

COUSINS PROPERTIES INC

Form 10-Q

October 27, 2015

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-Q

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

For the quarterly period ended September 30, 2015

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-11312

COUSINS PROPERTIES INCORPORATED

(Exact name of registrant as specified in its charter)

GEORGIA

58-0869052

(State or other jurisdiction of  
incorporation or organization)

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

191 Peachtree Street, Suite 500, Atlanta, Georgia

30303-1740

(Address of principal executive offices)

(Zip Code)

(404) 407-1000

(Registrant's telephone number, including area code)

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 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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a 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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class

Outstanding at October 22, 2015

Common Stock, \$1 par value per share

214,670,759 shares

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FORWARD-LOOKING STATEMENTS

Certain matters contained in this report are “forward-looking statements” within the meaning of the federal securities laws and are subject to uncertainties and risks, as itemized in Item 1A included in the Annual Report on Form 10-K/A for the year ended December 31, 2014. These forward-looking statements include information about possible or assumed future results of the business and our financial condition, liquidity, results of operations, plans, and objectives. They also include, among other things, statements regarding subjects that are forward-looking by their nature, such as:

- our business and financial strategy;
- our ability to obtain future financing arrangements;
- future acquisitions and future dispositions of operating assets;
- future acquisitions of land;
- future development and redevelopment opportunities;
- future dispositions of land and other non-core assets;
- future repurchases of our common stock;
- projected operating results;
- market and industry trends;
- future distributions;
- projected capital expenditures; and
- interest rates.

Any forward-looking statements are based upon management's beliefs, assumptions, and expectations of our future performance, taking into account information currently available. These beliefs, assumptions, and expectations may change as a result of possible events or factors, not all of which are known. If a change occurs, our business, financial condition, liquidity, and results of operations may vary materially from those expressed in forward-looking statements. Actual results may vary from forward-looking statements due to, but not limited to, the following:

- the availability and terms of capital and financing;
- the ability to refinance or repay indebtedness as it matures;
- the failure of purchase, sale, or other contracts to ultimately close;
- the failure to achieve anticipated benefits from acquisitions and investments or from dispositions;
- the potential dilutive effect of any common stock offerings;
- the failure to achieve benefits from the repurchase of our common stock;
- the availability of buyers and adequate pricing with respect to the disposition of assets;
- risks related to the geographic concentration of our portfolio, including, but not limited to, metropolitan Houston and metropolitan Atlanta;
- risks related to industry concentration of our portfolio including, but, not limited to, the energy industry;
- risks and uncertainties related to national and local economic conditions, the real estate industry in general, and the commercial real estate markets in particular;
- changes to our strategy with regard to land and other non-core holdings that require impairment losses to be recognized;
- leasing risks, including the ability to obtain new tenants or renew expiring tenants, and the ability to lease newly developed and/or recently acquired space;
- the adverse change in the financial condition of one or more of our major tenants;
- volatility in interest rates and insurance rates;
- the availability of sufficient investment opportunities;
- competition from other developers or investors;
- the risks associated with real estate developments (such as zoning approval, receipt of required permits, construction delays, cost overruns, and leasing risk);
- the loss of key personnel;

- the potential liability for uninsured losses, condemnation, or environmental issues;
- the potential liability for a failure to meet regulatory requirements;
- the financial condition and liquidity of, or disputes with, joint venture partners;
- any failure to comply with debt covenants under credit agreements; and
- any failure to continue to qualify for taxation as a real estate investment trust.

The words “believes,” “expects,” “anticipates,” “estimates,” “plans,” “may,” “intend,” “will,” or similar expressions are intended to identify forward-looking statements. Although we believe that our plans, intentions, and expectations reflected in any forward-looking statements are reasonable, we can give no assurance that such plans, intentions, or expectations will be achieved. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of future events, new information, or otherwise, except as required under U.S. federal securities laws.

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## PART I — FINANCIAL INFORMATION

## Item 1. Financial Statements.

## COUSINS PROPERTIES INCORPORATED AND SUBSIDIARIES

## CONDENSED CONSOLIDATED BALANCE SHEETS

(in thousands, except share and per share amounts)

	September 30, 2015 (unaudited)	December 31, 2014
Assets:		
Real estate assets:		
Operating properties, net of accumulated depreciation of \$385,657 and \$324,543 in 2015 and 2014, respectively	\$2,160,655	\$2,181,684
Projects under development	53,118	91,615
Land	17,829	21,646
	2,231,602	2,294,945
Real estate assets and other assets held for sale, net of accumulated depreciation and amortization of \$60,078 in 2015	50,491	—
Cash and cash equivalents	5,331	—
Restricted cash	4,486	5,042
Notes and accounts receivable, net of allowance for doubtful accounts of \$1,736 and \$1,643 in 2015 and 2014, respectively	9,513	10,732
Deferred rents receivable	63,738	57,939
Investment in unconsolidated joint ventures	103,470	100,498
Intangible assets, net of accumulated amortization of \$96,349 and \$76,050 in 2015 and 2014, respectively	131,858	163,244
Other assets	37,118	34,930
Total assets	\$2,637,607	\$2,667,330
Liabilities:		
Notes payable	\$779,570	\$792,344
Accounts payable and accrued expenses	66,049	76,240
Deferred income	24,132	23,277
Intangible liabilities, net of accumulated amortization of \$24,464 and \$16,897 in 2015 and 2014, respectively	62,019	70,020
Other liabilities	30,407	31,991
Liabilities of real estate assets held for sale	2,843	—
Total liabilities	965,020	993,872
Commitments and contingencies	—	—
Equity:		
Stockholders' investment:		
Common stock, \$1 par value, 350,000,000 shares authorized, 220,255,502 and 220,082,610 shares issued in 2015 and 2014, respectively	220,256	220,083
Additional paid-in capital	1,721,856	1,720,972
Treasury stock at cost, 5,584,743 and 3,570,082 shares in 2015 and 2014, respectively	(105,531)	(86,840)
Distributions in excess of cumulative net income	(163,994)	(180,757)
Total equity	1,672,587	1,673,458
Total liabilities and equity	\$2,637,607	\$2,667,330

See accompanying notes.

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CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(unaudited, in thousands, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,		
	2015	2014	2015	2014	
Revenues:					
Rental property revenues	\$96,016	\$86,857	\$282,226	\$244,375	
Fee income	1,686	1,802	5,206	6,165	
Other	444	439	593	4,786	
	98,146	89,098	288,025	255,326	
Costs and expenses:					
Rental property operating expenses	41,331	38,685	120,672	109,501	
Reimbursed expenses	686	783	2,514	2,703	
General and administrative expenses	2,971	5,021	12,502	16,388	
Interest expense	7,673	6,817	23,219	20,954	
Depreciation and amortization	32,538	32,704	103,564	101,979	
Acquisition and related costs	19	644	104	815	
Other	175	481	873	1,936	
	85,393	85,135	263,448	254,276	
Income from continuing operations before taxes, unconsolidated joint ventures, and gain on sale of investment properties	12,753	3,963	24,577	1,050	
Benefit (provision) for income taxes from operations	—	(1	) —	20	
Income from unconsolidated joint ventures	3,716	2,030	7,088	5,343	
Income from continuing operations before gain on sale of investment properties	16,469	5,992	31,665	6,413	
Gain on sale of investment properties	37,145	81	37,674	1,569	
Income from continuing operations	53,614	6,073	69,339	7,982	
Income (loss) from discontinued operations:					
Income (loss) from discontinued operations	6	348	(14	) 1,806	
Gain (loss) on sale from discontinued operations	—	12,993	(551	) 19,372	
	6	13,341	(565	) 21,178	
Net income	53,620	19,414	68,774	29,160	
Net income attributable to noncontrolling interests	—	(92	) —	(376	)
Net income attributable to controlling interests	53,620	19,322	68,774	28,784	
Dividends to preferred stockholders	—	—	—	(2,955	)
Preferred share original issuance costs	—	—	—	(3,530	)
Net income available to common stockholders	\$53,620	\$19,322	\$68,774	\$22,299	
Per common share information — basic and diluted:					
Income from continuing operations attributable to controlling interest	\$0.25	\$0.03	\$0.32	\$—	
Income from discontinued operations	—	0.06	—	0.11	
Net income available to common stockholders	\$0.25	\$0.09	\$0.32	\$0.11	
Weighted average shares — basic	216,261	209,839	216,485	200,073	
Weighted average shares — diluted	216,374	210,111	216,625	200,325	
Dividends declared per common share	\$0.080	\$0.075	\$0.240	\$0.225	

See accompanying notes.





