

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2018
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: 001-36008

Rexford Industrial Realty, Inc.
(Exact name of registrant as specified in its charter)

MARYLAND
(State or other jurisdiction of incorporation or organization)

46-2024407
(I.R.S. Employer Identification No.)

11620 Wilshire Boulevard, Suite 1000,
Los Angeles, California
(Address of principal executive offices)

90025
(Zip Code)

(310) 966-1680
(Registrant's telephone number, including area code)
Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, \$0.01 par value	New York Stock Exchange
5.875% Series A Cumulative Redeemable Preferred Stock	New York Stock Exchange
5.875% Series B Cumulative Redeemable Preferred Stock	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a 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

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 aggregate market value of the voting stock held by non-affiliates of the registrant based upon the closing sale price of the registrant's common stock on June 29, 2018, as reported on the New York Stock Exchange ("NYSE") was approximately \$2,844 million. The registrant had no non-voting common equity outstanding on such date. This amount excludes 456,721 shares of the registrant's common stock held by the executive officers and directors. Exclusion of such shares should not be construed to indicate that any such person possesses the power, direct or indirect, to direct or cause the direction of the management or policies of the registrant or that such person is controlled by or under common control with the registrant.

The number of shares of common stock outstanding at February 11, 2019 was 96,815,364.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement with respect to its 2019 Annual Meeting of Stockholders to be filed not later than 120 days after the end of the registrant's fiscal year are incorporated by reference into Part III of this Form 10-K.

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PART I

Forward-Looking Statements

We make statements in this Annual Report on Form 10-K that are forward-looking statements, which are usually identified by the use of words such as “anticipates,” “believes,” “could,” “estimates,” “expects,” “intends,” “may,” “might,” “plans,” “potential,” “possible,” “predicts,” “projects,” “result,” “seeks,” “should,” “will,” and variations of such words or similar expressions. Our forward-looking statements reflect our current views about our plans, intentions, expectations, strategies and prospects, which are based on the information currently available to us and on assumptions we have made. Although we believe that our plans, intentions, expectations, strategies and prospects as reflected in or suggested by our forward-looking statements are reasonable, we can give no assurance that our plans, intentions, expectations, strategies or prospects will be attained or achieved and you should not place undue reliance on these forward-looking statements. Furthermore, actual results may differ materially from those described in the forward-looking statements and may be affected by a variety of risks and factors including, without limitation:

- the competitive environment in which we operate;
- real estate risks, including fluctuations in real estate values and the general economic climate in local markets and competition for tenants in such markets;
- decreased rental rates or increasing vacancy rates;
- potential defaults on or non-renewal of leases by tenants;
- potential bankruptcy or insolvency of tenants;
- acquisition risks, including failure of such acquisitions to perform in accordance with expectations;
- the timing of acquisitions and dispositions;
- potential natural disasters such as earthquakes, wildfires or floods;
- the consequence of any future security alerts and/or terrorist attacks;
- national, international, regional and local economic conditions;
- the general level of interest rates;
- potential changes in the law or governmental regulations that affect us and interpretations of those laws and regulations, including changes in real estate and zoning or real estate investment trust (“REIT”) tax laws, and potential increases in real property tax rates;
- financing risks, including the risks that our cash flows from operations may be insufficient to meet required payments of principal and interest and we may be unable to refinance our existing debt upon maturity or obtain new financing on attractive terms or at all;
- lack of or insufficient amounts of insurance;
- our failure to complete acquisitions;
- our failure to successfully integrate acquired properties;
- our ability to qualify and maintain our qualification as a REIT;
- our ability to maintain our current investment grade rating by Fitch;
- litigation, including costs associated with prosecuting or defending pending or threatened claims and any adverse outcomes; and
- possible environmental liabilities, including costs, fines or penalties that may be incurred due to necessary remediation of contamination of properties presently owned or previously owned by us.

Accordingly, there is no assurance that our expectations will be realized. Except as otherwise required by the U.S. federal securities laws, we disclaim any obligations or undertaking to publicly release any updates or revisions to any forward-looking statement contained herein (or elsewhere) to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. The reader should review carefully our financial statements and the notes thereto, as well as Item 1A, entitled “Risk Factors” in this report.

Item 1. Business

Company Overview

References to “we,” “our,” “us,” “our company,” or “the Company” refer to Rexford Industrial Realty, Inc., a Maryland corporation, together with our consolidated subsidiaries, including Rexford Industrial Realty, L.P., a Maryland limited partnership, of which we are the sole general partner and which we refer to in this report as our Operating Partnership.

We are a self-administered and self-managed full-service REIT focused on owning, operating and acquiring industrial properties in Southern California infill markets. Our goal is to generate attractive risk-adjusted returns for our stockholders by providing superior access to industrial property investments in Southern California infill markets.

We were formed as a Maryland corporation on January 18, 2013 and Rexford Industrial Realty, L.P. (the “Operating Partnership”), of which we are the sole general partner, was formed as a Maryland limited partnership on January 18, 2013. Through our controlling interest in our Operating Partnership and its subsidiaries, we own, manage, lease, acquire and develop industrial real estate primarily located in Southern California infill markets, and from time to time, acquire or provide mortgage debt secured by industrial property. As of December 31, 2018, our consolidated portfolio consisted of 176 properties with approximately 21.3 million rentable square feet. In addition, we currently manage an additional 20 properties with approximately 1.2 million rentable square feet.

We have elected to be taxed as a REIT under the Internal Revenue Code of 1986, as amended (the “Code”) commencing with our taxable year ending December 31, 2013. We are generally not subject to federal taxes on our income to the extent we distribute our income to our shareholders and maintain our qualification as a REIT.

Business Objectives and Growth Strategies

Our primary business objective is to generate attractive risk-adjusted returns for our stockholders through dividends and capital appreciation. We believe that pursuing the following strategies will enable us to achieve this objective:

Internal Growth through Intensive, Value-Add Asset Management.

We employ an intensive asset management strategy that is designed to increase cash flow and occupancy from our properties. Our strategy includes proactive renewal of existing tenants, re-tenanting to achieve higher rents, and repositioning industrial property by renovating, modernizing or increasing functionality to increase cash flow and value. For example, we sometimes convert formerly single-tenant properties to multi-tenant occupancy to capitalize upon the higher per square foot rents generated by smaller spaces in our target markets in addition to adding or improving loading and increasing fire, life-safety and building operating systems, among other value-add initiatives. We believe that by undertaking such conversions or other functional enhancements, we can position our properties to attract a larger universe of potential tenants, increase occupancy, tenant quality and rental rates. We also believe that multi-tenant properties, as well as single mid-size buildings, help to limit our exposure to tenant default risk and to diversify our sources of cash flow. Additionally, our proactive approach to leasing and asset management is driven by our in-house leasing department and team of portfolio and property managers who maintain direct, day-to-day relationships and dialogue with our tenants, which we believe enhances recurring cash flow and reduces periods of vacancy.

External Growth through Acquisitions.

We continue to grow our portfolio through disciplined acquisitions in prime Southern California infill markets. We believe that our relationship-, data- and event-driven research allows us to identify and exploit asset mispricing and market inefficiencies. We seek to acquire assets with value-add opportunities to increase their cash flow and asset values, often targeting off-market or lightly marketed transactions where our execution abilities and market credibility encourage owners to sell assets to us at what we consider pricing that is more favorable than heavily marketed transactions. We also seek to source transactions from owners with generational ownership shift, fund divestment, sale-leaseback/corporate surplus, maturing loans, some facing liquidity needs or financial stress, including loans that lack economical refinancing options. We also believe our deep market presence and relationships may enable us to selectively acquire assets in marketed transactions that may be difficult to access for less focused buyers.

Competitive Strengths

We believe that our investment strategy and operating model distinguishes us from other owners, operators and acquirers of industrial real estate in several important ways, including the following:

Focus on Industrial Assets in Southern California's Infill Market: We intend to continue our core strategy of owning and operating industrial properties within Southern California's infill regions. Infill markets are considered high-barrier-to entry markets with scarcity of vacant or developable land and high concentrations of people, jobs, housing, income, wages and consumption. We believe Southern California's infill industrial property market is the largest, most fragmented industrial market in the nation, demonstrating favorable long-term tenant demand fundamentals in the face of an ongoing scarcity and diminishment of supply. We have a portfolio of interests in 176 properties totaling approximately 21.3 million square feet, which are all located in Southern California infill markets.

Diversified Tenant Mix: Our portfolio is leased to a broad tenant base, drawn from diverse industry sectors. We believe that this diversification reduces our exposure to tenant default risk and earnings volatility. As of December 31, 2018, we had 1,375 leases, with no single tenant accounting for more than 2.8% of our total annualized base rent. Our portfolio is also geographically diversified within the Southern California market across the following submarkets: Los Angeles (51%); San Bernardino (17%); Orange County (13%); San Diego (11%); Ventura (8%).

Superior Access to Deal Flow: We believe that we enjoy superior access to value-add, off-market, lightly marketed and marketed acquisition opportunities, many of which are difficult for competing investors to access. Off-market and lightly marketed transactions are characterized by a lack of a formal marketing process and a lack of widely disseminated marketing materials. Marketed transactions are often characterized by extensive buyer competition, making such transactions difficult to close on for less-focused investors. As we are principally focused on the Southern California market, our executive management and acquisition teams have developed and maintain a deep, broad network of relationships among key market participants, including property brokers, lenders, owners and tenants. We employ an extensive broker marketing, incentives and loyalty program. We also utilize data-driven and event-driven analytics and primary research to identify and pursue events and circumstances, including below-market leased properties, properties experiencing functional obsolescence, generational ownership changes, and financial stress related to properties, owners, lenders, and tenants, that tend to generate early access to emerging investment opportunities.

Vertically Integrated Platform: We are a full-service real estate operating company, with substantial in-house capabilities in all aspects of our business. Our platform includes experienced in-house teams focused on acquisitions, analytics and underwriting, asset management and repositioning, property management, sales and leasing, design, construction management, as well as finance, accounting, legal and human relations departments.

Value-Add Repositioning and Redevelopment Expertise: Our in-house redevelopment and construction management team employs an entrepreneurial approach to redevelopment and repositioning activities that are designed to increase the functionality, cash flow and value of our properties. These activities include converting large underutilized spaces into a series of smaller and more functional spaces, building generic industrial space that appeals to a wide range of tenants, adding additional square footage and modernizing properties by, among other things, upgrading fire, life-safety and building operating systems, resolving functional obsolescence, adding or enhancing loading areas and truck access and making certain other accretive improvements.

Growth-Oriented, Flexible and Conservative Capital Structure: Our capital structure provides us with the resources, financial flexibility and the capacity to support the future growth of our business. Since our initial public offering, we have raised capital through three public offerings of our common stock, two public offerings of preferred stock and through sales of common stock under our at-the-market equity offering programs. We currently have an at-the-market equity offering program pursuant to which we may sell from time to time up to an aggregate of \$400.0 million of our common stock through sales agents. As of the filing date of this Annual Report on Form 10-K, we have sold \$336.6 million of our common stock under this at-the-market equity offering program, leaving us with the capacity to issue up to \$63.4 million of additional shares. We have a \$450 million senior unsecured credit facility consisting of a \$100 million unsecured term loan facility and a \$350 million unsecured revolving credit facility. As of the filing date of this Annual Report on Form 10-K, we did not have any borrowings outstanding under the unsecured revolving credit facility, leaving \$350.0 million available. The credit facility has an accordion feature that permits us to request additional lender commitments up to an additional aggregate \$550.0 million, which may be comprised of additional revolving commitments, term loan commitments or any combination thereof, subject to certain conditions. As of December 31, 2018, our ratio of net debt to total market capitalization was 15.8%.

Competition

In acquiring our target properties, we compete with other public industrial property sector REITs, income oriented non-traded REITs, private real estate fund managers and local real estate investors and developers, some of which have greater financial resources or other competitive advantages than we do. Such competition may result in an increase in the amount we must pay to acquire a property or may require us to forgo an investment in properties which would otherwise meet our investment criteria. We also face significant competition in leasing available properties to prospective tenants and in re-leasing space to existing tenants. As a result, we may have to provide rent concessions, incur expenses for tenant improvements or offer other inducements to enable us to timely lease vacant space, all of which may have an adverse impact on our results of operations.

Insurance

We carry commercial property, liability, environmental and terrorism coverage on all the properties in our portfolio under blanket insurance policies. In addition, we hold other environmental policies for certain properties with known environmental conditions that provides for additional coverage for potential environmental liabilities, subject to the policy's coverage conditions and limitations. Generally, we do not carry insurance for certain types of extraordinary losses, including, but not limited to, losses caused by floods (unless the property is located in a flood plan), riots, war and wildfires. Substantially all of our properties are located in areas that are subject to earthquakes, and while we maintain earthquake insurance coverage, the events are subject to material deductibles and exclusions. Additionally, seismic risks are evaluated for properties during acquisition by a qualified structural engineer and to the extent that the engineer identifies a property with weaknesses that contribute to a high statistical risk, the property will generally be structurally retrofitted to reduce the statistical risk to an acceptable level.

Segment and Geographic Financial Information

We manage our operations on an aggregated, single segment basis for purposes of assessing performance and making operating decisions and, accordingly, we have only one reporting and operating segment.

All of our business is conducted in Southern California. For information about our revenues, long-lived assets and other financial information, see our consolidated financial statements included in this report and "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations."

Employees

As of December 31, 2018, we employed 108 full-time employees. We believe that relations with our employees are good. None of our employees are represented by a labor union.

Principal Executive Offices

Our principal executive offices are located 11620 Wilshire Boulevard, Suite 1000, Los Angeles, California 90025 (telephone 310-966-1680). We believe that our current facilities are adequate for our present and future operations.

Available Information

Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, Proxy Statements, Information Statements and amendments to those reports are available free of charge through our investor relations website at <http://www.rexfordindustrial.com>, as soon as reasonably practicable after such materials are electronically filed with, or furnished to, the U.S. Securities and Exchange Commission (the "SEC"). All reports we file with the SEC are also available free of charge via EDGAR through the SEC website at <http://www.sec.gov>.

Our board of directors maintains charters for each of its committees and has adopted a written set of corporate governance guidelines and a code of business conduct and ethics applicable to independent directors, executive officers, employees and agents, each of which is available for viewing on our website at <http://www.rexfordindustrial.com> under the heading "Investor Relations—Company Information—Governance—Governance Documents."

Website addresses referred to in this Annual Report on Form 10-K are not intended to function as hyperlinks, and the information contained on our website is not incorporated into, and does not form a part of this Annual Report on Form 10-K or any other report or documents we file with or furnish to the SEC.

Regulation

General

Our properties are subject to various laws, ordinances and regulations, including regulations relating to common areas and fire and safety requirements. We believe that we have the necessary permits and approvals to operate each of our properties.

Americans with Disabilities Act

Our properties must comply with Title III of the Americans with Disabilities Act of 1990, as amended (the “ADA”) to the extent that such properties are “public accommodations” as defined under the ADA. Under the ADA, all public accommodations must meet federal requirements related to access and use by disabled persons. The ADA may require removal of structural barriers to access by persons with disabilities in certain public areas of our properties where such removal is readily achievable. Although we believe that the properties in our portfolio in the aggregate substantially comply with present requirements of the ADA, and we have not received any notice for correction from any regulatory agency, we have not conducted a comprehensive audit or investigation of all of our properties to determine whether we are in compliance and therefore we may own properties that are not in compliance with current ADA standards.

ADA compliance is dependent upon the tenant’s specific use of the property, and as the use of a property changes or improvements to existing spaces are made, we will take steps to ensure compliance. Noncompliance with the ADA could result in additional costs to attain compliance, imposition of fines by the U.S. government or an award of damages plus attorney’s fees to private litigants. The obligation to make readily achievable accommodations is an ongoing one, and we will continue to assess our properties and make alterations to achieve compliance as deemed commercially reasonable.

Environmental Matters

The properties that we acquire are subject to various federal, state and local environmental laws. Under these laws, courts and government agencies have the authority to require us, to the extent we own a contaminated property, to clean up the property, even if we did not know of or were not responsible for the contamination. These laws also apply to persons who owned a property at the time it became contaminated and, therefore, it is possible we could incur these costs even after we sell some of the properties we acquire. In addition to the costs of cleanup, environmental contamination can affect the value of a property and, therefore, an owner’s ability to borrow using the property as collateral or to sell the property. Under applicable environmental laws, courts and government agencies also have the authority to require that a person who sent waste to a waste disposal facility, such as a landfill or an incinerator, pay for the clean-up of that facility if it becomes contaminated and threatens human health or the environment.

Furthermore, various court decisions have established that third parties may recover damages for injury caused by property contamination. For instance, a person exposed to asbestos at a property may seek to recover damages if he or she suffers injury from the asbestos. Lastly, some of these environmental laws restrict the use of a property or place conditions on various activities. An example would be laws that require a business using chemicals to manage them carefully and to notify local officials that the chemicals are being used.

We could be responsible for any of the costs discussed above, which have the potential to be very significant. The costs to clean up a contaminated property, to defend against a claim or to comply with environmental laws could be material and could adversely affect the funds available for distribution to our stockholders. To mitigate some of the environmental risk, our properties are covered by a blanket environmental insurance policy. In addition, we hold other environmental policies for certain properties with known environmental conditions that provides for additional coverage for potential environmental liabilities. These policies, however, are subject to certain limits, deductibles and exclusions, and insurance may not fully compensate us for any environmental liability. We require Phase I or similar environmental assessments by independent environmental consultants at the time of acquisition of a property. Phase I environmental investigations are a common form of real estate due diligence that are governed by nationally recognized American Society for Testing and Materials (ASTM) standards and typically conducted by licensed environmental scientists. Phase I investigations commonly include a physical walk-through of the property in addition to a file review of the site. The file review includes creating a known operating history of the site. This includes but is not limited to inquiries with local governmental agencies as well as reviewing historical aerial reviews. If the consultant identifies any unexplained Recognized Environmental Concerns (“REC”) then the consultant typically recommends further investigation, usually through specific invasive property tests. This additional round of investigation is commonly referred to as a “Phase II”. Invasive testing may or may not include air, soil, soil vapor or ground water sampling. Additionally, it may or may not include an asbestos and/or lead based paint survey. Depending on the results of the initial Phase II investigation, the consultant may recommend further Phase II investigations, or if satisfied with the results, the consultant may decide the initial REC identified is no longer a concern. We generally expect to continue to obtain a Phase I or similar environmental site assessments by independent environmental consultants on each property prior to acquiring it. However, these environmental assessments may not

reveal all environmental costs that might have a material adverse effect on our business, assets and results of operations or liquidity and may not identify all potential environmental liabilities, and our portfolio environmental and any site-specific insurance policies may be insufficient to cover any such environmental costs and liabilities.

We can make no assurances that (1) future laws, ordinances or regulations will not impose material environmental liabilities on us, or (2) the current environmental condition of our properties will not be affected by tenants, the condition of land or operations in the vicinity of our properties (such as releases from underground storage tanks), or by third parties unrelated to us.

Item 1A. Risk Factors

Set forth below are some (but not all) of the factors that could adversely affect our performance and financial condition. Moreover, we operate in a highly competitive and rapidly changing environment. New risk factors emerge from time to time, and it is not possible for us to predict all such risk factors, nor can it assess the impact of all such risk factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results.

We believe the following risks are material to our stockholders. You should carefully consider the following factors in evaluating our company, our properties and our business. The occurrence of any of the following risks could adversely affect our results of operations, cash flows and our ability to pay distributions on, and the per share trading price of, our common stock and might cause our stockholders to lose all or part of their investment. For purposes of this section, the term “stockholders” means the holders of shares of our common stock and preferred stock.

Risks Related to Our Business and Operations

Our portfolio of properties is concentrated in the industrial real estate sector, and our business would be adversely affected by an economic downturn in that sector.

Our properties are concentrated in the industrial real estate sector. This concentration exposes us to the risk of economic downturns in this sector to a greater extent than if our business activities included a more significant portion of other sectors of the real estate industry.

Our portfolio of properties is dependent upon regional and local economic conditions and is geographically concentrated in Southern California infill markets, which causes us to be especially susceptible to adverse developments in those markets.

All of our properties are located in Southern California, which may expose us to greater or lesser economic risks than if we owned a more geographically diverse portfolio. We are particularly susceptible to adverse economic or other conditions in Southern California (such as periods of economic slowdown or recession, business layoffs or downsizing, industry slowdowns, relocations of businesses, increases in real estate and other taxes and the cost of complying with governmental regulations or increased regulation), as well as to natural disasters that occur in this market (such as earthquakes, wild fires, mudslides, and other events). Most of our properties are located in areas known to be seismically active. While we carry insurance for losses resulting from earthquakes, the amount of our coverage may not be sufficient to fully cover losses from earthquakes and associated disasters and the policies are subject to material deductibles and self-insured retention. The Southern California market has experienced downturns in past years. Any future downturns in the Southern California economy could impact our tenants’ ability to continue to meet their rental obligations or otherwise adversely affect the size of our tenant base, which could materially adversely affect our operations and our revenue and cash available for distribution, including cash available to pay distributions to our stockholders. We cannot assure you that the Southern California market will grow or that underlying real estate fundamentals will be favorable to owners and operators of industrial properties. Our operations may also be affected if competing properties are built in the Southern California market. In addition, the State of California is regarded as more litigious and more highly regulated and taxed than many other states, all of which may reduce demand for industrial space in California and may make it costlier to operate our business. Any adverse economic or real estate developments in the Southern California market, or any decrease in demand for industrial space resulting from the regulatory environment, business climate or energy or fiscal problems, could adversely impact us and our stockholders.

Our properties are concentrated in certain industries that make us susceptible to adverse events with respect to those industries.

Our properties are concentrated in certain industries, which, as of December 31, 2018, included the following (and accounted for the percentage of our total annualized base rent indicated): Wholesale Trade (23.1%); Warehousing (20.9%);

Manufacturing (14.3%); Retail Trade (10.5%); and Transportation Services (6.1%). Any downturn in one or more of these industries, or in any other industry in which we may have a significant concentration now or in the future, could adversely affect our tenants who are involved in such industries. If any of these tenants is unable to withstand such downturn or is otherwise unable to compete effectively in its business, it may be forced to declare bankruptcy, fail to meet its rental obligations, seek rental concessions or be unable to enter into new leases, which could materially and adversely affect us.

Our debt level reduces cash available for distribution and may expose us to the risk of default under our debt obligations.

Payments of principal and interest on borrowings may leave us with insufficient cash resources to operate our properties or to pay the dividends necessary to maintain our REIT qualification. Our level of debt and the limitations imposed on us by our debt agreements could have significant adverse consequences, including the following:

- our cash flow may be insufficient to meet our required principal and interest payments;
- we may be unable to borrow additional funds as needed or on favorable terms, which could, among other things, adversely affect our ability to meet operational needs;
- we may be unable to refinance our indebtedness at maturity or the refinancing terms may be less favorable than the terms of our original indebtedness;
- we may be forced to dispose of one or more of our properties, possibly on unfavorable terms or in violation of certain covenants to which we may be subject;
- we may violate restrictive covenants in our loan documents, which would entitle the lenders to accelerate our debt obligations and, in some cases commence foreclosure proceedings on one or more of our properties; and
- our default under any loan with cross default provisions could result in a default on other indebtedness.

Any loan defaults or property foreclosures may impact our ability to access capital in the future on favorable terms or at all, as well as our relationships with and/or perception among lenders, investors, tenants, brokers, analysts, vendors, employees and other parties. Furthermore, foreclosures could create taxable income without accompanying cash proceeds, which could hinder our ability to meet the REIT distribution requirements imposed by the Code. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Factors That May Influence Future Results of Operations.”

We may be unable to identify and complete acquisitions of properties that meet our criteria, which may impede our growth.

Our business strategy involves the acquisition of industrial properties meeting certain investment criteria in our target markets. These activities require us to identify suitable acquisition candidates or investment opportunities that meet our criteria and are compatible with our growth strategies. We may be unable to acquire properties identified as potential acquisition opportunities. Our ability to acquire properties on favorable terms, or at all, may expose us to the following significant risks:

- we may incur significant costs and divert management attention in connection with evaluating and negotiating potential acquisitions, including ones that we are subsequently unable to complete;
- even if we enter into agreements for the acquisition of properties, these agreements are subject to conditions to closing, which we may be unable to satisfy; and
- we may be unable to finance any given acquisition on favorable terms or at all.

If we are unable to finance property acquisitions or acquire properties on favorable terms, or at all, our financial condition, results of operations, cash flows and our ability to pay distributions on, and the per share trading price of, our common stock could be adversely affected. In addition, failure to identify or complete acquisitions of suitable properties could slow our growth.

Our acquisition activities may pose risks that could harm our business.

As a result of our acquisitions, we may be required to incur debt and expenditures and issue additional common stock or common units to pay for the acquired properties. These acquisitions may dilute our stockholders’ ownership interest, delay or prevent our profitability and may also expose us to risks such as:

- the possibility that we may not be able to successfully integrate acquired properties into our existing portfolio or achieve the level of quality with respect to such properties to which tenants of our existing properties are accustomed;
- the possibility that senior management may be required to spend considerable time negotiating agreements and integrating acquired properties, diverting their attention from our other objectives;
- the possibility that we may overpay for a property;

- the possible loss or reduction in value of acquired properties; and
- the possibility of pre-existing undisclosed liabilities regarding acquired properties, including environmental or asbestos liability, for which our insurance may be insufficient or for which we may be unable to secure insurance coverage.

We cannot assure you that the price for any future acquisitions will be similar to prior acquisitions. If our revenue does not keep pace with these potential acquisition and expansion costs, we may incur net losses. There is no assurance that we will successfully overcome these risks or other problems encountered with acquisitions.

We may obtain limited or no warranties when we purchase a property, which increases the risk that we may lose invested capital in or rental income from such property.

Many properties that we have acquired and expect to acquire in the future are sold in “as is” condition, on a “where is” basis and “with all faults,” without any warranties of merchantability or fitness for a particular use or purpose. In other acquisitions, the purchase agreements may contain only limited warranties, representations and indemnifications that will only survive for a limited period after the closing. Also, many sellers of real estate are single-purpose entities without any other significant assets. The purchase of properties with limited warranties or from undercapitalized sellers increases the risk that we may lose some or all of our invested capital in the property (and in some cases, have liabilities greater than our investment) as well as the loss of rental income from such property.

We face significant competition for acquisitions of real properties, which may reduce the number of acquisition opportunities available to us and increase the costs of these acquisitions.

The current market for acquisitions of industrial properties in Southern California continues to be extremely competitive. This competition may increase the demand for our target properties and, therefore, reduce the number of suitable acquisition opportunities available to us and increase the prices paid for such acquisition properties. We also face significant competition for attractive acquisition opportunities from an indeterminate number of investors, including publicly traded and privately held REITs, private equity investors and institutional investment funds, some of which have greater financial resources than we do, a greater ability to borrow funds to acquire properties and the ability to accept more risk than we can prudently manage, including risks with respect to the geographic proximity of investments and the payment of higher acquisition prices. This competition will increase if investments in real estate become more attractive relative to other forms of investment. Competition for investments may reduce the number of suitable investment opportunities available to us and may have the effect of increasing prices paid for such acquisition properties and/or reducing the rents we can charge and, as a result, adversely affecting our operating results. The impact of the legalization of certain types of marijuana production, distribution and use in California could increase competition to acquire industrial properties within infill Southern California markets, which could reduce the supply of suitable investment opportunities available to us and may have the effect of increasing prices paid for such acquisition properties and, as a result, adversely affecting our operating results.

We may be unable to source off-market or lightly marketed deal flow in the future.

As of December 31, 2018, approximately 68% of the acquisitions by deal count completed by us since our initial public offering (“IPO”) were acquired in off-market or lightly marketed transactions, which are transactions that are characterized by a lack of a formal marketing process and lack of widely disseminated marketing materials. Properties that are acquired by off-market or lightly marketed transactions are typically more attractive to us as a purchaser and are a core part of our strategic plan, because the absence of a formal or extended marketing/bidding period typically results in more favorable pricing, more favorable non-economic terms and often an ability to close transactions more rapidly. If we cannot obtain off-market or lightly marketed deal flow in the future, our ability to locate and acquire additional properties in the manner in which we have historically may be adversely affected and may cause us to revisit our core strategies.

Our future acquisitions may not yield the returns we expect.

Our future acquisitions and our ability to successfully operate the properties we acquire in such acquisitions may be exposed to the following significant risks:

- even if we are able to acquire a desired property, competition from other potential acquirers may significantly increase the purchase price;
- we may acquire properties that are not accretive to our results upon acquisition, and we may not successfully manage and lease those properties to meet our expectations;
- we may spend more than budgeted amounts to make necessary improvements or renovations to acquired properties;

- we may be unable to quickly and efficiently integrate new acquisitions, particularly acquisitions of portfolios of properties, into our existing operations, and as a result our results of operations and financial condition could be adversely affected;
- market conditions may result in higher than expected vacancy rates and lower than expected rental rates; and
- we may acquire properties subject to liabilities and without any recourse, or with only limited recourse, with respect to unknown or greater than expected liabilities such as liabilities for clean-up of environmental contamination, claims by tenants, vendors or other persons dealing with the former owners of the properties, liabilities incurred in the ordinary course of business and claims for indemnification by general partners, directors, officers and others indemnified by the former owners of the properties.

We may not be able to control our operating costs or our expenses may remain constant or increase, even if our revenues do not increase, causing our results of operations to be adversely affected.

Factors that may adversely affect our ability to control operating costs include the need to pay for insurance and other operating costs, including real estate taxes, which could increase over time, the need to periodically repair, renovate and re-lease space, the cost of compliance with governmental regulation, including zoning and tax laws, the potential for liability under applicable laws, interest rate levels and the availability of financing. If our operating costs increase as a result of any of the foregoing factors, our results of operations may be adversely affected.

The expense of owning and operating a property is not necessarily reduced when circumstances such as market factors and competition cause a reduction in income from the property. As a result, if revenues decline, we may not be able to reduce our expenses accordingly. Costs associated with real estate investments, such as real estate taxes, insurance, loan payments and maintenance, generally will not be reduced even if a property is not fully occupied or other circumstances cause our revenues to decrease.

High mortgage rates and/or unavailability of mortgage debt may make it difficult for us to finance or refinance properties, which could reduce the number of properties we can acquire, our net income and the amount of cash distributions we can make.

If mortgage debt is unavailable at reasonable rates, we may not be able to finance the purchase of properties. If we place mortgage debt on properties, we may be unable to refinance the properties when the loans become due, or to refinance on favorable terms. If interest rates are higher when we refinance our properties, our income could be reduced. If any of these events occur, our cash flow could be reduced. This, in turn, could reduce cash available for distribution to our stockholders and may hinder our ability to raise more capital by issuing more stock or by borrowing more money. In addition, to the extent we are unable to refinance the properties when the loans become due, we will have fewer debt guarantee opportunities available to offer under our Tax Matters Agreement, previously filed with the SEC.

Mortgage and other secured debt obligations expose us to the possibility of foreclosure, which could result in the loss of our investment in a property or group of properties subject to mortgage debt.

Incurring mortgage and other secured debt obligations increases our risk of property losses because defaults on indebtedness secured by properties may result in foreclosure actions initiated by lenders and ultimately our loss of the property securing any loans for which we are in default. Any foreclosure on a mortgaged property or group of properties could adversely affect the overall value of our portfolio of properties. For tax purposes, a foreclosure on any of our properties that is subject to a nonrecourse mortgage loan would be treated as a sale of the property for a purchase price equal to the outstanding balance of the debt secured by the mortgage. If the outstanding balance of the debt secured by the mortgage exceeds our tax basis in the property, we would recognize taxable income on foreclosure, but would not receive any cash proceeds, which could hinder our ability to meet the REIT distribution requirements imposed by the Code.

Some of our financing arrangements involve balloon payment obligations, which may adversely affect our financial condition and our ability to make distributions.

Some of our financing arrangements require us to make a lump-sum or “balloon” payment at maturity. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources.” Our ability to satisfy a balloon payment at maturity is uncertain and may depend upon our ability to obtain additional financing or our ability to sell the property. At the time the balloon payment is due, we may or may not be able to refinance the existing financing on terms as favorable as the original loan or sell the property at a price sufficient to satisfy the balloon payment. The effect of a refinancing or sale could affect the rate of return to stockholders and the projected time of disposition of our assets. In

addition, payments of principal and interest made to service our debts may leave us with insufficient cash to pay the distributions that we are required to pay to maintain our qualification as a REIT.

Failure to hedge effectively against interest rate changes may adversely affect us.

Subject to the rules related to maintaining our qualification as a REIT, we may enter into hedging transactions to protect us from the effects of interest rate fluctuations on floating rate debt. As of December 31, 2018, we have six interest rate swaps in place for the purpose of mitigating our exposure to fluctuations in short-term interest rates. For a summary of our interest rate swaps, see Note 7 to our consolidated financial statements included in Item 15 of this Report on Form 10-K.

Our future hedging transactions may include entering into additional interest rate cap agreements or interest rate swap agreements. These agreements involve risks, such as the risk that such arrangements would not be effective in reducing our exposure to interest rate changes or that a court could rule that such an agreement is not legally enforceable. In addition, interest rate hedging can be expensive, particularly during periods of rising and volatile interest rates. Hedging could reduce the overall returns on our investments. In addition, while such agreements would be intended to lessen the impact of rising interest rates on us, they could also expose us to the risk that the other parties to the agreements would not perform, we could incur significant costs associated with the settlement of the agreements or that the underlying transactions could fail to qualify as highly effective cash flow hedges under Financial Accounting Standards Board, or FASB, Accounting Standards Codification (“ASC”), Topic 815, *Derivatives and Hedging*. In addition, the Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank”) went into effect in 2010. Dodd-Frank created a new regulatory framework for oversight of derivatives transactions by the Commodity Futures Trading Commission (the “CFTC”) and the SEC. Among other things, Dodd-Frank subjects certain swap participants to new capital, margin and business conduct standards. In addition, Dodd-Frank contemplates that where appropriate in light of outstanding exposures, trading liquidity and other factors, swaps (broadly defined to include most hedging instruments other than futures) will be required to be cleared through a registered clearing facility and traded on a designated exchange or swap execution facility. There are some exceptions to these requirements for entities that use swaps to hedge or mitigate commercial risk. While we believe we qualify for one or more of such exceptions (including with respect to our existing interest rate swaps), the scope of these exceptions is still considered uncertain and will be further defined over time. Further, although we may qualify for exceptions, our derivatives counterparties may be subject to new capital, margin and business conduct requirements imposed as a result of the legislation, which may increase our transaction costs or make it more difficult for us to enter into additional hedging transactions on favorable terms. Our inability to enter into future hedging transactions on favorable terms, or at all, could increase our operating expenses and put us at increased exposure to interest rate risks.

Our unsecured credit facility, unsecured notes and certain of our other secured loans contain, and any other future indebtedness we incur may contain, various covenants, and the failure to comply with those covenants could materially adversely affect us.

Our unsecured credit facility, unsecured notes and certain of our other secured loans contain, and any other future indebtedness we incur may contain, certain covenants, which, among other things, restrict our activities, including, as applicable, our ability to sell the underlying property without the consent of the holder of such indebtedness, to repay or defease such indebtedness or to engage in mergers or consolidations that result in a change in control of our company. We are also subject to financial and operating covenants. Failure to comply with any of these covenants would likely result in a default under the applicable indebtedness that would permit the acceleration of amounts due thereunder and under other indebtedness and foreclosure of properties, if any, serving as collateral therefor.

Our unsecured credit facility, unsecured notes and certain of our other secured loans will restrict our ability to engage in some business activities.

Our unsecured credit facility and unsecured notes contains customary negative covenants and other financial and operating covenants that, among other things:

- restrict our ability to incur additional indebtedness;
- restrict our ability to make certain investments;
- limit our ability to make capital expenditures;
- restrict our ability to merge with another company;
- restrict our ability to make distributions to stockholders; and
- require us to maintain financial coverage ratios.

These limitations will restrict our ability to engage in some business activities that may otherwise be in our best interests. In addition, our unsecured credit facility, unsecured notes and secured term loan contain specific cross-default

provisions with respect to specified other indebtedness, giving the lenders the right to declare a default if we are in default under other loans in some circumstances.

Adverse changes in our credit rating could impair our ability to obtain future debt and equity financing on favorable terms, if at all.

Our credit rating is based on our operating performance, liquidity and leverage ratios, overall financial position and other factors employed by the credit rating agencies in their rating analysis of us. 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. There can be no assurance that we will be able to maintain our current credit rating. 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. At December 31, 2018, the credit rating for our unsecured debt was BBB (investment grade) from Fitch, with a stable outlook, and the credit rating for our preferred stock was BB+ from Fitch, with a stable outlook. A securities rating is not a recommendation to buy, sell or hold securities and is subject to revision or withdrawal at any time by the rating organization.

We may be subject to litigation or threatened litigation, which may divert management time and attention, require us to pay damages and expenses or restrict the operation of our business.

We may be subject to litigation or threatened litigation. In particular, we are subject to the risk of complaints by our tenants involving premises liability claims and alleged violations of landlord-tenant laws, which may give rise to litigation or governmental investigations, as well as claims and litigation relating to real estate rights, access, legal compliance or uses of our properties, stockholder claims or claims by limited partners in our Operating Partnership, vendor contractual claims and asset purchase and sale related claims. Some of these claims may result in significant defense costs and potentially significant judgments against us, some of which are not, or cannot be, insured against. Additionally, whether or not any dispute actually proceeds to litigation, we may be required to devote significant management time and attention to its successful resolution (through litigation, settlement or otherwise), which would detract from our management's ability to focus on our business. Any such resolution could involve the payment of damages or expenses by us, which may be significant, or involve our agreement with terms that restrict the operation of our business. We generally intend to vigorously defend ourselves; however, we cannot be certain of the ultimate outcomes of currently asserted claims or of those that may arise in the future. Resolution of these types of matters against us may result in our having to pay significant fines, judgments, or settlements, which, if uninsured, or if the fines, judgments, and settlements exceed insured levels, could adversely impact our earnings and cash flows, thereby having an adverse effect on us and our stockholders. Certain litigation or the resolution of certain litigation may affect the availability or cost of some of our insurance coverage and could expose us to increased risks that would be uninsured, and/or adversely impact our ability to attract directors, officers and other key employees.

The potential impacts of future climate change and governmental initiatives remain uncertain at this time but could result in increased operating costs.

Our assets and tenants may be exposed to potential risks from possible future climate change that could result in physical and regulatory impacts, increasing our operating costs and impairing our tenants' ability to lease property and pay rent. Laws and regulations targeting climate change could result in increased operating costs that we may not be able to effectively pass on to our tenants. Any such regulation could impose substantial costs on our tenants, thereby impacting the financial condition of our tenants and their ability to meet their lease obligations and to lease or re-lease our properties.

Adverse U.S. and global market, economic and political conditions and other events or circumstances beyond our control could have a material adverse effect on us.

Another economic or financial crisis or rapid decline of the consumer economy, significant concerns over energy costs, geopolitical issues, the availability and cost of credit, the U.S. mortgage market, or a declining real estate market in the U.S. can contribute to increased volatility, diminished expectations for the economy and the markets, and high levels of structural unemployment by historical standards. As was the case from 2008 through 2010, these factors, combined with volatile oil prices and fluctuating business and consumer confidence, can precipitate a steep economic decline.

Additionally, political uncertainty from matters such as the implementation of the governing agenda of President Donald J. Trump, may contribute to potential risks beyond our control, such as:

- changes in governmental policy on a variety of matters such as trade and manufacturing policies;
- trade disputes and tariffs on goods from China and other countries;

- possible restructuring of trade agreements, including the North American Free Trade Agreement / United States-Mexico-Canada Agreement;
- geopolitical matters such as the exit of the United Kingdom from the European Union;
- shutdowns of the U.S. federal government; and
- uncertainties associated with political gridlock and the results of investigations, including, without limitation, the special counsel investigation headed by Robert Mueller.

It is not possible to predict whether these economic and political occurrences might negatively impact the economies around the world, including the U.S. and Southern California. If these macro-economic and political issues are not managed appropriately, they could lead to currency, sovereign debt or banking crises, other financial and trade turmoil and uncertainty, and lower occupancy, rents and values for individual real estate in our markets.

Recurring U.S. debt ceiling and budget deficit concerns, together with sovereign debt conditions in Europe, also increase the possibility of additional downgrades of sovereign credit ratings and economic slowdowns. The impact of any downgrades to the U.S. government's sovereign credit rating and that of other nations, or their perceived creditworthiness, is inherently unpredictable and could adversely affect the U.S. and global financial markets and economic conditions. These developments have the potential to cause interest rates and borrowing costs to rise, which may negatively impact our ability to access the debt markets on favorable terms. In addition, lowered credit ratings of the U.S. and other governments could create financial turmoil and uncertainty, which may exert downward pressure on the market price of our common stock.

Our business may be adversely affected by global market, political and economic challenges, including dislocations and volatility in the credit markets and general global economic uncertainty, including the effect of any slowing of the Chinese economy and restrictions on capital outflows from China. These conditions may adversely affect our financial condition, results of operations, cash flows and our ability to pay distributions on, and the per share trading price of, our common stock as a result of the following potential consequences, among others:

- decreased demand for industrial space, which would cause market rental rates and property values to be negatively impacted;
- reduced values of our properties may limit our ability to dispose of assets at attractive prices, or at all, or to obtain debt financing secured by our properties and may reduce the availability of unsecured loans; and
- our ability to obtain financing on terms and conditions that we find acceptable, or at all, may be limited, which could reduce our ability to pursue acquisition and redevelopment opportunities and refinance existing debt, reduce our returns from our acquisition and redevelopment activities and increase our future interest expense.

In addition, global market, political and economic conditions could adversely affect the businesses of many of our tenants. As a result, we may see increases in bankruptcies of our tenants and increased defaults by tenants, and we may experience higher vacancy rates and delays in re-leasing vacant space, which could negatively impact our business and results of operations.

Failure of the U.S. federal government to manage its fiscal matters may negatively impact the economic environment and adversely impact our results of operations.

An inability of the U.S. federal government to manage its fiscal matters, or manage its debt may result in the loss of economic confidence domestically and globally, reduce investment spending, increase borrowing costs, impact availability and cost of capital, and significantly reduce economic activity. Furthermore, a failure by the U.S. federal government to enact appropriate fiscal legislation may significantly impact the national and global economic and financial environment and affect our business and the businesses of our tenants. If economic conditions severely deteriorate as a result of government fiscal gridlock, our ability to lease space to our tenants may be significantly impacted.

An increase in interest rates could adversely impact our financial condition results of operations and cash flows.

Our financial condition, results of operations and cash flows could be significantly affected by changes in interest rates and actions taken by the Federal Reserve or changes in the London Interbank Offered Rate ("LIBOR") or its replacement. Future increases in market interest rates would increase our interest expense under our unhedged variable rate borrowings and would increase the costs of refinancing existing indebtedness or obtaining new debt. In addition, increases in market interest rates may result in a decrease in the value of our real estate and a decrease in the market price of our common stock. Increases in market interest rates may also adversely affect the securities markets generally, which could reduce the market price of our common stock without regard to our operating performance. Accordingly, unfavorable changes to our borrowing costs and stock price could significantly impact our ability to access new debt and equity capital going forward.

Changes in laws, regulations, and financial accounting standards may adversely affect our reported results of operations.

Legislative, regulatory, and accounting standard-setting bodies in the U.S., California and globally may promulgate new and modified laws, regulations, and accounting standards focused on financial, banking and real estate sectors. Much rule-making and administrative efforts have focused principally on the areas perceived as having contributed to previous financial crisis. The administration of President Donald J. Trump has indicated a desire to modify or reverse some of these efforts. This has created a significant degree of uncertainty regarding the basic rules governing the real estate industry and many other businesses.

A high degree of regulatory uncertainty, coupled with considerable additional uncertainty regarding the underlying condition and prospects of global, domestic, and local economies, has created a business environment that makes business planning and projections even more uncertain than is ordinarily the case for businesses in the financial and real estate sectors. Proposals have been made at the federal level and state laws enacted in California to interject certain governmental controls over board composition and actions, which may have unintended and uncertain consequences for companies.

In the commercial real estate sector in which we operate, the uncertainties posed by various initiatives of accounting standard-setting authorities to fundamentally rewrite major bodies of accounting literature constitute a significant source of uncertainty as to the basic rules of business engagement. Changes in accounting standards and requirements, including the potential requirement that U.S. public companies prepare financial statements in accordance with international standards and the adoption of accounting standards likely to require the increased use of “fair value” measures, may have a significant effect on our financial results and on the results of our client tenants, which would have a secondary impact on us. New accounting pronouncements and interpretations of existing pronouncements are likely to continue to occur at an accelerated pace as a result of recent Congressional and regulatory actions and continuing efforts by the accounting profession itself to reform and modernize its principles and procedures.

We may be adversely affected by new or amended laws or regulations, including legislation commonly known as the Tax Cuts and Jobs Act of 2017 (the “2017 Tax Reform Act”) and other by changes in federal, state, or foreign tax laws and regulations, and by changes in the interpretation or enforcement of existing laws and regulations. It is possible that the 2017 Tax Reform Act’s reduced federal deductions for state and local taxes and mortgage interest for individual taxpayers, which may result in higher taxes for the principals and employees of our California based tenants, will impact our tenants in a manner that limits their ability to pay rent or higher rent, retain employees or maintain operations in California. Any economic slowdowns may prompt a variety of legislative, regulatory, and accounting profession responses.

Regulation of the banking and investment banking industries, such as the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (“Dodd-Frank”), has and may continue to result in, substantial changes and dislocations in the banking industry and the financial services sector in ways that could have significant effects on, for example, the availability and pricing of unsecured credit, commercial mortgage credit, and derivatives, such as interest rate swaps, which are important aspects of our business. Further, actions by President Donald J. Trump’s administration may alter Dodd-Frank implementation, interpretation and/or enforcement. Accordingly, new laws, regulations, and accounting standards, as well as changes to, or new interpretations of, currently accepted accounting practices in the real estate industry may adversely affect our results of operations.

Changes in the system for establishing U.S. accounting standards may result in adverse fluctuations in our reported asset and liability values and earnings, and may materially and adversely affect our reported results of operations.

Accounting for public companies in the U.S. has historically been conducted in accordance with U.S. Generally Accepted Accounting Principles (“GAAP”) as established by the Financial Accounting Standards Board (“FASB”), an independent body whose standards are recognized by the SEC as authoritative for publicly held companies. The International Accounting Standards Board (“IASB”) is a London-based independent board established in 2001 and charged with the development of International Financial Reporting Standards (“IFRS”). IFRS generally reflects accounting practices that prevail in Europe and in developed nations in other parts of the world.

IFRS differs in material respects from GAAP. Among other things, IFRS has historically relied more on “fair value” models of accounting for assets and liabilities than GAAP. “Fair value” models are based on periodic revaluation of assets and liabilities, often resulting in fluctuations in such values as compared to GAAP, which relies more frequently on historical cost as the basis for asset and liability valuation.

The SEC is still analyzing and considering whether IFRS should be incorporated into the U.S. financial reporting system. It is unclear at this time how and when the SEC will propose that GAAP and IFRS be harmonized if the decision to incorporate is adopted. In addition, incorporating a new method of accounting and adopting IFRS will be a complex undertaking. We may need to develop new systems and controls based on the principles of IFRS. Since these are new endeavors, and the precise requirements of the pronouncements ultimately adopted are not now known, the magnitude of costs associated with this conversion is uncertain.

We are subject to financial reporting and other requirements for which our accounting, internal audit and other management systems and resources may not be adequately prepared and we may not be able to accurately report our financial results.

We are subject to reporting and other obligations under the Exchange Act, including the requirements of Section 404 of the Sarbanes-Oxley Act of 2002. Section 404 requires annual management assessments of the effectiveness of our internal controls over financial reporting and a report by our independent registered public accounting firm addressing these assessments. These reporting and other obligations place significant demands on our management, administrative, operational, internal audit and accounting resources and cause us to incur significant expenses, and changes to our business will necessitate ongoing changes to our internal control systems and processes. We may need to upgrade our systems or create new systems; implement additional financial and management controls, reporting systems and procedures; expand our internal audit function; and hire additional accounting, internal audit and finance staff. If we are unable to accomplish these objectives in a timely and effective fashion, our ability to comply with the financial reporting requirements and other rules that apply to reporting companies could be impaired. Any failure to maintain effective internal controls could have a material adverse effect on our business, operating results and price of our common stock.

Our business could be adversely impacted if we have deficiencies in our disclosure controls and procedures or internal controls over financial reporting.

The design and effectiveness of our disclosure controls and procedures and internal control over financial reporting may not prevent all errors, misstatements or misrepresentations. While management continually reviews the effectiveness of our disclosure controls and procedures and internal control over financial reporting, there can be no guarantee that our internal control over financial reporting will be effective in accomplishing all control objectives all of the time. Deficiencies, including any material weakness, in our internal control over financial reporting that may occur in the future could result in misstatements or restatements of our financial statements or a decline in the price of our securities.

We may be unable to renew leases, lease vacant space or re-lease space as leases expire.

As of December 31, 2018, 3.3% of the rentable square footage of our portfolio was available for lease and leases representing 0.9% of the rentable square footage of our portfolio expired on December 31, 2018. In addition, leases representing 12.9% and 19.6% of the rentable square footage of the properties in our portfolio will expire in 2019 and 2020. We cannot assure you that our leases will be renewed or that our properties will be re-leased at rental rates equal to or above the current average rental rates or that we will not offer substantial rent abatements, tenant improvements, early termination rights or below-market renewal options to attract new tenants or retain existing tenants. If the rental rates for our properties decrease, or if our existing tenants do not renew their leases or we do not re-lease a significant portion of our available space and space for which leases will expire, our financial condition, results of operations, cash flows and our ability to pay distributions on, and the per share trading price of, our common stock could be adversely affected.

We face significant competition in the leasing market, which may decrease or prevent increases of the occupancy and rental rates of our properties.

We compete with numerous developers, owners and operators of real estate, many of which own properties similar to ours in the same submarkets in which our properties are located. If our competitors offer space at rental rates below current market rates, or below the rental rates we currently charge our tenants, we may lose existing or potential tenants and we may be pressured to reduce our rental rates below those we currently charge or to offer more substantial tenant concessions or tenant rights (including rent abatements, tenant improvements, early termination rights or below-market renewal options) in order to retain tenants when our tenants' leases expire or to attract new tenants.

We may be required to make rent or other concessions and/or significant capital expenditures to improve our properties in order to retain and attract tenants.

Occupancy and rental rates are the primary drivers of our revenue and significantly impact us and our stockholders. In order to attract and retain tenants, we may be required to make rent or other concessions to tenants, accommodate requests for renovations, build-to-suit remodeling and other improvements or provide additional services to our tenants. Additionally, when a tenant at one of our properties does not renew its lease or otherwise vacates its space, it is likely that, in order to attract one or more new tenants, we will be required to expend funds for improvements in the vacated space. As a result, we may have to make significant capital or other expenditures in order to retain tenants whose leases expire and to attract new tenants in sufficient numbers. Additionally, we may need to raise capital to make such expenditures. If we are unable to do so or if capital is otherwise unavailable, we may be unable to make the required expenditures. This could result in non-renewals by tenants upon expiration of their leases and/or an inability to attract new tenants.

A substantial majority of the leases at our properties are with tenants who have non-investment grade credit ratings, which may result in our leasing to tenants that are more likely to default in their obligations to us than a tenant with an investment grade credit rating.

A substantial majority of the leases at our properties are with tenants who have non-investment grade credit ratings. The ability of a non-investment grade tenant to meet its obligations to us cannot be considered as well assured as that of an investment grade tenant. All of our tenants may face exposure to adverse business or economic conditions which could lead to an inability to meet their obligations to us. However, non-investment grade tenants may not have the financial capacity or liquidity to adapt to these conditions or may have less diversified businesses, which may exacerbate the effects of adverse conditions on their businesses. Moreover, the fact that a substantial majority of our tenants are not investment grade may cause investors or lenders to view our cash flows as less stable, which may increase our cost of capital, limit our financing options or adversely affect the trading price of our common stock.

Historically, some of our tenants have filed for bankruptcy protection or become insolvent. This may occur with tenants in the future, and we are particularly at risk because of the credit rating of much of our tenant base. The bankruptcy or insolvency of a major tenant also may adversely affect the income produced by our properties. If any tenant becomes a debtor in a case under the U.S. Bankruptcy Code, we cannot evict the tenant solely because of the bankruptcy. In addition, the bankruptcy court might authorize the tenant to reject and terminate their lease with us. Our claim against the tenant for unpaid future rent would be subject to a statutory cap that might be substantially less than the remaining rent actually owed under the lease. Also, our claim for unpaid rent would likely not be paid in full. Failed banks or banks involved in government-facilitated sales are subject to the Federal Deposit Insurance Corporation's (the "FDIC") statutory authority and receivership process. The FDIC has receivership powers that are substantially broader than those of a bankruptcy trustee. In dealing with the FDIC in any repudiation of a lease, we as landlord are likely to be in a less favorable position than with a debtor in a bankruptcy proceeding. Many of the creditor protections that exist in a bankruptcy proceeding do not exist in a FDIC receivership.

The actual rents we receive for the properties in our portfolio may be less than our asking rents, and we may experience lease roll down from time to time.

As a result of various factors, including competitive pricing pressure in our submarkets, adverse conditions in the Southern California real estate market, a general economic downturn and a decline in the desirability of our properties compared to other properties in our submarkets, we may be unable to realize the asking rents for properties in our portfolio. In addition, the degree of discrepancy between our asking rents and the actual rents we are able to obtain may vary both from property to property and among different leased spaces within a single property. In addition, depending on fluctuations in asking rental rates at any given time, from time to time rental rates for expiring leases in our portfolio may be higher than starting rental rates for new leases. We cannot assure you that leases will be renewed or that our properties will be re-let at rental rates equal to or above our current average rental rates or that substantial rent abatements, tenant improvements, early termination rights or below-market renewal options will not be offered to attract new tenants or retain existing tenants. If we are unable to obtain rental rates comparable to our asking rents for properties in our portfolio, our ability to generate cash flow growth will be negatively impacted. Significant rent reductions could result in a write-down of one or more of our consolidated properties and/or adversely affect the market price of our common stock, our financial condition and our results of operations, including our ability to satisfy our debt service obligations and to pay dividends to our stockholders. Moreover, the resale value of a property could be diminished because the market value of a particular property depends principally upon the value of the leases of such property.

We may acquire properties or portfolios of properties through tax-deferred contribution transactions, which could result in stockholder dilution and limit our ability to sell such assets.

In the future, we may acquire properties or portfolios of properties through tax-deferred contribution transactions in exchange for partnership interests in our Operating Partnership, which may result in stockholder dilution. This acquisition structure may have the effect of, among other things, reducing the amount of tax depreciation we are able to deduct over the tax life of the acquired properties, and may require that we agree to protect the contributors' ability to defer recognition of taxable gain through restrictions on our ability to dispose of the acquired properties and/or the allocation of partnership debt to the contributors to maintain their tax bases. These restrictions limit our ability to sell an asset at a time, or on terms, that would be favorable absent such restrictions.

Our real estate development, redevelopment and repositioning activities are subject to risks particular to development, redevelopment and repositioning.

We may engage in development, redevelopment or repositioning activities with respect to certain of our properties. To the extent that we do so, we will be subject to the following risks associated with such development, redevelopment and repositioning activities:

- unsuccessful development, redevelopment or repositioning opportunities could result in direct expenses to us;
- construction, redevelopment or repositioning costs of a project may exceed original estimates, possibly making the project less profitable than originally estimated, or unprofitable;
- time required to complete the construction, redevelopment or repositioning of a project or to lease up the completed project may be greater than originally anticipated, thereby adversely affecting our cash flow and liquidity;
- contractor and subcontractor disputes, strikes, labor disputes or supply disruptions, which may cause delays or increase costs;
- failure to achieve expected occupancy and/or rent levels within the projected time frame, if at all;
- delays with respect to obtaining or the inability to obtain necessary zoning, occupancy, land use and other governmental permits, and changes in zoning and land use laws;
- occupancy rates and rents of a completed project may not be sufficient to make the project profitable;
- our ability to dispose of properties developed, redeveloped or repositioned with the intent to sell could be impacted by the ability of prospective buyers to obtain financing given the current state of the credit markets; and
- the availability and pricing of financing to fund our development activities on favorable terms or at all.

These risks could result in substantial unanticipated delays or expenses and, under certain circumstances, could prevent completion of development, redevelopment or repositioning activities once undertaken.

Our success depends on key personnel whose continued service is not guaranteed, and the loss of one or more of our key personnel could adversely affect our ability to manage our business and to implement our growth strategies, or could create a negative perception in the capital markets.

Our continued success and our ability to manage anticipated future growth depend, in large part, upon the efforts of key personnel, who have extensive market knowledge and relationships and exercise substantial influence over our operational, financing, acquisition and disposition activity.

We have not obtained and do not expect to obtain key man life insurance on any of our key personnel. The loss of services of one or more members of our senior management team and key personnel, or our inability to attract and retain highly qualified personnel, could adversely affect our business, diminish our investment opportunities and weaken our relationships with lenders, business partners, existing and prospective tenants and industry participants. Further, the loss of a member of our senior management team could be negatively perceived in the capital markets.

Potential losses, including from adverse weather conditions and natural disasters, may not be covered by insurance.

We carry commercial property, liability, environmental, earthquake and terrorism coverage on all the properties in our consolidated portfolio under a blanket insurance policy, in addition to other coverages that are appropriate for certain of our properties. We will select policy specifications and insured limits that we believe to be appropriate and adequate given the relative risk of loss, the cost of the coverage and industry practice. Some of our policies are insured subject to limitations involving significant deductibles or co-payments and policy limits that may not be sufficient to cover losses. In addition, we may discontinue terrorism or other insurance on some or all of our properties in the future if the cost of premiums for any such policies exceeds, in our judgment, the value of the coverage discounted for the risk of loss. Currently, we do not carry insurance for certain types of extraordinary losses, such as loss from riots, war and wildfires because we believe such coverage is cost prohibitive or available at a disproportionately high cost. As a result, we may incur significant costs in the event of loss from wildfires, riots, war and other uninsured losses. If we do obtain insurance for any of those risks in the future, such insurance cost may impact the operating costs and net cash flow of our properties.

If we or one or more of our tenants experiences a loss that is uninsured or that exceeds policy limits, we could lose the capital invested in the damaged properties as well as the anticipated future cash flows from those properties. In addition, if the damaged properties are subject to recourse indebtedness, we would continue to be liable for the indebtedness, even if these properties were irreparably damaged. Furthermore, we may not be able to obtain adequate insurance coverage at reasonable costs in the future as the costs associated with property and casualty renewals may be higher than anticipated.

