

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

Form 10-K

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

For the fiscal year ended December 31, 2019

OR

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

Commission File Number: 001-14625 (Host Hotels & Resorts, Inc.)
0-25087 (Host Hotels & Resorts, L.P.)

**HOST HOTELS & RESORTS, INC.
HOST HOTELS & RESORTS, L.P.**

(Exact Name of Registrant as Specified in Its Charter)

Maryland (Host Hotels & Resorts, Inc.)
Delaware (Host Hotels & Resorts, L.P.)
(State or Other Jurisdiction of Incorporation or Organization)
4747 Bethesda Avenue, Suite 1300 Bethesda, Maryland
(Address of Principal Executive Offices)

53-0085950 (Host Hotels & Resorts, Inc.)
52-2095412 (Host Hotels & Resorts, L.P.)
(I.R.S. Employer Identification No.)
20814
(Zip Code)

(240) 744-1000
(Registrant's Telephone Number, Including Area Code)

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

	Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Host Hotels & Resorts, Inc.	Common Stock, \$.01 par value (705,881,741 shares outstanding as of February 20, 2020)	HST	New York Stock Exchange
Host Hotels & Resorts, L.P.	None	None	None

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

Host Hotels & Resorts, Inc.	None		
Host Hotels & Resorts, L.P.	Units of limited partnership interest (698,514,143 units outstanding as of February 20, 2020)		
Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.			
Host Hotels & Resorts, Inc.		Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
Host Hotels & Resorts, L.P.		Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.			
Host Hotels & Resorts, Inc.		Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Host Hotels & Resorts, L.P.		Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>

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.

Host Hotels & Resorts, Inc.		Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
Host Hotels & Resorts, L.P.		Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
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).			
Host Hotels & Resorts, Inc.		Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
Host Hotels & Resorts, L.P.		Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>

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:

Host Hotels & Resorts, Inc.			
Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>
Host Hotels & Resorts, L.P.			
Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Host Hotels & Resorts, Inc.		Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Host Hotels & Resorts, L.P.		Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>

The aggregate market value of common shares held by non-affiliates of Host Hotels & Resorts, Inc. (based on the closing sale price on the New York Stock Exchange) on June 28, 2019 was \$13,135,902,460.

Documents Incorporated by Reference

Portions of Host Hotels & Resorts, Inc.'s definitive proxy statement to be filed with the Securities and Exchange Commission and delivered to stockholders in connection with its annual meeting of stockholders to be held on May 15, 2020 are incorporated by reference into Part III of this Form 10-K.

EXPLANATORY NOTE

This report combines the annual reports on Form 10-K for the fiscal year ended December 31, 2019 of Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Unless stated otherwise or the context otherwise requires, references to “Host Inc.” mean Host Hotels & Resorts, Inc., a Maryland corporation, and references to “Host L.P.” mean Host Hotels & Resorts, L.P., a Delaware limited partnership, and its consolidated subsidiaries. We use the terms “we” or “our” or “the company” to refer to Host Inc. and Host L.P. together, unless the context indicates otherwise. We use the term Host Inc. to specifically refer to Host Hotels & Resorts, Inc. and the term Host L.P. to specifically refer to Host Hotels & Resorts, L.P. (and its consolidated subsidiaries) in cases where it is important to distinguish between Host Inc. and Host L.P. Host Inc. owns properties and conducts operations through Host L.P., of which Host Inc. is the sole general partner and of which it holds approximately 99% of the partnership interests (“OP units”) as of December 31, 2019. The remaining partnership interests are owned by various unaffiliated limited partners. As the sole general partner of Host L.P., Host Inc. has the exclusive and complete responsibility for Host L.P.’s day-to-day management and control.

We believe combining the annual reports on Form 10-K of Host Inc. and Host L.P. into this single report results in the following benefits:

- enhances investors’ understanding of Host Inc. and Host L.P. by enabling investors to view the business as a whole in the same manner as management views and operates the business;
- eliminates duplicative disclosure and provides a more streamlined presentation, since a substantial portion of our disclosure applies to both Host Inc. and Host L.P.; and
- creates time and cost efficiencies through the preparation of one combined report instead of two separate reports.

Management operates Host Inc. and Host L.P. as one enterprise. The management of Host Inc. consists of the same members who direct the management of Host L.P. The executive officers of Host Inc. are appointed by Host Inc.’s board of directors, but are employed by Host L.P. Host L.P. employs everyone who works for Host Inc. or Host L.P. As general partner with control of Host L.P., Host Inc. consolidates Host L.P. for financial reporting purposes, and Host Inc. does not have significant assets other than its investment in Host L.P. Therefore, the assets and liabilities of Host Inc. and Host L.P. are the same on their respective financial statements.

There are a few differences between Host Inc. and Host L.P., which are reflected in the disclosure in this report. We believe it is important to understand the differences between Host Inc. and Host L.P. in the context of how Host Inc. and Host L.P. operate as an interrelated consolidated company. Host Inc. is a real estate investment trust, or REIT, and its only material asset is its ownership of partnership interests of Host L.P. As a result, Host Inc. does not conduct business itself, other than acting as the sole general partner of Host L.P., and issuing public equity from time to time, the proceeds from which are contributed to Host L.P. in exchange for OP units. Host Inc. itself does not issue any indebtedness and does not guarantee the debt or obligations of Host L.P. Host L.P. holds substantially all of our assets and holds the ownership interests in our joint ventures. Host L.P. conducts the operations of the business and is structured as a limited partnership with no publicly traded equity. Except for net proceeds from public equity issuances by Host Inc., Host L.P. generates the capital required by our business through Host L.P.’s operations, by Host L.P.’s direct or indirect incurrence of indebtedness, or through the issuance of OP units.

The substantive difference between the filings of Host Inc. and Host L.P. is that Host Inc. is a REIT with public stock, while Host L.P. is a partnership with no publicly traded equity. In the financial statements, this difference primarily is reflected in the equity (or partners’ capital for Host L.P.) section of the consolidated balance sheets and in the consolidated statements of equity (or partners’ capital) and in the consolidated statements of operations and comprehensive income (loss) with respect to the manner in which income is allocated to non-controlling interests. Income allocable to the holders of approximately 1% of the OP units is reflected as income allocable to non-controlling interests at Host Inc. and within net income at Host L.P. Also, earnings per share generally will be slightly less than the earnings per OP unit, as each Host Inc. common share is the equivalent of .97895 OP units (instead of 1 OP unit). Apart from these differences, the financial statements of Host Inc. and Host L.P. are nearly identical.

To help investors understand the differences between Host Inc. and Host L.P., this report presents the following separate sections or portions of sections for each of Host Inc. and Host L.P.:

- Part II Item 5 - Market for Registrant's Common Stock, Related Stockholder Matters and Issuer Purchases of Equity Securities for Host Inc. / Market for Registrant's Common Units, Related Unitholder Matters and Issuer Purchases of Equity Securities for Host L.P.;
- Part II Item 6 - Selected Financial Data;
- Part II Item 7 - Management's Discussion and Analysis of Financial Condition and Results of Operations is combined, except for a separate discussion of material differences, if any, in the liquidity and capital resources between Host Inc. and Host L.P.;
- Part II Item 7A - Quantitative and Qualitative Disclosures about Market Risk is combined, except for separate discussions of material differences, if any, between Host Inc. and Host L.P.; and
- Part II Item 8 - Financial Statements and Supplementary Data. While the financial statements themselves are presented separately, the notes to the financial statements generally are combined, except for separate discussions of differences between equity of Host Inc. and capital of Host L.P.

This report also includes separate Item 9A. Controls and Procedures sections and separate Exhibit 31 and 32 certifications for each of Host Inc. and Host L.P. in order to establish that the Chief Executive Officer and the Principal Financial Officer of Host Inc. and the Chief Executive Officer and the Principal Financial Officer of Host Inc. as the general partner of Host L.P. have made the requisite certifications and that Host Inc. and Host L.P. are compliant with Rule 13a-15 or Rule 15d-15 of the Securities Exchange Act of 1934 and 18 U.S.C. §1350.

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Forward Looking Statements

Our disclosure and analysis in this 2019 Annual Report on Form 10-K and in Host Inc.'s 2019 Annual Report to Stockholders contain some forward-looking statements that set forth anticipated results based on management's plans and assumptions. From time to time, we also provide forward-looking statements in other materials we release to the public. Such statements give our current expectations or forecasts of future events; they do not relate strictly to historical or current facts. We have tried, wherever possible, to identify each such statement by using words such as "anticipate," "estimate," "expect," "project," "intend," "plan," "believe," "will," "target," "forecast" and similar expressions in connection with any discussion of future operating or financial performance. In particular, these forward-looking statements include those relating to future actions, future acquisitions or dispositions, future capital expenditures plans, future performance or results of current and anticipated expenses, interest rates, foreign exchange rates or the outcome of contingencies, such as legal proceedings.

We cannot guarantee that any future results discussed in any forward-looking statements will be realized, although we believe that we have been prudent in our plans and assumptions. Achievement of future results is subject to risks, uncertainties and potentially inaccurate assumptions, including those discussed in Item 1A "Risk Factors." Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could differ materially from past results and those results anticipated, estimated or projected. You should bear this in mind as you consider forward-looking statements.

We undertake no obligation to publicly update forward-looking statements, whether because of new information, future events or otherwise. You are advised, however, to consult any additional disclosures we make or related subjects in our reports on Form 10-Q and Form 8-K that we file with the Securities and Exchange Commission ("SEC"). Also note that, in our risk factors, we provide a cautionary discussion of risks, uncertainties and possibly inaccurate assumptions relevant to our business. These are factors that, individually or in the aggregate, we believe could cause our actual results to differ materially from past results and those results anticipated, estimated or projected. We note these factors for investors as permitted by the Private Securities Litigation Reform Act of 1995. It is not possible to predict or identify all such risk factors. Consequently, you should not consider the discussion of risk factors to be a complete discussion of all the potential risks or uncertainties that could affect our business.

Item 1. Business

Host Inc. was incorporated as a Maryland corporation in 1998 and operates as a self-managed and self-administered REIT. Host Inc. owns properties and conducts operations through Host L.P., of which Host Inc. is the sole general partner and of which it holds approximately 99% of the partnership interests ("OP units") as of December 31, 2019. The remaining partnership interests are owned by various unaffiliated limited partners. Host Inc. has the exclusive and complete responsibility for Host L.P.'s day-to-day management and control.

As of February 20, 2020, our consolidated lodging portfolio consists of 80 primarily luxury and upper-upscale hotels containing approximately 46,500 rooms, with the majority located in the United States, and with five of the hotels located outside of the U.S. in Brazil and Canada. In addition, we own non-controlling interests in five domestic and one international joint venture that own hotels and in a timeshare joint venture in Hawaii.

Business Strategy

Our goal is to be the preeminent owner of high-quality lodging real estate in growing markets in the U.S. and to generate superior long-term returns for our stockholders throughout all phases of the lodging cycle through a combination of appreciation in asset values, growth in earnings and dividend distributions. The pillars of our strategy to achieve this objective include:

- *Geographically diverse portfolio of hotels in the U.S.* - Own a diversified portfolio of hotels in the U.S. in major urban and resort destinations;
- *Strong scale and integrated platform* – Utilize our scale to create value through enterprise analytics, asset management and capital investment initiatives, while aiding external growth by leveraging scale as a competitive advantage to acquire assets befitting our strategy. Allocate and recycle capital to seek returns that exceed our cost of capital and actively return capital to stockholders;
- *Investment grade balance sheet* - Maintain a strong and flexible capital structure that allows us to execute our strategy throughout all phases of the lodging cycle; and
- *Employer of choice and responsible corporate citizen* – Align our organizational structure with our business objectives to be an employer of choice and a responsible corporate citizen.

Geographically Diverse Portfolio.

We seek to have a geographically diversified portfolio in top U.S. major markets and premier resort destinations. We primarily focus on acquisitions and, occasionally, new development opportunities to enhance our portfolio. We focus generally on the following types of assets:

- *Resorts* in locations with strong airlift and limited supply growth. These assets feature superior amenities and are operated by premier operators;
- *Convention destination hotels* that are group oriented in urban and resort markets. These assets feature extensive and high-quality meeting facilities and often are connected to prominent convention centers; and
- *High-end urban hotels* that are positioned in prime locations and possess multiple demand drivers for both business and leisure travelers.

As one of the largest owners of Marriott and Hyatt properties, our hotels primarily are operated under brand names that are among the most respected and widely recognized in the lodging industry. Within these brands, we have focused predominantly on the upper-upscale and luxury asset classes, as we believe these classes have a broad appeal for both individual and group leisure and business customers. In addition, we own several unbranded or soft-branded hotels that appeal to distinctive customer profiles in certain select submarkets.

Strong Scale and an Integrated Platform

Enterprise Analytics Platform. Due to the scale of our asset management and business intelligence platform, we believe we are in a unique position to implement value-added real estate decisions and to assist managers in driving operating performance. The size and composition of our portfolio and our affiliation with most of the leading brands and operators in the industry allow our enterprise analytics team to benchmark similar hotels and identify best practices and efficiencies that can improve long-term profitability. We perform independent underwriting of return on investment (“ROI”) projects and potential acquisitions, as well as revenue management analysis of ancillary revenue opportunities. Our goal is to continue to differentiate our assets within their competitive markets, drive operating performance and enhance the overall value of our real estate through the following:

- Enhance profitability by using our business intelligence system to benchmark and monitor hotel performance and cost controls.
- Drive revenue growth by conducting detailed strategic reviews with our managers on markets and business mix to assist them in developing the appropriate group/transient mix, on-line presence to address a broad customer base, and market share targets for each property.
- Work with leading brands, such as Marriott and Hyatt, to take advantage of their worldwide presence and lodging infrastructure. We also have 15 hotels managed by independent operators where we believe these operators have more flexibility to drive revenues and control costs to maximize profits.
- Improve asset value through the extension or purchase of ground leases or the restructuring of management agreements to increase contract flexibility.

Disciplined Capital Allocation. Guided by a disciplined approach to capital allocation, we are aligned to make investment decisions that seek to deliver the greatest value and returns to stockholders. Our goal is to allocate capital to enhance and improve our portfolio, while balancing the importance of prudently returning capital to stockholders.

For 2020, we will continue our disciplined approach to capital allocation and intend to take advantage of our strong balance sheet and overall scale. We constantly are evaluating both single hotel and hotel portfolio transactions to acquire iconic upper-upscale and luxury properties that we believe have sustainable competitive advantages. Similarly, we intend to continue our capital recycling program with strategic and opportunistic dispositions. This may include the sale of assets where we believe the potential for growth is constrained or properties with significant capital expenditure requirements that we do not believe would generate an adequate return.

We may acquire additional properties or dispose of properties through various structures, including transactions involving single assets, portfolios, joint ventures, mergers and acquisitions of the securities or assets of other REITs or distributions of hotel properties to our stockholders. We anticipate that any acquisitions may be funded by, or through a combination of, proceeds from the sales of hotels, equity offerings of Host Inc., issuances of OP units by Host L.P., incurrence of debt, available cash or advances under our credit facility. We note, however, that the nature and supply of these assets make acquisitions inherently difficult to predict. For these reasons, we can make no assurances that we will be successful in purchasing any one or more hotels that we are reviewing currently, or may in the future review, bid on or negotiate to buy.

We also seek to create and mine value from our existing portfolio through value enhancement initiatives and ROI projects. We believe those investments provide a significant opportunity to achieve returns well in excess of our cost of capital. We work closely with our managers to attempt to schedule these projects to minimize operational disruption and environmental impact. Value enhancement initiatives seek to maximize the value of real estate within our existing portfolio through the highest and best use of our real estate. These projects may include hotel expansion, timeshare, office space or condominium units on excess land, redevelopment or expansion of existing retail space, and the acquisition of development entitlements. ROI projects are designed to improve the positioning of our hotels within their markets and competitive set. These projects include extensive renovations, including guest rooms, lobbies, food and beverage outlets; expansions and/or extensive renovation of ballroom and meeting rooms; major mechanical system upgrades; and green building initiatives and certifications. It also includes projects focused on increasing space profitability or lowering net operating costs, such as converting unprofitable or underutilized space into meeting space, adding guestrooms, and implementing energy and water conservation measures such as LED lighting, high-efficiency mechanical, electrical and plumbing equipment and fixtures, solar power, energy management systems, guestroom water efficient fixtures, and building automation systems.

Renewal and replacement capital expenditures are designed to maintain the quality and competitiveness of our hotels. Typically, renovations occur at intervals of approximately seven to ten years, but the timing may vary based on the type of property, function of area being renovated, hotel occupancy and other factors. These renovations generally are divided into the following types: soft goods, case goods, bathroom and architectural and engineering systems. Soft goods include items such as carpeting, textiles and wall finishes, which may require more frequent updates in order to maintain brand quality standards. Case goods include dressers, desks, couches, restaurant and meeting room tables and chairs, which generally are not replaced as frequently. Bathroom renovations include the refurbishment or replacement of tile, vanity, lighting and plumbing fixtures. Architectural and engineering systems include the physical plant of the hotel, including the roof, elevators/escalators, façade, heating, ventilation, and air conditioning and fire systems.

Throughout the lodging cycle, to the extent that we are unable to find appropriate investment opportunities that meet our return requirements, we will focus on returning capital to stockholders through dividends or common stock repurchases. Significant factors we review to determine the level and timing of the returns to stockholders include our current stock price compared to our determination of the underlying value of our assets, current and forecast operating results and the completion of hotel sales.

Investment Grade Balance Sheet

Our goal is to maintain a flexible capital structure that allows us to execute our strategy throughout the lodging cycle. To maintain its qualification as a REIT, Host Inc. is required to distribute 90% of its taxable income (other than net capital gain) to its stockholders each year and, as a result, generally relies on external sources of capital, as well as cash from operations, to finance growth.

Management believes that a strong balance sheet is a key competitive advantage that affords us a lower cost of capital and positions us for external growth. While we may issue debt at any time, we will target a net debt-to-earnings before interest, taxes, depreciation and amortization (“EBITDA”) ratio, (or “Leverage Ratio,” as defined in our credit facility) that allows us to maintain an investment grade rating on our senior unsecured debt. We believe an investment grade rating will give us the most consistent access to capital throughout the business cycle.

We seek to structure our debt profile to maintain financial flexibility and a balanced maturity schedule with access to different forms of financing, consisting primarily of senior notes and exchangeable debentures, as well as mortgage debt. Generally, we look to minimize the number of assets that are encumbered by mortgage debt, minimize near-term maturities and maintain a balanced maturity schedule. Depending on market conditions, we also may utilize variable rate debt which can provide greater protection during a decline in the lodging industry.

Corporate Responsibility

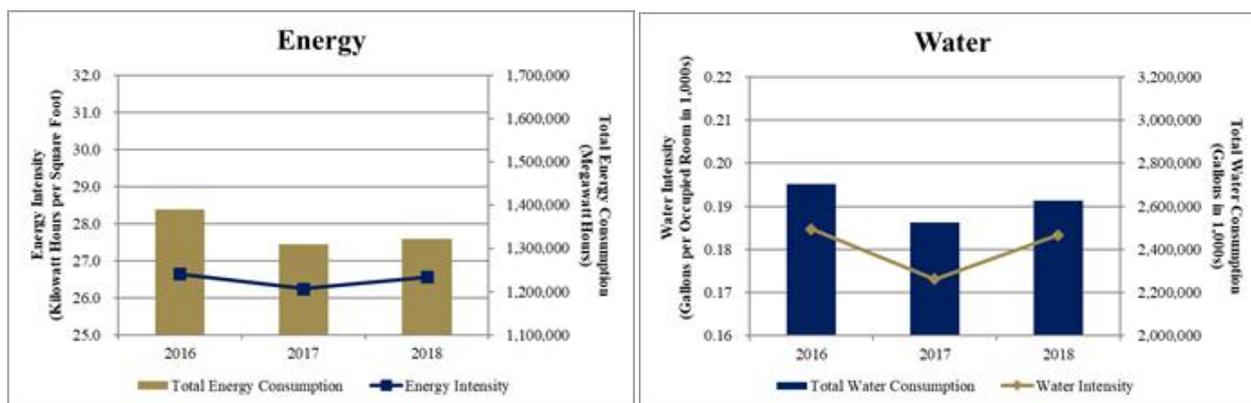
Our corporate responsibility strategic framework follows three themes to inform the integration of sustainability into the business and to guide our engagement with key stakeholders and communities:

- **Responsible Investment:** When acquiring hotels, we seek to identify future capital investments and potential operational opportunities that reduce the property’s environmental footprint and mitigate climate change-related risks. During the ownership of our hotels, we evaluate investments in proven sustainability technologies and collaborate with our operators and managers to adopt industry best practices that seek to improve environmental performance and enhance asset value.

- *Environmental Stewardship:* Our environmental goals focus on reducing energy consumption, water usage, waste to landfill and greenhouse emissions across our portfolio. We also seek certifications and alignment with leading verification and disclosure frameworks to support the effectiveness and transparency of our corporate responsibility program.
- *Corporate Citizenship:* We are committed to being a responsible corporate citizen and strengthening our local communities through financial support, community engagement, volunteer service, and industry collaboration. Our approach is reinforced by our Code of Business Conduct and Ethics and periodic engagement with key stakeholders to understand their corporate responsibility priorities and expectations.

In October 2018, the Sustainability Accounting Standards Board (“SASB”) issued the Real Estate Sustainability Accounting Standard. The standard outlines disclosure topics and accounting metrics for the real estate industry. The energy and water management metrics that best correlate with our industry include energy consumption data coverage as a percentage of floor area (“Energy Intensity”); total energy consumed by portfolio area (“Total Energy Consumption”); water withdrawal as a percentage of total floor area, or number of units (for our calculation we use occupied rooms) (“Water Intensity”); and total water withdrawn by portfolio area (“Total Water Consumption”). The energy and water data we use is collected and reviewed by third-parties who compile the data from property utility statements. These metrics enable us to track the effectiveness of water and energy reduction ROI projects.

We reference key aspects and metrics of our sustainability efforts through the Global Reporting Initiative (“GRI”) Index, in accordance with the GRI framework and, beginning in 2015, we contracted with a third-party to provide further verification of our energy and water consumption data. The charts below detail our Energy Intensity, Total Energy Consumption, Water Intensity and Total Water Consumption for 2016 through 2018, the last three fiscal years for which data is available(1)(2):



- (1) Energy and water metrics relate to our consolidated domestic hotels owned for the entire year presented. The water data excludes one domestic hotel in 2016 as reliable utility data was not available. The excluded hotel was sold in 2017.
- (2) The increases in the 2018 metrics above are due our increased focus on resort properties, which require higher usage of energy and water, including for spas, pools and golf courses, combined with a higher number of heating and cooling degree days in 2018.

Our 2019 Corporate Responsibility report, which provides a summary of results and progress over the last reporting year, along with future commitments, was issued in October 2019.

The Lodging Industry

The lodging industry in the United States consists of private and public entities that operate in a diversified market under a variety of brand names. The lodging industry has several key participants:

- *Owners*—own the hotel and typically enter into an agreement for an independent third party to manage the hotel. These hotels may be branded and operated under the manager’s brand or branded under a franchise agreement and operated by the franchisee or by an independent hotel manager. The hotels also may be operated as an independent hotel by an independent hotel manager.
- *Owner/Managers*—own the hotel and operate the property with their own management team. These hotels may be branded under a franchise agreement, operated as an independent hotel or operated under the owner’s brand. We are prohibited from operating and managing hotels by applicable REIT rules.

- *Franchisors*—own a brand or brands and strive to grow their revenues by expanding the number of hotels in their franchise system. Franchisors provide their hotels with brand recognition, marketing support and centralized reservation systems for the franchised hotels.
- *Franchisor/Managers*—own a brand or brands and operate hotels on behalf of the hotel owner or franchisee.
- *Managers*—operate hotels on behalf of the hotel owner, but do not, themselves, own a brand. The hotels may be operated under a franchise agreement or as an independent hotel.

The hotel manager is responsible for the day-to-day operations of the hotel, including the employment of hotel staff, the determination of room rates, the development of sales and marketing plans, the preparation of operating and capital expenditures budgets and the preparation of financial reports for the owner. The hotel manager typically receives fees based on the revenues and profitability of the hotel.

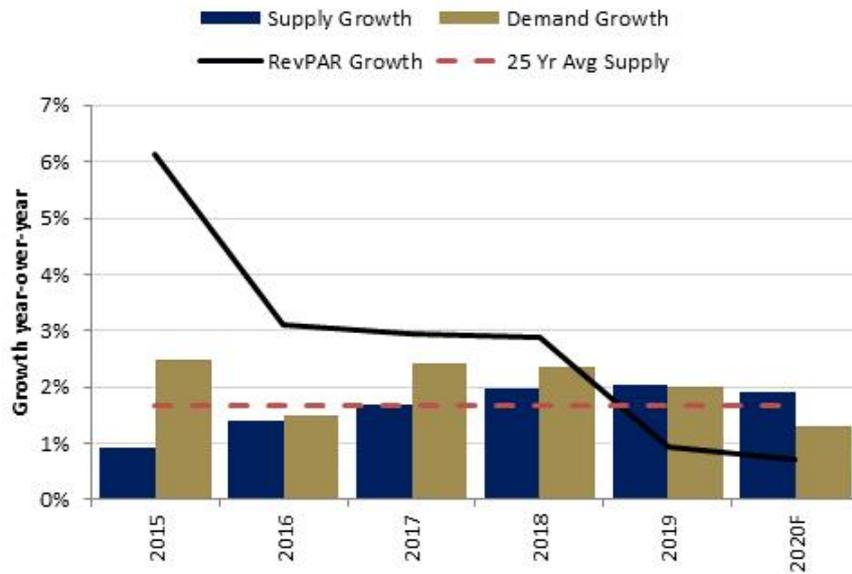
Supply and Demand. Our industry is influenced by the cyclical relationship between the supply of and demand for hotel rooms. Lodging demand growth typically is related to the vitality of the overall economy, in addition to local market factors that stimulate travel to specific destinations. Trends in economic indicators such as gross domestic product (“GDP”) growth, business investment, corporate profits and employment growth are key indicators of the relative strength of lodging demand. Lodging demand also will be affected by changes to international travel patterns.

Lodging supply growth generally is driven by overall lodging demand, as extended periods of strong demand growth tend to encourage new development. However, the rate of supply growth also is influenced by several additional factors, including the availability of capital, interest rates, construction costs and unique market considerations. The relatively long lead-time required to complete the development of hotels makes supply growth easier to forecast than demand growth, but increases the volatility of the cyclical behavior of the lodging industry, as new supply may be planned during an upcycle but such supply may open for business in a weaker economy. Therefore, as illustrated in the charts below for the U.S. lodging industry, at different points in the cycle, demand growth may accelerate when supply growth is very low, or supply may accelerate while demand growth is slowing. A recent source of supply for the industry has been the rapid growth of online short-term rentals, including as a flexible option for apartment buildings. Though not reported through official industry statistics, the impact on the hotel industry and the availability of these outlets is more variable than typical changes in supply from hotel construction and tends to be very market specific. Local legislation has the potential to limit supply growth for these online short-term rentals in many top markets, though the growth of professional management for legal rentals remains a key trend.

Our portfolio primarily consists of upper upscale and luxury hotels and, accordingly, its performance is best understood in comparison to the upper upscale category rather than the entire industry. The charts below detail the historical supply, demand and revenue per available room (“RevPAR”) growth for the U.S. lodging industry and for the U.S. luxury and upper upscale categories for 2015 to 2019 and forecast data for 2020:

U.S. Lodging Industry Supply, Demand and RevPAR Growth

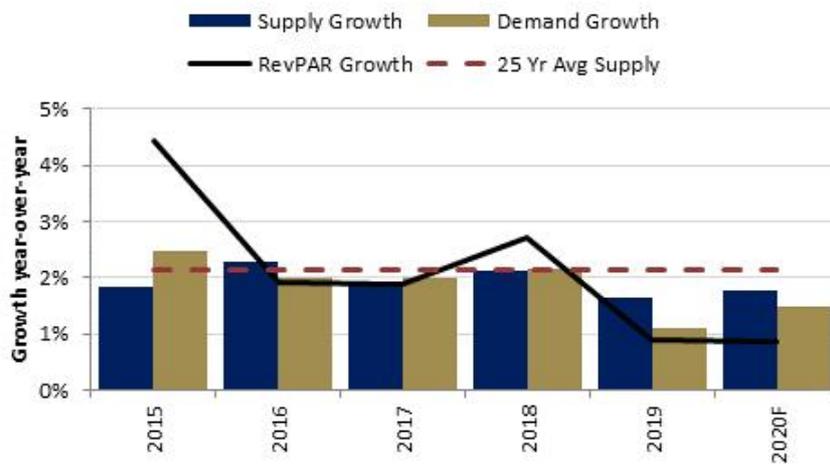
Total U.S. Industry Performance



Source: Historical data - STR, 2020 Forecast - CBRE Hotels' Americas Research

U.S. Luxury and Upper Upscale Supply, Demand and RevPAR Growth

Total U.S. Luxury & Upper Upscale Performance



Source: Historical data - STR, 2020 Forecast - CBRE Hotels' Americas Research

Managers and Operational Agreements

All our hotels are managed by third parties pursuant to management or operating agreements, with some of such hotels also subject to separate franchise or license agreements addressing matters pertaining to operations under the designated brand. Under these agreements, the managers have sole responsibility and exclusive authority for all activities necessary for the day-to-day operation of the hotels, including establishing room rates, securing and processing reservations, procuring inventories, supplies and services, providing periodic inspection and consultation visits to the hotels by the managers' technical and operational experts and promoting and publicizing the hotels. The managers employ all managerial and other employees for the hotels, review hotel operations with a focus on improving revenues and managing expenses, review the maintenance of the hotels, prepare reports, budgets and projections, and provide other administrative and accounting support services to the hotels. These support services include planning and policy services, divisional financial services, product planning and development, employee staffing and training, corporate executive management and certain in-house legal services. We have certain approval rights over budgets, capital expenditures, significant leases and contractual commitments, and various other matters.

General Terms and Provisions – Agreements governing our hotels that are managed by brand owners (Marriott, Hyatt, Hilton and AccorHotels) typically include the terms described below:

- *Term and fees for operational services.* The initial term of our management and operating agreements generally is 10 to 25 years, with one or more renewal terms at the option of the manager. The majority of our management agreements condition the manager's right to exercise options for specified renewal terms upon the satisfaction of specified economic performance criteria. The manager typically receives compensation in the form of a base management fee, which is calculated as a percentage (generally 2-3%) of annual gross revenues, and an incentive management fee, which typically is calculated as a percentage (generally 10-20%) of operating profit after the owner has received a priority return on its investment in the hotel. In the case of our hotels operating under the W®, Westin®, Sheraton®, Luxury Collection® and St. Regis® brands and managed by Marriott following its acquisition of Starwood Hotels & Resorts Worldwide, Inc. on September 23, 2016 (collectively, the "Starwood Hotels"), the base management fee is only 1% of annual gross revenues, but that amount is supplemented by license fees payable under a separate license agreement (as described below).
- *License services.* In the case of the Starwood Hotels, operations are governed by separate license agreements addressing matters pertaining to the designated brand, including rights to use trademarks, service marks and logos, matters relating to compliance with certain brand standards and policies, and the provision of certain system programs and centralized services. Although the term of these license agreements generally is coterminous with the corresponding operating agreements, the license agreements contemplate the potential for continued brand affiliation even in the event of a termination of the operating agreement (for instance, in the event the hotel is operated by an independent operator). Licensors receive compensation in the form of license fees (generally 5% of gross revenues attributable to room sales and 2% of gross revenues attributable to food and beverage sales), which amounts supplement the lower base management fee of 1% of gross revenues received by Marriott under the operating agreements, as noted above.
- *Chain or system programs and services.* Managers are required to provide chain or system programs and services generally that are furnished on a centralized basis. Such services include the development and operation of certain computer systems and reservation services, regional or other centralized management and administrative services, marketing and sales programs and services, training and other personnel services, and other centralized or regional services as may be determined to be more efficiently performed on a centralized, regional or group basis rather than on an individual hotel basis. Costs and expenses incurred in providing these chain or system programs and services generally are allocated on a cost reimbursement basis among all hotels managed by the manager or its affiliates or that otherwise benefit from these services.
- *Working capital and fixed asset supplies.* We are required to maintain working capital for each hotel and to fund the cost of certain fixed asset supplies (for example, linen, china, glassware, silver and uniforms). We also are responsible for providing funds to meet the cash needs for hotel operations if at any time the funds available from working capital are insufficient to meet the financial requirements of the hotels. For certain hotels, the working capital accounts which would otherwise be maintained by the managers for each of such hotels are maintained on a pooled basis, with managers being authorized to make withdrawals from such pooled account as otherwise contemplated with respect to working capital in accordance with the provisions of the management or operating agreements.

- *Furniture, fixtures and equipment replacements.* We are required to provide the managers with all furniture, fixtures and equipment (“FF&E”) necessary for the operation of the hotels (including funding any required FF&E replacements). On an annual basis, the managers prepare budgets for FF&E to be acquired and certain routine repairs and maintenance to be performed in the next year and an estimate of the necessary funds, which budgets are subject to our review and approval. For purposes of funding such expenditures, a specified percentage (typically 4-5%) of the gross revenues of each hotel is deposited by the manager into an escrow or reserve account in our name, to which the manager has access. For certain hotels, we have negotiated flexibility with the manager that reduces the funding commitment required as follows:
 - For certain of our Marriott-managed hotels, we have entered into an agreement with Marriott to allow for such expenditures to be funded from one pooled reserve account, rather than periodic reserve fund contributions being deposited into separate reserve accounts at each of the subject hotels, with the minimum required balance maintained on an ongoing basis in that pooled reserve account being significantly less than the amount that would have been maintained otherwise in such separate hotel reserve accounts. Upon sale, a hotel-level reserve account would be funded (by either the purchaser or by us, as the seller) in the full amount of the reserve balance associated with the subject hotel.
 - For certain of the Starwood Hotels, periodic reserve fund contributions, which otherwise would be deposited into reserve accounts maintained by managers at each hotel, are distributed to us and we are responsible for providing funding of expenditures which otherwise would be funded from reserve accounts for each of the subject hotels. Upon sale, a hotel-level reserve account would be funded in the amount of the subject hotel’s pro rata share, if any, of the consolidated pooled reserve balance.
- *Building alterations, improvements and renewals.* The managers are required to prepare an annual estimate of the expenditures necessary for major repairs, alterations, improvements, renewals and replacements to the structural, mechanical, electrical, heating, ventilating, air conditioning, plumbing and elevators of each hotel, along with alterations and improvements to the hotel as are required, in the manager’s reasonable judgment, to keep the hotel in a competitive, efficient and economical operating condition that is consistent with brand standards. We generally have approval rights over such budgets and expenditures, which we review and approve based on our manager’s recommendations and on our judgment. Expenditures for these major repairs and improvements affecting the hotel building typically are funded directly by owners, although our agreements with Marriott in respect of the Starwood Hotels contemplate that certain such expenditures also may be funded from the FF&E reserve account.
- *Treatment of additional owner funding.* As additional owner funding becomes necessary, either for expenditures generally funded from the FF&E replacement funds, or for any major repairs or improvements to the hotel building which may be required to be funded directly by owners, most of our agreements provide for an economic benefit to us through an impact on the calculation of incentive management fees payable to our managers. One approach frequently utilized at some of our Marriott-managed hotels (excluding the Starwood Hotels) is to provide such owner funding through loans which are repaid, with interest, from operational revenues, with the repayment amounts reducing operating profit available for payment of incentive management fees. Another approach that is used at the Starwood Hotels, as well as with certain capital expenditures projects at some of our other hotels, is to treat such owner funding as an increase to our investment in the hotel, resulting in an increase to the owner’s priority return with a corresponding reduction to the amount of operating profit available for payment of incentive management fees. For the hotels that are subject to the pooled arrangement described above, the amount of any additional FF&E reserve account funding is allocated to each of such hotels on a pro rata basis, determined with reference to the net operating income of each hotel and the total net operating income of all such pooled hotels for the most recent operating year.
- *Territorial protections.* Certain management and operating agreements impose restrictions for a specified period which limit the manager and its affiliates from owning, operating or licensing a hotel of the same brand within a specified area. The area restrictions vary with each hotel, from city blocks in urban areas to up to a multi-mile radius from the hotel in other areas.
- *Sale of the hotel.* Subject to specific agreements as to certain hotels (see below under “Special Termination Rights”), we generally are limited in our ability to sell, lease or otherwise transfer such hotels by the requirement that the transferee assumes the related management agreements and meets specified other conditions, including the condition that the transferee not be a competitor of the manager.

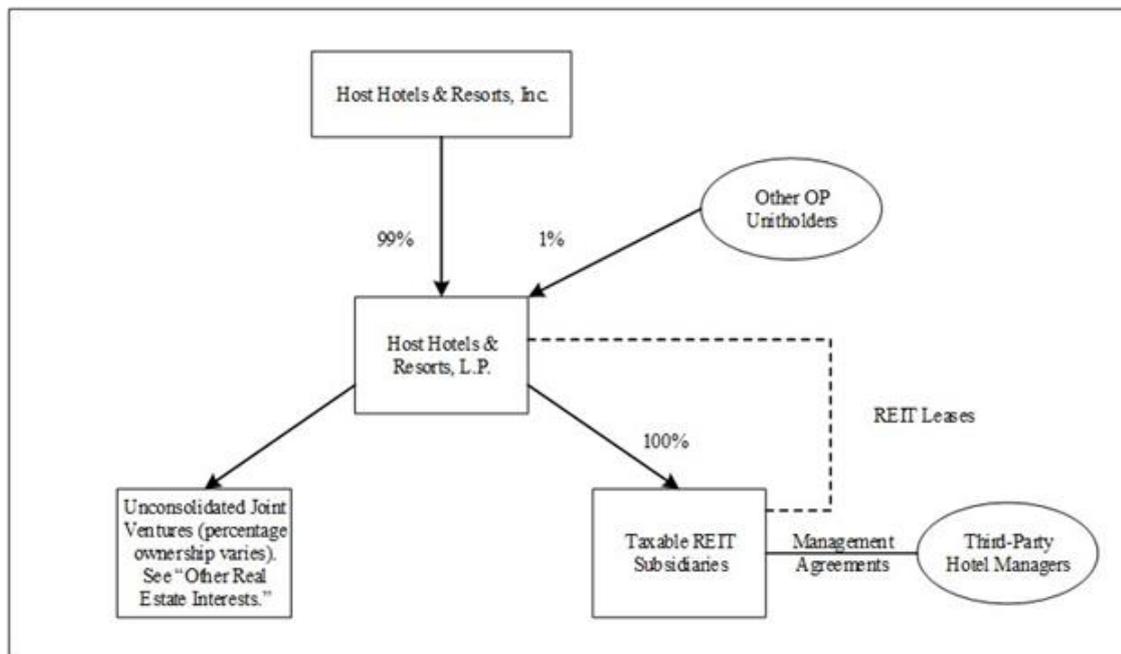
- *Performance Termination Rights.* In addition to any right to terminate that may arise as a result of a default by the manager, most of our management and operating agreements include reserved rights for us to terminate on the basis of the manager’s failure to meet certain performance-based metrics, typically including a specified threshold return on owner’s investment in the hotel, along with a failure of the hotel to achieve a specified RevPAR performance threshold established with reference to other competitive hotels in the market. Typically, such performance-based termination rights arise in the event the operator fails to achieve these specified performance thresholds over a consecutive two-year period and are subject to the manager’s ability to “cure” and avoid termination by payment to us of specified deficiency amounts (or, in some instances, waiver of the right to receive specified future management fees). We have agreed in the past, and may agree in the future, to waive certain of these termination rights in exchange for consideration from a manager or its affiliates, which consideration may include cash compensation or amendments to management agreements.
- *Special Termination Rights.* In addition to any performance-based or other termination rights set forth in our management and operating agreements, we have specific negotiated termination rights as to certain management and operating agreements. While the brand affiliation of a hotel may increase its value, the ability to dispose of a property unencumbered by a management agreement, or even brand affiliation, also can increase the value for prospective purchasers. These termination rights can take several different forms, including termination of agreements upon sale that leave the property unencumbered by any agreement; termination upon sale provided that the property continues to be operated under a license or franchise agreement with continued brand affiliation; or termination without sale or other conditions, which may require the payment of a fee. These termination rights also may restrict the number of agreements that may be terminated over any annual or other period; impose limitations on the number of agreements terminated as measured by EBITDA; require that a certain number of hotels continue to maintain the brand affiliation; or be restricted to a specific pool of assets.

In addition to hotels managed by brand owners, we have both branded hotels and non-branded hotels operated by independent managers. Our management agreements with independent managers, while similar in operational scope to agreements with our brand managers, typically have shorter initial terms, no renewal rights, more flexible termination rights, and more limited system-wide services. However, while we have additional flexibility with respect to these operators, certain of those hotels remain subject to underlying franchise or licensing agreements. These franchise or licensing agreements allow us to engage independent managers to operate our hotels under the applicable brand names and to participate in the brands’ reservation and loyalty-rewards systems. Under these agreements, we pay the brand owners a franchise or licensing fee equal to a specified percentage of gross room revenues, as well as other system fees and reimbursements. In addition, we are obligated to maintain applicable brand standards at our franchised hotels.

Operating Structure

Host Inc. operates through an umbrella partnership structure in which substantially all its assets are owned by Host L.P., of which Host Inc. is the sole general partner and holds approximately 99% of the OP units as of December 31, 2019. A REIT is a corporation that has elected to be treated as a REIT under the Internal Revenue Code of 1986, as amended (the “Code”), and that meets certain ownership, organizational and operating requirements set forth under the Code. In general, by payments of dividends to stockholders, a REIT is permitted to reduce or eliminate federal income taxes at the corporate level. Each OP unit owned by unaffiliated limited partners other than Host Inc. is redeemable, at the option of the limited partner, for an amount of cash equal to the market value of one share of Host Inc. common stock multiplied by the current conversion factor of 1.021494. Host Inc. has the right to acquire any OP unit offered for redemption directly from the limited partner in exchange for 1.021494 shares of Host Inc. common stock instead of Host L.P. redeeming such OP unit for cash. Additionally, for every share of common stock issued by Host Inc., Host L.P. will issue .97895 OP units to Host Inc. in exchange for the consideration received from the issuance of the common stock. As of December 31, 2019, unaffiliated limited partners owned 7.5 million OP units, which were convertible into 7.6 million Host Inc. common shares. Assuming that all OP units held by unaffiliated limited partners were converted into common shares, there would have been 721.0 million common shares of Host Inc. outstanding at December 31, 2019.

Our operating structure is as follows:



As a REIT, certain tax laws limit the amount of “non-qualifying” income that Host Inc. and Host L.P. can earn, including income derived directly from the operation of hotels. As a result, we lease substantially all our consolidated hotels to certain of our subsidiaries designated as taxable REIT subsidiaries (“TRS”) for federal income tax purposes. Our TRS are subject to income tax and are not limited as to the amount of non-qualifying income they can generate, but they are limited in terms of their value as a percentage of the total value of our assets. Our TRS enter into agreements with third parties to manage the operations of the hotels. Our TRS also may own assets engaging in activities that produce non-qualifying income, such as the development of timeshare or condominium units, subject to certain restrictions. The difference between the hotels’ net operating cash flow and the aggregate rents paid to Host L.P. is retained by our TRS as taxable income. Accordingly, the net effect of the TRS leases is that a portion of the net operating cash flow from our hotels is subject to federal, state and, if applicable, foreign corporate income tax.

Our Consolidated Hotel Portfolio

As of February 20, 2020, we owned a portfolio of 80 hotels, of which 75 are in the United States and five are located in Brazil and Canada. Our consolidated hotels located outside the United States collectively have approximately 1,500 rooms. Approximately 2% of our revenues were attributed to the operations of these five foreign hotels in each of 2019, 2018 and 2017.

The lodging industry is viewed as consisting of six different categories, each of which caters to a discrete set of customer tastes and needs: luxury, upper upscale, upscale, upper midscale, midscale and economy. Our portfolio primarily consists of luxury and upper upscale properties, which are operated under internationally recognized brand names such as Marriott, Westin, Ritz-Carlton, Hyatt and Hilton. There also has been a trend towards specialized, smaller boutique hotels that are customized towards a particular customer profile. Generally, these hotels will be operated by an independent third party and either will have no brand affiliation, or will be associated with a major brand, while maintaining most of its independent identity (which we refer to as “soft-branded” properties).

Revenues earned at our hotels consist of three broad categories: rooms, food and beverage, and other revenues. While approximately 63% of our revenues in 2019 are generated from room sales, the majority of our properties feature a variety of amenities that help drive demand and profitability. Our hotels typically include meeting and banquet facilities, a variety of restaurants and lounges, swimming pools, exercise facilities and/or spas, gift shops and parking facilities, the combination of which enable them to serve business, leisure and group travelers.

Our top 40 hotels by RevPAR represent approximately 70% of our total revenues. Additionally, 33 of our consolidated hotels have more than 500 rooms. The average age of our properties is 35 years, although substantially all of them have benefited from significant renovations or major additions, as well as regularly scheduled renewal and replacement expenditures and other capital improvements.

By Brand. The following table details our consolidated hotel portfolio by brand as of February 20, 2020:

Brand	Number of Hotels	Rooms	Percentage of Revenues (1)
Marriott:			
Marriott	30	20,506	37.7%
Ritz-Carlton	5	1,893	7.1
Autograph Collection	1	277	0.4
JW Marriott	4	1,909	3.2
W	2	729	1.5
St. Regis	1	232	0.4
Luxury Collection	2	1,152	3.6
Westin	10	5,077	8.4
Sheraton	3	3,370	6.0
Total Marriott	58	35,145	68.3
Hyatt:			
Andaz	1	301	1.7
Grand Hyatt	4	3,632	8.1
Hyatt Place	1	426	0.5
Hyatt Regency	5	3,405	7.6
Total Hyatt	11	7,764	17.9
Hilton:			
Curio	1	391	1.0
Hilton	1	223	0.3
Embassy Suites	1	455	0.6
Total Hilton	3	1,069	1.9
AccorHotels:			
Swissôtel	1	662	1.1
Fairmont	1	450	2.3
ibis	1	256	0.1
Novotel	1	149	0.1
Total AccorHotels	4	1,517	3.6
Other/Independent	4	1,175	3.8
	80	46,670	96%

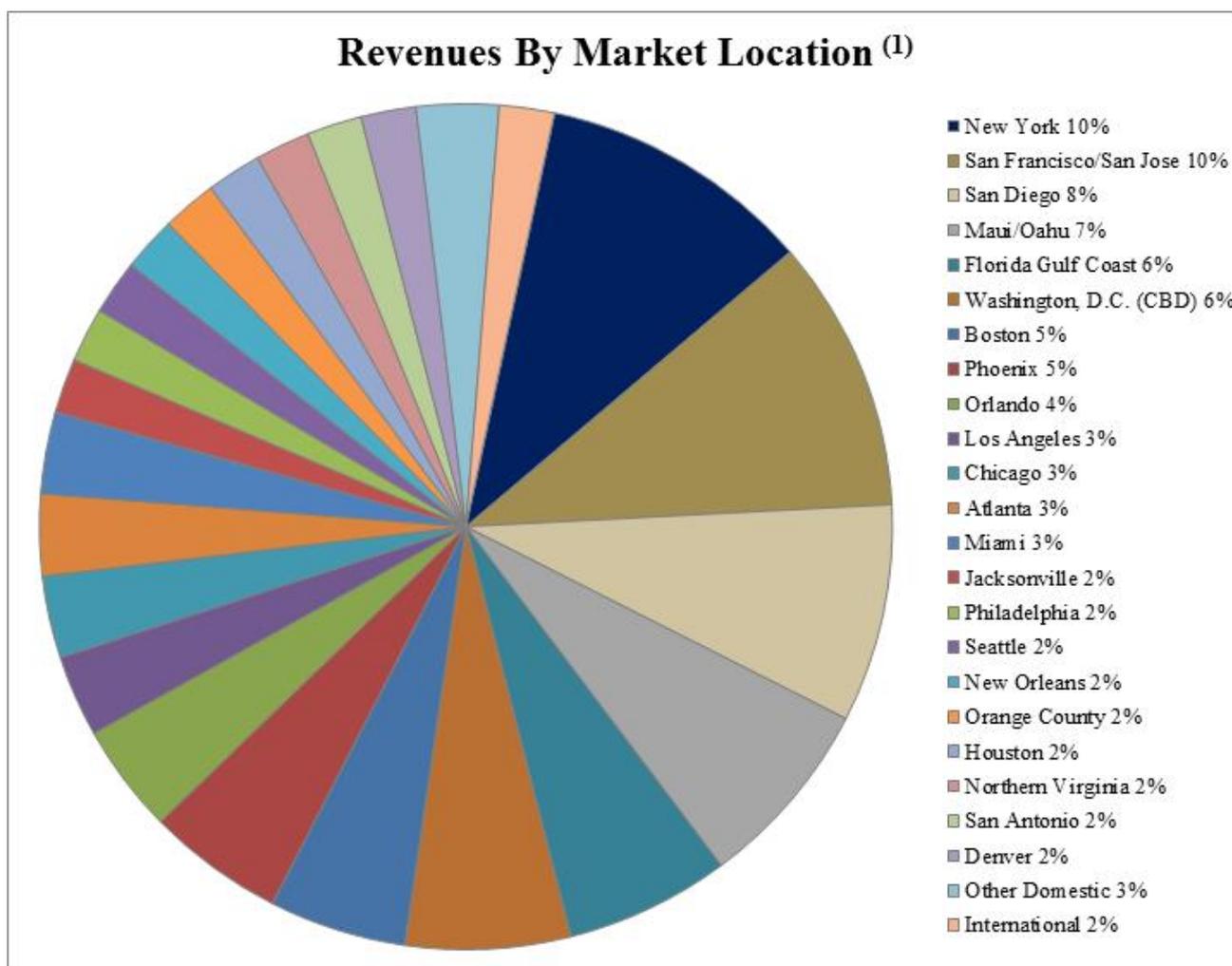
(1) Based on our 2019 revenues; sold hotels accounted for the remaining 4% of our revenues. No individual hotel contributed more than 6% of total revenues in 2019. Hotels that are not considered upper upscale or luxury constitute less than 2% of our revenues.

By Location. The following table details the locations of and number of rooms at our consolidated hotels as of February 20, 2020:

Location	Rooms	Location	Rooms
Arizona		Illinois (continued)	
The Phoenician, A Luxury Collection Resort	645	The Westin Chicago River North	445
The Camby Hotel	277	Louisiana	
The Westin Kierland Resort & Spa	732	New Orleans Marriott	1,333
California		Maryland	
Axiom Hotel, San Francisco	152	Gaithersburg Marriott Washingtonian Center	284
Coronado Island Marriott Resort & Spa (1)	300	Massachusetts	
Grand Hyatt San Francisco	668	Boston Marriott Copley Place (1)	1,144
Hyatt Regency San Francisco Airport	789	Sheraton Boston Hotel	1,220
Manchester Grand Hyatt San Diego (1)	1,628	The Westin Waltham Boston	351
Marina del Rey Marriott (1)	370	Minnesota	
Marriott Marquis San Diego Marina (1)	1,360	Minneapolis Marriott City Center	585
Newport Beach Marriott Hotel & Spa	532	New Jersey	
San Francisco Marriott Fisherman's Wharf	285	Newark Liberty International Airport Marriott (1)	591
San Francisco Marriott Marquis (1)	1,500	Sheraton Parsippany Hotel	370
San Ramon Marriott (1)	368	New York	
Santa Clara Marriott (1)	766	New York Marriott Downtown	513
The Ritz-Carlton, Marina del Rey (1)	304	New York Marriott Marquis	1,966
The Westin Los Angeles Airport (1)	747	Sheraton New York Times Square Hotel	1,780
The Westin South Coast Plaza, Costa Mesa (2)	393	Ohio	
W Hollywood (1)	305	The Westin Cincinnati (1)	456
Colorado		Pennsylvania	
Denver Marriott Tech Center	605	Philadelphia Airport Marriott (1)	419
Denver Marriott West (1)	305	The Logan	391
The Westin Denver Downtown	430	Texas	
Florida		Houston Airport Marriott at George Bush	
1 Hotel South Beach, Miami Beach	433	Intercontinental (1) (3)	573
Hilton Singer Island Oceanfront/Palm Beaches Resort	223	Houston Marriott Medical Center/Museum District (1)	395
Hyatt Regency Coconut Point Resort and Spa	454	JW Marriott Houston by the Galleria	516
Miami Marriott Biscayne Bay	600	San Antonio Marriott Rivercenter (1)	1,000
Orlando World Center Marriott	2,004	San Antonio Marriott Riverwalk	512
Tampa Airport Marriott (1)	298	The St. Regis Houston	232
The Don CeSar	347	Virginia	
The Ritz-Carlton, Amelia Island	446	Hyatt Regency Reston	518
The Ritz-Carlton, Naples	450	The Ritz-Carlton, Tysons Corner (1)	398
The Ritz-Carlton Golf Resort, Naples	295	Westfields Marriott Washington Dulles	336
YVE Hotel Miami	243	Washington	
Georgia		The Westin Seattle	891
Grand Hyatt Atlanta in Buckhead	439	W Seattle	424
JW Marriott Atlanta Buckhead	371	Washington, D.C.	
The Westin Buckhead Atlanta	365	Grand Hyatt Washington	897
The Whitley, A Luxury Collection Hotel, Atlanta Buckhead	507	Hyatt Regency Washington on Capitol Hill	838
Hawaii		JW Marriott Washington, DC	777
Andaz Maui at Wailea Resort	301	The Westin Georgetown, Washington D.C.	267
Fairmont Kea Lani, Maui	450	Washington Marriott at Metro Center	459
Hyatt Place Waikiki Beach	426	Brazil	
Hyatt Regency Maui Resort and Spa	806	ibis Rio de Janeiro Parque Olimpico	256
Illinois		JW Marriott Hotel Rio de Janeiro	245
Chicago Marriott Suites Downers Grove	254	Novotel Rio de Janeiro Parque Olimpico	149
Embassy Suites by Hilton Chicago Downtown Magnificent Mile	455	Canada	
Swissôtel Chicago	662	Calgary Marriott Downtown Hotel	388
		Marriott Downtown at CF Toronto Eaton Centre (1)	461
		Total	46,670

- (1) The land on which this hotel is built is leased from a third party under one or more lease agreements.
(2) The land, building and improvements are leased from a third party under a long-term lease agreement.
(3) This property is not wholly owned.

By Market Location: With our geographically diverse portfolio, no individual market represents more than 10% of total revenues. The following chart summarizes the composition of our consolidated hotels as of February 20, 2020 by each market location based on its percentage of 2019 revenues:



(1) Our sold hotels accounted for the remaining 4% of our 2019 revenues.

Other Real Estate Interests

We own non-controlling interests in several entities that, as of February 20, 2020, owned, or owned an interest in, 10 hotels. The operations of the properties owned by these entities are not consolidated and are included in equity in earnings in our consolidated results of operations. See Part II Item 8. “Financial Statements and Supplementary Data – Note 4. Investments in Affiliates.”

Competition

The lodging industry is highly competitive. Competition often is specific to individual markets and is based on several factors, including location, brand, guest facilities and amenities, level of service, room rates and the quality of accommodations. The lodging industry is viewed as consisting of six different categories, each of which caters to a discrete set of customer tastes and needs: luxury, upper upscale, upscale, upper midscale, midscale and economy. The classification of a hotel is based on lodging industry standards, which take into consideration many factors, such as guest facilities and amenities, level of service and quality of accommodations. Most of our hotels operate in urban and resort markets either as luxury properties under such brand names as Andaz®, Fairmont®, Grand Hyatt®, JW Marriott®, Ritz-Carlton®, St. Regis®, The Luxury Collection® and W®, or as upper upscale properties under such brand names as Embassy Suites®, Hilton®, Hyatt®, Marriott®, Marriott Marquis®, Autograph Collection®, Curio – A Collection by Hilton®, Marriott Suites®, Pullman®, Sheraton®, Swissôtel® and Westin®. (1) While our hotels compete primarily with other hotels in the luxury and upper upscale category, they also may compete with hotels in other lower-tier categories. A recent source of supply for the lodging industry has been the rapid growth of online short-term rentals, including as a flexible option for apartment buildings. Our hotels also may compete with these short-term rentals in certain markets. In addition, many management contracts for our hotels do not prohibit our managers from converting, franchising or developing other hotels in our markets. As a result, our hotels compete with other hotels that our managers may own, invest in, manage or franchise.

We also compete with other REITs and other public and private investors for the acquisition of new properties and investment opportunities as we attempt to position our portfolio to best take advantage of changes in markets and travel patterns of our customers.

Seasonality

Our hotel sales traditionally have experienced moderate seasonality, which varies based on the individual hotel and the region. Hotel sales for our consolidated portfolio were approximately 26%, 27%, 23% and 24% for the first, second, third and fourth calendar quarters, respectively, in 2019.

Environmental and Regulatory Matters

Under various federal, state and local environmental laws, ordinances and regulations, a current or previous owner or operator of real property may be liable for the costs of removal or remediation of hazardous or toxic substances. These laws may impose liability whether or not the owner or operator knew of, or was responsible for, the presence of such hazardous or toxic substances. In addition, certain environmental laws and common law principles could be used to impose liability for release of hazardous or toxic materials, and third parties may seek recovery from owners or operators of real properties for personal injury associated with exposure to released hazardous or toxic materials. Environmental laws also may impose restrictions on the way property may be used or businesses may be operated, and these restrictions may require corrective or other expenditures. In connection with our current or prior ownership or operation of hotels, we potentially may be liable for various environmental costs or liabilities. Although currently we are not aware of any material environmental claims pending or threatened against us, we can offer no assurance that a material environmental claim will not be asserted against us in the future.

Employees

As of February 20, 2020, we had 175 employees, all of which work in the United States, including our regional offices in Miami and San Diego. None of Host’s employees are covered by collective bargaining agreements. The employees at all of our U.S. and Canadian hotels are employees of our third-party hotel managers, who are responsible for hiring and maintaining employees. The number of employees referenced above does not include the hotel employees of our three hotels in Brazil, which, while technically Host employees, are under the direct supervision and control of our third-party hotel managers. Although we do not manage employees at our consolidated hotels, we still are subject to many of the costs and risks generally associated with the hotel labor force, particularly those hotels with unionized labor. For a discussion of these relationships, see Part I Item 1A. “Risk Factors—We are subject to risks associated with the employment of hotel personnel, particularly with hotels that employ unionized labor.”

(1) This annual report contains registered trademarks that are the exclusive property of their respective owners, which are companies other than us. None of the owners of these trademarks, their affiliates or any of their respective officers, directors, agents or employees, has or will have any responsibility or liability for any information contained in this annual report.

Employees at certain of our third-party managed hotels are covered by collective bargaining agreements that are subject to review and renewal on a regular basis. For a discussion of these relationships, see Part I Item 1A. “Risk Factors—We are subject to risks associated with the employment of hotel personnel, particularly with hotels that employ unionized labor.”

Where to Find Additional Information

The address of our principal executive office is 4747 Bethesda Avenue, Suite 1300, Bethesda, Maryland, 20814. Our phone number is (240) 744-1000. We maintain an internet website at: www.hosthotels.com. Through our website, we make available free of charge as soon as reasonably practicable after they are filed electronically with, or furnished to, the SEC, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The SEC also maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers at <http://www.sec.gov>.

Our website also is a key source of important information about us. We routinely post to the Investor Relations section of our website important information about our business, our operating results and our financial condition and prospects, including, for example, information about material acquisitions and dispositions, our earnings releases and certain supplemental financial information to our earnings releases. We also post to our website copies of investor presentations, which also contain important information about us, and we update those presentations periodically. The website has a Governance page in the Our Company section that includes, among other things, copies of our Bylaws, our Code of Business Conduct and Ethics, our Corporate Governance Guidelines and the charters for each standing committee of Host Inc.’s Board of Directors, which currently include the Audit Committee, the Compensation Policy Committee and the Nominating and Corporate Governance Committee. Copies of these charters and policies, Host Inc.’s Bylaws and Host L.P.’s partnership agreement also are available in print to stockholders and unitholders upon request to Host Hotels & Resorts, Inc., 4747 Bethesda Avenue, Suite 1300, Bethesda, Maryland 20814, Attn: Secretary. Please note that the information contained on our website is not incorporated by reference in, or considered to be a part of, any document, unless expressly incorporated by reference therein.

Item 1A. Risk Factors

For an enterprise as large and complex as we are, a wide range of factors could materially affect future results and performance. The statements in this section describe the major risks to our business and should be considered carefully. In addition, these statements constitute our cautionary statements under the Private Securities Litigation Reform Act of 1995.

