

January 13, 2021

**VIA E-MAIL ([shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov))**

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

Re: *Easterly Government Properties, Inc.*  
*Shareholder Proposal of the Service Employees International Union Pension Plans Master Trust*  
*Securities Exchange Act of 1934—Rule 14a-8*

Ladies and Gentlemen:

This letter is to inform the Staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission (the “Commission”) that our client, Easterly Government Properties, Inc., a Maryland corporation (the “Company”), intends to omit from its definitive proxy materials for its 2021 annual meeting of stockholders (the “Proxy Materials”) a shareholder proposal and statement of support (the “Proposal”) from the Service Employees International Union Pension Plans Master Trust (the “Proponent”). A copy of the Proposal is attached to this letter as Exhibit A. We respectfully request confirmation from the Staff that it will not recommend any enforcement action against the Company if the Company omits the Proposal from the Proxy Materials for the reasons set forth in this letter.

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Commission no later than eighty (80) calendar days before the Company intends to file the Proxy Materials with the Commission; and
- concurrently sent copies of this correspondence to the Proponent.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company and to Franklin Logan, Senior Vice President, General Counsel and Secretary of the Company.

## **I. THE PROPOSAL AND BASIS FOR OMISSION**

The Proposal states:

RESOLVED: Shareholders request that the Board of Directors of Easterly Government Properties Inc. (“Easterly”) adopt a policy for improving board diversity (the “Policy”) requiring that the initial list of candidates from which new management-supported director nominees are chosen (the “Initial List”) by the Nominating and Corporate Governance Committee should include (but need not be limited to) qualified minority candidates. The Policy

should provide that any third-party consultant asked to furnish an Initial List will be requested to include such candidates.

A copy of the Proposal and the statements in support thereof are attached as Exhibit A hereto.

The Company believes that the Proposal may be properly omitted from the Proxy Materials pursuant to Rule 14a-8(i)(10) because the Company has substantially implemented the Proposal.

## **II. ANALYSIS OF THE OMISSION OF THE PROPOSAL PURSUANT TO RULE 14a-8(i)(10)**

### **Background**

The Proponent submitted the Proposal to the Company in a letter dated November 23, 2020. On December 10, 2020, the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors of the Company (the “Board”) substantially implemented the Proposal by approving an amendment (the “Amendment”) to its policies and procedures regarding the consideration of director candidates (as amended, the “Policy”), as set forth in Exhibit A to the Committee’s Charter, that inserted the below language immediately after the last sentence under the heading “Process for Identifying and Evaluating Director Nominees”:

“6. When evaluating candidates for nomination as new directors, the Nominating Committee shall ensure that the initial list of candidates from which new director nominees are chosen (the “Initial List”) by the Nominating Committee include (but need not be limited to) qualified women and minority candidates (and any third-party consultant requested to furnish an Initial List will be asked to include such candidates).”

A copy of the Committee’s Charter, including the Policy set forth in Exhibit A, is attached as Exhibit B hereto.

### **Analysis**

#### **THE PROPOSAL MAY BE EXCLUDED PURSUANT TO RULE 14a-8(i)(10) BECAUSE THE COMPANY HAS SUBSTANTIALLY IMPLEMENTED THE PROPOSAL.**

Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal if the company has already substantially implemented the proposal. In the Exchange Act Release No. 34-20091 (Aug. 16, 1983), the Commission adopted the “substantially implemented” standard after determining that the “previous formalistic application” of the rule defeated its purpose, which, as stated in Exchange Act Release No. 34-12598 (July 7, 1976), is to “avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management.” Accordingly, the actions requested by a proposal need not be “fully effected” provided that they have been “substantially implemented” by the company.

