CoreSite Realty Corp
Form 10-Q
July 27, 2018
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended June 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	27-1925611
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post 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 (Do not check if a smaller reporting company)	Smaller reporting company
	Emerging growth company

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

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

The number of shares of common stock outstanding at July 25, 2018, was 34,455,347.

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CORESITE REALTY CORPORATION

FORM 10-Q

FOR THE QUARTER ENDED June 30, 2018

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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)

	June 30, 2018	December 31, 2017
ASSETS		
Investments in real estate:		
Land	$ 97,636	$ 97,258
Buildings and improvements	1,689,569	1,561,056
	1,787,205	1,658,314
Less: Accumulated depreciation and amortization	(530,528)	(473,141)
Net investment in operating properties	1,256,677	1,185,173
Construction in progress	146,236	162,903
Net investments in real estate	1,402,913	1,348,076
Operating lease right-of-use assets	181,195	92,984
Cash and cash equivalents	2,834	5,247
Accounts and other receivables, net of allowance for doubtful accounts of $946 and $1,094 as of June 30, 2018, and December 31, 2017, respectively	25,064	28,875
Lease intangibles, net of accumulated amortization of $9,234 and $8,585 as of June 30, 2018, and December 31, 2017, respectively	8,259	6,314
Goodwill	40,646	40,646
Other assets, net	106,187	103,501
Total assets	$ 1,767,098	$ 1,625,643
LIABILITIES AND EQUITY		
Liabilities:		
Debt, net of unamortized deferred financing costs of $6,428 and $4,930 as of June 30, 2018, and December 31, 2017, respectively	$ 1,030,536	$ 939,570
Operating lease liabilities	191,494	102,912
Accounts payable and accrued expenses	71,404	77,170
Accrued dividends and distributions	51,760	48,976
Acquired below-market lease contracts, net of accumulated amortization of $5,984 and $5,608 as of June 30, 2018, and December 31, 2017, respectively	3,183	3,504
Unearned revenue, prepaid rent and other liabilities	34,121	34,867

Total liabilities	1,382,498	1,206,999
Stockholders' equity:		
Common Stock, par value $0.01, 100,000,000 shares authorized and 34,459,728 and 34,240,815 shares issued and outstanding at June 30, 2018, and December 31, 2017, respectively	340	338
Additional paid-in capital	463,887	457,495
Accumulated other comprehensive income	1,291	753
Distributions in excess of net income	(207,048)	(177,566)
Total stockholders' equity	258,470	281,020
Noncontrolling interests	126,130	137,624
Total equity	384,600	418,644
Total liabilities and equity	$ 1,767,098	$ 1,625,643

See accompanying notes to condensed consolidated financial statements.

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CORESITE REALTY CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Operating revenues:				
Data center revenue:				
Rental revenue	$ 74,143	$ 64,853	$ 145,176	$ 129,104
Power revenue	38,986	32,410	75,389	63,271
Interconnection revenue	17,422	15,325	33,982	29,837
Tenant reimbursement and other	3,018	2,329	5,590	4,605
Office, light-industrial and other revenue	2,878	2,969	5,929	5,990
Total operating revenues	136,447	117,886	266,066	232,807
Operating expenses:				
Property operating and maintenance	37,861	31,781	71,709	61,007
Real estate taxes and insurance	4,693	3,824	9,630	8,328
Depreciation and amortization	35,558	32,207	69,334	64,545
Sales and marketing	5,369	4,414	10,449	8,917
General and administrative	10,297	9,508	19,482	17,632
Rent	6,547	5,931	12,947	11,893
Transaction costs	19	139	75	139
Total operating expenses	100,344	87,804	193,626	172,461
Operating income	36,103	30,082	72,440	60,346
Interest expense	(8,907)	(5,958)	(16,645)	(11,065)
Income before income taxes	27,196	24,124	55,795	49,281
Income tax benefit (expense)	83	11	50	(86)
Net income	$ 27,279	$ 24,135	$ 55,845	$ 49,195
Net income attributable to noncontrolling interests	7,890	6,407	16,154	13,091
Net income attributable to CoreSite Realty Corporation	$ 19,389	$ 17,728	$ 39,691	$ 36,104
Preferred stock dividends	—	(2,085)	—	(4,169)
Net income attributable to common shares	$ 19,389	$ 15,643	$ 39,691	$ 31,935
Net income per share attributable to common shares:				
Basic	$ 0.57	$ 0.46	$ 1.17	$ 0.95
Diluted	$ 0.57	$ 0.46	$ 1.16	$ 0.94
Weighted average common shares outstanding				
Basic	34,049,391	33,835,727	33,992,792	33,698,022
Diluted	34,220,321	34,053,816	34,183,408	34,009,930

See accompanying notes to condensed consolidated financial statements.

