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

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**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the quarterly period ended March 31, 2020

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
Commission File Number 001-32514

**DIAMONDROCK HOSPITALITY COMPANY**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**  
(State of Incorporation)

**20-1180098**  
(I.R.S. Employer Identification No.)

**2 Bethesda Metro Center, Suite 1400, Bethesda, Maryland**  
(Address of Principal Executive Offices)

**20814**  
(Zip Code)

**(240) 744-1150**  
(Registrant's telephone number, including area code)

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

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

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

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

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
Emerging growth company

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

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

The registrant had 199,243,338 shares of its \$0.01 par value common stock outstanding as of May 11, 2020.

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**PART I. FINANCIAL INFORMATION**  
**Item I. Financial Statements**

**DIAMONDROCK HOSPITALITY COMPANY**  
**CONSOLIDATED BALANCE SHEETS**  
(in thousands, except share and per share amounts)

ASSETS	March 31, 2020 (unaudited)	December 31, 2019
Property and equipment, net	\$ 3,047,009	\$ 3,026,769
Right-of-use assets	97,538	98,145
Restricted cash	47,072	57,268
Due from hotel managers	72,396	91,207
Prepaid and other assets	19,201	29,853
Cash and cash equivalents	387,825	122,524
Total assets	<u>\$ 3,671,041</u>	<u>\$ 3,425,766</u>
<b>LIABILITIES AND EQUITY</b>		
<b>Liabilities:</b>		
Mortgage and other debt, net of unamortized debt issuance costs	\$ 613,067	\$ 616,329
Unsecured term loans, net of unamortized debt issuance costs	398,841	398,770
Senior unsecured credit facility	400,000	75,000
Total debt	<u>1,411,908</u>	<u>1,090,099</u>
Deferred income related to key money, net	11,243	11,342
Unfavorable contract liabilities, net	66,856	67,422
Deferred rent	53,050	52,012
Lease liabilities	102,923	103,625
Due to hotel managers	69,514	72,445
Distributions declared and unpaid	143	25,815
Accounts payable and accrued expenses	78,807	81,944
Total liabilities	<u>1,794,444</u>	<u>1,504,704</u>
<b>Equity:</b>		
Preferred stock, \$0.01 par value; 10,000,000 shares authorized; no shares issued and outstanding	—	—
Common stock, \$0.01 par value; 400,000,000 shares authorized; 199,243,338 and 200,207,795 shares issued and outstanding at March 31, 2020 and December 31, 2019, respectively	1,992	2,002
Additional paid-in capital	2,079,534	2,089,349
Accumulated deficit	(213,420)	(178,861)
Total stockholders' equity	<u>1,868,106</u>	<u>1,912,490</u>
Noncontrolling interests	8,491	8,572
Total equity	<u>1,876,597</u>	<u>1,921,062</u>
Total liabilities and equity	<u>\$ 3,671,041</u>	<u>\$ 3,425,766</u>

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

**DIAMONDROCK HOSPITALITY COMPANY**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(in thousands, except per share amounts)**  
**(unaudited)**

	<b>Three Months Ended March 31,</b>	
	<b>2020</b>	<b>2019</b>
<b>Revenues:</b>		
Rooms	\$ 111,801	\$ 136,653
Food and beverage	43,905	50,465
Other	14,289	15,257
Total revenues	169,995	202,375
<b>Operating Expenses:</b>		
Rooms	35,653	38,819
Food and beverage	31,087	33,150
Management fees	3,477	5,340
Franchise fees	5,796	5,859
Other hotel expenses	77,843	75,479
Depreciation and amortization	30,100	28,996
Corporate expenses	5,557	7,064
Business interruption insurance income	—	(8,822)
Total operating expenses, net	189,513	185,885
Interest and other expense (income), net	399	(303)
Interest expense	21,218	11,662
Total other expenses, net	21,617	11,359
<b>(Loss) income before income taxes</b>	(41,135)	5,131
Income tax benefit	6,443	3,849
<b>Net (loss) income</b>	(34,692)	8,980
Less: Net loss (income) attributable to noncontrolling interests	133	(35)
<b>Net (loss) income attributable to common stockholders</b>	\$ (34,559)	\$ 8,945
<b>(Loss) earnings per share:</b>		
Net (loss) income per share available to common stockholders—basic	\$ (0.17)	\$ 0.04
Net (loss) income per share available to common stockholders—diluted	\$ (0.17)	\$ 0.04

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

**DIAMONDROCK HOSPITALITY COMPANY**

**CONSOLIDATED STATEMENTS OF EQUITY**  
(in thousands, except share and per share amounts)  
(unaudited)

	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Equity	Noncontrolling Interests	Total Equity
	Shares	Par Value					
Balance at December 31, 2019	200,207,795	\$2,002	\$2,089,349	\$ (178,861)	\$ 1,912,490	\$ 8,572	\$1,921,062
Share-based compensation	154,981	1	189	—	190	238	428
Redemption of Operating Partnership units	—	—	(15)	—	(15)	(186)	(201)
Common stock repurchased and retired	(1,119,438)	(11)	(9,989)	—	(10,000)	—	(10,000)
Net loss	—	—	—	(34,559)	(34,559)	(133)	(34,692)
Balance at March 31, 2020	199,243,338	\$1,992	\$2,079,534	\$ (213,420)	\$ 1,868,106	\$ 8,491	\$1,876,597

	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Equity	Noncontrolling Interests	Total Equity
	Shares	Par Value					
Balance at December 31, 2018	204,536,485	\$2,045	\$2,126,472	\$ (245,620)	\$ 1,882,897	\$ 7,696	\$1,890,593
Cumulative effect of ASC 842 adoption	—	—	—	(15,286)	(15,286)	—	(15,286)
Distributions on common stock/units (\$0.125 per share)	—	—	113	(25,483)	(25,370)	(134)	(25,504)
Share-based compensation	55,916	1	1,073	—	1,074	83	1,157
Common stock repurchased and retired	(3,143,922)	(31)	(29,967)	—	(29,998)	—	(29,998)
Net income	—	—	—	8,945	8,945	35	8,980
Balance at March 31, 2019	201,448,479	\$2,015	\$2,097,691	\$ (277,444)	\$ 1,822,262	\$ 7,680	\$1,829,942

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

**DIAMONDROCK HOSPITALITY COMPANY**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)  
(unaudited)

	Three Months Ended March 31,	
	2020	2019
<b>Cash flows from operating activities:</b>		
Net (loss) income	\$ (34,692)	\$ 8,980
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Depreciation and amortization	30,100	28,996
Corporate asset depreciation as corporate expenses	58	55
Non-cash lease expense and other amortization	1,750	1,715
Non-cash interest rate swap fair value adjustment	11,312	572
Amortization of debt issuance costs	453	482
Amortization of deferred income related to key money	(99)	(99)
Share-based compensation	1,561	1,454
Changes in assets and liabilities:		
Prepaid expenses and other assets	(207)	(5,445)
Due to/from hotel managers	15,821	(6,850)
Accounts payable and accrued expenses	(15,794)	(7,998)
<b>Net cash provided by operating activities</b>	<b>10,263</b>	<b>21,862</b>
<b>Cash flows from investing activities:</b>		
Capital expenditures for operating hotels	(19,617)	(21,081)
Capital expenditures for Frenchman's Reef	(29,156)	(9,208)
Acquisition of interest in the land underlying the Shorebreak Hotel	(1,585)	—
Proceeds from property insurance	10,663	—
<b>Net cash used in investing activities</b>	<b>(39,695)</b>	<b>(30,289)</b>
<b>Cash flows from financing activities:</b>		
Scheduled mortgage debt principal payments	(3,457)	(3,389)
Draws on senior unsecured credit facility	400,000	60,000
Repayments of senior unsecured credit facility	(75,000)	—
Distributions on common stock and units	(25,557)	(26,110)
Repurchase of common stock	(10,000)	(29,998)
Redemption of Operating Partnership units	(201)	—
Shares redeemed to satisfy tax withholdings on vested share-based compensation	(1,248)	(296)
<b>Net cash provided by financing activities</b>	<b>284,537</b>	<b>207</b>
Net increase (decrease) in cash, cash equivalents, and restricted cash	255,105	(8,220)
Cash, cash equivalents, and restricted cash at beginning of period	179,792	91,598
Cash, cash equivalents, and restricted cash at end of period	<b>\$ 434,897</b>	<b>\$ 83,378</b>

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

## DIAMONDROCK HOSPITALITY COMPANY

CONSOLIDATED STATEMENTS OF CASH FLOWS - (CONTINUED)  
(in thousands)  
(unaudited)

## Supplemental Disclosure of Cash Flow Information:

	Three Months Ended March 31,	
	2020	2019
Cash paid for interest	\$ 10,036	\$ 10,122
Cash (refunded) paid for income taxes, net	\$ (306)	\$ 20
Capitalized interest	\$ 1,006	\$ 152
Non-cash cumulative effect of ASC 842 accounting standard adoption	\$ —	\$ 15,286
<b>Non-cash Investing and Financing Activities:</b>		
Unpaid dividends and distributions declared	\$ 143	\$ 25,734

The following table provides a reconciliation of cash, cash equivalents, and restricted cash reported within the consolidated balance sheets to the amount shown within the consolidated statements of cash flows:

	March 31, 2020	December 31, 2019
Cash and cash equivalents	\$ 387,825	\$ 122,524
Restricted cash (1)	47,072	57,268
Total cash, cash equivalents and restricted cash	\$ 434,897	\$ 179,792

- (1) Restricted cash primarily consists of reserves for replacement of furniture and fixtures held by our hotel managers and cash held in escrow pursuant to lender requirements.

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

## DIAMONDROCK HOSPITALITY COMPANY

### Notes to the Consolidated Financial Statements (Unaudited)

#### 1. Organization

DiamondRock Hospitality Company (the “Company” or “we”) is a lodging-focused real estate company that owns a portfolio of premium hotels and resorts. Our hotels are concentrated in key gateway cities and in destination resort locations, and the majority of our hotels are operated under a brand owned by one of the leading global lodging brand companies (Marriott International, Inc. (“Marriott”) or Hilton Worldwide (“Hilton”)). We are an owner, as opposed to an operator, of the hotels in our portfolio. As an owner, we receive all of the operating profits or losses generated by our hotels after we pay fees to the hotel managers, which are based on the revenues and profitability of the hotels.

As of March 31, 2020, we owned 31 hotels with 10,102 guest rooms, located in the following markets: Atlanta, Georgia; Boston, Massachusetts (2); Burlington, Vermont; Charleston, South Carolina; Chicago, Illinois (2); Denver, Colorado (2); Fort Lauderdale, Florida; Fort Worth, Texas; Huntington Beach, California; Key West, Florida (2); New York, New York (4); Phoenix, Arizona; Salt Lake City, Utah; San Diego, California; San Francisco, California (2); Sedona, Arizona (2); Sonoma, California; South Lake Tahoe, California; Washington D.C. (2); St. Thomas, U.S. Virgin Islands; and Vail, Colorado. Our hotel located in St. Thomas, U.S. Virgin Islands, Frenchman's Reef & Morning Star Beach Resort (“Frenchman's Reef”) is closed as a result of damage caused by Hurricane Irma in September 2017.

We conduct our business through a traditional umbrella partnership real estate investment trust, or UPREIT, in which our hotel properties are owned by our operating partnership, DiamondRock Hospitality Limited Partnership, or subsidiaries of our operating partnership. The Company is the sole general partner of our operating partnership and owns 99.6% of the limited partnership units (“common OP units”) of our operating partnership. The remaining 0.4% of the common OP units are held by third parties. See Note 5 for additional disclosures related to common OP units.

#### *COVID-19 Pandemic and Management's Response*

In March 2020, the World Health Organization declared the novel coronavirus, or COVID-19, a global pandemic. Since then, the virus has continued to spread throughout the United States and globally. As a result of the pandemic, government mandates and health official recommendations, the demand for lodging has materially decreased. We have suspended operations at 20 of our hotels, and the hotels that remain open are operating at historically low occupancy levels. As a result, the COVID-19 pandemic had a negative impact on the operations and financial results of the Company for the quarter ended March 31, 2020. The severity and duration of the COVID-19 pandemic cannot be reasonably estimated at this time, but we expect it to ultimately have a material adverse impact on our results of operations, financial position and cash flow in 2020.

We have taken aggressive steps in order to mitigate the ongoing operational and financial impacts on our business. We have fully drawn down on our \$400 million senior unsecured credit facility, suspended our quarterly dividend commencing with the first quarter dividend that would have been paid in April 2020, canceled or deferred a significant portion of our capital expenditures planned for 2020, paused the reconstruction of Frenchman's Reef and reduced corporate expenses through decreases in executive compensation, employee headcount and other expenses. Additionally, in coordination with our hotel operators, we have developed and implemented action plans to significantly reduce operating costs at each of our hotels.

As of March 31, 2020, the Company had unrestricted cash of \$387.8 million. We have evaluated the current business environment and its effect on our results of operations, the actions we have taken and the other options available to us and have determined that we have sufficient liquidity in the event of a prolonged decline in hotel demand without issuing additional equity, obtaining debt financing or selling properties.

