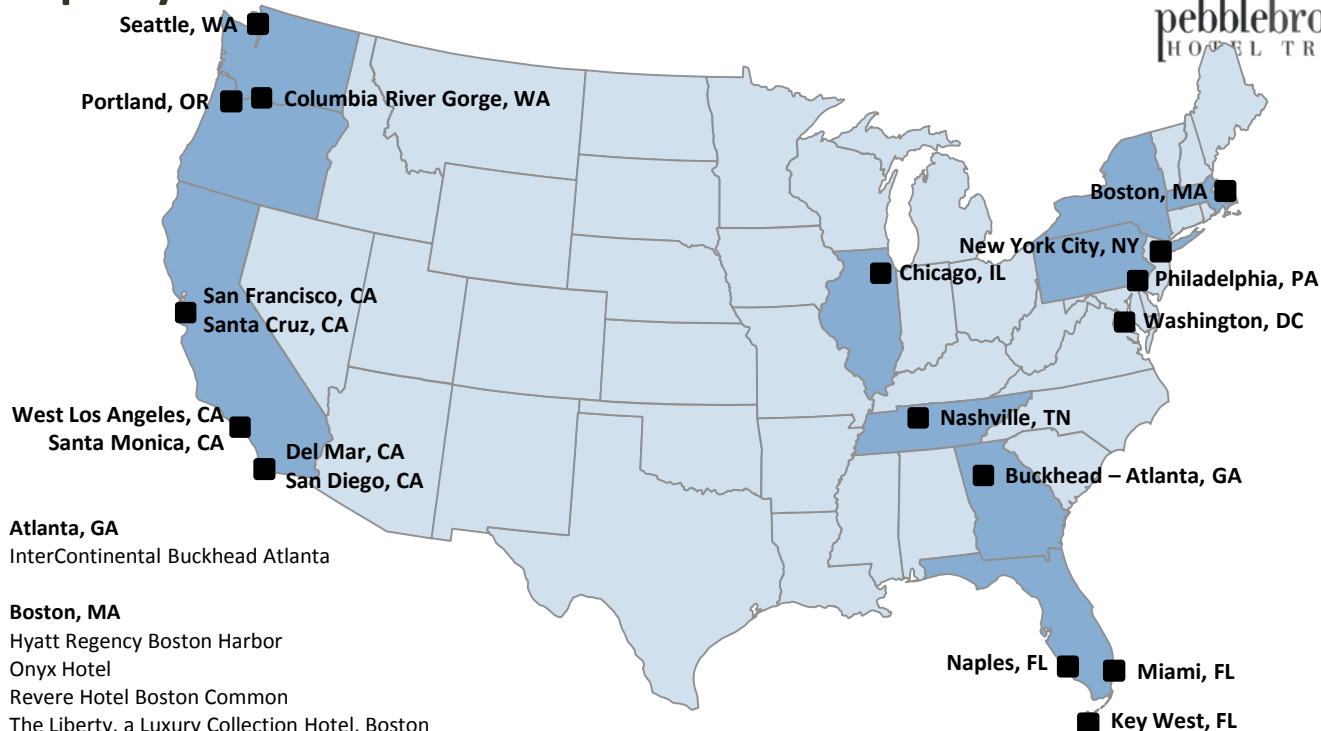




**2018 Annual Report**

# Property Locations



## Atlanta, GA

InterContinental Buckhead Atlanta

## Boston, MA

Hyatt Regency Boston Harbor  
Onyx Hotel  
Revere Hotel Boston Common  
The Liberty, a Luxury Collection Hotel, Boston  
The Westin Copley Place, Boston  
W Boston

## Chicago, IL

Hotel Chicago Downtown, Autograph Collection  
The Westin Michigan Avenue Chicago

## Los Angeles, CA

Chamberlain West Hollywood Hotel  
Grafton on Sunset  
Hotel Amarano Burbank  
Hotel Palomar Los Angeles Beverly Hills  
Le Méridien Delfina Santa Monica  
Le Parc Suite Hotel  
Mondrian Los Angeles  
Montrose West Hollywood  
Viceroy Santa Monica Hotel  
W Los Angeles - West Beverly Hills

## Nashville, TN

Union Station Hotel Nashville, Autograph Collection

## New York City, NY

The Roger New York

## Philadelphia, PA

Sofitel Philadelphia at Rittenhouse Square

## Portland, OR

Hotel Vintage Portland  
The Heathman Hotel  
The Hotel Zags Portland  
The Nines, a Luxury Collection Hotel, Portland

## San Diego, CA

Embassy Suites San Diego Bay – Downtown  
Hilton San Diego Gaslamp Quarter  
Hilton San Diego Resort & Spa  
L'Auberge Del Mar

Paradise Point Resort & Spa  
Solamar Hotel  
The Westin San Diego Gaslamp Quarter

## San Francisco, CA

Argonaut Hotel  
Harbor Court Hotel San Francisco  
Hotel Spero  
Hotel Vitale  
Hotel Zelos San Francisco  
Hotel Zephyr Fisherman's Wharf  
Hotel Zeppelin San Francisco  
Hotel Zetta San Francisco  
Hotel Zoe Fisherman's Wharf  
Sir Francis Drake  
The Marker San Francisco  
Villa Florence San Francisco on Union Square  
Chaminade Resort & Spa

## Seattle, WA

Hotel Monaco Seattle  
Hotel Vintage Seattle  
Skamania Lodge

## Southern Florida

Hotel Colonnade Coral Gables, Autograph Collection  
Southernmost Beach Resort  
The Marker Key West  
LaPlaya Beach Resort & Club

## Washington, DC

Donovan Hotel  
George Hotel  
Hotel Madera  
Hotel Monaco Washington DC  
Mason & Rook Hotel  
Rouge Hotel  
Sofitel Washington DC Lafayette Square  
Topaz Hotel

## TO OUR FELLOW SHAREHOLDERS

To say that 2018 was a transformational year for Pebblebrook would be an understatement. Our \$5.1 billion acquisition of LaSalle Hotel Properties on November 30, 2018, with its 41 high-quality hotels, more than doubled the size of our company and made us the largest owner of urban and resort lifestyle hotels in the United States. Following our successful sales of seven legacy LaSalle hotels and one legacy Pebblebrook hotel, we currently own 61 unique, experiential hotels encompassing almost 15,000 guestrooms, with an enterprise value of approximately \$7.4 billion. This major corporate acquisition is the culmination of an extraordinary period of progress from our initial public offering just nine years ago in December 2009 when we created Pebblebrook without any hotels. However, we believe the best is yet to come as we look to create value through the many opportunities that exist today in the combined portfolio.

Our mission statement remains unchanged since we created Pebblebrook: *“To deliver long-term industry-leading total returns to our shareholders, including a reliable stream of income, through opportunistic investment in high-quality lodging properties, utilizing a conservative capital structure.”* Our mission statement is our guiding principle for every investment and operating decision we make, and ultimately why we decided to pursue and acquire LaSalle. We saw tremendous opportunity in their portfolio and believed our management team could unlock this value through our creativity and unique expertise in capital redevelopment projects, as well as our relentless approach to asset management and operations. Fortunately, LaSalle’s shareholders also believed this and supported us throughout the process. We welcome the long-term LaSalle shareholders to Pebblebrook and thank them, along with Pebblebrook’s shareholders, for their steadfast confidence in us.

Since the closing of the LaSalle acquisition in late November 2018, we’ve sold eight hotels comprising \$1.1 billion of gross sales proceeds, enabling us to meaningfully reduce our balance sheet leverage that became elevated as a result of the LaSalle acquisition. The hotels that we’ve sold were transacted at very attractive prices, and we were pleased to take advantage of the robust disposition environment. The property sales also allowed us to improve the overall quality and growth profile of our portfolio while reducing our concentration in several markets that we believe won’t generate returns as attractive as other markets where we prefer to invest our capital. We are also targeting to sell an additional \$350 million of properties during the remainder of 2019, which would bring our total strategic disposition program to approximately \$1.5 billion of assets sold since the acquisition.

In addition to the progress we’ve made with our property sales and the resulting strengthening of our balance sheet and growth profile, we integrated former LaSalle employees into the Pebblebrook team, while also realizing \$18 to \$20 million of annualized corporate expense synergies from combining the two companies. We have successfully and completely integrated the accounting, capital investment, and asset management teams

and systems of the two companies and are diligently incorporating the combined best practices from Pebblebrook and LaSalle across the entire hotel portfolio, which should yield significant additional cost savings at the hotel level. The senior leadership of Pebblebrook remains the same, and there have also been no changes to our Board as a result of the corporate transaction.

The new, larger Pebblebrook portfolio consists of 61 hotels located in 10 states and the District of Columbia, with 57% of our portfolio-wide Hotel Earnings Before Interest, Depreciation, and Amortization (“EBITDA”) from west coast markets, 37% from east coast markets and the remaining 6% from central U.S. markets, all based upon 2018 performance. With over half of the portfolio concentrated on the west coast, and nearly 20% in San Francisco, which is expected to be the most robust market in the country in 2019 (potentially 2020 as well), we are well-positioned for superior growth in 2019 and beyond. San Francisco is expected to generate all-time, record-setting convention center demand this year following the completion of the Moscone Convention Center renovation and expansion, which enhances an already strong business and leisure demand environment throughout the city. We continue to be excited with the opportunities we expect to generate from our 12 unique hotels in San Francisco, where we anticipate taking advantage of our significant share in this very strong, highly-ranked market.

We believe we have the highest quality portfolio of hotels amongst the major public lodging REITs, including one of the highest Average Daily Room Rates (“ADR”), Room Revenue per Available Room (“RevPAR”) and Hotel EBITDA per room. Following the corporate acquisition completed late last year, our upper upscale and luxury portfolio can now be categorized into three major classifications of hotels: Urban Lifestyle Hotels, Unique Lifestyle Resorts, and Urban Major Branded Hotels.

Our Urban Lifestyle hotels provide local, authentic experiences and are well located in major urban markets. This category consists of 46 hotels, representing 63% of our total Hotel EBITDA which makes it the largest category of hotels in our portfolio. These hotels generated approximately \$36 thousand per key in Hotel EBITDA in 2018. We further classify The Urban Lifestyle category by the following three sub-categories: Urban Iconic, Urban Contemporary, and the “Unofficial Z Collection.” Our 14 Urban Iconic hotels encompass our architecturally or culturally significant hotels. The Urban Contemporary portfolio includes 26 exceptional, independent or soft branded lifestyle urban hotels. And finally, the “Unofficial Z Collection” is currently a group of 6 (and growing) experiential urban hotels utilizing our proprietary “Z” brand, where each hotel is individually curated with a distinct personality and soul, yet a similar attitude and DNA with each hotel’s name beginning with a “Z.”

The Unique Lifestyle Resorts portfolio consists of 8 experiential high-quality, upper-upscale and luxury resorts, representing 17% of our total Hotel EBITDA. The resort portfolio provides distinctive experiences in several top U.S. resort settings, such as Key West and San Diego. This portfolio produced an impressive \$48

thousand of Hotel EBITDA per room in 2018, compared to the already remarkable average of \$36 thousand of Hotel EBITDA per room for our total portfolio.

Lastly, the Urban Major Branded portfolio provides a more traditional branded experience that is focused on our selected key U.S. gateway urban markets. This portfolio consists of 7 hotels utilizing 5 highly reputable brands, representing 20% of our total hotel EBITDA. We look forward to further unlocking value among these distinct portfolios to create value for our shareholders.

Recapping our operating performance for 2018, which was somewhat overshadowed by the LaSalle acquisition, we were very pleased with our results despite the several renovations and third-party brand integrations we endured. Same-Property RevPAR increased by 1.0%, which approached the top end of the outlook we provided at the beginning of 2018. Our efforts to reconcept Food & Beverage outlets, through high-style design renovations and creative space reconfigurations, as well as enhance our amenity offerings for guests, allowed us to increase Same-Property Total RevPAR by 1.5%. Given our top-line growth, we were able to drive gains across Same-Property Hotel EBITDA, which increased by 0.5%, with Same-Property Hotel EBITDA margins declining just 35 bps, both of which exceeded our initial 2018 outlook. While Adjusted FFO ("Funds from Operations") per share decreased by 4.7% due to the one-time negative impact of the LaSalle transaction's timing and seasonality, Adjusted EBITDAre increased by 9.4% year-over-year, demonstrating strong performance overall for us.

We had many successes during the year that we are proud of, but we were not immune to operating challenges. Several of our properties were negatively impacted by the Kimpton-IHG and Starwood-Marriott brand integrations. Additionally, union strikes affected 5 of our Marriott managed hotels during the third and fourth quarters of 2018. Furthermore, above-inflationary labor cost increases, a lack of available workers to fill open positions and mandated minimum wage increases in major urban cities continued to put pressure on our operating margins. Nonetheless, we have continued to pursue creative solutions to offset these operating issues to maximize profits at our hotels. In fact, with our more extensive portfolio, we expect to realize millions of dollars of economies of scale advantages at our hotels, and we have allocated several team members who are focused exclusively on evaluating and executing on these portfolio-wide opportunities.

During 2018, we completed and commenced numerous comprehensive renovations totaling \$87.0 million of capital reinvestments throughout our portfolio. These projects included an \$18.0 million redevelopment and repositioning of Mondrian Los Angeles, a \$9.0 million guestroom and bathroom renovation at Sir Francis Drake and a \$10.0 million comprehensive renovation at W Hotel Boston. From the legacy LaSalle portfolio, several projects were completed including the \$21.7 million renovation of The Westin Copley Place, Boston, \$7.2 million at Paradise Point Resort & Spa, \$6.2 million at The Heathman Hotel

and \$5.3 million at Chamberlain West Hollywood. In 2019, we intend to commence or complete several additional renovations and repositioning projects, including \$21.0 million at Hilton San Diego Resort, \$13.0 million at Westin San Diego Gaslamp Quarter, \$13.0 million at Embassy Suites San Diego Bay – Downtown, \$12.0 million at Viceroy Santa Monica and numerous others. Historically, these kinds of major projects have generated significant returns on invested capital, and we believe these capital investments will also generate attractive cash flow returns on our investments in the coming years while improving the overall value of our hotel portfolio.

We distributed \$1.52 per share in dividends to common shareholders in 2018, which was in-line with our 2017 dividend, and we intend to maintain our well-covered and reliable dividend in 2019 at the same level.

As we look ahead to 2019, we are optimistic given that travel demand remains solid despite a softening in global economic growth trends. Above inflationary increases in labor costs will continue to put pressure on profit growth, but our asset management teams will continue to work closely with our hotel operating teams to find ways to deliver increased efficiencies and improved operating performance, which is our focus year in and year out.

Our mission and vision for Pebblebrook continue to be realized because of the hard work and collaboration of our hotel operating partners. Each year we express our appreciation for and celebrate our hotel management teams by holding the annual Pebby Awards, which recognize and reward teams that have shown outstanding performance in key categories over the last year. This year's winners included Hotel Zelos San Francisco, The Liberty Boston, Union Station Hotel Nashville, InterContinental Buckhead Atlanta, Hotel Zeppelin San Francisco, Hotel Zetta San Francisco, Embassy Suites San Diego Bay – Downtown, Sofitel Philadelphia at Rittenhouse Square, The Nines Hotel Portland, and Harbor Court Hotel San Francisco. We also had the pleasure of honoring 43 employees who have devoted over 35 years of service working at our properties. We are incredibly grateful and proud of the hard work and dedication we see in these passionate hotel team members.

We continue to be committed to making Pebblebrook the most respected hotel REIT in the industry by executing on the many opportunities that continue to exist in our larger portfolio of high quality, unique hotels. While we certainly have a lot of work ahead of us, we also know that we are exceptionally well positioned to provide strong returns to you, our fellow shareholders, and we appreciate your continued support.

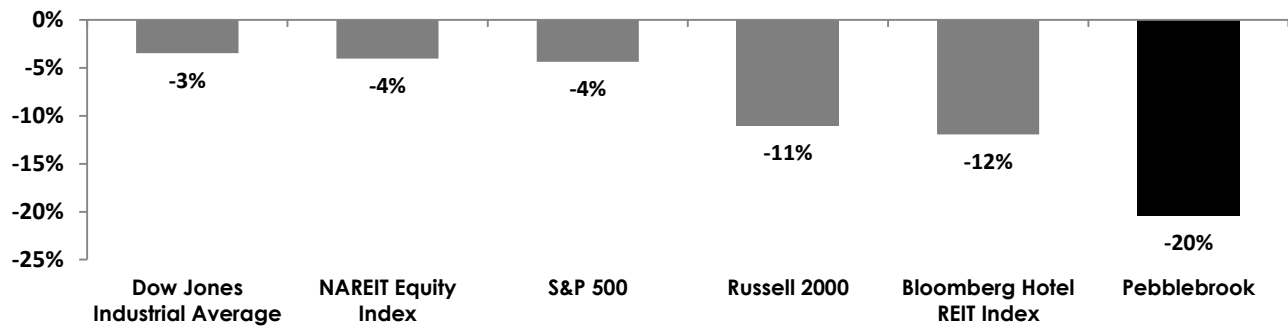
Sincerely,

Jon E. Bortz  
*Chairman, President and  
Chief Executive Officer*

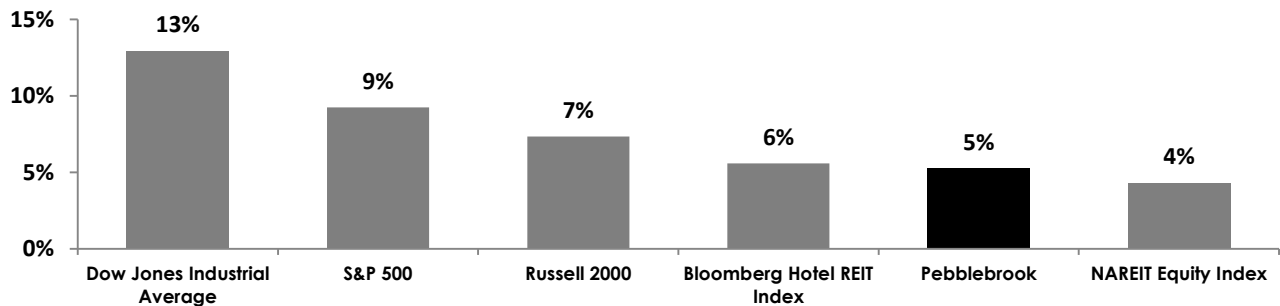
# Performance Summary



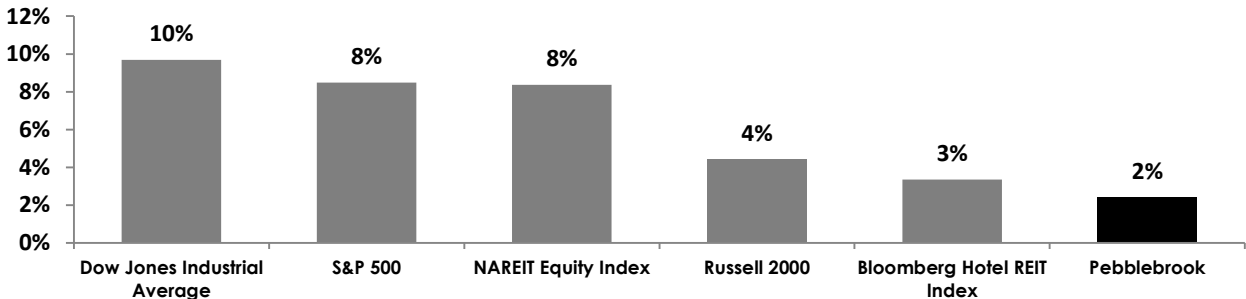
## 1-Year Total Return: 2018<sup>(1)</sup>



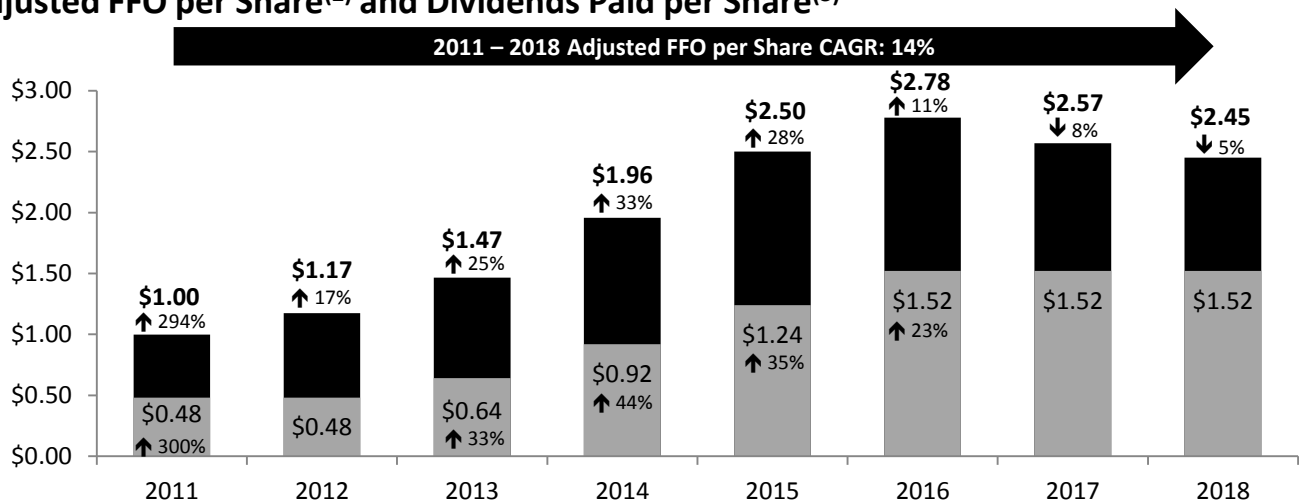
## 3-Year Total Return: 2015-2018<sup>(1)</sup>



## 5-Year Total Return: 2013-2018<sup>(1)</sup>



## Adjusted FFO per Share<sup>(2)</sup> and Dividends Paid per Share<sup>(3)</sup>



■ Adjusted FFO per Share

■ Dividend Paid per Share

(1) Source: Bloomberg

(2) Source: Company earnings releases, available at [www.pebblebrookhotels.com](http://www.pebblebrookhotels.com)

(3) Source: Company filings

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

FORM 10-K

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

For the fiscal year ended December 31, 2018  
OR

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

For the transition period from            to            .  
Commission File Number 001-34571

PEBBLEBROOK HOTEL TRUST

(Exact Name of Registrant as Specified in Its Charter)

Maryland  
(State of Incorporation or Organization)  
  
7315 Wisconsin Avenue, 1100 West  
Bethesda, Maryland  
(Address of Principal Executive Offices)

27-1055421  
(I.R.S. Employer Identification No.)  
  
20814  
(Zip Code)

(240) 507-1300

(Registrant's telephone number, including area code)

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

Title of Each Class	Name of Each Exchange on Which Registered
Common Shares of Beneficial Interest, \$0.01 par value per share	New York Stock Exchange
6.50% Series C Cumulative Redeemable Preferred Shares of Beneficial Interest, \$0.01 par value per share	New York Stock Exchange
6.375% Series D Cumulative Redeemable Preferred Shares of Beneficial Interest, \$0.01 par value per share	New York Stock Exchange
6.375% Series E Cumulative Redeemable Preferred Shares of Beneficial Interest, \$0.01 par value per share	New York Stock Exchange
6.3% Series F Cumulative Redeemable Preferred Shares of Beneficial Interest, \$0.01 par value per share	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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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

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

The aggregate market value of the 67,689,875 common shares of beneficial interest of the registrant held by non-affiliates of the registrant was \$2.6 billion based on the closing sale price on the New York Stock Exchange for such common shares of beneficial interest as of June 30, 2018.

The number of common shares of beneficial interest outstanding as of February 22, 2019 was 130,518,284.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's Definitive Proxy Statement for its 2019 Annual Meeting of Shareholders (to be filed with the Securities and Exchange Commission on or before April 30, 2019) are incorporated by reference into this Annual Report on Form 10-K in response to Part III, Items 10, 11, 12, 13 and 14.

**Pebblebrook Hotel Trust**

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## FORWARD-LOOKING STATEMENTS

This report, together with other statements and information publicly disseminated by us, contains certain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and include this statement for purposes of complying with these safe harbor provisions. Forward-looking statements, which are based on certain assumptions and describe our future plans, strategies and expectations, are generally identifiable by use of the words "may", "will", "should", "potential", "could", "seek", "assume", "forecast", "believe", "expect", "intend", "anticipate", "estimate", "project" or similar expressions. Forward-looking statements in this report include, among others, statements about our business strategy, including acquisition and development strategies, industry trends, estimated revenues and expenses, estimated costs and durations of renovation or restoration projects, estimated insurance recoveries, our ability to realize deferred tax assets and expected liquidity needs and sources (including capital expenditures and our ability to obtain financing or raise capital). You should not rely on forward-looking statements since they involve known and unknown risks, uncertainties and other factors that are, in some cases, beyond our control and which could materially affect actual results, performance or achievements. Factors that may cause actual results to differ materially from current expectations include, but are not limited to:

- risks associated with the hotel industry, including competition, changes in visa and other travel policies by the U.S. government making it less convenient, more difficult or less desirable for international travelers to enter the U.S., increases in employment costs, energy costs and other operating costs, or decreases in demand caused by events beyond our control including, without limitation, actual or threatened terrorist attacks, natural disasters, cyber-attacks, any type of flu or disease-related pandemic, or downturns in general and local economic conditions;
- the availability and terms of financing and capital and the general volatility of securities markets;
- our dependence on third-party managers of our hotels, including our inability to implement strategic business decisions directly;
- risks associated with the global economy and real estate industry, including environmental contamination and costs of complying with the Americans with Disabilities Act and similar laws;
- interest rate increases;
- our possible failure to qualify as a real estate investment trust ("REIT") under the Internal Revenue Code of 1986, as amended (the "Code"), and the risk of changes in laws affecting REITs;
- the timing and availability of potential hotel acquisitions, our ability to identify and complete hotel acquisitions and our ability to complete hotel dispositions in accordance with our business strategy;
- the possibility of uninsured losses;
- risks associated with redevelopment and repositioning projects, including delays and cost overruns; and
- the other factors discussed under the heading "Risk Factors" in this Annual Report on Form 10-K.

Accordingly, there is no assurance that our expectations will be realized. Except as otherwise required by the federal securities laws, we disclaim any obligations or undertaking to publicly release any updates or revisions to any forward-looking statement contained herein (or elsewhere) to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

The "Company", "we" or "us" mean Pebblebrook Hotel Trust, a Maryland real estate investment trust, and one or more of its subsidiaries (including Pebblebrook Hotel, L.P., our operating partnership), or, as the context may require, Pebblebrook Hotel Trust only or Pebblebrook Hotel, L.P. only.



## PART I

### Item 1. Business.

#### General

Pebblebrook Hotel Trust is an internally managed hotel investment company, organized in October 2009 to opportunistically acquire and invest in hotel properties located primarily in major U.S. cities, with an emphasis on the major gateway coastal markets. As of December 31, 2018, the Company owned 63 hotels with a total of 15,253 guest rooms.

Substantially all of the Company's assets are held by, and all of the operations are conducted through, Pebblebrook Hotel, L.P. (our "Operating Partnership"). The Company is the sole general partner of the Operating Partnership. At December 31, 2018, the Company owned 99.7% of the common limited partnership units issued by the Operating Partnership ("common units"). The remaining 0.3% of the common units are owned by the other limited partners of the Operating Partnership. For the Company to qualify as a REIT under the Code, it cannot operate the hotels it owns. Therefore, the Operating Partnership and its subsidiaries lease the hotel properties to subsidiaries of Pebblebrook Hotel Lessee, Inc. (collectively with its subsidiaries, "PHL") and LaSalle Hotel Lessee Inc. (collectively with its subsidiaries, "LHL"), the Company's taxable REIT subsidiaries ("TRSs"), which in turn engages third-party eligible independent contractors to manage the hotels. PHL and LHL are consolidated into the Company's financial statements.

#### Merger with LaSalle Hotel Properties

On November 30, 2018, we completed our merger with LaSalle Hotel Properties ("LaSalle"). Pursuant to the Agreement and Plan of Merger, dated as of September 6, 2018, as amended on September 18, 2018 (the "Merger Agreement"), by and among the Company, the Operating Partnership, Ping Merger Sub, LLC ("Merger Sub"), Ping Merger OP, LP ("Merger OP"), LaSalle and LaSalle Hotel Operating Partnership, L.P. ("LaSalle OP").

Pursuant to the Merger Agreement, on November 30, 2018, Merger OP merged with and into LaSalle OP (the "Partnership Merger") with LaSalle OP surviving as a subsidiary of the Operating Partnership. Immediately following the Partnership Merger, LaSalle merged with and into Merger Sub (the "Company Merger" and, together with the Partnership Merger, the "Mergers") with Merger Sub surviving as a wholly owned subsidiary of the Company. On December 3, 2018, Merger Sub assigned all of its rights and obligations to the Company and was liquidated and dissolved.

Upon completion of the Company Merger and pursuant to the Merger Agreement, each issued and outstanding LaSalle common share of beneficial interest, \$0.01 par value per share ("LaSalle common shares") (other than the 10.8 million LaSalle common shares held by us) was converted into the right to receive either (i) 0.92 of our common shares and cash in lieu of fractional shares, if any; or (ii) \$37.80 in cash, subject to certain adjustments and to any applicable withholding tax (the "Cash Consideration"). The maximum number of LaSalle common shares that were eligible to be converted into the right to receive the Cash Consideration was equal to 30% of the aggregate number of LaSalle common shares issued and outstanding immediately prior to completion of the Company Merger. LaSalle common shares held by us were excluded from the cash election in the Company Merger and were cancelled. In addition, each issued and outstanding LaSalle 6.375% Series I cumulative redeemable preferred share was converted into the right to receive one of our 6.375% Series E cumulative redeemable preferred shares and each issued and outstanding LaSalle 6.3% Series J cumulative redeemable preferred share was converted into the right to receive one of our 6.3% Series F cumulative redeemable preferred shares. As consideration in the Company Merger, we issued 61,399,104 of our common shares, 4,400,000 shares of our 6.375% Series E Cumulative Redeemable Preferred Shares (the "Series E Preferred Shares") and 6,000,000 shares of our 6.3% Series F Cumulative Redeemable Preferred Shares (the "Series F Preferred Shares") and paid an aggregate of \$1.7 billion in cash.

Upon completion of the Partnership Merger and under the terms of the Merger Agreement, each common unit of LaSalle OP (a "LaSalle OP Common Unit") that was issued and outstanding immediately prior to completion of the Partnership Merger, other than LaSalle OP Common Units held by LaSalle and its subsidiaries, was cancelled and converted into the right to receive 0.92 common units of the Operating Partnership, without interest. As consideration in the Partnership Merger for our acquisition of the common units of the operating partnership of LaSalle not held by LaSalle or its affiliates, the Operating Partnership issued 133,605 of its common units.

The combined company, headquartered in Bethesda, Maryland, continues to be led by the senior management team that was leading the Company prior to the Mergers. Additional information on the Mergers can be found in Note 3 to the accompanying consolidated financial statements.

## Business Objectives and Strategies

### *Acquisitions/Investments*

We invest in hotel properties located primarily in major U.S. cities, including Atlanta, Boston, Chicago, Key West, Los Angeles, Miami, Nashville, Naples, New York, Philadelphia, Portland, Santa Monica, San Diego, San Francisco, Seattle and Washington, D.C., with an emphasis on major gateway urban markets. We believe these markets have high barriers-to-entry and provide diverse sources of meeting and room night demand generators. In addition, we also opportunistically target investments in resort properties located near our primary urban target markets, as well as in select destination resort markets such as south Florida and southern California. We focus on both branded and independent full-service hotels in the “upper upscale” segment of the lodging industry. The full-service hotels on which we focus our investment activity generally have one or more restaurants, lounges, meeting facilities and other amenities, as well as high levels of customer service. We believe that our target markets, including the major gateway markets, are characterized by high barriers-to-entry and that room-night demand and average daily rate (“ADR”) growth of these types of hotels will outperform the national average over the long-term, as they have in past cyclical recoveries and growth periods.

We perform and utilize extensive research to evaluate any target market and property, including a detailed review of the long-term economic outlook, trends in local demand generators, competitive environment, property systems and physical condition and property financial performance. Specific acquisition criteria may include, but are not limited to, the following:

- premier locations, facilities and other competitive advantages not easily replicated;
- high barriers-to-entry in the market, such as scarcity of development sites, regulatory hurdles, high per-room development costs and long lead times for new development;
- acquisition prices at a discount to replacement cost;
- properties not subject to long-term management contracts with hotel management companies;
- potential return on investment initiatives, including redevelopment, rebranding, redesign, expansion and change of management;
- opportunities to implement value-added operational improvements; and
- strong demand growth characteristics supported by favorable demographic indicators.

We believe that upper-upscale, full-service hotels and resorts and upscale, select-service hotels located in major U.S. urban, convention and drive-to and destination resort markets are likely to generate the most favorable returns on investment in the lodging industry over the long-term. However, short-term increases in supply above historical averages in certain markets may temporarily affect these long-term favorable returns. Nationally, new hotel supply growth has increased from its historically low levels and is generally in-line with demand growth. Industry occupancy levels are expected to remain flat. Supply growth has increased, particularly in certain of our markets, however, construction financing is becoming more difficult to obtain. In addition, fundamentals are improving as corporate profits strengthen and employment levels increase. This may improve the ability of our hotels to increase room rates. We believe that portfolio diversification will allow us to capitalize from growth in various customer segments, including business transient, leisure transient and group and convention room-night demand, as well as mitigate the negative impact from increases in hotel room supply.

We generally seek to enter into flexible management contracts, when possible, with third-party hotel management companies for the operation of our hotels that provide us with the ability to replace operators and/or reposition properties, to the extent that we determine to do so and align our operators with our objective of maximizing our return on investment. In addition, we believe that flexible management contracts facilitate the sale of hotels, and we may seek to sell hotels opportunistically if we believe sales proceeds may be invested in other hotel properties that offer more attractive risk-adjusted returns.

We may engage in full or partial redevelopment, renovation and repositioning of certain properties, as we seek to maximize the financial performance of our hotels. In addition, we may acquire properties that require significant capital improvement, renovation or refurbishment. Over the long-term, we may acquire hotel and resort properties that we believe would benefit from significant redevelopment or expansion, including, for example, adding rooms, meeting facilities or other amenities.

We may consider acquiring outstanding debt secured by a hotel or resort property from lenders and investors if we believe we can foreclose on or acquire ownership of the property in the near-term. In connection with our acquisitions, generally we do not intend to originate any debt financing or purchase any debt where we do not expect to gain ownership of the underlying property. Additionally, we have co-invested, and may in the future co-invest, in hotels with third parties through partnerships, joint ventures or other entities, acquiring non-controlling interests in or sharing responsibility for a property, partnership, joint venture or other entity.

### ***Asset Management***

While we do not operate our hotel properties, both our asset management team and our executive management team monitor and work cooperatively with our hotel managers by advising and making recommendations in all aspects of our hotels' operations, including property positioning and repositioning, revenue and expense management, operations analysis, physical design, renovation and capital improvements, guest experience and overall strategic direction. We believe we can add significant value to our portfolio through our intensive asset management strategies. Our executives and asset management team have significant experience in hotel operations and creating and implementing innovative asset management initiatives.

We have developed strategic short- and long-term capital investment plans to enhance our hotels' profitability through the strategic use of, among others, expansions, additions, renovations, technology upgrades and modifications, and energy efficiency improvements. We are also focused on revenue and expense management at our properties. We work closely with our hotel operators to evaluate optimal market mix and pricing strategies, ensure quality staffing and appropriate management focus, implement best practices to minimize expenses and aggressively monitor and evaluate our hotels' operations and performance.

### **Financing Strategies**

Over time, we intend to finance our long-term growth with issuances of common and preferred equity securities and debt financings having staggered maturities. Our debt includes senior unsecured credit facilities, term loans, unsecured notes, mortgage debt secured by our hotel properties or our leasehold interests on our hotel properties subject to ground leases and may include other unsecured debt in the future.

We anticipate using our senior unsecured revolving credit facilities, term loans, senior unsecured notes, common and preferred equity issuances, and mortgage debt financings to fund future acquisitions as well as for property redevelopments, return on investment initiatives and working capital requirements. Subject to market conditions, we intend to repay amounts outstanding under our senior unsecured revolving credit facilities from time to time with proceeds from periodic common and preferred equity issuances, long-term debt financings, cash flows from operations and opportunistic or strategic dispositions.

When purchasing hotel properties, we may issue limited partnership interests in our Operating Partnership as full or partial consideration to sellers who may desire to take advantage of tax deferral on the sale of a hotel or participate in the potential appreciation in value of our common shares of beneficial interest, or common shares. To date, we have not issued any limited partnership interests in our Operating Partnership to purchase hotel properties.

### **Competition**

We compete for hotel investment opportunities with institutional investors, private equity investors, other REITs and numerous local, regional, national and international owners, including franchisors, in each of our target markets. Some of these entities have substantially greater financial resources than we do and may be able and willing to accept more risk than we can prudently manage. Competition generally may increase the bargaining power of property owners seeking to sell and reduce the number of suitable investment opportunities offered to us or purchased by us.

The hotel industry is highly competitive. Our hotels compete with other hotels, and alternative lodging marketplaces, for guests in our markets. Competitive factors include, among others, location, convenience, brand affiliation, room rates, range of services, facilities and guest amenities or accommodations offered and quality of guest service. Competition in the markets in which our hotels operate includes competition from existing, newly renovated and newly developed hotels in the relevant segments. Competition can adversely affect the occupancy, ADR and room revenue per available room ("RevPAR") of our hotels, and thus our financial results, and may require us to provide additional amenities, incur additional costs or make capital improvements that we otherwise might not choose to make, which may adversely affect our profitability.

### **Seasonality**

Demand in the lodging industry is affected by recurring seasonal patterns which are greatly influenced by overall economic cycles, geographic locations, weather and the customer mix at the hotels. Generally, our hotels have lower revenue, operating income and cash flow in the first quarter and higher revenue, operating income and cash flow in the third quarter.

## **Regulations**

Our hotel properties are subject to various federal, state and local environmental laws. Under these laws, courts and government agencies have the authority to require us, as owner of a contaminated property, to clean up the property, even if we did not know of or were not responsible for the contamination. These laws also apply to persons who owned a property at the time it became contaminated, and therefore it is possible we could incur these costs even after we sell a property. In addition to the costs of cleanup, environmental contamination can affect the value of a property and, therefore, an owner's ability to borrow using the property as collateral or to sell the property. Under the environmental laws, courts and government agencies also have the authority to require that a person who sent waste to a waste disposal facility, such as a landfill or an incinerator, pay for the clean-up of that facility if it becomes contaminated and threatens human health or the environment.

Furthermore, various court decisions have established that third parties may recover damages for injury caused by property contamination. For instance, a person exposed to asbestos while staying in a hotel may seek to recover damages if he or she suffers injury from the asbestos. Lastly, some of these environmental laws restrict the use of a property or place conditions on various activities. An example would be laws that require a business using chemicals (such as swimming pool chemicals at a hotel property) to manage them carefully and to notify local officials that the chemicals are being used.

We could be responsible for any of the costs discussed above. The costs to clean up a contaminated property, to defend against a claim, or to comply with environmental laws could be material and could adversely affect the funds available for distribution to our shareholders. Prior to closing a property acquisition, we obtain Phase I environmental site assessments, or ESAs, in order to attempt to identify potential environmental concerns at the properties. These assessments are carried out in accordance with an appropriate level of due diligence and generally include a physical site inspection, a review of relevant federal, state and local environmental and health agency database records, one or more interviews with appropriate site-related personnel, review of the property's chain of title and review of historic aerial photographs and other information on past uses of the property. We may also conduct limited subsurface investigations and test for substances of concern where the results of the Phase I ESAs or other information indicates possible contamination or where our consultants recommend such procedures. However, these Phase I ESAs or other investigations may not reveal all environmental costs that might have a material adverse effect on our business, assets, results of operations or liquidity and may not identify all potential environmental liabilities.

