

CoreSite Realty Corp
Form 10-Q
April 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 March 31, 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.)

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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	Smaller reporting company
(Do not check if a 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 April 25, 2018, was 34,454,213.

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CORESITE REALTY CORPORATION

FORM 10-Q

FOR THE QUARTER ENDED March 31, 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)

	March 31, 2018	December 31, 2017
ASSETS		
Investments in real estate:		
Land	\$ 97,295	\$ 97,258
Buildings and improvements	1,651,967	1,561,056
	1,749,262	1,658,314
Less: Accumulated depreciation and amortization	(500,961)	(473,141)
Net investment in operating properties	1,248,301	1,185,173
Construction in progress	121,989	162,903
Net investments in real estate	1,370,290	1,348,076
Operating lease right-of-use assets	88,781	92,984
Cash and cash equivalents	3,079	5,247
Accounts and other receivables, net of allowance for doubtful accounts of \$885 and \$1,094 as of March 31, 2018, and December 31, 2017, respectively	25,078	28,875
Lease intangibles, net of accumulated amortization of \$8,779 and \$8,585 as of March 31, 2018, and December 31, 2017, respectively	5,727	6,314
Goodwill	40,646	40,646
Other assets, net	106,813	103,501
Total assets	\$ 1,640,414	\$ 1,625,643
LIABILITIES AND EQUITY		
Liabilities:		
Debt, net of unamortized deferred financing costs of \$4,526 and \$4,930 as of March 31, 2018, and December 31, 2017, respectively	\$ 986,974	\$ 939,570
Operating lease liabilities	97,308	102,912
Accounts payable and accrued expenses	64,036	77,170
Accrued dividends and distributions	48,678	48,976
Acquired below-market lease contracts, net of accumulated amortization of \$5,798 and \$5,608 as of March 31, 2018, and December 31, 2017, respectively	3,314	3,504
Unearned revenue, prepaid rent and other liabilities	36,778	34,867

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Total liabilities	1,237,088	1,206,999
Stockholders' equity:		
Common Stock, par value \$0.01, 100,000,000 shares authorized and 34,454,213 and 34,240,815 shares issued and outstanding at March 31, 2018, and December 31, 2017, respectively	340	338
Additional paid-in capital	460,404	457,495
Accumulated other comprehensive income	1,163	753
Distributions in excess of net income	(191,013)	(177,566)
Total stockholders' equity	270,894	281,020
Noncontrolling interests	132,432	137,624
Total equity	403,326	418,644
Total liabilities and equity	\$ 1,640,414	\$ 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 March 31,	
	2018	2017
Operating revenues:		
Data center revenue:		
Rental revenue	\$ 71,033	\$ 64,251
Power revenue	36,403	30,861
Interconnection revenue	16,560	14,512
Tenant reimbursement and other	2,572	2,276
Office, light-industrial and other revenue	3,051	3,021
Total operating revenues	129,619	114,921
Operating expenses:		
Property operating and maintenance	33,848	29,226
Real estate taxes and insurance	4,937	4,504
Depreciation and amortization	33,776	32,338
Sales and marketing	5,080	4,503
General and administrative	9,185	8,124
Rent	6,400	5,962
Transaction costs	56	—
Total operating expenses	93,282	84,657
Operating income	36,337	30,264
Interest expense	(7,738)	(5,107)
Income before income taxes	28,599	25,157
Income tax expense	(33)	(97)
Net income	\$ 28,566	\$ 25,060
Net income attributable to noncontrolling interests	8,264	6,684
Net income attributable to CoreSite Realty Corporation	\$ 20,302	\$ 18,376
Preferred stock dividends	—	(2,084)
Net income attributable to common shares	\$ 20,302	\$ 16,292
Net income per share attributable to common shares:		
Basic	\$ 0.60	\$ 0.49
Diluted	\$ 0.59	\$ 0.48
Weighted average common shares outstanding		
Basic	33,935,564	33,558,787
Diluted	34,164,235	33,981,776

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 March 31,	
	2018	2017
Net income	\$ 28,566	\$ 25,060
Other comprehensive income (loss):		
Unrealized gain on derivative contracts	609	313
Reclassification of other comprehensive income (loss) to interest expense	(32)	297
Comprehensive income	29,143	25,670
Comprehensive income attributable to noncontrolling interests	8,431	6,861
Comprehensive income attributable to CoreSite Realty Corporation	\$ 20,712	\$ 18,809

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 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	7,056	—	70	—	—	70	(70)	—
Issuance of stock awards, net of forfeitures	201,181	—	—	—	—	—	—	—
Exercise of stock options	5,161	—	100	—	—	100	—	100
Share-based compensation	—	2	2,739	—	—	2,741	—	2,741
Dividends and distributions	—	—	—	—	(33,749)	(33,749)	(13,553)	(47,302)
Net income	—	—	—	—	20,302	20,302	8,264	28,566
Other comprehensive income	—	—	—	410	—	410	167	577
Balance at March 31, 2018	34,454,213	\$ 340	\$ 460,404	\$ 1,163	\$ (191,013)	\$ 270,894	\$ 132,432	\$ 403,326

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)

	Three Months Ended	
	March 31,	2017
	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 28,566	\$ 25,060
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	33,776	32,338
Amortization of above/below market leases	(175)	(124)
Amortization of deferred financing costs	566	369
Share-based compensation	2,626	1,802
Bad debt expense	(145)	(96)
Changes in operating assets and liabilities:		
Accounts receivable	3,942	3,853
Deferred rent receivable	(1,250)	(1,350)
Deferred leasing costs	(3,405)	(3,660)
Other assets	(4,709)	(7,243)
Accounts payable and accrued expenses	(1,956)	846
Unearned revenue, prepaid rent and other liabilities	1,911	(2,255)
Operating leases	(1,400)	1,405
Net cash provided by operating activities	58,347	50,945
CASH FLOWS FROM INVESTING ACTIVITIES		
Tenant improvements	(1,295)	(2,608)
Real estate improvements	(54,338)	(42,586)
Acquisition of CH2 land	(4,383)	—
Net cash used in investing activities	(60,016)	(45,194)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from exercise of stock options	100	4,174
Proceeds from revolving credit facility	67,000	38,000
Payments on revolving credit facility	(20,000)	(9,000)
Dividends and distributions	(47,599)	(40,968)
Net cash used in financing activities	(499)	(7,794)
Net change in cash and cash equivalents	(2,168)	(2,043)
Cash and cash equivalents, beginning of period	5,247	4,429
Cash and cash equivalents, end of period	\$ 3,079	\$ 2,386
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid for interest, net of capitalized amounts	\$ 4,354	\$ 3,302
Cash paid for operating lease liabilities	\$ 6,795	\$ 5,132
NON-CASH INVESTING AND FINANCING ACTIVITY		
Construction costs payable capitalized to real estate	\$ 22,061	\$ 9,461
Accrual of dividends and distributions	\$ 48,678	\$ 41,097

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Lease liabilities arising from obtaining right-of-use assets	\$ —	\$ 8,330
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See accompanying notes to condensed consolidated financial statements.

