Paramount Group, Inc.
Form 10-Q
November 06, 2017
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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, 2017

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: 001-36746

PARAMOUNT GROUP, INC.

(Exact name of registrant as specified in its charter)

Maryland	32-0439307
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

1633 Broadway, Suite 1801, New York, NY	10019
(Address of principal executive offices)	(Zip Code)

Registrant’s telephone number, including area code: (212) 237-3100

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 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, accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer”, “accelerated filer”, “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer		Accelerated Filer
Non-Accelerated Filer	(Do not check if smaller reporting company)	Smaller Reporting Company
Emerging Growth Company		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of October 13, 2017, there were 240,073,742 shares of the registrant’s common stock outstanding.

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PART I – FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

PARAMOUNT GROUP, INC.

CONSOLIDATED BALANCE SHEETS

(UNAUDITED)

(Amounts in thousands, except share, unit and per share amounts)

ASSETS	September 30, 2017	December 31, 2016
Real estate, at cost		
Land	$2,209,506	$2,091,535
Buildings and improvements	6,097,220	5,757,558
	8,306,726	7,849,093
Accumulated depreciation and amortization	(443,555)	(318,161)
Real estate, net	7,863,171	7,530,932
Cash and cash equivalents	185,028	162,965
Restricted cash	32,320	29,374
Investments in unconsolidated joint ventures	46,014	6,411
Investments in unconsolidated real estate funds	8,146	28,173
Preferred equity investments, net of allowance of $19,588 and $0	35,763	55,051
Marketable securities	27,867	22,393
Accounts and other receivables, net of allowance of $324 and $202	13,822	15,251
Deferred rent receivable	209,226	163,695
Deferred charges, net of accumulated amortization of $16,628 and $9,832	88,846	71,184
Intangible assets, net of accumulated amortization of $189,209 and $166,841	373,053	412,225
Assets held for sale	-	346,685
Other assets	40,752	22,829
Total assets (1)	$8,924,008	$8,867,168
LIABILITIES AND EQUITY		
Notes and mortgages payable, net of deferred financing costs of $44,029 and $43,281	$3,539,071	$3,364,898
Revolving credit facility	-	230,000
Due to affiliates	27,299	27,299
Accounts payable and accrued expenses	97,679	103,896
Dividends and distributions payable	25,211	25,151
Intangible liabilities, net of accumulated amortization of $71,453 and $55,349	138,563	153,018
Other liabilities	54,029	76,959
Total liabilities (1)	3,881,852	3,981,221
Commitments and contingencies		
Paramount Group, Inc. equity:		
Common stock $0.01 par value per share; authorized 900,000,000 shares; issued	2,400	2,300

and outstanding 240,073,742 and 230,015,356 shares in 2017 and 2016, respectively		
Additional paid-in-capital	4,286,265	4,116,987
Earnings less than distributions	(104,059)	(129,654)
Accumulated other comprehensive income	1,014	372
Paramount Group, Inc. equity	4,185,620	3,990,005
Noncontrolling interests in:		
Consolidated joint ventures	408,035	253,788
Consolidated real estate fund	14,947	64,793
Operating Partnership (24,977,743 and 34,511,214 units outstanding)	433,554	577,361
Total equity	5,042,156	4,885,947
Total liabilities and equity	$8,924,008	$8,867,168

(1) Represents the consolidated assets and liabilities of Paramount Group Operating Partnership LP, a Delaware limited partnership (the “Operating Partnership”). The Operating Partnership is a consolidated variable interest entity (“VIE”), of which we are the sole general partner and own approximately 90.6% as of September 30, 2017. The assets and liabilities of the Operating Partnership, as of September 30, 2017, include $1,970,149 and $1,272,907 of assets and liabilities, respectively, of certain VIEs that are consolidated by the Operating Partnership. See Note 13, Variable Interest Entities.

See notes to consolidated financial statements (unaudited).

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PARAMOUNT GROUP, INC.

