

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 10-Q**

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

**For the quarterly period ended September 30, 2020**

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: 001-33292**



(Exact name of registrant as specified in its charter)

**Maryland**

(State or other jurisdiction of incorporation or organization)

**20-3431375**

(IRS Employer Identification No.)

**1100 Walnut, Ste. 3350 Kansas City, MO 64106**

(Address of Registrant's Principal Executive Offices) (Zip Code)

**(816) 875-3705**

(Registrant's telephone number, including area code)

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

<b>Title of Each Class</b>	<b>Trading Symbol(s)</b>	<b>Name of Each Exchange On Which Registered</b>
Common Stock, par value \$0.001 per share	CORR	New York Stock Exchange
7.375% Series A Cumulative Redeemable Preferred Stock	CORRPrA	New York Stock Exchange

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

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

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

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

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

As of November 2, 2020, the registrant had 13,651,521 common shares outstanding.



# CorEnergy Infrastructure Trust, Inc.

## FORM 10-Q

FOR THE QUARTER ENDED September 30, 2020

### TABLE OF CONTENTS

	Page No.
<a href="#">Glossary of Defined Terms</a>	<a href="#">4</a>
<a href="#">Forward-Looking Statements</a>	<a href="#">7</a>
<b><a href="#">PART I</a></b>	<b><a href="#">9</a></b>
<b><a href="#">FINANCIAL INFORMATION</a></b>	<b><a href="#">9</a></b>
<a href="#">Item 1. Financial Statements (unaudited)</a>	<a href="#">9</a>
<a href="#">Consolidated Balance Sheets</a>	<a href="#">9</a>
<a href="#">Consolidated Statements of Operations</a>	<a href="#">10</a>
<a href="#">Consolidated Statements of Equity</a>	<a href="#">11</a>
<a href="#">Consolidated Statements of Cash Flows</a>	<a href="#">12</a>
<a href="#">Notes to Consolidated Financial Statements</a>	<a href="#">14</a>
<a href="#">1. Introduction and Basis of Presentation</a>	<a href="#">14</a>
<a href="#">2. Recent Accounting Pronouncements</a>	<a href="#">15</a>
<a href="#">3. Leased Properties and Leases</a>	<a href="#">15</a>
<a href="#">4. Transportation and Distribution Revenue</a>	<a href="#">20</a>
<a href="#">5. Financing Notes Receivable</a>	<a href="#">21</a>
<a href="#">6. Income Taxes</a>	<a href="#">21</a>
<a href="#">7. Property and Equipment</a>	<a href="#">23</a>
<a href="#">8. Management Agreement</a>	<a href="#">23</a>
<a href="#">9. Fair Value</a>	<a href="#">23</a>
<a href="#">10. Debt</a>	<a href="#">24</a>
<a href="#">11. Stockholders' Equity</a>	<a href="#">28</a>
<a href="#">12. Earnings Per Share</a>	<a href="#">29</a>
<a href="#">13. Subsequent Events</a>	<a href="#">29</a>
<a href="#">Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</a>	<a href="#">31</a>
<a href="#">Item 3. Quantitative and Qualitative Disclosures about Market Risk</a>	<a href="#">48</a>
<a href="#">Item 4. Controls and Procedures</a>	<a href="#">48</a>
<b><a href="#">PART II</a></b>	<b><a href="#">49</a></b>
<b><a href="#">OTHER INFORMATION</a></b>	<b><a href="#">49</a></b>
<a href="#">Item 1. Legal Proceedings</a>	<a href="#">49</a>
<a href="#">Item 1A. Risk Factors</a>	<a href="#">49</a>
<a href="#">Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</a>	<a href="#">51</a>
<a href="#">Item 3. Defaults Upon Senior Securities</a>	<a href="#">51</a>
<a href="#">Item 4. Mine Safety Disclosures</a>	<a href="#">51</a>
<a href="#">Item 5. Other Information</a>	<a href="#">52</a>
<a href="#">Item 6. Exhibits</a>	<a href="#">52</a>
<a href="#">Signatures</a>	<a href="#">53</a>

This Report on Form 10-Q ("Report") should be read in its entirety. No one section of the Report deals with all aspects of the subject matter. It should be read in conjunction with the consolidated financial statements, related notes, and with the Management's Discussion & Analysis ("MD&A") included within, as well as provided in the Annual Report on Form 10-K, for the year ended December 31, 2019.

The consolidated unaudited financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information, the instructions to Form 10-Q, and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by generally accepted accounting principles for complete financial statements. In the opinion of Management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and nine months ended September 30, 2020 are not necessarily indicative of the results that may be expected for the year ended December 31, 2020 or for any other interim or annual period. For further information, refer to the consolidated financial statements and footnotes thereto included in the CorEnergy Infrastructure Trust, Inc. Annual Report on Form 10-K, for the year ended December 31, 2019.

Certain of the defined terms used in this Report are set forth below:

**5.875% Convertible Notes:** the Company's 5.875% Convertible Senior Notes due 2025.

**7.00% Convertible Notes:** the Company's 7.00% Convertible Senior Notes due 2020, which matured on June 15, 2020.

**Accretion Expense:** the expense recognized when adjusting the present value of the GIGS ARO for the passage of time.

**Administrative Agreement:** the Administrative Agreement dated December 1, 2011, as amended effective August 7, 2012, between the Company and Corridor.

**Amended Pinedale Term Credit Facility:** Pinedale LP's \$41.0 million Second Amended and Restated Term Credit Agreement and Note Purchase Agreement with Prudential as lender, effective December 29, 2017, which was extinguished on June 30, 2020.

**ARO:** the Asset Retirement Obligation liabilities assumed with the acquisition of GIGS.

**ASC:** FASB Accounting Standards Codification.

**ASU:** FASB Accounting Standard Update.

**Bbls:** standard barrel containing 42 U.S. gallons.

**CARES Act:** the Coronavirus Aid, Relief, and Economic Security Act.

**Company or CorEnergy:** CorEnergy Infrastructure Trust, Inc. (NYSE: CORR).

**Compass SWD:** Compass SWD, LLC, the current borrower under the Compass REIT Loan.

**Compass REIT Loan:** the financing notes between Compass SWD and Four Wood Corridor.

**Convertible Notes:** collectively, the Company's 5.875% Convertible Notes and the Company's 7.00% Convertible Notes.

**CorEnergy Credit Facility:** the Company's upsized \$160.0 million CorEnergy Revolver and the \$1.0 million MoGas Revolver with Regions Bank.

**CorEnergy Revolver:** the Company's \$160.0 million secured revolving line of credit facility with Regions Bank.

**Corridor:** Corridor InfraTrust Management, LLC, the Company's external manager pursuant to the Management Agreement.

**Corridor MoGas:** Corridor MoGas, Inc., a wholly-owned taxable REIT subsidiary of CorEnergy and the holding company of MoGas, United Property Systems and CorEnergy Pipeline Company, LLC.

**Corridor Private:** Corridor Private Holdings, Inc., an indirect wholly-owned taxable REIT subsidiary of CorEnergy.

**COVID-19:** Coronavirus disease of 2019; a pandemic affecting many countries globally.

**Cox Acquiring Entity:** MLCJR LLC, an affiliate of Cox Oil, LLC.

**Cox Oil:** Cox Oil, LLC.

**CPI:** Consumer Price Index.

**Exchange Act:** the Securities Exchange Act of 1934, as amended.

**EGC:** Energy XXI Ltd, the parent company (and guarantor) of our tenant on the Grand Isle Gathering System lease, emerged from a reorganization under Chapter 11 of the US Bankruptcy Code on December 30, 2016, with the succeeding company named Energy XXI Gulf Coast, Inc. Effective October 18, 2018, EGC became an indirect wholly-owned subsidiary of MLCJR LLC ("Cox Acquiring Entity"), an affiliate of Cox Oil, LLC, as a result of a merger transaction. Throughout this document, references to EGC will refer to both the pre- and post-bankruptcy entities and, for dates on and after October 18, 2018, to EGC as an indirect wholly-owned subsidiary of the Cox Acquiring Entity.

**EGC Tenant:** Energy XXI GIGS Services, LLC, a wholly-owned operating subsidiary of Energy XXI Gulf Coast, Inc. that is the tenant under Grand Isle Corridor's triple-net lease of the Grand Isle Gathering System.

- FASB:** Financial Accounting Standards Board.
- FERC:** Federal Energy Regulatory Commission.
- Four Wood Corridor:** Four Wood Corridor, LLC, a wholly-owned subsidiary of CorEnergy.
- GAAP:** U.S. generally accepted accounting principles.
- GIGS:** the Grand Isle Gathering System, owned by Grand Isle Corridor, LP and triple-net leased to a wholly-owned subsidiary of Energy XXI Gulf Coast, Inc.
- Grand Isle Corridor:** Grand Isle Corridor, LP, an indirect wholly-owned subsidiary of the Company.
- Grand Isle Gathering System:** a subsea midstream pipeline gathering system located in the shallow Gulf of Mexico shelf and storage and onshore processing facilities.
- Grand Isle Lease Agreement:** the June 2015 agreement pursuant to which the Grand Isle Gathering System assets are triple-net leased to EGC Tenant.
- IRS:** Internal Revenue Service.
- Lightfoot:** collectively, Lightfoot Capital Partners LP and Lightfoot Capital Partners GP LLC.
- Management Agreement:** the current management agreement between the Company and Corridor entered into May 8, 2015, effective as of May 1, 2015.
- MoGas:** MoGas Pipeline LLC, an indirect wholly-owned subsidiary of CorEnergy.
- MoGas Pipeline System:** an approximately 263-mile interstate natural gas pipeline system in and around St. Louis and extending into central Missouri, owned and operated by MoGas.
- MoGas Revolver:** a \$1.0 million secured revolving line of credit facility at the MoGas subsidiary level with Regions Bank.
- Mowood:** Mowood, LLC, an indirect wholly-owned subsidiary of CorEnergy and the holding company of Omega Pipeline Company, LLC.
- Mowood/Omega Revolver:** a \$1.5 million revolving line of credit facility at the Mowood subsidiary level with Regions Bank.
- NAREIT:** National Association of Real Estate Investment Trusts.
- Omega:** Omega Pipeline Company, LLC, a wholly-owned subsidiary of Mowood, LLC.
- Omega Pipeline:** Omega's natural gas distribution system in south central Missouri.
- OPEC:** the Organization of the Petroleum Exporting Countries.
- Pinedale LGS:** the Pinedale Liquids Gathering System, a system consisting of approximately 150 miles of pipelines and four above-ground central gathering facilities located in the Pinedale Anticline in Wyoming, owned by Pinedale LP and triple-net leased to a wholly-owned subsidiary of Ultra Petroleum until it was sold on June 30, 2020.
- Pinedale Lease Agreement:** the December 2012 agreement pursuant to which the Pinedale LGS assets were triple-net leased to a wholly owned subsidiary of Ultra Petroleum, which terminated on June 30, 2020 upon sale of the Pinedale LGS.
- Pinedale LP:** Pinedale Corridor, LP, an indirect wholly-owned subsidiary of CorEnergy.
- Pinedale GP:** the general partner of Pinedale LP and a wholly-owned subsidiary of CorEnergy.
- PLR:** the Private Letter Ruling dated November 16, 2018 (PLR 201907001) issued to CorEnergy by the IRS.
- Prudential:** the Prudential Insurance Company of America.
- REIT:** real estate investment trust.
- SEC:** Securities and Exchange Commission.
- Securities Act:** the Securities Act of 1933, as amended.

**Series A Preferred Stock:** the Company's 7.375% Series A Cumulative Redeemable Preferred Stock, par value \$0.001 per share, of which there currently are outstanding approximately 50,108 shares represented by 5,010,814 depository shares, each representing 1/100th of a whole share of Series A Preferred Stock.

**TRS:** taxable REIT subsidiary.

**UPL:** Ultra Petroleum Corp.

**Ultra Wyoming:** Ultra Wyoming LGS LLC, an indirect wholly-owned subsidiary of Ultra Petroleum.

**United Property Systems:** United Property Systems, LLC, an indirect wholly-owned subsidiary of CorEnergy, acquired with the MoGas transaction in November 2014.

**VIE:** variable interest entity.

### CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

Certain statements included or incorporated by reference in this Quarterly Report on Form 10-Q ("Report") may be deemed "forward-looking statements" within the meaning of the federal securities laws. In many cases, these forward-looking statements may be identified by the use of words such as "will," "may," "should," "could," "believes," "expects," "anticipates," "estimates," "intends," "projects," "goals," "objectives," "targets," "predicts," "plans," "seeks," or similar expressions.

Although we believe the expectations reflected in any forward-looking statements are based on reasonable assumptions, forward-looking statements are not guarantees of future performance or results and we can give no assurance that these expectations will be attained. Our actual results may differ materially from those indicated by these forward-looking statements due to a variety of known and unknown risks and uncertainties. You should also understand that it is not possible to predict or identify all such factors and should not consider the following list to be a complete statement of all potential risks and uncertainties. Factors that could cause our actual results to differ materially from the results contemplated by such forward-looking statements include:

- the ability of our tenants and borrowers to make payments under their respective leases and mortgage loans, our reliance on certain major tenants under single tenant leases and our ability to re-lease properties;
- the ability and willingness of each of our tenants to satisfy their obligations under the respective lease agreements;
- risks associated with the bankruptcy or default of any of our tenants or borrowers, including the exercise of the rights and remedies of bankrupt entities;
- changes in economic and business conditions in the energy infrastructure sector where our investments are concentrated, including the financial condition of our tenants or borrowers and general economic conditions in the particular sectors of the energy industry served by each of our infrastructure assets;
- the recent outbreak of COVID-19 and certain developments in the global oil markets, including the general decline in business activity and demand affecting our tenants' operations and ability or willingness to pay rent;
- the inherent risks associated with owning real estate, including real estate market conditions, governing laws and regulations, including potential liabilities related to environmental matters, and the relative illiquidity of real estate investments;
- our continued ability to access the debt and equity markets, including our ability to continue using our SEC shelf registration statements;
- our ability to comply with certain debt covenants;
- the impact of laws and governmental regulations applicable to certain of our infrastructure assets, including additional costs imposed on our business or other adverse impacts as a result of any unfavorable changes in such laws or regulations;
- the potential impact of greenhouse gas regulation and climate change on our or our tenants' business, financial condition and results of operations;
- the loss of any member of our management team;
- our ability to successfully implement our selective acquisition strategy;
- our ability to obtain suitable tenants for our properties;
- our ability to refinance amounts outstanding under our credit facilities and our convertible notes at maturity on terms favorable to us;
- changes in interest rates under our current credit facilities and under any additional variable rate debt arrangements that we may enter into in the future;
- dependence by us and our tenants on key customers for significant revenues, and the risk of defaults by any such tenants or customers;
- our or our tenants' ability to secure adequate insurance and risk of potential uninsured losses, including from natural disasters;
- the continued availability of third-party pipelines, railroads or other facilities interconnected with certain of our infrastructure assets;
- risks associated with owning, operating or financing properties for which the tenants', mortgagors' or our operations may be impacted by extreme weather patterns and other natural phenomena;
- our ability to sell properties at an attractive price;
- market conditions and related price volatility affecting our debt and equity securities;
- competitive and regulatory pressures on the revenues of our interstate natural gas transmission business;



- changes in federal or state tax rules or regulations that could have adverse tax consequences;
- our ability to maintain internal controls and processes to ensure all transactions are accounted for properly, all relevant disclosures and filings are timely made in accordance with all rules and regulations, and any potential fraud or embezzlement is thwarted or detected;
- changes in federal income tax regulations (and applicable interpretations thereof), or in the composition or performance of our assets, that could impact our ability to continue to qualify as a real estate investment trust for federal income tax purposes; and
- risks related to potential terrorist attacks, acts of cyber-terrorism, or similar disruptions that could disrupt access to our information technology systems or result in other significant damage to our business and properties, some of which may not be covered by insurance and all of which could adversely impact distributions to our stockholders.

Forward-looking statements speak only as of the date on which they are made. While we may update these statements from time to time, we are not required to do so other than pursuant to applicable laws. For a further discussion of these and other factors that could impact our future results and performance, see Part I, Item 1A, "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2019, filed with the SEC on February 27, 2020, and Part II, Item 1A, "Risk Factors", in this Report.

**PART I. FINANCIAL INFORMATION**
**ITEM 1. FINANCIAL STATEMENTS**

**CorEnergy Infrastructure Trust, Inc.  
CONSOLIDATED BALANCE SHEETS**

	<b>September 30, 2020</b>	<b>December 31, 2019</b>
<b>Assets</b>	<i>(Unaudited)</i>	
Leased property, net of accumulated depreciation of \$5,631,017 and \$105,825,816	\$ 66,121,507	\$ 379,211,399
Property and equipment, net of accumulated depreciation of \$21,815,093 and \$19,304,610	105,510,927	106,855,677
Financing notes and related accrued interest receivable, net of reserve of \$600,000 and \$600,000	1,202,960	1,235,000
Cash and cash equivalents	104,221,404	120,863,643
Deferred rent receivable	—	29,858,102
Accounts and other receivables	3,103,170	4,143,234
Deferred costs, net of accumulated amortization of \$1,979,058 and \$1,956,710	1,229,159	2,171,969
Prepaid expenses and other assets	1,861,017	804,341
Deferred tax asset, net	4,367,933	4,593,561
Goodwill	1,718,868	1,718,868
<b>Total Assets</b>	<b>\$ 289,336,945</b>	<b>\$ 651,455,794</b>
<b>Liabilities and Equity</b>		
Secured credit facilities, net of debt issuance costs of \$0 and \$158,070	\$ —	\$ 33,785,930
Unsecured convertible senior notes, net of discount and debt issuance costs of \$3,206,295 and \$3,768,504	114,843,705	118,323,496
Asset retirement obligation	8,646,065	8,044,200
Accounts payable and other accrued liabilities	3,760,287	6,000,981
Management fees payable	969,756	1,669,950
Unearned revenue	6,053,376	6,891,798
<b>Total Liabilities</b>	<b>\$ 134,273,189</b>	<b>\$ 174,716,355</b>
<b>Equity</b>		
Series A Cumulative Redeemable Preferred Stock 7.375%, \$125,270,350 and \$125,493,175 liquidation preference (\$2,500 per share, \$0.001 par value), 10,000,000 authorized; 50,108 and 50,197 issued and outstanding at September 30, 2020 and December 31, 2019, respectively	\$ 125,270,350	\$ 125,493,175
Capital stock, non-convertible, \$0.001 par value; 13,651,521 and 13,638,916 shares issued and outstanding at September 30, 2020 and December 31, 2019 (100,000,000 shares authorized)	13,652	13,639
Additional paid-in capital	342,734,629	360,844,497
Retained deficit	(312,954,875)	(9,611,872)
<b>Total Equity</b>	<b>155,063,756</b>	<b>476,739,439</b>
<b>Total Liabilities and Equity</b>	<b>\$ 289,336,945</b>	<b>\$ 651,455,794</b>

See accompanying Notes to Consolidated Financial Statements.


**CorEnergy Infrastructure Trust, Inc.**
**CONSOLIDATED STATEMENTS OF OPERATIONS** *(Unaudited)*

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2020	September 30, 2019	September 30, 2020	September 30, 2019
<b>Revenue</b>				
Lease revenue	\$ 20,126	\$ 16,984,903	\$ 21,320,998	\$ 50,338,489
Deferred rent receivable write-off	—	—	(30,105,820)	—
Transportation and distribution revenue	4,573,155	4,068,338	14,156,361	13,808,064
Financing revenue	32,099	28,003	88,319	89,532
<b>Total Revenue</b>	<b>4,625,380</b>	<b>21,081,244</b>	<b>5,459,858</b>	<b>64,236,085</b>
<b>Expenses</b>				
Transportation and distribution expenses	1,438,443	1,116,194	4,035,807	3,866,092
General and administrative	2,793,568	2,494,240	10,195,635	8,104,502
Depreciation, amortization and ARO accretion expense	2,169,806	5,645,342	11,479,799	16,935,688
Loss on impairment of leased property	—	—	140,268,379	—
Loss on impairment and disposal of leased property	—	—	146,537,547	—
Loss on termination of lease	—	—	458,297	—
<b>Total Expenses</b>	<b>6,401,817</b>	<b>9,255,776</b>	<b>312,975,464</b>	<b>28,906,282</b>
<b>Operating Income (Loss)</b>	<b>\$ (1,776,437)</b>	<b>\$ 11,825,468</b>	<b>\$ (307,515,606)</b>	<b>\$ 35,329,803</b>
<b>Other Income (Expense)</b>				
Net distributions and other income	\$ 29,654	\$ 360,182	\$ 449,512	\$ 902,056
Interest expense	(2,247,643)	(2,777,122)	(8,053,650)	(7,582,199)
Gain (loss) on extinguishment of debt	—	(28,920,834)	11,549,968	(33,960,565)
<b>Total Other Income (Expense)</b>	<b>(2,217,989)</b>	<b>(31,337,774)</b>	<b>3,945,830</b>	<b>(40,640,708)</b>
<b>Loss before income taxes</b>	<b>(3,994,426)</b>	<b>(19,512,306)</b>	<b>(303,569,776)</b>	<b>(5,310,905)</b>
<b>Taxes</b>				
Current tax expense (benefit)	(2,431)	(1,270)	(399,505)	352,474
Deferred tax expense (benefit)	(72,897)	(91,436)	225,628	64,854
<b>Income tax expense (benefit), net</b>	<b>(75,328)</b>	<b>(92,706)</b>	<b>(173,877)</b>	<b>417,328</b>
<b>Net Loss attributable to CorEnergy Stockholders</b>	<b>(3,919,098)</b>	<b>(19,419,600)</b>	<b>(303,395,899)</b>	<b>(5,728,233)</b>
Preferred dividend requirements	2,309,672	2,313,780	6,880,137	6,941,688
<b>Net Loss attributable to Common Stockholders</b>	<b>\$ (6,228,770)</b>	<b>\$ (21,733,380)</b>	<b>\$ (310,276,036)</b>	<b>\$ (12,669,921)</b>
Loss Per Common Share:				
Basic	\$ (0.46)	\$ (1.65)	\$ (22.73)	\$ (0.98)
Diluted	\$ (0.46)	\$ (1.65)	\$ (22.73)	\$ (0.98)
Weighted Average Shares of Common Stock Outstanding:				
Basic	13,651,521	13,188,546	13,650,449	12,870,357
Diluted	13,651,521	13,188,546	13,650,449	12,870,357
Dividends declared per share	\$ 0.050	\$ 0.750	\$ 0.850	\$ 2.250

See accompanying Notes to Consolidated Financial Statements.



**CorEnergy Infrastructure Trust, Inc.**  
CONSOLIDATED STATEMENTS OF EQUITY

	Capital Stock		Preferred Stock	Additional Paid-in Capital	Retained Earnings (Deficit)	Total
	Shares	Amount	Amount			
<b>Balance at December 31, 2018</b>	11,960,225	\$ 11,960	\$ 125,555,675	\$ 320,295,969	\$ 9,147,701	\$ 455,011,305
Net income	—	—	—	—	3,866,441	3,866,441
Series A preferred stock dividends	—	—	—	—	(2,313,780)	(2,313,780)
Preferred stock repurchases <sup>(1)</sup>	—	—	(62,500)	2,195	(245)	(60,550)
Common stock dividends	—	—	—	—	(9,597,948)	(9,597,948)
Common stock issued upon exchange of convertible notes	837,040	837	—	28,868,672	—	28,869,509
Reinvestment of dividends paid to common stockholders	11,076	11	—	403,820	—	403,831
<b>Balance at March 31, 2019 (Unaudited)</b>	12,808,341	\$ 12,808	\$ 125,493,175	\$ 349,570,656	\$ 1,102,169	\$ 476,178,808
Net income	—	—	—	—	9,824,926	9,824,926
Series A preferred stock dividends	—	—	—	—	(2,313,780)	(2,313,780)
Common stock dividends	—	—	—	(992,940)	(8,613,315)	(9,606,255)
Common stock issued upon conversion of convertible notes	17,690	18	—	588,184	—	588,202
<b>Balance at June 30, 2019 (Unaudited)</b>	12,826,031	\$ 12,826	\$ 125,493,175	\$ 349,165,900	\$ —	\$ 474,671,901
Net loss	—	—	—	—	(19,419,600)	(19,419,600)
Series A preferred stock dividends	—	—	—	(2,313,780)	—	(2,313,780)
Common stock dividends	—	—	—	(10,148,688)	—	(10,148,688)
Common stock issued upon exchange of convertible notes	703,432	703	—	33,001,090	—	33,001,793
Common stock issued upon conversion of convertible notes	5,393	6	—	179,816	—	179,822
<b>Balance at September 30, 2019 (Unaudited)</b>	13,534,856	\$ 13,535	\$ 125,493,175	\$ 369,884,338	\$ (19,419,600)	\$ 475,971,448

(1) In connection with the repurchases of Series A Preferred Stock during 2019, the addition to preferred dividends of \$245 represents the premium in the repurchase price paid compared to the carrying amount derecognized.

