

Terreno Realty Corp
Form 10-Q
August 02, 2017
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2017

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 001-34603

Terreno Realty Corporation

(Exact Name of Registrant as Specified in Its Charter)

Maryland
(State or Other Jurisdiction of

Incorporation or Organization)

101 Montgomery Street, Suite 200
San Francisco, CA

(Address of Principal Executive Offices)

27-1262675
(I.R.S. Employer

Identification No.)

94104
(Zip Code)

Registrant's telephone number, including area code: (415) 655-4580

Edgar Filing: Terreno Realty Corp - Form 10-Q

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.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

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

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

The registrant had 52,362,553 shares of its common stock, \$0.01 par value per share, outstanding as of July 31, 2017.

Table of Contents

Terreno Realty Corporation

Table of Contents

PART I. FINANCIAL INFORMATION

Item 1.	<u>Financial Statements of Terreno Realty Corporation (unaudited)</u>	
	<u>Consolidated Balance Sheets as of June 30, 2017 and December 31, 2016</u>	2
	<u>Consolidated Statements of Operations for the three and six months ended June 30, 2017 and 2016</u>	3
	<u>Consolidated Statements of Comprehensive Income (Loss) for the three and six months ended June 30, 2017 and 2016</u>	4
	<u>Consolidated Statement of Equity for the six months ended June 30, 2017</u>	5
	<u>Consolidated Statements of Cash Flows for the six months ended June 30, 2017 and 2016</u>	6
	<u>Condensed Notes to Consolidated Financial Statements</u>	7
Item 2.	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	23
Item 3.	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	42
Item 4.	<u>Controls and Procedures</u>	42

PART II. OTHER INFORMATION

Item 1.	<u>Legal Proceedings</u>	43
Item 1A.	<u>Risk Factors</u>	43
Item 2.	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	43
Item 3.	<u>Defaults Upon Senior Securities</u>	43
Item 4.	<u>Mine Safety Disclosures</u>	43
Item 5.	<u>Other Information</u>	43
Item 6.	<u>Exhibits</u>	44

<u>SIGNATURES</u>	45
--------------------------	-----------

<u>EXHIBIT INDEX</u>	46
-----------------------------	-----------

Table of Contents**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements of Terreno Realty Corporation****Terreno Realty Corporation****Consolidated Balance Sheets****(in thousands except share and per share data)**

	<i>June 30, 2017</i>	<i>December 31, 2016</i>
	<i>(Unaudited)</i>	
ASSETS		
Investments in real estate		
Land	\$ 663,946	\$ 570,181
Buildings and improvements	736,470	710,277
Intangible assets	68,084	62,580
Total investments in properties	1,468,500	1,343,038
Accumulated depreciation and amortization	(122,894)	(109,357)
Net investments in properties	1,345,606	1,233,681
Properties held for sale, net	23,189	
Net investments in real estate	1,368,795	1,233,681
Cash and cash equivalents	4,481	14,208
Restricted cash	4,568	4,270
Other assets, net	32,909	26,822
Total assets	\$ 1,410,753	\$ 1,278,981
LIABILITIES AND EQUITY		
Liabilities		
Credit facility	\$ 21,000	\$ 51,500
Term loans payable, net	148,756	148,616
Senior unsecured notes, net	148,629	148,594
Mortgage loans payable, net	65,692	66,617
Security deposits	9,923	9,922
Intangible liabilities, net	19,739	3,485
Dividends payable	10,473	9,483
Performance share awards payable	8,742	10,739
Accounts payable and other liabilities	20,701	18,220
Total liabilities	453,655	467,176
Commitments and contingencies (Note 11)		
Equity		

Edgar Filing: Terreno Realty Corp - Form 10-Q

Stockholders equity		
Preferred stock: \$0.01 par value, 100,000,000 shares authorized, and 1,840,000 and 1,840,000 shares (liquidation preference of \$25.00 per share) issued and outstanding, respectively	46,000	46,000
Common stock: \$0.01 par value, 400,000,000 shares authorized, and 52,362,553 and 47,414,365 shares issued and outstanding, respectively	524	474
Additional paid-in capital	911,662	766,229
Retained earnings		
Accumulated other comprehensive loss	(1,088)	(898)
Total stockholders equity	957,098	811,805
Total liabilities and equity	\$ 1,410,753	\$ 1,278,981

The accompanying condensed notes are an integral part of these consolidated financial statements.

Table of Contents**Terreno Realty Corporation****Consolidated Statements of Operations**

(in thousands except share and per share data)

(Unaudited)

	<i>For the Three Months Ended</i>		<i>For the Six Months Ended</i>	
	<i>June 30,</i>		<i>June 30,</i>	
	<i>2017</i>	<i>2016</i>	<i>2017</i>	<i>2016</i>
REVENUES				
Rental revenues	\$ 25,710	\$ 20,515	\$ 50,177	\$ 40,513
Tenant expense reimbursements	7,068	5,302	14,042	10,961
Total revenues	32,778	25,817	64,219	51,474
COSTS AND EXPENSES				
Property operating expenses	8,452	7,102	16,999	14,856
Depreciation and amortization	9,076	8,080	18,260	16,342
General and administrative	6,030	4,298	10,209	7,738
Acquisition costs	10	484	11	1,443
Total costs and expenses	23,568	19,964	45,479	40,379
OTHER INCOME (EXPENSE)				
Interest and other income	23	6	58	19
Interest expense, including amortization	(3,806)	(3,076)	(7,572)	(6,146)
Gain on sales of real estate investments	10,100		10,100	5,248
Total other income and expenses	6,317	(3,070)	2,586	(879)
Net income	15,527	2,783	21,326	10,216
Preferred stock dividends	(891)	(891)	(1,783)	(1,783)
Net income, net of preferred stock dividends	14,636	1,892	19,543	8,433
Allocation to participating securities	(107)	(15)	(141)	(72)
Net income available to common stockholders, net of preferred stock dividends	\$ 14,529	\$ 1,877	\$ 19,402	\$ 8,361
EARNINGS PER COMMON SHARE BASIC AND DILUTED:				
Net income available to common stockholders, net of preferred stock dividends	\$ 0.29	0.04	\$ 0.40	\$ 0.19

BASIC AND DILUTED WEIGHTED AVERAGE COMMON SHARES OUTSTANDING	50,325,668	43,839,910	48,992,899	43,417,508
---	------------	------------	------------	------------

The accompanying condensed notes are an integral part of these consolidated financial statements.

Table of Contents

Terreno Realty Corporation
Consolidated Statements of Comprehensive Income (Loss)

(in thousands)

(Unaudited)

	<i>For the Three Months Ended</i>		<i>For the Six Months Ended</i>	
	<i>June 30,</i>		<i>June 30,</i>	
	<i>2017</i>	<i>2016</i>	<i>2017</i>	<i>2016</i>
Net income	\$ 15,527	\$ 2,783	\$ 21,326	\$ 10,216
Other comprehensive income (loss): cash flow hedge adjustment	(68)	(113)	(190)	(314)
Comprehensive income	\$ 15,459	\$ 2,670	\$ 21,136	\$ 9,902

The accompanying condensed notes are an integral part of these consolidated financial statements.

Table of Contents

Terreno Realty Corporation
Consolidated Statement of Equity
(in thousands except share data)
(Unaudited)

	Preferred Stock	Common Stock Number of Shares	Amount	Additional Paid- in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total
Balance as of December 31, 2016	\$ 46,000	47,414,365	\$ 474	\$ 766,229	\$	\$ (898)	\$ 811,805
Net income					21,326		21,326
Issuance of common stock, net of issuance costs of \$2,483		5,042,307	50	148,487			148,537
Repurchase of common stock		(126,366)		(3,436)			(3,436)
Issuance of restricted stock		32,247					
Stock-based compensation				1,217			1,217
Common stock dividends				(835)	(19,543)		(20,378)
Preferred stock dividends					(1,783)		(1,783)
Other comprehensive loss						(190)	(190)
Balance as of June 30, 2017	\$ 46,000	52,362,553	\$ 524	\$ 911,662	\$	\$ (1,088)	\$ 957,098

The accompanying condensed notes are an integral part of these consolidated financial statements.

Table of Contents**Terreno Realty Corporation****Consolidated Statements of Cash Flows****(in thousands)****(Unaudited)**

	<i>For the Six Months Ended June 30,</i>	
	2017	2016
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 21,326	\$ 10,216
Adjustments to reconcile net income to net cash provided by operating activities		
Straight-line rents	(2,009)	(2,535)
Amortization of lease intangibles	(814)	(674)
Depreciation and amortization	18,260	16,342
Gain on sales of real estate investments	(10,100)	(5,248)
Deferred financing cost and mortgage premium amortization	554	304
Stock-based compensation	4,850	2,933
Changes in assets and liabilities		
Other assets	(557)	(2,074)
Accounts payable and other liabilities	2,118	1,792
Net cash provided by operating activities	33,628	21,056
CASH FLOWS FROM INVESTING ACTIVITIES		
Cash paid for property acquisitions	(138,268)	(47,672)
Proceeds from sales of real estate investments, net	25,137	15,912
Additions to construction in progress		(6,800)
Additions to buildings, improvements and leasing costs	(12,597)	(11,100)
Net cash used in investing activities	(125,728)	(49,660)
CASH FLOWS FROM FINANCING ACTIVITIES		
Issuance of common stock	140,853	53,793
Issuance costs on issuance of common stock	(2,084)	(805)
Repurchase of common stock	(3,436)	(1,551)
Borrowings on credit facility	77,000	34,000
Payments on credit facility	(107,500)	(34,000)
Payments on mortgage loans payable	(991)	(5,958)
Payment of deferred financing costs		(179)
Dividends paid to common stockholders	(19,388)	(15,609)
Dividends paid to preferred stockholders	(1,783)	(1,783)
Net cash provided by financing activities	82,671	27,908
Net decrease in cash and cash equivalents and restricted cash	(9,429)	(696)
Cash and cash equivalents and restricted cash at beginning of period	18,478	25,108

Cash and cash equivalents and restricted cash at end of period	\$	9,049	\$	24,412
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION				
Cash paid for interest, net of capitalized interest	\$	7,011	\$	6,244
Supplemental disclosures of non-cash transactions				
Accounts payable related to capital improvements	\$	8,088	\$	8,625
Reconciliation of cash paid for property acquisitions				
Acquisition of properties	\$	155,915	\$	49,277
Assumption of other assets and liabilities		(17,647)		(1,605)
Net cash paid for property acquisitions	\$	138,268	\$	47,672

The accompanying condensed notes are an integral part of these consolidated financial statements.

Table of Contents

Terreno Realty Corporation
Condensed Notes to Consolidated Financial Statements
(Unaudited)

Note 1. Organization

Terreno Realty Corporation (Terreno , and together with its subsidiaries, the Company) acquires, owns and operates industrial real estate in six major coastal U.S. markets: Los Angeles, Northern New Jersey/New York City, San Francisco Bay Area, Seattle, Miami, and Washington, D.C. All square feet, acres, occupancy and number of properties disclosed in these notes to the consolidated financial statements are unaudited. As of June 30, 2017, the Company owned 178 buildings (including three buildings held for sale) aggregating approximately 12.7 million square feet and seven improved land parcels consisting of approximately 40.5 acres.

The Company commenced operations upon completion of an initial public offering and a concurrent private placement of common stock purchased by the Company s executive management on February 16, 2010. The Company is an internally managed Maryland corporation and elected to be taxed as a real estate investment trust (REIT) under Sections 856 through 860 of the Internal Revenue Code of 1986, as amended (the Code), commencing with its taxable year ended December 31, 2010.

Note 2. Significant Accounting Policies

Basis of Presentation. The accompanying unaudited interim consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and disclosures required by GAAP for annual financial statements. In management s opinion, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. The interim consolidated financial statements include all of the Company s accounts and its subsidiaries and all intercompany balances and transactions have been eliminated in consolidation. The financial statements should be read in conjunction with the financial statements contained in the Company s 2016 Annual Report on Form 10-K and the notes thereto, which was filed with the Securities and Exchange Commission on February 8, 2017.

Use of Estimates. The preparation of the interim consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Capitalization of Costs. The Company capitalizes costs directly related to the redevelopment, renovation and expansion of its investment in real estate. Costs associated with such projects are capitalized as incurred. If the project is abandoned, these costs are expensed during the period in which the redevelopment or expansion project is abandoned. Costs considered for capitalization include, but are not limited to, construction costs, interest, real estate taxes and insurance, if appropriate. These costs are capitalized only during the period in which activities necessary to ready an asset for its intended use are in progress. In the event that the activities to ready the asset for its intended use are suspended, the capitalization period will cease until such activities are resumed. Costs incurred for maintaining

and repairing properties, which do not extend their useful lives, are expensed as incurred.

Interest is capitalized based on actual capital expenditures from the period when redevelopment, renovation or expansion commences until the asset is ready for its intended use, at the weighted average borrowing rate during the period.

Investments in Real Estate. Investments in real estate, including tenant improvements, leasehold improvements and leasing costs, are stated at cost, less accumulated depreciation, unless circumstances indicate that the cost cannot be recovered, in which case, an adjustment to the carrying value of the property is made to reduce it to its estimated fair value. The Company also reviews the impact of above and below-market leases, in-place leases and lease origination costs for acquisitions and records an intangible asset or liability accordingly.

Table of Contents

Impairment. Carrying values for financial reporting purposes are reviewed for impairment on a property-by-property basis whenever events or changes in circumstances indicate that the carrying value of a property may not be fully recoverable. Examples of such events or changes in circumstances may include classifying an asset to be held for sale, changing the intended hold period or when an asset remains vacant significantly longer than expected. The intended use of an asset either held for sale or held for use can significantly impact how impairment is measured. If an asset is intended to be held for the long-term, the recoverability is based on the undiscounted future cash flows. If the asset carrying value is not supported on an undiscounted future cash flow basis, then the asset carrying value is measured against the lower of cost or the present value of expected cash flows over the expected hold period. An impairment charge to earnings is recognized for the excess of the asset's carrying value over the lower of cost or the present values of expected cash flows over the expected hold period. If an asset is intended to be sold, impairment is determined using the estimated fair value less costs to sell. The estimation of expected future net cash flows is inherently uncertain and relies on assumptions, among other things, regarding current and future economic and market conditions and the availability of capital. The Company determines the estimated fair values based on its assumptions regarding rental rates, lease-up and holding periods, as well as sales prices. When available, current market information is used to determine capitalization and rental growth rates. If available, current comparative sales values may also be used to establish fair value. When market information is not readily available, the inputs are based on the Company's understanding of market conditions and the experience of the Company's management team. Actual results could differ significantly from the Company's estimates. The discount rates used in the fair value estimates represent a rate commensurate with the indicated holding period with a premium layered on for risk. There were no impairment charges recorded during the three or six months ended June 30, 2017 or 2016.

Property Acquisitions. Effective January 1, 2017, the Company adopted Accounting Standards Update (ASU) 2017-1, *Business Combinations* (Topic 805): *Clarifying the Definition of a Business* which requires that when substantially all of the fair value of the gross assets acquired (or disposed of) is concentrated in a single identifiable asset or a group of similar identifiable assets, the integrated set of assets and activities is not considered a business. To be a business, the set of acquired activities and assets must include inputs and one or more substantive processes that together contribute to the ability to create outputs. The Company has determined that its real estate property acquisitions will generally be accounted for as asset acquisitions under the clarified definition. Prior to January 1, 2017 the Company generally accounted for property acquisitions as business combinations, in accordance with Accounting Standards Codification (ASC) 805, *Business Combinations*. Upon acquisition of a property the Company estimates the fair value of acquired tangible assets (consisting generally of land, buildings and improvements) and intangible assets and liabilities (consisting generally of the above and below-market leases and the origination value of all in-place leases). The Company determines fair values using Level 3 inputs such as replacement cost, estimated cash flow projections and other valuation techniques and applying appropriate discount and capitalization rates based on available market information. Mortgage loans assumed in connection with acquisitions are recorded at their fair value using current market interest rates for similar debt at the date of acquisition. Acquisition-related costs associated with asset acquisitions are capitalized to individual assets (typically land and building) and liabilities assumed on a relative fair value basis and acquisition-related costs associated with business combinations are expensed as incurred.