CONSOLIDATED STATEMENTS OF INCOME

(UNAUDITED)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
(Amounts in thousands, except share and per share amounts)	2017	2016	2017	2016
REVENUES:				
Rental income	$156,384	$149,019	$469,961	$445,452
Tenant reimbursement income	14,053	11,978	38,761	33,101
Fee and other income	9,333	10,321	29,988	37,986
Total revenues	179,770	171,318	538,710	516,539
EXPENSES:				
Operating	68,264	64,025	197,696	186,964
Depreciation and amortization	66,515	66,376	198,143	208,475
General and administrative	14,470	13,235	44,624	39,335
Transaction related costs	274	282	1,051	1,725
Total expenses	149,523	143,918	441,514	436,499
Operating income	30,247	27,400	97,196	80,040
Income from unconsolidated joint ventures	671	1,792	19,143	5,291
Loss from unconsolidated real estate funds	(3,930)	(1,254)	(6,053)	(2,540)
Interest and other (loss) income, net	(17,668)	2,299	(11,982)	5,029
Interest and debt expense	(35,733)	(38,278)	(107,568)	(113,406)
Loss on early extinguishment of debt	-	-	(7,877)	-
Gain on sale of real estate	-	-	133,989	-
Unrealized gain on interest rate swaps	-	12,728	1,802	29,661
Net (loss) income before income taxes	(26,413)	4,687	118,650	4,075
Income tax benefit (expense)	1,010	(218)	(4,242)	817
Net (loss) income	(25,403)	4,469	114,408	4,892
Less net (income) loss attributable to noncontrolling interests in:				
Consolidated joint ventures	14,217	(4,703)	11,029	(10,062)
Consolidated real estate fund	(114)	67	(20,195)	819
Operating Partnership	1,086	28	(12,068)	906
Net (loss) income attributable to common stockholders	$(10,214)	$(139)	$93,174	$(3,445)

(LOSS) INCOME PER COMMON SHARE - BASIC:				
(Loss) income per common share	$(0.04)	$(0.00)	$0.40	$(0.02)
Weighted average shares outstanding	239,445,810	219,394,245	235,151,398	216,317,746

(LOSS) INCOME PER COMMON SHARE - DILUTED:				
(Loss) income per common share	$(0.04)	$(0.00)	$0.40	$(0.02)
Weighted average shares outstanding	239,445,810	219,394,245	235,177,683	216,317,746
DIVIDENDS PER COMMON SHARE	$0.095	$0.095	$0.285	$0.285

See notes to consolidated financial statements (unaudited).

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PARAMOUNT GROUP, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(UNAUDITED)

(Amounts in thousands)	For the Three Months Ended September 30, 2017	2016	For the Nine Months Ended September 30, 2017	2016
Net (loss) income	$(25,403)	$4,469	$114,408	$4,892
Other comprehensive income (loss):				
Change in value of interest rate swaps	738	7,802	729	(33,812)
Pro rata share of other comprehensive income (loss) of unconsolidated joint ventures	226	(82)	39	(19)
Comprehensive (loss) income	(24,439)	12,189	115,176	(28,939)
Less comprehensive (income) loss attributable to noncontrolling interests in:				
Consolidated joint ventures	14,217	(4,703)	11,029	(10,062)
Consolidated real estate fund	(114)	67	(20,195)	819
Operating Partnership	993	(1,286)	(12,194)	7,488
Comprehensive (loss) income attributable to common stockholders	$(9,343)	$6,267	$93,816	$(30,694)

See notes to consolidated financial statements (unaudited).

PARAMOUNT GROUP, INC.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(UNAUDITED)

(Amounts in thousands, except per share and unit amounts)	Common Shares					Noncontrolling Interests in			
	Shares	Amount	Additional Paid-in-Capital	Earnings Less than Distributions	Accumulated Other Comprehensive Income (Loss)	Consolidated Joint Ventures	Consolidated Real Estate Funds	Operating Partnership	Total Equity
Balance as of December 31, 2015	212,112	$2,122	$3,802,858	$(36,120)	$(7,843)	$236,849	$414,637	$898,047	$5,310,550
Deconsolidation of real estate fund investments upon adoption of ASU 2015-02	-	-	-	-	-	-	(351,035)	-	(351,035)
Balance as of January 1, 2016	212,112	2,122	3,802,858	(36,120)	(7,843)	236,849	63,602	898,047	4,959,515
Net income (loss)	-	-	-	(3,445)	-	10,062	(819)	(906)	4,892
Common shares issued upon redemption of common units	7,403	74	126,068	-	-	-	-	(126,142)	-
Common shares issued under Omnibus share plan	97	-	-	-	-	-	-	-	-
Dividends and distributions ($0.285 per share and unit)	-	-	-	(61,953)	-	-	-	(13,496)	(75,449)
Distributions to noncontrolling	-	-	-	-	-	(2,692)	-	-	(2,692)