	Capital Stock		Preferred Stock	Additional Paid-in Capital	Retained Deficit	Total
	Shares	Amount	Amount			
<b>Balance at December 31, 2019</b>	13,638,916	\$ 13,639	\$ 125,493,175	\$ 360,844,497	\$ (9,611,872)	\$ 476,739,439
Net loss	—	—	—	—	(162,042,368)	(162,042,368)
Series A preferred stock dividends	—	—	—	(2,313,780)	—	(2,313,780)
Preferred stock repurchases <sup>(1)</sup>	—	—	(222,825)	7,932	52,896	(161,997)
Common stock dividends	—	—	—	(10,238,640)	—	(10,238,640)
Common stock issued upon exchange of convertible notes	12,605	13	—	419,116	—	419,129
<b>Balance at March 31, 2020 (Unaudited)</b>	13,651,521	\$ 13,652	\$ 125,270,350	\$ 348,719,125	\$ (171,601,344)	\$ 302,401,783
Net loss	—	—	—	—	(137,434,433)	(137,434,433)
Series A preferred stock dividends	—	—	—	(2,309,672)	—	(2,309,672)
Common stock dividends	—	—	—	(682,576)	—	(682,576)
<b>Balance at June 30, 2020 (Unaudited)</b>	13,651,521	\$ 13,652	\$ 125,270,350	\$ 345,726,877	\$ (309,035,777)	\$ 161,975,102
Net loss	—	—	—	—	(3,919,098)	(3,919,098)
Series A preferred stock dividends	—	—	—	(2,309,672)	—	(2,309,672)
Common stock dividends	—	—	—	(682,576)	—	(682,576)
<b>Balance at September 30, 2020 (Unaudited)</b>	13,651,521	\$ 13,652	\$ 125,270,350	\$ 342,734,629	\$ (312,954,875)	\$ 155,063,756

(1) In connection with the repurchase of Series A Preferred Stock during 2020, the deduction from preferred dividends of \$52,896 represents the discount in the repurchase price paid compared to the carrying amount derecognized.

See accompanying Notes to Consolidated Financial Statements.


**CorEnergy Infrastructure Trust, Inc.**
**CONSOLIDATED STATEMENTS OF CASH FLOWS** *(Unaudited)*

	For the Nine Months Ended	
	September 30, 2020	September 30, 2019
<b>Operating Activities</b>		
Net loss	\$ (303,395,899)	\$ (5,728,233)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Deferred income tax, net	225,628	64,854
Depreciation, amortization and ARO accretion	12,441,775	17,828,773
Loss on impairment of leased property	140,268,379	—
Loss on impairment and disposal of leased property	146,537,547	—
Loss on termination of lease	458,297	—
Deferred rent receivable write-off, noncash	30,105,820	—
(Gain) loss on extinguishment of debt	(11,549,968)	33,960,565
Gain on sale of equipment	(3,542)	(1,800)
Changes in assets and liabilities:		
Increase in deferred rent receivable	(247,718)	(3,656,655)
Decrease in accounts and other receivables	1,040,064	2,081,674
Increase in financing note accrued interest receivable	(11,293)	—
Increase in prepaid expenses and other assets	(1,056,726)	(26,026)
Decrease in management fee payable	(700,194)	(166,587)
Increase (decrease) in accounts payable and other accrued liabilities	(2,551,374)	3,449,442
Decrease in unearned revenue	(838,422)	(40,477)
Net cash provided by operating activities	\$ 10,722,374	\$ 47,765,530
<b>Investing Activities</b>		
Purchases of property and equipment, net	(885,711)	(311,566)
Proceeds from sale of property and equipment	7,500	—
Principal payment on note receivable	—	5,000,000
Principal payment on financing note receivable	43,333	32,500
Net cash provided by (used in) investing activities	\$ (834,878)	\$ 4,720,934
<b>Financing Activities</b>		
Debt financing costs	—	(161,963)
Net offering proceeds on convertible debt	—	116,355,125
Repurchases of preferred stock	(161,997)	(60,550)
Dividends paid on Series A preferred stock	(6,933,124)	(6,941,340)
Dividends paid on common stock	(11,603,792)	(28,949,060)
Cash paid for extinguishment of convertible notes	(1,316,250)	(78,939,743)
Cash paid for maturity of convertible notes	(1,676,000)	—
Cash paid for settlement of Pinedale Secured Credit Facility	(3,074,572)	—
Principal payments on secured credit facilities	(1,764,000)	(2,646,000)
Net cash used in financing activities	\$ (26,529,735)	\$ (1,343,531)
Net Change in Cash and Cash Equivalents	\$ (16,642,239)	\$ 51,142,933
Cash and Cash Equivalents at beginning of period	120,863,643	69,287,177
Cash and Cash Equivalents at end of period	\$ 104,221,404	\$ 120,430,110
<b>Supplemental Disclosure of Cash Flow Information</b>		
Interest paid	\$ 9,066,335	\$ 5,893,078
Income taxes paid (net of refunds)	(466,382)	282,786
<b>Non-Cash Investing Activities</b>		
Proceeds from sale of leased property provided directly to secured lender	\$ 18,000,000	\$ —
Purchases of property, plant and equipment in accounts payable and other accrued liabilities	313,859	—

	For the Nine Months Ended	
	September 30, 2020	September 30, 2019
<b>Non-Cash Financing Activities</b>		
Change in accounts payable and accrued expenses related to debt financing costs	\$ —	\$ 197,227
Reinvestment of distributions by common stockholders in additional common shares	—	403,831
Common stock issued upon exchange and conversion of convertible notes	419,129	62,639,326
Proceeds from sale of leased property used in settlement of Pinedale Secured Credit Facility	(18,000,000)	—
<i>See accompanying Notes to Consolidated Financial Statements.</i>		



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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS** *(Unaudited)*  
**September 30, 2020**

## **1. INTRODUCTION AND BASIS OF PRESENTATION**

### **Introduction**

CorEnergy Infrastructure Trust, Inc. ("CorEnergy" or "the Company"), was organized as a Maryland corporation and commenced operations on December 8, 2005. The Company's common shares are listed on the New York Stock Exchange ("NYSE") under the symbol "CORR" and its depositary shares representing Series A Preferred Stock are listed on the NYSE under the symbol "CORR PrA".

The Company is primarily focused on acquiring and financing real estate assets within the U.S. energy infrastructure sector. Historically, the Company has focused primarily on entering into long-term triple-net participating leases with energy companies, and also has provided other types of capital, including loans secured by energy infrastructure assets. Targeted assets include pipelines, storage tanks, transmission lines, and gathering systems, among others. These sale-leaseback or real property mortgage transactions can provide the energy company with a source of capital that is an alternative to other sources such as corporate borrowing, bond offerings, or equity offerings. The Company's leases have typically contained participation features in the financial performance or value of the underlying infrastructure real property asset. The triple-net lease structure requires that the tenant pay all operating expenses of the business conducted by the tenant, including real estate taxes, insurance, utilities, and expenses of maintaining the asset in good working order. CorEnergy's Private Letter Rulings enable the Company to invest in a broader set of revenue contracts within its REIT structure, including the opportunity to not only own but also operate infrastructure assets. CorEnergy considers its investments in these energy infrastructure assets to be a single business segment and reports them accordingly in its financial statements.

### **Basis of Presentation**

The accompanying consolidated financial statements include CorEnergy accounts and the accounts of its wholly-owned subsidiaries and have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") set forth in the Accounting Standards Codification ("ASC"), as published by the Financial Accounting Standards Board ("FASB"), and with the Securities and Exchange Commission ("SEC") instructions to Form 10-Q, and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. The accompanying consolidated financial statements reflect all adjustments that are, in the opinion of management, necessary for a fair presentation of the Company's financial position, results of operations, and cash flows for the periods presented. There were no adjustments that, in the opinion of management, were not of a normal and recurring nature. All intercompany transactions and balances have been eliminated in consolidation.

The FASB issued ASU 2015-02 "Consolidations (Topic 810) - Amendments to the Consolidation Analysis" ("ASU 2015-02"), which amended previous consolidation guidance, including introducing a separate consolidation analysis specific to limited partnerships and other similar entities. Under this analysis, limited partnerships and other similar entities are considered a variable interest entity ("VIE") unless the limited partners hold substantive kick-out rights or participating rights. Management determined that Pinedale LP and Grand Isle Corridor LP are VIEs under the amended guidance because the limited partners of both partnerships lack both substantive kick-out rights and participating rights. However, based on the general partners' roles and rights as afforded by the partnership agreements and its exposure to losses and benefits of each of the partnerships through its significant limited partner interests, management determined that CorEnergy is the primary beneficiary of both Pinedale LP and Grand Isle Corridor LP. Based upon this evaluation and the Company's 100 percent ownership of the limited partnership interest in both Pinedale LP and Grand Isle Corridor LP, the consolidated financial statements presented include full consolidation with respect to both partnerships.

Operating results for the three and nine months ended September 30, 2020 are not necessarily indicative of the results that may be expected for the year ending December 31, 2020 or any other interim or annual period. These consolidated financial statements and Management's Discussion and Analysis of the Financial Condition and Results of Operations should be read in conjunction with CorEnergy's Annual Report on Form 10-K, for the year ended December 31, 2019, filed with the SEC on February 27, 2020 (the "2019 CorEnergy 10-K").

## 2. RECENT ACCOUNTING PRONOUNCEMENTS

In June of 2016, the FASB issued ASU 2016-13 "*Financial Instruments - Credit Losses*" ("ASU 2016-13"), which introduces an approach based on expected losses to estimate credit losses on certain types of financial instruments. The new model, referred to as the current expected credit losses ("CECL model"), will apply to financial assets subject to credit losses and measured at amortized cost, and certain off-balance sheet credit exposures. ASU 2016-13 is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. In November of 2019, the FASB issued ASU 2019-10, "*Financial Instruments - Credit Losses (Topic 326), Derivatives and Hedging (Topic 815), and Leases (Topic 842) Effective Dates*", which deferred the effective dates of these standards for certain entities. Based on the guidance for smaller reporting companies, the effective date of ASU 2016-13 is deferred for the Company until fiscal year 2023 with early adoption permitted, and the Company has elected to defer adoption of this standard.

Although the Company has elected to defer adoption of ASU 2016-13, it will continue to evaluate the potential impact of the standard on its consolidated financial statements. As part of its ongoing assessment work, the Company has formed an implementation team, completed training on the CECL model and has begun developing policies, processes and internal controls.

In December of 2019, the FASB issued ASU 2019-12, "*Simplifying the Accounting for Income Taxes (Topic 740)*" ("ASU 2019-12"), which is intended to simplify various aspects related to accounting for income taxes. ASU 2019-12 removes certain exceptions to the general principles in Topic 740 and also clarifies and amends existing guidance to improve consistent application. ASU 2019-12 is effective for fiscal years beginning after December 15, 2020 and interim periods within those fiscal years; however, early adoption is permitted for all entities. The Company continues to assess the impact of adopting ASU 2019-12 but does not believe it will have a material impact on its consolidated financial statements.

In March of 2020, the FASB issued ASU 2020-04, "*Reference Rate Reform (Topic 848)*" ("ASU 2020-04"). In response to concerns about structural risks of interbank offered rates including the risk of cessation of the London Interbank Offered Rate (LIBOR), regulators in several jurisdictions around the world have undertaken reference rate reform initiatives to identify alternative reference rates that are more observable and less susceptible to manipulation. The provisions of ASU 2020-04 are elective and apply to all entities, subject to meeting certain criteria, that have debt or hedging contracts, among other contracts, that reference LIBOR or another reference rate expected to be discontinued because of reference rate reform. ASU 2020-04, among other things, provides optional expedients and exceptions for a limited period of time for applying U.S. GAAP to these contracts if certain criteria are met to ease the potential burden in accounting for or recognizing the effects of reference rate reform on financial reporting. ASU 2020-04 is effective for all entities as of March 12, 2020 through December 31, 2022. The Company is currently evaluating its contracts that reference LIBOR and the optional expedients and exceptions provided by the FASB.

## 3. LEASED PROPERTIES AND LEASES

The Company primarily acquires mid-stream and downstream assets in the U.S. energy sector such as pipelines, storage terminals, and gas and electric distribution systems and, historically, has leased many of these assets to operators under triple-net leases. These leases typically include a contracted base rent with escalation clauses and participating rents that are tied to contract-specific criteria. Base rents under the Company's leases are structured on an estimated fair market value rent structure over the initial term, which includes assumptions related to the terminal value of the assets and expectations of tenant renewals. At the conclusion of the initial lease term, the Company's leases may contain fair market value repurchase options or fair market rent renewal terms. These clauses also act as safeguards against the Company's tenants pursuing activities which would undermine or degrade the value of the assets faster than the underlying reserves are depleted. Participating rents are structured to provide exposure to the successful commercial activity of the tenant, and as such, also provide protection in the event that the economic life of the assets is reduced based on accelerated production by the Company's tenants. While the Company is primarily a lessor, certain of its operating subsidiaries are lessees and have entered into lease agreements as discussed further below.

### LESSOR - LEASED PROPERTIES

The Company's current leased property is classified as an operating lease and is recorded as leased property in the Consolidated Balance Sheets. Base rent related to the Company's leased property is recognized on a straight-line basis over the term of the lease when collectibility is probable. Participating rent is recognized when it is earned, based on the achievement of specified performance criteria. Base and participating rent are recorded as lease revenue in the Consolidated Statements of Operations. The Company regularly evaluates the collectibility of any deferred rent receivable on a lease by lease basis. The evaluation primarily includes assessing the financial condition and credit quality of the Company's tenants, changes in tenant's payment history and current economic factors. When the collectibility of the deferred rent receivable or future lease payments are no



longer probable, the Company will recognize a write-off of the deferred rent receivable as a reduction of revenue in the Consolidated Statements of Operations.

As of September 30, 2020, following the sale of the Pinedale LGS on June 30, 2020 (refer to "Impairment and Sale of the Pinedale Liquids Gathering System" below), the Company has one significant property located in Louisiana and the Gulf of Mexico leased on a triple-net basis to a major tenant, described in the table below. The major tenant is responsible for the payment of all taxes, maintenance, repairs, insurance, and other operating expenses relating to the leased property. The Company's long-term, triple-net leases generally have an initial term with options for renewals. Lease payments are scheduled to increase at varying intervals during the initial term of the lease. The following table summarizes the significant leased property, major tenant and lease term:

<b>Summary of Leased Property, Major Tenant and Lease Terms</b>	
<b>Property</b>	Grand Isle Gathering System
<b>Location</b>	Gulf of Mexico/Louisiana
<b>Tenant</b>	Energy XXI GIGS Services, LLC
<b>Asset Description</b>	Approximately 137 miles of offshore pipeline with total capacity of 120 thousand Bbls/d, including a 16-acre onshore terminal and saltwater disposal system.
<b>Date Acquired</b>	June 2015
<b>Initial Lease Term</b>	11 years
<b>Renewal Option</b>	Equal to the lesser of 9-years or 75 percent of the remaining useful life
<b>Current Monthly Rent Payments</b>	7/1/2019 - 6/30/2020: \$3,223,917 7/1/2020 - 6/30/2021: \$4,033,583
<b>Estimated Useful Life<sup>(1)</sup></b>	15 years

*(1) In conjunction with the impairment of the Grand Isle Gathering System discussed below, the remaining estimated useful life of the GIGS asset was adjusted to approximately 15 years beginning in the second quarter of 2020. Additionally, the Company updated the useful life of its asset retirement obligation ("ARO") segments resulting in a change to the timing of the undiscounted cash flows. The timing change resulted in an increase to the ARO asset and liability of approximately \$257 thousand.*

#### **LEASED PROPERTIES AND TENANT INFORMATION**

Substantially all of the lease tenants' financial results are driven by exploiting naturally occurring oil and natural gas hydrocarbon deposits beneath the Earth's surface. As a result, the tenants' financial results are highly dependent on the performance of the oil and natural gas industry, which is highly competitive and subject to volatility. During the terms of the leases, management monitors the credit quality of its tenants by reviewing their published credit ratings, if available, reviewing publicly available financial statements, or reviewing financial or other operating statements, monitoring news reports regarding the tenants and their respective businesses, and monitoring the timeliness of lease payments and the performance of other financial covenants under their leases.

The COVID-19 pandemic-related reduction in energy demand and the uncertainty of production from OPEC members, US producers and other international suppliers caused significant disruptions and volatility in the global oil marketplace during 2020, which have adversely affected our tenants. In response to COVID-19, governments around the world have implemented stringent measures to help reduce the spread of the virus, including stay-at-home and shelter-in-place orders, travel restrictions and other measures. These measures have adversely affected the economies and financial markets of the U.S. and many other countries, resulting in an economic downturn that has negatively impacted global demand and prices for the products handled by the Company's pipelines, terminals and other facilities.

The events and conditions described above adversely impacted the Gulf of Mexico operations of the EGC Tenant, the tenant of the GIGS asset, under the Grand Isle Gathering Lease as discussed under "Energy Gulf Coast/Cox Oil" and "Grand Isle Gathering System" below.

#### **Energy Gulf Coast/Cox Oil**

Prior to October 29, 2018, EGC was subject to the reporting requirements of the Exchange Act and was required to file with the SEC annual reports containing audited financial statements and quarterly reports containing unaudited financial statements. So long as EGC remained a public reporting company, the Grand Isle Lease Agreement provided this requirement was fulfilled by EGC making its financial statements and reports publicly available through the SEC's EDGAR system, in lieu of delivering such information directly to the Company. On October 18, 2018, EGC was acquired by an affiliate of privately-held Cox Oil. Upon the filing by EGC of a Form 15 with the SEC on October 29, 2018, EGC's SEC reporting obligations were suspended and it ceased to file such reports.

EGC's SEC filings prior to October 29, 2018 can be found at [www.sec.gov](http://www.sec.gov). The Company makes no representation as to the accuracy or completeness of the audited and unaudited financial statements of EGC but has no reason to doubt the accuracy or

completeness of such information. In addition, EGC has no duty, contractual or otherwise, to advise the Company of any events that might have occurred subsequent to the date of such financial statements which could affect the significance or accuracy of such information. None of the information in the public reports of EGC that are filed with the SEC is incorporated by reference into, or in any way form, a part of this filing.

The terms of the Grand Isle Lease Agreement require copies of certain financial statement information be provided that the Company is required to file pursuant to SEC Regulation S-X, as described in Section 2340 of the SEC Financial Reporting Manual. When EGC's financial information ceased to be publicly available, the Company encouraged officials of EGC and Cox Oil and, through Company counsel, the legal counsel to such entities, to satisfy their obligations under the Grand Isle Lease Agreement to provide the required information to the Company for inclusion in its SEC reports. To date, EGC and Cox Oil have refused to fulfill these obligations. The Company sought to enforce the obligations of EGC and Cox Oil and obtained a temporary restraining order ("TRO") from a Texas state court, mandating that they deliver the required EGC financial statements for the year ended December 31, 2018. The TRO was stayed pending an appeal by EGC and Cox Oil and, pursuant to its own terms, had lapsed by the time that appeal was denied on January 6, 2020. The case was remanded to the trial court for further proceedings. In May 2020, the trial court granted the Company's motion for summary judgment mandating the tenant deliver the required financial statements. The Company believes that it is entitled to such relief and while the parties have agreed to stay this case in order to facilitate settlement discussions, the Company will pursue this litigation and all viable options to obtain and file the necessary tenant financial statements if a settlement is not reached. The Company expects to file the financial statement information that is required by Regulation S-X by amendment to its Annual Report on Form 10-K for the year ended December 31, 2019, once such information is made available in accordance with the terms of the lease.

On April 1, 2020, the EGC Tenant, a wholly owned indirect subsidiary of Cox Oil, ceased paying rent due. EGC Tenant is contractually obligated to pay rent and rent continues to accrue whether or not oil is being shipped. EGC Tenant is a special purpose entity engaged solely in activities related to the lease, and it does not own or operate any wells. EGC, parent of the EGC Tenant, owns and operates wells, including those connected to GIGS, and is the guarantor of the EGC Tenant's obligations under the lease. Following EGC Tenant's failure to pay rent due for April of 2020, and following discussions with Cox Oil management concerning its various operations, the Company sent EGC Tenant and EGC a notice of non-payment. After the required two-day cure period, a default occurred under the lease.

The EGC Tenant also failed to make required rent payments from May through November of 2020. As a result, the Company initiated litigation in the State Court of Texas to recover the unpaid rent, plus interest, for April, through July of 2020 from the EGC Tenant. Further, EGC filed an action to attempt to set aside the guarantee obligations of EGC under the lease. The Company intends to enforce its rights under the lease. These cases are currently stayed pending negotiation of a business resolution with EGC and the EGC Tenant. However, if the parties are unable to reach a settlement, the Company will resume these proceedings and will continue to initiate litigation each month for which rent is not paid and seek to enforce the guarantee against EGC.

#### ***Grand Isle Gathering System***

The Company identified the EGC Tenant's nonpayment of rent discussed above along with the significant decline in the global oil market as indicators of impairment for the GIGS asset. As a result, the Company assessed the GIGS asset for impairment as of March 31, 2020. The Company performed a step 1 impairment assessment on the GIGS asset by estimating the undiscounted contractual cash flows relating to the lease using probability-weighted scenarios, which indicated that the GIGS asset's carrying value was not recoverable. As a result, the fair value of the GIGS asset was estimated through the use of probability-weighted discounted estimated cash flow scenarios to measure the impairment loss. The probability-weighted cash flows used to assess recoverability of the GIGS asset and measure its fair value were developed using assumptions related to the Grand Isle Lease Agreement and near-term crude oil and water price and volume projections reflective of the current environment and management's projections for long-term average prices and volumes. In addition to near and long-term price assumptions, other key assumptions include the timing and collectibility of lease payments, operating costs, timing of incurring such costs and the use of an appropriate discount rate. The Company believes its estimates and models used to determine fair value are similar to what a market participant would use.

The Company engaged specialists and other third-parties to assist with the valuation methodology and analysis of certain underlying assumptions. The fair value measurement of the GIGS asset was based, in part, on significant inputs not observable in the market (as discussed above) and thus represents a Level 3 measurement. The significant unobservable input used includes a discount rate based on an estimated weighted average cost of capital of a theoretical market participant. The Company utilized a weighted average discount rate of 10.0 percent when deriving the fair value of the GIGS asset impaired during the first quarter. The weighted average discount rate reflects management's best estimate of inputs a market participant would utilize. For the nine months ended September 30, 2020, the Company recognized a \$140.3 million loss on impairment of leased

property related to the GIGS asset in the Consolidated Statements of Operations. As of September 30, 2020, the carrying value of the GIGS asset is \$64.8 million, which is included in leased properties on the Consolidated Balance Sheet.

The Company previously recognized a deferred rent receivable for the Grand Isle Gathering Lease, which primarily represents timing differences between the straight-line revenue recognition and contractual lease receipts over the lease term. Given the EGC's Tenant's nonpayment of rent and the Company's expectations surrounding the collectibility of the contractual lease payments under the lease, the Company does not currently expect the deferred rent receivable to be recoverable. Accordingly, the Company recognized a non-cash write-off of the deferred rent receivable of \$30.1 million for the nine months ended September 30, 2020. The non-cash write-off was recognized as a reduction of revenue in the Consolidated Statements of Operations.

#### **Impairment and Sale of the Pinedale Liquids Gathering System**

On April 14, 2020, UPL, the parent and guarantor of the lease obligations of the tenant and operator of the Company's Pinedale LGS, announced that its significant indebtedness and extremely challenging current market conditions raised a substantial doubt about its ability to continue as a going concern. The going concern qualification in UPL's financial statements filed in its 2019 10-K resulted in defaults under UPL's credit and term loan agreement. UPL also disclosed that it elected not to make interest payments on certain outstanding indebtedness, triggering a 30-day grace period. If such interest payments were not made by the end of the grace period, an event of default would occur, potentially causing its outstanding indebtedness to become immediately due and payable. UPL further disclosed that if it was unable to obtain sufficient additional capital to repay the outstanding indebtedness and sufficient liquidity to meet its operating needs, it may be necessary for UPL to seek protection from creditors under Chapter 11 of the U.S. Bankruptcy Code.

On May 14, 2020, UPL filed a voluntary petition to reorganize under Chapter 11 of the U.S. Bankruptcy Code. The filing included Ultra Wyoming, the operator of the Pinedale LGS and tenant under the Pinedale Lease Agreement with the Company's indirect wholly owned subsidiary Pinedale LP. The bankruptcy filing of both the guarantor, UPL, and the tenant constituted defaults under the terms of the Pinedale Lease Agreement. The bankruptcy filing imposed a stay of CorEnergy's ability to exercise remedies for the foregoing defaults. Ultra Wyoming also filed a motion to reject the Pinedale Lease Agreement, with a request that such motion be effective June 30, 2020. Pending the effective date of the rejection, Section 365 of the Bankruptcy Code generally requires Ultra Wyoming to comply on a timely basis with the provisions of the Pinedale Lease Agreement, including the payment provisions. Accordingly, the Company received the rent payments due on the first day of April, May and June 2020.