Financial Risks and Risks of Operation

Our revenues and the value of our hotels are subject to conditions affecting the lodging industry.

The performance of the lodging industry traditionally has been affected by the strength of the general economy and, specifically, growth in gross domestic product (“GDP”). Because lodging industry demand typically follows the general economy, the lodging industry is highly cyclical, which contributes to potentially large fluctuations in our financial condition and our results of operations. Changes in travel patterns of both business and leisure travelers, particularly during periods of economic contraction or low levels of economic growth, may create difficulties for the industry over the long-term and adversely affect our results of operations.

In addition, the majority of our hotels are classified as luxury or upper upscale and generally target business and high-end leisure travelers. In periods of economic difficulties, business and leisure travelers may seek to reduce travel costs by limiting travel or seeking to reduce the cost of their trips. Consequently, our hotels may be more susceptible to a decrease in revenues during an economic downturn, as compared to hotels in other categories that have lower room rates. For instance, reductions in overall travel and reductions in travel to luxury and upper upscale hotels during the recession in 2008 and 2009 significantly affected our results of operations.

Other circumstances affecting the lodging industry which may affect our performance and the forecasts we make include:

- the effect on lodging demand of changes in national and local economic and business conditions, including concerns about the duration and strength of U.S. economic growth, global economic prospects, consumer confidence and the value of the U.S. dollar;
- factors that may shape public perception of travel to a particular location, such as natural disasters, weather events, pandemics and outbreaks of contagious diseases, such as the coronavirus originating in China (see “Management’s Discussion and Analysis of Financial Condition and Results of Operations – 2020 Outlook”), and the occurrence or potential occurrence of terrorist attacks, all of which will affect occupancy rates at our hotels and the demand for hotel products and services;

- risks that U.S. immigration policies will suppress international travel to the United States generally or decrease the labor pool;
- the impact of geopolitical developments outside the U.S., such as the pace of economic growth in Europe, the effects of the United Kingdom's withdrawal from the European Union, trade tensions and tariffs between the United States and its trading partners such as China, or conflicts in the Middle East, all of which could affect global travel and lodging demand within the United States;
- volatility in global financial and credit markets, and the impact of budget deficits and pending and future U.S. governmental action to address such deficits through reductions in spending and similar austerity measures, as well as the impact of U.S. government shutdowns, which could materially adversely affect U.S. and global economic conditions, business activity, credit availability, borrowing costs, and lodging demand;
- operating risks associated with the hotel business, including the effect of labor stoppages or strikes, increasing operating or labor costs or changes in workplace rules that affect labor costs;
- the ability of our hotels to compete effectively against other lodging businesses in the highly competitive markets in which we operate in areas such as access, location, quality of accommodations and room rate structures;
- changes in the desirability of the geographic regions of the hotels in our portfolio or in the travel patterns of hotel customers;
- changes in taxes and governmental regulations that influence or set wages, hotel employee health care costs, prices, interest rates or construction and maintenance procedures and costs;
- the ability of third-party internet and other travel intermediaries to attract and retain customers; and
- decreases in the frequency of business travel that may result from alternatives to in-person meetings, including virtual meetings hosted online or over private teleconferencing networks.

We cannot assure you that adverse changes in the general economy or other circumstances that affect the lodging industry will not have an adverse effect on the hotel revenues or earnings at our hotels. A reduction in our revenues or earnings because of the above risks may reduce our working capital, impact our long-term business strategy and impact the value of our assets and our ability to meet certain covenants in our existing debt agreements. In addition, we may incur impairment expense in the future, which expense will affect negatively our results of operations. We can provide no assurance that any impairment expense recognized will not be material to our results of operations.

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

We depend on external sources of capital for future growth; therefore, any disruption to our ability to access capital at times, and on terms reasonably acceptable to us, may affect adversely our business and results of operations.

Since we have elected REIT status, Host Inc. must finance its growth and fund debt repayments largely with external sources of capital because it is required to pay dividends to its stockholders in an amount equal to at least 90% of its taxable income (other than net capital gain) each year in order to qualify as a REIT. Funds used by Host Inc. to make required dividends are provided by distributions from Host L.P. Our ability to access external capital could be hampered by several factors, many of which are outside of our control, including:

- price volatility, dislocations and liquidity disruptions in the U.S. and global equity and credit markets;
- changes in market perception of our growth potential, including rating agency downgrades by Moody's Investors Service, Standard & Poor's Ratings Services or Fitch Ratings;
- decreases in our current or estimated future earnings;
- decreases or fluctuations in the market price of the common stock of Host Inc.;
- increases in interest rates; and
- the terms of our existing indebtedness which, under certain circumstances, restrict our incurrence of additional debt.

The occurrence of any of these factors, individually or in combination, could prevent us from being able to obtain the external capital we require on terms that are acceptable to us, or at all, which could have a material adverse effect on our ability to finance our future growth and on our results of operations and financial condition. Potential consequences of disruptions in U.S. and global equity and credit markets and, as a result, an inability for us to access external capital at times, and on terms, reasonably acceptable to us could include:

- a need to seek alternative sources of capital with less attractive terms, such as more restrictive covenants and shorter maturity;
- adverse effects on our financial condition and liquidity, and our ability to meet our anticipated requirements for working capital, debt service and capital expenditures;
- higher costs of capital;
- an inability to enter into derivative contracts in order to hedge risks associated with changes in interest rates and foreign currency exchange rates; or
- an inability to execute on our acquisition strategy.

We operate in a highly competitive industry.

The lodging industry is highly competitive. Our principal competitors are other owners and investors in upper upscale and luxury full-service hotels, including other lodging REITs. Our hotels face strong competition for individual guests, group reservations and conference business from major hospitality chains with well-established and recognized brands as well as from other smaller hotel chains, independent and local hotel owners and operators. We compete for customers primarily based on brand name recognition and reputation, as well as location, room rates, property size and availability of rooms and conference space, quality of the accommodations, customer satisfaction, amenities and the ability to earn and redeem loyalty program points. New hotels may be constructed and these additions to supply create new competitors, in some cases without corresponding increases in demand for hotel rooms. Our competitors may have similar or greater commercial and financial resources which allow them to improve their hotels in ways that affect our ability to compete for guests effectively and adversely affect our revenues and profitability as well as limit or slow our future growth.

We also compete for hotel acquisitions with others that have similar investment objectives to ours. This competition could limit the number of investment opportunities that we find suitable for our business. It also may increase the bargaining power of hotel owners seeking to sell to us, making it more difficult for us to acquire new hotels on attractive terms or on the terms contemplated in our business plan.

There are inherent risks with investments in real estate, including their relative illiquidity.

Investments in real estate are inherently illiquid and generally cannot be sold quickly. For this reason, we cannot predict whether we will be able to sell any hotel that we desire to sell for the price or on terms acceptable to us, or the length of time needed to find a willing purchaser and to close on the sale of a hotel. Therefore, we may not be able to vary the composition of our portfolio promptly in response to changing economic, financial and investment conditions and dispose of hotels at opportune times or on favorable terms, which may adversely affect our cash flows and our ability to pay dividends to stockholders.

In addition, real estate ownership is subject to various risks, including:

- government regulations relating to real estate ownership or operations, including tax, environmental, zoning and eminent domain laws;
- loss in value of real estate due to changes in market conditions or the area in which it is located;
- potential civil liability for accidents or other occurrences on owned or leased properties;
- the ongoing need for owner-funded capital improvements and expenditures in order to maintain or upgrade hotels;
- periodic total or partial closures due to renovations and facility improvements;
- changes in tax laws and property taxes, or an increase in the assessed valuation of a hotel for real estate tax purposes; and
- force majeure events, such as earthquakes, hurricanes, floods or other possibly uninsured losses.

We have significant indebtedness and may incur additional indebtedness.

As of December 31, 2019, we and our subsidiaries had total indebtedness of approximately \$3.8 billion. Our indebtedness requires us to commit a significant portion of our annual cash flow from operations to debt service payments, which reduces the availability of our cash flow to fund working capital, capital expenditures, expansion efforts, dividends and distributions and other general corporate needs. Additionally, our substantial indebtedness could:

- make it more difficult for us to satisfy our obligations with respect to our indebtedness;
- limit our ability in the future to undertake refinancings of our debt or to obtain financing for expenditures, acquisitions, development or other general corporate needs on terms and conditions acceptable to us, if at all; or
- affect adversely our ability to compete effectively or operate successfully under adverse economic conditions.

If our cash flow and working capital are not sufficient to fund our expenditures or service our indebtedness, we will be required to raise additional funds through:

- sales of OP units of Host L.P. or common stock of Host Inc.;
- the incurrence of additional permitted indebtedness by Host L.P.; or
- sales of our assets.

We cannot make any assurances that any of these sources of funds will be available to us or, if available, will be on terms that we would find acceptable or in amounts sufficient to meet our obligations or fulfill our business plan. Under certain circumstances, we would be required to use the cash generated by any or all the events described above to repay other indebtedness.

The terms of our indebtedness and preferred OP units place restrictions on us and on our subsidiaries and these restrictions reduce our operational flexibility and create default risks.

We are, and may in the future become, party to agreements and instruments that place restrictions on us and on our subsidiaries. For instance, the covenants in the documents governing the terms of our senior notes and our credit facility restrict, among other things, our ability to:

- execute acquisitions, mergers or consolidations, unless the successor entity in such transaction assumes our indebtedness;
- incur additional indebtedness in excess of certain thresholds and without satisfying certain financial metrics;
- incur liens securing indebtedness, unless provision is made to secure our other indebtedness by such liens;
- sell hotels without using the proceeds from such sales for certain permitted uses or to make an offer to repay or repurchase outstanding indebtedness;
- pay dividends on classes and series of Host Inc. capital stock and pay distributions on Host L.P.'s classes of units without satisfying certain financial metrics concerning leverage, fixed charge coverage and unsecured interest coverage; and
- conduct transactions with affiliates on other than an arm's length basis and, in certain instances, without obtaining opinions as to the fairness of such transactions.

In addition, certain covenants in our credit facility also require us and our subsidiaries to meet financial metrics. The restrictive covenants in the applicable indenture(s), the credit facility and the documents governing our other debt (including any mortgage debt we incur in the future) will reduce our flexibility in conducting our operations and will limit our ability to engage in activities that may be in our long-term best interest. Failure to comply with these restrictive covenants could result in an event of default that, if not cured or waived, could result in the acceleration of all or a substantial portion of our indebtedness. For a detailed description of the covenants and restrictions imposed by the documents governing our indebtedness, see Part II Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations—Financial Condition."

An increase in interest rates would increase the interest costs on our credit facility and on our floating rate indebtedness and could impact adversely our ability to refinance existing indebtedness or to sell assets.

Interest payments for borrowings on our credit facility and the mortgages on certain non-consolidated properties are based on floating rates. As a result, an increase in interest rates will reduce our cash flow available for other corporate purposes, including investments in our portfolio. As of December 31, 2019, approximately 26% of our debt is subject to floating interest rates.

Rising interest rates also could limit our ability to refinance existing indebtedness when it matures and increase interest costs on any indebtedness that is refinanced. We may from time to time enter into agreements such as floating-to-fixed interest rate swaps, caps, floors and other hedging contracts in order to fully or partially hedge against the cash flow effects of changes in interest rates for floating rate debt. These agreements expose us to the risk that other parties to the agreements will not perform or that the agreements will be unenforceable. In addition, an increase in interest rates could decrease the amount third parties are willing to pay for our hotels, thereby limiting our ability to dispose of them as part of our business strategy.

A portion of our long-term indebtedness, specifically \$1 billion of credit facility term loans, bears interest at floating interest rates based on USD-LIBOR, which may be subject to regulatory guidance and/or reform that could cause interest rates under our current or future debt agreements to perform differently than in the past or cause other unanticipated consequences. The U.K. Financial Conduct Authority, which regulates LIBOR, has announced that it intends to stop encouraging or requiring banks to submit LIBOR rates after 2021, and it is unclear if LIBOR will cease to exist or if new methods of calculating LIBOR will evolve. If LIBOR ceases to exist or if the methods of calculating LIBOR change from their current form, interest rates on our current or future indebtedness may be adversely affected.

Our expenses may not decrease if our revenues decrease.

Many of the expenses associated with owning and operating hotels, such as debt-service payments, property taxes, insurance, utilities, and employee wages and benefits, are relatively inflexible. They do not necessarily decrease directly with a reduction in revenues at the hotels and may be subject to increases that are not tied to the performance of our hotels or the increase in the rate of inflation generally. Also, as of December 31, 2019, 22 of our hotels are subject to third-party ground leases, which generally require periodic increases in ground rent payments. Our ability to make these rent payments could be affected adversely if our hotel revenues do not increase at the same or a greater rate than the increases in rent payments under the ground leases. For further information on our ground leases, please see Exhibit 99.1 filed with this report.

Additionally, certain costs, such as wages, benefits and insurance, may exceed the rate of inflation in any given period. In the event of a significant decrease in demand, our hotel managers may not be able to reduce the size of hotel work forces in order to decrease wages and benefits. Our managers also may be unable to offset any fixed or increased expenses with higher room rates. Any of our efforts to reduce operating costs also could adversely affect the future growth of our business and the value of our hotels.

Our acquisition or disposition of hotels may have a significant effect on our business, liquidity, financial position and/or results of operations.

We may acquire hotels through various structures, including transactions involving portfolios, single assets, joint ventures and acquisitions of all or substantially all of the securities or assets of other REITs or similar real estate ownership entities. We anticipate that our acquisitions will be financed with a combination of methods and a variety of sources of external capital, including proceeds from Host Inc. equity offerings, issuance of limited partner interests of Host L.P., advances under our credit facility, the incurrence or assumption of indebtedness and proceeds from the sale of hotels. Our inability to access external sources of capital may limit our ability to finance acquisitions. For a discussion of factors that may limit our access to sources of capital, see “—We depend on external sources of capital for future growth; therefore, any disruption to our ability to access capital at times, and on terms reasonably acceptable to us, may affect adversely our business and results of operations.” In addition, certain of these factors, such as disruption in the global capital markets, may limit the ability of purchasers to finance their acquisition of our hotels and therefore our ability to use disposition proceeds to finance our acquisitions.

We routinely are actively engaged in the process of identifying, analyzing and negotiating possible transactions for acquiring hotels. We cannot provide any assurances that we will be successful in consummating future acquisitions on favorable terms or that we will realize the benefits that we anticipate from such acquisitions. Our failure to realize the intended benefits from one or more acquisitions could have a significant adverse effect on our business, liquidity, financial position and/or results of operations. These adverse effects may occur because the performance of the hotel does not support the additional indebtedness and related interest expense that we incurred as a result of the acquisition. In addition, hotels and entities that we have acquired, or may in the future acquire, may be subject to unknown or contingent liabilities for which we may have no recourse, or only limited recourse, against the sellers. In general, the representations and warranties provided in the transaction agreements may not survive long enough for us to become aware of such liabilities and to seek recourse against our sellers and indemnification covering representations and warranties often is limited and subject to various materiality thresholds, a significant deductible or an aggregate cap on losses. As a result, there is no guarantee that we will recover any amounts with respect to losses due to breaches by the sellers of their representations and warranties. The total amount of costs and expenses that may be incurred with respect to liabilities associated with acquired hotels and entities may exceed our expectations, plus we may experience other unanticipated adverse effects, all of which may affect adversely our revenues, expenses, operating results and financial condition. Finally, indemnification agreements between us and the sellers typically provide that the sellers will retain certain limited liabilities relating to the hotels and entities acquired by us. While the sellers generally are contractually obligated to pay all losses and other expenses relating to such retained liabilities without regard to survival limitations, materiality thresholds, deductibles or caps on losses, there can be no guarantee that such arrangements will not require us to incur losses or other expenses in addition to those incurred by the sellers.

We also are actively engaged in the process of identifying, analyzing and negotiating possible transactions for disposing of certain of our hotels. Under current market conditions, based on our experience, we expect that any future sale of our hotels may be effected through any of several structures, including sale transactions involving portfolios or single assets, joint ventures with third parties and distributions of hotels to our security holders. We anticipate that any potential purchaser of our hotels may finance its purchase through a combination of methods, including cash or the issuance to us of its securities or those of one of its affiliates. Therefore, to maximize the value of hotels that we may in the future decide to sell, we may consider a range of transaction structures that we determine under the circumstances to be in our best interest. We cannot provide any assurances that we will successfully conclude any transaction to dispose of any one or more of our hotels or that the terms of any such transaction will maximize the value of hotels being sold.

We may not achieve the value we anticipate from new hotel developments or value enhancement projects at our existing hotels.

We currently are, and in the future may be, involved in the development or redevelopment of hotels, timeshare units or other alternate uses of portions of our existing hotels, including the development of retail, office or apartments, and including through joint ventures. There are risks inherent in any new development, including:

- We may not obtain the zoning, occupancy and other required governmental permits and authorizations necessary to complete the development. A delay in receiving these approvals could affect adversely the returns we expect to receive.
- Any new construction involves the possibility of construction delays and cost overruns that may increase project costs.
- Defects in design or construction may result in delays and additional costs to remedy the defect or require a portion of a hotel to be closed during the period required to remedy the defect.
- We may not be able to meet the loan covenants in any indebtedness obtained to fund the new development, creating default risks.
- Natural or manmade disasters may delay construction or increase construction costs.
- Risks related to change in economic and market conditions between development commencement and stabilization.
- The development of timeshare units could become less attractive due to decreases in demand for residential, fractional or interval ownership, increases in mortgage rates and/or decreases in mortgage availability, market absorption or oversupply, with the result that we may not be able to sell the timeshare units for a profit or at the prices or selling pace we initially anticipated.

In addition, to the extent that developments are conducted through joint ventures, this creates additional risks, including the possibility that our partners may not meet their financial obligations or will develop business interests, policies or objectives that are inconsistent with ours. See “—We may acquire hotels in joint ventures with third parties that could result in conflicts.”

Any of the above factors could affect adversely our and our partners’ ability to complete the developments on schedule and consistent with the scope that currently is contemplated, or to achieve the intended value of these projects. For these reasons, there can be no assurances of the value to be realized by us from these transactions or any future similar transactions.

We do not control our hotel operations and we are dependent on the managers of our hotels.

To maintain our status as a REIT, we are not permitted to operate or manage any of our hotels. As a result, we, through our taxable REIT subsidiaries, have entered into management agreements with third-party managers to operate our hotels. For this reason, we are unable to directly implement strategic business decisions with respect to the daily operation and marketing of our hotels, such as decisions with respect to the setting of room rates, food and beverage pricing and certain similar matters. Although we consult with our hotel operators with respect to strategic business plans, the hotel operators are under no obligation to implement any of our recommendations with respect to these matters. While we monitor the hotel managers’ performance, we have limited recourse under our management agreements if we believe that the hotel managers are not performing adequately. The cash flow from our hotels may be affected adversely if our managers fail to provide quality services and amenities or if they or their affiliates fail to maintain a quality brand name. Because our management agreements are long-term in nature, we also may not be able to terminate these agreements if we believe the manager is not performing adequately.

From time to time, we have had, and continue to have, disputes with the managers of our hotels over their performance and compliance with the terms of our management agreements. We generally resolve issues with our managers through discussions and negotiations. However, if we are unable to reach satisfactory results through discussions and negotiations, we may choose to litigate the dispute or submit the matter to third-party dispute resolution. Failure by our hotel managers to fully perform the duties agreed to in our management agreements or the failure of our managers to adequately manage the risks associated with hotel operations could affect adversely our results of operations.

In addition, our hotel managers or their affiliates manage, and in some cases own, have invested in, or provided credit support or operating guarantees, to hotels that compete with our hotels, all of which may result in conflicts of interest. As a result, our hotel managers have in the past made, and may in the future make, decisions regarding competing lodging facilities that are not or would not be in our best interest.

Furthermore, our management agreements for our brand managed properties generally have provisions that can restrict our ability to sell, lease or otherwise transfer our hotels, unless the transferee is not a competitor of the manager and the transferee assumes the related management agreements and meets other specified conditions. Our ability to finance or sell our hotels, depending upon the structure of the transactions, may require the manager's consent. Similarly, decisions with respect to the repositioning of a hotel, such as the outsourcing of food and beverage outlets, also may require the manager's consent.

The properties managed by Marriott International account for most of our revenues and operating income. Adverse developments in Marriott's business and affairs or financial condition could have a material adverse effect on us.

Approximately 68% of our hotels (as measured by 2019 revenues) are managed or franchised by Marriott International. We rely on Marriott's personnel, expertise, technical resources and information systems, proprietary information, good faith and judgment to manage and maintain our hotel operations efficiently, effectively, profitably and in compliance with the terms, responsibilities and duties of our management agreements and all applicable laws and regulations. Any adverse developments in Marriott's business and affairs or financial condition could impair its ability to manage our hotels and could have a material adverse effect on us. See, for example, "*Cyber threats and the risk of data breaches or disruptions of our managers' or our own information technology systems could materially adversely affect our business*" for a discussion of the database security breach disclosed by Marriott and its possible effects on our business and hotel operations.

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

Our third-party managers are responsible for hiring, maintaining and managing the labor force at each of our hotels. We do not directly employ or manage employees at our consolidated hotels (other than employing, but not managing, directing or supervising, the employees at our three hotels in Brazil). However, we remain subject to many of the costs and risks generally associated with the hotel labor force, particularly at those hotels with unionized labor. From time to time, hotel operations may be disrupted because of strikes, lockouts, public demonstrations or other negative actions and publicity. We also may incur increased legal costs and indirect labor costs because of disputes involving our third-party managers and their labor force or other events. The resolution of labor disputes or re-negotiated labor contracts could lead to increased labor costs, a significant component of our hotel operating costs, either by increases in wages or benefits or by changes in work rules that raise hotel operating costs. As we are not the employer nor bound by any collective bargaining agreement, we do not negotiate with any labor organization, and it is the responsibility of each property's manager to enter into such labor contracts. Our ability, if any, to have any meaningful impact on the outcome of these negotiations is restricted by and dependent on the individual management agreement covering a specific hotel and we may have little ability to control the outcome of these negotiations.

Our hotels have an ongoing need for renovations and potentially significant capital expenditures in order to remain competitive in the marketplace, to maintain brand standards or to comply with applicable laws or regulations. The timing and costs of such renovations or improvements may result in reduced operating performance during construction and may not improve the return on these investments.

We will need to make capital expenditures in order to remain competitive with other hotels, to maintain the economic value of our hotels and to comply with applicable laws and regulations. We also are required by our hotel management agreements, and may be required under future loan agreements, to make agreed upon capital expenditures to our hotels. In addition, the timing of these improvements can affect hotel performance, particularly if the improvements require closure of a significant number of rooms or other features of the hotels, such as ballrooms, meeting space and restaurants. These capital improvements reduce the availability of cash for other purposes and are subject to cost overruns and delays. In addition, because we depend on external sources of capital, we may not have the necessary funds to invest and, if we fail to maintain our hotels in accordance with brand standards set by our managers, they may terminate the management agreement. Moreover, we may not necessarily realize a significant, or any, improvement in the performance of the hotels at which we make these investments.

A large proportion of our hotels are located in a limited number of large urban cities and, accordingly, we could be disproportionately harmed by adverse changes to these markets, a natural disaster or the threat of a terrorist attack.

Hotels in the following cities and markets represented approximately 71% of our 2019 revenues: New York, Washington, D.C., San Diego, San Francisco, Boston, Florida, Hawaii, Atlanta, and Los Angeles. An economic downturn, an increase in hotel supply in these cities and markets, a natural disaster, a terrorist attack or similar disaster in any one of these cities and markets likely would cause a decline in hotel demand and adversely affect occupancy rates, the financial performance of our hotels in these cities and markets and our overall results of operations. For example, in September 2017, our operations in Florida and Houston were impacted negatively by Hurricanes Irma and Harvey. In 2013, decreased U.S. government demand for hotel rooms (approximately 5% of our business) in markets such as Washington, D.C. had a negative impact on our results of operations.

The threat of terrorism also may negatively impact hotel occupancy and average daily rate, due to resulting disruptions in business and leisure travel patterns and concerns about travel safety. Hotels in major metropolitan areas, such as the major cities that represent our largest markets, may be particularly adversely affected due to concerns about travel safety. The possibility of future attacks may hamper business and leisure travel patterns and, accordingly, the performance of our business and our operations.

The ownership of hotels outside the United States will expose us to risks related to owning hotels in those international markets.

As of December 31, 2019, we own directly five hotels located outside the United States. We also are party to a joint venture that owns a non-controlling interest in seven hotels and an office building in India. Our international hotels accounted for approximately 2% of our 2019 revenues. We may have difficulty managing entry into new geographic markets where we have limited knowledge and understanding of the local economy, an absence of business relationships in the area, or unfamiliarity with local governmental and permitting procedures and regulations. There are risks inherent in conducting business outside the United States, which include:

- risks of non-compliance with varied and unfamiliar employment laws and practices;
- tax laws, which may provide for corporate income or other taxes or tax rates that exceed those of the U.S. and which may provide that foreign earnings that are repatriated, directly or indirectly, are subject to dividend withholding tax requirements or other restrictions and which may affect our ability to repatriate non-U.S. earnings in a tax efficient manner;
- compliance with and unexpected changes in regulatory requirements or monetary policy;
- the willingness of domestic or international lenders to provide financing and changes in the availability, cost and terms of such financing;
- rapid adverse changes in local, political, economic and market conditions;
- the ability to obtain insurance coverage related to terrorist events;
- changes of interest rates and/or currency exchange rates and hyperinflation or deflation and difficulties in hedging these risks;
- regulations regarding the incurrence of indebtedness;
- difficulties involved in managing an organization doing business in many different countries; and
- difficulties in complying with U.S. rules governing REITs while operating outside the United States.

Any of these factors could affect adversely our ability to obtain all of the intended benefits of our international operations. If we do not effectively manage and successfully integrate the international hotels into our organization, our operating results and financial condition may be adversely affected.

We may acquire hotels in joint ventures with third parties that could result in conflicts.

We have made investments in joint ventures and are exploring further investment opportunities. We may, from time to time, invest as a co-venturer in other entities owning hotels instead of purchasing them directly. We also may sell interests in existing hotels to a third party as part of forming a joint venture with the third party. Investments in joint ventures may involve risks not present were a third party not involved, including the possibility that partners or co-venturers might become bankrupt or fail to fund their share of required capital contributions. Co-venturers often share control over the operations of a joint venture. Actions by a co-venturer also could subject the hotels to additional risks as a result of the following and other unforeseen circumstances:

- our co-venturer might have economic or business interests or goals that are inconsistent with our, or the joint venture's, interests or goals; or
- our co-venturer may be in a position to take action contrary to our instructions or requests, or contrary to our policies or objectives.

For certain joint ventures, we might not be able to take action without the approval of our joint venture partners. Disputes between us and our partners or co-venturers may result in litigation or arbitration that would increase our expenses and may negatively impact hotel operations.

Although our joint ventures may generate positive cash flow, in some cases they may be unable to distribute cash flows to the joint venture partners due to tax laws or other restrictions on our ability to repatriate non-U.S. earnings in a tax efficient manner. Additionally, in some cases our joint venture partners share control over distributions and may choose to retain capital in the joint venture rather than to distribute it. Because our ability to generate cash flow from our joint ventures depends in part on their ability to distribute capital to us, our failure to receive distributions from our joint ventures could reduce our cash flow return on these investments.

The growth of internet reservation channels could adversely affect our business.

A significant percentage of hotel rooms for individual or “transient” customers are booked through internet travel intermediaries. Search engines and peer-to-peer inventory sources also provide online travel services that compete with our hotels. If bookings shift to higher cost distribution channels, including these internet travel intermediaries, it could materially impact our revenues and profitability. Additionally, as intermediary bookings increase, they may be able to obtain higher commissions, reduced room rates or other significant contract concessions from the brands and hotel management companies managing and operating our hotels. Also, although internet travel intermediaries traditionally have competed to attract transient business rather than group and convention business, in recent years they have expanded their business to include marketing to large group and convention business. If that expansion continues, it could both divert group and convention business away from our hotels and increase our cost of sales for group and convention business. Consolidation of internet travel intermediaries, and the entry of major internet companies into the internet travel bookings business, also could divert bookings away from the websites of our hotel managers and increase our cost of sales.

Some potential losses are not covered by insurance.

We carry comprehensive insurance coverage for general liability, property, business interruption, cyber threats, terrorism and other risks with respect to all our hotels and other properties. In a limited number of instances, properties may instead be insured under the hotel manager’s policies. As of February 2020, all consolidated hotels currently are covered under the company’s insurance. These policies offer coverage features and insured limits that we believe are customary for similar types of properties. Generally, our “all-risk” property policies provide coverage that is available on a per-occurrence basis and that, for each occurrence, has an overall limit, as well as various sub-limits, on the amount of insurance proceeds we can receive. Sub-limits exist for certain types of claims, such as service interruption, debris removal, expediting costs, landscaping replacement and natural disasters such as earthquakes, floods and hurricanes, and may be subject to annual aggregate coverage limits. The dollar amounts of these sub-limits are significantly lower than the dollar amounts of the overall coverage limit. In this regard, hotels in certain of our markets, including California, Florida, Hawaii, Houston, New Orleans and Seattle, have in the past been and continue to be particularly susceptible to damage from natural disasters and the applicable sublimits are significantly lower than the total value of the hotels we own in states where natural disasters are possible. Recovery under the applicable policies also is subject to substantial deductibles and complex calculations of lost business income. There is no assurance that this insurance, where maintained, will fully fund the re-building or restoration of a hotel that is impacted by an earthquake, hurricane, or other natural disaster, or the income lost as a result of the damage. Our property insurance policies also provide that all of the claims from each of our properties resulting from a particular insurable event must be combined for purposes of evaluating whether the aggregate limits and sub-limits provided in our policies have been exceeded and, in the case where the manager of one of our hotels provides this coverage, any such claims will be combined with the claims of other owners participating in the manager’s program for the same purpose. Therefore, if an insurable event occurs that affects more than one of our hotels, the claims from each affected hotel will be added together to determine whether the aggregate limit or sub-limits, depending on the type of claim, have been reached. Each affected hotel only may receive a proportional share of the amount of insurance proceeds provided for under the policy if the total value of the loss exceeds the aggregate limits available. For example, if a hurricane were to cause widespread damage to Florida or up the East Coast, claims from each of our hotels would be aggregated against the policy limit or sub-limit and likely would exceed the applicable limit or sub-limit. We may incur losses in excess of insured limits and we may be even less likely to receive complete coverage for risks that affect multiple properties, such as earthquakes, hurricanes, or certain types of terrorism.

In addition, there are other risks, such as certain environmental hazards, that may be deemed to fall completely outside the general coverage limits of our policies or may be uninsurable or too expensive to justify coverage. We also may encounter challenges with an insurance provider regarding whether it will pay a particular claim that we believe to be covered under our policy. Should a loss in excess of insured limits or an uninsured loss occur, or should we be unsuccessful in obtaining coverage from an insurance carrier, we could lose all or a part of the capital we have invested in a hotel, as well as the anticipated future revenues from the hotel. In that event, we might nevertheless remain obligated for any mortgage debt or other financial obligations related to the hotel.

Full insurance recovery for terrorist acts may not be possible.

We generally obtain terrorism insurance to cover property damage caused by acts of terrorism under separate standalone policies of insurance as well as policies on U.S. hotels which currently are subject to U.S. federal government cost sharing as provided in the Terrorism Risk Insurance Program Reauthorization Act (“TRIP”), which has been extended through December 31, 2027. We also have terrorism insurance under our general liability program and in our program for directors’ and officers’ coverage. We may not be able to recover fully under our existing terrorism insurance policies for losses caused by some types of terrorist acts, and no U.S. legislation or regulations ensure that we will be able to obtain terrorism insurance in adequate amounts or at acceptable premium levels in the future.

In addition, insurance coverage for nuclear, biological, chemical and radiological (“NBCR”) perils is extremely limited. TRIP distinguishes between “direct insurers” (those which write policies directly insuring commercial businesses) and “reinsurers” (those which issue policies to direct insurers, absorbing some of the risk in the direct insurers’ policies). TRIP requires direct insurers to offer terrorism insurance, except for NBCR perils, and most direct insurers have been unwilling to provide NBCR coverage, even with government reimbursement. TRIP does not require reinsurers to provide any terrorism coverage. Any damage related to war and to NBCR incidents, therefore, is excluded under our policies covering our U.S. hotels. Moreover, our foreign hotels also are not covered against NBCR perils. We obtain a certain amount of property insurance coverage on our U.S. hotels for NBCR perils through our wholly-owned subsidiary that acts as our direct insurer against such perils to the extent of reimbursement under TRIP. The U.S. Treasury Department must certify an event as terrorism, or no coverage will be forthcoming under TRIP. We ultimately are responsible for any loss borne by our insurance subsidiary.

As a result of the above, there remains uncertainty regarding the adequacy and cost of terrorism coverage that will be available to protect our interests in the event of terrorist attacks that impact our hotels.

Cyber threats and the risk of data breaches or disruptions of our managers’ or our own information technology systems could materially adversely affect our business.

Our third party hotel managers are dependent on information technology networks and systems, including the internet, to access, process, transmit and store proprietary and customer information. These complex networks include reservation systems, vacation exchange systems, hotel management systems, customer databases, call centers, administrative systems, and third party vendor systems. These systems require the collection and retention of large volumes of personally identifiable information of hotel guests, including credit card numbers and passport numbers. Our hotel managers may store and process such proprietary and customer information both on systems located at the hotels that we own and other hotels that they operate and manage, their corporate locations and at third-party owned facilities, including, for example, in a third-party hosted cloud environment. These information networks and systems have been and continue to be vulnerable to threats such as system, network or internet failures; computer hacking or business disruption; cyber-terrorism; viruses, worms or other malicious software programs; and employee error, negligence or fraud. These threats can be introduced in any number of ways, including through third parties accessing our hotel managers’ information networks and systems. The risks from these cyber threats are significant and, as discussed below, Marriott International experienced a material data security breach involving the acquired Starwood guest reservation database.

2018 Marriott Guest Reservation Database Security Breach. In November 2018, Marriott International disclosed its discovery of a data security breach involving the acquired Starwood guest reservation database. Marriott’s investigation determined that there was unauthorized access to the database, which contained guest information relating to reservations at Starwood properties, on or before September 10, 2018 and that there had been unauthorized access to the Starwood network since 2014. Marriott disclosed that an unauthorized party had copied and encrypted information and took steps towards removing it. Marriott believes it contains information on up to approximately 383 million guests who made a reservation at a Starwood property. As of this date, Marriott has been named as a defendant in approximately one hundred lawsuits arising out of the database breach and also has been named as a subject of investigations in progress by various Federal, state and foreign governmental authorities.

We rely on the security systems of our managers to protect proprietary and hotel customer information from these threats. Any compromise of our managers’ networks could result in a disruption to our managers’ operations, such as the disruption in fulfilling guest reservations, delayed bookings or sales, or lost guest reservations. Any of these events could, in turn, result in disruption of the operations of the hotels that we own that are managed by them, in increased costs and in potential litigation and liability. All our major hotel management companies and a majority of our third-party operators maintain insurance against cyber threats. However, these policies provide varying limits and may be subject to sub-limits for certain types of claims, and it is not expected that these policies will provide a total recovery of all potential losses. In addition, public disclosure, or loss of customer or proprietary information, such as disclosed by Marriott in November 2018, may result in damage to the manager’s reputation and a loss of confidence among hotel guests and result in reputational harm for the hotels owned by us and managed by them, which may have a material adverse effect on our business, financial condition and results of operations. Because of ongoing litigation and investigations by various state, Federal

and foreign regulators, it is too early to determine the extent of the damage to Marriott's reputation because of the Starwood database breach and the level to which hotel guests may opt to book with other hotel companies because of security concerns for their personally identifiable information. Because approximately 68% of our hotels (as measured by 2019 revenues) are managed or franchised by Marriott, any material adverse effects to Marriott's ability to attract and retain hotel guests will have a material adverse effect on our future business, financial condition and results of operations.

In addition to the information technologies and systems of our managers used to operate our hotels, we have our own corporate technologies and systems that are used to access, store, transmit, and manage or support a variety of our business processes. There can be no assurance that the security measures we have taken to protect the contents of these systems will prevent failures, inadequacies or interruptions in system services or that system security will not be breached through physical or electronic break-ins, computer viruses, and attacks by hackers. Disruptions in service, system shutdowns and security breaches in the information technologies and systems we use, including unauthorized disclosure of confidential information, could have a material adverse effect on our business, our financial reporting and compliance, and subject us to liability claims or regulatory penalties, which amounts could be significant.

We currently maintain cyber insurance, which includes coverage for third-party liability (damages and settlements to third parties) and first-party loss (costs incurred by us in response to a network security or privacy event). Third-party coverages include defense and damages for alleged libel and slander in electronic media, privacy breach liability and related fines and penalties assessed by regulators. First-party coverages include costs incurred by us in remediating a network security event, loss of income/extra expense due to loss of use of computer systems, costs of data recovery, and cyber extortion. This policy also includes excess coverage for most of our smaller, independent hotel operators, who generally carry lower coverage limits than our major operators, in the event that the insurance carried by these smaller, independent operators is insufficient to cover cyber related damages relating to hotel operations. However, as with the operator's coverage, our policy is subject to limits and sub-limits for certain types of claims and we do not expect that this policy will cover all the losses that we could experience from these exposures.

Litigation judgments or settlements could have a significant adverse effect on our financial condition.

We are involved in various legal proceedings in the ordinary course of business and are defending these claims vigorously; however, no assurances can be given as to the outcome of any pending legal proceedings. We believe, based on currently available information, that the results of such proceedings, in the aggregate, will not have a material adverse effect on our financial condition, but might be material to our operating results for any period, depending, in part, upon the quantum of our operating results for such period. We also could become the subject of future claims by the operators of our hotels, individuals or companies who use our hotels, our investors, our joint venture partners or regulating entities and these claims could have a significant adverse effect on our financial condition and results of operations.

We depend on our key personnel.

We have approximately 175 employees and our continued success depends on the efforts and abilities of our executive officers and other key personnel. None of our key personnel have employment agreements and we do not maintain key person life insurance for any of our executive officers. These individuals are important to our business and strategy and to the extent that any of them departs and is not replaced with a qualified substitute, such person's departure could have a significant adverse effect our operations and financial condition.

Exchange rate fluctuations could affect adversely our financial results.

Currency exchange rate fluctuations could affect our results of operations and financial position. We generate revenues and expenses in such foreign currencies as the Canadian dollar, the Brazilian real and the Indian rupee. Although we may enter into foreign exchange agreements with financial institutions and/or obtain local currency mortgage debt to reduce our exposure to fluctuations in the value of these and other foreign currencies, these transactions, if entered into, will not eliminate entirely that risk. To the extent that we are unable to match revenues received in foreign currencies with expenses paid in that same currency, exchange rate fluctuations could have a negative impact on our results of operations and financial condition. Additionally, because our consolidated financial results are reported in U.S. dollars, if we generate revenues or earnings in other currencies, the conversion of such amounts to U.S. dollars can result in an increase or decrease of the amount of our revenues or earnings because of exchange rate fluctuations.

Similarly, changes in the exchange rates of foreign currencies against the U.S. dollar can result in increases or decreases in demand at our U.S. hotels from international travelers coming to the United States. Because of the concentration of our hotels in major U.S. cities with large numbers of international travelers to the United States, we may have more exposure to fluctuations in international travel to the United States than other lodging companies without hotels located as heavily in these markets.

Applicable REIT laws may restrict certain business activities.

As a REIT, each of Host Inc. and its subsidiary REIT is subject to various restrictions on the types of revenues it can earn, assets it can own and activities in which it can engage. Business activities that could be restricted by applicable REIT laws include, but are not limited to, developing alternative uses of real estate and the ownership of hotels that are not leased to a taxable REIT subsidiary (“TRS”), including the development and/or sale of timeshare or condominium units or the related land parcels. Due to these restrictions, we anticipate that we will continue to conduct certain business activities, including, but not limited to, those mentioned above, in one or more of our TRS. Our TRS are taxable as regular C corporations and are subject to federal, state, local, and, if applicable, foreign taxation on their taxable income.

Environmental problems are possible and can be costly.

Our hotels are subject to requirements and potential liabilities under various foreign and U.S. federal, state and local environmental laws, ordinances and regulations. Unidentified environmental liabilities could arise and have a material adverse effect on our financial condition and performance. Additionally, even after we have sold a hotel, we may be liable for environmental liabilities that occurred during our ownership. Federal, state and local laws and regulations relating to the protection of the environment may require a current or previous owner or operator of real estate to investigate and remediate hazardous or toxic substances or petroleum product releases at the property. The owner or operator may be required to pay a governmental entity or third parties for property damage, and for investigation and remediation costs incurred by the parties in connection with the contamination. These laws typically impose clean-up responsibility and liability without regard to whether the owner or operator knew of or caused the presence of the contaminants. Even if more than one person may have been responsible for the contamination, each person covered by the environmental laws may be held responsible for all the clean-up costs incurred. In addition, third parties may sue the owner or operator of a site for damages and costs resulting from environmental contamination emanating from that site. Environmental laws also govern the presence, maintenance and removal of toxic or hazardous substances. These laws require that owners or operators of buildings properly manage and maintain these substances and notify and train those who may come into contact with them and undertake special precautions. These laws may impose fines and penalties on building owners or operators who fail to comply with these requirements and may allow third parties to seek recovery from owners or operators for personal injury associated with exposure to toxic or hazardous materials.

We face possible risks associated with natural disasters and the physical effects of climate change.

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

Compliance with other government regulations can be costly.

Our hotels are subject to various other forms of regulation, including Title III of the Americans with Disabilities Act (“ADA”), building codes and regulations pertaining to fire and life safety. Under the ADA, all public accommodations are required to meet certain federal rules related to access and use by disabled persons and we incur capital expenditures to make our hotels accessible. In addition, we have committed to provide, and certain local laws and contracts between our hotel managers and the hotel workers’ union require our hotels to provide, our managers’ employees with safety devices, sometimes known as “panic buttons.” We fund the capital necessary to ensure that employees at our hotels will be equipped with these safety devices. These and other laws and regulations may be changed from time-to-time, or new regulations adopted, resulting in additional costs of compliance, including potential litigation. A determination that we are not in compliance with these laws and regulations could result in a court order to bring the hotel into compliance, imposition of civil penalties in cases brought by the Justice Department, or an award of attorneys’ fees to private litigants. Compliance with these laws and regulations could require substantial capital expenditures. Any increased costs could have a material adverse effect on our business, financial condition or results of operations.

In addition, the operations of our foreign hotels are subject to a variety of United States and international laws and regulations, including the United States Foreign Corrupt Practices Act (“FCPA”). We have policies and procedures designed to promote compliance with the FCPA and other anti-corruption laws, but we cannot assure that we will continue to be found to be operating in compliance with, or be able to detect violations of, any such laws or regulations. In addition, we cannot predict the nature, scope or effect of future regulatory requirements to which our foreign hotels might be subject and the manner in which existing laws might be administered or interpreted.

Risks of Ownership of Host Inc.’s Common Stock

There are limitations on the acquisition of Host Inc. common stock and changes in control.

Host Inc.’s charter and by-laws, the partnership agreement of Host L.P., and the Maryland General Corporation Law (the “MGCL”) contain a number of provisions, the exercise or existence of which could delay, defer or prevent a transaction or a change in control that might involve a premium price for Host Inc.’s stockholders or Host L.P.’s unitholders, including the following:

- *Restrictions on transfer and ownership of Host Inc.’s stock.* To maintain Host Inc.’s qualification as a REIT for federal income tax purposes, not more than 50% in value of Host Inc.’s outstanding shares of capital stock may be owned in the last half of the taxable year, directly or indirectly, by five or fewer individuals, which, as defined in the Code, may include certain entities. Accordingly, Host Inc.’s charter prohibits ownership, directly or by attribution, by any person or persons acting as a group, of more than 9.8% in value or number, whichever is more restrictive, of shares of Host Inc.’s outstanding common stock, preferred stock or any other class or series of stock, each considered as a separate class or series for this purpose. Together, these limitations are referred to as the “ownership limit.”

Stock acquired or held in violation of the ownership limit will be transferred automatically to a trust for the benefit of a designated charitable beneficiary, and the intended acquirer of the stock in violation of the ownership limit will not be entitled to any distributions thereon, to vote those shares of stock or to receive any proceeds from the subsequent sale of the stock in excess of the lesser of the price paid for the stock or the amount realized from the sale. A transfer of shares of Host Inc.’s stock to a person who, as a result of the transfer, violates the ownership limit may be void under certain circumstances, and, in any event, would deny that person any of the economic benefits of owning shares of Host Inc.’s stock in excess of the ownership limit. These restrictions will not apply if Host Inc.’s Board of Directors determines that it no longer is in Host Inc.’s best interests to continue to qualify as a REIT or that compliance with the restrictions on transfer and ownership no longer is required for Host Inc. to qualify as a REIT.

- *Removal of members of the Board of Directors.* Host Inc.’s charter provides that, except for any directors who may be elected by holders of a class or series of shares of capital stock other than common stock, directors may be removed only for cause and by the affirmative vote of stockholders holding at least two-thirds of all the votes entitled to be cast in the election of directors. Vacancies on Host Inc.’s Board of Directors may be filled by the affirmative vote of the remaining directors, except that a vacancy resulting from an increase in the number of directors may be filled by a majority vote of the entire Board of Directors. Any vacancy resulting from the removal of a director by the stockholders may be filled by the affirmative vote of holders of at least two-thirds of the votes entitled to be cast in the election of directors.
- *Preferred shares; classification or reclassification of unissued shares of capital stock without stockholder approval.* Host Inc.’s charter provides that the total number of shares of stock of all classes that Host Inc. has authority to issue is 1,100,000,000, consisting of 1,050,000,000 shares of common stock and 50,000,000 shares of preferred stock. Host Inc.’s Board of Directors has the authority, without a vote of stockholders, to classify or reclassify any unissued shares of stock into other classes or series of stock, and to establish the terms, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications and terms or conditions of redemption for each class or series. Because Host Inc.’s Board of Directors has this power, it may give the holders of any class or series of stock terms, preferences, powers and rights, including voting rights, senior to the rights of holders of existing stock.
- *Certain provisions of Maryland law may limit the ability of a third-party to acquire control of Host Inc. Certain provisions of the MGCL may have the effect of inhibiting a third-party from acquiring Host Inc., including:*
 - “business combination” provisions that, subject to limitations, prohibit certain business combinations between a corporation and an “interested stockholder” (defined generally as any person who beneficially owns 10% or more of the voting power of the corporation’s then outstanding shares of voting stock or an affiliate or associate of the corporation who, at any time within the two-year period immediately prior to the date in question, was the beneficial owner of 10% or more of the voting power of the then outstanding stock of the corporation) or an affiliate of any interested stockholder for five years after the most recent date on which the stockholder becomes an interested stockholder, and thereafter imposes two super-majority stockholder voting requirements on these combinations; and

- “control share” provisions that provide that holders of “control shares” of a corporation (defined as voting shares of stock that, if aggregated with all other shares of stock owned or controlled by the acquirer, would entitle the acquirer to exercise one of three increasing ranges of voting power in electing directors) acquired in a “control share acquisition” (defined as the direct or indirect acquisition of issued and outstanding “control shares”) have no voting rights except to the extent approved by the stockholders by the affirmative vote of at least two-thirds of all of the votes entitled to be cast on the matter, excluding all interested shares.

Host Inc. is subject to the Maryland business combination statute. Our bylaws contain a provision exempting us from the control share provisions of the MGCL. There can be no assurance that this bylaw provision exempting us from the control share provisions will not be amended or eliminated at any time in the future.

- *Merger, consolidation, share exchange and transfer of Host Inc.’s assets.* Under Maryland law and Host Inc.’s charter, subject to the terms of any outstanding class or series of capital stock, we can merge with or into another entity, convert, consolidate with one or more other entities, participate in a share exchange or transfer Host Inc.’s assets within the meaning of the MGCL if approved (1) by Host Inc.’s Board of Directors in the manner provided in the MGCL, and (2) by Host Inc.’s stockholders holding two-thirds of all the votes entitled to be cast on the matter, except that any merger of Host Inc. with or into a trust organized for the purpose of changing Host Inc.’s form of organization from a corporation to a trust requires only the approval of Host Inc.’s stockholders holding a majority of all votes entitled to be cast on the merger. Under the MGCL, specified mergers may be approved without a vote of stockholders and a share exchange only is required to be approved by the board of directors of a Maryland corporation if the corporation is the successor entity. Host Inc.’s voluntary dissolution also would require approval of stockholders holding two-thirds of all the votes entitled to be cast on the matter.
- *Certain charter amendments.* Host Inc.’s charter contains provisions relating to restrictions on transfer and ownership of Host Inc.’s stock, fixing the size of the Board of Directors within the range set forth in the charter, removal of directors, the filling of vacancies, exculpation and indemnification of directors, calling special stockholder meetings and others, all of which may be amended only by a resolution adopted by the Board of Directors and approved by Host Inc.’s stockholders holding two-thirds of the votes entitled to be cast on the matter. Other charter amendments generally require approval of the Board and the affirmative vote of holders of a majority of the votes entitled to be cast on the matter. These provisions may make it more difficult to amend Host Inc.’s charter to alter the provisions described herein that could delay, defer or prevent a transaction or a change in control or the acquisition of Host Inc. common stock, without the approval of the Board of Directors.

Shares of Host Inc.’s common stock that are or become available for sale could affect the share price of Host Inc.’s common stock.

We have in the past issued and may in the future issue additional shares of common stock to raise the capital necessary to finance hotel acquisitions, fund capital expenditures, refinance debt or for other corporate purposes. Sales of a substantial number of shares of Host Inc.’s common stock, or the perception that sales could occur, could affect adversely prevailing market prices for Host Inc.’s common stock. In addition, limited partners of Host L.P. who redeem their units and receive, at Host Inc.’s election, shares of Host Inc. common stock will be able to sell those shares freely. As of December 31, 2019, there are approximately 7.5 million Host LP OP units outstanding that are owned by third parties and are redeemable, which represents approximately 1% of all outstanding OP units. Further, shares of Host Inc.’s common stock have been and will be issued or reserved for issuance from time to time under our employee benefit plans.

Our earnings and cash dividends will affect the market price of shares of Host Inc.’s common stock.

We believe that the market value of a REIT’s equity securities is based primarily upon the market’s perception of the REIT’s growth potential and its current and potential future cash dividends, whether from operations, sales, acquisitions, development or refinancing, and secondarily is based upon the value of the underlying assets. For that reason, shares of Host Inc.’s common stock may trade at prices that are higher or lower than its net asset value per share. To the extent that we retain operating cash flow for investment purposes, working capital reserves or other purposes, rather than paying dividends using such cash flow to stockholders, these retained funds, while increasing the value of our underlying assets, may impact negatively the market price of Host Inc.’s common stock. Our failure to meet the market’s expectation of future earnings and cash dividends likely would affect adversely the market price of Host Inc.’s common stock.

Federal Income Tax Risks

Adverse tax consequences would occur if Host Inc. or its subsidiary REIT fails to qualify as a REIT.

We believe that Host Inc. has been organized and has operated in such a manner as to qualify as a REIT under the Code, commencing with its taxable year beginning January 1, 1999, and Host Inc. currently intends to continue to operate as a REIT during future years. In addition, Host Inc. owns, through Host L.P., one entity that also has elected to be treated as a REIT. As the requirements for qualification and taxation as a REIT are extremely complex and interpretations of the federal income tax laws governing qualification and taxation as a REIT are limited, no assurance can be provided that Host Inc. currently qualifies as a REIT or will continue to qualify as a REIT or that Host Inc.'s subsidiary REIT qualifies as a REIT or will continue to qualify as a REIT. If our subsidiary REIT were to fail to qualify as a REIT, it is possible that Host Inc. would fail to qualify as a REIT unless it (or the subsidiary REIT) could avail itself of certain relief provisions. If Host Inc. or its subsidiary REIT were to fail to qualify as a REIT, and any available relief provisions did not apply, the non-qualifying REIT would not be allowed to take a deduction for dividends paid to its stockholders in computing its taxable income, and it would be subject to federal and state corporate income tax on its taxable income. Any such corporate income tax liability could be substantial and would reduce the non-qualifying REIT's cash available for, among other things, operations and dividends to its stockholders. In addition, if Host Inc. were to fail to qualify as a REIT, it would not be required to pay dividends to its stockholders. Moreover, unless entitled to statutory relief, the non-qualifying REIT could not qualify as a REIT for the four taxable years following the year during which REIT qualification was lost.

To qualify as a REIT, Host Inc. is required to satisfy the requirements of several asset and gross income tests. Our ability to satisfy the asset tests depends upon our analysis of the characterization and fair market values of our assets, some of which assets are not susceptible to a precise determination of fair market value, and for which we will not obtain independent appraisals. Our compliance with the REIT asset and gross income tests requirements also depends upon our ability to successfully manage the composition of our gross income and assets on an ongoing basis. Accordingly, there can be no assurance that the U.S. Internal Revenue Service (the "IRS") will not contend that our hotel leases, interests in subsidiaries, or interests in the securities of other issuers will not cause a violation of the REIT gross income and asset tests requirements.

Any determination that Host Inc. or its subsidiary REIT does not qualify as a REIT will have a material adverse effect on our results of operations and could reduce materially the value of Host Inc.'s common stock. The additional corporate income tax liability of Host Inc. or the subsidiary REIT for the year, or years, in which it does not qualify as a REIT would reduce its cash flow available for investment, debt service or dividends to stockholders. Furthermore, the entity not qualifying as a REIT no longer would be required to pay dividends to its stockholders as a condition to REIT qualification, and any dividends paid to stockholders would be taxable as ordinary C corporation dividends to the extent of its current and accumulated earnings and profits. This means that, if Host Inc. were to fail to qualify as a REIT, Host Inc.'s stockholders currently taxed as individuals would be taxed on dividends at capital gain tax rates and Host Inc.'s corporate stockholders generally would be entitled to the dividends received deduction with respect to such dividends, subject in each case to applicable limitations under the Code. Host Inc.'s failure to qualify as a REIT also would cause an event of default under Host L.P.'s credit facility, which default could lead to an acceleration of the amounts due thereunder, which, in turn, would constitute an event of default under Host L.P.'s outstanding debt securities.

If our hotel managers do not qualify as "eligible independent contractors," or if our hotels are not "qualified lodging facilities," Host Inc. will fail to qualify as a REIT.

Each hotel with respect to which our TRS pays rent must be a "qualified lodging facility." A "qualified lodging facility" is a hotel, motel, or other establishment more than one-half of the dwelling units in which are used on a transient basis, including customary amenities and facilities, provided that no wagering activities are conducted at or in connection with such facility by any person who is engaged in the business of accepting wagers and who legally is authorized to engage in such business at or in connection with such facility. We believe that all the hotels leased to our TRS are qualified lodging facilities. However, the REIT provisions of the Code provide only limited guidance for making determinations of whether a hotel is considered a qualified lodging facility, and there can be no assurance that our hotels will be so considered in all cases.

If our hotel managers do not qualify as "eligible independent contractors," Host Inc. and our subsidiary REIT likely will fail to qualify as a REIT for federal income tax purposes. Each of the hotel management companies that enters into a management contract with our TRS must qualify as an "eligible independent contractor" under the REIT rules in order for the rent paid to Host Inc. and its subsidiary REIT by our TRS to be qualifying gross income for the REIT gross income tests requirements. Among other requirements, in order to qualify as an eligible independent contractor, a hotel manager cannot own more than 35% of our outstanding shares (by value) and no person or group of persons can own more than 35% of our outstanding shares and the ownership interests of the hotel manager, taking into account only owners of more than 5% of our shares and, with respect to ownership interests in such hotel managers that are publicly traded, only owners of more than 5% of such ownership interests. Complex ownership attribution rules apply for purposes of these 35% ownership thresholds. Although we monitor ownership of our shares by our hotel managers and their owners, and certain provisions of our charter are designed to prevent ownership of our shares in violation of these rules, there can be no assurance that these ownership limits will not be exceeded.

The size of our TRS is limited and our transactions with our TRS will cause us to be subject to a 100% excise tax on certain income or deductions if such transactions are not conducted on arm's-length terms.

A REIT may own up to 100% of the equity interests of an entity that is a C corporation for federal income tax purposes if the entity is a TRS. A TRS may own assets and earn gross income that would not be considered as qualifying assets or as qualifying gross income if owned or earned directly by a REIT, including revenues from hotel operations. Both the REIT and its C corporation subsidiary must jointly elect to treat such C corporation subsidiary as a TRS. A C corporation of which a TRS directly or indirectly owns more than 35% of the voting power or value of its stock or securities automatically will be treated as a TRS. For taxable years beginning after December 31, 2017, no more than 20% (25% for taxable years beginning after July 30, 2008 and on or before December 31, 2017) of the value of a REIT's assets may consist of stock or securities of one or more TRS. Beginning in 2018, a TRS may be eligible to elect out of new interest expense limitation rules enacted in December 2017 by the Tax Cuts and Jobs Act.

Our TRS will pay federal corporate income tax and applicable state and local corporate income tax and, if applicable, foreign corporate income tax on its taxable income. The Tax Cuts and Jobs Act reduces the U.S. statutory corporate income tax rate from a maximum rate of 35% to a flat rate of 21% effective January 1, 2018. The after-tax net income of our TRS will be available for distribution to us as a taxable dividend to the extent of its earnings and profits, but it is not required to be so distributed. We believe that the aggregate value of the stock and securities of our TRS has been and will continue to be less than 20% (25% for taxable years beginning after July 30, 2008 and on or before December 31, 2017) of the value of our total assets (including our TRS stock and securities). Furthermore, we monitor the value of our investments in our TRS for the purpose of ensuring compliance with TRS ownership limitations. There can be no assurance, however, that we will be able to comply with the 20% (25% for taxable years beginning after July 30, 2008 and on or before December 31, 2017) value limitation discussed above.

Rent paid to Host Inc. and its subsidiary REIT by our TRS cannot be based on its net income or profits for such rents to qualify as "rent from real property." We receive "percentage rent" from our TRS that is calculated based on the gross revenues of the hotels subject to leases - not based on net income or profits of such hotels. If the IRS determines that the rent paid pursuant to our leases with our TRS are excessive, the deductibility thereof by the TRS may be challenged, and we could be subject to a 100% excise tax on "re-determined rent" or "re-determined deductions" to the extent that such rent exceeds an arm's-length amount. We believe that our rent and other transactions between our REITs and their TRS are based on arm's-length amounts and reflect normal business practices, but there can be no assurance that the IRS will agree with our belief.

Despite the REIT status of each of Host Inc. and its subsidiary REIT, we remain subject to various taxes.

Notwithstanding Host Inc.'s status as a REIT, Host Inc. and certain of its subsidiaries (including our subsidiary REIT) are subject to federal, state, local and foreign corporate taxes on their net income, gross receipts, net worth, and property, in certain cases. Host L.P. is obligated under its partnership agreement to pay all such taxes (and any related interest and penalties) incurred by Host Inc.

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

The maximum tax rate applicable to "qualified dividend income" payable by U.S. stockholders that are individuals, trusts and estates is 20%. Dividends payable by REITs, however, generally are not eligible for these reduced rates. Under the Tax Cuts and Jobs Act, however, U.S. stockholders that are individuals, trusts and estates generally may deduct up to 20% of the ordinary dividends (e.g., dividends not designated as capital gain dividends or as qualified dividend income) received from a REIT for taxable years beginning after December 31, 2017 and before January 1, 2026. Although this deduction reduces the effective tax rate applicable to certain dividends paid by REITs (generally a reduction to 29.6% assuming the stockholder is subject to the maximum individual income tax rate of 37%), such tax rate still is higher than the tax rate applicable to C corporation dividends that constitute qualified dividend income. Accordingly, investors who are individuals, trusts and estates may perceive investments in REITs to be relatively less attractive than investments in the stocks of non-REIT C corporations that pay dividends, which could adversely affect the value of the shares of REITs.

Legislative or other actions affecting REITs could have a negative effect on us.

New legislation, treasury regulations, administrative interpretations or court decisions could change significantly the tax laws with respect to an entity's qualification as a REIT or the federal income tax consequences of its REIT qualification. If Host Inc. or its subsidiary REIT were to fail to qualify as a REIT, and any available relief provisions did not apply, the non-qualifying REIT would not be allowed to take a deduction for dividends paid to its stockholders in computing its taxable income, and it would be subject to federal and state corporate income tax on its taxable income at regular corporate income tax rates. Moreover, unless entitled to statutory relief, the non-qualifying REIT could not qualify as a REIT for the four taxable years following the year during which REIT qualification was lost.

