

**AMENDED AND RESTATED
COMPENSATION COMMITTEE CHARTER**

The following shall constitute the Compensation Committee Charter (the “Charter”) of the board of trustees (the “Board”) of First Potomac Realty Trust (the “Company”):

I. ORGANIZATION

There shall be constituted a standing committee of the Board to be known as the Compensation Committee (the “Compensation Committee”).

II. COMPOSITION AND SELECTION

The Compensation Committee shall be comprised of two or more trustees. The members of the Compensation Committee shall (i) meet the independence requirements of the New York Stock Exchange (the “NYSE”) as then in effect, any rules and regulations of the Securities and Exchange Commission (the “SEC”) and any other applicable laws relating to independence, as determined by the Board in its business judgment, (ii) qualify as a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (iii) qualify as an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended.

The members of the Compensation Committee shall be appointed by the Board annually on the recommendation of the Nominating and Governance Committee and may be removed by the Board in its discretion. The members of the Compensation Committee shall serve until their successors are duly elected and qualified. Unless a Chairman is elected by the Board, the members of the Compensation Committee shall designate a Chairman by majority vote of the full Compensation Committee.

The duties and responsibilities of Compensation Committee members contained herein shall be in addition to those duties otherwise required for members of the Board.

III. STATEMENT OF PURPOSE

The Compensation Committee is appointed by the Board to discharge the Board’s responsibilities relating to compensation of the Company’s trustees, Chief Executive Officer (“CEO”), and other executive officers (as defined by the rules of the NYSE). The executive officers shall be defined as those Executive Vice Presidents who report directly to the CEO (and any other officer who qualifies as an “executive officer” under the rules of the NYSE for the purposes of this Charter). The Committee has overall responsibility for approving and evaluating the trustee and executive officer compensation plans, policies and programs of the Company.

The Compensation Committee is responsible for producing and approving an annual Compensation Committee report for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations.

IV. COMMITTEE OBJECTIVES

The Compensation Committee's primary objectives include serving as an independent and objective party to review the compensation of the Company's trustees and executive officers, and evaluating and approving trustee and executive officer compensation plans, policies and programs.

V. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Compensation Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of trustee, CEO or executive officer compensation and shall have sole authority to approve the consultant's fees and other retention terms.

The Compensation Committee also shall have authority, to the extent it deems necessary or appropriate, to retain and oversee special legal, accounting or other consultants to advise the Compensation Committee. The Compensation Committee shall also have the authority to determine, and to receive from the Company, the appropriate compensation to be paid to any special legal, accounting or other consultant retained by the Committee. In selecting any such advisors or consultants, the Compensation Committee shall consider the independence of such advisor or consultant, as determined by it in its business judgment, in accordance with the standards of the NYSE, any applicable rules and regulations of the SEC and other applicable laws relating to independence of advisors and consultants.

The Compensation Committee may form and delegate authority to subcommittees comprised entirely of independent trustees when appropriate.

The Compensation Committee shall:

1. Review and approve annually corporate goals and objectives relevant to CEO compensation; evaluate the CEO's performance in light of those goals and objectives; either as a committee or together with the other independent trustees (as directed by the Board) determine and approve the CEO's compensation levels based on this evaluation; and, in determining the long-term incentive component of CEO compensation, consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years;

2. Either as a committee or together with the other independent trustees (as directed by the Board) determine and approve the compensation of the Chairman of the Board and the compensation levels of all other Trustees;

3. Review and discuss with the Company's management the Compensation Discussion and Analysis required by SEC Regulation S-K, Item 402; based on such review and

discussion, determine whether to recommend to the Board that the Compensation Discussion and Analysis be included in the Company's Annual Report on Form 10-K and/or proxy statement for the annual meeting of shareholders;

4. Provide over the names of the members of the Compensation Committee, the required Compensation Committee report for the Company's Annual Report on Form 10-K and/or proxy statement for the annual meeting of shareholders;

5. Oversee the development and implementation of incentive compensation plans, and administer and approve awards pursuant to the Company's incentive compensation plans and equity-based plans;

6. Review and approve annually, for the CEO and the executive officers of the Company, (a) the annual base salary level; (b) the annual incentive opportunity level; (c) the long-term incentive opportunity level; (d) employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate; and (e) any special or supplemental benefits;

7. Review the Company's executive compensation arrangements to confirm that incentive compensation does not encourage excessive or unnecessary risk-taking behavior;

8. Make regular reports to the Board;

9. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval; and

10. Annually review its own performance.

VI. MEETINGS

The Compensation Committee may invite to meetings such officers of the Company or other persons as the Committee deems necessary or appropriate in its discretion. The Compensation Committee shall meet separately in executive sessions without any members of management present at least annually, or as often as may be deemed necessary or appropriate in its judgment and that of the Board. The Chairman or a majority of the members of the Compensation Committee may call meetings of the Committee upon reasonable notice to all members of the Committee. A majority of the members of the Compensation Committee shall constitute a quorum for the transaction of business. Action by a majority of those present at a meeting at which a quorum is present shall be the act of the Compensation Committee. The Compensation Committee may meet by telephone or videoconference and may take action by unanimous written consent. The Compensation Committee shall keep written minutes of its meetings. Following each meeting, the Compensation Committee shall report to the Board at the next regularly scheduled Board meeting, or sooner, as circumstances may dictate.

VII. CONSISTENCY WITH DECLARATION OF TRUST

To the extent that any provision or section of this Charter may be inconsistent with any article, provision or section of the Declaration of Trust or the Bylaws of the Company, the Declaration of Trust or the Bylaws, as appropriate, shall fully control.

VIII. DISCLOSURE

This Charter, as may be amended from time to time, shall be posted on the Company's website. The Company shall state in its annual proxy statement that this Charter is available on the Company's website and provide the website address.

IX. CERTIFICATION

This Amended and Restated Compensation Committee Charter was duly approved and adopted by the Board of the Company on the 20th day of December, 2012 and amended and restated on the 17th day of February, 2016.