Pinedale LP, along with Prudential, the lender under the Amended Pinedale Term Credit Facility discussed in Note 10 ("Debt"), commenced discussions with UPL which resulted in UPL presenting an initial offer to purchase the Pinedale LGS. The Amended Pinedale Term Credit Facility was secured by the Pinedale LGS and was not secured by any assets of CorEnergy or its other subsidiaries.

On June 5, 2020, Pinedale LP filed a motion with the U.S. Bankruptcy Court objecting to Ultra Wyoming's motion to reject the Pinedale Lease Agreement while continuing its negotiations with UPL. Pinedale LP and the Company agreed in principle to terms with Ultra Wyoming to sell the Pinedale LGS for \$18.0 million cash as set forth in a non-binding term sheet that was filed with the U.S. Bankruptcy Court in UPL's Chapter 11 case along with a motion for approval of the transaction on June 22, 2020. A copy of the draft definitive purchase and sale agreement was also filed with the motion.

On June 26, 2020, the U.S. Bankruptcy Court in UPL's Chapter 11 case approved the sale of the Pinedale LGS. Following such approval, on June 29, 2020, Pinedale LP entered into the purchase and sale agreement (the "Sale Agreement") with Ultra Wyoming. On June 30, 2020, Pinedale LP closed on the sale of the Pinedale LGS to its tenant, Ultra Wyoming, for total cash consideration of \$18.0 million, and the Pinedale Lease Agreement was terminated. The sale was completed pursuant to the terms of the Sale Agreement previously approved by the bankruptcy court as discussed above. In connection with the closing of the sale, the Company and Pinedale LP entered into a mutual release of all claims related to the Pinedale LGS and the Pinedale Lease Agreement with UPL and Ultra Wyoming, including a release by Pinedale LP of all claims against UPL and Ultra Wyoming arising from the rejection or termination of the Pinedale Lease Agreement.

In conjunction with the sale of the Pinedale LGS described above, Pinedale LP and the Company entered into a compromise and release agreement (the "Release Agreement") with Prudential related to the Amended Pinedale Term Credit Facility, which had an outstanding balance of approximately \$32.0 million, net of \$132 thousand of deferred debt issuance costs. Pursuant to the Release Agreement, the \$18.0 million sale proceeds from the Sale Agreement were provided by Ultra Wyoming directly to Prudential. The Company also provided the remaining cash available at Pinedale LP of approximately \$3.3 million (including \$198 thousand for accrued interest) to Prudential in exchange for (i) the release of all liens on the Pinedale LGS and the other assets of Pinedale LP, (ii) the termination of the Company's pledge of equity interests of the general partner of Pinedale LP, (iii) the termination and satisfaction in full of the obligations of Pinedale LP under the Amended Pinedale Term Credit Facility

and (iv) a general release of any other obligations of Pinedale LP and/or the Company and their respective directors, officers, employees or agents pertaining to the Amended Pinedale Term Credit Facility.

During the negotiation and closing of the sale of the Pinedale LGS to Ultra Wyoming, the Company determined impairment indicators existed as the value to be received from the sale was less than the carrying value of the asset. As a result of these indicators and the sale of the Pinedale LGS, the Company recognized a loss on impairment and disposal of leased property in the Consolidated Statement of Operations of approximately \$146.5 million for the nine months ended September 30, 2020. Further, the sale of the Pinedale LGS resulted in the termination of the Pinedale Lease Agreement, and the Company recognized a loss on termination of lease of approximately \$458 thousand for the nine months ended September 30, 2020. These losses were partially offset by the settlement of the Amended Pinedale Term Credit Facility with Prudential (as discussed above and in Note 10 ("Debt")), which resulted in a gain on extinguishment of debt of \$11.0 million for the nine months ended September 30, 2020.

The table below displays the Company's individually significant leases as a percentage of total leased properties and total lease revenues for the periods presented:

	As a Percentage of <sup>(1)</sup>					
	Leased Properties		Lease Revenues			
	As of		For the Three Months Ended		For the Nine Months Ended	
	September 30, 2020	December 31, 2019	September 30, 2020	September 30, 2019	September 30, 2020	September 30, 2019
Pinedale LGS <sup>(2)</sup>	— %	44.4 %	— %	40.0 %	52.0 %	39.3 %
Grand Isle Gathering System <sup>(3)</sup>	98.0 %	55.3 %	— %	59.8 %	47.7 %	60.6 %

(1) Insignificant leases are not presented; thus, percentages may not sum to 100%.

(2) Pinedale LGS lease revenues include variable rent of \$0 and \$28 thousand for the three and nine months ended September 30, 2020, respectively, compared to \$1.4 million and \$3.5 million for the three and nine months ended September 30, 2019, respectively. The Pinedale LGS was sold to Ultra Wyoming and the Pinedale Lease Agreement was terminated on June 30, 2020, as discussed above.

(3) The Grand Isle Gathering System's percentage of leased properties increased as a result of the sale of the Pinedale LGS on June 30, 2020. For the nine months ended September 30, 2020, the Grand Isle Gathering System's percentage of lease revenues is exclusive of the deferred rent receivable write-off discussed above.

The following table reflects the depreciation and amortization included in the accompanying Consolidated Statements of Operations associated with the Company's leases and leased properties:

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2020	September 30, 2019	September 30, 2020	September 30, 2019
<b>Depreciation Expense</b>				
GIGS	\$ 1,190,911	\$ 2,440,791	\$ 4,822,410	\$ 7,322,372
Pinedale	—	2,217,360	3,695,599	6,652,080
United Property Systems	9,837	9,831	29,499	29,286
<b>Total Depreciation Expense</b>	<b>\$ 1,200,748</b>	<b>\$ 4,667,982</b>	<b>\$ 8,547,508</b>	<b>\$ 14,003,738</b>
<b>Amortization Expense - Deferred Lease Costs</b>				
GIGS	\$ 7,641	\$ 7,641	\$ 22,923	\$ 22,923
Pinedale	—	15,342	30,684	46,026
<b>Total Amortization Expense - Deferred Lease Costs</b>	<b>\$ 7,641</b>	<b>\$ 22,983</b>	<b>\$ 53,607</b>	<b>\$ 68,949</b>
<b>ARO Accretion Expense</b>				
GIGS	\$ 116,514	\$ 110,992	\$ 345,199	\$ 332,977
<b>Total ARO Accretion Expense</b>	<b>\$ 116,514</b>	<b>\$ 110,992</b>	<b>\$ 345,199</b>	<b>\$ 332,977</b>

The following table reflects the deferred costs that are included in the accompanying Consolidated Balance Sheets associated with the Company's leased properties:

	September 30, 2020	December 31, 2019
<b>Net Deferred Lease Costs</b>		
GIGS	\$ 175,832	\$ 198,755
Pinedale	—	488,981
<b>Total Deferred Lease Costs, net</b>	<b>\$ 175,832</b>	<b>\$ 687,736</b>

## LESSEE - LEASED PROPERTIES

The Company's operating subsidiaries currently lease single-use office space with remaining lease terms of approximately two years, some of which may include renewal options. These leases are classified as operating leases and immaterial to the consolidated financial statements. The Company recognizes lease expense in the Consolidated Statements of Operations on a straight-line basis over the remaining lease term.

## 4. TRANSPORTATION AND DISTRIBUTION REVENUE

The Company's contracts related to transportation and distribution revenue are primarily comprised of a mix of natural gas supply, transportation and distribution performance obligations, as well as limited performance obligations related to system maintenance and improvement. Based on the nature of the agreements, revenue for all but one of the Company's natural gas supply, transportation and distribution performance obligations is recognized on a right to invoice basis as the performance obligations are met, which represents what the Company expects to receive in consideration and is representative of value delivered to the customer. System maintenance and improvement contracts are specific and tailored to the customer's needs, have no alternative use and have an enforceable right to payment as the services are provided. Revenue is recognized on an input method, based on the actual cost of service as a measure of the performance obligation satisfaction. Differences between amounts invoiced and revenue recognized under the input method are reflected as an asset or liability on the Consolidated Balance Sheets. The costs of system improvement projects are recognized as a financing arrangement in accordance with guidance in the lease standard while the margin is recognized in accordance with the revenue standard as discussed above.

The Company has a contract with Spire that has fixed pricing which varies over the contract term. For this specific contract, the transaction price has been allocated ratably over the contractual performance obligation. Based on a downward revision of the rate during the Company's long-term natural gas transportation contract with Spire, ASC 606 requires the Company to record the contractual transaction price, and therefore aggregate revenue, from the contract ratably over the term of the contract. Following the November 2018 rate decline, recognized performance obligations exceeded amounts invoiced and the contract liability began to decline at a rate of approximately \$138 thousand per quarter and will continue to decline at the same rate through the end of the contract in October 2030. As of September 30, 2020, the revenue allocated to the remaining performance obligation under this contract is approximately \$54.1 million.

During the fourth quarter of 2020, MoGas entered into a new long-term firm transportation services agreement with Spire, its largest customer. Upon completion of the STL interconnect project as described in Note 7 ("Property And Equipment"), the agreement will increase Spire's firm capacity from 62,800 dekatherms per day to 145,600 dekatherms per day through October 2030 and replace the previous firm transportation agreement. In accordance with ASC 606, the Company will account for the contract modification in the fourth quarter of 2020 as a termination of the existing transportation contract and a creation of a new transportation contract with Spire that will be accounted for prospectively.

The table below summarizes the Company's contract liability balance related to its transportation and distribution revenue contracts as of September 30, 2020:

	Contract Liability <sup>(1)</sup>	
	September 30, 2020	December 31, 2019
Beginning Balance January 1	\$ 6,850,790	\$ 6,522,354
Unrecognized Performance Obligations	198,935	887,916
Recognized Performance Obligations	(1,017,097)	(559,480)
Ending Balance	<u>\$ 6,032,628</u>	<u>\$ 6,850,790</u>

(1) The contract liability balance is included in unearned revenue in the Consolidated Balance Sheets.

The Company's contract asset balance was \$1.0 million and \$206 thousand as of September 30, 2020 and December 31, 2019, respectively. As of September 30, 2020, the contract asset primarily relates to an incremental cost for a transportation performance obligation contract. The contract asset balance is included in prepaid expenses and other assets in the Consolidated Balance Sheets.

The following is a breakout of the Company's transportation and distribution revenue for the three and nine months ended September 30, 2020 and 2019:

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2020	September 30, 2019	September 30, 2020	September 30, 2019
Natural gas transportation contracts	64.6 %	52.7 %	67.2 %	57.5 %
Natural gas distribution contracts	26.0 %	39.2 %	25.3 %	36.2 %

## 5. FINANCING NOTES RECEIVABLE

Financing notes receivable are presented at face value plus accrued interest receivable and deferred loan origination costs, and net of related direct loan origination income. Each quarter the Company reviews its financing notes receivable to determine if the balances are realizable based on factors affecting the collectability of those balances. Factors may include credit quality, timeliness of required periodic payments, past due status, and management discussions with obligors. The Company evaluates the collectability of both interest and principal of each of its loans to determine if an allowance is needed. An allowance will be recorded when, based on current information and events, the Company determines it is probable that it will be unable to collect all amounts due according to the existing contractual terms.

### Four Wood Financing Note Receivable

On December 12, 2018, Four Wood Corridor granted SWD Enterprises, LLC, the previous debtor, approval to sell the assets securing the SWD loans to Compass SWD, LLC ("Compass SWD") in exchange for Compass SWD executing a new loan agreement with Four Wood Corridor for \$1.3 million (the "Compass REIT Loan"). On June 12, 2019, Four Wood Corridor entered into an amended and restated Compass REIT Loan. The amended note had a two-year term maturing on June 30, 2021 with monthly principal payments of approximately \$11 thousand and interest accruing on the outstanding principal at an annual rate of 8.5 percent. The amended and restated Compass REIT Loan is secured by real and personal property that provides saltwater disposal services for the oil and natural gas industry and pledged ownership interests of Compass SWD members.

On May 22, 2020, the terms of the Compass REIT Loan were amended (i) to extend the maturity date from June 30, 2021 to November 30, 2024 and (ii) to reduce payments to interest only through December 31, 2020. Additionally, the amended Compass REIT Loan will continue to accrue interest at an annual rate of 8.5 percent through May 31, 2021. Subsequent to May 31, 2021 interest will accrue at an annual rate of 12.0 percent. Monthly principal payments of approximately \$11 thousand will resume on January 1, 2021 and increase annually beginning on June 30, 2021 through the maturity date. As of September 30, 2020 and December 31, 2019, the Compass REIT Loan was valued at \$1.2 million.

## 6. INCOME TAXES

Deferred income taxes reflect the net tax effect of temporary differences between the carrying amount of assets and liabilities for financial reporting and tax purposes. Components of the Company's deferred tax assets and liabilities as of September 30, 2020 and December 31, 2019, are as follows:

<b>Deferred Tax Assets and Liabilities</b>		
	<b>September 30, 2020</b>	<b>December 31, 2019</b>
<b>Deferred Tax Assets:</b>		
Deferred contract revenue	\$ 1,423,587	\$ 1,529,473
Net operating loss carryforwards	6,405,270	5,622,052
Accrued liabilities	—	424,604
Capital loss carryforward	92,418	104,595
Other	6,184	6,184
Sub-total	\$ 7,927,459	\$ 7,686,908
<b>Valuation allowance</b>	<b>(92,418)</b>	<b>(104,595)</b>
Sub-total	\$ 7,835,041	\$ 7,582,313
<b>Deferred Tax Liabilities:</b>		
Cost recovery of leased and fixed assets	\$ (3,418,387)	\$ (2,953,319)
Other	(48,721)	(35,433)
Sub-total	\$ (3,467,108)	\$ (2,988,752)
<b>Total net deferred tax asset</b>	<b>\$ 4,367,933</b>	<b>\$ 4,593,561</b>

As of September 30, 2020, the total deferred tax assets and liabilities presented above relate to the Company's TRSs. The Company recognizes the tax benefits of uncertain tax positions only when the position is "more likely than not" to be sustained upon examination by the tax authorities based on the technical merits of the tax position. The Company's policy is to record interest and penalties on uncertain tax positions as part of tax expense. Tax years subsequent to the year ended December 31, 2015 remain open to examination by federal and state tax authorities.

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") was enacted in response to the COVID-19 pandemic. The CARES Act, among other things, permits net operating loss ("NOL") carryovers and carrybacks to offset 100 percent of taxable income for taxable years beginning before 2021. In addition, the CARES Act allows NOLs originating in 2018, 2019 and 2020 to be carried back to each of the five preceding taxable years to generate a refund of



previously paid income taxes. Certain of the Company's TRSs have NOLs totaling approximately \$1.2 million that are eligible for carryback under the CARES Act. The benefit of these carrybacks has been recorded as an increase to income taxes receivable and a reduction to deferred tax assets. Certain NOLs which were initially measured at the current corporate income tax rate of 21 percent are being carried back to offset taxable income that was taxed at a pre-Tax Cuts and Jobs Act of 2017 rate of 34 percent. The benefit received from the rate differential is reflected in the income tax provision for the three and nine months ended September 30, 2020.

For the year ended December 31, 2019, the Company generated a capital loss carryforward resulting from the liquidation of Lightfoot. The capital loss decreased upon receipt of the final 2019 K-1's in the first quarter of 2020. The amount of the carryforward for tax purposes was approximately \$440 thousand and \$500 thousand as of September 30, 2020 and December 31, 2019, respectively, and if not utilized, this carryforward will expire as of December 31, 2024. Management assessed the available evidence and determined that it is more likely than not that the capital loss carryforward will not be utilized prior to expiration. Due to the uncertainty of realizing this deferred tax asset, a valuation allowance of \$92 thousand and \$105 thousand was recorded equal to the amount of the tax benefit of this carryforward at September 30, 2020 and December 31, 2019, respectively. In the future, if the Company concludes, based on existence of sufficient evidence, that it should realize more or less of its deferred tax assets, the valuation allowance will be adjusted accordingly in the period such conclusion is made.

Total income tax expense (benefit) differs from the amount computed by applying the federal statutory income tax rate of 21 percent percent for the three and nine months ended September 30, 2020 and 2019 to income (loss) from operations and other income and expense for the periods presented, as follows:

	<b>Income Tax Expense (Benefit)</b>			
	<b>For the Three Months Ended</b>		<b>For the Nine Months Ended</b>	
	<b>September 30, 2020</b>	<b>September 30, 2019</b>	<b>September 30, 2020</b>	<b>September 30, 2019</b>
Application of statutory income tax rate	\$ (838,829)	\$ (4,097,584)	\$ (63,749,653)	\$ (1,115,290)
State income taxes, net of federal tax expense	(9,494)	(19,632)	15,717	503,932
Federal Tax Attributable to Income of Real Estate Investment Trust	773,927	3,984,180	63,720,129	1,044,600
Other	(932)	40,330	(160,070)	(15,914)
<b>Total income tax expense (benefit)</b>	<b>\$ (75,328)</b>	<b>\$ (92,706)</b>	<b>\$ (173,877)</b>	<b>\$ 417,328</b>

The components of income tax expense (benefit) include the following for the periods presented:

	<b>Components of Income Tax Expense (Benefit)</b>			
	<b>For the Three Months Ended</b>		<b>For the Nine Months Ended</b>	
	<b>September 30, 2020</b>	<b>September 30, 2019</b>	<b>September 30, 2020</b>	<b>September 30, 2019</b>
<b>Current tax expense (benefit)</b>				
Federal	\$ (2,431)	\$ —	\$ (414,505)	\$ 216,093
State (net of federal tax expense (benefit))	—	(1,270)	15,000	136,381
<b>Total current tax expense (benefit)</b>	<b>\$ (2,431)</b>	<b>\$ (1,270)</b>	<b>\$ (399,505)</b>	<b>\$ 352,474</b>
<b>Deferred tax expense (benefit)</b>				
Federal	\$ (63,403)	\$ (73,074)	\$ 224,911	\$ (302,697)
State (net of federal tax expense (benefit))	(9,494)	(18,362)	717	367,551
<b>Total deferred tax expense (benefit)</b>	<b>\$ (72,897)</b>	<b>\$ (91,436)</b>	<b>\$ 225,628</b>	<b>\$ 64,854</b>
<b>Total income tax expense (benefit), net</b>	<b>\$ (75,328)</b>	<b>\$ (92,706)</b>	<b>\$ (173,877)</b>	<b>\$ 417,328</b>

## 7. PROPERTY AND EQUIPMENT

Property and equipment consist of the following:

	<b>Property and Equipment</b>	
	<b>September 30, 2020</b>	<b>December 31, 2019</b>
Land	\$ 605,070	\$ 605,070
Natural gas pipeline	124,618,840	124,614,696
Construction work in progress	1,153,873	—
Vehicles and trailers	679,678	671,962
Office equipment and computers	268,559	268,559
<b>Gross property and equipment</b>	<b>\$ 127,326,020</b>	<b>\$ 126,160,287</b>
Less: accumulated depreciation	(21,815,093)	(19,304,610)
<b>Net property and equipment</b>	<b>\$ 105,510,927</b>	<b>\$ 106,855,677</b>

Depreciation expense was \$845 thousand and \$2.5 million for the three and nine months ended September 30, 2020, and \$843 thousand and \$2.5 million for the three and nine months ended September 30, 2019. As of September 30, 2020, the Company has \$1.2 million in construction work in progress primarily related to the STL Interconnect project, which will allow gas to be delivered by STL Pipeline LLC and received by MoGas. The project is expected to be completed in the fourth quarter of 2020.

## 8. MANAGEMENT AGREEMENT

The Company pays its manager, Corridor, pursuant to a Management Agreement as described in the 2019 CorEnergy 10-K. During the three months ended March 31, 2020, the Manager voluntarily recommended, and the Company agreed, that the Manager would waive all of the \$171 thousand incentive fee that would otherwise be payable under the provisions of the Management Agreement with respect to dividends paid on the Company's common stock.

During the three months ended June 30, 2020 and September 30, 2020, the Company did not earn the incentive fee that would otherwise be payable under the provisions of the Management Agreement with respect to dividends paid on the Company's common stock.

In reviewing the application of the quarterly management fee provisions of the Management Agreement to the net proceeds received from the offering of 5.875% Convertible Notes, which closed on August 12, 2019, the Manager waived any incremental management fee due as of the end of the first three quarters of 2020 based on such proceeds (other than the cash portion of such proceeds that was utilized in connection with the exchange of the Company's 7.00% Convertible Notes).

Further, in reviewing the application of the quarterly management fee provisions of the Management Agreement to the sale of the Pinedale LGS, termination of the Pinedale Lease Agreement and settlement of the Amended Pinedale Term Credit Facility, which occurred on June 30, 2020 (collectively, the "Pinedale Transaction"), the Manager and the Company agreed that the incremental management fee attributable to the assets involved in the Pinedale Transaction should be paid for the second quarter of 2020 as such assets were under management for all but the last day of the period.

Fees incurred under the Management Agreement for the three and nine months ended September 30, 2020 were \$932 thousand and \$4.1 million compared to \$1.6 million and \$5.2 million for the three and nine months ended September 30, 2019. Fees incurred under the Management Agreement are reported in the general and administrative line item on the Consolidated Statements of Operations.

The Company pays its administrator, Corridor, pursuant to an Administrative Agreement. Fees incurred under the Administrative Agreement for the three and nine months ended September 30, 2020 were \$37 thousand and \$166 thousand compared to \$64 thousand and \$200 thousand for the three and nine months ended September 30, 2019. Fees incurred under the Administrative Agreement are reported in the general and administrative line item on the Consolidated Statements of Operations.

## 9. FAIR VALUE

### **Valuation Techniques and Unobservable Inputs**

The following section describes the valuation methodologies used by the Company for estimating fair value for financial instruments not recorded at fair value, but fair value is included for disclosure purposes only, as required under disclosure guidance related to the fair value of financial instruments.

*Cash and Cash Equivalents* — The carrying value of cash, amounts due from banks, federal funds sold and securities purchased under resale agreements approximates fair value.



**Financing Notes Receivable** — The financing notes receivable are valued on a non-recurring basis. The financing notes receivable are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Financing notes with carrying values that are not expected to be recovered through future cash flows are written-down to their estimated net realizable value. Estimates of realizable value are determined based on unobservable inputs, including estimates of future cash flow generation and value of collateral underlying the notes.

**Secured Credit Facilities** — The fair value of the Company's long-term variable-rate and fixed-rate debt under its secured credit facilities approximates carrying value.

**Unsecured Convertible Senior Notes** — The fair value of the unsecured convertible senior notes is estimated using quoted market prices from either active (Level 1) or generally active (Level 2) markets.

<b>Carrying and Fair Value Amounts</b>					
	Level within fair value hierarchy	September 30, 2020		December 31, 2019	
		Carrying Amount <sup>(1)</sup>	Fair Value	Carrying Amount <sup>(1)</sup>	Fair Value
<b>Financial Assets:</b>					
Cash and cash equivalents	Level 1	\$ 104,221,404	\$ 104,221,404	\$ 120,863,643	\$ 120,863,643
Financing notes receivable (Note 5)	Level 3	1,202,960	1,202,960	1,235,000	1,235,000
<b>Financial Liabilities:</b>					
Secured credit facilities	Level 2	\$ —	\$ —	\$ 33,785,930	\$ 33,785,930
7.00% Unsecured Convertible Senior Notes	Level 1	—	—	2,084,178	2,820,832
5.875% Unsecured Convertible Senior Notes	Level 2	114,843,705	84,957,044	116,239,318	122,508,000

(1) The carrying value of debt balances are presented net of unamortized original issuance discount and debt issuance costs.

## 10. DEBT

The following is a summary of the Company's debt facilities and balances as of September 30, 2020 and December 31, 2019:

	Total Commitment or Original Principal	Quarterly Principal Payments	Maturity Date	September 30, 2020		December 31, 2019	
				Amount Outstanding	Interest Rate	Amount Outstanding	Interest Rate
<b>CorEnergy Secured Credit Facility:</b>							
CorEnergy Revolver	\$ 160,000,000	\$ —	7/28/2022	\$ —	2.90 %	\$ —	4.51 %
MoGas Revolver	1,000,000	—	7/28/2022	—	2.90 %	—	4.51 %
Omega Line of Credit	1,500,000	—	4/30/2021	—	4.15 %	—	5.76 %
<b>Pinedale Secured Credit Facility:</b>							
Amended Pinedale Term Credit Facility <sup>(1)</sup>	41,000,000	882,000	12/29/2022	—	— %	33,944,000	6.50 %
7.00% Unsecured Convertible Senior Notes	115,000,000	—	6/15/2020	—	7.00 %	2,092,000	7.00 %
5.875% Unsecured Convertible Senior Notes	120,000,000	—	8/15/2025	118,050,000	5.875 %	120,000,000	5.875 %
<b>Total Debt</b>				<b>\$ 118,050,000</b>		<b>\$ 156,036,000</b>	
Less:							
Unamortized deferred financing costs <sup>(2)</sup>				\$ 405,949		\$ 635,351	
Unamortized discount on 7.00% Convertible Senior Notes				—		6,681	
Unamortized discount on 5.875% Convertible Senior Notes				2,800,346		3,284,542	
<b>Total Debt, net of deferred financing costs</b>				<b>\$ 114,843,705</b>		<b>\$ 152,109,426</b>	
<b>Debt due within one year</b>				<b>\$ —</b>		<b>\$ 5,612,178</b>	

(1) The Amended Pinedale Term Credit Facility was settled during the second quarter of 2020 in connection with the sale of the Pinedale LGS asset. Refer to the "Amended Pinedale Term Credit Facility" section below.