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CONDENSED CONSOLIDATED STATEMENTS OF EQUITY

Nine Months Ended September 30, 2015 and 2014

(unaudited, in thousands)

	Preferred Stock	Common Stock	Additional Paid-In Capital	Treasury Stock	Distributions in Excess of Net Income	Stockholders' Investment	Nonredeemable, Noncontrolling Interests	Total Equity
Balance December 31, 2014	\$—	\$220,083	\$1,720,972	\$(86,840 )	\$(180,757 )	\$1,673,458	\$—	\$1,673,458
Net income	—	—	—	—	68,774	68,774	—	68,774
Common stock issued pursuant to:								
Director stock grants	—	79	686	—	—	765	—	765
Stock option exercises	—	4	(19 )	—	—	(15 )	—	(15 )
Restricted stock grants, net of amounts withheld for income taxes	—	90	(911 )	—	—	(821 )	—	(821 )
Amortization of stock options and restricted stock, net of forfeitures	—	—	1,104	—	—	1,104	—	1,104
Repurchase of common stock	—	—	—	(18,691 )	—	(18,691 )	—	(18,691 )
Common dividends	—	—	—	—	(52,011 )	(52,011 )	—	(52,011 )
Other	—	—	24	—	—	24	—	24
Balance September 30, 2015	\$—	\$220,256	\$1,721,856	\$(105,531 )	\$(163,994 )	\$1,672,587	\$—	\$1,672,587
Balance December 31, 2013	\$94,775	\$193,236	\$1,420,951	\$(86,840 )	\$(164,721 )	\$1,457,401	\$1,571	\$1,458,972
Net income	—	—	—	—	28,784	28,784	376	29,160
Common stock issued pursuant to:								
Director stock grants	—	55	598	—	—	653	—	653
Stock option exercises	—	40	(267 )	—	—	(227 )	—	(227 )
Common stock offering, net of issuance costs	—	26,700	295,212	—	—	321,912	—	321,912
Restricted stock grants, net of	—	53	(978 )	—	—	(925 )	—	(925 )

amounts withheld for income taxes								
Amortization of stock options and restricted stock, net of forfeitures	—	(5 )	1,513	—	—	1,508	—	1,508
Distributions to nonredeemable noncontrolling interests	—	—	—	—	—	—	(369 )	(369 )
Redemption of preferred shares	(94,775 )	—	3,530	—	(3,530 )	(94,775 )	—	(94,775 )
Preferred dividends	—	—	—	—	(2,955 )	(2,955 )	—	(2,955 )
Common dividends	—	—	—	—	(45,351 )	(45,351 )	—	(45,351 )
Balance September 30, 2014	\$—	\$220,079	\$1,720,559	\$(86,840 )	\$(187,773 )	\$1,666,025	\$1,578	\$1,667,603

See accompanying notes.

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CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(unaudited, in thousands)

	Nine Months Ended September	
	30,	
	2015	2014
Cash flows from operating activities:		
Net income	\$68,774	\$29,160
Adjustments to reconcile net income to net cash provided by operating activities:		
Gain on sale of investment properties, including discontinued operations	(37,123	) (20,941
Depreciation and amortization, including discontinued operations	103,614	102,481
Amortization of deferred financing costs	1,073	604
Amortization of stock options and restricted stock, net of forfeitures	1,104	1,508
Effect of certain non-cash adjustments to rental revenues	(21,907	) (21,740
Income from unconsolidated joint ventures	(7,087	) (5,343
Operating distributions from unconsolidated joint ventures	5,570	5,195
Land and multi-family cost of sales, net of closing costs paid	—	302
Changes in other operating assets and liabilities:		
Change in other receivables and other assets, net	(6,452	) (1,912
Change in operating liabilities	(4,526	) 5,282
Net cash provided by operating activities	103,040	94,596
Cash flows from investing activities:		
Proceeds from investment property sales	136,498	53,827
Property acquisition, development, and tenant asset expenditures	(151,384	) (351,657
Investment in unconsolidated joint ventures	(7,486	) (10,578
Distributions from unconsolidated joint ventures	6,318	7,433
Change in notes receivable and other assets	1,149	(1,818
Change in restricted cash	293	(1,834
Net cash used in investing activities	(14,612	) (304,627
Cash flows from financing activities:		
Proceeds from credit facility	269,000	395,175
Repayment of credit facility	(275,200	) (347,550
Proceeds from other notes payable	—	68
Repayment of notes payable	(6,574	) (6,713
Payment of loan issuance costs	—	(3,176
Common stock issued, net of expenses	8	321,912
Repurchase of common stock	(18,320	) —
Redemption of preferred shares	—	(94,775
Common dividends paid	(52,011	) (45,351
Preferred dividends paid	—	(2,955
Distributions to noncontrolling interests	—	(369
Net cash provided by (used in) financing activities	(83,097	) 216,266
Net increase in cash and cash equivalents	5,331	6,235
Cash and cash equivalents at beginning of period	—	975
Cash and cash equivalents at end of period	\$5,331	\$7,210
Interest paid, net of amounts capitalized	\$22,579	\$20,450

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Significant non-cash transactions:

Change in accrued property acquisition, development, and tenant asset expenditures	\$(4,118	) \$3,055
Transfer from operating properties to real estate assets and other assets held for sale	50,491	181,116
Transfer from operating properties to liabilities of real estate assets held for sale	2,843	—
Transfer from projects under development to operating properties	93,019	—

See accompanying notes.

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COUSINS PROPERTIES INCORPORATED AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(Unaudited)

1. DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

Description of Business

Cousins Properties Incorporated (“Cousins”), a Georgia corporation, is a self-administered and self-managed real estate investment trust (“REIT”). Through December 31, 2014, Cousins Real Estate Corporation (“CREC”) was a taxable entity wholly-owned by and consolidated with Cousins. CREC owned, developed, and managed its own real estate portfolio and performed certain real estate related services for other parties. On December 31, 2014, CREC merged into Cousins and coincident with this merger, Cousins formed Cousins TRS Services LLC (“CTRS”), a new taxable entity wholly-owned by Cousins. Upon formation, CTRS received a capital contribution of some of the real estate assets and contracts that were previously owned by CREC. CTRS owns and manages its own real estate portfolio and performs certain real estate related services for other parties. Cousins, CREC, CTRS and their subsidiaries are included in the condensed consolidated financial statements and are hereinafter referred to collectively as the “Company.”

The Company develops, acquires, leases, manages, and owns primarily Class A office properties and opportunistic mixed-use properties in Sunbelt markets with a focus on Georgia, Texas, and North Carolina. Cousins has elected to be taxed as a real estate investment trust (“REIT”) and intends to, among other things, distribute 90% of its net taxable income to stockholders, thereby eliminating any liability for federal income taxes under current law. Therefore, the results included herein do not include a federal income tax provision for Cousins.

Basis of Presentation

The condensed consolidated financial statements are unaudited and were prepared by the Company in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and in accordance with the rules and regulations of the Securities and Exchange Commission (“SEC”). In the opinion of management, these financial statements reflect all adjustments necessary (which adjustments are of a normal and recurring nature) for the fair presentation of the Company's financial position as of September 30, 2015 and the results of operations for the three and nine months ended September 30, 2015 and 2014. The results of operations for the three and nine months ended September 30, 2015 are not necessarily indicative of results expected for the full year. Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to the rules and regulations of the SEC. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included in the Company's Annual Report on Form 10-K/A for the year ended December 31, 2014. The accounting policies employed are substantially the same as those shown in note 2 to the consolidated financial statements included in such Form 10-K/A.

For the three and nine months ended September 30, 2015 and 2014, there were no items of other comprehensive income. Therefore, no presentation of comprehensive income is required.

The Company evaluates all partnerships, joint ventures and other arrangements with variable interests to determine if the entity or arrangement qualifies as a variable interest entity (“VIE”), as defined in the Financial Accounting Standards Board's (“FASB”) Accounting Standards Codification (“ASC”). If the entity or arrangement qualifies as a VIE and the Company is determined to be the primary beneficiary, the Company is required to consolidate the assets, liabilities, and results of operations of the VIE.

In July 2015, the Company acquired land and transferred it to a special purpose entity to facilitate a potential Section 1031 exchange under the Internal Revenue Code. To realize the tax deferral available under the Section 1031 exchange, the Company must complete the Section 1031 exchange, and take title to the to-be-exchanged land within 180 days of the acquisition date. The Company has determined that this entity is a VIE, and the Company is the primary beneficiary. Therefore, the Company consolidates this entity. As of September 30, 2015, this VIE had total assets of \$34.1 million, no significant liabilities, and no significant cash flows.

Certain prior year amounts have been reclassified for consistency with the current period presentation. In the first quarter of 2015, the Company concluded that certain liabilities associated with variable stock-based compensation should be classified as other liabilities. Previously, these items had been classified as accounts payable and accrued expenses. This change in classification does not affect the previously reported Condensed Consolidated Statement of Cash Flows or Condensed Consolidated Statement of Operations for any period.

