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

## FORM 8-K

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

Date of report (Date of earliest event reported): August 23, 2017

# CorEnergy Infrastructure Trust, Inc. (Exact Name of Registrant as Specified in Its Charter)

	Maryland	1-33292	20-3431375
	(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)
	1100 Walnut, Suite 3350, Kansas City, MO		64106
	(Address of Principal Executive Offices)		(Zip Code)
	(1)	(816) 875-3705 Registrant's Telephone Number, Including Area Code	
	(Form	Not Applicable er Name or Former Address, if Changed Since Last Ro	eport)
prov	Check the appropriate box below if the Form 8-K filisions:	ing is intended to simultaneously satisfy the filing obli	gation of the registrant under any of the following
	Written communications pursuant to Rule 425 under the	ne Securities Act (17 CFR 230.425)	
	Soliciting material pursuant to Rule 14a-12 under the I	Exchange Act (17 CFR 240.14a-12)	
	Pre-commencement communications pursuant to Rule	14d-2(b) under the Exchange Act (17 CFR 240.14d-2	(b))
	Pre-commencement communications pursuant to Rule	13e-4(c) under the Exchange Act (17 CFR 240.13e-4	(c))
12b-	Indicate by check mark whether the registrant is an e 2 of the Securities Exchange Act of 1934 (§240.12b-2 of		e Securities Act of 1933 (§230.405 of this chapter) or Rule
finar	If an emerging growth company, indicate by check nacial accounting standards provided pursuant to Section 1:		d transition period for complying with any new or revised

#### Item 7.01 Regulation FD Disclosure.

CorEnergy President and Chief Executive Officer, Dave Schulte, will speak at the Intellisight Investor Conference in Minneapolis, Minnesota on August 23, 2017. A copy of the presentation will be posted on the Company's website on August 23, 2017 and is furnished as Exhibit 99.1 to this Form 8-K. An archived webcast will also be available on the Company's website.

Item 9.01 Financial Statements and Exhibits.

d) Exhibits

99.1 Presentation slides for conference on August 23, 2017

### **SIGNATURES**

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

#### CORENERGY INFRASTRUCTURE TRUST, INC.

Dated: August 23, 2017 By: /s/ Rebecca M. Sandring

Rebecca M. Sandring

Secretary

#### **Exhibit Index**

#### **Exhibit No. Description**

99.1 Presentation slides for conference on August 23, 2017



# Intellisight Investor Conference David Schulte, President and Chief Executive Officer

August 23, 2017



## Disclaimer

This presentation contains certain statements that may include "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical fact, included herein are "forward-looking statements."

Although CorEnergy believes that the expectations reflected in these forward-looking statements are reasonable, they do involve assumptions, risks and uncertainties, and these expectations may prove to be incorrect. Actual results could differ materially from those anticipated in these forward-looking statements as a result of a variety of factors, including those discussed in CorEnergy's reports that are filed with the Securities and Exchange Commission. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this presentation.

Other than as required by law, CorEnergy does not assume a duty to update any forward-looking statement. In particular, any distribution paid in the future to our stockholders will depend on the actual performance of CorEnergy, its costs of leverage and other operating expenses and will be subject to the approval of CorEnergy's Board of Directors and compliance with leverage covenants.



## Infrastructure assets have desirable investment characteristics

## Infrastructure REIT Strategy Overview

- · Infrastructure assets are essential for our customers' operations to produce revenue
- · CorEnergy's triple-net leases and other contracts generate operating expense for our tenants
- · Total long-term return of 8-10% on assets from base rents, plus acquisitions and participating rents
- · Growing CorEnergy through disciplined acquisitions that are accretive to AFFO and dividends per share

### **Asset Fundamentals**

- Long-lived assets, critical to tenant operations
- High barriers to entry with strategic locations
- · Contracts provide predictable revenue
- · Limited sensitivity to price/volume changes



## **Investment Characteristics**

- High cash flow component to total return
- Attractive potential risk-adjusted returns
- Diversification vs. other asset classes
- · Potential inflation protection





## CorEnergy senior management



## **Dave Schulte** Co-Founder, CEO & President

Mr. Schulte has 27 years of investment experience, including 18 years in the energy industry. Previously, Mr. Schulte was a co-founder and Managing Director of Tortoise Capital Advisors, an investment advisor with \$16 billion under management, and a Managing Director at Kansas City Equity Partners (KCEP). Before joining KCEP, he spent five years as an investment