All of the properties in our portfolio are located in areas that are prone to earthquake activity.

All of the properties in our portfolio are located in Southern California, an area that is particularly prone to seismic activity. According to the U.S. Geological Service, in places where fault systems do not experience frequent tiny shocks and a few moderate earth tremors, strain can build up, producing earthquakes when the strain on tectonic plates releases. In Southern California, the largest most recent quake occurred in 1994 in Northridge, over 20 years ago. A severe earthquake in the Southern California region could result in uninsured damage to a subset or even a substantial portion of our portfolio and could significantly impact our cash flow.

While we carry insurance for losses resulting from earthquakes, such policies are subject to material deductibles and self-insured retention. Additionally, natural disasters, including earthquakes, may cause future earthquake insurance costs to increase significantly, which may impact the operating costs and net cash flow of our properties.

We may not be able to rebuild our existing properties to their existing specifications if we experience a substantial or comprehensive loss of such properties.

In the event that we experience a substantial or comprehensive loss of one of our properties, we may not be able to rebuild such property to its existing specifications. Further, reconstruction or improvement of such a property would likely require significant upgrades to meet zoning and building code requirements. Environmental and legal restrictions could also restrict the rebuilding of our properties.

Existing conditions at some of our properties may expose us to liability related to environmental matters.

Phase I or similar environmental site assessments, which are limited in scope, conducted by independent environmental consultants on most of our properties at the time of their acquisition or in connection with subsequent financings may not include or identify all potential environmental liabilities or risks associated with the relevant properties and are not updated in the ordinary course of business absent a specific need. This may expose us to liability related to unknown or unanticipated environmental matters. Unless required by applicable laws or regulations, we may not further investigate, remedy or ameliorate the liabilities disclosed in the existing Phase Is or similar environmental site assessments and this failure may expose us to liability in the future. While we maintain portfolio environmental and some site-specific insurance policies, they may be insufficient to cover any such environmental costs and liabilities.

We may be unable to sell a property if or when we decide to do so.

We expect to hold the various real properties until such time as we decide that a sale or other disposition is appropriate. Our ability to dispose of properties on advantageous terms depends on factors beyond our control, including competition from other sellers and the availability of attractive financing for potential buyers of our properties. We cannot predict the various market conditions affecting the industrial real estate market which will exist at any particular time in the future. Due to the uncertainty of market conditions which may affect the future disposition of our properties, we cannot assure you that we will be able to sell any properties identified for sale at favorable pricing and may not receive net income from the transaction.

Furthermore, we may be required to expend funds to correct defects or to make improvements before a property can be sold. We cannot assure you that we will have funds available to correct such defects or to make such improvements.

Joint venture investments could be adversely affected by our lack of sole decision-making authority, our reliance on co-venturers' financial condition and disputes between us and our co-venturers.

We have co-invested in the past, and may co-invest again in the future, with third parties through partnerships, joint ventures or other entities, acquiring non-controlling interests in or sharing responsibility for managing the affairs of a property, partnership, joint venture or other entity. In such event, we would not be in a position to exercise sole decision-making authority regarding the property, partnership, joint venture or other entity. Investments in partnerships, joint ventures or other entities may, under certain circumstances, involve risks not present were a third party not involved, including the possibility that partners or co-venturers might become bankrupt or fail to fund their share of required capital contributions. Partners or co-venturers may have economic or other business interests or goals which are inconsistent with our business interests or goals, and may be in a position to take actions contrary to our policies or objectives, and they may have competing interests in our markets that could create conflict of interest issues. Such investments may also have the potential risk of impasses on decisions, such as a sale, because neither we nor the partner or co-venturer would have full control over the partnership or joint venture. In addition, prior consent of our joint venture partners may be required for a sale or transfer to a third party of our interests in the joint venture, which would restrict our ability to dispose of our interest in the joint venture. If we become a limited partner or non-managing member in any partnership or limited liability company and such entity takes or expects to take actions that could jeopardize our company's status as a REIT or require us to pay tax, we may be forced to dispose of our interest in such entity. Disputes between

us and partners or co-venturers may result in litigation or arbitration that would increase our expenses and prevent our officers and/or directors from focusing their time and effort on our business. Consequently, actions by or disputes with partners or co-venturers might result in subjecting properties owned by the partnership or joint venture to additional risk. In addition, we may in certain circumstances be liable for the actions of our third-party partners or co-venturers. Our joint ventures may be subject to debt and, in volatile credit markets, the refinancing of such debt may require equity capital calls.

Our growth depends on external sources of capital that are outside of our control and may not be available to us on commercially reasonable terms or at all.

In order to qualify and maintain our qualification as a REIT, we are required under the Code, among other things, to distribute annually at least 90% of our REIT taxable income, determined without regard to the dividends paid deduction and excluding any net capital gain. In addition, we will be subject to income tax at regular corporate rates to the extent that we distribute less than 100% of our REIT taxable income, determined without regard to the dividends paid deduction, including any net capital gains. Because of these distribution requirements, we are highly dependent on third-party sources to fund capital needs, including any necessary acquisition financing. We may not be able to obtain such financing on favorable terms or at all and any additional debt we incur will increase our leverage and likelihood of default. Our access to third-party sources of capital depends, in part, on:

- general market conditions;
- the market's perception of our growth potential;
- our current debt levels;
- our current and expected future earnings;
- our cash flow and cash distributions; and
- the trading price of our common stock.

In prior years, the capital markets have been subject to periodic significant disruptions. Our inability to obtain capital when needed could have a material adverse effect on our ability to expand our business, implement our growth plan and fund other cash requirements. If we cannot obtain capital from third-party sources on favorable terms or at all when desired, we may not be able to acquire or develop properties when strategic opportunities exist, meet the capital and operating needs of our existing properties, satisfy our debt service obligations or make the cash distributions to our stockholders necessary to maintain our qualification as a REIT. To the extent that capital is not available to acquire properties, profits may not be realized or their realization may be delayed, which could result in an earnings stream that is less predictable than some of our competitors and result in us not meeting our projected earnings and distributable cash flow levels in a particular reporting period. Failure to meet our projected earnings and distributable cash flow levels in a particular reporting period could have an adverse effect on our financial condition and on the market price of our stock.

We face risks associated with security breaches through cyber-attacks, cyber intrusions or otherwise, as well as other significant disruptions of our information technology ("IT") networks and related systems.

We face risks associated with security breaches, whether through cyber-attacks or cyber intrusions over the Internet, malware, computer viruses, attachments to e-mails, persons inside our organization or persons with access to systems inside our organization, and other significant disruptions of our IT networks and related systems. The risk of a security breach or disruption, particularly through cyber-attack or cyber intrusion, including by computer hackers, foreign governments and cyber terrorists, has generally increased as the number, intensity and sophistication of attempted attacks and intrusions from around the world have increased. Our IT networks and related systems are essential to the operation of our business and our ability to perform day-to-day operations and, in some cases, may be critical to the operations of certain of our tenants. Although we make efforts to maintain the security and integrity of these types of IT networks and related systems, and we have implemented various measures to manage the risk of a security breach or disruption, including the engagement of independent third party consultants to analyze any vulnerabilities, implementation of software and systems intended to reduce the risk of IT security breaches, and ongoing training modules of employees throughout the year, there can be no assurance that our security efforts and measures will be effective or that attempted security breaches or disruptions would not be successful or damaging. Even the most well protected information, networks, systems and facilities remain potentially vulnerable because the techniques used in such attempted security breaches evolve and generally are not recognized until launched against a target, and in some cases, are designed to not be detected and, in fact, may not be detected. Accordingly, we may be unable to anticipate these techniques or to implement adequate security barriers or other preventative measures, and thus it is impossible for us to entirely mitigate this risk. A security breach or other significant disruption involving our IT networks and related systems could:

- Disrupt the proper functioning of our networks and systems;
- Result in misstated financial reports, violations of loan covenants and/or missed reporting deadlines;

- Result in our inability to properly monitor our compliance with the rules and regulations regarding our qualification as a REIT;
- Result in the unauthorized access to, and destruction, loss, theft, misappropriation or release of proprietary, confidential, sensitive or otherwise valuable information of ours or others, which others could use to compete against us or for disruptive, destructive or otherwise harmful purposes and outcomes;
- Require significant management attention and resources to remedy any damages that result;
- Subject us to claims for breach of contract or failure to safeguard personal information, damages, credits, penalties or termination of leases or other agreements; or
- Damage our reputation among our tenants and investors generally.

Risks Related to the Real Estate Industry

Our performance and value are subject to risks associated with real estate assets and the real estate industry.

Our ability to pay expected dividends to our stockholders depends on our ability to generate revenues in excess of expenses, scheduled principal payments on debt and capital expenditure requirements. Events and conditions generally applicable to owners and operators of real property that are beyond our control may decrease cash available for distribution and the value of our properties. These events include many of the risks set forth above under “—Risks Related to Our Business and Operations,” as well as the following:

- local oversupply or reduction in demand for industrial space;
- adverse changes in financial conditions of buyers, sellers and tenants of properties;
- vacancies or our inability to rent space on favorable terms, including possible market pressures to offer tenants rent abatements, tenant improvements, early termination rights or below-market renewal options, and the need to periodically repair, renovate and re-lease space;
- increased operating costs, including insurance premiums, utilities, real estate taxes and state and local taxes;
- civil unrest, acts of war, terrorist attacks and natural disasters, including earthquakes, floods and wildfires, which may result in uninsured or underinsured losses;
- decreases in the market value of our properties;
- changing submarket demographics; and
- changing traffic patterns.

In addition, periods of economic downturn or recession, rising interest rates or declining demand for real estate, or the public perception that any of these events may occur, could result in a general decline in rents or an increased incidence of defaults under existing leases.

Illiquidity of real estate investments could significantly impede our ability to respond to adverse changes in the performance of our properties and harm our financial condition.

The real estate investments made, and to be made, by us are relatively difficult to sell quickly. As a result, our ability to promptly sell one or more properties in our portfolio in response to changing economic, financial and investment conditions is limited. Return of capital and realization of gains, if any, from an investment generally will occur upon disposition or refinancing of the underlying property. We may be unable to realize our investment objectives by sale, other disposition or refinancing at attractive prices within any given period of time or may otherwise be unable to complete any exit strategy. In particular, our ability to dispose of one or more properties within a specific time period is subject to certain limitations imposed by our Tax Matters Agreement, as well as weakness in or even the lack of an established market for a property, changes in the financial condition or prospects of prospective purchasers, changes in national or international economic conditions, and changes in laws, regulations or fiscal policies of jurisdictions in which the property is located.

In addition, the Code imposes restrictions on a REIT’s ability to dispose of properties that are not applicable to other types of real estate companies. In particular, the tax laws applicable to REITs effectively require that we hold our properties for investment, rather than primarily for sale in the ordinary course of business, which may cause us to forgo or defer sales of properties that otherwise would be in our best interest. Therefore, we may not be able to vary our portfolio in response to economic or other conditions promptly or on favorable terms.

Declining real estate valuations and impairment charges could materially adversely affect us.

We intend to review the carrying value of our properties when circumstances, such as adverse market conditions, indicate a potential impairment may exist. We intend to base our review on an estimate of the future cash flows (excluding interest charges) expected to result from the property's use and eventual disposition on an undiscounted basis. We intend to consider factors such as future operating income, trends and prospects, as well as the effects of leasing demand, competition and other factors. If our evaluation indicates that we may be unable to recover the carrying value of a real estate investment, an impairment loss will be recorded to the extent that the carrying value exceeds the estimated fair value of the property.

Impairment losses have a direct impact on our operating results, because recording an impairment loss results in a negative adjustment to our publicly reported operating results. The evaluation of anticipated cash flows is highly subjective and is based in part on assumptions regarding future occupancy, rental rates and capital requirements that could differ materially from actual results in future periods. A worsening real estate market may cause us to reevaluate the assumptions used in our impairment analysis.

Adverse economic conditions and the dislocation in the credit markets could materially adversely affect us.

Economic conditions can be unpredictable and vary greatly, creating uncertainty and in some cases severely impacted the lending and capital markets, particularly for real estate. When occurring, these conditions may limit the amount of indebtedness we are able to obtain and our ability to refinance our indebtedness, and may impede our ability to develop new properties and to replace construction financing with permanent financing, which could result in our having to sell properties at inopportune times and on unfavorable terms.

Any lack of availability of debt financing may require us to rely more heavily on additional equity issuances, which may be dilutive to our current stockholders, or on less efficient forms of debt financing.

Acquired properties may be located in new markets where we may face risks associated with investing in an unfamiliar market.

We have acquired properties in markets that are new to us. For example, our predecessor business acquired properties in Arizona and Illinois as part of an acquisition of a portfolio of properties that included four other properties located in our target markets. When we acquire properties located in new markets, we may face risks associated with a lack of market knowledge or understanding of the local economy, forging new business relationships in the area and unfamiliarity with local government and permitting procedures.

We may choose not to distribute the proceeds of any sales of real estate to our stockholders, which may reduce the amount of our cash distributions to stockholders.

We may choose not to distribute any proceeds from the sale of real estate investments to our stockholders. Instead, we may elect to use such proceeds to:

- acquire additional real estate investments;
- repay debt;
- create working capital reserves; or
- make repairs, maintenance, tenant improvements or other capital improvements or expenditures on our other properties.

Any decision to retain or invest the proceeds of any sales, rather than distribute such proceeds to our stockholders may reduce the amount of cash distributions to equity holders.

If any of our insurance carriers becomes insolvent, we could be adversely affected.

We carry several different lines of insurance, placed with several large insurance carriers. If any one of these large insurance carriers were to become insolvent, we would be forced to replace the existing insurance coverage with another suitable carrier, and any outstanding claims would be at significant risk for collection. In such an event, we cannot be certain that we would be able to replace the coverage at similar or otherwise favorable terms. Replacing insurance coverage at unfavorable rates and the potential of uncollectible claims due to carrier insolvency would likely adversely affect us.

Our property taxes could increase due to property tax rate changes or reassessment, which could adversely impact our cash flows.

Even if we qualify as a REIT for federal income tax purposes, we will be required to pay some state and local taxes on our properties. The real property taxes on our properties may increase as property tax rates change or as our properties are assessed or reassessed by taxing authorities. All our properties located in California may be reassessed as a result of various factors including, without limitation, changes in California laws that contain certain limitations on annual increases of assessed value of real property, commonly referred to as Proposition 13 Protections. A measure proposing to remove certain Proposition 13 Protections for commercial real estate owners qualified as a November 2020 California ballot measure. Therefore, the amount of property taxes we pay in the future may increase substantially from what we have paid in the past. If the property taxes we pay increase, our cash flow would be adversely impacted to the extent that we are not reimbursed by tenants for those taxes.

We could incur significant costs related to government regulation and litigation over environmental matters.

Under various federal, state and local laws and regulations relating to the environment, as a current or former owner or operator of real property, we may be liable for costs and damages resulting from the presence or discharge of hazardous or toxic substances, waste or petroleum products at, on, in, under or migrating to or from such property, including costs to investigate, clean up such contamination and liability for harm to natural resources. Such laws often impose liability without regard to whether the owner or operator knew of, or was responsible for, the presence of such contamination, and the liability may be joint and several. These liabilities could be substantial and the cost of any required remediation, removal, fines or other costs could exceed the value of the property and in some cases our aggregate net asset value. In addition, the presence of contamination or the failure to remediate contamination at our properties may expose us to third-party liability for costs of remediation and/or personal, property, or natural resources damage or materially adversely affect our ability to sell, lease or develop our properties or to borrow using the properties as collateral. In addition, environmental laws may create liens on contaminated sites in favor of the government for damages and costs it incurs to address such contamination. Moreover, if contamination is discovered on our properties, environmental laws may impose restrictions on the manner in which property may be used or businesses may be operated, and these restrictions may require substantial expenditures.

Some of our properties have been or may be impacted by contamination arising from current or prior uses of the property, or adjacent properties, for commercial or industrial purposes. Such contamination may arise from spills of petroleum or hazardous substances or releases from tanks used to store such material known or suspected to exist at a number of our properties which may result in further investigation, remediation, or deed restrictions. Further, certain of our properties are adjacent to or near other properties that have contained or currently contain petroleum or other hazardous substances, or at which others have engaged or may engage in activities that may release such hazardous substances. Adjacent property uses are identified in standard ASTM procedures in Phase I environmental studies. In addition to a blanket environmental insurance policy, as needed, we may obtain environmental insurance policies on commercially reasonable terms that provide coverage for potential environmental liabilities, subject to the policy's coverage conditions and limitations. However, these policies are subject to certain limits, deductibles and exclusions, and insurance may not fully compensate us for any environmental liability. From time to time, we may acquire properties with known adverse environmental conditions where we believe that the environmental liabilities associated with these conditions are quantifiable and that the acquisition will yield a superior risk-adjusted return. We usually perform a Phase I environmental site assessment at any property we are considering acquiring. Phase I environmental site assessments are limited in scope and do not involve sampling of soil, soil vapor, or groundwater, and these assessments may not include or identify all potential environmental liabilities or risks associated with the property. Even where subsurface investigation is performed, it can be very difficult to ascertain the full extent of environmental contamination or the costs that are likely to flow from such contamination. We cannot assure you that the Phase I environmental site assessment or other environmental studies identified all potential environmental liabilities, or that we will not face significant remediation costs or other environmental contamination that makes it difficult to sell any affected properties. Also, we have not always implemented actions recommended by these assessments, and recommended investigation and remediation of known or suspected contamination has not always been performed. Contamination may exist at many of our properties, and governmental regulators or third parties could seek to force us to contribute to investigation or remediation or known or suspected contamination. As a result, we could potentially incur material liability for these issues.

Environmental laws also govern the presence, maintenance and removal of asbestos-containing building materials, or ACBM, and may impose fines and penalties for failure to comply with these requirements. Such laws require that owners or operators of buildings containing ACBM (and employers in such buildings) properly manage and maintain the asbestos, adequately notify or train those who may come into contact with asbestos, and undertake special precautions, including removal or other abatement, if asbestos would be disturbed during renovation or demolition of a building. In addition, the presence of ACBM in our properties may expose us to third-party liability (e.g., liability for personal injury associated with exposure to asbestos).

In addition, the properties in our portfolio also are subject to various federal, state and local environmental and health and safety requirements, such as state and local fire requirements. Moreover, some of our tenants routinely handle and use hazardous or regulated substances and wastes as part of their operations at our properties, which are subject to regulation. Such

environmental and health and safety laws and regulations could subject us or our tenants to liability resulting from these activities. Environmental liabilities could affect a tenant's ability to make rental payments to us. In addition, changes in laws could increase the potential liability for noncompliance. This may result in significant unanticipated expenditures or may otherwise materially and adversely affect our operations, or those of our tenants, which could in turn have an adverse effect on us. Further, these environmental, health, and safety laws could become more stringent in the future, and this could subject us or our tenants to new or greater liability.

We cannot assure you that remedial measures and other costs or liabilities incurred as a result of environmental issues will be immaterial to our overall financial position. If we do incur material environmental liabilities in the future, we may face significant remediation costs, and we may find it difficult to sell any affected properties.

Our properties may contain or develop harmful mold or suffer from other air quality issues, which could lead to liability for adverse health effects and costs of remediation.

When excessive moisture accumulates in buildings or on building materials, mold growth may occur, particularly if the moisture problem remains undiscovered or is not addressed over a period of time. Some molds may produce airborne toxins or irritants. Indoor air quality issues can also stem from inadequate ventilation, chemical contamination from indoor or outdoor sources, and other biological contaminants such as pollen, viruses and bacteria. Indoor exposure to airborne toxins or irritants above certain levels can be alleged to cause a variety of adverse health effects and symptoms, including allergic or other reactions. As a result, the presence of significant mold or other airborne contaminants at any of our properties could require us to undertake a costly remediation program to contain or remove the mold or other airborne contaminants from the affected property or increase indoor ventilation. In addition, the presence of significant mold or other airborne contaminants could expose us to liability from our tenants, employees of our tenants or others if property damage or personal injury is alleged to have occurred.

We may incur significant costs complying with various federal, state and local laws, regulations and covenants that are applicable to our properties.

The properties in our portfolio are subject to various covenants and federal, state and local laws and regulatory requirements, including permitting and licensing requirements. Local regulations, including municipal or local ordinances and zoning restrictions may restrict our use of our properties and may require us to obtain approval from local officials or restrict our use of our properties and may require us to obtain approval from local officials of community standards organizations at any time with respect to our properties, including prior to acquiring a property or when undertaking renovations of any of our existing properties. Among other things, these restrictions may relate to fire and safety, seismic or hazardous material abatement requirements. There can be no assurance that existing laws and regulatory policies will not adversely affect us or the timing or cost of any future acquisitions or renovations, or that additional regulations will not be adopted that increase such delays or result in additional costs. Our growth strategy may be affected by our ability to obtain permits, licenses and zoning relief.

In addition, federal and state laws and regulations, including laws such as the Americans with Disabilities Act and parallel California Statutes, or ADA, and the Fair Housing Amendment Act of 1988, or FHAA, impose further restrictions on our properties and operations. Under the ADA and the FHAA, all public accommodations must meet federal requirements related to access and use by disabled persons. Some of our properties may currently be in non-compliance with the ADA or the FHAA. If one or more of the properties in our portfolio is not in compliance with the ADA, the FHAA or any other regulatory requirements, we may be required to incur additional costs to bring the property into compliance, including the removal of access barriers, and we might incur governmental fines or the award of damages to private litigants. In addition, we do not know whether existing requirements will change or whether future requirements will require us to make significant unanticipated expenditures.

Furthermore, while leases with our tenants generally include provisions to obligate the tenants to comply with all laws and operate within a defined use, there is no guaranty that the tenants will comply with the terms of their leases. We may incur costs to bring a property into legal compliance even though the tenant may have been contractually required to comply and pay for the cost of compliance. Our tenants may disregard the use restrictions contained in the leases and conduct operations not contemplated by the lease, such as prohibited uses related to cannabis or highly hazardous uses, for example, despite our efforts to prohibit certain uses.

Under California energy efficiency standards, enacted and periodically amended, including, without limitation, Title 24 or The Energy Efficiency Standards for Residential and Nonresidential Buildings, building owners may incur increased costs to renovate properties in order to meet changing energy efficiency standards and make energy usage disclosures. If we are required to make unanticipated expenditures or substantial modifications to our properties, our financial condition, cash flows, results of operations, the market price of our shares of common stock and preferred stock and our ability to make distributions to our stockholders could be adversely affected. We may incur additional costs collecting and reporting energy usage data from our tenants and properties in order to comply with such energy efficiency standards.

Changes in the method of determining LIBOR, or the replacement of LIBOR with an alternative reference rate, may adversely affect interest expense related to outstanding debt.

We hold certain debt instruments on which interest rates move in direct relation to LIBOR, depending on our selection of borrowing options. Governance and oversight bodies have instituted rules and reforms directed at minimizing the risk of LIBOR manipulation, which may have occurred in the past and could have an adverse impact on the level of the index.

In July 2017, the Financial Conduct Authority (the authority that regulates LIBOR) announced it intends to stop compelling banks to submit rates for the calculation of LIBOR after 2021. The Alternative Reference Rates Committee ("ARRC") has proposed that the Secured Overnight Financing Rate ("SOFR") is the rate that represents best practice as the alternative to U.S. dollar LIBOR ("USD LIBOR") for use in derivatives and other financial contracts that are currently indexed to USD LIBOR. ARRC has proposed a paced market transition plan to SOFR from USD LIBOR and organizations are currently working on industry wide and company specific transition plans as it relates to derivatives and cash markets exposed to USD LIBOR. Whether or not SOFR will attain market traction as a USD LIBOR replacement tool remains in question. As such, the future of LIBOR at this time is uncertain. If LIBOR ceases to exist, the interest rates on our debt which is indexed to LIBOR will be determined using a different successor rate, which may adversely affect interest expense and may result in interest obligations which are more than or do not otherwise correlate over time with the payments that would have been made on such debt if USD LIBOR was available in its current form. We are currently monitoring this activity and evaluating the related risks.

Risks Related to Our Organizational Structure

Conflicts of interest may exist or could arise in the future between the interests of our stockholders and the interests of holders of common units, which may impede business decisions that could benefit our stockholders.

Conflicts of interest may exist or could arise in the future as a result of the relationships between us and our affiliates, on the one hand, and our operating partnership or any partner thereof, on the other. Our directors and officers have duties to our company under Maryland law in connection with their management of our company. At the same time, we, as the general partner of our operating partnership, have fiduciary duties and obligations to our operating partnership and its limited partners under Maryland law and the partnership agreement of our operating partnership in connection with the management of our operating partnership. Our fiduciary duties and obligations as the general partner of our operating partnership may come into conflict with the duties of our directors and officers to our company.

Under Maryland law, a general partner of a Maryland limited partnership has fiduciary duties of loyalty and care to the partnership and its partners and must discharge its duties and exercise its rights as general partner under the partnership agreement or Maryland law consistent with the obligation of good faith and fair dealing. The partnership agreement provides that, in the event of a conflict between the interests of our operating partnership or any partner, on the one hand, and the separate interests of our company or our stockholders, on the other hand, we, in our capacity as the general partner of our operating partnership, may give priority to the separate interests of our company or our stockholders (including with respect to tax consequences to limited partners, assignees or our stockholders), and, in the event of such a conflict, any action or failure to act on our part or on the part of our directors that gives priority to the separate interests of our company or our stockholders that does not result in a violation of the contract rights of the limited partners of our operating partnership under its partnership agreement does not violate the duty of loyalty or any other duty that we, in our capacity as the general partner of our operating partnership, owe to our operating partnership and its partners or violate the obligation of good faith and fair dealing.

Additionally, the partnership agreement provides that we generally will not be liable to our operating partnership or any partner for any action or omission taken in our capacity as general partner, for the debts or liabilities of our operating partnership or for the obligations of the operating partnership under the partnership agreement, except for liability for our fraud, willful misconduct or gross negligence, pursuant to any express indemnity we may give to our operating partnership or in connection with a redemption. Our operating partnership must indemnify us, our directors and officers, officers of our operating partnership and our designees from and against any and all claims that relate to the operations of our operating partnership, unless (1) an act or omission of the person was material to the matter giving rise to the action and either was committed in bad faith or was the result of active and deliberate dishonesty, (2) the person actually received an improper personal benefit in violation or breach of the partnership agreement or (3) in the case of a criminal proceeding, the indemnified person had reasonable cause to believe that the act or omission was unlawful. Our operating partnership must also pay or reimburse the reasonable expenses of any such person in advance of a final disposition of the proceeding upon its receipt of a written affirmation of the person's good faith belief that the standard of conduct necessary for indemnification has been met and a written undertaking to repay any amounts paid or advanced if it is ultimately determined that the person did not meet the standard of conduct for indemnification. Our operating partnership is not required to indemnify or advance funds to any person with respect to any action initiated by the person seeking indemnification without our approval (except for any proceeding brought to enforce such person's right to indemnification under the partnership agreement) or if the person is found to be liable to our operating partnership on any portion of any claim in the action. No reported decision of a Maryland appellate court has interpreted provisions similar to the provisions of the partnership

agreement of our operating partnership that modify and reduce our fiduciary duties or obligations as the general partner or reduce or eliminate our liability to our operating partnership and its partners, and we have not obtained an opinion of counsel as to the enforceability of the provisions set forth in the partnership agreement that purport to modify or reduce the fiduciary duties and obligations that would be in effect were it not for the partnership agreement.

Some of our directors and executive officers have outside business interests, including interests in real estate-related businesses, and, therefore, may have conflicts of interest with us.

Certain of our executive officers and directors have outside business interests, including interests in real estate-related businesses, and may own equity securities of public and private real estate companies. Our executive officers' and directors' interests in these entities could create a conflict of interest, especially when making determinations regarding our renewal of leases with tenants subject to these leases. Our executive officers' involvement in other businesses and real estate-related activities could divert their attention from our day-to-day operations, and state law may limit our ability to enforce any non-compete agreements.

We could increase the number of authorized shares of stock, classify and reclassify unissued stock and issue stock without stockholder approval.

Our board of directors, without stockholder approval, has the power under our charter to amend our charter to increase the aggregate number of shares of stock or the number of shares of stock of any class or series that we are authorized to issue, to authorize us to issue authorized but unissued shares of our common stock or preferred stock and to classify or reclassify any unissued shares of our common stock or preferred stock into one or more classes or series of stock and set the terms of such newly classified or reclassified shares. As a result, we may issue classes or series of common stock or preferred stock with preferences, powers and rights, voting or otherwise, that are senior to, or otherwise conflict with, the rights of holders of our common stock. Although our board of directors has no such intention at the present time, it could establish a class or series of preferred stock that could, depending on the terms of such series, delay, defer or prevent a transaction or a change of control that might involve a premium price for our common stock or that our stockholders otherwise believe to be in their best interest.

Certain provisions of Maryland law could inhibit changes in control, which may discourage third parties from conducting a tender offer or seeking other change of control transactions that could involve a premium price for our common stock or that our stockholders otherwise believe to be in their best interest.

Certain provisions of the Maryland General Corporation Law ("MGCL"), may have the effect of inhibiting a third party from making a proposal to acquire us or of impeding a change of control under circumstances that otherwise could provide the holders of shares of our common stock with the opportunity to realize a premium over the then-prevailing market price of such shares, including:

- "Business combination" provisions that, subject to certain exceptions, prohibit certain business combinations between us and an "interested stockholder" (defined generally as any person who beneficially owns 10% or more of the voting power of our shares or an affiliate or associate of ours who was the beneficial owner, directly or indirectly, of 10% or more of the voting power of our then outstanding voting stock at any time within the two-year period immediately prior to the date in question) or an affiliate thereof for five years after the most recent date on which the stockholder becomes an interested stockholder, and thereafter impose fair price or supermajority stockholder voting requirements on these combinations; and
- "Control share" provisions that provide that holders of "control shares" of our company (defined as shares that, when aggregated with other shares controlled by the stockholder, entitle the stockholder to exercise voting power in the election of directors within one of three increasing ranges) acquired in a "control share acquisition" (defined as the direct or indirect acquisition of ownership or control of the voting power of issued and outstanding "control shares," subject to certain exceptions) have no voting rights with respect to their control shares, except to the extent approved by our stockholders by the affirmative vote of at least two-thirds of all the votes entitled to be cast on the matter, excluding all interested shares.

As permitted by the MGCL, our bylaws provide that we will not be subject to the control share provisions of the MGCL and our board of directors has, by resolution, exempted us from the business combination between us and any other person. However, we cannot assure you that our board of directors will not revise the bylaws or such resolution in order to be subject to such business combination and control share provisions in the future. Notwithstanding the foregoing, an alteration or repeal of the board resolution exempting such business combinations will not have any effect on any business combinations that have been consummated or upon any agreements existing at the time of such modification or repeal.

Certain provisions of the MGCL permit the board of directors of a Maryland corporation with at least three independent directors and a class of stock registered under the Exchange Act without stockholder approval and regardless of what is currently provided in its charter or bylaws, to implement certain corporate governance provisions, some of which (for example, a classified board) are not currently applicable to us. These provisions may have the effect of limiting or precluding a third party from making an unsolicited acquisition proposal for our company or of delaying, deferring or preventing a change in control under circumstances that otherwise could provide the holders of shares of our stock with the opportunity to realize a premium over the then current market price. Our charter contains a provision whereby it elects to be subject to the provisions of Title 3, Subtitle 8 of the MGCL relating to the filling of vacancies on the board of directors.

Certain provisions in the partnership agreement of our operating partnership may delay or prevent unsolicited acquisition of us.

Provisions of the partnership agreement of our operating partnership may delay or make more difficult unsolicited acquisitions of us or changes of our control. These provisions could discourage third parties from making proposals involving an unsolicited acquisition of us or change of our control, although some stockholders or limited partners might consider such proposals, if made, desirable. These provisions include, among others:

- redemption rights of qualifying parties;
- a requirement that we may not be removed as the general partner of our operating partnership without our consent;
- transfer restrictions on common units;
- our ability, as general partner, in some cases, to amend the partnership agreement and to cause our operating partnership to issue additional partnership interests with terms that could delay, defer or prevent a merger or other change of control of us or our operating partnership without the consent of our stockholders or the limited partners; and
- the right of the limited partners to consent to certain transfers of our general partnership interest (whether by sale, disposition, statutory merger or consolidation, liquidation or otherwise).

Our charter and bylaws, the partnership agreement of our operating partnership and Maryland law also contain other provisions that may delay, defer or prevent a transaction or a change of control that might involve a premium price for our common stock or that our stockholders otherwise believe to be in their best interest.

The Tax Matters Agreement limits our ability to sell or otherwise dispose of certain properties, even though a sale or disposition may otherwise be in our stockholders' best interest.

In connection with the formation transactions, we entered into a Tax Matters Agreement with certain limited partners of our operating partnership, including Messrs. Ziman, Schwimmer and Frankel, that provides that if we dispose of any interest with respect to certain properties in our initial portfolio in a taxable transaction during the period from the completion of the IPO (July 24, 2013) through the seventh anniversary of such completion (July 24, 2020), our operating partnership will indemnify such limited partners for their tax liabilities attributable to their share of the built-in gain that exists with respect to such property interest as of the time of the IPO and tax liabilities incurred as a result of the indemnification payment; provided that, subject to certain exceptions and limitations, such indemnification rights will terminate for any such protected partner that sells, exchanges or otherwise disposes of more than 50% of his or her common units. We have no present intention to sell or otherwise dispose of these properties or interest therein in taxable transactions during the restriction period. If we were to trigger the tax protection provisions under this agreement, our operating partnership would be required to pay damages in the amount of the taxes owed by these limited partners (plus additional damages in the amount of the taxes incurred as a result of such payment). As a result, although it may otherwise be in our stockholders' best interest that we sell one of these properties, it may be economically prohibitive for us to do so because of these obligations.

The Tax Matters Agreement may require our operating partnership to maintain certain debt levels that otherwise would not be required to operate our business.

The Tax Matters Agreement provides that, during the period beginning from the date of the completion of our IPO (July 24, 2013) through the period ending on the twelfth anniversary of our IPO (July 24, 2025), our operating partnership will offer certain limited partners the opportunity to guarantee its debt, and following such period, our operating partnership will use commercially reasonable efforts to provide such limited partners who continue to own at least 50% of the common units they originally received in the formation transactions with debt guarantee opportunities. Our operating partnership will be required to indemnify such limited partners for their tax liabilities resulting from our failure to make such opportunities available to them (plus an additional amount equal to the taxes incurred as a result of such indemnity payment). Among other things, this opportunity to guarantee debt is intended to allow the participating limited partners to defer the recognition of gain in connection

with the formation transactions. These obligations may require us to maintain more or different indebtedness than we would otherwise require for our business.

Our board of directors may change our investment and financing policies without stockholder approval and we may become more highly leveraged, which may increase our risk of default under our debt obligations.

Our investment and financing policies are exclusively determined by our board of directors. Accordingly, our stockholders do not control these policies. Further, our charter and bylaws do not limit the amount or percentage of indebtedness, funded or otherwise, that we may incur. Our board of directors may alter or eliminate our current policy on borrowing at any time without stockholder approval. If this policy changed, we could become more highly leveraged which could result in an increase in our debt service. Higher leverage also increases the risk of default on our obligations. In addition, a change in our investment policies, including the manner in which we allocate our resources across our portfolio or the types of assets in which we seek to invest, may increase our exposure to interest rate risk, real estate market fluctuations and liquidity risk.

Our rights and the rights of our stockholders to take action against our directors and officers are limited.

As permitted by Maryland law, our charter eliminates the liability of our directors and officers to us and our stockholders for money damages, except for liability resulting from:

- actual receipt of an improper benefit or profit in money, property or services; or
- active and deliberate dishonesty by the director or officer that was established by a final judgment and was material to the cause of action adjudicated.

In addition, our charter authorizes us to obligate our company, and our bylaws require us, to indemnify our directors and officers for actions taken by them in those and certain other capacities to the maximum extent permitted by Maryland law in effect from time to time. Generally, Maryland law permits a Maryland corporation to indemnify its present and former directors and officers except in instances where the person seeking indemnification acted in bad faith or with active and deliberate dishonesty, actually received an improper personal benefit in money, property or services or, in the case of a criminal proceeding, had reasonable cause to believe that his or her actions were unlawful. Under Maryland law, a Maryland corporation also may not indemnify a director or officer in a suit by or on behalf of the corporation in which the director or officer was adjudged liable to the corporation or for a judgment of liability on the basis that a personal benefit was improperly received. A court may order indemnification if it determines that the director or officer is fairly and reasonably entitled to indemnification, even though the director or officer did not meet the prescribed standard of conduct; however, indemnification for an adverse judgment in a suit by us or on our behalf, or for a judgment of liability on the basis that personal benefit was improperly received, is limited to expenses. As a result, we and our stockholders may have more limited rights against our directors and officers than might otherwise exist. Accordingly, in the event that actions taken in good faith by any of our directors or officers impede the performance of our company, our stockholders' ability to recover damages from such director or officer will be limited.

We are a holding company with no direct operations and, as such, we will rely on funds received from our operating partnership to pay liabilities, and the interests of our stockholders will be structurally subordinated to all liabilities and obligations of our operating partnership and its subsidiaries.

We are a holding company and conduct substantially all of our operations through our operating partnership. We do not have, apart from an interest in our operating partnership, any independent operations. As a result, we rely on distributions from our operating partnership to continue to pay any dividends we might declare on shares of our common stock. We also rely on distributions from our operating partnership to meet any of our obligations, including any tax liability on taxable income allocated to us from our operating partnership. In addition, because we are a holding company, stockholder claims will be structurally subordinated to all existing and future liabilities and obligations (whether or not for borrowed money) of our operating partnership and its subsidiaries. Therefore, in the event of our bankruptcy, liquidation or reorganization, our assets and those of our operating partnership and its subsidiaries will be available to satisfy the claims of our stockholders only after all of our and our operating partnership's and its subsidiaries' liabilities and obligations have been paid in full.

Our operating partnership may issue additional common units to third parties without the consent of our stockholders, which would reduce our ownership percentage in our operating partnership and would have a dilutive effect on the amount of distributions made to us by our operating partnership and, therefore, the amount of distributions we can make to our stockholders.

As of December 31, 2018, we own 97.6% of the outstanding common units in our Operating Partnership and we may, in connection with future acquisitions of properties or otherwise, cause our operating partnership to issue additional common units

to third parties. Such issuances would reduce our ownership percentage in our operating partnership and affect the amount of distributions made to us by our operating partnership and, therefore, the amount of distributions we can make to our stockholders.

Risks Related to Our Status as a REIT

Failure to maintain our qualification as a REIT would have significant adverse consequences to us and the per share trading price of our common stock.

We have elected to be taxed as a REIT for federal income tax purposes commencing with our initial taxable year ended December 31, 2013. We intend to continue to meet the requirements for taxation as a REIT. We have not requested and do not plan to request a ruling from the Internal Revenue Service (“IRS”) that we qualify as a REIT, and the statements in this Form 10-K are not binding on the IRS or any court. Therefore, we cannot guarantee that we will qualify as a REIT, or that we will remain qualified as such in the future. If we were to fail to qualify as a REIT in any taxable year, we will face serious tax consequences that would substantially reduce the funds available for distribution to you for each of the years involved because:

- we would not be allowed a deduction for distributions to stockholders in computing our taxable income and would be subject to federal income tax at regular corporate rates;
- we also could be subject to the federal alternative minimum tax for tax years prior to 2018 and possibly increased state and local taxes; and
- unless we are entitled to relief under applicable statutory provisions, we could not elect to be taxed as a REIT for four taxable years following the year during which we were disqualified.

Any such corporate tax liability could be substantial and would reduce our cash available for, among other things, our operations and distributions to stockholders. In addition, if we fail to qualify as a REIT, we will not be required to make distributions to our stockholders. As a result of all these factors, our failure to qualify as a REIT also could impair our ability to expand our business and raise capital.

Qualification as a REIT involves the application of highly technical and complex Code provisions for which there are only limited judicial and administrative interpretations. The complexity of these provisions and of the applicable Treasury regulations that have been promulgated under the Code, or the Treasury Regulations, is greater in the case of a REIT that, like us, holds its assets through a partnership. The determination of various factual matters and circumstances not entirely within our control may affect our ability to qualify as a REIT. In order to qualify as a REIT, we must satisfy a number of requirements, including requirements regarding the ownership of our stock, requirements regarding the composition of our assets and a requirement that at least 95% of our gross income in any year must be derived from qualifying sources, such as “rents from real property.” Also, we must make distributions to stockholders aggregating annually at least 90% of our REIT taxable income, determined without regard to the dividends paid deduction and excluding net capital gains. In addition, legislation, new regulations, administrative interpretations or court decisions may materially adversely affect our investors, our ability to qualify as a REIT for federal income tax purposes or the desirability of an investment in a REIT relative to other investments.

Even if we qualify as a REIT for federal income tax purposes, we may be subject to some federal, state and local income, property and excise taxes on our income or property and, in certain cases, a 100% penalty tax, in the event we sell property as a dealer. In addition, our taxable REIT subsidiary will be subject to tax as a regular corporation in the jurisdictions it operates.

If our operating partnership failed to qualify as a partnership for federal income tax purposes, we would cease to qualify as a REIT and suffer other adverse consequences.

We believe that our operating partnership will be treated as a partnership for federal income tax purposes. As a partnership, our operating partnership will not be subject to federal income tax on its income. Instead, each of its partners, including us, will be allocated, and may be required to pay tax with respect to, its share of our operating partnership’s income. We cannot assure you, however, that the IRS will not challenge the status of our operating partnership or any other subsidiary partnership in which we own an interest as a partnership for federal income tax purposes, or that a court would not sustain such a challenge. If the IRS were successful in treating our operating partnership or any such other subsidiary partnership as an entity taxable as a corporation for federal income tax purposes, we would fail to meet the gross income tests and certain of the asset tests applicable to REITs and, accordingly, we would likely cease to qualify as a REIT. Also, the failure of our operating partnership or any subsidiary partnerships to qualify as a partnership could cause it to become subject to federal and state corporate income tax, which would reduce significantly the amount of cash available for debt service and for distribution to its partners, including us.

Our taxable REIT subsidiaries will be subject to federal income tax, and we will be required to pay a 100% penalty tax on certain income or deductions if our transactions with our taxable REIT subsidiaries are not conducted on arm’s length terms.

We own an interest in one or more taxable REIT subsidiaries, and may acquire securities in additional taxable REIT subsidiaries in the future. A taxable REIT subsidiary is a corporation other than a REIT in which a REIT directly or indirectly holds stock, and that has made a joint election with such REIT to be treated as a taxable REIT subsidiary. If a taxable REIT subsidiary owns more than 35% of the total voting power or value of the outstanding securities of another corporation, such other corporation will also be treated as a taxable REIT subsidiary. Other than some activities relating to lodging and health care facilities, a taxable REIT subsidiary may generally engage in any business, including the provision of customary or non-customary services to tenants of its parent REIT. A taxable REIT subsidiary is subject to federal income tax as a regular C corporation. In addition, a 100% excise tax will be imposed on certain transactions between a taxable REIT subsidiary and its parent REIT that are not conducted on an arm's length basis.

For taxable years beginning after December 31, 2017, not more than 20% of the value of our total assets may be represented by securities of taxable REIT subsidiaries. We anticipate that the aggregate value of the stock and other securities of any taxable REIT subsidiaries that we own will be less than 20% of the value of our total assets, and we will monitor the value of these investments to ensure compliance with applicable asset test limitations.

To maintain our REIT qualification, we may be forced to borrow funds during unfavorable market conditions.

To qualify as a REIT, we generally must distribute to our stockholders at least 90% of our REIT taxable income each year, determined without regard to the dividends paid deduction and excluding net capital gains, and we will be subject to regular corporate income taxes to the extent that we distribute less than 100% of our REIT taxable income (determined without regard to the deduction for dividends paid) each year. In addition, we will be subject to a 4% nondeductible excise tax on the amount, if any, by which distributions paid by us in any calendar year are less than the sum of 85% of our ordinary income, 95% of our capital gain net income and 100% of our undistributed income from prior years. Accordingly, we may not be able to retain sufficient cash flow from operations to meet our debt service requirements and repay our debt. Therefore, we may need to raise additional capital for these purposes, and we cannot assure you that a sufficient amount of capital will be available to us on favorable terms, or at all, when needed. Further, in order to maintain our REIT qualification and avoid the payment of income and excise taxes, we may need to borrow funds to meet the REIT distribution requirements even if the then prevailing market conditions are not favorable for these borrowings. These borrowing needs could result from, among other things, differences in timing between the actual receipt of cash and inclusion of income for federal income tax purposes, or the effect of non-deductible capital expenditures, the creation of reserves or required debt or amortization payments. These sources, however, may not be available on favorable terms or at all. Our access to third-party sources of capital depends on a number of factors, including the market's perception of our growth potential, our current debt levels, the per share trading price of our common stock, and our current and potential future earnings. We cannot assure you that we will have access to such capital on favorable terms at the desired times, or at all, which may cause us to curtail our investment activities and/or to dispose of assets at inopportune times.

Dividends payable by REITs do not qualify for the reduced tax rates available for some dividends.

The maximum tax rate applicable to "qualified dividend income" payable to U.S. stockholders that are individuals, trusts and estates is 20%. Dividends payable by REITs, however, generally are not eligible for these reduced rates. Under the 2017 Tax Reform Act, however, U.S. stockholders that are individuals, trusts and estates generally may deduct up to 20% of the ordinary dividends (e.g., dividends not designated as capital gain dividends or qualified dividend income) received from a REIT for taxable years beginning after December 31, 2017 and before January 1, 2026. Although this deduction reduces the effective tax rate applicable to certain dividends paid by REITs (generally to 29.6% assuming the shareholder is subject to the 37% maximum rate), such tax rate is still higher than the tax rate applicable to corporate dividends that constitute qualified dividend income. Accordingly, investors who are individuals, trusts and estates may perceive investments in REITs to be relatively less attractive than investments in the stocks of non-REIT corporations that pay dividends, which could adversely affect the value of the shares of REITs.

The tax imposed on REITs engaging in "prohibited transactions" may limit our ability to engage in transactions which would be treated as sales for federal income tax purposes.

A REIT's net income from prohibited transactions is subject to a 100% penalty tax. In general, prohibited transactions are sales or other dispositions of property, other than foreclosure property, held primarily for sale to customers in the ordinary course of business. Although we do not intend to hold any properties that would be characterized as held for sale to customers in the ordinary course of our business, unless a sale or disposition qualifies under certain statutory safe harbors, such characterization is a factual determination and no guarantee can be given that the IRS would agree with our characterization of our properties or that we will always be able to make use of the available safe harbors.

Complying with REIT requirements may affect our profitability and may force us to liquidate or forgo otherwise attractive investments.

To qualify as a REIT, we must continually satisfy tests concerning, among other things, the nature and diversification of our assets, the sources of our income and the amounts we distribute to our stockholders. We may be required to liquidate or forgo otherwise attractive investments in order to satisfy the asset and income tests or to qualify under certain statutory relief provisions. We also may be required to make distributions to stockholders at disadvantageous times or when we do not have funds readily available for distribution. As a result, having to comply with the distribution requirement could cause us to: (1) sell assets in adverse market conditions; (2) borrow on unfavorable terms; or (3) distribute amounts that would otherwise be invested in future acquisitions, capital expenditures or repayment of debt. Accordingly, satisfying the REIT requirements could have an adverse effect on our business results, profitability and ability to execute our business plan. Moreover, if we are compelled to liquidate our investments to meet any of these asset, income or distribution tests, or to repay obligations to our lenders, we may be unable to comply with one or more of the requirements applicable to REITs or may be subject to a 100% tax on any resulting gain if such sales constitute prohibited transactions.

Legislative or other actions affecting REITs could have a negative effect on us.

The rules dealing with federal income taxation are constantly under review by persons involved in the legislative process and by the IRS and the U.S. Department of the Treasury. Changes to the tax laws, with or without retroactive application, could adversely affect our investors or us. We cannot predict how changes in the tax laws might affect our investors or us. New legislation, Treasury Regulations, administrative interpretations or court decisions could significantly and negatively affect our ability to qualify as a REIT or the federal income tax consequences of such qualification, or the federal income tax consequences of an investment in us. Also, the law relating to the tax treatment of other entities, or an investment in other entities, could change, making an investment in such other entities more attractive relative to an investment in a REIT.

The 2017 Tax Reform Act has significantly changed the U.S. federal income taxation of U.S. businesses and their owners, including REITs and their stockholders. Changes made by the 2017 Tax Reform Act that could affect the Company and its stockholders include:

- temporarily reducing individual U.S. federal income tax rates on ordinary income; the highest individual U.S. federal income tax rate has been reduced from 39.6% to 37% for taxable years beginning after December 31, 2017 and before January 1, 2026;
- permanently eliminating the progressive corporate tax rate structure, which previously imposed a maximum corporate tax rate of 35%, and replacing it with a flat corporate tax rate of 21%;
- permitting a deduction for certain pass-through business income, including dividends received by our stockholders from us that are not designated by us as capital gain dividends or qualified dividend income, which will allow individuals, trusts, and estates to deduct up to 20% of such amounts for taxable years beginning after December 31, 2017 and before January 1, 2026;
- reducing the highest rate of withholding with respect to our distributions to non-U.S. stockholders that are treated as attributable to gains from the sale or exchange of U.S. real property interests from 35% to 21%;
- limiting our deduction for net operating losses arising in taxable years beginning after December 31, 2017 to 80% of our REIT taxable income (determined without regard to the dividends paid deduction);
- generally limiting the deduction for net business interest expense in excess of 30% of a business's "adjusted taxable income," except for taxpayers that engage in certain real estate businesses (including most equity REITs) and elect out of this rule (provided that such electing taxpayers must use an alternative depreciation system with longer depreciation periods); and
- eliminating the corporate alternative minimum tax.

Many of these changes that are applicable to us or our stockholders took effect beginning with our 2018 taxable year, without any transition periods or grandfathering for existing transactions. The legislation is unclear in many respects and could be subject to potential amendments and technical corrections, as well as interpretations and implementing regulations by the Treasury and IRS, any of which could lessen or increase the impact of the legislation. In addition, it is unclear how these U.S. federal income tax changes will affect state and local taxation, which often uses federal taxable income as a starting point for computing state and local tax liabilities.

While some of the changes made by the 2017 Tax Reform Act may adversely affect the Company in one or more reporting periods and prospectively, other changes may be beneficial on a going forward basis. The Company continues to

work with its tax advisors and auditors to determine the full impact that the 2017 Tax Reform Act as a whole will have on the Company.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

As of December 31, 2018, our consolidated portfolio consists of 176 wholly-owned properties located in Southern California infill markets totaling approximately 21.3 million rentable square feet.

The table below sets forth relevant information with respect to the operating properties in our consolidated portfolio as of December 31, 2018.