Although we are in compliance with the financial covenants of our debt as of March 31, 2020, we have determined that it is probable the continuing effect of the COVID-19 pandemic on our hotel operating results will lead to our inability to satisfy certain financial covenants under the credit agreements for our senior unsecured credit facility and unsecured term loans beginning with the quarter ending June 30, 2020. If we were to violate a covenant, the lenders have the right to declare us in default and require repayment of the outstanding amounts under the credit agreements. We are in negotiations with our lenders to obtain a waiver of the financial covenants prior to any violation. However, because any required waiver would be granted at the sole discretion of the lenders, and such waivers may not be granted, there is substantial doubt about the Company's ability to continue as a going concern, within one year from the date of these financial statements, without additional equity or debt financing or property sales. As of May 11, 2020, we have a term sheet for an amendment to our credit agreements that provides for covenant



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waivers for the subsequent four quarters through March 31, 2021 and certain other modifications to the covenants thereafter. We expect the amendment to be approved by a majority of our lenders and executed prior to any covenant violation, although we can provide no assurances that such amendment will be executed. If we are successful in obtaining the waivers, the substantial doubt about the Company's ability to continue as a going concern without additional equity or debt financing or property sales will be removed.

The consolidated financial statements do not include any adjustments that would be required if the Company were not to continue as a going concern.

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

### *Basis of Presentation*

Our financial statements include all of the accounts of the Company and its subsidiaries in accordance with U.S. GAAP. All intercompany accounts and transactions have been eliminated in consolidation. If the Company determines that it has an interest in a variable interest entity within the meaning of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 810, *Consolidation*, the Company will consolidate the entity when it is determined to be the primary beneficiary of the entity. Our operating partnership meets the criteria of a variable interest entity. The Company is the primary beneficiary and, accordingly, we consolidate our operating partnership.

In our opinion, the accompanying unaudited consolidated financial statements reflect all adjustments necessary to present fairly our financial position as of March 31, 2020, the results of our operations for the three months ended March 31, 2020 and 2019, the statements of equity for the three months ended March 31, 2020 and 2019, and the cash flows for the three months ended March 31, 2020 and 2019. Interim results are not necessarily indicative of full-year performance because of the impact of seasonal and short-term variations. We believe the disclosures made are adequate to prevent the information presented from being misleading. However, the unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto as of and for the year ended December 31, 2019, included in our Annual Report on Form 10-K filed on February 28, 2020.

### *Use of Estimates*

The preparation of the financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities 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 from those estimates.

### *Risks and Uncertainties*

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

Currently, one of the most significant risks and uncertainties is the potential adverse effect of the COVID-19 pandemic. The COVID-19 pandemic has reduced travel and adversely affected the hospitality industry in general. We believe that the actual and threatened spread of COVID-19 globally or in the regions in which we operate, or the future widespread outbreak of infectious or contagious disease, will continue to reduce national and international travel in general. The extent to which our business will continue to be affected by COVID-19 will largely depend on future developments, which we cannot predict with a high degree of confidence, and its impact on customer travel, including the duration of the outbreak, the continued spread and treatment of COVID-19, new information and developments that may emerge concerning the severity of COVID-19 and the actions of governments and individuals to contain COVID-19 or treat its impact, among others. To the extent that travel activity in the U.S. continues to be materially and adversely affected by COVID-19, the overall business and financial results of the hospitality industry, as well as the business and financial results of the Company, would similarly continue to be materially and adversely impacted. See Note 1 for additional disclosures related to COVID-19 and its impact on our Company.

### *Property and Equipment*

Investment purchases of hotel properties, land, land improvements, building and furniture, fixtures and equipment and identifiable intangible assets that are not businesses are accounted for as asset acquisitions and recorded at relative fair value based upon total accumulated cost of the acquisition. Direct acquisition-related costs are capitalized as a component of the acquired

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assets. Property and equipment purchased after the hotel acquisition date is recorded at cost. Replacements and improvements are capitalized, while repairs and maintenance are expensed as incurred. Upon the sale or retirement of a fixed asset, the cost and related accumulated depreciation are removed from the Company's accounts and any resulting gain or loss is included in the statements of operations.

Depreciation is computed using the straight-line method over the estimated useful lives of the assets, generally 5 to 40 years for buildings, land improvements, and building improvements and 1 to 10 years for furniture, fixtures and equipment. Leasehold improvements are amortized over the shorter of the lease term or the useful lives of the related assets.

We review our investments in hotel properties for impairment whenever events or changes in circumstances indicate that the carrying value of the hotel properties may not be recoverable. Events or circumstances that may cause a review include, but are not limited to, adverse changes in the demand for lodging at the properties, current or projected losses from operations, and an expectation that the property is more likely than not to be sold significantly before the end of its useful life. Management performs an analysis to determine if the estimated undiscounted future cash flows from operations and the proceeds from the ultimate disposition of a hotel, less costs to sell, exceed its carrying value. If the estimated undiscounted future cash flows are less than the carrying amount of the asset, an adjustment to reduce the carrying amount to the related hotel's estimated fair market value is recorded and an impairment loss is recognized. As a result of the COVID-19 pandemic, we reviewed each of our hotel properties for impairment as of March 31, 2020 and concluded the carrying value of each of the hotel properties is recoverable. Due to the continuing effects of the pandemic, however, estimated future cash flows could further decline and result in the recognition of an impairment charge on one or more of our hotel properties in future periods.

We will classify a hotel as held for sale in the period that we have made the decision to dispose of the hotel, a binding agreement to purchase the property has been signed under which the buyer has committed a significant amount of nonrefundable cash and no significant financing or other contingencies exist which could cause the transaction to not be completed in a timely manner. If these criteria are met, we will record an impairment loss if the fair value less costs to sell is lower than the carrying amount of the hotel and related assets and will cease recording depreciation expense. We will classify the assets and related liabilities as held for sale on the balance sheet.

### *Cash and Cash Equivalents*

We consider all highly liquid investments with an original maturity of three months or less to be cash equivalents.

### *Revenue Recognition*

Revenues from operations of the hotels are recognized when the goods or services are provided. Revenues consist of room sales, food and beverage sales, and other hotel department revenues, such as telephone, parking, gift shop sales and resort fees. Rooms revenue is recognized over the length of stay that the hotel room is occupied by the customer. Food and beverage revenue is recognized at the point in time in which the goods and/or services are rendered to the customer, such as for restaurant dining services or banquet services. Other revenues are recognized at the point in time or over the time period that goods or services are provided to the customer. Certain ancillary services are provided by third parties and we assess whether we are the principal or agent in these arrangements. If we are the principal, we recognize revenue based upon the gross sales price.

Advance deposits are recorded as liabilities when a customer or group of customers provides a deposit for a future stay or banquet event at our hotels. Advance deposits are converted to revenue when the services are provided to the customer or when a customer with a noncancelable reservation fails to arrive for part or all of the reservation. Conversely, advance deposits are generally refundable upon guest cancellation of the related reservation within an established period of time prior to the reservation.

### *Earnings (Loss) Per Share*

Basic earnings (loss) per share is calculated by dividing net income by the weighted-average number of common shares outstanding during the period. Diluted earnings (loss) per share is calculated by dividing net income (loss) by the weighted-average number of common shares outstanding during the period plus other potentially dilutive securities such as stock grants or shares issuable in the event of conversion of common OP units. No adjustment is made for shares that are anti-dilutive during a period.

### *Share-based Compensation*

We account for share-based employee compensation using the fair value based method of accounting. We record the cost of awards with service or market conditions based on the grant-date fair value of the award. That cost is recognized over the

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period during which an employee is required to provide service in exchange for the award. No compensation cost is recognized for equity instruments for which employees do not render the requisite service.

### *Income Taxes*

We account for income taxes using the asset and liability method. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities from a change in tax rates is recognized in earnings during the period in which the new rate is enacted. However, deferred tax assets are recognized only to the extent that it is more likely than not that they will be realized based on consideration of all available evidence, including the future reversals of existing taxable temporary differences, future projected taxable income and tax planning strategies. Valuation allowances are provided if, based upon the weight of the available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

We have elected to be treated as a real estate investment trust (“REIT”) under the provisions of the Internal Revenue Code of 1986, as amended, which requires that we distribute at least 90% of our taxable income annually to our stockholders and comply with certain other requirements. In addition to paying federal and state taxes on any retained income, we may be subject to taxes on “built-in gains” on sales of certain assets. Our taxable REIT subsidiaries will generally be subject to federal, state, local, and/or foreign income taxes.

In order for the income from our hotel property investments to constitute “rents from real properties” for purposes of the gross income tests required for REIT qualification, the income we earn cannot be derived from the operation of any of our hotels. Therefore, we lease each of our hotel properties to a wholly owned subsidiary of Bloodstone TRS, Inc., our taxable REIT subsidiary (“TRS”), except for Frenchman’s Reef, which is owned by a Virgin Islands corporation that we have elected to be treated as a TRS, and Cavallo Point, The Lodge at the Golden Gate (“Cavallo Point”), which is leased to a wholly owned subsidiary of the Company, which we have elected to be treated as a TRS.

We had no accruals for tax uncertainties as of March 31, 2020 and December 31, 2019.

### *Fair Value Measurements*

In evaluating fair value, U.S. GAAP outlines a valuation framework and creates a fair value hierarchy that distinguishes between market assumptions based on market data (observable inputs) and a reporting entity’s own assumptions about market data (unobservable inputs). The hierarchy ranks the observability of inputs used to determine fair value, which are then classified and disclosed in one of the three categories. The three levels are as follows:

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

### *Intangible Assets and Liabilities*

Intangible assets and liabilities are recorded on non-market contracts assumed as part of the acquisition of certain hotels. We review the terms of agreements assumed in conjunction with the purchase of a hotel to determine if the terms are favorable or unfavorable compared to an estimated market agreement at the acquisition date. Favorable contract assets or unfavorable contract liabilities are recorded at the acquisition date and amortized using the straight-line method over the term of the agreement. We do not amortize intangible assets with indefinite useful lives, but we review these assets for impairment annually or at interim periods if events or circumstances indicate that the asset may be impaired.

### *Comprehensive Income*

We do not have any comprehensive income other than net income. If we have any comprehensive income in future periods, such that a statement of comprehensive income would be necessary, such statement will be reported as one statement with the consolidated statement of operations.

### *Derivative Instruments*

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In the normal course of business, we are exposed to the effects of interest rate changes. We may enter into derivative instruments, including interest rate swaps and caps, to manage or hedge interest rate risk. Derivative instruments are recorded at fair value on the balance sheet date. We have not elected hedge accounting treatment for the changes in the fair value of derivatives. Changes in the fair value of derivatives are recorded each period and are included in interest expense in the consolidated statements of operations.

### *Noncontrolling Interests*

The noncontrolling interest is the portion of equity in our consolidated operating partnership not attributable, directly or indirectly, to the Company. Such noncontrolling interests are reported on the consolidated balance sheets within equity, separately from the Company's equity. On the consolidated statements of operations, revenues, expenses and net income or loss from our less-than-wholly-owned operating partnership are reported within the consolidated amounts, including both the amounts attributable to the Company and noncontrolling interests. Income or loss is allocated to noncontrolling interests based on their weighted average ownership percentage for the applicable period. Consolidated statements of equity include beginning balances, activity for the period and ending balances for stockholders' equity, noncontrolling interests and total equity.

### *Restricted Cash*

Restricted cash primarily consists of reserves for replacement of furniture and fixtures generally held by our hotel managers and cash held in escrow pursuant to lender requirements.

### *Debt Issuance Costs*

Financing costs are recorded at cost as a component of the debt carrying amount and consist of loan fees and other costs incurred in connection with the issuance of debt. Amortization of debt issuance costs is computed using a method that approximates the effective interest method over the remaining life of the debt and is included in interest expense in the accompanying consolidated statements of operations. Debt issuance costs related to our senior unsecured credit facility are included within prepaid and other assets on the accompanying consolidated balance sheets. These debt issuance costs are amortized ratably over the term of the credit facility, regardless of whether there are any outstanding borrowings, and the amortization is included in interest expense in the accompanying consolidated statements of operations.

### *Due to/from Hotel Managers*

The due from hotel managers consists of hotel level accounts receivable, periodic hotel operating distributions receivable from managers and prepaid and other assets held by the hotel managers on our behalf. The due to hotel managers represents liabilities incurred by the hotel on behalf of us in conjunction with the operation of our hotels which are legal obligations of the Company.

### *Key Money*

Key money received in conjunction with entering into hotel management or franchise agreements or completing specific capital projects is deferred and amortized over the term of the hotel management agreement, the term of the franchise agreement, or other systematic and rational period, if appropriate. Deferred key money is classified as deferred income in the accompanying consolidated balance sheets and amortized as an offset to management fees or franchise fees.

### *Leases*

We determine if an arrangement is a lease or contains an embedded lease at inception. For agreements with both lease and nonlease components (e.g., common-area maintenance costs), we do not separate the nonlease components from the lease components, but account for these components as one. We determine the lease classification (operating or finance) at lease inception.

Right-of-use assets and lease liabilities are recognized based on the present value of the future lease payments over the lease term at the commencement date. The discount rate used to determine the present value of the lease payments is our incremental borrowing rate as of the lease commencement date, as the implicit rate is not readily determinable. The right-of-use assets also include any initial direct costs and any lease payments made at or before the commencement date, and is reduced for any unrestricted incentives received at or before the commencement date.

Options to extend or terminate the lease are included in the recognition of our right-of-use assets and lease liabilities when it is reasonably certain that we will exercise the option. Variable payments that are based on an index or a rate are included in the

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recognition of our right-of-use assets and lease liabilities using the index or rate at lease commencement; however, changes to these lease payments due to rate or index updates are recorded as rent expense in the period incurred. Contingent rentals based on a percentage of sales in excess of stipulated amounts are not included in the measurement of the lease liability and right-of-use asset but will be recognized as variable lease expense when they are incurred. Leases that contain provisions that increase the fixed minimum lease payments based on previously incurred variable lease payments related to performance will be remeasured, as these payments now represent an increase in the fixed minimum payments for the remainder of the lease term. However, leases with provisions that increase minimum lease payments based on changes in a reference index or rate (e.g. Consumer Price Index) will not be remeasured as such changes do not constitute a resolution of a contingency.