(2) Unamortized deferred financing costs related to the Company's revolving credit facilities are included in Deferred Costs in the Assets section of the Consolidated Balance Sheets. Refer to the "Deferred Financing Costs" paragraph below.

### CorEnergy Credit Facility

On July 28, 2017, the Company entered into an amendment and restatement of the CorEnergy Credit Facility with Regions Bank, as lender and administrative agent for other participating lenders (collectively, with the Agent, the "Lenders"). The amended facility provides for borrowing commitments of up to \$161.0 million, consisting of (i) \$160.0 million on the CorEnergy Revolver, subject to borrowing base limitations, and (ii) \$1.0 million on the MoGas Revolver.

The amended facility has a 5-year term maturing on July 28, 2022. Borrowings under the credit facility will generally bear interest on the outstanding principal amount using a LIBOR pricing grid that is expected to equal a LIBOR rate plus an applicable margin of 2.75 percent to 3.75 percent, based on the Company's senior secured recourse leverage ratio. Total availability is subject to a borrowing base. The CorEnergy Credit Facility contains, among other restrictions, certain financial covenants including the maintenance of certain financial ratios, as well as default and cross-default provisions customary for transactions of this nature (with applicable customary grace periods).

Effective May 14, 2020, the Company entered into a Limited Consent with the Lenders under the CorEnergy Revolver that is part of the CorEnergy Credit Facility, pursuant to which the Lenders agreed to extend the required date for delivery of the Company's financial statements for the fiscal quarter ended March 31, 2020 to coordinate with the Company's previously announced extension of the filing date for its first quarter Form 10-Q pursuant to applicable SEC relief (which filing and delivery occurred within the permitted extension period). The Limited Consent also documented notice previously provided by the Company to the Agent that certain events of default occurred under the Company's lease for its GIGS asset, as a result of the tenant under the Grand Isle Lease Agreement having failed to pay the rent due for April and May 2020. The Limited Consent is subject to the Company's continued compliance with all of the other terms of the CorEnergy Revolver, and includes the Company's agreement with the Lenders that the borrowing base value of the GIGS asset for purposes of the CorEnergy Revolver shall be zero, effective as of the Company's March 31, 2020 balance sheet date. The Company also provided written notification to the Lenders of the EGC Tenant's nonpayment of rent in June, July and August 2020 and will provide any further required notices on a quarterly basis.

As of September 30, 2020, the Company was in compliance with all covenants of the CorEnergy Credit Facility, and the Company had no borrowings outstanding. The Company had approximately \$57.9 million and \$1.0 million of availability under the CorEnergy Revolver and MoGas Revolver, respectively.

#### ***Amended Pinedale Term Credit Facility***

On December 29, 2017, Pinedale LP entered into the Amended Pinedale Term Credit Facility with Prudential and a group of lenders affiliated with Prudential as the sole lenders and Prudential serving as administrative agent. Under the terms of the Amended Pinedale Term Credit Facility, Pinedale LP was provided with a 5-year \$41.0 million term loan facility, bearing interest at a fixed rate of 6.5 percent, which was scheduled to mature on December 29, 2022. Principal payments of \$294 thousand, plus accrued interest, were payable monthly. Outstanding balances under the facility were secured by the Pinedale LGS assets.

As previously discussed in Note 3 ("Leased Properties And Leases"), UPL's bankruptcy filing constituted a default under the terms of the Pinedale Lease Agreement with Pinedale LP. Such default under the Pinedale Lease Agreement was an event of default under the Amended Pinedale Term Credit Facility, which was secured by the Pinedale LGS. Among other things, an event of default could give rise to a Cash Control Period (as defined in the Amended Pinedale Term Credit Facility), which impacted Pinedale LP's ability to make distributions to the Company. During such a Cash Control Period, which was triggered May 14, 2020, by the bankruptcy filing of Ultra Wyoming and its parent guarantor, UPL, distributions by Pinedale LP to the Company were permitted to the extent required for the Company to maintain its REIT qualification, so long as Pinedale LP's obligations under the Amended Pinedale Term Credit Facility were not accelerated following an Event of Default (as defined in the Amended Pinedale Term Credit Facility).

Effective May 8, 2020, Pinedale LP entered into a Standstill Agreement with Prudential. The Standstill Agreement anticipated Pinedale LP's notification to Prudential of two Events of Default under the Amended Pinedale Term Credit Facility (the "Specified Events of Default") as a result of the occurrence of either (i) any bankruptcy filing by UPL or Ultra Wyoming and (ii) any resulting impact on Pinedale LP's net worth covenant under the Amended Pinedale Term Credit Facility due to any accounting impairment of the assets of Pinedale LP triggered by any such bankruptcy filing of Ultra Wyoming. Under the Standstill Agreement, Prudential agreed to forbear through September 1, 2020, or the earlier occurrence of a separate Event of Default under the Amended Pinedale Term Credit Facility (the "Standstill Period") from exercising any rights they may have had to accelerate and declare the outstanding balance under the credit facility immediately due and payable as a result of the occurrence of either of the Specified Events of Default, provided that there were no other Events of Default and Pinedale LP continued to meet its obligations under all of the other terms of the Amended Pinedale Term Credit Facility. The Standstill Agreement also required that Pinedale LP not make any distributions to the Company during the Standstill Period and that interest was to accrue and be payable from the effective date of such agreement at the Default Rate of interest provided for in the Amended Pinedale Term Credit Facility, which increased the effective interest rate to 8.50 percent.

As previously discussed in Note 3 ("Leased Properties And Leases"), Pinedale LP and the Company entered into the Release Agreement with Prudential related to the Amended Pinedale Term Credit Facility, which had an outstanding balance of approximately \$32.0 million, net of \$132 thousand of deferred debt issuance costs. Pursuant to the Release Agreement, the

\$18.0 million sale proceeds were provided by Ultra Wyoming directly to Prudential at closing of the Pinedale LGS sale transaction on June 30, 2020. The Company also provided all cash available at Pinedale LP of approximately \$3.3 million (including \$198 thousand for accrued interest) to Prudential in exchange for (i) the release of all liens on the Pinedale LGS and the other assets of Pinedale LP, (ii) the termination of the Company's pledge of equity interests of the general partner of Pinedale LP, (iii) the termination and satisfaction in full of the obligations of Pinedale LP under the Amended Pinedale Term Credit Facility and (iv) a general release of any other obligations of Pinedale LP and/or the Company and their respective directors, officers, employees or agents pertaining to the Amended Pinedale Term Credit Facility. The Release Agreement resulted in a gain on extinguishment of debt of approximately \$11.0 million for the nine months ended September 30, 2020.

### Deferred Financing Costs

A summary of deferred financing cost amortization expenses for the three and nine months ended September 30, 2020 and 2019 is as follows:

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2020	September 30, 2019	September 30, 2020	September 30, 2019
CorEnergy Credit Facility	\$ 143,636	\$ 143,635	\$ 430,906	\$ 430,906
Amended Pinedale Term Credit Facility	—	13,205	26,410	39,616
<b>Total Deferred Debt Cost Amortization Expense <sup>(1)(2)</sup></b>	<b>\$ 143,636</b>	<b>\$ 156,840</b>	<b>\$ 457,316</b>	<b>\$ 470,522</b>

(1) Amortization of deferred debt issuance costs is included in interest expense in the Consolidated Statements of Operations.

(2) For the amount of deferred debt cost amortization relating to the convertible notes included in the Consolidated Statements of Operations, refer to the Convertible Note Interest Expense table below.

### CorEnergy Credit Facilities

Prior to the July 28, 2017 credit facility amendment and restatement, previously existing deferred financing costs related to the CorEnergy Credit Facility were approximately \$1.8 million, of which approximately \$1.6 million continue to be deferred and amortized under the amended and restated facility. Additionally, the Company incurred approximately \$1.3 million in new debt issuance costs which have been deferred and are being amortized over the term of the new facility. Total deferred financing costs of \$2.9 million are being amortized on a straight-line basis over the 5-year term of the amended and restated CorEnergy Credit Facility.

### Convertible Debt

#### 7.00% Convertible Notes

On June 29, 2015, the Company completed a public offering of \$115.0 million aggregate principal amount of 7.00% Convertible Senior Notes Due 2020 (the "7.00% Convertible Notes"). The 7.00% Convertible Notes had a maturity date of June 15, 2020 and bore interest at a rate of 7.00 percent per annum, payable semi-annually in arrears on June 15 and December 15 of each year, beginning on December 15, 2015. The 7.00% Convertible Notes were convertible into common stock at a rate of 30.3030 shares of common stock per \$1,000 principal amount of 7.00% Convertible Notes, equivalent to a conversion price of \$33.00 per share of common stock.

On January 16, 2019, the Company agreed with three holders of its 7.00% Convertible Notes, pursuant to privately negotiated agreements, to exchange \$43.8 million face amount of such notes for an aggregate of 837,040 shares of the Company's common stock, par value \$0.001 per share, plus aggregate cash consideration of \$19.8 million, including \$315 thousand of interest expense. The Company's agent and lenders under the CorEnergy Credit Facility provided a consent for the convertible note exchange. The Company recorded a loss on extinguishment of debt of approximately \$5.0 million in the Consolidated Statements of Operations for the first quarter of 2019. The loss on extinguishment of debt included the write-off of a portion of the underwriter's discount and deferred debt costs of \$409 thousand and \$27 thousand, respectively.

On August 15, 2019, the Company used a portion of the net proceeds from the offering of the 5.875% Convertible Notes discussed further below, together with shares of its common stock, to exchange \$63.9 million face amount of its 7.00% Convertible Notes pursuant to privately negotiated agreements with three holders. The total cash and stock consideration for the exchange was valued at approximately \$93.2 million. This included an aggregate of 703,432 shares of common stock plus cash consideration of approximately \$60.2 million, including \$733 thousand of interest expense. The Company recorded a loss on extinguishment of debt of approximately \$28.9 million in the Consolidated Statements of Operations for the third quarter of 2019. The loss on extinguishment of debt included the write-off of a portion of the underwriter's discount and deferred debt costs of \$360 thousand and \$24 thousand, respectively. Collectively, for the two exchange transactions described above, the Company recorded a loss on extinguishment of debt of \$34.0 million for the year ended December 31, 2019.

Additionally, during the first quarter of 2020, certain holders elected to convert \$416 thousand of 7.00% Convertible Notes for approximately 12,605 shares of common stock. On June 12, 2020, the Company paid \$1.7 million in aggregate principal and \$59 thousand in accrued interest upon maturity of the 7.00% Convertible Notes to extinguish the remaining debt outstanding.

#### 5.875% Convertible Notes

On August 12, 2019, the Company completed a private placement offering of \$120.0 million aggregate principal amount of 5.875% Convertible Senior Notes due 2025 (the "5.875% Convertible Notes") to the initial purchasers of such notes for cash in reliance on an exemption from registration provided by Section 4(a)(2) of the Securities Act. The initial purchasers then resold the 5.875% Convertible Notes for cash equal to 100 percent of the aggregate principal amount thereof to qualified institutional buyers, as defined in Rule 144A under the Securities Act, in reliance on an exemption from registration provided by Rule 144A. The 5.875% Convertible Notes mature on August 15, 2025 and bear interest at a rate of 5.875 percent per annum, payable semi-annually in arrears on February 15 and August 15 of each year, beginning on February 15, 2020.

The 5.875% Convertible Notes were issued with an initial purchasers' discount of \$3.5 million, which is being amortized over the life of the notes. The Company also incurred approximately \$508 thousand of deferred debt costs in issuing the 5.875% Convertible Notes, which are also being amortized over the life of the notes.

Holder may convert all or any portion of their 5.875% Convertible Notes into shares of the Company's common stock at their option at any time prior to the close of business on the business day immediately preceding the maturity date. The initial conversion rate for the 5.875% Convertible Notes is 20.0 shares of common stock per \$1,000 principal amount of the 5.875% Convertible Notes, equivalent to an initial conversion price of \$50.00 per share of the Company's common stock. Such conversion rate will be subject to adjustment in certain events as specified in the Indenture.

The Indenture for the 5.875% Convertible Notes specifies events of default, including default by the Company or any of its subsidiaries with respect to any debt agreements under which there may be outstanding, or by which there may be secured or evidenced, any debt in excess of \$25.0 million in the aggregate of the Company and/or any such subsidiary, resulting in such indebtedness becoming or being declared due and payable prior to its stated maturity.

On April 29, 2020, the Company repurchased approximately \$2.0 million face amount of its 5.875% Convertible Notes for approximately \$1.3 million, including \$24 thousand of accrued interest. The repurchase resulted in a gain on extinguishment of debt of \$576 thousand for the nine months ended September 30, 2020. Subsequent to the transaction, the Company has \$118.1 million aggregate principal amount of 5.875% Convertible Notes outstanding.

#### Convertible Note Interest Expense

The following is a summary of the impact of convertible notes on interest expense for the three and nine months ended September 30, 2020 and 2019:

	<b>Convertible Note Interest Expense</b>			
	<b>For the Three Months Ended</b>		<b>For the Nine Months Ended</b>	
	<b>September 30, 2020</b>	<b>September 30, 2019</b>	<b>September 30, 2020</b>	<b>September 30, 2019</b>
<b>7.00% Convertible Notes:</b>				
Interest Expense	\$ —	\$ 632,189	\$ 55,331	\$ 3,265,626
Discount Amortization	—	62,030	6,681	312,079
Deferred Debt Issuance Amortization	—	4,051	1,141	20,382
<b>Total 7.00% Convertible Notes</b>	<b>\$ —</b>	<b>\$ 698,270</b>	<b>\$ 63,153</b>	<b>\$ 3,598,087</b>
<b>5.875% Convertible Notes:</b>				
Interest Expense	\$ 1,733,859	\$ 959,583	\$ 5,239,129	\$ 959,583
Discount Amortization	143,607	79,478	433,932	79,478
Deferred Debt Issuance Amortization	20,818	10,623	62,905	10,623
<b>Total 5.875% Convertible Notes</b>	<b>\$ 1,898,284</b>	<b>\$ 1,049,684</b>	<b>\$ 5,735,966</b>	<b>\$ 1,049,684</b>
<b>Total Convertible Note Interest Expense</b>	<b>\$ 1,898,284</b>	<b>\$ 1,747,954</b>	<b>\$ 5,799,119</b>	<b>\$ 4,647,771</b>

Including the impact of the convertible debt discount and related deferred debt issuance costs, (i) the effective interest rate on the 7.00% Convertible Notes is approximately 7.7 percent for each of the three and nine months ended September 30, 2019, and (ii) the effective interest rate on the 5.875% Convertible Notes is approximately 6.4 percent for each of the three and nine months ended September 30, 2020 and 2019, respectively.

### **Debt Covenant Considerations**

In accordance with GAAP, when preparing financial statements for each annual and interim reporting period, management evaluates whether there are conditions or events that, when considered in the aggregate, raise substantial doubt about the Company's ability to continue as a going concern within one year after the date that the financial statements are issued. In making its assessment, management considered the Company's current financial condition and liquidity sources, including current funds available, forecasted future cash flows and conditional and unconditional obligations due over the next twelve months. As discussed in this footnote, the Company was in compliance with its debt covenants under the CorEnergy Credit Facility as of September 30, 2020.

The Company has considered the projected impact of COVID-19 and the significant disruptions and volatility in the global energy markets on the ability of its EGC Tenant to pay rent, which represents a significant portion of the Company's lease revenues and operating cash flows. Based on its analysis of future compliance with its financial covenants, management has determined that the Company may violate certain financial covenants under the CorEnergy Credit Facility starting in the fourth quarter of 2020 if covenant waivers are not obtained. If the Company were to violate one or more financial covenants, the lenders could declare the Company in default and could accelerate the amounts due under a portion or all of the Company's outstanding debt under the CorEnergy Credit Facility. Further, a default under one debt agreement could trigger cross-default provisions within certain of the Company's other debt agreements. While these conditions raise substantial doubt about the Company's ability to continue as a going concern within one year after the financial statements are issued, management has concluded that such doubt is mitigated by the considerations discussed below, which lead to a conclusion that the Company will continue to be able to fund current obligations as they become due one year from the date of issuance of these financial statements.

The Company is in the process of working with its lenders and believes it will receive waivers with respect to the affected financial covenants before any covenants are violated. However, any waivers would be granted at the sole discretion of the lenders, and there can be no assurance that the Company will be able to obtain such waivers. Additionally, the Company currently has no borrowings or expected future borrowings on its CorEnergy Credit Facility, which mitigates the cross-default provision described above under the Company's 5.875% Convertible Notes. In any event, should negotiations with the Company's lenders concerning additional waivers prove unsuccessful, the Company would have sufficient liquidity to pay fees that would be due in connection with any termination of the CorEnergy Credit Facility, while also continuing to fund current obligations as they become due one year from the date of issuance of these financial statements. As a result, the accompanying unaudited consolidated financial statements and related notes have been prepared assuming that the Company will continue as a going concern.

### **11. STOCKHOLDERS' EQUITY**

The Company's Board of Directors authorized a securities repurchase program for the Company to buy up to the remaining amount of its 7.00% Convertible Notes prior to maturity on June 15, 2020 and up to \$5.0 million of its common stock and 7.375% Series A Preferred Stock, which commenced March 21, 2020. Purchases were made through the program until it expired on August 20, 2020.

#### **PREFERRED STOCK**

As of September 30, 2020, the Company has a total of 5,010,814 depository shares outstanding, or approximately 50,108 whole shares of its 7.375% Series A Preferred Stock. On March 30, 2020, the Company repurchased 8,913 depository shares of Series A Preferred Stock for approximately \$162 thousand in cash.

See Note 13 ("Subsequent Events") for further information regarding the declaration of a dividend on the 7.375% Series A Preferred Stock.

#### **COMMON STOCK**

As of September 30, 2020, the Company has 13,651,521 of common shares issued and outstanding. See Note 13 ("Subsequent Events") for further information regarding the declaration of a dividend on the common stock.

#### **SHELF REGISTRATION STATEMENTS**

On October 30, 2018, the Company filed a shelf registration statement with the SEC, pursuant to which it registered 1,000,000 shares of common stock for issuance under its dividend reinvestment plan. As of September 30, 2020, the Company has issued 22,003 shares of common stock under its dividend reinvestment plan pursuant to the shelf, resulting in remaining availability (subject to the current limitation discussed below) of approximately 977,997 shares of common stock.

On November 9, 2018, the Company had a new shelf registration statement declared effective by the SEC replacing the Company's previously filed shelf registration statement, pursuant to which it may publicly offer additional debt or equity securities with an aggregate offering price of up to \$600.0 million. As described elsewhere in this Report, EGC and Cox Oil have refused to provide the financial statement information concerning EGC required to be filed by the Company pursuant to SEC Regulation S-X. At least until it is able to file these EGC financial statements, the Company does not expect to be able to use this shelf registration statement, or the shelf registration statement filed for its dividend reinvestment plan, to sell its securities. As previously disclosed in the Company's Current Report on Form 8-K filed on April 24, 2019, the Company has suspended its dividend reinvestment plan.

The Company has engaged in dialogue with the staff of the SEC in an effort to shorten the period during which it does not use its registration statements. The Company does not expect this period to be shortened until the EGC financial statement information has been received and filed.

## 12. EARNINGS (LOSS) PER SHARE

Basic loss per share data is computed based on the weighted-average number of shares of common stock outstanding during the periods. Diluted loss per share data is computed based on the weighted-average number of shares of common stock outstanding, including all potentially issuable shares of common stock. Diluted loss per share for the three and nine months ended September 30, 2020 and 2019 excludes the impact to income and the number of shares outstanding from the conversion of the 7.00% Convertible Notes and the 5.875% Convertible Notes, as applicable, because such impact is antidilutive. The remaining 7.00% Convertible Notes matured on June 15, 2020.

Under the if converted method, the 5.875% Convertible Notes would result in an additional 2,361,000 common shares outstanding for the three and nine months ended September 30, 2020. For the three and nine months ended September 30, 2019, under the if-converted method, the 7.00% Convertible Notes and 5.875% Convertible Notes would have resulted in an additional 2,567,454 common shares outstanding.

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2020	September 30, 2019	September 30, 2020	September 30, 2019
<b>Net Loss attributable to CorEnergy Stockholders</b>	\$ (3,919,098)	\$ (19,419,600)	\$ (303,395,899)	\$ (5,728,233)
Less: preferred dividend requirements	2,309,672	2,313,780	6,880,137	6,941,688
<b>Net Loss attributable to Common Stockholders</b>	\$ (6,228,770)	\$ (21,733,380)	\$ (310,276,036)	\$ (12,669,921)
Weighted average shares - basic	13,651,521	13,188,546	13,650,449	12,870,357
<b>Basic loss per share</b>	\$ (0.46)	\$ (1.65)	\$ (22.73)	\$ (0.98)
<b>Net Loss attributable to Common Stockholders (from above)</b>	\$ (6,228,770)	\$ (21,733,380)	\$ (310,276,036)	\$ (12,669,921)
Add: After tax effect of convertible interest	—	—	—	—
<b>Loss attributable for dilutive securities</b>	\$ (6,228,770)	\$ (21,733,380)	\$ (310,276,036)	\$ (12,669,921)
Weighted average shares - diluted	13,651,521	13,188,546	13,650,449	12,870,357
<b>Diluted loss per share</b>	\$ (0.46)	\$ (1.65)	\$ (22.73)	\$ (0.98)

## 13. SUBSEQUENT EVENTS

The Company performed an evaluation of subsequent events through the date of the issuance of these financial statements and determined that no additional items require recognition or disclosure, except for the following:

### Common Stock Dividend Declaration

On October 27, 2020 the Company's Board of Directors declared a 2020 third quarter dividend of \$0.05 per share for CorEnergy common stock. The dividend is payable on November 30, 2020 to stockholders of record on November 16, 2020. As previously disclosed in the Company's Current Report on Form 8-K filed on October 27, 2020, the Company will pay this quarter's common stock dividend entirely in cash.

### Preferred Stock Dividend Declaration

On October 27, 2020, the Company's Board of Directors also declared a dividend of \$0.4609375 per depositary share for its 7.375% Series A Preferred Stock. The preferred stock dividend is payable on November 30, 2020 to stockholders of record on November 16, 2020.

**MoGas Transportation Agreement**

During the fourth quarter of 2020, MoGas entered into a new long-term firm transportation services agreement with Spire, its largest customer. Refer to Note 4 ("Transportation And Distribution Revenue") for further information.



## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the Consolidated Financial Statements and Notes thereto in this Report on Form 10-Q ("Report") of CorEnergy Infrastructure, Inc. ("the Company," "CorEnergy," "we" or "us"). The forward-looking statements included in this discussion and elsewhere in this Report involve risks and uncertainties, including anticipated financial performance, business prospects, industry trends, stockholder returns, performance under leases by tenants, performance on loans to customers, and other matters, which reflect management's best judgment based on factors currently known. See "Cautionary Statement Concerning Forward-Looking Statements" which is incorporated herein by reference. Actual results and experience could differ materially from the anticipated results and other expectations expressed in our forward-looking statements as a result of a number of factors, including but not limited to those discussed in Part I, Item 1A, "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2019, filed with the SEC on February 27, 2020, as supplemented by the disclosures contained in Part II, Item 1A, "Risk Factors", in this Report.

### RECENT DEVELOPMENTS

The COVID-19 pandemic-related reduction in energy demand and the uncertainty of production from OPEC members, US producers and other international suppliers caused significant disruptions and volatility in the global oil marketplace during 2020, which have adversely affected our tenants. In response to COVID-19, governments around the world have implemented stringent measures to help reduce the spread of the virus, including stay-at-home and shelter-in-place orders, travel restrictions and other measures. These measures have adversely affected the economies and financial markets of the U.S. and many other countries, resulting in an economic downturn that has negatively impacted global demand and prices for the products handled by our pipelines, terminals and other facilities. There is significant uncertainty regarding how long these conditions will persist and the impact of the virus on the energy industry and potential impacts to our business. For further discussion, see Part II, Item 1A, "Risk Factors."

