

CoreSite Realty Corp  
Form DEF 14A  
March 30, 2018

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[TABLE OF CONTENTS](#)

[Table of Contents](#)

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**CORESITE REALTY CORPORATION**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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(1) Amount Previously Paid:

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(3) Filing Party:

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Table of Contents

**1001 17th Street, Suite 500  
Denver, Colorado 80202  
(866) 777-2673**

March 30, 2018

Dear CoreSite Stockholder:

You are cordially invited to the CoreSite Realty Corporation 2018 Annual Meeting of Stockholders (the "Annual Meeting") to be held on Wednesday, May 23, 2018, at 2:00 p.m., Mountain Time. The Annual Meeting will be held at the Ritz-Carlton, Denver, 1881 Curtis Street, Denver, Colorado 80202.

At the Annual Meeting, you will be asked to (i) elect eight directors to our Board of Directors, (ii) ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018, and (iii) approve an advisory vote on executive compensation.

The accompanying Notice of 2018 Annual Meeting of Stockholders describes these matters. We have elected to provide access to our proxy materials on the Internet under the U.S. Securities and Exchange Commission's "notice and access" rules. Our proxy materials are available at [www.proxyvote.com](http://www.proxyvote.com). We have sent the Notice of Annual Meeting to each of our stockholders, providing instructions on how to access our proxy materials and our 2017 Annual Report on the Internet. Please read the enclosed information carefully before submitting your proxy.

Please join us at the Annual Meeting. Whether or not you plan to attend, it is important that you authorize your proxy promptly. If you do attend the Annual Meeting, you may revoke your proxy should you wish to vote in person.

Sincerely,

PAUL E. SZUREK  
*President, Chief Executive Officer and Director*

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Table of Contents

**1001 17th Street, Suite 500  
Denver, Colorado 80202  
(866) 777-2673**

**NOTICE OF 2018 ANNUAL MEETING OF STOCKHOLDERS**

To the Stockholders of CoreSite Realty Corporation:

NOTICE IS HEREBY GIVEN that the 2018 Annual Meeting of Stockholders (the "Annual Meeting") of CoreSite Realty Corporation, a Maryland corporation, will be held at the Ritz-Carlton, Denver, 1881 Curtis Street, Denver, Colorado 80202, on Wednesday, May 23, 2018, at 2:00 p.m., Mountain Time, for the following purposes:

1. To consider and vote upon the election of eight directors to the Board of Directors to serve until the 2019 Annual Meeting of Stockholders and until their successors have been duly elected and qualify;
2. To consider and vote upon the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018;
3. To consider and vote upon the advisory vote to approve the compensation of our named executive officers, as described in the Proxy Statement; and
4. To transact such other business as may properly come before the Annual Meeting and any postponements or adjournments thereof.

We know of no other matters to come before the Annual Meeting. Only stockholders of record at the close of business on March 21, 2018, are entitled to notice of and to vote at the Annual Meeting or at any postponements or adjournments thereof.

***IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2018 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 23, 2018.*** Our Proxy Statement and 2017 Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

**Regardless of the number of shares of common stock you hold, as a stockholder your role is very important and the Board of Directors strongly encourages you to exercise your right to vote.**

BY ORDER OF THE BOARD OF DIRECTORS,

DEREK S. MCCANDLESS  
*Senior Vice President, Legal,  
General Counsel and  
Secretary*

March 30, 2018  
Denver, Colorado

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Table of Contents

**2018 PROXY STATEMENT SUMMARY**

*This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information you should consider. You should read the entire Proxy Statement carefully before voting.*

**GENERAL INFORMATION**

**Meeting:** 2018 Annual Meeting of Stockholders

**Date:** Wednesday, May 23, 2018

**Time:** 2:00 p.m., Mountain Time

**Location:** Ritz-Carlton, Denver, 1881 Curtis Street, Denver, Colorado 80202

**Record Date:** March 21, 2018

**Record Date Shares Outstanding:** 34,468,083 shares

**Corporate Website:** [www.coresite.com](http://www.coresite.com)

**Investor Relations Website:** [www.coresite.com/investors](http://www.coresite.com/investors)

**Annual Report:** [www.coresite.com/investors/shareholder-resources/annual-meetings-material](http://www.coresite.com/investors/shareholder-resources/annual-meetings-material)

**2017 BUSINESS HIGHLIGHTS**

Total shareholder return (assuming dividend reinvestment) in 2017 of 48.5%.

Revenue in 2017 grew by 20.3% over 2016.

Net income in 2017 grew by 22.7% compared to 2016.

EBITDA (as defined herein) in 2017 grew by 25.0% versus 2016.

Funds from operations (FFO) attributable to common shares and units, as adjusted, in 2017 grew by 21.8% versus 2016.

Increased the quarterly common stock dividend to \$0.98 per share, reflecting an increase of 22.5% year over year, and an annual rate of \$3.92 per share.