Mr. Fulmer is a petroleum engineer and professional geologist with more than 30 years of energy industry experience. Prior to joining CorEnergy, Mr. Fulmer spent six years as a Senior Advisor with Tortoise Capital Advisors, led a post 9/11 critical infrastructure team for the U.S. Department of Defense, and held leadership and technical positions with Statoil Energy, ARCO Oil and Tenneco Oil Exploration and Production.



energy industry experience, serves as President of CorEnergy's wholly-owned subsidiaries, Mowood, LLC and MoGas Pipeline, LLC. Previously, Mr. Kreul served as Vice President of Energy Delivery for Aquila, Inc., Vice President for Inergy, L.P., and various engineering and management roles with Mobil Oil.



Mr. Teeven has more than 20 years of experience in private equity management and mergers and acquisitions in multiple sectors including energy. He served as a founding partner of Consumer Growth Partners, a private equity firm focused on the specialty retail and branded consumer products sectors, as well as 10 years with Kansas City Equity Partners (KCEP).



Mr. Green has spent more than 30 years in the energy industry, with 20 years as CEO of Aquila, Inc., an international electric and gas utility business and national energy marketing and trading business. During his tenure, Mr. Green led the strategy and successful business expansion of Aquila, Inc. to a Fortune 30 company.

### **Nate Poundstone Chief Accounting Officer**

Mr. Poundstone has nearly 20 years of experience in the accounting profession. Prior to joining CorEnergy, Mr. Poundstone was Vice President and Chief Accounting officer with CVR Energy, a diversified holding company primarily engaged in the petroleum refining and nitrogen fertilizer manufacturing industries. Prior to CVR Energy, he held various audit and professional practice roles as a senior manager with KPMG LLP.



Ms. Sandring has over 20 years of experience in the energy industry. Prior to CorEnergy, Ms. Sandring was a Vice President with The Calvin Group. From 1993-2008, Ms. Sandring held various roles at Aquila Inc., formerly UtiliCorp

#### Sean DeGon Vice President

Prior to joining CorEnergy in 2017, Mr. DeGon was a Director at IHS Markit where he led and participated in well over 100 consulting projects focused on liquid storage terminals, pipelines, refineries, processing facilities and other energy assets, primarily in the U.S. and the rest of the Americas.









# Comparison of technical characteristics of infrastructure vehicles

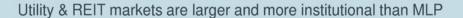
	MLPs	MLP / Closed End Funds	REITs
Investor Tax Form	K-1	Form 1099	Form 1099
Investment Company Friendliness	No	No	Yes
Non-U.S. Investor Friendliness	No	No	Yes
Tax Exempt Owners	No	Yes	Yes
Shareholders Vote	No	Yes	Yes
Primarily Institutionally Held	No	No	Yes

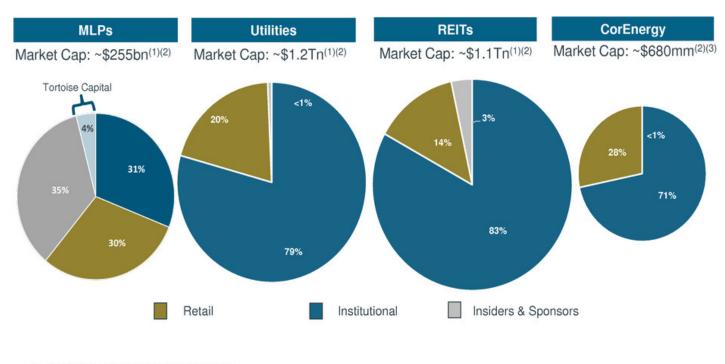
REIT structure provides more attractive access to energy infrastructure than MLP & Fund structures

Institutional, tax exempt and non-U.S. investors desire access to the infrastructure asset class



# Differentiated and larger investor audience for REITs than MLPs



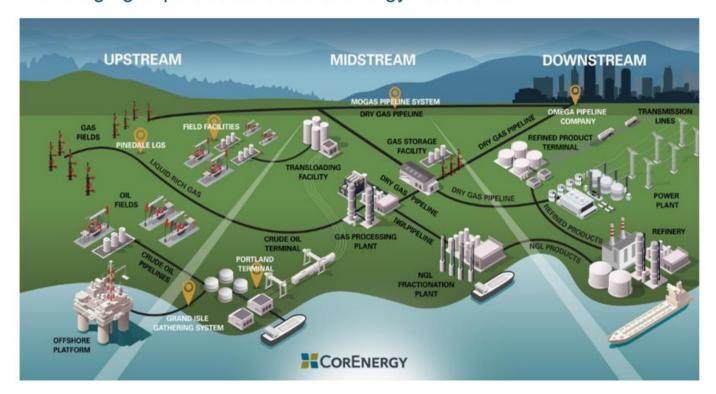


<sup>(1)</sup> Fidelity Sectors & Industry Overviews, July 31, 2017

<sup>(2)</sup> Estimated using Bloomberg Shareholder Data (3) Includes preferred stock and convertible bonds



