eligible under the Company's retirement plan.

The following table sets forth stock option activity:

		Options Outstanding	
		Weighted	
		Number	Average
		of	Exercise
		Options	Price
Stock options			
outstanding as of			
December 31, 2019	584,902	\$ 45.75	
Exercised	(42,163)	41.10	
Forfeited	(5,366)	50.82	
		Options Outstanding	
		Number of	
		Options	
Stock	Stock	Number of Options	
options	options	Weighted Average Exercise Price	
outstanding	outstanding		
as of	as of		
December	December		
31, 2020	31, 2020	537,373	46.07
Exercised	Exercised	(25,306)	43.76
Exercised			
Exercised			

Stock options	
outstanding as of	
December 31, 2021 (1)	
Stock options	
outstanding as of	
December 31, 2021 (1)	
Stock	Stock
options	options
outstanding	outstanding
as of	as of
December	December
31, 2021 (1)	31, 2021 (1)
	512,067
	46.18

(1) There were no options granted, canceled, exercised or forfeited during the **year years** ended **December 31, 2022, December 31, 2023 and 2022**. The Company had 512,067 options exercisable as of both **December 31, 2022 December 31, 2023, 2022 and 2021, respectively**, with a weighted average exercise price of \$46.18 at each date. As of **December 31, 2022, December 31, 2023 and 2022**, these options had a weighted average remaining life of 2.0 years and 3.0 years, respectively, and all **had exercise prices higher than the market price of our common stock**. As of **December 31, 2021, these options had a weighted average remaining life of 4.0 years, an intrinsic value of \$0.6 million, and there were 279,549 shares that had exercise prices higher than the market price of our common stock**.

No options were exercised during the **year years** ended **December 31, 2022 December 31, 2023 and 2022, respectively**. Cash received or receivable from options exercised was \$1.1 million and \$1.9 million for the **years year** ended December 31, 2021 and 2020, respectively. The total intrinsic value of options exercised during the **years year** ended December 31, 2021 and 2020 was \$0.1 million and \$0.4 million, respectively. The total intrinsic value of options outstanding as of December 31, 2021 and 2020 was \$0.6 million and \$0.1 million, respectively. The Company generally does not permit the net cash settlement of exercised stock options, but does permit net share settlement so long as the shares received are held for at least a year. The Company has a practice of issuing new shares to satisfy stock option exercises.

- Time-Based Restricted Stock

Shares of time-based restricted stock vest ratably on an annual basis generally over four years. Beginning in 2019, shares of time-based restricted stock granted to non-employee directors vest on the first anniversary of the grant date. The value of grants of time-based restricted stock is based on the market value of Common Stock as of the date of grant and is amortized to expense over the respective vesting period or the service period, if shorter, for employees who are or will become eligible under the Company's retirement plan.

The following table sets forth time-based restricted stock activity:

	Weighted Average Grant Number of Shares	Date Fair Value
Restricted shares		
outstanding as of		
December 31, 2019	218,151	\$ 45.73
Awarded and issued (1)	83,116	44.88
Vested (2)	(88,326)	45.86
Forfeited	(3,751)	45.78
Number of Shares		Number of Shares
Weighted Average Grant Date Fair Value		
Restricted shares	Restricted shares	
outstanding	outstanding	
as of	as of	
December	December	
31, 2020	31, 2020	209,190 45.34
Awarded	Awarded	
and issued	and issued	
(1)	(1)	103,120 39.99
Vested (2)	Vested (2)	(89,264) 45.90
Forfeited	Forfeited	(3,327) 43.13

Restricted shares	Restricted shares		
outstanding as of December 31, 2021	outstanding as of December 31, 2021	219,719	42.63
Awarded and issued	Awarded and issued		
(1)	(1)	99,975	43.58
Vested (2)	Vested (2)	(101,082)	42.80
Forfeited	Forfeited	(779)	42.37
Restricted shares	Restricted shares		
outstanding as of December 31, 2022	outstanding as of December 31, 2022	<u>217,833</u>	<u>\$ 42.63</u>
Awarded and issued			
(1)			
Vested (2)			
Forfeited			
Restricted shares			
outstanding as of December 31, 2023			

(1) The weighted average fair value at grant date of time-based restricted stock issued during the years ended December 31, 2022 December 31, 2023, 2022 and 2021 was \$4.1 million, \$4.4 million and 2020 was \$4.4 million, \$4.1 million and \$3.7 million, respectively.

(2) The vesting date fair value of time-based restricted stock that vested during the years ended December 31, 2022 December 31, 2023, 2022 and 2021 was \$2.5 million, \$4.4 million and 2020 was \$4.4 million, \$3.6 million and \$3.9 million, respectively. Vested shares include those shares surrendered by employees to satisfy tax withholding obligations in connection with such vesting.

- Total Return-Based Restricted Stock

Shares of total return-based restricted stock vest to the extent the Company's absolute total returns for certain pre-determined three-year periods exceed predetermined goals. The amount subject to vesting ranges from zero to 150%. For total return-based restricted stock issued prior to 2022, notwithstanding the Company's absolute total return, if the Company's total return exceeds 100% of the average peer group total return index, 100% of total return-based restricted stock issued will vest at the end of the applicable period. For total return-based restricted stock issued during since 2022, notwithstanding the Company's absolute total return, if the Company's total return is in the 50th percentile or greater as compared to all of the companies included in the FTSE NAREIT Equity Office Index, 100% of total return-based restricted stock issued will vest at the end of the applicable period. The weighted average grant date fair value of such shares of total return-based restricted stock issued in 2023, 2022 2021 and 2020 2021 was determined to be \$27.06, \$41.94 \$36.41 and \$38.31, \$36.41, respectively, and is amortized over the respective three-year period or the service period, if shorter, for employees who are or will become eligible under the Company's retirement plan. The fair values of the total return-based restricted stock granted were determined at the grant dates using a Monte Carlo simulation model and the following assumptions:

	2022	2021	2020		2023	2022	2021	
2023								
Risk free interest rate (1)	Risk free interest rate (1)	1.6 %	0.3 %	0.9 %	Risk free interest rate (1)	4.4 %	1.6 %	0.3 %

Common stock dividend yield (2)	4.5 %	4.8 %	3.9 %	Common stock dividend yield (2)	6.9 %	4.5 %	4.8 %	
Expected volatility (3)	(3)	25.8 %	26.8 %	20.4 %	Expected volatility (3)	27.2 %	25.8 %	26.8 %

(1) Represents the interest rate as of the grant date on US treasury bonds having the same life as the estimated life of the total return-based restricted stock grants.

(2) The dividend yield is calculated utilizing the then current regular dividend rate for a **one-year** **one-year** period and the average per share price of Common Stock during the **three-month** **three-month** period preceding the date of grant.

(3) Based on the historical volatility of Common Stock over a period relevant to the related total return-based restricted stock grant.

The following table sets forth total return-based restricted stock activity:

		Weighted Average	
	Number of Shares	Grant Date Fair Value	
Restricted shares outstanding as of December 31, 2019	208,848	\$ 42.22	
Awarded and issued (1)	66,188	38.31	
Forfeited (3)	(49,852)	51.93	
	Number of Shares		Weighted Average Grant Date Fair Value
Restricted shares outstanding as of December 31, 2020	225,184	39.53	
Awarded and issued (1)	81,464	36.41	
Vested (2)	(55,452)	43.01	
Forfeited (3)	(21,904)	42.33	
Restricted shares outstanding as of December 31, 2021	229,292	38.00	
Awarded and issued (1)	81,832	41.94	
Vested (2)	(62,985)	45.90	
Forfeited (3)	(20,995)	45.90	
Restricted shares outstanding as of December 31, 2022	227,144	\$ 38.93	
Awarded and issued (1)			

Vested (2)
 Forfeited (3)
 Restricted
 shares
 outstanding
 as of
 December
 31, 2023

(1) The fair value at grant date of total return-based restricted stock issued during the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020 2021 was \$3.4 million, \$2.9 million \$3.4 million and \$2.5 million \$2.9 million, respectively, at target.

(2) The vesting date fair value of total return-based restricted stock that vested during the years ended December 31, 2022 December 31, 2023, 2022 and 2021 was \$2.7 1.7 million, \$2.7 million and \$2.2 million, respectively, based on the performance of the specific plans. Vested shares include those shares

surrendered by employees to satisfy tax withholding obligations in connection with such vesting. There were no vested shares of total return-based restricted stock during the year ended December 31, 2020.

(3) The 2022 2021 and 2020 2021 amounts include 20,995 18,484 and 46,852 18,484 shares, respectively, that were forfeited at the end of the applicable measurement period because the applicable total return did not meet targeted levels. No shares were forfeited in 2023.

401(k) Retirement Savings Plan

We have a 401(k) Retirement Savings Plan covering substantially all employees who meet certain age and employment criteria. We contribute amounts for each participant at a rate of 75% of the employee's contribution (up to 6% of each employee's bi-weekly salary and cash incentives, subject to statutory limits). During the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, we contributed \$1.4 million, \$1.3 million \$1.4 million and \$1.4 million \$1.3 million, respectively, to the 401(k) savings plan. The assets of this qualified plan are not included in our Consolidated Financial Statements since the assets are not owned by us.

Retirement Plan

The Company has a retirement plan for employees with at least 30 years of continuous service or are at least 55 years old with at least 10 years of continuous service. Subject to advance written notice and a non-compete agreement, eligible retirees would be entitled to receive a pro rata amount of any annual non-equity incentive compensation earned during the year of retirement and stock options and time-based restricted stock would be non-forfeitable and vest according to the terms of their original grants. Eligible retirees would also be entitled to retain any total return-based restricted stock that subsequently vests after the retirement date according to the terms of their original grants. For employees who meet the age and service eligibility requirements, 100% of their annual grants are expensed at the grant date as if fully vested. For employees who will meet the age and service eligibility requirements within the normal vesting periods, the grants are amortized over the shorter service period.

Deferred Compensation

Prior to 2010, officers could elect to defer all or a portion of their cash compensation, which was then invested in unrelated mutual funds under a non-qualified deferred compensation plan. These investments are recorded at fair value, which aggregated \$2.6 million \$2.3 million and \$2.9 million \$2.6 million as of December 31, 2022 December 31, 2023 and 2021 2022, respectively, and are included in prepaid expenses and other assets, with an offsetting deferred compensation liability recorded in accounts payable, accrued expenses and other liabilities. Deferred amounts ultimately payable to the participants are based on the value of the related mutual fund investments. Accordingly, changes in the value of the unrelated mutual funds are recorded in interest and other income and the corresponding offsetting changes in the deferred compensation liability are recorded in general and administrative expense. As a result, there is no effect on our net income.

