

Xenia Hotels & Resorts, Inc.  
Form 10-Q  
August 05, 2016

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2016

OR

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

For the transition period ended \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-36594

Xenia Hotels & Resorts, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Maryland 20-0141677  
(State of Incorporation) (I.R.S. Employer Identification No.)

200 S. Orange Avenue 32801  
Suite 1200, Orlando, Florida  
(Address of Principal Executive Offices) (Zip Code)  
(407) 317-6950

(Registrant's telephone number, including area code)

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

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

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

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

(Do not check if a smaller reporting company)

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

As of July 29, 2016, there were 107,608,277 shares of the registrant's common stock outstanding.

---

---

XENIA HOTELS & RESORTS, INC.  
TABLE OF CONTENTS

Part I - Financial Information	Page
Item 1. Financial Statements (unaudited)	
Condensed Consolidated Balance Sheets as of June 30, 2016 and December 31, 2015	<u>1</u>
Combined Condensed Consolidated Statements of Operations and Comprehensive Income for the three and six months ended June 30, 2016 and 2015	<u>2</u>
Condensed Consolidated Statements of Changes in Equity for the six months ended June 30, 2016	<u>4</u>
Combined Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2016 and 2015	<u>5</u>
Notes to the Combined Condensed Consolidated Financial Statements	<u>7</u>
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	<u>24</u>
Item 3. Quantitative and Qualitative Disclosures About Market Risk	<u>38</u>
Item 4. Controls and Procedures	<u>40</u>
 Part II - Other Information	
Item 1. Legal Proceedings	<u>41</u>
Item 1A. Risk Factors	<u>41</u>
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	<u>41</u>
Item 3. Defaults Upon Senior Securities	<u>41</u>
Item 4. Mine Safety Disclosures	<u>41</u>
Item 5. Other Information	<u>41</u>
Item 6. Exhibits	<u>42</u>
 Signatures	<u>43</u>

---

## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

## XENIA HOTELS &amp; RESORTS, INC.

## Condensed Consolidated Balance Sheets

As of June 30, 2016 and December 31, 2015

(Dollar amounts in thousands, except per share data)

	June 30, 2016 (Unaudited)	December 31, 2015
Assets		
Investment properties:		
Land	\$343,000	\$ 343,000
Building and other improvements	2,817,370	2,680,591
Construction in progress	—	169
Total	\$3,160,370	\$ 3,023,760
Less: accumulated depreciation	(593,247 )	(518,961 )
Net investment properties	\$2,567,123	\$ 2,504,799
Cash and cash equivalents	278,055	122,154
Restricted cash and escrows	83,903	73,021
Accounts and rents receivable, net of allowance of \$307 and \$243, respectively	27,913	23,529
Intangible assets, net of accumulated amortization of \$18,425 and \$16,660, respectively	78,180	58,059
Deferred tax asset	2,205	2,304
Other assets	17,670	40,683
Assets held for sale	—	181,396
Total assets (including \$76,743 and \$77,140, respectively, related to consolidated variable interest entities)	\$3,055,049	\$ 3,005,945
Liabilities		
Debt, net of loan discounts, premiums and unamortized deferred financing costs	\$1,266,001	\$ 1,094,536
Accounts payable and accrued expenses	77,705	83,211
Distributions payable	30,135	25,684
Other liabilities	48,158	27,510
Liabilities associated with assets held for sale	—	31,646
Total liabilities (including \$48,095 and \$48,582, respectively, related to consolidated variable interest entities)	1,421,999	1,262,587
Commitments and contingencies		
Stockholders' equity		
Common stock, \$0.01 par value, 500,000,000 shares authorized, 107,624,890 and 111,671,372 shares issued and outstanding as of June 30, 2016 and December 31, 2015, respectively	1,077	1,117
Additional paid in capital	1,936,722	1,993,760
Accumulated other comprehensive (loss) income	(12,025 )	1,543
Distributions in excess of retained earnings	(311,896 )	(268,991 )
Total Company stockholders' equity	\$1,613,878	\$ 1,727,429
Non-controlling interests	19,172	15,929
Total equity	\$1,633,050	\$ 1,743,358
Total liabilities and equity	\$3,055,049	\$ 3,005,945

See accompanying notes to the combined condensed consolidated financial statements.

## XENIA HOTELS &amp; RESORTS, INC.

## Combined Condensed Consolidated Statements of Operations and Comprehensive Income

For the Three and Six Months Ended June 30, 2016 and 2015

(unaudited)

(Dollar amounts in thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Revenues:				
Rooms revenues	\$180,977	\$172,792	\$340,295	\$325,882
Food and beverage revenues	66,329	64,954	129,797	127,207
Other revenues	14,072	13,477	26,321	26,007
Total revenues	\$261,378	\$251,223	\$496,413	\$479,096
Expenses:				
Rooms expenses	38,183	37,348	74,958	72,534
Food and beverage expenses	42,009	41,311	84,242	81,498
Other direct expenses	4,086	4,385	8,051	8,651
Other indirect expenses	57,914	56,226	115,881	109,484
Management and franchise fees	13,780	13,618	26,027	25,070
Total hotel operating expenses	\$155,972	\$152,888	\$309,159	\$297,237
Depreciation and amortization	38,318	35,889	77,270	72,276
Real estate taxes, personal property taxes and insurance	10,542	11,805	22,575	23,999
Ground lease expense	1,402	1,322	2,755	2,597
General and administrative expenses	7,674	6,947	18,298	13,992
Acquisition transaction costs	6	856	146	885
Provision for asset impairment	2,396	—	9,991	—
Separation and other start-up related expenses	—	1,165	—	26,461
Total expenses	\$216,310	\$210,872	\$440,194	\$437,447
Operating income	\$45,068	\$40,351	\$56,219	\$41,649
Gain (loss) on sale of investment properties	(90 )	—	792	—
Other income	94	30	178	2,717
Interest expense	(12,801 )	(13,048 )	(25,640 )	(26,230 )
Loss on extinguishment of debt	(35 )	(178 )	(4,778 )	(283 )
Net income before income taxes	\$32,236	\$27,155	\$26,771	\$17,853
Income tax expense	(6,095 )	(3,405 )	(9,800 )	(8,484 )
Net income from continuing operations	\$26,141	\$23,750	\$16,971	\$9,369
Net loss from discontinued operations	—	—	—	(489 )
Net income	\$26,141	\$23,750	\$16,971	\$8,880
Non-controlling interests in consolidated real estate entities (Note 5)	(43 )	—	120	—
Non-controlling interests of common units in Operating Partnership (Note 1)	(330 )	(3 )	(240 )	(3 )
Net income attributable to non-controlling interests	\$(373 )	\$(3 )	\$(120 )	\$(3 )
Net income attributable to the Company	\$25,768	\$23,747	\$16,851	\$8,877
Distributions to preferred stockholders	—	(8 )	—	(8 )
Net income attributable to common stockholders	\$25,768	\$23,739	\$16,851	\$8,869

## XENIA HOTELS &amp; RESORTS, INC.

## Combined Condensed Consolidated Statements of Operations and Comprehensive Income, Continued

For the Three and Six Months Ended June 30, 2016 and 2015

(unaudited)

(Dollar amounts in thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Basic and diluted earnings per share				
Income from continuing operations available to common stockholders	\$0.24	\$ 0.21	\$0.15	\$ 0.08
Income from discontinued operations available to common stockholders	—	—	—	—
Net income per share available to common stockholders	\$0.24	\$ 0.21	\$0.15	\$ 0.08
Weighted average number of common shares (basic)	107,936,336	11,676,096	108,813,649	12,316,767
Weighted average number of common shares (diluted)	108,048,155	11,914,085	108,910,761	12,460,712
Comprehensive Income:				
Net income	\$26,141	\$ 23,750	\$16,971	\$ 8,880
Other comprehensive income:				
Unrealized loss on interest rate derivative instruments	(5,286 )	—	(15,645 )	—
Reclassification adjustment for amounts recognized in net income (interest expense)	973	—	1,898	—
	\$21,828	\$ 23,750	\$3,224	\$ 8,880
Comprehensive income attributable to non-controlling interests:				
Non-controlling interests in consolidated real estate entities (Note 5)	(43 )	—	120	—
Non-controlling interests of common units in Operating Partnership (Note 1)	(274 )	(3 )	(61 )	(3 )
Comprehensive income attributable to non-controlling interests	(317 )	(3 )	59	(3 )
Comprehensive income attributable to the Company	\$21,511	\$ 23,747	\$3,283	\$ 8,877
See accompanying notes to the combined condensed consolidated financial statements.				

## XENIA HOTELS &amp; RESORTS, INC.

## Condensed Consolidated Statements of Changes in Equity

For the Six Months Ended June 30, 2016

(unaudited)

(Dollar amounts in thousands, except per share data)

	Common Stock			Accumulated other comprehensive income (loss)	Distributions in excess of retained earnings	Non-controlling Interests			
	Shares	Amount	Additional paid in capital			Operating Partnerships	Consolidated Real Estate Entities	Total Non-controlling Interests	Total
Balance at January 1, 2016	111,671,372	\$1,117	\$1,993,760	\$1,543	\$(268,991)	\$2,593	\$13,336	\$15,929	\$1,743,358
Net income (loss)	—	—	—	—	16,851	240	(120 )	120	16,971
Repurchase of common shares, net	(4,128,935 )	(41 )	(60,677 )	—	—	—	—	—	(60,718 )
Dividends, common shares / units (\$0.55)	—	—	—	—	(59,756 )	(178 )	—	(178 )	(59,934 )
Share-based compensation	82,453	1	3,639	—	—	3,139	—	3,139	6,779
Other comprehensive income (loss):									
Unrealized loss on interest rate derivative instruments	—	—	—	(15,441 )	—	(204 )	—	(204 )	(15,645 )
Reclassification adjustment for amounts recognized in net income	—	—	—	1,873	—	25	—	25	1,898
Contributions from non-controlling interests	—	—	—	—	—	—	341	341	341
Balance at June 30, 2016	107,624,890	\$1,077	\$1,936,722	\$(12,025)	\$(311,896)	\$5,615	\$13,557	\$19,172	\$1,633,050

See accompanying notes to the combined condensed consolidated financial statements.