# Leveraging expertise across the energy value chain





# Portfolio of essential assets

# CorEnergy assets critically support our partners in conducting their businesses in the U.S. energy industry

Туре	Asset	Description	Purchase Price	Location
Upstream	Pinedale Liquids Gathering System	Liquids gathering, processing & storage system for condensate & water production	\$228MM	WY
Midstream	Grand Isle Gathering System	Subsea to onshore pipeline & storage terminal for oil & water production	\$245MM	GoM-LA
Midstream	MoGas Pipeline	Interstate natural gas pipeline supplying utilities	\$125MM	MO-IL
Downstream	Omega Pipeline	Natural gas utility supplying end-users at Fort Leonard Wood	\$6MM	MO
Midstream & Downstream	Portland Terminal	Crude oil and petroleum products terminal with barge, rail and truck supply	\$50MM <sup>1</sup>	OR

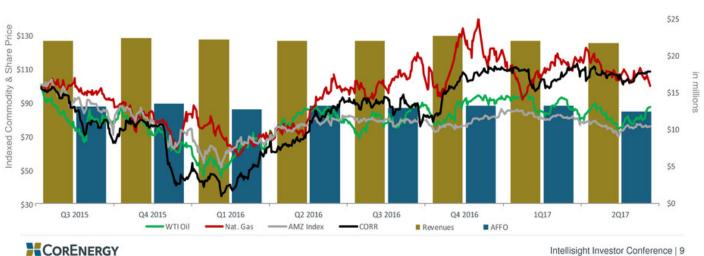
<sup>1)</sup> Includes \$40MM purchase price, plus \$10 in construction costs



# Infrastructure provides stable cash flows

- CorEnergy owns mission critical assets
- Lease payments are "operating" expenses, not "financing" expenses
- In bankruptcy, real property operating leases are subject to special provisions
- CORR stock moved with commodity prices; revenue and dividends were stable

## **Commodity Prices vs. CORR Performance Metrics**

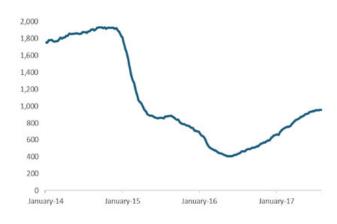


# Increasing opportunities for CorEnergy's pipeline

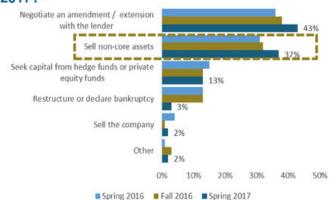
Oil and gas companies are:

- · pursuing efficient, low cost operations
- · focusing on accessing low cost of capital
- · returning to growth and implementing capex projects...

## U.S. Rig Count Normalizing<sup>1</sup>



Which one or two options do you think will be the most likely path that lenders & borrowers will take if faced with a borrowing base deficiency in spring 2017?<sup>2</sup>



...Oil and gas companies are willing to sell low-returning infrastructure to fund high-returning growth initiatives

1) Baker Hughes North American Rig Count, Aug 4, 2017

2) Haynes and Boone, LLP Borrowing Base Redetermination Survey, April 4, 2017



# CORR's financial flexibility

- CorEnergy's capital structure remains conservative, providing financial flexibility to acquire assets
- · Recent financing initiatives have enhanced available liquidity

Capital Structure										
June 30, 2017										
(in millions)	Historical	As Adjusted <sup>1</sup>								
Debt										
Secured credit facility <sup>2</sup>	\$41.2	\$17.7								
Unsecured convertible notes, proceeds gross of fees	114.0	114.0								
Total debt	\$155.2	\$131.7								
Equity										
Preferred stock	130.0	130.0								
Common stock & additional paid in capital	343.6	343.6								
Total CORR equity	\$473.6	\$473.6								
Non-controlling interest	\$27.8	\$27.8								
Total capitalization	\$656.6	\$633.1								