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CORESITE REALTY CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

March 31, 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 March 31, 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 months ended March 31, 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 most significantly by requiring the recognition by lessees of right-of-use (“ROU”) assets and lease liabilities on the balance sheet for those leases classified

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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.

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 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 do 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 shall be 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 consolidated financial statements.

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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 do not expect the provisions of ASU 2017-12 to have a material impact on our 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 not to 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. Once we elect this practical expedient, we plan to adjust our condensed consolidated statement of operations to present our revenues as follows:

	Currently Reported	Anticipated Adjustment	Adjusted Presentation
Statement of Operations			
Three Months Ended March 31, 2018			
Rental revenue	\$ 71,033	\$ (71,033)	\$ —
Power revenue	36,403	(36,403)	—
Tenant reimbursement and other	2,572	(2,572)	—
Rental, power, and related revenue	—	110,008	110,008
Three Months Ended March 31, 2017			
Rental revenue	\$ 64,251	\$ (64,251)	\$ —
Power revenue	30,861	(30,861)	—
Tenant reimbursement and other	2,276	(2,276)	—
Rental, power, and related revenue	—	97,388	97,388

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

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development costs expended. Capitalized interest costs were \$1.1 million and \$0.6 million for the three months ended March 31, 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 \$29.1 million and \$26.8 million for the three months ended March 31, 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 months ended March 31, 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 March 31, 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 months ended March 31, 2018, or 2017.

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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 \$4.1 million for the three months ended March 31, 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 March 31, 2018, and December 31, 2017 (in thousands):

	March 31, 2018	December 31, 2017
Internal sales commissions	\$ 16,503	\$ 17,402
Third party commissions	11,051	11,802
Other	765	775
Total	\$ 28,319	\$ 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 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 months ended March 31, 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 effective portion of the gain or loss on the hedging instruments as a component of accumulated other comprehensive income or loss. Any ineffective portion of a derivative's change in fair value is immediately recognized within net income. 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.

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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 months ended March 31, 2018, and 2017.

Revenue Recognition

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

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 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 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.

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, we provide power to our customers, and our customers utilize the power.

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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 March 31, 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 March 31, 2018, and December 31, 2017, the amount 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

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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 activities of the REIT and its subsidiary pass-through entities. The allocable share of taxable income is included in the income tax returns of its stockholders. The Company is subject to the statutory requirements of the locations in which it conducts 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 March 31, 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 March 31, 2018 (in thousands):

Market	Land	Buildings and Improvements	Construction in Progress	Total Cost
Boston	\$ 5,154	\$ 106,651	\$ 146	\$ 111,951
Chicago(1)	5,493	112,634	4,792	122,919
Denver	—	19,682	2,827	22,509
Los Angeles	28,467	324,173	6,880	359,520
Miami	728	11,627	691	13,046
New York	2,388	134,770	42,011	179,169
Northern Virginia	23,679	324,276	45,122	393,077
San Francisco Bay	31,386	618,154	19,520	669,060
Total	\$ 97,295	\$ 1,651,967	\$ 121,989	\$ 1,871,251

(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.

4. Other Assets

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

	March 31, 2018	December 31, 2017
Deferred rent receivable	\$ 41,288	\$ 40,038
Initial direct costs	28,319	29,979
Internal-use software	17,782	17,477
Prepaid expenses	10,420	6,770
Corporate furniture, fixtures and equipment	5,860	6,408
Deferred financing costs - revolving credit facility	796	957
Other	2,348	1,872
Total	\$ 106,813	\$ 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, DC1, DC2, DE1, and DE2, and our corporate headquarters located in Denver, Colorado. Our leases have remaining lease terms of 1 year to 20 years, some of which include options to extend the leases for up to 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 five years at both March 31, 2018, and December 31, 2017. The weighted-average discount rate was 4.8% at both March 31, 2018, and December 31, 2017.

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

	Three Months Ended March 31,	
	2018	2017
Lease expense:		
Operating lease expense	\$ 5,227	\$ 5,088
Variable lease expense	1,173	874
Rent expense	\$ 6,400	\$ 5,962

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The future minimum lease payments to be paid under noncancelable leases in effect at March 31, 2018, are as follows (in thousands):

Period / Year Ending December 31,	Operating Leases
2018	\$ 14,653
2019	22,661
2020	22,991
2021	22,740
2022	15,613
Thereafter	12,039
Total lease payments	\$ 110,697
Less imputed interest	(13,389)
Total	\$ 97,308

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 March 31, 2018, are as follows (in thousands):

Period / Year Ending December 31,	Rent	Power
2018	\$ 192,453	\$ 48,559
2019	197,753	35,425
2020	136,461	17,688
2021	103,176	7,481
2022	78,777	2,684
Thereafter	168,500	2,763
Total	\$ 877,120	\$ 114,600

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

7. Debt

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

	Interest Rate	Maturity Date	March 31, 2018	December 31, 2017
Revolving credit facility	3.43% and 3.11% at March 31, 2018, and December 31, 2017, respectively	June 24, 2019	\$ 216,500	\$ 169,500
2020 Senior unsecured term loan(1)	3.16% and 3.00% at March 31, 2018, and December 31, 2017, respectively	June 24, 2020	150,000	150,000
2021 Senior unsecured term loan	3.38% and 3.06% at March 31, 2018, and December 31, 2017, respectively	February 2, 2021	100,000	100,000
2022 Senior unsecured term loan(2)	3.28% and 3.04% at March 31, 2018, and December 31, 2017, respectively	April 19, 2022	200,000	200,000
2023 Senior unsecured notes	4.19% at March 31, 2018, and December 31, 2017, respectively	June 15, 2023	150,000	150,000
2024 Senior unsecured notes	3.91% at March 31, 2018, and December 31, 2017, respectively	April 20, 2024	175,000	175,000
Total principal outstanding			991,500	944,500
Unamortized deferred financing costs			(4,526)	(4,930)
Total debt			\$ 986,974	\$ 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 2.93% 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 March 31, 2018, is 3.16%. See Note 8 – Derivatives and Hedging Activities.