### *Concentration of Credit Risk*

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of our cash and cash equivalents. We maintain cash and cash equivalents with various financial institutions. We perform periodic evaluations of the relative credit standing of these financial institutions and limit the amount of credit exposure with any one institution.

### *Segment Reporting*

Each one of our hotels is an operating segment. We evaluate each of our properties on an individual basis to assess performance, the level of capital expenditures, and acquisition or disposition transactions. Our evaluation of individual properties is not focused on property type (e.g. urban, suburban, or resort), brand, geographic location, or industry classification.

We aggregate our operating segments using the criteria established by U.S. GAAP, including the similarities of our product offering, types of customers and method of providing service. All of our properties react similarly to economic stimulus, such as business investment, changes in Gross Domestic Product, and changes in travel patterns. As such, all our operating segments meet the aggregation criteria, resulting in a single reportable segment represented by our consolidated financial results.

### *Accounting for Impact of Natural Disasters*

Assets destroyed or damaged as a result of natural disasters or other involuntary events are written off or reduced in carrying value to their salvage value. When recovery of all or a portion of the amount of property damage loss or other covered expenses through insurance proceeds is demonstrated to be probable, a receivable is recorded and offsets the loss or expense up to the amount of the total loss or expense. No gain is recorded until all contingencies related to the insurance claim have been resolved. Income resulting from business interruption insurance is not recognized until all contingencies related to the insurance recoveries are resolved.

Frenchman's Reef has been closed since September 2017, when the hotel was significantly damaged by Hurricane Irma. For the three months ended March 31, 2019, we recognized \$8.8 million of business interruption insurance income related to Frenchman's Reef. We settled our insurance claim for Hurricane Irma in December 2019 and for the three months ended March 31, 2020, we did not recognize any business interruption insurance income.

## **3. Property and Equipment**

Property and equipment as of March 31, 2020 and December 31, 2019 consists of the following (in thousands):

	<b>March 31, 2020</b>	<b>December 31, 2019</b>
Land	\$ 618,210	\$ 617,695
Land improvements	7,994	7,994
Buildings and site improvements	2,759,936	2,751,590
Furniture, fixtures and equipment	538,974	534,802
Construction in progress	163,828	126,464
	<hr/> 4,088,942	<hr/> 4,038,545
Less: accumulated depreciation	(1,041,933)	(1,011,776)
	<hr/> <hr/> \$ 3,047,009	<hr/> <hr/> \$ 3,026,769

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On March 2, 2020, we acquired the remaining 4.5% interest in the land underlying the Shorebreak Hotel located in Huntington Beach, California, for a purchase price of \$1.6 million. We now own 100% of the interest in the land underlying the hotel.

As of March 31, 2020 and December 31, 2019, we had accrued capital expenditures of \$14.1 million and \$13.1 million, respectively.

### 4. Leases

We are subject to operating leases, the most significant of which are ground leases. We are the lessee to ground leases under eight of our hotels and one parking garage as of March 31, 2020. The lease liabilities for our operating leases assume the exercise of all available extension options, as we believe they are reasonably certain to be exercised. As of March 31, 2020, our operating leases have a weighted-average remaining lease term of 67 years and a weighted-average discount rate of 5.77%.

The components of operating lease expense, which is included in other hotel expenses in our consolidated statements of operations, and cash paid for amounts included in the measurement of lease liabilities, are as follows (in thousands):

	Three Months Ended March 31,	
	2020	2019
Operating lease cost	\$ 2,808	\$ 2,751
Variable lease payments	\$ 237	\$ 337
Cash paid for amounts included in the measurement of operating lease liabilities	\$ 807	\$ 788

Maturities of lease liabilities are as follows (in thousands):

Year Ending December 31,	As of March 31, 2020
2020 (excluding the three months ended March 31, 2020)	\$ 2,402
2021	3,496
2022	3,940
2023	3,997
2024	3,976
Thereafter	759,124
Total lease payments	776,935
Less imputed interest	(674,012)
Total lease liabilities	\$ 102,923

### 5. Equity

#### Common Shares

We are authorized to issue up to 400 million shares of common stock, \$0.01 par value per share. Each outstanding share of common stock entitles the holder to one vote on all matters submitted to a vote of stockholders. Holders of our common stock are entitled to receive dividends out of assets legally available for the payment of dividends when authorized by our board of directors.

We have an “at-the-market” equity offering program (the “ATM Program”), pursuant to which we may issue and sell shares of our common stock from time to time, having an aggregate offering price of up to \$200 million. We did not sell any shares of common stock during the three months ended March 31, 2020, and the full amount remains available under the ATM Program.

Our board of directors has approved a share repurchase program (the “Share Repurchase Program”) authorizing us to repurchase shares of our common stock having an aggregate price of up to \$250 million. Repurchases under the Share Repurchase Program are made in open market or privately negotiated transactions as permitted by federal securities laws and other legal requirements. This authority may be exercised from time to time and in such amounts as market conditions warrant, and subject to regulatory considerations. The timing, manner, price and actual number of shares repurchased will depend on a variety of factors, including stock price, corporate and regulatory requirements, market conditions, and other corporate liquidity requirements and priorities. The Share Repurchase Program may be suspended or terminated at any time without prior notice. During the three months ended March 31, 2020, we repurchased 1,119,438 shares of our common stock at an average price of \$8.91 per share for a total purchase price of \$10.0 million. These shares were all repurchased prior to March 4, 2020. We retired all repurchased shares.

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on their respective settlement dates. We have suspended share repurchases and anticipate the suspension will remain in effect for the remainder of 2020.

### ***Preferred Shares***

We are authorized to issue up to 10 million shares of preferred stock, \$0.01 par value per share. Our board of directors is required to set for each class or series of preferred stock the terms, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications, and terms or conditions of redemption. As of March 31, 2020 and December 31, 2019, there were no shares of preferred stock outstanding.

### ***Operating Partnership Units***

In connection with our acquisition of Cavallo Point in December 2018, we issued 796,684 common OP units to third parties, otherwise unaffiliated with the Company, at \$11.76 per unit. Each common OP unit is redeemable at the option of the holder. Holders of common OP units have certain redemption rights, which enable them to cause our operating partnership to redeem their units in exchange for cash per unit equal to the market price of our common stock, at the time of redemption, or, at our option, for shares of our common stock on a one-for-one basis, subject to adjustment upon the occurrence of stock splits, mergers, consolidations or similar pro-rata share transactions. As of March 31, 2020, there were 773,736 common OP units held by unaffiliated third parties.

Long-Term Incentive Partnership units (“LTIP units”), which are also referred to as profits interest units, may be issued to eligible participants under the 2016 Plan (as defined in Note 6 below) for the performance of services to or for the benefit of our operating partnership. LTIP units are a class of partnership unit in our operating partnership and will receive, whether vested or not, the same per-unit distributions as the outstanding common OP units, which equal per-share dividends on shares of our common stock. Initially, LTIP units have a capital account balance of zero, do not receive an allocation of operating income (loss), and do not have full parity with common OP units with respect to liquidating distributions. If such parity is reached, vested LTIP units may be converted, at any time, into an equal number of common OP units, and thereafter will possess all of the rights and interests of common OP units, including the right to exchange the common OP units for cash per unit equal to the market price of our common stock, at the time of redemption, or, at our option, for shares of our common stock on a one-for-one basis, subject to adjustment upon the occurrence of stock splits, mergers, consolidations or similar pro-rata share transactions. See Note 6 for additional disclosures related to LTIP units.

### ***Dividends and Distributions***

We have paid the following dividends to holders of our common stock and distributions to holders of common OP units and LTIP units during 2020:

<b>Payment Date</b>	<b>Record Date</b>	<b>Dividend per Share</b>
January 13, 2020	January 2, 2020	\$ 0.125

Our board of directors suspended the quarterly dividend commencing with the first quarter dividend that would have been paid in April 2020. We expect to pay a dividend in January 2021 sufficient to cover 100% of our taxable income, if any, for the year ending December 31, 2020.

## **6. Stock Incentive Plans**

We are authorized to issue up to 6,082,664 shares of our common stock under our 2016 Equity Incentive Plan (the “2016 Plan”), of which we have issued or committed to issue 2,883,223 shares as of March 31, 2020.

### ***Restricted Stock Awards***

Restricted stock awards issued to our officers and employees generally vest over a three-year period from the date of the grant based on continued employment. We measure compensation expense for the restricted stock awards based upon the fair market value of our common stock at the date of grant. Compensation expense is recognized on a straight-line basis over the vesting period and is included in corporate expenses in the accompanying consolidated statements of operations. A summary of our restricted stock awards from January 1, 2020 to March 31, 2020 is as follows:

	Number of Shares	Weighted- Average Grant Date Fair Value
Unvested balance at January 1, 2020	472,999	\$ 10.40
Granted	331,942	9.58
Vested	(229,664)	10.55
Forfeited	(11,983)	10.01
Unvested balance at March 31, 2020	563,294	\$ 9.87

The remaining share awards are expected to vest as follows: 8,202 shares during 2020, 243,872 shares during 2021, 138,689 during 2022 and 172,531 during 2023. As of March 31, 2020, the unrecognized compensation cost related to restricted stock awards was \$5.2 million and the weighted-average period over which the unrecognized compensation expense will be recorded is approximately 29 months. We recorded \$0.7 million of compensation expense related to restricted stock awards for the three months ended March 31, 2020 and 2019.

*Performance Stock Units*

Performance stock units (“PSUs”) are restricted stock units that vest three years from the date of grant. Each executive officer is granted a target number of PSUs (the “PSU Target Award”). The actual number of shares of common stock issued to each executive officer is based on the Company’s achievement of certain performance targets. Under this framework, 50% of the PSUs are based on relative total stockholder return and 50% on hotel market share improvement. The achievement of certain levels of total stockholder return relative to the total stockholder return of a peer group of publicly-traded lodging REITs is measured over a three-year performance period. There is no payout of shares of our common stock if our total stockholder return falls below the 30th percentile of the total stockholder returns of the peer group. The maximum number of shares of common stock issued to an executive officer is equal to 150% of the PSU Target Award and is earned if our total stockholder return is equal to or greater than the 75th percentile of the total stockholder returns of the peer group. The number of PSUs earned is limited to 100% of the PSU Target Award if the Company’s total stockholder return is negative for the three-year performance period. The improvement in market share for each of our hotels is measured over a three-year performance period based on a report prepared for each hotel by STR Global, a well-recognized and universally accepted benchmarking service for the hospitality industry.

We measure compensation expense for the PSUs based upon the fair market value of the award at the grant date. Compensation expense is recognized on a straight-line basis over the three-year performance period and is included in corporate expenses in the accompanying consolidated statements of operations. The grant date fair value of the portion of the PSUs based on our relative total stockholder return is determined using a Monte Carlo simulation performed by a third-party valuation firm. The grant date fair value of the portion of the PSUs based on hotel market share improvement is the closing price of our common stock on the grant date.

On February 25, 2020, our board of directors granted 352,035 PSUs to our executive officers. The grant date fair value of the portion of the PSUs based on our relative total stockholder return was \$8.52 using the assumptions of volatility of 21.4% and a risk-free rate of 1.16%. The grant date fair value of the portion of the PSUs based on hotel market share was \$9.58, which was the closing stock price of our common stock on such date.

A summary of our PSUs from January 1, 2020 to March 31, 2020 is as follows:

	Number of Target Units	Weighted- Average Grant Date Fair Value
Unvested balance at January 1, 2020	796,532	\$ 11.16
Granted	352,035	9.02
Additional units from dividends	9,556	10.42
Vested (1)	(245,937)	11.00
Unvested balance at March 31, 2020	912,186	\$ 9.63

(1) The number of shares of common stock earned for the PSUs vested in 2020 was equal to 123.07% of the PSU Target Award.



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The remaining unvested PSUs are expected to vest as follows: 290,927 units during 2021, 269,224 units during 2022 and 352,035 during 2023. The number of shares earned upon vesting is subject to the attainment of the performance goals described above. As of March 31, 2020, the unrecognized compensation cost related to the PSUs was \$5.5 million and is expected to be recognized on a straight-line basis over a weighted average period of 28 months. We recorded \$0.7 million and \$0.6 million of compensation expense related to the PSUs for the three months ended March 31, 2020 and 2019, respectively.

### *LTIP Units*

In 2019, instead of granting restricted stock for the time-based portion of the annual long-term incentive award, we granted LTIP units to our executive officers. In 2020, executive officers could elect to be granted restricted stock or LTIP units for the time-based portion of the annual long-term incentive award. LTIP units are designed to offer executives a long-term incentive comparable to restricted stock, while allowing them to enjoy a more favorable income tax treatment. Each LTIP unit awarded is deemed equivalent to an award of one share of common stock reserved under the 2016 Plan. At the time of award, LTIP units do not have full economic parity with common OP units, but can achieve such parity over time upon the occurrence of specified events in accordance with partnership tax rules.

On February 25, 2020, our board of directors granted 80,898 LTIP units to certain of our executive officers. Other executive officers of the Company elected to receive restricted stock in lieu of LTIP units. The grant date fair value of the LTIP unit was the closing price of our common stock on the grant date.