Applying this standard, the Staff has consistently permitted the exclusion of a proposal when it has determined that the company’s policies, practices and procedures or public disclosures compare favorably with the guidelines of the proposal.<sup>1</sup>

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<sup>1</sup> See, e.g., United Cont’l Holdings, Inc. (Apr. 13, 2018) (permitting exclusion on substantial implementation grounds of a proposal requesting amendments to existing clawback provisions to add a misconduct-related trigger, where the company adopted a revised clawback policy after the date of the original no-action request); eBay Inc. (Mar. 29, 2018) (permitting exclusion under Rule 14a-8(i)(10) of a proposal requesting an assessment of the “feasibility” of integrating sustainability metrics into compensation where the company already determined it was feasible and incorporated those elements in a more “holistic approach” to compensation); Kewaunee Scientific Corp. (May 31, 2017) (permitting exclusion under Rule 14a-8(i)(10) of a proposal requesting that non-employee directors no longer be eligible to participate in the company’s health and life insurance programs, on the basis that the company’s “policies, practices and procedures compare favorably with the guidelines of the



In addition, the Staff has permitted exclusion under Rule 14a-8(i)(10) where a company already addressed the underlying concerns and satisfied the essential objectives of the proposal, even if the proposal had not been implemented exactly as proposed by the proponent. Although a company need not implement a proposal in exactly the manner set forth by the proponent, the Company has in fact done so, as the Proposal requests that the Board adopt a policy for improving board diversity requiring that (i) the initial list of candidates from which new management-support director nominees are chosen by the Committee include (but need not be limited to) qualified minority candidates and (ii) the Board (or Committee) will request that any third-party consultant asked to furnish an initial list of candidates will include such candidates in the initial list, and the Company has committed to such a policy pursuant to the Amendment.<sup>2</sup>

By approving the Amendment and thereby committing to include qualified women and minority candidates in the Initial List (and requiring that any Initial List provided by a third-party consultant include such candidates), the Company believes that the Policy compares favorably with the guidelines in the Proposal and that it has satisfied the essential objectives of the Proposal. Accordingly, we ask that the Staff concur that the Proposal may be excluded in its entirety pursuant to Rule 14a-8(i)(10) because the Company has substantially implemented the Proposal.

### III. CONCLUSION

Based on the foregoing analysis, we respectfully request that the Staff confirm that it will take no enforcement action if the Company excludes the Proposal from the Proxy Materials based on Rule 14a-8(i)(10). We would be pleased to provide the Staff with any additional information, and answer any questions that you may have regarding this letter. If we can be of any further assistance in this matter, please do not hesitate to call me at (617) 570-8128 or Franklin Logan, Senior Vice President, General Counsel and Secretary of the Company, at (202) 830-3340.

Thank you for your attention to this matter.

Sincerely yours,

A handwritten signature in black ink that reads 'Mark S. Opper'.

Mark S. Opper

Enclosures

cc: Franklin Logan, Senior Vice President, General Counsel and Secretary, Easterly Government Properties, Inc.  
Service Employees International Union Pension Plans Master Trust

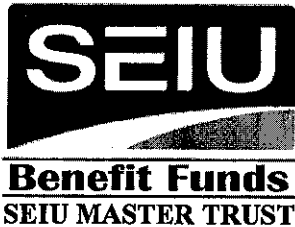
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proposal,” where the board had adopted a policy prohibiting nonemployee directors from participating in the company’s health and life insurance programs after December 31, 2017); Wal-Mart Stores, Inc. (Mar. 16, 2017) (permitting exclusion under Rule 14a-8(i)(10) of a proposal requesting that the company reform its corporate governance guidelines to add guidelines to discontinue and remove disqualified members of the board in accordance with applicable law, on the basis that the company’s “policies, practices and procedures compare favorably with the guidelines of the proposal,” where the company argued that shareholders already had the right to remove members of the board with or without cause under Delaware law); Dominion Resources, Inc. (Feb. 9, 2016) (permitting exclusion on substantial implementation grounds of a proposal requesting report on measuring, mitigating, disclosing and setting reduction targets for methane emissions, where existing company disclosures compared favorably to the guidelines of the proposal, in spite of the proponent’s allegation that the company’s disclosures did not cover all facilities, address means of measuring methane reduction, or include specific reduction targets).