Achieved "Six 9s" uptime on all managed capacity across our portfolio as we continued to focus on enhancing operational excellence.

**EXECUTIVE COMPENSATION HIGHLIGHTS**

**2017 Say-on-Pay Vote:** Approximately 96.8% of the votes cast at the 2017 Annual Meeting of Stockholders approved the advisory vote to approve the compensation of our named executive officers.

**2017 Compensation Mix:**

**2017 Cash vs. Equity Compensation:**

**Performance-Based Restricted Stock Awards ("PSAs"):** In 2017, we continued our pay-for-performance philosophy to compensate our executive officers by granting PSAs to our senior leadership team which vest based on the achievement of relative total shareholder return over a three-year period.

**Multiple Performance Metrics:** We continued the use of three weighted performance measures for our annual incentive bonus program to better connect executive compensation to overall company performance.

**CORPORATE GOVERNANCE HIGHLIGHTS**

***Independent Directors and Board Committees*** All director nominees are independent except for the Chief Executive Officer. Our board committees are comprised solely of independent directors.

***Annual Election of Directors*** We do not have a classified board and all of our directors are elected annually.

***No Hedging or Pledging*** We do not allow our management or directors to engage in hedging transactions in our stock or to pledge our stock.

***Independent Compensation Consultant*** The compensation committee retains an independent compensation consultant that does not provide any services to management and that has no conflicts of interest with our company.

***Stock Ownership Guidelines*** We require our management and directors to hold a certain amount of our stock. All of our directors and officers are in compliance with the stock ownership guidelines.

***No Enhanced Benefit Programs*** We do not provide our management with pensions or any other enhanced benefit programs.

***Annual Say-On-Pay Vote*** We hold an annual advisory say-on-pay vote to approve executive compensation.

***Stockholders Right to Amend the Bylaws*** Our bylaws provide our stockholders, to the same extent as our board of directors, the power to amend our bylaws.

**ANNUAL MEETING AGENDA (Board Recommendation)**

**Election of Eight Directors ("FOR")**

**Ratification of Appointment of KPMG LLP as our Independent Registered Public Accounting Firm ("FOR")**

**Advisory Vote to Approve the Compensation of our Named Executive Officers ("FOR")**

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Table of Contents

**TABLE OF CONTENTS**

<u>GENERAL INFORMATION REGARDING SOLICITATION AND VOTING</u>	1
<u>General</u>	1
<u>Purposes of the Annual Meeting</u>	2
<u>Stockholders Entitled to Vote</u>	2
<u>How to Vote</u>	2
<u>Attending and Voting at the Annual Meeting</u>	2
<u>Voting Without Attending the Annual Meeting</u>	3
<u>Quorum</u>	3
<u>Required Vote</u>	4
<u>Board Recommendation</u>	4
<u>Revocation of Proxies</u>	4
<u>Voting Results</u>	4
<u>PROPOSAL ONE: ELECTION OF DIRECTORS</u>	5
<u>Nominees for Election as Directors</u>	6
<u>Directors</u>	7
<u>PROPOSAL TWO: RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	11
<u>Annual Evaluation and Selection of KPMG LLP</u>	11
<u>Principal Accountant Fees and Services</u>	12
<u>Pre-Approval Policies and Procedures</u>	12
<u>Audit Committee Report</u>	13
<u>PROPOSAL THREE: ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS</u>	14
<u>INFORMATION ABOUT OUR BOARD OF DIRECTORS AND CORPORATE GOVERNANCE</u>	16
<u>Board and Committee Meetings</u>	16
<u>Board Leadership Structure</u>	16
<u>Executive Sessions</u>	17
<u>Committees of the Board of Directors</u>	17
<u>Board Oversight of Risk Management</u>	19
<u>Evaluation of Board Performance</u>	20
<u>Corporate Governance Guidelines</u>	20
<u>Stockholder Power to Amend Bylaws</u>	20
<u>Stock Ownership Guidelines</u>	20
<u>Code of Ethics</u>	21
<u>Anti-Hedging and Pledging Policy Prohibition on Short Sales, Hedging and Margin Accounts</u>	21
<u>2017 Director Compensation</u>	21
<u>Communications with the Board</u>	22
<u>Attendance of Directors at 2017 Annual Meeting of Stockholders</u>	23
<u>Compensation Committee Interlocks and Insider Participation</u>	23
<u>EXECUTIVE OFFICERS</u>	24
<u>COMPENSATION DISCUSSION AND ANALYSIS</u>	26
<u>Executive Summary</u>	26
<u>Role of the Board of Directors, the Compensation Committee, Management and Consultant</u>	29
<u>Peer Companies</u>	30
<u>Elements of 2017 Compensation</u>	31
<u>2017 Compensation Decisions</u>	32
<u>Other Compensation Components</u>	37
<u>Accounting Considerations</u>	37
<u>Compensation Risk Assessment</u>	37
<u>COMPENSATION COMMITTEE REPORT</u>	37
<u>2017 Summary Compensation Table</u>	38