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CORESITE REALTY CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(unaudited and in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Net income	$ 27,279	$ 24,135	$ 55,845	$ 49,195
Other comprehensive income (loss):				
Unrealized gain (loss) on derivative contracts	224	(323)	833	(10)
Reclassification of other comprehensive income (loss) to interest expense	(44)	170	(76)	467
Comprehensive income	27,459	23,982	56,602	49,652
Comprehensive income attributable to noncontrolling interests	7,942	6,363	16,373	13,224
Comprehensive income attributable to CoreSite Realty Corporation	$ 19,517	$ 17,619	$ 40,229	$ 36,428

See accompanying notes to condensed consolidated financial statements.

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CORESITE REALTY CORPORATION

CONDENSED CONSOLIDATED STATEMENT OF EQUITY

(unaudited and in thousands except share data)

	Common Shares		Additional Paid-in	Accumulated Other Comprehensive Income (Loss)	Distributions in Excess of	Total Stockholders'	Noncontrolling	Total
	Number	Amount	Capital		Net Income	Equity	Interests	Equity
Balance at January 1, 2018	34,240,815	$ 338	$ 457,495	$ 753	$ (177,566)	$ 281,020	$ 137,624	$ 418,644
Redemption of noncontrolling interests	7,056	—	70	—	—	70	(70)	—
Issuance of stock awards, net of forfeitures	198,976	—	—	—	—	—	—	—
Exercise of stock options	12,881	—	219	—	—	219	—	219
Share-based compensation	—	2	6,103	—	—	6,105	—	6,105
Dividends and distributions	—	—	—	—	(69,173)	(69,173)	(27,797)	(96,970)
Net income	—	—	—	—	39,691	39,691	16,154	55,845
Other comprehensive income	—	—	—	538	—	538	219	757
Balance at June 30, 2018	34,459,728	$ 340	$ 463,887	$ 1,291	$ (207,048)	$ 258,470	$ 126,130	$ 384,600

See accompanying notes to condensed consolidated financial statements.

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CORESITE REALTY CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited and in thousands)

	Six Months Ended June 30,	
	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$ 55,845	$ 49,195
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	69,334	64,545
Amortization of above/below market leases	(339)	(251)
Amortization of deferred financing costs	1,119	786
Share-based compensation	5,812	4,171
Bad debt expense	(88)	347
Changes in operating assets and liabilities:		
Accounts receivable	4,183	3,220
Deferred rent receivable	(2,667)	(2,548)
Deferred leasing costs	(5,976)	(6,758)
Other assets	(2,211)	(8,751)
Accounts payable and accrued expenses	(341)	990
Unearned revenue, prepaid rent and other liabilities	(746)	(722)
Operating leases	442	1,711
Net cash provided by operating activities	124,367	105,935
CASH FLOWS FROM INVESTING ACTIVITIES		
Tenant improvements	(2,667)	(4,809)
Real estate improvements	(107,093)	(85,333)
Acquisition of CH2 land	(4,383)	—
Acquisition of U.S. Colo, net of cash received	(6,298)	—
Net cash used in investing activities	(120,441)	(90,142)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from exercise of stock options	219	4,678
Proceeds from revolving credit facility	122,500	75,000
Payments on revolving credit facility	(180,036)	(269,000)
Proceeds from unsecured debt	150,000	275,000
Payments of loan fees and costs	(4,837)	(2,410)
Dividends and distributions	(94,185)	(81,156)
Net cash provided by (used in) financing activities	(6,339)	2,112
Net change in cash and cash equivalents	(2,413)	17,905
Cash and cash equivalents, beginning of period	5,247	4,429
Cash and cash equivalents, end of period	$ 2,834	$ 22,334
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid for interest, net of capitalized amounts	$ 15,419	$ 9,271
Cash paid for operating lease liabilities	$ 10,628	$ 10,271
NON-CASH INVESTING AND FINANCING ACTIVITY		

