

City Office REIT, Inc.
Form 10-Q
May 05, 2016
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2016

OR

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

For the transition period from _____ to _____

Commission file no: 001-36409

CITY OFFICE REIT, INC.

Maryland
(State or other jurisdiction
of incorporation)

98-1141883
(IRS Employer
Identification No.)

1075 West Georgia Street

Suite 2010

Vancouver, BC

V6E 3C9

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (604) 806-3366

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

Yes No

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

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

Large accelerated filer Accelerated filer

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

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

Yes No

The number of shares of Common Stock, \$0.01 par value, of the registrant outstanding at May 4, 2016 was 21,209,472.

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For the Quarter Ended March 31, 2016
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Table of Contents**City Office REIT, Inc.****Condensed Consolidated Balance Sheets (Note 1)****(Unaudited)***(In thousands, except par value and share data)*

| | March 31, 2016 | December 31, 2015 |
|---------------------------------------------------------|---------------------------|------------------------------|
| Assets | | |
| Real estate properties, cost | | |
| Land | \$ 90,205 | \$ 90,205 |
| Building and improvement | 256,501 | 256,317 |
| Tenant improvement | 39,027 | 35,069 |
| Furniture, fixtures and equipment | 202 | 198 |
| | 385,935 | 381,789 |
| Accumulated depreciation | (30,342) | (26,909) |
| | 355,593 | 354,880 |
| Cash and cash equivalents | 8,198 | 8,138 |
| Restricted cash | 14,769 | 15,176 |
| Rents receivable, net | 15,804 | 14,382 |
| Deferred leasing costs, net of accumulated amortization | 5,228 | 5,074 |
| Acquired lease intangibles assets, net | 37,880 | 40,990 |
| Prepaid expenses and other assets | 1,586 | 1,567 |
| Total Assets | \$ 439,058 | \$ 440,207 |
| Liabilities and Equity | | |
| Liabilities: | | |
| Debt | \$ 345,117 | \$ 341,278 |
| Accounts payable and accrued liabilities | 13,182 | 8,745 |
| Deferred rent | 2,084 | 2,653 |
| Tenant rent deposits | 2,032 | 2,178 |
| Acquired lease intangibles liability, net | 2,143 | 2,292 |
| Dividend distributions payable | 5,701 | 3,663 |
| Earn-out liability | 1,900 | 5,678 |
| Total Liabilities | 372,159 | 366,487 |

Commitments and Contingencies (Note 9)**Equity:**

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| | | |
|---------------------------------------------------------------------------------------------------------------------------|------------|------------|
| Common stock, \$0.01 par value, 100,000,000 shares authorized, 12,982,290 and 12,517,777 shares issued and outstanding | 130 | 125 |
| Additional paid-in capital | 100,149 | 95,318 |
| Accumulated deficit | (41,660) | (29,598) |
| Total Stockholders Equity | 58,619 | 65,845 |
| Operating Partnership unitholders non-controlling interests | 9,001 | 8,550 |
| Non-controlling interests in properties | (721) | (675) |
| Total Equity | 66,899 | 73,720 |
| Total Liabilities and Equity | \$ 439,058 | \$ 440,207 |

Subsequent Events (Note 11)

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

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City Office REIT, Inc.

Condensed Consolidated Statements of Operations (Note 1)

(Unaudited)

(In thousands, except per share data)

| | Three Months Ended March 31, | |
|-------------------------------------------------------------------------------------|---------------------------------|-----------------|
| | 2016 | 2015 |
| Revenues: | | |
| Rental income | \$ 14,072 | \$ 10,040 |
| Expense reimbursement | 1,782 | 891 |
| Other | 420 | 328 |
| Total Revenues | 16,274 | 11,259 |
| Operating Expenses: | | |
| Property operating expenses | 6,157 | 4,116 |
| Acquisition costs | | 209 |
| Stock based compensation | 542 | 409 |
| General and administrative | 699 | 408 |
| Base management fee | 109 | 332 |
| External advisor acquisition | 7,044 | |
| Depreciation and amortization | 6,551 | 4,406 |
| Total Operating Expenses | 21,102 | 9,880 |
| Operating Income/(Loss) | (4,828) | 1,379 |
| Interest Expense: | | |
| Contractual interest expense | (3,740) | (2,009) |
| Amortization of deferred financing costs | (221) | (169) |
| | (3,961) | (2,178) |
| Net loss | (8,789) | (799) |
| Less: | | |
| Net income attributable to noncontrolling interests in properties | (69) | (121) |
| Net loss attributable to Operating Partnership unitholders noncontrolling interests | 1,739 | 177 |
| Net loss attributable to stockholders | \$ (7,119) | \$ (743) |

| | | | |
|---------------------------------------------------------------|----|--------|-----------|
| Net loss per share: | | | |
| Basic and diluted | \$ | (0.56) | \$ (0.06) |
| Weighted average common shares outstanding: | | | |
| Basic and diluted | | 12,764 | 12,279 |
| Dividends/distributions declared per common share and unit | | | |
| | \$ | 0.235 | \$ 0.235 |

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

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City Office REIT, Inc.

Condensed Consolidated Statement of Changes in Equity (Note 1)

(Unaudited)

(In thousands)

| | Number of shares of common stock | Common stock | Additional paid-in capital | Accumulated deficit | Total stockholders' equity | Operating Partnership non-controlling interests | Non-controlling interests in properties | Total equity |
|--------------------------------------------|----------------------------------------------|-----------------|----------------------------------|------------------------|----------------------------------|----------------------------------------------------------|--------------------------------------------------|-----------------|
| Balance December 31, 2015 | 12,518 | \$ 125 | \$ 95,318 | \$ (29,598) | \$ 65,845 | \$ 8,550 | \$ (675) | \$ 73,720 |
| Conversion of common units to shares | 20 | | 61 | | 61 | (61) | | |
| Restricted stock award grants | | | 542 | | 542 | | | 542 |
| Internalization payment in shares | 297 | 3 | 3,461 | | 3,464 | | | 3,464 |
| Earn out payment in shares | 147 | 2 | 767 | | 769 | 3,009 | | 3,778 |
| Dividend distributions declared | | | | (4,943) | (4,943) | (758) | | (5,701) |
| Distributions | | | | | | | (115) | (115) |
| Net loss | | | | (7,119) | (7,119) | (1,739) | 69 | (8,789) |
| Balance March 31, 2016 | 12,982 | \$ 130 | \$ 100,149 | \$ (41,660) | \$ 58,619 | \$ 9,001 | \$ (721) | \$ 66,899 |

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

Table of Contents**City Office REIT, Inc.****Condensed Consolidated Statements of Cash Flows (Note 1)****(Unaudited)***(In thousands)*

| | Three Months Ended March 31, | |
|-----------------------------------------------------------------------------------|-------------------------------------|-----------------|
| | 2016 | 2015 |
| Cash Flows from Operating Activities: | | |
| Net loss | \$ (8,789) | \$ (799) |
| Adjustments to reconcile net loss to net cash provided by operating activities: | | |
| Depreciation and amortization | 6,551 | 4,406 |
| Amortization of deferred financing costs | 221 | 169 |
| Amortization of above/below market leases | 61 | 128 |
| Increase in straight-line rent | (1,144) | (83) |
| Non-cash stock compensation | 542 | 409 |
| Internalization shares issued | 3,464 | |
| Changes in non-cash working capital: | | |
| Rents receivable, net | (278) | (1,188) |
| Prepaid expenses and other assets | (17) | 510 |
| Accounts payable and accrued liabilities | 4,437 | (210) |
| Deferred rent | (569) | (686) |
| Tenant rent deposits | (146) | 15 |
| Net Cash Provided By Operating Activities | 4,333 | 2,671 |
| Cash Flows to Investing Activities: | | |
| Additions to real estate properties | (4,359) | (485) |
| Acquisition of real estate, net of cash assumed | | (10,423) |
| Deferred leasing cost | (159) | (568) |
| Net Cash Used In Investing Activities | (4,518) | (11,476) |
| Cash Flows from Financing Activities: | | |
| Debt issuance and extinguishment costs | (104) | |
| Proceeds from secured credit facility | 4,000 | |
| Repayment of mortgage loans payable | (280) | (271) |
| Distributions to non-controlling interests in properties | (115) | (96) |
| Dividend distributions paid to stockholders and Operating Partnership unitholders | (3,663) | (3,571) |
| Change in restricted cash | 407 | 1,866 |
| Net Cash Provided By/(Used In) Financing Activities | 245 | (2,072) |

| | | |
|-------------------------------------------------------------|----------|-----------|
| Net Increase/(Decrease) in Cash and Cash Equivalents | 60 | (10,877) |
| Cash and Cash Equivalents, Beginning of Period | 8,138 | 34,862 |
| Cash and Cash Equivalents, End of Period | \$ 8,198 | \$ 23,985 |
| Supplemental Disclosures of Cash Flow Information: | | |
| Cash paid for interest | \$ 3,732 | \$ 2,097 |
| Earn-out payment in shares | \$ 3,778 | \$ |

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

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City Office REIT, Inc. and Predecessor

Notes to the Condensed Consolidated and Combined Financial Statements

1. Organization and Description of Business

City Office REIT, Inc. (the Company) was organized in the state of Maryland on November 26, 2013. On April 21, 2014, the Company completed its initial public offering (IPO) of shares of the Company's common stock. The Company contributed the net proceeds of the IPO to City Office REIT Operating Partnership, L.P., a Maryland limited partnership (the Operating Partnership), in exchange for common units in the Operating Partnership (common units). Both the Company and the Operating Partnership commenced operations upon completion of the IPO and certain related formation transactions (the Formation Transactions).