Table of Contents

<u>2017 Grants of Plan-Based Awards</u>	<u>39</u>
<u>Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table</u>	<u>39</u>
<u>2017 Outstanding Equity Awards at Fiscal Year-End Table</u>	<u>42</u>
<u>2017 Option Exercises and Stock Vested Table</u>	<u>43</u>
<u>Potential Payments upon Termination or Change in Control</u>	<u>43</u>
<u>Pension Benefits</u>	<u>44</u>
<u>Nonqualified Deferred Compensation</u>	<u>45</u>
<u>Equity Compensation Plan Information</u>	<u>45</u>
<u>CEO PAY RATIO</u>	<u>46</u>
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	<u>47</u>
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	<u>49</u>
<u>CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS</u>	<u>50</u>
<u>MISCELLANEOUS</u>	<u>52</u>
<u>Stockholder Proposals and Nominations</u>	<u>52</u>
<u>Householding</u>	<u>52</u>
<u>Other Matters</u>	<u>52</u>
<u>Appendix A Reconciliation of Non-GAAP Measures</u>	

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Table of Contents

1001 17th Street, Suite 500  
Denver, Colorado 80202  
(866) 777-2673

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**PROXY STATEMENT**

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**GENERAL INFORMATION REGARDING SOLICITATION AND VOTING**

**General**

This proxy statement is furnished by the Board of Directors (the "Board") in connection with the solicitation of proxies for CoreSite Realty Corporation's 2018 Annual Meeting of Stockholders (the "Annual Meeting") to be held on Wednesday, May 23, 2018, at 2:00 p.m., Mountain Time, at the Ritz-Carlton, Denver, 1881 Curtis Street, Denver, Colorado 80202, and at any postponements or adjournments thereof. Unless the context requires otherwise, references in this proxy statement to "CoreSite," "we," "our," "us" and "our company" refer to CoreSite Realty Corporation, a Maryland corporation, together with its consolidated subsidiaries, including CoreSite, L.P., a Delaware limited partnership of which CoreSite Realty Corporation is the sole general partner (our "Operating Partnership"). This proxy statement will first be made available to stockholders on or about March 30, 2018.

Pursuant to rules adopted by the U.S. Securities and Exchange Commission ("SEC"), we have elected to provide access to our proxy materials via the Internet. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials (the "Notice") to our stockholders entitled to notice of and to vote at the Annual Meeting and at any postponement or adjournment thereof. The Notice is being mailed to stockholders beginning on or about April 2, 2018. Stockholders will have the ability to access the proxy materials at [www.proxyvote.com](http://www.proxyvote.com) or request to receive a printed set of the proxy materials by mail or an electronic set of materials by email. Instructions on how to access the proxy materials over the Internet or to request a printed copy may be found in the Notice. In addition, stockholders may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis. We believe these rules allow us to provide our stockholders with the information they need, while lowering the cost of delivery and reducing the environmental impact of our Annual Meeting.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2018 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 23, 2018.** Our Proxy Statement and 2017 Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

Certain of our directors, officers and employees may solicit proxies by telephone, personal contact, or other means of communication. They will not receive any additional compensation for these activities. We also have retained Alliance Advisors to assist in the solicitation of proxies for an estimated fee of \$6,000, plus reimbursement of reasonable expenses. In addition, brokers, banks and other persons holding common stock on behalf of beneficial owners will be requested to solicit proxies or authorizations from beneficial owners. We will bear all costs incurred in connection with the preparation, assembly and mailing of the proxy materials and the solicitation of proxies and will reimburse brokers, banks and other nominees, fiduciaries and custodians for reasonable expenses incurred by them in forwarding proxy materials to beneficial owners of our common stock.

No person is authorized to give any information or to make any representation not contained in this proxy statement, and, if it is given or made, you should not rely on that information or

Table of Contents

representation as having been authorized by us. The delivery of this proxy statement does not imply that the information herein has remained unchanged since the date of this proxy statement.

**Purposes of the Annual Meeting**

The purposes of the Annual Meeting are to: (1) consider and vote upon the election of eight members to the Board to serve until the next meeting of stockholders and until their successors are duly elected and qualify ("Proposal One"); (2) consider and vote upon the ratification of the appointment of KPMG LLP ("KPMG") as our independent registered public accounting firm for the fiscal year ending December 31, 2018 ("Proposal Two"); (3) consider and vote upon the advisory vote to approve the compensation of our named executive officers ("Proposal Three"); and (4) transact such other business as may properly come before the Annual Meeting or any postponement or adjournment thereof. Our Board knows of no other matters to be brought before the Annual Meeting.

**Stockholders Entitled to Vote**

The close of business on March 21, 2018, has been fixed as the record date (the "Record Date") for the determination of stockholders entitled to receive notice of and to vote at the Annual Meeting. Only stockholders of record as of the close of business on the Record Date or their duly authorized proxies are entitled to vote at the Annual Meeting. On the Record Date, our outstanding securities entitled to vote at the Annual Meeting consisted of 34,468,083 shares of common stock. Each share of common stock is entitled to one vote. Votes may not be cumulated in the election of directors.

