

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K**

(Mark One)

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

For the fiscal year ended December 31, 2019

or

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

For the transition period ended _____ to _____

Commission file number 001-36594

Xenia Hotels & Resorts, Inc.

(Exact name of registrant as specified in its charter)

Maryland

(State of Incorporation)

20-0141677

(I.R.S. Employer Identification No.)

200 S. Orange Avenue

Suite 2700 , Orlando , Florida

(Address of Principal Executive Offices)

32801

(Zip Code)

Registrant's telephone number, including area code: (407) 246-8100

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	XHR	New York Stock Exchange

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

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to the 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	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

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

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

The aggregate market value of the 112,388,703 shares of common stock held by non-affiliates of the registrant was approximately \$2.3 billion based on the closing price of the New York Stock Exchange for such common stock as of June 28, 2019.

As of February 21, 2020, there were 112,723,273 shares of the registrant's common stock, \$0.01 par value per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

The registrant incorporates by reference portions of its Definitive Proxy Statement for the 2020 Annual Meeting of Stockholders, which is expected to be held on May 19, 2020, into Part III of this Form 10-K to the extent stated herein.

XENIA HOTELS & RESORTS, INC.

2019 FORM 10-K ANNUAL REPORT

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this Annual Report on Form 10-K ("Annual Report"), other than purely historical information, are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended ("the Exchange Act"). These statements include statements about Xenia Hotels & Resorts, Inc.'s ("Xenia") plans, objectives, strategies, financial performance and outlook, trends, the amount and timing of future cash distributions, prospects or future events and involve known and unknown risks that are difficult to predict. As a result, our actual financial results, performance, achievements or prospects may differ materially from those expressed or implied by these forward-looking statements. In some cases, you can identify forward-looking statements by the use of words such as "may," "could," "expect," "intend," "plan," "seek," "anticipate," "believe," "estimate," "guidance," "predict," "potential," "continue," "likely," "will," "would," "illustrative" and variations of these terms and similar expressions, or the negative of these terms or similar expressions. Such forward-looking statements are necessarily based upon estimates and assumptions that, while considered reasonable by Xenia and its management based on their knowledge and understanding of the business and industry, are inherently uncertain. These statements are not guarantees of future performance, and stockholders should not place undue reliance on forward-looking statements. There are a number of risks, uncertainties and other important factors, many of which are beyond our control, that could cause our actual results to differ materially from the forward-looking statements contained in this Annual Report. Such risks, uncertainties and other important factors, include, among others, the risks, uncertainties and factors set forth under "Part I-Item 1A. Risk Factors" and "Part II-Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations," and the risks and uncertainties related to the following:

- business, financial and operating risks inherent to real estate investments and the lodging industry;
- seasonal and cyclical volatility in the lodging industry;
- adverse changes in specialized industries, such as the energy, technology and/or tourism industries, that result in a sustained downturn of related businesses and corporate spending that may negatively impact our revenues and results of operations;
- macroeconomic and other factors beyond our control that can adversely affect and reduce demand for hotel rooms, food and beverage services, and/or meeting facilities;
- contraction in the U.S. or global economy or low levels of economic growth;
- levels of spending in business and leisure segments as well as consumer confidence;
- declines in occupancy ("OCC") and average daily rate ("ADR");
- fluctuations in the supply, due to hotel construction and/or renovation and expansion of existing hotels, and demand for hotel rooms;
- changes in the competitive environment in the lodging industry, including due to consolidation of management companies, franchisors, and online travel agencies, and changes in the markets where we own hotels;
- events beyond our control, such as war, terrorist or cyber-attacks, mass casualty events, government shutdowns and closures, travel-related health concerns, and natural disasters;
- cyber incidents and information technology failures, including unauthorized access to our computer systems and/or our vendors' computer systems, or our third-party management companies' or franchisors' computer systems and/or their vendors' computer systems;
- our inability to directly operate our properties and reliance on third-party hotel management companies to operate and manage our hotels;
- our ability to maintain good relationships with our third-party hotel management companies and franchisors;
- our failure to maintain brand operating standards;
- our ability to maintain our brand licenses at our hotels;
- relationships with labor unions and changes in labor laws;
- loss of our senior management team or key personnel;

- our ability to identify and consummate additional acquisitions and dispositions of hotels;
- our ability to integrate and successfully operate hotel properties that we acquire and the risks associated with these hotel properties;
- the impact of hotel renovations, repositionings, redevelopments and re-branding activities;
- our ability to access capital for renovations and acquisitions on terms and at times that are acceptable to us;
- the fixed cost nature of hotel ownership;
- our ability to service, restructure or refinance our debt;
- changes in interest rates and operating costs, including labor and service related costs;
- compliance with regulatory regimes and local laws;
- uninsured or underinsured losses, including those relating to natural disasters, terrorism or cyber-attacks;
- changes in distribution channels, such as through internet travel intermediaries or websites that facilitate the short-term rental of homes and apartments from owners;
- the amount of debt that we currently have or may incur in the future;
- provisions in our debt agreements that may restrict the operation of our business;
- our organizational and governance structure;
- our status as a real estate investment trust ("REIT");
- our taxable REIT subsidiary ("TRS") lessee structure;
- the cost of compliance with and liabilities under environmental, health and safety laws;
- adverse litigation judgments or settlements;
- changes in real estate and zoning laws and increases in real property tax valuations or rates;
- changes in federal, state or local tax law, including legislative, administrative, regulatory or other actions affecting REITs;
- changes in governmental regulations or interpretations thereof; and
- estimates relating to our ability to make distributions to our stockholders in the future.

These factors are not necessarily all of the important factors that could cause our actual financial results, performance, achievements or prospects to differ materially from those expressed in or implied by any of our forward-looking statements. Other unknown or unpredictable factors also could harm our results. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements set forth above. Forward-looking statements speak only as of the date they are made, and we do not undertake or assume any obligation to update publicly any of these forward-looking statements to reflect actual results, new information or future events, changes in assumptions or changes in other factors affecting forward-looking statements, except to the extent required by applicable laws. If we update one or more forward-looking statements, no inference should be drawn that we will make additional updates with respect to those or other forward-looking statements.

The "Company", "Xenia", "we", "our" or "us" means Xenia Hotels & Resorts, Inc. and one or more of its subsidiaries (including XHR LP (the "Operating Partnership") and XHR Holding, Inc. (together with its wholly owned subsidiaries, "XHR Holding")), or, as the context may require, Xenia Hotels & Resorts, Inc. only, the Operating Partnership only or XHR Holding only.

MARKET AND INDUSTRY DATA

The market data and certain other statistical information used throughout this Annual Report are based on independent industry publications, government publications or other published independent sources. These sources generally state that the information they provide has been obtained from sources believed to be reliable, but that the accuracy and completeness of the information are not guaranteed. The forecasts and projections are based on industry surveys and the preparers' experience in the industry, and there is no assurance that any of the projected amounts will be achieved. We believe that the surveys and market research others have performed are reliable, but we have not independently verified this information. STR Inc. ("STR") is the primary source for third-party market data and industry statistics and forecasts. STR does not guarantee the performance of any company about which it collects and provides data. The reproduction of STR's data without their written permission is strictly prohibited. Nothing in the STR data should be construed as advice. Some data is also based on our good faith estimates.

TRADEMARKS, SERVICE MARKS AND TRADENAMES

Xenia Hotels & Resorts® and related trademarks, trade names and service marks of Xenia appearing in this Annual Report are the property of Xenia. Unless otherwise noted, all other trademarks, trade names or service marks appearing in this Annual Report are the property of their respective owners, including Marriott International, Inc., Hyatt Corporation, Kimpton Hotel & Restaurant Group LLC, Fairmont Hotels & Resorts, Loews Hotels, Inc, and Hilton Worldwide Inc. or their respective parents, subsidiaries or affiliates ("Brand Companies"). In the event that any of our management agreements or franchise agreements with the Brand Companies are terminated for any reason, the use of all applicable trademarks and service marks owned by the Brand Companies will cease at the hotel where the management agreement or franchise agreement was terminated; all signs and materials bearing the marks and other indicia connecting the hotel to the Brand Companies will be removed (at our expense).

DISCLAIMER

None of the Brand Companies or their respective directors, officers, agents or employees are issuers of the shares described herein or had responsibility for the creation or contents of this Annual Report. None of the Brand Companies or their respective directors, officers, agents or employees make any representation or warranty as to the accuracy, adequacy or completeness of any of the following information, including any financial information and any projections of future performance. The Brand Companies do not have an exclusive relationship with us and will continue to be engaged in other business ventures, including the acquisition, development, construction, ownership or operation of lodging, residential and vacation ownership properties, which are or may become competitive with the properties held by us.

CERTAIN DEFINED TERMS

Except where the context suggests otherwise, we define certain terms in this Annual Report as follows:

- "ADR" or "average daily rate" means hotel rooms revenue divided by total number of rooms sold in a given period;
- "occupancy" means the total number of rooms sold in a given period divided by the total number of rooms available at a hotel or group of hotels;
- "RevPAR" or "revenue per available room" means hotel rooms revenue divided by room nights available to guests for a given period, and does not include non-room revenues such as food and beverage revenue or other operating revenues;
- "Top 25 U.S. lodging markets" refers to the top 25 U.S. lodging markets as defined by STR;
- an "upper upscale" hotel refers to an upper upscale hotel as defined by STR;
- a "luxury" hotel refers to a luxury hotel as defined by STR;
- an "independent" hotel refers to an independent hotel as defined by STR;
- "Fairmont," "Hilton," "Hyatt," "Kimpton," "Loews," and "Marriott," mean Fairmont Hotels & Resorts, Hilton Worldwide Inc., Hyatt Corporation, Kimpton Hotel & Restaurant Group, LLC, Loews Hotels, Inc. and Marriott International, Inc., respectively, as well as their respective parents, subsidiaries or affiliates.

PART I

Item 1. Business

General

Xenia Hotels & Resorts, Inc. is a Maryland corporation that invests primarily in uniquely positioned luxury and upper upscale hotels and resorts, with a focus on the Top 25 U.S. lodging markets as well as key leisure destinations in the United States.

Substantially all of the Company's assets are held by, and all the operations are conducted through XHR LP (the "Operating Partnership"). XHR GP, Inc. is the sole general partner of the Operating Partnership and is wholly owned by the Company. As of December 31, 2019, the Company collectively owned 96.8% of the common limited partnership units issued by the Operating Partnership ("Operating Partnership Units"). The remaining 3.2% of the Operating Partnership Units are owned by the other limited partners comprised of certain of our current executive officers and members of our Board of Directors and includes vested and unvested long-term incentive plan ("LTIP") partnership units. LTIP partnership units may or may not vest based on the passage of time and meeting certain market-based performance objectives.

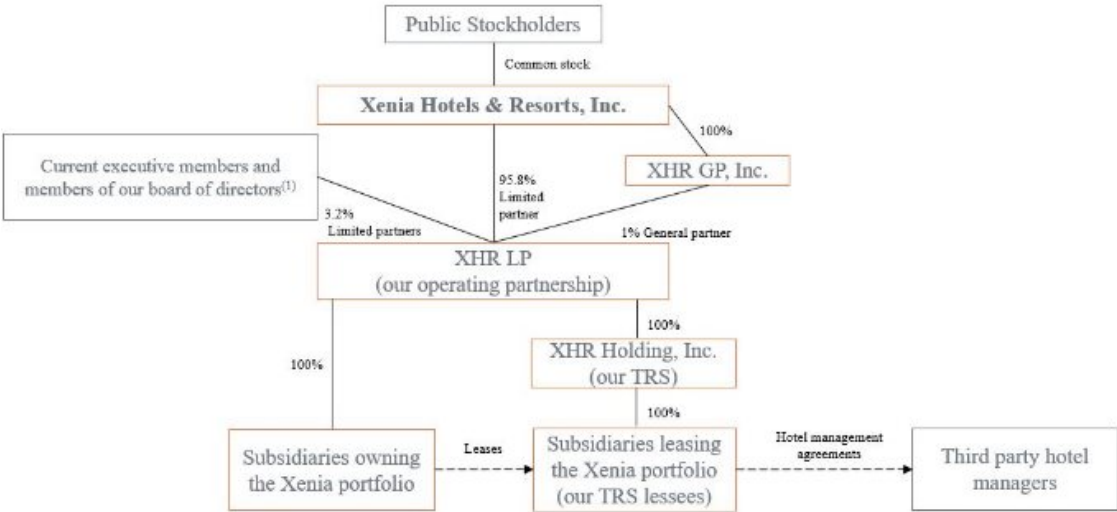
Xenia operates as a real estate investment trust ("REIT") for U.S. federal income tax purposes. To qualify as a lodging REIT, the Company cannot operate or manage its hotels. Therefore, the Operating Partnership and its subsidiaries lease the hotel properties to XHR Holding, and its subsidiaries, the Company's taxable REIT subsidiary ("TRS"), which engages third-party eligible independent operators to manage the hotels. The third-party non-affiliated hotel operators manage each hotel pursuant to a hotel management agreement, the terms of which are discussed in more detail under "Part I-Item 2. Our Principal Agreements."

The Company's consolidated financial statements include the accounts of the Company, the Operating Partnership, and XHR Holding, Inc. and each of their wholly owned subsidiaries. The Company's subsidiaries generally consist of limited liability companies ("LLCs"), limited partnerships ("LPs") and our TRS. The effects of all inter-company transactions are eliminated.

As of December 31, 2019, the Company owned 39 lodging properties with a total of 11,245 rooms.

The Company's principal executive offices are located at 200 S. Orange Avenue, Suite 2700, Orlando, Florida, 32801, and our telephone number is (407) 246-8100. The Company's website is www.xeniareit.com. The information contained on our website or that can be accessed through our website neither constitutes part of this information statement nor is incorporated by reference herein.

The following chart shows our structure as of December 31, 2019:



(1) Ownership percentages include vested and unvested LTIP partnership units, which may or may not vest based on the passage of time and meeting certain market-based performance objectives.

Business Objectives and Growth Strategies

Our objective is to allocate capital in order to invest primarily in a high-quality diversified portfolio of uniquely positioned luxury and upper upscale hotels and resorts with a focus on the Top 25 U.S. lodging markets as well as key leisure destinations in the United States. We invest at valuation levels which we believe will generate attractive risk-adjusted returns. We pursue this objective through the following investment and growth strategies:

- **Follow a Differentiated Investment Strategy Across Targeted Markets.** We use our management team’s network of relationships in the lodging industry, real estate brokers and our relationships with multiple hotel brands and management companies, among others, to source acquisition opportunities. When evaluating opportunities, we use a multi-pronged approach to investing that we believe provides us the flexibility to pursue attractive opportunities in a variety of markets across any point in the cycle. We consider the following characteristics when making investment decisions:
 - **Market Characteristics.** We seek opportunities across a range of urban and dense suburban areas, primarily in the Top 25 U.S. lodging markets as well as key leisure destinations in the United States. We believe that this strategy provides us with a broader range of opportunities and allows us to target markets and sub-markets with particular positive characteristics, such as multiple demand generators, favorable supply and demand dynamics, and attractive long-term projected RevPAR growth. We believe assets in the Top 25 U.S. lodging markets and key U.S. leisure destinations present attractive investment opportunities considering the favorable supply and demand dynamics, RevPAR growth trends, attractive valuations and better opportunities for diversification.
 - **Asset Characteristics.** We generally pursue uniquely positioned hotels in the upper upscale and luxury segments that are affiliated with leading brands, as we believe these segments yield attractive risk-adjusted returns. Within these segments, we seek hotels that will provide guests with a distinctive lodging experience, often tailored to reflect local market environments, which draws demand from both business and leisure transient and group business segments. We seek properties with desirable locations within their markets, exceptional facilities, and other competitive advantages that are hard to replicate. We also favor properties that can be purchased below estimated replacement cost. We believe our focus on uniquely positioned luxury and upper upscale hotel assets, allows us to seek appropriate investments that are well suited for specific markets.
 - **Operational and Structural Characteristics.** We pursue both new or recently constructed assets that require limited capital investment, as well as more mature and complex properties with opportunities for our

dedicated asset and project management teams to create value through more active operational oversight and targeted capital expenditures. Additionally, we generally seek properties that are unencumbered by debt and that will not require partnerships with third-party investors, allowing us maximum operational flexibility.

- **Drive Growth Through Aggressive Asset Management, In-House Project Management and Strategic Capital Investment.** We believe that investing in our properties and employing a proactive asset management approach designed to identify investment strategies will optimize internal growth opportunities. Our management team's extensive industry experience across multiple brands and management companies coupled with our integrated asset management and project management teams enable us to identify and implement value-add strategies, and to prudently invest capital in our assets to optimize operating results and while leveraging best practices across our portfolio.
 - **Aggressive Asset Management.** Our experienced asset management team focuses on driving property performance through revenue enhancement and cost containment efforts. Our ability to work with a wide variety of management and franchise companies provides us with the opportunity to benchmark performance across our portfolio in order to share best practices. While we do not operate our hotel properties directly, and under the terms of our hotel management agreements our ability to participate in operating decisions regarding our hotels is limited, we conduct regular revenue, sales, and financial performance reviews and also perform in-depth on-site reviews focused on ongoing operating margin improvement initiatives. We interact frequently with our management companies and on-site management personnel, including conducting regular meetings with key executives of our management companies and brands. We work to maximize the value of our assets through all aspects of the hotel operation and ancillary real estate opportunities.
 - **In-House Project Management.** By maintaining a dedicated in-house capital planning and project management team, we believe we are able to develop our capital plans and execute each renovation project at a lower cost and in a timelier manner than if we outsourced these services. In addition, our project management team has extensive experience in the development and renovation of hotel properties, providing both in-depth knowledge of building construction, as well as the opportunity for us to evaluate potential development opportunities. We view this as a significant competitive strength relative to many of our peers.
 - **Strategic Capital Investment to Enhance Portfolio Performance.** As part of our ongoing asset management activities, we continuously review opportunities to reinvest in our hotels to maintain quality, increase long-term value and generate attractive returns on invested capital. We may also opportunistically dispose of hotels to take advantage of market conditions or in situations where the hotels no longer fit within our strategic objectives. We believe our breadth of experience and integrated in-house asset management and project management teams are instrumental in our ability to acquire and operate assets and to capitalize on redevelopment opportunities.

Our Financing and Capital Strategy

Over time, we intend to finance our long-term growth with issuances of common and preferred equity securities, as well as with debt financings utilizing staggered maturities. Our debt includes a senior unsecured revolving credit facility, unsecured term loans, mortgage debt collateralized by our hotel properties or leasehold interests under the ground leases on our hotel properties, and may include other types of private and public debt in the future.

We strive to maintain a flexible capital structure that puts us in a position to be opportunistic in allocating capital for investment. As of December 31, 2019, we had a total of \$194.9 million of cash on hand, including \$84.1 million of restricted cash primarily set aside to maintain our hotels. We have and seek to maintain a modest amount of leverage and closely monitor our near-term debt maturities. Our ratio of total debt, net of cash on hand, to adjusted earnings before interest, taxes, depreciation and amortization ("Adjusted EBITDA") as of December 31, 2019 was 3.9x based on actual operating results for the year then ended. Our weighted average debt maturity was 5.1 years for our secured mortgage loans and 3.0 years for our unsecured term loans and revolving credit facility, including available extension options, and our debt had a weighted-average interest rate of 3.72% as of December 31, 2019 (See "Part II-Item 7. Non-GAAP Financial Measures" for the definition of Adjusted EBITDA and the respective reconciliation to net income).

From time to time, we will also seek to create value for our stockholders by opportunistically repurchasing shares of our common stock at valuations we believe are attractive. We have been authorized to repurchase up to \$175 million of the Company's outstanding Common Stock (the "Repurchase Program"). The Repurchase Program does not have an expiration date. This Repurchase Program may be suspended or discontinued at any time, and does not obligate the Company to acquire any particular amount of shares. As of December 31, 2019, the Company had approximately \$96.9 million remaining under its share repurchase authorization.

We may also issue new equity or debt if we feel that we can accretively use proceeds to acquire assets or make capital improvements that yield attractive risk-adjusted returns on investment. We have an "at-the-market" program ("ATM program") available for selling common stock having an aggregate gross offering price of up to \$200 million. From time to time we sell shares under the ATM program to raise capital when we believe conditions are advantageous. As of December 31, 2019, the Company had \$62.6 million available for sale under its ATM program.

We anticipate using a portion of cash flows generated from operations to fund future acquisitions as well as for property redevelopments, return on investment initiatives, working capital requirements, and at times, share repurchase programs. Subject to market conditions, we intend to repay amounts outstanding under our senior unsecured revolving credit facility from time to time with proceeds from periodic common and preferred equity issuances, long-term debt financings, sale of assets and cash flows from operations.

Competition

The U.S. lodging industry is highly competitive. Our hotels compete with other hotels and alternative accommodation options for guests (e.g. those that are found on websites that facilitate short-term rentals of homes and apartments from owners) in each of their markets on the basis of several factors, including, among others, room rates, quality of accommodations, service levels and amenities, location, brand affiliation, reputation and reservation systems. Competition is often specific to the individual markets in which our hotels are located and includes competition from existing and new hotels and alternative accommodation options. We believe that hotels, such as our portfolio of hotels, which are predominately affiliated with leading brands, will enjoy the competitive advantages associated with operating under such brands. Increased competition could harm our occupancy and revenues and may require us to provide additional amenities, or make capital improvements that we otherwise would not have to make, and may materially and adversely affect our operating results and liquidity.

We face competition for the acquisition of hotels from other REITs, private equity firms, institutional investors, hedge funds, specialty finance companies, insurance companies, governmental bodies, foreign investors and other entities. Some of these competitors have substantially greater financial and operational resources and access to capital than we have and may have greater knowledge of the markets in which we seek to invest. This competition may reduce the number of suitable investment opportunities offered to us and decrease the attractiveness of the terms on which we may acquire our targeted hotel investments, including the cost thereof. In addition, these competitors seek financing through the same channels that we do. Therefore, we compete for funding in a market where funds for real estate investment may decrease, or grow at a rate that is less than the underlying demand.

Seasonality

The lodging industry is seasonal in nature, which can be expected to cause fluctuations in our hotel room revenues, occupancy levels, room rates, operating expenses and cash flows. The periods during which our hotels experience higher or lower levels of demand vary from property to property and depend upon location, type of property, and competitive mix within the specific location. We expect our revenues and operating income to be the highest during the second quarter of the year followed in order of significance by the first, third and fourth quarters based on our current portfolio composition assuming a stable macroeconomic environment.

Cyclical

The hospitality industry is cyclical and generally its growth or contraction follows the overall economy. There is a history of increases and decreases in demand for and supply of hotel rooms, in occupancy levels and in rates realized by owners of hotels through economic cycles. Variability of results through some of the cycles in the past has been more severe due to changes in the supply of hotel rooms in given markets or in given segments of hotels. The combination of changes in economic conditions and in the supply of hotel rooms can result in significant volatility in results for owners of hotel properties. The costs of running a hotel tend to be more fixed than variable. Because of this, in an environment of declining revenues the rate of decline in earnings will be higher than the rate of decline in revenues. Conversely, in an environment of increasing demand and room rates, the rate of increase in earnings is typically higher than the rate of increase in revenues.

Regulations

General

Our hotels are subject to various U.S. federal, state and local laws, ordinances and regulations, including regulations relating to common areas and fire and safety requirements. We believe that each of our hotels has the necessary permits and approvals to operate its business.

Americans with Disabilities Act

Our hotels must comply with applicable provisions of the Americans with Disabilities Act (the "ADA"), to the extent that such hotels are "public accommodations" as defined by the ADA. The ADA may require removal of structural barriers to access by persons with disabilities in certain public areas of our hotels where such removal is readily achievable. We believe that our hotels are in substantial compliance with the ADA and that we will not be required to make substantial capital expenditures to address the requirements of the ADA. However, non-compliance with the ADA could result in imposition of fines or an award of damages to private litigants. The obligation to make readily achievable accommodations is an ongoing one, and we will continue to assess our hotels and to make alterations as appropriate in this respect.

Environmental Matters

Under various laws relating to the protection of the environment, a current or previous owner or operator (including tenants) of real estate may be liable for contamination resulting from the presence or discharge of hazardous or toxic substances at that property and may be required to investigate and clean up such contamination at that property or emanating from that property. These costs could be substantial and liability under these laws may attach without regard to whether the owner or operator knew of, or was responsible for, the presence of the contaminants, and the liability may be joint and several. The presence of contamination or the failure to remediate contamination at our hotels may expose us to third-party liability and materially and adversely affect our ability to sell, lease or develop the real estate or to incur debt using the real estate as collateral.

Our hotels are subject to various federal, state, and local environmental, health and safety laws and regulations that address a wide variety of issues, including, but not limited to, storage tanks, air emissions from emergency generators, storm water and wastewater discharges, lead-based paint, mold and mildew and waste management. Our hotels incur costs to comply with these laws and regulations and could be subject to fines and penalties for noncompliance.

Some of our hotels contain asbestos-containing building materials. We believe that the asbestos is appropriately contained in accordance with current environmental regulations and that we have no need for any immediate remediation or current plans to remove the asbestos. Environmental laws require that owners or operators of buildings with asbestos-containing building materials properly manage and maintain these materials, adequately inform or train those who may come into contact with asbestos and undertake special precautions, including removal or other abatement, in the event that asbestos is disturbed during building renovation or demolition. These laws may impose fines and penalties on building owners or operators for failure to comply with these requirements. In addition, third parties may seek recovery from owners or operators for personal injury associated with exposure to asbestos-containing building materials.

Some of our hotels may contain or develop harmful mold or suffer from other adverse conditions, which could lead to liability for adverse health effects and costs of remediation. The presence of significant mold or other airborne contaminants at any of our hotels could require us to undertake a costly remediation program to contain or remove the mold or other airborne contaminants from the affected hotel or increase indoor ventilation. In addition, the presence of significant mold or other airborne contaminants could expose us to liability from guests or employees at our hotels and others if property damage or health concerns arise.

Our Tax Status

We elected to be taxed as a REIT under the Internal Revenue Code of 1986, as amended ("the Code") for U.S. federal income tax purposes, beginning with our short taxable year that commenced on January 5, 2015 and ended on February 3, 2015. We believe that we have been organized and have operated and will continue to operate in a manner that will allow us to maintain our REIT for U.S. federal income tax purposes commencing with such short taxable year, and we intend to continue operating in such a manner. To qualify for REIT status, we must meet a number of organizational and operational requirements, including a requirement that we annually distribute to our stockholders at least 90% of our REIT taxable income, determined without regard to the dividends paid deduction and excluding any net capital gains.

We conduct our business through a traditional umbrella partnership real estate investment trust, or UPREIT, in which our hotels are indirectly owned by our Operating Partnership, through subsidiary limited partnerships, limited liability companies or other legal entities. We own and control 100% of the sole general partner of our Operating Partnership and own, directly or indirectly, approximately 96.8% of the Operating Partnership Units in our Operating Partnership, with the remaining 3.2% owned by our current executive officers and members of our Board of Directors. In the future, we may issue additional common or preferred units in our Operating Partnership, from time to time, in connection with acquisitions of hotels, financings, compensation or other reasons.

In order for the income from our hotel operations to constitute "rents from real property" for purposes of the gross income tests required for REIT qualification, we cannot directly or indirectly operate any of our hotels. Accordingly, we lease each of our

hotels, and intend to lease any hotels we acquire in the future, to our TRS lessees. As required for our qualification as a REIT, our TRS lessees have engaged third-party hotel management companies that are eligible independent contractors to manage our hotels on market terms. Our TRS lessees pay rent to us that we intend to treat as "rents from real property". Our TRS, which owns our TRS lessees, is subject to U.S. federal, state and local income taxes applicable to corporations and we are generally subject to sales tax on a portion of the rent paid from our TRS lessees.

Restrictions on Ownership and Transfer of Our Stock

Our charter authorizes our directors to take such actions as are necessary or appropriate to enable us to maintain our qualification as a REIT. Furthermore, our charter prohibits any one person or a group (as defined in our charter) from actually or constructively owning more than 9.8% in value or in number of shares, whichever is more restrictive, of the outstanding shares of any class or series of our capital stock. Our Board of Directors, in its sole discretion, may exempt (prospectively or retroactively) a person or group (as defined in our charter) from the ownership limits if certain conditions are satisfied. However, our Board of Directors may not grant an exemption from the ownership limits to any proposed transferee whose ownership, direct or indirect, in excess of 9.8% of the value or number of outstanding shares of any class or series of our capital stock, could jeopardize our status as a REIT. These restrictions on transferability and ownership will not apply if our Board of Directors determines that it is no longer in our best interests to continue to qualify as a REIT or that compliance with such restrictions is no longer required for us to qualify as a REIT. The ownership limits may delay or impede a transaction or a change of control that might be in our stockholders' best interest.

Insurance

We or our third-party management companies carry commercial general liability, commercial property including extended coverage and business interruption, terrorism, cyber liability and umbrella liability coverage on all of our hotels and earthquake, wind, flood, hurricane and environmental coverage on hotels in areas where we believe such coverage is warranted, in each case with deductibles and limits of liability that we deem adequate. Similarly, we are insured against the risk of direct physical damage in amounts we believe to be adequate to reimburse us, on a replacement basis, for costs incurred to repair or rebuild each hotel, including loss of income during the reconstruction period. We have selected policy specifications and insured limits which we believe to be appropriate given the relative risk of loss, the cost of coverage and industry practice. We do not carry insurance for generally uninsured losses, including, but not limited to, losses caused by riots, war or acts of God which are not insurable. We believe our hotels are adequately insured.

Employees

As of December 31, 2019, we had 48 employees. None of our employees are covered by collective bargaining agreements. Our third-party managers are responsible for hiring and maintaining the labor force at each of our hotels. Although we do not manage employees at our hotels, we are still subject to the many costs and risks generally associated with the labor at our hotels.

Employees at certain of our third-party managed hotels are covered by collective bargaining agreements that are subject to review and renewal on a regular basis. For a discussion of these relationships, see "Part I-Item 1A. Risk Factors - Risks Related to Our Business and Industry – We are subject to risks associated with the employment of hotel personnel, particularly with hotels that employ or may employ unionized labor, which could increase our operating costs, reduce the flexibility of our hotel managers to adjust the size of the workforce at our hotels and could materially and adversely affect our revenues and profitability."

Our History

Prior to February 3, 2015, Xenia was a wholly owned subsidiary of InvenTrust Properties Corp. (formerly known as Inland American Real Estate Trust, Inc. or "InvenTrust"), its former parent. On February 3, 2015, Xenia was spun off from InvenTrust through a taxable pro rata distribution by InvenTrust of the outstanding common stock, \$0.01 par value per share (the "Common Stock"), of Xenia to holders of record of InvenTrust's common stock as of the close of business on January 20, 2015 (the "Record Date"). Each holder of record of InvenTrust's common stock received one share of Common Stock for every eight shares of InvenTrust's common stock held at the close of business on the Record Date (the "Distribution"). In lieu of fractional shares, stockholders of InvenTrust received cash. In connection with and in order to effectuate the separation and distribution, we and InvenTrust entered into a Separation and Distribution Agreement, among other agreements. These agreements provided for the allocation between us and InvenTrust of InvenTrust's assets, liabilities and obligations (including its properties, employees and tax-related assets and liabilities) attributable to periods prior to, at and after our separation from InvenTrust and governed certain relationship between us and InvenTrust after the separation. On February 4, 2015, Xenia's Common Stock began trading on the New York Stock Exchange ("NYSE") under the ticker symbol "XHR." As a result of the Distribution, the Company became a stand-alone, publicly-traded company.

Where You Can Find More Information

Our internet website is located at www.xeniareit.com. We make available free of charge through our website our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, all amendments to those reports and other filings as soon as reasonably practicable after such material is electronically filed with or furnished to the Securities Exchange Commission ("SEC"), and also make available on our website the charters for the audit, executive, compensation and nominating and corporate governance committees of our Board of Directors and our Code of Ethics and Business Conduct, as well as our Corporate Governance Guidelines. Copies in print of these documents are available upon request to our secretary at the address indicated on the cover of this Annual Report. We may also use our website as a distribution channel of material company information. Financial and other important information regarding the Company is routinely accessible through and posted on the "Investor Relations" page of our website. In addition, you may automatically receive email alerts and other information about the Company when you enroll your email address by visiting the "Investor Relations" page of our website. The information on our website is not a part of, nor is it incorporated by reference into, this Annual Report.

The SEC maintains a website that contains reports, proxy and other information that we have filed with the SEC. The SEC website can be found at <http://www.sec.gov>.

Item 1A. Risk Factors

In addition to the other information set forth in this Annual Report, you should consider carefully the risks and uncertainties described below, which could materially adversely affect our business, financial condition, results of operations and cash flow.

Risks Related to Our Business and Industry

Our ability to make distributions to our stockholders may be adversely affected by various operating risks common to the lodging industry, including competition, overbuilding and dependence on business travel and tourism.

We own hotels which have different economic characteristics than many other real estate assets. A typical office property, for example, has long-term leases with third-party tenants, which provides a relatively stable long-term stream of revenue. Hotels, on the other hand, generate revenue from guests who typically stay at the hotel for only a few nights, which causes the room rates and occupancy levels at each of our hotels to change every day, and results in earnings that can be highly volatile.

In addition, our hotels will be subject to various operating risks common to the lodging industry, many of which are beyond our control, including, among others, the following:

- changes in general economic conditions, including the severity and duration of any downturn in the U.S. or global economy and financial markets;
- war, political conditions or civil unrest, terrorist activities or threats, mass casualty events and heightened travel security measures instituted in response to these events;
- outbreaks of pandemic or contagious diseases, such as norovirus, avian flu, severe acute respiratory syndrome (SARS), H1N1 (swine flu), Ebola, Zika virus, and COVID-19 virus;
- natural or man-made disasters, such as earthquakes, tsunamis, tornadoes, hurricanes, typhoons, floods, wildfires, oil spills, and nuclear incidents;
- delayed delivery or any material reduction or prolonged interruption of public utilities and services, including water and electric power;
- decreased corporate or government travel-related budgets and spending and cancellations and/or government shutdowns or closures, deferrals or renegotiations of group business due to adverse changes in general economic conditions and/or changes in laws and regulations;
- decreased need for business-related travel due to innovations in business-related technology;
- low consumer confidence, high levels of unemployment or depressed real estate prices;
- supply competition from other hotels and alternative accommodations in the markets in which we operate;
- overbuilding of hotels in the markets in which we operate, which results in increased supply and will adversely affect occupancy and revenues at our hotels;
- requirements for periodic capital reinvestment to repair and upgrade hotels;
- increases in operating costs due to inflation and other factors, including wages and benefits, that may not be offset by increased room rates;
- change in interest rates and the availability, cost and terms of financing;
- the financial condition and general business condition of the airline, automotive and other transportation-related industries and its impact on travel;
- decreased airline capacities and routes and reductions in in-bound foreign travel;
- oil prices and travel costs;
- increases in the cost of imported goods and materials, including those used for hotel renovations and other projects, due to changes in international tariffs and/or supply chain shortages due to reductions in international imports;

- statements, actions or interventions by governmental officials related to travel and corporate travel-related activities and the resulting negative public perception of such travel and activities; and
- risks generally associated with the ownership of hotels and real estate, as we discuss in detail below.

These factors, and the reputational repercussions of these factors, can adversely affect, and from time to time have adversely affected, individual hotels, particular regions and our business, financial condition, results of operations and/or our ability to make distributions to our stockholders.

The lodging industry is highly cyclical in nature, and we cannot assure you how long the current lodging cycle will last.

Due to its close link with the performance of the general economy, and, specifically, growth in U.S. gross domestic product ("GDP"), the lodging industry is highly cyclical in nature. Demand for products and services provided by the lodging industry generally trails improvement in economic conditions. Since 2010, the lodging industry has generally had continued growth in line with that of the U.S. economy but there can be no assurance of either any further increase in demand for hotel rooms from past levels or of the timing or extent of any such demand growth in the future. If demand weakens, our operating results and profitability would likely be adversely affected. Worsening of the U.S. or global economy, if experienced, would likely have an adverse impact on the occupancy, ADR and RevPAR of our hotels, and would therefore adversely impact our results of operations and financial condition. In addition, in an economic downturn, luxury and upper upscale hotels and resorts may be more susceptible to a decrease in revenue, as compared to hotels in other categories that have lower room rates.

In addition to general economic conditions, new hotel room supply is an important factor that can affect the lodging industry's performance and overbuilding has the potential to further exacerbate the negative impact of an economic downturn. Room rates and occupancy, and thus RevPAR, tend to increase when demand growth exceeds supply growth. A reduction or slowdown in growth of lodging demand or increased growth in lodging supply could result in returns that are substantially below expectations or result in losses, which could materially and adversely affect our revenues and profitability as well as limit or slow our future growth and impact our ability to make distributions to stockholders.

The seasonality of the lodging industry has historically caused and is expected to continue to cause quarterly fluctuations in our revenues.

The lodging industry is seasonal in nature, which can be expected to cause quarterly fluctuations in our revenues, occupancy levels, room rates, operating expenses and cash flows. Our quarterly earnings may be adversely affected by factors outside our control, including timing of holidays, weather conditions and poor economic factors in certain markets in which we operate. The periods during which our hotels experience higher or lower levels of demand vary from property to property and depend upon location, type of property and competitive mix within the specific location. Based on the composition of our current portfolio, assuming a stable macroeconomic environment, we generally expect our revenue to be highest in the second quarter followed in order of significance by the first, third and fourth quarters. We can provide no assurances that our cash flows will be sufficient to offset any shortfalls that occur as a result of these fluctuations. As a result, we may have to enter into short-term borrowings in certain quarters in order to make distributions to our stockholders, and we can provide no assurances that such borrowings will be available on favorable terms, if at all. Consequently, volatility in our financial performance resulting from the seasonality of the lodging industry could adversely affect our financial condition, results of operations, and ability to make distributions to stockholders.

We operate in a highly competitive industry.

The lodging industry is highly competitive. Our hotels compete with other hotels and alternative accommodations (e.g. websites that facilitate the short-term rentals of homes and apartments from owners, including some operated by affiliates of our Brand Companies) based on a number of factors, including room rates, quality of accommodations, service levels and amenities, location, brand affiliation, reputation and reservation systems. New hotels may be constructed and these additions to supply create new competitors, in some cases without corresponding increases in demand for hotel rooms. Some of our competitors also have greater financial and marketing resources than we do, which could allow them to reduce their rates, offer greater convenience, services or amenities, build new hotels in direct competition with our existing hotels, improve their properties, expand and improve their marketing efforts, all of which could adversely affect the ability of our hotels to attract prospective guests and materially and adversely affect our revenues and profitability as well as limit or slow our future growth. In addition, travelers can book stays on websites that facilitate the short-term rental of homes and apartments from owners, thereby providing an alternative to hotel rooms.

We also compete for hotel acquisitions with others that have similar investment objectives as we do. This competition could limit the number of suitable investment opportunities offered to us. It may also increase the bargaining power of property

owners seeking to sell to us, making it more difficult for us to acquire new properties on attractive terms or on the terms contemplated in our business strategy.

There are inherent risks with investments in real estate, including the relative illiquid nature of such investments.

Investments in real estate are subject to varying degrees of risk. For example, an investment in real estate cannot generally be quickly sold, and we cannot predict whether we will be able to sell any hotel we desire to for the price or on the terms set by us or acceptable to us, or the length of time needed to find a willing purchaser and to close the sale of the hotel. Moreover, the Code imposes restrictions on a REIT's ability to dispose of properties that are not applicable to other types of real estate companies. In particular, the safe harbors applicable to dispositions of properties by REITs require that we hold our hotels for investment, rather than primarily for sale in the ordinary course of business, and that we limit our volume of sales which may cause us to forego or defer sales of hotels that otherwise would be in our best interests. As a result, in certain situations we may be motivated to structure the sale of these assets as tax-free exchanges, the requirements of which, are technical and may be difficult to achieve. Therefore, we may not be able to vary our portfolio promptly in response to changing economic, financial and investment conditions and dispose of assets at opportune times or on favorable terms, which may adversely affect our cash flows and our ability to make distributions to stockholders.

In addition, our ability to dispose of some of our hotels could be constrained by their tax attributes. Hotels that we own for a significant period of time or that we acquire through tax-deferred contribution transactions in exchange for Operating Partnership Units in our Operating Partnership may have low tax bases. If we dispose of these hotels outright in taxable transactions, we may be required to distribute the taxable gain to our stockholders under the requirements of the Code applicable to REITs or to pay tax on that gain, either of which, in turn, would impact our cash flow and increase our leverage. In some cases, we may be restricted from disposing of properties contributed to us in the future in exchange for our Operating Partnership Units under tax protection agreements with contributors unless we incur additional costs related to indemnifying those contributors. To dispose of low tax-basis or tax-protected hotels efficiently, we have used, and may from time to time use, like-kind exchanges, which qualify for the deferral of taxable gains, but can be difficult to consummate and result in the hotel for which the disposed assets are exchanged inheriting their low tax bases and other tax attributes.

Investments in real estate also are subject to adverse changes in general economic conditions. Among the factors that could impact our hotels and the value of an investment in us are:

- risks associated with the possibility that cost increases for labor and other operating costs will outpace revenue increases and that in the event of an economic slowdown, the high proportion of fixed costs will make it difficult to reduce costs to the extent required to offset declining revenues;
- changes in tax laws and property taxes, or an increase in the assessed valuation of a property for real estate tax purposes;
- adverse changes in the federal, state or local laws and regulations applicable to us, including those affecting zoning, fuel and energy consumption, water and environmental restrictions, and the related costs of compliance;
- changing market demographics;
- an inability to acquire and finance real estate assets on favorable terms, if at all;
- the ongoing need for owner funded capital improvements and expenditures to maintain or upgrade hotels;
- fluctuations in real estate values or potential impairments in the value of our assets;
- acts of God, such as earthquakes, floods, hurricanes, wildfires or other uninsured losses;
- war, political conditions or civil unrest, terrorist activities or threats, mass casualty events and heightened travel security measures instituted in response to these events; and
- changes in interest rates and availability, cost and terms of financing.

Difficult economic conditions may adversely affect the hotel industry.

The performance of the hotel industry has historically been linked to key macroeconomic indicators, such as GDP growth, employment, corporate earnings and investment, and travel demand. If the U.S. economy should falter for any reason, including but not limited to volatility in specialized industries, such as energy and/or technology, the ability of companies to remain competitive both domestically and internationally due to tariffs and/or government shutdowns, and there is an extended

period of economic weakness, a recession or depression, our results of operations, profitability, and financial condition would likely be adversely affected.

We are dependent on the performance of the third-party hotel management companies that manage the operations of each of our hotels and could be materially and adversely affected if such third-party managers do not properly manage our hotels or otherwise act in our best interests.

In order for us to maintain our qualification as a REIT, third parties must operate our hotels. We lease each of our hotels to our TRS lessees. Our TRS lessees, in turn, have entered into management agreements with third-party management companies to operate our hotels. We could be materially and adversely affected if any of our third-party managers fail to provide quality services and amenities, fail to maintain a quality brand name or otherwise fail to manage our hotels in our best interest, and we can be financially responsible for the actions and inactions of our third-party managers pursuant to our management agreements. In addition, our hotel managers or their affiliates may manage, and in some cases may own, may have invested in or may have provided credit support or operating guarantees to hotels that compete with our hotels, any of which could result in conflicts of interest. As a result, our hotel managers may make decisions regarding competing lodging facilities that are not in our best interests. From time to time, disputes may arise between us and our third-party managers regarding their performance or compliance with the terms of the hotel management agreements, which in turn could adversely affect our results of operations. If we are unable to reach satisfactory results through discussions and negotiations, we may choose to terminate our management agreement, litigate the dispute, or submit the matter to third-party dispute resolution, the outcome of which may be unfavorable to us.

Under the terms of the hotel management agreements, our ability to participate in operating decisions regarding our hotels is limited to certain matters, including approval of the annual operating and capital expenditure budgets, and we do not have the specific authority to require any hotel to be operated in a particular manner. While our TRS lessees closely monitor the performance of our third-party managers, our general recourse under most of the hotel management agreements is limited to termination if our third-party managers are not performing adequately if allowed pursuant to our hotel management agreements. For example, in many of our hotel management agreements, we have a right to terminate a management agreement if the third-party manager fails to achieve certain hotel performance criteria measured over any two consecutive fiscal years, as outlined in the applicable management agreement. However, even if a third-party manager fails to perform under the terms of its respective management agreement, it generally has the option to avoid a performance termination by paying a performance deficit fee as specified in the applicable management agreement.

In the event that we terminate any of our management agreements, we can provide no assurances that we could find a replacement manager or that any replacement manager will be successful in operating our hotels. In addition, many of our existing franchise agreements provide the franchisor with a right of first offer in the event of certain sales or transfers of a hotel and provide that the franchisor has the right to approve any change in the hotel management company engaged to manage the hotel. If any of the foregoing were to occur, it could materially and adversely affect our business and financial condition.

Restrictive covenants in certain of our hotel management and franchise agreements contain provisions limiting or restricting the sale of our hotels, which could materially and adversely affect our profitability.

Hotel management and franchise agreements typically contain restrictive covenants that limit or restrict our ability to sell a hotel without the consent of the hotel management company or franchisor. Many of our franchise agreements provide the franchisor with a right of first offer in the event of certain sales or transfers of a hotel and provide that the franchisor has the right to approve any change in the hotel management company engaged to manage the hotel. Generally, we may not agree to sell, lease or otherwise transfer particular hotels unless the transferee executes a new agreement or assumes the related hotel management and franchise agreements. If the hotel management company or franchisor does not consent to the sale of our hotels, we may be prohibited from taking actions that would otherwise be in our and our stockholders' best interests.

Contractual and other disagreements with or involving third-party hotel management companies and franchisors could make us liable to them or result in litigation costs or other expenses.

Our management and franchise agreements require us and third-party hotel managers and franchisors to comply with operational and performance conditions that are subject to interpretation and could result in disagreements. At any given time, we may be in dispute with one or more hotel management companies or franchisors regarding various terms of our agreements. Any such dispute could be very expensive for us, even if the outcome is ultimately in our favor. We cannot predict the outcome of any arbitration or litigation, the effect of any negative judgment against us or the amount of any settlement that we may enter into with any third-party. In the event we terminate a management or franchise agreement early and the manager or franchisor considers such termination to have been wrongful, they may seek damages. Additionally, we may be required to indemnify our

third-party hotel managers and franchisors against disputes with third parties, pursuant to our management and franchise agreements. An adverse result in any of these proceedings could materially and adversely affect our revenues and profitability.

If we are unable to maintain good relationships with third-party hotel managers and franchisors, profitability could decrease and our growth potential may be adversely affected.

The success of our respective hotel investments and the value of our franchised properties largely depend on our ability to establish and maintain good relationships with the third-party hotel managers and franchisors of our respective hotel management and franchise agreements. If we are unable to maintain good relationships with third-party hotel managers and franchisors, we may be unable to renew existing management or franchise agreements or expand relationships with them. Additionally, opportunities for developing new relationships with additional third-party managers or franchisors may be adversely affected. This, in turn, could have an adverse effect on our results of operations and our ability to execute our growth strategy.

If third-party hotel managers and/or franchisors consolidate through merger and acquisition transactions, we may experience undefined and unknown costs related to the integration of processes and systems, which may adversely affect our hotels. If third-party online travel agencies consolidate through merger and acquisitions transactions this may lead to less negotiating power over contracts and/or higher costs of obtaining customers.

The result of third-party hotel managers and franchisors consolidating could adversely affect our hotels due to the undefined and unknown costs associated with the integration of property-level point of sale and back-of-house computer systems and other technology related processes, the training and other labor costs associated with the merging of labor forces, and the impact of reward point program consolidation. Additionally, the potential consolidation of third-party hotel managers and franchisors could impact our leveraging power in future management and franchise agreement negotiations. Consolidation of third-party online travel agencies could lead to less negotiating power that our third-party management companies have in setting contract terms for pricing and commissions paid to the online travel agency. The consolidation of these distribution channels may lead to reduced operating profits and/or higher costs of obtaining customers.

Costs associated with, or failure to maintain, brand operating standards may materially and adversely affect our results of operations and profitability.

Under the terms of our franchise agreements, and certain of our management agreements, we are required to meet specified operating standards and other terms and conditions and compliance with such standards may be costly. We expect that our franchisors will periodically inspect our hotels to ensure that we and the hotel management companies follow brand standards. Failure by us, or any hotel management company that we engage, to maintain these standards or other terms and conditions could result in a franchise license being canceled or the franchisor requiring us to undertake a costly property improvement program. If a franchise license is terminated due to our failure to make required improvements or to otherwise comply with its terms, we also may be liable to the franchisor for a termination payment, which will vary by franchisor and by hotel. If the funds required to maintain brand operating standards are significant, or if a franchise license is terminated, it could materially and adversely affect our results of operations and profitability.

If we were to lose a brand license at one or more of our hotels, the value of the affected hotels could decline significantly and we could incur significant costs to obtain new franchise licenses, which could materially and adversely affect our results of operations and profitability as well as limit or slow our future growth.

If we were to lose a brand license, the underlying value of a particular hotel could decline significantly from the loss of associated name recognition, marketing support, participation in guest loyalty programs and the centralized reservation system provided by the franchisor or brand manager, which could require us to recognize an impairment on the hotel. Furthermore, the loss of a franchise license at a particular hotel could harm our relationship with the franchisor or brand manager, which could impede our ability to operate other hotels under the same brand, limit our ability to obtain new franchise licenses or brand management agreements from the franchisor or brand in the future on favorable terms, or at all, and cause us to incur significant costs to obtain a new franchise license or brand management agreement for the particular hotel. Accordingly, if we lose one or more franchise licenses or brand management agreements, it could materially and adversely affect our results of operations and profitability as well as limit or slow our future growth.

A substantial number of our hotels operate under the Marriott, Hyatt and Kimpton brand families; therefore, we are subject to risks associated with concentrating our portfolio in three brand families.

In our portfolio, 34 of the 39 hotels that we owned as of December 31, 2019 operate under brands owned by Marriott, Hyatt and Kimpton. As a result, our success is dependent in part on the continued success of Marriott, Hyatt and Kimpton and their respective brands. We believe that brands help to drive demand and increase guest loyalty. Consequently, if market recognition

or the positive perception of Marriott, Hyatt and/or Kimpton brands is reduced or compromised, the goodwill associated with the Marriott-, Hyatt- and/or Kimpton-branded hotels in our portfolio may be adversely affected. Furthermore, if our relationship with Marriott, Hyatt and/or Kimpton were to deteriorate or terminate as a result of disputes regarding the management of our hotels or for other reasons, Marriott, Hyatt and/or Kimpton could, under certain circumstances, terminate our current franchise licenses with them or decline to provide franchise licenses for hotels that we may acquire in the future. If any of the foregoing were to occur, it could materially and adversely affect our results of operations and profitability as well as limit or slow our future growth and impair our ability to compete effectively.

We have a concentration of hotels in Texas, California, and Florida, which exposes our business to the effects of regional events and occurrences.

We have a concentration of hotels in Texas, California and Florida. Specifically, as of December 31, 2019, approximately 24%, 19%, and 11% of rooms in our portfolio were located in Texas, California and Florida, respectively. The concentration of hotels in a certain region may expose us to risks of adverse legislation or economic developments, such as unfavorable treatment from state authorities and negative trends in the industry sectors that are concentrated in these markets, that are greater than if our portfolio were more geographically diverse. These economic developments include regional economic downturns, significant increases in the number of competitive hotels in these markets and potentially higher local property, sales and income taxes in the geographic markets and jurisdictions in which we are concentrated. In addition, our hotels may be subject to the effects of adverse acts of nature, such as winter storms, hail storms, strong winds, tropical storms, hurricanes, wildfires, earthquakes, tornadoes, and tsunamis which have in the past caused flooding and other property damage to our hotels in specific geographic locations, including in the Texas, California and Florida markets. Depending on the severity of these acts of nature, the damage to our hotels could require closure of all or substantially all of our hotels in one or more markets for a period of time while the necessary repairs and renovations, as applicable, are undertaken, and/or long-term power outages are resolved. Additionally, we cannot assure you that the amount of hurricane, windstorm, earthquake, flood or other casualty insurance maintained for these hotels from time to time would entirely cover damages caused by any such event.

As a result of this geographic concentration of hotels, we will face a greater risk of a negative impact on our revenues in the event these areas are more severely impacted by adverse economic and competitive conditions and adverse acts of nature than other areas in the United States.

The departure of any of our key personnel who have significant experience and relationships in the lodging industry could materially and adversely impede or impair our ability to compete effectively and limit future growth prospects.

We depend on the experience and relationships of our senior management team to manage our day-to-day operations and strategic business direction. Our senior management team has an extensive network of lodging industry contacts and relationships, including relationships with global and national hotel brands, hotel owners, financiers, third-party management companies, commercial real estate brokers, developers and management companies. We can provide no assurances that any of our key personnel will continue their employment with us. The loss of services of our senior management team, or any difficulty attracting and retaining other talented and experienced personnel, could adversely affect our ability to source potential investment opportunities, our relationship with global and national hotel brands and other industry participants and the execution of our business strategy. Further, such a loss could be negatively perceived by financial analysts and the investment community, which could reduce the market value of our common stock.

Our long-term growth depends in part on successfully identifying and consummating acquisitions of additional hotels and the failure to make such acquisitions could materially impede our growth.

A key element of our business strategy is to invest in uniquely positioned luxury and upper upscale hotels and resorts, with a focus on the Top 25 lodging markets as well as key leisure destinations in the United States. We can provide no assurances that we will be successful in identifying attractive hotels or that, once identified, we will be successful in consummating an acquisition. We face significant competition for attractive investment opportunities from other well-capitalized investors, some of which have greater financial resources and a greater access to debt and equity capital to acquire hotels than we do. This competition increases as investments in real estate become increasingly attractive relative to other forms of investment. As a result of such competition, we may be unable to acquire certain hotels that we deem attractive or the purchase price may be significantly elevated or other terms may be substantially more onerous. In addition, we expect to finance future acquisitions through a combination of borrowings under our senior unsecured revolving credit facility and unsecured term loans, mortgage loans, the use of retained cash flows, and offerings of equity and debt securities, which may not be available on advantageous terms, or at all. Any delay or failure on our part to identify, negotiate, finance on favorable terms, consummate and integrate such acquisitions could materially impede our growth.

Our acquisition, redevelopment, repositioning, renovation and re-branding activities are subject to various risks, any of which could, among other things, result in disruptions to our hotel operations, strain management resources and materially and adversely affect our results of operations and profitability as well as limit or slow our future growth.

We intend to acquire, redevelop, reposition, renovate and re-brand hotels, subject to the availability of attractive hotels or projects and our ability to undertake such activities on satisfactory terms. In deciding whether to undertake such activities, we will make certain assumptions regarding the expected future performance of the hotel or project. However, newly acquired, redeveloped, renovated, repositioned or re-branded hotels may fail to perform as expected and the costs necessary to bring such hotels up to brand standards may exceed our expectations, which may result in the hotels' failure to achieve projected returns.

In particular, to the extent that we engage in the activities described above, they could pose the following risks to our ongoing operations:

- we may abandon such activities and may be unable to recover expenses already incurred in connection with exploring such opportunities;
- acquired, redeveloped, repositioned, renovated or re-branded hotels may not initially be accretive to our results, and we and the hotel management companies may not successfully manage newly acquired, renovated, redeveloped, repositioned or re-branded hotels to meet our expectations;
- we may be unable to quickly, effectively and efficiently integrate new acquisitions, particularly acquisitions of portfolios of hotels, into our existing operations;
- our redevelopment, repositioning, renovation or re-branding activities may not be completed on schedule, which could result in increased debt service and other costs and lower revenues; and
- management attention may be diverted by our acquisition, redevelopment, repositioning or re-branding activities, which in some cases may turn out to be less compatible with our growth strategy than originally anticipated.

The occurrence of any of the foregoing events, among others, could materially and adversely affect our results of operations and profitability as well as limit or slow our future growth.

Any difficulties in obtaining capital necessary to make required periodic capital expenditures and renovation of our hotels could materially and adversely affect our financial condition and results of operations.