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## Recent Accounting Pronouncements

In February 2015, the FASB issued ASC 2015-02 "Consolidation (Topic 810): Amendments to the Consolidation Analysis." All legal entities are subject to reevaluation under the revised consolidation model. The amendment modifies the evaluation of whether limited partnerships and similar legal entities are variable interest entities or voting interest entities. It also eliminates the presumption that a general partner should consolidate a limited partnership. The guidance is effective for public entities with periods beginning after December 15, 2015 with early adoption permitted. The Company expects to adopt this guidance effective January 1, 2016 and is currently assessing the potential impact of adopting the new guidance.

In April 2015, the FASB issued ASU 2015-03, "Simplifying the Presentation of Debt Issuance Costs," which will require companies to present debt issuance costs as a direct deduction from the related debt rather than as an asset. These costs will continue to be amortized into interest expense. The guidance is effective for periods beginning after December 15, 2015 with early adoption permitted. The Company expects to adopt this guidance effective January 1, 2016, and the Company does not expect the adoption of this guidance to have a material impact on its consolidated financial statements.

In April 2015, the FASB voted to defer ASU 2014-09, "Revenue from Contracts with Customers (Topic 606)." Under the new guidance, companies will recognize revenue when the seller satisfies a performance obligation, which would be when the buyer takes control of the good or service. This new guidance could result in different amounts of revenue being recognized and could result in revenue being recognized in different reporting periods than under the current guidance. The standard specifically excludes revenue associated with lease contracts. The guidance is effective for periods beginning after December 15, 2017, with early adoption permitted for periods beginning after December 15, 2016. The Company expects to adopt this guidance effective January 1, 2018 and is currently assessing the potential impact of adopting the new guidance.

## 2. REAL ESTATE TRANSACTIONS

## Acquisitions

In July 2015, the Company acquired a 4.16 acre land site located in Atlanta, Georgia for \$27.0 million. An approximately 485,000 square foot office building is expected to be developed on this site. The site also includes an additional parcel for a second office building development.

## Dispositions

In September 2015, the Company sold 2100 Ross, an 844,000 square foot office tower located in Dallas, Texas for a gross sales price of \$131.0 million and recognized a gain of \$36.2 million on this disposition.

## 3. REAL ESTATE ASSETS HELD FOR SALE

As of September 30, 2015, the following operating properties were classified as held for sale:

Property	Property Type	Location	Rentable Square Feet
North Point Center East	Office	Atlanta, Georgia	540,000
The Points at Waterview	Office	Dallas, Texas	203,000

In the second quarter of 2014, the Company adopted ASU 2014-08 relating to the reporting of discontinued operations. Since the adoption of the guidance, the Company has determined that the sale of the properties listed above would not represent a strategic shift in operations and, therefore, will be presented in continuing operations for all periods present. The major classes of assets and liabilities of the properties held for sale as of September 30, 2015 are as follows (in thousands):





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Real estate assets and related assets held for sale	September 30, 2015
Operating Properties, net of accumulated depreciation of \$57,967	\$44,560
Deferred rents receivable	4,239
Other assets, net of accumulated amortization of \$2,111	1,086
Notes and accounts receivable	606
	\$50,491
Liabilities of real estate assets held for sale	
Accounts payable and accrued expenses	\$2,212
Other liabilities	631
	\$2,843

## 4. INVESTMENT IN UNCONSOLIDATED JOINT VENTURES

The Company describes its investments in unconsolidated joint ventures in note 5 of the notes to consolidated financial statements in its Annual Report on Form 10-K/A for the year ended December 31, 2014. The following table summarizes balance sheet data of the Company's unconsolidated joint ventures as of September 30, 2015 and December 31, 2014 (in thousands):

SUMMARY OF FINANCIAL POSITION:	Total Assets		Total Debt		Total Equity		Company's Investment	
	2015	2014	2015	2014	2015	2014	2015	2014
Terminus Office Holdings LLC	\$285,336	\$288,415	\$211,835	\$213,640	\$59,753	\$62,830	\$30,814	\$32,323
EP I LLC	83,256	85,228	58,030	58,029	24,172	26,671	22,249	22,905
EP II LLC	70,233	42,772	39,149	12,735	24,818	24,969	19,834	19,905
Charlotte Gateway Village, LLC	127,373	130,272	22,143	35,530	101,339	92,808	11,193	11,218
HICO Victory Center LP	12,883	10,450	—	—	12,835	10,450	9,000	7,572
Carolina Square Holdings LP	9,959	—	—	—	8,178	—	4,778	—
CL Realty, L.L.C.	7,550	7,264	—	—	7,389	7,042	3,724	3,546
Temco Associates, LLC	967	6,910	—	—	386	6,709	1,070	3,027
HICO Avalon LLC	1,130	—	—	—	900	—	806	—
Wildwood Associates	16,501	16,400	—	—	16,384	16,389	(1,108 )	(1)(1,106 )
Crawford Long - CPI, LLC	29,900	29,946	74,645	75,000	(46,627 )	(45,762 )	(22,216 )	(1)(21,931 )
Other	1,100	1,411	—	—	880	979	2	2
	\$646,188	\$619,068	\$405,802	\$394,934	\$210,407	\$203,085	\$80,146	\$77,461

(1) Negative balances are included in deferred income on the balance sheets.

The following table summarizes statement of operations information of the Company's unconsolidated joint ventures for the nine months ended September 30, 2015 and 2014 (in thousands):

SUMMARY OF OPERATIONS:	Total Revenues		Net Income (Loss)		Company's Share of Income (Loss)	
	2015	2014	2015	2014	2015	2014

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Terminus Office Holdings LLC	\$30,144	\$29,354	\$1,923	\$314	\$962	\$134	
EP I LLC	9,587	9,024	2,481	2,102	1,864	1,577	
EP II LLC	536	—	(150	) —	(100	) —	
Charlotte Gateway Village, LLC	25,311	25,079	9,438	8,635	883	882	
CL Realty, L.L.C.	674	1,240	346	846	178	410	
Temco Associates, LLC	9,163	793	2,077	157	2,244	(24	)
Wildwood Associates	—	29	(89	) (125	) (45	) (50	)
Crawford Long - CPI, LLC	9,193	8,905	2,131	2,075	1,071	1,062	
Cousins Watkins LLC	—	3,801	—	217	—	1,702	
Other	—	5	(95	) (245	) 31	(350	)
	\$84,608	\$78,230	\$18,062	\$13,976	\$7,088	\$5,343	

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On May 1, 2015, Carolina Square Holdings LP ("Carolina Square") was formed between the Company and NR 123 Franklin LLC ("Northwood Ravin"). Carolina Square is a 50-50 joint venture formed for the purpose of developing and constructing a mixed-use property in Chapel Hill, North Carolina pursuant to a ground lease. Upon formation, each partner contributed \$1.7 million in cash towards pre-development costs. Carolina Square also entered into a construction loan agreement, secured by the project, which is expected to provide up to \$79.8 million to fund future construction costs. The loan bears interest at LIBOR plus 1.90% and matures on May 1, 2018. The Company and Northwood Ravin will each guarantee 12.5% of the outstanding loan amount. As of September 30, 2015, there is no outstanding balance on this construction loan.

On August 10, 2015, HICO Avalon LLC ("HICO Avalon"), a joint venture between the Company and Hines Avalon Investor LLC ("Hines"), was formed for the purpose of acquiring and potentially developing an office building in Alpharetta, Georgia. Pursuant to the joint venture agreement, all pre-development expenditures, other than land, are funded 75% by Cousins and 25% by Hines. If the project moves forward and HICO Avalon acquires land and commences construction, the acquisition of land and subsequent development expenditures will be funded 90% by Cousins and 10% by Hines. As of September 30, 2015, the Company accounts for its investment in HICO Avalon under the equity method as it does not currently control the activities of the venture. If the project moves to commence construction, the capital accounts and economics of the venture will be adjusted such that the Company will effectively own at least 90% of the venture, and Hines will own up to 10%. Additionally, Cousins will have unilateral control over the operational aspects of the venture, and the Company expects to consolidate the venture at that time. The Company's investment in HICO Avalon at September 30, 2015 includes only its share of pre-development expenditures.

