

CubeSmart
Form 10-Q
July 28, 2017
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sts

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

December 30, 2016

(Mark one)

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended June 30, 2017.

or

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____ .

Commission file number:

001-32324 (CubeSmart)

000-54462 (CubeSmart, L.P.)

CUBESMART

CUBESMART, L.P.

(Exact Name of Registrant as Specified in its Charter)

Maryland (CubeSmart)
Delaware (CubeSmart, L.P.)
(State or Other Jurisdiction of
Incorporation or Organization)

20-1024732
34-1837021
(I.R.S. Employer
Identification No.)

5 Old Lancaster Road

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Malvern, Pennsylvania 19355
(Address of Principal Executive Offices) (Zip Code)

(610) 535-5000

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

CubeSmart Yes No
CubeSmart, L.P. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

CubeSmart Yes No
CubeSmart, L.P. 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 the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

CubeSmart:

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

CubeSmart, L.P.:

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

CubeSmart Yes No
CubeSmart, L.P. Yes No

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.

CubeSmart
CubeSmart, L.P.

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Class	Outstanding at July 26, 2017
Common shares, \$0.01 par value per share, of CubeSmart	180,197,669

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EXPLANATORY NOTE

This report combines the quarterly reports on Form 10-Q for the period ended June 30, 2017 of CubeSmart (the “Parent Company” or “CubeSmart”) and CubeSmart, L.P. (the “Operating Partnership”). The Parent Company is a Maryland real estate investment trust, or REIT, that owns its assets and conducts its operations through the Operating Partnership, a Delaware limited partnership, and subsidiaries of the Operating Partnership. The Parent Company, the Operating Partnership and their consolidated subsidiaries are collectively referred to in this report as the “Company”. In addition, terms such as “we”, “us”, or “our” used in this report may refer to the Company, the Parent Company or the Operating Partnership.

The Parent Company is the sole general partner of the Operating Partnership and, as of June 30, 2017, owned a 98.6% interest in the Operating Partnership. The remaining 1.4% interest consists of common units of limited partnership interest issued by the Operating Partnership to third parties in exchange for contributions of properties to the Operating Partnership. As the sole general partner of the Operating Partnership, the Parent Company has full and complete authority over the Operating Partnership’s day-to-day operations and management.

Management operates the Parent Company and the Operating Partnership as one enterprise. The management teams of the Parent Company and the Operating Partnership are identical, and their constituents are officers of both the Parent Company and of the Operating Partnership.

There are a few differences between the Parent Company and the Operating Partnership, which are reflected in the note disclosures in this report. The Company believes it is important to understand the differences between the Parent Company and the Operating Partnership in the context of how these entities operate as a consolidated enterprise. The Parent Company is a REIT, whose only material asset is its ownership of the partnership interests of the Operating Partnership. As a result, the Parent Company does not conduct business itself, other than acting as the sole general partner of the Operating Partnership, issuing public equity from time to time and guaranteeing the debt obligations of the Operating Partnership. The Operating Partnership holds substantially all the assets of the Company and, directly or indirectly, holds the ownership interests in the Company’s real estate ventures. The Operating Partnership conducts the operations of the Company’s business and is structured as a partnership with no publicly traded equity. Except for net proceeds from equity issuances by the Parent Company, which are contributed to the Operating Partnership in exchange for partnership units, the Operating Partnership generates the capital required by the Company’s business through the Operating Partnership’s operations, by the Operating Partnership’s direct or indirect incurrence of indebtedness or through the issuance of partnership units of the Operating Partnership or equity interests in subsidiaries of the Operating Partnership.

The substantive difference between the Parent Company’s and the Operating Partnership’s filings is the fact that the Parent Company is a REIT with public equity, while the Operating Partnership is a partnership with no publicly traded equity. In the financial statements, this difference is primarily reflected in the equity (or capital for the Operating Partnership) section of the consolidated balance sheets and in the consolidated statements of equity (or capital). Apart

from the different equity treatment, the consolidated financial statements of the Parent Company and the Operating Partnership are nearly identical.

The Company believes that combining the quarterly reports on Form 10-Q of the Parent Company and the Operating Partnership into a single report will:

- facilitate a better understanding by the investors of the Parent Company and the Operating Partnership by enabling them to view the business as a whole in the same manner as management views and operates the business;
- remove duplicative disclosures and provide a more straightforward presentation in light of the fact that a substantial portion of the disclosure applies to both the Parent Company and the Operating Partnership; and
- create time and cost efficiencies through the preparation of one combined report instead of two separate reports.

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In order to highlight the differences between the Parent Company and the Operating Partnership, the separate sections in this report for the Parent Company and the Operating Partnership specifically refer to the Parent Company and the Operating Partnership. In the sections that combine disclosures of the Parent Company and the Operating Partnership, this report refers to such disclosures as those of the Company. Although the Operating Partnership is generally the entity that directly or indirectly enters into contracts and real estate ventures and holds assets and debt, reference to the Company is appropriate because the business is one enterprise and the Parent Company operates the business through the Operating Partnership.

As general partner with control of the Operating Partnership, the Parent Company consolidates the Operating Partnership for financial reporting purposes, and the Parent Company does not have significant assets other than its investment in the Operating Partnership. Therefore, the assets and liabilities of the Parent Company and the Operating Partnership are the same on their respective financial statements. The separate discussions of the Parent Company and the Operating Partnership in this report should be read in conjunction with each other to understand the results of the Company's operations on a consolidated basis and how management operates the Company.

This report also includes separate Item 4 - Controls and Procedures sections, signature pages and Exhibit 31 and 32 certifications for each of the Parent Company and the Operating Partnership in order to establish that the Chief Executive Officer and the Chief Financial Officer of the Parent Company and the Chief Executive Officer and the Chief Financial Officer of the Operating Partnership have made the requisite certifications and that the Parent Company and the Operating Partnership are compliant with Rule 13a-15 or Rule 15d-15 of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. §1350.

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Filing Format

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Forward-Looking Statements

This Quarterly Report on Form 10-Q, or “this Report”, together with other statements and information publicly disseminated by the Parent Company and the Operating Partnership, contain certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, or the “Exchange Act.” Forward-looking statements include statements concerning the Company’s plans, objectives, goals, strategies, future events, future revenues or performance, capital expenditures, financing needs, plans or intentions relating to acquisitions and other information that is not historical information. In some cases, forward-looking statements can be identified by terminology such as “believes”, “expects”, “estimates”, “may”, “will”, “should”, “anticipates”, or “intends” or the negative of such terms or other comparable terminology, or by discussions of strategy. Such statements are based on assumptions and expectations that may not be realized and are inherently subject to risks, uncertainties and other factors, many of which cannot be predicted with accuracy and some of which might not even be anticipated. Although we believe the expectations reflected in these forward-looking statements are based on reasonable assumptions, future events and actual results, performance, transactions or achievements, financial and otherwise, may differ materially from the results, performance, transactions or achievements expressed or implied by the forward-looking statements. As a result, you should not rely on or construe any forward-looking statements in this Report, or which management may make orally or in writing from time to time, as predictions of future events or as guarantees of future performance. We caution you not to place undue reliance on forward-looking statements, which speak only as of the date of this Report or as of the dates otherwise indicated in the statements. All of our forward-looking statements, including those in this Report, are qualified in their entirety by this statement.

There are a number of risks and uncertainties that could cause our actual results to differ materially from the forward-looking statements contained in or contemplated by this Report. Any forward-looking statements should be considered in light of the risks and uncertainties referred to in Item 1A. “Risk Factors” in the Parent Company’s and the Operating Partnership’s combined Annual Report on Form 10-K for the year ended December 31, 2016 and in our other filings with the Securities and Exchange Commission (“SEC”). These risks include, but are not limited to, the following:

- national and local economic, business, real estate and other market conditions;

- the competitive environment in which we operate, including our ability to maintain or raise occupancy and rental rates;

- the execution of our business plan;

- the availability of external sources of capital;

- financing risks, including the risk of over-leverage and the corresponding risk of default on our mortgage and other debt and potential inability to refinance existing indebtedness;

- increases in interest rates and operating costs;
- counterparty non-performance related to the use of derivative financial instruments;
- our ability to maintain our Parent Company's qualification as a REIT for federal income tax purposes;
- acquisition and development risks;
- increases in taxes, fees, and assessments from state and local jurisdictions;
- risks of investing through joint ventures;
- changes in real estate and zoning laws or regulations;
- risks related to natural disasters;
- potential environmental and other liabilities;
- other factors affecting the real estate industry generally or the self-storage industry in particular; and
- other risks identified in the Parent Company's and the Operating Partnership's Annual Report on Form 10-K for the year ended December 31, 2016 and, from time to time, in other reports that we file with the SEC or in other documents that we publicly disseminate.

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Given these uncertainties and the other risks identified elsewhere in this Report, we caution readers not to place undue reliance on forward-looking statements. We undertake no obligation to publicly update or revise these forward-looking statements, whether as a result of new information, future events or otherwise except as may be required by securities laws. Because of the factors referred to above, the future events discussed in or incorporated by reference in this Report may not occur and actual results, performance or achievement could differ materially from that anticipated or implied in the forward-looking statements.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CUBESMART AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(in thousands, except share data)

	June 30, 2017 (unaudited)	December 31, 2016
ASSETS		
Storage properties	\$ 4,071,098	\$ 3,998,180
Less: Accumulated depreciation	(719,214)	(671,364)
Storage properties, net (including VIE assets of \$230,599 and \$208,048, respectively)	3,351,884	3,326,816
Cash and cash equivalents	8,077	2,973
Restricted cash	4,164	7,893
Loan procurement costs, net of amortization	1,875	2,150
Investment in real estate ventures, at equity	93,757	98,682
Other assets, net	33,481	36,514
Total assets	\$ 3,493,238	\$ 3,475,028
LIABILITIES AND EQUITY		
Unsecured senior notes, net	\$ 1,141,928	\$ 1,039,076
Revolving credit facility	60,000	43,300
Unsecured term loans, net	299,195	398,749
Mortgage loans and notes payable, net	112,977	114,618
Accounts payable, accrued expenses and other liabilities	126,621	93,764
Distributions payable	49,382	49,239
Deferred revenue	21,964	20,226
Security deposits	422	412
Total liabilities	1,812,489	1,759,384
Noncontrolling interests in the Operating Partnership	59,416	54,407
Commitments and contingencies		
Equity		
Common shares \$.01 par value, 400,000,000 shares authorized, 180,197,464 and 180,083,111 shares issued and outstanding at June 30, 2017 and	1,802	1,801

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December 31, 2016, respectively		
Additional paid-in capital	2,306,086	2,314,014
Accumulated other comprehensive loss	(666)	(1,850)
Accumulated deficit	(691,778)	(658,583)
Total CubeSmart shareholders' equity	1,615,444	1,655,382
Noncontrolling interests in subsidiaries	5,889	5,855
Total equity	1,621,333	1,661,237
Total liabilities and equity	\$ 3,493,238	\$ 3,475,028

See accompanying notes to the unaudited consolidated financial statements.