<sup>2</sup> See also, e.g., The Wendy’s Co. (Apr. 10, 2019) (permitting exclusion on substantial implementation grounds of a proposal requesting a report assessing human rights risks of the company’s operations, including the principles and methodology used to make the assessment, the frequency of assessment and how the company would use the assessment’s results, where the company had a code of ethics, a code of conduct for suppliers and disclosed on its website the frequency and methodology of its human rights risk assessments); MGM Resorts International (Feb. 28, 2012) (permitting exclusion on substantial implementation grounds of a proposal requesting a report on the company’s sustainability policies and performance, including multiple objective statistical indicators, where the company published an annual sustainability report).

**Exhibit A**

**Proposal**



November 23, 2020

Secretary of the Company  
Easterly Government Properties Inc.  
2101 L Street NW  
Suite 650  
Washington DC, 20037

RE: Service Employees International Union Pension Plans Master Trust  
Shareholder Proposal

Dear Secretary:

In my capacity as Trustee on the Service Employees International Union Pension Plans Master Trust (the "Fund"), I write to give notice that pursuant to the 2020 proxy statement of Easterly Government Properties Inc. (the "Company"), the Fund intends to present the attached proposal (the "Proposal") at the 2021 annual meeting of shareholders (the "Annual Meeting"). The Fund requests that the Company include the Proposal in the Company's proxy statement for the Annual Meeting.

A letter from the Fund's custodian documenting the Fund's continuous ownership of the requisite amount of the Company's stock for at least one year prior to the date of this letter is being sent separately. The Fund also intends to continue its ownership of at least the minimum number of shares required by the SEC regulations through the date of the Annual Meeting. I represent that the Fund or its agent intends to appear in person or by proxy at the Annual Meeting to present the attached Proposal. I declare the Fund has no "material interest" other than that believed to be shared by stockholders of the Company generally.

We welcome the opportunity to discuss this proposal with you in more detail. Please reach out to Maureen O'Brien, Vice President and Corporate Governance Director at Segal Marco Advisors. Ms. O'Brien can be reached at 312-612-8446 or [mobrien@segalmarco.com](mailto:mobrien@segalmarco.com).

Sincerely,

A handwritten signature in black ink, appearing to read "Arun Ivatury".

Arun Ivatury  
Trustee, SEIU Pension Plans Master Trust

1800 Massachusetts Ave NW  
Suite 301  
Washington DC 20036-1202  
202-730-7542  
800-458-1010

**Resolved:** Shareholders request that the Board of Directors of Easterly Government Properties Inc. ("Easterly") adopt a policy for improving board diversity (the "Policy") requiring that the initial list of candidates from which new management-supported director nominees are chosen (the "Initial List") by the Nominating and Corporate Governance Committee should include (but need not be limited to) qualified minority candidates. The Policy should provide that any third-party consultant asked to furnish an Initial List will be requested to include such candidates.

### **Supporting Statement**

Easterly's board has no non-white members. Although its 2020 proxy statement states that Easterly "value[s] diversity of views, experience, skill sets, gender and ethnicity," only gender diversity is discussed as "an important factor that is taken into account in identifying and selecting Board members." ([https://www.sec.gov/Archives/edgar/data/1622194/000156459020015510/def14a\\_20200505.htm#COMMITMENT\\_TO\\_DIVERSITY](https://www.sec.gov/Archives/edgar/data/1622194/000156459020015510/def14a_20200505.htm#COMMITMENT_TO_DIVERSITY)) A 2015 McKinsey study of 366 companies found that corporate leadership in the top quartile for racial and ethnic diversity were 35 percent more likely to have financial returns above their national industry median. (<http://www.diversitas.co.nz/Portals/25/Docs/Diversity%20Matters.pdf>). A statistically significant positive relationship was found between the proportion of ethnic minorities on the board and firm financial performance in a 2010 study, with evidence that diversity causes superior performance; a similar relationship was found for minority director membership on key board committees. (<http://www.wedc-online.net/Resources/WEDC-Documents/Women%20On%20Board/Gender%20Diversity%20and%20Boards.pdf>)