We believe that our hotels are in compliance, in all material respects, with all federal, state and local environmental ordinances and regulations regarding hazardous or toxic substances and other environmental matters, the violation of which could have a material adverse effect on us. We have not received written notice from any governmental authority of any material noncompliance, liability or claim relating to hazardous or toxic substances or other environmental matters in connection with any of our properties.

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

## **Tax Status**

We have elected to be taxed as a REIT under Sections 856 through 860 of the Code. As a result, we generally are not subject to corporate federal income tax on that portion of our REIT taxable income that we currently distribute to our shareholders. A REIT is subject to numerous organizational and operational requirements, including requirements concerning the nature of our gross income and assets and specifying generally that we must distribute at least 90 percent of our REIT taxable income (determined without regard to the deduction for dividends paid and excluding net capital gains) each year. We will be subject to federal income tax on our taxable income at regular corporate rates (at a 35% rate through 2017 and a 21% rate in 2018 and subsequent years) if we fail to qualify as a REIT for federal income tax purposes in any taxable year, or to the extent we distribute less than 100 percent of our REIT taxable income. We will also not be permitted to qualify for treatment as

a REIT for federal income tax purposes for four years following the year during which qualification is lost. Even if we continue to qualify as a REIT for federal income tax purposes, we will be subject to certain state and local income, franchise and property taxes.

For us to qualify as a REIT under the Code, we cannot operate the hotels we own and acquire. Therefore, our Operating Partnership and its subsidiaries lease our hotel properties to our TRS lessees who in turn engage third-party eligible independent contractors to manage our hotels. The earnings of TRS lessees are subject to taxation like other regular C corporations.

### **Joint Venture**

We hold a 99.99% controlling interest in The Liberty, A Luxury Collection Hotel, Boston. Since we hold a controlling interest, the joint venture has been consolidated in our financial statements. The 0.01% interest of the third party partner is included in non-controlling interests in the consolidated balance sheets.

### **Employees**

We currently employ 50 full-time employees. None of our employees is a member of a union; however, some employees of the hotel managers at several of our hotels are currently represented by labor unions and are subject to collective bargaining agreements.

### **Available Information**

Our Internet website is located at [www.pebblebrookhotels.com](http://www.pebblebrookhotels.com). Copies of the charters of the committees of our board of trustees, our code of business conduct and ethics and our corporate governance guidelines are available on our website. All reports that we have filed with the United States Securities and Exchange Commission (the "SEC") including this Annual Report on Form 10-K and our current reports on Form 8-K, can be obtained free of charge from the SEC's website at [www.sec.gov](http://www.sec.gov) or through our website.

### **Item 1A. Risk Factors.**

The following discussion concerns some of the risks associated with our business and should be considered carefully. These risks are interrelated and you should treat them as a whole. Additional risks and uncertainties not presently known to us may also materially and adversely affect our business operations, the value of our shares and our ability to pay dividends to our shareholders. In connection with the forward-looking statements that appear in this Annual Report on Form 10-K, in these risk factors and elsewhere, you should carefully review the section entitled "Forward-Looking Statements."

#### **Risks Related to Our Business and Properties**

***We depend on the efforts and expertise of our executive officers and would be adversely affected by the loss of their services.***

We depend on the efforts and expertise of our Chairman, President and Chief Executive Officer, as well as our other executive officers, to execute our business strategy. The loss of their services, and our inability to quickly identify and hire suitable replacements, could have an adverse effect on our business activities, including, without limitation, relationships with shareholders, lenders, management companies, joint venture partners and other industry personnel.

***Our returns could be negatively impacted if the third-party management companies that operate our hotels do not manage our hotel properties effectively.***

Because U.S. federal income tax laws restrict REITs and their subsidiaries from operating or managing a hotel, we do not operate or manage any of our hotel properties. Instead, we lease all of our hotel properties to subsidiaries that qualify as TRSs, under applicable REIT laws, and our TRS lessees retain third-party managers to operate our hotels pursuant to management contracts. Our cash flow from the hotels may be adversely affected if our managers fail to provide quality services and amenities or if they or their affiliates fail to maintain a quality brand name. In addition, our managers or their affiliates may manage, and in some cases may own, invest in or provide credit support or operating guarantees, to hotels that compete with hotel properties that we own or acquire, which may result in conflicts of interest and decisions regarding the operation of our hotels that are not in our best interests.

We do not have the authority to require any hotel property to be operated in a particular manner or to govern any particular aspect of the daily operations of any hotel property (for example, setting room rates). Thus, even if we believe our hotels are being operated inefficiently or in a manner that does not result in satisfactory occupancy rates, RevPAR and ADR, we cannot force the management company to change its method of operating our hotels. We generally will attempt to resolve issues with our managers through discussions and negotiations. However, if we are unable to reach satisfactory results through discussions and negotiations, we may choose to litigate the dispute or submit the matter to third-party dispute resolution. We can only seek redress if a management company violates the terms of the applicable management contract with a TRS lessee, and then only to the extent of the remedies provided for under the terms of the management contract. Additionally, in the event that we need to replace any management company, we may be required by the terms of the management contract to pay substantial termination fees and may experience significant disruptions at the affected hotels.

***Our TRS lessee structure subjects us to the risk of increased hotel operating expenses.***

Our leases with our TRS lessees require our TRS lessees to pay rent based in part on revenues from our hotels. Our operating risks include decreases in hotel revenues and increases in hotel operating expenses, which would adversely affect our TRS lessees' ability to pay rent due under the leases, including but not limited to increases in: wage and benefit costs, which may include an increase in minimum wages and health benefit costs; repair and maintenance expenses; property taxes; insurance costs; and other operating expenses. Increases in these operating expenses can have a significant adverse impact on our financial condition, results of operations, the market price of our common shares and our ability to make distributions to our shareholders.

***Our ability to make distributions to our shareholders is subject to fluctuations in our financial performance, operating results and capital improvements requirements.***

To maintain our qualification as a REIT for U.S. federal income tax purposes, we are required to distribute at least 90 percent of our REIT taxable income (determined without regard to the deduction for dividends paid and excluding any net capital gains) each year to our shareholders and we generally expect to make distributions in excess of such amount. In the event of downturns in our operating results, unanticipated capital improvements to our hotel properties or other factors, we may be unable to declare or pay distributions to our shareholders. The timing and amount of distributions are in the sole discretion of our board of trustees which will consider, among other factors, our financial performance, any debt service obligations, any debt covenants and capital expenditure requirements. We cannot assure you that we will generate sufficient cash in order to fund distributions.

***We invest primarily in the upper-upscale segment of the lodging market, which is highly competitive and generally subject to greater volatility than most other market segments and could negatively affect our profitability.***

The upper-upscale segment of the hotel business is highly competitive. Our hotel properties compete on the basis of location, room rates, quality, service levels, reputation and reservations systems, among many factors. There are many competitors in the upper-upscale segment, and many of these competitors may have substantially greater marketing and financial resources than we have. This competition could reduce occupancy levels and RevPAR at our hotels. In addition, in periods of weak demand, as may occur during a general economic recession, profitability is adversely affected by the relatively high fixed costs of operating upper-upscale hotels.

***Restrictive covenants in our management contracts could preclude us from taking actions with respect to the sale or refinancing of a hotel property that would otherwise be in our best interest.***

We may enter into management contracts that contain some restrictive covenants or acquire properties subject to existing management contracts that do not allow the flexibility we seek, including management contracts that restrict our ability to terminate the contract or require us to pay significant termination fees. For example, the terms of some management contracts may restrict our ability to sell a property unless the purchaser is not a competitor of the manager and assumes the related management contract and meets specified other conditions which may preclude us from taking actions that would otherwise be in our best interest or could cause us to incur substantial expense.

***Due to our concentration in hotel investments primarily in major gateway urban markets, a downturn in the lodging industry generally or a regional downturn in the markets in which we operate would adversely affect our operations and financial condition.***

Our primary business is hotel-related. Therefore, a downturn in the lodging industry, in general, and the segments and markets (especially West Coast major gateway metropolitan markets) in which we operate, in particular, would have a material adverse effect on our financial condition, results of operations, the market price of our common shares and our ability to make distributions to our shareholders.

***Any joint venture investments that we may make in the future could be adversely affected by our lack of sole decision-making authority, our reliance on our co-venturers' financial condition and disputes between us and our co-venturers.***

We may co-invest in hotels in the future with third parties through partnerships, joint ventures or other entities, acquiring non-controlling interests in or sharing responsibility for a property, partnership, joint venture or other entity. In this event, we would not be in a position to exercise sole decision-making authority regarding the property, partnership, joint venture or other entity. Investments through partnerships, joint ventures, or other entities may, under certain circumstances, involve risks not present were a third party not involved, including the possibility that partners or co-venturers might become bankrupt, fail to fund their share of required capital contributions, make dubious business decisions or block or delay necessary decisions. Partners or co-venturers may have economic or other business interests or goals which are inconsistent with our business interests or goals, and may be in a position to take actions contrary to our policies or objectives. Such investments may also have the potential risk of impasses on decisions, such as a sale, because neither we nor the partner or co-venturer would have full control over the partnership or joint venture. Disputes between us and partners or co-venturers may result in litigation or arbitration that would increase our expenses and prevent our officers and/or trustees from focusing their time and effort on our business. Consequently, action by, or disputes with, partners or co-venturers might result in subjecting properties owned by the partnership or joint venture to additional risk. In addition, we may in certain circumstances be liable for the actions of our third-party partners or co-venturers.

***Our hotels operated under franchise agreements are subject to risks arising from adverse developments with respect to the franchise brand and to costs associated with maintaining the franchise license.***

Certain of our hotel properties operate under franchise agreements and we anticipate that some of the hotels we acquire in the future will operate under franchise agreements. We are therefore subject to the risks associated with concentrating hotel investments in several franchise brands, including reductions in business following negative publicity related to one of the brands or the general decline of a brand.

Maintenance of franchise licenses for branded hotel properties is subject to franchisors' operating standards and other terms and conditions including the requirement to make certain capital improvements. Franchisors periodically inspect hotel properties to ensure that we and our lessees and management companies follow their standards. Failure by us, one of our TRS lessees or one of our third-party management companies to maintain these standards or other terms and conditions could result in a franchise license being canceled. If a franchise license is canceled due to our failure to make required improvements or to otherwise comply with its terms, we also may be liable to the franchisor for a termination payment, which varies by franchisor and by hotel property.

The loss of a franchise license could materially and adversely affect the operations and the underlying value of the hotel property because of the loss of associated name recognition, marketing support and centralized reservation system provided by the franchisor and adversely affect our revenues, financial condition, results of operations, the market price of our common shares and our ability to make distributions to our shareholders.

***Debt service obligations could adversely affect our overall operating results, may require us to sell hotel properties, may jeopardize our qualification as a REIT and could adversely affect our ability to make distributions to our shareholders and the market price of our common shares.***

Our business strategy includes the use of both secured and unsecured debt to finance long-term growth. Incurring debt subjects us to many risks, including the risks that our cash flow from operations will be insufficient to make required payments of principal and interest, our debt may increase our vulnerability to adverse economic and industry conditions, we may be required to dedicate a substantial portion of our cash flow from operations to payments on our debt, and the terms of any refinancing will not be as favorable as the terms of the debt being refinanced.

We have placed and will continue to place mortgages on certain of our hotel properties to secure debt. To the extent we cannot meet any of our debt service obligations, we may be required to sell or we will risk losing to foreclosure some or all of our mortgaged hotel properties. If we are required to sell one or more of our hotel properties to meet debt service obligations, we may have to accept unfavorable terms. Also, covenants applicable to debt could impair our planned investment strategy and, if violated, result in a default. If we violate covenants relating to indebtedness, we could be required to repay all or a portion of our indebtedness before maturity at a time when we might be unable to arrange financing for such repayment on attractive terms, if at all. In addition, future indebtedness agreements may require that we meet certain covenant tests in order to make distributions to our shareholders.

Higher interest rates could increase debt service requirements on any of our floating rate debt, including our senior unsecured revolving credit facilities, and could reduce the amounts available for distribution to our shareholders, as well as reduce funds available for our operations, future business opportunities or other purposes. We have obtained, and we may in the

future obtain, one or more forms of interest rate protection — in the form of swap agreements, interest rate cap contracts or similar agreements that are consistent with our intention to remain qualified as a REIT — to “hedge” against the possible negative effects of interest rate fluctuations. However, such hedging incurs costs and we cannot assure you that any hedging will adequately relieve the adverse effects of interest rate increases or that counterparties under these agreements will honor their obligations thereunder. Adverse economic conditions could also cause the terms on which we borrow to be unfavorable.

***Our senior executive officers have broad discretion to make investments, and they may make investments where the returns are substantially below expectations or which result in net operating losses.***

Our senior executive officers have broad discretion, within the general investment criteria established by our board of trustees, to invest our capital and to determine the timing of such investments. In addition, our investment policies may be revised from time to time at the discretion of our board of trustees, without a vote of our shareholders. Such discretion could result in investments that may not yield returns consistent with expectations.

***Some of our hotels are subject to rights of first offer which may adversely affect our ability to sell those properties on favorable terms or at all.***

We are subject to a franchisor’s or operator’s right of first offer, in some instances. These third-party rights may adversely affect our ability to timely dispose of these properties on favorable terms, or at all.

***The purchase or sale of properties we put under contract may not be consummated.***

From time to time, we enter into purchase and sale agreements for hotel properties. These transactions, whether or not consummated, require substantial time and attention from management. Furthermore, potential acquisitions and potential dispositions require significant expense, including expenses for due diligence, marketing, legal fees and related overhead. To the extent we do not consummate one or more of the transactions, these expenses will not be offset by revenues or proceeds from these properties or dispositions.

***If we cannot obtain financing, our growth will be limited.***

To maintain our qualification as a REIT for U.S. federal income tax purposes, we are required to distribute at least 90 percent of our REIT taxable income (determined without regard to the deduction for dividends paid and excluding any net capital gains) each year to our shareholders and we generally expect to make distributions in excess of such amount. As a result, our ability to retain earnings to fund acquisitions, redevelopment and development or other capital expenditures is and will continue to be limited. Although our business strategy contemplates future access to debt financing (in addition to our senior unsecured revolving credit facilities and term loans) to fund acquisitions, redevelopment, development, return on investment initiatives and working capital requirements, there can be no assurance that we will be able to obtain such financing on favorable terms or at all. Events in financial markets have adversely impacted the credit markets, and they may do so in the future, and, as a result, credit can become significantly more expensive and difficult to obtain, if available at all. Tightening credit markets may have an adverse effect on our ability to obtain financing on favorable terms, if at all, thereby increasing financing costs and/or requiring us to accept financing with increased restrictions and/or significantly higher interest rates. If adverse conditions in the credit markets—in particular with respect to real estate or lodging industry finance—materially deteriorate, our business could be materially and adversely affected.

***Our cash and cash equivalents are maintained in a limited number of financial institutions and the funds in those institutions may not be fully or federally insured.***

We maintain cash balances in a limited number of financial institutions. Our cash balances are generally in excess of federally insured limits. The failure or collapse of one or more of these financial institutions may materially adversely affect our ability to recover our cash balances.

***Our conflicts of interest policy may not adequately address all of the conflicts of interest that may arise with respect to our activities.***

In order to avoid any actual or perceived conflicts of interest with our trustees, officers or employees, we have adopted a conflicts of interest policy to specifically address some of the conflicts relating to our activities. Although under this policy any transaction, agreement or relationship in which any of our trustees, officers or employees has an interest must have the approval of a majority of our disinterested trustees, there is no assurance that this policy will be adequate to address all of the conflicts that may arise or will address such conflicts in a manner that is favorable to us.



## **Risks Related to Debt and Financing**

### ***Our existing indebtedness contains financial covenants that could limit our operations and our ability to make distributions to our shareholders.***

The credit agreements that govern our existing senior unsecured revolving credit facilities and unsecured term loan facilities contain financial and operating covenants, such as net worth requirements, fixed charge coverage, debt ratios and other limitations that restrict our ability to make distributions or other payments to our stockholders, sell all or substantially all of our assets and engage in mergers, consolidations and certain acquisitions without the consent of the lenders. In addition, our existing property-level debt contains restrictions (including cash management provisions) that may under circumstances specified in the loan agreements prohibit our subsidiaries that own our hotels from making distributions or paying dividends, repaying loans to us or other subsidiaries or transferring any of their assets to us or another subsidiary which could adversely affect our ability to make distributions to our shareholders. Failure to meet our financial covenants could result from, among other things, changes in our results of operations, the incurrence of additional debt or changes in general economic conditions. Such failures could cause one or more of our lenders to accelerate the timing of payments and could have a material adverse effect on our business, financial condition, results of operations and our ability to make distributions to our shareholders. The terms of our debt may restrict our ability to engage in transactions that we believe would otherwise be in the best interests of our shareholders.

### ***Some of our existing mortgage debt agreements may contain “cash trap” provisions that could limit our ability to make distributions to our shareholders.***

Some of our mortgage loan agreements may contain cash trap provisions that may be triggered if the performance of the hotels securing the loans declines below a threshold. If these provisions are triggered, substantially all of the profit generated by the hotel will be deposited directly into a lockbox account and then swept into a cash management account for the benefit of the lender. In that event, cash would be distributed to us only after certain items are paid, including deposits into leasing and maintenance reserves and the payment of debt service, insurance, taxes, operating expenses and extraordinary capital expenditures and leasing expenses. This could adversely affect our liquidity and our ability to make distributions to our shareholders.

### ***There is refinancing risk associated with our debt.***

Our typical debt contains limited principal amortization; therefore, the vast majority of the principal must be repaid at the maturity of the loan in a so-called “balloon payment.” At the maturity of these loans, assuming we do not have sufficient funds to repay the debt, we will need to refinance the debt. If the credit environment is constrained at the time of our debt maturities, we would have a very difficult time refinancing debt or refinancing terms may be at substantially higher interest rates and/or lower proceeds. If we are unable to refinance our debt on acceptable terms, we may be forced to choose from a number of unfavorable options. These options include agreeing to otherwise unfavorable financing terms on one or more of our unencumbered assets, selling one or more hotels at disadvantageous terms, including unattractive prices, or defaulting on the mortgage and permitting the lender to foreclose. Any one of these options could have a material adverse effect on our business, financial condition, results of operations and our ability to make distributions to our shareholders.

### ***If we default on our secured debt in the future, the lenders may foreclose on our hotels.***

All of our indebtedness for borrowed money, except our senior unsecured revolving credit facility, term loans and senior unsecured notes, is secured by either single property first mortgage liens or leasehold interests under the ground leases on the applicable hotel. If we default on any of the secured loans, the applicable lender will be able to foreclose on the property pledged to secure the loan.

In addition to causing us to lose the property, a foreclosure may result in taxable income. Under the Code, a foreclosure would be treated as a sale of the property for a purchase price equal to the outstanding balance of the debt secured by the mortgage. If the outstanding balance of the debt secured by the mortgage exceeds our tax basis in the property, we would recognize taxable income on foreclosure even though we did not receive any cash proceeds. As a result, we may then be required to identify and utilize other sources of cash for distributions to our shareholders. If this occurs, our financial condition, cash flow and ability to satisfy our other debt obligations or ability to pay distributions may be adversely affected.

### ***Acquiring outstanding debt secured by a hotel or resort property may expose us to risks of costs and delays in acquiring the underlying property.***

We may acquire outstanding debt secured by a hotel or resort property from lenders and investors if we believe we can ultimately foreclose or otherwise acquire ownership of the underlying property in the near-term through foreclosure, deed-in-lieu of foreclosure or other means. However, if we do acquire such debt, borrowers may seek to assert various defenses to our

foreclosure or other actions and we may not be successful in acquiring the underlying property on a timely basis, or at all, in which event we could incur significant costs and experience significant delays in acquiring such properties, all of which could adversely affect our financial performance and reduce our expected returns from such investments. In addition, we may not earn a current return on such investments particularly if the loan that we acquire is in default.

***Changes in the method of determining the London Interbank Offered Rate (“LIBOR”), or the replacement of LIBOR with an alternative reference rate, may adversely affect our financial results.***

As of December 31, 2018, all of the debt outstanding under our unsecured term loans and our senior unsecured revolving credit facilities was indexed to LIBOR. In July 2017, the Financial Conduct Authority (“FCA”), which regulates LIBOR, announced its intention to phase out LIBOR rates by the end of 2021. We cannot predict the further effect of the FCA’s announcement, any changes in the methods by which LIBOR is determined or any other reforms to LIBOR that may be enacted in the United Kingdom, the European Union or elsewhere. Such developments may cause LIBOR to perform differently than in the past, or cease to exist. In addition, any other legal or regulatory changes made by the FCA, ICE Benchmark Administration Limited, the European Money Markets Institute, the European Commission or any other successor governance or oversight body, or future changes adopted by such body, in the method by which LIBOR is determined or the transition from LIBOR to a successor benchmark may result in, among other things, a sudden or prolonged increase or decrease in LIBOR, a delay in the publication of LIBOR, and changes in the rules or methodologies in LIBOR, which may discourage market participants from continuing to administer or to participate in LIBOR’s determination, and, in certain situations, could result in LIBOR no longer being determined and published. If a published U.S. dollar LIBOR rate is unavailable after 2021, the interest rates on our debt which is indexed to LIBOR will be determined using alternative methods, which may result in interest obligations which are more than or do not otherwise correlate over time with the payments that would have been made on such debt if U.S. dollar LIBOR was available in its current form. Further, the same costs and risks that may lead to the unavailability of U.S. dollar LIBOR may make one or more of the alternative methods impossible or impracticable to determine. Any of these proposals or consequences could have a material adverse effect on our financing costs, and as a result, our financial condition, operating results and cash flows.

**Risks Related to the Lodging Industry**

***Economic conditions may reduce demand for hotel properties and adversely affect hotel profitability.***

The performance of the lodging industry has historically been closely linked to the performance of the general economy and, specifically, growth in U.S. GDP. It is also sensitive to business and personal discretionary spending levels. Declines in corporate travel budgets and consumer demand due to adverse general economic conditions, such as declines in U.S. GDP, risks affecting or reducing travel patterns (such as governmental restrictions on in-bound international travel), lower consumer confidence or adverse political conditions can lower the revenues and profitability of hotel properties and therefore the net operating profits of our TRS lessees to whom we lease our hotel properties. Another global economic downturn may lead to a significant decline in demand for products and services provided by the lodging industry, lower occupancy levels and significantly reduced room rates.

We cannot predict the pace or duration of the global economic cycles or the cycles in the lodging industry. A period of economic weakness would likely have an adverse impact on our revenues and negatively affect our financial condition, results of operations, the market price of our common shares and our ability to make distributions to our shareholders.

***Our operating results and ability to make distributions to our shareholders may be adversely affected by various operating risks common to the lodging industry.***

Our hotel properties have different economic characteristics than many other real estate assets and a hotel REIT is structured differently than many other types of REITs. Our TRS lessees engage hotel managers pursuant to management contracts and pay the managers fees for managing the hotels. The TRS lessees receive all the operating profit or losses of the hotels. Moreover, virtually all hotel guests stay at a hotel for only a few nights at a time, so the rate and occupancy at each of our hotels changes daily. As a result, we may have highly volatile earnings.

In addition, our hotel properties are subject to various operating risks common to the lodging industry, many of which are beyond our control, including the following:

- competition from other hotel properties and non-hotel properties that provide nightly and short-term rentals in our markets;
- over-building of hotels in our markets, which could adversely affect occupancy and revenues at our hotel properties;

- dependence on business and commercial travelers, conventions and tourism;
- increases in energy costs, airplane fares, government taxes and fees, and other expenses affecting travel, which may affect travel patterns and reduce the number of business and commercial travelers and tourists;
- increases in operating costs due to inflation and other factors that may not be offset by increased room rates;
- changes in interest rates and in the availability, cost and terms of debt financing;
- changes in governmental laws and regulations (including minimum wage increases), fiscal policies and zoning ordinances and the related costs of compliance with laws and regulations, fiscal policies and ordinances;
- adverse effects of international, national, regional and local economic and market conditions;
- labor strikes or disruptions;
- unforeseen events beyond our control, such as terrorist attacks, cyber-attacks, travel-related health concerns including pandemics and epidemics such as H1N1 influenza (swine flu), avian bird flu, Zika virus and SARS, political instability, regional hostilities, imposition of taxes or surcharges by regulatory authorities, travel-related accidents and unusual weather patterns, including natural disasters such as hurricanes, tsunamis or earthquakes;
- strength of the U.S. dollar which may reduce in-bound international travel and encourage out-bound international travel;
- adverse effects of a downturn in the lodging industry; and
- risks generally associated with the ownership of hotel properties and real estate, as we discuss in more detail below.

These factors could reduce the revenues and net operating profits of our TRS lessees, which in turn could adversely affect our financial condition, results of operations, the market price of our common shares, and our ability to make distributions to our shareholders.

***Competition for acquisitions may reduce the number of properties we can acquire.***

We compete for investment opportunities with entities that may have substantially greater financial and other resources than we have. These entities generally may be able to accept more risk than we can prudently manage. This competition may generally limit the number of suitable investment opportunities offered to us or the number of properties that we are able to acquire. This competition may also increase the bargaining power of property owners seeking to sell to us, making it more difficult for us to acquire new properties on attractive terms.

***The seasonality of the lodging industry may cause fluctuations in our quarterly revenues that cause us to borrow money to fund distributions to our shareholders.***

The lodging industry is seasonal in nature. This seasonality can be expected to cause quarterly fluctuations in our revenues. Our quarterly earnings may be adversely affected by factors outside our control, including weather conditions and poor economic factors. As a result, we may have to enter into short-term borrowings in certain quarters in order to offset these fluctuations in revenues and to make distributions to our shareholders.

***The cyclical nature of the lodging industry may cause the returns from our investments to be less than we expect.***

The lodging industry is highly cyclical in nature. Fluctuations in lodging demand and, therefore, hotel operating performance, are caused largely by general economic and local market conditions, which subsequently affect levels of business and leisure travel. In addition to general economic conditions, new hotel room supply is an important factor that can affect lodging industry fundamentals, and over-building has the potential to exacerbate the negative impact of poor economic conditions. Room rates and occupancy, and thus RevPAR, tend to increase when demand growth exceeds supply growth. A decline in lodging demand, or a continued growth in lodging supply, could result in continued deterioration in lodging industry fundamentals and returns that are substantially below expectations, or result in losses, which could adversely affect our financial condition, results of operations, the market price of our common shares and our ability to make distributions to our shareholders.

***Capital expenditure requirements at our properties may be costly and require us to incur debt, postpone improvements, reduce distributions or otherwise adversely affect the results of our operations and the market price of our common shares.***

Some of the hotel properties we acquire need renovations and capital improvements at the time of acquisition and all the hotel properties we have acquired and will acquire in the future will have an ongoing need for renovations and other capital improvements, including replacement, from time to time, of furniture, fixtures and equipment. The franchisors, if any, of our hotel properties also require periodic capital improvements as a condition to our maintaining the franchise licenses. In addition, our lenders often require that we set aside annual amounts for capital improvements to our hotel properties. These capital improvements may give rise to the following risks:

- possible environmental problems;
- construction cost overruns and delays;
- the possibility that revenues will be reduced while rooms or restaurants are out of service due to capital improvement projects;
- a possible shortage of available cash to fund capital improvements and the related possibility that financing for these capital improvements may not be available to us on attractive terms; and
- uncertainties as to market demand or a loss of market demand after capital improvements have begun.

The costs of renovations and capital improvements could adversely affect our financial condition, results of operations, the market price of our common shares and our ability to make distributions to our shareholders.

***Hotel and resort development and redevelopment is subject to timing, budgeting and other risks that may adversely affect our financial condition, results of operations, the market price of our common shares and our ability to make distributions to our shareholders.***

We may engage in hotel development and redevelopment if suitable opportunities arise. Hotel development and redevelopment involves a number of risks, including risks associated with:

- construction delays or cost overruns that may increase project costs;
- the receipt of zoning, occupancy and other required governmental permits and authorizations;
- development costs incurred for projects that are not pursued to completion;
- acts of God such as earthquakes, hurricanes, floods or fires that could adversely impact a project;
- the negative impact of construction on operating performance during and soon after the construction period;
- the ability to raise capital; and
- governmental restrictions on the nature or size of a project.

We cannot assure you that any development or redevelopment project will be completed on time or within budget. Our inability to complete a project on time or within budget could adversely affect our financial condition, results of operations, the market price of our common shares and our ability to make distributions to our shareholders.

***The increasing use by consumers of Internet travel intermediaries and alternative lodging marketplaces may reduce our revenues.***

Some of our hotel rooms are booked through Internet travel intermediaries, such as Travelocity.com, Expedia.com and Priceline.com. As bookings through these intermediaries increase, these intermediaries may be able to obtain higher commissions, reduced room rates or other significant contract concessions from the management companies that operate the hotels we own and acquire. Moreover, some of these Internet travel intermediaries are attempting to offer hotel rooms as a commodity, by increasing the importance of price and general indicators of quality (such as “three-star downtown hotel”), at the expense of brand identification or quality of product or service. These intermediaries hope that consumers will eventually develop brand loyalties to their reservations system rather than to lodging brands or properties. Additional sources of competition, such as alternative lodging marketplaces like Airbnb, may, as they become more accepted, lead to a reduced demand for conventional hotel guest rooms and to an increased supply of lodging alternatives. If the amount of bookings made through Internet travel intermediaries or the use of alternative lodging marketplaces prove to be more significant than we expect, profitability may be lower than expected, and our financial condition, results of operations, the market price of our common shares and our ability to make distributions to our shareholders may be adversely affected.

***We may be adversely affected by increased use of business-related technology which may reduce the need for business-related travel.***

The increased use of teleconference and video-conference technology by businesses could result in decreased business travel as companies increase the use of technologies that allow multiple parties from different locations to participate at

meetings without traveling to a centralized meeting location. To the extent that such technologies play an increased role in day-to-day business and the necessity for business-related travel decreases, hotel room demand may decrease and our financial condition, results of operations, the market price of our common shares and our ability to make distributions to our shareholders may be adversely affected.

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

We and our hotel managers 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, personal identifying information, reservations, billing and operating data. We purchase some of our information technology from vendors, on whom our systems depend. We rely on commercially available systems, software, tools and monitoring to provide security for processing, transmission and storage of confidential customer information, such as individually identifiable information, including information relating to financial accounts. Recently, a number of hotels and hotel management companies have been subject to successful cyber-attacks, including those seeking guest credit card information. Although we have taken steps to protect the security of our information systems and the data maintained in those systems, it is possible that our safety and security measures will not be able to 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. Security breaches, including physical or electronic break-ins, computer viruses, ransomware, attacks by hackers and similar breaches, can create system disruptions, shutdowns or unauthorized disclosure of confidential information or theft of corporate funds and expose us to claims by guests whose personal information is accessed. Any failure to maintain proper function, security and availability of our information systems could interrupt our operations, damage our reputation, subject us to liability claims or regulatory penalties and could have a material adverse effect on our business, financial condition and results of operations.

Many of our hotel managers carry cyber insurance policies to protect and offset a portion of potential costs that may be incurred from a security breach. Additionally, we currently have cyber insurance policies to provide supplemental coverage above the coverage carried by our third-party managers. Despite various precautionary steps to protect our hotels from losses resulting from cyber-attacks, however, any occurrence of a cyber-attack could still result in losses at our properties, which could affect our results of operations. We are not aware of any cyber incidents that we believe to be material or that could have a material adverse effect on our business, financial condition and results of operations.

***We are subject to risks associated with the employment of hotel personnel, particularly with hotels that employ unionized labor.***

Our third-party hotel managers are responsible for hiring and maintaining the labor force at each of our hotels. Although we do not directly employ or manage employees at our hotels, we are subject to risks associated with the employment of hotel personnel, particularly at those hotels with unionized labor. From time to time, strikes, lockouts, public demonstrations or other negative actions and publicity may disrupt hotel operations. In addition, we may be affected by shortages of qualified labor. If our managers are unable to hire qualified labor, our hotel customers may not receive adequate service. We also may incur increased legal costs and indirect labor costs as a result of contract disputes or other events. The resolution of labor disputes or new or re-negotiated labor contracts could lead to increased labor costs, either by increases in wages or benefits or by changes in work rules that raise hotel operating costs. Furthermore, collective bargaining agreements, negotiated between the hotel managers and labor unions, may limit the ability of the hotel managers to reduce the size of hotel workforces during economic downturns. We do not have the ability to control negotiations between hotel managers and labor unions. In addition, we believe that unions are generally becoming more aggressive about organizing workers at hotels in certain locations. Potential labor activities at these hotels could significantly increase the administrative, labor and legal expenses of the third-party management companies operating these hotels and reduce the profits we receive. If additional employees at our hotels become unionized, this could have a material adverse effect on our business, financial condition and results of operations.

***Terrorist attacks or changes in terror alert levels could adversely affect travel and hotel demand.***

Previous terrorist attacks and subsequent terrorist alerts have adversely affected the U.S. travel and hospitality industries over the past several years, often disproportionately to the effect on the overall economy. The impact that terrorist attacks in the U.S. or elsewhere could have on domestic and international travel and our business in particular cannot be definitively determined, but any such attacks or the threat of such attacks could have a material adverse effect on our business, our ability to finance our business, our ability to insure our properties and our results of operations and financial condition.

***Uninsured and underinsured losses could result in a loss of capital.***

We maintain comprehensive property insurance on each of our hotel properties, including liability, fire and extended coverage, of the type and amount we believe are customarily obtained for or by hotel owners. There are no assurances that coverage will remain available at reasonable rates. Various types of catastrophic losses, like earthquakes and floods, and losses from terrorist activities, may not be insurable in whole or in part or may not be available on terms that we consider acceptable.

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

***Our hotels may be subject to unknown or contingent liabilities which could cause us to incur substantial costs.***

The hotel properties that we own or may acquire are or may be subject to unknown or contingent liabilities for which we may have no recourse, or only limited recourse, against the sellers. In general, the representations and warranties provided under the transaction agreements related to the sales of the hotel properties may not survive the closing of the transactions. While we will seek to require the sellers to indemnify us with respect to breaches of representations and warranties that survive, such indemnification may be limited and subject to various materiality thresholds, a significant deductible or an aggregate cap on losses. As a result, there is no guarantee that we will recover any amounts with respect to losses due to breaches by the sellers of their representations and warranties. In addition, the total amount of costs and expenses that may be incurred with respect to liabilities associated with these hotels may exceed our expectations, and we may experience other unanticipated adverse effects, all of which may adversely affect our financial condition, results of operations, the market price of our common shares and our ability to make distributions to our shareholders.

***Noncompliance with environmental laws and regulations could subject us to fines and liabilities which could adversely affect our operating results.***

Our hotel properties are subject to various federal, state and local environmental laws. Under these laws, courts and government agencies have the authority to require us, as owner of a contaminated property, to clean up the property, even if we did not know of or were not responsible for the contamination. These laws also apply to persons who owned a property at the time it became contaminated, and therefore it is possible we could incur cleanup costs even after we sell some of the properties we acquire. In addition to the costs of cleanup, environmental contamination can affect the value of a property and, therefore, an owner's ability to borrow funds using the property as collateral or to sell the property. Under the environmental laws, courts and government agencies also have the authority to require that a person who sent waste to a waste disposal facility, such as a landfill or an incinerator, pay for the clean-up of that facility if it becomes contaminated and threatens human health or the environment. A person that arranges for the disposal or transports for disposal or treatment of a hazardous substance at a property owned by another may be liable for the costs of removal or remediation of hazardous substances released into the environment at that property.

Furthermore, various court decisions have established that third parties may recover damages for injury caused by property contamination. For instance, a person exposed to asbestos while staying in a hotel may seek to recover damages if he or she suffers injury from the asbestos. Also, some of these environmental laws restrict the use of a property or place conditions on various activities. An example would be laws that require a business using chemicals (such as swimming pool chemicals at a hotel property) to manage them carefully and to notify local officials that the chemicals are being used.

We could be responsible for any of the costs discussed above. The costs to clean up a contaminated property, to defend against a claim, or to comply with environmental laws could be material and could adversely affect our financial condition, results of operations, the market price of our common shares and our ability to make distributions to our shareholders.

As a result, we may become subject to material environmental liabilities. We can make no assurances that future laws or regulations will not impose material environmental liabilities or that the current environmental condition of our hotel properties will not be affected by the condition of the properties in the vicinity of our hotel properties (such as the presence of leaking underground storage tanks) or by third parties unrelated to us.

***Our hotel properties may contain or develop harmful mold, which could lead to liability for adverse health effects and costs of remediating the problem.***

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

irritants. Concern about indoor exposure to mold has been increasing as exposure to mold may cause a variety of adverse health effects and symptoms, including allergic or other reactions. Some of our properties may contain microbial matter such as mold and mildew. The presence of significant mold at any of our hotel properties could require us to undertake a costly remediation program to contain or remove the mold from the affected property. The presence of significant mold could expose us to liability from hotel guests, hotel employees and others if property damage or health concerns arise.

***Compliance with the Americans with Disabilities Act could require us to incur substantial costs.***

Under the ADA, all public accommodations must meet various federal requirements related to access and use by disabled persons. While we believe that our hotels are substantially in compliance with these requirements, a determination to the contrary could require removal of access barriers and non-compliance could result in litigation costs, costs to remediate deficiencies, U.S. government fines or damages to private litigants.

If we are required to make substantial modifications to our hotel properties, whether to comply with the ADA or other changes in governmental rules and regulations, our financial condition, results of operations, the market price of our common shares and our ability to make distributions to our shareholders could be adversely affected.

***The nature of the operations of our hotels exposes us to the risk of claims and litigation that may arise in the normal course of business.***

As owners of hotel properties, we face potential claims, litigation and threatened litigation from guests, visitors to our properties, contractors, sub-contractors and others. These claims and proceedings are inherently uncertain and their costs and outcomes cannot be predicted with certainty. Regardless of their outcomes, such claims and legal proceedings can have an adverse impact on us because of the legal and other costs, diversion of management time and resources and other factors. Although we and our hotel management companies maintain insurance covering some of these matters, it is possible that one or more claims, suits or proceedings may not be covered by insurance and could result in substantial costs, judgments, fines and penalties that could adversely affect our business, consolidated financial position, results of operations or cash flows.

***A delay in approving a budget and/or continuing appropriation legislation to fund the operations of the federal government, failure to raise the borrowing limit for the federal government, and other legislative changes and governmental disruptions could affect travel directly and indirectly and may thereby negatively impact our revenues and cash available for distributions.***

The delay in approving a budget and continuing appropriation legislation to fund the operations of the federal government caused many federal agencies to cease or curtail some activities during the fourth quarter of 2013 and for an even longer period of time beginning in the fourth quarter of 2018. In April 2013, the Federal Aviation Administration announced the implementation of furloughs of air traffic controllers, resulting in flight delays throughout the United States until the U.S. Congress passed a bill suspending such furloughs. There can be no assurance that similar action or inaction by federal or state government agencies, or other efforts to reduce government expenditures or growth, will not occur again in future periods, resulting in difficulties and discouraging travel or meetings and conferences. The reduction in income from both businesses and federal government employees and the possibility of another federal government impasse may adversely affect consumer confidence or may discourage both business and leisure travel, resulting in the deferral or cancellation of travel and a negative effect on our group and transient revenues in the future. Such impacts could have a material adverse impact on our consolidated financial statements.

