

Sunstone Hotel Investors, Inc.  
Form 10-Q  
November 01, 2017  
Table of Contents

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

---

FORM 10-Q

---

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

For the quarterly period ended September 30, 2017

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 001-32319

---

Edgar Filing: Sunstone Hotel Investors, Inc. - Form 10-Q

Sunstone Hotel Investors, Inc.

(Exact Name of Registrant as Specified in Its Charter)

---

Maryland (State or Other Jurisdiction of Incorporation or Organization)	20-1296886 (I.R.S. Employer Identification Number)
120 Vantis, Suite 350 Aliso Viejo, California (Address of Principal Executive Offices)	92656 (Zip Code)

Registrant's telephone number, including area code: (949) 330-4000

---

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  
(Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

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

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

225,321,660 shares of Common Stock, \$0.01 par value, as of October 31, 2017

---

Table of Contents

SUNSTONE HOTEL INVESTORS, INC.

QUARTERLY REPORT ON

FORM 10-Q

For the Quarterly Period Ended September 30, 2017

TABLE OF CONTENTS

	Page
<u>PART I—FINANCIAL INFORMATION</u>	
<u>Item 1. Financial Statements</u>	2
<u>Consolidated Balance Sheets as of September 30, 2017 (unaudited) and December 31, 2016</u>	2
<u>Unaudited Consolidated Statements of Operations and Comprehensive Income for the Three and Nine Months Ended September 30, 2017 and 2016</u>	3
<u>Unaudited Consolidated Statement of Equity for the Nine Months Ended September 30, 2017</u>	4
<u>Unaudited Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2017 and 2016</u>	5
<u>Notes to Unaudited Consolidated Financial Statements</u>	6
<u>Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	24
<u>Item 3. Quantitative and Qualitative Disclosures about Market Risk</u>	46
<u>Item 4. Controls and Procedures</u>	46
<u>PART II—OTHER INFORMATION</u>	
<u>Item 1. Legal Proceedings</u>	47
<u>Item</u>	
<u>1A. Risk Factors</u>	47

<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	47
<u>Item 3. Defaults Upon Senior Securities</u>	47
<u>Item 4. Mine Safety Disclosures</u>	47
<u>Item 5. Other Information</u>	47
<u>Item 6. Exhibits</u>	48
<u>SIGNATURES</u>	49

Table of Contents

## PART I—FINANCIAL INFORMATION

## Item 1. Financial Statements

## SUNSTONE HOTEL INVESTORS, INC.

## CONSOLIDATED BALANCE SHEETS

(In thousands, except share data)

	September 30, 2017 (unaudited)	December 31, 2016
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 466,519	\$ 369,537
Restricted cash	71,546	67,923
Accounts receivable, net	44,838	39,337
Inventories	1,236	1,225
Prepaid expenses	10,518	10,489
Assets held for sale, net	—	79,113
Total current assets	594,657	567,624
Investment in hotel properties, net	3,235,053	3,158,219
Deferred financing fees, net	1,566	4,002
Other assets, net	23,221	9,389
Total assets	\$ 3,854,497	\$ 3,739,234
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Accounts payable and accrued expenses	\$ 30,730	\$ 36,110
Accrued payroll and employee benefits	23,020	24,896
Dividends and distributions payable	14,474	119,847
Other current liabilities	47,601	39,869
Current portion of notes payable, net	9,161	184,929
Liabilities of assets held for sale	—	3,153
Total current liabilities	124,986	408,804
Notes payable, less current portion, net	977,634	746,374
Capital lease obligations, less current portion	26,756	15,574
Other liabilities	29,774	36,650
Total liabilities	1,159,150	1,207,402
Commitments and contingencies (Note 11)		
Equity:		
Stockholders' equity:		
Preferred stock, \$0.01 par value, 100,000,000 shares authorized:		

Edgar Filing: Sunstone Hotel Investors, Inc. - Form 10-Q

6.95% Series E Cumulative Redeemable Preferred Stock, 4,600,000 shares issued and outstanding at September 30, 2017 and December 31, 2016, stated at liquidation preference of \$25.00 per share	115,000	115,000
6.45% Series F Cumulative Redeemable Preferred Stock, 3,000,000 shares issued and outstanding at September 30, 2017 and December 31, 2016, stated at liquidation preference of \$25.00 per share	75,000	75,000
Common stock, \$0.01 par value, 500,000,000 shares authorized, 225,321,660 shares issued and outstanding at September 30, 2017 and 220,073,140 shares issued and outstanding at December 31, 2016	2,253	2,201
Additional paid in capital	2,677,251	2,596,620
Retained earnings	912,881	786,901
Cumulative dividends and distributions	(1,136,119)	(1,092,952)
Total stockholders' equity	2,646,266	2,482,770
Noncontrolling interest in consolidated joint venture	49,081	49,062
Total equity	2,695,347	2,531,832
Total liabilities and equity	\$ 3,854,497	\$ 3,739,234

See accompanying notes to consolidated financial statements.

Table of Contents

## SUNSTONE HOTEL INVESTORS, INC.

## UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME

(In thousands, except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
<b>REVENUES</b>				
Room	\$ 215,768	\$ 217,672	\$ 629,788	\$ 629,145
Food and beverage	68,821	68,899	222,943	221,431
Other operating	19,320	16,733	50,717	49,180
Total revenues	303,909	303,304	903,448	899,756
<b>OPERATING EXPENSES</b>				
Room	54,433	54,624	160,282	160,185
Food and beverage	49,262	49,174	150,768	154,042
Other operating	4,256	4,328	12,120	12,516
Advertising and promotion	14,953	15,015	44,810	45,285
Repairs and maintenance	12,882	10,876	34,645	33,139
Utilities	8,331	8,252	22,844	23,114
Franchise costs	9,431	9,408	27,367	27,402
Property tax, ground lease and insurance	21,399	20,944	63,477	61,941
Other property-level expenses	34,511	35,003	105,015	107,698
Corporate overhead	7,233	6,392	21,585	19,918
Depreciation and amortization	39,719	40,442	120,051	121,169
Impairment loss	34,427	—	34,427	—
Total operating expenses	290,837	254,458	797,391	766,409
Operating income	13,072	48,846	106,057	133,347
Interest and other income	1,027	283	2,597	1,127
Interest expense	(17,008)	(11,136)	(41,341)	(47,018)
Loss on extinguishment of debt	—	—	(4)	(259)
Gain on sale of assets	—	—	45,474	18,223
(Loss) income before income taxes and discontinued operations	(2,909)	37,993	112,783	105,420
Income tax benefit	12,991	1,434	12,541	959
Income from continuing operations	10,082	39,427	125,324	106,379
Income from discontinued operations	7,000	—	7,000	—
<b>NET INCOME</b>	<b>17,082</b>	<b>39,427</b>	<b>132,324</b>	<b>106,379</b>
Income from consolidated joint venture attributable to noncontrolling interest	(2,169)	(2,053)	(6,344)	(5,358)
Preferred stock dividends and redemption charge	(3,208)	(3,207)	(9,622)	(12,756)
<b>INCOME ATTRIBUTABLE TO COMMON STOCKHOLDERS</b>	<b>\$ 11,705</b>	<b>\$ 34,167</b>	<b>\$ 116,358</b>	<b>\$ 88,265</b>
<b>COMPREHENSIVE INCOME</b>	<b>\$ 17,082</b>	<b>\$ 39,427</b>	<b>\$ 132,324</b>	<b>\$ 106,379</b>
	<b>\$ 11,705</b>	<b>\$ 34,167</b>	<b>\$ 116,358</b>	<b>\$ 88,265</b>



COMPREHENSIVE INCOME ATTRIBUTABLE TO  
COMMON STOCKHOLDERS

Basic and diluted per share amounts:

Income from continuing operations attributable to common stockholders	\$ 0.02	\$ 0.16	\$ 0.49	\$ 0.41
Income from discontinued operations	0.03	—	0.03	—
Basic and diluted income attributable to common stockholders per common share	\$ 0.05	\$ 0.16	\$ 0.52	\$ 0.41
Basic and diluted weighted average common shares outstanding	224,142	215,413	221,140	214,565
Distributions declared per common share	\$ 0.05	\$ 0.05	\$ 0.15	\$ 0.15

See accompanying notes to consolidated financial statements.

Table of Contents

SUNSTONE HOTEL INVESTORS, INC.

UNAUDITED CONSOLIDATED STATEMENT OF EQUITY

(In thousands, except share data)

Preferred Stock				Common Stock				Cumulative	Non-
Series E		Series F		Number of		Additional	Retained	Dividends and	Inter-
Number	Amount	Number	Amount	Shares	Amount	Paid in Capital	Earnings	Distributions	ests
of		of							Join-
Shares		Shares							ing
4,600,000	\$ 115,000	3,000,000	\$ 75,000	220,073,140	\$ 2,201	\$ 2,596,620	\$ 786,901	\$ (1,092,952)	\$ 49,363
—	—	—	—	4,876,855	48	77,884	—	—	—
—	—	—	—	371,665	4	2,747	—	—	—
—	—	—	—	—	—	—	—	(33,545)	—
—	—	—	—	—	—	—	—	(5,994)	—
—	—	—	—	—	—	—	—	(3,628)	—
—	—	—	—	—	—	—	—	—	(6,363)
—	—	—	—	—	—	—	125,980	—	6,363
4,600,000	\$ 115,000	3,000,000	\$ 75,000	225,321,660	\$ 2,253	\$ 2,677,251	\$ 912,881	\$ (1,136,119)	\$ 49,363

See accompanying notes to consolidated financial statements.