The Tax Cuts and Jobs Act has significantly changed the U.S. federal income taxation of U.S. businesses and their owners, including REITs and their stockholders. Changes made by the Tax Cuts and Jobs Act that could affect us and our stockholders include:

- temporarily reducing individual U.S. federal income tax rates on ordinary income; the highest individual U.S. federal income tax rate has been reduced from 39.6% to 37% for taxable years beginning after December 31, 2017 and before January 1, 2026;
- permanently eliminating the progressive corporate income tax rate structure, which previously imposed a maximum corporate tax rate of 35%, and replacing it with a flat corporate tax rate of 21% for tax years beginning after December 31, 2017;
- permitting a deduction for certain pass-through business income, including dividends received by our stockholders from us that are not designated by us as capital gain dividends or as qualified dividend income, which will allow individuals, trusts, and estates to deduct up to 20% of such amounts for taxable years beginning after December 31, 2017 and before January 1, 2026;
- reducing the highest rate of withholding with respect to our distributions to non-U.S. stockholders that are treated as attributable to gains from the sale or exchange of U.S. real property interests from 35% to 21%;
- limiting our deduction for net operating losses arising in taxable years beginning after December 31, 2017 to 80% of our REIT taxable income (prior to the application of the dividends paid deduction);
- generally limiting the deduction for net business interest expense in excess of 30% of a business's "adjusted taxable income," except for taxpayers that engage in certain real estate businesses (including most equity REITs) and that elect out of this rule (provided that such electing taxpayers must use an alternative depreciation system with longer depreciation periods); and
- eliminating the corporate alternative minimum tax.

Many of these changes are effective immediately, without any transition periods or grandfathering for existing transactions. The legislation is unclear in many respects and could be subject to potential amendments and technical corrections, as well as interpretations and implementing regulations by the Treasury and IRS, any of which could lessen or increase the impact of the legislation. Proposed regulations have been issued with respect to many of these law changes, but the regulations, once finalized, could be much different from those proposed. In addition, it is unclear how these U.S. federal income tax changes will affect state and local taxation, which often uses federal taxable income as a starting point for computing state and local tax liabilities. While some of the changes made by the Tax Cuts and Jobs Act may adversely affect the Company in one or more reporting periods and prospectively, other changes may be beneficial.

Risks Relating to Redemption of OP Units

A holder who offers its OP units for redemption may have adverse tax consequences.

A limited partner who elects to redeem its OP units will be treated for federal and state income tax purposes as having sold the OP units. The sale of these OP units is a taxable event and the limited partner will be treated as realizing an amount equal to the sum of (1) the value of the common stock or cash it receives, and (2) the amount of the qualified nonrecourse liabilities of Host L.P. allocated to the redeemed OP units. The gain or loss recognized by the limited partner is measured by the difference between the amount realized thereby and the tax basis in the OP units redeemed (which tax basis includes the amount of the qualified nonrecourse liabilities of Host L.P. allocated to the redeemed OP units). It is possible that the amount of gain and/or the tax liability related thereto that the limited partner recognizes and pays could exceed the value of the common stock or cash received.

Differences between an investment in shares of Host Inc. common stock and Host L.P. OP units may affect redeemed limited partners.

If a limited partner elects to redeem its OP units, we will determine whether such limited partner receives cash or shares of Host Inc.'s common stock in exchange for the OP units. Although an investment in shares of Host Inc.'s common stock is substantially similar to an investment in Host L.P. OP units, there are some differences. These differences include form of organization, management structure, voting rights, liquidity and federal and state income taxation, some of which differences may be material to investors.

Item 1B. Unresolved Staff Comments

We have received no written comments regarding our periodic or current reports from the staff of the Securities and Exchange Commission that remain unresolved.

Item 2. Properties

See Part 1 Item 1. “Business—Our Consolidated Hotel Portfolio” above for a discussion of our hotels.

Item 3. Legal Proceedings

We are involved in various legal proceedings in the ordinary course of business including, but not limited to, disputes involving hotel-level contracts, employment litigation, compliance with laws such as the Americans with Disabilities Act, tax disputes and other general matters. We are defending these claims vigorously; however, no assurances can be given as to the outcome of any pending legal proceedings. We believe, based on currently available information, that the results of such proceedings, in the aggregate, will not have a material adverse effect on our financial condition, but might be material to our operating results for any period, depending, in part, upon the operating results for such period. We record a liability when a loss is considered probable and the amount can be reasonably estimated.

Item 4. Mine Safety Disclosures

None.

INFORMATION ABOUT OUR EXECUTIVE OFFICERS

In the following table, we set forth certain information regarding those persons currently serving as executive officers of Host Inc. as of February 20, 2020. As a partnership, Host L.P. does not have executive officers.

Name and Title	Age	Business Experience Prior to Becoming an Executive Officer of Host Inc.
Richard E. Marriott <i>Chairman of the Board</i>	81	Richard E. Marriott joined our company in 1965 and has served in various executive capacities. In 1979, Mr. Marriott was elected to the Board of Directors. In 1984, he was elected Executive Vice President and in 1986, he was elected Vice Chairman of the Board of Directors. In 1993, Mr. Marriott was elected Chairman of the Board.
James F. Risoleo <i>President, Chief Executive Officer and Director</i>	64	James F. Risoleo joined our company in 1996 as Senior Vice President for Acquisitions. He has served in various capacities with the company, including Executive Vice President and Chief Investment Officer, Managing Director of the company's European and West Coast investment activities, and culminating in his service as President and Chief Executive Officer beginning in January 2017.
Brian G. Macnamara <i>Senior Vice President, Principal Financial Officer, Treasurer and Corporate Controller</i>	60	Brian G. Macnamara joined our company in February 1996, was promoted to Vice President, Assistant Corporate Controller in February 2007, and was elected Senior Vice President, Corporate Controller in September 2007. As of January 1, 2020, he is serving as Principal Financial Officer until the company appoints a new Chief Financial Officer.
Julie P. Aslaksen <i>Executive Vice President, General Counsel and Secretary</i>	45	Julie P. Aslaksen joined our company in November 2019 as Executive Vice President, General Counsel and Secretary. Prior to joining our company, Ms. Aslaksen served as Vice President and General Counsel at General Dynamics Information Technology (GDIT), a global information technology services company from 2017 to 2019. Prior to her role at GDIT, Ms. Aslaksen spent 14 years with General Dynamics Corporation, where she most recently served as Staff Vice President, Deputy General Counsel and Assistant Secretary.
Joanne G. Hamilton <i>Executive Vice President, Human Resources and Corporate Responsibility</i>	62	Joanne G. Hamilton joined our company as Executive Vice President, Human Resources in January 2010. Prior to joining our company, she was the Chief Human Resource Officer for Beers & Cutler, an accounting and consulting firm based in Vienna, Virginia from 2007 to 2010.
Michael E. Lentz <i>Executive Vice President Development, Design & Construction</i>	56	Michael E. Lentz joined our company in March 2016 as Managing Director, Global Development, Design and Construction. In February 2019, he was promoted to Executive Vice President, Development, Design and Construction. Prior to joining us, Mr. Lentz was Senior Vice President of Global Development for Las Vegas Sands Corp. from 2011 to 2016 and before that was with Walt Disney Imagineering for 20 years, culminating in his service as Vice President of Project Development.
Nathan S. Tyrrell <i>Executive Vice President, Chief Investment Officer</i>	47	Nathan S. Tyrrell joined our finance department in 2005. He became Treasurer in February 2010. In 2015, he was named Managing Director of investment activities for the East Coast and in 2017 he was named Executive Vice President, Chief Investment Officer.
Sourav Ghosh <i>Executive Vice President, Strategy & Analytics</i>	43	Sourav Ghosh joined our company in 2009 as Vice President of Business Intelligence. In 2017, he became the head of Strategy & Analytics at the company and in February 2020, he was promoted to Executive Vice President, Strategy and Analytics.

PART II

Item 5. Market for Registrant’s Common Stock, Related Stockholder Matters and Issuer Purchases of Equity Securities for Host Inc.

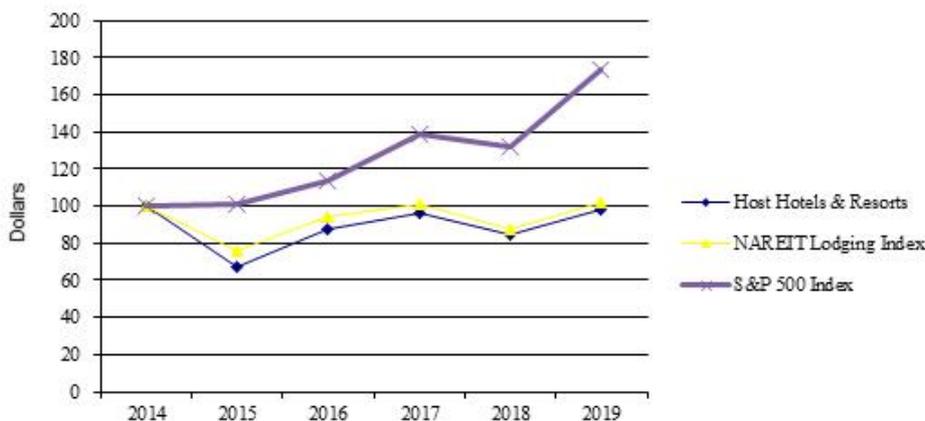
Host Inc.’s common stock is listed on the New York Stock Exchange and trades under the symbol “HST.”

As of February 20, 2020, there were 17,593 holders of record of Host Inc.’s common stock. However, because many of the shares of our common stock are held by brokers and other institutions on behalf of stockholders, we believe that there are considerably more beneficial owners of our common stock than record holders. As of February 20, 2020, there were 1,202 limited partners (in addition to Host Inc.). OP units are redeemable for cash, or, at our election, for Host Inc. common stock.

Stockholder Return Performance

The following graph compares the five-year cumulative total stockholder return on the common stock of Host Inc. against the cumulative total returns of the Standard & Poor’s Corporation Composite 500 Index and the National Association of Real Estate Investment Trust (“NAREIT”) Lodging Index. The graph assumes an initial investment of \$100 in the common stock of Host Inc. and in each of the indexes, and also assumes the reinvestment of dividends.

Comparison of Five-Year Cumulative Stockholder Returns 2014 – 2019



	2014	2015	2016	2017	2018	2019
Host Hotels & Resorts, Inc.	\$ 100.00	\$ 67.50	\$ 87.33	\$ 96.01	\$ 84.09	\$ 98.09
NAREIT Lodging Index	\$ 100.00	\$ 75.58	\$ 93.98	\$ 100.71	\$ 87.80	\$ 101.55
S&P 500 Index	\$ 100.00	\$ 101.38	\$ 113.51	\$ 138.29	\$ 132.23	\$ 173.86

This performance graph shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference into any filing of Host Inc. or Host L.P. (or any of their respective subsidiaries) under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Fourth Quarter 2019 Host Inc. Purchases of Equity Securities

On February 22, 2017, Host Inc. announced a program to repurchase up to \$500 million of common stock and on August 5, 2019, we announced an increase in the repurchase program from \$500 million to \$1 billion. The common stock may be purchased from time to time depending upon market conditions, and repurchases may be made in the open market or through private transactions or by other means, including principal transactions with various financial institutions, like accelerated share repurchases, forwards, options and similar transactions, and through one or more trading plans designed to comply with Rule 10b5-1 under the Securities Act of 1934, as amended. The program does not obligate us to repurchase any specific number of shares or any specific dollar amount and may be suspended at any time at our discretion.

Period	Total Number of Host Inc. Common Shares Purchased	Average Price Paid per Common Share*	Total Number of Common Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Common Shares that May Yet Be Purchased Under the Plans or Programs (in millions)
October 1, 2019 – October 31, 2019	807,495	\$ 16.79	807,495	\$ 586
November 1, 2019 – November 30, 2019	1,742,557	\$ 17.21	1,742,557	\$ 556
December 1, 2019– December 31, 2019	2,159,051	\$ 17.76	2,159,051	\$ 518
Total	4,709,103	\$ 17.39	4,709,103	\$ 518

* Prices shown are exclusive of commissions paid.

Item 5. Market for Registrant’s Common OP Units, Related Unitholder Matters and Issuer Purchases of Equity Securities for Host L.P.

There is no established public trading market for our OP units and transfers of OP units are restricted by the terms of Host L.P.’s partnership agreement. The number of holders of record of Host L.P.’s common OP units on February 20, 2020 was 1,202. The number of outstanding common OP units as of February 20, 2020 was 698,514,143 of which 691,037,305 were owned by Host Inc.

Fourth Quarter 2019 Host L.P. Purchases of Equity Securities

Period	Total Number of Common OP Units Purchased	Average Price Paid Per Common OP Unit	Total Number of Common OP Units Purchased as Part of Publicly Announced Plans or Programs	Maximum number (or Approximate Dollar Value) of Units that May Yet Be Purchased Under the Plans or Programs (in millions)
October 1, 2019 – October 31, 2019	835,610	1.021494 shares of Host Inc. Common Stock	—	—
November 1, 2019 – November 30, 2019	1,836,897	1.021494 shares of Host Inc. Common Stock	—	—
December 1, 2019– December 31, 2019	2,209,289	1.021494 shares of Host Inc. Common Stock	—	—
Total	4,881,796		—	—

* Reflects 10,759; 56,886; and 3,832 common OP units offered for redemption by limited partners in exchange for shares of Host Inc.’s common stock for the months of October, November and December, respectively, and 824,851; 1,780,011; and 2,205,457 common OP units for the months of October, November and December, respectively, redeemed to fund the repurchase by Host Inc. of the shares of common stock listed above as part of its publicly announced share repurchase program.

Item 6. Selected Financial Data (Host Hotels & Resorts, Inc.)

The following table presents certain selected historical financial data which has been derived from audited consolidated financial statements of Host Hotels & Resorts, Inc. for the five years ended December 31, 2019 and should be read in conjunction with the consolidated financial statements and related notes and Part II Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations":

	Calendar year				
	2019	2018	2017	2016	2015
	(in millions, except per share amounts)				
Income Statement Data:					
Revenues	\$ 5,469	\$ 5,524	\$ 5,387	\$ 5,430	\$ 5,350
Net income	932	1,151	571	771	565
Net income attributable to Host Hotels & Resorts, Inc.	920	1,087	564	762	558
Earnings per common share:					
Basic earnings per common share	1.26	1.47	.76	1.03	.74
Diluted earnings per common share	1.26	1.47	.76	1.02	.74
Dividends declared per common share	.85	.85	.85	.85	.80
Balance Sheet Data:					
Total assets	\$ 12,305	\$ 12,090	\$ 11,693	\$ 11,408	\$ 11,656
Debt	3,794	3,837	3,954	3,649	3,867

Item 6. Selected Financial Data (Host Hotels & Resorts, L.P.)

The following table presents certain selected historical financial data which has been derived from audited consolidated financial statements of Host Hotels & Resorts, L.P. for the five years ended December 31, 2019 and should be read in conjunction with the consolidated financial statements and related notes and Part II Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations":

	Calendar year				
	2019	2018	2017	2016	2015
	(in millions, except per unit amounts)				
Income Statement Data:					
Revenues	\$ 5,469	\$ 5,524	\$ 5,387	\$ 5,430	\$ 5,350
Net income	932	1,151	571	771	565
Net income attributable to Host Hotels & Resorts, L.P.	930	1,099	571	771	565
Earnings per common unit:					
Basic earnings per common unit	1.29	1.50	.78	1.05	.76
Diluted earnings per common unit	1.29	1.50	.78	1.05	.76
Distributions declared per common unit	.868	.868	.868	.868	.817
Balance Sheet Data:					
Total assets	\$ 12,305	\$ 12,090	\$ 11,693	\$ 11,408	\$ 11,656
Debt	3,794	3,837	3,954	3,649	3,867

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

The following discussion should be read in conjunction with the consolidated financial statements and related notes included elsewhere in this report. This discussion focuses on our financial condition and results of operations for the year ended December 31, 2019 as compared to the year ended December 31, 2018. For a discussion and analysis of the year ended December 31, 2018, compared to the same period in 2017 please refer to Management’s Discussion and Analysis of Financial Condition and Results of Operations included in Part II Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2018, filed with the SEC on February 26, 2019.

Overview

Host Inc. operates as a self-managed and self-administered REIT that owns hotels and conducts operations through Host L.P., of which Host Inc. is the sole general partner and of which it holds approximately 99% of its common OP units as of December 31, 2019. The remainder of Host L.P.’s common OP units are owned by various unaffiliated limited partners. Host Inc. has the exclusive and complete responsibility for Host L.P.’s day-to-day management and control.

Host Inc. is the largest lodging REIT in NAREIT’s composite index and one of the largest owners of luxury and upper upscale hotels. As of February 20, 2020, we own 80 hotels in the United States, Canada and Brazil and have minority ownership interests in an additional 10 hotels through joint ventures in the United States and in India. These hotels are operated primarily under brand names that are among the most respected and widely recognized in the lodging industry. Most of our hotels are located in central business districts of major cities, near airports and in resort/conference destinations.

Our customers fall into three broad groups: transient business, group business and contract business, which accounted for approximately 61%, 35%, and 4%, respectively, of our 2019 room sales. Transient business broadly represents individual business or leisure travelers. Business travelers make up the majority of transient demand at our hotels. Therefore, we will be significantly more affected by trends in business travel than by trends in leisure demand. For a discussion of our customer categories, see “ – Our Customers”.

Understanding Our Performance

Our Revenues and Expenses. Our hotels are operated by third-party managers under long-term agreements, pursuant to which they typically earn base and incentive management fees based on the levels of revenues and profitability of each individual hotel. We provide operating funds, or working capital, which the managers use to purchase inventory and to pay wages, utilities, property taxes and other hotel-level expenses. We generally receive a cash distribution from our hotel managers each month, which distribution reflects hotel-level sales less property-level operating expenses (excluding depreciation).

Operations from our domestic portfolio account for approximately 98% of our total revenues and 2% relate to our five hotels in Canada and Brazil. The following table presents the components of our hotel revenues as a percentage of our total revenues:

	<u>% of 2019 Revenues</u>
• <i>Rooms revenues.</i> Occupancy and average daily room rate are the major drivers of rooms revenues. The business mix of the hotel (group versus transient and retail versus discount business) is a significant driver of room rates.	63%
• <i>Food and beverage revenues.</i> Food & beverage revenues consist of revenues from group functions, which may include banquet revenues and audio and visual revenues, as well as outlet revenues from the restaurants and lounges at our hotels.	30%
• <i>Other revenues.</i> Occupancy, the nature of the hotel (e.g., resort) and its price point are the main drivers of other ancillary revenues, such as attrition and cancellation fees, resort and destination fees, parking, golf courses, spas, entertainment and other guest services. This category also includes other rental revenues.	7%

Hotel operating expenses represent approximately 98% of our total operating costs and expenses. The following table presents the components of our hotel operating expenses as a percentage of our total operating costs and expenses:

	% of 2019 Operating Costs and Expenses
<ul style="list-style-type: none"> • <i>Rooms expenses.</i> These costs include housekeeping, reservation systems, room supplies, laundry services and front desk costs. Occupancy is the major driver of rooms expenses. These costs can increase based on increases in salaries and wages, as well as on the level of service and amenities that are provided. 	19%
<ul style="list-style-type: none"> • <i>Food and beverage expenses.</i> These expenses primarily include food, beverage and the associated labor costs and will correlate closely with food and beverage revenues. Group functions with banquet sales and audio and visual components generally will have lower overall costs as a percentage of revenues than outlet sales. 	24%
<ul style="list-style-type: none"> • <i>Other departmental and support expenses.</i> These expenses include labor and other costs associated with other ancillary revenues, such as parking, golf courses, spas, entertainment and other guest services, as well as labor and other costs associated with administrative departments, brand standard costs, sales and marketing, repairs and minor maintenance and utility costs. 	28%
<ul style="list-style-type: none"> • <i>Management fees.</i> Base management fees are computed as a percentage of gross revenues. Incentive management fees generally are paid when operating profits exceed certain thresholds. 	5%
<ul style="list-style-type: none"> • <i>Other property-level expenses.</i> These expenses consist primarily of real and personal property taxes, ground rent, equipment rent and property insurance. Many of these expenses are relatively inflexible and do not necessarily change based on changes in revenues at our hotels. 	8%
<ul style="list-style-type: none"> • <i>Depreciation and amortization expense.</i> This is a non-cash expense that changes primarily based on the acquisition and disposition of hotels and the amounts of historical capital expenditures. 	14%

The expense components listed above are based on those presented in our consolidated statements of operations. It also is worth noting that wage and benefit costs are spread among various line items. Taken separately, these costs represent approximately 58% of our rooms, food and beverage, and other departmental and support expenses.

Key Performance Indicators. The following key performance indicators commonly are used in the hospitality industry and we believe provide useful information to management and investors in order to compare our performance with the performance of other REITS:

- *hotel occupancy* is a volume indicator based on the percentage of available room nights that are sold;
- *average daily rate (“ADR”)* is a price indicator calculated by dividing rooms revenues by the number of rooms sold;
- *revenues per available room (“RevPAR”)* is used to evaluate hotel operations. RevPAR is defined as the product of the average daily room rate charged and the average daily occupancy achieved. RevPAR does not include food and beverage, parking, or other guest service revenues generated by the hotel. Although RevPAR does not include these ancillary revenues, it is considered a key indicator of core revenues for many hotels; and
- *total revenues per available room (“Total RevPAR”)* is a summary measure of hotel results calculated by dividing the sum of rooms, food and beverage and other ancillary service revenues by room nights available to guests for the period. It includes ancillary revenues that are not included in the calculation of RevPAR.

RevPAR changes that are driven by occupancy have different implications on overall revenue levels, as well as incremental operating profit, than do changes that are driven by average room rate. For example, increases in occupancy at a hotel will lead to increases in rooms revenues and ancillary revenues, such as food and beverage revenues, as well as additional incremental costs (including housekeeping services, utilities and room amenity costs). RevPAR increases due to higher room rates, however, will not result in additional room-related costs, except those charged as a percentage of revenues. As a result, changes in RevPAR driven by increases or decreases in average room rates have a greater effect on profitability than do changes in RevPAR caused by occupancy levels.

In discussing our operating results, we present RevPAR and certain other financial data on a comparable hotel basis. Comparable hotels are those hotels that we have owned for the entirety of the reporting periods being compared and which operations have been included in our consolidated results. Beginning January 1, 2020, comparable hotels will also include hotels immediately upon acquisition, on a pro forma basis, which will include operating results for periods prior to our ownership, based on actual results obtained from the manager. Comparable hotels do not include the results of properties acquired or sold, or that incurred business interruption due to significant property damage or large scale capital improvements. We also present RevPAR separately for our comparable consolidated domestic and international (both on a nominal and constant dollar basis) hotels. We provide RevPAR results in constant currency due to the consolidated hotels that we own in Canada and Brazil and the effect that exchange rates have on our reporting. We use constant currency because we believe it is useful to investors as it provides clarity on how the hotels are performing in their local markets. For all other measures (net income, operating profit, EBITDA, FFO, etc.), our discussion refers to nominal US\$, which is consistent with the presentation of our financial statements under U.S. generally accepted accounting principles (“GAAP”).

We also evaluate the performance of our business through certain non-GAAP financial measures. Each of these non-GAAP financial measures should be considered by investors as supplemental measures to GAAP performance measures such as total revenues, operating profit, net income and earnings per share. We provide a more detailed discussion of these non-GAAP financial measures, how management uses such measures to evaluate our financial condition and operating performance and a discussion of certain limitations of such measures in “—Non-GAAP Financial Measures.” Our non-GAAP financial measures include:

- *NAREIT Funds From Operations (“FFO”) and Adjusted FFO per diluted share.* We use NAREIT FFO and Adjusted FFO per diluted share as supplemental measures of company-wide profitability. NAREIT adopted FFO to promote an industry-wide measure of REIT operating performance. We also adjust NAREIT FFO for gains and losses on extinguishment of debt, certain acquisition costs and litigation gains or losses outside the ordinary course of business.
- *Comparable Hotel EBITDA.* Hotel EBITDA measures property-level results before debt service, depreciation and corporate expenses (as this is a property level measure) and is a supplemental measure of aggregate property-level profitability. We use Hotel EBITDA and associated margins to evaluate the profitability of our comparable hotels.
- *EBITDA, EBITDAre and Adjusted EBITDAre.* Earnings before interest expense, income taxes, depreciation and amortization (“EBITDA”) is a supplemental measure of our operating performance and facilitates comparisons between us and other lodging REITs, hotel owners who are not REITs and other capital-intensive companies. NAREIT adopted EBITDA for real estate (“EBITDAre”) in order to promote an industry-wide measure of REIT operating performance. We also adjust EBITDAre for property insurance gains, certain acquisition costs and litigation gains or losses outside the ordinary course of business (“Adjusted EBITDAre”).

Summary of 2019 Operating Results

The following table reflects certain line items from our audited consolidated statements of operations and the significant operating statistics for the two years ended December 31, 2019 (in millions, except per share and hotel statistics):

Historical Income Statement Data:

	2019	2018	Change
Total revenues	\$ 5,469	\$ 5,524	(1.0)%
Net income	932	1,151	(19.0)%
Operating profit	799	530	50.8%
Operating profit margin under GAAP	14.6%	9.6%	500bps
EBITDAre	\$ 1,538	\$ 1,562	(1.5)%
Adjusted EBITDAre	\$ 1,534	\$ 1,562	(1.8)%
Diluted earnings per share	\$ 1.26	\$ 1.47	(14.3)%
NAREIT FFO per diluted share	1.70	1.77	(4.0)%
Adjusted FFO per diluted share	1.78	1.77	0.6%

Comparable Hotel Data:

	2019 Comparable Hotels (1)		
	2019	2018	Change
Comparable hotel revenues	\$ 4,397	\$ 4,356	0.9%
Comparable hotel EBITDA	1,275	1,266	0.7%
Comparable hotel EBITDA margin	29.0%	29.05%	(5bps)
Change in comparable hotel Total RevPAR - Constant US\$ (2)	1.0%		
Change in comparable hotel RevPAR - Constant US\$ (2)	(0.6)%		
Change in comparable hotel RevPAR - Nominal US\$ (2)	(0.7)%		

(1) Comparable hotel operating statistics for 2019 and 2018 are based on 72 comparable hotels as of December 31, 2019 .

(2) For a discussion of our constant US\$ and nominal US\$ presentation, see “—Comparable Hotel Operating Statistics.”

Revenues

Total revenues declined \$55 million, or 1.0%, compared to 2018, as the net effect of our acquisitions and dispositions led to a reduction of \$116 million in revenues, or 2.1%, for the year, which was only partially offset by improvements in our comparable hotel performance. Comparable hotel revenues increased \$41 million, or 0.9%, driven by growth in food and beverage (“F&B”) and other revenues. By contrast, comparable hotel rooms revenues declined as RevPAR at our comparable hotels decreased 0.6% compared to 2018, on a constant US\$ basis, due to an 80 basis point decline in occupancy to 78.9%, partially offset by a slight increase in ADR. Comparable Total RevPAR, which also includes food and beverage and other revenues, increased 1.0% year-to-date on a constant US\$ basis as comparable hotel food and beverage revenues increased 1.7%, driven by strong banquet and audio/visual sales. Our comparable hotel other revenues growth of 15.3% was driven by an increase in attrition and cancellation fees and resort and destination fees (see “Statement of Operations Results and Trends”).

The strongest markets for 2019 were Phoenix and Florida Gulf Coast, which had comparable hotel Total RevPAR increases of 8.7% and 7.4%, respectively. In Phoenix, the improvement in Total RevPAR was due to transient growth of 8.4% and an increase in food and beverage revenues of 4.1%. In particular, Total RevPAR at The Phoenician improved by 20.5%, as the hotel reopened two restaurants after completing renovations during the year and benefited from strong leisure demand. In Florida Gulf Coast, group performance increased by 14.1%, which drove the 9.2% increase in food and beverage revenues. The Don CeSar and the Ritz-Carlton Golf Resort also benefited from recently completed renovations. The Atlanta, Denver, and Washington, D.C. (Central Business District “CBD”) markets also outperformed the portfolio, with comparable hotel Total RevPAR increases of 5.0%, 4.8%, and 3.2%, respectively. In Atlanta, the improvements were the result of the Super Bowl in February 2019 and an increase in transient occupancy, most notably at The Whitley, Atlanta Buckhead which completed room renovations earlier this year. In Denver and Washington, D.C. (CBD), the improvements were due to stronger group contributions which helped drive a 13.2% and 5.3% increase in food and beverage revenues, respectively. Our Denver hotels benefited from an increase in ADR of 4.3%. These strong performances were offset by comparable hotel Total RevPAR declines at our Seattle and New York hotels of 6.7% and 5.2%, respectively. The decline in Seattle was driven by new supply and fewer city-wide events, which resulted in a decline in group revenue of 26.1%. The decline in New York was due to continued increases in supply and relative weak demand in the Times Square submarket.

On a constant US\$ basis, Total RevPAR at our comparable consolidated hotels in Canada and Brazil increased 5.8% in 2019, primarily due to an increase in occupancy of 1,270 basis points at our hotels in Brazil, as well as an increase in food and beverage revenues of 21.1% at those hotels.

Operating Profit

Operating profit margins (calculated based on GAAP operating profit as a percentage of GAAP revenues) increased 500 basis points for 2019, largely due to a decrease in depreciation expense resulting from \$260 million of impairment expense recorded in 2018. Margins also were positively impacted by highly profitable other revenues growth from cancellation, attrition, resort and destination fees. Operating profit margins under GAAP also are affected significantly by several items, including dispositions, depreciation expense and corporate expenses. Our comparable hotel EBITDA margins, which exclude these items, declined 5 basis points to 29.0%. Downward pressure on margins was due to the decline in comparable hotel RevPAR and increasing labor costs due to tightening labor markets, which was partially offset by the operating guarantees provided by Marriott related to the Marriott transformational capital program discussed below and realized benefits from the Marriott and Starwood merger, including lower allocated costs for required programs and services, reduced charge-out rate for loyalty program expenses and lower group travel agent commissions.

Net Income, Adjusted EBITDAre and Adjusted FFO per Diluted Share

Net income for Host Inc. decreased \$219 million in 2019 to \$932 million primarily due to a \$562 million decrease in other gains/(losses), partially offset by a decrease of \$246 million of impairment expense in 2019. The net effect of our acquisitions and dispositions increased net income by \$54 million, while the sale of our interest in the Euro JV in 2018 reduced net income by \$14 million. These results led to a decrease in diluted earnings per common share for Host Inc. of 14.3% to \$1.26. Adjusted EBITDAre, which excludes, among other items, gain on sale of assets and impairment expense, decreased \$28 million to \$1,534 million. An increase in Adjusted EBITDAre from our comparable hotels was offset by the net effect of our acquisitions and dispositions of consolidated hotels which reduced Adjusted EBITDAre by \$18 million. Additionally, the sale of our interest in the Euro JV in 2018 reduced Adjusted EBITDAre by \$45 million in 2019. Adjusted FFO per diluted share, which excludes gain on sale of assets and other real estate transactions, including depreciation and impairment, increased \$0.01, or 0.6%, in 2019, as the reduction in Adjusted EBITDAre was offset by a reduction in interest expense (excluding debt extinguishment costs) and a decline in the weighted average shares outstanding as a result of the execution of our stock repurchase plan.

The trends and transactions described above for Host Inc. affected similarly the operating results for Host L.P., as the only significant difference between the Host Inc. and Host L.P. statements of operations relates to the treatment of income attributable to the unaffiliated limited partners of Host L.P.

2020 Outlook

2020 will prove a challenging year for the lodging industry due to a number of economic, political, and global issues. Consensus forecasts anticipate real GDP growth of 1.9%, implying slower economic momentum. Consumer confidence and labor markets remain strong, which have the potential to bolster the leisure travel segment. However, business investment growth, which historically has been highly correlated to RevPAR growth for upper-upscale properties in major markets, continues to decelerate. Additionally, the strong labor market will drive increases in wages and benefits that will challenge operators to maintain margins. These conflicting economic indicators, combined with election year uncertainty and continued trade instability, will weigh on growth potential in the lodging industry this year. In addition, the coronavirus outbreak in China and other countries is expected to have an economic and travel impact in the U.S., particularly for gateway cities such as New York and San Francisco, though the timing and severity of the effect is uncertain.

The long economic growth cycle in the U.S. also has encouraged development of new supply, which is forecast to be above the long-term average for 2020. Although growth in the upper upscale segment is expected to remain modest, some of our markets, such as New York and Boston, will continue to see above-average supply growth, which has made it more challenging for our operators to maintain high levels of occupancy and to grow average rates. Therefore, constrained lodging demand and targeted supply growth are expected to limit overall RevPAR growth for our portfolio for 2020.

We expect that these broad industry and individual market trends will result in comparable RevPAR growth on a constant dollar basis of between 0.0% and 1.0% for the full year 2020. We expect the slight increase in RevPAR to be driven by increased group revenues, as our portfolio is expected to benefit from a more favorable citywide convention calendar, leading to continued F&B growth. We expect leisure travel to support transient revenues, as loyalty program redemptions remain strong, while business travel is expected to remain subdued. In addition, we anticipate above-inflationary growth in hotel-level operating expenses, driven by expected wage and benefit increases of approximately 5%, which will result in lower operating margins. Year-over-year comparisons also will be affected by changes in our portfolio due to acquisitions and dispositions.

Effective January 1, 2020, we will adjust our definition of comparable hotels to include recent acquisitions on a pro forma basis assuming they have comparable operating environments. Operating results for acquisitions in the current and prior year will be reflected for full calendar years, to include results for periods prior to our ownership. We believe this will provide investors a better understanding of underlying growth trends for our current portfolio. As such, the forecast above has been adjusted to include results for the 1 Hotel South Beach acquired in 2019.

As noted above, the current outlook for the lodging industry is uncertain; therefore, there can be no assurances that any increases in hotel revenues or earnings at our hotels will continue for any number of reasons, including, but not limited to, slower than anticipated growth in the economy and changes in travel patterns. See Part I Item 1A. "Risk Factors."

Strategic Initiatives

For 2020, we intend to continue our disciplined approach to capital allocation to strengthen our portfolio and deliver stockholder value through multiple levers. These levers may include, over time, acquiring hotels, investing in our portfolio, buying back stock (depending on market conditions) or returning capital through a meaningful quarterly dividend. We intend to take advantage of our strong capital position and overall scale to acquire upper-upscale and luxury properties, through single asset or portfolio acquisitions, that we believe have sustainable competitive advantages to drive long-term value. At the same time, we will opportunistically sell hotels when market conditions permit, including the pursuit of exiting our remaining international markets to focus on our domestic portfolio. We also continue to critically analyze our portfolio to seek to take advantage of the inherent value of our real estate for its highest and best use.

Acquisitions. On February 14, 2019, we acquired the 429-room 1 Hotel South Beach for \$610 million. The resort is the centerpiece of a mixed-use complex that features an additional 155 luxury condominium units whose owners may participate in a rental program with our hotel. The resort features over 600 linear feet of direct beach access, 160,000 square feet of meeting space, eight food and beverage outlets, a spa, a gym, four elevated pools with ocean views, and 23,000 square feet of luxury retail space.

Dispositions. We completed the sale of 14 hotels in 2019 for net proceeds of approximately \$1,192 million. These sales primarily represented the disposition of relatively lower Total RevPAR properties and/or properties that had near-term capital expenditures needs.

Financing transactions. On September 26, 2019, we issued \$650 million of 3.375% Series H senior notes due December 2029 for proceeds of approximately \$640 million, net of discounts, underwriting fees and expenses. The Series H senior notes have been designated as green bonds, as an amount equal to the net proceeds have been allocated to eligible green projects. Interest is payable semi-annually in arrears on June 15 and December 15, commencing December 15, 2019. The net proceeds were used, together with cash on hand, to redeem our \$300 million 6% Series Z senior notes due 2021 and our \$350 million 5.25% Series B senior notes due 2022, including a prepayment premium of \$50 million.

Additionally, in August 2019, we amended and restated our credit facility agreement, expanding the revolver capacity from \$1 billion to \$1.5 billion, extending the maturity dates of both the revolver and outstanding term loans, and decreasing interest rates by 10 basis points compared to the previous facility. During the year, we had net repayments of \$56 million under the revolver portion of our credit facility.

We believe that our ability to maintain an investment grade balance sheet and well-laddered maturity schedule is an important factor in our investment strategy. Through our transactions in 2019, we were able to lower our weighted average interest rate to 3.8% at December 31, 2019, compared to 4.4% at December 31, 2018, and extended our weighted average debt maturity to 5.4 years. We have a debt balance of \$3.8 billion and a balanced maturity schedule wherein not more than 26% of our outstanding debt, representing 5% of our U.S. GAAP gross asset value, is due in any given year. We have no significant debt maturities until 2023.

For a detailed discussion, see “—Liquidity and Capital Resources.” For a detailed discussion of our significant debt activities, see Part II Item 8 “Financial Statements and Supplementary Data – Note 5. Debt” in the Notes to Consolidated Financial Statements.

Capital Projects. We continue to pursue opportunities to enhance asset value through select capital improvements, including projects that are designed to increase the eco-efficiency of our hotels, incorporate elements of sustainable design and replace aging equipment and systems with more efficient technology. During 2019, we spent approximately \$558 million on capital expenditures, of which \$336 million represented return on investment (“ROI”) capital expenditures and \$222 million represented renewal and replacement projects.

In collaboration with Marriott, we initiated a transformational capital program in 2018 on 17 properties that is expected to occur over a four-year period. We believe these investments will make these hotels more competitive in their respective markets and will enhance long-term performance through increases in RevPAR and market yield index. To accelerate this process, we agreed to invest amounts in excess of the FF&E reserves required under our management agreements, or approximately an average of \$175 million per year, which amounts are included in the forecast range of 2020 capital expenditures reflected below. In exchange, Marriott has provided additional priority returns on the agreed upon investments and operating profit guarantees of \$84 million, before reductions for incentive management fees, over the four years to offset expected business disruption.

Of the 17 properties included in the program, we have substantially completed the projects at the Coronado Island Marriott Resort & Spa, New York Marriott Downtown, San Francisco Marriott Marquis, and Santa Clara Marriott and work is underway at an additional six properties. Approximately 43% of the total estimated costs of the transformational capital program have been spent as of December 31, 2019. In 2020, we expect to substantially complete additional projects at the JW Marriott Atlanta Buckhead, Minneapolis Marriott City Center and San Antonio Marriott Rivercenter.

In 2020, we also have several projects scheduled to be completed or initiated that seek to add value to our existing portfolio over time. These include:

- *AC by Marriott Scottsdale North* – using an underutilized parking lot alongside The Westin Kierland Resort & Spa, we have begun developing a 165-room select-service hotel that will be branded as an AC by Marriott and is expected to open in the second quarter of 2020;
- *Additional villas at the Andaz Maui at Wailea Resort* – development and construction of 19 additional two-bedroom, luxury villas at the Andaz Maui is underway and expected to be completed in 2021; and
- *Expansions at the Orlando World Center Marriott* – development and construction of a 2.3-acre waterpark and a 60,000 gross square-foot meeting space expansion is expected to commence in the second quarter of 2020 and be completed in the first half of 2021 and 2022, respectively.

For 2020, we expect capital expenditures of \$550 million to \$650 million, which includes approximately \$180 million to \$200 million for the Marriott transformation program discussed above. This total spend consists of \$310 million to \$360 million of ROI projects and \$240 million to \$290 million of renewal and replacement projects.

Share Repurchases and Dividends. On August 5, 2019, Host Inc.'s Board of Directors authorized an increase in its share repurchase program from \$500 million to \$1 billion. In 2019, we repurchased 27.8 million shares at an average price of \$17.37 per share, exclusive of commissions, for a total of \$482 million. Of these repurchases, 4.7 million shares at an average price of \$17.39 per share, exclusive of commissions, were made in the fourth quarter of 2019 for a total of \$82 million. At December 31, 2019, we had \$518 million available for repurchase under the program. Subsequent to year end, we purchased an additional 7.5 million shares at an average price of \$16.90 per share, exclusive of commissions, for a total of \$127 million through February 22, 2020, pursuant to our trading plan designed to comply with Rule 10b5-1 under the Securities Exchange Act. Following these transactions, we have \$391 million available for repurchase under the program.

During 2019, Host Inc.'s Board of Directors declared dividends of \$0.85 per share with respect to Host Inc.'s common stock. Accordingly, Host L.P. made distributions of \$0.8682699 per unit with respect to its common OP units for 2019. On February 19, the Board of Directors authorized a regular quarterly cash dividend of \$.20 per share on its common stock. The dividend will be paid on April 15, 2020 to stockholders of record on March 31, 2020. The amount of any future dividends will be determined by Host Inc.'s Board of Directors.

There can be no assurances that any future dividends will match or exceed those set forth above for any number of reasons, including a decline in operations or an increase in liquidity needs. We believe that we have sufficient liquidity and access to the capital markets in order to meet our near-term debt maturities, fund our capital expenditures programs and take advantage of investment opportunities.

Results of Operations

The following table reflects certain line items from our audited consolidated statements of operations for the two years ended December 31, 2019 (in millions, except percentages):

	<u>2019</u>	<u>2018</u>	<u>Change</u>
Total revenues	\$ 5,469	\$ 5,524	(1.0)%
Operating costs and expenses:			
Property-level costs (1)	4,568	4,897	(6.7)
Corporate and other expenses	107	104	2.9
Gain on insurance and business interruption settlements	5	7	(28.6)
Operating profit	799	530	50.8
Interest expense	222	176	26.1
Other gains/(losses)	340	902	(62.3)
Provision for income taxes	30	150	(80.0)
Host Inc.:			
Net income attributable to non-controlling interests	12	64	(81.3)
Net income attributable to Host Inc.	920	1,087	(15.4)
Host L.P.:			
Net income attributable to non-controlling interests	2	52	(96.2)
Net income attributable to Host L.P.	930	1,099	(15.4)

(1) Amounts represent total operating costs and expenses from our consolidated statements of operations, less corporate and other expenses and the gain on insurance and business interruption settlements.

Statement of Operations Results and Trends

For 2019 and 2018, the results of hotels acquired or sold during the comparable periods impacted year-over-year comparisons. Our operations were affected by the disposition of 14 hotels in 2019 and four hotels in 2018, as well as the sale of the New York Marriott Marquis retail and theater commercial units and related signage areas of the hotel in 2018 (“Marriott Marquis Retail”). These dispositions were offset by the acquisition of four hotels during this timeframe: the 1 Hotel South Beach in February 2019 and the Andaz Maui at Wailea Resort, Grand Hyatt San Francisco, and Hyatt Regency Coconut Point Resort and Spa acquired in March 2018. The table below presents the net (reduction)/increase of revenues and earnings due to the results of hotels acquired or sold during the comparable periods, collectively the “Property Transactions” (in millions):

	<u>2019</u>	<u>2018</u>	<u>Net (reduction)/increase</u>
Total Revenues:			
Acquisitions	\$ 363	\$ 171	\$ 192
Dispositions	244	552	(308)
Total Revenues	<u>\$ 607</u>	<u>\$ 723</u>	<u>\$ (116)</u>
Net income (excluding gain on sale):			
Acquisitions	\$ 59	\$ 21	\$ 38
Dispositions	43	27	16
Net income (excluding gain on sale)	<u>\$ 102</u>	<u>\$ 48</u>	<u>\$ 54</u>

The following table presents revenues in accordance with GAAP and includes both comparable and non-comparable hotels for the two years ended December 31, 2019 (in millions, except percentages):

	2019	2018	Change
Revenues:			
Rooms	\$ 3,431	\$ 3,547	(3.3)%
Food and beverage	1,647	1,616	1.9
Other	391	361	8.3
Total revenues	\$ 5,469	\$ 5,524	(1.0)

Rooms. Total rooms revenues decreased \$116 million, or 3.3%, in 2019. The net effect of our Property Transactions was a decrease in rooms revenues of \$104 million, or 2.9%, in 2019. The decline in rooms revenues also reflects a decrease at our comparable hotels of \$19 million, or 0.7%, in 2019, driven by a decline in occupancy.

Food and beverage. Total F&B revenues increased \$31 million, or 1.9%, in 2019. For our comparable hotels, F&B revenues increased \$22 million, or 1.7%, as banquet and audio/visual revenues increased 2.5% driven by improved revenue contribution per group room night. The net effect of our Property Transactions was an increase of \$1 million, or 0.1%, in 2019.

Other revenues. Total other revenues increased \$30 million, or 8.3%, in 2019. For our comparable hotels, other revenues increased \$38 million, or 15.3%, primarily due to an increase in attrition and cancellation fees, resort and destination fees and golf and spa revenue. The net effect of our Property Transactions decreased other revenues \$13 million, or 3.7%, in 2019.

Property-level Operating Expenses

The following table presents consolidated property-level operating expenses in accordance with GAAP and includes both comparable and non-comparable hotels for the two years ended December 31, 2019 (in millions, except percentages):

	2019	2018	Change
Expenses:			
Rooms	\$ 873	\$ 918	(4.9)%
Food and beverage	1,120	1,103	1.5
Other departmental and support expenses	1,295	1,302	(0.5)
Management fees	239	243	(1.6)
Other property-level expenses	365	387	(5.7)
Depreciation and amortization	676	944	(28.4)
Total property-level operating expenses	\$ 4,568	\$ 4,897	(6.7)

Our operating costs and expenses, which consist of both fixed and variable components, are affected by several factors. Rooms expenses are affected mainly by occupancy, which drives costs related to items such as housekeeping, reservation systems, room supplies, laundry services and front desk costs. Food and beverage expenses correlate closely with food and beverage revenues and are affected by occupancy and the mix of business between banquet and audio-visual and outlet sales. However, the most significant expense for the rooms, food and beverage, and other departmental and support expenses, is wages and employee benefits, which comprise approximately 58% of these expenses in any year. During 2019, these expenses increased approximately 2.9% due to higher hourly wage rate and benefit cost increases. The increase in wages and benefits accelerated during the second half of the year, reflecting tight labor markets, a trend we expect to continue for 2020. Other property-level expenses consist of property taxes, which are highly dependent on local taxing authorities, and property and general liability insurance, and do not necessarily change based on changes in revenues at our hotels.

Rooms. Rooms expenses decreased \$45 million, or 4.9%, during 2019. The net effect of our Property Transactions decreased rooms expenses by \$43 million, or 4.6%. The decline in rooms expenses at our comparable properties of \$4 million, or 0.7%, reflects the decrease in occupancy offset by higher wages and benefits expenses.

Food and beverage. The increase in F&B expenses of \$17 million, or 1.5%, in 2019, reflects the year-over-year increase of \$18 million, or 2.1%, in comparable F&B expenses and an increase of \$5 million, or 5.5% of F&B expenses at our non-comparable renovation hotels. F&B wages and benefits growth was offset by improved productivity, costs of goods sold as a percent of revenues and controllable operating expenses. The net effect of our Property Transactions decreased F&B expenses by \$7 million, or 0.6%.

Other departmental and support expenses. Other departmental and support expenses decreased \$7 million, or 0.5% in 2019. On a comparable hotel basis, other departmental and support expenses increased \$31 million, or 3.0%. The increase primarily reflects increases in wages and benefits costs. The net effect of our Property Transactions decreased other departmental expenses by \$36 million, or 2.7%.

Management fees. Total management fees decreased \$4 million, or 1.6%, in 2019. At our comparable hotels, base management fees, which are calculated as a percentage of total revenues, were flat. Incentive management fees, generally which are based on the amount of operating profit at each property after we receive a priority return on our investment, increased \$1 million, or 1.0%, at our comparable hotels. The net effect of our Property Transactions decreased management fees by \$7 million, or 1.9%.

Other property-level expenses. These expenses generally do not vary significantly based on occupancy and include expenses such as property taxes and insurance. Other property-level expenses decreased \$22 million, or 5.7%, in 2019. Other property-level expenses at our comparable hotels decreased \$13 million, or 4.5%. The decrease reflects the receipt of operating profit guarantees from Marriott under the transformational capital program, in addition to benefits from synergies of the Marriott merger with Starwood Hotels. The net effect of our Property Transactions decreased other property-level expenses by \$6 million, or 1.5%.

Depreciation and amortization. Depreciation and amortization expense decreased \$268 million, or 28.4%, to \$676 million, as a result of impairment expenses of \$260 million recorded in 2018.

Other Income and Expenses

Corporate and other expenses. Corporate and other expenses include the following items (in millions):

	Year ended December 31,	
	2019	2018
General and administrative costs	\$ 92	\$ 90
Non-cash stock-based compensation expense	15	14
Total	\$ 107	\$ 104

General and administrative costs primarily consist of wages and benefits, travel, corporate insurance, legal fees, audit fees, building rent and systems costs. In both 2019 and 2018, corporate and other expenses include costs associated with a significant transformation of our corporate information systems platform, the implementation of which was completed in the second quarter of 2019.

Gain on insurance and business interruption settlements. In 2019, we received \$27 million of property insurance proceeds related to Hurricane Irma, that occurred in 2017, resulting in a gain of \$4 million. In 2018, we received \$7 million of business interruption insurance proceeds related to Hurricane Irma.

Interest income. Interest income increased \$17 million, or 113.3%, in 2019 due to a higher cash balance throughout the year and an increase in interest rates.

Interest expense. Interest expense increased \$46 million, or 26.1%, in 2019 as compared to 2018, due to prepayment premiums on the repayment of the Series Z and Series B Senior Notes and the accelerated recognition of interest expense associated with refinancing these senior notes and our credit facility. However, the increase was partially offset by a lower overall weighted average interest rate due to the refinancings. The following table presents certain components of interest expense (in millions):

	Year ended December 31,	
	2019	2018
Cash interest expense ⁽¹⁾	\$ 159	\$ 169
Cash incremental interest expense ⁽¹⁾⁽²⁾	1	—
Non-cash interest expense	6	7
Cash debt extinguishment costs ⁽¹⁾	50	—
Non-cash debt extinguishment costs	6	—
Total interest expense	\$ 222	\$ 176

(1) Total cash interest expense paid was \$219 million and \$171 million in 2019 and 2018, respectively, which includes an increase (decrease) due to the change in accrued interest of \$9 million and \$2 million for 2019 and 2018, respectively.

(2) Incremental interest reflects the cash interest expense for refinanced debt subsequent to the issuance of the new financing and prior to the repayment of the refinanced debt.

Other gains/(losses). The following table presents the gains recognized on the sale of assets and other (in millions):

	Year ended December 31,	
	2019	2018
Atlanta Marriott Suites Midtown, Costa Mesa Marriott, Scottsdale Marriott at McDowell Mountains, and Scottsdale Marriott Old Town	\$ 151	\$ —
The Westin Indianapolis	33	—
Courtyard Chicago Downtown/River North and Residence Inn Arlington Pentagon City	98	—
The Westin Mission Hills and Newport Beach Marriott Bayview	60	—
Euro JV	—	238
New York Marriott Marquis Retail	—	386
JW Marriott Hotel Mexico City	—	163
Key Bridge Marriott	—	119
Maui Timeshare land ⁽¹⁾	1	1
Other	(3)	(5)
	\$ 340	\$ 902

(1) Represents amortization of the previously deferred gain related to the land contributed to the Maui JV.

Benefit (provision) for income taxes. We lease substantially all our properties to consolidated subsidiaries designated as TRS for federal income tax purposes. The difference between hotel-level operating cash flow and the aggregate rent paid to Host L.P. by the TRS represents taxable income or loss, on which we record an income tax provision or benefit. The 2019 income tax provision related to hotel operations at our TRS was approximately equal to the 2018 income tax provision related to hotel operations. The 2018 income tax provision also included approximately \$109 million of Mexico corporate income tax related to the sale of the JW Marriott Mexico City hotel and U.S. and state corporate income tax on capital gains generated by certain of our 2018 dispositions.

Comparable Hotel Sales Overview

While management evaluates the performance of each individual hotel against its competitive set in a given market, we also evaluate our overall portfolio operating results by geographic location and by mix of business (i.e. transient, group or contract). As of December 31, 2019, 72 of our 80 owned hotels have been classified as comparable hotels. See “Comparable Hotel Operating Statistics” for a complete description of our comparable hotels.

2019 Compared to 2018

Comparable Hotel Sales by Location.

The following table sets forth performance information for our comparable hotels by location as of December 31, 2019 and 2018:

Comparable Hotels by Location in Constant US\$(1)

Location	As of December 31, 2019		Year ended December 31, 2019				Year ended December 31, 2018				Percent Change in RevPAR	Percent Change in Total RevPAR
	No. of Properties	No. of Rooms	Average Room Rate	Average Occupancy Percentage	RevPAR	Total RevPAR	Average Room Rate	Average Occupancy Percentage	RevPAR	Total RevPAR		
Maui/Oahu	3	1,682	\$ 375.46	88.2%	\$ 331.08	\$ 502.37	\$ 361.68	90.3%	\$ 326.71	\$ 493.57	1.3%	1.8%
Jacksonville	1	446	372.94	73.5	274.07	613.80	364.02	74.0	269.32	601.08	1.8	2.1
New York	3	4,259	286.36	84.8	242.96	359.92	295.37	87.5	258.44	379.73	(6.0)	(5.2)
Phoenix	3	1,654	292.50	71.9	210.32	476.62	275.28	72.2	198.75	438.50	5.8	8.7
Washington, D.C. (CBD)	5	3,238	245.82	81.5	200.27	288.52	245.96	80.4	197.70	279.59	1.3	3.2
San Diego	3	3,288	249.41	79.4	198.02	360.49	247.94	82.4	204.31	353.53	(3.1)	2.0
Florida Gulf Coast	3	940	266.42	74.1	197.37	365.12	260.27	71.3	185.67	339.90	6.3	7.4
Los Angeles	4	1,726	228.14	86.5	197.26	294.81	228.36	87.8	200.45	296.47	(1.6)	(0.6)
Boston	3	2,715	237.24	81.7	193.83	268.74	239.17	81.3	194.41	263.15	(0.3)	2.1
San Francisco/San Jose	5	2,360	238.69	78.9	188.31	259.04	229.16	82.6	189.38	260.50	(0.6)	(0.6)
Philadelphia	2	810	217.01	85.7	185.91	305.37	209.57	85.0	178.20	298.53	4.3	2.3
Seattle	2	1,315	225.12	82.4	185.50	250.12	240.44	83.5	200.65	268.07	(7.6)	(6.7)
Chicago	4	1,816	207.67	76.2	158.19	222.83	213.77	78.4	167.70	228.22	(5.7)	(2.4)
Orange County	2	925	195.76	79.1	154.82	258.78	196.84	79.6	156.66	256.14	(1.2)	1.0
Atlanta	4	1,682	190.59	79.8	152.11	241.34	187.23	77.2	144.60	229.76	5.2	5.0
New Orleans	1	1,333	187.65	79.0	148.30	216.97	181.73	80.1	145.64	210.62	1.8	3.0
Northern Virginia	3	1,252	208.94	70.9	148.19	255.14	203.28	72.4	147.10	260.69	0.7	(2.1)
San Antonio	1	512	188.01	77.1	144.93	197.57	193.98	75.3	146.16	196.74	(0.8)	0.4
Miami	2	843	161.84	80.0	129.50	178.68	160.37	80.4	128.90	178.75	0.5	—
Houston	4	1,716	177.93	72.0	128.14	185.48	176.25	72.3	127.50	188.90	0.5	(1.8)
Denver	3	1,340	173.47	72.9	126.48	190.45	166.34	75.1	124.93	181.69	1.2	4.8
Orlando	1	2,004	184.12	67.9	125.02	302.71	184.98	70.4	130.17	297.31	(4.0)	1.8
Other	5	1,924	173.54	80.9	140.44	202.58	169.08	79.8	134.88	197.83	4.1	2.4
Domestic	67	39,780	235.37	79.2	186.42	296.89	234.34	80.2	187.93	294.25	(0.8)	0.9
International	5	1,499	153.01	70.9	108.44	160.74	152.76	66.2	101.19	151.91	7.2	5.8
All Locations - Constant US\$	72	41,279	232.68	78.9	183.59	291.94	231.88	79.7	184.78	289.08	(0.6)	1.0

Comparable Hotels in Nominal US\$

Location	As of December 31, 2019		Year ended December 31, 2019				Year ended December 31, 2018				Percent Change in RevPAR	Percent Change in Total RevPAR
	No. of Properties	No. of Rooms	Average Room Rate	Average Occupancy Percentage	RevPAR	Total RevPAR	Average Room Rate	Average Occupancy Percentage	RevPAR	Total RevPAR		
International	5	1,499	\$ 153.01	70.9%	\$ 108.44	\$ 160.74	\$ 158.60	66.2%	\$ 105.06	\$ 157.44	3.2%	2.1%
Domestic	67	39,780	235.37	79.2	186.42	296.89	234.34	80.2	187.93	294.25	(0.8)	0.9
All Locations	72	41,279	232.68	78.9	183.59	291.94	232.06	79.7	184.92	289.28	(0.7)	0.9

(1) For a discussion of constant US\$ and nominal US\$ presentation, see “—Comparable Hotel Operating Statistics.”

Hotel Sales by Business Mix.

The majority of our customers fall into three broad categories: transient, group and contract business. The information below is derived from business mix results from 72 comparable hotels for which 2019 and 2018 business mix information is available. In 2019, overall revenue results for our comparable hotels was driven by increases in transient and contract revenue, partially offset by a decrease in group revenue. Transient revenues increased 0.8% compared to the prior year, with room nights up 1.3% and average rate decreased 0.5% as properties attempted to replace the group volume loss through aggressive pricing. Business transient travel revenues for 2019 decreased 6.7% due to a 6.2% decrease in occupancy and a 0.6% decrease in average rate. Contract business revenues increased 1.9% for the year, reflecting an average rate increase of 5.2% while room nights sold decreased 3.1%. Group revenues decreased 3.3% as demand was down 4.3% driven by weaker citywide conventions and a decline in association business.

Liquidity and Capital Resources

Liquidity and Capital Resources of Host Inc. and Host L.P. The liquidity and capital resources of Host Inc. and Host L.P. are derived primarily from the activities of Host L.P., which generates the capital required by our business from hotel operations, the incurrence of debt, the issuance of OP units or the sale of hotels. Host Inc. is a REIT and its only significant asset is the ownership of general and limited partner interests of Host L.P.; therefore, its financing and investing activities are conducted through Host L.P., except for the issuance of its common and preferred stock. Proceeds from common and preferred stock issuances by Host Inc. are contributed to Host L.P. in exchange for OP units. Additionally, funds used by Host Inc. to pay dividends or to repurchase its stock are provided by Host L.P. Therefore, while we have noted those areas in which it is important to distinguish between Host Inc. and Host L.P., we have not included a separate discussion of liquidity and capital resources as the discussion below applies to both Host Inc. and Host L.P.

Overview. We look to maintain a capital structure and liquidity profile with an appropriate balance of cash, debt and equity to provide financial flexibility given the inherent volatility of the lodging industry. This strategy has resulted in a lower overall cost of capital, allowing us to complete opportunistic investments and acquisitions and positions us to manage potential declines in operations throughout the lodging cycle. Over the past several years, we have decreased our leverage as measured by our net debt-to-EBITDA ratio and reduced our debt service obligations, leading to an increase in our fixed charge coverage ratio.

We intend to use available cash predominantly for acquisitions or other investments in our portfolio. If we are unable to find appropriate investment opportunities, we will consider other uses, such as a return of capital through dividends or common stock repurchases, the amounts of which will be determined by our operations and other market factors. Significant factors we review to determine the amount and timing of common stock repurchases include our current stock price compared to our determination of the underlying value of our assets, appropriate leverage levels, current and forecast operating results, the completion of hotel sales and cash-on-hand.

We have structured our debt profile to maintain a balanced maturity schedule and to minimize the number of assets that are encumbered by mortgage debt. Currently, none of our consolidated hotels are encumbered by mortgage debt. We have access to multiple types of financing as substantially all our debt consists of senior notes and borrowings under our credit facility, none of which are collateralized by specific hotels. We believe that we have sufficient liquidity and access to capital markets in order to take advantage of opportunistic acquisitions and investments to enhance our portfolio, withstand declines in operating cash flow, pay near-term debt maturities and fund our capital expenditures programs. We may continue to access capital markets if favorable conditions exist to enhance our liquidity and to fund cash needs.

Cash Requirements. We use cash for acquisitions, capital expenditures, debt payments, operating costs, and corporate and other expenses, as well as for dividends and distributions to stockholders and Host L.P. limited partners and stock and OP unit repurchases. As a REIT, Host Inc. is required to pay dividends to its stockholders in an amount equal to at least 90% of its taxable income, excluding net capital gain, on an annual basis. Our primary sources of cash include cash from operations, proceeds from the sale of assets, borrowings under our credit facility and debt and equity issuances. We have no significant debt maturities until 2023.