Ownership of hotels is a capital intensive business that requires significant capital expenditures to operate, maintain and renovate properties. Access to the capital that we need to maintain and renovate existing properties and to acquire new properties is critical to the continued growth of our business and revenues and to remain competitive. We may not be able to fund capital improvements for our existing hotels or acquisitions of new hotels solely from cash provided from our operating activities because we must distribute annually at least 90% of our REIT taxable income to maintain our qualification as a REIT and we are subject to tax on any retained income and gains. As a result, our ability to fund capital expenditures or hotel redevelopment through retained earnings may be restricted. Consequently, we may have to draw down on our senior unsecured revolving credit facility, enter into new unsecured loans or rely upon the availability of new financing arrangements or equity capital to fund capital improvements. Our ability to access additional capital could also be limited by the terms of our senior unsecured revolving credit facility, which restricts our ability to incur debt under certain circumstances.

If we are forced to spend larger amounts of cash from operating activities than anticipated to operate, maintain or renovate existing properties, then our ability to use cash for other purposes, including acquisitions of new properties, could be limited and our profits could be reduced. Similarly, if we cannot access the capital we need to fund our operations or implement our growth strategy, we may need to postpone or cancel planned renovations or acquisitions, which could impair our ability to compete effectively and harm our business and relationship with certain third-party management companies and/or brands.

Many real estate costs and certain hotel operating costs are fixed, even if revenue from our hotels decreases.

Many costs, such as real estate taxes, insurance premiums, maintenance costs and certain hotel operating costs generally are more fixed than variable and as a result, are not reduced even when a hotel is not fully occupied, room rates decrease or other circumstances cause a reduction in revenues. Thus, our profits are generally more significantly affected by economic downturns and declines in revenues. If we are unable to offset these costs with sufficient revenues across our portfolio, it could materially and adversely affect our results of operations and profitability.

Operating expenses may increase in the future, which may cause our cash flow and our operating results to decrease.

Hotel operating expenses, such as expenses for labor, including the costs of benefits provided by our operators to hotel employees, fuel, utilities, insurance and real estate taxes, are not fixed and may increase in the future. Any increases would cause our cash flow and our operating results to decrease. If we are unable to offset these decreases with sufficient revenues across our portfolio, it could materially and adversely affect our results of operations and profitability and our ability to pay distributions could be materially and adversely affected.

The land underlying five of our hotels and/or meeting facilities is subject to a ground lease; if we are found to be in breach of a ground lease or are unable to renew a ground lease, we could be materially and adversely affected.

We lease the land underlying five of our hotels and/or meeting facilities from third parties as of December 31, 2019. Four of these hotels are subject to ground leases that cover all of the land underlying the respective hotel, and the fifth is subject to a ground lease that covers a portion of the land. Accordingly, we only own a long-term leasehold or similar interest in all or a portion of these five hotels. The average remaining term of the ground leases, assuming no renewal options are exercised, is approximately 46 years. Assuming all renewal options are exercised, the average remaining term is 74 years. If we are found to be in breach of a ground lease, we could lose the right to use the hotel. In addition, unless we can purchase a fee interest in the underlying land and improvements or extend the terms of these leases before their expiration, as to which no assurance can be given, we will lose our right to operate these properties and our interest in the improvements upon expiration of the leases. Our ability to exercise any extension options relating to our ground leases is subject to the condition that we are not in default under the terms of the ground lease at the time that we exercise such options, and we can provide no assurances that we will be able to exercise any available options at such time. Furthermore, we can provide no assurances that we will be able to renew any ground lease upon its expiration. If we were to lose the right to use a hotel due to a breach or non-renewal of the ground lease, we would be unable to derive income from such hotel, which may materially and adversely affect our results of operations and financial condition.

Several of our hotels are subject to condominium regimes or master associations with conditions, covenants, and restrictions placed on our properties; therefore, we are subject to risks associated with this type of real estate ownership.

Several of the hotels that we owned as of December 31, 2019 are subject to either a condominium regime or a master association with certain conditions, covenants, and restrictions placed on our property. The management and operation of a condominium or association is generally controlled by a board representing the owners of the individual condominium units or land making up the association, subject to the terms of the related condominium rules, by-laws, or declarations. Generally, the consent of a majority of the board members is required for any actions of the board and a unit owner's ability to control decisions of the board are generally related to the number of units owned by such owner as a percentage of the total number of units or square footage in the condominium or association. In certain cases, we do not have a majority of votes on the condominium or association board, which result in the Company not having control of the related condominium or association. The board of managers or directors of the related condominium or association generally has discretion to make certain decisions affecting the condominium or association, and we cannot provide any assurances that we will have any control over decisions made by the board of managers or directors. Even if our designated board members, either through control of the appointment and voting of sufficient members of the condominium or association board or by virtue of other provisions in the related condominium or association documents, has consent rights over actions by the condominium associations or other owners, we cannot assure you that the condominium board will not take actions that would materially adversely affect our properties. Thus, decisions made by that board of managers or directors, including regarding assessments to be paid by the unit owners, insurance to be maintained on the condominium and many other decisions affecting the maintenance of that condominium or association, may have a significant adverse impact on our condominium or association interests. The condominium or association board is generally responsible for administration of the affairs of the condominium or association, including providing for maintenance and repair of common areas, adopting rules and regulations regarding common areas, and obtaining insurance and repairing and restoring the common areas of the property after a casualty and the condominium or association board may have the right to control the use of casualty proceeds. In addition, the board generally has the right to assess individual owners for their share of expenses related to the operation and maintenance of the common elements. In the event that an owner of another unit fails to pay its allocated assessments, we may be required to pay such assessments in order to properly maintain and operate the common elements of the property.

We will not recognize any increase in the value of the land subject to our ground leases and may only receive a portion of compensation paid in any eminent domain proceeding with respect to the hotel.

Unless we purchase a fee interest in the land subject to our ground leases, we will not have any economic interest in the land at the expiration of our ground leases and therefore we will not share in any increase in value of the land beyond the term of a ground lease, notwithstanding our capital outlay to purchase our interest in the hotel or fund improvements thereon, and will

lose our right to use the hotel. Furthermore, if the state or federal government seizes a hotel subject to a ground lease under its eminent domain power, we may only be entitled to a portion of any compensation awarded for the seizure.

We are subject to risks associated with the employment of hotel personnel, particularly with hotels that employ or may employ unionized labor, which could increase our operating costs, reduce the flexibility of our hotel managers to adjust the size of the workforce at our hotels and could materially and adversely affect our revenues and profitability.

We have entered into management agreements with third-party hotel managers to operate our hotels. Our hotel managers are responsible for hiring and maintaining the labor force at each of our hotels. Although we do not employ or manage employees at our hotels, we are subject to many of the costs and risks generally associated with the hotel labor force. Increased labor costs due to factors like minimum wage initiatives and other localized changes to wages and additional taxes or requirements to incur additional employee benefits costs, including the requirements of the Affordable Care Act, may adversely impact our operating costs. Labor costs can be particularly challenging at our hotels with unionized labor.

From time to time, strikes, lockouts, boycotts, public demonstrations or other negative actions and publicity may disrupt hotel operations at any of our hotels, negatively impact our reputation or the reputation of our brands, cause us to lose guests, or harm relationships with the labor forces at our hotels. We also may incur increased legal costs and indirect labor costs as a result of contract disputes or other events. Additionally, hotels where our third-party managers have collective bargaining agreements with employees could be affected more significantly by labor force activities than others. The resolution of labor disputes or new or re-negotiated labor contracts could lead to increased labor costs, either by increases in wages or benefits or by changes in work rules that raise hotel operating costs. Furthermore, labor agreements may limit the ability of our hotel managers to reduce the size of hotel workforces during an economic downturn because collective bargaining agreements are negotiated between the hotel managers and labor unions. We do not have the ability to control the outcome of these negotiations.

Additional hotels or additional departments within our hotels or groups of employees may become subject to additional collective bargaining agreements in the future. Additionally, hotels we currently own or may own in the future could be subject to collective bargaining agreements due to various factors including, but not limited to, consolidation of third-party hotel managers. Potential changes in the federal regulatory scheme or other events could make it easier for unions to organize groups of our third-party hotel managers' employees. If such changes take effect, more hotel personnel could be subject to increased organizational efforts, which could potentially lead to disruptions or require more of our management's time to address unionization issues. Negotiations of collective bargaining agreements, attempts by labor organizations to organize additional hotels, departments within our hotels or groups of employees or changes in labor laws could disrupt our operations, increase our labor costs or interfere with the ability of our management to focus on executing our business strategies.

Uninsured and underinsured losses at our hotels could materially and adversely affect our revenues and profitability.

We intend to maintain or require our third-party management companies to maintain comprehensive insurance on each of our current hotels and any hotels that we acquire, including liability, cyber, fire, and extended coverage, of the type and amount we believe are customarily obtained for or by hotel owners. There are no assurances that coverage will be available at reasonable rates. Various types of catastrophic losses, like windstorms, earthquakes, wildfires, and floods caused by climate change or otherwise, and losses from foreign and domestic terrorist activities and mass casualty events may not be insurable or may not be economically insurable. Even when insurable, these policies may have high deductibles and/or high premiums. Lenders may require such insurance at our sole cost. Our failure to obtain such insurance could constitute a default under loan agreements, and/or our lenders may force us to obtain such insurance at unfavorable rates, which could materially and adversely affect our profitability and revenues.

In the event of a substantial loss, our insurance coverage may not be sufficient to cover the full current market value or replacement cost of our lost investment. Should an uninsured loss or a loss in excess of insured limits occur, we could lose all or a portion of the capital we have invested in a hotel, as well as the anticipated future revenue from the hotel. In that event, we might nevertheless remain obligated for any mortgage debt or other financial obligations related to the hotel. Inflation, changes in building codes and ordinances, environmental considerations and other factors might also keep us from using insurance proceeds to replace or renovate a hotel after it has been damaged or destroyed. Under those circumstances, the insurance proceeds we receive might be inadequate to restore our economic position on the damaged or destroyed hotel, which could materially and adversely affect our profitability.

In addition, insurance risks associated with potential acts of terrorism and catastrophic and mass casualty events could sharply increase the premiums we pay for coverage against property and casualty claims. With the enactment of the Terrorism Risk Insurance Program Reauthorization Act of 2007, United States insurers cannot exclude conventional, chemical, biological, nuclear and radiation terrorism losses. These insurers must make terrorism insurance available under their property and casualty insurance policies; however, this legislation does not regulate the pricing of such insurance. In many cases, mortgage lenders

insist that commercial property owners purchase coverage against terrorism as a condition of providing mortgage loans. Such insurance policies may not be available at a reasonable cost, which could inhibit our ability to finance or refinance our hotels. In such instances, we may be required to provide other financial support, either through financial assurances or self-insurance, to cover potential losses. We may not have adequate coverage for such losses, which could materially and adversely affect our revenues and profitability as well as limit or slow our future growth.

We face possible risks associated with natural disasters and the physical effects of climate change, which may include more frequent or severe storms, hurricanes, flooding, rising sea levels, shortages of water, droughts and wildfires, any of which could have a material adverse effect on our properties, operations and business.

We are subject to the risks associated with natural disasters and the physical effects of climate change, which may include more frequent or severe storms, hurricanes, flooding, rising sea levels, shortages of water, droughts and wildfires, any of which could have a material adverse effect on our properties, operations and business. Climate change also may affect our business by increasing the cost of (or making unavailable) property insurance on terms we find acceptable in areas most vulnerable to such events, increasing operating costs at our hotel properties, such as the cost of water or energy, and requiring us to expend funds as we seek to repair and protect our hotel properties against such risks. There can be no assurance that climate change will not have a material adverse effect on our hotel properties, operations or business. To the extent climate change causes changes in weather patterns, our coastal markets could also experience increases in storm intensity and rising sea-levels causing damage to our hotel properties. As a result, we could become subject to significant losses and/or repair costs that may or may not be fully covered by insurance. Other markets may experience prolonged variations in temperature or precipitation that may limit access to the water needed to operate our hotel properties or significantly increase energy costs, which may subject those properties to additional regulatory burdens, such as limitations on water usage or stricter energy efficiency standards.

We could incur significant, material costs related to government regulation and litigation with respect to environmental matters, which could materially and adversely affect our revenues and profitability as well as limit or slow our future growth.

Our hotels are subject to various U.S. federal, state and local environmental laws that impose liability for contamination. Under these laws, governmental entities have the authority to require us, as the current owner of a hotel, to perform or pay for the clean-up of contamination (including hazardous substances, asbestos and asbestos-containing materials, waste or petroleum products) at, on, under or emanating from the hotel and to pay for natural resource damages arising from such contamination. Such laws often impose liability without regard to whether the owner or operator or other responsible party knew of, or caused such contamination, and the liability may be joint and several. Because these laws also impose liability on persons who owned a property at the time it became contaminated, it is possible we could incur cleanup costs or other environmental liabilities even after we sell hotels. Contamination at, on, under or emanating from our hotels also may expose us to liability to private parties for costs of remediation and/or personal injury or property damage. In addition, environmental laws may create liens on contaminated sites in favor of the government for damages and costs it incurs to address such contamination. If contamination is discovered on our properties, environmental laws also may impose restrictions on the manner in which the properties may be used or businesses may be operated, and these restrictions may require substantial expenditures. Moreover, environmental contamination can affect the value of a property and, therefore, an owner's ability to borrow funds using the property as collateral or to sell the property on favorable terms or at all. Furthermore, persons who sent waste to a waste disposal facility, such as a landfill or an incinerator, may be liable for costs associated with cleanup of that facility.

In addition, our hotels are subject to various federal, state, and local environmental, health and safety laws and regulations that address a wide variety of issues, including, but not limited to, storage tanks, air emissions from emergency generators, storm water and wastewater discharges, lead-based paint, mold and mildew, and waste management. Some of our hotels routinely handle and use hazardous or regulated substances and wastes as part of their operations, which substances and wastes are subject to regulation (e.g., swimming pool chemicals). Our hotels incur costs to comply with these environmental, health and safety laws and regulations and could be subject to fines and penalties for non-compliance with applicable requirements.

Certain of our hotels contain, and those that we acquire in the future may contain, or may have contained, asbestos-containing material, or "ACM." Federal, state and local environmental, health and safety laws require that ACM be properly managed and maintained, and include requirements to undertake special precautions, such as removal or abatement, if ACM would be disturbed during maintenance, renovation or demolition of a building. Such laws regarding ACM may impose fines and penalties on building owners, employers and operators for failure to comply with these requirements. In addition, third parties may seek recovery from owners or operators for personal injury associated with exposure to asbestos-containing building materials.

When excessive moisture accumulates in buildings or on building materials, mold growth may occur, particularly if the moisture problem remains undiscovered or is not addressed over a period of time. Some molds may produce airborne toxins or

irritants. Indoor air quality issues can also stem from inadequate ventilation, chemical contamination from indoor or outdoor sources, and other biological contaminants such as pollen, viruses and bacteria. Indoor exposure to airborne toxins or irritants above certain levels can be alleged to cause a variety of adverse health effects and symptoms, including allergic or other reactions. As a result, the presence of significant mold or other airborne contaminants at any of our hotels could require us to undertake a costly remediation program to contain or remove the mold or other airborne contaminants from the affected property or increase indoor ventilation. In addition, the presence of significant mold or other airborne contaminants could expose us to liability to third parties if property damage or personal injury occurs.

Liabilities and costs associated with environmental contamination at, on, under or emanating from our properties, defending against claims related to alleged or actual environmental issues, or complying with environmental, health and safety laws could be material and could materially and adversely affect us. We can make no assurances that changes in current laws or regulations or future laws or regulations will not impose additional or new material environmental liabilities or that the current environmental condition of our hotels will not be affected by our operations, the condition of the properties in the vicinity of our hotels, or by third parties unrelated to us. The discovery of material environmental liabilities at our properties could subject us to unanticipated significant costs, which could significantly reduce or eliminate our profitability and the cash available for distribution to our stockholders.

Compliance or failure to comply with the Americans with Disabilities Act and other safety regulations and requirements could result in substantial costs.

Under the Americans with Disabilities Act of 1990 and the Accessibility Guidelines promulgated thereunder, which we refer to collectively as the ADA, all public accommodations must meet various federal requirements related to access and use by disabled persons. Compliance with the ADA's requirements could require removal of access barriers, and non-compliance could result in the U.S. government imposing fines or in private litigants winning damages.

Our hotels also are subject to various federal, state and local regulatory requirements, such as state and local fire and life safety requirements. If we fail to comply with these requirements, we could incur fines or private damage awards. We do not know whether existing requirements will change or whether compliance with future requirements would require significant unanticipated expenditures that would affect our cash flow and results of operations. If we incur substantial costs to comply with the ADA or other safety regulations and requirements, it could materially and adversely affect our revenues and profitability.

We may be subject to unknown or contingent liabilities related to recently acquired hotels and the hotels that we may acquire in the future or hotels recently divested or that we may divest in the future, which could materially and adversely affect our revenues and profitability growth.

Our recently acquired or divested hotels, and the hotels that we may acquire or divest in the future, may be subject to unknown or contingent liabilities for which we may have no recourse, or only limited recourse, against the sellers or for which we may be liable to the buyers. In general, the representations and warranties provided under the transaction agreements related to the purchase or disposition of the hotels we acquire or divest may survive for a defined period of time after the completion of the transactions. Furthermore, indemnification under such agreements may be limited and subject to various materiality thresholds, a significant deductible, or an aggregate cap on losses. As a result, there is no guarantee that we will recover any amounts with respect to losses due to breaches by the sellers of their representations and warranties or that we will not be obligated to reimburse the buyers for their losses. In addition, the total amount of costs and expenses that may be incurred with respect to the unknown or contingent liabilities may exceed our expectations, and we may experience other unanticipated adverse effects, all of which could materially and adversely affect our results of operations and profitability.

The acquisition and/or disposition of a hotel or a portfolio of hotels is typically subject to contingencies, risks and uncertainties, any of which may cause us to be unsuccessful in completing the acquisition and/or disposition.

We may not be successful in completing the acquisitions and/or disposition of a hotel or a portfolio of hotels, which may negatively impact our business strategy. Hotel acquisitions and dispositions are typically subject to customary risks and uncertainties. In addition, there may be contingencies related to, among other items, financing, franchise or management agreements, ground leases and other agreements. There may also be issues related to a property's title or conditions that could impact the marketability of a property that we acquire or seek to divest, which could result in additional expenditures to correct. As such, we can offer no assurances as to whether any closing conditions will be satisfied on a timely basis or at all, or whether the closing of an acquisition and/or a disposition will occur for these or any other reasons.

Adverse judgments or settlements resulting from legal proceedings in which we may be involved in the normal course of our business could reduce our profits or limit our ability to operate our business.

In the normal course of our business, we are involved in various legal proceedings. Our third-party managers, whom we indemnify for certain legal costs resulting from management of our hotels, may also be involved in various legal proceedings relating to the management of our hotels. The outcome of these proceedings cannot be predicted. If any of these proceedings were to be determined adversely to us or our third-party managers or a settlement involving a payment of a material sum of money were to occur, it could materially and adversely affect our profits or ability to operate our business. Additionally, we could become the subject of future claims by third parties, including current or former third-party property owners, guests who use our properties, our employees, our investors or regulators. Any significant adverse judgments or settlements would reduce our profits and could limit our ability to operate our business. Further, we may incur costs related to claims for which we have appropriate third party indemnity, but such third parties fail to fulfill their contractual obligations.

Market disruptions may adversely impact many aspects of our operating results and operating condition.

During the global economic downturn that began in 2008, the domestic financial markets experienced unusual volatility, uncertainty and a tightening of liquidity in both the debt and equity capital markets. Credit spreads for major sources of capital widened significantly during the U.S. credit crisis as investors demanded a higher risk premium. If there are periods of volatility and weakness in the capital and credit markets in the future, the availability of debt financing could decline. Our business may be affected by market and economic challenges experienced by the U.S. or global economy or real estate industry as a whole or by the local economic conditions in the markets in which our hotels are located, including the dislocations in the credit markets and general global economic recession. For the following and other reasons, we cannot assure you that we will be profitable or that we will realize growth in the value of our investments. Specifically, these conditions may have the following consequences:

- credit spreads for major sources of capital may widen if stockholders demand higher risk premiums or interest rates could increase, due to inflationary expectations, resulting in an increased cost for debt financing;
- our ability to borrow on terms and conditions that we find acceptable may be limited, which could result in our hotels generating lower overall economic returns and a reduced level of cash flow from what was anticipated at the time we acquired the asset, which could potentially impact our ability to make distributions to our stockholders, or pursue acquisition opportunities, among other things;
- the amount of capital that is available to finance hotels could diminish, which, in turn, could lead to a decline in hotel values generally, slow hotel transaction activity, and reduce the loan to value ratio upon which lenders are willing to lend;
- the value of certain of our hotels may decrease below the amounts we paid for them, which would limit our ability to dispose of hotels at attractive prices or to obtain debt financing secured by these hotels and could reduce our ability to finance our business;
- the value and liquidity of short-term investments, if any, could be reduced as a result of the dislocation of the markets for our short-term investments and increased volatility in market rates for these investments or other factors; and
- one or more counterparties to derivative financial instruments that we may enter into could default on their obligations to us, or could fail, increasing the risk that we may not realize the benefits of these instruments.

We are increasingly dependent on information technology, and potential cyber-attacks, unauthorized access events, security problems, or other disruptions present risks.

The third-party hotel management companies that operate our hotels rely on information technology networks and systems, including the Internet and cloud-based storage systems, to process, transmit and store electronic information, and to manage or support a variety of business processes, including financial transactions and records, personal identifying information, reservations, billing and operating data. We have limited contractual ability to require our third-party management companies to implement new or enhanced cyber-security platforms. They may purchase some of their information technology from vendors, on whom our and their systems will depend, and the third-party hotel managers will rely on commercially available systems, software, tools and monitoring to provide security for processing, transmission and storage of confidential operator and other customer information, including personally identifiable information. We will depend upon the secure transmission of this information over public networks. Certain of our third-party hotel management companies' networks and storage applications have already been, according to publicly released statements, and in the future may continue to be subject to

unauthorized access by hackers or others through cyber-attacks, which are rapidly evolving and becoming increasingly sophisticated, or by other means, or may be breached due to operator error, malfeasance or other system disruptions. In some cases, it will be difficult to anticipate or immediately detect such incidents and the damage caused thereby. Any significant breakdown, invasion, destruction, interruption or leakage of our third-party hotel managers' systems could harm us, and we may be financially responsible for certain damages arising out of the harm such events cause to third parties pursuant to our management agreements. As a result, such incidents could have a material impact on our business and adversely affect our financial condition and results of operations.

Certain of our third-party hotel management companies, including Marriott, Hilton and Kimpton, have publicly released statements disclosing cyber-attacks and/or unauthorized access to their guest reservation, point-of-sale systems, and other sensitive databases, some of which have or may have impacted our hotels and the guests that have used our hotels' services and amenities. Although we and our third-party hotel management companies carry cyber and/or privacy liability insurance, this insurance coverage may not be sufficient to cover all losses or all types of claims that may arise in connection with cyber-attacks, security breaches, and other related breaches and does not protect against brand reputational risk which may impact future customer loyalty. Furthermore, such insurance may not be available to us or our third-party hotel management companies on commercially reasonable terms, or at all, which could lead to a material adverse effect on our results of operations and financial condition upon the occurrence of such cyber-attack and/or unauthorized access events.

At our corporate headquarters, in addition to maintaining our own cyber-risk insurance policy, the Company is continuously working to maintain secure information technology systems and to provide ongoing employee awareness training around phishing, malware, and other cyber risks to ensure that the Company is protected, to the greatest extent possible, against cyber risks and security breaches. However, these proactive measures may not deter every occurrence of cyber-attacks and/or unauthorized access events.

Changes in distribution channels, including the increasing use of intermediaries by consumers and companies may adversely affect our profitability.

Our rooms are booked through a variety of distribution channels, including hotel websites, travel agents, internet travel intermediaries and meeting procurement firms. If bookings shift to higher cost distribution channels, including internet travel intermediaries and meeting procurement firms, it could materially impact our profits. Additionally, as intermediary bookings increase, these intermediaries may be able to obtain higher commissions, reduced room rates or other significant contract concessions from our brands and management companies. Many of these internet travel intermediaries are viewed as offering hotel rooms in a commodity-like manner, by increasing the importance of price and general indicators of quality (such as "three-star downtown hotel") at the expense of brand identification. It is possible that consumers and companies will develop brand loyalties to their reservations systems and multi-brand representation rather than to the brands under which our properties are operated. Although most of the business for our hotels is expected to be derived from traditional channels, if the amount of sales made through the intermediaries increases significantly, rooms revenues may be lower than expected, and/or expenses may be higher which would adversely affect our profitability.

Risks Related to Our Relationship with InvenTrust and the Separation

Potential indemnification liabilities to InvenTrust pursuant to the Separation and Distribution Agreement could materially adversely affect our operations.

The Separation and Distribution Agreement with InvenTrust provides for, among other things, the allocation between us and InvenTrust of InvenTrust's assets, liabilities and obligations attributable to periods prior to, at and after the separation, and provisions governing our relationships with InvenTrust following the separation and distribution. Among other things, the Separation and Distribution Agreement provides indemnification obligations designed to make us financially responsible for all liabilities that may exist relating to the "Xenia Business", which consists of the business, operations and activities relating primarily to our portfolio and any other hotels previously owned by Xenia or InvenTrust prior to the separation, other than the Suburban Select Service Portfolio (consisting of 52 suburban select service upscale hotels), whether incurred prior to, at or after the separation and distribution. With respect to the Suburban Select Service Portfolio, notwithstanding the foregoing, we have agreed to assume the first \$8 million of liabilities (including any related fees and expenses) incurred following the distribution relating to, arising out of or resulting from the ownership, operation or sale of the Suburban Select Service Portfolio and that relate to, arise out of or result from a claim or demand that is made against Xenia or InvenTrust by any person who is not a party or an affiliate of a party to the Separation and Distribution Agreement, other than liabilities arising from the breach or alleged breach by InvenTrust of certain fundamental representations made by InvenTrust to the third party purchasers of the Suburban Select Service Portfolio. We have also agreed to assume and indemnify InvenTrust for certain tax liabilities attributable to the Suburban Select Service Portfolio. As part of our working capital at the time of distribution, InvenTrust left

us with cash estimated to be sufficient to satisfy such tax obligations. As a result, we may be responsible for substantial liabilities under the Separation and Distribution Agreement.

In connection with our separation from InvenTrust, InvenTrust has agreed to indemnify us for certain pre-distribution liabilities and liabilities related to InvenTrust assets. However, there can be no assurance that these indemnities will be sufficient to insure us against the full amount of such liabilities, or that InvenTrust's ability to satisfy its indemnification obligation will not be impaired in the future.

Pursuant to the Separation and Distribution Agreement, InvenTrust has agreed to indemnify us for certain liabilities related to InvenTrust assets. However, third parties could seek to hold us responsible for any of the liabilities that InvenTrust agrees to retain, and there can be no assurance that InvenTrust will be able to fully satisfy its indemnification obligations. Moreover, even if we ultimately succeed in recovering from InvenTrust any amounts for which we are held liable, such indemnification may be insufficient to fully offset the financial impact of such liabilities and/or we may be temporarily required to bear these losses while seeking recovery from InvenTrust.

Risks Related to Debt Financing

Volatility in the financial markets and challenging economic conditions could adversely affect our ability to secure debt financing on attractive terms and our ability to service any future indebtedness that we may incur.

The domestic and international commercial real estate debt markets could become very volatile as a result of, among other things, the tightening of underwriting standards by lenders and credit rating agencies. This could result in less availability of credit and increasing costs for what is available. If the overall cost of borrowing increases, either by increases in the index rates or by increases in lender spreads, the increased costs may result in existing assets or future acquisitions generating lower overall economic returns and potentially reducing future cash flow available for distribution. If these disruptions in the debt markets were to persist, our ability to borrow monies to finance the purchase of, or other activities related to, real estate assets could be negatively impacted. If we are unable to borrow monies on terms and conditions that we find acceptable, we likely will have to reduce the number of properties we can purchase, and the return on the properties we do purchase may be lower. In addition, we may find it difficult, costly or impossible to refinance indebtedness which is maturing.

Further, economic conditions could negatively impact commercial real estate fundamentals and result in declining values in our real estate portfolio and in the collateral securing any loan investments we may make, which could have various negative impacts. Specifically, the value of collateral securing any loan investment we may make could decrease below the outstanding principal amounts of such loans, requiring us to pledge more collateral.

Our organizational documents have no limitation on the amount of indebtedness we may incur. As a result, we may become highly leveraged in the future, which could materially and adversely affect us.

Our business strategy contemplates the use of both non-recourse secured and unsecured debt to finance long-term growth. In addition, our organizational documents contain no limitations on the amount of debt that we may incur, and our Board of Directors may change our financing policy at any time without stockholder notice or approval. As a result, we may be able to incur substantial additional debt, including secured debt, in the future. Incurring debt could subject us to many risks, including the risks that:

- our cash flows from operations may be insufficient to make required payments of principal and interest;
- our debt and resulting maturities may increase our vulnerability to adverse economic and industry conditions;
- we may be required to dedicate a substantial portion of our cash flow from operations to payments on our debt, thereby reducing cash available for distribution to our stockholders, funds available for operations and capital expenditures, future business opportunities or other purposes;
- the terms of any refinancing may not be in the same amount or on terms as favorable as the terms of the existing debt being refinanced;
- we may be obligated to repay the debt pursuant to guarantee obligations; and
- the use of leverage could adversely affect our ability to raise capital from other sources or to make distributions to our stockholders and could adversely affect the market price of our common stock.

If we violate covenants in future agreements relating to indebtedness that we may incur, we could be required to repay all or a portion of our indebtedness before maturity at a time when we might be unable to arrange financing for such repayment on

attractive terms, if at all. In addition, indebtedness agreements may require that we meet certain covenant tests in order to make distributions to our stockholders.

If we are unable to repay or refinance our existing debt, we may be unable to sustain or increase distributions to our stockholders and our share price may be adversely affected.

Our existing and future debt may subject us to many risks, including the risks that:

- our cash flow from operations will be insufficient to make required payments of principal and interest;
- our debt may increase our vulnerability to adverse economic and industry conditions;
- we may be required to dedicate a substantial portion of our cash flow from operations to payments on our debt, thereby reducing cash available for distribution to our stockholders, funds available for operations and capital expenditures, future business opportunities or other purposes;
- the terms of any refinancing may not be as favorable as the terms of the debt being refinanced; and
- the terms of our debt may limit our ability to make distributions to our stockholders and therefore adversely affect the market price of our stock.

If we do not have sufficient funds to repay our debt at maturity, it may be necessary to refinance this debt through additional debt financing, or private or public offerings of debt or equity securities. Alternatively, we may need to sell the underlying hotel or, in certain instances, the lender may foreclose. Adverse economic conditions could cause the terms on which we borrow or refinance to be unfavorable. If we are unable to refinance our debt on acceptable terms, we may be forced to dispose of hotels on disadvantageous terms or at times which may not permit us to receive an attractive return on our investments, potentially resulting in losses adversely affecting cash flow from operating activities.

Borrowings may reduce the funds available for distribution and increase the risk of loss since defaults may cause us to lose the properties securing the loans.

We have acquired properties by borrowing monies and we may, in some instances, acquire properties by assuming existing financing. We may borrow money to finance a portion of the purchase price of assets we acquire. We may also borrow money for other purposes to, among other things, satisfy the requirement that we distribute at least 90% of our REIT taxable income, subject to certain adjustments, or as is otherwise necessary or advisable to assure that we continue to qualify as a REIT for U.S. federal income tax purposes. Over the long term, however, payments required on any amounts we borrow reduce the funds available for, among other things, acquisitions, capital expenditures for existing properties or distributions to our stockholders because cash otherwise available for these purposes is used to pay principal and interest on this debt.

If there is a shortfall between the cash flow from a property and the cash flow needed to service mortgage debt on a property, then the amount of cash flow from operations available for distributions to stockholders may be reduced. In addition, incurring mortgage debt increases the risk of loss since defaults on indebtedness secured by a property may result in lenders initiating foreclosure actions. In such a case, we could lose the property securing the loan that is in default, thus reducing the value of our investment. For tax purposes, a foreclosure is treated as a sale of the property or properties for a purchase price equal to the outstanding balance of the debt secured by the property or properties. If the outstanding balance of the debt exceeds our tax basis in the property or properties, we would recognize taxable gain on the foreclosure action even though we would not receive any cash proceeds. We also may fully or partially guarantee any monies that subsidiaries borrow to purchase or operate properties. In these cases, we will likely be responsible to the lender for repaying the loans if the subsidiary is unable to do so. If any mortgage contains cross-collateralization or cross-default provisions, more than one property may be affected by a default.

If we are unable to borrow at favorable rates, we may not be able to acquire new properties.

If we are unable to borrow money at favorable rates, we may be unable to acquire additional real estate assets or refinance existing loans at maturity. Further, we may enter into loan agreements or other credit arrangements that require us to pay interest on amounts we borrow at variable or "adjustable" rates. Increases in interest rates will increase our interest costs. If interest rates are higher when we refinance our loans, our expenses will increase, thereby reducing our cash flow and the amount available for distribution to you. Further, during periods of rising interest rates, we may be forced to sell one or more of our properties in order to repay existing loans, which may not permit us to maximize the return on the particular properties being sold.

Interest-only indebtedness may increase our risk of default and ultimately may reduce our funds available for distribution to our stockholders.

We have obtained, and may continue to enter into, mortgage indebtedness that does not require us to pay principal for all or a portion of the life of the debt instrument. During the period when no principal payments are required, the amount of each scheduled payment is less than that of a traditional amortizing mortgage loan. The principal balance of the mortgage loan is not reduced (except in the case of prepayments) because there are no scheduled monthly payments of principal required during this period. After the interest-only period, we may be required either to make scheduled payments of principal and interest or to make a lump-sum or "balloon" payment at or prior to maturity. These required principal or balloon payments will increase the amount of our scheduled payments and may increase our risk of default under the related mortgage loan if we do not have funds available or are unable to refinance the obligation.

Existing and future debt agreements contain or may contain restrictions that limit our flexibility in operating our business.

The mortgages on our existing hotels, and hotels that we may acquire in the future, likely will contain customary covenants such as, but not limited to, those that limit our ability, without the prior consent of the lender, to further mortgage the applicable hotel or to discontinue insurance coverage. In addition, such loans contain negative covenants that, among other things, preclude certain changes of control, and/or changes in the hotel brand or manager of a collateralized property without lender consent, inhibit our ability to incur additional indebtedness or, under certain circumstances, restrict cash flow necessary to make distributions to our stockholders. These loans also often have debt service coverage ratio requirements that could limit our ability to borrow additional funds.

In addition, in connection with our mortgage agreements we may enter into lockbox and cash management agreements pursuant to which under certain situations substantially all of the income generated by our hotel properties will be deposited directly into lockbox accounts and then swept into cash management accounts for the benefit of our lenders and from which cash will be distributed to us only after funding of certain items, which may include payment of principal and interest on our debt, insurance and tax reserves or escrows and other expenses. As a result, we may be forced to borrow additional funds in order to make distributions to our stockholders (including, potentially, to make distributions necessary to allow us to maintain our qualification as a REIT for U.S. federal income tax purposes).

The credit agreements governing our senior unsecured revolving credit facility and our unsecured term loans contain customary covenants with which we must comply, which limit the discretion of management with respect to certain business matters. These covenants place restrictions on, among other things, our ability to incur additional indebtedness, incur liens on assets, enter into new types of businesses, engage in mergers, liquidations or consolidations, sell assets, make restricted payments (including the payment of dividends and other distributions) after the occurrence and during the continuance of a default or event of default, enter into negative pledges or limitations on the ability of subsidiaries to make certain distributions or to guarantee the indebtedness under the credit agreement, engage in certain transactions with affiliates, enter into sale and leaseback transactions, enter into speculative hedging transactions, change our fiscal year and make certain payments and prepayments with respect to subordinated debt. The credit agreements also contain financial covenants relating to our maximum total leverage ratio, maximum secured leverage ratio, maximum secured recourse leverage ratio, minimum fixed charge coverage ratio, minimum consolidated tangible net worth, minimum unsecured interest coverage ratio and setting a minimum number of unencumbered properties we must own and a minimum value for such unencumbered properties. Any other credit facility or secured loans that we enter into may place additional restrictions on us and may require us to meet certain financial ratios and tests. Our continued ability to borrow under the revolving credit facility and any other credit facility that we may obtain will be subject to compliance with these covenants and our ability to meet these covenants will be adversely affected if U.S. lodging fundamentals do not continue to improve when and to the extent that we expect. In addition, our failure to comply with these covenants, as well as our inability to make required payments under the credit agreement or any future debt agreement, could cause an event of default under the credit agreement, which, if not waived, could result in the termination of the financing commitments under the credit agreement and the acceleration of the maturity of the outstanding indebtedness thereunder, or could cause an event of default under such future debt agreement, which could result in the acceleration of the debt and require us to repay such debt with capital obtained from other sources, which may not be available to us or may be available only on unattractive terms. Furthermore, if we default on secured debt, lenders can take possession of the hotel or hotels securing such debt. In addition, the credit agreements contain, and any future debt agreements may contain, cross-default provisions with respect to certain other recourse and non-recourse indebtedness and contain certain other events of default which would similarly, in each case, give the lenders under the credit agreements the right to terminate such financing commitments and accelerate the maturity of such indebtedness under the credit agreements or give the lenders under such other agreement the right to declare a default on its debt and to enforce remedies, including acceleration of the maturity of such debt upon the occurrence of a default under such other indebtedness. If we default on our credit agreements or any other debt agreements, it could materially and adversely affect us.

We may be unable to satisfy our debt obligations upon a change of control.

Under the documents that govern our indebtedness, if we experience a change of control, we could be required to incur certain penalties, fees and other expenses, which may include repayment of the entire principal balance of some of our outstanding indebtedness plus additional fees and interest. We might not have sufficient funds to repay such amounts. Any of these events could have a material adverse impact on our liquidity, business, results of operations and financial condition.

Covenants applicable to current or future debt could restrict our ability to make distributions to our stockholders and, as a result, we may be unable to make distributions necessary to qualify as a REIT, which could materially and adversely affect us and the market price of our common stock.

We intend to continue to operate in a manner so as to qualify as a REIT for U.S. federal income tax purposes. In order to qualify as a REIT, we generally are required to distribute at least 90% of our REIT taxable income, determined without regard to the dividends paid deduction and excluding net capital gain, each year to our stockholders. To the extent that we satisfy this distribution requirement, but distribute less than 100% of our REIT taxable income, we will be subject to U.S. federal corporate income tax on our undistributed taxable income. In addition, we will be subject to a 4% nondeductible excise tax if the actual amount that we distribute to our stockholders in a calendar year is less than a minimum amount specified under the Code. If, as a result of covenants applicable to our current or future debt, we are restricted from making distributions to our stockholders, we may be unable to make distributions necessary for us to avoid U.S. federal corporate income and excise taxes and maintain our qualification as a REIT, which could materially and adversely affect us.

Increases in interest rates could increase the amount of our debt payments and adversely affect our ability to make distributions to our stockholders.

We have borrowed money, some of which bears interest at variable rates, and therefore are exposed to increases in costs in a rising interest rate environment. Increases in interest rates would increase our interest expense on any variable rate debt, as well as any debt that must be refinanced at higher interest rates at the time of maturity. Our future earnings and cash flows could be adversely affected due to the increased requirement to service our debt and could reduce the amount we are able to distribute to our stockholders. As of December 31, 2019, approximately \$376.0 million, or 29%, of our total debt outstanding, which includes the outstanding balance of our senior unsecured revolving credit facility, bore interest at variable rates which was not hedged by interest rate protection agreements. The remaining balance of our variable debt was either fixed for the entire term of the loan or for a portion of the remaining term of the loan using interest rate hedge agreements.

The London Inter-bank Offered Rate ("LIBOR") and certain other interest "benchmarks" may be subject to regulatory guidance and/or reform that could cause interest rates under our current or future debt agreements to perform differently than in the past or cause other unanticipated consequences. Additionally, LIBOR may cease to be published and could be replaced by alternative benchmarks, which could impact interest rates under our debt agreements.

The United Kingdom's Financial Conduct Authority, which regulates LIBOR, has announced that it intends to stop encouraging or requiring banks to submit LIBOR rates after 2021, and it is unclear if LIBOR will cease to exist or if new methods of calculating LIBOR will evolve. We have a substantial amount of variable-rate debt and interest rate swaps indexed to LIBOR, and we may be adversely affected upon the transition away from LIBOR after 2021.

As a response to the phase out of LIBOR, the Federal Reserve Board and the Federal Reserve Bank of New York organized the Alternative Reference Rates Committee ("ARRC"), which identified the Secured Overnight Financing Rate ("SOFR") as its preferred alternative to U.S. dollar-LIBOR in derivatives and other financial contracts. The Company is not able to predict when LIBOR will cease to be available or when there will be sufficient liquidity in the SOFR markets. Any changes adopted by FCA or other governing bodies in the method used for determining LIBOR may result in a sudden or prolonged increase or decrease in reported LIBOR. If that were to occur, our interest payments could change. Under our interest rate swaps, we also receive LIBOR-based variable interest rate payments and make fixed interest rate payments. In addition, uncertainty about the extent and manner of future changes may result in interest rates and/or payments that are higher or lower under our variable-rate debt and interest rate swaps than if LIBOR were to remain available in its current form.

The Company is currently monitoring and evaluating the related risks, which include interest expense and amounts received and paid on derivative instruments. These risks arise in connection with transitioning contracts to a new alternative rate, including any resulting value transfer that may occur. The value of loans, securities, or derivative instruments tied to LIBOR could also be impacted if LIBOR is limited or discontinued. For some instruments, the method of transitioning to an alternative rate may be challenging, as they may require negotiation with the respective counterparty.

If a contract is not transitioned to an alternative rate and LIBOR is discontinued, the impact on our contracts is likely to vary by contract. If LIBOR is discontinued or if the methods of calculating LIBOR change from their current form, interest rates on our current or future indebtedness may be adversely affected.

While we expect LIBOR to be available in substantially its current form until the end of 2021, it is possible that LIBOR will become unavailable prior to that point. This could result, for example, if sufficient banks decline to make submissions to the LIBOR administrator. In that case, the risks associated with the transition to an alternative reference rate will be accelerated and magnified.

We may be contractually obligated to purchase property even if we are unable to secure financing for the acquisition.

We may finance all or a portion of the purchase price for properties that we acquire. However, to ensure that our offers are as competitive as possible, we do not expect to enter into contracts to purchase property that include financing contingencies. Thus, we may be contractually obligated to purchase a property even if we are unable to secure financing for the acquisition. In this event, we may choose to close on the property by using cash on hand, which would result in less cash available for our operations and distributions to stockholders. Alternatively, we may choose not to close on the acquisition of the property and default on the purchase contract. If we default on any purchase contract, we could lose our earnest deposit money and become subject to liquidated or other contractual damages and remedies.

To hedge against interest rate fluctuations, we may use derivative financial instruments that may be costly and ineffective.

To the extent consistent with maintaining our qualification as a REIT, from time to time, we may use derivative financial instruments to hedge exposures to changes in interest rates on loans secured by our assets. Derivative instruments may include interest rate swap contracts, interest rate cap or floor contracts, futures or forward contracts, options or repurchase agreements. Our actual hedging decisions will be determined in light of the facts and circumstances existing at the time of the hedge and may differ from our currently anticipated hedging strategy. There is no assurance that our hedging strategy will achieve our objectives. We may be subject to costs, such as transaction fees or breakage costs, if we terminate these arrangements.

To the extent that we use derivative financial instruments to hedge against interest rate fluctuations, we will be exposed to credit risk, basis risk and legal enforceability risks. In this context, credit risk is the failure of the counterparty to perform under the terms of the derivative contract. If the fair value of a derivative contract is positive, the counterparty owes us, which creates credit risk for us. If the fair value of a derivative contract is negative, we owe the counterparty, which creates a risk that we may not be able to pay such amounts. Basis risk occurs when the index upon which the contract is based is more or less variable than the index upon which the hedged asset or liability is based, thereby making the hedge less effective. Finally, legal enforceability risks encompass general contractual risks including the risk that the counterparty will breach the terms of, or fail to perform its obligations under, the derivative contract, increasing the risk that we may not realize the benefits of these instruments. There is a risk that counterparties could fail, shut down, file for bankruptcy or be unable to pay out contracts. The failure of a counterparty that holds collateral that we post in connection with an interest rate swap agreement could result in the loss of that collateral.

The swaps regulatory provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act could have an adverse effect on our interest rate hedging activities.

Provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) and rules adopted by the Commodity Futures Trading Commission (the “CFTC”), the SEC and other prudential regulators establish federal regulation of the over-the-counter derivatives market and entities, such as us, participating in that market. While most of these regulations are already in effect, the implementation process is still ongoing and the CFTC continues to review and refine its initial rulemakings through additional interpretations and supplemental rulemakings. As a result, any new regulations or modifications to existing regulations could significantly increase the cost of derivative contracts, materially alter the terms of derivative contracts, reduce the availability of derivatives to protect against risks we encounter, reduce our ability to monetize or restructure our existing derivative contracts, and increase our exposure to less creditworthy counterparties.

The Dodd-Frank Act requires that certain classes of swaps be cleared on a derivatives clearing organization and traded on a Derivatives Contract Market (“DCM”) or other regulated exchange, unless exempt from such clearing and trading requirements, which could result in the application of certain margin requirements imposed by derivatives clearing organizations and their members. The CFTC and prudential regulators have also adopted mandatory margin requirements for uncleared swaps entered into between swap dealers and certain other counterparties. While an end-user exception with respect to such mandatory clearing and margin requirements may be available, the application of the mandatory clearing and trade execution requirements and the uncleared swaps margin requirements to other market participants, such as swap dealers, may adversely affect the cost and availability of the swaps that we use for hedging.

Risks Related to Our Status as REIT

Failure to remain qualified as a REIT, would cause us to be taxed as a regular corporation, which would substantially reduce funds available for distributions to our stockholders.

We believe that we are qualified to be taxed as a REIT for U.S. federal income tax purposes for our taxable year ended December 31, 2019, and we intend to continue operating in such a manner. However, we cannot assure you that we will remain qualified as a REIT or that we will not be required to rely on a REIT "savings clause". If we were to rely on a REIT "savings clause", we would have to pay a penalty tax, which could be material.

If we fail to qualify as a REIT in any taxable year, we will face serious tax consequences that will substantially reduce the funds available for distributions to our stockholders because:

- we would not be allowed a deduction for dividends paid to stockholders in computing our taxable income and would be subject to U.S. federal income tax at regular corporate rates;
- we could be subject to the U.S. federal alternative minimum tax for taxable years prior to 2018 and possibly increased state and local taxes; and
- unless we are entitled to relief under certain U.S. federal income tax laws, we could not re-elect REIT status for the four taxable years following the year in which we failed to qualify as a REIT.

In addition, if we fail to qualify as a REIT, we will no longer be required to make distributions. As a result of all these factors, our failure to qualify as a REIT could impair our ability to expand our business and raise capital, and it would adversely affect the value of our common stock.

If InvenTrust failed to qualify as a REIT in its 2011 through 2015 taxable years, we would be prevented from electing to qualify as a REIT.

We believe that from the time of our formation until January 5, 2015, we were treated as a "qualified REIT subsidiary" of InvenTrust. Under applicable Treasury regulations, if InvenTrust failed to qualify as a REIT in any of its 2011 through 2015 taxable years, unless InvenTrust's failure was subject to relief under U.S. federal income tax laws, we would be prevented from electing to qualify as a REIT for the four taxable years following the year in which InvenTrust failed to qualify.

We and InvenTrust made a joint tax election, that among other things, caused us to have a short taxable year that ended on February 3, 2015 and if we failed to qualify as a REIT for that short taxable year, we would be liable for a material corporate income tax and would be precluded from qualifying as a REIT for the following four taxable years.

We and InvenTrust made a joint election under section 336(e) of the Code with respect to our spin-off from InvenTrust on February 3, 2015, which allowed us to significantly increase our tax basis in our assets. As a result of that election, among other things, we were deemed to sell all of our assets to a third party and liquidate on February 3, 2015, the date of the spin-off. The gain we recognized in that deemed sale that was attributable to the personal property at our hotels was not qualifying income for purposes of the 75% and 95% gross income tests applicable to REITs. Based on our valuation of our personal property, we believe that we satisfied the 75% and 95% gross income tests for our short taxable year that ended on February 3, 2015.

No complete assurance can be provided that the Internal Revenue Service ("IRS") would not disagree with our valuation of our personal property and our determination of the gain from the deemed sale of that property. If the IRS successfully asserted that we failed to satisfy one or more of the requirements for REIT qualification for our short taxable year ended on February 3, 2015, we would be able to maintain our REIT status only if we were able to qualify for a REIT "savings clause." We have been advised by counsel that, even if we failed the gross income tests as a result of the IRS successfully disagreeing with the valuation of our personal property, we will be able to qualify for a REIT "savings clause." To qualify for the REIT "savings clause," we would have to pay a penalty tax, which could be material. Moreover, an opinion of legal counsel reflects only the counsel's best judgment on a legal issue and is not binding on a court. Accordingly, no assurance can be provided that we would qualify for the REIT "savings clause" to maintain our qualification. If the IRS successfully disagreed with our valuation of our personal property and we did not qualify for the REIT "savings clause," we would be subject to corporate income tax on the deemed sale of our assets pursuant to the section 336(e) election, and that corporate income tax would be material. In addition, we would be precluded from electing REIT status for the four taxable years following that failure.

Even if we continue to qualify as a REIT, we may face other tax liabilities that reduce our cash flows.

Even if we continue to qualify for taxation as a REIT, we may be subject to certain U.S. federal, state and local taxes on our income and assets, including taxes on any undistributed income, tax on income from some activities conducted as a result of a

foreclosure, and state or local income, franchise, property and transfer taxes. In addition, our TRS, and any other TRS we form, will be subject to regular corporate U.S. federal, state and local taxes. Any of these taxes would decrease cash available for distributions to stockholders.

Failure to make required distributions would subject us to U.S. federal corporate income tax.

We intend to continue to operate in a manner so as to maintain our qualification as a REIT for U.S. federal income tax purposes. In order to continue to qualify as a REIT, we generally are required to distribute at least 90% of our REIT taxable income, determined without regard to the dividends paid deduction and excluding any net capital gain, each year to our stockholders. To the extent that we satisfy this distribution requirement, but distribute less than 100% of our REIT taxable income, we will be subject to U.S. federal corporate income tax on our undistributed taxable income. In addition, we will be subject to a 4% nondeductible excise tax if the actual amount that we pay out to our stockholders in a calendar year is less than a minimum amount specified under the Code.

REIT distribution requirements could adversely affect our liquidity and may force us to borrow funds or sell assets during unfavorable market conditions.

To satisfy the REIT distribution requirements, we may need to borrow funds on a short-term basis or sell assets, even if the then-prevailing market conditions are not favorable for these borrowings or sales. Our cash flows from operations may be insufficient to fund required distributions as a result of differences in timing between the actual receipt of income and the recognition of income for U.S. federal income tax purposes, or the effect of non-deductible capital expenditures, the creation of reserves or required debt service or amortization payments. The insufficiency of our cash flows to cover our distribution requirements could have an adverse impact on our ability to raise short- and long-term debt or sell equity securities in order to fund distributions required to maintain our qualification as a REIT.

The ownership of our TRS and our TRS lessees increases our overall tax liability.

Our TRS, and any other domestic TRS we form, will be subject to U.S. federal, state and local income tax on their taxable income, which will consist of the revenues from the hotels leased by our TRS lessees, net of the operating expenses for such hotels and rent payments to us. In certain circumstances the ability of our TRSs to deduct interest expense could be limited. Accordingly, although our ownership of our TRS lessees will allow us to participate in the operating income from our hotels in addition to receiving rent, that operating income will be fully subject to income tax. The after-tax net income of our TRS lessees is available for distribution to us.

Our TRS lessee structure subjects us to the risk of increased hotel operating expenses that could adversely affect our operating results and our ability to make distributions to stockholders.

Our leases with our TRS lessees require our TRS lessees to pay us rent based in part on revenues from our hotels. Our operating risks include decreases in hotel revenues and increases in hotel operating expenses, including but not limited to the increases in wage and benefit costs, repair and maintenance expenses, energy costs, insurance costs and other operating expenses, which would adversely affect our TRS lessees' ability to pay us rent due under the leases.

Increases in these operating expenses can have a significant adverse impact on our financial condition, results of operations, the market price of our common shares and our ability to make distributions to our stockholders.

Our ownership of our TRS, and any other TRSs we form, will be subject to limitations and our transactions with our TRS, and any other TRSs we form, will cause us to be subject to a 100% penalty tax on certain income or deductions if those transactions are not conducted on arm's-length terms.

Overall, no more than 20% of the value of a REIT's assets may consist of stock or securities of one or more TRSs. In addition, the Code limits the deductibility of interest paid or accrued by a TRS to its parent REIT to assure that the TRS is subject to an appropriate level of corporate taxation. The Code also imposes a 100% excise tax on certain transactions between a TRS and its parent REIT that are not conducted on an arm's-length basis. The 100% tax would apply, for example, to the extent that we were found to have charged our TRS lessees rent in excess of an arm's-length rent. We will monitor the value of our investment in our TRS for the purpose of ensuring compliance with TRS ownership limitations and will structure our transactions with our TRS on terms that we believe are arm's length to avoid incurring the 100% excise tax described above. There can be no assurance, however, that we will be able to comply with the 20% TRS limitation or to avoid application of the 100% excise tax.

If the leases of our hotels to our TRS lessees are not respected as true leases for U.S. federal income tax purposes, we will fail to qualify as a REIT.

To maintain our qualification as a REIT, we must annually satisfy two gross income tests, under which specified percentages of our gross income must be derived from certain sources, such as "rents from real property." Rents paid to our Operating Partnership by our TRS lessees pursuant to the leases of our hotels will constitute substantially all of our gross income. In order for such rent to qualify as "rents from real property" for purposes of the gross income tests, the leases must be respected as true leases for U.S. federal income tax purposes and not be treated as service contracts, financing arrangements, joint ventures or some other type of arrangement. If our leases are not respected as true leases for U.S. federal income tax purposes, we will fail to qualify as a REIT.

If any of our current and future hotel management companies do not qualify as "eligible independent contractors," or if our hotels are not "qualified lodging facilities," we will fail to qualify as a REIT.

Rent paid by a lessee that is a "related party tenant" of ours will not be qualifying income for purposes of the two gross income tests applicable to REITs. An exception is provided, however, for leases of "qualified lodging facilities" (as defined below) to a TRS so long as the hotels are managed by an "eligible independent contractor" and certain other requirements are satisfied. We expect to lease all, or substantially all, of our hotels to our TRS lessees and to engage hotel management companies that qualify as "eligible independent contractors." Among other requirements, in order to qualify as an eligible independent contractor, the hotel manager must not own, directly or through its stockholders, more than 35% of our outstanding shares, and no person or group of persons can own more than 35% of our outstanding shares and the shares (or ownership interest) of the hotel manager, taking into account certain ownership attribution rules. The ownership attribution rules that apply for purposes of these 35% thresholds are complex, and monitoring actual and constructive ownership of our shares by our hotel managers and their owners may not be practical. Accordingly, there can be no assurance that these ownership levels will not be exceeded.

In addition, for a hotel management company to qualify as an eligible independent contractor, such company or a related person must be actively engaged in the trade or business of operating "qualified lodging facilities" (as defined below) for one or more persons not related to the REIT or its TRSs at each time that such company enters into a hotel management contract with a TRS or its TRS lessee. We believe our current hotel managers operate qualified lodging facilities for certain persons who are not related to us or our TRS. However, no assurance can be provided that any of our current and future hotel managers will in fact comply with this requirement. Failure to comply with this requirement would require us to find other managers for future contracts, and, if we hired a management company without knowledge of the failure, it could jeopardize our status as a REIT.

Finally, each property with respect to which our TRS lessees pay rent must be a "qualified lodging facility." A "qualified lodging facility" is a hotel, motel or other establishment more than one-half of the dwelling units in which are used on a transient basis, including customary amenities and facilities, provided that no wagering activities are conducted at or in connection with such facility by any person who is engaged in the business of accepting wagers and who is legally authorized to engage in such business at or in connection with such facility. We believe that the hotels that are leased to our TRS lessees are qualified lodging facilities. Although we intend to monitor future acquisitions and improvements of properties, REIT provisions of the Code provide only limited guidance for making determinations under the requirements for qualified lodging facilities, and there can be no assurance that these requirements will be satisfied.