A summary of our LTIP units from January 1, 2020 to March 31, 2020 is as follows:

	<b>Number of Units</b>	<b>Weighted-Average Grant Date Fair Value</b>
Unvested balance at January 1, 2020	244,366	\$ 10.65
Granted	80,898	9.58
Vested (1)	(81,455)	10.65
Unvested balance at March 31, 2020	<u>243,809</u>	<u>\$ 10.29</u>

(1) As of March 31, 2020, none of the vested LTIP units have been converted to common OP units.

The remaining unvested LTIP units are expected to vest as follows: 108,421 units during 2021, 108,422 units during 2022 and 26,966 units during 2023. As of March 31, 2020, of the 325,264 LTIP units outstanding, 81,455 LTIP units have vested.

As of March 31, 2020, the unrecognized compensation cost related to LTIP unit awards was \$2.4 million and the weighted-average period over which the unrecognized compensation expense will be recorded is approximately 27 months. We recorded \$0.2 million and \$0.1 million of compensation expense related to LTIP unit awards for the three months ended March 31, 2020 and 2019, respectively.

## **7. Earnings (Loss) Per Share**

Basic earnings (loss) per share is calculated by dividing net income (loss) available to common stockholders by the weighted-average number of common shares outstanding. Diluted earnings (loss) per share is calculated by dividing net income (loss) available to common stockholders that has been adjusted for dilutive securities, by the weighted-average number of common shares outstanding including dilutive securities.

Unvested share-based awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and are included in the computation of earnings per share pursuant to the two-class method. Accordingly, distributed and undistributed earnings attributable to unvested share-based compensation (participating securities) have been excluded, as applicable, from net income or loss available to common stockholders used in the basic and diluted earnings per share calculations.

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

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	<b>Three Months Ended March 31,</b>	
	<b>2020</b>	<b>2019</b>
<b>Numerator:</b>		
Net (loss) income attributable to common stockholders	\$ (34,559)	\$ 8,945
Dividends declared on unvested share-based compensation	—	(35)
Net (loss) income available to common stockholders	<u>\$ (34,559)</u>	<u>\$ 8,910</u>
<b>Denominator:</b>		
Weighted-average number of common shares outstanding—basic	201,207,835	202,817,124
Effect of dilutive securities:		
Unvested restricted common stock	—	49,761
Shares related to unvested PSUs	—	670,944
Weighted-average number of common shares outstanding—diluted	<u>201,207,835</u>	<u>203,537,829</u>
<b>Earnings (loss) per share:</b>		
Net (loss) income per share available to common stockholders—basic	<u>\$ (0.17)</u>	<u>\$ 0.04</u>
Net (loss) income per share available to common stockholders—diluted	<u>\$ (0.17)</u>	<u>\$ 0.04</u>

For the three months ended March 31, 2020, 168,270 of unvested restricted common shares and 375,602 of unvested PSUs were excluded from diluted weighted-average common shares outstanding, as their effect would be anti-dilutive.

The common OP units held by the noncontrolling interest holders have been excluded from the denominator of the diluted earnings (loss) per share calculation as there would be no effect on the amounts since the common OP units' share of income or loss would also be added or subtracted to derive net income (loss) available to common stockholders.

**8. Debt**

The following table sets forth information regarding the Company's debt as of March 31, 2020 and December 31, 2019 (dollars in thousands):

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Loan	Interest Rate as of March 31, 2020	Maturity Date	Principal Balance as of	
			March 31, 2020	December 31, 2019
Salt Lake City Marriott Downtown mortgage loan	4.25%	November 2020 (1)	\$ 52,968	\$ 53,273
Westin Washington D.C. City Center mortgage loan	3.99%	January 2023	59,988	60,550
The Lodge at Sonoma, a Renaissance Resort & Spa mortgage loan	3.96%	April 2023	26,846	26,963
Westin San Diego mortgage loan	3.94%	April 2023	61,456	61,851
Courtyard Manhattan / Midtown East mortgage loan	4.40%	August 2024	80,716	81,107
Renaissance Worthington mortgage loan	3.66%	May 2025	80,483	80,904
JW Marriott Denver at Cherry Creek mortgage loan	4.33%	July 2025	60,954	61,253
Boston Westin mortgage loan	4.36%	November 2025	189,759	190,725
New Market Tax Credit loan (2)	5.17%	December 2020	2,943	2,943
Unamortized debt issuance costs			(3,046)	(3,240)
<b>Total mortgage and other debt, net of unamortized debt issuance costs</b>			<b>613,067</b>	<b>616,329</b>
Unsecured term loan	LIBOR + 1.35% (3)	October 2023	50,000	50,000
Unsecured term loan	LIBOR + 1.35% (4)	July 2024	350,000	350,000
Unamortized debt issuance costs			(1,159)	(1,230)
<b>Unsecured term loans, net of unamortized debt issuance costs</b>			<b>398,841</b>	<b>398,770</b>
Senior unsecured credit facility	LIBOR + 1.40%	July 2023 (5)	400,000	75,000
<b>Total debt, net of unamortized debt issuance costs</b>			<b>\$ 1,411,908</b>	<b>\$ 1,090,099</b>
<b>Weighted-Average Interest Rate</b>	<b>3.24%</b>			

(1) We have agreed to a term sheet to extend the maturity of the mortgage loan secured by the Salt Lake City Marriott Downtown to January 2022, subject to due diligence and other customary conditions.

(2) Assumed in connection with the acquisition of the Hotel Palomar Phoenix on March 1, 2018.

(3) We entered into an interest rate swap agreement on January 7, 2019 to fix LIBOR at 2.41% through October 2023.

(4) We entered into an interest rate swap agreement on July 25, 2019 to fix LIBOR at 1.70% through July 2024 for \$175 million of the loan.

(4) The credit facility may be extended for an additional year upon the payment of applicable fees and the satisfaction of certain customary conditions.

### ***Mortgage and Other Debt***

We have incurred limited recourse, property specific mortgage debt secured by certain of our hotels. In the event of default, the lender may only foreclose on the secured assets; however, in the event of fraud, misapplication of funds or other customary recourse provisions, the lender may seek payment from us. As of March 31, 2020, eight of our 31 hotels were secured by mortgage debt.

Our mortgage debt contains certain property specific covenants and restrictions, including minimum debt service coverage ratios or debt yields that trigger “cash trap” provisions, as well as restrictions on incurring additional debt without lender consent. Such cash trap provisions are triggered when the hotel’s operating results fall below a certain debt service coverage ratio or debt yield. When these provisions are triggered, all of the excess cash flow generated by the hotel is deposited directly into cash management accounts for the benefit of our lenders until a specified debt service coverage ratio or debt yield is reached and

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maintained for a certain period of time. Such provisions do not provide the lender the right to accelerate repayment of the underlying debt. As of March 31, 2020, the debt service coverage ratio for the Courtyard Manhattan Midtown East and the debt yield for the JW Marriott Denver at Cherry Creek were below the minimum thresholds such that the cash trap provision on each of the loans were triggered. We expect that the cash trap provisions on the remaining loans will be triggered during 2020 as a result of the continuing negative impact of the COVID-19 pandemic on our hotel operations. There are no cash balances held in cash trap reserves as of March 31, 2020.

**Senior Unsecured Credit Facility and Unsecured Term Loans**

We are party to a \$400 million senior unsecured credit facility (the “Revolving Credit Facility”), which matures in July 2023. The maturity date may be extended for an additional year upon the payment of applicable fees and the satisfaction of certain customary conditions. The interest rate on the Revolving Credit Facility is based upon LIBOR, plus an applicable margin based upon the Company’s leverage ratio, as follows:

<b>Leverage Ratio</b>	<b>Applicable Margin</b>
Less than 30%	1.40%
Greater than or equal to 30% but less than 35%	1.45%
Greater than or equal to 35% but less than 40%	1.50%
Greater than or equal to 40% but less than 45%	1.55%
Greater than or equal to 45% but less than 50%	1.70%
Greater than or equal to 50% but less than 55%	1.90%
Greater than or equal to 55%	2.05%

In addition to the interest payable on amounts outstanding under the Revolving Credit Facility, we are required to pay an amount equal to 0.20% of the unused portion of the Revolving Credit Facility if the average usage is greater than 50% or 0.30% of the unused portion of the Revolving Credit Facility if the average usage is less than or equal to 50%. As of March 31, 2020, we had \$400 million in borrowings outstanding under the Revolving Credit Facility and the Company’s leverage ratio was 34.5%. Accordingly, interest on our borrowings under the Revolving Credit Facility will be based on LIBOR plus 145 basis points for the following quarter. We incurred interest and unused fees on the applicable facility of \$0.7 million for each of the three months ended March 31, 2020 and 2019.

We are party to two five-year unsecured term loans totaling \$400 million. The interest rate on each of the unsecured term loans is based on LIBOR plus an applicable margin based upon the Company’s leverage ratio, as follows:

<b>Leverage Ratio</b>	<b>Applicable Margin</b>
Less than 30%	1.35%
Greater than or equal to 30% but less than 35%	1.40%
Greater than or equal to 35% but less than 40%	1.45%
Greater than or equal to 40% but less than 45%	1.50%
Greater than or equal to 45% but less than 50%	1.65%
Greater than or equal to 50% but less than 55%	1.85%
Greater than or equal to 55%	2.00%

As of March 31, 2020, the Company’s leverage ratio was 34.5%. Accordingly, interest on our borrowings under the unsecured term loans will be based on LIBOR plus 140 basis points for the following quarter. We incurred interest on the unsecured term loans of \$3.2 million and \$3.4 million for the three months ended March 31, 2020 and 2019, respectively.

The Revolving Credit Facility and unsecured term loan agreements contain various corporate financial covenants. A summary of the most restrictive covenants is as follows:

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	Covenant	Actual at March 31, 2020
Maximum leverage ratio (1)	60%	34.5%
Minimum fixed charge coverage ratio (2)	1.50x	2.92x
Secured recourse indebtedness	Less than 45% of Total Asset Value	20.9%
Unencumbered leverage ratio	60.0%	50.3%
Unencumbered implied debt service coverage ratio	1.2x	1.49x

- (1) Leverage ratio is net indebtedness, as defined in the Credit Agreement, divided by total asset value, defined in the credit agreement as the value of our owned hotels based on hotel net operating income divided by a defined capitalization rate.
- (2) Fixed charge coverage ratio is Adjusted EBITDA, generally defined in the Credit Agreement as EBITDA less FF&E reserves, for the most recently ending 12 months, to fixed charges, which is defined in the Credit Agreement as interest expense, all regularly scheduled principal payments and payments on capitalized lease obligations, for the same most recently ending 12-month period.

Although we were in compliance with the financial covenants of our Revolving Credit Facility and unsecured term loan agreements as of March 31, 2020, we have determined that it is probable the continuing effect of the COVID-19 pandemic on our hotel operating results will lead to our inability to satisfy certain financial covenants beginning with the quarter ending June 30, 2020. See Note 1 for a description of the Company's recent actions in seeking waivers prior to the violations of such covenants.

### 9. Fair Value Measurements and Interest Rate Swaps

The fair value of certain financial assets and liabilities and other financial instruments as of March 31, 2020 and December 31, 2019, in thousands, is as follows:

	March 31, 2020		December 31, 2019	
	Carrying Amount (1)	Fair Value	Carrying Amount (1)	Fair Value
Debt	\$ 1,411,908	\$ 1,414,122	\$ 1,090,099	\$ 1,110,353
Interest rate swap liabilities	\$ 13,858	\$ 13,858	\$ 2,545	\$ 2,545

- (1) The carrying amount of debt is net of unamortized debt issuance costs.

The fair value of our debt is a Level 2 measurement under the fair value hierarchy (see Note 2). We estimate the fair value of our debt by discounting the future cash flows of each instrument at estimated market rates. The fair value of our interest rate swaps is a Level 2 measurement under the fair value hierarchy. We estimate the fair value of the interest rate swap based on the interest rate yield curve and implied market volatility as inputs and adjusted for the counterparty's credit risk. We concluded the inputs for the credit risk valuation adjustment are Level 3 inputs, however these inputs are not significant to the fair value measurement in its entirety. The carrying value of our other financial instruments approximate fair value due to the short-term nature of these financial instruments.

#### Interest Rate Swaps

The Company's interest rate derivatives, which are not designated or accounted for as cash flow hedges, consisted of the following as of March 31, 2020 and December 31, 2019, in thousands:

Hedged Debt	Type	Rate Fixed	Index	Effective Date	Maturity Date	Notional Amount	Fair Value of Assets (Liabilities)	
							March 31, 2020	December 31, 2019
\$50 million term loan	Swap	2.41%	1-Month LIBOR	January 7, 2019	October 18, 2023	\$ 50,000	\$ (3,741)	\$ (1,597)
\$350 million term loan	Swap	1.70%	1-Month LIBOR	July 25, 2019	July 25, 2024	\$ 175,000	(10,117)	(948)
							\$ (13,858)	\$ (2,545)

The fair values of the interest rate swap agreements are included in accounts payable and accrued expenses on the accompanying consolidated balance sheets as of March 31, 2020 and December 31, 2019.

**10. Commitments and Contingencies**

***Litigation***

We are subject to various claims, lawsuits and legal proceedings, including routine litigation arising in the ordinary course of business, regarding the operation of our hotels and Company matters. While it is not possible to ascertain the ultimate outcome of such matters, management 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 our financial condition or results of operations. The outcome of claims, lawsuits and legal proceedings brought against the Company, however, is subject to significant uncertainties.