Events as described above resulted in decreases of current and expected long-term crude oil prices along with significant reductions to the market capitalization and bankruptcy filings of many oil and gas producing companies, including our tenants. Our tenant under the Grand Isle Lease Agreement was impacted by these economic events and ceased paying rent starting on April 1 and continuing into November of 2020. These events triggered our review of the carrying value of our long-lived GIGS asset as of March 31, 2020. Our evaluation resulted in the recognition of a \$140.3 million impairment for our GIGS asset and a \$30.1 million non-cash write-off of the deferred rent receivable for the Grand Isle Lease Agreement. While we have seen an improvement in the situation at our GIGS asset amid rising oil prices from the low points in early 2020 and a restart of production by the EGC Tenant in June of 2020, we continue to seek resolution of the nonpayment of rent. These efforts were slowed by events in the third quarter, including multiple hurricanes and related shut-ins.

As a result of the bankruptcy filing of UPL and Ultra Wyoming, the guarantor and tenant (respectively) of the Pinedale Lease Agreement, the tenant's motion to reject the lease effective June 30, 2020 and the sale of the Pinedale LGS to Ultra Wyoming for \$18.0 million on June 30, 2020, we recognized a loss from the Pinedale Transaction of approximately \$136.0 million, net of a gain on extinguishment of related debt, for the nine months ended September 30, 2020. For a further discussion of these matters, see Part I, Item 1, Note 3 ("Leased Properties And Leases"). The events and conditions surrounding COVID-19, volatility in the global energy markets, the nonpayment of rent by our EGC Tenant and the sale of the Pinedale LGS to Ultra Wyoming have impacted and are expected to continue to adversely impact our lease revenue and operating cash flows. Refer to "Dividends" and "Liquidity and Capital Resources" for further discussion.

### BUSINESS OBJECTIVE

*The Recent Developments affecting our assets have adversely impacted CorEnergy's objective of providing a stable dividend with potential for long term growth. However, we are actively evaluating opportunities to deploy our cash into new dividend-generating assets. CorEnergy's Private Letter Ruling ("PLR") discussed below enables us to invest in a broader set of revenue contracts within our REIT structure, including the opportunity to not only own but also operate infrastructure assets. Our decision to pay cash dividends based upon rents received and progress on potential acquisitions will continue to be reviewed quarterly. We expect to manage our liquidity carefully in light of our balance sheet obligations.*

CorEnergy primarily owns and seeks to own assets in the U.S. energy sector that perform utility-like functions, such as pipelines, storage terminals, rail terminals and gas and electric transmission and distribution assets. Our objective has been to generate long-term contracted revenue from operators of our assets, primarily under triple-net participating leases without direct commodity price exposure. We believe our leadership team's energy and utility expertise provides CorEnergy with a competitive advantage to acquire, own and lease U.S. energy infrastructure assets in a tax-efficient, transparent and investor-friendly REIT. Our leadership team also utilizes a disciplined investment philosophy developed through an average of over 25 years of relevant industry experience.



We expect our leases to provide us with contracted base rent, plus participating rent based upon asset-specific criteria. The energy industry commonly employs contracts with participating features, and we provide exposure to both the risk and opportunity of utilization of our assets, which we believe is a hallmark of infrastructure assets of all types. Our participating triple-net leases require the operator to pay all expenses of the business including maintaining our assets in good working order.

The majority of our assets leased to tenants under triple-net leases are dependent upon the tenants' exploitation of hydrocarbon reserves in the fields where our assets are located. These reserves are depleted over time, and therefore, may economically diminish the value of our assets over the period that the underlying reserves are exploited. Accordingly, we expect the contracted base rents under these leases, including fair market renewal rent expectations, to provide for a return-on-capital, as well as a return of our invested capital, over the life of the asset. The portion of rents we believe to constitute a return of our invested capital are utilized for debt repayment and/or are reserved for capital reinvestment activities in order to maintain our long-term earnings and dividend paying capacity. The return-on-capital is that portion of rents which are available for distribution to our stockholders through dividend payouts.

Base rents under our leases are structured on an estimated fair market value rent structure over the initial term, which includes assumptions related to the terminal value of our assets and expectations of tenant renewals. At the conclusion of the initial lease term, our leases may contain fair market value repurchase options or fair market rent renewal terms. These clauses also act as safeguards against our tenants pursuing activities which would undermine or degrade the value of our assets faster than the underlying reserves are depleted. Our participating rents are structured to provide exposure to the successful commercial activity of the tenant, and as such, also provide protection in the event that the economic life of our assets is reduced based on accelerated production by our tenants.

Our assets are predominately mission-critical to our customers, in that utilization of our assets is necessary for the business they seek to conduct and their rental payments are an essential operating expense. For example, our crude oil gathering system assets are necessary to the exploitation of upstream crude oil reserves, so the operators' lease of those assets is economically critical to their operations. Some of our assets are subject to rate regulation by FERC or state public utility commissions. Further, energy infrastructure assets are an essential component of the U.S. economy that give us the opportunity to assist the capital expansion plans and meet the capital needs of various midstream and upstream participants.

On November 16, 2018, the IRS issued the second requested PLR to CorEnergy. The PLR provides to us assurance that fees we may receive for the usage of storage and pipeline capacity on assets we may own will qualify as rents from real property for purposes of our qualification as a REIT. As a result, the PLR grants us the opportunity to own and operate certain infrastructure assets under conditions set forth in the PLR. We can consider, and are considering, a broader set of investment opportunities than was available to us prior to issuance of the PLR. For example, prior to the PLR, we could own the Portland Terminal Facility, a petroleum products terminal that we previously leased to Zenith Terminals, but we were not then assured that we could operate such an asset and treat the revenues as rents from real property for purposes of the REIT income test. As a result of the PLR, we can now acquire and operate a storage terminal facility such as the Portland Terminal Facility.

We intend to distribute substantially all of our cash available for distribution, less prudent reserves, on a quarterly basis. We regularly assess our ability to pay and to grow our dividend to common stockholders, including the impact of events described under "Recent Developments" above. We are targeting long-term revenue growth from acquisitions. There can be no assurance that any potential acquisition opportunities will result in consummated transactions. Our management contract includes incentive provisions, aligning our leadership team with our stockholders' interests.

We believe these characteristics align CorEnergy with the attractive attributes of other globally listed infrastructure companies, including high barriers to entry and contracts with predictable revenue streams, while mitigating risks and volatility experienced by other companies engaged in the midstream energy sector. Nonetheless, the Recent Developments discussed above demonstrate that while tenant-specific risks can be mitigated, they can not be eliminated by our lease revenue model.

#### **Basis of Presentation**

The consolidated financial statements include CorEnergy Infrastructure Trust, Inc., as of September 30, 2020, and its direct and indirect wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

## RESULTS OF OPERATIONS

The following table summarizes the financial data and key operating statistics for CorEnergy for the three and nine months ended September 30, 2020 and 2019. We believe the Operating Results detail presented below provides investors with information that will assist them in analyzing our operating performance. The following data should be read in conjunction with our consolidated financial statements and the notes thereto included in Part I, Item 1 of this Report. All information in Part I, Item 2 "Management's Discussion and Analysis of Financial Condition and Results of Operations," except for balance sheet data as of December 31, 2019, is unaudited.

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2020	September 30, 2019	September 30, 2020	September 30, 2019
<b>Revenue</b>				
Lease revenue	\$ 20,126	\$ 16,984,903	\$ 21,320,998	\$ 50,338,489
Deferred rent receivable write-off	—	—	(30,105,820)	—
Transportation and distribution revenue	4,573,155	4,068,338	14,156,361	13,808,064
Financing revenue	32,099	28,003	88,319	89,532
<b>Total Revenue</b>	<b>4,625,380</b>	<b>21,081,244</b>	<b>5,459,858</b>	<b>64,236,085</b>
<b>Expenses</b>				
Transportation and distribution expenses	1,438,443	1,116,194	4,035,807	3,866,092
General and administrative	2,793,568	2,494,240	10,195,635	8,104,502
Depreciation, amortization and ARO accretion expense	2,169,806	5,645,342	11,479,799	16,935,688
Loss on impairment of leased property	—	—	140,268,379	—
Loss on impairment and disposal of leased property	—	—	146,537,547	—
Loss on termination of lease	—	—	458,297	—
<b>Total Expenses</b>	<b>6,401,817</b>	<b>9,255,776</b>	<b>312,975,464</b>	<b>28,906,282</b>
<b>Operating Income (Loss)</b>	<b>\$ (1,776,437)</b>	<b>\$ 11,825,468</b>	<b>\$ (307,515,606)</b>	<b>\$ 35,329,803</b>
<b>Other Income (Expense)</b>				
Net distributions and other income	\$ 29,654	\$ 360,182	\$ 449,512	\$ 902,056
Interest expense	(2,247,643)	(2,777,122)	(8,053,650)	(7,582,199)
Gain (loss) on extinguishment of debt	—	(28,920,834)	11,549,968	(33,960,565)
<b>Total Other Income (Expense)</b>	<b>(2,217,989)</b>	<b>(31,337,774)</b>	<b>3,945,830</b>	<b>(40,640,708)</b>
<b>Loss before income taxes</b>	<b>(3,994,426)</b>	<b>(19,512,306)</b>	<b>(303,569,776)</b>	<b>(5,310,905)</b>
<b>Income tax expense (benefit), net</b>	<b>(75,328)</b>	<b>(92,706)</b>	<b>(173,877)</b>	<b>417,328</b>
<b>Net Loss attributable to CorEnergy Stockholders</b>	<b>(3,919,098)</b>	<b>(19,419,600)</b>	<b>(303,395,899)</b>	<b>(5,728,233)</b>
Preferred dividend requirements	2,309,672	2,313,780	6,880,137	6,941,688
<b>Net Loss attributable to Common Stockholders</b>	<b>\$ (6,228,770)</b>	<b>\$ (21,733,380)</b>	<b>\$ (310,276,036)</b>	<b>\$ (12,669,921)</b>
<b>Other Financial Data <sup>(1)</sup></b>				
Adjusted EBITDAre	\$ 423,023	\$ 17,830,992	\$ 21,783,748	\$ 53,167,547
NAREIT FFO	(4,175,478)	(16,199,030)	(11,877,213)	3,932,790
FFO	(4,175,478)	(16,153,825)	(12,026,798)	4,136,700
AFFO	(2,879,414)	13,067,911	8,957,743	39,694,124

(1) Refer to the "Non-GAAP Financial Measures" section that follows for additional details.

### Three Months Ended September 30, 2020 Compared to the Three Months Ended September 30, 2019

**Revenue.** Consolidated revenues were \$4.6 million for the three months ended September 30, 2020 compared to \$21.1 million for the three months ended September 30, 2019, representing a decrease of \$16.5 million. Lease revenue was \$20 thousand for the three months ended September 30, 2020 compared to \$17.0 million for the three months ended September 30, 2019, resulting in a decrease of approximately \$17.0 million from the prior-year period. The decrease in lease revenue was primarily driven by (i) the non-payment of rent due for the GIGS asset (\$10.2 million), (ii) the decrease in base rent resulting from the sale of our Pinedale LGS asset during the second quarter of 2020 (\$5.5 million) and (iii) the decrease in participating rent at Pinedale (\$1.4 million). Refer to Part I, Item 1, Note 3 ("Leased Properties And Leases") for further discussion of the nonpayment of rent by the EGC Tenant and the sale of the Pinedale LGS asset.

Transportation and distribution revenue from our subsidiaries, MoGas and Omega, was \$4.6 million and \$4.1 million for the three months ended September 30, 2020 and 2019, respectively, representing an increase of \$505 thousand. The increase was primarily driven by the FERC rate case settlement between MoGas and FERC, which was approved in August of 2019. The

Company recorded the final refund liability adjustment upon settlement in the third quarter of 2019; therefore, the revenue recognized for the three months ended September 30, 2020 is at the final settlement rates. The increase was also driven by increased system maintenance at Omega due to the timing of projects.

*Transportation and Distribution Expenses.* Transportation and distribution expenses were \$1.4 million and \$1.1 million for the three months ended September 30, 2020 and 2019, respectively, representing an increase of \$322 thousand. The increase relates primarily to higher system maintenance expense at Omega due to the timing of projects.

*General and Administrative Expenses.* General and administrative expenses were \$2.8 million for the three months ended September 30, 2020 compared to \$2.5 million for the three months ended September 30, 2019. The most significant components of the variance from the prior-year period are outlined in the following table and explained below:

	<b>For the Three Months Ended</b>	
	<b>September 30, 2020</b>	<b>September 30, 2019</b>
Management fees	\$ 932,457	\$ 1,644,484
Acquisition and professional fees	1,589,673	560,939
Other expenses	271,438	288,817
<b>Total</b>	<b>\$ 2,793,568</b>	<b>\$ 2,494,240</b>

Management fees are directly proportional to our asset base. For the three months ended September 30, 2020, management fees decreased \$712 thousand compared to the prior-year period primarily due to (i) a decrease in our asset base as a result of the sale of the Pinedale LGS at the end of the second quarter of 2020 and (ii) a decrease in the incentive fee, which was not earned in the current period. The management fee for the three months ended September 30, 2020 and 2019 was reduced by approximately \$247 thousand and \$255 thousand, respectively, as a result of waivers to exclude the net proceeds from the 5.875% Convertible Notes offering in August of 2019 (other than the cash portion of such proceeds utilized in connection with the exchange of the Company's 7.00% Convertible Notes). See Part I, Item 1, Note 8 ("Management Agreement") for additional information.

Acquisition and professional fees for the three months ended September 30, 2020 increased \$1.0 million from the prior-year period, primarily as a result of a \$932 thousand increase in asset acquisition expenses. The increase in asset acquisition expenses was attributable to elevated expenses in the current-year period related to acquisition opportunities that have advanced to various stages of due diligence. Generally, we expect asset acquisition expenses to be repaid over time from income generated by acquisitions. However, any particular period may reflect significant expenses arising from third party legal, engineering, and consulting fees that are incurred in the early to mid-stages of due diligence. As a result, asset acquisition expenses of \$947 thousand for the three months ended September 30, 2020 are reflected as an addback to AFFO. Refer to the "Non-GAAP Financial Measures" section for a reconciliation of Net Loss attributable to CorEnergy stockholders to AFFO. Professional fees increased \$97 thousand primarily as a result of higher legal and consulting costs in the current-year period related to the ongoing litigation with EGC/Cox Oil and asset monitoring.

*Depreciation, Amortization and ARO Accretion Expense.* Depreciation, amortization and ARO accretion expense was \$2.2 million and \$5.6 million for the three months ended September 30, 2020 and 2019, respectively. This decrease was primarily related to depreciation expense, which decreased approximately \$3.5 million for the three months ended September 30, 2020 compared to the three months ended September 30, 2019. The decrease in depreciation expense was driven by (i) a full quarter reduction in depreciation for the Pinedale LGS as a result of the sale of the asset to Ultra Wyoming at the end of the second quarter of 2020 (\$2.2 million) and (ii) the impairment of the GIGS asset during the first quarter of 2020 which resulted in a reduced carrying value and a decrease in the remaining useful life of the GIGS asset beginning in the second quarter of 2020 (\$1.3 million).

*Net Distributions and Other Income.* Net distributions and other income was \$30 thousand for the three months ended September 30, 2020 compared to \$360 thousand for the three months ended September 30, 2019. This decrease was primarily related to interest income, which decreased approximately \$314 thousand from the prior-year period due to a reduction in cash and declining interest rates during the three months ended September 30, 2020.

*Interest Expense.* For the three months ended September 30, 2020 and 2019, interest expense totaled approximately \$2.2 million and \$2.8 million, respectively. The decrease of \$529 thousand was primarily attributable to lower interest expense due to (i) the maturity of the remaining outstanding 7.00% Convertible Notes during the second quarter of 2020, (ii) the settlement of the Amended Pinedale Term Credit Facility at the end of the second quarter of 2020, partially offset by (iii) additional interest expense incurred as a result of the 5.875% Convertible Notes Offering in August of 2019. For additional information, see Part I, Item 1, Note 10 ("Debt").

*Loss on Extinguishment of Debt.* For the three months ended September 30, 2019, a loss on extinguishment of debt of \$28.9 million was recorded in connection with the 7.00% Convertible Notes exchange entered into on August 15, 2019. For additional information, see Part I, Item 1, Note 10 ("Debt"). There was no loss on extinguishment of debt recorded for the three months ended September 30, 2020.

*Income Tax Benefit.* Income tax benefit was \$75 thousand for the three months ended September 30, 2020, as compared to \$93 thousand for the three months ended September 30, 2019. The income tax benefit in the current year period is primarily the result of an increase in net operating loss carryforwards generated at certain TRS entities, partially offset by certain fixed asset and deferred contract revenue activities. The income tax benefit recorded in the prior-year period was primarily the result of an increase in net operating loss carryforwards generated at certain TRS entities and the impact of the refund liability related to the FERC rate case settlement, partially offset by certain fixed asset and deferred contract revenue activities.

*Net Loss.* Net loss attributable to CorEnergy stockholders was \$(3.9) million and \$(19.4) million for the three months ended September 30, 2020 and 2019, respectively. After deducting \$2.3 million for the portion of preferred dividends that are allocable to both respective periods, net loss attributable to common stockholders for the three months ended September 30, 2020 was \$(6.2) million, or \$(0.46) per basic and diluted common share as compared to \$(21.7) million, or \$(1.65) per basic and diluted common share for the prior-year period.

**Nine Months Ended September 30, 2020 Compared to the Nine Months Ended September 30, 2019**

*Revenue.* Consolidated revenues were \$5.5 million for the nine months ended September 30, 2020 compared to \$64.2 million for the nine months ended September 30, 2019. Lease revenue was \$21.3 million and was fully offset by the non-cash write-off of the deferred rent receivable of \$30.1 million related to the Grand Isle Lease Agreement, resulting in a loss of \$8.8 million for the nine months ended September 30, 2020. Lease revenue was \$50.3 million for the nine months ended September 30, 2019, resulting in a decrease of approximately \$59.1 million from the prior-year period. The decrease in lease revenue was driven primarily by (i) the non-cash write-off of the deferred rent receivable (\$30.1 million), which was determined to be no longer probable of collection in the first quarter of 2020, (ii) the non-payment of rent due for the GIGS asset in the second and third quarters of 2020 (\$20.3 million), (iii) the decrease in rent resulting from the sale of our Pinedale LGS asset during the second quarter of 2020 (\$5.2 million) and (iv) the decrease in participating rent at Pinedale (\$3.4 million). Refer to Part I, Item 1, Note 3 ("Leased Properties And Leases") for further discussion of the impairment of the deferred rent receivable, nonpayment of rent by the EGC Tenant and the sale of the Pinedale LGS asset.

Transportation and distribution revenue from our subsidiaries, MoGas and Omega, was \$14.2 million and \$13.8 million for the nine months ended September 30, 2020 and 2019, respectively, representing an increase of approximately \$348 thousand. The increase was primarily driven by increased system maintenance at Omega due to the timing of projects.

*Transportation and Distribution Expenses.* Transportation and distribution expenses remained relatively consistent at \$4.0 million and \$3.9 million for the nine months ended September 30, 2020 and 2019, respectively, representing an increase of approximately \$170 thousand. The increase relates primarily to higher system maintenance expense at Omega due to the timing of projects, partially offset by lower legal and maintenance costs at MoGas.

*General and Administrative Expenses.* General and administrative expenses were \$10.2 million for the nine months ended September 30, 2020 compared to \$8.1 million for the nine months ended September 30, 2019. The most significant components of the variance from the prior-year period are outlined in the following table and explained below:

	<b>For the Nine Months Ended</b>	
	<b>September 30, 2020</b>	<b>September 30, 2019</b>
Management fees	\$ 4,139,721	\$ 5,176,223
Acquisition and professional fees	5,076,904	1,845,381
Other expenses	979,010	1,082,898
<b>Total</b>	<b>\$ 10,195,635</b>	<b>\$ 8,104,502</b>

Management fees are directly proportional to our asset base. For the nine months ended September 30, 2020, management fees decreased \$1.0 million compared to the prior-year period primarily due to (i) a decrease in our asset base as a result of the sale of the Pinedale LGS at the end of the second quarter of 2020, (ii) the management fee waivers in the current-year period to exclude the net proceeds from the 5.875% Convertible Notes offering in August of 2019 (other than the cash portion of such proceeds utilized in connection with the exchange of the Company's 7.00% Convertible Notes) and (iii) a full waiver of the incentive fee for the first quarter of 2020 and no incentive fee earned for the second and third quarters of 2020. The management fee waivers to exclude the net proceeds from the 5.875% Convertible Notes offering in August of 2019 waived approximately \$749 thousand and \$255 thousand of the management fees for the nine months ended September 30, 2020 and 2019, respectively. In connection with the management fee waivers covering the nine months ended September 30, 2020, we also agreed with the Manager that the incremental management fees paid for the second quarter of 2020 would include approximately \$592 thousand for the assets involved in the Pinedale Transaction, which were under management for all but the last day of the prior period. See Part I, Item 1, Note 8 ("Management Agreement") for additional information.

Acquisition and professional fees for the nine months ended September 30, 2020 increased \$3.2 million from the prior-year period primarily as a result of professional fees, which increased approximately \$2.2 million during the current-year period. The increase in professional fees was attributable to (i) higher legal and consulting costs in the current-year period related to the ongoing litigation with EGC/Cox Oil and valuation of the GIGS asset and (ii) higher legal and consulting costs related to the UPL bankruptcy and the ultimate sale of our Pinedale LGS asset to Ultra Wyoming. Asset acquisition expenses increased approximately \$988 thousand due to acquisition opportunities which have advanced into various stages of due diligence. Generally, we expect asset acquisition expenses to be repaid over time from income generated by acquisitions. However, any particular period may reflect significant expenses arising from third party legal, engineering, and consulting fees that are incurred in the early to mid-stages of due diligence. As a result, asset acquisition expenses of \$1.1 million for the nine months ended September 30, 2020 are reflected as an addback to AFFO. Refer to the "Non-GAAP Financial Measures" section for a reconciliation of Net Loss attributable to CorEnergy stockholders to AFFO.

*Depreciation, Amortization and ARO Accretion Expense.* Depreciation, amortization and ARO accretion expense was \$11.5 million for the nine months ended September 30, 2020 compared to \$16.9 million for the nine months ended September 30, 2019. This decrease was primarily related to depreciation expense, which decreased approximately \$5.5 million for the nine months ended September 30, 2020 compared to the nine months ended September 30, 2019. The decrease in depreciation expense was driven by (i) a reduction in depreciation for the Pinedale LGS in the second and third quarters of 2020 as a result of the sale of the asset to Ultra Wyoming (\$2.9 million) and (ii) the impairment of the GIGS asset during the first quarter of 2020 which resulted in a reduced carrying value and a decrease in the remaining useful life of the GIGS asset beginning in the second quarter of 2020 (\$2.6 million).

*Loss on Impairment of Leased Property.* For the nine months ended September 30, 2020, we recognized a \$140.3 million loss on impairment of leased property related to our GIGS asset. The impairment analysis was triggered by the impacts of the COVID-19 pandemic and significant decline in the global energy markets, which adversely impacted the EGC Tenant under the Grand Isle Lease Agreement. Refer to Part I, Item 1, Note 3 ("Leased Properties And Leases") for further discussion of the impairment, including the valuation methodology used to determine the fair value of the GIGS asset.

*Loss on Impairment and Disposal of Leased Property.* For the nine months ended September 30, 2020, we recognized a \$146.5 million loss on impairment and disposal of leased property related to our Pinedale LGS asset. The impairment and sale of the Pinedale LGS was triggered by the bankruptcy of the Pinedale LGS tenant, Ultra Wyoming, during the second quarter of 2020. Refer to Part I, Item 1, Note 3 ("Leased Properties And Leases") for further discussion of the impairment and sale of the Pinedale LGS asset.

*Loss on Termination of Lease.* For the nine months ended September 30, 2020, we recognized a \$458 thousand loss on termination of lease related to the sale of our Pinedale LGS asset during the second quarter of 2020, which resulted in the termination of the Pinedale Lease Agreement. Refer to Part I, Item 1, Note 3 ("Leased Properties And Leases") for further discussion of the sale of the Pinedale LGS asset and lease termination.

*Net Distributions and Other Income.* Net distributions and other income for the nine months ended September 30, 2020 was \$450 thousand compared to \$902 thousand for the nine months ended September 30, 2019. The decrease was primarily related to interest income, which decreased approximately \$403 thousand from the prior-year period due to a reduction in cash and declining interest rates during the nine months ended September 30, 2020.

*Interest Expense.* For the nine months ended September 30, 2020 and 2019, interest expense totaled approximately \$8.1 million and \$7.6 million, respectively. The increase of \$471 thousand was primarily attributable to (i) additional interest expense incurred as a result of the 5.875% Convertible Notes Offering in August of 2019, partially offset by lower interest expense due to (ii) the exchanges completed during the first and third quarters of 2019 and maturity of the remaining outstanding 7.00%

Convertible Notes during the second quarter of 2020 and (iii) the settlement of the Amended Pinedale Term Credit Facility at the end of the second quarter of 2020. For additional information, see Part I, Item 1, Note 10 ("Debt").

