



Healthpeak
PROPERTIES

2021 ANNUAL REPORT

THE POST
WALTHAM, MA
LIFE SCIENCE
LEED CERTIFIED GOLD



THE BOARDWALK
TORREY PINES, CA
LIFE SCIENCE








| | |
|---------------------------------|-----------|
| Ticker | PEAK |
| Enterprise Value ⁽¹⁾ | \$25B |
| Liquidity ⁽²⁾ | \$2.2B |
| Credit Ratings | BBB+/Baa1 |
| Leverage ⁽³⁾ | 5.3x |

THE BOARDWALK
TORREY PINES
SAN DIEGO, CA
LIFE SCIENCE

Dear Stockholders,

In 2021, we maintained our steadfast focus of executing on Healthpeak's core strategy of maximizing stockholder value through stable growth in earnings, cash flows and dividends over the long term from investments in vital real estate that benefits from scientific innovation and an aging baby-boomer demographic.

The cornerstones of this strategy are to:

-  **Own and develop high-quality, irreplaceable healthcare real estate** in attractive high-barrier-to-entry markets in our **Life Science**, Medical Office and Continuing Care Retirement Community (CCRC) business lines.
-  **Grow our Life Science and Medical Office businesses** through our accretive development pipelines and significant land bank and embedded densification opportunities.
-  **Be a good partner** to tenants, health systems and operators. We pride ourselves on having a strong reputation in the industry as a partner of choice.
-  **Maintain a low cost of capital and a strong balance sheet** with BBB+/Baa1 investment grade credit ratings, which will provide financial strength through the inevitable industry and economic cycles.
-  **Lead with a people-first culture** that attracts, develops and retains top-tier talent. We believe that diversity, equity and inclusion are critical to a positive work environment that provides equal and fair treatment to all individuals on the basis of merit.

I am pleased to provide an overview of Healthpeak's portfolio and noteworthy 2021 events, a review of our development activities and opportunities, and a discussion of our commitment to ESG.

⁽¹⁾ Based on Healthpeak's common stock outstanding and stock price of \$36.09 as of the close of trading on December 31, 2021, and total consolidated debt and Healthpeak's share of unconsolidated joint venture debt and pro forma cash and cash equivalents as of December 31, 2021. Cash and cash equivalents includes \$8 million with respect to assets held for sale, and pro forma cash and cash equivalents also includes \$316 million of net proceeds from the future expected settlement of shares sold under equity forward contracts through our at-the-market equity offering program (ATM Program).

⁽²⁾ Represents pro forma cash and cash equivalents (as described above) plus undrawn capacity on Healthpeak's revolving credit facility, as of February 7, 2022.

⁽³⁾ Represents pro forma Net Debt to Adjusted EBITDAre, a non-GAAP financial measure, as of December 31, 2021. For the definition and reconciliation to the most directly comparable GAAP measure, see Appendix A.

Our Portfolio

Life Science



VANTAGE RENDERING
SOUTH SAN FRANCISCO, CA

Total Operating
Square Feet (SF)

11M

Core Markets
San Francisco, CA
Boston, MA
San Diego, CA

2021 Same-Store
NOI Growth*

7.2%

Same-Store Occupancy
(12/31/21)

96.6%

* For the definition and reconciliation of Same-Store NOI to the most directly comparable GAAP measure, see Appendix A.

Over the last five years, we have dramatically shifted our capital allocation strategy to focus on Life Science acquisitions and development. In 2016, the segment represented only 16% of our Portfolio Income compared to 48% at year-end 2021. With the continuation of strong underlying income growth and the stabilization of our in-process development pipeline, we expect Life Science to represent 52% of Healthpeak's Portfolio Income by late 2023 to early 2024.

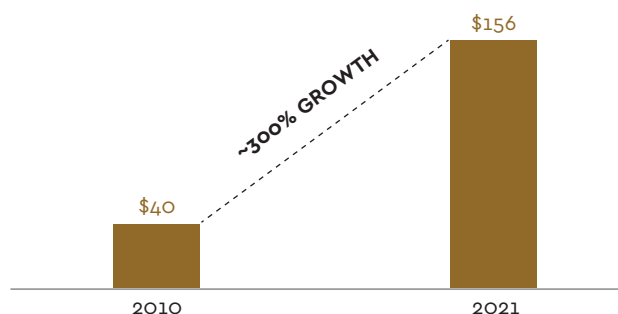
Our 11 million operating square foot portfolio is almost exclusively located in the three biotech innovation hotbed markets of San Francisco, Boston and San Diego. Our scale, Class A campuses and relationships provide us a significant competitive advantage in these key Life Science clusters.

Each of these markets is supported by world-class universities and research institutes, a critical mass of scientific talent, access to funding sources including venture capital, and tenant demand for purpose-built specialized buildings. These markets also have limited available land, which creates higher barriers to entry for new supply.

In 2021, we continued to capitalize on strong demand to grow our year-over-year Same-Store NOI by 7.2%. Our experienced team leased nearly 3 million square feet of space, more than double our internal budget at the start of the year.

We also completed \$658 million of Life Science acquisitions in 2021. When combined with the \$665 million of acquisitions closed in late 2020, our recent Life Science acquisitions total over \$1.3 billion. Importantly, a portion of this investment activity was land to support our future development pipeline.

RECORD LIFE SCIENCE INDUSTRY FUNDING LEVELS (\$USD in billions)



Total Funding Source: Dealforma and NIH.Gov

Medical Office



BOLINGBROOK MEDICAL OFFICE
BOLINGBROOK, IL

Total Operating
Square Feet (SF)

24M

On Campus

81%

2021 Same-Store
NOI Growth*

3.1%

Same-Store Occupancy
(12/31/21)

92.1%

* For the definition and reconciliation of Same-Store NOI to the most directly comparable GAAP measure, see Appendix A.

Our 24 million square foot Medical Office portfolio represented 39% of our year-end Portfolio Income. In 2021, we continued to focus on owning on-campus properties associated with the #1 or #2 hospital in the market. Our portfolio is an industry-leading 87% on-campus or campus-adjacent and 98% affiliated with leading hospital systems. Our portfolio placement and affiliations drive demand from hospital outpatient departments and from specialty physician tenants who offer services such as orthopedic, cardiovascular and oncology. In our experience, this tenant base leads to higher long-term occupancy and retention rates, as well as above-average growth, and provides

insulation from the growth in urgent care centers, retail clinics and telemedicine that compete more directly with off-campus and unaffiliated medical office buildings.

In 2021, we completed \$834 million of Medical Office acquisitions that were done primarily off-market, benefiting from the deep relationships we have built over the last 35 years. We also continued to expand our development program with HCA Healthcare.

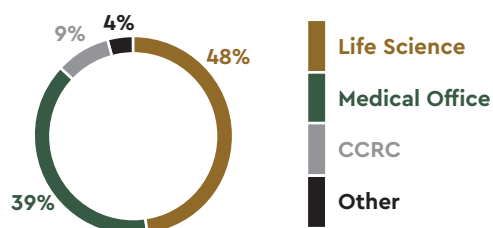
Continuing Care Retirement Communities (CCRC)



Our 15-community CCRC business represented 9% of our year-end Portfolio Income. CCRC communities have resort-like settings that provide a lifestyle choice for seniors and offer a continuum of care that provides peace of mind for residents. The communities tend to attract a younger, healthier senior resident, with an average length of stay of 8 to 10 years, which supports strong and stable economic returns. Our portfolio is concentrated in major retirement markets and sits on an aggregate of 721 acres, or almost 50 acres per community. Given the extensive land, long development cycle and specialty infrastructure required to develop and operate in this business, we have seen no new CCRC competition within a 10-mile radius of our properties for over a decade.

PORTFOLIO INCOME*

(As of December 31, 2021)



* Represents 4Q 2021 Portfolio Income. For the definition and reconciliation of Portfolio Income to the most directly comparable GAAP measure, see Appendix A.

Development, Land Bank and Densification Opportunities

Development is an important part of our growth strategy, where we leverage our 25 and 35 years of development experience in our Life Science and Medical Office platforms, respectively. In 2021, we delivered four projects totaling 375,000 square feet and a cumulative investment of \$220 million. Since 2015, we have delivered \$1.7 billion of developments at an 8% yield, which at current cap rates equates to a market value of approximately \$3.4 billion.

In 2021, we also commenced four Life Science development projects totaling 839,000 square feet and \$812 million of estimated spend. Our active pipeline now totals \$1.6 billion, which was 74% pre-leased as of December 2021, and 92% pre-leased excluding our recently announced Vantage development.

In Life Science, notable successes included the full lease-up of Nexus on Grand in South San Francisco, as well as Sorrento Gateway and Callan Ridge in San Diego. At 101 CambridgePark Drive in West Cambridge, we pre-leased 88% of the development and have significant tenant interest in the remaining availability.

In addition to our active projects, we continued to add to our land bank and densification opportunities, representing embedded future development spend of up to \$11 billion that will be a key driver of our future growth.

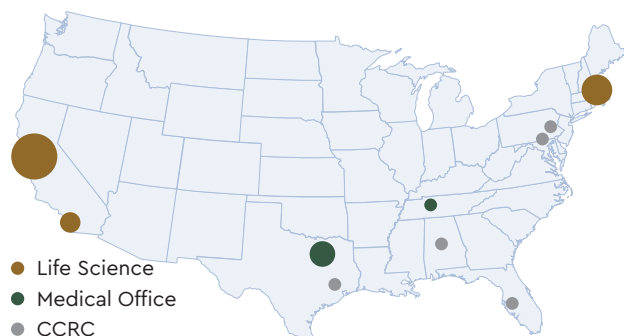
In San Francisco, we acquired an additional 12 acres of land adjacent to an existing parcel strategically located on Forbes Boulevard in the heart of South San Francisco. This acquisition creates a contiguous 20-acre, two-site parcel branded as Vantage, enabling the development of a multi-phase, scalable campus totaling 1 million square feet or more, pending final entitlements.

In San Diego, we executed an off-market acquisition of the Vista Sorrento campus in the Sorrento Mesa submarket. Following near-term expirations of the in-place leases across the 10-acre site, we intend to commence construction of a new Class A Life Science development totaling approximately 250,000 square feet across two buildings, to be built out in two phases.

And in Boston, we acquired 36 acres of largely contiguous properties and land in the Alewife submarket of Cambridge. This assemblage has convenient access to the Alewife MBTA station, Route 2 and the Minuteman Bike Trail, which link Cambridge, downtown Boston and the greater Boston suburbs.

We believe this will provide a unique opportunity to work with the City of Cambridge and the community to participate in creating a vibrant mixed-use development, including new purpose built **Life Science** properties.

HEALTHPEAK'S DENSIFICATION OPPORTUNITIES



ESG and Corporate Responsibility

We continue to pursue and invest in initiatives that deliver on our ESG goals.

In the summer of 2021, we published our tenth annual ESG report, which described our strong results and the industry and global recognition we have received. Our ESG efforts are focused on a number of priorities:

- First, over the last 10 years, our environmental initiatives have resulted in a 35% reduction in greenhouse gas (GHG) emissions. We plan to build on this momentum by continuing to focus on innovative and cost-effective solutions to reduce our carbon footprint using validated science-based GHG emissions reduction targets.
- Second, we continue to find ways to further ESG opportunities with our investment activities, including targeting LEED Gold for new **Life Science** developments and pursuing other green projects within our existing portfolio.
- Finally, we continue to focus on diversity, equity and inclusion through our We Stand Together initiative, which we launched in 2020. This program seeks to enhance racial diversity and inclusion through education and awareness within our company and throughout our communities.



Closing

In closing, I would like to thank our team for their dedication and hard work. Also, thanks to our many business partners and stockholders for their continued support.

At Healthpeak, we are excited about the future given the many improvements to our portfolio and balance sheet, and we remain focused on executing our strategy, which we believe will deliver strong value and dividend growth for years to come.

Tom Herzog

Chief Executive Officer
Healthpeak Properties, Inc.

Appendix A

Reconciliations and Definitions

Reconciliations

EBITDAre AND ADJUSTED EBITDAre

In thousands

| | YEAR ENDED DECEMBER 31, 2021 |
|--|---------------------------------|
| Net income (loss) | \$ 525,930 |
| Interest expense ⁽¹⁾ | 161,880 |
| Income tax expense (benefit) ⁽¹⁾ | (4,230) |
| Depreciation and amortization | 684,286 |
| Other depreciation and amortization | 4,873 |
| Loss (gain) on sales of real estate ⁽¹⁾ | (605,311) |
| Loss (gain) upon change of control | (1,042) |
| Impairments (recoveries) of depreciable real estate | 25,320 |
| Share of unconsolidated joint venture ("JV"): | |
| Interest expense | 72 |
| Income tax expense (benefit) | (2,096) |
| Depreciation and amortization | 17,085 |
| Loss (gain) on sale of real estate from unconsolidated JVs | (6,737) |
| EBITDAre | \$ 800,030 |
| Transaction-related items, excluding taxes | 6,789 |
| Other impairments (recoveries) and losses (gains) ⁽²⁾ | 24,238 |
| Restructuring and severance related charges | 3,610 |
| Loss (gain) on debt extinguishments | 225,824 |
| Casualty-related charges (recoveries), excluding taxes | 5,158 |
| Amortization of stock-based compensation | 18,202 |
| Adjusted EBITDAre | \$1,083,851 |

⁽¹⁾ Amount can be reconciled by combining the balances from the corresponding line of the Consolidated Statements of Operations and Discontinued Operations Reconciliation provided on pages 9 and 40, respectively, in the Earnings Release and Supplemental Report for the quarter and year ended December 31, 2021.

⁽²⁾ Includes the following: (i) a \$29 million goodwill impairment charge in connection with our senior housing asset sales reported in income (loss) from discontinued operations in the Consolidated Statements of Operations and (ii) \$1.6 million of reserves for loan loss recorded in impairments and loan loss reserves (recoveries), net in the Consolidated Statements of Operations, offset by (iii) \$6.4 million of accelerated recognition of a mark-to-market discount, less loan fees, resulting from prepayments on loans receivable which is included in interest income in the Consolidated Statements of Operations.

NET DEBT TO ADJUSTED EBITDAre

Dollars in thousands

| | YEAR ENDED DECEMBER 31, 2021 | PRO FORMA YEAR ENDED DECEMBER 31, 2021 AS REPORTED ⁽¹⁾ |
|-------------------------------|---------------------------------|--|
| Net Debt | \$6,027,767 | \$5,711,898 |
| Adjusted EBITDAre | \$1,083,851 | \$1,083,851 |
| Net Debt to Adjusted EBITDAre | 5.56x | 5.27x |

⁽¹⁾ Pro forma Net Debt to Adjusted EBITDAre at December 31, 2021 is adjusted to include \$316 million of net proceeds from the future expected settlement of 9.1 million shares sold under equity forward contracts through the Company's ATM program during the third quarter of 2021.

SAME-STORE PORTFOLIO CASH (ADJUSTED) NOI GROWTH

In thousands

| | YEAR ENDED DECEMBER 31, 2021 | | | YEAR ENDED DECEMBER 31, 2020 | | |
|---|---------------------------------|-------------------|------------------|---------------------------------|-------------------|-------------------|
| | LIFE SCIENCE | MEDICAL OFFICE | CCRC | LIFE SCIENCE | MEDICAL OFFICE | CCRC |
| Income (loss) from continuing operations | \$ 244,521 | \$ 356,035 | \$ (40,405) | \$ 198,189 | \$ 276,805 | \$ 43,191 |
| Interest income | — | — | — | — | — | — |
| Interest expense | 232 | 2,837 | 7,701 | 234 | 400 | 7,227 |
| Depreciation and amortization | 303,196 | 255,746 | 125,344 | 217,921 | 222,165 | 113,851 |
| General and administrative | — | — | — | — | — | — |
| Transaction costs | 24 | 323 | 1,445 | 236 | — | 17,994 |
| Impairments and loan loss (reserves) recoveries, net | — | 21,577 | — | 14,671 | 10,208 | — |
| Loss (gain) on sales of real estate, net | — | (190,590) | — | — | (90,390) | — |
| Loss on debt extinguishments | — | — | — | — | — | — |
| Other expense (income), net | (55) | 2,725 | (2,141) | — | — | (187,844) |
| Income tax expense (benefit) | — | — | — | — | — | — |
| Government grant income | — | — | 1,412 | — | — | 16,198 |
| Healthpeak's share of unconsolidated joint venture NOI | 3,921 | 1,708 | 464 | 311 | 1,643 | 4,187 |
| Noncontrolling interests' share of consolidated joint venture NOI | (205) | (25,292) | — | (167) | (24,315) | — |
| Equity loss (income) from unconsolidated JVs | (1,118) | (794) | (1,484) | 40 | (798) | 1,547 |
| Portfolio NOI | \$ 550,516 | \$ 424,275 | \$ 92,336 | \$ 431,435 | \$ 395,718 | \$ 16,351 |
| Adjustment to NOI | (46,589) | (11,118) | 3,241 | (20,133) | (5,544) | 97,072 |
| Portfolio Cash (Adjusted) NOI | \$ 503,927 | \$ 413,157 | \$ 95,577 | \$ 411,302 | \$ 390,174 | \$ 113,423 |
| Interest Income | — | — | — | — | — | — |
| Portfolio Income | \$ 503,927 | \$ 413,157 | \$ 95,577 | \$ 411,302 | \$ 390,174 | \$ 113,423 |
| Interest income | — | — | — | — | — | — |
| Adjustment to NOI | 46,589 | 11,118 | (3,241) | 20,133 | 5,544 | (97,072) |
| Non-SS Portfolio NOI | (187,281) | (81,001) | (72,243) | (95,302) | (62,483) | 8,070 |
| SS Portfolio NOI | \$ 363,235 | \$ 343,274 | \$ 20,093 | \$ 336,133 | \$ 333,235 | \$ 24,421 |
| Non-cash adjustment to SS Portfolio NOI | (15,215) | (6,412) | 164 | (11,463) | (6,618) | — |
| SS Portfolio Cash (Adjusted) NOI | \$ 348,020 | \$ 336,862 | \$ 20,257 | \$ 324,670 | \$ 326,617 | \$ 24,421 |

YEAR-OVER-YEAR TOTAL SS PORTFOLIO CASH (ADJUSTED) NOI GROWTH

| | ACTUAL | | PRO FORMA ⁽¹⁾ | |
|------------------------|-------------|---------------|--------------------------|---------------|
| | FULL YEAR | % OF SS | FULL YEAR | % OF SS |
| Life science | 7.2% | 49.3% | 7.2% | 49.4% |
| Medical office | 3.1% | 47.8% | 3.1% | 47.8% |
| CCRC | (17.1%) | 2.9% | (4.3%) | 2.8% |
| Total Portfolio | 4.4% | 100.0% | 4.9% | 100.0% |

⁽¹⁾ Pro forma reflects the results excluding government grants under the CARES Act for our CCRC portfolio.

PORTFOLIO INCOME

Dollars in thousands

| | THREE MONTHS ENDED DECEMBER 31, 2021 | | | | |
|---|--------------------------------------|-------------------|--------------------|------------------|--------------------|
| | LIFE SCIENCE | MEDICAL OFFICE | CCRC | OTHER | TOTAL PORTFOLIO |
| Income (loss) from continuing operations | \$ 62,419 | \$ 27,064 | \$ (11,498) | \$ 7,671 | \$ 28,943 |
| Interest income | — | — | — | (5,904) | (5,904) |
| Interest expense | 36 | 852 | 1,923 | — | 36,551 |
| Depreciation and amortization | 78,237 | 68,232 | 31,645 | — | 178,114 |
| General and administrative | — | — | — | — | 26,043 |
| Transaction costs | 13 | 28 | 356 | 27 | 424 |
| Loss (gain) on sales of real estate, net | — | (717) | — | — | (717) |
| Impairments and loan loss reserves (recoveries), net | — | 19,625 | — | (923) | 18,702 |
| Other expense (income), net | (1) | 241 | 314 | (3) | (662) |
| Loss (gain) on debt extinguishments | — | — | — | — | — |
| Income tax expense (benefit) | — | — | — | — | (1,857) |
| Government grant income | — | — | — | — | — |
| Equity loss (income) from unconsolidated JVs | (470) | (245) | — | (868) | (1,583) |
| Healthpeak's share of unconsolidated JVs NOI | 967 | 462 | 347 | 4,602 | 6,378 |
| Noncontrolling interests' share of consolidated JVs NOI | (49) | (6,302) | — | — | (6,351) |
| Portfolio NOI | \$ 141,152 | \$ 109,240 | \$ 23,087 | \$ 4,602 | \$ 278,081 |
| Adjustment to Portfolio NOI | (11,392) | (3,566) | 1,271 | (32) | (13,719) |
| Portfolio Cash (Adjusted) NOI | \$ 129,760 | \$ 105,674 | \$ 24,358 | \$ 4,570 | \$ 264,362 |
| Interest income | — | — | — | 5,904 | 5,904 |
| Portfolio Income | \$ 129,760 | \$ 105,672 | \$ 24,356 | \$ 10,475 | \$ 270,266 |
| % of Total Portfolio | 48% | 39% | 9% | 4% | 100% |

Definitions

Consolidated Debt. The carrying amount of bank line of credit, commercial paper, term loans, senior unsecured notes, and mortgage debt, as reported in our consolidated financial statements.

EBITDAre and Adjusted EBITDAre. EBITDAre, or EBITDA for Real Estate, is a supplemental performance measure defined by the National Association of Real Estate Investment Trusts ("Nareit") and intended for real estate companies. It represents earnings before interest expense, income taxes, depreciation and amortization, gains or losses from sales of depreciable property (including gains or losses on change in control), and impairment charges (recoveries) related to depreciable property. Adjusted EBITDAre is defined as EBITDAre excluding other impairments (recoveries) and other losses (gains), transaction-related items, prepayment costs (benefits) associated with early retirement or payment of debt, restructuring and severance related charges, litigation costs (recoveries), casualty-related charges (recoveries), stock compensation expense, and foreign currency remeasurement losses (gains). EBITDAre and Adjusted EBITDAre include our pro rata share of our unconsolidated JVs presented on the same basis. We consider EBITDAre and Adjusted EBITDAre important supplemental measures to net income (loss) because they provide an additional manner in which to evaluate our operating performance and serve as additional indicators of our ability to service our debt obligations. Net income (loss) is the most directly comparable GAAP measure to EBITDAre and Adjusted EBITDAre.

Enterprise Debt. Consolidated Debt plus our pro rata share of total debt from our unconsolidated JVs. Enterprise Debt is a supplemental measure of our financial position, which enables both management and investors to analyze our leverage and to compare our leverage to that of other companies. Our pro rata share of total debt from our unconsolidated JVs is not intended to reflect our actual liability or ability to access assets should there be a default under any or all such loans or a liquidation of the JVs.

Net Debt. Enterprise Debt less the carrying amount of cash and cash equivalents as reported in our consolidated financial statements and our pro rata share of cash and cash equivalents from our unconsolidated JVs. Consolidated Debt is the most directly comparable GAAP measure to Net Debt. Net Debt is a supplemental measure of our financial position, which enables both management and investors to analyze our leverage and to compare our leverage to that of other companies.

Net Debt to Adjusted EBITDAre. Net Debt divided by Adjusted EBITDAre is a supplemental measure of our ability to decrease our debt. Because we may not be able to use our cash to reduce our debt on a dollar-for-dollar basis, this measure may have material limitations. Pro forma Net Debt to Adjusted EBITDAre includes \$316 million of net proceeds from the future expected settlement of shares sold under equity forward contracts through our ATM Program during the third quarter of 2021.

Net Operating Income ("NOI") and Cash (Adjusted) NOI. NOI and Adjusted NOI are non-GAAP supplemental financial measures used to evaluate the operating performance of real estate. NOI is defined as real estate revenues (inclusive of rental and related revenues, resident fees and services, income from direct financing leases, and government grant income and exclusive of interest income), less property level operating expenses; NOI excludes all other financial statement amounts included in net income (loss). Adjusted NOI is calculated as NOI after eliminating the effects of straight-line rents, DFL non-cash interest, amortization of market lease intangibles, termination fees, actuarial reserves for insurance claims that have been incurred but not reported, and the impact of deferred community fee income and expense. NOI and Adjusted NOI include our share of income (loss) generated by unconsolidated joint ventures and exclude noncontrolling interests' share of income (loss) generated by consolidated joint ventures. Adjusted NOI is oftentimes referred to as "Cash NOI." Management believes NOI and Adjusted NOI are important supplemental measures because they provide relevant and useful information by reflecting only income and operating expense items that are incurred at the property level and present them on an unlevered basis. We use NOI and Adjusted NOI to make decisions about resource allocations, to assess and compare property level performance, and to evaluate our Same-Store ("SS") performance, as described below. We believe that net income (loss) is the most directly comparable GAAP measure to NOI and Adjusted NOI. NOI and Adjusted NOI should not be viewed as alternative measures of operating performance to net income (loss) as defined by GAAP since they do not reflect various excluded items. Further, our definitions of NOI and Adjusted NOI may not be comparable to the definitions used by other REITs or real estate companies, as they may use different methodologies for calculating NOI and Adjusted NOI.

Operating expenses generally relate to leased medical office and life science properties, as well as CCRC facilities. We generally recover all or a portion of our leased medical office and life science property expenses through tenant recoveries. We present expenses as operating or general and administrative based on the underlying nature of the expense.

Portfolio Income. Cash (Adjusted) NOI plus interest income plus our pro rata share of Cash (Adjusted) NOI from our unconsolidated JVs less noncontrolling interests' pro rata share of Cash (Adjusted) NOI from consolidated JVs.

Same-Store ("SS"). Same-Store NOI and Cash (Adjusted) NOI information allows us to evaluate the performance of our property portfolio under a consistent population by eliminating changes in the composition of our consolidated portfolio of properties. Same-Store Adjusted NOI excludes amortization of deferred revenue from tenant-funded improvements and certain non-property specific operating expenses that are allocated to each operating segment on a consolidated basis. Properties are included in Same-Store once they are stabilized for the full period in both comparison periods. Newly acquired operating assets are generally considered stabilized at the earlier of lease-up (typically when the tenant(s) control(s) the physical use of at least 80% of the space and rental payments have commenced) or 12 months from the acquisition date. Newly completed developments and redevelopments are considered stabilized at the earlier of lease-up or 24 months from the date the property is placed in service. Properties that experience a change in reporting structure are considered stabilized after 12 months in operations under a consistent reporting structure. A property is removed from Same-Store when it is classified as held for sale, sold, placed into redevelopment, experiences a casualty event that significantly impacts operations, a change in reporting structure or operator transition has been agreed to, or a significant tenant relocates from a Same-Store property to a non Same-Store property and that change results in a corresponding increase in revenue. We do not report Same-Store metrics for our other non-reportable segments.

**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, 2021

or

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

For the transition period from to

Commission file number 001-08895

Healthpeak Properties, Inc.

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of
incorporation or organization)

33-0091377

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

5050 South Syracuse Street, Suite 800

Denver, CO 80237

(Address of principal executive offices) (Zip Code)

(720) 428-5050

(Registrant's telephone number, including area code)

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

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--------------------------------|-------------------|--|
| Common Stock, \$1.00 par value | PEAK | New York Stock Exchange |

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

None

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

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

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

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

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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

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

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter: \$12.8 billion.

As of February 7, 2022, there were 539,304,127 shares of the registrant's \$1.00 par value common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive Proxy Statement for the registrant's 2022 Annual Meeting of Stockholders, to be filed with the Securities and Exchange Commission no later than 120 days after December 31, 2021, have been incorporated by reference into Part III of this Report.

Healthpeak Properties, Inc.

Form 10-K

For the Fiscal Year Ended December 31, 2021

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All references in this report to “Healthpeak,” the “Company,” “we,” “us” or “our” mean Healthpeak Properties, Inc., together with its consolidated subsidiaries. Unless the context suggests otherwise, references to “Healthpeak Properties, Inc.” mean the parent company without its subsidiaries.

Cautionary Language Regarding Forward-Looking Statements

Statements in this Annual Report on Form 10-K that are not historical factual statements are “forward-looking statements” within the meaning of 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”). Forward-looking statements include, among other things, statements regarding our and our officers’ intent, belief or expectation as identified by the use of words such as “may,” “will,” “project,” “expect,” “believe,” “intend,” “anticipate,” “seek,” “target,” “forecast,” “plan,” “potential,” “estimate,” “could,” “would,” “should” and other comparable and derivative terms or the negatives thereof. Forward-looking statements reflect our current expectations and views about future events and are subject to risks and uncertainties that could cause actual results, including our future financial condition and results of operations, to differ materially from those expressed or implied by any forward-looking statements. You are urged to carefully review the disclosures we make concerning risks and uncertainties that may affect our business and future financial performance, including those made below under “Summary Risk Factors” and in “Item 1A, Risk Factors” in this report.

Forward-looking statements are based on certain assumptions and analysis made in light of our experience and perception of historical trends, current conditions and expected future developments as well as other factors that we believe are appropriate under the circumstances. While forward-looking statements reflect our good faith belief and assumptions we believe to be reasonable based upon current information, we can give no assurance that our expectations or forecasts will be attained. Further, we cannot guarantee the accuracy of any such forward-looking statement contained in this Annual Report. Except as required by law, we do not undertake, and hereby disclaim, any obligation to update any forward-looking statements, which speak only as of the date on which they are made.

Risk Factors Summary

Investors should consider the risks and uncertainties described below that may affect our business and future financial performance. These and other risks and uncertainties are more fully described in “Item 1A, Risk Factors” in this report. Additional risks not presently known to us or that we currently deem immaterial may also affect us. If any of these risks occur, our business, financial condition or results of operations could be materially and adversely affected.

As more fully set forth under “Item 1A, Risk Factors” in this report, principal risks and uncertainties that may affect our business, financial condition or results of operations include:

- the coronavirus (“Covid”) pandemic and health and safety measures intended to reduce its spread, the availability, effectiveness and public usage and acceptance of vaccines, and how quickly and to what extent normal economic and operating conditions can resume within the markets in which we operate;
- the ability of our existing and future tenants, operators, and borrowers to conduct their respective businesses in a manner sufficient to maintain or increase their revenues and manage their expenses in order to generate sufficient income to make rent and loan payments to us and our ability to recover investments made, if applicable, in their operations;
- increased competition, operating costs, and market changes affecting our tenants, operators, and borrowers;
- the financial condition of our tenants, operators, and borrowers, including potential bankruptcies and downturns in their businesses, and their legal and regulatory proceedings;
- our concentration of real estate investments in the healthcare property sector, which makes us more vulnerable to a downturn in a specific sector than if we invested in multiple industries and exposes us to the risks inherent in illiquid investments;
- our ability to identify and secure replacement tenants and operators and the potential renovation costs and regulatory approvals associated therewith;
- our property development, redevelopment, and tenant improvement activity risks, including project abandonments, project delays, and lower profits than expected;
- changes within the life science industry;
- high levels of regulation, funding requirements, expense and uncertainty faced by our life science tenants;
- the ability of the hospitals on whose campuses our medical office buildings (“MOBs”) are located and their affiliated healthcare systems to remain competitive or financially viable;

- our ability to maintain or expand our hospital and health system client relationships;
- operational risks associated with third party management contracts, including the additional regulation and liabilities of our properties operated through structures permitted by the Housing and Economic Recovery Act of 2008, which includes most of the provisions previously proposed in the REIT Investment Diversification and Empowerment Act of 2007 (commonly referred to as “RIDEA”);
- economic and other conditions that negatively affect geographic areas from which we recognize a greater percentage of our revenue;
- uninsured or underinsured losses, which could result in significant losses and/or performance declines by us or our tenants and operators;
- our investments in joint ventures and unconsolidated entities, including our lack of sole decision making authority and our reliance on our partners’ financial condition and continued cooperation;
- our use of fixed rent escalators, contingent rent provisions and/or rent escalators based on the Consumer Price Index;
- competition for suitable healthcare properties to grow our investment portfolio;
- our ability to foreclose on collateral securing our real estate-related loans;
- our ability to make material acquisitions and successfully integrate them;
- the potential impact on us and our tenants, operators, and borrowers from litigation matters, including rising liability and insurance costs;
- an increase in our borrowing costs, including due to higher interest rates;
- the availability of external capital on acceptable terms or at all, including due to rising interest rates, changes in our credit ratings and the value of our common stock, volatility or uncertainty in the capital markets, and other factors;
- cash available for distribution to stockholders and our ability to make dividend distributions at expected levels;
- our ability to manage our indebtedness level and covenants in and changes to the terms of such indebtedness;
- changes in global, national and local economic and other conditions;
- laws or regulations prohibiting eviction of our tenants;
- the failure of our tenants, operators, and borrowers to comply with federal, state and local laws and regulations, including resident health and safety requirements, as well as licensure, certification, and inspection requirements;
- required regulatory approvals to transfer our senior housing properties;
- compliance with the Americans with Disabilities Act and fire, safety and other regulations;
- the requirements of, or changes to, governmental reimbursement programs such as Medicare or Medicaid;
- legislation to address federal government operations and administration decisions affecting the Centers for Medicare and Medicaid Services;
- our participation in the Coronavirus Aid, Relief, and Economic Security Act (“CARES Act”) Provider Relief Fund and other Covid-related stimulus and relief programs;
- provisions of Maryland law and our charter that could prevent a transaction that may otherwise be in the interest of our stockholders;
- environmental compliance costs and liabilities associated with our real estate investments;
- our ability to maintain our qualification as a real estate investment trust (“REIT”);
- changes to U.S. federal income tax laws, and potential deferred and contingent tax liabilities from corporate acquisitions;
- calculating non-REIT tax earnings and profits distributions;
- ownership limits in our charter that restrict ownership in our stock;
- the loss or limited availability of our key personnel; and
- our reliance on information technology systems and the potential impact of system failures, disruptions or breaches.

PART I

ITEM 1. Business

General Overview

Healthpeak Properties, Inc. is a Standard & Poor's ("S&P") 500 company that acquires, develops, owns, leases, and manages healthcare real estate across the United States ("U.S."). Our company was originally founded in 1985. We are a Maryland corporation and qualify as a self-administered REIT. Our corporate headquarters are located in Denver, Colorado, and we have additional offices in Irvine, California and Franklin, Tennessee.

During 2020, we began the process of disposing of our senior housing triple-net and senior housing operating property ("SHOP") portfolios. In September 2021, we successfully completed the disposition of both portfolios. Refer to the discussion of recent dispositions in "Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations—Overview of Transactions" for additional information. As of December 31, 2020, we concluded that the planned dispositions represented a strategic shift that had and will have a major effect on our operations and financial results and, therefore, the assets are classified as discontinued operations in all periods presented herein. See Note 5 to the Consolidated Financial Statements for further information regarding discontinued operations.

In conjunction with the disposal of our senior housing triple-net and SHOP portfolios, we focused our strategy on investing in a diversified portfolio of high-quality healthcare properties across our three core asset classes of life science, medical office, and continuing care retirement community ("CCRC") real estate. Under the life science and medical office segments, we invest through the acquisition, development and management of life science buildings, MOBs, and hospitals. Under the CCRC segment, our properties are operated through RIDEA structures. We have other non-reportable segments that are comprised primarily of debt investments and an interest in an unconsolidated joint venture that owns 19 senior housing assets (our "SWF SH JV").

At December 31, 2021, our portfolio of investments, including properties in our unconsolidated joint ventures, consisted of interests in 484 properties. The following table summarizes information for our reportable segments, excluding discontinued operations, for the year ended December 31, 2021 (dollars in thousands):

| Segment | Total Portfolio Adjusted NOI ⁽¹⁾⁽²⁾ | Percentage of Total Portfolio Adjusted NOI ⁽¹⁾ | Number of Properties |
|----------------------|--|---|----------------------|
| Life science | \$ 503,927 | 49 % | 150 |
| Medical office | 413,157 | 40 % | 300 |
| CCRC | 95,577 | 9 % | 15 |
| Other non-reportable | 17,484 | 2 % | 19 |
| Totals | \$ 1,030,145 | 100 % | 484 |

(1) Total Portfolio metrics include results of operations from disposed properties through the disposition date. See "Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations—Non-GAAP Financial Measures" for additional information regarding Adjusted NOI and see Note 16 to the Consolidated Financial Statements for a reconciliation of Adjusted NOI by segment to net income (loss).

(2) For the year ended December 31, 2021, Adjusted NOI for our senior housing triple-net and SHOP portfolios was \$7 million and \$4 million, respectively. Operating results for these portfolios are reported as discontinued operations for all periods presented herein.

For a description of our significant activities during 2021, see "Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations—Overview of Transactions" in this report.

Business Strategy

We invest in and manage our real estate portfolio for the long-term to maximize benefit to our stockholders and support the growth of our dividends. Our strategy consists of four core elements:

- (i) Our *real estate*: Our portfolio is grounded in high-quality properties in desirable locations. We focus on three purposely selected private pay asset classes—life science, medical office, and continuing care retirement community—to provide stability through inevitable market cycles.
- (ii) Our *financials*: We maintain a strong investment-grade balance sheet with ample liquidity as well as long-term fixed-rate debt financing with staggered maturities to reduce our exposure to interest rate volatility and refinancing risk.

- (iii) Our *partnerships*: We work with leading healthcare companies, operators, and service providers and are responsive to their space and capital needs. We provide high-quality property management services to encourage tenants to renew, expand, and relocate into our properties, which drives increased occupancy, rental rates, and property values.
- (iv) Our *platform*: We have a people-first culture that we believe attracts, develops, and retains top talent. We continually strive to create and maintain an industry-leading platform with systems and tools that allow us to effectively and efficiently manage our assets and investment activity.

Internal Growth Strategies

We believe our real estate portfolio holds the potential for increased future cash flows as it is well-maintained and in desirable locations. Our strategy for maximizing the benefits from these opportunities is to: (i) work with new or existing tenants and operators to address their space and capital needs and (ii) provide high-quality property management services in order to motivate tenants to renew, expand, or relocate into our properties.

We expect to continue our internal growth as a result of our ability to:

- Build and maintain long-term leasing and management relationships with quality tenants and operators. In choosing locations for our properties, we focus on the physical environment, adjacency to established businesses (e.g., hospital systems) and educational centers, proximity to sources of business growth, and other local demographic factors.
- Replace tenants and operators at the best available market terms and lowest possible transaction costs. We believe we are well-positioned to attract new tenants and operators and achieve attractive rental rates and operating cash flow as a result of the location, design, and maintenance of our properties, together with our reputation for high-quality building services and responsiveness to tenants, and our ability to offer space alternatives within our portfolio.
- Extend and modify terms of existing leases prior to expiration. We structure lease extensions, early renewals, or modifications, which reduce the cost associated with lease downtime or the re-investment risk resulting from the exercise of tenants' purchase options, while securing the tenancy and relationship of our high quality tenants and operators on a long-term basis.

Investment Strategies

The delivery of healthcare services requires real estate and, as a result, tenants and operators depend on real estate, in part, to maintain and grow their businesses. We believe the healthcare real estate market provides investment opportunities due to the: (i) compelling long-term demographics driving the demand for healthcare services; (ii) specialized nature of healthcare real estate investing; and (iii) ongoing consolidation of the fragmented healthcare real estate sector.

While we emphasize healthcare real estate ownership, we may also provide real estate secured financing to, or invest in equity or debt securities of, healthcare operators or other entities engaged in healthcare real estate ownership. We may also acquire all or substantially all of the securities or assets of other REITs, operating companies, or similar entities where such investments would be consistent with our investment strategies. We may co-invest alongside institutional or development investors through partnerships or limited liability companies.

We monitor, but do not limit, our investments based on the percentage of our total assets that may be invested in any one property type, investment vehicle, or geographic location, the number of properties that may be leased to a single tenant or operator, or loans that may be made to a single borrower. In allocating capital, we target opportunities with the most attractive risk/reward profile for our portfolio as a whole. We may take additional measures to mitigate risk, including diversifying our investments (by sector, geography, tenant, or operator), structuring transactions as master leases, requiring tenant or operator insurance and indemnifications, and/or obtaining credit enhancements in the form of guarantees, letters of credit, or security deposits.

We believe we are well-positioned to achieve external growth through acquisitions, financing, and development. Other factors that contribute to our competitive position include:

- our reputation gained through over 35 years of successful operations and the strength of our existing portfolio of properties;
- our relationships with leading healthcare operators and systems, investment banks and other market intermediaries, corporations, private equity firms, not-for-profit organizations, and public institutions seeking to monetize existing assets or develop new facilities;
- our relationships with institutional buyers and sellers of high-quality healthcare real estate;

- our track record and reputation for executing acquisitions responsively and efficiently, which provides confidence to domestic and foreign institutions and private investors who seek to sell healthcare real estate in our market areas;
- our relationships with nationally recognized financial institutions that provide capital to the healthcare and real estate industries; and
- our control of sites (including assets under contract with radius restrictions).

Financing Strategies

Our REIT qualification requires us to distribute at least 90% of our REIT taxable income (excluding net capital gains); therefore, we do not retain a significant amount of earnings. As a result, we regularly access the public equity and debt markets to raise the funds necessary to finance acquisitions and debt investments, develop and redevelop properties, and refinance maturing debt.

We may finance acquisitions and other investments primarily through the following vehicles:

- cash flow from operations;
- sale or exchange of ownership interests in properties or other investments;
- borrowings under our credit facility or commercial paper program;
- issuance of additional debt, including unsecured notes, term loans, and mortgage debt; and/or
- issuance of common stock or preferred stock or its equivalent.

We maintain a disciplined investment-grade balance sheet by actively managing our debt to equity levels and maintaining access to multiple sources of liquidity. Our debt obligations are primarily long-term fixed rate with staggered maturities.

We finance our investments based on our evaluation of available sources of funding. For short-term purposes, we may utilize our revolving line of credit facility or commercial paper program, arrange for other short-term borrowings from banks or other sources, or issue equity securities pursuant to our at-the-market equity offering program. We arrange for longer-term financing by offering debt and equity, placing mortgage debt, and obtaining capital from institutional lenders and joint venture partners.

Segments

Life science

Our life science properties, which contain laboratory and office space, are leased primarily to biotechnology, medical device and pharmaceutical companies, scientific research institutions, government agencies, and other organizations involved in the life science industry. While these properties have characteristics similar to commercial office buildings, they generally contain more advanced electrical, mechanical, heating, ventilating, and air conditioning systems. The facilities generally have specialty equipment including emergency generators, fume hoods, lab bench tops, and related amenities. In addition to improvements funded by us as the landlord, many of our life science tenants make significant investments to improve their leased space to accommodate biology, chemistry, or medical device research initiatives.

Life science properties are primarily configured in business park or campus settings and include multiple buildings. The business park and campus settings allow us the opportunity to provide flexible, contiguous/adjacent expansion to accommodate the growth of existing tenants. Our properties are located in well-established geographical markets known for scientific research and drug discovery, including San Francisco (49%) and San Diego (22%), California, and Boston, Massachusetts (24%) (based on available square feet). At December 31, 2021, 88% of our life science properties were triple-net leased (based on leased square feet).

The following table provides information about our most significant life science tenant concentration for the year ended December 31, 2021:

| Tenants | Percentage of Segment Revenues | Percentage of Total Revenues |
|-------------|--------------------------------|------------------------------|
| Amgen, Inc. | 8 % | 3 % |

Medical office

Our medical office segment includes medical office buildings (MOBs) and hospitals. MOBs typically contain physicians' offices and examination rooms, and may also include pharmacies, hospital ancillary service space, and outpatient services such as diagnostic centers, rehabilitation clinics, and day-surgery operating rooms. While these facilities are similar to commercial office buildings, they require additional plumbing, electrical, and mechanical systems to accommodate multiple exam rooms that may require sinks in every room and special equipment such as x-ray machines. In addition, MOBs are often built to accommodate higher structural loads for certain equipment and may contain vaults or other specialized construction. Our MOBs are typically multi-tenant properties leased to healthcare providers (hospitals and physician practices), with approximately 87% of our MOBs located on or adjacent to hospital campuses and 98% affiliated with hospital systems as of December 31, 2021 (based on available square feet). Occasionally, we invest in MOBs located on hospital campuses subject to ground leases. At December 31, 2021, approximately 65% of our MOBs were net leased (based on leased square feet) with the remaining leased under gross or modified gross leases.

The following table provides information about our most significant medical office tenant concentration for the year ended December 31, 2021:

| Tenant | Percentage of Segment Revenues | Percentage of Total Revenues |
|----------------------------|-----------------------------------|---------------------------------|
| HCA Healthcare, Inc. (HCA) | 22 % | 8 % |

Our medical office segment also includes nine hospitals. Services provided by our tenants and operators in hospitals are paid for by private sources, third-party payors (e.g., insurance and HMOs), or through Medicare and Medicaid programs. Our hospital property types include acute care, long-term acute care, and specialty and rehabilitation hospitals. All of our hospitals are triple-net leased.

Continuing care retirement community, or CCRC

CCRCs are retirement communities that include independent living, assisted living, and skilled nursing units to provide a continuum of care in an integrated campus. Our CCRCs are owned through RIDEA structures, which is permitted by the Housing and Economic Recovery Act of 2008, and includes most of the provisions previously proposed in the REIT Investment Diversification and Empowerment Act of 2007 (commonly referred to as "RIDEA"). The services provided by our third-party manager-operators under a RIDEA structure at our properties are primarily paid for by the residents directly or through private insurance and are less reliant on government reimbursement programs such as Medicare and Medicaid.

A RIDEA structure allows us, through a taxable REIT subsidiary ("TRS"), to receive cash flow from the operations of a healthcare facility in compliance with REIT tax requirements. The criteria for operating a healthcare facility through a RIDEA structure require us to lease the facility to an affiliate TRS and for such affiliate TRS to engage an independent qualifying management company (also known as an eligible independent contractor or third-party operator) to manage and operate the day-to-day business of the facility in exchange for a management fee. As a result, under a RIDEA structure, we are required to rely on a third-party operator to hire and train all facility employees, enter into third-party contracts for the benefit of the facility, including resident/patient agreements, comply with laws, including healthcare laws, and provide resident care. We are substantially limited in our ability to control or influence day-to-day operations under a RIDEA structure, and thus rely on the third-party operator to manage and operate the business.

Through our TRS entities, we bear all operational risks and liabilities associated with the operation of these properties, with limited exceptions, such as a third-party operator's gross negligence or willful misconduct. These operational risks and liabilities include those relating to any employment matters of our operator, compliance with healthcare and other laws, liabilities relating to personal injury-tort matters, resident-patient quality of care claims, and any governmental reimbursement matters, even though we have limited ability to control or influence our third-party operators' management of these risks.

The management agreements we have in RIDEA structures related to CCRCs have original terms ranging from 10 to 15 years, with mutual renewal options. There are base management fees and incentive management fees payable to our third-party operators if operating results of the RIDEA properties exceed pre-established thresholds. Conversely, there are also provisions in the management agreements that reduce management fees payable to our third-party operators if operating results do not meet certain pre-established thresholds.

CCRCs are different from other housing and care options for seniors because they typically provide written agreements or long-term contracts between residents and the communities (frequently lasting the term of the resident's lifetime), which offer a continuum of housing, services, and healthcare on one campus or site. CCRCs are appealing as they allow residents to "age in place" and typically require the individual to be independent and in relatively good health upon entry.

As third-party operators manage our RIDEA properties in exchange for the receipt of a management fee, we are not directly exposed to the credit risk of these operators in the same manner or to the same extent as a triple-net tenant.

Other non-reportable segment

At December 31, 2021, we had the following investments in our other non-reportable segments: (i) our unconsolidated joint venture with a sovereign wealth fund that owns 19 senior housing assets (which we refer to as our SWF SH JV), and (ii) debt investments.

The properties in our SWF SH JV are owned through RIDEA structures and include independent living facilities and assisted living facilities, which cater to different segments of the elderly population based upon their personal needs. These facilities are often in apartment-like buildings with private residences ranging from single rooms to large apartments.

Competition

Investing in real estate serving the healthcare industry is highly competitive. We face competition from other REITs, investment companies, pension funds, private equity investors, sovereign funds, healthcare operators, lenders, developers, and other institutional investors, some of whom may have greater flexibility (e.g., non-REIT competitors), greater resources, and lower costs of capital than we do. Increased competition and resulting capitalization rate compression make it more challenging for us to identify and successfully capitalize on opportunities that meet our objectives. Our ability to compete may also be impacted by global, national, and local economic trends, availability of investment alternatives, availability and cost of capital, construction and renovation costs, existing laws and regulations, new legislation, and population trends.

Income from our investments depends on our tenants' and operators' ability to compete with other companies on multiple levels, including: (i) the quality of care provided, (ii) reputation, (iii) success of product or drug development, (iv) price, (v) the range of services offered, (vi) the physical appearance of a facility, (vii) alternatives for healthcare delivery, (viii) the supply of competing properties, (ix) physicians, (x) staff, (xi) referral sources, (xii) location, (xiii) the size and demographics of the population in surrounding areas, and (xiv) the financial condition of our tenants and operators. For a discussion of the risks associated with competitive conditions affecting our business, see "Item 1A, Risk Factors" in this report.

Government Regulation, Licensing and Enforcement

Overview

Our healthcare facility operators (which include our TRS entities when we use a RIDEA structure) and tenants are subject to extensive and complex federal, state, and local healthcare laws and regulations relating to quality of care, licensure and certificate of need, government reimbursement, fraud and abuse practices, and similar laws governing the operation of healthcare facilities, and we expect the healthcare industry, in general, will continue to face increased regulation and pressure in the areas of fraud, waste and abuse, cost control, healthcare management, and provision of services, among others. These regulations are wide ranging and can subject our tenants and operators to civil, criminal, and administrative sanctions. Affected tenants and operators may find it increasingly difficult to comply with this complex and evolving regulatory environment because of a relative lack of guidance in many areas as certain of our healthcare properties are subject to oversight from several government agencies, and the laws may vary from one jurisdiction to another. Changes in laws, regulations, reimbursement enforcement activity, and regulatory non-compliance by our tenants and operators can all have a significant effect on their operations and financial condition, which in turn may adversely impact us, as detailed below and set forth under "Item 1A, Risk Factors" in this report.

The following is a discussion of certain laws and regulations generally applicable to our operators, and in certain cases, to us.

Fraud and Abuse Enforcement

There are various extremely complex U.S. federal and state laws and regulations governing healthcare providers' relationships and arrangements and prohibiting fraudulent and abusive practices by such providers. These laws include: (i) U.S. federal and state false claims acts, which, among other things, prohibit providers from filing false claims or making false statements to receive payment from Medicare, Medicaid, or other U.S. federal or state healthcare programs; (ii) U.S. federal and state anti-kickback and fee-splitting statutes, including the Medicare and Medicaid anti-kickback statute, which prohibit or restrict the payment or receipt of remuneration to induce referrals or recommendations of healthcare items or services; (iii) U.S. federal and state physician self-referral laws (commonly referred to as the "Stark Law"), which generally prohibit referrals by physicians to entities with which the physician or an immediate family member has a financial relationship; and (iv) the federal Civil Monetary Penalties Law, which prohibits, among other things, the knowing presentation of a false or fraudulent claim for certain healthcare services. Violations of U.S. healthcare fraud and abuse laws carry civil, criminal, and administrative sanctions, including punitive sanctions, monetary penalties, imprisonment, denial of Medicare and Medicaid reimbursement, and potential exclusion from Medicare, Medicaid or other federal or state healthcare programs. These laws are enforced by a variety of federal, state, and local agencies and in the U.S. can also be enforced by private litigants through, among other things, federal and state false claims acts, which allow private litigants to bring *qui tam* or "whistleblower" actions. Our tenants and operators that participate in government reimbursement programs are subject to these laws, and may become the subject of governmental enforcement actions or whistleblower actions if they fail to comply with applicable laws. Additionally, the licensed operators of our U.S. long-term care facilities that participate in government reimbursement programs are required to have compliance and ethics programs that meet the requirements of federal laws and regulations relating to the Social Security Act. Where we have used a RIDEA structure, we are dependent on management companies to fulfill our compliance obligations, and we have developed a program to periodically monitor compliance with such obligations.

Laws and Regulations Governing Privacy and Security

There are various U.S. federal and state privacy laws and regulations, including the privacy and security rules contained in the Health Insurance Portability and Accountability Act of 1996 (commonly referred to as "HIPAA"), that provide for the privacy and security of personal health information. An increasing focus of the U. S. Federal Trade Commission's ("FTC's") consumer protection regulation is the impact of technological change on protection of consumer privacy. The FTC, as well as state attorneys general, have taken enforcement action against companies that do not abide by their representations to consumers regarding electronic security and privacy. To the extent we or our affiliated operating entities are a covered entity or business associate under HIPAA and the Health Information Technology for Economic and Clinical Health Act (the "HITECH Act"), compliance with those requirements require us to, among other things, conduct a risk analysis, implement a risk management plan, implement policies and procedures, and conduct employee training. In most cases, we are dependent on our tenants and management companies to fulfill our compliance obligations, and we have developed a program to periodically monitor compliance with such obligations. Because of the far reaching nature of these laws, there can be no assurance we would not be required to alter one or more of our systems and data security procedures to be in compliance with these laws. Our failure to protect health information could subject us to civil or criminal liability and adverse publicity, and could harm our business and impair our ability to attract new customers and residents. We may be required to notify individuals, as well as government agencies and the media, if we experience a data breach.

Reimbursement

Sources of revenue for some of our tenants and operators include, among others, governmental healthcare programs, such as the federal Medicare programs and state Medicaid programs, and non-governmental third-party payors, such as insurance carriers and HMOs. As federal and state governments focus on healthcare reform initiatives, and as the federal government and many states face significant current and future budget deficits, efforts to reduce costs by these payors will likely continue, which may result in reduced or slower growth in reimbursement for certain services provided by some of our tenants and operators. Additionally, new and evolving payor and provider programs in the U.S., including Medicare Advantage, Dual Eligible, Accountable Care Organizations, and Bundled Payments could adversely impact our tenants' and operators' liquidity, financial condition, or results of operations.

Healthcare Licensure and Certificate of Need

Certain healthcare facilities in our portfolio are subject to extensive national, federal, state, and local licensure, certification, and inspection laws and regulations. A healthcare facility's failure to comply with these laws and regulations could result in a revocation, suspension, restriction, or non-renewal of the facility's license and loss of a certificate of need, which could adversely affect the facility's operations and ability to bill for items and services provided at the facility. In addition, various licenses and permits are required to handle controlled substances (including narcotics), operate pharmacies, handle radioactive materials, and operate equipment. Many states in the U.S. require certain healthcare providers to obtain a certificate of need, which requires prior approval for the construction, expansion, or closure of certain healthcare facilities. The approval process related to state certificate of need laws may impact the ability of some of our tenants and operators to expand or change their businesses.

Product Approvals

While our life science tenants include some well-established companies, other tenants are less established and, in some cases, may not yet have a product approved by the Food and Drug Administration, or other regulatory authorities, for commercial sale. Creating a new pharmaceutical product or medical device requires substantial investments of time and capital, in part because of the extensive regulation of the healthcare industry. It also entails considerable risk of failure in demonstrating that the product is safe and effective and in gaining regulatory approval and market acceptance.

Entrance Fee Communities

Our CCRCs are operated as entrance fee communities. Generally, an entrance fee is an upfront fee or consideration paid by a resident, a portion of which may be refundable, in exchange for some form of long-term benefit, typically consisting of a right to receive certain personal or health care services. In certain states (including the ones in which we operate) entrance fee communities are subject to significant state regulatory oversight, including, for example, oversight of each facility's financial condition, establishment and monitoring of reserve requirements and other financial restrictions, the right of residents to cancel their contracts within a specified period of time, the right of residents to receive a refund of their entrance fees, lien rights in favor of the residents, restrictions on change of ownership, and similar matters.

Americans with Disabilities Act ("ADA")

Our properties must comply with the ADA and any similar state or local laws to the extent that such properties are "public accommodations" as defined in those statutes. The ADA may require removal of barriers to access by persons with disabilities in certain public areas of our properties where such removal is readily achievable. To date, we have not received any notices of noncompliance with the ADA that have caused us to incur substantial capital expenditures to address ADA concerns. Should barriers to access by persons with disabilities be discovered at any of our properties, we may be directly or indirectly responsible for additional costs that may be required to make facilities ADA-compliant. Noncompliance with the ADA could result in the imposition of fines or an award of damages to private litigants. The obligation to make readily achievable accommodations pursuant to the ADA is an ongoing one, and we continue to assess our properties and make modifications as appropriate in this respect.

Environmental Matters

A wide variety of federal, state, and local environmental and occupational health and safety laws and regulations affect healthcare facility operations. These complex federal and state statutes, and their enforcement, involve a myriad of regulations, many of which involve strict liability on the part of the potential offender. Some of these federal and state statutes may directly impact us. Under various federal, state, and local environmental laws, ordinances, and regulations, an owner of real property or a secured lender, such as us, may be liable for the costs of removal or remediation of hazardous or toxic substances at, under or disposed of in connection with such property, as well as other potential costs relating to hazardous or toxic substances (including government fines and damages for injuries to persons and adjacent property). The cost of any required remediation, removal, fines or personal or property damages and any related liability therefore could exceed or impair the value of the property and/or the assets. In addition, the presence of such substances, or the failure to properly dispose of or remediate such substances, may adversely affect the value of such property and the owner's ability to sell or rent such property or to borrow using such property as collateral, which, in turn, could reduce our earnings. For a description of the risks associated with environmental matters, see "Item 1A, Risk Factors" in this report.

Insurance

We obtain various types of insurance to mitigate the impact of property, business interruption, liability, flood, windstorm, earthquake, fire, environmental, and terrorism-related losses. We attempt to obtain appropriate policy terms, conditions, limits, and deductibles considering the relative risk of loss, the cost of such coverage, and current industry practice. There are, however, certain types of extraordinary losses, such as those due to acts of war or other events, that may be either uninsurable or not economically insurable. In addition, we have a large number of properties that are exposed to earthquake, flood, and windstorm occurrences, which carry higher deductibles.

We maintain property insurance for all of our properties. Tenants under triple-net leases are required to provide primary property, business interruption, and liability insurance. We maintain separate general and professional liability insurance for our SHOP and CCRC facilities. Additionally, our corporate general liability insurance program also extends coverage for all of our properties beyond the aforementioned. We periodically review whether we or our RIDEA operators will bear responsibility for maintaining the required insurance coverage for the applicable SHOP and CCRC properties, but the costs of such insurance are facility expenses paid from the revenues of those properties, regardless of who maintains the insurance.

We also maintain directors and officers liability insurance, which provides protection for claims against our directors and officers arising from their responsibilities as directors and officers. Such insurance also extends to us in certain situations.

Sustainability

We believe that environmental, social and governance (“ESG”) initiatives are a vital part of corporate responsibility, which supports our primary goal of increasing stockholder value through profitable growth. We continue to advance our commitment to sustainability, with a focus on achieving goals in each of the ESG dimensions. Our Nominating and Corporate Governance Committee of the Board oversees ESG matters, other than human capital matters that our Compensation and Human Capital Committee of the Board oversees as described below.

Our environmental management programs strive to make our buildings more resilient and capture cost efficiencies that ultimately benefit our investors, employees, tenants, business partners, and other stakeholders, while providing a positive impact on the communities in which we operate. We regularly assess the risks and financial impacts to our business posed by climate change, including physical climate risks, potential business disruption, and regulatory requirements.

Our Compensation and Human Capital Committee of the Board oversees human capital matters, including culture, diversity, equity, inclusion, talent acquisition and development, compensation, and succession planning, discussed below under “—Human Capital Matters.” In addition, our Social Responsibility Committee leads our local philanthropic and volunteer activities. Our transparent corporate governance initiatives incorporate sustainability as a critical component in achieving our business objectives and properly managing risks.

Our numerous ESG recognitions in 2021 include:

- Short-listed for Best Proxy Statement by IR Magazine and Corporate Secretary for the second consecutive year in recognition of our leading proxy statement disclosure practices
- Received a Green Star rating from the Global Real Estate Sustainability Benchmark (GRESB) for the tenth consecutive year
- Named a constituent in the FTSE4Good Index for the tenth consecutive year
- Named to CDP’s Leadership band for our climate disclosure for the ninth consecutive year, most recently with a score of “A-” in 2021
- Listed in S&P Global’s North America Dow Jones Sustainability Index for the ninth consecutive year, recognizing top ESG performance in our sector
- Named to the S&P Global Sustainability Yearbook for the seventh consecutive year
- Named to the Bloomberg Gender-Equality Index for the third consecutive year
- Named to 3BL Media’s 100 Best Corporate Citizens list for the third consecutive year
- Named to Newsweek’s America’s Most Responsible Companies list for the third consecutive year
- Received a rating of “Prime” by ISS ESG Corporate Rating for our excellence in ESG performance and disclosure within our industry

For additional information regarding our ESG initiatives and our approach to climate change, please visit our website at www.healthpeak.com/ESG.

Human Capital Matters

Our employees represent our greatest asset, and as of December 31, 2021, we had 196 full-time employees. Our Board of Directors, through its Compensation and Human Capital Committee, retains direct oversight of human capital management, including corporate culture, diversity, inclusion, talent acquisition, retention, employee satisfaction, engagement, and succession planning. We report on human capital matters at each regularly scheduled Board of Directors meeting and periodically throughout the year. The most significant human capital measures or objectives that we focus on in managing our business and our related human capital initiatives include the following:

- **Workforce Diversity:** We believe we are a stronger organization when our workforce represents a diversity of ideas and experiences. We value and embrace diversity in our employee recruiting, hiring, and development practices. Our workforce was made up of 43% female employees and 35% racially or ethnically diverse employees as of December 31, 2021. Through our We Stand Together initiative, we launched numerous initiatives to help further our commitment to enhancing racial diversity and awareness, including augmenting recruiting practices to hire more diverse talent; implementing diversity, equity and inclusion training for senior leadership and employees; and sponsoring community outreach programs that support the education of underrepresented groups.
- **Inclusion and Belonging:** We promote a work environment that emphasizes respect, fairness, inclusion, and dignity. We are committed to providing equal opportunity and fair treatment to all individuals based on merit, without discrimination based on race, color, religion, national origin, citizenship, marital status, gender (including pregnancy), gender identity, gender expression, sexual orientation, age, disability, veteran status, or other characteristics protected by law. We do not tolerate discrimination or harassment.
- **Engagement:** High employee engagement and satisfaction are both critical to attracting and retaining top talent and benefit our business in many ways. We conduct an annual employee engagement survey through an independent third party, measuring our progress on important employee issues and identifying opportunities for growth and improvement. Employee satisfaction increased for the sixth consecutive year in 2021.
- **Training and Development:** We conduct annual employee training on our Code of Business Conduct and Ethics, as well as bi-annual training on unconscious bias and harassment prevention. We also provide training and development to all employees, focusing on career development, professional development, and REIT essentials.
- **Compensation and Benefits:** We aim to ensure merit-based, equitable compensation practices to attract, retain, and recognize talent. We provide competitive compensation and benefit packages to our employees.
- **Health, Safety, and Wellness:** The health, safety, and wellness of our employees are vital to our success. We are committed to protecting the well-being and safety of employees through special training and other measures. In light of the continuing Covid pandemic in 2021, we continued to maintain a remote work environment and provide employees with resources, including virtual tools and ergonomic equipment, to maximize work-from-home efficiency. We also introduced a voluntary hybrid return-to-work model for our vaccinated team members that we plan to utilize when we can do so safely, which we believe will maximize company-wide productivity.
- **Community Partnership:** Our Social Responsibility Committee is responsible for oversight of our charitable and volunteer activities. We partner with organizations that share our desire to support research, education, and other activities related to healthcare, senior communities, and disaster relief.

For additional information on human capital matters, please see our most recent proxy statement or ESG report, each of which is available on our website at www.healthpeak.com.

Available Information

Our website address is www.healthpeak.com. Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act are available on our website, free of charge, as soon as reasonably practicable after we electronically file such materials with, or furnish them to, the U.S. Securities and Exchange Commission (“SEC”). Additionally, the SEC maintains a website that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC, including us, at www.sec.gov. References to our website throughout this Annual Report on Form 10-K are provided for convenience only and the content on our website does not constitute a part of this Annual Report on Form 10-K.

ITEM 1A. Risk Factors

The section below discusses the most significant risk factors that may materially adversely affect our business, results of operations and financial condition.

As set forth below, we believe that the risks we face generally fall into the following categories:

- risks related to our business and operations;
- risks related to our capital structure and market conditions;
- risks related to the regulatory environment;
- risks related to other events;
- risks related to tax, including REIT-related risks; and
- general risks.

Risks Related to Our Business and Operations

The Covid pandemic and health and safety measures intended to reduce its spread have adversely affected, and may continue to adversely affect, our business, results of operations and financial condition.

Beginning in 2020, global health concerns and efforts to reduce the spread of Covid resulted in travel bans, quarantines, “shelter-in-place” and similar orders restricting the activities of individuals outside of their homes, as well as business limitations and shutdowns of businesses deemed “non-essential.” Although many of these restrictions have been lifted or scaled back over time, ongoing resurgences of Covid infections, including due to new and more contagious variants, have resulted in the re-imposition of certain restrictions and may lead to other restrictions being re-implemented to reduce the spread of Covid. Moreover, as individuals and businesses have adapted to the regulatory and market challenges arising from the pandemic, some potentially permanent changes in traditional economic patterns and arrangements have occurred. For a description of certain of these changes, see “Item 7, Management’s Discussion and Analysis of Financial Condition and Results of Operations—Covid Update.” As a result of these regulatory requirements and adaptations to the “new normal,” the ability of our tenants, operators and borrowers to conduct their normal businesses operations, to operate profitably and to comply with their rent and other financial obligations to us have in some cases been, or may in the future be, adversely affected.

Senior housing facilities have been disproportionately impacted by Covid and Covid-related fatalities. Within our CCRC properties and the properties in our SWF SH JV, average occupancy declined from 85.6% and 88.7%, respectively, for the year ended December 31, 2019, to 79.1% and 72.7%, respectively, for the year ended December 31, 2021. Recent surges in Covid case levels may result in a reduction in, or in some cases prohibitions on, new tenant move-ins, stricter move-in criteria, lower inquiry volumes, and reduced in-person tours, as well as incidences of Covid outbreaks at our facilities or the perception that outbreaks may occur. In addition, a lack of available staffing resources at our CCRC properties and the properties in our SWF SH JV, including due to labor shortages or outbreaks among the existing staff, could result in admission restrictions or reduced demand if facilities are perceived as understaffed. Outbreaks, which directly affect our residents and the employees at our senior housing facilities, have and could continue to materially and adversely disrupt operations. These outbreaks could cause significant reputational harm to us and our operators and, for an extended period, adversely affected demand for senior housing. Our senior housing property operators are also facing material cost increases as a result of higher staffing hours and compensation and higher overall levels of inflation. At our CCRC facilities and the facilities in our SWF SH JV, we bear these material cost increases. The pandemic has also delayed the deployment of capital improvements and expenditures, which could adversely impact operations at our senior housing facilities. Our senior housing borrowers are facing the same impacts of Covid, which could impact their ability to meet their financial and other contractual obligations to us.

The impact of the Covid pandemic on our CCRC properties and the properties owned by our SWF SH JV, all of which are managed in RIDEA structures, has had and may continue to have a more significant impact on our results of operations on a relative basis because we receive cash flow from the operations of the properties (as compared to receiving only contractual rent from third party tenant-operators under the senior housing triple-net portfolio that we disposed of, as described above under “Item 1—Business—General Overview”), and we also bear all operational risks and liabilities associated with the operation of those properties, other than those arising out of certain actions by our operator, such as gross negligence or willful misconduct. Accordingly, impacts from the Covid pandemic directly affecting our CCRC properties and the properties owned by our SWF SH JV, including lower net operating income caused by decreased revenues that may result from declines in occupancy or otherwise, and increased expenses, have had and are expected to continue to have a direct and immediate impact on our results of operations. In addition, our RIDEA operators who are adversely affected by the Covid pandemic may request revisions to their management agreements and existing fee structures in order to reduce the amount of cash from operations that flows directly to us. We may also be directly adversely impacted by potential lawsuits related to Covid outbreaks that have occurred or may occur at our senior housing and CCRC properties, and our insurance coverage may not be sufficient to cover any potential losses.