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

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 Securities Exchange Act of 1934, as amended. 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. These forward-looking statements are generally identifiable by use of the words "believe," "expect," "intend," "anticipate," "estimate," "project" or similar expressions, whether in the negative or affirmative. Forward-looking statements are based on management's current expectations and assumptions and are not guarantees of future performance. Factors that may cause actual results to differ materially from current expectations include, but are not limited to, the risks discussed herein and the risk factors discussed from time to time in our periodic filings with the Securities and Exchange Commission, including in Part I, Item 1A "Risk Factors" of our Annual Report on Form 10-K for the year ended December 31, 2019 as updated by our Quarterly Reports on Form 10-Q. Accordingly, there is no assurance that the Company's expectations will be realized. Except as otherwise required by the federal securities laws, the Company disclaims any obligations or undertaking to publicly release any updates or revisions to any forward-looking statement contained in this report to reflect events, circumstances or changes in expectations after the date of this report.

Some of the risks and uncertainties that may cause our actual results, performance or achievements to differ materially from those expressed or implied by forward-looking statements include, among others, the following:

- negative changes in the economy, including, but not limited to, a reversal of current job growth trends, an increase in unemployment or a decrease in corporate earnings and investment;
- increased competition in the lodging industry and from alternative lodging channels or third party internet intermediaries in the markets in which we own properties;
- failure to effectively execute our long-term business strategy and successfully identify and complete acquisitions;
- risks and uncertainties affecting hotel renovations and management (including, without limitation, construction delays, increased construction costs, disruption in hotel operations and the risks associated with our franchise agreements);
- risks associated with the availability and terms of financing and the use of debt to fund acquisitions and renovations or refinance existing indebtedness, including the impact of higher interest rates on the cost and/or availability of financing;
- risks associated with our level of indebtedness and our ability to obtain covenant waivers on our credit agreements for our senior unsecured credit facility and unsecured term loans;
- risks associated with the lodging industry overall, including, without limitation, an increase in alternative lodging channels, decreases in the frequency of business travel and increases in operating costs;
- risks associated with natural disasters;
- the adverse impact of the novel coronavirus (COVID-19) on the U.S., regional and global economies, travel, the hospitality industry, and the financial condition and results of operations of the Company and its hotels;
- costs of compliance with government regulations, including, without limitation, the Americans with Disabilities Act;
- potential liability for uninsured losses and environmental contamination;
- risks associated with security breaches through cyber-attacks or otherwise, as well as other significant disruptions of our information technologies and systems, which support our operations and our hotel managers;
- risks associated with our potential failure to qualify as a REIT under the Internal Revenue Code of 1986, as amended;
- possible adverse changes in tax and environmental laws; and
- risks associated with our dependence on key personnel whose continued service is not guaranteed.

### Overview

DiamondRock Hospitality Company is a lodging-focused Maryland corporation operating as a real estate investment trust ("REIT"). As of March 31, 2020, we owned a portfolio of 31 premium hotels and resorts that contain 10,102 guest rooms located in 21 different markets in North America and the U.S. Virgin Islands. Our hotel in the U.S. Virgin Islands, Frenchman's Reef & Morning Star Beach Resort ("Frenchman's Reef"), remains closed due to damage incurred from Hurricane Irma in September 2017.

As an owner, rather than an operator, of lodging properties, we receive all of the operating profits or losses generated by our hotels after the payment of fees due to hotel managers, which are calculated based on the revenues and profitability of each hotel.

Our strategy is to apply aggressive asset management, conservative leverage, and disciplined capital allocation to high quality lodging properties in North American urban and resort markets with superior growth prospects and high barriers-to-entry. Our goal is to deliver long-term stockholder returns that exceed those generated by our peers through a combination of dividends and enduring capital appreciation.

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Our primary business is to acquire, own, asset manage and renovate premium hotel properties in the United States. Our portfolio is concentrated in key gateway cities and destination resort locations. Each of our hotels is managed by a third party— either an independent operator or a brand operator, such as Marriott International, Inc. (“Marriott”).

We critically evaluate each of our hotels to ensure that we own a portfolio of hotels that conforms to our vision, supports our mission and corresponds with our strategy. On a regular basis, we analyze our portfolio to identify opportunities to invest capital in certain projects or market non-core assets for sale in order to increase our portfolio quality. We are committed to a conservative capital structure with prudent leverage. We regularly assess the availability and affordability of capital in order to maximize stockholder value and minimize enterprise risk. In addition, we are committed to following sound corporate governance practices and to being open and transparent in our communications with our stockholders.

### **Key Indicators of Financial Condition and Operating Performance**

We use a variety of operating and other information to evaluate the financial condition and operating performance of our business. These key indicators include financial information that is prepared in accordance with U.S. Generally Accepted Accounting Principles (“U.S. GAAP”), as well as other financial information that is not prepared in accordance with U.S. GAAP. In addition, we use other information that may not be financial in nature, including statistical information and comparative data. We use this information to measure the performance of individual hotels, groups of hotels and/or our business as a whole. We periodically compare historical information to our internal budgets as well as industry-wide information. These key indicators include:

- Occupancy percentage;
- Average Daily Rate (or ADR);
- Revenue per Available Room (or RevPAR);
- Earnings Before Interest, Income Taxes, Depreciation and Amortization (or EBITDA), Earnings Before Interest, Income Taxes, Depreciation and Amortization for real estate (or EBITDA<sub>re</sub>), and Adjusted EBITDA; and
- Funds From Operations (or FFO) and Adjusted FFO.

Occupancy, ADR and RevPAR are commonly used measures within the hotel industry to evaluate operating performance. RevPAR, which is calculated as the product of ADR and occupancy percentage, is an important statistic for monitoring operating performance at the individual hotel level and across our business as a whole. We evaluate individual hotel RevPAR performance on an absolute basis with comparisons to budget and prior periods, as well as on a company-wide and regional basis. ADR and RevPAR include only room revenue. Room revenue comprised approximately 66% of our total revenues for the three months ended March 31, 2020 and is dictated by demand, as measured by occupancy percentage, pricing, as measured by ADR, and our available supply of hotel rooms.

Our ADR, occupancy percentage and RevPAR performance may be impacted by macroeconomic factors such as U.S. economic conditions generally, regional and local employment growth, personal income and corporate earnings, office vacancy rates and business relocation decisions, airport and other business and leisure travel, increased use of lodging alternatives, new hotel construction and the pricing strategies of our competitors. In addition, our ADR, occupancy percentage and RevPAR performance is dependent on the continued success of our hotels' global brands.

We also use EBITDA, EBITDA<sub>re</sub>, Adjusted EBITDA, FFO and Adjusted FFO as measures of the financial performance of our business. See “Non-GAAP Financial Measures.”

### **COVID-19 Pandemic**

In March 2020, the World Health Organization declared COVID-19 a global pandemic. The pandemic has reduced travel and adversely affected the hospitality industry in general. We have seen a significant reduction in or elimination of lodging demand generators, including city-wide conferences, sporting and entertainment events, corporate and leisure travel, and overall domestic airlift capacity. Consumer spending decreased in March 2020 and we expect further decreases into the second quarter of 2020.

In response to COVID-19, we have taken the following aggressive actions at the property and corporate levels:



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- In coordination with our hotel operators, we suspended operations at 18 of our hotels in March and another two of our hotels in April. The operations of these hotels remain suspended as of May 11, 2020. We maintain a limited staffing presence at these hotels, such as security and engineering personnel.
- We have developed and implemented action plans with our hotel operators to significantly reduce operating costs at each of our hotels.
- We are cultivating alternative demand for our hotels, including by accommodating first responders and quarantined military personnel.
- We have reduced corporate expenses through decreases in executive compensation, employee headcount and other expenses.
- We have canceled or deferred over 70% of our capital expenditures planned for the remainder of 2020.
- We have paused the rebuild of Frenchman's Reef, which we had expected to open as two separate hotels in late 2020.
- We suspended our quarterly dividend commencing with the first quarter dividend that would have been paid in April 2020. We expect to pay a dividend in January 2021 sufficient to cover 100% of our taxable income, if any, for the year ending December 31, 2020.
- We fully drew down our \$400 million senior unsecured credit facility to enhance our liquidity. As of March 31, 2020, we had \$387.8 million of unrestricted cash on hand.
- We are working with our lenders to provide flexibility on certain financial covenants under our senior unsecured credit facility and unsecured term loans. Refer to Note 1 to the accompanying consolidated financial statements for more information.

The timing of re-opening our hotels will depend primarily on federal, state, and local government guidance, health official recommendations and market demand. We currently anticipate phased re-openings will start at our hotels this summer. We expect lodging demand will first return for the leisure segment, followed by business transient, and lastly by the group segment. As demand slowly returns, we will continue to aggressively asset manage our hotels. We expect to carefully assess staffing needs, cleanliness and safety protocols, business mix, and other initiatives. We expect that the COVID-19 pandemic will decrease the pipeline of supply of new hotel rooms within the markets we operate, which will further stabilize RevPAR and profitability.

See also "Risk Factors" in Part II, Item 1A of this report.

### **Our Hotels**

The following table sets forth certain operating information for the three months ended March 31, 2020 for each of our hotels. The table indicates the operating status of each hotel.

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Property <sup>(1)</sup>	Location	Status of Operation <sup>(2)</sup>	Number of Rooms	Occupancy (%)	ADR (\$)	RevPAR(\$)	% Change from 2019 RevPAR
Chicago Marriott Downtown	Chicago, Illinois	Open <sup>(3)</sup>	1,200	43.0%	\$ 164.30	\$ 70.59	(13.7)%
Westin Boston Waterfront Hotel	Boston, Massachusetts	Closed 3/25	793	59.9%	196.54	117.65	(11.1)%
Lexington Hotel New York	New York, New York	Closed 3/29	725	61.5%	183.27	112.67	(26.9)%
Salt Lake City Marriott Downtown	Salt Lake City, Utah	Open	510	51.3%	170.97	87.70	(14.6)%
Renaissance Worthington	Fort Worth, Texas	Open	504	57.6%	195.06	112.30	(24.8)%
Westin San Diego	San Diego, California	Open	436	66.8%	188.39	125.88	(14.5)%
Westin Fort Lauderdale Beach Resort	Fort Lauderdale, Florida	Open	433	80.6%	276.24	222.56	(8.3)%
Westin Washington, D.C. City Center	Washington, D.C.	Open	410	60.3%	193.00	116.33	(25.4)%
Hilton Boston Downtown	Boston, Massachusetts	Closed 3/23	403	65.7%	192.00	126.06	(23.7)%
Vail Marriott Mountain Resort & Spa	Vail, Colorado	Closed 3/20	344	63.5%	465.29	295.40	(18.6)%
Marriott Atlanta Alpharetta	Atlanta, Georgia	Open	318	51.4%	173.72	89.35	(28.5)%
Courtyard Manhattan/Midtown East	New York, New York	Open	321	76.7%	167.45	128.39	(26.6)%
The Gwen Chicago	Chicago, Illinois	Closed 3/31	311	61.0%	192.82	117.59	(11.6)%
Hilton Garden Inn Times Square Central	New York, New York	Closed 3/29	282	77.0%	154.35	118.80	(33.1)%
Bethesda Marriott Suites	Bethesda, Maryland	Open	272	47.4%	171.19	81.17	(27.8)%
Hilton Burlington	Burlington, Vermont	Closed 3/31	258	39.4%	133.84	52.78	(42.9)%
Hotel Palomar Phoenix	Phoenix, Arizona	Closed 3/31	242	71.4%	230.87	164.76	(19.9)%
JW Marriott Denver at Cherry Creek	Denver, Colorado	Closed 3/22	199	56.4%	231.22	130.42	16.3 %
Courtyard Manhattan/Fifth Avenue	New York, New York	Closed 3/27	189	61.6%	205.95	126.83	(22.8)%
Sheraton Suites Key West	Key West, Florida	Closed 3/23	184	81.8%	328.93	269.09	(7.7)%
The Lodge at Sonoma, a Renaissance Resort & Spa	Sonoma, California	Closed 3/21	182	45.9%	229.83	105.52	(26.5)%
Courtyard Denver Downtown	Denver, Colorado	Closed 3/20	177	46.4%	170.21	78.96	(37.3)%
Renaissance Charleston	Charleston, South Carolina	Open <sup>(4)</sup>	166	65.7%	235.80	154.89	(21.9)%
Shorebreak Hotel	Huntington Beach, California	Open	157	60.8%	229.09	139.20	(21.9)%
Cavallo Point, The Lodge at the Golden Gate	Sausalito, California	Closed 3/17	142	46.4%	444.90	206.44	(25.5)%
Havana Cabana Key West	Key West, Florida	Closed 3/23	106	80.8%	286.60	231.60	(3.9)%
Hotel Emblem	San Francisco, California	Closed 3/23	96	67.1%	256.36	172.02	21.1 %
L'Auberge de Sedona	Sedona, Arizona	Open	88	64.0%	553.74	354.18	(23.5)%
The Landing Resort & Spa	South Lake Tahoe, California	Closed 3/23	82	47.3%	281.05	132.92	(9.1)%
Orchards Inn Sedona	Sedona, Arizona	Closed 3/31	70	55.3%	214.66	118.75	(37.0)%
<b>TOTAL/WEIGHTED AVERAGE</b>			<b>9,600</b>	<b>59.1%</b>	<b>\$ 216.42</b>	<b>\$ 127.98</b>	<b>(19.2)%</b>

(1) Frenchman's Reef closed on September 6, 2017 due to Hurricane Irma and remains closed. Accordingly, there is no operating information for the three months ended March 31, 2020.

(2) As of March 31, 2020. All hotels that have suspended operations remain closed as of May 11, 2020.

(3) The hotel suspended operations on April 10, 2020.

(4) The hotel suspended operations on April 6, 2020.

