

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

FORM 10-Q

(Mark One)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended September 30, 2023
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)
11620 Wilshire Boulevard, Suite 1000
(Address of principal executive offices)

Los Angeles California

46-2024407
(I.R.S. Employer Identification No.)
90025
(Zip Code)

(310) 966-1680
(Registrant's telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)
Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbols	Name of each exchange on which registered
Common Stock, \$0.01 par value	REXR	New York Stock Exchange
5.875% Series B Cumulative Redeemable Preferred Stock	REXR-PB	New York Stock Exchange
5.625% Series C Cumulative Redeemable Preferred Stock	REXR-PC	New York Stock Exchange

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See 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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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

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

The number of shares of common stock outstanding at October 19, 2023 was 211,097,319.

REXFORD INDUSTRIAL REALTY, INC.
QUARTERLY REPORT FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2023
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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

REXFORD INDUSTRIAL REALTY, INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited and in thousands – except share and per share data)

	September 30, 2023	December 31, 2022
ASSETS		
Land	\$ 6,606,022	\$ 5,841,195
Buildings and improvements	3,869,303	3,370,494
Tenant improvements	160,108	147,632
Furniture, fixtures and equipment	132	132
Construction in progress	188,079	110,934
Total real estate held for investment	10,823,644	9,470,387
Accumulated depreciation	(739,369)	(614,332)
Investments in real estate, net	10,084,275	8,856,055
Cash and cash equivalents	83,268	36,786
Rents and other receivables, net	18,973	15,227
Deferred rent receivable, net	114,927	88,144
Deferred leasing costs, net	56,735	45,080
Deferred loan costs, net	3,783	4,829
Acquired lease intangible assets, net	154,036	169,986
Acquired indefinite-lived intangible	5,156	5,156
Interest rate swap asset	24,494	11,422
Other assets	31,817	24,973
Acquisition related deposits	—	1,625
Total Assets	\$ 10,577,464	\$ 9,259,283
LIABILITIES & EQUITY		
Liabilities		
Notes payable	\$ 2,227,637	\$ 1,936,381
Accounts payable, accrued expenses and other liabilities	155,103	97,496
Dividends and distributions payable	81,423	62,033
Acquired lease intangible liabilities, net	155,582	147,384
Tenant security deposits	83,643	71,935
Prepaid rents	30,772	20,712
Total Liabilities	2,734,160	2,335,941
Equity		
Rexford Industrial Realty, Inc. stockholders' equity		
Preferred stock, \$0.01 par value per share, 10,050,000 shares authorized:		
5.875% series B cumulative redeemable preferred stock, 3,000,000 shares outstanding at September 30, 2023 and December 31, 2022 (\$75,000 liquidation preference)	72,443	72,443
5.625% series C cumulative redeemable preferred stock, 3,450,000 shares outstanding at September 30, 2023 and December 31, 2022 (\$86,250 liquidation preference)	83,233	83,233
Common Stock, \$0.01 par value per share, 489,950,000 authorized and 206,484,287 and 189,114,129 shares outstanding at September 30, 2023 and December 31, 2022, respectively	2,065	1,891
Additional paid-in capital	7,613,354	6,646,867
Cumulative distributions in excess of earnings	(320,180)	(255,743)
Accumulated other comprehensive income	21,142	8,247
Total stockholders' equity	7,472,057	6,556,938
Noncontrolling interests	371,247	366,404
Total Equity	7,843,304	6,923,342
Total Liabilities and Equity	\$ 10,577,464	\$ 9,259,283

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

REXFORD INDUSTRIAL REALTY, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited and in thousands – except share and per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
REVENUES				
Rental income	\$ 204,212	\$ 162,581	\$ 583,474	\$ 452,156
Management and leasing services	158	163	519	456
Interest income	1,029	3	3,408	5
TOTAL REVENUES	205,399	162,747	587,401	452,617
OPERATING EXPENSES				
Property expenses	48,085	39,614	135,220	108,448
General and administrative	18,575	14,951	55,039	44,531
Depreciation and amortization	60,449	51,146	178,671	140,226
TOTAL OPERATING EXPENSES	127,109	105,711	368,930	293,205
OTHER EXPENSES				
Other expenses	551	413	1,504	746
Interest expense	15,949	14,975	46,830	34,826
TOTAL EXPENSES	143,609	121,099	417,264	328,777
Loss on extinguishment of debt	—	—	—	(877)
Gains on sale of real estate	—	—	12,133	8,486
NET INCOME	61,790	41,648	182,270	131,449
Less: net income attributable to noncontrolling interests	(2,824)	(2,368)	(8,605)	(7,142)
NET INCOME ATTRIBUTABLE TO REXFORD INDUSTRIAL REALTY, INC.	58,966	39,280	173,665	124,307
Less: preferred stock dividends	(2,314)	(2,314)	(6,943)	(6,943)
Less: earnings allocated to participating securities	(314)	(201)	(952)	(605)
NET INCOME ATTRIBUTABLE TO COMMON STOCKHOLDERS	\$ 56,338	\$ 36,765	\$ 165,770	\$ 116,759
Net income attributable to common stockholders per share - basic	\$ 0.27	\$ 0.21	\$ 0.83	\$ 0.70
Net income attributable to common stockholders per share - diluted	\$ 0.27	\$ 0.21	\$ 0.83	\$ 0.70
Weighted average shares of common stock outstanding - basic	205,279,681	171,908,895	200,455,490	165,852,466
Weighted average shares of common stock outstanding - diluted	205,447,532	172,831,173	200,667,573	166,401,434

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

REXFORD INDUSTRIAL REALTY, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited and in thousands)

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Net income	\$ 61,790	\$ 41,648	\$ 182,270	\$ 131,449
Other comprehensive income: cash flow hedge adjustments	4,760	12,694	13,313	19,861
Comprehensive income	66,550	54,342	195,583	151,310
Comprehensive income attributable to noncontrolling interests	(2,967)	(2,865)	(9,023)	(7,906)
Comprehensive income attributable to Rexford Industrial Realty, Inc.	<u>\$ 63,583</u>	<u>\$ 51,477</u>	<u>\$ 186,560</u>	<u>\$ 143,404</u>

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

REXFORD INDUSTRIAL REALTY, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Unaudited and in thousands – except share data)

	Preferred Stock	Number of Common Shares	Common Stock	Additional Paid-in Capital	Cumulative Distributions in Excess of Earnings	Accumulated Other Comprehensive Income	Total Stockholders' Equity	Noncontrolling Interests	Total Equity
Balance at June 30, 2023	\$ 155,676	201,041,741	\$ 2,010	\$ 7,311,458	\$ (298,367)	\$ 16,525	\$ 7,187,302	\$ 367,512	\$ 7,554,814
Issuance of common stock	—	5,400,000	54	300,186	—	—	300,240	—	300,240
Offering costs	—	—	—	(2,103)	—	—	(2,103)	—	(2,103)
Share-based compensation	—	(5,946)	—	1,887	—	—	1,887	6,554	8,441
Shares acquired to satisfy employee tax withholding requirements on vesting restricted stock	—	(2,016)	—	(103)	—	—	(103)	—	(103)
Conversion of OP Units to common stock	—	50,508	1	2,029	—	—	2,030	(2,030)	—
Net income	2,314	—	—	—	56,652	—	58,966	2,824	61,790
Other comprehensive income	—	—	—	—	—	4,617	4,617	143	4,760
Preferred stock dividends (\$0.367188 per series B preferred share and \$0.351563 per series C preferred share)	(2,314)	—	—	—	—	—	(2,314)	—	(2,314)
Preferred unit distributions	—	—	—	—	—	—	—	(802)	(802)
Common stock dividends (\$0.38 per common share)	—	—	—	—	(78,465)	—	(78,465)	—	(78,465)
Common unit distributions	—	—	—	—	—	—	—	(2,954)	(2,954)
Balance at September 30, 2023	<u>\$ 155,676</u>	<u>206,484,287</u>	<u>\$ 2,065</u>	<u>\$ 7,613,354</u>	<u>\$ (320,180)</u>	<u>\$ 21,142</u>	<u>\$ 7,472,057</u>	<u>\$ 371,247</u>	<u>\$ 7,843,304</u>

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

REXFORD INDUSTRIAL REALTY, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (Continued)
(Unaudited and in thousands – except share data)

	Preferred Stock	Number of Common Shares	Common Stock	Additional Paid-in Capital	Cumulative Distributions in Excess of Earnings	Accumulated Other Comprehensive (Loss) Income	Total Stockholders' Equity	Noncontrolling Interests	Total Equity
Balance at June 30, 2022	\$ 155,676	171,064,419	\$ 1,711	\$ 5,556,819	\$ (216,588)	\$ (2,974)	\$ 5,494,644	\$ 357,054	\$ 5,851,698
Issuance of common stock	—	11,515,553	115	705,587	—	—	705,702	—	705,702
Offering costs	—	—	—	(8,876)	—	—	(8,876)	—	(8,876)
Share-based compensation	—	(1,274)	—	1,436	—	—	1,436	5,047	6,483
Shares acquired to satisfy employee tax withholding requirements on vesting restricted stock	—	(1,992)	—	(113)	—	—	(113)	—	(113)
Acquisition of private REIT - preferred units	—	—	—	—	—	—	—	122	122
Net income	2,314	—	—	—	36,966	—	39,280	2,368	41,648
Other comprehensive income	—	—	—	—	—	12,197	12,197	497	12,694
Preferred stock dividends (\$0.367188 per series B preferred share and \$0.351563 per series C preferred share)	(2,314)	—	—	—	—	—	(2,314)	—	(2,314)
Preferred unit distributions	—	—	—	—	—	—	—	(798)	(798)
Common stock dividends (\$0.315 per common share)	—	—	—	—	(57,513)	—	(57,513)	—	(57,513)
Common unit distributions	—	—	—	—	—	—	—	(2,413)	(2,413)
Balance at September 30, 2022	<u>\$ 155,676</u>	<u>182,576,706</u>	<u>\$ 1,826</u>	<u>\$ 6,254,853</u>	<u>\$ (237,135)</u>	<u>\$ 9,223</u>	<u>\$ 6,184,443</u>	<u>\$ 361,877</u>	<u>\$ 6,546,320</u>

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

REXFORD INDUSTRIAL REALTY, INC.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (Continued)
(Unaudited and in thousands – except share data)

	Preferred Stock	Number of Common Shares	Common Stock	Additional Paid-in Capital	Cumulative Distributions in Excess of Earnings	Accumulated Other Comprehensive Income	Total Stockholders' Equity	Noncontrolling Interests	Total Equity
Balance at December 31, 2022	\$ 155,676	189,114,129	\$ 1,891	\$ 6,646,867	\$ (255,743)	\$ 8,247	\$ 6,556,938	\$ 366,404	\$ 6,923,342
Issuance of common stock	—	16,904,656	169	956,730	—	—	956,899	—	956,899
Offering costs	—	—	—	(6,165)	—	—	(6,165)	—	(6,165)
Share-based compensation	—	183,739	2	5,420	—	—	5,422	19,618	25,040
Shares acquired to satisfy employee tax withholding requirements on vesting restricted stock	—	(32,028)	—	(1,891)	—	—	(1,891)	—	(1,891)
Conversion of OP units to common stock	—	313,791	3	12,393	—	—	12,396	(12,396)	—
Net income	6,943	—	—	—	166,722	—	173,665	8,605	182,270
Other comprehensive income	—	—	—	—	—	12,895	12,895	418	13,313
Preferred stock dividends (\$1.101564 per series B preferred share and \$1.054689 per series C preferred share)	(6,943)	—	—	—	—	—	(6,943)	—	(6,943)
Preferred unit distributions	—	—	—	—	—	—	—	(2,406)	(2,406)
Common stock dividends (\$1.14 per common share)	—	—	—	—	(231,159)	—	(231,159)	—	(231,159)
Common unit distributions	—	—	—	—	—	—	—	(8,996)	(8,996)
Balance at September 30, 2023	<u>\$ 155,676</u>	<u>206,484,287</u>	<u>\$ 2,065</u>	<u>\$ 7,613,354</u>	<u>\$ (320,180)</u>	<u>\$ 21,142</u>	<u>\$ 7,472,057</u>	<u>\$ 371,247</u>	<u>\$ 7,843,304</u>

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

REXFORD INDUSTRIAL REALTY, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (Continued)
(Unaudited and in thousands – except share data)

	Preferred Stock	Number of Common Shares	Common Stock	Additional Paid-in Capital	Cumulative Distributions in Excess of Earnings	Accumulated Other Comprehensive (Loss) Income	Total Stockholders' Equity	Noncontrolling Interests	Total Equity
Balance at December 31, 2021	\$ 155,676	160,511,482	\$ 1,605	\$ 4,828,292	\$ (191,120)	\$ (9,874)	\$ 4,784,579	\$ 283,116	\$ 5,067,695
Issuance of common stock	—	21,885,446	219	1,441,506	—	—	1,441,725	—	1,441,725
Offering costs	—	—	—	(20,122)	—	—	(20,122)	—	(20,122)
Issuance of OP Units	—	—	—	—	—	—	—	56,167	56,167
Issuance of 3.00% cumulative redeemable convertible preferred units	—	—	—	—	—	—	—	12,000	12,000
Share-based compensation	—	123,840	1	4,090	—	—	4,091	15,073	19,164
Shares acquired to satisfy employee tax withholding requirements on vesting restricted stock	—	(31,230)	—	(2,138)	—	—	(2,138)	—	(2,138)
Conversion of units to common stock	—	87,168	1	3,225	—	—	3,226	(3,226)	—
Acquisition of private REIT - preferred units	—	—	—	—	—	—	—	122	122
Net income	6,943	—	—	—	117,364	—	124,307	7,142	131,449
Other comprehensive income	—	—	—	—	—	19,097	19,097	764	19,861
Preferred stock dividends (\$1.101564 per series B preferred share and \$1.054689 per series C preferred share)	(6,943)	—	—	—	—	—	(6,943)	—	(6,943)
Preferred unit distributions	—	—	—	—	—	—	—	(2,319)	(2,319)
Common stock dividends (\$0.945 per share)	—	—	—	—	(163,379)	—	(163,379)	—	(163,379)
Common unit distributions	—	—	—	—	—	—	—	(6,962)	(6,962)
Balance at September 30, 2022	<u>\$ 155,676</u>	<u>182,576,706</u>	<u>\$ 1,826</u>	<u>\$ 6,254,853</u>	<u>\$ (237,135)</u>	<u>\$ 9,223</u>	<u>\$ 6,184,443</u>	<u>\$ 361,877</u>	<u>\$ 6,546,320</u>

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

REXFORD INDUSTRIAL REALTY, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited and in thousands)

	Nine Months Ended September 30,	
	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 182,270	\$ 131,449
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	178,671	140,226
Amortization of (below) above market lease intangibles, net	(21,763)	(18,250)
Amortization of debt issuance costs	2,856	1,849
Amortization of discount (premium) on notes payable, net	474	186
Impairment of right-of-use asset	188	—
Loss on extinguishment of debt	—	877
Gains on sale of real estate	(12,133)	(8,486)
Equity based compensation expense	24,300	18,710
Straight-line rent	(28,073)	(23,753)
Payments for termination/settlement of interest rate derivatives	(161)	(589)
Amortization related to termination/settlement of interest rate derivatives	402	403
Change in working capital components:		
Rents and other receivables	(3,735)	(223)
Deferred leasing costs	(18,579)	(10,240)
Other assets	(7,308)	(3,159)
Accounts payable, accrued expenses and other liabilities	32,263	25,047
Tenant security deposits	2,122	6,354
Prepaid rents	(20,233)	542
Net cash provided by operating activities	311,561	260,943
CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisition of investments in real estate	(1,121,774)	(1,973,307)
Capital expenditures	(167,245)	(90,260)
Payments for deposits on real estate acquisitions, net	—	(7,575)
Proceeds from sale of real estate	16,239	15,315
Net cash used in investing activities	(1,272,780)	(2,055,827)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Issuance of common stock, net	950,734	1,421,603
Proceeds from borrowings	646,925	2,654,000
Repayment of borrowings	(354,911)	(2,118,731)
Debt issuance costs	(3,042)	(6,887)
Dividends paid to preferred stockholders	(6,943)	(6,943)
Dividends paid to common stockholders	(212,265)	(144,389)
Distributions paid to common unitholders	(8,504)	(6,169)
Distributions paid to preferred unitholders	(2,402)	(2,319)
Repurchase of common shares to satisfy employee tax withholding requirements	(1,891)	(2,138)
Net cash provided by financing activities	1,007,701	1,788,027
Increase (decrease) in cash, cash equivalents and restricted cash	46,482	(6,857)
Cash, cash equivalents and restricted cash, beginning of period	36,786	43,998
Cash, cash equivalents and restricted cash, end of period	\$ 83,268	\$ 37,141
Supplemental disclosure of cash flow information:		
Cash paid for interest (net of capitalized interest of \$16,060 and \$8,021 for the nine months ended September 30, 2023 and 2022, respectively)	\$ 39,826	\$ 33,330
Supplemental disclosure of noncash transactions:		
Operating lease right-of-use assets obtained in exchange for lease liabilities	\$ —	\$ 6,363
Issuance of OP Units in connection with acquisition of real estate	\$ —	\$ 56,167
Issuance of 3.00% cumulative redeemable convertible preferred units in connection with acquisition of real estate	\$ —	\$ 12,000
Acquisition of private REIT - preferred units	\$ —	\$ 122
Accrual for capital expenditures	\$ 53,249	\$ 26,059
Accrual of dividends and distributions	\$ 81,423	\$ 59,926

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

REXFORD INDUSTRIAL REALTY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

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, reposition and redevelop industrial real estate principally located in Southern California infill markets, and, from time to time, acquire or provide mortgage debt secured by industrial zoned property or property suitable for industrial development. As of September 30, 2023, our consolidated portfolio consisted of 371 properties with approximately 45.0 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, unless the context requires otherwise, its subsidiaries (including our Operating Partnership).

2. Summary of Significant Accounting Policies

Basis of Presentation and Principles of Consolidation

As of September 30, 2023 and December 31, 2022, and for the three and nine months ended September 30, 2023 and 2022, the financial statements presented 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 September 30, 2023 and December 31, 2022, 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 unaudited interim financial statements have been prepared pursuant to the rules and regulations of the United States Securities and Exchange Commission (“SEC”). Certain information and footnote disclosures normally included in the financial statements prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) may have been condensed or omitted pursuant to SEC rules and regulations, although we believe that the disclosures are adequate to make their presentation not misleading. The accompanying unaudited financial statements include, in our opinion, all adjustments, consisting of normal recurring adjustments, necessary to present fairly the financial information set forth therein. The results of operations for the interim periods are not necessarily indicative of the results that may be expected for the year ending December 31, 2023. The interim financial statements should be read in conjunction with the consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2022 and the notes thereto.

Any references to the number of properties and square footage are unaudited and outside the scope of our independent registered public accounting firm’s review of our financial statements in accordance with the standards of the United States 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 comprised of escrow reserves that we are required to set aside for future costs as required by certain agreements with our lenders, and from time to time, includes cash proceeds from property sales that are being held by qualified intermediaries for purposes of facilitating tax-deferred like-kind exchanges under Section 1031 of the Internal Revenue Code of 1986, as amended (the “Code”).

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 at the beginning and end of the nine months ended September 30, 2023 and 2022 (in thousands):

	Nine Months Ended September 30,	
	2023	2022
Cash and cash equivalents	\$ 36,786	\$ 43,987
Restricted cash	—	11
Cash, cash equivalents and restricted cash, beginning of period	\$ 36,786	\$ 43,998
Cash and cash equivalents	\$ 83,268	\$ 37,141
Restricted cash	—	—
Cash, cash equivalents and restricted cash, end of period	\$ 83,268	\$ 37,141

Investments in Real Estate

Acquisitions

We account for acquisitions of properties under Accounting Standards Update (“ASU”) 2017-01, *Business Combinations - Clarifying the Definition of a Business*, which provides a framework for determining whether transactions should be accounted for as acquisitions of assets or businesses and further revises the definition of a business. Our acquisitions of properties generally no longer meet the revised definition of a business and accordingly are accounted for as asset acquisitions.

For asset acquisitions, we allocate the cost of the acquisition, which includes cash and non-cash consideration paid to the seller 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 mortgage 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 was 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 with respect to the assumptions a market participant would use. These Level 3 inputs include discount rates, capitalization rates, market rental rates, rental growth rates and comparable sales data, including land sales, 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 determining the “as-if-vacant” value for the properties we acquired during the nine months ended September 30, 2023, we used discount rates ranging from 6.00% to 9.50% and exit capitalization rates ranging from 4.75% to 7.75%.

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 rental rates and the in-place rental 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 estimated costs that would have been incurred to lease the property to the occupancy level of the property at the date of acquisition. We consider estimated costs such as the value associated with leasing commissions, legal and other costs, as well as the estimated period of time necessary to lease such a property to its occupancy level at the time of its acquisition. In determining the fair value of acquisitions completed during the nine months ended September 30, 2023, we used an estimated average lease-up period ranging from six months to eighteen months.

The difference between the fair value and the face value of debt assumed, if any, 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.

Demolition costs incurred in conjunction with the acquisition of real estate are capitalized as part of the cost of the acquisition if the demolition (i) is contemplated as part of the acquisition and (ii) occurs within a reasonable period of time after the acquisition. If demolition was not contemplated as part of the acquisition or the demolition does not occur within a reasonable period of time after the acquisition, the costs of the demolition are expensed as incurred.

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 redevelopment, 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 redevelopment 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 \$6.2 million and \$3.6 million during the three months ended September 30, 2023 and 2022, respectively, and \$16.1 million and \$8.0 million during the nine months ended September 30, 2023 and 2022, respectively. We capitalized real estate taxes and insurance costs aggregating \$1.9 million and \$1.5 million during the three months ended September 30, 2023 and 2022, respectively, and \$5.0 million and \$3.9 million during the nine months ended September 30, 2023 and 2022, respectively. We capitalized compensation costs for employees who provide construction services of \$2.8 million and \$2.3 million during the three months ended September 30, 2023 and 2022, respectively, and \$8.0 million and \$6.4 million during the nine months ended September 30, 2023 and 2022, 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 useful life that typically ranges from 10-30 years for buildings, 5-25 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 income” 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 that a change in the useful life has occurred, 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 the Accounting Standards Codification (“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. As of September 30, 2023 and December 31, 2022, we did not have any properties classified as held for sale.

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 operating lease right-of-use assets (“ROU assets”), whenever events or changes in circumstances indicate that the carrying amounts of these assets may not be fully recoverable. Recoverability of real estate assets and other long-lived 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 regards to the underlying assets might change as market conditions and other factors change. For office space ROU assets, the execution of a sublease where the remaining lease payments of the original office space lease exceed the sublease receipts reflects an indication of impairment which suggests the carrying value of the ROU asset may not be recoverable. 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 and other long-lived assets 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. During the three and nine months ended September 30, 2023 and 2022, there were no impairment charges recorded to the carrying value of our properties. In connection with the early termination of a sublease for one of our office space leases in February 2023, we recorded a \$0.2 million impairment charge during the first quarter of 2023 to reduce the carrying value of the related ROU asset. The impairment charge is presented in “Other expenses” in the consolidated statements of operations. See also “Note 6 – Leases” for details.

Income Taxes

We have elected to be taxed as a REIT under 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 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 regular federal corporate income tax, including any applicable alternative minimum tax on our taxable income.

We own and may acquire direct or indirect interests in one or more entities that have elected or will elect to be taxed as REITs under the Code (each, a “Subsidiary REIT”). A Subsidiary REIT is subject to the various REIT qualification requirements and other limitations described herein that are applicable to us. If a Subsidiary REIT were to fail to qualify as a REIT, then (i) that Subsidiary REIT would become subject to regular federal corporate income tax, (ii) shares in such Subsidiary REIT would cease to be qualifying assets for purposes of the asset tests applicable to REITs, and (iii) it is possible that we would fail certain of the asset tests applicable to REITs, in which event we would fail to qualify as a REIT unless we could avail ourselves of certain relief provisions.

We are subject to taxation by various state and local jurisdictions, including those in which we transact business or reside. Other than our Subsidiary REIT (a private REIT acquired on July 18, 2022), our non-taxable 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. Our taxable REIT subsidiary is a C-corporation subject to federal and state income tax. However, it has a cumulative unrecognized net operating loss carryforward. Accordingly, no income tax provision is included in the accompanying consolidated financial statements for the three and nine months ended September 30, 2023 and 2022.

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 September 30, 2023, and December 31, 2022, we have not established a liability for uncertain tax positions.

Derivative Instruments and Hedging Activities

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 through 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.

In accordance with ASC Topic 815: *Derivatives and Hedging*, 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.

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 designated as cash flow hedges 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 value. From time to time, we also utilize cash flow hedges to lock U.S. Treasury rates in anticipation of future fixed-rate debt issuances (“treasury rate lock agreements”). The gains or losses resulting from changes in fair value of derivatives that qualify as cash flow hedges are recognized in accumulated other comprehensive income/(loss) (“AOCI”). Upon the termination of a derivative for which cash flow hedging was being applied, the balance, which was recorded in AOCI, is amortized to interest expense over the remaining contractual term of the derivative as long as the hedged forecasted transactions continue to be probable of occurring. Upon the settlement of treasury rate lock agreements, amounts remaining in AOCI are amortized through earnings over the underlying term of the hedged transaction. Cash payments made to terminate or settle interest rate derivatives are presented in cash flows provided by operating activities in the accompanying consolidated statements of cash flows, given the nature of the underlying cash flows that the derivative was hedging. See “Note 7 – Interest Rate Derivatives” for details.