The fair value of the tangible assets is determined by valuing the property as if it were vacant. Land values are derived from current comparative sales values, when available, or management's estimates of the fair value based on market conditions and the experience of the Company's management team. Building and improvement values are calculated as replacement cost less depreciation, or management's estimates of the fair value of these assets using discounted cash flow analyses or similar methods. The fair value of the above and below-market leases is based on the present value of the difference between the contractual amounts to be received pursuant to the acquired leases (using a discount rate that reflects the risks associated with the acquired leases) and the Company's estimate of the market lease rates measured over a period equal to the remaining term of the leases plus the term of any below-market fixed rate renewal options. The above and below-market lease values are amortized to rental revenues over the remaining initial term

plus the term of any below-market fixed rate renewal options that are considered bargain renewal options of the respective leases. The total net impact to rental revenues due to the amortization of above and below-market leases was a net increase of approximately \$0.5 million and \$0.4 million, respectively, for the three months ended June 30, 2017 and 2016, and approximately \$0.8 million and \$0.7 million, respectively, for the six months ended June 30, 2017 and 2016. The origination value of in-place leases is based on costs to execute similar leases, including commissions and other related costs. The origination value of in-place leases also includes real estate taxes, insurance and an estimate of lost rental revenue at market rates during the estimated time required to lease up the property from vacant to the occupancy level at the date of acquisition. The remaining weighted average lease term related to these intangible assets and liabilities as of June 30, 2017 is 9.2 years. As of June 30, 2017 and December 31, 2016, the Company's intangible assets and liabilities, including properties held for sale (if any), consisted of the following (dollars in thousands):

Table of Contents

	June 30, 2017			December 31, 2016		
	Gross	Accumulated Amortization	Net	Gross	Accumulated Amortization	Net
In-place leases	\$ 64,524	\$ (42,394)	\$ 22,130	\$ 58,112	\$ (37,664)	\$ 20,448
Above-market leases	\$ 4,528	\$ (3,554)	\$ 974	\$ 4,468	\$ (3,319)	\$ 1,149
Below-market leases	\$ (26,438)	\$ 6,699	\$ (19,739)	\$ (9,133)	\$ 5,648	\$ (3,485)

Depreciation and Useful Lives of Real Estate and Intangible Assets. Depreciation and amortization are computed on a straight-line basis over the estimated useful lives of the related assets or liabilities. The following table reflects the standard depreciable lives typically used to compute depreciation and amortization. However, such depreciable lives may be different based on the estimated useful life of such assets or liabilities.

Description	Standard Depreciable Life
Land	Not depreciated
Building	40 years
Building Improvements	5-40 years
Tenant Improvements	Shorter of lease term or useful life
Leasing Costs	Lease term
In-place leases	Lease term
Above/Below-Market Leases	Lease term

Discontinued Operations. The Company considers a property to be classified as discontinued operations when it meets the criteria established under ASU 2014-08, *Presentation of Financial Statements* (Topic 205) and *Property, Plant and Equipment* (Topic 360), *Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity*. Disposals that represent a strategic shift that should have or will have a major effect on the Company's operations and financial results qualify as discontinued operations.

Held for Sale Assets. The Company considers a property to be held for sale when it meets the criteria established under ASC 360, *Property, Plant and Equipment* (Note 5). Properties held for sale are reported at the lower of the carrying amount or fair value less estimated costs to sell and are not depreciated while they are held for sale.

Cash and Cash Equivalents. Cash and cash equivalents consists of cash held in a major banking institution and other highly liquid short-term investments with original maturities of three months or less. Cash equivalents are generally invested in U.S. government securities, government agency securities or money market accounts.

Restricted Cash. Restricted cash includes cash held in escrow in connection with property acquisitions and reserves for certain capital improvements, leasing, interest and real estate tax and insurance payments as required by certain mortgage loan obligations.

Table of Contents

The following summarizes the reconciliation of cash and cash equivalents and restricted cash as presented in the accompanying consolidated statements of cash flows:

	<i>For the Six Months Ended June 30,</i>	
	<i>2017</i>	<i>2016</i>
Beginning		
Cash and cash equivalents at beginning of period	\$ 14,208	\$ 22,450
Restricted cash	4,270	2,658
Cash and cash equivalents and restricted cash	18,478	25,108
Ending		
Cash and cash equivalents at end of period	4,481	22,196
Restricted cash	4,568	2,216
Cash and cash equivalents and restricted cash	9,049	24,412
Net decrease in cash and cash equivalents and restricted cash	\$ (9,429)	\$ (696)

Revenue Recognition. The Company records rental revenue from operating leases on a straight-line basis over the term of the leases and maintains an allowance for estimated losses that may result from the inability of its tenants to make required payments. If tenants fail to make contractual lease payments that are greater than the Company's allowance for doubtful accounts, security deposits and letters of credit, then the Company may have to recognize additional doubtful account charges in future periods. The Company monitors the liquidity and creditworthiness of its tenants on an on-going basis by reviewing their financial condition periodically as appropriate. Each period the Company reviews its outstanding accounts receivable, including straight-line rents, for doubtful accounts and provides allowances as needed. The Company also records lease termination fees when a tenant has executed a definitive termination agreement with the Company and the payment of the termination fee is not subject to any conditions that must be met or waived before the fee is due to the Company. If a tenant remains in the leased space following the execution of a definitive termination agreement, the applicable termination will be deferred and recognized over the term of such tenant's occupancy.

Tenant expense reimbursement income includes payments and amounts due from tenants pursuant to their leases for real estate taxes, insurance and other recoverable property operating expenses and is recognized as revenues during the same period the related expenses are incurred.

As of June 30, 2017 and December 31, 2016, approximately \$26.5 million and \$21.6 million, respectively, of straight-line rent and accounts receivable, net of allowances of approximately \$0.2 million and \$0.4 million as of June 30, 2017 and December 31, 2016, respectively, were included as a component of other assets in the accompanying consolidated balance sheets.

Deferred Financing Costs. Costs incurred in connection with financings are capitalized and amortized to interest expense using the effective interest method over the term of the related loan. Deferred financing costs associated with the revolving credit facility are classified as an asset and deferred financing costs associated with debt liabilities are reported as a direct deduction from the carrying amount of the debt liability in the accompanying consolidated balance sheets. Deferred financing costs related to the revolving credit facility and debt liabilities are shown at cost, net of

accumulated amortization in the aggregate of approximately \$5.1 million and \$4.5 million as of June 30, 2017 and December 31, 2016, respectively.

Mortgage Premiums. Mortgage premiums represent the excess of the fair value of debt assumed over the principal value of debt assumed in connection with property acquisitions. The mortgage premiums are being amortized to interest expense over the term of the related debt instrument using the effective interest method. As of June 30, 2017 and December 31, 2016, the mortgage premiums were fully amortized.

Income Taxes. The Company elected to be taxed as a REIT under the Code and operates as such beginning with its taxable year ended December 31, 2010. To qualify as a REIT, the Company must meet certain organizational and operational requirements, including a requirement to distribute at least 90% of its annual REIT taxable income to its stockholders (which is computed without regard to the dividends paid deduction or net capital gain and which does not necessarily equal net income as calculated in accordance with GAAP). As a REIT, the Company generally will not be subject to federal income tax to the extent it distributes qualifying dividends to its stockholders. If it fails to qualify as a REIT in any taxable year, it will be subject to federal income tax on its taxable income at regular corporate income tax rates and generally will not be permitted to qualify for treatment as a REIT for federal income tax purposes for the four taxable years following the year during which qualification is lost unless the IRS grants it relief under certain statutory provisions. Such an event could materially adversely affect the Company's net income and net cash available for distribution to stockholders. However, the Company believes it is organized and operates in such a manner as to qualify for treatment as a REIT.

Table of Contents

ASC 740-10, *Income Taxes*, provides guidance for how uncertain tax positions should be recognized, measured, presented and disclosed in the financial statements. ASC 740-10 requires the evaluation of tax positions taken in the course of preparing the Company's tax returns to determine whether the tax positions are more-likely-than-not of being sustained by the applicable tax authority. Tax benefits of positions not deemed to meet the more-likely-than-not threshold are recorded as a tax expense in the current year. As of June 30, 2017 and December 31, 2016, the Company did not have any unrecognized tax benefits and does not believe that there will be any material changes in unrecognized tax positions over the next 12 months. The Company's tax returns are subject to examination by federal, state and local tax jurisdictions beginning with the 2010 calendar year.

Stock-Based Compensation and Other Long-Term Incentive Compensation. The Company follows the provisions of ASC 718, *Compensation-Stock Compensation*, to account for its stock-based compensation plan, which requires that the compensation cost relating to stock-based payment transactions be recognized in the financial statements and that the cost be measured on the fair value of the equity or liability instruments issued. The Company has adopted the Amended and Restated 2010 Equity Incentive Plan, which provides for the grant of restricted stock awards, performance share awards, unrestricted shares or any combination of the foregoing. Stock-based compensation is recognized as a general and administrative expense in the accompanying consolidated statements of operations and measured at the fair value of the award on the date of grant. The Company estimates the forfeiture rate based on historical experience as well as expected behavior. The amount of the expense may be subject to adjustment in future periods depending on the specific characteristics of the stock-based award.

In addition, the Company has awarded long-term incentive target awards (the Performance Share awards) to its executives that may be payable in shares of the Company's common stock after the conclusion of each pre-established performance measurement period, which is generally three years. The amount that may be earned under the Performance Share awards is variable depending on the relative total shareholder return of the Company's common stock as compared to the total shareholder return of the MSCI U.S. REIT Index (RMS) and the FTSE NAREIT Equity Industrial Index over the pre-established performance measurement period. The Company estimates the fair value of the Performance Share awards using a Monte Carlo simulation model on the date of grant and at each reporting period. The Performance Share awards are recognized as compensation expense over the requisite performance period based on the fair value of the Performance Share awards at the balance sheet date and vary quarter to quarter based on the Company's relative share price performance.

Use of Derivative Financial Instruments. ASC 815, *Derivatives and Hedging* (Note 7), provides the disclosure requirements for derivatives and hedging activities with the intent to provide users of financial statements with an enhanced understanding of: (a) how and why the Company uses derivative instruments, (b) how the Company accounts for derivative instruments and related hedged items, and (c) how derivative instruments and related hedged items affect the Company's financial position, financial performance, and cash flows. Further, qualitative disclosures are required that explain the Company's objectives and strategies for using derivatives, as well as quantitative disclosures about the fair value of and gains and losses on derivative instruments.

The Company records all derivatives on the accompanying consolidated balance sheets at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative, whether the Company has elected to designate a derivative in a hedging relationship and apply hedge accounting and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting. Derivatives designated and qualifying as a hedge of the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives designated and qualifying as a hedge of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with the recognition of the changes in the fair value of the hedged asset or liability that are

attributable to the hedged risk in a fair value hedge or the earnings effect of the hedged forecasted transactions in a cash flow hedge. The Company may enter into derivative contracts that are intended to economically hedge certain of its risks, even though hedge accounting does not apply or the Company elects not to apply hedge accounting.

As of June 30, 2017, the Company had three interest rate caps to hedge the variable cash flows associated with its existing \$150.0 million of variable-rate term loans. The caps have a notional value of \$150.0 million and will effectively cap the annual interest rate at 4.0% plus 1.30% to 1.85%, depending on leverage, with respect to \$50.0 million for the period from December 1, 2014 (effective date) to May 1, 2021, \$50.0 million for the period from September 1, 2015 (effective date) to April 1, 2019, and \$50.0 million for the period from September 1, 2015 (effective date) to February 3, 2020. The Company records all derivative instruments on a gross basis in other assets on the accompanying consolidated balance sheets, and accordingly, there are no offsetting amounts that net assets against liabilities. As of June 30, 2017 and December 31, 2016, the fair value of the interest rate caps was approximately \$0.1 million and \$0.3 million, respectively.

Table of Contents

Fair Value of Financial Instruments. ASC 820, *Fair Value Measurements and Disclosures* (Note 8), defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820 also provides guidance for using fair value to measure financial assets and liabilities. ASC 820 requires disclosure of the level within the fair value hierarchy in which the fair value measurements fall, including measurements using quoted prices in active markets for identical assets or liabilities (Level 1), quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active (Level 2), and significant valuation assumptions that are not readily observable in the market (Level 3).

New Accounting Standards. In May 2014, the Financial Accounting Standards Board (FASB) issued ASU 2014-09, which created ASC Topic 606, *Revenue from Contracts with Customers*, which is their final standard on revenue from contracts with customers. ASU 2014-09 outlines a single comprehensive model for entities to use in accounting for revenues arising from contracts with customers. The effective date of ASU 2014-09 was deferred by the issuance of ASU 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date*, by one year to make the guidance of ASU 2014-09 effective for annual reporting periods beginning after December 15, 2017, including interim period therein. Early adoption is permitted but not prior to the original effective date, which was for annual reporting periods beginning after December 15, 2016. The Company will adopt the guidance effective January 1, 2018 and is currently assessing the impact, including the transition method that will be used, on its consolidated financial statements and notes to its consolidated financial statements. In March 2016, the FASB issued ASU 2016-08, *Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net)*, which clarifies how to apply the implementation guidance on principal versus agent considerations related to the sale of goods or services to a customer as updated by ASU 2014-09. In April 2016, the FASB issued ASU 2016-10, *Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing*, which clarifies two aspects of Topic 606: (1) identifying performance obligations and (2) the licensing implementation guidance, while retaining the related principles for those areas. The effective date and transition requirements for ASU 2016-10 are the same as the effective date and transition requirements in ASU 2015-14. In May 2016, the FASB issued ASU 2016-12, *Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients*, which makes narrow scope amendments to Topic 606 including implementation issues on collectability, non-cash consideration and completed contracts at transition. In December 2016, the FASB issued ASU 2016-20, *Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers*, which make additional narrow scope amendments to Topic 606 including loan guarantee fees, impairment testing of contract costs, provisions for losses on construction-type and production-type contracts. The FASB allows two adoption methods under ASU 2014-09. Under one method, a company will apply the rules to contracts in all reporting periods presented, subject to certain allowable exceptions. Under the other method, a company will apply the rules to all contracts existing as of January 1, 2018, recognizing in beginning retained earnings an adjustment for the cumulative effect of the change and providing additional disclosures comparing results to previous rules (modified retrospective method). The Company will adopt these updates beginning with the first quarter of its fiscal year 2018 and anticipates doing so using the modified retrospective method. Currently, the Company is in the process of evaluating the impact of the adoption of ASU 2014-09. The Company's assessment efforts to date have included reviewing current accounting policies and processes, as well assigning internal resources to assist in the process. Additionally, the Company is in the process of reviewing historical contracts and other arrangements to identify potential differences that could arise from the adoption of ASU 2014-09. The Company believes the effects on its existing accounting policies will be associated with the amount and timing of historical real estate sales contracts and associated gain recognitions. As the Company progresses further in its analysis, the scope of this assessment could be expanded to include other contract elements that could have an accounting impact under the new standard. The Company is also continuing to assess the potential effects that this new standard is expected to have on its consolidated financial statements as it relates to its leasing arrangements with its tenants and in concert with its assessment and anticipated adoption of the new leasing guidance under ASU 2016-02, *Leases* (see below).

The ultimate impacts are currently unknown or not reasonably estimable at this time. The Company continues to evaluate other areas of the standard and is currently assessing the impact on its consolidated financial statements and notes to its consolidated financial statements and cannot reasonably estimate quantitative information related to the impact of the new standard on its consolidated financial statements at this time.

In February 2016, the FASB issued ASU 2016-02, *Leases* (Topic 842). The ASU increases transparency and comparability among organizations by recognizing lease assets and liabilities on the balance sheet and disclosing key information about leasing arrangements. The standard requires that non-lease components, such as tenant expense reimbursement revenues, be accounted for in accordance with ASU 2014-09, *Revenue from Contracts with Customers* (see above), which could change the classification and timing of its non-lease components. The ASU is effective for fiscal years beginning after December 15, 2018, including interim periods within those years, which for the Company would be the first quarter of 2019, and early adoption is permitted. The Company is currently assessing the potential changes to its accounting and whether such changes will have a material impact on its consolidated financial statements and notes to its consolidated financial statements.

Table of Contents

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments*, which provides clarified guidance on the presentation and classification of certain cash receipts and cash payments in the statement of cash flows. ASU 2016-15 is effective for fiscal years after December 15, 2017, and interim periods within those fiscal years and early adoption is permitted. The Company is currently assessing the impact of adopting ASU 2016-15 on its consolidated financial statements and notes to its consolidated financial statements, but does not expect the adoption of ASU 2016-15 to have a material impact.

In November 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows (Topic 230): Restricted Cash*, which requires that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. As a result, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The amendments do not provide a definition of restricted cash or restricted cash equivalents. The Company elected to early adopt the provisions of ASU 2016-18 as of March 31, 2017, and has revised its consolidated statements of cash flows for the period ended June 30, 2016 to reflect amounts described as restricted cash and restricted cash equivalents included with cash and cash equivalents in the reconciliation of beginning of period and end of period total amounts shown on the consolidated statements of cash flows. Consequently, transfers between cash and restricted cash will not be presented as a separate line item in the operating, investing or financing sections of the cash flow statement. A reconciliation of cash and cash equivalents and restricted cash as presented on the consolidated balance sheets to the consolidated statements of cash flows is included in the significant accounting policies above.