Property Address	City	Number of Buildings	Asset Type	Year Built / Renovated ⁽¹⁾	Rentable Square Feet	Percentage of Rentable Square Feet ⁽²⁾	Number of Leases	Occupancy	Annualized Base Rent ⁽³⁾	Percentage of Total Annualized Base Rent ⁽⁴⁾	Total Annualized Base Rent per Square Foot ⁽⁵⁾
Los Angeles - Greater San Fernando Valley											
10635 Vanowen St.	Burbank	1	Warehouse / Light Manufacturing	1977	31,037	0.1%	4	100.0%	\$ 447,353	0.2%	\$ 14.41
2980 & 2990 N San Fernando Road	Burbank	2	Warehouse / Light Manufacturing	1950 / 2004	130,800	0.6%	1	100.0%	\$ 1,268,130	0.7%	\$ 9.70
901 W. Alameda Ave.	Burbank	1	Creative Office	1969 / 2009	44,924	0.2%	3	100.0%	\$ 1,537,843	0.8%	\$ 34.23
9120 Mason Ave.	Chatsworth	1	Warehouse / Distribution	1967 / 1999	319,348	1.5%	1	100.0%	\$ 2,004,695	1.1%	\$ 6.28
21040 Nordoff Street; 9035 Independence Avenue; 21019 - 21045 Osborne Street	Chatsworth	7	Warehouse / Distribution	1979 / 1980	153,236	0.7%	10	100.0%	\$ 1,519,206	0.8%	\$ 9.91
9171 Oso Avenue	Chatsworth	1	Warehouse / Light Manufacturing	1980	65,560	0.3%	1	100.0%	\$ 458,945	0.2%	\$ 7.00
9200 Mason Avenue	Chatsworth	1	Warehouse / Light Manufacturing	1968	80,410	0.4%	1	100.0%	\$ 530,706	0.3%	\$ 6.60
9230 Mason Avenue	Chatsworth	1	Warehouse / Distribution	1974	54,000	0.3%	1	100.0%	\$ 259,200	0.1%	\$ 4.80
9250 Mason Avenue	Chatsworth	1	Warehouse / Light Manufacturing	1977	56,292	0.3%	1	100.0%	\$ 410,600	0.2%	\$ 7.29
3550 Tyburn St., 3332, 3334, 3360, 3368, 3370, 3378, 3380, 3410, 3424 N. San Fernando Rd.	Los Angeles	8	Warehouse / Distribution	1966, 1992, 1993, 1994	474,431	2.2%	28	100.0%	\$ 5,455,241	2.9%	\$ 11.50
3116 W. Avenue 32	Los Angeles	1	Warehouse / Distribution	1974	100,500	0.5%	1	100.0%	\$ 993,744	0.5%	\$ 9.89
7900 Nelson Rd.	Los Angeles	1	Warehouse / Distribution	1998 / 2015	202,905	1.0%	2	100.0%	\$ 1,849,794	1.0%	\$ 9.12
12154 Montague Street	Pacoima	1	Warehouse / Distribution	1974	122,868	0.6%	1	100.0%	\$ 750,000	0.4%	\$ 6.10
121-125 N. Vinedo Ave.	Pasadena	1	Warehouse / Light Manufacturing	1953 / 1993	48,381	0.2%	1	100.0%	\$ 605,067	0.3%	\$ 12.51
89-91 N. San Gabriel Blvd., 2670-2674 Walnut Ave., 2675 Nina St.	Pasadena	5	Light Manufacturing / Flex	1947, 1985 / 2009	31,619	0.1%	4	100.0%	\$ 701,942	0.4%	\$ 22.20
1050 Arroyo Ave.	San Fernando	1	Warehouse / Light Manufacturing	1969 / 2012	76,993	0.4%	1	100.0%	\$ 627,317	0.3%	\$ 8.15
605 8th Street	San Fernando	1	Warehouse / Distribution	1991 / 2015	55,715	0.3%	1	100.0%	\$ 482,322	0.3%	\$ 8.66

Property Address	City	Number of Buildings	Asset Type	Year Built / Renovated ⁽¹⁾	Rentable Square Feet	Percentage of Rentable Square Feet ⁽²⁾	Number of Leases	Occupancy	Annualized Base Rent ⁽³⁾	Percentage of Total Annualized Base Rent ⁽⁴⁾	Total Annualized Base Rent per Square Foot ⁽⁵⁾
24935 & 24955 Avenue Kearny	Santa Clarita	2	Warehouse / Distribution	1988	138,980	0.7%	2	100.0%	\$ 1,055,403	0.6%	\$ 7.59
15140 & 15148 Bledsoe St., 13065 - 13081 Bradley Ave.	Sylmar	2	Warehouse / Distribution	1969, 2008 / 2016	134,030	0.6%	9	100.0%	\$ 1,316,702	0.7%	\$ 9.82
18310-18330 Oxnard St.	Tarzana	2	Warehouse / Light Manufacturing	1973	75,689	0.4%	21	100.0%	\$ 1,145,745	0.6%	\$ 15.14
28340 - 28400 Avenue Crocker	Valencia	1	Warehouse / Distribution	1987 / 2006	90,722	0.4%	2	100.0%	\$ 701,331	0.4%	\$ 7.73
28159 Avenue Stanford	Valencia	1	Light Industrial / Office	1987 / 2008	79,247	0.4%	12	98.6%	\$ 1,316,961	0.7%	\$ 16.85
28901-28903 Avenue Paine ⁽⁶⁾	Valencia	1	Warehouse / Distribution	1999 / 2018	111,935	0.5%	1	100.0%	\$ 967,118	0.5%	\$ 8.64
29003 Avenue Sherman ⁽⁶⁾	Valencia	1	Warehouse / Distribution	2000	68,123	0.3%	—	—%	\$ —	—%	\$ —
15041 Calvert St.	Van Nuys	1	Warehouse / Light Manufacturing	1971	81,282	0.4%	1	100.0%	\$ 538,749	0.3%	\$ 6.63
14723-14825 Oxnard St.	Van Nuys	6	Warehouse / Light Manufacturing	1964 / 1968	77,790	0.4%	63	100.0%	\$ 1,144,849	0.6%	\$ 14.72
8101-8117 Orion Ave.	Van Nuys	1	Warehouse / Light Manufacturing	1978	48,394	0.2%	25	100.0%	\$ 726,719	0.4%	\$ 15.02
6701 & 6711 Odessa Ave.	Van Nuys	2	Warehouse / Light Manufacturing	1970-1972 / 2012	29,544	0.1%	2	100.0%	\$ 325,523	0.2%	\$ 11.02
28454 Livingston Avenue	Valencia	1	Warehouse / Light Manufacturing	2007	134,287	0.6%	1	100.0%	\$ 1,027,830	0.5%	\$ 7.65
525 Park Avenue	San Fernando	1	Warehouse / Distribution	2003	63,403	0.3%	2	100.0%	\$ 510,972	0.3%	\$ 8.06
Los Angeles - Greater San Fernando Valley Total		57			3,182,445	15.0%	203	97.8%	\$ 30,680,007	16.3%	\$ 9.85

Los Angeles - San Gabriel Valley

425 S. Hacienda Blvd.	City of Industry	1	Warehouse / Light Manufacturing	1997	51,823	0.2%	1	100.0%	\$ 424,236	0.2%	\$ 8.19
14955-14971 E. Salt Lake Ave	City of Industry	1	Warehouse / Distribution	1979	126,036	0.6%	5	100.0%	\$ 1,080,446	0.6%	\$ 8.57
15241 - 15277, 15317 - 15339 Don Julian Rd.	City of Industry	2	Warehouse / Distribution	1965, 2005 / 2003	241,248	1.1%	13	95.0%	\$ 2,536,759	1.4%	\$ 11.06
14421-14441 Bonelli Street	City of Industry	2	Warehouse / Distribution	1971	148,740	0.7%	1	100.0%	\$ 983,469	0.5%	\$ 6.61
15715 Arrow Highway	Irwindale	1	Light Manufacturing / Flex	1989	76,000	0.4%	1	100.0%	\$ 1,078,716	0.6%	\$ 14.19
15705, 15709 Arrow Highway & 5220 Fourth St.	Irwindale	3	Warehouse / Light Manufacturing	1987	69,592	0.3%	40	100.0%	\$ 858,606	0.5%	\$ 12.34
16321 Arrow Hwy.	Irwindale	3	Warehouse / Light Manufacturing	1955 / 2001	64,296	0.3%	1	100.0%	\$ 622,078	0.3%	\$ 9.68
4832-4850 Azusa Canyon Road	Irwindale	1	Warehouse / Distribution	2016	87,421	0.4%	2	100.0%	\$ 718,380	0.4%	\$ 8.22
4416 Azusa Canyon Road	Irwindale	1	Warehouse / Distribution	1956	70,510	0.3%	1	100.0%	\$ 600,876	0.3%	\$ 8.52
14250-14278 Valley Blvd.	La Puente	8	Warehouse / Light Manufacturing	1974 / 2007	100,346	0.5%	24	88.0%	\$ 977,928	0.5%	\$ 11.08
13914-13932 Valley Blvd.	La Puente	2	Warehouse / Light Manufacturing	1978, 1988 / 2012	58,084	0.3%	25	90.6%	\$ 575,550	0.3%	\$ 10.93
1400 South Shamrock	Monrovia	1	Light Manufacturing / Flex	1957, 1962 / 2004	67,838	0.3%	1	100.0%	\$ 993,003	0.5%	\$ 14.64

Property Address	City	Number of Buildings	Asset Type	Year Built / Renovated ⁽¹⁾	Rentable Square Feet	Percentage of Rentable Square Feet ⁽²⁾	Number of Leases	Occupancy	Annualized Base Rent ⁽³⁾	Percentage of Total Annualized Base Rent ⁽⁴⁾	Total Annualized Base Rent per Square Foot ⁽⁵⁾
280 West Bonita Avenue	Pomona	1	Warehouse / Distribution	1983	119,898	0.6%	1	100.0%	\$ 820,102	0.4%	\$ 6.84
2743 Thompson Creek Road	Pomona	1	Warehouse / Distribution	1983	245,961	1.2%	1	100.0%	\$ 1,520,039	0.8%	\$ 6.18
3880 West Valley Blvd.	Pomona	1	Warehouse / Distribution	1980 / 2017	108,550	0.5%	1	100.0%	\$ 939,175	0.5%	\$ 8.65
16425 Gale Avenue	City of Industry	1	Warehouse / Distribution	1976	325,800	1.5%	2	100.0%	\$ 1,692,675	0.9%	\$ 5.20
10750-10826 Lower Azusa Road	El Monte	4	Warehouse / Light Manufacturing	1975	79,050	0.4%	13	100.0%	\$ 828,455	0.4%	\$ 10.48
14748-14750 Nelson Avenue ⁽⁶⁾	City of Industry	2	Warehouse / Distribution	1969	201,990	0.9%	11	85.6%	\$ 2,382,095	1.3%	\$ 13.78
Los Angeles - San Gabriel Valley Total		36			2,243,183	10.5%	144	97.4%	\$ 19,632,588	10.4%	\$ 8.99

Los Angeles - Central

6020 Sheila Street	Commerce	1	Cold Storage / Distribution	2000	70,877	0.3%	1	100.0%	\$ 1,068,799	0.6%	\$ 15.08
5300 Sheila Street	Commerce	1	Warehouse / Distribution	1975	695,120	3.3%	1	100.0%	\$ 5,213,400	2.8%	\$ 7.50
6100 Sheila Street	Commerce	1	Cold Storage / Distribution	1960	74,527	0.3%	7	100.0%	\$ 1,171,035	0.6%	\$ 15.71
6700 S Alameda Street	Huntington Park	1	Cold Storage / Distribution	1990 / 2008	78,280	0.4%	1	100.0%	\$ 1,180,434	0.6%	\$ 15.08
679-691 S Anderson Street	Los Angeles	1	Warehouse / Light Manufacturing	1992 / 2017	47,490	0.2%	3	100.0%	\$ 581,104	0.3%	\$ 12.24
1825-1845 S Soto Street	Los Angeles	2	Warehouse / Light Manufacturing	1993	25,040	0.1%	1	100.0%	\$ 216,424	0.1%	\$ 8.64
8542 Slauson Avenue	Pico Rivera	1	Warehouse / Excess Land	1964	24,679	0.1%	1	100.0%	\$ 244,155	0.1%	\$ 9.89
8315 Hanan Way	Pico Rivera	1	Warehouse / Distribution	1976	100,692	0.5%	1	100.0%	\$ 749,148	0.4%	\$ 7.44
1938-1946 E. 46th Street	Vernon	3	Warehouse / Light Manufacturing	1961, 1983 / 2008-2010	190,663	0.9%	3	100.0%	\$ 1,605,701	0.9%	\$ 8.42
Los Angeles - Central Total		12			1,307,368	6.1%	19	100.0%	\$ 12,030,200	6.4%	\$ 9.20

Los Angeles - Mid-Counties

16221 Arthur Street	Cerritos	1	Warehouse / Distribution	1979	61,372	0.3%	1	100.0%	\$ 374,455	0.2%	\$ 6.10
16010 Shoemaker Avenue	Cerritos	1	Warehouse / Distribution	1985	115,600	0.5%	1	100.0%	\$ 812,522	0.4%	\$ 7.03
16121 Carmenita Road	Cerritos	1	Warehouse / Distribution	1969/1983	108,500	0.5%	1	89.1%	\$ 753,870	0.4%	\$ 7.80
9220-9268 Hall Rd.	Downey	1	Warehouse / Light Manufacturing	2008	176,405	0.8%	38	100.0%	\$ 1,791,367	1.0%	\$ 10.15
14820-14830 Carmentia Road ⁽⁶⁾	Norwalk	3	Warehouse / Distribution	1970, 2000	198,062	0.9%	4	100.0%	\$ 1,800,919	1.0%	\$ 9.09
9615 Norwalk Blvd. ⁽⁶⁾	Santa Fe Springs	2	Warehouse / Distribution	1975	38,362	0.2%	1	68.7%	\$ 1,021,070	0.5%	\$ 38.73
9641 - 9657 Santa Fe Springs Rd.	Santa Fe Springs	4	Warehouse / Distribution	1982 / 2009	106,995	0.5%	4	100.0%	\$ 1,009,182	0.5%	\$ 9.43
10701-10719 Norwalk Blvd.	Santa Fe Springs	2	Warehouse / Distribution	2004	58,056	0.3%	5	100.0%	\$ 576,575	0.3%	\$ 9.93
10950 Norwalk Blvd & 12241 Lakeland Rd.	Santa Fe Springs	1	Warehouse / Excess Land	1982	18,995	0.1%	1	100.0%	\$ 334,374	0.2%	\$ 17.60
12247 Lakeland Road	Santa Fe Springs	1	Warehouse / Excess Land	1971 / 2016	24,875	0.1%	1	100.0%	\$ 338,846	0.2%	\$ 13.62
12907 Imperial Highway	Santa Fe Springs	1	Warehouse / Distribution	1997	101,080	0.5%	1	100.0%	\$ 728,988	0.4%	\$ 7.21
14944, 14946, 14948 Shoemaker Ave.	Santa Fe Springs	3	Warehouse / Light Manufacturing	1978 / 2012	85,950	0.4%	24	100.0%	\$ 820,900	0.4%	\$ 9.55

Property Address	City	Number of Buildings	Asset Type	Year Built / Renovated ⁽¹⁾	Rentable Square Feet	Percentage of Rentable Square Feet ⁽²⁾	Number of Leases	Occupancy	Annualized Base Rent ⁽³⁾	Percentage of Total Annualized Base Rent ⁽⁴⁾	Total Annualized Base Rent per Square Foot ⁽⁵⁾
10747 Norwalk Blvd.	Santa Fe Springs	1	Warehouse / Distribution	1999	52,691	0.3%	3	100.0%	\$ 487,647	0.3%	\$ 9.25
Los Angeles - Mid-Counties Total		22			1,146,943	5.4%	85	97.9%	\$ 10,850,715	5.8%	\$ 9.66

Los Angeles - South Bay

1065 E. Walnut Ave.	Carson	1	Cold Storage / Distribution	1974	172,420	0.8%	2	100.0%	\$ 2,070,684	1.1%	\$ 12.01
18118-18120 S. Broadway	Carson	3	Warehouse / Distribution	1957 / 1989, 2017	78,183	0.4%	5	100.0%	\$ 740,637	0.4%	\$ 9.47
17000 Kingsview Ave/800 Sandhill Ave	Carson	1	Warehouse / Distribution	1984	100,121	0.5%	2	100.0%	\$ 864,788	0.5%	\$ 8.64
263-321 Gardena Blvd	Carson	2	Warehouse / Excess Land	1977 - 1982	55,238	0.3%	2	100.0%	\$ 846,240	0.5%	\$ 15.32
1420 Mckinley Avenue	Compton	1	Warehouse / Distribution	2017	136,685	0.6%	1	100.0%	\$ 1,377,785	0.7%	\$ 10.08
13225 S. Western Avenue	Gardena	1	Warehouse / Light Manufacturing	1955	21,010	0.1%	1	100.0%	\$ 179,005	0.1%	\$ 8.52
240 W Ivy Avenue	Inglewood	1	Warehouse / Distribution	1981	45,685	0.2%	2	39.4%	\$ 238,380	0.1%	\$ 13.24
687 N Eucalyptus Avenue	Inglewood	1	Warehouse / Distribution	2017	143,436	0.7%	1	100.0%	\$ 2,251,747	1.2%	\$ 15.70
1661 240th St.	Los Angeles	1	Warehouse / Distribution	1975 / 1995	96,616	0.5%	1	100.0%	\$ 691,536	0.4%	\$ 7.16
11120, 11160, 11200 Hindry Ave	Los Angeles	3	Warehouse / Distribution	1992 / 1994	63,654	0.3%	14	100.0%	\$ 1,027,387	0.5%	\$ 16.14
15401 S. Figueroa Street ⁽⁶⁾	Los Angeles	1	Warehouse / Light Manufacturing	1964	38,584	0.2%	—	—%	\$ —	—%	\$ —
4175 E Conant Street	Long Beach	1	Warehouse / Distribution	2015	142,593	0.7%	1	100.0%	\$ 1,951,874	1.0%	\$ 13.69
1580 Carson Street ⁽⁶⁾	Long Beach	1	Warehouse / Distribution	1982	43,787	0.2%	—	—%	\$ —	—%	\$ —
2588 & 2605 Industry Way	Lynwood	2	Warehouse / Light Manufacturing	1969 / 1971	164,662	0.8%	1	100.0%	\$ 1,435,487	0.8%	\$ 8.72
6423-6431 & 6407-6119 Alondra Blvd.	Paramount	2	Warehouse / Light Manufacturing	1986	30,224	0.1%	10	100.0%	\$ 313,683	0.2%	\$ 10.38
7110 Rosecrans Ave. ⁽⁶⁾	Paramount	1	Warehouse / Distribution	1972 / 2015	73,439	0.3%	2	100.0%	\$ 590,084	0.3%	\$ 8.04
2301-2329, 2331-2359, 2361-2399, 2370-2398 & 2332-2366 E Pacifica Place; 20001-20021 Rancho Way	Rancho Dominguez	6	Warehouse / Distribution	1989	1,149,794	5.4%	20	86.0%	\$ 6,937,601	3.7%	\$ 7.02
19402 S. Susana Road	Rancho Dominguez	1	Warehouse / Excess Land	1957	15,433	0.1%	1	100.0%	\$ 243,600	0.1%	\$ 15.78
20920-20950 Normandie Ave.	Torrance	2	Warehouse / Light Manufacturing	1989	49,519	0.2%	29	100.0%	\$ 657,259	0.3%	\$ 13.27
24105 Frampton Avenue	Torrance	1	Warehouse / Distribution	1974 / 2016	49,841	0.2%	1	100.0%	\$ 431,471	0.2%	\$ 8.66
1500-1510 W. 228th St.	Torrance	8	Warehouse / Light Manufacturing	1963 / 1968, 2017	88,971	0.4%	11	100.0%	\$ 886,604	0.5%	\$ 9.97
3100 Fujita Street	Torrance	1	Warehouse / Light Manufacturing	1970	91,516	0.4%	1	100.0%	\$ 721,773	0.4%	\$ 7.89
301-445 Figueroa Street	Wilmington	1	Warehouse / Distribution	1972 / 2018	133,650	0.6%	12	100.0%	\$ 1,554,860	0.8%	\$ 11.63
Los Angeles - South Bay Total		43			2,985,061	14.0%	120	90.9%	\$ 26,012,485	13.8%	\$ 9.59

Orange County - North

Property Address	City	Number of Buildings	Asset Type	Year Built / Renovated ⁽¹⁾	Rentable Square Feet	Percentage of Rentable Square Feet ⁽²⁾	Number of Leases	Occupancy	Annualized Base Rent ⁽³⁾	Percentage of Total Annualized Base Rent ⁽⁴⁾	Total Annualized Base Rent per Square Foot ⁽⁵⁾
1100-1170 Gilbert St. & 2353-2373 La Palma Ave.	Anaheim	6	Warehouse / Light Manufacturing	1972 / 1990 / 2013	121,362	0.6%	20	92.7%	\$ 1,464,564	0.8%	\$ 13.02
1631 N. Placentia Ave., 2350 - 2384 E. Orangethorpe Ave.	Anaheim	2	Warehouse / Light Manufacturing	1973 / 2007	62,395	0.3%	30	94.6%	\$ 778,155	0.4%	\$ 13.18
5235 East Hunter Ave.	Anaheim	1	Warehouse / Light Manufacturing	1987	119,692	0.6%	2	90.2%	\$ 896,418	0.5%	\$ 8.30
1210 N Red Gum St	Anaheim	1	Warehouse / Distribution	1985	64,570	0.3%	1	100.0%	\$ 466,572	0.2%	\$ 7.23
1190 Stanford Court	Anaheim	1	Warehouse / Distribution	1979	34,494	0.2%	1	100.0%	\$ 289,231	0.1%	\$ 8.38
2300-2386 East Walnut Ave.	Fullerton	3	Warehouse / Distribution	1985-1986 / 2005	161,286	0.7%	15	92.1%	\$ 1,477,719	0.8%	\$ 9.95
1600 Orangethorpe & 1335-1375 Acacia	Fullerton	5	Warehouse / Distribution	1968 / 1985	345,756	1.6%	9	95.7%	\$ 2,627,838	1.4%	\$ 7.95
5593-5595 Fresca Drive	La Palma	1	Warehouse / Light Manufacturing	1973	115,200	0.5%	2	100.0%	\$ 854,388	0.5%	\$ 7.42
1581 Main Street	Orange	1	Warehouse / Distribution	1994	39,661	0.2%	1	100.0%	\$ 353,376	0.2%	\$ 8.91
Orange County - North Total		21			1,064,416	5.0%	81	95.1%	\$ 9,208,261	4.9%	\$ 9.09

Orange County - West

1700 Saturn Way	Seal Beach	1	Warehouse / Distribution	2006	170,865	0.8%	1	100.0%	\$ 1,516,293	0.8%	\$ 8.87
17311 Nichols Lane	Huntington Beach	1	Warehouse / Light Manufacturing	1993 / 2014	114,912	0.5%	1	100.0%	\$ 920,488	0.5%	\$ 8.01
5421 Argosy Avenue	Huntington Beach	1	Warehouse / Light Manufacturing	1976	35,321	0.2%	1	100.0%	\$ 318,270	0.2%	\$ 9.01
12131 Western Avenue	Garden Grove	1	Warehouse / Distribution	1987 / 2007, 2017	207,953	1.0%	1	100.0%	\$ 1,871,577	1.0%	\$ 9.00
12622-12632 Monarch Street	Garden Grove	2	Warehouse / Distribution	1967	121,225	0.6%	3	100.0%	\$ 950,377	0.5%	\$ 7.84
Orange County - West Total		6			650,276	3.1%	7	100.0%	\$ 5,577,005	3.0%	\$ 8.58

Orange County - South

20531 Crescent Bay Dr.	Lake Forest	1	Warehouse / Distribution	1998	46,178	0.2%	1	100.0%	\$ 473,731	0.3%	\$ 10.26
20 Icon	Lake Forest	1	Warehouse / Distribution	1999 / 2015	102,299	0.5%	1	100.0%	\$ 1,211,184	0.6%	\$ 11.84
9 Holland	Irvine	1	Warehouse / Distribution	1980 / 2013	180,981	0.8%	2	100.0%	\$ 1,379,988	0.7%	\$ 7.63
Orange County - South Total		3			329,458	1.5%	4	100.0%	\$ 3,064,903	1.6%	\$ 9.30

Orange County - Airport

1601 Alton Pkwy.	Irvine	1	Light Industrial / Office	1974 / 2018	124,988	0.6%	4	87.3%	\$ 1,195,159	0.6%	\$ 10.95
3441 West MacArthur Blvd.	Santa Ana	1	Warehouse / Distribution	1973	122,060	0.6%	1	100.0%	\$ 901,274	0.5%	\$ 7.38
600-650 South Grand Ave.	Santa Ana	6	Warehouse / Light Manufacturing	1988	101,210	0.5%	57	93.7%	\$ 1,196,798	0.6%	\$ 12.63
3720-3750 W. Warner Ave.	Santa Ana	1	Warehouse / Light Manufacturing	1973 / 2008	38,570	0.2%	14	100.0%	\$ 470,228	0.3%	\$ 12.19
2610 & 2701 S. Birch Street	Santa Ana	1	Warehouse / Distribution	1965 / 2016	98,379	0.4%	3	100.0%	\$ 1,141,934	0.6%	\$ 11.61
2700-2722 South Fairview Street ⁽⁶⁾	Santa Ana	1	Warehouse / Light Manufacturing	1964 / 1984	116,575	0.5%	2	49.6%	\$ 614,415	0.3%	\$ 10.63

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15777 Gateway Circle	Tustin	1	Warehouse / Light Manufacturing	2005	37,592	0.2%	1	100.0%	\$ 405,994	0.2%	\$ 10.80
Orange County - Airport Total		12			639,374	3.0%	82	87.3%	\$ 5,925,802	3.1%	\$ 10.61

San Bernardino - Inland Empire West

13971 Norton Avenue	Chino	1	Warehouse / Distribution	1990	103,208	0.5%	1	100.0%	\$ 495,398	0.3%	\$ 4.80
13231 Slover Avenue	Fontana	1	Warehouse / Distribution	1990	109,463	0.5%	2	100.0%	\$ 675,179	0.3%	\$ 6.17
10509 Business Drive	Fontana	1	Warehouse / Distribution	1989	130,788	0.6%	2	100.0%	\$ 910,759	0.5%	\$ 6.96
1400 S. Campus Ave.	Ontario	2	Warehouse / Light Manufacturing	1964-1966, 1973, 1987	107,861	0.5%	1	100.0%	\$ 504,789	0.3%	\$ 4.68
601-605 S. Milliken Ave.	Ontario	3	Light Industrial / Office	1987 / 1988	128,313	0.6%	25	95.8%	\$ 1,178,760	0.6%	\$ 9.58
845, 855, 865 S Milliken Ave & 4317, 4319 Santa Ana St.	Ontario	5	Light Industrial / Office	1985	113,612	0.5%	19	86.6%	\$ 776,928	0.4%	\$ 7.90
710 South Dupont Avenue & 4051 Santa Ana Street	Ontario	2	Warehouse / Distribution	2001	111,890	0.5%	5	100.0%	\$ 967,650	0.5%	\$ 8.65
Safari Business Park ⁽⁷⁾	Ontario	16	Warehouse / Distribution	1988-1996	1,136,156	5.3%	81	96.3%	\$ 9,424,655	5.0%	\$ 8.62
3002-3008, 3022-3030, 3042-3050 & 3062-3072 Inland Empire Boulevard	Ontario	4	Warehouse / Distribution	1981	218,407	1.0%	9	88.0%	\$ 1,344,455	0.7%	\$ 7.00
302 Rockefeller Avenue	Ontario	1	Warehouse / Distribution	2000	99,282	0.5%	1	100.0%	\$ 687,190	0.4%	\$ 6.92
4355 Brickell Street	Ontario	1	Warehouse / Distribution	2004	95,644	0.5%	1	100.0%	\$ 700,114	0.4%	\$ 7.32
1900 Proforma Avenue	Ontario	1	Warehouse / Distribution	1989	135,360	0.6%	11	100.0%	\$ 1,201,962	0.6%	\$ 8.88
9160 - 9220 Cleveland Ave., 10860 6th St.	Rancho Cucamonga	3	Light Manufacturing / Flex	1988-1989 / 2006	129,309	0.6%	4	79.5%	\$ 1,667,430	0.9%	\$ 16.22
9805 6th St.	Rancho Cucamonga	2	Warehouse / Distribution	1986	81,377	0.4%	4	100.0%	\$ 713,667	0.4%	\$ 8.77
10700 Jersey Blvd.	Rancho Cucamonga	7	Light Industrial / Office	1988-1989	107,568	0.5%	58	100.0%	\$ 1,235,539	0.6%	\$ 11.49
15996 Jurupa Avenue	Fontana	1	Warehouse / Distribution	2015	212,660	1.0%	1	100.0%	\$ 1,162,883	0.6%	\$ 5.47
11127 Catawba Avenue	Fontana	1	Warehouse / Distribution	2015	145,750	0.7%	1	100.0%	\$ 797,871	0.4%	\$ 5.47
11190 White Birch Drive	Rancho Cucamonga	1	Warehouse / Distribution	1986	201,035	1.0%	1	100.0%	\$ 1,061,460	0.6%	\$ 5.28
12320 4th Street	Rancho Cucamonga	2	Warehouse / Distribution	1997/2003	284,676	1.4%	1	100.0%	\$ 1,273,358	0.7%	\$ 4.47
San Bernardino - Inland Empire West Total		55			3,652,359	17.2%	228	96.8%	\$ 26,780,047	14.2%	\$ 7.57

San Bernardino - Inland Empire East

6750 Unit C - 6780 Central Ave.	Riverside	3	Warehouse / Light Manufacturing	1978	51,867	0.2%	5	100.0%	\$ 344,942	0.2%	\$ 6.65
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Ventura County

300 South Lewis Rd.	Camarillo	1	Warehouse / Distribution	1960-1963 / 2006	215,128	1.0%	8	91.5%	\$ 1,720,007	0.9%	\$ 8.74
3233 Mission Oaks Blvd ⁽⁶⁾	Camarillo	2	Warehouse / Distribution	1980-1982 / 2014, 2018	461,210	2.2%	7	72.9%	\$ 2,875,657	1.5%	\$ 8.56

Property Address	City	Number of Buildings	Asset Type	Year Built / Renovated ⁽¹⁾	Rentable Square Feet	Percentage of Rentable Square Feet ⁽²⁾	Number of Leases	Occupancy	Annualized Base Rent ⁽³⁾	Percentage of Total Annualized Base Rent ⁽⁴⁾	Total Annualized Base Rent per Square Foot ⁽⁵⁾
201 Rice Ave. & 2400-2420 Celsius	Oxnard	3	Warehouse / Light Manufacturing	2008	137,785	0.6%	21	98.5%	\$ 1,308,214	0.7%	\$ 9.64
610-760 W Hueneme Rd & 5651-5721 Perkins Rd	Oxnard	2	Warehouse / Light Manufacturing	1985	87,181	0.4%	23	100.0%	\$ 956,170	0.5%	\$ 10.97
1800 Eastman Ave	Oxnard	1	Warehouse / Light Manufacturing	2009	33,332	0.2%	1	100.0%	\$ 247,200	0.1%	\$ 7.42
2220-2260 Camino del Sol	Oxnard	1	Warehouse / Distribution	2005	69,891	0.3%	2	100.0%	\$ 518,675	0.3%	\$ 7.42
2350-2380 Eastman Ave	Oxnard	4	Warehouse / Light Manufacturing	2003	55,321	0.3%	26	96.4%	\$ 587,999	0.3%	\$ 11.03
2360-2364 E. Sturgis Road	Oxnard	3	Warehouse / Light Manufacturing	1989	49,641	0.2%	16	95.4%	\$ 459,179	0.3%	\$ 9.69
3000 Paseo Mercado, 3120-3150 Paseo Mercado	Oxnard	5	Warehouse / Light Manufacturing	1988	132,187	0.6%	24	100.0%	\$ 1,212,797	0.7%	\$ 9.17
701 Del Norte Blvd.	Oxnard	1	Warehouse / Light Manufacturing	2000	125,514	0.6%	15	95.8%	\$ 1,132,740	0.6%	\$ 9.42
2950 Madera Rd.	Simi Valley	1	Warehouse / Distribution	1988 / 2005	136,065	0.6%	1	100.0%	\$ 866,013	0.5%	\$ 6.36
21-29 West Easy St.	Simi Valley	5	Warehouse / Light Manufacturing	1991 / 2006	102,530	0.5%	18	100.0%	\$ 1,178,498	0.6%	\$ 11.49
2390 Ward Avenue	Simi Valley	1	Warehouse / Distribution	1989	138,700	0.7%	2	100.0%	\$ 1,015,836	0.5%	\$ 7.32
1998 Surveyor Avenue ⁽⁶⁾	Simi Valley	1	Warehouse / Distribution	2018	—	—%	—	—%	\$ —	—%	\$ —
851 Lawrence Drive ⁽⁶⁾	Thousand Oaks	1	Warehouse / Distribution	1968	49,976	0.2%	—	—%	\$ —	—%	\$ —
Ventura County Total		32			1,794,461	8.4%	164	88.6%	\$ 14,078,985	7.5%	\$ 8.86

San Diego - North County

6200 & 6300 Yarrow Dr.	Carlsbad	2	Warehouse / Light Manufacturing	1977-1988 / 2006	151,433	0.7%	4	100.0%	\$ 1,580,268	0.8%	\$ 10.44
2431-2465 Impala Dr.	Carlsbad	7	Light Manufacturing / Flex	1983 / 2006	89,955	0.4%	9	93.3%	\$ 1,251,889	0.7%	\$ 14.91
6231 & 6241 Yarrow Dr.	Carlsbad	2	Warehouse / Light Manufacturing	1977 / 2006	80,441	0.4%	7	100.0%	\$ 845,910	0.4%	\$ 10.52
5803 Newton Dr.	Carlsbad	1	Light Manufacturing / Flex	1997-1999 / 2009	71,602	0.3%	4	100.0%	\$ 802,267	0.4%	\$ 11.20
6131-6133 Innovation Way	Carlsbad	2	Warehouse / Distribution	2017	114,572	0.5%	3	71.9%	\$ 947,910	0.5%	\$ 11.51
3927 Oceanic Drive	Oceanside	1	Warehouse / Distribution	2004	54,740	0.3%	1	100.0%	\$ 575,098	0.3%	\$ 10.51
1332-1340 Rocky Point Drive ⁽⁶⁾	Oceanside	3	Warehouse / Distribution	2009	73,747	0.3%	1	30.7%	\$ 196,106	0.1%	\$ 8.65
4039 Calle Platino	Oceanside	1	Warehouse / Distribution	2004	143,274	0.7%	4	100.0%	\$ 1,276,133	0.7%	\$ 8.91
660-664 Twin Oaks Valley Road	San Marcos	2	Warehouse / Distribution	1978 - 1988	96,993	0.5%	2	100.0%	\$ 883,327	0.5%	\$ 9.11
929, 935, 939 & 951 Poinsettia Ave.	Vista	4	Warehouse / Light Manufacturing	1989 / 2007	121,892	0.6%	9	100.0%	\$ 1,117,812	0.6%	\$ 9.17
2575 Pioneer Ave.	Vista	1	Warehouse / Light Manufacturing	1988 / 2006	68,935	0.3%	7	92.8%	\$ 624,169	0.3%	\$ 9.76
San Diego - North County Total		26			1,067,584	5.0%	51	91.2%	\$ 10,100,889	5.3%	\$ 10.38

San Diego - Central

Property Address	City	Number of Buildings	Asset Type	Year Built / Renovated ⁽¹⁾	Rentable Square Feet	Percentage of Rentable Square Feet ⁽²⁾	Number of Leases	Occupancy	Annualized Base Rent ⁽³⁾	Percentage of Total Annualized Base Rent ⁽⁴⁾	Total Annualized Base Rent per Square Foot ⁽⁵⁾
12720-12860 Danielson Ct.	Poway	6	Warehouse / Light Manufacturing	1999	112,062	0.5%	16	93.0%	\$ 1,161,798	0.6%	\$ 11.15
8902-8940 Activity Rd	San Diego	5	Light Industrial / Office	1987 / 1997	112,501	0.5%	38	100.0%	\$ 1,753,330	0.9%	\$ 15.59
6970-7170 & 7310-7374 Convoy Ct.	San Diego	13	Warehouse / Distribution	1971	187,763	0.9%	52	99.3%	\$ 2,956,230	1.6%	\$ 15.85
9340 Cabot Drive	San Diego	1	Warehouse / Distribution	1975 / 1976	86,564	0.4%	4	100.0%	\$ 893,192	0.5%	\$ 10.32
9404 Cabot Drive	San Diego	1	Warehouse / Distribution	1975 / 1976	46,846	0.2%	1	100.0%	\$ 497,133	0.3%	\$ 10.61
9455 Cabot Drive	San Diego	1	Warehouse / Distribution	1975 / 1976	96,840	0.5%	2	100.0%	\$ 877,792	0.5%	\$ 9.06
9755 Distribution Ave.	San Diego	1	Warehouse / Distribution	1974	47,666	0.2%	2	100.0%	\$ 436,737	0.2%	\$ 9.16
9855 Distribution Ave	San Diego	1	Warehouse / Distribution	1983	60,819	0.3%	2	100.0%	\$ 618,715	0.3%	\$ 10.17
10439-10477 Roselle St.	San Diego	10	Warehouse / Light Manufacturing	1970 / 2007	97,967	0.5%	47	100.0%	\$ 1,512,036	0.8%	\$ 15.43
8525 Camino Santa Fe	San Diego	1	Warehouse / Distribution	1986	59,399	0.3%	4	100.0%	\$ 600,860	0.3%	\$ 10.12
13550 Stowe Drive	San Diego	1	Warehouse / Distribution	1991	112,000	0.5%	1	100.0%	\$ 1,174,896	0.6%	\$ 10.49
9190 Activity Road	San Diego	1	Warehouse / Distribution	1986	83,520	0.4%	1	100.0%	\$ 839,988	0.5%	\$ 10.06
San Diego - Central Total		42			1,103,947	5.2%	170	99.2%	\$ 13,322,707	7.1%	\$ 12.17
San Diego - South County											
131 W. 33rd St.	National City	2	Warehouse / Light Manufacturing	1969 / 2008	76,701	0.4%	12	93.3%	\$ 689,746	0.4%	\$ 9.64
Consolidated Portfolio - Total / Weighted Average	176 Properties	372			21,295,443	100.0%	1,375	95.4%	\$ 188,299,282	100.0%	\$ 9.27

- (1) Year renovated reflects the most recent year in which a material upgrade, alteration or addition to building systems was completed, resulting in increased marketability of the property.
- (2) Calculated as rentable square feet for such property divided rentable square feet for the total consolidated portfolio as of December 31, 2018.
- (3) Calculated as monthly contracted base rent (before rent abatements) per the terms of the lease(s) at such property, as of December 31, 2018, multiplied by 12. Excludes billboard and antenna revenue and tenant reimbursements.
- (4) Calculated as annualized base rent for such property divided by annualized base rent for the total consolidated portfolio as of December 31, 2018.
- (5) Calculated as annualized base rent for such property divided by occupied square feet for such property as of December 31, 2018.
- (6) This property is undergoing repositioning, redevelopment, or lease-up as of December 31, 2018, or is expected to be placed under repositioning in 2019.
- (7) Safari Business Park consists of 16 buildings with the following addresses: 1845, 1885, 1901-1957 and 2037-2077 Vineyard Avenue; 1906-1946 and 2048-2058 Cedar Street; 1900-1956, 1901-1907, 1911-1951, 2010-2020 and 2030-2071 Lynx Place; 1810, 1840-1898, 1910-1960 and 2030-2050 Carlos Avenue; 2010-2057 and 2060-2084 Francis Street.

Property Diversification

The following table sets forth information relating to diversification by property type in our portfolio based on total annualized rent as of December 31, 2018.

Property Type	Number of Properties	Occupancy ⁽¹⁾	Rentable Square Feet	Percentage of Total Rentable Square Feet	Annualized Base Rent ⁽²⁾	Percentage of Total Annualized Base Rent ⁽³⁾	Annualized Base Rent per Square Foot ⁽⁴⁾
Warehouse / Distribution	96	95.0%	14,757,480	69.3%	\$ 119,174	63.3%	\$ 8.50
Warehouse / Light Manufacturing	58	96.4%	4,825,163	22.7%	46,138	24.5%	\$ 9.92
Light Industrial / Office ⁽⁵⁾	7	94.7%	711,153	3.3%	8,995	4.8%	\$ 13.35
Light Manufacturing / Flex	6	93.0%	466,323	2.2%	6,495	3.4%	\$ 14.97
Cold Storage / Distribution	4	100.0%	396,104	1.9%	\$ 5,491	2.9%	\$ 13.86
Warehouse / Excess Land	5	100.0%	139,220	0.6%	\$ 2,007	1.1%	\$ 14.42
Total / Weighted Average	176	95.4%	21,295,443	100.0%	\$ 188,299	100.0%	\$ 9.27

(1) Calculated as the average occupancy at such properties as of December 31, 2018.

(2) Calculated for each property as the monthly contracted base rent (before rent abatements) per the terms of the lease(s) at such property, as of December 31, 2018, multiplied by 12, and then aggregated by property type. Excludes billboard and antenna revenue and tenant reimbursements. Amounts in thousands.

(3) Calculated for each property type as annualized base rent for such property type divided by annualized base rent for the total consolidated portfolio as of December 31, 2018.

(4) Calculated for each property type as annualized base rent for such property type divided by occupied square feet for such property type as of December 31, 2018.

(5) Includes West Alameda Avenue with 44,924 rentable square feet that is classified as Creative Office.

Uncommenced Leases

Uncommenced leases as of December 31, 2018, reflect signed new and renewal leases that have not yet commenced as of December 31, 2018. Differences between our occupancy rates and leased rates as disclosed throughout this Annual Report on Form 10-K, are attributed to our uncommenced leases. The following table sets forth information relating to our uncommenced leases as of December 31, 2018.

Market	Uncommenced Renewal Leases: Leased Square Feet ⁽¹⁾	Uncommenced New Leases: Leased Square Feet ⁽²⁾	Percent Leased ⁽³⁾	Annualized Base Rent ⁽⁴⁾	Annualized Base Rent: Uncommenced Leases ⁽⁵⁾	Annualized Base Rent (Commenced and Uncommenced Leases) ⁽⁶⁾	Annualized Base Rent (Commenced and Uncommenced Leases) per Leased Square Foot ⁽⁷⁾
Los Angeles County	492,937	—	96.1%	\$ 99,206	\$ 634	\$ 99,840	\$ 9.56
Orange County	17,516	—	95.1%	23,776	19	23,795	\$ 9.33
San Bernardino County	102,189	26,506	97.6%	27,125	563	27,688	\$ 7.66
San Diego County	147,199	—	95.2%	24,113	101	24,214	\$ 11.32
Ventura County	77,093	5,266	88.9%	14,079	161	14,240	\$ 8.93
Total/Weighted Average	836,934	31,772	95.5%	\$ 188,299	\$ 1,478	\$ 189,777	\$ 9.33

(1) Represents the square footage of renewal leases that have been signed but have not yet commenced as of December 31, 2018.

(2) Represents the square footage of new leases that have been signed but have not yet commenced as of December 31, 2018.

(3) Calculated as square footage under commenced and uncommenced leases (net of renewal space) as of December 31, 2018, divided by total rentable square feet.

- (4) Represents annualized base rent for leases that have commenced as of December 31, 2018, at each property (calculated as monthly contracted base rent (before rent abatements) per the terms of the lease(s) at such property, as of December 31, 2018, multiplied by 12), aggregated by market. Excludes billboard and antenna revenue and tenant reimbursements. Amounts in thousands.
- (5) Annualized base rent from uncommenced leases includes: (i) \$333,000 of annualized base rent under uncommenced new leases (calculated by multiplying the first full month of contractual base rents (before rent abatements) to be received under uncommenced new leases, by 12) and (ii) \$1,145,000 of incremental annualized base rent under uncommenced renewal leases (calculated as the difference between (a) the first full month of contractual base rents (before rent abatements) to be received under uncommenced renewal leases and (b) the monthly contracted base rents under commenced leases (for the same space) as of December 31, 2018, multiplied by 12.). Amounts in thousands.
- (6) Calculated by adding annualized base rent for commenced leases (as described in note (4) above) and annualized base rent from uncommenced leases (as described in note (5) above). Amounts in thousands.
- (7) Calculated by dividing annualized base rent from commenced leases and uncommenced leases (as described in note (6) above), by leased square footage under commenced and uncommenced leases (net of renewal space) as of December 31, 2018.

Geographic Diversification

The following table sets forth information relating to geographic diversification by county and submarket in our portfolio based on total annualized base rent as of December 31, 2018.

Market	Number of Properties	Occupancy(1)	Rentable Square Feet	Percentage of Total Rentable Square Feet	Annualized Base Rent(2)	Percentage of Total Annualized Base Rent(3)	Annualized Base Rent per Square Foot(4)
Los Angeles County							
Central LA	9	100.0%	1,307,368	6.1%	\$ 12,030	6.4%	\$ 9.20
Greater San Fernando Valley	30	97.8%	3,182,445	15.0%	30,680	16.3%	\$ 9.85
Mid-Counties	13	97.9%	1,146,943	5.4%	10,851	5.8%	\$ 9.66
San Gabriel Valley	18	97.4%	2,243,183	10.5%	19,633	10.4%	\$ 8.99
South Bay	23	90.9%	2,985,061	14.0%	26,012	13.8%	\$ 9.59
Subtotal / Weighted Average	93	96.1%	10,865,000	51.0%	\$ 99,206	52.7%	\$ 9.50
Orange County							
North Orange County	9	95.1%	1,064,416	5.0%	\$ 9,208	4.9%	\$ 9.09
OC Airport	7	87.3%	639,374	3.0%	5,926	3.1%	\$ 10.61
South Orange County	3	100.0%	329,458	1.5%	3,065	1.6%	\$ 9.30
West Orange County	5	100.0%	650,276	3.1%	5,577	3.0%	\$ 8.58
Subtotal / Weighted Average	24	95.1%	2,683,524	12.6%	\$ 23,776	12.6%	\$ 9.32
San Bernardino County							
Inland Empire East	1	100.0%	51,867	0.2%	\$ 345	0.2%	\$ 6.65
Inland Empire West	19	96.8%	3,652,359	17.2%	26,780	14.2%	\$ 7.57
Subtotal / Weighted Average	20	96.9%	3,704,226	17.4%	\$ 27,125	14.4%	\$ 7.56
Ventura County							
Ventura	15	88.6%	1,794,461	8.4%	\$ 14,079	7.5%	\$ 8.86
Subtotal / Weighted Average	15	88.6%	1,794,461	8.4%	\$ 14,079	7.5%	\$ 8.86
San Diego County							
Central San Diego	12	99.2%	1,103,947	5.2%	\$ 13,322	7.1%	\$ 12.17
North County San Diego	11	91.2%	1,067,584	5.0%	10,101	5.3%	\$ 10.38
South County San Diego	1	93.3%	76,701	0.4%	690	0.4%	\$ 9.64
Subtotal / Weighted Average	24	95.2%	2,248,232	10.6%	\$ 24,113	12.8%	\$ 11.27
Consolidated Portfolio - Total / Weighted Average	176	95.4%	21,295,443	100.0%	\$ 188,299	100.0%	\$ 9.27

(1) Calculated as the average occupancy at such properties as of December 31, 2018.

(2) Represents annualized base rent for each property (calculated as monthly contracted base rent (before rent abatements) per the terms of the lease(s) at such property, as of December 31, 2018, multiplied by 12), aggregated by market. Excludes billboard and antenna revenue and tenant reimbursements. Amounts in thousands.

(3) Calculated as annualized base rent for such market divided by annualized base rent for the total consolidated portfolio as of December 31, 2018.

(4) Calculated as annualized base rent for such market divided by occupied square feet for such market as of December 31, 2018.

Industry Diversification

The following table sets forth information relating to tenant diversification by industry in our portfolio based on total annualized base rent as of December 31, 2018.

Industry	Number of Leases ⁽¹⁾	Occupied Square Feet	Percentage of Total Occupied Square Feet	Annualized Base Rent ⁽²⁾	Percentage of Total Annualized Base Rent ⁽³⁾	Annualized Base Rent per Square Foot ⁽⁴⁾
Wholesale Trade	310	4,921,196	24.2%	\$ 43,575	23.1%	\$ 8.85
Warehousing	309	4,499,868	22.2%	39,284	20.9%	8.73
Manufacturing	139	3,162,554	15.6%	26,934	14.3%	8.52
Retail Trade	120	2,346,714	11.5%	19,819	10.5%	8.45
Transportation Services	37	1,088,891	5.4%	11,520	6.1%	10.58
Professional, Scientific, and Technical Services	100	880,690	4.3%	10,496	5.6%	11.92
Construction	108	581,581	2.9%	6,279	3.3%	10.80
Other	70	550,584	2.7%	5,705	3.0%	10.36
Administrative and Support and Waste Management and Remediation Services	50	593,595	2.9%	5,597	3.0%	9.43
Information	35	345,140	1.7%	4,669	2.5%	13.53
Public Administration	8	236,283	1.2%	3,439	1.8%	14.55
Repair and Maintenance	33	315,475	1.5%	3,325	1.8%	10.54
Paper/Printing	11	319,168	1.6%	2,755	1.5%	8.63
Health Care and Social Assistance	20	239,537	1.2%	2,386	1.3%	9.96
Arts, Entertainment, and Recreation	20	131,198	0.6%	1,647	0.9%	12.55
Real Estate	5	97,771	0.5%	869	0.4%	8.89
Total / Weighted Average	1,375	20,310,245	100.0%	\$ 188,299	100.0%	\$ 9.27

(1) A single lease may cover space in more than one building.

(2) Calculated for each lease as the monthly contracted base rent (before rent abatements) per the terms of such lease, as of December 31, 2018, multiplied by 12, and then aggregated by industry. Excludes billboard and antenna revenue. Amounts in thousands.

(3) Calculated as annualized base rent for tenants in such industry divided by annualized base rent for the total consolidated portfolio as of December 31, 2018.

(4) Calculated as annualized base rent for tenants in such industry divided by occupied square feet for tenants in such industry as of December 31, 2018.

Tenants

Our portfolio of properties has a stable and diversified tenant base. As of December 31, 2018, our consolidated properties were 95.5% leased to tenants in a variety of industries, with no single tenant accounting for more than 2.8% of our total annualized base rent. Our average lease size is approximately 15,000 square feet, and approximately 49% of our total leased square feet consists of leases that are less than 50,000 square feet each. Our 10 largest tenants combined account for 11.9% of our annualized base rent as of December 31, 2018. We intend to continue to maintain a diversified mix of tenants in order to limit our exposure to any single tenant or industry.

The following table sets forth information about the 10 largest tenants in our portfolio based on total annualized base rent as of December 31, 2018.

Tenant	Submarket	Occupied Square Feet	Percentage of Total Occupied Square Feet	Annualized Base Rent(1)	Percentage of Total Annualized Base Rent(2)	Annualized Base Rent per Square Foot(3)	Lease Expirations
Unified Natural Foods, Inc.	Central LA	695,120	3.4%	\$ 5,213	2.8%	\$ 7.50	5/8/2038
Federal Express Corporation	South Bay	173,596	0.9%	2,476	1.3%	\$ 14.26	11/30/2032(4)
32 Cold, LLC	Central LA	149,157	0.7%	2,249	1.2%	\$ 15.08	3/31/2026(5)
Cosmetic Laboratories of America, LLC	Greater San Fernando Valley	319,348	1.6%	2,005	1.1%	\$ 6.28	6/30/2020
Triscenic Production Services, Inc.	Greater San Fernando Valley	255,303	1.3%	1,984	1.1%	\$ 7.77	3/31/2022(6)
Universal Technical Institute of Southern California, LLC	South Bay	142,593	0.7%	1,952	1.0%	\$ 13.69	8/31/2030
Southland Industries, Inc.	West Orange County	207,953	1.0%	1,872	1.0%	\$ 9.00	5/31/2028
Tesla, Inc.	Greater San Fernando Valley	167,425	0.8%	1,526	0.8%	\$ 9.12	8/31/2022(7)
Warehouse Specialists, Inc.	San Gabriel Valley	245,961	1.2%	1,520	0.8%	\$ 6.18	2/28/2021
Dendreon Corporation	West Orange County	170,865	0.8%	1,516	0.8%	\$ 8.87	12/31/2019
Top 10 Tenants		2,527,321	12.4%	\$ 22,313	11.9%	\$ 8.83	
All Other Tenants		17,782,923	87.6%	165,986	88.1%	\$ 9.33	
Total Consolidated Portfolio		20,310,244	100.0%	\$ 188,299	100.0%	\$ 9.27	

- (1) Calculated for each tenant as the monthly contracted base rent (before rent abatements) per the terms of such tenant's lease as of December 31, 2018, multiplied by 12. Excludes billboard and antenna revenue and tenant reimbursements. Amounts in thousands.
- (2) Calculated as annualized base rent for such tenant divided by annualized base rent for the total consolidated portfolio as of December 31, 2018.
- (3) Calculated as annualized base rent for such tenant divided by occupied square feet for such tenant as of December 31, 2018.
- (4) Includes (i) 30,160 rentable square feet expiring September 30, 2027, and (ii) 143,436 rentable square feet expiring November 30, 2032.
- (5) Includes (i) 78,280 rentable square feet expiring September 30, 2025, and (ii) 70,877 rentable square feet expiring March 31, 2026.
- (6) Includes (i) 38,766 rentable square feet expiring November 30, 2019, (ii) 147,318 rentable square feet expiring September 30, 2021, and (iii) 69,219 rentable square feet expiring March 31, 2022.
- (7) Includes (i) 21,697 rentable square feet expiring November 30, 2019, (ii) 16,868 rentable square feet expiring April 30, 2020, (iii) 20,310 rentable square feet expiring May 31, 2020, and (iv) 108,550 rentable square feet expiring August 31, 2022.

Leases

Overview

Triple net lease. In our triple net leases, the tenant is responsible for all aspects of and costs related to the property and its operation during the lease term. The landlord may have responsibility under the lease to perform or pay for certain capital repairs or replacements to the roof, structure or certain building systems, such as heating and air conditioning and fire suppression. The tenant may have the right to terminate the lease or abate rent due to a major casualty or condemnation affecting a significant portion of the property or due to the landlord's failure to perform its obligations under the lease. As of December 31, 2018, there were 258 triple net leases in our consolidated portfolio, representing approximately 57.4% of our total annualized base rent.

Modified gross lease. In our modified gross leases, the landlord is responsible for some property-related expenses during the lease term, but a significant amount of the expenses is passed through to the tenant for reimbursement to the landlord. The tenant may have the right to terminate the lease or abate rent due to a major casualty or condemnation affecting a significant portion of the property or due to the landlord's failure to perform its obligations under the lease. As of December 31, 2018, there were 934 modified gross leases in our consolidated portfolio, representing approximately 36.0% of our total annualized base rent.

Gross lease. In our gross leases, the landlord is responsible for all aspects of and costs related to the property and its operation during the lease term. The tenant may have the right to terminate the lease or abate rent due to a major casualty or condemnation affecting a significant portion of the property or due to the landlord's failure to perform its obligations under the lease. As of December 31, 2018, there were 183 gross leases in our consolidated portfolio, representing approximately 6.6% of our total annualized base rent.

The following table provides information regarding our lease segmentation by size as of December 31, 2018:

Square Feet	Number of Leases	Occupied Square Feet	Percentage of Total Occupied Square Feet	Annualized Base Rent ⁽¹⁾	Percentage of Total Annualized Base Rent ⁽²⁾	Annualized Base Rent per Square Foot ⁽³⁾
<4,999	760	1,620,113	8.0%	\$ 20,567	10.9%	\$ 12.69
5,000 - 9,999	197	1,390,173	6.8%	16,055	8.5%	\$ 11.55
10,000 - 24,999	239	3,812,433	18.8%	40,279	21.4%	\$ 10.57
25,000 - 49,999	85	3,044,084	15.0%	29,070	15.5%	\$ 9.55
>50,000	94	10,443,441	51.4%	82,328	43.7%	\$ 7.88
Total / Weighted Average	1,375	20,310,244	100.0%	\$ 188,299	100.0%	\$ 9.27

(1) Calculated for each lease as the monthly contracted base rent (before rent abatements) per the terms of such lease, as of December 31, 2018, multiplied by 12, and then aggregated by square feet. Excludes billboard and antenna revenue and rent abatements. Amounts in thousands.

(2) Calculated as annualized base rent for such leases divided by annualized base rent for the total consolidated portfolio as of December 31, 2018.

(3) Calculated as annualized base rent for such leases divided by occupied square feet for such leases as of December 31, 2018.

Lease Expirations

As of December 31, 2018, our weighted average in-place remaining lease term was approximately 3.8 years. The following table sets forth a summary schedule of lease expirations for leases in place as of December 31, 2018, plus available space, for each of the 10 full calendar years commencing December 31, 2018 and thereafter in our portfolio. The information set forth in the table assumes that tenants exercise no renewal options and no early termination rights.

Year of Lease Expiration	Number of Leases Expiring	Total Rentable Square Feet ⁽¹⁾	Percentage of Total Owned Square Feet	Annualized Base Rent ⁽²⁾	Percentage of Total Annualized Base Rent ⁽³⁾	Annualized Base Rent per Square Foot ⁽⁴⁾
Vacant ⁽⁵⁾	—	694,890	3.3%	\$ —	—%	\$ —
Current Repositioning ⁽⁶⁾	—	290,309	1.4%	—	—%	\$ —
MTM Tenants ⁽⁷⁾	68	78,064	0.4%	1,113	0.6%	\$ 14.26
2018	22	201,741	0.9%	2,104	1.1%	\$ 10.43
2019	306	2,751,675	12.9%	25,770	13.7%	\$ 9.37
2020	350	4,179,390	19.6%	36,914	19.6%	\$ 8.83
2021	292	4,855,514	22.8%	42,597	22.6%	\$ 8.77
2022	145	2,322,507	10.9%	21,276	11.3%	\$ 9.16
2023	121	2,162,941	10.2%	23,143	12.3%	\$ 10.70
2024	33	1,047,789	4.9%	10,064	5.4%	\$ 9.60
2025	11	269,578	1.3%	3,012	1.6%	\$ 11.17
2026	8	409,574	1.9%	4,542	2.4%	\$ 11.09
2027	7	252,538	1.2%	2,499	1.3%	\$ 9.90
Thereafter	12	1,778,933	8.3%	15,265	8.1%	\$ 8.58
Total Consolidated Portfolio	1,375	21,295,443	100.0%	\$ 188,299	100.0%	\$ 9.27

(1) Represents the contracted square footage upon expiration.

(2) Calculated as monthly contracted base rent (before rent abatements) per the terms of such lease, as of December 31, 2018, multiplied by 12. Excludes billboard and antenna revenue and rent abatements. Amounts in thousands.

(3) Calculated as annualized base rent set forth in this table divided by annualized base rent for the total portfolio as of December 31, 2018.

(4) Calculated as annualized base rent for such leases divided by occupied square feet for such leases as of December 31, 2018.

(5) Represents vacant space (not under repositioning or lease-up) as of December 31, 2018. Includes leases aggregating 31,772 rentable square feet that have been signed but had not yet commenced as of December 31, 2018.

(6) Represents space at seven of our properties that were classified as current repositioning as of December 31, 2018. Excludes completed repositioning properties and properties in lease-up. See Part II, Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Factors That May Influence Future Results of Operations – Acquisitions and Development of Properties,” of this Annual Report on Form 10-K for additional details related to these seven properties.

(7) Represents tenants under month-to-month (“MTM”) leases or having holdover tenancy. Includes 59 MTM leases totaling 63,290 rentable square feet at our property located at 14723-14825 Oxnard Street, where due to the number and the small size of spaces, we typically only enter into MTM leases.

Historical Tenant Improvements and Leasing Commissions

The following table sets forth certain historical information regarding leasing related (revenue generating) tenant improvement and leasing commission costs for tenants at the properties in our portfolio as follows:

	The Year Ended December 31,								
	2018			2017			2016		
	Cost ⁽¹⁾	Square Feet	PSF ⁽²⁾	Cost ⁽¹⁾	Square Feet	PSF ⁽²⁾	Cost ⁽¹⁾	Square Feet	PSF ⁽²⁾
Tenant Improvements									
New Leases - First Generation ⁽³⁾⁽⁴⁾	\$ 730	406,400	\$ 1.80	\$ 1,069	531,101	\$ 2.01	\$ 1,474	493,978	\$ 2.98
New Leases - Second Generation ⁽³⁾⁽⁵⁾	844	450,229	\$ 1.87	800	591,230	\$ 1.35	2,295	1,182,569	\$ 1.94
Renewal Leases	309	439,921	\$ 0.70	596	504,261	\$ 1.18	288	377,053	\$ 0.76
Total Tenant Improvements	\$ 1,883	1,296,550	\$ 1.45	\$ 2,465	1,626,592	\$ 1.52	\$ 4,057	2,053,600	\$ 1.97
Leasing Commissions									
New Leases - First Generation ⁽³⁾⁽⁴⁾	\$ 1,976	662,197	\$ 2.98	\$ 1,821	522,969	\$ 3.48	\$ 2,622	1,586,659	\$ 1.65
New Leases - Second Generation ⁽³⁾⁽⁵⁾	1,964	765,414	\$ 2.57	2,772	1,244,739	\$ 2.23	1,516	915,069	\$ 1.66
Renewal Leases	879	1,032,207	\$ 0.85	1,071	820,290	\$ 1.31	1,144	1,801,991	\$ 0.63
Total Leasing Commissions	\$ 4,819	2,459,818	\$ 1.96	\$ 5,664	2,587,998	\$ 2.19	\$ 5,282	4,303,719	\$ 1.23
Total Tenant Improvements & Leasing Commissions	\$ 6,702			\$ 8,129			\$ 9,339		

- (1) Cost is reported in thousands. Costs of tenant improvements include contractual tenant allowances and costs necessary to prepare a space for occupancy by a new tenant.
- (2) Per square foot ("PSF") amounts calculated by dividing the aggregate tenant improvement and/or leasing commission cost by the aggregate square footage of the leases in which we incurred such costs, excluding new/renewal leases in which there were no tenant improvements and/or leasing commissions.
- (3) New leases represent all leases other than renewal leases.
- (4) Tenant improvements and leasing commissions related to our initial leasing of vacant space in acquired properties or leasing of a space that has been vacant for more than 12 months, are considered first generation costs.
- (5) Tenant improvements and leasing commissions related to leasing of a space that has been previously occupied by a tenant during the prior 12 months, are considered second generation costs.

Historical Capital Expenditures

The following table sets forth certain information regarding historical maintenance (non-revenue generating) capital expenditures at the properties in our portfolio as follows:

	Year Ended December 31,								
	2018			2017			2016		
	Cost(1)	Square Feet(2)	PSF(3)	Cost(1)	Square Feet(2)	PSF(3)	Cost(1)	Square Feet(2)	PSF(3)
Non-Recurring Capital Expenditures ⁽⁴⁾	\$ 45,452	14,142,110	\$ 3.21	\$ 35,221	12,889,591	\$ 2.73	\$ 21,192	9,061,612	\$ 2.34
Recurring Capital Expenditures ⁽⁵⁾	5,621	19,842,157	\$ 0.28	2,525	16,590,584	\$ 0.15	2,792	13,611,194	\$ 0.21
Total Capital Expenditures	\$ 51,073			\$ 37,746			\$ 23,984		

- (1) Cost is reported in thousands.
- (2) For non-recurring capital expenditures, reflects the aggregate square footage of the properties in which we incurred such capital expenditures. For recurring capital expenditures, reflects the weighted average square footage of our consolidated portfolio for the period.
- (3) PSF amounts calculated by dividing the aggregate capital expenditure costs by the square footage as defined in (1) and (2) above.
- (4) Non-recurring capital expenditures are expenditures made in respect of a property for improvement to the appearance of such property, or any development or other major upgrade or renovation of such property, and further includes capital expenditures for seismic upgrades, or capital expenditures for deferred maintenance existing at the time such property was acquired.

- (5) Recurring capital expenditures are expenditures made in respect of a property for maintenance of such property and replacement of items due to ordinary wear and tear including, but not limited to, expenditures made for maintenance or replacement of parking lot, roofing materials, mechanical systems, HVAC systems and other structural systems.

Item 3. Legal Proceedings

From time to time, we are party to various lawsuits, claims and legal proceedings that arise in the ordinary course of our business. We are not currently a party to any legal proceedings that we believe would reasonably be expected to have a material adverse effect on our business, financial condition or results of operations.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

Our common stock is traded on the NYSE under the symbol "REXR". As of February 11, 2019, there were 163 holders of record of our common stock. Certain shares of our Company are held in "street" name and accordingly, the number of beneficial owners of such shares is not known or included in the foregoing numbers.

Sales of Unregistered Securities

None.