The Company's interest in the Operating Partnership entitles the Company to share in distributions from, and allocations of profits and losses of, the Operating Partnership in proportion to the Company's percentage ownership of common units. As the sole general partner of the Operating Partnership, the Company has the exclusive power under the partnership agreement to manage and conduct the Operating Partnership's business, subject to limited approval and voting rights of the limited partners.

The Company has elected to be taxed and will continue to operate in a manner that will allow it to qualify as a real estate investment trust (REIT). Subject to qualification as a REIT, the Company will be permitted to deduct dividend distributions paid to its stockholders, eliminating the U.S. federal taxation of income represented by such distributions at the Company level. REITs are subject to a number of organizational and operational requirements. If the Company fails to qualify as a REIT in any taxable year, the Company will be subject to U.S. federal and state income tax on its taxable income at regular corporate tax rates and any applicable alternative minimum tax.

On February 1, 2016, the Company closed on the previously announced management internalization (the Internalization). The Company had previously entered into a Stock Purchase Agreement (Stock Purchase Agreement) with certain stockholders of the Company's external advisor, City Office Real Estate Management Inc. (the Advisor) pursuant to which the Company acquired all of the outstanding stock of the Advisor. Pursuant to this Stock Purchase Agreement, at closing, the Company issued 297,321 shares of its common stock with a fair market value of \$3.5 million to the stockholders of the Advisor (the Sellers), which include the Company's three executive officers and Samuel Belzberg, a director of the Company. In addition, the Company is required to make cash payments to the Sellers of up to \$3.5 million if the Company's fully diluted market capitalization reaches the following thresholds prior to December 31, 2016: \$1 million upon the Company achieving a \$200 million fully diluted market capitalization, an additional \$1 million upon the Company achieving a \$225 million fully diluted market capitalization and an additional \$1.5 million upon the Company achieving a \$250 million fully diluted market capitalization. As of April 5, 2016, the Company's fully diluted market capitalization was \$277.6 million. The Company accrued an additional \$3.5 million in the first quarter of 2016 representing the payments to be made to the Sellers upon reaching these fully diluted market capitalizations, which, together with the initial payment and professional fees, resulted in a total cost of \$7.0 million in the first quarter of 2016. The amount was recorded as an expense in the accompanying condensed consolidated statements of operations as it represented the cost of terminating the relationship.

In connection with the closing of the Internalization, the Company entered into an amendment to the Advisory Agreement between the Company, our Operating Partnership and the Advisor (Advisory Agreement) that eliminates the payment of acquisition fees by the Company to the Advisor. In addition, each of the executive officers entered into an employment agreement with the Company and became employees of the Company, and, at the same time, approximately eleven additional current employees of the Advisor and its affiliates became employees of the

Company.

In connection with the closing of the transactions under the Stock Purchase Agreement, a subsidiary of the Company entered into an Administrative Services Agreement (the Administrative Services Agreement) with Second City Capital II Corporation and Second City Real Estate II Corporation, related entities controlled by Sam Belzberg, a director of the Company. The Administrative Services Agreement has a three year term and pursuant to the agreement, the Company will provide various administrative services and support to the related entities managing the Second City funds. The Company's subsidiary will receive annual payments for these services under the Administrative Services Agreement as follows: first 12 months \$1.5 million, second 12 months \$1.15 million and third 12 months \$0.625 million, for a total of \$3.275 million over the three-year term.

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2. Summary of Significant Accounting Policies

Basis of Preparation and Summary of Significant Accounting Policies

The accompanying unaudited condensed consolidated financial statements have been prepared by the Company in accordance with Securities and Exchange Commission rules and regulations and generally accepted accounting principles in the United States of America (US GAAP) and in the opinion of management contain all adjustments (including normal recurring adjustments) necessary to present fairly the financial position, results of operations and cash flows for the periods presented. The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. These interim consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2015.

New Accounting Pronouncements

In April 2015, the FASB issued ASU 2015-3, Simplifying the Presentation of Debt Issuance Costs, which changes the presentation of debt issuance costs in financial statements. ASU 2015-3 requires an entity to present such costs in the balance sheet as a direct deduction from the related debt liability rather than as an asset. Amortization of the costs will continue to be reported as interest expense. ASU 2015-3 is effective for annual reporting periods beginning after December 15, 2016. Early adoption is permitted. The new guidance will be applied retrospectively to each prior period presented. The Company adopted ASU 2015-3 on January 1, 2016 and retrospectively reclassified \$3.4 million of debt issuance costs as of December 31, 2015 from deferred financing costs, net.

In September 2015, the FASB issued ASU 2015-16, Simplifying the Accounting for Measurement-Period Adjustments. The update requires that acquiring entities in a business combination recognize adjustments to provisional amounts identified in the reporting period in which the adjustment amounts are determined, including the cumulative effect of the change in provisional amount, as if the accounting had been completed at the acquisition date. Adjustments related to previous reporting periods must be disclosed by income statement line item, either on the face of the income statement or in the notes, in the period for which the adjustment was identified. ASU 2015-16 was adopted January 1, 2016. The impact, if any, of adopting ASU 2015-16 on the Company's financial statements will depend on the nature of business combinations that occur.

In February 2016, the FASB issued ASU 2016-02, Leases. The update amends the existing accounting standards for lease accounting, including requiring lessees to recognize most leases on their balance sheets and making targeted changes to lessor accounting. The standard requires a modified retrospective transition approach for all leases existing at, or entered into after, the date of initial application, with an option to use certain transition relief. ASU 2016-02 will be effective for annual reporting periods beginning after December 15, 2018. Early adoption is permitted. The Company is currently evaluating the impact of adopting the new leases standard on its consolidated financial statements.

3. Real Estate Investments

Acquisitions

During the three months ended March 31, 2016 and 2015, the Company, through the Operating Partnership, acquired the following property:

| Property | Date Acquired | Percentage Owned |
|-----------------|----------------------|-------------------------|
| Logan Tower | February 2015 | 100% |

The above acquisition has been accounted for as a business combination.

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On February 4, 2015, the Company, through the Operating Partnership, acquired 100% of Logan Tower, a property in Denver, Colorado, for \$10.4 million. The following table summarizes the Company's allocation of the purchase price of assets acquired and liabilities assumed (in thousands):

| | Logan Tower |
|----------------------------------------|--------------------|
| Land | \$ 1,306 |
| Buildings and improvements | 7,844 |
| Tenant improvements | 353 |
| Acquired intangible assets | 1,274 |
| Accounts payable and other liabilities | (48) |
| Lease intangible liabilities | (306) |
| Total consideration | \$ 10,423 |

The following table presents the unaudited revenues and income from continuing operations for Logan Tower on a pro forma basis as if the Company had completed the acquisition of the property as of January 1, 2015 (in thousands):

| | Three Months Ended March 31, 2016 | Three Months Ended March 31, 2015 |
|------------------------------------------------------------------|--------------------------------------------------|--------------------------------------------------|
| Total revenues as reported by City Office REIT, Inc. | \$ 16,274 | \$ 11,259 |
| Plus: Logan Tower | | 148 |
| Pro forma total revenues | \$ 16,274 | \$ 11,407 |
| Total operating income as reported by the City Office REIT, Inc. | \$ (4,828) | \$ 1,379 |
| Plus: Logan Tower | | (106) |
| Pro forma operating income | \$ (4,828) | \$ 1,273 |