## XENIA HOTELS &amp; RESORTS, INC.

## Combined Condensed Consolidated Statements of Cash Flows

For the Six Months Ended June 30, 2016 and 2015

(unaudited)

(Dollar amounts in thousands)

	Six Months Ended June 30,	
	2016	2015
Cash flows from operating activities:		
Net income	\$ 16,971	\$ 8,880
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	75,790	70,420
Amortization of above and below market leases and other lease intangibles	1,740	1,856
Amortization of debt premiums, discounts, and financing costs	2,062	2,191
Loss on extinguishment of debt	4,778	283
Gain on sale of investment property, net	(792)	—
Provision for asset impairment	9,991	—
Share-based compensation expense	5,004	3,448
Other non-cash adjustments	—	(343)
Prepayment penalties and defeasance	(4,813)	—
Changes in assets and liabilities:		
Accounts and rents receivable	(3,444)	(4,964)
Restricted cash	262	—
Deferred costs and other assets	6,155	6,227
Accounts payable and accrued expenses	(5,911)	(5,746)
Other liabilities	4,653	116
Net cash flows provided by operating activities	\$ 112,446	\$ 82,368
Cash flows from investing activities:		
Purchase of investment properties	(116,000)	—
Capital expenditures and tenant improvements	(20,161)	(30,951)
Investment in development projects	—	(23,149)
Proceeds from sale of investment properties	160,129	—
Restricted cash and escrows	(6,567)	1,371
Deposits for acquisition of hotel properties	—	(24,500)
Other assets	—	1,239
Net cash flows provided by (used in) investing activities	\$ 17,401	\$(75,990)
Cash flows from financing activities:		
Distribution to InvenTrust Properties Corp.	—	(23,505)
Contribution from InvenTrust Properties Corp.	—	176,805
Proceeds from mortgage debt and notes payable	71,258	13,489
Payoffs of mortgage debt	(50,042)	(81,468)
Principal payments of mortgage debt	(3,507)	(4,573)
Proceeds from unsecured term loan	125,000	—
Payment of loan fees and deposits	(678)	(2,926)
Contributions from non-controlling interests	341	3,169
Proceeds from issuance of preferred shares, net of offering costs	—	102
Repurchase of common shares	(60,718)	(36,946)
Dividends, common shares/units	(55,485)	(16,270)
Dividends, preferred shares	—	(8)
Distributions paid to non-controlling interests	(115)	—



Edgar Filing: Xenia Hotels & Resorts, Inc. - Form 10-Q

Net cash flows provided by financing activities	\$26,054	\$27,869
Net increase in cash and cash equivalents	155,901	34,247
Cash and cash equivalents, at beginning of year	122,154	163,053
Cash and cash equivalents, at June 30, 2016 and 2015	\$278,055	\$197,300

See accompanying notes to the combined condensed consolidated financial statements.

5

---

XENIA HOTELS & RESORTS, INC.

Combined Condensed Consolidated Statements of Cash Flows - Continued

For the Six Months Ended June 30, 2016 and 2015

(unaudited)

(Dollar amounts in thousands)

	Six Months Ended June 30,	
	2016	2015
Supplemental disclosure of cash flow information:		
Cash paid for taxes	\$5,067	\$358
Cash paid for interest	20,318	25,930
Supplemental schedule of non-cash investing and financing activities:		
Accrued capital expenditures	\$3,234	\$4,341
Assumption of unsecured line of credit facility by InvenTrust Properties Corp.	—	(96,020)
Non-cash net distributions to InvenTrust Properties Corp.	—	1,220
Distributions payable	30,135	25,684
Deposit applied to purchase price of hotel property upon acquisition	20,000	—
See accompanying notes to the combined condensed consolidated financial statements.		

XENIA HOTELS & RESORTS, INC.

Notes to Combined Condensed Consolidated Financial Statements (unaudited)

June 30, 2016

1. Organization

Xenia Hotels & Resorts, Inc. (the "Company" or "Xenia") is a Maryland corporation that invests primarily in premium full service, lifestyle and urban upscale hotels. Prior to February 3, 2015, Xenia was a wholly owned subsidiary of InvenTrust Properties Corp. ("InvenTrust" formerly known as Inland American Real Estate Trust, Inc.), its former parent.

On February 3, 2015, Xenia was spun off from InvenTrust through a taxable pro rata distribution by InvenTrust of 95% of the outstanding common stock, \$0.01 par value per share (the "Common Stock"), of Xenia to holders of record of InvenTrust's common stock as of the close of business on January 20, 2015 (the "Record Date"). Each holder of record of InvenTrust's common stock received one share of Common Stock for every eight shares of InvenTrust's common stock held at the close of business on the Record Date (the "Distribution"). In lieu of fractional shares, stockholders of InvenTrust received cash. On February 4, 2015, Xenia's Common Stock began trading on the New York Stock Exchange ("NYSE") under the ticker symbol "XHR." As a result of the Distribution, the Company became a stand-alone, publicly-traded company. Xenia operates as a real estate investment trust ("REIT") for federal income tax purposes.

Substantially all of the Company's assets are held by, and all the operations are conducted through XHR LP (the "Operating Partnership"). XHR GP, Inc. is the sole general partner of XHR LP. XHR GP, Inc. is wholly owned by the Company. As of June 30, 2016, the Company owned 98.7% of the common limited partnership units issued by the Operating Partnership ("common units"). The remaining 1.3% of the common units are owned by the other limited partners. To qualify as a REIT, the Company cannot operate or manage its hotels. Therefore, the Operating Partnership and its subsidiaries lease the hotel properties to XHR Holding Inc. (collectively with its subsidiaries, "XHR Holding"), the Company's taxable REIT subsidiary ("TRS"), which engages third-party eligible independent contractors to manage the hotels.

The accompanying combined condensed consolidated financial statements include the accounts of the Company, the Operating Partnership, XHR Holding, as well as all wholly owned subsidiaries and consolidated investments in real estate entities. The Company's subsidiaries and consolidated investments in real estate entities generally consist of limited liability companies ("LLCs"), limited partnerships ("LPs") and the TRS. The effects of all significant inter-company transactions have been eliminated.

As of June 30, 2016, the Company owned 46 lodging properties, 44 of which were wholly owned, with a total of 11,594 rooms, including a 75% ownership interest in two hotels each owned through investments in a real estate entity.

2. Summary of Significant Accounting Policies

The unaudited interim combined condensed consolidated financial statements and related notes have been prepared on an accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP") and in conformity with the rules and regulations of the Securities and Exchange Commission ("SEC") applicable to financial information. Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been omitted in accordance with the rules and regulations of the SEC. The unaudited financial statements include normal recurring adjustments, which the Company considers necessary for the fair presentation of the condensed consolidated balance sheets, combined condensed consolidated statements of operations and comprehensive income, condensed consolidated statements of changes in equity and combined condensed consolidated statements of cash flows for the periods presented. The unaudited combined condensed consolidated financial statements should be read in conjunction with the combined consolidated financial statements and notes thereto as of and for the year ended December 31, 2015, included in the Company's Annual Report on Form 10-K filed with the SEC on March 10, 2016. Operating results for the three and six months ended June 30, 2016 are not necessarily indicative of actual operating results for the entire year.

Basis of Presentation

As described above, on February 3, 2015, Xenia was spun off from InvenTrust. Prior to the separation, the Company effectuated certain reorganization transactions which were designed to consolidate the ownership of its hotels into its Operating Partnership, consolidate its TRS lessees in its TRS, facilitate its separation from InvenTrust, and enable the Company to qualify as a REIT for federal income tax purposes. The accompanying combined condensed consolidated financial statements prior to the spin-off have been "carved out" of InvenTrust's consolidated financial statements and reflect significant assumptions and allocations. The combined condensed consolidated financial statements reflect the operations of the Company after giving effect to the reorganization transactions, the disposition of other hotels previously owned by the Company, and the spin-off, and include allocations of costs from certain corporate and shared functions provided to the Company by InvenTrust, as well as

XENIA HOTELS & RESORTS, INC.

Notes to Combined Condensed Consolidated Financial Statements (unaudited)

June 30, 2016

costs associated with participation by certain of the Company's executives in InvenTrust's benefit plans. Corporate costs directly associated with the Company's principal executive offices, personnel and other administrative costs are reflected as general and administrative expenses on the combined condensed consolidated statements of operations and comprehensive income. Additionally, prior to the spin-off, InvenTrust allocated to the Company a portion of its corporate overhead costs based upon the Company's percentage share of the average invested assets of InvenTrust, which is reflected in general and administrative expenses. Based on these presentation matters, the financial statements for the three and six months ended June 30, 2015 may not be comparable.

As InvenTrust was managing various asset portfolios, the extent of services and benefits a portfolio received was based on the size of its assets. Therefore, using average invested assets to allocate costs was a reasonable reflection of the services and other benefits received by the Company and complied with applicable accounting guidance. However, actual costs may have differed from allocated costs if the Company had operated as a stand-alone entity during such period and those differences may have been material.

Each property maintains its own books and financial records and each entity's assets are not available to satisfy the liabilities of other affiliated entities, except as otherwise disclosed in Note 7.

#### Use of Estimates

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

#### Consolidation

The Company evaluates its investments in partially owned entities to determine whether such entities may be a variable interest entity ("VIE"). If the entity is a VIE, the determination of whether the Company is the primary beneficiary must be made. The primary beneficiary determination is based on a qualitative assessment as to whether the entity has (i) power to direct significant activities of the VIE and (ii) an obligation to absorb losses or the right to receive benefits that could be potentially significant to the VIE. The Company will consolidate a VIE if it is deemed to be the primary beneficiary, as defined in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 810, Consolidation. The equity method of accounting is applied to entities in which the Company is not the primary beneficiary as defined in FASB ASC 810, or the entity is not a VIE and the Company does not have effective control, but can exercise influence over the entity with respect to its operations and major decisions.

On January 1, 2016, the Company adopted ASU 2015-02, Amendments to the Consolidation Analysis ("ASU 2015-02"), which amended the consolidation guidance for VIE's and general partner's investments in limited partnerships and modifies the evaluation of whether limited partnership and similar legal entities are VIEs or voting interest entities. Upon adoption of ASU 2015-02, the Company concluded there was no change required in the accounting of its two previously identified VIEs in our two investments in real estate entities and therefore will continue to consolidate these VIEs for reporting purposes, as further described in Note 5. However, the Company concluded that the Operating Partnership now meets the criteria as a VIE under ASU 2015-02. The Company's significant asset is its investment in the Operating Partnership, as described in Note 1, and consequently, substantially all of the Company's assets and liabilities represent those assets and liabilities of the Operating Partnership. All of the Company's debt is an obligation of the Operating Partnership. As such, there is no change in the presentation of the consolidated financial statements of the Company upon adoption of ASU 2015-02.

#### Impairment

The Company assesses the carrying values of the respective long-lived assets, whenever events or changes in circumstances indicate that the carrying amounts of these assets may not be fully recoverable, such as a reduction in the expected holding period of the asset or a change in demand for lodging at the Company's hotels. If it is determined

that the carrying value is not recoverable because the undiscounted cash flows do not exceed carrying value, the Company records an impairment loss to the extent that the carrying value exceeds fair value. The valuation and possible subsequent impairment of investment properties is a significant estimate that can and does change based on the Company's continuous process of analyzing each property and reviewing assumptions about uncertain inherent factors, as well as the economic condition of the property at a particular point in time.