In 2020, the pandemic adversely impacted certain development, redevelopment and tenant improvement projects as a result of the “shelter-in-place” orders and local, state and federal directives. Although these development, redevelopment and tenant improvement projects resumed in 2020 and continued as planned in 2021 with infection control protocols in place, the pandemic, including labor and supply chain disruptions and/or other economic conditions caused by the pandemic, could adversely impact the scheduled completion and/or cost of these projects.

Within our medical office portfolio, many physician practices temporarily discontinued outpatient procedures and nonessential surgeries in 2020 due to health and safety measures, which negatively impacted their cash flows. At that time, we implemented a deferred rent program primarily for May and June 2020 that was limited to certain non-health system and non-hospital tenants in good standing, which resulted in reduced cash flow in the periods in which such deferrals were granted, but increased our cash flow in the period in which such deferrals were repaid. We did not offer any rent deferrals in 2021, but if new outbreaks or other conditions result in a similar negative impact on our tenants, we may consider implementation of another deferred rent program for future periods. New leasing slowed down during the government-mandated shutdown in 2020 and returned to normal levels in 2021; new outbreaks or other conditions could result in another slowdown in new leasing. In addition, any reinstatement of restrictions on our tenants’ procedures and continuing restrictions on patient visitation could impact our tenants’ ability to meet their obligations to us as well as our parking income in our medical office portfolio.

The Covid pandemic subjects our business and the businesses of our tenants, operators and borrowers to various risks and uncertainties that have adversely affected and could materially adversely affect our business, results of operations and financial condition for at least the pendency of the Covid pandemic and possibly longer, including the following:

- material cost increases at our CCRC facilities and the facilities in our SWF SH JV, for which we are responsible;
- any rent deferrals or delays in rent commencement that we may grant to tenants, which could result in a significant decrease in our cash receipts during the period of the deferrals;
- non-payment of contractual obligations by our tenants or operators, and any limitations on our ability to enforce our lease agreements or management agreements with our tenants or operators, as applicable, as a result of any federal, state or local restrictions on tenant evictions for failure to make contractual rent payments, which may result in higher reserves for bad debt;
- our tenants, operators or borrowers becoming insolvent or initiating bankruptcy or similar proceedings, which would adversely affect our ability to collect rent or interest payments from such tenants or borrowers, as applicable, and result in increased costs to us, as well as decreased revenues;
- the complete or partial closures of, or other operational issues at, one or more of our properties resulting from government action or directives, which may intensify the risk of rent deferrals or non-payment of contractual obligations by our tenants, operators, or borrowers;
- the likelihood that we will amend existing lease agreements and existing rental terms, with our tenants, and management agreements and existing fee structures, with our RIDEA operators, particularly in our senior housing portfolio, which would have an adverse effect on our revenues and results of operations;
- the likelihood that we will amend existing loan agreements with our senior housing borrowers, which would have an adverse effect on our revenues and results of operations;
- increased costs or delays that may result if we determine to reposition or transition any of our currently-leased properties to another tenant or operator, which could adversely impact our revenues and results of operations;

- the impact on our results of operations and financial condition resulting from (i) delays or increased costs caused by a shortage of construction materials or labor, or suspensions or delays in development and redevelopment activities and tenant improvement projects, including due to local, state and federal orders or guidelines, delays or increased costs caused by slow-downs in construction as a result of implementing social distancing and other health and safety protocols, as well as potential postponement of rent commencement dates due to delays in tenant improvement projects, and (ii) a decrease in acquisitions and dispositions of properties compared to historical levels;
- reduced valuations for properties in our portfolio that we wish to sell, and potential delayed transaction and due diligence timing due to government delays or government mandated Covid-related access restrictions;
- the need to provide seller financing in order to dispose of certain properties in our portfolio at acceptable prices;
- the impact on our tenants, operators, or borrowers, particularly in our senior housing portfolio, of lawsuits related to Covid outbreaks that have occurred or may occur at our properties and the potential that insurance coverage may not be sufficient to cover any potential losses;
- material increases in our insurance costs and larger deductibles or the inability to obtain insurance at economically reasonable rates;
- significant expenses likely to be incurred if we pursue of creditor rights resulting from operator, tenant, and borrower defaults and insolvency;
- a potential downgrade of our issuer and long-term credit rating, which could increase our cost of capital and any future debt financing;
- refusal or failure by one or more of our lenders under our credit facility to fund their financing commitments to us as a result of lender liquidity and/or viability challenges, which financing commitments we may not be able to replace on favorable terms, or at all;
- the likelihood that conditions related to the Covid pandemic may require us to recognize additional impairments of long-lived assets or credit losses related to loans receivable;
- the impact of negative or adverse publicity associated with Covid outbreaks at our CCRC properties or the properties in our SWF SH JV, the cost of responding to such adverse publicity and the potential for heightened regulatory scrutiny caused by it;
- a deterioration of state and local economic conditions and job losses, particularly in San Francisco, San Diego and Boston, which may decrease demand for and occupancy levels at our life science properties and cause our rental rates and property values to be negatively impacted; and
- the potential for shifts in consumer and business behaviors that fundamentally and adversely affect demand for properties in our portfolio.

Additionally, the Covid pandemic could increase the magnitude of many of the other risks described herein and elsewhere in this Annual Report and may have other adverse effects on our operations that we are not currently able to predict. The Covid pandemic has also resulted in significant volatility in the local, national and global financial markets, and we may be unable to obtain any required financing on favorable terms or on a timely basis or at all.

The extent of the impact of the Covid pandemic on our business and financial results will depend on future developments, including: (i) ongoing resurgences of Covid; (ii) health and safety actions taken to contain its spread; (iii) the availability, effectiveness and public usage and acceptance of vaccines and treatments; and (iv) how quickly and to what extent normal economic and operating conditions can resume within the markets in which we operate, each of which are highly uncertain at this time and outside of our control. Even after the Covid pandemic subsides, we may continue to experience adverse impacts to our business and financial results because of its national and global economic impact and any permanent changes in traditional economic patterns and arrangements. The Covid pandemic could have a material adverse impact on our business, results of operations and financial condition.

Decreases in our tenants', operators' or borrowers' revenues, or increases in their expenses, could affect their ability to meet their financial and other contractual obligations to us, and could result in amendments to these obligations that have a material adverse effect on our results of operations and financial condition.

We have limited control over the success or failure of our tenants', operators' and borrowers' businesses, regardless of whether our relationship is structured as a triple-net lease, a RIDEA lease or as a lender to our borrowers. Any of our tenants or our operators under a RIDEA structure may experience a downturn in their business that materially weakens their financial condition. For example, (i) our operators under a RIDEA structure and certain of our tenants in our medical office portfolio experienced a significant downturn in their businesses due to the Covid pandemic, including as a result of interruptions in their operations, lost revenues, increased costs, financing difficulties and labor shortages, and (ii) our tenants in the life science industry face various risks to their businesses, as discussed below under "—Our tenants in the life science industry face high levels of regulation, funding requirements, expense and uncertainty." As a result, our tenants, operators and borrowers may be unable or unwilling to make payments or perform their obligations when due. Although we generally have arrangements and other agreements that give us the right under specified circumstances to terminate a lease, evict a tenant or terminate our operator, or demand immediate repayment of outstanding loan amounts or other obligations to us, we may not be able to enforce such rights or we may determine not to do so if we believe that enforcement of our rights would be more detrimental to our business than seeking alternative approaches.

Our CCRC segment and our SWF SH JV, all of which are under a RIDEA structure, primarily depend on private sources for their revenues and the ability of their patients and residents to pay fees. Costs associated with independent and assisted living services are not generally reimbursable under governmental reimbursement programs such as Medicare and Medicaid. Accordingly, our operators of these properties depend on attracting seniors with appropriate levels of income and assets, which may be affected by many factors, including: (i) prevailing economic and market trends, including general inflationary pressures; (ii) consumer confidence; (iii) demographics; (iv) property condition and safety; (v) public perception about such properties; and (vi) social and environmental factors. Consequently, if our operators fail to effectively conduct operations on our behalf, or to maintain and improve our properties, it could adversely affect our business reputation as the owner of the properties, as well as the business reputation of our operators and their ability to attract and retain patients and residents in our properties, which could have a material adverse effect on our and our operators' business, results of operations and financial condition. Further, if widespread default or nonpayment of outstanding obligations from a large number of operators occurs at a time when terminating such agreement or replacing such operators may be extremely difficult or impossible, including as a result of the Covid pandemic, we may elect instead to amend such agreements with such operators. However, such amendment may be on terms that are less favorable to us than the original agreement and may have a material adverse effect on our results of operations and financial condition.

Our CCRC segment and our SWF SH JV also rely on reimbursements from governmental programs for a portion of the revenues from certain properties. Changes in reimbursement policies and other governmental regulation, such as potential changes to the Patient Protection and Affordable Care Act, along with the Health Care and Education Reconciliation Act of 2010 (collectively, the "Affordable Care Act"), that may result from actions by Congress or executive orders, may result in reductions in our revenues from our RIDEA structures, operations and cash flows and affect our financial performance through a RIDEA structure. In addition, failure to comply with reimbursement regulations or other laws applicable to healthcare providers could result in penalties, fines, litigation costs, lost revenue or other consequences, which could adversely impact our cash flows from operations under a RIDEA structure.

Revenues of our CCRC segment and our SWF SH JV are also dependent on a number of other factors, including licensed bed capacity, occupancy, the healthcare needs of residents, the rate of reimbursement, the income and assets of seniors in the regions in which we own properties, and social and environmental factors. For example, due to generally increased vulnerability to illness, Covid has resulted in, and another epidemic or pandemic, a severe flu season or any other widespread illness could result in, early move-outs or delayed move-ins during quarantine periods or during periods when actual or perceived risks of such illnesses are heightened, which have reduced, and could continue to reduce, our operators' revenues. Additionally, new and evolving payor and provider programs in the United States, including Medicare Advantage, Dual Eligible, Accountable Care Organizations, Bundled Payments and other value-based reimbursement arrangements, have resulted in reduced reimbursement rates, average length of stay and average daily census, particularly for higher acuity patients. If our operators of these properties underperform, our business, results of operations and financial condition would be materially adversely affected.

Our tenants and operators have, and may continue to seek to, offset losses by obtaining funds under the CARES Act or other similar legislative initiatives at the state and local level. Receipt of these funds is subject to a detailed application and approval process and in some cases, entails operating restrictions. It is not yet known whether the government funds received by our tenants and operators to date or to be received under any remaining distributions will materially offset the cash flow disruptions experienced by them. If they do not receive sufficient funds to offset their cash flow disruptions, or if the conditions precedent to receiving or retaining these funds are overly burdensome or not feasible, it may substantially affect their ability to make payments or perform their obligations when due to us. See “—Our participation in the CARES Act Provider Relief Fund and other Covid-related stimulus and relief programs could subject us to disruptive government and financial audits and investigations, regulatory enforcement actions, civil litigation, and other claims, penalties, and liabilities” below for risks regarding our CARES Act participation.

Increased competition, operating costs and market changes may affect the ability of some of our tenants, operators and borrowers to meet their financial and other contractual obligations to us.

Occupancy levels at, and rental income from, our properties are dependent on our ability and the ability of our tenants, operators and borrowers to compete with other tenants and operators on a number of different levels, including the quality of care provided, reputation, price, the range of services offered, the physical appearance of a property, family preference, alternatives for healthcare delivery, the supply of competing properties, physicians, staff, referral sources, location, and the size and demographics of the population in the surrounding area. In addition, our tenants, operators and borrowers face an increasingly competitive labor market, which has been compounded by the Covid pandemic. An inability to attract and retain trained personnel could negatively impact the ability of our tenants, operators and borrowers to meet their obligations to us. A shortage of care givers or other trained personnel, union activities, minimum wage laws, or general inflationary pressures on wages may force tenants, operators and borrowers to enhance pay and benefits packages to compete effectively for skilled personnel, or to use more expensive contract personnel, but they may be unable to offset these added costs by increasing the rates charged to residents. Any increase in labor costs and other property operating expenses or any failure by our tenants, operators or borrowers to attract and retain qualified personnel could adversely affect our cash flow and have a material adverse effect on our business, results of operations and financial condition.

Our tenants, operators and borrowers also compete with numerous other companies providing similar healthcare services or alternatives such as home health agencies, life care at home, community-based service programs, retirement communities and convalescent centers. This competition, over-development in some markets in which we invest, Covid outbreaks, or the negative public perception that additional outbreaks may occur, has caused the occupancy rate of buildings to slow or decline, and the monthly rate that some properties were able to obtain for their services to decrease. Our tenants, operators and borrowers may be unable to achieve and maintain occupancy and rate levels, and to manage their expenses, in a way that will enable them to meet all of their obligations to us. Further, many competing companies may have resources and attributes that are superior to those of our tenants, operators and borrowers, which may also allow them to better withstand the impact of Covid or other competitive pressures. Our tenants, operators and borrowers may encounter increased competition that could limit their ability to maintain or attract residents and employees, to expand their businesses or to manage their expenses, which could materially adversely affect their ability to meet their financial and other contractual obligations to us, potentially decreasing our revenues, impairing our assets and/or increasing collection and dispute costs.

Financial deterioration, insolvency or bankruptcy of one or more of our major tenants, operators or borrowers could have a material adverse effect on our business, results of operations and financial condition.

A downturn in any of our tenants', operators' or borrowers' businesses, including downturns due to the Covid pandemic, has led and could continue to lead to voluntary or involuntary bankruptcy or similar insolvency proceedings, including assignment for the benefit of creditors, liquidation, or winding-up. Bankruptcy and insolvency laws afford certain rights to a defaulting tenant, operator or borrower that has filed for bankruptcy or reorganization that may render certain of our remedies unenforceable or, at the least, delay our ability to pursue such remedies and realize any related recoveries.

A debtor has the right to assume, or to assume and assign to a third party, or to reject its executory contracts and unexpired leases in a bankruptcy proceeding. If a debtor were to reject its leases with us, obligations under such rejected leases would cease. The claim against the rejecting debtor for remaining rental payments due under the lease would be an unsecured claim, which would be limited by the statutory cap set forth in the U.S. Bankruptcy Code. This statutory cap may be substantially less than the remaining rent actually owed under the lease. In addition, a debtor may also assert in bankruptcy proceedings that certain leases should be re-characterized as financing agreements, which could result in our being deemed a lender instead of a landlord. A lender's rights and remedies, as compared to a landlord's, generally are materially less favorable, and our rights as a lender may be subordinated to other creditors' rights.

Furthermore, the automatic stay provisions of the U.S. Bankruptcy Code would preclude us from enforcing our remedies unless we first obtain relief from the court having jurisdiction over the bankruptcy case. This would effectively limit or delay our ability to collect unpaid rent or interest payments, and we may ultimately not receive any payment at all. In addition, we would likely be required to fund certain expenses and obligations (e.g., real estate taxes, insurance, debt costs and maintenance expenses) to preserve the value of our properties, avoid the imposition of liens on our properties or transition our properties to a new tenant or operator.

If we are unable to transition affected properties, they would likely experience prolonged operational disruption, leading to lower occupancy rates and further depressed revenues. Publicity about the operator's financial condition and insolvency proceeds may also negatively impact their and our reputations, decreasing customer demand and revenues. Any or all of these risks could have a material adverse effect on our revenues, results of operations and cash flows. These risks would be magnified where we lease multiple properties to a single operator under a master lease, as an operator failure or default under a master lease would expose us to these risks across multiple properties.

We depend on real estate investments, particularly in the healthcare property sector, making our profitability more vulnerable to a downturn or slowdown in that specific sector than if we were investing in multiple industries and exposing us to the risks inherent in illiquid investments.

We concentrate our investments in the healthcare property sector. A downturn or slowdown in the healthcare property sector, such as the downturn that occurred during the Covid pandemic, has had and may continue to have a greater adverse impact on our business than if we had investments in multiple industries and could negatively impact the ability of our tenants, operators and borrowers to meet their obligations to us, as well as the ability to maintain historical rental and occupancy rates, which could have a material adverse effect on our business, financial condition and results of operations. In addition, such downturns have had and could continue to have a material adverse effect on the value of our properties and our ability to sell properties at prices or on terms acceptable or favorable to us.

In addition, we are exposed to the risks inherent in concentrating our investments in real estate. Our real estate investments are relatively illiquid due to: (i) restrictions on our ability to sell properties under applicable REIT tax laws; (ii) other tax-related considerations; (iii) regulatory hurdles; and (iv) market conditions. As a result, we may be unable to recognize full value for any property that we seek to sell for liquidity reasons. Our inability to timely respond to investment performance changes could have a material adverse effect on our financial condition and results of operations.

We may have difficulty identifying and securing replacement tenants or operators, and we may be required to incur substantial renovation or tenant improvement costs to make our properties suitable for them.

Our tenants may not renew existing leases, and our operators may not renew their management agreements beyond their current terms. If we or our tenants or operators terminate or do not renew the leases or management agreements for our properties, we would attempt to reposition those properties with another tenant or operator. These difficulties may be exacerbated by the Covid pandemic, as new operators or tenants may not be willing to take on the increased exposure, especially while active cases are occurring. Healthcare properties are typically highly customized, and the improvements generally required to conform a property to healthcare use are costly and at times tenant-specific and are typically subject to regulatory requirements. A new or replacement tenant or operator may require different features in a property, depending on that tenant's or operator's particular business. In addition, infrastructure improvements for life science properties typically are significantly more costly than improvements to other property types due to the highly specialized nature of the properties and the greater lease square footage often required by life science tenants. Therefore, if a current tenant or operator is unable to pay rent and/or vacates a property, we may incur substantial expenditures to modify a property and experience delays before we are able to secure another tenant or operator or to accommodate multiple tenants or operators, which may have a material adverse effect on our business, results of operations and financial condition.

Additionally, we may fail to identify suitable replacements or enter into leases, management agreements or other arrangements with new tenants or operators on a timely basis or on terms as favorable to us as our current leases, if at all. Furthermore, during transition periods to new tenants or operators, we anticipate that the attention of existing tenants or operators will be diverted from the performance of the properties and there may also be increased errors and delays as a result of the transition, which would cause the financial and operational performance at these properties to decline. Following a decline in performance, we may not be able to rehabilitate the property to previous performance levels, which would adversely impact our results of operations. We also may be required to fund certain expenses and obligations, such as real estate taxes, debt costs and maintenance expenses, to preserve the value of, and avoid the imposition of liens on, our properties while they are being repositioned. In addition, we may incur certain obligations and liabilities, including obligations to indemnify the replacement tenant or operator, which could have a material adverse effect on our business, results of operations and financial condition.

Property development, redevelopment and tenant improvement risks can render a project less profitable or unprofitable and, under certain circumstances, delay or prevent its undertaking or completion.

Our healthcare property development, redevelopment, and tenant improvement projects could be canceled, abandoned, or delayed, or, if completed, fail to perform in accordance with expectations, including as a result of the following possibilities:

- we may not proceed with a development or redevelopment project if we are unable to obtain debt and/or equity financing on favorable terms or at all, or if we do not otherwise have the liquidity we deem necessary or appropriate for the project;
- a project may be abandoned after expending significant resources, including due to: (i) legal and regulatory hurdles, including moratoriums on development and redevelopment activities (such as the potential moratorium on office and laboratory buildings in the Alewife submarket of Boston, Massachusetts that the Alewife City Council is considering) or the failure to obtain necessary zoning, entitlements and permits; or (ii) changes in market and economic conditions, either of which would result in the failure to recover expenses already incurred;
- a project may not be completed on schedule as a result of a variety of factors over which we have limited or no control, including: (i) natural disasters and other catastrophic events; (ii) health crises or other pandemics such as the Covid pandemic; (iii) restrictions or moratoriums on development and redevelopment activities; (iv) labor conditions, including a labor shortage or work stoppage; (v) shortages of construction materials; (vi) legal and regulatory hurdles, including necessary permits and entitlements; (vii) environmental conditions at the property; or (viii) civil unrest and acts of war or terrorism; any such delays in project completion would also delay the commencement of rental payments, including increases in rental payments following tenant improvement projects;
- construction or other delays at a project may provide tenants the right to terminate preconstruction leases or cause us to incur additional costs, including through rent abatement;
- project costs could exceed original estimates due to, among other things: (i) increased interest rates; (ii) higher than budgeted costs for materials, transportation, environmental remediation, labor or other inputs, including those caused by a shortage of construction materials or labor; (iii) negligent construction or construction defects; (iv) damage, vandalism or accidents; (v) higher operating costs than we anticipated, including insurance premiums, utilities, real estate taxes, and costs of complying with changes in government regulations or increases in tariffs; (vi) higher requirements for capital improvements than we anticipated for development, redevelopment or tenant improvement projects, particularly in older structures; or (vii) increased costs as a result of unanticipated delay, including delays resulting from the factors noted below;
- demand for a project may decrease prior to completion due to competition or other market and economic conditions, and lease-up rates, rental rates, lease commencement dates and occupancy levels at a development or redevelopment project may fail to meet expectations;
- tenants that have pre-leased at a project may file for bankruptcy or become insolvent, or otherwise elect to terminate their lease prior to delivery; and
- a project may have defects that we do not discover through the inspection processes, including latent defects not discovered until after we put a property in service.

The realization of any of the foregoing risks could result in not achieving our expected returns on investment and have a material adverse effect on our business, results of operations and financial condition.

Changes within the life science industry may adversely impact our revenues and results of operations.

Our life science investments could be adversely affected if the life science industry is impacted by an economic, financial, or banking crisis, a health crisis, such as the Covid pandemic, or if the life science industry migrates from the U.S. to other countries or to areas outside of primary life science markets in South San Francisco, California, San Diego, California, and greater Boston, Massachusetts. Our ability to negotiate contractual rent escalations on future leases and to achieve increases in rental rates will depend upon market conditions and the demand for life science properties at the time the leases are negotiated and the increases are proposed. If economic, financial or industry conditions adversely affect our life science tenants, we may not be able to lease or re-lease our properties in a timely manner or at favorable rates, which would negatively impact our revenues and results of operations. Because infrastructure improvements for life science properties typically are significantly more costly than improvements to other property types due to the highly specialized nature of the properties, and life science tenants typically require greater lease square footage relative to medical office tenants, repositioning efforts would have a disproportionate adverse effect on our life science segment performance.

Future mergers or consolidations of life science entities could reduce the amount of rentable square footage requirements of our client tenants and prospective client tenants, which may adversely impact our revenues from lease payments and results of operations.

Our tenants in the life science industry face high levels of regulation, funding requirements, expense and uncertainty.

The life science industry is subject to volatility, and life science tenants, particularly those involved in developing and marketing pharmaceutical products, are subject to certain risks, including the following:

- significant funding for the research, development, clinical testing, manufacture and commercialization of their products and technologies, as well as to fund their obligations, including rent payments due to us, and our tenants' ability to raise capital depends on the viability of their products and technologies, their financial and operating condition and outlook, and the overall financial, banking and economic environment. If venture capital firms, private investors, the public markets, companies in the life science industry, the government or other sources of funding are difficult to obtain or unavailable to support our tenants' activities, including as a result of general economic conditions, adverse market conditions or government shutdowns that limit our tenants' ability to raise capital, such as those resulting from the Covid pandemic, a tenant's business would be adversely affected or could fail;
- the research, development, clinical testing, manufacture and marketing of some of our tenants' products require federal, state and foreign regulatory approvals that may be costly or difficult to obtain, may take several years and be subject to delay, including delays brought on by the Covid pandemic, may not be obtained at all, require validation through clinical trials that may face delays or difficulties resulting from the Covid pandemic or otherwise, require the use of substantial resources, and may often be unpredictable. If a tenant's products fail to obtain regulatory approvals, a tenant's business would be adversely affected or could fail;
- even after regulatory approval and market acceptance, the product may still present significant regulatory and liability risks, including the possible later discovery of safety concerns and other defects and potential loss of approvals, competition from new products and the expiration of patent protection for the product;
- our tenants with marketable products may be adversely affected by healthcare reform and the reimbursement policies of government or private healthcare payors;
- our tenants with marketable products may be unable to successfully manufacture their drugs economically;
- our tenants depend on the commercial success of certain products, which may be reliant on the efficacy of the product, as well as acceptance among doctors and patients; negative publicity or negative results or safety signals from the clinical trials of competitors may reduce demand or prompt regulatory actions; and
- our tenants may be unable to adapt to the rapid technological advances in the industry and to adequately protect their intellectual property under patent, copyright or trade secret laws and defend against third-party claims of intellectual property violations.

If our tenants' businesses are adversely affected, they may fail to make their rent payments to us, which could have a material adverse effect on our business, results of operations and financial condition. If our tenants' businesses fail, or if our tenants fail to make their rent payments to us, we would need to secure replacement tenants. See "—We may have difficulty identifying and securing replacement tenants or operators, and we may be required to incur substantial renovation or tenant improvement costs to make our properties suitable for them" above for risks regarding securing replacement tenants.

The hospitals on whose campuses our MOBs are located and their affiliated healthcare systems could fail to remain competitive or financially viable, which could adversely impact their ability to attract physicians and physician groups to our MOBs and our other properties that serve the healthcare industry.

The viability of hospitals depends on factors such as: (i) the quality and mix of healthcare services provided; (ii) competition for patients and physicians; (iii) demographic trends in the surrounding community; (iv) market position; and (v) growth potential, as well as the ability of the affiliated healthcare systems to provide economies of scale and access to capital. In addition, in 2020, most hospitals experienced a significant reduction in revenue due to decreased volumes as well as increased costs as they provided care capacity for potential Covid patients; there could be additional reductions in revenue in the future if hospitals experience widespread cancellations of elective procedures due to health and safety measures or otherwise. If a hospital whose campus is located near one of our MOBs is unable to meet its financial obligations, and if an affiliated healthcare system is unable to support that hospital or goes bankrupt, the hospital may not be able to compete successfully or could be forced to close or relocate, which could adversely impact its ability to attract physicians and other healthcare-related users. Because we rely on our proximity to and affiliations with these hospitals to create tenant demand for space in our MOBs, their inability to remain competitive or financially viable, or to attract physicians and physician groups, could adversely affect our MOB operations and have a material adverse effect on us.

In addition, changes to or replacement of the Affordable Care Act or other reimbursement regulations could result in significant changes to the scope of insurance coverage and reimbursement policies, which could put negative pressure on the operations and revenues of our MOBs.

We may be unable to maintain or expand our existing and future hospital and health system client relationships.

We invest significant time in developing relationships with both new and existing hospital and health system clients. If we fail to maintain these relationships, including through a lack of responsiveness, failure to adapt to the current market, or employment of individuals with inadequate experience, our reputation and relationships will be harmed and we may lose business to competitors, which could have a material adverse effect on us.

We assume operational risks with respect to our senior housing properties managed in RIDEA structures that could have a material adverse effect on our business, results of operations and financial condition.

As the owner of properties under a RIDEA structure, our TRS is ultimately responsible for all operational risks and other liabilities of the properties, other than those arising out of certain actions by our operator, such as gross negligence or willful misconduct. Operational risks include, and our resulting revenues therefore depend on, among other things: (i) occupancy rates; (ii) the entrance fees and rental rates charged to residents; (iii) the requirements of, or changes to, governmental reimbursement programs such as Medicare or Medicaid, to the extent applicable, including changes to reimbursement rates; (iv) our operators' reputations and ability to attract and retain residents; (v) general economic conditions and market factors that impact seniors, which may be exacerbated by the Covid pandemic, including general inflationary pressures; (vi) competition from other senior housing providers; (vii) compliance with federal, state, local and industry-regulated licensure, certification and inspection laws, regulations and standards; (viii) litigation involving our properties or residents/patients, including litigation related to Covid; (ix) the availability and cost of general and professional liability insurance coverage or increases in insurance policy deductibles; and (x) the ability to control operating expenses, which have increased and may continue to increase due to the Covid pandemic. Although the RIDEA structure gives us certain oversight approval rights (e.g., budgets, material contracts, etc.) and the right to review operational and financial reporting information, our operators are ultimately in control of the day-to-day business of the property. As a result, we have limited rights to direct or influence the business or operations of our properties in the CCRC segment and in the properties owned by our SWF SH JV, and we depend on our operators to operate these properties in a manner that complies with applicable law, minimizes legal risk and maximizes the value of our investment. Failure by our operators to adequately manage these risks could have a material adverse effect on our business, results of operations and financial condition.

We are required under RIDEA to rely on our operators to oversee and direct these aspects of the properties' operations to ensure compliance with applicable laws and regulations. If one or more of our healthcare properties fails to comply with applicable laws and regulations, our TRS would be responsible (except in limited circumstances, such as the gross negligence or willful misconduct of our operators, where we would have a contractual claim against them), which could subject our TRS to penalties including loss or suspension of licenses, certification or accreditation, exclusion from government healthcare programs (i.e., Medicare, Medicaid), administrative sanctions and civil monetary penalties. Some states also reserve the right to sanction affiliates of a licensee when they take administrative action against the licensee. Additionally, when we receive individually identifiable health information relating to residents of our healthcare properties, we are subject to federal and state data privacy and security laws and rules, and could be subject to liability in the event of an audit, complaint, cybersecurity attack or data breach. Furthermore, our TRS has exposure to professional liability claims that could arise out of resident claims, such as quality of care, and the associated litigation costs.

Rents received from the TRS in a RIDEA structure are treated as qualifying rents from real property for REIT tax purposes only if (i) they are paid pursuant to a lease of a "qualified healthcare property" and (ii) the operator qualifies as an "eligible independent contractor," as defined in the Internal Revenue Code of 1986, as amended (the "Code"). If either of these requirements is not satisfied, then the rents will not be qualifying rents.

Economic and other conditions that negatively affect geographic areas from which a greater percentage of our revenue is recognized could have a material adverse effect on our business, results of operations and financial condition.

We are subject to increased exposure to adverse conditions affecting the geographies in which our properties are located, including: (i) downturns in local economies and increases in unemployment rates; (ii) changes in local real estate conditions, including increases in real estate taxes; (iii) increased competition; (iv) decreased demand; (v) changes in state-specific legislation; and (vi) local climate events and natural disasters and other catastrophic events, such as health pandemics (including the Covid pandemic), earthquakes, hurricanes, windstorms, flooding, wildfires and mudslides and other physical climate risks, including water stress and heat stress. These risks could significantly disrupt our businesses in the region, harm our ability to compete effectively, result in increased costs, and divert management attention, any or all of which could have a material adverse effect on our business, results of operations and financial condition.

In addition, if significant changes in the climate occur in areas where we own property, this could result in extreme weather and changes in precipitation and temperature, all of which could result in physical damage to or a decrease in demand for properties located in these areas or affected by these conditions. If changes in the climate have material effects, such as property destruction, or occur for extended periods, this could have a material adverse effect on business, results of operations and financial condition. In addition, changes in federal, state and local legislation and regulation on climate change could require increased capital expenditures to improve the energy efficiency or resiliency of our existing properties and could also cause increased costs for our new developments without a corresponding increase in revenue.

Uninsured or underinsured losses could result in a significant loss of capital invested in a property, lower than expected future revenues, and unanticipated expense.

Our insurance coverage does not include damages from business interruptions, loss of revenue or earnings or any related effects caused by health pandemics, including the Covid pandemic. We may incur significant out-of-pocket costs associated with legal proceedings or other claims from residents and patients at our properties that relate to the Covid pandemic.

Generally, insurance coverage for health pandemics has not previously been readily available and, if and when it does become available, may not be on commercially reasonable terms. Further, even if such coverage is available on commercially reasonable terms, we cannot assure you that we would receive insurance proceeds that will compensate us fully for our liabilities, costs and expenses in the event of a health pandemic. In addition, a large number of our properties are located in areas exposed to earthquakes, hurricanes, windstorms, flooding, water stress, heat stress and other common natural disasters and physical climate risks. In particular, (i) a significant portion of our life science development projects and approximately 67% of our life science portfolio (based on gross asset value as of December 31, 2021) was concentrated in California, which is known to be subject to earthquakes, wildfires and other natural disasters, and (ii) approximately 69% of our CCRC portfolio (based on gross asset value as of December 31, 2021) was concentrated in Florida, which is known to be subject to hurricanes. While we maintain insurance coverage for earthquakes, fires, hurricanes, windstorms, floods and other natural disasters and physical climate risks, we may be unable to purchase the limits and terms we desire on a commercially reasonable basis. In addition, there are certain exposures for which we do not purchase insurance because we do not believe it is economically feasible to do so or there is no viable insurance market. We maintain earthquake insurance for our properties that are located in the vicinity of active earthquake zones in amounts and with deductibles we believe are commercially reasonable. Because of our significant concentration in the seismically active regions of South San Francisco, California and San Diego, California, a damaging earthquake in these areas could significantly impact multiple properties, which may amount to a significant portion of our life science portfolio. Similarly, a damaging hurricane in Florida could significantly impact multiple properties, which may amount to a significant portion of our CCRC portfolio. As a result, aggregate deductible amounts may be material, and our insurance coverage may be materially insufficient to cover our losses, either of which would adversely affect our business, financial condition, results of operations and cash flows.

If one of our properties experiences a loss that is uninsured or that exceeds policy coverage limits, we could lose our investment in the damaged property as well as the anticipated future cash flows from such property. If the damaged property is subject to recourse indebtedness, we could continue to be liable for the indebtedness even if the property is irreparably damaged. In addition, even if damage to our properties is covered by insurance, a disruption of business caused by a casualty event may result in loss of revenues for us. Any business interruption insurance may not fully compensate the lender or us for such loss of revenue. Our CCRC and senior housing operators also face various forms of class-action lawsuits from time to time, such as wage and hour and consumer rights actions, which generally are not covered by insurance. These class actions could result in significant defense costs, as well as settlements or verdicts that materially decrease anticipated revenues from a property and can result in the loss of a portion or all of our invested capital.

Our use of joint ventures may limit our returns on and our flexibility with jointly owned investments.

We have and may continue to develop, acquire and/or recapitalize properties in joint ventures with other persons or entities when circumstances warrant the use of these structures. Our participation in joint ventures is subject to risks that may not be present with other methods of ownership, including:

- our joint venture partners could have investment and financing goals that are inconsistent with our objectives, including the timing, terms and strategies for any investments, and what levels of debt to incur or carry;
- because we do not have sole decision-making authority, we could experience an impasse on certain decisions, including budget approvals, acquisitions, sales of assets, debt financing, execution of lease agreements, and vendor approvals, which impasses could result in delayed decisions and missed opportunities and could require us to expend additional resources on resolving such impasses or potential disputes, including litigation or arbitration;
- our joint venture partners may have competing interests in our markets that could create conflicts of interest;
- our ability to transfer our interest in a joint venture to a third party may be restricted and the market for our interest may be limited and/or valued lower than fair market value;

- our joint venture partners may be structured differently than us for tax purposes, and this could create conflicts of interest and risks to our REIT status; and
- our joint venture partners might become insolvent, fail to fund their share of required capital contributions or fail to fulfill their obligations as a joint venture partner, which may require us to infuse our own capital into the venture on behalf of the partner despite other competing uses for such capital.

With respect to our joint ventures, we may be limited in our ability to control or influence operations, and in our ability to exit or transfer our interest in the joint venture to a third party. As a result, we may not receive full value for our ownership interest if we tried to sell it to a third party. In addition, in some instances, we and/or our joint venture partner will have the right to cause us to sell our interest, or acquire our partner's interest, at a time when we otherwise would not have initiated such a transaction. Our ability to acquire our partner's interest will be limited if we do not have sufficient cash, available borrowing capacity or other capital resources. This would require us to sell our interest in the joint venture when we would otherwise prefer to retain it. Any of the foregoing risks could have a material adverse effect on our business, results of operations and financial condition.

Rent escalators or contingent rent provisions in our leases could hinder our profitability and growth.

We derive a significant portion of our revenues from leasing properties pursuant to leases that generally provide for fixed rental rates, subject to annual escalations. If strong economic conditions result in increases in the Consumer Price Index in excess of the annual escalations, our growth and profitability may be limited.

Under certain leases, a portion of the tenant's rental payment to us is based on the property's revenues (i.e., contingent rent). If, as a result of weak economic conditions or other factors that may be outside of our control, the property's revenue declines, our rental revenues would decrease and our results of operations could be materially adversely affected.

Additionally, some of our leases provide that annual rent is modified based on changes in the Consumer Price Index or other thresholds (i.e., contingent rent escalators). If the Consumer Price Index does not increase or other applicable thresholds are not met, rental rates may not increase as anticipated or at all, which could hinder our profitability and growth. Furthermore, if strong economic conditions result in significant increases in the Consumer Price Index, but the escalations under our leases with contingent rent escalators are capped or the increase in the Consumer Price Index exceeds our tenants' ability to pay, our growth and profitability also may be limited.

Competition may make it difficult to identify and purchase, or develop, suitable healthcare properties to grow our investment portfolio, to finance acquisitions on favorable terms, or to retain or attract tenants and operators.

We face significant competition from other REITs, investment companies, private equity and hedge fund investors, sovereign funds, healthcare operators, lenders, developers and other institutional investors, some of whom may have greater resources and lower costs of capital than we do. Increased competition and resulting capitalization rate compression make it more challenging for us to identify and successfully capitalize on opportunities that meet our business goals and could improve the bargaining power of property owners seeking to sell, thereby impeding our investment, acquisition and development activities. Similarly, our properties face competition for tenants and operators from other properties in the same market, which may affect our ability to attract and retain tenants and operators, or may reduce the rents we are able to charge. If we cannot capitalize on our development pipeline, identify and purchase a sufficient quantity of healthcare properties at favorable prices, finance acquisitions on commercially favorable terms, or attract and retain profitable tenants and operators, our business, results of operations and financial condition may be materially adversely affected.

We may be unable to successfully foreclose on the collateral securing our real estate-related loans, and even if we are successful in our foreclosure efforts, we may be unable to successfully operate, occupy or reposition the underlying real estate, which may adversely affect our ability to recover our investments.

If a borrower defaults under one of our mortgages or mezzanine loans, we may have to foreclose on the loan or take additional actions, including acquiring title to the collateral via statutory or judicial foreclosure or commencing collection litigation. We may determine that substantial improvements or repairs to the property are necessary in order to maximize the property's investment potential. In some cases, because our collateral consists of the equity interests in an entity that directly or indirectly owns the applicable real property or interests in other operating properties, we may not have full recourse with respect to assets of that entity, or that entity may have incurred unexpected liabilities, either of which would preclude us from fully recovering our investment. Borrowers may contest enforcement of foreclosure or other remedies, seek bankruptcy protection against our exercise of enforcement or other remedies and/or bring claims for lender liability in response to actions to enforce mortgage obligations. Foreclosure or collections-related costs, high loan-to-value ratios or declines in the value of the property may prevent us from realizing an amount equal to our mortgage or mezzanine loan balance upon foreclosure or conclusion of litigation, and we may be required to record a valuation allowance for such losses. Even if we are able to successfully foreclose on the collateral securing our real estate-related loans, we may inherit properties for which we may be unable to expeditiously secure tenants or operators, if at all, or we may acquire equity interests that we are unable to immediately resell or otherwise liquidate due to limitations under the securities laws, either of which would adversely affect our ability to fully recover our investment.

From time to time we have made, and we may seek to make, one or more material acquisitions, which may involve the expenditure of significant funds.

We regularly review potential transactions in order to maximize stockholder value. Our review process may require significant management attention and a potential transaction could be abandoned or rejected by us or the other parties involved after we expend significant resources and time. In addition, future acquisitions may require the issuance of securities, incurrence of debt, assumption of contingent liabilities or incurrence of significant expenditures, each of which could materially adversely impact our business, financial condition or results of operations. In addition, the financing required for acquisitions may not be available on commercially favorable terms or at all.

If we are unable to successfully integrate our acquisitions, our business, results of operations and financial condition may be materially adversely affected.

Successful integration of acquired companies depends primarily on our ability to consolidate operations, systems, procedures, properties and personnel, and to eliminate redundancies and reduce costs. We may encounter difficulties in these integrations. Potential difficulties associated with acquisitions include: (i) our ability to effectively monitor and manage our expanded portfolio of properties; (ii) the loss of key employees; (iii) the disruption of our ongoing business or that of the acquired entity; (iv) possible inconsistencies in standards, controls, procedures and policies; and (v) the assumption of unexpected liabilities, including:

- liabilities relating to the cleanup or remediation of undisclosed environmental conditions;
- unasserted claims of vendors, residents, patients or other persons dealing with the seller;
- liabilities, claims and litigation, whether or not incurred in the ordinary course of business, relating to periods prior to our acquisition;
- claims for indemnification by general partners, directors, officers and others indemnified by the seller;
- claims for return of government reimbursement payments; and
- liabilities for taxes relating to periods prior to our acquisition.

In addition, acquired companies and their properties may fail to perform as expected, including in respect of estimated cost savings. Inaccurate assumptions regarding future rental or occupancy rates could result in overly optimistic estimates of future revenues. Similarly, we may underestimate future operating expenses or the costs necessary to bring properties up to standards established for their intended use or for property improvements.

If we have difficulties with any of these areas, or if we later discover additional liabilities or experience unforeseen costs relating to our acquired companies, we may not achieve the anticipated economic benefits from our acquisitions, and this may have a material adverse effect on our business, results of operations and financial condition.

Unfavorable litigation resolution or disputes could have a material adverse effect on our financial condition and that of our tenants, operators and borrowers, and we and our tenants, operators and borrowers may experience rising liability and insurance costs.

Our tenants, operators and borrowers are from time to time parties to litigation, including disputes regarding the quality of care at healthcare properties. The effect of litigation may materially increase the costs incurred by our tenants, operators and borrowers, including costs to monitor and report quality of care compliance. In addition, the cost of professional liability, medical malpractice, property, business interruption, and insurance policies that may provide only partial coverage for Covid and other environmental or infectious disease outbreaks, epidemics and pandemics can be significant and may increase or not be available at a reasonable cost or at all. Cost increases could cause our tenants and borrowers to be unable to make their lease or mortgage payments or fail to purchase the appropriate liability and malpractice insurance, or cause our borrowers to be unable to meet their obligations to us, potentially decreasing our revenues and increasing our collection and litigation costs. Furthermore, with respect to our CCRC properties and the properties in our SWF SH JV, all of which are operated in RIDEA structures, we directly bear the costs of any such increases in litigation, monitoring, reporting and insurance due to our direct exposure to the cash flows of such properties.

From time to time, we are involved in legal proceedings, lawsuits and other claims. We may also be named as defendants in lawsuits arising out of our alleged actions or the alleged actions of our tenants and operators for which such tenants and operators have agreed to indemnify us. Furthermore, we could experience a material increase in legal proceedings, lawsuits and other claims related to the Covid pandemic. Unfavorable resolution of any such litigation or negative publicity as a result of such litigation may have a material adverse effect on our business, results of operations and financial condition. Regardless of the outcome, litigation or other legal proceedings may result in substantial costs, disruption of our normal business operations, and the diversion of management attention. We may be unable to prevail in, or achieve a favorable settlement of, any pending or future legal action against us.

In particular, as a result of our ownership of healthcare properties, we may be named as a defendant in lawsuits arising from the alleged actions of our tenants or operators. With respect to our triple-net leases, our tenants generally have agreed to indemnify us for various claims, litigation and liabilities in connection with their leasing and operation of our triple-net leased properties. However, if any tenant fails to indemnify us pursuant to the terms of its agreement with us, we would have to incur the costs that should have been covered by the tenant and to determine whether to expend additional resources to seek the contractually owed indemnity from that tenant, including potentially through litigation or arbitration. In some instances, we may decide not to enforce our indemnification rights if we believe that enforcement of such rights would be more detrimental to our business than alternative approaches. Regardless, such an event would divert management attention and may result in a disruption to our normal business operations, any or all of which could have an adverse effect on our business, results of operations, and financial condition.

With respect to our RIDEA structured properties, we are responsible for these claims, litigation and liabilities, with limited indemnification rights against our operator typically based on the gross negligence or willful misconduct by the operator. Although our leases provide us with certain information rights with respect to our tenants, one or more of our tenants may be or become party to pending litigation or investigation of which we are unaware or in which we do not have a right to participate or evaluate. In such cases, we would be unable to determine the potential impact of such litigation or investigation on our tenants or our business or results. Moreover, negative publicity of any of our operators' or tenants' litigation, other legal proceedings or investigations may also negatively impact their and our reputation, resulting in lower customer demand and revenues, which could have a material adverse effect on our financial condition, results of operations and cash flow.

Risks Related to Our Capital Structure and Market Conditions

An increase in our borrowing costs could materially adversely impact our ability to refinance existing debt, sell properties and conduct acquisition, investment and development activities, and could cause our stock price to decline.

An increase in our borrowing costs reduces the amount investors are willing to pay for our common stock. Because REIT stocks are often perceived as high-yield investments, investors may perceive less relative benefit to owning REIT stocks as borrowing costs increase.

Additionally, we have existing debt obligations that have variable interest rates and related payments that vary with the movement of certain indices. If interest rates increase, so would our interest costs for any variable rate debt and for new debt. This increased cost would make the financing of any acquisition and development activity more costly. In addition, an increase in interest rates could decrease the amount third parties are willing to pay for our properties, thereby limiting our ability to reposition our portfolio promptly in response to changes in economic or other conditions.

Rising borrowing costs could limit our ability to refinance existing debt when it matures, or cause us to pay higher interest rates upon refinancing and increase interest expense on refinanced indebtedness. If our prevailing borrowing costs are higher than the interest rates of our senior notes at their maturity, we will incur additional interest expense upon any replacement debt.

We manage a portion of our exposure to interest rate risk by accessing debt with staggered maturities and through the use of derivative instruments, primarily interest rate cap and swap agreements. These agreements involve risk, including that counterparties may fail to honor their obligations under these arrangements, that these arrangements may not be effective in reducing our exposure to interest rate changes, that the amount of income we earn from hedging transactions may be limited by federal tax provisions governing REITs and that these arrangements may cause us to incur higher debt service costs than would otherwise be the case. Failure to hedge effectively against interest rate risk could adversely affect our results of operations and financial condition.

Cash available for distribution to stockholders may be insufficient to make dividend distributions at expected levels and are made at the discretion of our Board of Directors.

Decreases in cash available for distributions, including decreases related to the Covid pandemic, may result in us being unable to make dividend distributions at expected levels. Our failure to make distributions commensurate with market expectations would likely result in a decrease in the market price of our common stock. Further, all distributions are made at the discretion of our Board of Directors in accordance with Maryland law and depend on: (i) our earnings; (ii) our financial condition; (iii) debt and equity capital available to us; (iv) our expectations for future capital requirements and operating performance; (v) restrictive covenants in our financial or other contractual arrangements, including those in our credit facility agreement; (vi) maintenance of our REIT qualification; and (vii) other factors as our Board of Directors may deem relevant from time to time.

If access to external capital is unavailable on acceptable terms or at all, it could have a material adverse effect on our ability to meet commitments as they become due or make future investments necessary to grow our business.

We may be unable to fund all future capital needs, including capital expenditures, debt maturities and other commitments, from cash retained from operations and dispositions. If we are unable to obtain enough internal capital, we may need to rely on external sources of capital (including debt and equity financing) to fulfill our capital requirements, which depends upon a number of factors, some of which we have little or no control over, including:

- general availability of capital, including less favorable terms, rising interest rates and increased borrowing costs;
- the market price of the shares of our equity securities and the credit ratings of our debt and any preferred securities we may issue;
- the market's perception of our growth potential and our current and potential future earnings and cash distributions;
- our degree of financial leverage and operational flexibility;
- the financial integrity of our lenders, which might impair their ability to meet their commitments to us or their willingness to make additional loans to us, and our inability to replace the financing commitment of any such lender on favorable terms, or at all;
- the stability of the market value of our properties;
- the financial performance and general market perception of our tenants and operators;
- changes in the credit ratings on U.S. government debt securities or default or delay in payment by the United States of its obligations;
- issues facing the healthcare industry, including healthcare reform, changes in government reimbursement policies and the unique challenges posed by the Covid pandemic; and
- the performance of the national and global economies generally, including any economic downturn and volatility in the financial markets as a result of the Covid pandemic.

If access to capital is unavailable on acceptable terms or at all, it could have a material adverse impact on our ability to fund operations, repay or refinance our debt obligations, fund dividend payments, acquire properties and make the investments in development and redevelopment activities, as well as capital expenditures, needed to grow our business.

Our level of indebtedness may increase and materially adversely affect our future operations.

Our outstanding indebtedness as of December 31, 2021 was approximately \$6.2 billion. We may incur additional indebtedness, which may be substantial. Any significant additional indebtedness would likely negatively affect the credit ratings of our debt and require us to dedicate a substantial portion of our cash flow to interest and principal payments. Greater demands on our cash resources may reduce funds available to us to pay dividends, conduct development activities, make capital expenditures and acquisitions, or carry out other aspects of our business strategy. Increased indebtedness can also make us more vulnerable to general adverse economic and industry conditions and create competitive disadvantages for us compared to other companies with comparatively lower debt levels. Increased future debt service obligations may limit our operational flexibility, including our ability to finance or refinance our properties, contribute properties to joint ventures or sell properties as needed.

Covenants in our debt instruments limit our operational flexibility, and breaches of these covenants could materially adversely affect our business, results of operations and financial condition.

The terms of our current secured and unsecured debt instruments require us to comply with a number of customary financial and other covenants, such as maintaining leverage ratios, minimum tangible net worth requirements, REIT status and certain levels of debt service coverage. Our continued ability to incur additional debt and to conduct business in general is subject to compliance with these covenants, which limits our operational flexibility. For example, mortgages on our properties contain customary covenants such as those that limit or restrict our ability, without the consent of the lender, to further encumber or sell the applicable properties, or to replace the applicable tenant or operator. Breaches of certain covenants may result in defaults under the mortgages on our properties and cross-defaults under certain of our other indebtedness, even if we satisfy our payment obligations to the respective obligee. Covenants that limit our operational flexibility as well as defaults resulting from the breach of any of these covenants could materially adversely affect our business, results of operations and financial condition.

Volatility, disruption or uncertainty in the financial markets may impair our ability to raise capital, obtain new financing or refinance existing obligations and fund real estate and development activities.

Increased or prolonged market disruption, volatility or uncertainty, including disruption caused by the Covid pandemic, could materially adversely impact our ability to raise capital, obtain new financing or refinance our existing obligations as they mature, and fund real estate and development activities. For example, as a result of the potential or perceived impact of the pandemic on our business, lenders and other financial institutions could require us to agree to more restrictive covenants, grant liens on our assets as collateral and/or accept other terms that are not commercially beneficial to us in order to obtain financing. One or more of our lenders under our credit facility could refuse or fail to fund their financing commitment to us as a result of lender liquidity and/or viability challenges, which financing commitments we may not be able to replace on favorable terms, or at all. Market volatility could also lead to significant uncertainty in the valuation of our investments and those of our joint ventures, which may result in a substantial decrease in the value of our properties and those of our joint ventures. As a result, we may be unable to recover the carrying amount of such investments and the associated goodwill, if any, which may require us to recognize impairment charges in earnings.

Risks Related to the Regulatory Environment

Laws or regulations prohibiting eviction of our tenants, even on a temporary basis, could have a material adverse effect on our revenues if our tenants fail to make their contractual rent payments to us.

Various federal, state and local governments have enacted, and may continue to enact, laws, regulations and moratoriums or take other actions that could limit our ability to evict tenants until such laws, regulations or moratoriums are reversed or lifted. In particular, many state and local governments have implemented eviction moratoriums as a result of the Covid pandemic that apply to both residential and commercial tenants. Although many of these moratoriums have been temporary in nature to date, and may have expired, they may be revised, reinstated and/or extended for a significant period of time until the Covid pandemic subsides. Although we generally have arrangements and other agreements that give us the right under specified circumstances to terminate a lease or evict a tenant for nonpayment of contractual rent, such laws, regulations and moratoriums may prohibit our ability to begin eviction proceedings even where no rent or only partial rent is being paid for so long as such law, regulation or moratorium remains in effect. Further, under current laws and regulations, eviction proceedings for delinquent tenants are already costly and time-consuming, and, if there are existing backlogs or backlogs develop in courts due to higher than normal eviction proceedings, whether or not due to an increase in eviction proceedings after the Covid pandemic, we may incur significant costs and it may take a significant amount of time to ultimately evict any tenant who is not meeting their contractual rent obligations. If we are restricted, delayed or prohibited from evicting tenants for failing to make contractual rent payments, our business, results of operations and financial condition may be materially adversely impacted.

Tenants, operators and borrowers that fail to comply with federal, state, local and international laws and regulations, including resident health and safety requirements, as well as licensure, certification and inspection requirements, may cease to operate or be unable to meet their financial and other contractual obligations to us.

Our tenants, operators and borrowers in all of our segments are subject to or impacted by extensive, frequently changing federal, state and local laws and regulations. See “Item 1—Business—Government Regulation, Licensing and Enforcement—Healthcare Licensure and Certificate of Need” for a discussion of certain of these laws and regulations. Our tenants’, operators’ or borrowers’ failure to comply with any of the laws, regulations or requirements applicable to them could result in: (i) loss of accreditation; (ii) denial of reimbursement; (iii) imposition of fines; (iv) suspension or decertification from government healthcare programs; (v) civil liability; and (vi) in certain instances, criminal penalties, loss of license or closure of the property and/or the incurrence of considerable costs arising from an investigation or regulatory action, which may have an adverse effect on properties that we own and lease to a third party tenant in our Life Science and MOB segments, that we own and operate through a RIDEA structure in our CCRC segment or our SWF SH JV, or on which we hold a mortgage, and therefore may materially adversely impact us.

Required regulatory approvals can delay or prohibit transfers of our senior housing properties.

Transfers of senior housing properties, including CCRCs, to successor owners or operators are typically subject to regulatory approvals or ratifications, including change of ownership approvals for licensure and Medicare / Medicaid (if applicable) that are not required for transfers of other types of commercial operations and other types of real estate. The sale of, or replacement of any operator at, our CCRC and senior housing facilities could be delayed by the regulatory approval process of any federal, state or local government agency necessary for the transfer of the property or the replacement of the operator licensed to manage the property, during which time the property may experience performance declines. The continuing effects of the Covid pandemic may materially delay necessary approvals, thereby lengthening the period of performance deterioration, which could have a material adverse effect of our business, results of operations and financial condition. We may also elect to use an interim licensing structure to facilitate such transfers, which structure expedites the transfer by allowing a third party to operate under our license until the required regulatory approvals are obtained but could subject us to fines or penalties if the third party fails to comply with applicable laws and regulations and then fails to indemnify us for such fines or penalties pursuant to the terms of its agreement with us.

Compliance with the Americans with Disabilities Act and fire, safety and other regulations may require us to make expenditures that adversely affect our cash flows.

Our properties must comply with applicable ADA and any similar state and local laws. These laws may require removal of barriers to access by persons with disabilities in public areas of our properties. Noncompliance could result in the incurrence of additional costs associated with bringing the properties into compliance, the imposition of fines or an award of damages to private litigants in individual lawsuits or as part of a class action. While the tenants to whom we lease our properties are obligated to comply with the ADA and similar state and local provisions, and typically under tenant leases are obligated to cover costs associated with compliance, if required changes involve greater expenditures than anticipated, or if the changes must be made on a more accelerated basis than anticipated, the ability of these tenants to cover costs could be adversely affected. As a result, we could be required to expend funds to comply with the provisions of the ADA and similar state and local laws on behalf of tenants, which could adversely affect our results of operations and financial condition. Additionally, with respect to the properties owned by our SWF SH JV under a RIDEA structures, the SWF SH JV is ultimately responsible for such litigation and compliance costs, and at our CCRCs, we are responsible for such litigation and compliance costs.

In addition, we are required to operate our properties in compliance with fire and safety regulations, building codes and other land use regulations. New and revised regulations and codes may be adopted by governmental agencies and bodies and become applicable to our properties. For example, new safety laws for senior housing properties were adopted following the particularly damaging 2018 hurricane season. Compliance could require substantial capital expenditures, both for significant upgrades and for tenant relocations that may be necessary depending on the scope and duration of upgrades, and may restrict our ability to renovate our properties. These expenditures and restrictions could have a material adverse effect on our financial condition and cash flows.

The requirements of, or changes to, governmental reimbursement programs such as Medicare or Medicaid may adversely affect our tenants', operators' and borrowers' ability to meet their financial and other contractual obligations to us.

Certain of our tenants, operators and borrowers are affected, directly or indirectly, by a complex set of federal, state and local laws and regulations pertaining to governmental reimbursement programs, including the CARES Act and other similar relief legislation enacted as a result of the Covid pandemic. These laws and regulations are subject to frequent and substantial changes that are sometimes applied retroactively. See "Item 1—Business—Government Regulation, Licensing and Enforcement." For example, to the extent that our tenants, operators or borrowers receive a significant portion of their revenues from governmental payors, primarily Medicare and Medicaid, they are generally subject to, among other things:

- statutory and regulatory changes;
- retroactive rate adjustments;
- recovery of program overpayments or set-offs;
- federal, state and local litigation and enforcement actions;
- administrative proceedings;
- policy interpretations;
- payment or other delays by fiscal intermediaries or carriers;
- government funding restrictions (at a program level or with respect to specific properties);
- reduced reimbursement rates under managed care contracts;

- interruption or delays in payments due to any ongoing governmental investigations and audits at such properties; and
- reputational harm of publicly disclosed enforcement actions, audits or investigations related to billing and reimbursements.

The failure to comply with the extensive laws, regulations and other requirements applicable to their business and the operation of our properties could result in, among other challenges: (i) becoming ineligible to receive reimbursement from governmental reimbursement programs, including under the CARES Act; (ii) becoming subject to prepayment reviews or claims for overpayments; (iii) bans on admissions of new patients or residents; (iv) civil or criminal penalties; and (v) significant operational changes, including requirements to increase staffing or the scope of care given to residents. These laws and regulations are enforced by a variety of federal, state and local agencies and can also be enforced by private litigants through, among other things, federal and state false claims acts, which allow private litigants to bring qui tam or “whistleblower” actions.

We are unable to predict future changes to or interpretations of federal, state and local statutes and regulations, including the Medicare and Medicaid statutes and regulations, or the intensity of enforcement efforts with respect to such statutes and regulations. Any changes in the regulatory framework or the intensity or extent of governmental or private enforcement actions could have a material adverse effect on our tenants and operators.

Sometimes, governmental payors freeze or reduce payments to healthcare providers, or provide annual reimbursement rate increases that are smaller than expected, due to budgetary and other pressures. In addition, the federal government periodically makes changes in the statutes and regulations relating to Medicare and Medicaid reimbursement that may impact state reimbursement programs, particularly Medicaid reimbursement and managed care payments. We cannot make any assessment as to the ultimate timing or the effect that any future changes may have on our tenants’, operators’ and borrowers’ costs of doing business and on the amount of reimbursement by government and other third-party payors. The failure of any of our tenants, operators or borrowers to comply with these laws and regulations, and significant limits on the scope of services reimbursed, reductions in reimbursement rates and fees, or increases in provider or similar types of taxes, could materially adversely affect their ability to meet their financial and contractual obligations to us.

Furthermore, executive orders and legislation may amend the Affordable Care Act and related regulations in whole or in part. We also anticipate that Congress, state legislatures, and third-party payors may continue to review and assess alternative healthcare delivery and payment systems and may propose and adopt legislation or policy changes or implementations effecting additional fundamental changes in the healthcare system. For example, the Department of Health and Human Services has focused on tying Medicare payments to quality or value through alternative payment models, which generally aim to make providers attentive to the total costs of treatments. Medicare no longer reimburses hospitals for care related to certain preventable adverse events and imposes payment reductions on hospitals for preventable readmissions. These punitive approaches could be expanded to additional types of providers in the future. Additionally, the patient driven payment model utilized by the Centers for Medicare and Medicaid Services to calculate reimbursement rates for patients in skilled nursing properties (which is among the unit types in our CCRCs) could result in decreases in payments to our operators and tenants or increase our operators’ and tenants’ costs. If any such changes significantly and adversely affect our tenants’ profitability, they could in turn negatively affect our tenants’ ability and willingness to comply with the terms of their leases with us and/or renew their leases with us upon expiration, which could impact our business, prospects, financial condition or results of operations.

Legislation to address federal government operations and administration decisions affecting the Centers for Medicare and Medicaid Services could have a material adverse effect on our tenants’, operators’ and borrowers’ liquidity, financial condition or results of operations.

Congressional consideration of legislation pertaining to the federal debt ceiling, the Affordable Care Act, tax reform, and entitlement programs, including reimbursement rates for physicians, could have a material adverse effect on our tenants’, operators’ and borrowers’ liquidity, financial condition or results of operations. In particular, reduced funding for entitlement programs such as Medicare and Medicaid would result in increased costs and fees for programs such as Medicare Advantage Plans and additional reductions in reimbursements to providers. Amendments to the Affordable Care Act in whole or in part and decisions by the Centers for Medicare and Medicaid Services could impact the delivery of services and benefits under Medicare, Medicaid or Medicare Advantage Plans and could affect our tenants and operators and the manner in which they are reimbursed by such programs. Any such material adverse effect on our tenants, operators or borrowers could adversely affect their ability to satisfy their obligations to us and could have a material adverse effect on us.

Our participation in the CARES Act Provider Relief Fund and other Covid-related stimulus and relief programs could subject us to disruptive government and financial audits and investigations, regulatory enforcement actions, civil litigation, and other claims, penalties, and liabilities.

Under the CARES Act and subsequent relief legislation, Congress has allocated more than \$178 billion to eligible hospitals, physicians, and other health care providers through the Public Health and Social Services Emergency Fund (the “Provider Relief Fund” or “PRF”). The U.S. Department of Health and Human Services (“HHS”) has distributed PRF awards through various general and targeted distributions, including certain distributions that were paid automatically to providers, and others that required providers to submit requested data or applications. We and our senior housing operators (including operators of senior housing facilities that we have subsequently disposed of) have received funds through several PRF distributions, both via automatic payments and also as a result of applications or other filings we submitted for PRF funds.

PRF funds are intended to reimburse eligible providers for unreimbursed health care-related expenses and lost revenues attributable to Covid and must be used only to prevent, prepare for or respond to Covid. PRF funds received under certain targeted distributions, including the Nursing Home Infection Control Distribution, are further limited to specific uses. Additionally, the PRF program imposes certain distribution-specific eligibility criteria and requires recipients to comply with various terms and conditions. HHS has stated that compliance with PRF program terms and conditions is material to HHS’s decision to disburse PRF payments to recipients. PRF program terms and conditions include limitations and requirements governing use of PRF funds, implementation of controls, retention of records relating to PRF funds, audit and reporting to governmental authorities, and other PRF program requirements. PRF regulatory guidance regarding eligibility, use of funds, audit, reporting, and other PRF terms and conditions continues to evolve and there is a high degree of uncertainty surrounding interpretation and implementation, particularly among more complex corporate, transactional and contractual relationships, including RIDEA structures and for organizations with multiple recipient subsidiaries. In addition, in light of the evolving laws and guidance related to PRF, there is no assurance that PRF guidance will not change in ways that adversely impact the PRF funding we receive, our ability to retain PRF funding, or our eligibility to participate in the PRF program.

Changing PRF program requirements could reduce the amount of PRF funds we receive or are permitted to retain and could render us or our operators ineligible for future or previously received PRF funds. PRF reporting obligations and monitoring and compliance efforts could impose substantial costs, become overly burdensome and require significant attention from leadership, disrupting our business and impeding our operations. Further, our current and former operators may not consistently use, account for or document PRF and other relief funds, which may adversely impact availability of data and consistency in our reporting, including among current and former operators and across reporting periods. Ultimately, as PRF program requirements continue to evolve, we may determine that we are unable to comply with certain terms and conditions, or that we are no longer eligible for some or all of the PRF payments we or our operators previously received. If we are unable to fully comply with applicable PRF terms and conditions, we may be required to return some or all PRF funds received and may be subject to further enforcement action.

Due to our and our operators’ participation in the PRF program, we may be subject to government and other audits and investigations related to our receipt and use of PRF funds. These audits and investigations also may impose substantial costs and disruptions. If the government determines that we failed to comply with PRF terms and conditions, related interpretative guidance or applicable federal award requirements, or that our PRF applications and submissions were defective, PRF funds that we or our operators have received may be subject to recoupment and further enforcement actions could result. This could occur even if our interpretation of PRF program requirements was reasonable under the present or then-existing PRF guidance. Government audits and investigations also could result in other regulatory penalties or enforcement actions, including actions under the False Claims Act (“FCA”), which prohibits false claims for payments to, or improper retention of overpayments from, the government. FCA litigation could be asserted directly by the federal government, or on its behalf by private litigants as “whistleblowers.” Even if not meritorious, FCA litigation could impose significant costs and result in reputational damage and a disruption of our business.

Risks Related to Other Events

We are subject to certain provisions of Maryland law and our charter relating to business combinations that may prevent a transaction that may otherwise be in the interest of our stockholders.

The Maryland Business Combination Act (the “MBCA”) provides that unless exempted, a Maryland corporation may not engage in business combinations, including a merger, consolidation, share exchange or, in circumstances specified in the statute, an asset transfer or issuance or reclassification of equity securities with an “interested stockholder” or an affiliate of an interested stockholder for five years after the most recent date on which the interested stockholder became an interested stockholder, and thereafter unless specified criteria are met. An interested stockholder is generally a person owning or controlling, directly or indirectly, 10% or more of the voting power of the outstanding voting stock of a Maryland corporation. Unless our Board of Directors takes action to exempt us from the MBCA, it will be applicable to business combinations between us and other persons. In addition to the restrictions on business combinations contained in the MBCA, our charter also requires that, except in certain circumstances, “business combinations,” including a merger or consolidation, and certain asset transfers and issuances of securities, with a “related person,” including a beneficial owner of 10% or more of our outstanding voting stock, be approved by the affirmative vote of the holders of at least 90% of our outstanding voting stock. These restrictions on business combinations may delay, defer or prevent a change of control or other transaction even if such transaction involves a premium price for our common stock or our stockholders believe that such transaction is otherwise in their best interests.

Environmental compliance costs and liabilities associated with our real estate-related investments may be substantial and may materially impair the value of those investments.

Federal, state and local laws, ordinances and regulations may require us, as a current or previous owner of real estate, to investigate and clean up certain hazardous or toxic substances released at a property. We may be held liable to a governmental entity or to third parties for injury or property damage and for investigation and cleanup costs incurred in connection with the contamination. The costs of cleanup and remediation could be substantial. In addition, some environmental laws create a lien on the contaminated site in favor of the government for damages and the costs it incurs in connection with the contamination, and/or impose fines and penalties on the property owner with respect to such contamination.

Although we currently carry environmental insurance on our properties in an amount that we believe is commercially reasonable and generally require our tenants and operators to indemnify us for environmental liabilities they cause, such liabilities could exceed the amount of our insurance, the financial ability of the tenant or operator to indemnify us, or the value of the contaminated property. As the owner of a site, we may also be held liable to third parties for damages and injuries resulting from environmental contamination emanating from the site. We may also experience environmental costs and liabilities arising from conditions not known to us or disrupted during development. The cost of defending against these claims, complying with environmental regulatory requirements, conducting remediation of any contaminated property, or paying personal injury or other claims or fines could be substantial and could have a material adverse effect on our business, results of operations and financial condition. In addition, the presence of contamination or the failure to remediate contamination may materially adversely affect our ability to use, develop, sell or lease the property or to borrow using the property as collateral.