4

---

Table of Contents

## SUNSTONE HOTEL INVESTORS, INC.

## UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

	Nine Months Ended September 30,	
	2017	2016
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$ 132,324	\$ 106,379
Adjustments to reconcile net income to net cash provided by operating activities:		
Bad debt expense	503	493
Gain on sale of assets, net	(52,736)	(18,226)
Loss on extinguishment of debt	4	259
Noncash interest on derivatives and capital lease obligations, net	4,883	7,810
Depreciation	118,069	118,764
Amortization of franchise fees and other intangibles	2,386	2,936
Amortization of deferred financing fees	1,734	1,648
Amortization of deferred stock compensation	6,188	5,616
Impairment loss	34,427	—
Hurricane-related loss	201	—
Deferred income taxes	(13,628)	—
Changes in operating assets and liabilities:		
Restricted cash	3,873	17,846
Accounts receivable	(5,541)	(14,747)
Inventories	71	26
Prepaid expenses and other assets	(13)	(72)
Accounts payable and other liabilities	4,387	3,002
Accrued payroll and employee benefits	(2,883)	(3,215)
Net cash provided by operating activities	234,249	228,519
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Proceeds from sales of assets	150,171	41,202
Restricted cash — replacement reserve	(7,496)	(8,914)
Acquisition of hotel property and other assets	(173,917)	(2,447)
Renovations and additions to hotel properties	(81,470)	(139,846)
Payment for interest rate derivative	(19)	—
Net cash used in investing activities	(112,731)	(110,005)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from preferred stock offerings	—	190,000
Payment of preferred stock offering costs	—	(6,640)
Redemption of preferred stock	—	(115,000)
Proceeds from common stock offerings	79,407	—
Payment of common stock offering costs	(1,475)	—
Repurchase of common stock for employee withholding obligations	(3,793)	(2,641)
Proceeds from notes payable	240,000	100,000
Payments on notes payable	(183,796)	(196,504)

Edgar Filing: Sunstone Hotel Investors, Inc. - Form 10-Q

Payments of costs related to extinguishment of notes payable	(1)	(153)
Payments of deferred financing costs	(13)	(85)
Dividends and distributions paid	(148,540)	(213,453)
Distributions to noncontrolling interest	(6,325)	(5,988)
Net cash used in financing activities	(24,536)	(250,464)
Net increase (decrease) in cash and cash equivalents	96,982	(131,950)
Cash and cash equivalents, beginning of period	369,537	499,067
Cash and cash equivalents, end of period	\$ 466,519	\$ 367,117
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION</b>		
Cash paid for interest	\$ 32,587	\$ 37,545
Cash paid for income taxes, net	\$ 864	\$ 1,103
<b>NONCASH INVESTING ACTIVITY</b>		
Increase (decrease) in accounts payable related to renovations and additions to hotel properties and other assets	\$ (5,891)	\$ 7,165
Amortization of deferred stock compensation — construction activities	\$ 356	\$ 450
<b>NONCASH FINANCING ACTIVITY</b>		
Preferred stock redemption charge	\$ —	\$ 4,052
Issuance of common stock distributions	\$ —	\$ 78,823
Dividends and distributions payable	\$ 14,474	\$ 14,033
See accompanying notes to consolidated financial statements.		

Table of Contents

## SUNSTONE HOTEL INVESTORS, INC.

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

## 1. Organization and Description of Business

Sunstone Hotel Investors, Inc. (the “Company”) was incorporated in Maryland on June 28, 2004 in anticipation of an initial public offering of common stock, which was consummated on October 26, 2004. The Company, through its 100% controlling interest in Sunstone Hotel Partnership, LLC (the “Operating Partnership”), of which the Company is the sole managing member, and the subsidiaries of the Operating Partnership, including Sunstone Hotel TRS Lessee, Inc. (the “TRS Lessee”) and its subsidiaries, is currently engaged in acquiring, owning, asset managing and renovating hotel properties. The Company may also sell certain hotel properties from time to time. The Company operates as a real estate investment trust (“REIT”) for federal income tax purposes.

As a REIT, certain tax laws limit the amount of “non-qualifying” income the Company can earn, including income derived directly from the operation of hotels. The Company leases all of its hotels to its TRS Lessee, which in turn enters into long-term management agreements with third parties to manage the operations of the Company’s hotels, in transactions that are intended to generate qualifying income. As of September 30, 2017, the Company had interests in 27 hotels (the “27 hotels”), and the Company’s third-party managers included the following:

	Number of Hotels
Subsidiaries of Marriott International, Inc. or Marriott Hotel Services, Inc. (collectively, “Marriott”)	11
Interstate Hotels & Resorts, Inc.	4
Highgate Hotels L.P. and an affiliate	3
Crestline Hotels & Resorts	2
Hilton Worldwide	2
Hyatt Corporation	2
Davidson Hotels & Resorts	1
HEI Hotels & Resorts	1
Singh Hospitality, LLC	1
Total hotels held for investment	27

## 2. Summary of Significant Accounting Policies

## Basis of Presentation

The accompanying consolidated financial statements as of September 30, 2017 and December 31, 2016, and for the three and nine months ended September 30, 2017 and 2016, include the accounts of the Company, the Operating Partnership, the TRS Lessee and their subsidiaries. All significant intercompany balances and transactions have been eliminated. If the Company determines that it has an interest in a variable interest entity within the meaning of the Consolidation Topic of the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”), the Company will consolidate the entity when it is determined to be the primary beneficiary of the entity. Based on its review, the Company determined that all of its subsidiaries were properly consolidated as of September 30, 2017 and December 31, 2016, and for the three and nine months ended September 30, 2017 and 2016.

Noncontrolling interest at both September 30, 2017 and December 31, 2016 represents the outside 25.0% equity interest in the Hilton San Diego Bayfront, which the Company includes in its financial statements on a consolidated basis.

The accompanying interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) and in conformity with the rules and regulations of the Securities and Exchange Commission. In the Company’s opinion, the interim financial statements presented herein reflect all adjustments, consisting solely of normal and recurring adjustments, which are necessary to fairly present the interim financial statements. These financial statements should be read in conjunction with the financial statements included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2016, filed with the Securities and Exchange Commission on February 23, 2017.

The Company has evaluated subsequent events through the date of issuance of these financial statements.

Table of Contents

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ materially from those estimates.

Earnings Per Share

The Company applies the two-class method when computing its earnings per share. As required by the Earnings Per Share Topic of the FASB ASC, the net income per share for each class of stock (common stock and convertible preferred stock) is calculated assuming all of the Company's net income is distributed as dividends to each class of stock based on their contractual rights. To the extent the Company has undistributed earnings in any calendar quarter, the Company will follow the two-class method of computing earnings per share.

The Company follows the requirements of the Earnings Per Share Topic of the FASB ASC. Unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are considered participating securities and shall be included in the computation of earnings per share pursuant to the two-class method.

In accordance with the Earnings Per Share Topic of the FASB ASC, basic earnings (loss) attributable to common stockholders per common share is computed based on the weighted average number of shares of common stock outstanding during each period. Diluted earnings (loss) attributable to common stockholders per common share is computed based on the weighted average number of shares of common stock outstanding during each period, plus potential common shares considered outstanding during the period, as long as the inclusion of such awards is not anti-dilutive. Potential common shares consist of unvested restricted stock awards and the incremental common shares issuable upon the exercise of stock options, using the more dilutive of either the two-class method or the treasury stock method.

The following table sets forth the computation of basic and diluted earnings per common share (in thousands, except per share data):



Edgar Filing: Sunstone Hotel Investors, Inc. - Form 10-Q

	Three Months Ended		Nine Months Ended	
	September 30, 2017	September 30, 2016	September 30, 2017	September 30, 2016
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Numerator:				
Net income	\$ 17,082	\$ 39,427	\$ 132,324	\$ 106,379
Income from consolidated joint venture attributable to noncontrolling interest	(2,169)	(2,053)	(6,344)	(5,358)
Preferred stock dividends and redemption charge	(3,208)	(3,207)	(9,622)	(12,756)
Distributions paid on unvested restricted stock compensation	(59)	(55)	(179)	(173)
Undistributed income allocated to unvested restricted stock compensation	(2)	(123)	(440)	(293)
Numerator for basic and diluted income attributable to common stockholders	\$ 11,644	\$ 33,989	\$ 115,739	\$ 87,799
Denominator:				
Weighted average basic and diluted common shares outstanding	224,142	215,413	221,140	214,565
Basic and diluted income attributable to common stockholders per common share	\$ 0.05	\$ 0.16	\$ 0.52	\$ 0.41

The Company's unvested restricted shares associated with its long-term incentive plan and shares associated with common stock options have been excluded from the above calculation of earnings per share for the three and nine months ended September 30, 2017 and 2016, as their inclusion would have been anti-dilutive.

#### New Accounting Standards and Accounting Changes

In May 2014, the FASB issued Accounting Standards Update No. 2014-09, "Revenue from Contracts with Customers (Topic 606)" ("ASU No. 2014-09"). The core principle of ASU No. 2014-09 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in

Table of Contents

exchange for those goods or services. To achieve that core principle, an entity will need to apply a five-step model: (1) identify the contract(s) with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations in the contract; and (5) recognize revenue when (or as) the entity satisfies a performance obligation. ASU No. 2014-09 was originally to be effective during the first quarter of 2017; however, the FASB issued a one-year deferral so that it now becomes effective during the first quarter of 2018. ASU No. 2014-09 will require either a full retrospective approach or a modified retrospective approach, with early adoption permitted as of the original effective date.

In March 2016, the FASB clarified the principal versus agent guidance in ASU No. 2014-09 with its issuance of Accounting Standards Update No. 2016-08, "Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net)" ("ASU No. 2016-08"). In particular, ASU No. 2016-08 clarifies how an entity should identify the unit of accounting for the principal versus agent evaluation and how it should apply the control principle to certain types of arrangements, such as service transactions by explaining what a principal controls before the specified good or service is transferred to the customer. In addition, ASU No. 2016-08 reframes the indicators to focus on evidence that an entity is acting as a principal rather than as an agent. ASU No. 2016-08 will become effective, along with ASU No. 2014-09, during the first quarter of 2018. Similar to ASU No. 2014-09, ASU No. 2016-08 will require either a full retrospective approach or a modified retrospective approach, with early adoption permitted as of the original effective date.

In May 2016, the FASB amended ASU No. 2014-09's guidance on transition, collectability, noncash consideration and the presentation of sales and other similar taxes with its issuance of Accounting Standards Update No. 2016-12, "Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients" ("ASU No. 2016-12"). The amendments clarify that, for a contract to be considered completed at transition, all (or substantially all) of the revenue must have been recognized under legacy GAAP. This clarification is important because entities that use the modified retrospective transition approach need to apply the standard only to contracts that are not complete as of the date of initial application, and entities that use the full retrospective approach may apply certain practical expedients to completed contracts. In addition, ASU No. 2016-12 clarifies that an entity should consider the probability of collecting substantially all of the consideration to which it will be entitled in exchange for goods and services expected to be transferred to the customer rather than the total amount promised for all the goods or services in the contract. ASU No. 2016-12 also clarifies that an entity may consider its ability to manage its exposure to credit risk as part of the collectability assessment, as well as that the fair value of noncash consideration should be measured at contract inception when determining the transaction price. Finally, ASU No. 2016-12 allows an entity to make an accounting policy election to exclude from the transaction price certain types of taxes collected from a customer if it discloses that policy. ASU No. 2016-12 will become effective, along with ASU No. 2014-09, during the first quarter of 2018. Similar to ASU No. 2014-09, ASU No. 2016-12 will require either a full retrospective approach or a modified retrospective approach, with early adoption permitted as of the original effective date.

The Company is in the process of evaluating the impact that ASU No. 2014-09, along with the related clarifications and amendments in ASU No. 2016-08 and ASU No. 2016-12, will have on its recognition of revenue included in its consolidated financial statements. While the Company is still evaluating the impact that the ASUs will have on accounting for the gain recognized upon the sale of a hotel, there is a possibility that the adoption of ASU No. 2014-09 will affect the timing of any gain recognition in the consolidated financial statements. For example, under current guidance, a gain on the sale of hotel properties with contingencies and some future involvement is deferred

until all contingencies have been removed. Under the new guidance, however, the entire gain on sale may be recognized upon the close of escrow. The Company expects to adopt the new ASUs under the modified retrospective approach.