Revenue Recognition

Our primary sources of income are rental income, management and leasing services and gains on sale of real estate.

Rental Income

We lease industrial space to tenants primarily under non-cancelable operating leases that generally contain provisions for minimum base rents plus reimbursement for certain operating expenses. Total minimum annual lease payments are recognized in rental income on a straight-line basis over the term of the related lease, regardless of when payments are contractually due, when collectability is probable. Rental revenue recognition commences when the tenant takes possession of or controls the physical use of the leased space. Lease termination fees, which are included in rental income, are recognized when the related leases are canceled and we have no continuing obligation to provide services to such former tenants.

Our lease agreements with tenants generally contain provisions that require tenants to reimburse us for certain property expenses. Estimated reimbursements from tenants for these property expenses, which include real estate taxes, insurance, 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. As the timing and pattern of revenue recognition is the same and as the lease component would be classified as an operating lease if it were accounted for separately, rents and tenant reimbursements are treated as a combined lease component and presented as a single line item “Rental income” in our consolidated statements of operations.

We record revenues and expenses on a gross basis for lessor costs (which include real estate taxes) when these costs are reimbursed to us by our tenants. Conversely, we record revenues and expenses on a net basis for lessor costs when they are paid by our tenants directly to the taxing authorities on our behalf.

Management and leasing 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.

When leases contain purchase options, we assess the probability that the tenant will execute the purchase option both at lease commencement and at the time the tenant communicates its intent to exercise the purchase option. If we determine the exercise of the purchase option is reasonably certain, we will account for the lease as a sales-type lease and derecognize the associated real estate assets on our balance sheet and record a gain or loss on sale of real estate.

Valuation of Operating Lease Receivables

We may be subject to tenant defaults and bankruptcies that could affect the collection of outstanding receivables related to our operating leases, including deferred rent receivables arising from straight-line recognition of rental income. 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. On a quarterly basis, we perform an assessment of the collectability of operating lease receivables on a tenant-by-tenant basis, which includes reviewing the age and nature of our receivables, the payment history and financial condition of the tenant, our assessment of the tenant’s ability to meet its lease obligations and the status of negotiations of any disputes with the tenant. Any changes in the collectability assessment for an operating lease is recognized as an adjustment, which can be a reduction or increase, to rental income in the consolidated statements of operations. As a result of our quarterly collectability assessments, we recognized \$1.0 million as a net reduction adjustment and \$0.1 million as a net increase adjustment to rental income for the three months ended September 30, 2023 and 2022, respectively, and \$2.6 million as a net reduction adjustment and \$0.3 million as a net increase adjustment to rental income for the nine months ended September 30, 2023 and 2022, respectively, in the consolidated statements of operations.

Deferred Leasing Costs

We capitalize the incremental direct costs of originating a lease that would not have been incurred had the lease not been executed. As a result, deferred leasing costs will generally only include third-party broker commissions.

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 – Notes Payable” for details.

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 of the equity instrument issued 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 12 – Incentive Award Plan” for details.

Equity Offerings

Underwriting commissions and offering costs incurred in connection with common stock offerings and our at-the-market equity offering programs 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.

Under relevant accounting guidance, sales of our common stock under forward equity sale agreements (as discussed in “Note 11 – Equity”) are not deemed to be liabilities, and furthermore, meet the derivatives and hedging guidance scope exception to be accounted for as equity instruments based on the following assessment: (i) none of the agreements’ exercise contingencies were based on observable markets or indices besides those related to the market for our own stock price and operations; and (ii) none of the settlement provisions precluded the agreements from being indexed to our own stock.

Earnings Per Share

We calculate earnings per share (“EPS”) in accordance with ASC 260: *Earnings Per Share* (“ASC 260”). Under ASC 260, unvested share-based payment awards that contain non-forfeitable rights to dividends are participating securities and, therefore, 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 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 potential effect of any dilutive securities including shares issuable under forward equity sale agreements and unvested share-based awards under the treasury stock method. 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 13 – Earnings Per Share” for details.

Segment Reporting

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

Leases as a Lessee

We determine if an arrangement is a lease at inception. Operating lease ROU assets are included in “Other assets” and lease liabilities are included in “Accounts payable, accrued expenses and other liabilities” in our consolidated balance sheets. ROU assets represent our right to use, or control the use of, a specified asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. Because our leases do not provide an implicit rate, we use our incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. The operating lease ROU asset also includes any lease payments made and excludes lease incentives. Our lease terms may include options to extend the lease when it is reasonably certain that we will exercise that option. Lease expense for lease payments is generally recognized on a straight-line basis over the term of the lease through the amortization of the ROU asset and lease liabilities. Additionally, for our operating leases, we do not separate non-lease components, such as common area maintenance, from associated lease components. See “Note 6 – Leases” for additional lessee disclosures required under lease accounting standards.

Recent Accounting Pronouncements (Issued and Not Yet Adopted)

In June 2022, the FASB issued ASU 2022-03, *Fair Value Measurement (Topic 820): Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions* (“ASU 2022-03”). ASU 2022-03 clarifies that contractual sale restrictions are not considered in measuring the fair value of equity securities, and requires specific disclosures for all entities with equity securities subject to a contractual sale restriction including (1) the fair value of such equity securities reflected in the balance sheet, (2) the nature and remaining duration of the corresponding restrictions, and (3) any circumstances that could cause a lapse in the restrictions. In addition, ASU 2022-03 prohibits an entity from recognizing a contractual sale as a separate unit of account. ASU 2022-03 is effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years, with early adoption permitted. We are currently evaluating the potential impact of adopting ASU 2022-03.

3. Investments in Real Estate

Acquisitions

The following table summarizes the wholly-owned properties we acquired during the nine months ended September 30, 2023:

Property	Submarket	Date of Acquisition	Rentable Square Feet	Number of Buildings	Contractual Purchase Price ⁽¹⁾ (in thousands)
16752 Armstrong Avenue	Orange County - Airport	1/6/2023	81,600	1	\$ 40,000
10545 Production Avenue	San Bernardino - Inland Empire West	1/30/2023	1,101,840	1	365,000
3520 Challenger Street	Los Angeles - South Bay	2/28/2023	49,336	1	14,200
9000 Airport Boulevard ⁽²⁾	Los Angeles - South Bay	3/28/2023	38,680	1	143,000
9223-33 & 9323 Balboa Avenue and 4285 Ponderosa Avenue ⁽³⁾	San Diego - Central	3/30/2023	515,382	5	200,000
13925 Benson Avenue	San Bernardino - Inland Empire West	4/7/2023	38,143	1	27,500
19301 Santa Fe Avenue	Los Angeles - South Bay	4/14/2023	41,638	3	14,600
2395-2399 Bateman Avenue	Los Angeles - San Gabriel Valley	4/21/2023	134,952	3	41,203
27712 & 27756 Avenue Mentry	Los Angeles - San Fernando Valley	7/13/2023	220,752	2	38,010
5630 Cerritos Avenue	Orange County - West	7/14/2023	76,032	1	21,350
9400-9500 Santa Fe Springs Road	Los Angeles - Mid-Counties	7/20/2023	595,304	2	210,000
422 Rosecrans Avenue ⁽⁴⁾	Los Angeles - South Bay	7/26/2023	9,350	1	2,850
14650 Hoover Street	Orange County - West	7/27/2023	59,679	1	22,300
2500 Thompson Street	Los Angeles - South Bay	8/18/2023	174,691	1	20,250
Total 2023 Property Acquisitions			3,137,379	24	\$ 1,160,263

- (1) Represents the gross contractual purchase price before certain credits, prorations, closing costs and other acquisition related costs. Including \$2.3 million of capitalized closing costs and acquisition related costs net of certain credits, the total aggregate initial investment was \$1.163 billion. Each acquisition was funded with available cash on hand unless otherwise noted.
- (2) Represents the acquisition of 18.4 acres of industrial zoned land.
- (3) Represents the acquisition of three properties in one consolidated transaction.
- (4) Represents acquisition of a current or near-term (within 24 months) redevelopment site.

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

	2023 Acquisitions	
Assets:		
Land	\$	770,448
Buildings and improvements		401,183
Tenant improvements		4,105
Acquired lease intangible assets ⁽¹⁾		19,830
Other acquired assets ⁽²⁾		915
Total assets acquired	\$	1,196,481
Liabilities:		
Acquired lease intangible liabilities ⁽³⁾	\$	32,984
Other assumed liabilities ⁽⁴⁾		40,098
Total liabilities assumed	\$	73,082
Net assets acquired	\$	1,123,399

- (1) Acquired lease intangible assets is comprised of (i) \$19.7 million of in-place lease intangibles with a weighted average amortization period of 9.2 years and (ii) \$0.1 million of above-market lease intangibles with a weighted average amortization period of 5.2 years.
- (2) Includes other working capital assets acquired at the time of acquisition.
- (3) Represents below-market lease intangibles with a weighted average amortization period of 20.8 years.
- (4) Includes \$29.7 million of prepaid rent paid by seller/tenants in sale-leaseback transactions and other liabilities assumed at the time of acquisition.

Dispositions

The following table summarizes information related to the property that was sold during the nine months ended September 30, 2023.

Property	Submarket	Date of Disposition	Rentable Square Feet	Contractual Sales Price⁽¹⁾ (in thousands)	Gain Recorded (in thousands)
8101-8117 Orion Ave.	Los Angeles - San Fernando Valley	3/28/2023	48,394	\$ 17,000	\$ 12,133

- (1) Represents the gross contractual sales price before commissions, prorations, credits and other closing costs.

4. Acquired Lease Intangibles

The following table summarizes our acquired lease intangible assets, including the value of in-place tenant leases, above-market tenant leases and a below-market ground lease, and our acquired lease intangible liabilities which includes below-market tenant leases (in thousands):

	September 30, 2023	December 31, 2022
Acquired Lease Intangible Assets:		
In-place lease intangibles	\$ 328,763	\$ 315,842
Accumulated amortization	(198,853)	(172,883)
In-place lease intangibles, net	\$ 129,910	\$ 142,959
Above-market tenant leases	\$ 25,598	\$ 26,851
Accumulated amortization	(14,196)	(12,671)
Above-market tenant leases, net	\$ 11,402	\$ 14,180
Below-market ground lease	\$ 12,977	\$ 12,977
Accumulated amortization	(253)	(130)
Below-market ground lease, net	\$ 12,724	\$ 12,847
Acquired lease intangible assets, net	<u>\$ 154,036</u>	<u>\$ 169,986</u>
Acquired Lease Intangible Liabilities:		
Below-market tenant leases	\$ (250,292)	\$ (220,646)
Accumulated accretion	94,710	73,262
Below-market tenant leases, net	\$ (155,582)	\$ (147,384)
Acquired lease intangible liabilities, net	<u>\$ (155,582)</u>	<u>\$ (147,384)</u>

The following table summarizes the amortization related to our acquired lease intangible assets and liabilities for the three and nine months ended September 30, 2023 and 2022 (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
In-place lease intangibles ⁽¹⁾	\$ 10,024	\$ 10,855	\$ 32,757	\$ 29,154
Net below-market tenant leases ⁽²⁾	\$ (7,282)	\$ (7,074)	\$ (21,886)	\$ (18,339)
Below-market ground leases ⁽³⁾	\$ 41	\$ 41	\$ 123	\$ 89

- (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 income in the consolidated statements of operations for the periods presented.
- (3) The amortization of net below-market ground lease is recorded as an increase to property expenses in the consolidated statements of operations for the periods presented.

5. Notes Payable

The following table summarizes the components and significant terms of our indebtedness as of September 30, 2023 and December 31, 2022 (dollars in thousands):

	September 30, 2023	December 31, 2022	Margin Above SOFR	Interest Rate ⁽¹⁾	Contractual Maturity Date
Unsecured and Secured Debt					
Unsecured Debt:					
Revolving Credit Facility	\$ —	\$ —	S+0.685 % ⁽²⁾	6.095 % ⁽³⁾	5/26/2026 ⁽⁴⁾
\$400M Term Loan	400,000	400,000	S+0.760 % ⁽²⁾	4.832 % ⁽⁵⁾	7/19/2024 ⁽⁴⁾
\$100M Senior Notes	100,000	100,000	n/a	4.290 %	8/6/2025
\$300M Term Loan	300,000	300,000	S+0.760 % ⁽²⁾	3.677 % ⁽⁶⁾	5/26/2027
\$125M Senior Notes	125,000	125,000	n/a	3.930 %	7/13/2027
\$300M Senior Notes due 2028	300,000	—	n/a	5.000 %	6/15/2028
\$25M Series 2019A Senior Notes	25,000	25,000	n/a	3.880 %	7/16/2029
\$400M Senior Notes due 2030	400,000	400,000	n/a	2.125 %	12/1/2030
\$400M Senior Notes due 2031	400,000	400,000	n/a	2.150 %	9/1/2031
\$75M Series 2019B Senior Notes	75,000	75,000	n/a	4.030 %	7/16/2034
Total Unsecured Debt	\$ 2,125,000	\$ 1,825,000			
Secured Debt:					
2601-2641 Manhattan Beach Boulevard ⁽⁷⁾	\$ —	\$ 3,832	n/a	4.080 %	4/5/2023
960-970 Knox Street ⁽⁷⁾	2,234	2,307	n/a	5.000 %	11/1/2023
7612-7642 Woodwind Drive ⁽⁷⁾	3,638	3,712	n/a	5.240 %	1/5/2024
11600 Los Nietos Road ⁽⁷⁾	2,333	2,462	n/a	4.190 %	5/1/2024
\$60M Term Loan ⁽⁸⁾	60,000	60,000	S+1.250 %	5.060 % ⁽⁸⁾	10/27/2024
5160 Richton Street ⁽⁷⁾	4,060	4,153	n/a	3.790 %	11/15/2024
22895 Eastpark Drive ⁽⁷⁾	2,558	2,612	n/a	4.330 %	11/15/2024
701-751 Kingshill Place ⁽⁷⁾	7,016	7,100	n/a	3.900 %	1/5/2026
13943-13955 Balboa Boulevard ⁽⁷⁾	14,690	14,965	n/a	3.930 %	7/1/2027
2205 126th Street ⁽⁹⁾	5,200	5,200	n/a	3.910 %	12/1/2027
2410-2420 Santa Fe Avenue ⁽⁹⁾	10,300	10,300	n/a	3.700 %	1/1/2028
11832-11954 La Cienega Boulevard ⁽⁷⁾	3,871	3,928	n/a	4.260 %	7/1/2028
Gilbert/La Palma ⁽⁷⁾	1,791	1,935	n/a	5.125 %	3/1/2031
7817 Woodley Avenue ⁽⁷⁾	2,914	3,009	n/a	4.140 %	8/1/2039
Total Secured Debt	\$ 120,605	\$ 125,515			
Total Unsecured and Secured Debt	\$ 2,245,605	\$ 1,950,515			
Less: Unamortized premium/discount and debt issuance costs ⁽¹⁰⁾	(17,968)	(14,134)			
Total	\$ 2,227,637	\$ 1,936,381			

(1) Reflects the contractual interest rate under the terms of each loan as of September 30, 2023, and includes the effect of interest rate swaps that were effective as of September 30, 2023. The interest rate is not adjusted to include the amortization of debt issuance costs or unamortized fair market value premiums and discounts.

- (2) As of September 30, 2023, the interest rates on these loans are comprised of daily Secured Overnight Financing Rate (“SOFR”) for both the unsecured revolving credit facility and \$400.0 million unsecured term loan, and 1-month term SOFR (“Term SOFR”) for the \$300.0 million unsecured term loan (in each case increased by a 0.10% SOFR adjustment), plus an applicable margin of 0.725% per annum for the unsecured revolving credit facility and 0.80% per annum for the \$300.0 million and \$400.0 million unsecured term loans, based on our leverage ratio and investment grade ratings, minus a sustainability-related interest rate adjustment of 0.04%. These loans are also subject to a 0% SOFR floor.
- (3) 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. As of September 30, 2023, the applicable facility fee is 0.125%, less a sustainability-related interest rate adjustment of 0.01%.
- (4) The unsecured revolving credit facility has two six-month extensions, and the \$400.0 million unsecured term loan has two one-year extensions available at the borrower’s option, subject to certain terms and conditions.
- (5) Effective April 3, 2023, daily SOFR for our \$400.0 million unsecured term loan has been swapped to a fixed rate of 3.97231%, resulting in an all-in fixed rate of 4.83231% after adding the SOFR adjustment and applicable margin and subtracting the sustainability-related interest rate adjustment.
- (6) As of September 30, 2023, Term SOFR for our \$300.0 million unsecured term loan has been swapped to a fixed rate of 2.81725%, resulting in an all-in fixed rate of 3.67725% after adding the SOFR adjustment and applicable margin and subtracting the sustainability-related interest rate adjustment.
- (7) Fixed monthly payments of interest and principal until maturity as follows: 2601-2641 Manhattan Beach Boulevard (\$23,138), 960-970 Knox Street (\$17,538), 7612-7642 Woodwind Drive (\$24,270), 11600 Los Nietos (\$22,637), 5160 Richton Street (\$23,270), 22895 Eastpark Drive (\$15,396), 701-751 Kingshill Place (\$33,488), 13943-13955 Balboa Boulevard (\$79,198), 11832-11954 La Cienega Boulevard (\$20,194), Gilbert/La Palma (\$24,008) and 7817 Woodley Avenue (\$20,855).
- (8) The loan is secured by six properties and has three one-year extensions available at the borrower’s option, subject to certain terms and conditions. Loan has interest-only payment terms bearing interest at Term SOFR increased by a 0.10% SOFR adjustment plus an applicable margin of 1.25% per annum. Effective April 3, 2023, Term SOFR for this loan has been swapped to a fixed rate of 3.710%, resulting in an all-in fixed rate of 5.060% after adding the SOFR adjustment and applicable margin.
- (9) Fixed monthly payments of interest only.
- (10) 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.

Contractual Debt Maturities

The following table summarizes the contractual debt maturities and scheduled amortization payments, excluding debt premiums/discounts and debt issuance costs, as of September 30, 2023, and does not consider extension options available to us as noted in the table above (in thousands):

October 1, 2023 - December 31, 2023	\$	2,580
2024		473,403
2025		100,973
2026		7,587
2027		444,078
Thereafter		1,216,984
Total	\$	2,245,605

Issuance of \$300 Million Notes Due 2028

On March 28, 2023, we completed an underwritten public offering of \$300.0 million of 5.000% Senior Notes due 2028 (the “\$300 Million Notes”). The \$300 Million Notes were priced at 98.975% of the principal amount, with a coupon rate of 5.000%. Interest on the \$300 Million Notes is payable semiannually on June 15 and December 15 in each year, beginning on June 15, 2023, until the maturity date of June 15, 2028.

We may redeem the \$300 Million Notes at our option and sole discretion, in whole at any time or in part from time to time prior to May 15, 2028 (one month prior to the maturity date of the \$300 Million Notes) (the “Par Call Date”), at a redemption price equal to the greater of (i) the sum of the present values of the remaining scheduled payments of principal and interest on the \$300 Million Notes discounted to the redemption date (assuming the notes matured on the Par Call Date) on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (as defined in the Third Supplemental Indenture) plus 25 basis points, less (b) interest accrued to the date of redemption, and (ii) 100% of the principal amount of the \$300 Million Notes being redeemed. Notwithstanding the foregoing, on or after the Par Call Date, the redemption price will be equal to 100% of the principal amount of the \$300 Million Notes being redeemed, plus accrued and unpaid interest.

Credit Agreement

As of September 30, 2023, under the Fourth Amended and Restated Credit Agreement (the “Credit Agreement”), we have a \$1.0 billion unsecured revolving credit facility (the “Revolver”), a \$300.0 million unsecured term loan facility (the “\$300 Million Term Loan”) and a \$400.0 million unsecured term loan facility (the “\$400 Million Term Loan”) and together with the \$300 Million Term Loan, the “Term Facility”). Subject to certain terms and conditions set forth in the Credit Agreement, we may request additional lender commitments and increase the size of the Credit Agreement by an additional \$800.0 million, which may be comprised of additional revolving commitments under the Revolver, an increase to the Term Facility, additional term loan tranches or any combination of the foregoing.

The Revolver is scheduled to mature on May 26, 2026 and has two six-month extension options available. The \$400 Million Term Loan is scheduled to mature on July 19, 2024 and has two one-year extension options available. The \$300 Million Term Loan matures on May 26, 2027.

Interest on the Credit Agreement is generally to be paid based upon, at our option, either (i) Term SOFR plus the applicable margin; (ii) daily SOFR plus the applicable margin or (iii) the applicable base rate (which is defined as the highest of (a) the federal funds rate plus 0.50%, (b) the administrative agent’s prime rate, (c) Term SOFR plus 1.00%, and (d) one percent (1.00%)) plus the applicable margin. Additionally, Term SOFR and daily SOFR will be increased by a 0.10% SOFR adjustment. The applicable margin for the Term Facility ranges from 0.80% to 1.60% per annum for SOFR-based loans and 0.00% to 0.60% per annum for base rate loans, depending on our leverage ratio and investment grade ratings. The applicable margin for the Revolver ranges from 0.725% to 1.400% per annum for SOFR-based loans and 0.00% to 0.40% per annum for base rate loans, depending on our leverage ratio and investment grade ratings. In addition to the interest payable on amounts outstanding under the Revolver, we are required to pay an applicable credit facility fee, on each lender’s commitment amount under the Revolver, regardless of usage. The applicable credit facility fee ranges from 0.125% to 0.300% per annum, depending on our leverage ratio and investment grade rating.

In addition, the Credit Agreement also features a sustainability-linked pricing component whereby the applicable margin and applicable credit facility fee can decrease by 0.04% and 0.01%, respectively, or increase by 0.04% and 0.01%, respectively, if we meet, or do not meet, certain sustainability performance targets, as applicable. In February 2023, after certifying that our sustainability performance target was met for 2022, the applicable margin decreased by 0.040% to 0.685% and 0.760% for the Revolver and Term Facility, respectively, and the credit facility fee decreased by 0.010% to 0.115%.

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

The Credit Agreement 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 Credit Agreement, 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 September 30, 2023, we did not have any borrowings outstanding under the Revolver, leaving \$1.0 billion available for future borrowings.

Debt Covenants

The Credit Agreement, \$60.0 million term loan facility (“\$60 Million Term Loan”), \$100.0 million unsecured guaranteed senior notes (the “\$100 Million Notes”), \$125.0 million unsecured guaranteed senior notes (the “\$125 Million Notes”) and \$25.0 million unsecured guaranteed senior notes and \$75.0 million unsecured guaranteed senior notes (together the “Series 2019A and 2019B 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 Agreement and \$60 Million Term Loan, maintaining a ratio of secured debt to total asset value of not more than 45%;
- For the \$100 Million Notes, \$125 Million Notes and Series 2019A and 2019B Notes (together the “Senior Notes”), maintaining a ratio of secured debt to total asset value of not more than 40%;
- For the Senior Notes, maintaining a ratio of total secured recourse debt to total asset value of not more than 15%;
- For the Senior Notes, 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;
- For the Credit Agreement and Senior Notes, maintaining a ratio of total unsecured debt to total unencumbered asset value of not more than 60%; and
- For the Credit Agreement and Senior Notes, 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 \$300 Million Senior Notes, \$400.0 million of 2.125% Senior Notes due 2030 and \$400.0 million of 2.150% Senior Notes due 2031 (together the “Registered Notes”) contain the following covenants (as defined in the indentures) that we must comply with:

- Maintaining a ratio of total indebtedness to total asset value of not more than 60%;
- Maintaining a ratio of secured debt to total asset value of not more than 40%;
- Maintaining a Debt Service Coverage Ratio of at least 1.5 to 1.0; and
- Maintaining a ratio of unencumbered assets to unsecured debt of at least 1.5 to 1.0.

The Credit Agreement and Senior 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 Credit Agreement, \$60 Million Term Loan, Senior Notes and Registered Notes, upon certain events of default, including, but not limited to, (i) a default in the payment of any principal or interest, (ii) a default in the payment of certain of our other indebtedness and (iii) a default in compliance with the covenants set forth in the debt agreement, the principal and accrued and unpaid interest on the outstanding debt may be declared immediately due and payable at the option of the administrative agent, lenders, trustee and/or noteholders, as applicable, and in the event of bankruptcy and other insolvency defaults, the principal and accrued and unpaid interest on the outstanding debt will become immediately due and payable. In addition, we are required to maintain at all times a credit rating on the Senior Notes from either Standard and Poor’s Ratings Services (“S&P”), Moody’s Investors Services (“Moody’s”) or Fitch Ratings. Our credit ratings as of September 30, 2023, were BBB+ from S&P, BBB+ from Fitch Ratings and Baa2 from Moody’s.

We were in compliance with all of our required quarterly debt covenants as of September 30, 2023.