Complying with REIT requirements may force us to forgo and/or liquidate otherwise attractive investment opportunities.

To maintain our qualification as a REIT, we must ensure that we meet the REIT gross income tests annually and that at the end of each calendar quarter, at least 75% of the value of our assets consists of cash, cash items, government securities and qualified real estate assets. The remainder of our investment in securities (other than government securities and qualified real estate assets) generally cannot include more than 10% of the outstanding voting securities of any one issuer or more than 10% of the total value of the outstanding securities of any one issuer. In addition, in general, no more than 5% of the value of our assets (other than government securities and qualified real estate assets) can consist of the securities of any one issuer, no more than 25% of the value of our assets can consist of debt of publicly offered REITs (i.e. REITs that are required to file annual and period reports with the SEC under the Exchange Act) that is not secured by real property, and no more than 20% of the value of our total assets can be represented by securities of one or more TRSs. If we fail to comply with these requirements at the end of any calendar quarter, we must correct the failure within 30 days after the end of the calendar quarter or qualify for certain statutory relief provisions to avoid losing our REIT qualification and suffering adverse tax consequences. As a result, we may be required to liquidate from our portfolio, or contribute to a TRS, otherwise attractive investments in order to maintain our qualification as a REIT. These actions could have the effect of reducing our income and amounts available for distribution to our stockholders. In addition, we may be required to make distributions to stockholders at disadvantageous times or when we do not have funds readily available for distribution, and may be unable to pursue investments that would otherwise be advantageous to us in order to satisfy the source of income or asset diversification requirements for qualifying as a REIT. Thus,

compliance with the REIT requirements may hinder our ability to make, and, in certain cases, maintain ownership of, certain attractive investments.

We may face risks in connection with like-kind exchanges pursuant to section 1031 of the Code ("Section 1031 Exchanges").

From time to time, we dispose of properties in transactions that are intended to qualify as Section 1031 Exchanges. It is possible that the qualification of a transaction as a Section 1031 Exchange could be successfully challenged and determined to be currently taxable or that we may be unable to identify and complete the acquisition of a suitable replacement property to effect a Section 1031 Exchange. In such case, our taxable income and earnings and profits would increase. In addition, in some circumstances, we may be required to pay additional dividends or, in lieu of that, corporate income tax, possibly including interest and penalties. As a result, we may be required to borrow funds in order to pay additional dividends or taxes and the payment of such taxes could cause us to have less cash available to distribute to our stockholders. In addition, if a Section 1031 Exchange were later to be determined to be taxable, we may be required to amend our tax returns for the applicable year in question, including any information reports we sent our stockholders, and we may be required to make a special dividend payment to our shareholders if we are unable to mitigate the taxable gains realized. Moreover, unless the property was disposed of or received in the exchange on or before such date, Section 1031 of the Code permits exchanges of real property only. It is possible that additional legislation could be enacted that could further modify or repeal the laws with respect to Section 1031 Exchanges, which could make it more difficult or not possible for us to dispose of properties on a tax deferred basis.

The prohibited transactions tax may limit our ability to engage in transactions, including dispositions of assets that would be treated as sales for federal income tax purposes.

A REIT's net income from prohibited transactions is subject to a 100% tax. In general, prohibited transactions are sales or other dispositions of property, other than foreclosure property, held primarily for sale to customers in the ordinary course of business. We may be subject to the prohibited transactions tax upon a disposition of real property. Although a safe harbor to the characterization of the sale of real property by a REIT as a prohibited transaction is available, we cannot assure you that we can comply with the safe harbor or that we will avoid owning property that may be characterized as held primarily for sale to customers in the ordinary course of business. Consequently, we may choose not to engage in certain sales of real property or may conduct such sales through a TRS.

You may be restricted from acquiring or transferring certain amounts of our common stock.

The stock ownership restrictions of the Code for REITs and the 9.8% stock ownership limit in our charter may inhibit market activity in our capital stock and restrict our business combination opportunities.

In order to maintain our qualification as a REIT for each taxable year after our first taxable year as a REIT, five or fewer individuals, as defined in the Code, may not own, beneficially or constructively, more than 50% in value of our issued and outstanding capital stock at any time during the last half of a taxable year. Attribution rules in the Code determine if any individual or entity beneficially or constructively owns our capital stock under this requirement. Additionally, at least 100 persons must beneficially own our capital stock during at least 335 days of a taxable year for each taxable year after our first taxable year as a REIT. To help insure that we meet these tests, our charter restricts the acquisition and ownership of shares of our capital stock.

Our charter authorizes our directors to take such actions as are necessary and desirable to preserve our qualification as a REIT. Unless exempted by our Board of Directors (prospectively or retroactively), our charter prohibits any person or group (as defined in our charter) from beneficially or constructively owning more than 9.8% in value or number of shares, whichever is more restrictive, of the outstanding shares of any class or series of our capital stock. Our Board of Directors may not grant an exemption from these restrictions to any proposed transferee whose ownership in excess of 9.8% of the value of our outstanding shares would result in our failing to qualify as a REIT. These restrictions on transferability and ownership will not apply, however, if our Board of Directors determines that it is no longer in our best interest to continue to qualify as a REIT or that compliance is no longer required in order for us to qualify as a REIT.

We may pay taxable dividends in cash and our common stock, in which case stockholders may sell shares of our common stock to pay tax on such dividends, placing downward pressure on the market price of our common stock.

We may distribute taxable dividends that are payable in cash and common stock at the election of each stockholder. If we made a taxable dividend payable in cash and common stock, taxable stockholders receiving such dividends will be required to include the full amount of the dividend as ordinary income to the extent of our current and accumulated earnings and profits, as determined for U.S. federal income tax purposes. As a result, stockholders may be required to pay income tax with respect to such dividends in excess of the cash dividends received. If a U.S. stockholder sells the common stock that it receives as a dividend in order to pay this tax, the sales proceeds may be less than the amount included in income with respect to the dividend, depending on the market price of our common stock at the time of the sale. Furthermore, with respect to certain non-U.S. stockholders, we may be required to withhold U.S. federal income tax with respect to such dividends, including in respect of all or a portion of such dividend that is payable in common stock. If we made a taxable dividend payable in cash and our common stock and a significant number of our stockholders determine to sell shares of our common stock in order to pay taxes owed on dividends, it may put downward pressure on the trading price of our common stock. We do not currently intend to pay a taxable dividend in our common stock and cash.

Dividends payable by REITs generally do not qualify for the reduced tax rates available for some dividends.

The maximum U.S. federal tax rate applicable to "qualified dividend income" payable to U.S. stockholders that are taxed at individual rates is 20%. Dividends payable by REITs, however, are generally not eligible for the reduced rates on qualified dividend income. For taxable years beginning before January 1, 2026, non-corporate taxpayers may deduct up to 20% of certain pass-through business income, including "qualified REIT dividends" (generally, dividends received by a REIT stockholder that are not designated as capital gain dividends or qualified dividend income), subject to certain limitations, resulting in an effective maximum U.S. federal income tax rate of 29.6% on such income. Although the reduced U.S. federal income tax rate applicable to qualified dividend income does not adversely affect the taxation of REITs or dividends payable by REITs, the more favorable rates applicable to regular corporate qualified dividends and the reduced corporate tax rate (currently 21%) could cause certain non-corporate investors to perceive investments in REITs to be relatively less attractive than investments in the stocks of non-REIT corporations that pay dividends, which could adversely affect the value of the shares of REITs, including our common stock.

Complying with REIT requirements may limit our ability to hedge effectively.

The REIT provisions of the Code could substantially limit our ability to hedge the risks inherent to our operations. Under current law, any income that we generate from transactions intended to hedge our interest rate or currency risks will be excluded from gross income for purposes of the REIT 75% and 95% gross income tests if (i) the instrument hedges risk of interest rate or currency fluctuations on indebtedness incurred or to be incurred to carry or acquire real estate assets, (ii) the instrument hedges risk of currency fluctuations with respect to any item of income or gain that would be qualifying income under the REIT 75% or 95% gross income tests, or (iii) the instrument was entered into to "offset" certain instruments described in clauses (i) or (ii) of this sentence and certain other requirements are satisfied and such instrument is properly identified under applicable Treasury Regulations. Income from hedging transactions that do not meet these requirements is likely to constitute nonqualifying income for purposes of both the REIT 75% and 95% gross income tests. As a result of these rules, we may have to limit our use of hedging techniques that might otherwise be advantageous to us or implement those hedges through our TRSs. This could increase the cost of our hedging activities because our TRSs would be subject to tax on gains or expose us to greater risks associated with interest rate fluctuations or other changes than we would otherwise want to bear.

The ability of our Board of Directors to revoke our REIT qualification without stockholder approval may cause adverse consequences to our stockholders.

Our charter provides that our Board of Directors may revoke or otherwise terminate our REIT election, without the approval of our stockholders, if it determines that it is no longer in our best interest to continue to qualify as a REIT. If we cease to be a REIT, we would become subject to U.S. federal income tax on our taxable income and would no longer be required to distribute most of our taxable income to our stockholders, which may have adverse consequences on the total return to our stockholders.

We may be subject to adverse legislative or regulatory tax changes that could reduce the market price of our common stock.

The present U.S. federal income tax treatment of REITs may be modified, possibly with retroactive effect, by legislative, judicial or administrative action at any time, which could affect the U.S. federal income tax treatment of an investment in our stock. The U.S. federal tax rules that affect REITs are under review constantly by persons involved in the legislative process, the IRS and the U.S. Treasury Department, which results in statutory changes as well as frequent revisions to Treasury regulations and interpretations. Revisions in U.S. federal tax laws and interpretations thereof could cause us to change our

investments and commitments, which could also affect the tax considerations of an investment in our stock. Additional changes to the tax laws may occur. We cannot predict the long-term effect of any recent changes or any future law changes on REITs and their stockholders, and we and our stockholders could be adversely affected by any such change.

Risks Related to Ownership of Our Common Stock and our Corporate Structure

The market price of our shares may fluctuate widely and there can be no assurance that the market for our stock will provide you with adequate liquidity.

The market price of our common stock may fluctuate widely, depending on many factors, some of which may be beyond our control, including:

- actual or anticipated differences in our operating results, liquidity, or financial condition;
- changes in our revenues, Earnings Before Interest, Taxes, Depreciation and Amortization ("EBITDA"), EBITDA real estate ("EBITDAre"), Adjusted EBITDAre ("Adjusted EBITDAre"), Funds From Operations ("FFO"), Adjusted FFO ("Adjusted FFO"), or earnings estimates;
- publication of research reports about us, our hotels, or the lodging or overall real estate industry;
- failure to meet earnings guidance that we provide periodically or analysts' revenue or earnings estimates;
- the extent of institutional investor interest in us;
- the reputation of REITs and real estate investments generally and the attractiveness of REIT equity securities in comparison to other equity securities, including securities issued by other real estate companies, and fixed income securities;
- additions and departures of key personnel;
- the performance and market valuations of other similar companies;
- strategic actions by us or our competitors, such as mergers, acquisitions or restructurings;
- fluctuations in the stock price and operating results of our competitors;
- the passage of legislation or other regulatory developments that adversely affect us or our industry;
- the realization of any of the other risk factors presented in this Annual Report;
- speculation in the press or investment community;
- changes in accounting principles;
- events beyond our control, such as wars, terrorist or cyber-attacks, travel-related health concerns, government shutdowns and closures, and natural disasters; and
- general market and economic conditions, including factors unrelated to our operating performance.

Stock markets in general have experienced volatility that has often been unrelated to the operating performance of a particular company. These broad market fluctuations may adversely affect the trading price of our common stock.

Significant sales of our common stock, or the perception that significant sales of such shares could occur, may cause the price of our common stock to decline significantly.

A large volume of sales of shares of our common stock could decrease the market price of our common stock and could impair our ability to raise additional capital through the sale of equity securities in the future. Even if a substantial number of sales of our shares are not affected, the mere perception of the possibility of these sales could depress the market price of our common stock and have a negative effect on our ability to raise capital in the future. In addition, anticipated downward pressure on our common stock price due to actual or anticipated sales of common stock from this market overhang could cause some institutions or individuals to engage in short sales of our common stock, which may itself cause the price of our common stock to decline.

Future sales or distributions of our common stock may negatively affect the market price of our common stock.

It is possible that some of our large stockholders will sell our common stock. Any disposition by significant stockholders of our common stock in the public market or the perception that such dispositions could occur could adversely affect prevailing market prices for our common stock.

Our cash available for distribution to stockholders may not be sufficient to pay distributions at expected or required levels, and we may need external sources in order to make such distributions, or we may not be able to make such distributions at all, which could cause the market price of our common stock to decline significantly.

We intend to pay regular quarterly distributions to holders of our common stock. We have established our distribution rate based upon our estimate of our annualized cash flow that will be available for distributions. All distributions will be made at the discretion of our Board of Directors and will depend on our historical and projected results of operations, Adjusted EBITDA, FFO, Adjusted FFO, liquidity and financial condition, REIT qualification, debt service requirements, capital expenditures and operating expenses, prohibitions and other restrictions under financing arrangements and applicable law and other factors as our Board of Directors may deem relevant from time to time. No assurance can be given that our projections will prove accurate or that any level of distributions will be made or sustained or achieve a market yield. We may not be able to make distributions in the future or may need to consider various funding sources to cover any shortfall, including borrowing under our senior unsecured revolving credit facility, selling certain of our assets or using a portion of the net proceeds we receive from future offerings of equity, equity-related or debt securities or declaring taxable share dividends. Any of the foregoing could cause the market price of our common stock to decline significantly.

Future issuances of debt securities, which would rank senior to our common stock upon our liquidation, and future issuances of equity securities (including Operating Partnership Units), which would dilute the holdings of our existing common stockholders and may be senior to our common stock for the purposes of making distributions, periodically or upon liquidation, may negatively affect the market price of our common stock.

In the future, we may issue debt or equity securities or incur other borrowings. Upon our liquidation, holders of our debt securities and other loans and preferred shares will receive a distribution of our available assets before common stockholders. If we incur debt in the future, our future interest costs could increase, and adversely affect our liquidity, FFO, Adjusted FFO and results of operations. In March 2018, we established our ATM program with a syndicate of five banks ("Agents"), pursuant to which we may sell, from time to time, up to an aggregate sales price of \$200 million to or through the Agents. From time to time, we may refresh or implement a new at-the-market program. We are not required to offer any additional equity securities to existing common stockholders on a preemptive basis. Therefore, additional common stock issuances, directly or through convertible or exchangeable securities (including Operating Partnership Units), warrants or options, will dilute the holdings of our existing common stockholders and such issuances or the perception of such issuances may reduce the market price of our common stock. Because our decision to issue debt or equity securities or incur other borrowings in the future will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing, nature or success of our future capital raising efforts. Thus, common stockholders bear the risk that our future issuances of debt or equity securities or our incurrence of other borrowings will negatively affect the market price of our common stock.

Your percentage ownership in us may be diluted in the future.

As with any publicly traded company, your percentage ownership in us may be diluted in the future because of equity issuances for acquisitions, capital market transactions or otherwise, including, without limitation, issuances pursuant to our ATM program and equity awards that may be granted to our directors, officers, employees, and consultants. Our Board of Directors has approved an Incentive Award Plan (the "Plan"), which provides for the grant of cash and equity-based awards to our directors, officers, employees, and consultants. We reserved 7,000,000 shares of our common stock for issuance or transfer pursuant to awards under the Plan, which may be amended from time to time and may increase the number of shares of our common stock for issuance. For a more detailed description of the Plan, see "Part III-Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters."

If securities analysts do not publish research or reports about our business or if they downgrade our stock or our sector, our stock price and trading volume could decline.

The trading market for our common stock will rely in part on the research and reports that industry or financial analysts publish about us or our business. We do not control these analysts. Furthermore, if one or more of the analysts who do cover us downgrade our stock or our industry, or the stock of any of our competitors, or publish inaccurate or unfavorable research about our business or our industry, the price of our common stock could decline. If one or more of these analysts ceases coverage of us or fails to publish reports on us regularly, we could lose viability in the market, which in turn could cause our stock price or trading volume to decline.

Increases in market interest rates may reduce demand for our common stock and result in a decline in the market price of our common stock.

The market price of our common stock may be influenced by the dividend yield on our common stock (i.e. the amount of our annual distributions as a percentage of the market price of our common stock) relative to market interest rates. An increase in market interest rates, which are currently low compared to historical levels, may lead prospective purchasers of our common stock to expect a higher distribution yield, which we may not be able, or may choose not, to provide. Higher interest rates would also likely increase our borrowing costs and decrease our operating results and cash available for distribution. Thus, higher market interest rates could cause the market price of our common stock to decline.

Our rights and the rights of our stockholders to take action against our directors and officers are limited, which could limit our stockholders' recourse in the event of actions not in our stockholders' best interests.

Under Maryland law, generally, a director is required to perform his or her duties in good faith, in a manner he or she reasonably believes to be in our best interest and with the care that an ordinarily prudent person in a like position would use under similar circumstances. Under Maryland law, directors are presumed to have acted in accordance with this standard of conduct. In addition, our charter eliminates the liability of our directors and officers to us and our stockholders for monetary damages, except for liability resulting from:

- actual receipt of an improper benefit or profit in money, property or services; or
- active and deliberate dishonesty by the director or officer that was established by a final judgment as being material to the cause of action adjudicated.

Our charter authorizes us to obligate ourselves and our bylaws obligate us, to the maximum extent permitted by Maryland law in effect from time to time, to indemnify and to pay or reimburse reasonable expenses in advance of final disposition of a proceeding to any present or former director or officer who is made or threatened to be made a party to the proceeding by reason of his or her service to us in that capacity. As a result, we and our stockholders may have more limited rights against our directors and officers than might otherwise exist absent the current provisions in our charter and bylaws.

Certain provisions of Maryland law could inhibit changes in control.

Certain provisions of the Maryland General Corporation Law, or "MGCL", may have the effect of deterring a third party from making a proposal to acquire us or of impeding a change in our control under circumstances that otherwise could provide the holders of our common stock with the opportunity to realize a premium over the then-prevailing market price of our common stock, including:

- "business combination" provisions that, subject to limitations, prohibit certain business combinations between us and an "interested stockholder" (defined generally as any person who beneficially owns, directly or indirectly, 10% or more of the voting power of our outstanding voting stock or an affiliate or associate of ours who was the beneficial owner, directly or indirectly, of 10% or more of the voting power of our then outstanding voting stock at any time within the two-year period immediately prior to the date in question) for five years after the most recent date on which the stockholder becomes an interested stockholder, and thereafter impose fair price and/or super majority stockholder voting requirements on these combinations; and
- "control share" provisions that provide that "control shares" of our company (defined as voting shares that, when aggregated with other shares controlled by the stockholder, entitle the stockholder to exercise one of three increasing ranges of voting power in electing directors) acquired in a "control share acquisition" (defined as the direct or indirect acquisition of ownership or control of issued and outstanding control shares) have no voting rights except to the extent approved by our stockholders by the affirmative vote of at least two-thirds of all the votes entitled to be cast on the matter, excluding all interested shares.

As permitted by Maryland law, we have elected, by resolution of our Board of Directors, to opt out of the business combination provisions of the MGCL, provided that such business combination has been approved by our Board of Directors (including a majority of directors who are not affiliated with the interested stockholder), and, pursuant to a provision in our bylaws, to exempt any acquisition of our stock from the control share provisions of the MGCL. However, our Board of Directors may by resolution elect to repeal the exemption from the business combination provisions of the MGCL and may by amendment to our bylaws opt into the control share provisions of the MGCL at any time in the future.

As a holding company with no direct operations, we rely on funds received from our Operating Partnership to pay liabilities.

As a holding company that conducts substantially all of our operations through our Operating Partnership, we rely on distributions from our Operating Partnership to pay any dividends we might declare on shares of our common stock. We also rely on distributions from our Operating Partnership to meet any of our obligations, including any tax liability on taxable income allocated to us from our Operating Partnership. In addition, because we are a holding company, your claims as stockholders will be structurally subordinated to all existing and future liabilities and obligations (whether or not for borrowed money) of our Operating Partnership and its subsidiaries. Therefore, in the event of our bankruptcy, liquidation or reorganization, our assets and those of our Operating Partnership and its subsidiaries will be able to satisfy the claims of our stockholders only after all of our and our Operating Partnership's and its subsidiaries' liabilities and obligations have been paid in full.

We own 96.8% of the Operating Partnership Units and the remaining 3.2% of the Operating Partnership Units are owned by the other limited partners comprised of our current executive officers and members of our Board of Directors. However, in connection with our future acquisition of properties or otherwise, we may issue Operating Partnership Units to third parties. Such issuances would reduce our ownership in our operating partnership. Because you will not directly own units of our Operating Partnership, you will not have any voting rights with respect to any such issuances or other partnership level activities of our Operating Partnership.

Our charter places limits on the amount of common stock that any person may own.

No more than 50% of the outstanding shares of our common stock may be beneficially owned, directly or indirectly, by five or fewer individuals at any time during the last half of each taxable year (other than our first taxable year for which an election to be a REIT was made). Unless exempted by our Board of Directors, prospectively or retroactively, our charter prohibits any person or group (as defined in our charter) from owning more than 9.8% in value or in number of shares, whichever is more restrictive, of the outstanding shares of any class or series of our capital stock. These provisions may have the effect of delaying, deferring or preventing a change in control of us, including an extraordinary transaction such as a merger, tender offer or sale of all or substantially all of our assets that might involve a premium price for holders of our common stock.

If anyone transfers shares in a way that would violate the ownership limit, or prevent us from maintaining our qualification as a REIT under the U.S. federal income tax laws, those shares instead will be transferred to a trust for the benefit of a charitable beneficiary and will be either redeemed by us or sold to a person whose ownership of the shares will not violate the ownership limit. If this transfer to a trust fails to prevent such a violation or our continued qualification as a REIT, then the initial intended transfer shall be null and void from the outset. The intended transferee of those shares will be deemed never to have owned the shares. Anyone who acquires shares in violation of the ownership limit or the other restrictions on transfer in our charter bears the risk of suffering a financial loss when the shares are redeemed or sold if the market price of our shares falls between the date of purchase and the date of redemption or sale.

Our charter permits our Board of Directors to issue preferred stock on terms that may subordinate the rights of the holders of our current common stock or discourage a third party from acquiring us.

Our Board of Directors is permitted, subject to certain restrictions set forth in our charter, to authorize the issuance of up to 500,000,000 shares of common stock and 50,000,000 shares of preferred stock without stockholder approval. Further, our Board of Directors may classify or reclassify any unissued shares of common or preferred stock into other classes or series of stock and establish the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications, and terms or conditions of redemption of the stock and may amend our charter from time to time to increase or decrease the aggregate number of shares or the number of shares of any class or series that we have authority to issue without stockholder approval. Thus, our Board of Directors could authorize us to issue shares of preferred stock with terms and conditions that could subordinate the rights of the holders of our common stock or shares of preferred stock or common stock that could have the effect of delaying, deferring or preventing a change in control of us, including an extraordinary transaction such as a merger, tender offer or sale of all or substantially all of our assets, that might provide a premium price for holders of our common stock.

Our conflict of interest policy may not be successful in eliminating the influence of future conflicts of interest that may arise between us and our directors, officers and employees.

Our conflict of interest policy provides that any transaction, agreement or relationship in which any of our directors, officers or employees has a material direct or indirect pecuniary interest must be approved by a majority of our disinterested directors. Other than this, however, we may not adopt additional formal procedures for the review and approval of conflict of interest transactions generally. As such, our policies and procedures may not be successful in eliminating the influence of conflicts of interest.

Conflicts of interest could arise in the future between the interests of our stockholders and the interests of any holders of Operating Partnership Units in our Operating Partnership, which may impede business decisions that could benefit our stockholders.

Conflicts of interest could arise as a result of the relationships between us and our affiliates, on the one hand, and our Operating Partnership or any partner thereof, on the other. Our directors and officers who own interest in our Operating Partnership have duties to us under applicable Maryland law in connection with their management of our company. At the same time, XHR GP, Inc., our wholly-owned subsidiary, as general partner of our Operating Partnership, has fiduciary duties and obligations to our Operating Partnership and its limited partners under Delaware law and the partnership agreement of our Operating Partnership in connection with the management of our Operating Partnership. Our duties as general partner to our Operating Partnership and its partners may come into conflict with the duties of our directors and officers to our company. These conflicts may be resolved in a manner that is not in the best interests of our stockholders.

Certain provisions in the partnership agreement for our Operating Partnership may delay or prevent unsolicited acquisitions of us.

Provisions in the partnership agreement for our Operating Partnership may delay or make more difficult unsolicited acquisitions of us or changes in our control. These provisions could discourage third parties from making proposals involving an unsolicited acquisition of us or a change in our control, although some stockholders might consider such proposals, if made, desirable.

Our Board of Directors may change our investment policies without stockholder approval, which could alter the nature of your investment.

Our investment policies may change over time. The methods of implementing our investment policies may also vary, as new investment techniques are developed. Our investment policies, the methods for implementing them, and our other objectives, policies and procedures may be altered by a majority of the directors without the approval of our stockholders. As a result, the nature of your investment could change without your consent. A change in our investment strategy may, among other things, increase our exposure to interest rate risk, default risk and commercial real property market fluctuations, all of which could materially and adversely affect our ability to achieve our investment objectives.

Our Board of Directors may approve very broad investment guidelines and has approved investment and financing guidelines for us. Our Board of Directors may not always review or approve each investment or financing decision made by our senior management team.

Our Board of Directors may authorize our senior management team to follow broad investment guidelines and has approved certain investment and financing guidelines, and as a result, we expect that our senior management team will have latitude, and in some instances, certain levels of discretion and authority in determining the assets that are proper investments for us, as well as the individual investment decisions, and how we finance such investments. Our senior management team may make investments with lower rates of return than those anticipated under current market conditions and/or may make investments with greater risks to achieve those anticipated returns. We expect that our Board of Directors may not always approve each proposed investment or financing strategy by our senior management team.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

We lease our headquarters located at 200 S. Orange Avenue, Suite 2700, Orlando, Florida 32801.

Hotel Properties

As of December 31, 2019, we owned a portfolio of 39 operating hotels across 16 states. We believe our portfolio of hotels is geographically diverse as our management team has implemented and executed a strategy of acquiring uniquely positioned luxury and upper upscale hotels and resorts primarily in the Top 25 Markets and key leisure destinations in the U.S.

Our Brand Affiliations

Our portfolio of hotels primarily operates under premium brands, with approximately 88% of our rooms operating under Marriott, Hyatt or Kimpton brands. The following table sets forth our brand affiliations as of December 31, 2019:

	Number of Hotels	Number of Rooms	Percentage of Total Rooms
Marriott			
Autograph Collection	5	587	5.2%
Marriott	5	2,076	18.5%
Renaissance	2	1,014	9.0%
Residence Inn	1	221	2.0%
The Ritz-Carlton	2	567	5.0%
Westin	2	875	7.8%
Subtotal	17	5,340	47.5%
Hyatt			
Andaz	3	451	4.0%
Hyatt Centric	1	120	1.1%
Hyatt Regency	4	2,377	21.1%
Park Hyatt	1	327	2.9%
The Unbound Collection	1	119	1.1%
Subtotal	10	3,394	30.2%
Kimpton	7	1,124	10.0%
Fairmont	2	730	6.5%
Loews	1	285	2.5%
Hilton - Waldorf Astoria	1	127	1.1%
Total branded	38	11,000	97.8%
Independent	1	245	2.2%
Total portfolio	39	11,245	100%

Our Hotels

The following table provides a list of our portfolio as of December 31, 2019⁽¹⁾:

Hotel	Rooms	Year Acquired/Opened	State	Brand Parent Company	Hotel Management Company ⁽²⁾	Chain Scale Segment ⁽³⁾
Andaz Napa ⁽⁴⁾	141	2013	CA	Hyatt	Hyatt	L
Andaz San Diego	159	2013	CA	Hyatt	Hyatt	L
Andaz Savannah	151	2013	GA	Hyatt	Hyatt	L
Bohemian Hotel Celebration, Autograph Collection	115	2013	FL	Marriott	Kessler	UU
Bohemian Hotel Savannah Riverfront, Autograph Collection	75	2012	GA	Marriott	Kessler	UU
Fairmont Dallas	545	2011	TX	Fairmont	Accor	L
Fairmont Pittsburgh	185	2018	PA	Fairmont	Accor	L
Grand Bohemian Hotel Charleston, Autograph Collection	50	2015	SC	Marriott	Kessler	UU
Grand Bohemian Hotel Mountain Brook, Autograph Collection	100	2015	AL	Marriott	Kessler	UU
Grand Bohemian Hotel Orlando, Autograph Collection ⁽⁴⁾	247	2012	FL	Marriott	Kessler	UU
Hotel Commonwealth ⁽⁵⁾	245	2016	MA	Independent	Sage	I
Hyatt Centric Key West Resort & Spa	120	2013	FL	Hyatt	Hyatt	UU
Hyatt Regency Grand Cypress	779	2017	FL	Hyatt	Hyatt	UU
Hyatt Regency Portland at the Oregon Convention Center	600	2019	OR	Hyatt	Hyatt	UU
Hyatt Regency Santa Clara ⁽⁵⁾	505	2013	CA	Hyatt	Hyatt	UU
Hyatt Regency Scottsdale Resort & Spa at Gainey Ranch	493	2017	AZ	Hyatt	Hyatt	UU
Kimpton Canary Hotel Santa Barbara	97	2015	CA	Kimpton	Kimpton	UU
Kimpton Hotel Monaco Chicago	191	2013	IL	Kimpton	Kimpton	UU
Kimpton Hotel Monaco Denver	189	2013	CO	Kimpton	Kimpton	UU
Kimpton Hotel Monaco Salt Lake City	225	2013	UT	Kimpton	Kimpton	UU
Kimpton Hotel Palomar Philadelphia ⁽⁴⁾	230	2015	PA	Kimpton	Kimpton	UU
Kimpton Lorien Hotel & Spa	107	2013	VA	Kimpton	Kimpton	UU
Kimpton RiverPlace Hotel	85	2015	OR	Kimpton	Kimpton	UU
Loews New Orleans Hotel	285	2013	LA	Loews	Loews	L
Marriott Charleston Town Center ⁽⁵⁾	352	2011	WV	Marriott	Marriott	UU
Marriott Dallas Downtown ⁽⁴⁾	416	2010	TX	Marriott	Marriott	UU
Marriott Napa Valley Hotel & Spa	275	2011	CA	Marriott	Sage	UU
Marriott San Francisco Airport Waterfront ⁽⁴⁾	688	2012	CA	Marriott	Marriott	UU
Marriott Woodlands Waterway Hotel & Convention Center ⁽⁵⁾	345	2007	TX	Marriott	Marriott	UU
Park Hyatt Aviara Resort, Golf Club & Spa	327	2018	CA	Hyatt	Hyatt	L
Renaissance Atlanta Waverly Hotel & Convention Center ⁽⁴⁾	522	2012	GA	Marriott	Renaissance	UU
Renaissance Austin Hotel	492	2012	TX	Marriott	Renaissance	UU
Residence Inn Boston Cambridge ⁽⁴⁾	221	2008	MA	Marriott	Residence Inn	U
The Ritz-Carlton, Denver	202	2018	CO	Marriott	Marriott	L
The Ritz-Carlton, Pentagon City ⁽⁴⁾⁽⁵⁾	365	2017	VA	Marriott	Marriott	L
Royal Palms Resort & Spa, The Unbound Collection by Hyatt	119	2017	AZ	Hyatt	Hyatt	L
Waldorf Astoria Atlanta Buckhead	127	2018	GA	Hilton	Waldorf Astoria	L
Westin Galleria Houston	469	2013	TX	Marriott	Westin	UU
Westin Oaks Houston at the Galleria	406	2013	TX	Marriott	Westin	UU

(1) Includes only the hotels in our portfolio as of December 31, 2019. See "Basis of Presentation."

(2) "Accor" refers to Accor Management U.S. Inc.; "Hyatt" refers to Hyatt Corporation; "Kessler" refers to Kessler Collection Management, LLC; "Kimpton" refers to Kimpton Hotel & Restaurant Group, LLC; "Loews" refers to Loews New Orleans Hotel Corp.; "Marriott" refers to Marriott Hotel Services, Inc.; "Renaissance" refers to Renaissance Hotel Operating Company; "Residence Inn" refers to Residence Inn by Marriott, LLC; "Sage" refers to affiliates of Sage Hospitality Resources, LLC; "Waldorf Astoria" refers to Waldorf Astoria Management, LLC; and "Westin" refers to Westin Operator, LLC.

(3) "L" refers to Luxury; "UU" refers to Upper Upscale; "U" refers to Upscale; "I" refers to Independent.

(4) This property is subject to mortgage debt as of December 31, 2019.

(5) This hotel is subject to a ground lease that covers all or part of the land underlying the hotel. See "Part I-Item 2. Properties - Our Principal Agreements- Ground Leases" for more information.

Our Principal Agreements

Hotel Management and Franchise Agreements

In order to maintain our qualification as a REIT, we cannot directly or indirectly operate any of our hotels. We lease each of our 39 hotels to TRS lessees, which in turn engage property managers to manage our hotels. Each of our hotels is operated pursuant to a hotel management agreement with an independent third-party hotel management company. Approximately 15% of our hotels (based on the number owned as of December 31, 2019), which we refer to as "franchised hotels" are also operated under distinct franchise agreements, a few of which are with an affiliate of the hotel's management company. Approximately 82% of our hotels (based on the number owned as of December 31, 2019) are operated pursuant to the hotel's management agreement, which we refer to as "brand-managed hotels."

Below is a general overview of the management and franchise agreements for our hotels, summarizing the principal terms found in each type of agreement.

Management Agreements for Brand-Managed Hotels

Pursuant to our management agreements for brand-managed hotels, the third-party management company controls the day-to-day operation of each hotel, and we are granted limited approval rights with respect to certain of the management company's actions, including entering into long-term or high value contracts, engaging in certain actions relating to legal proceedings, approving the operating budget, making certain capital expenditures and approving the hiring of certain management personnel.

We are provided with a variety of services and benefits, including the right to use the name, marks and systems of operations of a brand affiliated with the management company, as well as centralized reservation systems, national advertising, marketing programs and publicity designed to increase brand awareness, training of personnel, and payroll and accounting services.

Of our brand-managed hotels, approximately 44% of our hotels (by room count as of December 31, 2019) are managed by Marriott and its affiliates, approximately 33% are managed by Hyatt, approximately 11% are managed by Kimpton, and the rest are managed by management companies affiliated with a variety of other brands.

Term

The majority of our management agreements for brand-managed hotels contain an initial term of between 20 to 30 years, and have an average remaining term of approximately 11 years, assuming no renewal options are exercised by the management company. These agreements generally allow for one or more renewal periods at the option of the management company. Including the exercise of all renewal options the average remaining term of our management agreements is approximately 27 years.

Fees

Our management agreements for brand-managed hotels typically contain a two-tiered fee structure, wherein the management company receives a base management fee and, if certain financial thresholds are met or exceeded, an incentive management fee. The base management fee is typically 3.0% of gross hotel revenues or receipts, but ranges from approximately 1.0% to 7.0%, the highest of which also include fees for additional non-management services. The incentive management fees range from 8% to 35% of net operating income (or other similar metrics, such as gross operating profit, as defined in the management agreement) remaining after deducting a priority return typically equal to 8.5% to 11% of our total capital investment in the hotel. We also pay certain accounting services fees to the management companies in a majority of the agreements. Many management agreements also require the maintenance of a capital reserve fund ranging between 1% and 5% of hotel revenues to be used for capital expenditures to maintain the quality of the hotels.

Termination Events

Performance Termination

Most of our management agreements for our brand-managed hotels align our interests with those of the management company by providing us with a right to terminate the agreement if the management company fails to achieve certain criteria relating to the performance of the hotel. We generally may elect to terminate an agreement due to performance if, during any two consecutive year period, (i) the hotel fails to achieve a specified amount of operating profit, and (ii) certain operating metrics of the hotel, as compared to a competitive set of hotels in the relevant local market as agreed between the parties, fail to exceed a specified threshold as set forth in the applicable management agreement. In substantially all of the management agreements for brand-managed hotels, the management company has a right to avoid a performance termination by paying an amount equal to the amount by which the operating profit for the two-year period was less than the performance termination threshold, as set forth in the applicable management agreement.

Early Termination and Liquidated Damages

Subject to certain qualifications, notice requirements and applicable cure periods, the management agreements for our brand-managed hotels are generally terminable by either party upon a material casualty or condemnation of the hotel or the occurrence of certain customary events of default, including, among others: the bankruptcy or insolvency of either party; the failure of either party to make a payment when due, and failure to cure such non-payment after due notice; or breach by either party of covenants or obligations under the management agreement.

Additionally, the management company typically has the right to terminate the management agreement in certain situations, including the occurrence of certain actions with respect to a mortgage or our interference with the management company's ability to operate the hotel by failing to approve required capital improvements or expenditures or by failing to complete or commence required repairs after damage or destruction to the hotel. Most of our agreements do not require payment of liquidated damages in the event of an early termination; however, our Marriott brand-managed hotels require us to establish a reserve fund out of gross revenues to be used in the event of a termination. The fund is to be used to reimburse the management company for all costs and expenses incurred by the management company that relate to (i) the operation of the hotel prior to termination but that accrue after termination, (ii) the management company terminating its employees and/or (iii) the payment of any pending or contingent claims, depending on the agreement.

Sale of a Hotel

Our management agreements for our brand-managed hotels generally provide that we cannot sell a hotel to a person who: (i) does not have sufficient financial resources, (ii) is of bad moral character, (iii) is a competitor to the brand, or (iv) is a specially designated national or blocked person, as set forth in the applicable management agreement. Under most agreements, we will default if we proceed with a sale without the management company's consent and the assignment of the hotel's management agreement. Some of the agreements provide that our sale or transfer of the hotel to an affiliate does not require us to obtain the consent of the management company.

Management Agreements for Franchised Hotels

Our franchised hotels are managed by various third-party management companies, which are either independent or are affiliated with a hotel's brand. As in our management agreements for brand-managed hotels, the management company controls the day-to-day operations of each hotel, and we are granted limited approval rights with respect to certain of the management company's actions, including entering into long-term or high value contracts, engaging in certain actions relating to legal proceedings, approving the operating budget, making certain capital expenditures and the hiring of certain management personnel.

Term

Our management agreements for franchised hotels generally contain initial terms between 10 and 15 years with an average remaining initial term of approximately five years. All of these agreements do not contemplate a renewal or extension of the initial term or cannot be extended without our consent, and the rest may be extended at the option of the management company if certain conditions are met.

Fees

Generally, the management agreements for franchised hotels contain a two-tiered fee structure in which the management company receives a base management fee and, if certain financial thresholds are met or exceeded, an incentive management fee, each calculated on a per hotel basis. The base management fees range from 1.5% to 2.0% of gross hotel revenue, with some

base fees increasing over time. The incentive management fees range from 10% to 30% of net operating income (or other similar metric, as defined in the management agreement) remaining after deducting a priority return typically equal to 9% to 9.25% of our total capital investment in the hotel. We also pay certain accounting services fees to the management companies under a majority of the agreements.

Termination Events

Performance Termination

As with our management agreements for brand-managed hotels, most of the management agreements for franchised hotels provide us with a right to terminate the agreement if the management company fails to achieve certain criteria relating to the performance of the hotel. Generally, we may initiate a performance termination if, during any two consecutive year period, (i) the hotel fails to achieve a specified amount of operating profit, and/or (ii) certain operating metrics of the hotel, as compared to a competitive set of hotels in the relevant local market as agreed between the parties, fail to exceed a specified threshold as set forth in the applicable management agreement. In some of the management agreements for franchised hotels, the management company has a right, which can usually be exercised no more than once per hotel, to avoid a performance termination by paying an amount specified in the applicable management agreement.

Early Termination and Liquidated Damages

Subject to certain qualifications, notice requirements and applicable cure periods, the management agreements for franchised hotels are generally terminable by either party upon a material casualty or condemnation of the hotel or the occurrence of certain customary events of default, including, among others: the bankruptcy or insolvency of either party; a breach by either party of covenants or obligations under the management agreement, including a failure by us to provide required operating funds or our failure to make a payment when due and failure to cure such non-payment after due notice; a default by either party under the corresponding franchise agreement; a failure of either party to maintain a license for the sale of alcoholic beverages; and a failure by either party to maintain insurance policies required under the management agreement.

In the event that a management company elects to terminate a management agreement due to certain events of default by us, the management company generally may recover a termination fee, as liquidated damages, as set forth in the applicable management agreement. Several of the management agreements for franchised hotels grant us a right to terminate without cause upon notice to the management company. In some instances, such termination requires the payment of a termination fee.

Sale of a Hotel

Under a majority of the management agreements for franchised hotels, in order to sell a hotel, we must terminate the management agreement and pay a fee to the management company. However, in some cases, we may avoid such fees if the new owner is either assigned the agreement or enters into a new agreement with the management company.

Franchise Agreements

Our franchised hotels operate under franchise agreements with Marriott. Pursuant to our franchise agreements, we are granted rights to use the franchisor's name, marks and system in the operation of our hotels. Franchisors also provide us with a variety of services and benefits, including centralized reservation systems, national advertising, marketing programs and publicity designed to increase brand awareness, training of personnel and maintenance of operational quality at hotels across the brand system. In return, our TRS lessees, as the franchisees, are required to operate franchised hotels consistent with the applicable brand standards. The franchise agreements generally specify management, operational, record-keeping, accounting, reporting and marketing standards and procedures with which our TRS lessees must comply, and ensure consistency across the brand by outlining standards for guest services, products, signage and furniture, fixtures and equipment, among other things. To ensure our compliance, most of the franchise agreements specify that we must make the hotel available for quality inspections by the franchisor. We are also required to participate in the applicable loyalty rewards program for each brand.

Term

Our franchise agreements contain initial terms of 17 to 20 years, with an average remaining initial term of approximately 11 years. All of our franchise agreements do not contemplate any renewals or extensions of the initial term.

Fees

Substantially all of our franchise agreements require that we pay a royalty fee ranging between 2% and 6% of the gross room revenue of the applicable hotel and, for certain full service hotels, an additional fee ranging between 2% and 3% on gross food and beverage revenue. We must also pay marketing, reservation or other program fees ranging between 1% and 1.5% of the gross room revenue as well as other fees. In addition, under substantially all of our franchise agreements, the franchisor has the right to require that we renovate guest rooms and public facilities from time to time to comply with then-current brand standards. Under certain agreements, such expenditures are mandated at set periods, with at least some level of expenditure required every five to six years. Many franchise agreements also require the maintenance of a capital reserve fund ranging between 3% and 5% of hotel revenues to be used for capital expenditures to maintain the quality of the hotels.

Termination Events

Our franchise agreements provide for termination at the applicable franchisor's option upon the occurrence of certain events, including, among others: the failure to maintain brand standards, the failure to pay royalties and fees or to perform other obligations under the franchise license; bankruptcy; and abandonment of the franchise or a change of control, and in the event of such termination, we are required to pay liquidated damages.

Guarantee and Franchisor Rights

The TRS lessee that is the franchisee is responsible for making all payments to the franchisor under the applicable franchise agreement; however, Xenia Hotels & Resorts, Inc., XHR LP and/or the corresponding property-owning subsidiary generally guarantee the TRS lessee's obligations under the franchise agreements. In addition, some of the franchise agreements require that we provide the franchisor with a right of first offer or right of first refusal in the event of certain sales or transfers of a hotel, and almost all of our agreements provide the franchisor the right to approve any change in the hotel's management company.

TRS Leases

In order for us to maintain our qualification as a REIT, neither our company nor any of our subsidiaries, including the Operating Partnership, may directly or indirectly operate our hotels. Subsidiaries of our Operating Partnership, as lessors, lease our hotels to our TRS lessees, which, in turn, are parties to the existing hotel management agreements with third-party hotel management companies for each our hotels.

Ground Leases

The following table summarizes the remaining primary term, renewal rights, purchase rights and monthly base rent as of December 31, 2019 associated with land underlying our hotels and meeting facilities that we lease from third parties:

Property	Current Lease Term Expiration	Renewal Rights / Purchase Rights	Current Monthly Minimum or Base Rent ⁽¹⁾	Base Rent Increases at Renewal	Lease Type
Ground lease: Entire Property					
Hyatt Regency Santa Clara	April 30, 2035	4 x 10 years, 1 x 9 years ⁽²⁾	\$62,013	No increase unless lessee exercises its option to expand at which time base rent will be increased by \$800 for each additional hotel room in excess of 500	Triple Net
Marriott Charleston Town Center	December 11, 2067	4 x 10 years	\$5,000	No increase unless hotel is expanded beyond 356 guest rooms, at which time rent shall increase on a pro rata basis ⁽³⁾	Triple Net
Hotel Commonwealth	December 19, 2087	None	\$0.83	Not applicable	Triple Net
The Ritz-Carlton, Pentagon City	May 7, 2040	2 x 25 years	\$53,375	Fair market rent adjustment at commencement of lease renewal	Triple Net
Ground lease: Partial Property					
Convention Center at Marriott Woodlands Waterway Hotel & Convention Center	June 30, 2100	No renewal rights ⁽⁴⁾	\$10,965 ⁽⁵⁾	Not applicable	Triple Net

(1) In addition to minimum rent, the Company may owe percentage rent. In particular, Hyatt Regency Santa Clara incurs percentage rent based on a percentage of rooms revenue and ballroom receipts, which has exceeded the minimum base rent for the years ended December 31, 2019, 2018 and 2017. Marriott Charleston Town Center, per an amendment signed in December 2017, incurs supplemental rent equal to the greater of (i) 0.5% of annual gross revenues or (ii) \$85 thousand. The Ritz-Carlton, Pentagon City incurs the greater of (i) minimum base rent or (ii) five percent (5%) of guest room revenues, which has exceeded minimum base rent for the years ended December 31, 2019 and 2018.

(2) The Company has a right of first refusal to purchase all or a portion of certain areas covered by the two separate leases.

(3) If the hotel is increased from 356 to 500 rooms, the new annual base rent will increase to \$85 thousand.

(4) The Company has a right of first refusal to purchase the property, which must be exercised within 60 days of receiving the third party's terms from the landlord.

(5) The base rent for each year is adjusted based on a calculation tied to the Consumer Price Index. The monthly minimum or base rent in this chart is for the period from January 1, 2019 through December 31, 2019.

Item 3. Legal Proceedings

We are involved in various claims and lawsuits arising in the normal course of business, including proceedings involving tort and other general liability claims, workers' compensation and other employee claims and claims related to our ownership of certain hotel properties. Most occurrences involving liability, claims of negligence and employees are covered by insurance with solvent insurance carriers. We recognize a liability when we believe the loss is probable and reasonably estimable. We currently believe that the ultimate outcome of such lawsuits and proceedings will not, individually or in the aggregate, have a material effect on our consolidated financial position, results of operations or liquidity.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

Our common stock, par value \$0.01 per share, has been listed and traded on the New York Stock Exchange ("NYSE") under the symbol "XHR" since February 4, 2015.

Shareholder Information

As of February 21, 2020, there were 13,226 holders of record of our outstanding common stock. This stockholder figure does not include a substantially greater number of "street name" holders, or beneficial holders, of our common stock whose shares are held by bank, brokers and other financial institutions. Also as of February 21, 2020, there were twelve holders (other than our Company) of our Operating Partnership Units comprising certain of our executive officers and members of our Board of Directors, which includes unvested long-term incentive plan ("LTIP") partnership units. LTIP partnership units may or may not vest based on the passage of time and meeting certain market-based performance objectives. Of the 3,694,439 LTIP Units outstanding at December 31, 2019, 2,010,474 units had vested and were eligible for redemption. Subject to certain restrictions, our Operating Partnership Units are redeemable for cash or, at our election, for our common shares.

In order to comply with certain requirements related to our qualification as a REIT, our charter, subject to certain exceptions, contains restrictions on the number of shares of our stock that a person may own. Our charter provides that no person may beneficially or constructively own more than 9.8% in value or in number of shares, whichever is more restrictive, of the outstanding shares of any class or series of our capital stock.

Dividends

We anticipate making regular quarterly distributions to stockholders. To maintain our qualification as a REIT, we must distribute to our stockholders an amount at least equal to:

- i. 90% of our REIT taxable income, determined before the deduction for dividends paid and excluding any net capital gain (which does not necessarily equal net income as calculated in accordance with Generally Accepted Accounting Principles ("GAAP")); plus
- ii. 90% of the excess of our net income from foreclosure property over the tax imposed on such income by the Code; less
- iii. any excess non-cash income (as determined under the Code).

Distributions made by us will be authorized and determined by our Board of Directors, in its sole discretion, out of legally available funds, and will be dependent upon a number of factors, including our actual and projected results of operations, financial condition, cash flows and liquidity, our qualification as a REIT and other tax considerations, capital expenditures, and other obligations, debt covenants, contractual prohibitions or other limitations under applicable law and other such matters our Board of Directors may deem relevant from time to time. We cannot assure you that our distribution policy will remain the same in the future, or that any estimated distributions will be made or sustained.

Our ability to make distributions to our stockholders will depend upon the performance of our asset portfolio. Distributions will be made in cash to the extent cash is available for distribution. We may not be able to generate sufficient cash flows to pay distributions to our stockholders. To the extent that our cash available for distribution is less than the amount required to be distributed under the REIT provisions of the Code, we may consider various funding sources to cover any shortfall, including borrowing under our senior unsecured revolving credit facility, selling certain of our assets or using a portion of the net proceeds we receive from future offerings of equity, equity-related or debt securities or declaring taxable common stock dividends.

The method used by common stockholders to receive distributions may affect the timing of the distributions. The Company treats all stockholders as constructively receiving distributions on the distribution date, regardless of the distribution method chosen by the stockholder. To change the method used to receive distributions the stockholder will fill out the Xenia Change of Distribution Election form found on the "Investor Relations" page of our website.

In addition, our charter allows us to issue preferred stock that could have a preference over our common stock as to distributions and our Board of Directors could change our distribution policy in the future.

The following tables set forth information regarding the declaration, payment and income tax characterization of distributions paid per share for the years ended December 31, 2019 and 2018.

Common Stock

The Company paid the following dividends on common stock during the year ended December 31, 2019⁽¹⁾:

Dividend per Share/Unit	For the Quarter Ended	Record Date	Payable Date
\$0.275	March 31, 2019	March 29, 2019	April 12, 2019
\$0.275	June 30, 2019	June 28, 2019	July 12, 2019
\$0.275	September 30, 2019	September 30, 2019	October 15, 2019
\$0.275	December 31, 2019	December 31, 2019	January 15, 2020

(1) For income tax purposes, dividends paid per share on our common stock in 2019 were 100% taxable as ordinary income.

The Company paid the following dividends on common stock during the year ended December 31, 2018⁽²⁾:

Dividend per Share/Unit	For the Quarter Ended	Record Date	Payable Date
\$0.275	March 31, 2018	March 30, 2018	April 13, 2018
\$0.275	June 30, 2018	June 29, 2018	July 13, 2018
\$0.275	September 30, 2018	September 28, 2018	October 15, 2018
\$0.275	December 31, 2018	December 31, 2018	January 15, 2019

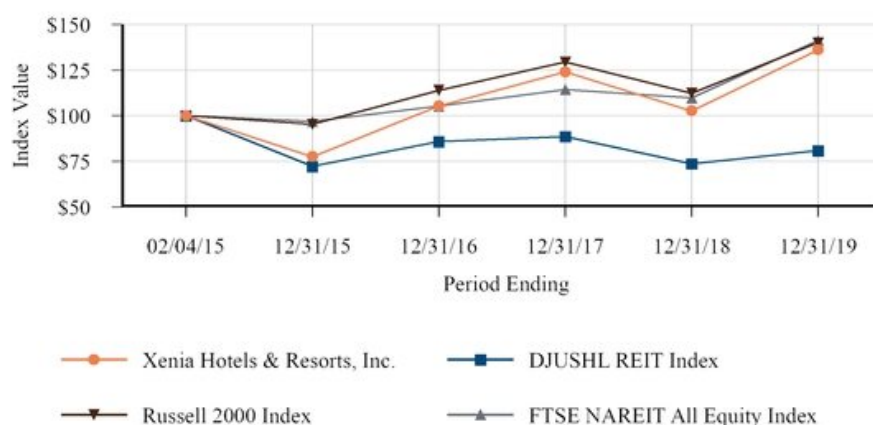
(2) For income tax purposes, dividends paid per share on our common stock in 2018 were 100% taxable as ordinary income.

Share Performance Graph

The following performance graph and related information shall not be deemed "soliciting material" or to be "filed" with the SEC, nor shall such information be incorporated by reference into any future filing under the Securities Act or Exchange Act, except that which we specifically incorporate by reference into such filing.

The following graph provides a comparison of the cumulative total return on our common shares from February 4, 2015, to the NYSE closing price per share on December 31, 2019, with the cumulative total return on the Dow Jones U.S. Hotel and Lodging REIT Index ("DJUSHL REIT Index"), the Russell 2000 Index (the "Russell 2000 Index") and the FTSE National Association of Real Estate Investment Trusts Equity REITs Index (the "FTSE NAREIT Equity Index") for the same period. Total return values were calculated assuming a \$100 investment on February 4, 2015 with reinvestment of all dividends in (i) our common shares, (ii) the DJUSHL REIT Index, (iii) the Russell 2000 Index and (iv) the FTSE NAREIT Equity Index. The total return values do not include any dividends declared, but not paid, during the period.

Total Return Performance



The actual returns shown on the graph above are as follows:

Name	February 4, 2015	Value of Investment at December 31,				
		2015	2016	2017	2018	2019
Xenia Hotels & Resorts, Inc.	\$ 100.00	\$ 77.55	\$ 105.36	\$ 123.98	\$ 102.64	\$ 136.08
DJUSHL REIT Index	100.00	72.24	85.80	88.55	73.63	80.77
Russell 2000 Index	100.00	95.34	113.91	129.44	112.33	140.04
FTSE NAREIT Equity Index	100.00	96.85	105.21	114.34	109.71	141.16

Recent Sales of Unregistered Securities

None.

Issuer Purchases of Equity Securities

In December 2015, the Company's Board of Directors authorized a share repurchase program (the "Repurchase Program") pursuant to which we are authorized to purchase up to \$100 million of the Company's outstanding common stock, par value \$0.01, per share, in the open market, in privately negotiated transactions or otherwise, including pursuant to Rule 10b5-1 plans. In November 2016, the Company's Board of Directors authorized the repurchase of up to an additional \$75 million of the Company's outstanding common shares. The Repurchase Program does not have an expiration date. The Company is not obligated to repurchase any dollar amount or any number of shares of common stock, and repurchases may be suspended or discontinued at any time.

No shares were purchased as part of the Repurchase Program during the years ended December 31, 2019 and 2018. During the years ended December 31, 2017 and 2016, 240,352 shares and 4,966,763 shares, respectively, were repurchased under the Repurchase Program, at a weighted average price of \$17.07 and \$14.89 per share, respectively, for an aggregate purchase price of \$4.1 million and \$74.0 million, respectively. As of December 31, 2019, the Company had approximately \$96.9 million remaining under its share repurchase authorization.

Item 6. Selected Financial Data

You should read the following summary historical consolidated financial and operating data together with "Part II-Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations," "Part I-Item 1. Business," "Part I-Item 2. Properties," and the consolidated financial statements and related notes included elsewhere in this Annual Report.