In February 2016, the FASB issued Accounting Standards Update No. 2016-02, “Leases (Topic 842)” (“ASU No. 2016-02”), which will require lessees to put most leases on their balance sheets but recognize expenses in the income statement in a manner similar to today’s accounting. The guidance also eliminates today’s real estate-specific provisions and changes the guidance on sale-leaseback transactions, initial direct costs and lease executory costs for all entities. For lessors, the standard modifies the classification criteria and the accounting for sales-type and direct financing leases. All entities will classify leases to determine how to recognize lease-related revenue and expense. Classification will continue to affect amounts that lessors record on the balance sheet. ASU No. 2016-02 will become effective during the first quarter of 2019, and will require a modified retrospective approach for leases that exist or are entered into after the beginning of the earliest comparative period in the financial statements. The Company is creating an inventory of its leases and is analyzing its current ground lease obligations. The Company is currently evaluating the impact that ASU No. 2016-02 will have on its consolidated financial statements, and, other than the inclusion of operating leases on the Company’s balance sheet, such effects have not yet been determined.

In June 2016, the FASB issued Accounting Standards Update No. 2016-13, “Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments” (“ASU No. 2016-13”), which will replace today’s “incurred loss” approach with an “expected loss” model for instruments measured at amortized cost. For trade and other receivables, held-to-maturity debt securities, loans and other instruments, entities will be required to use a new forward looking “expected loss” model that generally will result in the earlier recognition of allowances for losses. In addition, entities will have to disclose significantly more information, including information they use to track credit quality by year of origination for most financing receivables. ASU No. 2016-13 will

Table of Contents

become effective during the first quarter of 2020. ASU No. 2016-13 will require a modified retrospective approach, with early adoption permitted during the first quarter of 2019. The Company does not believe that the adoption of ASU No. 2016-13 will have a material impact on its consolidated financial statements.

In September 2016, the FASB issued Accounting Standards Update No. 2016-15, “Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments (a consensus of the Emerging Issues Task Force)” (“ASU No. 2016-15”), which clarifies how entities should classify certain cash receipts and cash payments on the statement of cash flows. ASU No. 2016-15 addresses certain issues where diversity in practice was identified. It amends existing guidance, which is principles based and often requires judgment to determine the appropriate classification of cash flows as operating, investing or financing activities. In addition, ASU No. 2016-15 clarifies how the predominance principle should be applied when cash receipts and cash payments have aspects of more than one class of cash flows. ASU No. 2016-15 will become effective during the first quarter of 2018, and will generally require a retrospective approach. Early adoption is permitted. The Company does not believe that the adoption of ASU No. 2016-15 will have a material effect on its consolidated financial statements.

In November 2016, the FASB issued Accounting Standards Update No. 2016-18, “Statement of Cash Flows (Topic 230): Restricted Cash (a consensus of the FASB Emerging Issues Task Force)” (“ASU No. 2016-18”), which will require entities to show the changes in total cash, cash equivalents, restricted cash and restricted cash equivalents in the statement of cash flows. As a result, entities will no longer present transfers between cash and cash equivalents and restricted cash and restricted cash equivalents in the statement of cash flows. When cash, cash equivalents, restricted cash and restricted cash equivalents are presented in more than one line item on the balance sheet, the new guidance requires a reconciliation of the totals in the statement of cash flows to the related caption in the balance sheet. This reconciliation can be presented either on the face of the statement of cash flows or in the notes to the financial statements. ASU No. 2016-18 will become effective in the first quarter of 2018, and will require a retrospective approach. Early adoption in an interim period is permitted, but any adjustments must be reflected as of the beginning of the fiscal year that includes the interim period. Upon adoption of this standard, amounts included in restricted cash on the Company’s consolidated balance sheets will be included with cash and cash equivalents on its consolidated statements of cash flows. These amounts totaled \$71.5 million and \$67.9 million at September 30, 2017 and December 31, 2016, respectively. The adoption of this standard will not change the Company’s balance sheet presentation.

In January 2017, the FASB issued Accounting Standards Update No. 2017-01, “Business Combinations (Topic 805): Clarifying the Definition of a Business” (“ASU No. 2017-01”), which changes the definition of a business to assist entities with evaluating when a set of transferred assets and activities is a business. Under the new guidance, an entity first determines whether substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or a group of similar identifiable assets. If this threshold is met, the set of transferred assets and activities is not a business. If it is not met, the entity then evaluates whether the set meets the requirement that a business include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs. ASU No. 2017-01 will become effective in the first quarter of 2018, and the guidance is to be applied prospectively. Early adoption is permitted. Once adopted, the Company will be required to analyze future hotel acquisitions to determine if the transaction qualifies as the purchase of a business or an asset. Transaction costs associated with asset acquisitions will be capitalized, while the same costs associated with a business combination will continue to be expensed as incurred. In addition, asset acquisitions will not be subject to a measurement period, as are

business combinations. Depending on the Company's conclusion, ASU No. 2017-01 may have an effect on its consolidated financial statements.

In January 2017, the FASB issued Accounting Standards Update No. 2017-04, "Intangibles – Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment" ("ASU No. 2017-04"), which eliminates the requirement to calculate the implied fair value of goodwill (i.e., Step 2 of today's goodwill impairment test) to measure a goodwill impairment charge. Under the new guidance, if a reporting unit's carrying amount exceeds its fair value, an entity will record an impairment charge based on that difference. The impairment charge will be limited to the amount of goodwill allocated to that reporting unit. The standard does not change the guidance on completing Step 1 of the goodwill impairment test. An entity will still be able to perform today's optional qualitative goodwill impairment assessment before determining whether to proceed to Step 1. ASU No. 2017-04 will become effective in the first quarter of 2019, and the guidance is to be applied prospectively. Early adoption is permitted. The Company does not believe that the adoption of ASU No. 2017-04 will have a material impact on its consolidated financial statements.

In May 2017, the FASB issued Accounting Standards Update No. 2017-09, "Compensation – Stock Compensation (Topic 718): Scope of Modification Accounting" ("ASU No. 2017-09"), which clarifies when changes to the terms or conditions of a share-based payment award must be accounted for as modifications. The new guidance will allow companies to make certain changes to awards without accounting for them as modifications, but it does not change the accounting for modifications. Under ASU No. 2017-09, an entity will not apply modification accounting to a share-based payment award if all of the following are the same immediately before and after the change: the award's fair value (or calculated or intrinsic value, if those measurement methods are used); the award's vesting conditions; and the award's classification as an equity or liability instrument. ASU No. 2017-09 will become effective in the first quarter of 2018, with early adoption permitted. The Company does not believe that the adoption of ASU No. 2017-09 will have an impact on its consolidated financial statements unless it changes the terms or conditions of its grants in the future.

## Table of Contents

### Noncontrolling Interest

The Company's consolidated financial statements include an entity in which the Company has a controlling financial interest. Noncontrolling interest is the portion of equity (net assets) in a subsidiary not attributable, directly or indirectly, to a parent. Such noncontrolling interest is reported on the consolidated balance sheets within equity, separately from the Company's equity. On the consolidated statements of operations and comprehensive income, revenues, expenses and net income or loss from the less-than-wholly owned subsidiary is reported at the consolidated amount, including both the amounts attributable to the Company and the noncontrolling interest. Income or loss is allocated to the noncontrolling interest based on its weighted average ownership percentage for the applicable period. The consolidated statement of equity includes beginning balances, activity for the period and ending balances for each component of stockholders' equity, noncontrolling interest and total equity.

At both September 30, 2017 and December 31, 2016, the noncontrolling interest reported in the Company's financial statements included the 25.0% outside ownership in the Hilton San Diego Bayfront.

### Property and Equipment

The Company follows the requirements of the Property, Plant and Equipment Topic of the FASB ASC, which requires impairment losses to be recorded on long-lived assets to be held and used by the Company when indicators of impairment are present and the future undiscounted net cash flows expected to be generated by those assets are less than the assets' carrying amount. If such assets are considered to be impaired, the related assets are adjusted to their estimated fair value and an impairment is recognized. The impairment recognized is measured by the amount by which the carrying amount of the assets exceeds the estimated fair value of the assets. In computing fair value, the Company uses a discounted cash flow analysis to estimate the fair value of its hotel properties, taking into account each property's expected cash flow from operations and estimated proceeds from the disposition of the property. The factors addressed in determining estimated proceeds from disposition include anticipated operating cash flow in the year of disposition and terminal capitalization rate.

### Segment Reporting

The Company considers each of its hotels to be an operating segment, none of which meets the threshold for a separate reportable segment in accordance with the Segment Reporting Topic of the FASB ASC. Currently, the Company operates in one segment, hotel ownership.

## 3. Investment in Hotel Properties

Investment in hotel properties, net consisted of the following (in thousands):

	September 30, 2017 (unaudited)	December 31, 2016
Land	\$ 623,493	\$ 531,660
Buildings and improvements	3,195,726	3,135,806
Furniture, fixtures and equipment	502,775	512,372
Intangible assets	48,560	49,015
Franchise fees	980	1,021
Construction in process	39,481	65,449
Investment in hotel properties, gross	4,411,015	4,295,323
Accumulated depreciation and amortization	(1,175,962)	(1,137,104)
Investment in hotel properties, net	\$ 3,235,053	\$ 3,158,219

In July 2017, the Company purchased the newly-developed 175-room Oceans Edge Hotel & Marina in Key West, Florida for a net purchase price of \$173.9 million, including proration. The purchase of the hotel included a marina, wet and dry boat slips and other customary marina amenities. The Company recorded the acquisition at fair value using an independent third-party analysis, with the purchase price allocated to investment in hotel properties and hotel working capital assets. The Company recognized acquisition related costs of \$0.4 million and \$0.7 million for the three and nine months ended September 30, 2017, respectively, which are included in corporate overhead on the Company's consolidated statements of operations and comprehensive income. The results of operations for the Oceans Edge Hotel & Marina have been included in the Company's consolidated statements of operations and comprehensive income from the acquisition date of July 25, 2017 through the third quarter ended September 30, 2017.

Table of Contents

The fair values of the assets acquired and liabilities assumed at the Oceans Edge Hotel & Marina's acquisition date were allocated as follows (in thousands):

Assets:	
Investment in hotel properties	\$ 174,971
Accounts receivable	15
Inventories	50
Prepaid expenses	41
Other assets	84
Total assets acquired	175,161
Liabilities:	
Accounts payable and accrued expenses	210
Accrued payroll and employee benefits	256
Other current liabilities	752
Other liabilities	26
Total liabilities assumed	1,244
Total cash paid for acquisition	\$ 173,917

Investment in hotel properties was allocated to land (\$92.5 million), buildings and improvements (\$74.4 million), furniture, fixtures and equipment (\$6.4 million), and intangibles (\$1.7 million) related to air rights and in-place lease agreements. The air rights have a value of \$1.6 million and an indefinite life. The in-place lease agreements, which are related to the wet and dry boat slips, have a value of \$0.1 million and a weighted average life of nine months.