Capital Resources. As of December 31, 2019, we had \$1,573 million of cash and cash equivalents, \$176 million in our FF&E escrow reserve and \$1.5 billion of available capacity remaining under the revolver portion of the credit facility. We depend primarily on external sources of capital to finance future growth, including acquisitions. As a result, the liquidity and debt capacity provided by our credit facility and the ability to issue senior unsecured debt are key components of our capital structure. Our financial flexibility (including our ability to incur debt, pay dividends, make distributions and make investments) is contingent on our ability to maintain compliance with the financial covenants of our credit facility and senior notes, which include, among other things, the allowable amounts of leverage, interest coverage and fixed charges.

If, at any time, we determine that market conditions are favorable, after considering our liquidity requirements, we may cause Host L.P. to issue senior notes or debentures exchangeable for shares of Host Inc. common stock. Given the total amount of our debt and our maturity schedule, we will continue to redeem or refinance senior notes from time to time, taking advantage of favorable market conditions. In July 2019, Host Inc.'s Board of Directors authorized repurchases of up to \$1.0 billion of senior notes other than in accordance with their respective terms, of which the entire amount remains available under this authority. We may purchase senior notes for cash through open market purchases, privately negotiated transactions, a tender offer or, in some cases, through the early redemption of such securities pursuant to their terms. Repurchases of debt will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. Any refinancing or retirement before the maturity date will affect earnings and NAREIT FFO per diluted share as a result of the payment of any applicable call premiums and the accelerated expensing of previously deferred and capitalized financing costs. In addition, while we intend to use any available cash predominantly for acquisitions or other investments in our hotel portfolio, to the extent that we do not identify appropriate investments, we may decide in the future to use available cash for other purposes, including share repurchases, subject to market conditions. Accordingly, considering our priorities in managing our capital structure and liquidity profile and given prevailing conditions and relative pricing in the capital markets, we may, at any time, subject to applicable securities laws, be considering, or be in discussions with respect to, the repurchase or issuance of exchangeable debentures and/or senior notes or the repurchase or sale of our common stock. Any such transactions may, subject to applicable securities laws, occur simultaneously.

Two programs currently are in place relating to repurchases and/or sales of common stock. On May 25, 2018, we entered into a two-year distribution agreement with J.P. Morgan Securities LLC, BNY Mellon Capital Markets, LLC, Deutsche Bank Securities Inc., Goldman Sachs & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, and Morgan Stanley & Co. LLC, as sales agents, through which we may issue and sell, from time to time, shares of common stock having a combined aggregate offering price of up to \$500 million. The sales will be made in “at the market” offerings under SEC rules, including sales made directly on the NYSE. We may sell shares of common stock under this program from time to time based on market conditions, although we are not under an obligation to sell any shares. No shares were sold during 2019 or 2018 and the program expires in May 2020. Additionally, in February 2017, Host Inc.’s Board of Directors authorized a program to repurchase up to \$500 million of Host Inc. common stock, and on August 5, 2019, authorized an increase in the program to \$1 billion. The common stock may be purchased from time to time depending upon market conditions and may be purchased in the open market or through private transactions or by other means, including principal transactions with various financial institutions, like accelerated share repurchases, forwards, options, and similar transactions and through one or more trading plans designed to comply with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended. The plan does not obligate us to repurchase any specific number or any specific dollar amount of shares and may be suspended at any time at our discretion. For details of our repurchases under this program, see “—Strategic Initiatives” above. No repurchases were made in 2018.

We continue to explore potential acquisitions and dispositions. We anticipate that any such future acquisitions will be funded primarily by proceeds from sales of hotels, but also potentially from equity offerings of Host Inc., issuances of OP units by Host L.P., incurrence of debt, available cash or advances under our credit facility. Given the nature of these transactions, we can make no assurances that we will be successful in acquiring any one or more hotels that we may review, bid on or negotiate to purchase or that we will be successful in disposing of any one or more of our hotels. We may acquire additional hotels or dispose of hotels through various structures, including transactions involving single assets, portfolios, joint ventures, acquisitions of the securities or assets of other REITs or distributions of hotels to our stockholders.

Sources and Uses of Cash. In 2019, our primary sources of cash included cash from operations, proceeds from asset sales, and proceeds from the issuance of debt. Our primary uses of cash during the year consisted of acquisitions, capital expenditures, operating costs, debt repayments, repurchases of common stock and distributions to equity holders. We anticipate that our sources and uses of cash will be similar during 2020.

Cash Provided by Operations. Our cash provided by operations for 2019 decreased \$50 million to \$1,250 million compared to 2018 due primarily to the payments of 2018 U.S. federal and state corporate income tax in the first quarter of 2019 related to the gains generated by the sale of certain assets on which we elected to pay taxes rather than distribute to our stockholders.

Cash Provided by/Used in Investing Activities. Approximately \$58 million of cash was provided by investing activities during 2019 compared to \$100 million provided in 2018. In addition to the acquisition and disposition activity detailed in the charts below, we spent approximately \$558 million on capital expenditures, compared to \$474 million in 2018. This includes certain internal costs and interest expense associated with our capital expenditures projects that have been capitalized in accordance with GAAP. These capitalized costs were \$12 million, \$11 million and \$8 million for 2019, 2018, and 2017, respectively.

The following tables summarize significant acquisitions, dispositions and return of investments in affiliates from January 1, 2018 through February 20, 2020 (in millions):

Transaction Date		Description of Transaction	Investment ⁽¹⁾
Acquisitions			
February	2019	Acquisition of 1 Hotel South Beach	\$ (610)
March	2018	Acquisition of Portfolio of 3 Hyatt Hotels	(1,000)
Total acquisitions			<u>\$ (1,610)</u>

(1) Effective January 1, 2018, we adopted Accounting Standards Update No. 2018-01, Business Combinations (Topic 805): *Clarifying the Definition of a Business*. As a result, the acquisitions above were considered asset acquisitions and we capitalized \$2 million of acquisition costs in 2019 and \$17 million in 2018, which are not included in the above chart.

Transaction Date		Description of Transaction	Net Proceeds (1)	Sales Price
Dispositions/Return of Investment				
January	2020	Proceeds from loan issued to Chicago Marriott Suites O'Hare purchaser ⁽²⁾	\$ 28	\$ —
October	2019	Disposition of Sheraton San Diego Hotel & Marina and Hyatt Regency Cambridge	296	297
August	2019	Disposition of Atlanta Marriott Suites Midtown, Costa Mesa Marriott, Scottsdale Marriott at McDowell Mountains, and Scottsdale Marriott Old Town	247	256
August	2019	Disposition of The Westin Indianapolis	116	120
August	2019	Disposition of Chicago Marriott Suites O'Hare ⁽²⁾	7	39
July	2019	Disposition of Courtyard Chicago Downtown/River North and Residence Inn Arlington Pentagon City	141	150
June	2019	Disposition of Washington Dulles Airport Marriott	9	11
April and June	2019	Disposition of The Westin Mission Hills and Newport Beach Marriott Bayview	100	107
January	2019	Disposition of The Westin New York Grand Central	276	302
December	2018	Disposition of our approximate 33% interest in the Euro JV ⁽³⁾	496	496
September	2018	Disposition of JW Marriott Hotel Mexico City ⁽⁴⁾	180	183
September	2018	Disposition of New York Marriott Marquis Retail	429	442
September	2018	Disposition of W New York Union Square	159	171
May	2018	Disposition of W New York on Lexington Avenue	181	190
January	2018	Disposition of Key Bridge Marriott	181	190
Total			<u>\$ 2,846</u>	

(1) Proceeds are net of transfer taxes, other sales costs and FF&E replacement funds deposited directly to the property or hotel manager by the purchaser.

(2) In connection with the sale of the Chicago Marriott Suites O'Hare, we extended a \$28 million bridge loan to the purchaser. The disposition proceeds shown are net of the bridge loan. The loan was repaid in January 2020.

(3) Represents our portion of the gross asset value of the Euro JV of approximately €700 million (\$800 million), net of debt, before payment of taxes.

(4) In January 2019, we paid \$66 million to the non-controlling partner of the JW Marriott Hotel Mexico City, representing its share of proceeds from the partnership, net of taxes.

Cash Used in Financing Activities. Net cash used in financing activities was \$1,315 million for 2019, as compared to \$748 million in 2018. Cash used in financing activities in 2019 primarily consisted of the repurchase of common stock, repayment of senior notes and our credit facility, including prepayment premiums, and dividend payments, while cash provided by financing activities included the issuance of the Series H Senior Notes. In 2018, cash used in financing activities primarily included repayments on our credit facility and dividend payments, while there was no cash provided by financing activities in 2018.

The following table summarizes significant issuances, net of deferred financing costs and issuance discounts, that have been completed from January 1, 2018 through February 20, 2020 (in millions):

Transaction Date	Description of Transaction	Net Proceeds
Debt Issuances		
September 2019	Proceeds from the issuance of \$650 million 3¾% Series H senior notes	\$ 640
Total issuances		<u>\$ 640</u>

The following table presents significant debt repayments, including prepayment premiums, that have been completed from January 1, 2018 through February 20, 2020 (in millions):

Transaction Date	Description of Transaction	Transaction Amount
Debt Repayments		
October 2019	Redemption of \$300 million of 6% Series Z senior notes	\$ (323)
October 2019	Redemption of \$350 million of 5¼% Series B senior notes	(377)
September 2019	Net repayment on the revolver portion of credit facility	(56)
January - December 2018	Net repayment on the revolver portion of credit facility	(102)
Total cash repayments		<u>\$ (858)</u>

Equity/Capital Transactions. The following table summarizes significant equity transactions that have been completed from January 1, 2018 through February 20, 2020 (in millions):

Transaction Date	Description of Transaction	Transaction Amount
Equity of Host Inc.		
January - February 2020	Repurchase of 7.5 million shares of Host Inc. common stock	\$ (127)
January 2020	Dividend payment (1)(2)	(178)
January - December 2019	Dividend payment (2)	(623)
May - December 2019	Repurchase of 27.8 million shares of Host Inc. common stock	(482)
January - December 2018	Dividend payments (2)	(629)
	Cash payments on equity transactions	<u>\$ (2,039)</u>

(1) Our dividend payment for the fourth quarter of 2019 was made in January 2020, but was accrued at December 31, 2019.

(2) In connection with the dividend payments, Host L.P. made distributions of \$180 million in 2020, \$630 million in 2019 and \$636 million in 2018 to its common unit holders.

Financial Condition

As of December 31, 2019, our total debt was approximately \$3.8 billion, of which 74% carried a fixed rate of interest. Total debt was comprised of the following (in millions):

	As of December 31,	
	2019	2018
Series Z senior notes, with a rate of 6% due October 2021	\$ —	\$ 299
Series B senior notes, with a rate of 5¼% due March 2022	—	348
Series C senior notes, with a rate of 4¾% due March 2023	447	447
Series D senior notes, with a rate of 3¾% due October 2023	398	398
Series E senior notes, with a rate of 4% due June 2025	497	497
Series F senior notes, with a rate of 4½% due February 2026	397	397
Series G senior notes, with a rate of 3¾% due April 2024	397	396
Series H senior notes, with a rate of 3¾% due December 2029	640	—
Total senior notes	<u>2,776</u>	<u>2,782</u>
Credit facility revolver(1)	(8)	51
Credit facility term loan due January 2024	498	499
Credit facility term loan due January 2025	499	499
Other debt, with an average interest rate of 5.6% and 8.8% at December 31, 2019 and 2018, respectively, maturing through February 2024	29	6
Total debt	<u>\$ 3,794</u>	<u>\$ 3,837</u>

(1) There were no outstanding credit facility borrowings at December 31, 2019. Amount shown represents deferred financing costs related to the credit facility revolver.

Aggregate debt maturities at December 31, 2019 are as follows (in millions):

	Senior notes and credit facility	Other debt	Total
2020	\$ —	\$ 23	\$ 23
2021	—	—	—
2022	—	—	—
2023	850	—	850
2024	900	5	905
Thereafter	2,050	—	2,050
	<u>3,800</u>	<u>28</u>	<u>3,828</u>
Deferred financing costs	(28)	—	(28)
Unamortized discounts, net	(7)	—	(7)
Finance lease obligations	—	1	1
	<u>\$ 3,765</u>	<u>\$ 29</u>	<u>\$ 3,794</u>

Senior Notes. The following summary is a description of the material provisions of the indentures governing the various senior notes issued by Host L.P., to which we refer collectively as the senior notes indenture. We pay interest on each series of our outstanding senior notes semi-annually in arrears at the respective annual rates indicated on the table above. Under the terms of our senior notes indenture, our senior notes are equal in right of payment with all of Host L.P.'s unsubordinated indebtedness and senior to all subordinated obligations of Host L.P.

Guarantees. Under the senior notes indentures, all Host L.P. subsidiaries which guarantee other Host L.P. debt are required to similarly guarantee debt issuances under the indenture. Currently, there are no such guarantees.

Senior Notes Indenture Covenants

Covenants for Senior Notes Issued After We Attained an Investment Grade Rating

On September 26, 2019, we completed an underwritten public offering of \$650 million aggregate principal amount of Series H senior notes bearing interest at a rate of 3.38% due in 2029. The Series H senior notes are not redeemable prior to 90 days before the December 15, 2029 maturity date, except at a price equal to 100% of their principal amount, plus a make-whole premium as set forth in the senior notes indenture, plus accrued and unpaid interest to the applicable redemption date. These senior notes have covenants similar to our Series D, Series E, Series F and Series G senior notes.

The Series D, E, F, G and H senior notes were issued after we attained an investment grade rating and have covenants customary for investment grade debt, primarily limitations on our ability to incur additional debt. There are no restrictions on our ability to pay dividends. These covenants are different than the covenants applicable to our prior series of senior notes issued before we attained our investment grade rating.

Under the terms of the Series D, E, F, G and H senior notes, Host L.P.'s ability to incur debt is subject to restrictions and the satisfaction of various conditions, including the achievement of an EBITDA-to-interest coverage ratio of at least 1.5x by Host L.P. As calculated, this ratio excludes from interest expense items such as call premiums and deferred financing charges that are included in interest expense on Host L.P.'s audited consolidated statement of operations. In addition, the calculation is based on Host L.P.'s pro forma results for the four prior fiscal quarters, giving effect to certain transactions, such as acquisitions, dispositions and financings, as if they had occurred at the beginning of the period. Other covenants limiting Host L.P.'s ability to incur debt include maintaining total debt of less than 65% of adjusted total assets (using undepreciated real estate book values), maintaining secured debt of less than 40% of adjusted total assets (using undepreciated real estate book values) and maintaining total unencumbered assets of at least 150% of the aggregate principal amount of outstanding unsecured debt of Host L.P. and its subsidiaries. So long as Host L.P. maintains the required level of interest coverage and satisfies these and other conditions in the senior notes indenture, it may incur additional debt.

We are in compliance with all of the financial covenants applicable to our Series D, E, F, G and H senior notes. The following table summarizes the financial tests contained in the senior notes indenture for our Series D, E, F, G and H senior notes and our actual credit ratios as of December 31, 2019:

	Actual Ratio	Covenant Requirement
Unencumbered assets test	529%	Minimum ratio of 150%
Total indebtedness to total assets	19%	Maximum ratio of 65%
Secured indebtedness to total assets	0%	Maximum ratio of 40%
EBITDA-to-interest coverage ratio	9.9x	Minimum ratio of 1.5x

Covenants for Senior Notes Issued Before We Attained an Investment Grade Rating

Currently, our senior notes have an investment grade rating from Moody's, Standard & Poor's and Fitch Ratings. As a result, many of the restrictive covenants contained in the senior notes indenture and the supplemental indentures for our prior series of senior notes are not applicable, as they do not apply for so long as such series of notes maintain an investment grade rating from both Moody's and Standard & Poor's. The following primary covenants continue to apply to our Series C senior notes, which are our only remaining senior notes issued before we attained an investment grade rating:

- restrict our ability to sell all or substantially all our assets or merge with or into other companies; and
- require us to make an offer to repurchase the existing senior notes then currently outstanding upon the occurrence of a change of control.

If our senior notes no longer are rated investment grade by either or both of Moody's and Standard & Poor's, then the following covenants and other restrictions will be reinstated for our Series C senior notes (but will not apply to the Series D, E, F, G and H senior notes which have different covenants):

- our ability to incur debt and make distributions will be subject to restrictions and the satisfaction of various conditions, including the achievement of an EBITDA-to-interest coverage ratio of at least 2.0x. We will be able to make distributions to enable Host Inc. to pay dividends on its preferred stock, if any, under the senior notes indenture when our EBITDA-to-interest coverage ratio is above 1.7 to 1.0. This ratio is calculated in accordance with the terms of our senior notes indenture applicable to our non-investment grade senior notes based on pro forma results for the four prior fiscal quarters, giving effect to transactions such as acquisitions, dispositions and financings as if they had occurred at the beginning of the period. Interest expense excludes items such as the gains and losses on the extinguishment of debt, deferred financing charges related to the senior notes or the credit facility, and amortization of debt premiums or discounts that were recorded at acquisition of a loan to establish the debt at fair value. These amounts are included in interest expense on our audited consolidated statements of operations;
- other covenants limiting our ability to incur debt and make distributions would include maintaining total debt of less than 65% of adjusted total assets (using undepreciated real estate book values), excluding intangible assets, and maintaining secured debt and subsidiary debt of less than 45% of adjusted total assets (using undepreciated real estate book values). So long as we maintain the required level of interest coverage and satisfy these and other conditions in the senior notes indenture applicable to our existing senior notes, we may make preferred or common OP unit distributions and incur additional debt, including debt incurred in connection with an acquisition. Even if we are below the coverage levels otherwise required to incur debt and make distributions when our senior notes no longer are rated investment grade, we still will be permitted to incur certain types of debt, including (i) credit facility debt, (ii) refinancing debt, (iii) up to \$400 million of mortgage debt, which proceeds would be used to repay debt under the credit facility (and permanently reduce our ability to borrow under the credit facility by such amount), and (iv) up to \$150 million of other debt. We also will be permitted to make distributions of estimated taxable income that are necessary to maintain Host Inc.'s REIT status;
- a requirement to maintain unencumbered assets, based on undepreciated book values, of not less than 125% of the aggregate amount of senior note debt, plus other debt not secured by mortgages. This coverage requirement always must be maintained and is distinct from the coverage requirements necessary to incur debt or make distributions discussed above (which consequences, where we fall below the coverage level, are limited to restricting our ability to incur new debt or make distributions, but which would not otherwise cause a default under our senior notes indenture); and
- our ability to make distributions on, redeem or repurchase our OP units; permit payment or distribution restrictions on certain of our subsidiaries; sell assets; enter into transactions with affiliates; and create certain liens will be restricted.

The following summarizes the actual credit ratios for our Series C senior notes as of December 31, 2019 and the covenant requirements contained in the senior notes indenture that would be applicable at such times as our senior notes no longer are rated investment grade by either of Moody's or Standard & Poor's. Even if we were to lose the investment grade rating, we would be in compliance with all of our financial covenants under the senior notes indenture:

	<u>Actual Ratio*</u>	<u>Covenant Requirement</u>
Unencumbered assets test	529%	Minimum ratio of 125%
Total indebtedness to total assets	19%	Maximum ratio of 65%
Secured indebtedness to total assets	0%	Maximum ratio of 45%
EBITDA-to-interest coverage ratio	9.9x	Minimum ratio of 2.0x

* Because of differences in the calculation methodology between our Series D, Series E, Series F, Series G and Series H senior notes and our Series C senior notes, our actual ratios as reported can be slightly different.

Credit Facility. On August 1, 2019, we entered into the fifth amended and restated senior revolving credit and term loan facility, with Bank of America, N.A., as administrative agent, JPMorgan Chase Bank, N.A and Wells Fargo Bank, N.A. as co-syndication agents, and certain other agents and lenders. The credit facility allows for revolving borrowings in an aggregate principal amount of up to \$1.5 billion. The revolver also includes a foreign currency subfacility for Canadian dollars, Australian dollars, Euros, British pounds sterling and, if available to the lenders, Mexican pesos of up to the foreign currency equivalent of \$500 million, subject to a lower amount in the case of Mexican peso borrowings. The credit facility also provides for the existing term loan facility of \$1 billion (which is fully utilized), a subfacility of up to \$100 million for swingline borrowings in currencies other than U.S. dollars and a subfacility of up to \$100 million for issuances of letters of credit. Host L.P. also has the option to add in the future \$500 million of commitments which may be used for additional revolving credit facility borrowings and/or term loans, subject to obtaining additional loan commitments (which we have not currently obtained) and the satisfaction of certain conditions.

The revolving credit facility has an initial scheduled maturity date of January 11, 2024, which date may be extended by up to a year by the exercise of up to two 6-month extension options, each of which is subject to certain conditions, including the payment of an extension fee and the accuracy of representations and warranties. One \$500 million term loan tranche has an initial maturity date of January 11, 2024, which date may be extended up to a year by the exercise of one 1-year extension option, which is subject to certain conditions, including the payment of an extension fee; and the second \$500 million term loan tranche has a maturity date of January 9, 2025, which date may not be extended.

Neither the revolving credit facility nor the term loans, as applicable, requires any scheduled amortization payments prior to maturity. The term loans are subject to the same terms and conditions as those in the credit facility regarding subsidiary guarantees, operational covenants, financial covenants and events of default (as discussed below).

Guarantees. Similar to our senior note indentures, the credit facility requires all Host L.P. subsidiaries which guaranty Host L.P. debt to similarly guarantee obligations under the credit facility. Currently, there are no such guarantees.

Prepayments. Voluntary prepayments of revolver borrowings and term loans under the credit facility are permitted in whole or in part without premium or penalty, however the new credit facility removed the requirement under the prior agreement that loans under the credit facility are required to be prepaid in the event that asset sales reduce adjusted total assets (using undepreciated real estate book values) to less than \$10 billion if we do not reinvest the proceeds of those sales in new hotels.

Financial Covenants. The credit facility contains covenants concerning allowable leverage, fixed charge coverage and unsecured interest coverage. We are permitted to make borrowings and maintain amounts outstanding under the credit facility so long as our leverage ratio is not in excess of 7.25x, our unsecured coverage ratio is not less than 1.75x and our fixed charge coverage ratio is not less than 1.25x. The financial covenants for the credit facility do not apply when there are no borrowings under the credit facility. Thus, so long as there are no amounts outstanding thereunder and the term loans are repaid, we would not be in default if we do not satisfy the financial covenants and we do not lose the potential to draw under the revolver portion of the credit facility in the future if we ever were to regain compliance with the financial covenants. These calculations are performed based on pro forma results for the prior four fiscal quarters, giving effect to transactions such as acquisitions, dispositions and financings as if they had occurred at the beginning of the period. Under the terms of the credit facility, interest expense excludes items such as the gains and losses on the extinguishment of debt, deferred financing charges related to the senior notes or the credit facility, amortization of debt premiums or discounts that were recorded at issuance of a loan in order to establish its fair value and non-cash interest expense, all of which are included in interest expense on our audited consolidated statements of operations. Additionally, total debt used in the calculation of our leverage ratio is based on a "net debt" concept, pursuant to which cash and cash equivalents in excess of \$100 million are deducted from our total debt balance.

We are in compliance with all of our financial covenants under the credit facility. The following table summarizes the financial tests contained in the credit facility as of December 31, 2019:

	<u>Actual Ratio</u>	<u>Covenant Requirement for all years</u>
Leverage ratio	1.6x	Maximum ratio of 7.25x
Fixed charge coverage ratio	6.7x	Minimum ratio of 1.25x
Unsecured interest coverage ratio (1)	10.1x	Minimum ratio of 1.75x

(1) If at any time our leverage ratio is above 7.0x, our minimum unsecured interest coverage ratio will be reduced to 1.5x.

Interest and Fees. We pay interest on revolver borrowings under the credit facility at floating rates equal to LIBOR plus a margin. The margin ranges from 77.5 to 145 basis points (depending on Host L.P.'s unsecured long-term debt rating). We also pay a facility fee ranging from 12.5 to 30 basis points, depending on our rating and regardless of usage. Based on Host L.P.'s unsecured long-term debt rating as of December 31, 2019, we are able to borrow at a rate of LIBOR plus 90 basis points and pay a facility fee of 20 basis points. Interest on the term loans consists of floating rates equal to LIBOR plus a margin ranging from 85 to 165 basis points (depending on Host L.P.'s unsecured long-term debt rating). Based on Host L.P.'s long-term debt rating as of December 31, 2019, our applicable margin on LIBOR loans under both term loans is 100 basis points. Borrowings under our revolver and the \$1 billion outstanding in term loans constitute our primary obligations denominated in LIBOR. The United Kingdom's Financial Conduct Authority, which regulates LIBOR, announced that it intends to phase out LIBOR by the end of 2021. It is unclear whether LIBOR will cease to exist or if new methods of calculating LIBOR will be established such that it continues to exist after 2021. There currently is no definitive information regarding the future utilization of LIBOR or of any particular replacement rate. As such, the potential effect of any such event on our cost of capital cannot yet be determined. Our credit facility provides that in the event LIBOR no longer is published, we and Bank of America, N.A., as administrative agent, will amend the credit facility to provide for a comparable successor rate or, in the absence of an amendment, borrowings will be deemed converted to base rate borrowing at the higher of the federal funds rate plus ½ of 1% or the "prime rate" announced by Bank of America, N.A.

Other Covenants and Events of Default. The credit facility contains restrictive covenants on customary matters. Certain covenants are less restrictive at any time that our leverage ratio is below 6.0x, as currently is the case. At any time that our leverage ratio is below 6.0x, we will not be subject to limitations on capital expenditures, and the limitations on acquisitions, investments, dividends and distributions contained in the credit facility will be superseded by the generally less restrictive corresponding covenants in our senior notes indenture to the extent applicable, while our senior notes maintain an investment grade rating. Additionally, the credit facility's restrictions on incurrence of debt and the payment of dividends and distributions generally are consistent with our senior notes indenture. These provisions, under certain circumstances, limit debt incurrence to that incurred under the credit facility or in connection with a refinancing, and limit dividend payments to those necessary to maintain Host Inc.'s tax status as a REIT.

The credit facility also includes usual and customary events of default for facilities of this nature, and provides that, upon the occurrence and continuance of an event of default, payment of all amounts due under the credit facility may be accelerated and the lenders' commitments may be terminated. In addition, upon the occurrence of certain insolvency or bankruptcy related events of default, all amounts due under the credit facility automatically will become due and payable and the lenders' commitments automatically will terminate.

Mortgage Debt of Unconsolidated Partner Interests. We own non-controlling interests in joint ventures that are not consolidated and that are accounted for under the equity method. The portion of the mortgage and other debt of these joint ventures attributable to us, based on our ownership percentage thereof, was \$145 million at December 31, 2019. The debt of our unconsolidated joint ventures is non-recourse to us. See "—Off-Balance Sheet Arrangements and Contractual Obligations."

Distribution/Dividend. Host Inc.'s policy on common dividends generally is to distribute, over time, at least 100% of its taxable income, which primarily is dependent on our results of operations, as well as on gains and losses on hotel sales. However, for 2018, we elected to pay U.S. federal and applicable state corporate income tax of approximately \$77 million on capital gains generated by the sale of certain domestic and foreign assets rather than distribute the capital gain to our stockholders. Host Inc. paid a regular quarterly cash dividend of \$0.20 per share and a special cash dividend of \$0.05 per share on its common stock on January 15, 2020 to stockholders of record as of December 31, 2019. The \$0.20 per share regular dividend represents Host Inc.'s intended regular quarterly cash dividend for the next several quarters, subject to Board of Directors approval. While Host Inc. intends to use available cash predominantly for acquisitions or other investments in its portfolio, to the extent that we do not identify appropriate investments, we may elect in the future, subject to market conditions, to use available cash for other purposes, such as common stock repurchases or to increase the amount of our dividends, which dividends could be in excess of taxable income. Any special dividend will be subject to approval by Host Inc.'s Board of Directors.

Funds used by Host Inc. to pay dividends are provided by distributions from Host L.P. As of December 31, 2019, Host Inc. is the owner of approximately 99% of Host L.P.'s common OP units. The remaining common OP units are owned by various unaffiliated limited partners. Each OP unit may be offered for redemption by the limited partners for cash or, at the election of Host Inc., Host Inc. common stock based on the then current conversion ratio. The current conversion ratio is 1.021494 shares of Host Inc. common stock for each OP unit.

Investors should consider the 1% non-controlling position of Host L.P. OP units when analyzing dividend payments by Host Inc. to its stockholders, as these holders of OP units share, on a pro rata basis, in amounts being distributed by Host L.P. to holders of its OP units. For example, if Host Inc. paid a \$1 per share dividend on its common stock, it would be based on the payment of a \$1.021494 per common OP unit distribution by Host L.P. to Host Inc., as well as to the other common OP unitholders.

Counterparty Credit Risk. We are subject to counterparty credit risk, which relates to the ability of counterparties to meet their contractual payment obligations or the potential non-performance of counterparties to deliver contracted commodities or services at the contracted price. We assess the ability of our counterparties to fulfill their obligations to determine the impact, if any, of counterparty bankruptcy or insolvency on our financial condition. We are exposed to credit risk with respect to cash held at various financial institutions and access to our credit facility. Our credit exposure in each of these cases is limited, as the credit risk is spread among a diversified group of investment grade financial institutions.

Off-Balance Sheet Arrangements and Contractual Obligations

Off-Balance Sheet Arrangements. We are party to various transactions, agreements or other contractual arrangements with unconsolidated entities (which we refer to as “off-balance sheet arrangements”), pursuant to which we have certain contingent liabilities and/or guarantees. Contingencies included on our balance sheet are discussed in Part II Item 8. “Financial Statements and Supplementary Data – Note 17. Legal Proceedings, Guarantees and Contingencies.” As of December 31, 2019, we are party to the following material off-balance sheet arrangements:

Asia/Pacific Joint Venture. We have a 25% interest in an Asia/Pacific JV with RECO Hotels JV Private Limited, an affiliate of the Government of Singapore Investment Corporation Pte Ltd. The agreement may be terminated by either partner at any time, which would trigger the liquidation of the joint venture. Due to the ownership structure and the substantive participating rights of the non-Host limited partner, including approval over financing, acquisitions and dispositions, and annual operating and capital expenditures budgets, the Asia/Pacific JV is not consolidated in our financial statements. The commitment period for equity contributions to the Asia/Pacific JV has expired. Certain funding commitments remain, however, related to its existing investments in India.

As of December 31, 2019, the Asia/Pacific JV has invested approximately \$107 million (of which our share is \$27 million) in a separate joint venture in India with Accor S.A. and InterGlobe Enterprises Limited, in which it holds a 36% interest. This joint venture owns seven hotels and an office building in Delhi, Bangalore and Chennai, totaling approximately 1,720 rooms. The hotels are managed by AccorHotels under the Pullman, ibis and Novotel brands.

Maui Joint Venture. We own a 67% interest in a joint venture with an affiliate of HV Global Group, a subsidiary of Marriott Vacations Worldwide Corporation, that owns a 131-unit vacation ownership development in Maui, Hawaii adjacent to our Hyatt Regency Maui Resort & Spa (the “Maui JV”). Our ownership is a non-controlling interest because of the significant economic rights held by the unaffiliated member, which also is the managing member. Since 2012, we have contributed approximately \$87 million to the Maui JV, which includes the contribution of land valued at \$36 million. During 2019, 2018 and 2017, the Maui JV recognized \$37 million, \$42 million and \$54 million, respectively, of sales of timeshare units.

Hyatt Place Joint Venture. We own a 50% interest in a joint venture with White Lodging Services that owns the 255-room Hyatt Place Nashville Downtown in Tennessee. The joint venture has a \$60 million mortgage loan that is non-recourse to us. Due to the significant participating rights of our partner, we do not consolidate the joint venture in our financial statements. During 2019, we received approximately \$2 million of distributions from the joint venture as the hotel generated excess cash from operations.

Harbor Beach Joint Venture. We own a 49.9% interest in a joint venture with R/V-C Association that owns the 650-room Fort Lauderdale Marriott Harbor Beach Resort & Spa in Florida. The joint venture has approximately \$150 million of mortgage debt that is non-recourse to us. Due to the significant participating rights of our partner, we do not consolidate the joint venture in our financial statements. During 2019, we received approximately \$9 million of distributions from the joint venture as the hotel generated excess cash from operations.

For additional discussion of each of our joint venture investments, see Part II Item 8. “Financial Statements and Supplementary Data – Note 4. Investments in Affiliates.”

Contractual Obligations. The table below summarizes our obligations for principal and estimated interest payments on our debt, future minimum lease payments on our operating and finance leases, projected capital expenditures and other long-term liabilities, each as of December 31, 2019 (in millions):

	Payments due by period				
	Total	Less than 1 year	1 to 3 years	3 to 5 years	More than 5 years
Long-term debt obligations (1)	\$ 4,597	\$ 166	\$ 284	\$ 1,956	\$ 2,191
Finance lease obligations	1	1	—	—	—
Operating lease obligations	1,773	39	76	72	1,586
Purchase obligations (2)	787	445	331	11	—
Other long-term liabilities reflected on the balance sheet (3)	12	4	3	—	5
Total	\$ 7,170	\$ 655	\$ 694	\$ 2,039	\$ 3,782

(1) The amounts shown include amortization of principal, debt maturities and estimated interest payments. Interest payments have been reflected based on the weighted average interest rate.

(2) Our purchase obligations consist of commitments for capital expenditures at our hotels. Under our contracts, we can defer some of these expenditures into later years.

(3) The amounts shown include deferred management fees, obligations to third-parties related to prior property transactions and the estimated amount of tax expense related to uncertain tax liabilities.

Tax Indemnification Agreements. Because of certain federal and state income tax considerations of the former owners of two hotels currently owned by Host L.P., we have agreed to restrictions on selling such hotels, or repaying or refinancing mortgage debt, for varying periods. One of these agreements expires in 2028 and the other in 2031.

Guarantees. We have entered into certain guarantees, which consist of commitments we have made to third parties for leases or debt, that are not recorded on our books due to various dispositions, spin-offs and contractual arrangements, but that we have agreed to pay in the event of certain circumstances, including default by an unrelated party. We consider the likelihood of any material payments under these guarantees to be remote.

Critical Accounting Policies

Our consolidated financial statements have been prepared in conformity with 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 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, including those related to the impairment of long-lived assets, on an ongoing basis. We base our estimates on experience and on various other assumptions that are believed to be reasonable under the circumstances. All our significant accounting policies are disclosed in the notes to our consolidated financial statements. For a detailed discussion of the following critical accounting policies that require us to exercise our business judgment or make significant estimates see “Item 8. Financial Statements and Supplementary Data - Note 1. Summary of Significant Accounting Policies”:

- Asset Acquisitions and Business Combinations; and
- Property and Equipment – Impairment testing.

Application of New Accounting Standards

On January 1, 2019, we adopted Financial Accounting Standards Board’s (“FASB”) Accounting Standard Codification (“ASC”) Topic 842, Leases, which affects aspects of accounting for lease agreements. Under the new standard, all leases pursuant to which we are the lessee, including operating leases, are recognized as lease assets and lease liabilities on the balance sheet. However, the adoption did not materially affect our audited statements of operations or statements of cash flows. For lease agreements in which we are the lessor, we have analyzed the impact of the standard and determined that there was no material impact to the recognition, measurement, or presentation of these rental revenues. Rooms revenues, which constitute the majority of our revenues, result from what are considered short term leases. Additionally, we earn rental revenues from retail and office leases at our properties, all of which are included in other revenues. We adopted the standard using the effective date transition method with a cumulative-effect adjustment in the period of adoption. The standard provided several optional practical expedients for use in transition. We elected to use what the

FASB has deemed the “package of practical expedients,” which allowed us to not reassess our previous conclusions about lease identification, lease classification and the accounting treatment for initial direct costs, and we elected to not reassess previous conclusions about land easements. Consequently, financial information will not be updated and disclosures required under the new standard will not be provided for dates and periods prior to January 1, 2019. Upon adoption, we recognized a right of use (“ROU”) asset and a related lease liability of \$619 million and \$628 million, respectively, with the prior year’s straight-line rent liability of \$9 million reducing the ROU asset.

Our Customers

Our customers fall into three broad groups: transient business, group business and contract business. Similar to the majority of the lodging industry, we further categorize business within these broad groups based on characteristics they have in common as follows:

Transient business broadly represents individual business or leisure travelers. Business travelers make up the majority of transient demand at our hotels. Therefore, we will be significantly more affected by trends in business travel than trends in leisure demand. The four key subcategories of rates offered to the transient business group are:

- *Retail*: This is the benchmark rate that a hotel publishes and offers to the public. It typically is the rate charged to travelers that do not have access to negotiated or discounted rates. It includes the “rack rate,” which typically is applied to rooms during high demand periods and is the highest rate category available. Retail room rates will fluctuate more freely depending on anticipated demand levels (e.g., seasonality and weekday vs. weekend stays).
- *Non-Qualified Discount*: This category includes special rates offered by the hotels, including packages, advance-purchase discounts and promotional offers. It also includes rooms booked through online travel agencies (OTAs).
- *Special Corporate*: This is a negotiated rate offered to companies and organizations that provide significant levels of room night demand to the hotel or to hotel brands generally. These rates typically are negotiated annually at a discount to the anticipated retail rate. In addition, this category includes rates offered at the prevailing per diem for approved government travel.
- *Qualified Discount*: This category encompasses all discount programs, such as AAA and AARP discounts, rooms booked through wholesale channels, frequent guest program redemptions, and promotional rates and packages offered by a hotel.

Group business represents clusters of guestrooms booked together, usually with a minimum of 10 rooms. The three key sub-categories of the group business category are:

- *Association*: group business related to national and regional association meetings and conventions.
- *Corporate*: group business related to corporate meetings (e.g., product launches, training programs, contract negotiations, and presentations).
- *Other*: group business predominately related to social, military, education, religious, fraternal and youth and amateur sports teams, otherwise known as SMERF business.

Contract business refers to blocks of rooms sold to a specific company for an extended period at significantly discounted rates. Airline crews are typical generators of contract demand for our airport hotels. Contract rates may be utilized by hotels that are in markets that are experiencing consistently lower levels of demand.

Comparable Hotel Operating Statistics

To facilitate a year-to-year comparison of our operations, we present certain operating statistics (i.e., Total RevPAR, RevPAR, average daily rate and average occupancy) and operating results (revenues, expenses, hotel EBITDA and associated margins) for the periods included in this report on a comparable hotel basis in order to enable our investors to better evaluate our operating performance.

Because these statistics and operating results relate only to our hotels, they exclude results for our non-hotel properties and other real estate investments. We define our comparable hotels as those:

- (i) that are owned or leased by us and the operations of which are included in our consolidated results for the entirety of the reporting periods being compared; and
- (ii) that have not sustained substantial property damage or business interruption, or undergone large-scale capital projects (as further defined below) during the reporting periods being compared.

The hotel business is capital-intensive and renovations are a regular part of the business. Generally, hotels under renovation remain comparable hotels. A large scale capital project that would cause a hotel to be excluded from our comparable hotel set is an extensive renovation of several core aspects of the hotel, such as rooms, meeting space, lobby, bars, restaurants and other public spaces. Both quantitative and qualitative factors are taken into consideration in determining if the renovation would cause a hotel to be removed from the comparable hotel set, including unusual or exceptional circumstances such as: a reduction or increase in room count, rebranding, a significant alteration of the business operations, or the closing of the hotel during the renovation.

We do not include an acquired hotel in our comparable hotel set until the operating results for that hotel have been included in our consolidated results for one full calendar year. For example, we acquired the 1 Hotel South Beach in February 2019, therefore it is not included in our comparable hotel set. Hotels that we sell are excluded from the comparable hotel set once the transaction has closed. Similarly, hotels are excluded from our comparable hotel set from the date that they sustain substantial property damage or business interruption or commence a large-scale capital project. In each case, these hotels are returned to the comparable hotel set when the operations of the hotel have been included in our consolidated results for one full calendar year after completion of the repair of the property damage or cessation of the business interruption, or the completion of large-scale capital projects, as applicable.

Of the 80 hotels that we owned on December 31, 2019, 72 have been classified as comparable hotels. The operating results of the following hotels that we owned as of December 31, 2019 are excluded from comparable hotel results for these periods:

- Andaz Maui at Wailea Resort (acquired in March 2018);
- Grand Hyatt San Francisco (acquired in March 2018);
- Hyatt Regency Coconut Point Resort and Spa (acquired in March 2018);
- 1 Hotel South Beach (acquired in February 2019);
- The Ritz-Carlton, Naples, removed in the second quarter of 2018 (business disruption due to extensive renovations, including restoration of the façade that required closure of the hotel for over two months, coordinated with renovation and expansion of restaurant areas and renovation to the spa and ballrooms);
- San Francisco Marriott Marquis, removed in the third quarter of 2018 (business disruption due to renovations of guestrooms, ballrooms, meeting space, and extensive renovations of the main lobby);
- San Antonio Marriott Rivercenter, removed in the second quarter of 2019 (business disruption due to renovations of guestrooms, conversion of public areas into meeting space, and an extensive repositioning of the lobby area); and
- Minneapolis Marriott City Center, removed in the fourth quarter of 2019 (business disruption due to renovations of guestrooms, ballroom, meeting space, and redesign of the lobby).

The operating results of 18 hotels disposed of in 2019 and 2018 are not included in comparable hotel results for the periods presented herein.

2020 Comparable Hotel Definition Change

Effective January 1, 2020, we will adjust our definition of comparable hotels to include recent acquisitions on a pro forma basis assuming they have comparable operating environments. Operating results for acquisitions in the current and prior year will be reflected for full calendar years, to include results for periods prior to our ownership. We believe this will provide investors a better understanding of underlying growth trends for our current portfolio. As a result, the 1 Hotel South Beach is expected to be included in the comparable hotel set for the year ended December 31, 2020. Additionally, the following hotels are expected to be excluded from the comparable hotel set for the year ended December 31, 2020, due to large-scale capital projects occurring during the comparable periods reported: the San Francisco Marriott Marquis, the San Antonio Marriott Rivercenter, the Minneapolis Marriott City Center, the New York Marriott Marquis, the Hyatt Regency Maui Resort & Spa and the JW Marriott Atlanta Buckhead. We will also exclude any hotels sold during 2020.

Constant US\$ and Nominal US\$

Operating results denominated in foreign currencies are translated using the prevailing exchange rates on the date of the transaction, or monthly based on the weighted average exchange rate for the period. For comparative purposes, we also present the RevPAR results for the prior year assuming the results of our foreign operations were translated using the same exchange rates that were effective for the comparable periods in the current year, thereby eliminating the effect of currency fluctuation for the year-over-year comparisons. We believe this presentation is useful to investors as it provides clarity with respect to the growth in RevPAR in the local currency of the hotel consistent with the way we would evaluate our domestic portfolio. However, the effect of changes in foreign currency has been reflected in the actual results of net income, EBITDA, Adjusted EBITDA, earnings per diluted share and Adjusted FFO per diluted share. Nominal US\$ results include the effect of currency fluctuations consistent with our financial statement presentation.

Non-GAAP Financial Measures

We use certain “non-GAAP financial measures,” which are measures of our historical financial performance that are not calculated and presented in accordance with GAAP, within the meaning of applicable SEC rules. These measures are as follows: (i) EBITDA, EBITDAre and Adjusted EBITDAre as a measure of performance for Host Inc. and Host L.P., (ii) Funds From Operations (“FFO”) and FFO per diluted share (both NAREIT and Adjusted), as a measure of performance for Host Inc., and (iii) comparable hotel property level operating results, as a measure of performance for Host Inc. and Host L.P.

We calculate EBITDAre and NAREIT FFO per diluted share in accordance with standards established by NAREIT, which may not be comparable to measures calculated by other companies that do not use the NAREIT definition of EBITDAre and FFO or do not calculate FFO per diluted share in accordance with NAREIT guidance. In addition, although EBITDAre and FFO per diluted share are useful measures when comparing our results to other REITs, they may not be helpful to investors when comparing us to non-REITs. We also calculate Adjusted FFO per diluted share, which measure is not in accordance with NAREIT guidance and may not be comparable to measures calculated by other REITs. EBITDA and Adjusted EBITDAre, as presented, also may not be comparable to measures calculated by other companies. This information should not be considered as an alternative to net income, operating profit, cash from operations or any other operating performance measure calculated in accordance with GAAP. Cash expenditures for various long-term assets (such as renewal and replacement capital expenditures), interest expense (for EBITDA, EBITDAre, and Adjusted EBITDAre purposes only) and other items have been and will be made and are not reflected in the EBITDA, EBITDAre, Adjusted EBITDAre, NAREIT FFO per diluted share and Adjusted FFO per diluted share presentations. Management compensates 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 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. Additionally, NAREIT FFO per diluted share, Adjusted FFO per diluted share, EBITDA, EBITDAre and Adjusted EBITDAre should not be considered as measures of our liquidity or indicative of funds available to fund our cash needs, including our ability to make cash distributions. In addition, NAREIT FFO per diluted share and Adjusted FFO per diluted share do not measure, and should not be used as measures of, amounts that accrue directly to stockholders’ benefit.

Similarly, EBITDAre, Adjusted EBITDAre, NAREIT FFO and Adjusted FFO per diluted share include adjustments for the pro rata share of our equity investments and NAREIT FFO and Adjusted FFO include adjustments for non-controlling partners in consolidated partnerships. Our equity investments consist of interests ranging from 11% to 67% in seven domestic and international partnerships that own a total of 10 hotels and a vacation ownership development. Due to the voting rights of the outside owners, we do not control and, therefore, do not consolidate these entities. The non-controlling partners in consolidated partnerships primarily consist of the approximate 1% interest in Host LP held by unaffiliated limited partners and a 15% interest held by an unaffiliated limited partner in one hotel for which we do control the entity and, therefore, consolidate its operations. These pro rata results for NAREIT FFO and Adjusted FFO per diluted share, EBITDAre and Adjusted EBITDAre are calculated as set forth below. Readers should be cautioned that the pro rata results presented in these measures for consolidated partnerships (for NAREIT FFO and Adjusted FFO per diluted share) and equity investments may not accurately depict the legal and economic consequences of our investments in these entities. The following discussion defines these terms and presents why we believe they are useful measures of our performance.

EBITDA, EBITDAre and Adjusted EBITDAre

EBITDA

Earnings before Interest Expense, Income Taxes, Depreciation and Amortization (“EBITDA”) is a commonly used measure of performance in many industries. Management believes EBITDA provides useful information to investors regarding our results of operations because it helps us and our investors evaluate the ongoing operating performance of our properties after removing the impact of our capital structure (primarily interest expense) and our asset base (primarily depreciation and amortization). Management also believes the use of EBITDA facilitates comparisons between us and other lodging REITs, hotel owners that are not REITs and other capital-intensive companies. Management uses EBITDA to evaluate property-level results and as one measure in determining the value of acquisitions and dispositions and, like FFO and Adjusted FFO per diluted share, it is widely used by management in the annual budget process and for compensation programs.

EBITDAre and Adjusted EBITDAre

We present EBITDAre in accordance with NAREIT guidelines, as defined in its September 2017 white paper “Earnings Before Interest, Taxes, Depreciation and Amortization for Real Estate,” to provide an additional performance measure to facilitate the evaluation and comparison of our results with other REITs. NAREIT defines EBITDAre as net income (calculated in accordance with GAAP) excluding interest expense, income tax, depreciation and amortization, gains or losses on disposition of depreciated property (including gains or losses on change of control), impairment write-downs of depreciated property and of investments in unconsolidated affiliates caused by a decrease in value of depreciated property in the affiliate, and adjustments to reflect the entity’s pro rata share of EBITDAre of unconsolidated affiliates.

We make additional adjustments to EBITDAre 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. We believe that the presentation of Adjusted EBITDAre, when combined with the primary GAAP presentation of net income, is beneficial to an investor's understanding of our operating performance. Adjusted EBITDAre also is similar to what is used in calculating certain credit ratios for our credit facility and senior notes. We adjust EBITDAre for the following items, which may occur in any period, and refer to this measure as Adjusted EBITDAre:

- *Property Insurance Gains* – We exclude the effect of property insurance gains reflected in our consolidated statements of operations because we believe that including them in Adjusted EBITDAre is not consistent with reflecting the ongoing performance of our assets. In addition, property insurance gains could be less important to investors given that the depreciated asset book value written off in connection with the calculation of the property insurance gain often does not reflect the market value of real estate assets.
- *Acquisition Costs* – Under GAAP, costs associated with completed property acquisitions that are considered business combinations are expensed in the year incurred. We exclude the effect of these costs because we believe they are not reflective of the ongoing performance of the company.
- *Litigation Gains and Losses* – We exclude the effect of gains or losses associated with litigation recorded under GAAP that we consider outside the ordinary course of business. We believe that including these items is not consistent with our ongoing operating performance.

In unusual circumstances, we also may adjust EBITDAre for gains or losses that management believes are not representative of the Company's current operating performance. The last such adjustment was a 2013 exclusion of a gain from an eminent domain claim.

The following table provides a reconciliation of EBITDA, EBITDAre, and Adjusted EBITDAre to net income, the financial measure calculated and presented in accordance with GAAP that we consider the most directly comparable:

Reconciliation of Net Income to EBITDA, EBITDAre and Adjusted EBITDAre for Host Inc. and Host L.P.
(in millions)

	Year ended December 31,	
	2019	2018
Net income	\$ 932	\$ 1,151
Interest expense	222	176
Depreciation and amortization	662	684
Income taxes	30	150
EBITDA	1,846	2,161
Gain on dispositions (1)	(334)	(903)
Non-cash impairment expense	14	260
Equity investment adjustments:		
Equity in earnings of Euro JV (2)	—	(14)
Equity in earnings of affiliates other than Euro JV	(14)	(16)
Pro rata EBITDAre of Euro JV (2)	—	45
Pro rata EBITDAre of equity investments other than Euro JV	26	29
EBITDAre	1,538	1,562
Adjustments to EBITDAre:		
Gain on property insurance settlement	(4)	—
Adjusted EBITDAre	\$ 1,534	\$ 1,562

(1) Reflects the sale of 14 hotels in 2019 and four hotels, the New York Marriott Marquis Retail and the European Joint Venture in 2018.

(2) Represents our share of earnings from our Euro JV. Our approximate one-third non-controlling interest was sold on December 21, 2018.

FFO Measures

We present NAREIT FFO and NAREIT FFO per diluted share as non-GAAP measures of our performance in addition to our earnings per share (calculated in accordance with GAAP). We calculate NAREIT FFO per diluted share as our NAREIT FFO (defined as set forth below) for a given operating period, as adjusted for the effect of dilutive securities, divided by the number of fully diluted shares outstanding during such period in accordance with NAREIT guidelines. Effective January 1, 2019, we adopted NAREIT's

definition of FFO included in NAREIT's Funds From Operations White Paper – 2018 Restatement. The adoption did not result in a change in the way we calculate NAREIT FFO. NAREIT defines FFO as net income (calculated in accordance with GAAP) excluding depreciation and amortization related to certain real estate assets, gains and losses from the sale of certain real estate assets, gains and losses from change in control, impairment write-downs of certain real estate assets and investments and adjustments for consolidated partially-owned entities and unconsolidated affiliates. Adjustments for consolidated partially-owned entities and unconsolidated affiliates are calculated to reflect our pro rata share of the FFO of those entities on the same basis.

We believe that NAREIT FFO per diluted share is a useful supplemental measure of our operating performance and that the presentation of NAREIT FFO per diluted share, when combined with the primary GAAP presentation of earnings per share, provides beneficial information to investors. By excluding the effect of real estate depreciation, amortization, impairment expense and gains and losses from sales of depreciable real estate, all of which are based on historical cost accounting and which may be of lesser significance in evaluating current performance, we believe such measures can facilitate comparisons of operating performance between periods and with other REITs, even though NAREIT FFO per diluted share does not represent an amount that accrues directly to holders of our common stock. Historical cost accounting for real estate assets implicitly assumes that the value of real estate assets diminishes predictably over time. As noted by NAREIT in its Funds From Operations White Paper – 2018 Restatement, the primary purpose for including FFO as a supplemental measure of operating performance of a REIT is to address the artificial nature of historical cost depreciation and amortization of real estate and real estate-related assets mandated by GAAP. For these reasons, NAREIT adopted the FFO metric in order to promote a uniform industry-wide measure of REIT operating performance.

We also present Adjusted FFO per diluted share when evaluating our performance because management believes that the exclusion of certain additional items described below provides useful supplemental information to investors regarding our ongoing operating performance. Management historically has made the adjustments detailed below in evaluating our performance, in our annual budget process and for our compensation programs. We believe that the presentation of Adjusted FFO per diluted share, when combined with both the primary GAAP presentation of earnings per share and FFO per diluted share as defined by NAREIT, provides useful supplemental information that is beneficial to an investor's understanding of our operating performance. We adjust NAREIT FFO per diluted share for the following items, which may occur in any period, and refer to this measure as Adjusted FFO per diluted share:

- *Gains and Losses on the Extinguishment of Debt* – We exclude the effect of finance charges and premiums associated with the extinguishment of debt, including the acceleration of the write off of deferred financing costs from the original issuance of the debt being redeemed or retired and incremental interest expense incurred during the refinancing period. We also exclude the gains on debt repurchases and the original issuance costs associated with the retirement of preferred stock. We believe that these items are not reflective of our ongoing finance costs.
- *Acquisition Costs* – Under GAAP, costs associated with completed property acquisitions that are considered business combinations are expensed in the year incurred. We exclude the effect of these costs because we believe they are not reflective of the ongoing performance of the company.
- *Litigation Gains and Losses* – We exclude the effect of gains or losses associated with litigation recorded under GAAP that we consider outside the ordinary course of business. We believe that including these items is not consistent with our ongoing operating performance.

In unusual circumstances, we also may adjust NAREIT FFO for gains or losses that management believes are not representative of our current operating performance. The last such adjustment was in 2017. Because of the reduction of corporate income tax rates from 35% to 21% caused by the Tax Cuts and Jobs Act, we remeasured our domestic deferred tax assets as of December 31, 2017 and recorded a one-time adjustment to reduce the deferred tax assets and increase the provision for income taxes by approximately \$11 million.

The following table provides a reconciliation of the differences between our non-GAAP financial measures, NAREIT FFO and Adjusted FFO (separately and on a per diluted share basis), and net income, the financial measure calculated and presented in accordance with GAAP that we consider most directly comparable:

**Host Inc. Reconciliation of Net Income to
NAREIT and Adjusted Funds From Operations per Diluted Share
(in millions, except per share amount)**

	Year ended December 31,	
	2019	2018
Net income	\$ 932	\$ 1,151
Less: Net income attributable to non-controlling interests	(12)	(64)
Net income attributable to Host Inc.	920	1,087
Adjustments:		
Gain on dispositions (1)	(334)	(903)
Tax on dispositions	(6)	113
Gain on property insurance settlement	(4)	—
Depreciation and amortization	657	680
Non-cash impairment expense	6	260
Equity investment adjustments:		
Equity in earnings of affiliates	(14)	(30)
Pro rata FFO of equity investments	20	53
Consolidated partnership adjustments:		
FFO adjustment for non-controlling partnerships	—	50
FFO adjustments for non-controlling interests of Host L.P.	(3)	(2)
NAREIT FFO	1,242	1,308
Adjustments to NAREIT FFO:		
Loss on debt extinguishment	57	—
Loss attributable to non-controlling interests	(1)	—
Adjusted FFO	\$ 1,298	\$ 1,308
For calculation on a per share basis (2):		
Diluted weighted average shares outstanding - EPS, NAREIT FFO and Adjusted FFO	731.1	740.6
Diluted earnings per common share	\$ 1.26	\$ 1.47
NAREIT FFO per diluted share	\$ 1.70	\$ 1.77
Adjusted FFO per diluted share	\$ 1.78	\$ 1.77

(1) Refer to the corresponding footnote on the Reconciliation of Net Income to EBITDA, EBITDAre and Adjusted EBITDAre for Host Inc. and Host L.P.

(2) Earnings per diluted share and NAREIT FFO and Adjusted FFO per diluted share are adjusted for the effects of dilutive securities. Dilutive securities may include shares granted under comprehensive stock plans, preferred OP units held by non-controlling limited partners, exchangeable debt securities and other non-controlling interests that have the option to convert their limited partner interests to common OP units. No effect is shown for securities if they are anti-dilutive.

Comparable Hotel Property Level Operating Results

We present certain operating results for our hotels, such as hotel revenues, expenses, food and beverage profits and EBITDA (and the related margins) on a comparable hotel, or “same store,” basis as supplemental information for investors. Our comparable hotel results present operating results for hotels owned during the entirety of the periods being compared without giving effect to any acquisitions or dispositions, significant property damage or large scale capital improvements incurred during these periods. We present comparable hotel EBITDA to help us and our investors evaluate the ongoing operating performance of our comparable properties after removing the impact of our capital structure (primarily interest expense) and its asset base (primarily depreciation and amortization). Other corporate-level costs and expenses also are removed to arrive at property-level results. We believe these property-level results provide investors with supplemental information about the ongoing operating performance of our comparable hotels. We eliminate depreciation and amortization because, even though depreciation and amortization are property-level expenses, these non-cash expenses, which are based on historical cost accounting for real estate assets, implicitly assume that the value of real estate assets diminishes predictably over time. As noted earlier, because real estate values historically have risen or fallen with market conditions, many real estate industry investors have considered presentation of historical cost accounting for operating results to be insufficient by themselves.

Because of the elimination of corporate-level costs and expenses, gains or losses on dispositions and depreciation and amortization, the comparable hotel operating results we present do not represent our total revenues, expenses, operating profits or net income and should not be used to evaluate the performance of our company as a whole. Management compensates 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 audited consolidated statements of operations include such amounts, all of which should be considered by investors when evaluating our performance.

We present these hotel operating results on a comparable hotel basis because we believe that doing so provides investors and management with useful information for evaluating the period-to-period performance of our hotels and facilitates comparisons with other hotel REITs and hotel owners. These measures assist management and investors with the determination of whether increases or decreases in revenues and/or expenses are due to growth or decline of operations at comparable hotels (which represent the vast majority of our portfolio) or from other factors, such as the effect of acquisitions or dispositions. While management believes that presentation of comparable hotel results is a “same store” supplemental measure that provides useful information in evaluating our ongoing performance, this measure is not used to allocate resources or to assess the operating performance of each of these hotels, as these decisions are based on data for individual hotels and are not based on comparable hotel results. For these reasons, we believe that comparable hotel operating results, when combined with the presentation of GAAP operating profits, revenues and expenses, provide useful information to investors and management.

The following table presents certain operating results and statistics for our comparable hotels for the periods presented herein:

Comparable Hotel Results for Host Inc. and Host L.P.
(in millions, except hotel statistics)

	Year ended December 31,	
	2019	2018
Number of hotels	72	72
Number of rooms	41,279	41,279
Change in comparable hotel Total RevPAR -		
Constant US\$	1.0%	—
Nominal US\$	0.9%	—
Change in comparable hotel RevPAR -		
Constant US\$	(0.6)%	—
Nominal US\$	(0.7)%	—
Operating profit margin (1)	14.6%	9.6%
Comparable hotel EBITDA margin (1)	29.0%	29.05%
Food and beverage profit margin (1)	32.0%	31.7%
Comparable hotel food and beverage profit margin (1)	33.2%	33.5%
Net income	\$ 932	\$ 1,151
Depreciation and amortization	676	944
Interest expense	222	176
Provision for income taxes	30	150
Gain on sale of property and corporate level income/expense	(278)	(843)
Non-comparable hotel results, net (2)	(307)	(312)
Comparable hotel EBITDA	\$ 1,275	\$ 1,266

	Year ended December 31, 2019				Year ended December 31, 2018			
	GAAP Results	Adjustments		Comparable Hotel Results	GAAP Results	Adjustments		Comparable Hotel Results
Non- comparable hotel results, net (2)		Depreciation and corporate level items	Non- comparable hotel results, net (2)			Depreciation and corporate level items		
Revenues								
Room	\$ 3,431	\$ (666)	\$ —	\$ 2,765	\$ 3,547	\$ (763)	\$ —	\$ 2,784
Food and beverage	1,647	(304)	—	1,343	1,616	(295)	—	1,321
Other	391	(102)	—	289	361	(110)	—	251
Total revenues	5,469	(1,072)	—	4,397	5,524	(1,168)	—	4,356
Expenses								
Room	873	(172)	—	701	918	(213)	—	705
Food and beverage	1,120	(223)	—	897	1,103	(224)	—	879
Other	1,899	(375)	—	1,524	1,932	(426)	—	1,506
Depreciation and amortization	676	—	(676)	—	944	—	(944)	—
Corporate and other expenses	107	—	(107)	—	104	—	(104)	—
Gain on insurance and business interruption settlements	(5)	5	—	—	(7)	7	—	—
Total expenses	4,670	(765)	(783)	3,122	4,994	(856)	(1,048)	3,090
Operating Profit - Comparable Hotel EBITDA	\$ 799	\$ (307)	\$ 783	\$ 1,275	\$ 530	\$ (312)	\$ 1,048	\$ 1,266

- (1) Profit margins are calculated by dividing the applicable operating profit by the related revenue amount. GAAP operating profit margins are calculated using amounts presented in the consolidated statements of operations. Comparable hotel margins are calculated using amounts presented in the above table.
- (2) Non-comparable hotel results, net, includes the following items: (i) the results of operations of our non-comparable hotels and sold hotels, which operations are included in our consolidated statements of operations as continuing operations, (ii) gains on insurance settlements and business interruption proceeds, and (iii) the results of our leased office buildings and other non-hotel income.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

All information in this section applies to Host Inc. and Host L.P.