The following table sets forth our deferred compensation liability:

			Year Ended December 31,		
			2022	2021	2020
			Year Ended December 31,		
			2023	2023	2022
Beginning deferred compensation liability	Beginning deferred compensation liability		\$2,866	\$2,573	\$2,345

Mark-to-market adjustment to deferred compensation (in general and administrative expenses)	Mark-to-market adjustment to deferred compensation (in general and administrative expenses)	(302)	293	228
Mark-to-market adjustment to deferred compensation (in general and administrative expenses)				
Mark-to-market adjustment to deferred compensation (in general and administrative expenses)				
Distributions from deferred compensation plans				
Total deferred compensation liability	Total deferred compensation liability	\$2,564	\$2,866	\$2,573

Employee Stock Purchase Plan

The Company has an Employee Stock Purchase Plan ("ESPP") pursuant to which employees may contribute up to 25% of their cash compensation for the purchase of Common Stock. At the end of each quarter, each participant's account balance, which includes accumulated dividends, is applied to acquire shares of Common Stock at a cost that is calculated at 85% of the average closing price on the NYSE on the five consecutive days preceding the last day of the quarter. In the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, the Company issued 77,086, 46,656 38,460 and 47,208 38,460 shares, respectively, of Common Stock under the ESPP. The 15% discount on newly issued shares, which is taxable income to the participants and is recorded by us as additional compensation expense, aggregated \$0.2 million \$0.3 million, \$0.2 million and \$0.3 million \$0.2 million in the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, respectively. Generally, shares purchased under the ESPP must be held for at least one year. The Company satisfies its ESPP obligations by issuing additional shares of Common Stock.

12. Real Estate and Other Assets Held For Sale

The following table sets forth the assets held for sale as of December 31, 2022 and 2021, which are considered non-core:

	December 31,	
	2022	2021
Assets:		
Land held for development	\$ —	\$ 3,482
Net real estate assets	—	3,482
Prepaid expenses and other assets	—	36
Real estate and other assets, net, held for sale	\$ —	\$ 3,518

13. Earnings Per Share and Per Unit

The following table sets forth the computation of basic and diluted earnings per share of the Company:

		Year Ended December 31,				
		2022	2021	2020		
		Year Ended December 31,				
		2023	2022	2021		
Earnings per Common Share - basic:	Earnings per Common Share - basic:					
Numerator:	Numerator:					
Numerator:						

Numerator:					
Net income					
Net income					
Net income	Net income	\$163,958	\$323,310	\$357,914	
Net (income)	Net (income)				
attributable to	attributable to				
noncontrolling	noncontrolling				
interests in the	interests in the				
Operating Partnership	Operating Partnership	(3,670)	(8,321)	(9,338)	
Net (income) attributable to noncontrolling interests in consolidated affiliates					
(1,230) (1,712) (1,174)					
Net (income)/loss attributable to noncontrolling interests in consolidated affiliates					
Dividends on Preferred Stock	Dividends on Preferred Stock	(2,486)	(2,486)	(2,488)	
Net income available for common stockholders	Net income available for common stockholders	\$156,572	\$310,791	\$344,914	
Net income available for common stockholders					
Net income available for common stockholders					
Denominator:	Denominator:				
Denominator for basic earnings per Common Share – weighted average shares (1)					
Denominator for basic earnings per Common Share – weighted average shares (1)	Denominator for basic earnings per Common Share – weighted average shares (1)	105,120	104,232	103,876	
Net income available for common stockholders	Net income available for common stockholders	\$ 1.49	\$ 2.98	\$ 3.32	
Net income available for common stockholders					
Net income available for common stockholders					
Earnings per Common Share - diluted:	Earnings per Common Share - diluted:				
Numerator:	Numerator:				
Numerator:					
Net income	Net income	\$163,958	\$323,310	\$357,914	
Net (income) attributable to noncontrolling interests in consolidated affiliates	Net (income) attributable to noncontrolling interests in consolidated affiliates	(1,230)	(1,712)	(1,174)	
Net income					
Net income					
Net (income)/loss attributable to noncontrolling interests in consolidated affiliates	Net (income)/loss attributable to noncontrolling interests in consolidated affiliates				

Dividends on Preferred Stock	Dividends on Preferred Stock	(2,486)	(2,486)	(2,488)
Net income available for common stockholders before net (income) attributable to noncontrolling interests in the Operating Partnership	Net income available for common stockholders before net (income) attributable to noncontrolling interests in the Operating Partnership	\$160,242	\$319,112	\$354,252
Net income available for common stockholders before net (income) attributable to noncontrolling interests in the Operating Partnership	Net income available for common stockholders before net (income) attributable to noncontrolling interests in the Operating Partnership			
Denominator: Denominator for basic earnings per Common Share – weighted average shares (1)	Denominator: Denominator for basic earnings per Common Share – weighted average shares (1)	105,120	104,232	103,876
Denominator for basic earnings per Common Share – weighted average shares (1)	Denominator for basic earnings per Common Share – weighted average shares (1)			
Add: Stock options using the treasury method	Add: Stock options using the treasury method			
Stock options using the treasury method	Stock options using the treasury method	5	18	8
Noncontrolling interests Common Units	Noncontrolling interests Common Units	2,442	2,811	2,830
Denominator for diluted earnings per Common Share – adjusted weighted average shares and assumed conversions	Denominator for diluted earnings per Common Share – adjusted weighted average shares and assumed conversions	107,567	107,061	106,714
Net income available for common stockholders	Net income available for common stockholders	\$ 1.49	\$ 2.98	\$ 3.32
Net income available for common stockholders	Net income available for common stockholders			

(1) Includes all unvested restricted stock where dividends on such restricted stock are non-forfeitable.

The following table sets forth the computation of basic and diluted earnings per unit of the Operating Partnership:

		Year Ended December 31,		
		2022	2021	2020
		Year Ended December 31,		
		2023	2023	2022
Earnings per Common		Earnings per Common		
Unit - basic:		Unit - basic:		
Numerator:		Numerator:		
Numerator:				
Net income	Net income	\$163,958	\$323,310	\$357,914
Net (income) attributable to noncontrolling interests in consolidated affiliates		(1,230)	(1,712)	(1,174)
Net income				
Net income				
Net (income)/loss attributable to noncontrolling interests in consolidated affiliates				
Distributions on Preferred Units	Distributions on Preferred Units	(2,486)	(2,486)	(2,488)
Net income available for common unitholders	Net income available for common unitholders	\$160,242	\$319,112	\$354,252
Net income available for common unitholders				
Net income available for common unitholders				
Denominator:	Denominator:			
Denominator for basic earnings per Common Unit – weighted average units (1)				
Denominator for basic earnings per Common Unit – weighted average units (1)				
Denominator for basic earnings per Common Unit – weighted average units (1)	Denominator for basic earnings per Common Unit – weighted average units (1)	107,153	106,634	106,297
Net income available for common unitholders	Net income available for common unitholders	\$ 1.50	\$ 2.99	\$ 3.33
Net income available for common unitholders				
Net income available for common unitholders				
Earnings per Common	Earnings per Common			
Unit - diluted:	Unit - diluted:			
Numerator:	Numerator:			
Numerator:				
Net income	Net income	\$163,958	\$323,310	\$357,914

Net (income) attributable to noncontrolling interests in consolidated affiliates	(1,230)	(1,712)	(1,174)
Net income			
Net income			
Net (income)/loss attributable to noncontrolling interests in consolidated affiliates			
Distributions on Preferred Units			
Net income available for common unitholders			
Denominator: Denominator for basic earnings per Common Unit – weighted average units (1)	Denominator for basic earnings per Common Unit – weighted average units (1)	Denominator for basic earnings per Common Unit – weighted average units (1)	Denominator for basic earnings per Common Unit – weighted average units (1)
Add: Stock options using the treasury method			
Denominator for diluted earnings per Common Unit – adjusted weighted average units and assumed conversions	Denominator for diluted earnings per Common Unit – adjusted weighted average units and assumed conversions	Denominator for diluted earnings per Common Unit – adjusted weighted average units and assumed conversions	Denominator for diluted earnings per Common Unit – adjusted weighted average units and assumed conversions
Net income available for common unitholders			

(1) Includes all unvested restricted stock where distributions on such restricted stock are non-forfeitable.

14.13. Income Taxes

Our Consolidated Financial Statements include the operations of the Company's taxable REIT subsidiary, which is not entitled to the dividends paid deduction and is subject to federal, state and local income taxes on its taxable income.

The minimum dividend per share of Common Stock required for the Company to maintain its REIT status was \$1.42, \$1.60 \$1.61 and \$1.41 \$1.61 per share in 2023, 2022 2021 and 2020, 2021, respectively. Continued qualification as a REIT depends on the Company's ability to satisfy the dividend distribution tests, stock ownership requirements and various other qualification tests. The tax basis of the Company's assets (net of accumulated tax depreciation and amortization) and liabilities was approximately \$5.6 billion and \$3.5 billion, respectively, as of December 31, 2022 December 31, 2023 and \$5.2 billion \$5.6 billion and \$3.2 billion \$3.5 billion, respectively, as of December 31, 2021 December 31, 2022. The tax basis of the Operating Partnership's assets (net of accumulated tax depreciation and amortization) and liabilities was approximately \$5.4 billion and \$3.5 billion, respectively, as of December 31, 2022 December 31, 2023 and \$5.0 billion \$5.4 billion and \$3.2 billion \$3.5 billion, respectively, as of December 31, 2021 December 31, 2022.

During the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020 2021, the Company qualified as a REIT and incurred no federal income tax expense; accordingly, the only federal income taxes included in the accompanying Consolidated Financial Statements relate to activities of the Company's taxable REIT subsidiary.

The Company's net deferred tax liability was \$0.1 million as of December 31, 2021. There was Company had no net deferred tax asset or liability as of December 31, 2023 or December 31, 2022. The net deferred tax liability is comprised primarily of tax versus book differences related to property (depreciation, amortization and basis differences).

For the years ended December 31, 2022 December 31, 2023 and 2021, 2022, there were no unrecognized tax benefits. The Company is subject to federal, state and local income tax examinations by taxing authorities for 2019 2020 through 2022, 2023. The Company does not expect that the total amount of unrecognized benefits will materially change within the next year.

15.14. Segment Information

Our principal business is the operation, acquisition and development of rental office properties. We evaluate our business by geographic location. The operating results by geographic grouping are regularly reviewed by our chief operating decision maker for assessing performance and other purposes. There are no material inter-segment transactions.

Our accounting policies of the segments are the same as those used in our Consolidated Financial Statements. All operations are within the United States.

The following tables summarize the rental and other revenues, net operating income (the and total assets for our office properties. Net operating income is the primary industry property-level performance metric used by our chief operating decision maker and which is defined as rental and other revenues less rental property and other expenses) and total assets for our office properties. Our segment information as of and for the years ended December 31, 2021 and 2020, respectively, has been retrospectively revised from previously reported amounts to reflect a change in our reportable segments as a result of our plan to exit the Pittsburgh market. expenses.

