

**2023**

Healthcare Realty Trust  
Annual Report to Shareholders



**HEALTHCARE  
REALTY**

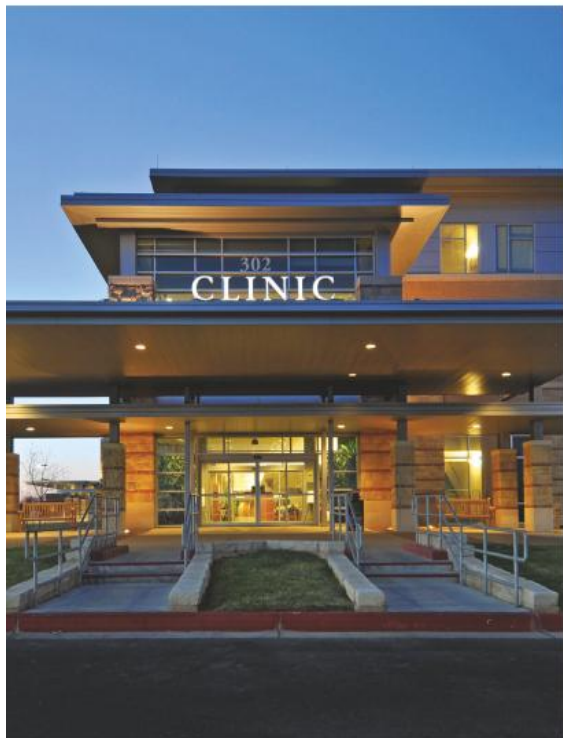






2023

Healthcare Realty Trust  
Annual Report to Shareholders



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# Letter to Shareholders

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2023 marked Healthcare Realty's first full year operating as the largest pure-play medical outpatient building (MOB) REIT in the country following the closing of the transformative merger with HTA in July 2022. Steady progress was made throughout the year amid challenging macroeconomic conditions. Moving into 2023, we achieved our targeted annual synergies of \$35 million well ahead of schedule. By the end of January 2023, we completed the final phase of asset sales to fund the \$1.1 billion cash portion of the merger consideration. In hindsight, the sub-5% cap rate pricing achieved on these collective transactions was remarkable given the rapidly rising interest rate environment and tight financing conditions.

Optimism for moderating inflation and interest rates early in 2023 reversed in the second half of the year. Stubborn inflation well into the summer months postponed the Fed's expected shift to lower interest rates. Negative sentiment peaked in late October as the 10-year US treasury yield nearly touched 5%, up more than 170 basis points from early in the year. Matching the Fed's last rate hike in July, key short-term borrowing rates elevated to more than 5% where they have remained since. Market sentiment improved notably in November as inflation softened and the Fed shifted its tone to when, not if, rates would move lower. Despite these difficult circumstances, 2023 was a productive year focused on completing the merger integration and setting the table for Healthcare Realty's growth potential in the years ahead. We also boosted our original property disposition volume to fund ongoing capital obligations and repay debt.

The fundamentals of the MOB sector remained stable in 2023. The aging U.S. population and increasing utilization of physician services bode well for long-term demand for outpatient space. The financial profile of healthcare providers strengthened considerably in 2023. After weathering high labor costs in 2022, providers cost pressures eased. Combined with steadily improving patient volumes, provider profitability improved steadily throughout the year. Higher-than-average inflation over multiple years and rising financing costs caused new construction to rapidly decelerate. Tightening supply of quality outpatient

inventory pushed occupancy higher across the sector and increased the potential for higher rent growth. These market fundamentals, combined with Healthcare Realty's expanded scale and concentrated clusters, provide a strong foundation to capture outsized rent and occupancy gains in the years ahead.

## OPERATIONAL MOMENTUM

Healthcare Realty's market scale and relationships have begun to produce significant gains in our leasing velocity. In 2023, we achieved a record volume of signed new and renewal leases across the portfolio. Our leasing team executed 817 renewal leases for the year, totaling 4.2 million square feet, and 449 new leases, totaling approximately 1.5 million square feet. We expect the strong pace of new signed leases in 2023 to fuel occupancy gains in 2024. Our leasing team has done an exceptional job of generating momentum by forging strong relationships with our broker and health system partners across the portfolio.

We were especially pleased to see leasing volumes accelerate at the legacy HTA multi-tenant assets. These properties experienced declining occupancy before and immediately following the merger. The legacy HTA multi-tenant properties comprise approximately half of the combined multi-tenant portfolio, and just over 61% of our new leases signed during 2023 were at legacy HTA buildings. Importantly, our 2023 Kingsley tenant survey showed meaningful improvements in satisfaction scores across the legacy HTA properties compared to a pre-merger survey in early 2022. As we continue our sharp focus on improving the speed and quality of customer service, we're confident we can improve retention levels and lift multi-tenant occupancy from the current mid-80% level to the 90% range in the coming years.

Accelerated leasing volumes throughout 2023 produced a gain in multi-tenant occupancy of more than 50 basis points in the fourth quarter. Notably, legacy HTA multi-tenant occupancy improved more than 80 basis points. These gains contributed to fourth quarter NOI growth of 3.3% year-over-year for all multi-tenant properties. NOI growth also benefited from moderating operating expenses which grew 4.3% year-over-year





compared to 6.3% in 2022. We expect strong leasing momentum, improving tenant retention and lower operating expenses to drive multi-tenant NOI growth higher throughout the course of 2024.

#### CAPITAL ALLOCATION AND BALANCE SHEET

We strategically reduced our acquisition and new development starts in 2023 in response to more challenging capital market conditions and a higher cost of capital. Our focus shifted to dispositions and recycling capital into existing capital obligations and debt reduction.

In 2023, we sold assets totaling \$769 million at an average cap rate of 6.5%. The sales were disproportionately non-core assets – 34% were non-MOB and 63% were single-tenant buildings. We also sold a number of assets located in smaller markets that were not well-aligned with our strategy of operating clustered properties in high-growth population centers. On average, we sold assets with in-place contractual annual rent growth averaging 1.9%, compared to 2.8% for our overall portfolio. In addition to generating proceeds, our asset sales improved the Company's portfolio quality and long-term growth profile. Sale proceeds were primarily used to reduce debt, including the full repayment of our revolving line of credit balance at year-end, and to fund existing development obligations.

Healthcare Realty's balance sheet and liquidity remained solid in 2023. The company has no material debt maturities until 2025, with a well-laddered maturity schedule through 2031. We have unencumbered assets valued at over \$13 billion, and full capacity on our \$1.5 billion line of credit. Variable rate debt was reduced to 8% of total debt at the end of 2023 from 13% of total debt at the end of 2022. Leverage, expressed as net-debt-to-adjusted EBITDA, was 6.4 times at year-end 2023, within our target range of 6.0 – 6.5 times. We expect higher NOI growth and proceeds from asset sales to improve leverage and dividend coverage over time.

#### CORPORATE RESPONSIBILITY

In our first full year post-merger, we made meaningful progress towards our corporate responsibility goals. Our sustainability team worked closely with the operations team to prioritize the integration of Healthcare Realty's utility data collection and integrity standards across the expanded portfolio. These efforts have already begun to bear fruit. In 2023, we achieved a GRESB score of 75, a 29% improvement over the blended 2022 scores for legacy HTA and legacy HR. We have also continued our pursuit of ENERGY STAR, LEED, and other sustainability certifications and achieved green building certifications for 57 buildings, totaling 5.5 million square feet.

I am proud of the hard work achieved by my talented colleagues, especially in challenging market conditions. Their focus and dedication embody our values of respect, camaraderie, entrepreneurship, and excellence. We are more energized than ever by our vision of being the most well-regarded owner and operator of medical outpatient buildings and the clear choice for healthcare providers.

Over the last two years, macroeconomic headwinds have limited our ability to realize the full potential of our transformational merger. As we begin 2024, we are optimistic these headwinds are increasingly likely to become tailwinds that will boost our ability to deliver our full growth potential. Occupancy gains in the fourth quarter of 2023 provided early evidence that Healthcare Realty's operational efforts are producing positive results. We expect to compound these results in 2024. As capital markets improve, we also expect to make prudent capital allocation decisions that will improve bottom-line results, leverage, and dividend coverage. Healthcare Realty is well positioned to deliver value to our shareholders in 2024 and beyond.

Sincerely,



Todd J. Meredith  
President and Chief Executive Officer

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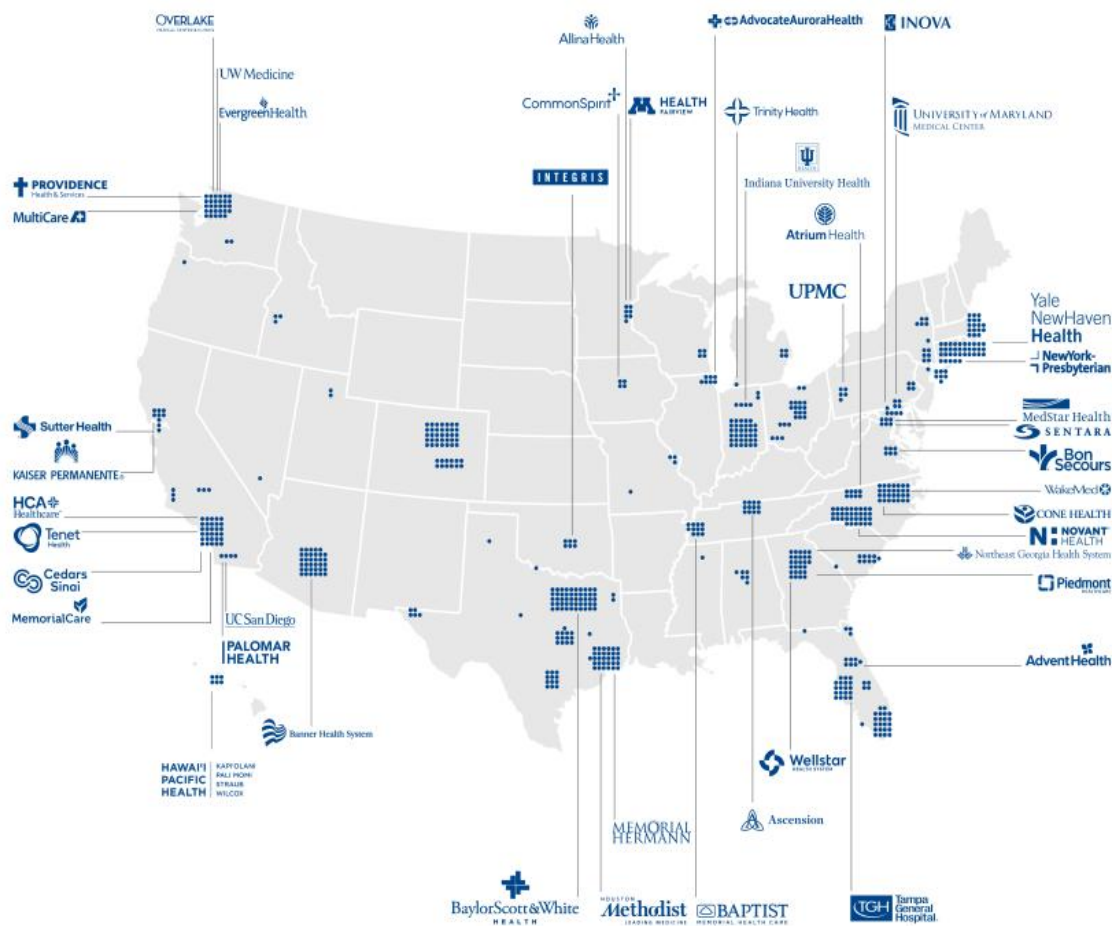
# Company Overview

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Healthcare Realty (NYSE: HR) is a real estate investment trust (REIT) that owns and operates medical outpatient buildings primarily located around market-leading hospital campuses. The Company selectively grows its portfolio through property acquisition and development. As the first and largest REIT to specialize in medical outpatient buildings, Healthcare Realty's portfolio includes nearly 700 properties totaling over 40 million square feet concentrated in 15 growth markets.







TOP MARKETS	SF	%
1 Dallas	3,802,883	9.4%
2 Houston	2,418,635	6.0%
3 Denver	1,991,304	4.9%
4 Los Angeles	1,799,789	4.5%
5 Charlotte	1,792,908	4.5%
Other (64 markets)	28,505,162	70.7%
<b>Total</b>	<b>40,310,681</b>	<b>100.0%</b>

TOP HEALTH SYSTEMS	ASSOCIATED MOB SF	%
1 HCA	3,047,257	8.5%
2 Baylor Scott & White	2,636,556	7.4%
3 CommonSpirit	2,589,985	7.2%
4 Ascension Health	2,360,114	6.6%
5 Tenet Healthcare Corp	1,592,835	4.4%
Other (86 credit rated systems)	19,219,147	53.7%
Non-credit rated	1,932,302	5.4%
Non-affiliated	2,418,555	6.8%
<b>Total</b>	<b>35,796,751</b>	<b>100.0%</b>



# Management Team

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**Todd J. Meredith**  
President and Chief  
Executive Officer



**John M. Bryant Jr.**  
Executive Vice President  
and General Counsel



**J. Christopher Douglas**  
Executive Vice President  
and Chief Financial Officer



**Robert E. Hull**  
Executive Vice President,  
Investments



**Julie A. Wilson**  
Executive Vice President,  
Operations

**Amy Byrd**  
Senior Vice President,  
Operations

**Glenn Herndon**  
First Vice President and  
Corporate Controller

**Gilbert Lewis**  
Vice President,  
Senior Project Manager

**Lindsay C'DeBaca**  
Associate Vice President,  
Tax

**Amanda Callaway**  
Senior Vice President,  
Chief Accounting Officer

**Becca Oberlander**  
First Vice President,  
Human Resources

**Revell Michael**  
Vice President,  
Marketing

**Erika Frye**  
Associate Vice President,  
Director of Real Estate

**Steve Cox**  
Senior Vice President and  
Assistant General Counsel

**Andy Baxter**  
Vice President, Chief  
Technology Officer

**Jack Moore**  
Vice President,  
Investments

**Courtney Gessay**  
Associate Vice President,  
Director of Real Estate

**Ryan Crowley**  
Senior Vice President,  
Investments

**Laura Carson**  
Vice President,  
Investments

**Ivy Parry**  
Vice President,  
Senior Director  
of Real Estate

**Cory McLeod**  
Associate Vice President,  
Director of Real Estate

**Burney Dawkins**  
Senior Vice President,  
Investments

**Tony DiGanci**  
Vice President,  
Senior Director  
of Real Estate

**Casey Pileggi**  
Vice President and  
National Director, Leasing

**Mackenzie Rhodes**  
Associate Vice President,  
Assistant Controller

**Andrew Loope**  
Senior Vice President,  
Corporate Counsel  
and Secretary

**Chris Donovan**  
Vice President,  
Treasurer

**Chris Pribyl**  
Vice President,  
Investments

**Bill Teas**  
Associate Vice President,  
Director of Insurance  
Programs

**Amy Poley**  
Senior Vice President,  
Leasing

**Joe Fogarty**  
Vice President,  
Investments

**Nyssa Rogers**  
Vice President,  
Director of Accounting

**Anne Barbour**  
First Vice President,  
Leasing

**Ron Hubbard**  
Vice President,  
Investor Relations

**Greg Smith**  
Vice President,  
Senior Project Manager

**Austen Helfrich**  
First Vice President,  
Portfolio Strategy

**Matt Lederer**  
Vice President,  
Investments

**Jessica Stewart**  
Vice President, Financial  
Reporting and Analysis



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# Board of Directors



**John Knox Singleton**  
Chairman, Healthcare Realty, Retired CEO, Inova Health System



**Todd J. Meredith**  
President and CEO, Healthcare Realty



**John V. Abbott**  
Retired CEO, Aviation Asset Management Group, General Electric



**Nancy H. Agee**  
President and CEO, Carilion Clinic



**W. Bradley Blair, II**  
Retired Chairman, Healthcare Trust of America



**Vicki U. Booth**  
President and Board Chair, Ueberroth Family Foundation



**Edward H. Braman**  
Retired Audit Partner, Ernst & Young



**Ajay Gupta**  
CEO, Physical Rehabilitation Network



**James J. Kilroy**  
President and Portfolio Manager, Willis Investment Counsel



**Jay P. Leupp**  
Managing Partner and Senior Portfolio Manager, Terra Firma Asset Management



**Peter F. Lyle**  
Executive Vice President, Medical Management Associates



**Constance B. Moore**  
Retired President and CEO, BRE Properties



**Christann M. Vasquez**  
Retired Healthcare Executive

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#### CORPORATE ADDRESS

Healthcare Realty Trust Incorporated  
3310 West End Avenue, Suite 700  
Nashville, Tennessee 37203  
Phone: 615.269.8175 Fax: 615.269.8461  
www.healthcarerealty.com  
communications@healthcarerealty.com

#### INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

BDO USA, P.C.  
414 Union Street, Suite 1800  
Nashville, Tennessee 37219

#### TRANSFER AGENT

Computershare Investor Services  
P.O. Box 43078  
Providence, Rhode Island 02940-3078  
1.888.801.0107  
www.computershare.com

#### CUSIP NUMBERS

Class A Common Stock: 42226K105

Senior Notes due 2025: 421946AJ3  
Senior Notes due 2026: 42225UAD6  
Senior Notes due 2027: 42225UAF1  
Senior Notes due 2028: 421946AK0  
Senior Notes due 2030: 42225UAG9  
Senior Notes due 2030: 421946AL8  
Senior Notes due 2031: 421946AM6  
Senior Notes due 2031: 42225UAH7

#### DIRECT DEPOSIT OF DIVIDENDS

Direct deposit of dividends is offered as a convenience to shareholders of record. For information, write Computershare Investor Services, P.O. Box 43078, Providence, Rhode Island 02940-3078, or call 1.888.801.0107. Information may also be obtained at the transfer agent's website, www.computershare.com.

#### FORM 10-K

The Company has filed an Annual Report on Form 10-K for the year ended December 31, 2023, with the Securities and Exchange Commission. Shareholders may obtain a copy of this report, without charge, by writing: Investor Relations, Healthcare Realty Trust Incorporated, 3310 West End Avenue, Suite 700, Nashville, Tennessee 37203. Or, via e-mail: communications@healthcarerealty.com.

#### CERTIFICATIONS

The Company's chief executive officer and chief financial officer have filed the certifications required by Section 302 of the Sarbanes-Oxley Act of 2002 with the Securities and Exchange Commission as exhibits to the Company's Annual Report on Form 10-K. In addition, the Company's chief executive officer certified to the New York Stock Exchange in 2023 that he was not aware of any violation by the Company of the New York Stock Exchange's corporate governance listing standards.

#### ANNUAL SHAREHOLDERS MEETING

The annual meeting of shareholders will be held on May 21, 2024, at 10:00 a.m. Central Time at 3310 West End Avenue, Suite 700, Nashville, Tennessee 37203.

INDEX	PERIOD ENDING					
	12/31/18	12/31/19	12/31/20	12/31/21	12/31/22	12/31/23
Healthcare Realty Trust Incorporated	100.00	121.82	112.36	124.94	79.89	76.63
Russell 3000 Index	100.00	131.02	158.39	199.03	160.80	202.54
FTSE NAREIT All Equity REITs Index	100.00	128.66	122.07	172.49	129.45	144.16



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# 2023 Form 10-K

HEALTHCARE REALTY TRUST

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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## Form 10-K

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the fiscal year ended: December 31, 2023

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-35568

### HEALTHCARE REALTY TRUST INCORPORATED

(Exact name of Registrant as specified in its charter)

Maryland

(State or other jurisdiction of  
Incorporation or organization)

20-4738467

(I.R.S. Employer  
Identification No.)

3310 West End Avenue

Suite 700

Nashville, Tennessee 37203

(Address of principal executive offices)

(615) 269-8175

(Registrant's telephone number, including area code)

#### Securities Registered Pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Class A Common Stock, \$0.01 par value per share	HR	New York Stock Exchange

#### Securities Registered Pursuant to Section 12(g) of the Act:

None

(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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

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

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

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

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

Indicate by check mark whether the registrant has filed a report on and attestation to management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15- U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the Registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

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

The aggregate market value of the shares of common stock of the Registrant (based upon the closing price of these shares on the New York Stock Exchange on June 30, 2023, held by non-affiliates on June 30, 2023, was \$7,130,838,614.

As of February 12, 2024, there were 381,180,874 shares of the Registrant's common stock outstanding.

#### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's definitive Proxy Statement relating to the Annual Meeting of Stockholders to be held on May 21, 2024, are incorporated by reference into Part III of this Report.



## Explanatory Note

On July 20, 2022, pursuant to that certain Agreement and Plan of Merger dated as of February 28, 2022 (the “Merger Agreement”), by and among Healthcare Realty Trust Incorporated, a Maryland corporation (now known as HRTI, LLC, a Maryland limited liability company) (“Legacy HR”), Healthcare Trust of America, Inc., a Maryland corporation (now known as Healthcare Realty Trust Incorporated) (“Legacy HTA”), Healthcare Trust of America Holdings, LP, a Delaware limited partnership (now known as Healthcare Realty Holdings, L.P.) (the “OP”), and HR Acquisition 2, LLC, a Maryland limited liability company (“Merger Sub”), Merger Sub merged with and into Legacy HR, with Legacy HR continuing as the surviving entity and a wholly-owned subsidiary of Legacy HTA (the “Merger”). Immediately following the Merger, Legacy HR converted to a Maryland limited liability company and changed its name to “HRTI, LLC” and Legacy HTA changed its name to “Healthcare Realty Trust Incorporated.” In addition, the equity interests of Legacy HR were contributed by means of a contribution and assignment agreement to the OP, and Legacy HR became a wholly-owned subsidiary of the OP. As a result, Legacy HR became a part of an umbrella partnership REIT (“UPREIT”) structure, which is intended to align the corporate structure of the combined company after giving effect to the Merger and to provide a platform for the combined company to more efficiently acquire properties in a tax-deferred manner.

For purposes of this Annual Report on Form 10-K, references to “Healthcare Realty Trust” are to Legacy HTA after giving effect to the Merger and references to the “Company,” “we,” “us,” and “our” are to Healthcare Realty Trust and, unless the context requires otherwise, its consolidated subsidiaries, including the OP.

For accounting purposes, the Merger was treated as a “reverse acquisition” in which Legacy HR was considered the accounting acquirer. As a result, the historical financial statements of the accounting acquirer, Legacy HR, became the historical financial statements of the Company. Periodic reports for periods ending following the Merger include financial and other information about the Company. The Merger was accounted for using the acquisition method of accounting in accordance with Accounting Standards Codification 805, Business Combinations (“ASC 805”), which requires, among other things, the assets acquired and the liabilities assumed to be recognized at their acquisition date fair value.

In addition, the OP has issued unsecured notes described in Note 10 to the Company's Consolidated Financial Statements included in this report. All unsecured notes are fully and unconditionally guaranteed by the Company, and the OP is 98.8% owned by the Company. Effective January 4, 2021, the Securities and Exchange Commission (the “SEC”) adopted amendments to the financial disclosure requirements which permit subsidiary issuers of obligations guaranteed by the parent to omit separate financial statements if the consolidated financial statements of the parent company have been filed, the subsidiary obligor is a consolidated subsidiary of the parent company, the guaranteed security is debt or debt-like, and the security is guaranteed fully and unconditionally by the parent. Accordingly, separate consolidated financial statements of the OP have not been presented.

Additionally, as permitted under Rule 13-01(a)(4)(vi) of Regulation S-X, the Company has excluded the summarized financial information for the OP because the assets, liabilities, and results of operations of the OP are not materially different than the corresponding amounts in the Company's consolidated financial statements and management believes such summarized financial information would be repetitive and would not provide incremental value to investors.





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**PART I**

**Item 1. Business**

The Company is a self-managed and self-administered real estate investment trust (“REIT”) that owns, leases, manages, acquires, finances, develops and redevelops income-producing real estate properties associated primarily with the delivery of outpatient healthcare services throughout the United States.

The Company operates so as to qualify as a REIT for federal income tax purposes. As a REIT, the Company is not subject to corporate federal income tax with respect to taxable income distributed to its stockholders. See “Item 1A. Risk Factors” for a discussion of risks associated with qualifying as a REIT.

As described in the Explanatory Note above and elsewhere in this report, on July 20, 2022, Legacy HR and Legacy HTA completed a merger between the companies in which Legacy HR merged with and into a wholly-owned subsidiary of Legacy HTA, with Legacy HR continuing as the surviving entity and a wholly-owned subsidiary of Legacy HTA. Immediately following the Merger, Legacy HTA changed its name to “Healthcare Realty Trust Incorporated.” For accounting purposes, the Merger was treated as a “reverse acquisition” in which Legacy HR was considered the acquirer. The consolidated company operates under the name “Healthcare Realty Trust Incorporated” and its shares of class A common stock, \$0.01 par value per share, trade under the ticker symbol “HR”.

**Real Estate Properties**

The Company had gross investments of approximately \$13.4 billion in 655 consolidated real estate properties, construction in progress, redevelopments, financing receivables, financing lease right-of-use assets, land held for development and corporate property as of December 31, 2023. The Company had a weighted average ownership interest of approximately 43% in 33 real estate properties held in unconsolidated joint ventures as of December 31, 2023. The Company provided leasing and property management services to 93% of its portfolio nationwide as of December 31, 2023. The Company’s real estate property investments by geographic area are detailed in Note 3 to the Consolidated Financial Statements. The following table details the Company’s owned properties by facility type as of December 31, 2023:

<i>Dollars and square feet in thousands</i>	GROSS INVESTMENT	SQUARE FEET	December 31, 2023	
			NUMBER OF PROPERTIES	OCCUPANCY <sup>1</sup>
Medical office/outpatient <sup>2</sup>	\$ 12,160,240	35,677	630	87.1 %
Inpatient	439,464	934	15	89.9 %
Office	467,182	1,631	8	96.2 %
	<b>13,066,886</b>	<b>38,242</b>	<b>653</b>	<b>87.5 %</b>
Construction in progress	60,727			
Land held for development	59,871			
Investments in financing receivables, net <sup>3,4</sup>	122,602	160	1	100.0 %
Financing lease right-of-use assets <sup>4</sup>	82,209	72	1	83.7 %
Corporate property	6,772			
<b>Total real estate investments</b>	<b>13,399,067</b>	<b>38,474</b>	<b>655</b>	<b>87.6 %</b>
Unconsolidated joint ventures <sup>5</sup>	340,644	1,837	33	87.2 %
<b>Total investments</b>	<b>\$ 13,739,711</b>	<b>40,311</b>	<b>688</b>	<b>87.5 %</b>

1 The occupancy column represents the percentage of total rentable square feet leased (including month-to-month and holdover leases). There was one property excluded from the table above that was classified as held for sale as of December 31, 2023.

2 Includes one real estate property held in a consolidated joint venture.

3 Investments in financing receivables, net includes an investment of \$115.2 million in a single-tenant net lease property in San Diego, CA related to a sale-leaseback transaction.

4 Financing lease right-of-use assets includes a multi-tenant lease property in Columbus, OH related to a sale-leaseback transaction totaling \$15.8 million, of which \$8.4 million was accounted for as an imputed lease arrangement as required under ASC 842, Leases. The remaining \$7.4 million was accounted for as a financing arrangement and is included in investments in financing receivables, net.

5 Gross investment includes the Company’s pro rata share of unconsolidated joint ventures, net of mortgage notes payable. Square feet have not been adjusted by the Company’s ownership percentage.



**Financial Concentrations**

The Company's real estate portfolio is leased to a diverse tenant base. For the year ended December 31, 2023, the Company did not have any tenants that accounted for 10% or more of the Company's consolidated revenues. See Note 3 to the Consolidated Financial Statements for additional information regarding the Company's gross investments by geographic market.

**Expiring Leases**

As of December 31, 2023, the weighted average remaining years to expiration pursuant to the Company's leases was approximately 4.2 years, with expirations through 2052. The table below details the Company's lease expirations as of December 31, 2023, excluding the Company's unconsolidated joint ventures, financing receivables, assets held for sale and right-of-use assets.

EXPIRATION YEAR	NUMBER OF LEASES	LEASED SQUARE FEET	PERCENTAGE OF LEASED SQUARE FEET
2024 <sup>(1)</sup>	1,610	6,081,500	18.2 %
2025	1,096	4,567,388	13.6 %
2026	1,061	4,086,806	12.2 %
2027	856	4,216,127	12.6 %
2028	835	3,732,888	11.1 %
2029	402	2,051,552	6.1 %
2030	367	2,531,991	7.6 %
2031	252	1,198,077	3.6 %
2032	295	2,139,548	6.4 %
2033	203	1,123,683	3.4 %
Thereafter	203	1,750,005	5.2 %
	<b>7,180</b>	<b>33,479,565</b>	<b>100.0 %</b>

<sup>1</sup> Includes 189 leases totaling 397,188 square feet that expired prior to December 31, 2023, and were on month-to-month terms.

See "Trends and Matters Impacting Operating Results" as part of Management's Discussion and Analysis of Financial Condition and Results of Operations included in Part II, Item 7 of this report for additional information regarding the Company's leases and leasing efforts.

**Liquidity**

The Company believes that its liquidity and sources of capital are adequate to satisfy its cash requirements. The Company expects to meet its liquidity needs through cash on hand, cash flows from operations, property dispositions, equity and debt issuances in the public or private markets and borrowings under commercial credit facilities.

**Business Strategy**

The Company owns and operates properties that facilitate the delivery of healthcare services in primarily outpatient settings. To execute its strategy, the Company engages in a broad spectrum of integrated services including leasing, management, acquisition, financing, development and redevelopment of such properties. The Company seeks to generate stable, growing income and lower the long-term risk profile of its portfolio of properties by focusing on facilities primarily located on or near the campuses of acute care hospitals associated with leading health systems. The Company seeks to reduce financial and operational risk by owning properties in high-growth markets with a broad tenant mix that includes over 30 physician specialties, as well as surgery, imaging, cancer, and diagnostic centers.

**2023 Investment Activity**

In 2023, the Company acquired two medical office buildings. The total purchase price of the acquisitions was \$43.0 million and the weighted average capitalization rate for these investments was 6.5%.

The Company disposed of 39 properties in 2023 for sales prices totaling \$787.0 million, including a regional corporate office and one property contributed into a joint venture in which the Company maintains a non-controlling interest. These transactions yielded net cash proceeds of \$687.6 million, net of \$36.9 million of closing costs and related adjustments, \$58.7 million in Company financed notes and \$3.8 million of retained joint venture interests. The



weighted average capitalization rate for these sales was 6.5%. The Company calculates the capitalization rate for dispositions as the in-place cash net operating income divided by the sales price.