The following table shows our consolidated selected financial data relating to our consolidated historical financial condition and results of operations for the years ended December 31, 2019, 2018, 2017, 2016, and 2015 (in thousands, except per share amounts):

	Year Ended December 31,				
	2019	2018	2017	2016	2015
Revenues:					
Rooms revenues	\$ 686,485	\$ 659,697	\$ 623,331	\$ 653,944	\$ 663,224
Food and beverage revenues	382,031	335,723	266,977	246,479	259,036
Other revenues	80,571	62,787	54,969	49,737	53,884
Total revenues	\$ 1,149,087	\$ 1,058,207	\$ 945,277	\$ 950,160	\$ 976,144
Expenses:					
Rooms expenses	162,853	154,716	142,561	146,050	148,492
Food and beverage expenses	247,487	214,935	173,285	161,699	167,840
Other direct expenses	30,076	19,677	14,438	12,848	17,984
Other indirect expenses	285,920	254,881	229,957	224,779	226,522
Management and franchise fees	46,521	45,553	43,459	47,605	49,818
Total hotel operating expenses	\$ 772,857	\$ 689,762	\$ 603,700	\$ 592,981	\$ 610,656
Depreciation and amortization	155,128	157,838	152,977	152,418	148,009
Real estate taxes, personal property taxes and insurance	50,184	47,721	44,310	46,248	49,717
Ground lease expense	4,403	4,882	5,848	5,447	5,204
General and administrative expenses	30,732	30,460	31,552	31,374	25,142
Gain on business interruption insurance	(823)	(5,043)	(559)	—	—
Acquisition, terminated transaction and pre-opening expenses	954	763	1,578	154	6,457
Impairment and other losses	24,171	—	2,254	10,035	—
Separation and other start-up related expenses	—	—	—	—	26,887
Total expenses	\$ 1,037,606	\$ 926,383	\$ 841,660	\$ 838,657	\$ 872,072
Operating income	\$ 111,481	\$ 131,824	\$ 103,617	\$ 111,503	\$ 104,072
(Loss) gain on sale of investment properties	(947)	123,540	50,747	30,195	43,015
Other income	895	1,162	853	3,377	4,916
Interest expense	(48,605)	(51,402)	(46,294)	(48,113)	(50,816)
Loss on extinguishment of debt	(214)	(599)	(274)	(5,155)	(5,761)
Income before income taxes	\$ 62,610	\$ 204,525	\$ 108,649	\$ 91,807	\$ 95,426
Income tax expense	(5,367)	(5,993)	(7,833)	(5,077)	(6,295)
Net income from continuing operations	\$ 57,243	\$ 198,532	\$ 100,816	\$ 86,730	\$ 89,131
Net loss from discontinued operations	—	—	—	—	(489)
Net income	\$ 57,243	\$ 198,532	\$ 100,816	\$ 86,730	\$ 88,642
Less: Net (income) loss attributable to non-controlling interests	\$ (1,843)	\$ (4,844)	\$ (1,954)	\$ (875)	\$ 116
Net income attributable to the Company	\$ 55,400	\$ 193,688	\$ 98,862	\$ 85,855	\$ 88,758
Distributions to preferred stockholders	—	—	—	—	(12)
Net income attributable to common stockholders	\$ 55,400	\$ 193,688	\$ 98,862	\$ 85,855	\$ 88,746

	Year Ended December 31,				
	2019	2018	2017	2016	2015
Basic and diluted earnings per share:					
Income from continuing operations available to common stockholders	\$ 0.49	\$ 1.75	\$ 0.92	\$ 0.79	\$ 0.79
Income from discontinued operations available to common stockholders	—	—	—	—	—
Net income per share available to common stockholders - basic and diluted	\$ 0.49	\$ 1.75	\$ 0.92	\$ 0.79	\$ 0.79
Weighted average number of common shares (basic)	112,636,123	110,124,142	106,767,108	108,012,708	111,989,686
Weighted average number of common shares (diluted)	112,918,598	110,377,734	107,019,152	108,142,998	112,138,223
Selected Balance Sheet Data as of December 31,					
Net investment properties, excluding assets held for sale ⁽¹⁾⁽²⁾	\$ 2,926,370	\$ 2,875,146	\$ 2,690,855	\$ 2,443,589	\$ 2,414,799
Cash and cash equivalents	\$ 110,841	\$ 91,413	\$ 71,884	\$ 216,054	\$ 122,154
Dividends declared on common stock / units	\$ 126,129	\$ 123,408	\$ 118,369	\$ 119,270	\$ 93,576
Total assets	\$ 3,263,006	\$ 3,170,087	\$ 3,115,308	\$ 2,860,345	\$ 3,005,944
Total debt, net and excluding held for sale ⁽²⁾⁽³⁾	\$ 1,293,054	\$ 1,155,088	\$ 1,322,593	\$ 1,077,132	\$ 1,094,536
Total equity	\$ 1,775,158	\$ 1,852,705	\$ 1,645,086	\$ 1,651,567	\$ 1,743,358
Other Financial Data:					
Adjusted EBITDA attributable to common stock and unit holders ⁽³⁾	\$ 302,118	\$ 299,813	\$ 270,286	\$ 287,328	\$ 293,010
Adjusted FFO attributable to common stock and unit holders ⁽³⁾	\$ 250,598	\$ 245,399	\$ 219,978	\$ 238,241	\$ 241,635

- (1) As of December 31, 2017, excludes the assets held for sale related to the Aston Waikiki Beach Hotel, which was sold in March 2018. As December 31, 2016 and 2015, these assets were included in net investment properties.
- (2) As of December 31, 2015, excludes the assets held for sale and the liabilities associated with assets held for sale for the nine hotels sold during the year ended December 31, 2016.
- (3) See "Non-GAAP Financial Measures" below in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" for a detailed description and reconciliation of Adjusted EBITDA and Adjusted FFO attributable to common stock and unit holders and a description of how these performance measures are useful to investors as key supplemental measures of our operating performance.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis should be read in conjunction with the consolidated financial statements and related notes included herein this Annual Report. This discussion contains forward-looking statements about our business. These statements are based on current expectations and assumptions that are subject to risks and uncertainties. Actual results could differ materially because of factors discussed in "Special Note Regarding Forward-Looking Statements" and "Part I-Item 1A. Risk Factors" contained in this Annual Report and in our other reports that we file from time to time with the SEC.

Overview

Xenia is a self-advised and self-administered REIT that invests primarily in uniquely positioned luxury and upper upscale hotels and resorts, with a focus on the Top 25 U.S. lodging markets as well as key leisure destinations in the U.S. As of December 31, 2019, we owned 39 hotels, comprising 11,245 rooms, across 16 states. Our hotels are primarily operated and/or licensed by industry leaders such as Marriott, Hyatt, Kimpton, Fairmont, Loews, and Hilton, as well as leading independent management companies.

We plan to grow our business through a differentiated acquisition strategy, aggressive asset management and capital investment in our properties. We primarily target markets and sub-markets with particular positive characteristics, such as multiple demand generators, favorable supply and demand dynamics and attractive projected hotel revenue growth with a focus on the Top 25 U.S. lodging markets as well as key leisure destinations. We believe our focus on a broader range of markets allows us to evaluate a greater number of acquisition opportunities and thereby be highly selective in our pursuit of only those opportunities which best fit our investment criteria. We primarily own and pursue hotels and resorts in the luxury and upper upscale hotel segments that are affiliated with premium leading brands, as we believe that these segments yield attractive risk-adjusted returns. Within these segments, we focus on hotels and resorts that will provide guests with a distinctive lodging experience, tailored to reflect local market environments rather than hotels that are heavily dependent on conventions and group business.

We also seek properties that exhibit an opportunity for us to enhance operating performance through aggressive asset management and targeted capital investment. While we do not operate our hotel properties, our asset management team and our executive management team monitor and work cooperatively with our hotel managers by conducting regular revenue, sales, and financial performance reviews and also perform in-depth on-site reviews focused on ongoing operating margin improvement initiatives. We interact frequently with our management companies and on-site management personnel, including conducting regular meetings with key executives of our management companies and brands. Through these efforts, we seek to enhance the guest experience, improve property efficiencies, lower costs, maximize revenues, and grow property operating margins which we expect will increase long-term returns to our stockholders.

Basis of Presentation

The accompanying consolidated financial statements include the accounts of the Company, the Operating Partnership and XHR Holding. The Company's subsidiaries generally consist of limited liability companies, limited partnerships and the TRS. The effects of all inter-company transactions have been eliminated. Corporate costs directly associated with our principal executive offices, personnel and other administrative costs are reflected as general and administrative expenses on the consolidated statements of operations and comprehensive income.

Market Outlook

The U.S. lodging industry has historically exhibited a strong correlation to U.S. GDP, which grew at an annual rate of approximately 2.1% during 2019, according to the U.S. Department of Commerce, similar to growth of approximately 2.2% during 2018. During 2019, GDP was primarily driven by consumer spending on goods and services, federal government spending, residential fixed investment, and exports, which was partially offset by a reduction in private inventory investment, nonresidential fixed investment and imports. In addition, GDP benefited from an unemployment rate that remained below 5% and relatively low interest rates. Lodging demand in the U.S. increased 2.0% during the year ended December 31, 2019, which paced in line with supply growth of 2.0%. These combined factors led to tepid industry RevPAR growth of 0.9% for the year ended December 31, 2019 compared to year ended December 31, 2018, which was attributed to a 1.0% increase in ADR, per industry reports.

New hotel supply has increased in several of our markets, and the rate of new supply growth is expected to be similar in 2020. We anticipate that this and other recent macroeconomic trends will continue in 2020 leading to modest revenue growth in the overall U.S. lodging industry and in our portfolio. However, with a modest increase in revenue we anticipate that it will be challenging to grow our operating margins due to increased wages and benefits, real estate taxes and insurance. Therefore, a modest increase in hotel revenues may result in declines in Adjusted EBITDA for our portfolio.

During 2019, we completed \$93 million in portfolio renovations, including the addition of a new 25,000 square foot ballroom and 32,000 square feet of pre-function and support space at Hyatt Regency Grand Cypress, which we expect will positively

impact RevPAR growth and ancillary revenues during 2020, as we start to see the benefit from such renovations. We also expect 2020 to benefit from contributions from the newly opened Hyatt Regency Portland at the Oregon Convention Center, which we acquired in December 2019. However, we expect net income will be impacted during 2020 by reductions attributed to the disposition of two hotels in December 2019 and due to disruption in revenues from the transformational renovation at Park Hyatt Aviara Resort, Golf Club & Spa, which will include a full renovation of the guestrooms and corridors, meeting space, public spaces and food and beverage outlets, the spa and golf facilities, as well as exterior upgrades throughout the resort and golf course.

Given inherent uncertainties regarding the lodging industry outlook, there can be no assurances that any increases in hotel revenues or earnings at our properties will occur, for any number of reasons, including, but not limited to, slower than anticipated growth in the U.S. or global economy, changes in travel patterns for business and leisure, or volatility in the energy and/or technology industries. See "Part I-Item 1A. Risk Factors."

Significant Events

The following events were significant highlights during the year ended December 31, 2019:

- In February 2019, the Company completed the delayed draw of \$85 million on its unsecured term loan maturing August 2023, bringing the outstanding balance on the loan to the full \$150 million capacity.
- In March 2019, the Company paid off the \$90 million mortgage loan collateralized by Hyatt Regency Santa Clara.
- During the first quarter of 2019, the Company repriced its \$125 million unsecured term loan maturing in September 2024 to reduce the leverage-based pricing grid. The term loan now bears an interest rate based on a pricing grid with a range of 135 to 200 basis points over LIBOR as determined by the Company's leverage ratio, a reduction of 35 to 55 basis points from the previous leverage-based grid. The Company previously fixed LIBOR on the loan through September 2022 at 1.92%, resulting in a current annual interest rate of 3.37%.
- During the second quarter of 2019, the Company recorded a non-cash impairment charge of \$14.8 million on the Marriott Chicago at Medical District/UIC. The impairment of the long-lived assets were the result of a projected future decline in operating profits attributed to demand trends and changes in the hotel's expense profile. Then in December, the Company completed the disposition of the hotel for a sale price of \$10.0 million and recognized a loss on sale of approximately \$0.5 million, which was attributed to closing costs.
- In December 2019, the Company completed the disposition of the 409-room Marriott Griffin Gate Resort & Spa for a sale price of \$51.5 million. The Company recognized a loss on sale of approximately \$0.5 million, which was attributed to closing costs.
- In December 2019, the Company acquired the newly constructed 600-room Hyatt Regency Portland at the Oregon Convention Center in Portland, Oregon for a purchase price of \$190 million, which was funded with cash on hand and from proceeds drawn on our senior unsecured revolving credit facility.
- In December 2019, the Company paid off the approximately \$15 million mortgage loan collateralized by Marriott Charleston Town Center.
- During the fourth quarter of 2019, the Company recorded a non-cash goodwill impairment charge of \$9.4 million related to Bohemian Hotel Savannah Riverfront, Autograph Collection, which was attributed to changes in the supply and demand dynamics in the Savannah, Georgia market since the hotel was acquired in 2012.
- In addition to changes in our portfolio composition and financing transactions during 2019, we invested approximately \$93 million in portfolio improvements, which we believe will drive positive performance at these properties in the future.

Our Customers

We generate a significant portion of our revenue from the following broad customer groups: transient business, group business and contract business. Transient business broadly represents individual business or leisure travelers. Business travelers make up the majority of transient demand at our hotels. Therefore, we will be more affected by trends in business travel than trends in leisure demand. Group business represents clusters of guestrooms booked together, usually with a minimum of 10 rooms. Contract business refers to blocks of rooms sold to a specific company for an extended period of time at significantly discounted rates. Airline crews are typical generators of contract demand at some of our hotels. Additionally, contract rates may be utilized by hotels that are located in markets that are experiencing consistently lower levels of demand.

Our Revenues and Expenses

Revenues

Our revenues are derived from hotel operations and are composed of the following sources:

- Rooms revenues - Represents the sale of rooms at our hotel properties and accounts for a substantial majority of our total revenue. Occupancy and ADR are the major drivers of room revenue. The business mix and distribution channel mix of the hotels are significant determinants of ADR.
- Food and beverage revenues - Occupancy and the type of customer staying at the hotel are the major drivers of food and beverage revenue (i.e., group business typically generates more food and beverage business through catering functions when compared to transient business, which may or may not utilize the hotel's food and beverage outlets).
- Other revenues - Represents ancillary revenue such as parking, resort fees, golf, spa services, telephone and other guest services and tenant leases. Occupancy and the nature of amenities at the property are the main drivers of other revenue.

Expenses

Our operating expenses consist of costs to provide hotel services and corporate-level expenses. The following are components of our expenses:

- Rooms expenses - These costs include housekeeping wages and payroll taxes, room supplies, laundry services and front desk costs. Similar to rooms revenue, occupancy is the major driver of rooms expense and as a result, rooms expense has a significant correlation to rooms revenue. These costs as a percentage of revenue can increase based on increases in salaries, wages and benefits, as well as on the level of service and amenities that are provided.
- Food and beverage expenses - These expenses primarily include food, beverage and associated labor costs. Occupancy and the type of customer staying at the hotel are major drivers of food and beverage expense (i.e., catered functions generally are more profitable than on-property food and beverage outlet sales), which correlates closely with food and beverage revenue.
- Other direct expenses - These expenses primarily include labor and other costs associated with other revenues, such as parking and other guest services.
- Other indirect expenses - These expenses primarily include hotel costs associated with general and administrative, state sales and excise taxes, sales and marketing, information technology and telecommunications, repairs and maintenance and utility costs.
- Management fees - Base management fees are computed as a percentage of gross revenue. The management fees also include incentive management fees, which are typically a percentage of net operating income (or similar measurement of hotel profitability) above an annual threshold based on our total capital investment in the hotel. Franchise fees are computed as a percentage of rooms revenue. See "Part I-Item 2. Our Principal Agreements" for a summary of key terms related to our management and franchise agreements.
- Depreciation and amortization expense - These are non-cash expenses that primarily consist of depreciation of fixed assets such as buildings, furniture, fixtures and equipment at our hotels, as well as certain corporate assets. Amortization expense primarily consists of amortization of acquired advance bookings and acquired leases, which are amortized over the life of the related term or lease.
- Real estate taxes, personal property taxes and insurance - Real estate taxes, personal property taxes and insurance includes the payments due in the respective jurisdictions where our hotels are located, partially offset by refunds from prior year real estate tax appeals, and payments due under insurance policies for our hotel portfolio.
- Ground lease expense - Ground lease expense represents the rent associated with land underlying our hotels and/or meeting facilities that we lease from third parties. It also includes the non-cash ground rent determined as part of the initial purchase price allocation at acquisition.
- General and administrative expenses - General and administrative expenses primarily consist of compensation expense for our corporate staff and personnel supporting our business, office administrative and related expenses, legal and professional fees, and other corporate costs.

- Gain on business interruption insurance - Gain on business interruption insurance consists of insurance settlements for lost income that was covered per the terms of our respective insurance policies, which was in excess of insurance deductibles.
- Acquisition, terminated transaction and pre-opening expenses - Acquisition and terminated transaction costs typically consist of legal fees, other professional fees, transfer taxes and other direct costs associated with our pursuit and acquisitions of hotel investments. Prior to January 1, 2018, we accounted for the acquisition of hotels as business combinations and therefore expensed all the related transaction costs. Beginning January 1, 2018, upon adoption of Financial Accounting Standards Board ("FASB") Accounting Standard Update ("ASU") 2017-01, Business Combinations (Topic 805): Clarifying the Definition of a Business, we evaluated each acquisition to determine if it was an asset acquisition or acquired business. During the years ended December 31, 2018 and 2019, we accounted for all acquisitions as asset acquisitions and therefore capitalized the related transaction costs. As a result, these costs will vary depending on the timing, volume and nature of acquisition activity. Pre-opening expenses represent costs incurred as part of rebranding and management transition efforts, which were not eligible to be capitalized. In December 2018, the Company acquired the Mandarin Oriental, Atlanta, which was rebranded as Waldorf Astoria Atlanta Buckhead immediately upon closing of the acquisition.
- Impairment and other losses - Our real estate, intangible assets, goodwill and other long-lived assets are generally held for the long-term. We evaluate these assets for impairment as discussed in "Critical Accounting Policies and Estimates." These evaluations have resulted in impairment losses for certain of these assets, including goodwill, based on the specific facts and circumstances surrounding these assets, and our estimates of the fair value of these assets, including goodwill. Based on economic conditions or other factors applicable to a specific property, we may be required to take additional impairment losses to reflect further declines in our asset and/or investment values. Additionally, from time to time we may record other losses related to property damage resulting from natural disasters and/or other disaster remediation costs.

Most categories of variable operating expenses, including labor costs such as housekeeping, fluctuate with changes in occupancy. Increases in occupancy are accompanied by increases in most categories of variable operating expenses, while increases in ADR typically only result in increases in limited categories of operating costs and expenses, such as management fees and franchise fees, which are based on hotel revenues. Thus, changes in ADR have a more significant impact on operating margins than changes in occupancy.

Factors that May Affect Results of Operations

The principal factors affecting our operating results include overall demand for hotel rooms compared to the supply of available hotel rooms, economic conditions, and the ability of our third-party management companies to increase or maintain revenues while controlling expenses.

- Demand and economic conditions - Consumer demand for lodging, especially business travel, is closely linked to the performance of the overall economy and is sensitive to business and personal discretionary spending levels. Declines in consumer demand due to adverse general economic conditions, risks affecting or reducing travel patterns, lower consumer confidence and adverse political conditions can lower the revenues and profitability of our hotel operations. As a result, changes in consumer demand and general business cycles can subject and have subjected our revenues to significant volatility. See "Part I-Item 1A. Risk Factors - Risks Relating to Our Business and Industry."
- Supply - New hotel room supply is an important factor that can affect the lodging industry's performance. Room rates and occupancy, and thus RevPAR, tend to increase when demand growth exceeds supply growth. The addition of new competitive hotels affects the ability of existing hotels to drive growth in RevPAR, and thus profits. New development is driven largely by construction costs, the availability of financing and expected performance of existing hotels.
- Third-party hotel managers - We depend on the performance of third-party hotel management companies that manage the operations of each of our hotels under long-term agreements. Our operating results could be materially and adversely affected if any of our third-party managers fail to provide quality services and amenities, or otherwise fail to manage our hotels in our best interest. We believe we have good relationships with our third-party managers and are committed to the continued growth and development of these relationships.
- Fixed nature of expenses - Many of the expenses associated with operating our hotels are relatively fixed. These expenses include certain personnel costs, rent, property taxes, insurance and utilities, as well as sales and marketing expenses. If we are unable to decrease these costs significantly or rapidly when demand for our hotels decreases,

the resulting decline in our revenues can have an adverse effect on our net cash flow, margins and profits. This effect can be especially pronounced during periods of economic contraction or slow economic growth.

- **Seasonality** - The lodging industry is seasonal in nature, which can be expected to cause fluctuations in our hotel rooms revenues, occupancy levels, room rates, operating expenses and cash flows. The periods during which our hotels experience higher or lower levels of demand vary from property to property and depend upon location, type of property and competitive mix within the specific location. Based on historical results for our current portfolio, our revenues and operating income are highest during the second quarter followed in order of significance by the first, third and fourth quarters assuming a stable macroeconomic environment, which we expect to be consistent from year to year for our current portfolio.
- **Competition** - The lodging industry is highly competitive. Our hotels compete with other hotels and alternative accommodations for guests in each of their markets based on a number of factors, including, among others, room rates, quality of accommodations, service levels and amenities, location, brand affiliation, reputation, and reservation systems. Competition is often specific to the individual markets in which our hotels are located and includes competition from existing and new hotels. We believe that hotels, such as those in our portfolio, will enjoy the competitive advantages associated with operating under nationally recognized brands.

Key Indicators of Operating Performance

We measure hotel results of operations and the operating performance of our business by evaluating financial and non-financial metrics such as RevPAR; ADR; Occupancy; EBITDA, EBITDAre and Adjusted EBITDAre; FFO and Adjusted FFO. We evaluate individual hotel and company-wide performance with comparisons to budgets, prior periods and competing properties. ADR, Occupancy and RevPAR may be impacted by macroeconomic factors as well as regional and local economies and events. See "Non-GAAP Financial Measures" for further discussion of the Company's use, definitions and limitations of EBITDA and EBITDAre, FFO, Adjusted EBITDAre and Adjusted FFO.

Critical Accounting Policies and Estimates

General

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of our financial statements and the reported amounts of revenues and expenses during the reporting period. We consider the following policies critical because they require the most difficult, subjective and complex judgments and include estimates about matters that are inherently uncertain, involve various assumptions, require management judgment, and because they are important for understanding and evaluating our reported financial results. As a result, these accounting policies could materially affect our financial position, results of operations and related disclosures. We evaluate our estimates, assumptions and judgments on an ongoing basis, based on information that is then available to us, our historical experiences and various matters that we believe are reasonable and appropriate for consideration under the circumstances. Actual results may differ significantly from these estimates due to changes in judgments, assumptions and conditions as a result of unforeseen events or otherwise, which could have a material impact on financial position or results of operations. All of our significant accounting policies are disclosed in the notes to our consolidated financial statements in "Part IV. Exhibits and Financial Statements." The following represent certain critical accounting policies that require us to exercise our business judgment or make significant estimates:

Investment in Hotel Properties

Following the adoption of ASU 2017-01 on January 1, 2018, investments in hotel properties, including land and land improvements, building and building improvement, furniture, fixtures and equipment, and identifiable intangible assets, will generally be accounted for as asset acquisitions. The determination of whether or not an acquisition qualifies as an asset acquisition or business combination is an area that requires management's use of judgment in evaluating the criteria of the screen test.

Acquired assets are recorded at their relative fair value based on total accumulated costs of the acquisition, which includes direct acquisition-related costs. Identifiable assets include land, land improvements, building, furniture, fixtures and equipment and identifiable intangible assets or liabilities. Identifiable intangible assets or liabilities typically arise from contractual arrangements assumed in connection with the transaction, including terms that are above or below market compared to an estimated market agreement at the acquisition date. The allocation of the purchase price to elements of our acquired hotel properties is an area that requires judgment and significant estimates. Therefore, the amounts allocated to acquired assets and liabilities could be materially different than if that transaction had occurred on a different date or in a different location. At times estimates are determined based on limited data for comparable market transactions, such as discount rates used in the

market or income valuation approach or the purchase involves land or a ground lease in a niche market. This could materially impact the allocation to identifiable assets and the related amortization and depreciation over future periods if the value was assigned to another identifiable asset acquired.

Impairment

The Company assesses the carrying values of the respective long-lived assets, which includes hotel properties and the related intangible assets, whenever events or changes in circumstances indicate that the carrying amounts of these assets may not be fully recoverable. Events or circumstances that may cause a review include, but are not limited to, when a hotel property (1) experiences a significant decrease in the market price of the long-lived asset, (2) experiences a current or projected loss from operations combined with a history of operating or cash flow losses, (3) when it becomes more likely than not that a hotel property will be sold before the end of its useful life, (4) an accumulation of costs significantly in excess of the amount originally expected for the acquisition, construction or renovation of a long-lived asset, (5) adverse changes in the demand for lodging at the properties due to declining national or local economic conditions and/or new hotel construction in markets where the hotels are located, (6) a significant adverse change in legal factors or in the business climate that could affect the value of the long-lived asset and/or (7) a significant adverse change in the extent or manner in which a long-lived asset is being used in its physical condition. When such conditions exist, we perform an analysis to determine if the estimated undiscounted future cash flows from operations and the proceeds from the eventual disposition of a hotel exceed its carrying value. If it is determined that the estimated undiscounted future cash flows are less than the carrying amount of the asset, an adjustment to reduce the carrying amount of the hotel to its estimated fair market value is recorded and an impairment loss is recognized.

The Company assesses goodwill for impairment annually, or whenever events or changes in circumstances indicate that the carrying amount of the goodwill is less than its fair value. Annually, we perform the optional qualitative analysis, which is an assessment of whether or not it is more likely than not that the goodwill is impaired. If it is determined that it is more likely than not that the goodwill is impaired, we perform a single-step analysis to identify and measure impairment.

In the evaluation of impairment of our hotel properties, including the related intangible assets and goodwill, we make many assumptions and estimates including valuation approach, projected cash flows both from operations, including growth rates, and eventual disposition, expected useful life and holding period, future capital expenditures, and fair values, including consideration of capitalization rates, discount rates, and comparable selling prices. The valuation and possible subsequent impairment of a hotel or goodwill is a significant estimate that can and does change based on our continuous process of analyzing each hotel property and goodwill and reviewing assumptions about uncertain inherent factors, as well as the economic condition of the property at a particular point in time.

If we misjudge or estimate incorrectly or if future operating profitability, market or industry factors differ from our expectations, we may record an impairment charge which is inappropriate, fail to record a charge when we should have done so or the amount of such charges may be inaccurate.

Results of Operations

Overview

During the year ended December 31, 2019, we completed several large capital projects including the ballroom at Hyatt Regency Grand Cypress, and we began the transformational renovation at Park Hyatt Aviara Resort, Golf Club & Spa. Then in December 2019, we sold the 113-room Marriott Chicago at Medical District/UIC and 409-room Marriott Griffin Gate Resort & Spa and acquired the newly constructed 600-room Hyatt Regency Portland at the Oregon Convention Center. Hyatt Regency Portland at the Oregon Convention Center began operations the day following our acquisition and therefore did not have a significant impact on our operating results for 2019. We anticipate it will take several years to achieve a stabilized level of hotel operating income, consistent with other group oriented hotels.

Our total portfolio RevPAR, which includes the results of hotels sold or acquired for the period of ownership by the Company, increased 3.6% to \$168.43 for the year ended December 31, 2019 compared to \$162.64 for the year ended December 31, 2018. The increase in our total portfolio RevPAR for the year ended December 31, 2019 compared to 2018 was driven by a 3.3% increase in ADR and a 20 bps increase in occupancy. This is consistent with the modest RevPAR increases experienced by the overall U.S. lodging industry, but was also attributed to increased revenues resulting from over \$200 million in portfolio renovations since the beginning of 2018 coupled with changes in our portfolio composition attributed to the transactions we completed in 2018. During the year ended December 31, 2018, we acquired four luxury hotels and completed the disposition of three upscale hotels. While RevPAR increased, it was challenging to maintain operating margins during the year ended December 31, 2019 due to increasing wages and benefits, real estate taxes and insurance.

Net income decreased 71.2% for the year ended December 31, 2019 compared to 2018, which was primarily attributed to the difference in the gain on sale of Aston Waikiki Beach Hotel, Hilton Garden Inn Washington D.C. Downtown and Residence Inn

Denver City Center in 2018 totaling \$123.5 million compared to the loss on sale for Marriott Chicago at Medical District/UIC and Marriott Griffin Gate Resorts & Spa in 2019 totaling \$0.9 million. These dispositions led to a reduction in operating income of \$9.4 million. In addition to these reductions in net income, we recorded a long-lived asset impairment charge of \$14.8 million for Marriott Chicago at Medical District/UIC before its disposal in 2019, a goodwill impairment charge of \$9.4 million for Bohemian Hotel Savannah Riverfront, Autograph Collection, and had a \$4.2 million reduction in the gain on business interruption insurance for proceeds received in 2019 compared to 2018. These decreases in net income were offset by a \$14.3 million increase in hotel operating income contributed by our 34-comparable hotels, a \$3.2 million contribution in hotel operating income from the four acquisitions in 2018, and from a \$2.8 million decrease in interest expense, which was due to the timing of debt transactions and fluctuations in the weighted average interest rates during 2019 compared to 2018.

Adjusted EBITDA attributable to common stock and unit holders increased 0.8% and Adjusted FFO attributable to common stock and unit holders increased 2.1% for the year ended December 31, 2019 compared to 2018, respectively. These increases during the year ended December 31, 2019 were primarily attributable to growth in operating income from our 34-comparable hotels and reductions in interest expense, offset by an increase in real estate taxes, personal property taxes and insurance and a reduction in the amount of business interruption proceeds received during 2019 compared to 2018. Refer to "Non-GAAP Financial Measures" for the definition of these financial measures, a description of how they are useful to investors as key supplemental measures of our operating performance and the reconciliation of these non-GAAP financial measures to net income attributable to common stock and unit holders.

Portfolio Composition

As of December 31, 2019 and 2018, the Company owned 39 lodging properties with a total of 11,245 rooms and owned 40 lodging properties with a total of 11,165 rooms, respectively. As of December 31, 2017, the Company owned 39 lodging properties, 37 of which were wholly owned, with a total of 11,533 rooms.

The following represents the disposition details for the properties sold in the years ended December 31, 2019, 2018 and 2017 (in thousands, except rooms):

Property	Date	No. of Rooms	Gross Sale Price
Marriott Chicago at Medical District/UIC	12/2019	113	\$ 10,000
Marriott Griffin Gate Resort & Spa	12/2019	409	51,500
Total for the year ended December 31, 2019		522	\$ 61,500
Aston Waikiki Beach Hotel	03/2018	645	\$ 200,000
Hilton Garden Inn Washington D.C. Downtown	11/2018	300	128,000
Residence Inn Denver City Center	12/2018	228	92,000
Total for the year ended December 31, 2018		1,173	\$ 420,000
Courtyard Birmingham Downtown at UAB	04/2017	122	\$ 30,000
Courtyard Fort Worth Downtown/Blackstone, Courtyard Kansas City Country Club Plaza, Courtyard Pittsburgh Downtown, Hampton Inn & Suites Baltimore Inner Harbor, and Residence Inn Baltimore Inner Harbor ⁽¹⁾	06/2017	812	163,000
Marriott West Des Moines	07/2017	219	19,000
Total for the year ended December 31, 2017		1,153	\$ 212,000

(1) The hotels were sold as part of a portfolio sales agreement.

The following represents our acquisitions activity for the years ended December 31, 2019, 2018 and 2017 (in thousands, except rooms):

Property	Location	Date	No. of Rooms	Net Purchase Price
Hyatt Regency Portland at the Oregon Convention Center	Portland, OR	12/2019	600	\$ 190,000
Total acquired in the year ended December 31, 2019			600	\$ 190,000
The Ritz-Carlton, Denver	Denver, CO	08/2018	202	\$ 99,450
Fairmont Pittsburgh	Pittsburgh, PA	09/2018	185	30,000
Park Hyatt Aviara Resort, Golf Club & Spa	Carlsbad, CA	11/2018	327	170,000
Waldorf Astoria Atlanta Buckhead ⁽¹⁾	Atlanta, GA	12/2018	127	60,500
Total acquired in the year ended December 31, 2018			841	\$ 359,950
Hyatt Regency Grand Cypress	Orlando, FL	5/2017	815	\$ 205,500
Hyatt Regency Scottsdale Resort & Spa at Gainey Ranch ⁽²⁾	Scottsdale, AZ	10/2017	493	220,000
Royal Palms Resort & Spa, The Unbound Collection by Hyatt ⁽²⁾	Phoenix, AZ	10/2017	119	85,000
The Ritz-Carlton, Pentagon City	Arlington, VA	10/2017	365	105,000
Total acquired in the year ended December 31, 2017			1,792	\$ 615,500

(1) The hotel was formerly the Mandarin Oriental, Atlanta. The hotel was rebranded as Waldorf Astoria Atlanta Buckhead immediately upon completion of this acquisition. As part of the acquisition of the hotel, the Company also acquired a free-standing restaurant unit that is part of the same mixed-use development. The restaurant is currently leased and operated as Del Frisco's Grille.

(2) The hotel was acquired as part of a portfolio acquisition.

Comparison of the year ended December 31, 2019 to the year ended December 31, 2018

Operating Information

The following table sets forth certain operating information for the years ended December 31, 2019 and 2018:

	Year Ended December 31,		Change
	2019	2018	
Number of properties at January 1	40	39	1
Properties acquired	1	4	(3)
Properties disposed	(2)	(3)	(1)
Number of properties at December 31	39	40	(1)
Number of rooms at January 1	11,165	11,533	(368)
Rooms in properties acquired or added to portfolio upon completion of property improvements ⁽¹⁾	602	841	(239)
Rooms in properties disposed or combined during property improvements ⁽²⁾	(522)	(1,209)	687
Number of rooms at December 31	11,245	11,165	80
Portfolio Statistics:			
Occupancy ⁽³⁾	76.0%	75.8%	20 bps
ADR ⁽³⁾	\$ 221.59	\$ 214.51	3.3%
RevPAR ⁽³⁾	\$ 168.43	\$ 162.64	3.6%
Hotel operating income (in thousands) ⁽⁴⁾	\$ 376,230	\$ 368,445	2.1%

(1) During the year ended December 31, 2019, we acquired the 600-room Hyatt Regency Portland at the Oregon Convention Center and created two additional rooms at Marriott Woodlands Waterway Hotel & Convention Center.

(2) During the year ended December 31, 2019, the Company disposed of two hotels with 522 rooms. During the year ended December 31, 2018, the Company disposed of three hotels with 1,173 rooms and at the Hyatt Regency Grand Cypress we converted 72 guestrooms into 36 newly created suites, which resulted in a reduction in our total room count.

(3) For hotels acquired during the applicable period, only includes operating statistics since the date of acquisition. For hotels disposed of during the period, operating results and statistics are only included through the date of the respective disposition.

(4) Hotel operating income represents the difference between total revenues and total hotel operating expenses.

Revenues

Revenues consists of room, food and beverage, and other revenues from our hotels, as follows (in thousands):

	Year Ended December 31,		Increase	% Change
	2019	2018		
Revenues:				
Rooms revenues	\$ 686,485	\$ 659,697	\$ 26,788	4.1%
Food and beverage revenues	382,031	335,723	46,308	13.8%
Other revenues	80,571	62,787	17,784	28.3%
Total revenues	\$ 1,149,087	\$ 1,058,207	\$ 90,880	8.6%

Rooms revenues

The increases in rooms revenues for the year ended December 31, 2019 compared to 2018 is largely driven by the timing of transaction activity during 2018, which lead to changes in our portfolio composition and the seasonality of our earnings. In the second half of 2018, we acquired four luxury full service hotels. Also in 2018, we sold three select service upscale hotels. Then in December 2019, we sold the Marriott Chicago at Medical District/UIC and the Marriott Griffin Gate Resorts & Spa and acquired the newly constructed Hyatt Regency Portland at the Oregon Convention Center. Due to the timing of the 2019 transactions, they did not have a significant impact on our operating results compared to 2018.

Rooms revenues increased by \$26.8 million, or 4.1%, to \$686.5 million for the year ended December 31, 2019 from \$659.7 million for the year ended December 31, 2018. The following amounts are the primary drivers of the changes year-over-year:

- \$52.0 million increase was primarily contributed by the four hotels acquired during 2018, which included The Ritz-Carlton, Denver in August 2018, Fairmont Pittsburgh in September 2018, Park Hyatt Aviara Resort, Golf Club & Spa in November 2018, and Waldorf Astoria Atlanta Buckhead in December 2018 (collectively, the "four 2018 acquisitions") with limited contributions from Hyatt Regency Portland at the Oregon Convention Center acquired in December 2019; and
- \$38.8 million decrease was primarily attributed to the disposition of three hotels during 2018, which included the Aston Waikiki Beach Hotel in March 2018, Hilton Garden Inn Washington D.C. Downtown in November 2018, and Residence Inn Denver City Center in December 2018 (collectively, the "three hotels sold during 2018") with limited decreases attributed to Marriott Chicago at Medical District/UIC and Marriott Griffin Gate Resorts & Spa that were sold in December 2019 (collectively, "the two hotels sold in December 2019").

Excluding the amounts above, rooms revenues increased \$13.6 million, or 2.3%, for the remainder of our 34-comparable hotels, which was attributed to a 2.3% increase in RevPAR in 2019 compared to 2018, driven by a 0.9% increase in ADR and an increase in occupancy of 106 basis points.

Food and beverage revenues

The increases in food and beverage revenues for the year ended December 31, 2019 compared to 2018 is largely driven by the timing of transaction activity during the 2018, which also resulted in changes in our portfolio composition. The four 2018 acquisitions are full service resorts or hotels that offer more restaurant or bar venues, in addition to significantly larger meeting facilities and event space, all of which contribute higher food and beverage revenue compared to the three hotels sold during 2018, which were all select service upscale hotels. In December 2019, we sold the Marriott Chicago at Medical District/UIC and the Marriott Griffin Gate Resorts & Spa and acquired the newly constructed 600-room Hyatt Regency Portland at the Oregon Convention Center. Due to the timing of the 2019 transactions, they did not have a significant impact on operating results during 2019.

Food and beverage revenues increased by \$46.3 million, or 13.8%, to \$382.0 million for the year ended December 31, 2019 from \$335.7 million for the year ended December 31, 2018. The following amounts are the primary drivers of the changes year-over-year:

- \$44.4 million increase was primarily attributed to the four 2018 acquisitions with limited contributions from Hyatt Regency Portland at the Oregon Convention Center; and
- \$1.5 million decrease was primarily attributed to the three hotels sold during 2018 with limited decreases from the two hotels sold in December 2019.

Excluding the amounts above, food and beverage revenues increased \$3.4 million, or 1.1%, for the remainder of our 34-comparable hotels.

Other revenues

The increase in other revenues was also largely driven by the timing of transactions during 2018 and the related changes in portfolio composition. The four 2018 acquisitions have more amenities, including spas, golf courses and in certain cases, resort and amenity fees compared to the properties sold in 2018 and 2019.

Other revenues increased by \$17.8 million, or 28.3%, to \$80.6 million for the year ended December 31, 2019 from \$62.8 million for the year ended December 31, 2018. The following amounts are the primary drivers of the changes year-over-year:

- \$17.7 million increase contributed by the four 2018 acquisitions; and
- \$3.5 million decrease attributed to the three hotels sold during 2018.

Excluding the amounts above, other revenues increased \$3.6 million, or 7.0%, for the remainder of our 34-comparable hotels, which was primarily due to increased resort and amenity fees.

Hotel Operating Expenses

Hotel operating expenses consist of the following (in thousands):

	Year Ended December 31,		Increase	% Change
	2019	2018		
Hotel operating expenses:				
Rooms expenses	\$ 162,853	\$ 154,716	\$ 8,137	5.3%
Food and beverage expenses	247,487	214,935	32,552	15.1%
Other direct expenses	30,076	19,677	10,399	52.8%
Other indirect expenses	285,920	254,881	31,039	12.2%
Management and franchise fees	46,521	45,553	968	2.1%
Total hotel operating expenses	\$ 772,857	\$ 689,762	\$ 83,095	12.0%

Total hotel operating expenses

As previously mentioned, our portfolio composition has changed from the beginning of 2018 resulting in higher food and beverage revenues as well as revenues from other ancillary business. Some of these upper upscale and luxury hotels and resorts have higher fixed operating costs. This has resulted in increases in rooms expense, food and beverage expense and other operating department costs consistent with the related revenue growth in these areas. Generally, hotel operating costs fluctuate based on various factors, including occupancy, labor costs, utilities and insurance costs.

Total hotel operating expenses increased \$83.1 million, or 12.0%, to \$772.9 million for the year ended December 31, 2019 from \$689.8 million for the year ended December 31, 2018. The following amounts are the primary drivers of changes year-over-year:

- \$92.4 million increase primarily contributed by the four 2018 acquisitions with limited contributions from Hyatt Regency Portland at the Oregon Convention Center acquired in December 2019; and
- \$20.7 million decrease attributed to the three hotels sold during 2018 with limited decreases attributed to the two hotels sold in December 2019.

Excluding the amounts above, hotel operating expenses increased \$11.4 million, or 1.8%, for the remainder of our 34-comparable hotels, which was attributed to the 2.2% increase in total revenues in 2019 compared to 2018.

Corporate and Other Expenses

Corporate and other expenses consist of the following (in thousands):

	Year Ended December 31,		Increase / (Decrease)	% Change
	2019	2018		
Depreciation and amortization	\$ 155,128	\$ 157,838	\$ (2,710)	(1.7)%
Real estate taxes, personal property taxes and insurance	50,184	47,721	2,463	5.2 %
Ground lease expense	4,403	4,882	(479)	(9.8)%
General and administrative expenses	30,732	30,460	272	0.9 %
Gain on business interruption insurance	(823)	(5,043)	4,220	83.7 %
Acquisition, terminated transaction and pre-opening expenses	954	763	191	25.0 %
Impairment and other losses	24,171	—	24,171	— %
Total corporate and other expenses	\$ 264,749	\$ 236,621	\$ 28,128	11.9 %

Depreciation and amortization

Depreciation and amortization expense decreased \$2.7 million, or 1.7%, to \$155.1 million for the year ended December 31, 2019 from \$157.8 million for the year ended December 31, 2018. The decrease was attributed to a reduction in depreciation expense related to the three hotels sold in 2018 and the two hotels sold in December 2019 and due to the timing of fully depreciated assets during the comparable periods. These decreases were offset by increases from the \$93.0 million and \$108.2 million of capital expenditures during the years ended December 31, 2019 and 2018, respectively, and contributions from the four 2018 acquisitions.

Real estate taxes, personal property taxes and insurance

Real estate taxes, personal property taxes and insurance expense increased \$2.5 million, or 5.2%, to \$50.2 million for the year ended December 31, 2019 from \$47.7 million for the year ended December 31, 2018. These increases were primarily attributed to a net increase during 2019 from the four 2018 acquisitions and annual increases of approximately 4.5% in real estate taxes, personal property taxes and insurance for the remainder of our 34-comparable hotels. These increases were offset by a reduction in expenses attributed to the three hotels sold in 2018 and a real estate tax refund received during 2019 that was attributed to our period of ownership for a hotel that was sold in a previous year.

Ground lease expense

Ground lease expense decreased \$0.5 million, or 9.8%, to \$4.4 million for the year ended December 31, 2019 from \$4.9 million for the year ended December 31, 2018, which was attributable to the disposition of Aston Waikiki Beach Hotel in March 2018.

General and administrative expenses

General and administrative expenses increased \$0.3 million, or 0.9%, to \$30.7 million for the year ended December 31, 2019 from \$30.5 million for the year ended December 31, 2018, which was primarily attributable to increases in employee related costs offset by decreases in professional fees compared to 2018.

Gain on business interruption insurance

During the year ended December 31, 2019, we recognized a gain of \$0.8 million from business interruption insurances proceeds received for Hyatt Centric Key West Resort & Spa as a result of Hurricane Irma, of which \$0.7 million of the proceeds related to lost income in the 2018, with the remaining \$0.1 million attributable to lost income in the first quarter of 2019.

During the year ended December 31, 2018, we recognized \$0.2 million related to Marriott Woodlands Waterway Hotel & Convention Center and \$3.1 million related to Hyatt Centric Key West Resort & Spa for lost income as a result of Hurricanes Harvey and Irma that occurred in August and September 2017, respectively. The aftermath of Hurricane Irma continued to impact demand in the Key West market into 2018, which led to further lost income for Hyatt Centric Key West Resort & Spa, which was covered by our business interruption insurance policy. We also recognized \$1.7 million related to our two Napa hotels for lost income as a result of the Northern California wildfires, which impacted the hotels in the fourth quarter of 2017.

Acquisition, terminated transaction and pre-opening expenses

Acquisition, terminated transaction and pre-opening expenses increased to \$1.0 million, or 25.0%, for the year ended December 31, 2019 from \$0.8 million for the year ended December 31, 2018. Acquisition costs during the year ended December 31, 2019 were related to non-recurring charges associated with a prior year acquisition. Terminated transactions costs during the years ended December 31, 2019 and 2018 were related to dead deal costs. In December 2018, the Company acquired the Mandarin Oriental, Atlanta, which was rebranded as Waldorf Astoria Atlanta Buckhead immediately upon closing of the acquisition. Certain costs were incurred in 2018 and 2019 as part of the rebranding and management transition efforts, which were not eligible to be capitalized and were recorded as pre-opening expenses.

Impairment and other losses

The Company recorded an impairment charge of \$24.2 million during year ended December 31, 2019. In the second quarter of 2019, we recorded a \$14.8 million long-lived asset impairment charge related to Marriott Chicago at Medical District/UIC, which was primarily the result of a projected future decline in operating profits attributable to demand trends, anticipated adverse changes in the hotel's expense profile and the estimated hold period. The hotel was subsequently sold in December 2019 for \$10 million. Then in the fourth quarter of 2019, the Company recorded a goodwill impairment charge of \$9.4 million related to Bohemian Hotel Savannah Riverfront, Autograph Collection, which was attributed to changes in the supply and demand dynamics in the Savannah, Georgia market since the acquisition of the hotel in 2012. Refer to Notes 2 and 9 in the consolidated financial statements included herein for further discussion.

There was no impairment during the year ended December 31, 2018.

Results of Non-Operating Income and Expenses

Non-operating income and expenses consist of the following (in thousands):

	Year Ended December 31,		(Decrease)	% Change
	2019	2018		
Non-operating income and expenses:				
(Loss) gain on sale of investment properties	\$ (947)	\$ 123,540	\$ (124,487)	(100.8)%
Other income	895	1,162	(267)	(23.0)%
Interest expense	(48,605)	(51,402)	(2,797)	(5.4)%
Loss on extinguishment of debt	(214)	(599)	(385)	(64.3)%
Income tax expense	(5,367)	(5,993)	(626)	(10.4)%

(Loss) gain on sale of investment properties

The loss on sale of investment properties for the year ended December 31, 2019 related to the sale of two hotels in December 2019. The gain on sale of investment properties for the year ended December 31, 2018 related to the sale of three hotels during the year.

Other income

Other income decreased \$0.3 million, or 23.0%, to \$0.9 million for the year ended December 31, 2019 from \$1.2 million for the year ended December 31, 2018. This was primarily attributed to less interest income from a lower average cash balance in 2019 compared to 2018.

Interest expense

Interest expense decreased \$2.8 million, or 5.4%, to \$48.6 million for the year ended December 31, 2019 from \$51.4 million for the year ended December 31, 2018. This was primarily due to the timing of debt transactions and fluctuations in the weighted average interest rates during the year ended December 31, 2019 compared to 2018 and due to capitalizing interest of \$0.8 million attributed to construction and renovation projects during 2019.

Loss on extinguishment of debt

Loss on extinguishment of debt decreased by \$0.4 million, or 64.3%, to \$0.2 million for the year ended December 31, 2019 from \$0.6 million for the year ended December 31, 2018. The loss on extinguishment of debt during 2019 was attributable to the write off of unamortized loan costs for the prepayment of one mortgage loan compared to five mortgage loans repaid during 2018.

Income tax expense

Income tax expense decreased \$0.6 million, or 10.4%, to \$5.4 million for the year ended December 31, 2019 from \$6.0 million for the year ended December 31, 2018. The decrease from prior year was primarily attributable to lower taxable income as a result of non-recurring business interruption proceeds and transaction associated lease termination fees recognized in 2018 and a slight decrease in the effective tax rate in 2019 compared to 2018.

Comparison of the year ended December 31, 2018 to the year ended December 31, 2017

This information is contained in "Part II - Item 7. Management's Discussion and Analysis" in our Annual Report on Form 10-K for the year ended December 31, 2018 filed with the Securities and Exchange Commission on February 26, 2019, and is incorporated herein by reference.

Non-GAAP Financial Measures

We consider the following non-GAAP financial measures useful to investors as key supplemental measures of our operating performance: EBITDA, EBITDAre, Adjusted EBITDAre, FFO and Adjusted FFO. These non-GAAP financial measures should be considered along with, but not as alternatives to, net income or loss, operating profit, cash from operations, or any other operating performance measure as prescribed per GAAP.

EBITDA, EBITDAre and Adjusted EBITDAre

EBITDA is a commonly used measure of performance in many industries and is defined as net income or loss (calculated in accordance with GAAP) excluding interest expense, provision for income taxes (including income taxes applicable to sale of assets) and depreciation and amortization. We consider EBITDA useful to an investor regarding our results of operations, in evaluating and facilitating comparisons of our operating performance between periods and between REITs by removing the impact of our capital structure (primarily interest expense) and asset base (primarily depreciation and amortization) from our operating results, even though EBITDA does not represent an amount that accrues directly to common stockholders. In addition, EBITDA is used as one measure in determining the value of hotel acquisitions and dispositions and along with FFO and Adjusted FFO, it is used by management in the annual budget process for compensation programs.

We then calculate EBITDAre in accordance with standards established by the National Association of Real Estate Investment Trusts ("Nareit"), which we adopted on January 1, 2018. Nareit defines EBITDAre as EBITDA plus or minus losses and gains on the disposition of depreciated property, including gains/losses on change of control, plus 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 share of EBITDAre of unconsolidated affiliates.

We further adjust EBITDAre to exclude the impact of non-controlling interests in consolidated entities other than our Operating Partnership Units because our Operating Partnership Units may be redeemed for common stock. We believe it is meaningful for the investor to understand Adjusted EBITDAre attributable to all common stock and Operating Partnership unit holders. We also adjust EBITDAre for certain additional items such as depreciation and amortization related to corporate assets, hotel property acquisition, terminated transaction and pre-opening expenses, amortization of share-based compensation, non-cash ground rent and straight-line rent expense, the cumulative effect of changes in accounting principles, and other costs we believe do not represent recurring operations and are not indicative of the performance of our underlying hotel property entities. We believe Adjusted EBITDAre attributable to common stock and unit holders provides investors with another financial measure in evaluating and facilitating comparison of operating performance between periods and between REITs that report similar measures.

Prior to the adoption of EBITDAre on January 1, 2018, we historically presented EBITDA attributable to common stock and unit holders, which excluded depreciation expense related to corporate level assets and the allocation of EBITDA to non-controlling interests in our consolidated investments in real estate entities. In order to calculate EBITDAre in accordance with Nareit's definition, these adjustments are now made to derive Adjusted EBITDAre. Therefore, there were no retrospective changes to Adjusted EBITDA as historically presented upon conversion to Adjusted EBITDAre.

FFO and Adjusted FFO

We calculate FFO in accordance with standards established by Nareit, as amended in the 2018 restatement white paper, which defines FFO as net income or loss (calculated in accordance with GAAP), excluding real estate-related depreciation, amortization and impairments, gains (losses) from sales of real estate, the cumulative effect of changes in accounting principles, similar adjustments for unconsolidated partnerships and consolidated variable interest entities, and items classified by GAAP as extraordinary. Historical cost accounting for real estate assets implicitly assumes that the value of real estate assets diminishes predictably over time. Since real estate values instead have historically risen or fallen with market conditions, most industry investors consider presentations of operating results for real estate companies that use historical cost accounting to be insufficient by themselves. We believe that the presentation of FFO provides useful supplemental information to investors regarding our operating performance by excluding the effect of real estate depreciation and amortization, gains (losses) from sales for real estate, impairments of real estate assets, extraordinary items and the portion of these items related to unconsolidated entities, all of which are based on historical cost accounting and which may be of lesser significance in evaluating current performance. We believe that the presentation of FFO can facilitate comparisons of operating performance between periods and between REITs, even though FFO does not represent an amount that accrues directly to common stockholders. Our calculation of FFO may not be comparable to measures calculated by other companies who do not use the Nareit definition of FFO or do not calculate FFO per diluted share in accordance with Nareit guidance. Additionally, FFO may not be helpful when comparing us to non-REITs. We present FFO attributable to common stock and unit holders, which includes our Operating Partnership Units because our Operating Partnership Units may be redeemed for common stock. We believe it is meaningful for the investor to understand FFO attributable to all common stock and unit holders.

We further adjust FFO for certain additional items that are not in Nareit's definition of FFO such as hotel property acquisition, terminated transaction and pre-opening expenses, amortization of debt origination costs and share-based compensation, non-cash ground rent and straight-line rent expense, operating results from properties that are sold and other items we believe do not represent recurring operations. We believe that Adjusted FFO provides investors with useful supplemental information that may facilitate comparisons of ongoing operating performance between periods and between REITs that make similar adjustments to FFO and is beneficial to investors' complete understanding of our operating performance.

The following is a reconciliation of net income to EBITDA, EBITDAre and Adjusted EBITDAre attributable to common stock and unit holders for the years ended December 31, 2019, 2018, and 2017 (in thousands):

	Year Ended December 31,		
	2019	2018	2017
Net income	\$ 57,243	\$ 198,532	\$ 100,816
Adjustments:			
Interest expense	48,605	51,402	46,294
Income tax expense	5,367	5,993	7,833
Depreciation and amortization	155,128	157,838	152,977
EBITDA	\$ 266,343	\$ 413,765	\$ 307,921
Impairment and other losses ⁽¹⁾	24,171	—	950
Loss (gain) on sale of investment properties	947	(123,540)	(50,747)
EBITDAre	\$ 291,461	\$ 290,225	\$ 258,124
Non-controlling interests in consolidated real estate entities	—	288	99
Adjustments related to non-controlling interests in consolidated real estate entities	—	(1,130)	(1,323)
Depreciation and amortization related to corporate assets	(399)	(404)	(434)
Loss on extinguishment of debt	214	599	274
Acquisition, terminated transaction and pre-opening expenses ⁽²⁾	954	763	1,578
Amortization of share-based compensation expense	9,380	9,172	9,930
Non-cash ground rent and straight-line rent expense	508	495	734
Other non-recurring (income) expenses ⁽¹⁾	—	(195)	1,304
Adjusted EBITDAre attributable to common stock and unit holders ⁽³⁾	\$ 302,118	\$ 299,813	\$ 270,286

(1) During the year ended December 31, 2019, the Company recognized a long-lived asset impairment charge of \$14.8 million attributed to Marriott Chicago at Medical District/UIC and a goodwill impairment charge of \$9.4 million attributed to Bohemian Hotel Savannah Riverfront, Autograph Collection. For the year ended December 31, 2017, Hurricanes Harvey and Irma impacted several of the Company's hotels. The Company recorded a loss of \$950 thousand, which represents damage sustained during the storms, net of estimated insurance recoveries, and expensed \$1.3 million of hurricane-related repairs and cleanup costs. These amounts are included in impairment and other losses on the consolidated statement of operations and comprehensive income for the year ended December 31, 2017.

(2) Includes acquisition, terminated transaction costs, pre-opening and hotel rebranding expenses. Hotel rebranding expenses represent costs incurred for the rebranding of Mandarin Oriental, Atlanta to the Waldorf Astoria Atlanta Buckhead and the transition of management of the property, which the Company acquired in December 2018.

(3) Net debt to Adjusted EBITDA is defined as (i) the total principal balance of debt as of December 31, 2019, which is \$1.3 billion per Note 7 of the consolidated financial statements included in "Part IV - Item 15. Exhibits and Financial Statements," (ii) less, cash and cash equivalents of \$110.8 million as of December 31, 2019, (iii) divided by Adjusted EBITDAre attributable to common stock and unit holders of \$302.1 million for the year ended December 31, 2019, which equals 3.9x.