Acquired properties are included in the Company's results of operations from the date of acquisition. The following unaudited pro forma results of operations reflect the Company's results as if the acquisition of the Oceans Edge Hotel & Marina had occurred on January 1, 2017. The information is not necessarily indicative of the results that actually would have occurred, nor does it indicate future operating results. Since the newly-developed hotel opened mid-January 2017, the year-to-date results are slightly less than a full nine months, and there are no prior year results. In the Company's opinion, all significant adjustments necessary to reflect the effects of the acquisition have been made (in thousands, except per share data):

	Three Months Ended September 30, 2017 (unaudited)	Nine Months Ended September 30, 2017 (unaudited)
Revenues	\$ 305,052	\$ 912,697
Income attributable to common stockholders	\$ 12,083	\$ 117,751
Income per diluted share attributable to common stockholders	\$ 0.02	\$ 0.50



For both the three and nine months ended September 30, 2017, the Company has included \$1.8 million of revenue and a net loss of \$1.2 million, which includes \$0.7 million in hurricane-related restoration expenses, in its consolidated statements of operations and comprehensive income related to the Company's acquisition of the Oceans Edge Hotel & Marina.

During the third quarter of 2017, four of the Company's 27 hotels were impacted to varying degrees by Hurricanes Harvey and Irma: the Hilton North Houston; the Marriott Houston; the Oceans Edge Hotel & Marina; and the Renaissance Orlando at SeaWorld®. For more information regarding the impact of the hurricanes on the Company's hotels, please see the Hurricanes Harvey and Irma discussion in Note 11.

In the aftermath of Hurricane Harvey, combined with continued operational declines due to weakness in the Houston market, and in accordance with the Property, Plant and Equipment Topic of the FASB ASC, the Company identified indicators of impairment and reviewed its Houston hotels for possible impairment. During the third quarter of 2017, the Company recorded a total impairment charge of \$34.4 million, including \$27.1 million for the Hilton North Houston and \$7.3 million for the Marriott Houston, which is included in impairment loss on the Company's consolidated statements of operations for both the three and nine months ended September 30, 2017 (see Note 5). No impairment was necessary for either the three or nine months ended September 30, 2016.

Table of Contents

## 4. Disposals and Discontinued Operations

## Disposals

In June 2017, the Company sold the 199-room Marriott Park City located in Park City, Utah for net proceeds of \$27.0 million. The Company recognized a net gain on the sale of \$1.2 million. The sale did not represent a strategic shift that had a major impact on the Company's business plan or its primary markets, and therefore, the sale of the hotel did not qualify as a discontinued operation.

In February 2017, the Company sold the 444-room Fairmont Newport Beach located in Newport Beach, California for net proceeds of \$122.8 million. The Company recognized a net gain on the sale of \$44.3 million. The sale did not represent a strategic shift that had a major impact on the Company's business plan or its primary markets, and therefore, the sale of the hotel did not qualify as a discontinued operation. The Company classified the assets and liabilities of the Fairmont Newport Beach as held for sale as of December 31, 2016 as follows (in thousands):

	December 31, 2016
Accounts receivable, net	\$ 452
Inventories	126
Prepaid expenses	386
Investment in hotel property, net	77,971
Other assets, net	178
Assets held for sale, net	\$ 79,113
Accounts payable and accrued expenses	\$ 781
Accrued payroll and employee benefits	751
Other current liabilities	1,473
Other liabilities	148
Liabilities of assets held for sale	\$ 3,153

The following table provides summary results of operations for the Marriott Park City and the Fairmont Newport Beach, as well as the Sheraton Cerritos that was sold during 2016, all of which are included in continuing operations (in thousands):

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2017	2016	2017	2016
	(unaudited)		(unaudited)	
Revenues	\$ —	\$ 11,210	\$ 9,980	\$ 38,650
Income before income taxes	\$ —	\$ 1,332	\$ 2,466	\$ 4,981
Gain on sale of assets	\$ —	\$ —	\$ 45,474	\$ 18,223

## Discontinued Operations

During the third quarter of 2017, the Company recognized an additional \$7.0 million gain related to its 2013 sale of four hotels and a laundry facility located in Rochester, Minnesota (the “Rochester Portfolio”). Upon sale of the Rochester Portfolio in 2013, the Company retained a liability not to exceed \$14.0 million. The recognition of the \$14.0 million liability reduced the Company’s gain on the sale of the Rochester Portfolio. In the second quarter of 2014, the Company was released from \$7.0 million of its liability, and the Company recorded additional gain on the sale, which was included in discontinued operations. During the third quarter of 2017, the Company determined that its remaining obligation for the liability was remote based on the requirements of the Contingencies Topic of the FASB ASC. As such, the Company reversed the remaining \$7.0 million, and recorded additional gain on the sale of the Rochester Portfolio of \$7.0 million, which is included in discontinued operations for both the three and nine months ended September 30, 2017.

## 5. Fair Value Measurements and Interest Rate Derivatives

### Fair Value of Financial Instruments

As of September 30, 2017 and December 31, 2016, the carrying amount of certain financial instruments, including cash and cash equivalents, restricted cash, accounts receivable, accounts payable and accrued expenses were representative of their fair values due to the short-term maturity of these instruments.

Table of Contents

The Company follows the requirements of the Fair Value Measurement and Disclosure Topic of the FASB ASC, which establishes a framework for measuring fair value and disclosing fair value measurements by establishing a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 Inputs reflect quoted prices for identical assets or liabilities in markets that are not active; quoted prices for similar assets or liabilities in active markets; inputs other than quoted prices that are observable for the asset or the liability; or inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 Unobservable inputs reflecting the Company's own assumptions incorporated in valuation techniques used to determine fair value. These assumptions are required to be consistent with market participant assumptions that are reasonably available.

As of September 30, 2017 and December 31, 2016, the only financial instruments that the Company measures at fair value on recurring bases are its interest rate derivatives, along with a life insurance policy and a related retirement benefit agreement. In accordance with the Fair Value Measurement and Disclosure Topic of the FASB ASC, the Company estimates the fair value of its interest rate derivatives using Level 2 measurements based on quotes obtained from the counterparties, which are based upon the consideration that would be required to terminate the agreements. Both the life insurance policy and the related retirement benefit agreement, which are for a former Company associate, are valued using Level 2 measurements.

In the aftermath of Hurricane Harvey, combined with continued operational declines due to weakness in the Houston market, and in accordance with the Property, Plant and Equipment Topic of the FASB ASC, the Company identified indicators of impairment and reviewed both of its Houston hotels for possible impairment. Using Level 3 measurements, including each hotel's undiscounted cash flow, which took into account each hotel's expected cash flow from operations, anticipated holding period and estimated proceeds from disposition, the Company determined that neither hotel's carrying value was fully recoverable. As such, during the third quarter of 2017, the Company recorded a total impairment charge of \$34.4 million, including \$27.1 million for the Hilton North Houston and \$7.3 million for the Marriott Houston, which is included in impairment loss on the Company's consolidated statements of operations for both the three and nine months ended September 30, 2017.

The following table presents the Company's assets measured at fair value on a recurring and nonrecurring basis at September 30, 2017 and December 31, 2016 (in thousands):

	Total	Fair Value Measurements at Reporting Date		
		Level 1	Level 2	Level 3
September 30, 2017 (unaudited):				
Houston hotels, net (1)	\$ 37,912	\$ —	\$ —	\$ 37,912
Interest rate cap derivative	—	—	—	—
Interest rate swap derivatives	1,463	—	1,463	—
Life insurance policy (2)	649	—	649	—
Total assets measured at fair value at September 30, 2017	\$ 40,024	\$ —	\$ 2,112	\$ 37,912
December 31, 2016:				
Interest rate cap derivative	\$ —	\$ —	\$ —	\$ —
Interest rate swap derivatives	1,749	—	1,749	—
Life insurance policy (2)	861	—	861	—
Total assets measured at fair value at December 31, 2016	\$ 2,610	\$ —	\$ 2,610	\$ —

- (1) Includes the total fair market value of the Houston hotels, net of accumulated depreciation. The hotels are included in investment in hotel properties, net on the accompanying consolidated balance sheets.
- (2) Includes the split life insurance policy for a former Company associate. These amounts are included in other assets, net on the accompanying consolidated balance sheets, and will be used to reimburse the Company for payments made to the former associate from the related retirement benefit agreement, which is included in accrued payroll and employee benefits on the accompanying consolidated balance sheets.

Table of Contents

The following table presents the Company's liabilities measured at fair value on a recurring and nonrecurring basis at September 30, 2017 and December 31, 2016 (in thousands):

	Total	Fair Value Measurements at Reporting Date		
		Level 1	Level 2	Level 3
September 30, 2017 (unaudited):				
Retirement benefit agreement (1)	\$ 649	\$ —	\$ 649	\$ —
Total liabilities measured at fair value at September 30, 2017	\$ 649	\$ —	\$ 649	\$ —
December 31, 2016:				
Retirement benefit agreement (1)	\$ 861	\$ —	\$ 861	\$ —
Total liabilities measured at fair value at December 31, 2016	\$ 861	\$ —	\$ 861	\$ —

(1) Includes the retirement benefit agreement for a former Company associate. The agreement calls for the balance of the retirement benefit to be paid out to the former associate in ten annual installments, beginning in 2011. As such, the Company has paid the former associate a total of \$1.4 million through September 30, 2017, which was reimbursed to the Company using funds from the related split life insurance policy noted above. These amounts are included in accrued payroll and employee benefits on the accompanying consolidated balance sheets.

## Interest Rate Derivatives

The Company's interest rate derivatives, which are not designated as effective cash flow hedges, consisted of the following at September 30, 2017 (unaudited) and December 31, 2016 (in thousands):

Hedged Debt	Type	Strike / Capped Rate	Index	Effective Date	Maturity Date	Notional Amount	Estimated Fair Value Asset	
							September 30, 2017	December 31, 2016
Hilton San Diego Bayfront (1)	Cap	4.250 %	1-Month LIBOR	April 15, 2015	May 1, 2017	\$ N/A	\$ N/A	\$ —
Hilton San Diego Bayfront (1)	Cap	4.250 %	1-Month LIBOR	May 1, 2017	May 1, 2019	\$ 110,096	—	N/A
\$85.0 million term loan (2)	Swap	3.391 %	1-Month LIBOR	October 29, 2015	September 2, 2022	\$ 85,000	1,165	1,336
	Swap	3.653 %				\$ 100,000	298	413

Edgar Filing: Sunstone Hotel Investors, Inc. - Form 10-Q

\$100.0 million term loan (3)	1-Month LIBOR	January 29, 2016	January 31, 2023		
				\$ 1,463	\$ 1,749

- (1) In March 2017, the Company purchased a new interest rate cap agreement for \$19,000 related to the loan secured by the Hilton San Diego Bayfront. The new agreement, whose terms are substantially the same as the terms under the expiring cap agreement, effectively replaced the expiring agreement on May 1, 2017. The fair values of both Hilton San Diego Bayfront cap agreements are included in other assets, net on the accompanying consolidated balance sheets.
- (2) The fair value of the \$85.0 million term loan swap agreement is included in other assets, net on the Company's consolidated balance sheets. The 1-month LIBOR rate was swapped to a fixed rate of 1.591%.
- (3) The fair value of the \$100.0 million term loan swap agreement is included in other assets, net on the Company's consolidated balance sheets. The 1-month LIBOR rate was swapped to a fixed rate of 1.853%.