8

---

XENIA HOTELS & RESORTS, INC.

Notes to Combined Condensed Consolidated Financial Statements (unaudited)

June 30, 2016

The use of projected future cash flows and related holding period is based on assumptions that are consistent with the estimates of future expectations and the strategic plan the Company uses to manage its underlying business. However, assumptions and estimates about future cash flows and capitalization rates are complex and subjective. Changes in economic and operating conditions and the Company's ultimate investment intent that occur subsequent to the impairment analyses could impact these assumptions and result in future impairment charges of the real estate properties.

**Investment Properties Held for Sale**

In determining whether to classify an investment property as held for sale, the Company considers whether:

(i) management has committed to a plan to sell the investment property; (ii) the investment property is available for immediate sale, in its present condition; (iii) the Company is actively marketing the investment property for sale at a price that is reasonable in relation to its fair value; (iv) the Company has initiated a program to locate a buyer; (v) the Company believes that the sale of the investment property is probable; (vi) the Company has received a significant non-refundable deposit for the purchase of the property; (vii) actions required for the Company to complete the plan indicate that it is unlikely that any significant changes will be made to the plan.

If all of the above criteria are met, the Company classifies the investment property as held for sale. On the day that these criteria are met, the Company suspends depreciation and amortization on the investment properties held for sale. The investment properties and liabilities associated with those investment properties that are held for sale are classified separately on the condensed consolidated balance sheets for the most recent reporting period and all comparative periods presented at the lesser of the carrying value or fair value less costs to sell. Additionally, if the sale constitutes a strategic shift with a major effect on operations, the operations are classified on the combined condensed consolidated statements of operations and comprehensive income as discontinued operations for all periods presented.

**Share-Based Compensation**

The Company has adopted a share-based incentive plan that provides for the grant of stock options, stock awards, restricted stock units, Operating Partnership units and other equity-based awards. Share-based compensation is measured at the estimated fair value of the award on the date of grant, adjusted for forfeitures, and recognized as an expense on a straight-line basis over the longest vesting period for each grant for the entire award. The determination of fair value of these awards is subjective and involves significant estimates and assumptions including expected volatility of the Company's shares, expected dividend yield, expected term and assumptions of whether certain of these awards will achieve parity with other Operating Partnership units or achieve performance thresholds.

Share-based compensation is included in general and administrative expenses in the accompanying combined condensed consolidated statements of operations and comprehensive income and capitalized in building and other improvements in the condensed consolidated balance sheets for certain employees that manage property developments, renovations and capital improvements.

**Recently Issued Accounting Pronouncements**

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, Revenue from Contracts with Customers, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in GAAP when it becomes effective, although it will not affect the accounting for rental related revenues. The new standard is effective for the Company on January 1, 2018, pursuant to ASU No. 2015-09 which deferred the adoption date by one year. Early adoption is permitted. The standard permits the use of either the retrospective or cumulative effect transition method. The Company is evaluating the effect that ASU No. 2014-09 and related updates will have on its combined condensed consolidated financial statements and related disclosures, but it does not believe it will have a material impact on its combined condensed consolidated financial statements and related disclosures. The Company has not yet selected a transition method.

In September 2015, the FASB issued ASU No. 2015-16, Simplifying the Accounting for Measurement-Period Adjustments, which eliminates the requirement for an acquirer in a business combination to account for

measurement-period adjustments retrospectively. Instead, acquirers must recognize measurement-period adjustments during the period in which they determine the amounts, including the effect on earnings of any amounts that would have been recorded in previous periods if the accounting had been completed at the acquisition date. This update was effective for interim and annual periods beginning after December 15, 2015, with early adoption permitted. The implementation of ASU 2015-16 on January 1, 2016 had no material impact on the Company's combined condensed consolidated financial statements.



## XENIA HOTELS &amp; RESORTS, INC.

Notes to Combined Condensed Consolidated Financial Statements (unaudited)

June 30, 2016

In November 2015, the FASB issued ASU 2015-17, Balance Sheet Classification of Deferred Taxes, which simplifies the presentation of deferred taxes by requiring that deferred tax assets and liabilities be presented as noncurrent on the balance sheet. The new standard is effective for the Company on January 1, 2017. Early adoption is permitted. The Company does not expect ASU No. 2015-17 to have a significant impact on its combined condensed consolidated financial statements and related disclosures.

In February 2016, the FASB issued ASU 2016-02, Leases, which replaces ASC Topic 840, Leases, and requires most lessee leases to be recorded on the Company's balance sheet as either operating or financing leases with a right of use asset with a corresponding lease liability measured at present value. Operating leases will be recognized on the income statement on a straight-line basis as lease expense and financing leases will be accounted for similar to the accounting for amortizing debt. ASU 2016-02, allows lessors to capitalize only incremental initial direct leasing costs and will require only tenant payments for tax and insurance to be recognized as lease revenue. Leases with terms of less than 12 months will continue to be accounted for as they are under the current standard. The new standard is effective for the Company on January 1, 2019, with early adoption permitted. The Company is evaluating the effect that ASU 2016-02 will have on its combined condensed consolidated financial statements and related disclosures. The Company has not yet selected a transition method nor has it determined the effect of the standard on its ongoing financial reporting.

In March 2016, the FASB issued ASU-2016-09, Improvements to Employee Share-Based Award Payment Accounting, which simplifies various aspects of how share-based payments are accounted for and presented in the financial statements. This standard requires companies to record all of the tax effects related to share-based payments through the income statement, allows companies to elect an accounting policy to either estimate the share based award forfeitures (and expense) or account for forfeitures (and expense) as they occur, and allows companies to withhold up to the maximum individual statutory tax rate the shares upon settlement of an award without causing the award to be classified as liability. This guidance is effective for the Company on January 1, 2017, however, early adoption is permitted. The Company does not expect ASU No. 2016-09 to have a significant impact on its combined condensed consolidated financial statements and related disclosures.

### 3. Acquired Properties

In June 2015, the Company entered into a purchase agreement to acquire a portfolio of three hotels: the RiverPlace Hotel in Portland, Oregon, the Canary Hotel in Santa Barbara, California, and the Hotel Palomar in Philadelphia, Pennsylvania (the "Kimpton Portfolio") for a total purchase price of \$245 million, excluding closing costs, which were expensed and included in acquisition costs on the combined condensed consolidated statement of operations for the three and six months ended June 30, 2015. These acquisitions closed in July 2015.

In January 2016, the Company acquired the Hotel Commonwealth located in Boston, Massachusetts for a purchase price of \$136 million, excluding closing costs, which were expensed and included in acquisition costs on the combined condensed consolidated statement of operations for the six months ended June 30, 2016. The source of funding was proceeds from the \$125 million term loan entered into by the Company as further described in Note 7, and a \$20 million escrow deposit applied to the purchase price at closing. The hotel has a total of 245-rooms, which includes a 96-room hotel expansion that was completed in January 2016. The Hotel Commonwealth is subject to a long-term ground lease, which expires in 2087, and was assumed by the Company as part of the hotel's acquisition. The Company records identifiable assets and liabilities, including intangibles, acquired in a business combination at fair value using significant other observable inputs (Level 2) including available market information and appropriate valuation methodologies available. The following reflects the purchase price allocation for the hotel acquired during the six months ended June 30, 2016 (in thousands):

Building and improvements	\$103,847
Furniture, fixtures, and equipment	10,238
Intangibles and other assets <sup>(1)</sup>	21,915
Total purchase price	\$136,000

As part of the purchase price allocation, the Company allocated \$21.7 million to a below market lease intangible (1) that will be amortized on a straight line basis over the remaining term of the underlying ground lease, which expires in 2087.

10

---

## XENIA HOTELS &amp; RESORTS, INC.

Notes to Combined Condensed Consolidated Financial Statements (unaudited)

June 30, 2016

For the property acquired during the six months ended June 30, 2016, total revenues and net income from the date of acquisition through June 30, 2016 are included in the accompanying combined condensed consolidated statements of operations and comprehensive income for the three and six months ended June 30, 2016 (in thousands):

	Three Months Ended June 30, 2016	Six Months Ended June 30, 2016
Revenue	\$ 8,139	\$ 11,595
Net income (excluding acquisition costs)	\$ 2,291	\$ 1,368

The following unaudited condensed pro forma financial information presents the results of operations as if the 2016 and 2015 acquisitions had taken place on January 1, 2015. The unaudited pro forma financial information is not necessarily indicative of what actual results of operations of the Company would have been assuming the 2016 and 2015 acquisitions had taken place on January 1, 2015, nor does it purport to represent the results of operations for future periods. The unaudited condensed proforma financial information is as follows (in thousands, except per share and per share data):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Revenue	\$ 261,378	\$ 269,992	\$ 496,706	\$ 510,482
Net income	\$ 26,141	\$ 24,650	\$ 16,974	\$ 5,942
Net income per share attributable to common stock - basic and diluted	\$ 0.24	\$ 0.22	\$ 0.16	\$ 0.05
Weighted average number of common shares - basic	107,936,336	1,676,096	108,813,649	12,316,767
Weighted average number of common shares - diluted	108,048,155	1,914,085	108,910,761	12,460,712

(1) The pro forma results above exclude acquisition costs.

## 4. Disposed Properties

In November 2015, the Company entered into a purchase and sale agreement to sell the Hilton University of Florida Conference Center Gainesville, at which time the hotel was determined to have met the held for sale criteria and was presented as assets and liabilities associated with assets held for sale on the Company's condensed consolidated balance sheet for all periods presented. In February 2016, the Company sold the Hilton University of Florida Conference Center Gainesville for a sale price of \$36 million and recognized a gain of \$0.6 million which is included in gain (loss) on sale of investment properties on the combined condensed consolidated statement of operations for the six months ended June 30, 2016. The Company was entitled to net proceeds at closing of \$31.1 million, and in conjunction with the sale repaid the \$27.8 million outstanding property level mortgage.

In January 2016, the Company entered into a purchase and sale agreement to sell the DoubleTree by Hilton Washington DC for a sale price of \$65 million, excluding closing costs. The sale of the hotel closed in April 2016 and resulted in net proceeds of \$63.5 million and the recording of a \$0.1 million impairment charge, which is included in the provision for asset impairment on the combined condensed consolidated statement of operations for the three and six months ended June 30, 2016.