6. Leases

Lessor

We lease industrial space to tenants primarily under non-cancelable operating leases that generally contain provisions for minimum base rents plus reimbursement for certain operating expenses. Total minimum lease payments are recognized in rental income on a straight-line basis over the term of the related lease and estimated reimbursements from tenants for real estate taxes, insurance, common area maintenance and other recoverable operating expenses are recognized in rental income in the period that the expenses are incurred.

For the three and nine months ended September 30, 2023, we recognized \$196.9 million and \$561.6 million of rental income related to operating lease payments, of which \$161.5 million and \$461.3 million are for fixed lease payments and \$35.4 million and \$100.3 million are for variable lease payments, respectively. For the comparable three and nine month-period ended September 30, 2022, we recognized \$155.5 million and \$433.8 million of rental income related to operating lease payments, of which \$127.3 million and \$354.7 million were for fixed lease payments and \$28.2 million and \$79.1 million were for variable lease payments, respectively.

The following table sets forth the undiscounted cash flows for future minimum base rents to be received under operating leases as of September 30, 2023 (in thousands):

Twelve Months Ended September 30,		
2024	\$	605,099
2025		534,771
2026		442,600
2027		339,798
2028		267,098
Thereafter		981,101
Total	\$	<u>3,170,467</u>

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

Lessee

We lease office space as part of conducting our day-to-day business. As of September 30, 2023, our office space leases have current remaining lease terms ranging from approximately one year to four years with options to renew for an additional term of five years each. As of September 30, 2023, we also have a ground lease which we assumed in the acquisition of 2970 East 50th Street in March 2022 that has a current remaining lease term of approximately 37.3 years and four additional ten-year options to renew.

In November 2021, we executed a sublease agreement for one of our leased office spaces as a result of the implementation of a work from home flexibility program in 2021. In February 2023, the sublease was terminated prior to its September 2025 expiration. As a result, we recorded a \$0.2 million impairment charge for the write down of the ROU asset associated with the original office space lease during the nine months ended September 30, 2023, which is included in "Other expenses" in the accompanying consolidated statements of operations, with a corresponding adjustment to "Other assets" in the consolidated balance sheets.

As of September 30, 2023, total ROU assets and lease liabilities were approximately \$7.3 million and \$9.4 million, respectively. As of December 31, 2022, total ROU assets and lease liabilities were approximately \$8.5 million and \$10.9 million, respectively.

The tables below present financial and supplemental information associated with our leases.

Lease Cost ⁽¹⁾ (in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Operating lease cost	\$ 425	\$ 455	\$ 1,351	\$ 1,387
Variable lease cost	44	27	112	87
Sublease income	—	(67)	—	(201)
Total lease cost	\$ 469	\$ 415	\$ 1,463	\$ 1,273

(1) Amounts are included in “General and administrative” and “Property expenses” in the accompanying consolidated statements of operations.

Other Information (in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Cash paid for amounts included in the measurement of operating lease liabilities	\$ 573	\$ 547	\$ 1,741	\$ 1,450
Right-of-use assets obtained in exchange for new operating lease liabilities	\$ —	\$ —	\$ —	\$ 6,363

Lease Term and Discount Rate	September 30, 2023	December 31, 2022
Weighted-average remaining lease term ⁽¹⁾	41.3 years	36.5 years
Weighted-average discount rate ⁽²⁾	3.82 %	3.77 %

(1) Includes the impact of extension options that we are reasonably certain to exercise.

(2) Because the rate implicit in each of our leases was not readily determinable, we used our incremental borrowing rate. In determining our incremental borrowing rate for each lease, we considered recent rates on secured borrowings, observable risk-free interest rates and credit spreads correlating to our creditworthiness, the impact of collateralization and the term of each of our lease agreements.

The following table summarizes the maturity of operating of lease liabilities under our corporate office leases and ground leases as of September 30, 2023 (in thousands):

	September 30, 2023
October 1, 2023 - December 31, 2023	\$ 567
2024	2,297
2025	1,122
2026	681
2027	696
Thereafter	20,051
Total undiscounted lease payments	\$ 25,414
Less imputed interest	(16,006)
Total lease liabilities	\$ 9,408

7. Interest Rate Derivatives

The following table sets forth a summary of the terms and fair value of our interest rate swaps at September 30, 2023 and December 31, 2022 (dollars in thousands):

Derivative Instrument	Effective Date	Maturity Date	Interest Strike Rate	Notional Value		Fair Value of Interest Rate Derivative Assets/ (Liabilities) ⁽¹⁾	
				September 30, 2023	December 31, 2022	September 30, 2023	December 31, 2022
Interest Rate Swaps	7/27/2022	5/26/2027	2.81700 %	\$ 150,000	\$ 150,000	\$ 8,143	\$ 5,720
Interest Rate Swaps	7/27/2022	5/26/2027	2.81750 %	\$ 150,000	\$ 150,000	\$ 8,126	\$ 5,702
Interest Rate Swaps	4/3/2023	6/30/2025	3.98500 %	\$ 200,000	\$ —	\$ 3,368	\$ —
Interest Rate Swap	4/3/2023	6/30/2025	3.96625 %	\$ 100,000	\$ —	\$ 1,715	\$ —
Interest Rate Swap	4/3/2023	6/30/2025	3.95300 %	\$ 100,000	\$ —	\$ 1,737	\$ —
Interest Rate Swap	4/3/2023	7/30/2026	3.71000 %	\$ 60,000	\$ —	\$ 1,405	\$ —

(1) The fair value of derivative assets is included in the line item “Interest rate swap asset” in the accompanying consolidated balance sheets.

Transactions

On March 21, 2023, we executed four forward starting interest rate swap transactions with an aggregate notional value of \$400.0 million to manage our exposure to changes in daily SOFR related to a portion of our variable-rate debt. These swaps, which became effective on April 3, 2023 and mature on June 30, 2025, fix daily SOFR at a weighted average rate of 3.97231%. In addition, we also executed an interest rate swap transaction with a notional value of \$60.0 million to manage our exposure to changes in Term SOFR related to a portion of our variable-rate debt. This swap, which became effective on April 3, 2023 and matures on July 30, 2026, fixes Term SOFR at a rate of 3.71%. We have designated these interest rate swaps as cash flow hedges.

On March 28, 2023, in connection with the issuance of the \$300 Million Notes, we executed three treasury rate lock agreements with a combined notional amount of \$250.0 million to lock the interest rate of the five-year treasury at 3.64313% (the “T-Locks”). On March 29, 2023, we paid \$0.2 million to settle the T-Locks, which were designated as a cash flow hedges. The settlement value is included in the balance of AOCI and will be amortized into interest expense on a straight-line basis over the 5-year term of the \$300 Million Notes.

Our interest rate swaps and T-Locks are designated and qualify as cash flow hedges. We do not use derivatives for trading or speculative purposes. The change in fair value of derivatives designated and qualifying as cash flow hedges is initially recorded in AOCI and is subsequently reclassified from AOCI into earnings in the period that the hedged forecasted transactions affect earnings. The following table sets forth the impact of our interest rate derivatives on our financial statements for the periods presented (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Interest Rate Swaps in Cash Flow Hedging Relationships:				
Amount of gain (loss) recognized in AOCI on derivatives	\$ 7,997	\$ 12,326	\$ 20,354	\$ 17,743
Amount of gain (loss) reclassified from AOCI into earnings under “Interest expense” ⁽¹⁾	\$ 3,237	\$ (368)	\$ 7,041	\$ (2,118)
Total interest expense presented in the Consolidated Statement of Operations in which the effects of cash flow hedges are recorded (line item “Interest expense”)	\$ 15,949	\$ 14,975	\$ 46,830	\$ 34,826

(1) Includes losses that have been reclassified from AOCI into interest expense related to (i) the T-Locks described above, (ii) the treasury rate lock agreements that were settled in August 2021 and for which amounts will continue to be reclassified over the ten-year term of the hedged transaction, (iii) the interest rate swaps that were terminated in August 2021 and for which amounts have been fully reclassified into interest expense through their original maturity date (January 2022), and (iv) the interest rate swap that was terminated in May 2022 and for which amounts will continue to be reclassified into interest expense through its original maturity date (November 2024).

As of September 30, 2023, we estimate that approximately \$13.0 million of net unrealized gains will be reclassified from AOCI into earnings as a net decrease to interest expense over the next 12 months.

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

ASC Topic 820: *Fair Value Measurement* (“ASC 820”) defines fair value and establishes a framework for measuring fair value. 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

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, 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 September 30, 2023 and December 31, 2022, which we measured 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>September 30, 2023</i>				
Interest Rate Swap Asset	\$ 24,494	\$ —	\$ 24,494	\$ —
<i>December 31, 2022</i>				
Interest Rate Swap Asset	\$ 11,422	\$ —	\$ 11,422	\$ —

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 September 30, 2023 and December 31, 2022 (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)	
Notes Payable at:					
September 30, 2023	\$ 2,012,830	\$ —	\$ —	\$ 2,012,830	\$ 2,227,637
December 31, 2022	\$ 1,740,745	\$ —	\$ —	\$ 1,740,745	\$ 1,936,381

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 and leasing services” in the consolidated statements of operations. We recorded \$0.2 million and \$0.2 million for the three months ended September 30, 2023 and 2022, respectively, and \$0.5 million and \$0.4 million for the nine months ended September 30, 2023 and 2022, respectively, in management and leasing services revenue.

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 will generally 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.

As of September 30, 2023, we are not aware of any environmental liabilities that would 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.

Tenant and Construction Related Commitments

As of September 30, 2023, we had commitments of approximately \$223.4 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, 2022, we do not believe we are exposed to significant credit risk due to the financial position and high credit quality of the institutions in which those deposits are held.

Concentration of Properties in Southern California

As of September 30, 2023, 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 and other conditions.

Tenant Concentration

During the nine months ended September 30, 2023, no single tenant accounted for more than 5% of our total consolidated rental income.

11. Equity

Preferred Stock

At September 30, 2023 and December 31, 2022, we had the following series of Cumulative Preferred Shares outstanding (dollars in thousands):

Series	Earliest Redemption Date	Dividend Rate	September 30, 2023		December 31, 2022	
			Shares Outstanding	Liquidation Preference	Shares Outstanding	Liquidation Preference
Series B	November 13, 2022	5.875 %	3,000,000	\$ 75,000	3,000,000	\$ 75,000
Series C	September 20, 2024	5.625 %	3,450,000	86,250	3,450,000	86,250
Total Preferred Shares			6,450,000	\$ 161,250	6,450,000	\$ 161,250

Common Stock

ATM Program

On February 17, 2023, we established an at-the-market equity offering program (“ATM program”) pursuant to which we are able to sell from time to time shares of our common stock having an aggregate sales price of up to \$1.25 billion (the “2023 ATM Program”). The 2023 ATM Program replaces our previous \$1.0 billion ATM Program, which was established on May 27, 2022, under which we had sold shares of our common stock having an aggregate gross sales price of \$834.6 million through February 17, 2023.

In connection with our ATM programs, we may sell shares of our common stock directly through sales agents or we may enter into forward equity sale agreements with certain financial institutions acting as forward purchasers whereby, at our discretion, the forward purchasers may borrow and sell shares of our common stock under ATM programs. The use of a forward equity sale agreement allows us to lock in a share price on the sale of shares of our common stock at the time the agreement is executed but defer settling the forward equity sale agreements and receiving the proceeds from the sale of shares until a later date. Additionally, the forward price that we expect to receive upon physical settlement of an agreement will be subject to adjustment for (i) a floating interest rate factor equal to a specified daily rate less a spread, (ii) the forward purchaser’s stock borrowing costs and (iii) scheduled dividends during the term of the agreement.

During the three months ended September 30, 2023, we did not sell any shares of common stock directly through sales agents under the 2023 ATM Program. During the nine months ended September 30, 2023, we sold 449,227 shares of common stock directly through sales agents under the 2023 ATM Program at a weighted average price of \$60.84 per share, for gross proceeds of \$27.3 million, and net proceeds of \$27.0 million after deducting the sales agents’ fees.

During the three months ended September 30, 2023, we did not enter into any forward equity sale agreements under the 2023 ATM Program. During the nine months ended September 30, 2023, we entered into forward equity sale agreements with certain financial institutions acting as forward purchasers under the 2023 ATM Program with respect to 2,126,824 shares of common stock at a weighted average initial forward sale price of \$60.09 per share. We did not receive any proceeds from the sale of common shares by the forward purchasers at the time we entered into forward equity sale agreements.

During the nine months ended September 30, 2023, we physically settled the forward equity sale agreement that was outstanding as of December 31, 2022 under our previous ATM Program and all of the forward equity sale agreements under the 2023 ATM Program by issuing 2,763,708 shares of our common stock for net proceeds of \$163.2 million, based on a weighted average forward price of \$59.04 per share at settlement.

As of September 30, 2023, approximately \$1.1 billion of common stock remains available to be sold under the 2023 ATM Program. Future sales, 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.

May 2023 Forward Equity Offering

On May 10, 2023, we entered into forward equity sale agreements with certain financial institutions acting as forward purchasers in connection with an underwritten public offering of 13,500,000 shares of common stock (the “May 2023 Forward Sale Agreements”), pursuant to which, the forward purchasers borrowed and sold an aggregate of 13,500,000 shares of common stock in the offering. We did not receive any proceeds from the sale of common shares by the forward purchasers at the time of the offering. The net forward sale price that we will receive upon physical settlement of the agreements, which was initially \$55.24 per share, will be subject to adjustment for (i) a floating interest rate factor equal to a specified daily rate less a spread, (ii) the forward purchasers’ stock borrowing costs and (iii) scheduled dividends during the term of the forward sale agreements.

During the third quarter of 2023, we partially settled the May 2023 Forward Sale Agreements by issuing 5,400,000 shares of common stock for net proceeds of \$298.4 million, based on a weighted average forward price of \$55.26 per share at settlement. We currently expect to physically settle the remaining 8,100,000 shares by issuing shares of our common stock in exchange for cash proceeds upon one or more settlement dates, at our discretion, prior to the scheduled maturity date of October 11, 2024. As of September 30, 2023, the net forward sale price was \$55.41 and would result in \$448.8 million in cash proceeds upon physical settlement of the shares under the May 2023 Forward Sales Agreements. See “Note 14 – Subsequent Events” for details related to the partial settlement of the May 2023 Forward Sales Agreements subsequent to September 30, 2023.

Settlement of 2022 Forward Equity Offering Sale Agreements

On November 10, 2022, we entered into forward equity sale agreements with certain financial institutions acting as forward purchasers in connection with an underwritten public offering of 11,846,425 shares of common stock at an initial forward price of \$55.74 per share (the “2022 Forward Sale Agreements”), pursuant to which the forward purchasers borrowed and sold an aggregate of 11,846,425 shares of common stock in the offering. In December 2022, we partially settled the 2022 Forward Sale Agreements by issuing 3,554,704 shares of common stock, leaving a remaining 8,291,721 shares of common stock for settlement as of December 31, 2022.

During the first quarter of 2023, we settled the outstanding 2022 Forward Sale Agreements by issuing 8,291,721 shares of common stock for net proceeds of \$462.8 million, based on a weighted average forward price of \$55.81 per share at settlement.

Changes in Accumulated Other Comprehensive Income

The following table summarizes the changes in our AOCI balance for the three and nine months ended September 30, 2023 and 2022, which consists solely of adjustments related to our cash flow hedges (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Accumulated other comprehensive income (loss) - beginning balance	\$ 16,525	\$ (2,974)	\$ 8,247	\$ (9,874)
Other comprehensive income before reclassifications	7,997	12,326	20,354	17,743
Amounts reclassified from accumulated other comprehensive (income) loss to interest expense	(3,237)	368	(7,041)	2,118
Net current period other comprehensive income	4,760	12,694	13,313	19,861
Less: other comprehensive income attributable to noncontrolling interests	(143)	(497)	(418)	(764)
Other comprehensive income attributable to common stockholders	4,617	12,197	12,895	19,097
Accumulated other comprehensive income (loss) - ending balance	\$ 21,142	\$ 9,223	\$ 21,142	\$ 9,223

Noncontrolling Interests

Noncontrolling interests relate to interests in the Operating Partnership, represented by common units of partnership interests in the Operating Partnership (“OP Units”), fully-vested LTIP units, fully-vested performance units, our three series of preferred units of partnership interest in the Operating Partnership (comprised of 4.43937%, 4.00% and 3.00% Cumulative Redeemable Convertible Preferred Units (the “CPOP Units”)), and the preferred units of the private REIT that we acquired on July 18, 2022, that are not owned by us.

Operating Partnership Units

As of September 30, 2023, noncontrolling interests included 5,567,048 OP Units, 792,646 fully-vested LTIP units and 940,847 fully-vested performance units, and represented approximately 3.4% of our Operating Partnership (excluding CPOP Units). 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 and 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 12 – Incentive Award Plan” for a description of LTIP units and Performance Units.

During the nine months ended September 30, 2023, 313,791 OP Units were converted into an equivalent number of shares of common stock, resulting in the reclassification of \$12.4 million of noncontrolling interest to Rexford Industrial Realty, Inc.’s stockholders’ equity.

12. Incentive Award Plan

Second Amended and Restated 2013 Incentive Award Plan

We maintain one share-based incentive plan, the Second Amended and Restated Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P. 2013 Incentive Award Plan (the “Plan”), pursuant to which, we may make grants of restricted stock, LTIP units of partnership interest in our Operating Partnership (“LTIP Units”), performance units in our Operating Partnership (“Performance Units”), dividend equivalents and other stock based and cash awards to our non-employee directors, employees and consultants.

As of September 30, 2023, a total of 1,413,165 shares of common stock, LTIP Units, Performance Units and other stock based awards remain available for issuance under the Plan. 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 described in the Operating Partnership’s partnership agreement, the LTIP Units and Performance Units can over time achieve full parity with the OP 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. Vested Performance Units and 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 distributions paid on OP Units.

Share-Based Award Activity

The following table sets forth our unvested restricted stock activity and unvested LTIP Unit activity for the nine months ended September 30, 2023:

	Unvested Awards			
	Restricted Common Stock		LTIP Units	
	Number of Shares	Weighted-Average Grant Date Fair Value per Share	Number of Units	Weighted-Average Grant Date Fair Value per Unit
Balance at January 1, 2023	274,416	\$ 56.92	313,051	\$ 54.84
Granted	204,147	\$ 59.01	64,705	\$ 57.24
Forfeited	(20,408)	\$ 62.92	—	\$ —
Vested ⁽¹⁾	(108,598)	\$ 52.68	(53,072)	\$ 55.81
Balance at September 30, 2023	349,557	\$ 59.10	324,684	\$ 55.16

- (1) During the nine months ended September 30, 2023, 32,028 shares of the Company’s common stock were tendered in accordance with the terms of the Plan to satisfy minimum statutory tax withholding requirements associated with the vesting of restricted shares of common stock.

The following table sets forth the vesting schedule of all unvested share-based awards outstanding as of September 30, 2023:

	Unvested Awards		
	Restricted Common Stock	LTIP Units	Performance Units ⁽¹⁾
October 1, 2023 - December 31, 2023	1,403	127,120	476,915
2024	136,375	105,022	366,004
2025	97,127	74,010	673,188
2026	71,030	12,040	—
2027	43,622	6,492	—
Total	349,557	324,684	1,516,107

- (1) Represents the maximum number of Performance Units that would become earned and vested in December of 2023, December of 2024, and November/December of 2025, in the event that the specified maximum total shareholder return (“TSR”) and FFO per share growth hurdles are achieved at the end of the three-year performance period for awards that were initially granted in December of 2020, December of 2021, and November of 2022, respectively.

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):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Expensed share-based compensation ⁽¹⁾	\$ 8,166	\$ 6,316	\$ 24,300	\$ 18,710
Capitalized share-based compensation ⁽²⁾	275	167	740	454
Total share-based compensation	\$ 8,441	\$ 6,483	\$ 25,040	\$ 19,164

- (1) Amounts expensed are included in “General and administrative” and “Property expenses” in the accompanying consolidated statements of operations.
- (2) For the three and nine months ended September 30, 2023 and 2022, amounts capitalized relate to employees who provide construction services, and are included in “Building and improvements” in the consolidated balance sheets.

As of September 30, 2023, total unrecognized compensation cost related to all unvested share-based awards was \$42.8 million and is expected to be recognized over a weighted average remaining period of 25 months.

13. 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):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Numerator:				
Net income	\$ 61,790	\$ 41,648	\$ 182,270	\$ 131,449
Less: Preferred stock dividends	(2,314)	(2,314)	(6,943)	(6,943)
Less: Net income attributable to noncontrolling interests	(2,824)	(2,368)	(8,605)	(7,142)
Less: Net income attributable to participating securities	(314)	(201)	(952)	(605)
Net income attributable to common stockholders – basic and diluted	<u>\$ 56,338</u>	<u>\$ 36,765</u>	<u>\$ 165,770</u>	<u>\$ 116,759</u>
Denominator:				
Weighted average shares of common stock outstanding – basic	205,279,681	171,908,895	200,455,490	165,852,466
Effect of dilutive securities	167,851	922,278	212,083	548,968
Weighted average shares of common stock outstanding – diluted	<u>205,447,532</u>	<u>172,831,173</u>	<u>200,667,573</u>	<u>166,401,434</u>
Earnings per share — Basic				
Net income attributable to common stockholders	\$ 0.27	\$ 0.21	\$ 0.83	\$ 0.70
Earnings per share — Diluted				
Net income attributable to common stockholders	\$ 0.27	\$ 0.21	\$ 0.83	\$ 0.70

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 and FFO per share growth over a three-year performance period, are included as contingently issuable shares in the calculation of diluted EPS when TSR and/or FFO per share growth 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.

Shares issuable under forward equity sale agreements during the period prior to settlement are reflected in our calculation of weighted average shares of common stock outstanding – diluted using the treasury stock method as the impact was dilutive for the periods presented above.

We also consider the effect of other potentially dilutive securities, including the CPOP Units and OP Units, which may be redeemed for shares of our common stock under certain circumstances, and include them in our computation of diluted EPS under the if-converted method when their inclusion is dilutive. These units were not dilutive for the periods presented above.

14. Subsequent Events

Dividends and Distributions Declared

On October 16, 2023, our board of directors declared the following quarterly cash dividends/distributions, record dates and payment dates.

Security	Amount per Share/Unit	Record Date	Payment Date
Common stock	\$ 0.38	December 29, 2023	January 16, 2024
OP Units	\$ 0.38	December 29, 2023	January 16, 2024
5.875% Series B Cumulative Redeemable Preferred Stock	\$ 0.367188	December 15, 2023	December 29, 2023
5.625% Series C Cumulative Redeemable Preferred Stock	\$ 0.351563	December 15, 2023	December 29, 2023
4.43937% Cumulative Redeemable Convertible Preferred Units	\$ 0.505085	December 15, 2023	December 29, 2023
4.00% Cumulative Redeemable Convertible Preferred Units	\$ 0.45	December 15, 2023	December 29, 2023
3.00% Cumulative Redeemable Convertible Preferred Units	\$ 0.545462	December 15, 2023	December 29, 2023

Partial Settlement of May 2023 Forward Sale Agreements

In October 2023, we partially settled the May 2023 Forward Sale Agreements by issuing 4,611,653 shares of common stock in exchange for net proceeds of \$256.1 million, based on a weighted average forward price of \$55.54 per share at settlement.

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

The following discussion should be read in conjunction with the consolidated financial statements and the related notes thereto that appear in Part I, Item 1 "Financial Statements" of this Quarterly Report on Form 10-Q. The terms "Company," "we," "us," and "our" refer to Rexford Industrial Realty, Inc. and its consolidated subsidiaries except where the context otherwise requires.

Forward-Looking Statements

We make statements in this quarterly report that are forward-looking statements, which are usually identified by the use of words such as "anticipates," "believes," "expects," "intends," "may," "might," "plans," "estimates," "projects," "seeks," "should," "will," "result" 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;
- risks associated with redevelopment and repositioning activities, including the possibility that costs may exceed original estimates, the time to complete a project or to lease up the completed project may be greater than originally anticipated or changes in entitlements or laws may impact or prevent execution of intended projects;
- 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, including impacts and uncertainty from trade disputes and tariffs on goods imported to the United States and goods exported to other countries;
- the general level of interest rates;
- potential impacts of inflation;
- 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 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 Ratings ("Fitch"), Moody's Investors Services ("Moody's") or from Standard and Poor's Ratings Services ("S&P");
- litigation, including costs associated with prosecuting or defending pending or threatened claims and any adverse outcomes;
- 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;
- an epidemic or pandemic, and the measures that international, federal, state and local governments, agencies, law enforcement and/or health authorities may implement to address it, which may precipitate or exacerbate one or more

of the above-mentioned factors and/or other risks, and significantly disrupt or prevent us from operating our business in the ordinary course for an extended period; and

- other events outside of our control.

Accordingly, there is no assurance that our expectations will be realized. Except as otherwise required by the 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 carefully review our financial statements and the notes thereto, as well as the section entitled “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2022.

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 acquire, own, improve, reposition, redevelop, lease and manage industrial real estate principally located in Southern California infill markets, and, from time to time, acquire or provide mortgage debt secured by industrial zoned property or property suitable for industrial development. We are organized and conduct our operations to qualify as a REIT under the Code, as amended, 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 September 30, 2023, our consolidated portfolio consisted of 371 properties with approximately 45.0 million rentable square feet.