In 2023, the Company funded \$112.2 million toward development and redevelopment of properties.

See the Company's discussion regarding the 2023 acquisition, joint venture and disposition activity in Note 5 to the Consolidated Financial Statements and development activity in Note 15 to the Consolidated Financial Statements. Also, please refer to the Company's discussion in "Trends and Matters Impacting Operating Results" as part of Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations included in Part II of this report.

#### **Competition**

The Company competes for the acquisition and development of real estate properties with private investors, healthcare providers, other REITs, real estate partnerships and financial institutions, among others. The business of acquiring and developing new healthcare facilities is highly competitive and is subject to price, construction and operating costs, and other competitive pressures. Some of the Company's competitors may have lower costs of capital.

The financial performance of all of the Company's properties is subject to competition from similar properties. The extent to which the Company's properties are utilized depends upon several factors, including the number of physicians using or referring patients to an associated healthcare facility, healthcare employment, competitive systems of healthcare delivery, and the area's population, size and composition. Private, federal and state health insurance programs and other laws and regulations may also have an effect on the utilization of the properties.

#### **Government Regulation**

The facilities owned by the Company are utilized by medical tenants which are required to comply with extensive regulation and legislation at the federal, state and local levels, including, but not limited to, the Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act of 2010 (collectively, the "Affordable Care Act"), the Bipartisan Budget Act of 2015, the Medicare Access and CHIP Reauthorization Act of 2015 ("MACRA"), and laws intended to combat fraud, waste and abuse such as the Anti-Kickback Statute, Stark Law and False Claims Act, and laws intended to protect the privacy and security of patient information, such as the Health Insurance Portability and Accountability Act of 1996. These laws and regulations establish, among other things, requirements for state licensure and criteria for medical tenants to participate in government-sponsored reimbursement programs, including the Medicare and Medicaid programs. The Company's leases generally require the tenant to comply with all applicable laws relating to the tenant's use and occupation of the leased premises. Although lease payments to the Company are not directly affected by these laws and regulations, changes in these programs or the loss by a tenant of its license or ability to participate in government-sponsored reimbursement programs could have a material adverse effect on the tenant's ability to make lease payments to the Company. Government healthcare programs have increased over time as a significant percentage of the U.S. population's health insurance coverage. The Medicare and Medicaid programs are highly regulated and subject to frequent evaluation and change. Changes from year to year in reimbursement methodology, rates and other regulatory requirements may cause the profitability of providing care to Medicare and Medicaid patients to decline, which could adversely affect tenants' ability to make lease payments to the Company.

The Centers for Medicare and Medicaid Services continued to adjust Medicare payment rates in 2023 to implement site-neutral payment policies. These changes have lowered Medicare payments for services delivered in off-campus hospital outpatient departments in an effort to lessen reimbursement disparity in off-campus medical office and outpatient facilities. The Company's medical office buildings that are located on hospital campuses could become more valuable as hospital tenants will keep their higher Medicare rates for on-campus outpatient services. However, the Company has not seen a material impact from site-neutral Medicare payment policy, positively or negatively. The Company cannot predict the amount of benefit from these measures or if other federal health policy will ultimately require cuts to reimbursement rates for services provided in other settings. The Company cannot predict the degree to which these changes, or changes to federal healthcare programs in general, may affect the economic performance of some or all of the Company's tenants, positively or negatively.

Since 2018, physicians have been required to report patient data on quality and performance measures that began to affect their Medicare payments in 2020. Implementation of MACRA, and the ongoing debate over the most effective payment system to use to promote value-based reimbursement, along with its budget-neutrality rule that requires



any increases in payments to be offset by decreases, present the industry and its individual participants with uncertainty and financial risk. The Company cannot predict the degree to which any such changes may affect the economic performance of the Company's tenants or, indirectly, the Company.

## **Legislative Developments**

### ***Taxation of Dividends***

The Tax Cuts and Jobs Act of 2017 ("TCJA") generally allows a deduction for individuals equal to 20% of certain income from pass-through entities, including ordinary dividends distributed by a REIT (excluding capital gain dividends and qualified dividend income). In addition, the deduction for ordinary REIT dividends is not subject to the wage and tax basis limitations applicable to the deduction for other qualifying pass-through income. The TCJA was a far-reaching and complex revision to the existing U.S. federal income tax laws. Many of the provisions of this act, such as the 20% deduction mentioned above, will expire at the end of 2025, unless extended by legislative action.

### ***Healthcare***

Each year, legislative proposals for health policy are introduced in Congress and state legislatures, and regulatory changes are proposed and enacted by government agencies. These proposals, individually or in the aggregate, could significantly change the delivery of healthcare services, either nationally or at the state level, if implemented.

Examples of significant legislation or regulatory action recently proposed, enacted, or in the process of implementation include:

- the expansion of Medicaid benefits and health insurance exchanges established by the Affordable Care Act, whereby individuals and small businesses purchase health insurance with assistance from federal subsidies;
- various state legislature proposals for state-funded single-payer health insurance and a limit on allowable rates of reimbursement to healthcare providers;
- the implementation of quality control, cost containment, and value-based payment system reforms for Medicaid and Medicare, such as expansion of pay-for-performance criteria, bundled provider payments, accountable care organizations, comparative effectiveness research, and lower payments for hospital readmissions;
- ongoing evaluation of and transition toward value-based reimbursement models for Medicare payments to physicians as designated under MACRA;
- annual regulatory updates to Medicare policy for healthcare providers that can broadly change reimbursement methodology under budget-neutral guidelines, with the effect of lowering payments for some services and increasing payments for others, having a varying impact, positively or negatively, on providers;
- ongoing efforts to equalize Medicare payment rates across different facility-type settings, according to Section 603 of the Bipartisan Budget Act of 2015, which lowered Medicare payment rates, effective January 1, 2017, for services provided in off-campus, provider-based outpatient departments to the same level of rates for physician office settings;
- the continued adoption by providers of federal standards for the Medicare Promoting Interoperability Program;
- reforms to the physician self-referral laws, commonly referred to as the Stark Law, as adjusted in 2020 in order to promote the transition toward value-based, coordinated care among providers, although clear intent to boost referrals could still yield provider penalties;
- consideration of broad reforms to Medicare and Medicaid, including a significant expansion of Medicare coverage to the greater U.S. population;
- more stringent regulatory criteria by which federal antitrust agencies evaluate the potential for anti-competitive practices as a result of mergers and acquisitions of health systems and physicians;
- regulations requiring the publication of hospital prices for certain services, as well as hospitals' negotiated rates with insurers for these services;



- limits on price increases in pharmaceutical drugs and the cost to Medicare beneficiaries, including the potential for setting prices according to an international standard; and
- the prohibition of “surprise billing,” or high payment rates charged to consumers for out-of-network physician services.

The Company cannot predict whether any proposals, rulings, or legislation will be fully implemented, adopted, repealed, or amended, or what effect, whether positive or negative, such developments might have on the Company's business.

#### **Environmental Matters**

Under various federal, state and local environmental laws, ordinances and regulations, an owner of real property (such as the Company) may be liable for the costs of removal or remediation of certain hazardous or toxic substances at, under, or disposed of in connection with such property, as well as certain other potential costs (including government fines and injuries to persons and adjacent property) relating to hazardous or toxic substances. Most, if not all, of these laws, ordinances and regulations contain stringent enforcement provisions including, but not limited to, the authority to impose substantial administrative, civil, and criminal fines and penalties upon violators. Such laws often impose liability without regard to whether the owner knew of, or was responsible for, the presence or disposal of such substances, and liability may be imposed on the owner in connection with the activities of a tenant or operator of the property. The cost of any required remediation, removal, fines or personal or property damages and the owner's liability therefore could exceed the value of the property and/or the aggregate assets of the owner. In addition, the presence of such substances, or the failure to properly dispose of or remediate such substances, may adversely affect the owner's ability to sell or lease such property or to borrow using such property as collateral. A property can also be negatively impacted either through physical contamination, or by virtue of an adverse effect on value, from contamination that has or may have emanated from other properties.

Operations of the properties owned, developed or managed by the Company are and will continue to be subject to numerous federal, state, and local environmental laws, ordinances and regulations, including those relating to the following: the generation, segregation, handling, packaging and disposal of medical wastes; air quality requirements related to operations of generators, incineration devices, or sterilization equipment; facility siting and construction; disposal of non-medical wastes and ash from incinerators; and underground storage tanks. Certain properties owned, developed or managed by the Company contain, and others may contain or at one time may have contained, underground storage tanks that are or were used to store waste oils, petroleum products or other hazardous substances. Such underground storage tanks can be the source of releases of hazardous or toxic materials. Operations of nuclear medicine departments at some properties also involve the use and handling, and subsequent disposal of, radioactive isotopes and similar materials, activities which are closely regulated by the Nuclear Regulatory Commission and state regulatory agencies. In addition, several of the Company's properties were built during the period that asbestos was commonly used in building construction and other such facilities may be acquired by the Company in the future. The presence of such materials could result in significant costs in the event that any asbestos-containing materials requiring immediate removal and/or encapsulation are located in or on any facilities or in the event of any future renovation activities.

The Company has had environmental site assessments conducted on substantially all of the properties that it currently owns. These site assessments are limited in scope and provide only an evaluation of potential environmental conditions associated with the property, not compliance assessments of ongoing operations. While it is the Company's policy to seek indemnification from tenants relating to environmental liabilities or conditions, even where leases do contain such provisions, there can be no assurance that the tenant will be able to fulfill its indemnification obligations. In addition, the terms of the Company's leases do not give the Company control over the operational activities of its tenants or healthcare operators, nor will the Company monitor the tenants or healthcare operators with respect to environmental matters.



### **Human Capital Resources**

We believe our employees are a critical component to the achievement of our business objectives and recognition as a trusted owner and operator of medical office properties. As of December 31, 2023, the Company employed 584 people. Our employees are comprised of accountants, maintenance engineers, property managers, leasing personnel, architects, administrative staff, an investments team, and the corporate management team. By supporting, recognizing, and investing in our employees, we believe that we are able to attract and retain the highest quality talent. We are committed to fostering, cultivating, and preserving a culture of diversity and inclusion. We embrace employee differences in race, color, religion, sex, sexual orientation, national origin, age, disability, veteran status, and other characteristics that make our employees unique.

To retain talented employees who contribute to the Company's strategic objectives, we offer an attractive set of employee benefits, including:

- Health benefits and 401(k) starting on the first day of employment;
- Dollar-for-dollar match on 401(k) contributions up to \$2,800, encouraging higher employee savings;
- 100% of long-term disability and life insurance premiums paid; and
- Tuition reimbursement up to \$3,000 annually for any employee pursuing higher education.

In addition, we are committed to supporting the performance and career development of all employees, from encouraging staff accountants to sit for the CPA exam to supporting our maintenance engineers in earning various certifications. As owners and operators of medical real estate, we recognize the value of health and wellbeing among our own employees. As we have for many years, Healthcare Realty provides corporate employees with gym membership discounts to encourage fitness. In addition, we offer monthly wellness challenges and resources that provide our employees with tools to enhance their wellbeing. Additional information regarding employee and community engagement is available in the 2023 Corporate Responsibility Report, which is posted on the Company's website ([www.healthcarerealty.com](http://www.healthcarerealty.com)).

### **Environment, Social, and Governance ("ESG")**

Our goal is to create long-term value for all stakeholders, including our employees and investors who expect responsible financial and environmental stewardship, and for our healthcare system partners who rely on the Company to provide well-operated facilities that allow them to effectively serve and care for their local communities.

We seek to help healthcare professionals deliver the best care by providing the highest level of service in the most desirable outpatient settings. Our ESG objectives include full integration of our sustainability strategy, improved transparency and reporting, enhanced operational frameworks, and continued stakeholder engagement.

As we implement our strategy and pursue our objectives, the Company's actions are guided by our Sustainability Principles and Policies, to ensure continuous improvement and long-term success. Our Sustainability Principles and Policies include:

- a. **Integration:** Embed and integrate leading environmental, social and governance practices designed to enhance portfolio performance into the Company's daily operations.
- b. **Impact:** Drive positive impact across the Company while mitigating risk and creating long-term value for stakeholders, including our tenants, investors, employees, and the communities in which we live, work and invest.
- c. **Integrity:** Conduct business with integrity, respect and excellence, earning the right to be a preferred provider of outpatient medical properties.

The Company's Board of Directors is committed to overseeing the integration of our ESG principles throughout the Company. In addition, the Company's incentive program for named executive officers includes ESG performance measures.

The Company's unsecured credit facility (described in more detail herein) contains a sustainability-linked provision that can reduce borrowing costs if the Company meets certain metrics relating to green building certifications. The



Company met the metrics in 2023 and, as a result, will save one basis point on the cost of its borrowings under the unsecured credit facility in 2024.

To more effectively track and communicate the Company's ESG performance, we have adopted various frameworks and methodologies, including participation in the annual GRESB Assessment; reporting disclosures in alignment with the Sustainability Accounting Standards Board; establishing goals and key performance indicators under the Sustainable Development Goals, and we are working toward expanding our climate risk and resiliency strategies in alignment with the Task Force on Climate-Related Disclosure.

More information regarding the Company's Sustainability Principles and Policies and ESG performance can be found in the Company's 2023 Corporate Responsibility Report on its website ([www.healthcarerealty.com](http://www.healthcarerealty.com)).

#### **Available Information**

The Company makes available to the public free of charge through its website the Company's Proxy Statement, Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as soon as reasonably practicable after the Company electronically files such reports with, or furnishes such reports to, the SEC. The Company's website address is [www.healthcarerealty.com](http://www.healthcarerealty.com).

#### **Corporate Governance Principles**

The Company has adopted Corporate Governance Principles relating to the conduct and operations of the Board of Directors. The Corporate Governance Principles are posted on the Company's website ([www.healthcarerealty.com](http://www.healthcarerealty.com)) and are available in print to any stockholder who requests a copy.

#### **Committee Charters**

The Board of Directors has an Audit Committee, Compensation and Human Capital Committee, and Nominating and Corporate Governance Committee. The Board of Directors has adopted written charters for each committee, which are posted on the Company's website ([www.healthcarerealty.com](http://www.healthcarerealty.com)) and are available in print to any stockholder who requests a copy.

#### **Executive Officers**

Information regarding the executive officers of the Company is set forth in Part III, Item 10 of this report and is incorporated herein by reference.

## Item 1A. Risk Factors

The following are some of the risks and uncertainties that could negatively affect the Company's consolidated financial condition, results of operations, business and prospects. These risk factors are grouped into three categories: risks relating to the Company's business and operations; risks relating to the Company's capital structure and financings; and risks relating to government regulations.

These risks, as well as the risks described in Item 1 under the headings "Competition," "Government Regulation," "Legislative Developments," and "Environmental Matters," and in Item 7 under the heading "Disclosure Regarding Forward-Looking Statements," should be carefully considered before making an investment decision regarding the Company. The risks and uncertainties described below are not the only ones facing the Company, and there may be additional risks that the Company does not presently know of or that the Company currently considers not likely to have a material impact. If any of the events underlying the following risks actually occurred, the Company's business, consolidated financial condition, operating results and cash flows, including distributions to the Company's stockholders, could suffer, and the trading price of its common stock could decline.

#### **Risks relating to our business and operations**

##### ***The Company's expected results may not be achieved.***

The Company's expected results may not be achieved, and actual results may differ materially from expectations. This may be the result of various factors, including, but not limited to: changes in the economy; the availability and



cost of capital at favorable rates; increases in property taxes, utilities and other operating expenses; changes to facility-related healthcare regulations; changes in interest rates; competition for quality assets; negative developments in the operating results or financial condition of the Company's tenants, including, but not limited to, their ability to pay rent; the Company's ability to reposition or sell facilities with profitable results; the Company's ability to re-lease space at similar rates as vacancies occur; the Company's ability to timely reinvest proceeds from the sale of assets at similar yields; government regulations affecting tenants' Medicare and Medicaid reimbursement rates and operational requirements; unanticipated difficulties and/or expenditures relating to future acquisitions and developments; changes in rules or practices governing the Company's financial reporting; and other legal and operational matters.

The Company may from time to time decide to sell properties and may be required under purchase options to sell certain properties. The Company may not be able to reinvest the proceeds from sales at rates of return equal to the return received on the properties sold. Uncertain market conditions could result in the Company selling properties at unfavorable prices or at losses in the future.

***The Company's revenues depend on the ability of its tenants under its leases to generate sufficient income from their operations to make rental payments to the Company.***

The Company's revenues are subject to the financial strength of its tenants and associated health systems. The Company has no operational control over the business of these tenants and associated health systems who face a wide range of economic, competitive, government reimbursement and regulatory pressures and constraints, including the loss of licensure or certification. Any slowdown in the economy, decline in the availability of financing from the capital markets, and changes in healthcare regulations may adversely affect the businesses of the Company's tenants to varying degrees. Such conditions may further impact such tenants' abilities to meet their obligations to the Company and, in certain cases, could lead to restructurings, disruptions, or bankruptcies of such tenants. The Company leases to government tenants from time to time that may be subject to annual budget appropriations. If a government tenant fails to receive its annual budget appropriation, it might not be able to make its lease payments to the Company. In addition, defaults under leases with federal government tenants are governed by federal statute and not by state eviction or rent deficiency laws. These conditions could adversely affect the Company's revenues and could increase allowances for losses and result in impairment charges, which could decrease net income attributable to common stockholders and equity and reduce cash flows from operations.

***Owning real estate and indirect interests in real estate is subject to inherent risks.***

The Company's operating performance and the value of its real estate assets are subject to the risk that if its properties do not generate revenues sufficient to meet its operating expenses, including debt service, the Company's cash flow and ability to pay dividends to stockholders will be adversely affected.

***The Company may incur impairment charges on its real estate properties or other assets.***

The Company performs an impairment review on its real estate properties every year. In addition, the Company assesses the potential for impairment of identifiable intangible assets and long-lived assets, including real estate properties and goodwill, whenever events occur or a change in circumstances indicates that the recorded value might not be fully recoverable. The decision to sell a property also requires the Company to assess the potential for impairment. The Company incurred impairment charges of \$149.7 million in 2023, associated with completed or planned disposition activity. The Company may determine in future periods that an impairment has occurred in the value of one or more of its real estate properties or other assets. In such an event, the Company may be required to recognize an impairment which could have a material adverse effect on the Company's consolidated financial condition and results of operations.

***The Company has properties subject to purchase options that expose it to reinvestment risk and reduction in expected investment returns.***

The Company had approximately \$111.1 million, or 0.83%, of real estate property investments that were subject to purchase options held by lessees that were exercisable as of December 31, 2023. Other properties have purchase options that will become exercisable after 2023. Properties with purchase options exercisable in 2023 produced aggregate net operating income of approximately \$10.6 million in 2023. The exercise of these purchase options

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exposes the Company to reinvestment risk and a reduction in investment return. Certain properties subject to purchase options may be purchased at rates of return above the rates of return the Company expects to achieve with new investments. If the Company is unable to reinvest the sale proceeds at rates of return equal to the return received on the properties that are sold, it may experience a decline in lease revenues and profitability and a corresponding material adverse effect on the Company's consolidated financial condition and results of operations.

For more specific information concerning the Company's purchase options, see "Purchase Options" in the "Trends and Matters Impacting Operating Results" as a part of Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations included in Part II of this report.

***If the Company is unable to promptly re-let its properties, if the rates upon such re-letting are significantly lower than the previous rates or if the Company is required to undertake significant expenditures or make significant leasing concessions to attract new tenants, then the Company's business, consolidated financial condition and results of operations would be adversely affected.***

A portion of the Company's leases will expire over the course of any year. For more specific information concerning the Company's expiring leases, see "Expiring Leases" in the "Trends and Matters Impacting Operating Results" as part of Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations included in Part II of this report. The Company may not be able to re-let space on terms that are favorable to the Company or at all. Further, the Company may be required to make significant capital expenditures to renovate or reconfigure space or make significant leasing concessions to attract new tenants.

***Certain of the Company's properties are special purpose healthcare facilities and may not be easily adaptable to other uses.*** Some of the Company's properties are specialized medical facilities. If the Company or the Company's tenants terminate the leases for these properties or the Company's tenants lose their regulatory authority to operate such properties, the Company may not be able to locate suitable replacement tenants to lease the properties for their specialized uses. Alternatively, the Company may be required to spend substantial amounts to adapt the properties to other uses. Any loss of revenues and/or additional capital expenditures occurring as a result may have a material adverse effect on the Company's consolidated financial condition and results of operations.

***The Company has, and in the future may have more, exposure to fixed rent escalators, which could lag behind inflation and the growth in operating expenses such as real estate taxes, utilities, insurance, and maintenance expense.***

The Company receives a significant portion of its revenues by leasing assets subject to fixed rent escalations. Approximately 95% of leases have increases that are based upon fixed percentages and approximately 5% of leases have increases based on the Consumer Price Index. To the extent fixed percentage increases lag behind inflation and operating expense growth, the Company's performance, growth, and profitability would be negatively impacted. As of December 31, 2023, the Company had weighted average annual fixed rent escalators of 2.82% with its wholly-owned and consolidated properties.

***The Company's real estate investments are illiquid and the Company may not be able to sell properties strategically targeted for disposition.***

Because real estate investments are relatively illiquid, the Company's ability to adjust its portfolio promptly in response to economic or other conditions is limited. Certain significant expenditures generally do not change in response to economic or other conditions, including debt service (if any), real estate taxes, and operating and maintenance costs. This combination of variable revenue and relatively fixed expenditures may result in reduced earnings and could have an adverse effect on the Company's financial condition. In addition, the Company may not be able to sell properties targeted for disposition, including properties held for sale, due to adverse market conditions. This may negatively affect, among other things, the Company's ability to sell properties on favorable terms, execute its operating strategy, repay debt, or pay dividends.

***The Company is subject to risks associated with the development and redevelopment of properties.***

The Company expects development and redevelopment of properties will continue to be a key component of its growth plans. The Company is subject to certain risks associated with the development and redevelopment of properties including the following:

- The construction of properties generally requires various government and other approvals that may not be received when expected, or at all, which could delay or preclude commencement of construction;



- Opportunities that the Company pursued but later abandoned could result in the expensing of pursuit costs, which could impact the Company's consolidated results of operations;
- Construction costs could exceed original estimates, which could impact the building's profitability to the Company;
- Operating expenses could be higher than forecasted;
- Time required to initiate and complete the construction of a property and to lease up a completed property may be greater than originally anticipated, thereby adversely affecting the Company's cash flow and liquidity;
- Occupancy rates and rents of a completed development property may not be sufficient to make the property profitable to the Company; and
- Favorable capital sources to fund the Company's development and redevelopment activities may not be available when needed.

***The Company may make material acquisitions and undertake developments and redevelopments that may involve the expenditure of significant funds and may not perform in accordance with management's expectations.***

The Company regularly pursues potential transactions to acquire, develop or redevelop real estate assets. Future acquisitions could require the Company to issue equity securities, incur debt or other contingent liabilities or amortize expenses related to other intangible assets, any of which could adversely impact the Company's consolidated financial condition or results of operations. In addition, equity or debt financing required for such acquisitions may not be available at favorable times or rates.

The Company's acquired, developed, redeveloped and existing real estate properties may not perform in accordance with management's expectations because of many factors including the following:

- The Company's purchase price for acquired facilities may be based upon a series of market or building-specific judgments which may be incorrect;
- The costs of any maintenance or improvements for properties might exceed estimated costs;
- The Company may incur unexpected costs in the acquisition, construction or maintenance of real estate assets that could impact its expected returns on such assets; and
- Leasing may not occur at all, within expected time frames or at expected rental rates.

Further, the Company can give no assurance that acquisition, development and redevelopment opportunities that meet management's investment criteria will be available when needed or anticipated.

***The Company is exposed to risks associated with geographic concentration.***

As of December 31, 2023, the Company had investment concentrations of greater than 5% of its total investments in the Dallas, TX (8.7%), Houston, TX (5.6%), and Seattle, WA (5.3%) markets. These concentrations increase the exposure to adverse conditions that might affect these markets, including natural disasters, local economic conditions, local real estate market conditions, increased competition, state and local regulation (including property taxes) and other localized events or conditions.

***Many of the Company's leases are dependent on the viability of associated health systems. Revenue concentrations relating to these leases expose the Company to risks related to the financial condition of the associated health systems.***

Most of the Company's properties on or adjacent to hospital campuses are largely dependent on the viability of the health system's campus where they are located, whether or not the hospital or health system is a tenant in such properties. The viability of these health systems depends on factors such as the quality and mix of healthcare services provided, competition, payor mix, demographic trends in the surrounding community, market position and growth potential. If one of these hospitals is unable to meet its financial obligations, is unable to compete successfully, or is forced to close or relocate, the Company's properties on or near such hospital campus could be adversely impacted.

***Many of the Company's properties are held under ground leases. These ground leases contain provisions that may limit the Company's ability to lease, sell, or finance these properties.***

As of December 31, 2023, the Company had 232 properties that were held under ground leases, representing an aggregate gross investment of approximately \$5.4 billion. The weighted average remaining term of the Company's ground leases is approximately 64.9 years, including renewal options. The Company's ground lease agreements with



hospitals and health systems typically contain restrictions that limit building occupancy to physicians on the medical staff of an affiliated hospital and prohibit tenants from providing services that compete with the services provided by the affiliated hospital. Ground leases may also contain consent requirements or other restrictions on sale or assignment of the Company's leasehold interest, including rights of first offer and first refusal in favor of the lessor. These ground lease provisions may limit the Company's ability to lease, sell, or obtain mortgage financing secured by such properties which, in turn, could adversely affect the income from operations or the proceeds received from a sale. As a ground lessee, the Company is also exposed to the risk of reversion of the property upon expiration of the ground lease term, or an earlier breach by the Company of the ground lease, which may have a material adverse effect on the Company's consolidated financial condition and results of operations.

***The Company may experience uninsured or underinsured losses.***

The Company carries comprehensive liability insurance and property insurance covering its owned and managed properties. A portion of the property insurance is provided by a wholly-owned captive insurance company. In addition, tenants under single-tenant leases are required to carry property insurance covering the Company's interest in the buildings. Some types of losses may be uninsurable or too expensive to insure against. Insurance companies, including the captive insurance company, limit or exclude coverage against certain types of losses, such as losses due to named windstorms, terrorist acts, earthquakes, toxic mold, and losses without direct physical loss, such as business interruptions occurring from pandemics. Accordingly, the Company may not have sufficient insurance coverage against certain types of losses and may experience decreases in the insurance coverage available. Should an uninsured loss or a loss in excess of insured limits occur, the Company could lose all or a portion of the capital it has invested in a property, as well as the anticipated future revenue from the property. In such an event, the Company might remain obligated for any mortgage debt or other financial obligation related to the property. Further, if any of the Company's insurance carriers were to become insolvent, the Company would be forced to replace the existing coverage with another suitable carrier, and any outstanding claims would be at risk for collection. In such an event, the Company cannot be certain that the Company would be able to replace the coverage at similar or otherwise favorable terms.

The Company has obtained title insurance policies for each of its properties, typically in an amount equal to its original price. However, these policies may be for amounts less than the current or future values of our properties. In such an event, if there is a title defect relating to any of the Company's properties, it could lose some of the capital invested in and anticipated profits from such property. The Company cannot give assurance that material losses in excess of insurance proceeds will not occur in the future.

***Damage from catastrophic weather and other natural events, whether caused by climate change or otherwise, could result in losses to the Company.***

Many of our properties are located in areas susceptible to revenue loss, cost increase, or damage caused by severe weather conditions or natural disasters such as wildfires, hurricanes, earthquakes, tornadoes and floods. The Company could experience losses to the extent that such damages exceed insurance coverage, cause an increase in insurance premiums, and/or a decrease in demand for properties located in such areas. In the event that climate change causes such catastrophic weather or other natural events to increase broadly or in localized areas, such costs and damages could increase above historic expectations. In addition, changes in federal and state legislation and regulation on climate change could result in increased capital expenditures to improve energy efficiency of our existing properties and could require the Company to spend more on development and redevelopment properties without a corresponding increase in revenue.

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***The Company faces risks associated with security breaches through cyber attacks, cyber intrusions, or otherwise, as well as other significant disruptions of its information technology networks and related systems.***

The Company faces risks associated with security breaches, whether through cyber attacks or cyber intrusions over the Internet, malware, computer viruses, attachments to emails, persons inside the Company, or persons with access to systems inside the Company, and other significant disruptions of the Company's information technology ("IT") networks and related systems. The risk of a security breach or disruption, particularly through cyber attack or cyber intrusion, including by computer hackers, foreign governments and cyber terrorists, has generally increased as the number, intensity, and sophistication of attempted attacks and intrusions from around the world have increased. The Company's IT networks and related systems are essential to the operation of its business and its ability to perform day-to-day operations (including managing building systems) and, in some cases, may be critical to the operations of certain of our tenants. Although the Company makes efforts to maintain the security and integrity of these types of IT networks and related systems, it has experienced breaches. While breaches to date have not had a material impact, and we have implemented various measures to manage the risk of a security breach or disruption, there can be no assurance that these security measures will be effective or that future attempted security breaches or disruptions would not be successful or damaging.

A security breach or other significant disruption involving the Company's IT network and related systems could:

- disrupt the proper functioning of the Company's networks and systems and therefore the Company's operations and/or those of certain tenants;
- result in misstated financial reports, violations of loan covenants, missed reporting deadlines, and/or missed permitting deadlines;
- result in the Company's inability to properly monitor its compliance with the rules and regulations regarding the Company's qualification as a REIT;
- result in the unauthorized access to, and destruction, loss, theft, misappropriation or release of proprietary, confidential, sensitive, or otherwise valuable information of the Company or others, which others could use to compete against the Company or which could expose it to damage claims by third parties for disruption, destructive, or otherwise harmful purposes or outcomes;
- result in the Company's inability to maintain the building systems relied upon by its tenants for the efficient use of their leased space;
- require significant management attention and resources to remedy any damages that result;
- subject the Company to claims for breach of contract, damages, credits, penalties, or termination of leases or other agreements; or
- damage the Company's reputation among its tenants and investors generally.

Although the Company carries cyber risk insurance, losses could exceed insurance coverage available and any or all of the foregoing could have a material adverse effect on the Company's consolidated financial condition and results of operations.