We believe that the search process used by boards can play an important role in improving board diversity. According to a 2016 study published by the *Harvard Business Review*, including more than one woman or member of a racial minority in a finalist pool helps combat unconscious bias among interviewers and increases the likelihood of a diverse hire. (<https://hbr.org/2016/04/if-theres-only-one-woman-in-your-candidate-pool-theres-statistically-no-chance-shell-be-hired>). A 2012 NACD Blue Ribbon Commission report on Board Diversity recommended that no less than one-third of candidates for new board seats should match the board's definition of diverse. (<https://www.nacdonline.org/Store/ProductDetail.cfm?ItemNumber=5814>). In its 2016 Principles of Corporate Governance, the Business Roundtable calls on boards to "develop a framework for identifying appropriately diverse candidates that allows the nominating/governance committee to consider women, minorities, and others with diverse backgrounds as candidates for each open board seat." (<http://businessroundtable.org/corporate-governance>). Policies like the one advanced in this Proposal have been adopted by the nominating and governance committees of Gentex Corporation, Costco Wholesale Corporation, Home Depot, Whole Foods Market, IDEXX Labs, Stryker Corporation and Neogen Corporation.

The Policy we propose resembles the Rooney Rule in the National Football League (NFL), which requires teams to interview minority candidates for head coaching and senior football operations openings. While corporate boards may face differing circumstances, it is difficult to ignore the positive impact of the Rooney Rule on diversity. In the twelve years before the Rule was implemented, the NFL had four minority head coaches and one minority general manager. Twelve years after its adoption, the NFL had sixteen minority head coaches and eight minority general managers. (<https://www.sec.gov/comments/s7-06-16/s70616-293.pdf>)

We urge shareholders to vote for this proposal.



November 23, 2020

Secretary of the Company  
Easterly Government Properties Inc.  
2101 L Street NW  
Suite 650  
Washington DC, 20037

RE: Service Employees International Union Pension Plans Master Trust Shareholder Proposal

Dear Secretary:

As of November 23, 2020, Service Employees International Union Pension Plans Master Trust (the "Trust") held shares of Easterly Government Properties Inc. As of November 23, 2020, Amalgamated Bank is the record owner of 1,363 shares of common stock (the "Shares") of Easterly Government Properties Inc., beneficially owned by the Trust. The Shares are held by Amalgamated Bank at the Depository Trust Company in our participant account #2352. The Trust has held in excess of \$2,000 worth of shares in your Company continuously since November 23, 2019.

Sincerely,

A handwritten signature in cursive script that reads 'Chuck Hutton'.

Chuck Hutton  
First Vice President  
Investment Management Division, Client Service

**Exhibit B**

**Committee's Charter**



## **EASTERLY GOVERNMENT PROPERTIES, INC.**

### **Nominating and Corporate Governance Committee Charter**

(Adopted by the Board of Directors on February 6, 2015)

#### **I. General Statement of Purpose**

The general purpose of the Nominating and Corporate Governance Committee (the “Nominating Committee”) of the Board of Directors (the “Board”) of Easterly Government Properties, Inc. (the “Company”) is to identify individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend director nominees to the Board for election at each annual meeting of stockholders. The Nominating Committee is also responsible for developing and recommending to the Board a set of Corporate Governance Guidelines applicable to the Company, periodically reviewing such Corporate Governance Guidelines and recommending any changes thereto, and overseeing the evaluation of the Board and management.

In addition to the specific powers and responsibilities delegated to the Nominating Committee in this Charter, the Nominating Committee shall also carry out and may exercise any other powers or responsibilities as are assigned by law, the Company’s Articles of Amendment and Restatement or Amended and Restated Bylaws, each as amended from time to time, or as may be delegated to it by the Board from time to time. The powers and responsibilities delegated by the Board to the Nominating Committee in this Charter or otherwise shall be exercised and carried out by the Nominating Committee as it deems appropriate without requirement of Board approval, and any decision (including any decision to exercise or refrain from exercising any of the powers delegated to the Nominating Committee hereunder) shall be made by the Nominating Committee in its sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Nominating Committee shall have and may exercise all the powers and authority of the Board.