Our goal is to generate attractive risk-adjusted returns for our stockholders by providing superior access to industrial property investments in high-barrier Southern California infill markets. Periodically we also engage in mortgage debt investments secured by industrial zoned property or property suitable for industrial development within these markets. Our target markets provide us with opportunities to acquire both stabilized properties generating favorable cash flow, as well as properties or land parcels where we can enhance returns through value-add repositioning and redevelopments. 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 operating platform and extensive value-add investment and management capabilities, we believe we are positioned to capitalize upon the opportunities in our markets to achieve our objectives.

2023 Year to Date Highlights

Financial and Operational Highlights

- Net income attributable to common stockholders increased by 42.0% to \$165.8 million for the nine months ended September 30, 2023, compared to the prior year.
- Core funds from operations (Core FFO)⁽¹⁾ attributable to common stockholders increased by 33.4% to \$326.0 million for the nine months ended September 30, 2023, compared to the prior year.
- Net operating income (NOI)⁽¹⁾ increased by 30.4% to \$448.3 million for the nine months ended September 30, 2023, compared to the prior year.
- Total portfolio occupancy at September 30, 2023 was 94.1%.
- Same Property Portfolio⁽²⁾ average occupancy for the nine months ended September 30, 2023 was 97.9% and ending occupancy at September 30, 2023 was 97.9%.
- Executed a total of 355 new and renewal leases with a combined 5.4 million rentable square feet, with leasing spreads of 81.6% on a GAAP basis and 62.5% on a cash basis.

⁽¹⁾ See “Non-GAAP Supplemental Measures: Funds From Operations” and “Non-GAAP Supplemental Measures: NOI and Cash NOI” included under Item 2 of this Form 10-Q for a definition and reconciliation of Core FFO and NOI from net income and a discussion of why we believe Core FFO and NOI are useful supplemental measures of operating performance.

⁽²⁾ For a definition of “Same Property Portfolio,” see “Results of Operations” included under Item 2 of this Form 10-Q.

Acquisitions

- During the first quarter of 2023, we completed five acquisitions representing seven properties with 1.8 million rentable square feet of buildings on 99 acres of land for an aggregate purchase price of \$762.2 million.
- During the second quarter of 2023, we completed the acquisition of three properties with 0.2 million rentable square feet of buildings on 15 acres of land for an aggregate purchase price of \$83.3 million.
- During the third quarter of 2023, we completed the acquisition of six properties with 1.1 million rentable square feet of buildings on 44 acres of land for an aggregate purchase price of \$314.8 million.

Dispositions

- During the first quarter of 2023, we sold one property with 48,394 rentable square feet for a gross sales price of \$17.0 million and recognized \$12.1 million in gains on sale of real estate.

Repositioning & Redevelopment

- During the second quarter of 2023, we stabilized four of our repositioning/redevelopment properties located at 12821 Knott Street, 14100 Vine Place and 15601 Avalon Boulevard, which have a combined 374,564 rentable square feet, and 12133 Greenstone Avenue, a single-tenant container storage facility on 4.8 acres of land.
- During the second quarter of 2023, we completed construction of two of our repositioning/redevelopment properties located at 20851 Currier Road and 12752-12822 Monarch Street. As of September 30, 2023, these two properties and our property located at 8210-8240 Haskell Avenue, were in the lease-up stage.

Equity

- During the first quarter of 2023, we issued 11,504,656 shares of common stock for total net proceeds of \$653.0 million through a range of equity transactions, as follows:
 - We sold 449,227 shares of common stock directly through sales agents under our at-the-market equity offering program at a weighted average price of \$60.84 per share, for gross proceeds of \$27.3 million, and net proceeds of \$27.0 million after deducting the sales agents' fee.
 - We entered into forward equity sales agreements under our at-the-market equity offering program with respect to 2,126,824 shares of our common stock at a weighted average initial forward sale price of \$60.09 per share. We settled these forward equity sale agreements and the outstanding forward sale agreement under our at-the-market equity offering program from 2022 by issuing 2,763,708 shares of common stock in exchange for net proceeds of \$163.2 million, based on a weighted average forward price of \$59.04 per share at settlement.
 - We settled the outstanding forward equity sales agreements from our November 2022 underwritten public offering by issuing 8,291,721 shares of common stock for net proceeds of \$462.8 million, based on a weighted average forward price of \$55.81 per share at settlement.
- During the second quarter of 2023, we entered into forward equity sale agreements with certain financial institutions acting as forward purchasers in connection with an underwritten public offering of 13,500,000 shares of our common stock at an initial forward sale price \$55.24 per share, or \$745.7 million.
- During the third quarter of 2023, we partially settled the outstanding forward equity sale agreements related to the public offering by issuing 5,400,000 shares of common stock in exchange for net proceeds of \$298.4 million.
- Subsequent to September 30, 2023, in October 2023, we partially settled the outstanding forward equity sale agreements related to the public offering by issuing 4,611,653 shares of common stock in exchange for net proceeds of \$256.1 million.
- As of the date of this filing, we had 3,488,347 shares of common stock, or approximately \$193.8 million of forward net proceeds remaining for settlement prior to October 11, 2024, based on a weighted average forward sale price of \$55.55 per share.

Financing

- In February 2023, we certified that the sustainability performance target associated with our senior unsecured credit agreement was met for 2022, resulting in the reduction of the applicable margin and applicable credit facility fee by 0.04% and 0.01%, respectively.
- In March 2023, we completed an underwritten public offering of \$300.0 million of 5.000% Senior Notes due 2028 (the “\$300 Million Notes”). The \$300 Million Notes were issued to the public at 98.975% of the principal amount, and net proceeds were \$295.1 million after deducting the underwriting discount.
- In March 2023, we executed four forward starting interest rate swaps with an aggregate notional value of \$400.0 million to fix daily SOFR related to our \$400.0 million term loan at a rate of 3.97231% commencing on April 3, 2023 and maturing on June 30, 2025, resulting in an all-in fixed rate of 4.83231%.
- In March 2023, we executed one forward starting interest rate swap with a notional value of \$60.0 million to fix 1-month term SOFR related to our \$60.0 million term loan at a rate of 3.71% commencing on April 3, 2023 and maturing on July 30, 2026, resulting in an all-in fixed rate of 5.06%.

Factors That May Influence Future Results of Operations

Market and Portfolio Fundamentals

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

The infill Southern California industrial real estate sector continues to exhibit strong long-term fundamentals. These high-barrier infill markets are characterized by a relative scarcity of highly functional product, coupled with the limited ability to introduce new supply due to high land and redevelopment costs and a dearth of developable land in markets experiencing a net reduction in supply as, over time, more industrial property is converted to non-industrial uses than can be delivered. Meanwhile, underlying tenant demand within our infill target markets continues to be healthy, illustrated or driven by strong re-leasing spreads and renewal activity, a dynamic regional economy, growth in ecommerce 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. That said, economic uncertainties as a result of inflation and higher interest rates along with fluctuations of west coast port activity, port labor relations and the normalization of market vacancy and rent growth could impact future demand, rental rates and vacancy within our infill Southern California market.

Tenant demand remains healthy within our portfolio, which is strategically located within prime infill Southern California industrial markets. The quality and intensity of tenant demand through the third quarter of 2023 is demonstrated through the Company’s strong leasing spreads and volume, achieving rental rates and related terms from new and renewing tenants that have generally exceeded those from historical years (see “—Leasing Activity and Rental Rates” below). This tenant demand has been driven by a wide range of sectors, from consumer products, healthcare and medical products to aerospace, food, construction and logistics, as well as by an emerging electric vehicle industry, among other sectors. We continue to observe a notable volume of ecommerce-oriented tenants securing space within our portfolio, which accelerated the growth in the range and volume of goods and customers transacting through ecommerce. In addition, ecommerce-related delivery demand associated with last-mile distribution and local omnichannel retail fulfillment are driving discernible shifts in inventory-handling strategies among retailers and distributors, which we believe is driving incremental demand for our infill property locations. Our portfolio, which we believe represents prime locations with superior functionality within the largest last-mile logistics distribution market in the nation, is well-positioned to continue to serve our existing diverse tenant base and attract incremental ecommerce-oriented and traditional distribution demand.

We believe our portfolio’s leasing performance during the third quarter of 2023 has generally outpaced that of the infill markets within which we operate, and, as discussed in more detail below, our target infill markets continue to operate at high levels of occupancy. We believe this performance has been driven by our highly entrepreneurial business model focused on acquiring and improving industrial property in superior locations so that our portfolio reflects a higher level of quality and functionality, on average, as compared to typical available product within the markets within which we operate. We also believe the quality and entrepreneurial approach demonstrated by our team of real estate professionals actively managing our properties and our tenants enables the potential to outcompete within our markets that we believe are generally otherwise owned by more passive, less-focused real estate owners.

General Market Conditions

The following general market conditions have been sourced from third-party market data and do not necessarily reflect the results of our portfolio. For our portfolio specific results see “—Rental Revenues” and “—Results of Operations” below.

In Los Angeles County, vacancy increased quarter-over-quarter and average asking lease rates decreased slightly quarter-over-quarter after reaching a record high in the first half of 2023. Occupancy has returned to 2019 pre-COVID levels, which represented a healthy industrial market at that time, 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 strong during the third quarter of 2023. Average asking lease rates increased marginally quarter-over-quarter and vacancy increased slightly quarter-over-quarter while still remaining at near-record low vacancy levels. Current market conditions are expected to remain solid over the long-term due to consistent demand and the continued low availability of industrial product in this region.

In the Inland Empire West, which contains infill markets in which we operate, vacancy increased quarter-over-quarter, in part due to the number of units over 100,000 square feet that were available. In contrast, vacancy in the Company’s Same Property Portfolio was flat for units over 100,000 square feet and decreased by 60 basis points overall compared to the prior quarter driven by the Company’s limited exposure to unit sizes that are experiencing an increase in supply in the Inland Empire West market. Average taking lease rates in the market decreased quarter-over-quarter. We generally do not focus on properties located within the non-infill Inland Empire East sub-market where available land and the development and construction pipeline for new supply is substantial.

In San Diego, vacancy was unchanged quarter-over-quarter remaining below pre-COVID levels and average asking lease rates decreased slightly quarter-over-quarter.

In Ventura County, vacancy increased slightly quarter-over-quarter and average asking lease rates decreased quarter-over-quarter.

Acquisitions and Value-Add Repositioning and Redevelopment 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 industrial outdoor storage sites, land parcels or properties with excess land for ground-up redevelopment projects. Acquisitions may comprise single property investments as well as the purchase of portfolios of properties, with transaction values ranging from approximately \$10 million 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. Similarly, while our focus is owning and operating industrial properties in Southern California infill markets, occasionally an acquisition may include non-industrial properties, such as office and other uses, with the intent to reposition or redevelop the properties into industrial use or to dispose of the non-industrial assets in a manner intended 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 repositioning, redevelopment, 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 can provide a range of property improvements. This 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, in each case designed to improve the cash flow and value of the property.

We have a number of significant repositioning properties, which are individually presented in the tables below. A repositioning property that is considered significant is typically defined as a property where a significant amount of space is held vacant in order to implement capital improvements, the cost to complete repositioning work and lease-up is estimated to be greater than \$1 million and the repositioning and lease-up time frame is estimated to be greater than six months. We also have a range of other spaces in repositioning, that due to their smaller size, relative scope, projected repositioning costs or relatively nominal amount of down-time, are not presented below, however, in the aggregate, may be substantial (and which we refer to as “other repositioning projects”).

A repositioning is generally considered complete once the investment is fully or nearly fully deployed and the property is available for occupancy. 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.

A redevelopment property is defined as a property where we plan to fully or partially demolish an existing building(s) due to building obsolescence and/or a property with excess or vacant land where we plan to construct a ground-up building.

As of September 30, 2023, 26 of our properties were under current repositioning or redevelopment and three of our properties were in the lease-up stage. In addition, we have a pipeline of ten additional properties for which we anticipate beginning repositioning/redevelopment construction work between the fourth quarter of 2023 and the second quarter of 2025. The tables below set forth a summary of these properties, as well as the properties that were most recently stabilized in 2022 and 2023, as the timing of these stabilizations have a direct impact on our current and comparative results of operations. Furthermore, we estimate that over the next four years we have up to approximately 6.0 million rentable square feet of additional repositioning/redevelopment projects embedded in our portfolio that are not currently listed in the tables below. We consider a repositioning/redevelopment property to be stabilized upon the earlier of (i) reaching 90% occupancy or (ii) one year from the date construction work is completed.

Property (Submarket)	Market	Total Property Rentable Square Feet ⁽²⁾	Repositioning/ Lease-up Rentable Square Feet ⁽²⁾	Estimated Construction Period ⁽¹⁾		Total Property Leased % at 9/30/2023
				Start	Completion	
Current Repositioning:						
19431 Santa Fe Avenue (South Bay)	LA	LAND	LAND	1Q-2022	4Q-2023	100% ⁽³⁾
2800 Casitas Avenue (SF Valley)	LA	116,158	116,158	1Q-2023	4Q-2023	—%
444 Quay Avenue (South Bay)	LA	26,700	26,700	1Q-2023	4Q-2023	—%
500 Dupont Avenue (IE - West)	SB	274,852	274,852	1Q-2023	1Q-2024	—%
11308-11350 Penrose Street (SF Valley)	LA	151,011	71,547	1Q-2023	1Q-2024	53%
9755 Distribution Avenue (Central SD)	SD	47,666	23,726	2Q-2023	4Q-2023	50%
4039 Calle Platino (North County SD)	SD	143,552	73,696	2Q-2023	1Q-2024	70%
8902-8940 Activity Road (Central SD)	SD	112,876	13,950	3Q-2023	1Q-2024	87%
2880 Ana Street (South Bay)	LA	LAND	LAND	3Q-2023	1Q-2024	—%
29120 Commerce Center Drive (SF Valley)	LA	135,258	135,258	3Q-2023	3Q-2024	100% ⁽⁴⁾
14434-14527 San Pedro Street (South Bay)	LA	58,094	58,094	3Q-2023	2Q-2025	—%
Total Current Repositioning		<u>1,066,167</u>	<u>793,981</u>			
Lease-up (Repositioning):						
8210-8240 Haskell Avenue (SF Valley)	LA	52,934	52,934	1Q-2022	1Q-2023	28%
20851 Currier Road (SG Valley)	LA	59,412	59,412	1Q-2023	2Q-2023	—%
Total Lease-up (Repositioning)		<u>112,346</u>	<u>112,346</u>			
Future Repositioning:						
263-321 Gardena Blvd (South Bay)	LA	55,238	55,238	4Q-2023	3Q-2024	100%
East 27th Street (Central LA)	LA	300,389	126,563	4Q-2023	3Q-2024	100%
29125 Avenue Paine (SF Valley)	LA	176,107	176,107	4Q-2023	4Q-2024	100%
17311 Nichols Lane (OC West)	OC	104,182	104,182	1Q-2024	4Q-2024	100%
19301 Santa Fe Avenue (South Bay)	LA	LAND	LAND	1Q-2024	4Q-2024	76%
Total Future Repositioning		<u>635,916</u>	<u>462,090</u>			

– See footnotes starting on page 46 –

Property (Submarket)	Market	Estimated Redevelopment Rentable Square Feet ⁽⁵⁾	Estimated Construction Period ⁽¹⁾		Total Property Leased % at 9/30/2023
			Start	Completion	
Current Redevelopment:					
1055 Sandhill Avenue (South Bay)	LA	127,857	3Q-2021	1Q-2024	—%
9615 Norwalk Boulevard (Mid-Counties)	LA	201,571	3Q-2021	4Q-2024	—%
9920-10020 Pioneer Boulevard (Mid-Counties)	LA	162,231	4Q-2021	1Q-2024	—%
1901 Via Burton (North OC)	OC	139,449	1Q-2022	2Q-2024	—%
3233 Mission Oaks Boulevard (Ventura) ⁽⁶⁾	VC	117,358	2Q-2022	2Q-2024	—%
8888-8892 Balboa Avenue (Central SD)	SD	123,488	3Q-2022	3Q-2024	—%
6027 Eastern Avenue (Central LA)	LA	93,498	3Q-2022	3Q-2024	—%
2390-2444 American Way (North OC)	OC	100,483	4Q-2022	1Q-2024	—%
12118 Bloomfield Avenue (Mid-Counties)	LA	109,447	4Q-2022	3Q-2024	—%
4416 Azusa Canyon Road (SG Valley)	LA	130,063	4Q-2022	4Q-2024	—%
3071 Coronado Street (North OC)	OC	105,173	1Q-2023	1Q-2024	—%
15010 Don Julian Road (SG Valley)	LA	219,242	1Q-2023	4Q-2024	—%
21515 Western Avenue (South Bay)	LA	84,100	2Q-2023	4Q-2024	—%
12772 San Fernando Road (SF Valley)	LA	143,421	3Q-2023	3Q-2024	—%
19900 Plummer Street (SF Valley)	LA	79,900	3Q-2023	4Q-2024	—%
Total Current Redevelopment		<u>1,937,281</u>			
Lease-up (Redevelopment):					
12752-12822 Monarch St. (West OC) ⁽⁷⁾	OC	163,864	1Q-2022	2Q-2023	See note (7)
Total Lease-up (Redevelopment)		<u>163,864</u>			
Future Redevelopment:					
17907-18001 Figueroa Street (South Bay)	LA	76,722	4Q-2023	4Q-2024	73%
Rancho Pacifica - Building 5 (South Bay)	LA	76,500	4Q-2023	4Q-2024	100%
1500 Raymond Avenue (North OC)	OC	138,497	4Q-2023	1Q-2025	—%
13711 Freeway Drive (Mid-Counties)	LA	104,500	2Q-2024	3Q-2025	100%
404-430 Berry Way (North OC)	OC	147,000	2Q-2025	2Q-2026	16%
Total Future Redevelopment		<u>543,219</u>			

– See footnotes starting on page 46 –

Stabilized ⁽⁸⁾	Market	Stabilized Rentable Square Feet	Period Stabilized	Total Property Leased % at 9/30/2023
12821 Knott Street (West OC) ⁽⁹⁾	OC	165,171	2Q-2023	100%
12133 Greenstone Avenue (Mid-Counties)	LA	LAND	2Q-2023	100%
14100 Vine Place (Mid-Counties)	LA	122,514	2Q-2023	100%
15601 Avalon Boulevard (South Bay)	LA	86,879	2Q-2023	100%
Total 2023 Stabilized		374,564		
29025-29055 Avenue Paine (San Fernando Valley)	LA	111,260	1Q-2022	100%
900 East Ball Road (North OC)	OC	62,607	2Q-2022	100%
11600 Los Nietos Road (Mid-Counties)	LA	106,251	3Q-2022	100%
3441 MacArthur Blvd. (OC Airport)	OC	124,102	3Q-2022	100%
415-435 Motor Avenue (SG Valley)	LA	94,321	4Q-2022	100%
15650-15700 Avalon Blvd. (South Bay)	LA	98,259	4Q-2022	100%
19475 Gramercy Place (South Bay)	LA	47,712	4Q-2022	100%
Total 2022 Stabilized		644,512		

- (1) The estimated construction start period is the period we anticipate starting physical construction on a project. Prior to physical construction, we engage in pre-construction activities, which include design work, securing permits or entitlements, site work, and other necessary activities preceding construction. The estimated completion period is our current estimate of the period in which we will have substantially completed a project and the project is made available for occupancy. We expect to update our timing estimates on a quarterly basis. 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 (including delays related to supply chain backlogs), changes in scope, and other unforeseen circumstances.
- (2) “Total Property Rentable Square Feet” is the total rentable square footage of the entire property or particular building(s) (footnoted if applicable) under repositioning/lease-up. “Repositioning/Lease-up Rentable Square Feet” is the actual rentable square footage that is subject to repositioning at the property/building, and may be less than Total Property Rentable Square Feet.
- (3) As of September 30, 2023, 19431 Santa Fe Avenue has been leased and the tenant is occupying a portion of the property. The tenant is expected to take full occupancy in the fourth quarter of 2023, subject to completion of repositioning work.
- (4) As of September 30, 2023, 29120 Commerce Center Drive has been leased on a short-term basis through June 30, 2024. We are currently performing repositioning work around the short-term tenant.
- (5) Represents the estimated rentable square footage of the project upon completion of redevelopment.
- (6) As of September 30, 2023, 3233 Mission Oaks Boulevard comprises 409,217 rentable square feet that are currently occupied and not being redeveloped. We plan to construct one new building comprising 117,358 rentable square feet. We are also performing site work across the entire project. At completion, the total project will contain 526,575 rentable square feet.
- (7) As of September 30, 2023, 12752-12822 Monarch Street comprises 275,189 rentable square feet. The project includes 111,325 rentable square feet with tenants in-place that were not redeveloped. We repositioned 65,968 rentable square feet, and demolished 99,925 rentable square feet and constructed a new 97,896 rentable square feet building in its place.
- (8) We consider a repositioning property to be stabilized upon the earlier of (i) reaching 90% occupancy or (ii) one year from the date construction work is completed.
- (9) At 12821 Knott Street, we repositioned the existing 120,800 rentable square foot building and constructed 45,171 rentable square feet of new warehouse space.

Capitalized Costs

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 redevelopment and construction period. An increase in our repositioning and redevelopment 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 \$6.2 million and \$16.1 million of interest expense and \$1.9 million and \$5.0 million of insurance and real estate tax expenses during the three and nine months

ended September 30, 2023, respectively, related to our repositioning and redevelopment projects.

Construction Costs and Timing

Recent inflationary and supply chain pressures have led to increased construction materials and labor costs, which when combined with longer lead times for governmental approvals and entitlements, have led to an overall increase in budgeted and actual construction costs as well as delays in starting and completing certain of our redevelopment projects. While low vacancy in our markets and continued rent growth (see “—Leasing Activity and Rental Rates” below) has helped to mitigate some of the impact of rising construction costs and project delays, additional increases in costs and further delays could result in a lower expected yield on our redevelopment projects, which could negatively impact our future earnings.

Rental Revenues

Our operating results depend primarily upon generating rental revenue from the properties in our 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 September 30, 2023, our consolidated portfolio, inclusive of space in repositioning as described in the subsequent paragraph, was approximately 94.1% occupied, while our stabilized consolidated portfolio exclusive of such space was approximately 97.9% 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 completion and lease-up of repositioning and redevelopment projects that are currently under construction.

As summarized in the tables under “—Acquisitions and Value-Add Repositioning and Redevelopment of Properties” above, as of September 30, 2023, 26 of our properties with a combined 2.7 million of estimated rentable square feet at completion are under current repositioning or redevelopment, three properties with a combined 0.3 million of rentable square feet are in lease-up, and we have a near-term pipeline of ten repositioning and redevelopment projects with a combined 1.0 million of estimated rentable square feet at completion. Additionally, we have 0.3 million rentable square feet of other repositioning projects. Vacant space at these properties is concentrated in our Los Angeles, Orange County and San Bernardino markets and represents 3.8% of our total consolidated portfolio square footage as of September 30, 2023. Including vacant space at these properties, our weighted average occupancy rate as of September 30, 2023 in our Los Angeles, Orange County and San Bernardino markets was 94.8%, 92.0% and 92.9%, respectively. Excluding vacant space at these properties, our weighted average occupancy rate as of September 30, 2023, in these markets was 98.1%, 99.8% and 97.0%, respectively. We believe that an important portion of our long-term future growth will come from the completion of these projects currently under or scheduled for repositioning/redevelopment, as well as through the identification or acquisition of new opportunities for repositioning and redevelopment, 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. In the last several years, the Los Angeles, Orange County, San Bernardino and San Diego markets have continued to show historically low vacancy and positive absorption, resulting from the combination of sustained high tenant demand and low product availability. Accordingly, our properties in these markets have generally exhibited a similar trend. We believe that general market conditions will remain healthy through the remainder of 2023, and the long-term 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 for the three and nine months ended September 30, 2023:

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⁾
Q1-2023	54	522,288	3.6	\$ 21.41	108.8 %	87.6 %
Q2-2023	53	961,235	5.8	\$ 21.67	83.8 %	66.9 %
Q3-2023	57	862,420	4.5	\$ 18.82	74.0 %	56.0 %
Total/Weighted Average	164	2,345,943	4.8	\$ 20.57	87.6 %	69.1 %

Quarter	Renewal Leases					Expired Leases		Retention % ⁽⁷⁾	
	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 ⁽⁶⁾	Rentable Square Feet
Q1-2023	68	1,254,005	4.1	\$ 22.02	74.9 %	54.5 %	136	2,461,943	83.3 %
Q2-2023	76	1,165,452	4.3	\$ 20.72	100.2 %	76.8 %	144	2,065,869	70.9 %
Q3-2023	47	667,179	2.1	\$ 21.54	60.5 %	49.1 %	110	1,653,111	61.7 %
Total/Weighted Average	191	3,086,636	3.8	\$ 21.43	79.9 %	60.7 %	390	6,180,923	73.0 %

- 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 that were executed during the quarter.
- Calculated as the change between GAAP rents for new or renewal leases and the expiring GAAP rents (excluding the impact of amortization of intangible assets or liabilities) on the expiring leases for the same space.
- Calculated as the change between starting cash rents for new or renewal leases and the expiring cash rents on the expiring leases for the same space.
- The GAAP and cash re-leasing spreads for new leases executed during the nine months ended September 30, 2023, exclude 52 leases aggregating 1,451,641 rentable square feet for which there was no comparable lease data. Of these 52 excluded leases, 33 leases for 828,564 rentable square feet were recently repositioned/redeveloped space. Comparable leases generally exclude: (i) space that has never been occupied under our ownership, (ii) repositioned/redeveloped space, including space in pre-development/entitlement process, (iii) space that has been vacant for over one year or (iv) space with lease terms shorter than six months.
- The GAAP and cash re-leasing rent spreads for renewal leases executed during the nine months ended September 30, 2023, exclude seven leases aggregating 120,730 rentable square feet for which there was no comparable lease data. Comparable leases generally exclude space with lease terms shorter than six months or space in pre-development/entitlement process.
- Includes leases totaling 1,668,760 rentable square feet that expired during the nine months ended September 30, 2023, for which the space has been or will be placed into repositioning (including "other repositioning projects") or redevelopment.
- 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 square footage related to the following: (i) expiring leases associated with space that is placed into repositioning (including "other repositioning projects") after the tenant vacates, (ii) early terminations with pre-negotiated replacement leases and (iii) move outs where space is directly leased by subtenants.