**5. INTANGIBLE ASSETS**

Intangible assets on the balance sheets as of September 30, 2015 and December 31, 2014 included the following (in thousands):

	September 30, 2015	December 31, 2014
In-place leases, net of accumulated amortization of \$81,458 and \$62,302 in 2015 and 2014, respectively	\$ 119,539	\$ 147,360
Above-market tenant leases, net of accumulated amortization of \$14,891 and \$13,748 in 2015 and 2014, respectively	8,579	12,017
Goodwill	3,740	3,867
	\$ 131,858	\$ 163,244

Goodwill relates entirely to the office reportable segment. As office assets are sold, either by the Company or by joint ventures in which the Company has an ownership interest, goodwill is reduced. The following is a summary of goodwill activity for the nine months ended September 30, 2015 and 2014 (in thousands):

	Nine Months Ended September 30,	
	2015	2014
Beginning balance	\$3,867	\$4,131
Allocated to property sales	(127	) (74
Ending balance	\$3,740	\$4,057

**6. OTHER ASSETS**

Other assets on the balance sheets as of September 30, 2015 and December 31, 2014 included the following (in thousands):

	September 30, 2015	December 31, 2014
	\$ 13,283	\$ 10,590

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FF&E and leasehold improvements, net of accumulated depreciation of \$22,375 and \$19,137 in 2015 and 2014, respectively		
Lease inducements, net of accumulated amortization of \$7,469 and \$5,475 in 2015 and 2014, respectively	13,201	12,245
Loan closing costs, net of accumulated amortization of \$3,359 and \$2,286 in 2015 and 2014, respectively	5,805	6,878
Prepaid expenses and other assets	4,077	3,428
Predevelopment costs and earnest money	752	1,789
	\$37,118	\$34,930

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## 7. NOTES PAYABLE

The following table summarizes the terms and amounts of the Company's notes payable at September 30, 2015 and December 31, 2014 (in thousands):

Description	Interest Rate	Maturity	September 30, 2015	December 31, 2014
Post Oak Central mortgage note	4.26	% 2020	\$ 182,618	\$ 185,109
Credit Facility, unsecured	1.29	% 2019	134,000	140,200
The American Cancer Society Center mortgage note	6.45	% 2017	129,794	131,083
Promenade mortgage note	4.27	% 2022	108,899	110,946
191 Peachtree Tower mortgage note	3.35	% 2018	100,000	100,000
816 Congress mortgage note	3.75	% 2024	85,000	85,000
Meridian Mark Plaza mortgage note	6.00	% 2020	25,088	25,408
The Points at Waterview mortgage note	5.66	% 2016	14,171	14,598
			\$ 779,570	\$ 792,344

## Fair Value

At September 30, 2015 and December 31, 2014, the aggregate estimated fair values of the Company's notes payable were \$806.0 million and \$835.4 million, respectively, calculated by discounting the debt's remaining contractual cash flows at estimated rates at which similar loans could have been obtained at those respective dates. The estimate of the current market rate, which is the most significant input in the discounted cash flow calculation, is intended to replicate debt of similar maturity and loan-to-value relationships. These fair value calculations are considered to be Level 2 under the guidelines as set forth in ASC 820, Fair Value Measurement, as the Company utilizes market rates for similar type loans from third party brokers.

## Other Information

For the three and nine months ended September 30, 2015 and 2014, interest expense was as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Total interest incurred	\$8,696	\$7,667	\$25,959	\$22,787
Interest capitalized	(1,023)	(850)	(2,740)	(1,833)
Total interest expense	\$7,673	\$6,817	\$23,219	\$20,954

The real estate and other assets of The American Cancer Society Center (the "ACS Center") are restricted under the ACS Center loan agreement in that they are not available to settle debts of the Company. However, provided that the ACS Center loan has not incurred any uncured event of default, as defined in the loan agreement, the cash flows from the ACS Center, after payments of debt service, operating expenses and reserves, are available for distribution to the Company.

## Subsequent Event

On October 1, 2015, the Company prepaid, without penalty, the \$14.2 million The Points at Waterview mortgage note. The note was scheduled to mature on January 1, 2016.

## 8. COMMITMENTS AND CONTINGENCIES

## Commitments

At September 30, 2015, the Company had outstanding letters of credit and performance bonds totaling \$2.0 million. As a lessor, the Company had \$87.6 million in future obligations under leases to fund tenant improvements as of September 30, 2015. As a lessee, the Company had future obligations under ground and office leases of \$145.4 million as of September 30, 2015.

## Litigation

The Company is subject to various legal proceedings, claims and administrative proceedings arising in the ordinary course of business, some of which are expected to be covered by liability insurance. Management makes assumptions and estimates

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concerning the likelihood and amount of any potential loss relating to these matters using the latest information available. The Company records a liability for litigation if an unfavorable outcome is probable and the amount of loss or range of loss can be reasonably estimated. If an unfavorable outcome is probable and a reasonable estimate of the loss is a range, the Company accrues the best estimate within the range. If no amount within the range is a better estimate than any other amount, the Company accrues the minimum amount within the range. If an unfavorable outcome is probable but the amount of the loss cannot be reasonably estimated, the Company discloses the nature of the litigation and indicates that an estimate of the loss or range of loss cannot be made. If an unfavorable outcome is reasonably possible and the estimated loss is material, the Company discloses the nature and estimate of the possible loss of the litigation. The Company does not disclose information with respect to litigation where an unfavorable outcome is considered to be remote or where the estimated loss would not be material. Based on current expectations, such matters, both individually and in the aggregate, are not expected to have a material adverse effect on the liquidity, results of operations, business or financial condition of the Company.

**9. STOCKHOLDERS' EQUITY**

On September 8, 2015, the Board of Directors of the Company authorized the repurchase of up to \$100 million of its outstanding common shares. The plan expires on September 8, 2017. The repurchases may be executed in the open market, through private negotiations, or in other transactions permitted under applicable law. The timing, manner, price and amount of any repurchases will be determined by the Company in its discretion and will be subject to economic and market conditions, stock price, applicable legal requirements and other factors. The share repurchase program may be suspended or discontinued at any time.

Under this plan, through September 30, 2015, the Company has repurchased approximately 2.0 million shares of its common stock for a total cost of approximately \$18.7 million. The share repurchases were funded from cash on hand and borrowings under its Credit Facility. The repurchased shares were recorded as treasury shares on the Condensed Consolidated Balance Sheet.

**10. STOCK-BASED COMPENSATION**

The Company has several types of stock-based compensation - stock options, restricted stock, and restricted stock units ("RSUs") - which are described in note 13 of the notes to consolidated financial statements in the Company's Annual Report on Form 10-K/A for the year ended December 31, 2014. The expense related to a portion of the stock-based compensation awards is fixed. The expense related to other stock-based compensation awards fluctuates from period to period dependent, in part, on the Company's stock price and stock performance relative to its peers. The Company recorded net stock-based compensation reversal of \$683,000 and expense of \$2.3 million for the three months ended September 30, 2015 and 2014, respectively, and \$1.2 million and \$7.2 million of net stock-based compensation expense for the nine months ended September 30, 2015 and 2014, respectively.

The Company maintains the 2009 Incentive Stock Plan (the "2009 Plan") and the 2005 Restricted Stock Unit Plan (the "RSU Plan"), which are described in note 13 of the notes to consolidated financial statements in the Company's Annual Report on Form 10-K/A for the year ended December 31, 2014. Under the 2009 Plan, the Company made restricted stock grants in 2015 of 165,922 shares to key employees, which vest ratably over a three-year period. Under the RSU Plan, the Company awarded two types of RSUs to key employees based on the following metrics: (1) Total Stockholder Return of the Company, as defined in the RSU Plan, as compared to the companies in the SNL US REIT Office index ("SNL RSUs"), and (2) the ratio of cumulative funds from operations per share to targeted cumulative funds from operations per share ("FFO RSUs") as defined in the RSU Plan. The performance period for both awards is January 1, 2015 to December 31, 2017, and the targeted units awarded of SNL RSUs and FFO RSUs is 175,849 and 68,110, respectively. The ultimate payout of these awards can range from 0% to 200% of the targeted number of units depending on the achievement of the market and performance metrics described above. Both of these RSUs cliff vest on February 2, 2018 and are to be settled in cash with payment dependent upon the attainment of required service, market and performance criteria. The number of RSUs vesting will be determined at that date, and the payout per unit will be equal to the average closing price on each trading day during the 30-day period ending on December 31, 2017. The SNL RSUs are valued using a quarterly Monte Carlo valuation and are expensed over the vesting period. The FFO RSUs are expensed over the vesting period using the fair market value of the Company's stock at the reporting

date multiplied by the anticipated number of units to be paid based on the current estimate of what the ratio is expected to be upon vesting.

#### 11. EARNINGS PER SHARE

Net income per share-basic is calculated as net income available to common stockholders divided by the weighted average number of common shares outstanding during the period, including nonvested restricted stock which has nonforfeitable dividend rights. Net income per share-diluted is calculated as net income available to common stockholders divided by the diluted weighted average number of common shares outstanding during the period. Diluted weighted average number of common shares uses the same weighted average share number as in the basic calculation and adds the potential dilution, if any, that would occur if stock options (or any other contracts to issue common stock) were exercised and resulted in additional common shares outstanding, calculated using the treasury stock method. The numerator is reduced for the effect of preferred dividends in both the basic and



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diluted net income per share calculations. Weighted average shares-basic and diluted for the three and nine months ended September 30, 2015 and 2014, respectively, are as follows (in thousands):

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Weighted average shares — basic	216,261	209,839	216,485	200,073
Dilutive potential common shares — stock options	113	272	140	252
Weighted average shares — diluted	216,374	210,111	216,625	200,325
Weighted average anti-dilutive stock options	1,553	2,200	1,553	2,200

Stock options are dilutive when the average market price of the Company's stock during the period exceeds the option exercise price. In periods where the Company is in a net loss position, the dilutive effect of stock options is not included in the diluted weighted average shares total.