Repurchases of Equity Securities

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or approximate dollar value) of Shares that May Yet Be Purchased Under the Plans or Programs
October 1, 2018 to October 31, 2018	—	\$ —	N/A	N/A
November 1, 2018 to November 30, 2018 ⁽¹⁾	520	\$ 32.22	N/A	N/A
December 1, 2018 to December 31, 2018 ⁽¹⁾	141	\$ 31.42	N/A	N/A
	<u>661</u>	<u>\$ 32.05</u>	N/A	N/A

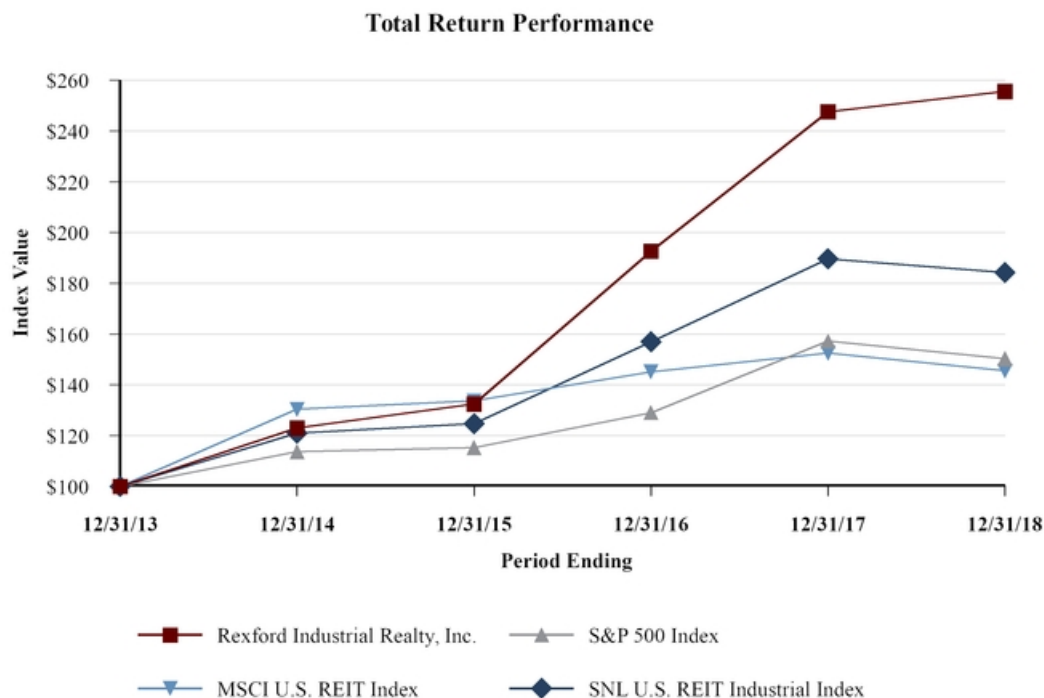
(1) In November 2018 and December 2018, these shares were tendered by certain of our employees to satisfy minimum statutory tax withholding obligations related to the vesting of restricted shares.

Equity Compensation Plan Information

Our equity compensation plan information required by this item is incorporated by reference to the information in Part III, Item 12 of this Annual Report on Form 10-K.

Performance Graph

The following graph compares the cumulative total stockholder return on our common stock from December 31, 2013 through December 31, 2018, with the cumulative total return of the Standard & Poor's 500 Index and a selection of appropriate "peer group" indexes (assuming the investment of \$100 in our common stock and in each of the indexes on December 31, 2013, and that all dividends were reinvested into additional shares of common stock at the frequency with which dividends are paid on the common stock during the applicable fiscal year). The total return performance shown in this graph is not necessarily indicative of, and is not intended to suggest, future total return performance.



Index	Period Ending					
	12/31/2013	12/31/2014	12/31/2015	12/31/2016	12/31/2017	12/31/2018
Rexford Industrial Realty, Inc.	\$ 100.00	\$ 122.99	\$ 132.49	\$ 192.69	\$ 247.64	\$ 255.61
S&P 500 Index	\$ 100.00	\$ 113.69	\$ 115.26	\$ 129.05	\$ 157.22	\$ 150.33
MSCI U.S. REIT Index	\$ 100.00	\$ 130.38	\$ 133.67	\$ 145.16	\$ 152.52	\$ 145.55
SNL U.S. REIT Industrial Index	\$ 100.00	\$ 120.99	\$ 124.67	\$ 156.99	\$ 189.66	\$ 184.28

Item 6. Selected Financial Data.

The following table sets forth selected financial and operating data and should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations," and our audited financial statements and related notes, elsewhere in this Annual Report on Form 10-K. All consolidated financial data has been restated, as appropriate, to reflect the impact of activity classified as discontinued operations for all periods presented.

Year Ended Year Ended December 31,

	2018	2017	2016	2015	2014
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(in thousands except for share and per share data)

Statement of Operations Data:					
Total revenues from continuing operations	\$ 212,494	\$ 161,355	\$ 126,192	\$ 93,900	\$ 66,581
Net income (loss) from continuing operations	\$ 47,075	\$ 41,700	\$ 25,876	\$ 1,950	\$ (1,170)
Net income	\$ 47,075	\$ 41,700	\$ 25,876	\$ 1,950	\$ 976
Per Share Data:					
Weighted average common shares outstanding - basic	86,824,235	71,198,862	62,723,021	54,024,923	31,953,506
Weighted average common shares outstanding - diluted	87,335,749	71,598,654	62,965,554	54,024,923	\$ 31,953,506
Net income (loss) from continuing operations available to common stockholders - basic	\$ 0.42	\$ 0.48	\$ 0.36	\$ 0.03	\$ (0.04)
Net income (loss) from continuing operations available to common stockholders - diluted	\$ 0.41	\$ 0.48	\$ 0.36	\$ 0.03	\$ (0.04)
Net income available to common stockholders - basic	\$ 0.42	\$ 0.48	\$ 0.36	\$ 0.03	\$ 0.02
Net income available to common stockholders - diluted	\$ 0.41	\$ 0.48	\$ 0.36	\$ 0.03	\$ 0.02
Dividends declared per common share	\$ 0.64	\$ 0.58	\$ 0.54	\$ 0.51	\$ 0.48
Balance Sheet Data (End of Period):					
Total real estate held for investment, before accumulated depreciation	\$ 2,716,083	\$ 2,161,965	\$ 1,552,129	\$ 1,188,766	\$ 930,462
Total real estate held for investment, after accumulated depreciation	\$ 2,487,341	\$ 1,988,424	\$ 1,416,989	\$ 1,085,143	\$ 853,578
Total assets	\$ 2,787,685	\$ 2,111,373	\$ 1,515,008	\$ 1,153,251	\$ 932,185
Notes payable	\$ 757,371	\$ 668,941	\$ 500,184	\$ 418,154	\$ 356,362
Total liabilities	\$ 879,262	\$ 746,119	\$ 552,868	\$ 459,507	\$ 386,308
Preferred stock	\$ 159,094	\$ 159,713	\$ 86,651	\$ —	\$ —
Total equity	\$ 1,908,423	\$ 1,365,254	\$ 962,140	\$ 693,744	\$ 545,877
Other Data:					
Funds from operations ⁽¹⁾	\$ 109,895	\$ 76,968	\$ 58,584	\$ 43,844	\$ 27,970
Cash flow provided by operating activities	\$ 102,775	\$ 76,650	\$ 56,432	\$ 40,508	\$ 24,504
Cash flow used in investing activities	\$ (507,213)	\$ (606,900)	\$ (361,214)	\$ (236,774)	\$ (380,581)
Cash flow provided by financing activities	\$ 578,169	\$ 521,595	\$ 315,106	\$ 192,861	\$ 355,686
Total number of in-service properties	176	151	136	119	98

(1) See Part II, Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Supplemental Measure: Funds From Operations,” in this Annual Report on Form 10-K for a reconciliation to net income and a discussion of why we believe FFO is a useful supplemental measure of operating performance, ways in which investors might use FFO when assessing our financial performance, and FFO’s limitations as a measurement tool.

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the sections of this Annual Report on Form 10-K entitled “Risk Factors,” “Forward-Looking Statements,” “Business” and our audited consolidated financial statements and the related notes thereto included elsewhere in this Annual Report on Form 10-K. This discussion contains forward-looking statements reflecting current expectations that involve risks and uncertainties. Actual results and the timing of events may differ materially

from those contained in these forward-looking statements due to a number of factors, including those discussed in the section entitled “Risk Factors” and elsewhere in this Annual Report on Form 10-K.

Company Overview

Rexford Industrial Realty, Inc. is a self-administered and self-managed full-service REIT focused on owning and operating industrial properties in Southern California infill markets. We were formed as a Maryland corporation on January 18, 2013 and Rexford Industrial Realty, L.P. (the “Operating Partnership”), of which we are the sole general partner, was formed as a Maryland limited partnership on January 18, 2013. Through our controlling interest in our Operating Partnership and its subsidiaries, we own, manage, lease, acquire and develop industrial real estate primarily located in Southern California infill markets, and from time to time, acquire or provide mortgage debt secured by industrial property. We are organized and conduct our operations to qualify as a REIT under the Code, and generally are not subject to federal taxes on our income to the extent we distribute our income to our shareholders and maintain our qualification as a REIT.

As of December 31, 2018, our consolidated portfolio consisted of 176 properties with approximately 21.3 million rentable square feet. In addition, we currently manage an additional 20 properties with approximately 1.2 million rentable square feet.

Our goal is to generate attractive risk-adjusted returns for our stockholders by providing superior access to industrial property investments and mortgage debt secured by industrial property in Southern California infill markets. Our target markets provide us with opportunities to acquire both stabilized properties generating favorable cash flow, as well as properties where we can enhance returns through value-add renovations and redevelopment. Scarcity of available space and high barriers limiting new construction of for-lease product all contribute to create superior long-term supply/demand fundamentals within our target infill Southern California industrial property markets. With our vertically integrated platform and extensive value-add investment and management capabilities, we believe we are in a position to capitalize upon the opportunities in our markets to achieve our objectives.

Highlights

Acquisitions

- During 2018, we acquired 30 properties, with a combined 3.1 million rentable square feet, for an aggregate cost of \$492.9 million.

Repositioning

- During 2018, we completed the repositioning of six of our properties located at 301-445 Figueroa Street, 28903 Avenue Paine, 14748-14750 Nelson Avenue, 15401 Figueroa Street, 2722 Fairview Street and 1580 Carson Street with a combined 0.6 million rentable square feet. As of December 31, 2018, 301-445 Figueroa Street and 28903 Avenue Paine are stabilized at 100% occupancy, and 14748-14750 Nelson Avenue is 86% leased. During 2018, we also completed the repositioning and lease-up of 43,927 rentable square feet of space at 3233 Mission Oaks Boulevard.
- During 2018, we pre-leased our 56,306 square foot single-tenant development property located at 1998 Surveyor Avenue and in January 2019 the tenant took possession of the property.

Dispositions

- During 2018, we completed the sale of six of our properties with a combined 0.3 million rentable square feet, for a total gross sales price of \$48.0 million, and total net cash proceeds of \$45.2 million.

Equity

- During 2018, we sold a total of 18,177,242 shares of our common stock under our various at-the-market equity offering programs, for gross proceeds of \$565.6 million, or approximately \$31.12 per share, and net proceeds of \$557.1 million after deducting the sales agents' fee.

Financing

- In January 2018, we amended our \$225.0 million unsecured term loan facility, which reduced the applicable margin for LIBOR-based borrowings from a range of 1.50% to 2.25% per annum to a range of 1.20% to 1.70% per annum.
- In May 2018, we closed on a seven-year \$150.0 million senior unsecured term loan facility that matures May 22, 2025. The term loan facility bears interest at LIBOR plus an applicable Eurodollar rate margin that will range from 1.50% to 2.20% per annum depending on our leverage ratio.

- In June 2018, we amended our \$60 million term loan, which extended the maturity date from August 1, 2019 to August 1, 2023, and decreased the interest rate from LIBOR plus 1.90% per annum to LIBOR plus 1.70% per annum.

Factors That May Influence Future Results of Operations

Market Fundamentals

Our operating results depend upon the infill Southern California industrial real estate market.

The infill Southern California industrial real estate sector has continued to exhibit strong fundamentals. These high-barrier infill markets are characterized by a relative scarcity of available product, operating at near full occupancy, coupled with limited ability to introduce new supply due to high land and development costs and a dearth of developable land in markets experiencing a net reduction in supply as more industrial property is converted to non-industrial uses than can be delivered. Consequently, available industrial supply continues to decrease in many of our target infill submarkets, landlord concessions are at cyclically low levels and construction deliveries are falling short of demand. Meanwhile, underlying tenant demand within our infill target markets continues to demonstrate growth, illustrated or driven by strong re-leasing spreads, an expanding regional economy, substantial growth in e-commerce transaction and delivery volumes, as well as further compression of delivery time-frames to consumers and to businesses, increasing the significance of last-mile facilities for timely fulfillment. Despite potential concerns related to global growth, tax reform and changes to trade and tariff policies and the impact of rising interest rates, we continue to observe a number of positive trends within our target infill markets. Based on current observations within the infill Southern California industrial property market and within our property portfolio, we expect these positive trends may continue into the upcoming year.

In Los Angeles County, positive market trends continued through 2018, as historically high occupancy levels persisted year-over-year and asking lease rates increased significantly during 2018. Current market conditions indicate rents are likely to continue their upward trend with potential increases through 2019, as occupancy still remains at near capacity levels and new development is limited by a lack of land availability and an increase in land and development costs.

In Orange County, market fundamentals remained favorable throughout 2018. With steady tenant demand and a continued low availability of industrial product in this region, average asking lease rents continued their upward trend during 2018 and vacancy remained at historically low levels. Current regional market conditions indicate the potential for continued rental growth through 2019.

In San Diego, although there was a slight increase in vacancy year-over-year, net absorption was positive during 2018 and overall asking lease rates increased year-over-year.

In Ventura County, vacancy increased year-over-year and asking lease rates increased year-over year.

Lastly, in the Inland Empire, new industrial product continues to be absorbed well in the market. In the Inland Empire West, which contains infill markets in which we operate, vacancy remained at historically low levels and asking lease rates were unchanged year-over-year. We expect the outlook for the Inland Empire West to remain positive over the upcoming year. We generally do not focus on properties located within the non-infill Inland Empire East sub-market where the development and construction pipeline for new supply is substantial.

Acquisitions and Value-Add Repositioning of Properties

The Company's growth strategy comprises acquiring leased, stabilized properties as well as properties with value-add opportunities to improve functionality and to deploy our value-driven asset management programs in order to increase cash flow and value. Additionally, from time to time, we may acquire land parcels or properties with excess land where we may construct new buildings, although we do not anticipate this to be a substantial part of our operations. Acquisitions may comprise single property investments as well as the purchase of portfolios of properties, with transaction values ranging from sub-\$10 million dollar single-property investments to portfolios potentially valued in the billions of dollars. The Company's geographic focus remains infill Southern California. However, from time-to-time, portfolios could be acquired comprising a critical mass of infill Southern California industrial property that could include some assets located in markets outside of infill Southern California. In general, to the extent non-infill-Southern California assets were to be acquired as part of a larger portfolio, the Company may underwrite such investments with the potential to dispose such assets over a certain period of time in order to maximize its core focus on infill Southern California, while endeavoring to take appropriate steps to satisfy REIT safe harbor requirements to avoid prohibited transactions under REIT tax laws.

A key component of our growth strategy is to acquire properties through off-market and lightly marketed transactions that are often operating at below-market occupancy or below-market rent at the time of acquisition or that have near-term lease roll-over or that provide opportunities to add value through functional or physical repositioning and improvements. Through

various redevelopment, repositioning, and professional leasing and marketing strategies, we seek to increase the properties' functionality and attractiveness to prospective tenants and, over time, to stabilize the properties at occupancy rates that meet or exceed market rates.

A repositioning may consist of a range of improvements to a property. These may include a complete structural renovation of a property whereby we convert large underutilized spaces into a series of smaller and more functional spaces, or it may include the creation of additional square footage, the modernization of the property site, the elimination of functional obsolescence, the addition or enhancement of loading areas and truck access, the enhancement of fire-life-safety systems or other accretive improvements. Because each repositioning effort is unique and determined based on the property, targeted tenants and overall trends in the general market and specific submarket, the timing and effect of the repositioning on our rental revenue and occupancy levels will vary, and, as a result, will affect the comparison of our results of operations from period to period with limited predictability.

As of December 31, 2018, seven of our properties were in various stages of repositioning or development and four of our properties were in the lease-up stage. In addition, we anticipate beginning repositioning work on two additional properties in early 2019. The table below sets forth a summary of these properties, as well as the four projects that were stabilized during 2018. In addition to the properties in the table below, we also have a range of smaller spaces in value-add repositioning or renovation, that due to their smaller size, are not presented below, however, in the aggregate, may be substantial.

Property (Submarket)	Market	Total Property Rentable Square Feet	Vacant Rentable Square Feet Under Repositioning/Lease-up	Estimated Development Rentable Square Feet	Estimated Construction Period ⁽¹⁾		Total Property Leased % at 12/31/18
					Start	Completion	
Current Repositioning:							
28903 Avenue Paine - Development (SF Valley)	LA	—	—	115,817	2Q-2019	1Q-2020	—%
851 Lawrence Drive (Ventura) ⁽²⁾	VC	49,976	49,976	39,294	2Q-2018	1Q-2020	—%
1998 Surveyor Avenue (Ventura) ⁽³⁾	VC	—	—	56,306	2Q-2018	1Q-2019	100% ⁽³⁾
9615 Norwalk Boulevard (Mid-Counties) ⁽⁴⁾	LA	38,362	12,000	189,808	3Q-2018	2Q-2021	69%
29003 Avenue Sherman (SF Valley)	LA	68,123	68,123	—	3Q-2018	2Q-2019	—%
1332-1340 Rocky Point Drive (North San Diego)	SD	73,747	51,081	—	4Q-2018	2Q-2019	31%
3233 Mission Oaks Boulevard - Unit 3233 (Ventura) ⁽⁵⁾	VC	461,210	109,129	—	2Q-2017	2Q-2019	73%
Total			290,309	401,225			
Lease-up Stage:							
14748-14750 Nelson Avenue (San Gabriel Valley)	LA	201,990	29,100	—	3Q-2016	3Q-2018	86%
15401 Figueroa Street (South Bay)	LA	38,584	38,584	—	2Q-2018	3Q-2018	—%
2722 Fairview Street (OC Airport)	OC	116,575	58,802	—	1Q-2018	4Q-2018	50%
1580 Carson Street (South Bay)	LA	43,787	43,787	—	2Q-2018	4Q-2018	—%
Total			170,273	—			
Future Repositioning:							
16121 Carmenita Road (Mid-Counties)	LA	108,500	—	—	1Q-2019	3Q-2019	89%
7110 E. Rosecrans Avenue - Unit B (South Bay) ⁽⁶⁾	LA	73,439	—	—	1Q-2019	2Q-2019	100%
Total			—	—			
Total Current Repositioning, Lease-up Stage and Future Repositioning:			460,582	401,225			
2018 Stabilized:⁽⁷⁾							
3233 Mission Oaks Boulevard - Unit H (Ventura) ⁽⁵⁾	VC	461,210	—	—	N/A	N/A	73%
1601 Alton Parkway (OC Airport)	OC	124,988	—	—	N/A	N/A	87%
301-445 Figueroa Street (South Bay)	LA	133,650	—	—	N/A	N/A	100%
28903 Avenue Paine - Repositioning (SF Valley)	LA	111,935	—	—	N/A	N/A	100%

- (1) The estimated construction period is subject to change as a result of a number of factors including but not limited to permit requirements, delays in construction, changes in scope, and other unforeseen circumstances.
- (2) We expect to demolish the existing 49,976 rentable square foot building and construct a new 89,270 rentable square foot multi-unit building.
- (3) We acquired 1998 Surveyor Avenue as an under-construction building for \$5.8 million and the assumed the seller's fixed-price construction contracts with \$4.4 million of remaining costs at acquisition. At completion, the property will be one single-tenant building containing 56,306 rentable square feet. During 2018, we pre-leased the property and in January 2019 the tenant took possession of the property.
- (4) 9615 Norwalk is a 10.26 acre storage-yard with three buildings totaling 38,362 rentable square feet. In January 2019, we converted the tenant's month to month land lease to a term lease with an expiration date of June 30, 2020. We will

demolish the existing buildings and construct a new 201,808 rentable square foot building upon termination of the land lease.

- (5) As of December 31, 2018, we are repositioning space aggregating 109,129 rentable square feet at 3233 Mission Oaks. During the first quarter of 2018, we completed the repositioning of a 43,927 rentable square foot unit at 3233 Mission Oaks.
- (6) We plan to reposition a 36,000 rentable square foot unit at 7110 Rosecrans Avenue when the current lease expires in the first quarter of 2019.
- (7) We consider a repositioning property to be stabilized at the earlier of the following: (i) upon reaching 90% occupancy or (ii) one year from the date of completion of repositioning construction work.

Properties that are nonoperational as a result of repositioning or redevelopment activity may qualify for varying levels of interest, insurance and real estate tax capitalization during the development and construction period. An increase in our repositioning and development activities resulting from value-add acquisitions could cause an increase in the asset balances qualifying for interest, insurance and tax capitalization in future periods. We capitalized \$2.1 million of interest expense and \$0.9 million of insurance and real estate tax expense during the year ended December 31, 2018, related to our repositioning and redevelopment projects.

Rental Revenue

Our operating results depend primarily upon generating rental revenue from the properties in our consolidated portfolio. The amount of rental revenue generated by these properties is affected by our ability to maintain or increase occupancy levels and rental rates at our properties, which will depend upon our ability to lease vacant space and re-lease expiring space at favorable rates.

Occupancy Rates

As of December 31, 2018, our consolidated portfolio was 95.4% occupied. We believe the opportunity to increase occupancy at our properties will be an important driver of future revenue growth. An opportunity to drive this growth will derive from the lease-up of recently completed repositioning projects and the completion and lease-up of repositioning projects that are currently under construction and planned for near-term construction.

As summarized in the table above, as of December 31, 2018, 11 of our properties with a combined 0.5 million vacant rentable square feet, were in various stages of repositioning or lease-up. These 11 properties are concentrated in our Los Angeles, Orange County, San Diego and Ventura markets, and represent 2.2% of our total consolidated portfolio square footage as of December 31, 2018. Including vacant repositioning and lease-up space at these 11 properties, our weighted average occupancy rate as of December 31, 2018, in Los Angeles, Orange County, San Diego and Ventura was 96.1%, 95.1%, 95.2% and 88.6%, respectively. Excluding vacant repositioning and lease-up space at these 11 properties, our weighted average occupancy rate as of December 31, 2018, in these markets was 97.8%, 97.2%, 97.4% and 97.2%, respectively, and our overall portfolio occupancy excluding these properties was 97.5%. We believe that a significant portion of our long-term future growth will come from the completion of these projects currently under or scheduled for repositioning, as well as through the identification or acquisition of new opportunities for redevelopment and repositioning, whether in our existing portfolio or through new investments, which may vary from period to period subject to market conditions.

The occupancy rate of properties not undergoing repositioning is affected by regional and local economic conditions in our Southern California infill markets. Throughout 2018, the Los Angeles, Orange and San Diego county markets have continued to show historically low vacancy and positive absorption, resulting from high tenant demand combined with low product availability. Accordingly, our properties in these markets have exhibited a similar trend. We expect general market conditions to remain positive in 2019, and we believe the opportunity to increase occupancy and rental rates at our properties will be an important driver of future revenue growth.

Leasing Activity and Rental Rates

The following tables set forth our leasing activity for new and renewal leases on a quarterly basis for the year ended December 31, 2018:

New Leases						
Quarter	Number of Leases	Rentable Square Feet	Weighted Average Lease Term (in years)	Effective Rent Per Square Foot ⁽¹⁾	GAAP Leasing Spreads ⁽²⁾⁽⁴⁾	Cash Leasing Spreads ⁽³⁾⁽⁴⁾
Q1-2018	47	281,844	4.8	\$ 11.29	32.0%	18.1%
Q2-2018	61	300,591	4.5	\$ 12.22	28.3%	19.2%
Q3-2018	48	583,257	5.2	\$ 11.49	46.9%	34.1%
Q4-2018	39	168,758	4.1	\$ 13.28	25.8%	16.0%
Total/Weighted Average	195	1,334,450	4.8	\$ 11.84	33.8%	22.2%

Renewal Leases							Expiring Leases ⁽⁶⁾		Retention % ⁽⁷⁾
Quarter	Number of Leases	Rentable Square Feet	Weighted Average Lease Term (in years)	Effective Rent Per Square Foot ⁽¹⁾	GAAP Leasing Spreads ⁽²⁾⁽⁵⁾	Cash Leasing Spreads ⁽³⁾⁽⁵⁾	Number of Leases	Rentable Square Feet	Rentable Square Feet
Q1-2018	70	566,551	2.8	\$ 10.66	23.1%	13.8%	119	913,468	68.4%
Q2-2018	67	542,902	4.0	\$ 10.69	37.5%	25.2%	108	833,946	70.7%
Q3-2018	58	360,430	3.2	\$ 14.80	25.2%	14.8%	105	782,403	55.0%
Q4-2018	51	463,065	3.8	\$ 11.87	24.9%	14.4%	84	725,650	66.6%
Total/Weighted Average	246	1,932,948	3.5	\$ 11.73	27.5%	16.9%	416	3,255,467	65.4%

- (1) Effective rent per square foot is the average base rent calculated in accordance with GAAP, over the term of the lease, expressed in dollars per square foot per year. Includes all new and renewal leases executed during each respective quarter.
- (2) Calculated as the change between GAAP rents for new or renewal leases and the expiring GAAP rents on the expiring leases for the same space.
- (3) Calculated as the change between cash rents for new or renewal leases and the expiring cash rents on the expiring leases for the same space.
- (4) The GAAP and cash re-leasing spreads for new leases executed during the year ended December 31, 2018, exclude 63 leases aggregating 719,616 rentable square feet for which there was no comparable lease data. Of these 63 excluded leases, 24 leases aggregating 444,613 rentable square feet are leases of recently repositioned space. Comparable leases generally exclude: (i) space that has never been occupied under our ownership, (ii) recently repositioned/redeveloped space, (iii) space that has been vacant for over one year or (iv) space with lease terms shorter than six months.
- (5) The GAAP and cash re-leasing rent spreads for renewal leases executed during the year ended December 31, 2018, exclude 11 leases aggregating 100,567 rentable square feet for which there was no comparable lease data due to either (i) space with different lease structures or (ii) space with lease terms shorter than six months.
- (6) Includes eight leases totaling 200,469 rentable square feet that expired during the year ended December 31, 2018, for which the space was placed into repositioning after each tenant vacated.
- (7) Retention is calculated as renewal lease square footage plus relocation/expansion square footage, divided by the square footage of leases expiring during the period. Retention excludes expiring leases associated with space that is placed into repositioning after the tenant vacates.

Our leasing activity is impacted both by our redevelopment and repositioning efforts, as well as by market conditions. While we reposition a property, its space may become unavailable for leasing until completion of our repositioning efforts. During the year ended December 31, 2018, we stabilized 3233 Mission Oaks Boulevard - Unit H, 301-445 Figueroa Street and

28903 Avenue Paine with a combined 289,512 rentable square feet and leased an additional 172,890 rentable square feet at 14748-14750 Nelson Avenue. Additionally, in January 2019 we completed and stabilized our development property located at 1998 Surveyor Avenue. As of the date of this filing, we have six incomplete repositioning and development projects with estimated construction completion periods ranging from the second quarter of 2019 to the second quarter of 2021 and four properties in the lease-up stage. We expect these properties to have positive impacts on our leasing activity and revenue generation as we complete our value-add repositioning plan and place these properties in service.

Scheduled Lease Expirations

Our ability to re-lease space subject to expiring leases is affected by economic and competitive conditions in our markets and by the desirability of our individual properties, which may impact our results of operations.

As of December 31, 2018, 0.7 million rentable square feet of our portfolio was available for lease, 0.3 million rentable square feet of vacant space was under repositioning and leases representing 0.2 million rentable square feet of our portfolio expired on December 31, 2018. Additionally, leases representing 12.9% and 19.6% of the aggregate rentable square footage of our portfolio are scheduled to expire during the years ending December 31, 2019 and 2020, respectively. During the year ended December 31, 2018, we renewed 246 leases for 1.9 million rentable square feet, resulting in a 65.4% retention rate. Our retention rate during the year was impacted by our strategy to roll certain tenants at below-market rents and to replace them with higher quality tenants paying higher rents with minimal down time. New and renewal leases signed during the current year had a weighted average term of 4.8 and 3.5 years, respectively, and we expect future new and renewal leases to have similar terms.

The leases scheduled to expire during the years ending December 31, 2019 and 2020, represent 13.7% and 19.6%, respectively, of the total annualized base rent for our portfolio as of December 31, 2018. We estimate that, on a weighted average basis, in-place rents of leases scheduled to expire in 2019 and 2020 are currently below current market asking rents, although individual units or properties within any particular submarket presently may be leased either above, below, or at the current market asking rates within that submarket. As described in the above Market Fundamentals section, we expect market dynamics to remain strong heading into 2019 and that these positive trends will provide a favorable environment for additional increases in lease renewal rates. Accordingly, we expect 2019 will show positive renewal rates and leasing spreads. We also currently do not see any reason not to expect that 2020 lease expirations will show positive growth upon renewal; however, it is difficult to predict market conditions that far into the future.

Conditions in Our Markets

The properties in our portfolio are located primarily in Southern California infill markets. Positive or negative changes in economic or other conditions, adverse weather conditions and natural disasters in this market may affect our overall performance.

Property Expenses

Our rental expenses generally consist of utilities, real estate taxes, insurance, site repair and maintenance costs, and the allocation of overhead costs. For the majority of our properties, our property expenses are recovered, in part, by either the triple net provisions or modified gross expense reimbursements in tenant leases. The majority of our leases also comprise contractual three percent annual rental rate increases meant, in part, to help mitigate potential increases in property expenses over time. However, the terms of our leases vary and, in some instances, we may absorb property expenses. Our overall financial results will be impacted by the extent to which we are able to pass-through property expenses to our tenants.

Taxable REIT Subsidiary

As of December 31, 2018, our Operating Partnership indirectly and wholly owns Rexford Industrial Realty and Management, Inc., which we refer to as the services company. We have elected, together with our services company, to treat our services company as a taxable REIT subsidiary for federal income tax purposes. A taxable REIT subsidiary generally may provide non-customary and other services to our tenants and engage in activities that we may not engage in directly without adversely affecting our qualification as a REIT, provided a taxable REIT subsidiary may not operate or manage a lodging facility or health care facility or provide rights to any brand name under which any lodging facility or health care facility is operated. We may form additional taxable REIT subsidiaries in the future, and our Operating Partnership may contribute some or all of its interests in certain wholly owned subsidiaries or their assets to our services company. Any income earned by our taxable REIT subsidiaries will not be included in our taxable income for purposes of the 75% or 95% gross income tests, except to the extent such income is distributed to us as a dividend, in which case such dividend income will qualify under the 95%, but not the 75%, gross income test. Because a taxable REIT subsidiary is subject to federal income tax, and state and local income tax (where applicable) as a regular corporation, the income earned by our taxable REIT subsidiaries generally will be subject to an additional level of tax as compared to the income earned by our other subsidiaries. Our taxable REIT subsidiary is a C-corporation subject to federal and

state income tax, however it has a cumulative unrecognized net operation loss carryforward and therefore there is no income tax provision for the years ended December 31, 2018 and 2017.

Critical Accounting Policies

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions in certain circumstances that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses for the reporting periods. Actual amounts may differ from these estimates and assumptions. We have summarized below those accounting policies that require material subjective or complex judgments and that have the most significant impact on financial condition and results of operations. Management evaluates these estimates on an ongoing basis, based upon information currently available and on various assumptions that it believes are reasonable as of the date hereof. In addition, other companies in similar businesses may use different estimation policies and methodologies, which may impact the comparability of our results of operations and financial condition to those of other companies.

A critical accounting policy is one that is both important to the portrayal of an entity's financial condition and results of operations and requires judgment on the part of management. Generally, the judgment requires management to make estimates and assumptions about the effect of matters that are inherently uncertain. Estimates are prepared using management's best judgment, after considering past and current economic conditions and expectations for the future. Changes in estimates could affect our financial position and specific items in our results of operations that are used by the users of our financial statements in their evaluation of our performance.

The following critical accounting policies discussion reflects what we believe are the most significant estimates, assumptions, and judgments used in the preparation of our consolidated financial statements. For further discussion of our significant accounting policies and discussion of new accounting pronouncements, see Note 2 "Summary of Significant Accounting Policies" to our consolidated financial statements under Item 15 of this report on Form 10-K.

Investment in Real Estate

Acquisitions

Effective January 1, 2017, we adopted ASU 2017-01, Business Combinations - Clarifying the Definition of a Business ("ASU 2017-01"), which provides a framework for determining whether transactions should be accounted for as acquisitions of assets or businesses. Under ASU 2017-01, 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 assets, the set of assets and activities is not a business. ASU 2017-01 also revises the definition of a business to include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create an output.

We evaluate each of our property acquisitions to determine whether the acquired set of assets and activities (collectively referred to as a "set") meets the definition of a business and will need to be accounted for as a business combination. A set would fail to qualify as a business if either (i) substantially all of the fair value of the gross assets acquired is concentrated in either a single identifiable asset or a group of similar identifiable assets or (ii) the set is lacking, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs. An acquired process is considered substantive if (i) the process includes an organized workforce (or includes an acquired contract that provides access to an organized workforce), that is skilled, knowledgeable, and experienced in performing the process, (ii) the process cannot be replaced without significant cost, effort, or delay or (iii) the process is considered unique or scarce.

We evaluated the acquisitions that we completed during the years ended December 31, 2018 and 2017, and determined that under this framework these transactions should be accounted for as asset acquisitions. We expect that most of our property acquisitions will generally not meet the revised definition of a business because substantially all of the fair value is concentrated in a single identifiable asset or group of similar identifiable assets or because the acquisition does not include a substantive process.

For acquisitions that are accounted for as asset acquisitions, because they do not meet the business combination accounting criteria, we allocate the cost of the acquisition, which includes the purchase price and associated acquisition transaction costs, to the individual assets acquired and liabilities assumed on a relative fair value basis. These individual assets and liabilities typically include land, building and improvements, tenant improvements, intangible assets and liabilities related to above and below market leases, intangible assets related to in-place leases, and from time to time, assumed debt. As there is no measurement period concept for an asset acquisition, the allocated cost of the acquired assets is finalized in the period in which the acquisition occurs.

We determine the fair value of the tangible assets of an acquired property by valuing the property as if it were vacant. This “as-if vacant” value is estimated using an income, or discounted cash flow, approach that relies upon Level 3 inputs, which are unobservable inputs based on the Company’s assumptions about the assumptions a market participant would use. These Level 3 inputs include discount rates, capitalization rates, market rents and comparable sales data for similar properties. Estimates of future cash flows are based on a number of factors including historical operating results, known and anticipated trends, and market and economic conditions. In calculating the “as-if-vacant” value for acquisitions completed during the year ended December 31, 2018, we used discount rates ranging from 5.50% and 7.50% and capitalization rates ranging from 4.25% to 6.25%.

In determining the fair value of intangible lease assets or liabilities, we also consider Level 3 inputs. Acquired above- and below-market leases are valued based on the present value of the difference between prevailing market rates and the in-place rates measured over a period equal to the remaining term of the lease for above-market leases and the initial term plus the term of any below-market fixed rate renewal options for below-market leases, if applicable. The estimated fair value of acquired in-place at-market tenant leases are the costs that would have been incurred to lease the property to the occupancy level of the property at the date of acquisition. Such estimates include the value associated with leasing commissions, legal and other costs, as well as the estimated period necessary to lease such property to its occupancy level at the time of its acquisition. In determining the fair value of acquisitions completed during the year ended December 31, 2018, we used an estimated average lease-up period ranging from six to twelve months.

The difference between the fair value and the face value of debt assumed in connection with an acquisition is recorded as a premium or discount and amortized to “interest expense” over the life of the debt assumed. The valuation of assumed liabilities is based on our estimate of the current market rates for similar liabilities in effect at the acquisition date.

Capitalization of Costs

We capitalize direct costs incurred in developing, renovating, rehabilitating and improving real estate assets as part of the investment basis. This includes certain general and administrative costs, including payroll, bonus, and non-cash equity compensation of the personnel performing development, renovations and rehabilitation if such costs are identifiable to a specific activity to get the real estate asset ready for its intended use. During the development and construction periods of a project, we also capitalize interest, real estate taxes and insurance costs. We cease capitalization of costs upon substantial completion of the project, but no later than one year from cessation of major construction activity. If some portions of a project are substantially complete and ready for use and other portions have not yet reached that stage, we cease capitalizing costs on the completed portion of the project but continue to capitalize for the incomplete portion of the project. Costs incurred in making repairs and maintaining real estate assets are expensed as incurred.

We capitalized interest costs of \$2.1 million, \$1.7 million and \$1.7 million during the years ended December 31, 2018, 2017 and 2016, respectively. We capitalized real estate taxes and insurance aggregating \$0.9 million, \$1.2 million and \$0.8 million during the years ended December 31, 2018, 2017 and 2016, respectively. We capitalized compensation costs for employees who provide construction services of \$2.2 million, \$1.9 million and \$1.0 million during the years ended December 31, 2018, 2017 and 2016, respectively.

Impairment of Long-Lived Assets

In accordance with the provisions of the Impairment or Disposal of Long-Lived Assets Subsections of ASC Topic 360: *Property, Plant, and Equipment*, we assess the carrying values of our respective long-lived assets, including goodwill, whenever events or changes in circumstances indicate that the carrying amounts of these assets may not be fully recoverable.

Recoverability of real estate assets is measured by comparison of the carrying amount of the asset to the estimated future undiscounted cash flows. To review real estate assets for recoverability, we consider current market conditions as well as our intent with respect to holding or disposing of the asset. The intent with regard to the underlying assets might change as market conditions and other factors change. Fair value is determined through various valuation techniques, including discounted cash flow models, applying a capitalization rate to estimated net operating income of a property, quoted market values and third party appraisals, where considered necessary. The use of projected future cash flows is based on assumptions that are consistent with estimates of future expectations and the strategic plan used to manage our underlying business. If our analysis indicates that the carrying value of the real estate asset is not recoverable on an undiscounted cash flow basis, we will recognize an impairment charge for the amount by which the carrying value exceeds the current estimated fair value of the real estate property.

Assumptions and estimates used in the recoverability analyses for future cash flows, discount rates and capitalization rates are complex and subjective. Changes in economic and operating conditions or our intent with respect to our investment that occur subsequent to our impairment analyses could impact these assumptions and result in future impairment of our real estate properties.

Revenue Recognition

Rental Income

Minimum annual rental revenues are recognized in rental income on a straight-line basis over the term of the related lease, regardless of when payments are contractually due. Rental revenue recognition commences when the tenant takes possession or controls the physical use of the leased space. Lease termination fees, which are included in rental income, are amortized over the remaining term of the lease until we have no continuing obligation to provide services to such former tenant.

Tenant Reimbursements

Our lease agreements with tenants generally contain provisions that require tenants to reimburse us for certain property expenses. Estimated reimbursements from tenants for real estate taxes, common area maintenance and other recoverable operating expenses are recognized as revenues in the period that the recoverable expenses are incurred. Subsequent to year-end, we perform final reconciliations on a lease-by-lease basis and bill or credit each tenant for any cumulative annual adjustments.

Other Income

Other income primarily consists of late payment fees and other miscellaneous tenant related revenues.

Management, leasing and development services

We provide property management services and leasing services to related party and third-party property owners, the customer, in exchange for fees and commissions. Property management services include performing property inspections, monitoring repairs and maintenance, negotiating vendor contracts, maintaining tenant relations and providing financial and accounting oversight. For these services, we earn monthly management fees, which are based on a fixed percentage of each managed property's monthly tenant cash receipts. We have determined that control over the services is passed to the customer simultaneously as performance occurs. Accordingly, management fee revenue is earned as the services are provided to our customers.

Leasing commissions are earned when we provide leasing services that result in an executed lease with a tenant. We have determined that control over the services is transferred to the customer upon execution of each lease agreement. We earn leasing commissions based on a fixed percentage of rental income generated for each executed lease agreement and there is no variable income component.

Gain or Loss on Sale of Real Estate

We account for dispositions of real estate properties, which are considered nonfinancial assets, in accordance with ASC 610-20: Other Income—Gains and Losses from the Derecognition of Nonfinancial Assets and recognize a gain or loss on sale of real estate upon transferring control of the nonfinancial asset to the purchaser, which is generally satisfied at the time of sale. If we were to conduct a partial sale of real estate by transferring a controlling interest in a nonfinancial asset, while retaining a noncontrolling ownership interest, we would measure any noncontrolling interest received or retained at fair value, and recognize a full gain or loss. If we receive consideration before transferring control of a nonfinancial asset, we recognize a contract liability. If we transfer control of the asset before consideration is received, we recognize a contract asset.

Valuation of Receivables

We may be subject to tenant defaults and bankruptcies that could affect the collection of outstanding receivables. In order to mitigate these risks, we perform credit reviews and analyses on prospective tenants before significant leases are executed and on existing tenants before properties are acquired. We specifically analyze aged receivables, customer credit-worthiness, historical bad debts and current economic trends when evaluating the adequacy of the allowance for doubtful accounts. As a result of our periodic analysis, we maintain an allowance for estimated losses that may result from the inability of our tenants to make required payments. This estimate requires significant judgment related to the lessees' ability to fulfill their obligations under the leases. We believe our allowance for doubtful accounts is adequate for our outstanding receivables for the periods presented. If a tenant is insolvent or files for bankruptcy protection and fails to make contractual payments beyond any allowance, we may recognize additional bad debt expense in future periods equal to the net outstanding balances, which include amounts recognized as straight-line revenue not realizable until future periods.

Results of Operations

Our consolidated results of operations are often not comparable from period to period due to the effect of property acquisitions and dispositions completed during the comparative reporting periods. Our “Total Portfolio” represents all of the properties owned during the reported periods. To eliminate the effect of changes in our Total Portfolio due to acquisitions and dispositions and to highlight the operating results of our on-going business, we have separately presented the results of our “Same Properties Portfolio.”

Comparison of the Year Ended December 31, 2018 to the Year Ended December 31, 2017

For the comparison of the years ended December 31, 2018 and 2017, our Same Properties Portfolio includes all properties in our industrial portfolio that were wholly-owned by us as of January 1, 2017, and still owned by us as of December 31, 2018, which consisted of 126 properties aggregating approximately 14.1 million rentable square feet. Results for our Same Properties Portfolio exclude our joint venture property, any properties that were acquired or sold during 2018 and 2017, interest expense and corporate general and administrative expenses. For the comparison of the years ended December 31, 2018 and 2017, our Total Portfolio includes the properties in our Same Properties Portfolio, the 51 properties aggregating approximately 7.3 million rentable square feet that were acquired during 2018 and 2017, and the 12 properties aggregating approximately 1.1 million rentable square feet that were sold during 2018 and 2017.

As of December 31, 2018 and 2017, our Same Properties Portfolio occupancy was approximately 96.7% and 95.3%, respectively. For the years ended December 31, 2018 and 2017, our Same Properties Portfolio weighted average occupancy was approximately 96.1% and 93.7%, respectively.

	Same Properties Portfolio				Total Portfolio			
	Year Ended December 31,		Increase/ (Decrease)	% Change	Year Ended December 31,		Increase/ (Decrease)	% Change
	2018	2017			2018	2017		
(\$ in thousands)								
RENTAL REVENUES								
Rental revenues	\$ 127,628	\$ 117,110	\$ 10,518	9.0 %	\$ 177,568	\$ 136,185	\$ 41,383	30.4 %
Tenant reimbursements	21,260	19,509	1,751	9.0 %	32,195	23,363	8,832	37.8 %
Other income	755	753	2	0.3 %	880	869	11	1.3 %
TOTAL RENTAL REVENUES	149,643	137,372	12,271	8.9 %	210,643	160,417	50,226	31.3 %
Management, leasing and development services	—	—	—	— %	473	493	(20)	(4.1)%
Interest income	—	—	—	— %	1,378	445	933	209.7 %
TOTAL REVENUES	149,643	137,372	12,271	8.9 %	212,494	161,355	51,139	31.7 %
OPERATING EXPENSES								
Property expenses	36,645	35,238	1,407	4.0 %	51,671	42,139	9,532	22.6 %
General and administrative	—	—	—	— %	25,194	21,610	3,584	16.6 %
Depreciation and amortization	48,902	50,233	(1,331)	(2.6)%	80,042	64,852	15,190	23.4 %
TOTAL OPERATING EXPENSES	85,547	85,471	76	0.1 %	156,907	128,601	28,306	22.0 %
OTHER EXPENSE								
Acquisition expenses	—	—	—	— %	318	454	(136)	(30.0)%
Interest expense	—	—	—	— %	25,416	20,209	5,207	25.8 %
TOTAL OTHER EXPENSE	—	—	—	— %	25,734	20,663	5,071	24.5 %
TOTAL EXPENSES	85,547	85,471	76	0.1 %	182,641	149,264	33,377	22.4 %
Equity in income from unconsolidated real estate entities	—	—	—	— %	—	11	(11)	— %
Gain on extinguishment of debt	—	—	—	— %	—	25	(25)	— %
Gain on sale of real estate	—	—	—	— %	17,222	29,573	(12,351)	— %
NET INCOME	\$ 64,096	\$ 51,901	\$ 12,195		\$ 47,075	\$ 41,700	\$ 5,375	

Rental Revenue

Our Same Properties Portfolio and Total Portfolio rental revenue increased by \$10.5 million, or 9.0%, and \$41.4 million, or 30.4%, respectively, for the year ended December 31, 2018, compared to the year ended December 31, 2017. The increase in our Same Properties Portfolio rental income is primarily due to the increase in the weighted average occupancy of the portfolio for comparable periods, which was driven by the completion of repositioning and development work and subsequent lease-up of space at nine of these properties during 2017 and 2018, as well as the increase in average rental rates on new and renewal leases. Our Total Portfolio rental revenue was also positively impacted by the incremental revenues from the 51 properties we acquired during 2017 and 2018, partially offset by the decrease in revenues from the 12 properties that were sold during 2017 and 2018.

Tenant Reimbursements

Our Same Properties Portfolio and Total Portfolio tenant reimbursements revenue increased by \$1.8 million, or 9.0%, and \$8.8 million or 37.8%, respectively, for the year ended December 31, 2018, compared to the year ended December 31, 2017. The increase in our Same Properties Portfolio tenant reimbursements is primarily due to an increase in recoverable operating expenses for comparable periods, an increase in the weighted average occupancy of the portfolio for comparable periods, which was driven by the completion of repositioning and development work and subsequent lease-up of space at nine of these properties during 2017 and 2018. Our Total Portfolio tenant reimbursements revenue was also impacted by the incremental reimbursements from the 51 properties we acquired during 2017 and 2018, partially offset by the decrease in reimbursements from the 12 properties that were sold during 2017 and 2018.

Other Income

Our Same Properties Portfolio and Total Portfolio other income increased by \$2 thousand, or 0.3%, and \$11 thousand, or 1.3%, respectively, for the year ended December 31, 2018, compared to the year ended December 31, 2017. The increase in our Same Properties Portfolio other income is primarily due to an increase in tenant legal fee reimbursement income and late fee income, partially offset by a decrease in other miscellaneous income.

Management, Leasing and Development Services

Our Total Portfolio management, leasing and development services revenue decreased by \$20 thousand, or 4.1%, for the year ended December 31, 2018, compared to the year ended December 31, 2017.

Interest Income

Our Total Portfolio interest income increased by \$0.9 million, or 209.7%, during the year ended December 31, 2018, compared to the year ended December 31, 2017. Interest income of \$1.4 million for the year ended December 31, 2018, was earned from the investment of excess cash in money market accounts. Interest income of \$0.4 million for the year ended December 31, 2017, relates to a \$6.0 million mortgage loan that we made on July 1, 2016, which was subsequently repaid on June 23, 2017. The loan was secured by an industrial property located in Rancho Cucamonga, California and bore interest at 10.0% per annum.

Property Expenses

Our Same Properties Portfolio property expenses increased by \$1.4 million or 4.0%, for the year ended December 31, 2018, compared to the year ended December 31, 2017. The increase in our Same Properties Portfolio property expenses is primarily due to an increase in real estate tax expense, which is partially due to a decrease in capitalized real estate taxes resulting from the completion of construction at certain of our repositioning properties. Our Total Portfolio property expenses increased by \$9.5 million, or 22.6%, for the year ended December 31, 2018, compared to the year ended December 31, 2017, primarily as a result of the incremental expenses from the 51 properties we acquired during 2017 and 2018, partially offset by the decrease in property expenses from the 12 properties that were sold during 2017 and 2018.

General and Administrative

Our Total Portfolio general and administrative expenses increased by \$3.6 million, or 16.6% for the year ended December 31, 2018, compared to the year ended December 31, 2017. The increase is primarily due to an increase in non-cash equity compensation expense and accrued bonus expense for our named executive officers, an increase in other various corporate expenses, an increase in legal expense and an increase in professional audit and tax services expense.

Depreciation and Amortization

Our Same Properties Portfolio depreciation and amortization expense decreased by \$1.3 million, or 2.6%, for the year ended December 31, 2018, compared to the year ended December 31, 2017, primarily due to acquisition-related tenant improvements and in-place lease intangibles becoming fully depreciated during 2017 and 2018, partially offset by an increase in depreciation expense related to capital improvements placed into service during 2017 and 2018. Our Total Portfolio depreciation and amortization expense increased by \$15.2 million, or 23.4%, for the year ended December 31, 2018, compared to the year ended December 31, 2017, primarily due to incremental expense from the 51 properties we acquired during 2017 and 2018, and an increase in depreciation expense related to capital improvements, partially offset by the decrease in our Same Properties Portfolio depreciation and amortization expense noted above.

Acquisition Expenses

Our Total Portfolio acquisition expenses decreased by \$0.1 million, or 30.0%, for the year ended December 31, 2018, compared to the year ended December 31, 2017, primarily due to the write-off of \$0.3 million of transaction costs in connection with the termination of a ground lease in March 2017, partially offset by an increase in acquisition related costs incurred that did not result in completed transactions.

Interest Expense

Our Total Portfolio interest expense increased by \$5.2 million, or 25.8%, for the year ended December 31, 2018, compared to the year ended December 31, 2017. The increase in interest expense is primarily comprised of the following: (i) \$3.4 million increase related to the \$150.0 million term loan facility borrowing we made in May 2018 and (ii) a \$2.6 million increase related to the issuance of \$125.0 million of 3.93% fixed rate senior notes in July 2017. These increases were partially offset by the following: (i) a \$0.4 million increase in capitalized interest related to our repositioning and redevelopment properties and (ii) a \$0.4 million decrease in interest related to a reduction of outstanding borrowings on our unsecured revolving credit facility.

Equity in Income from Unconsolidated Real Estate Entities

Equity in income from unconsolidated real estate entities of \$11 thousand for the year ended December 31, 2017, represents the final liquidating distribution we received in connection with the winding down of our joint venture.

Gain on Extinguishment of Debt

During the year ended December 31, 2017, we repaid the 1065 Walnut Street mortgage loan and the 12907 Imperial Highway mortgage loan. The gain on extinguishment of debt of \$25 thousand represents the write-off of \$0.2 million of unamortized loan premiums, partially offset by the \$0.2 million penalty incurred for repaying the 1065 Walnut Street mortgage loan in advance of the maturity date.

Gain on Sale of Real Estate

During the year ended December 31, 2018, we recognized a total gain of \$17.2 million from the disposition of six properties that were sold for an aggregate gross sales price of \$48.0 million. During the year ended December 31, 2017, we recognized a total gain of \$29.6 million from the disposition of six properties that were sold for an aggregate gross sales price of \$98.7 million.

Comparison of the Year Ended December 31, 2017 to the Year Ended December 31, 2016

For the comparison of the years ended December 31, 2017 and 2016, our Same Properties Portfolio includes all properties in our industrial portfolio that were wholly-owned by us as of January 1, 2016, and still owned by us as of December 31, 2017, which consisted of 111 properties aggregating approximately 11.0 million rentable square feet. Results for our Same Properties Portfolio exclude our joint venture property, any properties that were acquired or sold during 2017 and 2016, interest expense and corporate general and administrative expenses. For the comparison of the years ended December 31, 2017 and 2016, our Total Portfolio includes the properties in our Same Properties Portfolio, the 41 properties aggregating approximately 7.6 million rentable square feet that were acquired during 2017 and 2016, and the 11 properties aggregating approximately 1.1 million rentable square feet that were sold during 2017 and 2016.

As of December 31, 2017 and 2016, our Same Properties Portfolio occupancy was approximately 98.0% and 96.2%, respectively. For the years ended December 31, 2017 and 2016, our Same Properties Portfolio weighted average occupancy was approximately 96.0% and 93.7%, respectively.

	Same Properties Portfolio				Total Portfolio			
	Year Ended December 31,		Increase/ (Decrease)	% Change	Year Ended December 31,		Increase/ (Decrease)	% Change
	2017	2016			2017	2016		
	(\$ in thousands)							
RENTAL REVENUES								
Rental revenues	\$ 99,031	\$ 91,971	\$ 7,060	7.7 %	\$ 136,185	\$ 107,594	\$ 28,591	26.6 %
Tenant reimbursements	15,257	13,691	1,566	11.4 %	23,363	16,723	6,640	39.7 %
Other income	712	751	(39)	(5.2)%	869	943	(74)	(7.8)%
TOTAL RENTAL REVENUES	115,000	106,413	8,587	8.1 %	160,417	125,260	35,157	28.1 %
Management, leasing and development services	—	—	—	— %	493	473	20	4.2 %
Interest income	—	—	—	— %	445	459	(14)	(3.1)%
TOTAL REVENUES	115,000	106,413	8,587	8.1 %	161,355	126,192	35,163	27.9 %
OPERATING EXPENSES								
Property expenses	30,214	28,338	1,876	6.6 %	42,139	33,619	8,520	25.3 %
General and administrative	—	—	—	— %	21,610	17,415	4,195	24.1 %
Depreciation and amortization	39,120	41,535	(2,415)	(5.8)%	64,852	51,407	13,445	26.2 %
TOTAL OPERATING EXPENSES	69,334	69,873	(539)	(0.8)%	128,601	102,441	26,160	25.5 %
OTHER EXPENSE								
Acquisition expenses	—	—	—	— %	454	1,855	(1,401)	(75.5)%
Interest expense	—	—	—	— %	20,209	14,848	5,361	36.1 %
TOTAL OTHER EXPENSE	—	—	—	— %	20,663	16,703	3,960	23.7 %
TOTAL EXPENSES	69,334	69,873	(539)	(0.8)%	149,264	119,144	30,120	25.3 %
Equity in income from unconsolidated real estate entities	—	—	—		11	1,451	(1,440)	
Gain on extinguishment of debt	—	—	—		25	—	25	
Gain on sale of real estate	—	—	—		29,573	17,377	12,196	
NET INCOME	\$ 45,666	\$ 36,540	\$ 9,126		\$ 41,700	\$ 25,876	\$ 15,824	

Rental Revenue

Our Same Properties Portfolio and Total Portfolio rental revenue increased by \$7.1 million, or 7.7%, and \$28.6 million, or 26.6%, respectively, for the year ended December 31, 2017, compared to the year ended December 31, 2016. The increase in our Same Properties Portfolio rental income is primarily due to the increase in the weighted average occupancy of the portfolio for comparable periods, which was driven by the completion of repositioning work and subsequent lease-up of space at nine of our properties during 2016 and 2017, as well as the increase in average rental rates on new and renewal leases. Our Total Portfolio rental revenue was also positively impacted by the incremental revenues from the 41 properties we acquired during 2016 and 2017, partially offset by the decrease in revenues from the 11 properties that were sold during 2016 and 2017.

Tenant Reimbursements

Our Same Properties Portfolio and Total Portfolio tenant reimbursements revenue increased \$1.6 million, or 11.4%, and increased \$6.6 million or 39.7%, respectively, for the year ended December 31, 2017, compared to the year ended December 31, 2016. The increase in our Same Properties Portfolio tenant reimbursements is primarily due to an increase in recoverable operating expenses for comparable periods, an increase in the weighted average occupancy of the portfolio for comparable periods, which was driven by the completion of repositioning work and subsequent lease-up of space at nine of our properties during 2016 and 2017, as well as the completion of supplemental assessments of certain of our properties resulting in lower reimbursable real estate taxes during 2016. Our Total Portfolio tenant reimbursements revenue was also impacted by the incremental reimbursements from the 41 properties we acquired during 2016 and 2017, partially offset by the decrease in reimbursements from the 11 properties that were sold during 2016 and 2017.

Other Income

Our Same Properties Portfolio and Total Portfolio other income decreased by \$39 thousand, or 5.2%, and \$74 thousand, or 7.8%, respectively, for the year ended December 31, 2017, compared to the year ended December 31, 2016. The decrease in our Same Properties Portfolio other income is primarily due to a decrease in late fee income, partially offset by an increase in other miscellaneous income. The decrease in our Total Portfolio income is primarily due to a decrease in late fee income and other miscellaneous income.

Management, Leasing and Development Services

Our Total Portfolio management, leasing and development services revenue increased by \$20 thousand, or 4.2%, for the year ended December 31, 2017, compared to the year ended December 31, 2016, primarily due to our acquisition of the property located at 3233 Mission Oaks Boulevard from our unconsolidated joint venture (the "JV") in July 2016. Prior to this acquisition, we earned fees and commissions for providing property and construction management services for the property.

Interest Income

Interest income relates to the \$6.0 million mortgage loan that we made on July 1, 2016, which was subsequently repaid on June 23, 2017. The loan was secured by an industrial property located in Rancho Cucamonga, California and bore interest at 10.0% per annum. Our Total Portfolio interest income decreased by \$14 thousand, or 3.1%, during the year ended December 31, 2017, compared to the year ended December 31, 2016.

Property Expenses

Our Same Properties Portfolio property expenses increased by \$1.9 million or 6.6%, for the year ended December 31, 2017, compared to the year ended December 31, 2016, primarily due to an increase in overhead costs, an increase in recoverable repairs and maintenance expense, an increase in insurance expense, an increase in real estate tax expense and the receipt of non-comparable insurance reimbursements during 2016, partially offset by a decrease in third-party property management fee expense. The increase in insurance expense was due to the new earthquake policy we obtained in June 2017 and the new environmental policy we obtained in December 2016. The increase in real estate tax expense was due to a decrease in capitalized real estate taxes resulting from the completion of construction at certain of our repositioning properties. Our Total Portfolio property expenses increased by \$8.5 million, or 25.3%, for the year ended December 31, 2017, compared to the year ended December 31, 2016, primarily as a result of the incremental expenses from the 41 properties we acquired during 2016 and 2017, partially offset by the decrease in property expenses from the 11 properties that were sold during 2016 and 2017.

General and Administrative

Our Total Portfolio general and administrative expenses increased by \$4.2 million, or 24.1% for the year ended December 31, 2017, compared to the year ended December 31, 2016. The increase is primarily due to the following: (i) a \$1.5 million increase in non-cash equity compensation expense primarily related to equity grants awards granted in December 2016, (ii) a non-comparable \$1.0 million insurance reimbursement of legal fees related to prior litigation received during 2016, (iii) a \$1.0 million increase in bonus expense due to Company performance, (iv) a \$0.6 million increase in payroll and employment related costs and (v) a \$0.4 million increase in other various corporate expenses. These increases were partially offset by a \$0.2 million decrease in non-employee director compensation expense.