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CUBESMART AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share data)

(unaudited)

	Three Months Ended		Six Months Ended	
	June 30,	2016	June 30,	2016
	2017		2017	2016
REVENUES				
Rental income	\$ 121,224	\$ 111,538	\$ 238,281	\$ 216,535
Other property related income	13,880	12,643	26,863	24,406
Property management fee income	3,455	2,345	6,452	4,456
Total revenues	138,559	126,526	271,596	245,397
OPERATING EXPENSES				
Property operating expenses	44,821	41,607	89,695	81,826
Depreciation and amortization	36,736	41,448	74,855	80,804
General and administrative	8,800	7,891	18,294	16,119
Acquisition related costs	668	2,563	827	4,905
Total operating expenses	91,025	93,509	183,671	183,654
OPERATING INCOME	47,534	33,017	87,925	61,743
OTHER (EXPENSE) INCOME				
Interest:				
Interest expense on loans	(13,975)	(12,200)	(27,574)	(24,284)
Loan procurement amortization expense	(776)	(611)	(1,482)	(1,216)
Equity in losses of real estate ventures	(253)	(724)	(1,025)	(1,236)
Other	308	901	200	1,231
Total other expense	(14,696)	(12,634)	(29,881)	(25,505)
NET INCOME	32,838	20,383	58,044	36,238
NET (INCOME) LOSS ATTRIBUTABLE TO NONCONTROLLING INTERESTS				
Noncontrolling interests in the Operating Partnership	(427)	(227)	(704)	(399)
Noncontrolling interest in subsidiaries	47	268	104	335
NET INCOME ATTRIBUTABLE TO THE COMPANY	32,458	20,424	57,444	36,174
Distribution to preferred shareholders	—	(1,502)	—	(3,004)
NET INCOME ATTRIBUTABLE TO THE COMPANY'S COMMON SHAREHOLDERS	\$ 32,458	\$ 18,922	\$ 57,444	\$ 33,170
Basic earnings per share attributable to common shareholders				
	\$ 0.18	\$ 0.11	\$ 0.32	\$ 0.19
Diluted earnings per share attributable to common shareholders				
	\$ 0.18	\$ 0.11	\$ 0.32	\$ 0.19

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Weighted-average basic shares outstanding	180,183	177,880	180,174	176,838
Weighted-average diluted shares outstanding	181,189	179,221	181,198	178,172

See accompanying notes to the unaudited consolidated financial statements.

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CUBESMART AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(in thousands)

(unaudited)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2017	2016	2017	2016
NET INCOME	\$ 32,838	\$ 20,383	\$ 58,044	\$ 36,238
Other comprehensive income (loss):				
Unrealized (losses) gains on interest rate swaps	(4)	(581)	137	(2,235)
Reclassification of realized losses on interest rate swaps	366	1,268	1,061	2,594
OTHER COMPREHENSIVE INCOME	362	687	1,198	359
COMPREHENSIVE INCOME	33,200	21,070	59,242	36,597
Comprehensive income attributable to noncontrolling interests in the Operating Partnership	(432)	(235)	(718)	(403)
Comprehensive loss attributable to noncontrolling interest in subsidiaries	47	268	104	335
COMPREHENSIVE INCOME ATTRIBUTABLE TO THE COMPANY	\$ 32,815	\$ 21,103	\$ 58,628	\$ 36,529

See accompanying notes to the unaudited consolidated financial statements.

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CUBESMART AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF EQUITY

(in thousands)

(unaudited)

	Common Shares		Preferred Shares		Additional	Accumulated Other	Accumulated	Total
	Number	Amount	Number	Amount	Paid in Capital	Comprehensive (Loss) Income	Deficit	Share Equity
Balance at December 31, 2016	180,083	\$ 1,801	—	\$ —	\$ 2,314,014	\$ (1,850)	\$ (658,583)	\$
Contributions from noncontrolling interests in subsidiaries								
Acquisition of noncontrolling interest in subsidiary					(8,626)			
Issuance of common shares					(178)			
Issuance of restricted shares	104	1						
Issuance of OP units								
Conversion from units to shares	1				25			
Exercise of stock options	9				94			
Amortization of restricted shares					(7)			
Share compensation expense					764			
Adjustment for noncontrolling interests in the Operating Partnership							6,793	
Net income (loss)							57,444	
Other comprehensive						1,184		

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	Common Shares Number	Amount	Preferred Shares Number	Amount	Additional Paid in Capital	Accumulated Other Comprehensive (Loss) Income	Accumulated Deficit	Total Shareholders' Equity
income, net								
Common share distributions							(97,432)	
Balance at June 30, 2017	180,197	\$ 1,802	—	\$ —	\$ 2,306,086	\$ (666)	\$ (691,778)	\$
Balance at December 31, 2015	174,668	\$ 1,747	3,100	\$ 31	\$ 2,231,181	\$ (4,978)	\$ (584,654)	\$
Contributions from noncontrolling interests in subsidiaries								
Issuance of common shares	2,820	28			88,574			
Issuance of restricted shares	121	1						
Issuance of OP units								
Exercise of stock options	641	6			12,193			
Amortization of restricted shares					171			
Share compensation expense					623			
Adjustment for noncontrolling interest in the Operating Partnership							(1,469)	
Net income (loss)							36,174	
Other comprehensive income, net						355		
Preferred share distributions							(3,004)	
Common share distributions							(74,736)	
Balance at June 30, 2016	178,250	\$ 1,782	3,100	\$ 31	\$ 2,332,742	\$ (4,623)	\$ (627,689)	\$

See accompanying notes to the unaudited consolidated financial statements.

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CUBESMART AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

(unaudited)

	Six Months Ended June 30,	
	2017	2016
Operating Activities		
Net income	\$ 58,044	\$ 36,238
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation and amortization	76,337	82,020
Equity in losses of real estate ventures	1,025	1,236
Equity compensation expense	2,773	2,404
Accretion of fair market value adjustment of debt	(225)	(504)
Changes in other operating accounts:		
Restricted cash	15	272
Other assets	(4,843)	(3,630)
Accounts payable and accrued expenses	12,773	5,891
Other liabilities	1,610	1,660
Net cash provided by operating activities	\$ 147,509	\$ 125,587
Investing Activities		
Acquisitions of storage properties	(13,409)	(235,577)
Additions and improvements to storage properties	(15,816)	(13,261)
Development costs	(21,023)	(94,496)
Investment in real estate ventures, at equity	(123)	(7,586)
Cash distributed from real estate ventures	4,023	3,716
Change in restricted cash	(15)	137
Net cash used in investing activities	\$ (46,363)	\$ (347,067)
Financing Activities		
Proceeds from:		
Unsecured senior notes	103,192	—
Revolving credit facility	305,300	655,100
Principal payments on:		
Revolving credit facility	(288,600)	(505,100)
Unsecured term loans	(100,000)	—
Mortgage loans and notes payable	(7,400)	(13,659)
Loan procurement costs	(953)	—
Acquisition of noncontrolling interest in subsidiary	(7,533)	—
Proceeds from issuance of common shares, net	(177)	88,603
Cash paid upon vesting of restricted shares	(2,016)	(1,610)
Exercise of stock options	94	12,199
Contributions from noncontrolling interests in subsidiaries	545	4,396
Distributions paid to common shareholders	(97,397)	(73,984)

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Distributions paid to preferred shareholders	—	(3,004)
Distributions paid to noncontrolling interests in Operating Partnership	(1,097)	(907)
Net cash (used in) provided by financing activities	\$ (96,042)	\$ 162,034
Change in cash and cash equivalents	5,104	(59,446)
Cash and cash equivalents at beginning of period	2,973	62,869
Cash and cash equivalents at end of period	\$ 8,077	\$ 3,423
Supplemental Cash Flow and Noncash Information		
Cash paid for interest, net of interest capitalized	\$ 31,410	\$ 26,879
Supplemental disclosure of noncash activities:		
Restricted cash - acquisition of storage properties	\$ —	\$ (22,019)
Accretion of liability	\$ 16,068	\$ 4,174
Derivative valuation adjustment	\$ 1,198	\$ 359
Mortgage loan assumptions	\$ 6,201	\$ 41,513
Issuance of OP units	\$ 12,324	\$ —
Liability for acquisition of storage property	\$ 1,470	\$ —
Liability for acquisition of noncontrolling interest in subsidiary	\$ 1,500	\$ —

See accompanying notes to the unaudited consolidated financial statements.

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CUBESMART, L.P. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(in thousands)

	June 30, 2017 (unaudited)	December 31, 2016
ASSETS		
Storage properties	\$ 4,071,098	\$ 3,998,180
Less: Accumulated depreciation	(719,214)	(671,364)
Storage properties, net (including VIE assets of \$230,599 and \$208,048, respectively)	3,351,884	3,326,816
Cash and cash equivalents	8,077	2,973
Restricted cash	4,164	7,893
Loan procurement costs, net of amortization	1,875	2,150
Investment in real estate ventures, at equity	93,757	98,682
Other assets, net	33,481	36,514
Total assets	\$ 3,493,238	\$ 3,475,028
LIABILITIES AND CAPITAL		
Unsecured senior notes, net	\$ 1,141,928	\$ 1,039,076
Revolving credit facility	60,000	43,300
Unsecured term loans, net	299,195	398,749
Mortgage loans and notes payable, net	112,977	114,618
Accounts payable, accrued expenses and other liabilities	126,621	93,764
Distributions payable	49,382	49,239
Deferred revenue	21,964	20,226
Security deposits	422	412
Total liabilities	1,812,489	1,759,384
Limited Partnership interests of third parties	59,416	54,407
Commitments and contingencies		
Capital		
Operating Partner	1,616,110	1,657,232
Accumulated other comprehensive loss	(666)	(1,850)
Total CubeSmart, L.P. capital	1,615,444	1,655,382
Noncontrolling interests in subsidiaries	5,889	5,855
Total capital	1,621,333	1,661,237
Total liabilities and capital	\$ 3,493,238	\$ 3,475,028

See accompanying notes to the unaudited consolidated financial statements.