As adjusted<sup>1</sup> Total Debt/Total
Capitalization of 21% is below 25-50%
target ratio

As adjusted<sup>1</sup> Preferred/Total Equity of 27% is below 33% target ratio

Li	quidity	
(in millions)	June 30, 2017	July 31, 2017
Cash	\$37.3	\$15.2
Revolver availability	98.1	131.5
Total liquidity	\$135.4	\$146.7

1) As adjusted reflects the impact of upsizing of the credit facility and the repayment of the term loan utilizing cash on hand and \$10.0 million in revolver borrowings, as if these events had occurred on June 30, 2017

2) Sum of CORR and related party debt



# Durable revenues + low leverage = dividend stability

- · Lease payments produce predictable cash flows
  - · Assets are critical to tenant revenue production
  - Lease expense is an operating cost (not a financing cost)
  - Lease payments are made during bankruptcy
  - · Results in utility-like consistency of revenue for CORR
- · Conservative leverage profile & multiple capital sources
- · We believe the \$3.00 annualized dividend is a sustainable payout
  - · Dividends are based solely on minimum rents
  - CorEnergy retains debt repayment and reinvestment capital prior to dividend payment
  - · Upside from portfolio growth and participating rents

Energy REIT provided a new business model in 2012: Investor friendly access to infrastructure assets



# Outlook for 2017

## **Active Deal Pipeline**

One to Two Acquisitions Size Range of \$50-250 Million

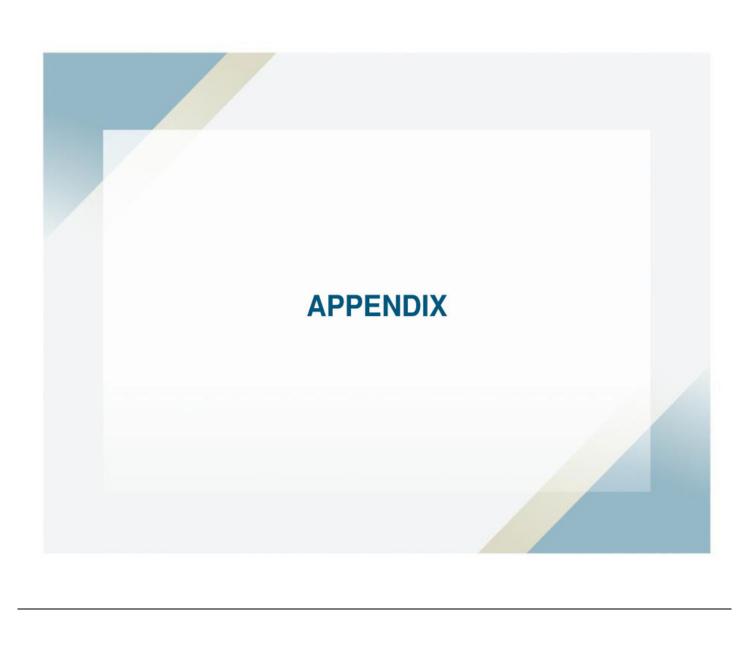
## **Financing Optionality**

- \$146.7 million of available liquidity<sup>1</sup>
- Preferred Equity
- Bank Debt
- Common Equity
  Co-Investors
- Convertible Debt