Depreciation and Amortization

Our Same Properties Portfolio depreciation and amortization expense decreased by \$2.4 million, or 5.8%, for the year ended December 31, 2017, compared to the year ended December 31, 2016, primarily due to acquired lease related intangible and tangible assets for several of our properties becoming fully depreciated during 2016 and 2017, partially offset by an increase in depreciation expense related to capital improvements. Our Total Portfolio depreciation and amortization expense increased \$13.4 million, or 26.2%, for the year ended December 31, 2017, compared to the year ended December 31, 2016, primarily due to incremental expense from the 41 properties we acquired during 2016 and 2017, and an increase in depreciation expense related to capital improvements, partially offset by the decrease in our Same Properties Portfolio depreciation and amortization expense noted above.

Acquisition Expenses

Our Total Portfolio acquisition expenses decreased by \$1.4 million, or 75.5%, for the year ended December 31, 2017, compared to the year ended December 31, 2016, primarily due to the adoption of ASU 2017-01, effective January 1, 2017. Under ASU 2017-01, the 21 properties that we acquired during 2017 were accounted for as asset acquisitions, and the related acquisition costs were capitalized as part of the purchase price of the acquisition on a relative fair value basis. In comparison, 18 of the 20 properties that we acquired during 2016 were accounted for as business combinations, and the related acquisition costs were expensed as incurred. The decrease in acquisition expenses due to the adoption of ASU 2017-01 was partially offset by an increase resulting from the write-off of previously incurred transaction costs related to the termination of a ground lease in March 2017.

Interest Expense

Our Total Portfolio interest expense increased by \$5.4 million, or 36.1%, for the year ended December 31, 2017, compared to the year ended December 31, 2016. The increase in interest expense is primarily comprised of the following: (i) a \$2.3 million increase related to the issuance of \$125 million of 3.93% fixed rate senior notes in July 2017, (ii) a \$1.9 million increase related to the \$125 million and \$100 million term loan facility borrowings we made in January 2016 and April 2016, respectively, and (iii) and a \$1.4 million increase related to the increase in borrowings on our unsecured revolving credit facility. The increase was partially offset by a \$0.3 million decrease in interest expense from the 1065 Walnut Street mortgage loan, which we repaid in advance of maturity on March 20, 2017.

Equity in Income from Unconsolidated Real Estate Entities

Our Total Portfolio equity in income from unconsolidated real estate entities decreased by \$1.4 million for the year ended December 31, 2017, compared to the year ended December 31, 2016, due to the acquisition of the remaining 85% ownership interest in the property located at 3233 Mission Oaks Boulevard from the JV on July 6, 2016. For additional information, see Note 11 to our consolidated financial statements included in Item 15 of this Report on Form 10-K.

Gain on Extinguishment of Debt

During the year ended December 31, 2017, we repaid the 1065 Walnut Street mortgage loan and the 12907 Imperial Highway mortgage loan. The gain on extinguishment of debt of \$25 thousand represents the write-off of \$0.2 million of unamortized loan premiums, partially offset by the \$0.2 million penalty incurred for repaying the 1065 Walnut Street mortgage loan in advance of the maturity date.

Gain on Sale of Real Estate

During the year ended December 31, 2017, we recognized a total gain of \$29.6 million from the disposition of six properties that were sold for an aggregate gross sales price of \$98.7 million. During the year ended December 31, 2016, we recognized a total gain of \$17.4 million from the disposition of five properties that were sold for an aggregate gross sales price of \$40.7 million.

Non-GAAP Supplemental Measure: Funds From Operations

We calculate funds from operations (“FFO”) attributable to common stockholders in accordance with the standards established by the National Association of Real Estate Investment Trusts (“NAREIT”). FFO represents net income (loss) (computed in accordance with GAAP, excluding gains (or losses) from sales of depreciable operating property, impairment losses, real estate related depreciation and amortization (excluding amortization of deferred financing costs), and after adjustments for unconsolidated joint ventures.

Management uses FFO as a supplemental performance measure because, in excluding real estate related depreciation and amortization, gains and losses from property dispositions, and asset impairments, it provides a performance measure that, when compared year over year, captures trends in occupancy rates, rental rates and operating costs. We also believe that, as a widely recognized measure of performance used by other REITs, FFO may be used by investors as a basis to compare our operating performance with that of other REITs.

However, because FFO excludes depreciation and amortization and captures neither the changes in the value of our properties that result from use or market conditions nor the level of capital expenditures and leasing commissions necessary to maintain the operating performance of our properties, all of which have real economic effects and could materially impact our results from operations, the utility of FFO as a measure of our performance is limited. Other equity REITs may not calculate or interpret FFO in accordance with the NAREIT definition as we do, and, accordingly, our FFO may not be comparable to such

other REITs' FFO. FFO should not be used as a measure of our liquidity and is not indicative of funds available for our cash needs, including our ability to pay dividends.

The following table sets forth a reconciliation of net income, the most directly comparable financial measure calculated and presented in accordance with GAAP, to FFO (in thousands):

	Year Ended December 31,		
	2018	2017	2016
Net income	\$ 47,075	\$ 41,700	\$ 25,876
Add:			
Depreciation and amortization	80,042	64,852	51,407
Depreciation and amortization from unconsolidated joint ventures ⁽¹⁾	—	—	10
Deduct:			
Gain on sale of real estate	(17,222)	(29,573)	(17,377)
Gain on acquisition of unconsolidated joint venture property ⁽²⁾	—	(11)	(1,332)
Funds from operations (FFO)	\$ 109,895	\$ 76,968	\$ 58,584
Less: preferred stock dividends	(9,694)	(5,875)	(1,983)
Less: FFO attributable to noncontrolling interest ⁽³⁾	(2,295)	(1,914)	(1,751)
Less: FFO attributable to participating securities ⁽⁴⁾	(642)	(546)	(473)
FFO attributable to common stockholders	<u>\$ 97,264</u>	<u>\$ 68,633</u>	<u>\$ 54,377</u>

- (1) Amount reflects our 15% ownership interest in the JV that owned the property located at 3233 Mission Oaks Boulevard for all periods prior to July 6, 2016, when we acquired the remaining 85% ownership interest.
- (2) Amounts relate to the Company's acquisition of the remaining 85% ownership interest in the property located at 3233 Mission Oaks Boulevard from the JV. See Note 11 to our consolidated financial statements included in Item 15 of this Report on Form 10-K.
- (3) Noncontrolling interest represent holders of outstanding common units of our Operating Partnership that are owned by unit holders other than Rexford Industrial Realty, Inc.
- (4) Participating securities include unvested shares of restricted stock, unvested LTIP units of partnership interest in our Operating Partnership and unvested performance units in our Operating Partnership.

Non-GAAP Supplemental Measure: NOI and Cash NOI

Net operating income ("NOI") is a non-GAAP measure which includes the revenue and expense directly attributable to our real estate properties. NOI is calculated as total revenue from real estate operations including i) rental income ii) tenant reimbursements, and iii) other income less property expenses (before interest expense, depreciation and amortization).

We use NOI as a supplemental performance measure because, in excluding real estate depreciation and amortization expense, general and administrative expenses, interest expense, gains (or losses) on sale of real estate and other non-operating items, it provides a performance measure that, when compared year over year, captures trends in occupancy rates, rental rates and operating costs. We also believe that NOI will be useful to investors as a basis to compare our operating performance with that of other REITs. However, because NOI excludes depreciation and amortization expense and captures neither the changes in the value of our properties that result from use or market conditions, nor the level of capital expenditures and leasing commissions necessary to maintain the operating performance of our properties (all of which have real economic effect and could materially impact our results from operations), the utility of NOI as a measure of our performance is limited. Other equity REITs may not calculate NOI in a similar manner and, accordingly, our NOI may not be comparable to such other REITs' NOI. Accordingly, NOI should be considered only as a supplement to net income as a measure of our performance. NOI should not be used as a measure of our liquidity, nor is it indicative of funds available to fund our cash needs. NOI should not be used as a substitute for cash flow from operating activities in accordance with GAAP.

NOI on a cash-basis ("Cash NOI") is a non-GAAP measure, which we calculate by adding or subtracting the following items from NOI: i) fair value lease revenue and ii) straight-line rental revenue adjustments. We use Cash NOI, together with NOI, as a supplemental performance measure. Cash NOI should not be used as a measure of our liquidity, nor is it indicative of funds available to fund our cash needs. Cash NOI should not be used as a substitute for cash flow from operating activities computed in accordance with GAAP.

The following table sets forth the revenue and expense items comprising NOI and the adjustments to calculate Cash NOI (in thousands):

	Year Ended December 31,		
	2018	2017	2016
Rental income	\$ 177,568	\$ 136,185	\$ 107,594
Tenant reimbursements	32,195	23,363	16,723
Other income	880	869	943
Total operating revenues	<u>210,643</u>	<u>160,417</u>	<u>125,260</u>
Property expenses	51,671	42,139	33,619
Net Operating Income	<u>\$ 158,972</u>	<u>\$ 118,278</u>	<u>\$ 91,641</u>
Amortization of (below) above market lease intangibles, net	(5,981)	(2,270)	(78)
Straight line rental revenue adjustment	(6,477)	(4,737)	(4,507)
Cash Net Operating Income	<u>\$ 146,514</u>	<u>\$ 111,271</u>	<u>\$ 87,056</u>

The following table sets forth a reconciliation of net income, the most directly comparable financial measure calculated and presented in accordance with GAAP, to NOI and Cash NOI (in thousands):

	Year Ended December 31,		
	2018	2017	2016
Net income	\$ 47,075	\$ 41,700	\$ 25,876
Add:			
General and administrative	25,194	21,610	17,415
Depreciation and amortization	80,042	64,852	51,407
Acquisitions expense	318	454	1,855
Interest expense	25,416	20,209	14,848
Deduct:			
Management, leasing and development services	473	493	473
Interest income	1,378	445	459
Equity in income from unconsolidated real estate entities	—	11	1,451
Gain on extinguishment of debt	—	25	—
Gain on sale of real estate	17,222	29,573	17,377
Net Operating Income	<u>\$ 158,972</u>	<u>\$ 118,278</u>	<u>\$ 91,641</u>
Amortization of (below) above market lease intangibles, net	(5,981)	(2,270)	(78)
Straight line rental revenue adjustment	(6,477)	(4,737)	(4,507)
Cash Net Operating Income	<u>\$ 146,514</u>	<u>\$ 111,271</u>	<u>\$ 87,056</u>

Non-GAAP Supplemental Measure: EBITDA_{re}

We calculate earnings before interest expense, income taxes, depreciation and amortization for real estate (“EBITDA_{re}”) in accordance with the standards established by NAREIT. EBITDA_{re} is calculated as net income (loss) (computed in accordance with GAAP), before interest expense, income tax expense, depreciation and amortization, gains (or losses) from sales of depreciable operating property, impairment losses and adjustments to reflect our proportionate share of EBITDA_{re} from our unconsolidated joint venture.

We believe that EBITDA_{re} is helpful to investors as a supplemental measure of our operating performance as a real estate company because it is a direct measure of the actual operating results of our properties. We also use this measure in ratios to compare our performance to that of our industry peers. In addition, we believe EBITDA_{re} is frequently used by securities analysts, investors and other interested parties in the evaluation of equity REITs. However, our industry peers may not calculate EBITDA_{re} in accordance with the NAREIT definition as we do and, accordingly, our EBITDA_{re} may not be

comparable to our peers' EBITDA_{re}. Accordingly, EBITDA_{re} should be considered only as a supplement to net income (loss) as a measure of our performance.

The following table sets forth a reconciliation of net income, the most directly comparable financial measure calculated and presented in accordance with GAAP, to EBITDA_{re} (in thousands):

	Year Ended December 31,		
	2018	2017	2016
Net income	\$ 47,075	\$ 41,700	\$ 25,876
Interest expense	25,416	20,209	14,848
Depreciation and amortization	80,042	64,852	51,407
Depreciation and amortization from unconsolidated joint ventures ⁽¹⁾	—	—	10
Gain on sale of real estate	(17,222)	(29,573)	(17,377)
Gain on acquisition of unconsolidated joint venture property ⁽²⁾	—	(11)	(1,332)
EBITDA_{re}	\$ 135,311	\$ 97,177	\$ 73,432

(1) Amount reflects our 15% ownership interest in the JV that owned the property located at 3233 Mission Oaks Boulevard for all periods prior to July 6, 2016, when we acquired the remaining 85% ownership interest.

(2) Amounts relate to the Company's acquisition of the remaining 85% ownership interest in the property located at 3233 Mission Oaks Boulevard from the JV. See Note 11 to our consolidated financial statements included in Item 15 of this Report on Form 10-K.

Financial Condition, Liquidity and Capital Resources

Our short-term liquidity requirements consist primarily of funds to pay for operating expenses, interest expense, general and administrative expenses, capital expenditures, tenant improvements and leasing commissions, and distributions to our common and preferred stockholders and holders of common units of partnership interests in our Operating Partnership ("OP Units"). We expect to meet our short-term liquidity requirements through available cash on hand, cash flow from operations, by drawing on our unsecured revolving credit facility and by issuing shares of common stock pursuant to the at-the-market equity offering program described below.

Our long-term liquidity needs consist primarily of funds necessary to pay for acquisitions, recurring and non-recurring capital expenditures and scheduled debt maturities. We intend to satisfy our long-term liquidity needs through net cash flow from operations, proceeds from long-term secured and unsecured financings, borrowings available under our unsecured revolving credit facility, the issuance of equity securities, including preferred stock, and proceeds from selective real estate dispositions as we identify capital recycling opportunities.

As of December 31, 2018, our cash and cash equivalents were \$180.6 million, and we did not have any borrowings outstanding under our unsecured revolving credit facility, leaving \$350.0 million available for future borrowings.

Sources of Liquidity

Cash Flow from Operations

Cash flow from operations is one of our key sources of liquidity and is primarily dependent upon: (i) the occupancy levels and lease rates at our properties, (ii) our ability to collect rent, (iii) the level of operating costs we incur and (iv) our ability to pass through operating expenses to our tenants. We are subject to a number of risks related to general economic and other unpredictable conditions, which have the potential to affect our overall performance and resulting cash flows from operations. However, based on our current portfolio mix and business strategy, we anticipate that we will be able to generate positive cash flows from operations.

ATM Program

On June 13, 2018, we established a new at-the-market equity offering program (the "\$400 Million ATM Program") pursuant to which we may sell from time to time up to an aggregate of \$400.0 million of our common stock through sales agents. The \$400 Million ATM Program replaces our previous \$300 million at-the-market equity offering program which was established on September 21, 2017 (the "Prior ATM Program"). All \$300.0 million of shares of our common stock under the Prior ATM Program were sold prior to establishing the \$400 Million ATM Program.

During the year ended December 31, 2018, we sold 18,177,242 shares of our common stock under the \$400 Million ATM Program and the Prior ATM Program, at a weighted average price of \$31.12 per share, for gross proceeds of \$565.6 million, and net proceeds of \$557.1 million, after deducting the sales agents' fee. As of December 31, 2018, we had the capacity to issue up to an additional \$63.4 million of common stock under the \$400 Million ATM Program.

Future sales, if any, will depend on a variety of factors to be determined by us from time to time, including among others, market conditions, the trading price of our common stock and capital needs. We intend to use the net proceeds from the offering of shares under the \$400 Million ATM Program, if any, to fund potential acquisition opportunities, repay amounts outstanding from time to time under our unsecured revolving credit facility or other debt financing obligations, to fund our development or redevelopment activities and/or for general corporate purposes.

Equity Offerings

We evaluate the capital markets on an ongoing basis for opportunities to raise capital, and as circumstances warrant, we may issue additional securities, from time to time, to fund acquisitions or repositioning costs, for the repayment of long-term debt upon maturity and for other general corporate purposes. Any future issuance, however, is dependent upon market conditions, available pricing and capital needs and there can be no assurance that we will be able to complete any such offerings of securities.

Capital Recycling

We continuously evaluate opportunities for the potential disposition of properties in our portfolio when we believe such disposition is appropriate in view of our business objectives. In evaluating these opportunities, we consider a variety of criteria including, but not limited to, local market conditions and lease rates, asset type and location, as well as potential uses of proceeds and tax considerations. Tax considerations include entering into tax-deferred like-kind exchanges under Section 1031 of the Code ("1031 Exchange"), when possible, to defer some or all of the taxable gains, if any, on dispositions.

During the year ended December 31, 2018, we completed the sale of six of our properties for a total gross sales price of \$48.0 million and total net cash proceeds of \$45.2 million. Total net cash proceeds of \$36.6 million from five of the dispositions were used to partially fund the acquisition of five properties the year ended December 31, 2018, through 1031 Exchange transactions.

We anticipate continuing to selectively and opportunistically dispose of properties, however, the timing of any potential future dispositions will depend on market conditions, asset-specific circumstances or opportunities, and our capital needs. Our ability to dispose of selective properties on advantageous terms, or at all, is dependent upon a number of factors including the availability of credit to potential buyers to purchase properties at prices that we consider acceptable.

Credit Facility

We have a \$450.0 million senior unsecured credit facility (the "Credit Facility"), comprised of a \$350.0 million unsecured revolving credit facility (the "Revolver") and a \$100.0 million unsecured term loan facility (the "\$100 Million Term Loan Facility"). The Revolver is scheduled to mature on February 12, 2021 and has two six-month extension options available for a maximum maturity date of February 14, 2022, subject to certain conditions and the payment of an additional fee. The \$100 Million Term Loan Facility is scheduled to mature on February 14, 2022. Under the terms of the Credit Facility, we may request additional lender commitments up to an additional aggregate \$550.0 million, which may be comprised of additional revolving commitments under the Revolver, an increase to the \$100 Million Term Loan Facility, additional term loan tranches or any combination of the foregoing.

Interest on the Credit Facility is generally to be paid based upon, at our option, either (i) LIBOR plus an applicable margin that is based upon our leverage ratio or (ii) the Base Rate (which is defined as the highest of (a) the federal funds rate plus 0.50%, (b) the administrative agent's prime rate or (c) the Eurodollar Rate plus 1.00%) plus an applicable margin that is based on our leverage ratio. The margins for the Revolver range in amount from 1.10% to 1.50% per annum for LIBOR-based loans and 0.10% to 0.50% per annum for Base Rate-based loans, depending on our leverage ratio. The margins for the \$100 Million Term Loan Facility range in amount from 1.20% to 1.70% per annum for LIBOR-based loans and 0.20% to 0.70% per annum for Base Rate-based loans, depending on our leverage ratio.

If we attain one additional investment grade rating by one or more of Standard & Poor's ("S&P") or Moody's Investor Services ("Moody's") to complement our current investment grade Fitch rating, we may elect to convert the pricing structure under the Credit Facility to be based on such rating. In that event, the margins for the Revolver will range in amount from 0.825% to 1.550% per annum for LIBOR-based loans and 0.00% to 0.55% per annum for Base Rate-based loans, depending on such rating, and the margins for the \$100 Million Term Loan Facility will range in amount from 0.90% to 1.75% per annum for LIBOR-based loans and 0.00% to 0.75% per annum for Base Rate-based loans, depending on such ratings.

In addition to the interest payable on amounts outstanding under the Revolver, we are required to pay an applicable facility fee, based upon our leverage ratio, on the aggregate amount of each lender's Revolving Credit Commitment (whether or not such Revolving Credit Commitment is drawn), as defined in the Credit Facility. The applicable facility fee will range in amount from 0.15% to 0.30% per annum, depending on our leverage ratio. In the event that we convert the pricing structure to be based on an investment-grade rating, the applicable facility fee will range in amount from 0.125% to 0.30% per annum, depending on such rating.

The Credit Facility is guaranteed by the Company and by substantially all of the current and to-be-formed subsidiaries of the Operating Partnership that own an unencumbered property. The Credit Facility is not secured by the Company's properties or by equity interests in the subsidiaries that hold such properties.

The Revolver and the \$100 Million Term Loan Facility may be voluntarily prepaid in whole or in part at any time without premium or penalty. Amounts borrowed under the \$100 Million Term Loan Facility and repaid or prepaid may not be reborrowed.

The Credit Facility contains usual and customary events of default including defaults in the payment of principal, interest or fees, defaults in compliance with the covenants set forth in the Credit Facility and other loan documentation, cross-defaults to certain other indebtedness, and bankruptcy and other insolvency defaults. If an event of default occurs and is continuing under the Credit Facility, the unpaid principal amount of all outstanding loans, together with all accrued unpaid interest and other amounts owing in respect thereof, may be declared immediately due and payable.

As of the filing date of this Annual Report on Form 10-K, we did not have any borrowings outstanding under the Revolver, leaving \$350.0 million available for future borrowings.

\$150 Million Term Loan Facility

On May 22, 2018, we entered into a credit agreement for a senior unsecured term loan facility (the "\$150 Million Term Loan Facility") that initially permits aggregate borrowings of up to \$150.0 million, the total of which we borrowed the same day at closing. Under the terms of the \$150 Million Term Loan Facility, we may request additional incremental term loans in an aggregate amount not to exceed \$100.0 million. Any increase in borrowings is subject to the satisfaction of specified conditions and the identification of lenders willing to make available such additional amounts. The maturity date of the \$150 Million Term Loan Facility is May 22, 2025.

Interest on the \$150 Million Term Loan Facility is generally to be paid based upon, at our option, either (i) LIBOR plus an applicable Eurodollar rate margin or (ii) the Base Rate (which is defined as the highest of (a) the federal funds rate plus 0.50%, (b) the administrative agent's prime rate or (c) the Eurodollar Rate plus 1.00%), plus an applicable base rate margin. The applicable Eurodollar rate margin will range from 1.50% to 2.20% per annum for LIBOR-based borrowings and the applicable base rate margin will range from 0.50% to 1.20% per annum for Base Rate-based loans, depending on our leverage ratio.

If we obtain one additional investment grade rating from one or more of S&P or Moody's to complement our current investment grade Fitch rating, we may elect to convert the pricing structure under the \$150 Million Term Loan Facility to be based on such rating. Under this pricing structure, the applicable Eurodollar rate margin will range from 1.40% to 2.35% per annum and the applicable base rate margin will range from 0.40% to 1.35% per annum.

We have the option to voluntarily prepay any amounts borrowed under the \$150 Million Term Loan Facility in whole or in part at any time, subject to certain notice requirements. To the extent that we prepay all or any portion of a loan prior to May 22, 2020, we will pay a prepayment premium equal to (i) if such prepayment occurs prior to May 22, 2019, 2.00% of the principal amount so prepaid, and (ii) if such prepayment occurs on or after May 22, 2019, but prior to May 22, 2020, 1.00% of the principal amount so prepaid. Amounts borrowed under the \$150 Million Term Loan Facility and repaid or prepaid may not be reborrowed.

Investment Grade Rating

In October 2018, Fitch Ratings upgraded our investment grade credit rating to BBB from BBB- with a stable outlook on the Revolver, the \$100 Million Term Loan Facility, the \$150 Million Term Loan Facility, our \$225 million term loan facility, our \$100 million unsecured guaranteed senior notes and our \$125 million unsecured guaranteed senior notes. They also upgraded our investment grade credit rating to BB+ from BB on our 5.875% Series A Cumulative Redeemable Preferred Stock and assigned a BB+ rating on our 5.875% Series B Cumulative Redeemable Preferred Stock. Our credit ratings are based on our operating performance, liquidity and leverage ratios, overall financial position and other factors employed by the credit rating agencies in their rating analysis of us, and, although it is our intent to maintain our investment grade credit rating, there can be no assurance that we will be able to maintain our current credit ratings. In the event our current credit ratings are downgraded, it may become difficult or more expensive to obtain additional financing or refinance existing indebtedness as maturities become due.

Uses of Liquidity

Acquisitions

One of our most significant liquidity needs has historically been for the acquisition of real estate properties. During the year ended December 31, 2018, we acquired 30 properties with a combined 3.1 million square feet, for a total gross purchase price \$492.9 million, and we are actively monitoring a volume of properties in our markets that we believe represent attractive potential investment opportunities to continue to grow our business. Subsequent to December 31, 2018, we acquired three properties, with a combined 0.7 million square feet, for a total gross purchase price of \$133.8 million. As of the filing date of this Annual Report on Form 10-K, we have approximately \$311.4 million of acquisitions under contract or letter of intent. There can be no assurance we will complete any such acquisitions. While the actual number of acquisitions that we complete will be dependent upon a number of factors, in the short term, we expect to fund our acquisitions through available cash on hand, cash flows from operations, borrowings available under the Revolver, recycling capital through property dispositions and, in the long term, through the issuance of equity securities or proceeds from long-term secured and unsecured financings.

Recurring and Nonrecurring Capital Expenditures

Capital expenditures are considered part of both our short-term and long-term liquidity requirements. During the year ended December 31, 2018, we incurred \$5.6 million of recurring capital expenditures, which was an increase of \$3.1 million over the prior year. During the year ended December 31, 2018, we incurred \$45.5 million of non-recurring capital expenditures, which was an increase of \$10.2 million over the prior year. The increase in non-recurring capital expenditures is primarily due to an increase in our redevelopment and repositioning activity and the growth of our overall portfolio. As discussed above under —Factors that May Influence Future Results —Acquisitions and Value-Add Repositioning of Properties, as of December 31, 2018, 11 of our properties were in various stages of redevelopment and repositioning or lease-up, and we anticipate beginning repositioning work on two additional properties during 2019. We currently estimate that approximately \$43.2 million of capital will be required over the next ten quarters (1Q-2019 through 2Q-2021) to complete the redevelopment and repositioning of these properties. However, this estimate is based on our current construction plan and budgets, both of which are subject to change as a result of a number of factors. If we are unable to complete construction on schedule or within budget, we could incur increased construction costs and experience potential delays in leasing the properties. We expect to fund these projects through a combination of cash flow from operations, the issuance of common stock under the \$400 Million ATM Program and borrowings available under the Revolver.

Commitments and Contractual Obligations

The following table sets forth our principal obligations and commitments as of December 31, 2018, including (i) scheduled principal payments and debt maturities, (ii) periodic interest payments related to our outstanding indebtedness and interest rate swaps, (iii) office and ground lease payments and (iv) other contractual obligations (in thousands):

	Payments Due by Period				Total
	Less than 1 Year (2019)	1-3 Years (2020- 2021)	3-5 Years (2022- 2023)	More than 5 Years (After 2023)	
Principal payments and debt maturities	\$ 158	\$ 732	\$ 383,485	\$ 376,741	\$ 761,116
Interest payments - fixed rate debt ⁽¹⁾	9,333	18,641	18,605	27,347	73,926
Interest payments - variable rate debt ⁽²⁾	17,603	35,491	25,733	8,726	87,553
Office lease payments	668	424	—	—	1,092
Ground lease payments	144	288	288	5,532	6,252
Contractual obligations ⁽³⁾	22,816	—	—	—	22,816
Total	\$ 50,722	\$ 55,576	\$ 428,111	\$ 418,346	\$ 952,755

- (1) Reflects scheduled interest payments on our fixed rate debt, including the \$100 million unsecured guaranteed senior notes, the \$125 million unsecured guaranteed senior notes and the Gilbert/La Palma mortgage loan.
- (2) Reflects an estimate of interest payments due on variable rate debt, including the impact of interest rate swaps. For variable rate debt where interest is paid based on LIBOR plus an applicable LIBOR margin, we used the applicable LIBOR margin in effect as of December 31, 2018, and the one-month LIBOR rate of 2.5027%, as of December 31, 2018. Furthermore, it is assumed that any maturity extension options available are not exercised.
- (3) Includes total commitments for tenant improvement and construction work related to obligations under certain tenant leases and vendor contracts. We anticipate these obligations to be paid as incurred in 2019 and 2020, however, as the timing of these obligations is subject to a number of factors, for purposes of this table, we have included the full amount under “Less than 1 Year (2019).”

Dividends and Distributions

In order to maintain our qualification as a REIT, we are required to distribute annually at least 90% of our REIT taxable income, determined without regard to the dividends paid deduction and excluding any net capital gains. To satisfy the requirements to qualify as a REIT and generally not be subject to U.S. federal income tax, we intend to distribute a percentage of our cash flow on a quarterly basis to holders of our common stock. In addition, we intend to make distribution payments to holders of OP Units and dividend payments to holders of our preferred stock.

On February 11, 2019, our board of directors declared a quarterly cash dividend in the amount of \$0.185 per share of common stock and a quarterly cash distribution in the amount of \$0.185 per OP Unit, to be paid on April 15, 2019, to holders of record as of March 29, 2019.

On February 11, 2019, our board of directors declared a quarterly cash dividend in the amount of \$0.367188 per share of our 5.875% Series A Cumulative Redeemable Preferred Stock and \$0.367188 per share of our 5.875% Series B Cumulative Redeemable Preferred Stock, to be paid on March 29, 2019, to holders of record as of March 15, 2019.

Consolidated Indebtedness

The following table sets forth certain information with respect to our consolidated indebtedness outstanding as of December 31, 2018:

	<u>Maturity Date</u>	<u>Stated Interest Rate</u>	<u>Effective Interest Rate⁽¹⁾</u>	<u>Principal Balance (in thousands)⁽²⁾</u>	<u>Maturity Date of Effective Swaps</u>
Secured Debt:					
\$60M Term Loan ⁽³⁾	8/1/2023 ⁽³⁾	LIBOR+1.70%	3.619% ⁽⁴⁾	\$ 58,499	2/15/2019
Gilbert/La Palma	3/1/2031	5.125%	5.125%	2,617	
Unsecured Debt:					
Revolver ⁽⁵⁾	2/12/2021 ⁽⁶⁾	LIBOR +1.10% ⁽⁷⁾	3.603%	—	
\$100 Million Term Loan Facility	2/14/2022	LIBOR +1.20% ⁽⁷⁾	2.964% ⁽⁸⁾	100,000	8/14/2021
\$225 Million Term Loan Facility	1/14/2023	LIBOR +1.20% ⁽⁷⁾	2.574% ⁽⁹⁾	225,000	1/14/2022
\$150 Million Term Loan Facility	5/22/2025	LIBOR +1.50% ⁽⁷⁾	4.003%	150,000	
\$100 Million Senior Notes	8/6/2025	4.29%	4.290%	100,000	
\$125 Million Senior Notes	7/13/2027	3.930%	3.930%	125,000	
Total Debt:			<u>3.444%</u>	<u>\$ 761,116</u>	

- (1) Includes the effect of interest rate swaps that were effective as of December 31, 2018. Assumes a one-month LIBOR rate of 2.5027% as of December 31, 2018, as applicable. Excludes the effect of amortization of debt issuance costs, discounts and the facility fee on the Revolver.
- (2) Excludes unamortized debt issuance costs and debt discounts totaling \$3.7 million as of December 31, 2018.
- (3) One two-year extension is available, if certain conditions are satisfied.
- (4) As of December 31, 2018, \$58.1 million of this term loan has been effectively fixed at 3.615% through the use of two interest rate swaps as follows: (i) \$30 million at 3.526% with an effective date of January 15, 2015 and (ii) \$28.1 million at 3.710% with an effective date of July 15, 2015.

- (5) The Revolver is subject to an applicable facility fee which is calculated as a percentage of the total lenders' commitment amount, regardless of usage. The applicable facility fee will range from 0.15% to 0.30% depending upon our leverage ratio.
- (6) Two additional six-month extensions are available, provided that certain conditions are satisfied.
- (7) The LIBOR margin will range from 1.10% to 1.50% per annum for the Revolver, 1.20% to 1.70% per annum for the \$100 Million Term Loan Facility, 1.20% to 1.70% per annum for the \$225 million term loan facility and 1.50% to 2.20% per annum for the \$150 Million Term Loan Facility, depending on our leverage ratio, which is the ratio of our outstanding consolidated indebtedness to the value of our consolidated gross asset value. This leverage ratio is measured on a quarterly basis, and as a result, the effective interest rate will fluctuate from period to period.
- (8) As of December 31, 2018, the \$100 Million Term Loan has been effectively fixed at 1.764% plus an applicable LIBOR margin through the use of an interest rate swap with a notional value of \$100.0 million and an effective date of December 14, 2018.
- (9) As of December 31, 2018, the \$225 million term loan facility has been effectively fixed at 1.374% plus the applicable LIBOR margin through the use of two interest rate swaps as follows: (i) \$125 million with a strike rate of 1.349% and an effective date of February 14, 2018, and (ii) \$100 million with a strike rate of 1.406% and an effective date of August 14, 2018, plus the applicable LIBOR margin.

The following table summarizes the composition of our consolidated debt between fixed-rate and variable-rate and secured and unsecured debt as of December 31, 2018:

	Average Term Remaining (in years)	Stated Interest Rate	Effective Interest Rate ⁽¹⁾	Principal Balance (in thousands) ⁽²⁾	% of Total
Fixed vs. Variable:					
Fixed	5.3	3.306%	3.306%	\$ 610,725	80%
Variable	6.4	LIBOR + 1.50%	4.003%	\$ 150,391	20%
Secured vs. Unsecured:					
Secured	4.9	--	3.683%	\$ 61,116	8%
Unsecured	5.6	--	3.423%	\$ 700,000	92%

(1) Includes the effect of interest rate swaps that were effective as of December 31, 2018. Excludes the effect of amortization of debt issuance costs, discounts and the facility fee on the Revolver. Assumes a one-month LIBOR rate of 2.5027% as of December 31, 2018, as applicable.

(2) Excludes unamortized debt issuance costs and debt discounts totaling \$3.7 million as of December 31, 2018.

At December 31, 2018, we had total indebtedness of \$761.1 million, excluding unamortized debt issuance costs and debt discounts, with a weighted average interest rate of approximately 3.444% and an average term-to-maturity of 5.5 years. As of December 31, 2018, \$610.7 million, or 80%, of our outstanding indebtedness had an interest rate that was effectively fixed under either the terms of the loan (\$227.6 million) or an interest rate swap (\$383.1 million).

At December 31, 2018, we had total indebtedness of approximately \$761.1 million, reflecting a net debt to total combined market capitalization of approximately 15.8%. Our total combined market capitalization is defined as the sum of the liquidation value of our preferred stock plus the market value of our common stock excluding shares of nonvested restricted stock, plus the aggregate value of common units not owned by us, plus the value of our net debt. Our net debt is defined as our consolidated indebtedness less cash and cash equivalents.

Fourth Amendment to Credit Agreement

On January 16, 2018, we entered into the Fourth Amendment to Credit Agreement (the "Fourth Amendment") to amend our Credit Agreement, dated as of January 14, 2016 (as amended from time to time) for our \$225.0 million unsecured term loan facility (the "\$225 Million Term Loan Facility").

Amounts outstanding under the \$225 Million Term Loan Facility bear interest at a rate equal to, at our option, either (i) LIBOR plus an applicable margin that is based upon our leverage ratio or (ii) the Base Rate, as defined in the \$225 Million Term Loan Facility, plus an applicable margin that is based on our leverage ratio. The Fourth Amendment decreases the applicable margin for LIBOR-based borrowings from a range of 1.50% to 2.25% per annum to a range of 1.20% to 1.70% per annum and decreases the applicable margin for Base Rate-based borrowings from a range of 0.50% to 1.25% per annum to a range of 0.20% to 0.70% per annum.

If we obtain one additional investment grade rating by one or more of S&P or Moody's to complement our current investment grade Fitch rating, we may elect to convert the pricing structure under the \$225 Million Term Loan Facility to be based on such rating. Under this pricing structure, the Fourth Amendment decreases the applicable margin for LIBOR-based borrowings from a range of 1.40% to 2.35% per annum to a range of 0.90% to 1.75% per annum and decreases the applicable margin for Base Rate-based borrowings from a range of 0.40% to 1.35% per annum to a range of 0.00% to 0.75% per annum.

Modification of \$60 Million Term Loan

On June 27, 2018, we entered into the Second Modification Agreement (the "Modification Agreement") to amend our Term Loan Agreement, dated as of July 24, 2013 (as amended from time to time) for our \$60.0 million term loan (the "\$60 Million Term Loan")

The Modification Agreement, among other things, (i) extends the maturity date of the \$60 Million Term Loan from August 1, 2019, to August 1, 2023, (ii) decreases the interest rate from LIBOR plus 1.90% per annum to LIBOR plus 1.70% per annum, (iii) provides for one 24-month extension option, subject to certain terms and conditions, and (iv) amends the repayment schedule of the \$60 Million Term Loan by adding 36 months of interest only payments, followed by equal monthly payments of principal (\$65,250), plus accrued interest until maturity.

Debt Covenants

The Credit Facility, the \$225 Million Term Loan Facility, the \$150 Million Term Loan Facility, the \$100 million unsecured guaranteed senior notes (the "\$100 Million Notes") and the \$125 Million unsecured guaranteed senior notes (the "\$125 Million Notes") all include a series of financial and other covenants that we must comply with, including the following covenants which are tested on a quarterly basis:

- Maintaining a ratio of total indebtedness to total asset value of not more than 60%;
- For the Credit Facility, the \$225 Million Term Loan Facility, and \$150 Million Term Loan Facility, maintaining a ratio of secured debt to total asset value of not more than 45%;
- For the \$100 Million Notes and the \$125 Million Notes, maintaining a ratio of secured debt to total asset value of not more than 40%;
- Maintaining a ratio of total secured recourse debt to total asset value of not more than 15%;
- Maintaining a minimum tangible net worth of at least the sum of (i) \$760,740,750, and (ii) an amount equal to at least 75% of the net equity proceeds received by the Company after September 30, 2016;
- Maintaining a ratio of adjusted EBITDA (as defined in each of the loan agreements) to fixed charges of at least 1.50 to 1.0;
- Maintaining a ratio of total unsecured debt to total unencumbered asset value of not more than 60%;
- Maintaining a ratio of unencumbered NOI (as defined in each of the loan agreements) to unsecured interest expense of at least 1.75 to 1.0.

The Credit Facility, the \$225 Million Term Loan Facility, the \$150 Million Term Loan Facility, \$100 Million Notes and the \$125 Million Notes also contain limitations on our ability to pay distributions on our common stock. Specifically, our cash dividends may not exceed the greater of (1) 95% of our FFO (as defined in the credit agreement) and (2) the amount required for us to qualify and maintain our REIT status. If an event of default exists, we may only make distributions sufficient to qualify and maintain our REIT status.

Additionally, subject to the terms of the \$100 Million Notes and the \$125 Million Notes (together the "Notes"), upon certain events of default, including, but not limited to, (i) a default in the payment of any principal, make-whole payment amount, or interest under the Notes, (ii) a default in the payment of certain of our other indebtedness, (iii) a default in compliance with the covenants set forth in the Notes agreement and (iv) bankruptcy and other insolvency defaults, the principal and accrued and unpaid interest and the make-whole payment amount on the outstanding Notes will become due and payable at the option of the purchasers.

The \$60 Million Term Loan contains the following financial covenants:

- Maintaining a Debt Service Coverage Ratio (as defined in the term loan agreement) of at least 1.10 to 1.00, to be tested quarterly;
- Maintaining Unencumbered Liquid Assets (as defined in the term loan agreement) of not less than (i) \$5 million, or (ii) \$8 million if we elect to have Line of Credit Availability (as defined in the term loan agreement) included in the

calculation, of which \$2 million must be cash or cash equivalents, to be tested annually as of December 31 of each year;

- Maintaining a minimum Fair Market Net Worth (as defined in the term loan agreement) of at least \$75 million, to be tested annually as of December 31 of each year.

We were in compliance with all of our quarterly and annual debt covenants as of December 31, 2018.

Off Balance Sheet Arrangements

As of December 31, 2018, we did not have any off-balance sheet arrangements.

Cash Flows

Comparison of the Year Ended December 31, 2018 to the Year Ended December 31, 2017

The following table summarizes the changes in net cash flows associated with our operating, investing, and financing activities for the years ended December 31, 2018 and 2017 (in thousands):

	Year Ended December 31,		Change
	2018	2017	
Cash provided by operating activities	\$ 102,775	\$ 76,650	\$ 26,125
Cash used in investing activities	\$ (507,213)	\$ (606,900)	\$ 99,687
Cash provided by financing activities	\$ 578,169	\$ 521,595	\$ 56,574

Net cash provided by operating activities. Net cash provided by operating activities increased by \$26.1 million to \$102.8 million for the year ended December 31, 2018, compared to \$76.7 million for the year ended December 31, 2017. The increase was primarily attributable to incremental cash flows from property acquisitions completed subsequent to January 1, 2017, and the increase in Cash NOI from our Same Properties Portfolio, partially offset by changes in working capital and higher cash interest paid during 2018.

Net cash used in investing activities. Net cash used in investing activities decreased by \$99.7 million to \$507.2 million for the year ended December 31, 2018, compared to \$606.9 million for the year ended December 31, 2017. The decrease was primarily attributable to a \$172.6 million decrease in cash paid for property acquisitions, including acquisition related deposits, partially offset by a \$51.0 million decrease in net proceeds received from the sale of properties, a \$15.6 million increase in cash paid for construction and repositioning projects, and a \$6.0 million decrease in proceeds from the repayment of a note receivable in 2017.

Net cash provided by financing activities. Net cash provided by financing activities increased by \$56.6 million to \$578.2 million for the year ended December 31, 2018, compared to \$521.6 million for the year ended December 31, 2017. The increase was primarily attributable to the following: (i) an increase of \$225.6 million in net cash proceeds from the sale of shares of our common stock, (ii) an increase of \$150.0 million in cash proceeds from borrowings on the \$150 Million Term Loan Facility in May 2018, (iii) a decrease of \$16.0 million in paydowns on the Revolver and (iv) the repayment of two secured mortgage loans totaling \$14.9 million in 2017. These increases were partially offset by the following: (i) a decrease of \$136.0 million in draws on the Revolver, (ii) a decrease of \$125.0 million in cash proceeds from the issuance of the \$125 Million Notes in July 2017, (iii) a decrease of \$72.5 million in net cash proceeds from the issuance of the 5.87% Series B Cumulative Redeemable Preferred Stock in November 2017 (the "Series B Preferred Stock"), (iv) an increase of \$13.7 million in dividends and distributions paid to common stockholders and unit holders, primarily resulting from the increase in the number of common shares outstanding and the increase in our quarterly per share cash dividend and (v) an increase of \$5.0 million in dividends paid to preferred stockholders due to the issuance of the Series B Preferred Stock in November 2017.

Comparison of the Year Ended December 31, 2017 to the Year Ended December 31, 2016

The following table summarizes the cash flows of Rexford Industrial Realty, Inc. for the years ended December 31, 2017 and 2016 (in thousands):

	Year Ended December 31,		Change
	2017	2016	
Cash provided by operating activities	\$ 76,650	\$ 56,432	\$ 20,218
Cash used in investing activities	\$ (606,900)	\$ (361,214)	\$ (245,686)
Cash provided by financing activities	\$ 521,595	\$ 315,106	\$ 206,489

Net cash provided by operating activities. Net cash provided by operating activities increased by \$20.2 million to \$76.7 million for the year ended December 31, 2017, compared to \$56.4 million for the year ended December 31, 2016. The increase was primarily attributable to incremental cash flows from property acquisitions completed subsequent to January 1, 2016, and the increase in Cash NOI from our Same Properties Portfolio and changes in working capital, partially offset by higher cash interest paid in 2017.

Net cash used in investing activities. Net cash used in investing activities increased by \$245.7 million to \$606.9 million for the year ended December 31, 2017, compared to \$361.2 million for the year ended December 31, 2016. The increase was primarily attributable to a \$299.2 million increase in cash paid for property acquisitions, including related deposits, partially offset by a \$57.5 million increase in net proceeds received from the sale of properties.

Net cash provided by financing activities. Net cash provided by financing activities increased by \$206.5 million to \$521.6 million for the year ended December 31, 2017, compared to \$315.1 million for the year ended December 31, 2016. The increase was primarily attributable to (i) an increase of \$349.0 million in draws on the Revolver, (ii) an increase of \$147.5 million in net cash proceeds from the sale of shares of our common stock and (iii) an increase of \$125.0 million in cash proceeds from the issuance of the \$125 Million Notes in July 2017. These increases were partially offset by (i) a decrease of \$225.0 million in borrowings on the \$225 Million Term Loan Facility which was fully drawn upon in April 2016, (ii) an increase of \$148.5 million in paydowns on the Revolver, (iii) the repayment of two secured mortgage loans totaling \$14.9 million in 2017, (iv) a decrease of \$14.2 million in net cash proceeds from the issuance of preferred stock and (v) an increase of \$10.8 million in dividends and distributions paid, primarily resulting from an increase in the number of common shares outstanding and the issuance of the Series A Preferred Stock in August 2016.

Inflation

The majority of our leases are either triple net or provide for tenant reimbursement for costs related to real estate taxes and operating expenses. In addition, most of the leases provide for fixed rent increases. We believe that inflationary increases to real estate taxes, utility expenses and other operating expenses may be partially offset by the contractual rent increases and tenant payment of taxes and expenses described above. We do not believe that inflation has had a material impact on our historical financial position or results of operations.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Market risk refers to the risk of loss from adverse changes in market prices and interest rates. A key market risk we face is interest rate risk. We are exposed to interest rate changes primarily as a result of using variable-rate debt to satisfy various short-term and long-term liquidity needs, which have interest rates based upon LIBOR. We use interest rate swaps to manage, or hedge, interest rate risks related to our borrowings. Because actual interest rate movements over time are uncertain, our swaps pose potential interest rate risks, notably if interest rates fall. We also expose ourselves to credit risk, which we attempt to minimize by contracting with highly-rated banking financial counterparties. For a summary of our outstanding variable-rate debt, see Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Financial Condition, Liquidity and Capital Resources. For a summary of our interest rate swaps, see Note 7 to our consolidated financial statements included in Item 15 of this Report on Form 10-K.

As of December 31, 2018, \$58.1 million of the \$60.0 Million Term Loan's principal has been effectively fixed at 3.615% through the use of two interest rate swaps, with notional values of \$30.0 million and \$28.1 million, respectively. The first interest rate swap, which is effective for the period from January 15, 2015 to February 15, 2019, currently fixes the annual interest rate

payable at 3.526%. The second interest rate swap, which is an amortizing swap, is effective for the period from July 15, 2015 to February 15, 2019, and currently fixes the annual interest rate payable at 3.71%.

As of December 31, 2018, the \$100 Million Term Loan Facility has been effectively fixed through the use of one interest rate swap. The interest rate swap has a notional value of \$100.0 million, an effective date of December 14, 2018, a maturity date of August 14, 2021, and currently fixes the annual interest rate payable on the \$100 Million Term Loan Facility at 1.764% plus an applicable LIBOR margin under the terms of the Credit Facility.

As of December 31, 2018, the \$225 Million Term Loan Facility has been effectively fixed through the use of two interest rate swaps. The first interest rate swap has a notional value of \$125.0 million, an effective date of February 14, 2018, a maturity date of January 14, 2022 and currently fixes the annual interest rate payable at 1.349% plus an applicable LIBOR margin under the terms of the \$225 Million Term Loan Facility. The second interest rate swap has a notional value of \$100.0 million, an effective date of August 14, 2018, a maturity date of January 14, 2022, and currently fixes the annual interest rate payable at 1.406% plus an applicable LIBOR margin under the terms of the \$225 Million Term Loan Facility.

On December 6, 2018, we entered into an interest rate swap transaction to manage our exposure to fluctuations in variable interest rate associated with the \$150 Million Term Loan. The interest rate swap has a notional value of \$150.0 million with an effective date of July 22, 2019, and a maturity date of November 22, 2024. The interest rate swap will effectively fix the annual interest rate payable on the \$150 Million Term Loan Facility at 2.7625% plus an applicable margin under the terms of the \$150 Million Term Loan Facility.

As of December 31, 2018, we had total consolidated indebtedness, excluding unamortized debt issuance costs and discounts, of \$761.1 million. Of this total, \$610.7 million, or 80%, had an interest rate that was effectively fixed under the terms of the loan or an interest rate swap. The remaining \$150.4 million, or 20%, comprises our variable-rate debt. Based upon the amount of variable-rate debt outstanding as of December 31, 2018, if LIBOR were to increase by 50 basis points, the increase in interest expense on our variable-rate debt would decrease our future earnings and cash flows by approximately \$0.8 million annually. If LIBOR were to decrease by 50 basis points, the decrease in interest expense on our variable-rate debt would increase our future earnings and cash flows by approximately \$0.8 million annually.

Interest risk amounts are our management's estimates and were determined by considering the effect of hypothetical interest rates on our financial instruments. We calculate interest sensitivity by multiplying the amount of variable rate debt outstanding by the respective change in rate. The sensitivity analysis does not take into consideration possible changes in the balances or fair value of our floating rate debt or the effect of any change in overall economic activity that could occur in that environment. Further, in the event of a change of that magnitude, we may take actions to further mitigate our exposure to the change. However, due to the uncertainty of the specific actions that would be taken and their possible effects, this analysis assume no changes in our financial structure.

Item 8. Financial Statements and Supplementary Data

All information required by this item is listed in the Index to Financial Statements in Part IV, Item 15(a)(1).

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as defined in Rule 13a-15(e) or Rule 15d-15(e) under the Exchange Act) that are designed to ensure that information required to be disclosed in our reports under the Exchange Act is processed, recorded, summarized, and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to management, including the Co-Chief Executive Officers and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure.

In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by SEC Rule 13a-15(b), we carried out an evaluation, under the supervision and with the participation of management, including the Co-Chief Executive Officers and Chief Financial Officer, of the effectiveness of the design and operation of the disclosure controls and procedures as of December 31, 2018, the end of the period covered by this report. Based on this evaluation, management has concluded that the Company's disclosure controls and procedures were effective as of December 31, 2018 at the reasonable assurance level.

Changes in Internal Control Over Financial Reporting

There have been no significant changes that occurred during the fourth quarter of the most recent year covered by this report in the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Management's Report on Internal Control Over Financial Reporting

Internal control over financial reporting is a process designed by, or under the supervision of, our Co-Chief Executive Officers and Chief Financial Officer and effected by our board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP. Internal control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that our receipts and expenditures are being made only in accordance with authorizations of management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of assets that could have a material effect on the consolidated financial statements.

Management is responsible for establishing and maintaining adequate internal control over financial reporting. The Company has used the criteria set forth in the Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission to assess our internal control over financial reporting. Based upon this assessment, management concluded that internal control over financial reporting operated effectively as of December 31, 2018.

The effectiveness of our internal control over financial reporting as of December 31, 2018, has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report which appears herein within Item 15. See Report of Independent Registered Public Accounting Firm.

Item 9B. Other Information.

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by Item 10 will be contained in a definitive proxy statement for our Annual Meeting of Stockholders, which we anticipate will be filed no later than 120 days after the end of our fiscal year ended December 31, 2018 and is incorporated by reference.

Item 11. Executive Compensation

The information required by Item 11 will be contained in a definitive proxy statement for our Annual Meeting of Stockholders, which we anticipate will be filed no later than 120 days after the end of our fiscal year ended December 31, 2018 and is incorporated by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by Item 12 will be contained in a definitive proxy statement for our Annual Meeting of Stockholders, which we anticipate will be filed no later than 120 days after the end of our fiscal year ended December 31, 2018 and is incorporated by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by Item 13 will be contained in a definitive proxy statement for our Annual Meeting of Stockholders, which we anticipate will be filed no later than 120 days after the end of our fiscal year ended December 31, 2018 and is incorporated by reference.

Item 14. Principal Accounting Fees and Services

The information required by Item 14 will be contained in a definitive proxy statement for our Annual Meeting of Stockholders, which we anticipate will be filed no later than 120 days after the end of our fiscal year ended December 31, 2018 and is incorporated by reference.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a)(1) and (2) Financial Statements and Schedules

The following financial information is included in Part IV of this Report on the pages indicated:

Reports of Independent Registered Public Accounting Firm	F-1
Audited Consolidated Financial Statements of Rexford Industrial Realty, Inc.:	
Consolidated Balance Sheets as of December 31, 2018 and 2017	F-3
Consolidated Statements of Operations for the Years Ended December 31, 2018, 2017, and 2016	F-4
Consolidated Statements of Comprehensive Income for the Years Ended December 31, 2018, 2017 and 2016	F-5
Consolidated Statements of Changes in Equity for the Years ended December 31, 2018, 2017 and 2016	F-6
Consolidated Statements of Cash Flows for the Years Ended December 31, 2018, 2017 and 2016	F-8
Notes to Consolidated Financial Statements	F-9
Schedule III – Real Estate and Accumulated Depreciation	F-47

All other schedules are omitted because the required information is not present in amounts sufficient to require submission of the schedule or because the information required is included in the financial statements and notes thereto.