#### **II. Composition**

The Nominating Committee shall consist of at least two (2) members of the Board, each of whom shall satisfy the independence requirements established by the New York Stock Exchange (“NYSE”) Listed Company Manual.

The members of the Nominating Committee shall be appointed annually by the Board and may be replaced or removed by the Board with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically and without any further action constitute resignation or removal, as applicable, from the Nominating Committee. Any vacancy on the Nominating Committee, occurring for whatever reason, may be filled only by the Board. The Board shall designate one member of the Nominating Committee to be Chairperson of the committee.

#### **III. Meetings**

- The Nominating Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter.
- A majority of the members of the Nominating Committee shall constitute a quorum for purposes of holding a meeting and the Nominating Committee may act by a vote of a majority of the members present at such meeting.

- In lieu of a meeting, the Nominating Committee may act by unanimous written consent.
- The Chairperson of the Nominating Committee, in consultation with the other committee members, may determine the frequency and length of the committee meetings and may set meeting agendas consistent with this Charter.
- The Chairperson or a majority of the members of the Nominating Committee may call meetings of the Nominating Committee.
- Following each of its meetings, the Nominating Committee shall report on the meeting to the Board at the Board's next regularly scheduled meeting, including a description of all actions taken by the Nominating Committee at the meeting. The Nominating Committee shall keep written minutes of its meetings and deliver a copy of such minutes to the Company's Secretary for inclusion in the corporate records.

#### **IV. Authority and Responsibilities**

The Nominating Committee's purpose and responsibilities shall be to:

##### **A. Annual Review of Charter**

- Review and reassess the adequacy of this Charter annually and recommend to the Board any amendments or modifications to the Charter that the Nominating Committee deems appropriate.

##### **B. Annual Performance Evaluation of the Nominating Committee**

- At least annually, evaluate its own performance and report the results of such evaluation to the Board.

##### **C. Director Nominee Qualifications**

The following powers and duties of the Nominating Committee shall be subject to the terms of any applicable stockholders agreement, director nomination agreement or similar agreement with the Company:

- Determine and, at least annually, review the specific minimum qualifications that the Nominating Committee believes must be met by a Nominating Committee-recommended nominee, if any, and any specific qualities or skills that the Nominating Committee believes are necessary for one or more of the Company's directors to possess. Any such specific minimum qualifications or qualities or skills shall be set forth in the proxy statement relating to the Company's annual meeting of stockholders and otherwise to the extent required by applicable law. In determining such minimum qualifications, qualities or skills, the Nominating Committee shall also consider additional matters and criteria, if any, approved by the Board and additional matters and criteria, if any, set forth under "Director Qualification Standards" in the Corporate Governance Guidelines. The specific minimum qualifications or qualities or skills, as approved by the Nominating Committee from time to time, will be set forth in Exhibit A attached to this Charter.

- Establish a policy with regard to the consideration of director candidates recommended by securityholders. The current policy, as approved by the Nominating Committee from time to time, will be set forth in Exhibit A attached to this Charter.
- Establish procedures to be followed by securityholders in submitting recommendations for director candidates to the Nominating Committee. The procedures, as approved by the Nominating Committee from time to time, will be set forth in Exhibit A attached to this Charter.
- Establish a process for identifying and evaluating nominees for the Board, including nominees recommended by stockholders. The process for identifying and evaluating nominees for the Board, as approved by the Nominating Committee from time to time, will be set forth in Exhibit A attached to this Charter.
- Upon identifying individuals qualified to become members of the Board, consistent with the minimum qualifications and other criteria, if any, approved by the Board from time to time or set forth under “Director Qualification Standards” in the Corporate Governance Guidelines, recommend director nominees to the Board for election at each annual meeting of stockholders; provided that, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election as a member of the Board (pursuant, for example, to the rights of holders of preferred stock to elect directors upon a dividend default, or in accordance with director nomination agreements, stockholder agreements or management agreements), the selection and nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Nominating Committee.
- Consider recommendations in light of the requirement that a majority of the Board be comprised of directors who meet the independence requirements set forth in Section 303A of the New York Stock Exchange Listed Company Manual, subject to certain exceptions.
- Recommend to the Board directors for appointment to committees of the Board.
- Review all stockholder nominations and proposals submitted to the Company, determine whether the nomination or proposal was submitted in a timely manner and, in the case of a director nomination, whether the nomination and the nominee satisfy all applicable eligibility requirements, and recommend to the Board appropriate action on each such nomination or proposal.

