

Edgar Filing: Rexford Industrial Realty, Inc. - Form 10-K/A

Rexford Industrial Realty, Inc.  
Form 10-K/A  
February 28, 2019

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

FORM 10-K/A  
(Amendment No. 1)

(Mark One)

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

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number: 001-36008

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

MARYLAND 46-2024407  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

11620 Wilshire Boulevard, Suite 1000, 90025  
Los Angeles, California  
(Address of principal executive offices) (Zip Code)  
(310) 966-1680  
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

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

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

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

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

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

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

Emerging growth company

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

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

The aggregate market value of the voting stock held by non-affiliates of the registrant based upon the closing sale price of the registrant's common stock on June 29, 2018, as reported on the New York Stock Exchange ("NYSE") was approximately \$2,844 million. The registrant had no non-voting common equity

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outstanding on such date. This amount excludes 456,721 shares of the registrant's common stock held by the executive officers and directors. Exclusion of such shares should not be construed to indicate that any such person possesses the power, direct or indirect, to direct or cause the direction of the management or policies of the registrant or that such person is controlled by or under common control with the registrant.

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

**DOCUMENTS INCORPORATED BY REFERENCE**

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

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## EXPLANATORY NOTE

Rexford Industrial Realty, Inc. (the “Company”) is filing this Amendment No. 1 on Form 10-K/A (the “Amended Filing”) to amend its Annual Report on Form 10-K for the fiscal year ended December 31, 2018, as filed with the Securities and Exchange Commission on February 19, 2019 (the “Original Filing”). The purpose of this Amended Filing is solely to (i) amend the references to Exhibit 10.3 in Part IV, Item 15 to refer to the Amended and Restated Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P. 2013 Incentive Award Plan (the “Amended & Restated Plan”) and (ii) file a copy of the Amended & Restated Plan as Exhibit 10.3.

In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, currently dated certifications by the Company’s co-Chief Executive Officers and Chief Financial Officer required in accordance with Rule 13a-14(a) are being filed as exhibits to this Amended Filing and the exhibit list included in Item 15 of Part IV of the Original Filing has been amended accordingly; however, paragraphs 3, 4 and 5 of the certifications have been omitted because this Amended Filing does not contain any financial statements nor does it contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K.

Except as described above, we have not modified or updated any other disclosures presented in the Original Filing. This Amended Filing does not amend, update or change the financial statements or any other disclosures in the Original Filing, and does not reflect events occurring after the filing of the Original Filing. Accordingly, this report should be read in conjunction with the Original Filing.

## PART IV

## Item 15. Exhibits, Financial Statement Schedules.

| Exhibit Number | Exhibit Description  | Form | File No.  | Exhibit No. | Filing Date |
|----------------|--|------|-----------|-------------|-------------|
| 2.1            | <u>Contribution Agreement by and among Rexford Industrial Realty, L.P., Rexford Industrial Realty, Inc. and Rexford Industrial Fund I, LLC</u>   | 10-Q | 001-36008 | 2.1         | 9/3/2013    |
| 2.2            | <u>Contribution Agreement by and among Rexford Industrial Realty, L.P., Rexford Industrial Realty, Inc. and Rexford Industrial Fund II, LLC</u>  | 10-Q | 001-36008 | 2.2         | 9/3/2013    |
| 2.3            | <u>Contribution Agreement by and among Rexford Industrial Realty, L.P., Rexford Industrial Realty, Inc. and Rexford Industrial Fund III, LLC</u>   | 10-Q | 001-36008 | 2.3         | 9/3/2013    |
| 2.4            | <u>Contribution Agreement by and among Rexford Industrial Realty, L.P., Rexford Industrial Realty, Inc. and Rexford Industrial Fund IV, LLC</u>  | 10-Q | 001-36008 | 2.4         | 9/3/2013    |
| 2.5            | <u>Agreement and Plan of Merger by and among Rexford Industrial Realty, Inc. and Rexford Industrial Fund V REIT, LLC</u>   | 10-Q | 001-36008 | 2.5         | 9/3/2013    |
| 2.6            | <u>Agreement and Plan of Merger by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., and Rexford Industrial Fund V, LP</u>   | 10-Q | 001-36008 | 2.6         | 9/3/2013    |
| 2.7            | <u>Contribution Agreement by and among Rexford Industrial Realty, L.P., Rexford Industrial Realty, Inc. and Allan Ziman, as Special Trustee of the Declaration of Trust of Jeanette Rubin trust, dated August 16, 1978, as amended</u> | 10-Q | 001-36008 | 2.7         | 9/3/2013    |
| 2.8            | <u>Contribution Agreement by and among Rexford Industrial Realty, L.P., Rexford Industrial Realty, Inc. and the Contributors named</u>   | 10-Q | 001-36008 | 2.8         | 9/3/2013    |