(3). Exhibits

Exhibit Number	Exhibit Description	Form	File No.	Exhibit No.	Filing Date
2.1	<u>Contribution Agreement by and among Rexford Industrial Realty, L.P., Rexford Industrial Realty, Inc. and Rexford Industrial Fund I, LLC</u>	10-Q	001-36008	2.1	9/3/2013
2.2	<u>Contribution Agreement by and among Rexford Industrial Realty, L.P., Rexford Industrial Realty, Inc. and Rexford Industrial Fund II, LLC</u>	10-Q	001-36008	2.2	9/3/2013
2.3	<u>Contribution Agreement by and among Rexford Industrial Realty, L.P., Rexford Industrial Realty, Inc. and Rexford Industrial Fund III, LLC</u>	10-Q	001-36008	2.3	9/3/2013
2.4	<u>Contribution Agreement by and among Rexford Industrial Realty, L.P., Rexford Industrial Realty, Inc. and Rexford Industrial Fund IV, LLC</u>	10-Q	001-36008	2.4	9/3/2013
2.5	<u>Agreement and Plan of Merger by and among Rexford Industrial Realty, Inc. and Rexford Industrial Fund V REIT, LLC</u>	10-Q	001-36008	2.5	9/3/2013
2.6	<u>Agreement and Plan of Merger by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., and Rexford Industrial Fund V, LP</u>	10-Q	001-36008	2.6	9/3/2013
2.7	<u>Contribution Agreement by and among Rexford Industrial Realty, L.P., Rexford Industrial Realty, Inc. and Allan Ziman, as Special Trustee of the Declaration of Trust of Jeanette Rubin trust, dated August 16, 1978, as amended</u>	10-Q	001-36008	2.7	9/3/2013
2.8	<u>Contribution Agreement by and among Rexford Industrial Realty, L.P., Rexford Industrial Realty, Inc. and the Contributors named therein</u>	10-Q	001-36008	2.8	9/3/2013
2.9	<u>Contribution Agreement by and among Rexford Industrial Realty, L.P., Rexford Industrial Realty, Inc. and Christopher Baer</u>	10-Q	001-36008	2.9	9/3/2013
2.10	<u>Agreement and Plan of Merger by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., Rexford Industrial Merger Sub LLC, and Rexford Industrial, LLC</u>	10-Q	001-36008	2.10	9/3/2013
2.11	<u>Agreement and Plan of Merger by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., Rexford Fund V Manager Merger Sub LLC, and Rexford Fund V Manager LLC</u>	10-Q	001-36008	2.11	9/3/2013
2.12	<u>Agreement and Plan of Merger by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., Rexford Sponsor V Merger Sub LLC, and Rexford Sponsor V LLC</u>	10-Q	001-36008	2.12	9/3/2013
2.13	<u>Representation, Warranty and Indemnity Agreement by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., Richard Ziman, Howard Schwimmer and Michael S. Frankel</u>	10-Q	001-36008	2.13	9/3/2013
2.14	<u>Indemnity Escrow Agreement, by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., Rexford Industrial Realty, Inc., acting in the capacity of escrow agent, Richard Ziman, Howard Schwimmer and Michael S. Frankel</u>	10-Q	001-36008	2.14	9/3/2013
2.15	<u>Agreement of Purchase and Sale and Joint Escrow Instructions, dated as of May 19, 2014, among Westcore Cabot, L.P., a Delaware limited partnership, and Westcore Distribution, LLC, Westcore Distribution II, LLC, Westcore Hunter, LLC, Westcore Salt Lake Avenue, LLC, Westcore Valley, LLC, and Westcore Alton, LLC (all Delaware limited liability companies) and Rexford Industrial Realty, L.P., as amended on May 27, 2014, May 30, 2014, June 4, 2014, June 13, 2014 and June 24, 2014</u>	8-K/A	001-36008	2.1	7/2/2014
2.16	<u>Purchase and Sale Agreement by and between LBA/PPF Industrial – Mason, LLC, as Seller, and Rexford Industrial Realty, L.P., as Buyer, for 9120 Mason Avenue and 20355 Corisco Street, Chatsworth, California Dated as of August 18, 2014</u>	8-K	001-36008	2.1	9/15/2014
2.17	<u>Agreement of Purchase and Sale and Joint Escrow Instructions By and Between Laro Properties, L.P., as Seller, and Rexford Industrial Realty, L.P., a Maryland limited partnership, as Purchaser, for 12907 Imperial Hwy, Santa Fe Springs, California, 10509 Business Drive, Fontana, California, 13231 Slover Avenue, Fontana, California, Dated as of November 4, 2014, and as amended on November 26, 2014</u>	8-K	001-36008	2.1	12/8/2014
2.18	<u>Stock Purchase Agreement by and among Atlantic CT Holdings, LLC, Atlantic CT REIT, Inc. and Rexford Industrial Realty, L.P. dated April 11, 2016.</u>	8-K	001-36008	2.1	4/11/2016
2.19	<u>Agreement of Purchase and Sale by and between Safari Industrial Corporation, as Seller, and Rexford Industrial Realty, L.P., as Purchaser, dated as of May 2, 2017, as amended on July 10, 2017.</u>	10-Q	001-36008	10.1	8/4/2017

2.20	Agreement of Purchase and Sale by and between SVF Safari, LLC, as Seller, and Rexford Industrial Realty, L.P., as Purchaser, dated as of May 2, 2017, as amended on July 10, 2017.	10-Q	001-36008	10.2	8/4/2017
2.21	Purchase and Sale Agreement and Joint Escrow Instructions by and between Rexford Industrial Realty, L.P., as Buyer, and CSHV Rancho Pacifica, LLC, as Seller, dated as of July 5, 2017, as amended July 10, 2017.	10-Q	001-36008	10.3	11/3/2017
3.1	Articles of Amendment and Restatement of Rexford Industrial Realty, Inc.	S-11/A	333-188806	3.1	7/15/2013
3.2	Third Amended and Restated Bylaws of Rexford Industrial Realty, Inc.	8-K	001-36008	3.1	5/4/2018
3.3	Articles Supplementary designating the Series A Preferred Stock of Rexford Industrial Realty, Inc.	8-A	001-36008	3.3	8/15/2016
3.4	Articles Supplementary designating the Series B Preferred Stock of Rexford Industrial Realty, Inc.	8-A12B	001-36008	3.3	11/9/2017
4.1	Form of Certificate of Common Stock of Rexford Industrial Realty, Inc.	S-11/A	333-188806	4.1	7/15/2013
4.2	Form of Specimen Certificate of Series A Preferred Stock of Rexford Industrial Realty, Inc.	8-A	001-36008	4.1	8/15/2016
4.3	Form of Specimen Certificate of Series B Preferred Stock of Rexford Industrial Realty, Inc.	8-A12B	001-36008	4.1	11/9/2017
10.1	Fourth Amended and Restated Agreement of Limited Partnership of Rexford Industrial Realty, L.P.	8-K	001-36008	3.2	11/13/2017
10.2	Registration Rights Agreement among Rexford Industrial Realty, Inc. and the persons named therein	10-Q	001-36008	10.2	9/3/2013
10.3†	Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P., 2013 Incentive Award Plan	10-Q	001-36008	10.3	9/3/2013
10.4†	Form of Restricted Stock Award Agreement under 2013 Incentive Award Plan	S-11/A	333-188806	10.4	7/15/2013
10.5	Form of Indemnification Agreement between Rexford Industrial Realty, Inc. and its directors and officers	S-11/A	333-188806	10.5	7/9/2013
10.6	Tax Matters Agreement by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., and each partner set forth in Schedule I, Schedule II and Schedule III thereto	10-Q	001-36008	10.6	9/3/2013
10.7†	Employment Agreement, dated as of July 24, 2013, between Michael S. Frankel, Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P.	10-Q	001-36008	10.8	9/3/2013
10.8†	First Amendment to Employment Agreement, effective June 26, 2017, between Michael S. Frankel, Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P.	8-K	001-36008	10.2	6/29/2017
10.9†	Employment Agreement, dated as of July 24, 2013, between Howard Schwimmer, Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P.	10-Q	001-36008	10.9	9/3/2013
10.10†	First Amendment to Employment Agreement, effective June 26, 2017, between Howard Schwimmer, Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P.	8-K	001-36008	10.3	6/29/2017
10.11†	Employment Agreement, effective as of November 25, 2014, between Adeel Khan, Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P.	8-K	001-36008	10.1	12/2/2014
10.12†	First Amendment to Employment Agreement, effective June 26, 2017, between Adeel Khan, Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P.	8-K	001-36008	10.4	6/29/2017
10.13†	Employment Agreement, effective as of June 26, 2017, between David E. Lanzer, Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P.	8-K	001-36008	10.1	6/29/2017
10.14†	Rexford Industrial Realty, Inc. Non-Employee Director Compensation Program	10-K	001-36008	10.11	3/9/2015
10.15†	Form of Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P. Time-Based LTIP Unit Agreement	8-K	001-36008	10.2	12/21/2015
10.16†	Form of Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P. OPP Performance Unit Agreement	8-K	001-36008	10.3	12/21/2015
10.17	Term Loan Agreement among RIF I—Don Julian, LLC, RIF I—Lewis Road, LLC, RIF I—Walnut, LLC, RIF I—Oxnard, LLC, RIF II—Kaiser, LLC, RIF III—Irwindale, LLC and Rexford Business Center—Fullerton, LLC, collectively as Borrower, and Bank of America, N.A., as Lender	10-Q	001-36008	10.12	9/3/2013
10.18	The Loan Assumption Agreement dated as of November 8, 2013 between Gilbert LaPalma Properties, LLC, and Rexford Industrial-Gilbert LaPalma, LLC, and American Security Insurance Company, as Lender	10-K	001-36008	10.20	3/20/2014

10.19	<u>Modification and Loan Assumption Agreement, dated January 24, 2014, by and among RIF I—Don Julian, LLC, RIF I—Lewis Road, LLC, RIF I—Oxnard, LLC, RIF I—Walnut, LLC, REXFORD BUSINESS CENTER—FULLERTON, LLC, RIF II—Kaiser, LLC, RIF III—Irwindale, LLC and REXFORD INDUSTRIAL—MADERA INDUSTRIAL, LLC collectively as Borrower, and Bank of America, N.A., as Lender.</u>	8-K	001-36008	10.1	8/12/2014
10.20	<u>Reaffirmation of Guaranty, dated January 24, 2014 by Rexford Industrial Realty, Inc.</u>	8-K	001-36008	10.2	8/12/2014
10.21	<u>Note Purchase and Guarantee Agreement, dated as of July 16, 2015 among the Rexford Industrial Realty L.P., Rexford Industrial Realty, Inc. and the purchasers named therein.</u>	8-K	001-36008	10.1	7/20/2015
10.22	<u>The Assumption Agreement dated as of January 21, 2015 between Laro Properties L.P., and Rexford Industrial-Imperial Highway, LLC, and The Lincoln National Life Insurance Company, as Lender</u>	10-Q	001-36008	10.1	5/11/2015
10.23	<u>Assumption Agreement dated as of December 11, 2015 between Walnut Venture, LLC, as Borrower, Rexford Industrial-1065 Walnut LLC, as Purchaser, the individual Guarantors named therein, Rexford Industrial Realty, Inc., as New Guarantor and The Bank of New York Mellon Trust Company, N.A., in its capacity as directed trustee for Washington Capital Joint Master Trust Mortgage Income Fund, as Lender.</u>	10-K	001-36008	10.24	2/25/2016
10.24	<u>Promissory Note dated January 14, 2014 between Walnut Venture, LLC (predecessor in interest to Rexford Industrial - 1065 Walnut LLC), as Borrower, and Washington Capital Joint Master Trust Mortgage Income Fund, as Lender.</u>	10-K	001-36008	10.25	2/25/2016
10.25	<u>Deed of Trust, Assignment of Rents and Leases, Security Agreement and UCC Financing Statement dated as of January 14, 2014 between Walnut Venture, LLC (predecessor in interest to Rexford Industrial - 1065 Walnut LLC), as Borrower, for the benefit of Washington Capital Joint Master Trust Mortgage Income Fund, as Lender.</u>	10-K	001-36008	10.26	2/25/2016
10.26	<u>Equity Distribution Agreement, dated June 13, 2018, by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., and Merrill Lynch, Pierce, Fenner & Smith Incorporated</u>	8-K	001-36008	1.1	6/13/2018
10.27	<u>Equity Distribution Agreement, dated June 13, 2018, by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., and BB&T Capital Markets, a division of BB&T Securities, LLC</u>	8-K	001-36008	1.2	6/13/2018
10.28	<u>Equity Distribution Agreement, dated June 13, 2018, by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., and BTIG, LLC</u>	8-K	001-36008	1.3	6/13/2018
10.29	<u>Equity Distribution Agreement, dated June 13, 2018, by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., and Capital One Securities, Inc.</u>	8-K	001-36008	1.4	6/13/2018
10.30	<u>Equity Distribution Agreement, dated June 13, 2018, by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., and J.P. Morgan Securities LLC</u>	8-K	001-36008	1.5	6/13/2018
10.31	<u>Equity Distribution Agreement, dated June 13, 2018, by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., and J.P. Morgan Securities LLC</u>	8-K	001-36008	1.6	6/13/2018
10.32	<u>Equity Distribution Agreement, dated June 13, 2018, by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., and Jefferies LLC</u>	8-K	001-36008	1.7	6/13/2018
10.33	<u>Equity Distribution Agreement, dated June 13, 2018, by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., and Stifel, Nicolaus & Company, Incorporated</u>	8-K	001-36008	1.8	6/13/2018
10.34	<u>Credit Agreement, dated as of January 14, 2016, among Rexford Industrial Realty, L.P., Rexford Industrial Realty Inc., PNC Bank, National Association, as administrative agent, U.S. Bank, National Association, as syndication agent, PNC Capital Markets LLC and U.S. Bank National Association, as joint lead arrangers and joint bookrunners, and the other lenders named therein.</u>	8-K	001-36008	10.1	1/20/2016
10.35	<u>Increase Certificate dated April 15, 2016.</u>	8-K	001-36008	10.1	4/15/2016
10.36	<u>Second Amended and Restated Credit Agreement, dated as of February 14, 2017, among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., Citibank, N.A. as administrative agent, swing line lender and letter of credit issuer, and the other lenders named therein.</u>	8-K	001-36008	10.1	2/15/2017

10.37	Third Amendment to Credit Agreement, dated February 14, 2017, among Rexford Industrial Realty, L.P., Rexford Industrial Realty Inc., PNC Bank, National Association, as administrative agent, U.S. Bank, National Association, as syndication agent, PNC Capital Markets LLC and U.S. Bank National Association, as joint lead arrangers and joint bookrunners, and the other lenders named therein.	10-K	001-36008	10.33	2/23/2017
10.38	Note Purchase and Guarantee Agreement, dated as of July 13, 2017, by and among Rexford Industrial Realty L.P., Rexford Industrial Realty, Inc. and the purchasers named therein.	8-K	001-36008	10.1	7/19/2017
10.39	Second Amendment to Note Purchase and Guarantee Agreement, dated as of June 16, 2017, among Rexford Industrial Realty, L.P., Rexford Industrial Realty, Inc. and the purchasers named therein.	10-Q	001-36008	10.3	8/4/2017
10.40	Fourth Amendment to Credit Agreement, dated as of January 16, 2018, among Rexford Industrial Realty, L.P., Rexford Industrial Realty Inc., PNC Bank, National Association, as administrative agent and a lender, and the other lenders named therein.	8-K	001-36008	10.1	1/22/2018
10.41	Agreement of Purchase and Sale, dated November 30, 2017, by and between RIF IV Grand, LLC, as Seller, and 6110-6114 Cahuenga Avenue, LLC, as Buyer.	10-K	001-36008	10.40	2/21/2018
10.42	First Amendment to Agreement of Purchase and Sale, dated January 2, 2018, by and between RIF IV Grand, LLC, as Seller, and 6110-6114 Cahuenga Avenue, LLC as Buyer.	10-Q	001-36008	10.2	5/7/2018
10.43	Credit Agreement, dated as of May 22, 2018, among Rexford Industrial Realty, L.P., Rexford Industrial Realty, Inc., Capital One, National Association, as administrative agent, sole lead arranger and bookrunner and BB&T Capital Markets, as syndication agent.	8-K	001-36008	10.1	5/25/2018
10.44	Second Modification Agreement, dated June 27, 2018, by and among RIF I-Don Julian, LLC, RIF I-Lewis Road, LLC, RIF I-Oxnard, LLC, RIF I-Walnut, LLC, Rexford Business Center-Fullerton, LLC, RIF III-Irwindale, LLC, and Rexford Industrial-Madera Industrial, LLC, collectively as Borrower, Rexford Industrial Realty, Inc., as Guarantor, and Bank of America, N.A., as Lender.	8-K	001-36008	10.1	7/3/2018
21.1*	List of Subsidiaries of the Company.				
23.1*	Consent of Ernst & Young LLP				
24.1*	Power of Attorney (included on the signature page of this Form 10-K).				
31.1*	Certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
31.2*	Certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
31.3*	Certification of the Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
32.1*	Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				
32.2*	Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				
32.3*	Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				
101.1*	The following financial information from Rexford Industrial Realty, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2018, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations, (iii) Consolidated Statements of Comprehensive Income, (iv) Consolidated Statements of Changes in Equity, (iv) Consolidated Statements of Cash Flows and (v) the Notes to Consolidated Financial Statements				
*	Filed herein				
**	Furnished herein				
†	Compensatory plan or arrangement				

SIGNATURES

Pursuant to the requirements of the Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this annual report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

Rexford Industrial Realty, Inc.

February 15, 2019

/s/ Michael S. Frankel

Michael S. Frankel

Co-Chief Executive Officer (Principal Executive Officer)

February 15, 2019

/s/ Howard Schwimmer

Howard Schwimmer

Co-Chief Executive Officer (Principal Executive Officer)

February 15, 2019

/s/ Adeel Khan

Adeel Khan

Chief Financial Officer

(Principal Financial and Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned officers and directors of Rexford Industrial Realty, Inc., hereby severally constitute Michael S. Frankel, Howard Schwimmer and Adeel Khan, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the Form 10-K filed herewith and any and all amendments to said Form 10-K, and generally to do all such things in our names and in our capacities as officers and directors to enable Rexford Industrial Realty, Inc. to comply with the provisions of the Securities Exchange Act of 1934, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said Form 10-K and any and all amendments thereto.

Signature	Title	Date
<u>/s/ Michael S. Frankel</u> Michael S. Frankel	Co- Chief Executive Officer and Director (Principal Executive Officer)	February 15, 2019
<u>/s/ Howard Schwimmer</u> Howard Schwimmer	Co- Chief Executive Officer and Director (Principal Executive Officer)	February 15, 2019
<u>/s/ Adeel Khan</u> Adeel Khan	Chief Financial Officer (Principal Financial and Accounting Officer)	February 15, 2019
<u>/s/ Richard Ziman</u> Richard Ziman	Chairman of the Board	February 15, 2019
<u>/s/ Robert L. Antin</u> Robert L. Antin	Director	February 15, 2019
<u>/s/ Steven C. Good</u> Steven C. Good	Director	February 15, 2019
<u>/s/ Diana J. Ingram</u> Diana J. Ingram	Director	February 15, 2019
<u>/s/ Tyler H. Rose</u> Tyler H. Rose	Director	February 15, 2019
<u>/s/ Peter Schwab</u> Peter Schwab	Director	February 15, 2019

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Rexford Industrial Realty, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Rexford Industrial Realty, Inc. (the Company) as of December 31, 2018 and 2017, and the related consolidated statements of operations, comprehensive income, changes in equity and cash flows for each of the three years in the period ended December 31, 2018, and the related notes and financial statement schedule listed in the Index at Item 15(a) (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the consolidated financial position of the Company at December 31, 2018 and 2017, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2018, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 15, 2019 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2012.

Los Angeles, California

February 15, 2019

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Rexford Industrial Realty, Inc.

Opinion on Internal Control over Financial Reporting

We have audited Rexford Industrial Realty, Inc.'s ("the Company") internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Rexford Industrial Realty, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of Rexford Industrial Realty, Inc. as of December 31, 2018 and 2017, and the related consolidated statements of operations, comprehensive income, changes in equity and cash flows for each of the three years in the period ended December 31, 2018 and the related notes and schedule listed in the Index at Item 15(a), and our report dated February 15, 2019 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying management's annual report on internal control over financial reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Los Angeles, California

February 15, 2019

REXFORD INDUSTRIAL REALTY, INC.
CONSOLIDATED BALANCE SHEETS
(In thousands - except share and per share data)

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
ASSETS		
Land	\$ 1,298,957	\$ 997,588
Buildings and improvements	1,332,438	1,079,746
Tenant improvements	60,024	49,692
Furniture, fixtures, and equipment	149	167
Construction in progress	24,515	34,772
Total real estate held for investment	2,716,083	2,161,965
Accumulated depreciation	(228,742)	(173,541)
Investments in real estate, net	2,487,341	1,988,424
Cash and cash equivalents	180,601	6,620
Restricted cash	—	250
Rents and other receivables, net	4,944	3,664
Deferred rent receivable, net	22,228	15,826
Deferred leasing costs, net	14,002	12,014
Deferred loan costs, net	1,312	1,930
Acquired lease intangible assets, net	55,683	49,239
Acquired indefinite-lived intangible	5,156	5,156
Interest rate swap asset	8,770	7,193
Other assets	6,723	6,146
Acquisition related deposits	925	2,475
Assets associated with real estate held for sale, net	—	12,436
Total Assets	\$ 2,787,685	\$ 2,111,373
LIABILITIES & EQUITY		
Liabilities		
Notes payable	\$ 757,371	\$ 668,941
Interest rate swap liability	2,351	219
Accounts payable, accrued expenses and other liabilities	21,074	21,134
Dividends payable	15,938	11,727
Acquired lease intangible liabilities, net	52,727	18,067
Tenant security deposits	23,262	19,521
Prepaid rents	6,539	6,267
Liabilities associated with real estate held for sale	—	243
Total Liabilities	879,262	746,119
Equity		
Rexford Industrial Realty, Inc. stockholders' equity		
Preferred stock, \$0.01 par value per share, 10,000,000 shares authorized,		
5.875% series A cumulative redeemable preferred stock, 3,600,000 shares outstanding as of December 31, 2018 and December 31, 2017 (\$90,000 liquidation preference)	86,651	86,651
5.875% series B cumulative redeemable preferred stock, 3,000,000 shares outstanding as of December 31, 2018 and December 31, 2017 (\$75,000 liquidation preference)	72,443	73,062
Common Stock, \$0.01 par value per share, 490,000,000 authorized and 96,810,504 and 78,495,882 outstanding as of December 31, 2018 and December 31, 2017, respectively	966	782
Additional paid in capital	1,798,113	1,239,810
Cumulative distributions in excess of earnings	(88,341)	(67,058)
Accumulated other comprehensive income	6,262	6,799
Total stockholders' equity	1,876,094	1,340,046
Noncontrolling interests	32,329	25,208
Total Equity	1,908,423	1,365,254
Total Liabilities and Equity	\$ 2,787,685	\$ 2,111,373

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

REXFORD INDUSTRIAL REALTY, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands - except share and per share data)

	Year Ended December 31,		
	2018	2017	2016
RENTAL REVENUES			
Rental income	\$ 177,568	\$ 136,185	\$ 107,594
Tenant reimbursements	32,195	23,363	16,723
Other income	880	869	943
TOTAL RENTAL REVENUES	210,643	160,417	125,260
Management, leasing and development services	473	493	473
Interest income	1,378	445	459
TOTAL REVENUES	212,494	161,355	126,192
OPERATING EXPENSES			
Property expenses	51,671	42,139	33,619
General and administrative	25,194	21,610	17,415
Depreciation and amortization	80,042	64,852	51,407
TOTAL OPERATING EXPENSES	156,907	128,601	102,441
OTHER EXPENSE			
Acquisition expenses	318	454	1,855
Interest expense	25,416	20,209	14,848
TOTAL OTHER EXPENSES	25,734	20,663	16,703
TOTAL EXPENSES	182,641	149,264	119,144
Equity in income from unconsolidated real estate entities	—	11	1,451
Gain on extinguishment of debt	—	25	—
Gain on sale of real estate	17,222	29,573	17,377
NET INCOME	47,075	41,700	25,876
Less: net income attributable to noncontrolling interest	(865)	(988)	(750)
NET INCOME ATTRIBUTABLE TO REXFORD INDUSTRIAL REALTY, INC.	46,210	40,712	25,126
Less: preferred stock dividends	(9,694)	(5,875)	(1,983)
Less: earnings allocated to participating securities	(378)	(410)	(302)
NET INCOME ATTRIBUTABLE TO COMMON STOCKHOLDERS	\$ 36,138	\$ 34,427	\$ 22,841
Net income attributable to common stockholders per share - basic	\$ 0.42	\$ 0.48	\$ 0.36
Net income attributable to common stockholders per share - diluted	\$ 0.41	\$ 0.48	\$ 0.36
Weighted average shares of common stock outstanding - basic	86,824,235	71,198,862	62,723,021
Weighted average shares of common stock outstanding - diluted	87,335,749	71,598,654	62,965,554

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

REXFORD INDUSTRIAL REALTY, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)

	Year Ended December 31,		
	2018	2017	2016
Net income	\$ 47,075	\$ 41,700	\$ 25,876
Other comprehensive (loss) income: cash flow hedge adjustment	(555)	3,425	6,693
Comprehensive income	46,520	45,125	32,569
Less: comprehensive income attributable to noncontrolling interests	(847)	(1,059)	(965)
Comprehensive income attributable to common stockholders	\$ 45,673	\$ 44,066	\$ 31,604

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

REXFORD INDUSTRIAL REALTY, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(In thousands - except share data)

	Preferred Stock	Number of Shares	Common Stock	Additional Paid-in Capital	Cumulative Distributions in Excess of Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity	Noncontrolling Interests	Total Equity
Balance at December 31, 2015	\$ —	55,598,684	\$ 553	\$ 722,722	\$ (48,103)	\$ (3,033)	\$ 672,139	\$ 21,605	\$ 693,744
Issuance of preferred stock	90,000	—	—	—	—	—	90,000	—	90,000
Issuance of common stock	—	10,752,683	108	191,882	—	—	191,990	—	191,990
Offering costs	(3,349)	—	—	(8,662)	—	—	(12,011)	—	(12,011)
Share-based compensation	—	79,736	1	2,009	—	—	2,010	1,972	3,982
Shares acquired to satisfy employee tax withholding requirements on vesting restricted stock	—	(36,374)	—	(747)	—	—	(747)	—	(747)
Conversion of units to common stock	—	59,646	—	630	—	—	630	(630)	—
Acquisition of real estate portfolio	—	—	—	—	—	—	—	125	125
Net income	1,983	—	—	—	23,143	—	25,126	750	25,876
Other comprehensive income	—	—	—	—	—	6,478	6,478	215	6,693
Preferred stock dividends	(1,983)	—	—	—	—	—	(1,983)	—	(1,983)
Common stock dividends	—	—	—	—	(34,317)	—	(34,317)	—	(34,317)
Distributions	—	—	—	—	—	—	—	(1,212)	(1,212)
Balance at December 31, 2016	\$ 86,651	66,454,375	\$ 662	\$ 907,834	\$ (59,277)	\$ 3,445	\$ 939,315	\$ 22,825	\$ 962,140
Issuance of preferred stock	75,000	—	—	—	—	—	75,000	—	75,000
Issuance of common stock	—	11,968,927	119	336,515	—	—	336,634	—	336,634
Offering costs	(2,525)	—	—	(5,734)	—	—	(8,259)	—	(8,259)
Share-based compensation	—	68,768	1	2,145	—	—	2,146	3,414	5,560
Shares acquired to satisfy employee tax withholding requirements on vesting restricted stock	—	(57,444)	—	(1,568)	—	—	(1,568)	—	(1,568)
Conversion of units to common stock	—	61,256	—	618	—	—	618	(618)	—
Redemption of preferred stock in connection with liquidation of private REIT	—	—	—	—	—	—	—	(125)	(125)
Net income	5,875	—	—	—	34,837	—	40,712	988	41,700
Other comprehensive income	—	—	—	—	—	3,354	3,354	71	3,425
Preferred stock dividends	(5,288)	—	—	—	—	—	(5,288)	—	(5,288)
Common stock dividends	—	—	—	—	(42,618)	—	(42,618)	—	(42,618)
Distributions	—	—	—	—	—	—	—	(1,347)	(1,347)
Balance at December 31, 2017	\$ 159,713	78,495,882	\$ 782	\$ 1,239,810	\$ (67,058)	\$ 6,799	\$ 1,340,046	\$ 25,208	\$ 1,365,254

	Preferred Stock	Number of Shares	Common Stock	Additional Paid-in Capital	Cumulative Distributions in Excess of Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity	Noncontrolling Interests	Total Equity
Issuance of common stock	—	18,177,242	182	565,447	—	—	565,629	—	565,629
Offering costs	(32)	—	—	(9,077)	—	—	(9,109)	—	(9,109)
Share-based compensation	—	91,529	1	1,904	—	—	1,905	8,497	10,402
Shares acquired to satisfy employee tax withholding requirements on vesting restricted stock	—	(21,324)	—	(594)	—	—	(594)	—	(594)
Conversion of units to common stock	—	67,175	1	623	—	—	624	(624)	—
Net income	9,694	—	—	—	36,516	—	46,210	865	47,075
Other comprehensive loss	—	—	—	—	—	(537)	(537)	(18)	(555)
Preferred stock dividends	(10,281)	—	—	—	—	—	(10,281)	—	(10,281)
Common stock dividends	—	—	—	—	(57,799)	—	(57,799)	—	(57,799)
Distributions	—	—	—	—	—	—	—	(1,599)	(1,599)
Balance at December 31, 2018	<u>\$ 159,094</u>	<u>96,810,504</u>	<u>\$ 966</u>	<u>\$ 1,798,113</u>	<u>\$ (88,341)</u>	<u>\$ 6,262</u>	<u>\$ 1,876,094</u>	<u>\$ 32,329</u>	<u>\$ 1,908,423</u>

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

REXFORD INDUSTRIAL REALTY, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year Ended December 31,		
	2018	2017	2016
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	\$ 47,075	\$ 41,700	\$ 25,876
Adjustments to reconcile net income to net cash provided by operating activities:			
Equity in income from unconsolidated real estate entities	—	(11)	(1,451)
Provision for doubtful accounts	1,098	1,061	1,287
Depreciation and amortization	80,042	64,852	51,407
Amortization of (below) above market lease intangibles, net	(5,981)	(2,270)	(78)
Amortization of loan origination fees	—	(150)	(150)
Deferred interest income on notes receivable	—	84	(84)
Gain on extinguishment of debt	—	(25)	—
Gain on sale of real estate	(17,222)	(29,573)	(17,377)
Amortization of loan costs	1,332	1,147	1,014
Amortization of discount (premium) on notes payable, net	5	(169)	(238)
Equity based compensation expense	10,147	5,398	3,835
Straight-line rent	(6,477)	(4,737)	(4,507)
Change in working capital components:			
Rents and other receivables	(2,347)	(2,007)	(988)
Deferred leasing costs	(6,212)	(5,693)	(5,596)
Other assets	(1,271)	(1,491)	71
Accounts payable, accrued expenses and other liabilities	651	4,203	1,667
Tenant security deposits	2,731	2,580	2,155
Prepaid rents	(796)	1,751	(411)
Net cash provided by operating activities	<u>102,775</u>	<u>76,650</u>	<u>56,432</u>
CASH FLOWS FROM INVESTING ACTIVITIES:			
Acquisition of investments in real estate	(494,202)	(664,361)	(367,621)
Capital expenditures	(57,951)	(42,313)	(31,928)
Payments for deposits on real estate acquisitions	(25)	(2,475)	—
Distributions from unconsolidated real estate entities	—	11	5,530
Issuance of notes receivable	—	—	(5,700)
Principal repayments of notes receivable	—	6,000	—
Proceeds from deposit on real estate sale	—	250	—
Proceeds from sale of real estate	44,965	95,988	38,505
Net cash used in investing activities	<u>(507,213)</u>	<u>(606,900)</u>	<u>(361,214)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:			
Issuance of preferred stock, net	—	72,475	86,651
Issuance of common stock, net	556,520	330,900	183,386
Proceeds from notes payable	401,000	612,000	263,000
Repayment of notes payable	(311,541)	(442,818)	(179,223)
Debt issuance costs	(1,748)	(2,268)	(1,925)
Debt extinguishment costs	—	(193)	—
Redemption of preferred stock in connection with liquidation of private REIT	—	(125)	—
Dividends paid to preferred stockholders	(10,281)	(5,288)	(1,983)
Dividends paid to common stockholders	(53,691)	(40,207)	(32,852)
Distributions paid to common unitholders	(1,496)	(1,313)	(1,201)
Repurchase of common shares to satisfy employee tax withholding requirements	(594)	(1,568)	(747)
Net cash provided by financing activities	<u>578,169</u>	<u>521,595</u>	<u>315,106</u>
Increase (decrease) in cash, cash equivalents and restricted cash	173,731	(8,655)	10,324
Cash, cash equivalents and restricted cash, beginning of period	6,870	15,525	5,201
Cash, cash equivalents and restricted cash, end of period	<u>\$ 180,601</u>	<u>\$ 6,870</u>	<u>\$ 15,525</u>
Supplemental disclosure of cash flow information:			
Cash paid for interest (net of capitalized interest of \$2,053, \$1,694 and \$1,653 for 2018, 2017 and 2016, respectively)	\$ 23,791	\$ 18,423	\$ 13,943
Supplemental disclosure of noncash investing and financing transactions:			
Increase in capital expenditure accrual	\$ 81	\$ 2,216	\$ 1,284
Accrual of dividends	\$ 15,938	\$ 11,727	\$ 9,282

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

REXFORD INDUSTRIAL REALTY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Organization

Rexford Industrial Realty, Inc. is a self-administered and self-managed full-service real estate investment trust (“REIT”) focused on owning and operating industrial properties in Southern California infill markets. We were formed as a Maryland corporation on January 18, 2013 and Rexford Industrial Realty, L.P. (the “Operating Partnership”), of which we are the sole general partner, was formed as a Maryland limited partnership on January 18, 2013. Through our controlling interest in our Operating Partnership and its subsidiaries, we own, manage, lease, acquire and develop industrial real estate located in Southern California infill markets, and from time to time, acquire or provide mortgage debt secured by industrial property. As of December 31, 2018, our consolidated portfolio consisted of 176 properties with approximately 21.3 million rentable square feet. In addition, we currently manage an additional 20 properties with approximately 1.2 million rentable square feet.

The terms “us,” “we,” “our,” and the “Company” as used in these financial statements refer to Rexford Industrial Realty, Inc. and its subsidiaries (including our Operating Partnership).

2. Summary of Significant Accounting Policies

Basis of Presentation and Principles of Consolidation

The accompanying financial statements are the consolidated financial statements of Rexford Industrial Realty, Inc. and its subsidiaries, including our Operating Partnership. All significant intercompany balances and transactions have been eliminated in the consolidated financial statements.

Under consolidation guidance, we have determined that our Operating Partnership is a variable interest entity because the holders of limited partnership interests do not have substantive kick-out rights or participating rights. Furthermore, we are the primary beneficiary of the Operating Partnership because we have the obligation to absorb losses and the right to receive benefits from the Operating Partnership and the exclusive power to direct the activities of the Operating Partnership. As of December 31, 2018 and 2017, the assets and liabilities of the Company and the Operating Partnership are substantially the same, as the Company does not have any significant assets other than its investment in the Operating Partnership.

The accompanying consolidated financial statements have been prepared in conformity with U.S. Generally Accepted Accounting Principles (“GAAP”) as established by the Financial Accounting Standards Board (“FASB”) in the Accounting Standards Codification including modifications issued under Accounting Standards Updates (“ASUs”). Any reference to the number of properties, buildings and square footage are unaudited and outside the scope of our independent auditor’s audit of our financial statements in accordance with the standards of the Public Company Accounting Oversight Board.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make certain estimates and assumptions that affect the reported amounts in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents include all cash and liquid investments with an initial maturity of three months or less. The carrying amount approximates fair value due to the short-term maturity of these investments.

Restricted Cash

Restricted cash is generally comprised of cash proceeds related to property dispositions that are being held by qualified intermediaries for purposes of facilitating tax-deferred like-kind exchanges under Section 1031 of the Internal Revenue Code (“1031 Exchange”).

As of December 31, 2018, we did not have a balance in restricted cash. As of December 31, 2017, the \$250,000 balance in restricted cash was related to a non-refundable deposit we received in connection with the execution of a contract to sell our property located at 700 Allen Avenue.

Restricted cash balances are included with cash and cash equivalents balances as of the beginning and ending of each period presented in the consolidated statements of cash flows. The following table provides a reconciliation of our cash and cash equivalents and restricted cash as of December 31, 2018 and 2017 (in thousands):

	December 31, 2018	December 31, 2017
Cash and cash equivalents	\$ 180,601	\$ 6,620
Restricted cash	—	250
Cash, cash equivalents and restricted cash	\$ 180,601	\$ 6,870

Investment in Real Estate

Acquisitions

Effective January 1, 2017, we adopted Accounting Standards Update (“ASU”) 2017-01, Business Combinations - Clarifying the Definition of a Business (“ASU 2017-01”), which provides a new framework for determining whether transactions should be accounted for as acquisitions of assets or businesses. Under ASU 2017-01, 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 assets, the set of assets and activities is not a business. ASU 2017-01 also revises the definition of a business to include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create an output.

We evaluated the acquisitions that we completed during the years ended December 31, 2018 and 2017, and determined that under this framework these transactions should be accounted for as asset acquisitions. We expect that most of our property acquisitions will generally not meet the revised definition of a business because substantially all of the fair value is concentrated in a single identifiable asset or group of similar identifiable assets or because the acquisition does not include a substantive process.

For acquisitions that are accounted for as asset acquisitions, because they do not meet the business combination accounting criteria, we allocate the cost of the acquisition, which includes the purchase price and associated acquisition transaction costs, to the individual assets acquired and liabilities assumed on a relative fair value basis. These individual assets and liabilities typically include land, building and improvements, tenant improvements, intangible assets and liabilities related to above and below market leases, intangible assets related to in-place leases, and from time to time, assumed debt. As there is no measurement period concept for an asset acquisition, the allocated cost of the acquired assets is finalized in the period in which the acquisition occurs.

We determine the fair value of the tangible assets of an acquired property by valuing the property as if it were vacant. This “as-if vacant” value is estimated using an income, or discounted cash flow, approach that relies upon Level 3 inputs, which are unobservable inputs based on the Company’s assumptions about the assumptions a market participant would use. These Level 3 inputs include discount rates, capitalization rates, market rents and comparable sales data for similar properties. Estimates of future cash flows are based on a number of factors including historical operating results, known and anticipated trends, and market and economic conditions. In calculating the “as-if-vacant” value for acquisitions completed during the year ended December 31, 2018, we used discount rates ranging from 5.50% to 7.50% and capitalization rates ranging from 4.25% to 6.25%.

In determining the fair value of intangible lease assets or liabilities, we also consider Level 3 inputs. Acquired above- and below-market leases are valued based on the present value of the difference between prevailing market rates and the in-place rates measured over a period equal to the remaining term of the lease for above-market leases and the initial term plus the term of any below-market fixed rate renewal options for below-market leases, if applicable. The estimated fair value of acquired in-place at-market tenant leases are the costs that would have been incurred to lease the property to the occupancy level of the property at the date of acquisition. Such estimates include the value associated with leasing commissions, legal and other costs, as well as the estimated period necessary to lease such property to its occupancy level at the time of its acquisition. In determining the fair value of acquisitions completed during the year ended December 31, 2018, we used an estimated average lease-up period ranging from six to twelve months.

The difference between the fair value and the face value of debt assumed in connection with an acquisition is recorded as a premium or discount and amortized to “interest expense” over the life of the debt assumed. The valuation of assumed liabilities is based on our estimate of the current market rates for similar liabilities in effect at the acquisition date.

Capitalization of Costs

We capitalize direct costs incurred in developing, renovating, rehabilitating and improving real estate assets as part of the investment basis. This includes certain general and administrative costs, including payroll, bonus, and noncash equity compensation of the personnel performing development, renovations and rehabilitation if such costs are identifiable to a specific activity to get the real estate asset ready for its intended use. During the development and construction periods of a project, we also capitalize interest, real estate taxes and insurance costs. We cease capitalization of costs upon substantial completion of the project, but no later than one year from cessation of major construction activity. If some portions of a project are substantially complete and ready for use and other portions have not yet reached that stage, we cease capitalizing costs on the completed portion of the project but continue to capitalize for the incomplete portion of the project. Costs incurred in making repairs and maintaining real estate assets are expensed as incurred.

We capitalized interest costs of \$2.1 million, \$1.7 million and \$1.7 million during the years ended December 31, 2018, 2017 and 2016, respectively. We capitalized real estate taxes and insurance aggregating \$0.9 million, \$1.2 million, and \$0.8 million and during the years ended December 31, 2018, 2017 and 2016, respectively. We capitalized compensation costs for employees who provide construction services of \$2.2 million, \$1.9 million and \$1.0 million during the years ended December 31, 2018, 2017 and 2016, respectively.

Depreciation and Amortization

Real estate, including land, building and land improvements, tenant improvements, furniture, fixtures and equipment and intangible lease assets and liabilities are stated at historical cost less accumulated depreciation and amortization, unless circumstances indicate that the cost cannot be recovered, in which case, the carrying value of the property is reduced to estimated fair value as discussed below in our policy with regard to impairment of long-lived assets. We estimate the depreciable portion of our real estate assets and related useful lives in order to record depreciation expense.

The values allocated to buildings, site improvements, in-place lease intangibles and tenant improvements are depreciated on a straight-line basis using an estimated remaining life of 10-30 years for buildings, 5-20 years for site improvements, and the shorter of the estimated useful life or respective lease term for in-place lease intangibles and tenant improvements.

As discussed above in—*Investments In Real Estate—Acquisitions*, in connection with property acquisitions, we may acquire leases with rental rates above or below the market rental rates. Such differences are recorded as an acquired lease intangible asset or liability and amortized to “rental revenues” over the remaining term of the related leases.

Our estimate of the useful life of our assets is evaluated upon acquisition and when circumstances indicate a change in the useful life, which requires significant judgment regarding the economic obsolescence of tangible and intangible assets.

Assets Held for Sale

We classify a property as held for sale when all of the criteria set forth in ASC Topic 360: Property, Plant and Equipment (“ASC 360”) have been met. The criteria are as follows: (i) management, having the authority to approve the action, commits to a plan to sell the property; (ii) the property is available for immediate sale in its present condition, subject only to terms that are usual and customary; (iii) an active program to locate a buyer and other actions required to complete the plan to sell have been initiated; (iv) the sale of the property is probable and is expected to be completed within one year; (v) the property is being actively marketed for sale at a price that is reasonable in relation to its current fair value; and (vi) actions necessary to complete the plan of sale indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn. At the time we classify a property as held for sale, we cease recording depreciation and amortization. A property classified as held for sale is measured and reported at the lower of its carrying amount or its estimated fair value less cost to sell. See Note 12.

Deferred Leasing Costs

We capitalize costs directly related to the successful origination of a lease. These costs include leasing commissions paid to third parties for new leases or lease renewals, as well as an allocation of compensation costs, including payroll, bonus and non-cash equity compensation, of employees who spend time on lease origination activities. In determining the amount of compensation costs to be capitalized for these employees, allocations are made based on estimates of the actual amount of time spent working on successful leases in comparison to time spent on unsuccessful origination efforts. We capitalized compensation costs for these employees of \$1.0 million, \$1.0 million and \$0.6 million during the years ended December 31, 2018, 2017 and 2016, respectively.

Impairment of Long-Lived Assets

In accordance with the provisions of the Impairment or Disposal of Long-Lived Assets Subsections of ASC 360, we assess the carrying values of our respective long-lived assets, including goodwill, whenever events or changes in circumstances indicate that the carrying amounts of these assets may not be fully recoverable.

Recoverability of real estate assets is measured by comparison of the carrying amount of the asset to the estimated future undiscounted cash flows. To review real estate assets for recoverability, we consider current market conditions as well as our intent with respect to holding or disposing of the asset. The intent with regard to the underlying assets might change as market conditions and other factors change. Fair value is determined through various valuation techniques, including discounted cash flow models, applying a capitalization rate to estimated net operating income of a property, quoted market values and third party appraisals, where considered necessary. The use of projected future cash flows is based on assumptions that are consistent with estimates of future expectations and the strategic plan used to manage our underlying business. If our analysis indicates that the carrying value of the real estate asset is not recoverable on an undiscounted cash flow basis, we will recognize an impairment charge for the amount by which the carrying value exceeds the current estimated fair value of the real estate property.

Assumptions and estimates used in the recoverability analyses for future cash flows, discount rates and capitalization rates are complex and subjective. Changes in economic and operating conditions or our intent with respect to our investment that occur subsequent to our impairment analyses could impact these assumptions and result in future impairment of our real estate properties.

Investment in Unconsolidated Real Estate Entities

Investments in unconsolidated real estate entities in which we have the ability to exercise significant influence (but not control) are accounted for under the equity method of investment. Under the equity method, we initially record our investment at cost, and subsequently adjust for equity in earnings or losses and cash contributions and distributions. Any difference between the carrying amount of these investments on the balance sheet and the underlying equity in net assets is amortized as an adjustment to equity in income (loss) from unconsolidated real estate over the life of the related asset. Under the equity method of accounting, our net equity investment is reflected within the consolidated balance sheets, and our share of net income or loss from the joint ventures is included within the consolidated statements of operations. Furthermore, distributions received from equity method investments are classified as either operating cash inflows or investing cash inflows in the consolidated statements of cash flows using the “nature of the distribution approach,” in which each distribution is evaluated on the basis of the source of the payment. See Note 11.

Income Taxes

We have elected to be taxed as a REIT under the Internal Revenue Code of 1986, as amended (the “Code”) commencing with our initial taxable year ended December 31, 2013. To qualify as a REIT, we are required (among other things) to distribute at least 90% of our REIT taxable income to our stockholders and meet the various other requirements imposed by the Code relating to matters such as operating results, asset holdings, distribution levels and diversity of stock ownership. Provided we qualify for taxation as a REIT, we are generally not subject to corporate-level income tax on the earnings distributed currently to our stockholders that we derive from our REIT qualifying activities. If we fail to qualify as a REIT in any taxable year, and were unable to avail ourselves of certain savings provisions set forth in the Code, all of our taxable income would be subject to federal income tax at regular corporate rates, including any applicable alternative minimum tax.

In addition, we are subject to taxation by various state and local jurisdictions, including those in which we transact business or reside. Our non-taxable REIT subsidiaries, including our Operating Partnership, are either partnerships or disregarded entities for federal income tax purposes. Under applicable federal and state income tax rules, the allocated share of net income or loss from disregarded entities and flow-through entities such as partnerships is reportable in the income tax returns of the respective equity holders. Accordingly, no income tax provision is included in the accompanying consolidated financial statements for the years ended December 31, 2018, 2017 and 2016.

We periodically evaluate our tax positions to determine whether it is more likely than not that such positions would be sustained upon examination by a tax authority for all open tax years, as defined by the statute of limitations, based on their technical merits. As of December 31, 2018 and 2017, we have not established a liability for uncertain tax positions.

Derivative Instruments and Hedging Activities

ASC Topic 815: Derivatives and Hedging (“ASC 815”), 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 an entity uses derivative instruments, (b) how the entity accounts for derivative instruments and related hedged items, and (c) how derivative instruments and related hedged items affect an entity’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, and disclosures about credit-risk-related contingent features in derivative instruments.

As required by ASC 815, we record all derivatives on the balance sheet at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative, and whether we have 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. We may enter into derivative contracts that are intended to economically hedge certain risks, even though hedge accounting does not apply or we elect not to apply hedge accounting. See Note 7.

Revenue Recognition

Our primary sources of revenue are rental income, tenant reimbursements, other income, management, leasing and development services and gains on sale of real estate.

Rental Income

Minimum annual rental revenues are recognized in rental income on a straight-line basis over the term of the related lease, regardless of when payments are contractually due. Rental revenue recognition commences when the tenant takes possession or controls the physical use of the leased space. Lease termination fees, which are included in rental income, are amortized over the remaining term of the lease until we have no continuing obligation to provide services to such former tenant.

Tenant Reimbursements

Our lease agreements with tenants generally contain provisions that require tenants to reimburse us for certain property expenses. Estimated reimbursements from tenants for real estate taxes, common area maintenance and other recoverable operating expenses are recognized as revenues in the period that the expenses are incurred. Subsequent to year-end, we perform final reconciliations on a lease-by-lease basis and bill or credit each tenant for any cumulative annual adjustments.

Other Income

Other income primarily consists of late payment fees and other miscellaneous tenant related revenues.

Management, leasing and development services

We provide property management services and leasing services to related party and third-party property owners, the customer, in exchange for fees and commissions. Property management services include performing property inspections, monitoring repairs and maintenance, negotiating vendor contracts, maintaining tenant relations and providing financial and accounting oversight. For these services, we earn monthly management fees, which are based on a fixed percentage of each managed property’s monthly tenant cash receipts. We have determined that control over the services is passed to the customer simultaneously as performance occurs. Accordingly, management fee revenue is earned as the services are provided to our customers.

Leasing commissions are earned when we provide leasing services that result in an executed lease with a tenant. We have determined that control over the services is transferred to the customer upon execution of each lease agreement. We earn leasing commissions based on a fixed percentage of rental income generated for each executed lease agreement and there is no variable income component.

Gain or Loss on Sale of Real Estate

We account for dispositions of real estate properties, which are considered nonfinancial assets, in accordance with ASC 610-20: Other Income—Gains and Losses from the Derecognition of Nonfinancial Assets and recognize a gain or loss on sale of real estate upon transferring control of the nonfinancial asset to the purchaser, which is generally satisfied at the time of sale. If we were to conduct a partial sale of real estate by transferring a controlling interest in a nonfinancial asset, while retaining a noncontrolling ownership interest, we would measure any noncontrolling interest received or retained at fair value, and recognize a full gain or loss. If we receive consideration before transferring control of a nonfinancial asset, we recognize a contract liability. If we transfer control of the asset before consideration is received, we recognize a contract asset.

Valuation of Receivables

We may be subject to tenant defaults and bankruptcies that could affect the collection of outstanding receivables. In order to mitigate these risks, we perform credit reviews and analyses on prospective tenants before significant leases are executed and on existing tenants before properties are acquired. We specifically analyze aged receivables, customer credit-worthiness, historical bad debts and current economic trends when evaluating the adequacy of the allowance for doubtful accounts. As a result of our periodic analysis, we maintain an allowance for estimated losses that may result from the inability of our tenants to make required payments. This estimate requires significant judgment related to the lessees' ability to fulfill their obligations under the leases. We believe our allowance for doubtful accounts is adequate for our outstanding receivables for the periods presented. If a tenant is insolvent or files for bankruptcy protection and fails to make contractual payments beyond any allowance, we may recognize additional bad debt expense in future periods equal to the net outstanding balances, which include amounts recognized as straight-line revenue not realizable until future periods.

Rents and other receivables, net and deferred rent receivables, net consisted of the following as of December 31, 2018 and 2017 (in thousands):

	December 31,	
	2018	2017
Rents and other receivables	\$ 6,772	\$ 5,369
Allowance for doubtful accounts	(1,828)	(1,705)
Rents and other receivables, net	\$ 4,944	\$ 3,664
Deferred rent receivable	\$ 22,420	\$ 15,912
Allowance for doubtful accounts	(192)	(86)
Deferred rent receivable, net	\$ 22,228	\$ 15,826

We recorded the following provision for doubtful accounts, including amounts related to deferred rents, as a reduction to rental revenues in our consolidated statements of operations for the years ended December 31, 2018, 2017 and 2016, (in thousands):

	Year Ended December 31,		
	2018	2017	2016
Provision for doubtful accounts	\$ 1,203	\$ 1,118	\$ 1,233

Debt Issuance Costs

Debt issuance costs related to a recognized debt liability are presented in the balance sheet as a reduction from the carrying value of the debt liability. This offset against the debt liability is treated similarly to a debt discount, which effectively reduces the proceeds of a borrowing. For line of credit arrangements, we present debt issuance costs as an asset and amortize the cost over the term of the line of credit arrangement. See Note 5.

Equity Based Compensation

We account for equity based compensation in accordance with ASC Topic 718 *Compensation – Stock Compensation*. Total compensation cost for all share-based awards is based on the estimated fair market value on the grant date. For share-based awards that vest based solely on a service condition, we recognize compensation cost on a straight-line basis over the total requisite service period for the entire award. For share-based awards that vest based on a market condition, we recognize

compensation cost on a straight-line basis over the requisite service period of each separately vesting tranche. For share-based awards that vest based on a performance condition, we recognize compensation cost based on the number of awards that are expected to vest based on the probable outcome of the performance condition. Compensation cost for these awards will be adjusted to reflect the number of awards that ultimately vest. Forfeitures are recognized in the period in which they occur. See Note 14.

Equity Offering Costs

Underwriting commissions and offering costs related to our common stock issuances have been reflected as a reduction of additional paid-in capital. Underwriting commissions and offering costs related to our preferred stock issuances have been reflected as a direct reduction of the preferred stock balance.

Earnings Per Share

We calculate earnings per share (“EPS”) in accordance with ASC 260 – *Earnings Per Share* (“ASC 260”). Under ASC 260, nonvested share-based payment awards that contain non-forfeitable rights to dividends are participating securities and, therefore, are included in computing basic EPS pursuant to the two-class method. The two-class method determines EPS for each class of common stock and participating securities according to dividends declared (or accumulated) and their respective participation rights in undistributed earnings.

Basic EPS is calculated by dividing the net income (loss) attributable to common stockholders by the weighted average number of shares of common stock outstanding for the period.

Diluted EPS is calculated by dividing the net income (loss) attributable to common stockholders by the weighted average number of shares of common stock outstanding determined for the basic EPS computation plus the effect of any dilutive securities. We include unvested shares of restricted stock and unvested LTIP units in the computation of diluted EPS by using the more dilutive of the two-class method or treasury stock method. We include unvested performance units as contingently issuable shares in the computation of diluted EPS once the market criteria are met, assuming that the end of the reporting period is the end of the contingency period. Any anti-dilutive securities are excluded from the diluted EPS calculation. See Note 15.

Segment Reporting

Management views the Company as a single segment based on its method of internal reporting in addition to its allocation of capital and resources.

Adoption of New Accounting Pronouncements

Revenue Recognition (ASC 606)

On May 28, 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606), and subsequently issued additional ASUs which provide practical expedients, technical corrections and clarification of the new standard (collectively “ASC 606”). ASC 606 establishes principles for reporting the nature, amount, timing and uncertainty of revenues and cash flows arising from an entity’s contracts with customers. The core principle of the new standard is that an entity recognizes revenue to represent the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

Effective January 1, 2018, we adopted ASC 606 using the modified retrospective approach. We evaluated each of our revenue streams to determine the sources of revenue that are impacted by ASC 606 and concluded that management services and leasing services fall within the scope of ASC 606. We evaluated the impact of ASC 606 on the timing and pattern of revenue recognition for our management and leasing services contracts and determined there was no change in the timing or pattern of revenue recognition for these contracts as compared to prior accounting practice. Accordingly, the adoption of ASC 606 did not have an impact on our consolidated financial statements. See “Revenue Recognition” above for further details.

Derecognition of Non-Financial Assets

On February 22, 2017, the FASB issued ASU 2017-05, Other Income - Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20): Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets (“ASU 2017-05”). ASU 2017-05 clarifies the scope of asset derecognition and adds further guidance for recognizing gains and losses from the transfer of nonfinancial assets in contracts with non-customers. Effective January 1, 2018, we adopted ASU 2017-05 using the modified retrospective approach. There was no cumulative effect adjustment recorded to retained earnings as of January 1, 2018 as a result of the adoption of ASU 2017-05.

Derivatives

On August 28, 2017, the FASB issued ASU 2017-12, Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities (“ASU 2017-12”). ASU 2017-12 simplifies hedge accounting by eliminating the requirement to separately measure and report hedge ineffectiveness and generally requires the entire change in the fair value of a hedging instrument to be presented in the same income statement line as the hedged item. For cash flow hedges, ASU 2017-12 requires all changes in the fair value of the hedging instrument to be deferred in other comprehensive income and recognized in earnings at the same time that the hedged item affects earnings. ASU 2017-12 also eases certain documentation and assessment requirements and modifies the accounting for components excluded from the assessment of hedge effectiveness. ASU 2017-12 is effective for interim and annual reporting periods beginning after December 15, 2018, with early adoption permitted. Effective January 1, 2018, we early adopted ASU 2017-12 using the modified retrospective approach. We did not record a cumulative effect adjustment to eliminate ineffectiveness amounts as we did not have any ineffectiveness in our historical consolidated financial statements. In addition, certain provisions of ASU 2017-12 require modifications to existing presentation and disclosure requirements on a prospective basis. See Note 7 for disclosures relating to our derivative instruments.

Stock Compensation

On May 10, 2017, the FASB issued ASU 2017-09, Compensation-Stock Compensation (Topic 718): Scope of Modification Accounting (“ASU 2017-09”), which clarifies the scope of modification accounting for share-based compensation arrangements by providing guidance on the types of changes to the terms and conditions of share-based compensation awards to which an entity would be required to apply modification accounting under ASC 718. ASU 2017-09 is effective for annual periods beginning after December 15, 2017, with early adoption permitted. Effective January 1, 2018, we adopted ASU 2017-09. There was no change to our consolidated financial statements or notes to our consolidated financial statements as a result of the adoption of ASU 2017-09.

Recently Issued Accounting Pronouncements

Changes to GAAP are established by the FASB in the form of ASUs to the FASB’s Accounting Standards Codification. We consider the applicability and impact of all ASUs.

Leases

On February 25, 2016, the FASB issued ASU 2016-02, Leases (Topic 842), which sets out the principals for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. ASU 2016-02 was subsequently amended by the following updates: (i) ASU 2018-10, Leases: Codification Improvements to Topic 842, (ii) ASU 2018-11, Leases: Targeted Improvements and (iii) ASU 2018-20, Leases: Narrow-Scope Improvements for Lessors (collectively referred to as “ASC 842”).

ASC 842 is effective for annual periods beginning after December 15, 2018, which for us is January 1, 2019, and early adoption is permitted. The transition provisions of ASC 842 are required to be applied using a modified retrospective approach, however, an entity can choose to apply the provisions either at the beginning of the earliest comparative period presented in the consolidated financial statements or at the beginning of the period of adoption (the “effective date method”). Under the effective date method, an entity would continue to apply the legacy lease guidance in current GAAP (“ASC 840”), including its disclosure requirements, in the comparative periods presented in the financial statements. Under either transition method, ASC 842 includes the following practical expedients that can be elected by an entity to be applied to all leases that commence before the effective date: (i) the “package of practical expedients” which allows an entity to not reassess (a) whether expired or existing contracts contain leases, (b) lease classification for expired or existing leases and (c) whether previously capitalized initial direct costs would qualify for capitalization under ASC 842 and (ii) the “use of hindsight practical expedient”. On January 1, 2019, we adopted ASC 842 using the effective date method and elected the package of practical expedients. We did not elect the use of hindsight practical expedient.

ASC 842 requires lessees to recognize the following for all leases (with the exception of short-term leases) at the commencement date: (1) a lease liability, which is a lessee’s obligation to make lease payments arising from a lease, measured on a discounted basis; and (2) a right-of-use asset, which is an asset that represents the lessee’s right to use, or control the use of, a specified asset for the lease term. ASC 842 also requires lessees to classify leases as either finance or operating leases based on whether or not the lease is effectively a financed purchase of the leased asset by the lessee. This classification is used to evaluate whether the lease expense should be recognized based on an effective interest method or on a straight-line basis over the term of the lease. As of December 31, 2018, we are the lessee on one ground lease and multiple office space leases, which are classified as operating leases under ASC 840. As we are electing the package of practical expedients, these leases will continue to be classified as operating leases subsequent to the adoption of ASC 842. On January 1, 2019, we will record a lease liability and a right-of-use asset for these leases on our consolidated balance sheets and on a go-forward basis, lease

expense will be recognized on a straight-line basis over the remaining term of the lease. See Note 10 for a summary of rent expense and remaining contractual payments under our ground lease and office space leases.

ASC 842 requires lessors to account for leases using an approach that is substantially equivalent to existing guidance for sales-type leases, direct financing leases, and operating leases. ASC 842 specifies that payments for certain lease-related services (for example, maintenance services, including common area maintenance), which are often included in lease agreements, represent “non-lease” components that will become subject to the guidance in ASC 606 when ASC 842 becomes effective. ASC 842 provides lessors with an optional practical expedient, to elect to not separate non-lease components from associated lease components (the “non-separation practical expedient”) if both of the following criteria are met: (1) the timing and pattern of transfer of the lease and non-lease component(s) are the same and (2) the lease component would be classified as an operating lease, if it were accounted for separately. If both criteria are met, the combined component is accounted for under ASC 606 if the non-lease component is the predominant component of the combined component; otherwise, the combined component is accounted for as an operating lease under ASC 842. On January 1, 2019, we elected the non-separation practical expedient as part of our adoption of ASC 842. We anticipate that the majority of our leases will qualify for the non-separation practical expedient.

Additionally, ASC 842 requires lessors to capitalize, as initial direct costs, only those costs that are incurred due to the execution of a lease. As a result, compensation costs related to employees who spend time on lease origination activities, regardless of whether their time leads to a successful lease, will no longer be capitalized as initial direct costs and instead will be expensed as incurred. See “Deferred Leasing Costs” above for a summary of employee related compensation costs capitalized during the years ended December 31, 2018, 2017 and 2016.

3. Investments in Real Estate

REIT Portfolio Acquisition

On April 11, 2016, we entered into a stock purchase agreement (the “Stock Purchase Agreement”) to acquire a private real estate investment trust (the “private REIT”) that owned a portfolio of nine industrial properties totaling approximately 1.5 million rentable square feet (the “REIT Portfolio”) from a third-party seller in exchange for approximately \$191.0 million in cash, exclusive of closing costs and credits (the “REIT Portfolio Acquisition”).

On April 15, 2016, pursuant to the Stock Purchase Agreement, we consummated the transaction. As part of the REIT Portfolio Acquisition, we acquired 100% of the private REIT’s common stock and 575 of 700 issued and outstanding shares of the private REIT’s 12.5% cumulative non-voting preferred stock (the “preferred stock”). The remaining 125 shares of preferred stock, which were held by unaffiliated third parties, were not immediately redeemed by us and remained outstanding in order to help us comply with federal income tax regulations applicable to REITs.

On June 22, 2017, we adopted a plan of liquidation and dissolution of the private REIT, and on December 31, 2017, we completed the liquidation of the private REIT by distributing all assets to the Operating Partnership. As part of the liquidation process, we paid a liquidating distribution of \$1,000 per share, or an aggregate liquidating distribution of \$125,000, as payment in full for the redemption of the remaining 125 share of preferred stock not held by us.