**How to Vote**

If your shares are registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, LLC, you are considered the stockholder of record with respect to those shares, and the Notice was sent directly to you by us. You may authorize your proxy via the Internet by following the instructions provided in the Notice. If you request printed copies of the proxy materials by mail, you may also authorize your proxy by filling out the proxy card included with the materials or by calling the toll-free number found on the proxy card.

If your shares are held in an account at a brokerage firm, bank, broker-dealer, or other similar organization, then you are the beneficial owner of shares held in "street name," and the Notice was forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to instruct that organization on how to vote the shares held in your account. Those instructions are contained in a "vote instruction form." If you request printed copies of the proxy materials by mail, you will receive a vote instruction form. You should instruct your broker or nominee how to vote your shares by following the voting instructions provided by your broker or nominee.

In addition, you may vote in person at the Annual Meeting as described below under the heading "Attending and Voting at the Annual Meeting."

**Attending and Voting at the Annual Meeting**

Only stockholders as of the Record Date, or their duly appointed proxies, may attend and vote at the Annual Meeting. Stockholders may be asked to present valid picture identification such as a driver's license or passport and proof of stock ownership as of the Record Date. If you are not a stockholder of record but hold shares through a broker or nominee (i.e., in street name), you should provide proof of beneficial ownership on the Record Date, such as your most recent account statement, a copy of the voting instruction card provided by your broker, trustee or nominee, or other similar evidence of ownership. The use of cell phones, smartphones, pagers, recording and photographic equipment and/or computers is not permitted in the meeting room at the Annual Meeting.

Table of Contents

Shares held in your name as the stockholder of record may be voted in person at the Annual Meeting. If you are not a stockholder of record but hold shares through a broker or nominee (i.e., in street name), you may vote your shares in person only if you obtain a legal proxy from the broker, trustee or nominee that holds your shares authorizing you to vote the shares. Even if you plan to attend the Annual Meeting, we recommend that you also authorize your proxy or submit voting instructions prior to the meeting as described below so that your vote will be counted if you later decide not to attend the Annual Meeting.

**Voting Without Attending the Annual Meeting**

Whether you hold shares directly as the stockholder of record or beneficially in street name, you may direct how your shares are voted without attending the Annual Meeting. If you are a stockholder of record, you may authorize your proxy to vote your shares, either by mail or via the Internet, or by calling the toll-free number found on the Notice and the proxy card.

Proxies authorized properly via one of the methods discussed above will be voted in accordance with the instructions contained therein. If the proxy is authorized but voting directions are not made, the proxy will be voted "FOR" each of the eight director nominees, "FOR" the ratification of the appointment of KPMG as our independent registered public accounting firm for the fiscal year ending December 31, 2018, "FOR" the advisory vote to approve the compensation of our named executive officers as described in this proxy statement, and in such manner as the proxy holders named on the proxy (the "Proxy Agents"), in their discretion, determine upon such other business as may properly come before the Annual Meeting or any postponement or adjournment thereof.

If your shares of common stock are held through a broker, bank or other nominee (collectively referred to as "brokers"), under applicable rules of the New York Stock Exchange (the "NYSE") (the exchange on which our common stock is traded), the brokers will vote your shares according to the specific instructions they receive from you. If a broker that holds shares of our common stock for a beneficial owner does not receive voting instructions from that owner, the broker may vote on the proposal only if it is considered a "routine" matter under the NYSE's rules, such as this year's ratification of the appointment of KPMG as our independent registered public accounting firm for the fiscal year ending December 31, 2018 (Proposal 2), or leave that owner's shares unvoted. Pursuant to the rules of the NYSE, the election of directors (Proposal 1) and the advisory vote to approve the compensation of our named executive officers (Proposal 3) are not "routine" matters as to which brokerage firms may vote in their discretion on behalf of clients who have not furnished voting instructions. A broker non-vote occurs when a bank, broker or other person holding shares for a beneficial owner does not vote on a particular proposal because that holder does not have discretionary voting power for that particular item and has not received voting instructions from the beneficial owner.

The proposals set forth in this proxy statement constitute the only business that the Board intends to present at the Annual Meeting. The proxy does, however, confer discretionary authority upon the Proxy Agents or their substitutes, to vote on any other business that may properly come before the Annual Meeting. If the Annual Meeting is postponed or adjourned, the Proxy Agents can vote your shares on the new meeting date as well, unless you have revoked your proxy.