Segment Disclosure. ASC 280, *Segment Reporting*, establishes standards for reporting financial and descriptive information about an enterprise's reportable segments. The Company has determined that it has one reportable segment, with activities related to investing in real estate. The Company's investments in real estate are geographically diversified and the chief operating decision makers evaluate operating performance on an individual asset level. As each of the Company's assets has similar economic characteristics, the assets have been aggregated into one reportable segment.

Note 3. Concentration of Credit Risk

Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash and cash equivalents. The Company may maintain deposits in federally insured financial institutions in excess of federally insured limits. However, the Company's management believes the Company is not exposed to significant credit risk due to the financial position of the depository institutions in which those deposits are held.

As of June 30, 2017, the Company owned 52 buildings and approximately 3.1 million square feet located in Northern New Jersey/New York City, which accounted for approximately 24.8% of its annualized base rent and 28 buildings and approximately 2.8 million square feet located in Washington, D.C., which accounted for approximately 21.6% of its annualized base rent. Such annualized base rent percentages are based on contractual base rent from leases in effect as of June 30, 2017, excluding any partial or full rent abatements.

Other real estate companies compete with the Company in its real estate markets. This results in competition for tenants to occupy space. The existence of competing properties could have a material impact on the Company's ability to lease space and on the level of rent that can be achieved. The Company had no tenants that accounted for greater than 10% of its rental revenues for the six months ended June 30, 2017.

Note 4. Investments in Real Estate

During the three months ended June 30, 2017, the Company acquired 11 industrial buildings containing approximately 807,000 square feet and two land parcels containing approximately 17.8 acres. The total aggregate initial investment, including acquisition costs, was approximately \$140.8 million, of which \$102.7 million was recorded to land, \$31.2 million to buildings and improvements, \$6.9 million to intangible assets and \$17.3 million to intangible liabilities.

Table of Contents

During the six months ended June 30, 2017, the company acquired 13 industrial buildings containing approximately 898,000 square feet and two land parcels containing approximately 17.8 acres. The total aggregate initial investment, including acquisition costs, was approximately \$155.9 million, of which \$112.3 million was recorded to land, \$36.7 million to buildings and improvements, \$6.9 million to intangible assets and \$17.3 million to intangible liabilities.

The Company recorded revenues and net income for the three months ended June 30, 2017 of approximately \$1.1 million and \$0.5 million, respectively, and recorded revenues and net income for the six months ended June 30, 2017 of approximately \$1.3 million and \$0.6 million, respectively, related to the 2017 acquisitions.

During the three months ended June 30, 2016, the Company acquired four industrial buildings containing approximately 162,000 square feet. The total aggregate initial investment was approximately \$21.4 million, of which \$9.9 million was recorded to land, \$9.7 million to buildings and improvements, \$1.8 million to intangible assets and \$0.5 million to intangible liabilities.

During the six months ended June 30, 2016, the Company acquired seven industrial buildings containing approximately 287,000 square feet and one improved land parcel containing approximately 4.5 acres. The total aggregate initial investment was approximately \$49.3 million, of which \$26.6 million was recorded to land, \$19.6 million to buildings and improvements, \$3.1 million to intangible assets and \$1.2 million to intangible liabilities.

The Company recorded revenues and net income for the three months ended June 30, 2016 of approximately \$0.8 million and \$0.1 million, respectively, and recorded revenues and net income for the six months ended June 30, 2016 of approximately \$0.9 million and \$0.2 million, respectively, related to the 2016 acquisitions.

The above assets and liabilities were recorded at fair value, which uses Level 3 inputs. The properties were acquired from unrelated third parties using existing cash on hand, proceeds from property sales, issuance of common stock and borrowings on the revolving credit facility. Effective January 1, 2017, the Company adopted ASU 2017-1, *Business Combinations* (Topic 805): *Clarifying the Definition of a Business* under which property acquisitions are generally accounted for as asset acquisitions resulting in the capitalization of acquisition costs as part of the purchase price of the acquisition, instead of being expensed as incurred. Prior to January 1, 2017 the Company accounted for property acquisitions as business combinations, in accordance with ASC 805, *Business Combinations*, resulting in the expense of acquisition costs as incurred.

During 2016, the Company completed redevelopment of its South Main Street property in Carson, California. The Company demolished three buildings totaling approximately 186,000 square feet, constructed a new front-load industrial distribution building containing approximately 210,000 square foot and renovated an existing approximately 34,000 square foot office building. The Company capitalized interest associated with redevelopment and expansion activities of approximately \$0 and \$0.2 million, respectively, during the three months ended June 30, 2017 and 2016 and \$0 and \$0.4 million, respectively, during the six months ended June 30, 2017 and 2016. The redevelopment cost was approximately \$17.8 million for a total investment of approximately \$39.3 million, excluding approximately \$2.3 million of intangible liabilities.

Pro Forma Financial Information:

The following supplementary pro forma financial information presents the results of operations of the Company for the three and six months ended June 30, 2017 and 2016 as if all of the Company's acquisitions during the six months ended June 30, 2017 occurred on January 1, 2016. The following pro forma results for the three and six months ended June 30, 2017 and 2016 have been presented for comparative purposes only and are not necessarily indicative of the results of operations that would have actually occurred had all transactions taken place on January 1, 2016, or of

future results of operations (dollars in thousands, except per share data).

Table of Contents

	<i>For the Three Months Ended June 30,</i>		<i>For the Six Months Ended June 30,</i>	
	<i>2017</i>	<i>2016</i>	<i>2017</i>	<i>2016</i>
Total revenues	\$ 33,426	\$ 27,561	\$ 66,602	\$ 55,150
Net income available to common stockholders, net of preferred stock dividends	14,713	2,562	20,315	9,850
Basic and diluted net income available to common stockholders per share, net of preferred stock dividends	\$ 0.29	\$ 0.06	\$ 0.41	\$ 0.23

Note 5. Held for Sale/Disposed Assets

The Company considers a property to be held for sale when it meets the criteria established under ASC 360, *Property, Plant, and Equipment*. Properties held for sale are reported at the lower of the carrying amount or fair value less estimated costs to sell and are not depreciated while they are held for sale. As of June 30, 2017, the Company has entered into an agreement with a third-party purchaser to sell two properties located in the Washington, D.C. market for an aggregate sales price of approximately \$40.5 million (net book value of approximately \$23.2 million). The sales of the properties are subject to various closing conditions.

The following summarizes the condensed results of operations of the properties held for sale as of June 30, 2017, for the three and six months ended June 30, 2017 and 2016 (dollars in thousands):

	<i>For the Three Months Ended June 30,</i>		<i>For the Six Months Ended June 30,</i>	
	<i>2017</i>	<i>2016</i>	<i>2017</i>	<i>2016</i>
Rental revenues	\$ 570	\$ 514	\$ 1,223	\$ 1,041
Tenant expense reimbursements	115	104	281	263
Property operating expenses	(135)	(159)	(308)	(370)
Depreciation and amortization	(108)	(158)	(270)	(302)
Income from operations	\$ 442	\$ 301	\$ 926	\$ 632

During the six months ended June 30, 2017, the Company sold one property located in the Los Angeles market for a sales price of approximately \$25.3 million, resulting in a gain of approximately \$10.1 million.

Note 6. Debt

As of June 30, 2017, the Company had \$50.0 million of senior unsecured notes that mature in September 2022, \$50.0 million of senior unsecured notes that mature in July 2026, \$50.0 million of senior unsecured notes that mature in October 2027 (collectively, the Senior Unsecured Notes), and a credit facility (the Facility), which consists of a \$200.0 million unsecured revolving credit facility that matures in August 2020, a \$50.0 million term loan that matures in August 2021 and a \$100.0 million term loan that matures in January 2022. As of June 30, 2017 and December 31, 2016, there was \$21.0 million and \$51.5 million, respectively, of borrowings outstanding on the revolving credit facility and \$150.0 million and \$150.0 million, respectively, of borrowings outstanding on the term loans. As of both June 30, 2017 and December 31, 2016, the Company had three interest rate caps to hedge the variable cash flows

associated with its existing \$150.0 million of variable-rate term loans. See Note 7-Derivative Financial Instruments for more information regarding the Company's interest rate caps.

The aggregate amount of the Facility may be increased to a total of up to \$600.0 million, subject to the approval of the administrative agent and the identification of lenders willing to make available additional amounts. Outstanding borrowings under the Facility are limited to the lesser of (i) the sum of the \$150.0 million of term loans and the \$200.0 million revolving credit facility, or (ii) 60.0% of the value of the unencumbered properties. Interest on the Facility, including the term loans, is generally to be paid based upon, at the Company's option, either (i) LIBOR plus the applicable LIBOR margin or (ii) the applicable base rate which is the greatest of the administrative agent's prime rate, 0.50% above the federal funds effective rate, or thirty-day LIBOR plus the applicable LIBOR margin for LIBOR rate loans under the Facility plus 1.25%. The applicable LIBOR margin will range from 1.35% to 1.90% (1.35% as of June 30, 2017) for the revolving credit facility and 1.30% to 1.85% (1.30% as of June 30, 2017) for the \$50.0 million term loan that matures in August 2021 and the \$100.0 million term loan that matures in January 2022, depending on the ratio of the Company's outstanding consolidated indebtedness to the value of the Company's consolidated gross asset value. The Facility requires quarterly payments of an annual unused facility fee in an amount equal to 0.20% or 0.25% depending on the unused portion of the Facility.

Table of Contents

The Facility and the Senior Unsecured Notes are guaranteed by the Company and by substantially all of the current and to-be-formed subsidiaries of the borrower that own an unencumbered property. The Facility and the Senior Unsecured Notes are unsecured by the Company's properties or by interests in the subsidiaries that hold such properties. The Facility and the Senior Unsecured Notes include a series of financial and other covenants with which the Company must comply. The Company was in compliance with the covenants under the Facility and the Senior Unsecured Notes as of June 30, 2017 and December 31, 2016.

The Company has mortgage loans payable which are collateralized by certain of the properties and require monthly interest and principal payments until maturity and are generally non-recourse. The mortgage loans mature between 2019 and 2021. As of June 30, 2017, the Company had three mortgage loans payable, net of deferred financings costs, totaling approximately \$65.7 million, which bear interest at a weighted average fixed annual rate of 4.0%. As of December 31, 2016, the Company had four mortgage loans payable, net of deferred financing costs, totaling approximately \$66.6 million, which bore interest at a weighted average fixed annual interest rate of 4.0%. As of June 30, 2017 and December 31, 2016, the total net book value of the properties securing the debt was approximately \$133.8 million and \$144.4 million, respectively.

The scheduled principal payments of the Company's debt as of June 30, 2017 were as follows (dollars in thousands):

	Credit Facility	Term Loans	Senior Unsecured Notes	Mortgage Loans Payable	Total Debt
2017 (6 months)	\$	\$	\$	\$ 926	\$ 926
2018				1,910	1,910
2019				18,805	18,805
2020	21,000			33,077	54,077
2021		50,000		11,271	61,271
Thereafter		100,000	150,000		250,000
Subtotal	21,000	150,000	150,000	65,989	386,989
Unamortized net premiums					
Total Debt	21,000	150,000	150,000	65,989	386,989
Deferred financing costs, net		(1,244)	(1,371)	(297)	(2,912)
Total Debt, net	\$ 21,000	\$ 148,756	\$ 148,629	\$ 65,692	\$ 384,077
Weighted Average Interest Rate	2.4%	2.4%	4.3%	4.0%	3.4%

Note 7. Derivative Financial Instruments
Risk Management Objective of Using Derivatives

The Company is exposed to certain risk arising from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Company manages economic risks, including interest rate, liquidity, and credit risk

primarily by managing the amount, sources, and duration of its debt funding and the use of derivative financial instruments. Specifically, the Company enters into derivative financial instruments to manage exposures that arise from business activities that result in the payment of future known and uncertain cash amounts, the value of which are determined by interest rates. The Company's derivative financial instruments are used to manage differences in the amount, timing, and duration of its known or expected cash payments principally related to its borrowings.

Derivative Instruments

The Company's objectives in using interest rate derivatives are to add stability to interest expense and to manage exposure to interest rate movements. To accomplish this objective, the Company primarily uses interest rate caps as part of its interest rate risk management strategy. Interest rate caps involve the receipt of variable amounts from a counterparty at the end of each period in which the interest rate exceeds the agreed fixed price. The Company does not use derivatives for trading or speculative purposes. The Company requires that hedging derivative instruments be highly effective in reducing the risk exposure that they are designated to hedge. As a result, there is no significant ineffectiveness from any of its derivative activities.

Table of Contents

The accounting for changes in fair value (i.e., gains or losses) of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and further, on the type of hedging relationship. Derivatives that are not designated as hedges must be adjusted to fair value through earnings. For a derivative that is designated and that qualifies as a cash flow hedge, the effective portion of the change in fair value of the derivative is initially recorded in accumulated other comprehensive income (loss) (AOCI). Amounts recorded in AOCI are subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. The ineffective portion of a derivative's change in fair value is immediately recognized in earnings.

As of June 30, 2017, the Company had three interest rate caps to hedge the variable cash flows associated with its existing \$150.0 million of variable-rate term loans. The caps have a notional value of \$150.0 million and will effectively cap the annual interest rate payable at 4.0% plus 1.30% to 1.85%, depending on leverage, with respect to \$50.0 million for the period from December 1, 2014 (effective date) to May 1, 2021, \$50.0 million for the period from September 1, 2015 (effective date) to April 1, 2019 and \$50.0 million for the period from September 1, 2015 (effective date) to February 3, 2020. The Company is required to make certain monthly variable rate payments on the term loans, while the applicable counterparty is obligated to make certain monthly floating rate payments based on LIBOR to the Company in the event LIBOR is greater than 4.0%, referencing the same notional amount.

The Company records all derivative instruments on a gross basis in other assets on the consolidated balance sheets, and accordingly, there are no offsetting amounts that net assets against liabilities. The following table presents a summary of the Company's derivative instruments designated as hedging instruments (dollars in thousands):

Derivative Instrument	Effective Date	Maturity Date	Interest Rate Strike	Fair Value		Notional Amount	
				June 30, 2017	December 31, 2016	June 30, 2017	December 31, 2016
Assets:							
Interest Rate Cap	12/1/2014	5/1/2021	4.0%	\$ 49	\$ 204	\$ 50,000	\$ 50,000
Interest Rate Cap	9/1/2015	4/1/2019	4.0%	1	14	50,000	50,000
Interest Rate Cap	9/1/2015	2/3/2020	4.0%	7	63	50,000	50,000
Total				\$ 57	\$ 281	\$ 150,000	\$ 150,000

The effective portion of changes in the fair value of derivatives designated and qualified as cash flow hedges is recorded in AOCI and will be reclassified to interest expense in the period that the hedged forecasted transaction affects earnings on the Company's variable rate debt. The ineffective portion of the change in fair value of the derivatives is recognized directly in earnings into interest expense.

Table of Contents

The following table presents the effect of the Company's derivative financial instruments on its accompanying consolidated statements of operations for the three and six months ended June 30, 2017 and 2016 (in thousands):

	<i>For the Three Months</i>		<i>For the Six Months</i>	
	<i>Ended June 30,</i>		<i>Ended June 30,</i>	
	<i>2017</i>	<i>2016</i>	<i>2017</i>	<i>2016</i>
Interest rate caps in cash flow hedging relationships:				
Amount of gain recognized in AOCI on derivatives (effective portion)	\$ 16	\$	\$ 34	\$
Amount of gain reclassified from AOCI into interest expense (effective portion)	\$ 16	\$	\$ 34	\$

The Company estimates that approximately \$0.2 million will be reclassified from AOCI as an increase to interest expense over the next twelve months.

Note 8. Fair Value Measurements

ASC 820 requires disclosure of the level within the fair value hierarchy in which the fair value measurements fall, including measurements using quoted prices in active markets for identical assets or liabilities (Level 1), quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active (Level 2), and significant valuation assumptions that are not readily observable in the market (Level 3).

Recurring Measurements Interest Rate Contracts*Fair Value of Interest Rate Caps*

Currently, the Company uses interest rate cap agreements to manage its interest rate risk. The valuation of these instruments is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of the derivatives. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves. As of June 30, 2017, the Company applied the provisions of this standard to the valuation of its interest rate caps.