|      |   |      |           |      |          |
|------|---|------|-----------|------|----------|
|      | <u>therein</u>  |      |           |      |          |
| 2.9  | <u>Contribution Agreement by and among Rexford Industrial Realty, L.P., Rexford Industrial Realty, Inc. and Christopher Baer</u>  | 10-Q | 001-36008 | 2.9  | 9/3/2013 |
| 2.10 | <u>Agreement and Plan of Merger by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., Rexford Industrial Merger Sub LLC, and Rexford Industrial, LLC</u>             | 10-Q | 001-36008 | 2.10 | 9/3/2013 |
| 2.11 | <u>Agreement and Plan of Merger by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., Rexford Fund V Manager Merger Sub LLC, and Rexford Fund V Manager LLC</u>      | 10-Q | 001-36008 | 2.11 | 9/3/2013 |
| 2.12 | <u>Agreement and Plan of Merger by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., Rexford Sponsor V Merger Sub LLC, and Rexford Sponsor V LLC</u>                | 10-Q | 001-36008 | 2.12 | 9/3/2013 |
| 2.13 | <u>Representation, Warranty and Indemnity Agreement by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., Richard Ziman, Howard Schwimmer and Michael S. Frankel</u> | 10-Q | 001-36008 | 2.13 | 9/3/2013 |

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|------|---|--------|------------|------|------------|
| 2.14 | <u>Indemnity Escrow Agreement, by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., Rexford Industrial Realty, Inc., acting in the capacity of escrow agent, Richard Ziman, Howard Schwimmer and Michael S. Frankel</u>   | 10-Q   | 001-36008  | 2.14 | 9/3/2013   |
| 2.15 | <u>Agreement of Purchase and Sale and Joint Escrow Instructions, dated as of May 19, 2014, among Westcore Cabot, L.P., a Delaware limited partnership, and Westcore Distribution, LLC, Westcore Distribution II, LLC, Westcore Hunter, LLC, Westcore Salt Lake Avenue, LLC, Westcore Valley, LLC, and Westcore Alton, LLC (all Delaware limited liability companies) and Rexford Industrial Realty, L.P., as amended on May 27, 2014, May 30, 2014, June 4, 2014, June 13, 2014 and June 24, 2014</u> | 8-K/A  | 001-36008  | 2.1  | 7/2/2014   |
| 2.16 | <u>Purchase and Sale Agreement by and between LBA/PPF Industrial – Mason, LLC., as Seller, and Rexford Industrial Realty, L.P., as Buyer, for 9120 Mason Avenue and 20355 Corisco Street, Chatsworth, California Dated as of August 18, 2014</u>  | 8-K    | 001-36008  | 2.1  | 9/15/2014  |
| 2.17 | <u>Agreement of Purchase and Sale and Joint Escrow Instructions By and Between Laro Properties, L.P., as Seller, and Rexford Industrial Realty, L.P., a Maryland limited partnership, as Purchaser, for 12907 Imperial Hwy, Santa Fe Springs, California, 10509 Business Drive, Fontana, California, 13231 Slover Avenue, Fontana, California, Dated as of November 4, 2014, and as amended on November 26, 2014</u>  | 8-K    | 001-36008  | 2.1  | 12/8/2014  |
| 2.18 | <u>Stock Purchase Agreement by and among Atlantic CT Holdings, LLC, Atlantic CT REIT, Inc. and Rexford Industrial Realty, L.P. dated April 11, 2016.</u>  | 8-K    | 001-36008  | 2.1  | 4/11/2016  |
| 2.19 | <u>Agreement of Purchase and Sale by and between Safari Industrial Corporation, as Seller, and Rexford Industrial Realty, L.P., as Purchaser, dated as of May 2, 2017, as amended on July 10, 2017.</u>   | 10-Q   | 001-36008  | 10.1 | 8/4/2017   |
| 2.20 | <u>Agreement of Purchase and Sale by and between SVF Safari, LLC, as Seller, and Rexford Industrial Realty, L.P., as Purchaser, dated as of May 2, 2017, as amended on July 10, 2017.</u>   | 10-Q   | 001-36008  | 10.2 | 8/4/2017   |
| 2.21 | <u>Purchase and Sale Agreement and Joint Escrow Instructions by and between Rexford Industrial Realty, L.P., as Buyer, and CSHV Rancho Pacifica, LLC, as Seller, dated as of July 5, 2017, as amended July 10, 2017.</u>  | 10-Q   | 001-36008  | 10.3 | 11/3/2017  |
| 3.1  | <u>Articles of Amendment and Restatement of Rexford Industrial Realty, Inc.</u>   | S-11/A | 333-188806 | 3.1  | 7/15/2013  |
| 3.2  | <u>Third Amended and Restated Bylaws of Rexford Industrial Realty, Inc.</u>   | 8-K    | 001-36008  | 3.1  | 5/4/2018   |
| 3.3  | <u>Articles Supplementary designating the Series A Preferred Stock of Rexford Industrial Realty, Inc.</u>   | 8-A    | 001-36008  | 3.3  | 8/15/2016  |
| 3.4  | <u>Articles Supplementary designating the Series B Preferred Stock of Rexford Industrial Realty, Inc.</u>   | 8-A12B | 001-36008  | 3.3  | 11/9/2017  |
| 4.1  | <u>Form of Certificate of Common Stock of Rexford Industrial Realty, Inc.</u>   | S-11/A | 333-188806 | 4.1  | 7/15/2013  |
| 4.2  | <u>Form of Specimen Certificate of Series A Preferred Stock of Rexford Industrial Realty, Inc.</u>  | 8-A    | 001-36008  | 4.1  | 8/15/2016  |
| 4.3  | <u>Form of Specimen Certificate of Series B Preferred Stock of Rexford Industrial Realty, Inc.</u>  | 8-A12B | 001-36008  | 4.1  | 11/9/2017  |
| 10.1 |   | 8-K    | 001-36008  | 3.2  | 11/13/2017 |