***The Company may structure acquisitions of property in exchange for limited partnership units of the OP on terms that could limit its liquidity or flexibility.***

The Company may acquire properties by issuing limited partnership units of the OP in exchange for a property owner contributing property to the Company. If the Company continues to enter into such transactions in order to induce the contributors of such properties to accept units of the OP rather than cash in exchange for their properties, it may be necessary for the Company to provide additional incentives. For instance, the OP's limited partnership agreement provides that any holder of units may exchange limited partnership units on a one-for-one basis for shares of common stock or, at the Company's option, cash equal to the value of an equivalent number of shares of the Company's common stock. The Company may, however, enter into additional contractual arrangements with contributors of property under which it would agree to repurchase a contributor's units for shares of the Company's common stock or cash, at the option of the contributor, at set times. If the contributor required the Company to repurchase units for cash pursuant to such a provision, it would limit the Company's liquidity and, thus, its ability to use cash to make other investments, satisfy other obligations or make distributions to stockholders. Moreover, if the Company were



required to repurchase units for cash at a time when it did not have sufficient cash to fund the repurchase, the Company might be required to sell one or more of its properties to raise funds to satisfy this obligation. Furthermore, the Company might agree that if distributions the contributor received as a limited partner in the OP did not provide the contributor with an established return level, then upon redemption of the contributor's units the Company would pay the contributor an additional amount necessary to achieve that return. Such a provision could further negatively impact our liquidity and flexibility. Finally, in order to allow a contributor of a property to defer taxable gain on the contribution of property to the OP, the Company might agree not to sell a contributed property for a defined period of time or until the contributor exchanged the contributor's units for cash or shares. Such an agreement would prevent the Company from selling those properties, even if market conditions would allow such a sale to be favorable to the Company.

***Healthcare Realty Trust is a holding company with no direct operations and, as such, it relies on funds received from the OP to pay liabilities, and the interests of its stockholders will be structurally subordinated to all liabilities and obligations of the OP and its subsidiaries.***

Substantially all of Healthcare Realty Trust's assets are held through the OP, which holds substantially all of its assets through subsidiaries. Healthcare Realty Trust does not have, apart from its interest in the OP, any independent operations. Substantially all of Healthcare Realty Trust's cash flow is dependent upon cash distributions from the OP. As a result, Healthcare Realty Trust relies on distributions from the OP to pay any dividends that may be declared on its shares of Class A common stock. Healthcare Realty Trust also relies on distributions from the OP to meet its other obligations, including any tax liability on taxable income allocated to it from the OP. In addition, because Healthcare Realty Trust is a holding company, stockholder claims will be structurally subordinated to all existing and future liabilities and obligations (whether or not for borrowed money) of the OP and its subsidiaries. In the event of a bankruptcy, liquidation, or reorganization of Healthcare Realty Trust, its assets and those of the OP and its subsidiaries will be available to satisfy the claims of stockholders only after all of Healthcare Realty Trust's and the OP's and its subsidiaries' liabilities and obligations have been paid in full.

***The Company cannot assure you that it will be able to continue paying dividends at or above the rates previously paid.***

The stockholders of the Company may not receive dividends at the same rate they received previously for various reasons, including the following: (i) the Company may not have enough cash to pay such dividends due to changes in the Company's cash requirements, capital spending plans, cash flow or financial position; (ii) decisions on whether, when and in what amounts to make any future distributions will remain at all times entirely at the discretion of the Board of Directors, which reserves the right to change the Company's current dividend practices at any time and for any reason; (iii) the Company may desire to retain cash to maintain or improve its credit ratings; and (iv) the amount of dividends that the Company's subsidiaries may distribute to the Company may be subject to restrictions imposed by state law, restrictions that may be imposed by state regulators, and restrictions imposed by the terms of any current or future indebtedness that these subsidiaries may incur.

Stockholders of the Company do not have a contractual or other legal right to dividends that have not been authorized by the Board of Directors.

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***The Company previously incurred and may continue to incur substantial expenses related to the Merger.***

The Company incurred substantial expenses in connection with completing the Merger and integrating the business, operations, networks, systems, technologies, policies and procedures of the two companies, including severance costs. While the integration of the two companies is largely complete, the Company could still incur significant expenses as it operates and refines the combined portfolios of the companies.

***Pandemics, such as COVID-19, and measures intended to prevent their spread or mitigate their severity could have a material adverse effect on the Company's business, results of operations, cash flows and financial condition.***

The COVID-19 pandemic had, and another pandemic in the future could have, repercussions across regional and global economies and financial markets. During 2020, all of the states and cities in which the Company owns properties, manages properties, and/or has development or redevelopment projects instituted quarantines, restrictions on travel, "shelter in place" rules, restrictions on the types of businesses that may continue to operate, and/or restrictions on the types of construction projects that may continue. As a result, a number of the Company's tenants temporarily closed their offices or clinical space or operated on a reduced basis in response to government requirements or recommendations.

The COVID-19 pandemic also caused severe economic, market and other disruptions worldwide. There can be no assurance that the Company's access to capital and other sources of funding will not become constrained, which could adversely affect the availability and terms of future borrowings, renewals or refinancings. In addition, the deterioration of economic conditions, including supply chain constraints, as a result of the pandemic may ultimately decrease occupancy levels and average rent per square foot across the Company's portfolio as tenants reduce or defer their spending.

The extent of the COVID-19 pandemic's effect, or the effect of new virus variants or of another pandemic in the future, on the Company's operational and financial performance will depend on future developments, including the duration, spread and intensity of the outbreak, the availability and effectiveness of vaccines, and the effect of government requirements or recommendations, all of which are uncertain and difficult to predict.

#### **Risks relating to our capital structure and financings**

***The Company has incurred significant debt obligations and may incur additional debt and increase leverage in the future.***

As of December 31, 2023, the Company had approximately \$5.3 billion of outstanding indebtedness excluding discounts, premiums and debt issuance costs. Covenants under the Fourth Amended and Restated Revolving Credit and Term Loan Agreement dated as of July 20, 2022, among Healthcare Realty Trust, the OP, and Wells Fargo Bank, National Association, as Administrative Agent, and the other lenders that are party thereto, as amended ("Unsecured Credit Facility"), and the indentures governing the OP's senior notes permit the Company to incur substantial, additional debt, and the Company may borrow additional funds, which may include secured borrowings or additional instances of notes by the OP that are fully guaranteed by Healthcare Realty Trust. A high level of indebtedness would require the Company to dedicate a substantial portion of its cash flows from operations to service debt, thereby reducing the funds available to implement the Company's business strategy and to make distributions to stockholders. A high level of indebtedness could also:

- limit the Company's ability to adjust rapidly to changing market conditions in the event of a downturn in general economic conditions or in the real estate and/or healthcare industries;
- impair the Company's ability to obtain additional debt financing or require potentially dilutive equity to fund obligations and carry out its business strategy; and
- result in a downgrade of the rating of the Company's debt securities by one or more rating agencies, which would increase the costs of borrowing under the Unsecured Credit Facility and the cost of issuance of new debt securities, among other things.

In addition, from time to time, the Company secures mortgage financing or assumes mortgages to partially fund its investments. If the Company is unable to meet its mortgage payments, then the encumbered properties could be foreclosed upon or transferred to the mortgagee with a consequent loss of income and asset value. A foreclosure on one or more of the Company's properties could have a material adverse effect on the Company's consolidated financial condition and results of operations.



The Company generally does not intend to reserve funds to retire existing debt upon maturity. The Company may not be able to repay, refinance, or extend any or all of our debt at maturity or upon any acceleration. If any refinancing is done at higher interest rates, the increased interest expense could adversely affect the Company's financial condition and results of operations. Any such refinancing could also impose tighter financial ratios and other covenants that restrict the Company's ability to take actions that could otherwise be in its best interest, such as funding new development activity, making opportunistic acquisitions, or paying dividends.

***Covenants in the Company's debt instruments limit its operational flexibility, and a breach of these covenants could materially affect the Company's consolidated financial condition and results of operations.***

The terms of the Unsecured Credit Facility, the indentures governing the OP's outstanding senior notes (which are fully and unconditionally guaranteed by Healthcare Realty Trust) and other debt instruments that the Company may enter into in the future are subject to customary financial and operational covenants. These provisions include, among other things: a limitation on the incurrence of additional indebtedness; limitations on mergers, investments, acquisitions, redemptions of capital stock, and transactions with affiliates; and maintenance of specified financial ratios. The Company's continued ability to incur debt and operate its business is subject to compliance with these covenants, which limit operational flexibility. Breaches of these covenants could result in defaults under applicable debt instruments, even if payment obligations are satisfied. Financial and other covenants that limit the Company's operational flexibility, as well as defaults resulting from a breach of any of these covenants in its debt instruments, could have a material adverse effect on the Company's consolidated financial condition and results of operations.

***If lenders under the Unsecured Credit Facility fail to meet their funding commitments, the Company's operations and consolidated financial position would be negatively impacted.***

Access to external capital on favorable terms is critical to the Company's success in growing and maintaining its portfolio. If financial institutions within the Unsecured Credit Facility were unwilling or unable to meet their respective funding commitments to the Company, any such failure would have a negative impact on the Company's operations, consolidated financial condition and ability to meet its obligations, including the payment of dividends to stockholders.

***The unavailability of equity and debt capital, volatility in the credit markets, increases in interest rates, or changes in the Company's debt ratings could have an adverse effect on the Company's ability to meet its debt payments, make dividend payments to stockholders or engage in acquisition and development activity.***

A REIT is required by the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), to make dividend distributions, thereby retaining less of its capital for growth. As a result, a REIT typically requires new capital to invest in real estate assets. However, there may be times when the Company will have limited access to capital from the equity and/or debt markets. Changes in the Company's debt ratings could have a material adverse effect on its interest costs and financing sources. The Company's debt rating can be materially influenced by a number of factors including, but not limited to, acquisitions, investment decisions, and capital management activities. In recent years, the capital and credit markets have experienced volatility and at times have limited the availability of funds. The Company's ability to access the capital and credit markets may be limited by these or other factors, which could have an impact on its ability to refinance maturing debt, fund dividend payments and operations, acquire healthcare properties and complete development and redevelopment projects. If the Company is unable to refinance or extend principal payments due at maturity of its various debt instruments, its cash flow may not be sufficient to repay maturing debt or make dividend payments to stockholders. If the Company defaults in paying any of its debts or satisfying its debt covenants, it could experience cross-defaults among debt instruments, the debts could be accelerated, and the Company could be forced to liquidate assets for less than the values it would otherwise receive.

Further, the Company obtains credit ratings from various credit-rating agencies based on their evaluation of the Company's credit. These agencies' ratings are based on a number of factors, some of which are not within the Company's control. In addition to factors specific to the Company's financial strength and performance, the rating agencies also consider conditions affecting REITs generally. The Company's credit ratings could be downgraded. If the Company's credit ratings are downgraded or other negative action is taken, the Company could be required, among other things, to pay additional interest and fees on borrowings under the Unsecured Credit Facility.



***Increases in interest rates could have a material adverse effect on the Company's cost of capital.***

During 2023, the Federal Reserve continued to raise interest rates in an effort to curb inflation. Further increases in interest rates will increase interest costs on any new debt and existing variable rate debt. Such increases in the cost of capital could adversely impact our ability to finance operations, acquire and develop properties, and refinance existing debt. Additionally, increased interest rates may also result in less liquid property markets, limiting our ability to sell existing assets.

***The Company's swap agreements may not effectively reduce its exposure to changes in interest rates.***

The Company enters into swap agreements from time to time to manage some of its exposure to interest rate volatility. These swap agreements involve risks, such as the risk that counterparties may fail to honor their obligations under these arrangements. In addition, these arrangements may not be effective in reducing the Company's exposure to changes in interest rates. When the Company uses forward-starting interest rate swaps, there is a risk that it will not complete the long-term borrowing against which the swap is intended to hedge. If such events occur, the Company's consolidated financial condition and results of operations may be adversely affected. See Note 11 to the Consolidated Financial Statements for additional information on the Company's interest rate swaps.

***The Company has entered into joint venture agreements that limit its flexibility with respect to jointly owned properties and expects to enter into additional such agreements in the future.***

As of December 31, 2023, the Company had investments of \$311.5 million in unconsolidated joint ventures with unrelated third parties comprised of 33 properties and two parking garages. In addition, the Company had an investment of \$30.1 million in one operating consolidated joint venture, as well as investments of \$58.1 million in three consolidated joint ventures with developments in various stages of construction. The Company may acquire, develop, or redevelop additional properties in joint ventures with unrelated third parties. In such investments, the Company is subject to risks that may not be present in its other forms of ownership, including:

- joint venture partners could have financing and investment goals or strategies that are different than those of the Company, including terms and strategies for such investment and what levels of debt place on the venture;
- the parties to a joint venture could reach an impasse on certain decisions, which could result in unexpected costs, including costs associated with litigation or arbitration;
- a joint venture partner's actions might have the result of subjecting the property or the Company to liabilities in excess of those contemplated;
- joint venture partners could have investments that are competitive with the Company's properties in certain markets;
- interests in joint ventures are often illiquid and the Company may have difficulty exiting such an investment, or may have to exit at less than fair market value;
- joint venture partners may be structured differently than the Company for tax purposes and there could be conflicts relating to the Company's REIT status; and
- joint venture partners could become insolvent, fail to fund capital contributions, or otherwise fail to fulfill their obligations as a partner, which could require the Company to invest more capital into such ventures than anticipated.

***The U.S. federal income tax treatment of the cash that the Company might receive from cash settlement of a forward equity agreement is unclear and could jeopardize the Company's ability to meet the REIT qualification requirements.***

The Company has utilized and, in the future, may utilize forward equity agreements to secure pricing for equity capital needed at a later time. The Company currently has no forward equity agreements outstanding. In the event that we enter into forward equity agreements in the future and elect to settle any such forward equity agreement for cash and the settlement price is below the applicable forward equity price, we would be entitled to receive a cash payment from the relevant forward purchaser. Under Section 1032 of the Internal Revenue Code, generally, no gains and losses are recognized by a corporation in dealing in its own shares, including pursuant to a "securities futures contract" (as defined in the Internal Revenue Code, by reference to the Exchange Act). Although we believe that any amount received by us in exchange for our stock would qualify for the exemption under Section 1032 of the Internal Revenue Code, because it is not entirely clear whether a forward equity agreement qualifies as a "securities futures contract," the U.S. federal income tax treatment of any cash settlement payment we receive is uncertain. In the event



that we recognize a significant gain from the cash settlement of a forward equity agreement, we might be unable to satisfy the gross income requirements applicable to REITs under the Internal Revenue Code. In that case, we may be able to rely upon the relief provisions under the Internal Revenue Code in order to avoid the loss of our REIT status. Even if the relief provisions apply, we will be subject to a 100% tax on the greater of (i) the excess of 75% of our gross income (excluding gross income from prohibited transactions) over the amount of such income attributable to sources that qualify under the 75% test or (ii) the excess of 95% of our gross income (excluding gross income from prohibited transactions) over the amount of such gross income attributable to sources that qualify under the 95% test, multiplied in either case by a fraction intended to reflect our profitability. In the event that these relief provisions were not available, we could lose our REIT status under the Internal Revenue Code.

***In case of our bankruptcy or insolvency, any forward equity agreements will automatically terminate, and the Company would not receive the expected proceeds from any forward sale of shares of its common stock.***

If we file for or consent to a proceeding seeking a judgment in bankruptcy or insolvency or any other relief under any bankruptcy or insolvency law or other similar law affecting creditors' rights, or we or a regulatory authority with jurisdiction over us presents a petition for our winding-up or liquidation, and we consent to such a petition, any forward equity agreements that are then in effect will automatically terminate. If any such forward equity agreement so terminates under these circumstances, we would not be obligated to deliver to the relevant forward purchaser any shares of common stock not previously delivered, and the relevant forward purchaser would be discharged from its obligation to pay the applicable forward equity price per share in respect of any shares of common stock not previously settled under the applicable forward equity agreement. Therefore, to the extent that there are any shares of common stock with respect to which any forward equity agreement has not been settled at the time of the commencement of any such bankruptcy or insolvency proceedings, we would not receive the relevant forward equity price per share in respect of those shares of common stock.

#### **Risks relating to government regulations**

***The Company's property taxes could increase due to reassessment or property tax rate changes.***

Real property taxes on the Company's properties may increase as its properties are reassessed by taxing authorities or as property tax rates change. For example, a current California law commonly referred to as Proposition 13 generally limits annual real estate tax increases on California properties to 2% of assessed value at the date of acquisition. Accordingly, the assessed value and resulting property tax the Company pays is less than it would be if the properties were assessed at current values. The Company owns 36 properties in California, representing 7.1% of its total revenue. From time to time, proposals have been made to reduce the beneficial impact of Proposition 13, particularly with respect to commercial property, which would include medical office buildings. Most recently, an initiative qualified for California's November 2020 statewide ballot that would generally limit Proposition 13's protections to residential real estate. If this initiative had passed, it would have ended the beneficial effect of Proposition 13 for the Company's properties, and property tax expense could have increase substantially, adversely affecting the Company's cash flow from operations and net income. While this initiative did not pass, the Company cannot predict whether other changes to Proposition 13 may be proposed or adopted in the future.

***Trends in the healthcare service industry may negatively affect the demand for the Company's properties, lease revenues and the values of its investments.***

The healthcare service industry may be affected by the following:

- transition to value-based care and reimbursement of providers;
- competition among healthcare providers;
- consolidation among healthcare providers, health insurers, hospitals and health systems;
- a rise in government-funded health insurance coverage;
- pressure on providers' operating profit margins from lower reimbursement rates, lower admissions growth, and higher expense growth;
- availability of capital;
- credit downgrades;
- liability insurance expense;
- rising pharmaceutical drug expense;

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- regulatory and government reimbursement uncertainty related to the Medicare and Medicaid programs;
- a trend toward government regulation of pharmaceutical pricing;
- government regulation of hospitals' and health insurers' pricing transparency;
- federal court decisions on cases challenging the legality of the Affordable Care Act, in whole or in part;
- site-neutral rate-setting for Medicare services across different care settings;
- disruption in patient volume and revenue from pandemics, such as COVID-19;
- trends in the method of delivery of healthcare services, such as telehealth;
- heightened health information technology security standards and the meaningful use of electronic health records by healthcare providers; and
- potential tax law changes affecting providers.

These trends, among others, can adversely affect the economic performance of some or all of the tenants and, in turn, negatively affect the lease revenues and the value of the Company's property investments.

***The costs of complying with governmental laws and regulations may adversely affect the Company's results of operations.*** All real property and the operations conducted on real property are subject to federal, state, and local laws and regulations relating to environmental protection and human health and safety. Some of these laws and regulations may impose joint and several liability on tenants, owners, or operators for the costs to investigate or remediate contaminated properties, regardless of fault or whether the acts causing the contamination were legal. In addition, the presence of hazardous substances, or the failure to properly remediate these substances, may hinder the Company's ability to sell, rent, or pledge such property as collateral for future borrowings.

Compliance with new laws or regulations or stricter interpretation of existing laws may require the Company to incur significant expenditures. For example, proposed legislation to address climate change could increase utility and other costs of operating the Company's properties. Future laws or regulations may impose significant environmental liability. Additionally, tenant or other operations in the vicinity of the Company's properties, such as the presence of underground storage tanks, or activities of unrelated third parties may affect the Company's properties. There are various local, state, and federal fire, health, life-safety, and similar regulations with which the Company may be required to comply and that may subject us to liability in the form of fines or damages for noncompliance. Any expenditures, fines, or damages that the Company must pay would adversely affect its results of operations.

Discovery of previously undetected environmentally hazardous conditions may adversely affect the Company's financial condition and results of operations. Under various federal, state, and local environmental laws and regulations, a current or previous property owner or operator may be liable for the cost to remove or remediate hazardous or toxic substances on such property. These costs could be significant. Such laws often impose liability whether or not the owner or operator knew of, or was responsible for, the presence of such hazardous or toxic substances. Environmental laws also may impose restrictions on the manner in which property may be used or businesses may be operated, and these restrictions may require significant expenditures or prevent the Company from entering into leases with prospective tenants that may be impacted by such laws. Environmental laws provide for sanctions for noncompliance and may be enforced by governmental agencies or private parties. Certain environmental laws and common law principles could be used to impose liability for the release of and exposure to hazardous substances, including asbestos-containing materials. Third parties may seek recovery from real property owners or operators for personal injury or property damage associated with exposure to released hazardous substances. The cost of defending against claims of liability, of complying with environmental regulatory requirements, of remediating any contaminated property, or of paying personal injury claims could adversely affect the Company's financial condition and results of operations.

***Qualifying as a REIT involves highly technical and complex provisions of the Internal Revenue Code.***

Qualification as a REIT involves the application of highly technical and complex provisions of the Internal Revenue Code for which only limited judicial and administrative authorities exist. Even a technical or inadvertent violation could jeopardize the Company's REIT qualification. The Company's continued qualification as a REIT will depend on the Company's satisfaction of certain asset, income, organizational, distribution, stockholder ownership and other



requirements on a continuing basis. In addition, the Company's ability to satisfy the requirements to qualify as a REIT depends in part on the actions of third parties over which the Company has no control or only limited influence, including in cases where the Company owns an equity interest in an entity that is classified as a partnership for U.S. federal income tax purposes.

***If the Company fails to remain qualified as a REIT, the Company will be subject to significant adverse consequences, including adversely affecting the value of its common stock.***

The Company intends to operate in a manner that will allow it to continue to qualify as a REIT for federal income tax purposes. Although the Company believes that it qualifies as a REIT, it cannot provide any assurance that it will continue to qualify as a REIT for federal income tax purposes. The Company's continued qualification as a REIT will depend on the satisfaction of certain asset, income, organizational, distribution, stockholder ownership and other requirements on a continuing basis. The Company's ability to satisfy the asset tests depends upon the characterization and fair market values of its assets. The Company's compliance with the REIT income and quarterly asset requirements also depends upon the Company's ability to successfully manage the composition of the Company's income and assets on an ongoing basis. Accordingly, there can be no assurance that the Internal Revenue Service ("IRS") will not contend that the Company has operated in a manner that violates any of the REIT requirements.

If the Company were to fail to qualify as a REIT in any taxable year, the Company would be subject to federal income tax on its taxable income at regular corporate rates and possibly increased state and local taxes (and the Company might need to borrow money or sell assets in order to pay any such tax). Further, dividends paid to the Company's stockholders would not be deductible by the Company in computing its taxable income. Any resulting corporate tax liability could be substantial and would reduce the amount of cash available for distribution to the Company's stockholders, which in turn could have an adverse impact on the value of the Company's common stock. In addition, in such an event the Company would no longer be required to pay dividends to maintain REIT status, which could adversely affect the value of the Company's common stock. Unless the Company were entitled to relief under certain provisions of the Internal Revenue Code, the Company also would continue to be disqualified from taxation as a REIT for the four taxable years following the year in which the Company failed to qualify as a REIT.

Even if the Company remains qualified for taxation as a REIT, the Company is subject to certain federal, state and local taxes on its income and assets, including taxes on any undistributed taxable income, and state or local income, franchise, property and transfer taxes. These tax liabilities would reduce the Company's cash flow and could adversely affect the value of the Company's common stock. For more specific information on state income taxes paid, see Note 16 to the Consolidated Financial Statements.

***The Company's articles of incorporation, as well as provisions of the MGCL, contain limits and restrictions on transferability of the Company's common stock which may have adverse effects on the value of the Company's common stock.***

In order to qualify as a REIT, no more than 50% of the value of the Company's outstanding shares may be owned, directly or indirectly, by five or fewer individuals (as defined in the Internal Revenue Code to include certain entities) during the last half of a taxable year. To assist in complying with this REIT requirement, the Company's articles of incorporation contain provisions restricting share transfers where the transferee would, after such transfer, own more than 9.8% either in number or value of the outstanding stock of the Company. If, despite this prohibition, stock is acquired increasing a transferee's ownership to over 9.8% in value of the outstanding stock, the stock in excess of this 9.8% in value is deemed to be held in trust for transfer at a price that does not exceed what the purported transferee paid for the stock, and, while held in trust, the stock is not entitled to receive dividends or to vote. In addition, under these circumstances, the Company has the right to redeem such stock.

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In addition, certain provisions of the MGCL applicable to the Company may have the effect of inhibiting or deterring a third party from making a proposal to acquire the Company or of delaying or preventing a change of control under circumstances that otherwise could provide Company stockholders with the opportunity to realize a premium over the then-prevailing market price of such shares, including:

- provisions under Subtitle 8 of Title 3 of the MGCL that permit the Board of Directors, without stockholders' approval and regardless of what is currently provided in the Company's Articles of Incorporation or bylaws, to implement certain takeover defenses;
- "business combination" provisions that, subject to limitations, prohibit certain business combinations, asset transfers and equity security issuances or reclassifications between the Company and an "interested stockholder" (defined generally as any person who beneficially owns, directly or indirectly, 10% or more of the voting power of the Company's outstanding voting stock or an affiliate or associate of the Company who, at any time within the two-year period immediately prior to the date in question, was the beneficial owner, directly or indirectly, of 10% or more of the Company's then outstanding stock) or an affiliate of an interested stockholder for five years after the most recent date on which the stockholder becomes an interested stockholder, and thereafter may impose supermajority voting requirements unless certain minimum price conditions are satisfied; and
- "control share" provisions that provide that holders of "control shares" of the Company (defined as shares which, when aggregated with other shares controlled by the stockholder, entitle the stockholder to exercise one of three increasing ranges of voting power in electing directors) acquired in a "control share acquisition" (defined as the direct or indirect acquisition of ownership or control of issued and outstanding "control shares") have no voting rights except to the extent approved by Company stockholders by the affirmative vote of at least two-thirds of all the votes entitled to be cast on the matter, excluding all interested shares.

Pursuant to a resolution adopted by the Board of Directors, the Company is prohibited from classifying the Board of Directors under Subtitle 8 unless stockholders entitled to vote generally in the election of directors approve a proposal to repeal such resolution by the affirmative of a majority of the votes cast on the matter. In the case of the business combination provisions of the MGCL, the Board of Directors has adopted a resolution providing that any business combination between the Company and any other person is exempted from this statute, provided that such business combination is first approved by the Board of Directors. This resolution, however, may be altered or repealed in whole or in part at any time. In the case of the control share provisions of the MGCL, the Company has opted out of these provisions pursuant to a provision in its bylaws. The Company may, however, by amendment to its bylaws, opt into the control share provisions of the MGCL. The Company may also choose to adopt other takeover defenses in the future. Any such actions could deter a transaction that may otherwise be in the interest of Company stockholders.

These restrictions on the transfer of the Company's shares could have adverse effects on the value of the Company's common stock.

***Complying with the REIT requirements may cause the Company to forego otherwise attractive opportunities.***

To qualify as a REIT for federal income tax purposes, the Company must continually satisfy tests concerning, among other things, the sources of its income, the nature of its assets, the amounts it distributes to its stockholders and the ownership of its stock. The Company may be unable to pursue investments that would be otherwise advantageous to the Company in order to satisfy the source-of-income or distribution requirements for qualifying as a REIT. Thus, compliance with the REIT requirements may hinder the Company's ability to make certain attractive investments.

***The prohibited transactions tax may limit the Company's ability to sell properties.***

A REIT's net gain from prohibited transactions is subject to a 100% tax. In general, prohibited transactions are sales or other dispositions of property held primarily for sale to customers in the ordinary course of business. The Company may be subject to the prohibited transaction tax equal to 100% of net gain upon the disposition of real property. Although a safe harbor to the characterization of the sale of real property by a REIT as a prohibited transaction is available, there can be no assurance that the Company can comply in all cases with the safe harbor or that it will avoid owning property that may be characterized as held primarily for sale to customers in the ordinary course of



business. Consequently, the Company may choose not to engage in certain sales of its properties or may conduct such sales through a taxable REIT subsidiary, which would be subject to federal and state income taxation.

***New legislation or administrative or judicial action, in each instance potentially with retroactive effect, could make it more difficult or impossible for the Company to qualify as a REIT.***

The present federal income tax treatment of REITs may be modified, possibly with retroactive effect, by legislative, judicial or administrative action at any time, which could affect the federal income tax treatment of an investment in the Company. The federal income tax rules that affect REITs are constantly under review by persons involved in the legislative process, the IRS and the U.S. Treasury Department, which results in statutory changes as well as frequent revisions to regulations and interpretations. Revisions in federal tax laws and interpretations thereof could cause the Company to change its investments and commitments and affect the tax considerations of an investment in the Company. There can be no assurance that new legislation, regulations, administrative interpretations or court decisions will not change the tax laws significantly with respect to the Company's qualification as a REIT or with respect to the federal income tax consequences of qualification.

***New and increased transfer tax rates may reduce the value of the Company's properties.***

In recent years, several cities in which the Company owns assets have increased transfer tax rates. These include Boston, Los Angeles, San Francisco, Seattle, and Washington, D.C. In 2022, Los Angeles increased its transfer tax rate from 0.45% to 5.5% on sales of real properties greater than \$10 million in value, effective April 1, 2023. In 2020, San Francisco increased its transfer tax rate to 6% for sales in excess of \$25 million in value. Also in 2020, the State of Washington increased its transfer tax rate from 1.28% to 3% on sales in excess of \$3 million in value; the combined state and local transfer tax rate in Seattle/King County, Washington is 3.5% on sales above \$3 million. As state and municipal governments seek new ways to raise revenue, other jurisdictions may implement new real estate transfer taxes or increase existing transfer tax rates. Increases in such tax rates can impose significant additional transaction costs on sales of commercial real estate and may reduce the value of the Company's properties for sale by the amount of the new or increased tax.

## Item 1B. Unresolved Staff Comments

None.

## Item 1C. Cybersecurity

The Company annually reviews its overall risk profile with the Audit Committee and full Board of Directors. Assessing, identifying and managing material risks from cybersecurity threats are integrated into the Company's overall risk management processes.

The Audit Committee of the Company's Board of Directors has oversight in the management of risks associated with cybersecurity. The Audit Committee is briefed regularly on cybersecurity matters, including meeting with the Company's Chief Technology Officer at least annually and receiving a memorandum quarterly regarding cybersecurity. In addition, the Audit Committee discusses cybersecurity with other members of management and the internal audit staff at each quarterly meeting. The Audit Committee reports to the full Board of Directors quarterly regarding cybersecurity.

Management of the Company plays an integral role in assessing and managing risks from cybersecurity threats. The Company has a dedicated technology services department, led by the Company's Chief Technology Officer. The Company also has an in-house internal audit staff that is involved in risk management of cybersecurity threats. The Company solicits input from key employees regarding the overall risk environment, including cybersecurity threats. The Company requires all employees to complete cybersecurity training semi-annually and periodically facilitates penetration tests on the Company's systems.