interests									
Change in value of interest rate swaps	-	-	-	-	(27,231)	-	-	(6,581)	(33,812)
Pro rata share of other comprehensive loss of unconsolidated joint ventures	-	-	-	-	(18)	-	-	(1)	(19)
Amortization of equity awards	-	-	1,605	-	-	-	-	8,019	9,624
Other	-	-	18	191	-	15	7	-	231
Balance as of September 30, 2016	219,612	$2,196	$3,930,549	$(101,327)	$(35,092)	$244,234	$62,790	$758,940	$4,862,290
Balance as of December 31, 2016	230,015	$2,300	$4,116,987	$(129,654)	$372	$253,788	$64,793	$577,361	$4,885,947
Net income (loss)	-	-	-	93,174	-	(11,029)	20,195	12,068	114,408
Common shares issued upon redemption of common units	10,001	100	166,424	-	-	-	-	(166,524)	-
Common shares issued under Omnibus share plan, net of shares withheld for taxes	58	-	-	(154)	-	-	-	-	(154)
Dividends and distributions ($0.285 per share and unit)	-	-	-	(67,425)	-	-	-	(8,204)	(75,629)
Contributions from noncontrolling interests	-	-	-	-	-	96,472	4,305	-	100,777
Distributions to noncontrolling interests	-	-	-	-	-	(41,203)	(74,346)	-	(115,549)
Consolidation of 50 Beale	-	-	-	-	-	110,007	-	-	110,007

Street									
Change in value of interest rate swaps	-	-	-	-	600	-	-	129	729
Pro rata share of other comprehensive income (loss) of unconsolidated joint ventures	-	-	-	-	42	-	-	(3)	39
Amortization of equity awards	-	-	2,244	-	-		-	10,882	13,126
Other	-	-	610	-	-	-	-	7,845	8,455
Balance as of September 30, 2017	240,074	$2,400	$4,286,265	$(104,059)	$1,014	$408,035	$14,947	$433,554	$5,042,156

See notes to consolidated financial statements (unaudited).

PARAMOUNT GROUP, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)

(Amounts in thousands)	For the Nine Months Ended September 30, 2017	2016
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$114,408	$4,892
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	198,143	208,475
Amortization of deferred financing costs	8,367	4,121
Gain on sale of real estate	(133,989)	-
Straight-lining of rental income	(43,529)	(67,843)
Amortization of above and below-market leases, net	(14,164)	(6,593)
Loss on early extinguishment of debt	7,877	-
Unrealized gain on interest rate swaps	(1,802)	(29,661)
Realized and unrealized gains on marketable securities	(3,198)	(341)
Valuation allowance on preferred equity investment	19,588	-
Income from unconsolidated joint ventures	(19,143)	(5,291)
Distributions of earnings from unconsolidated joint ventures	3,380	5,824
Loss from unconsolidated real estate funds	6,053	2,540
Distributions of earnings from unconsolidated real estate funds	275	308
Amortization of stock-based compensation expense	11,692	8,766
Other non-cash adjustments	395	1,981
Changes in operating assets and liabilities:		
Accounts and other receivables	2,260	(1,455)
Deferred charges	(25,429)	(11,266)
Other assets	(18,094)	(39,338)
Accounts payable and accrued expenses	(10,710)	(3,335)
Deferred income taxes	(1,499)	(2,979)
Other liabilities	4,190	1,343
Net cash provided by operating activities	105,071	70,148
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from sale of real estate	540,333	-
Acquisitions of real estate	(161,184)	-
Additions to real estate	(59,255)	(107,445)
Investments in unconsolidated joint ventures	(28,886)	-
Distributions of capital from unconsolidated joint ventures	20,000	-
Deposits on real estate	-	(50,000)
Changes in restricted cash	(8,224)	11,380
Distributions of capital from unconsolidated real estate funds	13,849	-

Contributions of capital to unconsolidated real estate funds	(790)	(1,084)
Net cash provided by (used in) investing activities	315,843	(147,149)

See notes to consolidated financial statements (unaudited).