Our leasing activity is impacted both by our repositioning and redevelopment 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. As of September 30, 2023, we have 26 current repositioning/redevelopment projects with estimated construction completion periods ranging from the fourth quarter of 2023 through the second quarter of 2025, and an additional ten repositioning and redevelopment projects in our pipeline with estimated construction completion dates through the second quarter of 2026. We expect these properties to have positive impacts on our leasing activity and revenue generation as we complete our value-add plans 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 relative desirability of our individual properties, which may impact our results of operations. The following table sets forth a summary schedule of lease expirations for leases in place as of September 30, 2023, for each of the 10 full and partial calendar years beginning with 2023 and thereafter, plus space that is available and under current repositioning.

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⁾	—	903,526	2.0 %	\$ —	— %	\$ —
Repositioning/Redevelopment ⁽⁶⁾	—	1,731,770	3.9 %	—	— %	\$ —
MTM Tenants	11	241,540	0.5 %	3,375	0.5 %	\$ 13.97
Remainder of 2023	89	1,249,197	2.8 %	16,809	2.6 %	\$ 13.46
2024	427	7,014,516	15.6 %	89,762	14.1 %	\$ 12.80
2025	393	7,362,873	16.4 %	104,844	16.5 %	\$ 14.24
2026	345	7,996,757	17.8 %	111,379	17.5 %	\$ 13.93
2027	143	4,956,329	11.0 %	79,352	12.5 %	\$ 16.01
2028	117	3,884,505	8.6 %	65,806	10.3 %	\$ 16.94
2029	34	2,185,305	4.8 %	33,305	5.2 %	\$ 15.24
2030	23	1,928,432	4.3 %	29,030	4.6 %	\$ 15.05
2031	19	2,006,502	4.5 %	33,100	5.2 %	\$ 16.50
2032	16	1,086,587	2.4 %	20,951	3.3 %	\$ 19.28
Thereafter	35	2,450,774	5.4 %	49,308	7.7 %	\$ 20.12
Total Consolidated Portfolio	1,652	44,998,613	100.0 %	\$ 637,021	100.0 %	\$ 15.04

(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 September 30, 2023, multiplied by 12. Excludes tenant reimbursements. 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 September 30, 2023.

(4) Calculated as annualized base rent for such leases divided by the occupied square feet for such leases as of September 30, 2023.

(5) Represents vacant space (not under repositioning/redevelopment) as of September 30, 2023. Includes leases aggregating 54,008 rentable square feet that had been signed but had not yet commenced as of September 30, 2023.

(6) Represents vacant space at properties that were classified as repositioning (including “other repositioning projects”) or redevelopment properties as of September 30, 2023.

As of September 30, 2023, in addition to 0.9 million rentable square feet of currently available space in our portfolio and approximately 1.7 million rentable square feet of vacant space under current repositioning, leases representing 2.8% and 15.6% of the aggregate rentable square footage of our portfolio are scheduled to expire during the remainder of 2023 and 2024, respectively. During the nine months ended September 30, 2023, we renewed 191 leases for 3.1 million rentable square feet, resulting in a retention rate of 73.0%. Our retention rate during the period was impacted by the combination of low vacancy and high demand in many of our key markets. During the nine months ended September 30, 2023, new and renewal leases had a weighted average term of 4.8 and 3.8 years, and we expect future new and renewal leases to have similar terms.

The leases scheduled to expire during the remainder of 2023 and 2024 represent approximately 2.6% and 14.1%, respectively, of the total annualized base rent for our portfolio as of September 30, 2023. We estimate that, on a weighted average basis, in-place rents of leases scheduled to expire during the remainder of 2023 and 2024 are currently below current market asking rates, although individual units or properties within any particular submarket may currently be leased either above, below, or at the current market asking rates within that submarket.

As described under “—Market and Portfolio Fundamentals” above, while market indicators, including changes in vacancy rates and average asking lease rates, varied by market, overall there was continued low market vacancy and pervasive supply and demand imbalance across our submarkets, which continues to support strong market fundamentals including positive rental growth. Therefore, we expect market dynamics to remain healthy and that these positive trends will continue to provide a favorable environment for increases in lease renewal rates. Accordingly, we expect the remainder of 2023 will show positive renewal rates and leasing spreads.

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, high and persistent inflation and adverse weather conditions and natural disasters in this market may affect our overall performance.

Property Expenses

Our property 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 or greater 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 September 30, 2023, our Operating Partnership indirectly and wholly owns Rexford Industrial Realty and Management, Inc., which we refer to as our 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 or our subsidiaries (other than a taxable REIT subsidiary) 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 nine months ended September 30, 2023 and 2022.

Critical Accounting Policies and Estimates

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. 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 affect the comparability of our results of operations and financial condition to those of other companies.

In our Annual Report on Form 10-K for the year ended December 31, 2022 and in “Note 2 - Summary of Significant Accounting Policies” to the consolidated financial statements under Item 1 of this report on Form 10-Q, we identified certain critical accounting policies that affect certain of our more significant estimates and assumptions used in preparing our consolidated financial statements. We have not made any material changes to our critical accounting policies and estimates during the period covered by this report.

Results of Operations

Our consolidated results of operations are often not comparable from period to period due to the effect of (i) property acquisitions, (ii) property dispositions and (iii) properties that are taken out of service for repositioning or redevelopment 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, dispositions, and repositioning/redevelopment and to highlight the operating results of our on-going business, we have separately presented the results of our “Same Property Portfolio.”

For the three and nine months ended September 30, 2023 and 2022, our Same Property Portfolio includes all properties in our portfolio that were wholly-owned by us for the period from January 1, 2022 through September 30, 2023, and that were stabilized prior to January 1, 2022, which consisted of buildings aggregating approximately 32.5 million rentable square feet at 256 of our properties. Results for our Same Property Portfolio exclude properties that were acquired or sold during the period from January 1, 2022 through September 30, 2023, properties or buildings classified as current or future repositioning (including select buildings in “other repositioning”), redevelopment or lease-up during 2022 or 2023, interest income, interest expense and corporate general and administrative expenses.

In addition to the properties included in our Same Property Portfolio, our Total Portfolio includes the 77 properties aggregating approximately 9.1 million rentable square feet that were purchased between January 1, 2022 and September 30, 2023, and the two properties aggregating approximately 0.1 million rentable square feet that were sold between January 1, 2022 and September 30, 2023.

At September 30, 2023 and 2022, our Same Property Portfolio occupancy was approximately 97.9% and 98.1%, respectively. For the three months ended September 30, 2023 and 2022, our Same Property Portfolio weighted average occupancy was approximately 97.8% and 98.4%, respectively. Comparatively, for the nine months ended September 30, 2023 and 2022, our Same Property Portfolio weighted average occupancy was approximately 97.9% and 98.8%.

Comparison of the Three Months Ended September 30, 2023 to the Three Months Ended September 30, 2022

The following table summarizes the historical results of operations for our Same Property Portfolio and Total Portfolio for the three months ended September 30, 2023 and 2022 (dollars in thousands):

	Same Property Portfolio				Total Portfolio			
	Three Months Ended September 30,		Increase/(Decrease)	% Change	Three Months Ended September 30,		Increase/(Decrease)	% Change
	2023	2022			2023	2022		
REVENUES								
Rental income	\$ 140,077	\$ 128,954	\$ 11,123	8.6 %	\$ 204,212	\$ 162,581	\$ 41,631	25.6 %
Management and leasing services	—	—	—	— %	158	163	(5)	(3.1)%
Interest income	—	—	—	— %	1,029	3	1,026	34,200.0 %
TOTAL REVENUES	140,077	128,954	11,123	8.6 %	205,399	162,747	42,652	26.2 %
OPERATING EXPENSES								
Property expenses	32,353	29,999	2,354	7.8 %	48,085	39,614	8,471	21.4 %
General and administrative	—	—	—	— %	18,575	14,951	3,624	24.2 %
Depreciation and amortization	37,188	37,138	50	0.1 %	60,449	51,146	9,303	18.2 %
TOTAL OPERATING EXPENSES	69,541	67,137	2,404	3.6 %	127,109	105,711	21,398	20.2 %
OTHER EXPENSES								
Other expenses	—	—	—	— %	551	413	138	33.4 %
Interest expense	—	—	—	— %	15,949	14,975	974	6.5 %
TOTAL EXPENSES	69,541	67,137	2,404	3.6 %	143,609	121,099	22,510	18.6 %
NET INCOME	\$ 70,536	\$ 61,817	\$ 8,719	14.1 %	\$ 61,790	\$ 41,648	\$ 20,142	48.4 %

Rental Income

In the following table, we present the components of rental income for the three months ended September 30, 2023 and September 30, 2022, which includes rental revenue, tenant reimbursements and other income related to leases. The below presentation of rental income is not, and is not intended to be, a presentation in accordance with GAAP. We are presenting this information because we believe it is frequently used by management, investors, securities analysts and other interested parties to understand and evaluate the Company's performance.

Category	Same Property Portfolio				Total Portfolio			
	Three Months Ended September 30,		Increase/(Decrease)	% Change	Three Months Ended September 30,		Increase/(Decrease)	% Change
	2023	2022			2023	2022		
Rental revenue ⁽¹⁾	\$ 115,887	\$ 106,483	\$ 9,404	8.8 %	\$ 168,789	\$ 134,386	\$ 34,403	25.6 %
Tenant reimbursements ⁽²⁾	23,738	22,106	1,632	7.4 %	34,842	27,675	7,167	25.9 %
Other income ⁽³⁾	452	365	87	23.8 %	581	520	61	11.7 %
Rental income	<u>\$ 140,077</u>	<u>\$ 128,954</u>	<u>\$ 11,123</u>	<u>8.6 %</u>	<u>\$ 204,212</u>	<u>\$ 162,581</u>	<u>\$ 41,631</u>	<u>25.6 %</u>

Our Same Property Portfolio and Total Portfolio rental income increased by \$11.1 million, or 8.6%, and \$41.6 million, or 25.6%, respectively, during the three months ended September 30, 2023, compared to the three months ended September 30, 2022, for the reasons described below:

(1) Rental Revenue

Our Same Property Portfolio and Total Portfolio rental revenue increased by \$9.4 million, or 8.8%, and \$34.4 million, or 25.6%, respectively, during the three months ended September 30, 2023, compared to the three months ended September 30, 2022. The increase in our Same Property Portfolio rental revenue is primarily due to an increase in average rental rates on new and renewal leases, partially offset by an increase of \$0.9 million in bad debt write-offs and reserves for tenant receivables not deemed probable of collection, a decrease in average occupancy rates and a decrease of \$0.4 million in amortization of net below-market lease intangibles. Our Total Portfolio rental revenue was also positively impacted by the incremental revenues from the 77 properties we acquired between January 1, 2022 and September 30, 2023.

(2) Tenant Reimbursements

Our Same Property Portfolio tenant reimbursements revenue increased by \$1.6 million, or 7.4%, and our Total Portfolio tenant reimbursements revenue increased by \$7.2 million, or 25.9%, during the three months ended September 30, 2023, compared to the three months ended September 30, 2022. The increase in our Same Property Portfolio tenant reimbursements revenue is primarily due to higher reimbursable insurance expenses as a result of higher premiums, higher reimbursable property tax expenses, and an increase in tenant reimbursements due to timing differences in completing prior year recoverable expense reconciliations for comparable periods. Our Total Portfolio tenant reimbursements revenue was also impacted by the incremental tenant reimbursements from the 77 properties we acquired between January 1, 2022 and September 30, 2023.

(3) Other Income

Our Same Property Portfolio and Total Portfolio other income increased by \$0.1 million, or 23.8%, and \$0.1 million, or 11.7%, respectively, during the three months ended September 30, 2023, compared to the three months ended September 30, 2022, primarily due to an increase in miscellaneous income and in increase in fees charged for late rental payments.

Management and Leasing Services

Our Total Portfolio management and leasing services revenue decreased by \$5 thousand, or 3.1%, during the three months ended September 30, 2023, compared to the three months ended September 30, 2022.

Interest Income

Interest income increased from \$3 thousand for the three months ended September 30, 2022 to \$1.0 million for the three months ended September 30, 2023, due to an increase in the average cash balance invested in money market accounts and higher interest rates.

Property Expenses

Our Same Property Portfolio and Total Portfolio property expenses increased by \$2.4 million, or 7.8%, and \$8.5 million, or 21.4%, respectively, during the three months ended September 30, 2023, compared to the three months ended September 30, 2022. The increase in our Same Property Portfolio property expenses is primarily due to increases in insurance expenses as a result of higher premiums, property tax expenses, repairs and maintenance expenses and allocated overhead costs reflecting a higher employee headcount and labor costs. Our Total Portfolio property expenses were also impacted by incremental expenses from the 77 properties we acquired between January 1, 2022 and September 30, 2023.

General and Administrative

Our Total Portfolio general and administrative expenses increased by \$3.6 million, or 24.2%, during the three months ended September 30, 2023, compared to the three months ended September 30, 2022, primarily due to an increase in non-cash equity compensation expense primarily related to performance unit equity grants made in 2021 and 2022, an increase in payroll related costs due to a higher employee headcount and rising labor costs and an increase in accrued bonus expense.

Depreciation and Amortization

Our Same Property Portfolio depreciation and amortization expense increased by \$0.1 million, or 0.1%, during the three months ended September 30, 2023, compared to the three months ended September 30, 2022, primarily due to an increase in depreciation expense related to capital improvements placed into service subsequent to January 1, 2022, partially offset by acquisition-related in-place lease intangibles becoming fully depreciated at certain of our properties subsequent to January 1, 2022. Our Total Portfolio depreciation and amortization expense increased by \$9.3 million, or 18.2%, during the three months ended September 30, 2023, compared to the three months ended September 30, 2022, primarily due to the incremental expense from the 77 properties we acquired between January 1, 2022 and September 30, 2023.

Other Expenses

Our Total Portfolio other expenses increased by \$0.1 million from \$0.4 million for the three months ended September 30, 2022 to \$0.6 million for three months ended September 30, 2023, primarily due to \$0.4 million of construction demolition costs incurred in the third quarter of 2023 and a \$0.1 million increase in write-offs of construction costs related to cancelled projects, partially offset by a \$0.3 million decrease in acquisition costs.

Interest Expense

Our Total Portfolio interest expense increased by \$1.0 million, or 6.5%, during the three months ended September 30, 2023, compared to the three months ended September 30, 2022. The increase in interest expense is primarily comprised of the following: (i) \$4.0 million related to the \$300 Million Notes offering we completed in March 2023, (ii) \$2.3 million related to the \$400.0 million term loan facility borrowing we completed in July 2022 and the related interest rate swaps, (iii) \$0.2 million related to the \$300.0 million term loan facility borrowing we completed in May 2022 and the related interest rate swaps, and (iv) a \$0.2 million increase related to the current and prior \$60.0 million term loans primarily due to the increase in interest rates. These increases were partially offset by the following decreases: (i) \$3.2 million due to a decrease in borrowings under our unsecured revolving credit facility, and (ii) \$2.6 million due to an increase in capitalized interest related to repositioning and redevelopment activity.

Comparison of the Nine Months Ended September 30, 2023 to the Nine Months Ended September 30, 2022

The following table summarizes the historical results of operations for our Same Property Portfolio and Total Portfolio for the nine months ended September 30, 2023 and 2022 (dollars in thousands):

	Same Property Portfolio				Total Portfolio			
	Nine Months Ended September 30,		Increase/(Decrease)	% Change	Nine Months Ended September 30,		Increase/(Decrease)	% Change
	2023	2022			2023	2022		
REVENUES								
Rental income	\$ 410,318	\$ 383,024	\$ 27,294	7.1 %	\$ 583,474	\$ 452,156	\$ 131,318	29.0 %
Management and leasing services	—	—	—	— %	519	456	63	13.8 %
Interest income	—	—	—	— %	3,408	5	3,403	68,060.0 %
TOTAL REVENUES	410,318	383,024	27,294	7.1 %	587,401	452,617	134,784	29.8 %
OPERATING EXPENSES								
Property expenses	92,207	88,474	3,733	4.2 %	135,220	108,448	26,772	24.7 %
General and administrative	—	—	—	— %	55,039	44,531	10,508	23.6 %
Depreciation and amortization	111,853	113,226	(1,373)	(1.2)%	178,671	140,226	38,445	27.4 %
TOTAL OPERATING EXPENSES	204,060	201,700	2,360	1.2 %	368,930	293,205	75,725	25.8 %
OTHER EXPENSES								
Other expenses	—	—	—	— %	1,504	746	758	101.6 %
Interest expense	—	—	—	— %	46,830	34,826	12,004	34.5 %
TOTAL EXPENSES	204,060	201,700	2,360	1.2 %	417,264	328,777	88,487	26.9 %
Loss on extinguishment of debt	—	—	—	— %	—	(877)	877	(100.0)%
Gains on sale of real estate	—	—	—	— %	12,133	8,486	3,647	43.0 %
NET INCOME	\$ 206,258	\$ 181,324	\$ 24,934	13.8 %	\$ 182,270	\$ 131,449	\$ 50,821	38.7 %

Rental Income

In the following table, we present the components of rental income for the nine months ended September 30, 2023 and September 30, 2022, which includes rental revenue, tenant reimbursements and other income related to leases. The below presentation of rental income is not, and is not intended to be, a presentation in accordance with GAAP. We are presenting this information because we believe it is frequently used by management, investors, securities analysts and other interested parties to understand and evaluate the Company's performance.

Category	Same Property Portfolio				Total Portfolio			
	Nine Months Ended September 30,		Increase/(Decrease)	% Change	Nine Months Ended September 30,		Increase/(Decrease)	% Change
	2023	2022			2023	2022		
Rental revenue ⁽¹⁾	\$ 339,861	\$ 315,485	\$ 24,376	7.7 %	\$ 483,183	\$ 373,053	\$ 110,130	29.5 %
Tenant reimbursements ⁽²⁾	69,137	66,428	2,709	4.1 %	98,497	77,641	20,856	26.9 %
Other income ⁽³⁾	1,320	1,111	209	18.8 %	1,794	1,462	332	22.7 %
Rental income	\$ 410,318	\$ 383,024	\$ 27,294	7.1 %	\$ 583,474	\$ 452,156	\$ 131,318	29.0 %

Our Same Property Portfolio and Total Portfolio rental income increased by \$27.3 million, or 7.1%, and \$131.3 million, or 29.0%, respectively, during the nine months ended September 30, 2023, compared to the nine months ended September 30, 2022, for the reasons described below:

(1) Rental Revenue

Our Same Property Portfolio and Total Portfolio rental revenue increased by \$24.4 million, or 7.7%, and \$110.1 million, or 29.5%, respectively, during the nine months ended September 30, 2023, compared to the nine months ended September 30, 2022. The increase in our Same Property Portfolio rental revenue is primarily due to an increase in average rental rates on new and renewal leases, partially offset by a decrease in occupancy rates, an increase of \$2.2 million in bad debt write-offs and reserves for tenant receivables not deemed probable of collection and a decrease of \$1.8 million in amortization of net below-market lease intangibles. Our Total Portfolio rental revenue was also positively impacted by the incremental revenues from the 77 properties we acquired between January 1, 2022 and September 30, 2023.

(2) Tenant Reimbursements

Our Same Property Portfolio tenant reimbursements revenue increased by \$2.7 million, or 4.1%, and our Total Portfolio tenant reimbursements revenue increased by \$20.9 million, or 26.9% during the nine months ended September 30, 2023, compared to the nine months ended September 30, 2022. The increase in our Same Property Portfolio tenant reimbursements revenue is primarily due to higher reimbursable property tax expenses, a decrease in reimbursements to tenants from the completion of prior year recoverable expense reconciliations and higher insurance expenses as a result of higher premiums. Our Total Portfolio tenant reimbursements revenue was also impacted by the incremental tenant reimbursements from the 77 properties we acquired between January 1, 2022 and September 30, 2023.

(3) Other Income

Our Same Property Portfolio and Total Portfolio other income increased by \$0.2 million, or 18.8%, and \$0.3 million, or 22.7%, respectively, during the nine months ended September 30, 2023, compared to the nine months ended September 30, 2022, primarily due to an increase in fees charged for late rental payments and an increase in miscellaneous income.

Management and Leasing Services

Our Total Portfolio management and leasing services revenue increased by \$0.1 million, or 13.8%, during the nine months ended September 30, 2023, compared to the nine months ended September 30, 2022.

Interest Income

Interest income increased from \$5 thousand for the nine months ended September 30, 2022 to \$3.4 million for the nine months ended September 30, 2023, due to an increase in the average cash balance invested in money market accounts and higher interest rates.

Property Expenses

Our Same Property Portfolio and Total Portfolio property expenses increased by \$3.7 million, or 4.2%, and \$26.8 million, or 24.7%, respectively, during the nine months ended September 30, 2023, compared to the nine months ended September 30, 2022. The increase in our Same Property Portfolio property expenses is primarily due to increases in property tax expenses, repairs and maintenance expenses, allocated overhead costs driven by higher employee headcount and rising labor costs, and insurance expenses as a result of higher premiums. Our Total Portfolio property expenses were also impacted by incremental expenses from the 77 properties we acquired between January 1, 2022 and September 30, 2023.

General and Administrative

Our Total Portfolio general and administrative expenses increased by \$10.5 million, or 23.6%, during the nine months ended September 30, 2023, compared to the nine months ended September 30, 2022, primarily due to an increase in non-cash equity compensation expense primarily related to performance unit equity grants made in 2021 and 2022, an increase in payroll related costs due to a higher employee headcount and rising labor costs and an increase in accrued bonus expense.

Depreciation and Amortization

Our Same Property Portfolio depreciation and amortization expense decreased by \$1.4 million, or 1.2%, during the nine months ended September 30, 2023, compared to the nine months ended September 30, 2022, primarily due to acquisition-related in-place lease intangibles becoming fully depreciated at certain of our properties subsequent to January 1, 2022, partially offset by an increase in depreciation expense related to capital improvements placed into service subsequent to January 1, 2022. Our Total Portfolio depreciation and amortization expense increased by \$38.4 million, or 27.4%, during the nine months ended September 30, 2023, compared to the nine months ended September 30, 2022, primarily due to the incremental expense from the 77 properties we acquired between January 1, 2022 and September 30, 2023.

Other Expenses

Our Total Portfolio other expenses increased by \$0.8 million from \$0.7 million for the nine months ended September 30, 2022, to \$1.5 million for the nine months ended September 30, 2023, primarily due to \$0.7 million of construction demolition costs incurred during 2023 and a \$0.2 million impairment charge recorded in February 2023 to reduce the carrying value of the right-of-use asset in connection with the early termination of a sublease for one of our office space leases, partially offset by a \$0.1 million decrease in acquisition costs.

Interest Expense

Our Total Portfolio interest expense increased by \$12.0 million, or 34.5%, during the nine months ended September 30, 2023, compared to the nine months ended September 30, 2022. The increase in interest expense is primarily comprised of the following: (i) \$12.8 million related to the \$400.0 million term loan facility borrowing we completed in July 2022 and the related interest rate swaps, (ii) \$8.1 million related to the \$300 Million Notes offering we completed in March 2023, and (iii) \$5.3 million related to the \$300.0 million term loan facility borrowing we completed in May 2022 and the related interest rate swaps. These increases were partially offset by the following decreases: (i) \$8.0 million due to an increase in capitalized interest related to repositioning and redevelopment activity, (ii) \$4.8 million due to a decrease in borrowings under our unsecured revolving credit facility, and (iii) \$2.2 million related to the repayment of the \$150.0 million term loan facility and termination of the related interest rate swap in May 2022.

Loss on Extinguishment of Debt

The loss on extinguishment of debt of \$0.9 million for the nine months ended September 30, 2022, is comprised of the write-off of \$0.7 million of unamortized debt issuance costs related to the \$150 million unsecured term loan facility we repaid in May 2022 in advance of the May 2025 maturity date and the write-off of \$0.2 million of unamortized debt issuance costs attributable to one of the creditors departing the unsecured revolving credit facility when we amended our senior unsecured credit agreement in May 2022.