Risks Related to Tax, including REIT-Related Risks

Loss of our tax status as a REIT would substantially reduce our available funds and would have materially adverse consequences for us and the value of our common stock.

Qualification as a REIT involves the application of numerous highly technical and complex provisions of the Code, for which there are limited judicial and administrative interpretations, as well as the determination of various factual matters and circumstances not entirely within our control. We intend to continue to operate in a manner that enables us to qualify as a REIT. However, our qualification and taxation as a REIT depend upon our ability to meet, through actual annual operating results, asset diversification, distribution levels and diversity of stock ownership, the various qualification tests imposed under the Code.

For example, to qualify as a REIT, at least 95% of our gross income in any year must be derived from qualifying sources, and we must make distributions to our stockholders aggregating annually to at least 90% of our REIT taxable income, excluding net capital gains. Rents we receive from a TRS in a RIDEA structure are treated as qualifying rents from real property for REIT tax purposes only if (i) they are paid pursuant to a lease of a “qualified healthcare property,” and (ii) the operator qualifies as an “eligible independent contractor,” as defined in the Code. If either of these requirements is not satisfied, then the rents will not be qualifying rents. Furthermore, new legislation, regulations, administrative interpretations or court decisions could change the tax laws or interpretations of the tax laws regarding qualification as a REIT, or the federal income tax consequences of that qualification, in a manner that is materially adverse to our stockholders. Accordingly, there is no assurance that we have operated or will continue to operate in a manner so as to qualify or remain qualified as a REIT.

If we lose our REIT status, we will face serious tax consequences that will substantially reduce the funds available to make payments of principal and interest on the debt securities we issue and to make distributions to stockholders. If we fail to qualify as a REIT:

- we will not be allowed a deduction for distributions to stockholders in computing our taxable income;
- we will be subject to corporate-level income tax on our taxable income at regular corporate rates;
- we will be subject to increased state and local income taxes; and
- unless we are entitled to relief under relevant statutory provisions, we will be disqualified from taxation as a REIT for the four taxable years following the year during which we fail to qualify as a REIT.

As a result of all these factors, our failure to qualify as a REIT could also impair our ability to expand our business and raise capital and could materially adversely affect the value of our common stock.

Further changes to U.S. federal income tax laws could materially and adversely affect us and our stockholders.

The present 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 federal income tax treatment of an investment in us. The federal income tax rules dealing with U.S. federal income taxation and REITs are constantly under review by persons involved in the legislative process, the U.S. Internal Revenue Service (the “IRS”) and the U.S. Treasury Department, which results in statutory changes as well as frequent revisions to regulations and interpretations. We cannot predict how changes in the tax laws might affect our investors or us. Revisions in federal tax laws and interpretations thereof could significantly and negatively affect our ability to qualify as a REIT, as well as the tax considerations relevant to an investment in us, or could cause us to change our investments and commitments.

Potential deferred and contingent tax liabilities from corporate acquisitions could limit or delay future property sales.

If, during the five-year period beginning on the date we acquire certain companies, we recognize a gain on the disposition of any property acquired, then, to the extent of the excess of (i) the fair market value of such property as of the acquisition date over (ii) our adjusted income tax basis in such property as of that date, we will be required to pay a corporate-level federal income tax on this gain at the highest regular corporate rate. There can be no assurance that these triggering dispositions will not occur, and these requirements could limit or delay future property sales. In addition, the IRS may assert liabilities against us for corporate income taxes for taxable years prior to the time that we acquire certain companies, in which case we will owe these taxes plus interest and penalties, if any.

There are uncertainties relating to the calculation of non-REIT tax earnings and profits (“E&P”) in certain acquisitions, which may require us to distribute E&P.

In order to remain qualified as a REIT, we are required to distribute to our stockholders all of the accumulated non-REIT E&P of certain companies that we acquire, prior to the close of the first taxable year in which the acquisition occurs. Failure to make such E&P distributions would result in our disqualification as a REIT. The determination of the amount to be distributed in such E&P distributions is a complex factual and legal determination. We may have less than complete information at the time we undertake our analysis, or we may interpret the applicable law differently from the IRS. We currently believe that we have satisfied the requirements relating to such E&P distributions. There are, however, substantial uncertainties relating to the determination of E&P, including the possibility that the IRS could successfully assert that the taxable income of the companies acquired should be increased, which would increase our non-REIT E&P. Thus, we might fail to satisfy the requirement that we distribute all of our non-REIT E&P by the close of the first taxable year in which the acquisition occurs. Moreover, although there are procedures available to cure a failure to distribute all of our E&P, we cannot now determine whether we will be able to take advantage of these procedures or the economic impact on us of doing so.

Our charter contains ownership limits with respect to our common stock and other classes of capital stock.

Our charter contains restrictions on the ownership and transfer of our common stock and preferred stock that are intended to assist us in preserving our qualification as a REIT. Under our charter, subject to certain exceptions, no person or entity may own, actually or constructively, more than 9.8% (by value or by number of shares, whichever is more restrictive) of the outstanding shares of our common stock or any class or series of our preferred stock.

Additionally, our charter has a 9.9% ownership limitation on the direct or indirect ownership of our voting shares, which may include common stock or other classes of capital stock. Our Board of Directors, in its sole discretion, may exempt a proposed transferee from either ownership limit. The ownership limits may delay, defer or prevent a transaction or a change of control that might involve a premium price for our common stock or might otherwise be in the best interests of our stockholders.

General Risk Factors

The loss or limited availability of our key personnel could disrupt our operations and have a material adverse effect on our business, results of operations, financial condition, and the value of our common stock.

We depend on the efforts of our executive officers for the success of our business. Although they are covered by our Executive Severance Plan and Change in Control Plan, which provide many of the benefits typically found in executive employment agreements, none of our executive officers have employment agreements with us. The loss or limited availability of the services of any of our executive officers, or our inability to recruit and retain qualified personnel, could, at least temporarily, have a material adverse effect on our business, results of operations and financial condition and the value of our common stock.

We rely on information technology in our operations, and any material failure, inadequacy, interruption or security failure of that technology could harm our business.

We rely on information technology networks and systems, including the Internet, to process, transmit and store electronic information, and to manage or support a variety of business processes, including financial transactions and records, and to maintain personal identifying information and tenant and lease data. We utilize software and cloud-based technology from vendors, on whom our systems depend. We rely on commercially available systems, software, tools and monitoring to provide security for the processing, transmission and storage of confidential tenant and customer data, including individually identifiable information relating to financial accounts. Although we have taken steps to protect the security of our information systems, with multiple layers of controls around the data maintained in those systems, it is possible that our safety and security measures will not prevent the systems' improper functioning or damage, or the improper access or disclosure of personally identifiable information such as in the event of cyber-attacks. The risk of security breaches has generally increased as the number, intensity and sophistication of attacks and intrusions have increased, and we have seen a significant increase in cyber phishing attacks since the onset of the Covid pandemic. The risk of security breaches has also increased with our increased dependence on the Internet while our employees continue to work remotely due to our health and safety policies during the Covid pandemic and will continue to work remotely under our planned hybrid model. Furthermore, because our operators also rely on the Internet, information technology networks, systems and software, some of our data may be vulnerable to cyber-attacks on our operators.

Security breaches of our or our operators' networks and systems, including those caused by physical or electronic break-ins, computer viruses, malware, worms, attacks by hackers or foreign governments, disruptions from unauthorized access and tampering, including through social engineering such as phishing attacks, coordinated denial-of-service attacks and similar breaches, could result in, among other things: (i) system disruptions; (ii) shutdowns; (iii) unauthorized access to or disclosure of confidential information; (iv) misappropriation of our or our business partners' proprietary or confidential information; (v) breach of our legal, regulatory or contractual obligations; (vi) inability to access or rely upon critical business records or systems; or (vii) other delays in our operations. In some cases, it may be difficult to anticipate or immediately detect such incidents and the damage they cause. We may be required to expend significant financial resources to protect against or to remediate such security breaches. In addition, our technology infrastructure and information systems are vulnerable to damage or interruption from natural disasters, power loss and telecommunications failures. Any failure to maintain proper function, security and availability of our and our operators' information systems and the data maintained in those systems could interrupt our operations, damage our reputation, subject us to liability claims or regulatory penalties, harm our business relationships or increase our security and insurance costs, which could have a material adverse effect on our business, financial condition and results of operations.

Adverse changes in our credit ratings could impair our ability to obtain additional debt and equity financing on favorable terms, if at all, and negatively impact the market price of our securities, including our common stock.

Our credit ratings affect the amount and type of capital, as well as the terms of any financing we may obtain. The credit ratings of our senior unsecured debt are based on, among other things, our operating performance, liquidity and leverage ratios, overall financial position, level of indebtedness, and pending or future changes in the regulatory framework applicable to our operators and our industry. If we are unable to maintain our current credit ratings, we would likely incur higher borrowing costs, which would make it more difficult or expensive to obtain additional financing or refinance existing obligations and commitments. For example, as a result of the potential impact of the Covid pandemic, in March 2020, Moody's changed its outlook on our long-term issuer and senior unsecured debt ratings from "stable" to "negative." Although Moody's subsequently upgraded our outlook to "stable," any future adverse change in our outlook may ultimately lead to a downgrade in our credit ratings, which would trigger additional borrowing costs or other potentially negative consequences under our current credit facilities and debt instruments. Also, if our credit ratings are downgraded, or general market conditions were to ascribe higher risk to our ratings, our industry, or us, our access to capital and the cost of any future debt financing will be further negatively impacted. In addition, the terms of future debt agreements could include more restrictive covenants, or require incremental collateral, which may further restrict our business operations or be unavailable due to our covenant restrictions then in effect. There is no guarantee that debt or equity financings will be available in the future to fund future acquisitions or general operating expenses, or that such financing will be available on terms consistent with our historical agreements or expectations.

ITEM 1B. Unresolved Staff Comments

None.

ITEM 2. Properties

We are organized to invest in income-producing healthcare-related facilities. In evaluating potential investments, we consider a multitude of factors, including:

- location, construction quality, age, condition, and design of the property;
- geographic area, proximity to other healthcare facilities, type of property, and demographic profile, including new competitive supply;
- whether the expected risk-adjusted return exceeds the incremental cost of capital;
- whether the rent or operating income provides a competitive market return to our investors;
- duration, rental rates, tenant and operator quality, and other attributes of in-place leases, including master lease structures and coverage;
- current and anticipated cash flow and its adequacy to meet our operational needs;
- availability of security such as letters of credit, security deposits and guarantees;
- potential for capital appreciation;
- expertise and reputation of the tenant or operator;
- occupancy and demand for similar healthcare facilities in the same or nearby communities;
- availability of qualified operators or property managers and whether we can manage the property;
- potential for environmentally sustainable and/or resilient features of the property;
- potential alternative uses of the facilities;
- the regulatory and reimbursement environment in which the properties operate;
- tax laws related to REITs;
- prospects for liquidity through financing or refinancing; and
- our access to and cost of capital.

Property and Direct Financing Lease Investments

The following table summarizes our consolidated property and direct financing lease ("DFL") investments, excluding investments classified as discontinued operations, as of and for the year ended December 31, 2021 (square feet and dollars in thousands):

| Facility Location | Number of Facilities | Capacity ⁽¹⁾ (Sq. Ft.) | Gross Asset Value ⁽²⁾ | Real Estate Revenues ⁽³⁾ | Operating Expenses |
|--|----------------------|--------------------------------------|----------------------------------|-------------------------------------|---------------------|
| <i>Life science:</i> | | | | | |
| California | 123 | 7,579 | \$ 5,373,760 | \$ 516,727 | \$ (113,215) |
| Massachusetts | 19 | 2,581 | 2,543,077 | 179,934 | (50,544) |
| Other (2 States) | 7 | 406 | 120,008 | 19,183 | (5,285) |
| <i>Total life science</i> | 149 | 10,566 | \$ 8,036,845 | \$ 715,844 | \$ (169,044) |
| <i>Medical office⁽⁴⁾:</i> | | | | | |
| Texas | 75 | 7,645 | \$ 1,435,748 | \$ 195,908 | \$ (65,570) |
| California | 15 | 860 | 332,401 | 43,511 | (15,355) |
| Pennsylvania | 4 | 1,270 | 361,890 | 31,255 | (13,308) |
| South Carolina | 18 | 1,103 | 342,860 | 26,498 | (5,179) |
| Colorado | 18 | 1,311 | 325,488 | 42,298 | (16,556) |
| Florida | 26 | 1,436 | 305,711 | 37,950 | (12,938) |
| Other (29 States) | 141 | 10,319 | 2,517,339 | 293,822 | (94,477) |
| <i>Total medical office</i> | 297 | 23,944 | \$ 5,621,437 | \$ 671,242 | \$ (223,383) |
| <i>CCRC:</i> | | | | | |
| Florida | 9 | 5,042 | \$ 1,303,611 | \$ 309,525 | \$ (259,016) |
| Other (5 States) | 6 | 2,302 | 589,471 | 163,212 | (121,849) |
| <i>Total CCRC</i> | 15 | 7,344 | \$ 1,893,082 | \$ 472,737 | \$ (380,865) |
| <i>Other—non-reportable:</i> | | | | | |
| Arizona | — | — | \$ — | \$ — | \$ 13 |
| <i>Total other non-reportable segments</i> | — | — | \$ — | \$ — | \$ 13 |
| Total properties | 461 | | \$ 15,551,364 | \$ 1,859,823 | \$ (773,279) |

(1) Excludes capacity associated with developments.

(2) Represents gross real estate and the carrying value of DFLs. Gross real estate represents the carrying amount of real estate after adding back accumulated depreciation and amortization. Excludes gross real estate related to medical office and life science assets held for sale of \$38 million.

(3) Represents the combined amount of rental and related revenues, resident fees and services, income from DFLs, and government grant income.

(4) Includes one leased property that is classified as a DFL.

Occupancy and Annual Rent Trends

The following table summarizes occupancy and average annual rent trends for our consolidated property and DFL investments for the years ended December 31 (average occupied square feet in thousands):

| | 2021 | 2020 | 2019 |
|--|-----------|-----------|-----------|
| <i>Life science:</i> | | | |
| Average occupancy percentage | 97 % | 96 % | 97 % |
| Average annual rent per square foot ⁽¹⁾ | \$ 66 | \$ 63 | \$ 57 |
| Average occupied square feet | 10,143 | 8,714 | 7,288 |
| <i>Medical office:</i> | | | |
| Average occupancy percentage | 90 % | 91 % | 93 % |
| Average annual rent per square foot ⁽¹⁾ | \$ 31 | \$ 30 | \$ 30 |
| Average occupied square feet | 21,046 | 20,225 | 20,512 |
| <i>CCRC:</i> | | | |
| Average occupancy percentage | 79 % | 81 % | 87 % |
| Average annual rent per occupied unit ⁽¹⁾ | \$ 80,391 | \$ 80,772 | \$ 71,858 |
| Average occupied units | 5,881 | 5,605 | 35 |

- (1) Average annual rent is presented as a ratio of revenues comprised of rental and related revenues, resident fees and services, income from DFLs, and government grant income divided by the average occupied square feet or average occupied units of the facilities and annualized for acquisitions for the year in which they occurred. Average annual rent excludes termination fees and non-cash revenue adjustments (i.e., straight-line rents, amortization of market lease intangibles, DFL non-cash interest, and the impact of deferred community fee income).

Tenant Lease Expirations

The following table shows tenant lease expirations, including those related to our DFL, for the next 10 years and thereafter at our consolidated properties, assuming that none of the tenants exercise any of their renewal or purchase options, and excludes properties in our CCRC segment, assets held for sale, and discontinued operations as of December 31, 2021 (dollars and square feet in thousands):

| Segment | Expiration Year | | | | | | | | | | | |
|--------------------------|-----------------|---------------------|------------|------------|------------|-----------|-----------|-----------|-----------|------------|-----------|------------|
| | Total | 2022 ⁽¹⁾ | 2023 | 2024 | 2025 | 2026 | 2027 | 2028 | 2029 | 2030 | 2031 | Thereafter |
| <i>Life science:</i> | | | | | | | | | | | | |
| Square feet | 10,152 | 477 | 769 | 452 | 1,176 | 530 | 1,486 | 693 | 1,016 | 1,206 | 1,212 | 1,135 |
| Base rent ⁽²⁾ | \$ 525,110 | \$ 27,105 | \$ 49,056 | \$ 29,449 | \$ 50,052 | \$ 22,104 | \$ 66,954 | \$ 34,860 | \$ 57,721 | \$ 76,668 | \$ 61,914 | \$ 49,227 |
| % of segment base rent | 100 | 5 | 9 | 6 | 9 | 4 | 13 | 7 | 11 | 15 | 12 | 9 |
| <i>Medical office:</i> | | | | | | | | | | | | |
| Square feet | 21,516 | 3,028 | 2,033 | 2,618 | 4,415 | 1,790 | 1,061 | 1,980 | 800 | 1,112 | 1,502 | 1,177 |
| Base rent ⁽²⁾ | \$ 517,199 | \$ 81,293 | \$ 53,678 | \$ 73,264 | \$ 84,957 | \$ 47,711 | \$ 26,372 | \$ 35,825 | \$ 19,684 | \$ 28,686 | \$ 34,346 | \$ 31,383 |
| % of segment base rent | 100 | 16 | 10 | 14 | 16 | 9 | 5 | 7 | 4 | 6 | 7 | 6 |
| <i>Total:</i> | | | | | | | | | | | | |
| Base rent ⁽²⁾ | \$ 1,042,309 | \$ 108,398 | \$ 102,734 | \$ 102,713 | \$ 135,009 | \$ 69,815 | \$ 93,326 | \$ 70,685 | \$ 77,405 | \$ 105,354 | \$ 96,260 | \$ 80,610 |
| % of total base rent | 100 | 10 | 10 | 10 | 13 | 7 | 9 | 7 | 7 | 10 | 9 | 8 |

- (1) Includes month-to-month leases.
- (2) The most recent month's (or subsequent month's, if acquired in the most recent month) base rent, including additional rent floors and cash income from DFLs, annualized for 12 months. Base rent does not include tenant recoveries, additional rents in excess of floors, and non-cash revenue adjustments (i.e., straight-line rents, amortization of market lease intangibles, DFL non-cash interest and deferred revenues).

ITEM 3. Legal Proceedings

See the “Legal Proceedings” section of Note 12 to the Consolidated Financial Statements for information regarding legal proceedings, which information is incorporated by reference in this Item 3.

ITEM 4. Mine Safety Disclosures

None.

PART II

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

Our common stock is listed on the New York Stock Exchange under the symbol "PEAK."

At January 28, 2022, we had 7,576 stockholders of record, and there were 222,222 beneficial holders of our common stock.

Dividends (Distributions)

It has been our policy to declare quarterly dividends to common stockholders so as to comply with applicable provisions of the Code governing REITs. All distributions are made at the discretion of our Board of Directors in accordance with Maryland law. Distributions with respect to our common stock can be characterized for federal income tax purposes as ordinary dividends, capital gains, nondividend distributions, or a combination thereof. The following table shows the characterization of our annual common stock distributions per share:

| | Year Ended December 31, | | |
|-----------------------------------|-------------------------|------------------|------------------|
| | 2021 | 2020 | 2019 |
| Ordinary dividends ⁽¹⁾ | \$ 0.1523 | \$ 0.7139 | \$ 0.7633 |
| Capital gains ⁽²⁾ | 0.3800 | 0.5298 | 0.2714 |
| Nondividend distributions | 0.6677 | 0.2363 | 0.4453 |
| | <u>\$ 1.2000</u> | <u>\$ 1.4800</u> | <u>\$ 1.4800</u> |

(1) For the year ended December 31, 2021, the amount includes \$0.1370 of ordinary dividends that qualified as business income for purposes of Code Section 199A and \$0.0153 of qualified dividend income for purposes of Code Section 1(h)(11). For the years ended December 31, 2020 and 2019, all \$0.7139 and \$0.7633, respectively, of ordinary dividends qualified as business income for purposes of Code Section 199A.

(2) Pursuant to Treasury Regulation §1.1061-6(c), we are disclosing additional information related to the capital gain dividends for purposes of Section 1061 of the Code. Code Section 1061 is generally applicable to direct and indirect holders of "applicable partnership interests." The "One Year Amounts" and "Three Year Amounts" required to be disclosed are both zero with respect to the 2021 distributions, since all capital gains relate to Code Section 1231 gains.

On January 27, 2022, we announced that our Board of Directors declared a quarterly common stock cash dividend of \$0.30 per share. The common stock dividend will be paid on February 22, 2022 to stockholders of record as of the close of business on February 11, 2022.

Issuer Purchases of Equity Securities

The table below sets forth the information with respect to purchases of our common stock made by or on our behalf during the quarter ended December 31, 2021.

| Period Covered | Total Number of Shares Purchased ⁽¹⁾ | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number (or Approximate Dollar Value) of Shares that May Yet be Purchased Under the Plans or Programs |
|---------------------|---|------------------------------|--|--|
| October 1-31, 2021 | 5,041 | \$ 33.89 | — | — |
| November 1-30, 2021 | 3,372 | 34.29 | — | — |
| December 1-31, 2021 | 29 | 32.86 | — | — |
| Total | <u>8,442</u> | <u>\$ 34.05</u> | <u>—</u> | <u>—</u> |

(1) Represents restricted shares withheld under our equity incentive plans to offset tax withholding obligations that occur upon vesting of restricted shares. The value of the shares withheld is based on the closing price of our common stock on the last trading day prior to the date the relevant transaction occurred.

Performance Graph

The graph and table below compare the cumulative total return of Healthpeak, the S&P 500 Index, and the Equity REIT Index of Nareit, from January 1, 2017 to December 31, 2021. Total cumulative return is based on a \$100 investment in Healthpeak common stock and in each of the indices at the close of trading on December 30, 2016 and assumes quarterly reinvestment of dividends before consideration of income taxes. Stockholder returns over the indicated periods should not be considered indicative of future stock prices or stockholder returns.

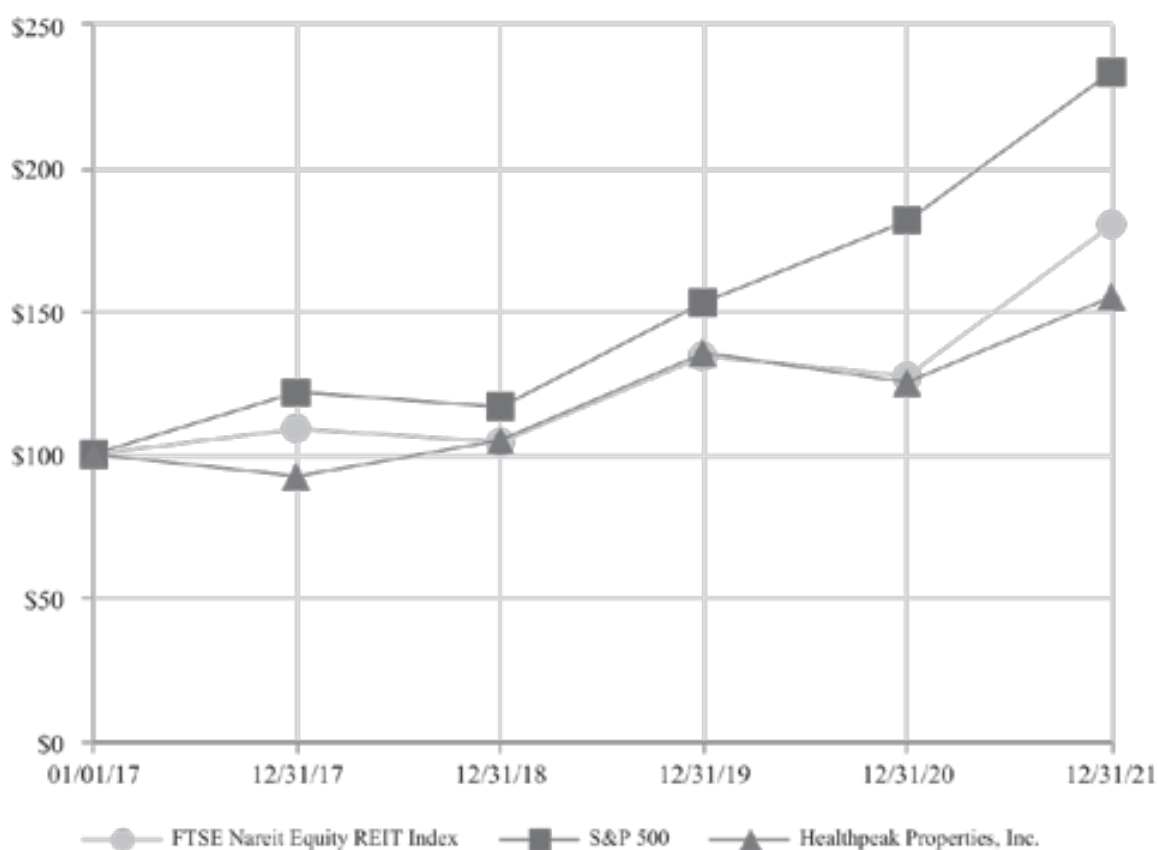
COMPARISON OF FIVE-YEAR CUMULATIVE TOTAL RETURN AMONG S&P 500, EQUITY REITS AND HEALTHPEAK PROPERTIES, INC.

RATE OF RETURN TREND COMPARISON

JANUARY 1, 2017–DECEMBER 31, 2021

(JANUARY 1, 2017 = \$100)

Performance Graph Total Stockholder Return



| | December 31, | | | | |
|-------------------------------|--------------|-----------|-----------|-----------|-----------|
| | 2017 | 2018 | 2019 | 2020 | 2021 |
| FTSE Nareit Equity REIT Index | \$ 108.67 | \$ 104.28 | \$ 134.17 | \$ 127.30 | \$ 179.87 |
| S&P 500 | 121.82 | 116.47 | 153.13 | 181.29 | 233.28 |
| Healthpeak Properties, Inc. | 92.25 | 104.88 | 135.41 | 125.02 | 154.71 |

ITEM 6. [Reserved]

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

The information set forth in this Item 7 is intended to provide readers with an understanding of our financial condition, changes in financial condition and results of operations. This section generally discusses the results of our operations for the year ended December 31, 2021 compared to the year ended December 31, 2020. For a discussion of the year ended December 31, 2020 compared to the year ended December 31, 2019, please refer to Part II, Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2020 filed with the SEC on February 10, 2021.

We will discuss and provide our analysis in the following order:

- Covid Update
- Overview of Transactions
- Dividends
- Results of Operations
- Liquidity and Capital Resources
- Non-GAAP Financial Measure Reconciliations
- Critical Accounting Estimates
- Recent Accounting Pronouncements

Covid Update

Our tenants, operators, and borrowers have experienced significant cost increases as a result of increased health and safety measures, staffing shortages, increased governmental regulation and compliance, vaccine mandates, and other operational changes necessitated either directly or indirectly by the Covid pandemic. We anticipate that many of these expenses will remain at these higher levels even after the pandemic passes, and may reduce margins in the business.

The impact of Covid on the ability of our tenants to pay rent in the future is currently unknown. We have monitored, and will continue to monitor, the credit quality of each of our tenants and write off straight-line rent and accounts receivable, as necessary. In the event we conclude that substantially all of a tenant's straight-line rent or accounts receivable is not probable of collection in the future, such amounts will be written off, which could have a material impact on our future results of operations.

Senior housing facilities have been disproportionately impacted by Covid and Covid-related fatalities compared to our life science and medical office segments. Within our CCRC properties and the properties in our SWF SH JV, average occupancy declined from 85.6% and 88.7%, respectively, for the year ended December 31, 2019, to 79.1% and 72.7%, respectively, for the year ended December 31, 2021. Although the wide availability of the vaccine has reduced the negative impacts of the pandemic in our CCRC communities and the senior housing facilities owned by our SWF SH JV, we do not yet know the full, long-term economic impact of the Covid pandemic and whether or when occupancy and revenue will return to pre-pandemic levels. The increase in Covid cases caused by recent variants has evidenced the fact that the course of the pandemic is highly uncertain and that unexpected surges or other factors could materially impact recovery from the pandemic, adversely disrupt operations, and/or cause significant reputational harm to us, our tenants, our operators, or our borrowers. Labor costs in particular have increased as a result of higher staffing hours, increased hourly wages and bonuses, greater overtime, and increased usage of contract labor. In addition, the pandemic has resulted in some potentially long-term changes in traditional economic patterns and arrangements, including that (i) seniors may not seek out senior housing at the same level that they did pre-pandemic; (ii) recent legislation that favors delivery of services at home rather than in an institutional setting could negatively impact the segment; (iii) qualified employees may view employment at senior housing facilities less attractively than they did pre-pandemic; (iv) the number of people who have not returned to the workforce could create long-term staffing shortages; (v) changing expectations around the protection required for residents in senior housing facilities may increase costs; (vi) senior housing operators are undertaking numerous adaptations in response to these changes, the success of which adaptations is uncertain; and (vii) the inflationary environment could permanently alter behavior in unpredictable ways.

All development, redevelopment, and tenant improvement projects that were previously delayed have been allowed to restart with infection control protocols in place, although future local, state, or federal orders could cause work to be suspended, and individual projects may be affected by outbreaks.

We believe we remain well-positioned to navigate economic changes resulting from the pandemic, with approximately \$2.2 billion of liquidity available, including \$1.81 billion of borrowing capacity under our bank line of credit facility, \$313 million of net proceeds expected from the future settlement of shares issued through our ATM forward contracts (as defined below), and approximately \$117 million of cash and cash equivalents as of February 7, 2022.

We have taken, and will continue to take, proactive measures to provide for the well-being of our employees. We have implemented systems and processes that have allowed us to work effectively and efficiently in the remote environment. The steps taken to protect our employees and afford them a safe working environment continue to evolve along with authoritative guidance on best practices.

See “Item 1A, Risk Factors” in this report for additional discussion of the risks posed by the Covid pandemic and uncertainties we and our tenants, operators, and borrowers may face as a result.

Overview of Transactions

Real Estate Investment Acquisitions

Westview Medical Plaza

In February 2021, we acquired one MOB in Nashville, Tennessee for \$13 million.

Pinnacle at Ridgeway

In April 2021, we acquired one MOB in Denver, Colorado for \$38 million.

MOB Portfolio

In April 2021, we acquired 14 MOB for \$371 million (the “MOB Portfolio”) and originated \$142 million of secured mortgage debt.

Westside Medical Plaza

In June 2021, we acquired one MOB in Fort Lauderdale, Florida for \$16 million.

Wesley Woodlawn

In July 2021, we acquired one MOB in Wichita, Kansas for \$50 million.

Atlantic Health

In July 2021, we acquired three MOB in Morristown, New Jersey for \$155 million.

Baylor Centennial

In September 2021, we acquired two MOB in Dallas, Texas for \$60 million.

Concord Avenue Campus

In September 2021, we acquired a life science campus, comprised of three buildings, in Cambridge, Massachusetts for \$180 million.

10 Fawcett

In October 2021, we closed a life science acquisition in Cambridge, Massachusetts for \$73 million.

Vista Sorrento Phase 1

In October 2021, we closed a life science acquisition in San Diego, California for \$20 million.

Swedish Medical

In October 2021, we acquired one MOB in Seattle, Washington for \$43 million.

Lakeview Medical Pavilion

In October 2021, we acquired one MOB in New Orleans, Louisiana for \$34 million.

Mooney Street Parcels

In October 2021, we closed a life science acquisition in Cambridge, Massachusetts for \$123 million.

725 Concord

In October 2021, we acquired one MOB and an adjacent land parcel in Cambridge, Massachusetts for \$80 million.

25 Spinelli

In October 2021, we closed a life science acquisition in Cambridge, Massachusetts for \$34 million.

68 Moulton

In October 2021, we closed a life science acquisition in Cambridge, Massachusetts for \$18 million.

125 Fawcett and 110 Fawcett

In December 2021, we closed two life science acquisitions in Cambridge, Massachusetts for \$45 million.

South San Francisco Land Site

During the year ended December 31, 2021, we acquired approximately 12 acres of land for \$128 million. The acquisition site is located in South San Francisco, California, adjacent to two sites currently held by us as land for future development.

67 Smith Place

In January 2022, we closed a life science acquisition in Cambridge, Massachusetts for \$72 million.

Vista Sorrento Phase II

In January 2022, we closed a life science acquisition in San Diego, California for \$24 million.

Senior Housing Portfolio Sales

- In January 2021, we sold a portfolio of 32 SHOP assets (the “Sunrise Senior Housing Portfolio”) for \$664 million and provided the buyer with: (i) financing of \$410 million and (ii) a commitment to finance up to \$92 million of additional debt for capital expenditures. In June 2021, we received principal repayments of \$246 million on the January 2021 financing. As a result of this repayment, the commitment to finance additional debt for capital expenditures was reduced to \$56 million, \$0.4 million of which had been funded as of December 31, 2021. As of December 31, 2021, this secured loan had an outstanding principal balance of \$165 million.
- In January 2021, we sold 24 senior housing assets under a triple-net lease with Brookdale Senior Living Inc. (“Brookdale”) for \$510 million.
- In January 2021, we sold a portfolio of 16 SHOP assets for \$230 million and provided the buyer with financing of \$150 million.
- In February 2021, we sold eight senior housing assets in a triple-net lease with Harbor Retirement Associates for \$132 million.
- In April 2021, we sold a portfolio of 12 SHOP assets for \$564 million.
- In April 2021, we sold: (i) a portfolio of 10 SHOP assets for \$334 million and (ii) 2 mezzanine loans and 2 preferred equity investments for \$21 million.
- In April 2021, we sold a portfolio of five SHOP assets for \$64 million.
- In May 2021, we sold a portfolio of seven SHOP assets for \$113 million.
- In June 2021, upon completion of the license transfer process, we sold two Sunrise senior housing triple-net assets for \$80 million.
- In addition to the transactions above, we sold 15 SHOP assets for \$169 million and 7 senior housing triple-net assets for \$24 million during the year ended December 31, 2021.
- Upon the completion of the foregoing transactions, in September 2021 we successfully completed the disposition of our remaining senior housing triple-net and SHOP properties.

Other Real Estate Transactions

- In April 2021, the SHOP property in the Otay Ranch JV was sold, resulting in our share of proceeds of \$32 million.
- In May 2021, the CCRC JV sold the remaining two CCRCs for \$38 million, \$19 million of which represents our 49% interest.
- In December 2021, we acquired a 38% interest in a life science development joint venture in Needham, Massachusetts for \$13 million.

- In addition to the transactions above, during the year ended December 31, 2021, we sold: (i) 10 MOBs and a portion of 1 MOB land parcel for \$68 million and (ii) 1 hospital for \$226 million (through the exercise of a purchase option by a tenant).
- In January 2022, we sold one life science facility for \$14 million.

Financing Activities

- In January 2021, we repurchased \$112 million aggregate principal amount of our 4.25% senior unsecured notes due 2023, \$201 million aggregate principal amount of our 4.20% senior unsecured notes due 2024, and \$469 million aggregate principal amount of our 3.88% senior unsecured notes due 2024.
- In February 2021, we used optional redemption provisions to redeem the remaining \$188 million of our 4.25% senior unsecured notes due 2023, \$149 million of our 4.20% senior unsecured notes due 2024, and \$331 million of our 3.88% senior unsecured notes due 2024.
- In May 2021, we repurchased \$252 million of our 3.40% senior unsecured notes due 2025 and \$298 million of our 4.00% senior unsecured notes due 2025.
- In July 2021, we completed our inaugural green bond offering, issuing \$450 million aggregate principal amount of 1.35% senior unsecured notes due 2027.
- In July 2021, we repaid the \$250 million outstanding balance on our unsecured term loan facility (“2019 Term Loan”).
- In September 2021, we amended and restated our bank line of credit facility to increase total revolving commitments from \$2.5 billion to \$3.0 billion and extend the maturity date to January 20, 2026. This maturity date may be further extended pursuant to two six-month extension options, subject to certain customary conditions.
- In November 2021, we completed a green bond offering, issuing \$500 million aggregate principal amount of 2.125% senior unsecured notes due 2028.
- In 2021, we increased the maximum aggregate face or principal amount that can be outstanding at any one time under our commercial paper program from \$1.0 billion to \$1.5 billion.
- During the year ended December 31, 2021, we utilized the forward provisions under the ATM Program (as defined below) to allow for the sale of an aggregate of 9.1 million shares of our common stock at an initial weighted average net price of \$35.25 per share, after commissions.

Development Activities

- At December 31, 2021, we had three on-campus MOB developments in process with an aggregate total estimated cost of \$69 million.
- At December 31, 2021, we had eight life science development projects in process with an aggregate total estimated cost of \$1.5 billion.
- During the year ended December 31, 2021, the following projects were placed in service: (i) one life science development project with a total project cost of \$151 million at completion, (ii) one life science redevelopment project with a total project cost of \$19 million at completion, (iii) two redevelopment assets in our unconsolidated SWF SH JV with our aggregate share of total project costs of \$23 million at completion, (iv) one medical office development with a total project cost of \$49 million at completion, (v) one medical office development with a total project cost of \$5 million at completion, (vi) one medical office redevelopment with a total project cost of \$10 million at completion, and (vii) a portion of one life science development with a total project cost of \$75 million at completion.

Dividends

Quarterly cash dividends paid during 2021 aggregated to \$1.20 per share. On January 27, 2022, our Board of Directors declared a quarterly cash dividend of \$0.30 per common share. The dividend will be paid on February 22, 2022 to stockholders of record as of the close of business on February 11, 2022.

Results of Operations

We evaluate our business and allocate resources among our reportable business segments: (i) life science, (ii) medical office, and (iii) CCRC. Under the life science and medical office segments, we invest through the acquisition and development of life science facilities, MOBs, and hospitals, which generally requires a greater level of property management. Our CCRCs are operated through RIDEA structures. We have other non-reportable segments that are comprised primarily of: (i) an interest in our unconsolidated SWF SH JV and (ii) debt investments. We evaluate performance based upon property adjusted net operating income (“Adjusted NOI” or “Cash NOI”) in each segment. The accounting policies of the segments are the same as those described in the summary of significant accounting policies in Note 2 to the Consolidated Financial Statements.

Non-GAAP Financial Measures

Net Operating Income

NOI and Adjusted NOI are non-U.S. generally accepted accounting principles (“GAAP”) supplemental financial measures used to evaluate the operating performance of real estate. NOI is defined as real estate revenues (inclusive of rental and related revenues, resident fees and services, income from direct financing leases, and government grant income and exclusive of interest income), less property level operating expenses; NOI excludes all other financial statement amounts included in net income (loss) as presented in Note 16 to the Consolidated Financial Statements. Adjusted NOI is calculated as NOI after eliminating the effects of straight-line rents, DFL non-cash interest, amortization of market lease intangibles, termination fees, actuarial reserves for insurance claims that have been incurred but not reported, and the impact of deferred community fee income and expense. NOI and Adjusted NOI include our share of income (loss) generated by unconsolidated joint ventures and exclude noncontrolling interests’ share of income (loss) generated by consolidated joint ventures. Adjusted NOI is oftentimes referred to as “Cash NOI.” Management believes NOI and Adjusted NOI are important supplemental measures because they provide relevant and useful information by reflecting only income and operating expense items that are incurred at the property level and present them on an unlevered basis. We use NOI and Adjusted NOI to make decisions about resource allocations, to assess and compare property level performance, and to evaluate our Same-Store (“SS”) performance, as described below. We believe that net income (loss) is the most directly comparable GAAP measure to NOI and Adjusted NOI. NOI and Adjusted NOI should not be viewed as alternative measures of operating performance to net income (loss) as defined by GAAP since they do not reflect various excluded items. Further, our definitions of NOI and Adjusted NOI may not be comparable to the definitions used by other REITs or real estate companies, as they may use different methodologies for calculating NOI and Adjusted NOI. For a reconciliation of NOI and Adjusted NOI to net income (loss) by segment, refer to Note 16 to the Consolidated Financial Statements.

Operating expenses generally relate to leased medical office and life science properties, as well as CCRC facilities. We generally recover all or a portion of our leased medical office and life science property expenses through tenant recoveries. We present expenses as operating or general and administrative based on the underlying nature of the expense.

Same-Store

Same-Store NOI and Adjusted (Cash) NOI information allows us to evaluate the performance of our property portfolio under a consistent population by eliminating changes in the composition of our consolidated portfolio of properties. Same-Store Adjusted NOI excludes amortization of deferred revenue from tenant-funded improvements and certain non-property specific operating expenses that are allocated to each operating segment on a consolidated basis.

Properties are included in Same-Store once they are stabilized for the full period in both comparison periods. Newly acquired operating assets are generally considered stabilized at the earlier of lease-up (typically when the tenant(s) control(s) the physical use of at least 80% of the space and rental payments have commenced) or 12 months from the acquisition date. Newly completed developments and redevelopments are considered stabilized at the earlier of lease-up or 24 months from the date the property is placed in service. Properties that experience a change in reporting structure are considered stabilized after 12 months in operations under a consistent reporting structure. A property is removed from Same-Store when it is classified as held for sale, sold, placed into redevelopment, experiences a casualty event that significantly impacts operations, a change in reporting structure or operator transition has been agreed to, or a significant tenant relocates from a Same-Store property to a non Same-Store property and that change results in a corresponding increase in revenue. We do not report Same-Store metrics for our other non-reportable segments. For a reconciliation of Same-Store to total portfolio Adjusted NOI and other relevant disclosures by segment, refer to our Segment Analysis below.

Funds From Operations (“FFO”)

FFO encompasses Nareit FFO and FFO as Adjusted, each of which is described in detail below. We believe FFO applicable to common shares, diluted FFO applicable to common shares, and diluted FFO per common share are important supplemental non-GAAP measures of operating performance for a REIT. Because the historical cost accounting convention used for real estate assets utilizes straight-line depreciation (except on land), such accounting presentation implies that the value of real estate assets diminishes predictably over time. Since real estate values instead have historically risen and fallen with market conditions, presentations of operating results for a REIT that use historical cost accounting for depreciation could be less informative. The term FFO was designed by the REIT industry to address this issue.

Nareit FFO. FFO, as defined by the National Association of Real Estate Investment Trusts (“Nareit”), is net income (loss) applicable to common shares (computed in accordance with GAAP), excluding gains or losses from sales of depreciable property, including any current and deferred taxes directly associated with sales of depreciable property, impairments of, or related to, depreciable real estate, plus real estate and other real estate-related depreciation and amortization, and adjustments to compute our share of Nareit FFO and FFO as Adjusted (see below) from joint ventures. Adjustments for joint ventures are calculated to reflect our pro-rata share of both our consolidated and unconsolidated joint ventures. We reflect our share of Nareit FFO for unconsolidated joint ventures by applying our actual ownership percentage for the period to the applicable reconciling items on an entity by entity basis. For consolidated joint ventures in which we do not own 100%, we reflect our share of the equity by adjusting our Nareit FFO to remove the third party ownership share of the applicable reconciling items based on actual ownership percentage for the applicable periods. Our pro-rata share information is prepared on a basis consistent with the comparable consolidated amounts, is intended to reflect our proportionate economic interest in the operating results of properties in our portfolio and is calculated by applying our actual ownership percentage for the period. We do not control the unconsolidated joint ventures, and the pro-rata presentations of reconciling items included in Nareit FFO do not represent our legal claim to such items. The joint venture members or partners are entitled to profit or loss allocations and distributions of cash flows according to the joint venture agreements, which provide for such allocations generally according to their invested capital.

The presentation of pro-rata information has limitations, which include, but are not limited to, the following: (i) the amounts shown on the individual line items were derived by applying our overall economic ownership interest percentage determined when applying the equity method of accounting and do not necessarily represent our legal claim to the assets and liabilities, or the revenues and expenses and (ii) other companies in our industry may calculate their pro-rata interest differently, limiting the usefulness as a comparative measure. Because of these limitations, the pro-rata financial information should not be considered independently or as a substitute for our financial statements as reported under GAAP. We compensate for these limitations by relying primarily on our GAAP financial statements, using the pro-rata financial information as a supplement.

Nareit FFO does not represent cash generated from operating activities in accordance with GAAP, is not necessarily indicative of cash available to fund cash needs and should not be considered an alternative to net income (loss). We compute Nareit FFO in accordance with the current Nareit definition; however, other REITs may report Nareit FFO differently or have a different interpretation of the current Nareit definition from ours.

FFO as Adjusted. In addition, we present Nareit FFO on an adjusted basis before the impact of non-comparable items including, but not limited to, transaction-related items, other impairments (recoveries) and other losses (gains), restructuring and severance related charges, prepayment costs (benefits) associated with early retirement or payment of debt, litigation costs (recoveries), casualty-related charges (recoveries), foreign currency remeasurement losses (gains), deferred tax asset valuation allowances, and changes in tax legislation (“FFO as Adjusted”). Transaction-related items include transaction expenses and gains/charges incurred as a result of mergers and acquisitions and lease amendment or termination activities. Prepayment costs (benefits) associated with early retirement of debt include the write-off of unamortized deferred financing fees, or additional costs, expenses, discounts, make-whole payments, penalties or premiums incurred as a result of early retirement or payment of debt. Other impairments (recoveries) and other losses (gains) include interest income associated with early and partial repayments of loans receivable and other losses or gains associated with non-depreciable assets including goodwill, DFLs, undeveloped land parcels, and loans receivable. Management believes that FFO as Adjusted provides a meaningful supplemental measurement of our FFO run-rate and is frequently used by analysts, investors, and other interested parties in the evaluation of our performance as a REIT. At the same time that Nareit created and defined its FFO measure for the REIT industry, it also recognized that “management of each of its member companies has the responsibility and authority to publish financial information that it regards as useful to the financial community.” We believe stockholders, potential investors, and financial analysts who review our operating performance are best served by an FFO run-rate earnings measure that includes certain other adjustments to net income (loss), in addition to adjustments made to arrive at the Nareit defined measure of FFO. FFO as Adjusted is used by management in analyzing our business and the performance of our properties and we believe it is important that stockholders, potential investors, and financial analysts understand this measure used by management. We use FFO as Adjusted to: (i) evaluate our performance in comparison with expected results and results of previous periods, relative to resource allocation decisions, (ii) evaluate the performance of our management, (iii) budget and forecast future results to assist in the allocation of resources, (iv) assess our performance as compared with similar real estate companies and the industry in general, and (v) evaluate how a specific potential investment will impact our future results. Other REITs or real estate companies may use different methodologies for calculating an adjusted FFO measure, and accordingly, our FFO as Adjusted may not be comparable to those reported by other REITs. For a reconciliation of net income (loss) to Nareit FFO and FFO as Adjusted and other relevant disclosure, refer to “Non-GAAP Financial Measures Reconciliations” below.

Adjusted FFO (“AFFO”). AFFO is defined as FFO as Adjusted after excluding the impact of the following: (i) amortization of stock-based compensation, (ii) amortization of deferred financing costs, net, (iii) straight-line rents, (iv) deferred income taxes, and (v) other AFFO adjustments, which include: (a) amortization of acquired market lease intangibles, net, (b) non-cash interest related to DFLs and lease incentive amortization (reduction of straight-line rents), (c) actuarial reserves for insurance claims that have been incurred but not reported, and (d) amortization of deferred revenues, excluding amounts amortized into rental income that are associated with tenant funded improvements owned/recognized by us and up-front cash payments made by tenants to reduce their contractual rents. Also, AFFO is computed after deducting recurring capital expenditures, including second generation leasing costs and second generation tenant and capital improvements, and includes adjustments to compute our share of AFFO from our unconsolidated joint ventures. More specifically, recurring capital expenditures, including second generation leasing costs and second generation tenant and capital improvements (“AFFO capital expenditures”) excludes our share from unconsolidated joint ventures (reported in “other AFFO adjustments”). Adjustments for joint ventures are calculated to reflect our pro-rata share of both our consolidated and unconsolidated joint ventures. We reflect our share of AFFO for unconsolidated joint ventures by applying our actual ownership percentage for the period to the applicable reconciling items on an entity by entity basis. We reflect our share for consolidated joint ventures in which we do not own 100% of the equity by adjusting our AFFO to remove the third party ownership share of the applicable reconciling items based on actual ownership percentage for the applicable periods (reported in “other AFFO adjustments”). See FFO for further disclosure regarding our use of pro-rata share information and its limitations. Other REITs or real estate companies may use different methodologies for calculating AFFO, and accordingly, our AFFO may not be comparable to those reported by other REITs. Although our AFFO computation may not be comparable to that of other REITs, management believes AFFO provides a meaningful supplemental measure of our performance and is frequently used by analysts, investors, and other interested parties in the evaluation of our performance as a REIT. We believe AFFO is an alternative run-rate earnings measure that improves the understanding of our operating results among investors and makes comparisons with: (i) expected results, (ii) results of previous periods, and (iii) results among REITs more meaningful. AFFO does not represent cash generated from operating activities determined in accordance with GAAP and is not necessarily indicative of cash available to fund cash needs as it excludes the following items which generally flow through our cash flows from operating activities: (i) adjustments for changes in working capital or the actual timing of the payment of income or expense items that are accrued in the period, (ii) transaction-related costs, (iii) litigation settlement expenses, and (iv) restructuring and severance-related charges. Furthermore, AFFO is adjusted for recurring capital expenditures, which are generally not considered when determining cash flows from operations or liquidity. AFFO is a non-GAAP supplemental financial measure and should not be considered as an alternative to net income (loss) determined in accordance with GAAP. For a reconciliation of net income (loss) to AFFO and other relevant disclosure, refer to “Non-GAAP Financial Measures Reconciliations” below.

Comparison of the Year Ended December 31, 2021 to the Year Ended December 31, 2020

Overview⁽¹⁾

2021 and 2020

The following table summarizes results for the years ended December 31, 2021 and 2020 (in thousands):

| | Year Ended December 31, | | Change |
|---|-------------------------|------------|-----------|
| | 2021 | 2020 | |
| Net income (loss) applicable to common shares | \$ 502,271 | \$ 411,147 | \$ 91,124 |
| Nareit FFO | 604,726 | 693,367 | (88,641) |
| FFO as Adjusted | 870,645 | 874,188 | (3,543) |
| AFFO | 727,870 | 772,705 | (44,835) |

(1) For the reconciliation of non-GAAP financial measures, see “Non-GAAP Financial Measure Reconciliations” below.

Net income (loss) applicable to common shares increased primarily as a result of the following:

- an increase in NOI generated from our life science and medical office segments, which related to: (i) 2020 and 2021 acquisitions of real estate, (ii) development and redevelopment projects placed in service during 2020 and 2021, and (iii) new leasing and renewal activity during 2020 and 2021 (including the impact to straight-line rents);
- an increase in income from discontinued operations, primarily due to: (i) decreased impairments of depreciable real estate as a result of fewer assets being impaired under the held for sale model and (ii) decreased depreciation and amortization expense, partially offset by: (i) decreased NOI from dispositions of real estate during 2020 and 2021, (ii) decreased gain on sales of real estate from senior housing dispositions in 2021, and (iii) a goodwill impairment charge related to our senior housing triple-net and SHOP asset sales in 2021;
- an increase in gains on sale of depreciable real estate related to MOB asset sales during 2021;
- a reduction in operating expenses related to our CCRCs primarily as a result of the management termination fee paid to Brookdale in connection with transitioning management of 13 CCRCs to Life Care Services LLC (“LCS”) during the first quarter of 2020;
- an increase in our share of net income from our unconsolidated SWF SH JV;
- a reduction in interest expense, primarily as a result of senior unsecured notes repurchases and redemptions in 2021;
- an increase in interest income, primarily as a result of: (i) seller financing issued in 2020 and 2021 and (ii) the accelerated recognition of a mark-to-market discount resulting from prepayments on loans receivable, partially offset by principal repayments on loans receivable;
- a reduction in impairment charges related to: (i) real estate held for sale and (ii) loan loss reserves, primarily as a result of principal repayments on loans receivable in 2021, loans receivable sales in 2021, and a more positive economic outlook; and
- a reduction in transaction costs, primarily as a result of costs associated with the transition of 13 CCRCs from Brookdale to LCS in the first quarter of 2020.

The increase in net income (loss) applicable to common shares was partially offset by:

- a reduction in other income, net as a result of: (i) a gain upon change of control related to the acquisition of the outstanding equity interest in 13 CCRCs from Brookdale during the first quarter of 2020, (ii) a gain on sale related to the sale of a hospital underlying a DFL during the first quarter of 2020, and (iii) a decline in government grant income received under the CARES Act;
- an increase in loss on debt extinguishments related to our repurchase and redemption of certain outstanding senior notes in the first and second quarters of 2021;

- an increase in depreciation, primarily as a result of: (i) 2020 and 2021 acquisitions of real estate, (ii) accelerated depreciation related to the change in estimated useful lives on certain of our densification projects in 2021, (iii) development and redevelopment projects placed into service during 2020 and 2021, and (iv) the above-mentioned acquisition of the outstanding equity interest and consolidation of 13 CCRCs from Brookdale during the first quarter of 2020;
- a reduction in NOI related to MOB assets sold during 2020 and 2021; and
- a decrease in income tax benefit, primarily as a result of the tax benefits recognized in the first quarter of 2020 related to the above-mentioned acquisition of the outstanding equity interest in 13 CCRCs from Brookdale and the management termination fee expense paid to Brookdale in connection with transitioning management to LCS, partially offset by the income tax expense recognized during the third quarter of 2020 from the establishment of a deferred tax asset valuation allowance related to deferred tax assets that were no longer expected to be realized as a result of our plan to dispose of our SHOP portfolio.

Nareit FFO decreased primarily as a result of the aforementioned events impacting net income (loss) applicable to common shares, except for the following, which are excluded from Nareit FFO:

- net gain on sales of depreciable real estate;
- the gain upon change of control related to the acquisition of Brookdale's interest in 13 CCRCs;
- depreciation and amortization expense; and
- impairment charges related to depreciable real estate.

FFO as Adjusted decreased primarily as a result of the aforementioned events impacting Nareit FFO, except for the following, which are excluded from FFO as Adjusted:

- the loss on debt extinguishment;
- the management termination fee paid to Brookdale in connection with our acquisition of their interest in 13 CCRCs;
- net gain on sales of assets underlying DFLs;
- the transaction costs associated with transition of 13 CCRCs from Brookdale to LCS;
- a goodwill impairment charge related to senior housing triple-net and SHOP asset sales;
- loan loss reserves; and
- the accelerated recognition of a mark-to-market discount resulting from prepayments on loans receivable.

AFFO decreased primarily as a result of the aforementioned events impacting FFO as Adjusted, except for the impact of straight-line rents, which is excluded from AFFO. The decrease was further impacted by higher AFFO capital expenditures.

Segment Analysis

The following tables provide selected operating information for our Same-Store and total property portfolio for each of our reportable segments. For the year ended December 31, 2021, our Same-Store consists of 347 properties representing properties acquired or placed in service and stabilized on or prior to January 1, 2020 and that remained in operations under a consistent reporting structure through December 31, 2021. Our total property portfolio consisted of 484 and 457 properties at December 31, 2021 and 2020, respectively.

In conjunction with classifying our senior housing triple-net and SHOP portfolios as discontinued operations as of December 31, 2020, the results of operations related to those portfolios are no longer presented in reportable business segments. Accordingly, results of operations of those portfolios are not included in the reportable business segment analysis below. Refer to Note 5 to the Consolidated Financial Statements for further information regarding discontinued operations.

Life Science

2021 and 2020

The following table summarizes results at and for the years ended December 31, 2021 and 2020 (dollars and square feet in thousands, except per square foot data):

| | SS | | | Total Portfolio | | |
|--|------------|------------|-----------|-----------------|------------|------------|
| | 2021 | 2020 | Change | 2021 | 2020 | Change |
| Rental and related revenues | \$ 474,011 | \$ 441,994 | \$ 32,017 | \$ 715,844 | \$ 569,296 | \$ 146,548 |
| Healthpeak's share of unconsolidated joint venture total revenues | — | — | — | 5,757 | 448 | 5,309 |
| Noncontrolling interests' share of consolidated joint venture total revenues | (217) | (211) | (6) | (292) | (239) | (53) |
| Operating expenses | (110,621) | (105,712) | (4,909) | (169,044) | (138,005) | (31,039) |
| Healthpeak's share of unconsolidated joint venture operating expenses | — | — | — | (1,836) | (137) | (1,699) |
| Noncontrolling interests' share of consolidated joint venture operating expenses | 62 | 62 | — | 87 | 72 | 15 |
| Adjustments to NOI ⁽¹⁾ | (15,215) | (11,463) | (3,752) | (46,589) | (20,133) | (26,456) |
| Adjusted NOI | \$ 348,020 | \$ 324,670 | \$ 23,350 | 503,927 | 411,302 | 92,625 |
| Less: non-SS Adjusted NOI | | | | (155,907) | (86,632) | (69,275) |
| SS Adjusted NOI | | | | \$ 348,020 | \$ 324,670 | \$ 23,350 |
| Adjusted NOI % change | | | 7.2 % | | | |
| Property count ⁽²⁾ | 107 | 107 | | 150 | 140 | |
| End of period occupancy | 96.3 % | 97.1 % | | 96.6 % | 96.3 % | |
| Average occupancy | 97.1 % | 96.7 % | | 96.9 % | 96.0 % | |
| Average occupied square feet | 7,261 | 7,229 | | 10,266 | 8,724 | |
| Average annual total revenues per occupied square foot ⁽³⁾ | \$ 63 | \$ 60 | | \$ 66 | \$ 63 | |
| Average annual base rent per occupied square foot ⁽⁴⁾ | \$ 50 | \$ 47 | | \$ 50 | \$ 50 | |

(1) Represents adjustments to NOI in accordance with our definition of Adjusted NOI. Refer to “Non-GAAP Financial Measures” above for definitions of NOI and Adjusted NOI.

(2) From our 2020 presentation of Same-Store, we removed one life science facility that was classified as held for sale and one life science facility that was demolished to prepare for development.

(3) Average annual total revenues does not include non-cash revenue adjustments (i.e., straight-line rents, amortization of market lease intangibles, and deferred revenues).

(4) Base rent does not include tenant recoveries, additional rents in excess of floors and non-cash revenue adjustments (i.e., straight-line rents, amortization of market lease intangibles, DFL non-cash interest, and deferred revenues).

Same-Store Adjusted NOI increased primarily as a result of the following:

- annual rent escalations;
- new leasing activity; and
- mark-to-market lease renewals.

Total Portfolio Adjusted NOI increased primarily as a result of the aforementioned impacts to Same-Store and the following Non-Same-Store impacts:

- an increase in NOI from (i) increased occupancy in developments and redevelopments placed into service in 2020 and 2021 and (ii) acquisitions in 2020 and 2021.

Medical Office

2021 and 2020

The following table summarizes results at and for the years ended December 31, 2021 and 2020 (dollars and square feet in thousands, except per square foot data):

| | SS | | | Total Portfolio ⁽¹⁾ | | |
|--|-------------------|-------------------|------------------|--------------------------------|-------------------|------------------|
| | 2021 | 2020 | Change | 2021 | 2020 | Change |
| Rental and related revenues | \$ 531,365 | \$ 515,853 | \$ 15,512 | \$ 662,540 | \$ 612,678 | \$ 49,862 |
| Income from direct financing leases | 8,702 | 8,575 | 127 | 8,702 | 9,720 | (1,018) |
| Healthpeak's share of unconsolidated joint venture total revenues | 2,792 | 2,683 | 109 | 2,882 | 2,772 | 110 |
| Noncontrolling interests' share of consolidated joint venture total revenues | (34,235) | (33,334) | (901) | (35,363) | (34,597) | (766) |
| Operating expenses | (174,032) | (169,399) | (4,633) | (223,383) | (204,008) | (19,375) |
| Healthpeak's share of unconsolidated joint venture operating expenses | (1,174) | (1,129) | (45) | (1,174) | (1,129) | (45) |
| Noncontrolling interests' share of consolidated joint venture operating expenses | 9,856 | 9,987 | (131) | 10,071 | 10,282 | (211) |
| Adjustments to NOI ⁽²⁾ | (6,412) | (6,618) | 206 | (11,118) | (5,544) | (5,574) |
| Adjusted NOI | <u>\$ 336,862</u> | <u>\$ 326,618</u> | <u>\$ 10,244</u> | <u>413,157</u> | <u>390,174</u> | <u>22,983</u> |
| Less: non-SS Adjusted NOI | | | | (76,295) | (63,556) | (12,739) |
| SS Adjusted NOI | | | | <u>\$ 336,862</u> | <u>\$ 326,618</u> | <u>\$ 10,244</u> |
| Adjusted NOI % change | | | <u>3.1 %</u> | | | |
| Property count ⁽³⁾ | 238 | 238 | | 300 | 281 | |
| End of period occupancy | 92.1 % | 92.6 % | | 90.3 % | 90.4 % | |
| Average occupancy | 92.1 % | 92.5 % | | 90.0 % | 91.3 % | |
| Average occupied square feet | 17,883 | 17,951 | | 21,075 | 20,448 | |
| Average annual total revenues per occupied square foot ⁽⁴⁾ | \$ 31 | \$ 30 | | \$ 31 | \$ 30 | |
| Average annual base rent per occupied square foot ⁽⁵⁾ | \$ 26 | \$ 25 | | \$ 27 | \$ 26 | |

(1) Total Portfolio includes results of operations from disposed properties through the disposition date.

(2) Represents adjustments to NOI in accordance with our definition of Adjusted NOI. Refer to "Non-GAAP Financial Measures" above for definitions of NOI and Adjusted NOI.

(3) From our 2020 presentation of Same-Store, we removed five MOB's that were sold, four MOB's that were classified as held for sale, and five MOB's that were placed into redevelopment.

(4) Average annual total revenues does not include non-cash revenue adjustments (i.e., straight-line rents, amortization of market lease intangibles, and deferred revenues).

(5) Base rent does not include tenant recoveries, additional rents in excess of floors and non-cash revenue adjustments (i.e., straight-line rents, amortization of market lease intangibles, DFL non-cash interest, and deferred revenues).

Same-Store Adjusted NOI increased primarily as a result of the following:

- mark-to-market lease renewals;
- annual rent escalations; and
- higher parking income and percentage-based rents.

Total Portfolio Adjusted NOI increased primarily as a result of the aforementioned increases to Same-Store and the following Non-Same-Store impacts:

- increased NOI from our 2020 and 2021 acquisitions;
- increased occupancy in former redevelopment and development properties that have been placed into service; partially offset by
- decreased NOI from our 2020 and 2021 dispositions.

Continuing Care Retirement Community

2021 and 2020

The following table summarizes results at and for the years ended December 31, 2021 and 2020 (dollars in thousands, except per unit data):

| | SS | | | Total Portfolio | | |
|--|------------------|------------------|-------------------|------------------|------------------|-------------------|
| | 2021 | 2020 | Change | 2021 | 2020 | Change |
| Resident fees and services | \$ 74,663 | \$ 75,288 | \$ (625) | \$ 471,325 | \$ 436,494 | \$ 34,831 |
| Government grant income ⁽¹⁾ | 143 | 3,414 | (3,271) | 1,412 | 16,198 | (14,786) |
| Healthpeak's share of unconsolidated joint venture total revenues | — | — | — | 6,903 | 35,392 | (28,489) |
| Healthpeak's share of unconsolidated joint venture government grant income | — | — | — | 200 | 920 | (720) |
| Operating expenses | (54,712) | (54,281) | (431) | (380,865) | (440,528) | 59,663 |
| Healthpeak's share of unconsolidated joint venture operating expenses | — | — | — | (6,639) | (32,125) | 25,486 |
| Adjustments to NOI ⁽²⁾ | 162 | — | 162 | 3,241 | 97,072 | (93,831) |
| Adjusted NOI | <u>\$ 20,256</u> | <u>\$ 24,421</u> | <u>\$ (4,165)</u> | <u>95,577</u> | <u>113,423</u> | <u>(17,846)</u> |
| Less: non-SS Adjusted NOI | | | | (75,321) | (89,002) | 13,681 |
| SS Adjusted NOI | | | | <u>\$ 20,256</u> | <u>\$ 24,421</u> | <u>\$ (4,165)</u> |
| Adjusted NOI % change | | | <u>(17.1)%</u> | | | |
| Property count | 2 | 2 | | 15 | 17 | |
| Average occupancy | 76.0 % | 81.0 % | | 79.1 % | 81.4 % | |
| Average occupied units ⁽³⁾ | 800 | 852 | | 6,002 | 6,181 | |
| Average annual rent per occupied unit | \$ 93,507 | \$ 92,373 | | \$ 79,954 | \$ 79,088 | |

(1) Represents government grant income received under the CARES Act, which is recorded in other income (expense), net in the Consolidated Statements of Operations.

(2) Represents adjustments to NOI in accordance with our definition of Adjusted NOI. Refer to "Non-GAAP Financial Measures" above for definitions of NOI and Adjusted NOI.

(3) Represents average occupied units as reported by the operators for the twelve-month period.

Same-Store Adjusted NOI decreased primarily as a result of the following:

- lower occupancy due to Covid;
- decreased government grant income received under the CARES Act; and
- higher labor costs; partially offset by
- lower Covid-related expenses; and
- increased rates for resident fees.

Total Portfolio Adjusted NOI decreased primarily as a result of the aforementioned decreases to Same-Store, which are also applicable to our properties not yet included in Same-Store.

Other Income and Expense Items

The following table summarizes results of our other income and expense items for the years ended December 31, 2021 and 2020 (in thousands):

| | Year Ended December 31, | | |
|--|-------------------------|-----------|-----------|
| | 2021 | 2020 | Change |
| Interest income | \$ 37,773 | \$ 16,553 | \$ 21,220 |
| Interest expense | 157,980 | 218,336 | (60,356) |
| Depreciation and amortization | 684,286 | 553,949 | 130,337 |
| General and administrative | 98,303 | 93,237 | 5,066 |
| Transaction costs | 1,841 | 18,342 | (16,501) |
| Impairments and loan loss reserves (recoveries), net | 23,160 | 42,909 | (19,749) |
| Gain (loss) on sales of real estate, net | 190,590 | 90,350 | 100,240 |
| Gain (loss) on debt extinguishments | (225,824) | (42,912) | (182,912) |
| Other income (expense), net | 6,266 | 234,684 | (228,418) |
| Income tax benefit (expense) | 3,261 | 9,423 | (6,162) |
| Equity income (loss) from unconsolidated joint ventures | 6,100 | (66,599) | 72,699 |
| Income (loss) from discontinued operations | 388,202 | 267,746 | 120,456 |
| Noncontrolling interests' share in continuing operations | (17,851) | (14,394) | (3,457) |
| Noncontrolling interests' share in discontinued operations | (2,539) | (296) | (2,243) |

Interest income

Interest income increased for the year ended December 31, 2021 primarily as a result of: (i) seller financing issued in 2020 and 2021 and (ii) the accelerated recognition of a mark-to-market discount resulting from prepayments on loans receivable. The increase was partially offset by principal repayments on loans receivable.

Interest expense

Interest expense decreased for the year ended December 31, 2021 primarily as a result of senior unsecured notes repurchases and redemptions in the first and second quarters of 2021.

Depreciation and amortization expense

Depreciation and amortization expense increased for the year ended December 31, 2021 primarily as a result of: (i) acquisitions of real estate during 2020 and 2021, (ii) accelerated depreciation related to the change in estimated useful lives on certain of our densification projects in 2021, (iii) development and redevelopment projects placed into service during 2020 and 2021, and (iv) the acquisition of Brookdale's interest in and consolidation of 13 CCRCs during the first quarter of 2020. The increase was partially offset by dispositions of real estate throughout 2020 and 2021.

General and administrative expense

General and administrative expenses increased for the year ended December 31, 2021 primarily as a result of higher compensation costs and increased restructuring and severance related charges.