	Year Ended December 31,			Year Ended December 31,		
	2023	2023	2022	2022	2021	
Rental and Other Revenues:						
Atlanta						
Atlanta						
Atlanta						
Charlotte						
Charlotte						
Nashville						
Nashville						
Orlando						
Orlando						
Raleigh						
Raleigh						
Raleigh						
Richmond						
Richmond						
Tampa						
Tampa						
Total Office Segment						
Total Office Segment						
Other						
Other						
Other						

Total Rental and Other Revenues	Total Rental and Other Revenues	\$828,929	\$768,007	\$736,900
Net Operating Income:				
Net Operating Income:				
Net Operating Income:				
Atlanta				
Atlanta	Atlanta	\$ 92,297	\$ 94,122	\$ 95,448
Charlotte	Charlotte	55,689	38,464	28,431
Nashville	Nashville	129,217	110,039	99,901
Orlando	Orlando	32,331	31,301	29,546
Raleigh				
Raleigh	Raleigh	134,904	121,005	95,926
Richmond	Richmond	28,879	31,726	33,667
Tampa	Tampa	59,691	64,396	67,059
Total Office Segment	Total Office Segment	533,008	491,053	449,978
Other	Other	36,115	40,518	55,097
Other				
Other				
Total Net Operating Income	Total Net Operating Income	569,123	531,571	505,075
Reconciliation to net income:				
Depreciation and amortization				
Depreciation and amortization				
Depreciation and amortization	Depreciation and amortization	(287,610)	(259,255)	(241,585)
Impairments of real estate assets	Impairments of real estate assets	(36,515)	—	(1,778)
General and administrative expenses	General and administrative expenses	(42,266)	(40,553)	(41,031)
Interest expense	Interest expense	(105,385)	(85,853)	(80,962)
Other income/(loss)		1,530	1,394	(1,707)
Other income				
Gains on disposition of property	Gains on disposition of property	63,546	174,059	215,897
Gain on deconsolidation of affiliate				
Equity in earnings of unconsolidated affiliates	Equity in earnings of unconsolidated affiliates	1,535	1,947	4,005
Net income	Net income	\$ 163,958	\$ 323,310	\$ 357,914

		December 31,		
		2022	2021	
		December 31,		December 31,
		2023		2022
Total Assets:	Total Assets:			
Total Assets:				
Total Assets:				

Atlanta			
Atlanta			
Atlanta	Atlanta	\$ 928,406	\$ 947,877
Charlotte	Charlotte	984,075	771,121
Nashville	Nashville	1,290,819	1,294,178
Orlando	Orlando	287,950	285,781
Raleigh	Raleigh	1,288,878	1,269,200
Raleigh			
Raleigh			
Richmond	Richmond	196,435	202,488
Tampa	Tampa	493,966	514,303
Total	Total		
Office	Office		
Segment	Segment	5,470,529	5,284,948
Other	Other	592,847	410,190
Total Assets	Total Assets	\$6,063,376	\$5,695,138

16.15. Subsequent Events

We have a 50.0% ownership interest in Markel, a joint venture that was consolidated as of December 31, 2022 (see Note 4). Effective January 1, 2023, the agreement governing the joint venture Our \$750.0 million unsecured revolving credit facility was modified on January 25, 2024 and is now scheduled to require mature in January 2028 (but can be extended for two additional six-month periods at our option assuming no defaults have occurred). The interest rate on our newly modified revolving credit facility remains SOFR plus a related spread adjustment of 10 basis points and a borrowing spread of 85 basis points, based on current credit ratings and the annual facility fee remains 20 basis points. The interest rate and facility fee are based on the higher of the publicly announced ratings from Moody's Investors Service or Standard & Poor's Ratings Services. Subject to written consent of both partners for major operating the lenders, we may elect to amend the newly modified revolving credit facility no later than May 15, 2024 to provide that the interest rate may be adjusted upward or downward by up to 2.5 basis points subject to satisfaction of certain to-be-determined sustainability goals with respect to the ongoing reduction of greenhouse gas emissions. The financial and financial policies other covenants under our newly modified facility are substantially similar to our previous credit facility. We expect to incur \$7.9 million of debt issuance costs, which will be amortized along with certain existing unamortized debt issuance costs over the entity's remaining term of our new revolving credit facility. We expect to record \$0.2 million of loss on debt extinguishment. As of January 26, 2024, there was \$36.0 million outstanding under our revolving credit facility and \$0.9 million of outstanding letters of credit, which reduces the availability on our revolving credit facility. As a result, even though we remain the managing member, because we are no longer in sole control unused capacity of the major operating and financial policies our revolving credit facility as of the entity, we will no longer consolidate Markel and will account for the joint venture using the equity method of accounting effective January 1, 2023. January 26, 2024 was \$713.1 million.

On February 1, 2023 January 31, 2024, the Company declared a cash dividend of \$0.50 per share of Common Stock, which is payable on March 14, 2023 March 12, 2024 to stockholders of record as of February 21, 2023 February 20, 2024.

HIGHWOODS PROPERTIES, INC. HIGHWOODS REALTY LIMITED PARTNERSHIP

NOTE TO SCHEDULE III (in thousands)

The following table sets forth the activity of real estate assets and accumulated depreciation:

	December 31,				
	2022	2021	2020		
Real estate assets:	Real estate assets:				
Real estate assets:					
Real estate assets:					
Beginning balance					
Beginning balance					
Beginning balance	Beginning balance \$ 6,486,136	\$ 5,594,833	\$ 5,776,804		

Acquisitions, development and improvements	Acquisitions, development and improvements	378,587	1,248,256	259,470
Cost of real estate sold and retired	(175,031)	(356,953)	(441,441)	
Acquisitions, development and improvements				
Acquisitions, development and improvements				
Cost of real estate sold, retired and deconsolidated				
Ending balance (a)	Ending balance (a)	\$6,689,692	\$6,486,136	\$5,594,833
Accumulated depreciation:	Accumulated depreciation:			
Beginning balance	Beginning balance	\$1,457,511	\$1,421,956	\$1,405,341
Beginning balance	Beginning balance			
Beginning balance	Beginning balance			
Depreciation expense	Depreciation expense	240,273	218,628	204,585
Real estate sold and retired	(88,282)	(183,073)	(187,970)	
Real estate sold, retired and deconsolidated				
Ending balance (b)	Ending balance (b)	\$1,609,502	\$1,457,511	\$1,421,956

(a) Reconciliation of total real estate assets to balance sheet caption:

		2023	2022	2021	2020		2023	2022	2021
Total per Schedule III									
Total per Schedule III									
Total per Schedule III	Total per Schedule III	\$6,689,692	\$6,486,136	\$5,594,833					
Development in-process exclusive of land included in Schedule III	Development in-process exclusive of land included in Schedule III	46,735	6,890	259,681					
Real estate assets, net, held for sale	Real estate assets, net, held for sale	—	(3,482)	(14,850)					
Total real estate assets	Total real estate assets	\$6,736,427	\$6,489,544	\$5,839,664					

(b) Reconciliation of total accumulated depreciation to balance sheet caption:

		2023	2022	2021	2020		2023	2022	2021
Total per Schedule III									
Total per Schedule III									
Total per Schedule III	Total per Schedule III	\$1,609,502	\$1,457,511	\$1,421,956					

Real estate assets, net, held for sale	Real estate assets, net, held for sale	—	—	(3,577)
Total accumulated depreciation	Total accumulated depreciation	\$1,609,502	\$1,457,511	\$1,418,379

HIGHWOODS PROPERTIES, INC.
HIGHWOODS REALTY LIMITED PARTNERSHIP

SCHEDULE III - REAL ESTATE AND ACCUMULATED DEPRECIATION

(in thousands)

December 31, 2022 2023

Costs Capitalized												Life on Which Depreciation is Calculated	
Subsequent to Acquisition												Depreciation is Calculated	
Initial Costs												Depreciation is Calculated	
Description	Property	2022	Initial Costs	Bldg & Acquisition	Bldg & Gross Value at Close of Period	Bldg & Depreciation	Total Assets (1)	Accumulated Depreciation	Date of Construction	Life on Which Depreciation	is Calculated	Depreciation is Calculated	Depreciation is Calculated
Description	Description	Type	Encumbrance	Land	Land	Land	Assets (1)	Depreciation	Construction	Depreciation	Depreciation	Depreciation	Depreciation
Atlanta, GA	Atlanta, GA												
Atlanta, GA													
1700 Century Circle													
1700 Century Circle	1700 Century Circle	Office	\$ —	\$ 2,482	\$ 2 \$ 1,340	\$ 2 \$ 3,822	\$ 3,824	\$ 2,225	1983	5-40 yrs.	Office	\$ —	\$ 2,482
1800 Century Boulevard	1800 Boulevard	Office	1,444	29,081	— 6,381	1,444 35,462	36,906	21,368	1975	5-40 yrs.	Boulevard	1,444	29,081
1825 Century Boulevard	1825 Boulevard	Office	864	—	303 15,209	1,167 15,209	16,376	7,687	2002	5-40 yrs.	Boulevard	864	—
1875 Century Boulevard	1875 Boulevard	Office	—	8,924	— 8,854	— 17,778	17,778	10,331	1976	5-40 yrs.	Boulevard	—	8,924
1900 Century Boulevard	1900 Boulevard	Office	—	4,744	— 340	— 5,084	5,084	5,084	1971	5-40 yrs.	Boulevard	—	4,744
2200 Century Parkway	2200 Parkway	Office	—	14,432	— 9,374	— 23,806	23,806	13,405	1971	5-40 yrs.	Parkway	—	14,432
2400 Century Parkway	2400 Parkway	Office	—	—	406 14,802	406 14,802	15,208	8,843	1998	5-40 yrs.	Parkway	—	—
2500 Century Parkway	2500 Parkway	Office	—	—	328 12,892	328 12,892	13,220	6,204	2005	5-40 yrs.	Parkway	—	—
2500/2635 Parking Garage	2500/2635 Parking Garage	Office	—	—	— 6,447	— 6,447	6,447	2,764	2005	5-40 yrs.	2500/2635 Parking Garage	—	—

Two Morcroft	Two Morcroft	Office	(2)	3,530	28,804
Three Morcroft	Three Morcroft	Office	(2)	3,566	30,505

**HIGHWOODS PROPERTIES, INC.
HIGHWOODS REALTY LIMITED PARTNERSHIP**

SCHEDULE III - REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)