**Quorum**

Holders of a majority of our outstanding common stock entitled to vote must be present, in person or by proxy, at the Annual Meeting for a quorum to exist. If the shares present in person or by proxy at the Annual Meeting do not constitute a quorum, the Annual Meeting may be adjourned by the chairman of the Annual Meeting to a date not more than 120 days after the Record Date without notice other than announcement at the Annual Meeting. Shares that are voted "FOR," "AGAINST,"

Table of Contents

"ABSTAIN," or, with respect to the election of directors, "WITHHOLD," or, with respect to the advisory vote on the frequency of future advisory votes to approve the compensation of our named executive officers, will be treated as being present at the Annual Meeting for purposes of establishing a quorum. Accordingly, if you are a stockholder of record as of the Record Date and have returned a valid proxy or attend the Annual Meeting in person, your shares will be counted for the purpose of determining whether there is a quorum, even if you wish to abstain from voting on some or all matters at the Annual Meeting. Broker non-votes will also be counted as present for purposes of determining the presence of a quorum.

**Required Vote**

With respect to Proposal One, you may vote "FOR" all nominees, "WITHHOLD" your vote as to all nominees, or "FOR" all nominees except those specific nominees from whom you "WITHHOLD" your vote. A properly executed proxy marked "WITHHOLD" with respect to the election of one or more directors will not be voted with respect to the director or directors indicated. Members of the Board are elected by a plurality of votes cast, in person or by proxy, at the Annual Meeting. This means that the eight nominees who receive the greatest number of "FOR" votes cast will be elected. Cumulative voting is not permitted. Neither broker non-votes nor votes marked "WITHHOLD" will have an effect with respect to the election of any nominee.

You may vote "FOR," "AGAINST" or "ABSTAIN" on Proposals Two and Three. To be approved, each of Proposals Two and Three must receive the affirmative vote of a majority of the votes cast, in person or by proxy, at the Annual Meeting on the proposal. Abstentions and broker non-votes, if any, will not be counted as votes cast on Proposals Two and Three and will have no effect on the result of either vote.

**Board Recommendation**

The Board recommends that you vote as follows:

"FOR" each of the eight director nominees set forth in Proposal One;

"FOR" Proposal Two, relating to the ratification of KPMG as our independent registered public accounting firm for the fiscal year ending December 31, 2018; and

"FOR" Proposal Three, relating to the advisory vote to approve the compensation of our named executive officers.

Any properly authorized proxy as to which no instructions are given will be voted in accordance with the foregoing recommendations.

**Revocation of Proxies**

You may revoke your proxy at any time prior to it being exercised by (i) delivering a written notice of revocation to our Secretary, (ii) submitting a duly executed proxy bearing a later date with us or (iii) attending the Annual Meeting and voting in person. Attendance at the Annual Meeting will not, by itself, revoke a duly executed proxy.

**Voting Results**

The voting results will be tallied by the inspector of election appointed for the Annual Meeting and filed with the SEC in a Current Report on Form 8-K within four business days following the Annual Meeting.

Table of Contents

**PROPOSAL ONE: ELECTION OF DIRECTORS**

Currently, there are eight directors on our Board. The eight persons named below, each of whom currently serves on our Board, have been recommended by our Nominating/Corporate Governance Committee and nominated by our Board to serve on the Board until our 2019 Annual Meeting of Stockholders and until their respective successors are elected and qualify. The Board has no reason to believe that any of the persons named below as a nominee for our Board will be unable, or will decline, to serve as a member of the Board if elected. Each of the nominees has consented to being named in this proxy statement. In addition, the Board has determined that all of our directors, other than Paul E. Szurek, are independent under applicable SEC and NYSE rules. In making their independence determination, the Board considered the relationship of James A. Attwood, Jr. and Robert G. Stuckey with The Carlyle Group L.P. ("Carlyle"), a significant holder of our Operating Partnership. A plurality of votes cast is necessary for the election of a director. There is no cumulative voting in the election of directors.

The Nominating/Corporate Governance Committee has not set forth minimum qualifications for Board nominees. However, pursuant to its charter, in identifying candidates to recommend for election to the Board, the Nominating/Corporate Governance Committee considers the following criteria:

personal and professional integrity, ethics and values;

experience in corporate governance, including as an officer, board member or senior executive or as a former officer, board member or senior executive of a publicly held company, and a general understanding of marketing, finance and other elements relevant to the success of a publicly traded company in today's business environment;

experience in our industry and taking into account the interests of our various stockholders;

experience as a board member of another publicly held company;

academic expertise in an area of our operations;

diversity of experience, profession, expertise, skill and background (including with respect to race and gender), both on an individual level and in relation to the Board as a whole;

practical and mature business judgment, including the ability to make independent analytical inquiries; and

the nature of and time involved in a director's service on other boards of directors and/or committees.