Transaction costs

Transaction costs decreased for the year ended December 31, 2021 primarily as a result of costs associated with the transition of 13 CCRCs from Brookdale to LCS in January 2020.

Impairments and loan loss reserves (recoveries), net

The impairment charges recognized in each period vary depending on facts and circumstances related to each asset and are impacted by negotiations with potential buyers, current operations of the assets, and other factors.

Impairments and loan loss reserves (recoveries), net decreased for the year ended December 31, 2021 primarily as a result of: (i) fewer assets impaired under the held for sale impairment model and (ii) a decrease in loan loss reserves under the current expected credit losses model, partially offset by: (i) increased impairment charges related to assets that we intend to demolish for future development projects and (ii) impairment charges on loans sold. The reduction in loan loss reserves during the year ended December 31, 2021 is primarily due to: (i) principal repayments on loans receivable during 2021, (ii) loans receivable sales in 2021, and (iii) a more positive economic outlook. The reduction in loan loss reserves during the year ended December 31, 2021 is partially offset by the loan loss reserve recognized related to new seller financing issued in the first quarter of 2021.

Gain (loss) on sales of real estate, net

Gain on sales of real estate, net increased during the year ended December 31, 2021 primarily as a result of the sale of: (i) 10 MOB's and a portion of 1 MOB land parcel for \$68 million and (ii) 1 hospital for \$226 million during the year ended December 31, 2021 resulting in total gain on sale of \$191 million, compared to the sale of: (i) 11 MOB's for \$136 million, (ii) 2 MOB land parcels for \$3 million, and (iii) 1 asset from other non-reportable segments for \$1 million during the year ended December 31, 2020 resulting in total gain on sale of \$90 million.

Gain (loss) on debt extinguishments

Refer to Note 11 to the Consolidated Financial Statements for information regarding senior unsecured note repurchases and redemptions and the associated loss on debt extinguishment recognized.

Other income (expense), net

Other income, net decreased for the year ended December 31, 2021 primarily as a result of: (i) a gain upon change of control related to the acquisition of the outstanding equity interest in 13 CCRCs from Brookdale during the first quarter of 2020, (ii) a gain on sale related to the sale of a hospital underlying a DFL during the first quarter of 2020, and (iii) a decline in government grant income received under the CARES Act.

Income tax benefit (expense)

Income tax benefit decreased for the year ended December 31, 2021 primarily as a result of the tax benefits recognized in the first quarter of 2020 related to the following: (i) the purchase of Brookdale's interest in 13 of the 15 communities in the CCRC JV, including the management termination fee expense paid to Brookdale in connection with transitioning management of 13 CCRCs to LCS and (ii) the extension of the net operating loss carryback period provided by the CARES Act. The decrease in income tax benefit during the year ended December 31, 2021 was partially offset by the establishment of a deferred tax asset valuation allowance during the third quarter of 2020 related to deferred tax assets that were no longer expected to be realized as a result of our plan to dispose of our SHOP portfolio.

Equity income (loss) from unconsolidated joint ventures

Equity income from unconsolidated joint ventures increased for the year ended December 31, 2021 primarily as a result of a decrease in amortization expense due to fully amortized intangible assets related to our unconsolidated SWF SH JV. The increase in equity income from unconsolidated joint ventures for the year ended December 31, 2021 was partially offset by our share of a gain on sale of one asset in an unconsolidated joint venture during the first quarter of 2020.

Income (loss) from discontinued operations

Income from discontinued operations increased for the year ended December 31, 2021 primarily as a result of: (i) decreased impairments of depreciable real estate as a result of fewer assets being impaired under the held for sale impairment model and (ii) decreased depreciation and amortization expense due to assets being classified as held for sale throughout 2021. The increase in income from discontinued operations during the year ended December 31, 2021 was partially offset by: (i) decreased NOI from dispositions of real estate during 2020 and 2021, (ii) decreased gain on sales of real estate from senior housing dispositions in 2021, and (iii) a goodwill impairment charge related to our senior housing triple-net and SHOP asset sales in 2021.

Noncontrolling interests' share in continuing operations

Noncontrolling interests' share in continuing operations increased for the year ended December 31, 2021 primarily as a result of our partner's share of a gain on sale of one asset in a consolidated joint venture during 2021.

Noncontrolling interests' share in discontinued operations

Noncontrolling interests' share in discontinued operations increased for the year ended December 31, 2021 primarily as a result of our partner's share of gains on sale of senior housing assets in DownREIT (as defined below) partnerships during 2021.

Liquidity and Capital Resources

We anticipate that our cash flow from operations, available cash balances, and cash from our various financing activities will be adequate for the next 12 months and for the foreseeable future for purposes of: (i) funding recurring operating expenses; (ii) meeting debt service requirements; and (iii) satisfying funding of distributions to our stockholders and non-controlling interest members. Distributions are made using a combination of cash flows from operations, funds available under our bank line of credit and commercial paper program, proceeds from the sale of properties, and other sources of cash available to us.

In addition to funding the activities above, our principal liquidity needs for the next 12 months are to:

- fund capital expenditures, including tenant improvements and leasing costs, and
- fund future acquisition, transactional and development and redevelopment activities.

Our longer term investing liquidity needs include the items listed above as well as meeting debt service requirements.

We anticipate satisfying these future needs using one or more of the following:

- cash flow from operations;
- sale of, or exchange of ownership interests in, properties or other investments;
- borrowings under our bank line of credit and commercial paper program;
- issuance of additional debt, including unsecured notes, term loans, and mortgage debt; and/or
- issuance of common or preferred stock or its equivalent.

Our ability to access the capital markets impacts our cost of capital and ability to refinance maturing indebtedness, as well as our ability to fund future acquisitions and development through the issuance of additional securities or secured debt. Credit ratings impact our ability to access capital and directly impact our cost of capital as well. For example, our bank line of credit accrues interest at a rate per annum equal to LIBOR plus a margin that depends upon our credit ratings for our senior unsecured long-term debt. Our bank line of credit includes customary LIBOR replacement language, including, but not limited to, the use of rates based on the secured overnight financing rate administered by the Federal Reserve Bank of New York. We also pay a facility fee on the entire revolving commitment that depends upon our credit ratings. As of February 7, 2022, we had long-term credit ratings of Baa1 from Moody's and BBB+ from S&P Global and Fitch, and short-term credit ratings of P-2, A-2, and F2 from Moody's, S&P Global, and Fitch, respectively.

A downgrade in credit ratings by Moody's, S&P Global, and Fitch may have a negative impact on the interest rates and facility fees for our bank line of credit and may negatively impact the pricing of notes issued under our commercial paper program and senior unsecured notes. While a downgrade in our credit ratings would adversely impact our cost of borrowing, we believe we would continue to have access to the unsecured debt markets, and we could also seek to enter into one or more secured debt financings, issue additional securities, including under our ATM Program (as defined below), or dispose of certain assets to fund future operating costs, capital expenditures, or acquisitions, although no assurances can be made in this regard. Refer to "Covid Update" above for a more comprehensive discussion of the potential impact of Covid on our business.

Material Cash Requirements

Our material cash requirements include the following contractual and other obligations.

Debt. As of December 31, 2021, we had total debt of \$6.2 billion, including borrowings under our bank line of credit and commercial paper program, senior unsecured notes, and mortgage debt. Future interest payments associated with such debt total \$1.4 billion, \$162 million of which are payable within twelve months. Of our total debt, the total amount payable within twelve months is comprised of \$5 million of mortgage debt. Commercial paper borrowings are backstopped by our bank line of credit. As such, we calculate the weighted average remaining term of our commercial paper borrowings using the maturity date of our bank line of credit. See Note 11 to the Consolidated Financial Statements for additional information.

Development and redevelopment commitments. Our development and redevelopment commitments represent construction and other commitments for developments and redevelopments in progress and includes certain allowances for tenant improvements that we have provided as a lessor. As of December 31, 2021, we had \$387 million of development and redevelopment commitments, \$279 million of which we expect to spend within the next twelve months.

Lease and other contractual commitments. Our lease and other contractual commitments represent our commitments, as lessor, under signed leases and contracts for operating properties and include allowances for tenant improvements and leasing commissions. These commitments exclude allowances for tenant improvements related to developments and redevelopments in progress for which we have executed an agreement with a general contractor to complete the tenant improvements, which are recognized as development and redevelopment commitments and are discussed further above. As of December 31, 2021, we had total lease and other contractual commitments of \$83 million, \$74 million of which we expect to spend within the next twelve months.

Construction loan commitments. We have certain loan commitments to fund senior housing redevelopment and capital expenditure projects. As of December 31, 2021, we had \$58 million of construction loan commitments, which extend through 2024.

Ground and other operating lease commitments. Our ground and other operating lease commitments represent our commitments as lessee under signed operating leases. As of December 31, 2021, we had total ground and other operating lease commitments of \$549 million, \$16 million of which are payable within twelve months. See Note 7 to the Consolidated Financial Statements for additional information.

Redeemable noncontrolling interests. Certain of our noncontrolling interest holders have the ability to put their equity interests to us upon specified events or after the passage of a predetermined period of time. Each put option is subject to changes in redemption value in the event that the underlying property generates specified returns for us and meets certain promote thresholds pursuant to the respective agreements. As of December 31, 2021, we had \$87 million of redeemable noncontrolling interests, none of which meet the conditions for redemption as of the balance sheet date. See Note 13 to the Consolidated Financial Statements for additional information.

Distribution and Dividend Requirements. Our dividend policy on our common stock is to distribute a percentage of our cash flow to ensure that we meet the dividend requirements of the Code, relative to maintaining our REIT status, while still allowing us to retain cash to fund capital improvements and other investment activities. Under the Code, REITs may be subject to certain federal income and excise taxes on undistributed taxable income. We paid quarterly cash dividends of \$0.30 per common share in 2021. Our future common dividends, if and as declared, may vary and will be determined by the Board based upon the circumstances prevailing at the time, including our financial condition.

Off-Balance Sheet Arrangements

We own interests in certain unconsolidated joint ventures as described in Note 9 to the Consolidated Financial Statements. Two of these joint ventures have mortgage debt of \$87 million, of which our share is \$40 million. Except in limited circumstances, our risk of loss is limited to our investment in the joint venture. We have no other material off-balance sheet arrangements that we expect would materially affect our liquidity and capital resources.

Inflation

A significant portion of our revenues are derived from leases that generally provide for fixed rental rates, subject to annual escalations. A period of high inflation could result in increases in the Consumer Price Index in excess of our fixed annual escalations. Certain of our leases provide that annual rent is modified based on changes in the Consumer Price Index or other thresholds.

Most of our MOB leases require the tenant to pay a share of property operating costs such as real estate taxes, insurance, and utilities. Substantially all of our life science leases require the tenant or operator to pay all of the property operating costs or reimburse us for all such costs.

Labor costs, interest, costs of construction materials, and other operating costs may increase during periods of inflation. Inflationary increases in expenses will generally be offset, in whole or in part, by the tenant expense reimbursements and contractual rent increases described above.

Cash Flow Summary

The following summary discussion of our cash flows is based on the Consolidated Statements of Cash Flows and is not meant to be an all-inclusive discussion of the changes in our cash flows for the periods presented below.

The following table sets forth changes in cash flows (in thousands):

| | Year Ended December 31, | | |
|---|-------------------------|-------------|-------------|
| | 2021 | 2020 | Change |
| Net cash provided by (used in) operating activities | \$ 795,248 | \$ 758,431 | \$ 36,817 |
| Net cash provided by (used in) investing activities | 531,032 | (1,007,700) | 1,538,732 |
| Net cash provided by (used in) financing activities | (1,288,517) | 246,450 | (1,534,967) |

Operating Cash Flows

Operating cash flow increased \$37 million between the years ended December 31, 2021 and 2020 primarily as the result of: (i) 2020 and 2021 acquisitions, (ii) annual rent increases, (iii) new leasing and renewal activity, and (iv) developments and redevelopments placed in service during 2020 and 2021. The increase in operating cash flow is partially offset by a decrease in income related to assets sold during 2020 and 2021. Our cash flow from operations is dependent upon the occupancy levels of our buildings, rental rates on leases, our tenants' performance on their lease obligations, the level of operating expenses, and other factors.

Investing Cash Flows

The following are significant investing activities for the year ended December 31, 2021:

- received net proceeds of \$2.8 billion primarily from (i) sales of real estate assets and (ii) sales and repayments of loans receivable; and
- made investments of \$2.2 billion primarily related to the acquisition, development, and redevelopment of real estate.

The following are significant investing activities for the year ended December 31, 2020:

- made investments of \$2.5 billion primarily related to the (i) acquisition, development, and redevelopment of real estate and (ii) funding of loan investments; and
- received net proceeds of \$1.5 billion primarily from (i) sales of real estate assets (including real estate assets under DFLs) and (ii) sales and repayments of loans receivable.

Financing Cash Flows

The following are significant financing activities for the year ended December 31, 2021:

- made net repayments of \$1.6 billion related to our senior unsecured notes (including debt extinguishment costs) and mortgage debt;
- made net borrowings of \$1.0 billion primarily under our bank line of credit and commercial paper;
- paid cash dividends on common stock of \$650 million; and
- made purchases of and distributions to noncontrolling interests of \$93 million.

The following are significant financing activities for the year ended December 31, 2020:

- issued common stock of \$1.1 billion;
- paid cash dividends on common stock of \$787 million; and
- made net borrowings of \$16 million primarily under our bank line of credit, commercial paper, and senior unsecured notes (including debt extinguishment costs).

Discontinued Operations

Operating, investing, and financing cash flows in our Consolidated Statements of Cash Flows are reported inclusive of both cash flows from continuing operations and cash flows from discontinued operations. Certain significant cash flows from discontinued operations are disclosed in Note 18 to the Consolidated Financial Statements. The absence of future cash flows from discontinued operations is not expected to significantly impact our liquidity, as the proceeds from senior housing triple-net and SHOP dispositions were used to pay down debt and invest in additional real estate in our other business lines. Additionally, we have multiple other sources of liquidity that can be utilized in the future, as needed. Refer to the beginning of the Liquidity and Capital Resources section above for additional information regarding our liquidity.

Debt

In January 2021, we repurchased \$112 million aggregate principal amount of our 4.25% senior unsecured notes due 2023, \$201 million aggregate principal amount of our 4.20% senior unsecured notes due 2024, and \$469 million aggregate principal amount of our 3.88% senior unsecured notes due 2024.

In February 2021, we used optional redemption provisions to redeem the remaining \$188 million of our 4.25% senior unsecured notes due 2023, \$149 million of our 4.20% senior unsecured notes due 2024, and \$331 million of our 3.88% senior unsecured notes due 2024.

In April 2021, in conjunction with the acquisition of the MOB Portfolio, we originated \$142 million of secured mortgage debt. Additionally, we executed two interest rate cap agreements on the mortgage debt.

In May 2021, we repurchased \$252 million aggregate principal amount of our 3.40% senior unsecured notes due 2025 and \$298 million aggregate principal amount of our 4.00% senior unsecured notes due 2025.

In July 2021, we completed our inaugural green bond offering, issuing \$450 million aggregate principal amount of 1.35% senior unsecured notes due 2027.

In July 2021, we repaid the \$250 million outstanding balance on the 2019 Term Loan.

In September 2021, we amended our bank line of credit facility to increase total revolving commitments from \$2.5 billion to \$3.0 billion and extended the maturity date to January 20, 2026.

In November 2021, we completed a green bond offering, issuing \$500 million aggregate principal amount of 2.125% senior unsecured notes due 2028.

In 2021, we increased the maximum aggregate face or principal amount that can be outstanding at any one time under our commercial paper program from \$1.0 billion to \$1.5 billion.

See Note 11 to the Consolidated Financial Statements for additional information about our outstanding debt.

Approximately 79% and 94% of our consolidated debt, excluding debt classified as liabilities related to assets held for sale and discontinued operations, net, was fixed rate debt as of December 31, 2021 and 2020, respectively. At December 31, 2021, our fixed rate debt and variable rate debt had weighted average interest rates of 3.40% and 0.59%, respectively. At December 31, 2020, our fixed rate debt and variable rate debt had weighted average interest rates of 3.85% and 0.85%, respectively. We had zero and \$36 million of variable rate debt swapped to fixed through interest rate swaps as of December 31, 2021 and 2020, respectively, which is reported in liabilities related to assets held for sale and discontinued operations, net. As of December 31, 2021 and 2020, we had \$142 million and zero, respectively, of variable rate debt subject to interest rate cap agreements. For a more detailed discussion of our interest rate risk, see “Item 7A, Quantitative and Qualitative Disclosures About Market Risk” below.

Equity

At December 31, 2021, we had 539 million shares of common stock outstanding, equity totaled \$7.1 billion, and our equity securities had a market value of \$19.7 billion.

At December 31, 2021, non-managing members held an aggregate of five million units in seven limited liability companies (“DownREITs”) for which we are the managing member. The DownREIT units are exchangeable for an amount of cash approximating the then-current market value of shares of our common stock or, at our option, shares of our common stock (subject to certain adjustments, such as stock splits and reclassifications). At December 31, 2021, the outstanding DownREIT units were convertible into approximately seven million shares of our common stock.

At-The-Market Program

In February 2020, we established a new at-the-market equity offering program (as amended from time to time, the “ATM Program”). In May 2021, we amended the ATM Program to increase the size of the program from \$1.25 billion to \$1.5 billion. In addition to the issuance and sale of shares of our common stock, we may also enter into one or more forward sales agreements (each, an “ATM forward contract”) with sales agents for the sale of our shares of common stock under our ATM Program.

During the year ended December 31, 2021, we utilized the forward provisions under the ATM Program to allow for the sale of an aggregate of 9.1 million shares of our common stock at an initial weighted average net price of \$35.25 per share, after commissions. As of December 31, 2021, none of the shares were settled, and therefore, all 9.1 million shares remained outstanding under ATM forward contracts.

During the year ended December 31, 2021, we did not issue any shares of our common stock under the ATM Program.

At December 31, 2021, \$1.18 billion of our common stock remained available for sale under the ATM Program. Actual future sales of our common stock will depend upon a variety of factors, including but not limited to market conditions, the trading price of our common stock, and our capital needs. We have no obligation to sell any of the remaining shares under our ATM Program.

See Note 13 to the Consolidated Financial Statements for additional information about our ATM Program.

Shelf Registration

In May 2021, we filed a prospectus with the SEC as part of a registration statement on Form S-3, using an automatic shelf registration process. This shelf registration statement expires on May 13, 2024 and at or prior to such time, we expect to file a new shelf registration statement. Under the “shelf” process, we may sell any combination of the securities described in the prospectus through one or more offerings. The securities described in the prospectus include common stock, preferred stock, depositary shares, debt securities and warrants.

Non-GAAP Financial Measures Reconciliations

Funds From Operations

The following is a reconciliation from net income (loss) applicable to common shares, the most directly comparable financial measure calculated and presented in accordance with GAAP, to Nareit FFO, FFO as Adjusted and AFFO (in thousands, except per share data):

| | Year Ended December 31, | | |
|--|-------------------------|------------|------------|
| | 2021 | 2020 | 2019 |
| Net income (loss) applicable to common shares | \$ 502,271 | \$ 411,147 | \$ 43,987 |
| Real estate related depreciation and amortization ⁽¹⁾ | 684,286 | 697,143 | 659,989 |
| Healthpeak's share of real estate related depreciation and amortization from unconsolidated joint ventures | 17,085 | 105,090 | 60,303 |
| Noncontrolling interests' share of real estate related depreciation and amortization | (19,367) | (19,906) | (20,054) |
| Other real estate-related depreciation and amortization | — | 2,766 | 6,155 |
| Loss (gain) on sales of depreciable real estate, net ⁽¹⁾ | (605,311) | (550,494) | (22,900) |
| Healthpeak's share of loss (gain) on sales of depreciable real estate, net, from unconsolidated joint ventures | (6,737) | (9,248) | (2,118) |
| Noncontrolling interests' share of gain (loss) on sales of depreciable real estate, net | 5,555 | (3) | 335 |
| Loss (gain) upon change of control, net ⁽²⁾ | (1,042) | (159,973) | (166,707) |
| Taxes associated with real estate dispositions | 2,666 | (7,785) | — |
| Impairments (recoveries) of depreciable real estate, net | 25,320 | 224,630 | 221,317 |
| Nareit FFO applicable to common shares | 604,726 | 693,367 | 780,307 |
| Distributions on dilutive convertible units and other | 6,162 | 6,662 | 6,592 |
| Diluted Nareit FFO applicable to common shares | \$ 610,888 | \$ 700,029 | \$ 786,899 |
| Weighted average shares outstanding - diluted Nareit FFO | 544,742 | 536,562 | 494,335 |
| Impact of adjustments to Nareit FFO: | | | |
| Transaction-related items ⁽³⁾ | \$ 7,044 | \$ 128,619 | \$ 15,347 |
| Other impairments (recoveries) and other losses (gains), net ⁽⁴⁾ | 24,238 | (22,046) | 10,147 |
| Restructuring and severance related charges | 3,610 | 2,911 | 5,063 |
| Loss (gain) on debt extinguishments | 225,824 | 42,912 | 58,364 |
| Litigation costs (recoveries) | — | 232 | (520) |
| Casualty-related charges (recoveries), net | 5,203 | 469 | (4,106) |
| Foreign currency remeasurement losses (gains) | — | 153 | (250) |
| Valuation allowance on deferred tax assets ⁽⁵⁾ | — | 31,161 | — |
| Tax rate legislation impact ⁽⁶⁾ | — | (3,590) | — |
| Total adjustments | \$ 265,919 | \$ 180,821 | \$ 84,045 |
| FFO as Adjusted applicable to common shares | \$ 870,645 | \$ 874,188 | \$ 864,352 |
| Distributions on dilutive convertible units and other | 8,577 | 6,490 | 6,396 |
| Diluted FFO as Adjusted applicable to common shares | \$ 879,222 | \$ 880,678 | \$ 870,748 |
| Weighted average shares outstanding - diluted FFO as Adjusted | 546,567 | 536,562 | 494,335 |
| FFO as Adjusted applicable to common shares | \$ 870,645 | \$ 874,188 | \$ 864,352 |
| Amortization of stock-based compensation | 18,202 | 17,368 | 14,790 |
| Amortization of deferred financing costs | 9,216 | 10,157 | 10,863 |
| Straight-line rents | (31,188) | (29,316) | (28,451) |
| AFFO capital expenditures | (111,480) | (93,579) | (108,844) |
| CCRC entrance fees ⁽⁷⁾ | — | — | 18,856 |
| Deferred income taxes | (8,015) | (15,647) | (18,972) |
| Other AFFO adjustments | (19,510) | 9,534 | (6,774) |
| AFFO applicable to common shares | 727,870 | 772,705 | 745,820 |
| Distributions on dilutive convertible units and other | 6,164 | 6,662 | 6,591 |
| Diluted AFFO applicable to common shares | \$ 734,034 | \$ 779,367 | \$ 752,411 |
| Weighted average shares outstanding - diluted AFFO | 544,742 | 536,562 | 494,335 |

| | Year Ended December 31, | | |
|---|-------------------------|---------|---------|
| | 2021 | 2020 | 2019 |
| Diluted earnings per common share | \$ 0.93 | \$ 0.77 | \$ 0.09 |
| Depreciation and amortization | 1.25 | 1.47 | 1.43 |
| Loss (gain) on sales of depreciable real estate, net | (1.11) | (1.05) | (0.04) |
| Loss (gain) upon change of control, net ⁽²⁾ | — | (0.30) | (0.34) |
| Taxes associated with real estate dispositions | — | (0.01) | — |
| Impairments (recoveries) of depreciable real estate, net | 0.05 | 0.42 | 0.45 |
| Diluted Nareit FFO per common share | \$ 1.12 | \$ 1.30 | \$ 1.59 |
| Transaction-related items ⁽³⁾ | 0.01 | 0.24 | 0.03 |
| Other impairments (recoveries) and other losses (gains), net ⁽⁴⁾ | 0.04 | (0.04) | 0.02 |
| Restructuring and severance related charges | 0.01 | 0.01 | 0.01 |
| Loss (gain) on debt extinguishments | 0.42 | 0.08 | 0.12 |
| Litigation costs (recoveries) | — | 0.00 | 0.00 |
| Casualty-related charges (recoveries), net | 0.01 | 0.00 | (0.01) |
| Valuation allowance on deferred tax assets ⁽⁵⁾ | — | 0.06 | — |
| Tax rate legislation impact ⁽⁶⁾ | — | (0.01) | — |
| Diluted FFO as Adjusted per common share | \$ 1.61 | \$ 1.64 | \$ 1.76 |

- (1) This amount can be reconciled by combining the balances from the corresponding line of the Consolidated Statements of Operations and the detailed financial information for discontinued operations in Note 5 to the Consolidated Financial Statements.
- (2) For the year ended December 31, 2020, includes a \$170 million gain upon consolidation of 13 CCRCs in which we acquired Brookdale's interest and began consolidating during the first quarter of 2020. For the year ended December 31, 2019, includes a \$161 million gain upon deconsolidation of 19 previously consolidated senior housing assets that were contributed into a new unconsolidated senior housing joint venture with a sovereign wealth fund. Gains and losses upon change of control are included in other income (expense), net in the Consolidated Statements of Operations.
- (3) For the year ended December 31, 2020, includes the termination fee and transition fee expenses related to terminating the management agreements with Brookdale for 13 CCRCs and transitioning those communities to Life Care Services LLC, partially offset by the tax benefit recognized related to those expenses. The expenses related to terminating management agreements are included in operating expenses in the Consolidated Statements of Operations.
- (4) For the year ended December 31, 2021, includes a \$29 million goodwill impairment charge in connection with our senior housing triple-net and SHOP asset sales, which are reported in income (loss) from discontinued operations in the Consolidated Statements of Operations. The year ended December 31, 2021 also includes \$6 million of accelerated recognition of a mark-to-market discount, less loan fees, resulting from prepayments on loans receivable, which is included in interest income in the Consolidated Statements of Operations. For the year ended December 31, 2020, includes a \$42 million gain on sale of a hospital that was in a DFL, which is included in other income (expense), net in the Consolidated Statements of Operations. The remaining activity for the years ended December 31, 2021 and 2020 includes reserves for loan losses and land impairments recognized in impairments and loan loss reserves (recoveries), net in the Consolidated Statements of Operations. For the year ended December 31, 2019, represents the impairment of 13 senior housing triple-net facilities under DFLs recognized as a result of entering into sales agreements.
- (5) In conjunction with establishing a plan during the year ended December 31, 2020 to dispose of all of our SHOP assets and classifying such assets as discontinued operations, we concluded it was more likely than not that we would no longer realize the future value of certain deferred tax assets generated by the net operating losses of our taxable REIT subsidiary entities. Accordingly, during the year ended December 31, 2020, we recognized an associated valuation allowance and corresponding income tax expense.
- (6) For the year ended December 31, 2020, represents the tax benefit from the CARES Act, which extended the net operating loss carryback period to five years.
- (7) In connection with the acquisition of the remaining 51% interest in the CCRC JV in January 2020, we consolidated the 13 communities in the CCRC JV and recorded the assets and liabilities at their acquisition date relative fair values, including the CCRC contract liabilities associated with previously collected non-refundable entrance fees. In conjunction with increasing those CCRC contract liabilities to their fair value, we concluded that we will no longer adjust for the timing difference between non-refundable entrance fees collected and amortized as we believe the amortization of these fees is a meaningful representation of how we satisfy the performance obligations of the fees. As such, upon consolidation of the CCRC assets, we no longer exclude the difference between CCRC entrance fees collected and amortized from the calculation of AFFO. For comparative periods presented, the adjustment continues to represent our 49% share of non-refundable entrance fees collected by the CCRC JV, net of reserves and net of CCRC JV entrance fee amortization.

Critical Accounting Estimates

The preparation of financial statements in conformity with U.S. GAAP requires our management to use judgment in the application of critical accounting estimates and assumptions. We base estimates on the best information available to us at the time, our experience and on various other assumptions believed to be reasonable under the circumstances. These estimates affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting periods. If our judgment or interpretation of the facts and circumstances relating to various transactions or other matters had been different, it is possible that different accounting would have been applied, resulting in a different presentation of our consolidated financial statements. From time to time, we re-evaluate our estimates and assumptions. In the event estimates or assumptions prove to be different from actual results, adjustments are made in subsequent periods to reflect more current estimates and assumptions about matters that are inherently uncertain. Below is a discussion of accounting estimates that we consider critical in that they may require complex judgment in their application or require estimates about matters that are inherently uncertain. For a more detailed discussion of our significant accounting policies, see Note 2 to the Consolidated Financial Statements.

Real Estate

We make estimates as part of our process for allocating a purchase price to the various identifiable assets and liabilities of an acquisition based upon the relative fair value of each asset or liability. The most significant components of our allocations are typically buildings as-if-vacant, land, and lease intangibles. In the case of allocating fair value to buildings and intangibles, our fair value estimates will affect the amount of depreciation and amortization we record over the estimated useful life of each asset acquired. In the case of allocating fair value to in-place leases, we make our best estimates based on our evaluation of the specific characteristics of each tenant's lease. Factors considered include estimates of carrying costs during hypothetical expected lease-up periods, market conditions, and costs to execute similar leases. Our assumptions affect the amount of future revenue and/or depreciation and amortization expense that we will recognize over the remaining useful life for the acquired in-place leases.

Impairment of Long-Lived Assets

We assess the carrying value of our real estate assets and related intangibles ("real estate assets") when events or changes in circumstances indicate that the carrying value may not be recoverable. Recoverability of real estate assets is measured by comparing the carrying amount of the real estate assets to the respective estimated future undiscounted cash flows. The expected future undiscounted cash flows reflect external market factors and are probability-weighted to reflect multiple possible cash-flow scenarios, including selling the assets at various points in the future. Additionally, the estimated future undiscounted cash flows are calculated utilizing the lowest level of identifiable cash flows that are largely independent of the cash flows of other assets and liabilities. In order to review our real estate assets for recoverability, we make assumptions regarding external market conditions (including capitalization rates and growth rates), forecasted cash flows and sales prices, and our intent with respect to holding or disposing of the asset. If our analysis indicates that the carrying value of the real estate assets is not recoverable on an undiscounted cash flow basis, we recognize an impairment charge for the amount by which the carrying value exceeds the fair value of the real estate asset.

Determining the fair value of real estate assets, including assets classified as held for sale, involves significant judgment and generally utilizes market capitalization rates, comparable market transactions, estimated per unit or per square foot prices, negotiations with prospective buyers, and forecasted cash flows (lease revenue rates, expense rates, growth rates, etc.). Our ability to accurately predict future operating results and resulting cash flows, and estimate fair values, impacts the timing and recognition of impairments. While we believe our assumptions are reasonable, changes in these assumptions may have a material impact on our consolidated financial statements.

Recent Accounting Pronouncements

See Note 2 to the Consolidated Financial Statements for the impact of new accounting standards.

ITEM 7A. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to various market risks, including the potential loss arising from adverse changes in interest rates. We use derivative and other financial instruments in the normal course of business to mitigate interest rate risk. We do not use derivative financial instruments for speculative or trading purposes. Derivatives are recorded on the Consolidated Balance Sheets at fair value (see Note 22 to the Consolidated Financial Statements).

Interest Rate Risk

At December 31, 2021, our exposure to interest rate risk was primarily on our variable rate debt. At December 31, 2021, \$142 million of our variable-rate debt was subject to interest rate cap agreements. The interest rate caps are non-designated hedges and manage our exposure to variable cash flows on certain mortgage debt borrowings by limiting interest rates. At December 31, 2021, both the fair value and carrying value of the interest rate caps were \$0.4 million.

Our remaining variable rate debt at December 31, 2021 was comprised of our bank line of credit, commercial paper program, and certain of our mortgage debt. Interest rate fluctuations will generally not affect our future earnings or cash flows on our fixed rate debt and assets until their maturity or earlier prepayment and refinancing. If interest rates have risen at the time we seek to refinance our fixed rate debt, whether at maturity or otherwise, our future earnings and cash flows could be adversely affected by additional borrowing costs. Conversely, lower interest rates at the time of refinancing may reduce our overall borrowing costs. However, interest rate changes will affect the fair value of our fixed rate instruments. At December 31, 2021, a one percentage point increase or decrease in interest rates would change the fair value of our fixed rate debt by approximately \$309 million and \$335 million, respectively, and would not materially impact earnings or cash flows. Additionally, a one percentage point increase or decrease in interest rates would change the fair value of our fixed rate debt investments by approximately \$2 million and would not materially impact earnings or cash flows. Conversely, changes in interest rates on variable rate debt and investments would change our future earnings and cash flows, but not materially impact the fair value of those instruments. Assuming a one percentage point change in the interest rate related to our variable-rate debt and investments, and assuming no other changes in the outstanding balance at December 31, 2021, our annual interest expense would increase by approximately \$13 million.

Market Risk

We have investments in marketable debt securities classified as held-to-maturity because we have the positive intent and ability to hold the securities to maturity. Held-to-maturity securities are recorded at amortized cost and adjusted for the amortization of premiums and discounts through maturity. We consider a variety of factors in evaluating an other-than-temporary decline in value, such as: the length of time and the extent to which the market value has been less than our current adjusted carrying value; the issuer's financial condition, capital strength, and near-term prospects; any recent events specific to that issuer and economic conditions of its industry; and our investment horizon in relationship to an anticipated near-term recovery in the market value, if any. At December 31, 2021, both the fair value and carrying value of marketable debt securities was \$21 million.

ITEM 8. Financial Statements and Supplementary Data

Healthpeak Properties, Inc.

Index to Consolidated Financial Statements

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the stockholders and the Board of Directors of Healthpeak Properties, Inc.

Opinion on the Financial Statements

We have audited the accompanying Consolidated Balance Sheets of Healthpeak Properties, Inc. and subsidiaries (the "Company") as of December 31, 2021 and 2020, the related Consolidated Statements of Operations, Comprehensive Income (Loss), Equity and Redeemable Noncontrolling Interests, and Cash Flows, for each of the three years in the period ended December 31, 2021, and the related Notes and the schedules listed in the Index at Item 15 (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2021, in conformity with accounting principles generally accepted in the United States of America.

We have also 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, 2021, 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 9, 2022, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's 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 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 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 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 financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the 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 financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Impairments – Real Estate — Refer to Notes 2 and 6 to the financial statements

Critical Audit Matter Description

The Company's evaluation of impairment of real estate involves an assessment of the carrying value of real estate assets and related intangibles ("real estate assets") when events or changes in circumstances indicate that the carrying value may not be recoverable.

Auditing the Company's process to evaluate real estate assets for impairment was complex due to the subjectivity in determining whether impairment indicators were present. Additionally, for real estate assets where indicators of impairment were determined to be present, the determination of the future undiscounted cash flows involved significant judgment. In particular, the undiscounted cash flows were forecasted based on significant assumptions such as lease-up periods, lease rates, operating expenses, revenue and expense growth rates, etc., and included judgments around the intended hold period and terminal capitalization rates.

Given the Company's evaluation of impairment indicators, future cash flows and forecasted sales price of a long lived asset requires management to make significant estimates and assumptions related to market capitalization rates, comparable market transactions, and/or forecasted cash flow streams, performing audit procedures required a high degree of auditor judgment and an increased extent of effort.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to real estate asset impairment included the following, among others:

- We tested the effectiveness of controls over impairment of real estate assets, including those over impairment indicators and the determination of future undiscounted cash flows and forecasted sales price for real estate assets.
- We performed an independent search for impairment indicators through the evaluation of several factors including an analysis of industry and market data, a comparison of property implied capitalization rates to market capitalization rates, and trends in financial performance.
- For real estate assets where indicators of impairment were determined to be present, we subjected a sample of undiscounted cash flow models to testing by (1) evaluating the source information used by management, (2) testing the mathematical accuracy of the undiscounted cash flow models, (3) evaluating management's intended hold period, and (4) performing an independent recoverability test based on market data.

/s/ DELOITTE & TOUCHE LLP

Costa Mesa, California

February 9, 2022

We have served as the Company's auditor since 2010.

Healthpeak Properties, Inc.

CONSOLIDATED BALANCE SHEETS

(In thousands, except share and per share data)

| | December 31, | |
|--|---------------|---------------|
| | 2021 | 2020 |
| ASSETS | | |
| Real estate: | | |
| Buildings and improvements | \$ 12,025,271 | \$ 11,048,433 |
| Development costs and construction in progress | 877,423 | 613,182 |
| Land | 2,603,964 | 1,867,278 |
| Accumulated depreciation and amortization | (2,839,229) | (2,409,135) |
| Net real estate | 12,667,429 | 11,119,758 |
| Net investment in direct financing leases | 44,706 | 44,706 |
| Loans receivable, net of reserves of \$1,813 and \$10,280 | 415,811 | 195,375 |
| Investments in and advances to unconsolidated joint ventures | 403,634 | 402,871 |
| Accounts receivable, net of allowance of \$1,870 and \$3,994 | 48,691 | 42,269 |
| Cash and cash equivalents | 158,287 | 44,226 |
| Restricted cash | 53,454 | 67,206 |
| Intangible assets, net | 519,760 | 519,917 |
| Assets held for sale and discontinued operations, net | 37,190 | 2,626,306 |
| Right-of-use asset, net | 233,942 | 192,349 |
| Other assets, net | 674,615 | 665,106 |
| Total assets | \$ 15,257,519 | \$ 15,920,089 |
| LIABILITIES AND EQUITY | | |
| Bank line of credit and commercial paper | \$ 1,165,975 | \$ 129,590 |
| Term loan | — | 249,182 |
| Senior unsecured notes | 4,651,933 | 5,697,586 |
| Mortgage debt | 352,081 | 221,621 |
| Intangible liabilities, net | 177,232 | 144,199 |
| Liabilities related to assets held for sale and discontinued operations, net | 15,056 | 415,737 |
| Lease liability | 204,547 | 179,895 |
| Accounts payable, accrued liabilities, and other liabilities | 755,384 | 760,617 |
| Deferred revenue | 789,207 | 774,316 |
| Total liabilities | 8,111,415 | 8,572,743 |
| Commitments and contingencies (Note 12) | | |
| Redeemable noncontrolling interests | 87,344 | 57,396 |
| Common stock, \$1.00 par value: 750,000,000 shares authorized; 539,096,879 and 538,405,393 shares issued and outstanding | 539,097 | 538,405 |
| Additional paid-in capital | 10,100,294 | 10,175,235 |
| Cumulative dividends in excess of earnings | (4,120,774) | (3,976,232) |
| Accumulated other comprehensive income (loss) | (3,147) | (3,685) |
| Total stockholders' equity | 6,515,470 | 6,733,723 |
| Joint venture partners | 342,234 | 357,069 |
| Non-managing member unitholders | 201,056 | 199,158 |
| Total noncontrolling interests | 543,290 | 556,227 |
| Total equity | 7,058,760 | 7,289,950 |
| Total liabilities and equity | \$ 15,257,519 | \$ 15,920,089 |

See accompanying Notes to Consolidated Financial Statements.

Healthpeak Properties, Inc.

CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)

| | Year Ended December 31, | | |
|--|-------------------------|--------------|--------------|
| | 2021 | 2020 | 2019 |
| Revenues: | | | |
| Rental and related revenues | \$ 1,378,384 | \$ 1,182,108 | \$ 1,069,502 |
| Resident fees and services | 471,325 | 436,494 | 144,327 |
| Income from direct financing leases | 8,702 | 9,720 | 16,666 |
| Interest income | 37,773 | 16,553 | 9,844 |
| Total revenues | 1,896,184 | 1,644,875 | 1,240,339 |
| Costs and expenses: | | | |
| Interest expense | 157,980 | 218,336 | 217,612 |
| Depreciation and amortization | 684,286 | 553,949 | 435,191 |
| Operating | 773,279 | 782,541 | 405,244 |
| General and administrative | 98,303 | 93,237 | 92,966 |
| Transaction costs | 1,841 | 18,342 | 1,963 |
| Impairments and loan loss reserves (recoveries), net | 23,160 | 42,909 | 17,708 |
| Total costs and expenses | 1,738,849 | 1,709,314 | 1,170,684 |
| Other income (expense): | | | |
| Gain (loss) on sales of real estate, net | 190,590 | 90,350 | (40) |
| Gain (loss) on debt extinguishments | (225,824) | (42,912) | (58,364) |
| Other income (expense), net | 6,266 | 234,684 | 165,069 |
| Total other income (expense), net | (28,968) | 282,122 | 106,665 |
| Income (loss) before income taxes and equity income (loss) from unconsolidated joint ventures | 128,367 | 217,683 | 176,320 |
| Income tax benefit (expense) | 3,261 | 9,423 | 5,479 |
| Equity income (loss) from unconsolidated joint ventures | 6,100 | (66,599) | (6,330) |
| Income (loss) from continuing operations | 137,728 | 160,507 | 175,469 |
| Income (loss) from discontinued operations | 388,202 | 267,746 | (115,408) |
| Net income (loss) | 525,930 | 428,253 | 60,061 |
| Noncontrolling interests' share in continuing operations | (17,851) | (14,394) | (14,558) |
| Noncontrolling interests' share in discontinued operations | (2,539) | (296) | 27 |
| Net income (loss) attributable to Healthpeak Properties, Inc. | 505,540 | 413,563 | 45,530 |
| Participating securities' share in earnings | (3,269) | (2,416) | (1,543) |
| Net income (loss) applicable to common shares | \$ 502,271 | \$ 411,147 | \$ 43,987 |
| Basic earnings (loss) per common share: | | | |
| Continuing operations | \$ 0.22 | \$ 0.27 | \$ 0.33 |
| Discontinued operations | 0.71 | 0.50 | (0.24) |
| Net income (loss) applicable to common shares | \$ 0.93 | \$ 0.77 | \$ 0.09 |
| Diluted earnings (loss) per common share: | | | |
| Continuing operations | \$ 0.22 | \$ 0.27 | \$ 0.33 |
| Discontinued operations | 0.71 | 0.50 | (0.24) |
| Net income (loss) applicable to common shares | \$ 0.93 | \$ 0.77 | \$ 0.09 |
| Weighted average shares outstanding: | | | |
| Basic | 538,930 | 530,555 | 486,255 |
| Diluted | 539,241 | 531,056 | 489,335 |

See accompanying Notes to Consolidated Financial Statements.

Healthpeak Properties, Inc.**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**

(In thousands)

| | Year Ended December 31, | | |
|--|-------------------------|------------|-----------|
| | 2021 | 2020 | 2019 |
| Net income (loss) | \$ 525,930 | \$ 428,253 | \$ 60,061 |
| Other comprehensive income (loss): | | | |
| Net unrealized gains (losses) on derivatives | 332 | (583) | 758 |
| Reclassification adjustment realized in net income (loss) | (251) | 13 | 1,023 |
| Change in Supplemental Executive Retirement Plan obligation and other | 457 | (258) | (590) |
| Foreign currency translation adjustment | — | — | 660 |
| Total other comprehensive income (loss) | 538 | (828) | 1,851 |
| Total comprehensive income (loss) | 526,468 | 427,425 | 61,912 |
| Total comprehensive (income) loss attributable to noncontrolling interests' share in continuing operations | (17,851) | (14,394) | (14,558) |
| Total comprehensive (income) loss attributable to noncontrolling interests' share in discontinued operations | (2,539) | (296) | 27 |
| Total comprehensive income (loss) attributable to Healthpeak Properties, Inc. | \$ 506,078 | \$ 412,735 | \$ 47,381 |

See accompanying Notes to Consolidated Financial Statements.

Healthpeak Properties, Inc.

CONSOLIDATED STATEMENTS OF EQUITY AND REDEEMABLE NONCONTROLLING INTERESTS

(In thousands, except per share data)

| | Common Stock | | | | | | | | | |
|--|--------------|------------|----------------------------|--|---|----------------------------|--------------------------|--------------|-------------------------------------|--|
| | Shares | Amount | Additional Paid-In Capital | Cumulative Dividends In Excess Of Earnings | Accumulated Other Comprehensive Income (Loss) | Total Stockholders' Equity | Noncontrolling Interests | Total Equity | Redeemable Noncontrolling Interests | |
| December 31, 2018 | 477,496 | \$ 477,496 | \$ 8,398,847 | \$ (2,927,196) | \$ (4,708) | \$ 5,944,439 | \$ 568,152 | \$ 6,512,591 | \$ — | |
| Impact of adoption of ASU No. 2016-02 ⁽¹⁾ | — | — | — | 590 | — | 590 | — | 590 | — | |
| January 1, 2019 | 477,496 | \$ 477,496 | \$ 8,398,847 | \$ (2,926,606) | \$ (4,708) | \$ 5,945,029 | \$ 568,152 | \$ 6,513,181 | \$ — | |
| Net income (loss) | — | — | — | 45,530 | — | 45,530 | 14,531 | 60,061 | — | |
| Other comprehensive income (loss) | — | — | — | — | 1,851 | 1,851 | — | 1,851 | — | |
| Issuance of common stock, net | 27,523 | 27,523 | 763,525 | — | — | 791,048 | — | 791,048 | — | |
| Conversion of DownREIT units to common stock | 213 | 213 | 4,932 | — | — | 5,145 | (5,145) | — | — | |
| Repurchase of common stock | (162) | (162) | (4,881) | — | — | (5,043) | — | (5,043) | — | |
| Exercise of stock options | 152 | 152 | 4,386 | — | — | 4,538 | — | 4,538 | — | |
| Amortization of stock-based compensation | — | — | 18,162 | — | — | 18,162 | — | 18,162 | — | |
| Common dividends (\$1.48 per share) | — | — | — | (720,123) | — | (720,123) | — | (720,123) | — | |
| Distributions to noncontrolling interests | — | — | — | — | — | — | (28,301) | (28,301) | (22) | |
| Issuances of noncontrolling interests | — | — | — | — | — | — | 33,318 | 33,318 | — | |
| Contributions from noncontrolling interests | — | — | — | — | — | — | — | — | 2,513 | |
| Purchase of noncontrolling interests | — | — | (1,079) | — | — | (1,079) | (139) | (1,218) | — | |
| Adjustments to redemption value of redeemable noncontrolling interests | — | — | (8,615) | — | — | (8,615) | — | (8,615) | 8,615 | |
| December 31, 2019 | 505,222 | \$ 505,222 | \$ 9,175,277 | \$ (3,601,199) | \$ (2,857) | \$ 6,076,443 | \$ 582,416 | \$ 6,658,859 | \$ 11,106 | |
| Impact of adoption of ASU No. 2016-13 ⁽²⁾ | — | — | — | (1,524) | — | (1,524) | — | (1,524) | — | |
| January 1, 2020 | 505,222 | \$ 505,222 | \$ 9,175,277 | \$ (3,602,723) | \$ (2,857) | \$ 6,074,919 | \$ 582,416 | \$ 6,657,335 | \$ 11,106 | |
| Net income (loss) | — | — | — | 413,563 | — | 413,563 | 14,690 | 428,253 | — | |
| Other comprehensive income (loss) | — | — | — | — | (828) | (828) | — | (828) | — | |
| Issuance of common stock, net | 33,307 | 33,307 | 1,033,764 | — | — | 1,067,071 | — | 1,067,071 | — | |
| Conversion of DownREIT units to common stock | 120 | 120 | 3,957 | — | — | 4,077 | (4,077) | — | — | |
| Repurchase of common stock | (298) | (298) | (10,231) | — | — | (10,529) | — | (10,529) | — | |
| Exercise of stock options | 54 | 54 | 1,752 | — | — | 1,806 | — | 1,806 | — | |
| Amortization of stock-based compensation | — | — | 20,534 | — | — | 20,534 | — | 20,534 | — | |
| Common dividends (\$1.48 per share) | — | — | — | (787,072) | — | (787,072) | — | (787,072) | — | |
| Distributions to noncontrolling interests | — | — | — | — | — | — | (36,994) | (36,994) | (160) | |
| Contributions from noncontrolling interests | — | — | — | — | — | — | — | — | 443 | |
| Purchase of noncontrolling interests | — | — | (3,811) | — | — | (3,811) | 192 | (3,619) | — | |
| Adjustments to redemption value of redeemable noncontrolling interests | — | — | (46,007) | — | — | (46,007) | — | (46,007) | 46,007 | |
| December 31, 2020 | 538,405 | \$ 538,405 | \$ 10,175,235 | \$ (3,976,232) | \$ (3,685) | \$ 6,733,723 | \$ 556,227 | \$ 7,289,950 | \$ 57,396 | |

Healthpeak Properties, Inc.

CONSOLIDATED STATEMENTS OF EQUITY AND REDEEMABLE NONCONTROLLING INTERESTS

(In thousands, except per share data)

| | Common Stock | | Additional Paid-In Capital | Cumulative Dividends In Excess Of Earnings | Accumulated Other Comprehensive Income (Loss) | Total Stockholders' Equity | Noncontrolling Interests | Total Equity | Redeemable Noncontrolling Interests |
|--|--------------|------------|----------------------------------|---|--|----------------------------------|-----------------------------|-----------------|---|
| | Shares | Amount | | | | | | | |
| December 31, 2020 | 538,405 | \$ 538,405 | \$10,175,235 | \$ (3,976,232) | \$ (3,685) | \$ 6,733,723 | \$ 556,227 | \$ 7,289,950 | \$ 57,396 |
| Net income (loss) | — | — | — | 505,540 | — | 505,540 | 20,346 | 525,886 | 44 |
| Other comprehensive income (loss) | — | — | — | — | 538 | 538 | — | 538 | — |
| Issuance of common stock, net | 1,005 | 1,005 | 740 | — | — | 1,745 | — | 1,745 | — |
| Conversion of DownREIT units to common stock | 8 | 8 | 193 | — | — | 201 | (201) | — | — |
| Repurchase of common stock | (418) | (418) | (12,423) | — | — | (12,841) | — | (12,841) | — |
| Exercise of stock options | 97 | 97 | 3,194 | — | — | 3,291 | — | 3,291 | — |
| Amortization of stock-based compensation | — | — | 22,851 | — | — | 22,851 | — | 22,851 | — |
| Common dividends (\$1.20 per share) | — | — | — | (650,082) | — | (650,082) | — | (650,082) | — |
| Distributions to noncontrolling interests | — | — | — | — | — | — | (33,017) | (33,017) | (162) |
| Purchase of noncontrolling interests | — | — | (5) | — | — | (5) | (65) | (70) | (60,065) |
| Contributions from noncontrolling interests | — | — | — | — | — | — | — | — | 640 |
| Adjustments to redemption value of redeemable noncontrolling interests | — | — | (89,491) | — | — | (89,491) | — | (89,491) | 89,491 |
| December 31, 2021 | 539,097 | \$ 539,097 | \$10,100,294 | \$ (4,120,774) | \$ (3,147) | \$ 6,515,470 | \$ 543,290 | \$ 7,058,760 | \$ 87,344 |

(1) On January 1, 2019, the Company adopted a series of Accounting Standards Updates ("ASUs") related to accounting for leases, and recognized the cumulative-effect of adoption to beginning retained earnings. Refer to Note 2 for a detailed impact of adoption.

(2) On January 1, 2020, the Company adopted a series of ASUs related to accounting for credit losses and recognized the cumulative-effect of adoption to beginning retained earnings. Refer to Note 2 for a detailed impact of adoption.

See accompanying Notes to Consolidated Financial Statements.

Healthpeak Properties, Inc.
CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

| | Year Ended December 31, | | |
|--|-------------------------|-------------|-------------|
| | 2021 | 2020 | 2019 |
| Cash flows from operating activities: | | | |
| Net income (loss) | \$ 525,930 | \$ 428,253 | \$ 60,061 |
| Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities: | | | |
| Depreciation and amortization of real estate, in-place lease, and other intangibles | 684,286 | 697,143 | 659,989 |
| Amortization of stock-based compensation | 18,202 | 17,368 | 18,162 |
| Amortization of deferred financing costs | 9,216 | 10,157 | 10,863 |
| Straight-line rents | (31,188) | (24,532) | (22,479) |
| Amortization of nonrefundable entrance fees and above/below market lease intangibles | (94,362) | (81,914) | — |
| Equity loss (income) from unconsolidated joint ventures | (11,235) | 67,787 | 8,625 |
| Distributions of earnings from unconsolidated joint ventures | 4,976 | 12,294 | 20,114 |
| Loss (gain) on sale of real estate under direct financing leases | — | (41,670) | — |
| Deferred income tax expense (benefit) | (5,792) | (14,573) | (18,253) |
| Impairments and loan loss reserves (recoveries), net | 55,896 | 244,253 | 225,937 |
| Loss (gain) on debt extinguishments | 225,824 | 42,912 | 58,364 |
| Loss (gain) on sales of real estate, net | (605,311) | (550,494) | (22,900) |
| Loss (gain) upon change of control, net | (1,042) | (159,973) | (168,023) |
| Casualty-related loss (recoveries), net | 1,632 | 469 | (3,706) |
| Other non-cash items | (8,178) | 2,175 | (2,569) |
| Changes in: | | | |
| Decrease (increase) in accounts receivable and other assets, net | 18,626 | 15,281 | (49,771) |
| Increase (decrease) in accounts payable, accrued liabilities, and deferred revenue | 7,768 | 93,495 | 71,659 |
| Net cash provided by (used in) operating activities | 795,248 | 758,431 | 846,073 |
| Cash flows from investing activities: | | | |
| Acquisitions of real estate | (1,483,026) | (1,170,651) | (1,604,285) |
| Development, redevelopment, and other major improvements of real estate | (610,555) | (791,566) | (626,904) |
| Leasing costs, tenant improvements, and recurring capital expenditures | (111,480) | (94,121) | (108,844) |
| Proceeds from sales of real estate, net | 2,399,120 | 1,304,375 | 230,455 |
| Acquisition of CCRC Portfolio | — | (394,177) | — |
| Contributions to unconsolidated joint ventures | (25,260) | (39,118) | (14,956) |
| Distributions in excess of earnings from unconsolidated joint ventures | 37,640 | 18,555 | 27,072 |
| Proceeds from insurance recovery | — | 1,802 | 9,359 |
| Proceeds from the U.K. JV transaction, net | — | — | 89,868 |
| Proceeds from the Sovereign Wealth Fund Senior Housing JV transaction, net | — | — | 354,774 |
| Proceeds from sales/principal repayments on loans receivable and direct financing leases | 342,420 | 202,763 | 274,150 |
| Investments in loans receivable and other | (17,827) | (45,562) | (79,467) |
| Net cash provided by (used in) investing activities | 531,032 | (1,007,700) | (1,448,778) |
| Cash flows from financing activities: | | | |
| Borrowings under bank line of credit and commercial paper | 16,821,450 | 4,742,600 | 7,607,788 |
| Repayments under bank line of credit and commercial paper | (15,785,065) | (4,706,010) | (7,597,047) |
| Issuance and borrowings of debt, excluding bank line of credit and commercial paper | 1,088,537 | 594,750 | 2,047,069 |
| Repayments and repurchase of debt, excluding bank line of credit and commercial paper | (2,425,936) | (568,343) | (1,654,142) |
| Borrowings under term loan | — | — | 250,000 |
| Payments for debt extinguishment and deferred financing costs | (236,942) | (47,210) | (80,616) |
| Issuance of common stock and exercise of options | 5,036 | 1,068,877 | 795,586 |
| Repurchase of common stock | (12,841) | (10,529) | (5,043) |
| Dividends paid on common stock | (650,082) | (787,072) | (720,123) |
| Contributions from and issuance of noncontrolling interests | 640 | — | 33,318 |
| Distributions to and purchase of noncontrolling interests | (93,314) | (40,613) | (29,519) |
| Net cash provided by (used in) financing activities | (1,288,517) | 246,450 | 647,271 |
| Effect of foreign exchanges on cash, cash equivalents and restricted cash | — | (153) | 245 |
| Net increase (decrease) in cash, cash equivalents and restricted cash | 37,763 | (2,972) | 44,811 |
| Cash, cash equivalents and restricted cash, beginning of year | 181,685 | 184,657 | 139,846 |
| Cash, cash equivalents and restricted cash, end of year | \$ 219,448 | \$ 181,685 | \$ 184,657 |

See accompanying Notes to Consolidated Financial Statements.

Healthpeak Properties, Inc.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. Business

Overview

Healthpeak Properties, Inc., a Standard & Poor's 500 company, is a Maryland corporation that is organized to qualify as a real estate investment trust ("REIT") that, together with its consolidated entities (collectively, "Healthpeak" or the "Company"), invests primarily in real estate serving the healthcare industry in the United States ("U.S."). Healthpeak® acquires, develops, leases, owns, and manages healthcare real estate. The Company's diverse portfolio is comprised of investments in the following reportable healthcare segments: (i) life science; (ii) medical office; and (iii) continuing care retirement community ("CCRC").

The Company's corporate headquarters are located in Denver, Colorado, and it has additional offices in Irvine, California and Franklin, Tennessee.

Senior Housing Triple-Net and Senior Housing Operating Portfolio Dispositions

During 2020, the Company established and began executing a plan to dispose of its senior housing triple-net and Senior Housing Operating Property ("SHOP") properties. As of December 31, 2020, the Company concluded that the planned dispositions represented a strategic shift that had and will have a major effect on the Company's operations and financial results. Therefore, senior housing triple-net and SHOP assets meeting the held for sale criteria are classified as discontinued operations in all periods presented herein. In September 2021, the Company successfully completed the disposition of the remaining senior housing triple-net and SHOP properties. See Note 5 for further information.

Covid Update

The coronavirus ("Covid") pandemic has caused significant disruption to individuals, governments, financial markets, and businesses, including the Company. The Company's tenants, operators, and borrowers have experienced significant cost increases as a result of increased health and safety measures, staffing shortages, increased governmental regulation and compliance, vaccine mandates, and other operational changes necessitated either directly or indirectly by the Covid pandemic. The Company evaluated the impacts of Covid on its business thus far and incorporated information concerning the impact of Covid into its assessments of liquidity, impairments, and collectibility from tenants, residents, and borrowers as of December 31, 2021. The Company will continue to monitor such impacts and will adjust its estimates and assumptions based on the best available information.

NOTE 2. Summary of Significant Accounting Policies

Use of Estimates

Management is required to make estimates and assumptions in the preparation of financial statements in conformity with U.S. generally accepted accounting principles ("GAAP"). These estimates and assumptions affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from management's estimates.

Basis of Presentation

The consolidated financial statements include the accounts of Healthpeak Properties, Inc., its wholly-owned subsidiaries, joint ventures ("JVs"), and variable interest entities ("VIEs") that it controls through voting rights or other means. Intercompany transactions and balances have been eliminated upon consolidation.

The Company is required to continually evaluate its VIE relationships and consolidate these entities when it is determined to be the primary beneficiary of their operations. A VIE is broadly defined as an entity where either: (i) the equity investment at risk is insufficient to finance that entity's activities without additional subordinated financial support, (ii) substantially all of an entity's activities either involve or are conducted on behalf of an investor that has disproportionately few voting rights, or (iii) the equity investors as a group lack any of the following: (a) the power through voting or similar rights to direct the activities of an entity that most significantly impact the entity's economic performance, (b) the obligation to absorb the expected losses of an entity, or (c) the right to receive the expected residual returns of an entity. Criterion (iii) above is generally applied to limited partnerships and similarly structured entities by assessing whether a simple majority of the limited partners hold substantive rights to participate in the significant decisions of the entity or have the ability to remove the decision maker or liquidate the entity without cause. If neither of those criteria are met, the entity is a VIE.

The designation of an entity as a VIE is reassessed upon certain events, including, but not limited to: (i) a change to the contractual arrangements of the entity or in the ability of a party to exercise its participation or kick-out rights, (ii) a change to the capitalization structure of the entity, or (iii) acquisitions or sales of interests that constitute a change in control.

A variable interest holder is considered to be the primary beneficiary of a VIE if it has the power to direct the activities of a VIE that most significantly impact the entity's economic performance and has the obligation to absorb losses of, or the right to receive benefits from, the entity that could potentially be significant to the VIE. The Company qualitatively assesses whether it is (or is not) the primary beneficiary of a VIE. Consideration of various factors include, but is not limited to, which activities most significantly impact the entity's economic performance and the ability to direct those activities, its form of ownership interest, its representation on the VIE's governing body, the size and seniority of its investment, its ability and the rights of other investors to participate in policy making decisions, its ability to manage its ownership interest relative to the other interest holders, and its ability to replace the VIE manager and/or liquidate the entity.

For its investments in joint ventures that are not considered to be VIEs, the Company evaluates the type of ownership rights held by the limited partner(s) that may preclude consolidation by the majority interest holder. The assessment of limited partners' rights and their impact on the control of a joint venture should be made at inception of the joint venture and continually reassessed.

Revision to Additional Paid-In Capital and Redeemable Noncontrolling Interests

During the third quarter of 2021, the Company identified and corrected immaterial errors in the classification and redemption value of redeemable noncontrolling interests of consolidated joint ventures in its Life Sciences segment. On the Consolidated Balance Sheet as of December 31, 2020, the Company corrected the classification of its redeemable noncontrolling interests and increased the balance to its estimated redemption value, with a corresponding decrease to additional paid-in capital ("APIC") in accordance with Accounting Standards Codification ("ASC") 480, *Distinguishing Liabilities from Equity*.

The increase in the unrealized value of the redeemable noncontrolling interests was largely attributable to rapidly rising rents and compressing capitalization rates in the market in which the entities operate, and was identified and corrected by management. The Company determined the impact of the adjustments to be immaterial, individually and in the aggregate, based on consideration of quantitative and qualitative factors. As such, these adjustments are reflected in this Annual Report on Form 10-K.

These adjustments had no impact on the Consolidated Statements of Cash Flows, Consolidated Statements of Operations, or any per share amounts. The following table provides the impact of the adjustment to the Company's previously reported Consolidated Balance Sheet as of December 31, 2020 (in thousands):

| | December 31, 2020 | | |
|--|---------------------|-------------|--------------|
| | Previously Reported | Adjustments | As Corrected |
| Consolidated Balance Sheet | | | |
| Accounts payable, accrued liabilities, and other liabilities | \$ 763,391 | \$ (2,774) | \$ 760,617 |
| Total liabilities | 8,575,517 | (2,774) | 8,572,743 |
| Redeemable noncontrolling interests | — | 57,396 | 57,396 |
| Additional paid-in capital | 10,229,857 | (54,622) | 10,175,235 |
| Total stockholders' equity | 6,788,345 | (54,622) | 6,733,723 |
| Total equity | 7,344,572 | (54,622) | 7,289,950 |
| Total liabilities and equity | 15,920,089 | — | 15,920,089 |

In addition to the changes made to reflect the impact of the correction described above, the Company made changes (all amounts in thousands) to the Consolidated Statement of Equity and Redeemable Noncontrolling Interests to decrease APIC, total stockholders' equity, and total equity as of December 31, 2019 by \$8,615 with a corresponding increase to redeemable noncontrolling interests of \$11,106 and a decrease to accounts payable, accrued liabilities, and other liabilities as of December 31, 2019 of \$2,491 on the Consolidated Balance Sheet.

Revenue Recognition

Lease Classification

The Company classifies a lease as an operating lease if none of the following criteria are met: (i) transfer of ownership to the lessee by the end of the lease term, (ii) lessee has a purchase option during or at the end of the lease term that it is reasonably certain to exercise, (iii) the lease term is for the major part of the remaining economic life of the underlying asset, (iv) the present value of future minimum lease payments is equal to substantially all of the fair value of the underlying asset, or (v) the underlying asset is of such a specialized nature that it is expected to have no alternative use to the Company at the end of the lease term.

Rental and Related Revenues

The Company commences recognition of rental revenue for operating lease arrangements when the tenant has taken possession or controls the physical use of a leased asset. The tenant is not considered to have taken physical possession or have control of the leased asset until the Company-owned tenant improvements are substantially complete. If a lease arrangement provides for tenant improvements, the Company determines whether the tenant improvements are owned by the tenant or the Company. When the Company is the owner of the tenant improvements, any tenant improvements funded by the tenant are treated as lease payments which are deferred and amortized into income over the lease term. When the tenant is the owner of the tenant improvements, any tenant improvement allowance that is funded by the Company is treated as a lease incentive and amortized as a reduction of revenue over the lease term. Ownership of tenant improvements is determined based on various factors including, but not limited to, the following criteria:

- lease stipulations of how and on what a tenant improvement allowance may be spent;
- which party to the arrangement retains legal title to the tenant improvements upon lease expiration;
- whether the tenant improvements are unique to the tenant or general purpose in nature;
- if the tenant improvements are expected to have significant residual value at the end of the lease term;
- the responsible party for construction cost overruns; and
- which party constructs or directs the construction of the improvements.

Certain leases provide for additional rents that are contingent upon a percentage of the facility's revenue in excess of specified base amounts or other thresholds. Such revenue is recognized when actual results reported by the tenant or estimates of tenant results, exceed the base amount or other thresholds, and only after any contingency has been removed (when the related thresholds are achieved). This may result in the recognition of rental revenue in periods subsequent to when such payments are received.

Tenant recoveries subject to operating leases generally relate to the reimbursement of real estate taxes, insurance, and repair and maintenance expense, and are recognized as both revenue (in rental and related revenues) and expense (in operating expenses) in the period the expense is incurred as the Company is the party paying the service provider.

For operating leases with minimum scheduled rent increases, the Company recognizes income on a straight line basis over the lease term when collectibility of future minimum lease payments is probable. Recognizing rental income on a straight line basis results in a difference in the timing of revenue amounts from what is contractually due from tenants. If the Company determines that collectibility of future minimum lease payments is not probable, the straight-line rent receivable balance is written off and recognized as a decrease in revenue in that period and future revenue recognition is limited to amounts contractually owed and paid. If it is no longer probable that substantially all future minimum lease payments under operating leases will be received, the accounts receivable and straight-line rent receivable balance is written off and recognized as a decrease in revenue in that period.

The Company's operating leases generally contain options to extend lease terms at prevailing market rates at the time of expiration. Certain operating leases contain early termination options that require advance notice and payment of a penalty, which in most cases is substantial enough to be deemed economically disadvantageous by a tenant to exercise.

Resident Fees and Services

Resident fee revenue is recorded when services are rendered and includes resident room and care charges, community fees and other resident charges. Residency agreements for SHOP and CCRC facilities are generally for a term of 30 days to one year, with resident fees billed monthly, in advance. Revenue for certain care related services is recognized as services are provided and is billed monthly in arrears.

Certain of the Company's CCRCs are operated as entrance fee communities, which typically require a resident to pay an upfront entrance fee that includes both a refundable portion and non-refundable portion. When the Company receives a nonrefundable entrance fee, it is recorded in deferred revenue in the Consolidated Balance Sheets and amortized into revenue over the estimated stay of the resident. The Company utilizes third-party actuarial experts in its determination of the estimated stay of residents. At December 31, 2021 and 2020, unamortized nonrefundable entrance fee liabilities were \$496 million and \$484 million, respectively.

Income from Direct Financing Leases

The Company utilizes the direct finance method of accounting to record DFL income. For a lease accounted for as a DFL, the net investment in the DFL represents receivables for the sum of future minimum lease payments and the estimated residual value of the leased property, less the unamortized unearned income. Unearned income is deferred and amortized to income over the lease term to provide a constant yield when collectibility of the lease payments is reasonably assured.

Interest Income

Loans receivable are classified as held-for-investment based on management's intent and ability to hold the loans for the foreseeable future or to maturity. Loans held-for-investment are carried at amortized cost and reduced by a valuation allowance for estimated credit losses, as necessary. The Company recognizes interest income on loans, including the amortization of discounts and premiums, loan fees paid and received, using the interest method. The interest method is applied on a loan-by-loan basis when collectibility of the future payments is reasonably assured. Premiums and discounts are recognized as yield adjustments over the term of the related loans.