*Gain (Loss) on Extinguishment of Debt.* For the nine months ended September 30, 2020, a gain on extinguishment of debt of \$11.5 million was recognized for (i) the release agreement entered into with Prudential for the Amended Pinedale Term Credit Facility in connection with the sale of the Pinedale LGS on June 30, 2020 (\$11.0 million) and (ii) the repurchase of the 5.875% Convertible Notes completed in April of 2020 (\$576 thousand). For the nine months ended September 30, 2019, a loss on extinguishment of debt totaling approximately \$34.0 million was recorded in connection with the 7.00% Convertible Notes exchanges completed during the first and third quarters of 2019. For additional information, see Part I, Item 1, Note 10 ("Debt").

*Income Tax Expense (Benefit).* Income tax benefit was \$174 thousand for nine months ended September 30, 2020, as compared to income tax expense of \$417 thousand for the nine months ended September 30, 2019. The income tax benefit in the current year period is primarily the result of net operating loss carrybacks allowed under the CARES Act enacted in March of 2020 and net operating loss carryforwards generated at certain of our TRS entities, partially offset by certain fixed asset, deferred contract revenue and refund liability settlement activities. The income tax expense recorded in the prior-year period was primarily the result of (i) a change in our state effective rate due to changes in state law and state operations by certain of our TRS entities, (ii) the impact of the 2018 K-1 for our Lightfoot investment and (iii) the impact of the refund liability related to the FERC rate case settlement.

*Net Loss.* Net loss attributable to CorEnergy stockholders was \$(303.4) million and \$(5.7) million for the nine months ended September 30, 2020 and 2019, respectively. After deducting \$6.9 million for the portion of preferred dividends that are allocable to both respective periods, net loss attributable to common stockholders for the nine months ended September 30, 2020 was \$(310.3) million, or \$(22.73) per basic and diluted common share compared to \$(12.7) million, or \$(0.98) per basic and diluted common share for the prior-year period.

### Common Equity Attributable to CorEnergy Stockholders per Share

As of September 30, 2020, our common equity decreased by approximately \$321.4 million to \$29.8 million from \$351.2 million as of December 31, 2019. This decrease principally consists of: (i) the net loss attributable to CorEnergy common stockholders of approximately \$310.3 million, which was driven by the impairment of leased property for the Grand Isle Gathering System (\$140.3 million), the impairment and disposal of leased property related to the Pinedale LGS (\$146.5 million) and the deferred rent receivable write-off for the Grand Isle Lease Agreement (\$30.1 million), partially offset by gains on extinguishment of debt (\$11.5 million) and (ii) dividends paid to our common stockholders of approximately \$11.6 million, partially offset by (iii) \$419 thousand of common stock issued pursuant to conversions of the 7.00% Convertible Notes. The decrease in the book value per common share as of September 30, 2020 was driven by accounting events related to the impairments and additional write-offs (discussed above) calculated in accordance with U.S. GAAP.

	<b>Book Value Per Common Share</b>	
<b>Analysis of Equity</b>	<b>September 30, 2020</b>	<b>December 31, 2019</b>
Series A Cumulative Redeemable Preferred Stock 7.375%, \$125,270,350 and \$125,493,175 liquidation preference (\$2,500 per share, \$0.001 par value), 10,000,000 authorized; 50,108 and 50,197 issued and outstanding at September 30, 2020 and December 31, 2019, respectively	\$ 125,270,350	\$ 125,493,175
Capital stock, non-convertible, \$0.001 par value; 13,651,521 and 13,638,916 shares issued and outstanding at September 30, 2020 and December 31, 2019 (100,000,000 shares authorized)	13,652	13,639
Additional paid-in capital	342,734,629	360,844,497
Accumulated retained deficit	(312,954,875)	(9,611,872)
<b>Total CorEnergy Stockholders' Equity</b>	<b>\$ 155,063,756</b>	<b>\$ 476,739,439</b>
Subtract: 7.375% Series A Preferred Stock	(125,270,350)	(125,493,175)
<b>Total CorEnergy Common Equity</b>	<b>\$ 29,793,406</b>	<b>\$ 351,246,264</b>
Common shares outstanding	13,651,521	13,638,916
Book Value per Common Share	\$ 2.18	\$ 25.75

### NON-GAAP FINANCIAL MEASURES

We use certain financial measures that are not recognized under GAAP. The non-GAAP financial measures used in this Report include earnings before interest, taxes, depreciation and amortization as defined by the National Association of Real Estate Investment Trusts ("EBITDAre"); EBITDAre as adjusted in the manner described below ("Adjusted EBITDAre"); NAREIT funds from operations ("NAREIT FFO"); funds from operations adjusted for securities investments ("FFO"); and FFO as further adjusted in the manner described below ("AFFO"). These supplemental measures are used by our management team and



are presented because we believe they help investors understand our business, performance and ability to earn and distribute cash to our stockholders by providing perspectives not immediately apparent from net loss. The presentation of EBITDA<sub>re</sub>, Adjusted EBITDA<sub>re</sub>, NAREIT FFO, FFO and AFFO are not intended to be considered in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP.

We offer these measures to assist the users of our financial statements in assessing our operating performance under U.S. GAAP, but these measures are non-GAAP measures and should not be considered measures of liquidity, alternatives to net loss or indicators of any other performance measure determined in accordance with GAAP, nor are they indicative of funds available to fund our cash needs, including capital expenditures (if any), to make payments on our indebtedness or to make distributions. Our method of calculating these measures may be different from methods used by other companies and, accordingly, may not be comparable to similar measures as calculated by other companies. Investors should not rely on these measures as a substitute for any GAAP measure, including net loss, cash flows from operating activities or revenues.

### EBITDA<sub>re</sub> and Adjusted EBITDA<sub>re</sub>

EBITDA<sub>re</sub> and Adjusted EBITDA<sub>re</sub> are non-GAAP financial measures that management and external users of our consolidated financial statements, such as industry analysts, investors and lenders may use to evaluate our ongoing operating results, including (i) the performance of our assets without regard to the impact of financing methods, capital structure or historical cost basis of our assets and (ii) the overall rates of return on alternative investment opportunities. EBITDA<sub>re</sub>, as established by NAREIT, is defined as net loss (calculated in accordance with GAAP) excluding interest expense, income tax, depreciation and amortization, gains or losses on disposition of depreciated property (including gains or losses on change of control), impairment write-downs of depreciated property and of investments in unconsolidated affiliates caused by a decrease in value of depreciated property in the affiliate, and adjustments to reflect the entity's pro rata share of EBITDA<sub>re</sub> of unconsolidated affiliates. Our presentation of Adjusted EBITDA<sub>re</sub> represents EBITDA<sub>re</sub> adjusted for deferred rent receivable write-off; (gain) loss on extinguishment of debt; provision for loan (gain) loss; and preferred dividend requirements.

We believe that the presentation of EBITDA<sub>re</sub> and Adjusted EBITDA<sub>re</sub> provides useful information to investors in assessing our financial condition and results of operations. Our presentation of EBITDA<sub>re</sub> is calculated in accordance with standards established by NAREIT, which may not be comparable to measures calculated by other companies that do not use the NAREIT definition of EBITDA<sub>re</sub>. In addition, although EBITDA<sub>re</sub> is a useful measure when comparing our results to other REITs, it may not be helpful to investors when comparing to non-REITs. Adjusted EBITDA<sub>re</sub> presented by other companies may not be comparable to our presentation, since each company may define these terms differently. EBITDA<sub>re</sub> and Adjusted EBITDA<sub>re</sub> should not be considered measures of liquidity and should not be considered as alternatives to operating income (loss), net loss or other indicators of performance determined in accordance with GAAP.

The following table presents a reconciliation of Loss Attributable to Common Stockholders, as reported in the Consolidated Statements of Operations to EBITDA<sub>re</sub> and Adjusted EBITDA<sub>re</sub>:

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2020	September 30, 2019	September 30, 2020	September 30, 2019
<b>Loss Attributable to Common Stockholders</b>	\$ (6,228,770)	\$ (21,733,380)	\$ (310,276,036)	\$ (12,669,921)
Add:				
Interest expense, net	2,247,643	2,777,122	8,053,650	7,582,199
Depreciation, amortization, and ARO accretion	2,169,806	5,645,342	11,479,799	16,935,688
Loss on impairment of leased property	—	—	140,268,379	—
Loss on impairment and disposal of leased property	—	—	146,537,547	—
Loss on termination of lease	—	—	458,297	—
Less:				
Income tax (expense) benefit	75,328	92,706	173,877	(417,328)
<b>EBITDA<sub>re</sub></b>	<b>\$ (1,886,649)</b>	<b>\$ (13,403,622)</b>	<b>\$ (3,652,241)</b>	<b>\$ 12,265,294</b>
Add:				
Deferred rent receivable write-off	—	—	30,105,820	—
(Gain) loss on extinguishment of debt	—	28,920,834	(11,549,968)	33,960,565
Preferred dividend requirements	2,309,672	2,313,780	6,880,137	6,941,688
<b>Adjusted EBITDA<sub>re</sub></b>	<b>\$ 423,023</b>	<b>\$ 17,830,992</b>	<b>\$ 21,783,748</b>	<b>\$ 53,167,547</b>

## **NAREIT FFO**

FFO is a widely used measure of the operating performance of real estate companies that supplements net loss determined in accordance with GAAP. As defined by NAREIT, NAREIT FFO represents net loss (computed in accordance with GAAP), excluding gains (or losses) from sales of depreciable operating property, impairment losses of depreciable properties, real estate-related depreciation and amortization (excluding amortization of deferred financing costs or loan origination costs) and other adjustments for unconsolidated partnerships and non-controlling interests. Adjustments for non-controlling interests are calculated on the same basis. We define FFO attributable to common stockholders as defined above by NAREIT less dividends on preferred stock. Our method of calculating FFO attributable to common stockholders may differ from methods used by other REITs and, as such, may not be comparable.

## **FFO ADJUSTED FOR SECURITIES INVESTMENTS (FFO)**

Due to the legacy investments that we held, we have also historically presented a measure of FFO, to which we refer herein as FFO Adjusted for Securities Investments which is derived by further adjusting NAREIT FFO for distributions received from investment securities, income tax expense (benefit) from investment securities, net distributions and other income and net realized and unrealized gain or loss on other equity securities.

We present NAREIT FFO and FFO Adjusted for Securities Investments because we consider it an important supplemental measure of our operating performance and believe that it is frequently used by securities analysts, investors, and other interested parties in the evaluation of REITs, many of which present FFO when reporting their results. FFO is a key measure we use in assessing performance and in making resource allocation decisions.

Both NAREIT FFO and FFO Adjusted for Securities Investments are intended to exclude GAAP historical cost depreciation and amortization of real estate and related assets, which assumes that the value of real estate diminishes ratably over time. Historically, however, real estate values have risen or fallen with market conditions, and that may also be the case with certain of the energy infrastructure assets in which we invest. NAREIT FFO and FFO Adjusted for Securities Investments exclude depreciation and amortization unique to real estate and gains and losses from property dispositions and extraordinary items. As such, these performance measures provide a perspective not immediately apparent from net loss when compared to prior-year periods. These metrics reflect the impact to operations from trends in base and participating rents, company operating costs, development activities, and interest costs.

We calculate NAREIT FFO in accordance with standards established over time by the Board of Governors of the National Association of Real Estate Investment Trusts, as restated and approved in a December 2018 White Paper and FFO Adjusted for Securities Investment as NAREIT FFO with additional adjustments described above due to our legacy investments. This may differ from the methodology for calculating FFO utilized by other REITs and, accordingly may not be comparable to such other REITs. NAREIT FFO and FFO Adjusted for Securities Investments do not represent amounts available for management's discretionary use because of needed capital for replacement or expansion, debt service obligations, or other commitments and uncertainties. NAREIT FFO and FFO Adjusted for Securities Investments, as we have historically reported, should not be considered as an alternative to net loss (computed in accordance with GAAP), as an indicator of our financial performance, or to cash flow from operating activities (computed in accordance with GAAP), as an indicator of our liquidity, or as an indicator of funds available for our cash needs, including our ability to make distributions or to service our indebtedness.

## **AFFO**

Management uses AFFO as a measure of long-term sustainable operational performance. AFFO in excess of dividends is used for debt repayment, capital reinvestment activities, funding our ARO liability, or other commitments and uncertainties which are necessary to sustain our dividend over the long term. AFFO should not be considered as an alternative to net loss (computed in accordance with GAAP), as an indicator of our financial performance, or as an alternative to cash flow from operating activities (computed in accordance with GAAP), as an indicator of our liquidity, or as an indicator of funds available for our cash needs, including our ability to make distributions or service our indebtedness.

For completeness, the following table sets forth a reconciliation of our net loss as determined in accordance with GAAP and our calculations of NAREIT FFO, FFO Adjusted for Securities Investments, and AFFO for the three and nine months ended September 30, 2020 and 2019. AFFO is a supplemental, non-GAAP financial measure which we define as FFO Adjusted for Securities Investment plus deferred rent receivable write-off, (gain) loss on extinguishment of debt, provision for loan (gain) loss, net of tax, transaction costs, amortization of debt issuance costs, accretion of asset retirement obligation, non-cash costs associated with derivative instruments, and certain costs of a nonrecurring nature, less maintenance, capital expenditures (if any), income tax (expense) benefit unrelated to securities investments, amortization of debt premium, and other adjustments as deemed appropriate by Management. Also presented is information regarding the weighted-average number of shares of our common stock outstanding used for the computation of per share data:



## NAREIT FFO, FFO Adjusted for Securities Investment and AFFO Reconciliation

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2020	September 30, 2019	September 30, 2020	September 30, 2019
<b>Net Loss attributable to CorEnergy Stockholders</b>	\$ (3,919,098)	\$ (19,419,600)	\$ (303,395,899)	\$ (5,728,233)
Less:				
Preferred Dividend Requirements	2,309,672	2,313,780	6,880,137	6,941,688
<b>Net Loss attributable to Common Stockholders</b>	\$ (6,228,770)	\$ (21,733,380)	\$ (310,276,036)	\$ (12,669,921)
Add:				
Depreciation	2,045,651	5,511,367	11,080,993	16,533,762
Amortization of deferred lease costs	7,641	22,983	53,607	68,949
Loss on impairment of leased property	—	—	140,268,379	—
Loss on impairment and disposal of leased property	—	—	146,537,547	—
Loss on termination of lease	—	—	458,297	—
<b>NAREIT funds from operations (NAREIT FFO)</b>	\$ (4,175,478)	\$ (16,199,030)	\$ (11,877,213)	\$ 3,932,790
Less:				
Income tax (expense) benefit from investment securities	—	(45,205)	149,585	(203,910)
<b>Funds from operations adjusted for securities investments (FFO)</b>	\$ (4,175,478)	\$ (16,153,825)	\$ (12,026,798)	\$ 4,136,700
Add:				
Deferred rent receivable write-off	—	—	30,105,820	—
(Gain) loss on extinguishment of debt	—	28,920,834	(11,549,968)	33,960,565
Transaction costs	946,817	14,799	1,145,807	157,380
Amortization of debt issuance costs	308,061	313,022	961,975	893,084
Accretion of asset retirement obligation	116,514	110,992	345,199	332,977
Income tax expense (benefit)	(75,328)	(137,911)	(24,292)	213,418
<b>Adjusted funds from operations (AFFO)</b>	\$ (2,879,414)	\$ 13,067,911	\$ 8,957,743	\$ 39,694,124
Weighted Average Shares of Common Stock Outstanding:				
Basic	13,651,521	13,188,546	13,650,449	12,870,357
Diluted	13,651,521	15,609,545	13,650,449	15,197,745
<b>NAREIT FFO attributable to Common Stockholders</b>				
Basic	\$ (0.31)	\$ (1.23)	\$ (0.87)	\$ 0.31
Diluted <sup>(1)</sup>	\$ (0.31)	\$ (1.23)	\$ (0.87)	\$ 0.31
<b>FFO attributable to Common Stockholders</b>				
Basic	\$ (0.31)	\$ (1.22)	\$ (0.88)	\$ 0.32
Diluted <sup>(1)</sup>	\$ (0.31)	\$ (1.22)	\$ (0.88)	\$ 0.32
<b>AFFO attributable to Common Stockholders</b>				
Basic	\$ (0.21)	\$ 0.99	\$ 0.66	\$ 3.08
Diluted <sup>(2)</sup>	\$ (0.21)	\$ 0.94	\$ 0.66	\$ 2.89

(1) For the three and nine months ended September 30, 2020 and 2019 diluted per share calculations exclude dilutive adjustments for convertible note interest expense, discount amortization and deferred debt issuance amortization because such impact is antidilutive. For periods presented without per share dilution, the number of weighted average diluted shares is equal to the number of weighted average basic shares presented. Refer to the Convertible Note Interest Expense table in Part I, Item 1, Note 10 ("Debt") for additional details.

(2) For the three and nine months ended September 30, 2019, diluted per share calculations include a dilutive adjustment for convertible note interest expense. Refer to the Convertible Note Interest Expense table in Part I, Item 1, Note 10 ("Debt") for additional details.

## DIVIDENDS

Our portfolio of real property assets and promissory notes generates cash flow from which we pay distributions to stockholders. For the period ended September 30, 2020, the primary sources of our stockholder distributions include transportation and distribution revenue from MoGas and Omega due to the deterioration in our lease cash flows previously reported and described further below. Deterioration in the cash flows generated by MoGas and Omega would further impact our ability to fund distributions to stockholders.

As described elsewhere in this Report, our lease revenue and cash flows have been adversely impacted in the second and third quarters of 2020 as a result of the impacts of the COVID-19 pandemic and significant decline in the global energy markets, which resulted in our EGC Tenant's election to cease paying rent under the Grand Isle Lease Agreement beginning in the second quarter of 2020. The EGC's Tenant's nonpayment of rent resulted in reduced lease revenue cash flows of \$9.7 million

and \$12.1 million for the second and third quarters of 2020, respectively. If the EGC Tenant elects to continue to not pay rent contractually due per the terms of the Grand Isle Lease Agreement, our lease revenue cash flows will be reduced by an additional \$12.1 million during the fourth quarter of 2020. Additionally, the impairment of the Grand Isle Gathering System discussed in Part I, Item 1, Note 3 ("Leased Properties And Leases") established a new fair value for the GIGS asset as of March 31, 2020, which is being depreciated over a shorter useful life beginning in the second quarter of 2020. Depreciation expense for the remainder of 2020 is expected to be \$1.2 million per quarter for the GIGS asset.

As discussed elsewhere in this Report, we sold the Pinedale LGS to Ultra Wyoming, which terminated the Pinedale Lease Agreement on June 30, 2020. As a result, our cash flows from lease revenue for the Pinedale Lease Agreement were reduced by \$5.5 million starting in the third quarter of 2020 and quarterly going forward. The base Pinedale lease revenue represented approximately \$22.0 million of our annual lease revenue. Depreciation and amortization expense related to the Pinedale LGS prior to the second quarter of 2020 was approximately \$2.2 million quarterly or approximately \$8.9 million annually.

Based on our asset base prior to the events and conditions described above, we targeted a ratio of AFFO to dividends of 1.5 times. We believe that this level of coverage provided a prudent reserve level to achieve dividend stability and growth over the long term. For the period ended September 30, 2020, we realized a negative ratio of AFFO to dividends of (4.22) times, which is significantly below our target ratio. The significant decrease in our AFFO coverage ratio is due to the loss of revenue from our GIGS asset due to the EGC Tenant's nonpayment of rent, the loss of Pinedale LGS rent and increased general and administrative costs for the matters discussed in this Report related to the GIGS and Pinedale LGS assets. We expect our AFFO coverage ratio in subsequent quarters to continue to be adversely impacted until we can recover rent contractually due from the EGC Tenant under the Grand Isle Lease Agreement or engage in additional asset acquisitions to enhance our revenue generating asset base. The Board of Directors will continue to evaluate our dividend payments on a quarterly basis. There is no assurance that we will continue to make regular dividend payments at current levels.

Distributions to common stockholders are recorded on the ex-dividend date and distributions to preferred stockholders are recorded when declared by the Board of Directors. The characterization of any distribution for federal income tax purposes will not be determined until after the end of the taxable year.

A REIT is generally required to distribute during the taxable year an amount equal to at least 90 percent of the REIT taxable income (determined under Internal Revenue Code section 857(b)(2), without regard to the deduction for dividends paid). We intend to adhere to this requirement in order to maintain our REIT status. The Board of Directors will continue to determine the amount of any distribution that we expect to pay our stockholders. Dividend payouts may be affected by cash flow requirements and remain subject to other risks and uncertainties.

On February 28, 2020, we paid dividends of \$0.75 per share of common stock and \$0.4609375 per depositary share for our 7.375% Series A Preferred Stock.

On May 29, 2020, we paid dividends of \$0.05 per share of common stock and \$0.4609375 per depositary share for our 7.375% Series A Preferred Stock.

On August 31, 2020 we paid dividends of \$0.05 per share of common stock and \$0.4609375 per depositary share for our 7.375% Series A Preferred Stock.

On October 27, 2020, our Board of Directors declared dividends of \$0.05 per share of common stock and \$0.4609375 per depositary share for our 7.375% Series A Preferred Stock payable on November 30, 2020. As previously disclosed in our Current Report on Form 8-K filed on October 27, 2020, we will pay this quarter's common stock dividend entirely in cash.

## **MAJOR TENANTS**

As of September 30, 2020, we had one significant lease following the sale of the Pinedale LGS and termination of Pinedale Lease Agreement on June 30, 2020. For additional information concerning the remaining lease and the sale of the Pinedale LGS and termination of the Pinedale Lease Agreement, see Part I, Item 1, Note 3 ("Leased Properties And Leases") included in this Report.

## **ASSET PORTFOLIO AND RELATED DEVELOPMENTS**

For detailed descriptions of our asset portfolio and related operations, please refer to Part I, Item 2 "Properties" in our Annual Report on Form 10-K for the year ended December 31, 2019, and to Part I, Item 1, Note 3 ("Leased Properties And Leases"), Note 4 ("Transportation And Distribution Revenue") and Note 5 ("Financing Notes Receivable") included in this Report. This section provides additional information concerning material developments related to our asset portfolio (excluding the Pinedale LGS) that occurred during and subsequent to the period ended September 30, 2020. For additional information concerning the

sale of the Pinedale LGS effective June 30, 2020, refer to the disclosure under the heading "Impairment and Sale of the Pinedale Liquids Gathering System" in Part I, Item 1, Note 3 ("Leased Properties And Leases") in this Report.

### **Grand Isle Gathering System**

On October 18, 2018, EGC was acquired by an affiliate of the privately-held Gulf of Mexico operator, Cox Oil. With the purchase of EGC by Cox Oil, it is anticipated that EGC will remain a separate subsidiary owned by an affiliate of Cox Oil, and that EGC (not Cox Oil) will continue to be the guarantor of the tenant's obligations under the Lease Agreement. Prior to April 1, 2020, EGC had met its obligations to make lease payments.

On April 1, 2020, the EGC Tenant ceased paying rent due. The EGC Tenant is contractually obligated to pay rent and rent continues to accrue whether or not oil is being shipped. Following EGC Tenant's failure to pay rent due for April of 2020, a default occurred under the Grand Isle Lease Agreement. The EGC Tenant failed to make required rent payments through November of 2020. While we have seen an improvement in the situation at our GIGS asset amid rising oil prices from the low points in early 2020 and a restart of production by EGC Tenant in June 2020, we continue to seek resolution of the nonpayment of rent. These efforts were slowed by events in the third quarter, including multiple hurricanes and related shut-ins.

We are engaged in a number of legal matters with EGC and the EGC Tenant regarding the Grand Isle Lease Agreement, including the nonpayment of rent and EGC's attempt to set aside the guarantee obligations of EGC under the lease. We intend to enforce our rights under the lease, including previously disclosed efforts to enforce the reporting requirements in the lease, and expect to be able to enforce the guaranty. We have reached an agreement with EGC, the EGC Tenant and Cox Oil to stay each of the above-referenced legal matters indefinitely while seeking a business resolution for their various disputes. However, if the parties are unable to reach a settlement, we will resume these legal proceedings. For additional information, please refer to Part I, Item 1, Note 3 ("Leased Properties And Leases") and Part II, Item 1, Legal Proceedings, in this Report.

### **MoGas Pipeline**

On April 24, 2020, MoGas entered into a Facilities Interconnect Agreement with Spire STL Pipeline LLC ("STL Pipeline"). Under the terms of the agreement, MoGas will construct an interconnect to allow gas to be delivered by STL Pipeline and received by MoGas for an estimated cost of approximately \$3.9 million. Construction began during the third quarter of 2020 and is expected to be completed during the fourth quarter of 2020 at which point MoGas is expected to begin receiving incremental revenue as described below.