PARAMOUNT GROUP, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS - CONTINUED

(UNAUDITED)

(Amounts in thousands)	For the Nine Months Ended September 30, 2017	2016
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repayments of notes and mortgages payable	$(1,044,821)	$(414,564)
Proceeds from notes and mortgages payable	991,556	509,578
Repayment of borrowings under revolving credit facility	(290,000)	(80,000)
Borrowings under revolving credit facility	60,000	110,000
Distributions to noncontrolling interests	(115,549)	(2,692)
Contributions from noncontrolling interests	100,777	-
Dividends paid to common stockholders	(66,469)	(61,241)
Settlement of interest rate swap liabilities	(19,425)	(16,040)
Loss on early extinguishment of debt	(7,877)	-
Debt issuance costs	(7,344)	(6,532)
Transfer tax refund in connection with the acquisition of noncontrolling interests	9,555	-
Distributions paid to common unitholders	(9,100)	(14,124)
Repurchase of shares related to stock compensation agreements and related tax withholdings	(154)	-
Net cash (used in) provided by financing activities	(398,851)	24,385
Net increase (decrease) in cash and cash equivalents	22,063	(52,616)
Cash and cash equivalents at beginning of period	162,965	143,884
Decrease in cash due to deconsolidation of real estate fund investments	-	(7,987)
Cash and cash equivalents at end of period	$185,028	$83,281
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash payments for interest	$106,731	$106,015
Cash payments for income taxes, net of refunds	5,042	1,524
NON-CASH TRANSACTIONS:		
Common shares issued upon redemption of common units	$166,524	$126,142
Dividends and distributions declared but not yet paid	25,211	25,151
Write-off of fully amortized and/or depreciated assets	5,958	8,475
Additions to real estate included in accounts payable and accrued expenses	10,986	6,609
Purchases of marketable securities resulting in a decrease to restricted cash	2,278	139
Change in fair value of interest rate swaps	(729)	33,812
Consolidation (deconsolidation) of real estate and real estate fund investments	102,512	(396,697)
Assumption of notes and mortgages payable	228,000	-

See notes to consolidated financial statements (unaudited).

PARAMOUNT GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

1. Organization and Business

As used in these consolidated financial statements, unless otherwise indicated, all references to “we,” “us,” “our,” the “Company,” and “Paramount” refer to Paramount Group, Inc., a Maryland corporation, and its consolidated subsidiaries, including Paramount Group Operating Partnership LP (the “Operating Partnership”), a Delaware Limited Partnership. We are a fully-integrated real estate investment trust (“REIT”) focused on owning, operating, managing, acquiring and redeveloping high-quality, Class A office properties in select central business district submarkets of New York City, Washington, D.C. and San Francisco. As of September 30, 2017, our portfolio consisted of 14 Class A office properties aggregating approximately 12.5 million square feet. We conduct our business through, and substantially all of our interests in properties and investments are held by, the Operating Partnership. We are the sole general partner of, and owned approximately 90.6% of, the Operating Partnership as of September 30, 2017.

2. Basis of Presentation and Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements include the accounts of Paramount and its consolidated subsidiaries, including the Operating Partnership. All significant inter-company amounts have been eliminated. In our opinion, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations and changes in cash flows have been made. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) have been condensed or omitted. These consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q of the Securities and Exchange Commission (“SEC”) and should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2016, as filed with the SEC.

We have made estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. The results of operations for the three and nine months ended September 30, 2017, are not necessarily indicative of the operating results for the full year.

Significant Accounting Policies

There are no material changes to our significant accounting policies as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2016.

Recently Issued Accounting Pronouncements Not Impacting Our Financial Statements

In March 2016, the FASB issued ASU 2016-09, an update to ASC Topic 718, Compensation – Stock Compensation. ASU 2016-09 improves the accounting for share-based payments including income tax consequences and the classification of awards as either equity awards or liability awards. ASU 2016-09 is effective for interim and annual reporting periods in fiscal years that begin after December 15, 2016, with early adoption permitted. We adopted the provisions of ASU 2016-09 on January 1, 2017. This adoption did not have any impact on our consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13, an update to ASC Topic 326, Financial Instruments – Credit Losses. ASU 2016-13 requires measurement and recognition of expected credit losses on financial instruments measured at amortized cost at the end of each reporting period rather than recognizing the credit losses when it is probable that the loss has been incurred in accordance with current guidance. ASU 2016-13 is effective for interim and annual reporting periods in fiscal years that begin after December 15, 2019, with early adoption permitted for fiscal years beginning after December 15, 2018. We are evaluating the impact of ASU 2016-13 but do not believe the adoption will have a material impact on our consolidated financial statements.

PARAMOUNT GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

In August 2016, the FASB issued ASU 2016-15, an update to ASC Topic 230, Statement of Cash Flows to provide guidance for areas where there is diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. ASU 2016-15 is effective for interim and annual reporting periods in fiscal years that begin after December 15, 2017, with early adoption permitted. We adopted the provisions of ASU 2016-15 retrospectively on January 1, 2017. This adoption did not have a material impact on our consolidated financial statements.