Gain (loss) on sales of real estate, net

The Company recognizes a gain (loss) on sale of real estate when the criteria for an asset to be derecognized are met, which include when: (i) a contract exists, (ii) the buyer obtains control of the asset, and (iii) it is probable that the Company will receive substantially all of the consideration to which it is entitled. These criteria are generally satisfied at the time of sale.

Government Grant Income

On March 27, 2020, the federal government enacted the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") to provide financial aid to individuals, businesses, and state and local governments. During the years ended December 31, 2021 and 2020, the Company received government grants under the CARES Act primarily to cover increased expenses and lost revenue during the Covid pandemic. Grant income is recognized when there is reasonable assurance that the grant will be received and the Company will comply with all conditions attached to the grant. Additionally, grants are recognized over the periods in which the Company recognizes the increased expenses and lost revenue the grants are intended to defray. As of December 31, 2021, the amount of qualifying expenditures and lost revenue exceeded grant income recognized and the Company believes it has complied and will continue to comply with all grant conditions. In the event of non-compliance, all such amounts received are subject to recapture.

The following table summarizes information related to government grant income received and recognized by the Company (in thousands):

| | Year Ended December 31, | | |
|---|-------------------------|------------------|-------------|
| | 2021 | 2020 | 2019 |
| Government grant income recorded in other income (expense), net | \$ 1,412 | \$ 16,198 | \$ — |
| Government grant income recorded in equity income (loss) from unconsolidated joint ventures | 1,749 | 1,279 | — |
| Government grant income recorded in income (loss) from discontinued operations | 3,669 | 15,436 | — |
| Total government grants received | <u>\$ 6,830</u> | <u>\$ 32,913</u> | <u>\$ —</u> |

From January 1, 2022 through February 7, 2022, the Company received \$7 million in government grants under the CARES Act, including \$0.6 million for its share of funds received by certain unconsolidated joint ventures, which will be recognized during the first quarter of 2022.

Credit Losses

The Company evaluates the liquidity and creditworthiness of its occupants, operators, and borrowers on a monthly and quarterly basis. The Company's evaluation considers payment history and current credit status, industry and economic conditions, individual and portfolio property performance, credit enhancements, liquidity, and other factors. The Company's occupants, operators, and borrowers furnish property, portfolio, and guarantor/operator-level financial statements, among other information, on a monthly or quarterly basis; the Company utilizes this financial information to calculate the lease or debt service coverages that it uses as a primary credit quality indicator. Lease and debt service coverage information is evaluated together with other property, portfolio, and operator performance information, including revenue, expense, net operating income, occupancy, rental rate, reimbursement trends, capital expenditures, and EBITDA (defined as earnings before interest, tax, and depreciation and amortization), along with other liquidity measures. The Company evaluates, on a monthly basis or immediately upon a significant change in circumstance, its occupants', operators', and borrowers' ability to service their obligations with the Company.

In connection with the Company's quarterly review process or upon the occurrence of a significant event, loans receivable and DFLs (collectively, "finance receivables"), are reviewed and assigned an internal rating of Performing, Watch List, or Workout. Finance receivables that are deemed Performing meet all present contractual obligations, and collection and timing, of all amounts owed is reasonably assured. Watch List finance receivables are defined as finance receivables that do not meet the definition of Performing or Workout. Workout finance receivables are defined as finance receivables in which the Company has determined, based on current information and events, that: (i) it is probable it will be unable to collect all amounts due according to the contractual terms of the agreement, (ii) the tenant, operator, or borrower is delinquent on making payments under the contractual terms of the agreement, and (iii) the Company has commenced action or anticipates pursuing action in the near term to seek recovery of its investment.

Finance receivables are placed on nonaccrual status when management determines that the collectibility of contractual amounts is not reasonably assured (the asset will have an internal rating of either Watch List or Workout). Further, the Company performs a credit analysis to support the tenant's, operator's, borrower's, and/or guarantor's repayment capacity and the underlying collateral values. The Company uses the cash basis method of accounting for finance receivables placed on nonaccrual status unless one of the following conditions exist whereby it utilizes the cost recovery method of accounting if: (i) the Company determines that it is probable that it will only recover the recorded investment in the finance receivable, net of associated allowances or charge-offs (if any), or (ii) the Company cannot reasonably estimate the amount of an impaired finance receivable. For cash basis method of accounting, the Company applies payments received, excluding principal paydowns, to interest income so long as that amount does not exceed the amount that would have been earned under the original contractual terms. For cost recovery method of accounting, any payment received is applied to reduce the recorded investment. Generally, the Company returns a finance receivable to accrual status when all delinquent payments become current under the terms of the loan or lease agreements and collectibility of the remaining contractual loan or lease payments is reasonably assured.

Prior to the adoption of ASU No. 2016-13, *Measurement of Credit Losses on Financial Instruments* ("ASU 2016-13") on January 1, 2020, allowances were established for finance receivables on an individual basis utilizing an estimate of probable losses, if they were determined to be impaired. Finance receivables were impaired when it was deemed probable that the Company would be unable to collect all amounts due in accordance with the contractual terms of the finance receivable. An allowance was based upon the Company's assessment of the borrower's overall financial condition, economic resources, payment record, the prospects for support from any financially responsible guarantors and, if appropriate, the net realizable value of any collateral. These estimates considered all available evidence, including the expected future cash flows discounted at the finance receivable's effective interest rate, fair value of collateral, general economic conditions and trends, historical and industry loss experience, and other relevant factors, as appropriate. If a finance receivable was deemed partially or wholly uncollectible, the uncollectible balance was charged off against the allowance in the period in which the uncollectible determination was made.

Subsequent to adopting ASU 2016-13 on January 1, 2020, the Company began using a loss model that relies on future expected credit losses, rather than incurred losses, as was required under historical U.S. GAAP. Under the new model, the Company is required to recognize future credit losses expected to be incurred over the life of a finance receivable at inception of that instrument. The model emphasizes historical experience and future market expectations to determine a loss to be recognized at inception. However, the model continues to be applied on an individual basis and to rely on counter-party specific information to ensure the most accurate estimate is recognized. The Company also performs a quarterly review process (or upon the occurrence of a significant event) to evaluate its borrowers' creditworthiness and liquidity to determine the amount of credit losses to recognize during the period. If a finance receivable is deemed partially or wholly uncollectible, the uncollectible balance is deducted from the allowance in the period in which such determination is made. Credit loss expenses and recoveries are recorded in impairments and loan loss reserves (recoveries), net.

Real Estate

The Company's real estate acquisitions are generally classified as asset acquisitions for which the Company records identifiable assets acquired, liabilities assumed, and any associated noncontrolling interests at cost on a relative fair value basis. In addition, for such asset acquisitions, no goodwill is recognized, third party transaction costs are capitalized and any associated contingent consideration is generally recorded when the amount of consideration is reasonably estimable and probable of being paid.

The Company assesses fair value based on available market information, such as capitalization and discount rates, comparable sale transactions, and relevant per square foot or unit cost information. A real estate asset's fair value may be determined utilizing cash flow projections that incorporate such market information. Estimates of future cash flows are based on a number of factors including historical operating results, known and anticipated trends, as well as market and economic conditions. The fair value of tangible assets of an acquired property is based on the value of the property as if it is vacant.

The Company recognizes acquired "above and below market" leases at their relative fair value (for asset acquisitions) using discount rates which reflect the risks associated with the leases acquired. The fair value is based on the present value of the difference between (i) the contractual amounts paid pursuant to each in-place lease and (ii) management's estimate of fair market lease rates for each in-place lease, measured over a period equal to the remaining term of the lease for above market leases and the initial term plus the extended term for any leases with renewal options that are reasonably certain to be exercised. Other intangible assets acquired include amounts for in-place lease values that are based on an evaluation of the specific characteristics of each property and the acquired tenant lease(s). Factors considered include estimates of carrying costs during hypothetical expected lease-up periods, market conditions, and costs to execute similar leases. In estimating carrying costs, the Company includes estimates of lost rents at market rates during the hypothetical expected lease-up periods, which are dependent on local market conditions and expected trends. In estimating costs to execute similar leases, the Company considers leasing commissions, legal, and other related costs.

Certain of the Company's acquisitions involve the assumption of contract liabilities. The Company typically estimates the fair value of contract liabilities by applying a reasonable profit margin to the total discounted estimated future costs associated with servicing the contract. A variety of market and contract-specific conditions are considered when making assumptions that impact the estimated fair value of the contract liability.

The Company capitalizes direct construction and development costs, including predevelopment costs, interest, property taxes, insurance, and other costs directly related and essential to the development or construction of a real estate asset. The Company capitalizes construction and development costs while substantive activities are ongoing to prepare an asset for its intended use. During the holding or development period, certain real estate assets generate incidental income that is not associated with the future profit or return from the intended use of the property. Such income is recognized as a reduction of the associated project costs. The Company considers a construction project as substantially complete and held available for occupancy upon the completion of Company-owned tenant improvements, but no later than one year from cessation of significant construction activity. Costs incurred after a project is substantially complete and ready for its intended use, or after development activities have ceased, are expensed as incurred. For redevelopment of existing operating properties, the Company capitalizes the cost for the construction and improvement incurred in connection with the redevelopment.

Costs previously capitalized related to abandoned developments/redevelopments are charged to earnings. Expenditures for repairs and maintenance are expensed as incurred. The Company considers costs incurred in conjunction with re-leasing properties, including tenant improvements and lease commissions, to represent the acquisition of productive assets and such costs are reflected as investing activities in the Company's Consolidated Statements of Cash Flows.

Initial direct costs incurred in connection with successful property leasing are capitalized as deferred leasing costs and classified as investing activities in the Consolidated Statements of Cash Flows. Initial direct costs include only those costs that are incremental to the arrangement and would not have been incurred if the lease had not been obtained. Initial direct costs consist of leasing commissions paid to external third party brokers and lease incentives. Initial direct costs are included in other assets, net in the Consolidated Balance Sheets and amortized in depreciation and amortization in the Consolidated Statements of Operations using the straight-line method of accounting over the lease term.

The Company computes depreciation on properties using the straight-line method over the assets' estimated useful lives. Depreciation is discontinued when a property is identified as held for sale. Buildings and improvements are depreciated over useful lives ranging up to 50 years. Above and below market lease intangibles are amortized to revenue over the remaining noncancellable lease terms and renewal periods that are reasonably certain to be exercised, if any. In-place lease intangibles are amortized to expense over the remaining noncancellable lease term and renewal periods that are reasonably certain to be exercised, if any.

Concurrent with the Company's adoption of ASU 2016-02 on January 1, 2019, the Company elected to recognize expense associated with short-term leases (those with a noncancellable lease term of 12 months or less) under which the Company is the lessee on a straight-line basis and not recognize those leases on its consolidated balance sheets.

For leases other than short-term operating leases under which the Company is the lessee, such as ground leases and corporate office leases, the Company recognizes a right-of-use asset and related lease liability on its consolidated balance sheet at inception of the lease. The lease liability is calculated as the sum of: (i) the present value of minimum lease payments at lease commencement (discounted using the Company's secured incremental borrowing rate) and (ii) the present value of amounts probable of being paid under any residual value guarantees. Certain of the Company's lease agreements have options to extend or terminate the contract terms upon meeting certain criteria. The lease term utilized in the calculation of the lease liability includes these options if they are considered reasonably certain of exercise. The right-of-use asset is calculated as the lease liability, adjusted for the following: (i) any lease payments made to the lessor at or before the commencement date, minus any lease incentives received and (ii) any initial direct costs incurred by the Company. Lease expense related to corporate assets is included in general and administrative expenses and lease expense related to ground leases is included within operating expenses in the Company's Consolidated Statements of Operations.

Impairment of Long-Lived Assets and Goodwill

The Company assesses the carrying value of real estate assets and related intangibles ("real estate assets") when events or changes in circumstances indicate that the carrying value may not be recoverable. The Company tests its real estate assets for impairment by comparing the sum of the expected future undiscounted cash flows to the carrying value of the real estate assets. The expected future undiscounted cash flows reflect the expected use and eventual disposition of the asset, and are probability-weighted to reflect multiple possible cash-flow scenarios, including selling the assets at various points in the future. Further, the analysis considers the impact, if any, of master lease agreements on cash flows, which are calculated utilizing the lowest level of identifiable cash flows that are largely independent of the cash flows of other assets and liabilities. If the carrying value exceeds the expected future undiscounted cash flows, an impairment loss will be recognized to the extent that the carrying value of the real estate assets exceeds their fair value.

Determining the fair value of real estate assets, including assets classified as held-for-sale, involves significant judgment and generally utilizes market capitalization rates, comparable market transactions, estimated per unit or per square foot prices, negotiations with prospective buyers, and forecasted cash flows (lease revenue rates, expense rates, growth rates, etc.).

When testing goodwill for impairment, if the Company concludes that it is more likely than not that the fair value of a reporting unit is less than its carrying value, the Company recognizes an impairment loss for the amount by which the carrying value, including goodwill, exceeds the reporting unit's fair value.

Assets Held for Sale and Discontinued Operations

The Company classifies a real estate property as held for sale when: (i) management has approved the disposal, (ii) the property is available for sale in its present condition, (iii) an active program to locate a buyer has been initiated, (iv) it is probable that the property will be disposed of within one year, (v) the property is being marketed at a reasonable price relative to its fair value, and (vi) it is unlikely that the disposal plan will significantly change or be withdrawn. If a real estate property is classified as held for sale, it is reported at the lower of its carrying value or fair value less costs to sell and no longer depreciated.

The Company classifies a loan receivable as held for sale when management no longer has the intent and ability to hold the loan receivable for the foreseeable future or until maturity. If a loan receivable is classified as held for sale, it is reported at the lower of amortized cost or fair value.

A discontinued operation represents: (i) a component of the Company or group of components that has been disposed of or is classified as held for sale in a single transaction and represents a strategic shift that has or will have a major effect on the Company's operations and financial results or (ii) an acquired business that is classified as held for sale on the date of acquisition. Examples of a strategic shift may include disposing of: (i) a separate major line of business, (ii) a separate major geographic area of operations, or (iii) other major parts of the Company.

Investments in Unconsolidated Joint Ventures

Investments in entities the Company does not consolidate, but over which the Company has the ability to exercise significant influence over operating and financial policies, are reported under the equity method of accounting. Under the equity method of accounting, the Company's share of the investee's earnings or losses is included in equity income (loss) from unconsolidated joint ventures within the Company's Consolidated Statements of Operations.

The initial carrying value of investments in unconsolidated joint ventures is based on the amount paid to purchase the joint venture interest, the fair value of assets contributed to the joint venture, or the fair value of the assets prior to the sale of interests in the joint venture. To the extent that the Company's cost basis is different from the basis reflected at the joint venture level, the basis difference is generally amortized over the lives of the related assets and liabilities, and such amortization is included in the Company's share of equity in earnings of the joint venture. If an equity method investment shows indicators of impairment, the Company evaluates its equity method investments for impairment based on a comparison of the fair value of the equity method investment to its carrying value. When the Company determines a decline in fair value below carrying value of an investment in an unconsolidated joint venture is other-than-temporary, an impairment is recorded. The Company recognizes gains on the sale of interests in joint ventures to the extent the economic substance of the transaction is a sale.

The Company's fair values of its equity method investments are determined based on discounted cash flow models that include all estimated cash inflows and outflows over a specified holding period and, where applicable, any estimated debt premiums or discounts. Capitalization rates, discount rates, and credit spreads utilized in these valuation models are based on assumptions that the Company believes to be within a reasonable range of current market rates for the respective investments.

Share-Based Compensation

Compensation expense for share-based awards granted to employees with graded vesting schedules is generally recognized on a straight-line basis over the vesting period. Forfeitures of share-based awards are recognized as they occur.

Cash and Cash Equivalents and Restricted Cash

Cash and cash equivalents consist of cash on hand and short-term investments with original maturities of three months or less when purchased. Restricted cash primarily consists of amounts held by mortgage lenders to provide for: (i) real estate tax expenditures, (ii) tenant improvements, and (iii) capital expenditures, as well as security deposits and net proceeds from property sales that were executed as tax-deferred dispositions.

Derivatives and Hedging

During its normal course of business, the Company uses certain types of derivative instruments for the purpose of managing interest rate and foreign currency risk. To qualify for hedge accounting, derivative instruments used for risk management purposes must effectively reduce the risk exposure that they are designed to hedge. In addition, at inception of a qualifying cash flow hedging relationship, the underlying transaction or transactions, must be, and are expected to remain, probable of occurring in accordance with the Company's related assertions.

The Company recognizes all derivative instruments, including embedded derivatives that are required to be bifurcated, as assets or liabilities to the Consolidated Balance Sheets at fair value. Changes in fair value of derivative instruments that are not designated in hedging relationships or that do not meet the criteria of hedge accounting are recognized in earnings. For derivative instruments designated in qualifying cash flow hedging relationships, changes in fair value related to the effective portion of the derivative instruments are recognized in accumulated other comprehensive income (loss), whereas changes in fair value of the ineffective portion are recognized in earnings.

If it is determined that a derivative instrument ceases to be highly effective as a hedge, or that it is probable the underlying forecasted transaction will not occur, the Company discontinues its cash flow hedge accounting prospectively and records the appropriate adjustment to earnings based on the current fair value of the derivative instrument. For net investment hedge accounting, upon sale or liquidation of the hedged investment, the cumulative balance of the remeasurement value is reclassified to earnings.

Income Taxes

Healthpeak Properties, Inc. has elected REIT status and believes it has always operated so as to continue to qualify as a REIT under Sections 856 to 860 of the Internal Revenue Code of 1986, as amended (the "Code"). Accordingly, Healthpeak Properties, Inc. will generally not be subject to U.S. federal income tax, provided that it continues to qualify as a REIT and makes distributions to stockholders equal to or in excess of its taxable income. In addition, the Company has formed several consolidated subsidiaries that have elected REIT status. Healthpeak Properties, Inc. and its consolidated REIT subsidiaries are each subject to the REIT qualification requirements under the Code. If any REIT fails to qualify as a REIT in any taxable year, it will be subject to federal income taxes at regular corporate rates and may be ineligible to qualify as a REIT for four subsequent tax years.

Healthpeak Properties, Inc. and its consolidated REIT subsidiaries are subject to state, local, and/or foreign income taxes in some jurisdictions. In certain circumstances each REIT may also be subject to federal excise taxes on undistributed income. In addition, certain activities that the Company undertakes may be conducted by entities that have elected to be treated as taxable REIT subsidiaries (“TRSs”). TRSs are subject to federal, state, and local income taxes. The Company recognizes tax penalties relating to unrecognized tax benefits as additional income tax expense. Interest relating to unrecognized tax benefits is recognized as interest expense.

The Company is required to evaluate its deferred tax assets for realizability and recognize a valuation allowance, which is recorded against its deferred tax assets, if it is more likely than not that the deferred tax assets will not be realized. The Company considers all available evidence in its determination of whether a valuation allowance for deferred tax assets is required.

Advertising Costs

All advertising costs are expensed as incurred and reported within operating expenses on the Consolidated Statements of Operations. During the years ended December 31, 2021, 2020, and 2019, total advertising expense was \$11 million, \$18 million, and \$13 million, respectively (\$3 million, \$12 million, and \$13 million, respectively, of which is reported in income (loss) from discontinued operations on the Consolidated Statements of Operations).

Capital Raising Issuance Costs

Costs incurred in connection with the issuance of common shares are recorded as a reduction of additional paid-in capital. Debt issuance costs related to debt instruments, excluding line of credit arrangements and commercial paper, are deferred, recorded as a reduction of the related debt liability, and amortized to interest expense over the remaining term of the related debt liability utilizing the effective interest method. Debt issuance costs related to line of credit arrangements and commercial paper are deferred, included in other assets, and amortized to interest expense on a straight-line basis over the remaining term of the related line of credit arrangement. Commercial paper are unsecured short-term debt securities with varying maturities. A line of credit serves as a liquidity backstop for repayment of commercial paper borrowings.

Penalties incurred to extinguish debt and any remaining unamortized debt issuance costs, discounts, and premiums are recognized as income or expense in the Consolidated Statements of Operations at the time of extinguishment.

Segment Reporting

The Company’s reportable segments, based on how it evaluates its business and allocates resources, are as follows: (i) life science, (ii) medical office, and (iii) CCRC.

Noncontrolling Interests

Arrangements with noncontrolling interest holders are assessed for appropriate balance sheet classification based on the redemption and other rights held by the noncontrolling interest holder. Net income (loss) attributable to a noncontrolling interest is included in net income (loss) on the Consolidated Statements of Operations and, upon a gain or loss of control, the interest purchased or sold, and any interest retained, is recorded at fair value with any gain or loss recognized in earnings. The Company accounts for purchases or sales of equity interests that do not result in a change in control as equity transactions.

The Company consolidates non-managing member limited liability companies (“DownREITs”) because it exercises control, and the noncontrolling interests in these entities are carried at cost. The non-managing member limited liability company (“LLC”) units (“DownREIT units”) are exchangeable for an amount of cash approximating the then-current market value of shares of the Company’s common stock or, at the Company’s option, shares of the Company’s common stock (subject to certain adjustments, such as stock splits and reclassifications). Upon exchange of DownREIT units for the Company’s common stock, the carrying amount of the DownREIT units is reclassified to stockholders’ equity.

Redeemable Noncontrolling Interests

Certain of the Company’s noncontrolling interest holders have the ability to put their equity interests to the Company upon specified events or after the passage of a predetermined period of time. Each put option is payable in cash and subject to increases in redemption value in the event that the underlying property generates specified returns and meets certain promote thresholds pursuant to the respective agreements. Accordingly, the Company records redeemable noncontrolling interests outside of permanent equity and presents the redeemable noncontrolling interests at the greater of their carrying amount or redemption value at the end of each reporting period.

Foreign Currency Translation and Transactions

Assets and liabilities denominated in foreign currencies that are translated into U.S. dollars use exchange rates in effect at the end of the period, and revenues and expenses denominated in foreign currencies that are translated into U.S. dollars use average rates of exchange in effect during the related period. Gains or losses resulting from translation are included in accumulated other comprehensive income (loss). Gains or losses resulting from foreign currency transactions are translated into U.S. dollars at the rates of exchange prevailing at the dates of the transactions. The effects of transaction gains or losses are included in other income (expense), net in the Consolidated Statements of Operations.

Fair Value Measurement

The Company measures and discloses the fair value of nonfinancial and financial assets and liabilities utilizing a hierarchy of valuation techniques based on whether the inputs to a fair value measurement are considered to be observable or unobservable in a marketplace. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. This hierarchy requires the use of observable market data when available. These inputs have created the following fair value hierarchy:

- Level 1—quoted prices for identical instruments in active markets;
- Level 2—quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which significant inputs and significant value drivers are observable in active markets; and
- Level 3—fair value measurements derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

The Company measures fair value using a set of standardized procedures that are outlined herein for all assets and liabilities that are required to be measured at fair value. When available, the Company utilizes quoted market prices to determine fair value and classifies such items in Level 1. In instances where a market price is available, but the instrument is in an inactive or over-the-counter market, the Company consistently applies the dealer (market maker) pricing estimate and classifies the asset or liability in Level 2.

If quoted market prices or inputs are not available, fair value measurements are based on valuation models that utilize current market or independently sourced market inputs, such as interest rates, option volatilities, credit spreads, and/or market capitalization rates. Items valued using such internally-generated valuation techniques are classified according to the lowest level input that is significant to the fair value measurement. As a result, the asset or liability could be classified in either Level 2 or Level 3 even though there may be some significant inputs that are readily observable. Internal fair value models and techniques used by the Company include discounted cash flow models. The Company also considers its counterparty's and own credit risk for derivative instruments and other liabilities measured at fair value. The Company has elected the mid-market pricing expedient when determining fair value.

Earnings per Share

Basic earnings per common share is computed by dividing net income (loss) applicable to common shares by the weighted average number of shares of common stock outstanding during the period. The Company accounts for unvested share-based payment awards that contain non-forfeitable dividend rights or dividend equivalents (whether paid or unpaid) as participating securities, which are included in the computation of earnings per share pursuant to the two-class method. Diluted earnings per common share is calculated by including the effect of dilutive securities, such as the impact of forward equity sales agreements using the treasury stock method and common shares issuable from the assumed conversion of DownREIT units, stock options, certain performance restricted stock units, and unvested restricted stock units.

Recent Accounting Pronouncements

Adopted

Leases. In February 2016, the Financial Accounting Standards Board ("FASB") issued ASU No. 2016-02, *Leases* ("ASU 2016-02"). ASU 2016-02 (codified under ASC 842, *Leases*) amends the previous accounting for leases to: (i) require lessees to put most leases on their balance sheets (not required for short-term leases with lease terms of 12 months or less), but continue recognizing expenses on their income statements in a manner similar to requirements under prior accounting guidance, (ii) eliminate real estate specific lease provisions, and (iii) modify the classification criteria and accounting for sales-type leases for lessors. Additionally, ASU 2016-02 provides a practical expedient, which the Company elected, that allows an entity to not reassess the following upon adoption (must be elected as a group): (i) whether an expired or existing contract contains a lease arrangement, (ii) lease classification related to expired or existing lease arrangements, or (iii) whether costs incurred on expired or existing leases qualify as initial direct costs.

As a result of adopting ASU 2016-02 on January 1, 2019 using the modified retrospective transition approach, the Company recognized a cumulative-effect adjustment to equity of \$1 million as of January 1, 2019. Under ASU 2016-02, the Company began capitalizing fewer costs related to the drafting and negotiation of its lease agreements. Additionally, the Company began recognizing all of its significant operating leases for which it is the lessee, including corporate office leases, equipment leases, and ground leases, on its consolidated balance sheets as a lease liability and corresponding right-of-use asset. As such, the Company recognized a lease liability of \$153 million and right-of-use asset of \$166 million on January 1, 2019. The aggregate lease liability was calculated as the present value of minimum lease payments, discounted using a rate that approximated the Company's secured incremental borrowing rate at the time of adoption, adjusted for the noncancelable term of each lease. The right-of-use asset was calculated as the aggregate lease liability, adjusted for the existing accrued straight-line rent liability balance of \$20 million and net unamortized above/below market ground lease intangible assets of \$33 million.

Under ASU 2016-02, a practical expedient was offered to lessees to make a policy election, which the Company elected, to not separate lease and nonlease components, but rather account for the combined components as a single lease component under ASC 842. In July 2018, the FASB issued ASU No. 2018-11, *Leases - Targeted Improvements* ("ASU 2018-11"), which provides lessors with a similar option to elect a practical expedient allowing them to not separate lease and nonlease components in a contract for the purpose of revenue recognition and disclosure. This practical expedient is limited to circumstances in which: (i) the timing and pattern of transfer are the same for the nonlease component and the related lease component and (ii) the lease component, if accounted for separately, would be classified as an operating lease. This practical expedient causes an entity to assess whether a contract is predominantly lease or service based and recognize the entire contract under the relevant accounting guidance (i.e., predominantly lease-based would be accounted for under ASU 2016-02 and predominantly service-based would be accounted for under the Revenue ASUs). The Company elected this practical expedient as well and, as a result, beginning January 1, 2019, the Company recognizes revenue from its senior housing triple-net, medical office, and life science properties under ASC 842 and revenue from its SHOP and CCRC properties under the Revenue ASUs (codified under ASC 606, *Revenue from Contracts with Customers*).

In December 2018, the FASB issued ASU No. 2018-20, *Narrow Scope Improvements for Lessors* ("ASU 2018-20"), which requires that a lessor: (i) exclude certain lessor costs paid directly by a lessee to third parties on behalf of the lessor from a lessor's measurement of variable lease revenue and associated expense (i.e., no gross up of revenue and expense for these costs,) and (ii) include lessor costs that are paid by the lessor and reimbursed by the lessee in the measurement of variable lease revenue and the associated expense (i.e., gross up revenue and expense for these costs). This is consistent with the Company's historical presentation and did not require a change on January 1, 2019.

Credit Losses. In June 2016, the FASB issued ASU No. 2016-13, *Measurement of Credit Losses on Financial Instruments* ("ASU 2016-13"). ASU 2016-13 is intended to improve financial reporting by requiring timelier recognition of credit losses on loans and other financial instruments held by financial institutions and other organizations. The amendments in ASU 2016-13 eliminate the "probable" initial threshold for recognition of credit losses in previous accounting guidance and, instead, reflect an entity's current estimate of all expected credit losses over the life of the financial instrument. Historically, when credit losses were measured under previous accounting guidance, an entity generally only considered past events and current conditions in measuring the incurred loss. The amendments in ASU 2016-13 broaden the information that an entity must consider in developing its expected credit loss estimate for assets measured either collectively or individually. The use of forecasted information incorporates more timely information in the estimate of expected credit loss.

As a result of adopting ASU 2016-13 on January 1, 2020 using the modified retrospective transition approach, the Company recognized a cumulative-effect adjustment to equity of \$2 million as of January 1, 2020. Under ASU 2016-13, the Company began using a loss model that relies on future expected credit losses, rather than incurred losses, as was required under historical GAAP. Under the new model, the Company is required to recognize future credit losses expected to be incurred over the life of its finance receivables, including loans receivable, direct financing leases ("DFLs"), and certain accounts receivable, at inception of those instruments. The model emphasizes historical experience and future market expectations to determine a loss to be recognized at inception. However, the model continues to be applied on an individual basis and rely on counter-party specific information to ensure the most accurate estimate is recognized. The Company reassesses its reserves on finance receivables at each balance sheet date to determine if an adjustment to the previous reserve is necessary.

Accounting for Lease Concessions Related to Covid. In April 2020, the FASB staff issued a question-and-answer document (the “Lease Modification Q&A”) focused on the application of lease accounting guidance to lease concessions provided as a result of Covid. Under ASC 842, Leases, the Company would have to determine, on a lease-by-lease basis, if a lease concession was the result of a new arrangement reached with the tenant (treated within the lease modification accounting framework) or if a lease concession was under the enforceable rights and obligations within the existing lease agreement (precluded from applying the lease modification accounting framework). The Lease Modification Q&A allows the Company, if certain criteria have been met, to bypass the lease-by-lease analysis, and instead elect to either apply the lease modification accounting framework or not, with such election applied consistently to leases with similar characteristics and similar circumstances. During the year ended December 31, 2020, the Company provided rent deferrals (to be repaid before the end of 2020) to certain tenants in its life science and medical office segments that were impacted by Covid (discussed in further detail in Note 7). No such rent deferrals were provided to tenants during the year ended December 31, 2021. The Company elected to not assess these rent deferrals on a lease-by-lease basis and to continue recognizing rent revenue on a straight-line basis.

While the Company’s election for rent deferrals will be applied consistently to future deferrals with similar characteristics and similar circumstances, if the Company grants future lease concessions of a different type (such as rent abatements), it will make an election related to those concessions at that time.

Not Yet Adopted

Reference Rate Reform. In March 2020, the FASB issued ASU No. 2020-04, *Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting* (“ASU 2020-04”), which provides optional guidance for a limited period of time to ease the potential burden in accounting for, or recognizing the effects of, reference rate reform on financial reporting. In January 2021, the FASB issued ASU No. 2021-01, *Reference Rate Reform (Topic 848): Scope* (“ASU 2021-01”), which amends the scope of ASU 2020-04 to include derivative instruments that use an interest rate for margining, discounting, or contract price alignment that is modified as a result of reference rate reform. The amendments in ASU 2020-04 and ASU 2021-01 are effective immediately and may be applied through December 31, 2022. The Company is evaluating: (i) how the transition away from LIBOR will impact the Company, (ii) whether the optional relief provided by these standards will be adopted, and (iii) the impact that adopting ASU 2020-04 or ASU 2021-01 will have on its consolidated financial position, results of operations, cash flows, or disclosures.

Government Assistance. In November 2021, the FASB issued ASU No. 2021-10, *Government Assistance (Topic 832): Disclosures by Business Entities about Government Assistance* (“ASU 2021-10”), which increases the transparency of government assistance including the disclosure of the types of assistance, an entity’s accounting for assistance, and the effect of the assistance on an entity’s financial statements. The amendments in ASU 2021-10 are effective for annual periods beginning after December 15, 2021. The Company does not expect the adoption of ASU 2021-10 to have a material impact on its consolidated financial position, results of operations, cash flows, or disclosures.

NOTE 3. Master Transactions and Cooperation Agreement with Brookdale

2019 Master Transactions and Cooperation Agreement with Brookdale

In October 2019, the Company and Brookdale Senior Living Inc. (“Brookdale”) entered into a Master Transactions and Cooperation Agreement (the “2019 MTCA”), which includes a series of transactions related to its previously jointly owned 15-campus CCRC portfolio (the “CCRC JV”) and the portfolio of senior housing properties Brookdale triple-net leased from the Company, which, at the time, included 43 properties.

In connection with the 2019 MTCA, the Company and Brookdale, and certain of their respective subsidiaries, closed the following transactions related to the CCRC JV on January 31, 2020:

- The Company, which owned a 49% interest in the CCRC JV, purchased Brookdale’s 51% interest in 13 of the 15 communities in the CCRC JV based on a valuation of \$1.06 billion (the “CCRC Acquisition”);
- The management agreements related to the CCRC Acquisition communities were terminated and management transitioned (under new management agreements) from Brookdale to Life Care Services LLC (“LCS”); and
- The Company paid a \$100 million management termination fee to Brookdale.

In addition, pursuant to the 2019 MTCA, the Company and Brookdale closed the following transactions related to properties Brookdale triple-net leased from the Company on January 31, 2020:

- Brookdale acquired 18 of the properties from the Company (the “Brookdale Acquisition Assets”) for cash proceeds of \$385 million;
- The remaining 24 properties (excludes one property transitioned and sold to a third party, as discussed below) were restructured into a single master lease with 2.4% annual rent escalators and a maturity date of December 31, 2027 (the “2019 Amended Master Lease”);
- A portion of annual rent (amount in excess of 6.5% of sales proceeds) related to 14 of the 18 Brookdale Acquisition Assets was reallocated to the remaining properties under the 2019 Amended Master Lease; and
- Brookdale paid down \$20 million of future rent under the 2019 Amended Master Lease.

As agreed to by the Company and Brookdale under the 2019 MTCA, in December 2020, the Company terminated the triple-net lease related to one property and converted it to a structure permitted by the Housing and Economic Recovery Act of 2008, which includes most of the provisions previously proposed in the REIT Investment Diversification and Empowerment Act of 2007 (commonly referred to as “RIDEA”). In August 2021, the Company sold this property.

The Company and Brookdale also agreed that the Company would provide up to \$35 million of capital investment in the 2019 Amended Master Lease properties over a five-year term, which would increase rent by 7% of the amount spent, per annum. As of December 31, 2020, the Company had funded \$5 million of this capital investment. Upon the Company’s sale of the 24 properties under the 2019 Amended Master Lease in January 2021 (see Note 5), the remaining capital investment obligation was transferred to the buyer.

As a result of the above transactions, on January 31, 2020, the Company began consolidating the 13 CCRCs in which it acquired Brookdale’s interest. Accordingly, the Company derecognized its investment in the CCRC JV of \$323 million and recognized a gain upon change of control of \$170 million, which is included in other income (expense), net. In connection with consolidating the 13 CCRCs during the first quarter of 2020, the Company recognized real estate and intangible assets of \$1.8 billion, refundable entrance fee liabilities of \$308 million, contractual liabilities associated with previously collected non-refundable entrance fees of \$436 million, debt assumed of \$215 million, other net assets of \$48 million, and cash paid of \$396 million.

Upon sale of the Brookdale Acquisition Assets in January 2020, the Company recognized an aggregate gain on sales of real estate of \$164 million, which is recorded within income (loss) from discontinued operations.

In May 2021, the CCRC JV sold the two remaining CCRCs subject to the 2019 MTCA for \$38 million, \$19 million of which represents the Company’s 49% interest in the CCRC JV, resulting in an immaterial gain on sale recorded within equity income (loss) from unconsolidated joint ventures (see Note 9).

Fair Value Measurement Techniques and Quantitative Information

At January 31, 2020, the Company performed a fair value assessment of each of the 2019 MTCA components that provided measurable economic benefit or detriment to the Company. Each fair value calculation was based on an income or market approach and relied on historical and forecasted net operating income (“NOI”), actuarial assumptions about the expected resident length of stay, and market data, including, but not limited to, discount rates ranging from 10% to 12%, annual rent escalators ranging from 2% to 3%, and real estate capitalization rates ranging from 7% to 9%. All assumptions were considered to be Level 3 measurements within the fair value hierarchy.

NOTE 4. Real Estate Transactions

2021 Real Estate Investment Acquisitions

Westview Medical Plaza

In February 2021, the Company acquired one medical office building (“MOB”) in Nashville, Tennessee for \$13 million.

Pinnacle at Ridgeway

In April 2021, the Company acquired one MOB in Denver, Colorado for \$38 million.

MOB Portfolio

In April 2021, the Company acquired 14 MOBs for \$371 million (the “MOB Portfolio”). In conjunction with the acquisition, the Company originated \$142 million of secured mortgage debt.

Westside Medical Plaza

In June 2021, the Company acquired one MOB in Fort Lauderdale, Florida for \$16 million.

Wesley Woodlawn

In July 2021, the Company acquired one MOB in Wichita, Kansas for \$50 million.

Atlantic Health

In July 2021, the Company acquired three MOB in Morristown, New Jersey for \$155 million.

Baylor Centennial

In September 2021, the Company acquired two MOB in Dallas, Texas for \$60 million.

Concord Avenue Campus

In September 2021, the Company acquired a life science campus, comprised of three buildings, in Cambridge, Massachusetts for \$180 million.

10 Fawcett

In October 2021, the Company closed a life science acquisition in Cambridge, Massachusetts for \$73 million.

Vista Sorrento Phase I

In October 2021, the Company closed a life science acquisition in San Diego, California for \$20 million.

Swedish Medical

In October 2021, the Company acquired one MOB in Seattle, Washington for \$43 million.

Lakeview Medical Pavilion

In October 2021, the Company acquired one MOB in New Orleans, Louisiana for \$34 million.

Mooney Street Parcels

In October 2021, the Company closed a life science acquisition in Cambridge, Massachusetts for \$123 million.

725 Concord

In October 2021, the Company acquired one MOB and an adjacent land parcel in Cambridge, Massachusetts for \$80 million.

25 Spinelli

In October 2021, the Company closed a life science acquisition in Cambridge, Massachusetts for \$34 million.

68 Moulton

In October 2021, the Company closed a life science acquisition in Cambridge, Massachusetts for \$18 million.

125 Fawcett and 110 Fawcett

In December 2021, the Company closed two life science acquisitions in Cambridge, Massachusetts for \$45 million.

South San Francisco Land Site

In 2021, the Company acquired approximately 12 acres of land for \$128 million. The acquisition site is located in South San Francisco, California, adjacent to two sites currently held by the Company as land for future development.

67 Smith Place

In January 2022, the Company closed a life science acquisition in Cambridge, Massachusetts for \$72 million.

Vista Sorrento Phase II

In January 2022, the Company closed a life science acquisition in San Diego, California for \$24 million.

2020 Real Estate Investments

The Post Acquisition

In April 2020, the Company acquired a life science campus in Waltham, Massachusetts for \$320 million.

Scottsdale Gateway Acquisition

In July 2020, the Company acquired one MOB in Scottsdale, Arizona for \$27 million.

Midwest MOB Portfolio Acquisition

In October 2020, the Company acquired a portfolio of seven MOBs located in Indiana, Missouri, and Illinois for \$169 million.

Cambridge Discovery Park Acquisition

In December 2020, the Company acquired three life science facilities in Cambridge, Massachusetts for \$610 million and a 49% unconsolidated joint venture interest in a fourth property on the same campus for \$54 million. If the fourth property is sold in a taxable transaction, the Company is generally obligated to indemnify its joint venture partner for its federal and state income taxes associated with the gain that existed at the time of the contribution to the joint venture.

Waldwick JV Interest Purchase

In October 2020, the Company acquired the remaining 15% equity interest of a senior housing joint venture structure (which owned one senior housing facility), in which the Company previously held an unconsolidated equity investment, for \$4 million. Subsequent to the acquisition, the Company owned 100% of the equity, began consolidating the facility, and recognized a gain upon change of control of \$6 million, which is recorded in other income (expense), net within income (loss) from discontinued operations. In December 2020, the Company sold the property as part of the Atria SHOP Portfolio disposition (see Note 5).

MBK JV Dissolution

In November 2020, as part of the dissolution of a senior housing joint venture, the Company was distributed one property, one land parcel, and \$11 million in cash. Upon consolidating the property and land parcel at the time of distribution, the Company recognized a loss upon change of control of \$16 million, which is recorded in other income (expense), net within income (loss) from discontinued operations. In conjunction with the distribution of the property, the Company assumed \$36 million of secured mortgage debt (classified as liabilities related to assets held for sale and discontinued operations, net) maturing in 2025, which was recorded at its fair value through asset acquisition accounting. During the year ended December 31, 2021, the Company sold the property and the related secured mortgage debt was assumed by the buyer (see Note 5).

Other Real Estate Acquisitions

In December 2020, the Company acquired one hospital in Dallas, Texas for \$34 million.

Development Activities

During the year ended December 31, 2021, management reviewed the estimated useful lives of certain life science properties in connection with future plans of densification on campuses where the Company has densification opportunities. These changes in the planned use of the properties resulted in the Company updating the estimated useful lives of the properties, which differ from the Company's previous estimates. The estimated useful lives of these properties was reduced from a weighted average remaining useful life of 15 years to 11 years to reflect the timing of the planned densification projects. For the year ended December 31, 2021, these changes in estimate increased depreciation expense by \$30 million, resulting in a corresponding decrease to income (loss) from continuing operations and net income (loss), as well as a decrease to both basic and diluted earnings per share of approximately \$0.06.

Construction, Tenant, and Other Capital Improvements

The following table summarizes the Company's expenditures for construction, tenant improvements, and other capital improvements, excluding expenditures related to properties classified as discontinued operations (in thousands):

| Segment | Year Ended December 31, | | |
|----------------|-------------------------|-------------------|-------------------|
| | 2021 | 2020 | 2019 |
| Life science | \$ 472,301 | \$ 573,999 | \$ 499,956 |
| Medical office | 230,227 | 173,672 | 146,466 |
| CCRC | 57,192 | 41,224 | — |
| Other | — | — | 30,852 |
| | <u>\$ 759,720</u> | <u>\$ 788,895</u> | <u>\$ 677,274</u> |

NOTE 5. Dispositions of Real Estate and Discontinued Operations

2021 Dispositions of Real Estate

Sunrise Senior Housing Portfolio

In January 2021, the Company sold a portfolio of 32 SHOP assets (the “Sunrise Senior Housing Portfolio”) for \$664 million, resulting in an immaterial loss on sale, which is recognized in income (loss) from discontinued operations, and provided the buyer with: (i) financing of \$410 million (see Note 8) and (ii) a commitment to finance up to \$92 million of additional debt for capital expenditures. The commitment to finance additional debt for capital expenditures was subsequently reduced to \$56 million during June 2021, \$0.4 million of which had been funded as of December 31, 2021 (see Note 8). Upon completion of the license transfer process in June 2021, the Company sold the two remaining Sunrise senior housing triple-net assets for \$80 million, resulting in a gain on sale of \$22 million, which is recognized in income (loss) from discontinued operations.

Brookdale Triple-Net Portfolio

In January 2021, the Company sold 24 senior housing assets in a triple-net lease with Brookdale for \$510 million, resulting in total gain on sale of \$169 million, which is recognized in income (loss) from discontinued operations.

Additional SHOP Portfolio

In January 2021, the Company sold a portfolio of 16 SHOP assets for \$230 million, resulting in total gain on sale of \$59 million, which is recognized in income (loss) from discontinued operations. The Company provided the buyer with financing of \$150 million (see Note 8).

HRA Triple-Net Portfolio

In February 2021, the Company sold eight senior housing assets in a triple-net lease with Harbor Retirement Associates for \$132 million, resulting in total gain on sale of \$33 million, which is recognized in income (loss) from discontinued operations.

Oakmont SHOP Portfolio

In April 2021, the Company sold a portfolio of 12 SHOP assets for \$564 million. In conjunction with the sale, mortgage debt held on two properties with a carrying value of \$64 million was repaid and the remaining mortgage debt held on four properties with a carrying value of \$107 million was assumed by the buyer. The transaction resulted in total gain on sale of \$80 million, which is recognized in income (loss) from discontinued operations.

Discovery SHOP Portfolio

In April 2021, the Company sold a portfolio of 10 SHOP assets for \$334 million, resulting in total gain on sale of \$9 million, which is recognized in income (loss) from discontinued operations. Also included in this transaction was the sale of two mezzanine loans and two preferred equity investments for \$21 million, resulting in no gain or loss on sale of the investments (collectively, “the Discovery SHOP Portfolio”).

Sonata SHOP Portfolio

In April 2021, the Company sold a portfolio of five SHOP assets for \$64 million, resulting in total gain on sale of \$3 million, which is recognized in income (loss) from discontinued operations.

SLC SHOP Portfolio

In May 2021, the Company sold seven SHOP assets for \$113 million and repaid \$70 million of mortgage debt that was held on six of the assets, resulting in total gain on sale of \$1 million, which is recognized in income (loss) from discontinued operations.

Hoag Hospital

In May 2021, the Company sold one hospital for \$226 million through the exercise of a purchase option by a tenant, resulting in gain on sale of \$172 million.

2021 Other Dispositions

In addition to the portfolio and individual sales discussed above, during the year ended December 31, 2021, the Company sold the following: (i) 15 SHOP assets for \$169 million, (ii) 7 senior housing triple-net assets for \$24 million, and (iii) 10 MOBs and a portion of 1 MOB land parcel for \$68 million, resulting in total gain on sales of \$58 million (\$39 million of which is recognized in income (loss) from discontinued operations). In conjunction with one of the SHOP asset sales, mortgage debt held on the property with a carrying value of \$36 million was assumed by the buyer.

Other Subsequent Dispositions

In January 2022, the Company sold one life science facility in Utah for \$14 million.

2020 Dispositions of Real Estate

Aegis NNN Portfolio

In December 2020, the Company sold 10 senior housing triple-net assets (the “Aegis NNN Portfolio”) for \$358 million and repaid \$6 million of variable rate secured mortgage debt held on one asset, resulting in total gain on sale of \$228 million, which is recognized in income (loss) from discontinued operations.

Atria SHOP Portfolio

In December 2020, the Company sold 12 SHOP assets (the “Atria SHOP Portfolio”) for \$312 million, resulting in total gain on sale of \$39 million, which is recognized in income (loss) from discontinued operations. The Company provided the buyer with financing of \$61 million on four of the assets sold (see Note 8).

2020 Other Dispositions

In addition to the portfolio sales discussed above, during the year ended December 31, 2020, the Company sold the following: (i) 23 SHOP assets for \$190 million, (ii) 21 senior housing triple-net assets for \$428 million (inclusive of the 18 facilities sold to Brookdale under the 2019 MTCA - see Note 3), (iii) 11 MOB assets for \$136 million (inclusive of the exercise of a purchase option by a tenant to acquire 3 MOB assets in San Diego, California), (iv) 2 MOB land parcels for \$3 million, and (v) 1 asset from other non-reportable segments for \$1 million, resulting in total gain on sales of \$283 million (\$193 million of which is recognized in income (loss) from discontinued operations).

2019 Dispositions of Real Estate

During the year ended December 31, 2019, the Company sold the following: (i) 18 SHOP assets for \$181 million, (ii) 2 senior housing triple-net assets for \$26 million, (iii) 11 MOB assets for \$28 million, (vi) 1 life science asset for \$7 million, (v) 1 undeveloped life science land parcel for \$35 million, and (vi) 1 facility from the other non-reportable segment for \$15 million, resulting in total gain on sales of \$30 million (\$23 million of which is reported in income (loss) from discontinued operations).

Held for Sale and Discontinued Operations

During 2020, the Company established and began executing a plan to dispose of its senior housing triple-net and SHOP properties. As of December 31, 2020, the Company concluded that the planned dispositions represented a strategic shift that had and will have a major effect on the Company’s operations and financial results. Therefore, senior housing triple-net and SHOP assets meeting the held for sale criteria are classified as discontinued operations in all periods presented herein. In September 2021, the Company successfully completed the disposition of the remaining senior housing triple-net and SHOP properties.

The following summarizes the assets and liabilities classified as discontinued operations at December 31, 2021 and 2020, which are included in assets held for sale and discontinued operations, net and liabilities related to assets held for sale and discontinued operations, net, respectively, on the Consolidated Balance Sheets (in thousands):

| | December 31, | |
|--|--------------|--------------|
| | 2021 | 2020 |
| ASSETS | | |
| Real estate: | | |
| Buildings and improvements | \$ — | \$ 2,553,254 |
| Development costs and construction in progress | — | 21,509 |
| Land | — | 355,803 |
| Accumulated depreciation and amortization | — | (615,708) |
| Net real estate | — | 2,314,858 |
| Investments in and advances to unconsolidated joint ventures | — | 5,842 |
| Accounts receivable, net of allowance of \$4,138 and \$5,873 | 2,446 | 20,500 |
| Cash and cash equivalents | 7,707 | 53,085 |
| Restricted cash | — | 17,168 |
| Intangible assets, net | — | 24,541 |
| Right-of-use asset, net | 26 | 4,109 |
| Other assets, net ⁽¹⁾ | 3,237 | 103,965 |
| Total assets of discontinued operations, net ⁽²⁾ | 13,416 | 2,544,068 |
| Assets held for sale, net ⁽³⁾ | 23,774 | 82,238 |
| Assets held for sale and discontinued operations, net | \$ 37,190 | \$ 2,626,306 |
| LIABILITIES | | |
| Mortgage debt | \$ — | \$ 318,876 |
| Lease liability | 26 | 3,189 |
| Accounts payable, accrued liabilities, and other liabilities | 14,843 | 79,411 |
| Deferred revenue | 92 | 11,442 |
| Total liabilities of discontinued operations, net ⁽²⁾ | 14,961 | 412,918 |
| Liabilities related to assets held for sale, net ⁽³⁾ | 95 | 2,819 |
| Liabilities related to assets held for sale and discontinued operations, net | \$ 15,056 | \$ 415,737 |

(1) Includes goodwill of zero and \$29 million as of December 31, 2021 and 2020, respectively.

(2) At December 31, 2021, there were no remaining senior housing triple-net or SHOP facilities classified as held for sale and discontinued operations. At December 31, 2020, 41 senior housing triple-net facilities, 97 SHOP facilities, and 1 SHOP joint venture were classified as held for sale and discontinued operations.

(3) As of December 31, 2021, primarily comprised of four MOBs and one life science facility with net real estate assets of \$23 million and right-of-use asset, net of \$1 million. As of December 31, 2020, primarily comprised of six MOBs with net real estate assets of \$73 million and deferred revenue of \$2 million.

The results of discontinued operations through December 31, 2021, or the disposal date of each asset or portfolio of assets if they have been sold, are included in the consolidated results of operations for the years ended December 31, 2021, 2020, and 2019. Summarized financial information for discontinued operations for the years ended December 31, 2021, 2020, and 2019 are as follows (in thousands):

| | Year Ended December 31, | | |
|--|-------------------------|-------------------|---------------------|
| | 2021 | 2020 | 2019 |
| Revenues: | | | |
| Rental and related revenues | \$ 7,535 | \$ 97,877 | \$ 152,576 |
| Resident fees and services | 114,936 | 621,253 | 583,653 |
| Income from direct financing leases | — | — | 20,815 |
| Total revenues | 122,471 | 719,130 | 757,044 |
| Costs and expenses: | | | |
| Interest expense | 3,900 | 10,538 | 8,007 |
| Depreciation and amortization | — | 143,194 | 224,798 |
| Operating | 122,571 | 550,226 | 474,126 |
| Transaction costs | 76 | 20,426 | 6,780 |
| Impairments and loan loss reserves (recoveries), net | 32,736 | 201,344 | 208,229 |
| Total costs and expenses | 159,283 | 925,728 | 921,940 |
| Other income (expense): | | | |
| Gain (loss) on sales of real estate, net | 414,721 | 460,144 | 22,940 |
| Other income (expense), net | 4,189 | 5,475 | 17,060 |
| Total other income (expense), net | 418,910 | 465,619 | 40,000 |
| Income (loss) before income taxes and equity income (loss) from unconsolidated joint ventures | 382,098 | 259,021 | (124,896) |
| Income tax benefit (expense) | 969 | 9,913 | 11,783 |
| Equity income (loss) from unconsolidated joint ventures | 5,135 | (1,188) | (2,295) |
| Income (loss) from discontinued operations | \$ 388,202 | \$ 267,746 | \$ (115,408) |

NOTE 6. Impairments of Real Estate

2021

During the year ended December 31, 2021, the Company recognized an aggregate impairment charge of \$22 million, which is reported in impairments and loan loss reserves (recoveries), net, related to: (i) three MOB that met the held for sale criteria during the year and (ii) one MOB held for use; the aggregate fair value of these four MOB was \$14 million as of the related impairment assessment dates. For the three MOB that met the held for sale criteria during the year, the Company recognized an impairment charge of \$5 million to write down the properties' aggregate carrying value to their aggregate fair value, less estimated costs to sell. For the MOB held for use, the Company recognized a \$17 million impairment charge in the fourth quarter of 2021 due to its intent to demolish the MOB for a future development project.

Additionally, during the year ended December 31, 2021, the Company recognized an impairment charge of \$4 million related to one SHOP asset, which is reported in income (loss) from discontinued operations. Following a reduction in the expected sales price of the SHOP asset occurring in the second quarter of 2021, the Company wrote down its carrying value of \$20 million to its fair value, less estimated costs to sell, of \$16 million.

The fair values of the impaired assets were based on forecasted sales prices and market comparable data, which are considered to be Level 3 measurements within the fair value hierarchy. These fair values are typically determined using an income approach and/or a market approach (comparable sales model), which rely on certain assumptions by management, including: (i) market capitalization rates, (ii) comparable market transactions, (iii) estimated prices per unit, (iv) negotiations with prospective buyers, and (v) forecasted cash flow streams (lease revenue rates, expense rates, growth rates, etc.). There are inherent uncertainties in making these assumptions. For the Company's impairment calculation during and as of the year ended December 31, 2021, the Company's fair value estimates primarily relied on a market approach, which utilized comparable market transactions and negotiations with prospective buyers.

2020

During the year ended December 31, 2020, the Company recognized an impairment charge of \$15 million related to one life science facility due to its intent to demolish the facility for a future development project.

Additionally, during the year ended December 31, 2020, the Company recognized an aggregate impairment charge of \$210 million (\$201 million of which is reported in income (loss) from discontinued operations) related to 42 SHOP assets, 5 senior housing triple-net assets, 5 MOBs, and 1 undeveloped MOB land parcel as a result of being classified as held for sale and wrote down their aggregate carrying value of \$960 million to their aggregate fair value, less estimated costs to sell, of \$750 million.

For the Company's impairment calculations during and as of the year ended December 31, 2020, the Company's fair value estimates primarily relied on a market approach and utilized prices per unit ranging from \$13,000 to \$300,000, with a weighted average price per unit of \$164,000. When utilizing the income approach, assumptions include, but are not limited to, terminal capitalization rates ranging from 5.5% to 7.5% and discount rates ranging from 8.0% to 9.5%. The fair value of the assets are considered to be Level 3 measurements within the fair value hierarchy.

2019

During the year ended December 31, 2019, the Company recognized an impairment charge of \$4 million related to one MOB due to its intent to demolish the MOB for a future development project.

Additionally, during the year ended December 31, 2019, the Company recognized an aggregate impairment charge of \$194 million (\$189 million of which is reported in income (loss) from discontinued operations) related to 8 senior housing triple-net assets, 27 SHOP assets, 3 MOBs, and 1 other non-reportable asset as a result of being classified as held for sale and wrote down their aggregate carrying value of \$416 million to their aggregate fair value, less estimated costs to sell, of \$223 million.

The fair value of the impaired assets was based on forecasted sales prices, which are considered to be Level 3 measurements within the fair value hierarchy. For the Company's impairment calculations during and as of the year ended December 31, 2019, the Company estimated the fair value of each asset using either (i) market capitalization rates ranging from 4.97% to 8.27%, with a weighted average rate of 6.22% or (ii) prices per unit ranging from \$24,000 to \$125,000, with a weighted average price of \$73,000.

Lastly, during the year ended December 31, 2019, the Company determined the carrying value of two MOBs and one SHOP asset that were candidates for potential future sale were no longer recoverable due to the Company's shortened intended hold period under the held-for-use impairment model. Accordingly, the Company wrote-down the carrying amount of these three assets to their respective fair value, which resulted in an aggregate impairment charge of \$18 million (\$9 million of which is reported in income (loss) from discontinued operations). The fair value of the assets are considered to be Level 2 measurements within the fair value hierarchy.

Goodwill Impairment

When testing goodwill for impairment, if the Company concludes that it is more likely than not that the fair value of a reporting unit is less than its carrying value, the Company recognizes an impairment loss for the amount by which the carrying value, including goodwill, exceeds the reporting unit's fair value.

In connection with the disposition of the Company's remaining senior housing triple-net and SHOP assets, the Company performed impairment assessments during the year ended December 31, 2021. As a result of these assessments, the Company recognized a \$29 million goodwill impairment charge reported in income (loss) from discontinued operations, comprised of the following: (i) a \$7 million goodwill impairment charge recognized during the second quarter of 2021, as the fair value of the remaining assets based on forecasted sales prices was less than the carrying value of the assets including the related goodwill as of the assessment date and (ii) a \$22 million goodwill impairment charge recognized during the third quarter of 2021 to reduce the associated goodwill balance to zero following the sale of the remaining assets within the reporting units associated with the senior housing triple-net and SHOP portfolios.

These fair value estimates primarily relied on a market approach, utilizing comparable market transactions, forecasted sales prices, and negotiations with prospective buyers. These estimates are considered to be a Level 3 measurement within the fair value hierarchy, and are subject to inherent uncertainties.

During the year ended December 31, 2021, the fair value of the assets within each of the Company's other reporting units was greater than the respective carrying value of the assets and related goodwill, and as a result, no impairment loss was recognized with respect to the other reporting units. During the years ended December 31, 2020 and 2019, no goodwill impairment loss was recognized.

Other

See Note 7 for information on the 2019 impairment charge related to the write-down of a DFL portfolio to its fair value. See Note 8 for information related to the Company's reserve for loan losses.

NOTE 7. Leases

Lease Income

The following table summarizes the Company's lease income, excluding discontinued operations (in thousands):

| | Year Ended December 31, | | |
|--|-------------------------|------------|------------|
| | 2021 | 2020 | 2019 |
| Fixed income from operating leases | \$ 1,087,683 | \$ 943,638 | \$ 853,545 |
| Variable income from operating leases | 290,701 | 238,470 | 215,957 |
| Interest income from direct financing leases | 8,702 | 9,720 | 16,666 |

Direct Financing Leases

Net investment in DFLs consists of the following (in thousands):

| | December 31, | |
|--|------------------|------------------|
| | 2021 | 2020 |
| Present value of minimum lease payments receivable | \$ 1,220 | \$ 9,804 |
| Present value of estimated residual value | 44,706 | 44,706 |
| Less deferred selling profits | (1,220) | (9,804) |
| Net investment in direct financing leases | <u>\$ 44,706</u> | <u>\$ 44,706</u> |

Direct Financing Lease Internal Ratings

At December 31, 2021 and 2020, the Company had one hospital under a DFL with a carrying amount of \$45 million and an internal rating of "performing".

2020 Direct Financing Lease Sale

During the first quarter of 2020, the Company sold a hospital under a DFL for \$82 million and recognized a gain on sale of \$42 million, which is included in other income (expense), net.

2019 Direct Financing Lease Sale

During the second quarter of 2019, the Company entered into agreements to sell 13 senior housing facilities under DFLs (the "DFL Sale Portfolio") for \$274 million. Upon entering into the agreements, the Company recognized an allowance for DFL losses and related impairment charge of \$10 million (recognized in income (loss) from discontinued operations) to write-down the carrying value of the DFL Sale Portfolio to its fair value. The fair value of the DFL Sale Portfolio was based upon the agreed upon sale price, less estimated costs to sell, which was considered to be a Level 2 measurement within the fair value hierarchy. In conjunction with the entering into agreements to sell the DFL Sale Portfolio, the Company placed the portfolio on nonaccrual status and began recognizing income equal to the amount of cash received.

The Company completed the sale of the DFL Sale Portfolio in September 2019.

For the DFL Sale Portfolio, during the year ended December 31, 2019, income from DFLs was \$17 million (recognized in income (loss) from discontinued operations) and cash payments received were \$16 million.

2019 Direct Financing Lease Conversion

During the first quarter of 2019, the Company converted a DFL portfolio of 14 senior housing triple-net properties, previously on "Watch List" status, to a RIDEA structure, requiring the Company to recognize net assets equal to the lower of the net assets' fair value or the carrying value of the net investment in the DFL. As a result, the Company derecognized the \$351 million carrying value of the net investment in DFL related to the 14 properties and recognized a combination of net real estate (\$331 million) and net intangibles assets (\$20 million) for the same aggregate amount, with no gain or loss recognized. As a result of the transaction, the 14 properties were transferred from the senior housing triple-net segment to the SHOP segment during the first quarter of 2019.

Direct Financing Lease Receivable Maturities

The following table summarizes future minimum lease payments contractually due under DFLs at December 31, 2021 (in thousands):

| Year | Amount |
|--|-----------------|
| 2022 | \$ 1,220 |
| 2023 | — |
| 2024 | — |
| 2025 | — |
| 2026 | — |
| Thereafter | — |
| Undiscounted minimum lease payments receivable | 1,220 |
| Less: imputed interest | — |
| Present value of minimum lease payments receivable | <u>\$ 1,220</u> |

Operating Leases

Future Minimum Rents

The following table summarizes future minimum lease payments to be received from tenants under non-cancelable operating leases as of December 31, 2021 (in thousands):

| Year | Amount |
|------------|---------------------|
| 2022 | \$ 1,057,467 |
| 2023 | 1,041,053 |
| 2024 | 979,640 |
| 2025 | 892,348 |
| 2026 | 783,781 |
| Thereafter | 3,171,115 |
| | <u>\$ 7,925,404</u> |

Tenant Purchase Options

Certain leases, including DFLs, contain purchase options whereby the tenant may elect to acquire the underlying real estate. Annualized base rent from leases subject to purchase options, summarized by the year the purchase options are exercisable are as follows (dollars in thousands):

| Year | Annualized Base Rent ⁽¹⁾ | Number of Properties |
|------------|-------------------------------------|----------------------|
| 2022 | \$ 15,059 | 8 |
| 2023 | 1,191 | 1 |
| 2024 | 6,835 | 3 |
| 2025 | 12,564 | 16 |
| 2026 | 2,662 | 2 |
| Thereafter | 19,426 | 6 |
| | <u>\$ 57,737</u> | <u>36</u> |

(1) Represents the most recent month's base rent including additional rent floors and cash income from DFLs annualized for 12 months. Base rent does not include tenant recoveries, additional rents in excess of floors, and non-cash revenue adjustments (i.e., straight-line rents, amortization of market lease intangibles, DFL non-cash interest, and deferred revenues).

Lease Costs

The following tables provide information regarding the Company's leases to which it is the lessee, such as corporate offices and ground leases, excluding lease costs related to assets classified as discontinued operations (dollars in thousands):

| Lease Expense Information: | Year Ended December 31, | | |
|----------------------------|-------------------------|-----------|-----------|
| | 2021 | 2020 | 2019 |
| Total lease expense | \$ 14,442 | \$ 13,601 | \$ 11,852 |

| Weighted Average Lease Term and Discount Rate: | December 31, 2021 | December 31, 2020 |
|--|----------------------|----------------------|
| Weighted average remaining lease term (years): | | |
| Operating leases ⁽¹⁾ | 52 | 57 |
| Weighted average discount rate: | | |
| Operating leases | 4.14 % | 4.26 % |

(1) The weighted average remaining lease term including the Company's options to extend its operating leases is 68 years as of December 31, 2021.

The following table summarizes future minimum lease payments under non-cancelable ground and other operating leases included in the Company's lease liability as of December 31, 2021 (in thousands):

| Year | Amount |
|---|------------|
| 2022 | \$ 16,030 |
| 2023 | 13,438 |
| 2024 | 12,575 |
| 2025 | 11,471 |
| 2026 | 11,406 |
| Thereafter | 484,552 |
| Undiscounted minimum lease payments included in the lease liability | 549,472 |
| Less: imputed interest | (344,925) |
| Present value of lease liability | \$ 204,547 |

Depreciation Expense

While the Company leases the majority of its property, plant, and equipment to various tenants under operating leases and DFLs, in certain situations, the Company owns and operates certain property, plant, and equipment for general corporate purposes. Corporate assets are recorded within other assets, net within the Company's Consolidated Balance Sheets and depreciation expense for those assets is recorded in general and administrative expenses in the Company's Consolidated Statements of Operations. Included within other assets, net as of December 31, 2021 and 2020 is \$7 million and \$6 million, respectively, of accumulated depreciation related to corporate assets. Included within general and administrative expenses for the years ended December 31, 2021, 2020, and 2019 is \$2 million of depreciation expense related to corporate assets.

Covid Rent Deferrals

During the second and third quarters of 2020, the Company agreed to defer rent from certain tenants in its life science and medical office segments that were impacted by Covid, with the requirement that all deferred rent be repaid by the end of 2020. Under this program, through December 31, 2020, approximately \$6 million of rent was deferred for the medical office segment, all of which had been collected as of December 31, 2020. Additionally, through December 31, 2020, the Company granted approximately \$1 million of rent deferrals to certain tenants in the life science segment that were impacted by Covid, all of which had been collected as of December 31, 2020.

No such deferrals were granted during the year ended December 31, 2021.

The rent deferrals granted do not impact the pattern of revenue recognition or amount of revenue recognized (refer to Note 2 for additional information).

NOTE 8. Loans Receivable

The following table summarizes the Company's loans receivable (in thousands):

| | December 31, | |
|--|-------------------|-------------------|
| | 2021 | 2020 |
| Secured loans ⁽¹⁾ | \$ 396,281 | \$ 161,530 |
| Mezzanine and other | 25,529 | 44,347 |
| Unamortized discounts, fees, and costs | (4,186) | (222) |
| Reserve for loan losses | (1,813) | (10,280) |
| Loans receivable, net | <u>\$ 415,811</u> | <u>\$ 195,375</u> |

(1) At December 31, 2021 and 2020, the Company had \$58 million and \$11 million, respectively, remaining of commitments to fund senior housing redevelopment and capital expenditure projects.

During the years ended December 31, 2021, 2020, and 2019, the Company recognized \$36 million, \$13 million, and \$6 million, respectively, of interest income related to loans secured by real estate.

SHOP Seller Financing

In conjunction with the sale of 32 SHOP facilities in the Sunrise Senior Housing Portfolio for \$664 million in January 2021 (see Note 5), the Company provided the buyer with initial financing of \$410 million. The remainder of the sales price was received in cash at the time of sale. Additionally, the Company agreed to provide up to \$92 million of additional financing for capital expenditures (up to 65% of the estimated cost of capital expenditures). The additional financing was subsequently reduced to \$56 million in conjunction with the principal repayments discussed below, \$0.4 million of which had been funded as of December 31, 2021. The initial and additional financing is secured by the buyer's equity ownership in each property.

In June 2021, the Company received principal repayments of \$246 million on the initial financing provided in conjunction with the sale of the Sunrise Senior Housing Portfolio in January 2021. The Company accelerated recognition of \$7 million of the related mark-to-market discount, which is included in interest income in the Consolidated Statements of Operations for the year ended December 31, 2021. As of December 31, 2021, this secured loan had an outstanding principal balance of \$165 million.