Gains on Sale of Real Estate

During the nine months ended September 30, 2023, we recognized gains on sale of real estate of \$12.1 million from the disposition of one property that was sold for a gross sales price of \$17.0 million. During the nine months ended September 30, 2022, we recognized gains on sale of real estate of \$8.5 million from the disposition of one property that was sold for a gross sales price of \$16.5 million.

Non-GAAP Supplemental Measure: Funds From Operations and Core Funds From Operations

We calculate funds from operations (“FFO”) attributable to common stockholder 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 accounting principles generally accepted in the United States (“GAAP”)), excluding gains (or losses) from sales of depreciable operating property or assets incidental to our business, impairment losses of depreciable operating property or assets incidental to our business, 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.

We calculate “Core FFO” by adjusting FFO for non-comparable items outlined in the reconciliation below. We believe that Core FFO is a useful supplemental measure and that by adjusting for items that are not considered by us to be part of our on-going operating performance, provides a more meaningful and consistent comparison of our operating and financial performance period-over-period. Because these adjustments have a real economic impact on our financial condition and results from operations, the utility of Core FFO as a measure of our performance is limited. Other REITs may not calculate Core FFO in a consistent manner. Accordingly, our Core FFO may not be comparable to other REITs’ core FFO. Core FFO should be considered only as a supplement to net income computed in accordance with GAAP 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 FFO and Core FFO (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net income	\$ 61,790	\$ 41,648	\$ 182,270	\$ 131,449
Adjustments:				
Depreciation and amortization	60,449	51,146	178,671	140,226
Gains on sale of real estate	—	—	(12,133)	(8,486)
Funds From Operations (FFO)	\$ 122,239	\$ 92,794	\$ 348,808	\$ 263,189
Adjustments:				
Acquisition expenses	10	359	330	451
Impairment of right-of-use asset	—	—	188	—
Loss on extinguishment of debt	—	—	—	877
Amortization of loss on termination of interest rate swaps	59	59	177	194
Non-capitalizable demolition costs	361	—	701	—
Write-offs of below-market lease intangibles related to terminations ⁽¹⁾	—	—	(1,318)	—
Core FFO	\$ 122,669	\$ 93,212	\$ 348,886	\$ 264,711
Less: preferred stock dividends	(2,314)	(2,314)	(6,943)	(6,943)
Less: Core FFO attributable to noncontrolling interests ⁽²⁾	(4,924)	(4,471)	(14,556)	(12,433)
Less: Core FFO attributable to participating securities ⁽³⁾	(462)	(307)	(1,339)	(914)
Core FFO attributable to common stockholders	\$ 114,969	\$ 86,120	\$ 326,048	\$ 244,421

- (1) Reflects the write-off of the portion of a below-market lease intangible attributable to below-market fixed rate renewal options that were not exercised due to the termination of the lease at the end of the initial lease term.
- (2) Noncontrolling interests represent (i) holders of outstanding common units of the Company's Operating Partnership that are owned by unit holders other than the Company and (ii) holders of Series 1 CPOP Units, Series 2 CPOP Units and Series 3 CPOP Units.
- (3) Participating securities include unvested shares of restricted stock, unvested LTIP units and unvested performance units.

Non-GAAP Supplemental Measures: 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 rental 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):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Rental income	\$ 204,212	\$ 162,581	\$ 583,474	\$ 452,156
Less: Property expenses	48,085	39,614	135,220	108,448
Net Operating Income	\$ 156,127	\$ 122,967	\$ 448,254	\$ 343,708
Amortization of (below) above market lease intangibles, net	(7,241)	(7,033)	(21,763)	(18,250)
Straight line rental revenue adjustment	(11,792)	(8,411)	(28,073)	(23,753)
Cash Net Operating Income	\$ 137,094	\$ 107,523	\$ 398,418	\$ 301,705

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):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net income	\$ 61,790	\$ 41,648	\$ 182,270	\$ 131,449
Adjustments:				
General and administrative	18,575	14,951	55,039	44,531
Depreciation and amortization	60,449	51,146	178,671	140,226
Other expenses	551	413	1,504	746
Interest expense	15,949	14,975	46,830	34,826
Loss on extinguishment of debt	—	—	—	877
Management and leasing services	(158)	(163)	(519)	(456)
Interest income	(1,029)	(3)	(3,408)	(5)
Gains on sale of real estate	—	—	(12,133)	(8,486)
Net Operating Income	\$ 156,127	\$ 122,967	\$ 448,254	\$ 343,708
Amortization of (below) above market lease intangibles, net	(7,241)	(7,033)	(21,763)	(18,250)
Straight line rental revenue adjustment	(11,792)	(8,411)	(28,073)	(23,753)
Cash Net Operating Income	\$ 137,094	\$ 107,523	\$ 398,418	\$ 301,705

Non-GAAP Supplemental Measure: EBITDAre

We calculate earnings before interest expense, income taxes, depreciation and amortization for real estate (“EBITDAre”) in accordance with the standards established by NAREIT. EBITDAre 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 or assets incidental to our business, impairment losses of depreciable operating property or assets incidental to our business and adjustments for unconsolidated joint ventures.

We believe that EBITDAre 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 EBITDAre is frequently used by securities analysts, investors and other interested parties in the evaluation of equity REITs. However, our industry peers may not calculate EBITDAre in accordance with the NAREIT definition as we do and, accordingly, our EBITDAre may not be comparable to our peers’ EBITDAre. Accordingly, EBITDAre 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 EBITDAre (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net income	\$ 61,790	\$ 41,648	\$ 182,270	\$ 131,449
Interest expense	15,949	14,975	46,830	34,826
Depreciation and amortization	60,449	51,146	178,671	140,226
Gains on sale of real estate	—	—	(12,133)	(8,486)
EBITDAre	\$ 138,188	\$ 107,769	\$ 395,638	\$ 298,015

Supplemental Guarantor Information

Subsidiary issuers of obligations guaranteed by the parent are not required to provide separate financial statements, provided that the parent guarantee is “full and unconditional,” the subsidiary obligor is consolidated into the parent company’s consolidated financial statements and, subject to certain exceptions as set forth below, the alternative disclosure required by Rule 13-01 is provided, which includes narrative disclosure and summarized financial information. The Company and the Operating Partnership have filed a registration statement on Form S-3 with the SEC registering, among other securities, debt securities of the Operating Partnership, which will be fully and unconditionally guaranteed by the Company. At September 30, 2023, the Operating Partnership had issued and outstanding \$300.0 million of 5.000% Senior Notes due 2028, \$400.0 million of 2.125% Senior Notes due 2030 (the “\$400 Million Notes due 2030”) and \$400 million of 2.15% Senior Notes due 2031 (the “\$400 Million Notes due 2031”). The obligations of the Operating Partnership to pay principal, premiums, if any, and interest on the \$300.0 million of 5.000% Senior Notes due 2028, \$400 Million Notes due 2030 and \$400 Million Notes due 2031 are guaranteed on a senior basis by the Company. The guarantee is full and unconditional, and the Operating Partnership is a consolidated subsidiary of the Company. Accordingly, separate consolidated financial statements of the Operating Partnership have not been presented.

Furthermore, as permitted under Rule 13-01(a)(4)(vi), the Company has excluded the summarized financial information for the Operating Partnership as the assets, liabilities and results of operations of the Company and the Operating Partnership are not materially different than the corresponding amounts presented in the consolidated financial statements of the Company, and management believes such summarized financial information would be repetitive and not provide incremental value to investors.

Liquidity and Capital Resources

Overview

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 our at-the-market equity offering program or issuing other securities as 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 unsecured and secured financings, borrowings available under our unsecured revolving credit facility, the issuance of debt and/or equity securities, including preferred stock, and proceeds from selective real estate dispositions as we identify capital recycling opportunities.

As of September 30, 2023, we had:

- Outstanding debt with varying maturities with an aggregate principal amount of \$2.2 billion, of which \$409.0 million is due within 12 months (including the \$400.0 unsecured term loan facility maturing on July, 19, 2024, which can be extended for two additional one-year terms at our option);
- Total scheduled interest payments on our fixed rate debt and projected net interest payments on our variable rate debt and interest rate swaps of \$338.0 million, of which \$77.1 million is due within 12 months;
- Commitments of \$223.4 million for tenant improvements under certain tenant leases and construction work related to obligations under contractual agreements with our construction vendors; and
- Operating lease commitments with aggregate lease payments of \$25.4 million, of which \$2.3 million is due within 12 months.

See “Note 5 – Notes Payable” to the consolidated financial statements included in Item 1 of this Report on Form 10-Q for further details regarding the scheduled principal payments. Also see “Note 6 – Leases” to the consolidated financial statements for further details regarding the scheduled operating lease payments.

As of September 30, 2023, our cash and cash equivalents were \$83.3 million, and we did not have borrowings outstanding under our unsecured revolving credit facility, leaving \$1.0 billion 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 February 17, 2023, we established an at-the-market equity offering program (“ATM program”) pursuant to which we are able to sell from time to time shares of our common stock having an aggregate sales price of up to \$1.25 billion (the “2023 ATM Program”). The 2023 ATM Program replaces our previous \$1.0 billion ATM Program, which was established on May 27, 2022, under which we had sold shares of our common stock having an aggregate gross sales price of \$834.6 million through February 17, 2023.

In connection with our ATM programs, we may sell shares of our common stock directly through sales agents or we may enter into forward equity sale agreements with certain financial institutions acting as forward purchasers whereby, at our discretion, the forward purchasers may borrow and sell shares of our common stock under ATM programs. The use of a forward equity sale agreement allows us to lock in a share price on the sale of shares of our common stock at the time the agreement is executed but defer settling the forward equity sale agreements and receiving the proceeds from the sale of shares until a later date. Additionally, the forward price that we expect to receive upon physical settlement of an agreement will be subject to adjustment for (i) a floating interest rate factor equal to a specified daily rate less a spread, (ii) the forward purchaser’s stock borrowing costs and (iii) scheduled dividends during the term of the agreement.

During the nine months ended September 30, 2023, we sold 449,227 shares of common stock directly through sales agents under our 2023 ATM Program at a weighted average price of \$60.84 per share, for gross proceeds of \$27.3 million, and net proceeds of \$27.0 million after deducting the sales agents’ fees.

During the nine months ended September 30, 2023, we entered into forward equity sale agreements with certain financial institutions acting as forward purchasers under the 2023 ATM Program with respect to 2,126,824 shares of common stock at a weighted average initial forward sale price of \$60.09 per share. We did not receive any proceeds from the sale of common shares by the forward purchasers at the time we entered into forward equity sale agreements.

During the nine months ended September 30, 2023, we physically settled the forward equity sale agreement that was outstanding as of December 31, 2022 under our prior ATM Program and all of the forward equity sale agreements under the 2023 ATM Program by issuing 2,763,708 shares of our common stock for net proceeds of \$163.2 million, based on a weighted average forward price of \$59.04 per share at settlement.

As of September 30, 2023, approximately \$1.1 billion of common stock remains available to be sold under the 2023 ATM Program. Future sales, 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.

Securities 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, for the repayment of long-term debt upon maturity and for other general corporate purposes. Such securities may include common equity, preferred equity and/or debt of us or our subsidiaries. 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.

Issuance of \$300 Million Notes Due 2028 — On March 28, 2023, we completed an underwritten public offering of \$300.0 million of 5.000% Senior Notes due 2028. The \$300 Million Notes were priced at 98.975% of the principal amount, with a coupon rate of 5.000%. Interest on the \$300 Million Notes is payable semiannually on June 15 and December 15 in each year, beginning on June 15, 2023, until the maturity date of June 15, 2028.

The net proceeds from this offering were used for general management activities including funding acquisitions and funding our redevelopment and repositioning activities.

We may redeem the \$300 Million Notes at our option and sole discretion, in whole at any time or in part from time to time prior to May 15, 2028 (one month prior to the maturity date of the \$300 Million Notes) (the “Par Call Date”), at a redemption price equal to the greater of (i) the sum of the present values of the remaining scheduled payments of principal and interest on the \$300 Million Notes discounted to the redemption date (assuming the notes matured on the Par Call Date) on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (as defined in the Third Supplemental Indenture) plus 25 basis points, less (b) interest accrued to the date of redemption, and (ii) 100% of the principal amount of the \$300 Million Notes being redeemed. Notwithstanding the foregoing, on or after the Par Call Date, the redemption price will be equal to 100% of the principal amount of the \$300 Million Notes being redeemed, plus accrued and unpaid interest.

May 2023 Forward Equity Offering — On May 10, 2023, we entered into forward equity sale agreements with certain financial institutions acting as forward purchasers in connection with an underwritten public offering of 13,500,000 shares of common stock (the “May 2023 Forward Sale Agreements”), pursuant to which, the forward purchasers borrowed and sold an aggregate of 13,500,000 shares of common stock in the offering. We did not receive any proceeds from the sale of common shares by the forward purchasers at the time of the offering. The net forward sale price that we will receive upon physical settlement of the agreements, which was initially \$55.24 per share, will be subject to adjustment for (i) a floating interest rate factor equal to a specified daily rate less a spread, (ii) the forward purchasers’ stock borrowing costs and (iii) scheduled dividends during the term of the forward sale agreements.

During the third quarter of 2023, we partially settled the May 2023 Forward Sale Agreements by issuing 5,400,000 shares of common stock in exchange for net proceeds of \$298.4 million, based on a weighted average forward price of \$55.26 per share at settlement.

Subsequent to September 30, 2023, in October 2023, we partially settled the outstanding May 2023 Forward Sale Agreements by issuing 4,611,653 shares of common stock in exchange for net proceeds of \$256.1 million, based on a weighted average forward price of \$55.54 per share at settlement.

We currently expect to physically settle the remaining 3,488,347 shares under the May 2023 Forward Sale Agreements by issuing shares of our common stock in exchange for cash proceeds upon one or more settlement dates, at our discretion, prior to the scheduled maturity date of October 11, 2024. As of October 20, 2023, the date of this Quarterly Report on Form 10-Q, the net forward sale price was \$55.55 and would result in \$193.8 million of cash proceeds upon physical settlement of the remaining shares under the May 2023 Forward Sale Agreements.

Settlement of 2022 Forward Equity Offering Sale Agreements — On November 10, 2022, we entered into forward equity sale agreements with certain financial institutions acting as forward purchasers in connection with an underwritten public offering of 11,846,425 shares of common stock at an initial forward price of \$55.74 per share (the “2022 Forward Sale Agreements”), pursuant to which the forward purchasers borrowed and sold an aggregate of 11,846,425 shares of common stock in the offering. In December 2022 we partially settled the 2022 Forward Sale Agreements by issuing 3,554,704 shares of common stock, leaving a remaining 8,291,721 shares of common stock for settlement as of December 31, 2022.

During the first quarter of 2023, we settled the outstanding 2022 Forward Sale Agreements by issuing 8,291,721 shares of common stock for net proceeds of \$462.8 million, based on a weighted average forward price of \$55.81 per share at settlement.

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 nine months ended September 30, 2023, we completed the disposition of one property for a gross sales price of \$17.0 million and total net cash proceeds of \$16.2 million. The net cash proceeds were used to partially fund the acquisition of one property during the nine months ended September 30, 2023, through a 1031 Exchange transaction.

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.

Investment Grade Rating

Our credit ratings at September 30, 2023, were Baa2 (Stable outlook) from Moody's and BBB+ (Stable outlook) from both S&P and Fitch with respect to our Credit Agreement (described below), \$100.0 million unsecured guaranteed senior notes (the "\$100 Million Notes"), \$25.0 million unsecured guaranteed senior notes and \$75.0 million unsecured guaranteed senior notes (together the "Series 2019A and 2019B Notes"), \$300 Million Notes, \$400 Million Notes due 2030 and \$400 Million Notes due 2031. Our credit ratings at September 30, 2023, were BBB- from both S&P and Fitch with respect to our 5.875% Series B Cumulative Redeemable Preferred Stock and our 5.625% Series C 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.

Credit Agreement

As of September 30, 2023, under the Fourth Amended and Restated Credit Agreement (the "Credit Agreement"), we have an unsecured revolving credit facility with a borrowing capacity of \$1.0 billion (the "Revolver"), a \$300.0 million unsecured term loan facility (the "\$300 Million Term Loan") and a \$400.0 million unsecured term loan facility (the "\$400 Million Term Loan" and together with the \$300 Million Term Loan, the "Term Facility"). Subject to certain terms and conditions set forth in the Credit Agreement, we may request additional lender commitments and increase the size of the Credit Agreement by an additional \$800.0 million, which may be comprised of additional revolving commitments under the Revolver, an increase to the Term Facility, additional term loan tranches or any combination of the foregoing.

The Revolver is scheduled to mature on May 26, 2026 and has two six-month extension options available. The \$400 Million Term Loan is scheduled to mature on July 19, 2024 and has two one-year extension options available. The \$300 Million Term Loan matures on May 26, 2027.

Interest on the Credit Agreement is generally to be paid based upon, at our option, either (i) 1-month SOFR ("Term SOFR") plus the applicable margin; (ii) daily Secured Overnight Financing Rate ("SOFR") plus the applicable margin or (iii) the applicable base rate (which is defined as the highest of (a) the federal funds rate plus 0.50%, (b) the administrative agent's prime rate, (c) Term SOFR plus 1.00%, and (d) one percent (1.00%)) plus the applicable margin. Additionally, Term SOFR and daily SOFR will be increased by a 0.10% SOFR adjustment. The applicable margin for the Term Facility ranges from 0.80% to 1.60% per annum for SOFR-based loans and 0.00% to 0.60% per annum for base rate loans, depending on our leverage ratio and investment grade ratings. The applicable margin for the Revolver ranges from 0.725% to 1.400% per annum for SOFR-based loans and 0.00% to 0.40% per annum for base rate loans, depending on our leverage ratio and investment grade ratings. In addition to the interest payable on amounts outstanding under the Revolver, we are required to pay an applicable credit facility fee, on each lender's commitment amount under the Revolver, regardless of usage. The applicable credit facility fee ranges from 0.125% to 0.300% per annum, depending on our leverage ratio and investment grade rating.

In addition, the Credit Agreement also features a sustainability-linked pricing component whereby the applicable margin and applicable credit facility fee can decrease by 0.04% and 0.01%, respectively, or increase by 0.04% and 0.01%, respectively, if we meet, or do not meet, certain sustainability performance targets, as applicable. In February 2023, after certifying that our sustainability performance target was met for 2022, the applicable margin decreased by 0.040% to 0.685% for the Revolver and 0.760% for the Term Facility and the credit facility fee decreased by 0.010% to 0.115%.

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

The Credit Agreement 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 Credit Agreement, 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 Quarterly Report on Form 10-Q, we did not have any borrowings outstanding under the Revolver, leaving \$1.0 billion available for future borrowings.

Uses of Liquidity

Acquisitions

One of our most significant liquidity needs has historically been for the acquisition of real estate properties. Year to date, we completed 14 acquisitions representing 16 properties with a combined 3.1 million rentable square feet of buildings on 159 acres of land, for an aggregate purchase price of \$1.2 billion, 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. As of the filing date of this Quarterly Report on Form 10-Q, we have approximately \$400.0 million of investments under contract or accepted offer. There can be no assurance we will complete any such transactions. While the actual number of investments that we complete will be dependent upon a number of factors, in the short term, we expect to fund our investments 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. See “Note 3 – Investments in Real Estate” to the consolidated financial statements for a summary of the properties we acquired during the nine months ended September 30, 2023.

Recurring and Nonrecurring Capital Expenditures

Capital expenditures are considered part of both our short-term and long-term liquidity requirements. As discussed above under — Factors that May Influence Future Results — Acquisitions and Value-Add Repositioning and Redevelopment of Properties, as of September 30, 2023, 26 of our properties were under current repositioning and redevelopment and we have a pipeline of ten additional properties for which we anticipate beginning construction work between the fourth quarter of 2023 and the second quarter of 2025. We currently estimate that approximately \$427.8 million of capital will be required over the next three years (4Q-2023 through 2Q-2026) to complete the repositioning/redevelopment of these properties. However, this estimate is based on our current construction plans and budgets, both of which are subject to change as a result of a number of factors, including increased costs of building materials or construction services and construction delays related to supply chain backlogs and increased lead time on building materials. 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 available cash on hand, the issuance of common stock under the 2023 ATM Program and settlement of the May 2023 Forward Sale Agreements, cash flow from operations and borrowings available under the Revolver.

The following table sets forth certain information regarding non-recurring and recurring capital expenditures at the properties in our portfolio as follows:

	Nine Months Ended September 30, 2023		
	Total ⁽¹⁾	Square Feet ⁽²⁾	Per Square Foot ⁽³⁾
Non-Recurring Capital Expenditures ⁽⁴⁾	\$ 142,311	30,203,382	\$ 4.71
Recurring Capital Expenditures ⁽⁵⁾	19,751	43,778,145	0.45
Total Capital Expenditures	\$ 162,062		

- (1) Cost is reported in thousands. Excludes the following capitalized costs: (i) compensation costs of personnel directly responsible for and who spend their time on redevelopment, renovation and rehabilitation activity and (ii) interest, property taxes and insurance costs incurred during the pre-construction and construction periods of repositioning or redevelopment projects.
- (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 during the period.
- (3) Per square foot amounts are calculated by dividing the aggregate capital expenditure costs by the square footage as defined in (2) above.
- (4) Non-recurring capital expenditures are expenditures made in respect of a property for repositioning, redevelopment, or other major upgrade or renovation of such property, and further includes capital expenditures for seismic upgrades, roof or parking lot replacements 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 of parking lot, roofing materials, mechanical systems, HVAC systems and other structural systems.

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 preferred units and dividend payments to holders of our preferred stock.

On October 16, 2023, our board of directors declared the following quarterly cash dividends/distributions record dates and payment dates.

Security	Amount per Share/Unit	Record Date	Payment Date
Common stock	\$ 0.38	December 29, 2023	January 16, 2024
OP Units	\$ 0.38	December 29, 2023	January 16, 2024
5.875% Series B Cumulative Redeemable Preferred Stock	\$ 0.367188	December 15, 2023	December 29, 2023
5.625% Series C Cumulative Redeemable Preferred Stock	\$ 0.351563	December 15, 2023	December 29, 2023
4.43937% Cumulative Redeemable Convertible Preferred Units	\$ 0.505085	December 15, 2023	December 29, 2023
4.00% Cumulative Redeemable Convertible Preferred Units	\$ 0.45	December 15, 2023	December 29, 2023
3.00% Cumulative Redeemable Convertible Preferred Units	\$ 0.545462	December 15, 2023	December 29, 2023

Indebtedness Outstanding

The following table sets forth certain information with respect to our consolidated indebtedness outstanding as of September 30, 2023:

	<u>Contractual Maturity Date</u>	<u>Margin Above SOFR</u>	<u>Effective Interest Rate⁽¹⁾</u>	<u>Principal Balance (in thousands)⁽²⁾</u>
Unsecured and Secured Debt:				
Unsecured Debt:				
Revolving Credit Facility ⁽³⁾	5/26/2026 ⁽⁴⁾	S+0.685 % ⁽⁵⁾	6.095 % ⁽³⁾	\$ —
\$400M Term Loan	7/19/2024 ⁽⁴⁾	S+0.760 % ⁽⁵⁾	4.832 % ⁽⁶⁾	400,000
\$100M Senior Notes	8/6/2025	n/a	4.290 %	100,000
\$300M Term Loan	5/26/2027	S+0.760 % ⁽⁵⁾	3.677 % ⁽⁷⁾	300,000
\$125M Senior Notes	7/13/2027	n/a	3.930 %	125,000
\$300M Senior Notes due 2028	6/15/2028	n/a	5.000 %	300,000
\$25M Series 2019A Senior Notes	7/16/2029	n/a	3.880 %	25,000
\$400M Senior Notes due 2030	12/1/2030	n/a	2.125 %	400,000
\$400M Senior Notes due 2031	9/1/2031	n/a	2.150 %	400,000
\$75M Series 2019B Senior Notes	7/16/2034	n/a	4.030 %	75,000
Total Unsecured Debt				\$ 2,125,000
Secured Debt:				
960-970 Knox Street	11/1/2023	n/a	5.000 %	2,234
7612-7642 Woodwind Drive	1/5/2024	n/a	5.240 %	3,638
11600 Los Nietos Road	5/1/2024	n/a	4.190 %	2,333
\$60M Term Loan	10/27/2024 ⁽⁸⁾	S+1.250 % ⁽⁸⁾	5.060 % ⁽⁸⁾	60,000
5160 Richton Street	11/15/2024	n/a	3.790 %	4,060
22895 Eastpark Drive	11/15/2024	n/a	4.330 %	2,558
701-751 Kingshill Place	1/5/2026	n/a	3.900 %	7,016
13943-13955 Balboa Boulevard	7/1/2027	n/a	3.930 %	14,690
2205 126th Street	12/1/2027	n/a	3.910 %	5,200
2410-2420 Santa Fe Avenue	1/1/2028	n/a	3.700 %	10,300
11832-11954 La Cienega Boulevard	7/1/2028	n/a	4.260 %	3,871
Gilbert/La Palma	3/1/2031	n/a	5.125 %	1,791
7817 Woodley Avenue	8/1/2039	n/a	4.140 %	2,914
Total Secured Debt				\$ 120,605
Total Consolidated Debt			3.615 %	\$ 2,245,605

- (1) Reflects the contractual interest rate under the terms of each loan as of September 30, 2023, and includes the effect of interest rate swaps that were effective as of September 30, 2023. The interest rate is not adjusted to include the amortization of debt issuance costs or unamortized fair market value premiums/discounts or the facility fee on the Revolver.
- (2) Excludes unamortized debt issuance costs and premiums/discounts totaling \$18.0 million, which are presented as a reduction of the carrying value of our debt in our consolidated balance sheet as of September 30, 2023.
- (3) The Revolver is subject to an applicable facility fee which is calculated as a percentage of the total lenders' commitment amount, regardless of usage. As of September 30, 2023, the applicable facility fee is 0.125%, less a sustainability-related interest rate adjustment of 0.01%. The effective rate assumes daily SOFR of 5.310% as of September 30, 2023.
- (4) The Revolver has two six-month extensions and the \$400 Million Term Loan has two one-year extensions available at the borrower's option, subject to certain terms and conditions.