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- (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 2.98% per annum at our current leverage ratio as of March 31, 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 March 31, 2018, is 3.28%. See Note 8 – Derivatives and Hedging Activities.

Subsequent Debt Financing

On April 19, 2018, our Operating Partnership and certain subsidiary co-borrowers amended and restated the Credit Agreement, as defined below (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, 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.

The revolving credit facility has also 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. Our 2020 Term Loan, 2021 Term Loan, 2022 Term Loan, and 2023 Term Loans, each as defined herein, have also been amended to 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.

Additionally, 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 Credit Agreement resulting in increased flexibility for our Operating Partnership. As a result of these amendments our minimum fixed charge coverage ratio has been reduced to 1.5 to 1.0 from 1.7 to 1.0.

Revolving Credit Facility

Our Operating Partnership and certain subsidiary co-borrowers have entered into a first amendment to the third amended and restated credit agreement (the “Credit Agreement”) with a group of lenders for which KeyBank National

Association acts as the administrative agent. The Credit Agreement maturity date is June 24, 2019, with a one-time extension option, which, if exercised, would extend the maturity date to June 24, 2020. 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 Credit Agreement at initial maturity and certain other customary conditions. The Credit Agreement includes a total commitment of \$600 million, consisting of a \$350 million revolving credit facility, a \$150 million unsecured term loan scheduled to mature on June 24, 2020, and a \$100 million unsecured term loan scheduled to mature on February 2, 2021. See “2020 Senior Unsecured Term Loan” and “2021 Senior Unsecured Term Loan” below for a discussion of the \$150 million and \$100 million term loans. The Credit Agreement contains an accordion feature, which allows our Operating Partnership to increase the total commitment from \$600 million to \$800 million, under specified circumstances, including securing capital from new or existing lenders.

Borrowings under the revolving credit facility bear interest at a variable rate per annum equal to either (i) LIBOR plus 155 basis points to 225 basis points, or (ii) a base rate plus 55 basis points to 125 basis points, each depending on our Operating Partnership’s leverage ratio. At March 31, 2018, our Operating Partnership’s leverage ratio was 26.8% and the interest rate was LIBOR plus 155 basis points.

The total amount available for borrowing under the revolving credit facility, is equal to the lesser of \$350.0 million or the availability calculated based on our unencumbered asset pool. As of March 31, 2018, the borrowing capacity was \$350.0 million. As of March 31, 2018, \$216.5 million was borrowed and outstanding, \$4.9 million was outstanding

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under letters of credit, and therefore, \$128.6 million remained available for us to borrow under the revolving credit facility. Including the impacts of our subsequent debt financing, as described above, \$378.6 million currently remains available for us to borrow under our revolving credit facility.

Our ability to borrow under the 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 March 31, 2018, was 26.8%
- a maximum secured debt ratio (defined as total consolidated secured debt to total gross asset value) of 40%, which, as of March 31, 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 1.7 to 1.0, which, as of March 31, 2018, was 8.6 to 1.0; and
 - a maximum unhedged variable rate debt ratio (defined as unhedged variable rate indebtedness to gross asset value) of 30%, which, as of March 31, 2018, was 14.6%.

The 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. As of March 31, 2018, we were in compliance with all of the financial covenants under the Credit Agreement.

2020 Senior Unsecured Term Loan

On June 24, 2015, in connection with, and pursuant to the terms of, the 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 Credit Agreement and contains the same financial covenants and other customary restrictive covenants as those debt instruments. As of March 31, 2018, we were in compliance with all of the financial covenants under the 2020 Term Loan.

The borrowings under the 2020 Term Loan bear interest at a variable rate per annum equal to either (i) LIBOR plus 150 basis points to 220 basis points, or (ii) a base rate plus 50 basis points to 120 basis points, each depending on our Operating Partnership's leverage ratio. At March 31, 2018, the Operating Partnership's leverage ratio was 26.8% and the interest rate was LIBOR plus 150 basis points.

2021 Senior Unsecured Term Loan

On February 2, 2016, pursuant to the terms of the 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 Credit Agreement and contains the same financial covenants and other customary restrictive covenants as those debt instruments. As of March 31, 2018, we were in compliance with all of the financial covenants under the 2021 Term Loan.

The borrowings under the 2021 Term Loan bear interest at a variable rate per annum equal to either (i) LIBOR plus 150 basis points to 220 basis points, or (ii) a base rate plus 50 basis points to 120 basis points, each depending on our Operating Partnership’s leverage ratio. At March 31, 2018, our Operating Partnership’s leverage ratio was 26.8% and the interest rate was LIBOR plus 150 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

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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 Credit Agreement and contains the same financial covenants and other customary restrictive covenants as those debt instruments. As of March 31, 2018, we were in compliance with all of the financial covenants under the 2022 Term Loan.

The borrowings under the 2022 Term Loan bear interest at a variable rate per annum equal to either (i) LIBOR plus 150 basis points to 210 basis points, or (ii) a base rate plus 50 basis points to 110 basis points, each depending on our Operating Partnership's leverage ratio. At March 31, 2018, our Operating Partnership's leverage ratio was 26.8% and the interest rate was LIBOR plus 150 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 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.

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 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 Credit Agreement. The 2023 Note Purchase Agreement contains the same financial covenants as the Credit Agreement, as described above. In addition, certain additional financial covenants in the 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 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 March 31, 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

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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 Credit Agreement. The 2024 Note Purchase Agreement contains the same financial covenants as the Credit Agreement, as described above. In addition, certain additional financial covenants in the 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 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 March 31, 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, adjusted for the April 2018 debt financing transactions, which includes the 2023 Term Loan, and the partial repayment and extension of the revolving credit facility (in thousands):

Year Ending December 31,	
2018	\$ —
2019	—
2020	150,000
2021	100,000
2022	266,500
Thereafter	475,000

Total principal outstanding	991,500
Unamortized deferred financing costs	(4,526)
Total debt, net	\$ 986,974

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 4.11% 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 2.98% per annum as of March 31, 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 2.93% per annum. All interest rate swap agreements were designated for hedge accounting.