4. Lease Intangibles

Lease intangibles and the value of assumed lease obligations as of March 31, 2016 and December 31, 2015 were comprised as follows (in thousands):

| | Above Market Leases | In Place Leases | Leasing Commissions | Total | Below Market Leases | Below Market Ground Lease | Total |
|--------------------------|------------------------------------|----------------------------|--------------------------------|--------------|------------------------------------|----------------------------------------------|--------------|
| March 31, 2016 | | | | | | | |
| Cost | \$ 5,616 | \$ 44,478 | \$ 17,530 | \$ 67,624 | \$ (2,928) | \$ (138) | \$ (3,066) |
| Accumulated amortization | (3,040) | (19,882) | (6,822) | (29,744) | 898 | 25 | 923 |

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| | | | | | | | |
|-----------------------------|------------------------------------|----------------------------|--------------------------------|--------------|------------------------------------|----------------------------------------------|--------------|
| | \$ 2,576 | \$ 24,596 | \$ 10,708 | \$ 37,880 | \$ (2,030) | \$ (113) | \$ (2,143) |
| December 31, 2015 | Above Market Leases | In Place Leases | Leasing Commissions | Total | Below Market Leases | Below Market Ground Lease | Total |
| Cost | \$ 5,616 | \$ 44,478 | \$ 17,530 | \$ 67,624 | \$ (2,928) | \$ (138) | \$ (3,066) |
| Accumulated amortization | (2,830) | (17,641) | (6,163) | (26,634) | 750 | 24 | 774 |
| | \$ 2,786 | \$ 26,837 | \$ 11,367 | \$ 40,990 | \$ (2,178) | \$ (114) | \$ (2,292) |

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The estimated aggregate amortization expense for lease intangibles for the five succeeding years and in the aggregate are as follows (in thousands):

| | |
|------------|------------------|
| 2016 | \$ 8,234 |
| 2017 | 8,473 |
| 2018 | 5,469 |
| 2019 | 4,041 |
| 2020 | 3,218 |
| Thereafter | 6,302 |
| | \$ 35,737 |

5. Debt

The following table summarizes the secured indebtedness as of March 31, 2016 and December 31, 2015 (in thousands):

| Property | March 31, 2016 | December 31, 2015 | Interest Rate as of March 31, 2016 | Maturity |
|-----------------------------------------|---------------------------|------------------------------|---------------------------------------------------|-----------------|
| Term Loan ⁽¹⁾ | \$ 14,000 | \$ 14,000 | LIBOR+6.00% ⁽²⁾ | September 2016 |
| Secured Credit Facility ⁽³⁾ | 54,000 | 50,000 | LIBOR +2.75% ⁽²⁾ | June 2018 |
| Washington Group Plaza ⁽⁴⁾ | 33,502 | 33,669 | 3.85 | July 2018 |
| AmberGlen Mortgage Loan ⁽⁵⁾ | 24,618 | 24,729 | 4.38 | May 2019 |
| Midland Life Insurance ⁽⁶⁾ | 95,000 | 95,000 | 4.34 | May 2021 |
| Lake Vista Pointe ⁽⁴⁾ | 18,460 | 18,460 | 4.28 | August 2024 |
| Florida Research Park ⁽⁴⁾⁽⁷⁾ | 17,000 | 17,000 | 4.44 | December 2024 |
| Plaza 25 ⁽⁴⁾⁽⁸⁾ | 17,000 | 17,000 | 4.10 | July 2025 |
| 190 Office Center ^(8) 7) | 41,250 | 41,250 | 4.79 | October 2025 |
| Intellicenter ⁽⁸⁾ | 33,562 | 33,563 | 4.65 | October 2025 |
| Total Principal | \$ 348,392 | \$ 344,671 | | |
| Deferred financing costs, net | (3,275) | (3,393) | | |
| Total | \$ 345,117 | \$ 341,278 | | |

All interest rates are fixed interest rates with the exception of the secured credit facility (Secured Credit Facility) and Term Loan (Term Loan) as explained in footnote 1 below.

(1) The Company is required to maintain a maximum total leverage ratio of 65%, a minimum liquidity of \$3 million and a debt service coverage ratio of no less than 1.60x.

(2) As of March 31, 2016, the one month LIBOR rate was 0.40%

- (3) At March 31, 2016 the Secured Credit Facility had \$75 million authorized and \$54 million drawn. In addition, the Secured Credit Facility has an accordion feature that will permit the Company to borrow up to \$150 million, subject to additional collateral availability and lender approval. The Credit Agreement has a maturity date of June 26, 2018, which may be extended to June 26, 2019 at the Company's option upon meeting certain conditions. The Secured Credit Facility requires the Company to maintain a fixed charge coverage ratio of no less than 1.60x. At March 31, 2016, the Secured Credit Facility is cross-collateralized by Central Fairwinds, Logan Tower, Superior Pointe and DTC Crossroads.
- (4) Interest on mortgage loan is payable monthly plus principal based on 360 months of amortization.
- (5) The Company is required to maintain a minimum net worth of \$25 million and a minimum liquidity of \$2 million.
- (6) The mortgage loan is cross-collateralized by Corporate Parkway, Cherry Creek and City Center. The loan is interest only until June 2016, after which it is interest payable monthly plus principal based on 360 months of amortization. The loan bears a fixed interest rate of 4.34% and matures on May 6, 2021.
- (7) The Company is required to maintain a minimum net worth of \$17 million, minimum liquidity of \$1.7 million and a debt service coverage ratio of no less than 1.15x.
- (8) The Company is required to maintain a debt service coverage ratio of no less than 1.45x, 1.15x and 1.20x respectively for each of Plaza 25, 190 Office Center and Intellicenter.

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The scheduled principal repayments of debt as of March 31, 2016 are as follows (in thousands):

| | |
|--------------|-------------------|
| 2016 | \$ 15,756 |
| 2017 | 3,036 |
| 2018 | 89,160 |
| 2019 | 26,629 |
| 2020 | 3,917 |
| Thereafter | 209,894 |
| Total | \$ 348,392 |

6. Fair Value of Financial Instruments

Fair value measurements are based on assumptions that market participants would use in pricing an asset or a liability. The hierarchy for inputs used in measuring fair value is as follows:

Level 1 Inputs quoted prices in active markets for identical assets or liabilities

Level 2 Inputs observable inputs other than quoted prices in active markets for identical assets and liabilities

Level 3 Inputs unobservable inputs

Earn-Out Liability

The fair value of the Central Fairwinds earn-out (note 9) was derived by making assumptions on the timing of the lease up of vacant space and the gross effective rents of those new leases and then applying an 8% discount rate to the resulting cash-flows to obtain a present value. The earn-out valuation assumes that approximately 1,500 square feet of additional leasing is completed between the date of the valuation and the end of the calculation period which would take the earn-out occupancy from 88% at March 31, 2016 to 89% by July 2016 and stabilized at that level thereafter. The net effective rent and incremental operating costs per square foot is assumed to be \$14 and \$3, respectively.

The estimated fair value of the earn-out liability decreased from \$5.7 million at December 31, 2015 to \$1.9 million at March 31, 2016 due to a \$3.8 million payment in March 2016, satisfied through the issuance of common stock.

Level 3 sensitivity analysis:

The Company applies judgment in determining unobservable inputs used to calculate the fair value of Level 3 instruments. Level 3 instruments held by the Company include the earn-out. The unobservable inputs used in the valuation of the earn-out primarily include the net effective rent assumptions. A sensitivity analysis has been performed to determine the potential gain or loss by varying the significant unobservable inputs by increasing or decreasing them by 10%. The impact of applying these other reasonably possible inputs is a potential loss of \$0.1 million and a potential gain of \$0.1 million. This potential gain or loss would be recorded through profit and loss.

Cash Equivalents, Restricted Cash, Accounts Receivable, Accounts Payable and Accrued Liabilities

The Company estimates that the fair value approximates carrying value due to the relatively short-term nature of these instruments.

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Fair Value of Financial Instruments Not Carried at Fair Value

With the exception of fixed rate mortgage loans payable, the carrying amounts of the Company's financial instruments approximate their fair value. The Company determines the fair value of its fixed rate mortgage loan payable based on a discounted cash flow analysis using a discount rate that approximates the current borrowing rates for instruments of similar maturities. Based on this, the Company has determined that the fair value of these instruments was \$293.2 million and \$285.9 million as of March 31, 2016 and December 31, 2015, respectively. Although the Company has determined the majority of the inputs used to value its fixed rate debt fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with its fixed rate debt utilize Level 3 inputs, such as estimates of current credit spreads. Accordingly, mortgage loans payable have been classified as Level 3 fair value measurements.

7. Related Party Transactions

Equity Transactions

On February 1, 2016, the Company closed on the previously announced Internalization. The Company had previously entered into a Stock Purchase Agreement with certain stockholders of the Company's Advisor pursuant to which the Company acquired all of the outstanding stock of the Advisor (see Note 1).