Interest Rate Sensitivity

Our future income, cash flows and fair values with respect to financial instruments are dependent upon prevailing market interest rates. Market risk refers to the risk of loss from adverse changes in market prices and interest rates. We have no derivative financial instruments that are held for trading purposes. We use derivative financial instruments to manage, or hedge, interest rate risks. As of February 20, 2020, we do not have any interest rate derivatives outstanding.

The interest payments on 74% of our debt are fixed in nature. Valuations for mortgage debt and the credit facility are determined based on expected future payments, discounted at risk-adjusted rates. The senior notes are valued based on quoted market prices. If market rates of interest on our variable rate debt increase or decrease by 100 basis points, interest expense would increase or decrease, respectively, our earnings and cash flows by approximately \$10 million in 2020. The table below presents scheduled maturities and related weighted average interest rates by expected maturity dates (in millions, except percentages):

	Expected Maturity Date						Total	Fair Value
	2020	2021	2022	2023	2024	Thereafter		
Liabilities								
Debt:								
Fixed rate (1)	\$ 20	\$ (4)	\$ (4)	\$ 847	\$ 402	\$ 1,544	\$ 2,805	\$ 2,981
Average interest rate	4.1%	4.1%	4.1%	4.0%	4.0%	4.0%		
Variable rate (1)	\$ (3)	\$ (3)	\$ (3)	\$ (2)	\$ 500	\$ 500	\$ 989	\$ 1,000
Average interest rate (2)	2.8%	2.8%	2.8%	2.8%	2.8%	2.8%		
Total debt							\$ 3,794	\$ 3,981

(1) The amounts are net of unamortized discounts and deferred financing costs; therefore, negative amounts prior to maturity represent the amortization of original issue discounts and deferred financing costs.

(2) The interest rate for our floating rate payments is based on the rate in effect as of December 31, 2019. No adjustments are made for forecast changes in the rate.

Exchange Rate Sensitivity

We have currency exchange risk because of our hotel ownership in Brazil and Canada and our minority investment in a joint venture in India. We may utilize several strategies to mitigate the exposure of currency exchange risk for our portfolio, including (i) utilizing local currency denominated debt (including foreign currency draws on our credit facility), (ii) entering into forward or option foreign currency purchase contracts, or (iii) investing through partnership and joint venture structures. For 2019 and 2018, revenues from our consolidated foreign operations were \$88 million and \$107 million, respectively, or approximately 2% of our total revenues in both years. Over the past few years, we have strategically exited international markets, including the disposition of one hotel in Mexico in 2018 and one hotel in Australia in 2017. Additionally, in 2018, we sold our approximate 33% interest in the European joint venture. As a result, our prospective foreign currency exchange risk will have a minimal impact on our results of operations.

During 2019, upon the maturity of a foreign currency forward sale contract with a notional amount of CAD25 million (\$19 million), for which we received immaterial proceeds, we entered into a new foreign currency forward sale contract with a notional amount of CAD25 million (\$19 million) that matures in May 2020. Also in 2019, we entered into two additional foreign currency forward purchase contracts, each with a notional amount of CAD37.1 million (\$28 million), maturing in March 2020. A portion of these derivatives have been designated as hedges of the foreign currency exposure of a net investment in a foreign operation, while the remaining notional amount serves as a natural hedge of intercompany loans. The foreign currency exchange agreements into which we have entered strictly are to hedge foreign currency risk and are not for trading purposes. The contracts are required to be measured at fair value on a recurring basis using significant other observable inputs. As of December 31, 2019, the fair value of these contracts was not material. These contracts are marked-to-market with changes in fair value recorded to other comprehensive income (loss) for contracts designated as a hedge of a net investment in a foreign operation, and through net income for contracts acting as a natural hedge of intercompany loans. The foreign currency forward sale contracts are valued based on the forward yield curve of the foreign currency to U.S. dollar forward exchange rate on the date of measurement. Pursuant to these contracts, we will sell the foreign currency amount, as applicable, and receive the U.S. dollar amount on the forward sale date. We also evaluate counterparty credit risk when we calculate the fair value of the derivatives. Also during 2019, we repaid \$56 million outstanding under our credit facility, a portion of which was previously designated as a hedge of our net investments in foreign operations.

Item 8. Financial Statements and Supplementary Data

The following financial information is included on the pages indicated:

Host Hotels & Resorts, Inc. & Host Hotels & Resorts, L.P.

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Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors
Host Hotels & Resorts, Inc.:

Opinion on the Consolidated Financial Statements

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

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

Change in Accounting Principle

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

Basis for Opinion

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

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

Critical Audit Matters

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

Evaluation of the fair value of land acquired in a real estate asset acquisition

As discussed in Notes 1 and 12 to the consolidated financial statements, the Company acquired the 1 Hotel South Beach for approximately \$610 million during the year ended December 31, 2019. The hotel is a part of a mixed-use complex in Miami, Florida. The Company determined the acquisition to be an asset acquisition, and allocated the transaction price to the individual assets acquired based on their relative fair values as of the acquisition date.

We identified the evaluation of the fair value of land acquired in the real estate asset acquisition as a critical audit matter. Key assumptions included the share of land used by the hotel in the mixed-use complex, as well as the weighting of comparable market sales transactions. Because of the subjective auditor judgment involved, specialized skills and knowledge were required to evaluate the Company's determination of the fair value of land acquired in the real estate asset acquisition.

The primary procedures we performed to address this critical audit matter included the following. We tested certain internal controls over the Company's acquisition process, including controls over the determination of the fair value of land acquired. These included controls related to the identification of the population of comparable market sales transactions and weighting of such transactions as well as the evaluation of the share of the land used by the hotel in the mixed-use complex. We involved valuation professionals with specialized skills and knowledge who assisted in (1) independently obtaining third-party evidence of comparable market sales transactions from industry sources, including information about the transaction prices and features of the comparable market sales transactions; (2) evaluating the weighting of comparable market sales transactions based on the characteristics of such transactions; and (3) evaluating the share of the land used by the hotel in the mixed-use complex by considering the features of the property as well as evaluating the method used by the Company in comparison with industry practices.

Evaluation of indicators of potential hotel property impairment

As discussed in Notes 1 and 3 to the consolidated financial statements, property and equipment, less accumulated depreciation as of December 31, 2019, was \$9,660 million, or 79% of total assets. The Company analyzes its portfolio of property and equipment, primarily comprised of hotel properties, when events or changes in circumstances occur that indicate the carrying value may not be recoverable.

We identified the evaluation of indicators of potential hotel property impairment as a critical audit matter. Key assumptions used by the Company include future cash flows of its hotel properties and the Company's intent and ability to hold its hotel properties for a period that recovers their carrying value. A significant change to these assumptions could impact the Company's determination of the recoverability of the carrying value of its hotel properties. The evaluation of these assumptions required a high degree of auditor judgment.

The primary procedures we performed to address this critical audit matter included the following. We tested certain internal controls over the impairment process, including controls over the identification and evaluation of events or changes in circumstances that indicate the carrying value of a hotel property may not be recoverable. We also tested certain internal controls related to the Company's assessment of its intent and ability to hold its hotel properties for a period that recovers their carrying value. We compared the future cash flows used by the Company in its evaluation of indicators of potential hotel property impairment to historical hotel property results to evaluate the potential of a decrease in such cash flows that indicates the carrying value of a hotel property may not be recoverable. We examined documents to assess the Company's plans to dispose of hotel properties. We inquired of the Company and obtained written representations regarding status of potential plans to dispose of hotel properties. We corroborated that information with others in the organization who are responsible for, and have authority over, disposition activities. We inspected listings of hotel properties for sale in order to identify information regarding potential sales of the Company's hotel properties.

/s/ KPMG LLP

We have served as the Company's auditor since 2002.

McLean, Virginia
February 25, 2020

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors
Host Hotels & Resorts, Inc.:

Opinion on Internal Control Over Financial Reporting

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

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

Basis for Opinion

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

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

Definition and Limitations of Internal Control Over Financial Reporting

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

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

/s/ KPMG LLP

McLean, Virginia
February 25, 2020

Report of Independent Registered Public Accounting Firm

To the Partners of Host Hotels & Resorts, L.P. and Board of Directors of Host Hotels & Resorts, Inc.:

Opinion on the Consolidated Financial Statements

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

Change in Accounting Principle

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

Basis for Opinion

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

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Partnership is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Partnership’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

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

Evaluation of the fair value of land acquired in a real estate asset acquisition

As discussed in Notes 1 and 12 to the consolidated financial statements, the Partnership acquired the 1 Hotel South Beach for approximately \$610 million during the year ended December 31, 2019. The hotel is a part of a mixed-use complex in Miami, Florida. The Partnership determined the acquisition to be an asset acquisition, and allocated the transaction price to the individual assets acquired based on their relative fair values as of the acquisition date.

We identified the evaluation of the fair value of land acquired in the real estate asset acquisition as a critical audit matter. Key assumptions included the share of land used by the hotel in the mixed-use complex, as well as the weighting of comparable market sales transactions. Because of the subjective auditor judgment involved, specialized skills and knowledge were required to evaluate the Partnership's determination of the fair value of land acquired in the real estate asset acquisition.

The primary procedures we performed to address this critical audit matter included the following. We tested certain internal controls over the Partnership's acquisition process, including controls over the determination of the fair value of land acquired. These included controls related to the identification of the population of comparable market sales transactions and weighting of such transactions as well as the evaluation of the share of the land used by the hotel in the mixed-use complex. We involved valuation professionals with specialized skills and knowledge who assisted in (1) independently obtaining third-party evidence of comparable market sales transactions from industry sources, including information about the transaction prices and features of the comparable market sales transactions; (2) evaluating the weighting of comparable market sales transactions based on the characteristics of such transactions; and (3) evaluating the share of the land used by the hotel in the mixed-use complex by considering the features of the property as well as evaluating the method used by the Partnership in comparison with industry practices.

Evaluation of indicators of potential hotel property impairment

As discussed in Notes 1 and 3 to the consolidated financial statements, property and equipment, less accumulated depreciation as of December 31, 2019, was \$9,660 million, or 79% of total assets. The Partnership analyzes its portfolio of property and equipment, primarily comprised of hotel properties, when events or changes in circumstances occur that indicate the carrying value may not be recoverable.

We identified the evaluation of indicators of potential hotel property impairment as a critical audit matter. Key assumptions used by the Partnership include future cash flows of its hotel properties and the Partnership's intent and ability to hold its hotel properties for a period that recovers their carrying value. A significant change to these assumptions could impact the Partnership's determination of the recoverability of the carrying value of its hotel properties. The evaluation of these assumptions required a high degree of auditor judgment.

The primary procedures we performed to address this critical audit matter included the following. We tested certain internal controls over the impairment process, including controls over the identification and evaluation of events or changes in circumstances that indicate the carrying value of a hotel property may not be recoverable. We also tested certain internal controls related to the Partnership's assessment of its intent and ability to hold its hotel properties for a period that recovers their carrying value. We compared the future cash flows used by the Partnership in its evaluation of indicators of potential hotel property impairment to historical hotel property results to evaluate the potential of a decrease in such cash flows that indicates the carrying value of a hotel property may not be recoverable. We examined documents to assess the Partnership's plans to dispose of hotel properties. We inquired of the Partnership and obtained written representations regarding status of potential plans to dispose of hotel properties. We corroborated that information with others in the organization who are responsible for, and have authority over, disposition activities. We inspected listings of hotel properties for sale in order to identify information regarding potential sales of the Partnership's hotel properties.

/s/ KPMG LLP

We have served as the Partnership's auditor since 2002.

McLean, Virginia
February 25, 2020

HOST HOTELS & RESORTS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
December 31, 2019 and 2018
(in millions, except per share amounts)

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
ASSETS		
Property and equipment, net	\$ 9,671	\$ 9,760
Right-of-use assets	595	—
Assets held for sale	—	281
Due from managers	63	71
Advances to and investments in affiliates	56	48
Furniture, fixtures and equipment replacement fund	176	213
Other	171	175
Cash and cash equivalents	1,573	1,542
Total assets	\$ 12,305	\$ 12,090
LIABILITIES, NON-CONTROLLING INTERESTS AND EQUITY		
Debt		
Senior notes	\$ 2,776	\$ 2,782
Credit facility, including term loans of \$997 and \$998, respectively	989	1,049
Other debt	29	6
Total debt	3,794	3,837
Lease liabilities	606	—
Accounts payable and accrued expenses	263	293
Other	175	266
Total liabilities	4,838	4,396
Redeemable non-controlling interests - Host Hotels & Resorts, L.P.	142	128
Host Hotels & Resorts, Inc. stockholders' equity:		
Common stock, par value \$.01, 1,050 million shares authorized, 713.4 million shares and 740.4 million shares issued and outstanding, respectively	7	7
Additional paid-in capital	7,675	8,156
Accumulated other comprehensive loss	(56)	(59)
Deficit	(307)	(610)
Total equity of Host Hotels & Resorts, Inc. stockholders	7,319	7,494
Non-redeemable non-controlling interests—other consolidated partnerships	6	72
Total equity	7,325	7,566
Total liabilities, non-controlling interests and equity	\$ 12,305	\$ 12,090

See Notes to Consolidated Financial Statements.

HOST HOTELS & RESORTS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
Years Ended December 31, 2019, 2018 and 2017
(in millions, except per common share amounts)

	<u>2019</u>	<u>2018</u>	<u>2017</u>
REVENUES			
Rooms	\$ 3,431	\$ 3,547	\$ 3,490
Food and beverage	1,647	1,616	1,561
Other	391	361	336
Total revenues	<u>5,469</u>	<u>5,524</u>	<u>5,387</u>
EXPENSES			
Rooms	873	918	899
Food and beverage	1,120	1,103	1,071
Other departmental and support expenses	1,295	1,302	1,273
Management fees	239	243	239
Other property-level expenses	365	387	394
Depreciation and amortization	676	944	751
Corporate and other expenses	107	104	98
Gain on insurance and business interruption settlements	(5)	(7)	(14)
Total operating costs and expenses	<u>4,670</u>	<u>4,994</u>	<u>4,711</u>
OPERATING PROFIT	799	530	676
Interest income	32	15	6
Interest expense	(222)	(176)	(167)
Other gains/(losses)	340	902	108
Loss on foreign currency transactions and derivatives	(1)	—	(2)
Equity in earnings of affiliates	14	30	30
INCOME BEFORE INCOME TAXES	962	1,301	651
Provision for income taxes	(30)	(150)	(80)
NET INCOME	932	1,151	571
Less: Net income attributable to non-controlling interests	(12)	(64)	(7)
NET INCOME ATTRIBUTABLE TO HOST HOTELS & RESORTS, INC.	\$ 920	\$ 1,087	\$ 564
Basic earnings per common share	<u>\$ 1.26</u>	<u>\$ 1.47</u>	<u>\$.76</u>
Diluted earnings per common share	<u>\$ 1.26</u>	<u>\$ 1.47</u>	<u>\$.76</u>

See Notes to Consolidated Financial Statements.

HOST HOTELS & RESORTS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
Years Ended December 31, 2019, 2018 and 2017
(in millions)

	2019	2018	2017
NET INCOME	\$ 932	\$ 1,151	\$ 571
OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX:			
Foreign currency translation and other comprehensive income (loss) of unconsolidated affiliates	—	(13)	23
Change in fair value of derivative instruments	(1)	1	(14)
Amounts reclassified from other comprehensive income	4	13	14
OTHER COMPREHENSIVE INCOME, NET OF TAX	<u>3</u>	<u>1</u>	<u>23</u>
COMPREHENSIVE INCOME	935	1,152	594
Less: Comprehensive income attributable to non-controlling interests	(12)	(65)	(8)
COMPREHENSIVE INCOME ATTRIBUTABLE TO HOST HOTELS & RESORTS, INC.	<u>\$ 923</u>	<u>\$ 1,087</u>	<u>\$ 586</u>

See Notes to Consolidated Financial Statements.

HOST HOTELS & RESORTS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EQUITY
Years Ended December 31, 2019, 2018 and 2017
(in millions)

Common Shares Outstanding		Common Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings / (Deficit)	Non-redeemable non-controlling Interests of Other Consolidated Partnerships	Total Equity	Redeemable non-controlling Interests of Host Hotels & Resorts, L.P.
737.8	Balance, December 31, 2016	\$ 7	\$ 8,077	\$ (83)	\$ (1,007)	\$ 39	\$ 7,033	\$ 165
—	Net income	—	—	—	564	—	564	7
—	Other changes in ownership	—	(8)	—	—	4	(4)	8
—	Foreign currency translation and other comprehensive income (loss) of unconsolidated affiliates	—	—	23	—	1	24	—
—	Change in fair value of derivative instruments	—	—	(14)	—	—	(14)	—
—	Amounts reclassified from Other Comprehensive Income	—	—	14	—	—	14	—
0.5	Common stock issuances	—	9	—	—	—	9	—
0.5	Comprehensive stock and employee stock purchase plans	—	13	—	—	—	13	—
—	Common stock dividends	—	—	—	(628)	—	(628)	—
0.3	Redemptions of limited partner interests for common stock	—	6	—	—	—	6	(6)
—	Distributions to non-controlling interests	—	—	—	—	(15)	(15)	(7)
739.1	Balance, December 31, 2017	\$ 7	\$ 8,097	\$ (60)	\$ (1,071)	\$ 29	\$ 7,002	\$ 167
—	Net income	—	—	—	1,087	52	1,139	12
—	Other changes in ownership	—	30	—	—	(9)	21	(29)
—	Foreign currency translation and other comprehensive income (loss) of unconsolidated affiliates	—	—	(13)	—	1	(12)	—
—	Change in fair value of derivative instruments	—	—	1	—	—	1	—
—	Amounts reclassified from Other Comprehensive Income	—	—	13	—	—	13	—
0.2	Common stock issuances	—	3	—	—	—	3	—
0.4	Comprehensive stock and employee stock purchase plans	—	11	—	—	—	11	—
—	Common stock dividends	—	—	—	(630)	—	(630)	—
0.7	Redemptions of limited partner interests for common stock	—	15	—	—	—	15	(15)
—	Distributions to non-controlling interests	—	—	—	—	(1)	(1)	(7)
—	Cumulative effect of accounting change	—	—	—	4	—	4	—
740.4	Balance, December 31, 2018	\$ 7	\$ 8,156	\$ (59)	\$ (610)	\$ 72	\$ 7,566	\$ 128
—	Net income	—	—	—	920	2	922	10
—	Other changes in ownership	—	(11)	—	—	1	(10)	13
—	Change in fair value of derivative instruments	—	—	(1)	—	—	(1)	—
—	Amounts reclassified from Other Comprehensive Income	—	—	4	—	—	4	—
0.6	Comprehensive stock and employee stock purchase plans	—	10	—	—	—	10	—
—	Common stock dividends	—	—	—	(617)	—	(617)	—
0.2	Redemptions of limited partner interests for common stock	—	2	—	—	—	2	(2)
—	Distributions to non-controlling interests	—	—	—	—	(69)	(69)	(7)
(27.8)	Repurchase of common stock	—	(482)	—	—	—	(482)	—
713.4	Balance, December 31, 2019	\$ 7	\$ 7,675	\$ (56)	\$ (307)	\$ 6	\$ 7,325	\$ 142

See Notes to Consolidated Financial Statements.

HOST HOTELS & RESORTS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
Years Ended December 31, 2019, 2018 and 2017
(in millions)

	2019	2018	2017
OPERATING ACTIVITIES			
Net income	\$ 932	\$ 1,151	\$ 571
Adjustments to reconcile net income to net cash provided by operations:			
Depreciation and amortization	676	944	751
Amortization of finance costs, discounts and premiums, net	6	7	7
Loss on extinguishment of debt	56	—	—
Stock compensation expense	15	14	11
Deferred income taxes	7	4	38
Other gains	(340)	(902)	(108)
Loss on foreign currency transactions and derivatives	1	—	2
Gain on property insurance settlement	(4)	—	(1)
Equity in earnings of affiliates	(14)	(30)	(30)
Change in due from managers	3	13	(27)
Distributions from investments in affiliates	11	58	40
Changes in other assets	7	(5)	(18)
Changes in other liabilities	(106)	46	(6)
Net cash provided by operating activities	<u>1,250</u>	<u>1,300</u>	<u>1,230</u>
INVESTING ACTIVITIES			
Proceeds from sales of assets, net	1,192	1,605	481
Return of investments in affiliates	1	1	13
Advances to and investments in affiliates	(6)	(7)	(30)
Acquisitions	(602)	(1,025)	(468)
Capital expenditures:			
Renewals and replacements	(222)	(274)	(205)
Return on investment	(336)	(200)	(72)
Property insurance proceeds	31	—	14
Net cash provided by (used in) investing activities	<u>58</u>	<u>100</u>	<u>(267)</u>
FINANCING ACTIVITIES			
Financing costs	(17)	—	(9)
Issuances of debt	645	—	404
Draws on credit facility	—	360	340
Repayment of credit facility	(56)	(462)	(395)
Repurchase/redemption of senior notes	(650)	—	—
Mortgage debt and other prepayments and scheduled maturities	—	(1)	(69)
Debt extinguishment costs	(50)	—	—
Common stock repurchase	(482)	—	—
Dividends on common stock	(623)	(629)	(628)
Distributions and payments to non-controlling interests	(75)	(8)	(49)
Other financing activities	(7)	(8)	4
Net cash used in financing activities	<u>(1,315)</u>	<u>(748)</u>	<u>(402)</u>
Effects of exchange rate changes on cash held	1	(5)	4
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS AND RESTRICTED CASH	(6)	647	565
CASH AND CASH EQUIVALENTS AND RESTRICTED CASH, BEGINNING OF YEAR	<u>1,756</u>	<u>1,109</u>	<u>544</u>
CASH AND CASH EQUIVALENTS AND RESTRICTED CASH, END OF YEAR	<u>\$ 1,750</u>	<u>\$ 1,756</u>	<u>\$ 1,109</u>

See Notes to Consolidated Financial Statements.

HOST HOTELS & RESORTS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)
Years Ended December 31, 2019, 2018 and 2017
(in millions)

Supplemental disclosure of cash flow information (in millions):

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

	<u>2019</u>	<u>2018</u>	<u>2017</u>
Cash and cash equivalents	\$ 1,573	\$ 1,542	\$ 913
Restricted cash (included in other assets)	1	1	1
Cash included in furniture, fixtures and equipment replacement fund	<u>176</u>	<u>213</u>	<u>195</u>
Total cash and cash equivalents and restricted cash shown on the statements of cash flows	<u>\$ 1,750</u>	<u>\$ 1,756</u>	<u>\$ 1,109</u>

Supplemental schedule of noncash investing and financing activities:

During 2019, 2018 and 2017, Host Inc. issued approximately 0.2 million, 0.7 million and 0.3 million shares of common stock, respectively, upon the conversion of Host L.P. units, or OP units, held by non-controlling interests valued at \$2 million, \$15 million and \$6 million, respectively.

Non-cash consideration for the acquisition of the 1 Hotel South Beach in 2019 included the issuance of \$23 million of preferred Host L.P. OP units and \$3 million of common Host L.P. OP units.

In connection with the sale of the Chicago Marriott Suites O'Hare in 2019, we extended a \$28 million bridge loan to the purchaser. The proceeds received from the sale are net of this loan.

See Notes to Consolidated Financial Statements.

HOST HOTELS & RESORTS, L.P. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
December 31, 2019 and 2018
(in millions)

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
ASSETS		
Property and equipment, net	\$ 9,671	\$ 9,760
Right-of-use assets	595	—
Assets held for sale	—	281
Due from managers	63	71
Advances to and investments in affiliates	56	48
Furniture, fixtures and equipment replacement fund	176	213
Other	171	175
Cash and cash equivalents	1,573	1,542
Total assets	<u>\$ 12,305</u>	<u>\$ 12,090</u>
LIABILITIES, LIMITED PARTNERSHIP INTERESTS OF THIRD PARTIES AND CAPITAL		
Debt		
Senior notes	\$ 2,776	\$ 2,782
Credit facility, including term loans of \$997 and \$998, respectively	989	1,049
Other	29	6
Total debt	<u>3,794</u>	<u>3,837</u>
Lease liabilities		
Accounts payable and accrued expenses	606	—
Other	263	293
Other	175	266
Total liabilities	<u>4,838</u>	<u>4,396</u>
Limited partnership interests of third parties	142	128
Host Hotels & Resorts, L.P. capital:		
General partner	1	1
Limited partner	7,374	7,552
Accumulated other comprehensive loss	(56)	(59)
Total Host Hotels & Resorts, L.P. capital	<u>7,319</u>	<u>7,494</u>
Non-controlling interests—consolidated partnerships	6	72
Total capital	<u>7,325</u>	<u>7,566</u>
Total liabilities, limited partnership interest of third parties and capital	<u>\$ 12,305</u>	<u>\$ 12,090</u>

See Notes to Consolidated Financial Statements.

HOST HOTELS & RESORTS, L.P. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
Years Ended December 31, 2019, 2018 and 2017
(in millions, except per common unit amounts)

	<u>2019</u>	<u>2018</u>	<u>2017</u>
REVENUES			
Rooms	\$ 3,431	\$ 3,547	\$ 3,490
Food and beverage	1,647	1,616	1,561
Other	391	361	336
Total revenues	<u>5,469</u>	<u>5,524</u>	<u>5,387</u>
EXPENSES			
Rooms	873	918	899
Food and beverage	1,120	1,103	1,071
Other departmental and support expenses	1,295	1,302	1,273
Management fees	239	243	239
Other property-level expenses	365	387	394
Depreciation and amortization	676	944	751
Corporate and other expenses	107	104	98
Gain on insurance and business interruption settlements	(5)	(7)	(14)
Total operating costs and expenses	<u>4,670</u>	<u>4,994</u>	<u>4,711</u>
OPERATING PROFIT	799	530	676
Interest income	32	15	6
Interest expense	(222)	(176)	(167)
Other gains/(losses)	340	902	108
Loss on foreign currency transactions and derivatives	(1)	—	(2)
Equity in earnings of affiliates	14	30	30
INCOME BEFORE INCOME TAXES	962	1,301	651
Provision for income taxes	(30)	(150)	(80)
NET INCOME	932	1,151	571
Less: Net income attributable to non-controlling interests	(2)	(52)	—
NET INCOME ATTRIBUTABLE TO HOST HOTELS & RESORTS, L.P.	<u>\$ 930</u>	<u>\$ 1,099</u>	<u>\$ 571</u>
Basic earnings per common unit	<u>\$ 1.29</u>	<u>\$ 1.50</u>	<u>\$.78</u>
Diluted earnings per common unit	<u>\$ 1.29</u>	<u>\$ 1.50</u>	<u>\$.78</u>

See Notes to Consolidated Financial Statements.

HOST HOTELS & RESORTS, L.P. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
Years Ended December 31, 2019, 2018 and 2017
(in millions)

	2019	2018	2017
NET INCOME	\$ 932	\$ 1,151	\$ 571
OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX:			
Foreign currency translation and other comprehensive income (loss) of unconsolidated affiliates	—	(13)	23
Change in fair value of derivative instruments	(1)	1	(14)
Amounts reclassified from other comprehensive income	4	13	14
OTHER COMPREHENSIVE INCOME, NET OF TAX	3	1	23
COMPREHENSIVE INCOME	935	1,152	594
Less: Comprehensive (income) loss attributable to non- controlling interests	(2)	(53)	1
COMPREHENSIVE INCOME ATTRIBUTABLE TO HOST HOTELS & RESORTS, L.P.	<u>\$ 933</u>	<u>\$ 1,099</u>	<u>\$ 595</u>

See Notes to Consolidated Financial Statements.

HOST HOTELS & RESORTS, L.P. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CAPITAL
Years Ended December 31, 2019, 2018 and 2017
(in millions)

Common OP Units Outstanding		General Partner	Limited Partner	Accumulated Other Comprehensive Income (Loss)	Non-controlling Interests of Consolidated Partnerships	Total Capital	Limited Partnership Interests of Third Parties
722.2	Balance, December 31, 2016	\$ 1	\$ 7,076	\$ (83)	\$ 39	\$ 7,033	\$ 165
—	Net income	—	564	—	—	564	7
—	Other changes in ownership	—	(8)	—	4	(4)	8
—	Foreign currency translation and other comprehensive income (loss) of unconsolidated affiliates	—	—	23	1	24	—
—	Change in fair value of derivative instruments	—	—	(14)	—	(14)	—
—	Amounts reclassified from Other Comprehensive Income	—	—	14	—	14	—
0.5	Common OP unit issuances	—	9	—	—	9	—
0.5	Units issued to Host Inc. for the comprehensive stock and employee stock purchase plans	—	13	—	—	13	—
—	Distributions on common OP units	—	(628)	—	—	(628)	(7)
0.3	Redemptions of limited partner interests for common stock	—	6	—	—	6	(6)
—	Distributions to non-controlling interests	—	—	—	(15)	(15)	—
—	Repurchase of common OP units	—	—	—	—	—	—
723.5	Balance, December 31, 2017	\$ 1	\$ 7,032	\$ (60)	\$ 29	\$ 7,002	\$ 167
—	Net income	—	1,087	—	52	1,139	12
—	Other changes in ownership	—	30	—	(9)	21	(29)
—	Foreign currency translation and other comprehensive income (loss) of unconsolidated affiliates	—	—	(13)	1	(12)	—
—	Change in fair value of derivative instruments	—	—	1	—	1	—
—	Amounts reclassified from Other Comprehensive Income	—	—	13	—	13	—
0.2	Common OP unit issuances	—	3	—	—	3	—
0.4	Units issued to Host Inc. for the comprehensive stock and employee stock purchase plans	—	11	—	—	11	—
—	Distributions on common OP units	—	(630)	—	—	(630)	(7)
0.7	Redemptions of limited partner interests for common stock	—	15	—	—	15	(15)
—	Distributions to non-controlling interests	—	—	—	(1)	(1)	—
—	Cumulative effect of accounting change	—	4	—	—	4	—
724.8	Balance, December 31, 2018	\$ 1	\$ 7,552	\$ (59)	\$ 72	\$ 7,566	\$ 128
—	Net income	—	920	—	2	922	10
—	Other changes in ownership	—	(11)	—	1	(10)	13
—	Change in fair value of derivative instruments	—	—	(1)	—	(1)	—
—	Amounts reclassified from Other Comprehensive Income	—	—	4	—	4	—
0.5	Units issued to Host Inc. for the comprehensive stock and employee stock purchase plans	—	10	—	—	10	—
—	Distributions on common OP units	—	(617)	—	—	(617)	(7)
0.2	Redemptions of limited partner interests for common stock	—	2	—	—	2	(2)
—	Distributions to non-controlling interests	—	—	—	(69)	(69)	—
—	Cumulative effect of accounting change	—	—	—	—	—	—
(27.2)	Repurchase of common OP units	—	(482)	—	—	(482)	—
698.3	Balance, December 31, 2019	\$ 1	\$ 7,374	\$ (56)	\$ 6	\$ 7,325	\$ 142

See Notes to Consolidated Financial Statements.

HOST HOTELS & RESORTS, L.P. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
Years Ended December 31, 2019, 2018 and 2017
(in millions)

	2019	2018	2017
OPERATING ACTIVITIES			
Net income	\$ 932	\$ 1,151	\$ 571
Adjustments to reconcile net income to net cash provided by operations:			
Depreciation and amortization	676	944	751
Amortization of finance costs, discounts and premiums, net	6	7	7
Loss on extinguishment of debt	56	—	—
Stock compensation expense	15	14	11
Deferred income taxes	7	4	38
Other gains	(340)	(902)	(108)
Loss on foreign currency transactions and derivatives	1	—	2
Gain on property insurance settlement	(4)	—	(1)
Equity in earnings of affiliates	(14)	(30)	(30)
Change in due from managers	3	13	(27)
Distributions from investments in affiliates	11	58	40
Changes in other assets	7	(5)	(18)
Changes in other liabilities	(106)	46	(6)
Net cash provided by operating activities	<u>1,250</u>	<u>1,300</u>	<u>1,230</u>
INVESTING ACTIVITIES			
Proceeds from sales of assets, net	1,192	1,605	481
Return of investments in affiliates	1	1	13
Advances to and investments in affiliates	(6)	(7)	(30)
Acquisitions	(602)	(1,025)	(468)
Capital expenditures:			
Renewals and replacements	(222)	(274)	(205)
Return on investment	(336)	(200)	(72)
Property insurance proceeds	31	—	14
Net cash provided by (used in) investing activities	<u>58</u>	<u>100</u>	<u>(267)</u>
FINANCING ACTIVITIES			
Financing costs	(17)	—	(9)
Issuances of debt	645	—	404
Draws on credit facility	—	360	340
Repayment of credit facility	(56)	(462)	(395)
Repurchase/redemption of senior notes	(650)	—	—
Mortgage debt and other prepayments and scheduled maturities	—	(1)	(69)
Debt extinguishment costs	(50)	—	—
Repurchase of common OP units	(482)	—	—
Distributions on common OP units	(630)	(636)	(635)
Distributions and payments to non-controlling interests	(68)	(1)	(42)
Other financing activities	(7)	(8)	4
Net cash used in financing activities	<u>(1,315)</u>	<u>(748)</u>	<u>(402)</u>
Effects of exchange rate changes on cash held	1	(5)	4
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS AND RESTRICTED CASH	(6)	647	565
CASH AND CASH EQUIVALENTS AND RESTRICTED CASH, BEGINNING OF YEAR	1,756	1,109	544
CASH AND CASH EQUIVALENTS AND RESTRICTED CASH, END OF YEAR	<u>\$ 1,750</u>	<u>\$ 1,756</u>	<u>\$ 1,109</u>

See Notes to Consolidated Financial Statements.

HOST HOTELS & RESORTS, L.P. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)
Years Ended December 31, 2019, 2018 and 2017
(in millions)

Supplemental disclosure of cash flow information (in millions):

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

	2019	2018	2017
Cash and cash equivalents	\$ 1,573	\$ 1,542	\$ 913
Restricted cash (included in other assets)	1	1	1
Cash included in furniture, fixtures and equipment replacement fund	176	213	195
Total cash and cash equivalents and restricted cash shown on the statements of cash flows	<u>\$ 1,750</u>	<u>\$ 1,756</u>	<u>\$ 1,109</u>

Supplemental schedule of noncash investing and financing activities:

During 2019, 2018 and 2017, non-controlling partners converted common operating partnership units (“OP units”) valued at \$2 million, \$15 million and \$6 million, respectively, in exchange for 0.2 million, 0.7 million and 0.3 million shares, respectively, of Host Inc. common stock.

Non-cash consideration for the acquisition of the 1 Hotel South Beach in 2019 included the issuance of \$23 million of preferred Host L.P. OP units and \$3 million of common Host L.P. OP units.

In connection with the sale of the Chicago Marriott Suites O’Hare in 2019, we extended a \$28 million bridge loan to the purchaser. The proceeds received from the sale are net of this loan.

See Notes to Consolidated Financial Statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies**Description of Business**

Host Hotels & Resorts, Inc. operates as a self-managed and self-administered real estate investment trust, or REIT, with its operations conducted solely through Host Hotels & Resorts, L.P. Host Hotels & Resorts, L.P., a Delaware limited partnership, operates through an umbrella partnership structure, with Host Hotels & Resorts, Inc., a Maryland corporation, as its sole general partner. In the notes to the consolidated financial statements, we use the terms “we” or “our” to refer to Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. together, unless the context indicates otherwise. We also use the term “Host Inc.” to refer specifically to Host Hotels & Resorts, Inc. and the term “Host L.P.” to refer specifically to Host Hotels & Resorts, L.P. in cases where it is important to distinguish between Host Inc. and Host L.P. Host Inc. holds approximately 99% of Host L.P.’s partnership interests, or OP units.

Consolidated Portfolio

As of December 31, 2019, the hotels in our consolidated portfolio are in the following countries:

	Hotels
United States	75
Brazil	3
Canada	2
Total	80

Basis of Presentation and Principles of Consolidation

The accompanying consolidated financial statements include the consolidated accounts of Host Inc., Host L.P. and their subsidiaries and controlled affiliates, including joint ventures and partnerships. We consolidate subsidiaries when we have the ability to control them. For the majority of our hotel and real estate investments, we consider those control rights to be (i) approval or amendment of developments plans, (ii) financing decisions, (iii) approval or amendments of operating budgets, and (iv) investment strategy decisions.

We also evaluate our subsidiaries to determine if they are variable interest entities (“VIEs”). If a subsidiary is a VIE, it is subject to the consolidation framework specifically for VIEs. Typically, the entity that has the power to direct the activities that most significantly impact economic performance consolidates the VIE. We consider an entity to be a VIE if equity investors own an interest therein that does not have the characteristics of a controlling financial interest or if such investors do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support. We review our subsidiaries and affiliates at least annually to determine (i) if they should be considered VIEs, and (ii) whether we should change our consolidation determination based on changes in the characteristics thereof.

Three partnerships are considered VIE’s, as the general partner maintains control over the decisions that most significantly impact the partnerships. The first VIE is the operating partnership, Host L.P., which is consolidated by Host Inc., of which Host Inc. is the general partner and holds 99% of the limited partner interests. Host Inc.’s sole significant asset is its investment in Host L.P. and substantially all of Host Inc.’s assets and liabilities represent assets and liabilities of Host L.P. All of Host Inc.’s debt is an obligation of Host L.P. and may be settled only with assets of Host L.P. The consolidated partnership that owns the Houston Airport Marriott at George Bush Intercontinental, of which we are the general partner and hold 85% of the partnership interests, also is a VIE. The total assets of this VIE at December 31, 2019 are \$65 million and consist primarily of cash, a right-of-use (“ROU”) asset and property and equipment. Liabilities for the VIE total \$26 million and consist of a lease liability, accounts payable and deferred revenue. The unconsolidated partnership that owns the Philadelphia Marriott Downtown, of which we hold 11% of the limited partner interests, also is a VIE. The carrying amount of this investment at December 31, 2019 is \$(6) million and is included in advances to and investments in affiliates. The mortgage debt held by this VIE is non-recourse to us.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with U.S. generally accepted accounting principles, or 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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Cash and Cash Equivalents

We consider all highly liquid investments with a maturity of three months or less at the date of purchase to be cash equivalents.

Property and Equipment

Generally, property and equipment is recorded at cost. For hotels that we develop, cost includes interest and real estate taxes incurred during construction. For property and equipment acquired in a business combination, we record the assets acquired based on their fair value as of the acquisition date. Replacements and improvements and finance leases are capitalized, while repairs and maintenance are expensed as incurred.

Properties acquired in an asset acquisition are recorded at cost. The acquisition cost is allocated to land, buildings, improvements, furniture, fixtures and equipment, as well as identifiable intangible and lease assets and liabilities. Acquisition cost is allocated using their relative fair values. We evaluate several factors, including weighted market data for similar assets, expected future cash flows discounted at risk adjusted rates, and replacement costs for assets to determine an appropriate exit cost when evaluating the fair values.

We capitalize certain inventory (such as china, glass, silver, and linen) at the time of a hotel opening or acquisition, or when significant inventory is purchased (in conjunction with a major rooms renovation or when the number of rooms or meeting space at a hotel is expanded). These amounts then are amortized over the estimated useful life of three years. Subsequent replacement purchases are expensed when placed in service.

We maintain a furniture, fixtures and equipment replacement fund for renewal and replacement capital expenditures at our hotels, which generally is funded with 5% of property revenues.

Impairment testing. We analyze our consolidated hotels for impairment throughout the year when events or circumstances occur that indicate the carrying amount may not be recoverable. We test for impairment in several situations, including:

- when a hotel has a current or projected loss from operations;
- when management's intent or ability to hold a property for a period that recovers its carrying value changes, making it more likely than not that a hotel will be sold before the end of its previously estimated useful life and the anticipated sales price is at or below the book value; or
- when other events, trends, contingencies or changes in circumstances indicate that a triggering event has occurred and the carrying amount of an asset may not be recoverable.

To the extent that a hotel has a substantial remaining estimated useful life and management does not believe that it is more likely than not that it will be sold prior to the end thereof, it would be unusual for undiscounted cash flows to be insufficient to recover the property's carrying amount. In the absence of other factors, we assume that the estimated useful life is equal to the remaining GAAP depreciable life because of the continuous property maintenance and improvement capital expenditures required under our management agreements. We adjust our assumptions with respect to the remaining useful life of the property if situations dictate otherwise, such as an expiring ground lease, or that it is more likely than not that the asset will be sold prior to the end of its previously expected useful life. We also consider the effect of regular renewal and replacement capital expenditures on the estimated useful life of our properties, including critical infrastructure, which regularly is maintained and then replaced at the end of its useful life.

During 2019, due to a reduction in the estimated hold period of the assets, we recognized impairment expense of \$14 million related to one hotel and a right of use asset associated with an operating lease. No other properties had triggering events warranting impairment testing. During 2018, we recognized impairment expense of \$260 million on four hotels. During 2017, we recognized impairment expense of \$43 million on one hotel. Impairment expense is included in depreciation and amortization expense. See Note 13 - Fair Value Measurements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Classification of Assets as Held for Sale. We will classify a hotel as held for sale when its sale is probable, will be completed within one year and actions to complete the sale are unlikely to change or it is unlikely that the sale will not occur. This policy is consistent with our experience with real estate transactions under which the timing and final terms of a sale frequently are not known until purchase agreements are executed, the buyer has a significant deposit at risk and no financing contingencies exist that could prevent the transaction from being completed in a timely manner. We typically classify hotels as held for sale when all the following conditions are met:

- Host Inc.'s Board of Directors has approved the sale (to the extent that the dollar amount of the sale requires Board approval);
- a binding agreement to sell the property has been signed under which the buyer has committed a significant amount of nonrefundable cash; and
- no significant financing contingencies exist that could prevent the transaction from being completed in a timely manner.

If these criteria are met, we will cease recording depreciation expense and will record an impairment expense if the fair value less costs to sell is less than the carrying amount of the hotel. We will classify the assets and related liabilities as held for sale on the balance sheet. Gains on sales of properties are recognized at the time of sale or are deferred and recognized as income in subsequent periods as conditions requiring deferral are satisfied or expire without further cost to us.

Discontinued Operations. We generally include the operations of a hotel that was sold or a hotel that has been classified as held for sale in continuing operations, including the gain or loss on the sale, unless the sale represents a strategic shift that will have a major impact on our future operations and financial results.

Asset retirement obligations. We recognize the fair value of any liability for conditional asset retirement obligations, including environmental remediation liabilities, when incurred, which generally is upon acquisition, construction, or development and/or through the normal operation of the asset, if information exists with which to reasonably estimate the fair value of the obligation.

Depreciation and Amortization Expense. We depreciate our property and equipment using the straight-line method. Depreciation expense is based on the estimated useful life of our assets and amortization expense for leasehold improvements is based on the shorter of the lease term or the estimated useful life of the related assets. The useful lives of the assets are based on several assumptions, including cost and timing of capital expenditures to maintain and refurbish the assets, as well as specific market and economic conditions. While management believes its estimates are reasonable, a change in the estimated useful lives could affect depreciation expense and net income or the gain or loss on the sale of any of our hotels.

Intangible Assets and Acquired Liabilities

In conjunction with our acquisitions, we may identify intangible assets and other liabilities. These identifiable intangible assets and other liabilities typically include above and below-market contracts, including ground and retail leases and management and franchise agreements, which are recorded at fair value in a business combination and at its relative fair value in an asset acquisition. These 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 value of terms and conditions for similar contracts measured over the period equal to the remaining non-cancelable term of the contract. Intangible assets and other liabilities are amortized using the straight-line method over the remaining non-cancelable term of the related agreements.

Non-Controlling Interests

Other Consolidated Partnerships. As of December 31, 2019, we consolidate two majority-owned partnerships that have third-party, non-controlling ownership interests. The third-party partnership interests are included in non-redeemable non-controlling interests - other consolidated partnerships on the consolidated balance sheets and totaled \$6 million and \$72 million as of December 31, 2019 and 2018, respectively. Approximately \$66 million of the balance at December 31, 2018 related to the partnership that owned the JW Marriott Hotel Mexico City that was sold in 2018, representing the portion of proceeds owed to the third-party ownership interest that was paid in January 2019.

Net income attributable to non-controlling interests of consolidated partnerships is included in our determination of net income. Net income attributable to non-controlling interests of third parties was \$2 million and \$52 million for the years ended December 31, 2019 and 2018, respectively, and immaterial for the year ended December 31, 2017.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Host Inc.'s treatment of the non-controlling interests of Host L.P. Host Inc. adjusts the non-controlling interests of Host L.P. each period so that the amount presented equals the greater of its carrying amount based on its historical cost or its redemption value. The historical cost is based on the proportional relationship between the historical cost of equity held by our common stockholders relative to that of the unitholders of Host L.P. The redemption value is based on the amount of cash or Host Inc. common stock, at our option, that would be paid to the non-controlling interests of Host L.P. if it were terminated. We have estimated that the redemption value is equivalent to the number of shares issuable upon conversion of the OP units currently owned by unaffiliated limited partners (one OP unit may be exchanged for 1.021494 shares of Host Inc. common stock) valued at the market price of Host Inc. common stock at the balance sheet date. Redeemable non-controlling interests of Host L.P. are classified in the mezzanine section of the balance sheet as they do not meet the requirements for equity classification because the redemption feature requires the delivery of registered shares.

The table below details the historical cost and redemption values for the non-controlling interests of Host L.P.:

	As of December 31,	
	2019	2018
OP units outstanding (millions)	7.5	7.5
Market price per Host Inc. common share	\$ 18.55	\$ 16.67
Shares issuable upon conversion of one OP unit	1.021494	1.021494
Redemption value (millions)	\$ 142	\$ 128
Historical cost (millions)	79	78
Book value (millions) ⁽¹⁾	142	128

(1) The book value recorded is equal to the greater of the redemption value or the historical cost.

Net income is allocated to the non-controlling interests of Host L.P. based on their weighted average ownership percentage during the period. Net income attributable to Host Inc. has been reduced by the amount attributable to non-controlling interests in Host L.P., which totaled \$10 million, \$12 million, and \$7 million for 2019, 2018, and 2017, respectively.

Investments in Affiliates

Distributions from Investments in Affiliates. We classify the distributions from our equity investments in the statements of cash flows based upon an evaluation of the specific facts and circumstances of each distribution. For example, distributions of cash that was generated by property operations are classified as cash flows from operating activities. However, distributions of cash that was generated by property sales are classified as cash flows from investing activities.

Income Taxes

Host Inc. elected to be treated as a REIT effective January 1, 1999, pursuant to the U.S. Internal Revenue Code of 1986, as amended. It is our intention to continue to comply with the REIT qualification requirements and to maintain our qualification for treatment as a REIT. A corporation that elects REIT status and meets certain tax law requirements regarding the distribution of its taxable income to its stockholders as prescribed by applicable tax laws and complies with certain other requirements (relating primarily to the composition of its assets and the sources of its gross income) generally is not subject to federal and state corporate income taxation on its operating income that is distributed to its stockholders. As a partnership for federal income tax purposes, Host L.P. is not subject to federal income tax. Host L.P. is, however, subject to state, local and foreign income and franchise tax in certain jurisdictions. Additionally, each of the Host L.P. taxable REIT subsidiaries is taxable as a regular C corporation, subject to federal, state and foreign corporate income tax. Our consolidated income tax provision includes the income tax provision related to the operations of our taxable REIT subsidiaries, and state, local, and foreign income and franchise taxes incurred by Host L.P. and its subsidiaries.

Deferred Tax Assets and Liabilities. Pursuant to its partnership agreement, Host L.P. generally is required to reimburse Host Inc. for any tax payments it is required to make. Accordingly, the tax information included herein represents disclosures regarding Host Inc. and its subsidiaries. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and for net operating loss and capital loss carryovers. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which such amounts are expected to be realized or settled. The effect on deferred tax assets and liabilities from a change in tax rates is recognized in earnings in the period when 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 available evidence, including future reversals of existing taxable temporary differences, future projected taxable income and tax planning strategies.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

GAAP prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken in a tax return. We must determine whether it is “more-likely-than-not” that a tax position will be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. Once it is determined that a position meets the more-likely-than-not recognition threshold, the position is measured at the largest amount of benefit that is greater than 50% likely of being realized upon settlement to determine the amount of benefit to recognize in the financial statements. This accounting standard applies to all tax positions related to income taxes. We recognize any accrued interest related to unrecognized tax benefits in interest expense and penalties in operating expenses.

Deferred Charges

Financing costs related to long-term debt are deferred and amortized over the remaining life of the debt using the effective interest method. These costs are presented as a direct deduction from the related long-term debt on the balance sheets.

Foreign Currency Translation

As of December 31, 2019, our international operations consist of hotels located in Brazil and Canada, as well as an investment in an Asia/Pacific joint venture. The financial statements of these hotels and our investments therein are maintained in their functional currency, which generally is the local currency, and their operations are translated to U.S. dollars using the average exchange rates for the period. The assets and liabilities of the hotels and the investments therein are translated to U.S. dollars using the exchange rate in effect at the balance sheet date. The resulting translation adjustments are reflected in other comprehensive income (loss).

Foreign currency transactions are recorded in the functional currency for each applicable foreign entity using the exchange rates prevailing at the dates of the transactions. Assets and liabilities denominated in foreign currencies are remeasured at period end exchange rates. The resulting exchange differences are recorded in gain (loss) on foreign currency transactions and derivatives on the accompanying consolidated statements of operations, except when recorded in other comprehensive income (loss) as qualifying net investment hedges.

Accumulated Other Comprehensive Income (Loss)

The components of total accumulated other comprehensive income (loss) in the balance sheets are as follows (in millions):

	As of December 31,	
	2019	2018
Gain on foreign currency forward contracts	\$ 3	\$ 4
Loss on interest rate swap cash flow hedges	(3)	(4)
Foreign currency translation	(57)	(60)
Other comprehensive loss attributable to non-controlling interests	1	1
Total accumulated other comprehensive loss	\$ (56)	\$ (59)

During 2019, we reclassified a net loss due to foreign currency translation of \$4 million related to foreign subsidiaries that were substantially liquidated. During 2018, we reclassified a net loss due to foreign currency translation of \$36 million and a net gain from foreign currency forward contracts of \$23 million that had been recognized previously in other comprehensive income (loss) due to the sale of our interest in the European joint venture (“Euro JV”) and the sale of the JW Marriott Hotel Mexico City.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Revenues

Substantially all of our operating results represent revenues and expenses generated by property-level operations. Payments are due from customers when services are provided to them. Due to the short-term nature of our contracts and the almost concurrent receipt of payment, we have no material unearned revenues at year end. We collect sales, use, occupancy and similar taxes at our hotels, which we present on a net basis (excluded from revenues) on our statements of operations. Revenues are recognized as follows:

Income statement line item	Recognition method
Rooms revenues	Rooms revenues represent revenues from the occupancy of our hotel rooms and are driven by the occupancy and average daily rate charged. Rooms revenues do not include ancillary services or fees charged. The contracts for room stays with customers generally are very short term in duration and revenues are recognized over the course of the hotel stay.
Food and beverage revenues	Food and beverage revenues consist of revenues from group functions, which may include banquet revenues and audio-visual revenues, as well as outlet revenues from the restaurants and lounges at our properties. Revenues are recognized as the services or products are provided. Our hotels may employ third parties to provide certain services, for example, audio and visual services. These contracts are evaluated to determine if the hotel is the principal or the agent in the transaction and record the revenues as appropriate (i.e. gross vs. net).
Other revenues	Other revenues consist of ancillary revenues at the property, including attrition and cancellation fees, golf courses, resort and destination fees, spas, entertainment and other guest services, as well as rental revenues; primarily consisting of leased retail outlets. Other revenues generally are recognized as the services or products are provided. Attrition and cancellation fees are recognized for non-cancelable deposits when the customer provides notification of cancellation or is a no-show for the specified date, whichever comes first.

Fair Value Measurement

In evaluating the fair value of both financial and non-financial assets and liabilities, 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”). Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability at the measurement date in an orderly transaction (an “exit price”). Assets and liabilities are measured using inputs from three levels of the fair value hierarchy. The three levels are as follows:

Level 1 — Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that we have the ability to access at the measurement date. An active market is defined as a market in which transactions occur with sufficient frequency and volume to provide pricing on an ongoing basis.

Level 2 — Inputs include quoted prices in active markets for similar assets and liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active (markets with few transactions), inputs other than quoted prices that are observable for the asset or liability (i.e., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data correlation or other means.

Level 3 — Unobservable inputs reflect our assumptions about the pricing of an asset or liability when observable inputs are not available.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Earnings Per Common Share (Unit)

Basic earnings per common share (unit) is computed by dividing net income attributable to common stockholders (unitholders) by the weighted average number of shares of Host Inc. common stock or Host L.P. common units outstanding. Diluted earnings per common share (unit) is computed by dividing net income attributable to common stockholders (unitholders), as adjusted for potentially dilutive securities, by the weighted average number of shares of Host Inc. common stock or Host L.P. common units outstanding plus other potentially dilutive securities. Dilutive securities may include shares granted under comprehensive stock plans or the common OP units distributed to Host Inc. to support such shares granted, and other non-controlling interests that have the option to convert their limited partner interests to common OP units and convertible debt securities. No effect is shown for any securities that are anti-dilutive.

The calculation of Host Inc. basic and diluted earnings per common share is shown below (in millions, except per share amounts):

	Year ended December 31,		
	2019	2018	2017
Net income	\$ 932	\$ 1,151	\$ 571
Less: Net income attributable to non-controlling interests	(12)	(64)	(7)
Net income attributable to Host Inc.	<u>\$ 920</u>	<u>\$ 1,087</u>	<u>\$ 564</u>
Basic weighted average shares outstanding	730.3	739.8	738.6
Assuming distribution of common shares granted under the comprehensive stock plans, less shares assumed purchased at market	0.8	0.8	0.5
Diluted weighted average shares outstanding	<u>731.1</u>	<u>740.6</u>	<u>739.1</u>
Basic earnings per common share	<u>\$ 1.26</u>	<u>\$ 1.47</u>	<u>\$.76</u>
Diluted earnings per common share	<u>\$ 1.26</u>	<u>\$ 1.47</u>	<u>\$.76</u>

The calculation of Host L.P. basic and diluted earnings per common unit is shown below (in millions, except per unit amounts):

	Year ended December 31,		
	2019	2018	2017
Net income	\$ 932	\$ 1,151	\$ 571
Less: Net income attributable to non-controlling interests	(2)	(52)	—
Net income attributable to Host L.P.	<u>\$ 930</u>	<u>\$ 1,099</u>	<u>\$ 571</u>
Basic weighted average units outstanding	722.5	732.2	731.5
Assuming distribution of common units to support shares granted under the comprehensive stock plans, less shares assumed purchased at market	0.8	0.8	0.5
Diluted weighted average units outstanding	<u>723.3</u>	<u>733.0</u>	<u>732.0</u>
Basic earnings per common unit	<u>\$ 1.29</u>	<u>\$ 1.50</u>	<u>\$.78</u>
Diluted earnings per common unit	<u>\$ 1.29</u>	<u>\$ 1.50</u>	<u>\$.78</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Share-Based Payments

Upon the issuance of Host's common stock under the compensation plans, Host L.P. will issue to Host Inc. common OP units of an equivalent value. These liabilities are included in the consolidated financial statements for Host Inc. and Host L.P.

We recognize costs resulting from Host Inc.'s share-based payment transactions over their vesting periods. We classify share-based payment awards granted in exchange for employee services either as equity-classified awards or liability-classified awards. Equity-classified awards are measured based on the fair value on the date of grant. Liability-classified awards are remeasured to fair value each reporting period. The plan includes awards that vest over a one-year, two-year and three-year period. For performance-based awards, compensation cost will be recognized when the achievement of the performance condition is considered probable. If a performance condition has more than one outcome that is probable, recognition of compensation cost will be based on the condition that is the most likely outcome. No compensation cost is recognized for awards for which employees do not render the requisite services.

Concentrations of Credit Risk

Financial instruments that potentially subject us to significant concentrations of credit risk consist principally of cash and cash equivalents. We are exposed to credit risk with respect to cash held at various financial institutions and access to our credit facility, however, this cash balance is spread among a diversified group of investment grade financial institutions.

Acquisitions and Business Combinations

When acquiring an asset, we determine whether the acquisition is an asset acquisition or a business combination based on whether the fair value of the gross assets acquired is concentrated in a single (group of similar) identifiable assets, resulting in an asset acquisition or, if not, resulting in a business combination. If treated as an asset acquisition, the asset is recorded in accordance with our property and equipment policy and related acquisition costs are capitalized as part of the asset.

In a business combination, we recognize identifiable assets acquired, liabilities assumed, and non-controlling interests at their fair values at the acquisition date based on the exit price (i.e. the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date). We evaluate several factors, including market data for similar assets, expected cash flows discounted at risk adjusted rates and replacement cost for the assets to determine an appropriate exit cost when evaluating the fair value of our assets and liabilities acquired. Property and equipment are recorded at fair value and such fair value is allocated to land, buildings, improvements, furniture, fixtures and equipment using appraisals and valuations performed by management and independent third parties. Acquisition-related costs, such as due diligence, legal and accounting fees, are not capitalized or applied in determining the fair value of the acquired assets.

Other items that we evaluate include identifiable intangible assets, lease assets and liabilities and, in a business combination, goodwill. Identifiable intangible assets typically consist of assumed contracts, including ground and retail leases and management and franchise agreements, which are recorded at fair value. Finance lease obligations that are assumed as part of the acquisition of a leasehold interest are measured at fair value and are included as debt on the accompanying balance sheet and we record the corresponding right-of-use assets. Classification of a lease does not change if it is part of an asset acquisition or a business combination. In making estimates of fair values for purposes of allocating purchase price, we may utilize a number of sources that arise in connection with the acquisition or financing of a property and other market data, including third-party appraisals and valuations. In certain situations, and usually only in connection with the acquisition of a foreign hotel, a deferred tax liability is recognized due to the difference between the fair value and the tax basis of the acquired assets at the acquisition date. In a business combination, any consideration paid in excess of the net fair value of the identifiable assets and liabilities acquired would be recorded to goodwill. In very limited circumstances, we may record a bargain purchase gain if the consideration paid is less than the net fair value of the assets and liabilities acquired.

New Accounting Standards

Leases. On January 1, 2019, we adopted Financial Accounting Standards Board's ("FASB") Accounting Standard Codification ("ASC") Topic 842, Leases, which affects aspects of accounting for lease agreements. Under the new standard, all leases pursuant to which we are the lessee, including operating leases, are recognized as lease assets and lease liabilities on the balance sheet. However, the adoption did not materially affect our statements of operations or statements of cash flows. For lease agreements pursuant to which we are the lessor, we have analyzed the impact of the standard and determined that there was no material impact to the recognition, measurement, or presentation of these rental revenues. Rooms revenues, which constitute the majority of our revenues, result from what are considered short term leases. Additionally, we earn rental revenues from retail and office space leases

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

at our properties, all of which are included in other revenues. We adopted the standard using the effective date transition method with a cumulative-effect adjustment in the period of adoption. The standard provided several optional practical expedients for use in transition. We elected to use what the Financial Accounting Standards Board (“FASB”) has deemed the “package of practical expedients,” which allowed us to not reassess our previous conclusions about lease identification, lease classification and the accounting treatment for initial direct costs, and we elected to not reassess previous conclusions about land easements. Consequently, financial information will not be updated and disclosures required under the new standard will not be provided for dates and periods prior to January 1, 2019. Upon adoption, we recognized an ROU asset and a related lease liability of \$619 million and \$628 million, respectively, with the prior year’s straight-line rent liability of \$9 million reducing the ROU asset.