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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 effective portion of 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 on derivative contracts were \$0.6 million and \$0.3 million for the three months ended March 31, 2018, and 2017, respectively. The amounts reclassified from other comprehensive income to interest expense on the condensed consolidated statements of operations was less than (\$0.1) million and \$0.3 million for the three months ended March 31, 2018, and 2017, respectively. Any ineffective portion of the change in fair value of the derivatives is recognized directly in net income. During the three months ended March 31, 2018, and 2017, we did not record any amount in net income related to derivatives as there was no hedge ineffectiveness.

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 April 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 \$1.7 million and \$1.1 million in derivative assets recognized in other assets in our condensed consolidated balance sheets as of March 31, 2018, and December 31, 2017, respectively.

9. Stockholders' Equity

We announced the following dividends per share on our common stock during the three months ended March 31, 2018:

Declaration Date	Record Date	Payment Date	Common Stock
March 9, 2018	March 29, 2018	April 16, 2018	\$ 0.98

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.

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

	March 31, 2018		December 31, 2017		
	Number of Units	Percentage of Total	Number of Units	Percentage of Total	
CoreSite Realty Corporation	33,974,930	71.1	% 33,826,264	71.0	%
Noncontrolling interests	13,829,280	28.9	13,836,336	29.0	
Total	47,804,210	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 three months ended March 31, 2018, we issued 148,666 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 of record as of March 29, 2018, received quarterly distributions of \$0.98 per unit, payable in correlation with declared dividends on common stock.

The redemption value of the noncontrolling interests at March 31, 2018, was \$1.4 billion based on the closing price of the Company's common stock of \$100.26 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 March 31, 2018, 2,846,735 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 ending December 31, 2013.

The following table sets forth stock option activity under the 2010 Plan for the three months ended March 31, 2018:

	Number of Shares Subject to Option	Weighted- Average Exercise Price
Options outstanding, December 31, 2017	67,789	\$ 19.12
Granted	—	—
Exercised	(5,161)	19.40
Forfeited	—	—
Expired	—	—
Options outstanding, March 31, 2018	62,628	\$ 19.09

As of March 31, 2018, all stock option awards are fully vested.

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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	140,007	97.01
Forfeited	(12,904)	80.49
Vested	(104,983)	61.78
Unvested balance, March 31, 2018	311,963	\$ 85.11

As of March 31, 2018, total unearned compensation on restricted stock awards and RSUs was approximately \$24.8 million, and the weighted-average vesting period was 2.9 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, March 31, 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 March 31, 2018, total unearned compensation on PSAs was approximately \$7.0 million, and the weighted-average vesting period was 2.5 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

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following table summarizes the assumptions used to value the PSAs granted during the three months ended March 31, 2018, and 2017.

	Three Months Ended March 31,	
	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 March 31,	
	2018	2017
Net income attributable to common shares	\$ 20,302	\$ 16,292
Weighted-average common shares outstanding - basic	33,935,564	33,558,787
Effect of potentially dilutive common shares:		
Stock options	53,813	156,035
Unvested awards	174,858	266,954
Weighted-average common shares outstanding - diluted	34,164,235	33,981,776
Net income per share attributable to common shares		
Basic	\$ 0.60	\$ 0.49
Diluted	\$ 0.59	\$ 0.48

In the calculations above, we have excluded weighted-average potentially dilutive securities of 37,760 and 39,937 for the three months ended March 31, 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

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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 March 31, 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.

The total principal balance of our revolving credit facility, senior unsecured term loans, and senior unsecured notes was \$991.5 million and \$944.5 million as of March 31, 2018, and December 31, 2017, respectively, with a fair value of \$994.8 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 March 31, 2018, we had open commitments related to construction contracts of approximately \$107.6 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 March 31, 2018, we had open commitments related to these contracts of approximately \$100.1 million, of which \$2.0 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.

On February 4, 2014, U.S. Colo, LLC (“U.S. Colo”), a current customer, filed a complaint against us in the United States District Court for the Central District of California. In the complaint, U.S. Colo alleged that it should not have been charged for the use of various interconnection services under the terms of an existing agreement between the parties.

On July 23, 2015, after amendments to the complaint, dismissal of several of U.S. Colo’s claims, and a remand of the case to the Superior Court of the State of California, County of Los Angeles (the “Superior Court”), U.S. Colo filed an amended complaint alleging breach of contract and breach of the covenant of good faith and fair dealing. The amended complaint sought \$802,564 in damages for charges paid to us for interconnection services; \$70,080,000 in damages for alleged losses of revenue and profits; attorney’s fees, interest, and costs of the suit; and declaratory and injunctive relief.

On February 4, 2016, the Superior Court granted our motion for summary adjudication, finding that U.S. Colo had contractually waived all claims for lost revenue or profits or other consequential damages.

The case was set to start trial on July 24, 2017 (after being rescheduled previously), but upon unopposed application by U.S. Colo, the Superior Court vacated the July 24, 2017, trial date, continued the trial date to April 9, 2018, set a final status conference for March 29, 2018, and reset other procedural deadlines in the action.

On March 2, 2018, the parties entered into both a Settlement and General Release Agreement pursuant to which U.S. Colo agreed to file a request with the Superior Court to dismiss the case, and an Equity Purchase Agreement pursuant to which we agreed to acquire all of the equity interests of U.S. Colo and its affiliated entities for a purchase price of \$8.6 million, inclusive of a previously accrued \$2.3 million legal expense, subject to the fulfillment of customary closing conditions (the “U.S. Colo Acquisition”). On March 20, 2018, the Superior Court dismissed the case and on April 20, 2018, we completed the U.S. Colo Acquisition.

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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.