Anti-dilutive stock options represent stock options which are outstanding but which are not exercisable during the period because the exercise price exceeded the average market value of the Company's stock. These anti-dilutive stock options are not included in the current calculation of dilutive weighted average shares but could be dilutive in the future.

## 12. REPORTABLE SEGMENTS

The Company has four reportable segments: Office, Retail, Land and Other. These reportable segments represent an aggregation of operating segments reported to the chief operating decision maker based on similar economic characteristics that include the type of product and the nature of service. Each segment includes both consolidated operations and joint ventures, where applicable. The Office and Retail segments show the results for that product type. The Land segment includes results of operations for residential and commercial land holdings. The Other segment includes:

- fee income and related expenses for third party owned properties and joint venture properties for which the Company performs management, development and leasing services;
- operations for mixed-use operating properties;
- compensation for corporate employees;
- general corporate overhead costs;
- interest expense for consolidated and unconsolidated entities;
- income attributable to noncontrolling interests;
- income taxes;
- depreciation; and
- preferred dividends.

Company management evaluates the performance of its reportable segments in part based on funds from operations available to common stockholders (“FFO”). FFO is a supplemental operating performance measure used in the real estate industry. The Company calculated FFO using the National Association of Real Estate Investment Trusts’ (“NAREIT”) definition of FFO, which is net income (loss) available to common stockholders (computed in accordance with GAAP), excluding extraordinary items, cumulative effect of change in accounting principle and gains on sale or impairment losses on depreciable property, plus depreciation and amortization of real estate assets, and after adjustments for unconsolidated partnerships and joint ventures to reflect FFO on the same basis.

FFO is used by industry analysts, investors and the Company as a supplemental measure of a REIT’s operating performance. Historical cost accounting for real estate assets implicitly assumes that the value of real estate assets diminishes predictably over time. Since real estate values instead have historically risen or fallen with market conditions, many industry investors and analysts have considered presentation of operating results for real estate companies that use historical cost accounting to be insufficient by themselves. Thus, NAREIT created FFO as a supplemental measure of a REIT’s operating performance that excludes historical cost depreciation, among other items, from GAAP net income. Management believes the use of FFO, combined with the required primary GAAP

presentations, has been fundamentally beneficial, improving the understanding of operating results of REITs among the investing public and making comparisons of REIT operating results more meaningful. Company management evaluates operating performance in part based on FFO. Additionally, the Company uses FFO, along with other measures, to assess performance in connection with evaluating and granting incentive compensation to its officers and other key employees.

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Segment net income and the amount of capital expenditures are not presented in the following tables. Management does not utilize these measures when analyzing its segments or when making resource allocation decisions, and therefore this information is not provided. FFO is reconciled to net income available to common stockholders on a total Company basis (in thousands):

Three Months Ended September 30, 2015	Office	Retail	Land	Other	Total
Net operating income	\$59,328	\$—	\$—	\$1,488	\$60,816
Sales less costs of sales	—	—	3,016	—	3,016
Fee income	—	—	—	1,686	1,686
Other income	—	—	—	845	845
General and administrative expenses	—	—	—	(2,971 )	(2,971 )
Reimbursed expenses	—	—	—	(686 )	(686 )
Interest expense	—	—	—	(9,518 )	(9,518 )
Other expenses	—	—	—	(721 )	(721 )
Funds from operations available to common stockholders	\$59,328	\$—	\$3,016	\$(9,877 )	52,467
Real estate depreciation and amortization, including Company's share of joint ventures					(35,014 )
Gain on sale of depreciated investment properties, including Company's share of joint ventures					36,167
Net income available to common stockholders					\$53,620
Three Months Ended September 30, 2014	Office	Retail	Land	Other	Total
Net operating income	\$52,691	\$1,221	\$—	\$1,200	\$55,112
Sales less costs of sales	—	—	82	—	82
Fee income	—	—	—	1,802	1,802
Other income	—	—	—	399	399
General and administrative expenses	—	—	—	(5,021 )	(5,021 )
Reimbursed expenses	—	—	—	(783 )	(783 )
Interest expense	—	—	—	(8,660 )	(8,660 )
Other expenses	—	—	—	(1,255 )	(1,255 )
Preferred stock dividends and original issuance costs	—	—	—	—	—
Funds from operations available to common stockholders	\$52,691	\$1,221	\$82	\$(12,318 )	41,676
Real estate depreciation and amortization, including Company's share of joint ventures					(35,347 )
Gain on sale of depreciated investment properties including the Company's share of joint ventures					12,993
Net income available to common stockholders					\$19,322
Nine Months Ended September 30, 2015	Office	Retail	Land	Other	Total
Net operating income	\$175,331	\$—	\$—	\$4,312	\$179,643
Sales less costs of sales	—	—	3,502	—	3,502
Fee income	—	—	—	5,206	5,206
Other income	—	—	—	1,490	1,490
General and administrative expenses	—	—	—	(12,502 )	(12,502 )
Reimbursed expenses	—	—	—	(2,514 )	(2,514 )
Interest expense	—	—	—	(28,712 )	(28,712 )
Other expenses	—	—	—	(2,473 )	(2,473 )
Funds from operations available to common stockholders	\$175,331	\$—	\$3,502	\$(35,193 )	143,640
Real estate depreciation and amortization, including Company's share of joint ventures					(110,759 )

Gain on sale of depreciated investment properties, including Company's share of joint ventures	35,893
Net income available to common stockholders	\$68,774

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Nine Months Ended September 30, 2014	Office	Retail	Land	Other	Total
Net operating income	\$149,110	\$3,813	\$—	\$3,496	\$156,419
Sales less costs of sales	—	—	1,573	42	1,615
Fee income	—	—	—	6,165	6,165
Other income	—	—	—	4,563	4,563
General and administrative expenses	—	—	—	(16,472 )	(16,472 )
Reimbursed expenses	—	—	—	(2,703 )	(2,703 )
Interest expense	—	—	—	(26,485 )	(26,485 )
Other expenses	—	—	—	(2,974 )	(2,974 )
Preferred stock dividends and original issuance costs	—	—	—	(6,485 )	(6,485 )
Funds from operations available to common stockholders	\$149,110	\$3,813	\$1,573	\$(40,853 )	113,643
Real estate depreciation and amortization, including Company's share of joint ventures					(110,319 )
Gain on sale of depreciated investment properties, including Company's share of joint ventures					18,975
Net income available to common stockholders					\$22,299

When reviewing the results of operations for the Company, management analyzes the following revenue and income items net of their related costs:

Rental property operations;

Land sales; and

Gains on sales of investment properties.

These amounts are shown in the segment tables above in the same “net” manner as shown to management. In addition, management reviews the operations of discontinued operations and its share of the operations of its joint ventures in the same manner as the operations of its wholly-owned properties included in the continuing operations. Therefore, the information in the tables below include the operations of discontinued operations and its share of joint ventures in the same categories as the operations of the properties included in continuing operations. Certain adjustments are required to reconcile the above segment information to the Company’s consolidated revenues. The following table reconciles information presented in the tables above to the Company’s consolidated revenues (in thousands):

	Three Months Ended		Nine Months Ended	
	September 30, 2015	2014	September 30, 2015	2014
Net operating income	\$60,816	\$55,112	\$179,643	\$156,419
Sales less cost of sales	3,016	82	3,502	1,615
Fee income	1,686	1,802	5,206	6,165
Other income	845	399	1,490	4,563
Rental property operating expenses	41,331	38,685	120,672	109,501
Cost of sales on residential lot sales	—	55	—	325
Net operating income in joint ventures	(6,132 )	(6,601 )	(18,102 )	(19,748 )
Sales less cost of sales in joint ventures	(2,038 )	—	(2,280 )	(47 )
Net operating (income) loss in discontinued operations	—	(341 )	14	(1,798 )
Other income in discontinued operations and in joint ventures	(129 )	(14 )	(479 )	(29 )
Termination fees in discontinued operations and in joint ventures	(271 )	—	(419 )	(74 )
Gain on land sales (included in gain on investment properties)	(978 )	(81 )	(1,222 )	(1,566 )
Total consolidated revenues	\$98,146	\$89,098	\$288,025	\$255,326



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

## Overview

Cousins Properties Incorporated (and collectively, with its subsidiaries, the "Company", "we", "our", or "us") is a self-administered and self-managed real estate investment trust, or REIT. Our core focus is on the acquisition, development, leasing, management and ownership of Class-A office properties in Sunbelt markets with a particular focus on Georgia, Texas, and North Carolina. As of September 30, 2015, our portfolio of real estate assets consisted of interests in 16 operating office properties containing 15.2 million square feet of space, 2 operating mixed-use properties containing 786,000 square feet of space, and 3 projects (two office and one mixed-use) under active development. We have a comprehensive strategy in place based on a simple platform, trophy assets and opportunistic investments. This streamlined approach enables us to maintain a targeted, asset-specific approach to investing where we seek to leverage our development skills, relationships, market knowledge, and operational expertise. We intend to generate returns and create value for shareholders through the continued lease up of our portfolio, through the execution of our development pipeline, and through opportunistic investments in office and mixed-use projects within our core markets.