Costs Capitalized												Life on Which Depreciation is Calculated	
Subsequent to Acquisition													
Initial Costs													
Description	Property	2022	Bldg &	Bldg &	Bldg &	Total	Accumulated	Date of	Life on	Which	Depreciation	is	Calculated
	Description	Type	Encumbrance	Land	Improv	Land	Improv	Land	Improv	Assets (1)	Depreciation	Construction	
Capitol Towers North	Capitol Towers North												
Capitol Towers South	Capitol Towers South												
1426 S.	1426 S.												
Tryon - Land	Tryon - Land												
SIX50 at Legacy Union	SIX50 at Legacy Union	Office	—	—	16,504	166,305	16,504	166,305	182,809	2,104	2020	5-40 yrs.	SIX50 at Legacy Union
Nashville, TN	Nashville, TN												
3322 West End	3322 West End												
3322 West End	3322 West End	Office	3,025	27,490	—	12,663	3,025	40,153	43,178	21,598	1986	5-40 yrs.	Office
3401 West End	3401 West End	Office	5,862	22,917	—	7,484	5,862	30,401	36,263	17,944	1982	5-40 yrs.	3401 West End
5310 Maryland Way	5310 Maryland Way	Office	1,863	7,201	—	3,818	1,863	11,019	12,882	7,444	1994	5-40 yrs.	5310 Maryland Way
Cool Springs I & II Deck	Cool Springs I & II Deck	Office	—	—	—	3,994	—	3,994	3,994	1,516	2007	5-40 yrs.	Cool Springs I & II Deck
Cool Springs III & IV Deck	Cool Springs III & IV Deck	Office	—	—	—	4,467	—	4,467	4,467	1,762	2007	5-40 yrs.	Cool Springs III & IV Deck
Cool	Cool	Office	1,583	—	15	18,764	1,598	18,764	20,362	9,375	1999	5-40 yrs.	Cool

Springs	Springs															
Seven Springs West	Seven Springs West	Office	2,439	51,306	—	1,187	2,439	52,493	54,932	10,007	2016	5-40 yrs.	West	Office	2,439	51,306
Seven Springs II	Seven Springs II	Office	2,356	30,048	—	3,103	2,356	33,151	35,507	6,418	2017	5-40 yrs.	Springs II	Office	2,356	30,048
Bridgestone Tower	Bridgestone Tower	Office	19,223	169,582	—	380	19,223	169,962	189,185	26,196	2017	5-40 yrs.	Bridgestone Tower	Office	19,223	169,582
Virginia Springs II	Virginia Springs II	Office	4,821	26,448	—	3,973	4,821	30,421	35,242	1,914	2020	5-40 yrs.	Virginia Springs II	Office	4,821	26,448
MARS Campus	MARS Campus	Office	7,010	87,474	—	136	7,010	87,610	94,620	12,072	2019	5-40 yrs.	MARS Campus	Office	7,010	87,474
Virginia Springs I	Virginia Springs I	Office	4,534	25,632	—	308	4,534	25,940	30,474	3,745	2018	5-40 yrs.	Virginia Springs I	Office	4,534	25,632
1100 Broadway - Land	Office	29,845	—	(200)	—	29,645	—	29,645	—	N/A	N/A					
Asurion	Office	33,219	230,569	—	2,253	33,219	232,822	266,041	9,601	2021	5-40 yrs.					

**HIGHWOODS PROPERTIES, INC.
HIGHWOODS REALTY LIMITED PARTNERSHIP**

SCHEDULE III - REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)

Description	Property	Costs Capitalized												Depreciation is Calculated	
		Initial Costs			Subsequent to Acquisition			Gross Value at Close of Period			Life on Which				
		Description	Type	Encumbrance	Land	Bldg & Improv	Land	Bldg & Improv	Land	Bldg & Improv	Total Assets (1)	Accumulated Depreciation	Date of Construction		
1100 Broadway - Land															
1100 Broadway - Land															
1100 Broadway - Land															
Asurion															
Ovation - Land	Ovation - Land	Office	89,231	—	162	—	89,393	—	89,393	—	N/A	N/A			
Broadway Stem - Land	Broadway Stem - Land	Office	6,218	—	—	526	6,218	526	6,744	18	N/A	5-40 yrs.			
YMCA Site - land	YMCA Site - land	Office	16,121	—	48	—	16,169	—	16,169	—	N/A	N/A			
Orlando, FL Capital	Orlando, FL Capital														
Plaza Three - Land	Plaza Three - Land	Office	2,994	—	18	—	3,012	—	3,012	—	N/A	N/A			
Capital Plaza Three - Land	Capital Plaza Three - Land														
Capital Plaza Three - Land	Capital Plaza Three - Land														

1800 Eller Drive	1800 Eller Drive	Office	—	9,851	—	2,565	—	12,416	12,416	8,430	1983	5-40 yrs.	1800 Eller Drive	Office	—	9,851	9,851
Seaside Plaza	Seaside Plaza	Office	3,893	29,541	—	14,028	3,893	43,569	47,462	12,534	1982	5-40 yrs.					
201 South Orange	201 South Orange	Office											201 South Orange	Office	3,893	29,541	
Capital Plaza Two	Capital Plaza Two	Office	4,346	43,394	—	11,555	4,346	54,949	59,295	13,688	1999	5-40 yrs.	Capital Plaza Two	Office	4,346	43,394	43,394
Capital Plaza One	Capital Plaza One	Office	3,482	27,321	—	9,724	3,482	37,045	40,527	10,249	1975	5-40 yrs.	Capital Plaza One	Office	3,482	27,321	27,321
Landmark Center Two	Landmark Center Two	Office	4,743	22,031	—	10,368	4,743	32,399	37,142	10,100	1985	5-40 yrs.	Landmark Center Two	Office	4,743	22,031	22,031
Landmark Center One	Landmark Center One	Office	6,207	22,655	—	11,953	6,207	34,608	40,815	10,272	1983	5-40 yrs.	Landmark Center One	Office	6,207	22,655	22,655
Bank of America Plaza	Bank of America Plaza	Office	3,490	56,079	—	9,601	3,490	65,680	69,170	14,390	2000	5-40 yrs.	Bank of America Plaza	Office	3,490	56,079	56,079
Eola Centre	Eola Centre	Office	5,785	11,160	—	15,510	5,785	26,670	32,455	5,463	1969	5-40 yrs.	Eola Centre	Office	5,785	11,160	11,160
Pittsburgh, PA	Pittsburgh, PA																
One PPG Place	One PPG Place																
One PPG Place	One PPG Place	Office	9,819	107,643	—	51,618	9,819	159,261	169,080	55,295	1985	5-40 yrs.	One PPG Place	Office	9,819	107,643	107,643
Two PPG Place	Two PPG Place	Office	2,302	10,978	—	12,456	2,302	23,434	25,736	7,358	1985	5-40 yrs.	Two PPG Place	Office	2,302	10,978	10,978
Three PPG Place	Three PPG Place	Office	501	2,923	—	4,536	501	7,459	7,960	3,254	1985	5-40 yrs.	Three PPG Place	Office	501	2,923	2,923
Four PPG Place	Four PPG Place	Office	620	3,239	—	3,383	620	6,622	7,242	2,438	1985	5-40 yrs.	Four PPG Place	Office	620	3,239	3,239
Five PPG Place	Five PPG Place	Office	803	4,924	—	2,678	803	7,602	8,405	2,490	1985	5-40 yrs.	Five PPG Place	Office	803	4,924	4,924
Six PPG Place	Six PPG Place	Office	3,353	25,602	—	15,552	3,353	41,154	44,507	13,894	1985	5-40 yrs.	Six PPG Place	Office	3,353	25,602	25,602
EQT Plaza	EQT Plaza	Office	16,457	83,812	(6,000)	(7,121)	10,457	76,691	87,148	33,713	1987	5-40 yrs.	EQT Plaza	Office	16,457	83,812	83,812
East Liberty - Land	East Liberty - Land	Office	2,478	—	(813)	—	1,665	—	1,665	—	N/A	N/A	East Liberty - Land	Office	2,478	—	
Raleigh, NC	Raleigh, NC																
3600 Glenwood Avenue	3600 Glenwood Avenue	Office	—	10,994	—	6,160	—	17,154	17,154	10,184	1986	5-40 yrs.					
3600 Glenwood Avenue	3600 Glenwood Avenue																

**HIGHWOODS PROPERTIES, INC.
HIGHWOODS REALTY LIMITED PARTNERSHIP**

SCHEDULE III - REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)

GlenLake	GlenLake																			
Four	Four	Office	1,659	—	493	20,705	2,152	20,705	22,857	8,420	2006	5-40 yrs.	GlenLake	Office	1,659	—	—	—	493	493
GlenLake	GlenLake																			
Six	Six	Office	941	—	(365)	20,453	576	20,453	21,029	7,374	2008	5-40 yrs.	GlenLake	Office	941	—	—	(365)	(365)	2
701	701																			
Corporate	Corporate																			
Center	Center	Office	1,304	—	540	18,946	1,844	18,946	20,790	9,389	1996	5-40 yrs.	Corporate	Office	1,304	—	—	540	540	1
7001	7001																			
Weston	Weston																			
Parkway	Parkway	Office	531	—	(267)	8,062	264	8,062	8,326	4,788	1998	5-40 yrs.	Parkway	Office	531	—	—	(267)	(267)	
Inveresk	Inveresk																			
Parcel 2 -	Parcel 2 -																			
Land	Land	Office	657	—	38	103	695	103	798	19	N/A	5-40 yrs.	Land	Office	657	—	—	38	38	
4201 Lake	4201 Lake																			
Boone Trail	Boone Trail	Office	1,450	6,311	—	1,015	1,450	7,326	8,776	2,460	1998	5-40 yrs.	Boone Trail	Office	1,450	6,311	6,311	—	—	
4620	4620																			
Creekstone	Creekstone																			
Drive	Drive	Office	149	—	107	5,927	256	5,927	6,183	1,851	2001	5-40 yrs.	Drive	Office	149	—	—	107	107	
4825	4825																			
Creekstone	Creekstone																			
Drive	Drive	Office	398	—	293	10,819	691	10,819	11,510	5,906	1999	5-40 yrs.	Drive	Office	398	—	—	293	293	1
751	751																			
Corporate	Corporate																			
Center	Center	Office	2,665	16,939	—	(50)	2,665	16,889	19,554	3,400	2018	5-40 yrs.	Center	Office	2,665	16,939	16,939	—	—	
PNC Plaza	PNC Plaza	Office	1,206	—	—	71,091	1,206	71,091	72,297	29,568	2008	5-40 yrs.	PNC Plaza	Office	1,206	—	—	—	—	7
4301 Lake	4301 Lake																			
Boone Trail	Boone Trail	Office	878	3,730	—	2,432	878	6,162	7,040	4,355	1990	5-40 yrs.	Boone Trail	Office	878	3,730	3,730	—	—	
4207 Lake	4207 Lake																			
Boone Trail	Boone Trail	Office	362	1,818	—	1,409	362	3,227	3,589	2,440	1993	5-40 yrs.	Boone Trail	Office	362	1,818	1,818	—	—	
2301	2301																			
Rexwoods	Rexwoods																			
Drive	Drive	Office	919	2,816	—	1,486	919	4,302	5,221	2,997	1992	5-40 yrs.	Drive	Office	919	2,816	2,816	—	—	
4325 Lake	4325 Lake																			
Boone Trail	Boone Trail	Office	586	—	—	4,696	586	4,696	5,282	3,220	1995	5-40 yrs.	Boone Trail	Office	586	—	—	—	—	
2300	2300																			
Rexwoods	Rexwoods																			
Drive	Drive	Office	1,301	—	184	10,418	1,485	10,418	11,903	4,084	1998	5-40 yrs.	Drive	Office	1,301	—	—	184	184	
4709 Creekstone	4709 Creekstone	Drive	469	4,038	23	5,722	492	9,760	10,252	3,752	1987	5-40 yrs.								
4700 Six	4700 Six																			
Forks Road	Forks Road	Office	666	2,665	—	1,741	666	4,406	5,072	2,558	1982	5-40 yrs.	4700 Six	Forks Road	666	2,665	2,665	—	—	
4700	4700																			
Homewood	Homewood																			
Court	Court	Office	1,086	4,533	—	1,655	1,086	6,188	7,274	3,915	1983	5-40 yrs.	Court	Office	1,086	4,533	4,533	—	—	
4800 Six	4800 Six																			
Forks Road	Forks Road	Office	862	4,411	—	2,725	862	7,136	7,998	4,534	1987	5-40 yrs.	4800 Six	Forks Road	862	4,411	4,411	—	—	
4601	4601																			
Creekstone	Creekstone																			
Drive	Drive	Office	255	—	217	5,686	472	5,686	6,158	3,257	1997	5-40 yrs.	Drive	Office	255	—	—	217	217	