The following sets forth the Company's financial instruments that are accounted for at fair value on a recurring basis as of June 30, 2017 and December 31, 2016 (dollars in thousands):

		<i>Fair Value Measurement Using</i>		
		<i>Quoted Price in</i>		
		<i>Active Markets for</i>		
		<i>Identical</i>	<i>Significant</i>	<i>Significant</i>
		<i>Assets</i>	<i>Other</i>	<i>Unobservable</i>
		<i>and</i>	<i>Observable</i>	<i>Inputs</i>
		<i>Liabilities</i>	<i>Inputs</i>	<i>Inputs</i>
	<i>Total Fair Value</i>	<i>(Level 1)</i>	<i>(Level 2)</i>	<i>(Level 3)</i>
Assets				
Interest rate caps at:				

June 30, 2017	\$ 57	\$	\$ 57	\$
December 31, 2016	\$ 281	\$	\$ 281	\$

Financial Instruments Disclosed at Fair Value

As of June 30, 2017 and December 31, 2016, the fair values of cash and cash equivalents, accounts receivable and accounts payable approximated their carrying values because of the short-term nature of these investments or liabilities based on Level 1 inputs. The fair values of the Company's derivative instruments were evaluated based on Level 2 inputs. The fair values of the Company's mortgage loans payable and Senior Unsecured Notes were estimated by calculating the present value of principal and interest payments, based on borrowing rates available to the Company, which are Level 2 inputs, adjusted with a credit spread, as applicable, and assuming the loans are outstanding through maturity. The fair value of the Company's Facility approximated its carrying value because the variable interest rates approximate market borrowing rates available to the Company, which are Level 2 inputs.

Table of Contents

The following table sets forth the carrying value and the estimated fair value of the Company's debt as of June 30, 2017 and December 31, 2016 (dollars in thousands):

Liabilities	<i>Total Fair Value</i>	<i>Fair Value Measurement Using</i>			<i>Carrying Value</i>
		<i>Quoted Price in</i>	<i>Significant</i>	<i>Significant</i>	
		<i>Active</i>	<i>Other</i>	<i>Unobservable</i>	
		<i>Markets</i>	<i>Observable</i>	<i>Inputs</i>	
		<i>for</i>	<i>Inputs</i>	<i>(Level 3)</i>	
		<i>Identical</i>	<i>(Level 2)</i>		
		<i>Assets</i>			
		<i>and</i>			
		<i>Liabilities</i>			
		<i>(Level 1)</i>			
Debt at:					
June 30, 2017	\$ 386,684	\$	\$ 386,684	\$	\$ 384,077
December 31, 2016	\$ 417,219	\$	\$ 417,219	\$	\$ 415,327

Note 9. Stockholders Equity

The Company's authorized capital stock consists of 400,000,000 shares of common stock, \$0.01 par value per share, and 100,000,000 shares of preferred stock, \$0.01 par value per share. The Company had an at-the-market equity offering program (the ATM Program) pursuant to which the Company could issue and sell shares of its common stock having an aggregate offering price of up to \$150.0 million in amounts and at times determined by the Company from time to time. The ATM Program was fully utilized as of June 30, 2017. Prior to the implementation of the ATM Program, the Company had a \$100.0 million ATM program (the Prior ATM Program), which was fully utilized as of December 31, 2016. During the three and six months ended June 30, 2017, the Company issued an aggregate of 2,788,986 and 4,836,086 shares, respectively, of common stock at a weighted average offering price of \$32.05 and \$30.06 per share, respectively, under the ATM Program, resulting in net proceeds of approximately \$88.1 million and \$143.3 million, respectively, and paying total compensation to the applicable sales agents of approximately \$1.3 million and \$2.1 million, respectively. During the three and six months ended June 30, 2016, the Company issued an aggregate of 2,578,640 and 2,629,608 shares, respectively, of common stock at a weighted average offering price of \$24.27 and \$24.26 per share, respectively, under the Prior ATM Program, resulting in net proceeds of approximately \$61.6 million and \$62.8 million, respectively, and paying total compensation to the applicable sales agents of approximately \$1.0 million and \$1.0 million, respectively.

The Company has a share repurchase program authorizing the Company to repurchase up to 2,000,000 shares of its outstanding common stock from time to time through December 31, 2018. Purchases made pursuant to the program will be made in either the open market or in privately negotiated transactions as permitted by federal securities laws and other legal requirements. The timing, manner, price and amount of any repurchases will be determined by the Company in its discretion and will be subject to economic and market conditions, stock price, applicable legal requirements and other factors. The program may be suspended or discontinued at any time. As of June 30, 2017, the Company has not repurchased any shares of stock pursuant to its share repurchase authorization.

In connection with the annual meeting of stockholders on May 2, 2017, the Company granted a total of 10,988 shares of unrestricted common stock to its independent directors under the Company's Amended and Restated 2010 Equity Incentive Plan with a grant date fair value per share of \$30.95. The grant date fair value of the unrestricted common

stock was determined using the closing price of the Company's common stock on the date of the grant. The Company recognized approximately \$0.3 million in compensation costs for the three and six months ended June 30, 2017 related to this issuance.

As of both June 30, 2017 and December 31, 2016, 1,840,000 shares of 7.75% Series A Cumulative Redeemable Preferred Stock (the "Series A Preferred Stock") were issued and outstanding. Dividends on the Series A Preferred Stock are payable when, as and if authorized by the Company's board of directors quarterly in arrears on or about the last day of March, June, September and December of each year. The Series A Preferred Stock ranks, with respect to dividend rights and rights upon the Company's liquidation, dissolution or winding-up, senior to the Company's common stock.

On July 19, 2017, the Company redeemed all 1,840,000 outstanding shares of the Series A Preferred Stock for cash at a redemption price of \$25.00 per share, plus accrued and unpaid dividends of \$0.096875 per share. The Company will recognize a charge of approximately \$1.8 million during the three months ended September 30, 2017 representing the write-off of original issuance costs related to the redemption of the Series A Preferred Stock.

Table of Contents

As of June 30, 2017, there were 1,705,000 shares of common stock authorized for issuance as restricted stock grants, unrestricted stock awards or Performance Share awards under the Company's Amended and Restated 2010 Equity Incentive Plan (the Plan), of which 577,365 were remaining. The grant date fair value per share of restricted stock awards issued during the period from February 16, 2010 (commencement of operations) to June 30, 2017 ranged from \$14.20 to \$26.52. The fair value of the restricted stock that was granted during the six months ended June 30, 2017 was approximately \$0.9 million and the vesting period for the restricted stock is five years. As of June 30, 2017, the Company had approximately \$5.7 million of total unrecognized compensation costs related to restricted stock issuances, which is expected to be recognized over a remaining weighted average period of approximately 3.2 years. The Company recognized compensation costs of approximately \$0.5 million for both the three months ended June 30, 2017 and 2016, and approximately \$0.9 million and \$1.0 million for the six months ended June 30, 2017 and 2016, respectively, related to the restricted stock issuances.

The following is a summary of the total restricted shares granted to the Company's executive officers and employees with the related weighted average grant date fair value share prices for the six months ended June 30, 2017:

Restricted Stock Activity:

	Shares	Weighted Average Grant Date Fair Value
Non-vested shares outstanding as of December 31, 2016	395,281	\$ 20.48
Granted	32,247	26.52
Forfeited	(32,349)	19.59
Vested	(20,337)	18.06
Non-vested shares outstanding as of June 30, 2017	374,842	\$ 21.21

The following is a vesting schedule of the total non-vested shares of restricted stock outstanding as of June 30, 2017:

Non-vested Shares Vesting Schedule	Number of Shares
2017 (6 months)	
2018	32,358
2019	23,686
2020	301,877
2021	11,045
Thereafter	5,876
Total Non-vested Shares	374,842

Long-Term Incentive Plan:

As of June 30, 2017, there are three open performance measurement periods for the Performance Share awards: January 1, 2015 to December 31, 2017, January 1, 2016 to December 31, 2018 and January 1, 2017 to December 31,

Edgar Filing: Terreno Realty Corp - Form 10-Q

2019. During the three and six months ended June 30, 2017, the Company issued 0 and 195,233 shares, respectively, of common stock at a price of \$28.84 per share related to the Performance Share awards for the performance period from January 1, 2014 to December 31, 2016. The expense related to the open Performance Share awards varies quarter to quarter based on the Company's relative share price performance.

Table of Contents

The following table summarizes certain information with respect to the Performance Share awards (dollars in thousands):

Performance Share Period	Fair Value June 30, 2017	Accrual June 30, 2017	Expense For the Three Months		Expense For the Six Months	
			Ended June 30, 2017	2016	Ended June 30, 2017	2016
January 1, 2017 - December 31, 2019	\$ 4,081	\$ 675	\$ 470	\$	\$ 675	\$
January 1, 2016 - December 31, 2018	5,244	2,617	1,046	213	1,355	413
January 1, 2015 - December 31, 2017	6,550	5,450	996	401	1,603	699
January 1, 2014 - December 31, 2016				474		604
Total	\$ 15,875	\$ 8,742	\$ 2,512	\$ 1,088	\$ 3,633	\$ 1,716

Dividends:

The following table sets forth the cash dividends paid or payable per share during the six months ended June 30, 2017:

For the Three Months Ended	Security	Dividend per Share	Declaration Date	Record Date	Date Paid
March 31, 2017	Common stock	\$ 0.200000	February 7, 2017	March 28, 2017	April 12, 2017
March 31, 2017	Preferred stock	\$ 0.484375	February 7, 2017	March 10, 2017	March 31, 2017
June 30, 2017	Common stock	\$ 0.200000	May 2, 2017	July 7, 2017	July 21, 2017
June 30, 2017	Preferred stock	\$ 0.484375	May 2, 2017	June 9, 2017	June 30, 2017

Note 10. Net Income (Loss) Per Share

Pursuant to ASC 260-10-45, *Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities*, unvested share-based payment awards that contain non-forfeitable rights to dividends are participating securities and are included in the computation of earnings per share pursuant to the two-class method. The two-class method of computing earnings per share allocates earnings per share for common stock and any participating securities according to dividends declared (whether paid or unpaid) and participation rights in undistributed earnings. Under the two-class method, earnings per common share are computed by dividing the sum of distributed earnings to common stockholders and undistributed earnings allocated to common stockholders by the weighted average number of common shares outstanding for the period. The Company's non-vested shares of restricted stock are considered participating securities since these share-based awards contain non-forfeitable rights to dividends irrespective of whether the awards ultimately vest or expire. The Company had no dilutive restricted stock awards outstanding for both the three and six months ended June 30, 2017 and 2016.

In accordance with the Company's policies of determining whether instruments granted in share-based payment transactions are participating securities and accounting for earnings per share, the net income (loss) per common share is adjusted for earnings distributed through declared dividends (if any) and allocated to all participating securities (weighted average common shares outstanding and unvested restricted shares outstanding) under the two-class method. Under this method, allocations were made to 374,842 and 397,114 of weighted average unvested restricted

shares outstanding for the three months ended June 30, 2017 and 2016, respectively, and 384,614 and 399,981 of weighted average unvested restricted shares outstanding for the six months ended June 30, 2017 and 2016, respectively.

Note 11. Commitments and Contingencies

Contractual Commitments. As of August 2, 2017, the Company has four outstanding contracts with third-party sellers to acquire four industrial properties consisting of approximately 424,000 square feet. There is no assurance that the Company will acquire the properties under contract because the proposed acquisitions are subject to the completion of satisfactory due diligence and various closing conditions.

Table of Contents

The following table summarizes certain information with respect to the properties the Company has under contract:

Market	Number of Buildings	Square Feet	Purchase Price (in thousands)	Assumed Debt (in thousands)
Los Angeles	8	152,025	\$ 28,000	\$
Northern New Jersey/New York City	3	48,158	13,500	
San Francisco Bay Area				
Seattle	1	208,000	25,410	
Miami	1	15,965	2,515	
Washington, D.C.				
Total	13	424,148	\$ 69,425	\$

As of August 2, 2017, the Company has executed one non-binding letter of intent with a third-party seller to acquire one industrial property consisting of approximately 38,000 square feet. The total purchase price for this industrial property is approximately \$7.1 million. In the normal course of its business, the Company enters into non-binding letters of intent to purchase properties from third parties that may obligate the Company to make payments or perform other obligations upon the occurrence of certain events, including the execution of a purchase and sale agreement and satisfactory completion of various due diligence matters. There can be no assurance that the Company will enter into a purchase and sale agreement with respect to this property or otherwise complete any such prospective purchase on the terms described or at all.

As of August 2, 2017, the Company has two outstanding contracts with third-party purchasers to sell three properties, consisting of approximately 583,000 square feet, located in the Washington, D.C. market for an aggregate sales price of approximately \$52.0 million (net book value of approximately \$29.3 million). There is no assurance the Company will sell the properties under contract because the proposed dispositions are subject to various closing conditions.

Note 12. Subsequent Events

On July 6, 2017, the Company acquired two industrial buildings located in Santa Fe Springs, CA containing approximately 87,000 square feet for a total purchase price of approximately \$14.9 million. The property was acquired from an unrelated third party using existing cash on hand and borrowings on the revolving credit facility.

On July 7, 2017, the Company acquired one industrial building located in Seattle, WA containing approximately 13,000 square feet for a total purchase price of approximately \$4.0 million. The property was acquired from an unrelated third party using existing cash on hand and borrowings on the revolving credit facility.

On July 14, 2017, the Company issued in a private placement \$100.0 million of senior unsecured notes (the 2024 Senior Unsecured Notes) with a seven-year term. The 2024 Senior Unsecured Notes bear interest at a fixed annual interest rate of 3.75% and mature in July 2024. The 2024 Senior Unsecured Notes are guaranteed by the Company and by substantially all of the current and to-be-formed subsidiaries of the borrower that own an unencumbered property. These 2024 Senior Unsecured Notes are unsecured by the Company's properties or by interests in the subsidiaries that hold such properties. The 2024 Senior Unsecured Notes include a series of financial and other covenants with which the Company must comply.

Edgar Filing: Terreno Realty Corp - Form 10-Q

On July 19, 2017, the Company redeemed all 1,840,000 outstanding shares of its Series A Preferred Stock at a redemption price of \$25.00 per share, plus an amount per share of \$0.096875 representing all accrued and unpaid dividends per share from July 1, 2017 to, but excluding July 19, 2017, without interest. The Company will recognize a charge of approximately \$1.8 million during the three months ended September 30, 2017 representing the write-off of original issuance costs related to the redemption of the Series A Preferred Stock.

On July 21, 2017, the Company acquired one industrial building located in Compton, CA containing approximately 58,000 square feet for a total purchase price of approximately \$9.4 million. The property was acquired from an unrelated third party using existing cash on hand and borrowings on the revolving credit facility.

On August 1, 2017, the Company's board of directors declared a cash dividend in the amount of \$0.22 per share of its common stock payable on October 20, 2017 to the stockholders of record as of the close of business on October 6, 2017.

Table of Contents

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, 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 caution investors that forward-looking statements are based on management's beliefs and on assumptions made by, and information currently available to, management. When used, the words "anticipate", "believe", "estimate", "expect", "intend", "may", "might", "project", "result", "should", "will", "seek", "target", "see", "likely", "position", "opportunity" and similar expressions solely to historical matters are intended to identify forward-looking statements. These 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. We expressly disclaim any responsibility to update our forward-looking statements, whether as a result of new information, future events, or otherwise. Accordingly, investors should use caution in relying on past forward-looking statements, which are based on results and trends at the time they are made, to anticipate future results or trends.

Some of the risks and uncertainties that may cause our actual results, performance, or achievements to differ materially from those expressed or implied by forward-looking statements include, among others, the following:

the factors included under the headings "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended December 31, 2016, which was filed with the Securities and Exchange Commission on February 8, 2017 and in our other public filings;

our ability to identify and acquire industrial properties on terms favorable to us;

general volatility of the capital markets and the market price of our common stock;

adverse economic or real estate conditions or developments in the industrial real estate sector and/or in the markets in which we acquire properties;

our dependence on key personnel and our reliance on third-party property managers;

our inability to comply with the laws, rules and regulations applicable to companies, and in particular, public companies;

our ability to manage our growth effectively;

tenant bankruptcies and defaults on or non-renewal of leases by tenants;

decreased rental rates or increased vacancy rates;

increased interest rates and operating costs;

declining real estate valuations and impairment charges;

our expected leverage, our failure to obtain necessary outside financing, and future debt service obligations;

our ability to make distributions to our stockholders;

our failure to successfully hedge against interest rate increases;

our failure to successfully operate acquired properties;

risks relating to our real estate redevelopment and expansion strategies and activities;

Table of Contents

our failure to qualify or maintain our status as a real estate investment trust, or REIT, and possible adverse changes to tax laws;

uninsured or underinsured losses relating to our properties or that otherwise result from future litigation;

environmental uncertainties and risks related to natural disasters;

financial market fluctuations; and

changes in real estate and zoning laws and increases in real property tax rates.

Overview

Terreno Realty Corporation (Terreno), and together with its subsidiaries, we, us, our, our Company, or the Company, acquires, owns and operates industrial real estate in six major coastal U.S. markets: Los Angeles, Northern New Jersey/New York City, San Francisco Bay Area, Seattle, Miami, and Washington, D.C. We invest in several types of industrial real estate, including warehouse/distribution, flex (including light industrial and research and development, or R&D) and transshipment. We target functional buildings in infill locations that may be shared by multiple tenants and that cater to customer demand within the various submarkets in which we operate. Infill locations are geographic locations surrounded by high concentrations of already developed land and existing buildings. As of June 30, 2017, we owned a total of 178 buildings (including three buildings held for sale) aggregating approximately 12.7 million square feet that were approximately 96.9% leased to 382 customers, the largest of which accounted for approximately 5.5% of our total annualized based rent and seven improved land parcels consisting of 40.5 acres. We are an internally managed Maryland corporation and elected to be taxed as a REIT under Sections 856 through 860 of the Internal Revenue Code of 1986, as amended, or the Code, commencing with our taxable year ended December 31, 2010.