During the fourth quarter of 2020, MoGas entered into a new long-term firm transportation services agreement with Spire, its largest customer. Upon completion of the STL Interconnect project as described above, the agreement will increase Spire's firm capacity from 62,800 dekatherms per day to 145,600 dekatherms per day through October 2030 and replace the previous firm transportation agreement. The new transportation contract is expected to generate approximately \$2.0 million of incremental revenue annually.

MoGas has also entered into an additional ten-year firm transportation services agreement with Ameren Energy, an existing customer. The new agreement will provide incremental revenue for MoGas beginning in the fourth quarter of 2020 and is expected to generate approximately \$1.0 million of incremental revenue annually.

## **CONTRACTUAL OBLIGATIONS**

The following table summarizes our significant contractual payment obligations as of September 30, 2020:

	<b>Contractual Obligations</b>				
	<b>Notional Value</b>	<b>Less than 1 year</b>	<b>1-3 years</b>	<b>3-5 years</b>	<b>More than 5 years</b>
5.875% Convertible Debt	\$ 118,050,000	\$ —	\$ —	\$ 118,050,000	\$ —
Interest payments on 5.875% Convertible Debt		6,935,438	13,870,875	13,870,875	—
<b>Totals</b>		<b>\$ 6,935,438</b>	<b>\$ 13,870,875</b>	<b>\$ 131,920,875</b>	<b>\$ —</b>

Fees paid to Corridor under the Management Agreement and the Administrative Agreement are not included because they vary as a function of the value of our total asset base. For additional information, see Part I, Item 1, Note 8 ("Management Agreement") included in this Report.

## **SEASONALITY**

Our operating companies, MoGas and Omega, generally have stable revenues throughout the year and will complete necessary pipeline maintenance during the "non-heating" season, or quarters two and three. Therefore, operating results for the interim periods are not necessarily indicative of the results that may be expected for the full year.

## OFF-BALANCE SHEET ARRANGEMENTS

We do not have, and are not expected to have, any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

## IMPACT OF INFLATION AND DEFLATION

Deflation can result in a decline in general price levels, often caused by a decrease in the supply of money or credit. The predominant effects of deflation are high unemployment, credit contraction, and weakened consumer demand. Restricted lending practices could impact our ability to obtain financings or to refinance our properties and our tenants' ability to obtain credit. During inflationary periods, we intend for substantially all of our tenant leases to be designed to mitigate the impact of inflation. Often, our leases include rent escalators that are based on the CPI, or other agreed upon metrics that increase with inflation.

## LIQUIDITY AND CAPITAL RESOURCES

### Overview

At September 30, 2020, we had liquidity of approximately \$162.1 million comprised of cash of \$104.2 million plus revolver availability of \$57.9 million. As discussed under the "CorEnergy Credit Facility" below, revolver availability excluded any borrowing base value from our GIGS asset, and there were no borrowings outstanding as of September 30, 2020. We use cash flows generated from our operations to fund current obligations, projected working capital requirements, debt service payments and dividend payments. As discussed in Part I, Item 1, Note 3 ("Leased Properties And Leases"), our tenant of the GIGS asset, EGC Tenant, a wholly owned indirect subsidiary of Cox Oil, elected to cease paying rent beginning in April 2020 through November 2020 to date, which significantly impacts our cash flows from operations. Additionally, we closed on the sale of the Pinedale LGS on June 30, 2020, and the Pinedale Lease Agreement was terminated. The resulting loss of rent from the Pinedale Lease Agreement significantly impacts our future cash flows from operations.

While our cash flows from operations have been and may continue to be adversely impacted by the events and conditions described above, management expects that our current cash liquidity will be sufficient to fund future operating requirements during this period of uncertainty. As discussed in Part I, Item 1, Note 10 ("Debt"), based on our analysis of future compliance with our financial covenants, management has determined that we may violate certain financial covenants under our CorEnergy Credit Facility starting in the fourth quarter of 2020 if covenant waivers are not obtained. If we were to violate one or more financial covenants, the lenders could declare us in default and could accelerate the amounts due under a portion or all of our outstanding debt under the CorEnergy Credit Facility. Further, a default under one debt agreement could trigger cross-default provisions within certain of our other debt agreements. While these conditions raise substantial doubt about our ability to continue as a going concern within one year after the financial statements are issued, management has concluded that such doubt is mitigated by the considerations discussed below, which lead to a conclusion that we will continue to be able to fund current obligations as they become due one year from the date of issuance of the financial statements included in this Report.

We are in the process of working with our lenders and believe we will receive waivers with respect to the affected financial covenants before any covenants are violated. However, any waivers would be granted at the sole discretion of the lenders, and there can be no assurance that we will be able to obtain such waivers. Additionally, we currently have no borrowings or expected future borrowings on our CorEnergy Credit Facility, which mitigates the cross-default provision under our 5.875% Convertible Notes described in Part I, Item 1, Note 10 ("Debt"). As discussed in Part I, Item 1, Note 3 ("Leased Properties And Leases"), we sold the Pinedale LGS to Ultra Wyoming on June 30, 2020, with all cash related to the sale, along with cash available at Pinedale LP on the closing date, going to Prudential to satisfy the Amended Pinedale Term Credit Facility. The settlement of the Amended Pinedale Term Credit Facility eliminated certain default and cross-default considerations. Management believes these measures, as we continue to implement them, may enable us to comply with the financial covenants under our CorEnergy Credit Facility. In any event, should negotiations with our lenders concerning additional waivers prove unsuccessful, based on management's current projections, we would have sufficient liquidity to pay fees that would be due in connection with any termination of the CorEnergy Credit Facility, while also continuing to fund current obligations as they become due one year from the date of issuance of these financial statements.

Further, if our ability to access the capital markets is restricted, as currently is the case as discussed in Part I, Item 1, Note 11 ("Stockholders' Equity") or if debt or equity capital were unavailable on favorable terms, or at all, our ability to fund acquisition opportunities or to comply with the REIT distribution rules could be adversely affected.

There are acquisition opportunities that are in various stages of review, and consummation of any of these opportunities may depend on a number of factors beyond our control. There can be no assurance that any of these acquisition opportunities will

result in consummated transactions. As part of our disciplined investment philosophy, we plan to use a moderate level of leverage, approximately 25 percent to 50 percent of assets, supplemented with accretive equity issuance as needed, subject to current market conditions. We may invest in assets subject to greater leverage which could be both recourse and non-recourse to us.

### **Cash Flows - Operating, Investing, and Financing Activities**

The following table presents our consolidated cash flows for the periods indicated below:

	<b>For the Nine Months Ended</b>	
	<b>September 30, 2020</b>	<b>September 30, 2019</b>
	(Unaudited)	
Net cash provided by (used in):		
Operating activities	\$ 10,722,374	\$ 47,765,530
Investing activities	(834,878)	4,720,934
Financing activities	(26,529,735)	(1,343,531)
Net change in cash and cash equivalents	<u>\$ (16,642,239)</u>	<u>\$ 51,142,933</u>

#### Cash Flows from Operating Activities

Net cash flows provided by operating activities for the nine months ended September 30, 2020 were primarily attributable to (i) lease receipts of \$21.1 million (\$21.3 million lease revenue, plus \$245 thousand of variable rent recognized in the prior year and collected in the current year period, offset by \$493 thousand of straight-line rent accrued during the current year period, which was written-off at the end of the first quarter of 2020 in conjunction with the impairment of the deferred rent receivable), (ii) \$9.7 million in net contributions from our operating subsidiaries MoGas and Omega and (iii) \$466 thousand of income tax refunds, net, partially offset by (iv) \$10.2 million in general and administrative expenses, (v) \$9.1 million in cash paid for interest, (vi) a \$1.0 million cash payment accounted for as an incremental cost to obtain a transportation contract.

Net cash flows provided by operating activities for the nine months ended September 30, 2019 were primarily attributable to (i) lease receipts of \$46.6 million (\$50.3 million lease revenue, net of \$3.7 million of straight-line and variable rent accrued during the period) and (ii) \$13.7 million in net contributions from our operating subsidiaries MoGas and Omega, partially offset by (iii) \$8.1 million in general and administrative expenses and (iv) \$5.9 million in cash paid for interest.

#### Cash Flows from Investing Activities

Net cash flows used in investing activities for the nine months ended September 30, 2020 were primarily attributed to approximately \$886 thousand of property and equipment purchases related to the STL interconnect construction project at MoGas.

Net cash flows provided by investing activities for the nine months ended September 30, 2019 were primarily attributed to a \$5.0 million payment received on January 7, 2019 related to the promissory note entered into as a part of the Portland Terminal Facility sale.

#### Cash Flows from Financing Activities

Net cash flows used in financing activities for the nine months ended September 30, 2020 were primarily attributable to (i) common and preferred dividends paid of \$11.6 million and \$6.9 million, respectively, (ii) cash paid for the settlement of the Amended Pinedale Term Credit Facility of \$3.1 million, (iii) principal payments of \$1.8 million on our secured credit facilities, (iv) cash paid for the maturity of the 7.00% Convertible Notes of \$1.7 million and (v) cash paid for the extinguishment of the 5.875% Convertible Notes of \$1.3 million.

Net cash flows used in financing activities for the nine months ended September 30, 2019 were primarily attributable to (i) cash paid for the extinguishment of 7.00% Convertible Notes of \$78.9 million, (ii) common and preferred dividends paid of \$28.9 million and \$6.9 million, respectively and (iii) principal payments of \$2.6 million on our secured credit facilities, partially offset by (iv) net proceeds from the 5.875% Convertible Notes offering of \$116.4 million.

### **Revolving and Term Credit Facilities**

#### CorEnergy Credit Facility

On July 28, 2017, we entered into an amended and restated CorEnergy Credit Facility with Regions Bank, as lender and administrative agent for other participating lenders (collectively, with the Agent, the "Lenders"). The amended facility provides

for commitments of up to \$161.0 million, comprised of (i) increased commitments on the CorEnergy Revolver of up to \$160.0 million, subject to borrowing base limitations, and (ii) a \$1.0 million commitment on the MoGas Revolver. The amended facility has a 5-year term maturing on July 28, 2022.

Under the terms of the amended and restated CorEnergy Credit Facility, we are subject to certain financial covenants as follows: (i) a minimum debt service coverage ratio of 2.0 to 1.0; (ii) a maximum total leverage ratio of 5.0 to 1.0; (iii) a maximum senior secured recourse leverage ratio (which generally excludes debt from certain subsidiaries that are not obligors under the CorEnergy Credit Facility) of 3.0 to 1.0.; and (iv) a maximum total funded debt to capitalization ratio of 50 percent. In addition, there is a provision related to our ability to make distributions that is tied to AFFO and applicable REIT distribution requirements, and provides that, in the absence of any acceleration of maturity following an Event of Default, we may make distributions equal to the greater of the amount required to maintain our REIT status and 100 percent of AFFO for the trailing 12-month period.

Borrowings under the credit facility will typically bear interest on the outstanding principal amount using a LIBOR pricing grid that is expected to equal a LIBOR rate plus an applicable margin of 2.75 percent to 3.75 percent, based on our senior secured recourse leverage ratio. The facility contains, among other restrictions, certain financial covenants including the maintenance of certain financial ratios, as well as default and cross-default provisions customary for transactions of this nature (with applicable customary grace periods), all of which are substantially the same as under the prior facility.

Effective May 14, 2020, we entered into a Limited Consent with the Lenders under the CorEnergy Revolver that is part of the CorEnergy Credit Facility, pursuant to which the Lenders agreed to extend the required date for delivery of our financial statements for the fiscal quarter ended March 31, 2020 to coordinate with our previously announced extension of the filing date for our first quarter Form 10-Q pursuant to applicable SEC relief (which filing and delivery occurred within the permitted extension period). The Limited Consent also documented notice previously provided by us to the Agent that certain events of default occurred under the lease for our GIGS asset, as a result of the tenant under the Grand Isle Lease Agreement having failed to pay the rent due for April and May 2020. The Limited Consent is subject to our continued compliance with all of the other terms of the CorEnergy Revolver, and includes our agreement with the Lenders that the borrowing base value of the GIGS asset for purposes of the CorEnergy Revolver shall be zero, effective as of our March 31, 2020 balance sheet date. We also provided written notification to the Lenders of the EGC Tenant's nonpayment of rent in June, July and August 2020 and will provide any further required notices on a quarterly basis.

As of September 30, 2020, we were in compliance with all covenants and had no borrowings outstanding. We also had approximately \$57.9 million of available borrowing capacity on the CorEnergy Revolver. For a summary of the additional material terms of the CorEnergy Credit Facility, please refer to Part IV, Item 15, Note 11 ("Debt") included in our Annual Report on Form 10-K for the year ended December 31, 2019, and Part I, Item 1, Note 10 ("Debt") included in this Report.

#### Amended Pinedale Term Credit Facility

On December 29, 2017, Pinedale LP entered into the Amended Pinedale Term Credit Facility, with Prudential and a group of lenders affiliated with Prudential as lenders and Prudential serving as administrative agent. The new amended facility was a 5-year \$41.0 million term loan facility, bearing interest at a fixed rate of 6.5 percent, which was scheduled to mature on December 29, 2022. Principal payments of \$294 thousand, plus accrued interest, were payable monthly. Outstanding balances under the facility were secured by the Pinedale LGS assets.

As previously discussed in Part I, Item 1, Note 3 ("Leased Properties And Leases"), UPL's bankruptcy filing constituted a default under the terms of the Pinedale Lease Agreement with Pinedale LP. Such default under the Pinedale Lease Agreement was an event of default under the Amended Pinedale Term Credit Facility, which was secured by the Pinedale LGS. Among other things, an event of default could give rise to a Cash Control Period (as defined in the Amended Pinedale Term Credit Facility), which impacted Pinedale LP's ability to make distributions to the Company. During such a Cash Control Period, which was triggered May 14, 2020, by the bankruptcy filing of Ultra Wyoming and its parent guarantor, UPL, distributions by Pinedale LP to us were permitted to the extent required for us to maintain its REIT qualification, so long as Pinedale LP's obligations under the Amended Pinedale Term Credit Facility were not accelerated following an Event of Default (as defined in the Amended Pinedale Term Credit Facility).

Effective May 8, 2020, Pinedale LP entered into a Standstill Agreement with Prudential. The Standstill Agreement anticipated Pinedale LP's notification to Prudential of two Events of Default under the Amended Pinedale Term Credit Facility (the "Specified Events of Default") as a result of the occurrence of either (i) any bankruptcy filing by UPL or Ultra Wyoming and (ii) any resulting impact on Pinedale LP's net worth covenant under the Amended Pinedale Term Credit Facility due to any accounting impairment of the assets of Pinedale LP triggered by any such bankruptcy filing of Ultra Wyoming. Under the Standstill Agreement, Prudential agreed to forbear through September 1, 2020, or the earlier occurrence of a separate Event of Default under the Amended Pinedale Term Credit Facility (the "Standstill Period") from exercising any rights they may have



had to accelerate and declare the outstanding balance under the credit facility immediately due and payable as a result of the occurrence of either of the Specified Events of Default, provided that there were no other Events of Default and Pinedale LP continued to meet its obligations under all of the other terms of the Amended Pinedale Term Credit Facility. The Standstill Agreement also required that Pinedale LP not make any distributions to us during the Standstill Period and that interest was to accrue and be payable from the effective date of such agreement at the Default Rate of interest provided for in the Pinedale Facility, which increased the effective interest rate to 8.50%.

As previously discussed in Part I, Item 1, Note 3 ("Leased Properties And Leases"), Pinedale LP and us entered into a compromise and release agreement with Prudential related to the Amended Pinedale Term Credit Facility (the "Release Agreement"), which had an outstanding balance of approximately \$32.0 million, net of \$132 thousand of deferred debt issuance costs. Pursuant to the Release Agreement, the \$18.0 million sale proceeds were provided by Ultra Wyoming directly to Prudential at closing of the Pinedale LGS sale transaction on June 30, 2020. We also provided the remaining cash available at Pinedale LP of approximately \$3.3 million (including \$198 thousand for accrued interest) to Prudential in exchange for (i) the release of all liens on the Pinedale LGS and the other assets of Pinedale LP, (ii) the termination of our pledge of equity interests of the general partner of Pinedale LP, (iii) the termination and satisfaction in full of the obligations of Pinedale LP under the Amended Pinedale Term Credit Facility and (iv) a general release of any other obligations of Pinedale LP and/or us and our respective directors, officers, employees or agents pertaining to the Amended Pinedale Term Credit Facility. The Release Agreement resulted in a gain on extinguishment of debt of approximately \$11.0 million for the nine months ended September 30, 2020.

For a summary of the additional material terms of the Pinedale Term Credit Facility, please see Part IV, Item 15, Note 11 ("Debt") included in our Annual Report on Form 10-K for the year ended December 31, 2019, and Part I, Item 1, Note 10 ("Debt") included in this Report.

#### MoGas Revolver

On July 28, 2017, the terms of the MoGas Revolver were amended and restated in connection with the CorEnergy Credit Facility, as discussed above. As a result, commitments under the MoGas Revolver were reduced to \$1.0 million. Refer to Part I, Item 1, Note 10 ("Debt") for further information. As of September 30, 2020, the co-borrowers were in compliance with all covenants and there are no borrowings outstanding on the MoGas Revolver.

#### Mowood/Omega Revolver

The Mowood/Omega Revolver is used by Omega for working capital and general business purposes and is guaranteed and secured by the assets of Omega. The current maturity of the facility has been amended and extended to April 30, 2021. Interest accrues at LIBOR plus 4 percent and is payable monthly in arrears with no unused fee. There was no outstanding balance at September 30, 2020.

#### **Convertible Notes**

##### 7.00% Convertible Notes

As of December 31, 2019, we had \$2.1 million aggregate principal amount of 7.00% Convertible Notes outstanding following convertible note exchanges and conversions completed during 2019. Additionally, during the first quarter of 2020, certain holders elected to convert \$416 thousand of 7.00% Convertible Notes for approximately 12,605 shares of common stock. On June 12, 2020, the Company paid \$1.7 million in aggregate principal and \$59 thousand in accrued interest upon maturity of the 7.00% Convertible Notes to extinguish the remaining debt outstanding.

Refer to Part IV, Item 15, Note 11 ("Debt") included in our Annual Report on Form 10-K for the year ended December 31, 2019 and Part I, Item 1, Note 10 ("Debt") included in this Report for additional information concerning the 7.00% Convertible Notes.

##### 5.875% Convertible Notes

On August 12, 2019, we completed a private placement offering of \$120.0 million aggregate principal amount of 5.875% Convertible Senior Notes due 2025 to the initial purchasers of such notes for cash in reliance on an exemption from registration provided by Section 4(a)(2) of the Securities Act. The initial purchasers then resold the 5.875% Convertible Notes for cash equal to 100 percent of the aggregate principal amount thereof to qualified institutional buyers, as defined in Rule 144A under the Securities Act, in reliance on an exemption from registration provided by Rule 144A. The 5.875% Convertible Notes mature on August 15, 2025 and bear interest at a rate of 5.875 percent per annum, payable semi-annually in arrears on February 15 and August 15 of each year, beginning on February 15, 2020.

Holders may convert all or any portion of their 5.875% Convertible Notes into shares of our common stock at their option at any time prior to the close of business on the business day immediately preceding the maturity date. The initial conversion rate for the 5.875% Convertible Notes is 20.0 shares of common stock per \$1,000 principal amount of the 5.875% Convertible Notes, equivalent to an initial conversion price of \$50.00 per share of our common stock. Such conversion rate will be subject to adjustment in certain events as specified in the Indenture.

The Indenture for the 5.875% Convertible Notes specifies events of default, including default by the Company or any of its subsidiaries with respect to any debt agreements under which there may be outstanding, or by which there may be secured or evidenced, any debt in excess of \$25.0 million in the aggregate of the Company and/or any such subsidiary, resulting in such indebtedness becoming or being declared due and payable prior to its stated maturity.

Refer to Part IV, Item 15, Note 11 ("Debt") included in our Annual Report on Form 10-K for the year ended December 31, 2019 and Part I, Item 1, Note 10 ("Debt") included in this Report for additional information concerning the 5.875% Convertible Notes.

### **Shelf Registration Statements**

On October 30, 2018, we filed a shelf registration statement with the SEC, pursuant to which we registered 1,000,000 shares of common stock for issuance under our dividend reinvestment plan. As of September 30, 2020, we have issued 22,003 shares of common stock under our dividend reinvestment plan pursuant to the shelf resulting in remaining availability (subject to the current limitation discussed below) of approximately 977,997 shares of common stock.

On November 9, 2018, we had a new shelf registration statement declared effective by the SEC replacing our previously filed shelf registration statement, pursuant to which we may publicly offer additional debt or equity securities with an aggregate offering price of up to \$600.0 million. As described elsewhere in this Report, EGC and Cox Oil have refused to provide the financial statement information concerning EGC that we must file pursuant to SEC Regulation S-X. At least until we are able to file these EGC financial statements, we do not expect to be able to use this shelf registration statement, or the shelf registration statement filed for our dividend reinvestment plan, to sell our securities.

We have engaged in dialogue with the staff of the SEC in an effort to shorten the period during which we do not use our registration statements. We do not expect this period to be shortened until the EGC financial statement information has been received and filed. However, there can be no assurance that we will be successful in obtaining such relief.

### **Liquidity and Capitalization**

Our principal investing activities are acquiring and financing real estate assets within the U.S. energy infrastructure sector and concurrently entering into long-term triple-net participating leases with energy companies. These investing activities have often been financed from the proceeds of our public equity and debt offerings as well as our credit facilities mentioned above. We are also expanding our business development efforts to include other REIT qualifying revenue sources. Continued growth of our asset portfolio will depend in part on our continued ability to access funds through additional borrowings and securities offerings.

The following is our liquidity and capitalization as of September 30, 2020 and December 31, 2019:

<b>Liquidity and Capitalization</b>		
	<b>September 30, 2020</b>	<b>December 31, 2019</b>
Cash and cash equivalents	\$ 104,221,404	\$ 120,863,643
Revolver availability	\$ 57,863,913	\$ 136,358,445
Revolving credit facility	\$ —	\$ —
Long-term debt (including current maturities)	114,843,705	152,109,426
Stockholders' equity:		
Series A Preferred Stock 7.375%, \$0.001 par value	125,270,350	125,493,175
Capital stock, non-convertible, \$0.001 par value	13,652	13,639
Additional paid-in capital	342,734,629	360,844,497
Retained deficit	(312,954,875)	(9,611,872)
CorEnergy equity	155,063,756	476,739,439
Total CorEnergy capitalization	\$ 269,907,461	\$ 628,848,865

We also have two lines of credit for working capital purposes for two of our subsidiaries with maximum availability of \$1.5 million and \$1.0 million at both September 30, 2020 and December 31, 2019.



## **CRITICAL ACCOUNTING ESTIMATES**

The financial statements included in this Report are based on the selection and application of critical accounting policies, which require management to make significant estimates and assumptions. Critical accounting policies are those that are both important to the presentation of our financial condition and results of operations and require management's most difficult, complex, or subjective judgments. The preparation of the consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, recognition of distribution income, and disclosure of contingent assets and liabilities at the date of the consolidated financial statements. Actual results could differ from those estimates.

A discussion of our critical accounting estimates is presented under the heading "Critical Accounting Estimates" in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended December 31, 2019, as previously filed with the SEC. No material modifications have been made to our critical accounting estimates.

## **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Our business activities contain elements of market risk. As of September 30, 2020, there were no material changes to our market risk exposure as compared to the end of our preceding fiscal year ended December 31, 2019.

Long-term debt used to finance our acquisitions may be based on floating or fixed rates. As of September 30, 2020, we had long-term debt (net of current maturities) with a carrying value of \$114.8 million, all of which represents fixed-rate debt. Borrowings under our CorEnergy Revolver are variable rate, based on a LIBOR pricing spread. There were no outstanding borrowings under the CorEnergy Revolver at September 30, 2020, and accordingly, no market risk exposure on outstanding variable-rate debt.

We consider the management of risk essential to conducting our businesses. Accordingly, our risk management systems and procedures are designed to identify and analyze our risks, to set appropriate policies and limits and to continually monitor these risks and limits by means of reliable administrative and information systems and other policies and programs.

## **ITEM 4. CONTROLS AND PROCEDURES**

### **Conclusion Regarding Effectiveness of Disclosure Controls and Procedures**

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Accounting Officer (our principal executive and principal financial officers, respectively), we have evaluated the effectiveness of our disclosure controls and procedures, as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended, as of the end of the period covered by this Report. Based on that evaluation, these officers concluded that our disclosure controls and procedures were effective to ensure that the information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in the SEC rules and forms, and is accumulated and communicated to our management, including our Chief Executive Officer and Chief Accounting Officer, as appropriate, to allow timely decisions regarding required disclosure.