Construction costs payable capitalized to real estate	$ 26,868	$ 4,079
Accrual of dividends and distributions	$ 51,760	$ 46,180
NON-CASH OPERATING ACTIVITY		
Lease liabilities arising from obtaining right-of-use assets	$ 96,790	$ 8,330

See accompanying notes to condensed consolidated financial statements.

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CORESITE REALTY CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

June 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 June 30, 2018, the Company owns a 71.1% common interest in our Operating Partnership, and affiliates of The Carlyle Group and others own a 28.9% 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 six months ended June 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, including power, interconnection, and tenant reimbursement revenue. 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, Contracts with Customers.

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

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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.

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 change our previously reported condensed consolidated statements of operations and 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.

Statement of Cash Flows

In August 2016, the FASB issued guidance codified in Accounting Standards Update ("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.

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

Leases – Targeted Improvements

In January 2018, the FASB proposed an ASU for targeted improvements to lease accounting. The proposed ASU provides a practical expedient which allows lessors to not separate nonlease components from the related lease components if both the timing and pattern of revenue recognition are the same for the nonlease component(s) and related lease component, and the combined single lease component would be classified as an operating lease. The FASB has deliberated on the comment letters received and approved additional clarifications to the proposed ASU, including allowing lessors to apply the practical expedient to all existing leases on a retrospective or prospective basis. We intend to elect the practical expedient and combine our lease and nonlease components that meet the defined criteria once the FASB issues the ASU. After election of this practical expedient, we plan to adjust our condensed consolidated statements of operations to present our revenues as follows:

	Currently Reported	Anticipated Adjustment	Adjusted Presentation
Condensed Consolidated Statement of Operations			
Three Months Ended June 30, 2018			
Rental revenue	$ 74,143	$ (74,143)	$ —
Power revenue	38,986	(38,986)	—
Tenant reimbursement and other	3,018	(3,018)	—
Rental, power, and related revenue	—	116,147	116,147
Three Months Ended June 30, 2017			
Rental revenue	$ 64,853	$ (64,853)	$ —
Power revenue	32,410	(32,410)	—
Tenant reimbursement and other	2,329	(2,329)	—
Rental, power, and related revenue	—	99,592	99,592
Six Months Ended June 30, 2018			

Rental revenue	$ 145,176	$ (145,176)	$ —
Power revenue	75,389	(75,389)	—
Tenant reimbursement and other	5,590	(5,590)	—
Rental, power, and related revenue	—	226,155	226,155
Six Months Ended June 30, 2017			
Rental revenue	$ 129,104	$ (129,104)	$ —
Power revenue	63,271	(63,271)	—
Tenant reimbursement and other	4,605	(4,605)	—
Rental, power, and related revenue	—	196,980	196,980

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

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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 $1.1 million and $0.8 million for the three months ended June 30, 2018, and 2017, respectively. Capitalized interest costs were $2.2 million and $1.4 million for the six months ended June 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

Depreciation expense was $30.8 million and $26.7 million for the three months ended June 30, 2018, and 2017, respectively. Depreciation expense was $59.9 million and $53.5 million for the six months ended June 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

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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 six months ended June 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 June 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 six months ended June 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.

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 $3.9 million and $4.0 million for the three months ended June 30, 2018, and 2017, respectively. Amortization of initial direct costs was $7.8 million and $8.1 million for the six months ended June 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 June 30, 2018, and December 31, 2017 (in thousands):

	June 30, 2018	December 31, 2017
Internal sales commissions	$ 16,118	$ 17,402
Third party commissions	10,502	11,802
Other	679	775
Total	$ 27,299	$ 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 loan 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

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

Revenue Recognition

We derive our revenues from leases with customers for data center and office and light-industrial space. Our data center leases include rental revenue lease components and nonlease revenue components, such as power.

