

CoreSite Realty Corp  
Form 10-Q  
October 26, 2018  
Table of Contents

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, 2018

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: 001-34877

CoreSite Realty Corporation

(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction  
of incorporation or organization)

27-1925611  
(I.R.S. Employer  
Identification No.)

Edgar Filing: CoreSite Realty Corp - Form 10-Q

1001 17th Street, Suite 500  
Denver, CO 80202  
(Address of principal executive offices) (Zip Code)

(866) 777-2673

(Registrant's telephone number, including area code)

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 every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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. (Check one):

Large accelerated filer	Accelerated filer
Non-accelerated filer	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

The number of shares of common stock outstanding at October 24, 2018, was 36,698,529.



Table of Contents

CORESITE REALTY CORPORATION

FORM 10-Q

FOR THE QUARTER ENDED September 30, 2018

TABLE OF CONTENTS

	PAGE NO.
<u>PART I. FINANCIAL INFORMATION</u>	3
<u>ITEM 1. Financial Statements</u>	3
<u>Condensed Consolidated Balance Sheets as of September 30, 2018, and December 31, 2017 (unaudited)</u>	3
<u>Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2018, and 2017 (unaudited)</u>	4
<u>Condensed Consolidated Statements of Comprehensive Income for the three and nine months ended September 30, 2018, and 2017 (unaudited)</u>	5
<u>Condensed Consolidated Statement of Equity for the nine months ended September 30, 2018 (unaudited)</u>	6
<u>Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2018, and 2017 (unaudited)</u>	7
<u>Notes to Condensed Consolidated Financial Statements (unaudited)</u>	8
<u>ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	28
<u>ITEM 3. Quantitative and Qualitative Disclosures About Market Risk</u>	43
<u>ITEM 4. Controls and Procedures</u>	43
<u>PART II. OTHER INFORMATION</u>	44
<u>ITEM 1. Legal Proceedings</u>	44
<u>ITEM 1A. Risk Factors</u>	44
<u>ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	44
<u>ITEM 3. Defaults Upon Senior Securities</u>	44

<u>ITEM 4. Mine Safety Disclosures</u>	44
<u>ITEM 5. Other Information</u>	44
<u>ITEM 6. Exhibits</u>	45
<u>Signatures</u>	46
Exhibit 31.1	
Exhibit 31.2	
Exhibit 32.1	
Exhibit 32.2	
EX-101 INSTANCE DOCUMENT	
EX-101 SCHEMA DOCUMENT	
EX-101 CALCULATION LINKBASE DOCUMENT	
EX-101 LABELS LINKBASE DOCUMENT	
EX-101 PRESENTATION LINKBASE DOCUMENT	
EX-101 DEFINITION LINKBASE DOCUMENT	

Table of Contents

## PART I — FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

## CORESITE REALTY CORPORATION

## CONDENSED CONSOLIDATED BALANCE SHEETS

(unaudited and in thousands except share and per share data)

	September 30, 2018	December 31, 2017
<b>ASSETS</b>		
Investments in real estate:		
Land	\$ 97,636	\$ 97,258
Buildings and improvements	1,701,832	1,561,056
	1,799,468	1,658,314
Less: Accumulated depreciation and amortization	(560,650)	(473,141)
Net investment in operating properties	1,238,818	1,185,173
Construction in progress	199,776	162,903
Net investments in real estate	1,438,594	1,348,076
Operating lease right-of-use assets	194,732	92,984
Cash and cash equivalents	5,306	5,247
Accounts and other receivables, net of allowance for doubtful accounts of \$401 and \$1,094 as of September 30, 2018, and December 31, 2017, respectively	24,458	28,875
Lease intangibles, net of accumulated amortization of \$8,762 and \$8,585 as of September 30, 2018, and December 31, 2017, respectively	7,578	6,314
Goodwill	40,646	40,646
Other assets, net	106,906	103,501
Total assets	\$ 1,818,220	\$ 1,625,643
<b>LIABILITIES AND EQUITY</b>		
Liabilities:		
Debt, net of unamortized deferred financing costs of \$6,021 and \$4,930 as of September 30, 2018, and December 31, 2017, respectively	\$ 1,073,479	\$ 939,570
Operating lease liabilities	204,424	102,912
Accounts payable and accrued expenses	88,232	77,170
Accrued dividends and distributions	51,840	48,976
Acquired below-market lease contracts, net of accumulated amortization of \$6,159 and \$5,608 as of September 30, 2018, and December 31, 2017, respectively	2,954	3,504
Unearned revenue, prepaid rent and other liabilities	33,666	34,867

Edgar Filing: CoreSite Realty Corp - Form 10-Q

Total liabilities	1,454,595	1,206,999
Stockholders' equity:		
Common Stock, par value \$0.01, 100,000,000 shares authorized and 36,698,420 and 34,240,815 shares issued and outstanding at September 30, 2018, and December 31, 2017, respectively	363	338
Additional paid-in capital	487,848	457,495
Accumulated other comprehensive income	1,758	753
Distributions in excess of net income	(226,184)	(177,566)
Total stockholders' equity	263,785	281,020
Noncontrolling interests	99,840	137,624
Total equity	363,625	418,644
Total liabilities and equity	\$ 1,818,220	\$ 1,625,643

See accompanying notes to condensed consolidated financial statements.

Table of Contents

## CORESITE REALTY CORPORATION

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(unaudited and in thousands except share and per share data)

	Three Months Ended September		Nine Months Ended September	
	30,		30,	
	2018	2017	2018	2017
Operating revenues:				
Data center revenue:				
Rental, power, and related revenue	\$ 118,590	\$ 103,952	\$ 344,745	\$ 300,932
Interconnection revenue	17,701	16,201	51,683	46,038
Office, light-industrial and other revenue	2,889	2,915	8,818	8,905
Total operating revenues	139,180	123,068	405,246	355,875
Operating expenses:				
Property operating and maintenance	41,161	37,091	112,870	98,098
Real estate taxes and insurance	4,699	2,622	14,329	10,950
Depreciation and amortization	36,264	32,077	105,598	96,622
Sales and marketing	5,180	4,643	15,629	13,560
General and administrative	10,074	9,759	29,556	27,391
Rent	7,329	6,077	20,276	17,970
Transaction costs	—	—	75	139
Total operating expenses	104,707	92,269	298,333	264,730
Operating income	34,473	30,799	106,913	91,145
Interest expense	(9,433)	(6,447)	(26,078)	(17,512)
Income before income taxes	25,040	24,352	80,835	73,633
Income tax (expense) benefit	(20)	(64)	30	(150)
Net income	\$ 25,020	\$ 24,288	\$ 80,865	\$ 73,483
Net income attributable to noncontrolling interests	6,420	6,446	22,574	19,537
Net income attributable to CoreSite Realty Corporation	\$ 18,600	\$ 17,842	\$ 58,291	\$ 53,946
Preferred stock dividends	—	(2,084)	—	(6,253)
Net income attributable to common shares	\$ 18,600	\$ 15,758	\$ 58,291	\$ 47,693
Net income per share attributable to common shares:				
Basic	\$ 0.52	\$ 0.47	\$ 1.69	\$ 1.41
Diluted	\$ 0.52	\$ 0.46	\$ 1.68	\$ 1.40
Weighted average common shares outstanding				
Basic	35,512,091	33,878,881	34,504,790	33,758,971
Diluted	35,721,478	34,114,169	34,693,835	34,033,842

See accompanying notes to condensed consolidated financial statements.





Table of Contents

## CORESITE REALTY CORPORATION

## CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(unaudited and in thousands)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2018	2017	2018	2017
Net income	\$ 25,020	\$ 24,288	\$ 80,865	\$ 73,483
Other comprehensive income (loss):				
Unrealized gain on derivative contracts	523	41	1,356	31
Reclassification of other comprehensive income (loss) to interest expense	(69)	87	(145)	554
Comprehensive income	25,474	24,416	82,076	74,068
Comprehensive income attributable to noncontrolling interests	6,534	6,483	22,907	19,707
Comprehensive income attributable to CoreSite Realty Corporation	\$ 18,940	\$ 17,933	\$ 59,169	\$ 54,361

See accompanying notes to condensed consolidated financial statements.

Table of Contents

## CORESITE REALTY CORPORATION

## CONDENSED CONSOLIDATED STATEMENT OF EQUITY

(unaudited and in thousands except share data)

	Common Shares		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Distributions in Excess of Net Income	Total Stockholders' Equity	Noncontrolling Interests	Total Equity
	Number	Amount						
Balance at January 1, 2018	34,240,815	\$ 338	\$ 457,495	\$ 753	\$ (177,566)	\$ 281,020	\$ 137,624	\$ 418,644
Redemption of noncontrolling interests	2,257,056	23	20,817	127	—	20,967	(20,967)	—
Issuance of stock awards, net of forfeitures	187,668	—	—	—	—	—	—	—
Exercise of stock options	12,881	—	219	—	—	219	—	219
Share-based compensation	—	2	9,317	—	—	9,319	—	9,319
Dividends and distributions	—	—	—	—	(106,909)	(106,909)	(39,724)	(146,633)
Net income	—	—	—	—	58,291	58,291	22,574	80,865
Other comprehensive income	—	—	—	878	—	878	333	1,211
Balance at September 30, 2018	36,698,420	\$ 363	\$ 487,848	\$ 1,758	\$ (226,184)	\$ 263,785	\$ 99,840	\$ 363,625

See accompanying notes to condensed consolidated financial statements.

Table of Contents

## CORESITE REALTY CORPORATION

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited and in thousands)

	Nine Months Ended September 30,	
	2018	2017
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$ 80,865	\$ 73,483
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	105,598	96,622
Amortization of above/below market leases	(494)	(428)
Amortization of deferred financing costs	1,756	1,231
Share-based compensation	8,864	6,545
Bad debt expense	(300)	1,003
Changes in operating assets and liabilities:		
Accounts receivable	5,001	(3,867)
Deferred rent receivable	(2,930)	(3,161)
Deferred leasing costs	(9,140)	(9,956)
Other assets	(5,342)	(10,385)
Accounts payable and accrued expenses	6,274	3,758
Unearned revenue, prepaid rent and other liabilities	(1,201)	(5,841)
Operating leases	(215)	1,980
Net cash provided by operating activities	188,736	150,984
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Tenant improvements	(4,191)	(6,281)
Real estate improvements	(160,269)	(108,548)
Acquisition of SV8 land	—	(12,158)
Acquisition of CH2 land	(4,383)	—
Acquisition of U.S. Colo, net of cash received	(6,298)	—
Net cash used in investing activities	(175,141)	(126,987)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from exercise of stock options	219	4,820
Proceeds from revolving credit facility	184,036	107,000
Payments on revolving credit facility	(199,036)	(282,000)
Proceeds from unsecured debt	150,000	275,000
Payments of loan fees and costs	(4,986)	(2,410)
Dividends and distributions	(143,769)	(126,154)
Net cash used in financing activities	(13,536)	(23,744)
Net change in cash and cash equivalents	59	253
Cash and cash equivalents, beginning of period	5,247	4,429
Cash and cash equivalents, end of period	\$ 5,306	\$ 4,682
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>		
Cash paid for interest, net of capitalized amounts	\$ 21,209	\$ 12,310

Edgar Filing: CoreSite Realty Corp - Form 10-Q

Cash paid for operating lease liabilities	\$ 18,116	\$ 15,441
NON-CASH INVESTING AND FINANCING ACTIVITY		
Construction costs payable capitalized to real estate	\$ 37,816	\$ 17,303
Accrual of dividends and distributions	\$ 51,840	\$ 46,523
NON-CASH OPERATING ACTIVITY		
Lease liabilities arising from obtaining right-of-use assets	\$ 114,989	\$ 8,330

See accompanying notes to condensed consolidated financial statements.

7

---

Table of Contents

CORESITE REALTY CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2018

(unaudited)

1. Organization and Description of Business

CoreSite Realty Corporation (the “Company,” “we,” “us,” or “our”) was organized in the State of Maryland on February 17, 2010, and is a fully-integrated, self-administered, and self-managed real estate investment trust (“REIT”). Through our controlling interest in CoreSite, L.P. (our “Operating Partnership”), we are engaged in the business of owning, acquiring, constructing and operating data centers. As of September 30, 2018, the Company owns a 75.8% common interest in our Operating Partnership, and affiliates of The Carlyle Group and others own a 24.2% interest in our Operating Partnership. See additional discussion in Note 10, Noncontrolling Interests — Operating Partnership.

2. Summary of Significant Accounting Policies

Principles of Consolidation and Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared by our management in accordance with U.S. generally accepted accounting principles (“GAAP”) for interim financial information and in compliance with the rules and regulations of the U.S. Securities and Exchange Commission. Accordingly, these unaudited condensed consolidated financial statements do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of our management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. The results of operations for the three and nine months ended September 30, 2018, are not necessarily indicative of the expected results for the year ending December 31, 2018. These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2017.

Our Operating Partnership meets the definition and criteria of a variable interest entity (“VIE”) and we are the primary beneficiary of the VIE. Our sole significant asset is the investment in our Operating Partnership, and consequently, substantially all of our assets and liabilities represent those assets and liabilities of our Operating Partnership. Our debt is an obligation of our Operating Partnership where the creditors also have recourse against the credit of the Company. Intercompany balances and transactions have been eliminated upon consolidation.

## Recently Adopted Accounting Pronouncements

### Revenue from Contracts with Customers

In May 2014, the Financial Accounting Standards Board (“FASB”) issued guidance codified in Accounting Standards Codification (“ASC”) Topic 606, Revenue Recognition — Revenue from Contracts with Customers, which amends the guidance in former ASC Topic 605, Revenue Recognition. The standard establishes a five-step model framework which recognizes revenue as an entity transfers control of goods or services to the customer and requires enhanced disclosures.

The standard provides guidance for our nonlease revenue components. We adopted this standard effective January 1, 2018, using the cumulative effect method. The adoption did not result in a cumulative catch-up adjustment to opening equity and does not change the recognition pattern of our operating revenues. Under the standard, disclosures are required to provide information on the nature, amount, timing, and uncertainty of revenue, certain costs, and cash flows arising from contracts with customers. See additional discussion below and in Note 6, Lease Revenue.

### Leases

In February 2016, the FASB issued guidance codified in ASC Topic 842, Leases, which amends the guidance in former ASC Topic 840, Leases. The new standard increases transparency and comparability by requiring the recognition by lessees of right-of-use (“ROU”) assets and lease liabilities on the balance sheet for those leases classified as operating leases. Under the standard, disclosures are required to meet the objective of enabling users of financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases.

Table of Contents

We elected to early adopt the lease standard effective January 1, 2018, concurrent with our adoption of the new revenue recognition standard. The lease standard requires a modified retrospective transition approach as of the January 1, 2016, transition date. We elected the package of practical expedients, which permits us to not reassess (1) whether any expired or existing contracts are or contain leases, (2) the lease classification for any expired or existing leases, and (3) any initial direct costs for any existing leases as of the effective date. We did not elect the hindsight practical expedient, which permits entities to use hindsight in determining the lease term and assessing impairment. The adoption of the lease standard did not result in a cumulative catch-up adjustment to opening equity.

Adoption of the lease standard had a material impact on our condensed consolidated balance sheets. As a lessee, we adjusted certain previously reported financial statements to include the recognition of ROU assets and lease liabilities for operating leases. See the table below for the impact of adoption of the lease standard on our condensed consolidated balance sheet as of December 31, 2017 (in thousands):

	As Previously Reported	New Lease Standard Adjustment	As Adjusted
Operating lease right-of-use assets	\$ —	\$ 92,984	\$ 92,984
Operating lease liabilities	—	102,912	102,912
Deferred rent payable	9,928	(9,928)	—

As a lessor, our recognition of rental revenue remained mainly consistent with previous guidance, apart from the narrower definition of initial direct costs that can be capitalized. The new standard defines initial direct costs as only the incremental costs of signing a lease. Internal sales employees' compensation, payroll-related fringe benefits and certain external legal fees related to the execution of successful lease agreements no longer meet the definition of initial direct costs under the new standard and will be accounted for as a sales and marketing expense or general and administrative expense in our condensed consolidated statements of operations. As a result of electing the package of practical expedients described above, existing leases, including the allocation of consideration between lease and nonlease components, and related initial direct costs have not been reassessed prior to the effective date and therefore adoption of the lease standard did not have an impact on our previously reported condensed consolidated statements of operations for initial direct costs.