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|-------|--|--------|------------|----------------|
|       | <u>Fourth Amended and Restated Agreement of Limited Partnership of Rexford Industrial Realty, L.P.</u>   |        |            |                |
| 10.2  | <u>Registration Rights Agreement among Rexford Industrial Realty, Inc. and the persons named therein</u>   | 10-Q   | 001-36008  | 10.2 9/3/2013  |
| 10.3* | <u>Amended and Restated Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P., 2013 Incentive Award Plan</u>   |        |            |                |
| 10.4† | <u>Form of Restricted Stock Award Agreement under 2013 Incentive Award Plan</u>  | S-11/A | 333-188806 | 10.4 7/15/2013 |
| 10.5  | <u>Form of Indemnification Agreement between Rexford Industrial Realty, Inc. and its directors and officers</u>  | S-11/A | 333-188806 | 10.5 7/9/2013  |
| 10.6  | <u>Tax Matters Agreement by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., and each partner set forth in Schedule I, Schedule II and Schedule III thereto</u> | 10-Q   | 001-36008  | 10.6 9/3/2013  |
| 10.7† | <u>Employment Agreement, dated as of July 24, 2013, between Michael S. Frankel, Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P.</u>                                    | 10-Q   | 001-36008  | 10.8 9/3/2013  |

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|--------|--|------|-----------|-------|------------|
| 10.8†  | <u>First Amendment to Employment Agreement, effective June 26, 2017, between Michael S. Frankel, Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P.</u>   | 8-K  | 001-36008 | 10.2  | 6/29/2017  |
| 10.9†  | <u>Employment Agreement, dated as of July 24, 2013, between Howard Schwimmer, Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P.</u>  | 10-Q | 001-36008 | 10.9  | 9/3/2013   |
| 10.10† | <u>First Amendment to Employment Agreement, effective June 26, 2017, between Howard Schwimmer, Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P.</u>   | 8-K  | 001-36008 | 10.3  | 6/29/2017  |
| 10.11† | <u>Employment Agreement, effective as of November 25, 2014, between Adeel Khan, Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P.</u>  | 8-K  | 001-36008 | 10.1  | 12/2/2014  |
| 10.12† | <u>First Amendment to Employment Agreement, effective June 26, 2017, between Adeel Khan, Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P.</u>   | 8-K  | 001-36008 | 10.4  | 6/29/2017  |
| 10.13† | <u>Employment Agreement, effective as of June 26, 2017, between David E. Lanzer, Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P.</u>   | 8-K  | 001-36008 | 10.1  | 6/29/2017  |
| 10.14† | <u>Rexford Industrial Realty, Inc. Non-Employee Director Compensation Program</u>  | 10-K | 001-36008 | 10.11 | 3/9/2015   |
| 10.15† | <u>Form of Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P. Time-Based LTIP Unit Agreement</u>  | 8-K  | 001-36008 | 10.2  | 12/21/2015 |
| 10.16† | <u>Form of Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P. OPP Performance Unit Agreement</u>  | 8-K  | 001-36008 | 10.3  | 12/21/2015 |