Data center lease rental revenue and power arrangements are included within a single contract, which requires that we allocate the transaction consideration to each lease and nonlease component on a relative standalone selling price basis. In instances where standalone selling prices are not directly observable, such as when we do not sell the product or service separately, we determine our standalone selling prices by maximizing our use of observable inputs as well as various market conditions. We typically have more than one standalone selling price for individual services due to

the variability of the pricing of those services based on market, building, and customer specific conditions. We estimate standalone selling prices based on the contractual prices charged to customers and allocate discounts proportionately when necessary.

Interconnection revenue and other data center services revenue are accounted for as separate contracts that are generally month-to-month or a point-in-time service and are not combined with lease and power arrangements.

Lessor Rental Revenue

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 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 our condensed consolidated balance sheets.

Power Revenue

Customer power arrangements are coterminous with the customer’s underlying lease and have the same pattern of transfer over the lease term. In general, we provide two power products, including a fixed (breakered-amperage) and variable (sub-metered) model. Over the lease term, monthly power services are substantially the same and we account for the nonlease component as a series of distinct services.

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For our fixed power arrangements, a customer is billed and pays a fixed monthly fee per committed available amount of connected power. The customer simultaneously receives and consumes the power benefits we provide over the lease term and we recognize power revenue on a straight-line basis over the lease term.

For our variable power arrangements, a customer pays us variable monthly fees for the specific amount of power utilized at the current utility rates. Customers have the flexibility to increase or decrease the amount of power consumed, and therefore "sub-metered power" revenue is constrained at contract inception. We recognize 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.

Interconnection Revenue

Interconnection services are generally contracted on a month-to-month basis cancellable by the customer at any time. We recognize revenue each month as these services are delivered to and utilized by our customers.

Tenant Reimbursement and Other Revenue

Some of our leases contain provisions under which our customers reimburse us for common area maintenance and other executory costs. Such tenant reimbursements are recognized in the period that the expenses are recognized. 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 service are delivered to and utilized by our customers.

A provision for uncollectible accounts is recorded if a receivable balance relating to contractual rent, rent recorded on a straight-line basis, tenant reimbursements or other billed amounts is considered by management to be uncollectible. At June 30, 2018, and December 31, 2017, the allowance for doubtful accounts totaled $0.9 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.

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 liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. Variable lease payments are excluded from the ROU assets and lease liabilities and are recognized in 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 June 30, 2018, and December 31, 2017, the amount

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included in unearned revenue, prepaid rent and other liabilities on the condensed consolidated balance sheets was $1.5 million at each date.

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 June 30, 2018, and December 31, 2017, the gross deferred income taxes were not material.

We currently have no liabilities for uncertain income tax positions. The earliest tax year for which we are subject to examination is 2014.

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.

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3. Investment in Real Estate

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

Market	Land	Buildings and Improvements	Construction in Progress	Total Cost
Boston	$ 5,154	$ 106,981	$ 445	$ 112,580
Chicago(1)	5,493	113,068	5,258	123,819
Denver	—	27,610	1,593	29,203
Los Angeles(2)	28,467	331,820	13,161	373,448
Miami	728	11,745	1,383	13,856
New York	2,729	148,833	35,431	186,993
Northern Virginia	23,679	325,068	70,555	419,302
San Francisco Bay	31,386	624,444	18,410	674,240
Total	$ 97,636	$ 1,689,569	$ 146,236	$ 1,933,441

(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 June 30, 2018, and December 31, 2017 (in thousands):

	June 30, 2018	December 31, 2017
Deferred rent receivable	$ 42,705	$ 40,038
Initial direct costs	27,299	29,979
Internal-use software	17,665	17,477
Prepaid expenses	6,745	6,770
Corporate furniture, fixtures and equipment	5,686	6,408
Deferred financing costs - revolving credit facility	3,311	957
Other	2,776	1,872

Total	$ 106,187	$ 103,501

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 options at this time. The weighted-average remaining lease term for our operating leases was ten years and five years at June 30, 2018, and December 31, 2017, respectively. The weighted-average discount rate was 4.9% and 4.8% at June 30, 2018, and December 31, 2017.