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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 1,250 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 March 31, 2018, our property portfolio included 20 operating data center facilities, office and light-industrial space and multiple potential development projects that collectively comprise over 4.1 million net rentable square feet ("NRSF"), of which over 2.3 million NRSF is existing data center space. The approximately 1.4 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 March 31, 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	\$ 6,241	85,932	84.7	% —	—	% 85,932	84.7	% —	
Bay	8,359	76,676	94.3	—	—	76,676	94.3	—	
	68,350	538,615	96.6	76,885	67.5	615,500	92.9	175,000	
Bay	82,950	701,223	94.9	76,885	67.5	778,108	92.1	175,000	
	30,096	139,053	95.9	—	—	139,053	95.9	10,352	
	42,089	333,230	95.1	61,890	24.9	395,120	84.1	29,770	
	—	—	—	—	—	—	—	180,000	
total	72,185	472,283	95.3	61,890	24.9	534,173	87.2	220,122	
nia									

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	29,581	198,632	90.3	3,087	—	201,719	88.9	—
	17,865	164,006	94.4	24,440	52.2	188,446	88.9	—
	1,025	52,758	100.0	26,413	—	79,171	66.6	—
	3,326	22,137	79.4	—	—	22,137	79.4	—
	—	—	—	—	—	—	—	24,563
	—	—	—	—	—	—	—	573,975
nia	51,797	437,533	92.5	53,940	23.7	491,473	84.9	598,538
	5,296	48,404	75.2	—	—	48,404	75.2	—
	13,543	101,742	88.7	—	—	101,742	88.7	134,509
al	18,839	150,146	84.4	—	—	150,146	84.4	134,509
	19,479	178,407	93.0	—	—	178,407	93.0	—
	—	—	—	—	—	—	—	175,000
	19,479	178,407	93.0	—	—	178,407	93.0	175,000
	18,418	180,057	96.8	13,735	—	193,792	89.9	59,884
	2,806	9,813	99.5	4,341	63.1	14,154	88.4	15,630
	465	5,140	96.7	—	—	5,140	96.7	—
	3,271	14,953	98.6	4,341	63.1	19,294	90.6	15,630
	1,512	30,176	66.0	—	—	30,176	66.0	13,154
ter	\$ 268,451	2,164,778	93.4	% 210,791	39.3	% 2,375,569	88.6	% 1,391,837
l(7)	8,238	361,575	79.7	—	—	361,575	79.7	—
and	2,123	150,375	100.0	—	—	150,375	100.0	(150,375)
l(6)	\$ 278,812	2,676,728	91.9	% 210,791	39.3	% 2,887,519	88.1	% 1,241,462

*Indicates properties in which we hold a leasehold interest.

(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

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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 (see definition on page 33).

- (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 March 31, 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 \$285.7 million as of March 31, 2018, which includes \$6.9 million in operating expense reimbursements under modified gross and triple-net leases.
- (5) Includes customer leases that have commenced and are occupied as of March 31, 2018. The percent occupied is determined based on occupied square feet as a proportion of total operating NRSF as of March 31, 2018. The percent occupied for stabilized data center space would have been 94.3%, rather than 93.4%, 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 89.0%, rather than 88.1%, if all leases signed in current and prior periods had commenced.
- (6) Included within our Reston Campus Expansion held for development space is 150,375 NRSF that is currently operating as office and light-industrial space.
- (7) 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.

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“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 March 31, 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	\$ 11,977	85,932	84.7	% 234,238	80.9	% 320,170	81.9
SV2	8,359	76,676	94.3	—	—	76,676	94.3
Santa Clara campus	68,372	615,500	96.6	712	95.0	616,212	92.9
San Francisco Bay Total	88,708	778,108	92.1	234,950	81.0	1,013,058	89.6
Los Angeles							
One Wilshire campus							
LA1*	30,288	139,053	95.9	4,373	75.6	143,426	95.2
LA2	37,072	303,131	92.5	7,029	100.0	310,160	92.6
Los Angeles Total	67,360	442,184	93.5	11,402	90.6	453,586	93.5
Northern Virginia							
VA1	30,715	198,633	90.3	61,050	93.1	259,683	91.0
VA2	17,892	188,446	88.9	—	—	188,446	88.9
VA3	1,025	52,758	100.0	—	—	52,758	100.0
DC1*	3,326	22,137	79.4	—	—	22,137	79.4
Reston Campus Expansion	2,123	—	—	150,375	100.0	150,375	100.0
Northern Virginia Total	55,081	—461,974	90.3	211,425	98.0	673,399	92.7
New York							
NY1*	5,309	48,404	75.2	209	100.0	48,613	75.3
NY2	13,988	101,742	88.7	20,735	48.5	122,477	81.9
New York Total	19,297	150,146	84.4	20,944	49.0	171,090	80.0
Chicago							
CH1	19,574	178,407	93.0	4,946	76.0	183,353	92.5
Boston							
BO1	18,733	180,057	96.8	19,495	79.2	199,552	95.1
Denver							
DE1*	1,457	5,878	99.2	—	—	5,878	99.2
DE2*	465	5,140	96.7	—	—	5,140	96.7

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Denver Total	1,922	11,018	98.1	—	—	11,018	98.1	
Miami								
MI1	1,541	30,176	66.0	1,934	74.7	32,110	66.5	
Total Facilities at March 31, 2018(3)	\$ 272,216	2,232,070	91.6	% 505,096	86.9	% 2,737,166	90.8	%
Total Facilities at December 31, 2017	\$ 265,670		91.6	%	80.1	%	90.0	%
Total Facilities at December 31, 2016	\$ 240,827		87.1	%	76.2	%	85.5	%

*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 94.2%, 87.1% and 92.8%, respectively, if all leases signed in the current and prior periods had commenced.

Same-Store annualized rent increased to \$272.2 million at March 31, 2018, compared to \$265.7 million at December 31, 2017. The increase of \$6.5 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 customers with leases at lower rental rates.