2. Revenues

Disaggregation of Revenues. While we do not consider the following division by location to consist of reportable segments, we have disaggregated hotel revenues by market location. Our revenues also are presented by country in Note 16 – Geographic and Business Segment Information.

By Location. The following table presents hotel revenues for each of the geographic locations in our consolidated hotel portfolio (in millions):

Location	Year ended December 31,		
	2019	2018	2017
New York	\$ 560	\$ 744	\$ 796
San Francisco/San Jose	519	488	414
San Diego	516	523	503
Maui/Oahu	400	366	287
Washington, D.C. (Central Business District)	341	330	348
Florida Gulf Coast	338	285	250
Phoenix	311	298	264
Boston	303	304	306
Orlando	221	217	209
Los Angeles	187	188	184
Miami	178	55	52
Chicago	165	186	185
Atlanta	159	158	166
Northern Virginia	135	158	193
Seattle	120	129	125
Houston	116	118	117
New Orleans	106	103	96
San Antonio	105	116	109
Orange County	104	119	120
Jacksonville	100	98	91
Denver	93	89	86
Philadelphia	90	88	82
Other	214	257	277
Domestic	5,381	5,417	5,260
International	88	107	127
Total	\$ 5,469	\$ 5,524	\$ 5,387

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

3 Property and Equipment

Property and equipment consists of the following (in millions):

	As of December 31,	
	2019	2018
Land and land improvements	\$ 2,062	\$ 1,960
Buildings and leasehold improvements	13,308	13,586
Furniture and equipment	2,362	2,411
Construction in progress	262	220
	17,994	18,177
Less accumulated depreciation and amortization	(8,323)	(8,417)
	<u>\$ 9,671</u>	<u>\$ 9,760</u>

The aggregate cost of real estate for federal income tax purposes is approximately \$9.7 billion at December 31, 2019.

4. Investments in Affiliates

We own investments in joint ventures for which the equity method of accounting is used. The debt of our joint ventures is non-recourse to, and not guaranteed by, us, and a default of such debt does not trigger a default under any of our debt instruments. We carry our investments at historical cost which, due to debt restructurings or distributions, may result in a negative balance. However, the negative balances do not represent funding obligations for us or our partners. Investments in affiliates consist of the following (in millions):

	As of December 31, 2019						Assets
	Ownership Interests	Our Investment	Our Portion of Debt	Total Debt	Distributions received in 2019 (1)		
Asia/Pacific JV	25%	\$ 12	\$ —	\$ —	\$ —	A 36% interest in seven hotels and an office building in India	
Maui JV	67%	72	17	26	—	131-unit vacation ownership project in Maui, HI	
Hyatt Place JV	50%	(13)	30	60	2	One hotel in Nashville, TN	
Harbor Beach JV	49.9%	(32)	75	150	9	One hotel in Fort Lauderdale, FL	
Philadelphia Marriott Downtown JV	11%	(6)	23	209	1	One hotel in Philadelphia, PA	
Other investments		23	—	—	—		
Total		<u>\$ 56</u>	<u>\$ 145</u>	<u>\$ 445</u>	<u>\$ 12</u>		

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

As of December 31, 2018						
	Ownership Interests	Our Investment	Our Portion of Debt	Total Debt	Distributions received in 2018 (1)	Assets
Asia/Pacific JV	25%	\$ 14	\$ —	\$ —	\$ —	A 36% interest in seven hotels and an office building in India
Maui JV	67%	70	22	32	17	131-unit vacation ownership project in Maui, HI
Hyatt Place JV	50%	(13)	30	60	3	One hotel in Nashville, TN
Harbor Beach JV	49.9%	(30)	75	150	8	One hotel in Fort Lauderdale, FL
Philadelphia Marriott Downtown JV	11%	(6)	23	213	2	One hotel in Philadelphia, PA
Other investments		13	—	—	—	
Total		<u>\$ 48</u>	<u>\$ 150</u>	<u>\$ 455</u>	<u>\$ 30</u>	

(1) Distributions received were funded by cash from operations unless otherwise noted.

European Joint Venture

On December 21, 2018 we sold our approximate one-third interest in the Euro JV to the existing partners thereof, APG Strategic Real Estate Pool NV, an affiliate of a Dutch Pension Fund, and Jasmine Hotels Pte Ltd, an affiliate of the real estate investment company of the Government of Singapore Investment Corporation Pte Ltd (“GIC RE”). We received net proceeds of approximately €435 million (\$496 million) and recorded a gain on sale of approximately \$238 million. A portion of the proceeds was used to repay the €207 million (\$237 million) draw on the credit facility.

5. Debt

Debt consists of the following (in millions):

	As of December 31,	
	2019	2018
Series Z senior notes, with a rate of 6% due October 2021	\$ —	\$ 299
Series B senior notes, with a rate of 5¼% due March 2022	—	348
Series C senior notes, with a rate of 4¾% due March 2023	447	447
Series D senior notes, with a rate of 3¾% due October 2023	398	398
Series E senior notes, with a rate of 4% due June 2025	497	497
Series F senior notes, with a rate of 4½% due February 2026	397	397
Series G senior notes, with a rate of 3¾% due April 2024	397	396
Series H senior notes, with a rate of 3¾% due December 2029	640	—
Total senior notes	2,776	2,782
Credit facility revolver(1)	(8)	51
Credit facility term loan due January 2024	498	499
Credit facility term loan due January 2025	499	499
Other debt, with an average interest rate of 5.6% and 8.8% at December 31, 2019 and 2018, respectively, maturing through February 2024	29	6
Total debt	<u>\$ 3,794</u>	<u>\$ 3,837</u>

(1) There were no outstanding credit facility borrowings at December 31, 2019. Amount shown represents deferred financing costs related to the credit facility revolver.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Senior Notes

General. Under the terms of our senior notes indenture, our senior notes are equal in right of payment with all our unsubordinated indebtedness and senior to all our subordinated obligations. The face amount of our senior notes at both December 31, 2019 and 2018 was \$2.8 billion. The senior notes balances as of December 31, 2019 and 2018 are net of unamortized discounts and deferred financing costs of approximately \$24 million and \$18 million, respectively. We pay interest on each series of our senior notes semi-annually in arrears at the respective annual rates indicated in the table above.

Under the terms of the senior notes indenture, our ability to incur indebtedness and pay dividends is subject to restrictions and the satisfaction of various conditions. As of December 31, 2019, we are in compliance with all of these covenants.

On September 26, 2019, we issued \$650 million of 3.375% Series H senior notes due December 2029 for proceeds of approximately \$640 million, net of discounts, underwriting fees and expenses. Interest is payable semi-annually in arrears on June 15 and December 15, commencing December 15, 2019. The net proceeds were used, together with cash on hand, to redeem our \$300 million 6% Series Z senior notes due 2021 and our \$350 million 5.25% Series B senior notes due 2022, including a prepayment premium of \$50 million.

Authorization for Repurchase of Senior Notes. In July 2019, Host Inc.'s Board of Directors authorized repurchases of up to \$1.0 billion of senior notes (other than in accordance with their terms). No repurchases occurred in 2019 under this program.

Credit Facility. On August 1, 2019, we entered into the fifth amended and restated senior revolving credit and term loan facility, with Bank of America, N.A., as administrative agent, JPMorgan Chase Bank, N.A and Wells Fargo Bank, N.A. as co-syndication agents, and certain other agents and lenders. The credit facility allows for revolving borrowings in an aggregate principal amount of up to \$1.5 billion. The revolver also includes a foreign currency subfacility for Canadian dollars, Australian dollars, Euros, British pounds sterling and, if available to the lenders, Mexican pesos of up to the foreign currency equivalent of \$500 million, subject to a lower amount in the case of Mexican peso borrowings. The credit facility also provides for the existing term loan facility of \$1 billion (which is fully utilized), a subfacility of up to \$100 million for swingline borrowings in currencies other than U.S. dollars and a subfacility of up to \$100 million for issuances of letters of credit. Host L.P. also has the option to add in the future \$500 million of commitments which may be used for additional revolving credit facility borrowings and/or term loans, subject to obtaining additional loan commitments (which we have not currently obtained) and the satisfaction of certain conditions. The revolving credit facility has an initial scheduled maturity date of January 11, 2024, which date may be extended by up to a year by the exercise of up to two six-month extension options, each of which is subject to certain conditions, including the payment of an extension fee and the accuracy of representations and warranties. One \$500 million term loan tranche has an initial maturity date of January 11, 2024, which date may be extended up to a year by the exercise of one 1-year extension option, which is subject to certain conditions, including the payment of an extension fee; and the second \$500 million term loan tranche has a maturity date of January 9, 2025, which date may not be extended.

We pay interest on revolver borrowings under the credit facility at floating rates equal to LIBOR plus a margin ranging from 77.5 to 145 basis points (depending on Host L.P.'s unsecured long-term debt rating). We also pay a facility fee ranging from 12.5 to 30 basis points, depending on our rating and regardless of usage. Based on Host L.P.'s unsecured long-term debt rating as of December 31, 2019, we are able to borrow at a rate of LIBOR plus 90 basis points and pay a facility fee of 20 basis points.

Interest on the term loans consists of floating rates equal to LIBOR plus a margin ranging from 85 to 165 basis points (depending on Host L.P.'s unsecured long-term debt rating). Based on Host L.P.'s long-term debt rating as of December 31, 2019, our applicable margin on LIBOR loans under both term loans is 100 basis points, for an all-in rate of 2.8%.

Net repayments under the credit facility were \$56 million and \$102 million in 2019 and 2018, respectively. As of December 31, 2019, we have \$1.5 billion of available capacity under the revolver portion of our credit facility.

Financial Covenants. The credit facility contains covenants concerning allowable leverage, fixed charge coverage and unsecured interest coverage (as defined in our credit facility). Currently, we are permitted to borrow and maintain amounts outstanding under the credit facility so long as our leverage ratio is not in excess of 7.25x, our unsecured coverage ratio is not less than 1.75x and our fixed charge coverage ratio is not less than 1.25x. The financial covenants for the credit facility do not apply when there are no borrowings thereunder. Therefore, so long as there are no amounts outstanding, we would not be in default if we do not satisfy the financial covenants and we do not lose the potential to draw under the credit facility in the future if we were to regain compliance with the financial covenants. These calculations are performed based on pro forma results for the prior four fiscal quarters, giving effect to transactions such as acquisitions, dispositions and financings as if they had occurred at the beginning of the period. Under the terms of the credit facility, interest expense excludes items such as gains and losses on the extinguishment of debt, deferred financing

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

costs related to the senior notes or the credit facility, amortization of debt premiums or discounts that were recorded at issuance of a loan in order to establish the debt at fair value and non-cash interest expense, all of which are or have been included in interest expense on our consolidated statements of operations. Additionally, total debt used in the calculation of our leverage ratio is based on a “net debt” concept, under which cash and cash equivalents in excess of \$100 million are deducted from our total debt balance. As of December 31, 2019, we are in compliance with the financial covenants under our credit facility.

Guarantees. The credit facility requires all Host L.P. subsidiaries which guaranty Host L.P. debt to similarly guarantee obligations under the credit facility. Currently, there are no such guarantees.

Other Covenants and Events of Default. The credit facility contains restrictive covenants on customary matters. Certain covenants are less restrictive at any time that our leverage ratio is below 6.0x. In particular, at any time that our leverage ratio is below 6.0x, we will not be subject to limitations on capital expenditures, and the limitations on acquisitions, investments and dividends contained in the credit facility will be superseded by the generally less restrictive corresponding covenants in our senior notes indenture. Additionally, the credit facility’s restrictions on the incurrence of debt and the payment of dividends generally are consistent with our senior notes indenture. These provisions, under certain circumstances, limit debt incurrence to that incurred under the credit facility or in connection with a refinancing, and limit dividend payments to those necessary to maintain Host Inc.’s tax status as a REIT. Our senior notes and credit facility have cross default provisions that would trigger a default under those agreements if we were to have a payment default or an acceleration prior to maturity of other debt of Host L.P. or its subsidiaries. The amount of other debt in default needs to exceed certain thresholds in order to trigger a cross default and the thresholds are greater for secured debt than for unsecured debt. The credit facility also includes usual and customary events of default for facilities of this nature, and provides that, upon the occurrence and continuance of an event of default, payment of all amounts due under the credit facility may be accelerated, and the lenders’ commitments may be terminated. In addition, upon the occurrence of certain insolvency or bankruptcy related events of default, all amounts owed under the credit facility will become due and payable and the lenders’ commitments will terminate.

Aggregate Debt Maturities

Aggregate debt maturities are as follows (in millions):

	As of December 31, 2019
2020	\$ 23
2021	—
2022	—
2023	850
2024	905
Thereafter	2,050
	<u>3,828</u>
Deferred financing costs	(28)
Unamortized (discounts) premiums, net	(7)
Finance lease obligations	1
	<u>\$ 3,794</u>

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Interest

The following is a reconciliation between interest expense and cash interest paid (in millions):

	Year ended December 31,		
	2019 (2)	2018	2017
Interest expense	\$ 222	\$ 176	\$ 167
Amortization of debt premiums/discounts, net	(1)	(1)	(1)
Amortization of deferred financing costs	(5)	(6)	(6)
Non-cash losses on debt extinguishment	(6)	—	—
Change in accrued interest	9	2	(2)
Interest paid (1)	<u>\$ 219</u>	<u>\$ 171</u>	<u>\$ 158</u>

(1) Does not include capitalized interest of \$4 million, \$3 million and \$1 million for 2019, 2018 and 2017, respectively.

(2) Interest expense and interest paid in 2019 includes cash prepayment premiums of approximately \$50 million.

6. Equity of Host Inc. and Capital of Host L.P.

Equity of Host Inc.

Host Inc. has authorized 1,050 million shares of common stock, with a par value of \$0.01 per share, of which 713.4 million and 740.4 million were outstanding as of December 31, 2019 and 2018, respectively. Fifty million shares of no par value preferred stock are authorized; none of such preferred shares was outstanding as of December 31, 2019 and 2018.

Capital of Host L.P.

As of December 31, 2019, Host Inc. is the owner of approximately 99% of Host L.P.'s common OP units. The remaining 1% of Host L.P.'s common OP units are held by various unaffiliated limited partners. Each common OP unit may be redeemed for cash or, at the election of Host Inc., Host Inc. common stock, based on the conversion ratio of 1.021494 shares of Host Inc. common stock for each OP unit. In connection with the issuance of shares by Host Inc., Host L.P. will issue OP units based on the same conversion ratio. As of December 31, 2019 and 2018, Host L.P. had 705.8 million and 732.4 million OP units outstanding, respectively, of which Host Inc. held 698.3 million and 724.8 million, respectively.

Repurchases and Issuances of Common Stock and Common OP Units

Pursuant to a distribution agreement entered into in May 2018, we may issue and sell, from time to time, shares of common stock having a combined aggregate offering price of up to \$500 million. Additionally, in February 2017, the Board of Directors authorized a program to repurchase up to \$500 million of common stock. On August 5, 2019, Host Inc.'s Board of Directors authorized an increase in its share repurchase program from \$500 million to \$1 billion. During 2019, we repurchased 27.8 million shares at an average price of \$17.37 per share, exclusive of commissions, for a total of \$482 million. Subsequent to year end, we purchased an additional 7.5 million shares at an average price of \$16.90 per share, for a total of \$127 million, pursuant to our trading plan designed to comply with Rule 10b5-1 under the securities Exchange Act. Following these transactions, we have \$391 million available for repurchase under the program. No stock was sold in 2019 or 2018 and no stock was repurchased during 2018.

Dividends/Distributions

Host Inc. is required to distribute at least 90% of its annual taxable income, excluding net capital gains, to its stockholders in order to maintain its qualification as a REIT. Funds used by Host Inc. to pay dividends on its common stock are provided by distributions from Host L.P. The amount of any future dividends will be determined by Host Inc.'s Board of Directors.

The dividends that were taxable to our stockholders in 2019 were considered 63.4% qualified REIT dividends, 33.7% dividend income, 2.5% unrecaptured Section 1250 gain, and 0.4% long term capital gain. The dividends that were taxable to our stockholders in 2018 were considered 99.7% qualified REIT dividends and 0.3% unrecaptured Section 1250 gain. The 2019 and 2018 qualified REIT dividends are eligible for the 20% deduction provided by Section 199A.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The table below presents the amount of common dividends declared per share and common distributions per unit as follows:

	Year ended December 31,		
	2019	2018	2017
Common stock	\$.85	\$.85	\$.85
Common OP units	.868	.868	.868

On February 19, 2020, Host Inc.'s Board of Directors authorized a regular quarterly cash dividend of \$0.20 per share on Host Inc.'s common stock. The dividend is payable on April 15, 2020, to stockholders of record on March 31, 2020.

7. Income Taxes

We elected to be taxed as a REIT under Sections 856 through 860 of the Internal Revenue Code commencing with our taxable year beginning January 1, 1999. To qualify as a REIT, we must meet a number of organizational and operational requirements, including a requirement that we distribute at least 90% of our annual taxable income to our stockholders, excluding net capital gain. As a REIT, generally we will not be subject to federal and state corporate income tax on that portion of our annual taxable income that is distributed to our stockholders. If we fail to qualify for taxation as a REIT in any taxable year, we will be subject to federal and state corporate income taxes at regular corporate income tax rates and may not be able to qualify as a REIT for four subsequent taxable years. Even if we qualify to be treated as a REIT, we may be subject to certain state, local and foreign taxes on our income and property, and to federal and state corporate income and excise taxes on our undistributed taxable income. Our 2018 tax provision included approximately \$77 million of U.S. federal and state corporate income tax that we paid on long-term capital gain generated in 2018 that we chose to retain rather than distribute to our stockholders.

We have recorded a 100% valuation allowance of approximately \$9 million against the deferred tax asset related to our domestic capital loss carryover and a 100% valuation allowance of approximately \$3 million against the deferred tax asset related to our foreign net operating loss carryover as of December 31, 2019. The net increase of our valuation allowance for the year ended December 31, 2019 is approximately \$2 million from the year ended December 31, 2018. The primary components of our net deferred tax assets are as follows (in millions):

	As of December 31,	
	2019	2018
Deferred tax assets		
Net operating loss and capital loss carryovers	\$ 16	\$ 17
Property and equipment	3	3
Deferred revenue and expenses	20	23
Foreign exchange net losses (AOCI)	12	12
Total gross deferred tax assets	51	55
Less: Valuation allowance	(13)	(11)
Total deferred tax assets, net of valuation allowance	\$ 38	\$ 44
Deferred tax liabilities		
Investments in domestic affiliates	(6)	(5)
Total gross deferred tax liabilities	(6)	(5)
Net deferred tax assets	\$ 32	\$ 39

At December 31, 2019, we have aggregate gross domestic and foreign net operating loss and capital loss carryovers of approximately \$60 million. We have deferred tax assets related to these domestic and foreign loss carryovers of approximately \$16 million, with a valuation allowance of approximately \$13 million. Our Canadian net operating loss carryovers expire through 2035, and our Canadian capital loss carryover has no expiration date. Our domestic capital loss carryover expires in 2023. Our Brazil net operating loss carryover has no expiration date. We believe that it is more likely than not that the results of future operations will generate sufficient taxable income in order to realize our total deferred tax assets, net of a valuation allowance of \$13 million, of \$38 million.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Our U.S. and foreign income from continuing operations before income taxes was as follows (in millions):

	Year ended December 31,		
	2019	2018	2017
U.S. income	\$ 949	\$ 887	\$ 593
Foreign income	13	414	58
Total	\$ 962	\$ 1,301	\$ 651

The income tax provision for continuing operations consists of (in millions):

	Year ended December 31,		
	2019	2018	2017
Current—Federal	\$ 14	\$ 79	\$ 17
—State	6	30	6
—Foreign	3	37	19
	23	146	42
Deferred—Federal	3	2	32
—State	1	1	4
—Foreign	3	1	2
	7	4	38
Income tax provision – continuing operations	\$ 30	\$ 150	\$ 80

The differences between the income tax provision calculated at the statutory U.S. federal corporate income tax rate of 21% in 2019 and 2018 (35% in 2017) and the actual income tax provision recorded for continuing operations are as follows (in millions):

	Year ended December 31,		
	2019	2018	2017
Statutory federal income tax provision	\$ 202	\$ 273	\$ 228
Adjustment for nontaxable income of Host Inc.	(182)	(192)	(190)
State income tax provision, net	7	31	10
Change to uncertain tax position	(3)	—	—
Remeasurement of domestic net deferred tax assets	—	—	11
Foreign income tax provision	6	38	21
Income tax provision	\$ 30	\$ 150	\$ 80

Cash paid for income taxes, net of refunds received, was \$93 million, \$82 million, and \$40 million in 2019, 2018, and 2017, respectively.

A reconciliation of the beginning and ending balances of our unrecognized tax benefits is as follows (in millions):

	2019	2018
Balance at January 1	\$ 11	\$ 11
Reduction of unrecognized tax benefits due to expiration of statute of limitations	(3)	—
Balance at December 31	\$ 8	\$ 11

All of such uncertain tax position amounts, if recognized, would impact our reconciliation between the income tax provision calculated at the statutory U.S. federal corporate income tax rate of 21% and the actual income tax provision recorded each year.

We expect a decrease to the balance of unrecognized tax benefits within 12 months of the reporting date of approximately \$3 million. As of December 31, 2019, the tax years that remain subject to examination by major tax jurisdictions generally include 2016-2019. There were no material interest or penalties recorded for the years ended December 31, 2019, 2018, and 2017.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

8. Leases**Taxable REIT Subsidiaries Leases**

We lease substantially all our hotels to a wholly owned subsidiary that qualifies as a taxable REIT subsidiary due to the U.S. federal income tax prohibition on the ability of a REIT to derive revenues directly from the operations of a hotel.

Ground Leases

As of December 31, 2019, all or a portion of 22 of our hotels are subject to ground leases, generally with multiple renewal options, all of which are accounted for as operating leases. Payments for ground leases account for approximately 76% of our 2019 minimum lease payments and 95% of our total future minimum lease payments. For lease agreements with scheduled rent increases, we recognize the fixed portion of the lease expense ratably over the term of the lease. As the exercise of the renewal options were determined to be reasonably certain, the payments associated with the renewals have been included in the measurement of the lease liability and ROU asset. Contingent rental payments based on a percentage of sales in excess of stipulated amounts are not included in the measurement of the lease liability and ROU asset but will be recognized as variable lease expense if and when they are incurred. However, certain of these leases contain provisions that increase the minimum lease payments based on an average of the variable lease payments made over the previous years, for which we will reevaluate the lease liability and ROU asset as these payments now represent an increase in the minimum payments for the remainder of the lease term. Certain of these leases also contain provisions that increase the minimum lease payments based on an index such as the Consumer Price Index. Subsequent to the initial adoption of the new standard, such amounts are not included in the measurement of the lease liability and ROU asset but will be recognized as variable lease expense if and when they are incurred. The discount rate used to calculate the lease liability and ROU asset is based on our incremental borrowing rate ("IBR"), as the rate implicit in each lease is not readily determinable. To calculate our IBR, we obtained a forward curve using LIBOR swap rates, with terms ranging from one to fifty years, as well as corresponding bond spreads based on the terms of the leases and our credit risk. The resulting discount rates for our ground leases range from 4.3% to 5.7%.

Offices Leases and Other

We have office leases for our headquarters office in Bethesda, which expires in 2036, as well as satellite offices in Miami and San Diego, which leases expire in 2022 and 2021, respectively, with no renewal options.

We also have leases on facilities used in our former restaurant business, all of which we subsequently subleased. These leases and subleases contain one or more renewal options, generally for five- or ten-year periods. The restaurant leases are accounted for as operating leases. Our contingent liability related to these leases is \$5 million as of December 31, 2019. We, however, consider the likelihood of any material funding related to these leases to be remote. Our leasing activity also includes leases entered into by our hotels for various types of equipment that have been accounted for historically either as operating or capital leases, depending upon the characteristics of the particular lease arrangement. As we have elected to use the package of practical expedients, all existing capital leases now are classified as finance leases, which total \$1 million at December 31, 2019.

As disclosed in Note 1 – Summary of Significant Accounting Policies, we adopted ASU No. 2016-02, *Leases (Topic 842)*, as amended, using the effective date transition method. As a result, disclosures required under the new standard will not be provided for dates or periods prior to January 1, 2019. For the comparative periods, we will provide disclosures required by ASC 840, *Leases*.

The following table presents lease cost and other information (in millions):

	Year ended December 31,	
	2019	
Lease cost		
Operating lease cost	\$	47
Variable lease cost		36
Sublease income		(1)
Total lease cost	\$	82
Other information		
Operating cash flows used for operating leases for the year ended December 31, 2019	\$	47
Weighted-average remaining lease term - operating leases		50 years
Weighted-average discount rate - operating leases		5.3%

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table presents a reconciliation of the total amount of lease payments, on an undiscounted basis, to the lease liability in the statement of financial position as of December 31, 2019 (in millions):

	As of December 31, 2019		
	Ground Leases	Office Leases and Other	Total
Weighted-average discount rate - operating leases	5.4%	3.6%	5.3%
2020	\$ 32	\$ 7	\$ 39
2021	32	6	38
2022	32	6	38
2023	32	4	36
2024	32	4	36
Thereafter	1,530	56	1,586
Total undiscounted cash flows	<u>\$ 1,690</u>	<u>\$ 83</u>	<u>\$ 1,773</u>
Present values			
Long-term lease liabilities	\$ 543	\$ 63	\$ 606
Total lease liabilities	<u>\$ 543</u>	<u>\$ 63</u>	<u>\$ 606</u>
Difference between undiscounted cash flows and discounted cash flows	\$ 1,147	\$ 20	\$ 1,167

Minimum payments for the operating leases have not been reduced by aggregate minimum sublease rentals from restaurants of approximately \$5 million that are payable to us under non-cancelable subleases. The following table presents the future minimum annual rental commitments, excluding renewal periods, as of December 31, 2018, for which we are the lessee, required under non-cancelable operating leases in accordance with ASC 840, under which we report prior to January 1, 2019 (in millions):

	As of December 31, 2018	
2019	\$	46
2020		44
2021		43
2022		40
2023		37
Thereafter		1,309
Total minimum lease payments	<u>\$</u>	<u>1,519</u>

Rent expense in accordance with ASC 840, under which we report prior to January 1, 2019, consists of (in millions):

	Year ended December 31,	
	2018	2017
Minimum rentals on operating leases	\$ 45	\$ 46
Additional rentals based on sales	38	38
Less: sublease rentals	(1)	(1)
	<u>\$ 82</u>	<u>\$ 83</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

9. Employee Stock Plans

Upon the issuance of Host Inc.'s common stock for stock-based compensation, Host L.P. issues to Host Inc. common OP units of an equivalent value. Accordingly, these awards and related disclosures are included in both Host Inc.'s and Host L.P.'s consolidated financial statements.

In 2019, Host Inc. awarded participating employees restricted stock units ("RSUs") under the Comprehensive Stock and Cash Incentive Plan (the "2009 Comprehensive Plan"). We recognize costs resulting from share-based payments in our financial statements over their vesting periods. No compensation cost is recognized for awards for which employees do not render the requisite services. We classify share-based payment awards granted in exchange for employee services as either equity-classified or liability-classified awards. Equity-classified awards are measured based on their fair value as of the date of grant. In contrast, liability-classified awards are re-measured to fair value each reporting period.

During 2019, 2018 and 2017, we recorded stock-based compensation expense of approximately \$15 million, \$14 million and \$11 million, respectively. Shares granted in 2019, 2018 and 2017 totaled 1.4 million, 1.2 million and 1.5 million, respectively, while 0.9 million, 0.8 million and 0.6 million shares, respectively, vested during those years.

Senior Executive Plan

During 2019, Host Inc. granted 1.3 million RSU awards under the 2009 Comprehensive Plan, which amount represents the maximum number of RSUs that can be earned during the period of 2019 through 2021 if performance is at the "high" level of achievement and, for time based awards, the executive remains employed. The RSUs vest over a one, two or three-year period and 1.0 million RSUs were unvested at December 31, 2019. Total unrecognized compensation cost related to unvested RSU awards that vest through 2021 is approximately \$8 million. Prior to 2017, all restricted stock awards were fully vested.

RSU awards

Vesting of RSUs awarded in 2019 is based on (1) continued employment on the vesting date ("Time-Based Award"); (2) the achievement of relative total shareholder return ("TSR"); and (3) our performance against certain annual strategic objectives. Approximately 40% of the RSUs are Time-Based Awards and vest on an annual basis over three years; approximately 30% of the RSUs are based on the satisfaction of the TSR compared to the NAREIT Lodging & Resort index that serves as a relevant industry/asset specific measurement to our competitors and vest following a three year performance period; and the remaining 30% are based on our performance against certain strategic objectives and vest on an annual basis. The RSUs granted are considered equity-classified awards. As a result, the fair value of these awards is based on the fair value on the grant date, and such grant date fair value is not adjusted for subsequent movements thereof.

We value the time based awards using the closing stock price on the grant date multiplied by the percentage of shares expected to be released, which is 100% of the time based awards. We also value the strategic objective awards using the closing stock price on the grant date multiplied by the percentage of shares expected to be released; however, as a result of the strategic objective awards' performance conditions, we reevaluate the percentage based on the probability of meeting the performance conditions each period. We value the TSR awards using the economic theory that is the basis for all valuation models, including Binominal, Black-Scholes, exotic options formulas, and Monte Carlo valuations, with the following assumptions, to determine the fair value of the awards granted in 2019.

	2019 Award Grants	
	NAREIT Lodging & Resorts Index	
Grant date stock price	\$	17.97
Volatility		23.7%
Beta		1.029
Risk-free rate - three year award		2.43%

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2018 Award Grants

	2018 Award Grants		
	NAREIT index	Standard & Poor's index	Selected Lodging Company index
Grant date stock price	\$ 18.75	\$ 18.75	\$ 18.75
Volatility	26.2%	26.2%	26.2%
Beta	1.149	1.214	1.016
Risk-free rate - three year award	2.32%	2.32%	2.32%

In making these assumptions, we base the expected volatility on the historical volatility over three years using daily stock price observations. The beta is calculated by comparing the risk of our stock to the risk of the applicable peer group index, using three years of daily price data. We base the risk-free rate on the Treasury bond yields corresponding to the length of each performance period as reported by the Federal Reserve.

The payout schedule for the TSR awards is as follows, with linear interpolation for points between the 30th and 75th percentiles.

TSR Percentile Ranking	Payout (% of Maximum)
At or above 75th percentile	100%
50th percentile	50
30th percentile	25
Below 30th percentile	0

During 2019, 2018 and 2017, we recorded compensation expense of approximately \$13 million, \$12 million and \$9 million, respectively, related to the RSU awards to senior executives. The following table is a summary of the status of our senior executive plans for the three years ended December 31, 2019:

	Year ended December 31,					
	2019		2018		2017	
	Shares (in millions)	Fair Value (per share)	Shares (in millions)	Fair Value (per share)	Shares (in millions)	Fair Value (per share)
Balance, at beginning of year	0.9	\$ 14	0.7	\$ 14	—	\$ —
Granted	1.3	14	1.1	16	1.4	15
Vested (1)	(0.7)	19	(0.7)	17	(0.5)	20
Forfeited/expired	(0.3)	19	(0.2)	17	(0.2)	20
Balance, at end of year	1.2	13	0.9	14	0.7	14
Issued in calendar year (1)	0.4	17	0.3	20	0.3	19

(1) Shares that vest at December 31 of each year are issued to the employees in the first quarter of the following year, although the requisite service period is complete. Accordingly, the 0.4 million shares issued in 2019 include shares vested at December 31, 2018, after adjusting for shares withheld to meet employee tax requirements. The shares withheld for employee tax requirements were valued at \$5.4 million, \$4.8 million and \$4.9 million for 2019, 2018 and 2017, respectively.

Stock Option Awards

Beginning in 2017, we no longer grant stock option awards as part of the 2009 Comprehensive Plan. As of December 31, 2019, 0.3 million shares of stock option awards were outstanding and exercisable, with a weighted average remaining life of 5 years and a weighted average exercise price of \$19.03 per share. During 2019, 2018 and 2017, we received proceeds of \$0.4 million, \$3 million and \$7 million, respectively, from the exercise of stock options.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Other Stock Plans

In addition to the share-based plans described above, we maintain an upper-middle management plan and an employee stock purchase plan. The upper-middle management awards are time-based, equity-classified awards that vest within three years of the grant date and compensation expense is recognized over the life of the award based on the grant date fair value. Through the employee stock purchase plan, employees can purchase stock at a discount of 10% of the lower of the beginning and ending stock price each quarter. During 2019, 2018 and 2017, we granted a total of 133,000 shares, 136,000 shares and 69,000 shares, respectively, under these two programs and recorded compensation expense of \$2.0 million, \$1.9 million and \$1.7 million, respectively.

10. Profit Sharing and Post-employment Benefit Plans

We contribute to defined contribution plans for the benefit of employees who meet certain eligibility requirements and who elect participation in the plans. The discretionary amount to be matched by us is determined annually by Host Inc.'s Board of Directors. Our liability recorded for this obligation is not material. Payments for these items were not material for the three years ended December 31, 2019.

11. Dispositions

We disposed of 14 hotels in 2019, four hotels in 2018 and four hotels in 2017 and recorded gains on sales of approximately \$339 million, \$279 million and \$99 million, respectively. In connection with the sale of the Hilton Melbourne South Wharf in 2017, we recorded in 2017 Australian capital gain tax of \$17 million that was paid with respect to the gain on sale.

Additionally, on September 21, 2018, we sold the New York Marriott Marquis retail and theater commercial units and the related signage areas of the hotel (the "Retail") to Vornado Realty Trust for a sale price of \$442 million and recorded a gain of approximately \$386 million, which is net of the non-cash incurrence of a liability of approximately \$35 million related to Vornado's contractual right to future real estate tax rebates. Substantially all of the net proceeds from the sale of the Retail were used to close out a reverse like-kind exchange structure established in connection with the acquisition of the Hyatt portfolio in March 2018. We elected to pay U.S. federal and applicable state corporate income tax of approximately \$16 million on the capital gain generated by the sale proceeds not used to close out the reverse like-kind exchange rather than distribute such capital gain to our stockholders.

The gain on sale of assets is included in other gains/(losses) on the consolidated statement of operations.

12. Acquisitions**Asset Acquisitions**

In February 2019, we acquired the fee simple interest in the 429-room 1 Hotel South Beach for a total purchase price of \$610 million. Consideration included the issuance of \$23 million of preferred Host L.P. OP units that are included in debt, as they are redeemable for cash at the option of the holder, and \$3 million of common Host L.P. OP units. In March 2018, we acquired the 301-room Andaz Maui at Wailea Resort, 668-room Grand Hyatt San Francisco, and 454-room Hyatt Regency Coconut Point Resort and Spa for a total purchase price of \$1 billion.

13. Fair Value Measurements**Impairment**

During 2019, we recorded impairment expense of \$14 million related to the Sheraton San Diego Hotel & Marina and a right-of-use asset associated with an operating lease, based on the expected sale proceeds and expected sub-rental income, respectively, which are considered observable inputs other than quoted prices (Level 2) in the GAAP fair value hierarchy. The Sheraton San Diego Hotel & Marina was sold in 2019.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

During 2018, we recorded an impairment expense of \$44 million related to the W New York, the W New York – Union Square and the Westin New York Grand Central based on the expected sale proceeds of the properties, which is considered an observable input other than quoted prices (Level 2) in the GAAP fair value hierarchy. The W New York and W New York – Union Square hotels were sold during 2018 and the Westin New York Grand Central was classified as held-for-sale as of December 31, 2018. The fair value of the Westin New York Grand Central, less costs to sell, at December 31, 2018 was \$270 million. The Westin New York Grand Central was sold in 2019.

During 2018, we also recorded an impairment expense of \$216 million related to the Sheraton New York Times Square Hotel based on a range of sale prices negotiated with a potential buyer, which is considered an observable input other than quoted prices (Level 2) in the GAAP fair value hierarchy. The fair value of the Sheraton New York Times Square Hotel following the impairment was \$495 million.

In 2017, we recorded an impairment expense of \$43 million related to the W New York. The fair value was based on the expected sale proceeds of the property, which is considered an observable input other than quoted prices (Level 2) in the GAAP fair value hierarchy.

Impairment expense for 2019, 2018 and 2017 is recorded in depreciation and amortization on the consolidated statements of operations.

Other Liabilities

Fair Value of Other Financial Liabilities. We did not elect the fair value measurement option for any of our other financial liabilities. The fair values of secured debt and our credit facility are determined based on the expected future payments discounted at risk-adjusted rates. Senior notes are valued based on quoted market prices. The fair values of financial instruments not included in this table are estimated to be equal to their carrying amounts. The fair value of certain financial liabilities is shown below (in millions):

	December 31, 2019		December 31, 2018	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial liabilities				
Senior notes (Level 1)	\$ 2,776	\$ 2,953	\$ 2,782	\$ 2,808
Credit facility (Level 2)	989	1,000	1,049	1,055

14. Relationship with Marriott International

We have entered into various agreements with Marriott, including those for the management or franchise of approximately 68% of our hotels (as measured by revenues) and certain limited administrative services.

In 2019, 2018 and 2017, we paid Marriott \$186 million, \$200 million and \$199 million, respectively, of hotel management fees and approximately \$11.5 million, \$11.7 million and \$9.7 million, respectively, of franchise fees.

15. Hotel Management Agreements and Operating and License Agreements

All of our hotels are managed by third parties pursuant to management or operating agreements, with some of our hotels also being subject to separate license agreements addressing matters pertaining to operations under the designated brand. Hotels managed or franchised by Marriott and Hyatt represent 68% and 18% of our total revenues, respectively. Under these agreements, the managers generally have sole responsibility for all activities necessary for the day-to-day operation of the hotels, including establishing room rates, processing reservations and promoting and publicizing the hotels. The managers also provide all employees for the hotels, prepare reports, budgets and projections, control the working capital, and provide other administrative and accounting support services to the hotels. Costs and expenses incurred by the managers are reimbursed by us. We have approval rights over budgets, capital expenditures, significant leases and contractual commitments, and various other matters.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The initial term of our agreements generally is 10 to 25 years, with one or more renewal terms at the option of the manager. The majority of our agreements condition the manager’s right to exercise options for renewal upon the satisfaction of specified economic performance criteria. The manager typically receives a base management fee, which is calculated as a percentage (generally 2-3%) of annual gross revenues, and an incentive management fee, which typically is calculated as a percentage (generally 10-20%) of operating profit after the owner has received a priority return on its investment. In the case of our hotels operating under the W®, Westin®, Sheraton®, Luxury Collection® and St. Regis® brands, the base management fee is 1% of annual gross revenues, but that amount is supplemented by license fees payable to Marriott under a separate license agreement pertaining to the designated brand, including rights to use trademarks, service marks and logos, matters relating to compliance with certain brand standards and policies, and the provision of certain system programs and centralized services. Under the license agreement, Marriott generally receives 5% of gross revenues attributable to room sales and 2% of gross revenues attributable to food and beverage sales in addition to the base management fee.

Pursuant to the agreements, the manager furnishes the hotels with certain chain services, which generally are provided on a central or regional basis to all hotels in the manager’s hotel system. Chain services include central training, advertising and promotion, national reservation systems, computerized payroll and accounting services, and such additional services as needed which may be more efficiently performed on a centralized basis. Costs and expenses incurred in providing such services are allocated among the hotels managed, owned or leased by the manager on a fair and equitable basis. In addition, our managers generally sponsor a guest rewards program, the costs of which are charged to all of the hotels that participate in such program.

We are obligated to provide the manager with sufficient funds, generally 4-5% of the revenues generated at the hotel, to cover the cost of (a) certain non-routine repairs and maintenance to the hotels which normally are capitalized, and (b) replacements and renewals to the hotels’ furniture, fixtures and equipment. Under certain circumstances, we will be required to establish escrow accounts for such purposes under terms outlined in the agreements.

We generally are limited in our ability to sell, lease or otherwise transfer our hotels unless the transferee assumes the related management agreement. However, most agreements include owner rights to terminate on the basis of the manager’s failure to meet certain performance-based metrics. Typically, these criteria are subject to the manager’s ability to ‘cure’ and avoid termination by payment to us of specified deficiency amounts (or, in some instances, waiver of the right to receive specified future management fees).

In addition to any performance-based or other termination rights, we have negotiated with Marriott and some of our other managers specific termination rights related to specific agreements. These termination rights can take a number of different forms, including termination of agreements upon sale that leave the property unencumbered by any agreement; termination upon sale provided that the property continues to be operated under a license or franchise agreement with continued brand affiliation; and termination without sale or other condition, which may require the payment of a fee. These termination rights also may restrict the number of agreements that may be terminated over any annual or other period; impose limitations on the number of agreements terminated as measured by EBITDA; require that a certain number of hotels continue to maintain the brand affiliation; or be restricted to a specific pool of assets.

16. Geographic and Business Segment Information

We consider each one of our hotels to be an operating segment, none of which meets the threshold for a reportable segment. We also allocate resources and assess operating performance based on individual hotels. All of our other real estate investment activities (primarily our retail spaces and office buildings) are immaterial and, with our operating segments, meet the aggregation criteria, and thus, we report one segment: hotel ownership. Our international operations consist of hotels in two countries as of December 31, 2019. There were no intersegment sales during the periods presented. The following table presents revenues and long-lived assets for each of the geographical areas in which we operate (in millions):

	2019		2018		2017	
	Revenues	Property and Equipment, net	Revenues	Property and Equipment, net	Revenues	Property and Equipment, net
United States	\$ 5,381	\$ 9,570	\$ 5,417	\$ 9,651	\$ 5,260	\$ 9,548
Australia	—	—	—	—	19	—
Brazil	23	45	19	49	22	59
Canada	65	56	67	60	59	71
Mexico	—	—	21	—	27	14
Total	\$ 5,469	\$ 9,671	\$ 5,524	\$ 9,760	\$ 5,387	\$ 9,692

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

17. Legal Proceedings, Guarantees and Contingencies

We are involved in various legal proceedings in the ordinary course of business regarding the operation of our hotels and company matters. To the extent not covered by insurance, these lawsuits generally fall into the following broad categories: disputes involving hotel-level contracts, employment litigation, compliance with laws such as the Americans with Disabilities Act, tax disputes and other general matters. Under our management agreements, our operators have broad latitude to resolve individual hotel-level claims for amounts generally less than \$150,000. However, for matters exceeding such threshold, our operators may not settle claims without our consent.

Based on our analysis of legal proceedings with which we currently are involved or of which we are aware and our experience in resolving similar claims in the past, we have recorded minimal accruals as of December 31, 2019 related to such claims. We have estimated that, in the aggregate, our losses related to these proceedings would not be material. We are not aware of any other matters with a reasonably possible unfavorable outcome for which disclosure of a loss contingency is required. No assurances can be given as to the outcome of any pending legal proceedings.

Hurricane Loss Contingency

All of our hotels in Houston and Florida were affected by Hurricanes Harvey and Irma in August and September 2017, respectively. We estimated that the loss for the book value of the property and equipment written off, and the related repairs and cleanup costs, was approximately \$34 million. In total, we received property insurance proceeds of approximately \$38 million related to these claims and recognized a gain on property insurance of \$4 million. Additionally, in 2019, 2018 and 2017, we received \$1 million, \$7 million and \$8 million of business interruption insurance proceeds, respectively, related to the disruption from the hurricanes, which is included in gain on insurance and business interruption settlements on our consolidated statements of operations.

Guarantees and Contingencies

We have entered into certain guarantees which consist of commitments made to third parties for leases or debt that are not recognized in our consolidated financial statements due to various dispositions, spin-offs and contractual arrangements, but that we have agreed to pay in the event of certain circumstances, including the default by an unrelated party. We also may have contingent environmental liabilities related to the presence of hazardous or toxic substances. We consider the likelihood of any material payments under these guarantees and contingencies to be remote.

Tax Indemnification Agreements

Because of certain federal and state income tax considerations of the former owners of two hotels currently owned by Host L.P., we have agreed to restrictions on selling such hotels, or repaying or refinancing mortgage debt, for varying periods. One of these agreements expires in 2028 and the other in 2031.

18. Quarterly Financial Data (unaudited)

	2019			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
	(in millions, except per share/unit amounts)			
Host Hotels & Resorts, Inc.:				
Revenues	\$ 1,390	\$ 1,483	\$ 1,262	\$ 1,334
Operating profit	216	280	137	166
Net income	189	290	372	81
Net income attributable to Host Hotels & Resorts, Inc.	186	286	368	80
Basic earnings per common share	.25	.39	.51	.11
Diluted earnings per common share	.25	.39	.51	.11
Host Hotels & Resorts, L.P.(1):				
Net income attributable to Host Hotels & Resorts, L.P.	188	289	372	81
Basic earnings per common unit	.26	.40	.52	.11
Diluted earnings per common unit	.26	.40	.52	.11

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

	2018			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
	(in millions, except per share/unit amounts)			
Host Hotels & Resorts, Inc.:				
Revenues	\$ 1,346	\$ 1,518	\$ 1,299	\$ 1,361
Operating profit (loss)	171	263	(92)	188
Net income	256	211	378	306
Net income attributable to Host Hotels & Resorts, Inc.	253	209	322	303
Basic earnings per common share	.34	.28	.43	.41
Diluted earnings per common share	.34	.28	.43	.41
Host Hotels & Resorts, L.P.(1):				
Net income attributable to Host Hotels & Resorts, L.P.	256	211	325	307
Basic earnings per common unit	.35	.29	.44	.42
Diluted earnings per common unit	.35	.29	.44	.42

(1) Other income statement line items not presented for Host L.P. are equal to the amounts presented for Host Inc.

The sum of the basic and diluted earnings per common share and OP units for the four quarters in all years presented differs from the annual earnings per common share and OP units due to the required method of computing the weighted average number of shares and OP units in the respective periods.

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

None.

Item 9A. Controls and Procedures

Controls and Procedures (Host Hotels & Resorts, Inc.)

Disclosure Controls and Procedure

Under the supervision and with the participation of our management, including Host Inc.'s Chief Executive Officer and Principal Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(b) as of the end of the period covered by this report. Based on that evaluation, Host Inc.'s Chief Executive Officer and Principal Financial Officer have concluded that these disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in reports we file or submit under the Exchange Act is (1) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and (2) accumulated and communicated to our management, including Host Inc.'s Chief Executive Officer and Principal Financial Officer, as appropriate to allow timely decisions regarding required disclosures.

Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting for Host Inc. With the participation of Host Inc.'s Chief Executive Officer and Principal Financial Officer, management conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2019 based on the *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that our internal control over financial reporting was effective as of December 31, 2019. During the second quarter of 2019, we completed implementation of a new cloud-based accounting system. In connection with this implementation, we have updated our processes related to internal control over financial reporting, as necessary, to accommodate applicable changes in our business processes. There were no additional changes in our internal control over financial reporting during the quarter ended December 31, 2019 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Our independent registered public accounting firm, KPMG LLP, has issued an attestation report on the effectiveness of our internal control over financial reporting of Host Inc., which appears in Item 8.

Controls and Procedures (Host Hotels & Resorts, L.P.)

Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including Host Inc.'s Chief Executive Officer and Principal Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(b) as of the end of the period covered by this report. Based on that evaluation, Host Inc.'s Chief Executive Officer and Principal Financial Officer have concluded that these disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in reports we file or submit under the Exchange Act is (1) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and (2) accumulated and communicated to our management, including Host Inc.'s Chief Executive Officer and Principal Financial Officer, as appropriate to allow timely decisions regarding required disclosures.

Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting for Host L.P. With the participation of Host Inc.'s Chief Executive Officer and Principal Financial Officer, management conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2019 based on the *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that our internal control over financial reporting was effective as of December 31, 2019. During the second quarter of 2019, we completed implementation of a new cloud-based accounting system. In connection with this implementation, we have updated our processes related to internal control over financial reporting, as necessary, to accommodate applicable changes in our business processes. There were no additional changes in our internal control over financial reporting during the quarter ended December 31, 2019 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

This annual report does not include an attestation report of Host L.P.'s independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by Host L.P.'s registered public accounting firm pursuant to rules of the Securities and Exchange Commission applicable to "non-accelerated filers."

Item 9B. Other Information

None.

PART III

Certain information called for by Items 10-14 is incorporated by reference from Host Inc.'s 2020 Annual Meeting of Stockholders Notice and Proxy Statement (to be filed pursuant to Regulation 14A not later than 120 days after the close of our fiscal year).

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this item with respect to directors is incorporated by reference to the section of Host Inc.'s definitive Proxy Statement for its 2020 Annual Meeting of Stockholders entitled "Proposal One: Election of Directors." See Part I "Information about Our Executive Officers" of this Annual Report for information regarding executive officers.

The information required by this item with respect to Audit Committee and Audit Committee Financial Experts is incorporated by reference to the section of Host Inc.'s definitive Proxy Statement for its 2020 Annual Meeting of Stockholders entitled "Corporate Governance and Board Matters." There have been no material changes to the procedures by which stockholders may recommend nominees to the Board of Directors since our last annual report. If applicable, the information required by this item regarding compliance by our directors and executive officers with Section 16(a) of the Securities and Exchange Act of 1934, as amended, is incorporated by reference to the section of Host Inc.'s definitive Proxy Statement for its 2020 Annual Meeting of Stockholders entitled "Delinquent Section 16(a) Reports."

We have adopted a Code of Business Conduct and Ethics that applies to all directors and employees, including our Chief Executive Officer, Chief Financial Officer, Corporate Controller and other employees who perform financial or accounting functions. The Code is available at the Governance section of our website at www.hosthotels.com. A copy of the Code is available in print, free of charge, to stockholders and unitholders upon request to the company at the address set forth in Item 1 of this Annual Report under the section "Business—Where to Find Additional Information." We intend to satisfy the disclosure requirements under the Securities and Exchange Act of 1934, as amended, regarding an amendment to or waiver from a provision of our Code of Business Conduct and Ethics by posting such information on our web site.

Item 11. Executive Compensation

The information required by this item is incorporated by reference to the sections of Host Inc.'s definitive Proxy Statement for its 2020 Annual Meeting of Stockholders entitled: "Compensation Discussion and Analysis," "Executive Officer Compensation," "Director Compensation," "Corporate Governance and Board Matters—Compensation Policy Committee Interlocks and Insider Participation" and "Report of the Compensation Policy Committee on Executive Compensation."

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

The information required by this item is incorporated by reference to the sections of Host Inc.'s definitive Proxy Statement for its 2020 Annual Meeting of Stockholders entitled: "Security Ownership of Certain Beneficial Owners and Management" and "Executive Officer Compensation—Securities Authorized for Issuance Under Equity Compensation Plans."

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this item is incorporated by reference to the sections of Host Inc.'s definitive Proxy Statement for its 2020 Annual Meeting of Stockholders entitled: "Certain Relationships and Related Person Transactions" and "Corporate Governance and Board Matters—Independence of Directors."

Item 14. Principal Accounting Fees and Services

The information required by this item is incorporated by reference to the section of Host Inc.'s definitive Proxy Statement for its 2020 Annual Meeting of Stockholders entitled "Proposal Two-Ratification of Appointment of Independent Registered Public Accountants – Principal Accountant Fees and Services."

PART IV

Item 15. Exhibits and Financial Statement Schedules.

(a) *LIST OF DOCUMENTS FILED AS PART OF THIS REPORT*

(i) FINANCIAL STATEMENTS

All financial statements of the registrants are set forth under Item 8 of this Report on Form 10-K.

(ii) FINANCIAL STATEMENT SCHEDULES

The following financial information is filed herewith on the pages indicated.

Financial Schedules:

	<u>Page</u>
III. Real Estate and Accumulated Depreciation.	S-1 to S-4

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

(b) *EXHIBITS*

In reviewing the agreements included as exhibits to this report, please remember they are included to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about the company, its subsidiaries or other parties to the agreements. The agreements contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the other parties to the applicable agreement and:

- should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;*
- have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;*
- may apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and*
- were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments.*

Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time.

Exhibit No.	Description
3.	Articles of Incorporation and Bylaws
3.1	Composite Charter of Host Hotels & Resorts, Inc., dated July 18, 2016 (incorporated by reference to Exhibit 4.1 to Host Hotels & Resorts, Inc. Registration Statement on Form S-8 (SEC File No. 333-212569) filed on July 18, 2016).
3.1A	Third Amended and Restated Agreement of Limited Partnership of Host Hotels & Resorts, L.P. (incorporated by reference to Exhibit 3.1 of Host Hotels & Resorts, L.P.'s Annual Report on Form 10-K for the year ended December 31, 2006, filed on March 1, 2007).
3.2	Amended and Restated Bylaws of Host Hotels & Resorts, Inc., effective November 21, 2016 (incorporated by reference to Exhibit 3.1 of Host Hotels & Resorts, Inc.'s and Host Hotels & Resorts, L.P.'s Quarterly Report on Form 10-Q for the period ended March 31, 2017, filed on May 2, 2017).
4.	Instruments Defining Rights of Security Holders
4.1	See Exhibit 3.1 and 3.2 for provisions of the Articles and Bylaws of Host Hotels & Resorts, Inc. defining the rights of security holders. See Exhibit 3.1A for provisions of the Agreement of Limited Partnership of Host Hotels & Resorts, L.P. defining the rights of security holders.
4.2	Form of Common Stock Certificate (incorporated herein by reference to Exhibit 4.7 to Host Marriott Corporation's Amendment No. 4 to its Registration Statement on Form S-4 (SEC File No. 333-55807) filed on October 2, 1998).
4.3	Amended and Restated Indenture dated as of August 5, 1998, by and among HMH Properties, Inc., as Issuer, and the Subsidiary Guarantors named therein, and Marine Midland Bank, as Trustee (incorporated by reference to Exhibit 4.1 of Host Marriott Corporation's Current Report on Form 8-K dated August 6, 1998) (SEC File No. 001-05664).
4.4	Third Supplemental Indenture, dated as of December 14, 1998, by and among HMH Properties Inc., Host Marriott, L.P., the entities identified therein as New Subsidiary Guarantors and Marine Midland Bank, as Trustee, to the Amended and Restated Indenture, dated as of August 5, 1998, among the Company, the Guarantors named therein, Subsidiary Guarantors named therein and the Trustee (incorporated by reference to Exhibit 4.3 of Host Marriott, L.P.'s Current Report on Form 8-K filed with the Commission on December 31, 1998) (SEC File No. 333-55807).
4.5	Forty-Third Supplemental Indenture, dated August 9, 2012, by and among Host Hotels & Resorts, L.P. and The Bank of New York Mellon, as trustee, to the Amended and Restated Indenture dated August 5, 1998, including form of debenture (incorporated by reference to Exhibit 4.1 to the combined Current Report on Form 8-K of Host Hotels & Resorts, Inc., and Host Hotels & Resorts L.P., filed on August 9, 2012).
4.6	Forty-Fourth Supplemental Indenture, dated March 28, 2013, by and among Host Hotels & Resorts, L.P. and The Bank of New York Mellon, as trustee, to the Amended and Restated Indenture dated August 5, 1998, including form of debenture (incorporated by reference to Exhibit 4.1 to the combined Current Report on Form 8-K of Host Hotels & Resorts, Inc., and Host Hotels & Resorts L.P., filed on March 28, 2013).
4.7	Indenture, dated May 15, 2015, by and between Host Hotels & Resorts, L.P. and The Bank of New York Mellon, as trustee (incorporated by reference to Exhibit 4.1 to Host Hotels & Resorts, Inc., and Host Hotels & Resorts, L.P. Current Report on Form 8-K, filed May 18, 2015).
4.8	First Supplemental Indenture, dated May 15, 2015, by and between Host Hotels & Resorts, L.P. and The Bank of New York Mellon, as trustee, to the Indenture dated May 15, 2015 (incorporated by reference to Exhibit 4.2 to Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Current Report on Form 8-K, filed May 18, 2015).
4.9	Second Supplemental Indenture, dated October 14, 2015, by and between Host Hotels & Resorts, L.P. and The Bank of New York Mellon, as trustee, to the Indenture dated May 15, 2015 (incorporated by reference to Exhibit 4.1 to Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Current Report on Form 8-K, filed October 14, 2015).
4.10	Third Supplemental Indenture, dated March 20, 2017, by and between Host Hotels & Resorts, L.P. and The Bank of New York Mellon, as trustee, to the Indenture dated May 15, 2015 (incorporated by reference to Exhibit 4.1 to Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Current Report on Form 8-K filed on March 20, 2017).
4.11	Fifth Supplemental Indenture, dated September 26, 2019, by and between Host Hotels & Resorts, L.P. and The Bank of New York Mellon, as trustee, to the Indenture dated May 15, 2015 (incorporated by reference to Exhibit 4.1 to Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Current Report on Form 8-K filed on September 26, 2019).
4.12*	Description of Securities Registered under Section 12 of the Exchange Act.

Exhibit No.	Description
10.	Material Contracts
10.1	Host Hotels & Resorts, L.P. Executive Deferred Compensation Plan as amended and restated effective January 1, 2014 (incorporated by reference to Exhibit 10.1 of Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Annual Report on Form 10-K for the year ended December 31, 2013, filed on February 25, 2014).
10.2	Trust Agreement between Wilmington Trust Company and Host Hotels & Resorts, L.P., dated June 1, 2006, relating to the Host Hotels & Resorts, L.P. Executive Deferred Compensation Plan (incorporated by reference to Exhibit 10.2 of Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Annual Report on Form 10-K for the year ended December 31, 2013, filed on February 25, 2014).
10.3	Host Hotels & Resorts, Inc.'s Severance Plan for Executives, as amended and restated, effective as of December 31, 2015 (incorporated by reference to Exhibit 10.4 to Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Annual Report on Form 10-K for the year ended December 31, 2015, filed on February 22, 2016).
10.4	Indemnification Agreement for officers and directors of Host Hotels & Resorts, Inc. (incorporated by reference to Exhibit 10.1 of Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Current Report on Form 8-K, filed on July 21, 2017).
10.5	Host Hotels & Resorts 2009 Comprehensive Stock and Cash Incentive Plan, effective as of March 12, 2009 (incorporated by reference to Appendix A to the Host Hotels & Resorts, Inc. Definitive Proxy Statement on Schedule 14A filed with the Commission on March 31, 2009).
10.6	Form of 2019 Restricted Stock Unit Agreement for use under the Host Hotels & Resorts 2009 Comprehensive Stock and Cash Incentive Plan for corporate objectives and total stockholder return based vesting awards (incorporated by reference to Exhibit 10.14 of Host Hotels & Resorts, Inc. and Host Hotel & Resorts, L.P. Quarterly Report on Form 10-Q for the quarter ended September 30, 2019, filed on November 7, 2019).
10.7	Form of 2019 Restricted Stock Unit Agreement for use under the Host Hotels & Resorts 2009 Comprehensive Stock and Cash Incentive Plan for time-based vesting awards (incorporated by reference to Exhibit 10.15 of Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Quarterly Report on Form 10-Q for the quarter ended September 30, 2019, filed on November 7, 2019).
10.8	Form of Option Agreement for use under the Host Hotels & Resorts 2009 Comprehensive Stock and Cash Incentive Plan (incorporated by reference to Exhibit 10.34 of Host Hotels & Resorts, Inc.'s Quarterly Report on Form 10-Q, filed July 28, 2009).
10.9	Distribution Agreement, dated May 25, 2018, among Host Hotels & Resorts, Inc., J.P. Morgan Securities LLC, BNY Mellon Capital Markets, LLC, Deutsche Bank Securities Inc., Goldman Sachs & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC (incorporated by reference to Exhibit 1.1 to Host Hotels & Resorts, Inc. Current Report on Form 8-K, filed May 25, 2018).
10.10*	Host Hotels & Resorts, Inc. Non-Employee Directors' Deferred Stock Compensation Plan, as amended and restated effective as of February 7, 2020.
10.11	Fifth Amended and Restated Credit Agreement, dated as of August 1, 2019, among Host Hotels & Resorts, L.P., Bank of America, N.A., as administrative agent, JPMorgan Chase Bank, N.A. and Wells Fargo Bank, N.A., as co-syndication agents, and various other agents and lenders (incorporated by reference to Exhibit 10.1 to Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Current Report on Form 8-K, filed August 6, 2019).
21.	Subsidiaries
21.1*	List of Subsidiaries of Host Hotels & Resorts, Inc.
21.2*	List of Subsidiaries of Host Hotels & Resorts, L.P.
23.	Consents
23*	Consent of KPMG LLP
31.	Rule 13a-14(a)/15d-14(a) Certifications
31.1*	Certification of Chief Executive Officer for Host Hotels & Resorts, Inc. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Principal Financial Officer for Host Hotels & Resorts, Inc. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit No.	Description	
31.3*	Certification of Chief Executive Officer for Host Hotels & Resorts, L.P. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	
31.4*	Certification of Principal Financial Officer for Host Hotels & Resorts, L.P. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	
32.	Section 1350 Certifications	
32.1*	Certification of Chief Executive Officer and Principal Financial Officer for Host Hotels & Resorts, Inc. pursuant to 18 U.S.C. 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002.†	
32.2*	Certification of Chief Executive Officer and Principal Financial Officer for Host Hotels & Resorts, L.P. pursuant to 18 U.S.C. 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002.†	
99.	Additional Exhibit	
99.1*	Ground Lease Summary	
101	XBRL	
101.SCH	Inline XBRL Taxonomy Extension Schema Document.	<i>Submitted electronically with this report.</i>
101.CAL	Inline XBRL Taxonomy Calculation Linkbase Document.	<i>Submitted electronically with this report.</i>
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.	<i>Submitted electronically with this report.</i>
101.LAB	Inline XBRL Taxonomy Label Linkbase Document.	<i>Submitted electronically with this report.</i>
101.PRE	Inline XBRL Taxonomy Presentation Linkbase Document.	<i>Submitted electronically with this report.</i>
104	Cover Page Interactive Data File	(embedded within the Inline XBRL document) submitted under Exhibit 101.