In July 2018, the FASB issued guidance codified in Accounting Standards Update ("ASU") 2018-11, Leases – Targeted Improvements. The ASU provides a practical expedient, which allows lessors to combine nonlease components with the related lease components if both the timing and pattern of transfer are the same for the nonlease component(s) and related lease component, and the lease component would be classified as an operating lease. The single combined component is accounted for under ASC 842 if the lease component is the predominant component and is accounted for under ASC 606 if the nonlease components are the predominant components. Lessors are permitted to apply the practical expedient to all existing leases on a retrospective or prospective basis. We elected the practical expedient to combine our lease and nonlease components that meet the defined criteria and will account for the combined lease component under ASC 842 on a retrospective basis. As a result of electing this practical expedient, we have adjusted



our condensed consolidated statements of operations to present our data center revenues as follows:

9

---

Table of Contents

	Previous Presentation	ASU 2018-11 Adjustment	Adjusted Presentation
Condensed Consolidated Statement of Operations			
Three Months Ended September 30, 2018			
Rental revenue	\$ 74,321	\$ (74,321)	\$ —
Power revenue	40,967	(40,967)	—
Tenant reimbursement and other	3,302	(3,302)	—
Rental, power, and related revenue	—	118,590	118,590
Three Months Ended September 30, 2017			
Rental revenue	\$ 66,657	\$ (66,657)	\$ —
Power revenue	35,110	(35,110)	—
Tenant reimbursement and other	2,185	(2,185)	—
Rental, power, and related revenue	—	103,952	103,952
Nine Months Ended September 30, 2018			
Rental revenue	\$ 219,497	\$ (219,497)	\$ —
Power revenue	116,356	(116,356)	—
Tenant reimbursement and other	8,892	(8,892)	—
Rental, power, and related revenue	—	344,745	344,745
Nine Months Ended September 30, 2017			
Rental revenue	\$ 195,761	\$ (195,761)	\$ —
Power revenue	98,381	(98,381)	—
Tenant reimbursement and other	6,790	(6,790)	—
Rental, power, and related revenue	—	300,932	300,932

## Statement of Cash Flows

In August 2016, the FASB issued guidance codified in ASU 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments. The standard provides guidance on eight specific cash flow classification issues including debt prepayment or debt extinguishment costs, contingent consideration payments made after a business combination, and separately identifiable cash flows and application of the predominance principle. We adopted this standard effective January 1, 2018, and the provisions of ASU 2016-15 did not have a material impact on our condensed consolidated financial statements.

## Derivatives and Hedging

In August 2017, the FASB issued guidance codified in ASU 2017-12, Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities. ASU 2017-12 simplifies hedge accounting by eliminating the requirement to separately measure and report hedge ineffectiveness and presenting all items that affect earnings in the same income statement line item as the hedged item. The standard will be effective for interim and annual reporting periods beginning after December 15, 2018, with early adoption permitted. We elected to early adopt this standard

effective April 1, 2018, with an initial application date of January 1, 2018, using a modified retrospective transition and the provisions of ASU 2017-12 did not have a material impact on our condensed consolidated financial statements.

#### Recent Accounting Pronouncements Not Yet Adopted

#### Intangibles – Goodwill and Other

In January 2017, the FASB issued guidance codified in ASU 2017-04, Intangibles – Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment. ASU 2017-04 simplifies the accounting for goodwill impairment by eliminating the process of measuring the implied value of goodwill, known as step two, from the goodwill impairment test. Instead, if the carrying amount of a reporting unit exceeds its fair value, an impairment loss is recognized in an amount equal to that excess, limited to the total amount of goodwill allocated to that reporting unit. The standard will be effective for interim and annual reporting periods beginning after December 15, 2019, with early adoption permitted. We

## Table of Contents

do not expect the provisions of ASU 2017-04 to have a material impact on our condensed consolidated financial statements.

### Fair Value Measurement

In August 2018, the FASB issued guidance codified in ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework – Changes to the Disclosure Requirements for Fair Value Measurement. ASU 2018-13 improves the overall usefulness of disclosures to financial statement users and reduces unnecessary costs in preparing fair value measurement disclosures. The standard will be effective for interim and annual reporting periods beginning after December 15, 2019, with early adoption permitted. We do not expect the provisions of ASU 2018-13 to have a material impact on our condensed consolidated financial statements.

### Intangibles – Goodwill and Other – Internal-Use Software

In August 2018, the FASB issued guidance codified in ASU 2018-15, Intangibles – Goodwill and Other – Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract. ASU 2018-15 clarifies that implementation costs incurred by customers in cloud computing arrangements are deferred if they would be capitalized by customers in software licensing arrangements under the internal-use software guidance. Additionally, ASU 2018-15 clarifies that all capitalized costs must be presented in the same financial statement line item as the cloud computing arrangement. The standard will be effective, on either a prospective or retrospective basis, for interim and annual reporting periods beginning after December 15, 2019, with early adoption permitted. We are currently evaluating the provisions of ASU 2018-15 and whether the provisions will have a material impact on our condensed consolidated financial statements.

### Use of Estimates

The preparation of these unaudited condensed consolidated financial statements, in conformity with GAAP, requires our management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingencies at the date of the unaudited condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. We evaluate our estimates, including those related to assessing our standalone selling prices, performance-based equity compensation plans and the carrying values of our real estate properties, goodwill, and accrued liabilities. We base our estimates on historical experience, current market conditions, and various other assumptions that we believe to be reasonable under the circumstances. Actual results may vary from those estimates and those estimates could vary under different assumptions or conditions.

### Investments in Real Estate

Real estate investments are carried at cost less accumulated depreciation and amortization. The cost of real estate includes the purchase price of property and leasehold improvements. Expenditures for maintenance and repairs are

expensed as incurred. Significant renovations and betterments that extend the economic useful lives of assets are capitalized. During land development and construction periods, we capitalize construction costs, legal fees, financing costs, real estate taxes and insurance, rent expense and internal costs of personnel performing development, if such costs are incremental and identifiable to a specific development project. Capitalization of costs begins upon commencement of development efforts and ceases when the project is ready for its intended use and held available for occupancy. Interest is capitalized during the period of development based upon applying the weighted-average borrowing rate to the actual development costs expended. Capitalized interest costs were \$1.3 million and \$0.8 million for the three months ended September 30, 2018, and 2017, respectively. Capitalized interest costs were \$3.5 million and \$2.2 million for the nine months ended September 30, 2018, and 2017, respectively.

Depreciation and amortization are calculated using the straight-line method over the following useful lives of the assets:

Buildings	27 to 40 years
Building improvements	1 to 10 years
Leasehold improvements	The shorter of the lease term or useful life of the asset

## Table of Contents

Depreciation expense was \$31.4 million and \$27.0 million for the three months ended September 30, 2018, and 2017, respectively. Depreciation expense was \$91.3 million and \$80.5 million for the nine months ended September 30, 2018, and 2017, respectively.

### Acquisition of Investment in Real Estate

When accounting for business combinations and asset acquisitions, the fair value of the real estate acquired is allocated to the acquired tangible assets, consisting primarily of land, building and building improvements, and identified intangible assets and liabilities, consisting of the value of above-market and below-market leases, value of in-place leases and the value of customer relationships.

The fair value of the land and building of an acquired property is determined by valuing the property as if it were vacant, and the “as-if-vacant” fair value is then allocated to land and building based on management's determination of the fair values of these assets. Management determines the as-if-vacant fair value of a property using methods similar to those used by independent appraisers. Factors considered by management in performing these analyses include an estimate of carrying costs during the expected lease-up periods considering current market conditions and costs to execute similar leases.

The fair value of intangibles related to in-place leases includes the value of lease intangibles for above-market and below-market leases, lease origination costs, and customer relationships, determined on a lease-by-lease basis. Above-market and below-market leases are valued based on the present value (using an interest rate which reflects the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to the in-place leases and (ii) management's estimate of market lease rates for the corresponding in-place leases, measured over a period equal to the remaining noncancelable term of the lease and, for below-market leases, over a time period equal to the initial term plus any below-market fixed rate renewal periods. Lease origination costs include estimates of costs avoided associated with leasing the property, including tenant allowances and improvements and leasing commissions. Customer relationship intangibles relate to the additional revenue opportunities expected to be generated through interconnection services and utility services to be provided to the in-place lease tenants.

The capitalized values for above and below-market lease intangibles, lease origination costs, and customer relationships are amortized over the term of the underlying leases or the expected customer relationship. Amortization related to above-market and below-market leases where the Company is the lessor is recorded as either a reduction of or an increase to rental revenue, amortization related to above-market and below-market leases where the Company is the lessee is recorded as either a reduction of or an increase to rent expense. If a lease is terminated prior to its stated expiration, all unamortized amounts relating to that lease are written off.

The carrying value of intangible assets is reviewed for impairment in connection with its respective asset group whenever events or changes in circumstances indicate that the asset group may not be recoverable. An impairment loss is recognized if the carrying amount of the asset group is not recoverable and its carrying amount exceeds its estimated fair value. No impairment loss related to these intangible assets was recognized for the three or nine months ended September 30, 2018, or 2017.

The excess of the cost of an acquired business over the net of the amounts assigned to assets acquired (including identified intangible assets) and liabilities assumed is recorded as goodwill. As of September 30, 2018, and December 31, 2017, we had \$40.6 million of goodwill at each date. The Company's goodwill has an indeterminate life and is not amortized, but is tested for impairment on an annual basis, or more frequently if events or changes in circumstances indicate that the asset might be impaired. No impairment loss was recognized for the three or nine months ended September 30, 2018, or 2017.

#### Cash and Cash Equivalents

Cash and cash equivalents include all non-restricted cash held in financial institutions and other non-restricted highly liquid short-term investments with original maturities at acquisition of three months or less.

Table of Contents

## Initial Direct Costs

Initial direct costs include commissions paid to third parties, including brokers, leasing and referral agents, and internal sales commissions paid to employees for successful execution of lease agreements. Initial direct costs are incremental costs that would not have been incurred if the lease agreement had not been executed. These commissions are capitalized and generally amortized over the term of the related leases using the straight-line method. If a customer lease terminates prior to the expiration of its initial term, any unamortized initial direct costs related to the lease are written off to amortization expense. Amortization of initial direct costs were \$4.0 million and \$4.1 million for the three months ended September 30, 2018, and 2017, respectively. Amortization of initial direct costs were \$11.8 million and \$12.2 million for the nine months ended September 30, 2018, and 2017, respectively. Initial direct costs are included within other assets in the condensed consolidated balance sheets and consisted of the following, net of amortization, as of September 30, 2018, and December 31, 2017 (in thousands):

	September 30, 2018	December 31, 2017
Internal sales commissions	\$ 15,037	\$ 17,402
Third party commissions	10,021	11,802
Other	640	775
Total	\$ 25,698	\$ 29,979

## Deferred Financing Costs

Deferred financing costs include costs incurred in connection with obtaining debt and extending existing debt. These financing costs are capitalized and amortized on a straight-line basis, which approximates the effective-interest method, over the term of the indebtedness and the amortization is included as a component of interest expense. Depending on the type of debt instrument, deferred financing costs are reported either in other assets or as a direct deduction from the carrying amount of the related debt liabilities in our condensed consolidated balance sheets.

## Recoverability of Long-Lived Assets

We review our long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Impairment is recognized when estimated expected future cash flows (undiscounted and without interest charges) are less than the carrying amount of the assets. The estimation of expected future net cash flows is inherently uncertain and relies, to a considerable extent, on assumptions regarding current and future economics and market conditions and the availability of capital. If, in future periods, there are changes in the estimates or assumptions incorporated into the impairment review analysis, the changes could result in



an adjustment to the carrying amount of the long-lived assets. To the extent that impairment has occurred, the excess of the carrying amount of long-lived assets over its estimated fair value would be recognized as an impairment loss charged to net income. For the three and nine months ended September 30, 2018, and 2017, no impairment of long-lived assets was recognized in the condensed consolidated financial statements.

#### Derivative Instruments and Hedging Activities

We reflect all derivative instruments at fair value as either assets or liabilities on the condensed consolidated balance sheets. For those derivative instruments that are designated and qualify as hedging instruments, we record the gain or loss on the hedging instruments as a component of accumulated other comprehensive income or loss. For derivatives that do not meet the criteria for hedge accounting, changes in fair value are immediately recognized within net income. See additional discussion in Note 8, Derivatives and Hedging Activities.

#### Internal-Use Software

We recognize internal-use software development costs based on the development stage of the project and nature of the cost. Internal and external costs incurred during the preliminary project stage are expensed as they are incurred. Internal and external costs incurred to develop internal-use software during the application development stage are capitalized. Internal and external training costs and maintenance costs during the post-implementation-operation stage are expensed as incurred. Completed projects are placed into service and amortized over the estimated useful life of the software. No

## Table of Contents

impairment was recognized related to internal-use software in the condensed consolidated statements of operations for the three and nine months ended September 30, 2018, and 2017.

### Revenue Recognition

#### Rental, Power, and Related Revenue

We derive our revenues from leases with customers for data center and office and light-industrial space. Our leases include rental revenue lease components and nonlease revenue components, such as power and tenant reimbursements. We have elected to combine all of our nonlease revenue components that have the same pattern of transfer as the related operating lease component into a single combined lease component.

Our leases with customers are classified as operating leases and rental revenue is recognized on a straight-line basis over the customer lease term. Occasionally, our customer leases include options to extend or terminate the lease agreements. We do not include any of these extension or termination options in a customer's lease term for lease classification purposes or for recognizing rental revenue unless we are reasonably certain the customer will exercise these extension or termination options. The excess of rents recognized over amounts contractually due pursuant to the underlying leases is recorded as deferred rent receivable within other assets on our condensed consolidated balance sheets.

In general, we provide two power products for our data center leased space, consisting of a fixed (breakered-amperage) and variable (sub-metered) model. Customer power arrangements are coterminous with the customer's underlying lease and have the same pattern of transfer over the lease term and are therefore combined with lease revenue within our condensed consolidated statements of operations. For variable power arrangements, a customer pays us variable monthly fees for the specific amount of power utilized at the current utility rates. We recognize variable power revenue each month as the uncertainty related to the consideration is resolved, as power is provided to our customers, and our customers utilize the power.

Some of our leases contain provisions under which our customers reimburse us for common area maintenance and other executory costs. These customer reimbursements are variable and are recognized in the period that the expenses are recognized. These services have the same pattern of transfer over the lease term and are also combined with lease revenue within our condensed consolidated statements of operations.

We also provide other data center support services to our customers, which are generally provided to customers at a point in time. We recognize revenue each month as these services are delivered to and utilized by our customers.

## Interconnection Revenue

We also derive revenue from interconnection services, which are generally contracted on a month-to-month basis cancellable by the customer at any time. Interconnection services are accounted for as separate contracts and are not combined with lease and power arrangements. We recognize interconnection revenue each month as these services are delivered to, and utilized by, our customers.

A provision for uncollectible accounts is recorded if a receivable balance relating to contractual rent, rental revenue recorded on a straight-line basis, tenant reimbursements or other billed amounts is considered by management to be uncollectible. At September 30, 2018, and December 31, 2017, the allowance for doubtful accounts totaled \$0.4 million and \$1.1 million, respectively, on the condensed consolidated balance sheets.