The Company's Chief Technology Officer reports to the Executive Vice President – Operations. In addition, as discussed in more detail below, any cybersecurity incident is reported to the Company's legal department. While the



Company's Executive Vice President – Operations and the members of its legal department do not have a technology services background, we believe that the Company's Chief Technology Officer and technology services team possess the requisite background and experience to effectively manage the Company's cybersecurity needs.

The Company also engages with third parties on an as-needed basis to advise and assist in managing cybersecurity risks. When the Company utilizes third-party services that include web-based platforms or data collection stored on third-party servers, it reviews the service provider's SOC1 attestation reports on internal controls and inquires regarding controls and procedures utilized by such third parties with respect to cybersecurity of the Company's data.

The Company has in place a cybersecurity incident response plan. Procedures for addressing cybersecurity incidents include reporting incidents up to senior management, including the Company's legal department for analysis. If a cybersecurity incident were determined to be material, the Company's disclosure committee would address appropriate public disclosures. As noted above, management regularly reports to the Audit Committee regarding the current cyber threat environment and the controls and procedures meant to address such risks. If a cybersecurity incident were determined to be material, the Audit Committee would be informed promptly.

The Company carries cyber risk insurance, but there can be no assurance that losses from a cybersecurity incident would not exceed the insurance coverage.

The Company is subject to risks associated with cybersecurity threats. Although the Company has not experienced a cybersecurity incident that materially affected or, to the Company's knowledge, is reasonably likely to materially affect the Company, including its business strategy, results of operations or financial condition, the Company has, from time to time, experienced threats to and breaches of its data and systems. The Company faces risks associated with security breaches through cyber attacks, cyber intrusions, or otherwise, as well as other significant disruptions of its information technology networks and related systems. These risks are described in more detail under Item 1A. Risk Factors.

## Item 2. Properties

In addition to the properties described in Item 1. "Business," in Note 3 to the Consolidated Financial Statements, and in Schedule III of Item 15 of this Annual Report on Form 10-K, the Company leases office space from unrelated third parties from time to time. The Company owns its corporate headquarters located at 3310 West End Avenue in Nashville, Tennessee.

## Item 3. Legal Proceedings

The Company is not aware of any pending or threatened litigation that, if resolved against the Company, would have a material adverse effect on the Company's consolidated financial position, results of operations, or cash flows.

## Item 4. Mine Safety Disclosures

Not applicable.

### **PART II**

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

Shares of the Company's common stock are traded under the symbol "HR." As of December 31, 2023, there were 2,167 stockholders of record.



Future dividends will be declared and paid at the discretion of the Board of Directors. The Company's ability to pay dividends is dependent upon its ability to generate funds from operations and cash flows, and to make accretive new investments.

#### Equity Compensation Plan Information

The following table provides information as of December 31, 2023, about the Company's common stock that may be issued as restricted stock and upon the exercise of options, warrants and rights under the Company's existing compensation plans, including the Amended and Restated 2006 Incentive Plan.

PLAN CATEGORY	NUMBER OF SECURITIES TO BE ISSUED upon exercise of outstanding options, warrants, and rights <sup>1</sup>	WEIGHTED AVERAGE EXERCISE PRICE of outstanding options, warrants, and rights <sup>1</sup>	NUMBER OF SECURITIES REMAINING AVAILABLE for future issuance under equity compensation plans (excluding securities reflected in the first column)
Equity compensation plans approved by security holders	155,613	—	8,102,861
Equity compensation plans not approved by security holders	—	—	—
<b>Total</b>	<b>155,613</b>	<b>—</b>	<b>8,102,861</b>

<sup>1</sup> The outstanding options relate only to Legacy HR's 2000 Employee Stock Purchase Plan (the "Legacy HR Employee Stock Purchase Plan"), which was terminated in November 2022. No new options will be issued under the Legacy HR Employee Stock Purchase Plan and existing options will expire in March 2024. The Company is unable to ascertain with specificity the number of securities to be issued upon exercise of outstanding rights under the Legacy HR Employee Stock Purchase Plan or the weighted average exercise price of outstanding rights under that plan. The Legacy HR Employee Stock Purchase Plan provides that shares of common stock may be purchased at a per share price equal to 85% of the fair market value of the common stock at the beginning of the offering period or a purchase date applicable to such offering period, whichever is lower.

#### Issuer Purchases of Equity Securities

During the year ended December 31, 2023, the Company withheld and canceled shares of Company common stock to satisfy employee tax withholding obligations payable upon the vesting of non-vested shares, as follows:

PERIOD	TOTAL NUMBER OF SHARES PURCHASED	AVERAGE PRICE PAID per share	TOTAL NUMBER OF SHARES purchased as part of publicly announced plans or programs	MAXIMUM NUMBER OF SHARES that may yet be purchased under the plans or programs
February 1 - February 28	38,632	\$ 21.71	—	—
December 1 - December 31	87,453	15.97	—	—
<b>Total</b>	<b>126,085</b>	<b>\$ 18.84</b>		

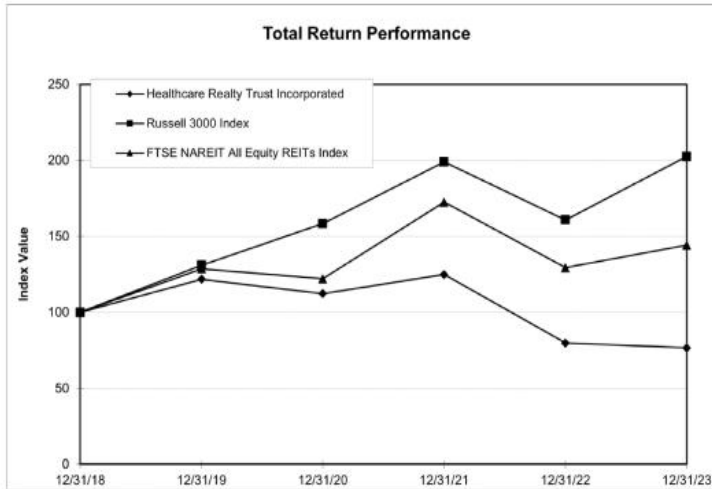
#### Authorization to Repurchase Common Stock

On May 31, 2023, the Company's Board of Directors authorized the repurchase of up to \$500 million of outstanding shares of the Company's common stock either in the open market or through privately negotiated transactions, subject to market conditions, regulatory constraints, and other customary conditions. The Company is not obligated under this authorization to repurchase any specific number of shares. This authorization supersedes all previous stock repurchase authorizations. As of the date of this report, the Company has not repurchased any shares of its common stock under this authorization.



**Stock Performance Graph**

The following graph provides a comparison of the Company's cumulative total shareholder return with the Russell 3000 Index and cumulative total returns of FTSE NAREIT All Equity REITs Index for the period from December 31, 2018, through December 31, 2023. The comparison assumes \$100 was invested on December 31, 2018, in the Company's common stock and in each of the indexes and assumes reinvestment of dividends, as applicable. The Company's data for periods prior to the closing of the Merger is the stock performance of Legacy HR.



Item 6. [Reserved]



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

### Disclosure Regarding Forward-Looking Statements

*This report and other materials the Company have filed or may file with the SEC, as well as information included in oral statements or other written statements made, or to be made, by senior management of the Company, contain, or will contain, disclosures that are "forward-looking statements." Forward-looking statements include all statements that do not relate solely to historical or current facts and can be identified by the use of words such as "may," "will," "expect," "believe," "anticipate," "target," "intend," "plan," "estimate," "project," "continue," "should," "could" and other comparable terms. These forward-looking statements are based on the current plans and expectations of management and are subject to a number of risks and uncertainties that could materially affect the Company's current plans and expectations and future financial condition and results. Such risks and uncertainties as more fully discussed in Item 1A "Risk Factors" of this report and in other reports filed by the Company with the SEC from time to time include, among other things, the following:*

### Risks relating to our business and operations

- The Company's expected results may not be achieved;
- The Company's revenues depend on the ability of its tenants under its leases to generate sufficient income from their operations to make rental payments to the Company;
- Owning real estate and indirect interests in real estate is subject to inherent risks;
- The Company may incur impairment charges on its real estate properties or other assets;
- The Company has properties subject to purchase options that expose it to reinvestment risk and reduction in expected investment returns;
- If the Company is unable to promptly re-let its properties, if the rates upon such re-letting are significantly lower than the previous rates or if the Company is required to undertake significant expenditures or make significant leasing concessions to attract new tenants, then the Company's business, consolidated financial condition and results of operations would be adversely affected;
- The Company's real estate investments are illiquid and the Company may not be able to sell properties strategically targeted for disposition;
- The Company is subject to risks associated with the development and redevelopment of properties;
- The Company may make material acquisitions and undertake developments and redevelopments that may involve the expenditure of significant funds and may not perform in accordance with management's expectations;
- Many of the Company's leases are dependent on the viability of associated health systems. Revenue concentrations relating to these leases expose the Company to risks related to the financial condition of the associated health systems;
- Many of the Company's properties are held under ground leases. These ground leases contain provisions that may limit the Company's ability to lease, sell, or finance these properties;
- The Company may experience uninsured or underinsured losses;
- Damage from catastrophic weather and other natural events, whether caused by climate change or otherwise, could result in losses to the Company;
- The Company faces risks associated with security breaches through cyber attacks, cyber intrusions, or otherwise, as well as other significant disruptions of its information technology networks and related systems;
- The Company may structure acquisitions of property in exchange for limited partnership units of the OP on terms that could limit its liquidity or flexibility;
- The Company cannot assure you that it will be able to continue paying dividends at or above the rates previously paid;
- The Company previously incurred and may continue to incur substantial expenses related to the Merger; and



- Pandemics, such as COVID-19, and measures intended to prevent their spread or mitigate their severity could have a material adverse effect on the Company's business, results of operations, cash flows and financial condition.

**Risks relating to our capital structure and financings**

- The Company has incurred significant debt obligations and may incur additional debt and increase leverage in the future;
- Covenants in the Company's debt instruments limit its operational flexibility, and a breach of these covenants could materially affect the Company's consolidated financial condition and results of operations;
- If lenders under the Unsecured Credit Facility fail to meet their funding commitments, the Company's operations and consolidated financial position would be negatively impacted;
- The unavailability of equity and debt capital, volatility in the credit markets, increases in interest rates, or changes in the Company's debt ratings could have an adverse effect on the Company's ability to meet its debt payments, make dividend payments to stockholders or engage in acquisition and development activity;
- Increases in interest rates could have a material adverse effect on the Company's cost of capital;
- The Company's swap agreements may not effectively reduce its exposure to changes in interest rates;
- The Company has entered into joint venture agreements that limit its flexibility with respect to jointly owned properties and expects to enter into additional such agreements in the future;
- The U.S. federal income tax treatment of the cash that the Company might receive from cash settlement of a forward equity agreement is unclear and could jeopardize the Company's ability to meet the REIT qualification requirements; and
- In case of our bankruptcy or insolvency, any forward equity agreements will automatically terminate, and the Company would not receive the expected proceeds from any forward sale of shares of its common stock.

**Risks relating to government regulations**

- The Company's property taxes could increase due to reassessment or property tax rate changes;
- Trends in the healthcare service industry may negatively affect the demand for the Company's properties, lease revenues and the values of its investments;
- The costs of complying with governmental laws and regulations may adversely affect the Company's results of operations;
- Qualifying as a REIT involves highly technical and complex provisions of the Internal Revenue Code;
- If the Company fails to remain qualified as a REIT, the Company will be subject to significant adverse consequences, including adversely affecting the value of its common stock;
- The Company's articles of incorporation, as well as provisions of the MGCL, contain limits and restrictions on transferability of the Company's common stock which may have adverse effects on the value of the Company's common stock;
- Complying with the REIT requirements may cause the Company to forego otherwise attractive opportunities;
- The prohibited transactions tax may limit the Company's ability to sell properties;
- New legislation or administrative or judicial action, in each instance potentially with retroactive effect, could make it more difficult or impossible for the Company to qualify as a REIT; and
- New and increased transfer tax rates may reduce the value of the Company's properties.

The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Stockholders and investors are cautioned not to unduly rely on such forward-looking statements when evaluating the information presented in the Company's filings and reports, including, without limitation, estimates and projections regarding the performance of development projects the Company is pursuing.



**Overview**

The Company owns and operates properties that facilitate the delivery of healthcare services in primarily outpatient settings. To execute its strategy, the Company engages in a broad spectrum of integrated services including leasing, management, acquisition, financing, development and redevelopment of such properties. The Company seeks to generate stable, growing income and lower the long-term risk profile of its portfolio of properties by focusing on facilities primarily located on or near the campuses of acute care hospitals associated with leading health systems. The Company seeks to reduce financial and operational risk by owning properties in high-growth markets with a broad tenant mix that includes over 30 physician specialties, as well as surgery, imaging, cancer, and diagnostic centers.

As described in the Explanatory Note above and elsewhere in this report, on July 20, 2022, Legacy HR and Legacy HTA completed a merger between the companies in which Legacy HR merged with and into a wholly-owned subsidiary of Legacy HTA, with Legacy HR continuing as the surviving entity and a wholly-owned subsidiary of Legacy HTA. Immediately following the Merger, Legacy HTA changed its name to "Healthcare Realty Trust Incorporated." For accounting purposes, the Merger was treated as a "reverse acquisition" in which Legacy HR was considered the acquirer. Accordingly, the information discussed in this section reflects, for periods prior to the closing of the Merger, the financial condition and results of operations of Legacy HR, and for periods from the closing of the Merger, that of the Company.

This section is organized into the following sections:

- Liquidity and Capital Resources;
- Trends and Matters Impacting Operating Results;
- Results of Operations;
- Non-GAAP Financial Measures and Key Performance Indicators; and
- Application of Critical Accounting Policies to Accounting Estimates.

**Liquidity and Capital Resources**

The Company monitors its liquidity and capital resources and considers several indicators in its assessment of capital markets for financing acquisitions and other operating activities. The Company considers, among other factors, its leverage ratios and lending covenants, dividend payout percentages, interest rates, underlying treasury rates, debt market spreads and cost of equity capital to compare its operations to its peers and to help identify areas in which the Company may need to focus its attention.

**Sources and Uses of Cash**

The Company's revenues are derived from its real estate property portfolio based on contractual arrangements with its tenants. These sources of revenue represent the Company's primary source of liquidity to fund its dividends and its operating expenses, including interest incurred on debt, principal payments on debt, general and administrative costs, capital expenditures and other expenses incurred in connection with managing its existing portfolio and investing in additional properties. To the extent additional investments are not funded by these sources, the Company will fund its investment activity generally through equity or debt issuances either in the public or private markets, property dispositions or through proceeds from the Unsecured Credit Facility.

The Company expects to continue to meet its liquidity needs, including capital for additional investments, tenant improvement allowances, operating and finance lease payments, paying dividends, and funding debt service, through cash on hand, cash flows from operations and the cash flow sources addressed above. See Note 4 to the Consolidated Financial Statements for additional discussion of operating and financing lease payment obligations. See "Trends and Matters Impacting Operating Results" for additional information regarding the Company's sources and uses of cash.

The Company also had unencumbered real estate assets with a gross book value of approximately \$13.2 billion at December 31, 2023, of which a portion could serve as collateral for secured mortgage financing. The Company believes that its liquidity and sources of capital are adequate to satisfy its cash requirements. The Company cannot,



however, be certain that these sources of funds will be available at a time and upon terms acceptable to the Company in sufficient amounts to meet its liquidity needs.

The Company has exposure to variable interest rates and its common stock price is impacted by the volatility in the stock markets. However, the Company's leases, which provide its main source of income and cash flow, have terms of approximately one to 20 years and have lease rates that generally increase on an annual basis at fixed rates or based on consumer price indices.

**Operating Activities**

Cash flows provided by operating activities for the two years ended December 31, 2023 and 2022 were \$499.8 million and \$272.7 million, respectively. Several items impact cash flows from operating activities including, but not limited to, cash generated from property operations, merger-related costs, interest payments and the timing related to the payment of invoices and other expenses and receipt of tenant rent.

The Company may, from time to time, sell properties and redeploy cash from property sales into new investments. To the extent revenues related to the properties being sold exceed income from these new investments, the Company's consolidated results of operations and cash flows could be adversely affected.

See "Trends and Matters Impacting Operating Results" for additional information regarding the Company's operating activities.

**Investing Activities**

A summary of the significant transactions impacting investing activities for the year ended December 31, 2023 is listed below. See Note 5 to the Consolidated Financial Statements for more detail on these activities.

The following table details the Company's real estate acquisition activity for the year ended December 31, 2023:

<i>Dollars in thousands</i>	DATE ACQUIRED	PURCHASE PRICE	MORTGAGE NOTES PAYABLE, NET	CASH CONSIDERATION <sup>1</sup>	REAL ESTATE	OTHER <sup>2</sup>	SQUARE FOOTAGE
Tampa, FL	3/10/23	\$ 31,500	\$ —	\$ 30,499	\$ 30,596	\$ (97)	115,867
Colorado Springs, CO	7/28/23	11,450	(5,284)	6,024	11,416	(108)	42,770
<b>Total real estate acquisitions</b>		<b>\$ 42,950</b>	<b>\$ (5,284)</b>	<b>\$ 36,523</b>	<b>\$ 42,012</b>	<b>\$ (205)</b>	<b>158,637</b>

1 Cash consideration excludes prorations of revenue and expense due to/from seller at the time of the acquisition.

2 Includes other assets acquired, liabilities assumed, and intangibles recognized at acquisition.

**Capital Funding**

In 2023, the Company incurred capital expenditures totaling \$262.1 million for the following:

- \$112.2 million toward development and redevelopment of properties;
- \$38.7 million toward first generation tenant improvements and planned capital expenditures for acquisitions;
- \$63.5 million toward second generation tenant improvements; and
- \$47.7 million toward capital expenditures.

See "Trends and Matters Impacting Operating Results" below for more detail.

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The following table details the dispositions for the year ended December 31, 2023:

<i>Dollars in thousands</i>	DATE DISPOSED	SALE PRICE	CLOSING ADJUSTMENTS	COMPANY- FINANCED NOTES	NET PROCEEDS	NET REAL ESTATE INVESTMENT	OTHER (INCLUDING RECEIVABLES) <sup>1</sup>	GAIN/ (IMPAIRMENT)	SQUARE FOOTAGE
Tampa/Miami, FL <sup>2</sup>	1/12/23	\$ 93,250	\$ (5,875)	\$ —	\$ 87,375	\$ 87,302	\$ (888)	\$ 961	224,037
Dallas, TX <sup>3</sup>	1/30/23	19,210	(141)	—	19,069	18,986	43	40	36,691
St. Louis, MO	2/10/23	350	(18)	—	332	398	—	(66)	6,500
Los Angeles, CA	3/23/23	21,000	(526)	—	20,474	20,610	52	(188)	37,165
Los Angeles, CA <sup>4</sup>	3/30/23	75,000	(8,079)	(45,000)	21,921	88,624	(803)	(20,900)	147,078
Los Angeles, CA <sup>5</sup>	5/12/23	3,300	(334)	—	2,966	3,268	—	(302)	—
Albany, NY	6/30/23	10,000	(1,229)	—	8,771	2,613	(1,040)	7,198	40,870
Houston, TX	8/2/23	8,320	(285)	—	8,035	4,567	194	3,274	57,170
Atlanta, GA	8/22/23	25,140	(66)	—	25,074	23,226	(536)	2,386	55,195
Dallas, TX	9/15/23	115,000	(1,504)	—	113,496	64,183	6,094	43,219	161,264
Houston, TX	9/18/23	250	(24)	—	226	1,998	—	(1,772)	52,040
Chicago, IL	9/27/23	59,950	(870)	—	59,080	74,710	(380)	(15,250)	104,912
Evansville, IN <sup>6</sup>	11/13/23	18,500	(63)	—	18,437	17,807	(149)	779	260,520
Houston, TX	12/1/23	4,100	(6)	—	4,094	3,486	—	608	83,223
Charleston, SC <sup>7</sup>	12/15/23	6,200	(401)	—	5,799	3,415	—	2,384	15,014
Dallas, TX	12/20/23	43,295	(764)	—	42,531	33,882	(3,782)	12,431	77,827
Los Angeles, CA	12/21/23	19,000	(1,311)	—	17,689	17,787	—	(98)	104,377
Tucson, AZ <sup>8,9</sup>	12/22/23	43,230	(3,770)	(6,000)	33,460	39,786	(26)	(300)	215,471
Miami, FL	12/22/23	18,250	(756)	—	17,494	17,354	643	(503)	48,000
Sebring, FL	12/27/23	9,500	(81)	—	9,419	10,438	(512)	(507)	38,949
Boston, MA	12/28/23	117,197	(2,079)	—	115,118	107,803	9,828	(2,513)	161,254
Jacksonville/ Orlando/Miami, FL <sup>10</sup>	12/29/23	77,000	(8,678)	(7,700)	60,622	65,839	(294)	2,777	354,500
<b>Total dispositions</b>		<b>\$ 787,042</b>	<b>\$ (36,860)</b>	<b>\$ (58,700)</b>	<b>\$ 691,482</b>	<b>\$ 708,082</b>	<b>\$ 8,444</b>	<b>\$ 33,658</b>	<b>2,282,057</b>

1 Includes straight-line rent receivables, leasing commissions and lease inducements.

2 Includes two properties sold in two separate transactions to the same buyer on the same date.

3 The Company sold this property to a joint venture in which it retained a 40% interest. Sales price and square footage reflect the total sales price paid by the joint venture and total square footage of the property.

4 The Company entered into a mortgage loan agreement with the buyer for \$45.0 million.

5 The Company sold a land parcel totaling 0.34 acres.

6 Includes five properties sold in three separate transactions to the same buyer on the same date.

7 The Company sold a corporate office in Charleston, SC that was 100% occupied by the Company.

8 Includes 12 properties sold in one transaction to the same buyer.

9 The Company entered into a mezzanine loan agreement with the buyer for \$6.0 million.

10 Includes three properties sold in one transaction to the same buyer. The Company entered into a separate note receivable for \$7.7 million related to this sale.



### Financing Activities

#### Common Stock Issuances

The Company has in place an at-the-market ("ATM") equity offering program to sell shares of the Company's common stock from time to time in at-the-market sales transactions. The Company has equity distribution agreements with various sales agents with respect to the ATM offering program with an aggregate sales amount of up to \$750.0 million. As of December 31, 2023, \$750.0 million remained available for issuance under the current ATM offering program.

#### Debt Activity

Below is a summary of the significant debt financing activity for the year ended December 31, 2023. See Note 10 to the Consolidated Financial Statements for additional information on financing activities.

#### Mortgage Activity

The following table details the mortgage note repayment activity for the year ended December 31, 2023:

<i>(dollars in millions)</i>	TRANSACTION DATE	PRINCIPAL BORROWING (REPAYMENT)	ENCUMBERED SQUARE FEET	CONTRACTUAL INTEREST RATE
<b>Debt assumptions:</b>				
Colorado Springs, CO	7/28/2023	\$ 5.6	42,770	4.50 %
<b>Mortgages repaid at maturity:</b>				
Atlanta, GA	8/1/2023	\$ (9.8)	66,984	3.31 %
Lakewood, CO	12/1/2023	(6.6)	93,992	4.51 %
Total repayments		\$ (16.4)	160,976	3.79 %

#### Subsequent Activity

<i>(dollars in millions)</i>	TRANSACTION DATE	PRINCIPAL REPAYMENT	ENCUMBERED SQUARE FEET	CONTRACTUAL INTEREST RATE
<b>Mortgages repaid at maturity:</b>				
West Hills, CA	1/5/2024	\$ (11.3)	63,012	4.77 %
Atlanta, GA	2/1/2024	(5.6)	40,324	4.12 %
Total repayments		\$ (16.9)	103,336	4.55 %

#### Term Loans

On April 26, 2023, the Company exercised the first of its two one-year extension options for the \$350 million delayed-draw term loan facility, extending the initial maturity date of July 20, 2023 to July 20, 2024. An extension fee of \$0.4 million (0.125% of the committed funds) was paid and will be amortized over the extension term.

#### Interest Rate Swaps

As of December 31, 2023, the Company had outstanding interest rate derivatives totaling approximately \$1.3 billion to hedge one-month SOFR. The following details the amount and rate of each swap as of such date (dollars in thousands):

EXPIRATION	AMOUNT	WEIGHTED AVERAGE RATE
January 2024	200,000	1.21 %
May 2026	275,000	3.74 %
June 2026	150,000	3.83 %
December 2026	150,000	3.84 %
June 2027	200,000	4.27 %
December 2027	300,000	3.93 %
	<b>\$ 1,275,000</b>	<b>3.49 %</b>



#### 2023 Interest Rate Swap Activity

On February 16, 2023, the Company entered into a swap transaction with a notional amount of \$50.0 million and a fixed rate of 4.16%. The swap agreement has an effective date of March 1, 2023 and a termination date of June 1, 2026.

On March 28, 2023, the Company entered into a swap transaction with a notional amount of \$100.0 million and a fixed rate of 3.67%. The swap agreement has an effective date of April 3, 2023 and a termination date of June 1, 2026.

On October 19, 2023, the Company entered into two swap transactions totaling \$100.0 million. The notional amounts were \$50.0 million each with fixed rates of 4.71% and 4.67%. The swap agreements have effective dates of November 1, 2023 and termination dates of June 1, 2027 and December 1, 2027, respectively.

On October 23, 2023, the Company entered into two swap transactions totaling \$100.0 million with an aggregate fixed rate of 4.73%. The swap agreements have effective dates of November 1, 2023 and termination dates of May 31, 2026.

On November 9, 2023, the Company entered into a swap transaction with a notional amount of \$75.0 million and a fixed rate of 4.54%. The swap agreement has an effective date of December 1, 2023 and a termination date of May 31, 2026.

The following table details the Company's debt balances as of December 31, 2023:

	PRINCIPAL BALANCE	CARRYING BALANCE <sup>1</sup>	WEIGHTED YEARS TO MATURITY <sup>2</sup>	CONTRACTUAL RATE	EFFECTIVE RATE
Senior Notes due 2025	\$ 250,000	\$ 249,484	1.3	3.88 %	4.12 %
Senior Notes due 2026 <sup>3</sup>	600,000	579,017	2.6	3.50 %	4.94 %
Senior Notes due 2027 <sup>3</sup>	500,000	483,727	3.5	3.75 %	4.76 %
Senior Notes due 2028	300,000	297,429	4.0	3.63 %	3.85 %
Senior Notes due 2030 <sup>3</sup>	650,000	575,443	6.1	3.10 %	5.30 %
Senior Notes due 2030	299,500	296,780	6.2	2.40 %	2.72 %
Senior Notes due 2031	299,785	295,832	7.2	2.05 %	2.25 %
Senior Notes due 2031 <sup>3</sup>	800,000	649,521	7.2	2.00 %	5.13 %
<b>Total Senior Notes Outstanding</b>	<b>3,699,285</b>	<b>3,427,233</b>	<b>4.9</b>	<b>2.97 %</b>	<b>4.43 %</b>
\$1.5 billion unsecured credit facility <sup>4</sup>	—	—	3.8	SOFR + 0.95%	6.31 %
\$350 million unsecured term loan	350,000	349,798	1.6	SOFR + 1.05%	6.39 %
\$200 million unsecured term loan	200,000	199,903	2.4	SOFR + 1.05%	6.39 %
\$150 million unsecured term loan	150,000	149,643	2.4	SOFR + 1.05%	6.39 %
\$300 million unsecured term loan <sup>3</sup>	300,000	299,958	2.8	SOFR + 1.05%	6.39 %
\$200 million unsecured term loan <sup>3</sup>	200,000	199,502	3.5	SOFR + 1.05%	6.39 %
\$300 million unsecured term loan	300,000	298,288	4.0	SOFR + 1.05%	6.39 %
Mortgage notes payable	70,752	70,534	2.0	4.17 %	4.15 %
<b>Total Outstanding Notes and Bonds Payable</b>	<b>\$ 5,270,037</b>	<b>\$ 4,994,859</b>	<b>4.0</b>	<b>3.96 %</b>	<b>5.02 %</b>

1 Balances are reflected net of discounts and debt issuance costs and include premiums.

2 Includes extension options.

3 Debt instruments assumed as part of the Merger with Legacy HTA on July 20, 2022. The amounts shown represent fair value adjustments.

4 As of December 31, 2023, the Company had no outstanding borrowings under the Unsecured Credit Facility with a remaining borrowing capacity of \$1.5 billion.

#### Debt Covenant Information

The Company's various debt agreements contain certain representations, warranties, and financial and other covenants customary in such debt agreements. Among other things, these provisions require the Company to maintain certain financial ratios and impose certain limits on the Company's ability to incur indebtedness and create



liens or encumbrances. As of December 31, 2023, the Company was in compliance with the financial covenant provisions under all of its various debt instruments.

As of December 31, 2023, 99.5% of the Company's principal balances were due after 2024, including extension options. Also, as of December 31, 2023, the Company's incurrence of total debt as defined in the senior notes [debt divided by (total assets less intangibles and accounts receivable)] was approximately 37.5% (cannot be greater than 60%) and debt service coverage [interest expense divided by (net income plus interest expense, taxes, depreciation and amortization, gains and impairments)] was approximately 3.2 times (cannot be less than 1.5 times).

The Company plans to manage its capital structure to maintain compliance with its debt covenants consistent with its current profile. Downgrades in ratings by the rating agencies could have a material adverse impact on the Company's cost and availability of capital, which could in turn have a material adverse impact on consolidated results of operations, liquidity and/or financial condition.

#### **Trends and Matters Impacting Operating Results**

Management monitors factors and trends important to the Company and the REIT industry in order to gauge their potential impact on the operations of the Company. Discussed below are some of the factors and trends that management believes may impact the future operations of the Company.

##### ***Economic and Market Conditions***

Rising interest rates and increased volatility in the capital markets have increased the Company's cost and availability of debt and equity capital. Limited availability and increases in the cost of capital could adversely impact the Company's ability to finance operations and acquire and develop properties. To the extent the Company's tenants experience increased costs or financing difficulties due to the economic and market conditions, they may be unable or unwilling to make payments or perform their obligations when due. Additionally, increased interest rates may also result in less liquid property markets, limiting the Company's ability to sell existing assets or obtain joint venture capital.