Weston - Land	Weston - Land	Office	22,771	—	(19,528)	—	3,243	—	3,243	—	N/A	N/A	Weston - Land	Office	22,771	—	—	(19,528)	(19,528)
4625 Creekstone Drive	4625 Creekstone Drive	Office	458	—	268	6,647	726	6,647	7,373	3,831	1995	5-40 yrs.	Weston - Land	Office	458	—	—	268	268
11000 Weston Parkway	11000 Weston Parkway	Office	2,651	18,850	—	16,628	2,651	35,478	38,129	9,954	1998	5-40 yrs.	Weston - Land	Office	2,651	18,850	18,850	—	—
GlenLake Five	GlenLake Five	Office	2,263	30,264	—	1,424	2,263	31,688	33,951	9,365	2014	5-40 yrs.	Weston - Land	Office	2,263	30,264	30,264	—	—
11800 Weston Parkway	11800 Weston Parkway	Office	826	13,188	—	45	826	13,233	14,059	3,855	2014	5-40 yrs.	Weston - Land	Office	826	13,188	13,188	—	—
CentreGreen Café	CentreGreen Café	Office	41	3,509	—	15	41	3,524	3,565	709	2014	5-40 yrs.	Weston - Land	Office	41	3,509	3,509	—	—
CentreGreen Fitness Center	CentreGreen Fitness Center	Office	27	2,322	—	(1)	27	2,321	2,348	469	2014	5-40 yrs.	Weston - Land	Office	27	2,322	2,322	—	—
One City Plaza	One City Plaza	Office	11,288	68,375	—	26,944	11,288	95,319	106,607	28,566	1986	5-40 yrs.	Weston - Land	Office	11,288	68,375	68,375	—	—
Edison - Land Charter Square	Edison - Land Charter Square	Office	5,984	—	1,834	—	7,818	—	7,818	—	N/A	N/A	Weston - Land	Office	5,984	—	—	1,575	1,575
MetLife Global Technology Campus	MetLife Global Technology Campus	Office	21,580	149,889	—	264	21,580	150,153	171,733	28,859	2015	5-40 yrs.	Weston - Land	Office	21,580	149,889	149,889	—	—
GlenLake Seven	GlenLake Seven	Office	1,662	37,332	—	—	1,662	37,332	38,994	2,886	2020	5-40 yrs.	Weston - Land	Office	1,662	37,332	37,332	—	—

**HIGHWOODS PROPERTIES, INC.
HIGHWOODS REALTY LIMITED PARTNERSHIP**

SCHEDULE III - REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)

Description	Costs Capitalized												Depreciation is Calculated on Which					
	Subsequent to				Gross Value at Close of Period													
	Initial Costs		Acquisition		Gross Value at Close of Period				Accumulated		Date of Construction							
Description	Property	2022	Bldg & Land	Bldg & Land	Bldg & Land	Total Assets (1)	Depreciation	Accumulated Assets (1)	Date of Construction	Depreciation	Depreciation	Depreciation	Calculated					
Description	Description	Type	Encumbrance	Land	Land	Land	Land	Depreciation	Construction	Depreciation	Depreciation	Depreciation	Calculated					
Hargett - Land	Hargett - Land																	
Hargett - Land	Hargett - Land	Office	9,248	—	(212)	—	9,036	—	9,036	—	N/A	N/A	Office	9,248	—	—	—	
Forum 1	Forum 1	Office	1,278	27,809	—	1,535	1,278	29,344	30,622	2,335	1985	5-40 yrs.	Forum 1	1,278	27,809	27,809	—	—
Forum 2	Forum 2	Office	1,327	18,088	—	326	1,327	18,414	19,741	1,636	1988	5-40 yrs.	Forum 2	1,327	18,088	18,088	—	—

Forum 3	Forum 3	Office	994	23,931	—	1,394	994	25,325	26,319	2,199	1995	5-40 yrs.	Forum 3	Office		994	23,931		
Forum 4	Forum 4	Office	2,118	43,889	—	271	2,118	44,160	46,278	3,273	2000	5-40 yrs.	Forum 4	Office		2,118	43,889		
Forum 5	Forum 5	Office	1,552	26,263	—	1,146	1,552	27,409	28,961	2,489	2007	5-40 yrs.	Forum 5	Office		1,552	26,263		
Captrust	Captrust												Captrust						
Tower	Tower	Office	84,666	9,670	124,530	—	2,432	9,670	126,962	136,632	5,466	2010	5-40 yrs.	Tower	Office	84,360	9,670	124,530	124,530
150	150												150						
Fayetteville	Fayetteville	Office	113,105	7,677	130,049	—	12,153	7,677	142,202	149,879	7,118	1991	5-40 yrs.	Fayetteville	Office	110,391	7,677	130,049	130,049
GlenLake													GlenLake						
III													III	Office					
2205													2205						
Evans													Evans						
Road -													Road -						
Land													Land	Office					
Other	Other												Other						
Property	Property	Other	27,260	20,868	(21,846)	3,166	5,414	24,034	29,448	10,379	N/A	5-40 yrs.	Property	Other		27,260	20,868		
Richmond,	Richmond,																		
VA	VA																		
4900 Cox	4900 Cox																		
Road	Road	Office	1,324	5,311	15	3,537	1,339	8,848	10,187	5,764	1991	5-40 yrs.							
4900 Cox Road																			
4900 Cox Road														Office		1,324			
Colonnade	Colonnade												Colonnade						
Building	Building	Office	1,364	6,105	—	3,139	1,364	9,244	10,608	4,237	2003	5-40 yrs.	Building	Office		1,364	6,105		
Markel 4521		Office	1,581	13,299	168	(378)	1,749	12,921	14,670	7,029	1999	5-40 yrs.							
Highwoods	Highwoods												Highwoods						
Commons	Commons	Office	521	—	458	4,930	979	4,930	5,909	2,323	1999	5-40 yrs.	Commons	Office		521	—		
Highwoods	Highwoods												Highwoods						
One	One	Office	1,688	—	22	14,053	1,710	14,053	15,763	7,981	1996	5-40 yrs.	One	Office		1,688	—		
Highwoods	Highwoods												Highwoods						
Two	Two	Office	786	—	226	10,840	1,012	10,840	11,852	5,106	1997	5-40 yrs.	Two	Office		786	—		
Highwoods	Highwoods												Highwoods						
Five	Five	Office	783	—	11	8,210	794	8,210	9,004	4,520	1998	5-40 yrs.	Five	Office		783	—		
Highwoods	Highwoods												Highwoods						
Plaza	Plaza	Office	909	—	187	6,123	1,096	6,123	7,219	3,046	2000	5-40 yrs.	Plaza	Office		909	—		
Innslake	Innslake												Innslake						
Center	Center	Office	845	—	125	7,725	970	7,725	8,695	3,927	2001	5-40 yrs.	Center	Office		845	—		
4101 Cox	4101 Cox												4101 Cox						
Road	Road	Office	1,205	4,825	—	2,711	1,205	7,536	8,741	4,045	1990	5-40 yrs.	Road	Office		1,205	4,825		
Markel 4501		Office	1,300	13,259	213	(3,435)	1,513	9,824	11,337	4,497	1998	5-40 yrs.							
4600 Cox Road		Office	1,700	17,081	169	(3,208)	1,869	13,873	15,742	6,444	1989	5-40 yrs.							

Real Estate Portfolio Analysis - Tampa, FL															
Property Type		Address		Building Type		Dimensions		Costs Capitalized		Depreciation		Accumulated Depreciation		Remaining Value	
Building	Land	Address	Building	Land	Width (ft)	Length (ft)	Initial Costs	Subsequent to Acquisition	Land	Building	Total Assets (\$)	Accumulated Depreciation	Date of Construction	Life on Which	
North Park	North Park	Office			2,163	8,659	6 3,315	2,169	11,974	14,143	6,966	1989	5-40 yrs.	North Park	
North Shore Commons I	North Shore Commons I	Office			951	—	137 14,727	1,088	14,727	15,815	6,758	2002	5-40 yrs.	North Shore Commons I	
North Shore Commons II	North Shore Commons II	Office			2,067	—	(89) 11,742	1,978	11,742	13,720	4,526	2007	5-40 yrs.	North Shore Commons II	
North End - Land	North End - Land	Office			1,497	—	55 10 1,552	10	1,562	2	N/A	5-40 yrs.	North End - Land	North End - Land	
One Shockoe Plaza	One Shockoe Plaza	Office			—	—	356 22,319	356	22,319	22,675	12,122	1996	5-40 yrs.	One Shockoe Plaza	One Shockoe Plaza
Pavilion - Land	Pavilion - Land	Office			181	46	(181) (46)	—	—	—	—	N/A	N/A	Pavilion - Land	Pavilion - Land
Lake Brook Commons	Lake Brook Commons	Office			1,600	8,864	(179) 334	1,421	9,198	10,619	3,848	1996	5-40 yrs.	Lake Brook Commons	Lake Brook Commons
Sadler & Cox - Land	Sadler & Cox - Land	Office			1,535	—	343 —	1,878	—	1,878	—	N/A	N/A	Sadler & Cox - Land	Sadler & Cox - Land
Highwoods Three	Highwoods Three	Office			1,918	—	358 12,542	2,276	12,542	14,818	5,254	2005	5-40 yrs.	Highwoods Three	Highwoods Three
Stony Point I	Stony Point I	Office			1,384	11,630	(267) 4,808	1,117	16,438	17,555	9,230	1990	5-40 yrs.	Stony Point I	Stony Point I
Stony Point II	Stony Point II	Office			1,240	—	103 13,952	1,343	13,952	15,295	7,215	1999	5-40 yrs.	Stony Point II	Stony Point II
Stony Point III	Stony Point III	Office			995	—	— 11,375	995	11,375	12,370	6,139	2002	5-40 yrs.	Stony Point III	Stony Point III
Stony Point IV	Stony Point IV	Office			955	—	— 12,794	955	12,794	13,749	5,367	2006	5-40 yrs.	Stony Point IV	Stony Point IV
4480 Cox Road	4480 Cox Road													4480 Cox Road	4480 Cox Road
Innsbrook Centre	Innsbrook Centre													Innsbrook Centre	Innsbrook Centre
Tampa, FL	Tampa, FL													Tampa, FL	Tampa, FL