## Lessee Accounting

We determine if an arrangement is a lease at inception. Our operating lease agreements are primarily for real estate space and are included within operating lease ROU assets and operating lease liabilities on the condensed consolidated balance sheets. We elected the practical expedient to combine our lease and related nonlease components for our lessee building leases.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. ROU assets and lease liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. Our variable lease payments consist of nonlease services related to the lease. Variable lease payments are excluded from the ROU assets and lease liabilities and are recognized in

## Table of Contents

the period in which the obligation for those payments is incurred. As most of our leases do not provide an implicit rate, we use our incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. ROU assets also include any lease payments made and exclude lease incentives. Many of our lessee agreements include options to extend the lease, which we do not include in our minimum lease terms unless they are reasonably certain to be exercised. Rental expense for lease payments related to operating leases is recognized on a straight-line basis over the lease term.

## Share-Based Compensation

We account for share-based compensation using the fair value method of accounting. The estimated fair value of the stock options granted by us is calculated based on the Black-Scholes option-pricing model. The fair value of restricted share-based and Operating Partnership unit compensation is based on the fair value of our common stock on the date of the grant. The fair value of performance share awards, which have a market condition, is based on a Monte Carlo simulation. The fair value for all share-based compensation is amortized on a straight-line basis over the vesting period. We have elected to account for forfeitures as they occur.

## Asset Retirement and Environmental Remediation Obligations

We record accruals for estimated asset retirement and environmental remediation obligations. The obligations relate primarily to the removal of asbestos during development of properties as well as the estimated equipment removal costs upon termination of a certain lease where we are the lessee. At September 30, 2018, and December 31, 2017, the amount included in unearned revenue, prepaid rent and other liabilities on the condensed consolidated balance sheets was \$1.6 million and \$1.5 million, respectively.

## Income Taxes

We elected to be taxed as a REIT under the Internal Revenue Code of 1986, as amended (the "Code"), commencing with our taxable year ended December 31, 2010. To qualify as a REIT, we are required to distribute at least 90% of our taxable income to our stockholders and meet various other requirements imposed by the Code relating to such matters as operating results, asset holdings, distribution levels and diversity of stock ownership. Provided we qualify for taxation as a REIT, we generally are not subject to corporate level federal income tax on the earnings distributed currently to our stockholders. If we fail to qualify as a REIT in any taxable year, and are unable to avail ourselves of certain savings provisions set forth in the Code, all of our taxable income would be subject to federal income tax at regular corporate rates, including any applicable alternative minimum tax.

To maintain REIT status, we must distribute a minimum of 90% of our taxable income. However, it is our policy and intent, subject to change, to distribute 100% of our taxable income and therefore, no provision is required in the

accompanying condensed consolidated financial statements for federal income taxes with regards to our activities and our subsidiary pass-through entities. The allocable share of taxable income is included in the income tax returns of our stockholders. We are subject to the statutory requirements of the locations in which we conduct business. State and local income taxes are accrued as deemed required in the best judgment of management based on analysis and interpretation of respective tax laws.

We have elected to treat certain subsidiaries as taxable REIT subsidiaries (“TRS”). Certain activities that we undertake must be conducted by a TRS, such as services for our tenants that could be considered otherwise impermissible for us to perform and holding assets that we cannot hold directly. A TRS is subject to corporate level federal and state income taxes.

Deferred income taxes are recognized in certain taxable entities. Deferred income tax generally is a function of the period's temporary differences (items that are treated differently for tax purposes than for financial reporting purposes), the utilization of tax net operating losses generated in prior years that previously had been recognized as deferred income tax assets and the reversal of any previously recorded deferred income tax liabilities. A valuation allowance for deferred income tax assets is provided if we believe all or some portion of the deferred income tax asset may more likely than not be realized. Any increase or decrease in the valuation allowance resulting from a change in circumstances that causes a change in the estimated realizability of the related deferred income tax asset is included in deferred tax expense. As of September 30, 2018, and December 31, 2017, the gross deferred income taxes were not material.

Table of Contents

We currently have no liabilities for uncertain income tax positions. The earliest tax year for which we are subject to examination is 2015.

## Concentration of Credit Risks

Our cash and cash equivalents are maintained in various financial institutions, which, at times, may exceed federally insured limits. We have not experienced any losses in such accounts, and management believes that the Company is not exposed to any significant credit risk in this area. We have no off-balance sheet concentrations of credit risk, such as foreign exchange contracts, option contracts, or foreign currency hedging arrangements.

## Segment Information

We manage our business as one reportable segment consisting of investments in data centers located in the United States. Although we provide services in several markets, these operations have been aggregated into one reportable segment based on the similar economic characteristics amongst all markets, including the nature of the services provided and the type of customers purchasing these services.

## 3. Investment in Real Estate

The following is a summary of the properties owned or leased by market at September 30, 2018 (in thousands):

Market	Land	Buildings and Improvements	Construction in Progress	Total Cost
Boston	\$ 5,154	\$ 107,605	\$ 994	\$ 113,753
Chicago(1)	5,493	113,697	7,580	126,770
Denver	—	30,008	255	30,263
Los Angeles(2)	28,467	334,035	20,602	383,104
Miami	728	13,982	7	14,717
New York	2,729	149,941	35,953	188,623
Northern Virginia	23,679	326,350	92,990	443,019
San Francisco Bay	31,386	626,214	41,395	698,995
Total	\$ 97,636	\$ 1,701,832	\$ 199,776	\$ 1,999,244

(1) On January 29, 2018, we acquired a two-acre land parcel located in downtown Chicago, Illinois, for a purchase price of \$4.5 million. We expect to build a 175,000 square foot turn-key data center building on the acquired land parcel, which we refer to as CH2, upon the receipt of necessary permits and entitlements.

- (2) On April 20, 2018, we acquired U.S. Colo, a carrier-neutral, network-dense colocation provider, located in Los Angeles, California, for a purchase price of \$6.3 million, net of previously accrued legal expense. In connection with the U.S. Colo acquisition, we assumed a leasehold interest of 6,723 square feet at our existing LA1 facility. We also assumed a leasehold interest of 21,850 square feet at a nearby colocation data center facility, which we refer to as LA4.

#### 4. Other Assets

Other assets consisted of the following, net of amortization and depreciation, if applicable for each line item, as of September 30, 2018, and December 31, 2017 (in thousands):

	September 30, 2018	December 31, 2017
Deferred rent receivable	\$ 42,967	\$ 40,038
Initial direct costs	25,698	29,979
Internal-use software	17,611	17,477
Prepaid expenses	9,270	6,770
Corporate furniture, fixtures and equipment	5,370	6,408
Deferred financing costs - revolving credit facility	3,098	957
Other	2,892	1,872
Total	\$ 106,906	\$ 103,501

Table of Contents

## 5. Leases

As the lessee, we currently lease real estate space under noncancelable operating lease agreements for our turn-key data centers at NY1, LA1, LA4, DC1, DC2, DE1, and DE2, and our corporate headquarters located in Denver, Colorado. Our leases have remaining lease terms of one year to 11 years, some of which include options to extend the leases for up to an additional 20 years. We do not include any of our renewal options in our lease terms for calculating our lease liability as the renewal options allow us to maintain operational flexibility and we are not reasonably certain we will exercise these renewal options at this time. The weighted-average remaining non-cancelable lease term for our operating leases was ten years and five years at September 30, 2018, and December 31, 2017, respectively. The weighted-average discount rate was 4.9% and 4.8% at September 30, 2018, and December 31, 2017.

During the nine months ended September 30, 2018, we extended the term of approximately 170,000 NRSF of our existing LA1 space from July 2022 to July 2029 and expanded our LA1 facility by leasing an additional 17,238 square feet, which we plan to develop into turn-key data center space. As a result of this lease modification, we remeasured the lease liability and adjusted the ROU asset by \$109.6 million and \$109.1 million, respectively. In addition, we assumed a \$5.3 million lease liability and ROU asset associated with the acquisition of U.S. Colo in April 2018.

The components of lease expense were as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Lease expense:				
Operating lease expense	\$ 6,144	\$ 5,078	\$ 16,789	\$ 15,256
Variable lease expense	1,185	999	3,487	2,714
Rent expense	\$ 7,329	\$ 6,077	\$ 20,276	\$ 17,970

The future minimum lease payments to be paid under noncancelable leases in effect at September 30, 2018, are as follows (in thousands):

Period / Year Ending December 31,	Operating Leases
2018	\$ 4,221
2019	25,725
2020	26,662
2021	26,392
2022	25,995



Thereafter	153,753
Total lease payments	\$ 262,748
Less imputed interest	(58,324)
Total	\$ 204,424

## 6. Lease Revenue

The components of data center, office, light-industrial, and other lease revenue were as follows (in thousands):

	Three Months Ended		Nine Months Ended	
	September 30, 2018	2017	September 30, 2018	2017
Lease revenue:				
Minimum lease revenue	\$ 98,294	\$ 88,323	\$ 291,488	\$ 259,537
Variable lease revenue	23,185	18,544	62,075	50,300
Total lease revenue	\$ 121,479	\$ 106,867	\$ 353,563	\$ 309,837

Table of Contents

The future minimum lease payments to be received under noncancelable data center, office, light-industrial, and other operating leases in effect at September 30, 2018, are as follows (in thousands):

Period / Year Ending December 31,	Lease Payments
2018	\$ 87,868
2019	293,440
2020	201,259
2021	149,168
2022	104,563
Thereafter	188,149
Total	\$ 1,024,447

## 7. Debt

A summary of outstanding indebtedness as of September 30, 2018, and December 31, 2017, is as follows (in thousands):

	Interest Rate	Maturity Date	September 30, 2018	December 31, 2017
Revolving credit facility	3.71% and 3.11% at September 30, 2018, and December 31, 2017, respectively	April 19, 2022	\$ 154,500	\$ 169,500
2020 Senior unsecured term loan(1)	3.24% and 3.00% at September 30, 2018, and December 31, 2017, respectively	June 24, 2020	150,000	150,000
2021 Senior unsecured term loan	3.66% and 3.06% at September 30, 2018, and December 31, 2017, respectively	February 2, 2021	100,000	100,000
2022 Senior unsecured term loan(2)	3.47% and 3.04% at September 30, 2018, and December 31, 2017, respectively	April 19, 2022	200,000	200,000
	3.89% at September 30, 2018		150,000	—

Edgar Filing: CoreSite Realty Corp - Form 10-Q

2023 Senior unsecured term loan(3)		April 19, 2023		
2023 Senior unsecured notes	4.19% at September 30, 2018, and December 31, 2017, respectively	June 15, 2023	150,000	150,000
2024 Senior unsecured notes	3.91% at September 30, 2018, and December 31, 2017, respectively	April 20, 2024	175,000	175,000
Total principal outstanding			1,079,500	944,500
Unamortized deferred financing costs			(6,021)	(4,930)
Total debt			\$ 1,073,479	\$ 939,570

- 
- (1) Our Operating Partnership has in place a swap agreement with respect to the 2020 Term Loan (as defined below), effective through May 5, 2020, to swap the variable interest rate associated with \$75 million, or 50% of the principal amount, of the 2020 Term Loan to a fixed rate of approximately 2.83% per annum at our current leverage ratio as of September 30, 2018. The interest rate on the remaining \$75 million of the 2020 Term Loan is based on LIBOR plus the applicable spread. The effective interest rate as of September 30, 2018, is 3.24%. See Note 8 – Derivatives and Hedging Activities.
- (2) Our Operating Partnership has in place a swap agreement with respect to the 2022 Term Loan (as defined below), effective through January 31, 2019, to swap the variable interest rate associated with \$50 million, or 25% of the principal amount of the 2022 Term Loan to a fixed rate of approximately 2.88% per annum at our current leverage ratio as of September 30, 2018. The interest rate on the remaining \$150 million of the 2022 Term Loan is based on LIBOR plus the applicable spread. The effective interest rate as of September 30, 2018, is 3.47%. See Note 8 – Derivatives and Hedging Activities.
- (3) Our Operating Partnership has in place a swap agreement with respect to the 2023 Term Loan (as defined below), effective through April 5, 2023, to swap the variable interest rate associated with \$75 million, or 50% of the principal amount of the 2023 Term Loan, to a fixed rate of approximately 4.12% per annum at our current leverage ratio as of September 30, 2018. The interest rate on the remaining \$75 million of the 2023 Term Loan is based on LIBOR plus the applicable spread. The effective interest rate as of September 30, 2018, is 3.89%. See Note 8 – Derivatives and Hedging Activities.

Table of Contents

Revolving Credit Facility

On April 19, 2018, our Operating Partnership and certain subsidiary co-borrowers amended and restated our previous credit agreement, (as amended, the “Amended and Restated Credit Agreement”), in order to provide additional liquidity of \$250 million, which was used to pay down a portion of the then-existing current revolving credit facility balance, fund continued development across our portfolio, and for general corporate purposes. The Amended and Restated Credit Agreement, among other things, increased the revolving credit facility from \$350 million to \$450 million and extended the maturity date from June 24, 2019, to April 19, 2022, with a one-time extension option, which, if exercised, would extend the maturity date to April 19, 2023. The exercise of the extension option is subject to the payment of an extension fee equal to 10 basis points of the total commitment under the Amended and Restated Credit Agreement at initial maturity and certain other customary conditions. The Amended and Restated Credit Agreement increased our total commitment from \$600 million to \$850 million, consisting of a \$450 million revolving credit facility, a \$150 million senior unsecured term loan scheduled to mature on June 24, 2020, a \$100 million senior unsecured term loan scheduled to mature on February 2, 2021, and a new \$150 million senior unsecured term loan scheduled to mature on April 19, 2023. See “2020 Senior Unsecured Term Loan,” “2021 Senior Unsecured Term Loan,” and “2023 Senior Unsecured Term Loan” below for a discussion of the \$150 million, \$100 million, and \$150 million term loans, respectively. The Amended and Restated Credit Agreement also increased our accordion feature by \$150 million to \$350 million, which allows our Operating Partnership to increase the total commitment from \$850 million to \$1.2 billion, under specified circumstances, including securing capital from new or existing lenders.

Borrowings under the revolving credit facility have been amended to bear interest at a variable rate per annum equal to either (i) LIBOR plus 145 basis points to 205 basis points, or (ii) a base rate plus 45 basis points to 105 basis points, each depending on our Operating Partnership’s leverage ratio. At September 30, 2018, our Operating Partnership’s leverage ratio was 24.8% and the interest rate was LIBOR plus 145 basis points.

The total amount available for borrowing under the revolving credit facility, is equal to the lesser of \$450.0 million or the availability calculated based on our unencumbered asset pool. As of September 30, 2018, the borrowing capacity was \$450.0 million. As of September 30, 2018, \$154.5 million was borrowed and outstanding, \$4.9 million was outstanding under letters of credit, and therefore \$290.6 million remained available for us to borrow under the revolving credit facility.

Our ability to borrow under the Amended and Restated Credit Agreement is subject to ongoing compliance with a number of financial covenants and other customary restrictive covenants, including, among others:

- a maximum leverage ratio (defined as total consolidated indebtedness to total gross asset value) of 60%, which, as of September 30, 2018, was 24.8%
- a maximum secured debt ratio (defined as total consolidated secured debt to total gross asset value) of 40%, which, as of September 30, 2018, was 0.0%
-

a minimum fixed charge coverage ratio (defined as adjusted consolidated earnings before interest, taxes, depreciation and amortization to consolidated fixed charges) of 1.5 to 1.0, which, as of September 30, 2018, was 7.4 to 1.0.