The following table summarizes by market our investments in real estate as of June 30, 2017:

Market	Number of Buildings	Rentable Square Feet	% of Total	Occupancy % as of June 30, 2017	Annualized Base Rent (000 \$)	% of Total	Annualized Weighted		Gross Book Value (000 \$)
							Occupied Square Foot	Per Lease Term (Years) ²	
Los Angeles	21	2,090,141	16.5%	100.0%	\$ 14,765	14.9%	\$ 7.06	8.7	\$ 259,545
Northern New Jersey/New York City	52	3,051,191	24.0%	98.3%	24,555	24.8%	8.18	4.2	386,992
San Francisco Bay Area	26	1,327,777	10.4%	94.3%	13,566	13.7%	10.83	5.1	195,135

Edgar Filing: Terreno Realty Corp - Form 10-Q

Seattle	23	1,608,675	12.6%	96.6%	11,081	11.2%	7.13	3.7	173,525
Miami	28	1,877,237	14.7%	98.1%	13,654	13.8%	7.42	4.1	165,376
Washington, D.C. ⁴	28	2,780,516	21.8%	93.8%	21,439	21.6%	8.22	4.2	314,173
Total/Weighted Average	178	12,735,537	100.0%	96.9%	\$ 99,060	100.0%	\$ 8.02	5.0	\$ 1,494,746

¹ Annualized base rent is calculated as contractual monthly base rent per the leases, excluding any partial or full rent abatements, as of June 30, 2017, multiplied by 12.

² Weighted average remaining lease term is calculated by summing the remaining lease term of each lease as of June 30, 2017, weighted by the respective square footage.

³ Includes 40.5 acres of improved land as discussed below.

⁴ Includes two properties held for sale with an aggregate gross book value of approximately \$26.3 million and accumulated depreciation and amortization of approximately \$3.1 million as of June 30, 2017.

We also own seven improved land parcels totaling approximately 40.5 acres that are 56.8% leased to six tenants. Such land is used for truck, trailer and container storage and/or car parking. In the future, we may consider redeveloping such land either by expansion of adjacent buildings or the construction of new buildings.

Table of Contents

The following table summarizes by market our investments in improved land as of June 30, 2017:

Market	Number of Parcels	Acres	% of Total	Occupancy % as of June 30, 2017	Annualized Base Rent (000 s)	% of Total	Annualized	Weighted
							Per Occupied Square Foot	Average Remaining Lease Term (Years) ²
Los Angeles	2	2.6	6.4%	100.0%	\$ 466	22.9%	\$ 4.08	3.6
Northern New Jersey/New York City	3	22.2	54.8%	21.2%	648	31.8%	3.31	9.3
San Francisco Bay Area			0.0%			0.0%		
Seattle			0.0%			0.0%		
Miami	1	2.3	5.7%	100.0%	202	9.9%	2.02	1.9
Washington, D.C.	1	13.4	33.1%	100.0%	720	35.4%	1.24	2.5
Total/Weighted Average	7	40.5	100.0%	56.8%	\$ 2,036	100.0%	\$ 2.05	3.9

¹ Annualized base rent is calculated as contractual monthly base rent per the leases, excluding any partial or full rent abatements, as of June 30, 2017, multiplied by 12.

² Weighted average remaining lease term is calculated by summing the remaining lease term of each lease as of June 30, 2017, weighted by the respective square footage.

The following table summarizes our capital expenditures incurred during the three and six months ended June 30, 2017 and 2016 (dollars in thousands):

	<i>For the Three Months Ended</i>		<i>For the Six Months Ended</i>	
	<i>June 30,</i>	<i>June 30,</i>	<i>June 30,</i>	<i>June 30,</i>
	<i>2017</i>	<i>2016</i>	<i>2017</i>	<i>2016</i>
Building improvements	\$ 3,533	\$ 2,831	\$ 6,018	\$ 4,184
Tenant improvements	954	2,388	3,313	2,728
Leasing commissions	2,141	3,544	3,283	4,478
Redevelopment and expansion		7,073		9,941
Total capital expenditures ¹	\$ 6,628	\$ 15,836	\$ 12,614	\$ 21,331

¹ Includes approximately \$3.3 million and \$12.9 million for the three months ended June 30, 2017 and 2016,

respectively, and approximately \$6.5 million and \$16.6 million for the six months ended June 30, 2017 and 2016, respectively, related to leasing acquired vacancy, redevelopment construction in progress and renovation and expansion projects (stabilization capital) at seven and fifteen properties for the three months ended June 30, 2017 and 2016, respectively, and eight and fifteen properties for the six months ended June 30, 2017 and 2016, respectively.

Our industrial properties are typically subject to leases on a triple net basis, in which tenants pay their proportionate share of real estate taxes, insurance and operating costs, or are subject to leases on a modified gross basis, in which tenants pay expenses over certain threshold levels. In addition, approximately 91.3% of our leased space includes fixed rental increases or Consumer Price Index-based rental increases. Lease terms typically range from three to ten years. We monitor the liquidity and creditworthiness of our tenants on an on-going basis by reviewing outstanding accounts receivable balances, and as provided under the respective lease agreements, review the tenant's financial condition periodically as appropriate. As needed, we hold discussions with the tenant's management about their business and we conduct site visits of the tenant's operations.

Table of Contents

Our top 20 customers based on annualized base rent as of June 30, 2017 are as follows:

	Customer	Leases	Rentable Square Feet	% of Total Rentable Square Feet	Annualized Base Rent (000 s)	% of Total Annualized Base Rent
1	FedEx Corporation	7	538,975	4.2%	\$ 5,447	5.5%
2	United States Government	10	398,932	3.1%	4,819	4.9%
3	Danaher	3	171,707	1.3%	2,961	3.0%
4	Northrop Grumman Systems	2	199,866	1.6%	2,310	2.3%
5	H.D. Smith Wholesale Drug Company	1	211,418	1.7%	2,260	2.3%
6	District of Columbia	3	149,203	1.2%	1,600	1.6%
7	XPO Logistics	2	180,717	1.4%	1,497	1.5%
8	Synergy Custom Fixtures	1	301,983	2.4%	1,478	1.5%
9	West Coast Warehouse	1	265,500	2.1%	1,468	1.5%
10	YRC	2	61,252	0.5%	1,337	1.3%
11	O'Neill Logistics	2	237,692	1.9%	1,323	1.3%
12	Miami International Freight Systems	1	192,454	1.5%	1,245	1.3%
13	Bar Logistics	2	203,263	1.6%	1,220	1.2%
14	Avborne Accessory Group	1	137,594	1.1%	1,113	1.1%
15	Space Systems/Loral LLC	2	107,060	0.8%	1,107	1.1%
16	Amazon.com	1	158,168	1.2%	1,044	1.1%
17	Exquisite Apparel Corporation	1	114,061	0.9%	985	1.0%
18	JAM N Logistics	1	110,336	0.9%	936	0.9%
19	Home Depot	1	192,000	1.5%	930	0.9%
20	Service West Inc.	1	129,279	1.0%	820	0.9%
	Total	45	4,061,460	31.9%	\$ 35,900	36.2%

¹ Annualized base rent is calculated as contractual monthly base rent per the leases, excluding any partial or full rent abatements, as of June 30, 2017, multiplied by 12.

The following table summarizes the anticipated lease expirations for leases in place as of June 30, 2017, without giving effect to the exercise of unexercised renewal options or termination rights, if any, at or prior to the scheduled expirations:

Year	Rentable Square Feet	% of Total Rentable Square Feet	Annualized Base Rent (000 s)	% of Total Annualized Base Rent
2017 (6 months) ¹	335,676	2.6%	\$ 3,963	3.5%
2018	1,441,907	11.3%	12,576	11.3%
2019	2,073,436	16.3%	16,246	14.6%

Edgar Filing: Terreno Realty Corp - Form 10-Q

2020	1,766,218	13.9%	15,055	13.5%
2021	2,121,408	16.6%	17,534	15.7%
Thereafter	4,612,856	36.2%	46,239	41.4%
Total	12,351,501	96.9%	\$ 111,613	100.0%

¹ Includes leases that expire on or after June 30, 2017 and month-to-month leases totaling approximately 5,163 square feet.

² Annualized base rent is calculated as contractual monthly base rent per the leases at expiration, excluding any partial or full rent abatements, as of June 30, 2017, multiplied by 12.

Table of Contents

Our ability to re-lease or renew expiring space at rental rates equal to or in excess of current rental rates will impact our results of operations. As of June 30, 2017, leases representing approximately 2.6% of the total rentable square footage of our portfolio are scheduled to expire through December 31, 2017. We currently expect that, on average, the rental rates we are likely to achieve on new (re-leased) or renewed leases for 2017 expirations will be above the rates currently being paid for the same space. Rent changes on new and renewed leases totaling approximately 0.6 million square feet commencing during the three months ended June 30, 2017 were approximately 9.4% higher as compared to the previous rental rates for that same space, and rent changes on new and renewed leases totaling approximately 1.0 million square feet commencing during the six months ended June 30, 2017 were approximately 12.0% higher as compared to the previous rental rates for that same space. Our past performance may not be indicative of future results, and we cannot assure you that leases will be renewed or that our properties will be re-leased at all or at rental rates equal to or above the current average rental rates. Further, re-leased/renewed rental rates in a particular market may not be consistent with rental rates across our portfolio as a whole and re-leased/renewed rental rates for particular properties within a market may not be consistent with rental rates across our portfolio within a particular market, in each case due to a number of factors, including local real estate conditions, local supply and demand for industrial space, the condition of the property, the impact of leasing incentives, including free rent and tenant improvements and whether the property, or space within the property, has been redeveloped.

Recent Developments**Acquisition Activity**

During the three months ended June 30, 2017, we acquired 11 industrial buildings containing approximately 807,000 square feet and two land parcels containing approximately 17.8 acres for a total purchase price of approximately \$121.2 million. The properties were acquired from unrelated third parties using existing cash on hand, proceeds from the issuance of common stock and proceeds from borrowings on our revolving credit facility. The following table sets forth the industrial properties we acquired during the three months ended June 30, 2017:

Property Name	Location	Acquisition Date	Number of Buildings	Square Feet	Purchase Price (in thousands)	Stabilized Cap Rate ²
Lynwood ³	Lynwood, CA	April 20, 2017	3	477,153	\$ 31,378	3.9%
West Side Ave	North Bergen, NJ	April 20, 2017	1	126,491	14,000	5.3%
Hanford	Seattle, WA	April 21, 2017	1	34,983	5,940	5.0%
2920 V Street	Washington, D.C.	May 10, 2017	1	21,666	3,727	5.0%
Avenue A	Carlstadt, NJ	May 10, 2017	4	32,676	12,000	5.7%
South Main III	Gardena, CA	June 2, 2017	1	114,061	24,700	3.7%
Frelinghuysen ⁴	Newark, NJ	June 29, 2017			16,250	5.3%
Stockton ⁵	Newark, NJ	June 30, 2017			13,200	5.4%
Total/Weighted Average			11	807,030	\$ 121,195	4.6%

¹ Excludes intangible liabilities and mortgage premiums, if any. The total aggregate investment was approximately \$123.5 million, including \$2.3 million in closing costs and acquisition costs.

² Stabilized cap rates are calculated, at the time of acquisition, as annualized cash basis net operating income for the property stabilized to market occupancy (generally 95%) divided by the total acquisition cost for the property. Total

acquisition cost basis for the property includes the initial purchase price, the effects of marking assumed debt to market, buyer's due diligence and closing costs, estimated near-term capital expenditures and leasing costs necessary to achieve stabilization. We define cash basis net operating income for the property as net operating income excluding straight-line rents and amortization of lease intangibles. These stabilized cap rates 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, including risks related to our ability to meet our estimated forecasts related to stabilized cap rates and those risk factors contained in our Annual Report on Form 10-K for the year ended December 31, 2016.

- ³ Includes approximately one million square feet of land, which is 100% ground leased on a long-term basis to two tenants, and contains two industrial distribution buildings and one rail transshipment facility.
- ⁴ Represents an improved land parcel containing approximately 10.6 acres.
- ⁵ Represents an improved land parcel containing approximately 7.2 acres.

Table of Contents

Subsequent to June 30, 2017, we acquired four industrial buildings for a total purchase price of approximately \$28.3 million. The properties were acquired from unrelated third parties using existing cash on hand and borrowings on our revolving credit facility. The following table sets forth the industrial properties we acquired subsequent to June 30, 2017:

Property Name	Location	Acquisition Date	Number of Buildings	Square Feet	Purchase Price (in thousands)	Stabilized Cap Rate
Telegraph Springs	Santa Fe Springs, CA	July 6, 2017	2	86,814	\$ 14,930	4.7%
Dawson	Seattle, WA	July 7, 2017	1	13,176	4,000	2.8%
1215 Walnut	Compton, CA	July 21, 2017	1	57,520	9,350	5.2%
Total/Weighted Average			4	157,510	\$ 28,280	4.6%

Disposition Activity

During the six months ended June 30, 2017, we sold one property located in the Los Angeles market for a sales price of approximately \$25.3 million, resulting in a gain of approximately \$10.1 million.

The following summarizes the condensed results of operations of the property sold during the six months ended June 30, 2017, for the three and six months ended June 30, 2017 and 2016 (dollars in thousands):

	<i>For the Three Months Ended</i>		<i>For the Six Months Ended</i>	
	<i>June 30,</i>	<i>June 30,</i>	<i>June 30,</i>	<i>June 30,</i>
	<i>2017</i>	<i>2016</i>	<i>2017</i>	<i>2016</i>
Rental revenues	\$ 82	\$ 266	\$ 354	\$ 529
Tenant expense reimbursements	24	63	97	142
Property operating expenses	(28)	(25)	(108)	(99)
Depreciation and amortization		(86)	(86)	(167)
Income from operations	\$ 78	\$ 218	\$ 257	\$ 405

ATM Program

We had an at-the-market equity offering program (the ATM Program) pursuant to which we could issue and sell shares of our common stock having an aggregate offering price of up to \$150.0 million in amounts and at times as we determined from time to time. The ATM Program was fully utilized as of June 30, 2017. Prior to the implementation of the ATM Program, we had a \$100.0 million ATM program (the Prior ATM Program), which was fully utilized as of December 31, 2016. We intend to implement a new ATM program in the third quarter of 2017. During the three and six months ended June 30, 2017, we issued an aggregate of 2,788,986 and 4,836,086 shares, respectively, of common stock at a weighted average offering price of \$32.05 and \$30.06 per share, respectively, under the ATM Program, resulting in net proceeds of approximately \$88.1 million and \$143.3 million, respectively, and paying total compensation to the applicable sales agents of approximately \$1.3 million and \$2.1 million, respectively.

Table of Contents

Share Repurchase Program

On November 1, 2016, our Board of Directors approved an extension of the share repurchase program authorizing us to repurchase up to 2,000,000 shares of our outstanding common stock from time to time through December 31, 2018. Purchases made pursuant to the program, if any, will be made in either the open market or in privately negotiated transactions as permitted by federal securities laws and other legal requirements. The timing, manner, price and amount of any repurchases will be determined by us in our discretion and will be subject to economic and market conditions, stock price, applicable legal requirements and other factors. The program may be suspended or discontinued at any time. As of June 30, 2017, we have not repurchased any shares of stock pursuant to our share repurchase authorization.

Dividend and Distribution Activity

On August 1, 2017, our board of directors declared a cash dividend in the amount of \$0.22 per share of our common stock payable on October 20, 2017 to the stockholders of record as of the close of business on October 6, 2017.

Preferred Stock Redemption

On July 19, 2017, we redeemed all 1,840,000 outstanding shares of our 7.75% Series A Cumulative Redeemable Preferred Stock at a redemption price of \$25.00 per share, plus an amount per share of \$0.096875 representing all accrued and unpaid dividends per share from July 1, 2017 to but excluding July 19, 2017, without interest. We will recognize a charge of approximately \$1.8 million in the third quarter of 2017 representing the write-off of original issuance costs related to the redemption of the Series A Preferred Stock.

Contractual Commitments

As of August 2, 2017, we have four outstanding contracts with third-party sellers to acquire four industrial properties, one non-binding letter of intent with a third-party seller to acquire one industrial property, and two outstanding contracts with third-party purchasers to sell three properties as described under the heading **Contractual Obligations** in this Quarterly Report on Form 10-Q. There is no assurance that we will acquire or sell the properties under contract because the proposed acquisitions and dispositions are subject to the completion of satisfactory due diligence and various closing conditions and, in addition, with respect to the property under non-binding letter of intent, our entry into a purchase and sale agreement.