In February 2016, the Company entered into a purchase and sale agreement to sell the Embassy Suites Baltimore North/Hunt Valley for a sale price of \$20 million, excluding closing costs. As a result of the negotiated sales price, the Company recorded an impairment charge during the six months ended June 30, 2016 of \$7.6 million. The sale of the hotel closed in May 2016 and resulted in net proceeds of \$19.5 million and the recording of an additional impairment charge of \$0.4 million which is included in the provision for asset impairment on the combined condensed consolidated statement of operations for the three and six months ended June 30, 2016.

In April 2016, the Company entered into a purchase and sale agreement to sell the Marriott Atlanta Century Center/Emory Area and the Hilton Phoenix Suites for a combined sales price of \$50.8 million, excluding closing costs. As a result of the negotiated sales price, the Company recorded an impairment charge of \$1.9 million for the three and six months ended June 30, 2016,

## XENIA HOTELS &amp; RESORTS, INC.

Notes to Combined Condensed Consolidated Financial Statements (unaudited)

June 30, 2016

which is included in the provision for asset impairment on the combined condensed consolidated statement of operations. The sale of the two hotels closed in June 2016 and resulted in net proceeds of \$50 million. During the six months ended June 30, 2016, the Company determined each of the four hotels that entered into purchase and sales agreements during the period met the held for sale criteria in accordance with its accounting policy, and therefore has presented these hotels' assets and liabilities associated with assets held for sale as held for sale on the Company's condensed consolidated balance sheets for all periods presented. As there were no remaining assets or liabilities associated with assets held for sale at June 30, 2016, the major classes of assets and liabilities for the five properties disposed of during the six months ended June 30, 2016 were as follows at December 31, 2015 (in thousands):

	December
	31, 2015
Land <sup>(1)</sup>	\$31,698
Building and other improvements	223,392
Total	\$255,090
Less accumulated depreciation	(83,677 )
Net investment properties	\$171,413
Restricted cash and escrows	4,576
Accounts and rents receivable, net	1,175
Intangible assets, net	2,456
Deferred costs and other assets	1,776
Total assets held for sale	\$181,396
Debt	\$27,775
Accounts payable and accrued expenses	3,440
Other liabilities	431
Total liabilities of assets held for sale	\$31,646

The Hilton University of Florida Conference Center Gainesville and the Marriott Atlanta Century Center/Emory (1)Area were subject to ground leases. The Company has no future obligations under the terms of these ground leases as part of the disposition of these hotels.

The operating results of the four and five hotels sold during three and six months ended June 30, 2016, respectively, are included in the Company's combined condensed consolidated financial statements as part of continuing operations in accordance with ASU No. 2014-08 Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity ("ASU 2014-08") through the date of their disposition, as they did not represent a strategic shift or have a major effect on the Company's results of operations.

## Discontinued Operations

In November 2014, 52 lodging properties were sold by InvenTrust (the "Suburban Select Service Portfolio"), which were properties previously overseen by the Company. This disposition represented a strategic shift and had a major effect on the Company's results of operations. Accordingly, the results of operations of these 52 lodging properties were presented as discontinued operations pursuant to ASU 2014-08. During early 2015, \$489 thousand in carryover costs related to the Suburban Select Service Portfolio were incurred and have been presented as discontinued operations for the three and six months ended June 30, 2015.

## 5. Investment in Real Estate Entities

## Consolidated Entities

During 2013, the Company entered into two investments in real estate entities in order to develop the Grand Bohemian Hotel Charleston and the Grand Bohemian Hotel Mountain Brook. The Company has ownership interests of 75% in each real estate entity. These entities are considered VIE's as defined in ASU 2015-02 because the entities

did not have enough equity to finance their activities without additional subordinated financial support. The Company determined that it has the power to direct the activities of the VIE's that most significantly impact the VIE's economic performance, as well as the obligation to absorb losses of the VIE's that could potentially be significant to the Company, or the right to receive benefits from the VIE's that could potentially be significant to the Company. As such, the Company has a controlling financial interest and is considered the primary beneficiary of each of these entities. Therefore, these entities are consolidated by the Company.

## XENIA HOTELS &amp; RESORTS, INC.

Notes to Combined Condensed Consolidated Financial Statements (unaudited)

June 30, 2016

The following are the liabilities of the consolidated VIE's, which are non-recourse to the Company, and the assets that can be used to settle those obligations (in thousands):

	June 30, 2016	December 31, 2015
Net investment properties	\$72,810	\$ 74,592
Other assets	3,933	2,548
Total assets	\$76,743	\$ 77,140
Mortgages, notes and margins payable	(45,890 )	(45,734 )
Other liabilities	(2,205 )	(2,848 )
Total liabilities	\$(48,095)	\$(48,582 )
Net assets	\$28,648	\$ 28,558

In August 2015, the Grand Bohemian Hotel Charleston began operations as a 50-room lifestyle hotel. The total development cost of the property was \$32 million. In October 2015, the Grand Bohemian Hotel Mountain Brook began operations as a 100-room lifestyle hotel. The total development cost of the property was \$45 million. All operations of the two hotels for the three and six months ended June 30, 2016 were consolidated in the accompanying combined condensed consolidated statements of operations and comprehensive income, with a corresponding allocation for non-controlling interests.

## 6. Transactions with Related Parties

The following table summarizes the Company's related party transactions (in thousands):

	Three Months Ended June 30, 2015	Six Months Ended June 30, 2015
General and administrative allocation (a)	\$	—\$ 1,135
Transition services fees (b)	247	502

General and administrative allocations include costs from certain corporate and shared functions provided to the Company by InvenTrust, as well as costs associated with participation by certain of the Company's executives in InvenTrust's benefit plans. InvenTrust allocated to the Company a portion of its corporate overhead costs which was based upon the Company's percentage share of the average invested assets of InvenTrust. As InvenTrust was managing various asset portfolios, the extent of services and benefits a portfolio received was based on the size of its assets. Therefore, using average invested assets to allocate costs was a reasonable reflection of the services and other benefits received by the Company and complied with applicable accounting guidance. However, actual costs may have differed from allocated costs if the Company had operated as a stand-alone entity during such period and those differences may have been material. Following the spin-off, the Company was not allocated any further general and administrative expenses.

In connection with the Company's separation from InvenTrust, the Company entered into a transition services agreement with InvenTrust under which InvenTrust has agreed to provide certain transition services to the Company, including services related to information technology systems, financial reporting and accounting and legal services. The expiration date varied by service provided and the agreement terminated on the earlier of March 31, 2016 or the termination of the last service provided under it. In June 2015, the Company terminated all fee-based services provided under the transition services agreement effective July 31, 2015, and thereafter, no additional fees are expected to be incurred for services provided by InvenTrust.

As of June 30, 2016 and December 31, 2015, the Company owed \$0 and \$2.6 million, respectively, to InvenTrust which is included in other liabilities in the condensed consolidated balance sheets. As of December 31, 2015, the amount due to InvenTrust was related to purchases of furniture, fixtures and equipment funded by InvenTrust and to

taxes paid by InvenTrust on behalf of the Company.

13

---



## XENIA HOTELS &amp; RESORTS, INC.

Notes to Combined Condensed Consolidated Financial Statements (unaudited)

June 30, 2016

## 7. Debt

## Mortgages Payable

Debt as of June 30, 2016 and December 31, 2015 consisted of the following (dollar amounts in thousands):

	Rate Type	Rate <sup>(1)</sup>	Maturity Date	Balance Outstanding as of June 30, 2016	December 31, 2015
Mortgage Loans					
Renaissance Atlanta Waverly Hotel & Convention Center	Fixed	5.50 %	12/6/2016	\$97,000	\$ 97,000
Renaissance Austin Hotel	Fixed	5.51 %	12/8/2016	83,000	83,000
Courtyard Pittsburgh Downtown <sup>(2)</sup>	Fixed	4.00 %	3/1/2017	—	22,607
Marriott Griffin Gate Resort & Spa <sup>(3)</sup>	Variable	2.96 %	3/23/2017	34,000	34,374
Courtyard Birmingham Downtown at UAB	Fixed	5.25 %	4/1/2017	13,198	13,353
Hilton University of Florida Conference Center Gainesville <sup>(4)</sup>	Fixed	6.46 %	2/1/2018	—	27,775
Fairmont Dallas	Variable	2.45 %	4/10/2018	55,863	56,217
Residence Inn Denver City Center	Variable	2.71 %	4/17/2018	45,210	45,210
Marriott Dallas City Center	Variable	2.71 %	5/24/2018	40,090	40,090
Bohemian Hotel Savannah Riverfront	Variable	2.81 %	12/17/2018	27,480	27,480
Andaz Savannah	Variable	2.46 %	1/14/2019	21,500	21,500
Hotel Monaco Denver	Variable	2.56 %	1/17/2019	41,000	41,000
Hotel Monaco Chicago	Variable	2.70 %	1/17/2019	24,144	26,000
Hyatt Regency Santa Clara	Variable	2.46 %	1/20/2019	60,200	60,200
Loews New Orleans Hotel	Variable	2.81 %	2/22/2019	37,500	37,500
Andaz Napa	Variable	2.56 %	3/21/2019	38,000	38,000
Westin Galleria & Oaks Houston	Variable	2.96 %	5/1/2019	110,000	110,000
Marriott Charleston Town Center	Fixed	3.85 %	7/1/2020	16,642	16,877
Grand Bohemian Hotel Charleston (JV)	Variable	2.95 %	11/10/2020	19,909	19,950
Grand Bohemian Hotel Mountain Brook (JV)	Variable	2.96 %	12/27/2020	26,250	25,784
Hotel Palomar Philadelphia <sup>(5)</sup>	Fixed <sup>(5)</sup>	4.14 %	1/13/2023	60,000	—
Residence Inn Boston Cambridge	Fixed	4.48 %	10/28/2025	63,000	63,000
Grand Bohemian Hotel Orlando <sup>(6)</sup>	Fixed	4.53 %	3/1/2026	60,000	49,360
Total Mortgage Loans		3.60 % <sup>(7)</sup>		\$973,986	\$ 956,277
Mortgage Loan Premium / Discounts <sup>(8)</sup>	—	—	—	(535)	(661)
Unamortized Deferred Financing Costs	—	—	—	(7,450)	(8,305)
Senior Unsecured Credit Facility	Variable	2.25 %	2/3/2019	—	—
Term Loan \$175M	Fixed <sup>(9)</sup>	2.79 %	2/15/2021	175,000	175,000
Term Loan \$125M <sup>(10)</sup>	Fixed <sup>(9)</sup>	3.63 %	10/22/2022	125,000	—
Total Debt, net <sup>(4)</sup>		3.49 % <sup>(7)</sup>		\$ 1,266,001	\$ 1,122,311

(1) Variable index is one month LIBOR.

(2) In June 2016, the Company elected its prepayment option and repaid the outstanding balance of the mortgage loan of \$22.3 million.

(3) In March 2016, the Company elected to exercise its rights under the terms of the mortgage loan to extend the maturity date to March 23, 2017.