HIGHWOODS PROPERTIES, INC.
HIGHWOODS REALTY LIMITED PARTNERSHIP

SCHEDULE III - REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)

Description	Description	Property Type	2022 Encumbrance	Costs Capitalized				Life on Which				
				Initial Costs	Subsequent to Acquisition	Gross Value at Close of Period		Depreciation is Calculated				
Initial Costs				Initial Costs				Initial Costs				
Description	Description	Type	Land	Bldg & Improv	Land	Bldg & Improv	Land	Bldg & Improv	Total Assets (\$)	Accumulated Depreciation	Date of Construction	Life on Which

													Depreciation is Calculated 5-40 yrs.	
4480 Cox Road		Office	1,301	6,036	15	3,448	1,316	9,484	10,800	4,281	1996			
Innsbrook Centre		Office	914	8,249	—	999	914	9,248	10,162	4,470	1987			
Tampa, FL														
Meridian Three														
Meridian Three														
Meridian Three	Meridian Three	Office	2,673	16,470	—	6,677	2,673	23,147	25,820	8,912	1989	5-40 yrs.	Office	
Bayshore Place	Bayshore Place	Office	2,276	11,817	—	3,915	2,276	15,732	18,008	8,265	1990	5-40 yrs.	Bayshore Place	Office
Highwoods Bay Center I	Highwoods Bay Center I	Office	3,565	—	(64)	38,113	3,501	38,113	41,614	15,460	2007	5-40 yrs.	Highwoods Bay Center I	Office
Horizon	Horizon	Office	—	6,257	—	4,410	—	10,667	10,667	5,453	1980	5-40 yrs.	Horizon	Office
LakePointe One	LakePointe One	Office	2,106	89	—	41,363	2,106	41,452	43,558	24,877	1986	5-40 yrs.	LakePointe One	Office
LakePointe Two	LakePointe Two	Office	2,000	15,848	672	13,141	2,672	28,989	31,661	16,304	1999	5-40 yrs.	LakePointe Two	Office
Lakeside	Lakeside	Office	—	7,369	—	7,160	—	14,529	14,529	8,478	1978	5-40 yrs.	Lakeside	Office
Lakeside/Parkside Garage	Lakeside/Parkside Garage	Office	—	—	—	5,731	—	5,731	5,731	2,950	2004	5-40 yrs.	Lakeside/Parkside Garage	Office
One Harbour Place	One Harbour Place	Office	2,016	25,252	—	17,019	2,016	42,271	44,287	21,481	1985	5-40 yrs.	One Harbour Place	Office
Parkside	Parkside	Office	—	9,407	—	3,513	—	12,920	12,920	7,041	1979	5-40 yrs.	Parkside	Office
Pavilion	Pavilion	Office	—	16,394	—	6,535	—	22,929	22,929	14,016	1982	5-40 yrs.	Pavilion	Office
Pavilion Parking Garage	Pavilion Parking Garage	Office	—	—	—	5,911	—	5,911	5,911	3,353	1999	5-40 yrs.	Pavilion Parking Garage	Office
Spectrum	Spectrum	Office	1,454	14,502	—	5,946	1,454	20,448	21,902	11,480	1984	5-40 yrs.	Spectrum	Office
Tower Place	Tower Place	Office	3,218	19,898	—	9,888	3,218	29,786	33,004	15,879	1988	5-40 yrs.	Tower Place	Office
Westshore Square	Westshore Square	Office	1,126	5,186	—	1,765	1,126	6,951	8,077	4,103	1976	5-40 yrs.	Westshore Square	Office
Independence Park - Land		Office	4,943	—	2,669	1,693	7,612	1,693	9,305	247	N/A	5-40 yrs.		
Independence One		Office	2,531	4,526	—	2,407	2,531	6,933	9,464	2,349	1983	5-40 yrs.		
Meridian One	Meridian One	Office	1,849	22,363	—	4,120	1,849	26,483	28,332	7,641	1984	5-40 yrs.	Meridian One	Office

Meridian Two	Meridian Two	Office	1,302	19,588	—	5,843	1,302	25,431	26,733	7,947	1986	5-40 yrs.	Meridian Two	Office
Avion	Avion	Office	—	—	6,310	43,562	6,310	43,562	49,872	6,874	2016	5-40 yrs.	Avion	Office
Truist Place	Truist Place	Office	1,980	102,138	—	28,429	1,980	130,567	132,547	29,249	1992	5-40 yrs.	Truist Place	Office
Truist Place - Land	Truist Place - Land	Office	2,225	—	—	—	2,225	—	2,225	—	N/A	N/A	Land	Office
Midtown West	Midtown West	Office	16,543	34,818	—	7,312	16,543	42,130	58,673	1,826	2021	5-40 yrs.	Midtown West	Office
			\$781,999	\$4,175,016	\$(2,061)	\$1,734,738	\$779,938	\$5,909,754	\$6,689,692	\$1,609,502				45,000
			\$	=										16

(1) The cost basis for income tax purposes of aggregate land and buildings and tenant improvements as of December 31, 2022 December 31, 2023 is \$6.4 billion \$6.6 billion.

(2) These assets are pledged as collateral for a \$69.5 million first mortgage loan.

(3) These assets are pledged as collateral for a \$124.5 million first mortgage loan.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Raleigh, State of North Carolina, on February 7, 2023 February 6, 2024.

Highwoods Properties, Inc.

By: /s/ Theodore J. Klinck

Theodore J. Klinck
President and Chief Executive Officer

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

Signature	Title	Date
/s/ Carlos E. Evans Carlos E. Evans	Chairman of the Board of Directors	February 7, 2023 6, 2024
/s/ Theodore J. Klinck Theodore J. Klinck	President, Chief Executive Officer and Director	February 7, 2023 6, 2024
/s/ Charles A. Anderson Charles A. Anderson	Director	February 7, 2023 6, 2024
/s/ Gene H. Anderson Gene H. Anderson	Director	February 7, 2023 6, 2024
/s/ Thomas P. Anderson Thomas P. Anderson	Director	February 7, 2023 6, 2024
/s/ David L. Gadis David L. Gadis	Director	February 7, 2023 6, 2024
/s/ David J. Hartzell David J. Hartzell	Director	February 7, 2023 6, 2024
/s/ Anne H. Lloyd Anne H. Lloyd	Director	February 7, 2023 6, 2024
/s/ Candice W. Todd Candice W. Todd	Director	February 6, 2024
/s/ Brendan C. Maiorana Brendan C. Maiorana	Executive Vice President and Chief Financial Officer	February 7, 2023 6, 2024
/s/ Daniel L. Clemmens Daniel L. Clemmens	Vice President and Chief Accounting Officer	February 7, 2023 6, 2024

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Raleigh, State of North Carolina, on **February 7, 2023 February 6, 2024**.

Highwoods Realty Limited Partnership

By: **Highwoods Properties, Inc., its sole general partner**

By: **/s/ Theodore J. Klinck**
Theodore J. Klinck
President and Chief Executive Officer

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

Signature	Title	Date
/s/ Carlos E. Evans Carlos E. Evans	Chairman of the Board of Directors of the General Partner	February 7, 2023 6, 2024
/s/ Theodore J. Klinck Theodore J. Klinck	President, Chief Executive Officer and Director of the General Partner	February 7, 2023 6, 2024
/s/ Charles A. Anderson Charles A. Anderson	Director of the General Partner	February 7, 2023 6, 2024
/s/ Gene H. Anderson Gene H. Anderson	Director of the General Partner	February 7, 2023 6, 2024
/s/ Thomas P. Anderson Thomas P. Anderson	Director of the General Partner	February 7, 2023 6, 2024
/s/ David L. Gadis David L. Gadis	Director of the General Partner	February 7, 2023 6, 2024
/s/ David J. Hartzell David J. Hartzell	Director of the General Partner	February 7, 2023 6, 2024
/s/ Anne H. Lloyd Anne H. Lloyd	Director of the General Partner	February 7, 2023 6, 2024
/s/ Candice W. Todd Candice W. Todd	Director of the General Partner	February 6, 2024
/s/ Brendan C. Maiorana Brendan C. Maiorana	Executive Vice President and Chief Financial Officer of the General Partner	February 7, 2023 6, 2024
/s/ Daniel L. Clemmens Daniel L. Clemmens	Vice President and Chief Accounting Officer of the General Partner	February 7, 2023 6, 2024

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Exhibit 10

**AMENDMENT NO. 1 TO THE
HIGHWOODS PROPERTIES, INC.
2020 EMPLOYEE STOCK PURCHASE PLAN 19**

This Amendment No. 1 (this "Amendment"), dated as of November 30, 2022, is hereby made CORPORATE POLICY REGARDING INSIDER TRADING

Last Revised: March 21, 2023

Overview

The federal securities laws are designed to ensure that our investors are on equal footing with our employees and that everyone has access to the 2020 Employee Stock Purchase Plan (the "Plan") same important information when making investment decisions regarding Highwoods securities. Unlawful insider trading occurs when a person uses "material non-public" information obtained through their employment or other involvement with us to make decisions to purchase, sell or otherwise trade Highwoods securities or to provide that information to others outside Highwoods.

What is "Material Nonpublic Information?"

What Does "Material" Mean? Information about Highwoods is "material" if it would be expected to affect the investment or voting decisions of **Highwoods Properties, Inc. (the "Company")**, a reasonable investor, or if the disclosure of the information would be expected to significantly alter the total mix of the information in the marketplace about Highwoods. In simple terms, material information is any type of information that could reasonably be expected to affect the market price of our securities. Both positive and negative information may be material. While it is not possible to identify all information that would be deemed material, the following types of information ordinarily would be considered material:

- our operating performance, especially quarterly and year-end operating results, and significant changes in our liquidity and financial position;

WHEREAS, internal projections and strategic plans;

- planned mergers or acquisitions, planned acquisitions or dispositions of significant assets or planned significant development projects;
- significant new leases or unscheduled loss of customers;
- public or private securities/debt offerings;
- changes in dividend policies or credit ratings;
- changes in senior management or membership of the Board of Directors;
- actual or threatened major litigation, or the resolution of such litigation;
- the contents of forthcoming publications that may affect the market price of our securities;
- statements by stock market analysts regarding Highwoods and/or our securities; and
- the existence of non-routine trading blackout periods.

What Does "Nonpublic" Mean? Material information is "nonpublic" if it has **delegated** not been widely disseminated to the **Committee** its powers general public through a report filed with **respect** the SEC or through major newswire services, national news services or financial news services. Material information posted on our website at www.highwoods.com may be considered public for purposes of this Policy if accompanied by other widely-disseminated disclosures reasonably designed to **administration** alert the investing public to the availability of such information on the website. For purposes of this Policy,

information will be considered public after the close of trading on the second full trading day following the widespread public release by us of the **Plan** as permitted by Section 6 **hereof**; and information.