The Nominating/Corporate Governance Committee continually reviews Board composition and potential additions while striving to maintain and grow a diverse and broad skill set that complements the business. For example, over the past two years, the Board has added Kelly C. Chambliss and Jean A. Bua as members of the Board, and the Board believes these new directors have provided valuable experience and insight, along with additional diversity to the Board. Although the Board does not have a formal policy specifying how diversity of background and personal experience should be applied in identifying or evaluating director candidates, to help ensure that the Board remains aware of and responsive to the needs and interests of our customers, stockholders, employees and other stakeholders, the Board believes it is important to identify otherwise qualified director candidates that would increase the gender, racial, ethnic and/or cultural diversity of the Board. Accordingly, the Nominating/Corporate Governance Committee makes an effort when nominating new directors to ensure that the composition of the Board reflects a broad diversity of experience, profession, expertise, skill, and background, including gender, racial, ethnic, and/or cultural diversity. The Nominating/Corporate Governance Committee does not assign a specific weight to the various factors it considers in evaluating potential new candidates to the Board, and no particular criteria is necessarily applicable.

Table of Contents

to all prospective nominees. In the evaluation of potential new candidates, the Nominating/Corporate Governance Committee considers each candidate's qualifications in light of the then-current mix of Board attributes, including diversity. Continuing directors are evaluated by the Nominating/Corporate Governance Committee in the same way, including the continuing director's past contributions to the Board in such evaluation.

In identifying potential candidates for the Board, other than the director candidate nominated by Carlyle, the Nominating/Corporate Governance Committee generally relies on a variety of resources to identify potential candidates, which, among other things and depending on the circumstances, may include its and the Board's network of contacts, corporate search resources, and, if the Nominating/Corporate Governance Committee deems appropriate, a professional search firm. By utilizing a broad variety of resources as deemed appropriate by the Nominating/Corporate Governance Committee in light of the then-current mix of Board attributes and any previously identified potential candidates, the Nominating/Corporate Governance Committee believes it will be able to identify, evaluate and consider a diverse range of qualified candidates, including candidates that increase the gender, racial, ethnic and/or cultural diversity of the Board.

Under the partnership agreement governing our Operating Partnership (the "Operating Partnership Agreement"), Carlyle, which directly or indirectly holds approximately 28.6% ownership of our Operating Partnership, is currently entitled to nominate one director for election to our Board. (See "Information about our Board and its Committees" for more information about the circumstances under which Carlyle is entitled to appoint nominees to our Board.) Carlyle has exercised this right by nominating Robert G. Stuckey for election at the Annual Meeting.

James A. Attwood, Jr. was originally nominated to our Board pursuant to Carlyle's previous right to nominate two directors for election to our Board. In May 2015, Carlyle's right to nominate two directors was decreased to one director due to the decrease in Carlyle's ownership percentage of our Operating Partnership. Upon consideration of the contributions of Mr. Attwood to our Board, our Nominating/Corporate Governance Committee and the Board approved the continued nomination of Mr. Attwood for election as a director. Mr. Attwood was elected by approximately 98.6% of the votes cast in the election of directors at the 2017 Annual Meeting of Stockholders. Taking into account Mr. Attwood's continued relationship with Carlyle, the Nominating/Corporate Governance Committee and the Board continue to believe that Mr. Attwood is a valuable member of the Board due to, among other things, his experience with our Company and in our industry, and the Board, based on the recommendation of the Nominating/Corporate Governance Committee, has nominated Mr. Attwood to be elected as a director at the Annual Meeting.

**Nominees for Election as Directors**

The table below sets forth the names and biographical information of each of the directors nominated for election at the Annual Meeting.

Name	Position With the Company	Age as of the Annual Meeting	Director Since
Robert G. Stuckey	Director and Chairman of the Board Director and President and Chief Executive	56	2010
Paul E. Szurek	Officer	57	2010
James A. Attwood, Jr.	Director	60	2010
Jean A. Bua	Director	59	2017
Kelly C. Chambliss	Director	47	2016
Michael R. Koehler	Director	51	2010
J. David Thompson	Director	51	2010
David A. Wilson	Director	76	2010

Table of Contents

**Directors**

*Robert G. Stuckey* has served as a director since September 2010. Mr. Stuckey is a Managing Director and Fund Head, US Real Estate, at Carlyle. Prior to joining Carlyle in 1998, Mr. Stuckey was Chief Investment Officer at CarrAmerica Realty Corporation ("CarrAmerica"), a real estate investment trust ("REIT"). Prior to that, he was Senior Vice President of Prologis, Inc. ("Prologis"), a REIT which is an owner, operator and developer of industrial real estate, and Chief Financial Officer for Trammell Crow Company (Northeast Region), a developer of, and investor in, commercial real estate. Mr. Stuckey was twice an Academic All-American in football at the University of Nebraska and received an M.B.A. from Harvard University. In determining Mr. Stuckey's qualifications to serve on our Board, the Board considered, among other things, Mr. Stuckey's significant experience concerning the acquisition, disposition, financing, operations and market opportunities of data center properties and private and publicly traded REITs, which provides us with valuable insight into commercial real estate, REIT and data center industry trends that affect our business.