Noncash changes in the fair values of the Company's interest rate derivatives resulted in (decreases) increases to interest expense for the three and nine months ended September 30, 2017 and 2016 as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Noncash interest on derivatives	\$ (44)	\$ (1,374)	\$ 305	\$ 7,810

Table of Contents

## Fair Value of Debt

As of September 30, 2017 and December 31, 2016, 77.8% and 76.2%, respectively, of the Company's outstanding debt had fixed interest rates, including the effects of interest rate swap agreements. The Company uses Level 3 measurements to estimate the fair value of its debt by discounting the future cash flows of each instrument at estimated market rates. The Company's principal balances and fair market values of its consolidated debt as of September 30, 2017 and December 31, 2016 were as follows (in thousands):

	September 30, 2017		December 31, 2016	
	Principal		Principal	
	Balance (1)	Fair Value	Balance (1)	Fair Value
Debt	\$ 992,149	\$ 1,001,088	\$ 935,944	\$ 930,665

(1) The principal balance of debt is presented before any unamortized deferred financing fees.

## 6. Other Assets

Other assets, net consisted of the following (in thousands):

	September 30, 2017 (unaudited)	December 31, 2016
Property and equipment, net	\$ 515	\$ 779
Goodwill	990	990
Deferred expense on straight-lined third-party tenant leases	2,852	2,876
Deferred income tax asset	13,977	—
Interest rate derivatives	1,463	1,749
Other receivables	2,012	1,673
Other	1,412	1,322
Total other assets net	\$ 23,221	\$ 9,389

During the third quarter of 2017, the Company released its full valuation allowance, which was previously held against all \$13.6 million of its net U.S. federal and state deferred tax assets, consisting of a \$14.0 million deferred tax



asset related to federal and state net operating losses, reserves and other deferred tax assets of the TRS Lessee and a \$0.3 million deferred tax liability related to timing differences associated with amortization and deferred revenue of the TRS Lessee. The Company's evaluation through September 30, 2017 indicates that the hotel industry's overall economic climate will remain relatively stable, resulting in the TRS operating leases to continue to perform as expected. As such, the Company has modified its conclusion as of December 31, 2016, and believes that there no longer exists sufficient negative evidence that would prevent it from relying on projections of future taxable income sufficient to realize its deferred assets. In reaching its conclusion, the Company has considered various factors, including future reversals of existing taxable temporary differences, future projected taxable income and tax planning strategies in determining a valuation allowance for its deferred tax assets. The Company believes it is more likely than not that it will be able to realize the net U.S. federal and state deferred tax assets in the future.

Table of Contents

## 7. Notes Payable

Notes payable consisted of the following (in thousands):

	September 30, 2017 (unaudited)	December 31, 2016
Notes payable requiring payments of interest and principal, with fixed rates ranging from 4.12% to 5.95%; maturing at dates ranging from November 2020 through January 2025. The notes are collateralized by first deeds of trust on four hotel properties at September 30, 2017, and five hotel properties at December 31, 2016.	\$ 347,233	\$ 528,604
Note payable requiring payments of interest and principal, bearing a blended rate of one-month LIBOR plus 225 basis points; maturing in August 2019. The note is collateralized by a first deed of trust on one hotel property.	219,916	222,340
Unsecured term loan requiring payments of interest only, with a blended interest rate based on a pricing grid with a range of 180 to 255 basis points over LIBOR, depending on the Company's leverage ratios. LIBOR has been swapped to a fixed rate of 1.591%, resulting in an effective interest rate of 3.391% based on the Company's current leverage. Matures in September 2022.	85,000	85,000
Unsecured term loan requiring payments of interest only, with a blended interest rate based on a pricing grid with a range of 180 to 255 basis points over LIBOR, depending on the Company's leverage ratios. LIBOR has been swapped to a fixed rate of 1.853%, resulting in an effective interest rate of 3.653% based on the Company's current leverage. Matures in January 2023.	100,000	100,000
Unsecured Senior Notes requiring semi-annual payments of interest only, bearing interest at 4.69%; maturing in January 2026.	120,000	—
Unsecured Senior Notes requiring semi-annual payments of interest only, bearing interest at 4.79%; maturing in January 2028.	120,000	—
Total notes payable	\$ 992,149	\$ 935,944
Current portion of notes payable	\$ 10,431	\$ 186,034
Less: current portion of deferred financing fees	(1,270)	(1,105)
Carrying value of current portion of notes payable	\$ 9,161	\$ 184,929
Notes payable, less current portion	\$ 981,718	\$ 749,910
Less: long-term portion of deferred financing fees	(4,084)	(3,536)
Carrying value of notes payable, less current portion	\$ 977,634	\$ 746,374
Notes Payable Transactions - 2017		

In January 2017, the Company received proceeds of \$240.0 million in a private placement of senior unsecured notes. The private placement consisted of \$120.0 million of notes bearing interest at a fixed rate of 4.69%, maturing in

January 2026 (the “Series A Senior Notes”), and \$120.0 million of notes bearing interest at a fixed rate of 4.79%, maturing in January 2028 (the “Series B Senior Notes,” together the “Senior Notes”).

In January 2017, the Company used proceeds received from the Senior Notes to repay the loan secured by the Marriott Boston Long Wharf, which had a balance of \$176.0 million and an interest rate of 5.58%. The Marriott Boston Long Wharf loan was scheduled to mature in April 2017, and was available to be repaid without penalty in January 2017.

Table of Contents

## Interest Expense

Total interest incurred and expensed on the notes payable was as follows (in thousands):

	Three Months Ended		Nine Months Ended	
	September 30, 2017	2016	September 30, 2017	2016
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Interest expense on debt and capital lease obligations	\$ 11,897	\$ 11,966	\$ 34,724	\$ 37,560
Noncash interest on derivatives and capital lease obligations, net	4,534	(1,374)	4,883	7,810
Amortization of deferred financing fees	577	544	1,734	1,648
Total interest expense	\$ 17,008	\$ 11,136	\$ 41,341	\$ 47,018

## 8. Other Current Liabilities and Other Liabilities

Other current liabilities consisted of the following (in thousands):

	September 30, 2017	December 31, 2016
	(unaudited)	
Property, sales and use taxes payable	\$ 20,085	\$ 16,965
Income tax payable	421	211
Accrued interest	3,753	1,996
Advance deposits	17,385	14,505
Management fees payable	1,310	1,645
Other	4,647	4,547
Total other current liabilities	\$ 47,601	\$ 39,869

Other liabilities consisted of the following (in thousands):

	September 30, 2017 (unaudited)	December 31, 2016
Deferred revenue	\$ 5,663	\$ 6,045
Deferred rent	19,618	19,807
Deferred incentive management fees	574	—
Deferred gain on sale of asset	—	7,000
Deferred income tax liability	349	—
Other	3,570	3,798
Total other liabilities	\$ 29,774	\$ 36,650

As discussed in Note 4, during the third quarter of 2017, the Company determined that its remaining obligation for the Rochester Portfolio's liability was remote based on the requirements of the Contingencies Topic of the FASB ASC. As such, the Company released the \$7.0 million remaining liability and recorded additional gain on the sale of the Rochester Portfolio, which is included in discontinued operations for both the three and nine months ended September 30, 2017.

As discussed in Note 6, during the third quarter of 2017, the Company released its full valuation allowance, which was previously held against all of its net U.S. federal and state deferred tax assets, resulting in a deferred tax liability of \$0.3 million related to timing differences associated with amortization and deferred revenue of the TRS Lessee, which is included in other liabilities on the accompanying consolidated balance sheet as of September 30, 2017.

## 9. Stockholders' Equity

### Series E Cumulative Redeemable Preferred Stock

In March 2016, the Company issued 4,600,000 shares of its 6.95% Series E Cumulative Redeemable Preferred Stock ("Series E preferred stock") with a liquidation preference of \$25.00 per share for gross proceeds of \$115.0 million. In conjunction with the offering, the Company incurred \$4.0 million in preferred offering costs. On or after March 11, 2021, the Series E preferred stock will



## Table of Contents

be redeemable at the Company's option, in whole or in part, at any time or from time to time, for cash at a redemption price of \$25.00 per share, plus accrued and unpaid dividends up to, but not including, the redemption date.

### Series F Cumulative Redeemable Preferred Stock

In May 2016, the Company issued 3,000,000 shares of its 6.45% Series F Cumulative Redeemable Preferred Stock ("Series F preferred stock) with a liquidation preference of \$25.00 per share for gross proceeds of \$75.0 million. In conjunction with the offering, the Company incurred \$2.6 million in preferred offering costs. On or after May 17, 2021, the Series F preferred stock will be redeemable at the Company's option, in whole or in part, at any time or from time to time, for cash at a redemption price of \$25.00 per share, plus accrued and unpaid dividends up to, but not including, the redemption date.

### Common Stock

In February 2017, the Company entered into separate "At the Market" Agreements (the "ATM Agreements") with each of Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC and Wells Fargo Securities, LLC.

In accordance with the terms of the ATM Agreements, the Company may from time to time offer and sell shares of its common stock having an aggregate offering price of up to \$300.0 million. During the first nine months of 2017, the Company received gross proceeds of \$79.4 million, and paid \$1.5 million in costs, from the issuance of 4,876,855 shares of its common stock in connection with the ATM Agreements. As of September 30, 2017, the Company has \$220.6 million available for sale under the ATM Agreements.

In February 2017, the Company's board of directors authorized a share repurchase plan to acquire up to \$300.0 million of the Company's common and preferred stock. As of September 30, 2017, no shares of either the Company's common or preferred stock have been repurchased. Future purchases will depend on various factors, including the Company's capital needs, as well as the Company's common and preferred stock price.

## 10. Long-Term Incentive Plan

### Stock Grants

Restricted shares granted pursuant to the Company's 2004 Long-Term Incentive Plan, as amended and restated May 1, 2014, generally vest over periods from three to five years from the date of grant.

Compensation expense related to awards of restricted shares are measured at fair value on the date of grant and amortized over the relevant requisite service period or derived service period.

In accordance with the Compensation Topic of the FASB ASC, the Company has elected to account for forfeitures as they occur. The Company's amortization expense and forfeitures related to restricted shares for the three and nine months ended September 30, 2017 and 2016 were as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Amortization expense, including forfeitures	\$ 1,848	\$ 1,539	\$ 6,188	\$ 5,616

In addition, the Company capitalizes compensation costs related to all restricted shares granted to certain employees who work on the design and construction of its hotels. These capitalized costs were nominal during both the three months ended September 30, 2017 and 2016, and totaled \$0.4 million and \$0.5 million during the nine months ended September 30, 2017 and 2016, respectively.

### Stock Options

In April 2008, the Compensation Committee of the Company's board of directors approved a grant of 200,000 non-qualified stock options (the "Options") to one of the Company's former associates. The Options fully vested in April 2009, and will expire on April 27, 2018. The exercise price of the Options is \$17.71 per share.