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CUBESMART, L.P. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per common unit data)

(unaudited)

	Three Months Ended		Six Months Ended	
	June 30,	2016	June 30,	2016
	2017		2017	
REVENUES				
Rental income	\$ 121,224	\$ 111,538	\$ 238,281	\$ 216,535
Other property related income	13,880	12,643	26,863	24,406
Property management fee income	3,455	2,345	6,452	4,456
Total revenues	138,559	126,526	271,596	245,397
OPERATING EXPENSES				
Property operating expenses	44,821	41,607	89,695	81,826
Depreciation and amortization	36,736	41,448	74,855	80,804
General and administrative	8,800	7,891	18,294	16,119
Acquisition related costs	668	2,563	827	4,905
Total operating expenses	91,025	93,509	183,671	183,654
OPERATING INCOME	47,534	33,017	87,925	61,743
OTHER (EXPENSE) INCOME				
Interest:				
Interest expense on loans	(13,975)	(12,200)	(27,574)	(24,284)
Loan procurement amortization expense	(776)	(611)	(1,482)	(1,216)
Equity in losses of real estate ventures	(253)	(724)	(1,025)	(1,236)
Other	308	901	200	1,231
Total other expense	(14,696)	(12,634)	(29,881)	(25,505)
NET INCOME	32,838	20,383	58,044	36,238
NET LOSS ATTRIBUTABLE TO NONCONTROLLING INTERESTS				
Noncontrolling interest in subsidiaries	47	268	104	335
NET INCOME ATTRIBUTABLE TO CUBESMART L.P.				
Operating Partnership interests of third parties	(427)	(227)	(704)	(399)
NET INCOME ATTRIBUTABLE TO OPERATING PARTNER				
Distribution to preferred unitholders	—	(1,502)	—	(3,004)
NET INCOME ATTRIBUTABLE TO COMMON UNITHOLDERS				
	\$ 32,458	\$ 18,922	\$ 57,444	\$ 33,170
Basic earnings per unit attributable to common unitholders				
	\$ 0.18	\$ 0.11	\$ 0.32	\$ 0.19

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Diluted earnings per unit attributable to common unitholders	\$ 0.18	\$ 0.11	\$ 0.32	\$ 0.19
Weighted-average basic units outstanding	180,183	177,880	180,174	176,838
Weighted-average diluted units outstanding	181,189	179,221	181,198	178,172

See accompanying notes to the unaudited consolidated financial statements.

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CUBESMART, L.P. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(in thousands)

(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
NET INCOME	\$ 32,838	\$ 20,383	\$ 58,044	\$ 36,238
Other comprehensive income (loss):				
Unrealized (losses) gains on interest rate swaps	(4)	(581)	137	(2,235)
Reclassification of realized losses on interest rate swaps	366	1,268	1,061	2,594
OTHER COMPREHENSIVE INCOME	362	687	1,198	359
COMPREHENSIVE INCOME	33,200	21,070	59,242	36,597
Comprehensive income attributable to Operating Partnership interests of third parties	(432)	(235)	(718)	(403)
Comprehensive loss attributable to noncontrolling interest in subsidiaries	47	268	104	335
COMPREHENSIVE INCOME ATTRIBUTABLE TO OPERATING PARTNER	\$ 32,815	\$ 21,103	\$ 58,628	\$ 36,529

See accompanying notes to the unaudited consolidated financial statements.

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CUBESMART, L.P. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CAPITAL

(in thousands)

(unaudited)

	Number of OP Units Outstanding		Operating Partner	Accumulated Comprehensive (Loss) Income	Total CubeSmart L.P. Capital	Noncontrolling Interests in Subsidiaries	Total Capital	Op Par Int of
	Common	Preferred						
Balance at December 31, 2016	180,083	—	\$ 1,657,232	\$ (1,850)	\$ 1,655,382	\$ 5,855	\$ 1,661,237	\$ 5
Contributions from noncontrolling interests in subsidiaries						545	545	
Acquisition of noncontrolling interest in subsidiary			(8,626)		(8,626)	(407)	(9,033)	
Issuance of common OP units			(178)		(178)		(178)	
Issuance of restricted OP units	104		1		1		1	
Issuance of OP units								
Conversion from OP units to shares	1		25		25		25	
Exercise of OP unit options	9		94		94		94	
Amortization of restricted OP units			(7)		(7)		(7)	
OP unit compensation expense			764		764		764	
Adjustment for Limited			6,793		6,793		6,793	

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Partnership interests of third parties								
Net income (loss)			57,444		57,444	(104)	57,340	
Other comprehensive income, net				1,184	1,184		1,184	
Common OP unit distributions			(97,432)		(97,432)		(97,432)	
Balance at June 30, 2017	180,197	—	\$ 1,616,110	\$ (666)	\$ 1,615,444	\$ 5,889	\$ 1,621,333	\$ 5
	Number of OP Units Outstanding		Operating Partner	Accumulated Comprehensive (Loss) Income	Total OtherSmart P. Capital	Noncontrolling Interests in Subsidiaries	Total Capital	Op Par Int of
	Common	Preferred						
Balance at December 31, 2015	174,668	3,100	\$ 1,648,305	\$ (4,978)	\$ 1,643,327	\$ 1,526	\$ 1,644,853	\$ 6
Contributions from noncontrolling interests in subsidiaries						4,396	4,396	
Issuance of common OP units	2,820		88,602		88,602		88,602	
Issuance of restricted OP units	121		1		1		1	
Issuance of OP units								1
Exercise of OP unit options	641		12,199		12,199		12,199	
Amortization of restricted OP units			171		171		171	
OP unit compensation expense			623		623		623	
Adjustment for Operating Partnership interests of third parties			(1,469)		(1,469)		(1,469)	1
Net income (loss)			36,174		36,174	(335)	35,839	3
				355	355		355	

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Other comprehensive income, net									
Preferred OP unit distributions			(3,004)		(3,004)		(3,004)		
Common OP unit distributions			(74,736)		(74,736)		(74,736)		
Balance at June 30, 2016	178,250	3,100	\$ 1,706,866	\$ (4,623)	\$ 1,702,243	\$ 5,587	\$ 1,707,830	\$	

See accompanying notes to the unaudited consolidated financial statements.

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CUBESMART, L.P. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

(unaudited)

	Six Months Ended June 30,	
	2017	2016
Operating Activities		
Net income	\$ 58,044	\$ 36,238
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation and amortization	76,337	82,020
Equity in losses of real estate ventures	1,025	1,236
Equity compensation expense	2,773	2,404
Accretion of fair market value adjustment of debt	(225)	(504)
Changes in other operating accounts:		
Restricted cash	15	272
Other assets	(4,843)	(3,630)
Accounts payable and accrued expenses	12,773	5,891
Other liabilities	1,610	1,660
Net cash provided by operating activities	\$ 147,509	\$ 125,587
Investing Activities		
Acquisitions of storage properties	(13,409)	(235,577)
Additions and improvements to storage properties	(15,816)	(13,261)
Development costs	(21,023)	(94,496)
Investment in real estate ventures, at equity	(123)	(7,586)
Cash distributed from real estate ventures	4,023	3,716
Change in restricted cash	(15)	137
Net cash used in investing activities	\$ (46,363)	\$ (347,067)
Financing Activities		
Proceeds from:		
Unsecured senior notes	103,192	—
Revolving credit facility	305,300	655,100
Principal payments on:		
Revolving credit facility	(288,600)	(505,100)
Unsecured term loans	(100,000)	—
Mortgage loans and notes payable	(7,400)	(13,659)
Loan procurement costs	(953)	—
Acquisition of noncontrolling interest in subsidiary	(7,533)	—
Proceeds from issuance of common OP units	(177)	88,603
Redemption of preferred units		
Cash paid upon vesting of restricted OP units	(2,016)	(1,610)
Exercise of OP unit options	94	12,199
Contributions from noncontrolling interests in subsidiaries	545	4,396

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Distributions paid to common OP unitholders	(98,494)	(74,891)
Distributions paid to preferred OP unitholders	—	(3,004)
Net cash (used in) provided by financing activities	\$ (96,042)	\$ 162,034
Change in cash and cash equivalents	5,104	(59,446)
Cash and cash equivalents at beginning of period	2,973	62,869
Cash and cash equivalents at end of period	\$ 8,077	\$ 3,423
Supplemental Cash Flow and Noncash Information		
Cash paid for interest, net of interest capitalized	\$ 31,410	\$ 26,879
Supplemental disclosure of noncash activities:		
Restricted cash - acquisition of storage properties	\$ —	\$ (22,019)
Accretion of liability	\$ 16,068	\$ 4,174
Derivative valuation adjustment	\$ 1,198	\$ 359
Mortgage loan assumptions	\$ 6,201	\$ 41,513
Issuance of OP units	\$ 12,324	\$ —
Liability for acquisition of storage property	\$ 1,470	\$ —
Liability for acquisition of noncontrolling interest in subsidiary	\$ 1,500	\$ —

See accompanying notes to the unaudited consolidated financial statements.

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CUBESMART AND CUBESMART, L.P.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

1. ORGANIZATION AND NATURE OF OPERATIONS

CubeSmart (the “Parent Company”) operates as a self-managed and self-administered real estate investment trust (“REIT”) with its operations conducted solely through CubeSmart, L.P. and its subsidiaries. CubeSmart, L.P., a Delaware limited partnership (the “Operating Partnership”), operates through an umbrella partnership structure, with the Parent Company, a Maryland REIT, as its sole general partner. In the notes to the consolidated financial statements, we use the terms “the Company”, “we” or “our” to refer to the Parent Company and the Operating Partnership together, unless the context indicates otherwise. As of June 30, 2017, the Company owned self-storage properties located in 23 states throughout the United States and the District of Columbia that are presented under one reportable segment: the Company owns, operates, develops, manages and acquires self-storage properties.