On June 30, 2018, we extended the term of approximately 160,000 NRSF of our existing LA1 space from July 2022 to July 2029. As a result of this modification, we re-measured the lease liability and adjusted the ROU asset by $91.4 million. We also expanded our LA1 facility by leasing an additional 17,238 square feet, which we plan to convert into turn-key data center space. We expect this lease to commence once we obtain control of the space and start construction activities in the second half of 2018 with a lease term through July 2029, concurrent with our existing space. In addition, we assumed a $5.3 million lease liability and ROU asset associated with the acquisition of U.S. Colo in April 2018.

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Lease expense:				
Operating lease expense	$ 5,418	$ 5,089	$ 10,645	$ 10,178
Variable lease expense	1,129	842	2,302	1,715
Rent expense	$ 6,547	$ 5,931	$ 12,947	$ 11,893

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

Period / Year Ending December 31,	Operating Leases
2018	$ 11,848
2019	24,282
2020	24,651
2021	24,406
2022	24,035
Thereafter	136,507
Total lease payments	$ 245,729
Less imputed interest	(54,235)
Total	$ 191,494

6. Contracts with Customers

The future minimum lease payments to be received under noncancelable operating leases and the minimum payments to be received for our fixed contracted power services in effect at June 30, 2018, are as follows (in thousands):

Period / Year Ending December 31,	Rent	Power
2018	$ 136,873	$ 37,124

2019	216,169	47,118
2020	149,240	24,945
2021	113,350	13,711
2022	86,292	7,755
Thereafter	170,391	4,561
Total	$ 872,315	$ 135,214

In addition to our fixed minimum lease and power service payments, we receive monthly fees for variable power arrangements, interconnection services and tenant reimbursements.

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7. Debt

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

	Interest Rate	Maturity Date	June 30, 2018	December 31, 2017
Revolving credit facility	3.54% and 3.11% at June 30, 2018, and December 31, 2017, respectively	April 19, 2022	$ 111,964	$ 169,500
2020 Senior unsecured term loan(1)	3.16% and 3.00% at June 30, 2018, and December 31, 2017, respectively	June 24, 2020	150,000	150,000
2021 Senior unsecured term loan	3.49% and 3.06% at June 30, 2018, and December 31, 2017, respectively	February 2, 2021	100,000	100,000
2022 Senior unsecured term loan(2)	3.34% and 3.04% at June 30, 2018, and December 31, 2017, respectively	April 19, 2022	200,000	200,000
2023 Senior unsecured term loan(3)	3.80% at June 30, 2018	April 19, 2023	150,000	—
2023 Senior unsecured notes	4.19% at June 30, 2018, and December 31, 2017, respectively	June 15, 2023	150,000	150,000
2024 Senior unsecured notes	3.91% at June 30, 2018, and December 31, 2017, respectively	April 20, 2024	175,000	175,000
Total principal outstanding		`	1,036,964	944,500
Unamortized deferred financing costs			(6,428)	(4,930)
Total debt			$ 1,030,536	$ 939,570

(1) Our Operating Partnership has in place a swap agreement with respect to the 2020 Term Loan (as defined below) 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. 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 June 30, 2018, is 3.16%. 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) 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 June 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 June 30, 2018, is 3.34%. 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) 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 June 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 June 30, 2018, is 3.80%. See Note 8 – Derivatives and Hedging Activities.

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.

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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 June 30, 2018, our Operating Partnership's leverage ratio was 24.3% 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 June 30, 2018, the borrowing capacity was $450.0 million. As of June 30, 2018, $112.0 million was borrowed and outstanding, $4.9 million was outstanding under letters of credit, and therefore $333.1 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 June 30, 2018, was 24.3%
- a maximum secured debt ratio (defined as total consolidated secured debt to total gross asset value) of 40%, which, as of June 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 June 30, 2018, was 7.9 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 (each as defined herein), the 2023 Notes, and the 2024 Notes 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 June 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 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 June 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 June 30, 2018, the Operating Partnership's leverage ratio was 24.3% 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 June 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

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basis points to 100 basis points, each depending on our Operating Partnership's leverage ratio. At June 30, 2018, our Operating Partnership's leverage ratio was 24.3% 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 June 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 June 30, 2018, our Operating Partnership's leverage ratio was 24.3% 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 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.