Attached as Exhibit 101 to this report are the following documents formatted in iXBRL (Inline Extensible Business Reporting Language): (i) the Consolidated Statements of Operations for the Years ended December 31, 2019, 2018 and 2017, respectively, for Host Hotels & Resorts, Inc.; (ii) the Consolidated Balance Sheets at December 31, 2019 and December 31, 2018, respectively, for Host Hotels & Resorts, Inc.; (iii) the Consolidated Statements of Comprehensive Income (Loss) for the Years ended December 31, 2019, 2018 and 2017, respectively, for Host Hotels & Resorts, Inc.; (iv) the Consolidated Statements of Equity for the Years ended December 31, 2019, 2018 and 2017, respectively, for Host Hotels & Resorts, Inc.; (v) the Consolidated Statements of Cash Flows for the Years ended December 31, 2019, 2018 and 2017, respectively, for Host Hotels & Resorts, Inc.; (vi) the Consolidated Statements of Operations for the Years ended December 31, 2019, 2018 and 2017, respectively, for Host Hotels & Resorts, L.P.; (vii) the Consolidated Balance Sheets at December 31, 2019 and December 31, 2018, respectively, for Host Hotels & Resorts, L.P.; (viii) the Consolidated Statements of Comprehensive Income (Loss) for the Years ended December 31, 2019, 2018 and 2017, respectively, for Host Hotels & Resorts, L.P.; (ix) the Consolidated Statements of Capital for the Years ended December 31, 2019, 2018 and 2017, respectively, for Host Hotels & Resorts, L.P.; (x) the Consolidated Statements of Cash Flows for the Years ended December 31, 2019, 2018 and 2017, respectively, for Host Hotels & Resorts, L.P.; and (xi) Notes to the Consolidated Financial Statements that have been detail tagged.

* Filed herewith.

† This certificate is being furnished solely to accompany the report pursuant to 18 U.S.C. 1350 and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 16. Form 10-K Summary

None.

HOST HOTELS & RESORTS, INC., HOST HOTELS & RESORTS, L.P., AND SUBSIDIARIES
REAL ESTATE AND ACCUMULATED DEPRECIATION

December 31, 2019

(in millions)

Description	Initial Cost		Buildings & Improvements	Subsequent Costs Capitalized, net (1)	Foreign Currency Adjustment	Gross Amount at December 31, 2019			Accumulated Depreciation	Date of Completion of Construction	Date Acquired	Depreciation Life
	Debt	Land				Land	Improvements	Total				
Hotels:												
1 Hotel South Beach	—	182	443	1	—	182	444	626	14	—	2019	34
Andaz Maui at Wailea Resort	—	151	255	2	—	151	257	408	14	—	2018	38
Axiom Hotel	—	36	38	40	—	36	78	114	17	—	2014	33
Boston Marriott Copley Place	—	—	203	84	—	—	287	287	160	—	2002	40
Calgary Marriott Downtown Hotel	—	5	18	47	(2)	5	63	68	39	—	1996	40
Chicago Marriott Suites Downers Grove	—	2	14	14	—	2	28	30	18	—	1996	40
Coronado Island Marriott Resort & Spa	—	—	53	59	—	—	112	112	66	—	1997	40
Denver Marriott Tech Center	—	6	26	82	—	6	108	114	65	—	1994	40
Denver Marriott West Embassy Suites by Hilton Chicago Downtown Magnificent Mile	—	—	12	16	—	—	28	28	24	—	1983	40
Fairmont Kea Lani, Maui	—	55	294	69	—	55	363	418	164	—	2004	40
Gaithersburg Marriott Washingtonian Center	—	7	22	14	—	7	36	43	26	—	1993	40
Grand Hyatt Atlanta in Buckhead	—	8	88	32	—	8	120	128	70	—	1998	40
Grand Hyatt San Francisco	—	52	331	3	—	52	334	386	20	—	2018	34
Grand Hyatt Washington	—	154	247	41	—	154	288	442	86	—	2012	33
Hilton Singer Island Oceanfront/Palm Beaches Resort	—	2	10	22	—	2	32	34	25	—	1994	40
Houston Airport Marriott at George Bush Intercontinental	—	—	10	92	—	—	102	102	75	—	1984	40
Houston Marriott Medical Center / Museum District	—	—	19	42	—	—	61	61	41	—	1998	40
Hyatt Place Waikiki Beach	—	12	120	3	—	12	123	135	29	—	2013	34
Hyatt Regency Coconut Point Resort and Spa	—	33	185	3	—	33	188	221	11	—	2018	36
Hyatt Regency Maui Resort and Spa	—	92	212	74	—	81	297	378	144	—	2003	40
Hyatt Regency Reston	—	11	78	30	—	12	107	119	62	—	1998	40
Hyatt Regency San Francisco Airport	—	16	119	111	—	20	226	246	123	—	1998	40
Hyatt Regency Washington on Capitol Hill	—	40	230	45	—	40	275	315	119	—	2005	40
JW Marriott Atlanta Buckhead	—	16	21	36	—	16	57	73	41	—	1990	40
JW Marriott Hotel Rio de Janeiro	—	13	29	4	(24)	7	15	22	5	—	2010	40
JW Marriott Houston by the Galleria	—	4	26	54	—	6	78	84	48	—	1994	40
JW Marriott Washington, DC	—	26	98	70	—	26	168	194	102	—	2003	40
Manchester Grand Hyatt San Diego	—	—	548	66	—	—	614	614	200	—	2011	35
Marina Del Rey Marriott	—	—	13	36	—	—	49	49	32	—	1995	40

HOST HOTELS & RESORTS, INC., HOST HOTELS & RESORTS, L.P., AND SUBSIDIARIES
REAL ESTATE AND ACCUMULATED DEPRECIATION (continued)

December 31, 2019

(in millions)

Description	Initial Cost		Subsequent Costs Capitalized, net (1)	Foreign Currency Adjustment	Gross Amount at December 31, 2019			Date of Completion of Construction	Date Acquired	Depreciation Life		
	Debt	Land			Buildings & Improvements	Land	Buildings & Improvements				Total Depreciation	
Marriott Downtown at CF Toronto Eaton Centre	—	—	27	36	(2)	—	61	61	38	—	1995	40
Marriott Marquis San Diego Marina	—	—	202	389	—	—	591	591	346	—	1996	40
Miami Marriott Biscayne Bay	—	38	27	39	—	38	66	104	52	—	1998	40
Minneapolis Marriott City Center	—	34	27	43	—	34	70	104	63	—	1995	40
New Orleans Marriott	—	16	96	147	—	16	243	259	170	—	1996	40
New York Marriott Downtown	—	19	79	61	—	19	140	159	90	—	1997	40
New York Marriott Marquis	—	49	552	71	—	49	623	672	500	—	1986	40
Newark Liberty International Airport Marriott	—	—	30	48	—	—	78	78	57	—	1984	40
Newport Beach Marriott Hotel & Spa	—	11	13	118	—	8	134	142	92	—	1988	40
Orlando World Center Marriott	—	18	157	410	—	29	556	585	325	—	1997	40
Philadelphia Airport Marriott	—	—	42	21	—	—	63	63	40	—	1995	40
Rio de Janeiro Parque Olimpico Hotels	—	21	39	1	(28)	11	22	33	5	2014	—	35
San Antonio Marriott Rivercenter	—	—	86	93	—	—	179	179	115	—	1996	40
San Antonio Marriott Riverwalk	—	6	45	36	—	6	81	87	53	—	1995	40
San Francisco Marriott Fisherman's Wharf	—	6	20	34	—	6	54	60	36	—	1994	40
San Francisco Marriott Marquis	—	—	278	223	—	—	501	501	312	—	1989	40
San Ramon Marriott	—	—	22	25	—	—	47	47	31	—	1996	40
Santa Clara Marriott	—	—	39	89	—	—	128	128	92	—	1989	40
Sheraton Boston Hotel	—	42	262	73	—	42	335	377	149	—	2006	40
Sheraton New York Times Square Hotel	—	346	409	(102)	—	346	307	653	185	—	2006	40
Sheraton Parsippany Hotel	—	8	30	23	—	8	53	61	28	—	2006	40
Swissôtel Chicago	—	29	132	99	—	30	230	260	116	—	1998	40
Tampa Airport Marriott	—	—	9	26	—	—	35	35	31	—	1971	40
The Camby Hotel	—	10	63	31	—	10	94	104	55	—	1998	40
The Don CeSar	—	46	158	9	—	46	167	213	16	—	2017	34
The Logan	—	26	60	73	—	27	132	159	71	—	1998	40
The Phoenician, A Luxury Collection Resort	—	72	307	108	—	74	413	487	77	—	2015	32
The Ritz-Carlton Golf Resort, Naples	—	22	10	84	—	22	94	116	40	2002	—	40
The Ritz-Carlton, Amelia Island	—	25	115	89	—	25	204	229	120	—	1998	40
The Ritz-Carlton, Marina Del Rey	—	—	52	39	—	—	91	91	60	—	1997	40

HOST HOTELS & RESORTS, INC., HOST HOTELS & RESORTS, L.P., AND SUBSIDIARIES
REAL ESTATE AND ACCUMULATED DEPRECIATION (continued)

December 31, 2019

(in millions)

Description	Initial Cost			Subsequent Costs Capitalized, net (1)	Foreign Currency Adjustment	Gross Amount at December 31, 2019				Date of Completion of Construction	Date Acquired	Depreciation Life
	Debt	Land	Buildings & Improvements			Buildings & Improvements	Total	Accumulated Depreciation				
The Ritz-Carlton, Naples	—	19	126	168	—	21	292	313	186	—	1996	40
The Ritz-Carlton, Tysons Corner	—	—	89	37	—	—	126	126	73	—	1998	40
The St. Regis Houston	—	6	33	21	—	6	54	60	30	—	2006	40
The Westin Buckhead Atlanta	—	5	84	36	—	6	119	125	68	—	1998	40
The Westin Chicago River North	—	33	116	16	—	33	132	165	35	—	2010	40
The Westin Cincinnati	—	—	54	19	—	—	73	73	33	—	2006	40
The Westin Denver Downtown	—	—	89	21	—	—	110	110	46	—	2006	40
The Westin Georgetown, Washington D.C.	—	16	80	17	—	16	97	113	42	—	2006	40
The Westin Kierland Resort & Spa	—	100	280	30	—	100	310	410	110	—	2006	40
The Westin Los Angeles Airport	—	—	102	26	—	—	128	128	54	—	2006	40
The Westin Seattle	—	39	175	45	—	39	220	259	86	—	2006	40
The Westin South Coast Plaza, Costa Mesa	—	—	46	25	—	—	71	71	51	—	2006	40
The Westin Waltham Boston	—	9	59	22	—	9	81	90	35	—	2006	40
The Whitley, a Luxury Collection Hotel, Atlanta	—	14	81	86	—	15	166	181	106	—	1996	40
W Hollywood	—	—	204	—	—	—	204	204	20	—	2017	35
W Seattle	—	11	125	12	—	11	137	148	50	—	2006	40
Washington Marriott at Metro Center	—	20	24	30	—	20	54	74	41	—	1994	40
Westfields Marriott Washington Dulles	—	7	32	21	—	7	53	60	38	—	1994	40
YVE Hotel Miami	—	15	41	2	—	15	43	58	8	—	2014	33
Total hotels:	—	2,061	9,076	4,280	(56)	2,057	13,304	15,361	6,363			
Other properties, each less than 5% of total	—	5	1	3	—	5	4	9	1	—	various	40
TOTAL	<u>\$ —</u>	<u>\$ 2,066</u>	<u>\$ 9,077</u>	<u>\$ 4,283</u>	<u>\$ (56)</u>	<u>\$ 2,062</u>	<u>\$ 13,308</u>	<u>\$ 15,370</u>	<u>\$ 6,364</u>			

(1) Subsequent costs capitalized are net of impairment expense.

HOST HOTELS & RESORTS, INC., AND SUBSIDIARIES
HOST HOTELS & RESORTS, L.P., AND SUBSIDIARIES
REAL ESTATE AND ACCUMULATED DEPRECIATION
December 31, 2019
(in millions)

Notes:

(A) The change in total cost of properties for the fiscal years ended December 31, 2019, 2018 and 2017 is as follows:

Balance at December 31, 2016	\$	15,530
Additions:		
Acquisitions		447
Capital expenditures and transfers from construction-in-progress		191
Deductions:		
Dispositions and other		(567)
Impairments		(43)
Assets held for sale		(95)
Balance at December 31, 2017		15,463
Additions:		
Acquisitions		1,013
Capital expenditures and transfers from construction-in-progress		249
Deductions:		
Dispositions and other		(551)
Impairments		(260)
Assets held for sale		(368)
Balance at December 31, 2018		15,546
Additions:		
Acquisitions		625
Capital expenditures and transfers from construction-in-progress		332
Deductions:		
Dispositions and other		(1,127)
Impairments		(6)
Balance at December 31, 2019	\$	<u>15,370</u>

(B) The change in accumulated depreciation and amortization of real estate assets for the fiscal years ended December 31, 2019, 2018 and 2017 is as follows:

Balance at December 31, 2016	\$	5,949
Depreciation and amortization		563
Dispositions and other		(247)
Depreciation on assets held for sale		7
Balance at December 31, 2017		6,272
Depreciation and amortization		546
Dispositions and other		(344)
Depreciation on assets held for sale		(101)
Balance at December 31, 2018		6,373
Depreciation and amortization		535
Dispositions and other		(544)
Balance at December 31, 2019	\$	<u>6,364</u>

(C) The aggregate cost of real estate for federal income tax purposes is approximately \$9,742 million at December 31, 2019.

(D) The total cost of properties excludes construction-in-progress assets.

**DESCRIPTION OF SECURITIES REGISTERED
UNDER SECTION 12 OF THE EXCHANGE ACT**

The following is a summary of the material terms of:

- the shares of common stock, \$0.01 par value per share (“Common Stock”), of Host Hotels & Resorts, Inc., a Maryland corporation (the “Company” or the “General Partner”), as well as certain relevant provisions of the charter (the “Charter”) and amended and restated bylaws (the “Bylaws”) of the Company and the Maryland General Corporation Law (the “MGCL”); and
- the common units of limited partnership interest (the “OP Units”) in Host Hotels & Resorts, L.P., a Delaware limited partnership (the “Operating Partnership”), as well as certain relevant provisions of the Third Amended and Restated Agreement of Limited Partnership of the Operating Partnership (the “Partnership Agreement”).

The following descriptions do not purport to be complete and are subject to, and qualified in their entirety by reference to, for the Common Stock, the full text of the Charter, the Bylaws and the MGCL and, for the OP Units, the provisions of the Partnership Agreement. Copies of the Charter, Bylaws and the Partnership Agreement have been filed as exhibits to the Annual Report on Form 10-K to which this “Description of Securities Registered Under Section 12 of the Exchange Act” is an exhibit.

I. COMMON STOCK OF HOST HOTELS & RESORTS, INC.

As of February 20, 2020, the Company had 1,050,000,000 shares of Common Stock authorized, 705,881,741 of which were issued and outstanding, and 50,000,000 shares of preferred stock, \$0.01 par value per share (“Preferred Stock”), authorized, none of which were issued and outstanding.

Dividend, Voting and Other Rights of Holders of Common Stock

Holders of Common Stock are entitled to receive dividends when authorized by the Board of Directors (the “Board”) and declared by the Company out of assets legally available for the payment of dividends. Holders of Common Stock are also entitled to share ratably in the Company’s assets legally available for distribution to the stockholders in the event of the Company’s liquidation, dissolution or winding up, after payment of or adequate provision for all of the Company’s known debts and liabilities. These rights are subject to the preferential rights of any other class or series of stock and to the provisions of the Charter regarding restrictions on transfer and ownership of stock.

Subject to the Charter restrictions on transfer and ownership of stock (see “—Restrictions on Ownership and Transfer of Shares” below), each outstanding share of Common Stock entitles the holder to one vote on all matters submitted to a vote of stockholders, including the election of directors. Except as provided with respect to any other class or series of stock, the holders of Common Stock will possess the exclusive voting power. There is no cumulative voting in the election of directors, which means that the holders of a majority of the outstanding shares of Common Stock can elect all of the directors then standing for election, and the holders of the remaining shares will not be able to elect any directors.

Holders of Common Stock have no preference, conversion, exchange, sinking fund or redemption rights, generally have no appraisal rights and have no preemptive rights to subscribe for any of the Company's securities. Subject to the Charter restrictions on transfer and ownership of the Company's stock, all shares of Common Stock will have equal dividend, liquidation and other rights.

Under Maryland law, a Maryland corporation generally cannot dissolve, amend its charter, merge, convert, sell all or substantially all of its assets, engage in a share exchange or engage in similar transactions outside the ordinary course of business, unless the transaction is advised by its board of directors and approved by the affirmative vote of stockholders holding at least two-thirds of the shares entitled to vote on the matter. However, a Maryland corporation may provide in its charter for approval of these matters by a lesser percentage, but not less than a majority of all of the votes entitled to be cast on the matter. The Charter generally does not provide for a lesser percentage in these situations except that the Charter may be amended by the affirmative vote of holders of not less than a majority of all votes entitled to be cast (other than those amendments specifically identified in the Charter as requiring the affirmative vote of holders of not less than two-thirds of all votes entitled to be cast). Also, because many of the Company's operating assets are held by the Company's subsidiaries, these subsidiaries may be able to merge or sell all or substantially all of their assets without the approval of the Company's stockholders.

The transfer agent for the Common Stock is Computershare Trust Company, N.A.

Listing

The Common Stock is listed on the New York Stock Exchange under the symbol "HST".

Power to Issue Additional Shares

The Board has the power to classify or reclassify unissued Common Stock or Preferred Stock and thereafter to issue such classified or reclassified shares. These actions may be taken without stockholder approval, unless stockholder approval is required by applicable law, the terms of any other class or series of shares of stock or the rules of any securities exchange or automated quotation system on which the securities of the Company may be listed or traded. The Board could authorize the Company to issue additional classes or series of Common Stock or Preferred Stock that could, depending upon the terms of the particular class or series, delay, defer or prevent a transaction or a change of control of the Company, even if such transaction or change of control involves a premium price for the stockholders of the Company or stockholders believe that such transaction or change of control may be in their best interests.

Restrictions on Ownership and Transfer of Shares

For the Company to qualify as a REIT under the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), no more than 50% in value of its outstanding shares of stock may be owned, actually or constructively, by five or fewer individuals, as defined in the Internal Revenue Code to include certain entities, during the last half of a taxable year other than the first year for which an election to be treated as a REIT has been made.

In addition, if the Company, or one or more owners of 10% or more of the Company, actually or constructively owns 10% or more of a tenant of the Company or of a tenant of any partnership in which the Company is a partner, the rent received by the Company either directly or through any such partnership from such tenant generally will not be qualifying income for purposes of the REIT gross income tests of the Internal Revenue Code unless the tenant qualifies as a "taxable REIT subsidiary" and the leased property is a "qualified lodging facility" operated by an "eligible independent contractor" under the Internal Revenue Code. A REIT's shares also must be beneficially owned by 100 or more persons

during at least 335 days of a taxable year of twelve months or during a proportionate part of a shorter taxable year other than the first year for which an election to be treated as a REIT has been made.

Because the Board believes it is desirable for the Company to qualify as a REIT, among other purposes, the Charter provides that, subject to certain exceptions, no person or persons acting as a group may own, or be deemed to own by virtue of the attribution provisions of the Internal Revenue Code, more than:

- 9.8% in value or number of shares, whichever is more restrictive, of shares of Common Stock outstanding; or
- 9.8% in value or number of shares, whichever is more restrictive, of any class or series of shares of Preferred Stock or other shares of any class or series of the Company's stock.

The ownership attribution rules under the Internal Revenue Code are complex and may cause capital stock owned actually or constructively by a group of related individuals and/or entities to be owned constructively by one individual or entity. As a result, the acquisition of less than 9.8% of the Common Stock or the acquisition or ownership of an interest in an entity that owns, actually or constructively, Common Stock, by an individual or entity could nevertheless cause that individual or entity, or another individual or entity, to own constructively in excess of 9.8% of the outstanding Common Stock and thus subject such Common Stock to the remedy provision under the ownership limit. The Board may grant an exemption from the ownership limit with respect to one or more persons who would not be treated as "individuals" for purposes of the Internal Revenue Code if it is satisfied, based upon an opinion of counsel or such other evidence as is satisfactory to the Board in its sole and absolute discretion, that:

- such ownership will not cause a person who is an individual to be treated as owning capital stock in excess of the ownership limit, applying the applicable constructive ownership rules; and
- such ownership otherwise will not jeopardize the Company's status as a REIT, for example, by causing any tenant of the Operating Partnership to be considered a "related party tenant" for purposes of the REIT qualification rules.

As a condition of such waiver, the Board may require undertakings and representations from the applicant with respect to preserving the REIT status of the Company.

The Board has the authority to increase or decrease the ownership limit from time to time, subject to limitations in the Charter, but does not have the authority to do so to the extent that, after giving effect to such increase, five beneficial owners of capital stock could beneficially own in the aggregate more than 49.5% of the value of the outstanding capital stock of the Company.

The Charter further prohibits:

- any person from actually or constructively owning shares of capital stock of the Company that would result in the Company being "closely held" under Section 856(h) of the Internal Revenue Code or otherwise cause the Company to fail to qualify as a REIT; and
- any person from transferring shares of the Company's capital stock if such transfer would result in shares of the Company's capital stock being owned by fewer than 100 persons.

Any person who acquires or attempts or intends to acquire actual or constructive ownership of shares of the Company's capital stock that will or may violate any of the foregoing restrictions on transfer and ownership is required to give notice immediately to the Company, or, in the case of an attempted

transaction, at least 15 days prior written notice, and provide the Company with such other information as the Company may request in order to determine the effect of such transfer on the Company's status as a REIT.

If any purported transfer of shares of the Company's capital stock or any other event would otherwise result in any person violating the ownership limit or the other restrictions in the Charter, then any such purported transfer will be void and of no force or effect with respect to the purported transferee (the "Prohibited Transferee") as to that number of shares that exceeds the ownership limit (referred to as "excess shares") and:

- the Prohibited Transferee shall acquire no right or interest in the excess shares; and
- in the case of any event other than a purported transfer, the person or entity holding record title to any excess shares (the "Prohibited Owner") shall cease to own any right or interest in such excess shares.

Any excess shares described above will be transferred automatically, by operation of law, to a trust, the beneficiary of which will be a qualified charitable organization selected by the Company (the "Beneficiary"). The automatic transfer shall be deemed to be effective as of the close of business on the business day prior to the date of the violating transfer. Within 20 days of receiving notice from the Company of the transfer of shares to the trust, the trustee of the trust, who shall be designated by the Company and be unaffiliated with the Company and any Prohibited Transferee or Prohibited Owner, will be required to sell the excess shares to a person designated by the trustee who could own the shares without violating the ownership limit, and distribute to the Prohibited Transferee an amount equal to the lesser of the price paid by the Prohibited Transferee for the excess shares or the sales proceeds received by the trust for the excess shares. In the case of any excess shares resulting from any event other than a transfer, or from a transfer for no consideration, such as a gift, the trustee will be required to sell the excess shares to a qualified person or entity and distribute to the Prohibited Owner an amount equal to the lesser of the fair market value of the excess shares as of the date of the event or the sales proceeds received by the trust for the excess shares. In either case, any proceeds in excess of the amount distributable to the Prohibited Transferee or Prohibited Owner, as applicable, will be distributed to the Beneficiary. Prior to a sale of any excess shares by the trust, the trustee will be entitled to receive, in trust for the Beneficiary, all dividends and other distributions paid by the Company with respect to those excess shares, and also will be entitled to exercise all voting rights with respect to those excess shares. Subject to Maryland law, effective as of the date that the excess shares have been transferred to the trust, the trustee shall have the authority to rescind as void any vote cast by a Prohibited Transferee prior to the discovery by the Company that the excess shares have been transferred to the trust and to recast the vote in accordance with the desires of the trustee acting for the benefit of the Beneficiary.

However, if the Company has already taken irreversible corporate action, then the trustee shall not have the authority to rescind and recast such vote. Any dividend or other distribution paid to the Prohibited Transferee or Prohibited Owner, prior to the discovery by the Company that the excess shares had been automatically transferred to a trust as described above, will be required to be repaid to the trustee upon demand for distribution to the Beneficiary. If the transfer to the trust as described above is not automatically effective to prevent violation of the ownership limit, the Charter then provides that the transfer of the excess shares will be void.

In addition, shares of the Company's stock held in the trust shall be deemed to have been offered for sale to the Company, or its designee, at a price per share equal to the lesser of (i) the price per share in the transaction that resulted in the transfer to the trust or, in the case of a devise, gift or other similar transaction, the market price of the shares at the time of the devise, gift or other transaction and (ii) the

market price of the shares on the date the Company, or its designee, accepts the offer. The Company will have the right to accept the offer until the trustee has sold the shares held in the trust. Upon such a sale to the Company, the interest of the Beneficiary in the shares sold will terminate and the trustee will distribute the net proceeds of the sale to the Prohibited Owner.

The foregoing restrictions on transfer and ownership will not apply if the Board determines that it is no longer in the best interests of the Company to attempt to qualify, or to continue to qualify, as a REIT or that compliance with the restrictions on transfer and ownership is no longer required for the Company to qualify as a REIT.

Any certificates representing shares of the Company's capital stock will bear a legend referring to the restrictions described above.

All persons who own, directly or by virtue of the attribution provisions of the Internal Revenue Code, more than 5%, or such lower percentage as provided in the rules and regulations under the Internal Revenue Code, of the lesser of the number or value of the outstanding shares of the Company's capital stock must give a written notice to the Company within 30 days after the end of each taxable year. In addition, each stockholder will, upon demand, be required to disclose to the Company in writing such information with respect to the direct, indirect and constructive ownership of shares of the Company's capital stock as the Board deems reasonably necessary to comply with the provisions of the Internal Revenue Code applicable to a REIT, to comply with the requirements of any taxing authority or governmental agency or to determine any such compliance.

The ownership limit could have the effect of delaying, deferring or preventing a change in control or other transaction that might involve a premium for the Company's stockholders over the then prevailing market price.

Certain Provisions of Maryland Law and of the Charter and Bylaws

The Board of Directors

The Charter provides that the number of directors may be established by the Board but may not be fewer than three nor more than thirteen. The Bylaws provide that each director shall be elected by a majority of the total votes cast for and against each director in an uncontested election. Directors are elected by a plurality vote in any contested elections. Any nominee for director not elected by the vote required in the Bylaws and who is an incumbent director shall promptly tender his or her resignation to the Board for consideration.

There is no cumulative voting in the election of directors. Consequently, at each annual meeting of stockholders, the holders of a majority of Common Stock will be able to elect all of the directors standing for election.

Removal of Directors; Vacancies

The Charter provides that, except for any directors who may be elected by holders of a class or series of shares other than Common Stock, a director may be removed only for cause and only by the affirmative vote of holders of at least two-thirds of the votes entitled to be cast in the election of directors. Vacancies on the Board may be filled, at any regular meeting or at any special meeting called for that purpose, by the affirmative vote of the remaining directors except that a vacancy resulting from an increase in the number of directors may be filled by a majority of the entire Board. Any vacancy resulting from the removal of a director by the stockholders may be filled by the affirmative vote of holders of at least two-thirds of the

votes entitled to be cast in the election of directors. The affirmative vote of holders of at least two-thirds of all the votes entitled to be cast is required to amend, alter, change, repeal or adopt any provisions in the Charter inconsistent with the foregoing director removal provisions. These provisions preclude stockholders from removing incumbent directors except for cause and by a substantial affirmative vote and, thus, may reduce the vulnerability of the Company to an unsolicited takeover proposal which may not be in the best interest of the stockholders.

Business Combinations

Under the MGCL, “business combinations” between a Maryland corporation and an interested stockholder or an affiliate of an interested stockholder are prohibited for five years after the most recent date on which the interested stockholder becomes an interested stockholder. These business combinations include a merger, consolidation, share exchange, or, in circumstances specified in the MGCL, an asset transfer or issuance or reclassification of equity securities. An interested stockholder is defined as:

- any person who beneficially owns, directly or indirectly, ten percent or more of the voting power of the corporation’s outstanding voting stock; or
- an affiliate or associate of the corporation who, at any time within the two-year period prior to the date in question, was the beneficial owner, directly or indirectly, of ten percent or more of the voting power of the then outstanding voting stock of the corporation.

A person is not an interested stockholder under the MGCL if the board of directors approved in advance the transaction by which such person otherwise would have become an interested stockholder. However, in approving a transaction, the board of directors may provide that its approval is subject to compliance, at or after the time of approval, with any terms and conditions determined by the board.

After the five-year prohibition, any business combination between the Maryland corporation and an interested stockholder generally must be recommended by the board of directors of the corporation and approved by the affirmative vote of at least:

- 80% of the votes entitled to be cast by holders of outstanding shares of voting stock of the corporation; and
- two-thirds of the votes entitled to be cast by holders of voting stock of the corporation other than shares held by the interested stockholder with whom or with whose affiliate the business combination is to be effected or held by an affiliate or associate of the interested stockholder.

These super-majority vote requirements do not apply if the corporation’s common stockholders receive a minimum price, as defined under the MGCL, for their shares in the form of cash or other consideration in the same form as previously paid by the interested stockholder for its shares.

The MGCL provides various exemptions from its provisions, including for business combinations that are exempted by the board of directors before the time that the interested stockholder becomes an interested stockholder.

The Board has not opted out of the business combinations provisions of the MGCL and the Company is subject to the five-year prohibition and the super-majority voting requirements with respect to business combinations involving the Company; however, as permitted under the MGCL, the Board may elect to opt out of these provisions in the future.

The business combination statute may discourage others from trying to acquire control of the Company and increase the difficulty of consummating any offer.

Control Share Acquisitions

The MGCL provides that control shares of a Maryland corporation acquired in a control share acquisition have no voting rights except to the extent approved by the affirmative vote of holders of two-thirds of the votes entitled to be cast on the matter. Shares owned by the acquiror, by officers or by directors who are employees of the corporation are excluded from shares entitled to vote on the matter. Control shares are voting shares of stock which, if aggregated with all other shares of stock owned by the acquiror or in respect of which the acquiror is able to exercise or direct the exercise of voting power (except solely by virtue of a revocable proxy), would entitle the acquiror to exercise voting power in electing directors within one of the following ranges of voting power:

- one-tenth or more but less than one-third;
- one-third or more but less than a majority; or
- a majority or more of all voting power.

Control shares do not include shares the acquiring person is then entitled to vote as a result of having previously obtained stockholder approval or shares acquired directly from the corporation. A control share acquisition means the acquisition of control shares, subject to certain exceptions.

A person who has made or proposes to make a control share acquisition may compel the board of directors of the corporation to call a special meeting of stockholders to be held within 50 days of demand to consider the voting rights of the shares. The right to compel the calling of a special meeting is subject to the satisfaction of certain conditions, including an undertaking to pay the expenses of the meeting. If no request for a meeting is made, the corporation may itself present the question at any stockholders meeting.

If voting rights are not approved at the meeting or if the acquiring person does not deliver an acquiring person statement as required by the statute, then the corporation may redeem for fair value any or all of the control shares, except those for which voting rights have previously been approved. The right of the corporation to redeem control shares is subject to certain conditions and limitations. Fair value is determined, without regard to the absence of voting rights for the control shares, as of the date of any meeting of stockholders at which the voting rights of the shares are considered and not approved or, if no such meeting is held, as of the date of the last control share acquisition by the acquiror. If voting rights for control shares are approved at a stockholders meeting and the acquiror becomes entitled to vote a majority of the shares entitled to vote, all other stockholders may exercise appraisal rights. The fair value of the shares as determined for purposes of appraisal rights may not be less than the highest price per share paid by the acquiror in the control share acquisition.

The control share acquisition statute does not apply (a) to shares acquired in a merger, consolidation or share exchange if the corporation is a party to the transaction, or (b) to acquisitions approved or exempted by the charter or bylaws of the corporation.

The Bylaws contain a provision exempting from the control share acquisition statute any and all acquisitions by any person of shares of the Company's stock. There can be no assurance that this provision will not be amended or eliminated at any time in the future.

Amendments to the Charter and Bylaws

The Charter may be amended by the affirmative vote of holders of not less than a majority of all of the votes entitled to be cast on the matter; provided, however, that any amendment to certain Charter provisions specifically identified in the Charter, including provisions on removal of directors and filling vacancies, restrictions on transfer and ownership of stock, the vote required for certain extraordinary transactions and indemnification, must be approved by the affirmative vote of holders of not less than two-thirds of all of the votes entitled to be cast on the matter.

The Charter provides that the Bylaws may be altered, amended or repealed, in whole or in part, and new Bylaws may be adopted by the Board or by the affirmative vote of stockholders holding a majority of the votes entitled to be cast on the matter.

Advance Notice of Director Nominations and New Business

The Bylaws provide that, with respect to an annual meeting of stockholders, nominations of individuals for election to the Board and the proposal of business to be considered by stockholders may be made only (i) pursuant to the Company's notice of the meeting, (ii) by the Board or (iii) by a stockholder who is entitled to vote at the meeting and who has complied with the advance notice procedures of the Bylaws. With respect to special meetings of stockholders, only the business specified in the Company's notice of the meeting may be brought before the meeting. Nominations of individuals for election to the Board at a special meeting may be made only (i) by or at the direction of the Board, (ii) by a stockholder that has requested that a special meeting be called for the purpose of electing directors in connection with a proposal to remove directors, each in compliance with the Bylaws, and that has supplied the information required by the Bylaws about each individual whom the stockholder proposes to nominate for election or (iii) provided that the special meeting has been called in accordance with the Bylaws, by any stockholder who is a stockholder of record both at the time of giving notice and at the time of the special meeting, who is entitled to vote at the meeting and who has complied with the advance notice provisions of the Bylaws.

Proxy Access Procedures for Qualifying Stockholders

The Company's Bylaws permit a stockholder, or a group of no more than 20 stockholders, that own at least 3% or more of the shares of Common Stock continuously for at least three years to nominate and include in the Company's proxy materials candidates for election as directors of the Company, subject to certain terms and conditions. Such stockholder(s) or group(s) of stockholders may nominate director candidates constituting up to the greater of two individuals or 20% of the Board, provided that the stockholder(s), group(s) of stockholders and the director nominee(s) satisfy the eligibility, notice and other requirements specified in the Bylaws.

Subtitle 8

Subtitle 8 of Title 3 of the MGCL permits a Maryland corporation with a class of equity securities registered under the Exchange Act and at least three independent directors to elect to be subject, by provision in its charter or bylaws or a resolution of its board of directors and notwithstanding any contrary provision in the charter or bylaws, to any or all of five provisions:

- a classified board;
- a two-thirds vote requirement for removing a director;
- a requirement that the number of directors be fixed only by vote of the directors;
- a requirement that a vacancy on the board be filled only by the remaining directors and for the

remainder of the full term of the class of directors in which the vacancy occurred; and

- a majority requirement for the calling of a stockholder-requested special meeting of stockholders.

Through provisions in the Charter and the Bylaws unrelated to Subtitle 8, the Company already (a) requires a two-thirds vote for the removal of any director from the Board and (b) vests in the Board the exclusive power to fix the number of directorships. The Board has adopted a resolution prohibiting the Company from electing to be subject to the provision of Subtitle 8 which permits the board of directors to divide its directorships into classes. The Board may not repeal this prohibition unless the repeal is approved by the stockholders of the company by the affirmative vote of a majority of the votes cast on the matter by stockholders entitled to vote generally in the election of directors. The Charter requires that a stockholder-requested special meeting of stockholders be called by the Company's secretary upon the written request of stockholders entitled to cast 25% of all the votes entitled to be cast. However, the stockholder-requested special meeting does not need to be called to consider any matter which is substantially the same as a matter voted on during the preceding 12 months unless requested by stockholders entitled to cast a majority of the votes entitled to be cast.

Anti-takeover Effect of Certain Provisions of Maryland Law and of the Charter and Bylaws

The business combination provisions of the MGCL, the provisions of the Charter on removal of directors, the stock transfer and ownership restrictions in the Charter and the advance notice provisions of the Bylaws could delay, defer or prevent a transaction or a change in control of the Company that might involve a premium price for holders of Common Stock.

Limitation of Liability and Indemnification of Directors and Officers

The MGCL permits a Maryland corporation to include in its charter a provision limiting the liability of its directors and officers to the corporation and its stockholders for money damages except for liability resulting from (a) actual receipt of an improper benefit or profit in money, property or services or (b) active and deliberate dishonesty established by a final judgment as being material to the cause of action. The Charter contains a provision limiting directors' and officers' liability to the maximum extent permitted by Maryland law.

The Charter provides that the Company shall indemnify (i) its directors and officers, whether serving the Company or at its request any other entity, to the full extent required or permitted by the laws of the State of Maryland, including the advance of expenses under the procedures and to the full extent permitted by law and (ii) other employees and agents to such extent as shall be authorized by the Board or the Bylaws and be permitted by law. The Bylaws obligate it, to the maximum extent permitted by Maryland law, to indemnify and, without requiring a preliminary determination of the ultimate entitlement to indemnification, to pay or reimburse reasonable expenses in advance of final disposition of a proceeding to (a) any present or former director or officer of the Company who is made or threatened to be made a party to the proceeding by reason of his or her service in that capacity or (b) any individual who, while a director or officer of the Company and at the request of the Company, serves or has served another corporation, real estate investment trust, partnership, joint venture, trust, employee benefit plan or other enterprise as a director, trustee, officer or partner and who is made or threatened to be made a party to the proceeding by reason of his or her service in that capacity, against any claim or liability to which he or she may become subject by reason of such status. The Bylaws also permit the Company to indemnify and advance expenses to any person who served as a predecessor of the Company in any of the capacities described above and to any employee or agent of the Company or a predecessor of the Company.

The MGCL requires a Maryland corporation (unless its charter provides otherwise, which the Charter does

not) to indemnify a director or officer who has been successful, on the merits or otherwise, in the defense of any proceeding to which he or she is made a party by reason of his or her service in that capacity. The MGCL permits a corporation to indemnify its present and former directors and officers, among others, against judgments, penalties, fines, settlements and reasonable expenses actually incurred by them in connection with any proceeding to which they may be made a party by reason of their service in those or other capacities unless it is established that (a) the act or omission of the director or officer was material to the matter giving rise to the proceeding and (i) was committed in bad faith or (ii) was the result of active and deliberate dishonesty, (b) the director or officer actually received an improper personal benefit in money, property or services or (c) in the case of any criminal proceeding, the director or officer had reasonable cause to believe that the act or omission was unlawful. Under the MGCL, a Maryland corporation may not indemnify a director or officer for an adverse judgment in a suit by or in the right of the corporation or for a judgment of liability on the basis that personal benefit was improperly received, unless in either case a court orders indemnification and then only for expenses. In accordance with the MGCL, the Company is required, as a condition to advancing expenses, to obtain (1) a written affirmation by the director, officer or employee of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification and (2) a written undertaking by him or her or on his or her behalf to repay the amount paid or reimbursed by the Company if it is ultimately determined that the applicable standard of conduct was not met.

The Company has also entered into indemnification agreements with its directors and executive officers that obligate it to indemnify them to the maximum extent permitted under Maryland law. The agreements require the Company to indemnify the director or officer (the “indemnitee”) against all judgments, penalties, fines and amounts paid in settlement and all expenses actually and reasonably incurred by the indemnitee in connection with a proceeding to which such person became subject by reason of his or her status as a present or former director or officer of the Company or any other corporation or enterprise for which such person is or was serving at the Company’s request unless it is established that the indemnitee did not meet the standard of conduct set forth above or one of the exceptions to indemnification under Maryland law set forth above exists.

In addition, the indemnification agreement requires the Company to advance reasonable expenses incurred by the indemnitee within 10 days of the receipt by the Company of a statement from the indemnitee requesting the advance, provided the statement evidences the expenses incurred and is accompanied by:

- a written affirmation of the indemnitee’s good faith belief that he or she has met the standard of conduct necessary for indemnification, and
- a written undertaking by or on behalf of the indemnitee to repay the amount of any expenses advanced to the indemnitee if it is ultimately determined that the standard of conduct was not met.

The indemnification agreement also provides for procedures for the determination of entitlement to indemnification, including requiring such determination be made by independent counsel after a change of control of the Company.

II. COMMON UNITS OF LIMITED PARTNERSHIP INTEREST IN HOST HOTELS & RESORTS, L.P.

For purposes of this Part II, any reference to the “Company” or “General Partner” refers solely to Host Hotels & Resorts, Inc. and not to any of its subsidiaries, unless otherwise expressly stated or the context otherwise requires. The number of outstanding common OP Units as of February 20, 2020 was 698,514,143, of which 691,037,305 were owned by the Company.

Distribution Rights, Allocations of Net Income and Net Losses to Partners

Holders of OP Units (other than the Company in its capacity as general partner) will hold a limited partnership interest in the Operating Partnership, and all holders of OP Units (including the Company in its capacity as general partner) will be entitled to share in cash distributions from, and in the profits and losses of, the Operating Partnership, subject to the distribution preferences of any preferred units that may be issued from time to time. Pursuant to the conversion factor in effect as of December 31, 2019, each OP Unit receives distributions that are 1.021494 times the amount distributed to each share of the Company’s common stock. For more information, see “—Redemption/Conversion Rights” below.

The Partnership Agreement provides for the quarterly distribution of Available Cash (as defined in the Partnership Agreement) to the Company and the limited partners as holders of OP Units in proportion to their percentage interests in the Operating Partnership. “Available Cash” is generally defined in the Partnership Agreement as cash revenues and funds received, plus any reduction in reserves, and minus interest and principal payments on debt, capital expenditures, permitted investments, any additions to reserves and other adjustments.

The Partnership Agreement provides that if the Operating Partnership operates at a net loss, net losses shall be allocated to the Company and the limited partners in proportion to their respective percentage ownership interests in the Operating Partnership, provided that net losses that would have the effect of creating a deficit balance in a limited partner’s capital account (“Excess Losses”) will be reallocated to the Company.

The Partnership Agreement also provides that, if the Operating Partnership operates at a net profit, net income shall be allocated first to the Company to the extent of Excess Losses with respect to which the Company has not previously been allocated net income, the remaining net income shall be allocated to limited partners to the extent net losses previously allocated to each such limited partner exceed net income previously allocated to each such limited partner, and any remaining net income shall be allocated in proportion to the respective percentage ownership interests of the Company and the limited partners. Finally, the Partnership Agreement provides that if the Operating Partnership has preferred units outstanding, income will first be allocated to such preferred units to the extent necessary to reflect and preserve the economic rights associated with such preferred units.

Voting Rights

Management of the Operating Partnership

All management powers over the business and affairs of the Operating Partnership are exclusively vested in the General Partner, and no limited partner has any right to participate in or exercise control or management power over the business and affairs of the Operating Partnership. Except as otherwise expressly provided in the Partnership Agreement, the General Partner may not be removed by the limited partners with or without cause.

The General Partner may not take any action in contravention of an express prohibition or limitation of the Partnership Agreement without the written consent of (i) all partners adversely affected or (ii) such lower percentage of OP Units as may be specifically provided for under the Partnership Agreement or the Delaware Revised Uniform Limited Partnership Act (the “Act”).

Except as otherwise provided by the Partnership Agreement, the General Partner may not, directly or indirectly, cause the Operating Partnership to sell, exchange, transfer or otherwise dispose of all or substantially all of the Operating Partnership’s assets in a single transaction or a series of related transactions (including by way of merger, consolidation or other combination with any other persons) without the consent of partners holding percentage interests that are more than fifty percent of the aggregate percentage interest represented by all OP Units then entitled to vote thereon (including for this purpose any such OP Units held by the General Partner), provided, however, that the foregoing limitation shall not apply to any leases of all or substantially all of the Operating Partnership’s assets entered into by the Operating Partnership in order to satisfy any REIT requirements.

Amendment of the Partnership Agreement

Amendments to the Partnership Agreement may be proposed by a General Partner or by any limited partners holding twenty-five percent or more of the OP Units. Following such proposal, the General Partner shall submit any proposed amendment to the limited partners. A proposed amendment shall be adopted and be effective if it is approved by the General Partner and, except as otherwise provided by the Partnership Agreement, it receives the consent of limited partners holding percentage interests that are more than fifty percent of the aggregate percentage interest of all limited partners holding OP Units (including for such purpose any such OP Units held by the General Partner).

Notwithstanding the foregoing, the General Partner will have the power, without the consent of the limited partners, to amend the Partnership Agreement as may be required to (i) add to the obligations of the General Partner as general partner or surrender any right or power granted to the General Partner as general partner, (ii) reflect the admission, substitution, termination or withdrawal of partners in accordance with the terms of the Partnership Agreement, (iii) establish the rights, powers, duties and preferences of any additional OP Units issued in accordance with the terms of the Partnership Agreement, (iv) reflect a change that does not materially adversely affect any limited partner, or cure any ambiguity, correct or supplement any provisions of the Partnership Agreement not inconsistent with law or with other provisions of the Partnership Agreement, or make other changes concerning matters under the Partnership Agreement that are not otherwise inconsistent with the Partnership Agreement or applicable law or (v) satisfy any requirements of federal, state or local law.

Certain amendments that would impact limited partner’s rights and obligations require the consent of the Outside Limited Partners (as defined in the Partnership Agreement), the consent of the General Partner, each limited partner that would be adversely affected by such amendment, and/or the consent of holders of ninety percent of OP Units, including OP Units held by the General Partner.

Redemption/Conversion Rights

The holders of the OP Units have the right to require the Operating Partnership to redeem such OP Units, each for an amount of cash equal to the market value of one share of the Company’s common stock multiplied by a conversion factor, which, as of December 31, 2019, is 1.021494. The Company has the right to acquire any OP Unit offered for redemption directly from the holder in exchange for

1.021494 shares of the Company's common stock instead of the Operating Partnership redeeming such OP Unit for cash. Additionally, for every share of common stock issued by the Company, the Operating Partnership will issue 0.97895 OP Units to the Company in exchange for the consideration received from the issuance of the common stock.

Preemptive Rights

In the event units of any class (including preferred units) are issued to the General Partner using proceeds of any exercise of rights issued under a stockholder rights plan (or other similar arrangement), then the holders of OP Units, as a group, and again individually, shall have the right to acquire, at the same price per unit paid by the General Partner, additional units of the respective class proportional to their share of ownership of the OP Units.

Liquidation Rights

Except as otherwise provided in the Partnership Agreement, each limited partner looks solely to the assets of the Operating Partnership for the return of its capital contributions and has no right or power to demand or receive property other than cash from the Operating Partnership. Except as otherwise provided in the Partnership Agreement, no limited partner has priority over any other limited partner as to the return of its capital contributions, distributions or allocations.

Restrictions on Alienability

The Partnership Agreement provides that, except as expressly provided in the Partnership Agreement, no limited partner shall, without the prior written consent of the Company (which consent may be withheld in the Company's sole and absolute discretion), sell, assign, distribute or otherwise transfer all or any portion of his interest in the Operating Partnership.

No limited partner shall have the right to substitute a transferee as a limited partner in its place. The General Partner, however, has the right to consent to the admission of a transferee of the interest of a limited partner pursuant to the Partnership Agreement as a substituted limited partner, which consent may be given or withheld by the General Partner in its sole and absolute discretion. The General Partner's failure or refusal to permit a transferee of any such interests to become a substituted limited partner shall not give rise to any cause of action against the Operating Partnership or any partner.

If the General Partner, in its sole and absolute discretion, does not consent to the admission of any permitted transferee as a substituted limited partner, or any transferee does not request admission as a substituted limited partner, such transferee shall be considered an assignee for purposes of the Partnership Agreement. An assignee shall be entitled to all the rights of an assignee of OP Units under the Act, including the right to receive distributions from the Operating Partnership and the share of net income, net losses, gain, loss and recapture income attributable to the OP Units assigned to such transferee, and shall have the rights granted to the limited partners, but shall not be deemed to be a holder of OP Units for any other purpose under the Partnership Agreement, and shall not be entitled to vote such OP Units in any matter presented to the limited partners for a vote (such OP Units being deemed to have been voted on such matter in the same proportion as all other OP Units held by limited partners are voted).

Ownership Limitation

No person (other than the General Partner and the wholly owned subsidiaries of the General Partner) may own more than 4.9% by value of any class of partnership interests (the "Ownership Limitation"). If any transfer of units occurs which, if effective, would result in any person (excluding the General Partner and

the wholly owned subsidiaries of the General Partner) owning units in violation of the Ownership Limitation, (i) then that number of partnership interests the constructive ownership of which otherwise would cause such person to violate the Ownership Limitation shall be automatically transferred to a Charitable Trust (as defined in the Partnership Agreement), and such person shall acquire no rights in such partnership interests; or (ii) if the transfer to the Charitable Trust described in clause (i) of this sentence would not be effective for any reason to prevent the violation of the Ownership Limitation, then the transfer of that number of partnership interests that otherwise would cause any person to violate the Ownership Limitation shall be void *ab initio*, and the intended transferee shall acquire no rights in such partnership interests.

Limitations on Change in Control

Except as otherwise expressly provided in the Partnership Agreement, all management powers over the business and affairs of the Operating Partnership are and shall be exclusively vested in the General Partner, and no limited partner shall have any right to participate in or exercise control or management power over the business and affairs of the Operating Partnership.

Except as otherwise expressly provided in the Partnership Agreement, the General Partner may not be removed by the limited partners with or without cause.

Sinking Fund Rights

The OP Units do not have any sinking fund rights.

HOST HOTELS & RESORTS, INC.

Non-Employee Directors' Deferred Stock Compensation Plan

As Amended and Restated Effective as of February 7, 2020

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**ARTICLE I
PURPOSE AND EFFECTIVE DATE**

Purpose

. The Host Hotels & Resorts, Inc. Non-Employee Directors' Deferred Stock Compensation Plan (the "Plan") is intended to advance the interests of Host Hotels & Resorts, Inc. (the "Company") and its stockholders by providing a means to attract and retain highly-qualified persons to serve as non-employee Directors and to promote ownership by non-employee Directors of a greater proprietary interest in the Company, thereby aligning such Directors' interests more closely with the interests of stockholders of the Company. The Plan is an amendment and restatement of the Non-Employee Directors' Deferred Compensation Plan that became effective as of December 15, 2009.

Effective Date

. This amendment and restatement of the Plan shall become effective as of February 7, 2020.

**ARTICLE II
DEFINITIONS**

All capitalized terms used herein shall have the same meaning as used in the Host Hotels & Resorts 2009 Comprehensive Stock and Cash Incentive Plan, as amended or amended and restated from time to time (the "Stock Plan"), unless otherwise specifically provided herein.

Committee

. "Committee" shall mean the Nominating and Corporate Governance Committee of the Board, or another committee or subcommittee of the Board, as appointed by the Board.

Deferral Date

. "Deferral Date" has the meaning set forth in Section 6.4.

Deferral Election

. "Deferral Election" means the written election filed with the Committee in accordance with Section 6.2(a).

Director Stock Awards

. "Director Stock Awards" means the Awards described in Article VII of this Plan.

Distribution Election

. "Distribution Election" means the written election filed with the Committee in accordance with Section 6.2(b).

Dividend Equivalents

. "Dividend Equivalents" means the dividend equivalents credited to a Participant's Stock Unit Account in accordance with Section 6.5.

Fees

. "Fees" means all or part of any retainer and/or fees payable to a non-employee Director in his or her capacity as a Director.

Participant

. "Participant" means a Director who is not employed by the Company or its affiliates, unless otherwise determined by the Board.

Plan

. "Plan" has the meaning set forth in Section 1.1.

Secretary

. “Secretary” means the Corporate Secretary or any Assistant Corporate Secretary of the Company.

Separation from Service

. “Separation from Service” means a “separation from service” within the meaning of Treas. Reg. §1.409A-1(h).

Shares

. “Shares” means shares of the common stock of Company, par value \$0.01 per share.

Special One-Time Director Stock Awards

. “Special One-Time Director Stock Awards” means the Awards described in Article IX of this Plan.

Specified Employee

. “Specified Employee” means any Participant who is, or was at any time during the twelve-month period ending on the Company’s “specified employee identification date,” a “specified employee” of the Company (each within the meaning of Section 409A of the Code).

Stock Plan

. “Stock Plan” has the meaning set forth in this Article II.

Stock Units

. “Stock Units” means the credits to a Participant’s Stock Unit Account under Article VI, Article VII and Article VIII of this Plan, each of which represents the right to receive one Share upon settlement of the Stock Unit Account.

Stock Unit Account

. “Stock Unit Account” means the bookkeeping account established by the Company pursuant to Section 6.4.

**ARTICLE III
SHARES AVAILABLE UNDER THE PLAN**

All Shares distributed in settlement of Stock Unit Accounts shall be issued from the Stock Plan, except with respect to Shares issued pursuant to Stock Units credited to such Stock Unit Accounts on or prior to December 31, 2009 and any Dividend Equivalents paid thereon (the “Pre-2010 Awards”), which Shares shall be distributed from the 500,000 Shares originally reserved under this Plan (the “Reserve”) until depletion of such Reserve. Upon depletion of the Reserve, Shares distributed in settlement of the Pre-2010 Awards shall be issued from the Stock Plan. The maximum number of Shares that may be distributed in settlement of Stock Units and Dividend Equivalents credited to Stock Unit Accounts under this Plan shall not exceed the number of Shares available for issuance under the Stock Plan from time to time. Notwithstanding anything contained in this Plan to the contrary, the Special One-Time Director Stock Awards granted to Willard W. Brittain and Gordon H. Smith, as described in Article IX, shall be deemed Awards issued pursuant to the Stock Plan.

**ARTICLE IV
ADMINISTRATION**

Plan Administration

. This Plan shall be administered by the Committee. Notwithstanding the foregoing, no Director who is a Participant under this Plan shall participate

in any determination relating solely or primarily to his or her own Shares, Stock Units or Stock Unit Account.

Administrative Duty

. It shall be the duty of the Committee to administer this Plan in accordance with its provisions and to make such recommendations of amendments or otherwise as it deems necessary or appropriate.

Committee Authority

. The Committee shall have the authority to make all determinations it deems necessary or advisable for administering this Plan, subject to the limitations in Section 4.1 and other explicit provisions of this Plan and the Stock Plan.

**ARTICLE V
ELIGIBILITY**

Eligibility

. Each Director who is not an employee of the Company or its affiliates shall be eligible to defer Fees and Director Stock Awards under Article VI of this Plan and to receive Director Stock Awards under Article VII of this Plan.

Employment

. If a non-employee Director subsequently becomes an employee of the Company (or any of its affiliates), but does not incur a Separation from Service, such Director shall (a) continue as a Participant with respect to Fees and Director Stock Awards previously deferred and Director Stock Awards previously granted, and with respect to Fees and Director Stock Awards payable in the calendar year in which such Director becomes an employee of the Company (or any of its affiliates), and (b) cease eligibility with respect to any further Fees and Director Stock Awards.

Stock Ownership Limits

. Notwithstanding any other provision to the contrary, a Director shall not be eligible to participate in the Plan and shall cease to be a Participant, to the extent such Director was a Participant immediately before the application of this Section 5.3 to such Director, if the participation of such Director would violate the ownership limits set forth in Article VIII of Host Hotels & Resorts, Inc. Charter.

Director Compensation Limits

. Fees and Director Stock Awards will be subject to any annual limit on non-employee Director compensation that may be set forth in the Stock Plan from time to time.

**ARTICLE VI
DEFERRAL ELECTIONS IN LIEU OF CASH PAYMENT OR DIRECTOR STOCK AWARDS**

General Rule

. Each Director may, in lieu of receipt of Fees or Director Stock Awards, defer his Fees and/or Director Stock Awards in accordance with this Article VI, provided that such Director is eligible under Article V of this Plan to defer such Fees and Director Stock Awards at the date any such Fees and Director Stock Awards are otherwise payable, as applicable.

Timing of Elections

(a) **Deferral Elections.**

(i) Each eligible Director who wishes to defer Fees and/or Director Stock Awards under this Plan must make a written Deferral Election (except as provided in this Section 6.2(a) with respect to Newly Eligible Participants (as defined below)) prior to the start of the calendar year for which the Fees or Director Stock Awards, as applicable, would otherwise be earned, which Deferral Election shall be irrevocable as of the December 31 immediately preceding the calendar year in which the Fees or Director Stock Awards, as applicable, are earned. Notwithstanding the foregoing, with respect to any Deferral Election made by a newly elected or appointed Director or Director who was not previously eligible to participate in the Plan and who does not participate in and has not for 24 months participated in any other nonqualified deferred compensation account balance plan that must be aggregated with the Plan pursuant to Code Section 409A (such director, a "Newly Eligible Participant"), the Deferral Election:

(A) must be filed not later than 30 days after the date of initial eligibility,

(B) shall be effective only with respect to compensation for services to be performed subsequent to the election, and

(C) shall be irrevocable once made, for all Fees and Director Stock Awards earned in that calendar year.

If a Newly Eligible Participant fails to make a Deferral Election within 30 days of initial eligibility to participate, then such Newly Eligible Participant may make an initial Deferral Election (and Distribution Election, pursuant to Section 6.2(b) below) only with respect to Fees and Director Stock Awards earned in subsequent calendar years.

A Deferral Election by a Participant shall be deemed to be continuing and therefore applicable to Fees to be paid and Director Stock Awards to be made in future years unless the Participant revokes or changes such election by filing a new Deferral Election form prior to the start of the calendar year for which the Fees or Director Stock Awards would otherwise be earned or made, as applicable. Notwithstanding any provision of the Plan to the contrary, a Deferral Election shall be automatically cancelled on the Participant's Separation from Service and shall be without effect thereafter.

(b) **Distribution Elections.** Each Participant in the Plan as of December 31, 2019 has filed a Distribution Election with respect to the form of which his Stock Unit Account shall be paid in accordance with Section 8.1, with respect to all amounts deferred on his behalf under the Plan whether before or after December 31, 2019, and such Distribution Election shall have been filed no later than December 31, 2019 and shall have become irrevocable on December 31, 2019. Each Participant who becomes a Participant in the Plan after December 31, 2019 shall file a Distribution Election at the same time and in the same manner as the Participant's initial Deferral Election and, unless determined otherwise by the Committee, such Distribution Election shall apply to all amounts deferred on his behalf under the Plan. Except as

provided in Section 6.2(c), a Participant may not change or modify his Distribution Election after it has become irrevocable. If no Distribution Election is filed pursuant to this Section 6.2, then Section 6.3 shall apply. Notwithstanding anything contained in this Plan to the contrary, any Participant (other than a Newly Eligible Participant) who wishes to defer his or her Director Stock Awards granted pursuant to Section 7.1 under this Plan must make a written Distribution Election (except as provided in the following sentence) prior to the start of the calendar year for which such Director Stock Awards would otherwise be earned, which Distribution Election shall be irrevocable as of the December 31 immediately preceding the calendar year in which such Director Stock Awards are earned. Any such Distribution Election made pursuant to the immediately preceding sentence shall be deemed to be continuing and therefore applicable to Director Stock Awards to be made in future years unless the Participant revokes or changes such election by filing a new Distribution Election form prior to the start of the calendar year for which the Director Stock Awards would otherwise be earned.