As of June 30, 2017, the Parent Company owned approximately 98.6% of the partnership interests (“OP Units”) of the Operating Partnership. The remaining OP Units, consisting exclusively of limited partner interests, are held by persons who contributed their interests in properties to the Operating Partnership in exchange for OP Units. Under the partnership agreement, these persons have the right to tender their OP Units for redemption to the Operating Partnership at any time (except, in the case of the Class C OP Units issued on April 12, 2017, such right may be exercised at any time on or after October 12, 2017 and, in the case of the 440,160 OP Units issued on May 9, 2017, such right may be exercised at any time on or after May 9, 2018) for cash equal to the fair value of an equivalent number of common shares of the Parent Company or, in the case of Class C OP Units, the stated value of such Class C OP Units. In lieu of delivering cash, however, the Parent Company, as the Operating Partnership’s general partner, may, at its option, choose to acquire any OP Units so tendered by issuing common shares in exchange for the tendered OP Units. If the Parent Company so chooses, its common shares will be exchanged for OP Units on a one-for-one basis or, in the case of Class C OP Units, for common shares with a fair value equal to the stated value of such Class C OP Units. This one-for-one exchange ratio is subject to adjustment to prevent dilution. With each such exchange or redemption, the Parent Company’s percentage ownership in the Operating Partnership will increase. In addition, whenever the Parent Company issues common or other classes of its shares, it contributes the net proceeds it receives from the issuance to the Operating Partnership and the Operating Partnership issues to the Parent Company an equal number of OP Units or other partnership interests having preferences and rights that mirror the preferences and rights of the shares issued. This structure is commonly referred to as an umbrella partnership REIT or “UPREIT”.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared pursuant to the rules and regulations of the SEC regarding interim financial reporting and, in the opinion of each of the Parent Company's and Operating Partnership's respective management, include all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation of financial position, results of operations and cash flows for each respective company for the interim periods presented in accordance with generally accepted accounting principles in the United States ("GAAP"). Accordingly, readers of this Quarterly Report on Form 10-Q should refer to the Parent Company's and the Operating Partnership's audited financial statements prepared in accordance with GAAP, and the related notes thereto, for the year ended December 31, 2016, which are included in the Parent Company's and the Operating Partnership's Annual Report on Form 10-K for the fiscal year ended December 31, 2016. The results of operations for the three and six months ended June 30, 2017 and 2016 are not necessarily indicative of the results of operations to be expected for any future period or the full year.

The Company adopted Accounting Standard Update ("ASU") No. 2015-02, Consolidation – Amendments to the Consolidation Analysis, as of January 1, 2016. The Company evaluated the application of this guidance and concluded that there were no changes to any previous conclusions with respect to consolidation accounting for any of its interests in less than wholly owned joint ventures. However, the Operating Partnership now meets the criteria as a variable interest entity. The Parent Company's sole significant asset is its investment in the Operating Partnership. As a result,

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substantially all of the Parent Company's assets and liabilities represent those assets and liabilities of the Operating Partnership. All of the Parent Company's debt is an obligation of the Operating Partnership.

Reclassifications

Certain amounts from the prior year have been reclassified to conform to current year presentation as described below.

During the first quarter of 2017, the Company adopted ASU No. 2016-09 - Compensation – Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting, which requires retrospective application for the cash flow presentation of cash withheld upon restricted stock vesting and paid by the Company to a taxing authority to satisfy the employee's related tax obligation. See "Recent Accounting Pronouncements" below. As a result of adopting the new guidance, \$1.6 million of vested restricted shares that were withheld to satisfy employee tax obligations and paid to the taxing authorities, were reclassified from operating activities to financing activities within Company's consolidated statements of cash flows for the six months ended June 30, 2016.

Recent Accounting Pronouncements

In February 2017, as part of the new revenue standard, the Financial Accounting Standards Board ("FASB") issued ASU No. 2017-05 – Other Income – Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20): Clarifying the Scope of Asset Derecognition Guidance, which focuses on recognizing gains and losses from the transfer of nonfinancial assets in contracts with non-customers. Specifically, the new guidance defines "in substance nonfinancial asset", unifies guidance related to partial sales of nonfinancial assets, eliminates rules specifically addressing sales of real estate, removes exceptions to the financial asset derecognition model, and clarifies the accounting for contributions of nonfinancial assets to joint ventures. The new guidance is effective at the same time an entity adopts the new revenue standard. Upon adoption, the Company expects that the majority of its sale transactions will be treated as dispositions of nonfinancial assets rather than dispositions of a business given the FASB's recently revised definition of a business (see ASU No. 2017-01 below). Additionally, in partial sale transactions where the Company sells a controlling interest in real estate but retains a noncontrolling interest, the Company will now fully recognize a gain or loss on the fair value measurement of the retained interest as the new guidance eliminates the partial profit recognition model.

In January 2017, the FASB issued ASU 2017-01 - Business Combinations (Topic 805): Clarifying the Definition of a Business, which changes the definition of a business to include an input and a substantive process that together significantly contribute to the ability to create outputs. A framework is provided to evaluate when an input and a substantive process are present. The new guidance also narrows the definition of outputs, which are defined as the results of inputs and substantive processes that provide goods or services to customers, other revenue, or investment income. The standard is effective on January 1, 2018, however early adoption is permitted. Upon adoption of the new

guidance, the Company expects that the majority of future property acquisitions will now be considered asset acquisitions, resulting in the capitalization of acquisition related costs incurred in connection with these transactions and the allocation of purchase price and acquisition related costs to the assets acquired based on their relative fair values.

In November 2016, the FASB issued ASU No. 2016-18 - Statement of Cash Flows (Topic 230): Restricted Cash, which requires the statement of cash flows to explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. The new guidance also requires entities to reconcile such total to amounts on the balance sheet and disclose the nature of the restrictions. The standard is effective on January 1, 2018, however early adoption is permitted. The standard requires the use of the retrospective transition method. The Company is in the process of evaluating the impact of this new guidance.

In August 2016, the FASB issued ASU No. 2016-15 – Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments, which is intended to reduce diversity in practice in how certain transactions are classified in the statement of cash flows. The eight items that the ASU provides classification guidance on include (1) debt prepayment and extinguishment costs, (2) settlement of zero-coupon debt instruments, (3) contingent consideration payments made after a business combination, (4) proceeds from the settlement of insurance claims, (5) proceeds from the settlement of corporate-owned life insurance policies, including bank-owned life insurance policies, (6) distributions

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received from equity method investments, (7) beneficial interests in securitization transactions, and (8) separately identifiable cash flows and application of the predominance principle. The standard is effective on January 1, 2018, however early adoption is permitted. The standard requires the use of the retrospective transition method. The Company is in the process of evaluating the impact of this new guidance.

In March 2016, the FASB issued ASU No. 2016-09 - Compensation – Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting, which is intended to simplify various aspects related to how share-based payments are accounted for and presented in the financial statements. The new guidance requires entities to make an entity-wide accounting policy election to either estimate the number of awards that are expected to vest or account for forfeitures when they occur. The Company has elected to account for forfeitures when they occur. In addition, the guidance allows employers to withhold shares to satisfy minimum statutory tax withholding requirements up to the employees' maximum individual tax rate without causing the award to be classified as a liability. The guidance also stipulates that cash paid by an employer to a taxing authority when directly withholding shares for tax-withholding purposes should be classified as a financing activity on the statement of cash flows. The new standard became effective for the Company on January 1, 2017. The adoption of this guidance did not have a material impact on the Company's consolidated financial position or results of operations.

In February 2016, the FASB issued ASU No. 2016-02 - Leases (Topic 842), which sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract (i.e. lessees and lessors). The new standard requires lessees to apply a dual approach, classifying leases as either financing or operating leases based on the principle of whether or not the lease is effectively a financed purchase by the lessee. This classification will determine whether lease expense is recognized based on an effective interest method or on a straight line basis over the term of the lease, respectively. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term of greater than 12 months regardless of their classification. Leases with a term of 12 months or less will be accounted for similar to existing guidance for operating leases today. The new standard requires lessors to account for leases using an approach that is substantially equivalent to existing guidance for sales-type leases, direct financing leases and operating leases. The standard is effective on January 1, 2019, however early adoption is permitted. The Company is currently assessing the impact of the adoption of the new standard on the Company's consolidated financial statements and related disclosures.

In May 2014, the FASB issued ASU No. 2014-09 - Revenue from Contracts with Customers (Topic 606), which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The new guidance outlines a five-step process for customer contract revenue recognition that focuses on transfer of control as opposed to transfer of risk and rewards. The new guidance also requires enhanced disclosures regarding the nature, amount, timing, and uncertainty of revenues and cash flows from contracts with customers. In May 2016, the FASB issued ASU 2016-12 - Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients, which amends ASU 2014-09 and is intended to address implementation issues that were raised by stakeholders. ASU 2016-12 provides practical expedients on collectability, noncash consideration, presentation of sales tax and contract modifications and completed contracts in transition. The Company is currently assessing the impact of the adoption of ASU No. 2014-09 and ASU No. 2016-12 on the Company's consolidated financial statements and related disclosures. At this point in time, the Company does not believe the standards will have a material impact on its consolidated financial position or results of operations primarily because most of its revenue is derived from lease contracts, which are excluded from the scope of the new

guidance. The Company's property management fee revenue will be included in the scope of the new guidance, however, based on the Company's initial assessment, it appears that revenue recognized under the new guidance will not differ materially from revenue recognized under existing guidance.