The Amended and Restated Credit Agreement ranks pari passu with the 2020 Term Loan, the 2021 Term Loan, the 2022 Term Loan, the 2023 Term Loan, the 2023 Notes, and the 2024 Notes (each as defined herein) and contains the same financial covenants and other customary restrictive covenants as those debt instruments. In connection with the Amended and Restated Credit Agreement, the revolving credit facility and senior unsecured term loans were amended to remove or change certain financial covenants and other customary restrictive covenants, including removal of covenants limiting distributions (except upon an event of default), incurrence of unhedged variable rate debt, and increases or decreases, as applicable to a number of ratios and other figures in the Amended and Restated Credit Agreement resulting in increased flexibility for our Operating Partnership. As of September 30, 2018, we were in compliance with all of the financial covenants under the Amended and Restated Credit Agreement.

#### 2020 Senior Unsecured Term Loan

On June 24, 2015, in connection with, and pursuant to the terms of, the previous credit agreement, our Operating Partnership and certain subsidiaries entered into a \$150 million senior unsecured term loan (the “2020 Term Loan”). The 2020 Term Loan has a five-year term maturing on June 24, 2020. The 2020 Term Loan ranks pari passu with the 2021

Table of Contents

Term Loan, the 2022 Term Loan, the 2023 Term Loan, the 2023 Notes, the 2024 Notes and the Amended and Restated Credit Agreement and contains the same financial covenants and other customary restrictive covenants as those debt instruments. As of September 30, 2018, we were in compliance with all of the financial covenants under the 2020 Term Loan.

As a result of the Amended and Restated Credit Agreement, the borrowings under the 2020 Term Loan bear interest at a variable rate per annum equal to either (i) LIBOR plus 140 basis points to 200 basis points, or (ii) a base rate plus 40 basis points to 100 basis points, each depending on our Operating Partnership's leverage ratio. At September 30, 2018, the Operating Partnership's leverage ratio was 24.8% and the interest rate was LIBOR plus 140 basis points.

2021 Senior Unsecured Term Loan

On February 2, 2016, pursuant to the terms of the previous credit agreement, we partially exercised the accordion feature and entered into a \$100 million senior unsecured term loan (the "2021 Term Loan"). The 2021 Term Loan has a five-year term maturing on February 2, 2021. The 2021 Term Loan ranks pari passu with the 2020 Term Loan, the 2022 Term Loan, the 2023 Term Loan, the 2023 Notes, the 2024 Notes and the Amended and Restated Credit Agreement and contains the same financial covenants and other customary restrictive covenants as those debt instruments. As of September 30, 2018, we were in compliance with all of the financial covenants under the 2021 Term Loan.

As a result of the Amended and Restated Credit Agreement, the borrowings under the 2021 Term Loan bear interest at a variable rate per annum equal to either (i) LIBOR plus 140 basis points to 200 basis points, or (ii) a base rate plus 40 basis points to 100 basis points, each depending on our Operating Partnership's leverage ratio. At September 30, 2018, our Operating Partnership's leverage ratio was 24.8% and the interest rate was LIBOR plus 140 basis points.

2022 Senior Unsecured Term Loan

On April 19, 2017, our Operating Partnership and certain subsidiaries amended and restated the \$100 million senior unsecured term loan, originally entered into on January 31, 2014, to (i) exercise the accordion feature to increase the total commitments to \$200 million, (ii) extend the maturity of the term loan from January 31, 2019, to April 19, 2022, (iii) amend the accordion feature to allow an increase in total commitments from \$200 million to \$300 million, under specified circumstances, including securing capital from new or existing lenders, and (iv) explicitly permit the issuance of the 2024 Notes defined below (the "2022 Term Loan").

The 2022 Term Loan ranks pari passu with the 2020 Term Loan, the 2021 Term Loan, the 2023 Term Loan, the 2023 Notes, the 2024 Notes and the Amended and Restated Credit Agreement and contains the same financial covenants and other customary restrictive covenants as those debt instruments. As of September 30, 2018, we were in compliance with all of the financial covenants under the 2022 Term Loan.

As a result of the Amended and Restated Credit Agreement, the borrowings under the 2022 Term Loan bear interest at a variable rate per annum equal to either (i) LIBOR plus 140 basis points to 200 basis points, or (ii) a base rate plus 40 basis points to 100 basis points, each depending on our Operating Partnership's leverage ratio. At September 30, 2018, our Operating Partnership's leverage ratio was 24.8% and the interest rate was LIBOR plus 140 basis points.

#### 2023 Senior Unsecured Term Loan

On April 19, 2018, in connection with, and pursuant to the terms of, the Amended and Restated Credit Agreement, our Operating Partnership and certain subsidiaries entered into the 2023 Term Loan in principal amount of \$150 million (the "2023 Term Loan"). The 2023 Term Loan has a five-year term maturing on April 19, 2023. The 2023 Term Loan ranks pari passu with the 2020 Term Loan, the 2021 Term Loan, the 2022 Term Loan, the 2023 Notes, the 2024 Notes and the Amended and Restated Credit Agreement and contains the same financial covenants and other customary restrictive covenants as those debt instruments. As of September 30, 2018, we were in compliance with all of the financial covenants under the 2023 Term Loan.

The borrowings under the 2023 Term Loan bear interest at a variable rate per annum equal to either (i) LIBOR plus 140 basis points to 200 basis points, or (ii) a base rate plus 40 basis points to 100 basis points, each depending on our Operating Partnership's leverage ratio. At September 30, 2018, our Operating Partnership's leverage ratio was 24.8% and the interest rate was LIBOR plus 140 basis points.

Table of Contents

2023 Senior Unsecured Notes

On June 15, 2016, our Operating Partnership issued an aggregate principal amount of \$150 million, 4.19% senior unsecured notes due June 15, 2023 (the “2023 Notes”), in a private placement to certain accredited investors. The terms of the 2023 Notes are governed by a note purchase agreement, dated June 15, 2016 (the “2023 Note Purchase Agreement”), by and among our Operating Partnership, the Company and the purchasers of the 2023 Notes.

Interest is payable semiannually, on the 15th day of June and December of each year, commencing on December 15, 2016. The 2023 Notes are senior unsecured obligations of our Operating Partnership and are jointly and severally guaranteed by the Company and each of our Operating Partnership’s subsidiaries that guarantees indebtedness under our Operating Partnership’s Amended and Restated Credit Agreement (the “Subsidiary Guarantors”).

Our Operating Partnership may prepay all or a portion of the 2023 Notes upon notice to the holders for 100% of the principal amount so prepaid plus a make-whole premium as set forth in the 2023 Note Purchase Agreement. Upon the occurrence of certain change of control events, holders of the 2023 Notes have the right to require our Operating Partnership to purchase 100% of such holders’ 2023 Notes in cash at a purchase price equal to 100% of the principal amount thereof plus accrued and unpaid interest, if any, to the date of repurchase.

The 2023 Notes rank pari passu with the 2020 Term Loan, the 2021 Term Loan, the 2022 Term Loan, the 2023 Term Loan, the 2024 Notes and the Amended and Restated Credit Agreement. On June 12, 2018, the 2023 Note Purchase Agreement was amended to, among other things, conform to the same terms and financial covenants as the Amended and Restated Credit Agreement. In addition, certain additional financial covenants in the Amended and Restated Credit Agreement were automatically incorporated into the 2023 Note Purchase Agreement, and, subject to certain conditions, these additional financial covenants will be deleted, removed, amended or otherwise modified to be more or less restrictive if the analogous covenant in the Amended and Restated Credit Agreement is so deleted, removed, amended or otherwise modified. These covenants are subject to a number of exceptions and qualifications set forth in the 2023 Note Purchase Agreement. As of September 30, 2018, we were in compliance with all of the financial covenants under the 2023 Note Purchase Agreement.

2024 Senior Unsecured Notes

On April 20, 2017, our Operating Partnership issued an aggregate principal amount of \$175 million, 3.91% senior unsecured notes due April 20, 2024 (the “2024 Notes”), in a private placement to certain accredited investors. The terms of the 2024 Notes are governed by a note purchase agreement, dated April 20, 2017 (the “2024 Note Purchase Agreement”), by and among our Operating Partnership, the Company and the purchasers of the 2024 Notes.



Interest is payable semiannually, on the 15th day of June and December of each year, commencing on December 15, 2017. The 2024 Notes are senior unsecured obligations of our Operating Partnership and are jointly and severally guaranteed by the Company and each of the Subsidiary Guarantors.

Our Operating Partnership may prepay all or a portion of the 2024 Notes upon notice to the holders for 100% of the principal amount so prepaid plus a make-whole premium as set forth in the 2024 Note Purchase Agreement. Upon the occurrence of certain change of control events, holders of the 2024 Notes will have the right to require our Operating Partnership to purchase 100% of such holders' 2024 Notes in cash at a purchase price equal to 100% of the principal amount thereof plus accrued and unpaid interest, if any, to the date of repurchase.

The 2024 Notes rank pari passu with the 2020 Term Loan, the 2021 Term Loan, the 2022 Term Loan, the 2023 Term Loan, the 2023 Notes and the Amended and Restated Credit Agreement. On June 12, 2018, the 2024 Note Purchase Agreement was amended to, among other things, conform to the same terms and financial covenants as the Amended and Restated Credit Agreement. In addition, certain additional financial covenants in the Amended and Restated Credit Agreement were automatically incorporated into the 2024 Note Purchase Agreement, and, subject to certain conditions, these additional financial covenants will be deleted, removed, amended or otherwise modified to be more or less restrictive if the analogous covenant in the Amended and Restated Credit Agreement is so deleted, removed, amended or otherwise modified. These covenants are subject to a number of exceptions and qualifications set forth in the 2024 Note Purchase Agreement. As of September 30, 2018, we were in compliance with all of the financial covenants under the 2024 Note Purchase Agreement.

Table of Contents

## Debt Maturities

The following table summarizes when our debt currently becomes due (in thousands):

Year Ending December 31,	
2018	\$ —
2019	—
2020	150,000
2021	100,000
2022	354,500
Thereafter	475,000
Total principal outstanding	1,079,500
Unamortized deferred financing costs	(6,021)
Total debt, net	\$ 1,073,479

## 8. Derivatives and Hedging Activities

On April 19, 2018, we entered into a \$75 million forward starting five-year interest rate swap agreement, effective May 5, 2018, to protect against adverse fluctuation in interest rates. The swap reduces our exposure to variability in cash flows relating to interest payments on \$75 million of one-month LIBOR variable rate debt and effectively fixes the interest rate at approximately 4.12% per annum.

On April 21, 2017, we terminated \$50 million of our previously existing \$100 million five-year interest rate swap agreement that reduces our exposure to variability in cash flows relating to interest payments based on one-month LIBOR variable rate debt, resulting in a remaining \$50 million interest rate swap effective through January 31, 2019, at approximately 2.88% and 2.98% per annum as of September 30, 2018, and December 31, 2017.

On April 9, 2015, we entered into a \$75 million forward starting five-year interest rate swap agreement, effective May 5, 2015, to protect against adverse fluctuation in interest rates. The swap reduces our exposure to variability in cash flows relating to interest payments on \$75 million of one-month LIBOR variable rate debt and effectively fixes the interest rate at approximately 2.83% and 2.93% per annum as of September 30, 2018, and December 31, 2017. All interest rate swap agreements were designated for hedge accounting.

### Risk Management Objective of Using Derivatives

We are exposed to certain risks arising from both our business operations and economic conditions. We principally manage our exposures to a wide variety of business and operational risks through management of our core business activities. We manage economic risks, including interest rate, liquidity, and credit risk primarily by managing the amount, sources, and duration of our debt funding and the use of derivative financial instruments. Specifically, we enter into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known or uncertain cash amounts, the value of which are determined by interest rates. Our derivative financial instruments are used to manage differences in the amount, timing, and duration of our known or expected cash receipts and our known or expected cash payments principally related to our investments and borrowings.

### Cash Flow Hedges of Interest Rate Risk

Our objectives in using interest rate derivatives are to reduce variability in interest expense and to manage our exposure to adverse interest rate movements. To accomplish this objective, we primarily use interest rate swaps as part of our interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount.

The changes in the fair value of derivatives designated and that qualify as cash flow hedges is recorded in accumulated other comprehensive income or loss on the condensed consolidated balance sheets and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. The amounts recorded in other comprehensive income or loss related to the unrealized gain or loss on derivative contracts were gains of \$0.5 million

Table of Contents

and less than \$0.1 million for the three months ended September 30, 2018, and 2017, respectively, and were gains of \$1.4 million and less than \$0.1 million for the nine months ended September 30, 2018, and 2017, respectively. The amounts reclassified from other comprehensive income (loss) to interest expense on the condensed consolidated statements of operations were (\$0.1) million and \$0.1 million for the three months ended September 30, 2018, and 2017, respectively, and were (\$0.1) million and \$0.6 million for the nine months ended September 30, 2018, and 2017, respectively. Total interest expense presented in the condensed consolidated statements of operations in which the effects of cash flow hedges are recorded was \$9.4 million and \$6.4 million for the three months ended September 30, 2018, and 2017, respectively, and \$26.1 million and \$17.5 million for the nine months ended September 30, 2018, and 2017, respectively.

Amounts reported in accumulated other comprehensive income related to derivatives will be reclassified to interest expense as interest payments are made on our variable-rate debt. During the subsequent twelve months, beginning October 1, 2018, we estimate that \$0.9 million will be reclassified as an increase to interest expense.

Derivatives are recorded at fair value in our condensed consolidated balance sheets in other assets or unearned revenue, prepaid rent and other liabilities, as applicable. We do not net our derivative position by counterparty for purposes of balance sheet presentation and disclosure. We had \$2.3 million and \$1.1 million in derivative assets recognized in other assets in our condensed consolidated balance sheets as of September 30, 2018, and December 31, 2017, respectively.

## 9. Stockholders' Equity

We announced the following dividends per share on our common stock during the nine months ended September 30, 2018:

Declaration Date	Record Date	Payment Date	Common Stock
March 9, 2018	March 29, 2018	April 16, 2018	\$ 0.98
May 24, 2018	June 29, 2018	July 16, 2018	1.03
August 31, 2018	September 28, 2018	October 15, 2018	1.03
Total			\$ 3.04

## 10. Noncontrolling Interests — Operating Partnership

Edgar Filing: CoreSite Realty Corp - Form 10-Q

Noncontrolling interests represent the limited partnership interests in our Operating Partnership held by individuals and entities other than CoreSite Realty Corporation. The current holders of common Operating Partnership units are eligible to have the common Operating Partnership units redeemed for cash or common stock on a one-for-one basis, at our option.

The following table shows the common ownership interests in our Operating Partnership as of September 30, 2018, and December 31, 2017:

	September 30, 2018		December 31, 2017		
	Number of Units	Percentage of Total	Number of Units	Percentage of Total	
CoreSite Realty Corporation	36,245,285	75.8	% 33,826,264	71.0	%
Noncontrolling interests	11,579,280	24.2	13,836,336	29.0	
Total	47,824,565	100.0	% 47,662,600	100.0	%

For each share of common stock issued by us, our Operating Partnership issues to us an equivalent common Operating Partnership unit. During the nine months ended September 30, 2018, we issued 169,021 shares of common stock related to employee compensation arrangements and therefore an equivalent number of common Operating Partnership units were issued to us by our Operating Partnership.

Holders of common Operating Partnership units received aggregate distributions of \$3.04 per unit during the nine months ended September 30, 2018, payable in correlation with declared dividends on shares of our common stock.

During the nine months ended September 30, 2018, 2,257,056 common Operating Partnership units held by The Carlyle Group and other third parties were redeemed for shares of our common stock in connection with the sale of 2,257,056 shares of our common stock. This redemption was recorded as a \$21.0 million reduction to noncontrolling interests in our Operating Partnership and an increase to total stockholder's equity in the condensed consolidated balance sheets.

Table of Contents

The redemption value of the noncontrolling interests at September 30, 2018, was \$1.3 billion based on the closing price of the Company's common stock of \$111.14 per share on the last trading day prior to that date.