Financial Condition and Results of Operations

We derive substantially all of our revenues from rents received from tenants under existing leases on each of our properties. These revenues include fixed base rents and recoveries of certain property operating expenses that we have incurred and that we pass through to the individual tenants. Approximately 91.3% of our leased space includes fixed rental increases or Consumer Price Index-based rental increases. Lease terms typically range from three to ten years.

Our primary cash expenses consist of our property operating expenses, which include: real estate taxes, repairs and maintenance, management expenses, insurance, utilities, general and administrative expenses, which include compensation costs, office expenses, professional fees and other administrative expenses, acquisition costs, which include third-party costs paid to brokers and consultants, and interest expense, primarily on our mortgage loans, revolving credit facility, term loans and senior unsecured notes.

Our consolidated results of operations often are not comparable from period to period due to the impact of property acquisitions at various times during the course of such periods. The results of operations of any acquired property are included in our financial statements as of the date of its acquisition.

The analysis of our results below for the three and six months ended June 30, 2017 and 2016 includes the changes attributable to same store properties. The same store pool for the comparison of the three and six months ended June 30, 2017 and 2016 includes all properties that were owned and in operation as of June 30, 2017 and since January 1, 2016 and excludes properties that were either disposed of prior to, held for sale to a third party or in redevelopment as of June 30, 2017. As of June 30, 2017, the same store pool consisted of 141 buildings aggregating approximately 10.3 million square feet representing approximately 80.8% of our total square feet owned and three improved land parcels consisting of 4.9 acres. As of June 30, 2017, the non-same store properties, which we acquired, redeveloped, or sold during 2016 and 2017 or were held for sale as of June 30, 2017, consisted of 37 buildings aggregating approximately 2.4 million square feet and four improved land parcels consisting of 35.6 acres. As of June 30, 2017 and 2016, the consolidated same store pool occupancy was approximately 98.0% and 92.2%, respectively.

Table of Contents

Our future financial condition and results of operations, including rental revenues, straight-line rents and amortization of lease intangibles, may be impacted by the acquisitions of additional properties, and expenses may vary materially from historical results.

Comparison of the Three Months Ended June 30, 2017 to the Three Months Ended June 30, 2016:

	For the Three Months Ended June 30,		\$ Change	% Change
	2017 (Dollars in thousands)	2016		
Rental revenues				
Same store	\$ 21,132	\$ 18,965	\$ 2,167	11.4%
Non-same store operating properties ¹	4,578	1,550	3,028	195.4%
Total rental revenues	25,710	20,515	5,195	25.3%
Tenant expense reimbursements				
Same store	6,215	5,026	1,189	23.7%
Non-same store operating properties ¹	853	276	577	209.1%
Total tenant expense reimbursements	7,068	5,302	1,766	33.3%
Total revenues	32,778	25,817	6,961	27.0%
Property operating expenses				
Same store	7,054	6,674	380	5.7%
Non-same store operating properties ¹	1,398	428	970	226.6%
Total property operating expenses	8,452	7,102	1,350	19.0%
Net operating income ²				
Same store	20,293	17,317	2,976	17.2%
Non-same store operating properties ¹	4,033	1,398	2,635	188.5%
Total net operating income	\$ 24,326	\$ 18,715	\$ 5,611	30.0%
Other costs and expenses				
Depreciation and amortization	9,076	8,080	996	12.3%
General and administrative	6,030	4,298	1,732	40.3%
Acquisition costs	10	484	(474)	(97.9)%
Total other costs and expenses	15,116	12,862	2,254	17.5%
Other income (expense)				
Interest and other income	23	6	17	283.3%
Interest expense, including amortization	(3,806)	(3,076)	(730)	23.7%

Edgar Filing: Terreno Realty Corp - Form 10-Q

Gain on sales of real estate investments	10,100		10,100	n/a
Total other income and (expenses)	6,317	(3,070)	9,387	n/a
Net income	\$ 15,527	\$ 2,783	\$ 12,744	457.9%

¹ Includes 2016 and 2017 acquisitions and dispositions, two properties held for sale to a third party with an aggregate gross book value of approximately \$26.3 million and accumulated depreciation and amortization of approximately \$3.1 million and four improved land parcels as of June 30, 2017.

² Includes straight-line rents and amortization of lease intangibles. See *Non-GAAP Financial Measures* in this Quarterly Report on Form 10-Q for a definition and reconciliation of net operating income and same store net operating income from net income and a discussion of why we believe net operating income and same store net operating income are useful supplemental measures of our operating performance.

Revenues. Total revenues increased approximately \$7.0 million for the three months ended June 30, 2017 compared to the same period from the prior year due primarily to property acquisitions during 2016 and 2017, increased revenue on new and renewed leases, and increased average occupancy in the same store pool portfolio. The increase in same store revenues is primarily related to same store consolidated occupancy at quarter end increasing to 98.0% as of June 30, 2017 as compared to 92.2% as of June 30, 2016. In addition, same store tenant expense reimbursement revenues also increased due to new lease agreements at our V Street, Pennsy, and Garfield properties. For the three months ended June 30, 2017 and 2016, approximately \$0.7 million and \$0.9 million, respectively, was recorded in straight-line rental revenues related to contractual rent abatements given to certain tenants.

Table of Contents

Property operating expenses. Total property operating expenses increased approximately \$1.4 million during the three months ended June 30, 2017 compared to the same period from the prior year. The increase in total property operating expenses was primarily due to an increase of approximately \$1.0 million attributable to property acquisitions during 2016 and 2017.

Depreciation and amortization. Depreciation and amortization increased approximately \$1.0 million during the three months ended June 30, 2017 compared to the same period from the prior year due to property acquisitions during 2016 and 2017.

General and administrative expenses. General and administrative expenses increased approximately \$1.7 million for the three months ended June 30, 2017 compared to the same period from the prior year due primarily to an increase of approximately \$1.4 million in performance share award expense, which varies quarter to quarter based on our relative share price performance. Performance share award expense for the three months ended June 30, 2017 was approximately \$2.5 million as compared to approximately \$1.1 million for the prior year period. See Note 9 Stockholders' Equity in our condensed notes to consolidated financial statements for more information regarding our performance share awards.

Acquisition costs. Acquisition costs decreased by approximately \$0.5 million for the three months ended June 30, 2017 compared to the same period from the prior year due to the adoption of ASU 2017-1 effective January 1, 2017 under which our real estate property acquisitions are accounted for as asset acquisitions. Acquisition costs were capitalized to individual assets and liabilities acquired on a relative fair value basis for the three months ended June 30, 2017 as compared to expensing as incurred in the prior year period.

Interest and other income. Interest and other income increased approximately \$17,000 for the three months ended June 30, 2017 compared to the same period from the prior year.

Interest expense, including amortization. Interest expense increased approximately \$0.7 million for the three months ended June 30, 2017 compared to the same period from the prior year due primarily to an increase in our average outstanding borrowings.

Gain on sales of real estate investments. Gain on sales of real estate investments increased approximately \$10.1 million as of June 30, 2017 compared to the same period from the prior year due to our property sale in 2017 with a sales price of approximately \$25.3 million as compared to \$0 for the prior year period.

Table of Contents**Comparison of the Six Months Ended June 30, 2017 to the Six Months Ended June 30, 2016:**

	For the Six Months Ended June 30,		\$	
	2017	2016	Change	% Change
	(Dollars in thousands)			
Rental revenues				
Same store	\$ 41,918	\$ 37,754	\$ 4,164	11.0%
Non-same store operating properties ¹	8,259	2,759	5,500	199.3%
Total rental revenues	50,177	40,513	9,664	23.9%
Tenant expense reimbursements				
Same store	12,346	10,352	1,994	19.3%
Non-same store operating properties ¹	1,696	609	1,087	178.5%
Total tenant expense reimbursements	14,042	10,961	3,081	28.1%
Total revenues	64,219	51,474	12,745	24.8%
Property operating expenses				
Same store	14,504	14,020	484	3.5%
Non-same store operating properties ¹	2,495	836	1,659	198.4%
Total property operating expenses	16,999	14,856	2,143	14.4%
Net operating income ²				
Same store	39,760	34,086	5,674	16.6%
Non-same store operating properties ¹	7,460	2,532	4,928	194.6%
Total net operating income	\$ 47,220	\$ 36,618	\$ 10,602	29.0%
Other costs and expenses				
Depreciation and amortization	18,260	16,342	1,918	11.7%
General and administrative	10,209	7,738	2,471	31.9%
Acquisition costs	11	1,443	(1,432)	(99.2)%
Total other costs and expenses	28,480	25,523	2,957	11.6%
Other income (expense)				
Interest and other income	58	19	39	205.3%
Interest expense, including amortization	(7,572)	(6,146)	(1,426)	23.2%
Gain on sales of real estate investments	10,100	5,248	4,852	92.5%
Total other income and (expenses)	2,586	(879)	3,465	n/a

Edgar Filing: Terreno Realty Corp - Form 10-Q

Net income	\$ 21,326	\$ 10,216	\$ 11,110	108.8%
------------	-----------	-----------	-----------	--------

¹ Includes 2016 and 2017 acquisitions and dispositions, two properties held for sale to a third party with an aggregate gross book value of approximately \$26.3 million and accumulated depreciation and amortization of approximately \$3.1 million and four improved land parcels as of June 30, 2017.

² Includes straight-line rents and amortization of lease intangibles. See *Non-GAAP Financial Measures* in this Quarterly Report on Form 10-Q for a definition and reconciliation of net operating income and same store net operating income from net income and a discussion of why we believe net operating income and same store net operating income are useful supplemental measures of our operating performance.

Revenues. Total revenues increased approximately \$12.7 million for the six months ended June 30, 2017 compared to the same period from the prior year due primarily to property acquisitions during 2016 and 2017, increased revenue on new and renewed leases, and increased average occupancy in the same store pool portfolio. The increase in same store revenues is primarily related to same store consolidated occupancy at quarter end increasing to 98.0% as of June 30, 2017 as compared to 92.2% as of June 30, 2016. In addition, same store tenant expense reimbursement revenues also increased due to new lease agreements at our V Street, Pennsy, and Garfield properties. For the six months ended June 30, 2017 and 2016, approximately \$1.5 million and \$2.0 million, respectively, was recorded in straight-line rental revenues related to contractual rent abatements given to certain tenants.

Table of Contents

Property operating expenses. Total property operating expenses increased approximately \$2.1 million during the six months ended June 30, 2017 compared to the same period from the prior year. The increase in total property operating expenses was primarily due to an increase of approximately \$1.7 million attributable to property acquisitions during 2016 and 2017.

Depreciation and amortization. Depreciation and amortization increased approximately \$1.9 million during the six months ended June 30, 2017 compared to the same period from the prior year due to property acquisitions during 2016 and 2017.

General and administrative expenses. General and administrative expenses increased approximately \$2.5 million for the six months ended June 30, 2017 compared to the same period from the prior year due primarily to an increase of approximately \$1.9 million in performance share award expense, which varies quarter to quarter based on our relative share price performance. Performance share award expense for the six months ended June 30, 2017 was approximately \$3.6 million as compared to approximately \$1.7 million for the prior year period. See Note 9 Stockholders' Equity in our condensed notes to consolidated financial statements for more information regarding our performance share awards.

Acquisition costs. Acquisition costs decreased by approximately \$1.4 million for the six months ended June 30, 2017 compared to the same period from the prior year due to the adoption of ASU 2017-1 effective January 1, 2017 under which our real estate property acquisitions are accounted for as asset acquisitions. Acquisition costs were capitalized to individual assets and liabilities acquired on a relative fair value basis for the six months ended June 30, 2017 as compared to expensing as incurred in the prior year period.

Interest and other income. Interest and other income increased approximately \$39,000 for the six months ended June 30, 2017 compared to the same period from the prior year due primarily to insurance proceeds received in 2017.

Interest expense, including amortization. Interest expense increased approximately \$1.4 million for the six months ended June 30, 2017 compared to the same period from the prior year due primarily to an increase in our average outstanding borrowings.

Gain on sales of real estate investments. Gain on sales of real estate investments increased approximately \$4.9 million as of June 30, 2017 compared to the same period from the prior year due to property sales. The aggregate sales price for property sales for the six months ended June 30, 2017 was approximately \$25.3 million as compared to approximately \$22.5 million for the prior year period.

Liquidity and Capital Resources

The primary objective of our financing strategy is to maintain financial flexibility with a conservative capital structure using retained cash flows, long-term debt and the issuance of common and perpetual preferred stock to finance our growth. Over the long-term, we intend to:

limit the sum of the outstanding principal amount of our consolidated indebtedness and the liquidation preference of any outstanding perpetual preferred stock to less than 40% of our total enterprise value;

maintain a fixed charge coverage ratio in excess of 2.0x;

maintain a debt-to-adjusted EBITDA ratio below 6.5x;

limit the principal amount of our outstanding floating rate debt to less than 20% of our total consolidated indebtedness; and

have staggered debt maturities that are aligned to our expected average lease term (5-7 years), positioning us to re-price parts of our capital structure as our rental rates change with market conditions.

We intend to preserve a flexible capital structure with a long-term goal to maintain our investment grade rating and be in a position to issue additional unsecured debt and additional perpetual preferred stock. Fitch Ratings assigned us an issuer rating of BBB- with a stable outlook. A security rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the assigning rating agency. There can be no assurance that we will be able to maintain our current credit rating. Our credit rating can affect the amount and type of capital we can access, as well as the terms of any financings we may obtain. In the event our current credit rating is downgraded, it may become difficult or expensive to obtain additional financing or refinance existing obligations and commitments. We intend to primarily utilize senior unsecured notes, term loans, credit facilities, common stock and perpetual preferred stock. We may also assume debt in connection with property acquisitions which may have a higher loan-to-value.

Table of Contents

We expect to meet our short-term liquidity requirements generally through net cash provided by operations, existing cash balances and, if necessary, short-term borrowings under our credit facility. We believe that our net cash provided by operations will be adequate to fund operating requirements, pay interest on any borrowings and fund distributions in accordance with the REIT requirements of the federal income tax laws. In the near-term, we intend to fund future investments in properties with term loans, senior unsecured notes, mortgages, borrowings under our credit facility, perpetual preferred and common stock issuances and, from time to time, property dispositions. We expect to meet our long-term liquidity requirements, including with respect to other investments in industrial properties, property acquisitions and scheduled debt maturities, through borrowings under our credit facility, periodic issuances of common stock, perpetual preferred stock, and long-term secured and unsecured debt, and with proceeds from the disposition of properties. The success of our acquisition strategy may depend, in part, on our ability to obtain and borrow under our credit facility and to access additional capital through issuances of equity and debt securities.

We had an ATM Program pursuant to which we could issue and sell shares of our common stock having an aggregate offering price of up to \$150.0 million in amounts and at times as we determined from time to time. The ATM Program was fully utilized as of June 30, 2017. We intend to implement a new ATM program in the third quarter of 2017. During the three and six months ended June 30, 2017, we issued an aggregate of 2,788,986 and 4,836,086 shares, respectively, of common stock at a weighted average offering price of \$32.05 and \$30.06 per share, respectively, under the ATM Program, resulting in net proceeds of approximately \$88.1 million and \$143.3 million, respectively, and paying total compensation to the applicable sales agents of approximately \$1.3 million and \$2.1 million, respectively. During the three and six months ended June 30, 2016, we issued an aggregate of 2,578,640 and 2,629,608 shares, respectively, of common stock at a weighted average offering price of \$24.27 and \$24.26 per share, respectively, under the Prior ATM Program, resulting in net proceeds of approximately \$61.6 million and \$62.8 million, respectively, and paying total compensation to the applicable sales agents of approximately \$1.0 million and \$1.0 million, respectively. The prior ATM Program was fully utilized as of December 31, 2016.

As of June 30, 2017, we had \$50.0 million of senior unsecured notes that mature in September 2022, \$50.0 million of senior unsecured notes that mature in July 2026, and \$50.0 million of senior unsecured notes that mature in October 2027 (collectively the Senior Unsecured Notes), and a credit facility (the Facility), which consists of a \$200.0 million revolving credit facility that matures in August 2020, a \$50.0 million term loan that matures in August 2021 and a \$100.0 million term loan that matures in January 2022. As of June 30, 2017 and December 31, 2016, there was \$21.0 million and \$51.5 million, respectively, of borrowings outstanding on our revolving credit facility and \$150.0 million and \$150.0 million, respectively, of borrowings outstanding on our term loans. We have three interest rate caps to hedge the variable cash flows associated with our existing \$150.0 million of variable-rate term loans. See Note 7-Derivative Financial Instruments in our condensed notes to consolidated financial statements for more information regarding our interest rate caps.