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3. STORAGE PROPERTIES

The book value of the Company's real estate assets is summarized as follows:

	June 30, 2017 (in thousands)	December 31, 2016
Land	\$ 659,099	\$ 649,744
Buildings and improvements	2,974,795	2,928,275
Equipment	204,822	217,867
Construction in progress	232,382	202,294
Storage properties	4,071,098	3,998,180
Less: Accumulated depreciation	(719,214)	(671,364)
Storage properties, net	\$ 3,351,884	\$ 3,326,816

The following table summarizes the Company's acquisition and disposition activity during the period beginning on January 1, 2016 through June 30, 2017:

Asset/Portfolio	Market	Transaction Date	Number of Stores	Purchase / Sale Price (in thousands)
2017 Acquisitions:				
Illinois Asset	Chicago	April 2017	1	\$ 11,200
Maryland Asset	Baltimore / DC	May 2017	1	18,200
California Asset	Sacramento	May 2017	1	3,650
			3	\$ 33,050
2016 Acquisitions:				
Metro DC Asset	Baltimore / DC	January 2016	1	\$ 21,000
Texas Assets	Texas Markets - Major	January 2016	2	24,800
New York Asset	New York / Northern NJ	January 2016	1	48,500
Texas Asset	Texas Markets - Major	January 2016	1	11,600
Connecticut Asset	Connecticut	February 2016	1	19,000
Texas Asset	Texas Markets - Major	March 2016	1	11,600
Florida Assets	Florida Markets - Other	March 2016	3	47,925
Colorado Asset	Denver	April 2016	1	11,350
Texas Asset	Texas Markets - Major	April 2016	1	11,600
Texas Asset	Texas Markets - Major	May 2016	1	10,100
Texas Asset	Texas Markets - Major	May 2016	1	10,800
Illinois Asset	Chicago	May 2016	1	12,350
Illinois Asset	Chicago	May 2016	1	16,000
Massachusetts Asset	Massachusetts	June 2016	1	14,300

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Nevada Assets	Las Vegas	July 2016	2	23,200
Arizona Asset	Phoenix	August 2016	1	14,525
Minnesota Asset	Minneapolis	August 2016	1	15,150
Colorado Asset	Denver	August 2016	1	15,600
Texas Asset	Texas Markets - Major	September 2016	1	6,100
Texas Asset	Texas Markets - Major	September 2016	1	5,300
Nevada Asset	Las Vegas	October 2016	1	13,250
North Carolina Asset	Charlotte	November 2016	1	10,600
Arizona Asset	Phoenix	November 2016	1	14,000
Nevada Asset	Las Vegas	December 2016	1	14,900
			28	\$ 403,550

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4. INVESTMENT ACTIVITY

2017 Acquisitions

During the six months ended June 30, 2017, the Company acquired two stores for an aggregate purchase price of approximately \$21.9 million. In connection with these acquisitions, the Company allocated a portion of the purchase price to the tangible and intangible assets acquired based on fair value. Intangible assets consist of in-place leases, which aggregated \$2.0 million at the time of the acquisitions and prior to any amortization of such amounts. The estimated life of these in-place leases was 12 months, and the amortization expense that was recognized during 2017 was approximately \$0.3 million. In connection with one of the acquired stores, the Company assumed mortgage debt that was recorded at a fair value of \$6.2 million, which fair value includes an outstanding principal balance totaling \$5.9 million and a net premium of \$0.3 million to reflect the estimated fair value of the debt at the time of assumption. As part of the acquisition of that same store, the Company issued OP units that were valued at approximately \$12.3 million to pay the remainder of the purchase price (see note 12).

During the six months ended June 30, 2017, the Company also acquired a store in Illinois upon completion of construction and the issuance of a certificate of occupancy for \$11.2 million. The purchase price was paid with \$9.7 million of cash and 58,400 newly created Class C OP units. Each Class C OP Unit has a stated value of \$25 and bears an annual distribution rate of 3% of the stated value. The holder has the option to tender the Class C OP Units to the Operating Partnership at any time after six months from the date of issuance, and the Operating Partnership has the option to redeem the Class C OP Units at any time after 12 months from the date of issuance, in each case at a redemption price of \$25 per Class C OP Unit. The Company has the right to settle the redemption in cash or, at the Company's option, common shares of CubeSmart, or a combination of cash and common shares, with the common shares valued at their closing price on the redemption date. Because the Class C OP Units represent an unconditional obligation that the Company may settle by issuing a variable number of its common shares with a monetary value that is known at inception, they have been classified as a liability in Accounts payable, accrued expenses and other liabilities on the Company's consolidated balance sheets.

As final information regarding fair value of the assets acquired and liabilities assumed is received and estimates are refined, appropriate adjustments, if necessary, will be made to the purchase price allocation, in no case later than twelve months of the acquisition date. During the six months ended June 30, 2017, there have been no adjustments made to the purchase price allocation of assets acquired and liabilities assumed.

As of June 30, 2017, the Company was under contract and had made aggregate deposits of \$1.8 million associated with three stores under construction for a total purchase price of \$49.9 million. The deposits are reflected in Other assets, net on the Company's consolidated balance sheets. The purchase of these three stores is expected to occur by the first quarter of 2018 after the completion of construction and the issuance of a certificate of occupancy. These acquisitions are subject to due diligence and other customary closing conditions and no assurance can be provided that these acquisitions will be completed on the terms described, or at all.

2016 Acquisitions

During the year ended December 31, 2016, the Company acquired 28 stores, including three stores upon completion of construction and the issuance of a certificate of occupancy, located throughout the United States for an aggregate purchase price of approximately \$403.6 million. In connection with these acquisitions, the Company allocated a portion of the purchase price to the tangible and intangible assets acquired based on fair value. Intangible assets consist of in-place leases, which aggregated \$18.8 million at the time of the acquisitions and prior to any amortization of such amounts. The estimated life of these in-place leases was 12 months, and the amortization expense that was recognized during the six months ended June 30, 2017 was approximately \$6.3 million. In connection with one of the acquired stores, the Company assumed mortgage debt that was recorded at a fair value of \$6.5 million, which fair value includes an outstanding principal balance totaling \$6.3 million and a net premium of \$0.2 million to reflect the estimated fair value of the debt at the time of assumption.

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Development

As of June 30, 2017, the Company had invested in joint ventures to develop seven self-storage properties located in Massachusetts (1) New Jersey (1), and New York (5), including one property in New York that is partially open (see note 12). Additionally, during the second quarter of 2016, the Company issued 61,224 OP Units, valued at approximately \$1.5 million, to pay the remaining consideration on its store that is under construction in Washington, D.C. and was previously owned by a joint venture. Construction for all projects is expected to be completed by the first quarter of 2019. As of June 30, 2017, development costs incurred to date for these projects totaled \$214.4 million. Total construction costs for these projects are expected to be \$347.8 million. These costs are capitalized to construction in progress while the projects are under development and are reflected in Storage properties on the Company's consolidated balance sheets.

The Company has completed the construction and opened for operation the following stores during the period beginning on January 1, 2016 through June 30, 2017. The costs associated with the construction of these stores are capitalized to land, building, and improvements as well as equipment and are reflected in Storage properties on the Company's consolidated balance sheets.

Store Location	Number of Stores	Date Opened	CubeSmart Ownership Interest	Total Construction Costs (in thousands)
North Palm Beach, FL	1	Q1 2017	100%	\$ 9,700
Bronx, NY (1) (2)	1	Q2 2016	100%	32,200
Queens, NY (1)	1	Q1 2016	100%	31,800
	3			\$ 73,700

(1) These properties were previously owned through two separate consolidated joint ventures, of which the Company owned a 51% interest in each. On April 5, 2016, the noncontrolling member in the venture that owned the Queens, NY store put its 49% interest in the venture to the Company for \$12.5 million. On August 12, 2016, the noncontrolling member in the venture that owned the Bronx, NY store put its 49% interest in the venture to the Company for \$17.0 million.

(2) This store is subject to a ground lease.

During the fourth quarter of 2015, the Company, through a joint venture in which the Company owned a 90% interest and previously consolidated, completed the construction and opened for operation a store located in Brooklyn, NY. On June 2, 2017, the Company acquired the noncontrolling member's 10% interest in the venture for \$9.0 million, of which \$7.5 million has been paid. The remaining \$1.5 million is to be paid upon completion of certain development obligations and is included in Accounts payable, accrued expenses and other liabilities on the consolidated balance

sheets. Prior to this transaction, the noncontrolling member's interest was reported in Noncontrolling interests in subsidiaries on the consolidated balance sheets. Since the Company retained its controlling interest in the joint venture and the store is now wholly owned, this transaction was accounted for as an equity transaction. The carrying amount of the noncontrolling interest was reduced to zero to reflect the purchase, and the \$8.6 million difference between the purchase price paid by the Company and the carrying amount of the noncontrolling interest was recorded as an adjustment to equity attributable to the Company. In conjunction with the Company's acquisition of the noncontrolling interest, the \$9.8 million related party loan extended by the Company to the venture during the construction period was repaid in full.

The following table summarizes the Company's revenue and earnings associated with the 2017 acquisitions from the respective acquisition dates, that are included in the consolidated statements of operations for the three and six months ended June 30, 2017:

	Three Months Ended June 30, 2017 (in thousands)	Six Months Ended June 30, 2017
Total revenue	\$ 274	\$ 274
Net loss	(339)	(339)

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5. INVESTMENT IN UNCONSOLIDATED REAL ESTATE VENTURES

CUBE HHF Northeast Venture LLC (“HHFNE”)

On December 15, 2016, the Company invested a 10% ownership interest in a newly-formed joint venture that acquired 13 self-storage properties located in Connecticut (3), Massachusetts (6), Rhode Island (2), and Vermont (2). HHFNE paid \$87.5 million for these stores, of which \$6.0 million was allocated to the value of the in-place lease intangible. The acquisition was funded primarily through an advance totaling \$44.5 million on the venture’s loan facility. The remainder of the purchase price was contributed pro-rata by the Company and its unaffiliated joint venture partner. The Company’s total contribution to HHFNE related to this portfolio acquisition was \$3.8 million. The loan bears interest at LIBOR plus 1.90% and matures on December 15, 2019 with options to extend the maturity date through December 15, 2021, subject to satisfaction of certain conditions and payment of the extension fees as stipulated in the loan agreement.

191 III CUBE LLC (“HVP”)

During the fourth quarter of 2015, the Company invested a 10% ownership interest in a newly-formed joint venture that agreed to acquire a property portfolio comprised of 37 self-storage properties located in Michigan (17), Tennessee (10), Massachusetts (7), and Florida (3). HVP paid \$242.5 million for these 37 stores, of which \$18.9 million was allocated to the value of the in-place lease intangible. HVP acquired 30 of the stores on December 8, 2015 for \$193.7 million, one of the stores on January 26, 2016 for \$5.7 million, five of the stores on April 21, 2016 for \$36.1 million, and one store on June 15, 2016 for \$7.0 million. In connection with six of the acquired stores, HVP assumed mortgage debt that was recorded at a fair value of \$25.3 million, which includes an outstanding principal balance totaling \$23.7 million and a net premium of \$1.6 million to reflect the estimated fair value of the debt at the time of assumption. The remainder of the purchase price was funded through advances totaling \$116.0 million on the venture’s \$122.0 million loan facility and amounts contributed pro-rata by the Company and its unaffiliated joint venture partner. The Company’s total contribution to HVP related to this portfolio acquisition was \$10.7 million. The loan facility bears interest at LIBOR plus 2.00% per annum and matures on December 7, 2018 with options to extend the maturity date through December 7, 2020, subject to satisfaction of certain conditions and payment of the extension fees as stipulated in the loan agreement.