| 10.17† | <u>Term Loan Agreement among RIF I—Don Julian, LLC, RIF I—Lewis Road, LLC, RIF I—Walnut, LLC, RIF I—Oxnard, LLC, RIF II—Kaiser, LLC, RIF III—Irwindale, LLC and Rexford Business Center—Fullerton, LLC, collectively as Borrower, and Bank of America, N.A., as Lender</u>   | 10-Q | 001-36008 | 10.12 | 9/3/2013   |
| 10.18† | <u>The Loan Assumption Agreement dated as of November 8, 2013 between Gilbert LaPalma Properties, LLC, and Rexford Industrial-Gilbert LaPalma, LLC, and American Security Insurance Company, as Lender</u>   | 10-K | 001-36008 | 10.20 | 3/20/2014  |
| 10.19† | <u>Modification and Loan Assumption Agreement, dated January 24, 2014, by and among RIF I—Don Julian, LLC, RIF I—Lewis Road, LLC, RIF I—Oxnard, LLC, RIF I—Walnut, LLC, REXFORD BUSINESS CENTER—FULLERTON, LLC, RIF II—Kaiser, LLC, RIF III—Irwindale, LLC and REXFORD INDUSTRIAL—MADERA INDUSTRIAL, LLC collectively as Borrower, and Bank of America, N.A., as Lender.</u> | 8-K  | 001-36008 | 10.1  | 8/12/2014  |
| 10.20† | <u>Reaffirmation of Guaranty, dated January 24, 2014 by Rexford Industrial Realty, Inc.</u>  | 8-K  | 001-36008 | 10.2  | 8/12/2014  |
| 10.21† | <u>Note Purchase and Guarantee Agreement, dated as of July 16, 2015 among the Rexford Industrial Realty L.P., Rexford Industrial Realty, Inc. and the purchasers named therein.</u>  | 8-K  | 001-36008 | 10.1  | 7/20/2015  |
| 10.22† | <u>The Assumption Agreement dated as of January 21, 2015 between Laro Properties L.P., and Rexford Industrial-Imperial Highway, LLC, and The Lincoln National Life Insurance Company, as Lender</u>  | 10-Q | 001-36008 | 10.1  | 5/11/2015  |
| 10.23† | <u>Assumption Agreement dated as of December 11, 2015 between Walnut Venture, LLC, as Borrower, Rexford Industrial-1065 Walnut LLC, as Purchaser, the individual Guarantors named therein, Rexford Industrial Realty, Inc., as New Guarantor and The Bank of New York Mellon Trust Company, N.A., in its capacity as directed trustee for Washington Capital</u>             | 10-K | 001-36008 | 10.24 | 2/25/2016  |



|       |   |      |           |       |           |
|-------|---|------|-----------|-------|-----------|
| 10.24 | <u>Joint Master Trust Mortgage Income Fund, as Lender. Promissory Note dated January 14, 2014 between Walnut Venture, LLC (predecessor in interest to Rexford Industrial - 1065 Walnut LLC), as Borrower, and Washington Capital Joint Master Trust Mortgage Income Fund, as Lender.</u>  | 10-K | 001-36008 | 10.25 | 2/25/2016 |
| 10.25 | <u>Deed of Trust, Assignment of Rents and Leases, Security Agreement and UCC Financing Statement dated as of January 14, 2014 between Walnut Venture, LLC (predecessor in interest to Rexford Industrial - 1065 Walnut LLC), as Borrower, for the benefit of Washington Capital Joint Master Trust Mortgage Income Fund, as Lender.</u> | 10-K | 001-36008 | 10.26 | 2/25/2016 |
| 10.26 | <u>Equity Distribution Agreement, dated June 13, 2018, by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., and Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated</u>  | 8-K  | 001-36008 | 1.1   | 6/13/2018 |
| 10.27 | <u>Equity Distribution Agreement, dated June 13, 2018, by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., and BB&amp;T Capital Markets, a division of BB&amp;T Securities, LLC</u>  | 8-K  | 001-36008 | 1.2   | 6/13/2018 |