Table of Contents

## 11. Commitments and Contingencies

## Management Agreements

Management agreements with the Company's third-party hotel managers require the Company to pay between 1.75% and 3.5% of total revenue of the managed hotels to the third-party managers each month as a basic management fee. In addition to basic management fees, provided that certain operating thresholds are met, the Company may also be required to pay incentive management fees to certain of its third-party managers. Total basic management fees, net of key money incentives received from third-party hotel managers, along with incentive management fees incurred by the Company during the three and nine months ended September 30, 2017 and 2016 were included in other property-level expenses on the Company's consolidated statements of operations and comprehensive income as follows (in thousands):

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2017	2016	2017	2016
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Basic management fees	\$ 8,432	\$ 8,510	\$ 25,269	\$ 25,130
Incentive management fees	1,172	1,541	5,525	4,735
Total basic and incentive management fees	\$ 9,604	\$ 10,051	\$ 30,794	\$ 29,865

## License and Franchise Agreements

The Company has entered into license and franchise agreements related to certain of its hotel properties. The license and franchise agreements require the Company to, among other things, pay monthly fees that are calculated based on specified percentages of certain revenues. The license and franchise agreements generally contain specific standards for, and restrictions and limitations on, the operation and maintenance of the hotels which are established by the franchisors to maintain uniformity in the system created by each such franchisor. Such standards generally regulate the appearance of the hotel, quality and type of goods and services offered, signage and protection of trademarks. Compliance with such standards may from time to time require the Company to make significant expenditures for capital improvements.

Total license and franchise fees incurred by the Company during the three and nine months ended September 30, 2017 and 2016 were included in franchise costs on the Company's consolidated statements of operations and comprehensive income as follows (in thousands):

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2017	2016	2017	2016
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Franchise assessments (1)	\$ 6,839	\$ 6,666	\$ 19,941	\$ 19,546
Franchise royalties	2,592	2,742	7,426	7,856
Total franchise costs	\$ 9,431	\$ 9,408	\$ 27,367	\$ 27,402

- (1) Includes advertising, reservation and frequent guest club assessments.

#### Renovation and Construction Commitments

At September 30, 2017, the Company had various contracts outstanding with third parties in connection with the renovation and repositioning of certain of its hotel properties. The remaining commitments under these contracts at September 30, 2017 totaled \$54.2 million.

#### Capital Leases

The Hyatt Centric Chicago Magnificent Mile is subject to a building lease which expires in December 2097. Upon acquisition of the hotel in June 2012, the Company evaluated the terms of the lease agreement and determined the lease to be a capital lease pursuant to the Leases Topic of the FASB ASC.

During the third quarter of 2017, the Company corrected an immaterial error by reclassifying the Courtyard by Marriott Los Angeles ground lease from an operating lease to a capital lease due to the lease containing a future bargain purchase right option. Upon examination of this future purchase right option, the Company determined that the economic disincentive for continuing to lease the property will be so significant that the Company will likely exercise the option. The Company assessed the cumulative impact of this error on the affected financial statement line items (capital lease assets, capital lease liability, ground lease expense and interest expense) in its previously reported 2016 and 2017 financial statements pursuant to the guidance in ASC 250 Accounting Changes and

Table of Contents

Error Corrections ("ASC 250") and SEC Staff Accounting Bulletin ("SAB") No. 99 Materiality. The assessment concluded that the error was not material, individually or in the aggregate, to either the current or any prior period consolidated financial statements. As such, in accordance with ASC 250 (SAB No. 108, Considering Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements), the \$4.5 million cumulative adjustment to reclassify the ground lease from an operating lease to a capital lease was recognized in the current period as an increase to interest expense, with no revision to prior periods.

The capital lease assets were included in investment in hotel properties, net on the Company's consolidated balance sheets as follows (in thousands):

	September 30, 2017 (unaudited)	December 31, 2016
Gross capital lease asset - buildings and improvements	\$ 58,799	\$ 58,799
Gross capital lease asset - land	6,605	—
Gross capital lease assets	65,404	58,799
Accumulated depreciation	(7,840)	(6,738)
Net capital lease assets	\$ 57,564	\$ 52,061

Future minimum lease payments under the Company's capital leases together with the present value of the net minimum lease payments as of September 30, 2017 are as follows (in thousands):

2017	\$ 2,357
2018	2,357
2019	2,357
2020	2,365
2021	2,453
Thereafter	139,287
Total minimum lease payments (1)	151,176
Less: Amount representing interest (2)	(124,419)
Present value of net minimum lease payments (3)	\$ 26,757

- (1) Minimum lease payments do not include percentage rent which may be paid under the Hyatt Centric Chicago Magnificent Mile building lease on the basis of 4.0% of the hotel's gross room revenues over a certain threshold. Under the Hyatt Chicago Magnificent Mile's building lease, \$20,000 and \$36,000 in percentage rent was due during the three and nine months ended September 30, 2017 and 2016, respectively.
- (2) Interest includes the amount necessary to reduce net minimum lease payments to present value calculated at the Company's incremental borrowing rate at lease inception.
- (3)

The present value of net minimum lease payments are presented on the Company's consolidated balance sheet as of September 30, 2017 as a current obligation of \$1,000, which is included in accounts payable and accrued expenses, and as a long-term obligation of \$26.8 million, which is included in capital lease obligations, less current portion.

#### Ground, Building and Air Leases

Total rent expense incurred pursuant to ground, building and air lease agreements for the three and nine months ended September 30, 2017 and 2016 was included in property tax, ground lease and insurance on the Company's consolidated statements of operations and comprehensive income as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017 (unaudited)	2016 (unaudited)	2017 (unaudited)	2016 (unaudited)
Minimum rent, including straight-line adjustments	\$ 2,124	\$ 2,251	\$ 6,804	\$ 6,857
Percentage rent (1)	1,901	2,802	5,241	7,327
Total	\$ 4,025	\$ 5,053	\$ 12,045	\$ 14,184

(1) Several of the Company's hotels pay percentage rent, which is calculated on operating revenues above certain thresholds.

Rent expense incurred pursuant to a lease on the corporate facility totaled \$0.1 million for both the three months ended September 30, 2017 and 2016, and \$0.2 million for both the nine months ended September 30, 2017 and 2016, and is included in corporate overhead expense.

Table of Contents

## Concentration of Risk

The concentration of the Company's hotels in California, Hawaii, Illinois, Massachusetts, the greater Washington DC area, Louisiana and Florida exposes the Company's business to economic and severe weather conditions, competition and real and personal property tax rates unique to these locales. As of September 30, 2017, 21 of the Company's 27 hotels were geographically concentrated as follows:

	Number of Hotels (unaudited)	Percentage of Total Rooms (unaudited)		Trailing 12-Month Total Consolidated Revenue (unaudited)	
California	7	29	%	34	%
Hawaii	1	4	%	7	%
Illinois	3	9	%	7	%
Massachusetts	3	15	%	16	%
Greater Washington DC area	3	14	%	13	%
Louisiana	2	6	%	4	%
Florida	2	7	%	7	%

## Hurricanes Harvey and Irma

During the third quarter of 2017, four of the Company's 27 hotels were impacted to varying degrees by Hurricanes Harvey and Irma: the Hilton North Houston; the Marriott Houston; the Oceans Edge Hotel & Marina; and the Renaissance Orlando at SeaWorld®. In August 2017, Hurricane Harvey attained Category 4 intensity as it made landfall in the Eastern and Southern United States, inflicting widespread damage in Texas, among other areas. The Company's Houston hotels remained open during Hurricane Harvey; however, they both sustained wind-driven rain infiltration and water damage within some of the guestrooms, meeting space and public areas. In September 2017, Hurricane Irma attained Category 4 intensity as it made landfall in Florida, inflicting widespread damage, particularly in the Florida Keys, in which the Company's Oceans Edge Hotel & Marina is located. The hotel closed on September 7, 2017, following a mandatory evacuation order, and partially reopened on September 27, 2017. The property sustained limited damage as a result of Hurricane Irma, and the hotel was able to reopen all guestrooms on October 19, 2017. Finally, the Renaissance Orlando at SeaWorld® hotel in Orlando, Florida remained open and operational during Hurricane Irma and sustained minimal damage.

The Company maintains customary property, casualty, environmental, flood and business interruption insurance at all of its hotels, the coverage of which is subject to certain limitations including higher deductibles in the event of a named storm. The Company is evaluating its ability to submit claims at each of the Houston hotels for portions of the restoration expense incurred. For the Houston hotels, the Company accrued combined hurricane-related restoration expense of \$0.9 million as of September 30, 2017, which is included in repairs and maintenance expense in the accompanying consolidated statements of operations for the three and nine months ended September 30, 2017. The deductibles related to property damage at the Oceans Edge Hotel & Marina are structured on a building by building basis, none of which sustained enough damage to exceed their deductibles. At September 30, 2017, the Company accrued hurricane-related restoration expense of \$0.7 million for the Oceans Edge Hotel & Marina, along with \$0.1 million for the Renaissance Orlando at SeaWorld®, both of which are included in repairs and maintenance expense in the accompanying consolidated statements of operations for the three and nine months ended September 30, 2017. Should the Company incur additional hurricane-related costs in the future at any of these four hotels, additional expense will be recognized as they are incurred.

In addition, the Company expects to file a claim under its business interruption insurance policy for business profits lost at the Oceans Edge Hotel & Marina as a result of the damage suffered by Hurricane Irma. Once the claim is settled with the Company's insurance carriers, the payments, if any, will be recorded in the period or periods in which they are received.

#### Other

The Company has provided customary unsecured environmental indemnities to certain lenders. The Company has performed due diligence on the potential environmental risks, including obtaining an independent environmental review from outside environmental consultants. These indemnities obligate the Company to reimburse the indemnified parties for damages related to certain environmental matters. There is no term or damage limitation on these indemnities; however, if an environmental matter arises, the Company could have recourse against other previous owners or a claim against its environmental insurance policies.

At September 30, 2017, the Company had \$0.5 million of outstanding irrevocable letters of credit to guarantee the Company's financial obligations related to workers' compensation insurance programs from prior policy years. The beneficiaries of these letters of

Table of Contents

credit may draw upon these letters of credit in the event of a contractual default by the Company relating to each respective obligation. No draws have been made through September 30, 2017.

The Company is subject to various claims, lawsuits and legal proceedings, including routine litigation arising in the ordinary course of business, regarding the operation of its hotels and Company matters. While it is not possible to ascertain the ultimate outcome of such matters, the Company believes that the aggregate amount of such liabilities, if any, in excess of amounts covered by insurance will not have a material adverse impact on its financial condition or results of operations. The outcome of claims, lawsuits and legal proceedings brought against the Company, however, is subject to significant uncertainties.