## Results of Operations

### Comparison of the Three Months Ended March 31, 2020 to the Three Months Ended March 31, 2019

The comparability of our results of operations for the three months ended March 31, 2020 to the three months ended March 31, 2019 has been significantly impacted by the effects of the the COVID-19 pandemic. We expect the comparability of our results of operations in future periods of 2020 will be similarly impacted.

*Revenue.* Revenue consists primarily of the room, food and beverage and other operating revenues from our hotels, as follows (dollars in millions):

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	Three Months Ended March 31,		% Change
	2020	2019	
Rooms	\$ 111.8	\$ 136.7	(18.2)%
Food and beverage	43.9	50.5	(13.1)%
Other	14.3	15.2	(5.9)%
Total revenues	<u>\$ 170.0</u>	<u>\$ 202.4</u>	<u>(16.0)%</u>

Our total revenues decreased \$32.4 million from \$202.4 million for the three months ended March 31, 2019 to \$170.0 million for the three months ended March 31, 2020.

The following are key hotel operating statistics for the three months ended March 31, 2020 and 2019.

	Three Months Ended March 31,		% Change
	2020	2019	
Occupancy %	59.1%	73.2%	(14.1)%
ADR	\$ 216.42	\$ 216.38	0.0 %
RevPAR	\$ 127.98	\$ 158.30	(19.2)%

Average occupancy at our hotels for the month of March 2020 was 30.7%. Due to the continuing impact of COVID-19 on lodging demand, we expect occupancy and RevPAR for our portfolio to decline further during the three months ended June 30, 2020.

Food and beverage revenues decreased \$6.6 million from the three months ended March 31, 2019, primarily due to a decrease in banquet and audio visual revenues.

Other revenues, which primarily represent spa, parking, resort fees and attrition and cancellation fees, decreased by \$0.9 million, primarily due to a decrease in resort fees, parking and rents and commissions, which is partially offset by an increase in cancellation and attrition fees.

*Hotel operating expenses.* The operating expenses consisted of the following (dollars in millions):

	Three Months Ended March 31,		% Change
	2020	2019	
Rooms departmental expenses	\$ 35.7	\$ 38.8	(8.0)%
Food and beverage departmental expenses	31.1	33.1	(6.0)
Other departmental expenses	3.9	3.8	2.6
General and administrative	25.0	19.5	28.2
Utilities	4.8	5.1	(5.9)
Repairs and maintenance	8.3	8.5	(2.4)
Sales and marketing	14.1	15.5	(9.0)
Franchise fees	5.8	5.9	(1.7)
Base management fees	3.5	4.4	(20.5)
Incentive management fees	—	0.9	(100.0)
Property taxes	14.6	14.5	0.7
Other fixed charges	4.4	4.1	7.3
Professional fees and pre-opening costs related to Frenchman's Reef	(0.3)	1.4	(121.4)
Lease expense	3.0	3.1	(3.2)
Total hotel operating expenses	<u>\$ 153.9</u>	<u>\$ 158.6</u>	<u>(3.0)%</u>

Our hotel operating expenses decreased \$4.7 million from \$158.6 million for the three months ended March 31, 2019 to \$153.9 million for the three months ended March 31, 2020. As of March 31, 2020, we accrued \$6.0 million of compensation and benefits expense for employees furloughed or laid-off at our properties in connection with the the COVID-19 pandemic, which is included in the general and administrative expenses above.

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*Depreciation and amortization.* Depreciation and amortization is recorded on our hotel buildings over 40 years for the periods subsequent to acquisition. Depreciable lives of hotel furniture, fixtures and equipment are estimated as the time period between the acquisition date and the date that the hotel furniture, fixtures and equipment will be replaced. Our depreciation and amortization expense increased \$1.1 million, or 3.8%, from the three months ended March 31, 2019. This is primarily due to capital expenditures from our recent hotel renovations.

*Corporate expenses.* Corporate expenses principally consist of employee-related costs, including base payroll, bonus, restricted stock and severance. Corporate expenses also include corporate operating costs, professional fees and directors' fees. Our corporate expenses decreased \$1.5 million, or 21.3%, from \$7.1 million for the three months ended March 31, 2019 to \$5.6 million for the three months ended March 31, 2020 primarily due to decreases in employee compensation and other employee-related expenses. We expect corporate expenses to decrease for each of the remaining quarters in 2020 compared with the comparable quarter in 2019.

*Business interruption insurance income.* In September 2017, Hurricane Irma caused significant damage to Frenchman's Reef, which resulted in lost revenue and additional expenses covered under our insurance policies. In December 2019, we settled the insurance claim for Frenchman's Reef. For the three months ended March 31, 2019, we recognized \$8.8 million related to the claim for Frenchman's Reef. We did not recognize any business interruption insurance income for the three months ended March 31, 2020.

*Interest expense.* Our interest expense was \$21.2 million and \$11.7 million for the three months ended March 31, 2020 and 2019, respectively, and was comprised of the following (in millions):

	Three Months Ended March 31,	
	2020	2019
Mortgage debt interest	\$ 6.5	\$ 6.6
Unsecured term loan interest	3.2	3.4
Credit facility interest and unused fees	0.7	0.7
Amortization of debt issuance costs and debt premium	0.5	0.6
Capitalized interest	(1.0)	(0.2)
Interest rate swap mark-to-market and net settlements	11.3	0.6
	<u>\$ 21.2</u>	<u>\$ 11.7</u>

The increase in interest expense is primarily related to the mark-to-market of our interest rate swaps, partially offset by an increase in capitalized interest recognized related to Frenchman's Reef.

*Income taxes.* We recorded an income tax benefit of \$6.4 million for the three months ended March 31, 2020 and an income tax benefit of \$3.8 million for the three months ended March 31, 2019. The income tax benefit for the three months ended March 31, 2020 includes \$6.6 million of income tax benefit on the \$24.1 million pre-tax loss of our domestic TRSs and foreign income tax expense of \$0.2 million incurred on the \$1.2 million pre-tax income of the TRS that owns Frenchman's Reef. The income tax benefit for the three months ended March 31, 2019 includes \$4.1 million of income tax benefit on the \$15.1 million pre-tax loss of our domestic TRSs and foreign income tax expense of \$0.3 million incurred on the \$7.4 million pre-tax income of the TRS that owns Frenchman's Reef.

## **Liquidity and Capital Resources**

Our short-term liquidity requirements consist primarily of funds necessary to pay our scheduled debt service and operating expenses and capital expenditures directly associated with our hotels. We have suspended our quarterly dividend commencing with the first quarter dividend that would have been paid in April 2020 and expect to pay a dividend in January 2021 sufficient to cover 100% of our taxable income, if any, for the year ending December 31, 2020. We currently expect that our existing cash balances will be sufficient to meet our short-term liquidity requirements, provided that our lenders for our senior unsecured credit facility and unsecured term loans grant waivers to certain of our debt covenants under the credit agreements for our senior unsecured credit facility and unsecured term loans, which covenants we anticipate we will violate beginning with the quarter ending June 30, 2020. See Note 1 to our accompanying consolidated financial statements for a description of the Company's recent actions in seeking waivers prior to the violations of such covenants.

Some of our mortgage debt agreements contain "cash trap" provisions that are triggered when the hotel's operating results

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fall below a certain debt service coverage ratio. When these provisions are triggered, all of the excess cash flow generated by the hotel is deposited directly into cash management accounts for the benefit of our lenders until a specified debt service coverage ratio is reached and maintained for a certain period of time. Such provisions do not allow the lender the right to accelerate repayment of the underlying debt. As of March 31, 2020, the debt service coverage ratio for the Courtyard Manhattan Midtown East and the debt yield for the JW Marriott Denver at Cherry Creek were below the minimum thresholds such that the cash trap provision on each of the loans were triggered. We expect that the cash trap provisions on the remaining loans will be triggered during 2020 due to the continuing negative impact of the COVID-19 pandemic on our hotel operations. We do not expect that such cash traps affect our ability to satisfy our short-term liquidity requirements.

Our long-term liquidity requirements consist primarily of funds necessary to pay for the costs of acquiring additional hotels, renovations, and other capital expenditures that need to be made periodically to our hotels, scheduled debt payments, debt maturities, redemption of limited operating partnership units (“common OP units”) and making distributions to our stockholders. We expect to meet our long-term liquidity requirements through various sources of capital, including cash provided by operations, borrowings, issuances of additional equity, including common OP units, and/or debt securities and proceeds from property dispositions. Our ability to incur additional debt is dependent upon a number of factors, including the state of the credit markets, our degree of leverage, the value of our unencumbered assets and borrowing restrictions imposed by existing lenders. Our ability to raise capital through the issuance of additional equity and/or debt securities is also dependent on a number of factors including the current state of the capital markets, investor sentiment and intended use of proceeds. We may need to raise additional capital if we identify acquisition opportunities that meet our investment objectives and require liquidity in excess of existing cash balances. Our ability to raise funds through the issuance of equity securities depends on, among other things, general market conditions for hotel companies and REITs and market perceptions about our Company.

### ***Our Financing Strategy***

Since our formation in 2004, we have been committed to a conservative capital structure with prudent leverage. Our outstanding debt consists of fixed interest rate mortgage debt, unsecured term loans and borrowings on our senior unsecured credit facility. We have a preference to maintain a significant portion of our portfolio as unencumbered assets in order to provide balance sheet flexibility. We expect that our strategy will enable us to maintain a balance sheet with an appropriate amount of debt throughout all phases of the lodging cycle. We believe that it is prudent to reduce the inherent risk of highly cyclical lodging fundamentals through a low leveraged capital structure.

We prefer a relatively simple but efficient capital structure. We have not invested in joint ventures and have not issued any preferred stock. We generally structure our hotel acquisitions to be straightforward and to fit within our capital structure; however, we will consider a more complex transaction, such as the issuance of common OP units in connection with the acquisition of Cavallo Point, if we believe that the projected returns to our stockholders will significantly exceed the returns that would otherwise be available.

We believe that we maintain a reasonable amount of debt. As of March 31, 2020, we had \$1.4 billion of debt outstanding with a weighted average interest rate of 3.24% and a weighted average maturity date of approximately 4.0 years. We maintain balance sheet flexibility with limited near-term debt maturities and 23 of our 31 hotels unencumbered by mortgage debt. We remain committed to our core strategy of prudent leverage.

Information about our financing activities is available in Note 8 to the accompanying consolidated financial statements. Further information is available in Note 1 to the accompanying consolidated financial statements for measures taken in response to the impact of COVID-19.

### ***ATM Program***

We have equity distribution agreements, dated August 8, 2018, with a number of sales agents (the “ATM Program”) to issue and sell, from time to time, shares of our common stock, par value \$0.01 per share, having an aggregate offering price of up to \$200 million (the “ATM Shares”). Sales of the ATM Shares can be made in privately negotiated transactions and/or any other method permitted by law, including sales deemed to be an “at the market” offering, which includes sales made directly on the New York Stock Exchange or sales made to or through a market maker other than on an exchange. We have not sold any shares under the ATM Program. Actual future sales of the ATM Shares will depend upon a variety of factors, including but not limited to market conditions, the trading price of the Company’s common stock and the Company’s capital needs. We have no obligation to sell the ATM Shares under the ATM Program.

### ***Share Repurchase Program***

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Our board of directors has approved a share repurchase program (the “Share Repurchase Program”) authorizing us to repurchase shares of our common stock having an aggregate price of up to \$250 million. Information about our Share Repurchase Program is found in Note 5 to the accompanying consolidated financial statements. During the three months ended March 31, 2020, we repurchased 1,119,438 shares of our common stock at an average price of \$8.91 per share for a total purchase price of \$10.0 million. These shares were all repurchased prior to March 4, 2020. We retired all repurchased shares on their respective settlement dates. We have suspended share repurchases and anticipate the suspension will remain in effect for the remainder of 2020.

### **Short-Term Borrowings**

Other than borrowings under our senior unsecured credit facility, discussed below, we do not utilize short-term borrowings to meet liquidity requirements.

### **Senior Unsecured Credit Facility**

We are party to a \$400 million senior unsecured credit facility expiring in July 2023. The credit facility may be extended for an additional year upon the payment of applicable fees and the satisfaction of certain customary conditions. Information about our senior unsecured credit facility is found in Note 8 to the accompanying consolidated financial statements. As of March 31, 2020, we had \$400.0 million of borrowings outstanding under our senior unsecured credit facility.

### **Unsecured Term Loans**

As of March 31, 2020, we are party to a \$50 million unsecured term loan expiring in October 2023 and a \$350 million unsecured term loan expiring in July 2024. Information about our unsecured term loans is found in Note 8 to the accompanying consolidated financial statements.

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

Our principal sources of cash are net cash flow from hotel operations, sales of common stock, debt financings and proceeds from hotel dispositions. Our principal uses of cash are acquisitions of hotel properties, debt service and maturities, share repurchases, capital expenditures, operating costs, corporate expenses, and distributions to holders of common stock and units. As of March 31, 2020, we had \$387.8 million of unrestricted cash and \$47.1 million of restricted cash.

Our net cash provided by operations was \$10.3 million for the three months ended March 31, 2020. Our cash from operations generally consists of the net cash flow from hotel operation, offset by cash paid for corporate expenses and other working capital changes.

Our net cash used in investing activities was \$39.7 million for the three months ended March 31, 2020, which is composed of capital expenditures at our operating hotels of \$19.6 million, capital expenditures for the rebuild of Frenchman’s Reef of \$29.2 million, and \$1.6 million of cash paid for the acquisition of the remaining interest in land underlying the Shorebreak Hotel.