Property Management Fees

Three of the Company's properties (City Center, Central Fairwinds and AmberGlen) have engaged related parties to perform asset and property management services for a fee ranging from 3.0% to 3.5% of gross revenue. Management fees paid to the minority partners of these three properties totaled \$0.1 million for each of the three months ended March 31, 2016 and 2015, respectively.

Advisory Fee

During the three month periods ended March 31, 2016, the Company incurred \$0.1 million in advisory fees payable to the Advisor. Subsequent to the Internalization, such payments will no longer be made.

Earn-Out Payments

During the year ended December 31, 2015, the 70% and 80% earn-out occupancy and net operating income thresholds were met at the Central Fairwinds property. This triggered a payment of approximately \$3.2 million to Second City which was made on August 6, 2015 and a second payment of approximately \$3.8 million which was made on March 3, 2016.

The estimated fair value of the earn-out liability decreased from \$5.7 million at December 31, 2015 to \$1.9 million at March 31, 2016 due to a \$3.8 million payment in March 2016, satisfied through the issuance of common stock and Operating Partnership units.

8. Future Minimum Rent Schedule

Future minimum lease payments to be received as of March 31, 2016 under noncancellable operating leases for the next five years and thereafter are as follows (in thousands):

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| | | |
|------------|----|---------|
| 2016 | \$ | 40,375 |
| 2017 | | 52,508 |
| 2018 | | 45,086 |
| 2019 | | 38,941 |
| 2020 | | 35,295 |
| Thereafter | | 132,990 |
| | \$ | 345,195 |

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The above minimum lease payments to be received do not include reimbursements from tenants for certain operating expenses and real estate taxes and do not include early termination payments provided for in certain leases.

Fifteen state government tenants currently have the exercisable right to terminate their lease if the state does not appropriate rent in its annual budgets. The Company has determined that the occurrence of the government tenant not appropriating the rent in its annual budget is a remote contingency and accordingly recognizes lease revenue on a straight-line basis over the respective lease term. These tenants represent approximately 19.6% of the Company's total future minimum lease payments as of March 31, 2016.

9. Commitments and Contingencies

Earn-Out

As part of the Formation Transactions and contribution agreement with respect to the Central Fairwinds property, the Company is obligated to make additional payments to Second City (each, an Earn-Out Payment) for up to a five year period commencing on the initial IPO date of April 21, 2014. Earn-Out Payments are contingent on the property reaching certain specified occupancy levels through new leases to qualified tenants and exceeding a net operating income threshold, which grows annually. Second City is entitled to receive an Earn-Out Payment (net of the associated leasing costs and inclusive of leasing commissions and tenant improvements/allowances and free rent) as and when the occupancy of Central Fairwinds reaches each of 70%, 80% and 90% (each, an Earn-Out Threshold) based on the incremental cash flow generated by new leases and a 7.75% stabilized capitalization rate. The Company will make any additional Earn-Out Payment within 30 days of the end of the earn-out term based on new qualified leases entered into since the achievement of the last Earn-Out Threshold. Earn-Out Payments will be subject to a claw-back if a qualified tenant defaults in the payment of rent and is not replaced with another qualified tenant (see note 6).

Other

The Company is obligated under certain tenant leases to fund tenant improvements and the expansion of the underlying leased properties.

Under various federal, state and local laws, ordinances and regulations relating to the protection of the environment, a current or previous owner or operator of real estate may be liable for the cost of removal or remediation of certain hazardous or toxic substances disposed, stored, generated, released, manufactured or discharged from, on, at, under, or in a property. As such, the Company may be potentially liable for costs associated with any potential environmental remediation at any of its formerly or currently owned properties.

The Company believes that it is in compliance in all material respects with all federal, state and local ordinances and regulations regarding hazardous or toxic substances. Management is not aware of any environmental liability that it believes would have a material adverse impact on the Company's financial position or results of operations. Management is unaware of any instances in which the Company would incur significant environmental costs if any or all properties were sold, disposed of or abandoned. However, there can be no assurance that any such non-compliance, liability, claim or expenditure will not arise in the future.

The Company is involved from time to time in lawsuits and other disputes which arise in the ordinary course of business. As of March 31, 2016 management believes that these matters will not have a material adverse effect, individually or in the aggregate, on the Company's financial position or results of operations.

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10. Stockholders Equity

On February 1, 2016, the Company closed on the Internalization. Upon closing of the Internalization, the Company and Buyer Sub acquired all of the outstanding stock of the Advisor. Pursuant to the Stock Purchase Agreement, at closing, the Company issued 297,321 shares of its common stock to the Sellers. In addition, the Company recorded \$3.5 million in the first quarter of 2016 in payments to the Sellers upon reaching certain fully diluted market capitalization thresholds.

Non-controlling Interests

Non-controlling interests in the Company represent common units of the Operating Partnership not held by the Company. Non-controlling interests consisted of 3,226,085 Operating Partnership common units and represented an approximately 19.6% interest in the Operating Partnership as of March 31, 2016. Operating Partnership units and shares of common stock have essentially the same economic characteristics, as they share equally in the total net income or loss distributions of the Operating Partnership. Beginning on or after the date which is 12 months after the date on which a person first became a holder of common units, each limited partner and assignees of limited partners will have the right, subject to the terms and conditions set forth in the partnership agreement, to require the Operating Partnership to redeem all or a portion of the common units held by such limited partner or assignee in exchange for a cash amount per common unit equal to the value of one share of common stock, determined in accordance with and subject to adjustment under the partnership agreement. The Company has the sole option at its discretion to redeem the common units by issuing common stock on a one-for-one basis. The Operating Partnership unitholders are entitled to share in cash distributions from the Operating Partnership in proportion to its percentage ownership of common units.

During the three months ended March 31, 2016, 20,000 common units were converted to common stock.

Common Stock and Common Unit Distributions

On March 15, 2016, the Company's board of directors declared a cash dividend distribution of \$0.235 per share for the quarterly period ended March 31, 2016. The dividend was paid on April 19, 2016 to stockholders and common unitholders of record on April 5, 2016 for an aggregate of \$4.9 million in dividends to stockholders and \$0.8 million to common unitholders, totaling \$5.7 million.

Restricted Stock Units

The Company has an equity incentive plan (Equity Incentive Plan) for certain officers, directors, advisors and personnel, and, with approval of the board of directors, for subsidiaries and their respective affiliates. The Equity Incentive Plan provides for grants of restricted common stock, restricted stock units, phantom shares, stock options, dividend equivalent rights and other equity-based awards (including LTIP Units), subject to the total number of shares available for issuance under the plan. The Equity Incentive Plan is administered by the compensation committee of the board of directors (the plan administrator).

The maximum number of shares of common stock that may be issued under the Equity Incentive Plan is 1,263,580 shares. To the extent an award granted under the Equity Incentive Plan expires or terminates, the shares subject to any portion of the award that expires or terminates without having been exercised or paid, as the case may be, will again become available for the issuance of additional awards.

During the three months ended March 31, 2016, 76,750 restricted stock units (RSUs) were granted to directors and non-executive employees with a fair value of \$0.9 million. The awards will vest in three equal, annual installments on each of the first three anniversaries of the date of grant. For the three months ended March 31, 2016, the Company recognized net compensation expense of \$0.5 million related to the RSUs.

A RSU award represents the right to receive shares of the Company's common stock in the future, after the applicable vesting criteria, determined by the plan administrator, has been satisfied. The holder of an award of RSU has no rights as a stockholder until shares of common stock are issued in settlement of vested RSUs. The plan administrator may provide for a grant of dividend equivalent rights in connection with the grant of RSU; provided, however, that if the RSUs do not vest solely upon satisfaction of continued employment or service, any payment in respect to the related dividend equivalent rights will be held by the Company and paid when, and only to the extent that, the related RSU vest.

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11. Subsequent Events

On April 5, 2016, the Company completed a public offering pursuant to which we sold 8,050,000 shares of our common stock to the public at a price of \$11.40 per share, inclusive of the overallotment option. We raised \$91.8 million in gross proceeds, resulting in net proceeds to us of approximately \$86.7 million after deducting \$5.1 million in underwriting discounts and other expenses related to the offering.

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

The following discussion and analysis is based on, and should be read in conjunction with, the condensed, consolidated and combined financial statements and the related notes thereto of the City Office REIT, Inc. contained in this Quarterly Report on Form 10-Q.

As used in this section, unless the context otherwise requires, references to we, our, us, and our company refer to City Office REIT, Inc., a Maryland corporation, together with our consolidated subsidiaries, including City Office REIT Operating Partnership L.P., a Maryland limited partnership, of which we are the sole general partner and which we refer to in this section as our Operating Partnership, except where it is clear from the context that the term only means City Office REIT, Inc.