The Company reviews goodwill for impairment annually as of December 31 of each year or whenever events or changes in circumstances indicate that an impairment may exist. Given volatility in its stock price, the Company performed a quantitative assessment, and the fair value of the Company's single reporting unit was estimated using a combination of discounted cash flow models and earnings multiples techniques. The determination of fair value using the discounted cash flow model technique requires the use of estimates and assumptions related to revenue and expense growth rates, capitalization rates, discount rates, capital expenditures and working capital levels. The determination of fair value using the earnings multiples technique requires assumptions to be made in relation to maintainable earnings and earnings multipliers. These forecasts and assumptions are highly subjective, and while we believe our assumptions are reasonable, changes in these assumptions may have a material impact on our financial results. Although the quantitative assessment indicated goodwill was not impaired as of December 31, 2023, given the results of our quantitative assessment, the Company is at risk for future goodwill impairment because it is reasonably possible that, among other factors, continual stock price volatility and downward pressure on the Company's market capitalization could have a material impact on one or more of the estimates and assumptions used to evaluate goodwill.

##### ***Acquisitions and Dispositions***

In 2023, the Company acquired two medical office buildings. The total purchase price of the acquisitions was \$43.0 million and the weighted average capitalization rate for these investments was 6.5%.

The Company disposed of 39 properties in 2023 for sales prices totaling \$787.0 million, including a regional corporate office and one property contributed into a joint venture in which the Company maintains a non-controlling interest. These transactions yielded net cash proceeds of \$687.6 million, net of \$36.9 million of closing costs and related adjustments, \$58.7 million in Company financed notes and \$3.8 million of retained joint venture interests. The weighted average capitalization rate for these properties was 6.5%. The Company calculates the capitalization rate for dispositions as the in-place cash net operating income divided by the sales price.



See the Company's discussion of its 2023 acquisition and disposition activity in Note 5 to the Consolidated Financial Statements.

**Development and Redevelopment Activity**

The table below details the Company's activity related to its active development and redevelopment projects as of December 31, 2023. The information included in the table below represents management's estimates and expectations at December 31, 2023, which are subject to change. The Company's disclosures regarding certain projections or estimates may not reflect actual results.

<i>Dollars in thousands</i>	NUMBER OF PROPERTIES	TOTAL FUNDED DURING THE YEAR	TOTAL AMOUNT FUNDED	ESTIMATED REMAINING FUNDINGS	ESTIMATED TOTAL INVESTMENT	APPROXIMATE SQUARE FEET
<b>Development Activity</b>						
Nashville, TN	1	\$ 11,971	\$ 37,330	\$ 6,670	\$ 44,000	106,194
Orlando, FL <sup>1</sup>	2	16,047	32,680	32,320	65,000	156,566
Raleigh, NC	1	19,766	33,392	19,208	52,600	120,694
Phoenix, AZ	1	21,341	21,341	32,659	54,000	101,000
<b>Total</b>		<b>\$ 69,125</b>	<b>\$ 124,743</b>	<b>\$ 90,857</b>	<b>\$ 215,600</b>	<b>484,454</b>
<b>Redevelopment Activity</b>						
Washington, DC	3	7,918	10,776	10,424	21,200	259,290
Houston, TX	3	4,698	5,683	24,317	30,000	314,861
Charlotte, NC	2	3,627	3,890	14,810	18,700	169,135
Washington, DC	1	4,270	4,783	5,295	10,078	57,323
<b>Total</b>		<b>\$ 20,513</b>	<b>\$ 25,132</b>	<b>\$ 54,846</b>	<b>\$ 79,978</b>	<b>800,609</b>

<sup>1</sup> This project is funded through a construction note receivable.

The Company funded an additional \$22.6 million related to ongoing tenant improvements at previously completed projects.

The Company is in the planning stages with several health systems and developers regarding new development and redevelopment opportunities and one or more could begin in 2024. Total costs to develop or redevelop a typical medical office building can vary depending on the scope of the project, market rental terms, parking configuration, building amenities, asset type and geographic location.

The Company's disclosures regarding certain estimates or projections may not be indicative of actual results.

**Security Deposits and Letters of Credit**

As of December 31, 2023, the Company held approximately \$38.5 million in letters of credit and security deposits for the benefit of the Company in the event the obligated tenant fails to perform under the terms of its respective lease. Generally, the Company may, at its discretion and upon notification to the tenant, draw upon these instruments if there are any defaults under the leases.

**Expiring Leases**

The Company expects that approximately 15% to 20% of the leases in its portfolio will expire each year. In-place leases have a weighted average lease term of 8.5 years and a weighted average remaining lease term of 4.2 years. Demand for well-located real estate with complementary practice types and services remains consistent, and the Company's 2023 quarterly tenant retention statistics ranged from 74% to 79%. In 2024, the Company has 1,546 leases totaling 5.0 million square feet in its multi-tenant portfolio that are scheduled to expire. Of those leases, 74% are in on-campus buildings, which, in our experience, tend to have high tenant retention rates between 75% to 90%. See additional information regarding expiring single-tenant leases under the heading "Single-Tenant Leases" below.

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The Company continues to emphasize its contractual rent increases for in-place leases. As of December 31, 2023 and 2022, the Company's contractual rental rate growth averaged 2.82% and 2.77%, respectively, for in-place leases. In addition, the Company continued to see strong quarterly weighted average rental rate growth for renewing leases ("cash leasing spread") and expects the majority of its renewal rates to increase between 3.0% and 4.0%. In 2023, cash leasing spreads averaged 2.6%.

In a further effort to maximize revenue growth and reduce its exposure to key expenses such as taxes and utilities, the Company carefully manages its balance of lease types. Gross leases, wherein the Company has full exposure to all operating expenses, comprise 8% of its lease portfolio. Modified gross or base year leases, in which the Company and tenant both pay a share of operating expenses, comprise 28% of the Company's leased portfolio. Net leases, in which tenants pay substantially all operating expenses, total 59% of the leased portfolio. Absolute net leases, in which tenants pay substantially all the building's operating and capital expenses, comprise 5%.

#### ***Capital Expenditures***

Capital expenditures are long-term investments made to maintain and improve the physical and aesthetic attributes of the Company's owned properties. Examples of such improvements include, but are not limited to, material changes to, or the full replacement of, major building systems (exterior facade, building structure, roofs, elevators, mechanical systems, electrical systems, energy management systems, upgrades to existing systems for improved efficiency) and common area improvements (furniture, signage and artwork, bathroom fixtures and finishes, exterior landscaping, parking lots or garages). These additions are capitalized into the gross investment of a property and then depreciated over their estimated useful lives, typically ranging from 7 to 20 years. Capital expenditures specifically do not include recurring maintenance expenses, whether direct or indirect, related to the upkeep and maintenance of major building systems or common area improvements. Capital expenditures also do not include improvements related to a specific tenant suite, unless the improvement is part of a major building system or common area improvement.

The Company invested \$47.7 million, or \$1.24 per square foot, in capital expenditures in 2023 and \$48.9 million, or \$1.21 per square foot, in capital expenditures in 2022. As a percentage of cash net operating income, 2023 and 2022 capital expenditures were 5.8% and 8.5%, respectively. For a reconciliation of cash net operating income, see "Same Store Cash NOI" in the "Non-GAAP Financial Measures and Key Performance Indicators" section as part of Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations included in Part II of this report.

#### ***Tenant Improvements***

The Company may invest in tenant improvements for the purpose of refurbishing or renovating tenant space. The Company categorizes these expenditures into first and second generation tenant improvements. As of December 31, 2023, the Company had commitments of approximately \$222.4 million that are expected to be spent on tenant improvements throughout the portfolio, excluding development properties currently under construction.

#### ***First Generation Tenant Improvements & Planned Capital Expenditures for Acquisitions***

First generation tenant improvements and planned capital expenditures for acquisition spending totaled \$38.7 million and \$46.4 million for the years ended December 31, 2023 and 2022, respectively. First generation tenant improvements include build out costs related to suite space in shell condition. Planned capital expenditures for acquisitions include expected near-term fundings that were contemplated as part of the acquisition.

#### ***Second Generation Tenant Improvements***

Second generation tenant improvements spending totaled \$63.5 million in 2023, or 7.7% of total cash net operating income. In 2022, this spending totaled \$33.6 million, or 5.8% of total cash net operating income.

If the cost of a tenant improvement project exceeds a tenant improvement allowance, the Company generally offers the tenant the option to finance the excess over the lease term with interest or to reimburse the overage to the Company in a lump sum. In either case, such overages are amortized by the Company as rental income over the term of the lease. Interest earned on tenant overages is included in other operating income in the Company's Consolidated Statements of Operations. The first and second generation tenant overage amount amortized to rent, including interest, totaled approximately \$8.4 million in 2023, \$7.5 million in 2022, and \$5.9 million in 2021.



Second generation, multi-tenant tenant improvement commitments in 2023 for renewals averaged \$1.78 per square foot per lease year, ranging quarterly from \$1.64 to \$1.89. In 2022, these commitments averaged \$1.76 per square foot per lease year, ranging quarterly from \$1.46 to \$1.90. In 2021, these commitments averaged \$1.53 per square foot per lease year, ranging quarterly from \$1.27 to \$1.87.

Second generation, multi-tenant tenant improvement commitments in 2023 for new leases averaged \$5.69 per square foot per lease year, ranging quarterly from \$4.44 to \$7.11. In 2022, these commitments averaged \$5.74 per square foot per lease year, ranging quarterly from \$4.84 to \$7.07. In 2021, these commitments averaged \$5.39 per square foot per lease year, ranging quarterly from \$4.74 to \$5.96.

#### ***Leasing Commissions***

In certain markets, the Company may pay leasing commissions to real estate brokers who represent either the Company or prospective tenants, with commissions generally equating to 4% to 6% of the gross lease value for new leases and 2% to 4% of the gross lease value for renewal leases. In addition, the Company pays its leasing employees incentive compensation when leases are executed that meet certain leasing thresholds. External leasing commissions are amortized to property operating expense, and internal leasing costs are amortized to general and administrative expense in the Company's Consolidated Statements of Operations. In 2023, the Company paid leasing commissions of approximately \$35.9 million, or \$0.93 per square foot. In 2022, the Company paid leasing commissions of approximately \$22.9 million, or \$0.57 per square foot. As a percentage of total cash net operating income, leasing commissions paid for 2023 and 2022 were 4.3% and 4.0%, respectively. The amount of leasing commissions amortized over the term of the applicable leases totaled \$13.8 million, \$11.0 million and \$9.0 million for the years ended December 31, 2023, 2022 and 2021, respectively.

#### ***Rent Abatements***

Rent abatements, which generally take the form of deferred rent, are sometimes used to help induce a potential tenant to lease space in the Company's properties. Such abatements, when made, are amortized by the Company on a straight-line basis against rental income over the lease term. Rent abatements for 2023 totaled approximately \$14.3 million, or \$0.37 per square foot. Rent abatements for 2022 totaled approximately \$14.8 million, or \$0.37 per square foot. Rent abatements for 2021 totaled approximately \$4.6 million, or \$0.27 per square foot.

#### ***Single-Tenant Leases***

As of December 31, 2023, the Company had a total of 125 single-tenant buildings, with a weighted average lease term of 11.4 years and a weighted average remaining lease term of 5.2 years.

Twenty-one single-tenant buildings have leases that expire in 2024. Eleven of these leases have been renewed. The Company is in negotiations with eight of the tenants and expects the leases to be renewed or the building to be immediately backfilled. The Company expects the tenants of two of these single-tenant buildings to vacate the buildings upon lease expiration. One of these buildings is part of a planned redevelopment and the other is expected to be leased or sold. The expected lost revenue from these expirations in 2024 is \$3.8 million.

#### ***Operating Leases***

As of December 31, 2023, the Company was obligated to make rental payments under operating lease agreements consisting primarily of ground leases related to 157 real estate investments, excluding those ground leases the Company has prepaid. As of December 31, 2023, the Company had 232 properties totaling 16.9 million square feet that were held under ground leases with a remaining weighted average term of 64.9 years, including renewal options. These ground leases typically have initial terms of 50 to 75 years with one or more renewal options extending the terms to 75 to 100 years, with expiration dates through 2119.

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### **Purchase Options**

The Company had approximately \$111.1 million in real estate properties as of December 31, 2023 that were subject to exercisable purchase options. The Company has approximately \$1.1 billion in real estate properties that are subject to purchase options that will become exercisable after 2023. Additional information about the amount and basis for determination of the purchase price is detailed in the table below (dollars in thousands):

YEAR EXERCISABLE	NUMBER OF PROPERTIES	GROSS REAL ESTATE INVESTMENT AS OF DECEMBER 31, 2023 <sup>1</sup>
Current <sup>2</sup>	6	\$ 111,074
2024	—	—
2025	5	93,813
2026	6	181,696
2027	4	110,537
2028	5	134,227
2029	3	81,855
2030	—	—
2031	4	108,936
2032	2	24,629
2033	—	—
2034 and thereafter <sup>3</sup>	9	320,771
<b>Total</b>	<b>44</b>	<b>\$ 1,167,538</b>

1 Purchase option prices are based on fair market value components that are determined by an appraisal process, except for three properties totaling \$45.3 million with stated prices or prices based on fixed capitalization rates.

2 These purchase options have been exercisable for an average of 13.9 years.

3 Includes two medical office buildings that are recorded in the line item investment in financing receivable, net on the Company's Consolidated Balance Sheet.

### **Debt Management**

The Company maintains a conservative and flexible capital structure that allows it to fund new investments and operate its existing portfolio. The Company has approximately \$70.8 million of mortgage notes payable, most of which were assumed when the Company acquired properties. The Company has approximately \$24.1 million of mortgage notes payable that will mature in 2024. The Company will repay mortgages with cash on hand or borrowings under the Unsecured Credit Facility. See additional information in Liquidity and Capital Resources - Financing Activities.

### **Impact of Inflation**

The Company is subject to the risk of inflation as most of its revenues are derived from long-term leases. Most of the Company's leases provide for fixed increases in base rents or increases based on the Consumer Price Index and require the tenant to pay all or some portion of increases in operating expenses. The Company believes that these provisions mitigate the impact of inflation. However, there can be no assurance that the Company's ability to increase rents or recover operating expenses will keep pace with inflation. The Company's leases have a weighted average lease term remaining of approximately 4.2 years. The Company has 94.9% of leases that provide for fixed base rent increases and 5.1% that provide for Consumer Price Index-based rent increases as of December 31, 2023.

### **New Accounting Pronouncements**

See Note 1 to the Consolidated Financial Statements for information on new accounting standards including both standards that the Company adopted during the year and those that have not yet been adopted. The Company continues to evaluate the impact of the new standards that have not yet been adopted.

### **Other Items Impacting Operations**

General and administrative expenses will fluctuate quarter-to-quarter. In the first quarter of each year, general and administrative expense include increases for certain expenses such as payroll taxes and healthcare savings account fundings. The Company expects these customary expenses to increase by approximately \$0.9 million in the first quarter of 2024. Approximately \$0.6 million is not expected to recur in subsequent quarters in 2024.



## Results of Operations

### *Year Ended December 31, 2023 Compared to Year Ended December 31, 2022*

The Company's consolidated results of operations for 2023 compared to 2022 were significantly impacted by the Merger, acquisitions, dispositions, gain on sales and impairment charges recorded on real estate properties, and capital markets transactions.

#### **Revenues**

Rental income increased \$401.7 million, or 44.3%, to approximately \$1.3 billion compared to \$907.5 million in the prior year as a result of the following:

- Impact from the Merger contributed \$377.0 million.
- Acquisitions in 2022 and 2023 contributed \$19.4 million.
- Leasing activity contributed \$21.5 million.
- Dispositions in 2022 and 2023 resulted in a decrease of \$16.2 million.

Interest income increased \$5.7 million, or 49.3%, from the prior year primarily as result of notes receivables assumed in the Merger and notes receivables entered into with a buyer upon disposition of properties during 2023.

Other operating income increased \$3.7 million, or 27.3%, from the prior year primarily as a result of income from transient parking and management fees assumed with the Merger.

#### **Expenses**

Property operating expenses increased \$156.4 million, or 45.5%, from the prior year primarily as a result of the following activity:

- Impact from the Merger resulted in an increase of \$130.9 million.
- Acquisitions in 2022 and 2023 resulted in an increase of \$8.9 million.
- Increases in portfolio operating expenses as follows:
  - Utilities expense of \$7.0 million;
  - Administrative, leasing commissions, and other legal expense of \$5.7 million;
  - Maintenance and repair expense of \$4.9 million;
  - Janitorial expense of \$1.9 million; and
  - Security expense of \$0.1 million.
- Dispositions in 2022 and 2023 resulted in a decrease of \$1.7 million.
- Property tax expense decreased \$1.0 million.
- Insurance expense decreased \$0.3 million.

General and administrative expenses increased approximately \$5.7 million, or 10.8%, from the prior year primarily as a result of the following activity:

- Net increases, primarily due to impacts from the Merger, including professional fees, audit services, insurance, travel and other administrative costs, of \$5.6 million.
- Payroll and related expenses of \$1.5 million, of which \$1.3 million was related to severance.
- Decrease in non-cash compensation incentive expense of \$1.4 million.

The Company incurred Merger-related costs of \$(2.0) million and \$103.4 million, respectively, for the years ended December 31, 2023 and 2022, which were included within Merger-related costs in results of operations. The Merger-related costs primarily consisted of legal, consulting, severance, and banking services, and for the year ended December 31, 2023, included a refund of \$17.8 million for transfer taxes paid during the year ended December 31, 2022.



Depreciation and amortization expense increased \$277.6 million, or 61.3%, from the prior year primarily as a result of the following activity:

- Impact from the Merger, including purchase accounting fair value adjustments, resulted in an increase of \$251.2 million.
- Acquisitions in 2022 and 2023 resulted in an increase of 9.8 million.
- Various building and tenant improvement expenditures caused an increase of \$28.3 million.
- Dispositions in 2022 and 2023 resulted in a decrease of \$1.1 million.
- Assets that became fully depreciated resulted in a decrease of \$10.6 million.

**Other Income (Expense)**

Other income (expense), as an expense increased \$400.7 million, or 621.1%, from the prior year mainly due to the following activity:

*Gain on Sales of Real Estate Properties*

Gain on sales of real estate properties totaling approximately \$77.5 million and \$270.3 million are associated with the sales of 12 and ten real estate properties during 2023 and 2022, respectively.

*Interest Expense*

Interest expense increased \$111.9 million for the year ended December 31, 2023 compared to the prior year. The components of interest expense are as follows:

<i>Dollars in thousands</i>	2023	2022	CHANGE	
			\$	%
Contractual interest	\$ 208,305	\$ 118,085	\$ 90,220	76.4 %
Net discount/premium accretion	38,941	18,227	20,714	113.6 %
Debt issuance costs amortization	5,588	4,256	1,332	31.3 %
Amortization of interest rate swap settlement	168	168	—	— %
Amortization of treasury hedge settlement	427	427	—	— %
Fair value derivative	4,412	4,057	355	8.8 %
Interest cost capitalization	(2,961)	(1,409)	(1,552)	110.1 %
Interest on lease liabilities	3,704	2,880	824	28.6 %
<b>Total interest expense</b>	<b>\$ 258,584</b>	<b>\$ 146,691</b>	<b>\$ 111,893</b>	<b>76.3 %</b>

Contractual interest increased \$90.2 million, or 76.4%, primarily as a result of the following activity:

- Senior notes and unsecured term loans assumed in the Merger accounted for an increase of approximately \$54.7 million.
- New unsecured term loans executed with the amended credit facility accounted for an increase of approximately \$30.1 million.
- The Company's Unsecured Term Loans due 2024 and due 2026, accounted for an increase of approximately \$11.9 million.
- The Unsecured Credit Facility accounted for an increase of approximately \$10.4 million.
- Active interest rate derivatives accounted for a decrease of \$16.6 million.
- Mortgage note repayments, net of assumptions, accounted for a decrease of approximately \$0.3 million.

*Impairment of Real Estate Assets and Credit Loss Reserves*

Impairment of real estate assets in 2023 totaling approximately \$149.7 million is associated with completed or planned disposition activity. Additionally, the Company recorded \$5.2 million of credit loss reserves on its mortgage notes receivable.

Impairment of real estate assets in 2022 totaling approximately \$54.4 million is associated with completed or planned disposition activity.



*Equity income (loss) from unconsolidated joint ventures*

The Company recognizes its proportionate share of losses from its unconsolidated joint ventures. The losses are primarily attributable to non-cash depreciation expense. See Note 5 for more details regarding the Company's unconsolidated joint ventures.

***Year Ended December 31, 2022 Compared to Year Ended December 31, 2021***

The Company's discussion regarding the comparison of the year ended December 31, 2022 compared to the year ended December 31, 2021 was previously disclosed beginning on page 39 of the Company's Annual Report on Form 10-K for the year ended December 31, 2022 filed with the SEC on March 1, 2023, and is incorporated herein by reference.

**Non-GAAP Financial Measures and Key Performance Indicators**

Management considers certain non-GAAP financial measures and key performance indicators to be useful supplemental measures of the Company's operating performance. A non-GAAP financial measure is generally defined as one that purports to measure financial performance, financial position or cash flows, but excludes or includes amounts that would not be so adjusted in the most comparable measure determined in accordance with GAAP. Set forth below are descriptions of the non-GAAP financial measures management considers relevant to the Company's business and useful to investors, as well as reconciliations of these measures to the most directly comparable GAAP financial measures.

The non-GAAP financial measures and key performance indicators presented herein are not necessarily identical to those presented by other real estate companies due to the fact that not all real estate companies use the same definitions. These measures should not be considered as alternatives to net income, as indicators of the Company's financial performance, or as alternatives to cash flow from operating activities as measures of the Company's liquidity, nor are these measures necessarily indicative of sufficient cash flow to fund all of the Company's needs. Management believes that in order to facilitate a clear understanding of the Company's historical consolidated operating results, these measures should be examined in conjunction with net income and cash flows from operations as presented in the Consolidated Financial Statements and other financial data included elsewhere in this Annual Report on Form 10-K.

***Funds from Operations ("FFO"), Normalized FFO and Funds Available for Distribution ("FAD")***

FFO and FFO per share are operating performance measures adopted by the National Association of Real Estate Investment Trusts ("NAREIT"). NAREIT defines FFO as the most commonly accepted and reported measure of a REIT's operating performance equal to "net income (computed in accordance with GAAP), excluding gains (or losses) from sales of property, plus depreciation and amortization, impairment, and after adjustments for unconsolidated partnerships and joint ventures."

In addition to FFO, the Company presents Normalized FFO and FAD. Normalized FFO is presented by adding to FFO acquisition-related costs, acceleration of debt issuance costs, debt extinguishment costs and other Company-defined normalizing items to evaluate operating performance. FAD is presented by adding to Normalized FFO non-real estate depreciation and amortization, deferred financing fees amortization, share-based compensation expense and provision for bad debts, net; and subtracting straight-line rent income, net of expense, and maintenance capital expenditures, including second generation tenant improvements, capital expenditures and leasing commissions paid. The Company's definition of these terms may not be comparable to that of other real estate companies as they may have different methodologies for computing these amounts. FFO, Normalized FFO, and FAD should not be considered as an alternative to net income as an indicator of the Company's financial performance or to cash flow from operating activities as an indicator of the Company's liquidity. FFO, Normalized FFO, and FAD should be reviewed in connection with GAAP financial measures.

Management believes FFO, Normalized FFO, FFO per share, Normalized FFO per share and FAD ("Non-GAAP Measures") provide an understanding of the operating performance of the Company's properties without giving effect to certain significant non-cash items, primarily gains on sales of real estate, impairments and depreciation and amortization expense. Historical cost accounting for real estate assets in accordance with GAAP assumes that the value of real estate assets diminishes predictably over time. However, real estate values instead have historically risen or fallen with market conditions. The Company believes that by excluding the effect of depreciation,



amortization, impairments and gains or losses from sales of real estate, all of which are based on historical costs, and which may be of limited relevance in evaluating current performance, Non-GAAP Measures can facilitate comparisons of operating performance between periods. The Company reports Non-GAAP Measures because these measures are observed by management to also be the predominant measures used by the REIT industry and by industry analysts to evaluate REITs. For these reasons, management deems it appropriate to disclose and discuss these Non-GAAP Measures. However, none of these measures represent cash generated from operating activities determined in accordance with GAAP and are not necessarily indicative of cash available to fund cash needs. Further, these measures should not be considered as an alternative to net income as an indicator of the Company's operating performance or as an alternative to cash flow from operating activities as a measure of liquidity.

The table below reconciles net income attributable to common stockholders to FFO, Normalized FFO and FAD attributable to common stockholders for the years ended December 31, 2023, 2022, and 2021.

	YEAR ENDED DECEMBER 31,		
	2023	2022	2021
<i>Amounts in thousands, except per share data</i>			
Net (loss) income attributable to common stockholders	\$ (278,261)	\$ 40,897	\$ 66,659
<b>Net (loss) income attributable to common stockholders per diluted share<sup>1</sup></b>	<b>\$ (0.74)</b>	<b>\$ 0.15</b>	<b>\$ 0.45</b>
Gain on sales of real estate assets	(77,546)	(270,271)	(55,940)
Impairments	149,717	54,427	17,101
Real estate depreciation and amortization	738,526	459,211	208,155
Non-controlling income from operating partnership units	(3,426)	(5)	—
Proportionate share of unconsolidated joint ventures	18,116	12,722	5,541
FFO adjustments	\$ 825,387	\$ 256,084	\$ 174,857
FFO adjustments per common share - diluted <sup>8</sup>	\$ 2.15	\$ 1.01	\$ 1.22
<b>FFO attributable to common stockholders</b>	<b>\$ 547,126</b>	<b>\$ 296,981</b>	<b>\$ 241,516</b>
<b>FFO attributable to common stockholders per common share - diluted<sup>7</sup></b>	<b>\$ 1.43</b>	<b>\$ 1.17</b>	<b>\$ 1.68</b>
Acquisition and pursuit costs <sup>2</sup>	2,026	3,229	3,930
Merger-related costs <sup>3</sup>	(1,952)	103,380	—
Merger-related fair value of debt instruments	42,885	21,248	—
Lease intangible amortization	860	1,028	162
Allowance for credit losses <sup>4</sup>	8,599	—	—
Non-routine legal costs/forfeited earnest money received	175	771	(35)
Debt financing costs	(62)	3,145	283
Severance costs	1,445	—	—
Unconsolidated JV normalizing items <sup>5</sup>	389	330	225
Normalized FFO adjustments	\$ 54,365	\$ 133,131	\$ 4,565
Normalized FFO adjustments per common share - diluted <sup>8</sup>	\$ 0.14	\$ 0.52	\$ 0.03
<b>Normalized FFO attributable to common stockholders</b>	<b>\$ 601,491</b>	<b>\$ 430,112</b>	<b>\$ 246,081</b>
<b>Normalized FFO attributable to common stockholders per common share - diluted<sup>8</sup></b>	<b>\$ 1.57</b>	<b>\$ 1.69</b>	<b>\$ 1.71</b>
Non-real estate depreciation and amortization	2,566	2,217	2,397
Non-cash interest expense amortization <sup>6</sup>	4,968	5,129	3,182
Provision for bad debt, net	3,163	516	73
Straight-line rent income, net	(32,592)	(20,124)	(4,303)
Share-based compensation	13,791	14,294	10,729
Unconsolidated JV non-cash items <sup>7</sup>	(1,034)	(1,206)	(1,357)
<b>Normalized FFO adjusted for non-cash items</b>	<b>\$ 592,353</b>	<b>\$ 430,938</b>	<b>\$ 256,802</b>
2nd Generation tenant improvements	(66,081)	(33,620)	(26,363)
Leasing commissions paid	(36,391)	(22,929)	(11,742)
Capital expenditures	(49,343)	(48,913)	(19,582)
Maintenance capital expenditures	(151,815)	(105,462)	(57,687)
<b>FAD</b>	<b>\$ 440,538</b>	<b>\$ 325,476</b>	<b>\$ 199,115</b>
FFO weighted average common shares outstanding - diluted <sup>8</sup>	383,381	254,622	143,618



- 1 Potential common shares are not included in the computation of diluted earnings per share when a loss exists as the effect would be an antidilutive per share amount.
- 2 Acquisition and pursuit costs include third-party and travel costs related to the pursuit of acquisitions and developments.
- 3 Includes costs incurred related to the Merger. For the year ended December 31, 2023, Merger costs are net of a refund of \$17.8 million for transfer taxes paid during the year ended December 31, 2022.
- 4 For the year ended December 31, 2023, includes a \$5.2 million credit allowance for a mezzanine loan included in "Impairment of real estate and credit loss reserves" on the Statement of Operations and \$3.4 million reserve included in "Rental Income" on the Statement of Operations for previously deferred rent and straight line rent for three skilled nursing facilities.
- 5 Includes the Company's proportionate share of acquisition and pursuit costs related to unconsolidated joint ventures.
- 6 Includes the amortization of deferred financing costs, discounts and premiums, and non-cash financing receivable amortization.
- 7 Includes the Company's proportionate share of straight-line rent, net related to unconsolidated joint ventures.
- 8 The Company utilizes the treasury stock method which includes the dilutive effect of nonvested share-based awards outstanding of 397,168, 748,385, and 907,393 for the years ended December 31, 2023, 2022, and 2021, respectively.

#### **Merger Combined Same Store Cash NOI**

Cash NOI and Merger Combined Same Store Cash NOI are key performance indicators. Management considers these to be supplemental measures that allow investors, analysts and Company management to measure unlevered property-level operating results. The Company defines Cash NOI as rental income plus interest from financing receivables, less property operating expenses. Cash NOI excludes non-cash items such as above and below market lease intangibles, straight-line rent, lease inducements, financing receivable amortization, tenant improvement amortization, leasing commission amortization, and cash lease termination fees. Cash NOI is historical and not necessarily indicative of future results.

Merger Combined Same Store Cash NOI compares Cash NOI for stabilized properties. Stabilized properties are properties that have been included in operations for the duration of the year-over-year comparison period presented. Accordingly, stabilized properties exclude properties that were recently acquired or disposed of, properties classified as held for sale or intended for sale, properties undergoing redevelopment, and newly redeveloped or developed properties.

Legacy HTA properties that met the same store criteria are included in both periods shown as if they were owned by the Company for the full analysis period. The Legacy HR same store pool represented approximately 35% of the NOI of the combined company at the time of the Merger. Management believes that continued reporting of the same store portfolio of only the pre-Merger accounting acquirer (i.e., Legacy HR) offered little value to the investor who was seeking to understand the operating performance and growth potential of the combined company. The Company was provided access to the underlying financial statements of Legacy HTA (which financial statements had been audited or, in the case of interim periods, reviewed) and other detailed information about each property, such as the acquisition date. Based on this available information, the Company was able to consistently apply its same store definition across the combined portfolio, resulting in approximately 85% of the combined portfolio being represented in the same store presentation.