Our net cash provided by financing activities was \$284.5 million for the three months ended March 31, 2020, which consisted of \$325.0 million in net draws on our senior unsecured credit facility, \$25.6 million of distribution payments to holders of common stock and units, \$10.0 million of share repurchases, \$3.5 million of scheduled mortgage debt principal payments, \$1.2 million paid to repurchase shares upon the vesting of restricted stock for the payment of tax withholding obligations and \$0.2 million paid for the redemption of common OP units.

We currently anticipate our significant sources of cash for the remainder of the year ending December 31, 2020 will be the net cash flow from hotel operations. We expect our uses of cash for the remainder of the year ending December 31, 2020 will be regularly scheduled debt service payments, capital expenditures, potential funding of hotel working capital requirements, the distribution of 100% of our taxable income, if any, for the year ended December 31, 2020 to holders of common stock and units, and corporate expenses.

### **Dividend Policy**

We intend to distribute to our stockholders dividends at least equal to our REIT taxable income to avoid paying corporate income tax and excise tax on our earnings (other than the earnings of our TRS, which are all subject to tax at regular corporate rates) and to qualify for the tax benefits afforded to REITs under the Code. In order to qualify as a REIT under the Code, we generally must make distributions to our stockholders each year in an amount equal to at least:

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- 90% of our REIT taxable income determined without regard to the dividends paid deduction and excluding net capital gains, plus
- 90% of the excess of our net income from foreclosure property over the tax imposed on such income by the Code, minus
- any excess non-cash income.

The timing and frequency of distributions will be authorized by our board of directors and declared by us based upon a variety of factors, including our financial performance, restrictions under applicable law and our current and future loan agreements, our debt service requirements, our capital expenditure requirements, the requirements for qualification as a REIT under the Code and other factors that our board of directors may deem relevant from time to time.

We have paid the following dividends to holders of our common stock and distributions to holders of common OP units and LTIP units during 2020 as follows:

<b>Payment Date</b>	<b>Record Date</b>	<b>Dividend per Share</b>
January 13, 2020	January 2, 2020	\$ 0.125

Our board of directors suspended the quarterly dividend commencing with the first quarter dividend that would have been paid in April 2020. We expect to pay a dividend in January 2021 sufficient to cover 100% of our taxable income, if any, for the year ending December 31, 2020.

### **Capital Expenditures**

The management and franchise agreements for each of our hotels provide for the establishment of separate property improvement funds to cover, among other things, the cost of replacing and repairing furniture, fixtures and equipment at our hotels and other routine capital expenditures. Contributions to the property improvement fund are calculated as a percentage of hotel revenues. In addition, we may be required to pay for the cost of certain additional improvements that are not permitted to be funded from the property improvement fund under the applicable management or franchise agreement. As of March 31, 2020, we have set aside \$42.6 million for capital projects in property improvement funds, which are included in restricted cash.

We spent approximately \$19.6 million on capital improvements at our operating hotels during the three months ended March 31, 2020. Additionally, we spent approximately \$29.2 million on the rebuild of Frenchman's Reef during the three months ended March 31, 2020. Due to the COVID-19 pandemic, we have canceled or deferred a significant portion of the planned capital improvements at our operating hotels. We currently expect to spend approximately \$45 million on capital improvements at our operating hotels during 2020. We have paused the rebuild of Frenchman's Reef and currently expect construction to resume in 2021.

### **Off-Balance Sheet Arrangements**

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

### **Non-GAAP Financial Measures**

We use the following non-GAAP financial measures that we believe are useful to investors as key measures of our operating performance: EBITDA, EBITDAre, Adjusted EBITDA, FFO and Adjusted FFO. These measures should not be considered in isolation or as a substitute for measures of performance in accordance with U.S. GAAP. EBITDA, EBITDAre, Adjusted EBITDA, FFO and Adjusted FFO, as calculated by us, may not be comparable to other companies that do not define such terms exactly as the Company.

#### ***Use and Limitations of Non-GAAP Financial Measures***

Our management and Board of Directors use EBITDA, EBITDAre, Adjusted EBITDA, FFO and Adjusted FFO to evaluate the performance of our hotels and to facilitate comparisons between us and other lodging REITs, hotel owners who are not REITs and other capital intensive companies. The use of these non-GAAP financial measures has certain limitations. These non-GAAP

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financial measures as presented by us, may not be comparable to non-GAAP financial measures as calculated by other real estate companies. These measures do not reflect certain expenses or expenditures that we incurred and will incur, such as depreciation, interest and capital expenditures. We compensate for these limitations by separately considering the impact of these excluded items to the extent they are material to operating decisions or assessments of our operating performance. Our reconciliations to the most comparable U.S. GAAP financial measures, and our consolidated statements of operations and cash flows, include interest expense, capital expenditures, and other excluded items, all of which should be considered when evaluating our performance, as well as the usefulness of our non-GAAP financial measures.

These non-GAAP financial measures are used in addition to and in conjunction with results presented in accordance with U.S. GAAP. They should not be considered as alternatives to operating profit, cash flow from operations, or any other operating performance measure prescribed by U.S. GAAP. These non-GAAP financial measures reflect additional ways of viewing our operations that we believe, when viewed with our U.S. GAAP results and the reconciliations to the corresponding U.S. GAAP financial measures, provide a more complete understanding of factors and trends affecting our business than could be obtained absent this disclosure. We strongly encourage investors to review our financial information in its entirety and not to rely on a single financial measure.

### ***EBITDA, EBITDAre and FFO***

EBITDA represents net income (calculated in accordance with U.S. GAAP) excluding: (1) interest expense; (2) provision for income taxes, including income taxes applicable to sale of assets; and (3) depreciation and amortization. The Company computes EBITDAre in accordance with the National Association of Real Estate Investment Trusts (“Nareit”) guidelines, as defined in its September 2017 white paper “Earnings Before Interest, Taxes, Depreciation and Amortization for Real Estate.” EBITDAre represents net income (calculated in accordance with U.S. GAAP) adjusted for: (1) interest expense; (2) provision for income taxes, including income taxes applicable to sale of assets; (3) depreciation and amortization; (4) gains or losses on the disposition of depreciated property, including gains or losses on change of control; (5) impairment write-downs of depreciated property and of investments in unconsolidated affiliates caused by a decrease in value of depreciated property in the affiliate; and (6) adjustments to reflect the entity's share of EBITDAre of unconsolidated affiliates.

We believe EBITDA and EBITDAre are useful to an investor in evaluating our operating performance because they help investors evaluate and compare the results of our operations from period to period by removing the impact of our capital structure (primarily interest expense) and our asset base (primarily depreciation and amortization, and in the case of EBITDAre, impairment and gains or losses on dispositions of depreciated property) from our operating results. In addition, covenants included in our debt agreements use EBITDA as a measure of financial compliance. We also use EBITDA and EBITDAre as measures in determining the value of hotel acquisitions and dispositions.

The Company computes FFO in accordance with standards established by the Nareit, which defines FFO as net income determined in accordance with U.S. GAAP, excluding gains or losses from sales of properties and impairment losses, plus real estate related depreciation and amortization. The Company believes that the presentation of FFO provides useful information to investors regarding its operating performance because it is a measure of the Company's operations without regard to specified non-cash items, such as real estate related depreciation and amortization and gains or losses on the sale of assets. The Company also uses FFO as one measure in assessing its operating results.

### ***Adjustments to EBITDAre and FFO***

We adjust EBITDAre and FFO when evaluating our performance because we believe that the exclusion of certain additional items described below provides useful supplemental information to investors regarding our ongoing operating performance and that the presentation of Adjusted EBITDA and Adjusted FFO, when combined with U.S. GAAP net income, EBITDAre and FFO, is beneficial to an investor's complete understanding of our consolidated operating performance. We adjust EBITDAre and FFO for the following items:

- *Non-Cash Lease Expense and Other Amortization:* We exclude the non-cash expense incurred from the straight line recognition of expense from our ground leases and other contractual obligations and the non-cash amortization of our favorable and unfavorable contracts, originally recorded in conjunction with certain hotel acquisitions. We exclude these non-cash items because they do not reflect the actual cash amounts due to the respective lessors in the current period and they are of lesser significance in evaluating our actual performance for that period.
- *Cumulative Effect of a Change in Accounting Principle:* The Financial Accounting Standards Board promulgates new accounting standards that require or permit the consolidated statement of operations to reflect the cumulative effect of a change in accounting principle. We exclude the effect of these adjustments, which include the accounting impact from prior periods, because they do not reflect the Company's actual underlying performance for the current period.



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- *Gains or Losses from Early Extinguishment of Debt:* We exclude the effect of gains or losses recorded on the early extinguishment of debt because these gains or losses result from transaction activity related to the Company’s capital structure that we believe are not indicative of the ongoing operating performance of the Company or our hotels.
- *Hotel Acquisition Costs:* We exclude hotel acquisition costs expensed during the period because we believe these transaction costs are not reflective of the ongoing performance of the Company or our hotels.
- *Severance Costs:* We exclude corporate severance costs, or reversals thereof, incurred with the termination of corporate-level employees and severance costs incurred at our hotels related to lease terminations or structured severance programs because we believe these costs do not reflect the ongoing performance of the Company or our hotels.
- *Hotel Manager Transition Items:* We exclude the transition items associated with a change in hotel manager because we believe these items do not reflect the ongoing performance of the Company or our hotels.
- *Other Items:* From time to time we incur costs or realize gains that we consider outside the ordinary course of business and that we do not believe reflect the ongoing performance of the Company or our hotels. Such items may include, but are not limited to the following: pre-opening costs incurred with newly developed hotels; lease preparation costs incurred to prepare vacant space for marketing; management or franchise contract termination fees; gains or losses from legal settlements; costs incurred related to natural disasters; and gains on property insurance claim settlements, other than income related to business interruption insurance.

In addition, to derive Adjusted FFO we exclude any unrealized fair value adjustments to derivative instruments. We exclude these non-cash amounts because they do not reflect the underlying performance of the Company.

The following table is a reconciliation of our U.S. GAAP net income to EBITDA, EBITDAre and Adjusted EBITDA (in thousands):

	<b>Three Months Ended March 31,</b>	
	<b>2020</b>	<b>2019</b>
<b>Net (loss) income</b>	\$ (34,692)	\$ 8,980
Interest expense	21,218	11,662
Income tax benefit	(6,443)	(3,849)
Real estate related depreciation and amortization	30,100	28,996
<b>EBITDA / EBITDAre</b>	<b>10,183</b>	<b>45,789</b>
Non-cash lease expense and other amortization	1,750	1,715
Professional fees and pre-opening costs related to Frenchman's Reef (1)	(297)	1,367
Hotel manager transition costs (2)	227	297
<b>Adjusted EBITDA</b>	<b>\$ 11,863</b>	<b>\$ 49,168</b>

- (1) Represents pre-opening costs related to the re-opening of Frenchman's Reef, as well as legal and professional fees and other costs incurred at Frenchman's Reef as a result of Hurricane Irma that are not covered by insurance.
- (2) Three months ended March 31, 2020 consists of manager transition costs of \$0.8 million related to the L'Auberge de Sedona, Orchards Inn Sedona and the Westin Boston Waterfront Hotel and a downward adjustment of \$0.6 million of estimated termination fees related to the pending termination of the franchise agreement for Sheraton Suites Key West. Three months ended March 31, 2019 consists of \$0.3 million of pre-opening costs related to the re-opening of the Hotel Emblem.

The following table is a reconciliation of our U.S. GAAP net income to FFO and Adjusted FFO (in thousands):

	Three Months Ended March 31,	
	2020	2019
<b>Net (loss) income</b>	\$ (34,692)	\$ 8,980
Real estate related depreciation and amortization	30,100	28,996
<b>FFO</b>	(4,592)	37,976
Non-cash lease expense and other amortization	1,750	1,715
Professional fees and pre-opening costs related to Frenchman's Reef (1)	(297)	1,367
Hotel manager transition costs (2)	227	297
Fair value adjustments to interest rate swaps	11,312	572
<b>Adjusted FFO</b>	<b>\$ 8,400</b>	<b>\$ 41,927</b>

- (1) Represents pre-opening costs related to the re-opening of Frenchman's Reef, as well as legal and professional fees and other costs incurred at Frenchman's Reef as a result of Hurricane Irma that are not covered by insurance.
- (2) Three months ended March 31, 2020 consists of manager transition costs of \$0.8 million related to the L'Auberge de Sedona, Orchards Inn Sedona and the Westin Boston Waterfront Hotel and a downward adjustment of \$0.6 million of estimated termination fees related to the pending termination of the franchise agreement for Sheraton Suites Key West. Three months ended March 31, 2019 consists of \$0.3 million of pre-opening costs related to the re-opening of the Hotel Emblem.

### Critical Accounting Policies

Our unaudited consolidated financial statements have been prepared in conformity with U.S. GAAP, which requires management to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of our financial statements and the reported amounts of revenues and expenses during the reporting period. While we do not believe that the reported amounts would be materially different, application of these policies involves the exercise of judgment and the use of assumptions as to future uncertainties and, as a result, actual results could differ from these estimates. We evaluate our estimates and judgments on an ongoing basis. We base our estimates on experience and on various other assumptions that we believe to be reasonable under the circumstances. All of our significant accounting policies, including certain critical accounting policies, are disclosed in our Annual Report on Form 10-K for the year ended December 31, 2019.

