

EXHIBIT A

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE POLICIES AND PROCEDURES

(Adopted by the Nominating and Corporate Governance Committee (the “Nominating Committee”), as last revised on February 8, 2021)

The following policies and procedures of the Nominating Committee shall be subject to the terms of any applicable stockholders 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 industry, or in the markets in which the Company operates.
- 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. The Nominating Committee shall ensure to the greatest extent practicable that the pool of prospective director candidates that it considers to fill any vacancy or additional director position includes one or more female candidates or one or more racially or ethnically diverse candidates if, at such time, the Board is lacking gender diversity or racial/ethnic diversity, respectively.
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, including racial, ethnic or other characteristics that may positively contribute to the diversity of the Board, his or her independence and the needs of the Board.

Policy regarding Consideration of Director Candidates Recommended by Securityholders

The current policy with regard to the consideration of director candidates recommended by securityholders 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 Securityholders in Submitting Recommendations for Director Candidates

The current procedures to be followed by securityholders 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 less than 120 calendar days prior to the date on which the Company's proxy statement was released to stockholders in connection with the previous year's annual meeting.
3. All stockholder recommendations for director candidates must include the following information:
 - a. The name and address of record of the stockholder.
 - b. A representation that the stockholder is a record holder of the Company's securities, or if the stockholder is not a record holder, evidence of ownership in accordance with Rule 14a-8(b)(2) under the Securities Exchange Act of 1934.
 - c. The name, age, business and residential address, educational background, current principal occupation or employment, and principal occupation or employment for the preceding five (5) full fiscal years of the proposed director candidate.
 - d. A description of the qualifications and background of the proposed director candidate which addresses the minimum qualifications and other criteria for Board membership approved by the Board from time to time and set forth in this Charter.
 - e. A description of all arrangements or understandings between the stockholder and the proposed director candidate.
 - f. The consent of the proposed director candidate (i) to be named in the proxy statement relating to the Company's annual meeting of stockholders and (ii) to serve as a director if elected at such annual meeting.
 - g. Any other information regarding the proposed director candidate that is required to be included in a proxy statement filed pursuant to the rules of the Securities and Exchange Commission.