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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 March 31, 2018:

Facilities	Development Opportunities (in NRSF)		
	Under Construction(1)	Held for Development(2)	Total
Santa Clara campus			
SV8(3)	—	175,000	175,000
San Francisco Bay Total	—	175,000	175,000
One Wilshire campus			
LA1	—	10,352	10,352
LA2	—	29,770	29,770
LA3(3)	—	180,000	180,000
Los Angeles Total	—	220,122	220,122
Northern Virginia			
DC2	24,563	—	24,563
Reston Campus Expansion(4)	49,837	524,138	573,975
Northern Virginia Total	74,400	524,138	598,538
New York			
NY2	18,121	116,388	134,509
Chicago			
CH2(3)	—	175,000	175,000
Boston			
BO1	—	59,884	59,884
Denver			
DE1	15,630	—	15,630
Miami			
MI1	—	13,154	13,154
Total Facilities(5)	108,151	1,283,686	1,391,837

- (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) The Reston Campus Expansion project is estimated to deliver 611,000 NRSF of incremental data center capacity (of which 26,413 was placed into service during the first quarter of 2018 and 49,837 NRSF is under construction) across multiple phases with new buildings and as existing light-industrial / flex office leases expire and customers vacate. Based on our design plan and entitlement application, we believe we may be able to build an additional 286,000 NRSF for a total of 897,000 NRSF of incremental data center capacity. These estimates are subject to change based on current economic conditions, final zoning approvals, and the supply and demand dynamics of the market. The table assumes the minimum expected zoning entitlement.

- (5) 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.

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Capital Expenditures

The following table sets forth information regarding capital expenditures during the three months ended March 31, 2018 (in thousands):

	Three Months Ended March 31, 2018
Data center expansion	\$ 44,977
Non-recurring investments	1,577
Tenant improvements	1,437
Recurring capital expenditures	3,172
Total capital expenditures	\$ 51,163

During the three months ended March 31, 2018, we incurred approximately \$51.2 million of capital expenditures, of which approximately \$45.0 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 three months ended March 31, 2018, we completed development of four computer rooms at LA2 and one computer room at VA3. As of March 31, 2018, we have ongoing development projects at VA3, DE1, DC2, and NY2 scheduled to complete at various times during the year ending December 31, 2018. The following table sets forth capital expenditures spent on data center NRSF placed into service during the three months ended March 31, 2018, or under construction as of March 31, 2018:

Property	Data Center Expansion	NRSF Placed into Service	Under Construction
VA3	\$ 17,041	26,413	49,837
LA2	8,246	87,263	—
CH2(1)	4,687	—	—

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DE1	2,965	—	15,630
NY2	2,393	—	18,121
DC2	1,212	—	24,563
Other	8,433	—	—
Total	\$ 44,977	113,676	108,151

(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.

During the three months ended March 31, 2018, we incurred approximately \$1.6 million in non-recurring investments, of which \$1.0 million is a result of internal IT software development and the remaining \$0.6 million is a result of other non-recurring investments, such as remodel or upgrade projects.

During the three months ended March 31, 2018, we incurred approximately \$1.4 million in tenant improvements which relates to tenant-specific power installations at various properties.

During the three months ended March 31, 2018, we incurred approximately \$3.2 million of recurring capital expenditures within our portfolio, of which \$1.2 million relates to the replacement and upgrade of an existing chiller system at our LA2 facility and the remaining \$2.0 million is for other required equipment upgrades that have a future economic benefit.

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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.

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 879 and 774 data center leases representing approximately 14.5% and 16.5% 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 \$68.1 million and \$65.2 million with annualized rental rates of \$164 per NRSF and \$137 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 March 31, 2018, we had approximately 380,000 NRSF of unoccupied or under construction data center space of which approximately 26,000 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 29.0% of our total operating NRSF and 35.3% of our total annualized rent. During the three months ended March 31, 2018, we entered into new and expansion leases totaling approximately 30,000 NRSF. The following table summarizes our leasing activity during the three months ended March 31, 2018:

		Number of	GAAP Annualized Rent (\$000)	Total Leased NRSF(2)	GAAP Rental Rates(3)	GAAP Rent Growth(4)	
	Three Months Ended March 31, 2018	Leases(1)					
New/expansion leases commenced	2018	129	\$ 16,184	81,636	\$ 184		
New/expansion leases signed	March 31, 2018	136	\$ 7,067	29,624	\$ 239		
Renewal leases signed	March 31, 2018	243	\$ 20,213	118,876	\$ 170	11.5	%

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- (1) Number of leases represents each agreement with a customer; a lease agreement could include multiple spaces and a customer could have multiple leases.
- (2) 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.
- (3) GAAP rental rates represent annual contractual rent per NRSF adjusted for straight-line rents in accordance with GAAP.
- (4) 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.

Results of Operations

Three Months Ended March 31, 2018, Compared to the Three Months Ended March 31, 2017

The discussion below relates to our financial condition and results of operations for the three months ended March 31, 2018, and 2017. A summary of our operating results for the three months ended March 31, 2018, and 2017, is as follows (in thousands):

	Three Months Ended March 31,				
	2018	2017	\$ Change	% Change	%
Operating revenue	\$ 129,619	\$ 114,921	\$ 14,698	12.8	
Operating expense	93,282	84,657	8,625	10.2	
Operating income	36,337	30,264	6,073	20.1	
Interest expense	7,738	5,107	2,631	51.5	
Net income	28,566	25,060	3,506	14.0	

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Operating Revenue

Operating revenue during the three months ended March 31, 2018, and 2017, was as follows (in thousands):

	Three Months Ended		\$ Change	% Change	
	March 31, 2018	2017			
Data center revenue:					
Rental revenue	\$ 71,033	\$ 64,251	\$ 6,782	10.6	%
Power revenue	36,403	30,861	5,542	18.0	
Interconnection revenue	16,560	14,512	2,048	14.1	
Tenant reimbursement and other	2,572	2,276	296	13.0	
Total data center revenue	126,568	111,900	14,668	13.1	
Office, light-industrial and other revenue	3,051	3,021	30	1.0	
Total operating revenues	\$ 129,619	\$ 114,921	\$ 14,698	12.8	%

A majority of the increase in operating revenues was due to an \$12.3 million increase in data center rental and power revenue during the three months ended March 31, 2018, compared to the 2017 period. The increase in data center rental and power revenue is due primarily to the commencement of new and expansion leases of approximately 181,000 NRSF at an average rental rate of \$220 per NRSF during the twelve months ended March 31, 2018. The increase in operating revenues was also attributable to the lease renewals of approximately 361,000 NRSF at a rent growth rate of 9.2% during the twelve months ended March 31, 2018. This increase was partially offset by the move-out of customer leases totaling approximately 81,000 NRSF at an average rental rate of \$198 per NRSF during the twelve months ended March 31, 2018.

In addition, interconnection revenue increased \$2.0 million, or 14.1%, during the three months ended March 31, 2018, compared to the 2017 period. The increase is primarily a result of a 10.4% increase in the volume of cross connects from new and existing customers during the twelve months ended March 31, 2018, and revenue increases resulting from customers migrating to our higher priced fiber product.