Consult the General Counsel When in Doubt. If you are unsure whether the information that you possess is material or nonpublic, please consult the General Counsel before trading in any of our securities.

WHEREAS, the Committee has the power to amend the Plan without the consent of any other person so long as such amendment (1) does not materially and adversely affect any outstanding Option and (2) What Constitutes "Trading" in a "Highwoods Security?"

What is not a "material revision" to the Plan as such "Highwoods Security?" This term means our common stock, which is defined by Section 303A.08 of traded on the New York Stock Exchange **Listed Company Manual** (or under the symbol "HIW," as well as any **successor rule**); other securities that we may issue from time to time, such as preferred stock, operating partnership units and bonds. The term also includes derivative securities relating to our stock, whether or not issued by us, such as publicly-traded options.

What is a "Trade?" This Policy generally covers all transactions involving Highwoods securities, **including purchases, sales, sales upon exercise of stock options, gifts and pledges.**

WHEREAS, after having There are a few types of trades that are **not** subject to this Policy. First, the Policy does not apply to periodic contributions to our employee stock purchase plan so long as you do not alter your instructions regarding the purchase or sale of securities in the plan while aware of material nonpublic information. Second, the Policy

does not apply to the exercise of stock options that are settled in shares, i.e. where no Highwoods stock is sold in the market. Third, the Policy does not apply to purchases or sales made in accordance with a reasonable determination valid "Rule 10b5-1 trading plan," which is a systematic program of trades over time that might include periods in which such trades might otherwise be prohibited under the federal securities laws or this Policy. Employees who desire to implement a Rule 10b5-1 trading plan must first obtain approval from the General Counsel.

What is "Shareworks?"

Our long-term equity incentive plans, which cover all equity grants including restricted shares and stock options, are automated and administered through Morgan Stanley At Work's web-based tool called "Shareworks." Importantly, while Shareworks is a one-stop system where participants can access their account information, enact live trades and direct cash proceeds to their personal bank/brokerage account in a simple, user-friendly environment, trading in Highwoods securities through Shareworks is also subject to this Policy.

Rules that Apply to All Employees

Prohibition on Trading While in Possession of Material Nonpublic Information. No director, officer, employee or consultant who possesses material nonpublic information about Highwoods may trade in our securities, advise anyone else to do so or communicate the information to anyone else (a practice referred to as "tipping") until you know that the Amendment meets information has been disseminated to the criteria public or is no longer material. Importantly, this policy extends to family members and affiliated entities (such as trusts, limited partnerships and corporations over which you or your family members have or share voting or investment control). In addition, no officer, director, employee or consultant who, in the course of working for adoption Highwoods, learns of material nonpublic information of another company with which we do business, such as a customer or supplier, may trade in that company's securities until that information becomes public or is no longer material.

Suspension of Trading Activities. In order to avoid any questions and to protect both employees and Highwoods from any potential liability, from time to time we may impose a trading "blackout" period during which some or all employees may not buy or sell Highwoods securities. The General Counsel (or his designee) will impose such a blackout period if, in his judgment, there exists nonpublic information that would make trades by employees (or certain designated employees) inappropriate in light of the risk that such trades could be viewed as violating applicable securities laws.

Imposition of a blackout period can be communicated to you verbally or in writing, such as via e-mail. It is the sole responsibility of each employee, and not Highwoods, to take all steps necessary to ensure Highwoods securities

are not traded during any applicable blackout period. This includes Highwoods securities held in personal brokerage accounts.

Prohibition on Selective Disclosure of Material Nonpublic Information. We are required under the federal securities laws to avoid the selective disclosure of material nonpublic information. Highwoods has established procedures for releasing material information in a manner that is designed to achieve broad dissemination of the information immediately upon its release. You may not, therefore, disclose material information to anyone outside Highwoods, including family members and friends, other than in accordance with those established procedures. Any inquiries from outsiders regarding material nonpublic information about Highwoods should be forwarded to the General Counsel, Chief Financial Officer or Executive Vice President of Finance. It is the responsibility of the General Counsel to make determinations on behalf of Highwoods as to what information is deemed "material."

Without the specific prior approval of the Chief Executive Officer or the General Counsel, you are not permitted to respond to market rumors or otherwise make any public statements regarding Highwoods or its prospects. This includes responding to or commenting on any social media platforms such as Facebook and Twitter. If you become aware of any rumors or false statements, you should immediately report them to the General Counsel, Chief Financial Officer or Executive Vice President of Finance.

Highwoods View on Certain Types of Trades. We prohibit and/or strongly discourage certain types of trades involving Highwoods securities:

- **Short Sales.** Short sales evidence an expectation on the part of the seller that the securities will decline in value. Therefore, engaging in a short sale of Highwoods stock could signal to the market that the seller has no confidence in Highwoods or its short-term prospects. In addition, short sales may have the unproductive effect of reducing the seller's incentive to improve our performance. For these reasons, short sales of Highwoods securities are prohibited under this Policy.
- **Publicly-Traded Options.** A trade involving publicly-traded options is, in effect, a bet on the short-term movement of a company's stock and, if undertaken by an employee, creates the appearance that you are trading based on inside information. Trades of publicly-traded options also may focus your attention on short-term performance, possibly at the expense of our long-term Strategic Plan. Accordingly, trades involving puts, calls or other derivative securities involving Highwoods securities, on an exchange or in any other organized market, are prohibited under this Policy. Note: stock options issued under our long-term equity incentive plans are not publicly-traded options and are therefore not subject to this prohibition.
- **Hedging Transactions.** Certain forms of hedging or monetization transactions, such as zero-cost collars and forward sale contracts, theoretically allow you to lock in much of the value of your stock holdings, often in exchange for all or part of the potential for upside appreciation in the stock. These transactions allow you to continue to own the covered securities, but without the full risks and rewards of ownership. When that occurs, you may no longer have the same objectives as our other investors. Therefore,

you are strongly discouraged from engaging in such transactions involving Highwoods securities. Any person wishing to enter into such an arrangement must first receive pre-approval for the proposed transaction from the General Counsel.

- **Margin Accounts and Pledges.** Securities held in a margin account may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the pledgor is aware of material nonpublic information or otherwise is not permitted to trade in Highwoods securities, you are strongly discouraged from holding Highwoods securities in a margin account or pledging Highwoods securities as collateral for a loan. Any person wishing to enter into such an arrangement must first receive pre-approval for the proposed transaction from the General Counsel. Pursuant to a policy adopted by our Board of Directors effective January 1, 2009, no director or officer may directly or indirectly engage in any transactions pursuant to which shares of common stock or operating partnership units are held in margin accounts or otherwise pledged to secure

personal loans or lines of credit or similar forms of indebtedness without the prior consent of the Compensation and Governance Committee.

Additional Rules that Apply to Designated Insiders

Some employees are more likely than others to possess material nonpublic information about Highwoods. These include directors and executive officers who are subject to the reporting provisions and trading restrictions of Section 16 of the Securities Exchange Act of 1934, all other officers and certain other employees as may be designated from time to time by us who, because of their duties, have regular access to material nonpublic information. We refer to these persons as "Designated Insiders."

To minimize the risk of apparent or actual violations of the rules governing insider trading, we have adopted these additional policies relating to trades in Highwoods securities by Designated Insiders. As with the other provisions of this Policy, Designated Insiders are responsible for ensuring compliance with these additional restrictions, including restrictions on all trading during certain periods, by family members and members of their households and by entities over which they exercise voting or investment control.

Trading Blackouts for Designated Insiders. There are two types of trading blackouts of which Designated Insiders should be aware. First, there is a quarterly earnings blackout period applicable to Designated Insiders that generally begins after the end of a calendar quarter (March 31, June 30, September 30 and December 31) and ends at the close of trading on the second full trading day following the earnings release. Unless instructed otherwise, all Designated Insiders should assume a quarterly earnings blackout is in effect during this timeframe regardless of whether a specific communication has been delivered.

Second, from time to time, we may at our discretion impose additional blackout periods applicable to Designated Insiders due to the existence of material nonpublic information, such as a pending significant acquisition or financing, that is likely to be widely known among Designated Insiders. Even when a blackout is not in effect, like all employees, Designated Insiders are prohibited from trading in Highwoods securities while in possession of material nonpublic information. Our General Counsel will advise Designated Insiders when such a trading blackout begins and ends. Imposition of an additional blackout period can be communicated to you verbally or in writing, such as via e-mail.

It is the sole responsibility of each Designated Insider, and not Highwoods, to take all steps necessary to ensure Highwoods securities are not traded during any applicable blackout period. This includes Highwoods securities held in personal brokerage accounts.

Pre-Clearance of Trades by Designated Insiders. Even during an open trading window, all trades of Highwoods securities by Designated Insiders must first be pre-cleared by the General Counsel (or his designee). (Any trades by the General Counsel must be pre-cleared by the Chief Executive Officer or Chief Financial Officer.) The intent of this requirement is to prevent inadvertent violations of the Policy, avoid trades involving the appearance of improper insider trading, facilitate timely SEC reporting and avoid trades that are subject to disgorgement under Section 16(b) of the Exchange Act (see "—Reminder to Section 16 Insiders About Short-Swing Profits"). The existence of this pre-clearance procedure does not in any way obligate Highwoods to approve any trades requested by Designated Insiders. As a reminder, Designated Insiders may not utilize Shareworks to effect any trades, even during an open trading window, without obtaining pre-clearance.

A request for pre-clearance must be sent via e-mail in advance of each proposed trade to Preclearance@Highwoods.com and include the following information:

- the nature of the proposed trade and the expected date of the trade;
- number of shares involved;
- if the trade involves a stock option exercise, the specific option to be exercised; and

- identity of and contact information for the broker proposed to execute the trade;

All pre-cleared trades must be undertaken within five business days of the approval, subject to any intervening blackout periods and provided the Designated Insider does not subsequently come into possession of material nonpublic information.

Reporting of Trades by Section 16 Insiders. Most trades (including gifts) by those Designated Insiders who are executive officers and/or directors ("Section 16 Insiders") are subject to reporting on Form 4 with the SEC within two business days following the trade date (which in the case of an open market trade is the date when the broker places the buy or sell order, not the date when the trade is settled). To facilitate timely reporting under Section 16 of the Exchange Act, Section 16 Insiders are required to (a) report the details of each trade immediately after it is executed and (b) arrange with persons whose trades must be reported by the Section 16 Insider (such as immediate family members living in the same household) to immediately report directly to Highwoods the details of any trade involving Highwoods securities. The term "executive officer" includes our Chief Executive Officer, our Chief Operating Officer, our Chief Financial Officer, our General Counsel and our Executive Vice President of Finance.

Trade details to be reported include:

- trade date;
- number of shares involved;
- price per share at which the trade was executed (before addition or deduction of brokerage commission and other transaction fees);
- if the trade was a stock option exercise, the specific option exercised; and
- contact information for the broker who executed the trade.