The following is a reconciliation of our GAAP net income to FFO and Adjusted FFO for the years ended December 31, 2019, 2018, and 2017 (in thousands):

	Year Ended December 31,		
	2019	2018	2017
Net income	\$ 57,243	\$ 198,532	\$ 100,816
Adjustments:			
Depreciation and amortization related to investment properties	154,729	157,434	152,544
Impairment of investment properties ⁽¹⁾	24,171	—	950
Gain on sale of investment property	947	(123,540)	(50,747)
Non-controlling interests in consolidated real estate entities	—	288	99
Adjustments related to non-controlling interests in consolidated real estate entities	—	(732)	(902)
FFO attributable to common stock and unit holders	\$ 237,090	\$ 231,982	\$ 202,760
<u>Reconciliation to Adjusted FFO</u>			
Loss on extinguishment of debt	214	599	274
Acquisition, terminated transaction and pre-opening expenses ⁽²⁾	954	763	1,578
Loan related costs, net of adjustment related to non-controlling interests ⁽³⁾	2,452	2,583	2,833
Amortization of share-based compensation expense	9,380	9,172	9,930
Non-cash ground rent and straight-line rent expense	508	495	734
Non-recurring taxes ⁽⁴⁾	—	—	565
Other non-recurring (income) expenses ⁽¹⁾	—	(195)	1,304
Adjusted FFO attributable to common stock and unit holders	\$ 250,598	\$ 245,399	\$ 219,978

(1) During the year ended December 31, 2019, the Company recognized a long-lived asset impairment charge of \$14.8 million attributed to Marriott Chicago at Medical District/UIC and a goodwill impairment charge of \$9.4 million attributed to Bohemian Hotel Savannah Riverfront, Autograph Collection. For the year ended December 31, 2017, Hurricanes Harvey and Irma impacted several of the Company's hotels. The Company recorded a loss of \$950 thousand, which represents damage sustained during the storms, net of estimated insurance recoveries, and expensed \$1.3 million of hurricane-related repairs and cleanup costs. These amounts are included in impairment and other losses on the consolidated statement of operations and comprehensive income for the year ended December 31, 2017.

(2) Includes acquisition, terminated transaction costs, pre-opening and hotel rebranding expenses. Hotel rebranding expenses represent costs incurred for the rebranding of Mandarin Oriental, Atlanta to the Waldorf Astoria Atlanta Buckhead and the transition of management of the property, which the Company acquired in December 2018.

(3) Loan related costs included amortization of debt discounts and deferred loan origination costs.

(4) The TCJA introduced many significant changes to the U.S. federal income tax code, including a significant reduction in our future estimated tax rates. For the year ended December 31, 2017, we recorded a one-time adjustment to our net deferred tax asset resulting in the recognition of deferred income tax expense.

Use and Limitations of Non-GAAP Financial Measures

EBITDA, EBITDAre, Adjusted EBITDAre, FFO, and Adjusted FFO do not represent cash generated from operating activities under GAAP and should not be considered as alternatives to net income or loss, operating profit, cash flows from operations or any other operating performance measure prescribed by GAAP. Although we present and use EBITDA, EBITDAre, Adjusted EBITDAre, FFO and Adjusted FFO because we believe they are useful to investors in evaluating and facilitating comparisons of our operating performance between periods and between REITs that report similar measures, the use of these non-GAAP measures has certain limitations as analytical tools. These non-GAAP financial measures are not measures of our liquidity, nor are they indicative of funds available to fund our cash needs, including our ability to fund capital expenditures, contractual commitments, working capital, service debt or make cash distributions. These measurements do not reflect cash expenditures for long-term assets and other items that we have incurred and will incur. These non-GAAP financial measures may include funds that may not be available for management's discretionary use due to functional requirements to conserve funds for capital expenditures, property acquisitions, and other commitments and uncertainties. These non-GAAP financial measures as presented may not be comparable to non-GAAP financial measures as calculated by other real estate companies.

We compensate for these limitations by separately considering the impact of these excluded items to the extent they are material to operating decisions or assessments of our operating performance. Our reconciliations to the most comparable GAAP financial measures, and our consolidated statements of operations and comprehensive income, include interest expense, and other excluded items, all of which should be considered when evaluating our performance, as well as the usefulness of our non-GAAP financial measures. These non-GAAP financial measures reflect additional ways of viewing our operations that we believe, when viewed with our GAAP results and the reconciliations to the corresponding GAAP financial measures, provide a more complete understanding of factors and trends affecting our business than could be obtained absent this disclosure. We strongly encourage investors to review our financial information in its entirety and not to rely on a single financial measure.

Liquidity and Capital Resources

We expect to meet our short-term liquidity requirements from cash on hand, cash flows from operations, borrowings under our senior unsecured revolving credit facility, use of our unencumbered asset base, the ability to refinance or extend our maturing debt as or before it comes due, and equity proceeds from the sale of our common stock. The objectives of our cash management policy are to maintain the availability of liquidity and minimize operational costs. Further, we have an investment policy that is focused on the preservation of capital and maximizing the return on new and existing investments.

On a long-term basis, our objectives are to maximize revenue and profits generated by our existing properties and acquired hotels, to further enhance the value of our portfolio and produce an attractive current yield, as well as, to generate sustainable and predictable cash flow from our operations to distribute to our stockholders. To the extent we are able to successfully improve the performance of our portfolio, we believe this will result in increased operating cash flows. Additionally, we may meet our long-term liquidity requirements through additional borrowings, the issuance of equity and debt securities, and/or proceeds from the sales of hotels.

In March 2018, the Company entered into an "At-the-Market" ("ATM") program pursuant to an Equity Distribution Agreement ("ATM Agreement") with Wells Fargo Securities, LLC, Robert W. Baird & Co. Incorporated, Jefferies LLC, KeyBanc Capital Markets Inc. and Raymond James & Associates, Inc. In accordance with the terms of the ATM Agreement, the Company may from time to time offer and sell shares of its common stock having an aggregate gross offering price of up to \$200 million.

No shares were sold under the ATM Agreement during the year ended December 31, 2019. During the year ended December 31, 2018, the Company received gross proceeds of \$137.4 million and paid \$1.7 million in transaction fees from the issuance of 5.7 million shares of its common stock in accordance with the ATM Agreement at a weighted average share price of \$24.02. In addition, the Company amortized \$0.8 million of transaction costs during the year ended December 31, 2018. As of December 31, 2019, the Company had \$62.6 million available for sale under the ATM Agreement.

We may, from time to time, seek to retire or purchase additional amounts of our outstanding equity through cash purchases and/or exchanges for other securities in open market purchases, privately negotiated transactions or otherwise, including pursuant to a Rule 10b5-1 plan. Such repurchases or exchanges, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. The amounts involved may be material. In December 2015, the Company's Board of Directors authorized a stock repurchase program pursuant to which we are authorized to purchase up to \$100 million of the Company's outstanding Common Stock, in the open market, in privately negotiated transactions or otherwise, including pursuant to Rule 10b5-1 plans. In November 2016, the Company's Board of Directors authorized the repurchase of up to an additional \$75 million of the Company's outstanding Common Stock (such repurchase authorizations collectively referred to as the "Repurchase Program"). The Repurchase Program does not have an expiration date. This Repurchase Program may be suspended or discontinued at any time, and does not obligate the Company to acquire any particular amount of shares.

No shares were purchased as part of the Repurchase Program during the year ended December 31, 2019 and 2018. During the year ended December 31, 2017, 240,352 shares were repurchased under the Repurchase Program, at a weighted average price of \$17.07 per share, for an aggregate purchase price of \$4.1 million. During the year ended December 31, 2016, 4,966,763 shares were repurchased under the Repurchase Program, at a weighted average price of \$14.89 per share, for an aggregate purchase price of \$74.0 million. As of December 31, 2019, the Company had approximately \$96.9 million remaining under its share repurchase authorization.

As of December 31, 2019, we had \$110.8 million of consolidated cash and cash equivalents and \$84.1 million of restricted cash and escrows. The restricted cash as of December 31, 2019 primarily consisted of \$70.8 million related to lodging furniture, fixtures and equipment reserves as required per the terms of our management and franchise agreements, cash held in restricted escrows of \$4.7 million primarily for real estate taxes and insurance escrows, \$2.0 million for disposition escrows heldback at closing, and \$6.6 million in deposits made for capital projects.

Our outstanding total debt at December 31, 2019 was \$1.3 billion, which had a weighted average interest rate of 3.72%, and a weighted average maturity of 5.1 years for our secured mortgage loans and 3.0 years for our unsecured term loans and senior

unsecured revolving credit facility, including available extension options. Some of our loans require compliance with certain covenants, such as debt service coverage ratios, loan-to-value tests, investment restrictions and distribution limitations. As of December 31, 2019, the Company was in compliance with all such covenants.

Unsecured Term Loans and Hotel Mortgages

In August 2018, the Company closed on a \$150 million unsecured term loan maturing in August 2023. As of December 31, 2018, the Company had funded \$65 million of the \$150 million available under the term loan. The remaining \$85 million was funded in February 2019.

In March 2019, the Company elected to prepay the mortgage loan collateralized by the Hyatt Regency Santa Clara and repaid the remaining principal balance of \$90 million and the outstanding accrued interest. The mortgage loan was to mature in January 2022. The interest rate swap was reapplied to a portion of the interest payments for the mortgage loan collateralized by the Renaissance Atlanta Waverly Hotel & Convention Center, which matures in August 2024.

In September 2019, the Company repriced its \$125 million unsecured term loan maturing in September 2024 to reduce the borrowing cost. The term loan now bears an interest rate based on a pricing grid with a range of 135 to 200 basis points over LIBOR as determined by the Company's leverage ratio, a reduction of 35 to 55 basis points from the previous leverage-based grid. The Company previously fixed LIBOR on the loan through September 2022 at 1.92% resulting in a current annual interest rate of 3.37%.

In December 2019, the Company elected to prepay the mortgage loan collateralized by the Marriott Charleston Town Center and repaid the remaining principal balance of approximately \$15 million and the outstanding accrued interest. The mortgage loan was to mature in July 2020.

Senior Unsecured Revolving Credit Facility

During the fourth quarter of 2019 we made a draw totaling \$160 million to fund a portion of the purchase price of Hyatt Regency Portland at the Oregon Convention Center. As of December 31, 2019, we had an outstanding balance of \$160 million on the senior unsecured revolving credit facility with remaining availability of \$340 million.

Interest is paid on the periodic advances under the unsecured revolving credit facility at varying rates, based upon either LIBOR or the alternate base rate, plus an additional margin amount. The interest rate depends upon our leverage ratio pursuant to the provisions of the credit facility agreement. Our credit facility requires an unused commitment fee ranging from 0.20% to 0.30% on the unused portion of the available borrowing amount, which totaled approximately \$1.5 million for the year ended December 31, 2019. The facility also contains customary covenants and restrictions for similar type facilities and, as of December 31, 2019, we were in compliance with these requirements.

Derivatives

We continuously monitor and evaluate the level of floating rate debt exposure that we have and will continue to use interest rate hedges to limit it as we determine appropriate. See "Part II Item. 7 Derivative Instruments" for more information related to our hedging policy and transaction activity.

Borrowings

Debt as of December 31, 2019 and December 31, 2018 consisted of the following (dollars in thousands):

	Rate Type	Rate ⁽¹⁾	Maturity Date	Balance Outstanding as of	
				December 31, 2019	December 31, 2018
Mortgage Loans					
Marriott Charleston Town Center	Fixed	—	7/1/2020	—	\$ 15,392
Marriott Dallas City Center	Fixed ⁽²⁾	4.05%	1/3/2022	\$ 51,000	51,000
Hyatt Regency Santa Clara	Fixed ⁽²⁾	—	1/3/2022	—	90,000
Hotel Palomar Philadelphia	Fixed ⁽²⁾	4.14%	1/13/2023	58,000	59,000
Renaissance Atlanta Waverly Hotel & Convention Center	Fixed ⁽³⁾	3.90%	8/14/2024	100,000	100,000
Andaz Napa	Variable	3.66%	9/13/2024	56,000	56,000
The Ritz-Carlton, Pentagon City	Fixed ⁽²⁾	4.95%	1/31/2025	65,000	65,000
Residence Inn Boston Cambridge	Fixed	4.48%	11/1/2025	60,731	61,806
Grand Bohemian Hotel Orlando	Fixed	4.53%	3/1/2026	58,286	59,281
Marriott San Francisco Airport Waterfront	Fixed	4.63%	5/1/2027	115,000	115,000
Total Mortgage Loans		4.31% ⁽⁴⁾		\$ 564,017	\$ 672,479
Unsecured Term Loan \$175M	Fixed ⁽⁵⁾	2.89%	2/15/2021	175,000	175,000
Unsecured Term Loan \$125M	Fixed ⁽⁵⁾	3.38%	10/22/2022	125,000	125,000
Unsecured Term Loan \$150M	Variable	3.32%	8/21/2023	150,000	65,000
Unsecured Term Loan \$125M	Fixed ⁽⁵⁾	3.37%	9/13/2024	125,000	125,000
Senior Unsecured Revolving Credit Facility	Variable	3.41%	2/28/2022	160,000	—
Loan discounts and unamortized deferred financing costs, net ⁽⁶⁾				(5,963)	(7,391)
Debt, net of loan discounts and unamortized deferred financing costs		3.72% ⁽⁴⁾		\$ 1,293,054	\$ 1,155,088

(1) Variable index is one-month LIBOR. Interest rates as of December 31, 2019.

(2) The Company entered into interest rate swap agreements to fix the interest rate of the variable rate mortgage loans for portion of or the entire term of the loan.

(3) A variable interest loan for which the interest rate has been fixed on \$90 million of the balance through January 2022, after which the rate reverts to variable.

(4) Represents the weighted average interest rate as of December 31, 2019.

(5) LIBOR has been fixed for either a portion of or the entire term of the loan. The spread may vary, as it is determined by the Company's leverage ratio.

(6) Includes loan discounts recognized upon modification and deferred financing costs, net of the accumulated amortization.

Capital Expenditures and Reserve Funds

We maintain each of our properties in good repair and condition and in conformity with applicable laws and regulations, franchise agreements and management agreements. Routine capital expenditures are administered by the property management companies. However, we have approval rights over the capital expenditures as part of the annual budget process for each of our properties. From time to time, certain of our hotels may be undergoing renovations as a result of our decision to upgrade portions of the hotels, such as guest rooms, public space, meeting space and/or restaurants, in order to better compete with other hotels in our markets. In addition, upon the acquisition of a hotel we often are required to complete a property improvement plan in order to bring the hotel up to the respective brand standards. If permitted by the terms of the management agreement, funding for a renovation will first come from the furniture, fixtures and equipment reserves. We are obligated to maintain reserve funds with respect to certain agreements with our hotel management companies, franchisors and lenders to provide funds, generally 3% to 5% of hotel revenues, sufficient to cover the cost of certain capital improvements to the hotels and to periodically replace and update furniture, fixtures and equipment. Certain of the agreements require that we reserve this cash in separate accounts. To the extent that the furniture, fixtures and equipment reserves are not available or adequate to cover the cost of the renovation, we may fund a portion of the renovation with cash on hand, borrowings from our unsecured revolving credit facility and/or other sources of available liquidity. As of December 31, 2019 and 2018, we held a total of \$70.8 million

and \$60.6 million, respectively, of furniture, fixtures and equipment reserves. We have been and will continue to be prudent with respect to our capital spending, taking into account our cash flows from operations.

During the year ended December 31, 2019 and 2018, we made cash payments totaling \$93.0 million and \$108.2 million for capital expenditures, respectively.

Sources and Uses of Cash

Our principal sources of cash are cash flows from operations, borrowings under debt financings including draws on our senior unsecured revolving credit facility and from various types of equity offerings or the sale of our hotels. Our principal uses of cash are asset acquisitions, capital investments, routine debt service and debt repayments, operating costs, corporate expenses and dividends. We may also elect to use cash to buy back our common stock in the future under the Repurchase Program.

Comparison of the Year Ended December 31, 2019 to the Year Ended December 31, 2018

The table below presents summary cash flow information for the consolidated statements of cash flows (in thousands):

	Year Ended December 31,	
	2019	2018
Net cash provided by operating activities	\$ 246,570	\$ 254,194
Net cash used in used in investing activities	(222,888)	(49,802)
Net cash flows provided by (used in) financing activities	9,656	(173,188)
Increase in cash and cash equivalents	\$ 33,338	\$ 31,204
Cash and cash equivalents and restricted cash, at beginning of year	161,608	130,404
Cash and cash equivalents and restricted cash, at end of year	\$ 194,946	\$ 161,608

Operating

- Cash provided by operating activities was \$246.6 million and \$254.2 million for the year ended December 31, 2019 and 2018, respectively. Our cash flows provided by operating activities generally consist of the net cash generated by our hotel operations, partially offset by the cash paid for corporate expenses and other working capital changes. Our cash flows provided by operating activities may also be affected by changes in our portfolio resulting from hotel acquisitions, dispositions or renovations. The net decrease to cash provided by operating activities during the year ended December 31, 2019 was primarily due to changes in our portfolio composition reflecting completed acquisitions and dispositions and the timing of such transactions. Refer to the "Results of Operations" section for further discussion of our operating results for the year ended December 31, 2019 and 2018.

Investing

- Cash used in investing activities during the year ended December 31, 2019 was \$222.9 million compared to \$49.8 million during 2018. Cash used in investing activities for the year ended December 31, 2019 was primarily due to (i) \$190.0 million for the acquisition of Hyatt Regency Portland at the Oregon Convention Center and (ii) \$93.0 million in capital improvements at our hotel properties, which was offset by (iii) proceeds from the dispositions of Marriott Chicago at Medical District/UIC and Marriott Griffin Gate Resort & Spa for net proceeds of \$60.2 million. Cash used in investing activities for the year ended December 31, 2018 was primarily due to (i) \$354.1 million for the acquisition of The Ritz-Carlton, Denver, Fairmont Pittsburgh, Park Hyatt Aviara Resort, Golf Club & Spa, and Waldorf Astoria Atlanta Buckhead and (ii) \$108.2 million in capital improvements at our hotel properties, which was offset by (iii) proceeds from the disposition of Aston Waikiki Beach Hotel, Hilton Garden Inn Washington D.C. Downtown, and Residence Inn Denver City Center for net proceeds of \$412.6 million.

Financing

- Cash provided by financing activities during the year ended December 31, 2019 was \$9.7 million and cash used in financing activities was \$173.2 million for the year ended December 31, 2018. Cash provided by financing activities for the year ended December 31, 2019 was primarily attributed to (i) proceeds of \$85.0 million from the draw down of the remaining balance of the unsecured term loan entered into in during 2018, (ii) proceeds of \$160.0 million from the draw on the senior unsecured revolving credit facility to acquire the Hyatt Regency Portland at the Oregon Convention Center, which was offset by (iii) the payment of \$125.9 million in dividends, (iv) the repayment of mortgage debt totaling \$104.9 million, and (v) principal payments of \$3.6 million. Cash used in financing activities for the year ended December 31, 2018 was primarily attributed to (i) the payment of \$121.7 million in dividends, (ii) the repayment of mortgage debt totaling \$271.7 million and \$3.9 million of principal payments, (iii) the net repayment of the

outstanding balance on the senior unsecured revolving credit facility totaling \$40 million, (iv) the payment of \$4.8 million in loan costs attributed to current year financing transactions, (v) the acquisition of the non-controlling interest in two real estate investments for \$12.3 million, (vi) the redemption of Operating Partnership Units for \$0.8 million and (vii) \$1.0 million of shares redeemed to satisfy tax withholdings on vested share based compensation. These decreases were offset by proceeds of (i) \$135.0 million, net of transaction costs, from the sale of our common stock through the ATM program, (ii) \$83.0 million from the funding of mortgage debt and (iii) and proceeds of \$65 million from the funding of the term loan entered into during 2018.

Contractual Obligations

The table below presents, on a consolidated basis, obligations and commitments to make future payments under debt obligations (including interest) and lease agreements as of December 31, 2019 (in thousands):

	Payments due by period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Debt maturities ⁽¹⁾	\$ 1,323,036	\$ 48,732	\$ 438,574	\$ 540,844	\$ 294,886
Senior unsecured credit facility ⁽¹⁾	171,367	5,456	165,911	—	—
Ground leases	42,039	1,661	3,322	3,322	33,734
Parking garage leases	16,094	322	650	658	14,464
Corporate office lease	4,122	423	882	931	1,886
Total	\$ 1,556,658	\$ 56,594	\$ 609,339	\$ 545,755	\$ 344,970

(1) Includes principal and interest payments, for both variable and fixed rate loans. The variable rate interest payments were calculated based upon the variable rate spread plus 1 month LIBOR as of December 31, 2019.

Off-Balance Sheet Arrangements

As of December 31, 2019, the Company had various contracts outstanding with third parties in connection with the renovation of certain of its hotel properties. The remaining commitments under these contracts at December 31, 2019 totaled \$22.3 million.

Derivative Instruments

In the normal course of business, we are exposed to the effects of interest rate changes. We may enter into derivative instruments including interest rate swaps, caps and collars to manage or hedge interest rate risk in accordance with the criteria of the hedging policy approved by our Board of Directors. Derivative instruments are subject to fair value reporting at each reporting date and the increase or decrease in fair value is recorded in net income (loss) or accumulated other comprehensive income (loss), based on the applicable hedge accounting guidance. We anticipate that our interest rate hedges will be highly effective because the terms of the derivative instruments exactly match the terms of the related hedged debt agreements. As such, periodic changes in the fair value of these derivatives are expected to be reflected in other comprehensive income (loss) in our consolidated financial statements. Derivatives expose the Company to credit risk in the event of non-performance by the counterparties under the terms of the interest rate hedge agreements. The Company believes it minimizes the credit risk by transacting with well-known creditworthy financial institutions.

As of December 31, 2019, we had various interest rate swaps with an aggregate notional amount of \$689.0 million. These swaps fix a portion of the variable interest rate for four of our hotel mortgage loans for a portion of or the entire term of the mortgage loan and fix LIBOR for a portion of or the entire term of three of our unsecured term loans. The unsecured term loan spreads may vary, as they are determined by the Company's leverage ratio.

In July 2017, the Financial Conduct Authority ("FCA") that regulates the London Inter-bank Offered Rate ("LIBOR") announced it intends to stop compelling banks to submit rates for the calculation of LIBOR after 2021. As a result, the Federal Reserve Board and the Federal Reserve Bank of New York organized the Alternative Reference Rates Committee ("ARRC") which identified the Secured Overnight Financing Rate ("SOFR") as its preferred alternative to US Dollar-LIBOR in derivatives and other financial contracts. The Company is not able to predict when LIBOR will cease to be available or when there will be sufficient liquidity in the SOFR markets. Any changes adopted by FCA or other governing bodies in the method used for determining LIBOR may result in a sudden or prolonged increase or decrease in reported LIBOR. If that were to occur, our interest payments could change. In addition, uncertainty about the extent and manner of future changes may result in interest rates and/or payments that are higher or lower than if LIBOR were to remain available in its current form.

As of December 31, 2019, the Company's has various interest rate swaps with a notional amount of \$514.0 million that have maturity dates ranging from 2022 to 2023 that are indexed to LIBOR. The Company is currently monitoring and evaluating the

related risks, which include interest expense and amounts received and paid on derivative instruments. These risks arise in connection with transitioning contracts to a new alternative rate, including any resulting value transfer that may occur. The value of loans, securities, or derivative instruments tied to LIBOR could also be impacted if LIBOR is limited or discontinued. For some instruments, the method of transitioning to an alternative rate may be challenging, as they may require negotiation with the respective counterparty.

If a contract is not transitioned to an alternative rate and LIBOR is discontinued, the impact on our contracts is likely to vary by contract. If LIBOR is discontinued or if the methods of calculating LIBOR change from their current form, interest rates on our current or future indebtedness may be adversely affected.

While we expect LIBOR to be available in substantially its current form until the end of 2021, it is possible that LIBOR will become unavailable prior to that point. This could result, for example, if sufficient banks decline to make submissions to the LIBOR administrator. In that case, the risks associated with the transition to an alternative reference rate will be accelerated and magnified.

Inflation

We rely on the performance of our hotels to increase revenues in order to keep pace with inflation. Generally, our third-party management companies possess the ability to adjust room rates daily, except for group or corporate rates contractually committed to in advance, although competitive pressures may limit the ability of our third-party management companies to raise rates faster than inflation or even at the same rate.

Inflation may affect our expenses, including, without limitation, by increasing costs such as wages, benefits, food, taxes, property and casualty insurance, borrowing costs and utilities. In addition, our hotel expenses may increase at higher rates than hotel revenue. In recent years, the cost of wages and benefits, property taxes and insurance premiums, among others, have increased at a higher rate than in years past, which is expected to continue in 2020.

Seasonality

Demand in the lodging industry is affected by recurring seasonal patterns which are greatly influenced by overall economic cycles, the geographic locations of the hotels and the customer mix at the hotels. Generally, we expect our revenues and operating income to be the highest during the second quarter of the year followed in order of significance by the first, third and fourth quarters based on our current portfolio composition assuming a stable macroeconomic environment.

New Accounting Pronouncements Not Yet Implemented

See Note 2 to the accompanying consolidated financial statements included herein this Annual Report for additional information related to recently issued accounting pronouncements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Sensitivity

We are subject to market risk associated with changes in interest rates both in terms of variable-rate debt and the price of new fixed-rate debt upon maturity of existing debt and for acquisitions. Our interest rate risk management objectives are to limit the impact of interest rate changes on earnings and cash flows and to lower our overall borrowing costs. If market rates of interest on all of the variable rate debt as of December 31, 2019 permanently increased or decreased by 1%, the increase or decrease in interest expense on the variable rate debt would decrease or increase future earnings and cash flows by approximately \$3.8 million per annum. If market rates of interest on all of the variable rate debt as of December 31, 2018 permanently increased or decreased by 1%, the increase or decrease in interest expense on the variable rate debt would decrease or increase future earnings and cash flows by approximately \$1.8 million per annum. The decrease from prior period was driven by the management's efforts to repay or refinance floating rate debt with fixed rate debt and the entering into interest rate swap agreements to fix interest rates for the term of loans to hedge against future increases in interest rates.

With regard to our variable rate financing, we assess interest rate cash flow risk by continually identifying and monitoring changes in interest rate exposures that may adversely impact expected future cash flows and by evaluating hedging opportunities. We maintain risk management control systems to monitor interest rate cash flow risk attributable to both of our outstanding or forecasted debt obligations as well as our potential offsetting hedge positions. The risk management control systems involve the use of analytical techniques, including cash flow sensitivity analysis, to estimate the expected impact of changes in interest rates on our future cash flows.

We monitor interest rate risk using a variety of techniques, including periodically evaluating fixed interest rate quotes on variable rate debt and the costs associated with converting the debt to fixed rate debt. Also, existing fixed and variable rate loans that are scheduled to mature in the near term are evaluated for possible early refinancing or extension due to consideration given to current interest rates. We have taken significant steps in reducing our variable rate debt exposure by paying off property-level mortgage debt subject to floating rates and entering into various interest rate swap agreements to hedge the interest rate exposure risk. Refer to Note 7 in the consolidated financial statements included herein this Annual Report, for our mortgage debt principal amounts and weighted average interest rates by year and expected maturity to evaluate the expected cash flows and sensitivity to interest rate changes. Refer to Note 8 in the consolidated financial statements included herein this Annual Report for more information on our interest rate swap derivatives.

We may continue to use derivative instruments to hedge exposures to changes in interest rates on loans secured by our properties. To the extent we do, we are exposed to credit risk and market risk. Credit risk is the failure of the counterparty to perform under the terms of the derivative contract. We maintain credit policies with regard to our counterparties that we believe reduce overall credit risk. These policies include evaluating and monitoring our counterparties' financial condition, including their credit ratings, and entering into agreements with counterparties based on established credit limit policies. Market risk is the adverse effect on the value of a financial instrument that results from a change in interest rates. The market risk associated with interest-rate contracts is managed by establishing and monitoring parameters that limit the types and degree of market risk that may be undertaken.

The following table provides information about our financial instruments that are sensitive to changes in interest rates. For debt obligations outstanding as of December 31, 2019, the following table presents principal repayments and related weighted-average interest rates by contractual maturity dates (in thousands):

	2020	2021	2022	2023	2024	Thereafter	Total	Fair Value
Maturing debt ⁽¹⁾ :								
Fixed rate debt (mortgages and term loans) ⁽²⁾	\$ 4,365	\$ 180,135	\$ 181,840	\$ 60,788	\$ 217,969	\$ 277,920	\$ 923,017	\$ 943,284
Variable rate debt (mortgage and term loans)	—	270	1,080	151,080	63,570	—	216,000	217,304
Senior unsecured revolving credit facility	—	—	—	160,000	—	—	160,000	160,886
Total	\$ 4,365	\$ 180,405	\$ 182,920	\$ 371,868	\$ 281,539	\$ 277,920	\$ 1,299,017	\$ 1,321,474
Weighted average interest rate on debt:								
Fixed rate debt (mortgages and term loans) ⁽²⁾	4.45%	2.94%	3.60%	4.16%	3.61%	4.66%	3.83%	3.21%
Variable rate debt (mortgage and term loans)	—	3.66%	3.66%	3.32%	3.69%	—	3.43%	3.11%
Senior unsecured revolving credit facility	—	—	—	3.41%	—	—	3.41%	2.89%

(1) The debt maturity excludes net mortgage discounts and unamortized deferred financing costs of \$6.0 million as of December 31, 2019.

(2) Includes all fixed rate debt, and all variable rate debt that was swapped to fixed rates as of December 31, 2019.

Item 8. Financial Statements and Supplementary Data

See Index to Financial Statements on page F-1.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure on Controls and Procedures

As required by Rules 13a-15(b) and 15d-15(b) under the Exchange Act, our management, with the participation of Principal Executive Officer and our Principal Financial Officer has evaluated, as of December 31, 2019, the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and Rule 15d-15(e) of the Exchange Act. Based on that evaluation, our Principal Executive Officer and our Principal Financial Officer concluded that our disclosure controls and procedures, as of December 31, 2019, were effective for the purpose of ensuring that information required to be disclosed by us in this Annual Report is recorded, processed, summarized and reported within the time periods specified by the rules and forms

of the Exchange Act and is accumulated and communicated to management, including the Principal Executive Officer and our Principal Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

Management's Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Act of 1934, as amended). The Company's internal controls over financial reporting are designed to provide reasonable assurance to the Company's management and Board of Directors regarding the fair representation of published financial statements in accordance with GAAP and includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP and that our receipts and our expenditures are being made only in accordance with authorizations of our management and our board of directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal controls over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In evaluating the effectiveness of our internal control over financial reporting as of December 31, 2019, management used the framework set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control -Integrated Framework (2013). Based on such evaluation, management concluded that our internal control over financial reporting was effective as of December 31, 2019. Management reviewed the results of its assessment with the Audit Committee of our Board of Directors.

Independent Registered Public Accounting Firm's Report on Internal Control Over Financial Reporting

KPMG LLP, an independent registered public accounting firm, has audited the Company's consolidated financial statements included in this Annual Report on Form 10-K and, as part of its audit, has issued its report, included herein on page F-5, on the effectiveness of our internal control over financial reporting.

Changes in Internal Control over Financial Reporting

There has been no change in our internal controls over financial reporting during the fourth quarter of ended December 31, 2019 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information.

Additional Material U.S. Federal Income Tax Consequences

The following is a summary of certain additional material U.S. federal income tax consequences with respect to the ownership of our securities. This summary supplements and should be read together with "Material U.S. Federal Income Tax Consequences" in the prospectus dated September 8, 2017 and filed as part of our registration statement on Form S-3 (No. 333-220400).

The Tax Cuts and Jobs Act made many significant changes to the U.S. federal income tax laws applicable to businesses and their owners, including REITs and their stockholders. As of January 1, 2018, (1) the federal income tax rate applicable to corporations is reduced to 21%, (2) the highest marginal individual income tax rate is reduced to 37%, (3) the corporate alternative minimum tax is repealed, (4) the backup withholding rate for U.S. stockholders is reduced to 24%, and (5) the maximum rate of withholding with respect to our distributions to non-U.S. stockholders that are treated as attributable to gains from the sale or exchange of U.S. real property interests is also reduced from 35% to 21%. In addition, under proposed Treasury regulations, withholding under the Foreign Account Tax Compliance Act ("FATCA") will not apply to proceeds from the sale of our capital stock by non-U.S. stockholders. FATCA withholding continues to apply to our dividends paid to non-U.S. stockholders if those stockholders do not meet certain disclosure requirements.

First Amendment to our Second Amended and Restated Bylaws

On and effective as of February 19, 2020, our Board of Directors adopted the First Amendment to our Second Amended and Restated Bylaws (the “Bylaws”) to permit our stockholders to amend the Bylaws, as described below.

Article XV of the Bylaws has been amended to permit our stockholders to amend the Bylaws by the affirmative vote of the holders of a majority of the outstanding shares of our common stock pursuant to a binding proposal properly submitted to the stockholders in accordance with the notice procedures and all other relevant provisions of the Bylaws for approval at a duly called annual or special meeting of stockholders by any stockholder that owns shares of our common stock in the amount and for the duration of time specified in Rule 14(a)-8 under the Securities Exchange Act of 1934, as amended.

The foregoing summary of the amendment to our Bylaws does not purport to be complete and is qualified in its entirety by reference to the full text of the Bylaws, as amended, a copy of which is filed as Exhibit 3.6 to this Annual Report on form 10-K and incorporated herein by reference.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information called for by this Item is contained in our definitive Proxy Statement for our 2020 Annual Meeting of Stockholders, and is incorporated herein by reference.

Item 11. Executive Compensation

The information called for by this Item is contained in our definitive Proxy Statement for our 2020 Annual Meeting of Stockholders, and is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Except as set forth below, the information called for by this Item is contained in our definitive Proxy Statement for our 2020 Annual Meeting of Stockholders, and is incorporated herein by reference.

Securities Authorized for Issuance Under Equity Compensation Plan

The following table sets forth information regarding securities authorized for issuance under our equity compensation plan, which includes the 2015 Incentive Award Plan as of December 31, 2019:

Plan Category	(a)	(b)	(c)
	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights ⁽¹⁾	Weighted-Average Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plan (Excluding Securities Reflected in Column (a)) ⁽²⁾
Equity compensation plans approved by security holders:			
Xenia Hotels & Resorts, Inc., XHR Holding, Inc. and XHR LP 2015 Incentive Award Plan	1,931,073	\$ 9.84	2,608,071
Equity compensation plans not approved by security holders	—	—	—

(1) Represents (i) 247,108 shares underlying awards of restricted stock units and (ii) 1,683,965 LTIP Units (as defined in the Xenia Hotels & Resorts, Inc., XHR Holding, Inc. and XHR LP 2015 Incentive Award Plan) outstanding under the 2015 Incentive Award Plan, in each case, as of December 31, 2019.

(2) Includes shares of common stock available for future grants under the 2015 Incentive Award Plan as of December 31, 2019.

See Note 13 to the accompanying consolidated financial statements included herein this Annual Report for additional information regarding these compensation plans.

Item 13. Certain Relationships and Related Transactions

The information called for by this Item is contained in our definitive Proxy Statement for our 2020 Annual Meeting of Stockholders, and is incorporated herein by reference.

Item 14. Principal Accounting Fees and Services.

The information called for by this Item is contained in our definitive Proxy Statement for our 2020 Annual Meeting of Stockholders, and is incorporated herein by reference.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) List of documents filed as a part of this Annual Report on Form 10-K:

1) Financial Statements.

Report of Independent Registered Public Accounting Firm

The consolidated financial statements of the Company are set forth under "Part II - Item 8. Consolidated Financial Statements and Supplementary Data" of this Annual Report on Form 10-K.

2) Financial Statement Schedules. The following financial statement schedule is filed herein on pages F-44 through F-47:

Schedule III - Real Estate and Accumulated Depreciation for Xenia Hotels & Resorts, Inc.

All other schedules are omitted because they are not applicable or the required information is included in the consolidated financial statements or notes thereto.

3) Exhibits. The following exhibits are filed (or incorporated by reference herein) as a part of this Annual Report on Form 10-K.

Exhibit Number	Exhibit Description
<u>2.1</u>	Separation and Distribution Agreement by and between Inland American Real Estate Trust, Inc. (n/k/a InvenTrust Properties Corp.) and Xenia Hotels & Resorts, Inc., dated as of January 20, 2015 (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K (File No. 001-36594) filed on January 23, 2015)
<u>2.2</u> ++	Purchase and Sale Agreement dated as of October 3, 2017, among Gainey Drive Associates, HC Royal Palms, L.L.C. and XHR Acquisitions, LLC (incorporated by reference to Exhibit 2.2 to the Company's Annual Report on Form 10-K (File No. 001-36594) filed on February 27, 2018)
<u>3.1</u>	Articles of Restatement of Xenia Hotels & Resorts, Inc., as filed on November 10, 2015 with the Maryland Department of Assessments and Taxation (incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q (File No. 001-36594) filed on November 12, 2015)
<u>3.2</u>	Articles Supplementary of Xenia Hotels and Resorts, Inc., as filed on November 10, 2015 with the Maryland Department of Assessments and Taxation (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q (File No. 001-36594) filed on November 12, 2015)
<u>3.3</u>	Articles Supplementary of Xenia Hotels and Resorts, Inc., as filed on March 15, 2017 with the Maryland Department of Assessments and Taxation (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-36594) filed on March 15, 2017)
<u>3.4</u>	Articles Supplementary of Xenia Hotels and Resorts, Inc. as filed on May 22, 2018 with the Maryland Department of Assessments and Taxation (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K (File No. 001-36594) filed on May 23, 2018)
<u>3.5</u>	Second Amended and Restated Bylaws of Xenia Hotels & Resorts, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-36594) filed on November 28, 2018)
<u>3.6</u> *	First Amendment to the Second Amended and Restated Bylaws of Xenia Hotels & Resorts, Inc. dated February 19, 2020
<u>4.1</u> *	Description of the Registrants Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934
<u>10.1</u>	Fourth Amended and Restated Agreement of Limited Partnership of XHR LP, dated as of November 10, 2015 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q (File No. 001-36594) filed on November 12, 2015)
<u>10.2</u>	First Amendment to the Fourth Amended and Restated Agreement of Limited Partnership of XHR LP dated October 30, 2019 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q (File No. 001-36594) filed on October 31, 2019)
<u>10.3</u>	Amended and Restated Revolving Credit Agreement, dated as of January 11, 2018, among XHR LP, the lenders party thereto, and JPMorgan Chase Bank, N.A., as administrative agent. (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 001-36594) filed on January 12, 2018)
<u>10.4</u>	Amended and Restated Parent Guaranty, dated as of January 11, 2018, by Xenia Hotels & Resorts, Inc. for the benefit of JPMorgan Chase Bank, N.A., as administrative agent for the lenders (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K (File No. 001-36594) filed on January 12, 2018)
<u>10.5</u>	Amended and Restated Subsidiary Guaranty, dated as of January 11, 2018, by certain subsidiaries of XHR LP for the benefit of JPMorgan Chase Bank, N.A., as administrative agent for the lenders (incorporated by reference to Exhibit 10.4 to the Company's Annual Report on Form 10-K (File No. 001-36594) filed on February 27, 2018)
<u>10.6</u> +	Xenia Hotels & Resorts, Inc., XHR Holding, Inc. and XHR LP 2015 Incentive Award Plan (incorporated by reference to Exhibit 10.14 to Amendment No. 3 to the Company's Registration Statement on Form 10 (File No. 001-36594) filed on January 9, 2015)
<u>10.7</u> +	First Amendment to Xenia Hotels & Resorts, Inc., XHR Holding, Inc. and XHR LP 2015 Incentive Award Plan (incorporated by reference to Exhibit 10.13 to the Company's Annual Report on Form 10-K (File No. 001-36594) filed on February 28, 2017)
<u>10.8</u> +	Form of Class A Performance LTIP Unit Agreement (2017) (incorporated by reference to Exhibit 10.17 to the Company's Annual Report on Form 10-K (File No. 001-36594) filed on February 28, 2017)

<u>10.9</u> ⁺	Form of Time-Based LTIP Unit Agreement (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K (File No. 001-36594) filed on May 7, 2015)
<u>10.10</u> ⁺	Form of Time-Based Restricted Stock Unit Agreement (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q (File No. 001-36594) filed on May 11, 2016)
<u>10.11</u> [*]	Xenia Hotels & Resorts, Inc. Director Compensation Program, as Amended and Restated, dated as of February 19, 2020
<u>10.12</u> ⁺	Form of LTIP Unit Agreement (Non-Employee Directors) (incorporated by reference to Exhibit 10.18 to the Company's Annual Report on Form 10-K (File No. 001-36594) filed on February 27, 2018)
<u>10.13</u> ⁺	Form of Indemnification Agreement entered into between Xenia Hotels & Resorts, Inc. and each of its directors and executive officers (incorporated by reference to Exhibit 10.15 to Amendment No. 3 to the Company's Registration Statement on Form 10 (File No. 001-36594) filed on January 9, 2015)
<u>10.14</u> ⁺	Form of Severance Agreement (incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K (File No. 001-36594) filed on May 7, 2015)
<u>10.15</u> [*]	Xenia Hotels & Resorts, Inc. Retirement Policy dated as of February 18, 2020
<u>21.1</u> [*]	Subsidiaries of Xenia Hotels & Resorts, Inc.
<u>23.1</u> [*]	Consent of KPMG LLP
<u>31.1</u> [*]	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
<u>31.2</u> [*]	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
<u>32.1</u> [*]	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document - The instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document.
101.SCH [*]	Inline XBRL Taxonomy Extension Schema Document
101.CAL [*]	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF [*]	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB [*]	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE [*]	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith

+ Management contract or compensatory plan

++ Schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Company hereby agrees to furnish supplementally copies of any of the omitted schedules and exhibits upon request by the Securities and Exchange Commission; provided, however, that the Company may request confidential treatment pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended, for any schedule or exhibit so furnished.

Item 16. Summary of Form 10-K Disclosures

None.

SIGNATURES

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

XENIA HOTELS & RESORTS, INC.

By:	<u>/s/ MARCEL VERBAAS</u>
	Marcel Verbaas
	Chairman and Chief Executive Officer
Date:	February 25, 2020

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

	<u>Signature</u>	<u>Title</u>	<u>Date</u>
By:	<u>/s/ MARCEL VERBAAS</u>	Chairman and Chief Executive Officer (principal executive officer)	February 25, 2020
Name:	Marcel Verbaas		
By:	<u>/s/ ATISH SHAH</u>	Executive Vice President, Chief Financial Officer and Treasurer (principal financial officer)	February 25, 2020
Name:	Atish Shah		
By:	<u>/s/ JOSEPH T. JOHNSON</u>	Senior Vice President and Chief Accounting Officer (principal accounting officer)	February 25, 2020
Name:	Joseph T. Johnson		
By:	<u>/s/ JEFFREY H. DONAHUE</u>	Lead Director	February 25, 2020
Name:	Jeffrey H. Donahue		
By:	<u>/s/ JOHN H. ALSCHULER, JR.</u>	Director	February 25, 2020
Name:	John H. Alschuler, Jr.		
By:	<u>/s/ KEITH E. BASS</u>	Director	February 25, 2020
Name:	Keith E. Bass		
By:	<u>/s/ THOMAS M. GARTLAND</u>	Director	February 25, 2020
Name:	Thomas M. Gartland		
By:	<u>/s/ BEVERLY K. GOULET</u>	Director	February 25, 2020
Name:	Beverly K. Goulet		
By:	<u>/s/ DENNIS D. OKLAK</u>	Director	February 25, 2020
Name:	Dennis D. Oklak		
By:	<u>/s/ MARY ELIZABETH McCORMICK</u>	Director	February 25, 2020
Name:	Mary Elizabeth McCormick		

XENIA HOTELS & RESORTS, INC.
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Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors

Xenia Hotels & Resorts, Inc.:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Xenia Hotels & Resorts, Inc. and subsidiaries (the Company) as of December 31, 2019 and 2018, the related consolidated statements of operations and comprehensive income, changes in equity, and cash flows for each of the years in the three-year period ended December 31, 2019, and the related notes and financial statement schedule III (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2019 and 2018, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2019, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2019, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 25, 2020 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

Change in Accounting Principle

As discussed in Note 2 to the consolidated financial statements, the Company has changed its method of accounting for leases as of January 1, 2019, due to the adoption of Financial Accounting Standards Board's Accounting Standards Codification (ASC) 842, *Leases*.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Evaluation of the fair value of land acquired in the Hyatt Regency Portland at the Oregon Convention Center acquisition

As discussed in Notes 2 and 4 to the consolidated financial statements, the Company acquired approximately \$190 million of property during the year ended December 31, 2019. The Company determined the acquisition to be an asset acquisition, and allocated the transaction price to the individual assets acquired at their relative fair value as of the acquisition date. These assets have varying depreciable lives and certain of these assets are non-depreciable. The

allocation of costs to non-depreciable assets (land) have an impact on the amount of depreciation expense recorded in future periods, as well as the future carrying amount of the acquired properties.

We identified the evaluation of the fair value of land acquired in the Hyatt Regency Portland at the Oregon Convention Center acquisition as a critical audit matter. This was due to challenging auditor judgment, which required the specialized skills and knowledge to identify and evaluate comparable land sales within the pertinent market areas and identify and evaluate adjustments to such transactions for differences in property attributes used by the Company in their determination of the fair value of land.

The primary procedures we performed to address this critical audit matter included the following. We tested certain internal controls over the Company's process to determine the fair value of land acquired in asset acquisitions. These included controls related to the identification of the population of comparable transactions and evaluation of adjustments to the comparable market transactions for differences in property attributes. In addition, we involved valuation professionals with specialized skills and knowledge, who assisted in:

- Evaluating the market comparable transactions, including adjustments to such transactions, used by the Company in the determination of fair value; and
- Independently obtaining third-party audit evidence of comparable sales transactions from industry sources, including information about the transaction prices and features of the comparable assets, and compared this to the Company's fair value of land acquired.

Evaluation of goodwill impairment analysis for Bohemian Hotel Savannah Riverfront, Autograph Collection, reporting unit

As discussed in Note 2 to the consolidated financial statements, the goodwill balance as of December 31, 2019 was \$25.0 million. During the year ended December 31, 2019, the Company determined the carrying value of goodwill related to Bohemian Hotel Savannah Riverfront, Autograph Collection reporting unit was in excess of its fair value and therefore recorded an impairment charge of \$9.4 million. The Company performs goodwill impairment testing annually or more frequently if events or changes in circumstances indicate that the carrying value of a reporting unit likely exceeds its fair value.

We identified the evaluation of the goodwill impairment analysis for the Bohemian Hotel Savannah Riverfront, Autograph Collection reporting unit as a critical audit matter. This is due to a high degree auditor judgment required in evaluating certain assumptions used to estimate the fair value of this reporting unit. Specifically, the evaluation of the revenue growth rates, terminal capitalization rate, and discount rate were subjective and challenging to test as minor changes to those assumptions had a significant effect on the Company's assessment of the carrying value of the goodwill.

The primary procedures we performed to address this critical audit matter included the following. We tested certain internal controls over the Company's goodwill impairment assessment process, including controls related to the development of the revenue growth rates, terminal capitalization rate, and discount rate assumptions. We compared the Company's historical revenue forecasts to actual results to assess the Company's ability to accurately forecast. In addition, we involved valuation professionals with specialized skills and knowledge, who assisted in:

- Assessing the Company's revenue growth rates by comparing the revenue growth rates in the Company's analyses to industry reports; and
- Evaluating the terminal capitalization rate and discount rate by comparing them against a rate range that was independently developed using publicly available market data for comparable entities.

Evaluation of investments in hotel properties for impairment

As discussed in Note 2 to the consolidated financial statements, investments in hotel properties, including the related intangible assets, were \$2.9 billion as of December 31, 2019. The Company performs impairment testing whenever events or changes in circumstances indicate that the carrying amount of hotel properties may not be recoverable.

We identified the evaluation of investments in hotel properties for impairment as a critical audit matter. This is due to a high degree of auditor judgment that was involved in 1) evaluating whether changes in market conditions in a location that the Company operates would indicate a significant decrease in the fair value of the long-lived assets, 2) determining whether significant changes in the Company's budgeted renovations have occurred that could adversely affect the property's financial condition and results of operations, 3) determining if a substantial decrease in current

and/or projected operating results has occurred, and 4) considering any changes in the Company's anticipated hold period of a hotel property. Changes in these judgments could have a significant impact on whether the carrying amount of investments in hotel properties are recoverable.

The primary procedures we performed to address this critical audit matter included the following. We tested certain internal controls over the Company's process to evaluate investments in hotel properties for impairment. We performed an independent assessment for changes in market conditions and operating performance related to individual hotel properties, and compared the results of our assessment to the Company's analysis. We compared actual costs of renovations to budget to identify significant changes and compared the results to the Company's analysis. We compared actual results to the Company's previous forecasts, and inspected the Company's current period net cash flows and most recent forecasts to identify significant changes in projected operating results. We inquired of Company officials and inspected Company documents for changes to hold periods of a hotel property.

/s/ KPMG LLP

We have served as the Company's auditor since 2014.

Orlando, Florida
February 25, 2020

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors

Xenia Hotels & Resorts, Inc.:

Opinion on Internal Control Over Financial Reporting

We have audited Xenia Hotel & Resorts, Inc.'s and subsidiaries (the Company) internal control over financial reporting as of December 31, 2019, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2019, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2019 and 2018, the related consolidated statements of operations and comprehensive income, changes in equity, and cash flows for each of the years in the three-year period ended December 31, 2019, and the related notes and financial statement schedule III (collectively, the "consolidated financial statements"), and our report dated February 25, 2020 expressed an unqualified opinion on those consolidated financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ KPMG LLP

Orlando, Florida
February 25, 2020

XENIA HOTELS & RESORTS, INC.
Consolidated Balance Sheets
As of December 31, 2019 and 2018
(Dollar amounts in thousands)

	December 31, 2019	December 31, 2018
Assets		
Investment properties:		
Land	\$ 483,052	\$ 477,350
Buildings and other improvements	3,270,056	3,113,745
Total	\$ 3,753,108	\$ 3,591,095
Less: accumulated depreciation	(826,738)	(715,949)
Net investment properties	\$ 2,926,370	\$ 2,875,146
Cash and cash equivalents	110,841	91,413
Restricted cash and escrows	84,105	70,195
Accounts and rents receivable, net of allowance for doubtful accounts	36,542	34,804
Intangible assets, net of accumulated amortization (Note 6 and Note 9)	28,997	61,541
Other assets	76,151	36,988
Total assets	\$ 3,263,006	\$ 3,170,087
Liabilities		
Debt, net of loan discounts and unamortized deferred financing costs (Note 7)	\$ 1,293,054	\$ 1,155,088
Accounts payable and accrued expenses	88,197	84,967
Distributions payable	31,802	31,574
Other liabilities	74,795	45,753
Total liabilities	\$ 1,487,848	\$ 1,317,382
Commitments and Contingencies (Note 14)		
Stockholders' equity		
Common stock, \$0.01 par value, 500,000,000 shares authorized, 112,670,757 and 112,583,990 shares issued and outstanding as of December 31, 2019 and 2018, respectively	1,127	1,126
Additional paid in capital	2,060,924	2,059,699
Accumulated other comprehensive (loss) income	(4,596)	12,742
Accumulated distributions in excess of net earnings	(318,434)	(249,654)
Total Company stockholders' equity	\$ 1,739,021	\$ 1,823,913
Non-controlling interests	36,137	28,792
Total equity	\$ 1,775,158	\$ 1,852,705
Total liabilities and equity	\$ 3,263,006	\$ 3,170,087

The accompanying notes are an integral part of these consolidated financial statements.

XENIA HOTELS & RESORTS, INC.
Consolidated Statements of Operations and Comprehensive Income
For the Years Ended December 31, 2019, 2018 and 2017
(Dollar amounts in thousands, except per share data)

	Year Ended December 31,		
	2019	2018	2017
Revenues:			
Rooms revenues	\$ 686,485	\$ 659,697	\$ 623,331
Food and beverage revenues	382,031	335,723	266,977
Other revenues	80,571	62,787	54,969
Total revenues	\$ 1,149,087	\$ 1,058,207	\$ 945,277
Expenses:			
Rooms expenses	162,853	154,716	142,561
Food and beverage expenses	247,487	214,935	173,285
Other direct expenses	30,076	19,677	14,438
Other indirect expenses	285,920	254,881	229,957
Management and franchise fees	46,521	45,553	43,459
Total hotel operating expenses	\$ 772,857	\$ 689,762	\$ 603,700
Depreciation and amortization	155,128	157,838	152,977
Real estate taxes, personal property taxes and insurance	50,184	47,721	44,310
Ground lease expense	4,403	4,882	5,848
General and administrative expenses	30,732	30,460	31,552
Gain on business interruption insurance	(823)	(5,043)	(559)
Acquisition, terminated transaction and pre-opening expenses	954	763	1,578
Impairment and other losses	24,171	—	2,254
Total expenses	\$ 1,037,606	\$ 926,383	\$ 841,660
Operating income	\$ 111,481	\$ 131,824	\$ 103,617
(Loss) gain on sale of investment properties	(947)	123,540	50,747
Other income	895	1,162	853
Interest expense	(48,605)	(51,402)	(46,294)
Loss on extinguishment of debt	(214)	(599)	(274)
Net income before income taxes	\$ 62,610	\$ 204,525	\$ 108,649
Income tax expense	(5,367)	(5,993)	(7,833)
Net income	\$ 57,243	\$ 198,532	\$ 100,816
Net income attributable to non-controlling interests	\$ (1,843)	\$ (4,844)	\$ (1,954)
Net income attributable to common stockholders	\$ 55,400	\$ 193,688	\$ 98,862

XENIA HOTELS & RESORTS, INC.
Consolidated Statements of Operations and Comprehensive Income - Continued
For the Years Ended December 31, 2019, 2018 and 2017
(Dollar amounts in thousands, except per share data)

	Year Ended December 31,		
	2019	2018	2017
Basic and diluted earnings per share			
Net income per share available to common stockholders	\$ 0.49	\$ 1.75	\$ 0.92
Weighted average number of common shares (basic)	112,636,123	110,124,142	106,767,108
Weighted average number of common shares (diluted)	112,918,598	110,377,734	107,019,152
Comprehensive Income:			
Net income	\$ 57,243	\$ 198,532	\$ 100,816
Other comprehensive income (loss):			
Unrealized (loss) gain on interest rate derivative instruments	(14,401)	4,944	3,388
Reclassification adjustment for amounts recognized in net income (interest expense)	(3,510)	(2,826)	2,396
	\$ 39,332	\$ 200,650	\$ 106,600
Comprehensive (income) loss attributable to non-controlling interests:			
Comprehensive income attributable to non-controlling interests	\$ (1,270)	\$ (4,897)	\$ (2,070)
Comprehensive income attributable to the Company	\$ 38,062	\$ 195,753	\$ 104,530

The accompanying notes are an integral part of these consolidated financial statements.