We leased or renewed 770,009 square feet of office space during the third quarter of 2015, bringing total square footage leased for the year to 1.7 million. Net effective rent, representing base rent less operating expense reimbursements and leasing costs, on new, renewal and expansion leases was \$17.59 per square foot for office properties in the third quarter of 2015 and \$15.80 for the first nine months of 2015, excluding the NCR lease. Net rent per square foot for office properties decreased 0.3% during the third quarter of 2015 and increased 11.6% for the first nine months of 2015, compared to prior year periods, on spaces that have been previously occupied in the past year. Same property net operating income increased by 1.1% and 2.6% between the three and nine month 2015 and 2014 periods, respectively. We will continue to target urban high-barrier-to-entry submarkets in Austin, Dallas, Houston, Atlanta, Charlotte, and Raleigh/Durham. We believe these markets continue to show positive demographic and economic trends compared to the national average.

## Results of Operations

## Comparison of the three and nine months ended September 30, 2015 and 2014

The following results include the performance of our Same Property portfolio. Our Same Property portfolio includes office properties that have been fully operational in each of the comparable reporting periods. A fully operational property is one that has achieved 90% economic occupancy for each of the periods presented or has been substantially complete and owned by us for each of the periods presented. Same Property amounts shown below are from properties that have been owned since January 1, 2014 through the end of the current reporting period, excluding dispositions. This information includes revenues and expenses of only consolidated properties. The Same Property information in the Same Property Net Operating Income section outlined later in this Form 10-Q, includes joint venture properties. Amounts shown below are in thousands.

## Rental Property Revenues

	Three Months Ended September 30,				Nine Months Ended September 30,				
	2015	2014	\$ Change	% Change	2015	2014	\$ Change	% Change	
Rental Property Revenues - Consolidated									
Same Property	\$70,685	\$70,085	\$600	1 %	\$207,456	\$202,396	\$5,060	3 %	
Non-Same Property	25,331	16,772	8,559	51 %	74,770	41,979	32,791	78 %	
	\$96,016	\$86,857	\$9,159	11 %	\$282,226	\$244,375	\$37,851	15 %	

Same property revenues increased between the nine month 2015 and 2014 periods due to increased occupancy rates and increased recoveries. Non-same property revenues increased between the three and nine month 2015 and 2014 periods mainly due to the 2014 acquisitions of Northpark and Fifth Third Center, and Colorado Tower commencing operations in 2015, offset by the sale of 2100 Ross in the third quarter of 2015 and the sale of 777 Main in the fourth quarter of 2014.





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## Rental Property Operating Expenses

	Three Months Ended September 30,				Nine Months Ended September 30,					
	2015	2014	\$ Change	% Change	2015	2014	\$ Change	% Change	% Change	
Rental Property Operating Expenses- Consolidated										
Same Property	\$30,687	\$30,510	\$177	1 %	\$89,404	\$87,624	\$1,780	2 %		
Non-Same Property	10,644	8,175	2,469	30 %	31,268	21,877	9,391	43 %		
	\$41,331	\$38,685	\$2,646	7 %	\$120,672	\$109,501	\$11,171	10 %		

Non-same property revenues increased between the three and nine month 2015 and 2014 periods mainly due to the 2014 acquisitions of Northpark and Fifth Third Center, and Colorado Tower commencing operations in 2015, offset by the sale of 2100 Ross in the third quarter of 2015 and the sale of 777 Main in the fourth quarter of 2014.

## Other Revenue

Other Revenue decreased \$4.2 million (88%) between the nine month 2015 and 2014 periods. This decrease was primarily due to lower lease termination fees.

## General and Administrative Expenses

General and administrative expenses decreased \$2.1 million (41%) and \$3.9 million (24%) between the three and nine month 2015 and 2014 periods. This decrease was primarily due to a reduction in long-term incentive compensation expense as a result of the decline in our common stock price relative to our office peers included in the SNL US Office REIT Index.

## Interest Expense

Interest expense increased \$2.3 million (11%) between the nine month 2015 and 2014 periods. This increase was primarily due to a mortgage loan on 816 Congress that closed in 2014 and additional average borrowings on our Credit Facility. These increases were partially offset by an increase in capitalized interest as a result of increased development activities.

## Depreciation and Amortization

Depreciation and amortization increased \$1.6 million (2%) between the nine month 2015 and 2014 periods, primarily due to the 2014 acquisitions of Fifth Third Center and Northpark Town Center. These increases were partially offset by the December 2014 sale of 777 Main and the sale of 2100 Ross in 2015.

## Gain on Sale of Investment Properties

Gain on sale of investment properties increased \$37.1 million and \$36.1 million between the three and nine month 2015 and 2014 periods. This increase was primarily due to a \$36.2 million gain recognized on the sale of 2100 Ross in the third quarter of 2015.

## Discontinued Operations

Income from discontinued operations decreased \$13.3 million and \$21.7 million between the three and nine month 2015 and 2014 periods, due to new accounting guidance. In April 2014, the Financial Accounting Standards Board issued new guidance on discontinued operations. Under the new guidance, only assets held for sale and disposals representing a major strategic shift in operations will be presented as discontinued operations. This guidance is effective for periods beginning after December 15, 2014 with early adoption permitted. We adopted this new standard in the second quarter of 2014. Therefore, the properties sold subsequently are not reflected as discontinued operations in our Consolidated Statements of Operations.

## Dividends to Preferred Stockholders and Preferred Stock Original Issuance Costs

Dividends to preferred stockholders decreased \$3.0 million between the nine month 2015 and 2014 periods due to the redemption of the 7.5% Series B Cumulative Redeemable Preferred Stock in the second quarter of 2014. We have no remaining outstanding preferred stock and, therefore, no preferred stock dividends. In connection with the redemption of preferred stock, we decreased net income available to common stockholders by \$3.5 million (non-cash), which represents the original issuance costs applicable to the shares redeemed.



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## Funds From Operations

The table below shows Funds from Operations Available to Common Stockholders (“FFO”) and the related reconciliation to our net income available to common stockholders. We calculate FFO in accordance with the National Association of Real Estate Investment Trusts’ (“NAREIT”) definition, which is net income available to common stockholders (computed in accordance with GAAP), excluding extraordinary items, cumulative effect of change in accounting principle and gains on sale or impairment losses on depreciable property, plus depreciation and amortization of real estate assets, and after adjustments for unconsolidated partnerships and joint ventures to reflect FFO on the same basis.

FFO is used by industry analysts and investors as a supplemental measure of a REIT’s operating performance. Historical cost accounting for real estate assets implicitly assumes that the value of real estate assets diminishes predictably over time. Since real estate values instead have historically risen or fallen with market conditions, many industry investors and analysts have considered presentation of operating results for real estate companies that use historical cost accounting to be insufficient by themselves. Thus, NAREIT created FFO as a supplemental measure of REIT operating performance that excludes historical cost depreciation, among other items, from GAAP net income. The use of FFO combined with the required primary GAAP presentations, has been fundamentally beneficial, improving the understanding of operating results of REITs among the investing public and making comparisons of REIT operating results more meaningful. Company management evaluates operating performance in part based on FFO. Additionally, we use FFO, along with other measures, to assess performance in connection with evaluating and granting incentive compensation to its officers and other key employees. The reconciliation of net income available to common stockholders to FFO is as follows for the three and nine months ended September 30, 2015 and 2014 (in thousands, except per share information):

	Three Months Ended September		Nine Months Ended September	
	30,		30,	
	2015	2014	2015	2014
Net Income Available to Common Stockholders	\$53,620	\$19,322	\$68,774	\$22,299
Depreciation and amortization of real estate assets:				
Consolidated properties	32,123	32,473	102,353	101,361
Share of unconsolidated joint ventures	2,891	2,874	8,406	8,958
(Gain) loss on sale of depreciated properties:				
Consolidated properties	(36,167	) —	(35,893	) —
Discontinued properties	—	(12,993	) —	(19,362
Share of unconsolidated joint ventures	—	—	—	387
Funds From Operations Available to Common Stockholders	\$52,467	\$41,676	\$143,640	\$113,643
Per Common Share — Basic and Diluted:				
Net Income Available	\$0.25	\$0.09	\$0.32	\$0.11
Funds From Operations	\$0.24	\$0.20	\$0.66	\$0.57
Weighted Average Shares — Basic	216,261	209,839	216,485	200,073
Weighted Average Shares — Diluted	216,374	210,111	216,625	200,325

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## Same Property Net Operating Income

We use Net Operating Income, a non-GAAP financial measure, to measure operating performance of our properties. Net Operating Income is also widely used by industry analysts and investors to evaluate performance. Net Operating Income, which is rental property revenues less rental property operating expenses, excludes certain components from net income in order to provide results that are more closely related to a property's results of operations. Certain items, such as interest expense, while included in FFO and net income, do not affect the operating performance of a real estate asset and are often incurred at the corporate level as opposed to the property level. As a result, management uses only those income and expense items that are incurred at the property level to evaluate a property's performance. Depreciation and amortization are also excluded from Net Operating Income. Same Property Net Operating Income allows analysts, investors and management to analyze continuing operations and evaluate the growth trend of our portfolio.