Acquisition Summary

The following table sets forth the wholly-owned industrial properties we acquired during the year ended December 31, 2018:

Property	Submarket	Date of Acquisition	Rentable Square Feet	Number of Buildings	Contractual Purchase Price ⁽¹⁾ (in thousands)
13971 Norton Avenue ⁽²⁾	Inland Empire West	1/17/2018	103,208	1	\$ 11,364
Ontario Airport Commerce Center ⁽³⁾	Inland Empire West	2/23/2018	213,603	3	24,122
16010 Shoemaker Avenue ⁽⁴⁾	Los Angeles - Mid-Counties	3/13/2018	115,600	1	17,218
4039 Calle Platino ⁽⁵⁾	San Diego - North County	4/4/2018	143,274	1	20,000
851 Lawrence Drive ⁽⁶⁾	Ventura	4/5/2018	49,976	1	6,600
1581 North Main Street ⁽⁶⁾	Orange County - North	4/6/2018	39,661	1	7,150
1580 West Carson Street ⁽⁷⁾	Los Angeles - South Bay	4/26/2018	43,787	1	7,500
660 & 664 North Twin Oaks Valley Road ⁽⁶⁾	San Diego - North County	4/26/2018	96,993	2	14,000
1190 Stanford Court ⁽⁶⁾	Orange County - North	5/8/2018	34,494	1	6,080
5300 Sheila Street ⁽⁶⁾	Los Angeles - Central	5/9/2018	695,120	1	121,000
15777 Gateway Circle ⁽⁴⁾	Orange - OC Airport	5/17/2018	37,592	1	8,050
1998 Surveyor Avenue ⁽⁴⁾⁽⁸⁾	Ventura	5/18/2018	— ⁽⁸⁾	— ⁽⁸⁾	5,821
3100 Fujita Street ⁽⁴⁾	Los Angeles - South Bay	5/31/2018	91,516	1	14,037
4416 Azusa Canyon Road ⁽⁴⁾	Los Angeles - San Gabriel Valley	6/8/2018	70,510	1	12,000
1420 Mckinley Avenue ⁽⁴⁾	Los Angeles - South Bay	6/12/2018	136,685	1	30,000
12154 Montague Street ⁽⁴⁾	Los Angeles - San Fernando Valley	6/29/2018	122,868	1	22,525
10747 Norwalk Boulevard ⁽⁴⁾	Los Angeles - Mid-Counties	7/18/2018	52,691	1	10,835
29003 Avenue Sherman ⁽⁴⁾	Los Angeles - San Fernando Valley	7/19/2018	68,123	1	9,500
16121 Carmenita Road ⁽⁴⁾	Los Angeles - Mid-Counties	8/14/2018	108,500	1	13,300
1332-1340 Rocky Point Drive ⁽⁴⁾	San Diego - North County	10/17/2018	73,747	3	10,170
6131-6133 Innovation Way ⁽⁴⁾	San Diego - North County	11/6/2018	114,572	2	24,200
263-321 Gardena Boulevard ⁽⁴⁾	Los Angeles - South Bay	11/8/2018	55,238	2	16,101
9200 Mason Avenue ⁽⁴⁾	Los Angeles - San Fernando Valley	11/30/2018	80,410	1	9,041
9230 Mason Avenue ⁽⁴⁾	Los Angeles - San Fernando Valley	11/30/2018	54,000	1	5,300
9250 Mason Avenue ⁽⁴⁾	Los Angeles - San Fernando Valley	11/30/2018	56,292	1	6,626
9171 Oso Avenue ⁽⁴⁾	Los Angeles - San Fernando Valley	11/30/2018	65,560	1	8,565
5593-5595 Fresca Drive ⁽⁴⁾	Orange County - North	11/30/2018	115,200	1	14,000
6100 Sheila Street ⁽⁴⁾	Los Angeles - Central	12/7/2018	74,527	1	18,245
14421-14441 Bonelli Street ⁽⁹⁾	Los Angeles - San Gabriel Valley	12/28/2018	148,740	1	19,500
Total 2018 Wholly-Owned Property Acquisitions			3,062,487	35	\$ 492,850

- (1) Represents the gross contractual purchase price before prorations, closing costs and other acquisition related costs.
- (2) This acquisition was partially funded through a 1031 Exchange using \$10.7 million of net cash proceeds from the sale of our property located at 8900-8980 Benson Avenue and 5637 Arrow Highway and borrowings under our unsecured revolving credit facility.
- (3) The Ontario Airport Commerce Center is an industrial park which includes two properties located at 1900 Proforma Avenue and 1910-1920 Archibald Avenue. This acquisition was partially funded through a 1031 Exchange using \$10.3 million of net cash proceeds from the sale of our property located at 700 Allen Avenue and 1851 Flower Street, borrowings under our unsecured revolving credit facility and available cash on hand. On May 9, 2018, we sold the property located at 1910-1920 Archibald Avenue (see Note 12).
- (4) This acquisition was funded with available cash on hand.
- (5) This acquisition was partially funded through a 1031 Exchange using \$4.2 million of net cash proceeds from the sale of our property located at 200-220 South Grand Avenue and borrowings under our unsecured revolving credit facility.
- (6) This acquisition was funded with available cash on hand and borrowings under our unsecured revolving credit facility.
- (7) This acquisition was partially funded through a 1031 Exchange using \$1.6 million of net cash proceeds from the sale of our property located at 6770 Central Avenue—Building B and borrowings under our unsecured revolving credit facility.
- (8) We acquired 1998 Surveyor Avenue as an under-construction building for a cost of \$5.8 million and the assumption of the seller's fixed-price construction contracts with approximately \$4.4 million of remaining costs. At completion, the property will be one single-tenant building containing 56,306 rentable square feet.
- (9) This acquisition was partially funded through a 1031 Exchange using \$9.8 million of net cash proceeds from the sale of three buildings located at 311 East 157th Street, 329 East 157th Street and 319 East 157th Street and available cash on hand.

The following table sets forth the wholly-owned industrial properties we acquired during the year ended December 31, 2017:

Property	Submarket	Date of Acquisition	Rentable Square Feet	Number of Buildings	Contractual Purchase Price ⁽¹⁾ (in thousands)
28901-28903 Avenue Paine ⁽²⁾	Los Angeles - San Fernando Valley	2/17/2017	111,346	1	\$ 17,060
2390 Ward Avenue ⁽³⁾	Ventura	4/28/2017	138,700	1	16,499
Safari Business Center ⁽⁴⁾	Inland Empire - West	5/24/2017	1,138,090	16	141,200
4175 Conant Street ⁽⁵⁾	Los Angeles - South Bay	6/14/2017	142,593	1	30,600
5421 Argosy Avenue ⁽⁵⁾	Orange County - West	6/15/2017	35,321	1	5,300
14820-14830 Carmenita Road ⁽²⁾	Los Angeles - Mid-Counties	6/30/2017	198,062	3	30,650
3002-3072 Inland Empire Blvd ⁽²⁾	Inland Empire - West	7/3/2017	218,407	4	26,900
17000 Kingsview Avenue ⁽²⁾	Los Angeles - South Bay	7/11/2017	100,121	1	13,986
Rancho Pacifica Park ⁽⁶⁾	Los Angeles - South Bay	7/18/2017	1,170,806	6	210,500
11190 White Birch Drive ⁽²⁾	Inland Empire - West	7/20/2017	201,035	1	19,810
4832-4850 Azusa Canyon Road ⁽²⁾	Los Angeles - San Gabriel Valley	7/28/2017	87,421	1	14,550
1825 Soto Street ⁽⁵⁾	Los Angeles - Central	9/8/2017	25,040	2	3,475
19402 Susana Road ⁽⁵⁾	Los Angeles - South Bay	9/13/2017	15,433	1	3,942
13225 Western Avenue ⁽⁵⁾	Los Angeles - South Bay	10/31/2017	21,010	1	2,255
15401 Figueroa Street ⁽⁵⁾	Los Angeles - South Bay	10/31/2017	38,584	1	4,435
8542 Slauson Avenue ⁽⁵⁾	Los Angeles - Central	11/28/2017	24,679	1	9,015
687 Eucalyptus Avenue ⁽⁷⁾	Los Angeles - South Bay	11/28/2017	143,436	1	53,875
302 Rockefeller Avenue ⁽²⁾	Inland Empire - West	12/28/2017	99,282	1	14,520
4355 Brickell Street ⁽²⁾	Inland Empire - West	12/28/2017	95,644	1	13,110
12622-12632 Monarch Street ⁽⁸⁾	Orange County - West	12/28/2017	121,225	2	20,545
8315 Hanan Way ⁽²⁾	Los Angeles - Central	12/28/2017	100,692	1	14,500
Total 2017 Wholly-Owned Property Acquisitions			4,226,927	48	\$ 666,727

- (1) Represents the gross contractual purchase price before prorations and closing costs.
- (2) This acquisition was funded with available cash on hand and borrowings under our unsecured revolving credit facility.
- (3) This acquisition was partially funded through a 1031 Exchange using \$6.5 million of net cash proceeds from the sale of our property located at 9375 Archibald Avenue and borrowings under our unsecured revolving credit facility.
- (4) This acquisition was partially funded through a 1031 Exchange using \$39.7 million of net cash proceeds from the sale of our property located at 2535 Midway Drive, borrowings under our unsecured revolving credit facility and available cash on hand.
- (5) This acquisition was funded with available cash on hand.
- (6) This acquisition was partially funded with net cash proceeds from the issuance of \$125.0 million of senior unsecured guaranteed notes and borrowings under our unsecured revolving credit facility.
- (7) This acquisition was partially funded through a 1031 Exchange using \$29.3 million of net cash proceeds from the sale of our properties located at 12345 First American Way and 9401 De Soto Avenue and available cash on hand.
- (8) This acquisition was partially funded through a 1031 Exchange using \$2.2 million of net cash proceeds from the sale of our property located at 77-700 Enfield Lane and available cash on hand.

The following table summarizes the fair value of amounts recognized for each major class of asset and liability for the acquisitions noted in the table above, as of the date of acquisition (in thousands):

	2018		2017	
	Total Acquisitions	Rancho Pacifica Park	Other Acquisitions	Total Acquisitions
Assets:				
Land	\$ 312,410	\$ 121,329	\$ 233,207	\$ 354,536
Buildings and improvements	198,362	85,336	202,137	287,473
Tenant improvements	2,739	1,440	5,570	7,010
Acquired lease intangible assets ⁽¹⁾	26,085	8,852	22,414	31,266
Other acquired assets ⁽²⁾	206	5	223	228
Total assets acquired	\$ 539,802	\$ 216,962	\$ 463,551	\$ 680,513
Liabilities:				
Acquired lease intangible liabilities ⁽³⁾	41,778	6,264	6,338	12,602
Other assumed liabilities ⁽²⁾	2,247	1,126	2,424	3,550
Total liabilities assumed	\$ 44,025	\$ 7,390	\$ 8,762	\$ 16,152
Net assets acquired	\$ 495,777	\$ 209,572	\$ 454,789	\$ 664,361

(1) For the 2018 acquisitions, acquired lease intangible assets are comprised of \$25.5 million of in-place lease intangibles with a weighted average amortization period of 14.8 years and \$0.6 million of above-market lease intangibles with a weighted average amortization period of 7.1 years. For Rancho Pacifica Park, acquired lease intangible assets is comprised of in-place lease intangibles with a weighted average amortization period of 3.2 years. For the other 2017 acquisitions, acquired lease intangible assets is comprised of \$21.0 million of in-place lease intangibles with a weighted average amortization period of 5.6 years and \$1.4 million of above-market lease intangibles with a weighted average amortization period of 10.6 years.

(2) Includes other working capital assets acquired and liabilities assumed at the time of acquisition.

(3) Represents below-market lease intangibles with a weighted average amortization period of 26.3 years, 3.5 years and 3.4 years, for the 2018 acquisitions, Rancho Pacifica Park and the other 2017 acquisitions, respectively.

4. Acquired Lease Intangibles

The following table summarizes our acquisition-related intangible assets, including the value of in-place leases and above-market tenant leases, and our acquisition-related intangible liabilities, including below-market tenant leases and above-market ground leases as follows (in thousands):

	December 31,	
	2018	2017
Acquired Lease Intangible Assets:		
In-place lease intangibles	\$ 119,517	\$ 95,750
Accumulated amortization	(68,481)	(51,735)
In-place lease intangibles, net	\$ 51,036	\$ 44,015
Above-market tenant leases	\$ 11,125	\$ 10,718
Accumulated amortization	(6,478)	(5,494)
Above-market tenant leases, net	\$ 4,647	\$ 5,224
Acquired lease intangible assets, net	\$ 55,683	\$ 49,239
Acquired Lease Intangible Liabilities:		
Below-market tenant leases	\$ (66,388)	\$ (24,843)
Accumulated accretion	13,778	6,925
Below-market tenant leases, net	\$ (52,610)	\$ (17,918)
Above-market ground lease	\$ (290)	\$ (290)
Accumulated accretion	173	141
Above-market ground lease, net	\$ (117)	\$ (149)
Acquired lease intangible liabilities, net	\$ (52,727)	\$ (18,067)

The following table summarizes the amortization related to our acquired lease intangible assets and liabilities for the reported periods noted below (in thousands):

	Year Ended December 31,		
	2018	2017	2016
In-place lease intangibles ⁽¹⁾	\$ 18,135	\$ 15,598	\$ 13,560
Net below market tenant leases ⁽²⁾	\$ (5,949)	\$ (2,238)	\$ (46)
Above-market ground lease ⁽³⁾	\$ (32)	\$ (32)	\$ (32)

(1) The amortization of in-place lease intangibles is recorded to depreciation and amortization expense in the consolidated statements of operations for the periods presented.

(2) The amortization of net below market tenant leases is recorded as an increase to rental revenues in the consolidated statements of operations for the periods presented.

(3) The accretion of the above-market ground lease is recorded as a decrease to property expenses in the consolidated statements of operations for the periods presented.

The following table summarizes the estimated amortization/(accretion) of our acquisition-related intangibles as of December 31, 2018, for the next five years and thereafter (in thousands):

Year Ending	In-place Leases⁽¹⁾	Net Above/(Below) Market Operating Leases⁽²⁾	Above Market Ground Lease⁽³⁾
2019	\$ 15,560	\$ (7,156)	\$ (32)
2020	10,852	(4,983)	(32)
2021	5,943	(3,059)	(32)
2022	2,631	(1,800)	(21)
2023	1,734	(1,465)	—
Thereafter	14,316	(29,500)	—
Total	\$ 51,036	\$ (47,963)	\$ (117)

(1) Estimated amounts of amortization will be recorded to depreciation and amortization expense in the consolidated statements of operation.

(2) Estimated amounts of amortization will be recorded as a net increase to rental revenues in the consolidated statements of operations.

(3) Estimated amounts of accretion will be recorded as a decrease to property expenses in the consolidated statements of operations.

5. Notes Payable

The following table summarizes the balance of our indebtedness as of December 31, 2018 and 2017 (in thousands):

	December 31, 2018	December 31, 2017
Principal amount	\$ 761,116	\$ 671,658
Less: unamortized discount and debt issuance costs ⁽¹⁾	(3,745)	(2,717)
Carrying value	\$ 757,371	\$ 668,941

(1) Excludes unamortized debt issuance costs related to our unsecured revolving credit facility, which are presented in the line item "Deferred loan costs, net" in the consolidated balance sheets.

The following table summarizes the components and significant terms of our indebtedness as of December 31, 2018 and 2017 (dollars in thousands):

	December 31, 2018		December 31, 2017		Contractual Maturity Date	Stated Interest Rate ⁽¹⁾	Effective Interest Rate ⁽²⁾
	Principal Amount	Unamortized Discount and Debt Issuance Costs	Principal Amount	Unamortized Discount and Debt Issuance Costs			
Secured Debt							
\$60M Term Loan ⁽³⁾	\$ 58,499	\$ (230)	\$ 58,891	\$ (125)	8/1/2023 ⁽⁴⁾	LIBOR+1.70%	3.70%
Gilbert/La Palma ⁽⁵⁾	2,617	(129)	2,767	(138)	3/1/2031	5.125%	5.45%
Unsecured Debt							
\$100M Term Loan Facility	100,000	(260)	100,000	(343)	2/14/2022	LIBOR+1.20% ⁽⁶⁾	3.05% ⁽⁷⁾
Revolving Credit Facility	—	—	60,000	—	2/12/2021 ⁽⁸⁾	LIBOR+1.10% ⁽⁶⁾⁽⁹⁾	3.60%
\$225M Term Loan Facility	225,000	(1,476)	225,000	(1,398)	1/14/2023	LIBOR+1.20% ⁽⁶⁾	2.74% ⁽¹⁰⁾
\$150M Term Loan Facility	150,000	(1,028)	—	—	5/22/2025	LIBOR+1.50% ⁽⁶⁾	4.11%
\$100M Notes	100,000	(500)	100,000	(576)	8/6/2025	4.290%	4.37%
\$125M Notes	125,000	(122)	125,000	(137)	7/13/2027	3.930%	3.94%
Total	\$ 761,116	\$ (3,745)	\$ 671,658	\$ (2,717)			

(1) Reflects the contractual interest rate under the terms of the loan, as of December 31, 2018.

(2) Reflects the effective interest rate as of December 31, 2018, which includes the effect of the amortization of discounts and debt issuance costs and the effect of interest rate swaps that are effective as of December 31, 2018.

(3) This term loan was modified on June 27, 2018, as further described below under “Modification of \$60 Million Term Loan”. This term loan is secured by six properties. As of December 31, 2018, the interest rate on this variable-rate term loan has been effectively fixed through the use of two interest rate swaps. See Note 7 for details.

(4) One 24-month extension available at the borrower’s option.

(5) Monthly payments of interest and principal are based on a 20-year amortization table.

(6) The LIBOR margin will range from 1.20% to 1.70% per annum for the \$100.0 million term loan facility, 1.10% to 1.50% per annum for the unsecured revolving credit facility, 1.20% to 1.70% per annum for the \$225.0 million term loan facility and 1.50% to 2.20% per annum for the \$150.0 million term loan facility, depending on the ratio of our outstanding consolidated indebtedness to the value of our consolidated gross asset value, or leverage ratio, which is measured on a quarterly basis.

(7) As of December 31, 2018, interest on the \$100.0 million term loan facility has been effectively fixed through the use of one interest rate swap. See Note 7 for details.

(8) Two additional six-month extensions are available at the borrower’s option.

(9) The unsecured revolving credit facility is subject to an applicable facility fee which is calculated as a percentage of the total lenders’ commitment amount, regardless of usage. The applicable facility fee will range from 0.15% to 0.30% per annum depending upon our leverage ratio.

(10) As of December 31, 2018, interest on the \$225.0 million term loan facility has been effectively fixed through the use of two interest rate swaps. See Note 7 for details.

Contractual Debt Maturities

The following table summarizes the contractual debt maturities and scheduled amortization payments, excluding debt discounts and debt issuance costs, as of December 31, 2018, and does not consider extension options available to us as noted in the table above (in thousands):

2019	\$	158
2020		166
2021		566
2022		100,967
2023		282,518
Thereafter		376,741
Total	\$	<u>761,116</u>

Fourth Amendment to Credit Agreement

On January 16, 2018, we entered into the Fourth Amendment to Credit Agreement (the “Fourth Amendment”) to amend our Credit Agreement, dated as of January 14, 2016 (as amended from time to time) for our \$225.0 million unsecured term loan facility (the “\$225 Million Term Loan Facility”).

Amounts outstanding under the \$225 Million Term Loan Facility bear interest at a rate equal to, at our option, either (i) LIBOR plus an applicable margin that is based upon our leverage ratio or (ii) the Base Rate, as defined in the \$225 Million Term Loan Facility, plus an applicable margin that is based on our leverage ratio. The Fourth Amendment decreases the applicable margin for LIBOR-based borrowings from a range of 1.50% to 2.25% per annum to a range of 1.20% to 1.70% per annum and decreases the applicable margin for Base Rate-based borrowings from a range of 0.50% to 1.25% per annum to a range of 0.20% to 0.70% per annum.

If we obtain one additional investment grade rating by one or more of Standard & Poor's Financial Services (“S&P”) or Moody's Investor Services (“Moody's”) to complement our current investment grade Fitch rating, we may elect to convert the pricing structure under the \$225 Million Term Loan Facility to be based on such rating. Under this pricing structure, the Fourth Amendment decreases the applicable margin for LIBOR-based borrowings from a range of 1.40% to 2.35% per annum to a range of 0.90% to 1.75% per annum and decreases the applicable margin for Base Rate-based borrowings from a range of 0.40% to 1.35% per annum to a range of 0.00% to 0.75% per annum.

\$150 Million Term Loan Facility

On May 22, 2018, we entered into a credit agreement for a senior unsecured term loan facility (the “\$150 Million Term Loan Facility”) that initially permits aggregate borrowings of up to \$150.0 million, the total of which we borrowed the same day at closing. Under the terms of the \$150 Million Term Loan Facility, we may request additional incremental term loans in an aggregate amount not to exceed \$100.0 million. Any increase in borrowings is subject to the satisfaction of specified conditions and the identification of lenders willing to make available such additional amounts. The maturity date of the \$150 Million Term Loan Facility is May 22, 2025.

Interest on the \$150 Million Term Loan Facility is generally to be paid based upon, at our option, either (i) LIBOR plus an applicable Eurodollar rate margin or (ii) the Base Rate (which is defined as the highest of (a) the federal funds rate plus 0.50%, (b) the administrative agent's prime rate or (c) the Eurodollar Rate plus 1.00%), plus an applicable base rate margin. The applicable Eurodollar rate margin will range from 1.50% to 2.20% per annum for LIBOR-based borrowings and the applicable base rate margin will range from 0.50% to 1.20% per annum for Base Rate-based loans, depending on our leverage ratio.

If we obtain one additional investment grade rating from one or more of S&P or Moody's to complement our current investment grade Fitch rating, we may elect to convert the pricing structure under the \$150 Million Term Loan Facility to be based on such rating. Under this pricing structure, the applicable Eurodollar rate margin will range from 1.40% to 2.35% per annum and the applicable base rate margin will range from 0.40% to 1.35% per annum.

We have the option to voluntarily prepay any amounts borrowed under the \$150 Million Term Loan Facility in whole or in part at any time, subject to certain notice requirements. To the extent that we prepay all or any portion of a loan prior to May 22, 2020, we will pay a prepayment premium equal to (i) if such prepayment occurs prior to May 22, 2019, 2.00% of the principal amount so prepaid, and (ii) if such prepayment occurs on or after May 22, 2019, but prior to May 22, 2020, 1.00% of the principal amount so prepaid. Amounts borrowed under the \$150 Million Term Loan Facility and repaid or prepaid may not be reborrowed.

The \$150 Million Term Loan Facility contains usual and customary events of default including defaults in the payment of principal, interest or fees, defaults in compliance with the covenants set forth in the credit agreement and other loan documentation, cross-defaults to certain other indebtedness, and bankruptcy and other insolvency defaults. If an event of default occurs and is continuing under the \$150 Million Term Loan Facility, all outstanding principal amounts, together with all accrued unpaid interest and other amounts owing in respect thereof, may be declared immediately due and payable.

Modification of \$60 Million Term Loan

On June 27, 2018, we entered into the Second Modification Agreement (the "Modification Agreement") to amend our Term Loan Agreement, dated as of July 24, 2013 (as amended from time to time) for our \$60.0 million term loan (the "\$60 Million Term Loan")

The Modification Agreement, among other things, (i) extends the maturity date of the \$60 Million Term Loan from August 1, 2019, to August 1, 2023, (ii) decreases the interest rate from LIBOR plus 1.90% per annum to LIBOR plus 1.70% per annum, (iii) provides for one 24-month extension option, subject to certain terms and conditions, and (iv) amends the repayment schedule of the \$60 Million Term Loan by adding 36 months of interest only payments, followed by equal monthly payments of principal (\$65,250), plus accrued interest until maturity.

Note Purchase and Guarantee Agreement

On July 13, 2017, we entered into a Note Purchase and Guarantee Agreement (the "NPGA") for the private placement of \$125.0 million of senior unsecured guaranteed notes, maturing on July 13, 2027, with a fixed annual interest rate of 3.93% (the "\$125 Million Notes"). On July 13, 2017, we completed the issuance of the \$125 Million Notes.

Interest on the \$125 Million Notes will be payable quarterly on the thirteenth day of January, April, July and October in each year, commencing on October 13, 2017. We may prepay at any time all or, from time to time, any part of the \$125 Million Notes, in amounts not less than \$2.5 million of the \$125 Million Notes then outstanding at (i) 100% of the principal amount so prepaid and (ii) the Make-Whole Amount (as defined in the NPGA). Our obligations under the \$125 Million Notes are fully and unconditionally guaranteed by us and certain of our subsidiaries.

Loan Repayments

On March 20, 2017, we repaid the \$9.7 million outstanding balance on the 1065 Walnut Street mortgage loan in advance of the February 1, 2019 maturity date. In connection with the repayment, we incurred prepayment fees of \$0.2 million which is included in loss on extinguishment of debt in the accompanying consolidated statements of operations. The loss on extinguishment of debt also includes the write-off of the unamortized debt premium of \$0.2 million.

On December 29, 2017, we repaid the \$5.1 million outstanding balance on the 12907 Imperial Highway mortgage loan. We did not incur any prepayment penalties for repaying in advance of the maturity date of April 1, 2018.

Credit Facility

We have a \$450.0 million senior unsecured credit facility (the "Credit Facility"), comprised of a \$350.0 million unsecured revolving credit facility (the "Revolver") and a \$100.0 million unsecured term loan facility (the "\$100 Million Term Loan Facility"). The Revolver is scheduled to mature on February 12, 2021, and has two six-month extension options available, and the \$100 Million Term Loan Facility is scheduled to mature on February 14, 2022. Under the terms of the Credit Facility, we may request additional lender commitments up to an additional aggregate \$550.0 million, which may be comprised of additional revolving commitments under the Revolver, an increase to the \$100 Million Term Loan Facility, additional term loan tranches or any combination of the foregoing.

Interest on the Credit Facility, is generally to be paid based upon, at our option, either (i) LIBOR plus an applicable margin that is based upon our leverage ratio or (ii) the Base Rate (which is defined as the highest of (a) the federal funds rate plus 0.50%, (b) the administrative agent's prime rate or (c) the Eurodollar Rate plus 1.00%) plus an applicable margin that is based on our leverage ratio. The margins for the Revolver range in amount from 1.10% to 1.50% per annum for LIBOR-based loans and 0.10% to 0.50% per annum for Base Rate-based loans, depending on our leverage ratio. The margins for the \$100 Million Term Loan Facility range in amount from 1.20% to 1.70% per annum for LIBOR-based loans and 0.20% to 0.70% per annum for Base Rate-based loans, depending on our leverage ratio.

If we attain one additional investment grade rating by one or more of S&P or Moody's to complement our current investment grade Fitch rating, we may elect to convert the pricing structure under the Credit Facility to be based on such rating. In that event, the margins for the Revolver will range in amount from 0.825% to 1.55% per annum for LIBOR-based loans and 0.00% to 0.55% per annum for Base Rate-based loans, depending on such rating, and the margins for the \$100 Million Term Loan Facility will range in amount from 0.90% to 1.75% per annum for LIBOR-based loans and 0.00% to 0.75% per annum for Base Rate-based loans, depending on such rating.

In addition to the interest payable on amounts outstanding under the Revolver, we are required to pay an applicable facility fee, based upon our leverage ratio, on each lender's commitment amount under the Revolver, regardless of usage. The applicable facility fee will range in amount from 0.15% to 0.30% per annum, depending on our leverage ratio. In the event that we convert the pricing structure to be based on an investment-grade rating, the applicable facility fee will range in amount from 0.125% to 0.30% per annum, depending on such rating.

The Credit Facility is guaranteed by the Company and by substantially all of the current and to-be-formed subsidiaries of the Operating Partnership that own an unencumbered property. The Credit Facility is not secured by the Company's properties or by equity interests in the subsidiaries that hold such properties.

The Revolver and the \$100 Million Term Loan Facility may be voluntarily prepaid in whole or in part at any time without premium or penalty. Amounts borrowed under the \$100 Million Term Loan Facility and repaid or prepaid may not be reborrowed.

The Credit Facility contains usual and customary events of default including defaults in the payment of principal, interest or fees, defaults in compliance with the covenants set forth in the Credit Facility and other loan documentation, cross-defaults to certain other indebtedness, and bankruptcy and other insolvency defaults. If an event of default occurs and is continuing under the Credit Facility, the unpaid principal amount of all outstanding loans, together with all accrued unpaid interest and other amounts owing in respect thereof, may be declared immediately due and payable.

On December 31, 2018, we did not have any borrowings outstanding under the Revolver, leaving \$350.0 million available for additional borrowings.

Debt Covenants

The Credit Facility, the \$225 Million Term Loan Facility, the \$150 Million Term Loan Facility, the \$100 million unsecured guaranteed senior notes (the "\$100 Million Notes"), and the \$125 Million Notes all include a series of financial and other covenants that we must comply with, including the following covenants which are tested on a quarterly basis:

- Maintaining a ratio of total indebtedness to total asset value of not more than 60%;
- For the Credit Facility, the \$225 Million Term Loan Facility and the \$150 Million Term Loan Facility, maintaining a ratio of secured debt to total asset value of not more than 45%;
- For the \$100 Million Notes and the \$125 Million Notes, maintaining a ratio of secured debt to total asset value of not more than 40%;
- Maintaining a ratio of total secured recourse debt to total asset value of not more than 15%;
- Maintaining a minimum tangible net worth of at least the sum of (i) \$760,740,750, and (ii) an amount equal to at least 75% of the net equity proceeds received by the Company after September 30, 2016;
- Maintaining a ratio of adjusted EBITDA (as defined in each of the loan agreements) to fixed charges of at least 1.5 to 1.0;
- Maintaining a ratio of total unsecured debt to total unencumbered asset value of not more than 60%; and
- Maintaining a ratio of unencumbered NOI (as defined in each of the loan agreements) to unsecured interest expense of at least 1.75 to 1.00.

The Credit Facility, the \$225 Million Term Loan Facility, the \$150 Million Term Loan Facility, the \$100 Million Notes and the \$125 Million Notes also provide that our distributions may not exceed the greater of (i) 95.0% of our funds from operations or (ii) the amount required for us to qualify and maintain our status as a REIT and avoid the payment of federal or state income or excise tax in any 12-month period.

Subject to the terms of the \$100 Million Notes and the \$125 Million Notes (together the "Notes"), upon certain events of default, including, but not limited to, (i) a default in the payment of any principal, make-whole payment amount, or interest under the Notes, (ii) a default in the payment of certain of our other indebtedness, (iii) a default in compliance with the covenants set forth in the Notes agreement, and (iv) bankruptcy and other insolvency defaults, the principal and accrued and unpaid interest and the make-whole payment amount on the outstanding Notes will become due and payable at the option of the purchasers. In addition, we are required to maintain at all times a credit rating on the Notes from either S&P, Moody's or Fitch. In October 2018, Fitch upgraded the investment grade rating of the Notes to BBB from BBB- with a stable outlook.

The \$60 Million Term Loan contains the following financial covenants:

- Maintaining a Debt Service Coverage Ratio (as defined in the term loan agreement) of at least 1.10 to 1.00, to be tested quarterly;
- Maintaining Unencumbered Liquid Assets (as defined in the term loan agreement) of not less than (i) \$5,000,000, or (ii) \$8,000,000 if we elect to have Line of Credit Availability (as defined in the term loan agreement) included in the calculation, of which \$2,000,000 must be cash or cash equivalents, to be tested annually as of December 31 of each year;
- Maintaining a minimum Fair Market Net Worth (as defined in the term loan agreement) of at least \$75,000,000, to be tested annually as of December 31 of each year.

We were in compliance with all of our quarterly and annual debt covenants as of December 31, 2018.

6. Operating Leases

We lease space to tenants primarily under non-cancelable operating leases that generally contain provisions for a base rent plus reimbursement for certain operating expenses. Operating expense reimbursements are reflected in the consolidated statements of operations as tenant reimbursements.

Future minimum base rent under operating leases as of December 31, 2018 is summarized as follows (in thousands):

For the year ending December 31,		
2019	\$	176,915
2020		150,598
2021		113,063
2022		80,776
2023		59,082
Thereafter		210,814
Total	\$	<u>791,248</u>

The future minimum base rent in the table above excludes tenant reimbursements, amortization of adjustments for deferred rent receivables and the amortization of above/below-market lease intangibles.

7. Interest Rate Swaps

Risk Management Objective of Using Derivatives

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

Derivative Instruments

Our 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, we primarily use interest rate swaps as part of our interest rate risk management strategy. Interest rate swaps involve the receipt of variable amounts from a counterparty in exchange for us making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount. We do not use derivatives for trading or speculative purposes.

The effective portion of the change in fair value of derivatives designated and qualifying as cash flow hedges is initially recorded in accumulated other comprehensive income/(loss) (“AOCI”) and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings.

On December 6, 2018, we entered into an interest rate swap transaction to manage our exposure to fluctuations in variable interest rate associated with the \$150 Million Term Loan. The interest rate swap has a notional value of \$150.0 million with an effective date of July 22, 2019, and a maturity date of November 22, 2024. Under the terms of the interest rate swap, we are required to make certain monthly fixed rate payments calculated on a notional value of \$150 million, while the counterparty is obligated to make certain monthly floating rate payments based on LIBOR to us referencing the same notional value. The interest rate swap will effectively fix the annual interest rate payable on this notional value of the Company’s debt which may exist under the \$150 Million Term Loan Facility at 2.7625% plus an applicable margin under the terms of the \$150 Million Term Loan Facility.

The following table sets forth a summary of our interest rate swaps at December 31, 2018 and December 31, 2017 (dollars in thousands):

Derivative Instrument	Effective Date	Maturity Date	LIBOR Interest Strike Rate	Current Notional Amount ⁽²⁾		Fair Value of Interest Rate Derivative Assets/(Derivative Liabilities) ⁽²⁾	
				December 31, 2018	December 31, 2017	December 31, 2018	December 31, 2017
				Interest Rate Swap	1/15/2015	2/15/2019	1.8260%
Interest Rate Swap	7/15/2015	2/15/2019	2.0100%	\$ 28,108	\$ 28,891	\$ 17	\$ (70)
Interest Rate Swap	8/14/2015	12/14/2018	1.7900%	\$ —	\$ 50,000	\$ —	\$ (18)
Interest Rate Swap	2/16/2016	12/14/2018	2.0050%	\$ —	\$ 50,000	\$ —	\$ (120)
Interest Rate Swap	2/14/2018	1/14/2022	1.3490%	\$ 125,000	\$ —	\$ 3,974	\$ 3,582
Interest Rate Swap	8/14/2018	1/14/2022	1.4060%	\$ 100,000	\$ —	\$ 3,023	\$ 2,521
Interest Rate Swap	12/14/2018	8/14/2021	1.7640%	\$ 100,000	\$ —	\$ 1,731	\$ 1,090
Interest Rate Swap	7/22/2019	11/22/2024	2.7625%	\$ —	\$ —	\$ (2,351)	\$ —

(1) Represents the notional value of swaps that are effective as of the balance sheet date presented.

(2) The fair value of derivative assets are included in the line item “Interest rate swap asset” in the accompanying consolidated balance sheets and the fair value of (derivative liabilities) are included in the line item “Interest rate swap liability” in the accompanying consolidated balance sheets.

The following table sets forth the impact of our interest rate swaps on our consolidated statements of operations for the periods presented (in thousands):

	Year Ended December 31,		
	2018	2017	2016
Interest Rate Swaps in Cash Flow Hedging Relationships:			
Amount of gain recognized in AOCI on derivatives	\$ 649	\$ 2,084	\$ 4,475
Amount of gain (loss) reclassified from AOCI into earnings under “Interest expense”	\$ 1,204	\$ (1,341)	\$ (2,218)
Total interest expense presented in the Consolidated Statement of Operations in which the effects of cash flow hedges are recorded (line item “Interest expense”)	\$ 25,416	\$ 20,209	\$ 14,848

During the next twelve months, we estimate that an additional \$3.3 million will be reclassified from AOCI as a decrease to interest expense.

Offsetting Derivatives

We enter into master netting arrangements, which reduce credit risk by permitting net settlement of transactions with the same counterparty. Derivative instruments that are subject to master netting arrangements and qualify for net presentation

in the consolidated balance sheets are presented on a gross basis in the consolidated balance sheets as of December 31, 2018 and December 31, 2017.

The following tables present information about the potential effects of netting if we were to offset our interest rate swap assets and interest rate swap liabilities in the accompanying consolidated balance sheets as of December 31, 2018 and December 31, 2017 (in thousands).

Offsetting of Derivative Assets	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Balance Sheet	Net Amounts of Assets Presented in the Balance Sheet	Gross Amounts Not Offset in the Balance Sheet		Net Amount
				Financial Instruments	Cash Collateral Received	
December 31, 2018						
Interest rate swaps	8,770	—	8,770	—	—	8,770
December 31, 2017						
Interest rate swaps	7,193	—	7,193	(219)	—	6,974

Offsetting of Derivative Liabilities	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Balance Sheet	Net Amounts of Assets Presented in the Balance Sheet	Gross Amounts Not Offset in the Balance Sheet		Net Amount
				Financial Instruments	Cash Collateral Received	
December 31, 2018						
Interest rate swaps	(2,351)	—	(2,351)	—	—	(2,351)
December 31, 2017						
Interest rate swaps	219	—	219	(219)	—	—

Credit-risk-related Contingent Features

Certain of our agreements with our derivative counterparties contain a provision where if we default on any of our indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender within a specified time period, then we could also be declared in default on its derivative obligations.

Certain of our agreements with our derivative counterparties contain provisions where if a merger or acquisition occurs that materially changes our creditworthiness in an adverse manner, we may be required to fully collateralize our obligations under the derivative instrument.

8. Fair Value Measurements

We have adopted FASB Accounting Standards Codification Topic 820: *Fair Value Measurements and Disclosure* (“ASC 820”). ASC 820 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. ASC 820 applies to reported balances that are required or permitted to be measured at fair value under existing accounting pronouncements; accordingly, the standard does not require any new fair value measurements of reported balances.

ASC 820 emphasizes that fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, ASC 820 establishes a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity’s own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy).

Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access. Level 2 inputs are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs may include quoted prices for similar assets and liabilities in active markets, as well as inputs that are observable for the asset or liability (other than quoted prices), such as interest rates and yield curves that are observable at commonly quoted intervals. Level 3 inputs are unobservable inputs for the asset or liability, which are typically based on an entity's own assumptions, as there is little, if any, related market activity. In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability.

Recurring Measurements – Interest Rate Swaps

Currently, we use interest rate swap agreements to manage our 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 each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves.

To comply with the provisions of ASC 820, we incorporate credit valuation adjustments to appropriately reflect both our own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. In adjusting the fair value of our derivative contracts for the effect of nonperformance risk, we have considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts, and guarantees.

Although we have determined that the majority of the inputs used to value our derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with our derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by ourselves and our counterparties. However, as of December 31, 2018, we have assessed the significance of the impact of the credit valuation adjustments on the overall valuation of our derivative positions and have determined that the credit valuation adjustments are not significant to the overall valuation of its derivatives. As a result, we have determined that its derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy.

The table below sets forth the estimated fair value of our interest rate swaps as of December 31, 2018 and 2017, which we measure on a recurring basis by level within the fair value hierarchy (in thousands).

	Fair Value Measurement Using			
	Total Fair Value	Quoted Price in Active Markets for Identical Assets and Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<i>December 31, 2018</i>				
Interest Rate Swap Asset	\$ 8,770	\$ —	\$ 8,770	\$ —
Interest Rate Swap Liability	\$ (2,351)	\$ —	\$ (2,351)	\$ —
<i>December 31, 2017</i>				
Interest Rate Swap Asset	\$ 7,193	\$ —	\$ 7,193	\$ —
Interest Rate Swap Liability	\$ (219)	\$ —	\$ (219)	\$ —

Financial Instruments Disclosed at Fair Value

The carrying amounts of cash and cash equivalents, rents and other receivables, other assets, accounts payable, accrued expenses and other liabilities, and tenant security deposits approximate fair value because of their short-term nature.

The fair value of our notes payable was estimated by calculating the present value of principal and interest payments, using discount rates that best reflect current market rates for financings with similar characteristics and credit quality, and assuming each loan is outstanding through its respective contractual maturity date.

The table below sets forth the carrying value and the estimated fair value of our notes payable as of December 31, 2018 and 2017 (in thousands).

Liabilities	Fair Value Measurement Using					Carrying Value
	Total Fair Value	Quoted Price in Active Markets for Identical Assets and Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		
<i>Notes Payable at:</i>						
December 31, 2018	\$ 759,491	\$ —	\$ —	\$ 759,491	\$	\$ 757,371
December 31, 2017	\$ 673,377	\$ —	\$ —	\$ 673,377	\$	\$ 668,941

9. Related Party Transactions

Howard Schwimmer

We engage in transactions with Howard Schwimmer, our Co-Chief Executive Officer, earning management fees and leasing commissions from entities controlled individually by Mr. Schwimmer. Fees and commissions earned from these entities are included in "Management, leasing and development services" in the consolidated statements of operations. We recorded \$0.4 million, \$0.4 million and \$0.3 million during the years ended December 31, 2018, 2017 and 2016, respectively, in management, leasing and development services revenue.

Purchase and Sale Agreement

On November 30, 2017, we entered into a purchase and sale agreement (the "Agreement") with 6110-6114 Cahuenga Avenue, LLC (the "Buyer"), which was subsequently amended on January 2, 2018, for the sale of our property located at 200-220 South Grand Avenue for a contract price of approximately \$4.5 million. Larry Schwimmer is the general partner of the Buyer and father of Howard Schwimmer, our Co-Chief Executive Officer. Prior to entering into the Agreement, the relevant facts and circumstances relating to this transaction were presented to our audit committee, in accordance with our corporate governance guidelines, and to our board of directors. This transaction was unanimously approved by our audit committee in accordance with our corporate governance guidelines. On March 7, 2018, the sale of this property was completed.

On March 7, 2018, we also entered into management agreements with the Buyer and Howard Schwimmer to provide property management and leasing services for the property. Fees and commissions earned from managing this property are included in "Management, leasing and development services" in the consolidated statements of operations.

10. Commitments and Contingencies

Legal

From time to time, we are party to various lawsuits, claims and legal proceedings that arise in the ordinary course of business. We are not currently a party to any legal proceedings that we believe would reasonably be expected to have a material adverse effect on our business, financial condition or results of operations.

Environmental

We generally will perform environmental site assessments at properties we are considering acquiring. After the acquisition of such properties, we continue to monitor the properties for the presence of hazardous or toxic substances. From time to time, we acquire properties with known adverse environmental conditions. If at the time of acquisition, losses associated with environmental remediation obligations are probable and can be reasonably estimated, we record a liability.

On February 25, 2014, we acquired the property located at West 228th Street. Before purchasing the property, during the due diligence phase, we engaged a third party environmental consultant to perform various environmental site assessments to determine the presence of any environmental contaminants that might warrant remediation efforts. Based on their investigation, they determined that hazardous substances existed at the property and that additional assessment and remediation work would likely be required to satisfy regulatory requirements. The total remediation costs were estimated to be \$1.3 million, which includes remediation, processing and oversight costs.

To address the estimated costs associated with the environmental issues at the West 228th Street property, we entered into an Environmental Holdback Escrow Agreement (the "Holdback Agreement") with the former owner, whereby \$1.4 million was placed into an escrow account to be used to pay remediation costs. To fund the \$1.4 million, the escrow holder withheld \$1.3 million of the purchase price, which would have otherwise been paid to the seller at closing, and the Company funded an additional \$0.1 million. According to the Holdback Agreement, the seller has no liability or responsibility to pay for remediation costs in excess of \$1.3 million.

As of December 31, 2018 and 2017, we had a \$1.0 million and \$1.1 million contingent liability recorded in our consolidated balance sheets included in the line item "Accounts payable and accrued expenses," reflecting the estimated remaining cost to remediate environmental liabilities at West 228th Street that existed prior to the acquisition date. As of December 31, 2018 and 2017, we also had a \$1.0 million and \$1.1 million corresponding indemnification asset recorded in our consolidated balance sheets in the line item "Other assets," reflecting the estimated costs we expect the former owner to cover pursuant to the Holdback Agreement.

We expect that the resolution of the environmental matters relating to the above will not have a material impact on our consolidated financial condition, results of operations or cash flows. However, we cannot be sure that we have identified all environmental liabilities at our properties, that all necessary remediation actions have been or will be undertaken at our properties or that we will be indemnified, in full or at all, in the event that such environmental liabilities arise. Furthermore, we cannot assure you that future changes to environmental laws or regulations and their application will not give rise to loss contingencies for future environmental remediation.

Rent Expense

As of December 31, 2018, we lease a parcel of land that is currently being sub-leased to a tenant for a parking lot. This ground lease is scheduled to expire on June 1, 2062. We recognized rental expense for our ground lease in the amount of \$0.1 million, \$0.1 million and \$0.1 million for the years ended December 31, 2018, 2017 and 2016, respectively. As part of conducting our day-to-day business, we also lease office space under operating leases. We recognized rental expense for our office space leases in the amount of \$0.7 million, \$0.5 million and \$0.5 million for the years ended December 31, 2018, 2017 and 2016, respectively.

The future minimum commitment under our office space leases and ground lease as of December 31, 2018, is as follows (in thousands):

For the year ending December 31:	Office Lease	Ground Lease
2019	\$ 668	\$ 144
2020	257	144
2021	167	144
2022	—	144
2023	—	144
Thereafter	—	5,532
Total	\$ 1,092	\$ 6,252

On September 14, 2016 (the “Effective Date”), we entered into a ground lease for approximately 1.58 million square feet of land located in Corona, California, with the intention to develop buildings on the site. Under the terms of the ground lease, we had up to 420 days from the Effective Date, subject to certain conditions, to satisfy and waive certain contingencies, or terminate the ground leases for any reason. On March 13, 2017, we terminated the ground lease. As a result of the termination, we wrote-off \$0.3 million of previously incurred transaction costs to the line item “Acquisition expenses” in the consolidated statements of operations.

Tenant and Construction Related

As of December 31, 2018, we had commitments of approximately \$22.8 million for tenant improvement and construction work under the terms of leases with certain of our tenants and contractual agreements with our construction vendors.

Concentrations of Credit Risk

We have deposited cash with financial institutions that are insured by the Federal Deposit Insurance Corporation up to \$250,000 per institution. Although we have deposits at institutions in excess of federally insured limits as of December 31, 2018, we do not believe we are exposed to significant credit risk due to the financial position of the institutions in which those deposits are held.

As of December 31, 2018, all of our properties are located in the Southern California infill markets. The ability of the tenants to honor the terms of their respective leases is dependent upon the economic, regulatory and social factors affecting the markets in which the tenants operate.

During the year ended December 31, 2018, no single tenant accounted for more than 5% of our total rental revenues.

11. Investments in Unconsolidated Real Estate Entities

On July 6, 2016, we acquired the property located at 3233 Mission Oaks Boulevard (the “final JV property”), which comprised substantially all of the JV’s assets, from the JV for a contract price of \$25.7 million. Prior to the acquisition, our ownership interest in the final JV property was 15%. Following the acquisition, we own 100% of the final JV property and are accounting for it on a consolidated basis (See Note 3). In connection with the JV’s sale of the final JV property, we wrote-off the related \$0.6 million unamortized basis adjustment. Immediately after the sale of the final JV property, the carrying value of our investment in unconsolidated real estate entities was \$3.6 million.

Following the sale of the final JV property, the JV distributed all of its available cash, with the exception of a small amount of working capital which was retained to cover any residual costs associated with the winding down of the JV. Our share of the JV distributions totaled \$5.5 million, which exceeded the \$3.6 million carrying value of our investment immediately after the sale of the final JV property. We recorded the \$1.9 million of excess distributions as a realized gain in the line item “Equity in income from unconsolidated real estate entities” in the consolidated statements of operations.

During the year ended December 31, 2017, the remaining assets were liquidated by the JV and we received a final distribution in the amount of \$11 thousand which is reported in the line item “Equity in income from unconsolidated real estate entities” in the consolidated statements of operations.

The following table presents the combined summarized results of operations of our unconsolidated joint venture. These amounts include the results of operations of the final JV property during the period prior to July 6, 2016, when we acquired the

remaining 85% ownership interest in the final JV property. Amounts provided are attributable to the JV and do not represent our proportionate share (in thousands).

	Year Ended December 31,		
	2018	2017	2016
Revenues	\$ —	\$ —	\$ 1,281
Expenses	—	—	(442)
Gain on sale of properties	—	—	3,458
Net income	\$ —	\$ —	\$ 4,297

Management Services

Prior to July 6, 2016, when we acquired the remaining 85% ownership interest in the final JV property, we performed property and construction management services for the final JV property. We earned fees and commissions for these services totaling \$0.1 million during the year ended December 31, 2016, which is included in the line item “Management, leasing and development services” in the consolidated statements of operations.

12. Dispositions and Real Estate Held for Sale

Dispositions

The table below summarizes the properties we sold during the years ended December 31, 2018, 2017 and 2016 (dollars in thousands).

Property	Submarket	Date of Disposition	Rentable Square Feet	Contract Sales Price ⁽¹⁾ (In thousands)	Gain Recorded
2018 Dispositions:					
8900-8980 Benson Avenue and 5637 Arrow Highway	Inland Empire West	1/2/2018	88,016	\$ 11,440	\$ 4,029
700 Allen Avenue and 1851 Flower Street	Los Angeles - San Fernando Valley	1/17/2018	25,168	\$ 10,900	\$ 4,753
200-220 South Grand Avenue	Orange County - Airport	3/7/2018	27,200	\$ 4,515	\$ 1,201
6770 Central Avenue—Building B	Inland Empire West	4/9/2018	11,808	\$ 1,676	\$ 1,113
1910-1920 Archibald Avenue	Inland Empire West	5/9/2018	78,243	\$ 9,050	\$ 495
311 East 157th Street	Los Angeles - South Bay	12/12/2018	12,000	\$ 3,000	\$ 1,578
329 East 157th Street	Los Angeles - South Bay	12/20/2018	12,000	\$ 2,675	\$ 1,597
319 East 157th Street	Los Angeles - South Bay	12/27/2018	24,000	\$ 4,763	\$ 2,456
Total			<u>278,435</u>	<u>\$ 48,019</u>	<u>\$ 17,222</u>
2017 Dispositions:					
9375 Archibald Avenue	Inland Empire West	3/31/2017	62,677	\$ 6,875	\$ 2,668
2535 Midway Drive	San Diego - Central	5/17/2017	373,744	\$ 40,050	\$ 16,026
2811 Harbor Boulevard	Orange County - Airport	6/28/2017	126,796	\$ 18,700	\$ 594
12345 First American Way	San Diego - Central	10/31/2017	40,022	\$ 7,600	\$ 4,146
9401 De Soto Avenue	Los Angeles - San Fernando Valley	11/2/2017	150,831	\$ 23,000	\$ 4,748
77-700 Enfield Lane	Inland Empire East	11/29/2017	21,607	\$ 2,431	\$ 1,391
Total			<u>775,677</u>	<u>\$ 98,656</u>	<u>\$ 29,573</u>
2016 Dispositions:					
6010 N. Paramount Boulevard	Los Angeles - South Bay	5/2/2016	16,534	\$ 2,480	\$ 944
1840 Dana Street	Los Angeles - San Fernando Valley	5/25/2016	13,497	\$ 4,250	\$ 1,445
12910 East Mulberry Drive	Los Angeles - Mid-Counties	6/7/2016	153,080	\$ 15,000	\$ 9,174
22343-22349 La Palma Avenue	Orange County - North	11/22/2016	115,760	\$ 17,000	\$ 4,752
331 East 157th Street	Los Angeles - South Bay	11/28/2016	12,000	\$ 1,975	\$ 1,062
Total			<u>310,871</u>	<u>\$ 40,705</u>	<u>\$ 17,377</u>

(1) Represents the gross contractual sales price before commissions, prorations and other closing costs.

Real Estate Held for Sale

As of December 31, 2018, we did not have any properties classified as held for sale. As of December 31, 2017, our properties located at (i) 700 Allen Avenue and 1830 Flower Street and (ii) 8900-8980 Benson Avenue and 5637 Arrow Highway were classified as held for sale.

The following table summarizes the major classes of assets and liabilities associated with real estate properties classified as held for sale as of December 31, 2017 (in thousands):

	December 31, 2017
Land	\$ 5,671
Buildings and improvements	7,180
Tenant improvements	429
Construction in progress	16
Real estate held for sale	13,296
Accumulated depreciation	(1,609)
Real estate held for sale, net	11,687
Acquired lease intangible assets, net	71
Other assets associated with real estate held for sale	678
Total assets associated with real estate held for sale, net	\$ 12,436
Tenant security deposits	\$ 193
Other liabilities associated with real estate held for sale	50
Total liabilities associated with real estate held for sale	\$ 243

13. Stockholders' Equity

Preferred Stock

On November 13, 2017, we completed an underwritten public offering of 3,000,000 shares of our 5.875% Series B Cumulative Redeemable Preferred Stock (the "Series B Preferred Stock") at a price of \$25.00 per share. The net proceeds from the offering were approximately \$72.5 million after deducting the underwriters' discount and offering costs totaling \$2.5 million. The Series B Preferred Stock is presented in stockholders' equity on the consolidated balance sheet net of issuance costs.

On August 16, 2016, we completed an underwritten public offering of 3,600,000 shares of our 5.875% Series A Cumulative Redeemable Preferred Stock (the "Series A Preferred Stock") at a price of \$25.00 per share. The net proceeds from the offering were approximately \$86.7 million after deducting the underwriters' discount and offering costs totaling \$3.3 million. The Series A Preferred Stock is presented in stockholders' equity on the consolidated balance sheet net of issuance costs.

Dividends on our Series A Preferred Stock and Series B Preferred Stock (collectively the "Series A and B Preferred Stock") are cumulative from the date of original issuance and are payable quarterly in arrears on or about the last day of March, June, September and December of each year, beginning on December 31, 2016, for our Series A Preferred Stock and beginning on March 30, 2018, for our Series B Preferred Stock, at a rate of 5.875% per annum of its \$25.00 per share liquidation preference (equivalent to \$1.46875 per share per annum). The Series A and B Preferred Stock have no stated maturity date and are not subject to any mandatory redemption or sinking fund. The holders of our Series A and B Preferred Stock rank senior to the holders of our common stock with respect to dividend rights and rights upon the Company's liquidation, dissolution or winding up of its affairs. The holders of our Series A and B Preferred Stock generally have no voting rights except for limited voting rights if we fail to pay dividends for six or more quarterly dividend periods (whether or not consecutive). We may not redeem the Series A Preferred Stock prior to August 16, 2021, and the Series B Preferred Stock prior to November 13, 2022, except in limited circumstances to preserve our status as a REIT or pursuant to a specified change of control transaction. On or after August 16, 2021, we may redeem our Series A Preferred Stock, and on or after November 13, 2022, we may redeem our Series B Preferred Stock, in whole or in part, at any time or from time to time, for cash at a

redemption price of \$25.00 per share, plus any accumulated, accrued and unpaid distributions through the date of redemption. Upon the occurrence of a specified change of control transaction, we may, at our option, redeem the Series A Preferred Stock and/or the Series B Preferred Stock in whole or in part within 120 days after the change of control occurred, by paying \$25.00 per share in cash, plus any accrued and unpaid distributions through the date of redemption. If we do not exercise our right to redeem the Series A Preferred Stock and/or the Series B Preferred Stock, upon the occurrence of a specified change of control transaction, the holders of the Series A and B Preferred Stock have the right to convert some or all of their shares into a number of the Company's common shares equivalent to \$25.00 plus accrued and unpaid dividends, but not to exceed a cap of 2.2738 shares of common stock per share of Series A Preferred Stock or a cap of 1.6578 shares of common stock per share of Series B Preferred Stock, subject to certain adjustments.

Common Stock Issuances

On April 15, 2016, we completed a public follow-on offering of 10,350,000 shares of our common stock, including the underwriters' exercise in full of its option to purchase 1,350,000 shares of our common stock, at an offering price of \$17.65 per share. The net proceeds of the follow-on offering were \$174.4 million, after deducting the underwriters' discount and offering costs totaling \$8.3 million. On April 15, 2016, we contributed the net proceeds of the offering to our Operating Partnership in exchange for 10,350,000 common units of partnership interests in the Operating Partnership ("OP Units").

ATM Program

On June 13, 2018, we established a new at-the-market equity offering program (the "\$400 Million ATM Program") pursuant to which we may sell from time to time up to an aggregate of \$400.0 million of our common stock through sales agents. The \$400 Million ATM Program replaces our previous \$300.0 million at-the-market equity offering program which was established on September 21, 2017. In addition, we previously established a \$150 million at-the-market program on June 12, 2017, and a \$125 million at-the-market program on April 17, 2015. All available shares of common stock under each of the \$300 million, \$150 million and \$125 million at-the-market programs were sold prior to establishing new programs.

During the year ended December 31, 2018, we sold 18,177,242 shares of our common stock under our various at-the-market equity offering programs, at a weighted average price of \$31.12 per share, for gross proceeds of \$565.6 million, and net proceeds of 557.1 million, after deducting the sales agents' fee. During the year ended December 31, 2017, we sold 11,968,927 shares of our common stock under our various at-the-market equity offering programs, at a weighted average price of \$28.13 per share, for gross proceeds of \$336.6 million, and net proceeds of \$331.6 million, after deducting the sales agent's fee. During the year ended December 31, 2016, we sold 402,683 shares of our common stock under the \$125 million at-the-market equity offering program, at a weighted average price of \$23.13 per share, for gross proceeds of \$9.3 million, and net proceeds of \$9.2 million, after deducting the sales agents' fee. As of December 31, 2018, we had the capacity to issue up to an additional \$63.4 million of common stock under the \$400 Million ATM Program. Actual sales going forward, if any, will depend on a variety of factors, including among others, market conditions, the trading price of our common stock, determinations by us of the appropriate sources of funding for us and potential uses of funding available to us.

Noncontrolling Interests

Noncontrolling interests in our Operating Partnership relate to interests in the partnership that are not owned by us. As of December 31, 2018, noncontrolling interests consisted of 1,838,565 OP Units and 577,246 fully-vested LTIP units and performance units which represented approximately 2.4% of our Operating Partnership. OP Units and shares of our common stock have essentially the same economic characteristics, as they share equally in the total net income or loss distributions of our Operating Partnership. Investors who own OP Units have the right to cause our Operating Partnership to redeem any or all of their units in our Operating Partnership for an amount of cash per unit equal to the then current market value of one share of common stock, or, at our election, shares of our common stock on a one-for-one basis. See Note 14 for a description of LTIP units and Performance Units.

During the years ended December 31, 2018, 2017 and 2016, we redeemed 67,175, 61,256 and 59,646 OP Units, respectively, in exchange for issuing to the holders of the OP Units an equal number of shares of our common stock, resulting in the reclassification of \$0.6 million, \$0.6 million, and \$0.6 million, respectively, from noncontrolling interests to total stockholders' equity.

As described in Note 3, on April 15, 2016, as part of the REIT Portfolio Acquisition, we acquired 100% of the private REIT's common stock and 575 of 700 issued and outstanding shares of the private REIT's 12.5% cumulative non-voting preferred stock. The remaining 125 shares of preferred stock that were not immediately redeemed by us, were classified as noncontrolling interests in our consolidated balance sheets, with a balance equal to its liquidation preference of \$1,000 per share, or an aggregate liquidation preference of \$125,000.

On June 22, 2017, we adopted a plan of liquidation and dissolution of the private REIT, and on December 31, 2017, we completed the liquidation of the private REIT, by distributing all assets to the Operating Partnership. As part of the liquidation process, we paid a liquidating distribution of \$1,000 per share, or an aggregate liquidating distribution of \$125,000, as payment in full for the redemption of the remaining 125 shares of preferred stock not held by us.