**D. Corporate Governance Guidelines**

- Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company that satisfy the standards established pursuant to Section 303A of the NYSE Listed Company Manual.
- Review and reassess the adequacy of the Corporate Governance Guidelines annually and recommend any proposed changes to the Board for approval.

**E. Code of Business Conduct and Ethics**

- Oversee the Company's Code of Business Conduct and Ethics (the "Code") and review any reported alleged violations of the Code. Any alleged violations concerning the Company's financial or accounting practices will be referred to the Audit Committee.
- Approve any waiver of the Code for the benefit of any member of the Board or executive officer or, if the Nominating Committee deems it appropriate, the Nominating Committee shall submit a proposed waiver to the entire Board for approval. Any waiver shall be delivered in writing to the Company's corporate Secretary for inclusion in the corporate records.
- Review and monitor the adequacy of the Code annually and recommend any proposed changes to the Board for approval.

**F. Evaluation of Board of Directors**

- Oversee annual evaluation of the Board and its committees for the prior fiscal year.

**G. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates**

- Exercise sole authority to retain and terminate any search firm that is to be used by the Company to assist in identifying director candidates. The Nominating Committee shall also have sole authority to approve any such search firm's fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Nominating Committee, for payment of compensation to any such persons retained by the Nominating Committee.

**H. Succession**

- Oversee the development of a chief executive officer succession plan for consideration by the Board and report on such plan to the Board. Succession planning should include policies and principles for chief executive officer selection, as well as policies regarding succession in the event of an emergency or the retirement of the chief executive officer. The Nominating Committee shall also be responsible for overseeing the Company's succession planning for senior management positions other than the chief executive officer.

**I. Governance Recommendations**

- Make recommendations to the Board regarding governance matters, including, but not limited to, governance matters in the Company's Articles of Amendment and Restatement and Amended and Restated Bylaws, each as amended from time to time, and this Charter and the charters of the Company's other committees.

**J. Compliance**

- In consultation with the Audit Committee, exercise oversight with respect to the Company's compliance with legal and ethical requirements. The Nominating

Committee shall oversee the implementation and effectiveness of the Company's compliance and ethics programs, including the Code.

**V. General**

- The Nominating Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members, when the Nominating Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Nominating Committee shall make regular reports to the Board concerning areas of the Nominating Committee's responsibility.
- In carrying out its responsibilities, the Nominating Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Nominating Committee may consult. The Nominating Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Nominating Committee or meet with any members of or advisors to the Nominating Committee. The Nominating Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.

## EXHIBIT A

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE POLICIES AND PROCEDURES**

(Adopted by the Board of Directors on February 25, 2016)  
(Amended by the Nominating and Corporate Governance Committee on December 10, 2020)

The following policies and procedures of the Nominating and Corporate Governance Committee (the “Nominating Committee”) shall be subject to the terms of any applicable director nomination or similar agreement with the Company:

#### **Minimum Qualifications or Qualities or Skills for Director Nominees**

The Nominating Committee believes that it is in the best interests of the Company and its stockholders to obtain highly qualified individuals to serve on the Board.

At a minimum, the Nominating Committee must be satisfied that each Nominating Committee-recommended nominee meets the following minimum qualifications:

- The nominee shall have experience at a strategic or policymaking level in a business, legal, accounting, government, non-profit or academic organization of high standing.
- The nominee shall be highly accomplished in his or her respective field.
- The nominee shall be well regarded in the community and shall have a reputation for the highest ethical and moral standards.
- The nominee shall have sufficient time and availability to devote to the affairs of the Company, particularly in light of the number of boards on which the nominee may serve.