	Three Months Ended September		Nine Months Ended September	
	30,		30,	
	2015	2014	2015	2014
Net Operating Income - Consolidated Properties				
Rental property revenues	\$96,016	\$86,857	\$282,226	\$244,375
Rental property expenses	(41,331 )	(38,685 )	(120,672 )	(109,501 )
	54,685	48,172	161,554	134,874
Net Operating Income - Discontinued Operations				
Rental property revenues	—	601	4	2,923
Rental property expenses	—	(262 )	(18 )	(1,126 )
	—	339	(14 )	1,797
Net Operating Income - Unconsolidated Joint Ventures	6,131	6,601	18,103	19,747
Total Net Operating Income	\$60,816	\$55,112	\$179,643	\$156,418
Net Operating Income				
Same Property	\$44,647	\$44,165	\$131,841	\$128,476
Non-Same Property	16,169	10,947	47,802	27,942
	\$60,816	\$55,112	\$179,643	\$156,418

Change in Net Operating Income - Same Property 1.1 % 2.6 %

Same Property Net Operating Income increased 1.1% and 2.6% between the three and nine month 2015 and 2014 periods, respectively. The increases primarily relate to changes in occupancy at Promenade, Terminus 200 and Points at Waterview. In addition, there were increased renewal rates at Post Oak. These increases were offset by vacated space at Greenway and increased expenses at the American Cancer Society Center related to utilities and real estate taxes.

## Net Rental Rates

Average net rental rates for new and renewal tenants for the office portfolio were \$20.66 per square foot for the nine months ended September 30, 2015 compared to \$18.51 per square foot for the same period in 2014, an increase of 11.6%. This increase is attributable to the fact that there was more leasing activity in 2015 in markets with higher rents. Net rental rates represent average rent per square foot after operating expense reimbursement over the lease term for leased space that has not been vacant for more than one year.

## Liquidity and Capital Resources

Our primary short-term and long-term liquidity needs include the following:

- property acquisitions;
- expenditures on development projects;
- building improvements, tenant improvements, and leasing costs;
- principal and interest payments on indebtedness;

repurchase of our common stock; and  
common stock dividends.

We may satisfy these needs with one or more of the following:

net cash from operations;  
sales of assets;

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borrowings under our Credit Facility;  
 proceeds from mortgage notes payable;  
 proceeds from equity offerings; and  
 joint venture formations.

As of September 30, 2015, we had \$134.0 million drawn under our Credit Facility and \$1.0 million outstanding under letters of credit, with the ability to borrow an additional \$365.0 million under the Credit Facility.

In July 2015, we purchased land in Atlanta, Georgia, for \$27.0 million to be used in a project to develop a headquarters building for NCR. We initially funded this purchase with borrowings under our Credit Facility. These borrowings were repaid with proceeds from the sale of 2100 Ross. We expect to fund the additional costs of this development with the additional proceeds from the 2100 Ross sale as well as the sale of one or more of our other operating properties which may close in the last quarter of 2015 or in 2016.

In September 2015, we initiated a \$100 million stock repurchase plan. Under this plan, we may repurchase shares of common stock through September 8, 2017. The repurchases may be executed in the open market, through private negotiations, or in other transactions permitted under applicable law. The timing, manner, price and amount of any repurchases will be in our discretion and will be subject to economic and market conditions, stock price, applicable legal requirements and other factors. Through September 30, 2015, we repurchased approximately 2.0 million shares for a total aggregate cost of approximately \$18.7 million. Subsequent to quarter-end, we repurchased an additional 17,000 shares for a total cost of \$152,000. The repurchased shares were recorded as treasury shares on the Condensed Consolidated Balance Sheet. We may discontinue or suspend repurchases at any time.

We will continue to pursue acquisition and development opportunities that are consistent with our strategy. We expect to fund any additional future investments with one or more of the following: sale of additional non-core assets, additional borrowings under our Credit Facility, additional mortgage loans secured by existing or newly acquired properties, construction loans, the issuance of common equity, and joint ventures with third parties.

**Contractual Obligations and Commitments**

The following table sets forth information as of September 30, 2015 with respect to our outstanding contractual obligations and commitments (in thousands):

	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 years
<b>Contractual Obligations:</b>					
<b>Company debt:</b>					
Unsecured Credit Facility and construction facility	\$ 134,000	\$—	\$—	\$ 134,000	\$—
Mortgage notes payable	645,570	23,497	149,238	136,887	335,948
Interest commitments (1)	160,846	54,823	51,295	34,449	20,279
Ground leases	145,085	1,646	3,305	3,315	136,819
Other operating leases	320	166	150	4	—
<b>Total contractual obligations</b>	<b>\$ 1,085,821</b>	<b>\$ 80,132</b>	<b>\$ 203,988</b>	<b>\$ 308,655</b>	<b>\$ 493,046</b>
<b>Commitments:</b>					
Unfunded tenant improvements and other	\$ 87,624	\$ 54,269	\$ 17,007	\$ 16,348	\$—
Letters of credit	1,000	1,000	—	—	—
Performance bonds	1,049	216	—	—	833
<b>Total commitments</b>	<b>\$ 89,673</b>	<b>\$ 55,485</b>	<b>\$ 17,007</b>	<b>\$ 16,348</b>	<b>\$ 833</b>

(1) Interest on variable rate obligations is based on rates effective as of September 30, 2015.

In addition, we have several standing or renewable service contracts mainly related to the operation of buildings. These contracts are in the ordinary course of business and are generally one year or less. These contracts are not included in the above table and are usually reimbursed in whole or in part by tenants.

Other Debt Information

The real estate and other assets of The American Cancer Society Center (the “ACS Center”) are restricted under the ACS Center loan agreement in that they are not available to settle our debts. However, provided that the ACS Center loan has not

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incurred any uncured event of default, as defined in the loan agreement, the cash flows from the ACS Center, after payments of debt service, operating expenses and reserves, are available for distribution to us.

Our existing mortgage debt is primarily non-recourse, fixed-rate mortgage notes secured by various real estate assets. Many of the non-recourse mortgages contain covenants which, if not satisfied, could result in acceleration of the maturity of the debt. We expect to either refinance the non-recourse mortgages at maturity or repay the mortgages with proceeds from asset sales or other financings.

**Future Capital Requirements**

Over the long term, we intend to actively manage our portfolio of properties and strategically sell assets to exit non-core holdings, reposition the portfolio geographically, and generate capital for future investment activities. We expect to continue to utilize indebtedness to fund future commitments and expect to place long-term mortgages on selected assets as well as to utilize construction financing for some development assets, if available and under appropriate terms.

We may also generate capital through the issuance of securities that include common or preferred stock, warrants, debt securities or depositary shares. In March 2013, we filed a shelf registration statement to allow for the issuance of such securities through March 2016.

Our business model is dependent upon raising or recycling capital to meet obligations. If one or more sources of capital are not available when required, we may be forced to reduce the number of projects we acquire or develop and/or raise capital on potentially unfavorable terms, or may be unable to raise capital, which could have an adverse effect on our financial position or results of operations.

**Cash Flow Summary**

We report and analyze our cash flows based on operating activities, investing activities and financing activities. Cash and cash equivalents were \$5.3 million and \$7.2 million at September 30, 2015 and September 30, 2014. The following table sets forth the changes in cash flows (in thousands):

	Nine Months Ended September 30,			
	2015	2014	Change	
Net cash provided by operating activities	\$103,040	\$94,596	\$8,444	
Net cash used in investing activities	(14,612	) (304,627	) 290,015	
Net cash provided by (used in) financing activities	(83,097	) 216,266	(299,363	)

The reasons for significant increases and decreases in cash flows between the periods are as follows:

**Cash Flows from Operating Activities.** Cash provided by operating activities increased \$8.4 million between the nine month 2015 and 2014 periods. This difference is primarily caused by an increase in cash provided from property operations and operating cash provided from unconsolidated joint ventures.