- (5) As of September 30, 2023, the interest rates on these loans are comprised of daily SOFR for both the Revolver and \$400 Million Term Loan and Term SOFR for the \$300 Million Term Loan (in each case increased by a 0.10% SOFR adjustment), plus an applicable margin of 0.725% per annum for the Revolver and 0.80% per annum for the Term Loans, depending on our leverage ratio and investment grade ratings, minus a sustainability-related interest rate adjustment of 0.04%. These loans are also subject to a 0% SOFR floor.
- (6) Effective April 3, 2023, daily SOFR for the \$400 Million Term Loan has been swapped to a fixed rate of 3.97231%, resulting in an all-in fixed rate of 4.83231% after adding the SOFR adjustment and applicable margin and subtracting the sustainability-related interest rate adjustment.
- (7) As of September 30, 2023, Term SOFR for the \$300 Million Term Loan has been swapped to a fixed rate of 2.81725%, resulting in an all-in fixed rate of 3.67725% after adding the SOFR adjustment and applicable margin and subtracting the sustainability-related interest rate adjustment.
- (8) The \$60.0 million term loan facility (the “\$60 Million Term Loan”) has interest-only payment terms bearing interest at Term SOFR increased by a 0.10% SOFR adjustment plus an applicable margin of 1.25% per annum. Effective April 3, 2023, Term SOFR for this loan has been swapped to a fixed rate of 3.710%, resulting in an all-in fixed rate of 5.060% after adding the SOFR adjustment and applicable margin. The loan is secured by six properties and has three one-year extensions available at the borrower’s option, subject to certain terms and conditions.

The following table summarizes the composition of our consolidated debt between fixed-rate and variable-rate and secured and unsecured debt as of September 30, 2023:

	Average Term Remaining (in years)	Effective Interest Rate ⁽¹⁾	Principal Balance (in thousands) ⁽²⁾	% of Total
Fixed vs. Variable:				
Fixed	4.8	3.615%	\$ 2,245,605	100%
Variable	—	—%	\$ —	—%
Secured vs. Unsecured:				
Secured	2.4	4.571%	\$ 120,605	5%
Unsecured	4.9	3.560%	\$ 2,125,000	95%

- (1) Includes the effect of interest rate swaps that were effective as of September 30, 2023. Interest rates are not adjusted to include the amortization of debt issuance costs or unamortized fair market value premiums/discounts or the facility fee on the Revolver.
- (2) Excludes unamortized debt issuance costs and premiums/discounts totaling \$18.0 million, which are presented as a reduction of the carrying value of our debt in our consolidated balance sheet as of September 30, 2023.

At September 30, 2023, we had consolidated indebtedness of \$2.2 billion, reflecting a net debt to total combined market capitalization of approximately 16.7%. Our total market capitalization is defined as the sum of the liquidation preference of our outstanding preferred stock and preferred units 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.

Debt Covenants

The Credit Agreement, \$60 Million Term Loan, \$100 Million Notes, \$125 Million Notes and Series 2019A and 2019B 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 Agreement and \$60 Million Term Loan, maintaining a ratio of secured debt to total asset value of not more than 45%;
- For the \$100 Million Notes, \$125 Million Notes and Series 2019A and 2019B Notes (together the “Senior Notes”), maintaining a ratio of secured debt to total asset value of not more than 40%;
- For the Senior Notes, maintaining a ratio of total secured recourse debt to total asset value of not more than 15%;

- For the Senior Notes, 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;
- For the Credit Agreement and Senior Notes, maintaining a ratio of total unsecured debt to total unencumbered asset value of not more than 60%; and
- For the Credit Agreement and Senior Notes, 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 \$300 Million Notes, \$400 Million Notes due 2030 and \$400 Million Notes due 2031 (together the “Registered Notes”) contain the following covenants (as defined in the indentures) that we must comply with:

- Maintaining a ratio of total indebtedness to total asset value of not more than 60%;
- Maintaining a ratio of secured debt to total asset value of not more than 40%;
- Maintaining a Debt Service Coverage Ratio of at least 1.5 to 1.0; and
- Maintaining a ratio of unencumbered assets to unsecured debt of at least 1.5 to 1.0.

The Credit Agreement and Senior Notes also contain limitations on our ability to pay distributions on our common stock. Specifically, our cash dividends may not exceed the greater of (i) 95% of our FFO (as defined in the credit agreement) and (ii) 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 Credit Agreement, \$60 Million Term Loan, Senior Notes and Registered Notes, upon certain events of default, including, but not limited to, (i) a default in the payment of any principal or interest, (ii) a default in the payment of certain of our other indebtedness and (iii) a default in compliance with the covenants set forth in the debt agreement, the principal and accrued and unpaid interest on the outstanding debt may be declared immediately due and payable at the option of the administrative agent, lenders, trustee and/or noteholders, as applicable, and in the event of bankruptcy and other insolvency defaults, the principal and accrued and unpaid interest on the outstanding debt will become immediately due and payable. In addition, we are required to maintain at all times a credit rating on the Senior Notes from either S&P, Moody’s or Fitch.

We were in compliance with all of our quarterly debt covenants as of September 30, 2023.

Cash Flows

Comparison of the Nine Months Ended September 30, 2023 to the Nine Months Ended September 30, 2022

The following table summarizes the changes in net cash flows associated with our operating, investing, and financing activities for the nine months ended September 30, 2023 and 2022 (in thousands):

	Nine Months Ended September 30,		Change
	2023	2022	
Cash provided by operating activities	\$ 311,561	\$ 260,943	\$ 50,618
Cash used in investing activities	\$ (1,272,780)	\$ (2,055,827)	\$ 783,047
Cash provided by financing activities	\$ 1,007,701	\$ 1,788,027	\$ (780,326)

Net cash provided by operating activities. Net cash provided by operating activities increased by \$50.6 million to \$311.6 million for the nine months ended September 30, 2023, compared to \$260.9 million for the nine months ended September 30, 2022. The increase was primarily attributable to the incremental cash flows from property acquisitions completed subsequent to January 1, 2022, and the increase in Cash NOI from our Same Property Portfolio, partially offset by changes in working capital and an increase in cash interest paid.

Net cash used in investing activities. Net cash used in investing activities decreased by \$783.0 million to \$1.3 billion for the nine months ended September 30, 2023, compared to \$2.1 billion for the nine months ended September 30, 2022. The decrease was primarily attributable to an \$851.5 million decrease in cash paid for property acquisitions and a \$7.6 million decrease in cash paid for acquisition related deposits, partially offset by a \$77.0 million increase in cash paid for construction costs, including costs related to repositioning/redevelopment projects.

Net cash provided by financing activities. Net cash provided by financing activities decreased by \$780.3 million to \$1.0 billion for the nine months ended September 30, 2023, compared to \$1.8 billion for the nine months ended September 30, 2022. The decrease was primarily attributable to the following: (i) a decrease of \$1.6 billion due to lower cash proceeds from borrowings under the Revolver, (ii) a decrease of \$470.9 million in net cash proceeds from the issuance of shares of our common stock, (iii) a decrease of \$400.0 million from borrowings under the Term Facility in July 2022, (iv) a decrease of \$300.0 million from borrowings under the Term Facility in May 2022 and (v) a decrease of \$70.2 million due to higher dividends paid to common stockholders and common unitholders as a result of an increase in our quarterly per share/unit cash dividend and an increase in the number of common shares outstanding. These decreases were partially offset by the following: (i) an increase of \$1.6 billion due to lower repayment of borrowings under the Revolver, (ii) an increase of \$296.9 million in net cash proceeds from the issuance of the \$300 Million Notes in March 2023 and (iii) an increase of \$150.0 million due to repayment of the \$150.0 million term loan facility in May 2022.

Inflation

In the last several years, we do not believe that inflation has had a material impact on the Company. However, recently inflation has significantly increased and a prolonged period of high and persistent inflation could cause an increase in our operating expenses, capital expenditures and cost of our variable-rate borrowings which could have a material impact on our financial position or results of operations. 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.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Market risk refers to the risk of loss from adverse changes in market prices and interest rates. 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 SOFR. 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 debt, see Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources. For a summary of our interest rate swaps and recent transactions, see "Note 7 – Interest Rate Derivatives" to our consolidated financial statements.

As of September 30, 2023, we had total consolidated indebtedness, excluding unamortized debt issuance costs and premiums/discounts, of \$2.25 billion. As of September 30, 2023, 100% of this consolidated indebtedness is fixed-rate debt under the terms of the loan or through the use of interest rate swaps. As such, as of September 30, 2023, if SOFR were to increase or decrease, there would be no impact to interest expense or future earnings and cash flows.

Interest risk amounts are our management's estimates and are 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 future 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 assumes no changes in our financial structure.

Item 4. 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 Securities Exchange Act of 1934, as amended, (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 Security and Exchange Commission’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 our Co-Chief Executive Officers and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of September 30, 2023, the end of the period covered by this report.

Based on the foregoing, our Co-Chief Executive Officers and Chief Financial Officer concluded that, as of September 30, 2023, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting. No changes to our internal control over financial reporting were identified that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II. OTHER INFORMATION

Item 1. Legal Proceedings

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.

Item 1A. Risk Factors

Except as described below, there have been no material changes to the risk factors disclosed in Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2022.

Adverse developments affecting the financial services industry, including events or concerns involving liquidity, defaults, or non-performance by financial institutions, could adversely affect our business, financial condition or results of operations.

The funds in our accounts are held in banks or other financial institutions, and our deposits at these institutions would exceed any applicable Federal Deposit Insurance Corporation (“FDIC”) insurance limits. Should events, including limited liquidity, defaults, non-performance or other adverse developments occur with respect to the banks or other financial institutions that hold our funds, or that affect financial institutions or the financial services industry generally, or concerns or rumors about any events of these kinds or other similar risks, our liquidity may be adversely affected. For example, on March 10, 2023, Silicon Valley Bank was closed by the California Department of Financial Protection and Innovation, which appointed the FDIC as receiver. Although we did not have any funds in Silicon Valley Bank or other institutions that have been closed, we cannot guarantee that the banks or other financial institutions that hold our funds will not experience similar issues. In addition, if any of our tenants or other parties with whom we conduct business are unable to access funds pursuant to instruments or lending arrangements with a financial institution, such parties’ ability to pay their obligations to us or to enter into new commercial arrangements requiring additional payments to us could be adversely affected.

In addition, investor concerns regarding the U.S. or international financial systems could result in less favorable commercial financing terms, including higher interest rates or costs and tighter financial and operating covenants, or systemic limitations on access to credit and liquidity sources, thereby making it more difficult for us to acquire financing on terms favorable to us in connection with a potential business combination, or at all, and could have material adverse impacts on our liquidity, our business, financial condition or results of operations.

In addition, any further deterioration in the macroeconomic economy or financial services industry could lead to losses or defaults by our tenants, which in turn, could have a material adverse effect on our current and/or projected business operations and results of operations and financial condition. For example, a tenant may fail to make payments when due, default under their agreements with us, or become insolvent or declare bankruptcy. In addition, a tenant could be adversely affected by any of the liquidity or other risks that are described above as factors that could result in material adverse impacts on us, including but not limited to delayed access or loss of access to uninsured deposits or loss of the ability to draw on existing credit facilities involving a troubled or failed financial institution. Any tenant bankruptcy or insolvency, or the failure of any tenant to make payments when due, could result in material losses to us and may have a material adverse impact on our business.

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

(a) Unregistered Sales of Equity Securities

None.

(b) Use of Proceeds

None.

(c) Issuer Purchases of Equity Securities

Period	Total Number of Shares Purchased⁽¹⁾	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
July 1, 2023 to July 31, 2023	184	\$ 53.59	N/A	N/A
August 1, 2023 to August 31, 2023	175	\$ 52.87	N/A	N/A
September 1, 2023 to September 30, 2023	1,657	\$ 50.81	N/A	N/A
	<u>2,016</u>	<u>\$ 51.24</u>	N/A	N/A

(1) Reflects shares of common stock that were tendered by certain of our employees to satisfy tax withholding obligations related to the vesting of restricted shares of common stock.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

(a). None

(b). None

(c). During the three months ended September 30, 2023, no director or officer of the Company adopted or terminated a “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement,” as each such term is defined in Item 408(a) of Regulation S-K.

Item 6. Exhibits

<u>Exhibit</u>	
3.1	<u>Articles of Amendment and Restatement of Rexford Industrial Realty, Inc. (incorporated by reference to Exhibit 3.1 of Form S-11/A, filed by the registrant on July 15, 2013 (Registration No. 333-188806))</u>
3.2	<u>Fifth Amended and Restated Bylaws of Rexford Industrial Realty, Inc. (incorporated by reference to Exhibit 3.1 of Form 8-K, filed by the registrant on April 7, 2023)</u>
3.3	<u>Articles Supplementary designating the Series B Preferred Stock of Rexford Industrial Realty, Inc. (incorporated by reference to Exhibit 3.3 of Form 8-A, filed by the registrant on November 9, 2017)</u>
3.4	<u>Articles Supplementary designating the Series C Preferred Stock of Rexford Industrial Realty, Inc. (incorporated by reference to Exhibit 3.3 of Form 8-A, filed by the registrant on September 19, 2019)</u>
3.5	<u>Eighth Amended and Restated Agreement of Limited Partnership of Rexford Industrial Realty, L.P. (incorporated by reference to Exhibit 10.1 of Form 8-K, filed by the registrant on March 21, 2022)</u>
10.1	<u>First Amendment dated September 29, 2023, to Note Purchase and Guarantee Agreement dated July 13, 2017, by and among Rexford Industrial Realty, L.P., Rexford Industrial Realty, Inc. and the purchasers named therein.</u>
10.2	<u>First Amendment, dated as of September 29, 2023, to Note Purchase and Guarantee Agreement dated July 16, 2019, by and among Rexford Industrial Realty, L.P., Rexford Industrial Realty, Inc. and the purchasers named therein.</u>
10.3	<u>Third Amendment, dated as of September 29, 2023, to Note Purchase and Guarantee Agreement dated July 16, 2015, by and among Rexford Industrial Realty, L.P., Rexford Industrial Realty, Inc. and the purchasers named therein.</u>
22.1*	<u>List of Issuers of Guaranteed Securities</u>
31.1*	<u>Certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>
31.2*	<u>Certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>
31.3*	<u>Certification of the Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>
32.1*	<u>Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
32.2*	<u>Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
32.3*	<u>Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
101.1*	The registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2023, formatted in inline XBRL (Extensible Business Reporting Language): (i) Consolidated Balance Sheets (unaudited), (ii) Consolidated Statements of Operations (unaudited), (iii) Consolidated Statements of Comprehensive Income, (iv) Consolidated Statements of Changes in Equity (unaudited), (v) Consolidated Statements of Cash Flows (unaudited) and (vi) the Notes to the Consolidated Financial Statements (unaudited) that have been detail tagged.
104.1*	Cover Page Interactive Data File - The cover page interactive data file does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document.

* Filed herein

SIGNATURES

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

Rexford Industrial Realty, Inc.

October 20, 2023

/s/ Michael S. Frankel
Michael S. Frankel
Co-Chief Executive Officer (Principal Executive Officer)

October 20, 2023

/s/ Howard Schwimmer
Howard Schwimmer
Co-Chief Executive Officer (Principal Executive Officer)

October 20, 2023

/s/ Laura E. Clark
Laura E. Clark
Chief Financial Officer
(Principal Financial and Accounting Officer)

Rexford Industrial Realty, L.P.
Rexford Industrial Realty, Inc.

First Amendment
Dated as of September 29, 2023

to

Note Purchase and Guarantee Agreement
Dated as of July 13, 2017

Re:

\$125,000,000

3.93% Guaranteed Senior Notes due July 13, 2027

First Amendment to Note Purchase and Guarantee Agreement

This First Amendment, dated as of September 29, 2023 (this “*First Amendment*”), to that certain Note Purchase and Guarantee Agreement, dated as of July 13, 2017, is by and among Rexford Industrial Realty, L.P., a Maryland limited partnership (the “*Issuer*”), Rexford Industrial Realty, Inc., a Maryland corporation and the sole general partner and a limited partner of the Issuer (the “*Parent Guarantor*,” and together with the Issuer, the “*Constituent Companies*” and individually, a “*Constituent Company*”), and each holder of Notes (as hereinafter defined) (collectively, the “*Noteholders*”) that is a signatory hereto.

Recitals:

A. Whereas, the Constituent Companies and each of the Purchasers listed in Schedule B thereto heretofore entered into that certain Note Purchase and Guarantee Agreement dated as of July 13, 2017 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time prior to the date hereof, the “*Original Note Agreement*”);

B. Whereas, the Issuer issued \$125,000,000 in aggregate principal amount of its Guaranteed Senior Notes due July 13, 2027 (the “*Notes*”) and the Parent Guarantor unconditionally and irrevocably guaranteed the obligations of the Issuer under the Original Note Agreement and the Notes, in each case pursuant to the Original Note Agreement;

C. Whereas, capitalized terms used herein shall have the respective meanings ascribed thereto in the Original Note Agreement unless herein defined or the context shall otherwise require;

D. Whereas, the Constituent Companies have requested that the Noteholders amend the Original Note Agreement in certain respects;

E. Whereas, the Noteholders party hereto have agreed to the amendment request of the Constituent Companies, and the Constituent Companies and such Noteholders now desire to amend the Original Note Agreement in the respects, but only in the respects, hereinafter set forth; and

F. Whereas, all requirements of law have been fully complied with and all other acts and things necessary to make this First Amendment a valid, legal and binding instrument according to its terms for the purposes herein expressed have been done or performed.

Now, therefore, upon the full and complete satisfaction of the conditions precedent to the effectiveness of this First Amendment set forth in Section 3 hereof, and in consideration of good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, the Constituent Companies and the Noteholders do hereby agree as follows:

SECTION 1. Amendments.

1.1. Clause (d) of Section 10.8 of the Original Note Agreement shall be and hereby is amended and restated in its entirety to read as follows:

“(d) so long as no Default or Event of Default shall have occurred and be continuing at the time thereof or would result therefrom, either Constituent Company may make Restricted Payments to the holders

of their respective Equity Interests; provided that to the extent a Default or Event of Default shall have occurred and be continuing or would result from the making of such Restricted Payment by the Parent Guarantor, the Issuer may only make Restricted Payments to the Parent Guarantor and, to the extent corresponding distributions to other holders of its Equity Interests are required by its Organizational Documents, to such other holders of Equity Interests, in amounts sufficient to permit the Parent Guarantor to make, and the Parent Guarantor may make, Restricted Payments in the minimum amount required in order for the Parent Guarantor to (A) maintain its status as a REIT and (B) avoid the payment of federal or state income or excise tax; notwithstanding the preceding clause, without the prior written consent of the Required Holders, to the extent a Default or Event of Default specified in Section 11(g) or Section 11(h) is then-existing or would result from the making of such Restricted Payment by the Parent Guarantor or a Default or Event of Default has resulted in the Required Holders exercising their remedies under Section 12.1, no Restricted Payments shall otherwise be permitted under this clause (d);”.

SECTION 2. Representation and Warranties of the Constituent Companies.

2.1. To induce the Noteholders to execute and deliver this First Amendment, each of the Constituent Companies represents and warrants to the Noteholders (which representations shall survive the execution and delivery of this First Amendment) that:

(a) this First Amendment has been duly authorized by all necessary limited partnership action or corporate action, as applicable, on the part of each Constituent Company, executed and delivered by such Constituent Company, and the Original Note Agreement, as amended by this First Amendment, constitutes the legal, valid and binding obligation, contract and agreement of each Constituent Company enforceable against each Constituent Company in accordance with its terms, except as such enforceability may be limited by (1) applicable bankruptcy, insolvency, reorganization, moratorium or other similar laws affecting the enforcement of creditors’ rights generally and (2) general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law);

(b) the execution and delivery of this First Amendment and the performance by each Constituent Company of the Original Note Agreement, as amended by this First Amendment, will not (1) contravene, result in any breach of, or constitute a default under, or result in the creation of any Lien in respect of any property of either Constituent Company or any Subsidiary under, any indenture, mortgage, deed of trust, loan, purchase or credit agreement, lease, Organizational Document or any other agreement or instrument to which either Constituent Company or any Subsidiary is bound or by which either Constituent Company or any Subsidiary or any of their respective properties may be bound or affected, (2) conflict with or result in a breach of any of the terms, conditions or provisions of any order, judgment, decree or ruling of any court, arbitrator or Governmental Authority applicable to either Constituent Company or any Subsidiary or (3) violate any provision of any statute or other rule or regulation of any Governmental Authority applicable to either Constituent Company or any Subsidiary; and

(c) immediately before and after giving effect to this First Amendment, no Default or Event of Default has occurred which is continuing.

SECTION 3. Conditions to the Effectiveness of this First Amendment.

3.1. Upon satisfaction of each and every one of the following conditions, this First Amendment shall become effective as of the date first written above:

- (a) executed counterparts of this First Amendment, duly executed by each Constituent Company and the Required Holders, shall have been delivered to the Noteholders;
- (b) the representations and warranties of the Constituent Companies set forth in Section 2 hereof are true and correct on and with respect to the date hereof;
- (c) the Noteholders shall have received evidence reasonably satisfactory to them that each of (1) the Note Purchase and Guarantee Agreement, dated as of July 16, 2019, by and among the Issuer, the Parent and the holders of the guaranteed senior notes issued and outstanding thereunder and (2) the Note Purchase and Guarantee Agreement, dated as of July 16, 2015, by and among the Issuer, the Parent and the holders of the guaranteed senior notes issued and outstanding thereunder has been amended in a manner consistent with this First Amendment; and
- (d) the Issuer shall have paid the fees and expenses of ArentFox Schiff LLP, special counsel to the Noteholders, in connection with negotiation, preparation, execution and delivery of, this First Amendment, to the extent reflected in a statement of such counsel rendered to the Issuer at least one Business Day prior to such date.

SECTION 4. Miscellaneous.

4.1. This First Amendment shall be construed in connection with and as part of the Original Note Agreement, and except as modified and expressly amended by this First Amendment, all terms, conditions and covenants contained in the Original Note Agreement are hereby ratified and shall be and remain in full force and effect.

4.2. Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this First Amendment may refer to the Original Note Agreement without making specific reference to this First Amendment but nevertheless all such references shall include this First Amendment unless the context otherwise requires.

4.3. The descriptive headings of the various Sections or parts of this First Amendment are for convenience only and shall not affect the meaning or construction of any of the provisions hereof.

4.4. This First Amendment may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed an original, but all such counterparts together shall constitute but one and the same instrument. The parties agree to electronic contracting and signatures with respect to this First Amendment and any documents delivered in connection with this First Amendment. Delivery of an electronic signature to, or a signed copy of, this First Amendment by facsimile, email or other electronic transmission shall be fully binding on the parties to the same extent as the delivery of the signed originals and shall be admissible into evidence for all purposes. Notwithstanding the foregoing, if any Noteholder shall request manually signed counterpart signatures to this First Amendment, the Constituent Companies hereby agree to use

commercially reasonable efforts to provide such manually signed signature pages as soon as reasonably practicable.

4.5. This First Amendment shall be governed by and construed in accordance with the laws of the State of New York excluding choice-of-law principles of the law of such State that would permit the application of the laws of a jurisdiction other than such State.

[Signature Pages Follow]

The execution hereof by you shall constitute a contract between us for the uses and purposes hereinabove set forth, and this First Amendment may be executed in any number of counterparts, each executed counterpart constituting an original, but all together only one agreement.

REXFORD INDUSTRIAL REALTY, L.P.,
as Issuer

By: **REXFORD INDUSTRIAL REALTY, INC.,**
a Maryland corporation,
its General Partner

By /s/ Laura Clark
Name: Laura Clark
Title: Chief Financial Officer

REXFORD INDUSTRIAL REALTY, INC.,
as Parent Guarantor

By /s/ Laura Clark
Name: Laura Clark
Title: Chief Financial Officer

This First Amendment is hereby accepted
and agreed to as of the date thereof.