In October 2016, the FASB issued ASU 2016-17, an update to ASC Topic 810, Consolidation. ASU 2016-17 requires a reporting entity to consider only its proportionate indirect interest in the VIE held through a common control party in evaluating whether it is the primary beneficiary of a VIE. Currently, ASU 2015-02 requires the reporting entity to treat the common control party's interest in the VIE as if the reporting entity held the interest itself. ASU 2016-17 is effective for interim and annual reporting periods in fiscal years that begin after December 15, 2016. We adopted the provisions of ASU 2016-17 on January 1, 2017. This adoption did not have any impact on our consolidated financial statements.

In May 2017, the FASB issued ASU 2017-09, an update to ASC Topic 718, Compensation – Stock Compensation. ASU 2017-09 clarifies the types of changes to the terms and conditions of a share-based payment award that requires modification accounting. ASU 2017-09 does not change the accounting for modification of share-based awards, but clarifies that modification accounting should only be applied if there is a change to the value, vesting condition or award classification and would not be required if the changes are considered non-substantive. ASU 2017-09 is effective for interim and annual reporting periods in fiscal years that begin after December 31, 2017, with early adoption permitted. We will adopt the provisions of ASU 2017-09 on January 1, 2018 and do not believe that the adoption of ASU 2017-09 will have an impact on our consolidated financial statements.

In August 2017, the FASB issued ASU 2017-12, an update to ASC Topic 815, Derivatives and Hedging. ASU 2017-12 improves transparency and understandability of information by better aligning the financing reporting for hedging relationships with the risk management activities. ASU 2017-12 also simplifies the application of hedge accounting through changes in both the designation and measurement of qualifying hedging relationships. ASU 2017-12 is effective for interim and annual reporting periods in fiscal years that begin after December 15, 2018, with early adoption permitted. We are evaluating the impact of ASU 2017-12 but do not believe the adoption will have an impact on our consolidated financial statements.

Recently Issued Accounting Pronouncements Potentially Impacting Our Financial Statements

In May 2014, the Financial Accounting Standard's Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09, an update to ASC Topic 606, Revenue from Contracts with Customers. ASU 2014-09, as amended, supersedes nearly all existing revenue recognition guidance under U.S. GAAP. The core principle of this guidance is that an entity should recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration which the entity expects to receive in exchange for those goods or services. This guidance also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. This guidance is effective for fiscal years beginning after December 15, 2017, and for interim periods within those fiscal years, and can be applied using a full retrospective or modified retrospective approach. We plan to implement ASU 2014-09 on January 1, 2018, using the modified retrospective approach. While we do not believe the adoption of ASU 2014-09 will have a material impact on our consolidated financial statements, it will result in additional disclosures on our consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, an update to ASC Topic 842, Leases. ASU 2016-02 amends the existing guidance for lease accounting, including requiring lessees to recognize most leases on their balance sheets. ASU 2016-02 requires lessees to apply a dual approach, classifying leases as either financing or operating and recording a right-of-use asset and a lease liability for all leases with a term greater than 12 months. ASU 2016-02 requires lessors to account for leases using an approach that is substantially similar to existing guidance for sales-type leases, direct financing leases and operating leases. ASU 2016-02 is effective for interim and annual reporting periods in fiscal years that begin after December 15, 2018, with early adoption permitted. We plan to adopt the provisions of ASU 2016-02 on January 1, 2019 using the modified retrospective approach. While we believe that the key changes in ASU 2016-02 relate to the separation of and allocation of consideration to, lease component (rental income) and non-lease components (revenue related to various services we provide), we continue to evaluate the other potential implications that this update will have on our consolidated financial statements.

PARAMOUNT GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

In November 2016, the FASB issued ASU 2016-18, an update to ASC Topic 230, Statement of Cash Flows to provide guidance on classification and presentation of changes in restricted cash on the statement of cash flows. ASU 2016-18 requires that an entity's reconciliation of the beginning-of-period and end-of-period total amounts shown on the statement of cash flows to include restricted cash with cash and cash equivalents. ASU 2016-18 is effective for interim and annual reporting periods in fiscal years that begin after December 15, 2017, with early adoption permitted. We will adopt the provisions of ASU 2016-18 on January 1, 2018. This adoption will impact the presentation of our consolidated statements of cash flows, as well as require additional disclosures to reconcile cash and cash equivalents and restricted cash on our consolidated balance sheets to our consolidated statements of cash flows.