The aggregate amount of the Facility may be increased to a total of up to \$600.0 million, subject to the approval of the administrative agent and the identification of lenders willing to make available additional amounts. Outstanding borrowings under the Facility are limited to the lesser of (i) the sum of the \$150.0 million term loans and the \$200.0 million revolving credit facility, or (ii) 60.0% of the value of the unencumbered properties. Interest on the Facility, including the term loans, is generally to be paid based upon, at our option, either (i) LIBOR plus the applicable LIBOR margin or (ii) the applicable base rate which is the greatest of the administrative agent's prime rate, 0.50% above the federal funds effective rate, or thirty-day LIBOR plus the applicable LIBOR margin for LIBOR rate loans under the Facility plus 1.25%. The applicable LIBOR margin will range from 1.35% to 1.90% (1.35% as of June 30, 2017) for the revolving credit facility and 1.30% to 1.85% (1.30% as of June 30, 2017) for the \$50.0 million term loan that matures in August 2021 and the \$100.0 million term loan that matures in January 2022, depending on the ratio of our outstanding consolidated indebtedness to the value of our consolidated gross asset value. The Facility requires quarterly payments of an annual unused facility fee in an amount equal to 0.20% or 0.25% depending on the unused

portion of the Facility.

The Facility and the Senior Unsecured Notes are guaranteed by us and by substantially all of the current and to-be-formed subsidiaries of the borrower that own an unencumbered property. The Facility and the Senior Unsecured Notes are unsecured by our properties or by interests in the subsidiaries that hold such properties. The Facility and the Senior Unsecured Notes include a series of financial and other covenants with which we must comply. We were in compliance with the covenants under the Facility and the Senior Unsecured Notes as of June 30, 2017 and December 31, 2016.

Table of Contents

On July 14, 2017, we issued in a private placement \$100.0 million of senior unsecured notes (the 2024 Senior Unsecured Notes) with a seven-year term. The 2024 Senior Unsecured Notes bear interest at a fixed annual interest rate of 3.75% and mature in July 2024. The 2024 Senior Unsecured Notes are guaranteed by us and by substantially all of the current and to-be-formed subsidiaries of the borrower that own an unencumbered property. The 2024 Senior Unsecured Notes are unsecured by our properties or by interests in the subsidiaries that hold such properties. The 2024 Senior Unsecured Notes include a series of financial and other covenants with which we must comply.

On July 19, 2017, we redeemed all 1,840,000 outstanding shares of our 7.75% Series A Cumulative Redeemable Preferred Stock at a redemption price of \$25.00 per share, plus an amount per share of \$0.096875 representing all accrued and unpaid dividends per share from July 1, 2017 to but excluding July 19, 2017, without interest. We will recognize a charge of approximately \$1.8 million in the third quarter of 2017 representing the write-off of original issuance costs related to the redemption of the Series A Preferred Stock.

As of June 30, 2017 and December 31, 2016, we had outstanding mortgage loans payable, net of deferred financing costs, of approximately \$65.7 million and \$66.6 million, respectively, and held cash and cash equivalents totaling approximately \$4.5 million and \$14.2 million, respectively.

The following table summarizes our debt maturities, principal payments and market capitalization, capitalization ratios, Adjusted EBITDA, interest coverage, fixed charge coverage and debt ratios as of and for the three months ended June 30, 2017 and 2016 (dollars in thousands except per share data):

Table of Contents

	Credit Facility	Term Loans	Senior Unsecured Notes	Mortgage Loans Payable	Total Debt
2017 (6 months)	\$	\$	\$	\$ 926	\$ 926
2018				1,910	1,910
2019				18,805	18,805
2020	21,000			33,077	54,077
2021		50,000		11,271	61,271
Thereafter		100,000	150,000		250,000
Subtotal	21,000	150,000	150,000	65,989	386,989
Unamortized net premiums					
Total Debt	21,000	150,000	150,000	65,989	386,989
Deferred financing costs, net		(1,244)	(1,371)	(297)	(2,912)
Total Debt, net	\$ 21,000	\$ 148,756	\$ 148,629	\$ 65,692	\$ 384,077
Weighted Average Interest Rate	2.4%	2.4%	4.3%	4.0%	3.4%

	June 30, 2017	June 30, 2016
Total Debt, net	\$ 384,077	\$ 375,534
Equity		
Common Stock		
Shares Outstanding ¹	52,362,553	46,053,976
Market Price ²	\$ 33.66	\$ 25.87
Market Value	1,762,524	1,191,416
Preferred Stock (\$25.00 per share liquidation preference)	46,000	46,000
Total Equity	1,808,524	1,237,416
Total Market Capitalization	\$ 2,192,601	\$ 1,612,950
Total Debt-to-Total Investments in Properties ³	25.7%	30.2%
Total Debt-to-Total Market Capitalization ⁴	17.5%	23.3%
Total Debt and Preferred Stock-to-Total Market Capitalization ⁵	19.6%	26.1%
Floating Rate Debt as a % of Total Debt ⁶	44.2%	53.0%
	5.5%	13.3%

Edgar Filing: Terreno Realty Corp - Form 10-Q

Unhedged Floating Rate Debt as a % of Total Debt ⁷				
Mortgage Loans Payable as a % of Total Debt ⁸		17.1%		20.6%
Mortgage Loans Payable as a % of Total Investments in Properties ⁹		4.4%		6.2%
Adjusted EBITDA ¹⁰	\$	41,919	\$	31,832
Interest Coverage ¹¹		5.5x		5.2x
Fixed Charge Coverage ¹²		4.5x		3.8x
Total Debt-to-Adjusted EBITDA ¹³		4.4x		5.7x
Total Debt and Preferred Stock-to-Adjusted EBITDA ¹⁴		5.0x		6.4x
Weighted Average Maturity of Total Debt (years)		5.5		5.0

Table of Contents

- 1 Includes 374,842 and 397,114 shares of unvested restricted stock outstanding as of June 30, 2017 and 2016, respectively.
- 2 Closing price of our shares of common stock on the New York Stock Exchange on June 30, 2017 and 2016, respectively, in dollars per share.
- 3 Total debt-to-total investments in properties is calculated as total debt, including premiums and net of deferred financing costs, divided by total investments in properties, including properties held for sale with aggregate gross book values of approximately \$26.3 million and \$4.4 million, as of June 30, 2017 and 2016, respectively.
- 4 Total debt-to-total market capitalization is calculated as total debt, including premiums and net of deferred financing costs, divided by total market capitalization as of June 30, 2017 and 2016, respectively.
- 5 Total debt and preferred stock-to-total market capitalization is calculated as total debt, including premiums and net of deferred financing costs, plus preferred stock at liquidation preference, divided by total market capitalization as of June 30, 2017 and 2016, respectively.
- 6 Floating rate debt as a percentage of total debt is calculated as floating rate debt, including premiums and net of deferred financing costs, divided by total debt, including premiums and net of deferred financing costs. Floating rate debt includes our existing \$150.0 million of variable-rate term loan borrowings with interest rate caps of 4.0% plus 1.30% to 1.85%, depending on leverage as of June 30, 2017, \$50.0 million of our term loan borrowings with an interest rate cap of 4.0% plus 1.75% to 2.30%, depending on leverage, and \$100.0 million of our term loan borrowings with interest rate caps of 4.0% plus 1.50% to 2.05%, depending on leverage as of June 30, 2016. See Note 7-Derivative Financial Instruments in our condensed notes to consolidated financial statements for more information regarding our interest rate caps.
- 7 Unhedged floating rate debt as a percentage of total debt is calculated as unhedged floating rate debt, including premiums and net of deferred financing costs, divided by total debt, including premiums and net of deferred financing costs. Hedged debt includes our existing \$150.0 million of variable-rate term loan borrowings with interest rate caps of 4.0% plus 1.30% to 1.85%, depending on leverage as of June 30, 2017, \$50.0 million of our term loan borrowings with an interest rate cap of 4.0% plus 1.75% to 2.30%, depending on leverage, and \$100.0 million of our term loan borrowings with interest rate caps of 4.0% plus 1.50% to 2.05%, depending on leverage as of June 30, 2016. See Note 7-Derivative Financial Instruments in our condensed notes to consolidated financial statements for more information regarding our interest rate caps.
- 8 Mortgage loans payable as a percentage of total debt is calculated as mortgage loans payable, including premiums and net of deferred financing costs, divided by total debt, including premiums and net of deferred financing costs.
- 9 Mortgage loans payable as a percentage of investments in properties is calculated as mortgage loans payable, including premiums and net of deferred financing costs, divided by total investments in properties, including properties held for sale with aggregate gross book values of approximately \$26.3 million and \$4.4 million, as of June 30, 2017 and 2016, respectively.
- 10 Earnings before interest, taxes, gains (losses) from sales of property, depreciation and amortization, acquisition costs and stock-based compensation (Adjusted EBITDA) for the six months ended June 30, 2017 and 2016, respectively. See Non-GAAP Financial Measures in this Quarterly Report on Form 10-Q for a definition and reconciliation of Adjusted EBITDA from net income and a discussion of why we believe Adjusted EBITDA is a useful supplemental measure of our operating performance.
- 11 Interest coverage is calculated as Adjusted EBITDA divided by interest expense, including amortization. See Non-GAAP Financial Measures in this Quarterly Report on Form 10-Q for a definition and reconciliation of Adjusted EBITDA from net income and a discussion of why we believe Adjusted EBITDA is a useful supplemental measure of our operating performance.
- 12 Fixed charge coverage is calculated as Adjusted EBITDA divided by interest expense, including amortization plus preferred stock dividends. See Non-GAAP Financial Measures in this Quarterly Report on Form 10-Q for a definition and reconciliation of Adjusted EBITDA from net income and a discussion of why we believe Adjusted EBITDA is a useful supplemental measure of our operating performance.

13

Edgar Filing: Terreno Realty Corp - Form 10-Q

Total debt-to-Adjusted EBITDA is calculated as total debt, including premiums and net of deferred financing costs, divided by annualized Adjusted EBITDA. See **Non-GAAP Financial Measures** in this Quarterly Report on Form 10-Q for a definition and reconciliation of Adjusted EBITDA from net income and a discussion of why we believe Adjusted EBITDA is a useful supplemental measure of our operating performance.

- ¹⁴ Total debt and preferred stock-to-Adjusted EBITDA is calculated as total debt, including premiums and net of deferred financing costs, plus preferred stock divided by annualized Adjusted EBITDA. See **Non-GAAP Financial Measures** in this Quarterly Report on Form 10-Q for a definition and reconciliation of Adjusted EBITDA from net income and a discussion of why we believe Adjusted EBITDA is a useful supplemental measure of our operating performance.

Table of Contents

The following table sets forth the cash dividends paid or payable per share during the six months ended June 30, 2017:

For the Three Months Ended	Security	Dividend per Share	Declaration Date	Record Date	Date Paid
March 31, 2017	Common stock	\$0.200000	February 7, 2017	March 28, 2017	April 12, 2017
March 31, 2017	Preferred stock	\$0.484375	February 7, 2017	March 10, 2017	March 31, 2017
June 30, 2017	Common stock	\$0.200000	May 2, 2017	July 7, 2017	July 21, 2017
June 30, 2017	Preferred stock	\$0.484375	May 2, 2017	June 9, 2017	June 30, 2017

Sources and Uses of Cash

Our principal sources of cash are cash from operations, borrowings under loans payable, draws on our Facility, common and preferred stock issuances, proceeds from property dispositions and issuances of unsecured notes. Our principal uses of cash are asset acquisitions, debt service, capital expenditures, operating costs, corporate overhead costs and common and preferred stock dividends.

Cash From Operating Activities. Net cash provided by operating activities totaled approximately \$33.6 million for the six months ended June 30, 2017 compared to approximately \$21.1 million for the six months ended June 30, 2016. This increase in cash provided by operating activities is primarily attributable to additional cash flows generated from properties acquired during 2016 and 2017. The same store pool also provided additional cash flows due to an increase in occupancy during the six months ended June 30, 2017 compared to the same period from the prior year.

Cash From Investing Activities. Net cash used in investing activities was approximately \$125.7 million and \$49.7 million, respectively, for the six months ended June 30, 2017 and 2016, which consists primarily of cash paid for property acquisitions of approximately \$138.3 million and \$47.7 million, respectively, and additions to capital improvements of approximately \$12.6 million and \$17.9 million, respectively, offset by net proceeds from sales of real estate investments of approximately \$25.1 million and \$15.9 million, respectively.

Cash From Financing Activities. Net cash provided by financing activities was approximately \$82.7 million for the six months ended June 30, 2017, which consists primarily of approximately \$138.8 million in net common stock issuance proceeds offset by approximately \$21.2 million in equity dividend payments and net payments on our revolving credit facility of approximately \$30.5 million. Net cash provided by financing activities was approximately \$27.9 million for the six months ended June 30, 2016, which consists primarily of approximately \$53.0 million in net common stock issuance proceeds offset by approximately \$17.4 million in equity dividend payments and payments on mortgage loans payable of approximately \$6.0 million.

Critical Accounting Policies

A summary of our critical accounting policies is set forth in our Annual Report on Form 10-K for the year ended December 31, 2016 and in the condensed notes to our consolidated financial statements in this Quarterly Report on Form 10-Q.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

Contractual Obligations

As of August 2, 2017, we have four outstanding contracts with third-party sellers to acquire four industrial properties. There is no assurance that we will acquire the properties under contract because the proposed acquisitions are subject to the completion of satisfactory due diligence and various closing conditions.

Table of Contents

The following table summarizes certain information with respect to the properties we have under contract:

Market	Number of Buildings	Square Feet	Purchase Price (in thousands)	Assumed Debt (in thousands)
Los Angeles	8	152,025	\$ 28,000	\$
Northern New Jersey/New York City	3	48,158	13,500	
San Francisco Bay Area				
Seattle	1	208,000	25,410	
Miami	1	15,965	2,515	
Washington, D.C.				
Total	13	424,148	\$ 69,425	\$

As of August 2, 2017, we have executed one non-binding letter of intent with a third-party seller to acquire one industrial property. The total purchase price for this industrial property is approximately \$7.1 million. In the normal course of business, we enter into non-binding letters of intent to purchase properties from third parties that may obligate us to make payments or perform other obligations upon the occurrence of certain events, including the execution of a purchase and sale agreement and satisfactory completion of various due diligence matters. There can be no assurance that we will enter into a purchase and sale agreement with respect to this property or otherwise complete any such prospective purchase on the terms described or at all.

As of August 2, 2017, we have two outstanding contracts with third-party purchasers to sell three properties for an aggregate sales price of approximately \$52.0 million (net book value of approximately \$29.3 million). There is no assurance we will sell the properties under contract because the proposed dispositions are subject to various closing conditions.

The following table summarizes our contractual obligations due by period as of June 30, 2017 (dollars in thousands):

Contractual Obligations	Less than 1		More than 5		Total
	Year	1-3 Years	3-5 Years	Years	
Debt	\$ 1,871	\$ 52,616	\$ 182,502	\$ 150,000	\$ 386,989
Debt interest payments	9,069	16,752	13,388	22,823	62,032
Operating lease commitments	255	528	553		1,336
Purchase obligations	69,425				69,425
Total	\$ 80,620	\$ 69,896	\$ 196,443	\$ 172,823	\$ 519,782

Non-GAAP Financial Measures

We use the following non-GAAP financial measures that we believe are useful to investors as key supplemental measures of our operating performance: funds from operations, or FFO, Adjusted EBITDA, net operating income, or NOI, same store NOI and cash-basis same store NOI. FFO, Adjusted EBITDA, NOI, same store NOI and cash-basis same store NOI should not be considered in isolation or as a substitute for measures of performance in accordance

with GAAP. Further, our computation of FFO, Adjusted EBITDA, NOI, same store NOI and cash-basis same store NOI may not be comparable to FFO, Adjusted EBITDA, NOI, same store NOI and cash-basis same store NOI reported by other companies.

We compute FFO in accordance with standards established by the National Association of Real Estate Investment Trusts (NAREIT), which defines FFO as net income (loss) (determined in accordance with GAAP), excluding gains (losses) from sales of property and impairment write-downs of depreciable real estate, plus depreciation and amortization on real estate assets and after adjustments for unconsolidated partnerships and joint ventures (which are calculated to reflect FFO on the same basis). We believe that presenting FFO provides useful information to investors regarding our operating performance because it is a measure of our operations without regard to specified non-cash items, such as real estate depreciation and amortization and gain or loss on sale of assets.

We believe that FFO is a meaningful supplemental measure of our operating performance because historical cost accounting for real estate assets in accordance with GAAP implicitly assumes that the value of real estate assets diminishes predictably over time. Since real estate values have historically risen or fallen with market conditions, many industry investors and analysts have considered the presentation of operating results for real estate companies that use historical cost accounting alone to be insufficient. As a result, we believe that the use of FFO, together with the required GAAP presentations, provide a more complete understanding of our operating performance.