11. Equity Incentive Plan

Our Board of Directors adopted and, with the approval of our stockholders, amended the 2010 Equity Incentive Plan (as amended, the "2010 Plan") in 2013. The 2010 Plan is administered by the Compensation Committee of our Board of Directors. Awards issuable under the 2010 Plan include common stock, stock options, restricted stock, stock appreciation rights, dividend equivalents, Operating Partnership units and other incentive awards. We have reserved a total of 6,000,000 shares of our common stock for issuance pursuant to the 2010 Plan, which may be adjusted for changes in our capitalization and certain corporate transactions. To the extent that an award expires, terminates or lapses, or an award is settled in cash without the delivery of shares of common stock to the participant, then any unvested shares subject to the award will be available for future grant or sale under the 2010 Plan. Shares of restricted stock that are forfeited or repurchased by us pursuant to the 2010 Plan may again be awarded under the 2010 Plan. The payment of dividend equivalents in cash in conjunction with any outstanding awards will not be counted against the shares available for issuance under the 2010 Plan.

As of September 30, 2018, 2,855,456 shares of our common stock were available for issuance pursuant to the 2010 Plan.

Stock Options

Stock option awards are granted with an exercise price equal to the closing market price of the Company's common stock on the date of grant. The fair value of each option granted under the 2010 Plan is estimated on the date of grant using the Black-Scholes option-pricing model. The fair values are amortized on a straight-line basis over the vesting periods. Stock options have not been granted since the year ended December 31, 2013.

The following table sets forth stock option activity under the 2010 Plan for the nine months ended September 30, 2018:

Number of Shares	Weighted-
---------------------	-----------

Edgar Filing: CoreSite Realty Corp - Form 10-Q

	Subject to Option	Average Exercise Price
Options outstanding, December 31, 2017	67,789	\$ 19.12
Granted	—	—
Exercised	(12,881)	17.04
Forfeited	—	—
Expired	—	—
Options outstanding, September 30, 2018	54,908	\$ 19.60

As of September 30, 2018, all stock option awards are fully vested.

#### Restricted Stock Awards and Units

Restricted stock awards and restricted stock units, or RSUs, are granted with a fair value equal to the closing market price of the Company's common stock on the date of grant. The principal difference between restricted stock awards and RSUs is that RSUs are not shares of our common stock and do not have any of the rights or privileges thereof, including voting rights. On the applicable vesting date, the holder of an RSU becomes entitled to a share of common stock. The restricted stock awards and RSUs are amortized on a straight-line basis to expense over the vesting period. The

Table of Contents

following table sets forth the number of unvested restricted stock awards and RSUs and the weighted-average fair value of these awards at the date of grant:

	Restricted Stock Awards and Units	Weighted- Average Fair Value at Grant Date
Unvested balance, December 31, 2017	289,843	\$ 70.71
Granted	153,219	96.95
Forfeited	(35,271)	83.56
Vested	(122,500)	64.39
Unvested balance, September 30, 2018	285,291	\$ 85.93

As of September 30, 2018, total unearned compensation on restricted stock awards and RSUs was approximately \$19.3 million, and the weighted-average vesting period was 2.5 years.

## Performance Stock Awards

We grant long-term incentives to members of management in the form of performance-based restricted stock awards (“PSAs”) under the 2010 Plan. The number of PSAs earned is based on our achievement of relative total shareholder return (“TSR”) measured versus the MSCI US REIT Index over a three-year performance period and ranges between 25% and 175% of the target number of shares for PSAs granted in 2016, 2017, and 2018. The PSAs are granted at the maximum percentage of target and are retired annually to the extent we do not meet the maximum relative TSR performance threshold versus the MSCI US REIT Index. The PSAs are earned upon TSR achievement measured both annually and over the full three-year performance period. The PSAs have a service condition and will be released at the end of the three-year performance period, to the extent earned, provided that the holder continues to be employed by or otherwise in service of the Company at the end of the three-year performance period. The PSAs are amortized on a straight-line basis to expense over the vesting period. Holders of the PSAs are entitled to dividends on the PSAs, which are accrued and paid in cash at the end of the three-year performance period.

The following table sets forth the number of unvested PSAs and the weighted-average fair value of these awards at the date of grant:

Performance-Based Restricted Stock Awards	Weighted- Average Fair Value at Grant
--	---



Edgar Filing: CoreSite Realty Corp - Form 10-Q

	Minimum	Maximum	Target	Date
Unvested balance, December 31, 2017	38,694	130,843	84,769	\$ 84.63
Granted	10,729	75,104	42,917	101.03
Performance adjustment (1)	33,403	—	16,702	—
Forfeited	—	—	—	—
Vested	(32,003)	(32,003)	(32,003)	61.22
Unvested balance, September 30, 2018	50,823	173,944	112,385	\$ 96.58

(1) Includes the annual adjustment for the number of PSAs earned based on our achievement of relative TSR measured versus the MSCI US REIT Index for the applicable performance periods.

As of September 30, 2018, total unearned compensation on PSAs was approximately \$5.4 million, and the weighted-average vesting period was 2.1 years. The fair value of each PSA award is estimated on the date of grant using a Monte Carlo simulation. The simulation requires assumptions for expected volatility, risk-free rate of return, and dividend yield. The following table summarizes the assumptions used to value the PSAs granted during the nine months ended September 30, 2018, and 2017.

	Nine Months Ended September 30,	
	2018	2017
Expected term (in years)	2.82	2.81
Expected volatility	24.15 %	23.33 %
Expected annual dividend(1)	—	—
Risk-free rate	2.24 %	1.60 %

(1) The fair value of the PSAs assumes reinvestment of dividends.

Table of Contents

## 12. Earnings Per Share

Basic net income per share is calculated by dividing the net income attributable to common shares by the weighted-average number of common shares outstanding during the period. Diluted net income per share adjusts basic net income per share for the effects of potentially dilutive common shares, if the effect is not antidilutive. Potentially dilutive common stock consists of shares issuable under the 2010 Plan. The following is a summary of basic and diluted net income per share (in thousands, except share and per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Net income attributable to common shares	\$ 18,600	\$ 15,758	\$ 58,291	\$ 47,693
Weighted-average common shares outstanding - basic	35,512,091	33,878,881	34,504,790	33,758,971
Effect of potentially dilutive common shares:				
Stock options	45,453	59,201	49,349	98,660
Unvested awards	163,934	176,087	139,696	176,211
Weighted-average common shares outstanding - diluted	35,721,478	34,114,169	34,693,835	34,033,842
Net income per share attributable to common shares				
Basic	\$ 0.52	\$ 0.47	\$ 1.69	\$ 1.41
Diluted	\$ 0.52	\$ 0.46	\$ 1.68	\$ 1.40

In the calculations above, we have excluded weighted-average potentially dilutive securities of 1,003 and 1,205 for the three months ended September 30, 2018, and 2017, respectively, and 121,373 and 109,953 for the nine months ended September 30, 2018, and 2017, respectively, as their effect would have been antidilutive.

## 13. Estimated Fair Value of Financial Instruments

Authoritative guidance issued by FASB establishes a hierarchy of valuation techniques based on the observability of inputs utilized in measuring assets and liabilities at fair values. This hierarchy establishes market-based or observable inputs as the preferred source of values, followed by valuation models using management assumptions in the absence of market inputs. The three levels of the hierarchy under the authoritative guidance are as follows:

Level 1 — Quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity can access at the assessment date.

Level 2 — Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 — Unobservable inputs for the asset or liability.

Our financial instruments consist of cash and cash equivalents, accounts and other receivables, interest rate swaps, the revolving credit facility, the senior unsecured term loans, senior unsecured notes, interest payable and accounts payable. The carrying values of cash and cash equivalents, accounts and other receivables, interest payable and accounts payable approximate fair values due to the short-term nature of these financial instruments. The interest rate swaps are recorded at fair value.

The valuation of our derivatives is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative, which reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves. We have determined that the majority of the inputs used to value our derivatives fall within Level 2 of the fair value hierarchy; however, the credit valuation adjustments associated with our derivatives utilize Level 3 inputs, such as estimates of current credit spreads, to evaluate the likelihood of default by our Operating Partnership and its counterparties. As of September 30, 2018, we have assessed the significance of the impact of the credit valuation adjustments on the overall valuation of our derivative positions and have determined that the credit valuation adjustment is not significant to the overall valuation of our derivative portfolio. As a result, we classify our derivative valuation in Level 2 of the fair value hierarchy.

Table of Contents

The total principal balance of our revolving credit facility, senior unsecured term loans, and senior unsecured notes was \$1,079.5 million and \$944.5 million as of September 30, 2018, and December 31, 2017, respectively, with a fair value of \$1,071.2 million and \$946.6 million, respectively, based on Level 3 inputs from the fair value hierarchy. Under the discounted cash flow method, the fair values of the revolving credit facility and the senior unsecured term loans are based on our assumptions of market interest rates and terms available incorporating our credit risk for similar loan maturities.

Our lease liabilities are determined based on the estimated present value of our minimum lease payments under our lease agreements. The discount rate used to determine the lease liabilities is based on our estimated incremental borrowing rate, based on Level 3 inputs from the fair value hierarchy.

14. Commitments and Contingencies

Our properties require periodic investments of capital for general capital improvements and for tenant-related capital expenditures. We enter into various construction and equipment contracts with third parties for the development of our properties. At September 30, 2018, we had open commitments related to construction contracts of approximately \$189.6 million.

Additionally, we have commitments related to telecommunications capacity used to connect data centers located within the same market or geographical area, power usage, and company-wide improvements that are ancillary to revenue generation. At September 30, 2018, we had open commitments related to these contracts of approximately \$76.9 million, of which \$1.3 million is scheduled to be met during the remainder of the year ended December 31, 2018.

In the ordinary course of business, we are subject to claims and administrative proceedings. We are not presently party to any proceeding, which we believe to be material or which we would expect to have, individually or in the aggregate, a material adverse effect on our business, financial condition, cash flows or results of operations.

Table of Contents

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statements

This Quarterly Report on Form 10-Q (this "Quarterly Report"), together with other statements and information publicly disseminated by our company, contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 ("PSLRA"), namely Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the PSLRA and include this statement for purposes of complying with these safe harbor provisions.

In particular, statements pertaining to our capital resources, portfolio performance, business strategies and results of operations contain forward-looking statements. You can identify forward-looking statements by the use of forward-looking terminology such as "believes," "expects," "may," "will," "should," "seeks," "intends," "plans," "pro forma," "anticipates" or the negative of these words and phrases or similar words or phrases that are predictions of or indicate future events or trends and that do not relate solely to historical matters. You can also identify forward-looking statements by discussions of strategy, plans or intentions. Such statements are subject to risks, uncertainties and assumptions and are not guarantees of future performance, which may be affected by known and unknown risks, trends, uncertainties and factors that are beyond our control. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected. The following factors, among others, could cause actual results and future events to differ materially from those set forth or contemplated in the forward-looking statements: (i) the geographic concentration of our data centers in certain markets and any adverse developments in local economic conditions or the demand for data center space in these markets; (ii) fluctuations in interest rates and increased operating costs; (iii) difficulties in identifying properties to acquire and completing acquisitions; (iv) the significant competition in our industry and an inability to lease vacant space, renew existing leases or release space as leases expire; (v) lack of sufficient customer demand to realize expected returns on our investments to expand our property portfolio; (vi) decreased revenue from costs and disruptions associated with any failure of our physical infrastructure or services; (vii) our ability to develop and lease available space to existing or new customers; (viii) our failure to obtain necessary outside financing; (ix) our ability to service existing debt; (x) our failure to qualify or maintain our status as a REIT; (xi) financial market fluctuations; (xii) changes in real estate and zoning laws and increases in real estate taxes; (xiii) delays or disruptions in third-party network connectivity; (xiv) service failures or price increases by third party power suppliers; (xv) inability to renew net leases on the data center properties we lease; and (xvi) other factors affecting the real estate or technology industries generally.

While forward-looking statements reflect our good faith beliefs, they are not guarantees of future performance. We disclaim any obligation to publicly update or revise any forward-looking statement to reflect changes in underlying assumptions or factors, of new information, data or methods, future events or other changes, except as required by applicable law. The risks included here are not exhaustive, and additional factors could adversely affect our business and financial performance, including factors and risks included in other sections of this Quarterly Report. Additional

information concerning these and other risks and uncertainties is contained in our other periodic filings with the United States Securities and Exchange Commission (“SEC”) pursuant to the Exchange Act. We discussed a number of material risks in Item 1A. “Risk Factors” of our Annual Report on Form 10-K for the year ended December 31, 2017. Those risks continue to be relevant to our performance and financial condition. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results.

## Overview

Unless the context requires otherwise, references in this Quarterly Report to “we,” “our,” “us” and “our company” refer to CoreSite Realty Corporation, a Maryland corporation, together with our consolidated subsidiaries, including CoreSite, L.P., a Delaware limited partnership of which we are the sole general partner and to which we refer in this Quarterly Report as our “Operating Partnership.”

We are engaged in the business of ownership, acquisition, construction and operation of strategically located data centers in some of the largest and fastest growing data center markets in the United States, including the Northern Virginia (including Washington D.C.), New York and San Francisco Bay areas, Chicago, Los Angeles, Boston, Miami, and Denver.

Table of Contents

We deliver secure, reliable, high-performance data center and interconnection solutions to a growing customer ecosystem across eight key North American communication markets. More than 1,350 of the world's leading enterprises, network operators, cloud providers, and supporting service providers choose us to connect, protect and optimize their performance-sensitive data, applications and computing workloads.

Our focus is to bring together a network and cloud community to support the needs of enterprises, and create a diverse customer ecosystem. Our growth strategy includes (i) increasing cash flow from in-place data center space, (ii) capitalizing on embedded expansion opportunities within existing data centers, (iii) selectively pursuing acquisition and development opportunities in existing and new markets, (iv) expanding existing customer relationships, and (v) attracting new customers.

Our Portfolio

As of September 30, 2018, our property portfolio included 21 operating data center facilities, office and light-industrial space and multiple potential development projects that collectively comprise over 4.4 million net rentable square feet ("NRSF"), of which over 2.4 million NRSF is existing data center space. The approximately 1.7 million NRSF of development projects includes space available for development and construction of new data center facilities. We expect that this development potential plus any incremental investment into existing or new markets will enable us to accommodate existing and future customer demand and position us to continue to increase our operating cash flows. The following table provides an overview of our property portfolio as of September 30, 2018:

	Data Center Operating NRSF (1)						Development NRSF (3)	
	Annualized Rent (\$000)(4)	Stabilized Total	Percent Occupied(5)	Pre-Stabilized (2) Total	Percent Occupied(5)	Total	Percent Occupied(5)	Total
es	\$ 6,363	85,932	85.1	% —	—	% 85,932	85.1	% —
Bay	8,162	76,676	91.0	—	—	76,676	91.0	—
	75,524	615,500	98.4	—	—	615,500	98.4	175,000
Bay	90,049	778,108	96.2	—	—	778,108	96.2	175,000
	30,660	145,776	95.1	—	—	145,776	95.1	27,590
	42,439	356,774	90.7	39,925	—	396,699	81.6	28,191
	—	—	—	—	—	—	—	180,000
	1,549	21,850	84.0	—	—	21,850	84.0	—
	74,648	524,400	91.7	39,925	—	564,325	85.2	235,781

Edgar Filing: CoreSite Realty Corp - Form 10-Q

nia	28,077	198,632	87.9	3,087	—	201,719	86.6	—
	20,134	188,446	93.7	—	—	188,446	93.7	—
	1,041	52,758	100.0	26,413	0.4	79,171	66.8	—
	3,139	22,137	75.2	—	—	22,137	75.2	—
	—	—	—	—	—	—	—	24,563
s	—	—	—	—	—	—	—	860,975
nia	52,391	461,973	91.1	29,500	0.4	491,473	85.6	885,538
	5,909	48,404	81.5	—	—	48,404	81.5	—
	14,237	101,742	86.8	18,121	—	119,863	73.7	116,388
al	20,146	150,146	85.1	18,121	—	168,267	75.9	116,388
	19,201	178,407	89.9	—	—	178,407	89.9	—
	—	—	—	—	—	—	—	175,000
	19,201	178,407	89.9	—	—	178,407	89.9	175,000
	19,129	180,057	97.1	13,735	16.9	193,792	91.4	59,884
	3,877	9,813	98.1	19,971	27.6	29,784	50.9	—
	469	5,140	95.1	—	—	5,140	95.1	—
	4,346	14,953	97.1	19,971	27.6	34,924	57.4	—
	1,063	30,176	47.7	—	—	30,176	47.7	13,154
ter	\$ 280,973	2,318,220	92.4	% 121,252	6.6	% 2,439,472	88.1	% 1,660,745
l(8)	8,219	361,575	77.9	—	—	361,575	77.9	—
and	1,951	136,421	100.0	—	—	136,421	100.0	(136,421)
l(7)	\$ 291,143	2,816,216	90.9	% 121,252	6.6	% 2,937,468	87.4	% 1,524,324

\*Indicates properties in which we hold a leasehold interest.