#### Investment in Hotels

Acquired hotels, land improvements, building and furniture, fixtures and equipment and identifiable intangible assets that are generally accounted for as asset acquisitions are recorded at total cost and allocated based on relative fair value. Direct acquisition-related costs are capitalized as a component of the acquired assets. Additions to property and equipment, including current buildings, improvements, furniture, fixtures and equipment are recorded at cost. Property and equipment are depreciated using the straight-line method over an estimated useful life of 5 to 40 years for buildings, land improvements, and building improvements and 1 to 10 years for furniture and equipment. Identifiable intangible assets are typically related to contracts, including ground lease agreements and hotel management agreements, which are recorded at fair value. Above-market and below-market contract values are based on the present value of the difference between contractual amounts to be paid pursuant to the contracts acquired and our estimate of the fair market contract rates for corresponding contracts. Contracts acquired that are at market do not have significant value. We enter into a hotel management agreement at the time of acquisition and such agreements are generally based on market terms. Intangible assets are amortized using the straight-line method over the remaining non-cancelable term of the related agreements. In making estimates of fair values for purposes of allocating purchase price, we may utilize a number of sources that may be obtained in connection with the acquisition or financing of a property and other market data. Management also considers information obtained about each property as a result of its pre-acquisition due diligence in estimating the fair value of the tangible and intangible assets acquired.

We review our investments in hotels for impairment whenever events or changes in circumstances indicate that the carrying value of our investments in hotels may not be recoverable. Events or circumstances that may cause us to perform a review include, but are not limited to, adverse changes in the demand for lodging at our properties, current or projected losses from operations, and an expectation that the property is more likely than not to be sold significantly before the end of its useful life. Management performs an analysis to determine if the estimated undiscounted future cash flows from operations and the proceeds from the ultimate disposition of a hotel, less costs to sell, exceed the its carrying value. If the estimated undiscounted future cash flows are less than the carrying amount of the asset, an adjustment to reduce the carrying value to the related hotels' estimated fair market value is recorded and an impairment loss is recognized.

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While our hotels have experienced improvement in certain key operating measures as the general economic conditions improve, the operating performance at certain of our hotels has not achieved our expected levels. As part of our overall capital allocation strategy, we assess underperforming hotels for possible disposition, which could result in a reduction in the carrying values of these properties.

### **Inflation**

Operators of hotels, in general, possess the ability to adjust room rates daily to reflect the effects of inflation. However, competitive pressures may limit the ability of our management companies to raise room rates.

### **Seasonality**

The periods during which our hotels experience higher revenues vary from property to property, depending principally upon location and the customer base served. Accordingly, we expect some seasonality in our business. Volatility in our financial performance from the seasonality of the lodging industry could adversely affect our financial condition and results of operations.

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

None.

**Item 3. Quantitative and Qualitative Disclosures about Market Risk**

Market risk includes risks that arise from changes in interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market sensitive instruments. In pursuing our business strategies, the primary market risk to which we are currently exposed, and, to which we expect to be exposed in the future, is interest rate risk. The face amount of our outstanding debt as of March 31, 2020 was \$1.4 billion, of which \$575 million was variable rate. If market rates of interest on our variable rate debt fluctuate by 100 basis points, interest expense would increase or decrease, depending on rate movement, future earnings and cash flows, by \$5.8 million annually.

We entered into (i) an interest rate swap agreement in 2019 to fix LIBOR at 2.41% through maturity for our \$50 million unsecured term loan and (ii) an interest rate swap agreement in 2019 to fix LIBOR at 1.70% through maturity for \$175 million of our \$350 million unsecured term loan. Information about our unsecured term loans and interest rate swap agreements is found in Note 8 to the accompanying consolidated financial statements.

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

The Company has contracts that are indexed to LIBOR and is monitoring and evaluating the related risks, which include interest amounts on our variable rate debt and the swap rate for our interest rate swaps as discussed in Note 8 to the accompanying consolidated financial statements. In the event that LIBOR is discontinued, the interest rates will be based on a fallback reference rate specified in the applicable documentation governing such debt or swaps or as otherwise agreed upon. Such an event would not affect the Company’s ability to borrow or maintain already outstanding borrowings or swaps, but the alternative reference rate could be higher and more volatile than LIBOR.

Certain risks arise in connection with transitioning contracts to an alternative reference rate, including any resulting value transfer that may occur. The value of loans, securities, or derivative instruments tied to LIBOR could also be impacted if LIBOR is limited or discontinued. For some instruments, the method of transitioning to an alternative rate may be challenging, as they may require substantial negotiation with each respective counterparty.

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

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

**Item 4. Controls and Procedures**

The Company’s management has evaluated, under the supervision and with the participation of the Company’s Chief Executive Officer and Chief Financial Officer, the effectiveness of the disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as required by paragraph (b) of Rules 13a-15 and 15d-15 under the Exchange Act, and has concluded that as of the end of the period covered by this report, the Company’s disclosure controls and procedures were effective to give reasonable assurances that information we disclose in reports filed with the Securities and Exchange Commission is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms.

There was no change in the Company’s internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rules 13a-15 and 15d-15 under the Exchange Act during the Company’s most recent fiscal quarter that materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings

We are subject to various claims, lawsuits and legal proceedings, including routine litigation arising in the ordinary course of business, regarding the operation of our hotels and company matters. While it is not possible to ascertain the ultimate outcome of such matters, management 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 our financial condition or results of operations. The outcome of claims, lawsuits and legal proceedings brought against the Company, however, is subject to significant uncertainties.

### Item 1A. Risk Factors

The following risk factor supplements the risk factors described under “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2019, and should be read in conjunction with the other risk factors presented in the Annual Report on Form 10-K.

***The outbreak of the novel coronavirus (COVID-19) has caused, and could continue to cause, severe disruptions in the U.S., regional and global economies, travel and the hospitality industry and could materially and adversely impact our financial condition and results of operations.***

In March 2020, the World Health Organization declared COVID-19 a global pandemic. COVID-19 has caused, and could continue to cause, significant disruptions to the United States and global economy and has contributed to significant volatility and negative pressure in financial markets. The global impact of the outbreak is continually evolving and, as additional cases of the virus are identified, many countries, including the United States, have reacted by instituting quarantines, restrictions on travel and/or mandatory closures of businesses. Certain states and cities, including where our hotels are located, have also reacted by instituting quarantines, restrictions on travel, “shelter in place” rules, restrictions on types of business that may continue to operate, and/or restrictions on the types of construction projects that may continue.

The extent to which COVID-19 impacts our operations will depend on future developments, which are highly uncertain and cannot be predicted with confidence, including the scope, severity and duration of such pandemic, the actions taken to contain the pandemic or mitigate its impact, and the direct and indirect economic effects of the pandemic and containment measures, among others. The rapid development and fluidity of this situation precludes any prediction as to the full adverse impact of COVID-19. Nevertheless, COVID-19 may adversely affect our business, financial condition and results of operations, and our ability to pay dividends and it may also have the effect of heightening many of the risks described in the “Risk Factors” section of our Annual Report on Form 10-K for the year ended December 31, 2019, including:

- a complete or partial closure of, or other operational issues at, one or more of our hotels resulting from government, third-party hotel manager or franchisor action, which could adversely affect our operations;
- the postponement or cancellation of conventions, festivals, sporting events and other public events that would have otherwise brought individuals to the cities in which our hotels are located, which could cause a decrease in occupancy rates over a prolonged period of time and exacerbate the seasonal volatility at our hotels;
- a general decline of in-person business meetings and an increase in the use of teleconferencing and video-conference technology, which could cause a sustained shift away from business-related travel and have an adverse effect on the overall demand of hotel rooms;
- a decrease in individuals’ willingness to travel once our hotels are reopened as a result of the public health risks and social impacts of such outbreak or a decrease in consumer spending, which could affect the ability of our hotels to generate sufficient revenues to meet operating and other expenses in the short- and long-term;
- reduced economic activity impacting the businesses, financial condition and liquidity of our company or that of our third-party hotel managers or franchisors, which could result in us, the third-party hotel manager or the franchisor being unable to comply with operational and performance conditions under the applicable management and franchise agreements;

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- reduced economic activity impacting the businesses, financial condition and liquidity of our retail and restaurant tenants located at our hotels, which could cause one or more of such tenants to be unable to meet their obligations to us in full, or at all, to otherwise seek modifications of such obligations or to declare bankruptcy;
- severe disruption and instability in the global financial markets or deteriorations in credit and financing conditions, which could make it difficult for us to access debt and equity capital on attractive terms, or at all, and impact our ability to fund business activities and repay debt on a timely basis;
- the potential inability of our Company to comply with financial covenants of our corporate credit facility, unsecured term loans and other debt agreements, or the inability of the Company to renegotiate such covenants, which could result in a default and potential acceleration of indebtedness and impact our ability to make additional borrowings under our corporate credit facility or otherwise in the future;
- the potential lack of funding, disruptions in the supply of materials or products or the inability of contractors to perform on a timely basis or at all, which could cause delays in completing ongoing or future hotel renovations and capital improvements at our hotels, including the current reconstruction of Frenchman’s Reef & Morning Star Beach Resort;
- difficulties in sourcing and transporting materials or products necessary to operate our hotels, such as linens or cleaning supplies, and a decrease in the availability of adequate staffing at our hotels, which could impact our ability to provide our guests with the customary level of service provided at our hotels, including our premium full-service hotels;
- the potential inability of our TRS lessees to renew or enter into new management agreements for our hotels on favorable terms, or at all, which could cause interruptions in the operations at certain hotels;
- a general decline in business activity and demand for real estate transactions, and more specifically, the demand for hotel properties, which could adversely affect our ability or desire to make strategic acquisitions or dispositions;
- the potential negative impact on the health of our personnel, particularly if a significant number of our senior executive officers are impacted, which could result in a deterioration in our ability to ensure business continuity during a disruption; and
- the limited access to our facilities, management, franchisors, support staff and professional advisors, which could decrease the effectiveness of our disclosure controls and procedures and internal controls over financial reporting, increase our susceptibility to security breaches, or hamper our ability to comply with regulatory obligations and lead to reputational harm and regulatory issues or fines.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

**Issuer Purchases of Equity Securities**

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs (in thousands) <sup>(1)</sup>
January 1 - January 31, 2020	—	\$ —	—	\$ 175,156
February 1 - February 29, 2020	126,007 <sup>(2)</sup>	\$ 9.22	—	\$ 165,179
March 1 - March 31, 2020	1,122,866 <sup>(3)</sup>	\$ 8.91	—	\$ 165,179

(1) Represents amounts available under the Company’s \$250 million share repurchase program announced by the Company on November 5, 2018 (the “Share Repurchase Program”). To facilitate repurchases, we make purchases pursuant to a trading plan under Rule 10b5-1 of the Exchange Act, which allows us to repurchase shares during periods when we otherwise may be prevented from doing so under insider trading laws or because of self-imposed trading blackout periods. The Share Repurchase Program may be suspended or terminated at any time without prior notice. The Share Repurchase Program will be effective until November 6, 2020.

(2) Reflects shares surrendered to the Company by employees for payment of tax withholding obligations in connection with the vesting of restricted stock.

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- (3) Reflects 1,119,438 shares purchased under the Company's \$250 million Share Repurchase Program and 3,428 shares surrendered to the Company by employees for payment of tax withholding obligations in connection with the issuance of shares of common stock under the Company's deferred compensation plan.

**Item 3. Defaults Upon Senior Securities**

Not applicable.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

None.

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**Item 6. Exhibits**

(a) Exhibits

The following exhibits are filed as part of this Form 10-Q:

<u>Exhibit</u>	
<a href="#">31.1</a> *	Certification of Chief Executive Officer Required by Rule 13a-14(a) and Rule 15d-14(a) of the Exchange Act
<a href="#">31.2</a> *	Certification of Chief Financial Officer Required by Rule 13a-14(a) and Rule 15d-14(a) of the Exchange Act
<a href="#">32.1</a> **	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104*	Cover Page Interactive Data File (formatted as inline XBRL with applicable taxonomy extension information contained in Exhibits 101.*)

\* Filed herewith

\*\* Furnished herewith



**SIGNATURES**

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

DiamondRock Hospitality Company

May 11, 2020

/s/ Jeffrey J. Donnelly

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Jeffrey J. Donnelly  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

/s/ Briony R. Quinn

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Briony R. Quinn  
Senior Vice President and Treasurer  
(Principal Accounting Officer)

**Certification of Chief Executive Officer**  
**Pursuant to Rule 13a-14(a) and Rule 15d-14(a)**

I, Mark W. Brugger, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of DiamondRock Hospitality Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 11, 2020

/s/ Mark W. Brugger

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Mark W. Brugger

Chief Executive Officer  
(Principal Executive Officer)

**Certification of Chief Financial Officer**  
**Pursuant to Rule 13a-14(a) and Rule 15d-14(a)**

I, Jeffrey J. Donnelly, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of DiamondRock Hospitality Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 11, 2020

/s/ Jeffrey J. Donnelly

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Jeffrey J. Donnelly  
Executive Vice President and  
Chief Financial Officer  
(Principal Financial Officer)

**Certification**  
**Pursuant to 18 U.S.C. Section 1350**

The undersigned officers, who are the Chief Executive Officer and Chief Financial Officer of DiamondRock Hospitality Company (the “Company”), each hereby certifies to the best of his knowledge, that the Company’s Quarterly Report on Form 10-Q (the “Report”) to which this certification is attached, as filed with the Securities and Exchange Commission on the date hereof, fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended, and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Mark W. Brugger

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Mark W. Brugger  
Chief Executive Officer

May 11, 2020

/s/ Jeffrey J. Donnelly

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Jeffrey J. Donnelly  
Executive Vice President and Chief Financial Officer

May 11, 2020