## **General Risks Related to the Real Estate Industry**

***Illiquidity of real estate investments could significantly impede our ability to sell hotels or otherwise respond to adverse changes in the performance of our hotel properties.***

Because real estate investments are relatively illiquid, our ability to promptly sell one or more hotel properties for reasonable prices in response to changing economic, financial and investment conditions will be limited. The real estate market is affected by many factors beyond our control, including:

- adverse changes in international, national, regional and local economic and market conditions;
- changes in interest rates and in the availability, cost and terms of debt financing;
- changes in governmental laws and regulations, fiscal policies and zoning ordinances and the related costs of compliance with laws and regulations, fiscal policies and ordinances;
- the ongoing need for capital improvements, particularly in older structures;
- changes in operating expenses; and

- civil unrest, acts of God, including earthquakes, floods, wildfires and other natural disasters, which may result in uninsured losses, and acts of war or terrorism.

We have acquired hotels, and may acquire additional hotels in the future, subject to ground leases or other leasehold interests. Sales of property subject to such leases may require the consent of the lessors. This consent requirement may make it more difficult or expensive to sell or finance the hotels subject to ground leases or other leasehold interests.

We may decide to sell hotel properties in the future. We cannot predict whether we will be able to sell any hotel property for the price or on the terms set by us, or whether any price or other terms offered by a prospective purchaser would be acceptable to us. We also cannot predict the length of time needed to find a willing purchaser and to close the sale of a hotel property.

We may be required to expend funds to correct defects or to make improvements before a hotel property can be sold. We cannot assure you that we will have funds available to correct those defects or to make those improvements. In acquiring a hotel property, we may agree to lock-out provisions that materially restrict us from selling that property for a period of time or impose other restrictions, such as a limitation on the amount of debt that can be placed or repaid on that property. These factors and any others that would impede our ability to respond to adverse changes in the performance of the hotel properties or a need for liquidity could adversely affect our financial condition, results of operations, the market price of our common shares and our ability to make distributions to our shareholders.

***If states and localities in which we own material amounts of property or conduct material amounts of business raise their income and property tax rates or amend their tax regimes in a manner that increases our state and local tax liabilities, we would have less cash available for distribution to our shareholders and the market price of our shares could be adversely affected.***

We and our subsidiaries are subject to income tax and other taxes by states and localities in which we conduct business. Additionally, we are and will continue to be subject to property taxes in states and localities in which we own property, and our TRS lessees are and will continue to be subject to federal, state and local corporate income tax. States and localities may seek additional sources of revenue to reduce budget deficits and otherwise improve their financial condition or provide more services, they may, among other steps, raise income and property tax rates and/or amend their tax regimes to eliminate for state income tax purposes the favorable tax treatment REITs enjoy for U.S. federal income tax purposes. We cannot predict when or if any states or localities would make any such changes, or what form those changes would take. If states and localities in which we own material amounts of property or conduct material amounts of business make changes to their tax rates or tax regimes that increase our state and local tax liabilities, such increases would reduce the amount of cash available for distribution to our shareholders and could adversely affect the market price of our shares.

***The costs of compliance with or liabilities under environmental laws could significantly reduce our profitability.***

Operating expenses at our hotels could be higher than anticipated due to the cost of complying with existing or future environmental laws and regulations. In addition, an owner of real property can face liability for environmental contamination created by the presence or discharge of hazardous substances on the property. We may face liability regardless of:

- our lack of knowledge of the contamination;
- the timing of the contamination;
- the cause of the contamination; or
- the party responsible for the contamination of the property.

Environmental laws also impose ongoing compliance requirements on owners and operators of real property. Environmental laws potentially affecting us address a wide variety of matters, including, but not limited to, asbestos-containing building materials, storage tanks, storm water and wastewater discharges, lead-based paint, mold/mildew and hazardous wastes. Failure to comply with these laws could result in fines and penalties and/or expose us to third-party liability. Some of our properties may have conditions that are subject to these requirements, and we could be liable for such fines or penalties and/or liable to third parties.

Certain hotel properties we own or may own in the future may contain, or may have contained, asbestos-containing building materials ("ACBMs"). Environmental laws require that ACBMs be properly managed and maintained and may impose fines and penalties on building owners and operators for failure to comply with these requirements. Also, certain properties may be adjacent or near other properties that have contained or currently contain storage tanks for the storage of petroleum products or other hazardous or toxic substances. These operations create a potential for the release of petroleum products or other hazardous or toxic substances. Third parties may be permitted by law to seek recovery from owners or operators for property



damage and/or personal injury associated with exposure to contaminants, including, but not limited to, petroleum products, hazardous or toxic substances and asbestos fibers.

We have obtained Phase I environmental site assessments ("ESAs") on our hotel properties and expect to do so for hotel properties we acquire in the future. ESAs are intended to evaluate information regarding the environmental condition of the surveyed property and surrounding properties based generally on visual observations, interviews and certain publicly available databases. These assessments do not typically take into account all environmental issues including, but not limited to, testing of soil or groundwater or the possible presence of asbestos, lead-based paint, radon, wetlands or mold. As a result, these assessments may fail to reveal all environmental conditions, liabilities or compliance concerns. Material environmental conditions, liabilities or compliance concerns may arise after the ESAs and future laws, ordinances or regulations may impose material additional environmental liability. We cannot assure you that costs of future environmental compliance will not affect our ability to make distributions to our shareholders or that such costs or other remedial measures will not be material to us.

The presence of hazardous substances on a property may limit our ability to sell the property on favorable terms or at all, and we may incur substantial remediation costs. The discovery of material environmental liabilities at our properties could subject us to unanticipated significant costs, which could significantly reduce our profitability and the cash available for distribution to our shareholders.

## **Risks Related to Our Organization and Structure**

### ***Provisions of our declaration of trust may limit the ability of a third party to acquire control of us by authorizing our board of trustees to authorize issuances of additional securities.***

Our declaration of trust authorizes our board of trustees to issue up to 500,000,000 common shares and up to 100,000,000 preferred shares. In addition, our board of trustees may, without shareholder approval, amend our declaration of trust to increase the aggregate number of our shares or the number of shares of any class or series that we have the authority to issue and to classify or reclassify any unissued common shares or preferred shares and to set the preferences, rights and other terms of the classified or reclassified shares. As a result, our board of trustees may authorize the issuance of additional shares or establish a series of common or preferred shares that may have the effect of delaying or preventing a change in control of our company, including transactions at a premium over the market price of our shares, even if shareholders believe that a change of control is in their interest.

### ***Provisions of Maryland law may limit the ability of a third party to acquire control of us by requiring our board of trustees or shareholders to approve proposals to acquire our company or effect a change of control.***

Certain provisions of the Maryland General Corporation Law (the "MGCL") applicable to Maryland real estate investment trusts may have the effect of inhibiting a third party from making a proposal to acquire us or of impeding a change of control under circumstances that otherwise could provide our common shareholders with the opportunity to realize a premium over the then-prevailing market price of such shares, including:

- "business combination" provisions that, subject to limitations, prohibit certain business combinations between us and an "interested shareholder" (defined generally as any person who beneficially owns 10 percent or more of the voting power of our shares) or an affiliate of any interested shareholder for five years after the most recent date on which the shareholder becomes an interested shareholder, and thereafter imposes special appraisal rights and special shareholder voting requirements on these combinations; and
- "control share" provisions that provide that our "control shares" (defined as shares which, when aggregated with other shares controlled by the shareholder, entitle the shareholder to exercise one of three increasing ranges of voting power in electing trustees) acquired in a "control share acquisition" (defined as the direct or indirect acquisition of ownership or control of "control shares") have no voting rights except to the extent approved by our shareholders by the affirmative vote of at least two-thirds of all the votes entitled to be cast on the matter, excluding all interested shares.

By resolution of our board of trustees, we have opted out of the business combination provisions of the MGCL and provided that any business combination between us and any other person is exempt from the business combination provisions of the MGCL, provided that the business combination is first approved by our board of trustees (including a majority of trustees who are not affiliates or associates of such persons). Pursuant to a provision in our bylaws, we have opted out of the control share provisions of the MGCL. However, our board of trustees may by resolution elect to opt in to the business combination provisions of the MGCL and we may, by amendment to our bylaws, opt in to the control share provisions of the MGCL in the future.

Additionally, Title 8, Subtitle 3 of the MGCL permits our board of trustees, without shareholder approval and regardless of what is currently provided in our declaration of trust or bylaws, to implement certain takeover defenses, such as a classified board. These provisions may have the effect of inhibiting a third party from making an acquisition proposal for us or of delaying, deferring or preventing a change in control of us under the circumstances that otherwise could provide our common shareholders with the opportunity to realize a premium over the then current market price. In October 2015, we opted out of the classified board provision of Title 8, Subtitle 3 of the MGCL and prohibited ourselves from opting back into that provision without prior approval of our shareholders.

***The ownership limitations in our declaration of trust may restrict or prevent shareholders from engaging in certain transfers of our common shares.***

In order for us to maintain our qualification as a REIT for U.S. federal income tax purposes, no more than 50 percent in value of our outstanding shares may be owned, directly or indirectly, by five or fewer individuals (as defined in the U.S. federal income tax laws to include various kinds of entities) during the last half of any taxable year. To assist us in maintaining our qualification as a REIT, our declaration of trust contains a share ownership limit. Generally, any of our shares owned by affiliated owners will be added together for purposes of the share ownership limit.

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

In addition, these ownership limitations may prevent an acquisition of control of us by a third party without our board of trustees' approval, even if our shareholders believe the change of control is in their interest.

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

Under Maryland law, generally, a trustee's actions will be upheld if he or she performs his or her duties in good faith, in a manner he or she reasonably believes to be in our best interests and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In addition, our declaration of trust limits the liability of our trustees and officers to us and our shareholders for money damages, except for liability resulting from:

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

Our declaration of trust authorizes us to indemnify our trustees and officers for actions taken by them in those capacities to the maximum extent permitted by Maryland law. Our bylaws require us to indemnify each trustee or officer, to the maximum extent permitted by Maryland law, in the defense of any proceeding to which he or she is made, or threatened to be made, a party by reason of his or her service to us. In addition, we have entered into indemnification agreements with our officers and trustees and we may be obligated to fund the defense costs incurred by our trustees and officers. As a result, we and our shareholders may have more limited rights against our trustees and officers than might otherwise exist absent the current provisions in our declaration of trust and bylaws or that might exist with other companies.

***Our declaration of trust contains provisions that make removal of our trustees difficult, which could make it difficult for our shareholders to effect changes to our management.***

Our declaration of trust provides that a trustee may be removed only for cause (as defined in our declaration of trust) and then only by the affirmative vote of at least two-thirds of the votes entitled to be cast generally in the election of trustees. Our declaration of trust also provides that vacancies on our board of trustees may be filled only by a majority of the remaining trustees in office, even if less than a quorum. These requirements prevent shareholders from removing trustees except for cause and with a substantial affirmative vote and from replacing trustees with their own nominees and may prevent a change in control of our company that is in the best interests of our shareholders.

***The ability of our board of trustees to change our major policies without the consent of shareholders may not be in shareholders' interest.***

Our board of trustees determines our major policies, including policies and guidelines relating to our acquisitions, leverage, financing, growth, operations and distributions to shareholders. Our board of trustees may amend or revise these and other policies and guidelines from time to time without the vote or consent of our shareholders. Accordingly, our shareholders will have limited control over changes in our policies and those changes could adversely affect our financial condition, results of operations, the market price of our common shares and our ability to make distributions to our shareholders.

***Further issuances of equity securities may be dilutive to current shareholders.***

We expect to issue additional common shares or preferred shares to raise the capital necessary to finance hotel acquisitions or improvements, refinance debt or pay portions of future dividends. In addition, we may issue units in our Operating Partnership, which are redeemable on a one-for-one basis for our common shares, to acquire hotels. Such issuances could result in dilution of our shareholders' equity interests.

***Future offerings of debt securities or preferred shares, which would be senior to our common shares upon liquidation and for the purpose of distributions, may cause the market price of our common shares to decline.***

We have issued six series of preferred shares, of which we have repurchased two and four remain outstanding, and two series of senior unsecured notes. In the future, we may increase our capital resources by making additional offerings of debt or equity securities, which may include senior or subordinated notes, series of preferred shares and common shares. We will be able to issue additional common shares or preferred shares without shareholder approval, unless shareholder approval is required by applicable law or the rules of any stock exchange or automated quotation system on which our securities may be listed or traded. Upon liquidation, holders of our debt securities and preferred shares and lenders with respect to other borrowings will receive a distribution of our available assets prior to the holders of our common shares. Additional equity offerings could significantly dilute the holdings of our existing shareholders or reduce the market price of our common shares, or both. Holders of our common shares are not entitled to preemptive rights or other protections against dilution. Preferred shares and debt, if issued, have a preference on liquidating distributions or a preference on dividend or interest payments that could limit our ability to make a distribution to the holders of our common shares. Because our decision to issue securities will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Thus, our shareholders bear the risk of our future securities issuances reducing the market price of our common shares and diluting their interest.

***Holders of our outstanding preferred shares have dividend, liquidation and other rights that are senior to the rights of the holders of our common shares.***

Our board of trustees has the authority to designate and issue preferred shares with liquidation, dividend and other rights that are senior to those of our common shares. As of December 31, 2018, 5,000,000 shares of our 6.50% Series C Cumulative Redeemable Preferred Shares (the "Series C Preferred Shares"), 5,000,000 shares of our 6.375% Series D Cumulative Redeemable Preferred Shares (the "Series D Preferred Shares"), 4,400,000 shares of our 6.375% Series E Cumulative Redeemable Preferred Shares (the "Series E Preferred Shares") and 6,000,000 shares of our 6.3% Series F Cumulative Redeemable Preferred Shares (the "Series F Preferred Shares") were issued and outstanding. The aggregate liquidation preference with respect to the outstanding preferred shares is approximately \$510.0 million, and aggregate annual dividends on our outstanding preferred shares are approximately \$32.6 million. Holders of any of these preferred shares are entitled to cumulative dividends before any dividends may be declared or set aside on our common shares. Upon our voluntary or involuntary liquidation, dissolution or winding up, before any payment is made to holders of our common shares, holders of these preferred shares are entitled to receive a liquidation preference of \$25.00 per share plus any accrued and unpaid distributions. This will reduce the remaining amount of our assets, if any, available to distribute to holders of our common shares. In addition, holders of these preferred shares have the right to elect two additional trustees to our board of trustees whenever dividends on the preferred shares are in arrears for six or more quarterly dividends, whether or not consecutive.

***The change of control conversion and redemption features of the Series C Preferred Shares, the Series D Preferred Shares, the Series E Preferred Shares and the Series F Preferred Shares may make it more difficult for a party to take over our company or discourage a party from taking over our company.***

Upon the occurrence of a change of control (as defined in our declaration of trust) as the result of which our common shares and the common securities of the acquiring or surviving entity (or American Depositary Receipts representing such securities) are not listed on the New York Stock Exchange (the "NYSE"), the NYSE American LLC or NASDAQ or listed or quoted on an exchange or quotation system that is a successor to the NYSE, the NYSE American LLC or NASDAQ, holders of Series C Preferred Shares, Series D Preferred Shares, Series E Preferred Shares or Series F Preferred Shares will have the right (unless, as provided in our declaration of trust, we have provided or provide notice of our election to redeem the applicable series) to convert some or all of their preferred shares into our common shares (or equivalent value of alternative consideration), and under these circumstances we will also have a special optional redemption right to redeem such shares.

Upon such a conversion, holders of Series C Preferred Shares will be limited to a maximum number of our common shares equal to 2.0325 multiplied by the number of Series C Preferred Shares converted, holders of Series D Preferred Shares will be limited to a maximum number of our common shares equal to 1.9794 multiplied by the number of Series D Preferred Shares converted, holders of Series E Preferred Shares will be limited to a maximum number of our common shares equal to 1.9372 multiplied by the number of Series E Preferred Shares converted and holders of Series F Preferred Shares will be limited to a maximum number of our common shares equal to 2.0649 multiplied by the number of Series F Preferred Shares converted. In addition, those features of the Series C Preferred Shares, Series D Preferred Shares, Series E Preferred Shares and Series F Preferred Shares may have the effect of inhibiting a third party from making an acquisition proposal for our company or of delaying, deferring or preventing a change of control of our company under circumstances that otherwise could provide the holders of our common shares, Series C Preferred Shares, Series D Preferred Shares, Series E Preferred Shares or Series F Preferred Shares with the opportunity to realize a premium over the then-current market price or that shareholders may otherwise believe is in their best interests.

***We have entered into an agreement with each of our executive officers that requires us to make payments in the event the officer's employment is terminated by us without cause, by the officer for good reason or under certain circumstances following a change of control of our company.***

The agreements that we have entered into with our executive officers provide benefits under certain circumstances that could make it more difficult or expensive for us to terminate these officers and may prevent or deter a change of control of our company that would otherwise be in the interest of our shareholders.

***If we fail to maintain an effective system of internal controls, we may not be able to accurately determine our financial results or prevent fraud. As a result, our shareholders could lose confidence in our financial results, which could harm our business and the value of our common shares.***

Effective internal controls are necessary for us to provide reliable financial reports and effectively prevent fraud. We may in the future discover areas of our internal controls that need improvement. Section 404 of the Sarbanes-Oxley Act of 2002 requires us to evaluate and report on our internal controls over financial reporting and have our independent auditors annually issue their own opinion on our internal controls over financial reporting. We cannot be certain that we will be successful in maintaining adequate internal controls over our financial reporting and financial processes. Furthermore, as we grow our business, our internal controls will become more complex, and we will require significantly more resources to ensure our internal controls remain effective. If we or our independent auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market value of our common shares. Additionally, the existence of any material weakness or significant deficiency would require management to devote significant time and incur significant expense to remediate any such material weaknesses or significant deficiencies and management may not be able to remediate any such material weaknesses or significant deficiencies in a timely manner.

## **U.S. Federal Income Tax Risk Factors**

***Our failure to maintain our qualification as a REIT would result in higher taxes and reduced cash available for distribution to our shareholders.***

We have elected to be taxed as a REIT for U.S. federal income tax purposes. However, qualification as a REIT involves the application of highly technical and complex provisions of the Code, for which only a limited number of judicial and administrative interpretations exist. Even an inadvertent or technical mistake could jeopardize our REIT qualification. Our qualification as a REIT depends on our satisfaction of certain asset, income, organizational, distribution, shareholder ownership and other requirements on a continuing basis.

Moreover, new tax legislation, administrative guidance or court decisions, in each instance potentially applicable with retroactive effect, could make it more difficult or impossible for us to maintain our qualification as a REIT. If we were to fail to qualify as a REIT in any taxable year, we would be subject to U.S. federal income tax, including any applicable alternative minimum tax for taxable years prior to 2018, on our taxable income at regular corporate rates, and distributions to shareholders would not be deductible by us in computing our taxable income. Any such corporate tax liability could be substantial and would reduce the amount of cash available for distribution to our shareholders, which in turn could have an adverse impact on the value of our shares. If, for any reason, we ceased to qualify as a REIT and we were not entitled to relief under certain Code provisions, we would be unable to elect REIT status for the four taxable years following the year during which we ceased to so qualify which would negatively impact the value of our shares.

In addition, if we fail to maintain our qualification as a REIT, we will no longer be required to make distributions to shareholders, and all distributions to shareholders will be subject to tax as dividend income to the extent of our current and accumulated earnings and profits. As a result of all these factors, our failure to maintain our qualification as a REIT could

impair our ability to execute our business and growth strategies, as well as make it more difficult for us to raise capital and service our indebtedness.

***We could face adverse tax consequences if LaSalle failed to qualify as a REIT prior to the merger.***

In connection with the closing of the merger, we received an opinion of counsel to the effect that LaSalle qualified as a REIT for U.S. federal income tax purposes through the time of the merger. However, we did not request a ruling from the IRS that LaSalle qualified as a REIT. Notwithstanding the opinion of counsel, if the IRS successfully challenged LaSalle's REIT status prior to the merger, we could face adverse tax consequences, including:

- succeeding to LaSalle's liability for U.S. federal income taxes at regular corporate rates for the periods in which LaSalle failed to qualify as a REIT (without regard to the deduction for dividends paid for such periods);
- succeeding to any built-in gain on LaSalle's assets, for which we could be liable for U.S. federal income tax at regular corporate rates, if we were to recognize such gain in the five-year period following the merger; and
- succeeding to LaSalle's earnings and profits accumulated during the periods in which LaSalle failed to qualify as a REIT, which we would be required to distribute to our shareholders in order to satisfy the REIT distribution requirements and avoid the imposition of any excise tax.

As a result, we would have less cash available for operations and distributions to our shareholders, which could require us to raise capital on unfavorable terms or pay deficiency dividends.

***Complying with REIT requirements may cause us to forego otherwise attractive business opportunities or liquidate otherwise attractive investments.***

To maintain our qualification as a REIT for U.S. federal income tax purposes, we must continually satisfy tests concerning, among other things, the sources of our income, the nature and diversification of our assets, the amounts we distribute to our shareholders and the ownership of our shares. In order to meet these tests, we may be required to forego investments we might otherwise make. Thus, compliance with the REIT requirements may hinder our performance.

In particular, we must ensure that at the end of each calendar quarter, at least 75 percent of the value of our assets consists of cash, cash items, government securities and qualified real estate assets. The remainder of our investment in securities (other than government securities and qualified real estate assets) generally cannot include more than 10 percent of the outstanding voting securities of any one issuer or more than 10 percent of the total value of the outstanding securities of any one issuer. In addition, in general, no more than 5 percent of the value of our assets (other than government securities and qualified real estate assets) can consist of the securities of any one issuer, no more than 20 percent of the value of our total assets can be represented by the securities of one or more TRSs and no more than 25 percent of our assets can be represented by debt of "publicly offered REITs" (i.e., REITs that are required to file annual and periodic reports with the SEC under the Exchange Act) that is not secured by real property or interests in real property. The Code provides that temporary investments of new capital in stock or debt instruments for the one-year period beginning on the date on which we receive the new capital will be considered qualified real estate assets for purposes of the above requirements. If we fail to comply with these requirements at the end of any calendar quarter, we must correct the failure within 30 days after the end of the calendar quarter or qualify for certain statutory relief provisions to avoid losing our REIT qualification and suffering adverse tax consequences. As a result, we may be required to liquidate otherwise attractive investments. These actions could have the effect of reducing our income and amounts available for distribution to our shareholders.

***To maintain our qualification as a REIT and avoid corporate income tax and excise tax, we must distribute annually a certain percentage of our REIT taxable income, which could require us to raise capital on terms or sell properties at prices or at times that are unfavorable.***

To maintain our qualification as a REIT, we must distribute to our shareholders each calendar year at least 90 percent of our REIT taxable income (including certain items of non-cash income), determined without regard to the deduction for dividends paid and excluding any net capital gain. To the extent that we satisfy the 90 percent distribution requirement, but distribute less than 100 percent of our REIT taxable income, we will be subject to U.S. federal corporate income tax on our undistributed income. In addition, we will incur a 4 percent nondeductible excise tax on the amount, if any, by which our distributions in any calendar year are less than the sum of:

- 85 percent of our REIT ordinary income for that year;
- 95 percent of our REIT capital gain net income for that year; and
- any undistributed REIT taxable income from prior years.

We have distributed, and we intend to continue to distribute, our REIT taxable income to our shareholders in a manner intended to satisfy the 90 percent distribution requirement and to avoid both corporate income tax and the 4 percent nondeductible excise tax. However, there is no requirement that TRSs distribute their after tax net income to their parent REIT or their shareholders.

Our REIT taxable income may substantially exceed our net income as determined based on U.S. generally accepted accounting principles, or U.S. GAAP, because, for example, realized capital losses will be deducted in determining our U.S. GAAP net income, but may not be deductible in computing our REIT taxable income. Differences in timing between the recognition of income and the related cash receipts or the effect of required debt amortization payments could require us to borrow or raise capital on terms or sell properties at prices or at times that we regard as unfavorable in order to distribute enough of our REIT taxable income to satisfy the distribution requirement and to avoid corporate income tax and the 4 percent nondeductible excise tax in a particular year.

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

We may pay taxable dividends partly in shares and partly in cash. Under IRS Revenue Procedure 2017-45, as a publicly offered REIT, as long as at least 20% of the total dividend is available in cash and certain other requirements are satisfied, the IRS will treat the share distribution as a dividend (to the extent applicable rules treat such distribution as being made out of our earnings and profits). Although we have no current intention of paying dividends in the form of our own shares, if in the future we choose to pay dividends in our own shares, our shareholders may be required to pay tax in excess of the cash that they receive. If a U.S. shareholder sells the shares that it receives as a dividend in order to pay this tax, the sales proceeds may be less than the amount included in income with respect to the dividend, depending on the market price of our shares at the time of the sale. Furthermore, with respect to certain non-U.S. shareholders, we may be required to withhold U.S. federal income tax with respect to such dividends, including in respect of all or a portion of such dividend that is payable in shares. If we pay dividends in our own shares and a significant number of our shareholders sell our shares in order to pay taxes owed on dividends, it may put downward pressure on the trading price of our shares.

***Our TRS lessees increase our overall tax liability.***

Our TRS lessees are subject to U.S. federal and state income tax on their taxable income, which consists of the revenues from the hotel properties leased by our TRS lessees, net of the operating expenses (including management fees) for such hotel properties and rent payments to us. In certain circumstances, the ability of our TRS lessees to deduct interest expense may be limited. Accordingly, although our ownership of our TRS lessees allows us to participate in the operating income from our hotel properties in addition to receiving rent, that operating income is fully subject to income tax. The after-tax net income of our TRS lessees is available for distribution to us.

***Our ownership of our TRSs is limited and our transactions with our TRSs will cause us to be subject to a 100 percent penalty tax on certain income or deductions if those transactions are not conducted on arm's-length terms.***

A REIT may own up to 100 percent of the stock of one or more TRSs. A TRS may hold assets and earn income that would not be qualifying assets or income if held or earned directly by a REIT, including gross operating income from hotel operations pursuant to hotel management contracts. Both the subsidiary and the REIT must jointly elect to treat the subsidiary as a TRS. A corporation of which a TRS directly or indirectly owns more than 35 percent of the voting power or value of the stock will automatically be treated as a TRS. Overall, no more than 20 percent of the value of a REIT's assets may consist of stock or securities of one or more TRSs. In addition, the TRS rules limit the deductibility of interest paid or accrued by a TRS to its parent REIT to assure that the TRS is subject to an appropriate level of corporate taxation. The rules also impose a 100 percent excise tax on certain transactions between a TRS and its parent REIT that are not conducted on an arm's-length basis.

Our TRSs are subject to applicable U.S. federal, state and local income tax on their taxable income, and their after-tax net income will be available for distribution to us, but is not required to be distributed to us. We believe that the aggregate value of the stock and securities of our TRSs is and will continue to be less than 20 percent of the value of our total assets (including our TRS stock and securities). Furthermore, we will monitor the value of our respective investments in our TRSs for the purpose of ensuring compliance with TRS ownership limitations. In addition, we will scrutinize all of our transactions with our TRSs to ensure that they are entered into on arm's-length terms to avoid incurring the 100 percent excise tax described above. There can be no assurance, however, that we will be able to comply with the TRS ownership limitation discussed above or to avoid application of the 100 percent excise tax discussed above.

***If the leases of our hotel properties to our TRS lessees are not respected as true leases for U.S. federal income tax purposes, we would fail to qualify as a REIT and would be subject to higher taxes and have less cash available for distribution to our shareholders.***

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

***If our Operating Partnership failed to qualify as a partnership for U.S. federal income tax purposes, we would cease to qualify as a REIT and would be subject to higher taxes and have less cash available for distribution to our shareholders and suffer other adverse consequences.***

We believe that our Operating Partnership qualifies to be treated as a partnership for U.S. federal income tax purposes. As a partnership, our Operating Partnership generally is not subject to U.S. federal income tax on its income. Instead, each of its partners, including us, is required to pay tax on its allocable share of our Operating Partnership's income. No assurance can be provided, however, that the IRS will not challenge its status as a partnership for U.S. federal income tax purposes, or that a court would not sustain such a challenge. If the IRS were successful in treating our Operating Partnership as a corporation for tax purposes, we would fail to meet the gross income tests and certain of the asset tests applicable to REITs and, accordingly, cease to qualify as a REIT. Also, the failure of our Operating Partnership to qualify as a partnership would cause it to become subject to federal and state corporate income tax, which would reduce significantly the amount of cash available for debt service and for distribution to its partners, including us.

***If our TRSs fail to qualify as TRSs for U.S. federal income tax purposes or our hotel managers do not qualify as “eligible independent contractors,” we would fail to qualify as a REIT.***

Rent paid by a lessee that is a “related party tenant” of ours will not be qualifying income for purposes of the two gross income tests applicable to REITs. We lease all of our hotels to our TRS lessees. So long as any TRS lessee qualifies as a TRS, it will not be treated as a “related party tenant” with respect to our properties that are managed by an independent hotel management company that qualifies as an “eligible independent contractor.” We believe that our TRSs qualify to be treated as TRSs for U.S. federal income tax purposes, but there can be no assurance that the IRS will not challenge the status of a TRS for U.S. federal income tax purposes or that a court would not sustain such a challenge. If the IRS were successful in disqualifying any of our TRS lessee from treatment as a TRS, it is possible that we would fail to meet the asset tests applicable to REITs and substantially all of our income would fail to qualify for the gross income tests. If we failed to meet either the asset or gross income tests, we would likely lose our REIT qualification for U.S. federal income tax purposes.

Additionally, if our hotel managers do not qualify as “eligible independent contractors,” we will fail to qualify as a REIT. Each of the hotel management companies that enter into a management contract with our TRS lessees must qualify as an “eligible independent contractor” under the REIT rules in order for the rent paid to us by our TRS lessees to be qualifying income for purposes of the REIT gross income tests. Among other requirements, in order to qualify as an eligible independent contractor a manager must not own, directly or through its shareholders, more than 35 percent of our outstanding shares, taking into account certain ownership attribution rules. The ownership attribution rules that apply for purposes of these 35 percent thresholds are complex. Although we intend to monitor ownership of our shares by our hotel managers and their owners, there can be no assurance that these ownership levels will not be exceeded.

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

The maximum U.S. federal income tax rate applicable to qualified dividend income payable to certain non-corporate U.S. shareholders is 20%. Dividends payable by REITs, however, generally are not eligible for the reduced qualified dividend rates. For taxable years beginning after December 31, 2017 and before January 1, 2026, non-corporate taxpayers may deduct up to 20% of certain pass-through business income, including “qualified REIT dividends” (generally, dividends received by a REIT shareholder that are not designated as capital gain dividends or qualified dividend income), subject to certain limitations, resulting in an effective maximum U.S. federal income tax rate of 29.6% on such income. Although the reduced U.S. federal income tax rate applicable to qualified dividend income does not adversely affect the taxation of REITs or dividends payable by REITs, the more favorable rates applicable to regular corporate qualified dividends and the reduced corporate tax rate could cause certain non-corporate investors to perceive investments in REITs to be relatively less attractive than investments in the stocks of non-REIT corporations that pay dividends, which could adversely affect the value of the shares of REITs, including our shares.

***Complying with REIT requirements may limit our ability to hedge our liabilities effectively and may cause us to incur tax liabilities.***

The REIT provisions of the Code substantially limit our ability to hedge our liabilities. Any income from a hedging transaction we enter into to manage risk of interest rate changes, price changes or currency fluctuations with respect to borrowings made or to be made to acquire or carry real estate assets does not constitute “gross income” for purposes of the 75 percent or 95 percent gross income tests. To the extent that we enter into other types of hedging transactions, the income from those transactions is likely to be treated as non-qualifying income for purposes of both of the gross income tests. As a result of these rules, we may need to limit our use of advantageous hedging techniques or implement those hedges through a TRS. This could increase the cost of our hedging activities because our TRS would be subject to tax on gains or expose us to greater risks associated with changes in interest rates than we would otherwise want to bear. In addition, losses in our TRSs will generally not provide any tax benefit, except for being carried forward against future taxable income in the TRSs.

***If our subsidiary REITs failed to qualify as REITs, we could be subject to higher taxes and could fail to remain qualified as REITs.***

Our Operating Partnership owns 100% of the common shares of each of three subsidiary REITs that have elected to be taxed as REITs under the U.S. federal income tax laws. Our subsidiary REITs are subject to the various REIT qualification requirements and other limitations described herein that are applicable to us. If any of our subsidiary REITs were to fail to qualify as a REIT, then (i) such subsidiary REITs would become subject to U.S. federal income tax and (ii) our ownership of shares in such subsidiary REITs would cease to be a qualifying asset for purposes of the asset tests applicable to REITs. If our subsidiary REITs were to fail to qualify as a REIT, it is possible that we would fail certain of the asset tests applicable to REITs, in which event we would fail to qualify as a REIT unless we could avail ourselves of certain relief provisions. We have made “protective” TRS elections with respect to each of our subsidiary REITs and may implement other protective arrangements intended to avoid such an outcome if our subsidiary REITs were not to qualify as a REIT, but there can be no assurance that such “protective” elections and other arrangements will be effective to avoid the resulting adverse consequences to us. Moreover, even if the “protective” TRS elections were to be effective in the event of the failure of our subsidiary REITs to maintain their qualification as a REIT, such subsidiary REITs would be subject to federal income tax and we cannot assure you that we would not fail to satisfy the requirement that not more than 20 percent of the value of our total assets may be represented by the securities of one or more TRSs. In this event, we would fail to qualify as a REIT unless we or such subsidiary REITs could avail ourselves or themselves of certain relief provisions.

***The ability of our board of trustees to revoke our REIT qualification without shareholder approval may subject us to U.S. federal and state income tax and reduce distributions to our shareholders.***

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

***The share ownership restrictions of the Code for REITs and the 9.8 percent share ownership limit in our declaration of trust may inhibit market activity in our shares and restrict our business combination opportunities.***

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

Our declaration of trust, with certain exceptions, authorizes our board of trustees to take such actions as are necessary and desirable to preserve our qualification as a REIT. Unless exempted by our board of trustees, our declaration of trust prohibits any person from beneficially or constructively owning more than 9.8 percent (measured by value or number of shares, whichever is more restrictive) of any class or series of our shares. Our board of trustees may not grant an exemption from these restrictions to any proposed transferee whose ownership in excess of 9.8 percent of the value of our outstanding shares would result in the termination REIT status. These restrictions on transferability and ownership will not apply, however, if our board of trustees determines that it is no longer in our best interest to continue to qualify as a REIT.

These ownership limits could delay or prevent a transaction or a change in control that might involve a premium price for our shares or otherwise be in the best interest of the shareholders.



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

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

***We may be subject to adverse legislative or regulatory tax changes that could increase our tax liability, reduce the tax benefits of our REIT structure compared to non-REIT corporations, reduce our operating flexibility and reduce the market price of our shares.***

At any time, the U.S. federal income tax laws governing REITs or the administrative and judicial interpretations of those laws may be amended. We cannot predict when or if any new U.S. federal income tax law, regulation or administrative and judicial interpretation, or any amendment to any existing U.S. federal income tax law, regulation or administrative or judicial interpretation, will be adopted, promulgated or become effective and any such law, regulation or interpretation may take effect retroactively. The Tax Cuts and Jobs Act, or "TCJA", significantly changed the U.S. federal income tax laws applicable to businesses and their owners, including REITs and their shareholders. Additional technical corrections or other amendments to the TCJA or administrative guidance interpreting the TCJA may be forthcoming at any time. We cannot predict the long-term effect of the TCJA or any future law changes on REITs and their shareholders. We and our shareholders could be adversely affected by any such change in, or any new, U.S. federal income tax law, regulation or administrative and judicial interpretation.

**Item 1B. Unresolved Staff Comments.**

None.

**Item 2. Properties.**

We lease our headquarters located at 7315 Wisconsin Avenue, 1100 West, Bethesda, Maryland 20814, and 7550 Wisconsin Avenue, 10th Floor, Bethesda, Maryland 20814.

At December 31, 2018, we owned 63 hotels with a total of 15,253 guest rooms.

The following table sets forth certain information about the hotels we wholly owned as of December 31, 2018, all of which are consolidated in our financial statements.

Property	Date Acquired	Location	Number of Guest Rooms
1. Sir Francis Drake	June 22, 2010	San Francisco, CA	416
2. InterContinental Buckhead Atlanta	July 1, 2010	Buckhead, GA	422
3. Hotel Monaco Washington DC <sup>(1)</sup>	September 9, 2010	Washington, D.C.	184
4. Skamania Lodge	November 3, 2010	Stevenson, WA	258
5. Le Meridien Delfina Santa Monica	November 19, 2010	Santa Monica, CA	310
6. Sofitel Philadelphia at Rittenhouse Square	December 3, 2010	Philadelphia, PA	306
7. Argonaut Hotel <sup>(1)</sup>	February 16, 2011	San Francisco, CA	252
8. The Westin San Diego Gaslamp Quarter <sup>(2)</sup>	April 6, 2011	San Diego, CA	450
9. Hotel Monaco Seattle	April 7, 2011	Seattle, WA	189
10. Mondrian Los Angeles	May 3, 2011	West Hollywood, CA	236
11. W Boston	June 8, 2011	Boston, MA	238
12. Hotel Zetta San Francisco	April 4, 2012	San Francisco, CA	116
13. Hotel Vintage Seattle	July 9, 2012	Seattle, WA	125
14. Hotel Vintage Portland	July 9, 2012	Portland, OR	117
15. W Los Angeles - West Beverly Hills	August 23, 2012	Los Angeles, CA	297

16.	Hotel Zelos San Francisco	(3)	October 25, 2012	San Francisco, CA	202
17.	Embassy Suites San Diego Bay - Downtown		January 29, 2013	San Diego, CA	341
18.	Hotel Modera		August 28, 2013	Portland, OR	174
19.	Hotel Zephyr Fisherman's Wharf	(1)	December 9, 2013	San Francisco, CA	361
20.	Hotel Zeppelin San Francisco	(3)	May 22, 2014	San Francisco, CA	196
21.	The Nines, a Luxury Collection Hotel, Portland		July 17, 2014	Portland, OR	331
22.	Hotel Colonnade Coral Gables, a Tribute Portfolio Hotel		November 12, 2014	Miami, FL	157
23.	Hotel Palomar Los Angeles Beverly Hills	(1)	November 20, 2014	Los Angeles, CA	264
24.	Union Station Hotel Nashville, Autograph Collection	(1)	December 10, 2014	Nashville, TN	125
25.	Revere Hotel Boston Common		December 18, 2014	Boston, MA	356
26.	LaPlaya Beach Resort and Club		May 21, 2015	Naples, FL	189
27.	Hotel Zoe Fisherman's Wharf		June 11, 2015	San Francisco, CA	221
28.	Villa Florence San Francisco on Union Square		November 30, 2018	San Francisco, CA	189
29.	Hotel Vitale	(1)	November 30, 2018	San Francisco, CA	200
30.	The Marker San Francisco		November 30, 2018	San Francisco, CA	208
31.	Hotel Spero		November 30, 2018	San Francisco, CA	236
32.	Chaminade Resort & Spa		November 30, 2018	Santa Cruz, CA	156
33.	Harbor Court Hotel San Francisco	(1)	November 30, 2018	San Francisco, CA	131
34.	Viceroy Santa Monica Hotel	(1)	November 30, 2018	Santa Monica, CA	162
35.	Le Parc Suite Hotel		November 30, 2018	West Hollywood, CA	154
36.	Hotel Amarano Burbank		November 30, 2018	Burbank, CA	132
37.	Montrose West Hollywood		November 30, 2018	West Hollywood, CA	133
38.	Chamberlain West Hollywood Hotel		November 30, 2018	West Hollywood, CA	115
39.	Grafton on Sunset		November 30, 2018	West Hollywood, CA	108
40.	The Westin Copley Place, Boston	(1)	November 30, 2018	Boston, MA	803
41.	The Liberty, A Luxury Collection Hotel, Boston	(1)	November 30, 2018	Boston, MA	298
42.	Hyatt Regency Boston Harbor	(1)	November 30, 2018	Boston, MA	270
43.	Onyx Hotel		November 30, 2018	Boston, MA	112
44.	Hotel Palomar Washington DC		November 30, 2018	Washington, DC	335
45.	Sofitel Washington DC Lafayette Square		November 30, 2018	Washington, DC	237
46.	The Liaison Capitol Hill		November 30, 2018	Washington, DC	343
47.	George Hotel		November 30, 2018	Washington, DC	139
48.	Mason & Rook Hotel		November 30, 2018	Washington, DC	178
49.	Donovan Hotel		November 30, 2018	Washington, DC	193
50.	Rouge Hotel		November 30, 2018	Washington, DC	137
51.	Topaz Hotel		November 30, 2018	Washington, DC	99
52.	Hotel Madera		November 30, 2018	Washington, DC	82
53.	Paradise Point Resort & Spa	(1)	November 30, 2018	San Diego, CA	462
54.	Hilton San Diego Gaslamp Quarter		November 30, 2018	San Diego, CA	286
55.	Solamar Hotel	(1)	November 30, 2018	San Diego, CA	235
56.	L'Auberge Del Mar		November 30, 2018	Del Mar, CA	121
57.	Hilton San Diego Resort & Spa	(1)	November 30, 2018	San Diego, CA	357
58.	The Heathman Hotel		November 30, 2018	Portland, OR	151
59.	Southernmost Beach Resort	(4)	November 30, 2018	Key West, FL	262
60.	The Marker Key West		November 30, 2018	Key West, FL	96
61.	The Roger New York	(1)	November 30, 2018	New York, NY	194

62. Hotel Chicago Downtown, Autograph Collection	November 30, 2018	Chicago, IL	354
63. The Westin Michigan Avenue Chicago	November 30, 2018	Chicago, IL	752
Total number of guest rooms			15,253

<sup>(1)</sup> This property is subject to a long-term ground or air rights lease.