Table of Contents

The following table reflects the calculation of FFO reconciled from net income, net of preferred stock dividends for the three and six months ended June 30, 2017 and 2016 (dollars in thousands except per share data):

	<i>For the Three Months Ended June 30,</i>				<i>For the Six Months Ended June 30,</i>			
	<i>2017</i>	<i>2016</i>	<i>\$ Change</i>	<i>% Change</i>	<i>2017</i>	<i>2016</i>	<i>\$ Change</i>	<i>% Change</i>
Net income, net of preferred stock dividends	\$ 14,636	\$ 1,892	\$ 12,744	673.6%	\$ 19,543	\$ 8,433	\$ 11,110	131.7%
Gain on sales of real estate investments	(10,100)		(10,100)	n/a	(10,100)	(5,248)	(4,852)	92.5%
Depreciation and amortization								
Depreciation and amortization from continuing operations	9,076	8,080	996	12.3%	18,260	16,342	1,918	11.7%
Non-real estate depreciation	(27)	(21)	(6)	28.6%	(48)	(43)	(5)	11.6%
Allocation to participating securities ¹	(98)	(88)	(10)	11.4%	(207)	(173)	(34)	19.7%
Funds from operations attributable to common stockholders ^{2, 3}	\$ 13,487	\$ 9,863	\$ 3,624	36.7%	\$ 27,448	\$ 19,311	\$ 8,137	42.1%
Basic and diluted FFO per common share	\$ 0.27	\$ 0.22	\$ 0.05	22.7%	\$ 0.56	\$ 0.44	\$ 0.12	27.3%
Weighted average basic and diluted common shares	50,325,668	43,839,910			48,992,899	43,417,508		

¹ To be consistent with our policies of determining whether instruments granted in share-based payment transactions are participating securities and accounting for earnings per share, the FFO per common share is adjusted for FFO distributed through declared dividends (if any) and allocated to all participating securities (weighted average common shares outstanding and unvested restricted shares outstanding) under the two-class method. Under this method, allocations were made to 374,842 and 397,114 of weighted average unvested restricted shares outstanding for the three months ended June 30, 2017 and 2016, respectively, and to 384,614 and 399,981 of weighted average unvested restricted shares outstanding for the six months ended June 30, 2017 and 2016, respectively.

² Includes expensed acquisition costs of approximately \$10,000 and \$0.4 million for the three months ended June 30, 2017 and 2016, respectively, and approximately \$11,000 and \$1.4 million for the six months ended June 30, 2017 and 2016, respectively.

³ Includes performance share award expense of approximately \$2.5 million and \$1.1 million for the three months ended June 30, 2017 and 2016, respectively, and approximately \$3.6 million and \$1.7 million for the six months

ended June 30, 2017 and 2016, respectively, which varies quarter to quarter based our total shareholder return outperforming the MSCI U.S. REIT Index (RMS) and the FTSE NAREIT Equity Industrial Index over the prior three year period. See Note 9 Stockholders Equity in our notes to consolidated financial statements for more information regarding our performance share awards.

FFO increased by approximately \$3.6 million and \$8.1 million for the three and six months ended June 30, 2017, respectively, compared to the same periods from the prior year due primarily to same store NOI growth of approximately \$3.0 million and \$5.7 million for the three and six months ended June 30, 2017, respectively, compared to the same periods from the prior year. In addition, we adopted ASU 2017-1 effective January 1, 2017 under which our real estate property acquisitions are accounted for as asset acquisitions and acquisition costs were capitalized to individual assets and liabilities acquired on a relative fair value basis for the three and six months ended June 30, 2017, respectively, as compared to expensing as incurred in the prior year periods. The FFO increase was partially offset by performance share award expense of approximately \$2.5 million and \$3.6 million for the three and six months ended June 30, 2017, respectively, compared to approximately \$1.1 million and \$1.7 million for the three and six months ended June 30, 2016, respectively, which varies quarter to quarter based on our relative share price performance.

Table of Contents

We compute Adjusted EBITDA as earnings before interest, taxes, depreciation and amortization, gain on sales of real estate investments, acquisition costs and stock-based compensation. We believe that presenting Adjusted EBITDA provides useful information to investors regarding our operating performance because it is a measure of our operations on an unleveraged basis before the effects of tax, gain (loss) on sales of real estate investments, non-cash depreciation and amortization expense, acquisition costs and stock-based compensation. By excluding interest expense, Adjusted EBITDA allows investors to measure our operating performance independent of our capital structure and indebtedness and, therefore, allows for more meaningful comparison of our operating performance between quarters as well as annual periods and for the comparison of our operating performance to that of other companies, both in the real estate industry and in other industries. As we are currently in a growth phase, acquisition costs are excluded from Adjusted EBITDA to allow for the comparison of our operating performance to that of stabilized companies.

The following table reflects the calculation of Adjusted EBITDA reconciled from net income for the three and six months ended June 30, 2017 and 2016 (dollars in thousands):

	<i>For the Three Months Ended June 30,</i>				<i>For the Six Months Ended June 30,</i>			
	2017	2016	\$ Change	% Change	2017	2016	\$ Change	% Change
Net income	\$ 15,527	\$ 2,783	\$ 12,744	457.9%	\$ 21,326	\$ 10,216	\$ 11,110	108.8%
Gain on sales of real estate investments	(10,100)		(10,100)	n/a	(10,100)	(5,248)	(4,852)	92.5%
Depreciation and amortization from continuing operations	9,076	8,080	996	12.3%	18,260	16,342	1,918	11.7%
Interest expense, including amortization	3,806	3,076	730	23.7%	7,572	6,146	1,426	23.2%
Stock-based compensation	3,325	1,922	1,403	73.0%	4,850	2,933	1,917	65.4%
Acquisition costs	10	484	(474)	(97.9)%	11	1,443	(1,432)	(99.2)%
Adjusted EBITDA	\$ 21,644	\$ 16,345	\$ 5,299	32.4%	\$ 41,919	\$ 31,832	\$ 10,087	31.7%

We compute NOI as rental revenues, including tenant expense reimbursements, less property operating expenses. We compute same store NOI as rental revenues, including tenant expense reimbursements, less property operating expenses on a same store basis. NOI excludes depreciation, amortization, general and administrative expenses, acquisition costs and interest expense. We compute cash-basis same store NOI as same store NOI excluding straight-line rents and amortization of lease intangibles. The same store pool includes all properties that were owned as of June 30, 2017 and since January 1, 2016 and excludes properties that were either disposed of prior to, held for sale to a third party or in redevelopment as of June 30, 2017. As of June 30, 2017, the same store pool consisted of 141 buildings aggregating approximately 10.3 million square feet representing approximately 80.8% of our total square feet owned and three improved land parcels containing 4.9 acres. We believe that presenting NOI, same store NOI and cash-basis same store NOI provides useful information to investors regarding the operating performance of our properties because NOI excludes certain items that are not considered to be controllable in connection with the management of the properties, such as depreciation, amortization, general and administrative expenses, acquisition costs and interest expense. By presenting same store NOI and cash-basis same store NOI, the operating results on a same store basis are directly comparable from period to period.

The following table reflects the calculation of NOI, same store NOI and cash-basis same store NOI reconciled from net income for the three and six months ended June 30, 2017 and 2016 (dollars in thousands):

Edgar Filing: Terreno Realty Corp - Form 10-Q

	<i>For the Three Months Ended June 30,</i>				<i>For the Six Months Ended June 30,</i>			
	<i>2017</i>	<i>2016</i>	<i>\$ Change</i>	<i>% Change</i>	<i>2017</i>	<i>2016</i>	<i>\$ Change</i>	<i>% Change</i>
Net income ¹	\$ 15,527	\$ 2,783	\$ 12,744	457.9%	\$ 21,326	\$ 10,216	\$ 11,110	108.8%
Depreciation and amortization from continuing operations	9,076	8,080	996	12.3%	18,260	16,342	1,918	11.7%
General and administrative	6,030	4,298	1,732	40.3%	10,209	7,738	2,471	31.9%
Acquisition costs	10	484	(474)	(97.9)%	11	1,443	(1,432)	(99.2)%
Total other income and expenses	(6,317)	3,070	(9,387)	n/a	(2,586)	879	(3,465)	n/a
Net operating income	24,326	18,715	5,611	30.0%	47,220	36,618	10,602	29.0%
Less non-same store NOI ²	(4,033)	(1,398)	(2,635)	188.5%	(7,460)	(2,532)	(4,928)	194.6%
Same store NOI ³	\$ 20,293	\$ 17,317	\$ 2,976	17.2%	\$ 39,760	\$ 34,086	\$ 5,674	16.6%
Less straight-line rents and amortization of lease intangibles ⁴	(864)	(1,147)	283	(24.7)%	(1,820)	(2,854)	1,034	(36.2)%
Cash-basis same store NOI ³	\$ 19,429	\$ 16,170	\$ 3,259	20.2%	\$ 37,940	\$ 31,232	\$ 6,708	21.5%

Table of Contents

- ¹ Includes approximately \$0 and \$4,000 of lease termination income for the three months ended June 30, 2017 and 2016, respectively, and approximately \$25,000 and \$29,000 of lease termination income for the six months ended June 30, 2017 and 2016, respectively.
- ² Includes 2016 and 2017 acquisitions and dispositions, two properties held for sale to a third party with an aggregate gross book value of approximately \$26.3 million and accumulated depreciation and amortization of approximately \$3.1 million and four improved land parcels as of June 30, 2017.
- ³ Includes approximately \$0 and \$4,000 of lease termination income for the three months ended June 30, 2017 and 2016, respectively, and approximately \$25,000 and \$29,000 of lease termination income for the six months ended June 30, 2017 and 2016.
- ⁴ Includes straight-line rents and amortization of lease intangibles for the same store pool only.

Cash-basis same store NOI increased by approximately \$3.3 million and \$6.7 million for the three and six months ended June 30, 2017, respectively, compared to the same periods from the prior year due primarily to same store consolidated occupancy at quarter end increasing to 98.0% as of June 30, 2017 as compared to 92.2% as of June 30, 2016 and increased revenue on new and renewed leases. Contractual rent abatements of approximately \$0.5 million and \$0.8 million for the three months ended June 30, 2017 and 2016, respectively, and approximately \$1.3 million and \$1.9 million for the six months ended June 30, 2017 and 2016, respectively, were given to certain tenants in the same-store pool.

Item 3. Quantitative and Qualitative Disclosure About Market Risk

Market risk includes risks that arise from changes in interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market sensitive instruments. In pursuing our business strategies, the primary market risk which we are exposed to is interest rate risk. We are exposed to interest rate changes primarily as a result of debt used to maintain liquidity, fund capital expenditures and expand our investment portfolio and operations. We seek to limit the impact of interest rate changes on earnings and cash flows and to lower our overall borrowing costs. As described below, some of our outstanding debt bears interest at variable rates, and we expect that some of our future outstanding debt will have variable interest rates. We may use interest rate caps and/or swap agreements to manage our interest rate risks relating to our variable rate debt. We expect to replace variable rate debt on a regular basis with fixed rate, long-term debt to finance our assets and operations.

As of June 30, 2017, we had \$171.0 million of borrowings outstanding under our Facility. Of the \$171.0 million outstanding on the Facility, \$150.0 million is subject to interest rate caps. See Note 7-Derivative Financial Instruments in our condensed notes to consolidated financial statements for more information regarding our interest rate caps. Amounts borrowed under our Facility bear interest at a variable rate based on LIBOR plus an applicable LIBOR margin. The weighted average interest rate on borrowings outstanding under our Facility was 2.35% as of June 30, 2017. If the LIBOR rate fluctuates by 0.25%, interest expense would increase or decrease, depending on rate movement, future earnings and cash flows by approximately \$0.4 million annually on the total of the outstanding balances on our Facility as of June 30, 2017.

Item 4. Controls and Procedures
Evaluation of Disclosure Controls and Procedures

Our management has evaluated, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), and has concluded that as of the end of the period covered by this report, our disclosure controls and procedures were effective to give reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended June 30, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

We are not involved in any material litigation nor, to our knowledge, is any material litigation threatened against us.

Item 1A. Risk Factors

Except to the extent updated below or previously updated or to the extent additional factual information disclosed elsewhere in this Quarterly Report on Form 10-Q relates to such risk factors (including, without limitation, the matters discussed in Part I, Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations), there have been no material changes to the risk factors disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2016.

Item 2. Unregistered Sale of Equity Securities and Use of Proceeds

(a) Not Applicable.

(b) Not Applicable.

(c) Not Applicable.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not Applicable.

Item 5. Other Information

None.

Table of Contents

Item 6. Exhibits

Exhibit

Number	Exhibit Description
3.1	Articles of Amendment and Restatement of Registrant (previously filed as Exhibit 3.1 to Amendment No. 2 to the Registrant's Registration Statement on Form S-11 on January 6, 2010 and incorporated herein by reference).
3.2	Articles Supplementary for Registrant's 7.75% Series A Cumulative Redeemable Preferred Stock (previously filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K on July 19, 2012 and incorporated herein by reference).
3.3	Articles Supplementary (previously filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K on February 9, 2017 and incorporated herein by reference).
3.4	Amended and Restated Bylaws of Registrant (previously filed as Exhibit 3.2 to Amendment No. 2 to the Registrant's Registration Statement on Form S-11 on January 6, 2010 and incorporated herein by reference).
3.5	First Amendment to Amended and Restated Bylaws of Registrant (previously filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K on February 9, 2017 and incorporated herein by reference).
10.1	Note Purchase Agreement dated as of June 7, 2017, among the Company, Terreno Realty LLC and the institutions named in Schedule B thereto as purchasers (previously filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K on June 12, 2017 and incorporated herein by reference).
31.1*	Rule 13a-14(a)/15d-14(a) Certification dated August 2, 2017.
31.2*	Rule 13a-14(a)/15d-14(a) Certification dated August 2, 2017.
31.3*	Rule 13a-14(a)/15d-14(a) Certification dated August 2, 2017.
32.1**	18 U.S.C. § 1350 Certification dated August 2, 2017.
32.2**	18 U.S.C. § 1350 Certification dated August 2, 2017.
32.3**	18 U.S.C. § 1350 Certification dated August 2, 2017.
101*	The following materials from Terreno Realty Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations, (iii) Consolidated Statements of Comprehensive Income (Loss), (iv) Consolidated Statement of Equity, (v) Consolidated Statements of Cash Flows and (vi) Condensed Notes to Consolidated Financial Statements.

* Filed herewith.

** Furnished herewith.

Table of Contents

SIGNATURES

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

	Terreno Realty Corporation
August 2, 2017	By: /s/ W. Blake Baird W. Blake Baird Chairman and Chief Executive Officer
August 2, 2017	By: /s/ Michael A. Coke Michael A. Coke President
August 2, 2017	By: /s/ Jaime J. Cannon Jaime J. Cannon Chief Financial Officer

Table of Contents

Exhibit Index

Exhibit

Number

Exhibit Description

3.1	Articles of Amendment and Restatement of Registrant (previously filed as Exhibit 3.1 to Amendment No. 2 to the Registrant's Registration Statement on Form S-11 on January 6, 2010 and incorporated herein by reference).
3.2	Articles Supplementary for Registrant's 7.75% Series A Cumulative Redeemable Preferred Stock (previously filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K on July 19, 2012 and incorporated herein by reference).
3.3	Articles Supplementary (previously filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K on February 9, 2017 and incorporated herein by reference).
3.4	Amended and Restated Bylaws of Registrant (previously filed as Exhibit 3.2 to Amendment No. 2 to the Registrant's Registration Statement on Form S-11 on January 6, 2010 and incorporated herein by reference).
3.5	First Amendment to Amended and Restated Bylaws of Registrant (previously filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K on February 9, 2017 and incorporated herein by reference).
10.1	Note Purchase Agreement dated as of June 7, 2017, among the Company, Terreno Realty LLC and the institutions named in Schedule B thereto as purchasers (previously filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K on June 12, 2017 and incorporated herein by reference).
31.1*	Rule 13a-14(a)/15d-14(a) Certification dated August 2, 2017.
31.2*	Rule 13a-14(a)/15d-14(a) Certification dated August 2, 2017.
31.3*	Rule 13a-14(a)/15d-14(a) Certification dated August 2, 2017.
32.1**	18 U.S.C. § 1350 Certification dated August 2, 2017.
32.2**	18 U.S.C. § 1350 Certification dated August 2, 2017.
32.3**	18 U.S.C. § 1350 Certification dated August 2, 2017.
101*	The following materials from Terreno Realty Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations, (iii) Consolidated Statements of Comprehensive Income (Loss), (iv) Consolidated Statement of Equity, (v) Consolidated Statements of Cash Flows and (vi) Condensed Notes to Consolidated Financial Statements.

* Filed herewith.

** Furnished herewith.