Cautionary Statement Regarding Forward-Looking Statements

This quarterly report on Form 10-Q, including Item 2. Management's Discussion and Analysis of Results of Operations and Financial Condition, contains both historical and forward-looking statements. All statements, other than statements of historical fact are, or may be deemed to be, forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward looking statements are not based on historical facts, but rather reflect our current expectations and projections about our future results, performance, prospects and opportunities. We have tried to identify these forward looking statements by using words including anticipate, believe, expect, intend, may, might, plan, estimate, project, should, will, result and similar terms and phrases. These forward looking statements are subject to a number of known and unknown risks, uncertainties and other factors that are difficult to predict and which could cause our actual future results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward looking statements. These risks, uncertainties and other factors include, among others:

our ability to hire and retain key personnel;

our expectations regarding our ability to achieve higher profitability and lowered expenses as a result of the internalization;

changes in the real estate industry and in performance of the financial markets;

competition in the leasing market;

the demand for and market acceptance of our properties for rental purposes;

the amount and growth of our expenses;

tenant financial difficulties and general economic conditions, including interest rates, as well as economic conditions in our geographic markets;

defaults or non-renewal of leases; risks associated with joint venture partners; the risks associated with the ownership and development of real property, including risks related to natural disasters;

risks associated with property acquisitions and dispositions, the failure to acquire or sell properties as and when anticipated;

the outcome of claims and litigation involving or affecting the Company;

the ability to satisfy conditions necessary to close pending transactions;

our failure to maintain our status as a real estate investment trust, or REIT; and

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other factors described in our news releases and filings with the Securities and Exchange Commission (the SEC), including but not limited to those described in our Annual Report on Form 10-K for the year ended December 31, 2015 under the heading Risk Factors and in our subsequent reports filed with the SEC.

The forward looking statements included in this report are made only as of the date of this report, and except as otherwise required by federal securities law, we do not have any obligation to publicly update or revise any forward looking statements to reflect subsequent events or circumstances.

Overview

Company

We were formed as a Maryland corporation on November 26, 2013. On April 21, 2014, we completed our initial public offering (IPO) of shares of common stock. We contributed the net proceeds of the IPO to our Operating Partnership in exchange for common units in our Operating Partnership. Both we and our Operating Partnership commenced operations upon completion of the IPO and certain related formation transactions (the Formation Transactions).

The Company s interest in the Operating Partnership entitles the Company to share in distributions from, and allocations of profits and losses of, the Operating Partnership in proportion to the Company s percentage ownership of common units. As the sole general partner of the Operating Partnership, the Company has the exclusive power under the partnership agreement to manage and conduct the Operating Partnership s business, subject to limited approval and voting rights of the limited partners.

The Company has elected to be taxed and will continue to operate in a manner that will allow it to qualify as a real estate investment trust (REIT). Subject to qualification as a REIT, the Company will be permitted to deduct dividend distributions paid to its stockholders, eliminating the U.S. federal taxation of income represented by such distributions at the Company level. REITs are subject to a number of organizational and operational requirements. If the Company fails to qualify as a REIT in any taxable year, the Company will be subject to U.S. federal and state income tax on its taxable income at regular corporate tax rates and any applicable alternative minimum tax.

On February 1, 2016, the Company closed on the previously announced Internalization. The Company had previously entered into a Stock Purchase Agreement with certain stockholders of the Company s external advisor, City Office Real Estate Management Inc. pursuant to which the Company acquired all of the outstanding stock of the Advisor. Pursuant to this Stock Purchase Agreement, at closing, the Company issued 297,321 shares of its common stock with a fair market value of \$3.5 million to the Sellers, which include the Company s three executive officers and Samuel Belzberg, a director of the Company. In addition, the Company is required to make cash payments to the Sellers of up to \$3.5 million if the Company s fully diluted market capitalization reaches the following thresholds prior to December 31, 2016: \$1 million upon the Company achieving a \$200 million fully diluted market capitalization, an additional \$1 million upon the Company achieving a \$225 million fully diluted market capitalization and an additional \$1.5 million upon the Company achieving a \$250 million fully diluted market capitalization. As of April 5, 2016, the Company s fully diluted market capitalization was \$277.6 million. The Company accrued an additional \$3.5 million in the first quarter of 2016 representing the payments to be made to the Sellers upon reaching these fully diluted market capitalizations, which, together with the initial payment and professional fees, resulted in a total cost of \$7.0 million in the first quarter of 2016. The amount was recorded as an expense in the accompanying condensed consolidated statements of operations as it represented the cost of terminating the relationship.

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In connection with the closing of the Internalization, the Company entered into an amendment to the Advisory Agreement that eliminates the payment of acquisition fees by the Company to the Advisor. In addition, each of the executive officers entered into an employment agreement with the Company and became employees of the Company, and, at the same time, approximately eleven additional current employees of the Advisor and its affiliates became employees of the Company.

In connection with the closing of the transactions under the Stock Purchase Agreement, a subsidiary of the Company entered into an Administrative Services Agreement with Second City Capital II Corporation and Second City Real Estate II Corporation, related entities controlled by Sam Belzberg, a director of the Company. The Administrative Services Agreement has a three year term and pursuant to the agreement, the Company will provide various administrative services and support to the related entities managing the Second City funds. The Company's subsidiary will receive annual payments for these services under the Administrative Services Agreement as follows: first 12 months \$1.5 million, second 12 months \$1.15 million and third 12 months \$0.625 million, for a total of \$3.275 million over the three-year term.

On February 2, 2016, we entered into a purchase and sale agreement (the "PSA") to sell our Corporate Parkway property in Allentown, Pennsylvania for \$44.5 million, exclusive of closing costs or working capital adjustments. Corporate Parkway is a 178,330 SF, Class A office campus that is currently 100% leased to the Dun & Bradstreet Corporation. The purchaser has made a \$2.0 million deposit, subject to customary carve-outs, of which \$100,000 was non-refundable as of March 31, 2016 and an additional \$200,000 became non-refundable subsequent to quarter-end. The transaction is scheduled to close in the second quarter of 2016, although there can be no assurance that the transaction will close on the terms or timing we expect, if at all.

Indebtedness

For additional information regarding these mortgage loans and the Secured Credit Facility, please refer to "Liquidity and Capital Resources" below.

Revenue Base

As of March 31, 2016, we owned 14 properties comprised of 28 office buildings with a total of approximately 3.3 million square feet of net rentable area ("NRA"). As of March 31, 2016, our properties were approximately 87.3% leased.

Office Leases

Historically, most leases for our properties were on a full-service gross or net lease basis, and we expect to continue to use such leases in the future. A full-service gross lease generally has a base year expense "stop", whereby we pay a stated amount of expenses as part of the rent payment while future increases (above the base year stop) in property operating expenses are billed to the tenant based on such tenant's proportionate square footage in the property. The property operating expenses are reflected in operating expenses; however, only the increased property operating expenses above the base year stop recovered from tenants are reflected as tenant recoveries in our statements of operations. In a net lease, the tenant is typically responsible for all property taxes and operating expenses. As such, the base rent payment does not include any operating expenses, but rather all such expenses are billed to or paid by the tenant. The full amount of the expenses for this lease type is reflected in operating expenses, and the reimbursement is reflected in tenant recoveries. The tenants in the Corporate Parkway, Lake Vista Pointe, Florida Research Park and Superior Pointe properties have net leases. We are also a lessor for a fee simple ground lease at the AmberGlen property. All of our remaining leases are full-service gross leases.

Factors That May Influence Our Operating Results and Financial Condition

Business and Strategy

We focus on owning and acquiring office properties in our target markets. Our target markets generally possess what we believe are favorable economic growth trends, growing populations with above-average

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employment growth forecasts, a large number of government offices, large international, national and regional employers across diversified industries, are generally low-cost centers for business operations, and exhibit favorable occupancy trends. We utilize our management's market-specific knowledge and relationships as well as the expertise of local real estate operators and our investment partners to identify acquisition opportunities that we believe will offer cash flow stability and long-term value appreciation. Our target markets are attractive, among other reasons, because we believe that ownership is often concentrated among local real estate operators that typically do not benefit from the same access to capital as public REITs and there is a relatively low level of participation of large institutional investors. We believe that these factors result in attractive pricing levels and risk-adjusted returns.