*Paul E. Szurek* has served as our President and Chief Executive Officer since September 2016, and as a director since September 2010. From 2003 to August 2016, Mr. Szurek was Chief Financial Officer of Biltmore Farms, LLC, a residential and commercial real estate development and operating company. Prior to joining Biltmore Farms, LLC, Mr. Szurek served as Chief Financial Officer of Security Capital Group Incorporated, a publicly traded real estate investment, development and operating company with extensive REIT engagement. Mr. Szurek is currently a director of Four Corners Property Trust, a REIT focused on restaurant real estate. He has also previously served as a director of the Charlotte, North Carolina branch of the Federal Reserve Bank of Richmond and as a director to two publicly traded real estate companies, Regency Centers and Security Capital U.S. Realty. Mr. Szurek received a J.D. with honors from Harvard Law School and a B.A. in Government, magna cum laude, from the University of Texas at Austin. In determining Mr. Szurek's qualifications to serve on our Board, the Board considered, among other things, Mr. Szurek's significant experience concerning the acquisition, disposition, financing, operations and market opportunities of private and publicly traded REITs, which provide us with valuable insight into REIT-industry trends that affect our business. In addition, Mr. Szurek provides valuable insight to the Board based on the day-to-day operations and issues he encounters as our President and Chief Executive Officer.

*James A. Attwood, Jr.* has served as a director since September 2010. Mr. Attwood is a Managing Director and the former Head of the Global Telecommunications, Media and Technology Group at Carlyle. Prior to joining Carlyle in 2000, Mr. Attwood served as Executive Vice President for Strategy, Development and Planning at Verizon Communications, Inc. ("Verizon"), a telecommunications provider, and GTE Corporation (prior to its merger with Bell Atlantic to form Verizon). Prior to his four years at Verizon and GTE Corporation, Mr. Attwood served as an investment banker at Goldman, Sachs & Co. for 11 years. Mr. Attwood graduated summa cum laude from Yale University with a B.A. in applied mathematics and an M.A. in statistics. He also received J.D. and M.B.A. degrees from Harvard University. Mr. Attwood currently serves as a member of the boards of directors of Syniverse Holdings, Inc., a provider of business and technology services for the mobile telecommunications industry, Nielsen Holdings plc, a global information and measurement company, and Getty Images Inc., a global creator and distributor of still imagery, video and multimedia products, which is privately held. Mr. Attwood has gained significant knowledge of the telecommunications industry through his work with Verizon and Carlyle. In determining Mr. Attwood's qualifications to serve on our Board, the Board considered, among other things, Mr. Attwood's private equity experience, together with the experience gained by having served as an officer and on the boards of directors of various telecommunications companies, which provide us with a valuable perspective in monitoring and evaluating our business.

*Jean A. Bua* has served as a director since May 2017. Ms. Bua has served as Executive Vice President, Chief Financial Officer, Chief Accounting Officer and Treasurer of NETSCOUT, a provider

Table of Contents

of real-time operational intelligence and performance analytics for service assurance and cyber security solutions, since September 2015 and as NETSCOUT's Senior Vice President, Chief Financial Officer, Chief Accounting Officer and Treasurer from November 2011 until September 2015. She originally joined NETSCOUT in September 2010 as Vice President, Finance. Prior to NETSCOUT, Ms. Bua served as Executive Vice President, Finance & Treasurer of American Tower Corporation, an operator of wireless and broadcast communications infrastructure, and spent nine years at Iron Mountain, Inc., an information management services company, concluding as Senior Vice President, Chief Accounting Officer and Worldwide Controller. She also previously held senior positions at Duracraft Corp. and Keithley Instruments and was a management consultant at Ernst & Young LLP and an auditor at KPMG LLP. Ms. Bua earned a Bachelor of Science in Business Administration, summa cum laude, from Bryant College and a Masters of Business Administration from the University of Rhode Island. In determining Ms. Bua's qualifications to serve on our Board, the Board considered, among other things, Ms. Bua's significant industry experience in the areas of accounting policy, internal controls and risk management.

*Kelly C. Chambliss* has served as a director since September 2016. Ms. Chambliss has been the General Manager and Managing Partner of the Distribution and Industrial Sectors within IBM Global Business Services (GBS) North America since May 2015, with the Industrial Sector added in June 2017. Prior to this role, from October 2013 to April 2015, Ms. Chambliss served as the Global Chief Technology Officer (CTO) for IBM GBS, with a focus on the development, marketing, sales, and delivery of cloud-based solutions. Ms. Chambliss served in various other roles at IBM from late 2002 to October 2013. Ms. Chambliss joined IBM in late 2002 through the acquisition of PricewaterhouseCoopers (PwC) Consulting, where she was a Partner. Ms. Chambliss graduated from Virginia Tech with a degree in Management Science and a specialization in Decision Support Systems. In determining Ms. Chambliss' qualifications to serve on our Board, the Board considered, among other things, Ms. Chambliss' significant experience in the technology and technology consulting industries, which provides us with valuable insight into the technology and market trends that affect our industry.