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| 10.28 | <u>Equity Distribution Agreement, dated June 13, 2018, by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., and BTIG LLC</u>  | 8-K  | 001-36008 | 1.3   | 6/13/2018 |
| 10.29 | <u>Equity Distribution Agreement, dated June 13, 2018, by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., and Capital One Securities, Inc.</u>  | 8-K  | 001-36008 | 1.4   | 6/13/2018 |
| 10.30 | <u>Equity Distribution Agreement, dated June 13, 2018, by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., and J.P. Morgan Securities LLC</u>  | 8-K  | 001-36008 | 1.5   | 6/13/2018 |
| 10.31 | <u>Equity Distribution Agreement, dated June 13, 2018, by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., and J.P. Morgan Securities LLC</u>  | 8-K  | 001-36008 | 1.6   | 6/13/2018 |
| 10.32 | <u>Equity Distribution Agreement, dated June 13, 2018, by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., and Jefferies LLC</u>   | 8-K  | 001-36008 | 1.7   | 6/13/2018 |
| 10.33 | <u>Equity Distribution Agreement, dated June 13, 2018, by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., and Stifel, Nicolaus &amp; Company, Incorporated</u>  | 8-K  | 001-36008 | 1.8   | 6/13/2018 |
| 10.34 | <u>Credit Agreement, dated as of January 14, 2016, among Rexford Industrial Realty, L.P., Rexford Industrial Realty Inc., PNC Bank, National Association, as administrative agent, U.S. Bank, National Association, as syndication agent, PNC Capital Markets LLC and U.S. Bank National Association, as joint lead arrangers and joint bookrunners, and the other lenders named therein.</u>               | 8-K  | 001-36008 | 10.1  | 1/20/2016 |
| 10.35 | <u>Increase Certificate dated April 15, 2016.</u>   | 8-K  | 001-36008 | 10.1  | 4/15/2016 |
| 10.36 | <u>Second Amended and Restated Credit Agreement, dated as of February 14, 2017, among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., Citibank, N.A. as administrative agent, swing line lender and letter of credit issuer, and the other lenders named therein.</u>   | 8-K  | 001-36008 | 10.1  | 2/15/2017 |
| 10.37 | <u>Third Amendment to Credit Agreement, dated February 14, 2017, among Rexford Industrial Realty, L.P., Rexford Industrial Realty Inc., PNC Bank, National Association, as administrative agent, U.S. Bank, National Association, as syndication agent, PNC Capital Markets LLC and U.S. Bank National Association, as joint lead arrangers and joint bookrunners, and the other lenders named therein.</u> | 10-K | 001-36008 | 10.33 | 2/23/2017 |
| 10.38 | <u>Note Purchase and Guarantee Agreement, dated as of July 13, 2017, by and among Rexford Industrial Realty L.P., Rexford Industrial Realty, Inc. and the purchasers named therein.</u>   | 8-K  | 001-36008 | 10.1  | 7/19/2017 |
| 10.39 | <u>Second Amendment to Note Purchase and Guarantee Agreement, dated as of June 16, 2017, among Rexford Industrial Realty, L.P., Rexford Industrial Realty, Inc. and the purchasers named therein.</u>   | 10-Q | 001-36008 | 10.3  | 8/4/2017  |
| 10.40 | <u>Fourth Amendment to Credit Agreement, dated as of January 16, 2018, among Rexford Industrial Realty, L.P., Rexford Industrial Realty Inc., PNC Bank, National Association, as administrative agent and a lender, and the other lenders named therein.</u>  | 8-K  | 001-36008 | 10.1  | 1/22/2018 |
| 10.41 | <u>Agreement of Purchase and Sale, dated November 30, 2017, by and between RIF IV Grand, LLC, as Seller, and 6110-6114 Cahuenga Avenue, LLC, as Buyer.</u>  | 10-K | 001-36008 | 10.40 | 2/21/2018 |
| 10.42 |   | 10-Q | 001-36008 | 10.2  | 5/7/2018  |