### **Changes in Internal Control over Financial Reporting**

There have been no changes in our internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act, that occurred during the quarterly period ending September 30, 2020 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. We have not experienced any material impact to our internal control over financial reporting due to the COVID-19 pandemic. We are continually monitoring and assessing the effects of COVID-19 pandemic on our internal controls to minimize the impact on their design and operating effectiveness.

## PART II. OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

As discussed in further detail in Part I, Item 1, Note 3 ("Leased Properties And Leases") in this Report, the Company initiated litigation on March 26, 2019 to enforce the terms of the Grand Isle Lease Agreement requiring that we be provided with copies of certain financial statement information that we are required to file pursuant to SEC Regulation S-X, as described in Section 2340 of the SEC Financial Reporting Manual, in the case *CorEnergy Infrastructure Trust, Inc. and Grand Isle Corridor, LP v. Energy XXI Gulf Coast, Inc. and Energy XXI GIGS Services, LLC*, Case No. 01-19-0228-CV in the 11th District Court of Harris County, Texas. The Company sought and obtained a temporary restraining order mandating that our tenant deliver the required financial statements. On April 1, 2019, that order was stayed pending an appeal by the tenant to the Texas First District Court of Appeals in Houston. On January 6, 2020, that appellate court rejected our tenant's appeal and remanded the case for further proceedings in the 11th District Court of Harris County, Texas. While the appeal was pending, the original temporary restraining order lapsed by its own terms. In May 2020, the trial court granted the Company's motion for partial summary judgment mandating our tenant deliver the required financial statements. While the parties have agreed to stay this case in order to facilitate settlement discussions (see below), the Company will pursue this litigation and all viable options to obtain and file the necessary tenant financial statements if a settlement is not reached.

In addition to the foregoing lawsuit, the Company's subsidiary, Grand Isle Corridor, LP ("Grand Isle"), filed a separate lawsuit against EGC and EGC Tenant to recover unpaid rent due and owing under the Grand Isle Lease Agreement. The lawsuit was filed in the 129th District Court of Harris County, Texas and is styled as *Grand Isle Corridor, LP v. Energy XXI Gulf Coast, Inc. and Energy XXI GIGS Services, LLC*, Case No. 202027212. Grand Isle has filed a motion for summary judgment against the EGC Tenant in this action. Grand Isle has filed two identical lawsuits in Harris County seeking unpaid rent for June and July (Case Nos. 202036038 and 202039219, respectively). These cases are currently stayed pending negotiation of a business resolution with EGC and EGC Tenant (see below). However, if the parties are unable to reach a settlement, the Company will resume these proceedings and will continue to initiate litigation each month for which rent is not paid.

On April 20, 2020, EGC and its parent company, CEXXI, LLC, filed an adversary proceeding against the Company and Grand Isle, *Energy XXI Gulf Coast, LLC and CEXXI, LLC v. Grand Isle Corridor, LP and CorEnergy Infrastructure Trust, Inc.*, Adv. No. 20-03084, in the United States Bankruptcy Court for the Southern District of Texas. In this suit, EGC is asking the bankruptcy court in which EGC filed for bankruptcy in 2016 to declare that the assignment and assumption of the guarantee of the Grand Isle Lease Agreement, which was a part of that earlier bankruptcy proceeding, is null and void. The Company believes this claim is meritless. While the parties have agreed to stay this case (see below), in the event the stay is lifted, the Company will seek to resolve this suit as quickly as possible so that it may enforce the guarantee against EGC in the state court proceedings referenced above.

During the third quarter of 2020, the Company and Grand Isle reached an agreement with EGC, EGC Tenant, and CEXXI, LLC to stay each of the above-referenced lawsuits indefinitely while seeking a business resolution for their various disputes. During the agreed stay, all deadlines in the pending actions are suspended, and the parties may not engage in discovery, file pleadings, or initiate any new lawsuits against each other. Any party may terminate the agreed stay and resume litigation upon five days' written notice.

### ITEM 1A. RISK FACTORS

Part I, Item 1A, "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2019, sets forth information relating to important risks and uncertainties that could materially adversely affect our business, financial condition, or operating results. Those risk factors continue to be relevant to an understanding of our business, financial condition, and operating results for the quarter ended September 30, 2020. There have been no material changes to the risk factors contained in our Annual Report on Form 10-K for the year ended December 31, 2019, except as set forth below:

***The recent outbreak of COVID-19 and certain developments in the global oil markets have had, and may continue to have, material adverse consequences for general economic, financial and business conditions, and could materially and adversely affect our business, financial condition, results of operations and liquidity and those of our tenants.***

The recent outbreak of COVID-19 has had and will continue to have, repercussions across local, national and global economies and financial markets. As a result, there has been a decline in the demand for, and thus also the market prices of, oil and natural gas and other products of our tenants. These declines were exacerbated by the production dispute between Russia and the members of OPEC, particularly Saudi Arabia, and the subsequent actions taken by such countries as a result thereof, including Saudi Arabia's subsequent discounting of the price of its crude oil exports.

Concerns over the negative effects of COVID-19 on economic and business prospects across the world have contributed to increased market and oil price volatility and have diminished expectations for the global economy. These factors, coupled with the emergence of decreasing business and consumer confidence and increasing unemployment resulting from the COVID-19 outbreak and the recent abrupt oil price decline, may precipitate a prolonged economic slowdown and recession. Any such prolonged period of economic slowdown or recession, or a protracted period of depressed prices for our tenants' products, could have significant adverse consequences for our tenants' financial condition and subsequently, our financial condition and could diminish our liquidity.

The effects of COVID-19 and the developments in the global oil markets could adversely impact our and our tenants' ability to successfully operate due to, among other factors:

- a general decline in business activity and demand which would adversely affect both our tenants' operations and our ability to grow through acquisitions;
- difficulty accessing debt and equity capital on attractive terms, or at all, and a severe disruption and instability in the global financial markets or deteriorations in credit and financing conditions may affect our or our tenants' ability to access capital necessary to fund business operations or replace or renew maturing liabilities on a timely basis, and may adversely affect the valuation of financial assets and liabilities, any of which could affect our ability to meet liquidity and capital expenditure requirements or have a material adverse effect on our business, financial condition, results of operations and cash flows;
- the declaration of bankruptcy by one or more of our tenants, such as the bankruptcy filing by UPL and Ultra Wyoming, our tenant for the Pinedale LGS, that led to the termination of the Pinedale Lease Agreement on June 30, 2020; and
- a deterioration in our and our tenants' ability to operate or operate in affected areas, or delays in the supply of products or services from our and our tenants' vendors that are needed for us and our tenants to operate effectively.

These factors have impacted, and may continue to impact, our tenants' ability and willingness to pay rent. Accordingly, they have also adversely impacted, and may continue to adversely impact, the income we receive. These factors may also require us to incur additional expenses that are not otherwise anticipated. The extent of this impact on our income and expenses may have a material adverse effect on our ability to pay any distributions to our common or preferred stockholders or to pay our lenders.

Further, the cessation of the operations of certain of our tenants may be expected to result in a reduction in our revenues and cash flows due to the impaired financial stability of our tenants. The worsening of our estimated future cash flows with respect to one or more properties adversely impacted by the effects on our tenants of the COVID-19 pandemic, coupled with ongoing market and oil price volatility, has resulted in substantial impairment charges with respect to the affected assets, and could result in the recognition of additional future asset impairment charges, which adversely impacts our financial results.

The full extent of the adverse impact of COVID-19 on our business, financial condition, liquidity and results of operations cannot be predicted and has been and may continue to be material. The magnitude will depend on factors beyond our control including actions taken by local, state, national and international governments, non-governmental organizations, the medical community, our tenants, and others. Moreover, risk factors set forth in our Annual Report on Form 10-K for the year ended December 31, 2019 could be heightened as a result of the impact of the COVID-19 or any other public health crisis.

***Our indebtedness could have important consequences, including impairing our ability to obtain additional financing or pay future distributions, as well as subjecting us to the risk of foreclosure on any mortgaged properties in the event of non-payment of the related debt.***

As of September 30, 2020, we had outstanding consolidated indebtedness of approximately \$118.1 million. Our leverage could have important consequences. For example, it could:

- result in the acceleration of a significant amount of debt for non-compliance with the terms of such debt or, if such debt contains cross-default or cross-acceleration provisions, other debt;
- materially impair our ability to borrow undrawn amounts under existing financing arrangements or to obtain additional financing or refinancing on favorable terms or at all;
- require us to dedicate a substantial portion of our cash flow to paying principal and interest on our indebtedness, thereby reducing the cash flow available to fund our business, to pay distributions, including those necessary to maintain REIT qualification, or to use for other purposes;
- increase our vulnerability to economic downturns;

- limit our ability to withstand competitive pressures; or
- reduce our flexibility to respond to changing business and economic conditions.

If we were to violate one or more financial covenants under our debt agreements, the lenders could declare us in default and could accelerate the amounts due under a portion or all of our outstanding debt. Further, a default under one debt agreement could trigger cross-default provisions within certain of our other debt agreements.

Additionally, the Indenture for the 5.875% Convertible Notes specifies events of default, including default by us or any of our subsidiaries with respect to any debt agreements under which there may be outstanding, or by which there may be secured or evidenced, any debt in excess of \$25.0 million in the aggregate of ours and/or any such subsidiary, resulting in such indebtedness becoming or being declared due and payable prior to its stated maturity.

Further, we expect to mortgage many of our properties to secure payment of indebtedness. If we are unable to meet mortgage payments, such failure could result in the loss of assets due to foreclosure and transfer to the mortgagee or sale on unfavorable terms with a consequent loss of income and asset value. A foreclosure of one or more of our properties could create taxable income without accompanying cash proceeds, and could adversely affect our financial condition, results of operations, cash flow, and ability to service debt and make distributions and the market of our stock.

***The transition away from LIBOR may adversely affect our cost to obtain financing.***

Our variable rate indebtedness under the CorEnergy Credit Facility and the Mowood/Omega Revolver use LIBOR as a benchmark for establishing the rate. LIBOR is the subject of recent national, international and other regulatory guidance and proposals for reform. These reforms and other pressures may cause LIBOR to disappear entirely or to perform differently than in the past. The consequences of these developments cannot be entirely predicted, but could include an increase in the cost of our variable rate indebtedness.

In July 2017, the Financial Conduct Authority, the authority that regulates LIBOR, announced it intends to stop compelling banks to submit rates for the calculation of LIBOR after 2021. The Alternative Reference Rates Committee ("ARRC") has proposed that the Secured Overnight Financing Rate ("SOFR") is the rate that represents best practice as the alternative to USD-LIBOR for use in derivatives and other financial contracts that are currently indexed to USD-LIBOR. ARRC has proposed a paced market transition plan to SOFR from USD-LIBOR and organizations are currently working on industry wide and company specific transition plans as it relates to derivatives and cash markets exposed to USD-LIBOR. There is no guarantee that a transition from LIBOR to an alternative will not result in financial market disruptions, significant increases in benchmark rates, or financing costs to borrowers. We have material contracts that are indexed to USD-LIBOR and we are monitoring this activity and evaluating the related risks.

## **ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

### **Dividends**

A REIT is generally required to distribute during the taxable year an amount equal to at least 90 percent of the REIT taxable income (determined under Internal Revenue Code section 857(b)(2), without regard to the deduction for dividends paid). We intend to adhere to this requirement in order to maintain our REIT status. The Board of Directors will continue to determine the amount of any distribution that we expect to pay our stockholders. Dividend payouts may be affected by cash flow requirements and remain subject to other risks and uncertainties, as discussed under the heading "Dividends" in Part I, Item 2 of this Report. Further, the terms of our amended and restated CorEnergy Credit Facility include a provision related to our ability to make distributions that is tied to AFFO and applicable REIT distribution requirements, and provides that, so long as there has not been any acceleration of maturity following an Event of Default, we may make distributions equal to the greater of the amount required to maintain our REIT status and 100 percent of AFFO for the trailing 12-month period.

## **ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

## **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**ITEM 5. OTHER INFORMATION*****Firm Transportation Service Agreement***

Given the timing of the event, the following information is included in this Form 10-Q pursuant to Item 1.01 "Entry into a Material Definitive Agreement" and Item 1.02 "Termination of a Material Definitive Agreement" of Form 8-K, in lieu of filing a separate Form 8-K.

Effective November 1, 2020, MoGas entered in to a long-term firm transportation services agreement with Spire, its largest customer. The new agreement, which extends through October 31, 2030, replaces the previous firm transportation services agreement, which was effective March 1, 2017. The new agreement will increase Spire's firm capacity from 62,800 dekatherms per day to 145,600 dekatherms per day which, together with revisions to the applicable transportation pricing, is expected to generate approximately \$2.0 million of incremental revenue annually.

**ITEM 6. EXHIBITS**

<b>Exhibit No.</b>	<b>Description of Document</b>
<a href="#">10.2.13*</a>	<a href="#">Letter Agreement, dated September 30, 2020, concerning Management Fee for September 30, 2020 under Management Agreement, dated May 8, 2015 and effective as of May 1, 2015, between Corridor InfraTrust Management, LLC and CorEnergy Infrastructure Trust, Inc.</a>
<a href="#">10.14.1*</a>	<a href="#">Firm Service Transportation Agreement, Contract No. FRM-SPR-1001, dated October 30, 2020, between MoGas Pipeline LLC and Spire Missouri, Inc.</a>
<a href="#">31.1*</a>	<a href="#">Certification by Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
<a href="#">31.2*</a>	<a href="#">Certification by Chief Accounting Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
<a href="#">32.1**</a>	<a href="#">Certification by Chief Executive Officer and Chief Accounting Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>
101**	The following materials from CorEnergy Infrastructure Trust, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2020, formatted in iXBRL (Inline Extensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statements of Equity, (iv) the Consolidated Statements of Cash Flows and (v) the Notes to Consolidated Financial Statements.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

\* Filed herewith.

\*\* Furnished herewith.

**COREENERGY INFRASTRUCTURE TRUST, INC.**

**SIGNATURES**

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

**COREENERGY INFRASTRUCTURE TRUST, INC.**

(Registrant)

By: /s/ Kristin M. Leitze

**Kristin M. Leitze**

**Chief Accounting Officer**

**(Principal Accounting Officer and Principal Financial Officer)**

**November 3, 2020**

By: /s/ David J. Schulte

**David J. Schulte**

**Chairman and Chief Executive Officer**

**(Principal Executive Officer)**

**November 3, 2020**



September 30, 2020

CorEnergy Infrastructure Trust, Inc.  
 1100 Walnut Street, Suite 3350  
 Kansas City, Missouri 64106

Re: **Management Fee for the Quarter Ended September 30, 2020**

Ladies and Gentlemen:

Reference is made to that certain Management Agreement, dated as of May 8, 2015 and effective as of May 1, 2015, by and between CorEnergy Infrastructure Trust, Inc., a Maryland corporation (the "Company"), and Corridor InfraTrust Management, LLC, a Delaware limited liability company (the "Manager") (as such agreement has been, and may be further, amended, restated, supplemented or otherwise modified from time to time, the "Management Agreement"). Capitalized terms used and not defined herein are used as defined in the Management Agreement.

The Company and the Manager have entered into this Letter Agreement, effective as of September 30, 2020, to clarify the application of the Management Fee provisions set forth in Section 8(a) of the Management Agreement to the Company's net proceeds from the August 12, 2019 private placement offering of 5.875% Convertible Senior Notes due 2025. This letter documents that the Manager has proposed, and the Company has agreed, that solely for the purpose of calculating the quarterly Management Fee due as of September 30, 2020, the definition of "Managed Assets" set forth in Section 8(a) of the Management Agreement shall be applied in a manner that reduces Managed Assets by the net proceeds from the August 12, 2019 private placement offering of 5.875% Convertible Senior Notes due 2025 (excluding the cash portion of such proceeds utilized in connection with the exchange of the Company's 7.00% Convertible Senior Notes due 2020). This letter in no way supersedes our May 9, 2016 letter agreement (effective March 31, 2016) concerning the Management Fee calculation.

The purpose of this waiver is to apply Section 8(a) of the Management Agreement to only the reinvested portion of the net proceeds, received during the third quarter of 2019, from the 5.875% Convertible Note offering. Except as specifically set forth herein, all other provisions of the Management Agreement shall remain in full force and effect and shall not be affected by this Letter Agreement. Please acknowledge your agreement to the foregoing by signing this Letter Agreement as indicated below.

Very truly yours,

**CORRIDOR INFRATRUST MANAGEMENT,  
 LLC**

By: /s/ Richard C. Green, Jr.

Name: Richard C. Green, Jr., Managing Director

*Agreed and accepted:*

**COREENERGY INFRASTRUCTURE TRUST, INC.**

By: /s/ David J. Schulte

Name: David J. Schulte, President

**Exhibit 10.14.1**

**MoGas Pipeline LLC  
FORM OF SERVICE AGREEMENT (RATE SCHEDULE FT)  
Contract No. FRM-SPR-1001  
Agreement Dated 10/30/2020**

This Firm Service Transportation Agreement ("Agreement"), is made and entered into between MoGas Pipeline LLC, a Delaware limited liability company ("Transporter") and the party identified as Shipper in this Agreement.

In consideration of the promises and of the mutual covenants herein contained, the parties do covenant and agree as follows:

**ARTICLE I SCOPE OF AGREEMENT**

Subject to the terms, conditions and limitations hereof and of Transporter's Rate Schedule FT and Transporter's General Terms and Conditions, Transporter agrees to receive, transport and deliver on a firm basis thermally equivalent volumes of gas, adjusted for the Fuel and Gas Loss Retention Quantity, up to the Maximum Daily Quantity (MDQ).

**ARTICLE II TERM OF AGREEMENT**

This Agreement shall become effective and continue in effect as set forth herein. If renewable following the primary term, this Agreement may be terminated by either party upon prior written notice.

**ARTICLE III RATE SCHEDULE**

Shipper shall pay Transporter for all services rendered hereunder at rates filed under Transporter's Rate Schedule FT and as the same may be revised and changed. The rates to be charged Shipper for services under this Agreement shall be, the maximum rate filed for that service unless Shipper and Transporter have otherwise agreed in writing. The rates charged Shipper for firm transportation hereunder shall not be more than the maximum rate applicable to such service, nor less than the minimum rate for such service.

This Agreement and all terms and provisions contained or incorporated herein are subject to the provisions of Transporter's Rate Schedule FT and of Transporter's General Terms and Conditions on file with the Federal Energy Regulation Commission or other duly constituted authorities having jurisdiction, and as the same may be legally amended or superseded. The Rate Schedule and General Terms and Conditions are by this reference made a part hereof.

**ARTICLE IV RECEIPT POINT(S) AND DELIVERY POINT(S)**

Natural gas to be received for the account of Shipper hereunder shall be received on the outlet side of the measuring station(s) at or near the point(s) of receipt, as specified in Appendix A.

Natural gas to be delivered for the account of Shipper hereunder shall be delivered on the outlet side of the measuring station(s), if any, at or near the point(s) specified in Appendix A.

Additional information concerning receipt and delivery points is set forth on Appendix A to this Agreement which is incorporated herein by reference.

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**MoGas Pipeline LLC  
FORM OF SERVICE AGREEMENT (RATE SCHEDULE FT)  
Contract No. FRM-SPR-1001  
Agreement Dated 10/30/2020**

Page 2

**ARTICLE V QUALITY**

All natural gas tendered for transportation to Transporter for the account of shipper at the Receipt Point(s) shall conform to the quality specifications set forth in the General Terms and Conditions, as revised from time to time. Transporter may receive gas not conforming to the quality specifications if treatment facilities on Transporter's system will bring such gas into conformance with the quality specifications. Transporter may refuse to receive on a non-discriminatory basis any gas for transportation which does not meet such quality specifications and will not be treated to meet the quality specifications.

**ARTICLE VI ASSIGNMENT**

This Agreement shall be binding upon and inure to the benefit of any successor(s) to either Transporter or Shipper by merger, consolidation or acquisition. Either Transporter or Shipper may assign or pledge this Agreement and all rights and obligations under the provisions of any mortgage, deed or trust, indenture or other instrument which it has executed or may execute hereafter as security for indebtedness; otherwise, neither Transporter nor Shipper shall assign this Agreement or any of its rights hereunder without first having obtained formal written consent of the other(s). Such consent shall not be unreasonably withheld.

**ARTICLE VII INTERPRETATION AND MODIFICATIONS**

The interpretation and performance of this Agreement shall be in accordance with the laws of the state of Missouri.

**ARTICLE VIII AGREEMENTS BEING SUPERSEDED**

When this Agreement becomes effective, it shall supersede and cancel any other firm transportation agreements between the parties for the same service.

**ARTICLE IX CERTIFICATIONS**

By executing this Agreement, Shipper certifies that: (1) Shipper has title to, or a current contractual right to deliver the gas to be transported by Transporter; (2) Shipper has, or will have, entered into all arrangements necessary for the commitment of deliveries to Transporter ; and (3) Shipper has a sales and, as applicable, a transportation contract(s) or will enter into such sales and, as applicable, a transportation contract(s) with the party ultimately receiving the gas, prior to the commencement of service.

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MoGas Pipeline LLC  
FORM OF SERVICE AGREEMENT (RATE SCHEDULE FT)  
Contract No. FRM-SPR-1001  
Agreement Dated 10/30/2020

ARTICLE X SPECIFIC INFORMATION

Firm Transportation Service Agreement between MoGas Pipeline LLC ("Transporter") and Spire Missouri, Inc. f/k/a Laclede Gas Company ("Shipper").

Contract Number FRM-SPR-1001

Effective Date 11/01/2020

Primary Term 10.00 years

Renewal Term-month to month - - Yes - - XXX Other

Termination Notice 365 Days

Right of First Refusal: Yes

Transporter MoGas Pipeline LLC  
329 Josephville Road  
Wentzville, Missouri 63385

Shipper Spire Missouri, Inc. f/k/a Laclede Gas Company  
700 Market St, 1st Floor  
St. Louis, Missouri. 63101

Maximum Daily Quantity: 145,600 Dth per day

The rate charged will be the maximum transportation rate unless otherwise agreed to in writing.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed by their Presidents or Vice Presidents as duly authorized officers, the day and year first above written.

Effective Date: 11/01/2020

MoGas Pipeline LLC

By:                   /s/ Cy Zebot                    
Name:                   Cy Zebot                    
Title:                   SVP                  

Spire Missouri Inc.

By:                   /s/ George E. Godat                    
Name:                   George E. Godat                    
Title:                   Vice President and General  
                  Manager                  

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APPENDIX A  
 Contract No. FRM-SPR-1001  
 Agreement Dated 10/30/2020

To the Firm Transportation Service Agreement between MoGas Pipeline LLC ("Transporter") and Spire Missouri f/k/a Laclede Gas Company ("Shipper"), Contract Number FRM-SPR-1001.

Point of Receipt	Meter No.	Maximum Receipt Pressure	Maximum Daily Receipt Quantity	Provision for Incre. Facility
PEPL	05237	n/a	25,000	No
Spire STL		n/a	90,600	No
REX	44936	n/a	30,000	No

Quality Waivers: No

Point of Delivery	Meter No.	Maximum Daily Delivery Quantity	Priority Date	Provision for Incre. Facility
MRT	701	0	11/1/2020	No
West Alton	421	0	11/1/2000	No
Spire STL		0	11/1/2000	No
Orchard Farm	350	100	11/1/2000	No
St. Peters	400	70,000	11/1/2000	No
St Paul	320	100	11/1/2020	No
Wentzville	500	15,000	11/1/2020	No
Washington CG	410	5,000	11/1/2020	No
South Point	440	48,000	11/1/2020	No
Union #1	510	1,700	11/1/2020	No
Union #2	630	500	11/1/2020	No
St Clair #1	430	1,000	11/1/2020	No
St Clair #2	431	200	11/1/2020	No
Sullivan #1	470	2,800	11/1/2020	No
Sullivan #2	471	1,200	11/1/2000	No



## CERTIFICATIONS

I, David J. Schulte, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of CorEnergy Infrastructure Trust, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 3, 2020

/s/ David J. Schulte

David J. Schulte

Chief Executive Officer (Principal Executive Officer)

## CERTIFICATIONS

I, Kristin M. Leitze, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of CorEnergy Infrastructure Trust, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 3, 2020

/s/ Kristin M. Leitze

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Kristin M. Leitze

Chief Accounting Officer (Principal Accounting Officer and Principal Financial Officer)

SECTION 906 CERTIFICATION

Pursuant to U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2001, the undersigned officers of CorEnergy Infrastructure Trust, Inc. (the "Company"), hereby certify that the Quarterly Report on Form 10-Q for the period ended September 30, 2020, filed with the Securities and Exchange Commission on the date hereof (the "Report"), fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended, and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ David J. Schulte

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David J. Schulte

Chief Executive Officer (Principal Executive Officer)

Date: November 3, 2020

/s/ Kristin M. Leitze

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Kristin M. Leitze

Chief Accounting Officer (Principal Accounting Officer and Principal Financial Officer)

Date: November 3, 2020

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of this report. **A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.**