(c) Modification of Distribution Elections. Notwithstanding anything to the contrary in the Plan but subject to Section 8.2 of the Plan, to the extent permitted by the Board or the Committee, a Participant may elect to modify his or her existing election(s) as to the time and form of payment with respect to (x) all Fees deferred under the Plan, including amounts previously credited under the Plan, (y) all Director Stock Awards previously credited under the Plan and (z) any earnings on amounts specified in clauses (x) or (y) (a “Modification Election”), provided that (i) such Modification Election does not take effect until at least 12 months after the date on which it is made, (ii) in the case of an election related to a payment not described in Treasury Regulation Sections 1.409A-3(a)(2) (payment on account of disability), 1.409A-3(a)(3) (payment on account of death) or 1.409A-3(a)(6) (payment on account of an unforeseeable emergency), such Modification Election must provide for the deferral of such amount for a period of not less than 5 years from the date such payment would otherwise have been paid (or in the case of a life annuity or installment payments treated as a single payment, 5 years from the date the first amount was scheduled to be paid), (iii) any Modification Election related to a payment described in Treasury Regulation Section 1.409A-3(a)(4) (payment at a specified time or pursuant to a fixed schedule) must be made not less than 12 months before the date the payment is scheduled to be paid (or in the case of a life annuity or installment payments treated as a single payment, 12 months before the date the first amount was scheduled to be paid), and (iv) all other requirements under Code Section 409A and the Treasury Regulations thereunder (including Treasury Regulation Section 1.409A-2(b)) are met with respect to such Modification Election. Modification Elections shall be irrevocable as of the date they are made.

Form of Election

. A Deferral Election and Distribution Election shall be made by completing and filing the specified election form with the Secretary of the Company within the applicable period described in Section 6.2. In the event Directors’ Fees or Director Stock Awards are increased or decreased during any calendar year, a Participant’s election in effect for such year will apply to the specified percentage of the applicable Directors’ Fees or Director Stock Awards, as increased or decreased.

In any situation in which the Committee is unable to determine the method of payment because of incomplete, unclear, or uncertain instructions in a Participant’s Distribution Election form, or if no such form is on file with respect to a Participant, then the Participant will be deemed to have elected a lump sum distribution.

Establishment of Stock Unit Account

. The Company will establish a Stock Unit Account for each Participant. All Fees and Director Stock Awards deferred under this Plan shall be credited to the Participant's Stock Unit Account as of the date the Fees or Director Stock Awards, as applicable, would otherwise have been paid to the Participant (the "Deferral Date") and, with respect to Fees only, converted to Stock Units as follows: The number of Stock Units shall equal the deferred Fees divided by the Fair Market Value of a Share on the Deferral Date, with fractional units calculated to at least three (3) decimal places. The Director Stock Awards deferred under this Plan shall be converted to Stock Units in accordance with Article VII.

Credit of Dividend Equivalents

. As of each dividend payment date with respect to Shares, each Participant shall have credited to his or her Stock Unit Account an additional number of Stock Units equal to (a) the per-share cash dividend payable with respect to a Share on such dividend payment date, (b) multiplied by the number of Stock Units held in the Stock Unit Account as of the close of business on the record date for such dividend, (c) divided by the Fair Market Value of a Share on such dividend payment date. If dividends are paid on Shares in a form other than cash, then such dividends shall be notionally converted to cash, if their value is readily determinable, and credited in a manner consistent with the foregoing formula and, if their value is not readily determinable, shall be credited "in kind" to the Participant's Stock Unit Account.

ARTICLE VII DIRECTOR STOCK AWARDS

Qualification and Amount

. Participants will receive, effective immediately following the date of each annual meeting of Stockholders, an annual Director Stock Award equal to the number of Shares derived by dividing (a) the dollar value for annual Director Stock Awards for the applicable year as determined by the Board or the Committee, by (b) the Fair Market Value of a Share on the date of the Company's annual meeting of stockholders, with fractional shares being paid in cash (except as otherwise provided below with respect to Participants who elect to receive a Director Stock Award in Stock Units). Notwithstanding any other provision of the Plan to the contrary, however, a Participant shall not be entitled to receive an annual Director Stock Award if such award would violate the ownership limits set forth in Article VIII of Host Hotels & Resorts, Inc. Charter. If a Participant has elected to receive his Director Stock Award in the form of Stock Units, at such time as provided in Article VI of the Plan for Director Stock Awards, then the Participant shall not receive a direct issuance of Shares for the applicable year and instead his Stock Unit Account shall be credited with a number of Stock Units equal to the number of Shares that would have otherwise been issued pursuant to the Director Stock Award, except that any fractional Shares that result will be converted to fractional Stock Units, calculated to at least three (3) decimal places.

Vesting

. A Participant's annual Director Stock Award will be fully vested and nonforfeitable when granted.

Discretionary Awards

. In its sole discretion, the Board or Committee may grant a non-annual Director Stock Award to any Participant, which award shall be subject to any vesting requirements, as determined by the Board or Committee. The distribution of any such award (including any Shares that are issued pursuant to such award) will be made in accordance

with a Participant's Distribution Election in accordance with Sections 8.1 and 8.2. If a Participant has not made such a Distribution Election, the distribution of any such award (including any Shares that are issued pursuant to such award) to such Participant shall be made in a lump sum, unless otherwise determined by the Board or Committee on the date of grant.

Cash Payment

. Notwithstanding anything in the Plan to the contrary, in lieu of issuing Shares in respect of the Director Stock Award, the Board may, in its discretion, direct that a cash payment be made to the Participant on such terms as determined by the Board (any such Director Stock Award paid in cash, a "Director Cash Award"). If (i) a Participant has elected to receive such Participant's Director Stock Award in the form of Stock Units and (ii) the Board has elected to pay such Director Stock Award in the form of a Director Cash Award, then the Stock Units issued to the Participant shall be treated in accordance with Section 8.5. For the avoidance of doubt, any Director Cash Award shall be paid under this Plan and no such award shall be deemed made under the Stock Plan.

ARTICLE VIII SETTLEMENT OF STOCK UNITS

Payment Options

. The Participant's Distribution Election submitted pursuant to Section 6.2(b) shall specify whether the Participant's Stock Unit Account is to be settled by delivering to the Participant (or his or her beneficiary) the number of Shares equal to the number of whole Stock Units then credited to the Participant's Stock Unit Account, in (a) a lump sum, or (b) substantially equal annual installments over a period not to exceed ten (10) years. If, upon lump sum distribution or final distribution of an installment, less than one whole Stock Unit is credited to a Participant's Stock Unit Account, cash will be paid in lieu of fractional shares on the date of such distribution based on the Fair Market Value of a Share on the date of payment.

Payment Timing

. Shares payable pursuant to Section 8.1 shall be distributed to the Participant (i) in the case of Fees, (A) in a lump sum or in up to ten (10) annual installments commencing on the ninetieth (90th) day following the Participant's Separation from Service or (B) in a lump sum or in up to five (5) annual installments to the Participant commencing on the ninetieth (90th) day following the fifth anniversary of the Participant's Separation from Service, or (ii) in the case of Director Stock Awards, commencing (A) in a lump sum or in up to ten (10) annual installments on the ninetieth (90th) day following the Participant's Separation from Service, (B) in a lump sum or in up to five (5) annual installments on the ninetieth (90th) day following the fifth anniversary of the Participant's Separation from Service or (C) in a lump sum on the ninetieth (90th) day following the date that is the earlier of (i) the Participant's Separation from Service and (ii) the third or fifth anniversary from the date of grant, in all cases, in accordance with the Participant's Distribution Election(s). If a Participant has elected distribution of his Stock Unit Account in installments, each subsequent installment distribution shall be made on the January 15 of each subsequent calendar year. Notwithstanding anything in this Plan, the Stock Plan or any Distribution Election to the contrary, with respect to any Participant who is a Specified Employee at the time of such Participant's Separation from Service, as determined in the sole discretion of the Committee, the distribution of such Shares shall, to the extent that such distribution upon a Separation from Service would be a prohibited distribution under Section 409A(a)(2)(b)(i) of the Code, be delayed until the date which is six months and one day after the date on which such Separation from Service occurs.

Continuation of Dividend Equivalents

. If payment of Stock Units is deferred and paid in installments, the Participant’s Stock Unit Account shall continue to be credited with Dividend Equivalents as provided in Section 6.5.

In Kind Dividends

. If any “in kind” dividends were credited to a Participant’s Stock Unit Account under Section 6.5, such dividends shall be payable to the Participant in full on the date of the first distribution of Shares under Section 8.1.

Cash Settlement

. Notwithstanding anything in the Plan to the contrary, the Board may, in its discretion, settle Stock Units in cash. Any Stock Units issued in respect of a Director Cash Award shall be settled in cash, or, in the discretion of the Board and subject to the approval of the Company’s stockholders to the extent required by applicable law or the rules of any stock exchange on which the Shares are listed, in Shares. For the avoidance of doubt, Dividend Equivalents may be settled in cash in accordance with Section 6.5 of the Plan. Stock Units and Dividend Equivalents settled in cash shall correspond in all respects to the value of the Shares otherwise attributable to the Director Stock Award or Director Cash Award, as applicable, to which the Stock Units and Dividend Equivalents relate. For the avoidance of doubt, any Stock Units or Dividend Equivalents settled in cash shall be paid under this Plan and no such Stock Units or Dividend Equivalents shall be deemed issued under the Stock Plan.

**ARTICLE IX
SPECIAL ONE-TIME DIRECTOR STOCK AWARDS**

Special One-Time Director Stock Awards

. Certain Directors received a Special One-Time Director Stock Award as follows:
Special One-Time

<u>Name of Director</u>	<u>Director Stock Award</u>
Robert M. Baylis	7,000 Shares
Ann Dore McLaughlin	7,000 Shares
Willard W. Brittain	5,504.7425 Shares
Gordon H. Smith	5,504.7425 Shares

Vesting

. All Special One-Time Director Stock Awards are fully vested.

Conversion and Payment of Special One-Time Director Stock Awards

. The Special One-Time Director Stock Awards were converted into Stock Units and will convert into Shares upon an eligible Participant’s Separation from Service. The Company will distribute such Shares pursuant to the Participant’s Distribution Election in accordance with Sections 8.1 and 8.2, except that Willard W. Brittain and Gordon H. Smith will receive their Shares in a lump sum.

**ARTICLE X
UNFUNDED STATUS**

The interest of each Participant in any Fees deferred under this Plan (and any Stock Units or Stock Unit Account relating thereto) or in any Director Stock Award or in any Special One-Time Director Stock Award shall be that of a general creditor of the Company. Stock Unit

Accounts and Stock Units (and, if any, “in kind” dividends) credited thereto, Director Stock Awards and Special One-Time Director Stock Awards shall at all times be maintained by the Company as bookkeeping entries evidencing unfunded and unsecured general obligations of the Company.

ARTICLE XI DESIGNATION OF BENEFICIARY

Each Participant may designate, on a form provided by the Committee, one or more beneficiaries to receive the benefits credited to the Participant’s Stock Unit Account in the event of such Participant’s death. The Company may rely upon the beneficiary designation last filed with the Committee, provided that such form was executed by the Participant or his or her legal representative and filed with the Committee prior to the Participant’s death.

ARTICLE XII ADJUSTMENT PROVISIONS

In the event any recapitalization, reorganization, merger, consolidation, spin-off, combination, repurchase, exchange of shares or other securities of the Company, stock split or reverse split, or similar corporate transaction or event affects Shares such that an adjustment is determined by the Board or Committee to be appropriate to prevent dilution or enlargement of Participants’ rights under this Plan, then the Board or Committee will make an adjustment, if any, determined in its sole discretion to be appropriate or necessary, in the number or kind of Shares to be delivered upon settlement of Stock Unit Accounts, Director Stock Awards or Special One-Time Director Stock Awards under Articles VII, VIII or IX.

ARTICLE XIII PLAN CONSTRUCTION

It is the intent of the Company that this Plan comply in all respects with applicable provisions of Rule 16b-3 under the Exchange Act in the connection with the deferral of Fees and/or Director Stock Awards so that Participants will be entitled to the benefits of Rule 16b-3 or other exemptive rules under Section 16 of the Exchange Act and will not be subjected to avoidable liability thereunder. Any contrary interpretation of the Plan shall be avoided.

ARTICLE XIV GENERAL PROVISIONS

No Right to Continue as a Director

. Nothing contained in this Plan will confer upon any Participant any right to continue to serve as a Director.

No Stockholder Rights Conferred

. Except for Dividend Equivalents, nothing contained in this Plan will confer upon any Participant any rights of a stockholder of the Company unless and until Shares are in fact converted, issued or transferred to such Participant in accordance with Articles VII, VIII or IX.

Change to the Plan

. The Board may amend, alter, suspend, discontinue or terminate the Plan without the consent of stockholders or Participants, except that any such

action will be subject to the approval of the Company's stockholders at the next annual meeting of stockholders having a record date after the date such action was taken if such stockholder approval is required by any federal or state law or regulation or the rules of any stock exchange or automated quotation system on which the Shares may then be listed or quoted or if the Board determines in its discretion to seek such stockholder approval.

To the extent applicable, this amended and restated Plan shall be interpreted in accordance with Code Section 409A and Department of Treasury regulations and other interpretive guidance issued thereunder. If the Company determines that any compensation or benefits payable under this Plan do not comply with Code Section 409A and related Department of Treasury guidance, the Company shall amend the Plan or take such other actions as the Company deems necessary or appropriate to comply with the requirements of Code Section 409A while preserving the economic agreement of the parties. Any other provision of the Plan to the contrary notwithstanding, in the event that the Internal Revenue Service prevails in its claims that amounts contributed to the Plan, and/or earnings thereon, constitute taxable income to the Participant or his designated beneficiary for any taxable year of his, prior to the taxable year in which such contributions and/or earnings are distributed to the Participant or beneficiary, or in the event that legal counsel satisfactory to the Company, the trustee and the applicable Participant or beneficiary renders an opinion that the Internal Revenue Service would likely prevail in such a claim, the amount subject to such income tax shall be immediately distributed to the Participant or beneficiary.

Any such amendment, modification, cancellation, or termination of the Plan may adversely affect the rights of a Participant without the Participant's consent.

Consideration

. The consideration for Shares issued or delivered in lieu of payment of Fees will be the Director's service during the period to which the Fees paid in the form of Shares related.

Compliance with Laws and Obligations

. The Company will not be obligated to issue or deliver Shares in connection with this Plan in a transaction subject to the registration requirements of the Securities Act, or any other federal or state securities or tax law, any requirement under any listing agreement between the Company and any national securities exchange or automated quotation system or any other laws, regulations, the Company's Charter or Bylaws, or contractual obligations of the Company, until the Company is satisfied that such laws, regulations and other obligations of the Company have been complied with in full. Certificates representing Shares delivered under the Plan will be subject to such stop-transfer orders and other restrictions as may be applicable under such laws, regulations and other obligations of the Company, including any requirement that a legend or legends be placed thereon.

Limitations on Transferability

. Stock Units, Director Stock Awards, Special One-Time Director Stock Awards and any other right under the Plan that may constitute a "derivative security" as generally defined in Rule 16a-1(c) under the Exchange Act will not be transferable by a Participant except by will or the laws of descent and distribution (or to a designated beneficiary in the event of a Participant's death); provided, however, that such rights may be transferred to one or more trusts or other beneficiaries during the lifetime of the

Participant in connection with the Participant's estate planning, but only if and to the extent then permitted under Rule 16b-3 and consistent with the terms of this Plan (including, but not limited to, the requirements of Section 5.3), the registration of the offer and sale of Shares on Form S-8 or a successor registration form of the Securities and Exchange Commission. Stock Units, Director Stock Awards, Special One-Time Director Stock Awards and other rights under the Plan may not be pledged, mortgaged, hypothecated or otherwise encumbered, and shall not be subject to the claims of creditors.

Governing Law

. The validity, construction and effect of the Plan and any agreement hereunder will be determined in accordance with the laws of the State of Maryland, including without limitation, the Maryland General Corporation Law, without regard to choice of law or conflict of law rules.

Plan Termination

. Unless earlier terminated by action of the Board or Executive Committee of the Board, the Plan will remain in effect until such time as the Company has no further rights or obligations under the Plan.

CERTIFICATE OF SECRETARY

I, the undersigned Secretary of Host Hotels & Resorts, Inc. (the “Company”), do hereby certify that the attached copy of the Host Hotels & Resorts, Inc. Non-Employee Directors’ Deferred Stock Compensation Plan, as amended and restated effective as of February 7, 2020 (the “Plan”), is a true and correct copy of the Plan and that there have been no amendments or modifications to the Plan that are not reflected in this copy.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of the Company as of the 7 day of February 2020.

/s/ Julie Aslaksen

**HOST HOTELS & RESORTS, INC.
SUBSIDIARIES**

	<u>Company Name</u>	<u>Place of Incorporation</u>
1.	1 SB Lessee LLC	Delaware
2.	2377 Collins Commercial Condominium Association, Inc.	Florida
3.	Airport Hotels LLC	Delaware
4.	Ameliatel LP	Delaware
5.	Arizona Vacation Ownership LLC	Delaware
6.	Beachfront Properties, Inc.	Virgin Islands
7.	Beach House TRS LLC	Delaware
8.	Benjamin Franklin Hotel, Inc.	Delaware
9.	BRE/Swiss LP	Delaware
10.	Calgary Charlotte Holdings Company	Nova Scotia
11.	Calgary Charlotte Partnership	Alberta, CN
12.	CCES Chicago LLC	Delaware
13.	CCFH Maui LLC	Delaware
14.	CCFS Atlanta LLC	Delaware
15.	CCFS Philadelphia LLC	Delaware
16.	CCHH Atlanta LLC	Delaware
17.	CCHH Burlingame LLC	Delaware
18.	CCHH Cambridge LLC	Delaware
19.	CCHH GHDC LLC	Delaware
20.	CCHH Host Capitol Hill LLC	Delaware
21.	CCHH Maui LLC	Delaware
22.	CCHH Reston LLC	Delaware
23.	CCHP Waikiki LLC	Delaware
24.	CCHI Singer Island LLC	Delaware
25.	CCMH Atlanta Suites LLC	Delaware
26.	CCMH Chicago CY LLC	Delaware
27.	CCMH Copley LLC	Delaware
28.	CCMH Coronado LLC	Delaware
29.	CCMH Costa Mesa Suites LLC	Delaware
30.	CCMH DC LLC	Delaware
31.	CCMH Denver Tech LLC	Delaware
32.	CCMH Denver West LLC	Delaware
33.	CCMH Downers Grove Suites LLC	Delaware
34.	CCMH Dulles AP LLC	Delaware
35.	CCMH Fin Center LLC	Delaware
36.	CCMH Fisherman's Wharf LLC	Delaware
37.	CCMH Gaithersburg LLC	Delaware
38.	CCMH Houston Galleria LLC	Delaware
39.	CCMH Lenox LLC	Delaware
40.	CCMH Marina LLC	Delaware
41.	CCMH McDowell LLC	Delaware
42.	CCMH Metro Center LLC	Delaware
43.	CCMH Minneapolis LLC	Delaware

HOST HOTELS & RESORTS, INC.
SUBSIDIARIES—(Continued)

44.	CCMH Moscone LLC	Delaware
45.	CCMH Newark LLC	Delaware
46.	CCMH Newport Beach LLC	Delaware
47.	CCMH Newport Beach Suites LLC	Delaware
48.	CCMH O'Hare Suites LLC	Delaware
49.	CCMH Orlando LLC	Delaware
50.	CCMH Pentagon RI LLC	Delaware
51.	CCMH Philadelphia AP LLC	Delaware
52.	CCMH Philadelphia Mkt. LLC	Delaware
53.	CCMH Potomac LLC	Delaware
54.	CCMH Properties II LLC	Delaware
55.	CCMH Quorum LLC	Delaware
56.	CCMH Riverwalk LLC	Delaware
57.	CCMH San Diego LLC	Delaware
58.	CCMH Santa Clara LLC	Delaware
59.	CCMH Scottsdale Suites LLC	Delaware
60.	CCMH Tampa AP LLC	Delaware
61.	CCMH Tampa Waterside LLC	Delaware
62.	CCMH Times Square LLC	Delaware
63.	CCMH Westfields LLC	Delaware
64.	CCRC Amelia Island LLC	Delaware
65.	CCRC Buckhead/Naples LLC	Delaware
66.	CCRC Dearborn LLC	Delaware
67.	CCRC Marina LLC	Delaware
68.	CCRC Naples Golf LLC	Delaware
69.	CCRC Phoenix LLC	Delaware
70.	CCRC Tysons LLC	Delaware
71.	CCSH Atlanta LLC	Delaware
72.	CCSH Chicago LLC	Delaware
73.	Cincinnati Plaza LLC	Delaware
74.	City Center Hotel Limited Partnership	Minnesota
75.	CLMH Calgary, Inc.	Ontario
76.	CLMH Eaton Centre, Inc.	Ontario
77.	Don CeSar TRS LLC	Delaware
78.	Durbin LLC	Delaware
79.	East Camelback Residential LLC	Delaware
80.	East Side Hotel Associates, L.P.	Delaware
81.	Elcrisa S.A. de C.V.	Mexico
82.	Euro JV Manager LLC	Delaware
83.	GLIC, LLC	Hawaii
84.	Harbor-Cal S.D.	California
85.	Harbor-Cal S.D. Partner LLC	California
86.	HHR 42 Associates GP LLC	Delaware
87.	HHR 42 Associates, L.P.	Delaware
88.	HHR 42 Associates PP LLC	Delaware
89.	HHR AMW LLC	Delaware
90.	HHR Assets LLC	Delaware

HOST HOTELS & RESORTS, INC.
SUBSIDIARIES—(Continued)

91.	HHR Beach House LLC	Delaware
92.	HHR BT Rio de Janeiro Investimentos Hoteleiros Ltda.	Brazil
93.	HHR Calgary Holding ULC	British Columbia
94.	HHR Downtown Miami GP LLC	Delaware
95.	HHR Downtown Miami, L.P.	Delaware
96.	HHR FIP I LLC	Delaware
97.	HHR FIP II LLC	Delaware
98.	HHR FIP III LLC	Delaware
99.	HHR Fourth Avenue GP LLC	Delaware
100.	HHR Fourth Avenue Limited Partnership	Delaware
101.	HHR GHDC GP LLC	Delaware
102.	HHR GHDC Limited Partnership	Delaware
103.	HHR GHSF LLC	Delaware
104.	HHR HP Waikiki GP LLC	Delaware
105.	HHR HP Waikiki, L.P.	Delaware
106.	HHR HRCP LLC	Delaware
107.	HHR Harbor Beach LLC	Delaware
108.	HHR Hollywood GP LLC	Delaware
109.	HHR Hollywood Holdings L.P.	Delaware
110.	HHR JW Rio de Janeiro Investimentos Hoteleiros Ltda.	Brazil
111.	HHR Lauderdale Beach Limited Partnership	Delaware
112.	HHR Member II LLC	Delaware
113.	HHR Naples LLC	Delaware
114.	HHR Naples Golf LLC	Delaware
115.	HHR Nashville LLC	Delaware
116.	HHR Newport Beach LLC	Delaware
117.	HHR Powell Street, L.P.	Delaware
118.	HHR Powell GP LLC	Delaware
119.	HHR Rio Holdings LLC	Delaware
120.	HHR Rocky Hill L.P.	Delaware
121.	HHR SB Condo LLC	Delaware
122.	HHR SB Holdings LLC	Delaware
123.	HHR Singer Island GP LLC	Delaware
124.	HHR Singer Island Limited Partnership	Delaware
125.	HHR St. Pete Beach LLC	Delaware
126.	HHR Union Square Ventures LLC	Delaware
127.	HHR Waikiki Holdings LLC	Delaware
128.	HHR WRN GP LLC	Delaware
129.	HHR WRN Limited Partnership	Delaware
130.	HMC Airport, Inc.	Delaware
131.	HMC Amelia II LLC	Delaware
132.	HMC AP Canada Company	Nova Scotia
133.	HMC AP GP LLC	Delaware
134.	HMC AP LP	Delaware
135.	HMC Burlingame Hotel LP	California
136.	HMC Burlingame LLC	Delaware
137.	HMC Cambridge LP	Delaware

HOST HOTELS & RESORTS, INC.
SUBSIDIARIES—(Continued)

138.	HMC Capital Resources LP	Delaware
139.	HMC Charlotte (Calgary) Company	Nova Scotia
140.	HMC Charlotte GP LLC	Delaware
141.	HMC Charlotte LP	Delaware
142.	HMC Chicago Lakefront LLC	Delaware
143.	HMC Chicago LLC	Delaware
144.	HMC Copley LP	Delaware
145.	HMC East Side LLC	Delaware
146.	HMC Gateway LP	Delaware
147.	HMC Grand LP	Delaware
148.	HMC Headhouse Funding LLC	Delaware
149.	HMC Hotel Development LP	Delaware
150.	HMC Hotel Properties II Limited Partnership	Delaware
151.	HMC Hotel Properties Limited Partnership	Delaware
152.	HMC HT LP	Delaware
153.	HMC JWDC GP LLC	Delaware
154.	HMC Kea Lani LP	Delaware
155.	HMC Lenox LP	Delaware
156.	HMC Maui LP	Delaware
157.	HMC McDowell LP	Delaware
158.	HMC MHP II, Inc.	Delaware
159.	HMC Mexpark LLC	Delaware
160.	HMC MHP II LLC	Delaware
161.	HMC NGL LP	Delaware
162.	HMC O'Hare Suites Ground LP	Delaware
163.	HMC OLS I LLC	Delaware
164.	HMC OLS I L.P.	Delaware
165.	HMC OLS II L.P.	Delaware
166.	HMC OP BN LP	Delaware
167.	HMC Polanco LLC	Delaware
168.	HMC Potomac LLC	Delaware
169.	HMC Properties I LLC	Delaware
170.	HMC Property Leasing LLC	Delaware
171.	HMC Reston LP	Delaware
172.	HMC Retirement Properties, L.P.	Delaware
173.	HMC Seattle LLC	Delaware
174.	HMC Suites Limited Partnership	Delaware
175.	HMC Suites LLC	Delaware
176.	HMC Times Square Hotel, L.P.	New York
177.	HMC Times Square Partner LLC	Delaware
178.	HMC Toronto Air Company	Nova Scotia
179.	HMC Toronto Airport GP LLC	Delaware
180.	HMC Toronto Airport LP	Delaware
181.	HMC Toronto EC Company	Nova Scotia
182.	HMC Toronto EC GP LLC	Delaware
183.	HMC Toronto EC LP	Delaware
184.	HMH Marina LLC	Delaware

HOST HOTELS & RESORTS, INC.
SUBSIDIARIES—(Continued)

185.	HMH Pentagon LP	Delaware
186.	HMH Restaurants LP	Delaware
187.	HMH Rivers, L.P.	Delaware
188.	HMH Rivers LLC	Delaware
189.	HMH WTC LLC	Delaware
190.	HMT Lessee Sub (SDM Hotel) LLC	Delaware
191.	HMT Lessee Sub I LLC	Delaware
192.	HMT Lessee Sub II LLC	Delaware
193.	HMT Lessee Sub III LLC	Delaware
194.	HMT Lessee Sub IV LLC	Delaware
195.	Host Atlanta Perimeter Ground GP LLC	Delaware
196.	Host Atlanta Perimeter Ground LP	Delaware
197.	Host Biscayne Bay Land LLC	Delaware
198.	Host California Corporation	Delaware
199.	Host Cambridge GP LLC	Delaware
200.	Host Camelback I LLC	Delaware
201.	Host Camelback II LLC	Delaware
202.	Host Camelback LLC	Delaware
203.	Host Capitol Hill LLC	Delaware
204.	Host Cincinnati Hotel LLC	Delaware
205.	Host Cincinnati II LLC	Delaware
206.	Host City Center GP LLC	Delaware
207.	Host CLP LLC	Delaware
208.	Host Copley GP LLC	Delaware
209.	Host Dallas Quorum Ground GP LLC	Delaware
210.	Host Dallas Quorum Ground LP	Delaware
211.	Host Denver Hotel Company	Delaware
212.	Host Denver LLC	Delaware
213.	Host East 86th Street Land LLC	Delaware
214.	Host Financing LLC	Delaware
215.	Host Fourth Avenue LLC	Delaware
216.	Host GH Atlanta GP LLC	Delaware
217.	Host Grand GP LLC	Delaware
218.	Host Harbor Island Corporation	Delaware
219.	Host Holding Business Trust	Maryland
220.	Host Hotels & Resorts, L.P.	Delaware
221.	Host Hotels Limited	United Kingdom
222.	Host Houston Airport GP LLC	Delaware
223.	Host Houston Briar Oaks, L.P.	Delaware
224.	Host Indianapolis Hotel Member LLC	Delaware
225.	Host Indianapolis LP	Delaware
226.	Host Kea Lani GP LLC	Delaware
227.	Host Kierland GP LLC	Delaware
228.	Host Kierland Developer LLC	Delaware
229.	Host Kierland LP	Delaware
230.	Host Lenox Land GP LLC	Delaware
231.	Host Los Angeles GP LLC	Delaware

HOST HOTELS & RESORTS, INC.
SUBSIDIARIES—(Continued)

232.	Host Los Angeles LP	Delaware
233.	Host Maui GP LLC	Delaware
234.	Host Maui Developer LLC	Delaware
235.	Host Maui Vacation Ownership LLC	Delaware
236.	Host McDowell GP LLC	Delaware
237.	Host Melbourne LLC	Delaware
238.	Host Minneapolis City Center Ground LLC	Delaware
239.	Host Mission Hills Hotel LP	Delaware
240.	Host Mission Hills II LLC	Delaware
241.	Host Moscone GP LLC	Delaware
242.	Host NY Downtown GP LLC	Delaware
243.	Host O'Hare Suites Ground GP LLC	Delaware
244.	Host of Boston, Ltd.	Massachusetts
245.	Host of Houston 1979 LP	Delaware
246.	Host of Houston, L.P.	Delaware
247.	Host OP BN GP LLC	Delaware
248.	Host Pentagon GP LLC	Delaware
249.	Host Realty Hotel LLC	Delaware
250.	Host Realty LLC	Delaware
251.	Host Realty Partnership, L.P.	Delaware
252.	Host Restaurants GP LLC	Delaware
253.	Host Reston GP LLC	Delaware
254.	Host San Diego Hotel LLC	Delaware
255.	Host San Diego LLC	Delaware
256.	Host Santa Clara GP LLC	Delaware
257.	Host SH Boston Corporation	Delaware
258.	Host South Coast GP LLC	Delaware
259.	Host Swiss GP LLC	Delaware
260.	Host Tampa GP LLC	Delaware
261.	Host Times Square GP LLC	Delaware
262.	Host Times Square LP	Delaware
263.	Host Waltham Hotel LP	Delaware
264.	Host Waltham II LLC	Delaware
265.	Houston Airport Hotel Owner Limited Partnership	Delaware
266.	HST ACTRS LLC	Delaware
267.	HST AH Maui LLC	Delaware
268.	HST Asia/Australia Asset Manager LLC	Delaware
269.	HST Asia/Australia LLC	Delaware
270.	HST Downtown Miami LLC	Delaware
271.	HST Electric Vans LLC	Delaware
272.	HST GP LAX LLC	Delaware
273.	HST GH San Francisco LLC	Delaware
274.	HST GP Mission Hills LLC	Delaware
275.	HST GP San Diego LLC	Delaware
276.	HST GP South Coast LLC	Delaware
277.	HST GP SR Houston LLC	Delaware
278.	HST Grand Central LLC	Delaware

HOST HOTELS & RESORTS, INC.
SUBSIDIARIES—(Continued)

279.	HST Hollywood LLC	Delaware
280.	HST Houston AP LLC	Delaware
281.	HST HRCP LLC	Delaware
282.	HST I LLC	Delaware
283.	HST II LLC	Delaware
284.	HST III LLC	Delaware
285.	HST Kierland LLC	Delaware
286.	HST Lessee Boston LLC	Delaware
287.	HST Lessee Cincinnati LLC	Delaware
288.	HST Lessee CMBS LLC	Delaware
289.	HST Lessee Denver LLC	Delaware
290.	HST Lessee Indianapolis LLC	Delaware
291.	HST Lessee LAX LP	Delaware
292.	HST Lessee Mission Hills LP	Delaware
293.	HST Lessee San Diego LP	Delaware
294.	HST Lessee SNYT LLC	Delaware
295.	HST Lessee South Coast LP	Delaware
296.	HST Lessee SR Houston LP	Delaware
297.	HST Lessee Waltham LLC	Delaware
298.	HST Lessee West Seattle LLC	Delaware
299.	HST Lessee WSeattle LLC	Delaware
300.	HST LT LLC	Delaware
301.	HST RHP LLC	Delaware
302.	HST Powell LLC	Delaware
303.	HST San Diego HH Lessee GP LLC	Delaware
304.	HST San Diego HH LP	Delaware
305.	HST WRN LLC	Delaware
306.	HST Sub-Owner LLC	Delaware
307.	JWDC Limited Partnership	Delaware
308.	JWDC LP Holdings Limited Partnership	Delaware
309.	Lauderdale Beach Association	Florida
310.	Manchester Grand Resorts, Inc.	California
311.	Manchester Grand Resorts, L.P.	California
312.	Marriott Mexico City Partnership, G.P.	Delaware
313.	MFI Liquidating Agent LLC	Delaware
314.	Mutual Benefit Chicago Suite Hotel Partners, L.P.	Delaware
315.	Pacific Gateway, Ltd.	California
316.	Philadelphia Airport Hotel Limited Partnership	Pennsylvania
317.	Philadelphia Airport Hotel LLC	Delaware
318.	PM Financial LLC	Delaware
319.	PM Financial LP	Delaware
320.	Phoenician Operating LLC	Delaware
321.	Phoenician Residential I LLC	Delaware
322.	Phoenician Residential II LLC	Delaware
323.	Phoenician Residential III LLC	Delaware
324.	Phoenician Residential IV LLC	Delaware
325.	Polserv S.A. de C.V.	Mexico

HOST HOTELS & RESORTS, INC.
SUBSIDIARIES—(Continued)

326.	Potomac Hotel Limited Partnership	Delaware
327.	RHP Foreign Lessee LLC	Delaware
328.	Rockledge HMC BN LLC	Delaware
329.	Rockledge HMT LLC	Delaware
330.	Rockledge Hotel LLC	Delaware
331.	Rockledge Hotel Properties, Inc.	Delaware
332.	Rockledge Minnesota LLC	Delaware
333.	Rockledge NY Times Square LLC	Delaware
334.	Rockledge Potomac LLC	Delaware
335.	Rockledge Riverwalk LLC	Delaware
336.	Rockledge Square 254 LLC	Delaware
337.	S.D. Hotels LLC	Delaware
338.	Santa Clara Host Hotel Limited Partnership	Delaware
339.	SB Hotel Owner GP, L.L.C.	Delaware
340.	SB Hotel Owner, L.P.	Delaware
341.	Seattle Host Hotel Company LLC	Delaware
342.	SNYT LLC	Delaware
343.	South Coast Host Hotel LP	Delaware
344.	The Phoenician Resort Property Owners Association	Arizona
345.	Tiburon Golf Ventures Limited Partnership	Delaware
346.	Timeport, L.P.	Georgia
347.	Times Square GP LLC	Delaware
348.	Timewell Group, L.P.	Georgia
349.	W&S Realty Corporation of Delaware	Delaware
350.	YBG Associates LP	Delaware

**HOST HOTELS & RESORTS, L.P.
SUBSIDIARIES**

	<u>Company Name</u>	<u>Place of Incorporation</u>
1.	1 SB Lessee LLC	Delaware
2.	2377 Collins Commercial Condominium Association Inc.	Florida
3.	Airport Hotels LLC	Delaware
4.	Ameliatel LP	Delaware
5.	Arizona Vacation Ownership LLC	Delaware
6.	Beach House TRS LLC	Delaware
7.	Beachfront Properties, Inc.	Virgin Islands
8.	Benjamin Franklin Hotel, Inc.	Delaware
9.	BRE/Swiss LP	Delaware
10.	Calgary Charlotte Holdings Company	Nova Scotia
11.	Calgary Charlotte Partnership	Alberta, CN
12.	CCES Chicago LLC	Delaware
13.	CCFH Maui LLC	Delaware
14.	CCFS Atlanta LLC	Delaware
15.	CCFS Philadelphia LLC	Delaware
16.	CCHH Atlanta LLC	Delaware
17.	CCHH Burlingame LLC	Delaware
18.	CCHH Cambridge LLC	Delaware
19.	CCHH GHDC LLC	Delaware
20.	CCHH Host Capitol Hill LLC	Delaware
21.	CCHH Maui LLC	Delaware
22.	CCHH Reston LLC	Delaware
23.	CCHP Waikiki LLC	Delaware
24.	CCHI Singer Island LLC	Delaware
25.	CCMH Atlanta Suites LLC	Delaware
26.	CCMH Chicago CY LLC	Delaware
27.	CCMH Copley LLC	Delaware
28.	CCMH Coronado LLC	Delaware
29.	CCMH Costa Mesa Suites LLC	Delaware
30.	CCMH DC LLC	Delaware
31.	CCMH Denver Tech LLC	Delaware
32.	CCMH Denver West LLC	Delaware
33.	CCMH Downers Grove Suites LLC	Delaware
34.	CCMH Dulles AP LLC	Delaware
35.	CCMH Fin Center LLC	Delaware
36.	CCMH Fisherman's Wharf LLC	Delaware
37.	CCMH Gaithersburg LLC	Delaware
38.	CCMH Houston Galleria LLC	Delaware
39.	CCMH Lenox LLC	Delaware
40.	CCMH Marina LLC	Delaware
41.	CCMH McDowell LLC	Delaware
42.	CCMH Metro Center LLC	Delaware
43.	CCMH Minneapolis LLC	Delaware
44.	CCMH Moscone LLC	Delaware

HOST HOTELS & RESORTS, L.P.
SUBSIDIARIES—(Continued)

45.	CCMH Newark LLC	Delaware
46.	CCMH Newport Beach LLC	Delaware
47.	CCMH Newport Beach Suites LLC	Delaware
48.	CCMH O'Hare Suites LLC	Delaware
49.	CCMH Orlando LLC	Delaware
50.	CCMH Pentagon RI LLC	Delaware
51.	CCMH Philadelphia AP LLC	Delaware
52.	CCMH Philadelphia Mkt. LLC	Delaware
53.	CCMH Potomac LLC	Delaware
54.	CCMH Properties II LLC	Delaware
55.	CCMH Quorum LLC	Delaware
56.	CCMH Riverwalk LLC	Delaware
57.	CCMH San Diego LLC	Delaware
58.	CCMH Santa Clara LLC	Delaware
59.	CCMH Scottsdale Suites LLC	Delaware
60.	CCMH Tampa AP LLC	Delaware
61.	CCMH Tampa Waterside LLC	Delaware
62.	CCMH Times Square LLC	Delaware
63.	CCMH Westfields LLC	Delaware
64.	CCRC Amelia Island LLC	Delaware
65.	CCRC Buckhead/Naples LLC	Delaware
66.	CCRC Dearborn LLC	Delaware
67.	CCRC Marina LLC	Delaware
68.	CCRC Naples Golf LLC	Delaware
69.	CCRC Phoenix LLC	Delaware
70.	CCRC Tysons LLC	Delaware
71.	CCSH Atlanta LLC	Delaware
72.	CCSH Chicago LLC	Delaware
73.	Cincinnati Plaza LLC	Delaware
74.	City Center Hotel Limited Partnership	Minnesota
75.	CLMH Calgary, Inc.	Ontario
76.	CLMH Eaton Centre, Inc.	Ontario
77.	Don CeSar TRS LLC	Delaware
78.	Durbin LLC	Delaware
79.	East Camelback Residential LLC	Delaware
80.	East Side Hotel Associates, L.P.	Delaware
81.	Elcrisa S.A. de C.V.	Mexico
82.	Euro JV Manager LLC	Delaware
83.	GLIC, LLC	Hawaii
84.	Harbor-Cal S.D.	California
85.	Harbor-Cal S.D. Partner LLC	Delaware
86.	HHR 42 Associates GP LLC	Delaware
87.	HHR 42 Associates, L.P.	Delaware
88.	HHR 42 Associates PP LLC	Delaware
89.	HHR AMW LLC	Delaware
90.	HHR Assets LLC	Delaware
91.	HHR Beach House LLC	Delaware
92.	HHR BT Rio de Janeiro Investmimentos Hoteleiros Ltda.	Brazil

HOST HOTELS & RESORTS, L.P.
SUBSIDIARIES—(Continued)

93.	HHR Calgary Holding ULC	British Columbia
94.	HHR Downtown Miami GP LLC	Delaware
95.	HHR Downtown Miami, L.P.	Delaware
96.	HHR FIP I LLC	Delaware
97.	HHR FIP II LLC	Delaware
98.	HHR FIP III LLC	Delaware
99.	HHR Fourth Avenue GP LLC	Delaware
100.	HHR Fourth Avenue Limited Partnership	Delaware
101.	HHR GHDC GP LLC	Delaware
102.	HHR GHDC Limited Partnership	Delaware
103.	HHR GHSF LLC	Delaware
104.	HHR HP Waikiki GP LLC	Delaware
105.	HHR HP Waikiki, L.P.	Delaware
106.	HHR HRCP LLC	Delaware
107.	HHR Harbor Beach LLC	Delaware
108.	HHR Hollywood GP LLC	Delaware
109.	HHR Hollywood Holdings L.P.	Delaware
110.	HHR JW Rio de Janeiro Investimentos Hoteleiros Ltda.	Brazil
111.	HHR Lauderdale Beach Limited Partnership	Delaware
112.	HHR Member II LLC	Delaware
113.	HHR Naples LLC	Delaware
114.	HHR Naples Golf LLC	Delaware
115.	HHR Nashville LLC	Delaware
116.	HHR Newport Beach LLC	Delaware
117.	HHR Powell Street, L.P.	Delaware
118.	HHR Powell GP LLC	Delaware
119.	HHR Rio Holdings LLC	Delaware
120.	HHR Rocky Hill L.P.	Delaware
121.	HHR SB Condo LLC	Delaware
122.	HHR SB Holdings LLC	Delaware
123.	HHR Singer Island GP LLC	Delaware
124.	HHR Singer Island Limited Partnership	Delaware
125.	HHR St. Pete Beach LLC	Delaware
126.	HHR Waikiki Holdings LLC	Delaware
127.	HHR WRN GP LLC	Delaware
128.	HHR WRN Limited Partnership	Delaware
129.	HMC Airport, Inc.	Delaware
130.	HMC Amelia II LLC	Delaware
131.	HMC AP Canada Company	Nova Scotia
132.	HMC AP GP LLC	Delaware
133.	HMC AP LP	Delaware
134.	HMC Burlingame Hotel LP	California
135.	HMC Burlingame LLC	Delaware
136.	HMC Cambridge LP	Delaware
137.	HMC Capital Resources LP	Delaware
138.	HMC Charlotte (Calgary) Company	Nova Scotia
139.	HMC Charlotte GP LLC	Delaware
140.	HMC Charlotte LP	Delaware

HOST HOTELS & RESORTS, L.P.
SUBSIDIARIES—(Continued)

141.	HMC Chicago Lakefront LLC	Delaware
142.	HMC Chicago LLC	Delaware
143.	HMC Copley LP	Delaware
144.	HMC East Side LLC	Delaware
145.	HMC Gateway LP	Delaware
146.	HMC Grand LP	Delaware
147.	HMC Headhouse Funding LLC	Delaware
148.	HMC Hotel Development LP	Delaware
149.	HMC Hotel Properties II Limited Partnership	Delaware
150.	HMC Hotel Properties Limited Partnership	Delaware
151.	HMC HT LP	Delaware
152.	HMC JWDC GP LLC	Delaware
153.	HMC Kea Lani LP	Delaware
154.	HMC Lenox LP	Delaware
155.	HMC Maui LP	Delaware
156.	HMC McDowell LP	Delaware
157.	HMC Mexpark LLC	Delaware
158.	HMC MHP II LLC	Delaware
159.	HMC NGL LP	Delaware
160.	HMC O'Hare Suites Ground LP	Delaware
161.	HMC OLS I LLC	Delaware
162.	HMC OLS I L.P.	Delaware
163.	HMC OLS II L.P.	Delaware
164.	HMC OP BN LP	Delaware
165.	HMC Polanco LLC	Delaware
166.	HMC Potomac LLC	Delaware
167.	HMC Properties I LLC	Delaware
168.	HMC Property Leasing LLC	Delaware
169.	HMC Reston LP	Delaware
170.	HMC Retirement Properties, L.P.	Delaware
171.	HMC Seattle LLC	Delaware
172.	HMC Suites Limited Partnership	Delaware
173.	HMC Suites LLC	Delaware
174.	HMC Times Square Hotel, L.P.	New York
175.	HMC Times Square Partner LLC	Delaware
176.	HMC Toronto Air Company	Nova Scotia
177.	HMC Toronto Airport GP LLC	Delaware
178.	HMC Toronto Airport LP	Delaware
179.	HMC Toronto EC Company	Nova Scotia
180.	HMC Toronto EC GP LLC	Delaware
181.	HMC Toronto EC LP	Delaware
182.	HMH Marina LLC	Delaware
183.	HMH Pentagon LP	Delaware
184.	HMH Restaurants LP	Delaware
185.	HMH Rivers, L.P.	Delaware
186.	HMH Rivers LLC	Delaware
187.	HMH WTC LLC	Delaware
188.	HMT Lessee Sub (SDM Hotel) LLC	Delaware

HOST HOTELS & RESORTS, L.P.
SUBSIDIARIES—(Continued)

189.	HMT Lessee Sub I LLC	Delaware
190.	HMT Lessee Sub II LLC	Delaware
191.	HMT Lessee Sub III LLC	Delaware
192.	HMT Lessee Sub IV LLC	Delaware
193.	Host Atlanta Perimeter Ground GP LLC	Delaware
194.	Host Atlanta Perimeter Ground LP	Delaware
195.	Host Biscayne Bay Land LLC	Delaware
196.	Host California Corporation	Delaware
197.	Host Cambridge GP LLC	Delaware
198.	Host Camelback I LLC	Delaware
199.	Host Camelback II LLC	Delaware
200.	Host Camelback LLC	Delaware
201.	Host Capitol Hill LLC	Delaware
202.	Host Cincinnati Hotel LLC	Delaware
203.	Host Cincinnati II LLC	Delaware
204.	Host City Center GP LLC	Delaware
205.	Host CLP LLC	Delaware
206.	Host Copley GP LLC	Delaware
207.	Host Dallas Quorum Ground GP LLC	Delaware
208.	Host Dallas Quorum Ground LP	Delaware
209.	Host Denver Hotel Company	Delaware
210.	Host Denver LLC	Delaware
211.	Host East 86th Street Land LLC	Delaware
212.	Host Financing LLC	Delaware
213.	Host Fourth Avenue LLC	Delaware
214.	Host GH Atlanta GP LLC	Delaware
215.	Host Grand GP LLC	Delaware
216.	Host Harbor Island Corporation	Delaware
217.	Host Holding Business Trust	Maryland
218.	Host Hotels Limited	United Kingdom
219.	Host Houston Airport GP LLC	Delaware
220.	Host Houston Briar Oaks, L.P.	Delaware
221.	Host Indianapolis Hotel Member LLC	Delaware
222.	Host Indianapolis LP	Delaware
223.	Host Kea Lani GP LLC	Delaware
224.	Host Kierland Developer LLC	Delaware
225.	Host Kierland GP LLC	Delaware
226.	Host Kierland LP	Delaware
227.	Host Lenox Land GP LLC	Delaware
228.	Host Los Angeles GP LLC	Delaware
229.	Host Los Angeles LP	Delaware
230.	Host Maui GP LLC	Delaware
231.	Host Maui Developer LLC	Delaware
232.	Host Maui Vacation Ownership LLC	Delaware
233.	Host McDowell GP LLC	Delaware
234.	Host Melbourne LLC	Delaware
235.	Host Minneapolis City Center Ground LLC	Delaware
236.	Host Mission Hills Hotel LP	Delaware

HOST HOTELS & RESORTS, L.P.
SUBSIDIARIES—(Continued)

237.	Host Mission Hills II LLC	Delaware
238.	Host Moscone GP LLC	Delaware
239.	Host NY Downtown GP LLC	Delaware
240.	Host O'Hare Suites Ground GP LLC	Delaware
241.	Host of Boston, Ltd.	Massachusetts
242.	Host of Houston 1979 LP	Delaware
243.	Host of Houston, L.P.	Delaware
244.	Host OP BN GP LLC	Delaware
245.	Host Pentagon GP LLC	Delaware
246.	Host Realty Hotel LLC	Delaware
247.	Host Realty LLC	Delaware
248.	Host Realty Partnership, L.P.	Delaware
249.	Host Restaurants GP LLC	Delaware
250.	Host Reston GP LLC	Delaware
251.	Host San Diego Hotel LLC	Delaware
252.	Host San Diego LLC	Delaware
253.	Host Santa Clara GP LLC	Delaware
254.	Host SH Boston Corporation	Delaware
255.	Host South Coast GP LLC	Delaware
256.	Host Swiss GP LLC	Delaware
257.	Host Tampa GP LLC	Delaware
258.	Host Times Square GP LLC	Delaware
259.	Host Times Square LP	Delaware
260.	Host Waltham Hotel LP	Delaware
261.	Host Waltham II LLC	Delaware
262.	Houston Airport Hotel Owner Limited Partnership	Delaware
263.	HST ACTRS LLC	Delaware
264.	HST AH Maui LLC	Delaware
265.	HST Asia/Australia Asset Manager LLC	Delaware
266.	HST Asia/Australia LLC	Delaware
267.	HST Downtown Miami LLC	Delaware
268.	HST Electric Vans LLC	Delaware
269.	HST GP LAX LLC	Delaware
270.	HST GH San Francisco LLC	Delaware
271.	HST GP Mission Hills LLC	Delaware
272.	HST GP San Diego LLC	Delaware
273.	HST GP South Coast LLC	Delaware
274.	HST GP SR Houston LLC	Delaware
275.	HST Grand Central LLC	Delaware
276.	HST Hollywood LLC	Delaware
277.	HST Houston AP LLC	Delaware
278.	HST HRCP LLC	Delaware
279.	HST I LLC	Delaware
280.	HST II LLC	Delaware
281.	HST III LLC	Delaware
282.	HST Kierland LLC	Delaware
283.	HST Lessee Boston LLC	Delaware
284.	HST Lessee Cincinnati LLC	Delaware

HOST HOTELS & RESORTS, L.P.
SUBSIDIARIES—(Continued)

285.	HST Lessee CMBS LLC	Delaware
286.	HST Lessee Denver LLC	Delaware
287.	HST Lessee Indianapolis LLC	Delaware
288.	HST Lessee LAX LP	Delaware
289.	HST Lessee Mission Hills LP	Delaware
290.	HST Lessee San Diego LP	Delaware
291.	HST Lessee SNYT LLC	Delaware
292.	HST Lessee South Coast LP	Delaware
293.	HST Lessee SR Houston LP	Delaware
294.	HST Lessee Waltham LLC	Delaware
295.	HST Lessee West Seattle LLC	Delaware
296.	HST Lessee WSeattle LLC	Delaware
297.	HST LT LLC	Delaware
298.	HST RHP LLC	Delaware
299.	HST Powell LLC	Delaware
300.	HST San Diego HH Lessee GP LLC	Delaware
301.	HST San Diego HH LP	Delaware
302.	HST WRN LLC	Delaware
303.	HST Sub-Owner LLC	Delaware
304.	JWDC Limited Partnership	Delaware
305.	JWDC LP Holdings Limited Partnership	Delaware
306.	Lauderdale Beach Association	Florida
307.	Manchester Grand Resorts, Inc.	California
308.	Manchester Grand Resorts, L.P.	California
309.	Marriott Mexico City Partnership, G.P.	Delaware
310.	MFI Liquidating Agent LLC	Delaware
311.	Mutual Benefit Chicago Suite Hotel Partners, L.P.	Delaware
312.	Pacific Gateway, Ltd.	California
313.	Philadelphia Airport Hotel Limited Partnership	Pennsylvania
314.	Philadelphia Airport Hotel LLC	Delaware
315.	PM Financial LLC	Delaware
316.	PM Financial LP	Delaware
317.	Phoenician Operating LLC	Delaware
318.	Phoenician Residential I LLC	Delaware
319.	Phoenician Residential II LLC	Delaware
320.	Phoenician Residential III LLC	Delaware
321.	Phoenician Residential IV LLC	Delaware
322.	Polserv S.A. de C.V.	Mexico
323.	Potomac Hotel Limited Partnership	Delaware
324.	RHP Foreign Lessee LLC	Delaware
325.	Rockledge HMC BN LLC	Delaware
326.	Rockledge HMT LLC	Delaware
327.	Rockledge Hotel LLC	Delaware
328.	Rockledge Hotel Properties, Inc.	Delaware
329.	Rockledge Minnesota LLC	Delaware
330.	Rockledge NY Times Square LLC	Delaware
331.	Rockledge Potomac LLC	Delaware
332.	Rockledge Riverwalk LLC	Delaware

**HOST HOTELS & RESORTS, L.P.
SUBSIDIARIES—(Continued)**

333.	Rockledge Square 254 LLC	Delaware
334.	S.D. Hotels LLC	Delaware
335.	Santa Clara Host Hotel Limited Partnership	Delaware
336.	SB Hotel Owner GP, L.L.C.	Delaware
337.	SB Hotel Owner, L.P.	Delaware
338.	Seattle Host Hotel Company LLC	Delaware
339.	SNYT LLC	Delaware
340.	South Coast Host Hotel LP	Delaware
341.	The Phoenician Resort Property Owners Association	Arizona
342.	Tiburon Golf Ventures Limited Partnership	Delaware
343.	Timeport, L.P.	Georgia
344.	Times Square GP LLC	Delaware
345.	Timewell Group, L.P.	Georgia
346.	W&S Realty Corporation of Delaware	Delaware
347.	YBG Associates LP	Delaware

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Host Hotels & Resorts, Inc., and
Host Hotels & Resorts, L.P.:

We consent to the incorporation by reference in the registration statements (No. 333-230903) on Form S-3 and (Nos. 333-212569, 333-171607, 333-161488, 033-66622-99, 333-75055, 333-28683-99, 333-75057, and 333-75059) on Form S-8 of Host Hotels & Resorts, Inc. and registration statement (No. 333-224247) on Form S-3 of Host Hotels & Resorts, L.P. of (i) our report dated February 25, 2020, with respect to the consolidated balance sheets of Host Hotels & Resorts, Inc. as of December 31, 2019 and 2018, the related consolidated statements of operations, comprehensive income (loss), equity, and cash flows for each of the years in the three-year period ended December 31, 2019, and the related notes (and financial statement schedule III) (the “Inc. Report on Consolidated Financial Statements”), (ii) our report dated February 25, 2020 with respect to the effectiveness of internal control over financial reporting as of December 31, 2019 (the “Inc. Report on Internal Control Over Financial Reporting”), and (iii) our report dated February 25, 2020, with respect to the consolidated balance sheets of Host Hotels & Resorts, L.P. as of December 31, 2019 and 2018, and the related consolidated statements of operations, comprehensive income (loss), capital, and cash flows for each of the years in the three-year period ended December 31, 2019, and the related notes (and financial statement schedule III) (the “Partnership Report on Consolidated Financial Statements”), which reports appear in the December 31, 2019 annual report on Form 10-K of Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P.

The Inc. Report on Consolidated Financial Statements and the Partnership Report on Consolidated Financial Statements refers to a change in the method of accounting for leases.

/s/ KPMG LLP

McLean, Virginia
February 25, 2020

Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, James F. Risoleo, certify that:

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

Dated: February 25, 2020

/s/ JAMES F. RISOLEO

James F. Risoleo
President, Chief Executive Officer

Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Brian G. Macnamara, certify that:

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

Dated: February 25, 2020

/s/ BRIAN G. MACNAMARA

Brian G. Macnamara

**Senior Vice President, Principal Financial Officer,
Treasurer, Corporate Controller**

Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, James F. Risoleo, certify that:

1. I have reviewed this annual report on Form 10-K of Host Hotels & Resorts, L.P.;
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.

Dated: February 25, 2020

/s/ JAMES F. RISOLEO

James F. Risoleo
President, Chief Executive Officer of
Host Hotels & Resorts, Inc.,
general partner of Host Hotels & Resorts, L.P.

Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Brian G. Macnamara, certify that:

1. I have reviewed this annual report on Form 10-K of Host Hotels & Resorts, L.P.;
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.

Dated: February 25, 2020

/s/ BRIAN G. MACNAMARA

Brian G. Macnamara

**Senior Vice President, Principal Financial Officer, Treasurer,
Corporate Controller of
Host Hotels & Resorts, Inc.,
general partner of Host Hotels & Resorts, L.P.**

Section 906 Certification

Certification of Chief Executive Officer and Principal Financial Officer Pursuant to

18 U.S.C. § 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to 18 U.S.C. § 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officers of Host Hotels & Resorts, Inc. (the “Company”) hereby certify, to such officers’ knowledge, that:

(i) the accompanying Annual Report on Form 10-K of the Company for the year ended December 31, 2019 (the “Report”) fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended;

and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 25, 2020

/s/ JAMES F. RISOLEO

James F. Risoleo
Chief Executive Officer

/s/ BRIAN G. MACNAMARA

Brian G. Macnamara
Principal Financial Officer

Section 906 Certification

Certification of Chief Executive Officer and Principal Financial Officer Pursuant to

18 U.S.C. § 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to 18 U.S.C. § 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officers of Host Hotels & Resorts, Inc., the general partner of Host Hotels & Resorts, L.P., (the “Company”) hereby certify, to such officers’ knowledge, that:

(i) the accompanying Annual Report on Form 10-K of the Company for the year ended December 31, 2019 (the “Report”) fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended;

and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 25, 2020

/s/ JAMES F. RISOLEO

James F. Risoleo

*Chief Executive Officer of Host Hotels & Resorts, Inc.,
general partner of Host Hotels & Resorts, L.P.*

/s/ BRIAN G. MACNAMARA

Brian G. Macnamara

*Principal Financial Officer of Host Hotels & Resorts, Inc.,
general partner of Host Hotels & Resorts, L.P.*

HOST HOTELS & RESORTS, INC. AND SUBSIDIARIES
GROUND LEASE SUMMARY

As of December 31, 2019

Hotel	No. of rooms	Minimum rent	Current expiration	Expiration after all potential options (1)
1 Boston Marriott Copley Place	1,144	N/A (2)	12/13/2077	12/13/2077
2 Coronado Island Marriott Resort & Spa	300	1,378,850	10/31/2062	10/31/2078
3 Denver Marriott West	305	160,000	12/28/2028	12/28/2058
4 Houston Airport Marriott at George Bush Intercontinental	573	1,560,000	10/31/2053	10/31/2053
5 Houston Marriott Medical Center/Museum District	395	160,000	12/28/2029	12/28/2059
6 Manchester Grand Hyatt San Diego	1,628	6,600,000	5/31/2067	5/31/2083
7 Marina del Rey Marriott	370	1,991,076	3/31/2043	3/31/2043
8 Marriott Downtown at CF Toronto Eaton Centre	461	384,900	9/20/2082	9/20/2082
9 Marriott Marquis San Diego Marina	1,360	7,650,541	11/30/2061	11/30/2083
10 Newark Liberty International Airport Marriott	591	2,476,119	12/31/2055	12/31/2055
11 Philadelphia Airport Marriott	419	1,230,278	6/29/2045	6/29/2045
12 San Antonio Marriott Rivercenter	1,000	700,000	12/31/2033	12/31/2063
13 San Francisco Marriott Marquis	1,500	1,500,000	8/25/2046	8/25/2076
14 San Ramon Marriott	368	482,144	5/29/2034	5/29/2064
15 Santa Clara Marriott	766	90,932	11/30/2028	11/30/2058
16 Tampa Airport Marriott	298	1,463,770	12/31/2033	12/31/2033
17 The Ritz-Carlton, Marina del Rey	304	1,453,104	7/29/2067	7/29/2067
18 The Ritz-Carlton, Tysons Corner	398	993,900	6/30/2112	6/30/2112
19 The Westin Cincinnati	456	100,000	6/30/2045	6/30/2075 (3)
20 The Westin Los Angeles Airport	747	1,225,050	1/31/2054	1/31/2074 (4)
21 The Westin South Coast Plaza, Costa Mesa	393	178,160	9/30/2025	9/30/2025
22 W Hollywood	305	366,579	3/28/2106	3/28/2106

- (1) Exercise of Host's option to extend is subject to certain conditions, including the existence of no defaults and subject to any applicable rent escalation or rent re-negotiation provisions.
(2) All rental payments have been previously paid and no further rental payments are required for the remainder of the lease term.
(3) No renewal term in the event the Lessor determines to discontinue use of building as a hotel.
(4) A condition of renewal is that the hotel's occupancy compares favorably to similar hotels for the preceding three years.