In January 2017, the FASB issued ASU 2017-01, an update to ASC Topic 805, Business Combinations. ASU 2017-01 narrows the definition of a business and provides a framework for making reasonable judgments about whether a transaction involves an asset or a business. ASU 2017-01 clarifies that when substantially all the fair value of the gross assets acquired (or disposed of) is concentrated in a single identifiable asset or a group of similar identifiable assets, the set is not a business. ASU 2017-01 also requires that a set cannot be considered a business unless it includes, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. ASU 2017-01 is effective for interim and annual reporting periods in fiscal years that begin after December 15, 2017, with early adoption permitted for transactions (i.e., acquisitions or dispositions) that occurred before the issuance date or effective date of the standard if the transactions were not reported in financial statements that have been issued or made available for issuance. We adopted the provisions of ASU 2017-01 on October 1, 2016 and concluded that the acquisition of our One Front Street property in December 2016 and 50 Beale in July 2017 did not meet the definition of a business and therefore were treated as asset acquisitions.

In February 2017, the FASB issued ASU 2017-05, an update to ASC Topic 610, Other Income. ASU 2017-05 clarifies the scope and accounting for derecognition of a nonfinancial asset and eliminates the guidance in ASC 360-20 specific to real estate sales and partial sales. ASU 2017-05 requires an entity that transfers control of a nonfinancial asset to measure any noncontrolling interest it retains (or receives) at fair value. ASU 2017-05 is effective for interim and annual reporting periods in fiscal years that begin after December 15, 2017, with early adoption permitted for entities concurrently early adopting ASU 2014-09. We plan to adopt the provisions of ASU 2017-05 on January 1, 2018, using the modified retrospective approach. Upon adoption, we expect to record a $7,086,000 adjustment to "investments in unconsolidated joint ventures" relating to the measurement of our consolidated Residential Development Fund's ("RDF") retained interest in 75 Howard Street, a fully-entitled residential condominium land parcel ("75 Howard") at fair value. See Note 5, Investments in Unconsolidated Joint Ventures.

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3. Acquisitions

50 Beale Street

Prior to July 17, 2017, we owned a 3.1% economic interest in 50 Beale Street, a 660,625 square foot Class A office building in San Francisco, California ("50 Beale") through two real estate funds that owned 42.8% of the property (See Note 6, Real Estate Fund Investments). The remaining 57.2% was owned by third party investors. On July 17, 2017, we and a new joint venture in which we have a 36.6% interest, completed the acquisition of 62.2% of the property from our two funds and the third party investors. Subsequent to the acquisition, we own a direct 13.2% interest in the property and the new joint venture owns the remaining 49.0% interest. Accordingly, our economic interest in the property is 31.1%. We began consolidating the accounts of 50 Beale into our consolidated financial statements from the date of acquisition because the property is held through a VIE and we are deemed to be the primary beneficiary of the VIE.

The acquisition valued the property at $517,500,000 and included the assumption of $228,000,000 of existing debt that bears interest at a fixed rate of 3.65% and is scheduled to mature in October 2021. The following table summarizes the allocation of purchase price between the assets acquired and liabilities assumed on the date of acquisition.

(Amounts in thousands)	
Purchase price allocation:	
Land	$ 141,097
Building and improvements	343,819
In-place lease intangible assets	27,965
Above-market lease intangible assets	2,976
Accounts receivable and other assets	1,338
Below-market lease intangible liabilities	(11,472)
Accounts payable and other liabilities	(6,532)
Notes and mortgages payable	(228,000)
Net assets acquired	$ 271,191

4. Dispositions

Waterview

On May 3, 2017, we completed the sale of Waterview, a 636,768 square foot, Class A office building in Rosslyn, Virginia for $460,000,000 and recognized a net gain of $110,583,000, which is included as a component of "gain on sale of real estate" on our consolidated statement of income for the nine months ended September 30, 2017.

The following table sets forth the details of the assets of Waterview that were classified as held-for-sale as of December 31, 2016.

(Amounts in thousands)	
Land	$ 78,300
Building and improvements, net	251,671
Deferred charges	14,512
Deferred rent receivable	2,202
Assets held for sale	$ 346,685

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5. Investments in Unconsolidated Joint Ventures

On January 24, 2017, a joint venture in which we have a 5.0% ownership interest, acquired 60 Wall Street, a 1.6 million square foot office tower in Manhattan, for $1.04 billion from certain of our real estate funds and the other investors (see Note 6, Real Estate Fund Investments). In connection with the acquisition, the joint venture completed a $575,000,000 financing of the property. We began accounting for our investment in 60 Wall Street under the equity method, from the date of the acquisition.