<sup>(2)</sup> This property is subject to mortgage debt at December 31, 2018.

<sup>(3)</sup> This property is subject to a long-term hotel lease.

<sup>(4)</sup> This property is subject to a ground lease on a restaurant facility.

## Hotel Managers and Hotel Management Agreements

We are a party to hotel management agreements with Access Hotels and Resorts, AccorHotels, Benchmark Hotels and Resorts, CoralTree Hospitality Group, Davidson Hotels and Resorts, Destination Hotels and Resorts, Evolution, HEI Hotels and Resorts, Highgate, Hyatt, InterContinental Hotels Group, JRK Property Holdings, Kimpton Hotels and Restaurants, Marriott International, Noble House Hotels & Resorts, OLS Hotels and Resorts, Provenance Hotels, Pyramid Hotel Group, Sage Hospitality, sbe Hotel Group and Viceroy Hotel Group.

Our management agreements generally have the terms described below:

- *Base Management Fees.* Our management agreements generally provide for the payment of base management fees between 1% and 4% of the applicable hotel's revenues or a fixed amount, as determined in the agreements.
- *Incentive Management and Other Fees.* Some of our management agreements provide for the payment of incentive management fees. Generally, incentive management fees are 10% to 20% of net operating income above a specified return on project costs or as a percentage of net operating income above various net operating income thresholds. Some of our management agreements provide for an incentive fee of the lesser of 1% of revenues or the amount by which net operating income exceeds a threshold. Some of our management agreements have a maximum incentive fee of 2.5% of revenue.
- *Terms.* The terms of our management agreements range from 1 year to 22 years not including renewals, and 1 year to 52 years including renewals.
- *Ability to Terminate.* Many of our management agreements are terminable at will by us upon payment of a termination fee and some are terminable upon sale of the property. Most of the agreements also provide us the ability to terminate based on failure to achieve defined operating performance thresholds. Termination fees range from zero to up to eight times the annual base management and incentive management fees, depending on the agreement and the reason for termination.
- *Operational Services.* Each manager has exclusive authority to supervise, direct and control the day-to-day hotel operation and management including establishing all room rates, processing reservations, procuring inventories, supplies and services, hiring and firing employees and independent contractors and preparing public relations, publicity and marketing plans for the hotel.
- *Executive Supervision and Management Services.* Each manager supervises all managerial and other hotel employees, reviews hotel operation and maintenance, prepares reports, budgets and projections, and provides other administrative and accounting support services for the hotel. Under certain management agreements, we have approval rights over certain key management personnel at the hotel.
- *Chain Services.* Our management agreements with major hotel franchisors require the managers to furnish chain services that are generally made available to other hotels managed by such operators. Such services may, for example, include: the development and operation of computer systems and reservation services; management and administrative services; marketing and sales services; human resources training services; and additional services as may from time to time be more efficiently performed on a national, regional or group level.
- *Working Capital.* Our management agreements typically require us to maintain working capital for a hotel and to fund the cost of supplies such as linens and other similar items. We are also responsible for providing funds to meet the cash

needs for the hotel operations if at any time the funds available from the hotel operations are insufficient to meet the financial requirements of the hotel.

- *Furniture, Fixtures and Equipment Replacements.* We are required to invest in the hotels and to provide all the necessary furniture, fixtures and equipment for the operation of the hotels (including funding any required furniture, fixture and equipment replacements). Our management agreements generally provide that once a year the managers will prepare a list of furniture, fixtures and equipment to be acquired and certain routine capital repairs to be performed in the following year and an estimate of funds that are necessary for our review and approval. To fund the furniture, fixtures and equipment replacements, a specified percentage of the gross revenues of each hotel (typically 4.0%) is either deposited by the manager in an escrow account or held by us, as owner.
- *Building Alterations, Improvements and Renewals.* Our management agreements generally require the managers to prepare an annual estimate of the expenditures necessary for major capital repairs, alterations, improvements, renewals and replacements to the structural, mechanical, electrical, heating, ventilating, air conditioning, plumbing and vertical transportation elements of the hotels. In addition to the foregoing, the management agreements generally provide that the managers may propose such changes, alterations and improvements to the hotels as are required by reason of laws or regulations or, in the manager's reasonable judgment, to keep the hotels in a safe, competitive and efficient operating condition.
- *Sale of a Hotel.* Certain of our management agreements limit our ability to sell, lease or otherwise transfer a hotel, unless the transferee assumes the related management agreement and meets other specified conditions.

## Franchise Agreements

We have franchise agreements for the following hotels: the Le Meridien Delfina Santa Monica; the Embassy Suites San Diego Bay - Downtown; The Nines, a Luxury Collection Hotel, Portland; Hotel Colonnade Coral Gables, a Tribute Portfolio Hotel; Union Station Hotel Nashville, Autograph Collection; The Liberty, A Luxury Collection Hotel, Boston; Hilton San Diego Gaslamp Quarter; Hilton San Diego Resort & Spa and Hotel Chicago Downtown, Autograph Collection. Pursuant to these franchise agreements, we pay franchise fees based on a percentage of gross room revenues, as well as certain other fees for marketing and reservations services. Franchise fees for room revenues are approximately two to five percent of gross room revenues. The franchise agreements for the respective hotels expire as follows:

Property	Expiration Date
Le Meridien Delfina Santa Monica	September 2033
Embassy Suites San Diego Bay - Downtown	January 2028
The Nines, a Luxury Collection Hotel, Portland	October 2033
Hotel Colonnade Coral Gables, a Tribute Portfolio Hotel	September 2036
Union Station Hotel Nashville, Autograph Collection	January 2032
The Liberty, A Luxury Collection Hotel, Boston	January 2036
Hilton San Diego Gaslamp Quarter	May 2020
Hilton San Diego Resort & Spa	December 2025
Hotel Chicago Downtown, Autograph Collection	February 2034

## Item 3. Legal Proceedings.

The nature of the operations of our hotels exposes the hotels and us to the risk of claims and litigation in the normal course of business. We are not presently subject to any material litigation nor, to our knowledge, is any litigation threatened against us, other than routine actions for negligence or other claims and administrative proceedings arising in the ordinary course of business, some of which are expected to be covered by liability insurance and all of which collectively are not expected to have a material adverse effect on our liquidity, results of operations or our financial condition.

## Item 4. Mine Safety Disclosures.

Not applicable.

## PART II

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

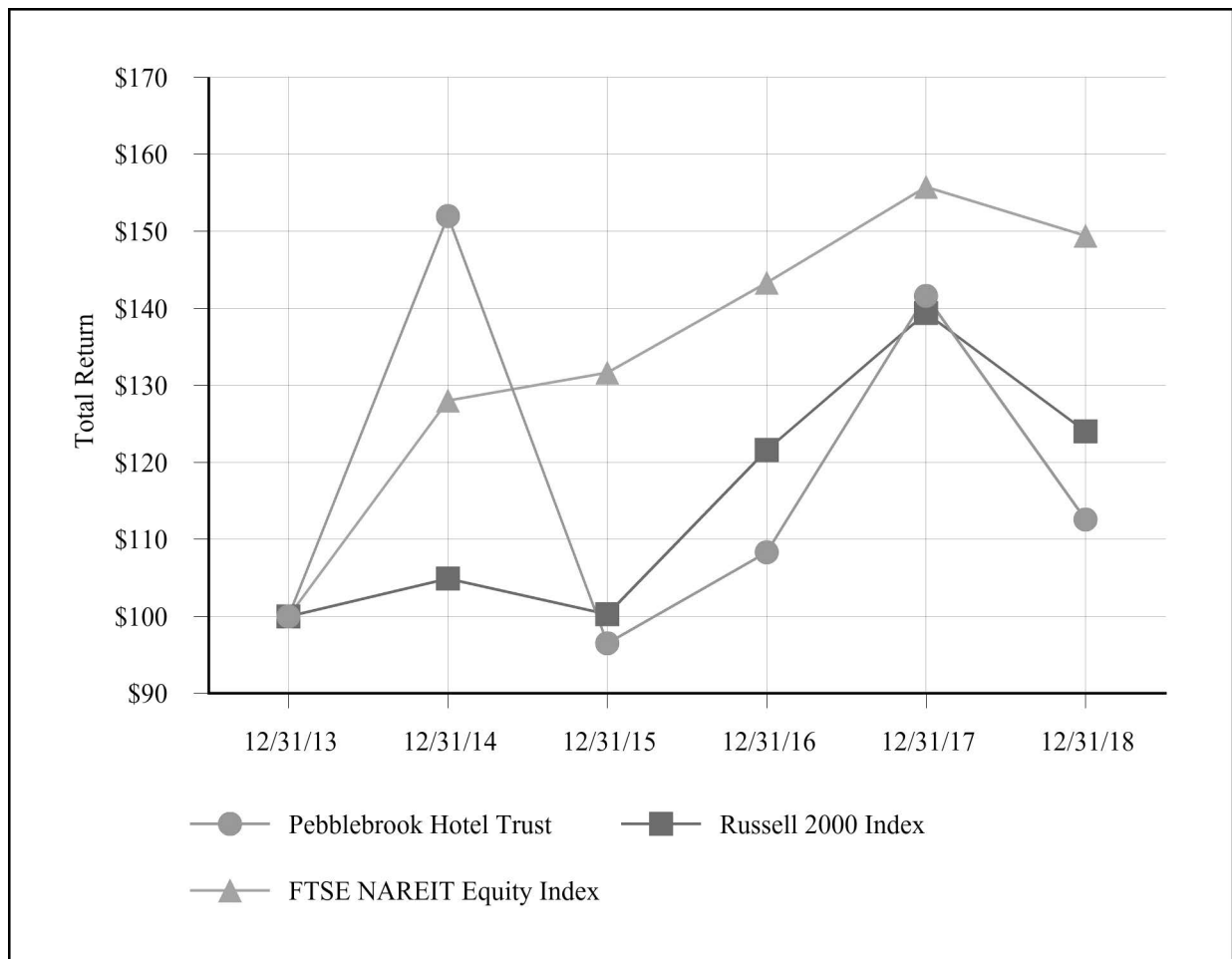
#### Market Information

Our common shares began trading on the NYSE on December 9, 2009 under the symbol “PEB”.

#### Shareholder Information

On February 22, 2019, there were 55 holders of record of our common shares. However, because the vast majority of our common shares are held by brokers and other institutions on behalf of shareholders, we believe that there are considerably more beneficial holders of our common shares than record holders.

The following graph provides a comparison of the cumulative total return on our common shares from December 31, 2013, to the NYSE closing price per share on December 31, 2018, with the cumulative total return on the Russell 2000 Index (the “Russell 2000 Index”) and the FTSE National Association of Real Estate Investment Trusts Equity REITs Index (the “FTSE NAREIT Equity Index”) for the same period. Total return values were calculated assuming a \$100 investment on December 31, 2013 with reinvestment of all dividends in (i) our common shares, (ii) the Russell 2000 Index and (iii) the FTSE NAREIT Equity Index. The total return values do not include any dividends declared, but not paid, during the period.



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

<u>Name</u>	<u>Value of Initial Investment at December 31, 2013</u>	<u>Value of Investment at December 31, 2014</u>	<u>Value of Investment at December 31, 2015</u>	<u>Value of Investment at December 31, 2016</u>	<u>Value of Investment at December 31, 2017</u>	<u>Value of Investment at December 31, 2018</u>
Pebblebrook Hotel Trust	\$ 100.00	\$ 151.95	\$ 96.48	\$ 108.31	\$ 141.58	\$ 112.55
Russell 2000 Index	\$ 100.00	\$ 104.90	\$ 100.27	\$ 121.60	\$ 139.39	\$ 124.02
FTSE NAREIT Equity Index	\$ 100.00	\$ 128.03	\$ 131.65	\$ 143.32	\$ 155.75	\$ 149.42

## Distributions

Distributions to the extent of our current and accumulated earnings and profits for federal income tax purposes generally will be taxable to a shareholder as ordinary income. Distributions in excess of current and accumulated earnings and profits generally will be treated as a nontaxable reduction of the shareholder's basis in such shareholder's shares, to the extent thereof, and thereafter as taxable capital gain. Distributions that are treated as a reduction of the shareholder's basis in its shares will have the effect of increasing the amount of gain, or reducing the amount of loss, recognized upon the sale of the shareholder's shares.

The declaration of distributions by our company is in the sole discretion of our board of trustees and depends on our actual cash flow, financial condition, capital expenditure requirements for our hotels, the annual distributions requirements under the REIT provisions of the Code and such other factors as our board of trustees deems relevant.

For income tax purposes, distributions paid per share were characterized as follows:

	2018		2017		2016	
	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
Common Shares:						
Ordinary non-qualified income	\$ 1.2040	77.57%	\$ 1.3611	95.41%	\$ 1.3794	95.14%
Qualified dividend	0.3482	22.43%	0.0256	1.79%	0.0704	4.86%
Capital gain	—	—%	—	—%	—	—%
Return of capital	—	—%	0.0399	2.80%	—	—%
Total	<u>\$ 1.5522</u>	<u>100.00%</u>	<u>\$ 1.4266</u>	<u>100.00%</u>	<u>\$ 1.4498</u>	<u>100.00%</u>
Series A Preferred Shares: <sup>(1)</sup>						
Ordinary non-qualified income	\$ —	—%	\$ —	—%	\$ 0.2914	95.14%
Qualified dividend	—	—%	—	—%	0.0149	4.86%
Capital gain	—	—%	—	—%	—	—%
Return of capital	—	—%	—	—%	—	—%
Total	<u>\$ —</u>	<u>—%</u>	<u>\$ —</u>	<u>—%</u>	<u>\$ 0.3063</u>	<u>100.00%</u>
Series B Preferred Shares: <sup>(2)</sup>						
Ordinary non-qualified income	\$ —	—%	\$ —	—%	\$ 1.3109	95.14%
Qualified dividend	—	—%	—	—%	0.0669	4.86%
Capital gain	—	—%	—	—%	—	—%
Return of capital	—	—%	—	—%	—	—%
Total	<u>\$ —</u>	<u>—%</u>	<u>\$ —</u>	<u>—%</u>	<u>\$ 1.3778</u>	<u>100.00%</u>
Series C Preferred Shares:						
Ordinary non-qualified income	\$ 1.2605	77.57%	\$ 1.1969	98.20%	\$ 1.5461	95.14%
Qualified dividend	0.3645	22.43%	0.0219	1.80%	0.0789	4.86%
Capital gain	—	—%	—	—%	—	—%
Return of capital	—	—%	—	—%	—	—%

Total	\$ 1.6250	100.00%	\$ 1.2188	100.00%	\$ 1.6250	100.00%
Series D Preferred Shares:						
Ordinary non-qualified income	\$ 1.2363	77.57%	\$ 1.1739	98.21%	\$ 0.9099	95.15%
Qualified dividend	0.3575	22.43%	0.0214	1.79%	0.0464	4.85%
Capital gain	—	—%	—	—%	—	—%
Return of capital	—	—%	—	—%	—	—%
Total	\$ 1.5938	100.00%	\$ 1.1953	100.00%	\$ 0.9563	100.00%
Series E Preferred Shares: <sup>(3)</sup>						
Ordinary non-qualified income	\$ —	—%	\$ —	—%	\$ —	—%
Qualified dividend	—	—%	—	—%	—	—%
Capital gain	—	—%	—	—%	—	—%
Return of capital	—	—%	—	—%	—	—%
Total	\$ —	—%	\$ —	—%	\$ —	—%
Series F Preferred Shares: <sup>(3)</sup>						
Ordinary non-qualified income	—	—%	\$ —	—%	\$ —	—%
Qualified dividend	—	—%	—	—%	—	—%
Capital gain	—	—%	—	—%	—	—%
Return of capital	—	—%	—	—%	—	—%
Total	\$ —	—%	\$ —	—%	\$ —	—%

<sup>(1)</sup> Redeemed in full in March 2016.

<sup>(2)</sup> Redeemed in full in September 2016.

<sup>(3)</sup> Issued upon completion of our merger with LaSalle on November 30, 2018.

Of the common distribution declared on December 15, 2015 and paid on January 15, 2016, \$0.2164 was treated as a 2016 distribution for tax purposes. The preferred share distributions declared on December 15, 2015 and paid on January 15, 2016, were treated as 2015 distributions for tax purposes.

Of the common distribution declared on December 15, 2016 and paid on January 17, 2017, \$0.2866 was treated as a 2017 distribution for tax purposes. The preferred share distributions declared on December 15, 2016 and paid on January 17, 2017, were treated as 2016 distributions for tax purposes.

Of the common distribution declared on December 15, 2017 and paid on January 12, 2018, \$0.3800 was treated as a 2018 distribution for tax purposes. The preferred share distributions declared on December 15, 2017 and paid on January 12, 2018, were treated as 2018 distributions for tax purposes.

Of the common distributions declared on November 19, 2018 and December 14, 2018 and both paid on January 15, 2019, \$0.3478 was treated as a 2019 distribution for tax purposes. The preferred share distributions declared on December 14, 2018 and paid on January 15, 2019, \$0.4063 of Series C, of \$0.3984 of Series D, \$0.3984 of Series E, and \$0.3938 of Series F were treated as 2019 distributions for tax purposes.

## Securities Authorized for Issuance Under Equity Compensation Plan

The following table sets forth information regarding securities authorized for issuance under our equity compensation plan, our 2009 Equity Incentive Plan, as amended and restated, as of December 31, 2018. See Note 9 to the accompanying consolidated financial statements for additional information regarding our 2009 Equity Incentive Plan.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders	—	—	1,207,886
Equity compensation plans not approved by security holders	—	—	—
Total	—	—	1,207,886

During the year ended December 31, 2018, certain of our employees chose to have us acquire from such employees an aggregate of 69,687 common shares to pay taxes due upon vesting of restricted common shares granted pursuant to share award agreements. The average price paid by the Company for these shares was \$35.97 per share.

## Issuer Purchases of Equity Securities

Period	Total Number of Shares Purchased <sup>(1)</sup>	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs <sup>(2)</sup>
October 1, 2018 - October 31, 2018	—	\$ —	—	\$ —
November 1, 2018 - November 30, 2018	—	\$ —	—	\$ —
December 1, 2018 - December 31, 2018	—	\$ —	—	\$ —
Total	—	\$ —	—	\$ 56,600,000

<sup>(1)</sup> Amounts in this column represent common shares sold to the Company as payment of tax withholding due upon vesting of equity awards.

<sup>(2)</sup> On February 22, 2016, we announced that our board of trustees authorized a share repurchase program of up to \$150.0 million of our outstanding common shares. Under this program, we may repurchase common shares from time to time in transactions on the open market or by private agreement. We may suspend or discontinue this program at any time. As of December 31, 2018, \$56.6 million of common shares remained available for repurchase under this program.

On July 27, 2017, we announced that our board of trustees authorized a new share repurchase program of up to \$100.0 million of our outstanding common shares. Under this program, we may repurchase common shares from time to time in transactions on the open market or by private agreement. We may suspend or discontinue this program at any time. This \$100.0 million share repurchase program will commence upon the completion of the \$150.0 million share repurchase program.

## Item 6. Selected Financial Data.

The following table includes selected historical financial information which has been derived from the audited consolidated financial statements. The following information should be read in conjunction with “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Item 8. Consolidated Financial Statements and Supplementary Data” and all of the financial statements and notes included elsewhere in this Annual Report on Form 10-K.



	For the year ended December 31,				
	2018	2017	2016	2015	2014
	(In thousands, except share and per-share data)				
<b>Revenues:</b>					
Room	\$ 565,107	\$ 532,288	\$ 568,867	\$ 526,573	\$ 410,600
Food and beverage	199,089	182,737	191,857	190,852	148,114
Other operating	64,482	54,292	55,697	53,439	40,062
Total revenues	828,678	769,317	816,421	770,864	598,776
<b>Expenses:</b>					
Hotel operating expenses:					
Room	143,171	134,068	137,312	124,090	102,709
Food and beverage	136,845	123,213	126,957	128,816	104,843
Other direct and indirect	231,818	210,692	219,655	215,169	166,435
Total hotel operating expenses	511,834	467,973	483,924	468,075	373,987
Depreciation and amortization	108,475	102,290	102,439	95,872	68,324
Real estate taxes, personal property taxes, property insurance and ground rent	54,191	48,500	50,488	46,947	36,878
General and administrative	22,512	23,977	27,912	27,649	26,349
Transaction costs	75,049	71	193	4,686	1,973
Impairment and other losses	1,452	6,003	12,148	—	—
Loss (gain) on sale of hotel properties	2,147	(14,877)	(40,690)	—	—
Gain on insurance settlement	(13,954)	—	—	—	—
Total operating expenses	761,706	633,937	636,414	643,229	507,511
Operating income (loss)	66,972	135,380	180,007	127,635	91,265
Interest income	178	97	1,995	2,511	2,529
Interest expense	(53,923)	(37,299)	(43,615)	(38,774)	(27,065)
Other	1,900	2,265	283	—	—
Equity in earnings (loss) of joint venture	—	—	(64,842)	6,213	10,065
Income (loss) before income taxes	15,127	100,443	73,828	97,585	76,794
Income tax (expense) benefit	(1,742)	(181)	134	(2,590)	(3,251)
Net income (loss)	13,385	100,262	73,962	94,995	73,543
Net income (loss) attributable to non-controlling interests	(8)	374	258	327	677
Net income (loss) attributable to the Company	13,393	99,888	73,704	94,668	72,866
Distributions to preferred shareholders	(17,466)	(16,094)	(19,662)	(25,950)	(25,079)
Issuance costs of redeemed preferred shares	—	—	(7,090)	—	—
Net income (loss) attributable to common shareholders	\$ (4,073)	\$ 83,794	\$ 46,952	\$ 68,718	\$ 47,787
Net income (loss) per share available to common shareholders, basic	\$ (0.06)	\$ 1.20	\$ 0.65	\$ 0.95	\$ 0.72
Net income (loss) per share available to common shareholders, diluted	\$ (0.06)	\$ 1.19	\$ 0.64	\$ 0.94	\$ 0.71
Weighted-average number of common shares, basic	74,286,307	69,591,973	71,901,499	71,715,870	65,646,712
Weighted-average number of common shares, diluted	74,286,307	69,984,837	72,373,242	72,384,289	66,264,118

	As of December 31,				
	2018	2017	2016	2015	2014
	(In thousands)				
Balance Sheet Data:					
Investment in hotel properties, net	\$ 6,534,193	\$ 2,456,450	\$ 2,672,654	\$ 2,673,584	\$ 2,343,690
Ground lease asset	199,745	29,037	29,627	30,218	30,891
Cash and cash equivalents	83,366	25,410	33,410	26,345	52,883
Total assets	6,978,348	2,590,868	2,809,259	3,058,471	2,767,186
Debt	2,746,898	885,237	996,251	1,105,595	840,689
Total shareholders' equity	3,759,835	1,498,901	1,605,684	1,758,389	1,781,091

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

The following discussion and analysis should be read in conjunction with the consolidated financial statements and related notes included elsewhere in this report. Pebblebrook Hotel Trust is a Maryland real estate investment trust that conducts its operations so as to qualify as a REIT under the Code. Substantially all of the operations are conducted through Pebblebrook Hotel, L.P. (our "Operating Partnership"), a Delaware limited partnership of which Pebblebrook Hotel Trust is the sole general partner. In this report, we use the terms "the Company", "we" or "our", to refer to Pebblebrook Hotel Trust and its subsidiaries, unless the context indicates otherwise.

### Overview

Overall in 2018 our portfolio performed at the high end of our guidance. The strongest markets of the year for us include Naples, Florida and Key West, Florida, both of which continue to recover from the negative impact of Hurricane Irma in 2017, and San Francisco, which is expected to be even stronger in 2019 as we see an incredibly favorable convention calendar following the Moscone Convention Center renovation, combined with strong business and leisure hotel demand and limited supply growth. As we look ahead to 2019, despite the softening global economic growth trends, group and transient business travel along with leisure travel demand remain solid. We continue to see supply increases in many of the larger urban markets such as New York, Los Angeles, Miami, Nashville, Portland, Seattle and Chicago.

On November 30, 2018, we completed our merger with LaSalle Hotel Properties. The combined company, headquartered in Bethesda, Maryland, continues to be led by the senior management team leading us immediately prior to the merger. As of December 31, 2018, the Company owned 63 hotels with a total of 15,253 guest rooms.

During the year ended December 31, 2018, in addition to our merger with LaSalle, we had the following transactions:

- The remediation of our 189-room LaPlaya Beach Resort and Club ("LaPlaya") property following damage caused by Hurricane Irma was completed in January 2018 with additional repair work that was completed during the third quarter of 2018. As of December 31, 2018, we reached a final settlement agreement with our insurance carriers totaling \$20.5 million, and we recognized a gain of \$13.1 million for the year ended December 31, 2018.
- On December 4, 2018, we sold The Grand Hotel Minneapolis for \$30.0 million.

While we do not operate our hotel properties, both our asset management team and our executive management team monitor and work cooperatively with our hotel managers by advising and making recommendations in all aspects of our hotels' operations, including property positioning and repositioning, revenue and expense management, operations analysis, physical design, renovation and capital improvements, guest experience and overall strategic direction. Through these efforts, we seek to improve property efficiencies, lower costs, maximize revenues and enhance property operating margins, which we expect will enhance returns to our shareholders.

### Key Indicators of Financial Condition and Operating Performance

We measure hotel results of operations and the operating performance of our business by evaluating financial and non-financial metrics such as room revenue per available room ("RevPAR"); average daily rate ("ADR"); occupancy rate ("Occupancy"); funds from operations ("FFO"); earnings before interest, income taxes, depreciation and amortization

("EBITDA"); and EBITDA for real estate ("EBITDA<sub>re</sub>"). We evaluate individual hotel and company-wide performance with comparisons to budgets, prior periods and competing properties. ADR, occupancy and RevPAR may be impacted by macroeconomic factors as well as regional and local economies and events. See "Non-GAAP Financial Matters" for further discussion of FFO, EBITDA and EBITDA<sub>re</sub>.

### ***Hotel Operating Statistics***

The following table represents the key same-property hotel operating statistics for our hotels for the years ended December 31, 2018 and 2017.

	For the year ended December 31,	
	2018	2017
Same-Property Occupancy	82.1%	82.5%
Same-Property ADR	\$ 246.15	\$ 242.45
Same-Property RevPAR	\$ 202.10	\$ 200.01

This schedule of hotel results for the year ended December 31 includes information from all of the hotels we owned as of December 31, 2018, except for The Grand Hotel Minneapolis for Q4 in both 2018 and 2017 because it was sold during the fourth quarter of 2018, and LaPlaya Beach Resort & Club for Q3 and Q4 in both 2018 and 2017 because it was closed during the fourth quarter of 2017 due to the impact from Hurricane Irma. Hotels acquired through the merger with LaSalle Hotel Properties are excluded from January through November in both 2018 and 2017, as the Company's ownership of these hotels began in December 2018.

### **Results of Operations**

At December 31, 2018 and 2017, we had 63 and 28 wholly owned properties and leasehold interests, respectively. All properties owned during these periods have been included in our results of operations during the respective periods since their dates of acquisition or through the dates of disposition. Based on when a property was acquired or disposed, operating results for certain properties are not comparable for the years ended December 31, 2018 and 2017. The properties listed in the table below are hereinafter referred to as "non-comparable properties" for the periods indicated and all other properties are considered and referred to as "comparable properties":

Property	Location	Acquisition/Disposition Date	Non-comparable property for the	
			Years Ended 2018 and 2017	Years Ended 2017 and 2016
Viceroy Miami	Miami, FL	June 1, 2016		X
The Redbury Hollywood	Hollywood, CA	June 1, 2016		X
Manhattan NYC	<sup>(1)</sup> New York, NY	October 19, 2016		X
Dumont NYC	<sup>(2)</sup> New York, NY	October 19, 2016	X	X
DoubleTree by Hilton Hotel Bethesda - Washington DC	Bethesda, Maryland	November 2, 2016		X
LaSalle Hotel Properties' portfolio	<sup>(3)</sup> Various	November 30, 2018	X	
The Grand Hotel Minneapolis	Minneapolis, MN	December 4, 2018	X	

<sup>(1)</sup> We obtained full ownership of this property as a result of the joint venture redemption transaction on October 19, 2016 and subsequently sold this property on December 20, 2016.

<sup>(2)</sup> We obtained full ownership of this property as a result of the joint venture redemption transaction on October 19, 2016 and subsequently sold this property on June 20, 2017.

<sup>(3)</sup> As a result of our merger with LaSalle Hotel Properties, we acquired a portfolio of 36 properties.

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

**Revenues** — Total hotel revenues increased by \$59.4 million, of which \$12.9 million was contributed by the comparable properties and an increase of \$56.7 million was contributed by the properties acquired through our merger with LaSalle which was offset by a decrease in revenues from the other non-comparable properties. The comparable properties increase was

primarily due to increases in revenues at the Hotel Zoe Fisherman's Wharf following its renovation in 2017 and the re-opening of LaPlaya after its closure from Hurricane Irma in 2017.

*Hotel operating expenses* — Total hotel operating expenses increased by \$43.9 million. The comparable properties contributed a net increase of \$9.2 million, primarily due to increases in revenues and expenses at the Hotel Zoe Fisherman's Wharf following its renovation in 2017 and the re-opening of LaPlaya after its closure in 2017 from Hurricane Irma. The acquisitions of hotel properties through our merger with LaSalle contributed to an additional \$40.8 million increase which was offset by a decrease in expenses from the other non-comparable properties.

*Depreciation and amortization* — Depreciation and amortization expense increased by \$6.2 million primarily due to the additional depreciation expense of \$9.2 million from the acquisition of the LaSalle portfolio which was offset by fully depreciated assets at some of the hotels acquired in 2010.

*Real estate taxes, personal property taxes, property insurance and ground rent* — Real estate taxes, personal property taxes, property insurance and ground rent increased by \$5.7 million primarily due to additional real estate taxes, personal property taxes, property insurance and ground rent from the acquisition of the LaSalle portfolio.

*Corporate general and administrative* — Corporate general and administrative expenses decreased by \$1.5 million primarily as a result of the decrease in pre-opening expenses related to less hotel renovations in 2018. Corporate general and administrative expenses consist of employee compensation costs, legal and professional fees, insurance, state franchise taxes and other expenses.

*Transaction costs* — Transaction costs increased by \$75.0 million as a result of the merger with LaSalle. Transaction costs consist of transfer taxes and financial advisory, legal and other professional service fees in connection with the Mergers and integration costs related to professional fees and employee-related costs, including compensation for transition employees.

*Impairment and other losses* — Impairment and other losses decreased by \$4.6 million. In 2017, we recognized a \$5.0 million loss related to property damage sustained by LaPlaya as a result of Hurricane Irma and an impairment loss of \$1.0 related to the Dumont NYC. In 2018, we incurred \$1.5 million in costs related to the property damage sustained by LaPlaya from Hurricane Irma which were recovered through insurance proceeds.

*Loss (gain) on sale of hotel properties* — Loss on sale of hotel properties decreased by \$17.0 million. In 2017, we sold the Dumont NYC and the parking garage at the Revere Hotel Boston Common resulting in a total gain of \$14.9 million. In 2018, we incurred a loss of \$2.1 million from the sale of The Grand Hotel Minneapolis.

*Interest expense* — Interest expense increased by \$16.6 million as a result of additional borrowings of debt to fund the LaSalle merger.

*Income tax (expense) benefit* — Income tax expense increased by \$1.6 million due to an increase in taxable income of our taxable REIT subsidiaries.

*Non-controlling interests* — Non-controlling interests represent the allocation of income or loss of our Operating Partnership to the common units held by the OP unit holders.

*Distributions to preferred shareholders* — Distributions to preferred shareholders increased by \$1.4 million as a result of the issuances of the Series E Preferred Shares and Series F Preferred Shares in connection with the merger with LaSalle.

*Other comprehensive income (loss)* — Other comprehensive income (loss) decreased by \$95.8 million as a result of a decrease in net income and the change in the fair values of our interest rate swaps.

### ***Comparison of the year ended December 31, 2017 to the year ended December 31, 2016***

*Revenues* — Total hotel revenues increased by \$47.1 million, of which \$7.8 million was contributed by the comparable properties and a net decrease of \$39.3 million was contributed by the non-comparable properties. Hotel Monaco Washington DC, Hotel Zeppelin San Francisco and Union Station Hotel Nashville, Autograph Collection had increases in occupancy and ADR resulting from ramping up following their renovations in 2016. Additionally, revenues increased at the Hotel Monaco Washington DC as a result of the presidential inauguration and Women's March during the first quarter of 2017. These gains were offset by declines in revenues at Hotel Palomar Los Angeles Beverly Hills and Hotel Zoe Fisherman's Wharf due to their renovations and the closure of LaPlaya as a result of Hurricane Irma.

*Hotel operating expenses* — Total hotel operating expenses decreased by \$16.0 million. The comparable properties contributed a net increase of \$7.3 million, primarily due to increases in revenues and expenses at Hotel Monaco Washington DC and Hotel Zeppelin San Francisco following their renovations. These increases were offset by a reduction in costs from the renovation at the Hotel Zoe Fisherman's Wharf and the closure of LaPlaya as a result of Hurricane Irma. The net increase of \$7.3 million from the comparable properties was offset by a \$23.3 million decrease contributed by the non-comparable properties.

*Depreciation and amortization* — Depreciation and amortization expense decreased by \$0.1 million primarily due to the reduction in depreciation and amortization from properties sold during 2016 offset by additional depreciation from the assets added from the renovations of the Hotel Palomar Los Angeles Beverly Hills, Revere Hotel Boston Common and Union Station Hotel Nashville, Autograph Collection.

*Real estate taxes, personal property taxes, property insurance and ground rent* — Real estate taxes, personal property taxes, property insurance and ground rent decreased by \$2.0 million primarily due to lower real estate tax assessments of several California properties and a reduction in real estate tax as a result of selling the parking garage at the Revere Hotel Boston Common and the non-comparable properties. This was offset by increased ground rent expense for the Hotel Zephyr Fisherman's Wharf.

*Corporate general and administrative* — Corporate general and administrative expenses decreased by \$3.9 million primarily as a result of the decrease in share based compensation expense. Corporate general and administrative expenses consist of employee compensation costs, legal and professional fees, insurance, state franchise taxes and other expenses.

*Impairment loss and other losses* — Impairment loss increased by \$6.1 million. In 2016, we recognized a \$12.1 million loss related to the DoubleTree by Hilton Hotel Bethesda -Washington DC and in 2017, we recognized a \$5.0 million loss related to property damage sustained by LaPlaya as a result of Hurricane Irma and an impairment loss of \$1.0 million related to the Dumont NYC.

*Loss (Gain) on sale of hotel properties* — Gain on sale of hotel properties decreased by \$25.8 million. In 2017, we sold the Dumont NYC and the parking garage at the Revere Hotel Boston Common resulting in a total gain of \$14.9 million. In 2016, we sold a land parcel adjacent to the Revere Hotel Boston Common, Viceroy Miami and The Redbury Hollywood hotels, resulting in a total gain of \$40.7 million.

*Interest income* — Interest income decreased by \$1.9 million as a result of the repayment of a note receivable by the Manhattan Collection joint venture in October 2016.

*Interest expense* — Interest expense decreased by \$6.3 million as a result of the repayments of mortgage loans with proceeds from property sales, resulting in lower mortgage debt balances.

*Other* — Other expense increased by \$2.0 million as a result of income recognized from a forfeited deposit on a hotel property that was contracted to sell.

*Equity in earnings (losses) of joint venture* — Equity in losses of joint venture decreased from \$(64.8) million in 2016 to zero in 2017 as a result of redeeming our 49% interest in a joint venture which owned six hotel properties in New York, New York (the "Manhattan Collection joint venture") in October 2016.

*Income tax (expense) benefit* — Income tax expense remained consistent compared to the prior year.

*Non-controlling interests* — Non-controlling interests represent the allocation of income or loss of our Operating Partnership to the common units held by the LTIP unit holders.

*Distributions to preferred shareholders* — Distributions to preferred shareholders decreased \$3.6 million as a result of the redemptions of all of the Series A Preferred Shares in March 2016 and all of the Series B Preferred Shares in September 2016 which were offset, in part, by the issuance of the Series D Preferred Shares in June 2016.

*Issuance costs of redeemed preferred shares* — These issuance costs relate to the Series A and Series B Preferred Shares which we redeemed in March and September 2016, respectively. These costs are included in the determination of net income attributable to common shareholders.

*Other comprehensive income (loss)* — Other comprehensive income (loss) increased by \$29.9 million as a result of an increase in net income and the change in the fair values of our interest rate swaps.

## Non-GAAP Financial Measures

Non-GAAP financial measures are measures of our historical or future financial performance that are different from measures calculated and presented in accordance with U.S. GAAP. We report FFO, EBITDA and EBITDAre, which are non-GAAP financial measures that we believe are useful to investors as key measures of our operating performance.

We calculate FFO in accordance with standards established by Nareit, formerly known as the National Association of Real Estate Investment Trusts, which defines FFO as net income (calculated in accordance with U.S. GAAP), excluding real estate related depreciation and amortization, gains (losses) from sales of real estate, impairments of real estate assets (including impairment of real estate related joint ventures), the cumulative effect of changes in accounting principles and adjustments for unconsolidated partnerships and joint ventures. Historical cost accounting for real estate assets implicitly assumes that the value of real estate assets diminishes predictably over time. Since real estate values instead have historically risen or fallen with market conditions, most industry investors consider presentations of operating results for real estate companies that use historical cost accounting to be insufficient by themselves. By excluding the effect of real estate related depreciation and amortization including our share of the joint venture depreciation and amortization, gains (losses) from sales of real estate and impairments of real estate assets (including impairment of real estate related joint ventures), all of which are based on historical cost accounting and which may be of lesser significance in evaluating current performance, we believe that FFO provides investors a useful financial measure to evaluate our operating performance.