In conjunction with the sale of 16 additional SHOP facilities for \$230 million in January 2021 (see Note 5), the Company provided the buyer with financing of \$150 million. The remainder of the sales price was received in cash at the time of sale. The financing is secured by the buyer's equity ownership in each property.

In December 2020, in conjunction with the sale of 4 of the 12 SHOP facilities in the Atria SHOP Portfolio for \$94 million (see Note 5), the Company provided the buyer with financing of \$61 million. The remainder of the sales price was received in cash at the time of sale. The financing is secured by the buyer's equity ownership in each of the four properties.

During the first quarter of 2021, the Company reduced the consideration and reported gain on sales of real estate and recognized a mark-to-market discount of \$16 million for certain transactions with seller financing. The Company's discount is based on the difference between the stated interest rates (ranging from 3.50% to 4.50%) and corresponding prevailing market rates of approximately 5.25% as of the transaction dates. The discount is recognized as interest income over the term of the discounted loans (ranging from one to three years) using the effective interest rate method. During the year ended December 31, 2021, the Company recognized \$13 million of non-cash interest income related to the amortization of its mark-to-market discounts, of which \$7 million was recognized during the year ended December 31, 2021 as a result of the accelerated recognition discussed above related to the Sunrise Senior Housing Portfolio. The Company recognized an immaterial amount of non-cash interest income associated with seller financing notes receivable during the year ended December 31, 2020 and zero non-cash interest income associated with seller financing notes receivable during the year ended December 31, 2019.

2021 Other Loans Receivable Transactions

The Company classifies a loan receivable as held for sale when management no longer has the intent or ability to hold the loan receivable for the foreseeable future or until maturity. If a loan receivable is classified as held for sale, previously recorded reserves for loan losses are reversed and the loan is reported at the lower of amortized cost or fair value. During the second quarter of 2021, two loans receivable with a total amortized cost of \$64 million were classified as held for sale. Upon the transfer of these two loans to held for sale, the carrying value was decreased by \$11 million to an estimated fair value of \$53 million, \$8 million of which was previously recognized as a reserve for loan losses. As a result, a \$3 million net loss was recognized in impairments and loan loss reserves (recoveries), net during the year ended December 31, 2021. In September 2021, the Company sold one of the loans receivable previously classified as held for sale, for its carrying value of \$2 million. In November 2021, the Company sold the other loan receivable classified as held for sale, for its carrying value of \$51 million.

These fair value estimates were made for each individual loan classified as held for sale and primarily relied on a market approach, utilizing comparable market transactions, forecasted sales prices, and negotiations with prospective buyers. These estimates are considered to be a Level 3 measurement within the fair value hierarchy, and are subject to inherent uncertainties.

Additionally, in April 2021, the Company sold two mezzanine loans as part of the Discovery SHOP Portfolio disposition (see Note 5), resulting in no gain or loss on sale of the mezzanine loans.

In May 2021, the Company received a \$10 million principal repayment related to one of its secured loans. In September 2021, the Company received repayment of the remaining \$15 million balance.

In July 2021, the Company received full repayment of the outstanding balance of an \$8 million secured loan.

2020 Other Loans Receivable Transactions

For certain residents that qualify, CCRCs may offer to lend residents the necessary funds to satisfy the entrance fee requirements so that they are able to move into a community while still continuing the process of selling their previous home. The loans are due upon sale of the previous residence. Upon completing the CCRC Acquisition (see Note 3) in January 2020, the Company began consolidating 13 CCRCs, which held approximately \$30 million of such notes receivable from various community residents at the time of acquisition. At December 31, 2021 and 2020, the Company held \$24 million and \$23 million of such notes receivable, respectively, which are included in mezzanine and other in the table above.

In November 2020, the Company sold one mezzanine loan with a \$10 million principal balance for \$8 million, resulting in a \$2 million loss recognized in impairments and loan loss reserves (recoveries), net.

In December 2020, the Company sold one secured loan with a \$115 million principal balance for \$109 million, resulting in a \$6 million loss recognized in impairments and loan loss reserves (recoveries), net.

Loans Receivable Internal Ratings

In connection with the Company's quarterly review process or upon the occurrence of a significant event, loans receivable are reviewed and assigned an internal rating of Performing, Watch List, or Workout. Loans that are deemed Performing meet all present contractual obligations, and collection and timing of all amounts owed is reasonably assured. Watch List Loans are defined as loans that do not meet the definition of Performing or Workout. Workout Loans are defined as loans in which the Company has determined, based on current information and events, that: (i) it is probable it will be unable to collect all amounts due according to the contractual terms of the agreement, (ii) the borrower is delinquent on making payments under the contractual terms of the agreement, and (iii) the Company has commenced action or anticipates pursuing action in the near term to seek recovery of its investment.

The following table summarizes, by year of origination, the Company's internal ratings for loans receivable, net of unamortized discounts, fees, and reserves for loan losses, as of December 31, 2021 (in thousands):

| Investment Type | Year of Origination | | | | | Prior | Total |
|---------------------------|---------------------|------------------|-----------------|-------------|-------------|-------------|-------------------|
| | 2021 | 2020 | 2019 | 2018 | 2017 | | |
| Secured loans | | | | | | | |
| Risk rating: | | | | | | | |
| Performing loans | \$ 309,494 | \$ 78,606 | \$ 2,191 | \$ — | \$ — | \$ — | \$ 390,291 |
| Watch list loans | — | — | — | — | — | — | — |
| Workout loans | — | — | — | — | — | — | — |
| Total secured loans | <u>\$ 309,494</u> | <u>\$ 78,606</u> | <u>\$ 2,191</u> | <u>\$ —</u> | <u>\$ —</u> | <u>\$ —</u> | <u>\$ 390,291</u> |
| Mezzanine and other | | | | | | | |
| Risk rating: | | | | | | | |
| Performing loans | \$ 23,901 | \$ 1,522 | \$ 97 | \$ — | \$ — | \$ — | \$ 25,520 |
| Watch list loans | — | — | — | — | — | — | — |
| Workout loans | — | — | — | — | — | — | — |
| Total mezzanine and other | <u>\$ 23,901</u> | <u>\$ 1,522</u> | <u>\$ 97</u> | <u>\$ —</u> | <u>\$ —</u> | <u>\$ —</u> | <u>\$ 25,520</u> |

Reserve for Loan Losses

The Company evaluates the liquidity and creditworthiness of its borrowers on a quarterly basis to determine whether any updates to the future expected losses recognized upon inception are necessary. The Company's evaluation considers industry and economic conditions, individual and portfolio property performance, credit enhancements, liquidity, and other factors. The determination of loan losses also considers concentration of credit risk associated with the senior housing industry to which its loans receivable relate. The Company's borrowers furnish property, portfolio, and guarantor/operator-level financial statements, among other information, on a monthly or quarterly basis, which the Company utilizes to calculate the debt service coverages used in its assessment of internal ratings, which is a primary credit quality indicator. Debt service coverage information is evaluated together with other property, portfolio, and operator performance information, including revenue, expense, NOI, occupancy, rental rates, capital expenditures, and EBITDA (defined as earnings before interest, tax, and depreciation and amortization), along with other liquidity measures.

In its assessment of current expected credit losses for loans receivable and unfunded loan commitments, the Company utilizes past payment history of its borrowers, current economic conditions, and forecasted economic conditions through the maturity date of each loan to estimate a probability of default and a resulting loss for each loan receivable. Future economic conditions are based primarily on near-term economic forecasts from the Federal Reserve and reasonable assumptions for long-term economic trends.

The following table summarizes the Company's reserve for loan losses (in thousands):

| | December 31, 2021 | | | December 31, 2020 | | |
|--|-------------------|---------------------|-----------------|-------------------|---------------------|------------------|
| | Secured Loans | Mezzanine and Other | Total | Secured Loans | Mezzanine and Other | Total |
| Reserve for loan losses, beginning of period | \$ 3,152 | \$ 7,128 | \$ 10,280 | \$ — | \$ — | \$ — |
| Cumulative-effect of adopting ASU 2016-13 to beginning retained earnings | — | — | — | 513 | 907 | 1,420 |
| Provision for expected loan losses | 793 | 896 | 1,689 | 2,898 | 14,356 | 17,254 |
| Expected loan losses related to loans sold or repaid ⁽¹⁾ | (2,141) | (8,015) | (10,156) | (259) | (8,135) | (8,394) |
| Reserve for loan losses, end of period | <u>\$ 1,804</u> | <u>\$ 9</u> | <u>\$ 1,813</u> | <u>\$ 3,152</u> | <u>\$ 7,128</u> | <u>\$ 10,280</u> |

(1) Includes six loans sold or repaid during the year ended December 31, 2021 and three loans sold or repaid during the year ended December 31, 2020.

Additionally, at December 31, 2021 and 2020, a liability of \$0.3 million and \$1 million respectively, related to expected credit losses for unfunded loan commitments was included in accounts payable, accrued liabilities, and other liabilities.

NOTE 9. Investments in and Advances to Unconsolidated Joint Ventures

The Company owns interests in the following entities that are accounted for under the equity method, excluding investments classified as discontinued operations (in thousands):

| Entity ⁽¹⁾⁽²⁾ | Segment | Property Count ⁽³⁾ | Ownership % ⁽³⁾ | Carrying Amount | |
|---------------------------------------|----------------|-------------------------------|----------------------------|-------------------|-------------------|
| | | | | December 31, | |
| | | | | 2021 | 2020 |
| SWF SH JV | Other | 19 | 54 | \$ 355,394 | \$ 357,581 |
| Life Science JV | Life science | 1 | 49 | 25,605 | 24,879 |
| Needham Land Parcel JV ⁽⁴⁾ | Life science | — | 38 | 13,566 | — |
| Medical Office JVs ⁽⁵⁾ | Medical office | 3 | 20 - 67 | 9,069 | 9,673 |
| Other JVs ⁽⁶⁾ | Other | — | — | — | 9,157 |
| CCRC JV ⁽⁷⁾ | CCRC | — | — | — | 1,581 |
| | | | | <u>\$ 403,634</u> | <u>\$ 402,871</u> |

- (1) These entities are not consolidated because the Company does not control, through voting rights or other means, the joint ventures.
- (2) Excludes the Otay Ranch JV (90% ownership percentage), which was classified as discontinued operations and had an aggregate carrying value of \$6 million at December 31, 2020 (see Note 5). In April 2021, the SHOP property in the Otay Ranch JV was sold, resulting in the Company's share of proceeds of \$32 million and a gain on sale of \$5 million recognized in equity income (loss) from unconsolidated joint ventures within income (loss) from discontinued operations for the year ended December 31, 2021.
- (3) Property count and ownership percentage are as of December 31, 2021.
- (4) In December 2021, the Company acquired a 38% interest in a life science development joint venture in Needham, Massachusetts for \$13 million. Land held for development is excluded from the property count as of December 31, 2021.
- (5) Includes three unconsolidated medical office joint ventures in which the Company holds an ownership percentage as follows: (i) Ventures IV (20%); (ii) Ventures III (30%); and (iii) Suburban Properties, LLC (67%).
- (6) At December 31, 2020, includes two unconsolidated other joint ventures in which the Company's ownership percentage is as follows: (i) Discovery Naples JV (41%) and (ii) Discovery Sarasota JV (47%). In April 2021, the Company sold its two preferred equity investments for their carrying value as part of the Discovery SHOP Portfolio disposition (see Note 5).
- (7) See Note 3 for a discussion of the 2019 MTCA with Brookdale, including the acquisition of Brookdale's interest in 13 of the 15 communities in the CCRC JV in January 2020. In May 2021, the two remaining CCRCs were sold for \$38 million, \$19 million of which represents the Company's 49% interest, resulting in an immaterial gain on sale recorded within equity income (loss) from unconsolidated joint ventures for the year ended December 31, 2021.

At December 31, 2021 and 2020, the aggregate unamortized basis difference of the Company's investments in unconsolidated joint ventures of \$42 million and \$33 million, respectively, is primarily attributable to the difference between the amount for which the Company purchased its interest in the entity and the historical carrying value of the net assets of the entity. The difference is being amortized over the remaining useful life of the related assets and is included in equity income (loss) from unconsolidated joint ventures.

CCRC JV. During 2019, the CCRC JV recognized an impairment charge of \$12 million. Accordingly, the Company recognized its 49% share of the impairment charge (\$6 million) through equity income (loss) from unconsolidated joint ventures during the year ended December 31, 2019.

U.K. JV. In December 2019, the Company sold its 49% interest in the U.K. JV for proceeds of £70 million (\$91 million) and recognized a loss on sale of \$7 million (based on exchange rates at the time the transaction was completed), including \$1 million of loss in accumulated other comprehensive income (loss) that was reclassified to gain (loss) on sales of real estate. As of December 31, 2019, the Company no longer owned real estate in the U.K.

NOTE 10. Intangibles

Intangible assets primarily consist of lease-up intangibles and above market tenant lease intangibles. The following table summarizes the Company's intangible lease assets (dollars in thousands):

| Intangible lease assets | December 31, | |
|---|-------------------|-------------------|
| | 2021 | 2020 |
| Gross intangible lease assets | \$ 797,675 | \$ 761,328 |
| Accumulated depreciation and amortization | (277,915) | (241,411) |
| Intangible assets, net ⁽¹⁾ | <u>\$ 519,760</u> | <u>\$ 519,917</u> |
| Weighted average remaining amortization period in years | 6 | 5 |

(1) Excludes intangible assets reported in assets held for sale and discontinued operations, net of zero and \$25 million as of December 31, 2021 and 2020.

Intangible liabilities consist of below market lease intangibles. The following table summarizes the Company's intangible lease liabilities (dollars in thousands):

| Intangible lease liabilities | December 31, | |
|---|-------------------|-------------------|
| | 2021 | 2020 |
| Gross intangible lease liabilities | \$ 234,917 | \$ 194,565 |
| Accumulated depreciation and amortization | (57,685) | (50,366) |
| Intangible liabilities, net | <u>\$ 177,232</u> | <u>\$ 144,199</u> |
| Weighted average remaining amortization period in years | 8 | 8 |

The following table sets forth amortization related to intangible assets, net and intangible liabilities, net (in thousands):

| | Year Ended December 31, | | |
|--|-------------------------|-----------|-----------|
| | 2021 | 2020 | 2019 |
| Depreciation and amortization expense related to amortization of lease-up intangibles ⁽¹⁾ | \$ 106,106 | \$ 89,301 | \$ 46,828 |
| Rental and related revenues related to amortization of net below market lease liabilities ⁽¹⁾ | 20,597 | 11,717 | 6,319 |

(1) Excludes amortization related to assets classified as discontinued operations.

During the year ended December 31, 2021, in conjunction with the Company's acquisitions of real estate, the Company acquired intangible assets of \$109 million and intangible liabilities of \$57 million. The intangible assets and liabilities acquired had a weighted average amortization period at acquisition of 9 years.

During the year ended December 31, 2020, in conjunction with the Company's acquisitions of real estate, the Company acquired intangible assets of \$352 million and intangible liabilities of \$83 million. The intangible assets and intangible liabilities acquired had a weighted average amortization period at acquisition of 7 years and 9 years, respectively.

The following table summarizes the estimated annual amortization for each of the five succeeding fiscal years and thereafter (in thousands):

| | Rental and Related Revenues ⁽¹⁾ | Depreciation and Amortization ⁽²⁾ |
|------------|--|---|
| 2022 | \$ 24,008 | \$ 103,753 |
| 2023 | 23,250 | 98,511 |
| 2024 | 22,407 | 94,826 |
| 2025 | 21,383 | 83,308 |
| 2026 | 18,912 | 51,407 |
| Thereafter | 55,032 | 75,715 |
| | <u>\$ 164,992</u> | <u>\$ 507,520</u> |

(1) The amortization of net below market lease intangibles is recorded as an increase to rental and related revenues.

(2) The amortization of lease-up intangibles is recorded to depreciation and amortization expense.

Goodwill

As of December 31, 2021 and 2020, the Company's goodwill balance was \$18 million, excluding the amount related to SHOP and senior housing triple-net portfolios classified as discontinued operations (see Note 5), and is recognized in other assets, net on the Consolidated Balance Sheets. See Note 16 for goodwill attributable to the Company's reportable segments. During the year ended December 31, 2021, the Company recognized a \$29 million impairment charge, recognized within income (loss) from discontinued operations (see Note 6).

NOTE 11. Debt

Bank Line of Credit and Term Loan

On May 23, 2019, the Company executed a \$2.5 billion unsecured revolving line of credit facility, with a maturity date of May 23, 2023 and two six-month extension options, subject to certain customary conditions. Also in May 2019, the Company entered into a \$250 million unsecured term loan facility, with a maturity date of May 23, 2024 (the "2019 Term Loan"). In July 2021, the Company repaid the \$250 million 2019 Term Loan; therefore, at December 31, 2021, there was no outstanding balance. The outstanding balance on the 2019 Term Loan at December 31, 2020 was \$250 million.

In September 2021, the Company executed an amended and restated unsecured revolving line of credit (the "Revolving Facility"), to increase total revolving commitments from \$2.5 billion to \$3.0 billion and extend the maturity date to January 20, 2026. This maturity date may be further extended pursuant to two six-month extension options, subject to certain customary conditions. Borrowings under the Revolving Facility accrue interest at LIBOR plus a margin that depends on the credit ratings of the Company's senior unsecured long-term debt. The Company also pays a facility fee on the entire revolving commitment that depends on its credit ratings. Based on the Company's credit ratings at December 31, 2021, the margin on the Revolving Facility was 0.78% and the facility fee was 0.15%. At December 31, 2021 and 2020, the Company had no balance outstanding under the Revolving Facility.

The Revolving Facility includes a feature that allows the Company to increase the borrowing capacity by an aggregate amount of up to \$750 million, subject to securing additional commitments. Further, the Revolving Facility includes customary LIBOR replacement language, including, but not limited to, the use of rates based on the secured overnight financing rate administered by the Federal Reserve Bank of New York. The Revolving Facility also includes a sustainability-linked pricing component whereby the applicable margin may be reduced by up to 0.025% based on the Company's achievement of specified sustainability-linked metrics, subject to certain conditions.

The Revolving Facility also contains certain financial restrictions and other customary requirements, including financial covenants and cross-default provisions to other indebtedness. Among other things, these covenants, using terms defined in the agreement: (i) limit the ratio of Enterprise Total Indebtedness to Enterprise Gross Asset Value to 60%; (ii) limit the ratio of Enterprise Secured Debt to Enterprise Gross Asset Value to 40%; (iii) limit the ratio of Enterprise Unsecured Debt to Enterprise Unencumbered Asset Value to 60%; (iv) require a minimum Fixed Charge Coverage ratio of 1.5 times; and (v) require a minimum Consolidated Tangible Net Worth of \$7.7 billion. The Company believes it was in compliance with each of these covenants at December 31, 2021.

Commercial Paper Program

In September 2019, the Company established an unsecured commercial paper program (the “Commercial Paper Program”). Under the terms of the Commercial Paper Program, the Company may issue, from time to time, unsecured short-term debt securities with varying maturities. Amounts available under the Commercial Paper Program may be borrowed, repaid, and re-borrowed from time to time. During 2021, the Company increased the maximum aggregate face or principal amount that can be outstanding at any one time from \$1.0 billion to \$1.5 billion. Amounts borrowed under the Commercial Paper Program will be sold on terms that are customary for the U.S. commercial paper market and will be at least equal in right of payment with all of the Company’s other unsecured and unsubordinated indebtedness. The Company uses its Revolving Facility as a liquidity backstop for the repayment of unsecured short-term debt securities issued under the Commercial Paper Program. At December 31, 2021, the Company had \$1.17 billion of securities outstanding under the Commercial Paper Program, with original maturities of approximately two months and a weighted average interest rate of 0.32%. At December 31, 2020, the Company had \$130 million of securities outstanding under the Commercial Paper Program, with original maturities of approximately one month and a weighted average interest rate of 0.30%.

Senior Unsecured Notes

At December 31, 2021, the Company had senior unsecured notes outstanding with an aggregate principal balance of \$4.7 billion. The senior unsecured notes contain certain covenants including limitations on debt, maintenance of unencumbered assets, cross-acceleration provisions, and other customary terms. The Company believes it was in compliance with these covenants at December 31, 2021.

In July 2021, the Company completed its inaugural green bond offering. In November 2021, the Company completed a second green bond offering. Both green bonds are or will be allocated to eligible green projects, and the Company may choose to allocate or re-allocate net proceeds from such offerings to one more other eligible green projects.

The following table summarizes the Company’s senior unsecured notes issuances, including the green bond offerings discussed above, for the periods presented (dollars in thousands):

| Issue Date | Amount | Coupon Rate | Maturity Date |
|--------------------------------------|---------------|--------------------|----------------------|
| <i>Year ended December 31, 2021:</i> | | | |
| November 24, 2021 | \$ 500,000 | 2.13 % | 2028 |
| July 12, 2021 | 450,000 | 1.35 % | 2027 |
| <i>Year ended December 31, 2020:</i> | | | |
| June 23, 2020 | 600,000 | 2.88 % | 2031 |
| <i>Year ended December 31, 2019:</i> | | | |
| November 21, 2019 | 750,000 | 3.00 % | 2030 |
| July 5, 2019 | 650,000 | 3.25 % | 2026 |
| July 5, 2019 | 650,000 | 3.50 % | 2029 |

The following table summarizes the Company's senior unsecured notes repurchases and redemptions for the periods presented (dollars in thousands):

| Payoff Date | Amount | Coupon Rate | Maturity Date |
|--------------------------------------|------------|-------------|---------------|
| <i>Year ended December 31, 2021:</i> | | | |
| May 19, 2021 ⁽¹⁾ | \$ 251,806 | 3.40 % | 2025 |
| May 19, 2021 ⁽¹⁾ | 298,194 | 4.00 % | 2025 |
| February 26, 2021 ⁽²⁾ | 188,000 | 4.25 % | 2023 |
| February 26, 2021 ⁽²⁾ | 149,000 | 4.20 % | 2024 |
| February 26, 2021 ⁽²⁾ | 331,000 | 3.88 % | 2024 |
| January 28, 2021 ⁽²⁾ | 112,000 | 4.25 % | 2023 |
| January 28, 2021 ⁽²⁾ | 201,000 | 4.20 % | 2024 |
| January 28, 2021 ⁽²⁾ | 469,000 | 3.88 % | 2024 |
| <i>Year ended December 31, 2020:</i> | | | |
| July 9, 2020 ⁽³⁾ | 300,000 | 3.15 % | 2022 |
| June 24, 2020 ⁽⁴⁾ | 250,000 | 4.25 % | 2023 |
| <i>Year ended December 31, 2019:</i> | | | |
| November 21, 2019 ⁽⁵⁾ | 350,000 | 4.00 % | 2022 |
| July 22, 2019 ⁽⁶⁾ | 800,000 | 2.63 % | 2020 |
| July 8, 2019 ⁽⁶⁾ | 250,000 | 4.00 % | 2022 |
| July 8, 2019 ⁽⁶⁾ | 250,000 | 4.25 % | 2023 |

- (1) Upon repurchasing a portion of the 3.40% and 4.00% senior unsecured notes due 2025, the Company recognized a \$61 million loss on debt extinguishment during the year ended December 31, 2021.
- (2) Upon completing the repurchases and redemptions of all outstanding 4.25%, 4.20%, and 3.88% senior unsecured notes due 2023 and 2024, the Company recognized a \$164 million loss on debt extinguishment during the year ended December 31, 2021.
- (3) Upon completing the redemption of all outstanding 3.15% senior unsecured notes due 2022, the Company recognized an \$18 million loss on debt extinguishment during the year ended December 31, 2020.
- (4) Upon repurchasing a portion of the 4.25% senior unsecured notes due 2023, the Company recognized a \$26 million loss on debt extinguishment during the year ended December 31, 2020.
- (5) Upon repurchasing the 4.00% senior unsecured notes due in 2022, the Company recognized a \$22 million loss on debt extinguishment during the year ended December 31, 2019.
- (6) Upon completing the redemption of the 2.63% senior unsecured notes due in 2020 and repurchasing a portion of the 4.25% senior unsecured notes due in 2023 and the 4.00% senior unsecured notes due in 2022, the Company recognized a \$35 million loss on debt extinguishment during the year ended December 31, 2019.

Mortgage Debt

At December 31, 2021 and 2020, the Company had \$350 million and \$217 million, respectively, in aggregate principal of mortgage debt outstanding (excluding mortgage debt on assets held for sale and discontinued operations), which was secured by 18 and 6 healthcare facilities, respectively, with an aggregate carrying value of \$811 million and \$517 million, respectively.

During the years ended December 31, 2021, 2020, and 2019 the Company made aggregate principal repayments of mortgage debt of \$9 million, \$5 million, and \$1 million, respectively (excluding mortgage debt on assets held for sale and discontinued operations).

Mortgage debt generally requires monthly principal and interest payments, is collateralized by real estate assets, and is non-recourse. Mortgage debt typically restricts transfer of the encumbered assets, prohibits additional liens, restricts prepayment, requires payment of real estate taxes, requires maintenance of the assets in good condition, requires insurance on the assets, and includes conditions to obtain lender consent to enter into or terminate material leases. Some of the mortgage debt may require tenants or operators to maintain compliance with the applicable leases or operating agreements of such real estate assets.

In April 2021, in conjunction with the acquisition of the MOB Portfolio, the Company originated \$142 million of secured mortgage debt (see Note 4) that matures in May 2026 and has a weighted average effective interest rate of 2.77% as of December 31, 2021.

Debt Maturities

The following table summarizes the Company's stated debt maturities and scheduled principal repayments at December 31, 2021 (dollars in thousands):

| Year | Bank Line of Credit | Commercial Paper ⁽¹⁾ | Senior Unsecured Notes ⁽²⁾ | | Mortgage Debt ⁽³⁾ | | Total |
|---|---------------------|---------------------------------|---------------------------------------|---------------|------------------------------|---------------|---------------------|
| | | | Amount | Interest Rate | Amount | Interest Rate | |
| 2022 | \$ — | \$ — | \$ — | — % | \$ 5,048 | 3.80 % | \$ 5,048 |
| 2023 | — | — | — | — % | 90,089 | 3.80 % | 90,089 |
| 2024 | — | — | — | — % | 7,024 | 3.81 % | 7,024 |
| 2025 | — | — | 800,000 | 3.93 % | 3,209 | 3.80 % | 803,209 |
| 2026 | — | 1,165,975 | 650,000 | 3.39 % | 244,523 | 3.11 % | 2,060,498 |
| Thereafter | — | — | 3,250,000 | 3.24 % | 366 | 5.91 % | 3,250,366 |
| | — | 1,165,975 | 4,700,000 | | 350,259 | | 6,216,234 |
| Premiums, (discounts), and debt issuance costs, net | — | — | (48,067) | | 1,822 | | (46,245) |
| | <u>\$ —</u> | <u>\$ 1,165,975</u> | <u>\$ 4,651,933</u> | | <u>\$ 352,081</u> | | <u>\$ 6,169,989</u> |

- (1) Commercial Paper Program borrowings are backstopped by the Revolving Facility. As such, the Company calculates the weighted average remaining term of its Commercial Paper Program borrowings using the maturity date of the Revolving Facility.
- (2) Effective interest rates on the senior unsecured notes range from 1.54% to 6.91% with a weighted average effective interest rate of 3.39% and a weighted average maturity of 7 years.
- (3) Effective interest rates on the mortgage debt range from 2.59% to 5.91% with a weighted average effective interest rate of 3.31% and a weighted average maturity of 4 years.

NOTE 12. Commitments and Contingencies

Legal Proceedings

From time to time, the Company is a party to legal proceedings, lawsuits and other claims that arise in the ordinary course of the Company's business. The Company is not aware of any legal proceedings or claims that it believes may have, individually or taken together, a material adverse effect on the Company's financial condition, results of operations, or cash flows. The Company's policy is to expense legal costs as they are incurred.

DownREITs and Other Partnerships

In connection with the formation of certain, limited liability companies ("DownREITs"), members may contribute appreciated real estate to a DownREIT in exchange for DownREIT units. These contributions are generally tax-deferred, so that the pre-contribution gain related to the property is not taxed to the member. However, if a contributed property is later sold by the DownREIT, the unamortized pre-contribution gain that exists at the date of sale is specifically allocated and taxed to the contributing members. In many of the DownREITs, the Company has entered into indemnification agreements with those members who contributed appreciated property into the DownREIT. Under these indemnification agreements, if any of the appreciated real estate contributed by the members is sold by the DownREIT in a taxable transaction within a specified number of years, the Company will reimburse the affected members for the federal and state income taxes associated with the pre-contribution gain that is specially allocated to the affected member under the Code ("make-whole payments"). These make-whole payments include a tax gross-up provision. These indemnification agreements have expirations terms that range through 2039 on a total of 29 properties.

Additionally, the Company owns a 49% interest in an unconsolidated joint venture acquired in December 2020 as part of the Cambridge Discovery Park Acquisition (see Note 4). If the property in the joint venture is sold in a taxable transaction, the Company is generally obligated to indemnify its joint venture partner for its federal and state income taxes associated with the gain that existed at the time of the contribution to the joint venture.

Commitments

The following table summarizes the Company's material commitments, excluding debt service obligations (see Note 11), obligations as the lessee under operating leases (see Note 7), and potential future obligations related to redeemable noncontrolling interests (see Note 13) at December 31, 2021 (in thousands):

| | Amount |
|--|-------------------|
| Development and redevelopment commitments ⁽¹⁾ | \$ 386,647 |
| Lease and other contractual commitments ⁽²⁾ | 82,644 |
| Construction loan commitments ⁽³⁾ | 57,881 |
| Total | <u>\$ 527,172</u> |

- (1) Represents construction and other commitments as of December 31, 2021 for developments and redevelopments in progress and includes allowances for tenant improvements that the Company has provided as a lessor.
- (2) Represents the Company's commitments, as lessor, under signed leases and contracts for operating properties as of December 31, 2021 and includes allowances for tenant improvements and leasing commissions. Excludes allowances for tenant improvements related to developments and redevelopments in progress for which the Company has executed an agreement with a general contractor to complete the tenant improvements (recognized in the "Development and redevelopment commitments" line).
- (3) Represents loan commitments as of December 31, 2021 to fund senior housing redevelopment and capital expenditure projects.

Credit Enhancement Guarantee

Prior to December 31, 2020, certain of the Company's senior housing facilities served as collateral for debt that was owed by a previous owner of the facilities. This indebtedness was guaranteed by the previous owner who has an investment grade credit rating.

In conjunction with certain of the Company's planned dispositions of SHOP assets, during October 2020, the debt to which the Company's assets served as collateral was defeased. As part of that defeasance, the Company paid approximately \$11 million of the defeasance premium during the year ended December 31, 2020, which was recognized as a transaction cost expense and reported in income (loss) from discontinued operations.

Environmental Costs

Various environmental laws govern certain aspects of the ongoing management and operation of our facilities, including those related to presence of asbestos-containing materials. The presence of, or the failure to manage and/or remediate, such materials may adversely affect the occupancy and performance of the Company's facilities. The Company monitors its properties for the presence of such hazardous or toxic substances and is not aware of any environmental liability with respect to the properties that would have a material adverse effect on the Company's business, financial condition, or results of operations. The Company carries environmental insurance and believes that the policy terms, conditions, limitations, and deductibles are adequate and appropriate under the circumstances, given the relative risk of loss, the cost of such coverage, and current industry practice.

General Uninsured Losses

The Company obtains various types of insurance to mitigate the impact of property, business interruption, liability, workers' compensation, flood, windstorm, earthquake, environmental, cyber, and terrorism related losses. The Company attempts to obtain appropriate policy terms, conditions, limits, and deductibles considering the relative risk of loss, the cost of such coverage, and current industry practice. There are, however, certain types of extraordinary losses, such as those due to acts of war or other events that may be either uninsurable or not economically insurable. In addition, the Company has a large number of properties that are exposed to earthquake, flood, and windstorm occurrences for which the related insurances carry high deductibles and have limits.

NOTE 13. Equity and Redeemable Noncontrolling Interests

Dividends

On January 27, 2022, the Company announced that its Board of Directors declared a quarterly cash dividend of \$0.30 per share. The common stock cash dividend will be paid on February 22, 2022 to stockholders of record as of the close of business on February 11, 2022.

During the years ended December 31, 2021, 2020, and 2019, the Company declared and paid common stock cash dividends of \$1.20, \$1.48, and \$1.48 per share, respectively.

At-The-Market Equity Offering Program

In February 2020, the Company established an at-the-market equity offering program (as amended from time to time, the “ATM Program”), which was most recently amended in May 2021 to increase the size of the program from \$1.25 billion to \$1.5 billion, pursuant to which shares of common stock having an aggregate gross sales price of up to \$1.5 billion may be sold (i) by the Company through a consortium of banks acting as sales agents or directly to the banks acting as principals or (ii) by a consortium of banks acting as forward sellers on behalf of any forward purchasers pursuant to a forward sale agreement (each, an “ATM forward contract”). The use of ATM forward contracts allows the Company to lock in a share price on the sale of shares at the time the ATM forward contract is effective, but defer receiving the proceeds from the sale of shares until a later date.

ATM forward contracts generally have a one to two year term. At any time during the term, the Company may settle a forward sale by delivery of physical shares of common stock to the forward seller or, at the Company’s election, in cash or net shares. The forward sale price the Company expects to receive upon settlement of outstanding ATM forward contracts will be the initial forward price established upon the effective date, subject to adjustments for: (i) accrued interest, (ii) the forward purchasers’ stock borrowing costs, and (iii) certain fixed price reductions during the term of the ATM forward contract.

At December 31, 2021, \$1.18 billion of the Company’s common stock remained available for sale under the ATM Program.

ATM Forward Contracts

During the year ended December 31, 2021, the Company utilized the forward provisions under the ATM Program to allow for the sale of an aggregate of 9.1 million shares of its common stock at an initial weighted average net price of \$35.25 per share, after commissions.

During the year ended December 31, 2021, no shares were settled under ATM forward contracts. Therefore, at December 31, 2021, 9.1 million shares remained outstanding under ATM forward contracts.

During the year ended December 31, 2020, the Company did not utilize the forward provisions under the ATM Program. However, during the year ended December 31, 2020, the Company utilized the forward provisions under a previous ATM program established in 2019 to allow for the sale of an aggregate of 2.0 million shares of its common stock at an initial weighted average net price of \$35.23 per share, after commissions. During the year ended December 31, 2019, the Company utilized the forward provisions under a previous ATM program established in 2019 to allow for the sale of up to an aggregate of 20.3 million shares of its common stock at an initial weighted average net price of \$31.44 per share, after commissions.

During the three months ended March 31, 2020, the Company settled all 16.8 million shares previously outstanding under ATM forward contracts at a weighted average net price of \$31.38 per share, after commissions, resulting in net proceeds of \$528 million. Therefore, at December 31, 2020, no shares remained outstanding under ATM forward contracts. During the year ended December 31, 2019, the Company settled 5.5 million shares at a weighted average net price of \$30.91 per share, after commissions, resulting in net proceeds of \$171 million.

ATM Direct Issuances

During the years ended December 31, 2021 and 2020, no shares of common stock were issued under any ATM program. During the year ended December 31, 2019, the Company issued 5.9 million shares of common stock under a previous ATM program established in 2019 at a weighted average net price of \$31.84 per share, after commissions, resulting in net proceeds of \$189 million.

Forward Equity Offerings

November 2019 Offering. In November 2019, the Company entered into a forward equity sales agreement (the “2019 forward equity sales agreement”) to sell an aggregate of 15.6 million shares of its common stock (including shares sold through the exercise of underwriters’ options) at an initial net price of \$34.46 per share, after underwriting discounts and commissions, which was subject to adjustments for: (i) accrued interest, (ii) the forward purchasers’ stock borrowing costs, and (iii) certain fixed price reductions during the term of the agreement. During the three months ended March 31, 2020, the Company settled all 15.6 million shares under the 2019 forward equity sales agreement at a weighted average net price of \$34.18 per share, resulting in net proceeds of \$534 million (total net proceeds of \$1.06 billion, when aggregated with the net proceeds from settling ATM forward contracts, as discussed above). Therefore, at December 31, 2021 and 2020, no shares remained outstanding under the 2019 forward equity sales agreement.

December 2018 Offering. In December 2018, the Company entered into a forward equity sales agreement (the “2018 forward equity sales agreement”) to sell an aggregate of 15.3 million shares of its common stock (including shares sold through the exercise of underwriters’ options) at an initial net price of \$28.60 per share, after underwriting discounts and commissions. The 2018 forward equity sales agreement had a one year term that expired on December 13, 2019 during which time the Company could settle the forward sales agreement by delivery of physical shares of common stock to the forward seller or, at the Company’s election, settle in cash or net shares. During the year ended December 31, 2019, the Company settled all 15.3 million shares under the 2018 forward equity sales agreement at a weighted average net price of \$27.66 per share resulting in net proceeds of \$422 million. Therefore, at December 31, 2019, no shares remained outstanding under the 2018 forward equity sales agreement.

The following table summarizes the Company’s other common stock activities (in thousands):

| | Year Ended December 31, | | |
|---|-------------------------|--------|--------|
| | 2021 | 2020 | 2019 |
| Dividend Reinvestment and Stock Purchase Plan | \$ 81 | \$ 181 | \$ 336 |
| Conversion of DownREIT units | 8 | 120 | 213 |
| Exercise of stock options | 97 | 54 | 152 |
| Vesting of restricted stock units | 924 | 668 | 468 |
| Repurchase of common stock | 418 | 298 | 162 |

Accumulated Other Comprehensive Income (Loss)

The following table summarizes the Company’s accumulated other comprehensive income (loss) (in thousands):

| | December 31, | |
|--|-------------------|-------------------|
| | 2021 | 2020 |
| Unrealized gains (losses) on derivatives, net | \$ — | \$ (81) |
| Supplemental Executive Retirement Plan minimum liability | (3,147) | (3,604) |
| Total accumulated other comprehensive income (loss) | <u>\$ (3,147)</u> | <u>\$ (3,685)</u> |

Redeemable Noncontrolling Interests

Arrangements with noncontrolling interest holders are assessed for appropriate balance sheet classification based on the redemption and other rights held by the noncontrolling interest holder. Certain of the Company’s noncontrolling interest holders have the ability to put their equity interests to the Company upon specified events or after the passage of a predetermined period of time. Each put option is payable in cash and subject to increases in redemption value in the event that the underlying property generates specified returns for the Company and meets certain promote thresholds pursuant to the respective agreements. Accordingly, the Company records redeemable noncontrolling interests outside of permanent equity and presents the redeemable noncontrolling interests at the greater of their carrying amount or redemption value at the end of each reporting period.

During the year ended December 31, 2021, one of the redeemable noncontrolling interests met the conditions for redemption and the related put option was exercised during the year then ended. Accordingly, the Company made a cash payment for the redemption value of \$60 million to the related noncontrolling interest holder during the year ended December 31, 2021 and acquired the redeemable noncontrolling interest associated with this entity. The remaining redeemable noncontrolling interests had not yet met the conditions for redemption as of December 31, 2021. Three of the interests will become redeemable following the passage of a predetermined amount of time, which will occur in 2022, 2023, and 2024. The fourth interest will become redeemable at the earlier of a predetermined passage of time or stabilization of the underlying development property, which is expected to occur in 2023. The redemption values are subject to change based on the assessment of value at each redemption date. As of December 31, 2020, none of the redeemable noncontrolling interests were exercisable.

Noncontrolling Interests

The non-managing member units of the Company's DownREITs are exchangeable for an amount of cash approximating the then-current market value of shares of the Company's common stock or, at the Company's option, shares of the Company's common stock (subject to certain adjustments, such as stock splits and reclassifications). Upon exchange of DownREIT units for the Company's common stock, the carrying amount of the DownREIT units is reclassified to stockholders' equity. At December 31, 2021, there were five million DownREIT units (seven million shares of Healthpeak common stock are issuable upon conversion) outstanding in seven DownREIT LLCs, for all of which the Company acts as the managing member. At December 31, 2021, the carrying and market values of the five million DownREIT units were \$201 million and \$264 million, respectively. At December 31, 2020, the carrying and market values of the five million DownREIT units were \$199 million and \$221 million, respectively.

NOTE 14. Earnings Per Common Share

Basic income (loss) per common share ("EPS") is computed based on the weighted average number of common shares outstanding. Diluted income (loss) per common share is computed based on the weighted average number of common shares outstanding plus the impact of forward equity sales agreements using the treasury stock method and common shares issuable from the assumed conversion of DownREIT units, stock options, certain performance restricted stock units, and unvested restricted stock units. Only those instruments having a dilutive impact on the Company's basic income (loss) per share are included in diluted income (loss) per share during the periods presented.

Restricted stock and certain performance restricted stock units are considered participating securities, because dividend payments are not forfeited even if the underlying award does not vest, and require use of the two-class method when computing basic and diluted earnings per share.

Refer to Note 13 for a discussion of the sale of shares under and settlement of forward sales agreements during the periods presented. The Company considered the potential dilution resulting from the forward agreements to the calculation of earnings per share. At inception, the agreements do not have an effect on the computation of basic EPS as no shares are delivered until settlement. However, the Company uses the treasury stock method to calculate the dilution, if any, resulting from the forward sales agreements during the period of time prior to settlement. The aggregate effect on the Company's diluted weighted-average common shares for the years ended December 31, 2021, 2020 and 2019 was 1 thousand, 201 thousand, and 2.8 million weighted-average incremental shares, respectively, from the forward equity sales agreements.

The following table illustrates the computation of basic and diluted earnings per share (in thousands, except per share amounts):

| | Year Ended December 31, | | |
|--|-------------------------|------------|------------|
| | 2021 | 2020 | 2019 |
| Numerator | | | |
| Income (loss) from continuing operations | \$ 137,728 | \$ 160,507 | \$ 175,469 |
| Noncontrolling interests' share in continuing operations | (17,851) | (14,394) | (14,558) |
| Income (loss) from continuing operations attributable to Healthpeak Properties, Inc. | 119,877 | 146,113 | 160,911 |
| Less: Participating securities' share in continuing operations | (3,269) | (2,416) | (1,543) |
| Income (loss) from continuing operations applicable to common shares | 116,608 | 143,697 | 159,368 |
| Income (loss) from discontinued operations | 388,202 | 267,746 | (115,408) |
| Noncontrolling interests' share in discontinued operations | (2,539) | (296) | 27 |
| Net income (loss) applicable to common shares | \$ 502,271 | \$ 411,147 | \$ 43,987 |
| Denominator | | | |
| Basic weighted average shares outstanding | 538,930 | 530,555 | 486,255 |
| Dilutive potential common shares - equity awards ⁽¹⁾ | 310 | 300 | 309 |
| Dilutive potential common shares - forward equity agreements ⁽²⁾ | 1 | 201 | 2,771 |
| Diluted weighted average common shares | 539,241 | 531,056 | 489,335 |
| Basic earnings (loss) per common share | | | |
| Continuing operations | \$ 0.22 | \$ 0.27 | \$ 0.33 |
| Discontinued operations | 0.71 | 0.50 | (0.24) |
| Net income (loss) applicable to common shares | \$ 0.93 | \$ 0.77 | \$ 0.09 |
| Diluted earnings (loss) per common share: | | | |
| Continuing operations | \$ 0.22 | \$ 0.27 | \$ 0.33 |
| Discontinued operations | 0.71 | 0.50 | (0.24) |
| Net income (loss) applicable to common shares | \$ 0.93 | \$ 0.77 | \$ 0.09 |

(1) For all periods presented, represents the dilutive impact of 1 million outstanding equity awards (restricted stock units and stock options).

(2) For the year ended December 31, 2021, represents the dilutive impact of 9 million shares that have not been settled as of December 31, 2021. For the year ended December 31, 2020, represents the dilutive impact of 32 million shares that were settled during the year then ended. For the year ended December 31, 2019, represents the dilutive impact of 21 million shares that were settled during the year then ended and 30 million shares of common stock under forward sales agreements that had not been settled as of December 31, 2019.

For the years ended December 31, 2021, 2020, and 2019, all 7 million shares issuable upon conversion of DownREIT units were not included because they were anti-dilutive.

NOTE 15. Compensation Plans

Stock Based Compensation

On May 11, 2006, the Company's stockholders approved the 2006 Performance Incentive Plan, which was amended and restated in 2009 ("the 2006 Plan"). On May 1, 2014, the Company's stockholders approved the 2014 Performance Incentive Plan ("the 2014 Plan") (collectively, the "Plans"). Following the adoption of the 2014 Plan, no new awards will be issued under the 2006 Plan. The Plans provide for the granting of stock-based compensation, including stock options, restricted stock, and restricted stock units to officers, employees, and directors in connection with their employment with or services provided to the Company. The maximum number of shares reserved for awards under the 2014 Plan is 33 million shares, and, as of December 31, 2021, 26 million of the reserved shares under the 2014 Plan are available for future awards, of which 17 million shares may be issued as restricted stock or restricted stock units.

Total share-based compensation cost was \$23 million, \$21 million, and \$18 million for the years ended December 31, 2021, 2020, and 2019, respectively. Of the total share-based compensation cost, \$3 million, \$2 million, and \$2 million was capitalized as part of real estate for the years ended December 31, 2021, 2020, and 2019, respectively. The year ended December 31, 2019 includes a \$1 million charge recognized in general and administrative expenses primarily resulting from accelerated vesting of restricted stock units related to the departure of the Company's former Executive Vice President – Senior Housing. As of December 31, 2021, there was \$28 million of future expense related to unvested share-based compensation arrangements granted under the Company's incentive plans, which is expected to be recognized over a weighted average period of 1.4 years associated with future employee service.

Stock Options

There have been no grants of stock options since 2014. Stock options outstanding and exercisable were 0.4 million at December 31, 2021 and 0.5 million at December 31, 2020. Proceeds received from stock options exercised under the Plans for the years ended December 31, 2021, 2020, and 2019 were \$3 million, \$2 million, and \$5 million, respectively. No compensation cost related to stock options was incurred during the years ended December 31, 2021, 2020, and 2019.

Restricted Stock Awards

Under the Plans, restricted stock awards, including restricted stock units and performance stock units are granted subject to certain restrictions. Conditions of vesting are determined at the time of grant. Restrictions on certain awards generally lapse, as provided in the Plans or in the applicable award agreement, upon retirement, a change in control or other specified events. The fair market value of restricted stock awards, both time vesting and those subject to specific performance criteria, are expensed over the period of vesting. Restricted stock units, which vest based solely upon passage of time generally vest over a period of three to six years. The fair value of restricted stock units is determined based on the closing market price of the Company's shares on the grant date. Performance stock units, which are restricted stock awards that vest dependent upon attainment of various levels of performance that equal or exceed threshold levels, generally vest in their entirety at the end of a three year performance period. The number of shares that ultimately vest can vary from 0% to 200% of target depending on the level of achievement of the performance criteria. The fair value of performance stock units is determined based on the Monte Carlo valuation model. The total grant date fair value of restricted stock and performance based units for the years ended December 31, 2021, 2020, and 2019 was \$23 million, \$24 million, and \$21 million, respectively. The total fair value (at vesting) of restricted stock and performance based units for the years ended December 31, 2021, 2020, and 2019 was \$29 million, \$20 million, and \$14 million, respectively. The compensation cost recognized for all restricted stock awards is net of actual forfeitures.

Upon vesting of restricted stock awards, the participant is required to pay the related tax withholding obligation. The Company reduces the number of common stock shares delivered to pay the employee tax withholding obligation. The value of the shares withheld is dependent on the closing market price of the Company's common stock on the trading date prior to the relevant transaction occurring. During the years ended December 31, 2021, 2020, and 2019, the Company withheld 418,000, 298,000, and 162,000 shares, respectively, to offset tax withholding obligations with respect to the vesting of the restricted stock and performance restricted stock unit awards.

Holders of restricted stock awards, including restricted stock units and performance stock units, are generally entitled to receive dividends equal to the amount that would be paid on an equivalent number of shares of common stock.

The following table summarizes restricted stock award activity, including performance stock units, for the year ended December 31, 2021 (units in thousands):

| | Restricted Stock Units | Weighted Average Grant Date Fair Value |
|--------------------------------------|------------------------------|---|
| Unvested at January 1, 2021 | 1,683 | \$ 32.02 |
| Granted | 963 | 29.62 |
| Vested | (924) | 26.39 |
| Forfeited | (30) | 32.56 |
| Unvested at December 31, 2021 | 1,692 | 33.72 |

NOTE 16. Segment Disclosures

The Company's reportable segments, based on how its chief operating decision makers ("CODMs") evaluate the business and allocate resources, are as follows: (i) life science, (ii) medical office, and (iii) CCRC. The Company has non-reportable segments that are comprised primarily of the Company's interests in the SWF SH JV and debt investments. The accounting policies of the segments are the same as those described in the Company's Summary of Significant Accounting Policies (see Note 2).

The Company evaluates performance based on property Adjusted NOI. NOI is defined as real estate revenues (inclusive of rental and related revenues, resident fees and services, income from direct financing leases, and government grant income and exclusive of interest income), less property level operating expenses; NOI excludes all other financial statement amounts included in net income (loss). Adjusted NOI is calculated as NOI after eliminating the effects of straight-line rents, DFL non-cash interest, amortization of market lease intangibles, termination fees, actuarial reserves for insurance claims that have been incurred but not reported, and the impact of deferred community fee income and expense.

NOI and Adjusted NOI include the Company's share of income (loss) from unconsolidated joint ventures and exclude noncontrolling interests' share of income (loss) from consolidated joint ventures. Management believes that Adjusted NOI is an important supplemental measure because it provides relevant and useful information by reflecting only income and operating expense items that are incurred at the property level and presenting it on an unlevered basis. Additionally, management believes that net income (loss) is the most directly comparable GAAP measure to NOI and Adjusted NOI. NOI and Adjusted NOI should not be viewed as alternative measures of operating performance to net income (loss) as defined by GAAP since they do not reflect various excluded items.

Non-segment assets consist of assets in the Company's other non-reportable segments and corporate non-segment assets. Corporate non-segment assets consist primarily of corporate assets, including cash and cash equivalents, restricted cash, accounts receivable, net, loans receivable, marketable equity securities, other assets, real estate assets held for sale and discontinued operations, and liabilities related to assets held for sale.

The following tables summarize information for the reportable segments (in thousands):

For the year ended December 31, 2021:

| | Life Science | Medical Office | CCRC | Other Non- reportable | Corporate Non- segment | Total |
|---|-------------------|-------------------|--------------------|--------------------------|------------------------------|-------------------|
| Total revenues | \$ 715,844 | \$ 671,242 | \$ 471,325 | \$ 37,773 | \$ — | \$ 1,896,184 |
| Government grant income ⁽¹⁾ | — | — | 1,412 | — | — | 1,412 |
| Less: Interest income | — | — | — | (37,773) | — | (37,773) |
| Healthpeak's share of unconsolidated joint venture total revenues | 5,757 | 2,882 | 6,903 | 67,835 | — | 83,377 |
| Healthpeak's share of unconsolidated joint venture government grant income | — | — | 200 | 1,549 | — | 1,749 |
| Noncontrolling interests' share of consolidated joint venture total revenues | (292) | (35,363) | — | — | — | (35,655) |
| Operating expenses | (169,044) | (223,383) | (380,865) | 13 | — | (773,279) |
| Healthpeak's share of unconsolidated joint venture operating expenses | (1,836) | (1,174) | (6,639) | (51,866) | — | (61,515) |
| Noncontrolling interests' share of consolidated joint venture operating expenses | 87 | 10,071 | — | — | — | 10,158 |
| Adjustments to NOI ⁽²⁾ | (46,589) | (11,118) | 3,241 | (47) | — | (54,513) |
| Adjusted NOI | 503,927 | 413,157 | 95,577 | 17,484 | — | 1,030,145 |
| Plus: Adjustments to NOI ⁽²⁾ | 46,589 | 11,118 | (3,241) | 47 | — | 54,513 |
| Interest income | — | — | — | 37,773 | — | 37,773 |
| Interest expense | (232) | (2,837) | (7,701) | — | (147,210) | (157,980) |
| Depreciation and amortization | (303,196) | (255,746) | (125,344) | — | — | (684,286) |
| General and administrative | — | — | — | — | (98,303) | (98,303) |
| Transaction costs | (24) | (323) | (1,445) | (49) | — | (1,841) |
| Impairments and loan loss reserves, net | — | (21,577) | — | (1,583) | — | (23,160) |
| Gain (loss) on sales of real estate, net | — | 190,590 | — | — | — | 190,590 |
| Gain (loss) on debt extinguishments | — | — | — | — | (225,824) | (225,824) |
| Other income (expense), net | 55 | (2,725) | 2,141 | 486 | 6,309 | 6,266 |
| Less: Government grant income | — | — | (1,412) | — | — | (1,412) |
| Less: Healthpeak's share of unconsolidated joint venture NOI | (3,921) | (1,708) | (464) | (17,518) | — | (23,611) |
| Plus: Noncontrolling interests' share of consolidated joint venture NOI | 205 | 25,292 | — | — | — | 25,497 |
| Income (loss) before income taxes and equity income (loss) from unconsolidated joint ventures | 243,403 | 355,241 | (41,889) | 36,640 | (465,028) | 128,367 |
| Income tax benefit (expense) | — | — | — | — | 3,261 | 3,261 |
| Equity income (loss) from unconsolidated joint ventures | 1,118 | 794 | 1,484 | 2,704 | — | 6,100 |
| Income (loss) from continuing operations | 244,521 | 356,035 | (40,405) | 39,344 | (461,767) | 137,728 |
| Income (loss) from discontinued operations | — | — | — | — | 388,202 | 388,202 |
| Net income (loss) | <u>\$ 244,521</u> | <u>\$ 356,035</u> | <u>\$ (40,405)</u> | <u>\$ 39,344</u> | <u>\$ (73,565)</u> | <u>\$ 525,930</u> |

(1) Represents government grant income received under the CARES Act, which is recorded in other income (expense), net in the Consolidated Statements of Operations (see Note 2).

(2) Represents straight-line rents, DFL non-cash interest, amortization of market lease intangibles, net, actuarial reserves for insurance claims that have been incurred but not reported, deferral of community fees, and termination fees. Includes the Company's share of income (loss) generated by unconsolidated joint ventures and excludes noncontrolling interests' share of income (loss) generated by consolidated joint ventures.

For the year ended December 31, 2020:

| | Life Science | Medical Office | CCRC | Other Non- reportable | Corporate Non- segment | Total |
|---|-----------------|-------------------|------------|-----------------------------|------------------------------|--------------|
| Total revenues | \$ 569,296 | \$ 622,398 | \$ 436,494 | \$ 16,687 | \$ — | \$ 1,644,875 |
| Government grant income ⁽¹⁾ | — | — | 16,198 | — | — | 16,198 |
| Less: Interest income | — | — | — | (16,553) | — | (16,553) |
| Healthpeak's share of unconsolidated joint venture total revenues | 448 | 2,772 | 35,392 | 74,023 | — | 112,635 |
| Healthpeak's share of unconsolidated joint venture government grant income | — | — | 920 | 359 | — | 1,279 |
| Noncontrolling interests' share of consolidated joint venture total revenues | (239) | (34,597) | — | — | — | (34,836) |
| Operating expenses | (138,005) | (204,008) | (440,528) | — | — | (782,541) |
| Healthpeak's share of unconsolidated joint venture operating expenses | (137) | (1,129) | (32,125) | (53,779) | — | (87,170) |
| Noncontrolling interests' share of consolidated joint venture operating expenses | 72 | 10,282 | — | — | — | 10,354 |
| Adjustments to NOI ⁽²⁾ | (20,133) | (5,544) | 97,072 | 433 | — | 71,828 |
| Adjusted NOI | 411,302 | 390,174 | 113,423 | 21,170 | — | 936,069 |
| Plus: Adjustments to NOI ⁽²⁾ | 20,133 | 5,544 | (97,072) | (433) | — | (71,828) |
| Interest income | — | — | — | 16,553 | — | 16,553 |
| Interest expense | (234) | (400) | (7,227) | — | (210,475) | (218,336) |
| Depreciation and amortization | (217,921) | (222,165) | (113,851) | (12) | — | (553,949) |
| General and administrative | — | — | — | — | (93,237) | (93,237) |
| Transaction costs | (236) | — | (17,994) | (112) | — | (18,342) |
| Impairments and loan loss reserves, net | (14,671) | (10,208) | — | (18,030) | — | (42,909) |
| Gain (loss) on sales of real estate, net | — | 90,390 | — | (40) | — | 90,350 |
| Gain (loss) on debt extinguishments | — | — | — | — | (42,912) | (42,912) |
| Other income (expense), net | — | — | 187,844 | 41,707 | 5,133 | 234,684 |
| Less: Government grant income | — | — | (16,198) | — | — | (16,198) |
| Less: Healthpeak's share of unconsolidated joint venture NOI | (311) | (1,643) | (4,187) | (20,603) | — | (26,744) |
| Plus: Noncontrolling interests' share of consolidated joint venture NOI | 167 | 24,315 | — | — | — | 24,482 |
| Income (loss) before income taxes and equity income (loss) from unconsolidated joint ventures | 198,229 | 276,007 | 44,738 | 40,200 | (341,491) | 217,683 |
| Income tax benefit (expense) ⁽³⁾ | — | — | — | — | 9,423 | 9,423 |
| Equity income (loss) from unconsolidated joint ventures | (40) | 798 | (1,547) | (65,810) | — | (66,599) |
| Income (loss) from continuing operations | 198,189 | 276,805 | 43,191 | (25,610) | (332,068) | 160,507 |
| Income (loss) from discontinued operations | — | — | — | — | 267,746 | 267,746 |
| Net income (loss) | \$ 198,189 | \$ 276,805 | \$ 43,191 | \$ (25,610) | \$ (64,322) | \$ 428,253 |

(1) Represents government grant income received under the CARES Act, which is recorded in other income (expense), net in the Consolidated Statements of Operations (see Note 2).

(2) Represents straight-line rents, DFL non-cash interest, amortization of market lease intangibles, net, actuarial reserves for insurance claims that have been incurred but not reported, deferral of community fees, and termination fees. Includes the Company's share of income (loss) generated by unconsolidated joint ventures and excludes noncontrolling interests' share of income (loss) generated by consolidated joint ventures.

(3) Income tax benefit (expense) for the year ended December 31, 2020 includes: (i) a \$51 million tax benefit recognized in conjunction with internal restructuring activities, which resulted in the transfer of assets subject to certain deferred tax liabilities from taxable REIT subsidiaries to the REIT in connection with the 2019 MTCA (see Note 3), (ii) a \$33 million income tax expense related to the valuation allowance on deferred tax assets that are no longer expected to be realized (see Note 17), and (iii) a \$3.7 million net tax benefit recognized due to changes under the CARES Act, which resulted in net operating losses being utilized at a higher income tax rate than previously available.

For the year ended December 31, 2019:

| | Life Science | Medical Office | CCRC | Other Non- reportable | Corporate Non- segment | Total |
|---|-----------------|-------------------|-------------|-----------------------------|------------------------------|--------------|
| Total revenues | \$ 440,784 | \$ 621,171 | \$ 3,010 | \$ 175,374 | \$ — | \$ 1,240,339 |
| Less: Interest income | — | — | — | (9,844) | — | (9,844) |
| Healthpeak's share of unconsolidated joint venture total revenues | — | 2,810 | 211,377 | 23,834 | — | 238,021 |
| Noncontrolling interests' share of consolidated joint venture total revenues | (187) | (33,998) | — | 2,355 | — | (31,830) |
| Operating expenses | (107,472) | (201,620) | (2,215) | (93,937) | — | (405,244) |
| Healthpeak's share of unconsolidated joint venture operating expenses | — | (1,107) | (170,473) | (1,996) | — | (173,576) |
| Noncontrolling interests' share of consolidated joint venture operating expenses | 59 | 10,109 | — | (1,536) | — | 8,632 |
| Adjustments to NOI ⁽¹⁾ | (22,103) | (4,602) | 16,985 | (5,449) | — | (15,169) |
| Adjusted NOI | 311,081 | 392,763 | 58,684 | 88,801 | — | 851,329 |
| Plus: Adjustments to NOI ⁽¹⁾ | 22,103 | 4,602 | (16,985) | 5,449 | — | 15,169 |
| Interest income | — | — | — | 9,844 | — | 9,844 |
| Interest expense | (277) | (434) | — | — | (216,901) | (217,612) |
| Depreciation and amortization | (168,339) | (221,175) | — | (45,677) | — | (435,191) |
| General and administrative | — | — | — | — | (92,966) | (92,966) |
| Transaction costs | — | — | — | — | (1,963) | (1,963) |
| Impairments and loan loss reserves, net | — | (17,332) | — | (376) | — | (17,708) |
| Gain (loss) on sales of real estate, net | 3,651 | 3,139 | — | (6,830) | — | (40) |
| Gain (loss) on debt extinguishments | — | — | — | — | (58,364) | (58,364) |
| Other income (expense), net | — | — | (5,665) | 161,886 | 8,848 | 165,069 |
| Less: Healthpeak's share of unconsolidated joint venture NOI | — | (1,703) | (40,904) | (21,838) | — | (64,445) |
| Plus: Noncontrolling interests' share of consolidated joint venture NOI | 128 | 23,889 | — | (819) | — | 23,198 |
| Income (loss) before income taxes and equity income (loss) from unconsolidated joint ventures | 168,347 | 183,749 | (4,870) | 190,440 | (361,346) | 176,320 |
| Income tax benefit (expense) | — | — | — | — | 5,479 | 5,479 |
| Equity income (loss) from unconsolidated joint ventures | — | 858 | (16,313) | 9,125 | — | (6,330) |
| Income (loss) from continuing operations | 168,347 | 184,607 | (21,183) | 199,565 | (355,867) | 175,469 |
| Income (loss) from discontinued operations | — | — | — | — | (115,408) | (115,408) |
| Net income (loss) | \$ 168,347 | \$ 184,607 | \$ (21,183) | \$ 199,565 | \$ (471,275) | \$ 60,061 |

(1) Represents straight-line rents, DFL non-cash interest, amortization of market lease intangibles, net, actuarial reserves for insurance claims that have been incurred but not reported, deferral of community fees, and termination fees. Includes the Company's share of income (loss) generated by unconsolidated joint ventures and excludes noncontrolling interests' share of income (loss) generated by consolidated joint ventures.

The following table summarizes the Company's revenues by segment (in thousands):

| Segments | Year Ended December 31, | | |
|----------------------|----------------------------|--------------|--------------|
| | 2021 | 2020 | 2019 |
| Life science | \$ 715,844 | \$ 569,296 | \$ 440,784 |
| Medical office | 671,242 | 622,398 | 621,171 |
| CCRC | 471,325 | 436,494 | 3,010 |
| Other non-reportable | 37,773 | 16,687 | 175,374 |
| Total revenues | \$ 1,896,184 | \$ 1,644,875 | \$ 1,240,339 |

The following table summarizes the Company's total assets by segment (in thousands):

| Segment | December 31, | |
|---|----------------------|----------------------|
| | 2021 | 2020 |
| Life science | \$ 8,257,990 | \$ 7,205,949 |
| Medical office | 6,152,512 | 5,197,777 |
| CCRC | 2,233,377 | 2,179,294 |
| Reportable segment assets | 16,643,879 | 14,583,020 |
| Accumulated depreciation and amortization | (3,125,416) | (2,658,890) |
| Net reportable segment assets | 13,518,463 | 11,924,130 |
| Other non-reportable segment assets | 794,172 | 584,432 |
| Assets held for sale and discontinued operations, net | 37,190 | 2,626,306 |
| Other non-segment assets | 907,694 | 785,221 |
| Total assets | <u>\$ 15,257,519</u> | <u>\$ 15,920,089</u> |

See Notes 3, 4, 5, 6, 7 and 8 for significant transactions impacting the Company's segment assets during the periods presented.

At December 31, 2021 and 2020, goodwill of \$18 million, excluding goodwill relating to assets classified as discontinued operations, was allocated to the Company's segment assets as follows: (i) \$14 million for medical office, (ii) \$2 million for CCRC, and (iii) \$2 million for other non-reportable.

NOTE 17. Income Taxes

The Company has elected to be taxed as a REIT under the applicable provisions of the Code beginning with the year ended December 31, 1985. The Company has also elected for certain of its subsidiaries to be treated as TRSs (the "TRS entities"), which are subject to federal and state income taxes. All entities other than the TRS entities are collectively referred to as the "REIT" within this Note 17. Certain REIT entities are also subject to state, local and foreign income taxes.

Distributions with respect to the Company's common stock can be characterized for federal income tax purposes as ordinary dividends, capital gains, nondividend distributions or a combination thereof. The following table shows the characterization of the Company's annual common stock distributions per share:

| | Year Ended December 31, | | |
|-----------------------------------|-------------------------|------------------|------------------|
| | 2021 | 2020 | 2019 |
| Ordinary dividends ⁽¹⁾ | \$ 0.1523 | \$ 0.7139 | \$ 0.7633 |
| Capital gains ⁽²⁾ | 0.3800 | 0.5298 | 0.2714 |
| Nondividend distributions | 0.6677 | 0.2363 | 0.4453 |
| | <u>\$ 1.2000</u> | <u>\$ 1.4800</u> | <u>\$ 1.4800</u> |

(1) For the year ended December 31, 2021 the amount includes \$0.1370 of ordinary dividends qualified as business income for purposes of Code Section 199A and \$0.0153 of qualified dividend income for purposes of Code Section 1(h)(11). For the years ended December 31, 2020 and 2019, all \$0.7139 and \$0.7633, respectively, of ordinary dividends qualified as business income for purposes of Code Section 199A.

(2) Pursuant to Treasury Regulation §1.1061-6(c), the Company is disclosing additional information related to the capital gain dividends for purposes of Section 1061 of the Code. Code Section 1061 is generally applicable to direct and indirect holders of "applicable partnership interests." The "One Year Amounts" and "Three Year Amounts" required to be disclosed are both zero with respect to the 2021 distributions, since all capital gains relate to Code Section 1231 gains.

The Company's pretax income (loss) from continuing operations for the years ended December 31, 2021, 2020, and 2019 was \$134 million, \$151 million, and \$170 million, respectively, of which \$150 million, \$80 million, and \$200 million was attributable to the REIT entities for the years then ended. The TRS entities subject to tax reported income (losses) before income taxes from continuing operations of \$(16) million, \$71 million, and \$(30) million for the years ended December 31, 2021, 2020, and 2019, respectively.

The total income tax expense (benefit) from continuing operations consists of the following components (in thousands):

| | Year Ended December 31, | | |
|--|-------------------------|-------------------|-------------------|
| | 2021 | 2020 | 2019 |
| Current | | | |
| Federal | \$ 126 | \$ (9,164) | \$ 104 |
| State | 1,003 | 1,431 | 445 |
| Total current | <u>\$ 1,129</u> | <u>\$ (7,733)</u> | <u>\$ 549</u> |
| Deferred | | | |
| Federal | \$ (3,469) | \$ (2,849) | \$ (5,920) |
| State | (921) | 1,159 | (108) |
| Total deferred | <u>\$ (4,390)</u> | <u>\$ (1,690)</u> | <u>\$ (6,028)</u> |
| Total income tax expense (benefit) from continuing operations | <u>\$ (3,261)</u> | <u>\$ (9,423)</u> | <u>\$ (5,479)</u> |

The Company's income tax benefit from discontinued operations was \$1 million, \$10 million, and \$12 million for the years ended December 31, 2021, 2020, and 2019, respectively (see Note 5).