In addition to the minimum qualifications for each nominee set forth above, the Nominating Committee shall recommend that the Board select persons for nomination to help ensure that:

- A majority of the Board shall be “independent” in accordance with the standards established pursuant to Section 303A of the New York Stock Exchange Listed Company Manual.
- Each of its Audit, Compensation and Nominating Committees shall be comprised entirely of independent directors.
- At least one member of the Audit Committee shall have accounting or related financial management expertise.

Finally, in addition to any other standards the Nominating Committee may deem appropriate from time to time for the overall structure and composition of the Board, the Nominating Committee may, but is not required to, consider the following factors when recommending that the Board select persons for nomination:

- Whether the nominee has direct experience in the real estate industry, particularly in the office real estate or government-leasing industry.

- Whether the nominee, if elected, assists in achieving a mix of Board members that represents a diversity of background and experience.

### **Process for Identifying and Evaluating Director Nominees**

The current process for identifying and evaluating nominees for the Board is as follows:

1. The Nominating Committee may solicit recommendations from any or all of the following sources: non-management directors, the Chief Executive Officer and President, other executive officers, third-party search firms, or any other source it deems appropriate.
2. The Nominating Committee will review and evaluate the qualifications of any such proposed director candidate, and conduct inquiries it deems appropriate.
3. The Nominating Committee will evaluate all such proposed director candidates in the same manner, with no regard to the source of the initial recommendation of such proposed director candidate.
4. The Nominating Committee will consider for nomination any such proposed director candidate who is deemed qualified by the Nominating Committee in light of the minimum qualifications and other criteria for Board membership, if any, approved by the Board from time to time or set forth under “Director Qualification Standards” in the Corporate Governance Guidelines.
5. In identifying and evaluating proposed director candidates, the Nominating Committee may consider, in addition to the minimum qualifications and other criteria for Board membership approved by the Board from time to time, all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the proposed director candidate, his or her depth and breadth of business experience or other background characteristics, his or her independence and the needs of the Board.
6. When evaluating candidates for nomination as new directors, the Nominating Committee shall ensure that the initial list of candidates from which new director nominees are chosen (the “Initial List”) by the Nominating Committee include (but need not be limited to) qualified women and minority candidates (and any third-party consultant requested to furnish an Initial List will be asked to include such candidates).

### **Policy regarding Consideration of Director Candidates Recommended by Stockholders**

The current policy with regard to the consideration of director candidates recommended by stockholders is that the Nominating Committee will review and evaluate the qualifications of any director candidates who have been recommended by stockholders in compliance with the procedures established from time to time by the Nominating Committee and set forth in this Charter, and conduct inquiries it deems appropriate. The Nominating Committee will consider for nomination any such proposed director candidate who is deemed qualified by the Nominating Committee in light of the minimum qualifications and other criteria for Board membership approved by the Board from time to time and set forth in this Charter.

**Procedures to be Followed by Stockholders in Submitting Recommendations for Director Candidates**

The current procedures to be followed by stockholders in submitting recommendations for director candidates to the Nominating Committee are as follows:

1. All stockholder recommendations for director candidates must be submitted to the Secretary of the Company, who will forward all recommendations to the Nominating Committee.
2. All stockholder recommendations for director candidates must be submitted to the Company:
  - not earlier than 150 calendar days prior and not less than 120 calendar days prior to the first anniversary of the date on which the Company's proxy statement was released to stockholders in connection with the previous year's annual meeting; or
  - In the event that the date of the annual meeting is advanced or delayed by more than 30 calendar days from the first anniversary of the date of the preceding year's annual meeting, not earlier than 150 calendar days prior to the date of the annual meeting and not later than 5:00 p.m., New York time, on the later of 120 calendar days prior to the date of such annual meeting, as originally convened, or ten days following the day on which public announcement of the date of such meeting is first made.