The Company utilizes the redevelopment classification for properties where management has approved a change in strategic direction for such properties through the application of additional resources including an amount of capital expenditures significantly above routine maintenance and capital improvement expenditures.

As of December 31, 2023, recently acquired properties were included in the merger combined same store pool after the Company owned the property for eight full quarters. Newly developed properties have been included in the merger combined same store pool eight full quarters after substantial completion.

The following table reflects the Company's Merger Combined Same Store Cash NOI for the years ended December 31, 2023 and 2022.

<i>Dollars in thousands</i>	NUMBER OF PROPERTIES	GROSS INVESTMENT at December 31, 2023	MERGER COMBINED SAME STORE CASH NOI for the year ended December 31,	
			2023	2022
Merger combined same store properties	597	\$ 12,088,929	\$ 726,574	\$ 707,385
Joint venture merger combined same store properties	18	\$ 227,064	\$ 12,150	\$ 11,523

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The following tables reconcile net income to Merger Combined Same Store NOI and the merger combined same store property metrics to the total owned real estate portfolio for the years ended December 31, 2023 and 2022:

**Reconciliations of Legacy HR and Merger Combined Same Store Cash NOI**

**MERGER COMBINED SAME STORE RECONCILIATION**

<i>Dollars in thousands</i>	YEAR ENDED DECEMBER 31,	
	2023	2022
Net (loss) income attributable to common stockholders	\$ (278,261)	\$ 40,897
Other expense (income)	336,227	(64,519)
General and administrative expense	58,405	52,734
Depreciation and amortization expense	730,709	453,082
Other expenses <sup>1</sup>	12,653	120,576
Straight-line rent revenue, net	(32,592)	(23,498)
Joint venture properties	19,176	15,222
Other revenue <sup>2</sup>	(20,311)	(16,577)
	<b>826,006</b>	<b>577,917</b>
Pre-Merger Legacy HTA NOI	—	280,421
<b>Cash NOI</b>	<b>826,006</b>	<b>858,338</b>
Cash NOI not included in same store	(87,282)	(139,430)
Merger combined same store cash NOI, including joint ventures	738,724	718,908
Same store joint venture properties	(12,150)	(11,523)
<b>Wholly-owned merger combined same store cash NOI</b>	<b>\$ 726,574</b>	<b>\$ 707,385</b>

1 Includes acquisition and pursuit costs, Merger-related costs, rent reserves, above and below market ground lease intangible amortization, leasing commission amortization and ground lease straight-line rent expense.

2 Includes management fee income, interest, above and below market lease intangible amortization, lease inducement amortization, lease terminations and tenant improvement overage amortization.

**LEGACY HR SAME STORE RECONCILIATION**

<i>Dollars in thousands</i>	YEAR ENDED DECEMBER 31,	
	2023	2022
Net (loss) income attributable to common stockholders	\$ (278,261)	\$ 40,897
Other expense (income)	336,227	(64,519)
General and administrative expense	58,405	52,734
Depreciation and amortization expense	730,709	453,082
Other expenses <sup>1</sup>	12,653	120,576
Straight-line rent revenue, net	(32,592)	(23,498)
Joint venture properties	19,176	15,222
Other revenue <sup>2</sup>	(20,311)	(16,577)
	<b>826,006</b>	<b>577,917</b>
Cash NOI not included in same store	(482,779)	(250,066)
Legacy HR same store cash NOI, including joint ventures	343,227	327,851
Legacy HR same store joint venture properties	(7,745)	(7,275)
<b>Legacy HR same store cash NOI<sup>3</sup></b>	<b>\$ 335,482</b>	<b>\$ 320,576</b>

1 Includes acquisition and pursuit costs, Merger-related costs, rent reserves, above and below market ground lease intangible amortization, leasing commission amortization and ground lease straight-line rent expense.

2 Includes management fee income, interest, above and below market lease intangible amortization, lease inducement amortization, lease terminations and tenant improvement overage amortization.

3 Legacy HR same store cash NOI includes 240 properties.



Reconciliation of Merger Combined Same Store Properties

	AS OF DECEMBER 31, 2023			
<i>Dollars and square feet in thousands</i>	PROPERTY COUNT	GROSS INVESTMENT <sup>1</sup>	SQUARE FEET	OCCUPANCY
Merger combined same store properties	597	\$ 12,088,929	35,298	89.2 %
Joint venture same store properties	18	227,064	1,225	87.3 %
Wholly owned and joint venture acquisitions	47	591,462	1,788	90.9 %
Development completions	5	120,425	403	67.0 %
Redevelopments	16	415,763	1,369	54.8 %
Planned Dispositions	5	66,674	228	25.4 %
<b>Total</b>	<b>688</b>	<b>\$ 13,510,317</b>	<b>40,311</b>	<b>87.5 %</b>
Joint venture properties <sup>2</sup>	34	359,635	1,949	86.2 %
<b>Total wholly-owned real estate properties</b>	<b>654</b>	<b>\$ 13,150,682</b>	<b>38,362</b>	<b>87.6 %</b>

1 Excludes assets held for sale, construction in progress, land held for development, corporate property and financing lease right-of-use assets unrelated to an imputed lease arrangement as a result of a sale leaseback transaction.

2 Includes one property held in a consolidated joint venture.

**Application of Critical Accounting Policies to Accounting Estimates**

The Company's Consolidated Financial Statements are prepared in accordance with GAAP and the rules and regulations of the SEC. In preparing the Consolidated Financial Statements, management is required to exercise judgment and make assumptions that impact the carrying amount of assets and liabilities and the reported amounts of revenues and expenses reflected in the Consolidated Financial Statements.

Management routinely evaluates the estimates and assumptions used in the preparation of its Consolidated Financial Statements. These regular evaluations consider historical experience and other reasonable factors and use the seasoned judgment of management personnel. Management has reviewed the Company's critical accounting policies with the Audit Committee of the Board of Directors.

Management believes the following paragraphs in this section describe the application of critical accounting policies and estimates by management to arrive at the critical accounting estimates reflected in the Consolidated Financial Statements. The Company's accounting policies are more fully discussed in Note 1 to the Consolidated Financial Statements.

**Principles of Consolidation**

The Company's Consolidated Financial Statements include the accounts of the Company, its wholly owned subsidiaries, joint ventures, and partnerships where the Company controls the operating activities. All material intercompany accounts and transactions have been eliminated.

**Capitalization of Costs**

GAAP generally allows for the capitalization of various types of costs. The rules and regulations on capitalizing costs and the subsequent depreciation or amortization of those costs versus expensing them in the period incurred vary depending on the type of costs and the reason for capitalizing the costs.

Direct costs of a development project generally include construction costs, professional services such as architectural and legal costs, travel expenses, and land acquisition costs as well as other types of fees and expenses. These costs are capitalized as part of the basis of an asset to which such costs relate. Indirect costs include capitalized interest and overhead costs. Indirect costs are capitalized during construction and on the unoccupied space in a property for up to one year after the property is ready for its intended use. Capitalized interest is calculated using the weighted average interest rate of the Company's unsecured debt or the interest rate on project specific debt, if applicable. The Company's overhead costs are based on overhead load factors that are charged to a project based on direct time incurred. The Company computes the overhead load factors annually for its acquisition and development departments, which have employees who are involved in the projects. The overhead load factors are computed to absorb that portion of indirect employee costs (payroll and benefits, training, and similar costs) that are attributable to the productive time the employee incurs working directly on projects. The employees in the Company's



development departments who work on these projects maintain and report their hours, by project. Employee costs that are administrative, such as vacation time, sick time, or general and administrative time, are expensed in the period incurred.

Acquisition-related costs include finder's fees, advisory, legal, accounting, valuation, other professional or consulting fees, and certain general and administrative costs. Acquisition-related costs are expensed in the period incurred for acquisitions accounted for as a business combination under Accounting Standards Codification Topic 805, Business Combinations. These costs associated with asset acquisitions are capitalized in accordance with GAAP.

Management's judgment is also exercised in determining whether costs that have been previously capitalized to a project should be reserved for or written off if or when the project is abandoned or circumstances otherwise change that would call the project's viability into question. The Company follows a standard and consistently applied policy of classifying pursuit activity as well as reserving for these types of costs based on their classification.

The Company classifies its pursuit projects into two categories relating to development. The first category includes pursuits of developments that have a remote chance of producing new business. Costs for these projects are expensed in the period incurred. The second category includes those pursuits of developments that are either probable or highly probable to result in a project or contract. Since the Company believes it is probable that these pursuits will result in a project or contract, it capitalizes these costs in full and records no reserve.

Each quarter, all capitalized pursuit costs are again reviewed for viability or a change in classification, and a management decision is made as to whether any additional reserve is deemed necessary. If necessary and considered appropriate, management would record an additional reserve at that time. Capitalized pursuit costs, net of the reserve, are carried in other assets in the Company's Consolidated Balance Sheets, and any reserve recorded is charged to acquisition and pursuit costs on the Consolidated Statements of Operations. All pursuit costs will ultimately be written off to expense or capitalized as part of the constructed real estate asset.

As of December 31, 2023 and 2022, the Company's Consolidated Balance Sheets include capitalized pursuit costs relating to potential developments totaling \$6.2 million and \$4.3 million, respectively. The Company expensed costs related to the pursuit of acquisitions totaling \$0.8 million, \$1.0 million and \$2.6 million for the years ended December 31, 2023, 2022 and 2021, respectively. In addition, the Company expensed costs related to the pursuit of developments totaling \$0.8 million, \$2.2 million and \$1.4 million for the years ended December 31, 2023, 2022 and 2021, respectively. Furthermore, the Company expensed costs related to the Merger totaling \$(2.0) million, including a refund of \$17.8 million for transfer taxes paid during the year ended December 31, 2022, and \$103.4 million for the years ended December 31, 2023 and 2022, respectively.

#### ***Valuation of Long-Lived Assets Held and Used, Unconsolidated Joint Ventures, Intangible Assets and Goodwill***

##### ***Long-Lived Assets Held and Used***

The Company assesses the potential for impairment of identifiable intangible assets and long-lived assets, primarily real estate properties, whenever events occur or a change in circumstances indicates that the carrying value might not be recoverable. Important factors that could cause management to review for impairment include significant underperformance of an asset relative to historical or expected operating results; significant changes in the Company's use of assets or the strategy for its overall business; plans to sell an asset before its depreciable life has ended; the expiration of a significant portion of leases in a property; or significant negative economic trends or negative industry trends for the Company or its operators. In addition, the Company reviews for possible impairment of those assets subject to purchase options and those impacted by casualties, such as tornadoes and hurricanes.

In addition, at least annually, the Company assesses whether there were indicators, including property operating performance, changes in anticipated holding period and general market conditions, that the value of the Company's investments, including unconsolidated joint ventures, may have been impaired. The investment's value would have been impaired only if management's estimate of the fair value of the Company's investment was less than its carrying value. To the extent impairment had occurred, a loss would have been recognized for the excess of its carrying amount over its fair value.

The Company may, from time to time, be approached by a third party with an interest in purchasing one or more of the Company's operating real estate properties that were otherwise not for sale. Alternatively, the Company may



explore disposing of an operating real estate property but without specific intent to sell the property and without the property meeting the criteria to be classified as held for sale (see discussion below). In such cases, the Company and a potential buyer typically negotiate a letter of intent followed by a purchase and sale agreement that includes a due diligence timeline for completion of customary due diligence procedures. Anytime throughout this period the transaction could be terminated by the parties. The Company views the execution of a purchase and sale agreement as a circumstance that warrants an impairment assessment and must include its best estimates of the impact of a potential sale in the recoverability test discussed in more detail below.

A property value is considered impaired only if management's estimate of current and projected (undiscounted and unleveraged) operating cash flows of the property is less than the net carrying value of the property. These estimates of future cash flows include only those that are directly associated with and that are expected to arise as a direct result of the use and eventual disposition of the property based on its estimated remaining useful life. These estimates, including the useful life determination which can be affected by any potential sale of the property, are based on management's assumptions about its use of the property. Therefore, significant judgment is involved in estimating the current and projected cash flows.

When the Company executes a purchase and sale agreement for a held and used property, the Company performs the cash flow estimation described above. This assessment gives consideration to all available information, including an assessment of the likelihood the potential transaction will be consummated under the terms and conditions set forth in the purchase and sale agreement. Management will re-evaluate the recoverability of the property if and when significant changes occur as the transaction proceeds toward closing. Normally sale transactions will close within 15 to 30 days after the due diligence period expires. Upon expiration of the due diligence period, management will again re-evaluate the recoverability of the property, updating its assessment based on the status of the potential sale.

Whenever management determines that the carrying value of an asset that has been tested may not be recoverable, then an impairment charge would be recognized to the extent the current carrying value exceeds the current fair value of the asset. Significant judgment is also involved in making a determination of the estimated fair value of the asset.

The Company also performs an annual goodwill impairment review. The Company's reviews are performed as of December 31 of each year. The 2023 and 2022 reviews indicated that no impairment had occurred with respect to the Company's goodwill asset of \$250.5 million and \$223.2 million, respectively.

#### *Long-Lived Assets to be Disposed of by Planned Sale*

From time-to-time management affirmatively decides to sell certain real estate properties under a plan of sale. The Company reclassifies the property or disposal group as held for sale when all the following criteria for a qualifying plan of sale are met:

- Management, having the authority to approve the action, commits to a plan to sell the property or disposal group;
- The property or disposal group is available for immediate sale (i.e., a seller currently has the intent and ability to transfer the property or disposal group to a buyer) in its present condition, subject only to conditions that are usual and customary for sales of such properties or disposal groups;
- An active program to locate a buyer and other actions required to complete the plan to sell have been initiated;
- The sale of the property or disposal group is probable (i.e., likely to occur) and the transfer is expected to qualify for recognition as a completed sale within one year, with certain exceptions;
- The property or disposal group is being actively marketed for sale at a price that is reasonable in relation to its current fair value; and
- Actions necessary to complete the plan indicate that it is unlikely significant changes to the plan will be made or that the plan will be withdrawn.

A property or disposal group classified as held for sale is initially measured at the lower of its carrying amount or fair value less estimated costs to sell. An impairment charge is recognized for any initial adjustment of the property's or disposal group's carrying amount to its fair value less estimated costs to sell in the period the held for sale criteria are

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met. The fair value less estimated costs to sell the property (disposal group) should be assessed each reporting period it remains classified as held for sale. Depreciation ceases as long as a property is classified as held for sale.

If circumstances arise that were previously considered unlikely and a subsequent decision not to sell a property classified as held for sale were to occur, the property is reclassified as held and used. The property is measured at the time of reclassification at the lower of its (a) carrying amount before it was classified as held for sale, adjusted for any depreciation expense or impairment losses that would have been recognized had the property been continuously classified as held and used or (b) fair value at the date of the subsequent decision not to sell. The effect of any required adjustment is reflected in income from continuing operations at the date of the decision not to sell.

The Company recorded impairment charges totaling \$149.7 million for the year ended December 31, 2023 related to real estate properties and other long-lived assets. The impairment charges related to 31 properties sold and six additional properties associated with planned disposition activity in 2024. The Company recorded impairment charges of \$54.4 million in 2022.

***Valuation of Asset Acquisitions***

As described in more detail in Note 1 to the Consolidated Financial Statements, when the Company acquires real estate properties with in-place leases, the cost of the acquisition must be allocated between the acquired tangible real estate assets “as if vacant” and any acquired intangible assets. Such intangible assets could include above- (or below-) market in-place leases and at-market in-place leases, which could include the opportunity costs associated with absorption period rentals, direct costs associated with obtaining new leases such as tenant improvements, leasing commissions and customer relationship assets. With regard to the elements of estimating the “as if vacant” values of the property and the intangible assets, including the absorption period, occupancy increases during the absorption period, tenant improvement amounts, and leasing commission percentages, the Company uses the same absorption period and occupancy assumptions for similar property types. Any remaining excess purchase price is then allocated to the tangible and intangible assets based on their relative fair values. The identifiable tangible and intangible assets are then subject to depreciation and amortization.

***Depreciation of Real Estate Assets and Amortization of Related Intangible Assets***

As of December 31, 2023, the Company had gross investments of approximately \$12.1 billion in depreciable real estate assets and related intangible assets. When real estate assets and related intangible assets are acquired or placed in service, they must be depreciated or amortized. Management’s judgment involves determining which depreciation method to use, estimating the economic life of the building and improvement components of real estate assets, and estimating the value of intangible assets acquired when real estate assets are purchased that have in-place leases.

With respect to the building components, there are several depreciation methods available under GAAP. Some methods record relatively more depreciation expense on an asset in the early years of the asset’s economic life, and relatively less depreciation expense on the asset in the later years of its economic life. The straight-line method of depreciating real estate assets is the method the Company follows because, in the opinion of management, it is the method that most accurately and consistently allocates the cost of the asset over its estimated life. The Company assigns a useful life to its owned properties based on many factors, including the age and condition of the property when acquired.



**Revenue Recognition**

The Company's primary source of revenue is rental income derived from non-cancelable leases. When a lease is executed, the terms and conditions of the lease are assessed to determine the appropriate accounting classification. As of December 31, 2023, with the exception of one finance lease, all of the Company's leases, where the Company is the lessor, are classified as operating leases. Operating leases are recognized on the straight-line basis over the term of the related lease, including periods where a tenant is provided a rent concession. Operating expense recoveries, which include reimbursements for building specific operating expenses, are recognized as revenue in the period in which the related expenses are incurred. The Company generally expects that collectability is probable at lease commencement. If the assessment of collectability changes after the lease commencement date and Rental income is not considered probable, Rental income is recognized on a cash basis and all previously recognized uncollectible Rental income is reversed in the period in which it is determined not to be probable of collection. In addition to the lease-specific collectability assessment performed under Topic 842, the Company may also apply a general reserve ("provision for bad debt"), as a reduction to Rental income, for its portfolio of operating lease receivables.

The Company also recognizes certain revenue based on the guidance in Topic 606 and is based on the five-step model to account for revenue arising from contracts with customers. The Company's primary source of revenue associated with Topic 606 relates to parking revenue and management fee income.

**Derivative Instruments**

Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the derivative instrument with the recognition of the changes in the fair-value of the hedged asset or liability that are attributable to the hedged risk in a fair value hedge or the earnings effect of the hedged forecasted transaction in a cash flow hedge. The accounting for a derivative requires that the Company make judgments in determining the nature of the derivatives and their effectiveness, including ones regarding the likelihood that a forecasted transaction will take place. These judgments could materially affect our consolidated financial statements.

The Company may enter into a derivative instrument to manage interest rate risk from time to time. When a derivative instrument is initiated, the Company will assess its intended use of the derivative instrument and may elect a hedging relationship and apply hedge accounting. As required by the accounting literature, the Company will formally document the hedging relationship for all derivative instruments prior to or contemporaneous with entering into the derivative instrument.



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

The Company is exposed to market risk in the form of changing interest rates on its debt. Management uses regular monitoring of market conditions and analysis techniques to manage this risk.

As of December 31, 2023, \$3.5 billion of the Company's \$5.0 billion of outstanding debt bore interest at fixed rates.

The following table provides information regarding the sensitivity of certain of the Company's financial instruments, as described above, to market conditions and changes resulting from changes in interest rates. For purposes of this analysis, sensitivity is demonstrated based on hypothetical 10% changes in the underlying market interest rates.

<i>Dollars in thousands</i>	OUTSTANDING PRINCIPAL BALANCE as of Dec. 31, 2023	CALCULATED ANNUAL INTEREST	IMPACT ON EARNINGS AND CASH FLOW	
			ASSUMING 10% INCREASE in market interest rates	ASSUMING 10% DECREASE in market interest rates
<b>Variable Rate Debt</b>				
Unsecured Credit Facility	\$ —	\$ —	\$ —	\$ —
Unsecured Term Loan due 2024	350,000	22,372	(2,237)	2,237
Unsecured Term Loan due 2024	200,000	12,784	(1,278)	1,278
Unsecured Term Loan due 2025	300,000	19,176	(1,918)	1,918
Unsecured Term Loan due 2026	150,000	9,588	(959)	959
Unsecured Term Loan due 2027	200,000	12,784	(1,278)	1,278
Unsecured Term Loan due 2028	300,000	19,176	(1,918)	1,918
	\$ 1,500,000	\$ 95,880	\$ (9,588)	\$ 9,588

The Company has outstanding interest rate swaps to help mitigate its risk related to variable rate debt. As of December 31, 2023, the Company had \$1.3 billion of interest rate swaps at a weighted average rate of 3.49%. See Note 11 to the Consolidated Financial Statements for more information regarding the Company's interest rate swaps.

<i>Dollars in thousands</i>	CARRYING VALUE as of Dec. 31, 2023 <sup>2</sup>	FAIR VALUE			
		DEC. 31, 2023 <sup>2</sup>	ASSUMING 10% INCREASE in market interest rates	ASSUMING 10% DECREASE in market interest rates	DEC. 31, 2022 <sup>1</sup>
<b>Fixed Rate Debt</b>					
Senior Notes due 2025	\$ 249,484	\$ 244,233	\$ 244,527	\$ 243,909	\$ 241,413
Senior Notes due 2026	579,017	581,556	582,919	580,141	570,139
Senior Notes due 2027	483,727	483,590	485,102	482,048	473,450
Senior Notes due 2028	297,429	282,200	283,207	281,170	271,058
Senior Notes due 2030	575,443	577,702	580,777	574,583	560,723
Senior Notes due 2030	296,780	249,124	250,490	247,728	236,219
Senior Notes due 2031	295,832	235,894	237,394	234,366	219,321
Senior Notes due 2031	649,521	649,347	653,508	645,118	611,392
Mortgage Notes Payable	70,534	69,058	69,157	68,959	80,913
Total Fixed Rate Debt	\$ 3,497,767	\$ 3,372,704	\$ 3,387,081	\$ 3,358,022	\$ 3,264,628

<sup>1</sup> Fair values as of December 31, 2022, represent fair values of obligations that were outstanding as of that date, and do not reflect the effect of any subsequent changes in principal balances and/or additions or extinguishments of instruments.

<sup>2</sup> Balances are presented net of discounts and debt issuance costs and including premiums. The fair value presented is based on Level 2 inputs defined as model-derived valuations in which significant inputs and significant value drivers are observable in active markets.



## Item 8. Financial Statements and Supplementary Data

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

Stockholders and Board of Directors  
Healthcare Realty Trust Incorporated  
Nashville, Tennessee

#### **Opinion on the Consolidated Financial Statements**

We have audited the accompanying consolidated balance sheets of Healthcare Realty Trust Incorporated (the “Company”) as of December 31, 2023 and 2022, the related consolidated statements of operations, comprehensive income (loss), equity and redeemable non-controlling interests, and cash flows for each of the three years in the period ended December 31, 2023, and the related notes and financial statement schedules listed in the accompanying index (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the Company’s internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) and our report dated February 16, 2024 expressed an unqualified opinion thereon.

#### **Basis for Opinion**

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

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud.

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

#### **Critical Audit Matter**

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

#### ***Asset Impairment - Identification of Triggering Events for Real Estate Properties***

The Company recorded total real estate investments, net, of approximately \$11.2 billion as of December 31, 2023. As described in Note 1 to the Company’s consolidated financial statements, the Company assesses the potential for impairment of long-lived assets, including real estate properties, whenever events occur, or a change in circumstances indicates, that the carrying value might not be fully recoverable (“triggering events”).

We identified management’s assessment of qualitative indicators of potential impairment for real estate properties as a critical audit matter. Qualitative indicators of potential impairment may include significant changes in the Company’s use of properties or the strategy for its overall business, plans to sell a property before its depreciable life has ended, or negative economic or

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industry trends for the Company or its tenants. Auditing these elements involved especially challenging auditor judgment due to the nature and extent of audit effort required to address these matters.

The primary procedures we performed to address this critical audit matter included:

- Testing the design and operating effectiveness of controls over management's identification of changes in circumstances that could indicate the carrying amounts of real estate properties may not be fully recoverable.
- Assessing the reasonableness of management's key assumptions with respect to qualitative factors, including potential sales of properties based on offers received and changes in the use of the Company's properties, used to determine whether triggering events had occurred.
- Examining internal documentation to assess whether additional triggering events were present.

/s/ BDO USA, P.C.

We have served as the Company's auditor since 2005.

Nashville, Tennessee  
February 16, 2024



Healthcare Realty Trust Incorporated  
**Consolidated Balance Sheets**  
*Amounts in thousands, except per share data*

	DECEMBER 31,	
	2023	2022
<b>ASSETS</b>		
<b>Real estate properties</b>		
Land	\$ 1,343,265	\$ 1,439,798
Buildings and improvements	10,881,373	11,332,037
Lease intangibles	836,302	959,998
Personal property	12,718	11,907
Investment in financing receivables, net	122,602	120,236
Financing lease right-of-use assets	82,209	83,824
Construction in progress	60,727	35,560
Land held for development	59,871	74,265
<b>Total real estate investments</b>	<b>13,399,067</b>	<b>14,057,625</b>
Less accumulated depreciation	(2,226,853)	(1,645,271)
<b>Total real estate investments, net</b>	<b>11,172,214</b>	<b>12,412,354</b>
Cash and cash equivalents	25,699	60,961
Assets held for sale, net	8,834	18,893
Operating lease right-of-use assets	275,975	336,983
Investments in unconsolidated joint ventures	311,511	327,248
Goodwill	250,530	223,202
Other assets, net	592,368	469,990
<b>Total assets</b>	<b>\$ 12,637,131</b>	<b>\$ 13,849,631</b>
<b>LIABILITIES, REDEEMABLE NON-CONTROLLING INTERESTS, AND STOCKHOLDERS' EQUITY</b>		
	2023	2022
<b>Liabilities</b>		
Notes and bonds payable	\$ 4,994,859	\$ 5,351,827
Accounts payable and accrued liabilities	211,994	244,033
Liabilities of properties held for sale	295	437
Operating lease liabilities	229,714	279,895
Financing lease liabilities	74,503	72,939
Other liabilities	202,984	218,668
<b>Total liabilities</b>	<b>5,714,349</b>	<b>6,167,799</b>
Commitments and contingencies (See Footnote 15)		
Redeemable non-controlling interests	3,868	2,014
<b>Stockholders' equity</b>		
Preferred stock, \$0.01 par value; 200,000 shares authorized; none issued and outstanding	—	—
Common stock, \$0.01 par value; 1,000,000 shares authorized; 380,964 and 380,590 shares issued and outstanding at December 31, 2023 and 2022, respectively.	3,810	3,806
Additional paid-in capital	9,602,592	9,587,637
Accumulated other comprehensive (loss) income	(10,741)	2,140
Cumulative net income attributable to common stockholders	1,028,794	1,307,055
Cumulative dividends	(3,801,793)	(3,329,562)
<b>Total stockholders' equity</b>	<b>6,822,662</b>	<b>7,571,076</b>
Non-controlling interest	96,252	108,742
<b>Total equity</b>	<b>6,918,914</b>	<b>7,679,818</b>
<b>Total liabilities, redeemable non-controlling interests, and stockholders' equity</b>	<b>\$ 12,637,131</b>	<b>\$ 13,849,631</b>

See accompanying notes.



Healthcare Realty Trust Incorporated  
**Consolidated Statements of Operations**  
*Amounts in thousands, except per share data*

	YEAR ENDED DECEMBER 31,		
	2023	2022	2021
<b>Revenues</b>			
Rental income	\$ 1,309,184	\$ 907,451	\$ 520,334
Interest income	17,134	11,480	4,192
Other operating	17,451	13,706	10,291
	<b>1,343,769</b>	<b>932,637</b>	<b>534,817</b>
<b>Expenses</b>			
Property operating	500,437	344,038	212,273
General and administrative	58,405	52,734	34,152
Acquisition and pursuit costs	2,026	3,229	3,930
Merger-related costs	(1,952)	103,380	—
Depreciation and amortization	730,709	453,082	202,714
	<b>1,289,625</b>	<b>956,463</b>	<b>453,069</b>
<b>Other income (expense)</b>			
Gain on sales of real estate properties	77,546	270,271	55,940
Interest expense	(258,584)	(146,691)	(53,124)
Gain (loss) on extinguishment of debt	62	(2,401)	—
Impairment of real estate properties and credit loss reserves	(154,912)	(54,427)	(17,101)
Equity loss from unconsolidated joint ventures	(1,682)	(687)	(795)
Interest and other income (expense), net	1,343	(1,546)	(9)
	<b>(336,227)</b>	<b>64,519</b>	<b>(15,089)</b>
Net (loss) income	(282,083)	40,693	66,659
Net loss attributable to non-controlling interests	3,822	204	—
<b>Net (loss) income attributable to common stockholders</b>	<b>\$ (278,261)</b>	<b>\$ 40,897</b>	<b>\$ 66,659</b>
Basic earnings per common share	\$ (0.74)	\$ 0.15	\$ 0.45
Diluted earnings per common share	\$ (0.74)	\$ 0.15	\$ 0.45
Weighted average common shares outstanding - basic	378,928	252,356	142,637
Weighted average common shares outstanding - diluted	378,928	253,873	142,710

See accompanying notes.



Healthcare Realty Trust Incorporated

**Consolidated Statements of Comprehensive Income (Loss)**

*Amounts in thousands*

	YEAR ENDED DECEMBER 31,		
	2023	2022	2021
<b>Net (loss) income</b>	<b>\$ (282,083)</b>	<b>\$ 40,693</b>	<b>\$ 66,659</b>
Other comprehensive (loss) income			
Interest rate swaps			
Reclassification adjustment for (gains) losses included in net income (interest expense)	(14,488)	1,527	4,472
Gains arising during the period on interest rate swaps	1,463	10,630	3,379
	<u>(13,025)</u>	<u>12,157</u>	<u>7,851</u>
<b>Comprehensive (loss) income</b>	<b>(295,108)</b>	<b>52,850</b>	<b>74,510</b>
Less: Comprehensive loss attributable to non-controlling interests	3,966	168	—
<b>Comprehensive (loss) income attributable to common stockholders</b>	<b>\$ (291,142)</b>	<b>\$ 53,018</b>	<b>\$ 74,510</b>

See accompanying notes.