The trade details must be reported to the General Counsel and the Director of Human Resources. We have engaged Morgan Stanley At Work's Executive Services team to assist the Section 16 Insider in preparing his or her Form 4. While we and Morgan Stanley At Work's Executive Services team will assist with Form 4 filings, the Section 16 Insider, not Highwoods nor Morgan Stanley At Work, is responsible for making these filings and may incur personal liability for failure to do so. Any late or delinquent Form 4 filings are required to be reported in our proxy statement in a separately-captioned section that lists the names of the relevant Section 16 Insiders and the number of reporting violations.

Reminder to Section 16 Insiders About Short-Swing Profits. Section 16 Insiders should be mindful of the SEC's existing "short-swing profits" rules. Any combination of a purchase and sale, or sale and purchase, by a Section 16 Insider in equity securities of Highwoods may result in the insider realizing "short-swing profits," which are required by law to be paid over, or "disgorged," to Highwoods. If there have been multiple sales or purchases in six months, the highest-price sale is matched with the lowest-price purchase, which can cause a Section 16 Insider to recognize "profits" when the insider has in fact suffered a trading loss. It is the responsibility of the Section 16 Insider to monitor trades for short-swing profit liability. As a general rule, the following trades, among others, are sales that can be matched to any non-exempt purchase within the previous or following six months:

- A purchase or sale of stock, privately or in the open market;
- An operating partnership unit redemption for cash or a sale of stock received upon a redemption; and
- A sale of stock received upon exercise of a stock option.

Consequences of Violating this Policy

Civil and Criminal Penalties. The consequences of prohibited insider trading or tipping can be severe. Persons violating insider trading or tipping rules may be required to disgorge the profit made or the loss avoided by the trading, pay civil penalties up to three times the profit made or loss avoided, face private action for damages, as well as being subject to criminal penalties. We and/or the supervisors of the person violating the rules may also be required to pay major civil or criminal penalties.

Discipline. Violation of this Policy or federal or state insider trading laws by any director, officer or employee may subject the director to removal proceedings and the officer or employee to disciplinary action by us, including termination for cause.

Reporting Violations. Any person who violates this Policy or any federal or state laws governing insider trading, or knows of any such violation by any other person, must report the violation immediately to the General Counsel or the Compensation and Governance Committee ~~has approved~~ of our Board of Directors. Upon learning of a violation, the

General Counsel or Compensation and adopted Governance Committee will determine whether we should release any material nonpublic information or whether we should report the violation to the SEC or other appropriate governmental authority.

Administration of this Amendment.

NOW, THEREFORE, the Plan is hereby amended as follows:

SECTION 1
DEFINED TERMS

Policy

The capitalized terms used herein shall have the meanings ascribed thereto in the Plan, except as otherwise defined General Counsel (or his designee) is responsible for administering this Policy, including:

- monitoring and enforcing compliance with all Policy provisions and procedures;
- designating and announcing trading blackout periods; and
- reviewing and either approving or limited herein.

SECTION 2
EFFECTIVE TIME OF THE AMENDMENT

The Amendment shall become effective as of November 30, 2022.

SECTION 3
AMENDMENT OF SECTION 4

Section 4 of the Plan is hereby amended and restated in its entirety as follows:

During the period beginning on the first business day of the month prior to each Offering Date and ending 10 business days later, each Eligible Employee shall notify the Company, on such forms or other medium as shall be prescribed prohibiting proposed trades by the Company or Administrator, of the percentage (in whole numbers) of Compensation, if any, which the Eligible Employee wishes to have withheld ratably from the Eligible Employee's Compensation during the Offering Period, which percentage may not be less than 1%, or more than 25%. Such notification shall remain in effect for succeeding Offering Periods unless otherwise modified or terminated by such Eligible Employee.

Each Eligible Employee shall authorize the Company and its Subsidiaries to withhold from the Eligible Employee's after-tax compensation, beginning on the next Offering Date following the making of the election described in this Section 4 and continuing throughout the duration of the

Offering Period unless terminated sooner under Section 7. All withheld amounts may be used by the Company for general corporate purposes. The Company or Administrator shall maintain a record of each Eligible Employee's funds in the Eligible Employee's Purchase Account. Such funds so accumulated within said Purchase Account may be returned to an Eligible Employee or beneficiary without interest or applied toward the purchase of Common Stock only pursuant to the provisions contained in this Plan.

Except as amended by this Amendment, the Plan is hereby ratified and confirmed in all other respects and shall otherwise remain unmodified and in full force and effect.

Designated Insiders.

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Exhibit 21

Subsidiaries of Highwoods Properties, Inc.

Highwoods Realty Limited Partnership, a North Carolina limited partnership

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REFINITIV 

HRLP Fourth Avenue, LLC, a Delaware limited liability company

HRLP Capitol Towers, L.P., a Delaware limited partnership

HRLP BOAT, LLC, a Delaware limited liability company

- * We have omitted the names of other direct and indirect subsidiaries of Highwoods Properties, Inc. because such other subsidiaries, considered in the aggregate as a single subsidiary, would not constitute a significant subsidiary.

Subsidiaries of Highwoods Realty Limited Partnership

HRLP Fourth Avenue, LLC, a Delaware limited liability company

HRLP Capitol Towers, L.P., a Delaware limited partnership

HRLP BOAT, LLC, a Delaware limited liability company

- * We have omitted the names of other direct and indirect subsidiaries of Highwoods Realty Limited Partnership because such other subsidiaries, considered in the aggregate as a single subsidiary, would not constitute a significant subsidiary.

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statements Nos. 333-262597, 333-239289, 333-204128, 333-168356 and 333-160521 on Form S-8 and Registration Statement Nos. 333-269624 and 333-193865 on Form S-3 of our reports dated **February 7, 2023** **February 6, 2024**, relating to the consolidated financial statements and financial statement schedule of Highwoods Properties, Inc. and subsidiaries (the "Company") and the effectiveness of the Company's internal control over financial reporting appearing in this Annual Report on Form 10-K of the Company for the year ended **December 31, 2022** **December 31, 2023**.

/s/ Deloitte & Touche LLP

Raleigh, North Carolina
February 7, 2023

Exhibit 23.2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement No. 333-269624-01 on Form S-3 of our report dated February 6, 2024, relating to the consolidated financial statements and financial statement schedules of Highwoods Realty Limited Partnership and subsidiaries (the "Operating Partnership") appearing in this Annual Report on Form 10-K of the Operating Partnership for the year ended December 31, 2023.

/s/ Deloitte & Touche LLP

Raleigh, North Carolina
February 6, 2024

**CERTIFICATION PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT**

I, Theodore J. Klinck, certify that:

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

Date: **February 7, 2023** February 6, 2024

/s/ Theodore J. Klinck

Theodore J. Klinck
President and Chief Executive Officer

**CERTIFICATION PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT**

I, Brendan C. Maiorana, certify that:

1. I have reviewed this Annual Report on Form 10-K of Highwoods Properties, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

- (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
- (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
- (c) evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
- (d) disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the Audit Committee of the Registrant's Board of Directors (or persons performing the equivalent functions):

- (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
- (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: **February 7, 2023** February 6, 2024

/s/ Brendan C. Maiorana

Brendan C. Maiorana
Executive Vice President and Chief Financial
Officer

Exhibit 31.3

**CERTIFICATION PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT**

I, Theodore J. Klinck, certify that:

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

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: **February 7, 2023** **February 6, 2024**

/s/ Theodore J. Klinck

Theodore J. Klinck
President and Chief Executive Officer of the General
Partner

Exhibit 31.4

**CERTIFICATION PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT**

I, Brendan C. Maiorana, certify that:

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

Date: **February 7, 2023** **February 6, 2024**

/s/ Brendan C. Maiorana

Brendan C. Maiorana
Executive Vice President and Chief Financial Officer of
the General Partner

Exhibit 32.1

**CERTIFICATION PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT**

In connection with the Annual Report of Highwoods Properties, Inc. (the "Company") on Form 10-K for the period ended **December 31, 2022** **December 31, 2023** as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Theodore J. Klinck, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- 1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- 2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Theodore J. Klinck

Theodore J. Klinck
President and Chief Executive Officer

February 7, 2023

Exhibit 32.2

**CERTIFICATION PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT**

In connection with the Annual Report of Highwoods Properties, Inc. (the "Company") on Form 10-K for the period ended **December 31, 2022** **December 31, 2023** as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Brendan C. Maiorana, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- 1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- 2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Brendan C. Maiorana

Brendan C. Maiorana
Executive Vice President and Chief Financial Officer

February 7, 2023

Exhibit 32.3

**CERTIFICATION PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT**

In connection with the Annual Report of Highwoods Realty Limited Partnership (the "Operating Partnership") on Form 10-K for the period ended **December 31, 2022** **December 31, 2023** as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Theodore J. Klinck, President and Chief Executive Officer of Highwoods Properties, Inc., general partner of the Operating Partnership, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- 1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- 2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Operating Partnership.

/s/ Theodore J. Klinck

Theodore J. Klinck
President and Chief Executive Officer of the General
Partner

February 7, 2023

**CERTIFICATION PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT**

In connection with the Annual Report of Highwoods Realty Limited Partnership (the "Operating Partnership") on Form 10-K for the period ended **December 31, 2022** **December 31, 2023** as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Brendan C. Maiorana, Executive Vice President and Chief Financial Officer of Highwoods Properties, Inc., general partner of the Operating Partnership, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- 1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- 2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Operating Partnership.

/s/ Brendan C. Maiorana

Brendan C. Maiorana
Executive Vice President and Chief Financial Officer of the General
Partner

February 7, 2023 6, 2024

Policy Relating to Recovery of Erroneously Awarded Compensation

The following is excerpted from Section 11 (Incentive Compensation Recoupment Policy) of the Company's Corporate Governance Guidelines (Effective as of October 18, 2023):

In the event the Company is required to prepare an accounting restatement of its financial statements due to the Company's material noncompliance with any financial reporting requirement under the securities laws, the Board shall review any cash and/or equity incentive compensation that was provided to any current or former executive officer during the three most recently completed calendar years on the basis of the Company having met or exceeded specific performance targets during the period subject to restatement.

If the incentive compensation would have been lower had it been based on the restated financial results, then the Board shall require reimbursement of the portion of such compensation that would not have been earned had the incentive compensation been based on the financial results as restated. For incentive compensation based on stock price or total shareholder return, where the amount of erroneously awarded compensation is not subject to mathematical recalculation directly from the information in an accounting restatement, the amount must be based on a reasonable estimate of the effect of the accounting restatement on the stock price or total shareholder return upon which the incentive compensation was received.

The Board will determine, in its sole discretion, the method for recouping incentive compensation hereunder. The Company shall not indemnify any current or former executive officer against the loss of any incorrectly awarded incentive compensation.

This policy shall be administered by the Board or, if so designated by the Board, the Compensation and Governance Committee, in which case references herein to the Board shall be deemed references to the Compensation and Governance Committee. Any determinations made by the Board shall be final and binding on all affected individuals.

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