Rental Revenue and Tenant Recoveries

The amount of net rental revenue generated by our properties will depend principally on our ability to maintain the occupancy rates of currently leased space and to lease currently available space and space that becomes available from lease terminations. As of March 31, 2016, our properties were approximately 87% leased. The amount of rental revenue generated also depends on our ability to maintain or increase rental rates at our properties. We believe that the average rental rates for our portfolio of properties are generally in-line or slightly below the current average quoted market rates. Negative trends in one or more of these factors could adversely affect our rental revenue in future periods. Future economic downturns or regional downturns affecting our markets or submarkets or downturns in our tenants' industries that impair our ability to renew or re-let space and the ability of our tenants to fulfill their lease commitments, as in the case of tenant bankruptcies, could adversely affect our ability to maintain or increase rental rates at our properties. In addition, growth in rental revenue will also partially depend on our ability to acquire additional properties that meet our investment criteria.

Our Properties

As of March 31, 2016, we own fourteen office complexes comprised of 28 office buildings with a total of approximately 3.3 million square feet of NRA in the metropolitan areas of Boise (ID), Denver (CO), Portland (OR), Tampa (FL), Allentown (PA), Dallas (TX) and Orlando (FL). The following table presents an overview of our portfolio as of March 31, 2016 (properties listed by descending NRA by market).

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| City | Property | Year Built/ Last Major Renovation ⁽¹⁾ | | Economic Interest | NRA (000s Square Feet) | In Place Occupancy | In Place & Committed Occupancy ⁽²⁾ | Annualized | Annualized | Annualized Base Rent (000s) ⁽⁴⁾ | Largest Tenant by NRA |
|-------------------|--------------------------|--------------------------------------------------------|-------------------------------------------------------|----------------------|---------------------------------|-----------------------|--------------------------------------------------------|------------|------------|--------------------------------------------------|--------------------------------------|
| | | Base Rent Per Square Foot ⁽³⁾ | Gross Rent Per Square Foot ⁽³⁾ | | | | | | | | |
| Denver, CO | Cherry Creek | 1962 | 1980 / | 100.0% | 356 | 100.0% | 100.0% | \$ 17.24 | \$ 17.24 | \$ 6,134 | State of Colorado Department of H |
| | | | 2012 | | | | | | | | |
| | Plaza 25 | 1981 / 2006 | | 100.0% | 196 | 86.2% | 89.1% | \$ 20.83 | \$ 20.83 | \$ 3,511 | Recondo Techn Inc |
| | DTC Crossroads | 1999 / 2015 | | 100.0% | 191 | 89.7% | 92.4% | \$ 24.64 | \$ 24.64 | \$ 4,217 | ProBuild Hold Inc. |
| | Superior Pointe | 2000 | | 100.0% | 149 | 89.8% | 89.8% | \$ 15.03 | \$ 26.03 | \$ 2,011 | KeyBank Nati Associatio |
| | Logan Tower | 1983 / 2014 | | 100.0% | 70 | 98.8% | 98.8% | \$ 18.94 | \$ 18.94 | \$ 1,310 | State of Color Governor's E |
| Idaho | Washington Group | 1970 | 1982 | 100.0% | 581 | 58.0% | 83.4% | \$ 17.83 | \$ 17.83 | \$ 6,002 | Idaho State T Commissio |
| | Plaza | | / 2012 | | | | | | | | |
| Dallas, TX | 190 Office Center | 2008 | | 100.0% | 303 | 97.8% | 97.8% | \$ 22.84 | \$ 22.84 | \$ 6,763 | United Health Services, In |
| | Lake Vista Pointe | 2007 | | 100.0% | 163 | 100.0% | 100.0% | \$ 14.00 | \$ 20.50 | \$ 2,287 | Ally Financial |
| Atlanta, FL | City Center | 1984 / 2012 | | 95.0% | 241 | 100.0% | 100.0% | \$ 23.64 | \$ 23.64 | \$ 5,698 | Kobie Marketin |
| | Intellicenter | 2008 | | 100.0% | 204 | 100.0% | 100.0% | \$ 21.84 | \$ 21.84 | \$ 4,444 | H. Lee Moffitt C Center |
| Portland, OR | AmberGlen | 1984 / 2002 | | 76.0% | 353 | 76.3% | 86.2% | \$ 16.00 | \$ 17.32 | \$ 4,316 | Planar Systems |
| Orlando, FL | Central Fairwinds | 1982 / 2012 | | 90.0% | 170 | 88.2% | 88.9% | \$ 25.71 | \$ 25.71 | \$ 3,844 | Fairwinds Cro Union |
| | Florida Research Park | 1999 | | 100.0% | 125 | 100.0% | 100.0% | \$ 20.00 | \$ 28.00 | \$ 2,490 | Kaplan, Inc |
| Philadelphia, PA | Corporate Parkway | 2006 | | 100.0% | 178 | 100.0% | 100.0% | \$ 18.73 | \$ 25.73 | \$ 3,340 | The Dun & Bra Corporatio |
| Weighted Average: | | | | | 3,278 | 87.3% | 93.2% | \$ 19.70 | \$ 21.50 | \$ 56,367 | |

- (1) We define major renovation as significant upgrades, alterations or additions to building common areas, interiors, exteriors and/or systems.
- (2) Includes both in place and committed tenants, which we define as tenants in occupancy as well as tenants that have executed binding leases for space undergoing improvement but are not yet in occupancy, as of March 31, 2016.
- (3) For Corporate Parkway, Lake Vista Pointe, Florida Research Park and Superior Pointe, the annualized base rent per square foot on a triple net basis was increased by \$7.00, \$6.50, \$8.00 and \$11.00 respectively, to estimate a gross equivalent base rent. AmberGlen has a net lease for one tenant which has been grossed-up by \$6.50 on a pro rata basis.
- (4) Annualized base rent is calculated by multiplying (i) rental payments (defined as cash rents before abatements) for the month ended March 31, 2016 by (ii) 12.
- (5) The figures presented as totals may not sum to the data included in their respective columns due to rounding.

Operating Expenses

Our operating expenses generally consist of utilities, property and ad valorem taxes, insurance and site maintenance costs. Increases in these expenses over tenants' base years (until the base year is reset at expiration) are generally passed along to tenants in our full-service gross leased properties and are generally paid in full by tenants in our net leased properties.

Conditions in Our Markets

Positive or negative changes in economic or other conditions in the markets we operate in, including state budgetary shortfalls, employment rates, natural hazards and other factors, may impact our overall performance.

Table of Contents**Summary of Significant Accounting Policies**

The interim consolidated financial statements follow the same policies and procedures as outlined in the audited consolidated financial statements for the year ended December 31, 2015 included in our Annual Report on Form 10-K for the year ended December 31, 2015.

Results of Operations***Comparison of Three Months Ended March 31, 2016 to Three Months Ended March 31, 2015****Revenue*

Total Revenue. Revenue includes net rental income, including parking, signage and other income, as well as the recovery of operating costs and property taxes from tenants. Total revenues increased \$5.0 million, or 45%, to \$16.3 million for the three month period ended March 31, 2016 compared to \$11.3 million in the corresponding period in 2015. \$0.2 million of this increase was attributed to the acquisition of the Logan Tower property in February 2015, \$0.8 million from the acquisition of Superior Pointe in June 2015, \$1.1 million from the acquisition of DTC Crossroads in June 2015, \$2.1 million from the acquisition of 190 Office Center in September 2015 and \$1.3 million from the acquisition of Intellicenter in September 2015. City Center increased total revenues by \$0.2 million due to the increased occupancy at the property over the prior year period. Offsetting these increases, Washington Group Plaza and AmberGlen decreased by \$0.5 million and \$0.2 million respectively due to the downtime associated with tenant improvement work for new tenants at each property replacing tenants who departed on December 31, 2015. Central Fairwinds, Corporate Parkway, Cherry Creek, Plaza 25, Lake Vista Pointe and Florida Research Park revenues were relatively unchanged in comparison to the prior year.

Rental Income. Rental income includes net rental income and income from a ground lease. Total rental income increased \$4.0 million, or 40%, to \$14.1 million for the three month period ended March 31, 2016 compared to \$10.1 million for the three months ended March 31, 2015. The increase in rental income was primarily due to the acquisitions described above. The acquisitions of the Logan Tower, Superior Pointe, DTC Crossroads, 190 Office Center and Intellicenter properties contributed an additional \$0.1 million, \$0.5 million, \$1.0 million, \$1.8 million and \$1.2 million in rental income, respectively, to the 2016 period rental income. City Center increased total rental income by \$0.1 million due to the increased occupancy at the property over the prior year period. Offsetting these increases, Washington Group Plaza and AmberGlen decreased by \$0.5 million and \$0.2 million due to the tenant departures described above.