The following table reconciles net income (loss) to FFO and FFO available to common share and unit holders for the years ended December 31, 2018, 2017 and 2016 (in thousands):

	For the year ended December 31,		
	2018	2017	2016
<b>Net income (loss)</b>	<b>\$ 13,385</b>	<b>\$ 100,262</b>	<b>\$ 73,962</b>
Adjustments:			
Depreciation and amortization	108,265	102,064	102,206
Depreciation and amortization from joint venture	—	—	7,139
(Gain) loss on sale of hotel properties	2,147	(14,877)	(40,690)
Impairment loss	—	3,849	12,148
Impairment loss from joint venture	—	—	62,622
<b>FFO</b>	<b>\$ 123,797</b>	<b>\$ 191,298</b>	<b>\$ 217,387</b>
Distribution to preferred shareholders	(17,466)	(16,094)	(19,662)
Issuance costs of redeemed preferred shares	—	—	(7,090)
<b>FFO available to common share and unit holders</b>	<b>\$ 106,331</b>	<b>\$ 175,204</b>	<b>\$ 190,635</b>

EBITDA is defined as earnings before interest, income taxes, depreciation and amortization. The white paper issued by Nareit entitled “Earnings Before Interest, Taxes, Depreciation and Amortization for Real Estate” defines EBITDAre as net income or loss (computed in accordance with U.S. GAAP), excluding interest expense, income tax, depreciation and amortization, gains or losses on the disposition of depreciated property (including gains or losses on change of control), impairment write-downs of depreciated property and of investments in unconsolidated affiliates caused by a decrease in value of depreciated property in the affiliate, and after comparable adjustments for our portion of these items related to unconsolidated affiliates. We believe that EBITDA and EBITDAre provide investors useful financial measures to evaluate our operating performance, excluding the impact of our capital structure (primarily interest expense) and our asset base (primarily depreciation and amortization).

The following table reconciles net income (loss) to EBITDA and EBITDAre for the years ended December 31, 2018, 2017 and 2016 (in thousands):

	For the year ended December 31,		
	2018	2017	2016
<b>Net income (loss)</b>	<b>\$ 13,385</b>	<b>\$ 100,262</b>	<b>\$ 73,962</b>
Adjustments:			
Interest expense	53,923	37,299	43,615
Interest expense from joint venture	—	—	8,218
Income tax expense (benefit)	1,742	181	(134)
Depreciation and amortization	108,475	102,290	102,439
Depreciation and amortization from joint venture	—	—	7,139
<b>EBITDA</b>	<b>\$ 177,525</b>	<b>\$ 240,032</b>	<b>\$ 235,239</b>
Gain on sale of hotel properties	2,147	(14,877)	(40,690)
Impairment loss	—	3,849	12,148
Impairment loss from joint venture	—	—	62,622
<b>EBITDAre</b>	<b>\$ 179,672</b>	<b>\$ 229,004</b>	<b>\$ 269,319</b>

FFO, EBITDA and EBITDAre do not represent cash generated from operating activities as determined by U.S. GAAP and should not be considered as alternatives to U.S. GAAP net income (loss), as indications of our financial performance, or to U.S. GAAP cash flow from operating activities, as measures of liquidity. In addition, FFO, EBITDA and EBITDAre are not indicative of funds available to fund cash needs, including the ability to make cash distributions.

### Critical Accounting Policies

We consider these policies critical because they require estimates about matters that are inherently uncertain, involve various assumptions and require significant management judgment, and because they are important for understanding and evaluating our reported financial results. These judgments affect the reported amounts of assets and liabilities and our disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Applying different estimates or assumptions may result in materially different amounts reported in our financial statements.

### Hotel Properties

#### *Investment in Hotel Properties*

Estimation and judgment is required to allocate the purchase price to elements of our acquired hotel properties. Upon acquisition, we allocate the purchase price based on the fair value of the acquired land, land improvements, building, furniture, fixtures and equipment, identifiable intangible assets or liabilities, other assets and assumed liabilities. Identifiable intangible assets or liabilities typically arise from contractual arrangements assumed in connection with the transaction, including terms that are above or below market compared to an estimated market agreement at the acquisition date. We determine the acquisition-date fair values of all assets and assumed liabilities using methods similar to those used by independent appraisers (e.g., discounted cash flow analysis) and that utilize appropriate discount and/or capitalization rates and available market information. Estimates of future cash flows are based on a number of factors including historical operating results, known and anticipated trends, and market and economic conditions. Acquisition costs related to business combinations are expensed as incurred.

Hotel renovations and/or replacements of assets that improve or extend the life of the asset are capitalized and depreciated over their estimated useful lives. Furniture, fixtures and equipment under capital leases are carried at the present value of the minimum lease payments. Repair and maintenance costs are expensed as incurred.

#### *Held for Sale*

We will classify a hotel as held for sale when a binding agreement to purchase the property has been signed under which the buyer has committed a significant amount of nonrefundable cash, approval of our board of trustees has been obtained, no significant financing contingencies exist, and the sale is expected to close within one year. If these criteria are met and if the fair value less costs to sell is lower than the carrying amount of the hotel, we will record an impairment loss and will cease recording depreciation expense. We will classify the loss, together with the related operating results, as continuing or

discontinuing operations on the statements of operations and classify the assets and related liabilities as held for sale on the balance sheet.

#### *Depreciation and Amortization*

Hotel properties are carried at cost and depreciated using the straight-line method over an estimated useful life of 10 to 40 years for buildings, land improvements and building improvements and one to 10 years for furniture, fixtures and equipment. Leasehold improvements are amortized over the shorter of the lease term or the useful lives of the related assets. Intangible assets arising from contractual arrangements are typically amortized over the life of the contract.

We are required to make subjective assessments as to the useful lives and classification of our properties for purposes of determining the amount of depreciation expense to reflect each year with respect to the assets. These assessments may impact our results of operations.

#### *Impairment*

We review our investments in hotel properties for impairment whenever events or changes in circumstances indicate that the carrying value of the hotel properties may not be recoverable. Events or circumstances that may cause a review include, but are not limited to, when a hotel property experiences a current or projected loss from operations, when it becomes more likely than not that a hotel property will be sold before the end of its useful life, adverse changes in the demand for lodging at the properties due to declining national or local economic conditions and/or new hotel construction in markets where the hotels are located. When such conditions exist, we perform an analysis to determine if the estimated undiscounted future cash flows from operations and the proceeds from the ultimate disposition of a hotel exceed its carrying value. If the estimated undiscounted future cash flows are less than the carrying amount of the asset, an adjustment to reduce the carrying amount to the related hotel's estimated fair market value is recorded and an impairment loss recognized. In the evaluation of impairment of our hotel properties, we make many assumptions and estimates including projected cash flows both from operations and eventual disposition, expected useful life and holding period, future required capital expenditures, and fair values, including consideration of capitalization rates, discount rates, and comparable selling prices. We will adjust our assumptions with respect to the remaining useful life of the hotel property when circumstances change, such as an expiring ground lease or it is more likely than not that the hotel property will be sold prior to its previously expected useful life.

#### **Revenue Recognition**

Revenue consists of amounts derived from hotel operations, including the sales of rooms, food and beverage, and other ancillary services. Room revenue is recognized over a customer's hotel stay. Revenue from food and beverage and other ancillary services is generated when a customer chooses to purchase goods or services separately from a hotel room and revenue is recognized on these distinct goods and services at the point in time or over the time period that goods or services are provided to the customer. Certain ancillary services are provided by third parties and the Company assesses whether it is the principal or agent in these arrangements. If we are the agent, revenue is recognized based upon the commission earned from the third party. If we are the principal, we recognize revenue based upon the gross sales price. Some contracts for rooms or food and beverage services require an upfront deposit which is recorded as deferred revenues (or contract liabilities) and recognized once the performance obligations are satisfied.

We recognize revenue related to nonrefundable membership initiation fees and refundable membership initiation deposits over the expected life of an active membership. For refundable membership initiation deposits, the difference between the amount paid by the member and the present value of the refund obligation is deferred and recognized as other operating revenues on the consolidated statements of operations and comprehensive income over the expected life of an active membership. The present value of the refund obligation is recorded as a membership initiation deposit liability in the consolidated balance sheets and accretes over the nonrefundable term using the effective interest method using our incremental borrowing rate. The accretion is included in interest expense.

Certain of our hotels have retail spaces, restaurants or other spaces which we lease to third parties. Lease revenue is recognized on a straight-line basis over the life of the lease and included in other operating revenues in our consolidated statements of operations and comprehensive income.

#### **New Accounting Pronouncements Not Yet Implemented**

See Note 2 to the accompanying consolidated financial statements for additional information relating to recently issued accounting pronouncements.

#### **Liquidity and Capital Resources**

We expect to meet our short-term liquidity requirements through net cash provided by operations, existing cash balances and, if necessary, short-term borrowings under our senior unsecured revolving credit facilities. We expect our existing cash



balances and cash provided by operations will be adequate to fund operating requirements, service debt and fund dividends in accordance with the REIT requirements of the federal income tax laws.

We expect to meet our long-term liquidity requirements, such as hotel property acquisitions, property redevelopment, investments in new joint ventures, and debt principal payments and debt maturities, through the net proceeds from additional issuances of common shares, additional issuances of preferred shares, issuances of units of limited partnership interest in our Operating Partnership, secured and unsecured borrowings, hotel property sales and cash provided by operations. The success of our business strategy may depend in part on our ability to access additional capital through issuances of debt and equity securities, which is dependent on favorable market conditions.

We strive to maintain prudent debt leverage and intend to opportunistically enhance our capital position.

As a result of the approximately 61.5 million common shares and units issued on November 30, 2018 in connection with our merger with LaSalle, we anticipate an increase in cash outflows as a result of the increased dividend payment requirements. We expect to fund the dividends from increased cash flows generated from the hotel properties acquired in the merger.

Our debt consisted of the following as of December 31, 2018 and 2017 (dollars in thousands):

	Interest Rate	Maturity Date	Balance Outstanding as of	
			December 31, 2018	December 31, 2017
Revolving credit facilities				
Senior unsecured credit facility	Floating <sup>(1)</sup>	January 2022	\$ 170,000	\$ 45,000
PHL unsecured credit facility	Floating <sup>(2)</sup>	January 2022	—	—
Total revolving credit facilities			\$ 170,000	\$ 45,000
Unsecured term loans				
First Term Loan	Floating <sup>(3)</sup>	January 2023	300,000	300,000
Second Term Loan	Floating <sup>(3)</sup>	April 2022	65,000	65,000
Third Term Loan	Floating <sup>(3)</sup>	January 2021	200,000	200,000
Fourth Term Loan	Floating <sup>(3)</sup>	October 2024	110,000	110,000
Fifth Term Loan	Floating <sup>(3)</sup>	March 2019	—	—
Sixth Term Loan:				
Tranche 2020	Floating <sup>(3)</sup>	December 2020	250,000	—
Tranche 2021	Floating <sup>(3)</sup>	November 2021	300,000	—
Tranche 2022	Floating <sup>(3)</sup>	November 2022	400,000	—
Tranche 2023	Floating <sup>(3)</sup>	November 2023	400,000	—
Tranche 2024	Floating <sup>(3)</sup>	January 2024	400,000	—
Total Sixth Term Loan			1,750,000	—
Total term loans at stated value			2,425,000	675,000
Deferred financing costs, net			(15,716)	(4,594)
Total term loans			\$ 2,409,284	\$ 670,406
Senior unsecured notes				
Series A Notes	4.70%	December 2023	60,000	60,000
Series B Notes	4.93%	December 2025	40,000	40,000
Total senior unsecured notes at stated value			100,000	100,000
Deferred financing costs, net			(531)	(626)
Total senior unsecured notes			\$ 99,469	\$ 99,374
Mortgage loans				
The Westin San Diego Gaslamp Quarter	3.69%	January 2020	68,207	70,573
Deferred financing costs, net			(62)	(116)
Total mortgage loans			\$ 68,145	\$ 70,457
Total debt			\$ 2,746,898	\$ 885,237

<sup>(1)</sup> Borrowings bear interest at floating rates equal to, at our option, either (i) LIBOR plus an applicable margin or (ii) an Adjusted Base Rate (as defined in the applicable credit agreement) plus an applicable margin.

<sup>(2)</sup> Borrowings bear interest at floating rates equal to, at our option, either (i) LIBOR plus an applicable margin or (ii) a Eurocurrency Rate (as defined in the applicable credit agreement) plus an applicable margin.

<sup>(3)</sup> Borrowings under the term loan facilities bear interest at floating rates equal to, at our option, either (i) LIBOR plus an applicable margin or (ii) a Base Rate plus an applicable margin.

#### ***Unsecured Revolving Credit Facilities***

We are party to a \$650.0 million senior unsecured revolving credit facility maturing in January 2022, with options to extend the maturity date to January 2023, pursuant to certain terms and conditions and payment of an extension fee. As of December 31, 2018, we had \$170.0 million in outstanding borrowings and \$480.0 million borrowing capacity remaining on our senior unsecured revolving credit facility. Interest is paid on the periodic advances under the senior unsecured revolving credit facility at varying rates, based upon either LIBOR or the alternate base rate, plus an additional margin amount. The interest rate depends upon our leverage ratio pursuant to the provisions of the credit facility agreement. We have the ability to further increase the aggregate borrowing capacity under the credit agreement to up to \$1.3 billion, subject to lender approval. We intend to repay indebtedness incurred under the senior unsecured revolving credit facility from time to time out of cash flows from operations and, as market conditions permit, from the net proceeds of issuances of additional equity and debt securities and from the net proceeds of dispositions of hotel properties.

We also have a \$10.0 million unsecured revolving credit facility (the "PHL Credit Facility") to be used for PHL's working capital and general corporate purposes. This credit facility has substantially similar terms as our senior unsecured revolving credit facility, as amended and restated and matures in January 2022. Borrowings under the PHL Credit Facility bear interest at LIBOR plus an applicable margin, depending on our leverage ratio. As of December 31, 2018, we had no borrowings under the PHL Credit Facility.

### ***Unsecured Term Loan Facilities***

We are party to senior unsecured term loans with different maturities. The unsecured term loans bear interest at a variable rate of a benchmark interest rate plus an applicable margin, depending on our leverage ratio. We entered into interest rate swap agreements to fix the LIBOR rate on a portion of these unsecured term loan facilities. Information about our senior unsecured term loans is found in the table above and Note 6 to the accompanying consolidated financial statements.

### ***Senior Unsecured Notes***

We have two unsecured notes outstanding, \$60.0 million of senior unsecured notes bearing a fixed interest rate of 4.70% per annum and maturing in December 2023 (the "Series A Notes") and \$40.0 million of senior unsecured notes bearing a fixed interest rate of 4.93% per annum and maturing in December 2025 (the "Series B Notes"). The terms of the Series A Notes and the Series B Notes are substantially similar to those of our senior unsecured revolving credit facility, as amended and restated.

### ***Issuance of Shares of Beneficial Interest***

On March 5, 2014, we entered into equity distribution agreements (collectively, the "Equity Distribution Agreements") with each of Wells Fargo Securities, LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Raymond James & Associates, Inc. (collectively, the "Sales Agents"), providing for our sale from time to time of our common shares having an aggregate offering price of up to \$175.0 million, pursuant to a prospectus supplement we filed with the SEC, through any of the Sales Agents, acting as sales agent and/or principal, through an at-the-market offering program (our "ATM program"). At the same time, we terminated our prior \$170.0 million ATM program. As of March 1, 2017, \$159.8 million in common shares remained available for issuance under the \$175.0 million ATM program, and on that date the program was terminated.

On February 22, 2016, we announced that our board of trustees authorized a share repurchase program of up to \$150.0 million of the Company's outstanding common shares. Under this program, we may repurchase common shares from time to time in transactions on the open market or by private agreement. We may suspend or discontinue this program at any time. No common shares were repurchased by the Company under the share repurchase program during the year ended December 31, 2018. As of December 31, 2018, \$56.6 million of common shares remained available for repurchase under this program.

On July 27, 2017, we announced that our board of trustees authorized a new share repurchase program of up to \$100.0 million of the Company's outstanding common shares. Under this program, we may repurchase common shares from time to time in transactions on the open market or by private agreement. We may suspend or discontinue this program at any time. This \$100.0 million share repurchase program will commence upon the completion of our \$150.0 million share repurchase program.

### ***Sources and Uses of Cash***

Our principal sources of cash are cash from operations, borrowings under mortgage financings and other debt, draws on our credit facilities, proceeds from offerings of our equity securities and hotel property sales. Our principal uses of cash are asset acquisitions, debt service, capital investments, operating costs, corporate expenses and dividends.

*Cash Provided by Operations.* Our cash provided by operating activities was \$135.7 million for the year ended December 31, 2018. Our cash from operations includes the operating activities of the 63 hotels we owned as of December 31, 2018, investment income, offset by corporate expenses and merger related transaction expenses. Our cash provided by operating activities was \$193.6 million for the year ended December 31, 2017. Our cash from operations includes the operating activities of the 28 hotels we wholly owned as of December 31, 2017.

*Cash Used in and Provided by Investing Activities.* Our cash used in investing activities was \$1,778.2 million for the year ended December 31, 2018. During the year ended December 31, 2018, we paid \$1,372.6 million to fund the LaSalle merger, invested \$89.6 million in improvements to our hotel properties, purchased \$356.2 million in marketable securities, sold \$6.7 million in marketable securities, received \$28.6 million from the sale of one hotel property and received \$5.2 million in property insurance proceeds. Our cash provided by investing activities was \$132.3 million for the year ended December 31, 2017. During the year ended December 31, 2017, we invested \$80.8 million in improvements to our hotel properties and received \$203.5 million in proceeds from the sale of one hotel property and a parking garage.

*Cash Provided by Financing Activities.* Our cash provided by financing activities was \$1,717.7 million for the year ended December 31, 2018. During the year ended December 31, 2018, we borrowed \$550.2 million under the revolving credit facilities (a portion of which was used to purchase the marketable securities described above in "Cash Used in and Provided by Investing Activities"), repaid \$425.2 million under the revolving credit facilities, borrowed \$1,850.0 million in debt to fund the LaSalle merger, repaid \$102.4 million of debt, repurchased \$2.5 million of common shares for tax withholding purposes in connection with vested share-based equity awards, paid \$121.8 million in distributions and paid \$29.4 million in financing costs. For the year ended December 31, 2017, cash used in financing activities was \$334.2 million. During the year ended December 31, 2017, we borrowed \$238.7 million under the revolving credit facilities, repaid \$275.7 million under the revolving credit facilities, repaid \$72.3 million of debt, repurchased \$96.0 million of common shares under our share repurchase program and for tax withholding purposes in connection with vested share-based equity awards, paid \$123.4 million in distributions and paid \$5.5 million in other transactions.

### **Capital Investments**

We maintain and intend to continue maintaining all of our hotels, including each hotel that we acquire in the future, in good repair and condition and in conformity with applicable laws and regulations and when applicable, in accordance with the franchisor's standards and the agreed-upon requirements in our management agreements. Routine capital investments will be administered by the hotel management companies. However, we maintain approval rights over the capital investments as part of the annual budget process and as otherwise required from time to time.

From time to time, certain of our hotel properties may undergo renovations as a result of our decision to upgrade portions of the hotels, such as guestrooms, meeting space and restaurants, in order to better compete with other hotels in our markets. In addition, after we acquire a hotel property, we are often required by the franchisor or brand manager, if there is one, to complete a property improvement plan ("PIP") in order to bring the hotel property up to the franchisor's or brand's standards. Generally, we expect to fund renovations and improvements with available cash, restricted cash, borrowings under our credit facility, or proceeds from new mortgage debt or equity offerings.

For the year ended December 31, 2018, we invested \$89.6 million in capital investments to reposition and improve the properties we own. We expect to invest approximately \$150.0 million to \$170.0 million in capital investments for our hotels in 2019, including a \$14.5 million renovation at Hilton San Diego Resort & Spa which is expected to be completed during the second quarter of 2019.

## Contractual Obligations and Off-Balance Sheet Arrangements

The table below summarizes our contractual obligations as of December 31, 2018 and the effect such obligations are expected to have on our liquidity and cash flow in future periods (in thousands):

	Payments due by period				
	Total	Less than 1 year	1 to 3 years	3 to 5 years	More than 5 years
Mortgage loans <sup>(1)</sup>	\$ 70,927	\$ 4,966	\$ 65,961	\$ —	\$ —
Term loans <sup>(2)</sup>	2,812,521	95,655	929,379	1,271,737	515,750
Unsecured notes <sup>(1)</sup>	127,904	4,792	9,584	9,584	103,944
Borrowings under credit facilities <sup>(3)</sup>	192,589	7,421	14,863	170,305	—
Hotel and ground leases <sup>(4)</sup>	1,242,121	16,642	33,663	33,874	1,157,942
Capital lease obligation	65,781	1,210	2,506	2,614	59,451
Refundable membership initiation deposits <sup>(5)</sup>	31,278	293	—	—	30,985
Purchase commitments <sup>(6)</sup>	25,494	25,494	—	—	—
Corporate office lease	7,351	1,030	2,146	2,266	1,909
<b>Total</b>	<b>\$ 4,575,966</b>	<b>\$ 157,503</b>	<b>\$ 1,058,102</b>	<b>\$ 1,490,380</b>	<b>\$ 1,869,981</b>

<sup>(1)</sup> Amounts include principal and interest.

<sup>(2)</sup> Amounts include principal and interest. Borrowings under the term loan facilities bear interest at floating rates equal to, at our option, either (i) LIBOR plus an applicable margin or (ii) a Base Rate plus an applicable margin.

<sup>(3)</sup> Amounts include principal and interest under the two revolving credit facilities. Interest expense is calculated based on the weighted-average interest rate for all outstanding credit facility borrowings as of December 31, 2018. It is assumed that the outstanding borrowings will be repaid upon maturity with fixed interest-only payments until then.

<sup>(4)</sup> Our leases may require minimum fixed rent payments, percentage rent payments based on a percentage of revenues in excess of certain thresholds or rent payments equal to the greater of a minimum fixed rent or percentage rent. Minimum fixed rent may be adjusted annually by increases in consumer price index ("CPI") and may be subject to minimum and maximum increases. The table above reflects only minimum fixed rent for all periods presented and does not include assumptions for CPI adjustments.

<sup>(5)</sup> Represents refundable initiation membership deposits from club members at LaPlaya.

<sup>(6)</sup> Amounts represent purchase orders and contracts that have been executed for renovation projects at the properties. We are committed to these purchase orders and contracts and anticipate making similar arrangements in the future with the existing properties or any future properties that we may acquire.

## Off-Balance Sheet Arrangements

As of December 31, 2018, we had no off-balance sheet arrangements.

## Inflation

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

## Seasonality

Demand in the lodging industry is affected by recurring seasonal patterns which are greatly influenced by overall economic cycles, geographic locations, weather and customer mix at the hotels. Generally, our hotels have lower revenue, operating income and cash flow in the first quarter of each year and higher revenue, operating income and cash flow in the third quarter of each year.

## Derivative Instruments

In the normal course of business, we are exposed to the effects of interest rate changes. We may enter into derivative instruments including interest rate swaps, caps and collars to manage or hedge interest rate risk. Derivative instruments are subject to fair value reporting at each reporting date and the increase or decrease in fair value is recorded in net income (loss) or

accumulated other comprehensive income (loss), based on the applicable hedge accounting guidance. Derivatives expose the Company to credit risk in the event of non-performance by the counter parties under the terms of the interest rate hedge agreements. The Company believes it minimizes the credit risk by transacting with major credit-worthy financial institutions.

The Company has interest rate swap agreements with an aggregate notional amount of \$1.4 billion to hedge variable interest rates on our unsecured term loans.

We have designated these pay-fixed, receive-floating interest rate swap derivatives as cash flow hedges. For the year ended December 31, 2018, there was \$(2.9) million in unrealized gain (loss) recorded in accumulated other comprehensive income. For the year ended December 31, 2017, the Company recorded a gain (loss) of \$6.0 million in accumulated other comprehensive income.

## Item 7A. Quantitative and Qualitative Disclosures about Market Risk.

### Interest Rate Sensitivity

We are exposed to market risk from changes in interest rates. We seek to limit the impact of interest rate changes on earnings and cash flows and to lower our overall borrowing costs by closely monitoring our variable rate debt and converting such debt to fixed rates when we deem such conversion advantageous. From time to time, we may enter into interest rate swap agreements or other interest rate hedging contracts. While these agreements are intended to lessen the impact of rising interest rates, they also expose us to the risks that the other parties to the agreements will not perform, we could incur significant costs associated with the settlement of the agreements, the agreements will be unenforceable and the underlying transactions will fail to qualify as highly effective cash flow hedges under guidance included in ASC 815 "Derivatives and Hedging."

The table below provides information about financial instruments that are sensitive to changes in interest rates, including mortgage obligations, bonds and lines of credit. For debt obligations, the table presents scheduled maturities, including annual amortization of principal, and related weighted-average interest rates for the debt maturing in each specified period (dollars in thousands).

	2019	2020	2021	2022	2023	Thereafter	Total
Liabilities							
Fixed rate debt	\$ 2,456	\$ 65,751	\$ —	\$ —	\$ 60,000	\$ 40,000	\$ 168,207
Average interest rate	3.69%	3.69%	—%	—%	4.70%	4.93%	4.35%
Variable rate debt	\$ —	\$ 250,000	\$ 500,000	\$ 635,000	\$ 700,000	\$ 510,000	\$ 2,595,000
Average interest rate <sup>(1)</sup>	—%	4.26%	3.92%	4.26%	4.22%	4.33%	4.20%
Total	<u>\$ 2,456</u>	<u>\$ 315,751</u>	<u>\$ 500,000</u>	<u>\$ 635,000</u>	<u>\$ 760,000</u>	<u>\$ 550,000</u>	<u>\$ 2,763,207</u>

<sup>(1)</sup> See discussion of our debt under Liquidity and Capital Resources and Derivative Instruments.

This table reflects indebtedness outstanding as of December 31, 2018 and does not reflect indebtedness, if any, incurred after that date. Our ultimate exposure to interest rate fluctuations depends on the amount of indebtedness that bears interest at variable rates, the time at which the interest rate is adjusted, the amount of adjustment, the ability to prepay or refinance variable rate indebtedness and hedging strategies used to reduce the impact of any increases in rates. As of December 31, 2018, the estimated fair value of our fixed rate debt was \$164.3 million.

As of December 31, 2018, \$1.3 billion of the Company's aggregate indebtedness (49.1% of total indebtedness) was subject to variable interest rates, excluding amounts outstanding under the term loan facilities that have been effectively swapped into fixed rates. If interest rates on our unhedged variable rate debt increase or decrease by 0.1 percent, our annual interest expense will increase or decrease by approximately \$1.3 million, respectively.

## Item 8. Consolidated Financial Statements and Supplementary Data.

See Financial Statements and index beginning on page F-1.

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

None.

## **Item 9A. Controls and Procedures.**

### **Disclosure Controls and Procedures**

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rule 13a-15(b) under the Exchange Act as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this report, these disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in reports we file or submit 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 to allow timely decisions regarding required disclosure.

### **Management's Annual Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Under the supervision and with the participation of our management, including our principal executive officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the original framework in *Internal Control - Integrated Framework* issued in 2013 by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework in *Internal Control - Integrated Framework*, our management concluded that our internal control over financial reporting was effective as of December 31, 2018.

The SEC permits companies to exclude certain acquisitions from their assessments of internal control over financial reporting during the first year of an acquisition while integrating the acquired company. Accordingly, management's assessment of the effectiveness of the Company's internal control over financial reporting excluded the hotel operations of the LaSalle Hotel Properties portfolio, which was acquired by the Company on November 30, 2018. On that date, LaSalle and its related entities became our wholly-owned subsidiaries with total assets of \$55.1 million and total revenues of \$56.2 million included in our consolidated financial statements as of and for the year ended December 31, 2018.

KPMG LLP, a registered independent accounting firm, has audited our consolidated financial statements included in this Annual Report on Form 10-K and, as part of its audit, has issued its report, included herein on page F-3, on the effectiveness of our internal control over financial reporting.

There was no change to our internal control over financial reporting during the fourth quarter ended December 31, 2018 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **Item 9B. Other Information.**

None.

## **PART III**

### **Item 10. Trustees, Executive Officers and Corporate Governance.**

The information required by this item is incorporated by reference to the Company's Proxy Statement for the 2019 Annual Meeting of Shareholders.

### **Item 11. Executive Compensation.**

The information required by this item is incorporated by reference to the Company's Proxy Statement for the 2019 Annual Meeting of Shareholders.

### **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters.**

The information required by this item is incorporated by reference to the Company's Proxy Statement for the 2019 Annual Meeting of Shareholders.

### **Item 13. Certain Relationships and Related Transactions, and Trustee Independence.**

The information required by this item is incorporated by reference to the Company's Proxy Statement for the 2019 Annual Meeting of Shareholders.

### **Item 14. Principal Accountant Fees and Services.**

The information required by this item is incorporated by reference to the Company's Proxy Statement for the 2019 Annual Meeting of Shareholders.

## **PART IV**

### **Item 15. Exhibits and Financial Statement Schedules.**

(a) The following documents are filed as part of this report:

1. Financial Statements  
Included herein on pages F-1 through F-42.

2. Financial Statement Schedules

The following financial statement schedule is included herein on pages F-39 through F-42.

Schedule III--Real Estate and Accumulated Depreciation

All other schedules for which provision is made in Regulation S-X are either not required to be included herein under the related instructions or are inapplicable or the related information is included in the footnotes to the applicable financial statement and, therefore, have been omitted from this Item 15.

3. Exhibits

The following exhibits are filed or furnished, as the case may be, as part of this Annual Report on Form 10-K:

<b><u>Exhibit Number</u></b>	<b><u>Description of Exhibit</u></b>
2.1	Agreement and Plan of Merger, dated as of September 6, 2018, by and among Pebblebrook Hotel Trust, Pebblebrook Hotel, L.P., Ping Merger OP, LP, Ping Merger Sub, LLC, LaSalle Hotel Properties and LaSalle Hotel LaSalle OP, L.P. (incorporated by reference to Exhibit 2.1 to Pebblebrook Hotel Trust's Current Report on Form 8-K filed with the SEC on September 7, 2018 (File No. 001-34571)).
2.2	Amendment No. 1 to the Agreement and Plan of Merger, by and among Pebblebrook Hotel Trust, Pebblebrook Hotel, L.P., Ping Merger Sub, LLC, Ping Merger OP, LP, LaSalle Hotel Properties and LaSalle Hotel Operating Partnership, L.P., dated as of September 18, 2018 (incorporated by reference to Exhibit 2.1 to Pebblebrook Hotel Trust's Current Report on Form 8-K filed with the SEC on September 19, 2018 (File No. 001-34571)).
3.1†	Declaration of Trust, as amended and supplemented through November 30, 2018, of Pebblebrook Hotel Trust.
3.2	Amended and Restated Bylaws of Pebblebrook Hotel Trust (incorporated by reference to Exhibit 3.2 to Pebblebrook Hotel Trust's Current Report on Form 8-K filed with the SEC on November 14, 2016 (File No. 001-34571)).
3.3	First Amendment to Amended and Restated Bylaws of Pebblebrook Hotel Trust (incorporated by reference to Exhibit 3.2 to Pebblebrook Hotel Trust's Current Report on Form 8-K filed with the SEC on July 21, 2017 (File No. 001-34571)).
3.4	Second Amended and Restated Agreement of Limited Partnership of Pebblebrook Hotel, L.P., dated as of December 13, 2013 (incorporated by reference to Exhibit 3.1 to Pebblebrook Hotel Trust's Current Report on Form 8-K filed with the SEC on December 17, 2013 (File No. 001-34571)).



- 3.5 First Amendment to the Second Amended and Restated Agreement of Limited Partnership of Pebblebrook Hotel, L.P., dated as of September 30, 2014 (incorporated by reference to Exhibit 3.4 to Pebblebrook Hotel Trust's Annual Report on Form 10-K filed with the SEC on February 17, 2015 (File No. 001-34571)).
- 3.6 Second Amendment to the Second Amended and Restated Agreement of Limited Partnership of Pebblebrook Hotel, L.P., dated as of June 8, 2016 (incorporated by reference to Exhibit 3.5 to Pebblebrook Hotel Trust's Current Report on Form 8-K filed with the SEC on June 8, 2016 (File No. 001-34571)).
- 3.7 Third Amendment to the Second Amended and Restated Agreement of Limited Partnership of Pebblebrook Hotel, L.P., dated as of November 30, 2018 (incorporated by reference to Exhibit 3.3 to Pebblebrook Hotel Trust's Current Report on Form 8-K filed with the SEC on December 3, 2018 (File No. 001-34571)).
- 10.1\* Pebblebrook Hotel Trust 2009 Equity Incentive Plan, as amended and restated effective July 10, 2012 (incorporated by reference to Exhibit 10.1 to Pebblebrook Hotel Trust's Quarterly Report on Form 10-Q filed with the SEC on August 2, 2012 (File No. 001-34571)).
- 10.2\* Amendment No. 1 to the Pebblebrook Hotel Trust 2009 Equity Incentive Plan, as amended and restated effective July 10, 2012, effective July 7, 2016 (incorporated by reference to Exhibit 10.1 to Pebblebrook Hotel Trust's Quarterly Report on Form 10-Q filed with the SEC on July 25, 2016 (File No. 001-34571)).
- 10.3\* Amendment No. 2 to the Pebblebrook Hotel Trust 2009 Equity Incentive Plan, as amended and restated effective July 10, 2012, effective February 15, 2017 (incorporated by reference to Exhibit 10.1 to Pebblebrook Hotel Trust's Current Report on Form 8-K filed with the SEC on February 22, 2017 (File No. 001-34571)).
- 10.4\* Change in Control Severance Agreement between Pebblebrook Hotel Trust and Jon E. Bortz (incorporated by reference to Exhibit 10.2 to Pebblebrook Hotel Trust's Annual Report on Form 10-K filed with the SEC on March 24, 2010 (File No. 001-34571)).
- 10.5\* Change in Control Severance Agreement between Pebblebrook Hotel Trust and Raymond D. Martz (incorporated by reference to Exhibit 10.3 to Pebblebrook Hotel Trust's Annual Report on Form 10-K filed with the SEC on March 24, 2010 (File No. 001-34571)).
- 10.6\* Change in Control Severance Agreement between Pebblebrook Hotel Trust and Thomas C. Fisher (incorporated by reference to Exhibit 10.4 to Pebblebrook Hotel Trust's Annual Report on Form 10-K filed with the SEC on March 24, 2010 (File No. 001-34571)).
- 10.7\* Form of Indemnification Agreement between Pebblebrook Hotel Trust and its officers and trustees (incorporated by reference to Exhibit 10.4 of Amendment No. 1 to Pebblebrook Hotel Trust's Registration Statement on Form S-11/A filed with the SEC on November 10, 2009 (File No. 333-162412)).
- 10.8\* Form of Share Award Agreement for trustees (incorporated by reference to Exhibit 10.6 of Amendment No. 2 to Pebblebrook Hotel Trust's Registration Statement on Form S-11/A filed with the SEC on November 25, 2009 (File No. 333-162412)).
- 10.9\* Form of Share Award Agreement (Performance Vesting) for executive officers (incorporated by reference to Exhibit 10.1 to Pebblebrook Hotel Trust's Quarterly Report on Form 10-Q filed with the SEC on April 26, 2012 (File No. 001-34571)).
- 10.10\* Form of LTIP Unit Vesting Agreement (supersedes Exhibits 10.11, 10.12 and 10.13 to Pebblebrook Hotel Trust's Annual Report on Form 10-K filed with the SEC on March 24, 2010 (File No. 001-34571)) (incorporated by reference to Exhibit 10.2 to Pebblebrook Hotel Trust's Quarterly Report on Form 10-Q filed with the SEC on April 26, 2012 (File No. 001-34571)).
- 10.11\* Form of Share Award Agreement for executive officers (incorporated by reference to Exhibit 10.3 to Pebblebrook Hotel Trust's Quarterly Report on Form 10-Q filed with the SEC on April 26, 2012 (File No. 001-34571)).
- 10.12 Lease, dated December 1, 1999, by and between the United States of America, acting through the Administrator of General Services, and Tariff Building Associates, L.P. (incorporated by reference to Exhibit 10.1 to Pebblebrook Hotel Trust's Current Report on Form 8-K filed with the SEC on September 13, 2010 (File No. 001-34571)).
- 10.13 Assignment and Assumption of GSA Lease, dated September 9, 2010, by and among the United States of America, acting by and through the Administrator of General Services and Authorized Representatives, Tariff Building Associates, L.P., and Jayhawk Owner LLC (incorporated by reference to Exhibit 10.2 to Pebblebrook Hotel Trust's Current Report on Form 8-K filed with the SEC on September 13, 2010 (File No. 001-34571)).

- 10.14 Historical Lease, dated October 16, 2000, by and between the United States Department of the Interior, National Park Service acting through the Regional Director, Pacific West Region, an agency of the United States of America, and Maritime Hotel Associates, L.P. (incorporated by reference to Exhibit 10.1 to Pebblebrook Hotel Trust's Current Report on Form 8-K filed with the SEC on February 22, 2011 (File No. 001-34571)).
- 10.15 Seventh Amendment to Historic Lease, dated February 6, 2001, by and between the United States Department of the Interior, National Park Service acting through the Regional Director, Pacific West Region, an agency of the United States of America, and Maritime Hotel Associates, L.P. (incorporated by reference to Exhibit 10.2 to Pebblebrook Hotel Trust's Current Report on Form 8-K filed with the SEC on February 22, 2011 (File No. 001-34571)).
- 10.16 Tenth Amendment to Historic Lease, dated December 9, 2008, by and between the United States Department of the Interior, National Park Service acting through the Regional Director, Pacific West Region, an agency of the United States of America, and Maritime Hotel Associates, L.P. (incorporated by reference to Exhibit 10.3 to Pebblebrook Hotel Trust's Current Report on Form 8-K filed with the SEC on February 22, 2011 (File No. 001-34571)).
- 10.17 Eleventh Amendment to Historic Lease, dated February 16, 2011, by and between the United States Department of the Interior, National Park Service acting through the Regional Director, Pacific West Region, an agency of the United States of America, and Wildcats Owner LLC. (incorporated by reference to Exhibit 10.4 to Pebblebrook Hotel Trust's Current Report on Form 8-K filed with the SEC on February 22, 2011 (File No. 001-34571)).
- 10.18 Assignment and Assumption of Historical Lease, dated February 16, 2011, by and among the United States Department of the Interior, National Park Service acting through the Regional Director, Pacific West Region, an Agency of the United States of America, Maritime Hotel Associates, L.P., and Wildcats Owner LLC. (incorporated by reference to Exhibit 10.5 to Pebblebrook Hotel Trust's Current Report on Form 8-K filed with the SEC on February 22, 2011 (File No. 001-34571)).
- 10.19\* Form of LTIP Class B Unit Vesting Agreement (incorporated by reference to Exhibit 10.1 to Pebblebrook Hotel Trust's Current Report on Form 8-K filed with the SEC on December 17, 2013 (File No. 001-34571)).
- 10.20\* Form of Performance Unit Retention Award Agreement (incorporated by reference to Exhibit 10.2 to Pebblebrook Hotel Trust's Current Report on Form 8-K filed with the SEC on December 17, 2013 (File No. 001-34571)).
- 10.21\* Form of Performance Unit Award Agreement for Executive Officers (incorporated by reference to Exhibit 10.1 to Pebblebrook Hotel Trust's Quarterly Report on Form 10-Q filed with the SEC on April 23, 2015 (File No. 001-34571)).
- 10.22 Fourth Amended and Restated Credit Agreement, dated as of October 13, 2017, among Pebblebrook Hotel, L.P., as the borrower, Pebblebrook Hotel Trust, as the parent REIT and a guarantor, certain subsidiaries of the borrower, as guarantors, Bank of America, N.A., as administrative agent, swing line lender and L/C issuer, and the other lenders party thereto (incorporated by reference to Exhibit 10.22 to Pebblebrook Hotel Trust's Annual Report on Form 10-K filed with the SEC on February 22, 2018 (File No. 001-34571)).
- 10.23 Amended and Restated Credit Agreement, dated as of October 13, 2017, among Pebblebrook Hotel, L.P., as the borrower, Pebblebrook Hotel Trust, as the parent REIT and a guarantor, certain subsidiaries of the borrower, as guarantors, U.S. Bank National Association, as administrative agent, and the other lenders party thereto (incorporated by reference to Exhibit 10.23 to Pebblebrook Hotel Trust's Annual Report on Form 10-K filed with the SEC on February 22, 2018 (File No. 001-34571)).
- 10.24 Credit Agreement, dated as of October 13, 2017, among Pebblebrook Hotel, L.P., as the borrower, Pebblebrook Hotel Trust, as the parent REIT and a guarantor, certain subsidiaries of the borrower, as guarantors, Capital One, National Association, as administrative agent, and the other lenders party thereto (incorporated by reference to Exhibit 10.24 to Pebblebrook Hotel Trust's Annual Report on Form 10-K filed with the SEC on February 22, 2018 (File No. 001-34571)).
- 10.25 Amended and Restated Credit Agreement, dated as of October 13, 2017, among Pebblebrook Hotel, L.P., as the borrower, Pebblebrook Hotel Trust, as the parent REIT and a guarantor, certain subsidiaries of the borrower, as guarantors, PNC Bank, National Association, as administrative agent, and the other lenders party thereto (incorporated by reference to Exhibit 10.25 to Pebblebrook Hotel Trust's Annual Report on Form 10-K filed with the SEC on February 22, 2018 (File No. 001-34571)).
- 10.26 Note Purchase and Guarantee Agreement, dated November 12, 2015, by and among Pebblebrook Hotel Trust, Pebblebrook Hotel, L.P., Massachusetts Mutual Life Insurance Company, MassMutual Asia Limited, Allianz Life Insurance Company of North America and The Guardian Life Insurance Company of America (incorporated by reference to Exhibit 10.33 to Pebblebrook Hotel Trust's Annual Report on Form 10-K filed with the SEC on February 22, 2016 (File No. 001-34571)).