Operating Expenses

Operating expenses during the three months ended March 31, 2018, and 2017, were as follows (in thousands):

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	Three Months Ended		\$ Change	% Change	
	March 31, 2018	2017			
Property operating and maintenance	\$ 33,848	\$ 29,226	\$ 4,622	15.8	%
Real estate taxes and insurance	4,937	4,504	433	9.6	
Depreciation and amortization	33,776	32,338	1,438	4.4	
Sales and marketing	5,080	4,503	577	12.8	
General and administrative	9,185	8,124	1,061	13.1	
Rent	6,400	5,962	438	7.3	
Transaction costs	56	—	56	-	
Total operating expenses	\$ 93,282	\$ 84,657	\$ 8,625	10.2	%

Property operating and maintenance expense increased \$4.6 million, or 15.8%, 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 March 31, 2018, which resulted in a 7.1% increase in occupied data center NRSF. In addition, maintenance expense increased due to 139,000 NRSF of data center space being placed into service during the twelve months ended March 31, 2018, and payroll and benefits expense increased due to an increase in facilities and operations headcount associated with the increased occupied data center NRSF. We expect property operating and maintenance to increase as we commence new and expansion leases and place new data center NRSF into service.

Real estate taxes and insurance increased \$0.4 million, or 9.6%, during the three months ended March 31, 2018, compared to the 2017 period, primarily as a result of increased real estate tax assessments at our Northern Virginia campus.

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Depreciation and amortization expense increased \$1.4 million, or 4.4%, during the three months ended March 31, 2018, compared to the 2017 period, as a result of an increase in depreciation expense from approximately 139,000 NRSF of new data center expansion projects placed into service with a cost basis of approximately \$94.0 million.

Sales and marketing expense increased \$0.6 million, or 12.8%, during the three months ended March 31, 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 internal sales employees' compensation and payroll-related fringe benefits that are not incremental costs of signing a lease. There was also an increase in payroll and benefits expense due to increased headcount.

General and administrative expense increased \$1.1 million, or 13.1%, during the three months ended March 31, 2018, compared to the 2017 period, as a result of increased software license fees and payroll and benefits expenses.

Interest Expense

Interest expense for the three months ended March 31, 2018, and 2017, is as follows (in thousands):

	Three Months Ended		\$ Change	%	
	March 31, 2018	2017		Change	Change
Interest expense and fees	\$ 8,275	\$ 5,298	\$ 2,977	56.2	%
Amortization of deferred financing costs	566	369	197	53.4	
Capitalized interest	(1,103)	(560)	(543)	97.0	
Total interest expense	\$ 7,738	\$ 5,107	\$ 2,631	51.5	%
Percent capitalized	12.5	9.9			%

Interest expense increased \$2.6 million during the three months ended March 31, 2018, compared to the 2017 period, primarily as a result of the increase in overall debt outstanding and increased interest rates. The total principal debt outstanding was \$991.5 million and \$723.0 million as of March 31, 2018, and 2017, respectively. Our daily weighted average interest rate increased from 2.89% during the three months ended March 31, 2017, to 3.40% during the three months ended March 31, 2018.

Liquidity and Capital Resources

Discussion of Cash Flows

Three Months Ended March 31, 2018, Compared to Three Months Ended March 31, 2017

Operating Activities

Net cash provided by operating activities was \$58.3 million for the three months ended March 31, 2018, compared to \$50.9 million for the three months ended March 31, 2017. The increase of \$7.4 million, or 15%, was primarily due to the commencement of new and expansion leases of approximately 181,000 NRSF at an average rental rate of \$220 per NRSF, and the lease renewals of approximately 361,000 NRSF at a rent growth rate of 9.2%, which were partially offset by a decrease in prepaid rent from our customers.

Investing Activities

Net cash used in investing activities increased by \$14.8 million, or 33%, to \$60.0 million for the three months ended March 31, 2018, compared to \$45.2 million for the three months ended March 31, 2017. This increase was due primarily to higher construction spend on our VA3, NY2 and LA2 properties and the acquisition of CH2 land during the three months ended March 31, 2018, compared to construction spending on active development projects during the three months ended March 31, 2017.

Financing Activities

Net cash used in financing activities was \$0.6 million during the three months ended March 31, 2018, compared to \$7.8 million during the three months ended March 31, 2017.

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During the three months ended March 31, 2018, we received net cash proceeds from the revolving credit facility of \$47.0 million. During the three months ended March 31, 2017, we received net cash proceeds from the revolving credit facility of \$29.0 million.

We paid \$47.6 million in dividends and distributions on our common stock and Operating Partnership units during the three months ended March 31, 2018, compared to \$41.0 million during the three months ended March 31, 2017, as a result of an increase in our quarterly dividend from \$0.80 per share or unit paid during the three months ended March 31, 2017, to \$0.98 per share and unit paid during the three months ended March 31, 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 and preferred stockholders and holders of our common Operating Partnership units during the next twelve months.

As of March 31, 2018, we had \$3.1 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 \$300 million to \$350 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 March 31, 2018, shown in the table below, as well as commencement of the first phases of development at SV8, CH2, and LA3, which we plan to begin during the second half of 2018:

Metropolitan	Estimated	Costs Incurred to-	Estimated	Per	Perce
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Projects/Facilities	Market	Completion	NRSF	Date	Total	NRSF	Lease
TKD(1)							
	Northern						
DC2	Virginia	Q3 2018	24,563	\$ 5,616	\$ 17,400	\$ 708	-
DE1	Denver	Q3 2018	15,630	1,473	7,500	480	4.9
NY2	New York	Q3 2018	18,121	1,154	6,000	331	-
	Northern						
VA3 Phase 1B(2)	Virginia	Q1 2019	49,837	31,421	100,200	2,011	-
Total TKD			108,151	\$ 39,664	\$ 131,100		0.7
Deferred Expansion Capital			—	3,942	7,400		
Total			108,151	\$ 43,606	\$ 138,500		

(1) Turn-Key Data Center (“TKD”) estimated development costs includes 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.