Prior to May 5, 2017, our consolidated Residential Development Fund ("RDF"), owned 100% of the equity interests in 75 Howard Street, a fully-entitled residential condominium land parcel ("75 Howard") in San Francisco, California. On May 5, 2017, RDF sold 80.0% of the equity interest in 75 Howard for $88,000,000 and recognized a $23,406,000 net gain on sale, of which our share, net of income taxes, was $1,661,000. Subsequent to the sale, RDF deconsolidated its investment in 75 Howard and began accounting for the remaining 20.0% under the equity method of accounting, however, we continue to consolidate our interest in RDF. We now have a 7.4% ownership interest in RDF; accordingly, our economic interest in 75 Howard is 1.5%.

The following tables summarize our investments in unconsolidated joint ventures as of September 30, 2017 and December 31, 2016 and income from these investments for the three and nine months ended September 30, 2017 and 2016.

(Amounts in thousands) Our Share of Investments:	Paramount Ownership		As of September 30, 2017		December 31, 2016
712 Fifth Avenue	50.0%		$ -	(1)	$ 2,912
60 Wall Street	5.0%		26,406		-
75 Howard	20.0%	(2)	16,077		-
Oder-Center, Germany	9.5%		3,531		3,499
Investments in unconsolidated joint ventures			$ 46,014		$ 6,411

(Amounts in thousands) Our Share of Net Income (Loss):	Paramount Ownership		For the Three Months Ended September 30, 2017		2016	For the Nine Months Ended September 30, 2017		2016
712 Fifth Avenue	50.0%		$596	(1)	$1,772	$19,030	(1)	$5,233
60 Wall Street	5.0%		(45)		-	(81)		-
75 Howard	20.0%	(2)	100		-	133		-
Oder-Center, Germany	9.5%		20		20	61		58
Income from unconsolidated joint ventures			$671		$1,792	$19,143		$5,291

(1) Prior to June 30, 2017, the basis of our investment in the property was $4,928. On June 30, 2017, we received a $20,000 distribution for our
50.0% share of net proceeds from refinancing the property. Because the distributions resulted in our basis becoming negative and because we have no further obligation to fund additional capital to the venture, in accordance with GAAP, we can no longer recognize our proportionate share of earnings from the venture until our basis is above zero. Accordingly, we are only recognizing income to the extent we receive cash distributions from the venture.

(2) Represents RDF's ownership interest in the property. We own a 7.4% ownership interest in RDF; accordingly, our economic interest in 75 Howard is 1.5%.

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712 Fifth Avenue

The following tables provide summarized financial information of 712 Fifth Avenue as of the dates and for the periods set forth below.

(Amounts in thousands)	As of	
Balance Sheets:	September 30, 2017	December 31, 2016
Real estate, net	$204,083	$207,632
Other assets	56,710	40,701
Total assets	$260,793	$248,333
Notes and mortgages payable, net	$296,051	$245,990
Other liabilities	5,765	8,783
Total liabilities	301,816	254,773
Equity [1]	(41,023)	(6,440)
Total liabilities and equity	$260,793	$248,333

[1] As of September 30, 2017, the carrying amount of our investment is greater than our share of the equity by $20,512. This basis difference resulted from distributions in excess of the equity in net earnings of the property.

(Amounts in thousands)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
Income Statements:	2017	2016	2017	2016
Rental income	$12,626	$12,107	$38,284	$37,501
Tenant reimbursement income	1,338	1,342	3,855	3,351
Fee and other income	507	418	1,101	1,613
Total revenues	14,471	13,867	43,240	42,465
Operating expenses	6,197	6,081	18,265	17,073

Depreciation and amortization	3,067	3,193	9,062	9,244
Total expenses	9,264	9,274	27,327	26,317
Operating income	5,207	4,593	15,913	16,148
Interest and other income, net	68	16	140	49
Interest and debt expense	(2,700)	(2,787)	(8,651)	(8,287)
Unrealized gain on interest rate swaps	-	1,722	1,896	2,556
Net income	$2,575	$3,544	$9,298	$10,466

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6. Real Estate Fund Investments

Unconsolidated Real Estate Funds

We manage four Property Funds comprised of (i) Paramount Group Real Estate Fund II, L.P. ("Fund II"), (ii) Paramount Group Real Estate Fund III, L.P. ("Fund III"), (iii) Paramount Group Real Estate Fund VII, L.P. ("Fund VII") and (iv) Paramount Group Real Estate Fund VII-H, L.P. ("Fund VII-H"). We also manage Paramount Group Real Estate Fund VIII L.P. ("Fund VIII"), our Alternative Investment Fund, which invests in mortgage and mezzanine loans and preferred equity investments.