Expense Reimbursement. Total expense reimbursement increased \$0.9 million, or 100%, to \$1.8 million for the three month period ended March 31, 2016 compared to \$0.9 million for the same period in 2015, primarily due to the acquisition of the Logan Tower, Superior Pointe, DTC Crossroads, 190 Center and Intellicenter properties described above.

Other. Other revenue includes parking, signage and other miscellaneous income. Total other revenues increased \$0.1 million, or 28%, to \$0.4 million compared to \$0.3 million for the same period in 2015. Nominal other income was generated by City Center, Central Fairwinds, Plaza 25, Logan Tower and DTC Crossroads with the largest contribution from City Center parking income.

Operating Expenses

Total Operating Expenses. Total operating expenses consist of property operating expenses, as well as acquisition costs, base management fees, stock-based compensation, external advisor acquisition costs, general and administrative expenses and depreciation and amortization. Total operating expenses increased by \$11.2 million, or 114%, to \$21.1 million for the three month period ended March 31, 2016, from \$9.9 million for the same period in 2015, primarily due to the external advisor acquisition costs of \$7.0 million which occurred on February 1, 2016 and the property acquisitions described above. Total operating expenses increased by \$0.8 million, \$0.9 million, \$1.5 million, \$0.8 million, respectively, from the acquisition of Superior Pointe in June 2015, the acquisition of DTC Crossroads in June 2015, the acquisition of 190 Office Center in September 2015 and the acquisition of Intellicenter

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in September 2015. City Center, AmberGlen, Central Fairwinds, Corporate Parkway, Washington Group Plaza, Cherry Creek, Plaza 25, Lake Vista Pointe, Florida Research Park and Logan Tower operating expenses were relatively unchanged in comparison to the prior year period. The remaining increase relates to slight increases in stock-based compensation, base management fees and general and administrative expenses related to our growth over the prior year.

Property Operating Expenses. Property operating expenses are comprised mainly of building common area and maintenance expenses, insurance, property taxes, property management fees, as well as certain expenses that are not recoverable from tenants, the majority of which are related to costs necessary to maintain the appearance and marketability of vacant space. In the normal course of business, property expenses fluctuate and are impacted by various factors including, but not limited to, occupancy levels, weather, utility costs, repairs, maintenance and re-leasing costs. Property operating expenses increased \$2.0 million, or 50%, to \$6.2 million for the three month period ended March 31, 2016 from \$4.1 million for the same period in 2015. The increase in property operating expenses was primarily due to the acquisitions described above. The acquisition of the Superior Pointe, DTC Crossroads, 190 Office Center and Intellicenter properties contributed an additional \$0.3 million, \$0.5 million, \$0.7 million, and \$0.4 million, in additional property operating expenses, respectively.

Acquisition Costs. Acquisition costs were nil for the three month period ended March 31, 2016 compared to \$0.2 million in the prior year. The acquisition costs in the 2015 period are related to the Logan Tower acquisition in the prior year.

Base Management Fee. Base Management Fee decreased \$0.2 million, or 67%, to \$0.1 million for the three month period ended March 31, 2016 compared to \$0.3 million for the three months ended March 31, 2015 representing the fee paid to our Advisor. Effective February 1, 2016, with the acquisition of the external advisor, no base management fees will be paid going forward.

Stock-Based Compensation. Stock-based compensation increased \$0.1 million, or 32%, to \$0.5 million for the three month period ended March 31, 2016 compared to \$0.4 million for the three month period ended March 31, 2015. The increase is a result of the additional grants authorized by the Compensation Committee of our Board of Directors during one of its 2015 meetings.

General and Administrative. General and administrative expenses increased \$0.3 million, or 72%, to \$0.7 million for the three month period ended March 31, 2016 compared to the same period in 2015. The increase is primarily attributable to payroll and other costs which the external advisor paid prior to February 1, 2016 and which the Company will pay going forward following the acquisition of the external advisor.

Depreciation and Amortization. Depreciation and amortization increased \$2.1 million, or 49%, to \$6.5 million for the three month period ended March 31, 2016 compared to \$4.4 million for the same period in 2015, primarily due to the addition of the Logan Tower, Superior Pointe, DTC Crossroads, 190 Office Center and Intellicenter properties.

Other Expense (Income)

Interest Expense, Net. Interest expense increased \$1.8 million, or 82%, to \$4.0 million for the three month period ended March 31, 2016, compared to \$2.2 million for the corresponding period in 2015. The increase was primarily due to interest expense related to acquisitions. Interest expense for the 190 Office Center and IntelliCenter property level debt was \$0.5 million, and \$0.4 million respectively in 2016, and the interest expense on the secured line of credit increased by \$0.7 million over the same period in 2015.

Cash Flows

Comparison of Period Ended March 31, 2016 to Period Ended March 31, 2015

Cash and cash equivalents were \$8.2 million and \$24.0 million as of March 31, 2016 and March 31, 2015, respectively.

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Cash flow from operating activities. Net cash provided by operating activities increased by \$1.6 million to \$4.3 million for the three months ended March 31, 2016 compared to \$2.7 million for the same period in 2015. The increase was primarily attributable to the external advisor acquisition costs of \$3.5 million paid in 2016 which were offset by an increase in operating cash flows from new acquisitions.

Cash flow to investing activities. Net cash used in investing activities decreased by \$7.0 million to \$4.5 million for the three months ended March 31, 2016 compared to \$11.5 million for the same period in 2015. The decrease was primarily the result of no acquisitions activity in the first quarter of 2016. The \$4.5 million incurred in 2016 primarily due to the tenant improvement work being incurred at Washington Group Plaza and AmberGlen related to the two signed leases at those properties replacing tenants who vacated their premises at December 31, 2015. Logan Tower was acquired during the same period in 2015.

Cash flow from financing activities. Net cash provided by financing activities increased by \$2.3 million to \$0.2 million source of cash for the three months ended March 31, 2016 compared to \$2.1 million use of cash for the same period in 2015. Cash flow from financing activities increased primarily due to an increase in borrowings from the Secured Credit Facility in 2016.

Liquidity and Capital Resources

Analysis of Liquidity and Capital Resources

We had approximately \$8.2 million of cash and cash equivalents and \$14.8 million of restricted cash as of March 31, 2016. In addition, we had drawn \$54 million from the Secured Credit Facility.

On April 5, 2016, we completed a public offering pursuant to which we sold 8,050,000 shares of our common stock to the public at a price of \$11.40 per share, inclusive of the overallotment option. We raised \$91.8 million in gross proceeds, resulting in net proceeds to us of approximately \$86.7 million after deducting \$5.1 million in underwriting discounts and other expenses relating to the offering.

Our short-term liquidity requirements primarily consist of operating expenses and other expenditures associated with our properties, distributions to our limited partners and distributions to our stockholders required to qualify for REIT status, capital expenditures and, potentially, acquisitions. We expect to meet our short-term liquidity requirements through net cash provided by operations, reserves established from existing cash and borrowings under our Secured Credit Facility.

Our long-term liquidity needs consist primarily of funds necessary for the repayment of debt at maturity, property acquisitions and non-recurring capital improvements. We expect to meet our long-term liquidity requirements with net cash from operations, long-term secured and unsecured indebtedness and the issuance of equity and debt securities. We also may fund property acquisitions and non-recurring capital improvements using our Secured Credit Facility pending longer term financing.

We believe we have access to multiple sources of capital to fund our long-term liquidity requirements, including the incurrence of additional debt and the issuance of additional equity securities. However, we cannot assure you that this is or will continue to be the case. Our ability to incur additional debt is dependent on a number of factors, including our degree of leverage, the value of our unencumbered assets and borrowing restrictions that may be imposed by lenders. Our ability to access the equity capital markets is dependent on a number of factors as well, including general market conditions for REITs and market perceptions about us.

Consolidated Indebtedness as of March 31, 2016

As of March 31, 2016, we had approximately \$348.4 million of outstanding consolidated indebtedness, 80.5% of which is fixed rate debt. The following table sets forth information as of March 31, 2016 with respect to our outstanding indebtedness (in thousands).