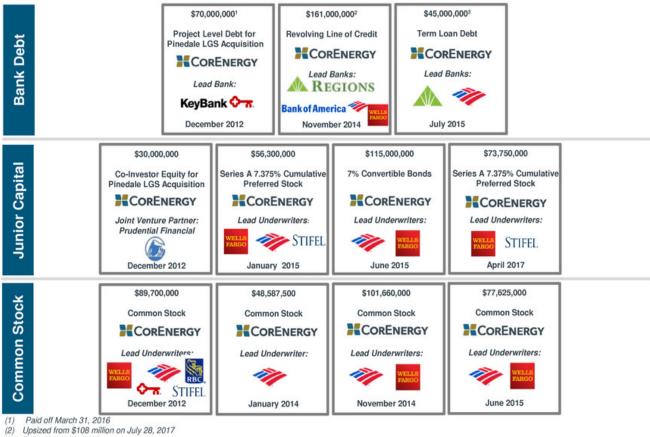
Long-term Stable & Growing Dividend

1) As of July 31, 2017





# CORR has pioneered broad access to deep capital markets



- (3) Paid off July 28, 2017



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Termina	V/2		COD	VICTION
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		Pinedale LGS	Grand Isle Gathering System	Portland Terminal	MoGas Pipeline	Omega Pipeline
Asset Ownership Criteria	Long-lived assets, critical to tenant operations	✓	✓	✓	✓	✓
Asset O	High barriers to entry with strategic locations	✓	✓	✓	✓	<b>√</b>
	Ass	sets essential to op	erators' cash flow su	ipport lease renewa	l expectations	
	Underwriting of terminal value	Life of Field	Life of Field	Market	Market	Market
tections	Contracts and similar services based on fair value of assets	✓	✓	✓	✓	✓
Contractual Protections	Asset value based on production estimates of reserve reports / market values for similar assets	tion estimates of oorts / market values	<b>√</b>	✓	<b>√</b>	✓
ပိ	Leases enable tenant to purchase asset or renew lease at FMV	✓	✓	<b>√</b>		
	Te	nant may not deva	alue CORR's asset, i.	e. construct a repla	cement asset	
Dividend Sustainment	Retain portion of rent payment for reinvestment & debt repayment	✓	✓			
Div	Supports sustainable, long- term dividend	✓	✓	✓	✓	✓
		CORR targ	ets an AFFO to divid	end coverage ratio	of 1.5x	



# Corporate structure alignment with investors

#### Corporate Structure **CORENERGY** CORRIDOR Management Agreement Fees Assets Grand Isle Pinedale **Base Fee** Gathering LGS System Incentive Fee MoGas Portland Pipeline Terminal Administration Fee **Pipeline** CORR Expense Metrics vs. Peer Group<sup>1</sup>

## External Fee Structure

#### Management Fee

- Services provided:
  - Presents the Company with suitable acquisition opportunities, responsible for the day-to-day operations of the Company and performs such services and activities relating to the assets and operations of the Company as may be appropriate
- Base Fees paid:
  - Quarterly management fee equal to 0.25 percent (1.00 percent annualized) of the value of the Company's Managed Assets<sup>3</sup> as of the end of each quarter
- Incentive Fees paid:
  - Quarterly incentive fee of 10 percent of the increase in distributions earned over a threshold distribution equal to \$0.625 per share per quarter. The Management Agreement also requires at least half of any incentive fees to be reinvested in the Company's common stock

#### Administrative Fee

- Services provided:
  - Performs (or oversees or arranges for the performance of) the administrative services necessary for our operation, including without limitation providing us with equipment, clerical, bookkeeping and record keeping services
- Fees paid:
  - 0.04 percent of our aggregate average daily Managed Assets, with a minimum annual fee of \$30 thousand
- (1) Peer group consists of REITs included in the RMZ index under \$1BN market cap (excludes STAR, RAS)

1.5%

G&A Expense/Gross Asset Value<sup>2</sup>

- (2) Gross Asset Value = Asset Value of Investment Properties + Accumulated Depreciation
- (3) "Managed Assets" is defined as Total Assets of CORR minus the initial invested value of non-controlling interests, the value of any hedged derivative assets, any prepaid expenses, all of the accrued liabilities other than deferred taxes and debt entered into for the purposed of leverage

2.5%



\$35

ellop) \$25 \$20

\$15 \$10

\$0

FY16

# Non-GAAP Financial Metrics: FFO/AFFO Reconciliation

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

	For the Three Months Ended			For the Six Months Ended				
	Ju	ne 30, 2017	Jı	ıne 30, 2016	June 30, 2017	J	une 30, 2016	
Net Income attributable to CorEnergy Stockholders		9,000,172	\$	8,954,527	\$ 16,669,650	\$	12,345,648	
Less:								
Preferred Dividend Requirements		2,123,129		1,037,109	3,160,238		2,074,218	
Net Income attributable to Common Stockholders	\$	6,877,043	\$	7,917,418	\$ 13,509,412	\$	10,271,430	
Add:								
Depreciation		5,822,383		5,539,667	11,644,679		10,629,420	
Less:								
Non-Controlling Interest attributable to NAREIT FFO reconciling items		411,455		411,455	822,910		822,910	
NAREIT funds from operations (NAREIT FFO)	\$	12,287,971	\$	13,045,630	\$ 24,331,181	\$	20,077,940	
Add:								
Distributions received from investment securities		252,213		215,139	475,379		474,873	
Income tax expense from investment securities		310,622		533,765	114,862		58,128	
Less:								
Net distributions and dividend income		221,440		214,169	264,902		589,742	
Net realized and unrealized gain (loss) on other equity securities		614,634		1,199,665	70,426		(429,087)	
Funds from operations adjusted for securities investments (FFO)	\$	12,014,732	\$	12,380,700	\$ 24,586,094	\$	20,450,286	