As of December 31, 2016, Fund II and Fund III collectively owned a 62.3% interest in 60 Wall Street, a 1.6 million square foot office tower in Manhattan. On January 24, 2017, Fund II and Fund III, together with the other investors that owned the remaining 37.7% interest, sold their interests in 60 Wall Street to a newly formed joint venture, in which we have a 5.0% ownership interest. Accordingly, beginning on January 24, 2017, we began accounting for our investment in 60 Wall Street under the equity method. See Note 5, Investments in Unconsolidated Joint Ventures.

We own a 7.2% interest in Fund VII and Fund VII-H that, prior to July 17, 2017, owned 42.8% of 50 Beale. On July 17, 2017, Fund VII and Fund VII-H completed the sale of their interests to us and a new joint venture, in which we have a 36.6% ownership interest (see Note 3, Acquisitions).

The following tables summarize our investments in these unconsolidated real estate funds as of September 30, 2017 and December 31, 2016, and income or loss recognized from these investments for the three and nine months ended September 30, 2017 and 2016.

(Amounts in thousands)	As of September 30, 2017	December 31, 2016
Our Share of Investments:		
Property funds	$2,673	$ 22,811

Alternative investment fund	5,473	5,362
Investments in unconsolidated real estate funds	$8,146	$28,173

(Amounts in thousands)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
Our Share of Net Loss:	2017	2016	2017	2016
Net investment income (loss)	$104	$170	$228	$(437)
Net realized loss	(839)	-	(665)	-
Net unrealized gain (loss)	202	(361)	(26)	(2,939)
Carried interest	(3,397)	(1,063)	(5,590)	836
Loss from unconsolidated real estate funds (1)	$(3,930)	$(1,254)	$(6,053)	$(2,540)

(1) Excludes asset management and other fee income from real estate funds, which is included as a component of “fee and other income” in our consolidated statements of income.

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As of September 30, 2017, we own a 10.0% interest in Fund II, a 3.1% interest in Fund III, and a 7.5% interest in Fund VII, all of which are accounted for under the equity method. The following tables provide summarized financial information for Fund II, Fund III and Fund VII as of the dates and for the periods set forth below.

(Amounts in thousands)	As of September 30, 2017			As of December 31, 2016		
Balance Sheets:	Fund II	Fund III	Fund VII	Fund II	Fund III	Fund VII
Real estate investments	$51	$15,701	$33,259	$64,989	$39,376	$165,556 (1)
Cash and cash equivalents	826	2,305	762	1,297	2,221	741
Other assets	115	-	2	127	-	-
Total assets	$992	$18,006	$34,023	$66,413	$41,597	$166,297
Other liabilities	$45	$29	$618	$60	$49	$1,483
Total liabilities	45	29	618	60	49	1,483
Equity	947	17,977	33,405	66,353	41,548	164,814
Total liabilities and equity	$992	$18,006	$34,023	$66,413	$41,597	$166,297

(1) Includes $123,105 attributable to 50 Beale that was sold July 17, 2017.

	For the Three Months Ended September 30,					
(Amounts in thousands)	2017			2016		
Income Statements:	Fund II	Fund III	Fund VII	Fund II	Fund III	Fund VII
Investment income	$2	$303	$479	$1,389	$480	$1,233
Investment expenses	13	54	120	668	55	501
Net investment (loss) income	(11)	249	359	721	425	732
Net realized losses	(5,020)	(1,735)	(3,809)	-	-	-
Net unrealized gains (losses)	5,031	1,607	(4,871)	(40)	177	(4,815)
Income (loss) from real estate fund investments	$-	$121	$(8,321)	$681	$602	$(4,083)

(Amounts in thousands)	For the Nine Months Ended September 30, 2017			2016		
Income Statements:	Fund II	Fund III	Fund VII	Fund II	Fund III	Fund VII
Investment income	$3	$1,444	$1,441	$1,391	$480	$1,233
Investment expenses	291	171				