

## **Finance and Investment Committee Charter**

(January 29, 2010)

The following shall constitute the Finance and Investment 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 Finance and Investment Committee (the "Committee").

### **II. Composition and Selection**

The Committee shall be comprised of at least two trustees. At least two members of the Committee shall meet the independence requirements of the New York Stock Exchange as then in effect.

The members of the Committee shall be appointed by the Board annually on the recommendation of the Nominating and Governance Committee and may be removed by the Board by a majority vote of the Board. The members of the Committee shall serve for one year or until their successors are duly elected and qualified. Unless the Board elects a Chairman, the members of the Committee shall designate a Chairman by majority vote of the full Committee.

### **III. Statement of Purpose**

The primary purpose of the Committee is to assist the Board in its review and oversight of the Company's strategic planning, capital structure, financial planning, investment policies, and strategic and operational risk.

### **IV. Scope of Authority**

The responsibilities and functions of the Committee are as follows:

1. Consult with the CEO and other executive officers regarding the development of the Company's Strategic Business Plan. Assist the Board in fulfilling its responsibility to review the Strategic Business Plan.
2. Review the Company's long-term and short-term capital structure;
3. Review and make recommendations to the Board with respect to short-term and long-term financing matters, including banking relationships and matters pertaining to debt, equity or other financing arrangements, debt rating, debt ratios, dividend policy, and share repurchase programs;

4. Evaluate and make recommendations to the Board with respect to property acquisitions, dispositions and development;
5. Review and make recommendations to the Board with respect to joint ventures, mergers, or other transactions;
6. Review the performance of the Company's investments;
7. Review the Company's annual operating and capital budgets;
8. Participate in the review of financial and operational risks and associated risk management activities of the Company and report and make recommendations to the Board with respect to such risks and activities; and
9. Perform such additional functions and have such additional powers as may from time to time be delegated to the Committee by the Board.

#### **V. Meetings**

The Committee shall meet as often as it determines appropriate to carry out its responsibilities, but no less than four (4) times per calendar year. The Committee will also participate in special meetings and teleconferences at the call of the Chairman of the Committee or the CEO of the Company. A majority of the members of the 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 Committee. Any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Committee. Such written consent shall have the same force and effect as a unanimous vote of the Committee.

The Investment Committee shall keep a written record of its actions and recommendations, and shall report such actions and recommendations to the Board at the next regularly scheduled or special meeting of the Board.

The Committee shall review the Finance and Investment Committee Charter annually and the Company's investment criteria and recommend any changes to the Board for approval. The Committee shall also evaluate its own performance annually and report the results of such evaluation to the Board.

#### **VI. Consistency with Company Documents and Policies**

All actions of the Committee shall be consistent with the Company's Declaration of Trust, Bylaws and Code of Business Conduct and Ethics (including the Company's conflict of interest policy), as such documents may be amended from time to time.

## **VII. Certification**

This Finance and Investment Committee Charter was duly approved and adopted by the Board of the Company on the 29<sup>th</sup> day of January, 2010.