The following table reconciles income tax expense (benefit) from continuing operations at statutory rates to actual income tax expense (benefit) recorded (in thousands):

| | Year Ended December 31, | | |
|--|-------------------------|-------------------|-------------------|
| | 2021 | 2020 | 2019 |
| Tax expense (benefit) at U.S. federal statutory income tax rate on income or loss subject to tax | \$ (3,345) | \$ 15,016 | \$ (6,169) |
| State income tax expense (benefit), net of federal tax | (706) | 4,211 | (1,830) |
| Gross receipts and margin taxes | 989 | 980 | 1,108 |
| Effect of permanent differences | — | — | 20 |
| Return to provision adjustments | 4 | 707 | 54 |
| Valuation allowance for deferred tax assets | (203) | 24,051 | 22 |
| Tax rate differential — NOL carryback under the CARES Act | — | (3,732) | — |
| Change in tax status of TRS | — | (50,656) | 1,316 |
| Total income tax expense (benefit) from continuing operations | <u>\$ (3,261)</u> | <u>\$ (9,423)</u> | <u>\$ (5,479)</u> |

Deferred income taxes reflect the net effects of temporary differences between the carrying amounts of the assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The following table summarizes the significant components of the Company's deferred tax assets and liabilities from continuing operations (in thousands):

| | December 31, | | |
|--|-------------------|-------------------|------------------|
| | 2021 | 2020 | 2019 |
| Deferred tax assets: | | | |
| Investment in unconsolidated joint ventures | \$ — | \$ 2,333 | \$ 40,466 |
| Real estate | 129 | 3,895 | — |
| Net operating loss carryforward | 71,744 | 68,444 | 33,771 |
| Expense accruals | 14,229 | 15,478 | 3,258 |
| Deferred revenue | 104,397 | 103,713 | — |
| Total deferred tax assets | 190,499 | 193,863 | 77,495 |
| Valuation allowance | (35,772) | (33,519) | (4,878) |
| Deferred tax assets, net of valuation allowance | \$ 154,727 | \$ 160,344 | \$ 72,617 |
| Deferred tax liabilities: | | | |
| Real estate | \$ 61,097 | \$ 72,059 | \$ — |
| Other | 648 | 1,094 | — |
| Deferred tax liabilities | \$ 61,745 | \$ 73,153 | \$ — |
| Net deferred tax assets | \$ 92,982 | \$ 87,191 | \$ 72,617 |

Net deferred tax assets are included in other assets, net on the Consolidated Balance Sheets.

The Company records a valuation allowance against deferred tax assets in certain jurisdictions when it is not more likely than not that it can realize the related deferred tax assets. The deferred tax asset valuation allowance is adequate to reduce the total deferred tax assets to an amount that the Company estimates will “more-likely-than-not” be realized.

In conjunction with the Company establishing a plan during the year ended December 31, 2020 to dispose of all of its SHOP assets and classifying such assets as discontinued operations (see Note 5), the Company concluded it was more likely than not that it would no longer realize the future value of certain deferred tax assets generated by the net operating losses of its TRS entities. Accordingly, the Company recognized a deferred tax asset valuation allowance and corresponding income tax expense of \$33 million during the year ended December 31, 2020. As of December 31, 2021, the Company had a deferred tax asset valuation allowance of \$36 million.

At December 31, 2021, the Company had a net operating loss (“NOL”) carryforward of \$288 million related to the TRS entities. If unused, \$22 million will begin to expire in 2035. The remainder, totaling \$266 million, may be carried forward indefinitely.

The following table summarizes the Company's unrecognized tax benefits (in thousands):

| | December 31, | | |
|--|---------------|---------------|---------------|
| | 2021 | 2020 | 2019 |
| Total unrecognized tax benefits at January 1 | \$ 469 | \$ 469 | \$ — |
| Gross amount of increases for prior years' tax positions | — | — | 469 |
| Total unrecognized tax benefits at December 31 | \$ 469 | \$ 469 | \$ 469 |

The Company had unrecognized tax benefits of \$0.5 million at December 31, 2021, 2020, and 2019 that, if recognized, would reduce the annual effective tax rate. As of December 31, 2021, the Company accrued interest of \$102 thousand related to the unrecognized tax benefits.

The Company files numerous U.S. federal, state and local income and franchise tax returns. With a few exceptions, the Company is no longer subject to U.S. federal, state, or local tax examinations by taxing authorities for years prior to 2018.

NOTE 18. Supplemental Cash Flow Information

The following table provides supplemental cash flow information (in thousands):

| | Year Ended December 31, | | |
|---|-------------------------|------------|------------|
| | 2021 | 2020 | 2019 |
| <i>Supplemental cash flow information:</i> | | | |
| Interest paid, net of capitalized interest | \$ 173,044 | \$ 209,843 | \$ 201,784 |
| Income taxes paid (refunded) | 4,521 | (786) | 1,426 |
| Capitalized interest | 24,084 | 27,041 | 30,459 |
| Cash paid for amounts included in the measurement of lease liability for operating leases | 10,620 | 9,940 | 8,158 |
| <i>Supplemental schedule of non-cash investing and financing activities:</i> | | | |
| Increase in ROU asset in exchange for new lease liability related to operating leases | 28,866 | 32,208 | 5,733 |
| Decrease in ROU asset with corresponding change in lease liability related to operating leases | 8,410 | — | — |
| Seller financing provided on disposition of real estate asset | 559,745 | 73,498 | 44,812 |
| Accrued construction costs | 179,995 | 95,293 | 126,006 |
| Net noncash impact from the consolidation of previously unconsolidated joint ventures | — | 369,223 | 17,850 |
| Refundable entrance fees assumed with real estate acquisitions | — | 307,954 | — |
| Retained investment in connection with SWF SH JV | — | — | 427,328 |
| Conversion of DFLs to real estate | — | — | 350,540 |
| Carrying value of mortgages assumed by buyer in real estate dispositions | 143,676 | — | — |
| Mortgages assumed with real estate acquisitions | — | 251,280 | 172,565 |
| Vesting of restricted stock units and conversion of non-managing member units into common stock | 1,125 | 4,746 | 5,614 |

See Note 3 for discussion of the impact of the 2019 MTCA with Brookdale and Note 7 for discussion of the conversion of DFLs to real estate and the impact on the Company's Consolidated Balance Sheets and Statements of Operations.

The following table summarizes certain cash flow information related to assets classified as discontinued operations (in thousands):

| | Year Ended December 31, | | |
|---|-------------------------|------------|------------|
| | 2021 | 2020 | 2019 |
| Depreciation and amortization of real estate, in-place lease, and other intangibles | \$ — | \$ 143,194 | \$ 224,798 |
| Development, redevelopment, and other major improvements of real estate | 5,780 | 30,769 | 74,919 |
| Leasing costs, tenant improvements, and recurring capital expenditures | 2,636 | 12,695 | 22,617 |

The following table summarizes cash, cash equivalents and restricted cash (in thousands):

| | Year Ended December 31, | | | | | | | | |
|--|-------------------------|-------------------|------------------|-------------------------|------------------|------------------|-------------------|-------------------|-------------------|
| | 2021 | 2020 | 2019 | 2021 | 2020 | 2019 | 2021 | 2020 | 2019 |
| | Continuing operations | | | Discontinued operations | | | Total | | |
| Beginning of year: | | | | | | | | | |
| Cash and cash equivalents | \$ 44,226 | \$ 80,398 | \$ 53,979 | \$ 53,085 | \$ 63,834 | \$ 56,811 | \$ 97,311 | \$ 144,232 | \$ 110,790 |
| Restricted cash | 67,206 | 13,385 | 7,166 | 17,168 | 27,040 | 21,890 | 84,374 | 40,425 | 29,056 |
| Cash, cash equivalents and restricted cash | <u>\$ 111,432</u> | <u>\$ 93,783</u> | <u>\$ 61,145</u> | <u>\$ 70,253</u> | <u>\$ 90,874</u> | <u>\$ 78,701</u> | <u>\$ 181,685</u> | <u>\$ 184,657</u> | <u>\$ 139,846</u> |
| End of year: | | | | | | | | | |
| Cash and cash equivalents | \$ 158,287 | \$ 44,226 | \$ 80,398 | \$ 7,707 | \$ 53,085 | \$ 63,834 | \$ 165,994 | \$ 97,311 | \$ 144,232 |
| Restricted cash | 53,454 | 67,206 | 13,385 | — | 17,168 | 27,040 | 53,454 | 84,374 | 40,425 |
| Cash, cash equivalents and restricted cash | <u>\$ 211,741</u> | <u>\$ 111,432</u> | <u>\$ 93,783</u> | <u>\$ 7,707</u> | <u>\$ 70,253</u> | <u>\$ 90,874</u> | <u>\$ 219,448</u> | <u>\$ 181,685</u> | <u>\$ 184,657</u> |

NOTE 19. Variable Interest Entities

Unconsolidated Variable Interest Entities

At December 31, 2021, the Company had investments in: (i) two unconsolidated VIE joint ventures and (ii) marketable debt securities of one VIE. At December 31, 2020, the Company had investments in: (i) two properties leased to a VIE tenant, (ii) four unconsolidated VIE joint ventures, (iii) marketable debt securities of one VIE, and (iv) one loan to a VIE borrower. The Company determined it is not the primary beneficiary of and therefore does not consolidate these VIEs because it does not have the ability to control the activities that most significantly impact their economic performance. Except for the Company's equity interest in the unconsolidated joint ventures (the LLC investment and Needham Land Parcel JV discussed below), it has no formal involvement in these VIEs beyond its investments.

Debt Securities Investment. The Company holds commercial mortgage-backed securities ("CMBS") issued by Federal Home Loan Mortgage Corporation (commonly referred to as Freddie MAC) through a special purpose entity that has been identified as a VIE because it is "thinly capitalized." The CMBS issued by the VIE are backed by mortgage debt obligations on real estate assets. These securities are classified as held-to-maturity because the Company has the intent and ability to hold the securities until maturity.

LLC Investment. The Company holds a limited partner ownership interest in an unconsolidated LLC that has been identified as a VIE. The Company's involvement in the entity is limited to its equity investment as a limited partner and it does not have any substantive participating rights or kick-out rights over the general partner. The assets and liabilities of the entity primarily consist of those associated with its senior housing real estate and development activities. Any assets generated by the entity may only be used to settle its contractual obligations (primarily development expenses and debt service payments).

Needham Land Parcel JV. In December 2021, the Company acquired a 38% interest in a life science development joint venture in Needham, Massachusetts for \$13 million. Current equity at risk is not sufficient to finance the joint venture's activities. The assets and liabilities of the entity primarily consist of real estate and debt service obligations. Any assets generated by the entity may only be used to settle its contractual obligations (primarily development expenses and debt service payments).

Loan Receivable. The Company provided seller financing related to its sale of seven senior housing triple-net facilities. The financing was provided in the form of a secured five-year mezzanine loan to a "thinly capitalized" borrower created to acquire the facilities. In September 2021, the Company sold this loan receivable (see Note 8).

VIE Tenant. As of December 31, 2020, the Company leased two properties to one tenant that was identified as a VIE (the "VIE tenant"). The VIE tenant was a "thinly capitalized" entity that relied on the operating cash flows generated from the senior housing facilities to pay operating expenses, including the rent obligations under its leases. In June 2021, the Company sold these two properties as part of the Sunrise Senior Housing Portfolio (see Note 5).

CCRC OpCo. As of December 31, 2020, the Company held a 49% ownership interest in CCRC OpCo, a joint venture entity formed in August 2014 that operated senior housing properties and had been identified as a VIE. The equity members of CCRC OpCo “lacked power” because they shared certain operating rights with Brookdale, as manager of the CCRCs. The assets of CCRC OpCo primarily consisted of the CCRCs that it owned and leased, resident fees receivable, notes receivable, and cash and cash equivalents; its obligations primarily consisted of operating lease obligations to CCRC PropCo, debt service payments, capital expenditures, accounts payable, and expense accruals. Assets generated by the operations of CCRC OpCo (primarily rents from CCRC residents) of CCRC OpCo may only be used to settle its contractual obligations (primarily from debt service payments, capital expenditures, and rental costs and operating expenses incurred to manage such facilities). Refer to Note 3 for additional discussion related to transactions impacting CCRC OpCo. In May 2021, the CCRC JV sold the two remaining CCRCs.

Development Investments. As of December 31, 2020, the Company held investments (consisting of mezzanine debt and/or preferred equity) in two senior housing development joint ventures. The joint ventures were also capitalized by senior loans from a third party and equity from the third party managing-member, but were considered to be “thinly capitalized” as there was insufficient equity investment at risk. In April 2021, the Company sold two mezzanine loans and two preferred equity investments as part of the Discovery SHOP Portfolio disposition (see Note 5).

The classification of the related assets and liabilities and the maximum loss exposure as a result of the Company’s involvement with these VIEs at December 31, 2021 was as follows (in thousands):

| VIE Type | Asset Type | Maximum Loss Exposure and Carrying Amount ⁽¹⁾ |
|-------------------------------|--|--|
| Continuing operations: | | |
| CMBS and LLC investment | Other assets, net | \$ 36,101 |
| Needham Land Parcel JV | Investments in and advances to unconsolidated joint ventures | 13,566 |

(1) The Company’s maximum loss exposure represents the aggregate carrying amount of such investments (including accrued interest).

As of December 31, 2021, the Company had not provided, and is not required to provide, financial support through a liquidity arrangement or otherwise, to its unconsolidated VIEs, including under circumstances in which it could be exposed to further losses (e.g., cash shortfalls).

See Notes 3, 4, 8, and 9 for additional descriptions of the nature, purpose, and operating activities of the Company’s unconsolidated VIEs and interests therein.

Consolidated Variable Interest Entities

The Company’s consolidated total assets and total liabilities at December 31, 2021 and 2020 include certain assets of VIEs that can only be used to settle the liabilities of the related VIE. The VIE creditors do not have recourse to the Company.

Ventures V, LLC. The Company holds a 51% ownership interest in and is the managing member of a joint venture entity formed in October 2015 that owns and leases MOB (“Ventures V”). The Company classifies Ventures V as a VIE due to the non-managing member lacking substantive participation rights in the management of Ventures V or kick-out rights over the managing member. The Company consolidates Ventures V as the primary beneficiary because it has the ability to control the activities that most significantly impact the VIE’s economic performance. The assets of Ventures V primarily consist of leased properties (net real estate), rents receivable, and cash and cash equivalents; its obligations primarily consist of capital expenditures for the properties. Assets generated by Ventures V may only be used to settle its contractual obligations (primarily from capital expenditures).

Life Science JVs. The Company holds a 99% ownership interest in multiple joint venture entities that own and lease life science assets (the “Life Science JVs”). The Life Science JVs are VIEs as the members share in control of the entities, but substantially all of the activities are performed on behalf of the Company. The Company consolidates the Life Science JVs as the primary beneficiary because it has the ability to control the activities that most significantly impact these VIEs’ economic performance. The assets of the Life Science JVs primarily consist of leased properties (net real estate), rents receivable, and cash and cash equivalents; their obligations primarily consist of debt service payments and capital expenditures for the properties. Assets generated by the Life Science JVs may only be used to settle their contractual obligations (primarily from capital expenditures). Refer to Note 13 for a discussion of certain put options associated with the Life Science JVs.

MSREI MOB JV. The Company holds a 51% ownership interest in, and is the managing member of, a joint venture entity formed in August 2018 that owns and leases MOB's (the "MSREI JV"). The MSREI JV is a VIE due to the non-managing member lacking substantive participation rights in the management of the joint venture or kick-out rights over the managing member. The Company consolidates the MSREI JV as the primary beneficiary because it has the ability to control the activities that most significantly impact the VIE's economic performance. The assets of the MSREI JV primarily consist of leased properties (net real estate), rents receivable, and cash and cash equivalents; its obligations primarily consist of capital expenditures for the properties. Assets generated by the MSREI JV may only be used to settle its contractual obligations (primarily from capital expenditures).

Consolidated Lessees. The Company leased certain senior housing properties to lessee entities under cash flow leases through which the Company received monthly rent equal to the residual cash flows of the properties. The lessee entities were classified as VIEs as they were "thinly capitalized" entities. The Company consolidated the lessee entities as it had the ability to control the activities that most significantly impacted the economic performance of the lessee entities. The lessee entities' assets primarily consisted of leasehold interests in senior housing facilities (operating leases), resident fees receivable, and cash and cash equivalents; its obligations primarily consisted of lease payments to the Company and operating expenses of the senior housing facilities (accounts payable and accrued expenses). Assets generated by the senior housing operations (primarily from senior housing resident rents) could only be used to settle contractual obligations (primarily from the rental costs, operating expenses incurred to manage such facility and debt costs). During the year ended December 31, 2021, the Company sold these senior housing properties.

DownREITs. The Company holds a controlling ownership interest in and is the managing member of seven DownREITs. The Company classifies the DownREITs as VIEs due to the non-managing members lacking substantive participation rights in the management of the DownREITs or kick-out rights over the managing member. The Company consolidates the DownREITs as the primary beneficiary because it has the ability to control the activities that most significantly impact these VIEs' economic performance. The assets of the DownREITs primarily consist of leased properties (net real estate), rents receivable, and cash and cash equivalents; their obligations primarily consist of debt service payments and capital expenditures for the properties. Assets generated by the DownREITs (primarily from resident rents) may only be used to settle their contractual obligations (primarily from debt service and capital expenditures).

Other Consolidated Real Estate Partnerships. The Company holds a controlling ownership interest in and is the general partner (or managing member) of multiple partnerships that own and lease real estate assets (the "Partnerships"). The Company classifies the Partnerships as VIEs due to the limited partners (non-managing members) lacking substantive participation rights in the management of the Partnerships or kick-out rights over the general partner (managing member). The Company consolidates the Partnerships as the primary beneficiary because it has the ability to control the activities that most significantly impact these VIEs' economic performance. The assets of the Partnerships primarily consist of leased properties (net real estate), rents receivable, and cash and cash equivalents; their obligations primarily consist of debt service payments and capital expenditures for the properties. Assets generated by the Partnerships (primarily from resident rents) may only be used to settle their contractual obligations (primarily from debt service and capital expenditures).

Exchange Accommodation Titleholder. During the year ended December 31, 2021, the Company acquired two MOB's (the "acquired properties") using reverse like-kind exchange structures pursuant to Section 1031 of the Code (a "reverse 1031 exchange"). As of December 31, 2021, the Company had not completed the reverse 1031 exchanges and as such, the acquired properties remained in the possession of Exchange Accommodation Titleholders ("EATs"). The EATs were classified as VIEs as they were "thinly capitalized" entities. The Company consolidated the EATs because it had the ability to control the activities that most significantly impacted the economic performance of the EATs and was, therefore, the primary beneficiary of the EATs. The properties held by the EATs were reflected as real estate with a carrying value of \$77 million as of December 31, 2021. The assets of the EATs primarily consisted of leased properties (net real estate, including intangibles), rents receivable, and cash and cash equivalents; their obligations primarily consisted of capital expenditures for the properties. Assets generated by the EATs may only be used to settle its contractual obligations (primarily from capital expenditures).

Additionally, during the year ended December 31, 2020, the Company acquired seven MOB's, one hospital, and three life science facilities (the "acquired properties") using reverse 1031 exchanges. As of December 31, 2020, the Company had not completed the reverse 1031 exchanges and as such, the acquired properties remained in the possession of EATs. The properties held by the EATs were reflected as real estate with a carrying value of \$813 million as of December 31, 2020. The reverse 1031 exchanges described above were completed in April 2021.

Total assets and total liabilities include VIE assets and liabilities as follows (in thousands):

| | December 31, | |
|--|--------------|--------------|
| | 2021 | 2020 |
| Assets | | |
| Buildings and improvements | \$ 2,303,920 | \$ 2,988,599 |
| Development costs and construction in progress | 82,303 | 85,595 |
| Land | 548,168 | 433,574 |
| Accumulated depreciation and amortization | (551,097) | (602,491) |
| Net real estate | 2,383,294 | 2,905,277 |
| Accounts receivable, net | 5,455 | 12,009 |
| Cash and cash equivalents | 22,295 | 16,550 |
| Restricted cash | 114 | 7,977 |
| Intangible assets, net | 117,180 | 179,027 |
| Assets held for sale and discontinued operations, net | 754 | 704,966 |
| Right-of-use asset, net | 107,993 | 95,407 |
| Other assets, net | 62,886 | 59,063 |
| Total assets | \$ 2,699,971 | \$ 3,980,276 |
| Liabilities | | |
| Mortgage debt | \$ 144,350 | \$ 39,085 |
| Intangible liabilities, net | 23,909 | 56,467 |
| Liabilities related to assets held for sale and discontinued operations, net | 1,677 | 190,919 |
| Lease liability | 99,213 | 97,605 |
| Accounts payable, accrued liabilities, and other liabilities | 58,440 | 102,391 |
| Deferred revenue | 21,546 | 90,183 |
| Total liabilities | \$ 349,135 | \$ 576,650 |

Total assets and liabilities related to assets held for sale and discontinued operations include VIE assets and liabilities as follows (in thousands):

| | December 31, | |
|--|-----------------|-------------------|
| | 2021 | 2020 |
| Assets | | |
| Buildings and improvements | \$ — | \$ 639,759 |
| Development costs and construction in progress | — | 68 |
| Land | — | 106,209 |
| Accumulated depreciation and amortization | — | (57,235) |
| Net real estate | — | 688,801 |
| Accounts receivable, net | 62 | 1,700 |
| Cash and cash equivalents | 59 | 6,306 |
| Restricted cash | — | 3,124 |
| Right-of-use asset, net | — | 1,391 |
| Other assets, net | 633 | 3,644 |
| Total assets | <u>\$ 754</u> | <u>\$ 704,966</u> |
| Liabilities | | |
| Mortgage debt | \$ — | \$ 176,702 |
| Lease liability | — | 1,392 |
| Accounts payable, accrued liabilities, and other liabilities | 1,677 | 11,003 |
| Deferred revenue | — | 1,822 |
| Total liabilities | <u>\$ 1,677</u> | <u>\$ 190,919</u> |

NOTE 20. Concentration of Credit Risk

Concentrations of credit risk arise when one or more tenants, operators, or obligors related to the Company's investments are engaged in similar business activities or activities in the same geographic region, or have similar economic features that would cause their ability to meet contractual obligations, including those to the Company, to be similarly affected by changes in economic conditions. The Company regularly monitors various segments of its portfolio to assess potential concentrations of credit risks.

The following table provides information regarding the Company's concentrations with respect to certain states; the information provided is presented for the gross assets and revenues that are associated with certain real estate assets as percentages of total Company's total assets and revenues, excluding assets classified as discontinued operations:

| State | Percentage of Total Company Assets | | Percentage of Total Company Revenues | | |
|---------------|------------------------------------|------|--------------------------------------|------|------|
| | December 31, | | Year Ended December 31, | | |
| | 2021 | 2020 | 2021 | 2020 | 2019 |
| California | 34 | 30 | 28 | 21 | 22 |
| Florida | 11 | 10 | 17 | 14 | 2 |
| Texas | 10 | 9 | 11 | 9 | 11 |
| Massachusetts | 16 | 11 | 9 | 4 | 2 |

The Company's rental revenue is generated from multiple tenants across its diverse portfolio; as a result, the inability of any single tenant to make its lease payments is unlikely to have a significant financial impact on the Company's operations. As of December 31, 2021, the Company's largest tenant in its life science and medical office segments accounted for 3% and 8%, respectively, of the Company's total revenues.

NOTE 21. Fair Value Measurements

Financial assets and liabilities measured at fair value on a recurring basis in the Consolidated Balance Sheets were immaterial at December 31, 2021 and 2020.

The table below summarizes the carrying amounts and fair values of the Company's financial instruments (in thousands):

| | December 31, | | | |
|---|---------------------|------------|---------------------|------------|
| | 2021 ⁽³⁾ | | 2020 ⁽³⁾ | |
| | Carrying Value | Fair Value | Carrying Value | Fair Value |
| Loans receivable, net ⁽²⁾ | \$ 415,811 | \$ 437,607 | \$ 195,375 | \$ 201,228 |
| Marketable debt securities ⁽²⁾ | 21,003 | 21,003 | 20,355 | 20,355 |
| Interest rate cap assets ⁽²⁾ | 397 | 397 | — | — |
| Bank line of credit and commercial paper ⁽²⁾ | 1,165,975 | 1,165,975 | 129,590 | 129,590 |
| Term loan ⁽²⁾ | — | — | 249,182 | 249,182 |
| Senior unsecured notes ⁽¹⁾ | 4,651,933 | 5,054,747 | 5,697,586 | 6,517,650 |
| Mortgage debt ⁽²⁾⁽⁴⁾ | 352,081 | 352,800 | 221,621 | 221,181 |
| Interest rate swap liabilities ⁽²⁾⁽⁵⁾ | — | — | 81 | 81 |

(1) Level 1: Fair value calculated based on quoted prices in active markets.

(2) Level 2: Fair value based on (i) for marketable debt securities, quoted prices for similar or identical instruments in active or inactive markets, respectively, or (ii) for loans receivable, net, mortgage debt, swaps, and caps, standardized pricing models in which significant inputs or value drivers are observable in active markets. For bank line of credit, commercial paper, and term loan, the carrying values are a reasonable estimate of fair value because the borrowings are primarily based on market interest rates and the Company's credit rating.

(3) During the years ended December 31, 2021 and 2020, there were no material transfers of financial assets or liabilities within the fair value hierarchy.

(4) As of December 31, 2020, excludes mortgage debt on assets held for sale and discontinued operations of \$319 million.

(5) Interest rate swap liabilities are recorded in liabilities related to assets held for sale and discontinued operations, net on the Consolidated Balance Sheets.

NOTE 22. Derivative Financial Instruments

The Company uses derivative instruments to mitigate the effects of interest rate fluctuations on specific forecasted transactions as well as recognized financial obligations or assets. Utilizing derivative instruments allows the Company to manage the risk of fluctuations in interest rates related to the potential impact these changes could have on future earnings and forecasted cash flows. The Company does not use derivative instruments for speculative or trading purposes.

In April 2021, the Company executed two interest rate cap agreements on its mortgage debt issued in conjunction with the acquisition of the MOB Portfolio (see Note 4).

The following table summarizes the Company's outstanding interest rate cap agreements as of December 31, 2021 (in thousands):

| Date Entered | Maturity Date | Hedge Designation | Notional | Strike Rate | Index | Fair Value ⁽¹⁾ |
|---------------------------|---------------|-------------------|------------|-------------|---------------------|---------------------------|
| April 2021 ⁽²⁾ | May 2024 | Non-designated | \$ 142,100 | 2.00 % | 1 mo. USD-LIBOR-BBA | \$ 397 |

(1) Derivative assets are recorded in other assets, net in the Consolidated Balance Sheets.

(2) Represents two interest rate cap agreements that manage the Company's exposure to variable cash flows on certain mortgage debt borrowings by limiting interest rates.

In March 2021, the Company repaid \$39 million of variable rate secured debt on two SHOP assets and terminated the two remaining related interest rate swap contracts. Therefore, at December 31, 2021, the Company had no remaining interest rate swap contracts.

In conjunction with the sale of the Aegis NNN Portfolio (see Note 5) in December 2020, the Company paid off \$6 million of variable rate secured debt and terminated the related interest rate swap contract.

Concurrent with the sale of its interest in the U.K. JV in December 2019 (see Note 9), the Company paid-off the remainder of its GBP-denominated borrowings under the Revolving Facility and terminated its previously-designated net investment hedge.

NOTE 23. Accounts Payable, Accrued Liabilities, and Other Liabilities

The following table summarizes the Company's accounts payable, accrued liabilities, and other liabilities, excluding accounts payable, accrued liabilities, and other liabilities related to assets classified as discontinued operations (in thousands):

| | December 31, | |
|--|-------------------|-------------------|
| | 2021 | 2020 |
| Refundable entrance fees ⁽¹⁾ | \$ 288,409 | \$ 317,444 |
| Accrued construction costs | 179,995 | 95,293 |
| Accrued interest | 59,342 | 78,735 |
| Other accounts payable, and accrued liabilities | 227,638 | 269,145 |
| Accounts payable, accrued liabilities, and other liabilities | <u>\$ 755,384</u> | <u>\$ 760,617</u> |

- (1) At December 31, 2021 and 2020, unamortized nonrefundable entrance fee liabilities were \$496 million and \$484 million, respectively, which are recorded within deferred revenue on the Consolidated Balance Sheets. During the year ended December 31, 2021, the Company collected nonrefundable entrance fees of \$89 million and recognized amortization of \$76 million, which is included within resident fees and services on the Consolidated Statements of Operations.

NOTE 24. Selected Quarterly Financial Data (Unaudited)

The following tables summarize selected quarterly information for the years ended December 31, 2021 and 2020 (in thousands, except per share amounts):

| | Three Months Ended 2021 | | | |
|---|-------------------------|------------|--------------|-------------|
| | March 31 | June 30 | September 30 | December 31 |
| Total revenues | \$ 455,276 | \$ 476,238 | \$ 481,465 | \$ 483,205 |
| Income (loss) before income taxes and equity income (loss) from unconsolidated joint ventures | (121,900) | 166,435 | 58,329 | 25,503 |
| Income (loss) from continuing operations | (120,585) | 168,065 | 61,305 | 28,943 |
| Income (loss) from discontinued operations | 270,008 | 113,960 | 601 | 3,633 |
| Net income (loss) | 149,423 | 282,025 | 61,906 | 32,576 |
| Net income (loss) applicable to Healthpeak Properties, Inc. | 145,788 | 276,280 | 54,711 | 28,761 |
| Dividends paid per common share | 0.30 | 0.30 | 0.30 | 0.30 |
| Basic earnings (loss) per common share: | | | | |
| Continuing operations | (0.23) | 0.30 | 0.10 | 0.05 |
| Discontinued operations | 0.50 | 0.21 | 0.00 | 0.00 |
| Diluted earnings (loss) per common share: | | | | |
| Continuing operations | (0.23) | 0.30 | 0.10 | 0.05 |
| Discontinued operations | 0.50 | 0.21 | 0.00 | 0.00 |

| | Three Months Ended 2020 | | | |
|---|-------------------------|------------|--------------|-------------|
| | March 31 | June 30 | September 30 | December 31 |
| Total revenues | \$ 381,054 | \$ 408,559 | \$ 423,565 | \$ 431,697 |
| Income (loss) before income taxes and equity income (loss) from unconsolidated joint ventures | 128,410 | 78,182 | 13,957 | (2,866) |
| Income (loss) from continuing operations | 147,132 | 60,341 | (27,762) | (19,204) |
| Income (loss) from discontinued operations | 135,408 | (5,292) | (31,819) | 169,449 |
| Net income (loss) | 282,540 | 55,049 | (59,581) | 150,245 |
| Net income (loss) applicable to Healthpeak Properties, Inc. | 279,080 | 51,506 | (63,417) | 146,394 |
| Dividends paid per common share | 0.37 | 0.37 | 0.37 | 0.37 |
| Basic earnings (loss) per common share: | | | | |
| Continuing operations | 0.28 | 0.10 | (0.06) | (0.04) |
| Discontinued operations | 0.27 | (0.01) | (0.06) | 0.31 |
| Diluted earnings (loss) per common share: | | | | |
| Continuing operations | 0.28 | 0.10 | (0.06) | (0.04) |
| Discontinued operations | 0.26 | (0.01) | (0.06) | 0.31 |

Schedule II: Valuation and Qualifying Accounts

(In thousands)

Allowance Accounts⁽¹⁾

| Allowance Accounts ⁽¹⁾ | Additions | | | | | Balance at End of Year |
|-----------------------------------|------------------------------|---|---------------------|---------------------------|----------|------------------------|
| | Balance at Beginning of Year | Amounts Charged Against Operations, net | Acquired Properties | Deductions ⁽²⁾ | | |
| Year Ended December 31, | | | | | | |
| Continuing operations: | | | | | | |
| 2021 | \$ 3,994 | \$ — | \$ — | \$ (2,124) | \$ 1,870 | |
| 2020 | 387 | 76 | 3,531 | — | 3,994 | |
| 2019 | 146 | (146) | 387 | — | 387 | |
| Discontinued operations: | | | | | | |
| 2021 | \$ 5,873 | \$ 46 | \$ — | \$ (1,781) | \$ 4,138 | |
| 2020 | 4,178 | 1,026 | 175 | 494 | 5,873 | |
| 2019 | 2,255 | 1,695 | 928 | (700) | 4,178 | |

(1) Includes allowance for doubtful accounts and straight-line rent reserves. Excludes reserves for loan losses which are disclosed in Note 8 to the Consolidated Financial Statements.

(2) Primarily includes the write-off of uncollectible accounts, dispositions, and other net reductions in the reserves.

Schedule III: Real Estate and Accumulated Depreciation

(in thousands)

| | City | State | Encumbrances at December 31, 2021 | Initial Cost to Company | | Costs Capitalized Subsequent to Acquisition | Gross Amount at Which Carried As of December 31, 2021 | | | Accumulated Depreciation ⁽⁵⁾ | Year Acquired/ Constructed | |
|------------------------|--------------|-------|---|-------------------------|--|---|--|-------------------------------|-------------------------|--|----------------------------------|------|
| | | | | Land ⁽¹⁾ | Buildings and Improvements ⁽²⁾ | | Land | Buildings and Improvements | Total ⁽³⁾⁽⁴⁾ | | | |
| Continuing operations: | | | | | | | | | | | | |
| Life science | | | | | | | | | | | | |
| 1483 | Brisbane | CA | \$ | — | \$ 8,498 | \$ 500 | \$ 77,109 | \$ 8,498 | \$ 77,609 | \$ 86,107 | \$ — | 2007 |
| 1484 | Brisbane | CA | | — | 11,331 | 689 | 153,367 | 11,331 | 154,056 | 165,387 | — | 2007 |
| 1485 | Brisbane | CA | | — | 11,331 | 600 | 136,814 | 11,331 | 137,414 | 148,745 | (392) | 2007 |
| 1486 | Brisbane | CA | | — | 11,331 | — | 135,352 | 11,331 | 135,352 | 146,683 | (11,031) | 2020 |
| 1487 | Brisbane | CA | | — | 8,498 | — | 76,328 | 8,498 | 76,328 | 84,826 | (2,028) | 2020 |
| 2874 | Brisbane | CA | | — | 64,186 | 62,318 | 17,425 | 64,186 | 79,119 | 143,305 | (6,558) | 2019 |
| 2875 | Brisbane | CA | | — | 58,410 | 56,623 | 8,527 | 58,410 | 64,701 | 123,111 | (6,575) | 2019 |
| 1401 | Hayward | CA | | — | 900 | 7,100 | 7,554 | 1,244 | 13,457 | 14,701 | (2,959) | 2007 |
| 1402 | Hayward | CA | | — | 1,500 | 6,400 | 4,332 | 1,719 | 6,838 | 8,557 | (2,326) | 2007 |
| 1403 | Hayward | CA | | — | 1,900 | 7,100 | 11,768 | 1,900 | 17,164 | 19,064 | (5,572) | 2007 |
| 1404 | Hayward | CA | | — | 2,200 | 17,200 | 7,622 | 2,200 | 24,822 | 27,022 | (7,250) | 2007 |
| 1405 | Hayward | CA | | — | 1,000 | 3,200 | 8,110 | 1,000 | 3,837 | 4,837 | (1,270) | 2007 |
| 1549 | Hayward | CA | | — | 1,006 | 4,259 | 6,730 | 1,055 | 8,510 | 9,565 | (3,242) | 2007 |
| 1550 | Hayward | CA | | — | 677 | 2,761 | 5,837 | 710 | 3,057 | 3,767 | (1,915) | 2007 |
| 1551 | Hayward | CA | | — | 661 | 1,995 | 4,789 | 693 | 2,565 | 3,258 | (1,428) | 2007 |
| 1552 | Hayward | CA | | — | 1,187 | 7,139 | 2,543 | 1,222 | 8,539 | 9,761 | (4,519) | 2007 |
| 1553 | Hayward | CA | | — | 1,189 | 9,465 | 7,361 | 1,225 | 16,230 | 17,455 | (9,976) | 2007 |
| 1554 | Hayward | CA | | — | 1,246 | 5,179 | 10,542 | 1,283 | 13,923 | 15,206 | (3,628) | 2007 |
| 1555 | Hayward | CA | | — | 1,521 | 13,546 | 7,541 | 1,566 | 20,982 | 22,548 | (11,751) | 2007 |
| 1556 | Hayward | CA | | — | 1,212 | 5,120 | 4,726 | 1,249 | 6,856 | 8,105 | (3,730) | 2007 |
| 1424 | La Jolla | CA | | — | 9,600 | 25,283 | 33,183 | 9,719 | 52,874 | 62,593 | (10,149) | 2007 |
| 1425 | La Jolla | CA | | — | 6,200 | 19,883 | 1,661 | 6,276 | 21,369 | 27,645 | (8,215) | 2007 |
| 1426 | La Jolla | CA | | — | 7,200 | 12,412 | 14,394 | 7,286 | 23,357 | 30,643 | (11,497) | 2007 |
| 1427 | La Jolla | CA | | — | 8,700 | 16,983 | 8,794 | 8,767 | 22,804 | 31,571 | (10,536) | 2007 |
| 1949 | La Jolla | CA | | — | 2,686 | 11,045 | 18,054 | 2,686 | 28,565 | 31,251 | (5,028) | 2011 |
| 2229 | La Jolla | CA | | — | 8,753 | 32,528 | 10,755 | 8,777 | 42,811 | 51,588 | (11,027) | 2014 |
| 1470 | Poway | CA | | — | 5,826 | 12,200 | 6,048 | 5,826 | 12,541 | 18,367 | (4,462) | 2007 |
| 1471 | Poway | CA | | — | 5,978 | 14,200 | 4,253 | 5,978 | 14,200 | 20,178 | (5,118) | 2007 |
| 1472 | Poway | CA | | — | 8,654 | — | 11,906 | 8,654 | 11,906 | 20,560 | (2,911) | 2007 |
| 1473 | Poway | CA | | — | 11,024 | 2,405 | 26,607 | 11,024 | 29,012 | 40,036 | (7,448) | 2019 |
| 1474 | Poway | CA | | — | 5,051 | — | 19,939 | 5,051 | 19,939 | 24,990 | (2,974) | 2019 |
| 1475 | Poway | CA | | — | 5,655 | — | 10,302 | 5,655 | 10,302 | 15,957 | (322) | 2020 |
| 1478 | Poway | CA | | — | 6,700 | 14,400 | 6,145 | 6,700 | 14,400 | 21,100 | (5,190) | 2007 |
| 1499 | Redwood City | CA | | — | 3,400 | 5,500 | 3,378 | 3,407 | 7,252 | 10,659 | (3,015) | 2007 |
| 1500 | Redwood City | CA | | — | 2,500 | 4,100 | 1,695 | 2,506 | 5,033 | 7,539 | (2,098) | 2007 |
| 1501 | Redwood City | CA | | — | 3,600 | 4,600 | 2,331 | 3,607 | 6,487 | 10,094 | (2,496) | 2007 |
| 1502 | Redwood City | CA | | — | 3,100 | 5,100 | 1,618 | 3,107 | 6,347 | 9,454 | (2,696) | 2007 |
| 1503 | Redwood City | CA | | — | 4,800 | 17,300 | 10,013 | 4,818 | 25,528 | 30,346 | (6,998) | 2007 |
| 1504 | Redwood City | CA | | — | 5,400 | 15,500 | 11,976 | 5,418 | 27,441 | 32,859 | (9,043) | 2007 |
| 1505 | Redwood City | CA | | — | 3,000 | 3,500 | 4,250 | 3,006 | 7,275 | 10,281 | (2,207) | 2007 |
| 1506 | Redwood City | CA | | — | 6,000 | 14,300 | 14,666 | 6,018 | 28,323 | 34,341 | (12,058) | 2007 |
| 1507 | Redwood City | CA | | — | 1,900 | 12,800 | 17,220 | 1,912 | 25,715 | 27,627 | (8,456) | 2007 |
| 1508 | Redwood City | CA | | — | 2,700 | 11,300 | 22,736 | 2,712 | 28,461 | 31,173 | (6,318) | 2007 |
| 1509 | Redwood City | CA | | — | 2,700 | 10,900 | 10,476 | 2,712 | 16,114 | 18,826 | (7,618) | 2007 |
| 1510 | Redwood City | CA | | — | 2,200 | 12,000 | 10,584 | 2,212 | 18,386 | 20,598 | (6,171) | 2007 |
| 1511 | Redwood City | CA | | — | 2,600 | 9,300 | 21,480 | 2,612 | 30,157 | 32,769 | (6,711) | 2007 |
| 1512 | Redwood City | CA | | — | 3,300 | 18,000 | 13,420 | 3,300 | 31,392 | 34,692 | (14,828) | 2007 |
| 1513 | Redwood City | CA | | — | 3,300 | 17,900 | 15,835 | 3,326 | 29,842 | 33,168 | (13,568) | 2007 |
| 678 | San Diego | CA | | — | 2,603 | 11,051 | 3,341 | 2,603 | 14,392 | 16,995 | (6,112) | 2002 |
| 679 | San Diego | CA | | — | 5,269 | 23,566 | 32,229 | 5,669 | 52,094 | 57,763 | (18,818) | 2002 |
| 837 | San Diego | CA | | — | 4,630 | 2,028 | 9,147 | 4,630 | 5,240 | 9,870 | (2,019) | 2006 |
| 838 | San Diego | CA | | — | 2,040 | 903 | 5,268 | 2,040 | 4,217 | 6,257 | (1,095) | 2006 |
| 839 | San Diego | CA | | — | 3,940 | 3,184 | 7,320 | 4,046 | 5,951 | 9,997 | (1,814) | 2006 |
| 840 | San Diego | CA | | — | 5,690 | 4,579 | 1,114 | 5,830 | 5,126 | 10,956 | (2,252) | 2006 |
| 1418 | San Diego | CA | | — | 11,700 | 31,243 | 61,052 | 11,700 | 85,932 | 97,632 | (9,191) | 2007 |
| 1419 | San Diego | CA | | — | 2,324 | — | 29,811 | 2,324 | 29,811 | 32,135 | — | 2007 |
| 1420 | San Diego | CA | | — | 4,200 | — | 33,662 | 4,200 | 33,662 | 37,862 | — | 2007 |
| 1421 | San Diego | CA | | — | 7,000 | 33,779 | 1,209 | 7,000 | 34,988 | 41,988 | (13,228) | 2007 |
| 1422 | San Diego | CA | | — | 7,179 | 3,687 | 5,174 | 7,336 | 8,661 | 15,997 | (4,864) | 2007 |
| 1423 | San Diego | CA | | — | 8,400 | 33,144 | 32,176 | 8,400 | 65,312 | 73,712 | (14,492) | 2007 |
| 1514 | San Diego | CA | | — | 5,200 | — | — | 5,200 | — | 5,200 | — | 2007 |
| 1558 | San Diego | CA | | — | 7,740 | 22,654 | 21,623 | 7,888 | 40,559 | 48,447 | (22,683) | 2007 |
| 1947 | San Diego | CA | | — | 2,581 | 10,534 | 4,444 | 2,581 | 14,979 | 17,560 | (6,253) | 2011 |
| 1948 | San Diego | CA | | — | 5,879 | 25,305 | 9,844 | 5,879 | 32,844 | 38,723 | (9,683) | 2011 |
| 2197 | San Diego | CA | | — | 7,621 | 3,913 | 8,761 | 7,626 | 11,372 | 18,998 | (5,189) | 2007 |
| 2476 | San Diego | CA | | — | 7,661 | 9,918 | 13,711 | 7,661 | 23,629 | 31,290 | (1,384) | 2016 |
| 2477 | San Diego | CA | | — | 9,207 | 14,613 | 6,641 | 9,207 | 21,254 | 30,461 | (5,140) | 2016 |
| 2478 | San Diego | CA | | — | 6,000 | — | 16,650 | 6,000 | 16,650 | 22,650 | — | 2016 |
| 2617 | San Diego | CA | | — | 2,734 | 5,195 | 16,693 | 2,734 | 21,888 | 24,622 | (4,899) | 2017 |
| 2618 | San Diego | CA | | — | 4,100 | 12,395 | 22,854 | 4,100 | 35,249 | 39,349 | (6,078) | 2017 |
| 2622 | San Diego | CA | | — | — | — | 17,025 | — | 17,025 | 17,025 | (792) | 2020 |
| 2872 | San Diego | CA | | — | 10,120 | 38,351 | 1,044 | 10,120 | 39,996 | 50,116 | (5,396) | 2018 |
| 2873 | San Diego | CA | | — | 6,052 | 14,122 | 1,307 | 6,052 | 15,566 | 21,618 | (1,909) | 2018 |

| | City | State | Encumbrances at December 31, 2021 | Initial Cost to Company | | Costs Capitalized Subsequent to Acquisition | Gross Amount at Which Carried As of December 31, 2021 | | | Accumulated Depreciation ^(b) | Year Acquired/ Constructed |
|------|---------------------|-------|---|-------------------------|--|---|--|-------------------------------|-------------------------|--|----------------------------------|
| | | | | Land ^(a) | Buildings and Improvements ^(a) | | Land | Buildings and Improvements | Total ^{(b)(c)} | | |
| 3069 | San Diego | CA | — | 7,054 | 7,794 | 19,581 | 7,054 | 27,037 | 34,091 | (881) | 2019 |
| 3110 | San Diego | CA | — | 20,543 | — | (31) | 20,543 | (31) | 20,512 | — | 2021 |
| 1407 | South San Francisco | CA | — | 7,182 | 12,140 | 12,619 | 7,186 | 15,429 | 22,615 | (6,797) | 2007 |
| 1408 | South San Francisco | CA | — | 9,000 | 17,800 | 1,498 | 9,000 | 17,903 | 26,903 | (10,734) | 2007 |
| 1409 | South San Francisco | CA | — | 18,000 | 38,043 | 4,703 | 18,000 | 40,116 | 58,116 | (23,924) | 2007 |
| 1410 | South San Francisco | CA | — | 4,900 | 18,100 | 12,945 | 4,900 | 30,570 | 35,470 | (10,841) | 2007 |
| 1411 | South San Francisco | CA | — | 8,000 | 27,700 | 39,099 | 8,000 | 65,915 | 73,915 | (16,138) | 2007 |
| 1412 | South San Francisco | CA | — | 10,100 | 22,521 | 4,591 | 10,100 | 25,082 | 35,182 | (9,017) | 2007 |
| 1413 | South San Francisco | CA | — | 8,000 | 28,299 | 8,822 | 8,000 | 36,774 | 44,774 | (14,040) | 2007 |
| 1414 | South San Francisco | CA | — | 3,700 | 20,800 | 2,460 | 3,700 | 21,286 | 24,986 | (8,423) | 2007 |
| 1430 | South San Francisco | CA | — | 10,700 | 23,621 | 28,766 | 10,700 | 49,922 | 60,622 | (9,642) | 2007 |
| 1431 | South San Francisco | CA | — | 7,000 | 15,500 | 9,962 | 7,000 | 25,402 | 32,402 | (7,924) | 2007 |
| 1435 | South San Francisco | CA | — | 13,800 | 42,500 | 37,058 | 13,800 | 79,558 | 93,358 | (30,980) | 2008 |
| 1436 | South San Francisco | CA | — | 14,500 | 45,300 | 36,935 | 14,500 | 82,235 | 96,735 | (31,332) | 2008 |
| 1437 | South San Francisco | CA | — | 9,400 | 24,800 | 51,675 | 9,400 | 65,204 | 74,604 | (21,850) | 2008 |
| 1439 | South San Francisco | CA | — | 11,900 | 68,848 | 550 | 11,900 | 69,398 | 81,298 | (24,852) | 2007 |
| 1440 | South San Francisco | CA | — | 10,000 | 57,954 | 400 | 10,000 | 58,355 | 68,355 | (20,943) | 2007 |
| 1441 | South San Francisco | CA | — | 9,300 | 43,549 | 8 | 9,300 | 43,557 | 52,857 | (15,700) | 2007 |
| 1442 | South San Francisco | CA | — | 11,000 | 47,289 | 179 | 11,000 | 47,386 | 58,386 | (17,049) | 2007 |
| 1443 | South San Francisco | CA | — | 13,200 | 60,932 | 2,642 | 13,200 | 62,319 | 75,519 | (22,303) | 2007 |
| 1444 | South San Francisco | CA | — | 10,500 | 33,776 | 974 | 10,500 | 34,750 | 45,250 | (12,611) | 2007 |
| 1445 | South San Francisco | CA | — | 10,600 | 34,083 | 9 | 10,600 | 34,092 | 44,692 | (12,289) | 2007 |
| 1458 | South San Francisco | CA | — | 10,900 | 20,900 | 10,873 | 10,909 | 23,645 | 34,554 | (7,995) | 2007 |
| 1459 | South San Francisco | CA | — | 9,800 | 400 | 37,120 | 9,800 | 37,126 | 46,926 | — | 2007 |
| 1462 | South San Francisco | CA | — | 7,117 | 600 | 5,892 | 7,117 | 4,706 | 11,823 | (1,451) | 2007 |
| 1463 | South San Francisco | CA | — | 10,381 | 2,300 | 20,991 | 10,381 | 20,944 | 31,325 | (6,798) | 2007 |
| 1464 | South San Francisco | CA | — | 7,403 | 700 | 11,638 | 7,403 | 7,987 | 15,390 | (2,245) | 2007 |
| 1468 | South San Francisco | CA | — | 10,100 | 24,013 | 15,570 | 10,100 | 35,828 | 45,928 | (11,552) | 2007 |
| 1480 | South San Francisco | CA | — | 32,210 | 3,110 | 50,355 | 32,210 | 53,465 | 85,675 | — | 2007 |
| 1559 | South San Francisco | CA | — | 5,666 | 5,773 | 12,970 | 5,695 | 18,645 | 24,340 | (17,861) | 2007 |
| 1560 | South San Francisco | CA | — | 1,204 | 1,293 | 2,888 | 1,210 | 3,970 | 5,180 | (2,217) | 2007 |
| 1983 | South San Francisco | CA | — | 8,648 | — | 96,596 | 8,648 | 96,596 | 105,244 | (25,047) | 2016 |
| 1984 | South San Francisco | CA | — | 7,845 | — | 93,570 | 7,844 | 93,192 | 101,036 | (21,650) | 2017 |
| 1985 | South San Francisco | CA | — | 6,708 | — | 122,891 | 6,708 | 122,891 | 129,599 | (25,171) | 2017 |
| 1986 | South San Francisco | CA | — | 6,708 | — | 108,717 | 6,708 | 108,717 | 115,425 | (18,117) | 2018 |
| 1987 | South San Francisco | CA | — | 8,544 | — | 100,703 | 8,544 | 100,703 | 109,247 | (13,741) | 2019 |
| 1988 | South San Francisco | CA | — | 10,120 | — | 120,091 | 10,120 | 120,091 | 130,211 | (17,262) | 2019 |
| 1989 | South San Francisco | CA | — | 9,169 | — | 100,023 | 9,169 | 100,023 | 109,192 | (8,784) | 2020 |
| 2553 | South San Francisco | CA | — | 2,897 | 8,691 | 4,951 | 2,897 | 13,642 | 16,539 | (3,246) | 2015 |
| 2554 | South San Francisco | CA | — | 995 | 2,754 | 3,090 | 995 | 5,229 | 6,224 | (703) | 2015 |
| 2555 | South San Francisco | CA | — | 2,202 | 10,776 | 2,200 | 2,202 | 12,908 | 15,110 | (2,197) | 2015 |
| 2556 | South San Francisco | CA | — | 2,962 | 15,108 | 1,107 | 2,962 | 16,215 | 19,177 | (2,908) | 2015 |
| 2557 | South San Francisco | CA | — | 2,453 | 13,063 | 3,616 | 2,453 | 16,679 | 19,132 | (4,071) | 2015 |
| 2558 | South San Francisco | CA | — | 1,163 | 5,925 | 315 | 1,163 | 6,240 | 7,403 | (1,062) | 2015 |
| 2614 | South San Francisco | CA | — | 5,079 | 8,584 | 1,731 | 5,083 | 8,949 | 14,032 | (6,519) | 2007 |
| 2615 | South San Francisco | CA | — | 7,984 | 13,495 | 3,243 | 7,988 | 14,203 | 22,191 | (10,325) | 2007 |
| 2616 | South San Francisco | CA | — | 8,355 | 14,121 | 2,368 | 8,358 | 14,809 | 23,167 | (8,088) | 2007 |
| 2624 | South San Francisco | CA | — | 25,502 | 42,910 | 13,246 | 25,502 | 55,687 | 81,189 | (8,875) | 2017 |
| 2870 | South San Francisco | CA | — | 23,297 | 41,797 | 28,649 | 23,297 | 70,446 | 93,743 | (8,892) | 2018 |
| 2871 | South San Francisco | CA | — | 20,293 | 41,262 | 21,501 | 20,293 | 62,763 | 83,056 | (11,105) | 2018 |
| 3100 | South San Francisco | CA | — | 24,062 | — | 577 | 24,062 | 577 | 24,639 | — | 2021 |
| 3101 | South San Francisco | CA | — | 61,189 | — | 833 | 61,189 | 833 | 62,022 | — | 2021 |
| 3102 | South San Francisco | CA | — | 43,885 | — | 376 | 43,885 | 376 | 44,261 | — | 2021 |
| 2705 | Cambridge | MA | — | 24,371 | 128,498 | 41 | 24,371 | 128,539 | 152,910 | (4,661) | 2020 |
| 2706 | Cambridge | MA | — | 15,473 | 149,051 | 8 | 15,473 | 149,059 | 164,532 | (5,921) | 2020 |
| 2707 | Cambridge | MA | — | 25,549 | 229,547 | 991 | 25,549 | 230,538 | 256,087 | (8,323) | 2020 |
| 2708 | Cambridge | MA | — | — | 17,751 | 227 | — | 17,977 | 17,977 | (483) | 2020 |
| 2709 | Cambridge | MA | — | — | 15,451 | — | — | 15,451 | 15,451 | (418) | 2020 |
| 2928 | Cambridge | MA | — | 44,215 | 24,120 | 2,630 | 44,215 | 25,521 | 69,736 | (1,851) | 2019 |
| 2929 | Cambridge | MA | — | 20,517 | — | 54,470 | 20,517 | 54,470 | 74,987 | — | 2019 |
| 3074 | Cambridge | MA | — | 78,762 | 252,153 | 8,946 | 78,762 | 261,099 | 339,861 | (16,278) | 2019 |
| 3106 | Cambridge | MA | — | 20,669 | 2,970 | — | 20,669 | 2,970 | 23,639 | (34) | 2021 |
| 3107 | Cambridge | MA | — | 19,009 | 12,327 | — | 19,009 | 12,327 | 31,336 | (120) | 2021 |
| 3108 | Cambridge | MA | — | 123,074 | 7,513 | — | 123,074 | 7,513 | 130,587 | (97) | 2021 |
| 3109 | Cambridge | MA | — | 5,903 | — | — | 5,903 | — | 5,903 | — | 2021 |
| 3112 | Cambridge | MA | — | 23,402 | 47,637 | — | 23,402 | 47,637 | 71,039 | (438) | 2021 |
| 3113 | Cambridge | MA | — | 35,831 | — | 489 | 35,831 | 489 | 36,320 | — | 2021 |
| 3114 | Cambridge | MA | — | 22,969 | — | (329) | 22,969 | (329) | 22,640 | — | 2021 |
| 3115 | Cambridge | MA | — | 66,786 | — | (18) | 66,786 | (18) | 66,768 | — | 2021 |
| 3119 | Cambridge | MA | — | — | 29,656 | — | — | 29,656 | 29,656 | (157) | 2021 |
| 3120 | Cambridge | MA | — | 18,050 | — | 16 | 18,050 | 16 | 18,066 | — | 2021 |
| 3122 | Cambridge | MA | — | 25,247 | — | 106 | 25,247 | 106 | 25,353 | — | 2021 |
| 3136 | Cambridge | MA | — | 4,108 | — | (2) | 4,108 | (2) | 4,106 | — | 2021 |
| 3137 | Cambridge | MA | — | 41,314 | — | 89 | 41,314 | 89 | 41,403 | — | 2021 |
| 2630 | Lexington | MA | — | 16,411 | 49,681 | 606 | 16,411 | 50,288 | 66,699 | (9,471) | 2017 |
| 2631 | Lexington | MA | — | 7,759 | 142,081 | 23,120 | 7,759 | 163,483 | 171,242 | (20,200) | 2017 |
| 2632 | Lexington | MA | — | — | 21,390 | 125,368 | — | 146,758 | 146,758 | (5,828) | 2020 |
| 3070 | Lexington | MA | — | 14,013 | 17,083 | 37 | 14,013 | 17,120 | 31,133 | (1,599) | 2019 |
| 3071 | Lexington | MA | — | 14,930 | 16,677 | 231 | 14,930 | 16,153 | 31,083 | (1,192) | 2019 |
| 3072 | Lexington | MA | — | 34,598 | 43,032 | — | 34,598 | 42,744 | 77,342 | (4,130) | 2019 |
| 3073 | Lexington | MA | — | 37,050 | 44,647 | 53 | 37,050 | 44,699 | 81,749 | (4,398) | 2019 |
| 3093 | Waltham | MA | — | 47,791 | 275,556 | 17,027 | 47,791 | 290,923 | 338,714 | (15,528) | 2020 |

| | City | State | Encumbrances at December 31, 2021 | Initial Cost to Company | | Costs Capitalized Subsequent to Acquisition | Gross Amount at Which Carried As of December 31, 2021 | | | Accumulated Depreciation ⁽⁵⁾ | Year Acquired/ Constructed |
|------|----------------|-------|---|-------------------------|--|---|--|-------------------------------|-------------------------|--|----------------------------------|
| | | | | Land ⁽¹⁾ | Buildings and Improvements ⁽²⁾ | | Land | Buildings and Improvements | Total ⁽³⁾⁽⁴⁾ | | |
| 2011 | Durham | NC | — | 448 | 6,152 | 22,660 | 448 | 23,154 | 23,602 | (6,419) | 2011 |
| 2030 | Durham | NC | — | 1,920 | 5,661 | 34,804 | 1,920 | 40,465 | 42,385 | (14,789) | 2012 |
| 9999 | Denton | TX | — | 100 | — | 72 | 100 | — | 100 | — | 2016 |
| 464 | Salt Lake City | UT | — | 630 | 6,921 | 2,562 | 630 | 9,484 | 10,114 | (4,916) | 2001 |
| 465 | Salt Lake City | UT | — | 125 | 6,368 | 68 | 125 | 6,436 | 6,561 | (2,971) | 2001 |
| 466 | Salt Lake City | UT | — | — | 14,614 | 73 | — | 13,213 | 13,213 | (4,711) | 2001 |
| 799 | Salt Lake City | UT | — | — | 14,600 | 116 | — | 14,716 | 14,716 | (5,354) | 2007 |
| 1593 | Salt Lake City | UT | — | — | 23,998 | 35 | — | 24,033 | 24,033 | (8,302) | 2010 |
| | | | <u>\$ —</u> | <u>\$ 1,876,425</u> | <u>\$ 3,412,856</u> | <u>\$ 2,958,828</u> | <u>\$ 1,878,851</u> | <u>\$ 6,172,710</u> | <u>\$ 8,051,561</u> | <u>\$ (1,143,340)</u> | |

| | City | State | Encumbrances at December 31, 2021 | Initial Cost to Company | | Costs Capitalized Subsequent to Acquisition | Gross Amount at Which Carried As of December 31, 2021 | | | Accumulated Depreciation ⁽⁹⁾ | Year Acquired/ Constructed |
|----------------|-------------------|-------|---|-------------------------|--|---|--|-------------------------------|--------------------------|--|----------------------------------|
| | | | | Land ⁽¹⁾ | Buildings and Improvements ⁽²⁾ | | Land | Buildings and Improvements | Total ⁽¹⁰⁾⁽⁶⁾ | | |
| Medical office | | | | | | | | | | | |
| 638 | Anchorage | AK | \$ — | \$ 1,456 | \$ 10,650 | \$ 13,322 | \$ 1,456 | \$ 21,637 | \$ 23,093 | \$ (8,880) | 2006 |
| 126 | Sherwood | AR | — | 709 | 9,604 | — | 709 | 9,599 | 10,308 | (6,471) | 1989 |
| 2572 | Springdale | AR | — | — | 27,714 | — | — | 27,714 | 27,714 | (4,581) | 2016 |
| 520 | Chandler | AZ | — | 3,669 | 13,503 | 7,644 | 3,799 | 19,364 | 23,163 | (7,702) | 2002 |
| 113 | Glendale | AZ | — | 1,565 | 7,050 | 20 | 1,565 | 7,225 | 8,790 | (4,969) | 1988 |
| 2040 | Mesa | AZ | — | — | 17,314 | 2,128 | — | 18,748 | 18,748 | (4,369) | 2012 |
| 1066 | Scottsdale | AZ | — | 5,115 | 14,064 | 6,565 | 4,839 | 18,403 | 23,242 | (6,943) | 2006 |
| 2021 | Scottsdale | AZ | — | — | 12,312 | 6,940 | — | 18,193 | 18,193 | (7,494) | 2012 |
| 2022 | Scottsdale | AZ | — | — | 9,179 | 3,740 | — | 12,228 | 12,228 | (5,473) | 2012 |
| 2023 | Scottsdale | AZ | — | — | 6,398 | 2,351 | — | 8,309 | 8,309 | (3,811) | 2012 |
| 2024 | Scottsdale | AZ | — | — | 9,522 | 1,143 | 32 | 10,195 | 10,227 | (4,055) | 2012 |
| 2025 | Scottsdale | AZ | — | — | 4,102 | 2,507 | — | 6,210 | 6,210 | (3,188) | 2012 |
| 2026 | Scottsdale | AZ | — | — | 3,655 | 2,335 | — | 5,703 | 5,703 | (2,273) | 2012 |
| 2027 | Scottsdale | AZ | — | — | 7,168 | 3,015 | — | 9,756 | 9,756 | (4,277) | 2012 |
| 2028 | Scottsdale | AZ | — | — | 6,659 | 5,250 | — | 11,434 | 11,434 | (4,083) | 2012 |
| 2696 | Scottsdale | AZ | — | 10,151 | 14,925 | 1,904 | 10,211 | 16,761 | 26,972 | (1,957) | 2020 |
| 1041 | Brentwood | CA | — | — | 30,864 | 3,135 | 309 | 32,769 | 33,078 | (13,284) | 2006 |
| 1200 | Encino | CA | — | 6,151 | 10,438 | 7,662 | 6,756 | 14,969 | 21,725 | (6,657) | 2006 |
| 1038 | Fresno | CA | — | 3,652 | 29,113 | 21,935 | 3,652 | 51,048 | 54,700 | (21,220) | 2006 |
| 436 | Murrieta | CA | — | 400 | 9,266 | 5,295 | 749 | 12,215 | 12,964 | (7,776) | 1999 |
| 239 | Poway | CA | — | 2,700 | 10,839 | 5,835 | 3,013 | 13,344 | 16,357 | (8,386) | 1997 |
| 2654 | Riverside | CA | — | 2,758 | 9,908 | 959 | 2,758 | 10,748 | 13,506 | (1,779) | 2017 |
| 318 | Sacramento | CA | — | 2,860 | 37,566 | 28,185 | 2,911 | 63,572 | 66,483 | (21,962) | 1998 |
| 2404 | Sacramento | CA | — | 1,268 | 5,109 | 1,210 | 1,299 | 6,149 | 7,448 | (1,967) | 2015 |
| 421 | San Diego | CA | — | 2,910 | 19,984 | 16,437 | 2,964 | 35,048 | 38,012 | (14,595) | 1999 |
| 564 | San Jose | CA | — | 1,935 | 1,728 | 3,437 | 1,935 | 3,204 | 5,139 | (1,477) | 2003 |
| 565 | San Jose | CA | — | 1,460 | 7,672 | 1,322 | 1,460 | 8,452 | 9,912 | (3,955) | 2003 |
| 659 | Los Gatos | CA | — | 1,718 | 3,124 | 1,191 | 1,758 | 3,837 | 5,595 | (1,567) | 2000 |
| 439 | Valencia | CA | — | 2,300 | 6,967 | 5,062 | 2,404 | 9,736 | 12,140 | (5,468) | 1999 |
| 440 | West Hills | CA | — | 2,100 | 11,595 | 6,212 | 2,259 | 12,889 | 15,148 | (7,186) | 1999 |
| 3008 | West Hills | CA | 12,010 | 5,795 | 13,933 | 546 | 5,795 | 14,399 | 20,194 | (450) | 2021 |
| 728 | Aurora | CO | — | — | 8,764 | 4,492 | — | 9,533 | 9,533 | (4,055) | 2005 |
| 1196 | Aurora | CO | — | 210 | 12,362 | 7,988 | 210 | 18,831 | 19,041 | (6,745) | 2006 |
| 1197 | Aurora | CO | — | 200 | 8,414 | 7,286 | 285 | 14,469 | 14,754 | (5,512) | 2006 |
| 127 | Colorado Springs | CO | — | 690 | 8,338 | — | 690 | 8,415 | 9,105 | (5,683) | 1989 |
| 882 | Colorado Springs | CO | — | — | 12,933 | 11,973 | — | 20,602 | 20,602 | (8,610) | 2006 |
| 1199 | Denver | CO | — | 493 | 7,897 | 2,793 | 622 | 9,557 | 10,179 | (4,360) | 2006 |
| 808 | Englewood | CO | — | — | 8,616 | 11,321 | 11 | 17,120 | 17,131 | (9,071) | 2005 |
| 809 | Englewood | CO | — | — | 8,449 | 8,818 | — | 14,490 | 14,490 | (5,490) | 2005 |
| 810 | Englewood | CO | — | — | 8,040 | 14,422 | — | 18,288 | 18,288 | (7,528) | 2005 |
| 811 | Englewood | CO | — | — | 8,472 | 14,365 | — | 19,838 | 19,838 | (7,328) | 2005 |
| 2658 | Highlands Ranch | CO | — | 1,637 | 10,063 | — | 1,637 | 10,063 | 11,700 | (1,548) | 2017 |
| 812 | Littleton | CO | — | — | 4,562 | 3,574 | 257 | 6,293 | 6,550 | (2,947) | 2005 |
| 813 | Littleton | CO | — | — | 4,926 | 3,267 | 106 | 6,730 | 6,836 | (2,691) | 2005 |
| 570 | Lone Tree | CO | — | — | — | 23,058 | — | 21,596 | 21,596 | (9,069) | 2003 |
| 666 | Lone Tree | CO | — | — | 23,274 | 5,592 | 17 | 26,273 | 26,290 | (10,676) | 2000 |
| 2233 | Lone Tree | CO | — | — | 6,734 | 32,347 | — | 38,472 | 38,472 | (11,146) | 2014 |
| 3000 | Lone Tree | CO | — | 4,393 | 31,643 | 3,201 | 4,393 | 34,844 | 39,237 | (746) | 2021 |
| 510 | Thornton | CO | — | 236 | 10,206 | 13,754 | 463 | 21,383 | 21,846 | (5,870) | 2002 |
| 434 | Atlanta | FL | — | — | 2,027 | 552 | 5 | 2,335 | 2,340 | (1,422) | 1999 |
| 435 | Atlanta | FL | — | — | 2,000 | 1,206 | — | 2,533 | 2,533 | (1,580) | 1999 |
| 602 | Atlanta | FL | — | 455 | 2,231 | 1,029 | 455 | 2,692 | 3,147 | (1,334) | 2000 |
| 2963 | Brooksville | FL | — | — | — | 11,509 | — | 11,509 | 11,509 | (308) | 2019 |
| 604 | Englewood | FL | — | 170 | 1,134 | 1,165 | 226 | 1,867 | 2,093 | (628) | 2000 |
| 2962 | Jacksonville | FL | — | — | — | 11,751 | — | 11,751 | 11,751 | — | 2019 |
| 609 | Kissimmee | FL | — | 788 | 174 | 1,246 | 788 | 1,239 | 2,027 | (426) | 2000 |
| 610 | Kissimmee | FL | — | 481 | 347 | 858 | 494 | 619 | 1,113 | (332) | 2000 |
| 671 | Kissimmee | FL | — | — | 7,574 | 2,760 | — | 8,253 | 8,253 | (3,617) | 2000 |
| 603 | Lake Worth | FL | — | 1,507 | 2,894 | 1,807 | 1,507 | 3,042 | 4,549 | (1,450) | 2000 |
| 612 | Margate | FL | — | 1,553 | 6,898 | 2,598 | 1,553 | 8,683 | 10,236 | (3,833) | 2000 |
| 613 | Miami | FL | — | 4,392 | 11,841 | 14,563 | 4,392 | 22,458 | 26,850 | (6,372) | 2000 |
| 2202 | Miami | FL | — | — | 13,123 | 10,989 | — | 23,516 | 23,516 | (7,460) | 2014 |
| 2203 | Miami | FL | — | — | 8,877 | 4,544 | — | 12,987 | 12,987 | (4,067) | 2014 |
| 1067 | Milton | FL | — | — | 8,566 | 1,043 | — | 9,528 | 9,528 | (3,459) | 2006 |
| 2577 | Naples | FL | — | — | 29,186 | 1,805 | — | 30,991 | 30,991 | (4,816) | 2016 |
| 2578 | Naples | FL | — | — | 18,819 | 667 | — | 19,486 | 19,486 | (2,586) | 2016 |
| 2964 | Okeechobee | FL | — | — | — | 15,219 | — | 15,219 | 15,219 | — | 2019 |
| 563 | Orlando | FL | — | 2,144 | 5,136 | 16,445 | 12,268 | 7,717 | 19,985 | (5,849) | 2003 |
| 833 | Pace | FL | — | — | 10,309 | 4,168 | 54 | 11,744 | 11,798 | (4,138) | 2006 |
| 834 | Pensacola | FL | — | — | 11,166 | 669 | — | 11,358 | 11,358 | (3,969) | 2006 |
| 673 | Plantation | FL | — | 1,091 | 7,176 | 2,843 | 1,091 | 9,014 | 10,105 | (3,654) | 2002 |
| 674 | Plantation | FL | — | — | 8,273 | 9 | — | 8,282 | 8,282 | (210) | 2021 |
| 2579 | Punta Gorda | FL | — | — | 9,379 | 279 | — | 9,658 | 9,658 | (1,398) | 2016 |
| 2833 | St. Petersburg | FL | — | — | 13,754 | 14,478 | — | 23,083 | 23,083 | (8,143) | 2006 |
| 2836 | Tampa | FL | — | 1,967 | 6,618 | 8,661 | 2,700 | 10,614 | 13,314 | (6,370) | 2006 |
| 887 | Atlanta | GA | — | 4,300 | 13,690 | — | 4,300 | 11,890 | 16,190 | (8,818) | 2007 |
| 2576 | Statesboro | GA | — | — | 10,234 | 439 | — | 10,673 | 10,673 | (2,111) | 2016 |
| 3006 | Arlington Heights | IL | 4,830 | 3,011 | 9,651 | 12 | 3,011 | 9,642 | 12,653 | (316) | 2021 |
| 2702 | Bolingbrook | IL | — | — | 21,237 | 612 | — | 21,833 | 21,833 | (999) | 2020 |
| 3004 | Highland Park | IL | 5,816 | 2,767 | 11,491 | 104 | 2,767 | 11,572 | 14,339 | (302) | 2021 |
| 3005 | Lockport | IL | 10,942 | 3,106 | 22,645 | — | 3,106 | 22,645 | 25,751 | (564) | 2021 |