*Michael R. Koehler* has served as a director since September 2010. Mr. Koehler currently serves as Senior Vice President and Chief Information and Chief Digital Officer of Exelon Corporation, an electric and gas utility company, which he joined in April 2016. From September 2015 to April 2016, he served as Managing Partner of Volution Partners L.L.C., a management consulting firm specializing in information technology. Mr. Koehler served as Senior Vice President, Global Services, of EMC Corporation, a provider of IT consulting services and hardware, from August 2011 to September 2015. During 2008 and 2009, Mr. Koehler served as Senior Vice President, Americas Region, of Electronic Data Systems Corporation ("EDS"), a division of the Hewlett-Packard Company ("HP"). EDS, a global provider of information technology and business processing outsourcing services, was acquired by HP in 2008. Prior to HP's acquisition of EDS, Mr. Koehler served as Executive Vice President, Global ITO Services and as Senior Vice President, Infrastructure Technology and Business Process Outsourcing at EDS. During 2007, Mr. Koehler served as Regional Senior Vice President, Europe, Middle East and Africa Operations at EDS, and, from 2006 to 2008, as Enterprise Client Executive, Navy Marine Corps Intranet Account at EDS. From 2004 to 2006, Mr. Koehler served as Chief Operating Officer of The Feld Group, a management information technology consulting firm that was acquired by EDS in 2004. From 1994 to 2001, he held management positions of increasingly greater responsibility at The Feld Group. Mr. Koehler received his B.S. in Industrial Engineering from Texas Tech University. In determining Mr. Koehler's qualifications to serve on our Board, the Board considered, among other things, Mr. Koehler's significant experience in the technology consulting and outsourcing industries and extensive operational and strategic planning experience in complex global companies, which provide us with valuable insight into the technology trends that affect our business.



Table of Contents

*J. David Thompson* has served as a director since September 2010. Mr. Thompson has been Chief Information and Technology Officer of American Express Global Business Travel, a multinational travel and meetings program management company, since October 2017. From April 2012 to October 2017, he was Executive Vice President and Chief Information Officer of The Western Union Company, a global payment services company. From 2006 to April 2012, Mr. Thompson was Group President of the Symantec Services Group and Chief Information Officer of Symantec Corporation, a global provider of security, storage, and systems management solutions. From 2004 to 2006, Mr. Thompson served as Senior Vice President and Chief Information Officer for Oracle Corporation. Mr. Thompson was Senior Vice President and Chief Information Officer at PeopleSoft, Inc. from 1998 to 2005, prior to its acquisition by Oracle Corporation. Mr. Thompson began his career as an officer in the U.S. Air Force as an Intelligence Systems Officer. Mr. Thompson studied computer science at American University. In determining Mr. Thompson's qualifications to serve on our Board, the Board considered, among other things, Mr. Thompson's significant experience in the technology industry and extensive operational experience in information technology systems optimization, which provide us with valuable insights into the information technology trends that affect our business.

*David A. Wilson* has served as a director since September 2010. Mr. Wilson served as President and Chief Executive Officer of the Graduate Management Admission Council (the "Council") from 1995 until his retirement in December 2013. The Council is the owner of the Graduate Management Admission Test, the GMAT. Prior to 1995, he was a Managing Partner and National Director for Professional Development at Ernst & Young LLP, a public accounting firm. From 1968 to 1978, Mr. Wilson held faculty positions at the University of Texas at Austin, where he was awarded tenure, and at Harvard Business School. Mr. Wilson completed his undergraduate studies at Queen's University in Canada, received his M.B.A. at the University of California, Berkeley, and received his doctorate at the University of Illinois. He is a Chartered Accountant in Canada and a Certified Public Accountant in the United States. Mr. Wilson served on the board of directors of Laureate Education, Inc. ("Laureate"), a company which provides access to high-quality, innovative institutions of higher education, from 2002 to 2007, and of Terra Industries, Inc. ("Terra"), a producer and marketer of nitrogen products for the agricultural and industrial markets, from 2009 to 2010. At Laureate, he chaired the Audit Committee and served as a member of the Nominating and Governance Committee and the Conflicts Committee. He served on the Audit Committee of Terra. He has served on the Worldwide Board of Junior Achievement, the Conseil d'Administration de la Confrérie de la Chaîne des Rôtisseurs (Paris) and The Wolf Trap Foundation. Mr. Wilson served on the board of directors of Barnes and Noble, Inc., a book retailer and content, commerce and technology company, and as chair of its Audit Committee from September 2010 to August 2015, and currently serves on the board of directors of Barnes & Noble Education, Inc., a provider of educational services, and as chair of its Audit Committee. He serves on the Board of Trustees of Johnson & Wales University and as Chairman of its Audit Committee and a member of its Finance Committee. Mr. Wilson is a National Association of Corporate Directors (NACD) Governance Fellow and received the CERT Certificate in Cybersecurity Oversight awarded by the Software Engineering Institute of Carnegie Mellon University. He was also a 2015 honoree o