**COMPANION LIFE INSURANCE COMPANY
MUTUAL OF OMAHA INSURANCE COMPANY
UNITED OF OMAHA LIFE INSURANCE COMPANY**

By: PGIM Private Placement Investors, L.P. (as
Investment Advisor)

PGIM Private Placement Investors, Inc. (as its
General Partner)

By:

By: /s/ Adolfo Cabrera

Name: Adolfo Cabrera
Title: Vice President

**PRUDENTIAL ANNUITIES LIFE ASSURANCE
CORPORATION
PRUDENTIAL ARIZONA REINSURANCE TERM
COMPANY
PRUDENTIAL RETIREMENT GUARANTEED COST
BUSINESS TRUST**

By: PGIM, Inc., as investment manager

By: /s/ Adolfo Cabrera

Name: Adolfo Cabrera
Title: Vice President

PRUCO LIFE INSURANCE COMPANY

By: PGIM, Inc., as investment manager

By: /s/ Adolfo Cabrera

Name: Adolfo Cabrera

Title: Vice President

**THE PRUDENTIAL INSURANCE COMPANY OF
AMERICA**

By: PGIM, Inc., as investment manager

By: /s/ Adolfo Cabrera

Name: Adolfo Cabrera

Title: Vice President

[Signature Page to First Amendment to Note Purchase and Guarantee Agreement]

EXECUTION VERSION

Rexford Industrial Realty, L.P.
Rexford Industrial Realty, Inc.

First Amendment
Dated as of September 29, 2023

to

Note Purchase and Guarantee Agreement
Dated as of July 16, 2019

Re:

\$100,000,000

3.88% Series 2019A Guaranteed Senior Notes due July 16, 2029
4.03% Series 2019B Guaranteed Senior Notes due July 16, 2034

First Amendment to Note Purchase and Guarantee Agreement

This First Amendment, dated as of September 29, 2023 (this “*First Amendment*”), to that certain Note Purchase and Guarantee Agreement, dated as of July 16, 2019, is by and among Rexford Industrial Realty, L.P., a Maryland limited partnership (the “*Issuer*”), Rexford Industrial Realty, Inc., a Maryland corporation and the sole general partner and a limited partner of the Issuer (the “*Parent Guarantor*,” and together with the Issuer, the “*Constituent Companies*” and individually, a “*Constituent Company*”), and each holder of Notes (as hereinafter defined) (collectively, the “*Noteholders*”) that is a signatory hereto.

Recitals:

A. Whereas, the Constituent Companies and each of the Purchasers listed in Schedule B thereto heretofore entered into that certain Note Purchase and Guarantee Agreement dated as of July 16, 2019 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time prior to the date hereof, the “*Original Note Agreement*”);

B. Whereas, the Issuer issued \$100,000,000 in aggregate principal amount of its Guaranteed Senior Notes, consisting of (a) \$25,000,000 in aggregate principal amount of its 3.88% Series 2019A Guaranteed Senior Notes due July 16, 2029 (the “*Series 2019A Notes*”) and (b) \$75,000,000 in aggregate principal amount of its 4.03% Series 2019B Guaranteed Senior Notes due July 16, 2034 (the “*Series 2019B Notes*,” together with the Series 2019A Notes, the “*Notes*”) and the Parent Guarantor unconditionally and irrevocably guaranteed the obligations of the Issuer under the Original Note Agreement and the Notes, in each case pursuant to the Original Note Agreement;

C. Whereas, capitalized terms used herein shall have the respective meanings ascribed thereto in the Original Note Agreement unless herein defined or the context shall otherwise require;

D. Whereas, the Constituent Companies have requested that the Noteholders amend the Original Note Agreement in certain respects;

E. Whereas, the Noteholders party hereto have agreed to the amendment request of the Constituent Companies, and the Constituent Companies and such Noteholders now desire to amend the Original Note Agreement in the respects, but only in the respects, hereinafter set forth; and

F. Whereas, all requirements of law have been fully complied with and all other acts and things necessary to make this First Amendment a valid, legal and binding instrument according to its terms for the purposes herein expressed have been done or performed.

Now, therefore, upon the full and complete satisfaction of the conditions precedent to the effectiveness of this First Amendment set forth in Section 3 hereof, and in consideration of good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, the Constituent Companies and the Noteholders do hereby agree as follows:

SECTION 1. Amendments.

1.1. Clause (d) of Section 10.8 of the Original Note Agreement shall be and hereby is amended and restated in its entirety to read as follows:

“(d) so long as no Default or Event of Default shall have occurred and be continuing at the time thereof or would result therefrom, either Constituent Company may make Restricted Payments to the holders of their respective Equity Interests; provided that to the extent a Default or Event of Default shall have occurred and be continuing or would result from the making of such Restricted Payment by the Parent Guarantor, the Issuer may only make Restricted Payments to the Parent Guarantor and, to the extent corresponding distributions to other holders of its Equity Interests are required by its Organizational Documents, to such other holders of Equity Interests, in amounts sufficient to permit the Parent Guarantor to make, and the Parent Guarantor may make, Restricted Payments in the minimum amount required in order for the Parent Guarantor to (A) maintain its status as a REIT and (B) avoid the payment of federal or state income or excise tax; notwithstanding the preceding clause, without the prior written consent of the Required Holders, to the extent a Default or Event of Default specified in Section 11(g) or Section 11(h) is then-existing or would result from the making of such Restricted Payment by the Parent Guarantor or a Default or Event of Default has resulted in the Required Holders exercising their remedies under Section 12.1, no Restricted Payments shall otherwise be permitted under this clause (d).”

SECTION 2. Representation and Warranties of the Constituent Companies.

2.1. To induce the Noteholders to execute and deliver this First Amendment, each of the Constituent Companies represents and warrants to the Noteholders (which representations shall survive the execution and delivery of this First Amendment) that:

(a) this First Amendment has been duly authorized by all necessary limited partnership action or corporate action, as applicable, on the part of each Constituent Company, executed and delivered by such Constituent Company, and the Original Note Agreement, as amended by this First Amendment, constitutes the legal, valid and binding obligation, contract and agreement of each Constituent Company enforceable against each Constituent Company in accordance with its terms, except as such enforceability may be limited by (1) applicable bankruptcy, insolvency, reorganization, moratorium or other similar laws affecting the enforcement of creditors' rights generally and (2) general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law);

(b) the execution and delivery of this First Amendment and the performance by each Constituent Company of the Original Note Agreement, as amended by this First Amendment, will not (1) contravene, result in any breach of, or constitute a default under, or result in the creation of any Lien in respect of any property of either Constituent Company or any Subsidiary under, any indenture, mortgage, deed of trust, loan, purchase or credit agreement, lease, Organizational Document or any other agreement or instrument to which either Constituent Company or any Subsidiary is bound or by which either Constituent Company or any Subsidiary or any of their respective properties may be bound or affected, (2) conflict with or result in a breach of any of the terms, conditions or provisions of any order, judgment, decree or ruling of any court, arbitrator or Governmental Authority applicable to either Constituent Company or any Subsidiary or

(3) violate any provision of any statute or other rule or regulation of any Governmental Authority applicable to either Constituent Company or any Subsidiary; and

(c) immediately before and after giving effect to this First Amendment, no Default or Event of Default has occurred which is continuing.

SECTION 3. Conditions to the Effectiveness of this First Amendment.

3.1. Upon satisfaction of each and every one of the following conditions, this First Amendment shall become effective as of the date first written above:

(a) executed counterparts of this First Amendment, duly executed by each Constituent Company and the Required Holders, shall have been delivered to the Noteholders;

(b) the representations and warranties of the Constituent Companies set forth in Section 2 hereof are true and correct on and with respect to the date hereof;

(c) the Noteholders shall have received evidence reasonably satisfactory to them that each of (1) the Note Purchase and Guarantee Agreement, dated as of July 13, 2017, by and among the Issuer, the Parent and the holders of the guaranteed senior notes issued and outstanding thereunder and (2) the Note Purchase and Guarantee Agreement, dated as of July 16, 2015, by and among the Issuer, the Parent and the holders of the guaranteed senior notes issued and outstanding thereunder has been amended in a manner consistent with this First Amendment; and

(d) the Issuer shall have paid the fees and expenses of ArentFox Schiff LLP, special counsel to the Noteholders, in connection with negotiation, preparation, execution and delivery of, this First Amendment, to the extent reflected in a statement of such counsel rendered to the Issuer at least one Business Day prior to such date.

SECTION 4. Miscellaneous.

4.1. This First Amendment shall be construed in connection with and as part of the Original Note Agreement, and except as modified and expressly amended by this First Amendment, all terms, conditions and covenants contained in the Original Note Agreement are hereby ratified and shall be and remain in full force and effect.

4.2. Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this First Amendment may refer to the Original Note Agreement without making specific reference to this First Amendment but nevertheless all such references shall include this First Amendment unless the context otherwise requires.

4.3. The descriptive headings of the various Sections or parts of this First Amendment are for convenience only and shall not affect the meaning or construction of any of the provisions hereof.

4.4. This First Amendment may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed an original, but all such counterparts together shall constitute but one and the same instrument. The parties agree to electronic contracting and signatures with respect to this First Amendment and any documents delivered in connection with this First Amendment.

Delivery of an electronic signature to, or a signed copy of, this First Amendment by facsimile, email or other electronic transmission shall be fully binding on the parties to the same extent as the delivery of the signed originals and shall be admissible into evidence for all purposes. Notwithstanding the foregoing, if any Noteholder shall request manually signed counterpart signatures to this First Amendment, the Constituent Companies hereby agree to use commercially reasonable efforts to provide such manually signed signature pages as soon as reasonably practicable.

4.5. This First Amendment shall be governed by and construed in accordance with the laws of the State of New York excluding choice-of-law principles of the law of such State that would permit the application of the laws of a jurisdiction other than such State.

[Signature Pages Follow]

The execution hereof by you shall constitute a contract between us for the uses and purposes hereinabove set forth, and this First Amendment may be executed in any number of counterparts, each executed counterpart constituting an original, but all together only one agreement.

REXFORD INDUSTRIAL REALTY, L.P.,
as Issuer

By: **REXFORD INDUSTRIAL REALTY, INC.,**
a Maryland corporation,
its General Partner

By: /s/ Laura Clark
Name: Laura Clark
Title: Chief Financial Officer

REXFORD INDUSTRIAL REALTY, INC.,
as Parent Guarantor

By: /s/ Laura Clark
Name: Laura Clark
Title: Chief Financial Officer

[Signature Page to First Amendment to Note Purchase and Guarantee Agreement]

This First Amendment is hereby accepted and agreed to as of the date thereof.

NEW YORK LIFE INSURANCE COMPANY

By: NYL Investors LLC, its Investment Manager

By: /s/ Aron Davidowitz

Name: Aron Davidowitz

Title: Managing Director

NEW YORK LIFE INSURANCE AND ANNUITY CORPORATION

By: NYL Investors LLC, its Investment Manager

By: /s/ Aron Davidowitz

Name: Aron Davidowitz

Title: Managing Director

NEW YORK LIFE INSURANCE AND ANNUITY CORPORATION INSTITUTIONALLY OWNED LIFE INSURANCE SEPARATE ACCOUNT (BOLI 30C)

By: NYL Investors LLC, its Investment Manager

By: /s/ Aron Davidowitz

Name: Aron Davidowitz

Title: Managing Director

Principal Amount of Notes held by the above holders:
\$80,700,000

**NEW YORK LIFE INSURANCE AND ANNUITY
CORPORATION INSTITUTIONALLY OWNED LIFE
INSURANCE SEPARATE ACCOUNT (BOLI 3)**

By: NYL Investors LLC, its Investment Manager

By: /s/ Aron Davidowitz

Name: Aron Davidowitz
Title: Managing Director

**NEW YORK LIFE INSURANCE AND ANNUITY
CORPORATION INSTITUTIONALLY OWNED LIFE
INSURANCE SEPARATE ACCOUNT (BOLI 3-2)**

By: NYL Investors LLC, its Investment Manager

By: /s/ Aron Davidowitz

Name: Aron Davidowitz
Title: Managing Director

**NEW YORK LIFE INSURANCE AND ANNUITY
CORPORATION INSTITUTIONALLY OWNED LIFE
INSURANCE SEPARATE ACCOUNT (BOLI 30E)**

By: NYL Investors LLC, its Investment Manager

By: /s/ Aron Davidowitz

Name: Aron Davidowitz
Title: Managing Director

Principal Amount of Notes held by the above holders: \$1,700,000

THE BANK OF NEW YORK MELLON, A BANKING CORPORATION ORGANIZED UNDER THE LAWS OF NEW YORK, NOT IN ITS INDIVIDUAL CAPACITY BUT SOLELY AS TRUSTEE UNDER THAT CERTAIN TRUST AGREEMENT DATED AS OF JULY 1ST, 2015 BETWEEN NEW YORK LIFE INSURANCE COMPANY, AS GRANTOR, JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.), AS BENEFICIARY, JOHN HANCOCK LIFE INSURANCE COMPANY OF NEW YORK, AS BENEFICIARY, AND THE BANK OF NEW YORK MELLON, AS TRUSTEE

By: New York Life Insurance Company, its attorney-in-fact

By: NYL Investors LLC, its Investment Manager

By: /s/ Aron Davidowitz

Name: Aron Davidowitz
Title: Managing Director

COMPSOURCE MUTUAL INSURANCE COMPANY

By: NYL Investors LLC, its Investment Manager

By: /s/ Aron Davidowitz

Name: Aron Davidowitz
Title: Managing Director

LUCENT – I FUND, A SUB-FUND OF GLOBAL PRIVATE CREDIT UMBRELLA UNIT TRUST

By: NYL Investors LLC, its Investment Manager

By: /s/ Aron Davidowitz

Name: Aron Davidowitz
Title: Managing Director

Principal Amount of Notes held by the above holders:
\$17,600,000

EXECUTION VERSION

Rexford Industrial Realty, L.P.
Rexford Industrial Realty, Inc.

Third Amendment
Dated as of September 29, 2023

to

Note Purchase and Guarantee Agreement
Dated as of July 16, 2015

Re:

\$100,000,000

4.29% Guaranteed Senior Notes due August 6, 2025

Third Amendment to Note Purchase and Guarantee Agreement

This Third Amendment, dated as of September 29, 2023 (this “*Third Amendment*”), to that certain Note Purchase and Guarantee Agreement, dated as of July 16, 2015, is by and among Rexford Industrial Realty, L.P., a Maryland limited partnership (the “*Issuer*”), Rexford Industrial Realty, Inc., a Maryland corporation and the sole general partner and a limited partner of the Issuer (the “*Parent Guarantor*,” and together with the Issuer, the “*Constituent Companies*” and individually, a “*Constituent Company*”), and each holder of Notes (as hereinafter defined) (collectively, the “*Noteholders*”) that is a signatory hereto.

Recitals:

A. Whereas, the Constituent Companies and each of the Purchasers listed in Schedule B thereto heretofore entered into that certain Note Purchase and Guarantee Agreement dated as of July 16, 2015, as amended by that certain First Amendment to Note Purchase and Guarantee Agreement dated as of June 30, 2016, as further amended by that certain Second Amendment to Note Purchase and Guarantee Agreement dated as of June 16, 2017 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time prior to the date hereof, the “*Original Note Agreement*”);

B. Whereas, the Issuer issued \$100,000,000 in aggregate principal amount of its Guaranteed Senior Notes due August 6, 2025 (the “*Notes*”) and the Parent Guarantor unconditionally and irrevocably guaranteed the obligations of the Issuer under the Original Note Agreement and the Notes, in each case pursuant to the Original Note Agreement;

C. Whereas, capitalized terms used herein shall have the respective meanings ascribed thereto in the Original Note Agreement unless herein defined or the context shall otherwise require;

D. Whereas, the Constituent Companies have requested that the Noteholders amend the Original Note Agreement in certain respects;

E. Whereas, the Noteholders party hereto have agreed to the amendment request of the Constituent Companies, and the Constituent Companies and such Noteholders now desire to amend the Original Note Agreement in the respects, but only in the respects, hereinafter set forth; and

F. Whereas, all requirements of law have been fully complied with and all other acts and things necessary to make this Third Amendment a valid, legal and binding instrument according to its terms for the purposes herein expressed have been done or performed.

Now, therefore, upon the full and complete satisfaction of the conditions precedent to the effectiveness of this Third Amendment set forth in Section 3 hereof, and in consideration of good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, the Constituent Companies and the Noteholders do hereby agree as follows:

SECTION 1. Amendments.

1.1. Clause (d) of Section 10.8 of the Original Note Agreement shall be and hereby is amended and restated in its entirety to read as follows:

“(d) so long as no Default or Event of Default shall have occurred and be continuing at the time thereof or would result therefrom, either Constituent Company may make Restricted Payments to the holders of their respective Equity Interests; provided that to the extent a Default or Event of Default shall have occurred and be continuing or would result from the making of such Restricted Payment by the Parent Guarantor, the Issuer may only make Restricted Payments to the Parent Guarantor and, to the extent corresponding distributions to other holders of its Equity Interests are required by its Organizational Documents, to such other holders of Equity Interests, in amounts sufficient to permit the Parent Guarantor to make, and the Parent Guarantor may make, Restricted Payments in the minimum amount required in order for the Parent Guarantor to (A) maintain its status as a REIT and (B) avoid the payment of federal or state income or excise tax; notwithstanding the preceding clause, without the prior written consent of the Required Holders, to the extent a Default or Event of Default specified in Section 11(g) or Section 11(h) is then-existing or would result from the making of such Restricted Payment by the Parent Guarantor or a Default or Event of Default has resulted in the Required Holders exercising their remedies under Section 12.1, no Restricted Payments shall otherwise be permitted under this clause (d).”.

SECTION 2. Representation and Warranties of the Constituent Companies.

2.1. To induce the Noteholders to execute and deliver this Third Amendment, each of the Constituent Companies represents and warrants to the Noteholders (which representations shall survive the execution and delivery of this Third Amendment) that:

(a) this Third Amendment has been duly authorized by all necessary limited partnership action or corporate action, as applicable, on the part of each Constituent Company, executed and delivered by such Constituent Company, and the Original Note Agreement, as amended by this Third Amendment, constitutes the legal, valid and binding obligation, contract and agreement of each Constituent Company enforceable against each Constituent Company in accordance with its terms, except as such enforceability may be limited by (1) applicable bankruptcy, insolvency, reorganization, moratorium or other similar laws affecting the enforcement of creditors' rights generally and (2) general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law);

(b) the execution and delivery of this Third Amendment and the performance by each Constituent Company of the Original Note Agreement, as amended by this Third Amendment, will not (1) contravene, result in any breach of, or constitute a default under, or result in the creation of any Lien in respect of any property of either Constituent Company or any Subsidiary under, any indenture, mortgage, deed of trust, loan, purchase or credit agreement, lease, Organizational Document or any other agreement or instrument to which either Constituent Company or any Subsidiary is bound or by which either Constituent Company or any Subsidiary or any of their respective properties may be bound or affected, (2) conflict with or result in a breach of any of the terms, conditions or provisions of any order, judgment, decree or ruling of any court, arbitrator or Governmental Authority applicable to either Constituent Company or any Subsidiary or (3) violate any provision of any statute or other rule or regulation of any Governmental Authority applicable to either Constituent Company or any Subsidiary; and

(c) immediately before and after giving effect to this Third Amendment, no Default or Event of Default has occurred which is continuing.

SECTION 3. Conditions to the Effectiveness of this Third Amendment.

3.1. Upon satisfaction of each and every one of the following conditions, this Third Amendment shall become effective as of the date first written above:

(a) executed counterparts of this Third Amendment, duly executed by each Constituent Company and the Required Holders, shall have been delivered to the Noteholders;

(b) the representations and warranties of the Constituent Companies set forth in Section 2 hereof are true and correct on and with respect to the date hereof;

(c) the Noteholders shall have received evidence reasonably satisfactory to them that each of (1) the Note Purchase and Guarantee Agreement, dated as of July 16, 2019, by and among the Issuer, the Parent and the holders of the guaranteed senior notes issued and outstanding thereunder and (2) the Note Purchase and Guarantee Agreement, dated as of July 13, 2017, by and among the Issuer, the Parent and the holders of the guaranteed senior notes issued and outstanding thereunder has been amended in a manner consistent with this Third Amendment; and

(d) the Issuer shall have paid the fees and expenses of ArentFox Schiff LLP, special counsel to the Noteholders, in connection with negotiation, preparation, execution and delivery of, this Third Amendment, to the extent reflected in a statement of such counsel rendered to the Issuer at least one Business Day prior to such date.

SECTION 4. Miscellaneous.

4.1. This Third Amendment shall be construed in connection with and as part of the Original Note Agreement, and except as modified and expressly amended by this Third Amendment, all terms, conditions and covenants contained in the Original Note Agreement are hereby ratified and shall be and remain in full force and effect.

4.2. Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this Third Amendment may refer to the Original Note Agreement without making specific reference to this Third Amendment but nevertheless all such references shall include this Third Amendment unless the context otherwise requires.

4.3. The descriptive headings of the various Sections or parts of this Third Amendment are for convenience only and shall not affect the meaning or construction of any of the provisions hereof.

4.4. This Third Amendment may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed an original, but all such counterparts together shall constitute but one and the same instrument. The parties agree to electronic contracting and signatures with respect to this Third Amendment and any documents delivered in connection with this Third Amendment. Delivery of an electronic signature to, or a signed copy of, this Third Amendment by facsimile, email or other electronic transmission shall be fully binding on the parties to the same extent as

the delivery of the signed originals and shall be admissible into evidence for all purposes. Notwithstanding the foregoing, if any Noteholder shall request manually signed counterpart signatures to this Third Amendment, the Constituent Companies hereby agree to use commercially reasonable efforts to provide such manually signed signature pages as soon as reasonably practicable.

4.5. This Third Amendment shall be governed by and construed in accordance with the laws of the State of New York excluding choice-of-law principles of the law of such State that would permit the application of the laws of a jurisdiction other than such State.

[Signature Pages Follow]

The execution hereof by you shall constitute a contract between us for the uses and purposes hereinabove set forth, and this Third Amendment may be executed in any number of counterparts, each executed counterpart constituting an original, but all together only one agreement.

REXFORD INDUSTRIAL REALTY, L.P.,
as Issuer

By: **REXFORD INDUSTRIAL REALTY, INC.,**
a Maryland corporation,
its General Partner

By /s/ Laura Clark
Name: Laura Clark
Title: Chief Financial Officer

REXFORD INDUSTRIAL REALTY, INC.,
as Parent Guarantor

By /s/ Laura Clark
Name: Laura Clark
Title: Chief Financial Officer

This Third Amendment is hereby accepted and agreed to as of the date thereof.

**MASSACHUSETTS MUTUAL LIFE INSURANCE
COMPANY
C.M. LIFE INSURANCE COMPANY
YY LIFE INSURANCE INTERNATIONAL LIMITED
BANNER LIFE INSURANCE COMPANY**

By: Barings LLC as Investment Adviser

By: /s/ John Wheeler

Name: John Wheeler

Title: Managing Director

Principal Amount of Notes held by the above holders:
\$46,000,000

[Signature Page to Third Amendment to Note Purchase and Guarantee Agreement]

This Third Amendment is hereby accepted
and agreed to as of the date thereof.

**EMPOWER ANNUITY INSURANCE COMPANY OF
AMERICA (F/K/A GREAT-WEST LIFE & ANNUITY
INSURANCE COMPANY)**

By: /s/ Robyn Richards
Name: Robyn Richards
Title: Authorized Signatory

Principal Amount of Notes held by the above holders: \$4,000,000

This Third Amendment is hereby accepted and agreed to as of the date thereof.

NEW YORK LIFE INSURANCE COMPANY

By: NYL Investors LLC, its Investment Manager

By: /s/ Aron Davidowitz

Name: Aron Davidowitz

Title: Managing Director

NEW YORK LIFE INSURANCE AND ANNUITY CORPORATION

By: NYL Investors LLC, its Investment Manager

By: /s/ Aron Davidowitz

Name: Aron Davidowitz

Title: Managing Director

NEW YORK LIFE INSURANCE AND ANNUITY CORPORATION INSTITUTIONALLY OWNED LIFE INSURANCE SEPARATE ACCOUNT (BOLI 3-2)

By: NYL Investors LLC, its Investment Manager

By: /s/ Aron Davidowitz

Name: Aron Davidowitz

Title: Managing Director

Principal Amount of Notes held by the above holders:
\$50,000,000

List of Issuers of Guaranteed Securities

As of September 30, 2023, the following subsidiary was the issuer of the 5.000% Senior Notes due 2028, the 2.125% Senior Notes due 2030 and the 2.150% Senior Notes due 2031, all of which are guaranteed by Rexford Industrial Realty, Inc.

Name of Subsidiary	Jurisdiction of Organization
Rexford Industrial Realty, L.P.	Maryland

**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 Quarterly Report on Form 10-Q of Rexford Industrial Realty, Inc. (the "Company") for the quarter ended September 30, 2023 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

October 20, 2023

**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 Quarterly Report on Form 10-Q of Rexford Industrial Realty, Inc. (the "Company") for the quarter ended September 30, 2023 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

October 20, 2023

**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 Quarterly Report on Form 10-Q of Rexford Industrial Realty, Inc. (the "Company") for the quarter ended September 30, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Laura E. Clark, 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/ Laura E. Clark

Laura E. Clark
Chief Financial Officer
October 20, 2023