Healthcare Realty Trust Incorporated

**Consolidated Statements of Equity and Redeemable Non-Controlling Interests**

Amounts in thousands, except per share data

	Preferred Stock	Common Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Cumulative Net Income	Cumulative Dividends	Total Stockholders' Equity	Non-controlling Interests	Total Equity	Redeemable Non-controlling Interests
<b>Balance at December 31, 2020</b>	\$ —	\$ 1,395	\$ 3,635,341	\$ (17,832)	\$ 1,199,499	\$ (2,870,027)	\$ 1,948,376	\$ —	\$ 1,948,376	\$ —
Issuance of stock, net of costs	—	109	330,933	—	—	—	331,042	—	331,042	—
Common stock redemption	—	(1)	(4,084)	—	—	—	(4,085)	—	(4,085)	—
Share-based compensation	—	2	10,727	—	—	—	10,729	—	10,729	—
Net income	—	—	—	—	66,659	—	66,659	—	66,659	—
Loss on interest rate swaps and treasury locks	—	—	—	7,851	—	—	7,851	—	7,851	—
Dividends to common stockholders (\$1.21 per share)	—	—	—	—	—	(175,456)	(175,456)	—	(175,456)	—
<b>Balance at December 31, 2021</b>	—	1,505	3,972,917	(9,981)	1,266,158	(3,045,483)	2,185,116	—	2,185,116	—
Issuance of stock, net of costs	—	6	22,901	—	—	—	22,907	—	22,907	—
Merger consideration transferred	—	2,289	5,574,174	—	—	—	5,576,463	110,702	5,687,165	—
Common stock redemption	—	(1)	(2,791)	—	—	—	(2,792)	—	(2,792)	—
Share-based compensation	—	7	20,339	—	—	—	20,346	—	20,346	—
Redemption of non-controlling interest	—	—	97	—	—	—	97	(97)	—	—
Net income	—	—	—	—	40,897	—	40,897	(204)	40,693	—
Reclassification adjustments for losses included in net income (interest expense)	—	—	—	1,531	—	—	1,531	(4)	1,527	—
Gain on interest rate swaps and treasury locks	—	—	—	10,590	—	—	10,590	40	10,630	—
Contributions from redeemable non-controlling interests	—	—	—	—	—	—	—	—	—	2,014
Dividends to common stockholders (\$1.24 per share)	—	—	—	—	—	(284,079)	(284,079)	(1,695)	(285,774)	—
<b>Balance at December 31, 2022</b>	—	3,806	9,587,637	2,140	1,307,055	(3,329,562)	7,571,076	108,742	7,679,818	2,014
Issuance of stock, net of costs	—	—	130	—	—	—	130	—	130	—
Common stock redemption	—	(1)	(2,234)	—	—	—	(2,235)	—	(2,235)	—
Conversion of OP Units to common stock	—	2	2,774	—	—	—	2,776	(2,776)	—	—
Share-based compensation	—	3	14,285	—	—	—	14,288	—	14,288	—
Net loss	—	—	—	—	(278,261)	—	(278,261)	(3,822)	(282,083)	—
Reclassification adjustments for gains included in net income (interest expense)	—	—	—	(14,315)	—	—	(14,315)	(173)	(14,488)	—
Gains arising during the period on interest rate swaps	—	—	—	1,434	—	—	1,434	29	1,463	—
Contributions from redeemable non-controlling interests	—	—	—	—	—	—	—	—	—	1,889



Adjustments to redemption value of redeemable non-controlling interests	—	—	—	—	—	—	—	—	—	(35)			
Dividends to common stockholders (\$1.24 per share)	—	—	—	—	—	(472,231)	(472,231)	(5,748)	(477,979)	—			
<b>Balance at December 31, 2023</b>	<b>\$</b>	<b>—</b>	<b>\$ 3,810</b>	<b>\$9,602,592</b>	<b>\$</b>	<b>(10,741)</b>	<b>\$1,028,794</b>	<b>\$(3,801,793)</b>	<b>\$6,822,662</b>	<b>\$ 96,252</b>	<b>\$6,918,914</b>	<b>\$</b>	<b>3,868</b>

See accompanying notes.



Healthcare Realty Trust Incorporated  
**Consolidated Statements of Cash Flows**  
*Amounts in thousands*

	YEAR ENDED DECEMBER 31,		
	2023	2022	2021
<b>OPERATING ACTIVITIES</b>			
Net (loss) income	\$ (282,083)	\$ 40,693	\$ 66,659
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	730,709	453,082	202,714
Other amortization	45,181	24,695	3,793
Share-based compensation	14,288	20,346	10,729
Amortization of straight-line rent receivable (lessor)	(38,676)	(23,498)	(5,801)
Amortization of straight-line rent on operating leases (lessee)	6,084	3,374	1,498
Gain on sales of real estate properties	(77,546)	(270,271)	(55,940)
(Gain) loss on extinguishment of debt	(62)	2,401	—
Impairment of real estate properties and credit loss reserves	154,912	54,427	17,101
Equity loss from unconsolidated joint ventures	1,682	687	795
Distributions from unconsolidated joint ventures	17,880	1,881	—
Non-cash interest from financing and real estate notes receivable	(1,654)	(2,257)	(391)
Changes in operating assets and liabilities:			
Other assets, including right-of-use-assets	(55,946)	(26,098)	(11,436)
Accounts payable and accrued liabilities	(18,775)	24,191	(839)
Other liabilities	3,826	(30,906)	3,747
<b>Net cash provided by operating activities</b>	<b>499,820</b>	<b>272,747</b>	<b>232,629</b>
<b>INVESTING ACTIVITIES</b>			
Acquisitions of real estate	(49,171)	(402,529)	(365,943)
Development of real estate	(41,058)	(37,862)	(4,029)
Additional long-lived assets	(231,026)	(163,544)	(100,689)
Funding of mortgages and notes receivable	(26,803)	(23,325)	—
Investments in unconsolidated joint ventures	(3,824)	(99,967)	(89,600)
Investment in financing receivable	(1,801)	(1,002)	(186,433)
Proceeds from sales of real estate properties and additional long-lived assets	701,434	1,201,068	184,221
Contributions from redeemable non-controlling interests	1,389	—	—
Proceeds from notes receivable repayments	—	1,688	—
Cash assumed in Merger, including restricted cash for special dividend payment	—	1,159,837	—
<b>Net cash provided by (used in) investing activities</b>	<b>349,140</b>	<b>1,634,364</b>	<b>(562,473)</b>
<b>FINANCING ACTIVITIES</b>			
Net (repayments) borrowing on unsecured credit facility	(385,000)	40,000	210,000
Borrowings on term loans	—	666,500	—
Repayment on term loan	—	(1,141,500)	—
Repayments of notes and bonds payable	(19,143)	(20,042)	(24,557)
Redemption of notes and bonds payable	—	(2,184)	—
Dividends paid	(472,242)	(283,713)	(175,456)
Special dividend paid in relation to the Merger	—	(1,123,648)	—
Net proceeds from issuance of common stock	130	22,902	331,119
Common stock redemptions	(2,298)	(3,192)	(3,803)
Distributions to non-controlling interest of limited partners	(5,123)	(1,695)	—
Debt issuance and assumption costs	(529)	(12,753)	(405)
Payments made on finance leases	(17)	—	(9,182)
<b>Net cash (used in) provided by financing activities</b>	<b>(884,222)</b>	<b>(1,859,325)</b>	<b>327,716</b>
(Decrease) increase in cash and cash equivalents	(35,262)	47,786	(2,128)
Cash and cash equivalents cash at beginning of period	60,961	13,175	15,303
<b>Cash and cash equivalents at end of period</b>	<b>\$ 25,699</b>	<b>\$ 60,961</b>	<b>\$ 13,175</b>

See accompanying notes.

Healthcare Realty Trust Incorporated



**Consolidated Statements of Cash Flows, cont.***Amounts in thousands***Supplemental Cash Flow Information**

	YEAR ENDED DECEMBER 31,		
	2023	2022	2021
Interest paid	\$ 216,033	\$ 112,692	\$ 49,443
Mortgage notes payable assumed in connection with acquisition of real estate, net	\$ 5,284	\$ —	\$ 11,790
Invoices accrued for construction, tenant improvements and other capitalized costs	\$ 31,469	\$ 48,292	\$ 17,655
Capitalized interest	\$ 2,961	\$ 1,410	\$ 221
Mortgage note receivables taken in connection with sale of real estate	\$ 51,000	\$ —	\$ —
Real estate notes receivable assumed in Merger (adjusted to fair value)	\$ —	\$ 74,819	\$ —
Unsecured credit facility and term loans assumed in Merger (adjusted to fair value)	\$ —	\$ 1,758,650	\$ —
Senior notes assumed in Merger (adjusted to fair value)	\$ —	\$ 2,232,650	\$ —
Consideration transferred in relation to the Merger	\$ —	\$ 5,576,463	\$ —

See accompanying notes.



## 1. Summary of Significant Accounting Policies

### *Business Overview*

Healthcare Realty Trust Incorporated is a real estate investment trust ("REIT") that owns, leases, manages, acquires, finances, develops and redevelops income-producing real estate properties associated primarily with the delivery of outpatient healthcare services throughout the United States of America. Except as otherwise provided in the Notes to the Company's Consolidated Financial Statements, references herein to the "Company" mean Healthcare Realty Trust Incorporated and its consolidated subsidiaries, including Healthcare Realty Holdings, L.P. (formerly known as Healthcare Trust of America Holdings, LP) (the "OP"), after giving effect to the Merger discussed in more detail in Note 2 below. As of December 31, 2023, the Company had gross investments of approximately \$13.4 billion in 655 consolidated real estate properties, construction in progress, redevelopments, financing receivables, financing lease right-of-use assets, land held for development, corporate property and excluding held for sale assets. The Company's real estate properties are located in 35 states and total approximately 38.5 million square feet. In addition, the Company had a weighted average ownership interest of approximately 43% in 33 real estate properties held in unconsolidated joint ventures.

See Note 5 below for more details regarding the Company's joint ventures. Square footage and property count disclosures in these Notes to the Company's Consolidated Financial Statements are unaudited.

### *Principles of Consolidation*

The Company's Consolidated Financial Statements include the accounts of the Company, its wholly owned subsidiaries, and joint ventures and partnerships where the Company controls the operating activities. GAAP requires the Company to identify entities for which control is achieved through means other than voting rights and to determine which business enterprise is the primary beneficiary of variable interest entities ("VIEs"). ASC Topic 810 broadly defines a VIE as an entity in which either (i) the equity investors as a group, if any, lack the power through voting or similar rights to direct the activities of such entity that most significantly impact such entity's economic performance or (ii) the equity investment at risk is insufficient to finance that entity's activities without additional subordinated financial support. The Company identifies the primary beneficiary of a VIE as the enterprise that has both of the following characteristics: (i) the power to direct the activities of the VIE that most significantly impact the entity's economic performance and (ii) the obligation to absorb losses or receive benefits of the VIE that could potentially be significant to the entity. The Company consolidates its investment in a VIE when it determines that it is the VIE's primary beneficiary, with any minority interests reflected as non-controlling interests or redeemable non-controlling interests in the accompanying Consolidated Financial Statements.

The Company may change its original assessment of a VIE upon subsequent events such as the modification of contractual arrangements that affect the characteristics or adequacy of the entity's equity investments at risk, the disposition of all or a portion of an interest held by the primary beneficiary, or changes in facts and circumstances that impact the power to direct activities of the VIE that most significantly impacts economic performance. The Company performs this analysis on an ongoing basis.

For property holding entities not determined to be VIEs, the Company consolidates such entities in which it owns 100% of the equity or has a controlling financial interest evidenced by ownership of a majority voting interest. All intercompany balances and transactions are eliminated in consolidation. For entities in which the Company owns less than 100% of the equity interest, the Company consolidates the entity if it has the direct or indirect ability to control the entities' activities based upon the terms of the respective entities' ownership agreements.

The OP is 98.8% owned by the Company. Holders of operating partnership units ("OP Units") are considered to be non-controlling interest holders in the OP and their ownership interests are reflected as equity on the accompanying Consolidated Balance Sheets. Further, a portion of the earnings and losses of the OP are allocated to non-controlling interest holders based on their respective ownership percentages. Upon conversion of OP Units to common stock, any difference between the fair value of the common stock issued and the carrying value of the OP Units converted to common stock is recorded as a component of equity. As of December 31, 2023, there were approximately 4.5 million, or 1.2%, of OP Units issued and outstanding held by non-controlling interest holders. Additionally, the Company is the primary beneficiary of this VIE. Accordingly, the Company consolidates its interests in the OP.



As of December 31, 2023, the Company had four consolidated VIEs in addition to the OP, consisting of joint venture investments in which the Company is the primary beneficiary of the VIE based on the combination of operational control and the rights to receive residual returns or the obligation to absorb losses arising from the joint ventures. Accordingly, such joint ventures have been consolidated, and the table below summarizes the balance sheets of consolidated VIEs, excluding the OP, in the aggregate:

<i>(dollars in thousands)</i>	<u>DECEMBER 31, 2023</u>	
Assets:		
Net real estate investments	\$	85,752
Cash and cash equivalents		2,144
Receivables and other assets		<u>2,704</u>
Total assets	\$	90,600
Liabilities:		
Accrued expenses and other liabilities	\$	17,835
Total equity		<u>72,765</u>
Total liabilities and equity	\$	90,600

As of December 31, 2023, the Company had three unconsolidated VIEs consisting of two notes receivables and one joint venture. It was determined that the Company was not the primary beneficiary of the unconsolidated VIEs because the Company does not have the power or economics to direct the activities of the VIEs on a stand-alone basis. Therefore, the Company accounts for the two notes receivables as amortized cost and a joint venture arrangement under the equity method. See below for additional information regarding the Company's unconsolidated VIEs:

<i>(dollars in thousands)</i>	ORIGINATION DATE	LOCATION	SOURCE	CARRYING AMOUNT	MAXIMUM EXPOSURE TO LOSS
	2021	Houston, TX <sup>1</sup>	Note receivable	\$ 31,150	\$ 31,150
	2021	Charlotte, NC <sup>1</sup>	Note receivable	5,796	6,000
	2022	Texas <sup>2</sup>	Equity method	61,801	61,801

<sup>1</sup> Assumed mortgage note receivable in connection with the Merger.

<sup>2</sup> Includes investments in seven properties.

As of December 31, 2023, the Company's unconsolidated joint venture arrangements were accounted for using the equity method of accounting as the Company exercised significant influence over but did not control these entities. See Note 5 for more details regarding the Company's unconsolidated joint ventures.

#### ***Use of Estimates in the Consolidated Financial Statements***

Preparation of the Consolidated Financial Statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect amounts reported in the Consolidated Financial Statements and accompanying notes. Actual results may differ from those estimates and assumptions. Management makes significant estimates regarding revenue recognition, purchase price allocations to record investments in real estate, impairments, collectability of tenant receivables, and fair value measurements, as applicable.

#### ***Segment Reporting***

The Company owns, leases, acquires, manages, finances, develops and redevelops outpatient and other healthcare-related properties. The Company is managed as one reporting unit, rather than multiple reporting units, for internal reporting purposes and for internal decision-making. Therefore, the Company discloses its operating results in a single reportable segment.



**Real Estate Properties**

Real estate properties are recorded at cost or at fair value if acquired in a transaction that is a business combination under ASC Topic 805, Business Combinations. Cost or fair value at the time of acquisition is allocated among land, buildings, tenant improvements, lease and other intangibles, and personal property as applicable.

During 2023 and 2022, the Company eliminated against accumulated depreciation approximately \$51.7 million and \$19.6 million, respectively, of fully amortized real estate intangibles that were initially recorded as a component of certain real estate acquisitions. During 2022, approximately \$4.1 million of fully depreciated tenant and capital improvements that were no longer in service were eliminated against accumulated depreciation.

Depreciation expense of real estate properties for the three years ended December 31, 2023, 2022 and 2021 was \$518.6 million, \$320.8 million and \$170.0 million, respectively. Depreciation and amortization of real estate assets in place as of December 31, 2023, is provided for on a straight-line basis over the asset's estimated useful life:

Land improvements	2.0 to 39.0 years
Buildings and improvements	3.3 to 49.0 years
Lease intangibles (including ground lease intangibles)	1.0 to 99.0 years
Personal property	3.0 to 20.0 years

The Company capitalizes direct costs, including costs such as construction costs and professional services, and indirect costs, including capitalized interest and overhead costs, associated with the development and construction of real estate assets while substantive activities are ongoing to prepare the assets for their intended use. Capitalized interest cost is calculated using the weighted average interest rate of the Company's unsecured debt or the interest rate on project specific debt, if applicable. The Company continues to capitalize interest on the unoccupied portion of the properties in stabilization for up to one year after the buildings have been placed into service, at which time the capitalization of interest must cease.

**Asset Impairment**

The Company assesses the potential for impairment of identifiable, definite-lived, intangible assets and long-lived assets, including real estate properties, whenever events occur or a change in circumstances indicates that the carrying value might not be fully recoverable. Indicators of impairment may include significant underperformance of an asset relative to historical or expected operating results; significant changes in the Company's use of assets or the strategy for its overall business; plans to sell an asset before its depreciable life has ended; the expiration of a significant portion of leases in a property; or significant negative economic trends or negative industry trends for the Company or its tenants. In addition, the Company reviews for possible impairment, those assets subject to purchase options and those impacted by casualty losses, such as tornadoes and hurricanes. A property value is considered impaired only if management's estimate of current and projected (undiscounted and unleveraged) operating cash flows of the property is less than the net carrying value of the property. These estimates of future cash flows include only those that are directly associated with and that are expected to arise as a direct result of the use and eventual disposition of the property based on its estimated remaining useful life. These estimates, including the useful life determination which can be affected by any potential sale of the property, are based on management's assumptions about its use of the property. Therefore, significant judgment is involved in estimating the current and projected cash flows. If management determines that the carrying value of the Company's assets may not be fully recoverable based on the existence of any of the factors above, or others, management would measure and record an impairment charge based on the estimated fair value of the property or the estimated fair value less costs to sell the property.

**Acquisitions of Real Estate Properties with In-Place Leases**

The Company's acquisitions of real estate properties typically do not meet the definition of a business and are accounted for as asset acquisitions. Acquisitions of real estate properties with in-place leases are accounted for at relative fair value. When a building with in-place leases is acquired, the cost of the acquisition must be allocated between the tangible real estate assets "as-if-vacant" and the intangible real estate assets related to in-place leases based on their estimated fair values. Land fair value is estimated by using an assessment of comparable transactions and other relevant data.



The Company considers whether any of the in-place lease rental rates are above- or below-market. An asset (if the actual rental rate is above-market) or a liability (if the actual rental rate is below-market) is calculated and recorded in an amount equal to the present value of the future cash flows that represent the difference between the actual lease rate and the estimated market rate. If an in-place lease is identified as a below-market rental rate, the Company would also evaluate any renewal options associated with that lease to determine if the intangible should include those periods. The values related to above- or below-market in-place lease intangibles are amortized over the remaining term of the leases upon acquisition to rental income where the Company is the lessor and to property operating expense where the Company is the lessee.

The Company also estimates an absorption period, which can vary by property, assuming the building is vacant and must be leased up to the actual level of occupancy when acquired. During that absorption period, the owner would incur direct costs, such as tenant improvements, and would suffer lost rental income. Likewise, the owner would have acquired a measurable asset in that, assuming the building was vacant, certain fixed costs would be avoided because the actual in-place lessees would reimburse a certain portion of fixed costs through expense reimbursements during the absorption period.

These assets (above- or below-market lease, tenant improvement, leasing costs avoided, rental income lost, and expenses recovered through in-place lessee reimbursements) are estimated and recorded in amounts equal to the present value of estimated future cash flows. The actual purchase price is allocated based on the various relative asset fair values described above.

The building and tenant improvement components of the purchase price are depreciated over the estimated useful life of the building or the weighted average remaining term of the in-place leases. The at-market, in-place lease intangibles are amortized to depreciation and amortization expense over the weighted average remaining term of the leases, and customer relationship assets are amortized to depreciation amortization expense over terms applicable to each acquisition. Any goodwill recorded through a business combination would be reviewed for impairment at least annually and is not amortized.

See Note 9 for more details on the Company's intangible assets.

#### ***Fair Value Measurements***

Fair value is defined as the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants. In calculating fair value, a company must maximize the use of observable market inputs, minimize the use of unobservable market inputs and disclose in the form of an outlined hierarchy the details of such fair value measurements.

A hierarchy of valuation techniques is defined to determine whether the inputs to a fair value measurement are considered to be observable or unobservable in a marketplace. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. This hierarchy requires the use of observable market data when available. These inputs have created the following fair value hierarchy:

- *Level 1* – quoted prices for identical instruments in active markets;
- *Level 2* – quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-derived valuations in which significant inputs and significant value drivers are observable in active markets; and
- *Level 3* – fair value measurements derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

Executed purchase and sale agreements, which are binding agreements, are categorized as level one inputs. Brokerage estimates, letters of intent, or unexecuted purchase and sale agreements are considered to be level three as they are nonbinding in nature.

#### ***Fair Value of Derivative Financial Instruments***

Derivative financial instruments are recorded at fair value on the Company's Consolidated Balance Sheets as other assets or other liabilities. The valuation of derivative instruments requires the Company to make estimates and judgments that affect the fair value of the instruments. Fair values of derivatives are estimated by pricing models that consider the forward yield curves and discount rates. The fair value of the Company's forward starting interest



rate swap contracts are estimated by pricing models that consider foreign trade rates and discount rates. Such amounts and the recognition of such amounts are subject to significant estimates that may change in the future. For derivatives designated in qualifying cash flow hedging relationships, the change in fair value of the effective portion of the derivatives is recognized in accumulated other comprehensive income (loss). Gains and losses are reclassified from accumulated other comprehensive income (loss) into earnings once the underlying hedged transaction is recognized in earnings. As of December 31, 2023 and 2022, the Company had \$10.7 million recorded in accumulated other comprehensive loss and \$2.1 million recorded in accumulated other comprehensive (loss) income, respectively, related to forward starting interest rate swaps entered into and settled during 2015 and 2020 and a hedge of the Company's variable rate debt. See Note 11 for additional information.

***Cash, Cash Equivalents and Restricted Cash***

Cash and cash equivalents includes short-term investments with original maturities of three months or less when purchased. Restricted cash includes cash held in escrow in connection with proceeds from the sales of certain real estate properties. The Company did not have any restricted cash for the years ended December 31, 2023 or 2022.

Cash and cash equivalents are held in bank accounts and overnight investments. The Company maintains its bank deposits with large financial institutions in amounts that often exceed federally-insured limits. The Company has not experienced any losses in such accounts.

***Goodwill and Other Intangible Assets***

Goodwill and intangible assets with indefinite lives are not amortized, but are tested at least annually for impairment. Intangible assets with finite lives are amortized over their respective lives to their estimated residual values and are reviewed for impairment only when impairment indicators are present.

Identifiable intangible assets of the Company are comprised of enterprise goodwill, in-place lease intangible assets, customer relationship intangible assets, and debt issuance costs. In-place lease and customer relationship intangible assets are amortized on a straight-line basis over the applicable lives of the assets. Debt issuance costs are amortized over the term of the debt instrument on the effective interest method or the straight-line method when the effective interest method is not applicable. Goodwill is not amortized but is evaluated annually as of December 31 for impairment. The Company's goodwill asset increased \$27.3 million to \$250.5 million in 2023 compared to \$223.2 million in 2022, as a result of the final purchase price allocation adjustments related to the Merger. The 2023 impairment evaluation indicated that no impairment had occurred with respect to the Company's goodwill asset. See Note 9 for more detail on the Company's intangible assets.

***Contingent Liabilities***

From time to time, the Company may be subject to loss contingencies arising from legal proceedings and similar matters. Additionally, while the Company maintains comprehensive liability and property insurance with respect to each of its properties, the Company may be exposed to unforeseen losses related to uninsured or underinsured damages.

The Company continually monitors any matters that may present a contingent liability, and, on a quarterly basis, management reviews the Company's reserves and accruals in relation to each of them, adjusting provisions as necessary in view of changes in available information. Liabilities for contingencies are first recorded when a loss is determined to be both probable and can be reasonably estimated. Changes in estimates regarding the exposure to a contingent loss are reflected as adjustments to the related liability in the periods when they occur.

Because of uncertainties inherent in the estimation of contingent liabilities, it is possible that the Company's provision for contingent losses could change materially in the near term. To the extent that any significant losses, in addition to amounts recognized, are at least reasonably possible, such amounts will be disclosed in the notes to the Consolidated Financial Statements.

***Share-Based Compensation***

The Company has various employee and director share-based awards outstanding. These awards include non-vested common stock or other stock-based awards, including units in the OP, pursuant to the Company's Amended and Restated 2006 Incentive Plan, dated April 29, 2021 ("the Incentive Plan"). The Company recognizes share-based payments to employees and directors in the Consolidated Statements of Operations on a straight-line basis over the



requisite service period based on the fair value of the award on the measurement date. The Company recognizes the impact of forfeitures as they occur. See Note 13 for details on the Company's share-based awards.

**Accumulated Other Comprehensive (Loss) Income**

Certain items must be included in comprehensive (loss) income, including items such as foreign currency translation adjustments, minimum pension liability adjustments, changes in the fair value of derivative instruments and unrealized gains or losses on available-for-sale securities. As of December 31, 2023, the Company's accumulated other comprehensive (loss) income consists of the loss for changes in the fair value of active derivatives designated as cash flow hedges and the loss on the unamortized settlement of forward starting swaps and treasury hedges. See Note 11 for more details on the Company's derivative financial instruments.

**Revenue from Contracts with Customers (Topic 606)**

The Company recognizes certain revenue under the core principle of Topic 606. This requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Lease revenue is not within the scope of Topic 606. To achieve the core principle, the Company applies the five-step model specified in the guidance.

Revenue that is accounted for under Topic 606 is segregated on the Company's Consolidated Statements of Operations in the Other operating line item. This line item includes parking income, management fee income and other miscellaneous income. Below is a detail of the amounts by category:

<i>in thousands</i>	YEAR ENDED DECEMBER 31,		
	2023	2022	2021
<b>Type of Revenue</b>			
Parking income	\$ 9,903	\$ 8,513	\$ 7,859
Management fee income/other <sup>1</sup>	7,548	5,193	2,432
	<b>\$ 17,451</b>	<b>\$ 13,706</b>	<b>\$ 10,291</b>

<sup>1</sup> Includes the recovery of certain expenses under the financing receivable as outlined in the management agreement.

The Company's two major types of revenue that are accounted for under Topic 606 are all accounted for as the performance obligation is satisfied. The performance obligations that are identified for each of these items are satisfied over time and the Company recognizes revenue monthly based on this principle. In most cases, the revenue is due and payable on a monthly basis. The Company had a receivable balance of \$1.9 million and \$1.5 million, and \$1.4 million for the years ended December 31, 2023, 2022 and 2021, respectively.

Management fee income includes property management services provided to third parties and certain of the properties in the Company's unconsolidated joint ventures and is generally calculated, accrued and billed monthly based on a percentage of cash collections of tenant receivables for the month or a stated amount per square foot. Management fee income also includes amounts paid to the Company for its asset management services for certain of its unconsolidated joint ventures. Internal management fee income, where the Company manages its owned properties, is eliminated in consolidation.



**Rental Income**

Rental income related to non-cancelable operating leases is recognized as earned over the life of the lease agreements on a straight-line basis. The Company's lease agreements generally include provisions for stated annual increases or increases based on a Consumer Price Index ("CPI"). Rental income from properties under multi-tenant office lease arrangements and rental income from properties with single-tenant lease arrangements are included in rental income on the Company's Consolidated Statements of Operations. For lessors, the standard requires a lessor to classify leases as either sales-type, direct-financing or operating. A lease will be treated as a sale if it is considered to transfer control of the underlying asset to the lessee. A lease will be classified as direct-financing if risks and rewards are conveyed without the transfer of control. Otherwise, the lease is treated as an operating lease.

Nonlease components, such as common area maintenance, are generally accounted for under Topic 606 and separated from the lease payments. However, the Company elected the lessor practical expedient allowing the Company to not separate these components when certain conditions are met. The combined component is accounted for under Accounting Standards Codification, Topic 842.

The components of rental income are as follows:

<i>in thousands</i>	YEAR ENDED DECEMBER 31,		
	2023	2022	2021
Property operating income	\$ 1,270,508	\$ 883,953	\$ 514,533
Straight-line rent	38,676	23,498	5,801
Rental income	\$ 1,309,184	\$ 907,451	\$ 520,334

**Federal Income Taxes**

The Company believes it has qualified to be taxed as a REIT and intends at all times to continue to qualify as a REIT under Sections 856 through 860 of the Internal Revenue Code. The Company must distribute at least 90% per annum of its real estate investment trust taxable income to its stockholders and meet other requirements to continue to qualify as a real estate investment trust. As a REIT, the Company is generally not subject to federal income tax on net income it distributes to its stockholders, but may be subject to certain state and local taxes and fees. See Note 16 for further discussion.

If the Company fails to qualify as a REIT in any taxable year, it will be subject to U.S. federal income taxes on its taxable income and will not be permitted to qualify for treatment as a REIT for U.S. federal income tax purposes for four years following the year during which the qualification is lost unless the IRS grants it relief under certain statutory provisions. Such an event could have a material adverse effect on its business, financial condition, results of operations and net cash available for dividend distributions to its stockholders.

The Company conducts substantially all of its operations through the OP. As a partnership, the OP generally is not liable for federal income taxes. The income and loss from the operations of the OP is included in the tax returns of its partners, including the Company, who are responsible for reporting their allocable share of the partnership income and loss. Accordingly, no provision for income tax has been made in the accompanying consolidated financial statements.

The Company classifies interest and penalties related to uncertain tax positions, if any, in the Consolidated Financial Statements as a component of general and administrative expenses. No such amounts were recognized during the three years ended December 31, 2023.

Federal tax returns for the years 2020, 2021, 2022 and 2023 are currently subject to examination by taxing authorities.

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**State Income Taxes**

The Company must pay certain state income taxes and the provisions for such taxes are generally included in general and administrative expenses on the Company's Consolidated Statements of Operations. See Note 16 for further discussion.

**Sales and Use Taxes**

The Company must pay sales and use taxes to certain state tax authorities based on rents collected from tenants in properties located in those states. The Company is generally reimbursed for these taxes by the tenant. The Company accounts for the payments to the taxing authority and subsequent reimbursement from the tenant on a net basis in rental income in the Company's Consolidated Statements of Operations.

**Assets Held for Sale**

Long-lived assets held for sale are reported at the lower of their carrying amount or their fair value less estimated cost to sell. Further, depreciation of these assets ceases at the time the assets are classified as held for sale. Losses resulting from the sale of such properties are characterized as impairment losses in the Consolidated Statements of Operations. See Note 6 for more detail on assets held for sale.