(4) The hotel was sold in February 2016, and the related debt was paid off with proceeds from the sale. The \$27.8 million balance of the mortgage was included in liabilities associated with assets held for sale as of December 31,

2015.

(5) In January 2016, the Company entered into a \$60 million mortgage loan with an interest rate of LIBOR plus 260 basis points, maturing in January 2023. Simultaneously with the closing of the mortgage loan, the Company entered into an interest rate swap to fix LIBOR at 1.54% for the entire term of the loan, for a combined rate of 4.14% as of June 30, 2016.

14

---

XENIA HOTELS & RESORTS, INC.

Notes to Combined Condensed Consolidated Financial Statements (unaudited)

June 30, 2016

In February 2016, the Company refinanced the mortgage with a new loan bearing a 4.53% fixed interest rate and (6) March 2026 maturity. Additional proceeds of approximately \$11 million were received under the refinanced terms of the mortgage, which increased the principal of the loan from approximately \$49 million to \$60 million.

(7) Represents the weighted average interest rate as of June 30, 2016.

(8) Loan premium/(discounts) on assumed mortgages recorded in purchase accounting.

(9) LIBOR has been fixed for the entire term of the loan. The spread may vary, as it is determined by the Company's leverage ratio.

(10) Funded \$125 million in January 2016 in connection with the acquisition of the Hotel Commonwealth.

In connection with repaying and refinancing mortgage loans during the six months ended June 30, 2016, the Company incurred prepayment and extinguishment fees of approximately \$4.8 million which is included in the loss on extinguishment of debt in the accompanying combined condensed consolidated statements of operations and comprehensive income for the period ended June 30, 2016. The loss from extinguishment of debt represents the write off of unamortized deferred financing costs incurred when the original agreements were executed as well as loan premiums or discounts and termination penalty payments.

Debt outstanding as of June 30, 2016 and December 31, 2015 was \$1,274 million and \$1,131 million and had a weighted average interest rate of 3.49% and 3.51% per annum, respectively. Mortgage premiums and discounts were a net \$0.5 million and \$0.7 million as of June 30, 2016 and December 31, 2015, respectively. The following table shows scheduled debt maturities for the next five years and thereafter (in thousands):

	As of June 30, 2016	Weighted average interest rate
2016	\$ 180,000	5.50%
2017	47,198	3.60%
2018	168,643	2.64%
2019	332,344	2.71%
2020	62,801	3.19%
Thereafter	483,000	3.61%
Total Debt	1,273,986	3.49%
Total mortgage premiums and discounts, net	(535)	—
Unamortized deferred financing costs	(7,450)	—
Total Debt, net of mortgage loan discounts and unamortized deferred financing costs	\$ 1,266,001	3.49%

Of the total outstanding debt at June 30, 2016, approximately \$23.0 million of the mortgage loans were recourse to the Company. Certain loans have options to extend the maturity dates if exercised by the Company, subject to being compliant with certain covenants and the payment of an extension fee. Some of the mortgage loans require compliance with certain covenants, such as debt service coverage ratios, investment restrictions and distribution limitations. As of June 30, 2016, the Company was in compliance with all such covenants.

Senior Unsecured Credit Facility

Prior to the consummation of the spin-off transaction, the Company was allocated \$96 million of InvenTrust's revolving credit facility. Effective February 3, 2015, this allocation was terminated and the Company entered into a new \$400 million senior unsecured credit facility with a syndicate of banks. The new revolving credit facility includes an uncommitted accordion feature which, subject to certain conditions, allows the Company to increase the aggregate availability by up to an additional \$350 million. Borrowings under the revolving credit facility bear interest based on LIBOR plus a margin ranging from 1.50% to 2.45% (or, at the Company's election upon achievement of an investment grade rating from Moody's Investor Services, Inc. or Standard & Poor's Rating Services, interest based on LIBOR plus a margin ranging from 0.875% to 1.50%). In addition, until such election, the Company expects to pay an

unused commitment fee of up to 0.30% of the unused portion of the credit facility based on the average daily unused portion of the credit facility; thereafter, the Company expects to pay a facility fee ranging between 0.125% and 0.35% based on the Company's debt rating.

## XENIA HOTELS &amp; RESORTS, INC.

Notes to Combined Condensed Consolidated Financial Statements (unaudited)

June 30, 2016

As of June 30, 2016, there was no outstanding balance on the senior unsecured facility and during the three and six months ended June 30, 2016, the Company incurred unused commitment fees of approximately \$0.3 million and \$0.6 million, respectively. For the three and six months ended June 30, 2015, the Company incurred unused commitment fees of approximately \$0.3 million and \$0.5 million, respectively.

## 8. Derivatives

The Company primarily uses interest rate swaps as part of its interest rate risk management strategy. For derivative instruments designated as cash flow hedges, unrealized gains and losses on the effective portion are reported in accumulated other comprehensive income (loss), a component of stockholders' equity. Unrealized gains and losses on the ineffective portion of all designated hedges are recognized in earnings in the current period. At June 30, 2016, all derivative instruments were designated as cash flow hedges.

At June 30, 2016, the aggregate fair value of interest rate swap liabilities of \$12.2 million was included in other liabilities in the accompanying condensed consolidated balance sheet. For the three and six months ended June 30, 2016, the Company had an unrealized loss of \$5.3 million and \$15.6 million, respectively, that is included in the combined condensed consolidated statements of operations and comprehensive income. For the three and six months ended June 30, 2015, the Company had no unrealized gain or loss as hedging activities were initiated later in 2015. The following table summarizes the terms of the derivative financial instruments held by the Company and the liability that has been recorded as of June 30, 2016 and December 31, 2015 (in thousands)<sup>(1)</sup>:

Hedged Debt	Type	Fixed Rate	Index	Effective Date	Maturity	Notional Amounts	Estimated Fair Value		
							June 30, 2016	December 31, 2015	
\$175M Term Loan	Swap	1.30%	1-Month LIBOR + 1.50%	10/22/2015	2/15/2021	\$50,000	\$(1,112 )	\$ 604	
\$175M Term Loan	Swap	1.29%	1-Month LIBOR + 1.50%	10/22/2015	2/15/2021	65,000	(1,420 )	817	
\$175M Term Loan	Swap	1.29%	1-Month LIBOR + 1.50%	10/22/2015	2/15/2021	60,000	(1,311 )	754	
\$125M Term Loan	Swap	1.83%	1-Month LIBOR + 1.80%	1/15/2016	10/22/2022	50,000	(2,542 )	(229 )	
\$125M Term Loan	Swap	1.83%	1-Month LIBOR + 1.80%	1/15/2016	10/22/2022	25,000	(1,284 )	(145 )	
\$125M Term Loan	Swap	1.84%	1-Month LIBOR + 1.80%	1/15/2016	10/22/2022	25,000	(1,282 )	(126 )	
\$125M Term Loan	Swap	1.83%	1-Month LIBOR + 1.80%	1/15/2016	10/22/2022	25,000	(1,284 )	(132 )	
Mortgage Debt	Swap	1.54%	1-Month LIBOR + 2.60%	1/13/2016	1/13/2023	60,000	(1,969 )	—	
							\$360,000	\$(12,204)	\$ 1,543

(1) There were no amounts recognized in earnings related to hedge ineffectiveness or amounts excluded from hedge ineffectiveness testing during the three and six months ended June 30, 2016.

For the three and six months ended June 30, 2016, the Company reclassified \$1.0 million and \$1.9 million, respectively, from accumulated other comprehensive loss to interest expense. The Company expects approximately \$3.8 million will be reclassified from accumulated other comprehensive loss to interest expense in the next 12 months.

## 9. Fair Value Measurements

In accordance with FASB ASC 820, Fair Value Measurement and Disclosures, the Company defines fair value based on the price that would be received upon sale of an asset or the exit price that would be paid to transfer a liability in an

orderly transaction between market participants at the measurement date. The Company uses a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value. The fair value hierarchy consists of three broad levels, which are described below:

- Level 1 - Quoted prices for identical assets or liabilities in active markets that the entity has the ability to access.
- Level 2 - Observable inputs, other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

XENIA HOTELS & RESORTS, INC.

Notes to Combined Condensed Consolidated Financial Statements (unaudited)

June 30, 2016

Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets and liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

The Company has estimated the fair value of its financial and non-financial instruments using available market information and valuation methodologies it believes to be appropriate for these purposes. Considerable judgment and a high degree of subjectivity are involved in developing these estimates and, accordingly, they are not necessarily indicative of amounts that would be realized upon disposition.

Recurring Measurements

For assets and liabilities measured at fair value on a recurring basis, quantitative disclosure of their fair value is as follows (in thousands):

Description	Fair Value Measurement	
	Significant Unobservable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets		
Interest rate swaps	\$—	\$ 1,820
Liabilities		
Interest rate swaps	(12,204 )	(277 )
Total	\$(12,204)	\$ 1,543

The fair value of each derivative instrument is based on a discounted cash flow analysis of the expected cash flows under each arrangement. This analysis reflects the contractual terms of the derivative instrument, including the period to maturity, and utilizes observable market-based inputs, including interest rate curves and implied volatilities, which are classified within level 2 of the fair value hierarchy. The Company also incorporates credit value adjustments to appropriately reflect each parties' nonperformance risk in the fair value measurement, which utilizes level 3 inputs such as estimates of current credit spreads. However, the Company has assessed that the credit valuation adjustments are not significant to the overall valuation of the derivatives. As a result, the Company has determined that its derivative valuations in their entirety are classified within level 2 of the fair value hierarchy.

Non-Recurring Measurements

Investment Properties

During the three and six months ended June 30, 2016, the Company identified two hotel properties that had a reduction in its expected holding period and reviewed the probability of the assets' disposition. The Company recorded an impairment charge of \$2.4 million and \$10.0 million, respectively, for the three and six months ended June 30, 2016, based on the estimated fair value using purchase contracts and average selling costs. These properties were subsequently sold in May 2016 and June 2016, respectively. No impairments were recorded for the three and six months ended June 30, 2015.

## XENIA HOTELS &amp; RESORTS, INC.

Notes to Combined Condensed Consolidated Financial Statements (unaudited)

June 30, 2016

## Financial Instruments Not Measured at Fair Value

The table below represents the fair value of financial instruments presented at carrying values in the combined condensed consolidated financial statements as of June 30, 2016 and December 31, 2015 (in thousands):

	June 30, 2016		December 31, 2015	
	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Mortgages payable	\$1,273,451	\$1,276,113	\$1,130,616	\$1,137,149
Total	\$1,273,451	\$1,276,113	\$1,130,616	\$1,137,149

The Company estimates the fair value of its mortgages payable using a weighted average effective interest rate of 3.14% and 3.48% per annum as of June 30, 2016 and December 31, 2015, respectively. As of June 30, 2016, the fair value estimate of the unsecured term loan and the fair value estimate of the unsecured credit facility approximated their carrying value. The assumptions reflect the terms currently available on similar borrowing terms to borrowers with credit profiles similar to the Company's. The Company has determined that its debt instrument valuations are classified in Level 2 of the fair value hierarchy.