XENIA HOTELS & RESORTS, INC.
Consolidated Statements of Changes in Equity
For the Years Ended December 31, 2019, 2018 and 2017
(Dollar amounts in thousands, except per share data)

	Common Stock			Accumulated Other Comprehensive Income (Loss)	Accumulated Distributions in Excess of Net Earnings	Non-controlling Interests			Total
	Shares	Amount	Additional paid in capital			Operating Partnership	Consolidated Real Estate Entities	Total Non-controlling Interests	
Balance at December 31, 2016	106,794,788	\$ 1,068	\$ 1,925,554	\$ 5,009	\$ (302,034)	\$ 8,877	\$ 13,093	\$ 21,970	\$ 1,651,567
Net income (loss)	—	—	—	—	98,862	2,053	(99)	1,954	100,816
Repurchase of common shares, net	(240,352)	(2)	(4,101)	—	—	—	—	—	(4,103)
Dividends, common share / units (\$1.10)	—	—	—	—	(117,792)	(577)	—	(577)	(118,369)
Share-based compensation	288,730	3	4,648	—	—	7,312	—	7,312	11,963
Shares redeemed to satisfy tax withholding on vested share-based compensation	(107,830)	(1)	(1,977)	—	—	—	—	—	(1,978)
Distributions to non-controlling interests	—	—	—	—	—	—	(594)	(594)	(594)
Other comprehensive income:									
Unrealized gain on interest rate derivative instruments	—	—	—	3,320	—	68	—	68	3,388
Reclassification adjustment for amounts recognized in net income	—	—	—	2,348	—	48	—	48	2,396
Balance at December 31, 2017	106,735,336	1,068	1,924,124	10,677	(320,964)	17,781	12,400	30,181	1,645,086
Net income (loss)	—	—	—	—	193,688	5,132	(288)	4,844	198,532
Proceeds from sale of common stock, net	5,719,959	57	134,811	—	—	—	—	—	134,868
Dividends, common share / units (\$1.10)	—	—	—	—	(122,378)	(1,030)	—	(1,030)	(123,408)
Share-based compensation	187,250	2	2,025	—	—	7,693	—	7,693	9,720
Shares redeemed to satisfy tax withholding on vested share-based compensation	(58,555)	(1)	(1,179)	—	—	—	—	—	(1,180)
Contributions from non-controlling interests	—	—	—	—	—	—	79	79	79
Acquisition of non-controlling interests	—	—	(82)	—	—	—	(12,191)	(12,191)	(12,273)
Redemption of Operating Partnership Units	—	—	—	—	—	(837)	—	(837)	(837)
Other comprehensive income (loss):									
Unrealized gain on interest rate derivative instruments	—	—	—	4,820	—	124	—	124	4,944
Reclassification adjustment for amounts recognized in net income	—	—	—	(2,755)	—	(71)	—	(71)	(2,826)
Balance at December 31, 2018	112,583,990	1,126	2,059,699	12,742	(249,654)	28,792	—	28,792	1,852,705
Net income	—	—	—	—	55,400	1,843	—	1,843	57,243
Dividends, common share / units (\$1.10)	—	—	—	—	(124,180)	(1,949)	—	(1,949)	(126,129)
Share-based compensation	120,885	1	1,898	—	—	8,024	—	8,024	9,923
Shares redeemed to satisfy tax withholding on vested share-based compensation	(34,118)	—	(673)	—	—	—	—	—	(673)
Other comprehensive income (loss):									
Unrealized loss on interest rate derivative instruments	—	—	—	(13,940)	—	(461)	—	(461)	(14,401)
Reclassification adjustment for amounts recognized in net income	—	—	—	(3,398)	—	(112)	—	(112)	(3,510)
Balance at December 31, 2019	112,670,757	\$ 1,127	\$ 2,060,924	\$ (4,596)	\$ (318,434)	\$ 36,137	\$ —	\$ 36,137	\$ 1,775,158

The accompanying notes are an integral part of these consolidated financial statements.

XENIA HOTELS & RESORTS, INC.
Consolidated Statements of Cash Flows
For the Years Ended December 31, 2019, 2018 and 2017
(Dollar amounts in thousands)

	Year Ended December 31,		
	2019	2018	2017
Cash flows from operating activities:			
Net income	\$ 57,243	\$ 198,532	\$ 100,816
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	152,270	154,262	148,939
Non-cash ground rent and amortization of other intangibles	3,060	3,854	4,500
Amortization of debt premiums, discounts, and financing costs	2,452	2,595	2,848
Loss on extinguishment of debt	214	599	274
Loss (gain) on sale of investment properties	947	(123,540)	(50,747)
Impairment and other losses	24,171	—	950
Share-based compensation expense	9,380	9,172	9,930
Changes in assets and liabilities:			
Accounts and rents receivable	(1,764)	4,104	(1,909)
Other assets	(4,318)	3,513	229
Accounts payable and accrued expenses	2,417	1,307	(11,035)
Other liabilities	498	(204)	8,019
Net cash provided by operating activities	\$ 246,570	\$ 254,194	\$ 212,814
Cash flows from investing activities:			
Purchase of investment properties	(190,024)	(354,149)	(605,510)
Capital expenditures and tenant improvements	(93,036)	(108,210)	(86,401)
Proceeds from sale of investment properties	60,172	412,557	204,353
Net cash used in investing activities	\$ (222,888)	\$ (49,802)	\$ (487,558)
Cash flows from financing activities:			
Proceeds from mortgage debt and notes payable	—	83,000	215,000
Payoffs of mortgage debt	(104,857)	(271,709)	(127,876)
Principal payments of mortgage debt	(3,606)	(3,901)	(5,796)
Payment of loan fees	(418)	(4,824)	(3,207)
Proceeds from draws on the senior unsecured revolving credit facility	160,000	170,000	120,000
Payments on senior unsecured revolving line of credit	—	(210,000)	(80,000)
Proceeds from unsecured term loan	85,000	65,000	125,000
Contributions from non-controlling interests	—	79	—
Proceeds from issuance of common stock, net of offering costs	—	135,031	—
Acquisition of non-controlling interest in consolidated real estate investments	—	(12,273)	—
Redemption of Operating Partnership Units	—	(837)	—
Repurchase of common shares	—	—	(4,103)
Dividends	(125,865)	(121,733)	(118,442)
Shares redeemed to satisfy tax withholding on vested share based compensation	(598)	(1,021)	(1,861)
Distributions paid to non-controlling interests	—	—	(594)
Net cash provided by (used) in financing activities	\$ 9,656	\$ (173,188)	\$ 118,121
Net increase (decrease) in cash and cash equivalents and restricted cash	33,338	31,204	(156,623)
Cash and cash equivalents and restricted cash, at beginning of year	161,608	130,404	287,027
Cash and cash equivalents and restricted cash, at end of year	\$ 194,946	\$ 161,608	\$ 130,404

XENIA HOTELS & RESORTS, INC.
Consolidated Statements of Cash Flows - Continued
For the Years Ended December 31, 2019, 2018 and 2017
(Dollar amounts in thousands)

	Year Ended December 31,		
	2019	2018	2017
Supplemental disclosure of cash flow information:			
The following table provides a reconciliation of cash and cash equivalents and restricted cash reported within the consolidated balance sheets to the amount shown in the consolidated statements of cash flows:			
Cash and cash equivalents	\$ 110,841	\$ 91,413	\$ 71,884
Restricted cash	84,105	70,195	58,520
Total cash and cash equivalents and restricted cash shown in the statements of cash flows	<u>\$ 194,946</u>	<u>\$ 161,608</u>	<u>\$ 130,404</u>
The following represents cash paid during the periods presented for the following:			
Cash paid for interest, net of capitalized interest	\$ 46,526	\$ 49,152	\$ 42,888
Cash paid for income taxes	4,339	7,709	4,663
Cash acquired as part of asset acquisition	\$ 600	\$ —	\$ —
Supplemental schedule of non-cash investing and financing activities:			
Accrued capital expenditures	\$ 2,079	\$ 2,054	\$ 764
Adjustment to record right of use asset and lease liability, net	28,072	—	—
Distributions payable	31,802	31,574	29,930

The accompanying notes are an integral part of these consolidated financial statements.

XENIA HOTELS & RESORTS, INC.
Notes to Consolidated Financial Statements
December 31, 2019

1. Organization

Xenia Hotels & Resorts, Inc. (the "Company" or "Xenia") is a Maryland corporation that invests primarily in uniquely positioned luxury and upper upscale hotels and resorts in the Top 25 United States ("U.S.") lodging markets as well as key leisure destinations in the U.S.

Substantially all of the Company's assets are held by, and all the operations are conducted through XHR LP (the "Operating Partnership"). XHR GP, Inc. is the sole general partner of XHR LP and is wholly owned by the Company. As of December 31, 2019, the Company collectively owned 96.8% of the common limited partnership units issued by the Operating Partnership ("Operating Partnership Units"). The remaining 3.2% of the Operating Partnership Units are owned by the other limited partners comprised of certain of our current executive officers and members of our Board of Directors and includes unvested long-term incentive plan ("LTIP") partnership units. LTIP partnership units may or may not vest based on the passage of time and meeting certain market-based performance objectives.

Xenia operates as a real estate investment trust ("REIT") for U.S. federal income tax purposes. To qualify as a lodging REIT, the Company cannot operate or manage its hotels. Therefore, the Operating Partnership and its subsidiaries lease the hotel properties to XHR Holding Inc. (collectively with its subsidiaries, "XHR Holding"), the Company's taxable REIT subsidiary ("TRS"), which engages third-party eligible independent operators to manage the hotels.

As of December 31, 2019, the Company owned 39 lodging properties with a total of 11,245 rooms (unaudited). As of December 31, 2018, the Company owned 40 lodging properties with a total of 11,165 rooms (unaudited). As of December 31, 2017, the Company owned 39 lodging properties, 37 of which were wholly owned, with 11,533 rooms (unaudited).

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements include the accounts of the Company, the Operating Partnership, XHR Holding, as well as all wholly owned subsidiaries and consolidated real estate investments. The Company's subsidiaries and real estate investments generally consist of limited liability companies ("LLCs"), limited partnerships ("LPs") and the TRS. The effects of all inter-company transactions have been eliminated.

Each property maintains its own books and financial records and each entity's assets are not available to satisfy the liabilities of other affiliated entities.

Use of Estimates

The preparation of the consolidated financial statements in conformity with U.S. Generally Accepted Accounting Principles ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities, and revenues and expenses. These estimates are prepared using management's best judgment, after considering past, current and expected economic conditions. Actual results could differ from these estimates.

Risks and Uncertainties

The Company had a geographical concentration of revenues generated in Orlando, Florida for the year ended December 31, 2019 and 2018, where approximately 10% and 11% of the total revenue of the Company were generated, respectively. For the year ended December 31, 2017, the Company had a geographical concentration of revenues generated in Houston, Texas where 10% of the revenues of the Company were generated. In addition, over 30% of the Company's total revenues for the years ended December 31, 2019 and 2018, respectively, was concentrated in its five largest hotels. To the extent that there are adverse changes in these hotels or in these markets, or the industry sectors that operate in these markets, our business and operating results could be negatively impacted.

The state of the overall economy can significantly impact hotel operational performance and thus, impact the Company's financial position. Should any of our hotels experience a significant decline in operational performance, it may affect the Company's ability to make distributions to our stockholders and service debt or meet other financial obligations.

Reclassifications

Certain prior year amounts in these financial statements have been reclassified to conform to the presentation for the year ended December 31, 2019.

Consolidation

The Company evaluates its investments in partially owned entities to determine whether such entities may be a variable interest entity ("VIE") or voting interest entities. If the entity is determined to be a VIE, the determination of whether the Company is the primary beneficiary must then be made. The primary beneficiary determination is based on a qualitative assessment as to whether the entity has (i) power to direct significant activities of the VIE and (ii) an obligation to absorb losses or the right to receive benefits that could be potentially significant to the VIE. The Company will consolidate a VIE if it is deemed to be the primary beneficiary. The equity method of accounting is applied to entities in which the Company is not the primary beneficiary or the entity is not a VIE and the Company does not have effective control, but can exercise influence over the entity with respect to its operations and major decisions.

The Operating Partnership is a VIE. The Company's significant asset is its investment in the Operating Partnership, as described in Note 1, and consequently, substantially all of the Company's assets and liabilities represent those assets and liabilities of the Operating Partnership.

Non-controlling Interests

The Company's consolidated financial statements include entities in which the Company has a controlling financial interest. Non-controlling interest is the portion of equity in a subsidiary not attributable, directly or indirectly, to a consolidating parent. Such non-controlling interests are reported on the consolidated balance sheets within equity, separately from the Company's equity. On the consolidated statements of operations and comprehensive income, revenues, expenses and net income or loss from less-than-wholly-owned consolidated subsidiaries are reported at the consolidated amounts, including both the amounts attributable to the Company and non-controlling interests. Income or loss is allocated to non-controlling interests based on their weighted average ownership percentage for the applicable period. The consolidated statement of changes in equity includes beginning balances, activity for the period and ending balances for stockholders' equity, non-controlling interests and total equity.

However, if the Company's non-controlling interests are redeemable for cash or other assets at the option of the holder, not solely within the control of the issuer, they must be classified outside of permanent equity. The Company makes this determination based on terms in applicable agreements, specifically in relation to redemption provisions. Additionally, with respect to non-controlling interests for which the Company has a choice to settle the contract by delivery of its own shares, the Company evaluates whether the Company controls the actions or events necessary to issue the maximum number of shares that could be required to be delivered under share settlement of the contract. As of December 31, 2019, all share-based payments awards are included in permanent equity.

As of December 31, 2019, the consolidated results of the Company included the ownership interests of its Operating Partnership Units in the Operating Partnership, which are held by the Company's current executive officers and Board of Directors.

Cash and Cash Equivalents

The Company considers all demand deposits, money market accounts and investments in certificates of deposit and repurchase agreements purchased with a maturity of three months or less, at the date of purchase, to be cash equivalents. The Company maintains its cash and cash equivalents at financial institutions. The combined account balances at one or more institutions periodically exceed the Federal Depositary Insurance Corporation ("FDIC") insurance coverage and, as a result, there is a concentration of credit risk related to amounts on deposit in excess of FDIC insurance coverage. The Company believes that the risk is not significant as the Company does not anticipate the financial institutions' non-performance.

Restricted Cash and Escrows

The restricted cash as of December 31, 2019 primarily consists of \$70.8 million related to lodging furniture, fixtures and equipment reserves as required per the terms of our management and franchise agreements, \$6.6 million in deposits made for capital projects, \$4.7 million held in restricted escrows primarily for real estate taxes and insurance, and \$2.0 million disposition escrows heldback at closing.

The restricted cash as of December 31, 2018 primarily consists of \$60.6 million related to lodging furniture, fixtures and equipment reserves as required per the terms of our management and franchise agreements, \$1.7 million in deposits made for capital projects, \$3.9 million held in restricted escrows primarily for real estate taxes and insurance, and \$4.0 million disposition escrows heldback at closing.

Capitalization and Depreciation

Real estate is reflected at cost less accumulated depreciation. Ordinary repairs and maintenance are expensed as incurred.

Direct and indirect costs that are related to the construction and improvements of investment properties are capitalized. Interest and costs incurred for property taxes and insurance are capitalized during periods in which activities necessary to get the property ready for its intended use are in progress, which included \$0.8 million for the year ended December 31, 2019. The Company also capitalizes project management compensation-related costs and travel expenses as these are costs directly related to the renovations and capital improvements of our hotel portfolio, which included \$2.8 million for each of the years ended December 31, 2019 and 2018, respectively and \$2.7 million for the year ended December 31, 2017.

Depreciation expense is computed using the straight-line method. Investment properties are depreciated based upon estimated useful lives of 30 years for building and improvements and 5 to 15 years for furniture, fixtures and equipment and site improvements.

Acquisition of Real Estate

In January 2017, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") 2017-01, Business Combinations (Topic 805): Clarifying the Definition of a Business ("ASU 2017-01"). The guidance is intended to assist entities with evaluating whether a set of transferred assets and activities is a business. Under the new guidance, an entity first determines whether substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or a group of similar identifiable assets. If this threshold is met, the set is not a business. If the threshold is not met, the entity then evaluates whether the set meets the requirement that a business include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs.

The Company adopted ASU 2017-01 on January 1, 2018 on a prospective basis. Following the adoption of ASU 2017-01, investments in hotel properties, including land and land improvements, building and building improvements, furniture, fixtures and equipment, and identifiable intangibles assets, will generally be accounted for as asset acquisitions. Acquired assets are recorded at their relative fair value based on total accumulated costs of the acquisition. Direct acquisition-related costs are capitalized as a component of the acquired assets. This includes all costs related to finding, analyzing and negotiating a transaction.

Prior to the adoption of ASU 2017-01, the Company accounted for hotel acquisitions as business combinations and allocated the purchase price of each acquired business between tangible and intangible assets at full fair value on the acquisition date. Any additional amounts in excess of fair value were allocated to goodwill. The Company expensed acquisition costs of all acquired businesses as incurred.

The allocation of the purchase price is an area that requires judgment and significant estimates. Tangible and intangible assets include land, building and improvements, furniture and fixtures, inventory, acquired above market and below market leases, in-place lease value (if applicable), advanced bookings, and any assumed financing that is determined to be above or below market terms. Acquisition-date fair values of assets and assumed liabilities are determined based on replacement costs, appraised values, and estimated fair values using methods similar to those used by independent appraisers and that use appropriate discount and/or capitalization rates and available market information.

The Company determines whether any financing assumed is above or below market based upon comparison to similar financing terms for similar investment properties in the market at the time that the loan is assumed. The Company allocates a

portion of the purchase price to the estimated acquired in-place lease costs, based on estimated lease execution costs for similar leases in the market at the time of acquisition as well as lost rent payments during assumed lease up period when calculating as if vacant fair values for properties acquired with space leases to third party tenants, which is typically retail or restaurant space. The Company also evaluates each acquired lease, including ground leases, based upon current market rates at the acquisition date and considers various factors including geographical location, size and location of leased land or retail space in determining whether the acquired lease is above or below market. After an acquired lease is determined to be above or below market, the Company allocates a portion of the purchase price to such above or below market lease intangible based upon the present value of the difference between the contractual lease rate and the estimated market rate. For leases with fixed rate renewals, renewal periods are included in the calculation of below market in-place lease values. The determination of the discount rate used in the present value calculation is based upon the "risk free rate" and current interest rates. This discount rate is a significant factor in determining the market valuation which requires judgment of subjective factors such as market knowledge, economics, demographics, location, visibility, age and physical condition of the property.

The portion of the purchase price allocated to acquired above market lease costs and acquired below market lease costs are amortized on a straight-line basis over the life of the related lease, including the respective renewal periods, and is recorded as non-cash rent expense. The portion of the purchase price allocated to acquired in-place lease intangibles are amortized on a straight-line basis over the life of the related lease and is recorded as amortization expense. The portion of the purchase price allocated to advance bookings is amortized on a straight-line basis over the estimated life and is recorded as amortization expense.

Impairment

Goodwill

The excess of the cost of an acquired entity (i.e. those that met the definition of an acquired business), over the net of the fair values assigned to assets acquired (including identified intangible assets) and liabilities assumed is recorded as goodwill. Goodwill has been recognized and allocated to specific properties. The Company tests goodwill for impairment annually or more frequently if events or changes in circumstances indicate impairment.

In January 2017, the FASB issued ASU 2017-04, Intangibles - Goodwill and Other (Topic 350): Simplifying the Accounting for Goodwill Impairment ("ASU 2017-04"). The guidance is intended to simplify the accounting for goodwill impairment and removes Step 2 of the goodwill impairment test under the historical guidance, which required a hypothetical purchase price allocation. A goodwill impairment under ASU 2017-04 will be the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. All other goodwill impairment guidance remains largely unchanged. The Company early adopted ASU 2017-04 during the year ended December 31, 2019.

In accordance with ASU 2017-04, the Company has the option to perform a qualitative assessment to determine if a quantitative impairment test is necessary. The optional qualitative assessment determines whether it is more likely than not that the specific goodwill's fair value is less than its carrying amount. If it is determined that it is more likely than not that the goodwill is impaired, the Company performs a single-step to identify and measure impairment. The fair value of goodwill is based on either the direct capitalization or the discounted cash flow valuation method. The direct capitalization method is based on a capitalization rate, which is generally observable (a Level 2 input, but at times could be unobservable, which is a Level 3 input), applied to the underlying hotel's most recent stabilized trailing twelve month net operating income at the time of the fair value analysis. The discounted cash flow method is based on estimated future cash flow projections that utilize discount rates, terminal capitalization rates, and planned capital expenditures, which are generally unobservable in the market place (Level 3 inputs), but these estimates approximate the inputs the Company believes would be utilized by market participants in assessing fair value. The estimates of future cash flows are based on a number of factors, including the historical operating results, estimated growth rates, known trends, and market/economic conditions. If the carrying amount of the property's assets, including goodwill, exceeds its estimated fair value an impairment charge is recorded in an amount equal to that excess.

As of December 31, 2019 and 2018, the Company had goodwill of \$25.0 million and \$34.4 million, respectively, which is included in intangible assets, net of accumulated amortization on the consolidated balance sheets for the period then ended. During the year ended December 31, 2019, the Company determined the carrying value of goodwill related to Bohemian Hotel Savannah Riverfront, Autograph Collection, was in excess of its fair value and therefore recorded an impairment charge of \$9.4 million. Refer to Note 9 for further information. During the year ended December 31, 2018, the Company derecognized \$5.4 million of goodwill upon the disposition of Hilton Garden Inn Washington D.C. Downtown. During the year ended December 31, 2017, no impairment of goodwill was recorded.

Long-lived assets and intangibles

The Company assesses the carrying values of the respective long-lived assets, whenever events or changes in circumstances indicate that the carrying amounts of these assets may not be fully recoverable. Events or circumstances that may cause a review include, but are not limited to, when a hotel property (1) experiences a significant decrease in the market price of the long-lived asset, (2) experiences a current or projected loss from operations combined with a history of operating or cash flow losses, (3) when it becomes more likely than not that a hotel property will be sold before the end of its useful life, (4) an accumulation of costs significantly in excess of the amount originally expected for the acquisition, construction or renovation of a long-lived asset, (5) adverse changes in the demand for lodging at a specific property due to declining national or local economic conditions and/or new hotel construction in markets where the hotel is located, (6) a significant adverse change in legal factors or in the business climate that could affect the value of the long-lived asset and/or (7) a significant adverse change in the extent or manner in which a long-lived asset is being used in its physical condition. If it is determined that the carrying value is not recoverable because the undiscounted cash flows do not exceed carrying value, the Company records an impairment charge to the extent that the carrying value exceeds fair value.

During the year ended December 31, 2019, the Company recorded an impairment charge of \$14.8 million for Marriott Chicago at Medical District/UIC to reduce the carrying value of the long-lived asset to fair value. The impairment was primarily the result of a projected future decline in operating profits attributable to demand trends, anticipated adverse changes in the hotel's expense profile and the estimated hold period. Refer to Note 4 and 9 for further information.

Impairment estimates

The valuation and possible subsequent impairment of long-lived investment properties and/or goodwill is a significant estimate that can and does change based on the Company's continuous process of analyzing each property and reviewing assumptions about uncertain inherent factors, as well as the economic condition of the property at a particular point in time.

The use of projected future cash flows, both undiscounted and discounted, and estimated hold periods are based on assumptions that are consistent with the estimates of future expectations and the strategic plan the Company uses to manage its underlying business. These assumptions and estimates about future cash flows along with the capitalization and discount rates used to determine fair values are complex and subjective. The determination of fair value and possible subsequent impairment of investment properties is a significant estimate that can and does change based on the Company's continuous process of analyzing each property and reviewing assumptions about uncertain inherent factors, as well as the economic condition of the property at a particular point in time. Changes in economic and operating conditions and the Company's ultimate investment intent that occur subsequent to the impairment analyses could impact these assumptions and result in future impairment charges of the real estate properties.

Leases

In February 2016, the FASB issued ASU 2016-02 ("Topic 842"), Leases, which replaced Topic 840, Leases, and requires lessees to recognize leases on the balance sheet and disclose key information about leasing arrangements ("ASU 2016-02"). Topic 842 was subsequently amended by ASU 2018-01, Land Easement Practical Expedient for Transition to Topic 842 ("ASU 2018-01"); ASU 2018-10, Codification Improvements to Topic 842, Leases ("ASU 2018-10"); and ASU 2018-11, Targeted Improvements ("ASU 2018-11"). The new standard establishes a right-of-use ("ROU") model that requires a lessee to recognize a ROU asset and lease liability on the balance sheet for all leases with a term longer than 12 months. Leases will be classified as either a finance or operating lease, with such classification affecting the pattern and classification of expense recognition in the income statement.

The Company adopted Topic 842, and subsequent amendments, on January 1, 2019 by applying a modified retrospective transition approach on and as of the effective date. Consequently, comparative financial information will not be provided for dates and periods prior to January 1, 2019. The Company elected a policy to exclude leases with terms of less than 12 months. The Company also adopted the package of practical expedients and therefore (1) did not reassess whether expired or existing leases contained a lease under the new definition of a lease in Topic 842, (2) did not reassess the lease classifications of expired or existing leases and therefore continued to treat such leases based on its historical accounting treatment as either operating or finance and (3) did not reassess whether previously capitalized initial direct costs would qualify for capitalization under Topic 842. In addition, the Company adopted the practical expedient in ASU 2018-01 and therefore did not evaluate land easements that existed prior to January 1, 2019 to determine if they contained a lease. Following the adoption of Topic 842, land easements will be evaluated at commencement to determine if it contains an embedded lease. The Company did not adopt the practical expedient to use hindsight in determining the lease term.

For leases greater than 12 months, the Company evaluates the lease at commencement to determine if the lease is an operating or finance lease. If a lease includes variable lease payments that are based on an index or rate, such as the Customer Price Index, these increases are included in the lease liability. For leases that have extension options, which can be exercised at the Company's discretion, management uses judgment to determine if it is reasonably certain that such extension options will be elected. If the extension options are reasonably certain to occur, the Company includes the extended term's lease payments in the calculation of the respective lease liability. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

The incremental borrowing rate used to discount the lease liability is determined at commencement of the lease, or upon modification of the lease, as the interest rate a lessee would have to pay to borrow on a fully collateralized basis over a similar term an amount equal to the lease payments in a similar economic environment. Management uses a portfolio approach to develop a base incremental borrowing rate for our various lease types. This approach includes consideration of the Company's incremental borrowing rate at both the corporate and property level and analysis of current market conditions for obtaining new financings. Management then adjusts the base incremental borrowing rate to take into consideration an individual leases' credit risk, total lease payments, and remaining lease term.

Certain of our hotels have retail space that is leased to third parties. Rental income from retail leases is recognized on a straight-line basis over the term of the underlying lease and is included in other income on the consolidated statement of operations and comprehensive income. Percentage rent is recognized at the point in time in which the underlying thresholds are achieved and percentage rent is earned.

Involuntary Conversion

Any insurance recoveries for property damage expected to be received in excess of the recorded loss are treated as a gain and will not be recorded until contingencies are resolved.

During the second half of 2017, several of the Company's lodging properties were impacted by natural disasters, including two major hurricanes and a series of wildfires in California. As a result of the two major hurricanes, the Company recorded a loss of \$950 thousand during the year ended December 31, 2017, net of insurance recoveries, which represented the historical cost net of accumulated depreciation of the properties and equipment written off for damage sustained during the hurricanes. Additionally, the Company expensed \$1.3 million of hurricane-related repairs and cleanup costs across all impacted properties for the year ended December 31, 2017, which is included in impairment and other losses on the consolidated statements of operations and comprehensive income for the year then ended.

Insurance Recoveries

At times, the Company may be entitled to business interruption proceeds for certain properties, however, it will not record an insurance recovery receivable for these types of losses until a final settlement has been reached with the insurance company. Any insurance proceeds received in excess of insurance deductibles will be accounted for as a gain.

Hurricane Irma made landfall in September 2017, the aftermath of which continued to impact demand in the Key West market into 2018 and 2019, including at the Hyatt Centric Key West Resort & Spa. During the year ended December 31, 2019 the Company recognized \$0.8 million of business interruption insurance proceeds for Hyatt Centric Key West Resort & Spa, of which \$0.7 million of the proceeds related to lost income in 2018, with the remaining \$0.1 million attributable to lost income from the first quarter of 2019.

During the year ended December 31, 2018, the Company recognized \$5.0 million of business interruption insurance proceeds. Of the \$5.0 million recognized, \$3.1 million of the proceeds related to Hyatt Centric Key West Resort & Spa and \$0.2 million of the proceeds related to Marriott Woodlands Waterway Hotel & Convention Center from lost income attributed to Hurricanes Irma and Harvey, respectively. The remaining \$1.7 million recognized during the year ended December 31, 2018, related insurance proceeds received for the Company's two Napa hotels for lost income as a result of the Northern California wildfires that impacted the hotels in the fourth quarter of 2017.

During the year ended December 31, 2017, the Company recognized \$0.6 million of business insurance recovery proceeds, which was attributed to Hurricane Irma.

These amounts are included in gain on business interruption insurance on the consolidated statements of operations and comprehensive income for the periods then ended.

Investment Properties Held for Sale

In determining whether to classify an investment property as held for sale, the Company considers whether: (i) management has committed to a plan to sell the investment property; (ii) the investment property is available for immediate sale, in its present condition; (iii) the Company is actively marketing the investment property for sale at a price that is reasonable in relation to its fair value; (iv) the Company has initiated a program to locate a buyer; (v) the Company believes that the sale of the investment property is probable; (vi) the Company has received a significant non-refundable deposit for the purchase of the property; (vii) actions required for the Company to complete the plan indicate that it is unlikely that any significant changes will be made to the plan.

If all of the above criteria are met, the Company classifies the investment property as held for sale. On the day that these criteria are met, the Company suspends depreciation and amortization on the investment properties held for sale. The investment properties, other assets and liabilities associated with those investment properties that are held for sale are classified separately on the consolidated balance sheet for the most recent reporting period, and are presented at the lesser of the carrying value or fair value, less costs to sell.

Additionally, if the sale constitutes a strategic shift with a major effect on operations, as defined in ASU 2014-08 Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity ("ASU 2014-08"), the operations for the investment properties held for sale are classified on the consolidated statements of operations and comprehensive income as discontinued operations for all periods presented.

Disposition of Real Estate

The Company accounts for dispositions of real estate in accordance with ASU 2017-05, Other Income - Gains and Losses from the Derecognition of Nonfinancial Assets ("Subtopic 610-20") for the transactions between the Company and unrelated third parties that are not considered a customer in the ordinary course of business. Typically, the real estate assets disposed of do not represent the transfer of a business or contain a material amount of financial assets, if any. The real estate assets promised in a sales contract are typically nonfinancial assets (i.e. land or a leasehold interest in land, building, furniture, fixtures and equipment) or in substance nonfinancial assets. The Company recognizes a gain in full when the real estate is sold, provided (a) there is a valid contract and (b) transfer of control has occurred.

Prior to the adoption of Subtopic 610-20, the Company accounted for dispositions in accordance with FASB Accounting Standards Codification 360-20, Real Estate Sales. The Company recognized the gain in full when real estate was sold, provided (a) the profit was determinable, that is, the collectability of the sales price was reasonably assured or the amount that would not be collectible could be estimated, and (b) the earnings process was virtually complete, that is, the seller was not obliged to perform significant activities after the sale to earn the profit and the buyer had paid a significant non-refundable deposit.

Deferred Financing Costs

Financing costs related to senior unsecured credit facility and long-term debt are recorded at cost and are amortized as interest expense on a straight-line basis, which approximates the effective interest method, over the life of the related debt instrument, unless there is a significant modification to the debt instrument. The balance of unamortized deferred financing costs related to the senior unsecured revolving credit facility is included in other assets and unamortized deferred financing costs related to long-term debt are presented as a reduction in debt, net of loan discounts and unamortized deferred financing costs on the consolidated balance sheet. Deferred financing costs related to the credit facility were \$3.4 million and \$5.6 million at December 31, 2019 and 2018, respectively. This was offset by accumulated amortization of \$1.6 million and \$3.1 million, respectively. As of December 31, 2019, deferred financing costs related to long-term debt were \$10.9 million, which was offset by accumulated amortization of \$5.0 million. As of December 31, 2018, deferred financing costs related to long-term debt were \$12.2 million, which was offset by accumulated amortization of \$5.0 million, respectively.

Derivatives and Hedging Activities

In the normal course of business, the Company is exposed to the effects of interest rate changes. The Company limits the risks associated with interest rate changes by following established risk management policies and procedures which may include the use of derivative instruments. The Company formally documents all relationships between hedging instruments and hedged items, as well as its risk management objectives and strategies for undertaking various hedge transactions. The Company assesses, both at the inception of the hedge and on an ongoing basis, whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in the cash flows of the hedged items. Instruments that meet these hedging criteria are formally designated as hedges at the inception of the derivative contract and are recorded on the balance sheet at fair value, with offsetting changes recorded to other comprehensive income (loss). The Company nets assets and liabilities when the right of offset exists. Ineffective portions of changes in the fair value of a cash flow hedge are recognized as interest expense. The Company incorporates credit valuation adjustments to reflect both its own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements.

Revenues

Revenue consists of amounts derived from hotel operations, including the sale of rooms for lodging accommodations, food and beverage, and other ancillary revenue generated by hotel amenities including parking, spa, golf, resort fees and other services.

Revenues are generated from various distribution channels including but not limited to direct bookings, global distribution systems and Internet travel sites. Room transaction prices are based on an individual hotel's location, room type and the bundle of services included in the reservation and are set by the hotel daily. Any discounts, including advanced purchase, loyalty point redemptions or promotions are recognized at the discounted rate whereas rebates and incentives are recorded as a reduction in rooms revenue when earned. Revenues from online channels are generally recognized net of commission fees, unless the end price paid by the guest is known. Rooms revenue is recognized over the length of stay that the hotel room is occupied by the guest. Cash received from a guest prior to check-in is recorded as an advanced deposit and is generally recognized as rooms revenue at the time the room reservation has become non-cancellable, upon occupancy or upon expiration of the re-booking date. Advance deposits are included in other liabilities on the consolidated balance sheets. Payment of any remaining balance is typically due from the guest upon check-out. Sales, use, occupancy, and similar taxes are collected and presented on a net basis (excluded from revenues).

Food and beverage transaction prices are based on the stated price for the specific food or beverage and varies depending on type, venue and hotel location. Service charges are typically a percentage of food and beverage charges and meeting space rental. Food and beverage revenue is recognized at the point in time in which the goods and/or services are rendered to the guest. Cash received in advance of an event is recorded as either a security or advance deposit. Security and advance deposits are recognized as revenue when it becomes non-cancellable or at the time the food and beverage goods and services are rendered to the guest. Payment for the remaining balance of food and beverage goods and services is due upon delivery and completion of such goods and services.

Parking and audio visual fees are recognized at the time services are provided to the guest. In parking and audio visual contracts in which we have control over the services provided, we are considered the principal in the agreement and recognize the related revenues gross of associated costs. If we do not have control over the services in the contract, we are considered the agent and record the related revenues net of associated costs.

Resort and amenity fees, spa, golf and other ancillary amenity revenues are recognized at the point in time the goods or services have been rendered to the guest at the stated price for the service or amenity.

Comprehensive Income

The purpose of reporting comprehensive income is to report a measure of all changes in equity of an entity that result from recognized transactions and other economic events of the period other than transactions with owners in their capacity as owners. Comprehensive income consists of all components of income, including other comprehensive income, which is excluded from net income. For the years ended December 31, 2019, 2018 and 2017, comprehensive income attributable to the Company was \$38.1 million, \$195.8 million and \$104.5 million, respectively. As of December 31, 2019, 2018 and 2017, the Company's accumulated other comprehensive loss was \$4.6 million and comprehensive income of \$12.7 million and \$10.7 million, respectively.

Income Taxes

The Company has elected to be taxed as, and has operated in a manner that management believes will allow it to continue to qualify as, a REIT under the Internal Revenue Code of 1986, as amended, (the "Code") for federal income tax purposes. As long as the Company qualifies for taxation as a REIT, it generally will not be subject to federal income tax on taxable income that is currently distributed to its stockholders. A REIT is subject to a number of organizational and operational requirements, including a requirement that it currently distribute at least 90% of its REIT taxable income (subject to certain adjustments) to its stockholders. If the Company fails to qualify as a REIT in any taxable year, without the benefit of certain relief provisions, the Company will be subject to federal, state and local income tax on its taxable income at regular corporate tax rates and will not be eligible to re-elect REIT status for the four years following the failure. Even if the Company qualifies for taxation as a REIT, the Company also may be subject to certain federal, state, and local taxes on its income and assets, including (1) taxes on any undistributed income, (2) taxes related to its TRS, (3) certain state or local income taxes, (4) franchise taxes, (5) property taxes, (6) transfer taxes and (7) corporate alternative minimum tax (for tax years ending prior to January 1, 2018).

To continue to qualify as a REIT, the Company cannot operate or manage its hotels. Accordingly, the Company, through its Operating Partnership, leases all of its hotels to subsidiaries of its TRS. The TRS is subject to federal, state and local income tax at regular corporate rates. The Company has elected to treat certain of its consolidated subsidiaries, and may in the future elect to treat newly formed subsidiaries, as TRSs pursuant to the Code. TRSs may participate in non-real estate related activities and/or perform non-customary services for tenants and are subject to federal and state income tax at regular corporate tax rates. Lease revenue at the Operating Partnership and lease expense from the TRS subsidiaries are eliminated in consolidation for financial statement purposes.

The Company accounts for income taxes using the asset and liability method under which deferred tax assets and liabilities are recognized for the estimated future tax consequences attributed to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled.

Deferred tax assets are recognized only to the extent that it is more likely than not that they will be realized based on consideration of available evidence, including future reversal of existing taxable temporary differences, future projected taxable income and tax-planning strategies. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. The Company's analysis in determining the deferred tax asset valuation allowance involves management judgment and assumptions.

Share-Based Compensation

The Company has adopted a share-based incentive plan that provides for the grant of stock options, stock awards, restricted stock units, Operating Partnership Units and other equity-based awards. Share-based compensation is measured at the estimated fair value of the award on the date of grant, adjusted for forfeitures, and recognized as an expense on a straight-line basis over the longest vesting period for each grant for the entire award. The determination of fair value of these awards is subjective and involves significant estimates and assumptions including expected volatility of the Company's shares, expected dividend yield, expected term and assumptions of whether certain of these awards will achieve performance thresholds. Share-based compensation is included in general and administrative expenses in the accompanying consolidated statements of operations and comprehensive income and capitalized in the basis of buildings and other improvements in the consolidated balance sheets for certain employees that manage property developments, renovations and capital improvements.

Earnings Per Share

Basic earnings per share ("EPS") is computed by dividing the net income available to common stockholders by the weighted-average number of common shares outstanding for the period, excluding the weighted average number of unvested shared-based compensation awards outstanding during the period. Diluted EPS is calculated by dividing net income available to common stockholders, by the weighted average number of common shares outstanding during the period plus the effect of any dilutive securities. Any anti-dilutive securities are excluded from the diluted earnings per-share calculation.

Segment Information

We allocate resources and assess operating performance based on individual hotels and consider each one of our hotels to be an operating segment. All of our individual operating segments meet the aggregation criteria. All of our other real estate investment activities are immaterial and meet the aggregation criteria, and thus, we report one segment: investment in hotel properties.

3. Revenues

The following represents total revenue disaggregated by primary geographical markets (as defined by STR, Inc. ("STR")) for the year ended December 31, 2019, 2018 and 2017 (in thousands):

Primary Markets	Year Ended December 31, 2019
Orlando, FL	\$ 117,545
Houston, TX	100,285
Phoenix, AZ	98,312
San Diego, CA	79,995
Dallas, TX	74,356
San Francisco/San Mateo, CA	74,161
Atlanta, GA	62,040
San Jose-Santa Cruz, CA	58,975
Denver, CO	55,515
Washington, DC-MD-VA	51,347
Other	376,556
Total	\$ 1,149,087

Primary Markets	Year Ended December 31, 2018
Orlando, FL	\$ 116,439
Phoenix, AZ	96,122
Houston, TX	94,127
Washington, DC-MD-VA	73,070
San Francisco/San Mateo, CA	72,782
Dallas, TX	69,648
San Jose-Santa Cruz, CA	58,569
Denver, CO	46,369
Boston, MA	46,147
California North	45,006
Other	339,928
Total	\$ 1,058,207

Primary Markets	Year Ended	
	December 31, 2017	
Houston, TX	\$	95,100
Orlando, FL		78,348
San Francisco/San Mateo, CA		69,299
Dallas, TX		69,088
San Jose-Santa Cruz, CA		55,545
Washington, DC-MD-VA		47,493
Boston, MA		45,166
California North		44,270
Atlanta, GA		40,800
Oahu Island, HI		40,794
Other		359,374
Total	\$	945,277

4. Investment Properties

From time to time, we evaluate acquisition opportunities based on our investment criteria and/or the opportunistic disposition of our hotels in order to take advantage of market conditions or in situations where the hotels no longer fit within our strategic objectives.

Acquisitions

During the years ended December 31, 2019 and 2018, the Company acquired the following properties:

Property	Location	Date	No. of Rooms (unaudited)	Net Purchase Price (in thousands)
Hyatt Regency Portland at the Oregon Convention Center ⁽¹⁾	Portland, OR	12/2019	600	\$ 190,000
Total acquired in the year ended December 31, 2019			600	\$ 190,000
The Ritz-Carlton, Denver ⁽²⁾	Denver, CO	08/2018	202	\$ 99,450
Fairmont Pittsburgh ⁽²⁾	Pittsburgh, PA	09/2018	185	30,000
Park Hyatt Aviara Resort, Golf Club & Spa ⁽³⁾	Carlsbad, CA	11/2018	327	170,000
Waldorf Astoria Atlanta Buckhead ⁽⁴⁾	Atlanta, GA	12/2018	127	60,500
Total acquired in the year ended December 31, 2018⁽⁵⁾			841	\$ 359,950

(1) Funded with \$30 million from cash on hand and \$160 million of proceeds drawn on the Company's senior unsecured credit facility. The Company accounted for the transaction as an asset acquisition and therefore capitalized the \$0.5 million of acquisition costs as part of the purchase price. Per the terms of the respective purchase agreement the Company may be obligated to pay additional consideration to the seller of up to \$35 million, which is based on adjusted profit for calendar years 2022 and 2023.

(2) Funded with cash on hand.

(3) Funded with cash on hand and proceeds drawn on the Company's senior unsecured revolving credit facility.

(4) The Company acquired the Mandarin Oriental, Atlanta a 127-room (unaudited) hotel in Atlanta, Georgia for \$60.5 million. The hotel was rebranded as Waldorf Astoria Atlanta Buckhead immediately upon completion of this acquisition. In conjunction with the rebranding, the Company entered into a new management agreement with Hilton. The acquisition included a free-standing restaurant (the "Buckhead Atlanta Restaurant"), which is part of the same mixed-use development. The restaurant is currently leased and operated as Del Frisco's Grille. The acquisition was funded with cash on hand.

(5) The Company accounted for these transactions as asset acquisitions and capitalized the related acquisition costs as part of the respective purchase price. As such, approximately \$1.8 million was capitalized during the year ended December 31, 2018.

The Company recorded the identifiable assets and liabilities, including intangibles, acquired in the asset acquisitions at the acquisition date relative fair value, which is based on total accumulated costs of the acquisition. The following represents the purchase price allocation of the hotel properties acquired during the year ended December 31, 2019 and 2018 (in thousands):

	December 31, 2019	December 31, 2018
Land	\$ 24,670	\$ 60,511
Building and improvements	147,755	277,083
Furniture, fixtures, and equipment	14,176	20,943
Intangibles and other assets ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	3,336	3,172
Working capital	600	—
Total purchase price⁽⁵⁾	\$ 190,537	\$ 361,709

- (1) As part of the purchase price allocation for Hyatt Regency Portland at the Oregon Convention Center, the Company allocated \$3.2 million to advanced bookings that will be amortized over 6.0 years.
- (2) As part of the purchase price allocation for The Ritz-Carlton Denver, the Company allocated \$0.5 million to advanced bookings that will be amortized over approximately 1.4 years.
- (3) As part of the purchase price allocation for Park Hyatt Aviara Resort, Golf Club & Spa, the Company allocated \$1.9 million to advanced bookings that will be amortized over approximately 2.4 years.
- (4) As part of the purchase price allocation for Waldorf Astoria Atlanta Buckhead, the Company allocated \$1.0 million to advanced bookings and lease intangibles that will be amortized over a weighted average useful life of 3.2 years.
- (5) During the years ended December 31, 2019 and 2018, the total cost capitalized included acquisition costs as each transaction was accounted for as an asset acquisition.

Dispositions

The following represents the disposition details for the properties sold during the years ended December 31, 2019, 2018, and 2017 (in thousands, except rooms):

Property	Date	Rooms (unaudited)	Gross Sale Price	Net Proceeds	Gain / (Loss) on Sale
Marriott Chicago at Medical District/UIC	12/2019	113	\$ 10,000	\$ 8,995	\$ (544)
Marriott Griffin Gate Resort & Spa	12/2019	409	51,500	51,227	(478)
Total for the year ended December 31, 2019		522	\$ 61,500	\$ 60,222	\$ (1,022) ⁽¹⁾
Aston Waikiki Beach Hotel	03/2018	645	\$ 200,000	\$ 196,920	\$ 42,323
Hilton Garden Inn Washington D.C. Downtown ⁽²⁾	11/2018	300	128,000	125,333	58,407
Residence Inn Denver City Center	12/2018	228	92,000	90,304	22,947
Total for the year ended December 31, 2018		1,173	\$ 420,000	\$ 412,557	\$ 123,677 ⁽³⁾
Courtyard Birmingham Downtown at UAB ⁽⁴⁾	04/2017	122	\$ 30,000	\$ 29,176	\$ 12,972
Courtyard Fort Worth Downtown/Blackstone, Courtyard Kansas City Country Club Plaza, Courtyard Pittsburgh Downtown, Hampton Inn & Suites Baltimore Inner Harbor, and Residence Inn Baltimore Inner Harbor ⁽⁵⁾	06/2017	812	163,000	157,675	36,121
Marriott West Des Moines	07/2017	219	19,000	18,014	1,654
Total for the year ended December 31, 2017		1,153	\$ 212,000	\$ 204,865	\$ 50,747

- (1) During the year ended December 31, 2019, the Company recognized adjustments amounting to a gain of \$0.1 million related to the 2018 dispositions.
- (2) As part of the disposition in November 2018, the Company derecognized \$5.4 million of goodwill related to Hilton Garden Inn Washington D.C. Downtown that was included in intangible assets, net of accumulated amortization on the consolidated balance sheet as of December 31, 2017.
- (3) During the year ended December 31, 2018, the Company recognized adjustments amounting to a loss of \$0.1 million related to the 2017 dispositions.

(4) As part of the disposition in April 2017, the Company derecognized \$2.3 million of goodwill related to Courtyard Birmingham at UAB that was included in intangible assets, net of accumulated amortization on the consolidated balance sheet as of December 31, 2016.

(5) The hotels were sold as part of a portfolio sales agreement.

The operating results for the hotels sold during the years ended December 31, 2019, 2018 and 2017 are included in the Company's consolidated financial statements as part of continuing operations as these dispositions did not represent a strategic shift or have a major effect on the Company's results of operations.

5. Investment in Real Estate Entities

In October 2018, the Company acquired the remaining 25% membership interest in both the Grand Bohemian Hotel Charleston and the Grand Bohemian Hotel Mountain Brook for a combined purchase price \$12.2 million. The acquisition of the remaining membership interests was an equity transaction and therefore had no impact to the consolidated statement of operations and comprehensive income upon closing of the transaction. Simultaneously with the purchase of the membership interests, the Company repaid the outstanding principal balance of two mortgage loans collateralized by these hotels totaling \$43.4 million.

Prior to October 2018, the Company had a 75% interest in both the Grand Bohemian Hotel Charleston and the Grand Bohemian Hotel Mountain Brook. These entities were considered VIE's because the entities did not have enough equity to finance their activities without additional subordinated financial support. The Company determined that it had the power to direct the activities of the VIE's that most significantly impacted the VIE's economic performance, as well as the obligation to absorb losses of the VIE's that could potentially have been significant to the VIE, or the right to receive benefits from the VIE's that could potentially have been significant to the VIE. As such, the Company had a controlling financial interest and was considered the primary beneficiary of each of these entities. Therefore, these entities were consolidated by the Company.

6. Intangible Assets and Liabilities

The following table summarizes the Company's identified intangible assets, intangible liabilities and goodwill as of December 31, 2019 and 2018 (in thousands):

	December 31, 2019	December 31, 2018
Intangible assets:		
Acquired in-place lease intangibles	\$ 601	\$ 888
Acquired below market ground lease ⁽¹⁾	—	25,625
Advance bookings	4,188	4,254
Accumulated amortization ⁽¹⁾	(744)	(3,578)
Net intangible assets	\$ 4,045	\$ 27,189
Goodwill ⁽²⁾	24,952	34,352
Total intangible assets, net	\$ 28,997	\$ 61,541
Intangible liabilities:		
Acquired below market lease costs ⁽¹⁾	\$ —	\$ (4,257)
Accumulated amortization ⁽¹⁾	—	1,016
Intangible liabilities, net	\$ —	\$ (3,241)

(1) Upon the adoption date of Topic 842, a total of \$20.3 million of net intangibles for existing above and below market ground leases was derecognized and subsequently recorded as an adjustment to the beginning right of use asset. See Notes 2 and 14 for additional information.

(2) During the year ended December 31, 2019, the Company recognized a goodwill impairment loss of \$9.4 million. See Note 9 for further details.

The following table summarizes the amortization related to intangibles for the years ended December 31, 2019 and 2018 (in thousands):

	Years Ended December 31,	
	2019	2018
Acquired in-place lease intangibles	\$ 203	\$ 85
Acquired above and below market lease costs, net ⁽¹⁾	\$ —	\$ 248
Advance bookings	\$ 2,580	\$ 3,405

(1) Upon the adoption date of Topic 842, a total of \$20.3 million of net intangibles for existing above and below market ground leases was derecognized and subsequently recorded as an adjustment to the beginning right of use asset. See Notes 2 and 14 for additional information.

The following table presents the amortization during the next five years and thereafter related to intangible assets and liabilities at December 31, 2019 (in thousands):

	2020	2021	2022	2023	2024	Thereafter	Total
Acquired in-place lease intangibles	\$ 154	\$ 154	\$ 105	\$ 8	\$ 3	\$ 5	\$ 429
Advance bookings	917	567	533	533	533	533	3,616
Total amortization	<u>\$ 1,071</u>	<u>\$ 721</u>	<u>\$ 638</u>	<u>\$ 541</u>	<u>\$ 536</u>	<u>\$ 538</u>	<u>\$ 4,045</u>

7. Debt

Debt as of December 31, 2019 and 2018 consisted of the following (dollar amounts in thousands):

				Balance Outstanding as of	
	Rate Type	Rate ⁽¹⁾	Maturity Date	December 31, 2019	December 31, 2018
Mortgage Loans					
Marriott Charleston Town Center ⁽²⁾	Fixed	—	7/1/2020	\$ —	\$ 15,392
Marriott Dallas Downtown	Fixed ⁽³⁾	4.05%	1/3/2022	51,000	51,000
Hyatt Regency Santa Clara ⁽⁴⁾	Fixed ⁽³⁾	—	1/3/2022	—	90,000
Kimpton Hotel Palomar Philadelphia	Fixed ⁽³⁾	4.14%	1/13/2023	58,000	59,000
Renaissance Atlanta Waverly Hotel & Convention Center ⁽⁴⁾	Fixed ⁽³⁾	3.90%	8/14/2024	100,000	100,000
Andaz Napa ⁽⁵⁾	Variable	3.66%	9/13/2024	56,000	56,000
The Ritz-Carlton, Pentagon City	Fixed ⁽⁶⁾	4.95%	1/31/2025	65,000	65,000
Residence Inn Boston Cambridge	Fixed	4.48%	11/1/2025	60,731	61,806
Grand Bohemian Hotel Orlando, Autograph Collection	Fixed	4.53%	3/1/2026	58,286	59,281
Marriott San Francisco Airport Waterfront	Fixed	4.63%	5/1/2027	115,000	115,000
Total Mortgage Loans		4.31% ⁽⁷⁾		\$ 564,017	\$ 672,479
Unsecured Term Loan \$175M	Fixed ⁽⁸⁾	2.89%	2/15/2021	175,000	175,000
Unsecured Term Loan \$125M	Fixed ⁽⁸⁾	3.38%	10/22/2022	125,000	125,000
Unsecured Term Loan \$150M ⁽⁹⁾	Variable	3.32%	8/21/2023	150,000	65,000
Unsecured Term Loan \$125M ⁽¹⁰⁾	Fixed ⁽⁸⁾	3.37%	9/13/2024	125,000	125,000
Senior Unsecured Revolving Credit Facility	Variable	3.41%	2/28/2022 ⁽¹¹⁾	160,000	—
Loan discounts and unamortized deferred financing costs, net ⁽¹²⁾				(5,963)	(7,391)
Debt, net of loan discounts and unamortized deferred financing costs		3.72% ⁽⁷⁾		\$ 1,293,054	\$ 1,155,088

(1) Variable index is one-month LIBOR. Interest rates as of December 31, 2019.

(2) During the year ended December 31, 2019, the Company elected its prepayment option per the terms of the mortgage loan agreement and repaid the outstanding balance.

(3) The Company entered into interest rate swap agreements to fix the interest rate of the variable rate mortgage loans for a portion of or the entire term of loan.

(4) During the year ended December 31, 2019, the Company elected its prepayment option per the terms of the respective mortgage loan agreement and repaid the outstanding balance of \$90 million, plus accrued interest. The interest rate swap was transferred to the interest payments for \$90 million of the \$100.0 million variable rate mortgage loan collateralized by Renaissance Atlanta Waverly Hotel & Convention Center, which matures in 2024. See Note 8 for further details related to our derivative instruments.

(5) In September 2018, the Company amended its mortgage loan agreement to extend the maturity date from March 2019 through September 2024 and received additional loan proceeds of \$18 million. The interest rate was fixed for the original principal of \$38 million through March 2019, after which the rate reverted back to variable for the entire mortgage loan balance of \$56 million through maturity in 2024.

(6) The Company entered into interest rate swap agreements to fix the interest rate of the variable rate mortgage loan from June 2018 through January 2023. The effective interest rate on the loan was 3.69% through January 2019 after which the rate increased to 4.95% through January 2023.

(7) Represents the weighted average interest rate as of December 31, 2019.

(8) LIBOR has been fixed for certain interest periods throughout the term of the loan. The spread may vary, as it is determined by the Company's leverage ratio.

(9) In August 2018, the Company entered into an unsecured term loan for \$150 million that matures in August 2023. The term loan includes an accordion option that allows the Company to request additional lender commitments of up to \$100 million. In October 2018, the Company funded \$65 million of the term loan and in February 2019, the remaining \$85 million was funded.

(10) In September 2019, the Company repriced its \$125 million unsecured term loan maturing in September 2024 to reduce the borrowing cost. The term loan now bears an interest rate based on a pricing grid with a range of 135 to 200 basis points over LIBOR as determined by the Company's leverage ratio, a reduction of 35 to 55 basis points from the previous leverage-based grid. The Company previously fixed LIBOR on the loan through September 2022 at 1.92% which results in a current annual interest rate of 3.32%.

(11) The maturity of the senior unsecured credit facility can be extended through February 2023 at the Company's discretion and requires the payment of an extension fee.

(12) Includes loan discounts recognized upon modification and deferred financing costs, net of the accumulated amortization.

In connection with repaying mortgage loans during the years ended December 31, 2019 and 2018, the Company incurred prepayment and extinguishment fees of approximately \$0.2 million and \$0.6 million, respectively, which is included in the loss on extinguishment of debt in the accompanying consolidated statements of operations and comprehensive income for the periods then ended. The loss from extinguishment of debt also represents the write-off of any unamortized deferred financing costs incurred when the original agreements were executed, if applicable.

Debt outstanding as of December 31, 2019 and December 31, 2018 was \$1,299 million and \$1,162 million and had a weighted average interest rate of 3.72% and 3.82% per annum, respectively. The following table shows scheduled debt maturities for the next five years and thereafter (in thousands):

	As of December 31, 2019	Weighted average interest rate
2020	\$ 4,365	4.45%
2021	180,405	2.94%
2022	182,920	3.60%
2023	211,868	3.56%
2024	281,539	3.63%
Thereafter	277,920	4.66%
Total Debt	\$ 1,139,017	3.72%
Loan discounts and unamortized deferred financing costs, net	(5,963)	—
Senior unsecured revolving credit facility (matures in 2022)	160,000	3.41%
Debt, net of loan discounts and unamortized deferred financing costs	\$ 1,293,054	3.72%

Certain loans have options to extend the maturity dates if exercised by the Company, subject to being compliant with certain covenants and the prepayment of an extension fee. We expect to repay, refinance, or extend our maturing debt as they become due.

Senior Unsecured Revolving Credit Facility

In January 2018, the Company entered into an amended and restated senior unsecured revolving credit facility with a syndicate of banks. The amendment upsized the credit facility from \$400 million to \$500 million and extended the maturity date an additional three years to February 2022, with two additional six-month extension options. The revolving credit facility's interest rate is now based on a pricing grid with a range of 1.50% to 2.25% over LIBOR as determined by the Company's leverage ratio, or at the Company's election upon achievement of an investment grade rating from Moody's Investor Services, Inc. or Standard & Poor's Rating Services, interest based on LIBOR plus a margin ranging from 0.5% to 1.25%). In addition, until such election, the Company is required to pay a quarterly unused commitment fee of up to 0.30% of the unused portion of the credit facility based on the average daily unused portion of the credit facility; thereafter, the Company is required to pay a facility fee ranging between 0.125% and 0.3% based on the Company's debt rating.