10.27	First Amendment to Note Purchase Agreement, dated as of October 13, 2017, among Pebblebrook Hotel Trust, Pebblebrook Hotel, L.P., Massachusetts Mutual Life Insurance Company, MassMutual Asia Limited, Allianz Life Insurance Company of North America and The Guardian Life Insurance Company of America (incorporated by reference to Exhibit 10.27 to Pebblebrook Hotel Trust's Annual Report on Form 10-K filed with the SEC on February 22, 2018 (File No. 001-34571)).
10.28*	Form of Share Award Agreement (time-based vesting) for Executive Officers (incorporated by reference to Exhibit 10.1 to Pebblebrook Hotel Trust's Current Report on Form 8-K filed with the SEC on February 16, 2018).
10.29*	Form of Performance Unit Award Agreement for Executive Officers (incorporated by reference to (incorporated by reference to Exhibit 10.2 to Pebblebrook Hotel Trust's Current Report on Form 8-K filed with the SEC on February 16, 2018).
10.30	Credit Agreement, dated as of September 5, 2018, among Pebblebrook Hotel L.P., as the borrower, Pebblebrook Hotel Trust, as the parent REIT and a guarantor, certain subsidiaries of the borrower, as guarantors, Bank of America, as administrative agent, and the other lenders party thereto (incorporated by reference to Exhibit 10.1 to Pebblebrook Hotel Trust's Quarterly Report on Form 10-Q filed with the SEC on November 1, 2018).
10.31*	Waiver Agreement, dated September 5, 2018, between Pebblebrook Hotel Trust and Jon E. Bortz (incorporated by reference to Exhibit 10.1 to Pebblebrook Hotel Trust's Current Report on Form 8-K filed with the SEC on September 7, 2018 (File No. 001-34571)).
10.32*	Waiver Agreement, dated September 5, 2018, between Pebblebrook Hotel Trust and Raymond D. Martz (incorporated by reference to Exhibit 10.2 to Pebblebrook Hotel Trust's Current Report on Form 8-K filed with the SEC on September 7, 2018 (File No. 001-34571)).
10.33*	Waiver Agreement, dated September 5, 2018, between Pebblebrook Hotel Trust and Thomas C. Fisher (incorporated by reference to Exhibit 10.3 to Pebblebrook Hotel Trust's Current Report on Form 8-K filed with the SEC on September 7, 2018 (File No. 001-34571)).
10.34†	Credit Agreement, dated as of October 31, 2018, among Pebblebrook Hotel L.P., as the borrower, Pebblebrook Hotel Trust, as the parent REIT and a guarantor, certain subsidiaries of the borrower, as guarantors, Bank of America, N.A., as administrative agent, and the other lenders party thereto.
21.1†	List of Subsidiaries of Pebblebrook Hotel Trust.
23.1†	Consent of KPMG LLP.
31.1†	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2†	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1††	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2††	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS XBRL	Instance Document <sup>(1)</sup>
101.SCH XBRL	Taxonomy Extension Schema Document <sup>(1)</sup>
101.CAL XBRL	Taxonomy Extension Calculation Linkbase Document <sup>(1)</sup>
101.LAB XBRL	Taxonomy Extension Label Linkbase Document <sup>(1)</sup>
101.DEF XBRL	Taxonomy Extension Definition Linkbase Document <sup>(1)</sup>
101.PRE XBRL	Taxonomy Extension Presentation Linkbase Document <sup>(1)</sup>

\* Management agreement or compensatory plan or arrangement.

† Filed herewith.

†† Furnished herewith.

<sup>(1)</sup> Submitted electronically herewith. Attached as Exhibit 101 to this report are the following documents formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets; (ii) Consolidated Statements of Operations and Comprehensive Income; (iii) Consolidated Statements of Equity; (iv) Consolidated Statements of Cash Flows; and (v) Notes to Consolidated Financial Statements.

## 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.

### PEBBLEBROOK HOTEL TRUST

Date: March 1, 2019

/s/ JON E. BORTZ

Jon E. Bortz

Chairman, President and Chief 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.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ JON E. BORTZ</u> Jon E. Bortz	Chairman of the Board, President and Chief Executive Officer (principal executive officer)	March 1, 2019
<u>/s/ RAYMOND D. MARTZ</u> Raymond D. Martz	Executive Vice President, Chief Financial Officer, Treasurer and Secretary (principal financial officer and principal accounting officer)	March 1, 2019
<u>/s/ CYDNEY C. DONNELL</u> Cydney C. Donnell	Trustee	March 1, 2019
<u>/s/ RON E. JACKSON</u> Ron E. Jackson	Trustee	March 1, 2019
<u>/s/ PHILLIP M. MILLER</u> Phillip M. Miller	Trustee	March 1, 2019
<u>/s/ MICHAEL J. SCHALL</u> Michael J. Schall	Trustee	March 1, 2019
<u>/s/ EARL E. WEBB</u> Earl E. Webb	Trustee	March 1, 2019

**PEBBLEBROOK HOTEL TRUST**  
**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

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## Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Trustees  
Pebblebrook Hotel Trust:

### *Opinion on the Consolidated Financial Statements*

We have audited the accompanying consolidated balance sheets of Pebblebrook Hotel Trust and subsidiaries (the “Company”) as of December 31, 2018 and 2017, the related consolidated statements of operations and comprehensive income, equity, and cash flows for each of the years in the three-year period ended December 31, 2018, and the related notes and financial statement schedule III (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2018, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the Company’s internal control over financial reporting as of December 31, 2018, 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 March 1, 2019 expressed an unqualified opinion on the effectiveness of the Company’s internal control over financial reporting.

### *Basis for Opinion*

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

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

/s/ KPMG LLP

We have served as the Company's auditor since 2009.

McLean, Virginia  
March 1, 2019

## **Report of Independent Registered Public Accounting Firm**

To the Shareholders and Board of Trustees  
Pebblebrook Hotel Trust:

### *Opinion on Internal Control Over Financial Reporting*

We have audited Pebblebrook Hotel Trust and subsidiaries' (the "Company") internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated balance sheets of the Company as of December 31, 2018 and 2017, and the related consolidated statements of operations and comprehensive income, equity, and cash flows for each of the years in the three-year period ended December 31, 2018, and related notes and financial statement schedule III (collectively, the consolidated financial statements), and our report dated March 1, 2019 expressed an unqualified opinion on those consolidated financial statements.

The Company acquired LaSalle Hotel Properties during 2018, and management excluded from its assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2018, LaSalle Hotel Properties' internal control over financial reporting associated with total assets of \$55.1 million and total revenues of \$56.2 million included in the consolidated financial statements of the Company as of and for the year ended December 31, 2018. Our audit of internal control over financial reporting of the Company also excluded an evaluation of the internal control over financial reporting of LaSalle Hotel Properties.

### *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 of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### *Definition and Limitations of Internal Control Over Financial Reporting*

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

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

/s/ KPMG LLP

McLean, Virginia  
March 1, 2019



**Pebblebrook Hotel Trust**  
**Consolidated Balance Sheets**  
(In thousands, except share data)

	December 31, 2018	December 31, 2017
<b>ASSETS</b>		
Investment in hotel properties, net	\$ 6,534,193	\$ 2,456,450
Ground lease asset, net	199,745	29,037
Cash and cash equivalents	83,366	25,410
Restricted cash	24,445	7,123
Hotel receivables (net of allowance for doubtful accounts of \$526 and \$245, respectively)	59,897	29,206
Prepaid expenses and other assets	76,702	43,642
Total assets	<u>\$ 6,978,348</u>	<u>\$ 2,590,868</u>
<b>LIABILITIES AND EQUITY</b>		
Debt	\$ 2,746,898	\$ 885,237
Accounts payable and accrued expenses	360,279	141,290
Deferred revenues	54,741	26,919
Accrued interest	2,741	2,073
Distribution payable	43,759	31,823
Total liabilities	<u>3,208,418</u>	<u>1,087,342</u>
Commitments and contingencies (Note 12)		
Shareholders' equity:		
Preferred shares of beneficial interest, \$.01 par value (liquidation preference \$510,000 at December 31, 2018 and \$250,000 at December 31, 2017), 100,000,000 shares authorized; 20,400,000 shares issued and outstanding at December 31, 2018 and 10,000,000 shares issued and outstanding at December 31, 2017	204	100
Common shares of beneficial interest, \$.01 par value, 500,000,000 shares authorized; 130,311,289 issued and outstanding at December 31, 2018 and 68,812,575 issued and outstanding at December 31, 2017	1,303	688
Additional paid-in capital	4,065,804	1,685,437
Accumulated other comprehensive income (loss)	1,330	3,689
Distributions in excess of retained earnings	(308,806)	(191,013)
Total shareholders' equity	<u>3,759,835</u>	<u>1,498,901</u>
Non-controlling interests	<u>10,095</u>	<u>4,625</u>
Total equity	<u>3,769,930</u>	<u>1,503,526</u>
Total liabilities and equity	<u>\$ 6,978,348</u>	<u>\$ 2,590,868</u>

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

**Pebblebrook Hotel Trust**  
**Consolidated Statements of Operations and Comprehensive Income**  
(In thousands, except share and per-share data)

	For the year ended December 31,		
	2018	2017	2016
<b>Revenues:</b>			
Room	\$ 565,107	\$ 532,288	\$ 568,867
Food and beverage	199,089	182,737	191,857
Other operating	64,482	54,292	55,697
Total revenues	828,678	769,317	816,421
<b>Expenses:</b>			
Hotel operating expenses:			
Room	143,171	134,068	137,312
Food and beverage	136,845	123,213	126,957
Other direct and indirect	231,818	210,692	219,655
Total hotel operating expenses	511,834	467,973	483,924
Depreciation and amortization	108,475	102,290	102,439
Real estate taxes, personal property taxes, property insurance, and ground rent	54,191	48,500	50,488
General and administrative	22,512	23,977	27,912
Transaction costs	75,049	71	193
Impairment and other losses	1,452	6,003	12,148
Loss (gain) on sale of hotel properties	2,147	(14,877)	(40,690)
Gain on insurance settlement	(13,954)	—	—
Total operating expenses	761,706	633,937	636,414
Operating income (loss)	66,972	135,380	180,007
Interest income	178	97	1,995
Interest expense	(53,923)	(37,299)	(43,615)
Other	1,900	2,265	283
Equity in earnings (loss) of joint venture	—	—	(64,842)
Income (loss) before income taxes	15,127	100,443	73,828
Income tax (expense) benefit	(1,742)	(181)	134
Net income (loss)	13,385	100,262	73,962
Net income (loss) attributable to non-controlling interests	(8)	374	258
Net income (loss) attributable to the Company	13,393	99,888	73,704
Distributions to preferred shareholders	(17,466)	(16,094)	(19,662)
Issuance costs of redeemed preferred shares	—	—	(7,090)
Net income (loss) attributable to common shareholders	\$ (4,073)	\$ 83,794	\$ 46,952
Net income (loss) per share available to common shareholders, basic	\$ (0.06)	\$ 1.20	\$ 0.65
Net income (loss) per share available to common shareholders, diluted	\$ (0.06)	\$ 1.19	\$ 0.64
Weighted-average number of common shares, basic	74,286,307	69,591,973	71,901,499
Weighted-average number of common shares, diluted	74,286,307	69,984,837	72,373,242

**Pebblebrook Hotel Trust**  
**Consolidated Statements of Operations and Comprehensive Income - Continued**  
(In thousands, except share and per-share data)

	For the year ended December 31,		
	2018	2017	2016
<b>Comprehensive Income:</b>			
Net income (loss)	\$ 13,385	\$ 100,262	\$ 73,962
Other comprehensive income (loss):			
Unrealized gain (loss) on derivative instruments	(2,907)	6,001	2,438
Comprehensive income (loss)	10,478	106,263	76,400
Comprehensive income (loss) attributable to non-controlling interests	(16)	395	266
Comprehensive income (loss) attributable to the Company	\$ 10,494	\$ 105,868	\$ 76,134

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

**Pebblebrook Hotel Trust**  
**Consolidated Statements of Equity**  
(In thousands, except share data)

	Preferred Shares		Common Shares		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Distribution s in Excess of Retained Earnings	Total Shareholders' Equity	Non- Controlling Interests	Total Equity
	Shares	Amount	Shares	Amount						
Balance at December 31, 2015	14,000,000	\$ 140	71,735,129	\$ 717	\$1,868,047	\$ (4,750)	\$ (105,765)	\$ 1,758,389	\$ 2,445	\$1,760,834
Issuance of shares, net of offering costs	5,000,000	50	—	—	120,758	—	—	120,808	—	120,808
Redemption of preferred shares	(9,000,000)	(90)	—	—	(217,870)	—	(7,090)	(225,050)	—	(225,050)
Issuance of common shares for Board of Trustee compensation	—	—	21,407	—	606	—	—	606	—	606
Repurchase of common shares	—	—	(88,510)	(1)	(2,495)	—	—	(2,496)	—	(2,496)
Share-based compensation	—	—	254,878	3	7,358	—	—	7,361	1,105	8,466
Distributions on common shares/units	—	—	—	—	—	—	(110,414)	(110,414)	(359)	(110,773)
Distributions on preferred shares	—	—	—	—	—	—	(19,662)	(19,662)	(17)	(19,679)
Other comprehensive income (loss):										
Unrealized gain (loss) on derivative instruments	—	—	—	—	—	2,438	—	2,438	—	2,438
Net income (loss)	—	—	—	—	—	—	73,704	73,704	258	73,962
Balance at December 31, 2016	10,000,000	\$ 100	71,922,904	\$ 719	\$1,776,404	\$ (2,312)	\$ (169,227)	\$ 1,605,684	\$ 3,432	\$1,609,116
Issuance of shares, net of offering costs	—	—	—	—	(62)	—	—	(62)	—	(62)
Issuance of common shares for Board of Trustee compensation	—	—	16,711	1	502	—	—	503	—	503
Repurchase of common shares	—	—	(3,335,278)	(33)	(95,948)	—	—	(95,981)	—	(95,981)
Share-based compensation	—	—	208,238	1	4,541	—	—	4,542	1,104	5,646
Distributions on common shares/units	—	—	—	—	—	—	(105,580)	(105,580)	(359)	(105,939)
Distributions on preferred shares	—	—	—	—	—	—	(16,094)	(16,094)	(32)	(16,126)
Redemption of non-controlling interest LTIP units	—	—	—	—	—	—	—	—	106	106
Other comprehensive income (loss):										
Unrealized gain (loss) on derivative instruments	—	—	—	—	—	6,001	—	6,001	—	6,001
Net income (loss)	—	—	—	—	—	—	99,888	99,888	374	100,262
Balance at December 31, 2017	10,000,000	\$ 100	68,812,575	\$ 688	\$1,685,437	\$ 3,689	\$ (191,013)	\$ 1,498,901	\$ 4,625	\$1,503,526
Issuance of shares, net of offering costs	10,400,000	104	61,399,104	614	2,377,089	—	—	2,377,807	—	2,377,807
Issuance of operating partnership units	—	—	—	—	—	—	—	—	4,665	4,665

Issuance of common shares for Board of Trustee compensation	—	—	17,410	1	661	—	—	662	—	662
Repurchase of common shares	—	—	(69,687)	(1)	(2,506)	—	—	(2,507)	—	(2,507)
Share-based compensation	—	—	151,887	1	5,123	—	—	5,124	1,104	6,228
Distributions on common shares/units	—	—	—	—	—	—	(113,172)	(113,172)	(377)	(113,549)
Distributions on preferred shares	—	—	—	—	—	—	(17,466)	(17,466)	(39)	(17,505)
Net contribution from non-controlling interests	—	—	—	—	—	—	—	—	125	125
Other comprehensive income (loss):										
Unrealized gain (loss) on derivative instruments	—	—	—	—	—	(2,907)	—	(2,907)	—	(2,907)
Cumulative effect from adoption of new accounting standard	—	—	—	—	—	548	(548)	—	—	—
Net income (loss)	—	—	—	—	—	—	13,393	13,393	(8)	13,385
Balance at December 31, 2018	<u>20,400,000</u>	<u>\$ 204</u>	<u>130,311,289</u>	<u>\$ 1,303</u>	<u>\$4,065,804</u>	<u>\$ 1,330</u>	<u>\$(308,806)</u>	<u>\$ 3,759,835</u>	<u>\$ 10,095</u>	<u>\$3,769,930</u>

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

**Pebblebrook Hotel Trust**  
**Consolidated Statements of Cash Flows**  
(In thousands)

	For the year ended December 31,		
	2018	2017	2016
Operating activities:			
Net income (loss)	\$ 13,385	\$ 100,262	\$ 73,962
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Depreciation and amortization	108,475	102,290	102,439
Share-based compensation	6,228	5,646	8,466
(Gain) loss on derivative instruments	—	(265)	(283)
(Gain) loss on marketable securities	2,978	—	—
Amortization of deferred financing costs and mortgage loan premiums	18,256	2,040	1,513
Loss (gain) on sale of hotel properties	2,147	(14,877)	(40,690)
Impairment and other losses	—	3,849	12,148
Non-cash ground rent	3,062	2,884	2,762
Equity in (earnings) loss from joint venture	—	—	66,636
Other	2,939	2,378	2,654
Changes in assets and liabilities:			
Hotel receivables	3,684	(1,270)	1,263
Prepaid expenses and other assets	5,031	(2,161)	2,286
Accounts payable and accrued expenses	(34,517)	(9,176)	4,492
Deferred revenues	4,029	2,039	2,324
Net cash provided by (used in) operating activities	135,697	193,639	239,972
Investing activities:			
Acquisition of LaSalle, net of cash acquired	(1,372,584)	—	—
Improvements and additions to hotel properties	(89,605)	(80,825)	(121,899)
Proceeds from joint venture redemption	—	—	2,530
Deposit received on hotel properties	—	2,000	3,000
Proceeds from sale of hotel properties	28,551	203,479	364,390
Receipt from (acquisition of) note receivable	—	—	50,000
Investment in marketable securities	(356,180)	—	—
Sale of marketable securities	6,658	—	—
Purchase of corporate office equipment, software, and furniture	(164)	(40)	(74)
Property insurance proceeds	5,162	7,674	—
Net cash provided by (used in) investing activities	(1,778,162)	132,288	297,947
Financing activities:			
Gross proceeds from issuance of preferred shares	—	—	125,000
Payment of offering costs — common and preferred shares	(470)	(62)	(4,189)
Payment of deferred financing costs	(29,366)	(5,411)	(1,414)
Contributions from non-controlling interest	—	106	—
Borrowings under revolving credit facilities	550,181	238,687	469,000
Repayments under revolving credit facilities	(425,181)	(275,687)	(552,000)
Proceeds from debt	1,850,000	—	150,000
Repayments of debt	(102,366)	(72,317)	(365,583)
Repurchase of common shares	(2,507)	(95,982)	(2,496)

**Pebblebrook Hotel Trust**  
**Consolidated Statements of Cash Flows**  
(In thousands)

Redemption of preferred shares	—	—	(225,050)
Distributions — common shares/units	(105,729)	(107,329)	(105,321)
Distributions — preferred shares	(16,094)	(16,094)	(21,770)
Proceeds from refundable membership deposits	29	656	1,658
Repayments of refundable membership deposits	(754)	(790)	(723)
Net cash provided by (used in) financing activities	<u>1,717,743</u>	<u>(334,223)</u>	<u>(532,888)</u>
Net change in cash and cash equivalents and restricted cash	75,278	(8,296)	5,031
Cash and cash equivalents and restricted cash, beginning of year	32,533	40,829	35,798
Cash and cash equivalents and restricted cash, end of period	<u>\$ 107,811</u>	<u>\$ 32,533</u>	<u>\$ 40,829</u>

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

**PEBBLEBROOK HOTEL TRUST**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**Note 1. Organization**

Pebblebrook Hotel Trust (the "Company") was formed as a Maryland real estate investment trust in October 2009 to opportunistically acquire and invest in hotel properties located primarily in major United States cities, with an emphasis on major gateway coastal markets.

As of December 31, 2018, the Company owned 63 hotels with a total of 15,253 guest rooms. The hotels are located in the following markets: Atlanta (Buckhead), Georgia; Boston, Massachusetts; Chicago, Illinois; Key West, Florida; Miami (Coral Gables), Florida; Los Angeles, California (Beverly Hills, Santa Monica, and West Hollywood); Naples, Florida; Nashville, Tennessee; New York, New York; Philadelphia, Pennsylvania; Portland, Oregon; San Diego, California; San Francisco, California; Seattle, Washington; Stevenson, Washington; and Washington, D.C.

Substantially all of the Company's assets are held by, and all of the Company's operations are conducted through, Pebblebrook Hotel, L.P. (the "Operating Partnership"). The Company is the sole general partner of the Operating Partnership. At December 31, 2018, the Company owned 99.7% of the common limited partnership units issued by the Operating Partnership ("common units"). The remaining 0.3% of the common units are owned by the other limited partners of the Operating Partnership. For the Company to qualify as a real estate investment trust ("REIT") under the Internal Revenue Code of 1986, as amended (the "Code"), it cannot operate the hotels it owns. Therefore, the Operating Partnership and its subsidiaries lease the hotel properties to subsidiaries of Pebblebrook Hotel Lessee, Inc. (collectively with its subsidiaries, "PHL") and LaSalle Hotel Lessee Inc. (collectively with its subsidiaries, "LHL"), the Company's taxable REIT subsidiaries ("TRSs"), which in turn engage third-party eligible independent contractors to manage the hotels. PHL and LHL are consolidated into the Company's financial statements.

**Note 2. Summary of Significant Accounting Policies**

***Basis of Presentation***

The Company and its subsidiaries are separate legal entities and maintain records and books of account separate and apart from each other. The consolidated financial statements include all of the accounts of the Company and its subsidiaries and are presented in accordance with U.S. GAAP. All significant intercompany balances and transactions have been eliminated in consolidation. Investments in entities that the Company does not control, but over which the Company has the ability to exercise significant influence regarding operating and financial policies, are accounted for under the equity method.

***Use of Estimates***

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

***Risks and Uncertainties***

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

***Fair Value Measurements***

A fair value measurement is based on the assumptions that market participants would use in pricing an asset or liability in an orderly transaction. The hierarchy for inputs used in measuring fair value are as follows:

1. Level 1 – Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
2. Level 2 – Inputs include quoted prices in active markets for similar assets and liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, and model-derived valuations whose inputs are observable.
3. Level 3 – Model-derived valuations with unobservable inputs.



In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measurement.

The Company's financial instruments include cash and cash equivalents, restricted cash, accounts payable and accrued expenses. Due to their short maturities, the carrying amounts of these assets and liabilities approximate fair value. See Note 6 to the accompanying consolidated financial statements for disclosures on the fair value of debt and derivative instruments.

### ***Investment in Hotel Properties***

Upon acquisition of a hotel property, the Company allocates the purchase price based on the fair value of the acquired land, land improvements, building, furniture, fixtures and equipment, identifiable intangible assets or liabilities, other assets and assumed liabilities. Identifiable intangible assets or liabilities typically arise from contractual arrangements in connection with the transaction, including terms that are above or below market compared to an estimated market agreement at the acquisition date. Acquisition-date fair values of assets and assumed liabilities are determined based on replacement costs, appraised values, and estimated fair values using methods similar to those used by independent appraisers and that use appropriate discount and/or capitalization rates and available market information.

Acquisition costs related to business combinations are expensed as incurred and are included in general and administrative expenses on the statement of operations.

Hotel renovations and replacements of assets that improve or extend the life of the asset are recorded at cost and depreciated over their estimated useful lives. Furniture, fixtures and equipment under capital leases are recorded at the present value of the minimum lease payments. Repair and maintenance costs are expensed as incurred.

Hotel properties are recorded at cost and depreciated using the straight-line method over an estimated useful life of 10 to 40 years for buildings, land improvements, and building improvements and 1 to 10 years for furniture, fixtures and equipment. Leasehold improvements are amortized over the shorter of the lease term or the useful lives of the related assets. Intangible assets arising from contractual arrangements are typically amortized over the life of the contract. The Company is required to make subjective assessments as to the useful lives and classification of properties for purposes of determining the amount of depreciation expense to reflect each year with respect to the assets. These assessments may impact the Company's results of operations.

The Company reviews its investments in hotel properties for impairment whenever events or changes in circumstances indicate that the carrying value of the hotel properties may not be recoverable. Events or circumstances that may cause a review include, but are not limited to, when a hotel property experiences a current or projected loss from operations, when it becomes more likely than not that a hotel property will be sold before the end of its useful life, adverse changes in the demand for lodging at the properties due to declining national or local economic conditions and/or new hotel construction in markets where the hotels are located. When such conditions exist, the Company performs an analysis to determine if the estimated undiscounted future cash flows from operations and the proceeds from the ultimate disposition of a hotel exceed its carrying value. If the estimated undiscounted future cash flows are less than the carrying value of the asset, an adjustment to reduce the carrying value to the related hotel's estimated fair market value is recorded and an impairment loss is recognized. In the evaluation of impairment of its hotel properties, the Company makes many assumptions and estimates including projected cash flows both from operations and eventual disposition, expected useful life and holding period, future required capital expenditures, and fair values, including consideration of capitalization rates, discount rates, and comparable selling prices. The Company will adjust its assumptions with respect to the remaining useful life of the hotel property when circumstances change or it is more likely than not that the hotel property will be sold prior to its previously expected useful life.

The Company will classify a hotel as held for sale and will cease recording depreciation expense when a binding agreement to sell the property has been signed under which the buyer has committed a significant amount of nonrefundable cash, approval of the Company's board of trustees (the "Board of Trustees") has been obtained, no significant financing contingencies exist, and the sale is expected to close within one year. If the fair value less costs to sell is lower than the carrying value of the hotel, the Company will record an impairment loss. The Company will classify the loss, together with the related operating results, as continuing or discontinuing operations on the statements of operations and classify the assets and related liabilities as held for sale on the balance sheet.

### ***Intangible Assets and Liabilities***

Intangible assets or liabilities are recorded on non-market contracts assumed as part of the acquisition of certain hotels. The Company reviews the terms of agreements assumed in conjunction with the purchase of a hotel to determine if the terms are over or under market compared to an estimated market agreement at the acquisition date. Under market lease assets or over market contract liabilities are recorded at the acquisition date and amortized using the straight-line method over the term of the

agreement. The Company does not amortize intangible assets with indefinite useful lives, but reviews these assets for impairment annually or at interim periods if events or circumstances indicate that the asset may be impaired.

### ***Cash and Cash Equivalents***

Cash and cash equivalents consist of cash on hand, demand deposits with financial institutions and short-term liquid investments with an original maturity of three months or less. The Company maintains cash and cash equivalents balances in excess of insured limits with various financial institutions. This may subject the Company to significant concentrations of credit risk. The Company performs periodic evaluations of the credit quality of these financial institutions.

### ***Restricted Cash***

Restricted cash primarily consists of reserves for replacement of furniture and fixtures and cash held in escrow pursuant to lender requirements to pay for real estate taxes or property insurance.

### ***Prepaid Expenses and Other Assets***

The Company's prepaid expenses and other assets consist of prepaid real estate taxes, prepaid insurance, deposits on hotel acquisitions, inventories, over or under market leases, and corporate office equipment and furniture.

### ***Derivative Instruments***

In the normal course of business, the Company is exposed to the effects of interest rate changes. The Company may enter into derivative instruments including interest rate swaps, caps and collars to manage or hedge interest rate risk. Derivative instruments are recorded at fair value on the balance sheet date. Unrealized gains and losses of hedging instruments are reported in other comprehensive income (loss) and are subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings.

### ***Revenue Recognition***

Revenue consists of amounts derived from hotel operations, including the sales of rooms, food and beverage, and other ancillary services. Room revenue is recognized over a customer's hotel stay. Revenue from food and beverage and other ancillary services is generated when a customer chooses to purchase goods or services separately from a hotel room and revenue is recognized on these distinct goods and services at the point in time or over the time period that goods or services are provided to the customer. Certain ancillary services are provided by third parties and the Company assesses whether it is the principal or agent in these arrangements. If the Company is the agent, revenue is recognized based upon the commission earned from the third party. If the Company is the principal, the Company recognizes revenue based upon the gross sales price. Some contracts for rooms or food and beverage services require an upfront deposit which is recorded as deferred revenues (or contract liabilities) and recognized once the performance obligations are satisfied.

The Company recognizes revenue related to nonrefundable membership initiation fees and refundable membership initiation deposits over the expected life of an active membership. For refundable membership initiation deposits, the difference between the amount paid by the member and the present value of the refund obligation is deferred and recognized as other operating revenues on the consolidated statements of operations and comprehensive income over the expected life of an active membership. The present value of the refund obligation is recorded as a membership initiation deposit liability in the consolidated balance sheets and accretes over the nonrefundable term using the effective interest method using the Company's incremental borrowing rate. The accretion is included in interest expense.

Certain of the Company's hotels have retail spaces, restaurants or other spaces which the Company leases to third parties. Lease revenue is recognized on a straight-line basis over the life of the lease and included in other operating revenues in the Company's consolidated statements of operations and comprehensive income.

The Company collects sales, use, occupancy and similar taxes at its hotels which are presented on a net basis on the consolidated statements of operations and comprehensive income. Accounts receivable primarily represents receivables from hotel guests who occupy hotel rooms and utilize hotel services. The Company maintains an allowance for doubtful accounts sufficient to cover estimated potential credit losses.

### ***Income Taxes***

To qualify as a REIT for federal income tax purposes, the Company must meet a number of organizational and operational requirements, including a requirement that it currently distribute at least 90 percent of its REIT taxable income (determined without regard to the deduction for dividends paid and excluding net capital gains) to its shareholders. As a REIT, the Company generally is not subject to federal corporate income tax on that portion of its taxable income that is currently distributed to

shareholders. The Company is subject to certain state and local taxes on its income and property, and to federal income and excise taxes on its undistributed taxable income. In addition, the Company's TRS lessees are subject to federal and state income taxes. The Company accounts for income taxes using the asset and liability method under which deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Valuation allowances are provided if, based upon the weight of the available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

### ***Share-based Compensation***

The Company has adopted an equity incentive plan that provides for the grant of common share options, share awards, share appreciation rights, performance units and other equity-based awards. Equity-based compensation is measured at the fair value of the award on the date of grant and recognized as an expense on a straight-line basis over the vesting period. Share-based compensation awards that contain a performance condition are reviewed at least quarterly to assess the achievement of the performance condition. Compensation expense will be adjusted when a change in the assessment of achievement of the specific performance condition level is determined to be probable. The determination of fair value of these awards is subjective and involves significant estimates and assumptions including expected volatility of the Company's shares, expected dividend yield, expected term and assumptions of whether these awards will achieve parity with other operating partnership units or achieve performance thresholds.

### ***Earnings Per Share***

Basic earnings per share ("EPS") is computed by dividing the net income (loss) available to common shareholders by the weighted-average number of common shares outstanding for the period. Diluted EPS is computed by dividing net income (loss) available to common shareholders, as adjusted for dilutive securities, by the weighted-average number of common shares outstanding plus dilutive securities. Any anti-dilutive securities are excluded from the diluted per-share calculation.

### ***Comprehensive Income***

The purpose of reporting comprehensive income is to report a measure of all changes in equity of an entity that result from recognized transactions and other economic events of the period other than transactions with owners in their capacity as owners. Comprehensive income consists of all components of income, including other comprehensive income, which is excluded from net income.

### ***Segment Information***

The Company separately evaluates the performance of each of its hotels properties. However, because each of the hotels has similar economic characteristics, facilities, and services, the hotel properties have been aggregated into a single operating segment.

### ***Recent Accounting Standards***

In May 2014, the Financial Accounting Standards Board (the "FASB") issued ASU No. 2014-09, *Revenue from Contracts with Customers*, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The Company adopted this standard on January 1, 2018 using the modified retrospective transition method. Due to the short-term nature of the Company's revenue streams, the adoption of this standard did not have a material impact on the amount and timing of revenue recognition for revenues from rooms, food and beverage, and other ancillary services. The adoption of this standard had no impact on the Company's revenue or net income, and, therefore, no adjustment was recorded to the Company's opening balance of retained earnings. The adoption of this standard has resulted in the reclassification of certain accounts on the Company's consolidated balance sheets to present deferred revenues (contract liabilities) and additional disclosures. As of December 31, 2017, the Company reclassified \$7.5 million from accounts payable and accrued expenses to deferred revenues on the Company's consolidated balance sheets.

In February 2016, the FASB issued ASU 2016-02, *Leases*, which sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract (i.e., lessees and lessors). The new standard requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase by the lessee. This classification will determine whether lease expense is recognized based on an effective interest method or on a straight line basis over the term of the lease, respectively. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term of greater than 12 months regardless of their classification. Leases with a term of 12 months or less will be accounted for similarly to existing guidance for operating leases today. This guidance is effective for the Company on January 1, 2019, however, early adoption is permitted. In July 2018, the FASB issued ASU 2018-10, *Codification Improvements to Topic 842, Leases*, to clarify how to apply certain aspects of the new

leases standard. In July 2018, the FASB also issued ASU 2018-11, *Leases (Topic 842): Targeted Improvements*, to give companies another option for transition and to provide lessors with a practical expedient to reduce the cost and complexity of implementing the new standard. The transition option allows companies to not apply the new leases standard in the comparative periods they present in their financial statements in the year of adoption. Upon adoption, the Company currently expects to elect the practical expedients allowed under the guidance and retain the original lease classification and historical accounting for initial direct costs for leases existing prior to the adoption date. The Company also expects that it will elect not to restate prior periods for the impact of the adoption of the new standard and will instead recognize a cumulative-effect adjustment to beginning retained earnings in the period of adoption. These standards are expected to result in the recognition of right-to-use assets and related liabilities to account for the Company's future obligations under the ground lease arrangements for which the Company is the lessee. The Company expects to recognize right of use assets and corresponding liabilities of approximately \$200.0 million to \$300.0 million during the first quarter of 2019.

In August 2016, the FASB issued ASU-2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Payment*, which clarifies and provides specific guidance on eight cash flow classification issues with an objective to reduce the current diversity in practice. The Company adopted this standard on January 1, 2018 and it did not have a material impact on the Company's consolidated financial statements.

In November 2016, the FASB issued ASU No. 2016-18, *Statement of Cash Flows (Topic 230): Restricted Cash*, which clarifies how companies should present restricted cash and restricted cash equivalents in the statement of cash flows. This guidance requires companies to show the changes in the total of cash, cash equivalents, restricted cash equivalents in the statement of cash flows. The Company adopted this standard on January 1, 2018 and it did not have a material impact on the Company's consolidated financial statements. As a result, the Company's consolidated statements of cash flows included changes to cash and cash equivalents and restricted cash for all periods presented.

In January 2017, the FASB issued ASU No. 2017-01, *Business Combinations (Topic 805): Clarifying the Definition of a Business*. This ASU clarifies the definition of a business with the objective of adding guidance to assist companies with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The changes to the definition of a business will likely result in more of the Company's property acquisitions qualifying as asset acquisitions, which will permit capitalization of acquisition costs. The Company adopted this standard on January 1, 2018 and it did not have a material impact on the Company's consolidated financial statements.

In May 2017, the FASB issued ASU No. 2017-09, *Compensation - Stock Compensation (Topic 718): Scope of Modification Accounting*. This ASU provides guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting in Topic 718. An entity will account for the effects of a modification unless the fair value of the modified award is the same as the original award, the vesting conditions of the modified award are the same as the original award, and the classification of the modified award as an equity instrument or liability instrument is the same as the original award. The Company adopted this standard on January 1, 2018 and it did not have a material impact on the Company's consolidated financial statements.

In August 2017, the FASB issued ASU No. 2017-12, *Derivatives and Hedging: Targeted Improvements to Accounting for Hedging Activities*, which improves the financial reporting of hedging relationships to better align risk management activities in financial statements and make certain targeted improvements to simplify the application of the hedge accounting guidance in current GAAP. The Company adopted this standard on January 1, 2018 and reclassified an immaterial amount from retained earnings to accumulated other comprehensive income. In subsequent periods, any ineffectiveness related to the Company's derivatives instruments are reflected in accumulated other comprehensive income.

### **Note 3. Acquisition and Disposition of Hotel Properties**

#### *Merger with LaSalle Hotel Properties*

On November 30, 2018, the Company completed its merger with LaSalle Hotel Properties ("LaSalle"). Pursuant to the Agreement and Plan of Merger, dated as of September 6, 2018, as amended on September 18, 2018 (the "Merger Agreement"), by and among the Company, the Operating Partnership, Ping Merger Sub, LLC ("Merger Sub"), Ping Merger OP, LP ("Merger OP"), LaSalle and LaSalle Hotel Operating Partnership, L.P. ("LaSalle OP").

Pursuant to the Merger Agreement, on November 30, 2018, Merger OP merged with and into LaSalle OP (the "Partnership Merger") with LaSalle OP surviving as a subsidiary of the Operating Partnership. Immediately following the Partnership Merger, LaSalle merged with and into Merger Sub (the "Company Merger" and, together with the Partnership Merger, the

“Mergers”) with Merger Sub surviving as a wholly owned subsidiary of the Company. On December 3, 2018, Merger Sub assigned all of its rights and obligations to the Company and was liquidated and dissolved.