During the first quarter of 2016, HVP agreed to acquire a property portfolio comprised of 31 self-storage properties located in South Carolina (22), Georgia (5), and North Carolina (4) that were previously managed by the Company. HVP paid \$115.5 million for these 31 stores, of which \$10.6 million was allocated to the value of the in-place lease intangible. HVP acquired 30 of the stores on March 30, 2016 for \$112.8 million and one of the stores on November 2, 2016 for \$2.7 million. In conjunction with the acquisitions, HVP refinanced its existing loan facility by entering into an increased amended and restated loan facility not to exceed \$185.5 million. The acquisitions were funded primarily

through advances totaling \$63.5 million on the venture's amended and restated loan facility. The remainder of the purchase price was contributed pro-rata by the Company and its unaffiliated joint venture partner. The Company's total contribution to HVP related to this portfolio acquisition was \$5.4 million, bringing its total investment in HVP to \$16.1 million as of June 30, 2017. The amended and restated loan facility bears interest at LIBOR plus 2.00% per annum. The initial maturity date was extended to March 30, 2019 with options to extend through March 30, 2021, subject to satisfaction of certain conditions and payment of the extension fees as stipulated in the amended and restated loan agreement.

CUBE HHF Limited Partnership ("HHF")

On December 10, 2013, the Company invested a 50% ownership interest in a newly-formed joint venture that acquired 35 self-storage properties located in Texas (34) and North Carolina (1). HHF paid \$315.7 million for these stores, of which \$12.1 million was allocated to the value of the in-place lease intangible. The Company and the unaffiliated joint venture partner, collectively the "HHF Partners", each contributed cash equal to 50% of the capital required to fund the acquisition. On May 1, 2014, HHF obtained a \$100.0 million loan secured by the 34 self-storage properties located in Texas that are owned by the venture. There is no recourse to the Company, subject to customary exceptions to non-recourse provisions. The loan bears interest at 3.59% per annum and matures on April 30, 2021. This financing completed the planned capital structure of HHF and proceeds (net of closing costs) of \$99.2 million were distributed proportionately to the partners.

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Based upon the facts and circumstances at formation of HHFNE, HVP, and HHF (the “Ventures”), the Company determined that the Ventures are not VIEs in accordance with the accounting standard for the consolidation of VIEs. As a result, the Company used the voting interest model under the accounting standard for consolidation in order to determine whether to consolidate the Ventures. Based upon each member's substantive participating rights over the activities of each entity as stipulated in the operating agreements, the Ventures are not consolidated by the Company and are accounted for under the equity method of accounting. The Company's investments in the Ventures are included in Investment in real estate ventures, at equity on the Company's consolidated balance sheets and the Company's earnings from its investments in the Ventures are presented in Equity in losses of real estate ventures on the Company's consolidated statements of operations.

The amounts reflected in the following table are based on the historical financial information of the real estate ventures.

The following is a summary of the financial position of the Ventures as of June 30, 2017 and December 31, 2016 (in thousands):

	June 30, 2017	December 31, 2016
Assets		
Storage properties, net	\$ 653,941	\$ 667,975
Other assets	12,496	17,003
Total assets	\$ 666,437	\$ 684,978
Liabilities and equity		
Other liabilities	\$ 9,549	\$ 6,516
Debt	346,068	345,631
Equity		
CubeSmart	93,757	98,682
Joint venture partners	217,063	234,149
Total liabilities and equity	\$ 666,437	\$ 684,978

The following is a summary of results of operations of the Ventures for the three and six months ended June 30, 2017 and 2016 (in thousands):

Three Months Ended June 30,	Six Months Ended June 30,
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	2017	2016	2017	2016
Total revenues	\$ 20,196	\$ 16,659	\$ 39,618	\$ 28,983
Operating expenses	8,553	7,420	17,520	13,862
Interest expense, net	2,919	2,469	5,818	4,324
Depreciation and amortization	10,682	14,436	24,400	24,186
Net loss	\$ (1,958)	\$ (7,666)	\$ (8,120)	\$ (13,389)
Company's share of net loss	\$ (253)	\$ (724)	\$ (1,025)	\$ (1,236)

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6. UNSECURED SENIOR NOTES

The Company's unsecured senior notes are summarized as follows (collectively referred to as the "Senior Notes"):

Unsecured Senior Notes	June 30, 2017 (in thousands)	December 31, 2016	Effective Interest Rate	Issuance Date	Maturity Date
\$250M 4.800% Guaranteed Notes due 2022	\$ 250,000	\$ 250,000	4.82 %	Jun-12	Jul-22
\$300M 4.375% Guaranteed Notes due 2023 (1)	300,000	250,000	4.33 %	Various (1)	Dec-23
\$300M 4.000% Guaranteed Notes due 2025 (2)	300,000	250,000	3.99 %	Various (2)	Nov-25
\$300M 3.125% Guaranteed Notes due 2026	300,000	300,000	3.18 %	Aug-16	Sep-26
Principal balance outstanding	1,150,000	1,050,000			
Less: Discount on issuance of unsecured senior notes, net	(642)	(3,971)			
Less: Loan procurement costs, net	(7,430)	(6,953)			
Total unsecured senior notes, net	\$ 1,141,928	\$ 1,039,076			

(1) On April 4, 2017, the Operating Partnership issued \$50.0 million of its 4.375% senior notes due 2023, which are part of the same series as the \$250.0 million principal amount of the Operating Partnership's 4.375% senior notes due December 15, 2023 issued on December 17, 2013. The \$50.0 million and \$250.0 million tranches were priced at 105.040% and 98.995%, respectively, of the principal amount to yield 3.495% and 4.501%, respectively, to maturity. The combined weighted-average effective interest rate of the 2023 notes is 4.330%.

(2) On April 4, 2017, the Operating Partnership issued \$50.0 million of its 4.000% senior notes due 2025, which are part of the same series as the \$250.0 million principal amount of the Operating Partnership's 4.000% senior notes due November 15, 2025 issued on October 26, 2015. The \$50.0 million and \$250.0 million tranches were priced at 101.343% and 99.735%, respectively, of the principal amount to yield 3.811% and 4.032%, respectively, to maturity. The combined weighted-average effective interest rate of the 2025 notes is 3.994%.

The indenture under which the Senior Notes were issued restricts the ability of the Operating Partnership and its subsidiaries to incur debt unless the Operating Partnership and its consolidated subsidiaries comply with a leverage ratio not to exceed 60% and an interest coverage ratio of more than 1.5:1 after giving effect to the incurrence of the debt. The indenture also restricts the ability of the Operating Partnership and its subsidiaries to incur secured debt unless the Operating Partnership and its consolidated subsidiaries comply with a secured debt leverage ratio not to exceed 40% after giving effect to the incurrence of the debt. The indenture also contains other financial and customary covenants, including a covenant not to own unencumbered assets with a value less than 150% of the unsecured indebtedness of the Operating Partnership and its consolidated subsidiaries. As of June 30, 2017, the Operating

Partnership was in compliance with all of the financial covenants under the Senior Notes.

7. REVOLVING CREDIT FACILITY AND UNSECURED TERM LOANS

On December 9, 2011, the Company entered into a credit agreement (the “Credit Facility”), which was subsequently amended on April 5, 2012, June 18, 2013, and April 22, 2015 to provide for, amongst other things, a \$500.0 million unsecured revolving facility (the “Revolver”) with a maturity date of April 22, 2020. Pricing on the Revolver is dependent on the Company’s unsecured debt credit ratings. At the Company’s current Baa2/BBB level, amounts drawn under the Revolver are priced at 1.25% over LIBOR, inclusive of a facility fee of 0.15%. As of June 30, 2017, \$439.3 million was available for borrowing under the Revolver. The available balance under the Revolver is reduced by an outstanding letter of credit of \$0.7 million. As of June 30, 2017, the Company also had a \$200.0 million unsecured term loan outstanding under the Credit Facility, which is included in the table below.

On June 20, 2011, the Company entered into an unsecured term loan agreement (the “Term Loan Facility”), which was subsequently amended on June 18, 2013 and August 5, 2014, consisting of a \$100.0 million unsecured term loan with a five-year maturity and a \$100.0 million unsecured term loan with a seven-year maturity.

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The Company's unsecured term loans under the Credit Facility and Term Loan Facility are summarized below:

	Carrying Value as of:		Effective Interest Rate (1)	Maturity Date
	June 30, 2017 (in thousands)	December 31, 2016		
Unsecured Term Loans				
Credit Facility				
Unsecured term loan	\$ 200,000	\$ 200,000	2.52 %	Jan-19
Term Loan Facility				
Unsecured term loan (2)	—	100,000	— %	Jun-18
Unsecured term loan (3)	100,000	100,000	3.62 %	Jan-20
Principal balance outstanding	300,000	400,000		
Less: Loan procurement costs, net	(805)	(1,251)		
Total unsecured term loans, net	\$ 299,195	\$ 398,749		

- (1) Pricing on the Term Loan Facility and the unsecured term loan under the Credit Facility is dependent on the Company's unsecured debt credit ratings. At the Company's current Baa2/BBB level, amounts drawn under the term loans scheduled to mature in June 2018 and January 2019 are priced at 1.30% over LIBOR, while amounts drawn under the term loan scheduled to mature in January 2020 are priced at 1.15% over LIBOR, excluding the impact of interest rate swaps. As of June 30, 2017, borrowings under the Credit Facility, inclusive of the Revolver, and Term Loan Facility, as amended and after giving effect to the interest rate swaps, had an effective weighted average interest rate of 2.82%.
- (2) On April 6, 2017, the Company used the net proceeds from the issuance of \$50.0 million of its 4.375% Senior Notes due 2023 and \$50.0 million of its 4.000% Senior Notes due 2025 to repay all of the outstanding indebtedness under its unsecured term loan that was scheduled to mature in June 2018. Unamortized loan procurement costs of \$0.2 million were written off in conjunction with the repayment.
- (3) As of June 30, 2017, the Company had interest rate swaps in place on these borrowings that fix 30-day LIBOR (see note 10).

The Term Loan Facility and the unsecured term loan under the Credit Facility were fully drawn at June 30, 2017 and no further borrowings may be made under the term loans. The Company's ability to borrow under the Revolver is subject to ongoing compliance with certain financial covenants which include:

- Maximum total indebtedness to total asset value of 60.0% at any time;
- Minimum fixed charge coverage ratio of 1.50:1.00; and

- Minimum tangible net worth of \$821,211,200 plus 75% of net proceeds from equity issuances after June 30, 2010.