# Non-GAAP Financial Metrics: FFO/AFFO Reconciliation (cont.)

	F	For the Three Months Ended				For the Six M	lonth	ns Ended
	June	30, 2017		June 30, 2016	J	une 30, 2017		June 30, 2016
Add:								
Provision for loan losses, net of tax		_		369,278		_		4,409,359
Transaction costs		211,269		1,000		470,051		37,915
Amortization of debt issuance costs		468,871		470,506		937,742		1,087,603
Amortization of deferred lease costs		22,983		22,983		45,966		45,966
Accretion of asset retirement obligation		160,629		174,375		321,258		358,457
Unrealized (gain) loss associated with derivative instruments		10,619		33,820		(16,453)		57,695
Less:								
Non-cash settlement of accounts payable		171,609		_		171,609		_
Income tax benefit		214,887		123,327		351,733		297,709
Non-Controlling Interest attributable to AFFO reconciling items		3,358		9,064		6,709		45,868
Adjusted funds from operations (AFFO)	\$	12.499.249	\$	13.320.271	\$	25.814.607	\$	26.103.704



# Non-GAAP Financial Metrics: FFO/AFFO Reconciliation (cont.)

	For the Three Mo		For the Three Months Ended				s Ended
	June 30, 2017		June 30, 2016		June 30, 2017		June 30, 2016
Weighted Average Shares of Common Stock Outstanding:							
Basic	11,896,6	16	11,912,030		11,892,670		11,927,984
Diluted	15,351,16	61	15,383,892		15,347,215		15,406,339
NAREIT FFO attributable to Common Stockholders							
Basic	\$ 1.0	03 \$	1.10	\$	2.05	\$	1.68
Diluted	\$ 0.9	94 \$	0.99	\$	1.87	\$	1.59
FFO attributable to Common Stockholders							
Basic	\$ 1.0	01 \$	1.04	\$	2.07	\$	1.71
Diluted	\$ 0.9	93 \$	0.95	\$	1.89	\$	1.61
AFFO attributable to Common Stockholders							
Basic	\$ 1.0	05 \$	1.12	\$	2.17	\$	2.19
Diluted	\$ 0.9	94 \$	0.99	\$	1.94	\$	1.95



# Non-GAAP Financial Metrics: Fixed-Charges Ratio

#### Ratio of Earnings to Combine Fixed Charges and Preferred Stock

For the Six Months Ended

	June 30,							
		2017		2016	2015	2014		2013
Earnings:								
Pre-tax income from continuing operations before adjustment for								
income or loss from equity investees	\$	16,915,722	\$	28,561,682	\$ 11,782,422	\$ 6,973,693		2,967,257
Fixed charges <sup>(1)</sup>		6,657,234		14,417,839	9,781,184	3,675,122		3,288,378
Amortization of capitalized interest		_			_	_		
Distributed income of equity investees		264,902		1,140,824	1,270,754	1,836,783		584,814
Pre-tax losses of equity investees for which charges arising from guarantees are included in fixed charges		_		_	_	_		_
Subtract:								
Interest capitalized		_			_	_		_
Preference security dividend requirements of consolidated subsidiaries Noncontrolling interest in pre-tax income of subsidiaries that have not incurred fixed charges		_ _		_ _	_			_
Earnings	\$	23,837,858	\$	44,120,345	\$ 22,834,360	\$ 12,485,598	\$	6,840,449
Combined Fixed Charges and Preference Dividends:								
Fixed charges <sup>(1)</sup>	\$	6,657,234	\$	14,417,839	\$ 9,781,184	\$ 3,675,122		3,288,378
Preferred security dividend <sup>(2)</sup>		3,160,238		4,148,437	3,848,828			_
Combined fixed charges and preference dividends	\$	9,817,472	\$	18,566,276	\$ 13,630,012	\$ 3,675,122	\$	3,288,378
Ratio of earnings to fixed charges		3.58		3.06	2.33	3.40		2.08
Ratio of earnings to combined fixed charges and preference dividends		2.43		2.38	1.68	3.40		2.08

Fixed charges consist of interest expense, as defined under U.S. generally accepted accounting principles, on all indebtedness
 This line represents the amount of preferred stock dividends accumulated as of June 30, 2017.