**Cash Flows from Investing Activities.** Cash flows used in investing activities decreased \$290.0 million between the nine month 2015 and 2014 periods. This primarily relates to proceeds from sales of 2100 Ross and land parcels during 2015 and a decrease in acquisition, development and tenant expenditures during 2015.

**Cash Flows from Financing Activities.** Cash flows provided by financing activities decreased \$299.4 million between the nine month 2015 and 2014 periods. This primarily relates to decreased net borrowings under our Credit Facility, stock repurchases, and the 2014 common stock issuance and preferred share redemptions.

**Capital Expenditures.** We incur costs related to our real estate assets that include acquisition of properties, development of new properties, redevelopment of existing or newly purchased properties, leasing costs for new or replacement tenants, and ongoing property repairs and maintenance.

Capital expenditures for assets we develop or acquire and then hold and operate are included in the property acquisition, development, and tenant asset expenditures line item within investing activities on the statements of cash flows. Amounts accrued are removed from the table below (accrued capital adjustment) to show the components of these costs on a cash basis. Components of costs included in this line item for the nine months ended September 30, 2015 and 2014 are as follows (in thousands):





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	Nine Months Ended September 30,	
	2015	2014
Acquisition of property	\$—	\$234,471
Development	53,781	55,250
Operating — building improvements	65,801	49,294
Operating — leasing costs	17,539	7,611
Capitalized interest	2,740	1,833
Capitalized salaries	5,945	5,226
Accrued capital adjustment	5,578	(2,028)
Total property acquisition and development expenditures	\$151,384	\$351,657

Capital expenditures decreased in 2015 primarily due to a decrease in property acquisitions compared to the prior year. Tenant improvements and leasing costs, as well as related capitalized personnel costs, are a function of the number and size of newly executed leases or renewals of existing leases. The amounts of tenant improvement and leasing costs for our office portfolio on a per square foot basis were as follows:

	Nine Months Ended September 30, 2015
New leases	\$5.79
Renewal leases	\$4.49
Expansion leases	\$5.70

The amounts of tenant improvement and leasing costs on a per square foot basis vary by lease and by market. Given the level of expected leasing and renewal activity, in future periods management expects tenant improvements and leasing costs per square foot to remain consistent with those experienced in the first nine months of 2015.

**Dividends.** We paid common dividends of \$52.0 million and \$45.4 million in the nine month 2015 and 2014 periods, respectively. We paid preferred dividends of \$3.0 million in the nine month 2014 period. We funded the dividends with cash provided by operating activities. We expect that cash flows from operations and distributions from joint ventures will fund our common dividends in the remaining quarter of 2015.

On a quarterly basis, we review the amount of the common dividend in light of current and projected future cash flows from the sources noted above and also consider the requirements needed to maintain our REIT status. In addition, we have certain covenants under our Credit Facility which could limit the amount of dividends paid. In general, dividends of any amount can be paid as long as leverage, as defined in the facility, is less than 60% and we are not in default under our facility. Certain conditions also apply in which we can still pay dividends if leverage is above that amount. We routinely monitor the status of our dividend payments in light of our Credit Facility covenants.

**Off Balance Sheet Arrangements**

**General.** We have a number of off balance sheet joint ventures with varying structures, as described in note 5 of the notes to consolidated financial statements in our 2014 Annual Report on Form 10-K/A and note 4 of the notes to condensed consolidated financial statements in this Form 10-Q. The joint ventures in which we have an interest are involved in the ownership, acquisition, and/or development of real estate. A venture will fund capital requirements or operational needs with cash from operations or financing proceeds, if possible. If additional capital is deemed necessary, a venture may request a contribution from the partners, and we will evaluate such request.

**Debt.** At September 30, 2015, our unconsolidated joint ventures had aggregate outstanding indebtedness to third parties of \$227.2 million. These loans are generally mortgage or construction loans, most of which are non-recourse to us except as described in the paragraph below. In addition, in certain instances, we provide “non-recourse carve-out guarantees” on these non-recourse loans. Certain of these loans have variable interest rates, which creates exposure to the ventures in the form of market risk from interest rate changes.

We guarantee repayment of up to \$8.6 million of the EP II construction loan, which has a total capacity of \$46.0 million. At September 30, 2015, we guaranteed \$2.9 million, based on amounts outstanding under this loan as of that date. This guarantee may be reduced and/or eliminated based on the achievement of certain criteria. We also guarantee 12.5% of the loan amount related to the Carolina Square construction loan, which has a lending capacity of \$79.8 million, and no outstanding balance as of September 30, 2015.



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Critical Accounting Policies

There have been no material changes in the critical accounting policies from those disclosed in our Annual Report on Form 10-K/A for the year ended December 31, 2014.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

There have been no material changes in the market risk associated with our notes payable at September 30, 2015 compared to that as disclosed in our Annual Report on Form 10-K/A for the year ended December 31, 2014.

Item 4. Controls and Procedures.

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Management necessarily applied its judgment in assessing the costs and benefits of such controls and procedures, which, by their nature, can provide only reasonable assurance regarding management's control objectives. As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of management, including the Chief Executive Officer along with the Chief Financial Officer, of the effectiveness, design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)). Based upon the foregoing, the Chief Executive Officer along with the Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level. In addition, based on such evaluation we have identified no changes in our internal control over financial reporting that occurred during the most recent fiscal quarter 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.

Information regarding legal proceedings is described under the subheading "Litigation" in note 8 to the unaudited condensed consolidated financial statements set forth in this Form 10-Q.

## Item 1A. Risk Factors.

There have been no material changes to the risk factors as disclosed in our Annual Report on Form 10-K/A for the year ended December 31, 2014.

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

For information on our equity compensation plans, see note 13 of our Annual Report on Form 10-K/A, and note 9 to the unaudited condensed consolidated financial statements set forth in this Form 10-Q. We did not make any sales of unregistered securities during the third quarter of 2015.

We repurchased the following common shares during the third quarter of 2015:

	Total Number of Shares Purchased (1)	Average Price Paid per Share (1)
July 1 - 31	—	N/A
August 1 - 31	—	\$—
September 1 - 30	2,014,661	\$9.28
	2,014,661	9.28

(1) Activity for the third quarter of 2015 related to the the repurchase of our common stock as a part of the share repurchase program that authorizes up to \$100 million of common stock through September 2017. Average price paid per share includes broker commission.

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Item 6. Exhibits.

- 3.1 Restated and Amended Articles of Incorporation of the Registrant, as amended August 9, 1999, filed as Exhibit 3.1 to the Registrant's Form 10-Q for the quarter ended June 30, 2002, and incorporated herein by reference.
- 3.1.1 Articles of Amendment to Restated and Amended Articles of Incorporation of the Registrant, as amended July 22, 2003, filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on July 23, 2003, and incorporated herein by reference.
- 3.1.2 Articles of Amendment to Restated and Amended Articles of Incorporation of the Registrant, as amended December 15, 2004, filed as Exhibit 3(a)(i) to the Registrant's Form 10-K for the year ended December 31, 2004, and incorporated herein by reference.
- 3.1.3 Articles of Amendment to Restated and Amended Articles of Incorporation of the Registrant, as amended May 4, 2010, filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed May 10, 2010, and incorporated herein by reference.
- 3.1.4 Articles of Amendment to Restated and Amended Articles of Incorporation of the Registrant, as amended May 9, 2014, filed as Exhibit 3.1.4 to the Registrant's Form 10-Q for the quarter ended June 30, 2014, and incorporated herein by reference.
- 3.2 Bylaws of the Registrant, as amended and restated December 4, 2012, filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on December 7, 2012, and incorporated herein by reference.
- 11.0 \* Computation of Per Share Earnings.
- 31.1 † Certification of the Chief Executive Officer Pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 † Certification of the Chief Financial Officer Pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 † Certification of the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 † Certification of the 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 † The following financial information for the Registrant, formatted in XBRL (Extensible Business Reporting Language): (i) the Condensed Consolidated Balance Sheets, (ii) the Condensed Consolidated Statements of Operations, (iii) the Condensed Consolidated Statements of Equity, (iv) the Condensed Consolidated Statements of Cash Flows, and (v) the Notes to Condensed Consolidated Financial Statements.

\* Data required by ASC 260, "Earnings per Share," is provided in note 11 to the condensed consolidated financial statements included in this report.

† Filed herewith.



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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.

COUSINS PROPERTIES INCORPORATED

/s/ Gregg D. Adzema

Gregg D. Adzema

Executive Vice President and Chief Financial Officer

(Duly Authorized Officer and Principal Financial Officer)

Date: October 27, 2015