Upon completion of the Company Merger and pursuant to the Merger Agreement, each issued and outstanding LaSalle common share of beneficial interest, \$0.01 par value per share ("LaSalle common shares") (other than the 10.8 million LaSalle common shares held by the Company) was converted into the right to receive either (i) 0.92 of the Company's common shares and cash in lieu of fractional shares, if any; or (ii) \$37.80 in cash, subject to certain adjustments and to any applicable withholding tax (the “Cash Consideration”). The maximum number of LaSalle common shares that were eligible to be converted into the right to receive the Cash Consideration was equal to 30% of the aggregate number of LaSalle common shares issued and outstanding immediately prior to completion of the Company Merger. The LaSalle common shares, held by the Company, were excluded from the cash election in the Company Merger and were cancelled. In addition, each issued and outstanding LaSalle 6.375% Series I cumulative redeemable preferred share was converted into the right to receive one of the Company's 6.375% Series E cumulative redeemable preferred shares and each issued and outstanding LaSalle 6.3% Series J cumulative redeemable preferred share was converted into the right to receive one of the Company's 6.3% Series F cumulative redeemable preferred shares.

Upon completion of the Partnership Merger and under the terms of the Merger Agreement, each common unit of LaSalle OP (a “LaSalle OP Common Unit”) that was issued and outstanding immediately prior to completion of the Partnership Merger, other than LaSalle OP Common Units held by LaSalle and its subsidiaries, was cancelled and converted into the right to receive 0.92 common units of the Operating Partnership, without interest. No fractional common shares or OP units were issued in the Mergers, and the value of any fractional interests was paid in cash.

The Company accounted for the Mergers under the acquisition method of accounting in *ASC 805, Business Combinations*. As a result of the Mergers, the Company acquired an ownership interest in the following 36 hotel properties:

<b>Property</b>	<b>Location</b>	<b>Ownership Interest</b>	<b>Rooms</b>
Villa Florence San Francisco on Union Square	San Francisco, CA	100%	189
Hotel Vitale	San Francisco, CA	100%	200
The Marker San Francisco	San Francisco, CA	100%	208
Hotel Spero	San Francisco, CA	100%	236
Chaminade Resort & Spa	Santa Cruz, CA	100%	156
Harbor Court Hotel San Francisco	San Francisco, CA	100%	131
Viceroy Santa Monica Hotel	Santa Monica, CA	100%	162
Le Parc Suite Hotel	West Hollywood, CA	100%	154
Hotel Amarano Burbank	Burbank, CA	100%	132
Montrose West Hollywood	West Hollywood, CA	100%	133
Chamberlain West Hollywood Hotel	West Hollywood, CA	100%	115
Grafton on Sunset	West Hollywood, CA	100%	108
The Westin Copley Place, Boston	Boston, MA	100%	803
The Liberty, A Luxury Collection Hotel, Boston	Boston, MA	99.99%	298
Hyatt Regency Boston Harbor	Boston, MA	100%	270
Onyx Hotel	Boston, MA	100%	112
Hotel Palomar Washington DC	Washington, DC	100%	335
Sofitel Washington DC Lafayette Square	Washington, DC	100%	237
The Liaison Capitol Hill	Washington, DC	100%	343
George Hotel	Washington, DC	100%	139
Mason & Rook Hotel	Washington, DC	100%	178
Donovan Hotel	Washington, DC	100%	193
Rouge Hotel	Washington, DC	100%	137
Topaz Hotel	Washington, DC	100%	99
Hotel Madera	Washington, DC	100%	82
Paradise Point Resort & Spa	San Diego, CA	100%	462
Hilton San Diego Gaslamp Quarter	San Diego, CA	100%	286
Solamar Hotel	San Diego, CA	100%	235
L'Auberge Del Mar	Del Mar, CA	100%	121
Hilton San Diego Resort & Spa	San Diego, CA	100%	357
The Heathman Hotel	Portland, OR	100%	151
Southernmost Beach Resort	Key West, FL	100%	262
The Marker Key West	Key West, FL	100%	96
The Roger New York	New York, NY	100%	194
Hotel Chicago Downtown, Autograph Collection	Chicago, IL	100%	354
The Westin Michigan Avenue Chicago	Chicago, IL	100%	752
			<b>8,420</b>

The total consideration for the Mergers was approximately \$4.1 billion, which included the Company's issuance of approximately 61.4 million common shares valued at \$34.92 per share to LaSalle common shareholders, the Company's issuance of 4.4 million Series E Preferred Shares valued at \$23.10 per share to former LaSalle Series I preferred shareholders and 6.0 million Series F Preferred Shares valued at \$22.10 per share to former LaSalle Series J preferred shareholders, the Operating Partnership's issuance of approximately 0.1 million OP units valued at \$34.92 per unit to former LaSalle limited partners, and cash. Additionally, the Company's investment of 10.8 million of LaSalle common shares valued at \$346.5 million is included in the total consideration. The Company recognized a loss of \$3.3 million from this investment immediately prior

to the closing of the merger and the loss is included in Other in the consolidated statements of operations and comprehensive income.

The total consideration, excluding the net working capital assumed, consisted of the following (in thousands):

	<b>Total Consideration</b>
Common shares	\$ 2,144,057
Preferred Series E shares	101,622
Preferred Series F shares	132,600
OP units	4,665
Cash	1,719,150
<b>Total consideration</b>	<b>\$ 4,102,094</b>

The Company preliminarily allocated the purchase price as follows (in thousands):

	<b>November 30, 2018</b>
Investment in hotel properties	\$ 4,120,370
Restricted cash reserves	14,784
Hotel and other receivables	34,669
Intangible assets	171,660
Prepaid expenses and other assets	47,808
Accounts payable and accrued expenses	(258,036)
Deferred revenues	(23,816)
Accrued interest	(2,496)
Distributions payable	(2,744)
Other	(105)
<b>Total consideration</b>	<b>\$ 4,102,094</b>

The estimated fair values for the assets acquired and the liabilities assumed are preliminary and are subject to change during the measurement period as additional information related to the inputs and assumptions used in determining the fair value of the assets and liabilities becomes available. These estimated fair values are based on a valuation prepared by the Company with assistance of a third party valuation specialist. The Company reviewed the inputs used by the third party specialist as well as the allocation of the purchase price to ensure reasonableness. The Company and the third party valuation specialist have prepared the fair value estimates for each of the hotel properties acquired, and continue reviewing the underlying inputs and assumptions; therefore, the purchase price and its allocation, in their entirety, are not yet complete as of the date of this filing. Once the purchase price and allocation are complete, additional adjustment to the purchase price or allocation may occur.

The Company used the following valuation methodologies, inputs, and assumptions to estimate the fair value of the assets acquired, the liabilities assumed, and the equity interests acquired:

- Investment in hotel properties — The Company estimated the fair values of the land and improvements, buildings and improvements, and furniture, fixtures, and equipment at the hotel properties by using a combination of the market, cost, and income approaches. These valuation methodologies are based on significant Level 2 and Level 3 inputs in the fair value hierarchy, such as estimates of future income growth, capitalization rates, discount rates, capital expenditures, and cash flow projections at the respective hotel properties.
- Intangible assets — The Company estimated the fair value of its lease intangible assets by calculating the present value of the difference between the contractual rental amounts paid according to the in-place lease agreements and the market rental rates for similar leased space, measured over a period equal to the remaining non-cancellable term of the lease. This valuation methodology is based on Level 2 and Level 3 inputs in the fair value hierarchy. The market lease intangible assets are amortized as adjustments to ground rent expense over the remaining terms of the respective leases.

- Above market lease liabilities — The Company estimated the fair value of its above market lease liabilities by calculating the present value of the difference between the contractual rental amounts paid according to the in-place lease agreements and the market rental rates for similar leased space, measured over a period equal to the remaining non-cancellable term of the lease. This valuation methodology is based on Level 2 and Level 3 inputs in the fair value hierarchy. The above market lease liabilities are included in accounts payable and other liabilities in the accompanying consolidated balance sheet. The above market lease liabilities are amortized as adjustments to ground rent expense over the remaining terms of the respective leases.
- Restricted cash reserves, hotel and other receivables, prepaid expenses and other assets, accounts payable and other liabilities, deferred revenues, accrued interest, and distributions payable — the carrying amounts of the assets acquired, the liabilities assumed, and the equity interests acquired approximate fair value because of their short term maturities.

For the hotel properties acquired during the year ended December 31, 2018, total revenues and operating income of \$56.7 million and \$15.9 million, respectively, from the date of acquisition (November 30, 2018) through December 31, 2018 are included in the accompanying consolidated statements of operations and comprehensive income.

Other than the acquisition of the LaSalle portfolio, there were no other acquisitions of hotel properties during the year ended December 31, 2018. For the year ended December 31, 2018, the Company incurred \$72.7 million in transaction costs and \$2.0 million in integration costs in connection with the Mergers. The transaction costs primarily related to transfer taxes, financial advisory fees, loan commitment fees, legal, and other professional service fees in connection with the Mergers. The integration costs primarily related to professional fees and employee-related costs. The merger-related costs noted above are included in transaction costs in the accompanying consolidated statements of operations and comprehensive income.

During the year ended December 31, 2017, the Company did not acquire any hotel properties. During the year ended December 31, 2016, the Company had no hotel acquisitions, other than obtaining full ownership of the Dumont NYC and Manhattan NYC from the Manhattan Collection joint venture redemption transaction.

The following unaudited condensed pro forma financial information presents the results of operations as if the Mergers had taken place on January 1, 2017. The unaudited condensed pro forma financial information is not necessarily indicative of what the actual results of operations of the Company would have been assuming the Mergers had taken place on January 1, 2017, nor is it indicative of the results of operations for future periods. The unaudited condensed pro forma financial information is as follows (in thousands):

	For the year ended December 31,	
	2018	2017
	<i>(unaudited)</i>	
Total revenues	\$ 1,677,663	\$ 1,687,275
Operating income (loss)	276,508	303,370
Net income (loss) attributable to common shareholders	110,635	151,340
Net income (loss) per share available to common shareholders — basic	\$ 0.85	1.16
Net income (loss) per share available to common shareholders — diluted	\$ 0.85	\$ 1.16

#### *Disposition of Hotel Properties*

The Company will report a disposed or held for sale hotel property or group of hotel properties in discontinued operations only if the disposal represents a strategic shift that has, or will have, a major effect on its operations and financial results. All other disposed hotel properties will have their operating results reflected within continuing operations on the Company's consolidated statements of operations for all periods presented.

On June 20, 2017, the Company sold the Dumont NYC for \$118.0 million and recognized an immaterial gain on sale. In March 2017, the Company recognized an impairment loss of \$1.0 million related to this hotel property when the property was designated as held for sale.

On June 23, 2017, the Company sold the parking garage at the Revere Hotel Boston Common for \$95.0 million. The Company recognized a gain of \$13.9 million related to the sale of this parking garage.

On December 4, 2018, the Company sold The Grand Hotel Minneapolis for \$30.0 million. The Company recognized a loss of \$2.1 million related to this hotel property.



For the years ended December 31, 2018, 2017 and 2016, the Company's consolidated statements of operations included operating income of \$4.5 million, \$8.5 million and \$12.5 million, respectively, related to the Dumont NYC, the parking garage at the Revere Hotel Boston Common and The Grand Hotel Minneapolis.

The sales of the hotel property and parking garage described above did not represent a strategic shift that had a major effect on the Company's operations and financial results, and therefore, did not qualify as discontinued operations.

#### **Note 4. Investment in Hotel Properties**

Investment in hotel properties as of December 31, 2018 and 2017 consisted of the following (in thousands):

	December 31, 2018	December 31, 2017
Land	\$ 1,056,862	\$ 448,401
Buildings and improvements	5,532,498	2,205,315
Furniture, fixtures and equipment	462,620	240,842
Construction in progress	25,643	9,514
Investment in hotel properties	\$ 7,077,623	\$ 2,904,072
Less: Accumulated depreciation	(543,430)	(447,622)
Investment in hotel properties, net	<u>\$ 6,534,193</u>	<u>\$ 2,456,450</u>

As of December 31, 2018 and 2017, buildings and improvements include capital lease assets of \$92.0 million and \$12.2 million, respectively, and accumulated depreciation includes amounts related to capital lease assets of \$1.4 million and \$1.0 million, respectively. Depreciation of capital lease assets is included in depreciation and amortization expense in the accompanying consolidated statements of operations and comprehensive income for all periods presented.

On September 10, 2017, Hotel Colonnade Coral Gables, a Tribute Portfolio Hotel ("Hotel Colonnade") located in Coral Gables, Florida and LaPlaya Beach Resort and Club ("LaPlaya") located in Naples, Florida were impacted by Hurricane Irma. Hotel Colonnade did not suffer any material damage and remained open. LaPlaya was closed in anticipation of the storm and re-opened in stages beginning in the fourth quarter of 2017 and was fully reopened in January 2018.

The Company's insurance policies provide coverage for property damage, business interruption, and reimbursement for other costs that were incurred relating to damages sustained during Hurricane Irma. Insurance proceeds are subject to deductibles. As of December 31, 2018, the Company reached a final agreement with the insurance carriers related to LaPlaya totaling \$20.5 million, and the Company recognized a gain of \$13.1 million, zero and zero for the years ended December 31, 2018, 2017 and 2016, respectively.

#### **Note 5. Investment in Joint Venture**

On July 29, 2011, the Company acquired a 49% interest in a joint venture (the "Manhattan Collection joint venture"), which owned six properties in New York, New York. The Company accounted for this investment using the equity method. On October 19, 2016, the Company liquidated its interest in the joint venture and became the 100.0% owner of two hotels, the Manhattan NYC and Dumont NYC, which were previously owned by the joint venture. For the year ended December 31, 2018 2017 and 2016, the Company had zero, zero and \$(64.8) million, respectively, in equity in earnings (loss) from the joint venture.

## Note 6. Debt

The Company's debt consisted of the following as of December 31, 2018 and 2017 (dollars in thousands):

			Balance Outstanding as of	
	Interest Rate	Maturity Date	December 31, 2018	December 31, 2017
Revolving credit facilities				
Senior unsecured credit facility	Floating <sup>(1)</sup>	January 2022	\$ 170,000	\$ 45,000
PHL unsecured credit facility	Floating <sup>(2)</sup>	January 2022	—	—
Total revolving credit facilities			\$ 170,000	\$ 45,000
Unsecured term loans				
First Term Loan	Floating <sup>(3)</sup>	January 2023	300,000	300,000
Second Term Loan	Floating <sup>(3)</sup>	April 2022	65,000	65,000
Third Term Loan	Floating <sup>(3)</sup>	January 2021	200,000	200,000
Fourth Term Loan	Floating <sup>(3)</sup>	October 2024	110,000	110,000
Fifth Term Loan	Floating <sup>(3)</sup>	March 2019	—	—
Sixth Term Loan				
Tranche 2020	Floating <sup>(3)</sup>	December 2020	250,000	—
Tranche 2021	Floating <sup>(3)</sup>	November 2021	300,000	—
Tranche 2022	Floating <sup>(3)</sup>	November 2022	400,000	—
Tranche 2023	Floating <sup>(3)</sup>	November 2023	400,000	—
Tranche 2024	Floating <sup>(3)</sup>	January 2024	400,000	—
Total Sixth Term Loan			1,750,000	—
Total term loans at stated value			2,425,000	675,000
Deferred financing costs, net			(15,716)	(4,594)
Total term loans			\$ 2,409,284	\$ 670,406
Senior unsecured notes				
Series A Notes	4.70%	December 2023	60,000	60,000
Series B Notes	4.93%	December 2025	40,000	40,000
Total senior unsecured notes at stated value			100,000	100,000
Deferred financing costs, net			(531)	(626)
Total senior unsecured notes			\$ 99,469	\$ 99,374
Mortgage loans				
The Westin San Diego Gaslamp Quarter	3.69%	January 2020	68,207	70,573
Deferred financing costs, net			(62)	(116)
Total mortgage loans			\$ 68,145	\$ 70,457
Total debt			\$ 2,746,898	\$ 885,237

<sup>(1)</sup> Borrowings bear interest at floating rates equal to, at the Company's option, either (i) LIBOR plus an applicable margin or (ii) an Adjusted Base Rate (as defined in the applicable credit agreement) plus an applicable margin.

<sup>(2)</sup> Borrowings bear interest at floating rates equal to, at the Company's option, either (i) LIBOR plus an applicable margin or (ii) an Eurocurrency Rate (as defined in the applicable credit agreement) plus an applicable margin.

<sup>(3)</sup> Borrowings under the term loan facilities bear interest at floating rates equal to, at the Company's option, either (i) LIBOR plus an applicable margin or (ii) a Base Rate plus an applicable margin.

### *Unsecured Revolving Credit Facilities*

The Company has a \$650.0 million senior unsecured credit facility maturing in January 2022, with options to extend the maturity date to January 2023, pursuant to certain terms and conditions and payment of an extension fee. As of December 31, 2018, the Company had \$170.0 million outstanding borrowings and \$480.0 million borrowing capacity remaining on its senior unsecured credit facility. Interest is paid on the periodic advances under the senior unsecured revolving credit facility at varying rates, based upon either LIBOR or the alternate base rate, plus an additional margin amount. The Company has the ability to further increase the aggregate borrowing capacity under the credit agreement to up to \$1.3 billion, subject to lender approval. Borrowings on the revolving credit facility bear interest at LIBOR plus 1.45% to 2.25%, depending on the Company's leverage ratio. Additionally, the Company is required to pay an unused commitment fee at an annual rate of 0.20% or 0.30% of the unused portion of the revolving credit facility, depending on the amount of borrowings outstanding. The credit agreement contains certain financial covenants, including a maximum leverage ratio, a minimum fixed charge coverage ratio, and a maximum percentage of secured debt to total asset value.

The Company also has a \$10.0 million unsecured revolving credit facility (the "PHL Credit Facility") to be used for PHL's working capital and general corporate purposes. This credit facility has substantially similar terms as our senior unsecured revolving credit facility, as amended and restated and matures in January 2022. Borrowings on the PHL Credit Facility bear interest at LIBOR plus 1.45% to 2.25%, depending on the Company's leverage ratio. The PHL Credit Facility is subject to debt covenants substantially similar to the covenants under the Company's amended and restated credit agreement. As of December 31, 2018, the Company had no borrowings under the PHL Credit Facility and had \$10.0 million borrowing capacity remaining under the PHL Credit Facility.

Under the terms of the credit agreement for the unsecured revolving credit facility, one or more standby letters of credit, up to a maximum aggregate outstanding balance of \$30.0 million, may be issued on behalf of the Company by the lenders under the unsecured revolving credit facility. The Company will incur a fee that shall be agreed upon with the issuing bank. Any outstanding standby letters of credit reduce the available borrowings on the senior unsecured revolving credit facility by a corresponding amount. No standby letters of credit were outstanding at December 31, 2018.

As of December 31, 2018, the Company was in compliance with the credit agreement debt covenants.

### *Unsecured Term Loan Facilities*

The Company has senior unsecured term loans with different maturities. The unsecured term loans bear interest at a variable rate of a benchmark interest rate plus an applicable margin, depending on its leverage ratio. Each of the term loan facilities is subject to debt covenants substantially similar to the covenants under the credit agreement that governs the revolving credit facility. As of December 31, 2018, the Company was in compliance with all debt covenants of its term loan facilities. The Company entered into interest rate swap agreements to fix the LIBOR rate on a portion of these unsecured term loan facilities, see Derivative and Hedging Activities below.

### *Senior Unsecured Notes*

The Company has unsecured notes outstanding, \$60.0 million of senior unsecured notes bearing a fixed interest rate of 4.70% per annum and maturing in December 2023 (the "Series A Notes") and \$40.0 million of senior unsecured notes bearing a fixed interest rate of 4.93% per annum and maturing in December 2025 (the "Series B Notes"). The terms of the Series A Notes and the Series B Notes are substantially similar to those of its senior unsecured revolving credit facility, as amended and restated. As of December 31, 2018, the Company was in compliance with all such debt covenants.

### *Mortgage Debt*

The Company's sole mortgage loan is secured by a first mortgage lien on the underlying property. The mortgage is non-recourse to the Company except for customary carve-outs such as fraud or misapplication of funds.

### *Interest Expense*

The components of the Company's interest expense consisted of the following (in thousands):

	For the year ended December 31,		
	2018	2017	2016
Unsecured revolving credit facilities	\$ 11,274	\$ 3,914	\$ 3,694
Unsecured term loan facilities	30,479	21,396	21,208
Senior unsecured notes	4,686	4,805	4,872
Mortgage debt	2,592	3,600	11,377
Amortization of deferred financing fees	2,565	2,397	2,737
Other	2,327	1,187	(273)
Total interest expense	<u>\$ 53,923</u>	<u>\$ 37,299</u>	<u>\$ 43,615</u>

### *Future Minimum Principal Payments*

As of December 31, 2018, the future minimum principal payments for the Company's debt are as follows (in thousands):

2019	\$ 2,455
2020	315,752
2021	500,000
2022	635,000
2023	760,000
Thereafter	550,000
Total debt principal payments	<u>2,763,207</u>
Mortgage loan premiums and deferred financing costs	(16,309)
Total debt	<u>\$ 2,746,898</u>

The Company estimates the fair value of its fixed rate debt by discounting the future cash flows of each instrument at estimated market rates, taking into consideration general market conditions and maturity of the debt with similar credit terms and is classified within level 2 of the fair value hierarchy. The estimated fair value of the Company's fixed rate debt (unsecured senior notes and mortgage loans) as of December 31, 2018 and 2017 was \$164.3 million and \$167.1 million, respectively.

### *Derivative and Hedging Activities*

The Company enters into interest rate swap agreements to hedge against interest rate fluctuations. All of the Company's interest rate swaps are cash flow hedges. On January 1, 2018, the Company adopted ASU No. 2017-12, *Derivatives and Hedging: Targeted Improvements to Accounting for Hedging Activities*. All unrealized gains and losses on these hedging instruments are reported in accumulated other comprehensive income (loss) and are subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings.

The Company's interest rate swaps consisted of the following (in thousands):

Hedge Type	Interest Rate		Maturity	Notional Value as of	
				December 31, 2018	December 31, 2017
Swap - cash flow	1.57%	(1)	May 2019	\$ 100,000	\$ —
Swap - cash flow	1.57%	(1)	May 2019	62,500	—
Swap - cash flow	1.57%	(1)	May 2019	15,000	—
Swap - cash flow	1.63%		January 2020	50,000	50,000
Swap - cash flow	1.63%		January 2020	50,000	50,000
Swap - cash flow	2.46%		January 2020	50,000	50,000
Swap - cash flow	2.46%		January 2020	50,000	50,000
Swap - cash flow	1.66%		January 2020	50,000	50,000
Swap - cash flow	1.66%		January 2020	50,000	50,000
Swap - cash flow	1.74%		January 2021	75,000	75,000
Swap - cash flow	1.75%		January 2021	50,000	50,000
Swap - cash flow	1.53%		January 2021	37,500	37,500
Swap - cash flow	1.53%		January 2021	37,500	37,500
Swap - cash flow	1.46%	(1)	January 2021	100,000	—
Swap - cash flow	1.47%	(1)	January 2021	47,500	—
Swap - cash flow	1.47%	(1)	January 2021	47,500	—
Swap - cash flow	1.47%	(1)	January 2021	47,500	—
Swap - cash flow	1.47%	(1)	January 2021	47,500	—
Swap - cash flow	2.60%	(2)	October 2021	55,000	—
Swap - cash flow	2.60%	(2)	October 2021	55,000	—
Swap - cash flow	1.78%	(1)	January 2022	100,000	—
Swap - cash flow	1.78%	(1)	January 2022	50,000	—
Swap - cash flow	1.79%	(1)	January 2022	30,000	—
Swap - cash flow	1.68%		April 2022	25,000	25,000
Swap - cash flow	1.68%		April 2022	25,000	25,000
Swap - cash flow	1.64%		April 2022	25,000	25,000
Swap - cash flow	1.64%		April 2022	25,000	25,000
Swap - cash flow	2.60%	(3)	January 2024	75,000	—
Swap - cash flow	2.60%	(3)	January 2024	50,000	—
Swap - cash flow	2.60%	(3)	January 2024	25,000	—
Swap - cash flow	2.60%	(3)	January 2024	75,000	—
Swap - cash flow	2.60%	(3)	January 2024	75,000	—

(1) Swaps assumed from the LaSalle merger on November 30, 2018.

(2) Swaps will be effective January 2019.

(3) Swaps will be effective January 2020.

The Company records all derivative instruments at fair value in the consolidated balance sheets. Fair values of interest rate swaps are determined using the standard market methodology of netting the discounted future fixed cash receipts/payments and the discounted expected variable cash payments/receipts. Variable interest rates used in the calculation of projected receipts and payments on the swaps are based on an expectation of future interest rates derived from observable market interest rate curves (Overnight Index Swap curves) and volatilities (Level 2 inputs). Derivatives expose the Company to credit risk in the event of non-performance by the counterparties under the terms of the interest rate hedge agreements. The Company incorporates these counterparty credit risks in its fair value measurements. The Company believes it minimizes the credit risk by transacting with major creditworthy financial institutions.

As of December 31, 2018, the Company's derivative instruments were in an asset position, with aggregate net asset fair values of \$15.1 million, in the accompanying consolidated balance sheets. For the year ended December 31, 2018 and 2017, there was \$(2.9) million and \$6.0 million in unrealized gain (loss), respectively, recorded in accumulated other comprehensive income (loss). For the years ended December 31, 2018, 2017 and 2016, the Company recorded a gain (loss) of zero, \$0.3 million and \$0.3 million, respectively, for the ineffective portion of the change in fair values of the interest rate swaps. For the years ended December 31, 2018, 2017 and 2016, the Company reclassified \$0.7 million, \$3.4 million and \$6.2 million, respectively, from accumulated other comprehensive income (loss) to interest expense. The Company expects approximately \$3.4 million will be reclassified from accumulated other comprehensive income (loss) to interest expense in the next 12 months.

## Note 7. Revenue

The Company presents revenue on a disaggregated basis on the consolidated statements of operations and comprehensive income. The following table presents revenues by geographic location for the years ended December 31, 2018, 2017 and 2016 (in thousands):

	For the year ended December 31,		
	2018	2017	2016
San Francisco, CA	\$ 193,708	\$ 179,248	\$ 186,139
Los Angeles, CA	128,016	124,979	134,129
San Diego, CA	78,965	69,447	69,863
Boston, MA	85,676	73,461	77,614
Seattle, WA	33,025	32,061	30,597
Portland, OR	98,265	100,070	97,743
Washington DC	34,731	27,586	35,113
Southern FL	63,824	50,916	67,990
Chicago, IL	3,885	—	—
Other <sup>(1)</sup>	108,583	111,549	117,233
	<u>\$ 828,678</u>	<u>\$ 769,317</u>	<u>\$ 816,421</u>

<sup>(1)</sup> Other includes: Atlanta (Buckhead), GA, Minneapolis, MN, Nashville, TN, New York City, NY, Philadelphia, PA and Santa Cruz, CA.

Payments from customers are primarily made when services are provided. Due to the short-term nature of the Company's contracts and the almost simultaneous receipt of payment, almost all of the contract liability balance at the beginning of the year is expected to be recognized as revenue over the next 12 months.

## Note 8. Equity

### Common Shares

The Company is authorized to issue up to 500,000,000 common shares of beneficial interest, \$0.01 par value per share ("common shares"). Each outstanding common share entitles the holder to one vote on each matter submitted to a vote of shareholders. Holders of the Company's common shares are entitled to receive dividends when authorized by the Company's Board of Trustees.

On November 30, 2018, in connection with the LaSalle merger, the Company issued 61,399,104 common shares.

On March 5, 2014, the Company filed a prospectus supplement with the SEC to sell up to \$175.0 million in common shares under a new "at the market" offering program (an "ATM program"). At the same time, the Company terminated its prior \$170.0 million ATM program. As of March 1, 2017, \$159.8 million in common shares remained available for issuance under the \$175.0 million ATM program, and as of that date the Company terminated the program.

On February 22, 2016, the Company announced that the Board of Trustees authorized a share repurchase program of up to \$150.0 million of the Company's outstanding common shares. Under this program, the Company may repurchase its common shares from time to time in transactions on the open market or by private agreement. The Company may suspend or

discontinue this program at any time. Upon repurchase by the Company, common shares cease to be outstanding and become authorized but unissued common shares. For the year ended December 31, 2018, the Company had no repurchases under this program and as of December 31, 2018, \$56.6 million of common shares remained available for repurchase under this program.

On July 27, 2017, the Company announced that the Board of Trustees authorized a new share repurchase program of up to \$100.0 million of the Company's outstanding common shares. Under this program, the Company may repurchase its common shares from time to time in transactions on the open market or by private agreement. The Company may suspend or discontinue this program at any time. This \$100.0 million share repurchase program will commence upon completion of the Company's \$150.0 million share repurchase program.

### **Common Dividends**

The Company declared the following dividends on common shares/units for the year ended December 31, 2018:

<b>Dividend per Share/Unit</b>	<b>For the Quarter Ended</b>	<b>Record Date</b>	<b>Payable Date</b>
\$ 0.38	March 31, 2018	March 29, 2018	April 16, 2018
\$ 0.38	June 30, 2018	June 29, 2018	July 16, 2018
\$ 0.38	September 30, 2018	September 28, 2018	October 15, 2018
\$ 0.25 <sup>(1)</sup>	December 31, 2018	November 29, 2018	January 15, 2019
\$ 0.13 <sup>(1)</sup>	December 31, 2018	December 31, 2018	January 15, 2019

<sup>(1)</sup> The Company declared pro-rated dividends in anticipation of and following the completion of the merger with LaSalle.

### **Preferred Shares**

The Company is authorized to issue up to 100,000,000 preferred shares of beneficial interest, \$.01 par value per share ("preferred shares").

On November 30, 2018, in connection with the LaSalle merger, the Company issued 4,400,000 of its Series E Cumulative Redeemable Preferred Shares ("Series E Preferred Shares") and 6,000,000 of its Series F Cumulative Redeemable Preferred Shares ("Series F Preferred Shares").

The following Preferred Shares were outstanding as of December 31, 2018 and 2017:

<b>Security Type</b>	<b>As of December 31,</b>	
	<b>2018</b>	<b>2017</b>
6.50% Series C	5,000,000	5,000,000
6.375% Series D	5,000,000	5,000,000
6.375% Series E	4,400,000	—
6.30% Series F	6,000,000	—
	<b>20,400,000</b>	<b>10,000,000</b>

The Series C Preferred Shares, Series D Preferred Shares, Series E Preferred Shares and Series F Preferred Shares (collectively, the "Preferred Shares") rank senior to the common shares and on parity with each other with respect to payment of distributions. The Preferred Shares are cumulative redeemable preferred shares, do not have any maturity date and are not subject to mandatory redemption. The Company could not redeem the Series C Preferred Shares prior to March 18, 2018, may not redeem the Series D Preferred Shares prior to June 9, 2021, could not redeem the Series E Preferred Shares prior to March 4, 2018 and may not redeem the Series F Preferred Shares prior to May 25, 2021, except in limited circumstances relating to the Company's continuing qualification as a REIT or as discussed below. On or after June 9, 2021, the Company may, at its option, redeem the Series D Preferred Shares, and at any time the Company may, at its option, redeem the Series C Preferred Shares, in each case in whole or from time to time in part, by payment of \$25.00 per share, plus any accumulated, accrued and unpaid distributions through the date of redemption. Upon the occurrence of a change of control, as defined in the Company's declaration of trust, the result of which the Company's common shares and the common securities of the acquiring or surviving entity are not listed on the New York Stock Exchange, the NYSE MKT or NASDAQ, or any successor exchanges, the Company may, at its option, redeem the Preferred Shares in whole or in part within 120 days following the change of control by paying \$25.00 per share, plus any accrued and unpaid distributions through the date of redemption. If the Company does not exercise its right to redeem the Preferred Shares upon a change of control, the holders of the Preferred Shares have the right to

convert some or all of their shares into a number of the Company's common shares based on a defined formula subject to a share cap. The share cap on each Series C Preferred Share is 2.0325 common shares, on each Series D Preferred Share is 1.9794 common shares, on each Series E Preferred Share is 1.9372 common shares and on each Series F Preferred Share is 2.0649 common shares.

### ***Preferred Dividends***

The Company declared the following dividends on preferred shares for the year ended December 31, 2018:

Security Type	Dividend per Share/Unit	For the Quarter Ended	Record Date	Payable Date
6.50% Series C	\$ 0.41	March 31, 2018	March 29, 2018	April 16, 2018
6.50% Series C	\$ 0.41	June 30, 2018	June 29, 2018	July 16, 2018
6.50% Series C	\$ 0.41	September 30, 2018	September 28, 2018	October 15, 2018
6.50% Series C	\$ 0.41	December 31, 2018	December 31, 2018	January 15, 2019
6.375% Series D	\$ 0.40	March 31, 2018	March 29, 2018	April 16, 2018
6.375% Series D	\$ 0.40	June 30, 2018	June 29, 2018	July 16, 2018
6.375% Series D	\$ 0.40	September 30, 2018	September 28, 2018	October 15, 2018
6.375% Series D	\$ 0.40	December 31, 2018	December 31, 2018	January 15, 2019
6.375% Series E	\$ 0.40	December 31, 2018	December 31, 2018	January 15, 2019
6.30% Series F	\$ 0.39	December 31, 2018	December 31, 2018	January 15, 2019

### ***Non-controlling Interest of Common Units in Operating Partnership***

Holders of Operating Partnership units have certain redemption rights that enable the unit holders to cause the Operating Partnership to redeem their units in exchange for, at the Company's option, cash per unit equal to the market price of the Company's common shares at the time of redemption or the Company's common shares on a one-for-one basis. The number of shares issuable upon exercise of the redemption rights will be adjusted upon the occurrence of share splits, mergers, consolidations or similar pro-rata share transactions, which otherwise would have the effect of diluting the ownership interests of the Operating Partnership's limited partners or the Company's shareholders.

As of December 31, 2018 and 2017, the Operating Partnership had 236,351 long-term incentive partnership units ("LTIP units") outstanding. Of the 236,351 LTIP units outstanding at December 31, 2018, 145,598 LTIP units have vested. Only vested LTIP units may be converted to common units of the Operating Partnership, which in turn can be tendered for redemption as described above.

On November 30, 2018, in connection with the LaSalle merger, the Company issued 133,605 OP units in the Operating Partnership to third-party limited partners of LaSalle OP. As of December 31, 2018 and 2017, the Operating Partnership had 133,605 and zero OP units held by third parties, respectively, excluding LTIP units.

### **Note 9. Share-Based Compensation Plan**

The Company maintains the 2009 Equity Incentive Plan, as amended and restated (as amended, the "Plan"), to attract and retain independent trustees, executive officers and other key employees and service providers. The Plan provides for the grant of options to purchase common shares, share awards, share appreciation rights, performance units and other equity-based awards. Share awards under the Plan vest over a period determined by the Board of Trustees, generally over three to five years, with certain awards vesting over periods of up to six years. The Company pays or accrues for dividends on share-based awards. All share awards are subject to full or partial accelerated vesting upon a change in control and upon death or disability or certain other employment termination events as set forth in the award agreements. As of December 31, 2018, there were 1,207,886 common shares available for issuance under the Plan, assuming performance-based equity awards vest at target.



### ***Service Condition Share Awards***

From time to time, the Company awards restricted common shares under the Plan to members of the Board of Trustees, officers and employees. These shares generally vest over three to five years based on continued service or employment.

The following table provides a summary of service condition restricted share activity as of December 31, 2018:

	Shares	Weighted-Average Grant Date Fair Value
Unvested at January 1, 2016	124,617	\$ 35.46
Granted	68,535	\$ 23.87
Vested	(52,452)	\$ 32.79
Forfeited	(4,809)	\$ 30.66
Unvested at December 31, 2016	135,891	\$ 30.82
Granted	59,139	\$ 29.68
Vested	(57,559)	\$ 31.50
Forfeited	(366)	\$ 28.01
Unvested at December 31, 2017	137,105	\$ 30.05
Granted	52,609	\$ 36.86
Vested	(61,982)	\$ 31.35
Forfeited	—	\$ —
Unvested at December 31, 2018	127,732	\$ 32.22

The fair value of each of these service condition restricted share awards is determined based on the closing price of the Company's common shares on the grant date and compensation expense is recognized on a straight-line basis over the vesting period. For the years ended December 31, 2018, 2017 and 2016, the Company recognized approximately \$2.0 million, \$1.9 million and \$1.8 million, respectively, of share-based compensation expense related to these service condition restricted shares in the consolidated statement of operations. As of December 31, 2018, there was \$2.2 million of total unrecognized share-based compensation expense related to unvested restricted shares. The unrecognized share-based compensation expense is expected to be recognized over the weighted-average remaining vesting period of 1.6 years.

### ***Performance-Based Equity Awards***

On January 30, 2013, the Board of Trustees approved a target award of 72,118 performance-based equity awards to officers and employees of the Company. In January 2016, these awards vested and the Company issued 120,730 and 56,562 common shares to officers and non-executive management employees, respectively. The actual number of common shares that ultimately vested were based on three performance criteria as defined in the award agreements for the period of performance from January 1, 2013 through December 31, 2015.

On December 13, 2013, the Board of Trustees approved a target award of 252,088 performance-based equity awards to officers and employees of the Company. The awards vest ratably on January 1, 2016, 2017, 2018, 2019 and 2020. The actual number of common shares that ultimately vest will range from 0% to 200% of the target award and will be determined on each vesting date based upon the two performance criteria as defined in the award agreements for the period of performance beginning on the grant date and ending on the applicable vesting date. In January 2016, the Company issued 25,134 of common shares which represented achieving 49% of the 50,418 target number of shares for that measurement period. In January 2017, the Company issued 12,285 of common shares which represented achieving 25% of the 49,914 target number of shares for that measurement period. In January 2018, the Company issued 72,236 of common shares which represented achieving 145% of the 49,914 target number of shares for that measurement period.

On February 4, 2014, the Board of Trustees approved a target award of 66,483 performance-based equity awards to officers and employees of the Company. In January 2017, these awards vested and the Company issued 112,782 and 25,619 common shares to officers and non-executive management employees, respectively. The actual number of common shares that ultimately vested was based on three performance criteria as defined in the award agreements for the period of performance from January 1, 2014 through December 31, 2016.

On February 11, 2015, the Board of Trustees approved a target award of 44,962 performance-based equity awards to officers and employees of the Company. In January 2018, these awards vested and the Company issued 14,089 and 2,501

common shares to officers and non-executive management employees, respectively. The actual number of common shares that ultimately vested was based on three performance criteria as defined in the award agreements for the period of performance from January 1, 2015 through December 31, 2017.

On July 27, 2015, a target award of 771 performance-based equity awards was granted to an employee of the Company. In January 2018, these awards vested and the Company issued 1,079 common shares to the employee. The actual number of common shares that ultimately vested was based on three performance criteria as defined in the award agreements for the period of performance from January 1, 2016 through December 31, 2017.

On February 10, 2016, the Board of Trustees approved a target award of 100,919 performance-based equity awards to officers and employees of the Company. These awards vest in 2019. The actual number of common shares that ultimately vest will range from 0% to 200% of the target award (except for 17,372 target awards to non-executive management employees which have no maximum) and will be determined in 2019 based on three performance criteria as defined in the award agreements for the period of performance from January 1, 2016 through December 31, 2018.

On February 15, 2017, the Board of Trustees approved a target award of 81,939 performance-based equity awards to officers and employees of the Company. These awards vest in 2020. The actual number of common shares that ultimately vest will range from 0% to 200% of the target award and will be determined in 2020 based on two performance criteria as defined in the award agreements for the period of performance from January 1, 2017 through December 31, 2019.

On February 14, 2018, the Board of Trustees approved a target award of 78,918 performance-based equity awards to officers and employees of the Company. These awards vest in 2021. The actual number of common shares that ultimately vest will range from 0% to 200% of the target award and will be determined in 2021 based on two performance criteria as defined in the award agreements for the period of performance from January 1, 2018 through December 31, 2020.