Table of Contents

Cautionary Statement

This report contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act. The Company intends 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 includes this statement for purposes of complying with these safe harbor provisions. Forward-looking statements, which are based on certain assumptions and describe the Company's future plans, strategies, opinions and expectations, are generally identifiable by use of the words "anticipate," "believe," "estimate," "expect," "intend," "project," or similar expressions. You should not rely on forward-looking statements because they involve known and unknown risks, uncertainties and other factors that are, in some cases, beyond the Company's control, and which could materially affect actual results, performances or achievements. Accordingly, there is no assurance that the Company's expectations will be realized. In evaluating these statements, you should specifically consider the risks outlined in detail in our Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 23, 2017, under the caption "Risk Factors" and elsewhere in this Quarterly Report on Form 10-Q, including but not limited to the following factors:

- general economic and business conditions, including a U.S. recession, changes in the European Union or global economic slowdown, which may diminish the desire for leisure travel or the need for business travel, as well as any type of flu or disease-related pandemic, affecting the lodging and travel industry, internationally, nationally and locally;
- our need to operate as a REIT and comply with other applicable laws and regulations, including new laws, interpretations or court decisions that may change the federal tax laws or the federal income tax consequences of our qualification as a REIT;
- rising hotel operating expenses, including the impact of the Patient Protection and Affordable Care Act or its potential replacement, increases in minimum wages, changes in work rules or additional costs incurred from new or renegotiated labor contracts;
- relationships with, and the requirements and reputation of, our franchisors and hotel brands;
- relationships with, and the requirements, performance and reputation of, the managers of our hotels;
- the ground, building or air leases for six of the 27 hotels held for investment as of September 30, 2017;
- competition for the acquisition of hotels, and our ability to complete acquisitions and dispositions;
- performance of hotels after they are acquired;



- new hotel supply, or alternative lodging options such as timeshare, vacation rentals or sharing services such as Airbnb, in our markets, which could harm our occupancy levels and revenue at our hotels;
- competition from hotels not owned by us;
- the need for renovations, repositionings and other capital expenditures for our hotels;
- the impact, including any delays, of renovations and repositionings on hotel operations;
- changes in our business strategy or acquisition or disposition plans;
- our level of debt, including secured, unsecured, fixed and variable rate debt;
- financial and other covenants in our debt and preferred stock;
- our hotels and related goodwill may become impaired, or our hotels which have previously become impaired may become further impaired, in the future, which may adversely affect our financial condition and results of operations;
- volatility in the capital markets and the effect on lodging demand or our ability to obtain capital on favorable terms or at all;
- potential adverse tax consequences in the event that our operating leases with our taxable REIT subsidiaries are not held to have been made on an arm's-length basis;
- system security risks, data protection breaches, cyber-attacks, including those impacting our hotel managers or other third parties, and systems integration issues; and
- other events beyond our control, including terrorist attacks or civil unrest.

These factors may cause our actual events to differ materially from the expectations expressed or implied by any forward-looking statement. Except as otherwise required by federal securities laws, the Company disclaims 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 the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.



Table of Contents

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

Sunstone Hotel Investors, Inc. (the "Company," "we" or "us") is a Maryland corporation. We operate as a self-managed and self-administered real estate investment trust ("REIT"). A REIT is a corporation that directly or indirectly owns real estate assets and has elected to be taxable as a real estate investment trust. To qualify for taxation as a REIT, the REIT must meet certain requirements, including regarding the composition of its assets and the sources of its income. REITs generally are not subject to federal income taxes at the corporate level as long as they pay stockholder dividends equivalent to 100% of their taxable income. REITs are required to distribute to stockholders at least 90% of their REIT taxable income. We own, directly or indirectly, 100% of the interests of Sunstone Hotel Partnership, LLC (the "Operating Partnership"), which is the entity that directly or indirectly owns our hotel properties. We also own 100% of the interests of our taxable REIT subsidiary, Sunstone Hotel TRS Lessee, Inc., which, directly or indirectly, leases all of our hotels from the Operating Partnership, and engages independent third-parties to manage our hotels.

We own primarily urban and resort upper upscale hotels in the United States. As of September 30, 2017, we had interests in 27 hotels (the "27 hotels"). Of the 27 hotels, we classify 24 as upper upscale, two as upscale and one as luxury as defined by Smith Travel Research, Inc. All but two (the Boston Park Plaza and the Oceans Edge Hotel & Marina) of our 27 hotels are operated under nationally recognized brands such as Marriott, Hilton and Hyatt, which are among the most respected and widely recognized brands in the lodging industry. We believe the largest and most stable segment of travelers prefer the consistent service and quality associated with nationally recognized brands and well-known independent hotels.

We seek to own hotels primarily in urban and resort locations that benefit from significant barriers to entry by competitors and diverse economic drivers. As of September 30, 2017, the hotels comprising our 27 hotel portfolio average 489 rooms in size.

Our mission is to create meaningful value for our stockholders by producing superior long-term returns through the ownership of long-term relevant lodging real estate. Our values include transparency, trust, ethical conduct, honest communication and discipline. As demand for lodging generally fluctuates with the overall economy, we seek to own hotels that will maintain a high appeal with travelers over long periods of time and will generate economic earnings materially in excess of recurring capital requirements. Our strategy is to maximize stockholder value through focused asset management and disciplined capital recycling, which is likely to include selective acquisitions and dispositions, while maintaining balance sheet flexibility and strength. Our goal is to maintain low leverage and high financial flexibility to position the Company to create value throughout all phases of the operating and financial cycles.

2017 Year-To-Date Highlights

In January 2017, we received proceeds of \$240.0 million in a private placement of senior unsecured notes. The private placement consisted of \$120.0 million of notes bearing interest at a fixed rate of 4.69%, maturing in January 2026 (the “Series A Senior Notes”), and \$120.0 million of notes bearing interest at a fixed rate of 4.79%, maturing in January 2028 (the “Series B Senior Notes,” together the “Senior Notes”).

In January 2017, we used proceeds received from the Senior Notes to repay the loan secured by the Marriott Boston Long Wharf, which had a balance of \$176.0 million and an interest rate of 5.58%. The Marriott Boston Long Wharf loan was scheduled to mature in April 2017, and was available to be repaid without penalty in January 2017.

In February 2017, we sold the 444-room Fairmont Newport Beach, California for net proceeds of \$122.8 million, and recognized a net gain on the sale of \$44.3 million. The sale did not represent a strategic shift that had a major impact on our business plan or our primary markets, and, therefore, did not qualify as a discontinued operation.

In February 2017, we entered into separate “At the Market” Agreements (the “ATM Agreements”) with each of Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC and Wells Fargo Securities, LLC. In accordance with the terms of the ATM Agreements, we may from time to time offer and sell our shares of common stock having an aggregate offering price of up to \$300.0 million. During the first nine months of 2017, we received gross proceeds of \$79.4 million, and paid \$1.5 million in costs, from the issuance of 4,876,855 shares of our common stock in connection with the ATM Agreements. As of September 30, 2017, we have \$220.6 million available for sale under the ATM Agreements.

In February 2017, our board of directors authorized a share repurchase plan to acquire up to \$300.0 million of our common and preferred stock. As of September 30, 2017, no shares of either our common or preferred stock have been repurchased. Future purchases will depend on various factors, including our capital needs, as well as our common and preferred stock price.

Table of Contents

In June 2017, we sold the 199-room Marriott Park City, Utah for net proceeds of \$27.0 million, and recognized a net gain on the sale of \$1.2 million. The sale did not represent a strategic shift that had a major impact on our business plan or our primary markets, and, therefore, did not qualify as a discontinued operation.

In July 2017, we purchased the newly-developed 175-room Oceans Edge Hotel & Marina in Key West, Florida for a net purchase price of \$173.9 million, including prorations. The purchase of the hotel included a marina, wet and dry boat slips and other customary marina amenities. We incurred and expensed acquisition related costs of \$0.4 million and \$0.7 million for the three and nine months ended September 30, 2017, respectively.

During the third quarter of 2017, four of our 27 hotels were impacted to varying degrees by Hurricanes Harvey and Irma: the Hilton North Houston; the Marriott Houston; the Oceans Edge Hotel & Marina; and the Renaissance Orlando at SeaWorld®. In August 2017, Hurricane Harvey attained Category 4 intensity as it made landfall in the Eastern and Southern United States, inflicting widespread damage in Texas, among other areas. Our two Houston hotels remained open during Hurricane Harvey; however, they both sustained wind-driven rain infiltration and water damage within some of the guestrooms, meeting space and public areas. In September 2017, Hurricane Irma attained Category 4 intensity as it made landfall in Florida, inflicting widespread damage, particularly in the Florida Keys, in which our Oceans Edge Hotel & Marina is located. The hotel closed on September 7, 2017, following a mandatory evacuation order, and then partially reopened on September 27, 2017. The property sustained limited damage as a result of Hurricane Irma, and the hotel was able to reopen all guestrooms on October 19, 2017. Finally, our Renaissance Orlando at SeaWorld® hotel in Orlando, Florida remained open and operational during Hurricane Irma and sustained minimal damage.

We maintain customary property, casualty, environmental, flood and business interruption insurance at all of our hotels, the coverage of which is subject to certain limitations including higher deductibles in the event of a named storm. We are evaluating our ability to submit claims at each of the Houston hotels for portions of their repair and maintenance expenses. For our Houston hotels, we accrued combined hurricane-related restoration expense of \$0.9 million as of September 30, 2017, which is included in our repairs and maintenance expense in our consolidated statements of operations for the three and nine months ended September 30, 2017. The deductibles related to property damage at the Oceans Edge Hotel & Marina are structured on a building by building basis, none of which sustained enough damage to exceed their deductibles. At September 30, 2017, we accrued hurricane-related restoration expense of \$0.7 million for the Oceans Edge Hotel & Marina, along with \$0.1 million for the Renaissance Orlando at SeaWorld®, both of which are included in our repairs and maintenance expense in our consolidated statements of operations for the three and nine months ended September 30, 2017. Should we incur additional hurricane-related costs in the future for any of these four hotels, additional expense will be recognized at that time.

In addition, we expect to file a claim under our business interruption insurance policy for business profits lost at the Oceans Edge Hotel & Marina as a result of the damage suffered by Hurricane Irma. Once the claim is settled with the Company's insurance carriers, the payments, if any, will be recorded in the period or periods in which they are received.

In the aftermath of Hurricane Harvey, combined with continued operational declines due to weakness in the Houston market, and in accordance with the Property, Plant and Equipment Topic of the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”), we identified indicators of impairment and reviewed our two Houston hotels for possible impairment. Based on each hotel’s undiscounted cash flow analysis, which took into account each hotel’s expected cash flow from operations, anticipated holding period and estimated proceeds from disposition, we determined that neither hotel’s carrying value was fully recoverable. As such, during the third quarter of 2017, we recorded a total impairment charge of \$34.4 million, including \$27.1 million for the Hilton North Houston and \$7.3 million for the Marriott Houston, which is included in impairment loss on our consolidated statements of operations for both the three and nine months ended September 30, 2017.

## Operating Activities

Revenues. Substantially all of our revenues are derived from the operation of our hotels. Specifically, our revenues consist of the following:

- Room revenue, which is the product of the number of rooms sold and the average daily room rate, or “ADR,” as defined below;
- Food and beverage revenue, which is comprised of revenue realized in the hotel food and beverage outlets as well as banquet and catering events; and
- Other operating revenue, which includes ancillary hotel revenue and other items primarily driven by occupancy such as telephone/internet, parking, spa, resort and other facility fees, entertainment and other guest services. Additionally, this category includes, among other things, attrition and cancellation revenue, tenant revenue derived from hotel space leased by third parties and any performance guarantee payments.