Table of Contents

- (1) Represents NRSF at each operating facility that is currently occupied or readily available for lease as data center space and pre-stabilized data center space. Both occupied and available data center NRSF includes a factor based on management's estimate to account for a customer's proportionate share of the required data center support space (such as the mechanical, telecommunications and utility rooms) and building common areas, which may be updated on a periodic basis to reflect the most current build-out of our properties. Operating data center NRSF may require investment of Deferred Expansion Capital (as defined herein).
- (2) Pre-stabilized NRSF represents projects or facilities that recently have been developed and are in the initial lease-up phase. Pre-stabilized projects or facilities become stabilized operating properties at the earlier of achievement of 85% occupancy or 24 months after development completion.
- (3) Represents incremental data center capacity currently vacant in existing facilities in our portfolio that requires significant capital investment in order to develop into data center facilities. Includes NRSF under construction for which substantial activities are ongoing to prepare the property for its intended use following development. The NRSF reflects management's estimate of engineering drawings and required support space and is subject to change based on final demising of space.
- (4) Represents the monthly contractual rent under existing commenced customer leases as of September 30, 2018, multiplied by 12. This amount reflects total annualized base rent before any one-time or non-recurring rent abatements and excludes power revenue, interconnection revenue and operating expense reimbursement. On a gross basis, our total portfolio annualized rent was approximately \$297.3 million as of September 30, 2018, which includes \$6.2 million in operating expense reimbursements under modified gross and triple-net leases.
- (5) Includes customer leases that have commenced and are occupied as of September 30, 2018. The percent occupied is determined based on occupied square feet as a proportion of total operating NRSF as of September 30, 2018. The percent occupied for stabilized data center space would have been 93.4%, rather than 92.4%, if all leases signed in the current and prior periods had commenced. The percent occupied for our total portfolio, including stabilized data center space, pre-stabilized space and office and light-industrial space, would have been 89.1%, rather than 87.4%, if all leases signed in current and prior periods had commenced.
- (6) On April 20, 2018, we acquired U.S. Colo, a carrier-neutral, network-dense colocation provider, located in Los Angeles, California, for a purchase price of \$6.3 million, net of previously accrued legal expense. In connection with the U.S. Colo acquisition, we assumed a leasehold interest of 6,723 NRSF at our existing LA1 facility, which is included as part of the total NRSF at our LA1 operating property. We also assumed a leasehold interest of 21,850 NRSF at a nearby colocation data center facility, which we refer to as LA4. In addition, on June 30, 2018, we expanded our LA1 facility by leasing an additional 17,238 NRSF, in which we plan to convert into turn-key data center space, and is currently held for development.
- (7) Included within our Reston Campus Expansion held for development space is 136,421 NRSF that is currently operating as office and light-industrial space.
- (8) Represents space that is currently occupied or readily available for lease as space other than data center space, which typically is offered for office or light-industrial uses.

Table of Contents

“Same-Store” statistics are based on space within each data center facility that was leased or available to be leased as of December 31, 2016, excluding space for which development was completed and became available to be leased after December 31, 2016. We track Same-Store space leased or available to be leased at the computer room level within each data center facility. The following table shows the September 30, 2018, Same-Store operating statistics. For comparison purposes, the operating activity totals as of December 31, 2017, and 2016, for this space are provided at the bottom of this table.

Market/Facilities	Same-Store Property Portfolio (in NRSF)						
	Data Center			Office and Light-Industrial		Total	
	Annualized Rent (\$000)(1)	Total	Percent Occupied(2)	Total	Percent Occupied(2)	Total	Percent Occupied(2)
San Francisco Bay							
SV1	\$ 12,139	85,932	85.1	% 234,238	79.5	% 320,170	81.0
SV2	8,162	76,676	91.0	—	—	76,676	91.0
Santa Clara campus	75,547	615,500	98.4	712	95.0	616,212	98.4
San Francisco Bay Total	95,848	778,108	96.2	234,950	79.5	1,013,058	92.3
Los Angeles One Wilshire campus							
LA1*	30,398	139,053	95.4	4,373	75.6	143,426	94.8
LA2	37,195	304,710	89.1	7,029	100.0	311,739	89.4
Los Angeles Total	67,593	443,763	91.1	11,402	90.6	455,165	91.1
Northern Virginia							
VA1	29,183	198,633	87.9	61,050	91.2	259,683	88.7
VA2	20,176	188,446	93.7	—	—	188,446	93.7
VA3	1,652	52,758	100.0	43,899	100.0	96,657	100.0
DC1*	1,325	—	—	92,522	100.0	92,522	100.0
Reston Campus Expansion	3,139	22,137	75.2	—	—	22,137	75.2
Northern Virginia Total	55,475	461,974	91.1	197,471	97.3	659,445	92.9
New York							
NY1*	5,923	48,404	81.5	209	100.0	48,613	81.6
NY2	14,698	101,742	86.8	20,735	49.3	122,477	80.5
New York Total	20,621	150,146	85.1	20,944	49.8	171,090	80.8
Chicago							
CH1	19,230	178,407	89.9	4,946	42.1	183,353	88.6
Boston							
BO1	19,222	180,057	97.1	19,495	79.9	199,552	95.4
Denver							
DE1*	1,454	5,878	96.8	—	—	5,878	96.8
DE2*	469	5,140	95.1	—	—	5,140	95.1

Edgar Filing: CoreSite Realty Corp - Form 10-Q

Denver Total	1,923	11,018	96.0	—	—	11,018	96.0	
Miami								
MI1	1,076	30,176	47.7	1,934	37.5	32,110	47.0	
Total Facilities at September 30, 2018(3)	\$ 280,988	2,233,649	92.3	% 491,142	85.1	% 2,724,791	91.0	%
Total Facilities at December 31, 2017	\$ 268,713		91.7	%	85.6	%	90.6	%
Total Facilities at December 31, 2016	\$ 244,623		87.4	%	83.7	%	86.7	%

\*Indicates properties in which we hold a leasehold interest.

- (1) Represents the monthly contractual rent under existing commenced customer leases as of each respective period, multiplied by 12. This amount reflects total annualized base rent before any one-time or non-recurring rent abatements and excludes power revenue, interconnection revenue and operating expense reimbursement.
- (2) Includes customer leases that have commenced and are occupied as of each respective period. The percent occupied is determined based on occupied square feet as a proportion of total operating NRSF.
- (3) The percent occupied for data center space, office and light-industrial space, and total space would have been 93.3%, 88.2% and 92.3%, respectively, if all leases signed in the current and prior periods had commenced.

Same-Store annualized rent increased to \$281.0 million at September 30, 2018, compared to \$268.7 million at December 31, 2017. The increase of \$12.3 million is primarily due to the commencement of new and expansion leases signed at higher rental rates and increases in rental rates upon the renewal of leases, partially offset by the move-out of other customers.

Table of Contents

Development space is unoccupied space or land that requires significant capital investment in order to develop data center facilities that are ready for use. The following table summarizes the NRSF under construction and NRSF held for development throughout our portfolio, each as of September 30, 2018:

Facilities	Development Opportunities (in NRSF)		
	Under Construction(1)	Held for Development(2)	Total
Santa Clara campus			
SV8(3)	58,000	117,000	175,000
San Francisco Bay Total	58,000	117,000	175,000
One Wilshire campus			
LA1(4)	—	27,590	27,590
LA2	28,191	—	28,191
LA3(3)	—	180,000	180,000
Los Angeles Total	28,191	207,590	235,781
Northern Virginia			
DC2	24,563	—	24,563
Reston Campus Expansion(5)	49,837	811,138	860,975
Northern Virginia Total	74,400	811,138	885,538
New York			
NY2	—	116,388	116,388
Chicago			
CH2(3)	—	175,000	175,000
Boston			
BO1	—	59,884	59,884
Miami			
MI1	—	13,154	13,154
Total Facilities(6)	160,591	1,500,154	1,660,745

- (1) Represents NRSF for which substantial construction activities are ongoing to prepare the property for its intended use following development. The NRSF reflects management's estimate of engineering drawings and required support space and is subject to change based on final demising of space.
- (2) Represents estimated incremental data center capacity currently vacant in existing facilities or on vacant land in our portfolio that requires significant capital investment in order to develop into data center facilities.
- (3) The NRSF for these facilities reflect management's estimates based on our current construction plans and expectations regarding entitlements. These estimates are subject to change based on current economic conditions, final zoning approvals, and the supply and demand dynamics of the market.
- (4) On June 30, 2018, we executed a LA1 lease amendment to extend our term and, among other things, expand our premises by an additional 17,238 NRSF. The 17,238 NRSF is currently held for development and we plan to convert into turn-key data center space.
- (5) During the third quarter of 2018, our entitlement application for our Reston Campus Expansion was approved, which allows us to build an additional 287,000 NRSF. In total the Reston Campus Expansion project is estimated to deliver approximately 890,000 NRSF of incremental data center capacity (of which 26,413 NRSF was placed into service during the first quarter of 2018 and 49,837 NRSF is under construction) across multiple phases and as existing light-industrial / flex office leases expire and customers vacate. These estimates are subject to change based on current economic conditions and the supply and demand dynamics of the market.

- (6) In addition to our development opportunities disclosed within this table, we have land adjacent to our NY2 facility, in the form of an existing parking lot. By utilizing this land, we believe that we could develop 100,000 NRSF on our available acreage in Secaucus, New Jersey, upon receipt of necessary entitlements.

Table of Contents

## Capital Expenditures

The following table sets forth information regarding capital expenditures during the nine months ended September 30, 2018 (in thousands):

	Nine Months Ended September 30, 2018
Data center expansion	\$ 164,979
Non-recurring investments	5,024
Tenant improvements	4,315
Recurring capital expenditures	10,155
Total capital expenditures	\$ 184,473

During the nine months ended September 30, 2018, we incurred approximately \$184.5 million of capital expenditures, of which approximately \$165.0 million related to data center expansion activities, including new data center construction, the development of capacity within existing data centers and other revenue generating investments. As we construct data center capacity, we work to optimize both the amount of capital we deploy on power and cooling infrastructure and the timing of that capital deployment. As such, we generally construct our power and cooling infrastructure supporting our data center NRSF based on our estimate of customer utilization. This practice can result in our investment at a later time in “Deferred Expansion Capital”. We define Deferred Expansion Capital as our estimate of the incremental capital we may invest in the future to add power or cooling infrastructure to support existing or anticipated future customer utilization of NRSF within our operating data centers.

During the nine months ended September 30, 2018, we completed development of four computer rooms at LA2, one computer room at VA3, two computer rooms at DE1, and one computer room at NY2. As of September 30, 2018, we have ongoing development projects at VA3, DC2, LA2, and SV8 scheduled to complete at various times during the years ending December 31, 2018, and 2019. The following table sets forth capital expenditures spent on data center NRSF placed into service during the nine months ended September 30, 2018, or under construction as of September 30, 2018:

Property	Data Center Expansion	NRSF	
		Placed into Service	Under Construction
VA3	\$ 53,925	26,413	49,837
DE1	10,361	15,630	—

Edgar Filing: CoreSite Realty Corp - Form 10-Q

NY2	8,432	18,121	—
LA2	9,488	87,263	28,191
DC2	12,325	—	24,563
LA1/LA4(1)	6,381	28,573	—
CH2(2)	7,567	—	—
SV8	26,286	—	58,000
Other	30,214	—	—
Total	\$ 164,979	176,000	160,591

- 
- (1) On April 20, 2018, we acquired U.S. Colo, a carrier-neutral, network-dense colocation provider, located in Los Angeles, California, for a purchase price of \$6.3 million, net of previously accrued legal expense. In connection with the U.S. Colo acquisition, we assumed a leasehold interest of 6,723 NRSF at our existing LA1 facility, which is included as part of the total NRSF at our LA1 operating property. We also acquired a leasehold interest of 21,850 NRSF at a nearby colocation data center facility, which we refer to as LA4.
- (2) On January 29, 2018, we acquired a two-acre land parcel located in downtown Chicago, Illinois, for a purchase price of \$4.5 million. We expect to build a 175,000 square foot turn-key data center building on the acquired land parcel, which we refer to as CH2, upon the receipt of necessary permits and entitlements.

Our aggregate NRSF available to lease in Chicago, Los Angeles, New York, Santa Clara and Northern Virginia, which historically have comprised our top five markets as measured by annualized rent, is currently lower than our historical NRSF available to lease in these markets as a percentage of total portfolio NRSF. We expect the data center projects currently under development in these markets, as set forth in the table above, as well as other projects held for development such as CH2 and LA3, to increase our aggregate NRSF available to lease in these markets during 2019 and

## Table of Contents

2020. The lower NRSF available to lease in these markets may compress our revenue and earnings growth rates until such time the additional NRSF under construction becomes available to lease and is leased up sufficiently to generate positive income and cash flow from such properties.

During the nine months ended September 30, 2018, we incurred approximately \$5.0 million in non-recurring investments, of which \$2.5 million is a result of internal information technology software development and the remaining \$2.5 million is a result of other non-recurring investments, such as remodel or upgrade projects.

During the nine months ended September 30, 2018, we incurred approximately \$4.3 million in tenant improvements, which relates to tenant-specific power installations at various properties.

During the nine months ended September 30, 2018, we incurred approximately \$10.2 million of recurring capital expenditures within our portfolio, of which \$1.4 million relates to the replacement and upgrade of an existing chiller system at our LA2 facility, \$1.8 million relates to the replacement and upgrade of a generator at our MI1 facility, and the remaining \$7.0 million is for other required equipment upgrades at our various facilities that have a future economic benefit.

### Factors that May Influence our Results of Operations

A complete discussion of factors that may influence our results of operations can be found in our Annual Report on Form 10-K for the year ended December 31, 2017, filed with the SEC on February 9, 2018, which is accessible on the SEC's website at [www.sec.gov](http://www.sec.gov).

Our ability to re-lease expiring space at rental rates equal to or in excess of current rental rates will impact our results of operations. We have 327 and 1,338 data center leases representing approximately 5.7% and 20.8% of the NRSF in our operating data center portfolio which are scheduled to expire during the remainder of 2018 and the year ending December 31, 2019, respectively. These leases represent current annualized rent of \$32.5 million and \$87.9 million with annualized rental rates of \$193 per NRSF and \$144 per NRSF expiring during the remainder of 2018 and the year ending December 31, 2019, respectively.