Changes in Accumulated Other Comprehensive Income (Loss)

The following table summarizes the changes in our AOCI balance for the years ended December 31, 2018 and 2017, which consists solely of adjustments related to our cash flow hedges:

	Years Ended December 31,	
	2018	2017
Accumulated other comprehensive income - beginning balance	\$ 6,799	\$ 3,445
Other comprehensive income before reclassifications	649	2,084
Amounts reclassified from accumulated other comprehensive income to interest expense	(1,204)	1,341
Net current period other comprehensive (loss) income	(555)	3,425
Less: other comprehensive loss (income) attributable to noncontrolling interests	18	(71)
Other comprehensive (loss) income attributable to common stockholders	(537)	3,354
Accumulated other comprehensive income - ending balance	\$ 6,262	\$ 6,799

Dividends

Earnings and profits, which determine the taxability of dividends to stockholders, may differ from income reported for financial reporting purposes due to the differences for federal income tax purposes in the treatment of loss on extinguishment of debt, revenue recognition and compensation expense and in the basis of depreciable assets and estimated useful lives used to compute depreciation expense.

The following tables summarize the tax treatment of common stock dividends and preferred stock dividends per share for federal income tax purposes for the years ended December 31, 2018, 2017 and 2016:

	Common Stock					
	Year Ended December 31,					
	2018		2017		2016	
Ordinary Income	\$ 0.623496	99.76%	\$ 0.498827	95.68%	\$ 0.452085	99.66%
Return of Capital	0.001504	0.24%	0.022526	4.32%	—	—%
Capital Gain ⁽¹⁾	—	—%	—	—%	0.001562	0.34%
Total	\$ 0.625000	100.00%	\$ 0.521353	100.00%	\$ 0.453647	100.00%

(1) 100.0% of the capital gain reported for the year ended December 31, 2016, is comprised of an unrecaptured Section 1250 gain. There were no capital gains reported for the years ended December 31, 2018 and 2017.

	Series A Preferred Stock					
	Year Ended December 31,					
	2018		2017		2016	
Ordinary Income	\$ 1.468752	100.00%	\$ 0.146875	100.00%	\$ 0.548884	99.66%
Return of Capital	—	—%	—	—%	—	—%
Capital Gain ⁽¹⁾	—	—%	—	—%	0.001896	0.34%
Total	\$ 1.468752	100.00%	\$ 0.146875	100.00%	\$ 0.550780	100.00%

(1) 100.0% of the capital gain reported for the year ended December 31, 2016, is comprised of an unrecaptured Section 1250 gain. There were no capital gains reported for the years ended December 31, 2018 and 2017.

	Series B Preferred Stock	
	Year Ended December 31,	
	2018	
Ordinary Income	\$ 1.664585	100.00%
Return of Capital	—	—%
Capital Gain	—	—%
Total	<u>\$ 1.664585</u>	<u>100.00%</u>

14. Incentive Award Plan

Amended and Restated 2013 Incentive Award Plan

On June 11, 2018, our stockholders approved the Amended and Restated Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P. 2013 Incentive Award Plan (the “Plan”), superseding and replacing the Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P. 2013 Incentive Award Plan (the “Prior Plan”). Pursuant to the Plan, we may continue to make grants of stock options, restricted stock, dividend equivalents, stock payments, restricted stock units, performance shares, LTIP units of partnership interest in our Operating Partnership (“LTIP units”), performance units in our Operating Partnership (“Performance Units”), and other stock based and cash awards to our non-employee directors, employees and consultants.

The Plan is administered by our board of directors with respect to awards to non-employee directors and by our compensation committee with respect to other participants, each of which may delegate its duties and responsibilities to committees of our directors and/or officers (collectively the “plan administrator”), subject to certain limitations. The plan administrator sets the terms and conditions of all awards under the Plan, including any vesting and vesting acceleration conditions.

The aggregate number of shares of our common stock, LTIP units and Performance Units that may be issued or transferred pursuant to the Plan is 1,770,000 plus any shares that have not been issued under the Prior Plan, including shares subject to outstanding awards under the Prior Plan that are not issued or delivered to a participant for any reason or that are forfeited by a participant prior to vesting. As of December 31, 2018, a total of 1,832,380 shares of common stock, LTIP units and Performance Units remain available for issuance. Shares and units granted under the Plan may be authorized but unissued shares or units, or, if authorized by the board of directors, shares purchased in the open market. If an award under the Plan is forfeited, expires, or is settled for cash, any shares or units subject to such award will generally be available for future awards.

LTIP Units and Performance Units

LTIP units and Performance Units are each a class of limited partnership units in the Operating Partnership. Initially, LTIP units and Performance Units do not have full parity with OP Units with respect to liquidating distributions. However, upon the occurrence of certain events more fully described in the Operating Partnership’s partnership agreement (“book-up events”), the LTIP units and Performance Units can over time achieve full parity with the common units for all purposes. If such parity is reached, vested LTIP units and vested Performance Units may be converted into an equal number of OP Units, and, upon conversion, enjoy all rights of OP Units. LTIP units, whether vested or not, receive the same quarterly per-unit distributions as OP Units, which equal the per-share distributions on shares of our common stock. Performance Units that have not vested receive a quarterly per-unit distribution equal to 10% of the per-unit distribution paid on OP Units.

On December 15, 2018, the compensation committee awarded 132,875 LTIP units to Messrs. Howard Schwimmer, Michael S. Frankel, Adeel Khan and David Lanzer (collectively, the “executives”) that are subject to time-based vesting conditions (the “2018 LTIP Award”) and 204,517 Performance Units that are partially subject to market-based vesting conditions and partially subject to performance-based vesting conditions (the “2018 Performance Award”).

In February 2018, the compensation committee chose to provide Messrs. Schwimmer and Frankel’s 2017 annual bonuses partly in cash and partly in LTIP units. Accordingly, on February 21, 2018, at the same time that annual bonuses were paid to the executives, Messrs. Schwimmer and Frankel were each granted 22,517 LTIP Units that were fully vested on the grant date.

On December 15, 2017, the compensation committee awarded 122,631 LTIP units to the executives that are subject to time-based vesting requirements (the “2017 LTIP Award”) and 188,250 Performance Units that are subject to market-based vesting conditions (the “2017 Market Performance Award”).

On December 29, 2016, the compensation committee awarded 116,690 LTIP units to the executives (not including Mr. Lanzer) that are subject to time-based vesting conditions (the “2016 LTIP Award”) and 199,000 Performance Units that are subject to market-based vesting conditions (the “2016 Market Performance Award”).

2018, 2017 and 2016 LTIP Unit Awards

The 2018 LTIP Award and the 2017 LTIP Award are scheduled to vest one-third in equal installments on each of the first, second and third anniversaries of the grant date, and the 2016 LTIP Award is scheduled to vest in equal installments of 25% on each of the first, second, third and fourth anniversaries of the grant date. Each award is subject to each executive’s continued employment through the applicable vesting date, and subject to earlier vesting upon certain termination of employment or a change in control event, as described in the award agreements. Compensation expense will be recognized using the accelerated expense attribution method, with each vesting tranche valued as a separate award. The total grant date fair value of each annual LTIP award is based on the Company’s most recent closing stock price preceding the grant and the application of a discount for post-vesting restrictions and uncertainty regarding the occurrence and timing of book-up events. The following table summarizes these fair valuation assumptions and the grant date fair value of each annual LTIP award:

	2018 LTIP Award		2017 LTIP Award		2016 LTIP Award	
Valuation date	December 15, 2018		December 15, 2017		December 29, 2016	
Closing share price of common stock	\$	31.42	\$	30.58	\$	22.71
Discount for post-vesting restrictions and book-up events		7.7%		5.0%		5.0%
Grant date fair value (in thousands)	\$	3,853	\$	3,563	\$	2,518

The following table sets forth our unvested LTIP Unit activity for the years ended December 31, 2018, 2017 and 2016:

	Number of Unvested LTIP Units	Weighted-Average Grant Date Fair Value per Unit
Balance at December 31, 2015	166,669	\$ 15.11
Granted	116,690	\$ 21.57
Vested	(41,668)	\$ 13.91
Balance at December 31, 2016	241,691	\$ 18.43
Granted	122,631	\$ 29.05
Vested	(70,837)	\$ 17.48
Balance at December 31, 2017	293,485	\$ 23.10
Granted	190,318	\$ 28.43
Vested	(156,755)	\$ 23.29
Balance at December 31, 2018	327,048	\$ 26.12

2018, 2017 and 2016 Performance Unit Awards

Each of the 2018, 2017 and 2016 Performance Unit awards are comprised of a number of units designated as base units and a number of units designated as distribution equivalents, which are further described below:

- *Absolute TSR Base Units* - base units that will vest based on varying levels of the Company’s total shareholder return (“TSR”) over the three -year performance period of an award. TSR is measured as the appreciation in the price per share of a company’s common stock plus dividends paid during the three-year performance period, assuming the reinvestment in common stock of all dividends paid during the performance period.
- *Relative TSR Base Units* - base units that will vest based on the Company’s TSR as compared to the TSR percentage of a selected peer group of companies over the three-year performance period.
- *FFO Per-Share Base Units* - base units that will vest based on the Company’s FFO per share growth over the three-year performance period.
- *Distribution Equivalent Units* - Performance Units that have not vested will receive 10% of the distributions paid on OP units. The remaining 90% of the distributions will accrue (assuming the reinvestment in common stock of these distributions) during the three-year performance period and a portion will be paid out as distribution equivalent units based upon the number of base units that ultimately vest.

For the 2018 Performance Award, one-third of the base units are designated as Absolute TSR Base Units and one-third of the base units are designated as Relative TSR Base Units (combined, the “2018 Market Performance Award”). The remaining one-third of the base units are designated as FFO Per-Share Base Units (the “2018 FFO Per-Share Award”). For each of the 2017 Market Performance Award and the 2016 Market Performance Award, 40% of the base units are designated as Absolute TSR Base Units and the other 60% are designated as Relative TSR Base Units.

The following table summarizes the performance levels and vesting percentages for the Absolute TSR Base Units, Relative TSR Base Units and FFO Per-Share Base Units, and the three-year performance period for each of the Performance Unit awards:

Performance Level	Absolute TSR Base Units		Relative TSR Base Units		FFO Per-Share Base Units		Three-Year Performance Period
	Company TSR Percentage	Absolute TSR Vesting Percentage	Peer Group Relative Performance	Relative TSR Vesting Percentage	FFO per Share Growth	FFO Vesting Percentage	
2018 Award	< 18%	—%	< 35th Percentile	—%	< 12%	—%	
	“Threshold Level”	18%	25%	35th Percentile	25%	12%	25%
	“Target Level”	24%	60%	55th Percentile	60%	16.5%	60%
	“Maximum Level”	≥ 30%	100%	≥ 75th Percentile	100%	≥ 21%	100%
2017 Award	< 18%	—%	< 35th Percentile	—%	--	--	
	“Threshold Level”	18%	25%	35th Percentile	25%	--	--
	“Target Level”	27%	60%	55th Percentile	60%	--	--
	“Maximum Level”	≥ 36%	100%	≥ 75th Percentile	100%	--	--
2016 Award	< 21%	—%	< 50th Percentile	—%	--	--	
	“Threshold Level”	21%	25%	50th Percentile	25%	--	--
	“Target Level”	35.5%	60%	62.5th Percentile	60%	--	--
	“Maximum Level”	≥ 50%	100%	≥ 75th Percentile	100%	--	--

If the Company’s TSR percentage, peer group relative performance or FFO per share growth falls between the levels specified in the tables above, the percentage of Absolute TSR Base Units, Relative TSR Base Units and FFO Per-Share Base Units that vest will be determined using straight-line interpolation between such levels.

Fair Value of Awards With Market-Based Vesting Conditions

The grant date fair value of each of the 2018, 2017 and 2016 Market Performance Awards is based on the sum of the following: (1) the present value of the expected payoff to the vested absolute and relative base units, (2) the present value of the 10% portion of the distribution expected to be paid during the three-year performance period, and (3) the present value of the distribution equivalent units expected to be awarded at the end of the three-year performance period. The grant date fair value of each of these awards was measured using a Monte Carlo simulation pricing model, which uses 100,000 trial simulations, to estimate the probability that the market conditions, TSR on both an absolute and relative basis, will be achieved over the three-year performance period.

The following table summarizes the assumptions we used in the Monte Carlo simulations and the grant date fair value of the awards with market-based vesting conditions.

	2018 Market Performance Award	2017 Market Performance Award	2016 Market Performance Award
Valuation date	December 15, 2018	December 15, 2017	December 29, 2016
Expected share price volatility for the Company	20.0%	18.0%	20.0%
Expected share price volatility for peer group companies - low end of range ⁽¹⁾	16.0%	15.0%	21.0%
Expected share price volatility for peer group companies - high end of range ⁽¹⁾	100.0%	100.0%	50.0%
Expected dividend yield	2.50%	2.40%	2.80%
Risk-free interest rate	2.80%	1.96%	1.49%
Grant date fair value (in thousands)	\$ 2,090	\$ 2,714	\$ 1,753

(1) For the 2018 Market Performance Award, the median and average expected share price volatilities for the peer group companies are 23.0% and 27.1%, respectively. For the 2017 Market Performance Award, the median and average expected share price volatilities for the peer group companies are 21.0% and 25.3%, respectively.

The expected share price volatilities are based on a mix of the historical and implied volatilities of the Company and the peer group companies. The expected dividend yield is based on our average historical dividend yield since our IPO and our dividend yield as of the valuation date for each award. The risk-free interest rate is based on U.S. Treasury note yields matching the three-year time period of the performance period.

Compensation cost for the awards with market-based vesting conditions will be recognized ratably over the requisite service period, regardless of whether the TSR performance levels are achieved and any awards ultimately vest. Compensation expense will only be reversed if the holder of an award with market-based vesting conditions forfeits the award by leaving the employment of the Company prior to vesting.

Fair Value of Awards with Performance-Based Vesting Conditions

The grant date fair value of the 2018 FFO Per-Share Award is based on the Company's most recent closing stock price preceding the grant date (\$31.42 on December 14, 2018). The grant date fair value and maximum potential expense if the maximum performance level were met for this award is \$2.0 million.

Compensation cost for the 2018 FFO Per-Share Award will reflect the number of units that are expected to vest based on the probable outcome of the performance condition and will be adjusted to reflect those units that ultimately vest at the end of the three-year performance period.

2015 Performance Award Vesting

On December 14, 2018, the three-year performance period for the 2015 performance award ended, and the following Performance Units vested: (i) 100% of the 115,600 Absolute TSR Base Units based on the Company achieving a TSR greater than 50%, the maximum level, (ii) 100% of the 173,399 Relative TSR Base Units based on the Company finishing in the 75th or greater percentile, the maximum level, of the peer group of companies included in the SNL U.S. Equity REIT Index (with respect to entities with an implied market capitalization of \$500 million to \$1 billion), and (iii) 18,987 distribution equivalents, for a total of 307,986 vested Performance Units. On December 14, 2018, we canceled the remaining 8,012 distribution equivalents that did not vest.

Restricted Common Stock

Shares of our restricted common stock generally may not be sold, pledged, assigned or transferred in any manner other than by will or the laws of descent and distribution or, subject to the consent or the administrator of the Plan, a domestic relations order, unless and until all restrictions applicable to such shares have lapsed. Such restrictions generally expire upon vesting. Shares of our restricted common stock are participating securities and have full voting rights and nonforfeitable rights to dividends.

The compensation committee has periodically awarded grants of restricted common stock to various employees of the Company, other than executives, for the purpose of attracting or retaining the services of these key individuals. These grants typically vest in four equal, annual installments on each of the first four anniversaries of the date of grant, subject to the employee's continued service. During the year ended December 31, 2018, we granted 90,754 shares of restricted common stock to non-executive employees. The grant date fair value of these awards was \$2.5 million based on the closing share price of the Company's common stock on the date of grant, which ranged from \$27.20 to \$31.29 per share.

In accordance with the Rexford Industrial Realty, Inc. Non-Employee Director Compensation Program, each year on the date of the annual meeting of the Company's stockholders, we grant shares of restricted common stock to each of our non-employee directors who are re-elected for another year of service. These awards vest on the earlier of (i) the date of the annual meeting of the Company's stockholders next following the grant date and (ii) the first anniversary of the grant date, subject to each non-employee director's continued service. During the year ended December 31, 2018, we granted 2,268 shares of restricted common stock to each of our six non-employee directors. The grant date fair value of each award was \$70,000 based on the \$30.86 closing share price of the Company's common stock on the date of grant.

The following table sets forth our unvested restricted stock activity for the years ended December 31, 2018, 2017 and 2016:

	Number of Unvested Shares of Restricted Common Stock	Weighted-Average Grant Date Fair Value per Share
Balance at December 31, 2015	333,441	\$ 14.30
Granted	103,704	\$ 18.03
Forfeited	(23,968)	\$ 15.37
Vested ⁽¹⁾⁽²⁾	(125,350)	\$ 14.63
Balance at December 31, 2016	287,827	\$ 15.92
Granted	104,727	\$ 23.78
Forfeited	(35,959)	\$ 18.74
Vested ⁽¹⁾⁽²⁾	(165,900)	\$ 15.43
Balance at December 31, 2017	190,695	\$ 20.13
Granted	104,560	\$ 27.72
Forfeited	(13,031)	\$ 23.51
Vested ⁽¹⁾⁽²⁾	(81,826)	\$ 19.40
Balance at December 31, 2018	200,398	\$ 24.17

(1) The total fair value of vested shares, which is calculated as the number of shares vested multiplied by the closing share price of the Company's common stock on the vesting date, was \$2.4 million, \$4.5 million and \$2.6 million for the years ended December 31, 2018, 2017 and 2016, respectively.

(2) Total shares vested include 21,324, 57,444 and 36,374 shares of common stock that were tendered by employees during the years ended December 31, 2018, 2017 and 2016, respectively, to satisfy minimum statutory tax withholding requirements associated with the vesting of restricted shares.

Compensation Expense

The following table sets forth the amounts expensed and capitalized for all share-based awards for the reported periods presented below (in thousands):

	Year Ended December 31,		
	2018	2017	2016
Expensed share-based compensation ⁽¹⁾	\$ 10,147	\$ 5,398	\$ 3,835
Capitalized share-based compensation ⁽²⁾	255	162	147
Total share-based compensation	\$ 10,402	\$ 5,560	\$ 3,982

(1) Amounts expensed are included in "General and administrative" and "Property expenses" in the accompanying consolidated statements of operations.

(2) Amounts capitalized, which relate to employees who provide construction and leasing services, are included in "Building and improvements" and "Deferred leasing costs, net" in the accompanying consolidated balance sheets.

Compensation expense for the year ended December 31, 2018, includes \$1.2 million for the 45,034 immediately vested LTIP units that were granted on February 21, 2018 to satisfy a portion of Messrs. Schwimmer and Frankel's bonuses that were accrued during the year ended December 31, 2017.

In May 2018, the compensation committee designated to have payouts for Messrs. Schwimmer and Frankel's 2018 annual bonuses paid partly in cash and partly in LTIP units. Compensation expense for the year ended December 31, 2018, includes \$1.7 million for the portion of Messrs. Schwimmer and Frankel's 2018 accrued bonus that will be paid in LTIP Units in early 2019, subject to the approval of the final payout amount by the compensation committee.

As of December 31, 2018, total unrecognized compensation cost related to all unvested share-based awards was \$15.0 million and is expected to be recognized over a weighted average remaining period of 27 months.

15. Earnings Per Share

The following table sets forth the computation of basic and diluted earnings per share (in thousands, except share and per share amounts):

	Year Ended December 31,		
	2018	2017	2016
Numerator:			
Net income	\$ 47,075	\$ 41,700	\$ 25,876
Less: Preferred stock dividends	(9,694)	(5,875)	(1,983)
Less: Net income attributable to noncontrolling interests	(865)	(988)	(750)
Less: Net income attributable to participating securities	(378)	(410)	(302)
Net income attributable to common stockholders	<u>\$ 36,138</u>	<u>\$ 34,427</u>	<u>\$ 22,841</u>
Denominator:			
Weighted average shares of common stock outstanding - basic	86,824,235	71,198,862	62,723,021
Effect of dilutive securities - performance units	511,514	399,792	242,533
Weighted average shares of common stock outstanding - diluted	<u>87,335,749</u>	<u>71,598,654</u>	<u>62,965,554</u>
Earnings per share - Basic			
Net income attributable to common stockholders	\$ 0.42	\$ 0.48	\$ 0.36
Earnings per share - Diluted:			
Net income attributable to common stockholders	\$ 0.41	\$ 0.48	\$ 0.36

Unvested share-based payment awards that contain non-forfeitable rights to dividends, whether paid or unpaid, are accounted for as participating securities. As such, unvested shares of restricted stock, unvested LTIP Units and unvested Performance Units are considered participating securities. Participating securities are included in the computation of basic EPS pursuant to the two-class method. The two-class method determines EPS for each class of common stock and each participating security according to dividends declared (or accumulated) and their respective participation rights in undistributed earnings. Participating securities are also included in the computation of diluted EPS using the more dilutive of the two-class method or treasury stock method for unvested shares of restricted stock and LTIP Units, and by determining if certain market conditions have been met at the reporting date for unvested Performance Units.

The effect of including unvested shares of restricted stock and unvested LTIP Units using the treasury stock method was excluded from our calculation of weighted average shares of common stock outstanding – diluted, as their inclusion would have been anti-dilutive.

Performance Units, which are subject to vesting based on the Company achieving certain TSR levels over a three-year performance period, are included as contingently issuable shares in the calculation of diluted EPS when TSR has been achieved at or above the threshold levels specified in the award agreements, assuming the reporting period is the end of the performance period, and the effect is dilutive.

We also consider the effect of other potentially dilutive securities, including OP Units, which may be redeemed for shares of our common stock under certain circumstances, and include them in our computation of diluted EPS when their inclusion is dilutive.

16. Quarterly Information (unaudited)

The following tables set forth selected quarterly information for the years ended December 31, 2018 and 2017 (in thousands except per share amounts):

	Three Months Ended			
	December 31, 2018	September 30, 2018	June 30, 2018	March 31, 2018
Total revenues	\$ 57,008	\$ 55,194	\$ 51,756	\$ 48,536
Net income	\$ 15,207	\$ 8,965	\$ 7,819	\$ 15,084
Net income attributable to common stockholders	\$ 12,413	\$ 6,307	\$ 5,172	\$ 12,246
Net income attributable to common stockholders per share - basic	\$ 0.13	\$ 0.07	\$ 0.06	\$ 0.16
Net income attributable to common stockholders per share - diluted	\$ 0.13	\$ 0.07	\$ 0.06	\$ 0.15

	Three Months Ended			
	December 31, 2017	September 30, 2017	June 30, 2017	March 31, 2017
Total revenues	\$ 45,880	\$ 43,339	\$ 36,782	\$ 35,354
Net income	\$ 14,115	\$ 2,009	\$ 19,855	\$ 5,721
Net income attributable to common stockholders	\$ 11,819	\$ 586	\$ 17,846	\$ 4,176
Net income attributable to common stockholders per share - basic	\$ 0.15	\$ 0.01	\$ 0.26	\$ 0.06
Net income attributable to common stockholders per share - diluted	\$ 0.15	\$ 0.01	\$ 0.26	\$ 0.06

17. Subsequent Events

Acquisitions

On January 15, 2019, we acquired the property located at 12821 Knott Street in Garden Grove, California for a contract price of \$19.8 million. The property consists of one single-tenant building with 120,800 rentable square feet.

On January 17, 2019, we acquired the property located at 28510 Industry Drive in Valencia, California for a contract price of \$7.8 million. The property consists of one single-tenant building with 46,778 rentable square feet.

On January 28, 2019, we acquired the Conejo Spectrum Business Park in Thousand Oaks, California for a contract price of \$106.3 million. The property consists of nine buildings totaling 531,378 rentable square feet.

Dividends Declared

On February 11, 2019, our board of directors declared a quarterly cash dividend in the amount of \$0.185 per share of common stock and a quarterly cash distribution in the amount of \$0.185 per OP Unit, to be paid on April 15, 2019, to holders of record as of March 29, 2019. Also on February 11, 2019, our board of directors declared a quarterly cash dividend in the amount of \$0.367188 per share of the Series A Preferred Stock and \$0.367188 per share of the Series B Preferred Stock, to be paid on March 29, 2019, to holders of record as of March 15, 2019.

REXFORD INDUSTRIAL REALTY, INC.
SCHEDULE III – REAL ESTATE AND ACCUMULATED DEPRECIATION

(Dollars in thousands)

Property Address	Location	Encumbrances	Initial Cost		Costs Capitalized	Gross Amounts at Which Carried at Close of			Accumulated Depreciation ⁽³⁾	Year Build / Year Renovated	Year Acquired
			Land	Building and Improvements	Subsequent to Acquisition ⁽¹⁾	Land ⁽²⁾	Building & Improvements ⁽²⁾	Total			
15241 - 15277, 15317 - 15339 Don Julian Rd.	City of Industry, CA	--	(4) \$ 3,875	\$ 2,407	\$ 9,682	\$ 3,875	\$ 12,089	\$ 15,964	\$ (6,343)	1965, 2005 / 2003	2002
300 South Lewis Rd.	Camarillo, CA	--	(4) 4,150	3,050	8,104	4,150	11,154	15,304	(5,917)	1960-1963 / 2006	2003
1400 South Shamrock	Monrovia, CA	--	2,317	2,534	828	2,317	3,362	5,679	(2,152)	1957, 1962 / 2004	2003
2220-2260 Camino del Sol	Oxnard, CA	--	(4) 868	—	4,172	868	4,172	5,040	(1,642)	2005	2003
14250-14278 Valley Blvd.	La Puente, CA	--	2,539	2,020	2,977	2,539	4,997	7,536	(2,535)	1974 / 2007	2003
2300-2386 East Walnut Ave.	Fullerton, CA	--	(4) 6,817	6,089	1,048	6,817	7,137	13,954	(3,801)	1985-1986 / 2005	2004
15140 & 15148 Bledsoe St., 13065 - 13081 Bradley Ave.	Sylmar, CA	--	2,525	3,380	6,426	2,525	9,806	12,331	(3,896)	1969, 2008 / 2016	2004
28340 - 28400 Avenue Crocker	Valencia, CA	--	2,666	3,343	3,715	2,666	7,058	9,724	(3,161)	1987 / 2006 / 2015	2004
21-29 West Easy St.	Simi Valley, CA	--	2,346	4,522	2,322	2,346	6,844	9,190	(3,374)	1991 / 2006	2004
10439-10477 Roselle St.	San Diego, CA	--	4,711	3,199	2,740	4,711	5,939	10,650	(1,027)	1970 / 2007	2013
1631 N. Placentia Ave., 2350 - 2384 E. Orangethorpe Ave.	Anaheim, CA	--	4,893	1,386	1,463	4,893	2,849	7,742	(1,384)	1973 / 2007	2005
2575 Pioneer Ave.	Vista, CA	--	1,784	2,974	1,940	1,784	4,914	6,698	(2,424)	1988 / 2006	2004
9641 - 9657 Santa Fe Springs Rd.	Santa Fe Springs, CA	--	3,740	260	6,939	3,740	7,199	10,939	(2,165)	1982 / 2009	2006
28159 Avenue Stanford	Valencia, CA	--	1,849	6,776	4,653	1,849	11,429	13,278	(4,911)	1987 / 2008 / 2015	2006
15715 Arrow Highway	Irwindale, CA	--	(4) 3,604	5,056	(84)	3,604	4,972	8,576	(2,360)	1989	2006
2431-2465 Impala Dr.	Carlsbad, CA	--	5,470	7,308	3,892	5,470	11,200	16,670	(5,225)	1983 / 2006	2006
6200 & 6300 Yarrow Dr.	Carlsbad, CA	--	5,001	7,658	3,544	5,001	11,202	16,203	(5,859)	1977-1988 / 2006	2005
6231 & 6241 Yarrow Dr.	Carlsbad, CA	--	3,473	5,119	1,133	3,473	6,252	9,725	(3,160)	1977 / 2006	2006
9160 - 9220 Cleveland Ave., 10860 6th St.	Rancho Cucamonga, CA	--	3,647	11,867	2,220	3,647	14,087	17,734	(7,621)	1988-1989 / 2006	2006

Property Address	Location	Encumbrances	Costs Capitalized Subsequent to Acquisition ⁽¹⁾			Gross Amounts at Which Carried at Close of Period			Accumulated Depreciation ⁽³⁾	Year Build / Year Renovated	Year Acquired
			Initial Cost	Building and Improvements	Building and Improvements	Land ⁽²⁾	Building & Improvements ⁽²⁾	Total			
18118-18120 S. Broadway	Carson, CA	--	3,013	2,161	867	3,013	3,028	6,041	(691)	1957 / 1989, 2017	2013
901 W. Alameda Ave.	Burbank, CA	--	6,304	2,996	5,291	6,304	8,287	14,591	(3,880)	1969 / 2009	2007
1938-1946 E. 46th St.	Vernon, CA	--	7,015	7,078	1,702	7,015	8,780	15,795	(3,562)	1961, 1983 / 2008-2010	2007
89-91 N. San Gabriel Blvd., 2670-2674 Walnut Ave., 2675 Nina St.	Pasadena, CA	--	1,759	2,834	1,936	1,759	4,770	6,529	(1,744)	1947, 1985 / 2009	2008
9220-9268 Hall Rd.	Downey, CA	--	6,974	2,902	228	6,974	3,130	10,104	(1,389)	2008	2009
131 W. 33rd St.	National City, CA	--	2,390	5,029	486	2,390	5,515	7,905	(2,624)	1969 / 2008	2006
5803 Newton Dr.	Carlsbad, CA	--	3,152	7,155	1,707	1,692	5,742	7,434	(2,940)	1997-1999 / 2009	2007
929, 935, 939 & 951 Poinsettia Ave.	Vista, CA	--	4,453	5,900	866	2,830	4,804	7,634	(2,149)	1989 / 2007	2008
3720-3750 W. Warner Ave.	Santa Ana, CA	--	3,028	1,058	917	3,028	1,975	5,003	(872)	1973 / 2008	2007
6750 Unit C - 6780 Central Ave.	Riverside, CA	--	2,659	911	1,515	1,153	1,526	2,679	(774)	1978	2007
1050 Arroyo Ave.	San Fernando, CA	--	3,092	1,900	536	3,092	2,436	5,528	(571)	1969 / 2012	2010
600-650 South Grand Ave.	Santa Ana, CA	--	4,298	5,075	1,231	4,298	6,306	10,604	(1,481)	1988	2010
121-125 N. Vinedo Ave.	Pasadena, CA	--	3,481	3,530	15	3,481	3,545	7,026	(1,109)	1953 / 1993	2011
3441 West MacArthur Blvd.	Santa Ana, CA	--	4,179	5,358	5	4,179	5,363	9,542	(1,159)	1973	2011
6701 & 6711 Odessa Ave.	Van Nuys, CA	--	1,582	1,856	116	1,582	1,972	3,554	(415)	1970-1972 / 2012	2011
13914-13932 Valley Blvd.	La Puente, CA	--	2,372	2,431	519	2,372	2,950	5,322	(712)	1978, 1988 / 2012	2011
10700 Jersey Blvd.	Rancho Cucamonga, CA	--	3,158	4,860	498	3,158	5,358	8,516	(1,337)	1988-1989	2011
15705, 15709 Arrow Highway & 5220 Fourth St.	Irwindale, CA	--	3,608	2,699	335	3,608	3,034	6,642	(742)	1987	2011
20920-20950 Normandie Ave.	Torrance, CA	--	3,253	1,605	466	3,253	2,071	5,324	(513)	1989	2011
14944, 14946, 14948 Shoemaker Ave.	Santa Fe Springs, CA	--	3,720	2,641	487	3,720	3,128	6,848	(768)	1978 / 2012	2011
6423-6431 & 6407-6119 Alondra Blvd.	Paramount, CA	--	1,396	925	17	1,396	942	2,338	(229)	1986	2011

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			Land	Building and Improvements	Building and Improvements	Land ⁽²⁾	Building & Improvements ⁽²⁾	Total			
1400 S. Campus Ave.	Ontario, CA	--	3,266	2,961	2	3,266	2,963	6,229	(1,470)	1964-1966, 1973, 1987	2012
15041 Calvert St.	Van Nuys, CA	--	4,096	1,570	241	4,096	1,811	5,907	(359)	1971	2012
701 Del Norte Blvd.	Oxnard, CA	--	3,082	6,230	497	3,082	6,727	9,809	(1,489)	2000	2012
3350 Tyburn St., 3332, 3334, 3360, 3368, 3370, 3378, 3380, 3410, 3424 N. San Fernando Rd.	Los Angeles, CA	--	17,978	39,471	2,892	17,978	42,363	60,341	(9,041)	1966, 1992, 1993, 1994	2013
1661 240th St.	Los Angeles, CA	--	3,043	2,550	3,636	3,043	6,186	9,229	(1,414)	1975 / 1995	2013
8101-8117 Orion Ave.	Van Nuys, CA	--	1,389	3,872	281	1,389	4,153	5,542	(956)	1978	2013
18310-18330 Oxnard St.	Tarzana, CA	--	2,497	5,494	904	2,497	6,398	8,895	(1,480)	1973	2013
1100-1170 Gilbert St. & 2353-2373 La Palma Ave.	Anaheim, CA	2,488 ⁽⁵⁾	4,582	5,135	1,140	4,582	6,275	10,857	(1,449)	1972 / 1990 / 2013	2013
280 Bonita Ave., 2743 Thompson Creek Rd.	Pomona, CA	--	8,001	17,734	36	8,001	17,770	25,771	(3,371)	1983	2013
2950 Madera Rd.	Simi Valley, CA	-- ⁽⁴⁾	3,601	8,033	2	3,601	8,035	11,636	(1,528)	1988 / 2005	2013
10635 Vanowen St.	Burbank, CA	--	1,517	1,833	759	1,517	2,592	4,109	(529)	1977	2013
7110 Rosecrans Ave.	Paramount, CA	--	3,117	1,894	945	3,117	2,839	5,956	(528)	1972 / 2015	2014
14723-14825 Oxnard St.	Van Nuys, CA	--	4,458	3,948	1,520	4,458	5,468	9,926	(1,023)	1964 / 1968	2014
845, 855, 865 S Milliken Ave & 4317, 4319 Santa Ana St.	Ontario, CA	--	2,260	6,043	369	2,260	6,412	8,672	(1,516)	1985	2014
1500-1510 W. 228th St.	Torrance, CA	--	2,428	4,271	3,359	2,428	7,630	10,058	(1,057)	1963 / 1968, 2017	2014
24105 Frampton Ave.	Torrance, CA	--	2,315	1,553	2,071	2,315	3,624	5,939	(424)	1974 / 2016	2014
1700 Saturn Way	Seal Beach, CA	--	7,935	10,525	—	7,935	10,525	18,460	(1,965)	2006	2014
2980 & 2990 N San Fernando Road	Burbank, CA	--	6,373	7,356	494	6,373	7,850	14,223	(1,752)	1950 / 2004	2014
20531 Crescent Bay Dr.	Lake Forest, CA	--	2,181	4,012	415	2,181	4,427	6,608	(840)	1998	2014
2610 & 2701 S. Birch Street	Santa Ana, CA	--	9,305	2,115	4,327	9,305	6,442	15,747	(853)	1965 / 2016	2014
710 South Dupont Avenue & 4051 Santa Ana Street	Ontario, CA	--	3,725	6,145	158	3,725	6,303	10,028	(1,247)	2001	2014

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			Land	Building and Improvements	Building and Improvements	Land ⁽²⁾	Building & Improvements ⁽²⁾	Total			
9755 Distribution Ave.	San Diego, CA	--	1,863	3,211	(60)	1,863	3,151	5,014	(552)	1974	2014
9855 Distribution Ave	San Diego, CA	--	2,733	5,041	66	2,733	5,107	7,840	(971)	1983	2014
9340 Cabot Drive	San Diego, CA	--	4,311	6,126	713	4,311	6,839	11,150	(1,217)	1975 / 1976	2014
9404 Cabot Drive	San Diego, CA	--	2,413	3,451	47	2,413	3,498	5,911	(654)	1975 / 1976	2014
9455 Cabot Drive	San Diego, CA	--	4,423	6,799	308	4,423	7,107	11,530	(1,539)	1975 / 1976	2014
14955-14971 E Salt Lake Ave	City of Industry, CA	--	5,125	5,009	810	5,125	5,819	10,944	(1,181)	1979	2014
5235 East Hunter Ave.	Anaheim, CA	--	5,240	5,065	577	5,240	5,642	10,882	(1,363)	1987	2014
3880 West Valley Blvd.	Pomona, CA	--	3,982	4,796	3,597	3,982	8,393	12,375	(1,393)	1980 / 2017	2014
1601 Alton Pkwy.	Irvine, CA	--	7,638	4,946	7,955	7,638	12,901	20,539	(1,048)	1974 / 2018	2014
3116 W. Avenue 32	Los Angeles, CA	--	3,761	6,729	2,077	3,761	8,806	12,567	(1,266)	1974	2014
21040 Nordoff Street; 9035 Independence Avenue; 21019 - 21045 Osborne Street	Chatsworth, CA	--	7,230	9,058	1,455	7,230	10,513	17,743	(2,077)	1979 / 1980	2014
24935 & 24955 Avenue Kearny	Santa Clarita, CA	--	4,773	5,970	749	4,773	6,719	11,492	(1,370)	1988	2014
605 8th Street	San Fernando, CA	--	2,393	2,742	1,744	2,393	4,486	6,879	(593)	1991 / 2015	2014
9120 Mason Ave.	Chatsworth, CA	--	9,224	19,346	1	9,224	19,347	28,571	(3,240)	1967 / 1999	2014
7900 Nelson Rd.	Los Angeles, CA	--	8,495	15,948	2,068	8,495	18,016	26,511	(2,699)	1998 / 2015	2014
679-691 S Anderson St.	Los Angeles, CA	--	1,723	4,767	1,303	1,723	6,070	7,793	(737)	1992 / 2017	2014
10509 Business Drive	Fontana, CA	--	3,505	5,237	544	3,505	5,781	9,286	(1,007)	1989	2014
13231 Slover Avenue	Fontana, CA	--	2,812	4,739	574	2,812	5,313	8,125	(867)	1990	2014
240 W Ivy Avenue	Inglewood, CA	--	2,064	3,675	2,017	2,064	5,692	7,756	(716)	1981	2014
3000 Paseo Mercado, 3120-3150 Paseo Mercado	Oxnard, CA	--	2,616	8,311	520	2,616	8,831	11,447	(1,620)	1988	2014
2350-2380 Eastman Ave	Oxnard, CA	--	1,805	3,856	560	1,805	4,416	6,221	(970)	2003	2014
1800 Eastman Ave	Oxnard, CA	--	842	2,209	67	842	2,276	3,118	(507)	2009	2014
2360-2364 E. Sturgis Road	Oxnard, CA	--	1,128	2,726	442	1,128	3,168	4,296	(663)	1989	2014

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			Land	Building and Improvements	Building and Improvements		Land ⁽²⁾	Building & Improvements ⁽²⁾	Total			
201 Rice Ave. & 2400-2420 Celsius	Oxnard, CA	--	3,487	9,589	271	3,487	9,860	13,347	(1,779)	2008	2014	
11120, 11160, 11200 Hindry Ave	Los Angeles, CA	--	3,478	7,834	209	3,478	8,043	11,521	(1,366)	1992 / 1994	2014	
6970-7170 & 7310-7374 Convoy Ct.	San Diego, CA	--	10,805	18,426	1,334	10,805	19,760	30,565	(3,564)	1971	2014	
12907 Imperial Highway	Santa Fe Springs, CA	--	5,462	6,678	—	5,462	6,678	12,140	(1,071)	1997	2015	
8902-8940 Activity Rd	San Diego, CA	--	9,427	8,103	1,046	9,427	9,149	18,576	(1,609)	1987 / 1997	2015	
1210 N Red Gum St	Anaheim, CA	--	3,326	4,020	150	3,326	4,170	7,496	(795)	1985	2015	
9615 Norwalk Blvd.	Santa Fe Springs, CA	--	8,508	1,134	804	8,508	1,938	10,446	(308)	1975	2015	
16221 Arthur St.	Cerritos, CA	--	2,979	3,204	190	2,979	3,394	6,373	(535)	1979	2015	
2588 & 2605 Industry Way	Lynwood, CA	--	8,738	9,415	—	8,738	9,415	18,153	(1,484)	1969 / 1971	2015	
425 S. Hacienda Blvd.	City of Industry, CA	--	4,010	3,050	117	4,010	3,167	7,177	(498)	1997	2015	
6700 S Alameda St.	Huntington Park, CA	--	3,502	9,279	257	3,502	9,536	13,038	(1,740)	1990 / 2008	2015	
12720-12860 Danielson Ct.	Poway, CA	--	6,902	8,949	316	6,902	9,265	16,167	(1,982)	1999	2015	
10950 Norwalk Blvd & 12241 Lakeland Rd.	Santa Fe Springs, CA	--	3,446	1,241	84	3,446	1,325	4,771	(287)	1982	2015	
610-760 W Hueneme Rd & 5651-5721 Perkins Rd	Oxnard, CA	--	3,310	5,806	820	3,310	6,626	9,936	(1,240)	1985	2015	
10701-10719 Norwalk Blvd.	Santa Fe Springs, CA	--	3,357	3,527	115	3,357	3,642	6,999	(557)	2004	2015	
6020 Sheila St.	Commerce, CA	--	4,590	7,772	581	4,590	8,353	12,943	(1,096)	2000	2015	
9805 6th St.	Rancho Cucamonga, CA	--	3,503	3,204	787	3,503	3,991	7,494	(680)	1986	2015	
16321 Arrow Hwy.	Irwindale, CA	--	3,087	4,081	345	3,087	4,426	7,513	(587)	1955 / 2001	2015	
601-605 S. Milliken Ave.	Ontario, CA	--	5,479	7,036	798	5,479	7,834	13,313	(1,303)	1987 / 1988	2015	
1065 E. Walnut Ave.	Carson, CA	--	10,038	4,380	2,845	10,038	7,225	17,263	(1,282)	1974	2015	
12247 Lakeland Rd.	Santa Fe Springs, CA	--	3,481	776	1,159	3,481	1,935	5,416	(200)	1971 / 2016	2015	
17311 Nichols Ln.	Huntington Beach, CA	--	7,988	8,728	—	7,988	8,728	16,716	(1,139)	1993 / 2014	2015	
8525 Camino Santa Fe	San Diego, CA	--	4,038	4,055	686	4,038	4,741	8,779	(556)	1986	2016	

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			Land	Building and Improvements	Building and Improvements	Land ⁽²⁾	Building & Improvements ⁽²⁾	Total				
28454 Livingston Avenue	Valencia, CA	--	5,150	9,666	—	5,150	9,666	14,816	(1,172)	2007	2016	
20 Icon	Lake Forest, CA	--	12,576	8,817	92	12,576	8,909	21,485	(1,473)	1999 / 2015	2016	
16425 Gale Avenue	City of Industry, CA	--	18,803	6,029	248	18,803	6,277	25,080	(798)	1976	2016	
2700_2722 Fairview Street	Santa Ana, CA	--	10,144	5,989	1,218	10,144	7,207	17,351	(741)	1964 / 1984, 2018	2016	
12131 Western Avenue	Garden Grove, CA	--	15,077	11,149	4,685	15,077	15,834	30,911	(1,421)	1987 / 2007, 2017	2016	
9 Holland	Irvine, CA	--	13,724	9,365	71	13,724	9,436	23,160	(1,179)	1980 / 2013	2016	
15996 Jurupa Avenue	Fontana, CA	--	7,855	12,056	2	7,855	12,058	19,913	(1,359)	2015	2016	
11127 Catawba Avenue	Fontana, CA	--	5,562	8,094	2	5,562	8,096	13,658	(917)	2015	2016	
13550 Stowe Drive	Poway, CA	--	9,126	8,043	—	9,126	8,043	17,169	(1,150)	1991	2016	
10750-10826 Lower Azusa Road	El Monte, CA	--	4,433	2,961	988	4,433	3,949	8,382	(449)	1975	2016	
525 Park Avenue	San Fernando, CA	--	3,830	3,887	111	3,830	3,998	7,828	(467)	2003	2016	
3233 Mission Oaks Blvd	Camarillo, CA	--	13,791	10,017	8,166	13,791	18,183	31,974	(1,478)	1980-1982 / 2014, 2018	2016	
1600 Orangethorpe & 1335-1375 Acacia	Fullerton, CA	--	26,659	12,673	3,337	26,659	16,010	42,669	(1,864)	1968 / 1985	2016	
14742-14750 Nelson Avenue	City of Industry, CA	--	13,463	1,680	16,822	13,463	18,502	31,965	(24)	1969 / 2018	2016	
3927 Oceanic Drive	Oceanside, CA	--	2,667	4,581	147	2,667	4,728	7,395	(421)	2004	2016	
301-445 Figueroa Street	Wilmington, CA	--	7,126	5,728	4,605	7,126	10,333	17,459	(596)	1972 / 2018	2016	
12320 4th Street	Rancho Cucamonga, CA	--	12,642	14,179	2	12,642	14,181	26,823	(1,434)	1997 / 2003	2016	
9190 Activity Road	San Diego, CA	--	8,497	5,622	397	8,497	6,019	14,516	(671)	1986	2016	
28903-28903 Avenue Paine	Valencia, CA	--	10,620	6,510	6,047	10,620	12,557	23,177	—	1999 / 2018	2017	
2390 Ward Avenue	Simi Valley, CA	--	5,624	10,045	364	5,624	10,409	16,033	(928)	1989	2017	
Safari Business Center ⁽⁵⁾	Ontario, CA	--	50,807	86,065	4,056	50,807	90,121	140,928	(6,434)	1989	2017	
4175 Conant Street	Long Beach, CA	--	13,785	13,440	—	13,785	13,440	27,225	(947)	2015	2017	
5421 Argosy Avenue	Huntington Beach, CA	--	3,577	1,490	2	3,577	1,492	5,069	(190)	1976	2017	

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			Land	Building and Improvements	Building and Improvements	Land ⁽²⁾	Building & Improvements ⁽²⁾	Total			
14820-14830 Carmenita Road	Norwalk, CA	--	22,938	6,738	180	22,938	6,918	29,856	(581)	1970, 2000	2017
3002-3072 Inland Empire Blvd	Ontario, CA	--	12,031	14,439	1,777	12,031	16,216	28,247	(1,005)	1981	2017
17000 Kingsview Avenue & 800 Sandhill Avenue	Carson, CA	--	7,988	5,472	125	7,988	5,597	13,585	(368)	1984	2017
2301-2329, 2331-2359, 2361-2399, 2370-2398 & 2332-2366 E. Pacifica Place; 20001-20021 Rancho Way	Rancho Dominguez, CA	--	121,329	86,776	1,992	121,329	88,768	210,097	(5,859)	1989	2017
11190 White Birch Drive	Rancho Cucamonga, CA	--	9,405	9,840	3	9,405	9,843	19,248	(692)	1986	2017
4832-4850 Azusa Canyon Road	Irwindale, CA	--	5,330	8,856	7	5,330	8,863	14,193	(543)	2016	2017
1825 Soto Street	Los Angeles, CA	--	2,129	1,315	—	2,129	1,315	3,444	(90)	1993	2017
19402 Susana Road	Rancho Dominguez, CA	--	3,524	357	7	3,524	364	3,888	(44)	1957	2017
13225 Western Avenue	Gardena, CA	--	1,918	355	49	1,918	404	2,322	(32)	1955	2017
15401 Figueroa Street	Los Angeles, CA	--	3,255	1,248	698	3,255	1,946	5,201	(51)	1964 / 2018	2017
8542 Slauson Avenue	Pico Rivera, CA	--	8,681	576	94	8,681	670	9,351	(75)	1964	2017
687 Eucalyptus Avenue	Inglewood, CA	--	37,035	15,120	—	37,035	15,120	52,155	(670)	2017	2017
302 Rockefeller Avenue	Ontario, CA	--	6,859	7,185	5	6,859	7,190	14,049	(350)	2000	2017
4355 Brickell Street	Ontario, CA	--	7,295	5,616	29	7,295	5,645	12,940	(294)	2004	2017
12622-12632 Monarch Street	Garden Grove, CA	--	11,691	8,290	12	11,691	8,302	19,993	(441)	1967	2017
8315 Hanan Way	Pico Rivera, CA	--	8,714	4,751	159	8,714	4,910	13,624	(219)	1976	2017
13971 Norton Avenue	Chino, CA	--	5,293	6,377	44	5,293	6,421	11,714	(294)	1990	2018
1900 Proforma Avenue	Ontario, CA	--	10,214	5,127	252	10,214	5,379	15,593	(315)	1989	2018
16010 Shoemaker Avenue	Cerritos, CA	--	9,927	6,948	60	9,927	7,008	16,935	(266)	1985	2018
4039 Calle Platino	Oceanside, CA	--	9,476	11,394	153	9,476	11,547	21,023	(371)	1991	2018
851 Lawrence Drive	Thousand Oaks, CA	--	6,717	—	431	6,717	431	7,148	—	1968	2018
1581 North Main Street	Orange, CA	--	4,230	3,313	1	4,230	3,314	7,544	(108)	1994	2018

Property Address	Location	Encumbrances	Initial Cost		Costs Capitalized Subsequent to Acquisition ⁽¹⁾	Gross Amounts at Which Carried at Close of Period			Accumulated Depreciation ⁽³⁾	Year Build / Year Renovated	Year Acquired
			Land	Building and Improvements	Building and Improvements	Land ⁽²⁾	Building & Improvements ⁽²⁾	Total			
1580 West Carson Street	Long Beach, CA	--	5,252	2,496	1,346	5,252	3,842	9,094	(5)	1982 / 2018	2018
660 & 664 North Twin Oaks Valley Road	San Marcos, CA	--	6,307	6,573	74	6,307	6,647	12,954	(227)	1978 - 1988	2018
1190 Stanford Court	Anaheim, CA	--	3,583	2,430	3	3,583	2,433	6,016	(70)	1979	2018
5300 Sheila Street	Commerce, CA	--	90,568	54,086	2	90,568	54,088	144,656	(1,546)	1975	2018
15777 Gateway Circle	Tustin, CA	--	3,815	4,292	20	3,815	4,312	8,127	(108)	2005	2018
1998 Surveyor Avenue	Simi Valley, CA	--	3,670	2,263	4,231	3,670	6,494	10,164	—	--	2018
3100 Fujita Street	Torrance, CA	--	7,723	5,649	32	7,723	5,681	13,404	(165)	1970	2018
4416 Azusa Canyon Road	Irwindale, CA	--	10,762	1,567	2	10,762	1,569	12,331	(48)	1956	2018
1420 Mckinley Avenue	Compton, CA	--	17,053	13,605	124	17,053	13,729	30,782	(311)	2017	2018
12154 Montague Street	Pacoima, CA	--	10,114	12,767	2	10,114	12,769	22,883	(262)	1974	2018
10747 Norwalk Boulevard	Santa Fe Springs, CA	--	5,646	4,966	—	5,646	4,966	10,612	(97)	1999	2018
29003 Avenue Sherman	Valencia, CA	--	3,094	6,467	272	3,094	6,739	9,833	—	2000	2018
16121 Carmenita Road	Cerritos, CA	--	10,013	3,279	69	10,013	3,348	13,361	(85)	1969	2018
1332-1340 Rocky Point Drive	Oceanside, CA	--	3,816	6,148	82	3,816	6,230	10,046	(21)	2009	2018
6131-6133 Innovation Way	Carlsbad, CA	--	10,545	11,859	98	10,545	11,957	22,502	(67)	2017	2018
263-321 Gardena Boulevard	Carson, CA	--	14,302	1,960	29	14,302	1,989	16,291	(22)	1977 - 1982	2018
9200 Mason Avenue	Chatsworth, CA	--	4,887	4,080	—	4,887	4,080	8,967	(25)	1968	2018
9230 Mason Avenue	Chatsworth, CA	--	4,454	955	—	4,454	955	5,409	(10)	1974	2018
9250 Mason Avenue	Chatsworth, CA	--	4,034	2,464	—	4,034	2,464	6,498	(17)	1977	2018
9171 Oso Avenue	Chatsworth, CA	--	5,647	2,801	—	5,647	2,801	8,448	(19)	1980	2018
5593-5595 Fresca Drive	La Palma, CA	--	11,414	2,502	—	11,414	2,502	13,916	(21)	1973	2018
6100 Sheila Street	Commerce, CA	--	11,789	5,214	—	11,789	5,214	17,003	(18)	1960	2018
14421-14441 Bonelli Street	City of Industry, CA	--	12,191	7,489	—	12,191	7,489	19,680	—	1971	2018
Investments in real estate		\$ 2,488	\$ 1,303,546	\$ 1,206,732	\$ 216,376	\$ 1,298,957	\$ 1,417,126	\$ 2,716,083	\$ (228,742)		

Note: As of December 31, 2018, the aggregate cost for federal income tax purposes of investments in real estate was approximately \$2.6 billion.

- (1) Costs capitalized subsequent to acquisition are net of the write-off of fully depreciated assets and include construction in progress.
- (2) During 2009, we recorded impairment charges totaling \$19.6 million in continuing operations (of which \$10.1 million relates to properties still owned by us) to write down our investments in real estate to fair value. Of the \$10.1 million, \$4.6 million is included as a reduction of "Land" in the table above, with the remaining \$5.5 million included as a reduction of "Buildings and Improvements".
- (3) The depreciable life for buildings and improvements ranges from 10-30 years for buildings, 5-20 years for site improvements, and the shorter of the estimated useful life or respective lease term for tenant improvements.
- (4) These six properties secure a term loan that had a balance of \$58.5 million as of December 31, 2018.
- (5) Includes unamortized discount of \$0.1 million.
- (6) Safari Business Park consists of 16 buildings with the following addresses: 1845, 1885, 1901-1957 and 2037-2077 Vineyard Avenue; 1906-1946 and 2048-2058 Cedar Street; 1900-1956, 1901-1907, 1911-1951, 2010-2020 and 2030-2071 Lynx Place; 1810, 1840-1898, 1910-1960 and 2030-2050 Carlos Avenue; 2010-2057 and 2060-2084 Francis Street.

The following tables reconcile the historical cost of total real estate held for investment and accumulated depreciation from January 1, 2016 to December 31, 2018 (in thousands):

Total Real Estate Held for Investment	Year Ended December 31,		
	2018	2017	2016
Balance, beginning of year	\$ 2,161,965	\$ 1,552,129	\$ 1,188,766
Acquisition of investment in real estate	513,511	649,019	356,336
Construction costs and improvements	58,207	44,451	31,565
Disposition of investment in real estate ⁽¹⁾	(17,060)	(69,616)	(24,331)
Properties held for sale ⁽¹⁾	—	(13,296)	—
Write-off of fully depreciated assets	(540)	(722)	(207)
Balance, end of year	<u>\$ 2,716,083</u>	<u>\$ 2,161,965</u>	<u>\$ 1,552,129</u>

Accumulated Depreciation	Year Ended Year Ended December 31,		
	2018	2017	2016
Balance, beginning of year	\$ (173,541)	\$ (135,140)	\$ (103,623)
Depreciation of investment in real estate	(57,312)	(45,469)	(34,779)
Disposition of investment in real estate ⁽¹⁾	1,571	4,737	3,055
Properties held for sale ⁽¹⁾	—	1,609	—
Write-off of fully depreciated assets	540	722	207
Balance, end of year	<u>\$ (228,742)</u>	<u>\$ (173,541)</u>	<u>\$ (135,140)</u>

- (1) As of December 31, 2017, our properties located at (i) 700 Allen Avenue and 1830 Flower Street and (ii) 8900-8980 Benson Avenue and 5637 Highway were classified as held for sale and the balances associated with these properties were reclassified from “Total real estate held for investment, net” to “Assets associated with real estate held for sale, net” in the accompanying consolidated balance sheets as of December 31, 2017. These properties were sold during the year ended December 31, 2018. In the above reconciliations, the balances associated with these properties were included in “Properties held for sale” for the year ended December 31, 2017, and excluded from “Disposition of investment in real estate” for the year ended December 31, 2018. See Note 12 to our consolidated financial statements included in Item 15 of this Report on Form 10-K.

SUBSIDIARIES OF REXFORD INDUSTRIAL REALTY, INC.

Name	Jurisdiction of Formation/Incorporation
Rexford Industrial Realty, L.P.	Maryland
REXFORD INDUSTRIAL REALTY AND MANAGEMENT, INC.	California
RIF V - SPE OWNER, LLC	Delaware
RIF V - SPE MANAGER, LLC	California

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-8 No. 333-190074) pertaining to the Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P. 2013 Incentive Award Plan,
- (2) Registration Statement (Form S-3 No. 333-197849) of Rexford Industrial Realty, Inc.; and
- (3) Registration Statement (Form S-3 No. 333-210691) of Rexford Industrial Realty, Inc.;

of our reports dated February 15, 2019 with respect to the consolidated financial statements and schedule of Rexford Industrial Realty, Inc. and the effectiveness of internal control over financial reporting of Rexford Industrial Realty, Inc. included in this Annual Report (Form 10-K) of Rexford Industrial Realty, Inc. for the year ended December 31, 2018.

/s/ Ernst & Young LLP

Los Angeles, California
February 15, 2019

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Howard Schwimmer, certify that:

1. I have reviewed this annual report on Form 10-K of Rexford Industrial Realty, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 15, 2019

By: /s/ Howard Schwimmer
Howard Schwimmer
Co-Chief Executive Officer

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Adeel Khan, certify that:

1. I have reviewed this annual report on Form 10-K of Rexford Industrial Realty, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 15, 2019

By:

/s/ Adeel Khan

Adeel Khan

Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of Rexford Industrial Realty, Inc. (the "Company") for the year ended December 31, 2018 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael S. Frankel, Co-Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Michael S. Frankel

Michael S. Frankel

Co-Chief Executive Officer

February 15, 2019

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of Rexford Industrial Realty, Inc. (the "Company") for the year ended December 31, 2018 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Howard Schwimmer, Co-Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Howard Schwimmer

Howard Schwimmer
Co-Chief Executive Officer
February 15, 2019

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of Rexford Industrial Realty, Inc. (the "Company") for the year ended December 31, 2018 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Adeel Khan, Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Adeel Khan

Adeel Khan

Chief Financial Officer

February 15, 2019