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 June 30, 2018, our Operating Partnership's leverage ratio was 24.3% and the interest rate was LIBOR plus 140 basis points.

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

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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 June 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 June 30, 2018, we were in compliance with all of the financial covenants under the 2024 Note Purchase Agreement.

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	311,964
Thereafter	475,000
Total principal outstanding	1,036,964
Unamortized deferred financing costs	(6,428)
Total debt, net	$ 1,030,536

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.

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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 June 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 June 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 a gain of $0.2

million and a loss of $0.3 million for the three months ended June 30, 2018, and 2017, respectively, and were a gain of $0.8 million and a loss of less than $0.1 million for the six months ended June 30, 2018, and 2017, respectively. The amounts reclassified from other comprehensive income (loss) to interest expense on the condensed consolidated statements of operations were less than ($0.1) million and $0.2 million for the three months ended June 30, 2018, and 2017, respectively, and were ($0.1) million and $0.5 million for the six months ended June 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 $8.9 million and $6.0 million for the three months ended June 30, 2018, and 2017, respectively, and $16.6 million and $11.1 million for the six months ended June 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 July 1, 2018, we estimate that $0.7 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 $1.9 million and $1.1 million in derivative assets recognized in other assets in our condensed consolidated balance sheets as of June 30, 2018, and December 31, 2017, respectively.

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9. Stockholders' Equity

We announced the following dividends per share on our common stock during the six months ended June 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
Total			$ 2.01

10. Noncontrolling Interests — Operating Partnership

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 June 30, 2018, and December 31, 2017:

	June 30, 2018			December 31, 2017		
	Number of Units	Percentage of Total		Number of Units	Percentage of Total	
CoreSite Realty Corporation	33,986,299	71.1	%	33,826,264	71.0	%
Noncontrolling interests	13,829,280	28.9		13,836,336	29.0	
Total	47,815,579	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 six months ended June 30, 2018, we issued 160,035 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 for the six months ended June 30, 2018, received distributions of $2.01 per unit, payable in correlation with declared dividends on common stock.

The redemption value of the noncontrolling interests at June 30, 2018, was $1.5 billion based on the closing price of the Company's common stock of $110.82 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"). 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 June 30, 2018, 2,844,780 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.

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

	Number of Shares Subject to Option	Weighted-Average Exercise Price
Options outstanding, December 31, 2017	67,789	$ 19.12
Granted	—	—
Exercised	(12,881)	17.04
Forfeited	—	—
Expired	—	—
Options outstanding, June 30, 2018	54,908	$ 19.60

As of June 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 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	150,727	97.15
Forfeited	(21,669)	82.36
Vested	(112,937)	63.52
Unvested balance, June 30, 2018	305,964	$ 85.56

As of June 30, 2018, total unearned compensation on restricted stock awards and RSUs was approximately $22.6 million, and the weighted-average vesting period was 2.7 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.

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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 Date
	Minimum	Maximum	Target	
Unvested balance, December 31, 2017	38,694	130,843	84,769	$ 84.63
Granted	10,667	74,670	42,669	100.93
Performance adjustment (1)	33,403	—	16,702	—
Forfeited	—	—	—	—
Vested	(32,003)	(32,003)	(32,003)	61.22
Unvested balance, June 30, 2018	50,761	173,510	112,137	$ 96.54

(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 June 30, 2018, total unearned compensation on PSAs was approximately $6.2 million, and the weighted-average vesting period was 2.3 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 six months ended June 30, 2018, and 2017.

	Six Months Ended June 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.

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 June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Net income attributable to common shares	$ 19,389	$ 15,643	$ 39,691	$ 31,935
Weighted-average common shares outstanding - basic	34,049,391	33,835,727	33,992,792	33,698,022
Effect of potentially dilutive common shares:				
Stock options	48,720	76,968	51,267	117,550
Unvested awards	122,210	141,121	139,349	194,358
Weighted-average common shares outstanding - diluted	34,220,321	34,053,816	34,183,408	34,009,930
Net income per share attributable to common shares				
Basic	$ 0.57	$		