Our Operating Partnership and certain subsidiary co-borrowers entered into the first amendment to the third amended and restated credit agreement (the “Credit Agreement”), which provides a total commitment of \$600.0 million, including a \$350.0 million revolving credit facility and \$250.0 million of term loans. The total amount available for borrowing under our revolving credit facility is equal to the lesser of \$350.0 million or the availability calculated on our unencumbered asset pool. As of March 31, 2018, there was \$216.5 million of borrowings outstanding, and \$4.9 million

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outstanding under letters of credit. Therefore, \$128.6 million remained available for us to borrow under our revolving credit facility as of March 31, 2018. Including the impacts of our subsequent debt financing, as described below, \$378.6 million currently remains available for us to borrow under our revolving credit facility.

On April 19, 2018, our Operating Partnership and certain subsidiary co-borrowers amended and restated the 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.

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 March 31, 2018, and December 31, 2017, is as follows (in thousands):

	Interest Rate	Maturity Date	March 31, 2018	December 31, 2017
Revolving credit facility	3.43% and 3.11% at March 31, 2018, and December 31, 2017, respectively	June 24, 2019	\$ 216,500	\$ 169,500

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2020 Senior unsecured term loan	3.16% and 3.00% at March 31, 2018, and December 31, 2017, respectively	June 24, 2020	150,000	150,000
2021 Senior unsecured term loan	3.38% and 3.06% at March 31, 2018, and December 31, 2017, respectively	February 2, 2021	100,000	100,000
2022 Senior unsecured term loan	3.28% and 3.04% at March 31, 2018, and December 31, 2017, respectively	April 19, 2022	200,000	200,000
2023 Senior unsecured notes	4.19% at March 31, 2018, and December 31, 2017, respectively	June 15, 2023	150,000	150,000
2024 Senior unsecured notes	3.91% at March 31, 2018, and December 31, 2017, respectively	April 20, 2024	175,000	175,000
Total principal outstanding			991,500	944,500
Unamortized deferred financing costs			(4,526)	(4,930)
Total debt			\$ 986,974	\$ 939,570

As of March 31, 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 March 31, 2018, and December 31, 2017, as well as the available borrowing capacity under our existing revolving credit facility, debt covenant requirements, subsequent debt financing, and future debt maturities, refer to Item 1. Financial Statements — Note 7 — Debt.

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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 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	
	March 31,	
	2018	2017
Net income	\$ 28,566	\$ 25,060
Real estate depreciation and amortization	32,432	31,029
FFO	60,998	56,089
Preferred stock dividends	—	(2,084)
FFO attributable to common shares and units	\$ 60,998	\$ 54,005

FFO per common share and OP unit - diluted \$ 1.27 \$ 1.13

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 three months ended March 31, 2018, we declared a dividend of \$0.98 per common stock and Operating Partnership Unit as of March 31, 2018. 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.

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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 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 March 31, 2018, we had \$666.5 million of consolidated principal debt outstanding that bore variable interest based on one-month LIBOR. As of March 31, 2018, we have two interest rate swap agreements in place to fix the interest rate on \$125.0 million of our one-month LIBOR variable rate debt. Our interest rate risk not covered by an interest rate swap agreement is \$541.5 million of variable rate debt outstanding as of March 31, 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 \$541.5 million 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 variable rate debt would increase or decrease, as applicable, future earnings and cash flows by approximately \$5.4 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 March 31, 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

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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 March 31, 2018.

Changes in Internal Control over Financial Reporting

Beginning January 1, 2018, we adopted Accounting Standards Codification (“ASC”) 606, Revenue from Contracts with Customers and ASC 842, Leases. We implemented internal controls to ensure we adequately evaluated our contracts and properly assessed the new accounting standards related to revenue recognition and leases on our financial statements. There were no significant changes to our internal control over financial reporting due to the adoption of the new standards. There has been no other change 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 March 31, 2018, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

In the ordinary course of our business, we are subject to claims and administrative proceedings. Except as described below, 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.

On February 4, 2014, U.S. Colo, LLC (“U.S. Colo”), a current customer, filed a complaint against us in the United States District Court for the Central District of California. In the complaint, U.S. Colo alleged that it should not have been charged for the use of various interconnection services under the terms of an existing agreement between the parties.

On July 23, 2015, after amendments to the complaint, dismissal of several of U.S. Colo’s claims, and a remand of the case to the Superior Court of the State of California, County of Los Angeles (the “Superior Court”), U.S. Colo filed an amended complaint alleging breach of contract and breach of the covenant of good faith and fair dealing. The amended complaint sought \$802,564 in damages for charges paid to us for interconnection services; \$70,080,000 in damages for alleged losses of revenue and profits; attorney’s fees, interest, and costs of the suit; and declaratory and injunctive relief.

On February 4, 2016, the Superior Court granted our motion for summary adjudication, finding that U.S. Colo had contractually waived all claims for lost revenue or profits or other consequential damages.

The case was set to start trial on July 24, 2017 (after being rescheduled previously), but upon unopposed application by U.S. Colo, the Superior Court vacated the July 24, 2017, trial date, continued the trial date to April 9, 2018, set a final status conference for March 29, 2018, and reset other procedural deadlines in the action.

On March 2, 2018, the parties entered into both a Settlement and General Release Agreement pursuant to which U.S. Colo agreed to file a request with the Superior Court to dismiss the case, and an Equity Purchase Agreement pursuant to which we agreed to acquire all of the equity interests of U.S. Colo and its affiliated entities for a purchase price of \$8.6 million, inclusive of a previously accrued \$2.3 million legal expense, subject to the fulfillment of customary closing conditions (the “U.S. Colo Acquisition”). On March 20, 2018, the Superior Court dismissed the case and on April 20, 2018, we completed the U.S. Colo Acquisition.

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.

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

SALES OF UNREGISTERED EQUITY SECURITIES

None.

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REPURCHASES OF EQUITY SECURITIES

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit Number	Description
3.1	<u>Articles of Amendment and Restatement of CoreSite Realty Corporation.(1)</u>
3.2	<u>Articles Supplementary of CoreSite Realty Corporation — 7.25% Series A Cumulative Redeemable Preferred Stock.(2)</u>
3.3	<u>Amended and Restated Bylaws of CoreSite Realty Corporation.(4)</u>
4.1	<u>Specimen certificate representing the Common Stock of CoreSite Realty Corporation.(3)</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 December 18, 2012.
- (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.

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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: April 27, 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)