As of December 31, 2019, there was an outstanding balance of \$160 million on the senior unsecured revolving facility with a remaining availability of \$340 million. During the year ended December 31, 2019, 2018 and 2017, the Company incurred unused commitment fees of approximately \$1.5 million, \$1.5 million and \$1.2 million, respectively, and interest expense of \$0.2 million, \$0.6 million, and \$0.5 million attributed to the senior unsecured credit facility.

Financial Covenants

Our senior unsecured credit facility and unsecured term loan agreements contain a number of covenants that restrict our ability to incur debt in excess of calculated amounts, restrict our ability to make distributions under certain circumstances and generally require us to maintain certain financial ratios, such as debt service coverage ratios and loan-to-value tests. Failure of the Company to comply with the financial covenants contained in its credit facilities, unsecured term loans and non-recourse secured mortgages could result from, among other things, changes in its results of operations, the incurrence of additional debt or changes in general economic conditions.

If the Company violates the financial covenants contained in any of its credit facility, unsecured term loans or mortgages described above, the Company may attempt to negotiate waivers of the violations or amend the terms of the applicable credit facilities, unsecured term loans or mortgages with the lenders thereunder; however, the Company can make no assurance that it would be successful in any such negotiations or that, if successful in obtaining waivers or amendments, such amendments or waivers would be on terms attractive to the Company. If a default under the credit facilities or unsecured term loans were to occur, the Company would possibly have to refinance the debt through additional debt financing, private or public offerings of debt securities, or equity financings. If the Company is unable to refinance its debt on acceptable terms, including at maturity of the credit facility, unsecured term loans, or mortgages it may be forced to dispose of hotel properties on disadvantageous terms, potentially resulting in losses that reduce cash flow from operating activities. If, at the time of any refinancing, prevailing interest rates or other factors result in higher interest rates upon refinancing, increases in interest expense would lower the Company's cash flow, and, consequently, cash available for distribution to its stockholders.

A cash trap associated with a mortgage loan may limit the overall liquidity for the Company as cash from the hotel securing such mortgage would not be available for the Company to use. If the Company is unable to meet mortgage payment obligations, including the payment obligation upon maturity of the mortgage borrowing, the mortgage securing the specific property could be foreclosed upon by, or the property could be otherwise transferred to, the mortgagee with a consequent loss of income and asset value to the Company.

As of December 31, 2019, the Company was in compliance with all debt covenants, current on all loan payments and not otherwise in default under the senior unsecured credit facility, our unsecured term loans or our mortgage loans.

8. Derivatives

The Company primarily uses interest rate swaps as part of its interest rate risk management strategy for variable-rate debt. As of December 31, 2019, all interest rate swaps were designated as cash flow hedges and involve the receipt of variable-rate payments from a counterparty in exchange for making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount. Unrealized gains and losses of hedging instruments are reported in other comprehensive income. Amounts reported in accumulated other comprehensive income (loss) related to currently outstanding derivatives are recognized as an adjustment to income (loss) through interest expense as interest payments are made on the Company's variable rate debt.

As of December 31, 2019 and December 31, 2018, all derivative instruments held by the Company with the right of offset that were in a net asset position were included in other assets and those that were in a net liability position were included in other liabilities on the consolidated balance sheets. The following table summarizes the terms of the derivative financial instruments held by the Company as of December 31, 2019 and December 31, 2018, respectively (in thousands):

Hedged Debt	Type	Fixed Rate	Index + Spread	Effective Date	Maturity	December 31, 2019		December 31, 2018	
						Notional Amounts	Estimated Fair Value	Notional Amounts	Estimated Fair Value
\$175M Term Loan	Swap	1.30%	1-Month LIBOR + 1.60%	10/22/2015	2/15/2021	\$ 50,000	\$ 167	\$ 50,000	\$ 1,218
\$175M Term Loan	Swap	1.29%	1-Month LIBOR + 1.60%	10/22/2015	2/15/2021	65,000	223	65,000	1,597
\$175M Term Loan	Swap	1.29%	1-Month LIBOR + 1.60%	10/22/2015	2/15/2021	60,000	206	60,000	1,472
\$125M Term Loan	Swap	1.83%	1-Month LIBOR + 1.55%	1/15/2016	10/22/2022	50,000	(403)	50,000	1,093
\$125M Term Loan	Swap	1.83%	1-Month LIBOR + 1.55%	1/15/2016	10/22/2022	25,000	(202)	25,000	544
\$125M Term Loan	Swap	1.84%	1-Month LIBOR + 1.55%	1/15/2016	10/22/2022	25,000	(207)	25,000	537
\$125M Term Loan	Swap	1.83%	1-Month LIBOR + 1.55%	1/15/2016	10/22/2022	25,000	(204)	25,000	537
Mortgage Debt	Swap	1.54%	1-Month LIBOR + 2.60%	1/13/2016	1/13/2023	58,000	13	59,000	1,956
Mortgage Debt	Swap	0.88%	1-Month LIBOR + 2.10%	9/1/2016	1/17/2019	—	—	41,000	30
Mortgage Debt	Swap	0.89%	1-Month LIBOR + 1.90%	9/1/2016	3/21/2019	—	—	38,000	135
Mortgage Debt	Swap	1.80%	1-Month LIBOR + 2.25%	3/1/2017	1/3/2022	51,000	(266)	51,000	938
Mortgage Debt	Swap	1.80%	1-Month LIBOR + 2.10%	3/1/2017	1/3/2022	45,000	(248)	45,000	806
Mortgage Debt	Swap	1.81%	1-Month LIBOR + 2.10%	3/1/2017	1/3/2022	45,000	(235)	45,000	829
\$125M Term Loan	Swap	1.92%	1-Month LIBOR + 1.45%	10/13/2017	9/13/2022	40,000	(403)	40,000	725
\$125M Term Loan	Swap	1.92%	1-Month LIBOR + 1.45%	10/13/2017	9/13/2022	40,000	(405)	40,000	718
\$125M Term Loan	Swap	1.92%	1-Month LIBOR + 1.45%	10/13/2017	9/13/2022	25,000	(256)	25,000	447
\$125M Term Loan	Swap	1.92%	1-Month LIBOR + 1.45%	10/13/2017	9/13/2022	20,000	(202)	20,000	362
Mortgage Debt	Swap	2.80%	1-Month LIBOR + 2.10%	6/1/2018	2/1/2023	24,000	(894)	24,000	(314)
Mortgage Debt	Swap	2.89%	1-Month LIBOR + 2.10%	1/17/2019	2/1/2023	41,000	(1,638)	—	(673)
						<u>\$ 689,000</u>	<u>\$ (4,954)</u>	<u>\$ 728,000</u>	<u>\$ 12,957</u>

The table below details the location in the consolidated financial statements of the gain (loss) recognized on derivative financial instruments designated as cash flow hedges for the year ended December 31, 2019 and 2018 (in thousands):

		Year Ended December 31,	
		2019	2018
<i>Effect of derivative instruments:</i>	<i>Location in Statement of Operations and Comprehensive Income:</i>		
(Loss) gain recognized in other comprehensive income	Unrealized (loss) gain on interest rate derivative instruments	\$ (14,401)	\$ 4,944
Loss reclassified from accumulated other comprehensive (loss) income to net income	Reclassification adjustment for amounts recognized in net income	\$ (3,510)	\$ (2,826)
Total interest expense in which effects of cash flow hedges are recorded	Interest expense	\$ 48,605	\$ 51,402

The Company expects approximately \$1.1 million will be reclassified from accumulated other comprehensive loss as an increase to interest expense in the next 12 months.

9. Fair Value Measurements

The Company defines fair value based on the price that would be received upon sale of an asset or the exit price that would be paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company uses a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value. The fair value hierarchy consists of three broad levels, which are described below:

- Level 1 - Quoted prices for identical assets or liabilities in active markets that the entity has the ability to access.
- Level 2 - Observable inputs, other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.
- Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets and liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

The Company has estimated the fair value of its financial and non-financial instruments using available market information and valuation methodologies it believes to be appropriate for these purposes. Considerable judgment and a high degree of subjectivity are involved in developing these estimates and, accordingly, they are not necessarily indicative of amounts that would be realized upon disposition.

For assets and liabilities measured at fair value on a recurring and non-recurring basis, quantitative disclosure of their fair value are included in the consolidated balance sheets as of December 31, 2019 and 2018 (in thousands):

Location on Consolidated Balance Sheets/ Description of Instrument	Fair Value Measurement Date		
	December 31, 2019		December 31, 2018
	Significant Unobservable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Significant Unobservable Inputs (Level 2)
Recurring Measurements			
<i>Assets</i>			
Interest rate swaps ⁽¹⁾	\$ 13	—	\$ 12,957
<i>Liabilities</i>			
Interest rate swaps ⁽¹⁾	\$ (4,967)	—	—
Nonrecurring measurements			
<i>Intangible assets, net of accumulated amortization</i>			
Goodwill	—	\$ 14,035	—

(1) Interest rate swap fair values are netted as applicable per the terms of the respective master netting agreements.

Recurring Measurements

The fair value of each derivative instrument is based on a discounted cash flow analysis of the expected cash flows under each arrangement. This analysis reflects the contractual terms of the derivative instrument, including the period to maturity, and utilizes observable market-based inputs, including interest rate curves and implied volatilities, which are classified within Level 2 of the fair value hierarchy. The Company also incorporates credit value adjustments to appropriately reflect each parties' nonperformance risk in the fair value measurement, which utilizes Level 3 inputs such as estimates of current credit spreads. However, the Company has assessed that the credit valuation adjustments are not significant to the overall valuation of the derivatives. As a result, the Company has determined that its derivative valuations in their entirety are classified within Level 2 of the fair value hierarchy.

Non-Recurring Measurements

Investment Properties

During the second quarter of 2019, the Company identified indicators of impairment for Marriott Chicago at Medical District/UIC. The impairment was primarily the result of a projected future decline in operating profits attributable to demand trends, anticipated adverse changes in the hotel's expense profile and the estimated hold period. In accordance with the Company's impairment policy, management estimated the future undiscounted cash flows over the estimated hold period, which included assumptions for projected revenues and operating expenses. Based on the results of the undiscounted cash flow analysis, management determined the hotel was impaired as the projected future cash flows were less than the carrying value of the hotel. Management determined the impairment as the difference between the carrying value and the estimated fair value. The fair value was estimated using Level 2 assumptions, including values from market participants. Based on the fair value determined by management, the Company recorded an impairment loss of \$14.8 million, which is included in impairment and other losses on the Company's consolidated statements of operations and comprehensive income for the year ended December 31, 2019. In December 2019, the Company completed the disposition of Marriott Chicago at Medical District/UIC for a sale price of \$10.0 million and recognized a loss on sale of approximately \$0.5 million, which was attributed to closing costs.

Goodwill

During our annual goodwill impairment testing, we completed a single-step analysis to identify and measure goodwill impairment related to Bohemian Hotel Savannah Riverfront, Autograph Collection. Management determined the fair value of the hotel and related goodwill using Level 3 assumptions, which included discounted cash flows based on projected operating income, timing and amount of planned capital expenditures, terminal capitalization rate, and the applied discount rate. The goodwill impairment was attributed to changes in the supply and demand dynamics in the Savannah, Georgia market since the acquisition of the hotel in 2012. Based on the fair value determined by management, the Company recorded a goodwill

impairment charge of \$9.4 million, which was included in impairment and other losses on the Company's consolidated statements of operations and comprehensive income for the year ended December 31, 2019.

Financial Instruments Not Measured at Fair Value

The table below represents the fair values of financial instruments presented at carrying values in the consolidated financial statements as of December 31, 2019 and December 31, 2018 (in thousands):

	December 31, 2019		December 31, 2018	
	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Debt	\$ 1,139,017	\$ 1,160,588	\$ 1,162,288	\$ 1,171,552
Senior unsecured revolving credit facility	160,000	160,886	—	—
Total	\$ 1,299,017	\$ 1,321,474	\$ 1,162,288	\$ 1,171,552

The Company estimates the fair value of its mortgages payable using a weighted average effective interest rate of 3.15% and 4.22% per annum as of December 31, 2019 and December 31, 2018, respectively. The assumptions reflect the terms currently available on similar borrowing terms to borrowers with credit profiles similar to the Company's. The Company has determined that its debt instrument valuations are classified in Level 2 of the fair value hierarchy.

At December 31, 2019 and 2018, the carrying amounts of certain of the Company's financial instruments, including cash and cash equivalents, restricted cash, accounts receivable and accounts payable and accrued expenses were representative of their fair values due to the short-term nature of these instruments and the recent acquisition of these items.

10. Income Taxes

The Company elected to be taxed as, and has operated in a manner that management believes will allow the Company to continue to qualify as, a REIT under the Code for federal income tax purposes. So long as the Company qualifies as a REIT, it generally will not be subject to U.S. federal corporate income tax on the net taxable income that is currently distributed to its stockholders. A REIT is subject to a number of organizational and operational requirements, including a requirement that it currently distributes at least 90% of its REIT taxable income (subject to certain adjustments) to its stockholders. If the Company fails to qualify as a REIT in any taxable year, without the benefit of certain relief provisions, the Company will be subject to federal, state and local income tax on its taxable income at regular corporate tax rates and will not be eligible to re-elect REIT status for the four years following the failure. Even if the Company continues to qualify for taxation as a REIT, the Company also may be subject to certain federal, state, and local taxes on its income and assets, including, (1) taxes on any undistributed income, (2) taxes related to its TRS, (3) certain state or local income taxes, (4) franchise taxes, (5) property taxes, (6) transfer taxes and (7) corporate alternative minimum tax (for tax years ending prior to January 1, 2018).

The Company has elected to treat certain of its consolidated subsidiaries, and may in the future elect to treat newly formed subsidiaries, as TRSs pursuant to the Code. TRSs may participate in non-real estate related activities and/or perform non-customary services for tenants and are subject to federal and state income tax at regular corporate tax rates. The Company's hotels are leased, through its Operating Partnership, to certain subsidiaries of the Company's TRS. Lease revenue at the Operating Partnership and lease expense from the TRS subsidiaries are eliminated in consolidation for financial statement purposes.

In December 2017, the Tax Cuts and Jobs Act ("TCJA") was signed into law and introduced significant changes to the U.S. federal income tax code. The TCJA reduced the corporate tax rate from 35% to 21%, which lowers our future corporate tax rate and related income tax expense for tax years beginning after December 31, 2017. Accordingly, the Company reflected this rate decrease in the calculation of deferred tax assets, liabilities and the valuation allowance for the year ended December 31, 2017. As a result, the Company recorded a one-time adjustment to our net deferred tax asset resulting in the recognition of \$0.6 million in deferred income tax expense for the year ended December 31, 2017.

For the year ended December 31, 2019 the Company recognized income tax expense of \$5.4 million using an estimated federal and state statutory combined rate of 23.65%.

During the year ended December 31, 2018, the Company recognized income tax expense of \$6.0 million using an estimated federal and state statutory combined rate of 23.85%.

During the year ended December 31, 2017, the Company recognized income tax expense of \$7.8 million, including the one-time deferred income tax expense of \$0.6 million, using an estimated federal and state statutory combined rate of 37.28%.

The provision for income taxes related to continuing operations consisted of the following (in thousands):

	Years Ended December 31,		
	2019	2018	2017
Current:			
Federal	\$ (3,082)	\$ (4,000)	\$ (5,685)
State	(2,255)	(2,199)	(1,748)
Total current	\$ (5,337)	\$ (6,199)	\$ (7,433)
Deferred:			
Federal	\$ (1)	\$ 59	\$ (411)
State	(29)	147	11
Total deferred	\$ (30)	\$ 206	\$ (400)
Total tax provision	\$ (5,367)	\$ (5,993)	\$ (7,833)

Below is a reconciliation between the provision for income taxes and the amount computed by applying the federal statutory income tax rate to the income or loss for continuing operations before income taxes (in thousands):

	Years Ended December 31,		
	2019	2018	2017
Provision for income taxes at statutory rate	\$ (13,148)	\$ (42,950)	\$ (38,027)
Tax benefit related to REIT operations	9,691	38,601	31,551
Income for which no federal tax benefit was recognized	(2)	(2)	(2)
Valuation allowances	—	10	—
Impact of rate change on deferred tax balances	(9)	131	(529)
State tax provision, net of federal	(1,563)	(1,821)	(1,109)
Other	(336)	38	283
Total tax provision	\$ (5,367)	\$ (5,993)	\$ (7,833)

Deferred tax assets and liabilities are included within deferred costs and other assets and other liabilities in the consolidated balance sheets, respectively, and are attributed to the activity of the Company's TRS. The components of the deferred tax assets and liabilities at December 31, 2019 and 2018 were as follows (in thousands):

	December 31, 2019	December 31, 2018
Net operating loss	\$ 3,613	\$ 3,657
Deferred income	1,141	1,197
Miscellaneous	131	96
Total deferred tax assets	\$ 4,885	\$ 4,950
Less: Valuation allowance	(3,546)	(3,581)
Net deferred tax assets	\$ 1,339	\$ 1,369

The Company's remaining U.S. federal net operating loss carryforwards were \$11.2 million as of December 31, 2019 and 2018, and are all subject to limitation. As such, the Company has established a valuation allowance against such amounts. The Company had state net operating loss carryforwards of \$24.9 million and \$25.1 million as of December 31, 2019 and 2018, respectively, certain of which are subject to limitation. As such, the Company established a \$23.6 million valuation allowance as of December 31, 2019 and 2018, against these amounts.

Deferred tax assets are recognized only to the extent that it is more likely than not that they will be realized based on consideration of available evidence, including future reversal of existing taxable temporary differences, future projected taxable income, and tax-planning strategies. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. The Company has considered various factors, including future reversals of existing taxable temporary differences, projected future taxable income, and tax-planning strategies in making this assessment.

Based upon tax-planning strategies and projections for future taxable income over the periods in which the deferred tax assets are deductible, management believes it is more likely than not that the Company will realize the benefits of these deductible differences, net of the existing valuation allowance of \$3.5 million, at December 31, 2019. The amount of the deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carryforward period are reduced.

During the year ended December 31, 2019, the Company did not materially change the valuation allowance. During the year ended December 31, 2018, the Company increased the valuation allowance associated with certain deferred tax assets by \$0.6 million.

Uncertain Tax Positions

The Company had no unrecognized tax benefits as of or during the three-year period ended December 31, 2019. The Company expects no significant increases or decreases in unrecognized tax benefits due to changes in tax positions within one year of December 31, 2019. The Company has no material interest or penalties relating to income taxes recognized in the consolidated statements of operations and comprehensive income for the years ended December 31, 2019, 2018 and 2017 or in the consolidated balance sheets as of December 31, 2019 and 2018. As of December 31, 2019, the Company's 2019, 2018, and 2017 tax years remain subject to examination by U.S. and various state tax jurisdictions.

11. Stockholders' Equity

Common Stock

In March 2018, the Company entered into an "At-the-Market" ("ATM") program pursuant to an Equity Distribution Agreement ("ATM Agreement") with Wells Fargo Securities, LLC, Robert W. Baird & Co. Incorporated, Jefferies LLC, KeyBanc Capital Markets Inc., and Raymond James & Associates, Inc. In accordance with the terms of the ATM Agreement, the Company may from time to time offer, and sell shares of its common stock having an aggregate offering price of up to \$200 million.

During the year ended December 31, 2018, the Company received gross proceeds of \$137.4 million, and paid \$1.7 million in transaction fees, from the issuance of 5,719,959 shares of its common stock in accordance with the ATM Agreement at a weighted average share price of \$24.02. In addition, the Company amortized additional transaction costs of \$0.8 million during the year ended December 31, 2018. As of December 31, 2019, the Company had \$62.6 million available for sale under the ATM Agreement.

In December 2015, the Company's Board of Directors authorized a stock repurchase program pursuant to which the Company is authorized to purchase up to \$100 million of the Company's outstanding Common Stock in the open market, in privately negotiated transactions or otherwise, including pursuant to Rule 10b5-1 plans. In November 2016, the Company's Board of Directors authorized the repurchase of up to an additional \$75 million of the Company's outstanding Common Stock (such repurchase authorizations collectively referred to as the "Repurchase Program"). The Repurchase Program does not have an expiration date. This Repurchase Program may be suspended or discontinued at any time and does not obligate the Company to acquire any particular amount of shares.

No shares were purchased as part of the Repurchase Program during the years ended December 31, 2019 and 2018. For the year ended December 31, 2017, 240,352 shares were repurchased under the Repurchase Program, at a weighted average price of \$17.07 per share for an aggregate purchase price of \$4.1 million. As of December 31, 2019, the Company had approximately \$96.9 million remaining under its share repurchase authorization.

Dividends

The Company declared dividends of \$1.10 per common stock totaling \$124.2 million during the year ended December 31, 2019 and \$1.10 per common stock totaling \$122.4 million during the year ended December 31, 2018. For income tax purposes, dividends paid per share on our common stock during the years ended December 31, 2019 and 2018 were 100% taxable as ordinary income.

Non-controlling Interest of Common Units in Operating Partnership

As of December 31, 2019, the Operating Partnership had 3,694,439 long-term incentive partnership units ("LTIP Units") outstanding, representing a 3.2% partnership interest held by the limited partners. Of the 3,694,439 LTIP Units outstanding at December 31, 2019, 2,010,474 units had vested and were eligible for conversion. Only vested LTIP Units may be converted to common units of the Operating Partnership, which in turn can be tendered for redemption as described in the Note 13. As of December 31, 2018, the Operating Partnership had 2,919,986 LTIP Units outstanding, representing a 2.5% partnership interest held by the limited partners.

No LTIP Units were redeemed during the year ended December 31, 2019. During the year ended December 31, 2018, 37,224 LTIP Units were redeemed for cash totaling \$0.8 million.

The Company declared dividends of \$1.10 per LTIP Unit totaling \$1.9 million during the year ended December 31, 2019 and \$1.10 per LTIP Unit totaling \$1.0 million during the year ended December 31, 2018. As of December 31, 2019 and 2018, the Company accrued \$489 thousand and \$252 thousand, respectively, in dividends related to the LTIP Units.

12. Earnings Per Share

Basic earnings per common share is calculated by dividing income available to common stockholders by the weighted-average number of common shares outstanding during the period. Diluted earnings per common share is calculated by dividing income available to common stockholders by the weighted-average number of common shares outstanding during the period, plus any shares that could potentially be outstanding during the period. Any anti-dilutive shares have been excluded from the diluted earnings per share calculation.

Unvested share-based awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and are included in the computation of earnings per share pursuant to the two-class method. Accordingly, distributed and undistributed earnings attributable to unvested share-based compensation (participating securities) have been excluded, as applicable, from net income or loss available to common stockholders used in the basic and diluted earnings per share calculations.

Income allocated to non-controlling interest in the Operating Partnership has been excluded from the numerator and Operating Partnership Units and LTIP Units in the Operating Partnership have been omitted from the denominator for the purpose of computing diluted earnings per share since including these amounts in the numerator and denominator would have no impact.

The following table reconciles net income to basic and diluted EPS (in thousands, except share and per share data):

	Year Ended December 31,		
	2019	2018	2017
Numerator:			
Net income attributable to common stockholders	\$ 55,400	\$ 193,688	\$ 98,862
Dividends paid on unvested share-based compensation	(548)	(585)	(593)
Undistributed earnings attributable to unvested share based compensation	—	(98)	—
Net income available to common stockholders	<u>\$ 54,852</u>	<u>\$ 193,005</u>	<u>\$ 98,269</u>
Denominator:			
Weighted average shares outstanding - Basic	112,636,123	110,124,142	106,767,108
Effect of dilutive share-based compensation	282,475	253,592	252,044
Weighted average shares outstanding - Diluted	<u>112,918,598</u>	<u>110,377,734</u>	<u>107,019,152</u>
Basic and diluted earnings per share:			
Net income per share available to common stockholders - basic and diluted	<u>\$ 0.49</u>	<u>\$ 1.75</u>	<u>\$ 0.92</u>

13. Share Based Compensation

2015 Incentive Award Plan

On January 9, 2015, the Company adopted, and InvenTrust Properties Corp. ("InvenTrust" was our former parent company prior to our spin-off in February 2015) as its sole common stockholder approved, the Company's 2015 Incentive Award Plan (the "2015 Incentive Award Plan") effective as of February 2, 2015 (the date prior to the date of the Company's separation from InvenTrust), under which the Company may grant cash and equity incentive awards to eligible service providers in order to attract, motivate and retain the talent for which the Company competes. The plan allows for the grant of both share-based awards relating to the Company's common stock and partnership units (i.e. LTIP Units) in the Operating Partnership.

Restricted Stock Units Grants

The Compensation Committee of the Board of Directors of the Company approved the following grants of restricted stock units to certain Company employees:

Grant Date	Grant Description	Time-Based Grants	Performance-Based Grants	Weighted Average Grant Date Fair Value
March 2016	2016 Restricted Stock Units	104,079	51,782	\$13.09
April 2016	2016 Restricted Stock Units	26,738	—	\$15.34
February 2017	2017 Restricted Stock Units	82,829	44,858	\$15.18
February 2018	2018 Restricted Stock Units	79,812	45,464	\$15.92
February 2019	2019 Restricted Stock Units	84,944	50,846	\$15.75

Of the time-based Restricted Stock Units granted in April 2016, 50% of the units vested on February 4, 2017 and the remaining 50% vested on February 4, 2018. All other time-based Restricted Stock Units will vest as follows, subject to the employee's continued service with the Company or any of its affiliates through each applicable vesting date: 33% on the first anniversary of the vesting commencement date of the award, 33% on the second anniversary of the vesting commencement date, and 34% on the third anniversary of the vesting commencement date.

Of the performance-based Restricted Stock Units, twenty-five percent (25%) are designated as absolute total stockholder return ("TSR") units (the "Absolute TSR Share Units"), and vest based on achievement of varying levels of the Company's TSR over the three-year performance period. The other seventy-five percent (75%) of the performance-based Restricted Stock Units are designated as relative TSR share units (the "Relative TSR Share Units") and vest based on the ranking of the Company's TSR as compared to a defined peer group over the three-year performance period. Vesting of performance-based Restricted Stock Units is subject to the employee's continued service through the applicable vesting date.

LTIP Unit Grants

LTIP Units are a class of limited partnership units in the Operating Partnership. Initially the LTIP units do not have full parity with common units of the Operating Partnership with respect to liquidating distributions. However, upon the occurrence of certain events described in the Operating Partnership's partnership agreement, the LTIP units can over time achieve full parity with the common units for all purposes. If such parity is reached, vested LTIP units may be converted into an equal number of common units on a one for one basis at any time at the request of the LTIP unit holder or the general partner of the Operating Partnership. Common units are redeemable for cash based on the fair market value of an equivalent number of shares of the Company's Common Stock, or, at the election of the Company, an equal number of shares of the Company's Common Stock, each subject to adjustment in the event of stock splits, specified extraordinary distributions or similar events.

The Compensation Committee approved the issuance of the following LTIP awards under the 2015 Incentive Award Plan during to certain Company executives:

Grant Date	Grant Description	Time-Based LTIP Units	Performance-Based Class A LTIP Units	Weighted Average Grant Date Fair Value
March 2016	2016 LTIP Units	78,076	664,515	\$7.86
April 2016	2016 LTIP Units	12,945	110,179	\$7.85
February 2017	2017 LTIP Units	86,210	715,001	\$8.97
February 2018	2018 LTIP Units	84,505	725,860	\$8.79
February 2019	2019 LTIP Units	90,273	781,898	\$9.24

Each award of time-based LTIP units will vest as follows, subject to the executive's continued service through each applicable vesting date: 33% on the first anniversary of the vesting commencement date of the award, 33% on the second anniversary of the vesting commencement date, and 34% on the third anniversary of the vesting commencement date.

A portion of each award of Class A LTIP Units is designated as a number of “base units.” Twenty-five percent (25%) of the base units are designated as absolute TSR base units, and vest based on achievement of varying levels of the Company’s TSR over the three-year performance period. The other seventy-five percent (75%) of the base units are designated as relative TSR base units and vest based on the ranking of the Company’s TSR as compared to a defined peer group over the three-year performance period. Vesting of Class A LTIP Units is subject to the employee's continued service through the applicable vesting date.

Pursuant to the respective Director Compensation Program, the Company approved the issuance of following fully vested LTIP Units of the Operating Partnership under the 2015 Incentive Award Plan to the Company's seven non-employee directors for the years ended December 31, 2019, 2018, 2017:

Grant Date	Grant Description	Time-Based Grants	Grant Date Fair Value
May 2017	2017 LTIP Units	33,355	\$17.84
May 2018	2018 LTIP Units	24,661	\$24.13
May 2019	2019 LTIP Units	26,768	\$22.23

LTIP Units (other than Class A LTIP Units that have not vested), whether vested or not, receive the same quarterly per-unit distributions as common units in the Operating Partnership, which equal the per-share distributions on the common stock of the Company. Class A LTIP Units that have not vested receive a quarterly per-unit distribution equal to 10% of the distribution paid on common units in the Operating Partnership.

The following is a summary of the unvested incentive awards as of December 31, 2019 and 2018:

	2014 Share Unit Plan Share Units	2015 Incentive Award Plan Restricted Stock Units ⁽¹⁾	2015 Incentive Award Plan LTIP Units ⁽¹⁾	Total
Unvested as of December 31, 2017	48,682	264,302	1,662,073	1,975,057
Granted	—	125,276	835,026	960,302
Vested ⁽²⁾	(48,682)	(138,411)	(852,786)	(1,039,879)
Expired	—	(2,581)	(30,232)	(32,813)
Forfeited	—	(2,893)	—	(2,893)
Unvested as of December 31, 2018	—	245,693	1,614,081	1,859,774
Granted	—	135,790	898,939	1,034,729
Vested ⁽²⁾	—	(120,882)	(704,569)	(825,451)
Expired	—	(5,082)	(124,486)	(129,568)
Forfeited	—	(8,411)	—	(8,411)
Unvested as of December 31, 2019	—	247,108	1,683,965	1,931,073
Weighted average fair value of unvested shares/units	\$ —	\$ 15.51	\$ 9.01	\$ 9.84

(1) Includes Time-Based LTIP Units and Class A LTIP Units.

(2) During the year ended December 31, 2019 and 2018, the Company redeemed 34,118 and 58,555, respectively, shares of common stock to satisfy federal and state tax withholding requirements on the vesting of Share Units and Restricted Stock Units under the 2014 Share Unit Plan and the 2015 Incentive Award Plan.

The fair value of the time-based awards is determined based on the closing price of the Company's common stock on the grant date and compensation expense is recognized on a straight-line basis over the vesting period. The grant date fair value of performance awards was determined based on a Monte Carlo simulation method with the following assumptions and compensation expense is recognized on a straight-line basis over the performance period:

Performance Award Grant Date	Percentage of Total Award	Grant Date Fair Value by Component	Volatility	Interest Rate	Dividend Yield
March 17, 2016 or April 25, 2016					
Absolute TSR Restricted Stock Units	25%	\$6.88	31.42%	0.50% - 1.14%	7.12%
Relative TSR Restricted Stock Units	75%	\$8.85	31.42%	0.50% - 1.14%	7.12%
Absolute TSR Class A LTIPs	25%	\$7.06	31.42%	0.50% - 1.14%	7.12%
Relative TSR Class A LTIPs	75%	\$8.95	31.42%	0.50% - 1.14%	7.12%
February 23, 2017					
Absolute TSR Restricted Stock Units	25%	\$6.57	26.83%	0.68% - 1.55%	6.021%
Relative TSR Restricted Stock Units	75%	\$10.44	26.83%	0.68% - 1.55%	6.021%
Absolute TSR Class A LTIPs	25%	\$6.64	26.83%	0.68% - 1.55%	6.021%
Relative TSR Class A LTIPs	75%	\$10.18	26.83%	0.68% - 1.55%	6.021%
February 20, 2018					
Absolute TSR Restricted Stock Units	25%	\$6.54	24.52%	1.82% - 2.47%	5.553%
Relative TSR Restricted Stock Units	75%	\$10.44	24.52%	1.82% - 2.47%	5.553%
Absolute TSR Class A LTIPs	25%	\$6.60	24.52%	1.82% - 2.47%	5.553%
Relative TSR Class A LTIPs	75%	\$10.13	24.52%	1.82% - 2.47%	5.553%
February 19, 2019					
Absolute TSR Restricted Stock Units	25%	\$9.98	23.24%	2.44% - 2.55%	5.78%
Relative TSR Restricted Stock Units	75%	\$10.36	23.24%	2.44% - 2.55%	5.78%
Absolute TSR Class A LTIPs	25%	\$9.95	23.24%	2.44% - 2.55%	5.78%
Relative TSR Class A LTIPs	75%	\$10.07	23.24%	2.44% - 2.55%	5.78%

The absolute and relative stockholder returns are market conditions as defined by ASC 718, Compensation Stock Compensation. Market conditions include provisions wherein the vesting condition is met through the achievement of a specific value of the Company's common stock, which is total stockholder return, in this case. Market conditions differ from other performance awards under ASC 718 in that the probability of attaining the condition (and thus vesting in the shares) is reflected in the initial grant date fair value of the award. Accordingly, it is not appropriate to reconsider the probability of vesting in the award subsequent to the initial measurement of the award, nor is it appropriate to reverse any of the expense if the condition is not met.

Therefore, once the expense for these awards is measured, the expense must be recognized over the service period regardless of whether the target is met, or at what level the target is met. Expense may only be reversed if the holder of the instrument forfeits the award by leaving the employment of the Company prior to vesting.

For the year ended December 31, 2019 the Company recognized approximately \$8.8 million of share-based compensation expense (net of forfeitures) related to share units, restricted stock units, and LTIP Units provided to certain of its executive officers, and other members of management. In addition, during the year ended December 31, 2019 we recognized \$0.6 million from LTIP units that were provided to the Company's Board of Directors and capitalized approximately \$0.5 million related to restricted stock units provided to certain members of management that oversee development and capital projects on behalf of the Company. As of December 31, 2019, there was \$10.3 million of total unrecognized compensation costs related to unvested restricted stock units, Class A LTIP Units and Time-Based LTIP Units issued under the 2015 Incentive Award Plan, as applicable, which are expected to be recognized over a remaining weighted-average period of 1.7 additional years.

For the year ended December 31, 2018, the Company recognized approximately \$8.6 million of share-based compensation expense (net of forfeitures) related to share units, restricted stock units, and LTIP Units provided to certain of its executive

officers, and other members of management. In addition, during the year ended December 31, 2018 we recognized \$0.6 million from LTIP units that were provided to the Company's Board of Directors and capitalized approximately \$0.5 million related to restricted stock units provided to certain members of management that oversee development and capital projects on behalf of the Company.

For the year ended December 31, 2017, the Company recognized approximately \$9.3 million of share-based compensation expense (net of forfeitures) related to share units, restricted stock units, and LTIP Units provided to certain of its executive officers, and other members of management. In addition, during the year ended December 31, 2017 we recognized \$0.6 million from LTIP units that were provided to the Company's Board of Directors and capitalized approximately \$0.6 million related to restricted stock units provided to certain members of management that oversee development and capital projects on behalf of the Company.

14. Commitments and Contingencies

Management and Franchise Agreements

In order to maintain its qualification as a REIT, the Company cannot directly or indirectly operate any of its hotels. The Company leases each hotel to TRS lessees, which in turn engage property managers to manage the hotels. Each hotel is operated pursuant to a hotel management agreement with an independent third-party hotel management company.

Pursuant to the hotel management agreements, the management company controls the day-to-day operation of each hotel, and the Company is granted limited approval rights with respect to certain of the management company's actions. The hotel management agreements typically contain a two-tiered fee structure, wherein the management company receives a base management fee and, if certain financial thresholds are met or exceeded, an incentive management fee. Many hotel management agreements also require the maintenance of a capital reserve fund based on a percentage of hotel revenues to be used for capital expenditures to maintain the quality of the hotels.

Management agreements for brand-managed hotels have terms generally ranging from 20 to 30 years and allow for one or more renewal periods at the option of the hotel managers. Assuming all renewal periods are exercised, the average remaining term is 27 years. Management agreements for franchised hotels generally contain initial terms between 10 and 15 years with an average remaining initial term of approximately five years.

The Company is generally limited in its ability to sell, lease or otherwise transfer the hotels unless the transferee assumes the related hotel management agreement. However, most agreements include owner rights to terminate the agreements on the basis of the manager's failure to meet certain performance-based metrics. Typically, these criteria are subject to the manager's ability to 'cure' and avoid termination by payment to the Company of specified deficiency amounts (or, in some instances, waiver of the right to receive specified future management fees).

Franchise agreements contain initial terms of 17 to 20 years, with an average remaining initial term of approximately 11 years. The franchise agreements require royalty fees based on a percentage of gross room revenue and, for certain hotels, an additional fee based on a percentage of gross food and beverage revenue. In addition, franchise agreements require fees for marketing, reservation or other program fees based on a percentage of the hotel's gross room revenue. Many franchise agreements also require the maintenance of a capital reserve fund based on a percentage of hotel revenues to be used for capital expenditures to maintain the quality of the hotels.

For the years ended December 31, 2019, 2018, and 2017, the Company incurred management and franchise fees of \$46.5 million, \$45.6 million and \$43.5 million, which is included on the consolidated statements of operations and comprehensive income.

Reserve Requirements

The terms of the Company's management and franchise agreements require the Company to reserve funds relating to replacements and renewals of the hotels' furniture, fixtures and equipment. As of December 31, 2019 and 2018 the Company had a balance of \$70.8 million and \$60.6 million, respectively, in reserves for such future improvements which is included in restricted cash and escrows on the consolidated balance sheets.

Renovation and Construction Commitments

As of December 31, 2019, the Company had various contracts outstanding with third parties in connection with the renovation of certain of its hotel properties. The remaining commitments under these contracts at December 31, 2019 totaled \$22.3 million.

Legal

The Company is subject, from time to time, to various legal proceedings and claims that arise in the ordinary course of business. While the resolution of these matters cannot be predicted with certainty, management believes, based on currently available information, that the final outcome of such matters will not have a material adverse affect on the financial statements of the Company.

In addition, in connection with the Company's separation from InvenTrust, on August 8, 2014, the Company entered into an Indemnity Agreement, as amended, with InvenTrust pursuant to which InvenTrust has agreed to the fullest extent allowed by law or government regulation, to absolutely, irrevocably and unconditionally indemnify, defend and hold harmless the Company and its subsidiaries, directors, officers, agents, representatives and employees (in each case, in such person's respective capacity as such) and their respective heirs, executors, administrators, successors and assignees from and against all losses, including but not limited to "actions" (as defined in the Indemnity Agreement), arising from: (1) the non-public, formal, fact-finding investigation by the SEC as described in InvenTrust's public filings with the SEC (the "SEC Investigation"); (2) the three related demands (including the Derivative Lawsuit described below) received by InvenTrust ("Derivative Demands") from stockholders to conduct investigations regarding claims similar to the matters that are subject to the SEC Investigation and as described in InvenTrust' public filings with the SEC; (3) the derivative lawsuit filed on March 21, 2013 on behalf of InvenTrust by counsel for stockholders who made the first Derivative Demand (the "Derivative Lawsuit"); and (4) the investigation by the Special Litigation Committee of the board of directors of InvenTrust. In each case InvenTrust indemnified the Company, regardless of when or where the loss took place, or whether any such loss, claim, accident, occurrence, event or happening is known or unknown, and regardless of whether such loss, claim, accident, occurrence, event or happening giving rise to the loss existed prior to, on or after February 3, 2015, the separation date or relates to, arises out of or results from actions, inactions, events, omissions, conditions, facts or circumstances occurring or existing prior to, on or after February 3, 2015, the separation date.

Leases

The Company is a lessee to long-term ground, parking, and its corporate office leases, which are accounted for as operating leases.

As of December 31, 2018, future minimum lease payments for the remaining term, prior to the adoption of Topic 842, were as follows (in thousands):

	Ground Leases	Parking	Corporate Office
2019	\$ 1,576	\$ 320	\$ 412
2020	1,576	281	423
2021	1,576	226	435
2022	1,576	228	447
2023	1,576	230	459
Thereafter	31,618	14,150	2,358
Total	<u>\$ 39,498</u>	<u>\$ 15,435</u>	<u>\$ 4,534</u>

During the years ended December 31, 2018 and 2017, the Company recognized ground lease expense of \$4.9 million and \$5.8 million, respectively, which included amortization of ground lease intangibles and variable rent payments, and was included in ground lease expense on the consolidated statements of operations and comprehensive income for the periods then ended.

Upon adoption of Topic 842, a total of \$20.3 million of net intangibles for existing above and below market ground leases was derecognized and subsequently recorded as an adjustment to the beginning ROU asset. In addition, the balance of straight-line rent accruals were reclassified to the beginning ROU asset. The ROU asset is included in other assets and the lease liability is included in other liabilities on the accompanying consolidated balance sheet as of December 31, 2019.

Some ground lease payments increase during the lease term based on a variable index or rate, such as the Customer Price Index, and are included in the lease liability when it is initially measured. Future adjustments in the consumer price index are recognized when they occur. Some ground leases require percentage rent based on the respective revenues of the underlying hotel, which is not included in the determination of the lease liability. Percentage rent is recognized when it is incurred. In addition to percentage rent, per the terms of our ground lease we incur variable lease payments for real estate taxes and insurance, which is not included in the determination of the lease liability. Variable lease payments for real estate taxes and insurance are expensed when incurred and are included in real estate taxes, personal property taxes and insurance on the consolidated statement of operations and comprehensive income.

The following is a summary of the Company's leases as of and for the year ended December 31, 2019 (dollar amounts in thousands):

Operating Leases	As of December 31, 2019
Weighted average remaining lease term, including reasonably certain extension options ⁽¹⁾	30 years
Weighted average discount rate	5.94%
ROU asset ⁽²⁾	\$ 46,243
Lease liability ⁽³⁾	\$ 27,264
Operating lease rent expense	\$ 2,551
Variable lease costs ⁽⁴⁾	\$ 8,795
Total rent expense and variable lease costs	\$ 11,346

(1) The weighted average remaining lease term including all available extension options is approximately 62 years.

(2) The ROU asset is included in other assets on the accompanying consolidated balance sheet as of December 31, 2019.

(3) The lease liability is included in other liabilities on the accompanying consolidated balance sheet as of December 31, 2019.

(4) Variable lease costs represent percentage rent of \$2.3 million and real estate taxes and insurance costs of \$6.5 million incurred for ground leases during the year ended December 31, 2019.

The following table shows the remaining lease payments, which includes reasonably certain extension options, for the next five years and thereafter reconciled to the lease liability as of December 31, 2019 (in thousands):

	As of December 31, 2019
2020	\$ 2,403
2021	2,417
2022	2,431
2023	2,445
2024	2,460
Thereafter	49,861
Total undiscounted lease payments	\$ 62,017
Less imputed interest	(34,753)
Lease liability ⁽¹⁾	\$ 27,264

(1) The lease liability is included in other liabilities on the accompanying consolidated balance sheet as of December 31, 2019.

15. Subsequent Events

In February 2020, the Company entered into an agreement to sell the 492-room Renaissance Austin Hotel in Austin, Texas for \$100.5 million, excluding closing costs. The sale is expected to close in the first quarter of 2020 for an estimated gain of approximately \$19 million, subject to the satisfaction of certain customary closing conditions.

16. Quarterly Operating Results (unaudited)

The following represents the results of operations, for each quarterly period, during the years ended December 31, 2019 and 2018 (in thousands, except per share data):

	Year Ended December 31, 2019				
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total
Total revenues	\$ 293,687	\$ 304,285	\$ 268,931	\$ 282,184	\$ 1,149,087
Net income	17,276	13,214	10,670	16,083	57,243
Net income attributable to non-controlling interests	(573)	(437)	(355)	(478)	(1,843)
Net income attributable to common stockholders	16,703	12,777	10,315	15,605	55,400
Net income per share available to common stockholders, basic and diluted	\$ 0.15	\$ 0.11	\$ 0.09	\$ 0.14	\$ 0.49

	Year Ended December 31, 2018				
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total

Total revenues	\$	264,498	\$	277,057	\$	240,989	\$	275,663	\$	1,058,207
Net income from continuing operations		57,043		29,531		9,334		102,624		198,532
Net income attributable to non-controlling interests		(1,387)		(737)		(90)		(2,630)		(4,844)
Net income attributable to common stockholders		55,656		28,794		9,244		99,994		193,688
Net income per share available to common stockholders, basic	\$	0.52	\$	0.26	\$	0.08	\$	0.89	\$	1.75
Net income per share available to common stockholders, diluted	\$	0.52	\$	0.26	\$	0.08	\$	0.88	\$	1.75

XENIA HOTELS & RESORTS, INC.
Schedule III
Real Estate and Accumulated Depreciation
(Dollar amounts in thousands)
December 31, 2019

Property	Encumbrance	Initial Cost (A)			Gross amount at which carried at end of period (B)						Year of Original Construction	Date of Acquisition	Life on Which Depreciation in Latest Income Statement is Computed
		Land	Buildings and Improvements	Adjustments to Land Basis (C)	Adjustments to Basis (C)	Land and Improvements	Buildings and Improvements(D)	Total (D,E)	Accumulated Depreciation(D,F)				
Andaz Napa Valley Napa, CA	\$ 56,000	\$ 10,150	\$ 57,012	\$ —	\$ 1,840	\$ 10,150	\$ 58,852	\$ 69,002	\$ 24,537	2009	9/20/2013	5 - 30 years	
Andaz San Diego San Diego, CA	—	6,949	43,430	—	7,292	6,949	50,722	57,671	17,184	1914	3/4/2013	5 - 30 years	
Andaz Savannah Savannah, GA	—	2,680	36,212	—	3,774	2,680	39,986	42,666	10,905	2009	9/10/2013	5 - 30 years	
Bohemian Hotel Celebration, Autograph Collection Hotel Celebration, FL	—	1,232	19,000	—	3,180	1,232	22,180	23,412	7,324	1999	2/6/2013	5 - 30 years	
Bohemian Hotel Savannah, Autograph Collection Hotel Savannah, GA	—	2,300	24,240	—	2,259	2,300	26,499	28,799	10,631	2009	8/9/2012	5 - 30 years	
Buckhead Atlanta - Lease Restaurant Atlanta, GA	—	364	2,349	—	—	364	2,349	2,713	173	2008	12/7/2018	5 - 30 years	
Fairmont Dallas Dallas, TX	—	8,700	60,634	—	23,451	8,700	84,085	92,785	40,114	1968	8/1/2011	5 - 30 years	
Fairmont Pittsburgh Pittsburgh, PA	—	3,378	27,101	—	426	3,378	27,527	30,905	1,615	2010	9/26/2018	5 - 30 years	
Grand Bohemian Hotel Charleston, Autograph Collection Charleston, SC	—	4,550	26,582	—	281	4,550	26,863	31,413	5,810	2015	8/27/2015	5 - 30 years	
Grand Bohemian Hotel Mountain Brook, Autograph Collection Birmingham, AL	—	2,000	42,246	—	611	2,000	42,857	44,857	9,509	2015	10/22/2015	5 - 30 years	
Grand Bohemian Hotel Orlando, an Autograph Collection Hotel Orlando, FL	58,286	7,739	75,510	—	4,845	7,739	80,355	88,094	27,086	2001	12/27/2012	5 - 30 years	
Hotel Commonwealth Boston, MA	—	—	114,085	—	1,616	—	115,701	115,701	21,095	2003	1/15/2016	5 - 30 years	
Hyatt Centric Key West Resort & Spa Key West, FL	—	40,986	34,529	—	7,353	40,986	41,882	82,868	13,669	1988	11/15/2013	5 - 30 years	
Hyatt Regency Grand Cypress Orlando, FL	—	17,867	183,463	—	49,545	17,867	233,008	250,875	25,289	1984	5/26/2017	5 - 30 years	
Hyatt Regency Portland at the Oregon Convention Center Portland, OR	—	24,669	161,931	—	—	24,669	161,931	186,600	—	2019	12/17/2019	5 - 30 years	

XENIA HOTELS & RESORTS, INC.
Schedule III
Real Estate and Accumulated Depreciation
(Dollar amounts in thousands)
December 31, 2019

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Napa Valley, CA	—	14,800	57,223	—	17,875	14,800	75,098	89,898	27,124	1979	8/26/2011	5 - 30 years
Marriott San Francisco Airport Waterfront San Francisco, CA	115,000	36,700	72,370	—	32,918	36,700	105,288	141,988	44,035	1985	3/23/2012	5 - 30 years

XENIA HOTELS & RESORTS, INC.
Schedule III
Real Estate and Accumulated Depreciation
(Dollar amounts in thousands)
December 31, 2019

Property	Initial Cost (A)				Gross amount at which carried at end of period (B)						Year of Original Construction	Date of Acquisition	Life on Which Depreciation in Latest Income Statement is Computed
	Encumbrance	Land	Buildings and Improvements	Adjustments to Land Basis (C)	Adjustments to Basis (C)	Land and Improvements	Buildings and Improvements(D)	Total (D,E)	Accumulated Depreciation(D,F)				
Marriott Woodlands Waterway Hotel & Convention Center Woodlands, TX	\$ —	\$ 5,500	\$ 98,886	\$ —	\$ 28,896	\$ 5,500	\$ 127,782	\$ 133,282	\$ 57,257	2002	11/21/2007	5 - 30 years	
Park Hyatt Aviara Resort, Golf Club & Spa Carlsbad, CA	—	33,252	135,320	—	13,874	33,252	149,194	182,446	6,197	1997	11/20/2018	5 - 30 years	
Renaissance Atlanta Waverly Hotel & Convention Center Atlanta, GA	100,000	6,834	90,792	—	18,348	6,834	109,140	115,974	40,966	1983	3/23/2012	5 - 30 years	
Renaissance Austin Hotel Austin, TX	—	10,656	97,960	—	17,163	10,656	115,123	125,779	44,509	1986	3/23/2012	5 - 30 years	
Residence Inn Boston Cambridge Cambridge, MA	60,731	10,346	72,735	—	(1,405)	10,346	71,330	81,676	29,906	1999	2/8/2008	5 - 30 years	
Royal Palms Resort & Spa, The Unbound Collection by Hyatt Scottsdale, AZ	—	33,912	50,205	—	2,874	33,912	53,079	86,991	6,882	1929	10/3/2017	5 - 30 years	
The Ritz- Carlton, Denver Denver, Colorado	—	15,132	84,145	—	2,153	15,132	86,298	101,430	5,269	1982	8/24/2018	5 - 30 years	
The Ritz- Carlton, Pentagon City Arlington, Virginia	65,000	—	103,568	—	4,448	—	108,016	108,016	11,861	1990	10/4/2017	5 - 30 years	
Waldorf Astoria Atlanta Buckhead Atlanta, GA	—	8,385	49,115	—	1,706	8,385	50,821	59,206	2,330	2008	12/7/2018	5 - 30 years	
Westin Galleria Houston Houston, TX	—	7,842	112,850	—	41,888	7,842	154,738	162,580	43,644	1977	8/22/2013	5 - 30 years	
Westin Oaks Houston at the Galleria Houston, TX	—	4,262	96,090	—	29,909	4,262	125,999	130,261	35,619	1971	8/22/2013	5 - 30 years	
Totals	\$ 564,017	\$ 483,052	\$ 2,822,987	\$ —	\$ 447,069	\$ 483,052	\$ 3,270,056	\$ 3,753,108	\$ 826,738				

Notes:

- (A) The initial cost to the Company represents the original purchase price of the property, including amounts incurred subsequent to acquisition which were contemplated at the time the property was acquired.
- (B) The aggregate cost of real estate owned at December 31, 2019 for federal income tax purposes was approximately \$3,864 million (unaudited).

XENIA HOTELS & RESORTS, INC.
Schedule III
Real Estate and Accumulated Depreciation
(Dollar amounts in thousands)
December 31, 2019

- (C) Cost capitalized subsequent to acquisition includes payments under master lease agreements as well as additional tangible costs associated with investment properties, including any earn-out of tenant space. Impairment charges and write-offs of fully depreciated assets are recorded as a reduction in the basis.
- (D) Reconciliation of real estate owned (includes continuing operations and operations of assets classified as held for sale):

	2019	2018	2017
Balance at January 1	\$ 3,591,097	\$ 3,319,305	\$ 3,063,564
Acquisitions	186,600	358,541	605,826
Capital improvements	90,490	102,904	84,290
Disposals and write-offs	(115,079)	(189,653)	(258,150)
Properties classified as held for sale	—	—	(176,225)
Balance at December 31	<u>\$ 3,753,108</u>	<u>\$ 3,591,097</u>	<u>\$ 3,319,305</u>

- (E) Reconciliation of accumulated depreciation (includes continuing operations and operations of assets classified as held for sale):

	2019	2018	2017
Balance at January 1	\$ 715,949	\$ 628,450	\$ 619,975
Depreciation expense, continuing operations	151,936	154,126	139,726
Depreciation expense, properties classified as held for sale	—	—	8,808
Accumulated depreciation, properties classified as held for sale	—	—	(32,975)
Disposals and write-offs	(41,147)	(66,627)	(107,084)
Balance at December 31	<u>\$ 826,738</u>	<u>\$ 715,949</u>	<u>\$ 628,450</u>

- (F) Depreciation is computed based upon the following estimated lives:

Buildings and improvements	30 years
Tenant improvements	Life of the lease
Furniture, fixtures and equipment	5 - 15 years

XENIA HOTELS & RESORTS, INC.

**FIRST AMENDMENT TO THE
SECOND AMENDED AND RESTATED BYLAWS**

(effective February 19, 2020)

As unanimously approved by the Board of Directors, effective as of February 19, 2020, the Second Amended and Restated Bylaws of Xenia Hotels & Resorts, Inc. (the “Bylaws”) are amended as follows.

1. Article XV (Amendment of Bylaws) is hereby deleted in its entirety and replaced with the following:

**ARTICLE XV
AMENDMENT OF BYLAWS**

The Board of Directors shall have the power to adopt, alter or repeal any provision of these Bylaws and to make new Bylaws; *provided, however*, that, the stockholders shall have the power, by the affirmative vote of the holders of a majority of the outstanding shares of Common Stock, to alter or repeal any provision of these Bylaws and to adopt new Bylaws pursuant to a binding proposal that is submitted to the stockholders for approval at a duly called annual meeting or special meeting of stockholders by a stockholder (who provides to the Secretary of the Corporation a timely notice of such proposal which satisfies the notice procedures and all other relevant provisions of Section 3 and Section 11 of Article II of these Bylaws, as applicable, and is otherwise permitted by applicable law (the “Notice of Bylaw Amendment Proposal”)) that (i) Owned (as defined below) shares of Common Stock in the amount and for the duration of time specified in Rule 14(a)-8 under the Exchange Act on the date the Notice of Bylaw Amendment Proposal is delivered or mailed to and received by the Secretary of the Corporation in accordance with Section 3 and Section 11 of Article II of these Bylaws, as applicable, and the close of business on the record date for determining the stockholders entitled to vote at such annual meeting or special meeting of stockholders; and (ii) continuously Owns (as defined below) such shares of Common Stock through the date of such annual meeting or special meeting of stockholders (and any postponement or adjournment thereof).