The grant date fair value of the performance awards, with market conditions, were determined using a Monte Carlo simulation method with the following assumptions:

<b>Performance Award Grant Date</b>	<b>Percentage of Total Award</b>	<b>Grant Date Fair Value by Component (\$ in millions)</b>	<b>Volatility</b>	<b>Interest Rate</b>	<b>Dividend Yield</b>
<b>January 30, 2013</b>					
Relative Total Shareholder Return	30.00%	\$0.7	31.00%	0.41%	2.20%
Absolute Total Shareholder Return	30.00%	\$0.5	31.00%	0.41%	2.20%
EBITDA Comparison	40.00%	\$0.7	31.00%	0.41%	2.20%
<b>December 13, 2013</b>					
Relative Total Shareholder Return	50.00%	\$4.7	29.00%	0.34% - 2.25%	2.40%
Absolute Total Shareholder Return	50.00%	\$2.9	29.00%	0.34% - 2.25%	2.40%
<b>February 4, 2014</b>					
Relative Total Shareholder Return	30.00%	\$0.7	29.00%	0.62%	2.40%
Absolute Total Shareholder Return	30.00%	\$0.5	29.00%	0.62%	2.40%
EBITDA Comparison	40.00%	\$0.8	29.00%	0.62%	2.40%
<b>February 11, 2015</b>					
Relative Total Shareholder Return	30.00%	\$0.9	22.00%	1.02%	2.50%
Absolute Total Shareholder Return	40.00%	\$0.7	22.00%	1.02%	2.50%
EBITDA Comparison	30.00%	\$0.7	22.00%	1.02%	2.50%
<b>July 27, 2015</b>					
Relative Total Shareholder Return	30.00%	— <sup>(1)</sup>	22.00%	0.68%	2.50%
Absolute Total Shareholder Return	40.00%	— <sup>(1)</sup>	22.00%	0.68%	2.50%
EBITDA Comparison	30.00%	— <sup>(1)</sup>	22.00%	0.68%	2.50%
<b>February 10, 2016</b>					
Relative Total Shareholder Return	70.00%	\$1.6	25.00%	0.71%	3.00%
Absolute Total Shareholder Return	15.00%	\$0.2	25.00%	0.71%	3.00%
EBITDA Comparison	15.00%	\$0.4	25.00%	0.71%	3.00%
<b>February 15, 2017</b>					
Relative and Absolute Total Shareholder Return	65.00% / 35.00%	\$2.7	28.00%	1.27%	5.60%
<b>February 14, 2018</b>					
Relative and Absolute Total Shareholder Return	65.00% / 35.00%	\$3.5	28.00%	2.37%	4.70%

<sup>(1)</sup>Amounts round to zero.

In the table above, the Relative Total Shareholder Return and Absolute Total Shareholder Return components are market conditions as defined by ASC 718. The EBITDA Comparison component is a performance condition as defined by ASC 718, and, therefore, compensation expense related to this component will be reassessed at each reporting date based on the

Company's estimate of the probable level of achievement, and the accrual of compensation expense will be adjusted as appropriate.

Dividends on unvested performance-based equity awards accrue over the vesting period and will be paid on the actual number of shares that vest at the end of the applicable period. The Company recognizes compensation expense on a straight-line basis through the vesting date. As of December 31, 2018, there was approximately \$4.6 million of unrecognized compensation expense related to these performance-based equity awards which will be recognized over the weighted-average remaining vesting period of 1.5 years. For the years ended December 31, 2018, 2017 and 2016, the Company recognized \$3.2 million, \$2.6 million and \$5.6 million, respectively, in expense related to these awards.

### ***Long-Term Incentive Partnership Units***

LTIP units, which are also referred to as profits interest units, may be issued to eligible participants for the performance of services to or for the benefit of the Operating Partnership. LTIP units are a class of partnership unit in the Operating Partnership and receive, whether vested or not, the same per-unit profit distributions as the other outstanding units in the Operating Partnership, which equal per-share distributions on common shares. LTIP units are allocated their pro-rata share of the Company's net income (loss). Vested LTIP units may be converted by the holder, at any time, into an equal number of common Operating Partnership units and thereafter will possess all of the rights and interests of a common Operating Partnership unit, including the right to redeem the common Operating Partnership unit for a common share in the Company or cash, at the option of the Operating Partnership.

As of December 31, 2018, the Operating Partnership had two classes of LTIP units, LTIP Class A and LTIP Class B units. All of the outstanding LTIP units are held by officers of the Company.

On December 13, 2013, the Board of Trustees approved a grant of 226,882 LTIP Class B units to executive officers of the Company. These LTIP units are subject to time-based vesting in five equal annual installments beginning January 1, 2016 and ending on January 1, 2020. The fair value of each award was determined based on the closing price of the Company's common shares on the grant date of \$29.19 per unit. The aggregate grant date fair value of the LTIP Class B units was \$6.6 million.

As of December 31, 2018, the Company had 236,351 LTIP units outstanding. All unvested LTIP units will vest upon a change in control. As of December 31, 2018, of the 236,351 units outstanding, 145,598 LTIP units have vested.

For the years ended December 31, 2018, 2017 and 2016, the Company recognized \$1.1 million, \$1.1 million and \$1.1 million, respectively, in expense related to these LTIP units. As of December 31, 2018, there was \$1.1 million of total unrecognized share-based compensation expense related to LTIP units. This unrecognized share-based compensation expense is expected to be recognized over the weighted-average remaining vesting period of 0.5 years. The aggregate expense related to the LTIP unit grants is presented as non-controlling interest in the Company's consolidated balance sheets.

### **Note 10. Income Taxes**

The Company has elected to be taxed as a REIT under Sections 856 through 860 of the Code. To qualify as a REIT, the Company must meet a number of organizational and operational requirements, including a requirement that it currently distribute at least 90% of its REIT taxable income (determined without regard to the deduction for dividends paid and excluding net capital gains) to its shareholders. It is the Company's current intention to adhere to these requirements and maintain the Company's qualification for taxation as a REIT. As a REIT, the Company generally is not subject to federal corporate income tax on that portion of its taxable income that is currently distributed to shareholders. However, as a REIT, the Company is still subject to certain state and local taxes on its income and property, and to federal income and excise taxes on its undistributed taxable income. In addition, taxable income of TRSs, including our TRS lessees, are subject to federal, state and local income taxes.

For federal income tax purposes, the cash distributions paid to the Company's common shareholders and preferred shareholders may be characterized as ordinary income, return of capital (generally non-taxable) or capital gains. Tax law permits certain characterization of distributions which could result in differences between cash basis and tax basis distribution amounts.

The following characterizes distributions paid per common share and preferred share on a tax basis for the years ended December 31, 2018, 2017 and 2016:

	2018		2017		2016	
	Amount	%	Amount	%	Amount	%
Common Shares:						

Ordinary non-qualified income	\$ 1.2040	77.57%	\$ 1.3611	95.41%	\$ 1.3794	95.14%
Qualified dividend	0.3482	22.43%	0.0256	1.79%	0.0704	4.86%
Capital gain	—	—%	—	—%	—	—%
Return of capital	—	—%	0.0399	2.80%	—	—%
Total	<u>\$ 1.5522</u>	<u>100.00%</u>	<u>\$ 1.4266</u>	<u>100.00%</u>	<u>\$ 1.4498</u>	<u>100.00%</u>

Series A Preferred Shares: <sup>(1)</sup>

Ordinary non-qualified income	\$ —	—%	\$ —	—%	\$ 0.2914	95.14%
Qualified dividend	—	—%	—	—%	0.0149	4.86%
Capital gain	—	—%	—	—%	—	—%
Return of capital	—	—%	—	—%	—	—%
Total	<u>\$ —</u>	<u>—%</u>	<u>\$ —</u>	<u>—%</u>	<u>\$ 0.3063</u>	<u>100.00%</u>

Series B Preferred Shares: <sup>(2)</sup>

Ordinary non-qualified income	\$ —	—%	\$ —	—%	\$ 1.3109	95.14%
Qualified dividend	—	—%	—	—%	0.0669	4.86%
Capital gain	—	—%	—	—%	—	—%
Return of capital	—	—%	—	—%	—	—%
Total	<u>\$ —</u>	<u>—%</u>	<u>\$ —</u>	<u>—%</u>	<u>\$ 1.3778</u>	<u>100.00%</u>

Series C Preferred Shares:

Ordinary non-qualified income	\$ 1.2605	77.57%	\$ 1.1969	98.20%	\$ 1.5461	95.14%
Qualified dividend	0.3645	22.43%	0.0219	1.80%	0.0789	4.86%
Capital gain	—	—%	—	—%	—	—%
Return of capital	—	—%	—	—%	—	—%
Total	<u>\$ 1.6250</u>	<u>100.00%</u>	<u>\$ 1.2188</u>	<u>100.00%</u>	<u>\$ 1.6250</u>	<u>100.00%</u>

Series D Preferred Shares:

Ordinary non-qualified income	\$ 1.2363	77.57%	\$ 1.1739	98.21%	\$ 0.9099	95.15%
Qualified dividend	0.3575	22.43%	0.0214	1.79%	0.0464	4.85%
Capital gain	—	—%	—	—%	—	—%
Return of capital	—	—%	—	—%	—	—%
Total	<u>\$ 1.5938</u>	<u>100.00%</u>	<u>\$ 1.1953</u>	<u>100.00%</u>	<u>\$ 0.9563</u>	<u>100.00%</u>

Series E Preferred Shares: <sup>(3)</sup>

Ordinary non-qualified income	—	—%	\$ —	—%	\$ —	—%
Qualified dividend	—	—%	—	—%	—	—%
Capital gain	—	—%	—	—%	—	—%
Return of capital	—	—%	—	—%	—	—%
Total	<u>\$ —</u>	<u>—%</u>	<u>\$ —</u>	<u>—%</u>	<u>\$ —</u>	<u>—%</u>

Series F Preferred Shares: <sup>(3)</sup>

Ordinary non-qualified income	—	—%	\$ —	—%	\$ —	—%
Qualified dividend	—	—%	—	—%	—	—%
Capital gain	—	—%	—	—%	—	—%
Return of capital	—	—%	—	—%	—	—%
Total	<u>\$ —</u>	<u>—%</u>	<u>\$ —</u>	<u>—%</u>	<u>\$ —</u>	<u>—%</u>

<sup>(1)</sup> Redeemed in full in March 2016.

<sup>(2)</sup> Redeemed in full in September 2016.

<sup>(3)</sup> Issued upon completion of the Company's merger with LaSalle on November 30, 2018.

Of the common distribution declared on December 15, 2015 and paid on January 15, 2016, \$0.2164 was treated as a 2016 distribution for tax purposes. The preferred share distributions declared on December 15, 2015 and paid on January 15, 2016 were treated as 2015 distributions for tax purposes.

Of the common distribution declared on December 15, 2016 and paid on January 17, 2017, \$0.2866 was treated as a 2017 distribution for tax purposes. The preferred share distributions declared on December 15, 2016 and paid on January 17, 2017, were treated as 2016 distributions for tax purposes.

Of the common distribution declared on December 15, 2017 and paid on January 12, 2018, \$0.3800 was treated as a 2018 distribution for tax purposes. The preferred share distributions declared on December 15, 2017 and paid on January 12, 2018, were treated as 2018 distributions for tax purposes.

Of the common distributions declared on November 19, 2018 and December 14, 2018 and paid on January 15, 2019, \$0.3478 was treated as a 2019 distribution for tax purposes. The preferred share distributions declared on December 14, 2018 and paid on January 15, 2019, \$0.4063 per Series C Preferred Share, \$0.3984 per Series D Preferred Share, \$0.3984 per Series E Preferred Share and \$0.3938 per Series F Preferred Share were treated as 2019 distributions for tax purposes.

For the years ended December 31, 2018, 2017 and 2016, the Operating Partnership income tax expenses was zero, zero and \$0.5 million, respectively.

The Company's TRS, PHL, is subject to federal and state corporate income taxes at statutory tax rates. The Company's provision (benefit) for income taxes for PHL consists of the following (in thousands):

	For the year ended December 31,		
	2018	2017	2016
Federal			
Current	\$ 1,696	\$ 4	\$ (27)
Deferred	(248)	(89)	(353)
State and local			
Current	426	9	93
Deferred	(66)	224	(171)
Income tax expense (benefit)	<u>\$ 1,808</u>	<u>\$ 148</u>	<u>\$ (458)</u>

A reconciliation of the statutory federal tax expense (benefit) to the Company's income tax expense (benefit) for PHL is as follows (in thousands):

	For the year ended December 31,		
	2018	2017	2016
Statutory federal tax expense (benefit)	\$ 1,349	\$ (418)	\$ (618)
State income tax expense (benefit), net of federal tax (benefit) expense	271	231	(110)
Other	188	335	270
Income tax expense (benefit)	<u>\$ 1,808</u>	<u>\$ 148</u>	<u>\$ (458)</u>

The Company files tax returns as prescribed by the tax laws of the jurisdictions in which it operates. In the normal course of business, the Company is subject to examination by federal, state and local jurisdictions, where applicable. As of December 31, 2018 and 2017, the statute of limitations remains open for all major jurisdictions for tax years dating back to 2015 and 2014, respectively.

**Note 11. Earnings Per Share**

The following is a reconciliation of basic and diluted earnings per common share (in thousands, except share and per-share data):

	For the year ended December 31,		
	2018	2017	2016
<b>Numerator:</b>			
Net income (loss) attributable to common shareholders	\$ (4,073)	\$ 83,794	\$ 46,952
Less: dividends paid on unvested share-based compensation	(332)	(415)	(483)
Net income (loss) available to common shareholders	<u>\$ (4,405)</u>	<u>\$ 83,379</u>	<u>\$ 46,469</u>
<b>Denominator:</b>			
Weighted-average number of common shares — basic	74,286,307	69,591,973	71,901,499
Effect of dilutive share-based compensation	—	392,864	471,743
Weighted-average number of common shares — diluted	74,286,307	69,984,837	72,373,242
Net income (loss) per share available to common shareholders — basic	\$ (0.06)	\$ 1.20	\$ 0.65
Net income (loss) per share available to common shareholders — diluted	\$ (0.06)	\$ 1.19	\$ 0.64

For the years ended December 31, 2018, 2017 and 2016, 343,941, 6,319 and 114,889 respectively, of unvested service condition restricted shares and performance-based equity awards were excluded from diluted weighted-average common shares, as their effect would have been anti-dilutive. The LTIP and OP units held by the non-controlling interest holders have been excluded from the denominator of the diluted earnings per share as there would be no effect on the amounts since the limited partners' share of income (loss) would also be added or subtracted to derive net income (loss) available to common shareholders.

**Note 12. Commitments and Contingencies****Management Agreements**

The Company's hotel properties are operated pursuant to management agreements with various management companies. The terms of these management agreements range from 1 year to 22 years, not including renewals, and 1 year to 52 years, including renewals. Many of the Company's management agreements are terminable at will by the Company upon paying a termination fee and some are terminable by the Company upon sale of the property, with, in some cases, the payment of termination fees. Most of the agreements also provide the Company the ability to terminate based on failure to achieve defined operating performance thresholds. Termination fees range from zero to up to eight times the annual base management and incentive management fees, depending on the agreement and the reason for termination. Certain of the Company's management agreements are non-terminable except upon the manager's breach of a material representation or the manager's failure to meet performance thresholds as defined in the management agreement.

The management agreements require the payment of a base management fee generally between 1% and 4% of hotel revenues. Under certain management agreements, the management companies are also eligible to receive an incentive management fee if hotel operating income, cash flows or other performance measures, as defined in the agreements, exceed certain performance thresholds. The incentive management fee is generally calculated as a percentage of hotel operating income after the Company has received a priority return on its investment in the hotel. Combined base and incentive management fees were \$24.5 million, \$23.4 million and \$24.2 million for the years ended December 31, 2018, 2017 and 2016, respectively. Base and incentive management fees are included in other direct and indirect expenses in the Company's consolidated statements of operations and comprehensive income.

**Reserve Funds**

Certain of the Company's agreements with its hotel managers, franchisors and lenders have provisions for the Company to provide funds, typically 4.0% of hotel revenues, sufficient to cover the cost of (a) certain non-routine repairs and maintenance to the hotels and (b) replacements and renewals to the hotels' furniture, fixtures and equipment.

### ***Restricted Cash***

At December 31, 2018 and December 31, 2017, the Company had \$24.4 million and \$7.1 million, respectively, in restricted cash, which consisted of reserves for replacement of furniture and fixtures or reserves to pay for real estate taxes or property insurance under certain hotel management agreements or loan agreements.

### ***Ground and Hotel Leases***

As of December 31, 2018, the following hotels are subject to leases as follows:

<b>Lease Properties</b>	<b>Lease Type</b>	<b>Lease Expiration Date</b>
Hotel Monaco Washington DC	Operating lease	November 2059
Argonaut Hotel	Operating lease	December 2059
Hotel Zelos San Francisco	Operating lease	June 2097
Hotel Zephyr Fisherman's Wharf	Operating lease	February 2062
Hotel Palomar Los Angeles Beverly Hills	Operating lease	January 2107 <sup>(1)</sup>
Union Station Hotel Nashville, Autograph Collection	Operating lease	December 2105
Southernmost Beach Resort	Operating lease	April 2029
Hyatt Regency Boston Harbor	Operating lease	April 2077
Hilton San Diego Resort & Spa	Operating lease	July 2068
Paradise Point Resort & Spa	Operating lease	May 2050
Hotel Vitale	Operating lease	March 2056 <sup>(2)</sup>
Viceroy Santa Monica Hotel	Operating lease	September 2065
The Westin Copley Place, Boston	Operating lease	December 2077 <sup>(3)</sup>
The Liberty, A Luxury Collection Hotel, Boston	Operating lease	May 2080
Solamar Hotel	Operating lease	December 2102
Hotel Zeppelin San Francisco	Operating and capital lease	June 2059 <sup>(4)</sup>
Harbor Court Hotel San Francisco	Capital lease	August 2052
The Roger New York	Capital lease	December 2044

<sup>(1)</sup> The expiration date assumes the exercise of all 19 five-year extension options.

<sup>(2)</sup> The Company has the option, subject to certain terms and conditions, to extend the ground lease for 14 years to 2070.

<sup>(3)</sup> No payments are required through maturity.

<sup>(4)</sup> The Company has a one-time extension of 30 years to 2089.

The Company's leases may require minimum fixed rent payments, percentage rent payments based on a percentage of revenues in excess of certain thresholds or rent payments equal to the greater of a minimum fixed rent or percentage rent. Minimum fixed rent may be adjusted annually by increases in consumer price index ("CPI") and may be subject to minimum and maximum increases. Some leases also contain certain restrictions on modifications that can be made to the hotel structures due to their status as a national historic landmarks.

The Company records expense on a straight-line basis for leases that provide for minimum rental payments that increase in pre-established amounts over the remaining terms of the leases. Ground rent expense was \$14.5 million, \$13.5 million and \$12.1 million for the years ended December 31, 2018, 2017 and 2016, respectively. Ground rent expense is included in real estate taxes, personal property taxes, property insurance and ground rent in the Company's consolidated statements of operations and comprehensive income.

In January 2019, the Company acquired the ground lease underlying the land of the Solamar Hotel for \$6.9 million.



Future minimum annual rental payments, including capital lease payments, assuming fixed rent for all periods and excludes percentage rent and CPI adjustments, is as follows as of December 31, 2018 (in thousands):

2019	\$	18,882
2020		19,091
2021		19,223
2022		19,325
2023		19,429
Thereafter		1,219,303
Total	\$	<u>1,315,253</u>

### ***Litigation***

The nature of the operations of hotels exposes the Company's hotels, the Company and the Operating Partnership to the risk of claims and litigation in the normal course of their business. The Company has insurance to cover certain potential material losses. The Company is not presently subject to any material litigation nor, to the Company's knowledge, is any material litigation threatened against the Company.

### **Note 13. Supplemental Information to Statements of Cash Flows**

	For the year ended December 31,		
	2018	2017	2016
	(in thousands)		
Interest paid, net of capitalized interest	\$ 48,658	\$ 33,999	\$ 41,416
Interest capitalized	\$ —	\$ —	\$ 492
Income taxes paid	\$ 4,047	\$ 575	\$ 369
Non-Cash Investing and Financing Activities:			
Distributions payable on common shares/units	\$ 36,201	\$ 28,381	\$ 29,773
Distributions payable on preferred shares	\$ 7,558	\$ 3,442	\$ 3,442
Issuance of common shares for Board of Trustees compensation	\$ 662	\$ 503	\$ 606
Accrued additions and improvements to hotel properties	\$ 8,620	\$ 961	\$ 4,717
Write-off of fully depreciated building, furniture, fixtures and equipment	\$ —	\$ 14,134	\$ —
Write-off of deferred financing costs	\$ —	\$ 5,956	\$ 1,836
The Company also had the following transactions in connection with the LaSalle merger:			
Issuance of common shares	\$ 2,144,057	\$ —	\$ —
Issuance of Series E and F preferred shares	\$ 234,222	\$ —	\$ —
Issuance of OP units	\$ 4,665	\$ —	\$ —
Exchange of LaSalle shares as part of purchase price	\$ 346,544	\$ —	\$ —
In conjunction with the Manhattan Collection joint venture redemption transaction, the Company assumed the following assets and liabilities:			
Investment in hotel properties	\$ —	\$ —	\$ 319,800
Mortgage loans	\$ —	\$ —	\$ 190,000

### **Note 14. Subsequent Events**

On February 13, 2019, the Board of Trustees granted awards of an aggregate of 84,648 service condition restricted common shares and 126,087 target performance-based equity to executive officers and employees of the Company. These awards will vest over 3 years. The actual number of common shares to be issued under the performance-based equity awards

will be determined in early 2022 and will be based on certain performance criteria stipulated in the agreements for the period January 1, 2019 through December 31, 2021.

On February 14, 2019, the Company sold The Liaison Capitol Hill for \$111.0 million.

On February 22, 2019, the Company sold the Hotel Palomar Washington DC for \$141.5 million.

#### **Note 15. Quarterly Operating Results (Unaudited)**

The Company's unaudited consolidated quarterly operating data for the years ended December 31, 2018 and 2017 (in thousands, except per-share data) is below. In the opinion of management, all adjustments (consisting of normal recurring accruals) necessary for a fair presentation of quarterly results have been reflected in the data. It is also management's opinion, however, that quarterly operating data for hotel properties are not indicative of results to be achieved in succeeding quarters or years.

	Year Ended December 31, 2018			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Total revenues	\$ 181,055	\$ 206,501	\$ 205,480	\$ 235,642
Net income (loss)	24,516	58,295	29,917	(99,343)
Net income (loss) attributable to the Company	24,409	58,103	29,792	(98,911)
Net income (loss) attributable to common shareholders	20,386	54,079	25,769	(104,307)
Net income (loss) per share available to common shareholders, basic	\$ 0.29	\$ 0.78	\$ 0.37	\$ (1.16)
Net income (loss) per share available to common shareholders, diluted	\$ 0.29	\$ 0.78	\$ 0.37	\$ (1.16)

	Year Ended December 31, 2017			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Total revenues	\$ 182,178	\$ 205,717	\$ 201,793	\$ 179,629
Net income (loss)	14,089	43,670	30,571	11,932
Net income (loss) attributable to the Company	14,034	43,512	30,443	11,899
Net income (loss) attributable to common shareholders	10,011	39,488	26,420	7,875
Net income (loss) per share available to common shareholders, basic	\$ 0.14	\$ 0.57	\$ 0.38	\$ 0.11
Net income (loss) per share available to common shareholders, diluted	\$ 0.14	\$ 0.57	\$ 0.38	\$ 0.11

**Pebblebrook Hotel Trust**  
**Schedule III--Real Estate and Accumulated Depreciation**  
**As of December 31, 2018**  
**(In thousands)**

Description	Initial Costs				Gross Amount at End of Year										
	Encumbrances	Land	Building and Improvements	Furniture, Fixtures and Equipment	Cost Capitalized Subsequent to Acquisition	Land	Building and Improvements	Furniture, Fixtures and Equipment	Total	Accumulated Depreciation		Net Book Value	Year of Original Construction	Date of Acquisition	Depreciation Life
										\$	\$				
Sir Francis Drake	—	\$ 22,500	\$ 60,547	\$ 6,953	\$ 30,033	\$ 22,500	\$ 78,764	\$ 18,769	\$ 120,033	\$ 31,700	\$ 88,333	1928	6/22/2010	3-40 years	
InterContinental Buckhead Atlanta	—	25,000	68,844	11,000	14,293	25,000	74,912	19,225	119,137	33,719	85,418	2004	7/1/2010	3-40 years	
Hotel Monaco Washington DC	—	—	60,630	2,441	22,559	—	75,530	10,100	85,630	22,373	63,257	1839	9/9/2010	3-40 years	
Skamania Lodge	—	7,130	44,987	3,523	18,331	7,130	55,257	11,584	73,971	18,217	55,754	1993	11/3/2010	3-40 years	
Le Meridien Delfina Santa Monica	—	18,784	81,580	2,295	16,787	18,784	91,001	9,661	119,446	27,734	91,712	1972	11/19/2010	3-40 years	
Sofitel Philadelphia at Rittenhouse Square	—	18,000	64,256	4,639	14,199	18,000	71,220	11,874	101,094	22,684	78,410	2000	12/3/2010	3-40 years	
Argonaut Hotel	—	—	79,492	4,247	8,121	—	83,608	8,252	91,860	24,139	67,721	1907	2/16/2011	3-40 years	
The Westin San Diego Gaslamp Quarter	68,207	25,537	86,089	6,850	21,875	25,537	104,392	10,422	140,351	30,272	110,079	1987	4/6/2011	1-40 years	
Hotel Monaco Seattle	—	10,105	38,888	2,073	11,774	10,105	45,282	7,453	62,840	15,192	47,648	1969	4/7/2011	3-40 years	
Mondrian Los Angeles	—	20,306	110,283	6,091	24,942	20,306	118,802	22,514	161,622	33,691	127,931	1959	5/3/2011	3-40 years	
W Boston	—	19,453	63,893	5,887	16,896	19,453	71,465	15,211	106,129	22,167	83,962	2009	6/8/2011	2-40 years	
Hotel Zetta San Francisco	—	7,294	22,166	290	16,532	7,294	34,632	4,356	46,282	9,847	36,435	1913	4/4/2012	3-40 years	
Hotel Vintage Seattle	—	8,170	23,557	706	8,421	8,170	29,351	3,333	40,854	7,547	33,307	1922	7/9/2012	3-40 years	
Hotel Vintage Portland	—	6,222	23,012	1,093	15,858	6,222	34,667	5,296	46,185	9,104	37,081	1894	7/9/2012	3-40 years	
W Los Angeles - West Beverly Hills	—	24,403	93,203	3,600	22,833	24,403	111,797	7,839	144,039	24,384	119,655	1969	8/23/2012	3-40 years	
Hotel Zelos San Francisco	—	—	63,430	3,780	14,474	—	71,885	9,799	81,684	17,228	64,456	1907	10/25/2012	3-40 years	
Embassy Suites San Diego Bay - Downtown	—	20,103	90,162	6,881	17,247	20,103	104,162	10,128	134,393	24,837	109,556	1988	1/29/2013	3-40 years	
Hotel Modera	—	8,215	37,874	1,500	7,515	8,215	42,409	4,480	55,104	8,398	46,706	1962	8/28/2013	3-40 years	
Hotel Zephyr Fisherman's Wharf	—	—	116,445	3,550	38,367	—	151,485	6,877	158,362	25,643	132,719	1964	12/9/2013	3-40 years	
Hotel Zeppelin San Francisco	—	12,561	43,665	1,094	35,764	12,561	74,548	5,975	93,084	13,483	79,601	1913	5/22/2014	1-45 years	

**Pebblebrook Hotel Trust**  
**Schedule III--Real Estate and Accumulated Depreciation - Continued**  
**As of December 31, 2018**  
**(In thousands)**

The Nines, a Luxury Collection Hotel, Portland	—	18,493	92,339	8,757	10,502	18,493	98,082	13,516	130,091	18,612	111,479	1909	7/17/2014	3-40 years
Hotel Colonnade Coral Gables, a Tribute Portfolio Hotel	—	12,108	46,317	1,271	19,205	12,108	58,657	8,136	78,901	11,187	67,714	1989	11/12/2014	2-40 years
Hotel Palomar Los Angeles Beverly Hills	—	—	90,675	1,500	13,425	—	99,398	6,202	105,600	13,013	92,587	1972	11/20/2014	3-40 years
Union Station Hotel Nashville, Autograph Collection	—	—	37,803	6,833	21,376	—	54,536	11,476	66,012	12,746	53,266	1900	12/10/2014	3-40 years
Revere Hotel Boston Common	—	41,857	207,817	10,596	(45,079)	17,367	179,969	17,855	215,191	27,010	188,181	1972	12/18/2014	3-40 years
LaPlaya Beach Resort and Club	—	112,575	82,117	6,733	26,354	112,575	103,146	12,058	227,779	15,529	212,250	1968	5/21/2015	3-40 years
Hotel Zoe Fisherman's Wharf	—	29,125	90,323	2,500	18,955	29,125	104,740	7,038	140,903	13,741	127,162	1990	6/11/2015	2-40 years
Villa Florence San Francisco on Union Square	—	26,950	101,061	6,737	34	26,950	101,061	6,771	134,782	291	134,491	1908	11/30/2018	3-40 years
Hotel Vitale	—	—	122,886	6,142	99	—	122,886	6,241	129,127	329	128,798	2005	11/30/2018	3-40 years
The Marker San Francisco	—	22,697	85,115	5,674	145	22,697	85,115	5,819	113,631	245	113,386	1910/1995	11/30/2018	3-40 years
Hotel Spero	—	21,371	80,140	5,343	141	21,371	80,140	5,484	106,995	231	106,764	1928/1999	11/30/2018	3-40 years
Chaminade Resort & Spa	—	13,088	49,081	3,544	330	13,088	49,081	3,874	66,043	141	65,902	1985	11/30/2018	3-40 years
Harbor Court Hotel San Francisco	—	—	33,324	—	121	—	33,324	121	33,445	69	33,376	1926/1991	11/30/2018	3-40 years
Viceroy Santa Monica Hotel	—	—	98,905	4,820	162	—	98,905	4,982	103,887	263	103,624	1967/2002	11/30/2018	3-40 years
Le Parc Suite Hotel	—	17,177	64,415	4,294	118	17,177	64,415	4,412	86,004	185	85,819	1970	11/30/2018	3-40 years
Hotel Amaranco Burbank	—	14,292	53,597	3,573	47	14,292	53,597	3,620	71,509	154	71,355	2002	11/30/2018	3-40 years
Montrose West Hollywood	—	16,414	61,553	4,104	170	16,414	61,553	4,274	82,241	177	82,064	1976	11/30/2018	3-40 years
Chamberlain West Hollywood Hotel	—	12,720	47,701	3,180	687	12,720	47,701	3,867	64,288	137	64,151	1970/2005	11/30/2018	3-40 years
Grafton on Sunset	—	10,200	38,250	2,550	169	10,200	38,250	2,719	51,169	110	51,059	1954	11/30/2018	3-40 years
The Westin Copley Place, Boston	—	—	310,947	22,888	362	—	310,952	23,245	334,197	920	333,277	1983	11/30/2018	3-40 years
The Liberty, A Luxury Collection Hotel, Boston	—	—	215,744	13,000	327	—	215,744	13,327	229,071	604	228,467	1851/2007	11/30/2018	3-40 years

# Schedule III—Real Estate and Accumulated Depreciation - Continued

As of December 31, 2018

(In thousands)

Hyatt Regency Boston Harbor	—	—	125,444	6,309	60	—	125,444	6,369	131,813	336	131,477	1993	11/30/2018	3-40 years
Onyx Hotel	—	15,000	42,600	2,400	259	15,000	42,600	2,659	60,259	117	60,142	2004	11/30/2018	3-40 years
Hotel Palomar Washington DC	—	28,290	106,088	7,073	125	28,290	106,088	7,198	141,576	305	141,271	1962	11/30/2018	3-40 years
Sofitel Washington DC Lafayette Square	—	26,154	98,077	6,538	10	26,154	98,077	6,548	130,779	282	130,497	2002	11/30/2018	3-40 years
The Liaison Capitol Hill	—	22,200	83,250	5,550	129	22,200	83,313	5,616	111,129	240	110,889	1968	11/30/2018	3-40 years
George Hotel	—	17,078	64,043	4,270	26	17,078	64,043	4,296	85,417	184	85,233	1928	11/30/2018	3-40 years
Mason & Rook Hotel	—	16,490	61,839	4,123	172	16,490	61,839	4,295	82,624	178	82,446	1962	11/30/2018	3-40 years
Donovan Hotel	—	16,301	61,127	4,075	431	16,301	61,127	4,506	81,934	176	81,758	1972	11/30/2018	3-40 years
Rouge Hotel	—	8,600	32,250	2,150	146	8,600	32,250	2,296	43,146	93	43,053	1963	11/30/2018	3-40 years
Topaz Hotel	—	6,200	23,250	1,550	128	6,200	23,250	1,678	31,128	67	31,061	1963	11/30/2018	3-40 years
Hotel Madera	—	5,200	19,500	1,300	426	5,200	19,500	1,726	26,426	56	26,370	1963	11/30/2018	3-40 years
Paradise Point Resort & Spa	—	—	204,133	13,254	1,147	—	204,133	14,401	218,534	583	217,951	1962	11/30/2018	3-40 years
Hilton San Diego Gaslamp Quarter	—	35,976	136,708	7,195	323	35,976	136,708	7,518	180,202	370	179,832	2000	11/30/2018	3-40 years
Solamar Hotel	—	—	74,730	4,801	21	—	74,730	4,822	79,552	213	79,339	2005	11/30/2018	3-40 years
L'Auberge Del Mar	—	32,749	93,006	5,240	237	32,749	93,006	5,477	131,232	256	130,976	1989	11/30/2018	3-40 years
Hilton San Diego Resort & Spa	—	—	105,050	4,380	2,782	—	105,050	7,162	112,212	271	111,941	1962	11/30/2018	3-40 years
The Heathman Hotel	—	12,000	44,999	3,000	138	12,000	44,999	3,138	60,137	129	60,008	1927	11/30/2018	3-40 years
Southernmost Beach Resort	—	116,477	214,885	9,978	388	116,477	214,917	10,334	341,728	549	341,179	1958-2008	11/30/2018	3-40 years
The Marker Key West	—	33,198	58,808	2,846	95	33,198	58,808	2,941	94,947	156	94,791	2014	11/30/2018	3-40 years
The Roger New York	—	—	46,489	—	54	—	46,489	54	46,543	97	46,446	1930/1998	11/30/2018	3-40 years
Hotel Chicago Downtown, Autograph Collection	—	32,240	120,900	8,060	101	32,240	120,900	8,161	161,301	348	160,953	1998	11/30/2018	3-40 years
The Westin Michigan Avenue Chicago	—	34,349	128,807	8,587	295	34,348	128,807	8,883	172,038	371	171,667	1963/1972	11/30/2018	3-40 years
	\$ 68,207	\$1,081,352	\$5,229,096	\$ 315,211	\$ 451,964	\$1,056,861	\$5,532,499	\$ 488,263	\$7,077,623	\$ 543,430	\$ 6,534,193			

(1) Disposals are reflected as reductions to cost capitalized subsequent to acquisition.

(2) Encumbrance on the The Westin San Diego Gaslamp Quarter is presented at face value, which excludes deferred financing costs of \$0.1 million at December 31, 2018.

**Pebblebrook Hotel Trust**  
**Schedule III--Real Estate and Accumulated Depreciation - Continued**  
**As of December 31, 2018**  
**(In thousands)**

**Reconciliation of Real Estate and Accumulated Depreciation:**

**Reconciliation of Real Estate:**

Balance at December 31, 2015	\$	2,956,761
Acquisitions		319,800
Capital expenditures		105,074
Disposal of Assets		(350,496)
Balance at December 31, 2016	\$	3,031,139
Acquisitions		—
Capital expenditures		80,737
Disposal of Assets		(207,804)
Balance at December 31, 2017	\$	2,904,072
Acquisitions		4,120,641
Capital expenditures		95,348
Disposal of Assets		(42,438)
Balance at December 31, 2018	\$	<u>7,077,623</u>

**Reconciliation of Accumulated Depreciation:**

Balance at December 31, 2015	\$	283,177
Depreciation		101,060
Disposal of Assets		(25,752)
Balance at December 31, 2016	\$	358,485
Depreciation		101,157
Disposal of Assets		(12,020)
Balance at December 31, 2017	\$	447,622
Depreciation		107,496
Disposal of Assets		(11,688)
Balance at December 31, 2018	\$	<u>543,430</u>

The aggregate cost of properties for federal income tax purposes is approximately \$6,550,696 thousand as of December 31, 2018.

# Corporate Information

## Executive Officers

Jon E. Bortz  
*Chairman of the Board of Trustees,  
President and CEO*

Raymond D. Martz  
*CFO, Executive Vice President,  
Treasurer and Secretary*

Thomas C. Fisher  
*CIO and Executive Vice President*

## Board of Trustees

Jon E. Bortz  
*Chairman of the Board of Trustees,  
President and CEO  
Pebblebrook Hotel Trust*

Cydney C. Donnell  
*Executive Professor and  
Associate Department Head - Finance  
Texas A&M University*

Ron E. Jackson  
*President and CEO  
Meadowbrook Golf, Inc.*

Phillip M. Miller, Lead Trustee  
*President and CEO  
Miller Management Group, LLC*

Michael J. Schall  
*President and CEO  
Essex Property Trust, Inc.*

Bonny W. Simi  
*President  
JetBlue Technology Ventures*

Earl E. Webb  
*President of U.S. Operations  
Avison Young, LLC*

## Annual Meeting of Shareholders

The 2019 Annual Meeting of Shareholders will be held on June 13, 2019, at 9:00 AM ET at the offices of Hunton Andrews Kurth LLP, 8405 Greensboro Drive Suite 140, Tysons, VA 22102

## Corporate Address

Pebblebrook Hotel Trust  
7315 Wisconsin Avenue  
Suite 1100 West  
Bethesda, MD 20814

(240) 507-1300 (phone)  
(240) 396-5626 (fax)

Visit our website at:  
[www.pebblebrookhotels.com](http://www.pebblebrookhotels.com)

## Legal Counsel

Hunton Andrews Kurth LLP  
Richmond, Virginia

## Transfer Agent

EQ Shareowner Services  
1110 Centre Pointe Curve Suite 101  
Mendota Heights, MN 55120

800-468-9716

## Stock Listing

Pebblebrook Hotel Trust is traded on the New York Stock Exchange under the symbol PEB. The number of beneficial shareholders as of March 29, 2019 was approximately 51,859.

## SEC Form 10-K and Other Information

Requests for additional copies of the Company's 2018 Annual Report on Form 10-K, charters of the board committees, code of ethics and corporate governance guidelines are made available on our website or to shareholders in print (which will be provided free of charge) by sending written requests to:

Pebblebrook Hotel Trust  
Investor Relations Department  
7315 Wisconsin Avenue  
Suite 1100 West  
Bethesda, MD 20814

## Dividends

The Company paid cash dividends of \$1.52 per share on its common shares in 2018.

The Company paid cash dividends of \$1.625 per share on its 6.5% Series C Cumulative Redeemable Preferred Shares in 2018.

The Company paid cash dividends of \$1.5938 per share on its 6.375% Series D Cumulative Redeemable Preferred Shares in 2018.

The Company paid cash dividends of \$0.39844 per share on its 6.375% Series E Cumulative Redeemable Preferred Shares in 2018.

The Company paid cash dividends of \$0.39375 per share on its 6.3% Series F Cumulative Redeemable Preferred Shares in 2018.

## Independent Auditors

KPMG LLP  
McLean, Virginia



**NYSE: PEB**

**[www.pebblebrookhotels.com](http://www.pebblebrookhotels.com)**

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