## 10. Income Taxes

The Company intends to operate in a manner that will allow the Company to qualify as a REIT under the Internal Revenue Code of 1986, as amended. To qualify as a REIT, the Company cannot operate or manage its hotels. So long as the Company qualifies for taxation as a REIT, it generally will not be subject to federal income tax on taxable income that is currently distributed to its stockholders. A REIT is subject to a number of organizational and operational requirements, including a requirement that it currently distribute at least 90% of its REIT taxable income (subject to certain adjustments) to its stockholders. If the Company fails to qualify as a REIT in any taxable year, without the benefit of certain relief provisions, the Company will be subject to federal, state and local income tax on its taxable income at regular corporate tax rates and will not be eligible to re-elect REIT status during the four years following the failure. Even if the Company qualifies for taxation as a REIT, the Company may be subject to certain state and local taxes on its income, property or net worth and federal income and excise taxes on its undistributed income.

Accordingly, the Company, through its Operating Partnership, leases all of its hotels to subsidiaries of its TRS. The TRS is subject to federal, state and local income tax at regular corporate rates. Lease revenue at the REIT landlord subsidiaries and lease expense at the TRS lessees are eliminated in consolidation for financial statement purposes. The Company estimated the TRS income tax expense for the three and six months ended June 30, 2016 using an estimated federal and state statutory combined rate of 39.2%. For the three and six months ended June 30, 2016 the Company recognized income tax expense of \$6.1 million and \$9.8 million, respectively.

During the three and six months ended June 30, 2015, the Company recognized income tax expense of \$3.4 million and \$8.5 million, respectively, of which \$1.9 million for the six months ended June 30, 2015 related to taxes on a one-time gain on the transfer of a hotel resulting in a more optimal structure in connection with the Company's intention to be taxed as a REIT. The Company's effective tax rate differed from the federal statutory rate predominately due to the dividends paid deduction, state income taxes, and changes to valuation allowances.

## 11. Stockholders' Equity

## Common Shares

On February 4, 2015, in conjunction with the listing of the Company's Common Stock on the NYSE, the Company commenced a modified "Dutch Auction" self-tender offer (the "Tender Offer") to purchase for cash up to \$125 million in value of shares of the Company's Common Stock at a price not greater than \$21.00 nor less than \$19.00 per share, net to the seller in cash, less any applicable withholding of taxes and without interest. The Tender Offer expired on March 5, 2015. As a result of the Tender Offer, the Company accepted for purchase 1,759,344 shares of its Common Stock at a purchase price of \$21.00 per share, for an aggregate purchase price of \$36.9 million (excluding fees and expenses relating to the Tender Offer), which was funded from cash on hand. The 1,759,344 shares of Common Stock accepted



for purchase in the Tender Offer represented approximately 1.6% of the Company's Common Stock outstanding as of February 3, 2015, the last day prior to the commencement of the Tender Offer. Stockholders who properly tendered and did not properly withdraw shares of Common Stock in the Tender Offer

18

---

XENIA HOTELS & RESORTS, INC.

Notes to Combined Condensed Consolidated Financial Statements (unaudited)

June 30, 2016

at or below the final purchase price of \$21.00 per share had all of their tendered shares of Common Stock purchased by the Company at \$21.00 per share.

Stock Repurchase Program

In December 2015, the Company's Board of Directors authorized a stock repurchase program (the "Repurchase Program") pursuant to which we are authorized to purchase up to \$100 million of the Company's outstanding Common Stock, in the open market, in privately negotiated transactions or otherwise, including pursuant to Rule 10b5-1 plans. The Repurchase Program does not have an expiration date. The Company is not obligated to repurchase any dollar amount or any number of shares of common stock, and repurchases may be suspended or discontinued at any time. For the three and six months ended June 30, 2016, 738,435 and 4,128,935 shares, respectively, had been repurchased under the Repurchase Program, at a weighted average price of \$15.48 and \$14.71, respectively, per share for an aggregate purchase price of \$11.4 million and \$60.7 million, respectively. As of June 30, 2016, the Company had approximately \$39.3 million remaining under its share repurchase authorization.

Distributions

Common Stock

The Company paid or declared the following dividends on Common Stock during the three and six months ended June 30, 2016:

Dividend per Share/Unit	For the Quarter Ended	Record Date	Payable Date
\$0.275	March 31, 2016	March 31, 2016	April 15, 2016
\$0.275	June 30, 2016	June 30, 2016	July 15, 2016

Non-Controlling Interest of Common Units in Operating Partnership

As of June 30, 2016, the Operating Partnership had 1,378,573 long-term incentive partnership units ("LTIP units") outstanding, representing a 1.3% partnership interest held by the limited partners. Of the 1,378,573 LTIP units outstanding at June 30, 2016, 118,960 units had vested. Only vested LTIP units may be converted to common units of the Operating Partnership, which in turn can be tendered for redemption as described in Note 13.

As of June 30, 2016, the Company had accrued \$97 thousand in dividends related to the LTIP units, which were paid in July 2016.

12. Earnings Per Share

Basic earnings per common share is calculated by dividing income or loss available to common stockholders by the weighted-average number of common shares outstanding during the period. Diluted earnings per common share is calculated by dividing income or loss available to common stockholders by the weighted-average number of common shares outstanding during the period, plus any shares that could potentially be outstanding during the period. Any anti-dilutive shares have been excluded from the diluted earnings per share calculation.

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

Income allocated to non-controlling interest in the Operating Partnership has been excluded from the numerator and Common Units and vested LTIP Units in the Operating Partnership have been omitted from the denominator for the purpose of computing diluted earnings per share since including these amounts in the numerator and denominator would have no impact.

## XENIA HOTELS &amp; RESORTS, INC.

Notes to Combined Condensed Consolidated Financial Statements (unaudited)

June 30, 2016

The following table reconciles net income to basic and diluted EPS (in thousands, except share and per share data):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Numerator:				
Net income from continuing operations	\$26,141	\$ 23,750	\$16,971	\$ 9,369
Non-controlling interests in consolidated entities (Note 5)	(43 )	—	120	—
Non-controlling interests of common units in Operating Partnership (Note 1)	(330 )	(3 )	(240 )	(3 )
Distributions to preferred stockholders	—	(8 )	—	(8 )
Dividends, unvested share-based compensation	(113 )	(28 )	(212 )	(46 )
Net income from continuing operations available to common stockholders	25,655	23,711	16,639	9,312
Net loss from discontinued operations	—	—	—	(489 )
Net income available to common stock	\$25,655	\$ 23,711	\$16,639	\$ 8,823
Denominator:				
Weighted average shares outstanding - Basic	107,936,336	116,760,096	108,813,649	122,316,767
Effect of dilutive share-based compensation	111,819	237,989	97,112	143,945
Weighted average shares outstanding - Diluted	108,048,155	117,000,085	108,910,761	122,460,712
Basic and diluted earnings per share:				
Net income from continuing operations	\$0.24	\$ 0.21	\$0.15	\$ 0.08
Loss from discontinued operations, net of tax	—	—	—	—
Net income per share	\$0.24	\$ 0.21	\$0.15	\$ 0.08

## 13. Share Based Compensation

## 2014 Share Unit Plan

On September 17, 2014, the board of directors of InvenTrust and the Company's Board of Directors adopted and ratified the Xenia Hotels & Resorts, Inc. 2014 Share Unit Plan (the "2014 Share Unit Plan"). The 2014 Share Unit Plan provided for the grant of notional "share unit" awards to eligible participants. Refer to Exhibit 99.1 of the Company's Registration Statement on Form 10, filed on January 9, 2015, as amended, for additional information regarding the 2014 Share Unit Plan. The 2015 Incentive Award Plan, as defined below, replaced the 2014 Share Unit Plan in connection with the Company's separation from InvenTrust, and the 2014 Share Unit Plan was terminated in connection with the implementation of the 2015 Incentive Award Plan. Awards outstanding under the 2014 Share Unit Plan at the time of its termination will remain outstanding in accordance with their terms, and the terms and conditions of the 2014 Share Unit Plan will continue to govern such awards.

## 2015 Incentive Award Plan

On January 9, 2015, the Company adopted, and InvenTrust as its sole common stockholder approved, the Company's 2015 Incentive Award Plan (the "2015 Incentive Award Plan") effective as of February 2, 2015 (the date prior to the date of the Company's separation from InvenTrust), under which the Company may grant cash and equity incentive awards to eligible service providers in order to attract, motivate and retain the talent for which the Company competes. Refer to Exhibit 99.1 of the Company's Registration Statement on Form 10, filed on January 9, 2015, as amended, for additional information regarding the 2015 Incentive Award Plan. The plan allows for the grant of both share-based awards relating to the Company's Common Stock and partnership units ("LTIP units") in the Operating Partnership.

## Restricted Stock Units

In March 2016, the Compensation Committee ("the Compensation Committee") of the Board of Directors of the Company granted share units to certain Company employees (the "2016 Restricted Stock Units"). The 2016 Restricted Stock Units

20

---

XENIA HOTELS & RESORTS, INC.

Notes to Combined Condensed Consolidated Financial Statements (unaudited)

June 30, 2016

include 104,079 restricted stock units that are time-based and vest over a three year period and 51,782 restricted stock units that are performance-based. Both the time-based and performance-based units are subject to continued employment and have a weighted average grant date fair value of \$13.09 per share.

In April 2016, the Compensation Committee of the Board of Directors of the Company granted an additional 26,738 time-based 2016 Restricted Stock Units to a new executive, with a grant date fair value of \$15.34, with 50% of the time-based 2016 Restricted Stock Units vesting on February 4, 2017 and the remaining 50% vesting on February 4, 2018.

Other than the new awards granted to a new executive, each time-based 2016 Restricted Stock Unit will vest as follows, subject to the employee's continued service through each applicable vesting date: 33% on February 4, 2017, which is the first anniversary of the vesting commencement date of the award (February 4, 2016), 33% on the second anniversary of the vesting commencement date, and 34% on the third anniversary of the vesting commencement date. Of the performance-based 2016 Restricted Stock Units, twenty-five percent (25%) are designated as absolute total stockholder return ("TSR") units (the "Absolute TSR Share Units"), and vest based on varying levels of the Company's TSR over the defined performance period. The other seventy-five percent (75%) of the performance-based 2016 Restricted Stock Units are designated as relative TSR share units (the "Relative TSR Share Units") and vest based on the ranking of the Company's TSR as compared to its defined peer group over the defined performance period.