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| Debt | March 31, 2016 | Interest Rate as of March 31, 2016 | Maturity Date |
|-----------------------------------------|-----------------------|-----------------------------------------------|----------------------|
| Term Loan ⁽¹⁾ | \$ 14,000 | LIBOR ⁽²⁾ +6.00% | September 2016 |
| Secured Credit Facility ⁽³⁾ | 54,000 | LIBOR ⁽²⁾ +2.75% | June 2018 |
| Washington Group Plaza ⁽⁴⁾ | 33,502 | 3.85 | July 2018 |
| AmberGlen Mortgage Loan ⁽⁵⁾ | 24,618 | 4.38 | May 2019 |
| Midland Life Insurance ⁽⁶⁾ | 95,000 | 4.34 | May 2021 |
| Lake Vista Pointe ⁽⁴⁾ | 18,460 | 4.28 | August 2024 |
| Florida Research Park ⁽⁴⁾⁽⁷⁾ | 17,000 | 4.44 | December 2024 |
| Plaza 25 ^{(4) (8)} | 17,000 | 4.10 | July 2025 |
| 190 Office Center ⁽⁸⁾ | 41,250 | 4.79 | October 2025 |
| Intellicenter ⁽⁸⁾ | 33,562 | 4.65 | October 2025 |
| Total | \$ 348,392 | | |

- (1) We are required to maintain a maximum total leverage ratio of 65%, a minimum liquidity of \$3 million and a debt service coverage ratio of no less than 1.60x.
- (2) As of March 31, 2016, the one month LIBOR rate was 0.40%.
- (3) At March 31, 2016 the Secured Credit Facility had \$75 million authorized and \$54 million drawn. In addition, the Secured Credit Facility has an accordion feature that will permit us to borrow up to \$150 million, subject to additional collateral availability and lender approval. The Credit Agreement has a maturity date of June 26, 2018, which may be extended to June 26, 2019 at the Company's option upon meeting certain conditions. The Secured Credit Facility requires us to maintain a fixed charge coverage ratio of no less than 1.60x. At March 31, 2016, the Secured Credit Facility is cross-collateralized by Central Fairwinds, Logan Tower, Superior Pointe and DTC Crossroads.
- (4) Interest on mortgage loan is payable monthly plus principal based on 360 months of amortization.
- (5) We are required to maintain a minimum net worth of \$25 million and a minimum liquidity of \$2 million.
- (6) The mortgage loan is cross-collateralized by Corporate Parkway, Cherry Creek and City Center. The loan is interest only until June 2016, after which it is interest payable monthly plus principal based on 360 months of amortization. The loan bears a fixed interest rate of 4.34% and matures on May 6, 2021.
- (7) We are required to maintain a minimum net worth of \$17 million, minimum liquidity of \$1.7 million and a debt service coverage ratio of no less than 1.15x.
- (8) We are required to maintain a debt service coverage ratio of no less than 1.45x, 1.15x and 1.20x respectively for each of Plaza 25, 190 Office Center and Intellicenter.

Table of Contents**Contractual Obligations and Other Long-Term Liabilities**

The following table provides information with respect to our commitments as of March 31, 2016, including any guaranteed or minimum commitments under contractual obligations. The table does not reflect available debt extension options.

| Contractual Obligation | Payments Due by Period (in thousands) | | | | |
|-------------------------------------------|---------------------------------------|-----------|------------|-----------|-------------------|
| | Total | 2016 | 2017-2018 | 2019-2020 | More than 5 years |
| Principal payments on debt | \$ 348,392 | \$ 15,756 | \$ 92,196 | \$ 30,546 | \$ 209,894 |
| Interest payments | 78,880 | 9,303 | 23,794 | 19,646 | 26,137 |
| Tenant-related commitments ⁽¹⁾ | 8,727 | 7,568 | 131 | 1,014 | 14 |
| Total | \$ 435,999 | \$ 32,627 | \$ 116,121 | \$ 51,206 | \$ 236,045 |

(1) Consists principally of commitments for tenant improvements.

Off-Balance Sheet Arrangements

As of March 31, 2016, we did not have any off-balance sheet arrangements.

Inflation

Substantially all of our office leases provide for real estate tax and operating expense escalations. In addition, most of the leases provide for fixed annual rent increases. We believe that inflationary increases may be at least partially offset by these contractual rent increases and expense escalations.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Our future income, cash flows and fair values relevant to financial instruments are dependent upon prevailing market interest rates. Market risk refers to the risk of loss from adverse changes in market prices and interest rates. We have used, and will use, derivative financial instruments to manage or hedge interest rate risks related to borrowings. We do not use derivatives for trading or speculative purposes and only enter into contracts with major financial institutions based upon their credit rating and other factors. We have entered, and we will only enter into, contracts with major financial institutions based on their credit rating and other factors. As of March 31, 2016 and December 31, 2015, our Company did not have any outstanding derivatives.

As of March 31, 2016, approximately \$280.4 million, or 80.5%, of our debt had fixed interest rates and approximately \$68.0 million, or 19.5%, had variable interest rates. The variable rate indebtedness relates to borrowings under the Secured Credit Facility and the Term Loan.

The variable rate component of our consolidated indebtedness is LIBOR-based. Assuming no increase in the amount of our variable rate debt as of March 31, 2016, if LIBOR were to increase by 100 basis points, the increase in interest expense on our variable rate debt would decrease our future earnings and cash flows by approximately \$0.7 million annually. If LIBOR were to decrease by 100 basis points, interest expense on our variable rate debt would decrease by approximately \$0.7 million annually.

The primary market risk to which we are exposed is interest rate risk. Our primary interest rate exposure is LIBOR. We primarily use fixed interest rate financing to manage our exposure to fluctuations in interest rates.

Interest risk amounts are our management's estimates based on our Company's capital structure and were determined by considering the effect of hypothetical interest rates on our financial instruments. These analyses do not consider the effect of any change in overall economic activity that could occur in that environment nor the change to the capital structure as a result of the Internalization. We may take actions to further mitigate our exposure to changes in interest rates. However, due to the uncertainty of the specific actions that would be taken and their possible effects, these analyses assume no changes in our Company's financial structure.

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Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as such term is defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)), that are designed to ensure that information required to be disclosed in our reports under the Exchange Act is processed, recorded, summarized and reported within the time periods specified in the rules and regulations of the SEC and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

We have carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, regarding the effectiveness of our disclosure controls and procedures as of March 31, 2016, the end of the period covered by this report. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer have concluded, as of March 31, 2016, that our disclosure controls and procedures were effective in ensuring that information required to be disclosed by us in reports filed or submitted under the Exchange Act (i) is processed, recorded, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate to allow for timely decisions regarding required disclosure.

Management's Report on Internal Control Over Financial Reporting

There have been no changes to our internal control over financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings

We and our subsidiaries are, from time to time, parties to litigation arising from the ordinary course of their business. Our management does not believe that any such litigation will materially affect our financial position or operations.

Item 1A. Risk Factors

There have been no material changes from the risk factors disclosed in the section entitled "Risk Factors" of our Annual Report on Form 10-K for the year ended December 31, 2015.

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

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

| <u>Exhibit Number</u> | <u>Description</u> |
|------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3.1 | Articles of Amendment and Restatement of the Company (incorporated by reference to Exhibit 3.1 of the Company's Quarterly Report on Form 10-Q filed with the Commission on May 23, 2014). |
| 3.2 | Articles Supplementary (incorporated by reference to Exhibit 3.1.1 of the Company's Current Report on Form 8-K filed with the Commission on March 25, 2015). |
| 3.3 | Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.2 of the Company's Quarterly Report on Form 10-Q filed with the Commission on May 23, 2014). |
| 3.4 | First Amendment to Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.2 of the Company's Current Report on Form 8-K filed with the Commission on March 25, 2015). |
| 4.1 | Certificate of Common Stock of City Office REIT, Inc. (incorporated by reference to Exhibit 4.1 of the Company's Registration Statement on Form S-11/A filed with the Commission on February 18, 2014). |

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- 10.1 Purchase and Sale Agreement by and between SCCP Central Valley Limited Partnership and Gulf Islamic Investments LLC, dated February 2, 2016.
- 10.2 Form of Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Commission on March 9, 2016).
- 31.1 Certification by Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification by Chief Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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| | |
|---------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| 32.2 | Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101.INS | INSTANCE DOCUMENT* |
| 101.SCH | SCHEMA DOCUMENT* |
| 101.CAL | CALCULATION LINKBASE DOCUMENT* |
| 101.LAB | LABELS LINKBASE DOCUMENT* |
| 101.PRE | PRESENTATION LINKBASE DOCUMENT* |
| 101.DEF | DEFINITION LINKBASE DOCUMENT* |

Filed herewith.

* Submitted electronically herewith. Attached as Exhibit 101 to this report are the following documents formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets; (ii) Consolidated and Combined Statements of Income; (iii) Consolidated and Combined Statements of Equity; (iv) Consolidated Statements of Cash Flows; and (v) Notes to Consolidated and Combined Financial Statements.

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SIGNATURES

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

CITY OFFICE REIT, INC.

Date: May 5, 2016

By: */s/ James Farrar*
James Farrar
Chief Executive Officer

Date: May 5, 2016

By: */s/ Anthony Maretic*
Anthony Maretic
Chief Financial Officer