The amount of revenue generated by the properties in our portfolio depends on several factors, including our ability to lease available unoccupied and under construction space at attractive rental rates. As of September 30, 2018, we had approximately 451,000 NRSF of unoccupied or under construction data center space of which approximately 55,000 NRSF is leased with a future commencement date. The loss of multiple significant customers could have a material adverse effect on our results of operations because our top ten customers in the aggregate account for 29.6% of our



Edgar Filing: CoreSite Realty Corp - Form 10-Q

total operating NRSF and 35.5% of our total annualized rent. During the nine months ended September 30, 2018, we entered into new and expansion leases totaling approximately 126,000 NRSF. The following table summarizes our leasing activity during the nine months ended September 30, 2018:

	Three Months Ended	Number of Leases(1)	GAAP Annualized Rent (\$000)(2)	Total Leased NRSF(3)	GAAP Rental Rates(4)	GAAP Rent Growth(5)	
New/expansion leases commenced	September 30, 2018	127	\$ 5,869	36,576	\$ 160		
	June 30, 2018	145	6,531	33,938	192		
	March 31, 2018	129	16,184	81,636	184 (6)		
New/expansion leases signed	September 30, 2018	120	\$ 6,057	31,330	\$ 193		
	June 30, 2018	143	10,352	65,037	178 (6)		
	March 31, 2018	136	7,067	29,624	239		
Renewal leases signed	September 30, 2018	300	\$ 16,192	97,682	\$ 166	5.8	%
	June 30, 2018(7)	288	17,643	128,386	137	5.4	
	March 31, 2018	243	20,213	118,876	170	11.5	

(1) Number of leases represents each agreement with a customer; a lease agreement could include multiple spaces and a customer could have multiple leases.

Table of Contents

- (2) GAAP annualized rent represents the monthly average contractual rent as stated on customer contracts, multiplied by 12. This amount is inclusive of any one-time or non-recurring rent abatements and excludes power revenue, interconnection revenue and operating reimbursement.
- (3) Total leased NRSF is determined based on contractually leased square feet, including required data center support space (such as the mechanical, telecommunications and utility rooms) and building common areas.
- (4) GAAP rental rates represent GAAP annualized rent divided by leased NRSF.
- (5) GAAP rent growth represents the increase in rental rates on renewed leases commencing during the period, as compared with the previous period's rental rates for the same space.
- (6) During the second quarter of 2017, we signed a customer lease that commenced in the first quarter of 2018, which included contractual payments to reserve dedicated expansion space. The contractual reservation payments were included within GAAP annualized rent, but were excluded in calculating the GAAP annualized rent per leased NRSF rate. During the second quarter of 2018, the customer exercised its option to expand into the reserved expansion space. The second quarter of 2018 GAAP annualized rent signed includes only the incremental contractual payments; however, the rent per leased NRSF rate includes the entire GAAP annualized rent amount.
- (7) The previously reported results have been modified to correct a customer renewal at LA1 which occurred during the third quarter of 2018, but was reported during the second quarter of 2018.

## Results of Operations

In July 2018, the Financial Accounting Standards Board issued guidance codified in Accounting Standards Update (“ASU”) 2018-11, Leases – Targeted Improvements. As a result of ASU 2018-11, we have adjusted our condensed consolidated statements of operations to combine rental, power, tenant reimbursement and other revenue into a single rental, power, and related revenue line item. Refer to Item 1. Financial Statements — Note 2 — Summary of Significant Accounting Policies for additional information.

## Three Months Ended September 30, 2018, Compared to the Three Months Ended September 30, 2017

The discussion below relates to our financial condition and results of operations for the three months ended September 30, 2018, and 2017. A summary of our operating results for the three months ended September 30, 2018, and 2017, is as follows (in thousands):

	Three Months Ended		\$ Change	% Change	
	2018	2017			%
Operating revenue	\$ 139,180	\$ 123,068	\$ 16,112	13.1	%
Operating expense	104,707	92,269	12,438	13.5	
Operating income	34,473	30,799	3,674	11.9	
Interest expense	9,433	6,447	2,986	46.3	
Net income	25,020	24,288	732	3.0	

## Operating Revenue

Operating revenue during the three months ended September 30, 2018, and 2017, was as follows (in thousands):

	Three Months Ended September 30,		\$ Change	% Change	
	2018	2017			
Data center revenue:					
Rental, power, and related revenue	\$ 118,590	\$ 103,952	\$ 14,638	14.1	%
Interconnection revenue	17,701	16,201	1,500	9.3	
Total data center revenue	136,291	120,153	16,138	13.4	
Office, light-industrial and other revenue	2,889	2,915	(26)	(0.9)	
Total operating revenues	\$ 139,180	\$ 123,068	\$ 16,112	13.1	%

A majority of the increase in operating revenues was due to a \$14.6 million, or 14.1%, increase in data center rental, power, and related revenue during the three months ended September 30, 2018, compared to the 2017 period. The increase in data center rental, power, and related revenue is due primarily to the commencement of new and expansion leases of approximately 204,000 NRSF at an average rental rate of \$174 per NRSF during the twelve months ended September 30, 2018. The increase in operating revenues was also attributable to lease renewals of approximately 424,000 NRSF at a rent growth rate of 7.5% during the twelve months ended September 30, 2018. This increase was

Table of Contents

partially offset by the move-out of customer leases totaling approximately 106,000 NRSF at an average rental rate of \$158 per NRSF during the twelve months ended September 30, 2018.

In addition, interconnection revenue increased \$1.5 million, or 9.3%, during the three months ended September 30, 2018, compared to the 2017 period. The increase is primarily a result of a 6.5% increase in the volume of cross connects from new and existing customers during the twelve months ended September 30, 2018, and revenue increases resulting from customers migrating to our higher priced fiber cross connect product.

## Operating Expenses

Operating expenses during the three months ended September 30, 2018, and 2017, were as follows (in thousands):

	Three Months Ended		\$ Change	% Change	
	2018	2017			
Property operating and maintenance	\$ 41,161	\$ 37,091	\$ 4,070	11.0	%
Real estate taxes and insurance	4,699	2,622	2,077	79.2	
Depreciation and amortization	36,264	32,077	4,187	13.1	
Sales and marketing	5,180	4,643	537	11.6	
General and administrative	10,074	9,759	315	3.2	
Rent	7,329	6,077	1,252	20.6	
Total operating expenses	\$ 104,707	\$ 92,269	\$ 12,438	13.5	%

Property operating and maintenance expense increased \$4.1 million, or 11.0%, primarily as a result of an increase in power expense due to increased customer utilization related to the commencement of new and expansion leases during the twelve months ended September 30, 2018, which resulted in an 8.8% increase in occupied data center NRSF, partially offset by improvements in energy efficiency. In addition, maintenance expense increased due to 164,000 NRSF of data center space being placed into service during the twelve months ended September 30, 2018, and payroll and benefits expense increased due to an increase in facilities and operations headcount associated with the increased occupied data center NRSF. Additionally, pre-stabilized projects produce lower investment returns than stabilized properties due to operating and financing expenses being less dependent on occupancy levels than revenues. We expect property operating and maintenance expense to increase as we commence new and expansion leases and place new data center NRSF into service.

Real estate taxes and insurance increased \$2.1 million, or 79.2%, during the three months ended September 30, 2018, compared to the 2017 period, primarily as a result of increased real estate tax assessments across the majority of our markets.

Depreciation and amortization expense increased \$4.2 million, or 13.1%, during the three months ended September 30, 2018, compared to the 2017 period, primarily as a result of an increase in depreciation expense from approximately 164,000 NRSF of new data center expansion projects placed into service with a cost basis of approximately \$110.9 million.

Rent expense increased by \$1.3 million, or 20.6%, during the three months ended September 30, 2018, compared to the 2017 period, primarily due to increased rent expense as a result of the extension of the lease term related to our LA1 facility.

### Interest Expense

Interest expense for the three months ended September 30, 2018, and 2017, was as follows (in thousands):

	Three Months Ended		\$ Change	% Change	
	September 30, 2018	September 30, 2017			
Interest expense and fees	\$ 10,143	\$ 6,840	\$ 3,303	48.3	%
Amortization of deferred financing costs	637	445	192	43.1	
Capitalized interest	(1,347)	(838)	(509)	60.7	
Total interest expense	\$ 9,433	\$ 6,447	\$ 2,986	46.3	%
Percent capitalized	12.5 %	11.5 %			

Table of Contents

Interest expense increased \$3.0 million, or 46.3%, during the three months ended September 30, 2018, compared to the 2017 period, primarily as a result of the increase in overall debt outstanding, new construction placed in service, and increased interest rates. The total principal debt outstanding was \$1.1 billion and \$794.0 million as of September 30, 2018, and 2017, respectively. Our daily weighted average interest rate increased from 3.30% during the three months ended September 30, 2017, to 3.63% during the three months ended September 30, 2018.

#### Nine Months Ended September 30, 2018, Compared to the Nine Months Ended September 30, 2017

The discussion below relates to our financial condition and results of operations for the nine months ended September 30, 2018, and 2017. A summary of our operating results for the nine months ended September 30, 2018, and 2017, is as follows (in thousands):

	Nine Months Ended September 30,		\$ Change	% Change	
	2018	2017			
Operating revenue	\$ 405,246	\$ 355,875	\$ 49,371	13.9	%
Operating expense	298,333	264,730	33,603	12.7	
Operating income	106,913	91,145	15,768	17.3	
Interest expense	26,078	17,512	8,566	48.9	
Net income	80,865	73,483	7,382	10.0	

#### Operating Revenue

Operating revenue during the nine months ended September 30, 2018, and 2017, was as follows (in thousands):

	Nine Months Ended September 30,		\$ Change	% Change	
	2018	2017			
Data center revenue:					
Rental, power, and related revenue	\$ 344,745	\$ 300,932	\$ 43,813	14.6	%
Interconnection revenue	51,683	46,038	5,645	12.3	
Total data center revenue	396,428	346,970	49,458	14.3	
Office, light-industrial and other revenue	8,818	8,905	(87)	(1.0)	
Total operating revenues	\$ 405,246	\$ 355,875	\$ 49,371	13.9	%

A majority of the increase in operating revenues was due to a \$43.8 million, or 14.6%, increase in data center rental, power, and related revenue during the nine months ended September 30, 2018, compared to the 2017 period. The increase in data center rental, power, and related revenue is due primarily to the commencement of new and expansion leases of approximately 204,000 NRSF at an average rental rate of \$174 per NRSF during the twelve months ended September 30, 2018. The increase in operating revenues was also attributable to lease renewals of approximately 424,000 NRSF at a rent growth rate of 7.5% during the twelve months ended September 30, 2018. This increase was partially offset by the move-out of customer leases totaling approximately 106,000 NRSF at an average rental rate of \$158 per NRSF during the twelve months ended September 30, 2018.

In addition, interconnection revenue increased \$5.6 million, or 12.3%, during the nine months ended September 30, 2018, compared to the 2017 period. The increase is primarily a result of a 6.5% increase in the volume of cross connects from new and existing customers during the twelve months ended September 30, 2018, and revenue increases resulting from customers migrating to our higher priced fiber cross connect product.

Table of Contents

## Operating Expenses

Operating expenses during the nine months ended September 30, 2018, and 2017, were as follows (in thousands):

	Nine Months Ended		\$ Change	September 30,	
	2018	2017		% Change	%
Property operating and maintenance	\$ 112,870	\$ 98,098	\$ 14,772	15.1	%
Real estate taxes and insurance	14,329	10,950	3,379	30.9	
Depreciation and amortization	105,598	96,622	8,976	9.3	
Sales and marketing	15,629	13,560	2,069	15.3	
General and administrative	29,556	27,391	2,165	7.9	
Rent	20,276	17,970	2,306	12.8	
Transaction costs	75	139	(64)	(46.0)	
Total operating expenses	\$ 298,333	\$ 264,730	\$ 33,603	12.7	%

Property operating and maintenance expense increased \$14.8 million, or 15.1%, primarily as a result of an increase in power expense due to increased customer utilization related to the commencement of new and expansion leases during the twelve months ended September 30, 2018, which resulted in an 8.8% increase in occupied data center NRSF, partially offset by improvements in energy efficiency. In addition, maintenance expense increased due to 164,000 NRSF of data center space being placed into service during the twelve months ended September 30, 2018, and payroll and benefits expense increased due to an increase in facilities and operations headcount associated with the increased occupied data center NRSF. Pre-stabilized projects produce lower investment returns than stabilized properties due to operating and financing expenses being less dependent on occupancy levels than revenues. We expect property operating and maintenance expense to increase as we commence new and expansion leases and place new data center NRSF into service.

Real estate taxes and insurance increased \$3.4 million, or 30.9%, during the nine months ended September 30, 2018, compared to the 2017 period, primarily as a result of increased real estate tax assessments across the majority of our markets.

Depreciation and amortization expense increased \$9.0 million, or 9.3%, during the nine months ended September 30, 2018, compared to the 2017 period, primarily as a result of an increase in depreciation expense from approximately



164,000 NRSF of new data center expansion projects placed into service with a cost basis of approximately \$110.9 million.

Sales and marketing expense increased \$2.1 million, or 15.3%, during the nine months ended September 30, 2018, compared to the 2017 period, as a result of our adoption of the new lease accounting standard, which no longer allows us to capitalize approximately \$0.9 million of internal sales employees' compensation and payroll-related fringe benefits that are not incremental costs of signing a lease. Refer to Item 1. Financial Statements – Note 2 – Summary of Significant Accounting Policies for additional information. There was also an increase in payroll and benefits expense due to increased headcount.

General and administrative expense increased \$2.2 million, or 7.9%, during the nine months ended September 30, 2018, compared to the 2017 period, as a result of increased software license fees and payroll and benefits expenses.

Rent expense increased by \$2.3 million, or 12.8%, during the nine months ended September 30, 2018, compared to the 2017 period, primarily due to increased rent expense as a result of the extension of the lease term related to our LA1 facility.

Table of Contents

## Interest Expense

Interest expense for the nine months ended September 30, 2018, and 2017, was as follows (in thousands):

	Nine Months Ended		\$ Change	% Change	
	September 30,				
	2018	2017			
Interest expense and fees	\$ 27,857	\$ 18,511	\$ 9,346	50.5	%
Amortization of deferred financing costs	1,756	1,231	525	42.6	
Capitalized interest	(3,535)	(2,230)	(1,305)	58.5	
Total interest expense	\$ 26,078	\$ 17,512	\$ 8,566	48.9	%
Percent capitalized	11.9	% 11.3	%		

Interest expense increased \$8.6 million, or 48.9%, during the nine months ended September 30, 2018, compared to the 2017 period, primarily as a result of the increase in overall debt outstanding, new construction placed in service, and increased interest rates. The total principal debt outstanding was \$1.1 billion and \$794.0 million as of September 30, 2018, and 2017, respectively. Our daily weighted average interest rate increased from 3.12% during the nine months ended September 30, 2017, to 3.53% during the nine months ended September 30, 2018 primarily due to increased LIBOR for the period.

## Liquidity and Capital Resources

## Discussion of Cash Flows

Nine Months Ended September 30, 2018, Compared to the Nine Months Ended September 30, 2017

## Operating Activities

## Edgar Filing: CoreSite Realty Corp - Form 10-Q

Net cash provided by operating activities was \$188.7 million for the nine months ended September 30, 2018, compared to \$151.0 million for the nine months ended September 30, 2017. The increase of \$37.7 million, or 25%, was primarily due to the commencement of new and expansion leases of approximately 204,000 NRSF at an average rental rate of \$174 per NRSF, and the lease renewals of approximately 424,000 NRSF at a rent growth rate of 7.5%.

### Investing Activities

Net cash used in investing activities increased by \$48.1 million, or 38%, to \$175.1 million for the nine months ended September 30, 2018, compared to \$127.0 million for the nine months ended September 30, 2017. This increase was due primarily to higher construction spend on our VA3, DE1, NY2, LA2, and SV8 properties and the acquisition of CH2 land and U.S. Colo during the nine months ended September 30, 2018, compared to construction spending on active development projects during the nine months ended September 30, 2017.

### Financing Activities

Net cash used in financing activities was \$13.5 million during the nine months ended September 30, 2018, compared to net cash used in financing activities of \$23.7 million during the nine months ended September 30, 2017.