#### LTIP Unit Grants

LTIP Units are a class of limited partnership units in the Operating Partnership. Initially the LTIP Units do not have full parity with common units of the Operating Partnership with respect to liquidating distributions. However, upon the occurrence of certain events described in the Operating Partnership's partnership agreement, the LTIP Units can over time achieve full parity with the common units for all purposes. If such parity is reached, vested LTIP Units may be converted into an equal number of common units on a one for one basis at any time at the request of the LTIP Unit holder or the general partner of the Operating Partnership. Common units are redeemable for cash based on the fair market value of an equivalent number of shares of the Company's Common Stock, or, at the election of the Company, an equal number of shares of the Company's Common Stock, each subject to adjustment in the event of stock splits, specified extraordinary distributions or similar events.

In March 2016, the Compensation Committee approved the issuance of 664,515 performance-based LTIP Units (the "2016 Class A LTIP Units") and 78,076 time-based LTIP Units (the "2016 Time-Based LTIP Units") of the Operating Partnership under the 2015 Incentive Award Plan that had a weighted average grant date fair value of \$7.86 per unit. In April 2016, the Compensation Committee approved the issuance of 110,179 2016 Class A LTIP Units and 12,945 2016 Time-Based LTIP Units to a new executive that had an average grant date fair value of \$7.85 per unit.

Each award of Time-Based LTIP Units will vest as follows, subject to the executive's continued service through each applicable vesting date: 33% on February 4, 2017, which is the first anniversary of the vesting commencement date of the award (February 4, 2016), 33% on the second anniversary of the vesting commencement date, and 34% on the third anniversary of the vesting commencement date.

In May 2016, pursuant to the Company's Director Compensation Program, as amended and restated as of May 29, 2015, the Company approved the issuance of 33,894 fully vested LTIP Units of the Operating Partnership under the 2015 Incentive Award Plan to the Company's seven non-employee directors with a weighted average grant date fair value of \$15.49.

A portion of each award of Class A LTIP Units is designated as a number of "base units." Twenty-five percent (25%) of the base units are designated as absolute TSR base units, and vest based on varying levels of the Company's TSR over the defined performance period. The other seventy-five percent (75%) of the base units are designated as relative TSR base units and vest based on the ranking of the Company's TSR as compared to its defined peer group over the defined performance period.

LTIP Units (other than Class A LTIP Units that have not vested), whether vested or not, receive the same quarterly per-unit distributions as common units in the Operating Partnership, which equal the per-share distributions on the

Common Stock of the Company. Class A LTIP Units that have not vested receive a quarterly per-unit distribution equal to 10% of the distribution paid on common units in the Operating Partnership.

21

---

## XENIA HOTELS &amp; RESORTS, INC.

Notes to Combined Condensed Consolidated Financial Statements (unaudited)

June 30, 2016

The following is a summary of the non-vested incentive awards under the 2014 Share Unit Plan and the 2015 Incentive Award Plan as of June 30, 2016:

	2014 Share Unit Plan Share Units	2015 Incentive Award Plan Restricted Stock Units <sup>(1)</sup>	2015 Incentive Award Plan LTIP Units <sup>(1)</sup>	Total
Outstanding as of January 1, 2016	342,219	84,701	498,049	924,969
Granted	—	182,599	899,609	1,082,208
Vested	(94,685)	(22,331)	(95,559)	(212,575)
Expired	—	—	(42,486)	(42,486)
Forfeited	—	—	—	—
Outstanding as of June 30, 2016	247,534	244,969	1,259,613	1,752,116
Vested as of June 30, 2016	103,662	22,331	118,960	244,953
Weighted average fair value of outstanding shares/units	\$20.18	\$15.01	\$9.67	\$11.90

(1) Includes time-based and performance-based units.

The fair value of the time-based awards is determined based on the closing price of the Company's Common Stock on the grant date and compensation expense is recognized on a straight-line basis over the vesting period. The grant date fair value of performance awards for the 2016 Restricted Stock Units and the 2016 Class A LTIP Units were determined based on a Monte Carlo simulation method with the following assumptions, and compensation expense is recognized on a straight-line basis over the performance period:

Performance Award Grant Date	Percentage of Total Award	Grant Date Fair Value by Component (in dollars)	Volatility	Interest Rate	Dividend Yield
March 17, 2016 and April 25, 2016					
Absolute TSR Restricted Stock Units	25%	\$6.88	31.42%	0.50% - 1.14%	7.12%
Relative TSR Restricted Stock Units	75%	\$8.85	31.42%	0.50% - 1.14%	7.12%
Absolute TSR Class A LTIPs	25%	\$7.06	31.42%	0.50% - 1.14%	7.12%
Relative TSR Class A LTIPs	75%	\$8.95	31.42%	0.50% - 1.14%	7.12%

The absolute and relative stockholder returns are market conditions as defined by ASC 718, Compensation - Stock Compensation. Market conditions include provisions wherein the vesting condition is met through the achievement of a specific value of the Company's Common Stock, which is total stockholder return in this case. Market conditions differ from other performance awards under ASC 718 in that the probability of attaining the condition (and thus vesting in the shares) is reflected in the initial grant date fair value of the award. Accordingly, it is not appropriate to reconsider the probability of vesting in the award subsequent to the initial measurement of the award, nor is it appropriate to reverse any of the expense if the condition is not met.

Therefore, once the expense for these awards is measured, the expense must be recognized over the service period regardless of whether the target is met, or at what level the target is met. Expense may only be reversed if the holder

of the instrument forfeits the award by leaving the employment of the Company prior to vesting. For the three and six months ended June 30, 2016 the Company recognized approximately \$2.3 million and \$5.0 million, respectively, of share-based compensation expense (net of forfeitures) related to share units, restricted stock units, and LTIP Units provided to certain of its executive officers, other officers and members of management, which included \$1.2 million of accelerated share-based compensation expense related to management transition and severance agreements, \$525 thousand was provided to the Company's Board of Directors, and capitalized approximately \$146 thousand and \$255 thousand, respectively, related to restricted stock units provided to certain members of management that oversee development and capital projects on behalf of the Company. As of June 30, 2016, there was \$14.8 million of total unrecognized compensation costs related to non-



XENIA HOTELS & RESORTS, INC.

Notes to Combined Condensed Consolidated Financial Statements (unaudited)

June 30, 2016

vested restricted share units, Class A LTIP Units and Time-Based LTIP Units issued under the 2014 Share Unit Plan and the 2015 Incentive Award Plan, as applicable, which are expected to be recognized over a remaining weighted-average period of 2.0 additional years.

For the three and six months ended June 30, 2015, the Company recognized \$0.5 million and \$1.1 million, respectively, of share-based compensation expense related to stock payments under the 2015 Incentive Award Plan, of which \$525 thousand was provided to the Board of Directors and \$9 thousand was provided to certain executive officers. In addition, in connection with the 2014 Share Unit Plan and the 2015 Incentive Award Plan, during the three and six months ended June 30, 2015 the Company recognized approximately \$1.4 million and \$2.6 million, respectively, in compensation expense related to Restricted Stock Units, Class A LTIP Units and Time-Based LTIPs provided to certain of its executive officers and members of management and capitalized approximately \$82 thousand and \$170 thousand, respectively, related to Restricted Stock Units provided to certain members of management that oversee development and capital projects on behalf of the Company. Additionally, this includes a cumulative catch up for compensation expense related to the fourth quarter of 2014 because the effectiveness of the grants was subject to the completion of the spin-off of the Company from InvenTrust, which occurred on February 3, 2015.

#### 14. Commitments and Contingencies

Certain leases and operating agreements require the Company to reserve funds relating to replacements and renewals of the hotels' furniture, fixtures and equipment. As of June 30, 2016 and December 31, 2015, the Company had a balance of \$71.2 million and \$65.7 million, respectively, in reserves for such future improvements. This amount is included in restricted cash and escrows on the condensed consolidated balance sheet as of June 30, 2016.

In January 2016, the Company acquired the Hotel Commonwealth, which is subject to a long-term triple net ground lease. The ground lease expires in December 2087. The hotel is required to pay annual base rent of \$10 per year for the remaining term of the ground lease.

The Company is subject, from time to time, to various legal proceedings and claims that arise in the ordinary course of business. While the resolution of these matters cannot be predicted with certainty, management believes, based on currently available information, that the final outcome of such matters will not have a material adverse effect on the financial condition of the Company.

In addition, in connection with the Company's separation from InvenTrust, on August 8, 2014, the Company entered into an Indemnity Agreement, as amended, with InvenTrust pursuant to which InvenTrust has agreed to the fullest extent allowed by law or government regulation, to absolutely, irrevocably and unconditionally indemnify, defend and hold harmless the Company and its subsidiaries, directors, officers, agents, representatives and employees (in each case, in such person's respective capacity as such) and their respective heirs, executors, administrators, successors and assignees from and against all losses, including but not limited to "actions" (as defined in the Indemnity Agreement), arising from: (1) the non-public, formal, fact-finding investigation by the SEC as described in InvenTrust's public filings with the SEC (the "SEC Investigation"); (2) the three related demands (including the Derivative Lawsuit described below) received by InvenTrust ("Derivative Demands") from stockholders to conduct investigations regarding claims similar to the matters that are subject to the SEC Investigation and as described in InvenTrust' public filings with the SEC; (3) the derivative lawsuit filed on March 21, 2013 on behalf of InvenTrust by counsel for stockholders who made the first Derivative Demand (the "Derivative Lawsuit"); and (4) the investigation by the Special Litigation Committee of the board of directors of InvenTrust. In each case, regardless of when or where the loss took place, or whether any such loss, claim, accident, occurrence, event or happening is known or unknown, and regardless of whether such loss, claim, accident, occurrence, event or happening giving rise to the loss existed prior to, on or after February 3, 2015, the separation date or relates to, arises out of or results from actions, inactions, events, omissions, conditions, facts or circumstances occurring or existing prior to, on or after February 3, 2015, the separation date.

#### 15. Subsequent Events

Edgar Filing: Xenia Hotels & Resorts, Inc. - Form 10-Q

From July 1, 2016 through July 29, 2016, the Company repurchased an additional 16,613 shares of common stock at a weighted average price of \$16.13 per share for an aggregate purchase price of approximately \$0.3 million. As of July 29, 2016, the Company had approximately \$39.0 million remaining under its share repurchase authorization.