| | City | State | Encumbrances at December 31, 2021 | Initial Cost to Company | | Costs Capitalized Subsequent to Acquisition | Gross Amount at Which Carried As of December 31, 2021 | | | Accumulated Depreciation ^(b) | Year Acquired/ Constructed |
|------|---------------|-------|---|-------------------------|--|---|--|-------------------------------|-------------------------|--|----------------------------------|
| | | | | Land ⁽¹⁾ | Buildings and Improvements ⁽²⁾ | | Land | Buildings and Improvements | Total ⁽³⁾⁽⁴⁾ | | |
| 1065 | Marion | IL | — | 99 | 11,538 | 2,192 | 100 | 13,254 | 13,354 | (5,112) | 2006 |
| 2719 | Marion | IL | — | — | — | 4,767 | — | 4,767 | 4,767 | — | 2021 |
| 2697 | Indianapolis | IN | — | — | 59,746 | 479 | — | 60,224 | 60,224 | (2,199) | 2020 |
| 2699 | Indianapolis | IN | — | — | 23,211 | 590 | — | 23,800 | 23,800 | (826) | 2020 |
| 2701 | Indianapolis | IN | — | 478 | 1,637 | 86 | 478 | 1,724 | 2,202 | (132) | 2020 |
| 2698 | Mooreville | IN | — | — | 20,646 | 640 | — | 21,280 | 21,280 | (741) | 2020 |
| 1057 | Newburgh | IN | — | — | 14,019 | 5,315 | — | 19,306 | 19,306 | (8,422) | 2006 |
| 2700 | Zionsville | IN | — | 2,969 | 7,281 | 718 | 2,984 | 7,963 | 10,947 | (385) | 2020 |
| 2039 | Kansas City | KS | — | 440 | 2,173 | 153 | 448 | 2,273 | 2,721 | (586) | 2012 |
| 112 | Overland Park | KS | — | 2,316 | 10,681 | 24 | 2,316 | 10,797 | 13,113 | (7,673) | 1988 |
| 2043 | Overland Park | KS | — | — | 7,668 | 1,759 | — | 9,163 | 9,163 | (2,664) | 2012 |
| 3062 | Overland Park | KS | — | 872 | 11,813 | 430 | 978 | 11,715 | 12,693 | (1,471) | 2019 |
| 483 | Wichita | KS | — | 530 | 3,341 | 713 | 530 | 3,617 | 4,147 | (1,654) | 2001 |
| 3018 | Wichita | KS | — | 3,946 | 39,795 | — | 3,946 | 39,795 | 43,741 | (678) | 2021 |
| 1064 | Lexington | KY | — | — | 12,726 | 2,776 | — | 14,614 | 14,614 | (5,659) | 2006 |
| 735 | Louisville | KY | — | 936 | 8,426 | 18,685 | 936 | 23,267 | 24,203 | (11,961) | 2005 |
| 737 | Louisville | KY | — | 835 | 27,627 | 10,975 | 878 | 35,836 | 36,714 | (15,782) | 2005 |
| 738 | Louisville | KY | — | 780 | 8,582 | 7,394 | 851 | 12,740 | 13,591 | (9,881) | 2005 |
| 739 | Louisville | KY | — | 826 | 13,814 | 3,418 | 832 | 15,461 | 16,293 | (6,373) | 2005 |
| 2834 | Louisville | KY | — | 2,983 | 13,171 | 8,797 | 2,991 | 18,899 | 21,890 | (9,136) | 2005 |
| 1945 | Louisville | KY | — | 3,255 | 28,644 | 2,930 | 3,339 | 30,992 | 34,331 | (11,401) | 2010 |
| 1946 | Louisville | KY | — | 430 | 6,125 | 276 | 430 | 6,401 | 6,831 | (2,359) | 2010 |
| 2237 | Louisville | KY | — | 1,519 | 15,386 | 4,701 | 1,672 | 19,916 | 21,588 | (6,341) | 2014 |
| 2238 | Louisville | KY | — | 1,334 | 12,172 | 3,259 | 1,558 | 14,657 | 16,215 | (4,532) | 2014 |
| 2239 | Louisville | KY | — | 1,644 | 10,832 | 6,440 | 2,091 | 16,247 | 18,338 | (5,826) | 2014 |
| 3023 | Covington | LA | — | 9,490 | 21,915 | — | 9,490 | 21,915 | 31,405 | (172) | 2021 |
| 3121 | Cambridge | MA | — | 40,643 | 23,102 | — | 40,643 | 23,102 | 63,745 | (137) | 2021 |
| 1213 | Ellicott City | MD | — | 1,115 | 3,206 | 3,945 | 1,336 | 5,403 | 6,739 | (2,544) | 2006 |
| 1052 | Towson | MD | — | — | 14,233 | 4,619 | — | 13,528 | 13,528 | (5,109) | 2006 |
| 2650 | Biddeford | ME | — | 1,949 | 12,244 | 29 | 1,949 | 12,273 | 14,222 | (1,833) | 2017 |
| 3002 | Burnsville | MN | 7,689 | 2,801 | 17,779 | 180 | 2,818 | 17,943 | 20,761 | (836) | 2021 |
| 3003 | Burnsville | MN | 5,126 | 516 | 13,200 | 161 | 533 | 13,090 | 13,623 | (540) | 2021 |
| 3009 | Burnsville | MN | 18,927 | 4,640 | 38,064 | 40 | 4,640 | 38,104 | 42,744 | (994) | 2021 |
| 240 | Minneapolis | MN | — | 117 | 13,213 | 6,910 | 117 | 18,511 | 18,628 | (10,621) | 1997 |
| 300 | Minneapolis | MN | — | 160 | 10,131 | 6,094 | 214 | 13,564 | 13,778 | (8,024) | 1997 |
| 2703 | Columbia | MO | — | 4,141 | 20,364 | — | 4,141 | 20,364 | 24,505 | (993) | 2020 |
| 2032 | Independence | MO | — | — | 48,025 | 3,212 | — | 49,900 | 49,900 | (10,982) | 2012 |
| 2863 | Lee's Summit | MO | — | — | — | 15,877 | — | 15,877 | 15,877 | (1,097) | 2019 |
| 1078 | Flowood | MS | — | — | 8,413 | 1,839 | — | 9,564 | 9,564 | (3,334) | 2006 |
| 1059 | Jackson | MS | — | — | 8,868 | 614 | — | 9,463 | 9,463 | (3,494) | 2006 |
| 1060 | Jackson | MS | — | — | 7,187 | 3,009 | — | 9,118 | 9,118 | (3,211) | 2006 |
| 1068 | Omaha | NE | — | — | 16,243 | 2,114 | 33 | 17,626 | 17,659 | (6,981) | 2006 |
| 2651 | Charlotte | NC | — | 1,032 | 6,196 | 202 | 1,032 | 6,293 | 7,325 | (784) | 2017 |
| 2695 | Charlotte | NC | — | 844 | 5,021 | 74 | 844 | 5,058 | 5,902 | (619) | 2017 |
| 2655 | Wilmington | NC | — | 1,341 | 17,376 | — | 1,341 | 17,376 | 18,717 | (2,817) | 2017 |
| 2656 | Wilmington | NC | — | 2,071 | 11,592 | — | 2,071 | 11,592 | 13,663 | (1,717) | 2017 |
| 2657 | Shallotte | NC | — | 918 | 3,609 | — | 918 | 3,609 | 4,527 | (737) | 2017 |
| 2647 | Concord | NH | — | 1,961 | 23,516 | 385 | 1,961 | 23,608 | 25,569 | (3,188) | 2017 |
| 2648 | Concord | NH | — | 815 | 8,902 | 423 | 815 | 9,325 | 10,140 | (1,671) | 2017 |
| 2649 | Epsom | NH | — | 919 | 5,868 | 49 | 919 | 5,909 | 6,828 | (1,280) | 2017 |
| 3011 | Cherry Hill | NJ | — | 5,235 | 21,731 | — | 5,235 | 21,731 | 26,966 | (674) | 2021 |
| 3012 | Morristown | NJ | — | 21,703 | 32,504 | 1,327 | 21,703 | 33,831 | 55,534 | (689) | 2021 |
| 3013 | Morristown | NJ | — | 14,567 | 20,537 | 374 | 14,567 | 20,910 | 35,477 | (328) | 2021 |
| 3014 | Morristown | NJ | — | 20,563 | 31,838 | 239 | 20,563 | 32,077 | 52,640 | (430) | 2021 |
| 729 | Albuquerque | NM | — | — | 5,380 | 1,978 | — | 6,820 | 6,820 | (2,300) | 2005 |
| 571 | Las Vegas | NV | — | — | — | 21,296 | — | 19,131 | 19,131 | (8,502) | 2003 |
| 660 | Las Vegas | NV | — | 1,121 | 4,363 | 10,787 | 1,328 | 10,923 | 12,251 | (3,757) | 2000 |
| 661 | Las Vegas | NV | — | 2,305 | — | 1,016 | 3,321 | — | 3,321 | — | 2000 |
| 662 | Las Vegas | NV | — | 3,480 | 12,305 | 10,631 | 1,000 | 6,915 | 7,915 | (6,915) | 2000 |
| 663 | Las Vegas | NV | — | 1,717 | 3,597 | 14,420 | 1,724 | 15,397 | 17,121 | (5,516) | 2000 |
| 664 | Las Vegas | NV | — | 1,172 | — | 633 | 1,805 | — | 1,805 | (306) | 2000 |
| 691 | Las Vegas | NV | — | 3,073 | 18,339 | 8,639 | 3,167 | 25,245 | 28,412 | (13,957) | 2004 |
| 2037 | Mesquite | NV | — | — | 5,559 | 961 | 34 | 6,366 | 6,400 | (1,646) | 2012 |
| 400 | Harrison | OH | — | — | 4,561 | 300 | — | 4,561 | 4,561 | (2,889) | 1999 |
| 1054 | Durant | OK | — | 619 | 9,256 | 2,982 | 659 | 12,045 | 12,704 | (4,459) | 2006 |
| 817 | Owasso | OK | — | — | 6,582 | 1,710 | — | 5,763 | 5,763 | (2,320) | 2005 |
| 404 | Roseburg | OR | — | — | 5,707 | 852 | — | 5,859 | 5,859 | (3,561) | 1999 |
| 3010 | Springfield | OR | 20,603 | — | 51,998 | 84 | — | 51,876 | 51,876 | (1,478) | 2021 |
| 2570 | Limerick | PA | — | 925 | 20,072 | 51 | 925 | 19,953 | 20,878 | (3,624) | 2016 |
| 2234 | Philadelphia | PA | — | 24,264 | 99,904 | 48,922 | 24,288 | 148,665 | 172,953 | (29,718) | 2014 |
| 2403 | Philadelphia | PA | — | 26,063 | 97,646 | 35,265 | 26,134 | 132,787 | 158,921 | (34,112) | 2015 |
| 2571 | Wilkes-Barre | PA | — | — | 9,138 | — | — | 9,138 | 9,138 | (1,821) | 2016 |
| 2694 | Anderson | SC | — | 405 | 1,211 | — | 405 | 1,211 | 1,616 | (151) | 2020 |
| 2573 | Florence | SC | — | — | 12,090 | 91 | — | 12,180 | 12,180 | (1,934) | 2016 |
| 2574 | Florence | SC | — | — | 12,190 | 88 | — | 12,277 | 12,277 | (1,947) | 2016 |
| 2575 | Florence | SC | — | — | 11,243 | 56 | — | 11,299 | 11,299 | (2,195) | 2016 |
| 2841 | Greenville | SC | — | 634 | 38,386 | 1,047 | 647 | 38,769 | 39,416 | (5,715) | 2018 |
| 2842 | Greenville | SC | — | 794 | 41,293 | 560 | 794 | 41,058 | 41,852 | (5,854) | 2018 |
| 2843 | Greenville | SC | — | 626 | 22,210 | — | 626 | 22,210 | 22,836 | (3,732) | 2018 |
| 2844 | Greenville | SC | — | 806 | 18,889 | 377 | 806 | 19,266 | 20,072 | (3,379) | 2018 |
| 2845 | Greenville | SC | — | 932 | 40,879 | 196 | 932 | 41,075 | 42,007 | (6,074) | 2018 |
| 2846 | Greenville | SC | — | 896 | 38,486 | 180 | 896 | 38,666 | 39,562 | (5,799) | 2018 |

| | City | State | Encumbrances at December 31, 2021 | Initial Cost to Company | | Costs Capitalized Subsequent to Acquisition | Gross Amount at Which Carried As of December 31, 2021 | | | Accumulated Depreciation ^(b) | Year Acquired/ Constructed |
|------|----------------------|-------|---|-------------------------|--|---|--|-------------------------------|-------------------------|--|----------------------------------|
| | | | | Land ^(a) | Buildings and Improvements ^(a) | | Land | Buildings and Improvements | Total ^{(a)(b)} | | |
| 2847 | Greenville | SC | — | 600 | 26,472 | 4,031 | 600 | 30,503 | 31,103 | (5,309) | 2018 |
| 2848 | Greenville | SC | — | 318 | 5,816 | — | 318 | 5,816 | 6,134 | (954) | 2018 |
| 2849 | Greenville | SC | — | 319 | 5,836 | 98 | 319 | 5,935 | 6,254 | (1,062) | 2018 |
| 2850 | Greenville | SC | — | 211 | 6,503 | 15 | 211 | 6,518 | 6,729 | (1,201) | 2018 |
| 2853 | Greenville | SC | — | 534 | 6,430 | 229 | 534 | 6,659 | 7,193 | (1,929) | 2018 |
| 2854 | Greenville | SC | — | 824 | 13,645 | 109 | 824 | 13,755 | 14,579 | (2,942) | 2018 |
| 2851 | Travelers Rest | SC | — | 498 | 1,015 | — | 498 | 1,015 | 1,513 | (539) | 2018 |
| 2862 | Myrtle Beach | SC | — | — | — | 26,238 | — | 26,238 | 26,238 | (2,644) | 2018 |
| 2865 | Brentwood | TN | — | — | — | 32,671 | — | 32,671 | 32,671 | (1,184) | 2019 |
| 624 | Hendersonville | TN | — | 256 | 1,530 | 3,306 | 256 | 3,782 | 4,038 | (1,723) | 2000 |
| 559 | Hermitage | TN | — | 830 | 5,036 | 13,275 | 851 | 16,079 | 16,930 | (5,863) | 2003 |
| 561 | Hermitage | TN | — | 596 | 9,698 | 8,570 | 596 | 14,982 | 15,578 | (7,447) | 2003 |
| 562 | Hermitage | TN | — | 317 | 6,528 | 4,821 | 317 | 9,255 | 9,572 | (4,418) | 2003 |
| 625 | Nashville | TN | — | 955 | 14,289 | 7,741 | 955 | 19,117 | 20,072 | (7,845) | 2000 |
| 626 | Nashville | TN | — | 2,050 | 5,211 | 6,008 | 2,055 | 8,644 | 10,699 | (3,869) | 2000 |
| 627 | Nashville | TN | — | 1,007 | 181 | 1,484 | 1,113 | 1,099 | 2,212 | (402) | 2000 |
| 628 | Nashville | TN | — | 2,980 | 7,164 | 4,860 | 2,980 | 10,762 | 13,742 | (5,444) | 2000 |
| 630 | Nashville | TN | — | 515 | 848 | 520 | 528 | 1,083 | 1,611 | (468) | 2000 |
| 631 | Nashville | TN | — | 266 | 1,305 | 2,084 | 266 | 2,669 | 2,935 | (1,366) | 2000 |
| 632 | Nashville | TN | — | 827 | 7,642 | 6,086 | 827 | 10,919 | 11,746 | (5,105) | 2000 |
| 633 | Nashville | TN | — | 5,425 | 12,577 | 10,579 | 5,425 | 19,633 | 25,058 | (8,626) | 2000 |
| 634 | Nashville | TN | — | 3,818 | 15,185 | 13,976 | 3,818 | 24,201 | 28,019 | (11,544) | 2000 |
| 636 | Nashville | TN | — | 583 | 450 | 481 | 604 | 758 | 1,362 | (325) | 2000 |
| 2967 | Nashville | TN | — | — | — | 42,068 | — | 42,068 | 42,068 | — | 2019 |
| 2720 | Nashville | TN | — | 102 | 10,925 | 531 | 102 | 11,450 | 11,552 | (605) | 2021 |
| 2611 | Allen | TX | — | 1,330 | 5,960 | 837 | 1,374 | 6,754 | 8,128 | (1,295) | 2016 |
| 2612 | Allen | TX | — | 1,310 | 4,165 | 949 | 1,310 | 5,093 | 6,403 | (1,149) | 2016 |
| 573 | Arlington | TX | — | 769 | 12,355 | 6,456 | 769 | 16,597 | 17,366 | (7,501) | 2003 |
| 2621 | Cedar Park | TX | — | 1,617 | 11,640 | 544 | 1,617 | 12,185 | 13,802 | (1,340) | 2017 |
| 576 | Conroe | TX | — | 324 | 4,842 | 4,528 | 324 | 7,783 | 8,107 | (3,305) | 2000 |
| 577 | Conroe | TX | — | 397 | 7,966 | 4,027 | 397 | 10,739 | 11,136 | (4,742) | 2000 |
| 578 | Conroe | TX | — | 388 | 7,975 | 5,114 | 388 | 10,340 | 10,728 | (4,367) | 2006 |
| 579 | Conroe | TX | — | 188 | 3,618 | 1,632 | 188 | 4,558 | 4,746 | (2,026) | 2000 |
| 581 | Corpus Christi | TX | — | 717 | 8,181 | 7,061 | 717 | 12,220 | 12,937 | (6,201) | 2000 |
| 600 | Corpus Christi | TX | — | 328 | 3,210 | 5,077 | 328 | 6,152 | 6,480 | (3,135) | 2000 |
| 601 | Corpus Christi | TX | — | 313 | 1,771 | 2,407 | 325 | 3,275 | 3,600 | (1,650) | 2000 |
| 2839 | Cypress | TX | — | — | — | 37,153 | 11 | 36,283 | 36,294 | (9,299) | 2015 |
| 582 | Dallas | TX | — | 1,664 | 6,785 | 6,631 | 1,747 | 10,829 | 12,576 | (4,794) | 2000 |
| 886 | Dallas | TX | — | 1,820 | 8,508 | 26 | 1,820 | 5,503 | 7,323 | (2,717) | 2007 |
| 1314 | Dallas | TX | — | 15,230 | 162,970 | 30,361 | 24,093 | 183,211 | 207,304 | (76,574) | 2006 |
| 1315 | Dallas | TX | — | — | — | 3,860 | 26 | 2,838 | 2,864 | (1,160) | 2006 |
| 1316 | Dallas | TX | — | — | — | 7,285 | — | 4,078 | 4,078 | (1,749) | 2006 |
| 1317 | Dallas | TX | — | — | — | 8,990 | — | 8,475 | 8,475 | (1,165) | 2006 |
| 1319 | Dallas | TX | — | 18,840 | 155,659 | 7,097 | 18,840 | 162,204 | 181,044 | (66,824) | 2007 |
| 2721 | Dallas | TX | — | 31,707 | 2,000 | (2) | 31,707 | 1,998 | 33,705 | (749) | 2020 |
| 3007 | Denton | TX | 5,619 | 2,298 | 9,502 | 97 | 2,338 | 9,559 | 11,897 | (322) | 2021 |
| 3020 | Frisco | TX | — | — | 27,201 | 27 | — | 27,228 | 27,228 | (336) | 2021 |
| 3021 | Frisco | TX | — | — | 26,181 | 381 | — | 26,562 | 26,562 | (326) | 2021 |
| 583 | Fort Worth | TX | — | 898 | 4,866 | 5,035 | 898 | 8,421 | 9,319 | (3,443) | 2000 |
| 805 | Fort Worth | TX | — | — | 2,481 | 2,092 | 45 | 3,745 | 3,790 | (2,166) | 2005 |
| 806 | Fort Worth | TX | — | — | 6,070 | 2,261 | 5 | 7,911 | 7,916 | (3,197) | 2005 |
| 2231 | Fort Worth | TX | — | 902 | — | 44 | 946 | — | 946 | (30) | 2014 |
| 2619 | Fort Worth | TX | — | 1,180 | 13,432 | 475 | 1,180 | 13,907 | 15,087 | (1,383) | 2017 |
| 2620 | Fort Worth | TX | — | 1,961 | 14,155 | 354 | 2,000 | 14,470 | 16,470 | (1,538) | 2017 |
| 2982 | Fort Worth | TX | — | 2,720 | 6,225 | 4,836 | 2,720 | 11,020 | 13,740 | (1,314) | 2019 |
| 1061 | Granbury | TX | — | — | 6,863 | 1,157 | — | 7,880 | 7,880 | (3,123) | 2006 |
| 430 | Houston | TX | — | 1,927 | 33,140 | 22,362 | 2,200 | 51,804 | 54,004 | (27,628) | 1999 |
| 446 | Houston | TX | — | 2,200 | 19,585 | 23,958 | 2,945 | 32,682 | 35,627 | (22,359) | 1999 |
| 589 | Houston | TX | — | 1,676 | 12,602 | 14,043 | 1,706 | 22,219 | 23,925 | (7,609) | 2000 |
| 670 | Houston | TX | — | 257 | 2,884 | 1,693 | 318 | 2,310 | 2,628 | (1,548) | 2000 |
| 702 | Houston | TX | — | — | 7,414 | 3,966 | 7 | 9,926 | 9,933 | (4,487) | 2004 |
| 1044 | Houston | TX | — | — | 4,838 | 6,279 | 1,321 | 7,888 | 9,209 | (2,612) | 2006 |
| 2542 | Houston | TX | — | 304 | 17,764 | — | 304 | 17,764 | 18,068 | (3,546) | 2015 |
| 2543 | Houston | TX | — | 116 | 6,555 | — | 116 | 6,439 | 6,555 | (1,420) | 2015 |
| 2544 | Houston | TX | — | 312 | 12,094 | — | 312 | 12,094 | 12,406 | (2,874) | 2015 |
| 2545 | Houston | TX | — | 316 | 13,931 | — | 316 | 13,931 | 14,247 | (2,521) | 2015 |
| 2546 | Houston | TX | — | 408 | 18,332 | — | 408 | 17,925 | 18,333 | (4,766) | 2015 |
| 2547 | Houston | TX | — | 470 | 18,197 | — | 470 | 18,197 | 18,667 | (4,379) | 2015 |
| 2548 | Houston | TX | — | 313 | 7,036 | — | 313 | 6,724 | 7,037 | (1,829) | 2015 |
| 2549 | Houston | TX | — | 530 | 22,711 | — | 530 | 22,711 | 23,241 | (3,625) | 2015 |
| 2966 | Houston | TX | — | — | — | 26,503 | — | 26,503 | 26,503 | — | 2020 |
| 590 | Irving | TX | — | 828 | 6,160 | 5,313 | 828 | 9,676 | 10,504 | (3,929) | 2000 |
| 700 | Irving | TX | — | — | 8,550 | 4,650 | 8 | 9,705 | 9,713 | (4,309) | 2006 |
| 1207 | Irving | TX | — | 1,955 | 12,793 | 3,005 | 2,063 | 14,966 | 17,029 | (6,052) | 2006 |
| 2840 | Kingwood | TX | — | 3,035 | 28,373 | 1,999 | 3,422 | 29,984 | 33,406 | (5,779) | 2016 |
| 591 | Lewisville | TX | — | 561 | 8,043 | 2,684 | 561 | 9,568 | 10,129 | (4,640) | 2000 |
| 144 | Longview | TX | — | 102 | 7,998 | 1,439 | 102 | 8,987 | 9,089 | (5,164) | 1992 |
| 143 | Lufkin | TX | — | 338 | 2,383 | 299 | 338 | 2,602 | 2,940 | (1,498) | 1992 |
| 568 | McKinney | TX | — | 541 | 6,217 | 4,693 | 541 | 9,434 | 9,975 | (4,304) | 2003 |
| 569 | McKinney | TX | — | — | 636 | 9,568 | — | 9,179 | 9,179 | (3,914) | 2003 |
| 596 | N Richland Hills | TX | — | 812 | 8,883 | 3,961 | 812 | 10,755 | 11,567 | (4,549) | 2000 |
| 2048 | North Richland Hills | TX | — | 1,385 | 10,213 | 2,357 | 1,400 | 12,026 | 13,426 | (4,542) | 2012 |

| | City | State | Encumbrances at December 31, 2021 | Initial Cost to Company | | Costs Capitalized Subsequent to Acquisition | Gross Amount at Which Carried As of December 31, 2021 | | | Accumulated Depreciation ^(b) | Year Acquired/ Constructed |
|------|--------------------|-------|---|-------------------------|--|---|--|-------------------------------|----------------------------|--|----------------------------------|
| | | | | Land ⁽¹⁾ | Buildings and Improvements ⁽²⁾ | | Land | Buildings and Improvements | Total ⁽¹⁾⁽²⁾⁽³⁾ | | |
| 2835 | Pearland | TX | — | — | 4,014 | 5,044 | — | 7,251 | 7,251 | (2,739) | 2006 |
| 2838 | Pearland | TX | — | — | — | 19,966 | — | 19,342 | 19,342 | (4,442) | 2014 |
| 447 | Plano | TX | — | 1,700 | 7,810 | 7,018 | 1,792 | 12,357 | 14,149 | (7,434) | 1999 |
| 597 | Plano | TX | — | 1,210 | 9,588 | 7,961 | 1,225 | 15,502 | 16,727 | (6,699) | 2000 |
| 672 | Plano | TX | — | 1,389 | 12,768 | 4,676 | 1,389 | 14,734 | 16,123 | (5,951) | 2002 |
| 1384 | Plano | TX | — | 6,290 | 22,686 | 5,949 | 6,290 | 28,445 | 34,735 | (20,768) | 2007 |
| 2653 | Rockwall | TX | — | 788 | 9,020 | — | 788 | 8,987 | 9,775 | (1,227) | 2017 |
| 815 | San Antonio | TX | — | — | 9,193 | 3,595 | 87 | 11,367 | 11,454 | (5,219) | 2006 |
| 816 | San Antonio | TX | 2,233 | — | 8,699 | 5,206 | 175 | 12,489 | 12,664 | (5,593) | 2006 |
| 1591 | San Antonio | TX | — | — | 7,309 | 1,502 | 43 | 8,360 | 8,403 | (3,046) | 2010 |
| 2837 | San Antonio | TX | — | — | 26,191 | 3,467 | — | 28,231 | 28,231 | (10,370) | 2011 |
| 2852 | Shenandoah | TX | — | — | — | 30,275 | — | 30,275 | 30,275 | (5,381) | 2016 |
| 598 | Sugarland | TX | — | 1,078 | 5,158 | 4,179 | 1,170 | 7,073 | 8,243 | (3,119) | 2000 |
| 599 | Texas City | TX | — | — | 9,519 | 1,583 | — | 10,929 | 10,929 | (4,382) | 2000 |
| 152 | Victoria | TX | — | 125 | 8,977 | 525 | 125 | 9,108 | 9,233 | (5,414) | 1994 |
| 2198 | Webster | TX | — | 2,220 | 9,602 | 462 | 2,220 | 9,744 | 11,964 | (3,112) | 2013 |
| 2550 | The Woodlands | TX | — | 115 | 5,141 | — | 115 | 5,141 | 5,256 | (1,049) | 2015 |
| 2551 | The Woodlands | TX | — | 296 | 18,282 | — | 296 | 18,282 | 18,578 | (3,212) | 2015 |
| 2552 | The Woodlands | TX | — | 374 | 25,125 | — | 374 | 25,125 | 25,499 | (3,933) | 2015 |
| 1592 | Bountiful | UT | — | 999 | 7,426 | 1,724 | 1,019 | 8,939 | 9,958 | (3,388) | 2010 |
| 169 | Bountiful | UT | — | 276 | 5,237 | 3,583 | 653 | 7,496 | 8,149 | (3,588) | 1995 |
| 2035 | Draper | UT | 4,341 | — | 10,803 | 954 | — | 11,603 | 11,603 | (2,851) | 2012 |
| 469 | Kaysville | UT | — | 530 | 4,493 | 226 | 530 | 4,493 | 5,023 | (2,030) | 2001 |
| 456 | Layton | UT | — | 371 | 7,073 | 1,717 | 389 | 8,176 | 8,565 | (4,882) | 2001 |
| 2042 | Layton | UT | — | — | 10,975 | 1,262 | 44 | 11,960 | 12,004 | (2,747) | 2012 |
| 2864 | Ogden | UT | — | — | — | 19,271 | — | 19,271 | 19,271 | (1,125) | 2019 |
| 357 | Orem | UT | — | 337 | 8,744 | 3,718 | 306 | 9,307 | 9,613 | (5,500) | 1999 |
| 353 | Salt Lake City | UT | — | 190 | 779 | 278 | 273 | 914 | 1,187 | (626) | 1999 |
| 354 | Salt Lake City | UT | — | 220 | 10,732 | 3,938 | 220 | 13,068 | 13,288 | (7,861) | 1999 |
| 355 | Salt Lake City | UT | — | 180 | 14,792 | 4,884 | 180 | 18,080 | 18,260 | (10,648) | 1999 |
| 467 | Salt Lake City | UT | — | 3,000 | 7,541 | 3,229 | 3,145 | 9,868 | 13,013 | (5,199) | 2001 |
| 566 | Salt Lake City | UT | — | 509 | 4,044 | 4,712 | 509 | 7,478 | 7,987 | (3,277) | 2003 |
| 2041 | Salt Lake City | UT | — | — | 12,326 | 1,197 | — | 13,189 | 13,189 | (2,984) | 2012 |
| 2033 | Sandy | UT | — | 867 | 3,513 | 2,338 | 1,356 | 5,215 | 6,571 | (2,448) | 2012 |
| 482 | Stansbury | UT | — | 450 | 3,201 | 1,248 | 529 | 3,948 | 4,477 | (1,861) | 2001 |
| 351 | Washington Terrace | UT | — | — | 4,573 | 3,346 | 17 | 6,013 | 6,030 | (3,616) | 1999 |
| 352 | Washington Terrace | UT | — | — | 2,692 | 1,805 | 15 | 3,716 | 3,731 | (2,381) | 1999 |
| 2034 | West Jordan | UT | — | — | 12,021 | 323 | — | 12,037 | 12,037 | (2,668) | 2012 |
| 2036 | West Jordan | UT | — | — | 1,383 | 1,660 | — | 2,844 | 2,844 | (1,377) | 2012 |
| 1208 | Fairfax | VA | — | 8,396 | 16,710 | 14,636 | 8,845 | 28,157 | 37,002 | (13,630) | 2006 |
| 2230 | Fredericksburg | VA | — | 1,101 | 8,570 | — | 1,101 | 8,570 | 9,671 | (1,816) | 2014 |
| 3001 | Leesburg | VA | 10,153 | 3,549 | 24,059 | 1,375 | 3,549 | 25,435 | 28,984 | (918) | 2021 |
| 3015 | Midlothian | VA | 12,601 | — | 21,442 | 78 | 8 | 21,289 | 21,297 | (405) | 2021 |
| 3016 | Midlothian | VA | 11,912 | — | 20,610 | 80 | 12 | 20,576 | 20,588 | (565) | 2021 |
| 3017 | Midlothian | VA | 13,782 | — | 22,531 | 15 | — | 22,546 | 22,546 | (707) | 2021 |
| 572 | Reston | VA | — | — | 11,902 | 1,295 | — | 11,701 | 11,701 | (5,561) | 2003 |
| 448 | Renton | WA | — | — | 18,724 | 5,059 | — | 21,575 | 21,575 | (13,620) | 1999 |
| 781 | Seattle | WA | — | — | 52,703 | 21,825 | — | 67,991 | 67,991 | (32,518) | 2004 |
| 782 | Seattle | WA | — | — | 24,382 | 18,802 | 126 | 37,833 | 37,959 | (18,524) | 2004 |
| 783 | Seattle | WA | — | — | 5,625 | 2,300 | 211 | 7,027 | 7,238 | (6,345) | 2004 |
| 785 | Seattle | WA | — | — | 7,293 | 6,153 | — | 11,351 | 11,351 | (7,543) | 2004 |
| 1385 | Seattle | WA | — | — | 45,027 | 19,328 | — | 62,978 | 62,978 | (23,072) | 2007 |
| 3022 | Seattle | WA | — | 35,612 | 4,176 | — | 35,612 | 4,176 | 39,788 | (211) | 2021 |
| 2038 | Evanston | WY | — | — | 4,601 | 1,170 | — | 5,695 | 5,695 | (1,477) | 2012 |
| | | | <u>\$ 146,584</u> | <u>\$ 531,118</u> | <u>\$ 3,875,267</u> | <u>\$ 1,512,205</u> | <u>\$ 560,962</u> | <u>\$ 5,038,600</u> | <u>\$ 5,599,562</u> | <u>\$ (1,501,828)</u> | |

| | City | State | Encumbrances at December 31, 2021 | Initial Cost to Company | | Costs Capitalized Subsequent to Acquisition | Gross Amount at Which Carried As of December 31, 2021 | | | Accumulated Depreciation ⁽⁵⁾ | Year Acquired/ Constructed |
|--|-----------------|-------|---|-------------------------|--|---|--|-------------------------------|-------------------------|--|----------------------------------|
| | | | | Land ⁽¹⁾ | Buildings and Improvements ⁽²⁾ | | Land | Buildings and Improvements | Total ⁽³⁾⁽⁴⁾ | | |
| Continuing care retirement community | | | | | | | | | | | |
| 3089 | Birmingham | AL | \$ — | \$ 6,218 | \$ 32,146 | \$ 2,219 | \$ 6,457 | \$ 34,126 | \$ 40,583 | \$ (3,479) | 2020 |
| 3090 | Bradenton | FL | — | 5,496 | 95,671 | 10,091 | 5,947 | 105,310 | 111,257 | (9,851) | 2020 |
| 2997 | Clearwater | FL | 70,303 | 6,680 | 132,521 | 7,436 | 6,768 | 139,869 | 146,637 | (9,873) | 2020 |
| 3086 | Jacksonville | FL | — | 19,660 | 167,860 | 9,981 | 20,207 | 177,296 | 197,503 | (13,894) | 2020 |
| 2996 | Leesburg | FL | — | 8,941 | 65,698 | 10,229 | 9,703 | 75,164 | 84,867 | (6,748) | 2020 |
| 2995 | Port Charlotte | FL | — | 5,344 | 159,612 | 6,753 | 5,568 | 166,141 | 171,709 | (11,230) | 2020 |
| 2998 | Seminole | FL | 45,883 | 14,080 | 77,485 | 5,640 | 14,925 | 82,280 | 97,205 | (5,086) | 2020 |
| 3085 | Seminole | FL | — | 13,915 | 125,796 | 8,174 | 14,550 | 133,336 | 147,886 | (10,852) | 2020 |
| 3092 | Sun City Center | FL | 89,313 | 25,254 | 175,535 | 8,377 | 25,650 | 183,516 | 209,166 | (16,969) | 2020 |
| 3087 | The Villages | FL | — | 7,091 | 120,493 | 9,796 | 7,308 | 130,073 | 137,381 | (9,955) | 2020 |
| 3084 | Holland | MI | — | 1,572 | 88,960 | 4,798 | 1,681 | 93,649 | 95,330 | (7,123) | 2020 |
| 2991 | Coatesville | PA | — | 16,443 | 126,243 | 8,094 | 16,697 | 134,083 | 150,780 | (9,499) | 2020 |
| 3080 | Haverford | PA | — | 16,461 | 108,816 | 26,139 | 16,461 | 124,266 | 140,727 | (46,833) | 1989 |
| 3088 | Spring | TX | — | 3,210 | 30,085 | 2,103 | 3,345 | 32,054 | 35,399 | (2,553) | 2020 |
| 3081 | Ft Belvoir | VA | — | 11,594 | 99,528 | 22,230 | 11,594 | 115,058 | 126,652 | (44,643) | 1989 |
| | | | <u>\$ 205,499</u> | <u>\$ 161,959</u> | <u>\$ 1,606,449</u> | <u>\$ 142,060</u> | <u>\$ 166,861</u> | <u>\$ 1,726,221</u> | <u>\$ 1,893,082</u> | <u>\$ (208,588)</u> | |
| Total real estate assets held for sale | | | — | (2,527) | (36,502) | (4,584) | (2,710) | (34,837) | (37,547) | 14,527 | |
| Total continuing operations, excluding held for sale | | | <u>\$ 352,083</u> | <u>\$ 2,566,975</u> | <u>\$ 8,858,070</u> | <u>\$ 4,608,509</u> | <u>\$ 2,603,964</u> | <u>\$ 12,902,694</u> | <u>\$ 15,506,658</u> | <u>\$ (2,839,229)</u> | |

- (1) Assets with no initial land costs to the Company represent land that the Company leases from a third party (i.e., ground leases).
- (2) Assets with no initial buildings and improvements costs to the Company represent development projects in process or completed.
- (3) At December 31, 2021, the tax basis of the Company's net real estate assets is less than the reported amounts by \$1.0 billion.
- (4) See Note 6 for information regarding impairment charges recognized during the year ended December 31, 2021.
- (5) Buildings and improvements are depreciated over useful lives ranging up to 50 years.

A summary of activity for real estate and accumulated depreciation, excluding assets classified as discontinued operations, is as follows (in thousands):

| | Year ended December 31, | | |
|---|-------------------------|----------------------|----------------------|
| | 2021 | 2020 | 2019 |
| <i>Real estate:</i> | | | |
| Balances at beginning of year | \$ 13,528,893 | \$ 10,372,584 | \$ 9,707,488 |
| Acquisition of real estate and development and improvements | 2,157,539 | 3,460,556 | 1,621,739 |
| Sales and/or transfers to assets held for sale | (72,819) | (203,687) | (852,480) |
| Impairments | (21,294) | (23,991) | (19,067) |
| Other ⁽¹⁾ | (85,661) | (76,569) | (85,096) |
| Balances at end of year | <u>\$ 15,506,658</u> | <u>\$ 13,528,893</u> | <u>\$ 10,372,584</u> |
| <i>Accumulated depreciation:</i> | | | |
| Balances at beginning of year | \$ 2,409,135 | \$ 2,141,960 | \$ 2,054,888 |
| Depreciation expense | 548,063 | 438,735 | 365,319 |
| Sales and/or transfers to assets held for sale | (32,692) | (93,220) | (190,877) |
| Other ⁽¹⁾ | (85,277) | (78,340) | (87,370) |
| Balances at end of year | <u>\$ 2,839,229</u> | <u>\$ 2,409,135</u> | <u>\$ 2,141,960</u> |

(1) Primarily represents real estate and accumulated depreciation related to fully depreciated assets or changes in lease classification.

A summary of activity for real estate and accumulated depreciation for assets classified as discontinued operations is as follows (in thousands):

| | Year ended December 31, | | |
|--|-------------------------|---------------------|---------------------|
| | 2021 | 2020 | 2019 |
| <i>Real estate:</i> | | | |
| Balances at beginning of year | \$ 2,930,566 | \$ 4,133,349 | \$ 3,440,706 |
| Acquisition of real estate and development and improvements | 8,238 | 119,333 | 812,827 |
| Sales and/or transfers to assets classified as discontinued operations | (2,929,713) | (1,114,792) | (245,291) |
| Impairments | (5,315) | (198,048) | (200,546) |
| Other ⁽¹⁾ | (3,776) | (9,276) | 325,653 |
| Balances at end of year | <u>\$ —</u> | <u>\$ 2,930,566</u> | <u>\$ 4,133,349</u> |
| <i>Accumulated depreciation:</i> | | | |
| Balances at beginning of year | \$ 615,708 | \$ 861,557 | \$ 817,931 |
| Depreciation expense | — | 91,726 | 122,792 |
| Sales and/or transfers to assets classified as discontinued operations | (615,708) | (333,654) | (68,391) |
| Other ⁽¹⁾ | — | (3,921) | (10,775) |
| Balances at end of year | <u>\$ —</u> | <u>\$ 615,708</u> | <u>\$ 861,557</u> |

(1) Primarily represents real estate and accumulated depreciation related to fully depreciated assets or changes in lease classification.

Schedule IV: Mortgage Loans on Real Estate

(in thousands)

| Location | Segment | Interest Rate | Fixed / Variable | Maturity Date | Prior Liens | Monthly Debt Service | Face Amount of Mortgages | Carrying Amount of Mortgages | Principal Amount Subject to Delinquent Principal or Interest |
|---|---------|----------------------------------|------------------|---------------|-------------|----------------------|--------------------------|------------------------------|--|
| First mortgages relating to 1 property located in: | | | | | | | | | |
| Texas | Other | 7.5 % | Fixed | 04/01/2022 | \$ — | \$ 14 | \$ 2,250 | \$ 2,191 | \$ — |
| California | Other | 4.25% + greater of 2.0% or LIBOR | Variable | 05/07/2026 | — | 97 | 18,420 | 18,604 | — |
| Florida | Other | 4.0 % | Fixed | 12/17/2022 | — | 25 | 7,798 | 7,246 | — |
| Florida | Other | 4.0 % | Fixed | 12/17/2022 | — | 13 | 3,912 | 3,582 | — |
| Florida | Other | 4.0 % | Fixed | 12/17/2022 | — | 45 | 14,208 | 14,180 | — |
| California | Other | 4.0 % | Fixed | 12/16/2022 | — | 113 | 35,100 | 34,994 | — |
| First mortgages relating to 18 properties located in: | | | | | | | | | |
| Multiple | Other | 3.5% + greater of 0.5% or LIBOR | Variable | 02/01/2024 | — | 569 | 165,093 | 161,618 | — |
| First mortgages relating to 16 properties located in: | | | | | | | | | |
| Multiple | Other | 4.0 % | Fixed | 01/21/2023 | — | 515 | 149,500 | 147,876 | — |
| | | | | | <u>\$ —</u> | <u>\$ 1,391</u> | <u>\$ 396,281</u> | <u>\$ 390,291</u> | <u>\$ —</u> |

| | Year Ended December 31, | | |
|--|-------------------------|-------------------|-------------------|
| | 2021 | 2020 | 2019 |
| Reconciliation of mortgage loans | | | |
| Balance at beginning of year | \$ 157,572 | \$ 161,964 | \$ 42,037 |
| Additions: | | | |
| New mortgage loans | 310,338 | 98,469 | 59,552 |
| Draws on existing mortgage loans | 9,370 | 19,182 | 60,375 |
| Total additions | 319,708 | 117,651 | 119,927 |
| Deductions: | | | |
| Principal repayments | (84,486) | (113,200) | — |
| Reserve for loan losses ⁽¹⁾ | (2,503) | (8,843) | — |
| Total deductions | (86,989) | (122,043) | — |
| Balance at end of year | <u>\$ 390,291</u> | <u>\$ 157,572</u> | <u>\$ 161,964</u> |

(1) The years ended December 31, 2021 and 2020 include current expected credit loss reserves recognized under ASU 2016-13, which was adopted on January 1, 2020 (see Note 2 to the Consolidated Financial Statements). The year ended December 31, 2020 also includes an immaterial amount related to the cumulative-effect of adoption of ASU 2016-13. Refer to Note 8 for additional information on the Company's reserve for loan losses.

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

None.

ITEM 9A. Controls and Procedures

Disclosure Controls and Procedures. We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our Principal Executive Officer and Principal Financial Officer, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by Rules 13a-15(b) and 15d-15(b) of the Exchange Act, we carried out an evaluation, under the supervision and with the participation of our management, including our Principal Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of December 31, 2021. Based upon that evaluation, our Principal Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of December 31, 2021.

Management's Annual Report on Internal Control over Financial Reporting. Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our Principal Executive Officer and Principal Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework in *Internal Control—Integrated Framework (2013)*, our management concluded that our internal control over financial reporting was effective as of December 31, 2021.

The effectiveness of our internal control over financial reporting as of December 31, 2021 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report, which is included herein.

Changes in Internal Control Over Financial Reporting. There were no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fourth quarter of 2021 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the stockholders and the Board of Directors of Healthpeak Properties, Inc.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Healthpeak Properties, Inc. and subsidiaries (the “Company”) as of December 31, 2021, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2021, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Consolidated Financial Statements as of and for the year ended December 31, 2021, of the Company and our report dated February 9, 2022, expressed an unqualified opinion on those 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 Annual 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 included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and 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/ DELOITTE & TOUCHE LLP

Costa Mesa, California

February 9, 2022

ITEM 9B. Other Information

None.

ITEM 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

None.

PART III

ITEM 10. Directors, Executive Officers and Corporate Governance

Except as provided below, the information required under Item 10 is incorporated herein by reference to our definitive proxy statement to be filed with the SEC within 120 days after the end of our fiscal year ended December 31, 2021 in connection with our 2022 Annual Meeting of Stockholders.

We have adopted a Code of Business Conduct and Ethics that applies to all of our directors and employees, including our Chief Executive Officer and all senior financial officers, including our principal financial officer, principal accounting officer and controller. We have also adopted a Vendor Code of Business Conduct and Ethics applicable to our vendors and business partners. Current copies of our Code of Business Conduct and Ethics and Vendor Code of Business Conduct and Ethics are posted on our website at www.healthpeak.com/esg/governance. In addition, waivers from, and amendments to, our Code of Business Conduct and Ethics that apply to our directors and executive officers, including our principal executive officer, principal financial officer, principal accounting officer, or persons performing similar functions, will be timely posted in the Investors section of our website at www.healthpeak.com.

ITEM 11. Executive Compensation

The information required under Item 11 is incorporated herein by reference to our definitive proxy statement to be filed with the SEC within 120 days after the end of our fiscal year ended December 31, 2021 in connection with our 2022 Annual Meeting of Stockholders.

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

The information required under Item 12 is incorporated herein by reference to our definitive proxy statement to be filed with the SEC within 120 days after the end of our fiscal year ended December 31, 2021 in connection with our 2022 Annual Meeting of Stockholders.

ITEM 13. Certain Relationships and Related Transactions, and Director Independence

The information required under Item 13 is incorporated herein by reference to our definitive proxy statement to be filed with the SEC within 120 days after the end of our fiscal year ended December 31, 2021 in connection with our 2022 Annual Meeting of Stockholders.

ITEM 14. Principal Accountant Fees and Services

The information required under Item 14 is incorporated herein by reference to our definitive proxy statement to be filed with the SEC within 120 days after the end of our fiscal year ended December 31, 2021 in connection with our 2022 Annual Meeting of Stockholders.

PART IV

ITEM 15. Exhibits and Financial Statement Schedules

(a) 1. Financial Statements

The following Consolidated Financial Statements are included in Part II, Item 8, Financial Statements and Supplementary Data of this Annual Report on Form 10-K.

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets - December 31, 2021 and 2020

Consolidated Statements of Operations - for the years ended December 31, 2021, 2020 and 2019

Consolidated Statements of Comprehensive Income (Loss) - for the years ended December 31, 2021, 2020 and 2019

Consolidated Statements of Equity and Redeemable Noncontrolling Interests - for the years ended December 31, 2021, 2020 and 2019

Consolidated Statements of Cash Flows - for the years ended December 31, 2021, 2020 and 2019

Notes to Consolidated Financial Statements

(a) 2. Financial Statement Schedules

The following Consolidated Financial Statement Schedules are included in Part II, Item 8, Financial Statements and Supplementary Data of this Annual Report on Form 10-K.

Schedule II: Valuation and Qualifying Accounts

Schedule III: Real Estate and Accumulated Depreciation

Schedule IV: Mortgage Loans on Real Estate

(a) 3. Exhibits

| Exhibit Number | Description | Incorporated by reference herein | |
|-------------------|--|--|-------------------|
| | | Form | Date Filed |
| 3.1 | Articles of Restatement of Healthpeak Properties, Inc. (formerly HCP, Inc.) dated June 1, 2012, as supplemented by the Articles Supplementary, dated July 31, 2017, and as amended by the Articles of Amendment, dated October 30, 2019. | Annual Report on Form 10-K (File No. 001-08895) | February 13, 2020 |
| 3.2 | Sixth Amended and Restated Bylaws of Healthpeak, Properties, Inc., dated October 30, 2019. | Current Report on Form 8-K (File No. 001-08895) | October 30, 2019 |
| 4.1 | Indenture, dated November 21, 2012, between Healthpeak and The Bank of New York Mellon Trust Company, N.A., as trustee. | Current Report on Form 8-K (File No. 001-08895) | November 19, 2012 |
| 4.1.1 | Fifth Supplemental Indenture, dated January 21, 2015, between Healthpeak and The Bank of New York Mellon Trust Company, N.A., as trustee. | Current Report on Form 8-K (File No. 001-08895) | January 21, 2015 |
| 4.1.2 | Sixth Supplemental Indenture, dated May 20, 2015, between Healthpeak and The Bank of New York Mellon Trust Company, N.A., as trustee. | Current Report on Form 8-K (File No. 001-08895) | May 20, 2015 |
| 4.1.3 | Eighth Supplemental Indenture dated July 5, 2019, between Healthpeak and The Bank of New York Mellon Trust Company, N.A., as trustee. | Current Report on Form 8-K (File No. 001-08895) | July 5, 2019 |
| 4.1.4 | Ninth Supplemental Indenture dated November 19, 2019, between Healthpeak and The Bank of New York Mellon Trust Company, N.A., as trustee. | Current Report on Form 8-K (File No. 001-08895) | November 21, 2019 |
| 4.1.5 | Tenth Supplemental Indenture, dated June 23, 2020, between Healthpeak and The Bank of New York Mellon Trust Company, N.A., as trustee. | Current Report on Form 8-K (File No. 001-08895) | June 23, 2020 |

| | | | |
|--------|--|---|--------------------|
| 4.1.6 | Eleventh Supplemental Indenture, dated July 12, 2021, between Healthpeak and The Bank of New York Mellon Trust Company, N.A., as trustee. | Current Report on Form 8-K (File No. 001-08895) | July 12, 2021 |
| 4.1.7 | Twelfth Supplemental Indenture, dated November 24, 2021, between Healthpeak and The Bank of New York Mellon Trust Company, N.A., as trustee. | Current Report on Form 8-K (File No. 001-08895) | November 24, 2021 |
| 4.2 | Form of 6.750% Senior Notes due 2041. | Current Report on Form 8-K (File No. 001-08895) | January 24, 2011 |
| 4.3 | Form of 3.400% Senior Notes due 2025. | Current Report on Form 8-K (File No. 001-08895) | January 21, 2015 |
| 4.4 | Form of 4.000% Senior Notes due 2025. | Current Report on Form 8-K (File No. 001-08895) | May 20, 2015 |
| 4.5 | Form of 3.250% Senior Notes due 2026. | Current Report on Form 8-K (File No. 001-08895) | July 5, 2019 |
| 4.6 | Form of 3.500% Senior Notes due 2029. | Current Report on Form 8-K (File No. 001-08895) | July 5, 2019 |
| 4.7 | Form of 3.000% Senior Notes due 2030. | Current Report on Form 8-K (File No. 001-08895) | November 21, 2019 |
| 4.8 | Form of 2.875% Senior Notes due 2031. | Current Report on Form 8-K (File No. 001-08895) | June 23, 2020 |
| 4.9 | Form of 1.350% Senior Notes due 2027. | Current Report on Form 8-K (File No. 001-08895) | July 12, 2021 |
| 4.10 | Form of 2.125% Senior Notes due 2028. | Current Report on Form 8-K (File No. 001-08895) | November 24, 2021 |
| 4.11 | Description of Healthpeak Capital Stock. | Annual Report on Form 10-K (File No. 001-08895) | February 13, 2020 |
| 10.1 | Second Amended and Restated Credit Agreement, dated as of September 20, 2021, by and among Healthpeak, as borrower, the lenders referred to therein, and Bank of America, N.A., as administrative agent. | Current Report on Form 8-K (File No. 001-08895) | September 20, 2021 |
| 10.2 | At-the-Market Equity Offering Sales Agreement, dated February 19, 2020, among Healthpeak and the sales agents, forward sellers and forward purchasers referred to therein. | Current Report on Form 8-K (File No. 001-08895) | February 19, 2020 |
| 10.2.1 | Amendment No. 1 to At-the-Market Equity Offering Sales Agreement, dated May 13, 2021, among Healthpeak and the sales agents, forward sellers and forward purchasers referred to therein. | Quarterly Report on Form 10-Q (File No. 001-08895) | August 4, 2021 |
| 10.3 | Second Amended and Restated Director Deferred Compensation Plan.* | Quarterly Report on Form 10-Q (File No. 001-08895) | November 3, 2009 |
| 10.4 | Non-Employee Directors Stock-for-Fees Program.* | Quarterly Report on Form 10-Q (File No. 001-08895) | August 5, 2014 |
| 10.5 | Executive Severance Plan.* | Quarterly Report on Form 10-Q (File No. 001-08895) | November 1, 2016 |
| 10.6 | Executive Change in Control Severance Plan (as Amended and Restated as of May 6, 2016).* | Quarterly Report on Form 10-Q (File No. 001 08895) | November 1, 2016 |
| 10.7 | 2006 Performance Incentive Plan, as amended and restated.* | Annex 2 to HCP's Proxy Statement (File No. 001-08895) | March 10, 2009 |
| 10.7.1 | Form of Employee 2006 Performance Incentive Plan Nonqualified Stock Option Agreement.* | Quarterly Report on Form 10-Q (File No. 001-08895) | May 1, 2012 |
| 10.8 | Amended and Restated Healthpeak Properties, Inc. 2014 Performance Incentive Plan, as amended through October 24, 2019.* | Annual Report on Form 10-K (File No. 001-08895) | February 13, 2020 |
| 10.8.1 | Form of 2014 Performance Incentive Plan Non-NEO Restricted Stock Unit Award Agreement (adopted 2014).* | Quarterly Report on Form 10-Q (File No. 001-08895) | August 5, 2014 |

| | | | |
|---------|--|---|-------------------|
| 10.8.2 | Form of 2014 Performance Incentive Plan Non-NEO Option Agreement (adopted 2014).* | Quarterly Report on Form 10-Q (File No. 001-08895) | August 5, 2014 |
| 10.8.3 | Form of 2014 Performance Incentive Plan NEO 3-Year LTIP RSU Agreement (adopted 2018).* | Quarterly Report on Form 10-Q (File No. 001-08895) | May 3, 2018 |
| 10.8.4 | Form of 2014 Performance Incentive Plan NEO 3-Year LTIP RSU Agreement (adopted 2019).* | Quarterly Report on Form 10-Q (File No. 001-08895) | May 2, 2019 |
| 10.8.5 | Form of 2014 Performance Incentive Plan NEO Retentive LTIP RSU Agreement (adopted 2018).* | Quarterly Report on Form 10-Q (File No. 001-08895) | May 3, 2018 |
| 10.8.6 | Form of 2014 Performance Incentive Plan NEO Retentive LTIP RSU Agreement (adopted 2019).* | Quarterly Report on Form 10-Q (File No. 001-08895) | May 2, 2019 |
| 10.8.7 | Form of 2014 Performance Incentive Plan Non-Employee Director RSU Agreement.* | Quarterly Report on Form 10-Q (File No. 001-08895) | May 5, 2015 |
| 10.9 | Form of Directors and Officers Indemnification Agreement.* | Annual Report on Form 10-K, as amended (File No. 001-08895) | February 12, 2008 |
| 10.10 | Amended and Restated Dividend Reinvestment and Stock Purchase Plan. | Registration Statement on Form S-3 (Registration No. 333-49746) | November 13, 2000 |
| 10.11 | Amended and Restated Limited Liability Company Agreement of HCPI/Utah, LLC, dated as of January 20, 1999. | Annual Report on Form 10-K (File No. 001-08895) | March 29, 1999 |
| 10.11.1 | Amendments No. 1-9 to Amended and Restated Limited Liability Company Agreement of HCPI/Utah, LLC, dated as of January 20, 1999. | Annual Report on Form 10-K (File No. 001-08895) | February 13, 2018 |
| 10.11.2 | Tax Matters Amendment to Amended and Restated Limited Liability Company Agreement of HCPI/Utah, LLC, effective as of December 31, 2018. | Annual Report on Form 10-K (File No. 001-08895) | February 14, 2019 |
| 10.12 | Amended and Restated Limited Liability Company Agreement of HCPI/Utah II, LLC, dated as of August 17, 2001, as amended. | Current Report on Form 8-K (File No. 001-08895) | November 9, 2012 |
| 10.12.1 | Tax Matters Amendment to Amended and Restated Limited Liability Company Agreement of HCPI/Utah II, LLC, effective as of December 31, 2018. | Annual Report on Form 10-K (File No. 001-08895) | February 14, 2019 |
| 10.13 | Amended and Restated Limited Liability Company Agreement of HCPI/Tennessee, LLC, dated as of October 2, 2003. | Quarterly Report on Form 10-Q (File No. 001-08895) | November 12, 2003 |
| 10.13.1 | Amendment No. 1 to Amended and Restated Limited Liability Company Agreement of HCPI/Tennessee, LLC, dated as of September 29, 2004. | Quarterly Report on Form 10-Q (File No. 001-08895) | November 8, 2004 |
| 10.13.2 | Amendment No. 2 to Amended and Restated Limited Liability Company Agreement of HCPI/Tennessee, LLC, dated as of October 27, 2004. | Annual Report on Form 10-K (File No. 001-08895) | March 15, 2005 |
| 10.13.3 | Amendment No. 3 to Amended and Restated Limited Liability Company Agreement of HCPI/Tennessee, LLC and New Member Joinder Agreement, dated as of October 19, 2005, by and among Healthpeak, HCPI/Tennessee, LLC and A. Daniel Weyland. | Quarterly Report on Form 10-Q (File No. 001-08895) | November 1, 2005 |
| 10.13.4 | Amendment No. 4 to Amended and Restated Limited Liability Company Agreement of HCPI/Tennessee, LLC, effective as of January 1, 2007. | Annual Report on Form 10-K, as amended (File No. 001-08895) | February 12, 2008 |
| 10.13.5 | Tax Matters Amendment to Amended and Restated Limited Liability Company Agreement of HCPI/Tennessee, LLC, effective as of December 31, 2018. | Annual Report on Form 10-K (File No. 001-08895) | February 14, 2019 |
| 10.14 | Amended and Restated Limited Liability Company Agreement of HCP DR MCD, LLC, dated as of February 9, 2007. | Current Report on Form 8-K (File No. 001-08895) | April 20, 2012 |
| 10.14.1 | Tax Matters Amendment to Amended and Restated Limited Liability Company Agreement of HCP DR MCD, LLC, effective as of December 31, 2018. | Annual Report on Form 10-K (File No. 001-08895) | February 14, 2019 |

| | | | |
|---------|--|---|-------------------|
| 10.15 | Amended and Restated Limited Liability Company Agreement of HCP DR California II, LLC, dated as of June 1, 2014. | Quarterly Report on Form 10-Q (File No. 001-08895) | August 5, 2014 |
| 10.15.1 | Tax Matters Amendment to Amended and Restated Limited Liability Company Agreement of HCP DR California II, LLC, effective as of December 31, 2018. | Annual Report on Form 10-K (File No. 001-08895) | February 14, 2019 |
| 10.16 | Amended and Restated Limited Liability Company Agreement of HCP DR California III, LLC, dated as of May 1, 2019. | Quarterly Report on Form 10-Q (File No. 001-08895) | August 1, 2019 |
| 10.16.1 | Amendment No. 1 to Amended and Restated Limited Liability Company Agreement of HCP DR California III, LLC, dated as of April 30, 2021. | Quarterly Report on Form 10-Q (File No. 001-08895) | November 3, 2021 |
| 10.17 | Second Amended and Restated Limited Liability Company Agreement of SH DR California IV, LLC, dated as of July 18, 2019. | Quarterly Report on Form 10-Q (File No. 001-08895) | October 31, 2019 |
| 10.17.1 | Amendment No. 1 to Second Amended and Restated Limited Liability Company Agreement of SH DR California IV, LLC, dated as of April 30, 2021. | Quarterly Report on Form 10-Q (File No. 001-08895) | November 3, 2021 |
| 21.1 | Subsidiaries of the Company.† | | |
| 23.1 | Consent of Independent Registered Public Accounting Firm—Deloitte & Touche LLP.† | | |
| 31.1 | Certification by Thomas M. Herzog, Healthpeak's Principal Executive Officer, Pursuant to Securities Exchange Act Rule 13a-14(a).† | | |
| 31.2 | Certification by Peter A. Scott, Healthpeak's Principal Financial Officer, Pursuant to Securities Exchange Act Rule 13a-14(a).† | | |
| 32.1 | Certification by Thomas M. Herzog, Healthpeak's Principal Executive Officer, Pursuant to Securities Exchange Act Rule 13a-14(b) and 18 U.S.C. Section 1350.†† | | |
| 32.2 | Certification by Peter A. Scott, Healthpeak's Principal Financial Officer, Pursuant to Securities Exchange Act Rule 13a-14(b) and 18 U.S.C. Section 1350.†† | | |
| 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 | XBRL Taxonomy Extension Schema Document.† | | |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document.† | | |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document.† | | |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document.† | | |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document.† | | |
| 104 | Cover Page Interactive Data File (formatted as Inline XBRL document and contained in Exhibit 101). | | |

* Management Contract or Compensatory Plan or Arrangement.

† Filed herewith.

†† Furnished herewith.

ITEM 16. Form 10-K Summary

None.

SIGNATURES

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

Dated: February 9, 2022

Healthpeak Properties, Inc. (Registrant)

/s/ THOMAS M. HERZOG

Thomas M. Herzog,
Chief Executive Officer
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange 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.

| Signature | Title | Date |
|--|---|------------------|
| /s/ THOMAS M. HERZOG Thomas M. Herzog | Chief Executive Officer, Director (Principal Executive Officer) | February 9, 2022 |
| /s/ PETER A. SCOTT Peter A. Scott | Chief Financial Officer (Principal Financial Officer) | February 9, 2022 |
| /s/ SHAWN G. JOHNSTON Shawn G. Johnston | Executive Vice President and Chief Accounting Officer (Principal Accounting Officer) | February 9, 2022 |
| /s/ BRIAN G. CARTWRIGHT Brian G. Cartwright | Chairman of the Board | February 9, 2022 |
| /s/ CHRISTINE N. GARVEY Christine N. Garvey | Director | February 9, 2022 |
| /s/ R. KENT GRIFFIN, JR. R. Kent Griffin, Jr. | Director | February 9, 2022 |
| /s/ DAVID B. HENRY David B. Henry | Director | February 9, 2022 |
| /s/ LYDIA H. KENNARD Lydia H. Kennard | Director | February 9, 2022 |
| /s/ SARA GROOTWASSINK LEWIS Sara Grootwassink Lewis | Director | February 9, 2022 |
| /s/ KATHERINE M. SANDSTROM Katherine M. Sandstrom | Director | February 9, 2022 |

Board of Directors

Brian G. Cartwright

Chairman of the Board, Healthpeak Properties, Inc.
Former General Counsel,
U.S. Securities and Exchange Commission

Thomas M. Herzog

Chief Executive Officer, Healthpeak Properties, Inc.

Christine N. Garvey

Former Global Head of Corporate
Real Estate Services, Deutsche Bank AG

R. Kent Griffin, Jr.

Managing Director, PHICAS Investors
Former President, BioMed Realty Trust, Inc.

David B. Henry

Former Vice Chairman and Chief Executive Officer,
Kimco Realty Corporation

Lydia H. Kennard

President and Chief Executive Officer,
KDG Construction Consulting

Sara Grootwassink Lewis

Founder and Chief Executive Officer,
Lewis Corporate Advisors, LLC

Katherine M. Sandstrom

Former Senior Managing Director,
Heitman LLC

Executive Management

Thomas M. Herzog

Chief Executive Officer

Scott M. Brinker

President
Chief Investment Officer

Thomas M. Klaritch

Chief Operating Officer

Troy E. McHenry

Chief Legal Officer
General Counsel

Peter A. Scott

Chief Financial Officer

Shawn G. Johnston

Executive Vice President
Chief Accounting Officer

Lisa A. Alonso

Executive Vice President
Chief Human Resources Officer

Scott R. Bohn

Executive Vice President
Co-Head of Life Science

Jeffrey H. Miller

Executive Vice President
Development



Healthpeak
PROPERTIES

www.healthpeak.com

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