For purposes of this Article XV, a stockholder shall be deemed to “Own” only those outstanding shares of Common Stock as to which such stockholder possesses both (i) the full voting and investment rights pertaining to the shares and (ii) the full economic interest in (including the opportunity for profit from and risk of loss on) such shares; *provided* that the number of shares calculated in accordance with clauses (i) and (ii) shall not include any shares (A) sold by such stockholder or any of its Affiliates (as defined below) in any transaction that has not been settled or closed, including short sales, (B) borrowed by such stockholder or any of its Affiliates for any purpose or purchased by such stockholder or any of its Affiliates pursuant to an agreement to resell, (C) that are subject to any option, warrant, forward contract, swap, contract of sale, other derivative or similar instrument, agreement, arrangement or understanding entered into by such stockholder or any of its Affiliates, whether any such instrument, agreement, arrangement or understanding is to be settled with shares or with cash based on the notional amount or value of shares of outstanding Common Stock, in any such case which instrument, agreement, arrangement or understanding has, or is intended to have, the purpose or effect of (1) reducing in any manner, to any extent or at any time in the future, such stockholder’s or its Affiliate’s full right to vote or direct the voting of any such shares and/or (2) hedging, offsetting or altering to any degree any gain or loss arising from the full economic ownership of such shares by such stockholder or its Affiliate or (D) for which the stockholder has transferred the right to vote the shares other than by means of a proxy, power of attorney or other instrument or arrangement that is unconditionally revocable at any time by the stockholder and that expressly directs the proxy holder to vote at the direction of the stockholder. In addition, a stockholder shall be deemed to “Own” shares of Common Stock held in the name of a nominee or other intermediary so long as the stockholder retains the full right to instruct how the shares are voted with respect to the election of directors and possesses the full economic interest in the shares of Common Stock. A stockholder’s Ownership of shares of Common Stock shall be deemed to continue during any period in which the stockholder has loaned such shares provided that the stockholder has the power to recall such loaned shares on three Business Days’ notice and has in fact recalled such loaned shares as of the time the Notice of Bylaw Amendment Proposal is provided and through the date of the relevant annual meeting or special meeting of stockholders. For purposes of this Article XV, the terms “Owned,” “Owning” and other variations of the word “Own” shall have correlative meanings. Whether outstanding shares of Common Stock are “Owned” for these purposes shall be determined by the Board of Directors, in its sole discretion. In addition, for purposes of this Article XV, the term “Affiliate” or “Affiliates” shall have the meaning ascribed thereto under the Exchange Act.

**DESCRIPTION OF REGISTRANT'S SECURITIES
REGISTERED PURSUANT TO SECTION 12 OF
THE SECURITIES EXCHANGE ACT OF 1934**

The following is a brief description of the securities of Xenia Hotels & Resorts, Inc. ("our company," "we," "us" or "our") registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The following description of our capital stock does not purport to be complete and is subject to, and qualified in its entirety by, our charter and our second amended and restated bylaws (our "bylaws"), and the applicable provisions of the Maryland General Corporation Law, or "MGCL". As of December 31, 2019 and the date hereof, our Common Stock is the only class of our securities registered under Section 12 of the Exchange Act.

General

Our charter provides that we may issue up to 500,000,000 shares of Common Stock, \$0.01 par value per share, and up to 50,000,000 shares of Preferred Stock, \$0.01 par value per share. Our board of directors (the "Board of Directors" or the "Board") has the power, without stockholder approval, to amend our charter from time to time to increase or decrease the aggregate number of shares of stock or the number of shares of stock of any class or series we are authorized to issue. As of December 31, 2019, we had 112,670,757 shares of our Common Stock issued and outstanding.

Under Maryland law, stockholders generally are not personally liable for our debts or obligations solely as a result of their status as stockholders.

Common Stock

All of the outstanding shares of our Common Stock are duly authorized, fully paid and nonassessable. Our common stockholders are entitled to receive dividends when authorized by our Board and declared by us out of assets legally available for the payment of dividends. Our common stockholders are also entitled to share ratably in our assets legally available for distribution to our stockholders in the event of our liquidation, dissolution or winding up, after payment of, or adequate provision for, all of our known debts and liabilities. These rights are subject to the preferential rights of any other class or series of our stock and to the provisions of our charter regarding restrictions on ownership and transfer of our stock.

Subject to our charter restrictions on ownership and transfer of our stock and except as may otherwise be provided in our charter, each outstanding share of our Common Stock entitles the holder thereof to one vote on all matters submitted to a vote of stockholders, including the election of directors. Except as provided with respect to any other class or series of stock, our common stockholders will possess exclusive voting power. Cumulative voting in the election of directors is not permitted.

Our common stockholders have no preference, conversion, exchange, sinking fund or redemption rights and have no preemptive rights to subscribe for any of our capital stock. Subject to our charter restrictions on ownership and transfer of our stock, holders of shares of our Common Stock will initially have equal dividend, liquidation and other rights. Our common stockholders generally have no appraisal rights unless our Board of Directors determines that appraisal rights apply, with respect to all or any classes or series of stock, to one or more transactions occurring after the date of such determination in connection with which stockholders would otherwise be entitled to exercise appraisal rights.

Under Maryland law, a Maryland corporation generally cannot dissolve, amend its charter, merge, convert into another entity, sell all or substantially all of its assets, engage in a statutory share exchange or engage in similar transactions unless declared advisable by the board of directors and approved by the affirmative vote of stockholders entitled to cast at least two-thirds of all of the votes entitled to be cast on the matter unless a lesser percentage (but not less than a majority of the votes entitled to be cast on the matter) is set forth in the corporation's charter.

Our charter provides for approval of these matters by the affirmative vote of stockholders entitled to cast a majority of the votes entitled to be cast on such matters, except that the affirmative vote of stockholders entitled to cast at least two-thirds of the votes entitled to be cast generally in the election of directors is required to amend provisions of our charter relating to director removal or the vote required for certain amendments. Maryland law also permits a corporation to transfer all or substantially all of its assets without the approval of its stockholders to an entity all of the equity interests of which are owned, directly or indirectly, by the corporation. Our operating assets may be held by our operating partnership or its wholly-owned subsidiaries and these subsidiaries may be able to merge or transfer all or substantially all of their assets without the approval of our stockholders.

Our charter authorizes our Board of Directors to reclassify any unissued shares of our Common Stock into other classes or series of stock, to establish the designation and number of shares of each such class or series and to set, subject to the

provisions of our charter regarding the restrictions on ownership and transfer of our stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications or terms or conditions of redemption of each such class or series.

Preferred Stock

Under the terms of our charter, our Board of Directors is authorized to classify any unissued shares of our Preferred Stock and to reclassify any previously classified but unissued shares of Preferred Stock into other classes or series of stock. Before the issuance of shares of each class or series, our Board of Directors is required by Maryland law and by our charter to set, subject to our charter restrictions on ownership and transfer of stock, the terms, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications or terms or conditions of redemption for each class or series. As of the date of this filing, we have no outstanding shares of Preferred Stock, and we presently have no plans to issue any other shares or classes of Preferred Stock.

Power to Issue Additional Shares of Common Stock and Preferred Stock

We believe that the power to issue additional shares of our Common Stock or Preferred Stock and to classify or reclassify unissued shares of our Common Stock or Preferred Stock and to issue the classified or reclassified shares provides us with increased flexibility in structuring possible future financings and acquisitions and in meeting other needs which might arise. These actions can be taken without action by our stockholders, unless stockholder approval is required by applicable law or the rules of any stock exchange or automated quotation system on which our stock may be listed or traded. Although we have no present intention of doing so, we could issue a class or series of stock that (i) has priority over shares of our Common Stock with respect to dividends or other distributions or rights upon liquidation, exclusive or class voting rights or with other terms and conditions, or (ii) could delay, defer or prevent a transaction or a change in control of our company that might involve a premium price for our Common Stock or that our common stockholders otherwise believe to be in their best interest. In addition, our issuance of additional shares of stock in the future could dilute the voting and other rights of your shares. See “*Certain Provisions of Maryland Law and of Our Charter and Bylaws.*”

Restrictions on Ownership and Transfer

In order to qualify as a REIT under the Internal Revenue Code of 1986, as amended, (the “Code”), our shares of stock must be beneficially owned by 100 or more persons during at least 335 days of a taxable year of 12 months (other than the first year for which an election to be a REIT has been made) or during a proportionate part of a shorter taxable year. Also, not more than 50% of the value of our outstanding shares of capital stock may be owned, directly or indirectly, by five or fewer individuals (as defined in the Code to include certain entities) during the last half of a taxable year (other than the first year for which an election to be a REIT has been made).

In order to qualify as a REIT and for other purposes, our charter, subject to certain exceptions, contains restrictions on the number of shares of our stock that a person may own. Our charter provides that no person may beneficially or constructively own more than 9.8% in value or in number of shares, whichever is more restrictive, of the outstanding shares of any class or series of our capital stock. We refer to the foregoing restrictions as the “Ownership Limit.”

Our charter also prohibits any person from:

- beneficially owning shares of our capital stock to the extent that such beneficial ownership would result in our being “closely held” within the meaning of Section 856(h) of the Code (without regard to whether the ownership interest is held during the last half of the taxable year);
 - transferring shares of our capital stock to the extent that such transfer would result in our shares of capital stock being beneficially owned by fewer than 100 persons (determined under the principles of Section 856(a)(5) of the Code);
 - beneficially or constructively owning shares of our capital stock to the extent such beneficial or constructive ownership would cause us to constructively own ten percent or more of the ownership interests in a tenant (other than a TRS) of our real property within the meaning of Section 856(d)(2)(B) of the Code; or
 - beneficially or constructively owning shares of our capital stock if such beneficial or constructive ownership would otherwise cause us to fail to qualify as a REIT under the Code, including, but not limited to, as a result of any hotel management companies failing to qualify as an “eligible independent contractor” under the REIT rules.
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Our Board of Directors, in its sole discretion, may prospectively or retroactively exempt a person from certain of the limits described in the paragraph above and may establish or increase an excepted holder percentage limit for that person. The person seeking an exemption must provide to our Board of Directors any representations, covenants and undertakings that our Board of Directors may deem appropriate in order to conclude that granting the exemption will not cause us to lose our status as a REIT. Our Board of Directors may not grant an exemption to any person if that exemption would result in our failing to qualify as a REIT. Our Board of Directors may require a ruling from the Internal Revenue Service ("IRS") or an opinion of counsel, in either case in form and substance satisfactory to our Board of Directors, in its sole discretion, in order to determine or ensure our status as a REIT.

Any attempted transfer of shares of our capital stock which, if effective, would violate any of the restrictions described above will result in the number of shares of our capital stock causing the violation (rounded up to the nearest whole share) to be automatically transferred to a trust for the exclusive benefit of one or more charitable beneficiaries, except that any transfer that results in the violation of the restriction relating to shares of our capital stock being beneficially owned by fewer than 100 persons will be void ab initio. In either case, the proposed transferee will not acquire any rights in those shares. The automatic transfer will be deemed to be effective as of the close of business on the business day prior to the date of the purported transfer or other event that results in the transfer to the trust. Shares held in the trust will be issued and outstanding shares. The proposed transferee will not benefit economically from ownership of any shares held in the trust, will have no rights to dividends or other distributions and will have no rights to vote or other rights attributable to the shares held in the trust. The trustee of the trust will have all voting rights and rights to dividends or other distributions with respect to shares held in the trust. These rights will be exercised for the exclusive benefit of the charitable beneficiary. Any dividend or other distribution paid prior to our discovery that shares have been transferred to the trust will be paid by the recipient to the trustee upon demand. Any dividend or other distribution authorized but unpaid will be paid when due to the trustee. Any dividend or other distribution paid to the trustee will be held in trust for the charitable beneficiary. Subject to Maryland law, the trustee will have the authority (i) to rescind as void any vote cast by the proposed transferee prior to our discovery that the shares have been transferred to the trust and (ii) to recast the vote in accordance with the desires of the trustee acting for the benefit of the charitable beneficiary. However, if we have already taken irreversible corporate action, then the trustee will not have the authority to rescind and recast the vote.

Within 20 days of receiving notice from us that shares of our stock have been transferred to the trust, the trustee will sell the shares to a person, designated by the trustee, whose ownership of the shares will not violate the above ownership and transfer limitations. Upon the sale, the interest of the charitable beneficiary in the shares sold will terminate and the trustee will distribute the net proceeds of the sale to the proposed transferee and to the charitable beneficiary as follows. The proposed transferee will receive the lesser of (i) the price paid by the proposed transferee for the shares or, if the proposed transferee did not give value for the shares in connection with the event causing the shares to be held in the trust (e.g., a gift, devise or other similar transaction), the market price (as defined in our charter) of the shares on the day of the event causing the shares to be held in the trust and (ii) the price per share received by the trustee (net of any commission and other expenses of sale) from the sale or other disposition of the shares. The trustee will reduce the amount payable to the proposed transferee by the amount of dividends or other distributions paid to the proposed transferee and owed by the proposed transferee to the trustee. Any net sale proceeds in excess of the amount payable to the proposed transferee will be paid immediately to the charitable beneficiary. If, prior to our discovery that our shares of our stock have been transferred to the trust, the shares are sold by the proposed transferee, then (i) the shares shall be deemed to have been sold on behalf of the trust and (ii) to the extent that the proposed transferee received an amount for the shares that exceeds the amount he or she was entitled to receive, pursuant to the above, the excess shall be paid to the trustee upon demand.

In addition, shares of our stock held in the trust will be deemed to have been offered for sale to us, or our designee, at a price per share equal to the lesser of (i) the price per share in the transaction that resulted in the transfer to the trust (or, in the case of a devise, gift or other similar transaction, the market price at the time of the devise, gift or other similar transaction) and (ii) the market price on the date we, or our designee, accept the offer, which we will reduce by the amount of dividends and other distributions paid to the proposed transferee and owed by the proposed transferee to the trustee. We will have the right to accept the offer until the trustee has sold the shares. Upon a sale to us, the interest of the charitable beneficiary in the shares sold will terminate and the trustee will distribute the net proceeds of the sale to the proposed transferee.

If a transfer to a charitable trust, as described above, would be ineffective for any reason to prevent a violation of a restriction, the transfer that would have resulted in a violation will be void ab initio, and the proposed transferee shall acquire no rights in those shares.

Any certificate representing shares of our capital stock, and any notices delivered in lieu of certificates with respect to the issuance or transfer of uncertificated shares, will bear a legend referring to the restrictions described above.

Any person who acquires or attempts or intends to acquire beneficial or constructive ownership of shares of our capital stock that will or may violate any of the foregoing restrictions on transferability and ownership, or any person who would have owned shares of our capital stock that resulted in a transfer of shares to a charitable trust, is required to give written notice immediately to us, or in the case of a proposed or attempted transaction, to give at least 15 days' prior written notice, and provide us with such other information as we may request in order to determine the effect of the transfer on our status as a REIT. The foregoing restrictions on transferability and ownership will not apply if our Board of Directors determines that it is no longer in our best interests to attempt to qualify, or to continue to qualify, as a REIT or that compliance is no longer required in order for us to qualify as a REIT.

Every owner of more than 5% (or any lower percentage as required by the Code or the Treasury regulations promulgated thereunder) in number or value of the outstanding shares of our capital stock, within 30 days after the end of each taxable year, is required to give us written notice, stating his or her name and address, the number of shares of each class and series of shares of our capital stock that he or she beneficially owns and a description of the manner in which the shares are held. Each of these owners must promptly provide us with additional information that we may request in order to determine the effect, if any, of his or her beneficial ownership on our status as a REIT and to ensure compliance with the ownership limits. In addition, each stockholder will upon demand be required to provide us with information that we may request in order to determine our status as a REIT and to comply with the requirements of any taxing authority or governmental authority or to determine our compliance.

These ownership limitations could delay, defer or prevent a transaction or a change in control that might involve a premium price for our shares of Common Stock or otherwise be in the best interest of our stockholders.

Transfer Agent and Registrar

The transfer agent and registrar for shares of our Common Stock is ComputerShare, Inc., P.O. Box 505013 Louisville, KY 40233-5013 (844) 248-2205.

Certain Provisions of Maryland Law and Our Charter and Bylaws

The following summary of certain provisions of Maryland law and our charter and bylaws does not purport to be complete and is subject to and qualified in its entirety by reference to Maryland law and to our charter and our bylaws.

Our Board of Directors

According to our charter and bylaws, the number of directors of our company may be established, increased or decreased only by a majority of our entire Board of Directors but may not be fewer than the minimum number required under the MGCL (which is currently one) nor, unless our bylaws are amended, more than fifteen.

Any vacancy on the Board of Directors for any cause other than an increase in the number of directors may be filled by a majority of the remaining directors, even if such majority is less than a quorum. Any vacancy in the number of directors created by an increase in the number of directors may be filled by a majority of the entire Board of Directors. Any individual so elected as a director shall serve until the next annual meeting of stockholders and until his or her successor is duly elected and qualifies.

Each of our directors will be elected by our common stockholders to serve until the next annual meeting of our stockholders and until his or her successor is duly elected and qualifies under the MGCL. Holders of shares of our Common Stock will have no right to cumulative voting in the election of directors. Our Bylaws provide that each director shall be elected by a majority of the total votes cast for and against each director in an uncontested election. In contested elections, directors will be elected by a plurality of all of the votes cast in the election of directors.

Removal of Directors

Our charter provides that, subject to the rights of holders of one or more classes or series of Preferred Stock to elect or remove one or more directors, a director may be removed only for cause (as defined in our charter) and only by the affirmative vote of stockholders entitled to cast at least two-thirds of the votes entitled to be cast generally in the election of directors.

Business Combinations

Under the MGCL, certain “business combinations” (including a merger, consolidation, statutory share exchange or, in certain circumstances specified under the statute, an asset transfer or issuance or reclassification of equity securities) between a Maryland corporation and any interested stockholder, or an affiliate of such an interested stockholder, are prohibited for five years after the most recent date on which the interested stockholder becomes an interested stockholder. Maryland law defines an interested stockholder as:

- any person who beneficially owns, directly or indirectly, 10% or more of the voting power of the corporation’s outstanding voting stock; or
- an affiliate or associate of the corporation who, at any time within the two-year period prior to the date in question, was the beneficial owner of 10% or more of the voting power of the then-outstanding stock of the corporation.

A person is not an interested stockholder under the MGCL if the board of directors approved in advance the transaction by which the person otherwise would have become an interested stockholder. In approving a transaction, the Board of Directors may provide that its approval is subject to compliance, at or after the time of the approval, with any terms and conditions determined by it.

After such five-year period, any such business combination must be recommended by the Board of Directors of the corporation and approved by the affirmative vote of at least:

- 80% of the votes entitled to be cast by holders of outstanding shares of voting stock of the corporation; and
- two-thirds of the votes entitled to be cast by holders of voting stock of the corporation other than shares held by the interested stockholder with whom (or with whose affiliate) the business combination is to be effected or held by an affiliate or associate of the interested stockholder.

These supermajority approval requirements do not apply if, among other conditions, the corporation’s common stockholders receive a minimum price (as defined in the MGCL) for their shares and the consideration is received in cash or in the same form as previously paid by the interested stockholder for its shares.

These provisions of the MGCL do not apply, however, to business combinations that are approved or exempted by a corporation’s board of directors prior to the time that the interested stockholder becomes an interested stockholder. Our Board of Directors has, by board resolution, exempted business combinations between us and any other person, provided that such business combination is first approved by our Board, including a majority of our directors who are not affiliated with the interested stockholder. Consequently, the five-year prohibition and the supermajority vote requirements will not apply to business combinations between us and any such person.

We cannot assure you that our Board of Directors will not amend or repeal this resolution in the future. However, an alteration or repeal of this resolution will not have any effect on any business combinations that have been consummated prior to or upon any agreements existing at the time of such modification or repeal.

Control Share Acquisitions

The MGCL provides that a holder of “control shares” of a Maryland corporation acquired in a “control share acquisition” has no voting rights with respect to those shares except to the extent approved by the affirmative vote of at least two-thirds of the votes entitled to be cast by stockholders entitled to exercise or direct the exercise of the voting power in the election of directors generally but excluding: (1) the person who has made or proposes to make the control share acquisition; (2) any officer of the corporation; or (3) any employee of the corporation who is also a director of the corporation. “Control shares” are voting shares of stock that, if aggregated with all other such shares of stock previously acquired by the acquirer or in respect of which the acquirer is able to exercise or direct the exercise of voting power (except solely by virtue of a revocable proxy), would entitle the acquirer to exercise voting power in electing directors within one of the following ranges of:

- one-tenth or more but less than one-third;
 - one-third or more but less than a majority; or
 - a majority or more of all voting power.
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Control shares do not include shares that the acquiring person is then entitled to vote as a result of having previously obtained stockholder approval or shares acquired directly from the corporation. A “control share acquisition” means the acquisition, directly or indirectly, of ownership of, or the power to direct the exercise of voting power with respect to, issued and outstanding control shares, subject to certain exceptions.

A person who has made or proposes to make a control share acquisition, upon satisfaction of certain conditions (including an undertaking to pay expenses and making an “acquiring person statement” as described in the MGCL), may compel the board of directors of a company to call a special meeting of stockholders to be held within 50 days of demand to consider the voting rights of the control shares. If no request for a special meeting is made, the corporation may itself present the question at any stockholders meeting.

If voting rights of control shares are not approved at the meeting or if the acquiring person does not deliver an “acquiring person statement” as required by the statute, then, subject to certain conditions and limitations, the corporation may redeem any or all of the control shares (except those for which voting rights have previously been approved) for fair value determined, without regard to the absence of voting rights for the control shares as of the date of any meeting of stockholders at which the voting rights of such shares are considered and not approved or, if no such meeting is held, as of the date of the last control acquisition by the acquirer. If voting rights for control shares are approved at a stockholders meeting and the acquirer becomes entitled to vote a majority of the shares entitled to vote, all other stockholders may exercise appraisal rights. The fair value of the shares as determined for purposes of such appraisal rights may not be less than the highest price per share paid by the acquirer in the control share acquisition.

The control share acquisition statute does not apply (1) to shares acquired in a merger, consolidation or statutory share exchange if the corporation is a party to the transaction or (2) to acquisitions approved or exempted by the charter or bylaws of the corporation.

Our bylaws contain a provision exempting from the control share acquisition statute any and all acquisitions by any person of shares of our stock. Our Board of Directors may amend or eliminate this provision at any time in the future, whether before or after the acquisition of control shares.

Amendments to Our Charter and Bylaws

Our charter generally may be amended only if such amendment is declared advisable by our Board of Directors and approved by the affirmative vote of stockholders entitled to cast a majority of the votes entitled to be cast on the matter. The affirmative vote of stockholders entitled to cast at least two thirds of the votes entitled to be cast on such matter is required to amend the provisions of our charter relating to the removal of directors or the vote required for certain amendments.

Our Board of Directors has the power to adopt, alter or repeal any provision of our bylaws and to make new bylaws. Our bylaws also provide stockholders with the concurrent right to amend our bylaws by the affirmative vote of a majority of the outstanding shares of our Common Stock pursuant to a proposal submitted by a group of up to five stockholders owning at least 1% of our outstanding Common Stock continuously for at least one year, provided, that the stockholder (or group) and each proposed bylaw amendment satisfy the requirements specified in the bylaws. A stockholder proposal submitted under our bylaws may not, without the approval of our Board, alter or repeal the provisions of our bylaws relating to indemnification of our directors and officer and the procedures for the amendment of our bylaws.

Exclusive Forum

Our bylaws provide that, unless we consent in writing to the selection of an alternative forum, the sole and exclusive forum for (a) any derivative action or proceeding brought on our behalf, (b) any action asserting a claim of breach of any duty owed by us or by any director or officer or other employee to us or to our stockholders, (c) any action asserting a claim against us or any director or officer or other employee arising pursuant to any provision of the MGCL or our charter or bylaws or (d) any action asserting a claim against us or any director or officer or other employee that is governed by the internal affairs doctrine shall be the Circuit Court for Baltimore City, Maryland, or, if that Court does not have jurisdiction, the United States District Court for the District of Maryland, Baltimore Division.

Meetings of Stockholders

Under our bylaws, annual meetings of stockholders will be held each year at a date and time determined by our Board of Directors. Special meetings of stockholders may be called by our Board of Directors, the chairman of our Board of Directors,

our president or our chief executive officer. Additionally, subject to the provisions of our bylaws, special meetings of the stockholders must be called by our secretary to act on any matter that may properly be considered at a meeting of stockholders upon the written request of stockholders entitled to cast not less than a majority of the votes entitled to be cast on such matter at such meeting who have requested the special meeting in accordance with the procedures set forth in, and provided the information and certifications required by, our bylaws. Only matters set forth in the notice of the special meeting may be considered and acted upon at such a meeting.

Advance Notice of Director Nominations and New Business

Our bylaws provide that:

- with respect to an annual meeting of stockholders, nominations of individuals for election to our Board of Directors and the proposal of business to be considered by stockholders at the annual meeting may be made only
 - pursuant to our notice of the meeting;
 - by or at the direction of our Board of Directors; or
 - by a stockholder who was a stockholder of record both at the time of giving of the notice of the meeting and at the time of the annual meeting, who is entitled to vote at the meeting in the election of each individual nominated or on such other business, and who has complied with the advance notice procedures set forth in, and provided the information and certifications required by, our bylaws; and
- with respect to special meetings of stockholders, only the business specified in our company's notice of meeting may be brought before the special meeting of stockholders, and nominations of individuals for election to our Board of Directors may be made only
 - by or at the direction of our Board of Directors; or
 - provided that the meeting has been called in accordance with our bylaws for the purpose of electing directors, by a stockholder who is a stockholder of record both at the time of giving of the notice required by our bylaws and at the time of the meeting, who is entitled to vote at the meeting in the election of each individual so nominated and who has complied with the advance notice provisions set forth in, and provided the information and certifications required by, our bylaws.

The purpose of requiring stockholders to give advance notice of nominations and other proposals is to afford our Board of Directors and our stockholders the opportunity to consider the qualifications of the proposed nominees or the advisability of the other proposals and, to the extent considered necessary by our Board of Directors, to inform stockholders and make recommendations regarding the nominations or other proposals.

Proxy Access Procedures for Eligible Stockholders.

Our bylaws permit an eligible stockholder (as defined in our bylaws), or a group of no more than 20 eligible stockholders, owning collectively 3% or more of the Common Stock continuously for at least three years, to nominate and include in our proxy materials for an annual meeting of stockholders, the greater of (i) two director nominees or (ii) director nominees constituting up to 20% of the total number of directors on the Board; provided that the stockholder (or group) and each nominee satisfy the requirements specified in the Bylaws.

Limitation of Liability and Indemnification of Directors and Officers

Maryland law permits a Maryland corporation to include in its charter a provision limiting the liability of its directors and officers to the corporation and its stockholders for money damages except for liability resulting from actual receipt of an improper benefit or profit in money, property or services or active and deliberate dishonesty that is established by a final judgment and is material to the cause of action. Our charter contains such a provision that eliminates such liability to the maximum extent permitted by Maryland law.

The MGCL requires a Maryland corporation (unless its charter provides otherwise, which our charter does not) to indemnify a director or officer who has been successful, on the merits or otherwise, in the defense of any proceeding to which he or she is made or threatened to be made a party by reason of his or her service in that capacity. The MGCL permits a Maryland

corporation to indemnify its present and former directors and officers, among others, against judgments, penalties, fines, settlements and reasonable expenses actually incurred by them in connection with any proceeding to which they may be made or are threatened to be made a party by reason of their service in those or other capacities unless it is established that:

- the act or omission of the director or officer was material to the matter giving rise to the proceeding and:
 - was committed in bad faith; or
 - was the result of active and deliberate dishonesty;
- the director or officer actually received an improper personal benefit in money, property or services; or
- in the case of any criminal proceeding, the director or officer had reasonable cause to believe that the act or omission was unlawful.

However, under the MGCL, a Maryland corporation may not indemnify a director or officer for an adverse judgment in a suit by or in the right of the corporation or if the director or officer was adjudged liable on the basis that personal benefit was improperly received, unless in either case a court orders indemnification and then only for expenses. A court may order indemnification if it determines that the director or officer is fairly and reasonably entitled to indemnification, even though the director or officer did not meet the prescribed standard of conduct or was adjudged liable on the basis that personal benefit was improperly received.

In addition, the MGCL permits a Maryland corporation to advance reasonable expenses to a director or officer upon the corporation's receipt of:

- a written affirmation by the director or officer of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification by the corporation; and
- a written undertaking, which may be unsecured, by the director or officer or on the director's or officer's behalf to repay the amount paid if it shall ultimately be determined that the standard of conduct has not been met.

Our charter authorizes us to obligate our company and our bylaws obligate us, to the maximum extent permitted by Maryland law in effect from time to time, to indemnify and to pay or reimburse reasonable expenses in advance of final disposition of a proceeding without requiring a preliminary determination of the director's or officer's ultimate entitlement to indemnification to:

- any present or former director or officer who is made or threatened to be made a party to the proceeding by reason of his or her service in that capacity; or
- any individual who, while a director or officer of our company and at our request, serves or has served as a director, officer, partner, member, manager or trustee of another corporation, real estate investment trust, partnership, limited liability company, joint venture, trust, employee benefit plan or any other enterprise and who is made or threatened to be made a party to the proceeding by reason of his or her service in that capacity.

Our charter and bylaws also permit us, with the approval of our Board of Directors, to indemnify and advance expenses to any person who served a predecessor of ours in any of the capacities described above and to any employee or agent of our company or a predecessor of our company.

Indemnification Agreements

We have entered into indemnification agreements with each of our directors and executive officers that provide for indemnification to the maximum extent permitted by Maryland law.

REIT Qualification

Our charter provides that our Board of Directors may revoke or otherwise terminate our REIT election, without approval of our stockholders, if it determines that it is no longer in our best interest to attempt to, or to continue to, be qualified as a REIT. Our charter also provides that our Board of Directors may determine that compliance with the restrictions on ownership and transfer of our stock is no longer required for us to qualify as a REIT.

**XENIA HOTELS & RESORTS, INC.
DIRECTOR COMPENSATION PROGRAM
(AS AMENDED AND RESTATED AS OF FEBRUARY 19, 2020)**

This Xenia Hotels & Resorts, Inc. (the “Company”) Director Compensation Program (this “Program”) for non-employee directors of the Company (the “Directors”) shall be effective as of January 1, 2020 (the “Effective Date”).

Cash Compensation

Annual base retainers will be paid in the following amounts to Directors:

Director:	\$75,000
Chair of Audit Committee:	\$20,000
Chair of Compensation Committee:	\$20,000
Chair of Nominating and Governance Committee:	\$15,000
Non-Chair Audit Committee Member:	\$10,000
Non-Chair Compensation Committee Member:	\$10,000
Non-Chair Nominating and Corporate Governance Committee Member:	\$7,500
Lead Director (additional retainer):	\$45,000

All annual base retainers will be paid in cash quarterly in arrears promptly following the end of the applicable calendar quarter, but in no event more than thirty (30) days after the end of such quarter.

Equity Compensation

Initial Grant:	Each Director who is initially elected or appointed to serve on the board of directors of the Company (the “ <u>Board</u> ”) after the Effective Date shall be automatically granted on the effective date of such initial election or appointment shares of common stock of the Company (“ <u>Common Stock</u> ”) with a value equal to \$100,000 (the “ <u>Initial Grant</u> ”), <i>provided</i> , that if such initial election or appointment does not occur at an annual meeting of the Company’s stockholders, the value of the Initial Grant shall equal the product of (i) \$100,000 multiplied by (ii) a fraction, the numerator of which equals the number of full calendar months from the effective date of such election or appointment through the first anniversary of the most recent annual meeting of the Company’s stockholders and the denominator of which equals twelve.
Annual Grant:	Each Director who is serving on the Board as of the date of each annual meeting of the Company’s stockholders and who is re-elected as a Director at such annual meeting shall, on the date of such annual meeting, be automatically granted LTIP Units (as defined in the Third Amended and Restated Agreement of Limited Partnership of XHR LP, as amended or amended and restated from time to time) of XHR LP (“ <u>LTIP Units</u> ”) with a value of \$100,000 (the “ <u>Annual Grant</u> ”).

Each Initial Grant and Annual Grant shall be fully vested as of the applicable date of grant.

Election to Receive Common Stock With respect to each Annual Grant, a Director may elect in advance to receive an equivalent number of fully vested shares of Common Stock in lieu of LTIP Units. Such election must be made not later than December 31 of the calendar year preceding the year in which such Annual Grant is made, or, if such Director initially becomes a Director after such December 31 and prior to the next annual meeting, then the earlier of (x) the fifth (5th) day following the effective date of such Director's initial election or appointment, or (y) the day immediately preceding the date of such Annual Grant (in any case, or such earlier date as may be established by the Board in its discretion).

Non-Accredited Investors: Notwithstanding the foregoing, in the event that a Director does not qualify as an "accredited investor" within the meaning of Regulation D of the Securities Act of 1933, as amended, on the date of any grant of LTIP Units to such Director pursuant to this Program, then such Director shall not receive such grant of LTIP Units and in lieu thereof shall automatically be granted an equivalent number of fully vested shares of Common Stock.

Miscellaneous

For purposes of determining the number of LTIP Units or shares of Common Stock, as applicable, subject to each Initial Grant and each Annual Grant, the dollar value of such grant shall be divided by the market closing price of a share of Common Stock on the date of such grant (or, in the event that the date of grant is not a trading day, then on the immediately preceding trading day), and shall be rounded up to the nearest whole LTIP Unit or share of Common Stock, as applicable.

The grant of any LTIP Units or shares of Common Stock under this Program shall be subject to the applicable Company equity incentive plan under which the grant is made and, to the extent determined by the Company, the terms set forth in a written agreement in a form prescribed by the board of directors of the Company (the "Board") or a committee designated by the Board. The grant of any LTIP Units under this Program shall also be subject to the terms of the Third Amended and Restated Agreement of Limited Partnership of XHR LP, as amended or amended and restated from time to time.

Effectiveness, Amendment, Modification and Termination

This Program shall be effective as of the Effective Date, and as of the Effective Date shall replace and supersede all previous director compensation programs of the Company. This Program may be amended, modified or terminated by the Board at any time and from time to time in its sole discretion.

**Xenia Hotels & Resorts, Inc.
Retirement Policy**

Effective as of February 18, 2020

**Article 1
INTRODUCTION**

Xenia Hotels & Resorts, Inc., a Maryland corporation (the “Company”), is establishing this Xenia Hotels & Resorts, Inc. Retirement Policy (as amended from time to time as provided below, the “Retirement Policy”), effective as of February 18, 2020 (the “Effective Date”) to provide for the treatment of Awards held by Participants upon a Qualifying Retirement.

**ARTICLE 2
DEFINITIONS**

Whenever the following terms are used in the Retirement Policy, they shall have the meanings specified below. Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to such terms in the applicable Company Equity Plan.

2.1 “Administrator” means the Board or a Committee thereof as may be appointed by the Board to administer the Retirement Policy (subject to and in accordance with Article V below).

2.2 “Award” means an “Award” within the meaning of any Company Equity Plan.

2.3 “Award Agreement” means any written agreement between the Company and a Participant (which may be in electronic format) memorializing any terms and conditions of an Award.

2.4 “Board” means the Board of Directors of the Company.

2.5 “Committee” shall mean the Compensation Committee of the Board, or another committee or subcommittee of the Board.

2.6 “Company Equity Plan” means each of the Xenia Hotels & Resorts, Inc., XHR Holdings, Inc. and XHR LP 2015 Incentive Award Plan, as it may be amended or restated from time to time, and any future or successor equity compensation plan under which the Company grants Awards.

2.7 “Grant Date” means the date on which the applicable Award is granted to the Participant by valid Company action.

2.8 “Non-Competition Agreement” means a written agreement between the Company and a Participant containing such non-competition, non-solicitation, non-disparagement, confidentiality, intellectual property and/or other restrictive covenants and terms and conditions as the Administrator may determine.

2.9 “Organizational Documents” shall mean, collectively, (a) the Company’s articles of incorporation, certificate of incorporation, bylaws or other similar organizational documents relating to the creation and governance of the Company, and (b) the Committee’s charter or other similar organizational documentation relating to the creation and governance of the Committee.

2.10 “Participant” means, except as otherwise limited by the terms of any Award Agreement, any Employee, Consultant or Director.

2.11 “Partnership” means XHR LP, a Delaware limited partnership.

2.12 “Performance-Vesting Award” means any Award that is subject to one or more performance-based vesting conditions (which may be in addition to any service-based vesting conditions).

2.13 “Qualifying Retirement” means, unless otherwise determined by the Administrator, the Participant’s voluntary retirement from the Company on or after the date on which the Participant has attained at least sixty (60) years of age and has completed at least ten (10) Years of Service, provided that the Participant has provided the Company or the Partnership with at least six (6) months’ advance written notice of the Participant’s retirement and has executed and delivered a Non-Competition Agreement to the Company prior to the date of such retirement. For the avoidance of doubt, if the Participant incurs a Termination of Service for any reason during such notice period, such Termination of Service shall not be deemed to have occurred by reason of the Participant’s Qualifying Retirement for the purposes of this Retirement Policy.

2.14 “Time-Vesting Award” means any Award that is subject to service-based vesting conditions and is not subject to any performance-based vesting conditions.

2.15 “Years of Service” means the aggregate period of time, expressed as a number of whole years and fractions thereof, during which the Participant was a member of the Board or served as an Employee, as applicable, in a paid status.

ARTICLE 3 TREATMENT OF AWARDS UPON RETIREMENT

3.1 **Treatment of Time-Vesting Awards Upon a Qualifying Retirement.** If a Participant experiences a Termination of Service as a result of his or her Qualifying Retirement, all outstanding and unvested Time-Vesting Awards held by such Participant as of the date of such Qualifying Retirement shall vest in full and become nonforfeitable upon the Participant’s Qualifying Retirement.

3.2 **Treatment of Performance-Vesting Awards Upon a Qualifying Retirement.** If a Participant experiences a Termination of Service as a result of his or her Qualifying Retirement, all outstanding and unvested Performance-Vesting Awards held by such Participant as of the date of such Qualifying Retirement shall remain outstanding and shall, upon the completion of the applicable performance period (or such other date set forth in the applicable Award Agreement on which performance conditions are deemed satisfied), vest with respect to a

number of Shares or LTIP Units, as applicable, equal to the product of (x) the number of Shares or LTIP Units that would have become vested based solely on the actual attainment of applicable performance goals (as determined in accordance with the provisions of the applicable Award Agreement) during the performance period, and (y) a fraction, the numerator of which is the number of days elapsed from the first day of the performance period through and including the date of the Participant's Qualifying Retirement, and the denominator of which is the total number of days in the performance period. To the extent that a Performance Vesting Award does not become vested in accordance with the preceding sentence in connection with the Participant's Qualifying Retirement, such Performance-Vesting Award will automatically thereupon be cancelled and forfeited without payment of any consideration therefor, and the Participant shall have no further right to or interest in such Performance-Vesting Award.

ARTICLE 4 ADMINISTRATION

4.1 **Administration and Interpretation.** The Administrator shall administer the Retirement Policy (except as otherwise permitted herein). The Administrator is hereby authorized to take all actions and make all determinations contemplated by the Retirement Policy and to adopt, amend and repeal such administrative rules, guidelines and practices relating to the Retirement Policy as it shall deem advisable. The Administrator may correct any defect or ambiguity, supply any omission or reconcile any inconsistency in the Retirement Policy in the manner and to the extent it shall deem necessary or appropriate to carry the Retirement Policy into effect, as determined by the Administrator. The Administrator shall make all determinations and interpretations under the Retirement Policy in its sole discretion. No member of the Administrator (or person acting on behalf of the Administrator) shall be liable for any action or determination or interpretation made in good faith with respect to the Retirement Policy and/or any Award.

4.2 **Delegation of Authority.** To the extent permitted by applicable law, the Board may delegate any or all of its powers under the Retirement Policy to one or more Committees and/or one or more officers of the Company. The Board may terminate any such delegation at any time and/or re-vest in itself any previously delegated authority.

ARTICLE 5 MISCELLANEOUS

5.1 **Authority to Amend and Terminate.** Except as otherwise provided in this Section 5.1, the Retirement Policy may be wholly or partially amended or otherwise modified, suspended or terminated at any time and from time to time by the Board in its sole discretion, *provided*, that no such amendment or termination shall, without the written consent of the affected Participant, materially impair any rights or obligations under any Award theretofore granted or awarded, unless the Award itself otherwise expressly so provides. Notwithstanding the foregoing, the Board may amend or modify the Retirement Policy as it deems necessary or appropriate to cause continued compliance with Section 409A (as defined below) in all events without the consent of any Participant.

5.2 **Participants Bound; Limited Applicability.** Any determination or other action taken by the Administrator with respect to the Retirement Policy, or any action authorized by or

taken at the direction of the Administrator, in any case, in good faith, shall be binding and conclusive upon all Participants and all other interested parties under the Retirement Policy. For clarity, unless otherwise expressly provided in a written agreement between the Company and any individual, in no event shall this Retirement Policy apply to any right other than an Award, including without limitation, any severance right or other incentive equity or other award not subject to the Retirement Policy.

5.3 Governing Law and Severability. The Retirement Policy shall be administered, interpreted and enforced under the internal laws of the State of Maryland without regard to conflicts of laws thereof or of any other jurisdiction. If any provision is held by a court of competent jurisdiction to be invalid or unenforceable for any reason, said illegality or invalidity shall not affect the remaining provisions hereof; instead, each provision shall be fully severable and the Retirement Policy shall be construed and enforced as if said illegal or invalid provision had never been included herein.

5.4 Section 409A Compliance. It is intended that this Retirement Policy shall be limited, construed and interpreted in accordance with Section 409A of the Internal Revenue Code and the treasury regulations and other official guidance promulgated thereunder (together, “Section 409A”). It is also intended that to the extent that any payment or benefit described hereunder is subject to Section 409A, it shall be paid in a manner that will comply with Section 409A. Notwithstanding anything contained herein, none of the Company, its affiliates or Subsidiaries, the Board, the Committee or the Administrator: (a) makes any representation or warranty with respect to the tax treatment of the Retirement Policy or benefits provided under the Retirement Policy, (b) will have any obligation to take any action to prevent the assessment of any excise tax or penalty on any participant under or by operation of Section 409A or otherwise, or (c) will have any liability to any Participant or any other person or entity for such tax or penalty or for any early, retroactive or additional tax or penalty under or by operation of Section 409A or otherwise. If the Company determines that paying any amounts to a Participant in respect of his or her Awards at the time(s) indicated in this Retirement Policy or any Award Agreement (as applicable) would be a prohibited distribution under Section 409A(a)(2)(B)(i) of the Internal Revenue Code, then no such payment shall be paid to such Participant prior to the expiration of the six (6)-month period following such Participant’s “separation from service” with the Company (within the meaning of Section 409A) if such Participant is a “specified employee” (within the meaning of Section 409A) on the date of her or her separation from service. If the payment of any such amount is delayed as a result of the previous sentence, then on the first business day following the end of such six (6)-month period (or such earlier date upon which such amount can be paid under Section 409A without resulting in a prohibited distribution, including as a result of such Participant’s death), the Company shall pay to such Participant a lump-sum amount equal to the cumulative amounts that would have otherwise been payable to such Participant during such six (6)-month period (without interest). For purposes of Section 409A, any right to a series of installment payments pursuant to this Retirement Policy or any applicable Award Agreement shall be treated as a right to a series of separate payments, and each Award (and any amounts payable in respect thereof) shall be treated separately from each other Award (and any amounts arising in connection therewith).

5.5 **Unfunded Status.** The Retirement Policy is intended to be an “unfunded” plan for incentive compensation. With respect to any payments not yet made to a Participant pursuant to an Award, nothing contained in the Retirement Policy shall give the Participant any rights that are greater than those of a general creditor of the Company or any Subsidiary.

5.6 **Indemnification.** To the extent permitted under applicable law and the Organizational Documents, each member of the Administrator shall be indemnified and held harmless by the Company from any loss, cost, liability, or expense that may be imposed upon or reasonably incurred by such member in connection with or resulting from any claim, action, suit, or proceeding to which he or she may be a party or in which he or she may be involved by reason of any action or failure to act pursuant to the Retirement Policy and against and from any and all amounts paid by him or her in satisfaction of judgment in such action, suit, or proceeding against him or her; provided he or she gives the Company an opportunity, at its own expense, to handle and defend the same before he or she undertakes to handle and defend it on his or her own behalf. The foregoing right of indemnification shall not be exclusive of any other rights of indemnification to which such persons may be entitled pursuant to the Organizational Documents, as a matter of law, or otherwise, or any power that the Company may have to indemnify them or hold them harmless.

5.7 **Relationship to other Benefits.** No payment pursuant to the Retirement Policy shall be taken into account in determining any benefits under any pension, retirement, savings, profit sharing, group insurance, welfare or other benefit plan of the Company or any Subsidiary except to the extent otherwise expressly provided in writing in such other plan or an agreement thereunder.

5.8 **Expenses.** The expenses of administering the Retirement Policy shall be borne by the Company and its Subsidiaries.

5.9 **No Contract.** The adoption and maintenance of this Retirement Policy shall not be deemed to be a contract between the Company and any person or to be consideration for the employment of or service by any person. Nothing herein contained shall be deemed to give any person the right to be an employee or other service provider of the Company or its Subsidiaries or to restrict the right of the Company or its Subsidiaries to terminate the employment or service of such person at any time, with or without cause, nor shall this Retirement Policy be deemed to give the Company the right to require any person to remain as an employee or other service provider of the Company or to restrict any person’s right to resign at any time.

5.10 **Headings; References to Sections of the Code.** The titles and headings of the Sections in the Retirement Policy are for convenience of reference only and, in the event of any conflict, the text of the Retirement Policy, rather than such titles or headings, shall control. References to sections of the Code shall include any amendment or successor thereto.

5.11 **Number and Gender.** Any reference in this Retirement Policy to the singular includes the plural where appropriate, and any reference in this Retirement Policy to the masculine gender includes the feminine and neuter genders where appropriate.

The Company has caused this Retirement Policy to be executed by a duly authorized officer on this 18th day of February, 2020, to be effective as of February 18, 2020.

XENIA HOTELS & RESORTS, INC.

By: /s/ Marcel Verbaas

Title: Chairman and Chief Executive Officer

Entity Name	Domestic Jurisdiction
131 East Redwood (Landlord), LLC	Maryland
131 East Redwood (Tenant), LLC	Maryland
14 Barnard Street Condominium Association, Inc.	Georgia
3376 Peachtree Road Master Condominium Association, Inc.	Georgia
Block 95 Unit 2 Condominiums Association, Inc.	Colorado
IA Lodging Alexandria King TRS, L.L.C.	Delaware
IA Lodging Alexandria King, L.L.C.	Delaware
IA Lodging Atlanta Waverly TRS, L.L.C.	Delaware
IA Lodging Atlanta Waverly, L.L.C.	Delaware
IA Lodging Austin Arboretum GP, L.L.C.	Delaware
IA Lodging Austin Arboretum LP	Delaware
IA Lodging Austin Arboretum LP, L.L.C.	Delaware
IA Lodging Austin Arboretum TRS GP, L.L.C.	Delaware
IA Lodging Austin Arboretum TRS LLC	Delaware
IA Lodging Austin Arboretum TRS LP, L.L.C.	Delaware
IA Lodging Burlingame TRS, L.L.C.	Delaware
IA Lodging Burlingame, L.L.C.	Delaware
IA Lodging Celebration TRS, L.L.C.	Delaware
IA Lodging Celebration, L.L.C.	Delaware
IA Lodging Charleston Lee TRS, L.L.C.	Delaware
IA Lodging Charleston Lee, L.L.C.	Delaware
IA Lodging Chicago Wabash TRS, L.L.C.	Delaware
IA Lodging Chicago Wabash, L.L.C.	Delaware
IA Lodging Dallas Akard Beverage Corporation	Texas
IA Lodging Dallas Akard GP, L.L.C.	Delaware
IA Lodging Dallas Akard LP	Illinois
IA Lodging Dallas Akard LP, L.L.C.	Delaware
IA Lodging Dallas Akard TRS GP, L.L.C.	Delaware
IA Lodging Dallas Akard TRS LP	Illinois
IA Lodging Dallas Akard TRS LP, L.L.C.	Delaware
IA Lodging Dallas Pearl GP, L.L.C.	Delaware
IA Lodging Dallas Pearl Limited Partnership	Delaware
IA Lodging Dallas Pearl LP, L.L.C.	Delaware
IA Lodging Dallas Pearl TRS, L.L.C.	Delaware
IA Lodging Denver Champa TRS, L.L.C.	Delaware
IA Lodging Denver Champa, L.L.C.	Delaware
IA Lodging Denver City Center TRS, L.L.C.	Delaware
IA Lodging Denver City Center, L.L.C.	Delaware
IA Lodging Houston Galleria GP, L.L.C.	Delaware
IA Lodging Houston Galleria LP	Delaware
IA Lodging Houston Galleria LP, L.L.C.	Delaware
IA Lodging Houston Galleria TRS GP, L.L.C.	Delaware
IA Lodging Houston Galleria TRS LLC	Delaware
IA Lodging Houston Galleria TRS LP, L.L.C.	Delaware

IA Lodging Houston Oaks GP, L.L.C.	Delaware
IA Lodging Houston Oaks LP	Delaware
IA Lodging Houston Oaks LP, L.L.C.	Delaware
IA Lodging Houston Oaks TRS GP, L.L.C.	Delaware
IA Lodging Houston Oaks TRS LLC	Delaware
IA Lodging Houston Oaks TRS LP, L.L.C.	Delaware
IA Lodging Key West TRS, L.L.C.	Delaware
IA Lodging Key West, L.L.C.	Delaware
IA Lodging Lexington Newtown TRS, L.L.C.	Delaware
IA Lodging Lexington Newtown, L.L.C.	Delaware
IA Lodging Napa First TRS, L.L.C.	Delaware
IA Lodging Napa First, L.L.C.	Delaware
IA Lodging Napa Solano TRS, L.L.C.	Delaware
IA Lodging Napa Solano, L.L.C.	Delaware
IA Lodging New Orleans TRS, L.L.C.	Delaware
IA Lodging New Orleans, L.L.C.	Delaware
IA Lodging Orlando Downtown TRS, L.L.C.	Delaware
IA Lodging Orlando Downtown, L.L.C.	Delaware
IA Lodging Pittsburgh Penn DST	Delaware
IA Lodging Pittsburgh Penn TRS DST	Delaware
IA Lodging Salt Lake City TRS, L.L.C.	Delaware
IA Lodging Salt Lake City, L.L.C.	Delaware
IA Lodging San Diego TRS, L.L.C.	Delaware
IA Lodging San Diego, L.L.C.	Delaware
IA Lodging Santa Clara TRS, L.L.C.	Delaware
IA Lodging Santa Clara, L.L.C.	Delaware
IA Lodging Savannah Barnard TRS, L.L.C.	Delaware
IA Lodging Savannah Barnard, L.L.C.	Delaware
IA Lodging Savannah TRS, L.L.C.	Delaware
IA Lodging Savannah, L.L.C.	Delaware
IA Lodging Waikiki Beach TRS, L.L.C.	Delaware
IA Lodging Waikiki Beach, L.L.C.	Delaware
IA Lodging West Des Moines TRS, L.L.C.	Delaware
IA Lodging West Des Moines, L.L.C.	Delaware
IA Lodging Woodlands GP, L.L.C.	Delaware
IA Lodging Woodlands LP	Delaware
IA Lodging Woodlands LP, L.L.C.	Delaware
IA Lodging Woodlands TRS GP, L.L.C.	Delaware
IA Lodging Woodlands TRS LLC	Delaware
IA Lodging Woodlands TRS LP, L.L.C.	Delaware
IA Urban Baltimore Hotel Associates I, L.L.C.	Maryland
IA Urban Hotels Baltimore TRS, L.L.C.	Delaware
IA Urban Hotels Baltimore, L.L.C.	Delaware
IA Urban Hotels Birmingham TRS, L.L.C.	Delaware
IA Urban Hotels Birmingham, L.L.C.	Delaware
IA Urban Hotels Cambridge TRS, L.L.C.	Delaware

IA Urban Hotels Cambridge, L.L.C.	Delaware
IA Urban Hotels Chicago TRS, L.L.C.	Delaware
IA Urban Hotels Chicago, L.L.C.	Delaware
IA Urban Hotels Fort Worth GP, L.L.C.	Delaware
IA Urban Hotels Fort Worth Limited Partnership	Delaware
IA Urban Hotels Fort Worth LP, L.L.C.	Delaware
IA Urban Hotels Fort Worth TRS GP, L.L.C.	Delaware
IA Urban Hotels Fort Worth TRS Limited Partnership	Delaware
IA Urban Hotels Fort Worth TRS LP, L.L.C.	Delaware
IA Urban Hotels Washington DC Franklin TRS, L.L.C.	Delaware
IA Urban Hotels Washington DC Franklin, L.L.C.	Delaware
IA Winston Hotels Kansas City TRS, L.L.C.	Delaware
IA Winston Hotels Kansas City, L.L.C.	Delaware
Philadelphia 17 GP, LLC	Delaware
Philadelphia 17 LP, LLC	Delaware
The Inn at Town Center Association	California
XHR Acquisitions, LLC	Delaware
XHR Arlington LLC	Delaware
XHR Arlington TRS LLC	Delaware
XHR Atlanta Peachtree LLC	Delaware
XHR Atlanta Peachtree Retail LLC	Delaware
XHR Atlanta Peachtree TRS LLC	Delaware
XHR Boston Commonwealth LLC	Delaware
XHR Boston Commonwealth TRS LLC	Delaware
XHR Bottling Court, LLC	Delaware
XHR Carlsbad Land LLC	Delaware
XHR Carlsbad LLC	Delaware
XHR Carlsbad TRS LLC	Delaware
XHR Charleston Meeting LLC	Delaware
XHR Charleston Meeting TRS LLC	Delaware
XHR Denver Curtis LLC	Delaware
XHR Denver Curtis TRS LLC	Delaware
XHR GP, Inc.	Delaware
XHR Holding, Inc.	Delaware
XHR LP	Delaware
XHR Management, LLC	Delaware
XHR Mountain Brook LLC	Delaware
XHR Mountain Brook TRS LLC	Delaware
XHR Orlando Cypress LLC	Delaware
XHR Orlando Cypress TRS LLC	Delaware
XHR Payment Manager, L.L.C.	Delaware
XHR Philadelphia 17 LLC	Delaware
XHR Philadelphia 17 TRS LLC	Delaware
XHR Phoenix Palms LLC	Delaware
XHR Phoenix Palms TRS LLC	Delaware
XHR Pittsburgh Market LLC	Delaware

XHR Pittsburgh Market TRS LLC	Delaware
XHR Portland LLC	Delaware
XHR Portland OCC LLC	Delaware
XHR Portland OCC TRS LLC	Delaware
XHR Portland TRS LLC	Delaware
XHR Santa Barbara LLC	Delaware
XHR Santa Barbara TRS LLC	Delaware
XHR Scottsdale Ranch LLC	Delaware
XHR Scottsdale Ranch TRS LLC	Delaware

Consent of Independent Registered Public Accounting Firm

The Board of Directors

Xenia Hotels & Resorts, Inc.:

We consent to the incorporation by reference in the registration statement on the Form S-3 ASR (No. 333-220400) and on Form S-8 (No. 333-201829) of Xenia Hotels & Resorts, Inc. of our reports dated February 25, 2020, with respect to the consolidated balance sheets of Xenia Hotels & Resorts, Inc. as of December 31, 2019 and 2018, the related consolidated statements of operations and comprehensive income, changes in equity, and cash flows for each of the years in the three-year period ended December 31, 2019, and the related notes and financial statement schedule III, and the effectiveness of internal control over financial reporting as of December 31, 2019, which reports appears in the December 31, 2019 annual report on Form 10-K of Xenia Hotels & Resorts, Inc.

Our report contains an explanatory paragraph related to Xenia Hotels & Resorts, Inc.'s change in method of accounting for leases as of January 1, 2019 due to the adoption of Accounting Standards Codification Topic 842, *Leases*.

/s/ KPMG LLP

Orlando, Florida
February 25, 2020

Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Marcel Verbaas, certify that:

1. I have reviewed this Annual Report on Form 10-K of Xenia Hotels & Resorts, 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: February 25, 2020

/s/ MARCEL VERBAAS

Marcel Verbaas

*Chairman and Chief Executive Officer
(Principal Executive Officer)*

Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Atish Shah, certify that:

1. I have reviewed this Annual Report on Form 10-K of Xenia Hotels & Resorts, 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: February 25, 2020

/s/ ATISH SHAH

Atish Shah

*Executive Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer)*

**Certification of Chief Executive Officer and Chief Financial Officer
Pursuant To 18 U.S.C. Section 1350,
as Adopted Pursuant to
Section 906 of The Sarbanes-Oxley Act of 2002**

In connection with the Annual Report of Xenia Hotels & Resorts, Inc. ("XHR") on Form 10-K for the year ended December 31, 2019 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned officers of XHR certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to such officers' knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of XHR.

Date: February 25, 2020

/s/ MARCEL VERBAAS

Marcel Verbaas

*Chairman and Chief Executive Officer
(Principal Executive Officer)*

/s/ ATISH SHAH

Atish Shah

*Executive Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer)*

A signed original of this written statement required by Section 906 has been provided to XHR and will be retained by XHR and furnished to the Securities and Exchange Commission or its staff upon request.

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as a part of the Report or on a separate disclosure document.