Further, under the Credit Facility and Term Loan Facility, the Company is restricted from paying distributions on the Parent Company's common shares in excess of the greater of (i) 95% of funds from operations, and (ii) such amount as may be necessary to maintain the Parent Company's REIT status.

As of June 30, 2017, the Company was in compliance with all of its financial covenants and anticipates being in compliance with all of its financial covenants through the terms of the Credit Facility and Term Loan Facility.

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8. MORTGAGE LOANS AND NOTES PAYABLE

The Company's mortgage loans and notes payable are summarized as follows:

Mortgage Loans and Notes Payable	Carrying Value as of:		Effective Interest Rate	Maturity Date
	June 30, 2017	December 31, 2016		
	(in thousands)			
YSI 67	\$ —	\$ 6,216	2.55 %	Mar-17
YSI 33	9,706	9,860	6.42 %	Jul-19
YSI 26	8,326	8,423	4.56 %	Nov-20
YSI 57	2,923	2,957	4.61 %	Nov-20
YSI 55	22,732	22,952	4.85 %	Jun-21
YSI 24	26,085	26,464	4.64 %	Jun-21
YSI 65	2,434	2,457	3.85 %	Jun-23
YSI 66	31,993	32,257	3.51 %	Jun-23
YSI 68	5,863	—	3.78 %	May-24
Principal balance outstanding	110,062	111,586		
Plus: Unamortized fair value adjustment	3,661	3,742		
Less: Loan procurement costs, net	(746)	(710)		
Total mortgage loans and notes payable, net	\$ 112,977	\$ 114,618		

As of June 30, 2017 and December 31, 2016, the Company's mortgage loans payable were secured by certain of its self-storage properties with net book values of approximately \$238.9 million and \$233.1 million, respectively. The following table represents the future principal payment requirements on the outstanding mortgage loans and notes payable as of June 30, 2017 (in thousands):

2017	\$ 1,266
2018	2,650
2019	11,652
2020	12,792
2021	45,057
2022 and thereafter	36,645
Total mortgage payments	110,062
Plus: Unamortized fair value adjustment	3,661
Less: Loan procurement costs, net	(746)
Total mortgage loans and notes payable, net	\$ 112,977

9. ACCUMULATED OTHER COMPREHENSIVE LOSS

The following table summarizes the changes in accumulated other comprehensive loss by component for the six months ended June 30, 2017 (in thousands):

	Unrealized losses on interest rate swaps	
Other comprehensive gain before reclassifications	\$ 135	
Amounts reclassified from accumulated other comprehensive loss	1,049	(1)
Net current-period other comprehensive gain	1,184	
Balance at December 31, 2016	(1,850)	
Balance at June 30, 2017	\$ (666)	

(1) See note 10 for additional information about the effects of the amounts reclassified.

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10. RISK MANAGEMENT AND USE OF FINANCIAL INSTRUMENTS

The Company's use of derivative instruments is limited to the utilization of interest rate swap agreements or other instruments to manage interest rate risk exposures and not for speculative purposes. The principal objective of such arrangements is to minimize the risks and/or costs associated with the Company's operating and financial structure, as well as to hedge specific transactions. The counterparties to these arrangements are major financial institutions with which the Company and its subsidiaries may also have other financial relationships. The Company is potentially exposed to credit loss in the event of non-performance by these counterparties. However, because of the high credit ratings of the counterparties, the Company does not anticipate that any of the counterparties will fail to meet these obligations as they come due. The Company does not hedge credit or property value market risks.

The Company has entered into interest rate swap agreements that qualify and are designated as cash flow hedges designed to reduce the impact of interest rate changes on its variable rate debt. Therefore, the interest rate swaps are recorded in the consolidated balance sheet at fair value and the related gains or losses are deferred in shareholders' equity as accumulated other comprehensive loss. These deferred gains and losses are amortized into interest expense during the period or periods in which the related interest payments affect earnings. However, to the extent that the interest rate swaps are not perfectly effective in offsetting the change in value of the interest payments being hedged, the ineffective portion of these contracts is recognized in earnings immediately.

The Company formally assesses, both at inception of a hedge and on an on-going basis, whether each derivative is highly-effective in offsetting changes in cash flows of the hedged item. If management determines that a derivative is highly-effective as a hedge, then the Company accounts for the derivative using hedge accounting, pursuant to which gains or losses inherent in the derivative do not impact the Company's results of operations. If management determines that a derivative is not highly-effective as a hedge or if a derivative ceases to be a highly-effective hedge, the Company will discontinue hedge accounting prospectively and will reflect in its statement of operations realized and unrealized gains and losses in respect of the derivative.

The following table summarizes the terms and fair values of the Company's derivative financial instruments as of June 30, 2017 and December 31, 2016, respectively (dollars in thousands):

Hedge Product	Hedge Type (a)	Notional Amount		Strike	Effective Date	Maturity	Fair Value	
		June 30, 2017	December 31, 2016				June 30, 2017	December 31, 2016
Swap	Cash flow	\$ —	\$ 75,000	1.3360%	12/30/2011	3/31/2017	\$ —	\$ (103)
Swap		—	50,000	1.3360%	12/30/2011	3/31/2017	—	(69)

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Swap	Cash flow	—	50,000	1.3360%	12/30/2011	3/31/2017	—	(69)
Swap	Cash flow	—	25,000	1.3375%	12/30/2011	3/31/2017	—	(34)
Swap	Cash flow	40,000	40,000	2.4590%	6/20/2011	6/20/2018	(429)	(797)
Swap	Cash flow	40,000	40,000	2.4725%	6/20/2011	6/20/2018	(435)	(804)
Swap	Cash flow	20,000	20,000	2.4750%	6/20/2011	6/20/2018	(218)	(404)
		\$ 100,000	\$ 300,000				\$ (1,082)	\$ (2,280)

(a) Hedging unsecured variable rate debt by fixing 30-day LIBOR.

The Company measures its derivative instruments at fair value and records them in the balance sheet as either an asset or liability. As of June 30, 2017 and December 31, 2016, all derivative instruments were included in accounts payable, accrued expenses and other liabilities in the accompanying consolidated balance sheets. The effective portions of changes in the fair value of the derivatives are reported in accumulated other comprehensive income (loss). Amounts reported in accumulated other comprehensive income (loss) related to derivatives will be reclassified to interest expense as interest payments are made on the Company's variable-rate debt. The change in unrealized loss on interest rate swap reflects a reclassification of \$1.0 million of unrealized losses from accumulated other comprehensive loss as an increase to interest expense during the six months ended June 30, 2017. The Company estimates that \$1.1 million will be reclassified as an increase to interest expense within the next 12 months.

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11. FAIR VALUE MEASUREMENTS

The Company applies the methods of determining fair value as described in authoritative guidance, to value its financial assets and liabilities. As defined in the guidance, fair value is based on the price that would be received from the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In order to increase consistency and comparability in fair value measurements, the guidance establishes a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three broad levels, which are described below:

Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.

Level 2: Observable prices that are based on inputs not quoted on active markets, but corroborated by market data.

Level 3: Unobservable inputs are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 inputs.

In determining fair value, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs, to the extent possible, as well as considering counterparty credit risk in its assessment of fair value.

Financial assets and liabilities carried at fair value as of June 30, 2017 are classified in the table below in one of the three categories described above (in thousands):

	Level 1	Level 2	Level 3
Interest rate swap derivative liabilities	\$ —	\$ 1,082	\$ —
Total liabilities at fair value	\$ —	\$ 1,082	\$ —

Financial assets and liabilities carried at fair value as of December 31, 2016 are classified in the table below in one of the three categories described above (in thousands):

Level 1	Level 2	Level 3
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Interest rate swap derivative liabilities	\$	—	\$ 2,280	\$	—
Total liabilities at fair value	\$	—	\$ 2,280	\$	—

Financial assets and liabilities carried at fair value were classified as Level 2 inputs. For financial liabilities that utilize Level 2 inputs, the Company utilizes both direct and indirect observable price quotes, including LIBOR yield curves, bank price quotes for forward starting swaps, NYMEX futures pricing and common stock price quotes. Below is a summary of valuation techniques for Level 2 financial liabilities:

- Interest rate swap derivative assets and liabilities – valued using LIBOR yield curves at the reporting date. Counterparties to these contracts are most often highly rated financial institutions, none of which experienced any significant downgrades in 2017 that would reduce the amount owed by the Company. Although the Company has determined that the majority of the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with the Company’s derivatives utilize Level 3 inputs, such as estimates of current credit spreads, to evaluate the likelihood of default by the Company and the counterparties. However, as of June 30, 2017, the Company has assessed the significance of the effect of the credit valuation adjustments on the overall valuation of its derivative positions and has determined that the credit valuation adjustments are not significant to the overall valuation of its derivatives. As a result, the Company has determined that its derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy.

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The fair values of financial instruments, including cash and cash equivalents, restricted cash, accounts receivable and accounts payable approximate their respective carrying values at June 30, 2017 and December 31, 2016. The aggregate carrying value of the Company's debt was \$1.6 billion at June 30, 2017 and December 31, 2016. The estimated fair value of the Company's debt was \$1.7 billion and \$1.6 billion at June 30, 2017 and December 31, 2016, respectively. These estimates were based on a discounted cash flow analysis assuming market interest rates for comparable obligations at June 30, 2017 and December 31, 2016. The Company estimates the fair value of its fixed rate debt and the credit spreads over variable market rates on its variable rate debt by discounting the future cash flows of each instrument at estimated market rates or credit spreads consistent with the maturity of the debt obligation with similar credit policies, which is classified within level 2 of the fair value hierarchy. Rates and credit spreads take into consideration general market conditions and maturity.