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|-------|---|------|-----------|------|-----------|
|       | <u>First Amendment to Agreement of Purchase and Sale, dated January 2, 2018, by and between RIF IV Grand, LLC, as Seller, and 6110-6114 Cahuenga Avenue, LLC as Buyer.</u>  |      |           |      |           |
| 10.43 | <u>Credit Agreement, dated as of May 22, 2018, among Rexford Industrial Realty, L.P., Rexford Industrial Realty, Inc., Capital One, National Association, as administrative agent, sole lead arranger and bookrunner and BB&amp;T Capital Markets, as syndication agent.</u>  | 8-K  | 001-36008 | 10.1 | 5/25/2018 |
| 10.44 | <u>Second Modification Agreement, dated June 27, 2018, by and among RIF I-Don Julian, LLC, RIF I-Lewis Road, LLC, RIF I-Oxnard, LLC, RIF I-Walnut, LLC, Rexford Business Center-Fullerton, LLC, RIF III-Irwindale, LLC, and Rexford Industrial-Madera Industrial, LLC, collectively as Borrower, Rexford Industrial Realty, Inc., as Guarantor, and Bank of America, N.A., as Lender.</u> | 8-K  | 001-36008 | 10.1 | 7/3/2018  |
| 21.1  | <u>List of Subsidiaries of the Company</u>  | 10-K | 001-36008 | 21.1 | 2/19/2019 |
| 23.1  | <u>Consent of Ernst &amp; Young LLP</u>   | 10-K | 001-36008 | 23.1 | 2/19/2019 |
| 24.1  | <u>Power of Attorney</u>  | 10-K | 001-36008 | 24.1 | 2/19/2019 |
| 31.1* | <u>Certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>   |      |           |      |           |

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|         |   |      |           |         |           |
|---------|---|------|-----------|---------|-----------|
| 31.2*   | <u>Certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u> |      |           |         |           |
| 31.3*   | <u>Certification of the Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u> |      |           |         |           |
| 32.1    | <u>Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>     | 10-K | 001-36008 | 32.1    | 2/19/2019 |
| 32.2    | <u>Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>     | 10-K | 001-36008 | 32.2    | 2/19/2019 |
| 32.3    | <u>Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>     | 10-K | 001-36008 | 32.3    | 2/19/2019 |
| 101.INS | XBRL Instance Document  | 10-K | 001-36008 | 101.INS | 2/19/2019 |
| 101.SCH | XBRL Taxonomy Extension Schema Document   | 10-K | 001-36008 | 101.SCH | 2/19/2019 |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document   | 10-K | 001-36008 | 101.CAL | 2/19/2019 |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document  | 10-K | 001-36008 | 101.DEF | 2/19/2019 |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document   | 10-K | 001-36008 | 101.LAB | 2/19/2019 |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document  | 10-K | 001-36008 | 101.PRE | 2/19/2019 |

\* Filed herein

\*\* Furnished herein

€ Compensatory plan or arrangement

SIGNATURES

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

Rexford Industrial Realty, Inc.

February 28, 2019 /s/ Michael S. Frankel  
Michael S. Frankel  
Co-Chief Executive Officer (Principal Executive Officer)

February 28, 2019 /s/ Howard Schwimmer  
Howard Schwimmer  
Co-Chief Executive Officer (Principal Executive Officer)

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

REXFORD INDUSTRIAL REALTY, INC.

Date: February 28, 2019 /s/ Michael S. Frankel  
Michael S. Frankel  
Co-Chief Executive Officer (Principal Executive Officer)

Date: February 28, 2019 \*  
Howard Schwimmer  
Co-Chief Executive Officer (Principal Executive Officer)

Date: February 28, 2019 \*  
Adeel Khan  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

Date: February 28, 2019 \*  
Robert L. Antin  
Director

Date: February 28, 2019 \*  
Steven C. Good  
Director

Date: February 28, 2019 \*  
Diana J. Ingram  
Director

Date: February 28, 2019 \*  
Tyler H. Rose  
Director

Date: February 28, 2019 \*  
Peter E. Schwab  
Director

Date: February 28, 2019 \*  
Richard S. Ziman  
Director

\* By: /s/ Michael S. Frankel  
Michael S. Frankel  
Attorney-in-Fact