23

---

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

Certain statements in this Quarterly Report on Form 10-Q, other than purely historical information, are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These statements include statements about Xenia's plans, objectives, strategies, financial performance and outlook, trends, the amount and timing of future cash distributions, prospects or future events and involve known and unknown risks that are difficult to predict. As a result, our actual financial results, performance, achievements or prospects may differ materially from those expressed or implied by these forward-looking statements. In some cases, you can identify forward-looking statements by the use of words such as "may," "could," "expect," "intend," "plan," "seek," "anticipate," "believe," "estimate," "guidance," "predict," "potential," "continue," "likely," "will," "would," "illustrative" and these terms and similar expressions, or the negative of these terms or similar expressions. Such forward-looking statements are necessarily based upon estimates and assumptions that, while considered reasonable by Xenia and its management based on their knowledge and understanding of the business and industry, are inherently uncertain. These statements are not guarantees of future performance, and stockholders should not place undue reliance on forward-looking statements. There are a number of risks, uncertainties and other important factors, many of which are beyond our control, that could cause our actual results to differ materially from the forward-looking statements contained in this Quarterly Report on Form 10-Q. Such risks, uncertainties and other important factors include, among others: the risks, uncertainties and factors set forth in our filings with the U.S. Securities and Exchange Commission, including our Annual Report on Form 10-K, as may be updated elsewhere in this report; and other Quarterly Reports on Form 10-Q that we have filed or will file with the SEC; business, financial and operating risks inherent to real estate investments and the lodging industry; seasonal and cyclical volatility in the lodging industry; macroeconomic and other factors beyond our control that can adversely affect and reduce demand for hotel rooms; contraction in the global economy or low levels of economic growth; levels of spending in business and leisure segments as well as consumer confidence; declines in occupancy and average daily rate; fluctuations in the supply and demand for hotel rooms; changes in the competitive environment in lodging industry and the markets where we own hotels; events beyond our control, such as war, terrorist attacks, travel-related health concerns and natural disasters; our reliance on third-party hotel management companies to operate and manage our hotels; our ability to maintain good relationships with our third-party hotel management companies and franchisers; our failure to maintain brand operating standards; our ability to maintain our brand licenses at our hotels; relationships with labor unions and changes in labor laws; loss of our senior management team or key personnel; our ability to identify and consummate acquisitions of additional hotels; our ability to integrate and successfully operate any hotel properties acquired in the future and the risks associates with these hotel properties; the impact of hotel renovations, repositioning, redevelopments and re-branding activities; our ability to access capital for renovations and acquisitions on terms and at times that are acceptable to us; the fixed cost nature of hotel ownership; our ability to service our debt; changes in interest rates and operating costs; compliance with regulatory regimes and local laws; uninsured or under insured losses, including those relating to natural disasters or terrorism; changes in distribution channels, such as through internet travel intermediaries; our status as an emerging growth company; the amount of debt that we currently have or may incur in the future; provisions in our debt agreements that may restrict the operation of our business; our separation from InvenTrust, our former parent; potential business conflicts of interests with InvenTrust; our organizational and governance structure; our status as a real estate investment trust (a "REIT"); our taxable REIT subsidiary ("TRS") lessee structure; the cost of compliance with and liabilities under environmental, health and safety laws; adverse litigation judgments or settlements; changes in real estate and zoning laws and increase in real property tax rates; changes in federal, state or local tax law, including legislative, administrative, regulatory or other actions affecting REITs; changes in governmental regulations or interpretations thereof; and estimates relating to our ability to make distributions to our stockholders in the future.

These factors are not necessarily all of the important factors that could cause our actual financial results, performance, achievements or prospects to differ materially from those expressed in or implied by any of our forward-looking statements. Other unknown or unpredictable factors also could harm our results. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements set forth above. Forward-looking statements speak only as of the date they are made, and we do not undertake or

assume any obligation to update publicly any of these forward-looking statements to reflect actual results, new information or future events, changes in assumptions or changes in other factors affecting forward-looking statements, except to the extent required by applicable laws. If we update one or more forward-looking statements, no inference should be drawn that we will make additional updates with respect to those or other forward-looking statements. The following discussion and analysis should be read in conjunction with the Company's Unaudited Combined Condensed Consolidated Financial Statements and accompanying notes, which appear elsewhere in this Quarterly Report on Form 10-Q.

## Overview

Xenia Hotels & Resorts, Inc. ("we", "us", "our", "Xenia" or the "Company") is a self-advised and self-administered REIT that invests primarily in premium full service, lifestyle and urban upscale hotels, with a focus on the top 25 markets as well as key leisure destinations in the United States. A premium full service hotel refers to a hotel defined as "upper upscale" or "luxury" by STR Inc. ("STR"), but excluding hotels referred to as "lifestyle" hotels. A lifestyle hotel refers to an innovative hotel with a focus on providing a unique and individualized guest experience in a smaller footprint by combining traditional hotel services with modern technologies and placing an emphasis on local influence. An urban upscale hotel refers to a hotel located in an urban or similar high-density commercial area, such as a central business district, and defined as "upscale" or "upper midscale" by STR. As of June 30, 2016, we owned 46 hotels, 44 of which are wholly owned, comprising 11,594 rooms, across 20 states and the District of Columbia, and had a 75% ownership interest in two hotels owned through two consolidated investments in real estate entities. Our hotels are primarily operated by industry leaders such as Marriott®, Kimpton®, Hyatt®, Starwood®, Aston®, Fairmont®, Hilton® and Loews®, as well as leading independent management companies.

## Basis of Presentation

On February 3, 2015, Xenia was spun off from InvenTrust Properties Corp. ("InvenTrust" formerly known as Inland American Real Estate Trust, Inc.), its former parent. Prior to the separation, we effectuated certain reorganization transactions which were designed to consolidate the ownership of our hotels into our operating partnership; consolidate our TRS lessees in our TRS; facilitate our separation from InvenTrust; and enable us to qualify as a REIT for federal income tax purposes. The accompanying combined condensed consolidated financial statements prior to the spin-off have been "carved out" of InvenTrust's consolidated financial statements and reflect significant assumptions and allocations. The combined condensed consolidated financial statements reflect our operations after giving effect to the reorganization transactions, the disposition of other hotels previously owned by us, and the spin-off, and include allocations of costs from certain corporate and shared functions provided to us by InvenTrust, as well as costs associated with participation by certain of our executives in InvenTrust's benefit plans. Corporate costs directly associated with our principal executive offices, personnel and other administrative costs are reflected as general and administrative expenses on the combined condensed consolidated statements of operations and comprehensive income. Additionally, prior to the spin-off, InvenTrust allocated to us a portion of its corporate overhead costs based upon our percentage share of the average invested assets of InvenTrust, which is reflected in general and administrative expenses. Based on these presentation matters, these financials may not be comparable to prior periods.

## Our Revenues and Expenses

Our revenue is primarily derived from hotel operations, including room revenue, food and beverage revenue and other operating department revenue, which consists of parking, telephone, other guest services and tenant leases. Our operating costs and expenses consist of the costs to provide hotel services, including room expense, food and beverage expense, management fees and other direct and indirect operating expenses. Room expense includes housekeeping wages and associated payroll taxes, room supplies, laundry services and front desk costs. Food and beverage expense primarily includes the cost of food, beverages and associated labor. Other direct and indirect hotel expenses include labor and other costs associated with the other operating department revenue, as well as labor and other costs associated with general and administrative departments, sales and marketing, information technology and telecommunications, repairs and maintenance and utility costs. Our hotels are managed by independent, third-party management companies under long-term agreements under which the management companies typically earn base and incentive management fees based on the levels of revenues and profitability of each individual hotel.

## Key Indicators of Operating Performance

We measure hotel results of operations and the operating performance of our business by evaluating financial and non-financial metrics such as RevPAR; average daily rate ("ADR"); occupancy rate ("occupancy" or "OCC"); earnings before interest, income taxes, depreciation and amortization ("EBITDA") and Adjusted EBITDA ("Adjusted EBITDA"); and funds from operations ("FFO") and Adjusted FFO ("Adjusted FFO"). We evaluate individual hotel and company-wide performance with comparisons to budgets, prior periods and competing properties. ADR, occupancy and RevPAR may be impacted by macroeconomic factors as well as regional and local economies and

events. See "Non-GAAP Financial Measures" for further discussion of the Company's use, definitions and limitations of EBITDA and FFO and Adjusted EBITDA and Adjusted FFO.

## Results of Operations

### Overview

During the three and six months ended June 30, 2016, there were continued signs of softening trends in the overall US lodging industry. Overall US lodging industry demand increased during the second quarter of 2016, with demand growth slightly out pacing supply growth year to date, and increases in RevPAR continued to be driven by rate. As a result, the industry showed a moderate pricing increase in RevPAR of 3.5% for the second quarter of 2016, driven by ADR growth of 2.9% and a moderate increase in occupancy of 0.6% as reported by STR.

Our total portfolio RevPAR, which includes the results of hotels that were sold or acquired during the respective periods presented, was \$162.72 and \$150.53 for the three and six months ended June 30, 2016 compared to \$150.19 and \$142.44, for the three and six months ended June 30, 2015. The increase in total portfolio RevPAR during 2016 was partially driven by the moderate pricing increase in the overall US lodging industry but was primarily attributable to changes in our portfolio mix. During the second half of 2015, we acquired three high-quality hotels and opened two ground up development hotels through our two consolidated real estate entities. Then during the first quarter of 2016, we closed on one hotel acquisition that contributed additional increases in the overall portfolio metrics.

Additionally during 2016, we completed the dispositions of five hotels with an average RevPAR significantly below the remainder of our portfolio, which also helped to improve our overall portfolio metrics.

The total portfolio RevPAR for three and six months ended June 30, 2016 was negatively impacted by the continued declines in its four Houston area hotels attributable to the volatile energy markets and new supply. On average our Houston hotels had an average decrease of 12.3% in RevPAR for the quarter ended June 30, 2016 compared to 2015, which was driven by a 6.9% decrease in ADR and a 5.9% decrease in occupancy, and an average decrease of 12.9% in RevPAR for the six months ended June 30, 2016 to 2015, driven by a 4.4% decrease in ADR and an 8.9% decrease in occupancy.

Net income attributable to common stockholders increased 7.9% and 47.4% for the three and six months ended June 30, 2016 compared to 2015, primarily attributable to the one-time separation and other start-up related expenses incurred during 2015 as part of our spin-off to a publicly traded company offset by the provision for asset impairment and the loss on extinguishment of debt incurred during 2016. Adjusted EBITDA for the three and six months ended June 30, 2016 increased 9.6% and 3.7% compared to 2015 and Adjusted FFO per share increased 14.0% and 5.9% for the three and six months ended June 30, 2016 compared to 2015. These increases were also attributable to changes in our portfolio mix, as well as our continued focused on operational efficiencies and cost containment strategies throughout the portfolio.

Our hotel portfolio has a focus on the top 25 markets as well as key leisure dest