12. NONCONTROLLING INTERESTS

Interests in Consolidated Real Estate Joint Ventures

Noncontrolling interests in subsidiaries represent the ownership interests of third parties in the Company's consolidated real estate ventures. The Company has determined that these ventures are variable interest entities, and that the Company is the primary beneficiary. Accordingly, the Company consolidates the assets, liabilities, and results of operations of the real estate ventures in the table below (dollars in thousands):

Development Ventures	Number of Stores	Location	Date Opened / Estimated Opening	CubeSmart Ownership Interest	June 30, 2017	
					Total Assets	Total Liabilities
CS 160 East 22nd St, LLC ("22nd St") (1)	1	Bayonne, NJ	Q1 2019 (est.)	51%	\$ 800	\$ —
2225 46th St, LLC ("46th St") (1)	1	Queens, NY	Q4 2018 (est.)	51%	20,488	5,218
CS SDP Waltham, LLC ("Waltham") (3)	1	Waltham, MA	Q3 2018 (est.)	90%	3,643	3
CS SJM E 92nd Street, LLC ("92nd St") (3)	1	New York, NY	Q2 2018 (est.)	90%	793	719
2880 Exterior St, LLC ("Exterior St") (1)	1	Bronx, NY	Q2 2018 (est.)	51%	48,825	25,157
	1			51%	35,315	18,714

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3068 Cropsey Avenue, LLC ("Cropsey Ave") (1)		Brooklyn, NY	Q4 2017 (est.)			
444 55th Street Holdings, LLC ("55th St") (2)	1	New York, NY	Q3 2017 (est.)	90%	82,232	35,622
186 Jamaica Avenue, LLC ("Jamaica Ave") (3)	1	Brooklyn, NY	Q4 2015	90%	18,106	12,749
Shirlington Rd, LLC ("SRLLC") (3)	1	Arlington, VA	Q2 2015	90%	16,148	12,742
	9				\$ 226,350	\$ 110,924

- (1) The noncontrolling members of 22nd St, 46th St, Cropsey Ave, and Exterior St have the option to put their ownership interest in the ventures to the Company for \$11.5 million, \$14.2 million, \$20.4 million and \$37.8 million, respectively, within the one-year period after construction of each store is substantially complete. Additionally, the Company has a one-year option to call the ownership interest of the noncontrolling members of 22nd St, 46th St, Cropsey Ave, and Exterior St for \$11.5 million, \$14.2 million, \$20.4 million and \$37.8 million, respectively, beginning on the second anniversary of the respective store's construction being substantially complete. The Company is accreting the respective liabilities during the development periods and, as of June 30, 2017, has accrued \$5.0 million, \$15.8 million, and \$23.1 million related to 46th St, Cropsey Ave, and Exterior St, respectively. The Company has not accrued any liability for 22nd St as of June 30, 2017.
- (2) In connection with the acquired property, 55th St assumed mortgage debt that was recorded at a fair value of \$35.0 million, which fair value includes an outstanding principal balance totaling \$32.5 million and a net premium of \$2.5 million to reflect the estimated fair value of the debt at the time of assumption. The loan accrues interest at a fixed rate of 4.68%, matures on June 7, 2023, and is fully guaranteed by the Company. During the second quarter of 2017, construction of a portion of the building was substantially completed and opened for operation. The remainder of the development is expected to be completed during the third quarter of 2017.
- (3) The Company has a related party loan commitment to these ventures to fund all or a portion of the construction costs. As of June 30, 2017, the Company has funded \$12.7 million of a total \$12.8 million loan commitment to Jamaica Ave and \$12.6 million of a total \$14.6 million loan commitment to SRLLC, which are included in the

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total liability amounts within the table above. These loans and related interest were eliminated during consolidation. As of June 30, 2017, the Company has not funded any of its \$10.8 million or \$6.2 million loan commitments to Waltham and 92nd St, respectively.

See note 4 for details regarding the Company's June 2, 2017 acquisition of the noncontrolling interest in a previously consolidated joint venture that developed and owned a store in Brooklyn, NY.

Operating Partnership Ownership

The Company follows guidance regarding the classification and measurement of redeemable securities. Under this guidance, securities that are redeemable for cash or other assets, at the option of the holder and not solely within the control of the issuer, must be classified outside of permanent equity/capital. This classification results in certain outside ownership interests being included as redeemable noncontrolling interests outside of permanent equity/capital in the consolidated balance sheets. The Company makes this determination based on terms in applicable agreements, specifically in relation to redemption provisions.

Additionally, with respect to redeemable ownership interests in the Operating Partnership held by third parties for which CubeSmart has a choice to settle the redemption by delivery of its own shares, the Operating Partnership considered the guidance regarding accounting for derivative financial instruments indexed to, and potentially settled in, a company's own shares, to evaluate whether CubeSmart controls the actions or events necessary to presume share settlement. The guidance also requires that noncontrolling interests classified outside of permanent capital be adjusted each period to the greater of the carrying value based on the accumulation of historical cost or the redemption value.

Approximately 1.4% and 1.1% of the outstanding OP Units as of June 30, 2017 and December 31, 2016, respectively, were not owned by CubeSmart, the sole general partner. The interests in the Operating Partnership represented by these OP Units were a component of the consideration that the Operating Partnership paid to acquire certain self-storage properties. The holders of the OP Units are limited partners in the Operating Partnership and have the right to require CubeSmart to redeem all or part of their OP Units for, at the general partner's option, an equivalent number of common shares of CubeSmart or cash based upon the fair value of an equivalent number of common shares of CubeSmart. However, the partnership agreement contains certain provisions that could result in a settlement outside the control of CubeSmart and the Operating Partnership, as CubeSmart does not have the ability to settle in unregistered shares. Accordingly, consistent with the guidance, the Operating Partnership will record the OP Units owned by third parties outside of permanent capital in the consolidated balance sheets. Net income or loss related to the OP Units owned by third parties is excluded from net income or loss attributable to Operating Partner in the consolidated statements of operations.

On May 9, 2017, the Company acquired a store in Maryland for \$18.2 million and assumed an existing mortgage loan with an outstanding balance of approximately \$5.9 million. In conjunction with the closing, the Company issued

440,160 OP Units, valued at approximately \$12.3 million to pay the remaining consideration.

On May 14, 2015, the Company closed on the acquisition of real property that will be developed into a self-storage property in Washington, D.C. In conjunction with the closing, the Company issued 20,408 OP Units, valued at approximately \$0.5 million to pay a portion of the consideration. On April 18, 2016, upon the completion of certain milestones, the Company issued 61,224 additional OP Units, valued at approximately \$1.5 million, to pay the remaining consideration. The store is expected to commence operations during the third quarter of 2017.

As of June 30, 2017 and December 31, 2016, 2,471,554 and 2,032,394 OP units, respectively, were held by third parties. The per unit cash redemption amount of the outstanding OP units was calculated based upon the average of the closing prices of the common shares of CubeSmart on the New York Stock Exchange for the final 10 trading days of the quarter. Based on the Company's evaluation of the redemption value of the redeemable noncontrolling interest, the Company has reflected these interests at their redemption value at June 30, 2017 and December 31, 2016. The Operating Partnership recorded a decrease to OP Units owned by third parties and a corresponding increase to capital of \$6.8 million and \$7.4 million at June 30, 2017 and December 31, 2016, respectively.

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13. COMMITMENTS AND CONTINGENCIES

The Company is involved in claims from time to time, which arise in the ordinary course of business. In accordance with applicable accounting guidance, management establishes an accrued liability for litigation when those matters present loss contingencies that are both probable and reasonably estimable. In such cases, there may be exposure to loss in excess of those amounts accrued. The estimated loss, if any, is based upon currently available information and is subject to significant judgment, a variety of assumptions, and known and unknown uncertainties. In the opinion of management, the Company has made adequate provisions for potential liabilities, arising from any such matters, which are included in Accounts payable, accrued expenses and other liabilities on the Company's consolidated balance sheets. However, litigation is inherently unpredictable, and the costs and other effects of pending or future litigation, governmental investigations, legal and administrative cases and proceedings (whether civil or criminal), settlements, judgments and investigations, claims, and changes in any such matters, could have a material adverse effect the Company's business, financial condition, and operating results.

On July 13, 2015, a putative class action was filed against the Company in the Federal District Court of New Jersey seeking to obtain declaratory, injunctive and monetary relief for a class of New Jersey consumers based upon alleged violations by the Company of the New Jersey Truth in Customer Contract, Warranty and Notice Act and the New Jersey Consumer Fraud Act. The Company continues to vigorously defend the action.

14. RELATED PARTY TRANSACTIONS

Affiliated Real Estate Investments

The Company provides management services to certain joint ventures and other related parties. Management agreements provide generally for management fees of between 5-6% of cash collections at the managed stores. Total management fees for unconsolidated joint ventures or other entities in which the Company held an ownership interest for the three and six months ended June 30, 2017 totaled \$0.9 million and \$1.8 million, respectively. Total management fees for unconsolidated joint ventures or other entities in which the Company held an ownership interest for the three and six months ended June 30, 2016 totaled \$0.7 million and \$1.2 million, respectively.

The management agreements for certain joint ventures, other related parties and third-party stores provide for the reimbursement to the Company for certain expenses incurred to manage the stores. These amounts consist of amounts due for management fees, payroll, and other store expenses. The amounts due to the Company were \$6.3 million and \$3.3 million as of June 30, 2017 and December 31, 2016, respectively, and are reflected in Other assets, net on the Company's consolidated balance sheets. Additionally, as discussed in note 12, the Company has outstanding mortgage

loans receivable from consolidated joint ventures of \$25.3 million and \$34.7 million as of June 30, 2017 and December 31, 2016, respectively, which are eliminated for consolidation purposes. The Company believes that all of these related-party receivables are fully collectible.

The HHFNE and HVP operating agreements provide for acquisition fees payable from HHFNE and HVP to the Company in an amount equal to 0.5% of the purchase price upon the closing of an acquisition by HHFNE, HVP, or any of their subsidiaries and completion of certain measures as defined in the operating agreements. During the three and six months ended June 30, 2017, the Company recognized \$0.4 million in acquisition fees. During the three and six months ended June 30, 2016, the Company recognized \$1.2 million and \$1.8 million, respectively, in acquisition fees. Acquisition fees are included in Other income on the consolidated statements of operations.

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15. PRO FORMA FINANCIAL INFORMATION

During the six months ended June 30, 2017 and the year ended December 31, 2016, the Company acquired three stores for an aggregate purchase price of approximately \$33.1 million (see note 4) and 28 stores for an aggregate purchase price of approximately \$403.6 million, respectively.

The condensed consolidated pro forma financial information set forth below reflects adjustments to the Company's historical financial data to give effect to each of the acquisitions and related financing activity (including the issuance of common shares) that occurred during 2017 and 2016 as if each had occurred as of January 1, 2016 and 2015, respectively. The unaudited pro forma information presented below does not purport to represent what the Company's actual results of operations would have been for the periods indicated, nor does it purport to represent the Company's future results of operations.

The following table summarizes, on a pro forma basis, the Company's consolidated results of operations for the six months ended June 30, 2017 and 2016 based on the assumptions described above:

Six Months
Ended
June 30,
2017 2016