During the nine months ended September 30, 2018, we received cash proceeds from the 2023 Term Loan (as defined below) of \$150.0 million and we made net cash payments on the revolving credit facility of \$15.0 million.

During the nine months ended September 30, 2017, we received aggregate cash proceeds from the 2022 senior unsecured term loan and the 2024 senior unsecured notes of \$275.0 million and we made net cash payments on the revolving credit facility of \$175.0 million.

We paid \$143.8 million in dividends and distributions on our common stock and Operating Partnership units during the nine months ended September 30, 2018, compared to \$126.2 million during the nine months ended September 30, 2017,

Table of Contents

as a result of an increase in our nine month dividend from \$2.50 per share or unit paid during the nine months ended September 30, 2017, to \$2.99 per share or unit paid during the nine months ended September 30, 2018.

## Analysis of Liquidity and Capital Resources

We have an effective shelf registration statement that allows us to offer for sale various unspecified classes of equity and debt securities. As circumstances warrant, we may issue debt and/or equity securities from time to time on an opportunistic basis, dependent upon market conditions and available pricing. We make no assurance that we can issue and sell such securities on acceptable terms or at all.

Our short-term liquidity requirements primarily consist of funds needed for interest expense, operating costs, including utilities, site maintenance costs, real estate and personal property taxes, insurance, rental expenses, sales and marketing and general and administrative expenses, certain capital expenditures, including for the development of data center space and future distributions to common stockholders and holders of our common Operating Partnership units during the next twelve months.

As of September 30, 2018, we had \$5.3 million of cash and cash equivalents. Subject to our ability to obtain capital upon favorable terms, we estimate our anticipated development activity over the next twelve months will require approximately \$350 million to \$400 million of capital investment to expand our operating data center portfolio.

Our anticipated capital investment over the next twelve months includes the remaining estimated capital required to fund our current expansion projects under construction as of September 30, 2018, shown in the table below, as well as commencement of the first phases of development at CH2 and LA3, which we plan to begin during the fourth quarter of 2018 or first quarter of 2019:

Projects/Facilities	Metropolitan Market	Estimated Completion	NRSF	Costs Incurred to- Date	Estimated Total	Per NRSF	Perce Leas
TKD(1)							
DC2	Northern Virginia	Q4 2018	24,563	\$ 16,730	\$ 22,000	\$ 896	—
VA3 Phase 1B(2)	Northern Virginia	Q1 2019	49,837	56,735	110,000	2,207	—
LA2	Los Angeles	Q2 2019	28,191	433	21,000	745	100.0
SV8(2)	San Francisco Bay	Q3 2019	58,000	25,267	127,000	2,190	—
Total TKD			160,591	\$ 99,165	\$ 280,000		17.6

Deferred Expansion Capital	—	1,541	1,800
Total	160,591	\$ 100,706	\$ 281,800

- (1) Turn-Key Data Center (“TKD”) estimated development costs include two components: (1) general construction to ready the NRSF as data center space and (2) power, cooling and other infrastructure to provide the designed amount of power capacity for the project. Following development completion, incremental capital, referred to as Deferred Expansion Capital, may be invested to support existing or anticipated future customer utilization of NRSF within our operating data centers.
- (2) Includes a portion of the cost of infrastructure to support later phases of the development.

We expect to meet our short-term liquidity requirements, including our anticipated development activity over the next twelve months, through net cash on hand, cash provided by operations and by incurring additional indebtedness.

On April 19, 2018, our Operating Partnership and certain subsidiary co-borrowers amended and restated our previous credit agreement (as amended, the “Amended and Restated Credit Agreement”), in order to provide additional liquidity of \$250 million, which was used to pay down a portion of the current revolving credit facility balance, to fund continued development across our portfolio, and for general corporate purposes. The Amended and Restated Credit Agreement, among other things, (i) increases the revolving credit facility from \$350 million to \$450 million, (ii) extends the maturity of the revolving credit facility from June 24, 2019, to April 19, 2022, with a one year extension option, and (iii) establishes a \$150 million senior unsecured term loan maturing April 19, 2023 (the “2023 Term Loan”), which increases our total commitment under the Amended and Restated Credit Agreement from \$600 million to \$850 million. The accordion feature under the Amended and Restated Credit Agreement was also increased by \$150 million to \$350 million, which allows our Operating Partnership to increase the total commitment from \$850 million to \$1.2 billion, under specified circumstances, including securing capital from new or existing lenders. Refer to Item 1. Financial Statements — Note 7 — Debt for additional information.

Table of Contents

The total amount available for borrowing under our revolving credit facility is equal to the lesser of \$450.0 million or the availability calculated on our unencumbered asset pool. As of September 30, 2018, there was \$154.5 million of borrowings outstanding, and \$4.9 million outstanding under letters of credit. Therefore, \$290.6 million remained available for us to borrow under our revolving credit facility as of September 30, 2018.

Our long-term liquidity requirements primarily consist of the costs to fund the Reston Campus Expansion, the SV8, LA3, and CH2 developments, Deferred Expansion Capital, additional phases of our current projects under construction, future development of other space in our portfolio not currently scheduled, property acquisitions, future distributions to common stockholders and holders of our common Operating Partnership units, scheduled debt maturities and other capital expenditures. We expect to meet our long-term liquidity requirements through net cash provided by operations, after payment of dividends, and by incurring long-term indebtedness, such as drawing on our revolving credit facility, exercising our senior unsecured term loan accordion features or entering into new debt agreements with our bank group or existing and new accredited investors. We also may raise capital in the future through the issuance of additional equity or debt securities, subject to prevailing market conditions, and/or through the issuance of common Operating Partnership units. However, there is no assurance that we will be able to successfully raise additional capital on acceptable terms or at all.

## Indebtedness

A summary of outstanding indebtedness as of September 30, 2018, and December 31, 2017, is as follows (in thousands):

	Interest Rate	Maturity Date	September 30, 2018	December 31, 2017
Revolving credit facility	3.71% and 3.11% at September 30, 2018, and December 31, 2017, respectively	April 19, 2022	\$ 154,500	\$ 169,500
2020 Senior unsecured term loan	3.24% and 3.00% at September 30, 2018, and December 31, 2017, respectively	June 24, 2020	150,000	150,000
2021 Senior unsecured term loan	3.66% and 3.06% at September 30, 2018, and December 31, 2017, respectively	February 2, 2021	100,000	100,000
2022 Senior unsecured term loan	3.47% and 3.04% at September 30, 2018, and December 31, 2017, respectively	April 19, 2022	200,000	200,000
	3.89% at September 30, 2018		150,000	—

Edgar Filing: CoreSite Realty Corp - Form 10-Q

2023 Senior unsecured term loan		April 19, 2023		
2023 Senior unsecured notes	4.19% at September 30, 2018, and December 31, 2017, respectively	June 15, 2023	150,000	150,000
2024 Senior unsecured notes	3.91% at September 30, 2018, and December 31, 2017, respectively	April 20, 2024	175,000	175,000
Total principal outstanding			1,079,500	944,500
Unamortized deferred financing costs			(6,021)	(4,930)
Total debt			\$ 1,073,479	\$ 939,570

As of September 30, 2018, we were in compliance with the financial covenants under our revolving credit facility, senior unsecured term loans and senior unsecured notes. For additional information with respect to our outstanding indebtedness as of September 30, 2018, and December 31, 2017, as well as the available borrowing capacity under our existing revolving credit facility, debt covenant requirements, and future debt maturities, refer to Item 1. Financial Statements — Note 7 — Debt.

#### Funds From Operations

We consider funds from operations (“FFO”), a non-GAAP measure, to be a supplemental measure of our performance which should be considered along with, but not as an alternative to, net income and cash provided by operating activities as a measure of operating performance and liquidity. We calculate FFO in accordance with the standards established by the National Association of Real Estate Investment Trusts (“Nareit”). Nareit defined FFO represents net income (computed in accordance with GAAP), excluding gains (or losses) from sales of property and undepreciated land and impairment write-downs of depreciable real estate, plus real estate related depreciation and amortization (excluding

Table of Contents

amortization of deferred financing costs) and after adjustments for unconsolidated partnerships and joint ventures. FFO attributable to common shares and units represents FFO less preferred stock dividends declared and original issuance costs associated with redeemed preferred stock during the period.

Our management uses FFO as a supplemental performance measure because, in excluding real estate related depreciation and amortization and gains and losses from property dispositions, it provides a performance measure that, when compared year over year, captures trends in occupancy rates, rental rates and operating costs.

We offer this measure because we recognize that FFO will be used by investors as a basis to compare our operating performance with that of other REITs. However, because FFO excludes real estate related depreciation and amortization and captures neither the changes in the value of our properties that result from use or market conditions, nor the level of capital expenditures and capitalized leasing commissions necessary to maintain the operating performance of our properties, all of which have real economic effect and could materially impact our financial condition and results from operations, the utility of FFO as a measure of our performance is limited. FFO is a non-GAAP measure and should not be considered a measure of liquidity, an alternative to net income, cash provided by operating activities or any other performance measure determined in accordance with GAAP, nor is it indicative of funds available to fund our cash needs, including our ability to pay dividends or make distributions. In addition, our calculations of FFO are not necessarily comparable to FFO as calculated by other REITs that do not use the same definition or implementation guidelines or interpret the Nareit standards differently from us. Investors in our securities should not rely on these measures as a substitute for any GAAP measure, including net income. The following table provides a reconciliation of our net income to FFO:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Net income	\$ 25,020	\$ 24,288	\$ 80,865	\$ 73,483
Real estate depreciation and amortization	34,928	30,727	101,605	92,635
FFO	59,948	55,015	182,470	166,118
Preferred stock dividends	—	(2,084)	—	(6,253)
FFO attributable to common shares and units	\$ 59,948	\$ 52,931	\$ 182,470	\$ 159,865
FFO per common share and OP unit - diluted	\$ 1.25	\$ 1.10	\$ 3.80	\$ 3.34

## Distribution Policy

In order to comply with the REIT requirements of the Internal Revenue Code of 1986, as amended (the “Code”), we generally are required to make annual distributions to our stockholders of at least 90% of our net taxable income. Our common stock distribution policy is to distribute as dividends, at a minimum, a percentage of our cash flow that ensures that we will meet the distribution requirements of the Code and any subsequent increases and/or anticipated increases are correlated to increases in our growth of cash flow.



We have made distributions every quarter since our initial public offering. During the nine months ended September 30, 2018, we declared quarterly dividends totaling \$3.04 per share of common stock and Operating Partnership unit.

While we plan to continue to make quarterly distributions, no assurances can be made as to the frequency or amounts of any future distributions. The payment of common stock distributions is dependent upon our financial condition, operating results and REIT distribution requirements and may be adjusted at the discretion of our Board of Directors during the year.

#### Critical Accounting Policies

Our discussion and analysis of our financial condition and results of operations are based upon our condensed consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these condensed consolidated financial statements in conformity with GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amount of revenues and expenses during the reporting period. Our actual results may differ from these estimates.

Effective January 1, 2018, we adopted Accounting Standards Codification (“ASC”) Topic 606, Revenue Recognition – Revenue from Contracts with Customers and ASC Topic 842, Leases, which resulted in changes to our critical

Table of Contents

accounting policy relating to revenue recognition and the addition of a critical accounting policy relating to lease accounting. Refer to Item 1. Financial Statements – Note 2 – Summary of Significant Accounting Policies for additional information regarding the new and updated policies as a result of the adoption of ASC Topic 606 and ASC Topic 842.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Market risk refers to the risk of loss from adverse changes in market prices and interest rates. The primary market risk to which we believe we are exposed is interest rate risk. Our future income, cash flows and fair values relevant to financial instruments are dependent upon prevalent market interest rates. Many factors, including governmental monetary and tax policies, domestic and international economic and political considerations and other factors that are beyond our control contribute to interest rate risk.

As of September 30, 2018, we had \$754.5 million of consolidated principal debt outstanding that bore variable interest based on one-month LIBOR. As of September 30, 2018, we have three interest rate swap agreements in place to fix the interest rate on \$200 million of our one-month LIBOR variable rate debt. Our interest rate risk not covered by an interest rate swap agreement is \$554.5 million of variable rate debt outstanding as of September 30, 2018. See additional discussion in Item 1. Financial Statements — Note 8 — Derivatives and Hedging Activities.

We monitor our market interest rate risk exposures using a sensitivity analysis. Our sensitivity analysis estimates the exposure to market interest rate risk sensitive instruments assuming a hypothetical 1% change in interest rates on our \$554.5 million of unhedged variable rate debt. If interest rates were to increase or decrease by 1%, the corresponding increase or decrease, as applicable, in interest expense on our unhedged variable rate debt would increase or decrease, as applicable, future earnings and cash flows by approximately \$5.5 million per year.

These analyses do not consider the effect of any change in overall economic activity that could impact interest rates. Further, in the event of an increase in interest rates of significant magnitude, we may take actions to further mitigate our exposure to the change. However, due to the uncertainty of the specific actions that would be taken and their possible effects, these analyses assume no changes in our financial structure.

**ITEM 4. CONTROLS AND PROCEDURES**

## Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as such term is defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) that are designed to ensure that information required to be disclosed in our reports under the Exchange Act is processed, recorded, summarized and reported within the time periods specified in the SEC's rules and regulations and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As of September 30, 2018, we carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and our Chief Financial Officer, regarding the effectiveness of our disclosure controls and procedures. Based on the foregoing, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were effective as of September 30, 2018.

## Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15(d)-15(f) under the Exchange Act) that occurred during the three months ended September 30, 2018, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

In the ordinary course of our business, we are subject to claims and administrative proceedings. We are not presently party to any proceeding which we believe to be material or which we would expect to have, individually or in the aggregate, a material adverse effect on our business, financial condition, cash flows or results of operations.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors included in the section entitled “Risk Factors” of our Annual Report on Form 10-K for the year ended December 31, 2017, filed with the SEC on February 9, 2018, which is accessible on the SEC’s website at [www.sec.gov](http://www.sec.gov).

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

SALES OF UNREGISTERED EQUITY SECURITIES

None.

REPURCHASES OF EQUITY SECURITIES

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

44

---

Table of Contents

ITEM 6. EXHIBITS

Exhibit Number	Description
3.1	<u>Articles of Amendment and Restatement of CoreSite Realty Corporation.(1)</u>
3.2	<u>Amended and Restated Bylaws of CoreSite Realty Corporation.(2)</u>
4.1	<u>Specimen certificate representing the Common Stock of CoreSite Realty Corporation.(3)</u>
10.1	<u>Second Amendment to Sublease, dated July 30, 2018, between GI TC One Wilshire Services, LLC and CoreSite One Wilshire, L.L.C. (formerly known as CRG West One Wilshire, L.L.C.)</u>
31.1	<u>Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2	<u>Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
32.1	<u>Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
32.2	<u>Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.

---

(1) Incorporated by reference to our Registration Statement (Amendment No. 7) on Form S-11 (Registration No. 333-166810) filed on September 22, 2010.

(2) Incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K filed on March 9, 2017.

(3) Incorporated by reference to our Post-Effective Amendment to our Registration Statement on Form S-11 (Registration No. 333-166810) filed on September 22, 2010.

(4) Incorporated by reference to our Current Report on Form 8-K filed on March 9, 2017.

(5) Incorporated by reference to our Current Report on Form 8-K filed on April 20, 2018.

(6) Incorporated by reference to our Current Report on Form 8-K filed on June 13, 2018.

(7) Incorporated by reference to our Current Report on Form 8-K filed on July 2, 2018.



Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CORESITE REALTY  
CORPORATION

Date: October 26, 2018      By: /s/ Jeffrey S. Finnin  
Jeffrey S. Finnin  
Chief Financial Officer  
(Principal Financial Officer)

By: /s/ Mark R. Jones  
Mark R. Jones  
Chief Accounting Officer  
(Principal Accounting Officer)