Table of Contents

Expenses. Our expenses consist of the following:

- Room expense, which is primarily driven by occupancy and, therefore, has a significant correlation with room revenue;
- Food and beverage expense, which is primarily driven by food and beverage sales and banquet and catering bookings and, therefore, has a significant correlation with food and beverage revenue;
- Other operating expense, which includes the corresponding expense of other operating revenue, advertising and promotion, repairs and maintenance, utilities, and franchise costs;
- Property tax, ground lease and insurance expense, which includes the expenses associated with property tax, ground lease and insurance payments, each of which is primarily a fixed expense, however property tax is subject to regular revaluations based on the specific tax regulations and practices of each municipality;
- Other property-level expenses, which includes our property-level general and administrative expenses, such as payroll and related costs, contract and professional fees, credit and collection expenses, employee recruitment, relocation and training expenses, management fees and other costs;
- Corporate overhead expense, which includes our corporate-level expenses, such as payroll and related costs, amortization of deferred stock compensation, business acquisition and due diligence costs, legal expenses, contract and professional fees, entity-level state franchise and minimum taxes, travel expenses, office rent and other costs;
- Depreciation and amortization expense, which includes depreciation on our hotel buildings, improvements, furniture, fixtures and equipment (“FF&E”), along with amortization on our franchise fees and certain intangibles. Additionally, this category includes depreciation and amortization related to FF&E for our corporate office; and
- Impairment loss, which includes the charges we have recognized to reduce the carrying values of our two Houston hotels on our balance sheet to their fair values in association with our impairment evaluations.

Other Revenue and Expense. Other revenue and expense consists of the following:

- Interest and other income, which includes interest we have earned on our restricted and unrestricted cash accounts, as well as any energy or other rebates we have received, any miscellaneous income or any gains or losses we have recognized on sales or redemptions of assets other than real estate investments;

- Interest expense, which includes interest expense incurred on our outstanding fixed and variable rate debt and capital lease obligations, gains or losses on derivatives, amortization of deferred financing fees, and any loan fees incurred on our debt;
- Loss on extinguishment of debt, which includes losses recognized on amendments or early repayments of mortgages or other debt obligations from the accelerated amortization of deferred financing fees, along with any costs incurred;
- Gain on sale of assets, which includes the gains we recognized on our sales of the Sheraton Cerritos in May 2016, the Fairmont Newport Beach in February 2017 and the Marriott Park City in June 2017, as none of these sales qualified as a discontinued operation;
- Income tax benefit, which includes federal and state income taxes related to continuing operations charged to the Company net of any refunds received, any adjustments to our valuation allowance, and any adjustments to unrecognized tax positions, along with any related interest and penalties incurred;
- Income from discontinued operations, which includes the results of operations for any hotels or other real estate investments sold during the reporting period that qualify as a discontinued operation, along with the gain or loss realized on the sale of these assets and any extinguishments of related debt or income tax provisions;
- Income from consolidated joint venture attributable to noncontrolling interest, which includes net income attributable to the outside 25.0% interest in the joint venture that owns the Hilton San Diego Bayfront; and
- Preferred stock dividends and redemption charge, which includes dividends accrued on our Series D Cumulative Redeemable Preferred Stock (“Series D preferred stock”) until its redemption in April 2016, as well as dividends accrued on our Series E Cumulative Redeemable Preferred Stock (“Series E preferred stock”) and our Series F Cumulative



Table of Contents

Redeemable Preferred Stock (“Series F preferred stock”), both of which were issued in 2016, along with any redemption charges for perpetual stock redemptions made in excess of net carrying value.

Operating Performance Indicators. The following performance indicators are commonly used in the hotel industry:

- Occupancy, which is the quotient of total rooms sold divided by total rooms available;
- Average daily room rate, or ADR, which is the quotient of room revenue divided by total rooms sold;
- Revenue per available room, or RevPAR, which is the product of occupancy and ADR, and does not include food and beverage revenue, or other operating revenue;
- Comparable RevPAR, which we define as the RevPAR generated by hotels we owned as of the end of the reporting period, but excluding those hotels that we classified as held for sale, those hotels that are undergoing a material renovation or repositioning and those hotels whose room counts have materially changed during either the current or prior year. For hotels that were not owned for the entirety of the comparison periods, comparable RevPAR is calculated using RevPAR generated during periods of prior ownership. We refer to this subset of our hotels used to calculate comparable RevPAR as our “Comparable Portfolio.” Currently, our Comparable Portfolio is comprised of 26 hotels, which is all of the 27 hotels excluding the newly-developed Oceans Edge Hotel & Marina, which was not open until January 2017;
- RevPAR index, which is the quotient of a hotel’s RevPAR divided by the average RevPAR of its competitors, multiplied by 100. A RevPAR index in excess of 100 indicates a hotel is achieving higher RevPAR than the average of its competitors. In addition to absolute RevPAR index, we monitor changes in RevPAR index;
- EBITDA, which is net income (loss), excluding: noncontrolling interests; interest expense; benefit or provision for income taxes, including any changes to deferred tax assets or valuation allowances, and income taxes applicable to the sale of assets; and depreciation and amortization;
- Adjusted EBITDA, which is EBITDA adjusted to exclude: amortization of deferred stock compensation; the impact of any gain or loss from asset sales; impairment charges; uninsured property damage resulting from natural disasters; prior year property tax assessments or credits; and any other nonrecurring identified adjustments;
- Funds from operations (“FFO”) attributable to common stockholders, which is net income (loss), excluding: preferred stock dividends and any redemption charges; noncontrolling interests; gains and losses from sales of property; real estate-related depreciation and amortization (excluding amortization of deferred financing costs); and real estate-related impairment losses; and

- Adjusted FFO attributable to common stockholders, which is FFO attributable to common stockholders adjusted to exclude: penalties; written-off deferred financing costs; non-real estate-related impairment losses; uninsured property damage resulting from natural disasters; income tax benefits or provisions associated with any changes to deferred tax assets or valuation allowances, the application of net operating loss carryforwards and uncertain tax positions; and any other nonrecurring identified adjustments.

## Table of Contents

Factors Affecting Our Operating Results. The primary factors affecting our operating results include overall demand for hotel rooms, the pace of new hotel development, or supply, and the relative performance of our operators in increasing revenue and controlling hotel operating expenses.

- Demand. The demand for lodging generally fluctuates with the overall economy. In aggregate, demand for our hotels has improved each year since 2010. In 2016, Comparable Portfolio RevPAR, which was affected by significant repositionings at both the Boston Park Plaza and the Wailea Beach Resort, increased 0.7% as compared to 2015, with a 40 basis point decrease in occupancy. With these two significant repositionings complete, our third quarter and year-to-date Comparable Portfolio RevPAR increased 2.0% and 3.3%, respectively, in 2017 as compared to the same periods in 2016. Occupancy decreased 40 basis points and 30 basis points during the three and nine months ended September 30, 2017, respectively, as compared to the same periods in 2016.
- Supply. The addition of new competitive hotels affects the ability of existing hotels to absorb demand for lodging and, therefore, impacts the ability to drive RevPAR and profits. The development of new hotels is largely driven by construction costs and expected performance of existing hotels. In aggregate, we expect the U.S. hotel supply to increase over the near term. On a market-by-market basis, some markets may experience new hotel room openings at or greater than historic levels, including in Chicago, Houston, Los Angeles, New York City, Portland and Washington DC where there are currently higher-than-average supplies of new hotel room openings. Additionally, an increase in the supply of vacation rental or sharing services such as Airbnb also affects the ability of existing hotels to absorb demand for lodging.
- Revenues and expenses. We believe that marginal improvements in RevPAR index, even in the face of declining revenues, are a good indicator of the relative quality and appeal of our hotels, and our operators' effectiveness in maximizing revenues. Similarly, we also evaluate our operators' effectiveness in minimizing incremental operating expenses in the context of increasing revenues or, conversely, in reducing operating expenses in the context of declining revenues.

With respect to improving RevPAR index, we continue to work with our hotel operators to optimize revenue management initiatives while taking into consideration market demand trends and the pricing strategies of competitor hotels in our markets. We also develop capital investment programs designed to ensure each of our hotels is well renovated and positioned to appeal to groups and individual travelers fitting target guest profiles. Increased capital investment in our properties may lead to short-term revenue disruption and negatively impact RevPAR index. Our revenue management initiatives are generally oriented towards maximizing ADR even if the result may be lower occupancy than may be achieved through lower ADR. Increases in RevPAR attributable to increases in ADR may be accompanied by minimal additional expenses, while increases in RevPAR attributable to higher occupancy may result in higher variable expenses such as housekeeping, labor and utilities expense. Our Comparable Portfolio RevPAR index increased 150 basis points during the first nine months of 2017 as compared to the same period in 2016. The increase in our Comparable Portfolio RevPAR index was due in part to increased rates at our Boston Park Plaza and Wailea Beach Resort post-repositioning and at our Hyatt Regency Newport Beach due to less competition from area hotels under renovation, along with a strong group base that allowed the hotel to increase rates. These increases were partially offset by decreased rates at our Courtyard by Marriott Los Angeles and Renaissance Los Angeles Airport due to increased competition from area hotels that were newly constructed or under renovation during the first nine months of 2016, and at our Houston hotels due to a weak energy market combined with Hurricane Harvey-related cancellations.

We continue to work with our operators to identify operational efficiencies designed to reduce expenses while minimally affecting guest experience and hotel employee satisfaction. Key asset management initiatives include optimizing hotel staffing levels, increasing the efficiency of the hotels, such as installing energy efficient management and inventory control systems, and selectively combining certain food and beverage outlets. Our operational efficiency initiatives may be difficult to implement, as most categories of variable operating expenses, such as utilities and housekeeping labor costs, fluctuate with changes in occupancy. Furthermore, our hotels operate with significant fixed costs, such as general and administrative expense, insurance, property taxes, and other expenses associated with owning hotels, over which our operators have little control. We have experienced, either currently or in the past, increases in hourly wages, employee benefits (especially health insurance), utility costs and property insurance, which have negatively affected our operating margins. Moreover, there are limits to how far our operators can reduce expenses without affecting brand standards or the competitiveness of our hotels.

Table of Contents

Operating Results. The following table presents our unaudited operating results for our total portfolio for the three months ended September 30, 2017 and 2016, including the amount and percentage change in the results between the two periods.

	Three Months Ended September 30,				Change %
	2017	2016	Change \$	Change %	
(unaudited and in thousands, except statistical data)					
<b>REVENUES</b>					
Room	\$ 215,768	\$ 217,672	\$ (1,904)	(0.9)	%
Food and beverage	68,821	68,899	(78)	(0.1)	%
Other operating	19,320	16,733	2,587	15.5	%
Total revenues	303,909	303,304	605	0.2	%
<b>OPERATING EXPENSES</b>					
Hotel operating	174,947	172,621	2,326	1.3	%
Other property-level expenses	34,511	35,003	(492)	(1.4)	%
Corporate overhead	7,233	6,392	841	13.2	%
Depreciation and amortization	39,719	40,442	(723)	(1.8)	%
Impairment loss					