**Earnings per Share**

The Company uses the two-class method of computing net earnings per common share. Earnings per common share is calculated by considering share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents as participating securities. Undistributed earnings (excess net income over dividend payments) are allocated on a pro rata basis to common shareholders and restricted shareholders. Undistributed losses (dividends in excess of net income) do not get allocated to restricted stockholders as they do not have the contractual obligation to share in losses. The amount of undistributed losses that applies to the restricted stockholders is allocated to the common stockholders.

Basic earnings per common share is calculated using weighted average shares outstanding less issued and outstanding non-vested shares of common stock. Diluted earnings per common share is calculated using weighted average shares outstanding plus the dilutive effect of the outstanding stock options from the Legacy HR Employee Stock Purchase Plan using the treasury stock method and the average stock price during the period. Additionally, net income (loss) allocated to OP units has been included in the numerator and common stock related to redeemable OP units have been included in the denominator for the purpose of computing diluted earnings per share. See Note 14 for the calculations of earnings per share.

**Redeemable Non-Controlling Interests**

The Company accounts for redeemable equity securities in accordance with Accounting Standards Update ("ASU") 2009-04 Liabilities (Topic 480): Accounting for Redeemable Equity Instruments, which requires that equity securities contingently redeemable at the option of the holder, not solely within our control, be classified outside permanent stockholders' equity. The Company classifies redeemable equity securities as redeemable non-controlling interests in the accompanying Consolidated Balance Sheet. Accordingly, the Company records the carrying amount at the greater of the initial carrying amount (increased or decreased for the non-controlling interest's share of net income or loss and distributions) or the redemption value. We measure the redemption value and record an adjustment to the carrying value of the equity securities as a component of redeemable non-controlling interest. As of December 31, 2023, the Company had redeemable non-controlling interests of \$3.9 million.



**Investments in Leases - Financing Receivables, Net**

In accordance with ASC Topic 842: Leases, for transactions in which the Company enters into a contract to acquire an asset and leases it back to the seller (i.e., a sale-leaseback transaction), control of the asset is not considered to have transferred when the seller-lessee has a purchase option. As a result, the Company does not recognize the underlying real estate asset but instead recognizes a financial asset in accordance with ASC Topic 310: Receivables. See below for additional information regarding the Company's financing receivables as of December 31, 2023.

(dollars in thousands) ORIGINATION DATE	LOCATION	INTEREST RATE	CARRYING VALUE as of DECEMBER 31, 2023
May 2021	Poway, CA	5.71%	\$ 115,239
November 2021	Columbus, OH	6.48%	7,363
			<u>\$ 122,602</u>

**Real Estate Notes Receivable**

Real estate notes receivable consists of mezzanine and other real estate loans, which are generally collateralized by a pledge of the borrower's ownership interest in the respective real estate owner, a mortgage or deed of trust, and/or corporate guarantees. Real estate notes receivable are intended to be held-to-maturity and are recorded at amortized cost, net of unamortized loan origination costs and fees and allowance for credit losses. As of December 31, 2023, real estate notes receivable, net, which are included in Other assets, net on the Company's Consolidated Balance Sheets totaled \$173.6 million.

(dollars in thousands)	ORIGINATION	MATURITY	STATED INTEREST RATE	MAXIMUM LOAN COMMITMENT	OUTSTANDING as of DEC 31, 2023	ALLOWANCE FOR CREDIT LOSSES	FAIR VALUE DISCOUNT AND FEES	CARRYING VALUE as of DEC 31, 2023
<b>Mezzanine loans</b>								
Texas	6/24/2021	6/24/2024	8.00 %	\$ 54,119	\$ 54,119	\$ (5,196)	\$ (3,067)	45,856
Arizona	12/21/2023	12/20/2026	9.00 %	6,000	6,000	—	—	6,000
				60,119	60,119	(5,196)	(3,067)	51,856
<b>Mortgage loans</b>								
Texas	6/30/2021	7/01/2024	7.00 %	31,150	31,150	—	—	31,150
North Carolina	12/22/2021	12/22/2024	8.00 %	6,000	6,000	—	(204)	5,796
Florida	5/17/2022	2/27/2026	6.00 %	65,000	32,156	—	(44)	32,112
California	3/30/2023	3/29/2026	6.00 %	45,000	45,000	—	—	45,000
Florida	12/28/2023	12/28/2026	9.00 %	7,700	7,700	—	—	7,700
				154,850	122,006	—	(248)	121,758
				\$ 214,969	\$ 182,125	\$ (5,196)	\$ (3,315)	173,614

**Allowance for Credit Losses**

Pursuant to ASC Topic 326, Financial Instruments - Credit Losses, the Company adopted a policy to evaluate current expected credit losses at the inception of loans qualifying for treatment under ASC Topic 326. The Company utilizes a probability of default method approach for estimating current expected credit losses and evaluates the liquidity and creditworthiness of its borrowers on a quarterly basis to determine whether any updates to the future expected losses recognized upon inception are necessary. The Company's evaluation considers industry and economic conditions, credit enhancements, liquidity, and other factors. The determination of the credit allowance is based on a quarterly evaluation of all outstanding loans, including general economic conditions and estimated collectability of loan payments. The Company evaluates the collectability of loan receivables based on a combination of credit quality indicators, including, but not limited to, payment status, historical loan charge-offs, financial strength of the borrower and guarantors, and nature, extent, and value of the underlying collateral. A loan is considered to have deteriorated credit quality when, based on current information and events, it is probable that the Company will be unable to collect all amounts due as scheduled according to the contractual terms of the loan agreement. For those loans identified as having deteriorated credit quality, the amount of credit loss is determined on an individual basis. Placement on non-accrual status may be required. Consistent with this definition, all loans on non-accrual status are



deemed to have deteriorated credit quality. To the extent circumstances improve and the risk of collectability is diminished, the loan may return to income accrual status. While a loan is on non-accrual status, any cash receipts are applied against the outstanding principal balance. As of December 31, 2023, the Company's carrying value of its outstanding loans was \$173.6 million.

During the first quarter of 2023, the Company determined that the risk of credit loss on its mezzanine loans was no longer remote and recorded a credit loss reserve of \$5.2 million. The following table summarizes the Company's allowance for credit losses on real estate notes receivable:

<i>Dollars in thousands</i>	TWELVE MONTHS ENDED DECEMBER 31, 2023	TWELVE MONTHS ENDED DECEMBER 31, 2022
Allowance for credit losses, beginning of period	\$ —	\$ —
Credit loss reserves	5,196	—
<b>Allowance for credit losses, end of period</b>	<b>\$ 5,196</b>	<b>\$ —</b>

#### ***Interest Income***

##### ***Income from Lease Finance Receivables***

The Company recognized the related income from two financing receivables totaling \$8.3 million and \$8.1 million, respectively, for the years ended December 31, 2023 and 2022, based on an imputed interest rate over the terms of the applicable lease. As a result, the interest recognized from the financing receivable in any particular period will not equal the cash payments from the lease agreement in that period.

Acquisition costs incurred in connection with entering into the financing receivable are treated as loan origination fees. These costs are classified with the financing receivable and are included in the balance of the net investment. Amortization of these amounts will be recognized as a reduction to Interest income over the life of the lease.

##### ***Income from Real Estate Notes Receivable***

For the years ended December 31, 2023 and 2022, the Company recognized interest income of \$8.8 million and \$3.4 million, respectively, related to real estate notes receivable. For 2021, the Company had no real estate notes receivable. The Company recognizes interest income on an accrual basis unless the Company has determined that collectability of contractual amounts is not reasonably assured, at which point the note is placed on non-accrual status and interest income is recognized on a cash basis. As of January 1, 2023, the Company placed real estate notes receivable with principal balances of \$48.9 million on non-accrual status and accordingly did not recognize any interest income for the year ended December 31, 2023.

##### ***New Accounting Pronouncements***

On November 27, 2023, the Financial Accounting Standards Board ("FASB") issued ASU 2023-07, Segment Reporting (Topic 280). Some of the main provisions of this update to segment reporting include: (i) a requirement to disclose significant segment expenses, on an annual and interim basis, that are regularly provided to the chief operating decision maker ("CODM") and included within each reported measure of segment profit or loss; (ii) a requirement to disclose the title and position of the CODM and an explanation of how the CODM uses the reported measures of segment profit or loss in assessing segment performance and deciding how to allocate resources, and (iii) a requirement that an entity that has a single reportable segment provide all the disclosures required by the amendments in this update.

The update is effective for reporting periods beginning after December 15, 2023, and interim periods beginning after December 15, 2024. Early adoption is permitted. At this time, the Company does not expect that the adoption of this ASU will have a material impact on its consolidated financial statements and compliance of these new disclosure requirements will begin with the Company's Annual Report on Form 10-K for the year ended December 31, 2024.



## Note 2. Merger with HTA

On July 20, 2022 (the “Closing Date”), pursuant to the Agreement and Plan of Merger dated as of February 28, 2022 (the “Merger Agreement”), by and among Healthcare Realty Trust Incorporated (now known as HRTI, LLC) (“Legacy HR”), Healthcare Trust of America, Inc. (now known as Healthcare Realty Trust Incorporated) (“Legacy HTA”), the OP, and HR Acquisition 2, LLC (“Merger Sub”), Merger Sub merged with and into Legacy HR, with Legacy HR continuing as the surviving entity and a wholly-owned subsidiary of Legacy HTA (the “Merger”).

On the Closing Date, each outstanding share of Legacy HR common stock, \$0.01 par value per share (the “Legacy HR Common Stock”), was cancelled and converted into the right to receive one share of Legacy HTA class A common stock at a fixed ratio of 1.00 to 1.00. Per the terms of the Merger Agreement, Legacy HTA declared a special dividend of \$4.82 (the “Special Dividend”) for each outstanding share of Legacy HTA class A common stock, \$0.01 par value per share (the “Legacy HTA Common Stock”), and the OP declared a corresponding distribution to the holders of its partnership units, payable to Legacy HTA stockholders and OP unitholders of record on July 19, 2022.

Immediately following the Merger, Legacy HR converted to a Maryland limited liability company and changed its name to HRTI, LLC and Legacy HTA changed its name to “Healthcare Realty Trust Incorporated”. In addition, the equity interests of Legacy HR were contributed by Legacy HTA by means of a contribution and assignment agreement to the OP, and Legacy HR became a wholly-owned subsidiary of the OP. The Company operates under the name “Healthcare Realty Trust Incorporated” and its shares of class A common stock, \$0.01 par value per share, trade on the New York Stock Exchange under the ticker symbol “HR”.

For accounting purposes, the Merger was treated as a “reverse acquisition” in which Legacy HTA was considered the legal acquirer and Legacy HR was considered the accounting acquirer based on various factors, including, but not limited to: (i) the composition of the board of directors of the combined company following the Merger, (ii) the composition of senior management of the combined company following the Merger, and (iii) the premium transferred to the Legacy HTA stockholders. As a result, the historical financial statements of the accounting acquirer, Legacy HR, became the historical financial statements of the Company.

The acquisition was accounted for using the acquisition method of accounting in accordance with ASC 805, Business Combinations, which requires, among other things, the assets acquired and the liabilities assumed and non-controlling interests, if any, to be recognized at their acquisition date fair value.

The implied consideration transferred on the Closing Date is as follows:

*Dollars in thousands, except for per share data*

Shares of Legacy HTA Common Stock outstanding as of July 20, 2022 as adjusted <sup>(a)</sup>	228,520,990
Exchange ratio	1.00
Implied shares of Legacy HR Common Stock issued	228,520,990
Adjusted closing price of Legacy HR Common Stock on July 20, 2022 <sup>(b)</sup>	\$ 24.37
Value of implied Legacy HR Common Stock issued	\$ 5,569,057
Fair value of Legacy HTA restricted stock awards attributable to pre-Merger services <sup>(c)</sup>	7,406
Consideration transferred	\$ 5,576,463

(a) The number of shares of Legacy HTA Common Stock presented above was based on 228,857,717 total shares of Legacy HTA Common Stock outstanding as of the Closing Date, less 192 Legacy HTA fractional shares that were cancelled in lieu of cash and less 336,535 shares of Legacy HTA restricted stock (net of 215,764 shares of Legacy HTA restricted stock withheld). For accounting purposes, these shares were converted to Legacy HR Common Stock, at an exchange ratio of 1.00 share of Legacy HR Common Stock per share of Legacy HTA Common Stock.

(b) For accounting purposes, the fair value of Legacy HR Common Stock issued to former holders of Legacy HTA Common Stock was based on the per share closing price of Legacy HR Common Stock on July 20, 2022.

(c) Represents the fair value of Legacy HTA restricted shares which fully vested prior to the closing of the Merger or became fully vested as a result of the closing of the Merger and which are attributable to pre-combination services.



### Final Purchase Price Allocation

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the Closing Date:

<i>Dollars in thousands</i>	PRELIMINARY AMOUNTS RECOGNIZED ON THE CLOSING DATE	CUMULATIVE MEASUREMENT PERIOD ADJUSTMENTS	AMOUNTS RECOGNIZED ON THE CLOSING DATE (as adjusted)
<b>ASSETS</b>			
<b>Real estate investments</b>			
Land	\$ 985,926	\$ 18,359	\$ 1,004,285
Buildings and improvements	6,960,418	(119,135)	6,841,283
Lease intangible assets <sup>(a)</sup>	831,920	1,839	833,759
Financing lease right-of-use assets	9,874	3,146	13,020
Construction in progress	10,071	(6,744)	3,327
Land held for development	46,538	—	46,538
<b>Total real estate investments</b>	<b>\$ 8,844,747</b>	<b>\$ (102,535)</b>	<b>\$ 8,742,212</b>
Assets held for sale, net	707,442	(7,946)	699,496
Investments in unconsolidated joint ventures	67,892	—	67,892
Cash and cash equivalents	26,034	11,403	37,437
Restricted cash	1,123,647	(1,247)	1,122,400
Operating lease right-of-use assets	198,261	16,370	214,631
Other assets, net <sup>(b) (c)</sup>	209,163	(3,840)	205,323
<b>Total assets acquired</b>	<b>\$ 11,177,186</b>	<b>\$ (87,795)</b>	<b>\$ 11,089,391</b>
<b>LIABILITIES</b>			
Notes and bonds payable	\$ 3,991,300	\$ —	\$ 3,991,300
Accounts payable and accrued liabilities	1,227,570	17,374	1,244,944
Liabilities of assets held for sale	28,677	(3,939)	24,738
Operating lease liabilities	173,948	10,173	184,121
Financing lease liabilities	10,720	(855)	9,865
Other liabilities	203,210	(8,909)	194,301
<b>Total liabilities assumed</b>	<b>\$ 5,635,425</b>	<b>\$ 13,844</b>	<b>\$ 5,649,269</b>
Net identifiable assets acquired	\$ 5,541,761	\$ (101,639)	\$ 5,440,122
Non-controlling interest	\$ 110,702	\$ —	\$ 110,702
Goodwill	\$ 145,404	\$ 101,639	\$ 247,043

(a) The weighted average amortization period for the acquired lease intangible assets is approximately 6 years.

(b) Includes \$15.9 million of contractual accounts receivable, which approximates fair value.

(c) Includes \$78.7 million of gross contractual real estate notes receivable, the fair value of which was \$74.8 million, and the Company preliminarily expects to collect substantially all of the real estate notes receivable proceeds as of the Closing Date.

The cumulative measurement period adjustments recorded through June 30, 2023 are final and primarily resulted from updated valuations related to the Company's real estate assets and liabilities and additional information obtained by the Company related to the properties acquired in the Merger and their respective tenants, and resulted in an increase to goodwill of \$101.6 million.

Based on the final purchase price allocation of fair value, approximately \$247.0 million has been allocated to goodwill. Goodwill represents the excess of the purchase price over the fair value of the net tangible and intangible assets acquired and liabilities assumed. The recognized goodwill is attributable to expected synergies and benefits arising from the Merger, including anticipated general and administrative cost savings and potential economies of scale benefits in both tenant and vendor relationships following the closing of the Merger. None of the goodwill recognized is expected to be deductible for tax purposes.



#### Merger-related Costs

The Company incurred Merger-related costs of \$(2.0) million and \$103.4 million, respectively, for the years ended December 31, 2023 and 2022, which were included within Merger-related costs in results of operations. The Merger-related costs primarily consisted of legal, consulting, severance, and banking services and for the year ended December 31, 2023, including a refund of \$17.8 million for transfer taxes paid during the year ended December 31, 2022.

### 3. Property Investments

The Company invests in healthcare-related properties located throughout the United States. The Company provides management, leasing, development and redevelopment services, and capital for the construction of new facilities as well as for the acquisition of existing properties. The following table summarizes the Company's consolidated investments at December 31, 2023.

<i>Dollars in thousands</i>	NUMBER OF PROPERTIES	LAND	BUILDINGS AND IMPROVEMENTS	LEASE INTANGIBLES	PERSONAL PROPERTY	TOTAL	ACCUMULATED DEPRECIATION
Dallas, TX	43	\$ 90,168	\$ 1,004,810	\$ 68,139	\$ 550	\$ 1,163,667	\$ (221,375)
Houston, TX	31	76,959	614,531	60,651	57	752,198	(97,793)
Seattle, WA	29	64,295	631,438	9,921	715	706,369	(186,903)
Denver, CO	33	76,698	501,994	43,268	610	622,570	(94,906)
Charlotte, NC	32	35,465	463,461	26,971	110	526,007	(116,578)
Phoenix, AZ	35	20,262	437,804	36,384	425	494,875	(59,449)
Atlanta, GA	27	49,095	417,112	28,204	100	494,511	(79,569)
Boston, MA	17	127,447	299,742	41,183	14	468,386	(37,569)
Raleigh, NC	28	56,620	371,932	36,411	9	464,972	(38,879)
Nashville, TN	13	43,347	397,192	10,206	7,427	458,172	(115,979)
Los Angeles, CA	20	72,086	360,330	16,481	453	449,350	(145,875)
Miami, FL	19	53,994	326,343	35,014	178	415,529	(74,470)
Tampa, FL	19	31,121	351,879	27,438	33	410,471	(36,726)
Indianapolis, IN	36	54,899	285,806	32,780	13	373,498	(42,273)
Austin, TX	13	27,063	274,229	18,568	142	320,002	(55,891)
New York, NY	14	64,402	170,304	26,430	—	261,136	(15,887)
Chicago, IL	6	13,804	216,473	13,011	81	243,369	(39,671)
Memphis, TN	11	13,901	189,941	4,211	322	208,375	(71,813)
Honolulu, HI	6	9,527	188,772	6,319	169	204,787	(61,575)
Hartford, CT	30	29,381	138,713	21,848	—	189,942	(15,883)
Other (49 markets)	193	332,731	3,238,567	272,864	1,310	3,845,472	(617,789)
	<b>655</b>	<b>1,343,265</b>	<b>10,881,373</b>	<b>836,302</b>	<b>12,718</b>	<b>13,073,658</b>	<b>(2,226,853)</b>
Investment in financing receivables, net	—	—	—	—	—	122,602	—
Financing lease right-of-use assets	—	—	—	—	—	82,209	—
Construction in progress	—	—	—	—	—	60,727	—
Land held for development	—	—	—	—	—	59,871	—
<b>Total real estate investments</b>	<b>655</b>	<b>\$1,343,265</b>	<b>\$ 10,881,373</b>	<b>\$ 836,302</b>	<b>\$ 12,718</b>	<b>\$ 13,399,067</b>	<b>\$ (2,226,853)</b>

### 4. Leases

#### Lessor Accounting Under ASC 842

The Company's properties generally are leased pursuant to non-cancelable, fixed-term operating leases with expiration dates through 2052. Some leases provide tenants with fixed rent renewal terms while others have market rent renewal terms. Some leases provide the lessee, during the term of the lease, with an option or right of first



refusal to purchase the leased property. The Company's single-tenant net leases generally require the lessee to pay minimum rent and all taxes (including property tax), insurance, maintenance and other operating costs associated with the leased property.

The Company's leases typically have escalators that are either based on a stated percentage or an index such as the CPI. In addition, most of the Company's leases include nonlease components, such as reimbursement of operating expenses as additional rent, or include the reimbursement of expected operating expenses as part of the lease payment. The Company adopted an accounting policy to combine lease and nonlease components. Rent escalators based on indices and reimbursements of operating expenses that are not included in the lease rate are considered variable lease payments. Variable payments are recognized in the period earned. Lease income for the Company's operating leases recognized for the years ended December 31, 2023 and 2022 was \$1.3 billion and \$907.5 million, respectively.

Future minimum lease payments under the non-cancelable operating leases, excluding any reimbursements, as of December 31, 2023 were as follows:

<i>In thousands</i>	
2024	\$ 894,442
2025	801,973
2026	701,615
2027	582,028
2028	469,549
2029 and thereafter	1,579,010
	<b>\$ 5,028,617</b>

#### *Revenue Concentrations*

The Company's real estate portfolio is leased to a diverse tenant base. The Company did not have any customers that account for 10% or more of the Company's revenues for the years ended December 31, 2023, 2022 and 2021.

#### *Purchase Option Provisions*

Certain of the Company's leases include purchase option provisions. The provisions vary by agreement but generally allow the lessee to purchase the property covered by the agreement at fair market value or an amount equal to the Company's gross investment. The Company expects that the purchase price from its purchase options will be greater than its net investment in the properties at the time of potential exercise by the lessee. The Company had investments of approximately \$111.1 million in six real estate properties as of December 31, 2023 that were subject to purchase options that were exercisable.

#### ***Lessee Accounting Under ASC 842***

As of December 31, 2023, the Company was obligated, as the lessee, under operating lease agreements consisting primarily of the Company's ground leases. Contracts evaluated and treated as leases are those that convey the right to control the use of identified assets for a period of time in exchange for consideration. ASC 842 requires the recording of these leases based on the aggregate future cash flows, discounted utilizing the implicit rate in the lease, or, if not readily determinable, based upon the lessee's incremental borrowing rate, to which the Company utilizes market inputs that are both similar to the Company's credit profile and corresponding term of the leases. As of December 31, 2023, the Company had 232 properties totaling 16.9 million square feet that were held under ground leases. Some of the ground leases include fixed rent renewal terms and others have market rent renewal terms. The ground leases typically have initial terms of 40 to 99 years with expiration dates through 2119. Any rental increases related to the Company's ground leases are generally either stated or based on the CPI. The Company had 75 prepaid ground leases as of December 31, 2023. The amortization of the prepaid rent, included in the operating lease right-of-use asset, represented approximately \$1.3 million, \$1.1 million and \$0.6 million for the years ended December 31, 2023, 2022 and 2021, respectively.



The Company's future lease payments (primarily for its 157 non-prepaid ground leases) as of December 31, 2023 were as follows:

<i>In thousands</i>	OPERATING	FINANCING
2024	\$ 12,263	\$ 2,182
2025	12,428	2,218
2026	12,516	2,254
2027	12,703	2,294
2028	12,822	2,326
2029 and thereafter	698,905	394,072
<b>Total undiscounted lease payments</b>	<b>\$ 761,637</b>	<b>\$ 405,346</b>
Discount	(531,923)	(330,843)
<b>Lease liabilities</b>	<b>\$ 229,714</b>	<b>\$ 74,503</b>

The following table provides details of the Company's total lease expense for the years ended December 31, 2023 and 2022:

<i>In thousands</i>	YEAR ENDED Dec. 31, 2023	YEAR ENDED Dec. 31, 2022
<b>Operating lease cost</b>		
Operating lease expense	\$ 20,623	\$ 12,699
Variable lease expense	8,979	4,529
<b>Finance lease cost</b>		
Amortization of right-of-use assets	1,564	1,288
Interest on lease liabilities	3,718	2,876
<b>Total lease expense</b>	<b>\$ 34,884</b>	<b>\$ 21,392</b>
<b>Other information</b>		
Operating cash flows outflows related to operating leases	\$ 19,222	\$ 12,816
Operating cash flows outflows related to financing leases	\$ 2,122	\$ 1,838
Financing cash flows outflows related to financing leases	\$ 17	\$ —
Right-of-use assets obtained in exchange for new finance lease liabilities	\$ —	\$ 53,765
Right-of-use assets obtained in exchange for new operating lease liabilities	\$ 1,758	\$ 216,047
Weighted-average remaining lease term (excluding renewal options) - operating leases	45.8	47.5
Weighted-average remaining lease term (excluding renewal options) - finance leases	57.9	58.9
Weighted-average discount rate - operating leases	5.7 %	5.8 %
Weighted-average discount rate - finance leases	5.0 %	5.0 %



## 5. Acquisitions, Dispositions and Mortgage Repayments

### 2023 Acquisition Activity

The following table details the Company's real estate acquisition activity for the year ended December 31, 2023:

<i>Dollars in thousands</i>	DATE ACQUIRED	PURCHASE PRICE	MORTGAGE NOTES PAYABLE, NET	CASH CONSIDERATION <sup>1</sup>	REAL ESTATE	OTHER <sup>2</sup>	SQUARE FOOTAGE
Tampa, FL	3/10/23	\$ 31,500	\$ —	\$ 30,499	\$ 30,596	\$ (97)	115,867
Colorado Springs, CO	7/28/23	11,450	(5,284)	6,024	11,416	(108)	42,770
<b>Total real estate acquisitions</b>		<b>\$ 42,950</b>	<b>\$ (5,284)</b>	<b>\$ 36,523</b>	<b>\$ 42,012</b>	<b>\$ (205)</b>	<b>158,637</b>

1. Cash consideration excludes prorations of revenue and expense due to/from seller at the time of the acquisition.

2. Includes other assets acquired, liabilities assumed, and intangibles recognized at acquisition.

In the second quarter of 2023, the Company entered into a joint venture agreement for the development of a medical office building in Scottsdale, Arizona. The Company holds a 90% interest in the joint venture and determined the arrangement meets the criteria to be consolidated. The joint venture acquired an \$8.8 million land parcel to be developed with the Company contributing cash of \$8.3 million.

In the third quarter of 2023, the Company acquired the fee interest in a parcel of land previously held under a ground lease for \$0.8 million and an additional interest in an operating property for \$0.6 million.

The following table summarizes the estimated relative fair values of the assets acquired and liabilities assumed in the real estate acquisitions for 2023 as of the acquisition date:

	ESTIMATED FAIR VALUE in millions	ESTIMATED USEFUL LIFE in years
Building	\$ 27.5	17.0 - 30.0
Tenant Improvements	3.4	5.1 - 5.9
Land	5.5	0
Land Improvements	1.1	6.0 - 10.0
Intangibles		
At-market lease intangibles	4.5	5.1 - 5.9
Above-market lease intangibles (lessor)	0.2	1.8 - 4.9
Below-market lease intangibles (lessor)	(0.2)	6.4 - 13.9
Mortgage notes payable assumed, including fair value adjustments	(5.3)	
Other assets acquired	0.1	
Accounts payable, accrued liabilities and other liabilities assumed	(0.3)	
<b>Total cash paid</b>	<b>\$ 36.5</b>	

### Unconsolidated Joint Ventures

As of December 31, 2023, the Company had a weighted average ownership interest of approximately 43% in 33 real estate properties held in unconsolidated joint ventures. The Company recognizes distributions from unconsolidated joint ventures utilizing the nature of distribution approach and classifies the distributions based on the nature of the underlying activity that generated the distribution. The distributions from unconsolidated joint ventures for the years ended December 31, 2023 and 2022 were classified as operating activities.



The Company's investment in and loss recognized for the years ended December 31, 2023 and 2022 related to its unconsolidated joint ventures accounted for under the equity method are shown in the table below:

<i>Dollars in millions</i>	DECEMBER 31,	
	2023	2022
Investments in unconsolidated joint ventures, beginning of period	\$ 327.2	\$ 161.9
New investments during the period	3.8	167.9
Equity loss recognized during the period	(1.7)	(0.7)
Owner distributions	(17.8)	(1.9)
<b>Investments in unconsolidated joint ventures, end of period</b>	<b>\$ 311.5</b>	<b>\$ 327.2</b>

### 2022 Acquisitions

The following table details the Company's acquisitions, exclusive of the Merger, for the year ended December 31, 2022:

<i>Dollars in thousands</i>	TYPE <sup>1</sup>	DATE ACQUIRED	PURCHASE PRICE	CONSIDERATION <sup>2</sup>	CASH	REAL ESTATE	OTHER <sup>3</sup>	SQUARE FOOTAGE unaudited
Dallas, TX <sup>4</sup>	MOB	2/11/22	\$ 8,175	\$ 8,185	\$ 8,202	\$ (17)	18,000	
San Francisco, CA <sup>5</sup>	MOB	3/7/22	114,000	112,986	108,687	4,299	166,396	
Atlanta, GA	MOB	4/7/22	6,912	7,054	7,178	(124)	21,535	
Denver, CO	MOB	4/13/22	6,320	5,254	5,269	(15)	12,207	
Colorado Springs, CO <sup>6</sup>	MOB	4/13/22	13,680	13,686	13,701	(15)	25,800	
Seattle, WA	MOB	4/28/22	8,350	8,334	8,370	(36)	13,256	
Houston, TX	MOB	4/28/22	36,250	36,299	36,816	(517)	76,781	
Los Angeles, CA	MOB	4/29/22	35,000	35,242	25,400	9,842	34,282	
Oklahoma City, OK	MOB	4/29/22	11,100	11,259	11,334	(75)	34,944	
Raleigh, NC <sup>5</sup>	MOB	5/31/22	27,500	26,710	27,127	(417)	85,113	
Tampa, FL <sup>6</sup>	MOB	6/9/22	18,650	18,619	18,212	407	55,788	
Seattle, WA	MOB	8/1/22	4,850	4,806	4,882	(76)	10,593	
Raleigh, NC	MOB	8/9/22	3,783	3,878	3,932	(54)	11,345	
Jacksonville, FL	MOB	8/9/22	18,195	18,508	18,583	(75)	34,133	
Atlanta, GA	MOB	8/10/22	11,800	11,525	12,038	(513)	43,496	
Denver, CO	MOB	8/11/22	14,800	13,902	13,918	(16)	34,785	
Raleigh, NC	MOB	8/18/22	11,375	10,670	10,547	123	31,318	
Nashville, TN	MOB	9/15/22	21,000	20,764	20,572	192	61,932	
Austin, TX	MOB	9/29/22	5,450	5,449	5,572	(123)	15,000	
Jacksonville, FL <sup>4</sup>	MOB	10/12/22	3,600	3,530	3,609	(79)	6,200	
Houston, TX	MOB	11/21/22	5,500	5,469	5,513	(44)	28,369	
Austin, TX <sup>7</sup>	MOB	12/28/22	888	890	889	1	2,219	
Denver, CO	MOB	12/28/22	16,400	16,170	16,467	(297)	39,692	
			<b>\$ 403,578</b>	<b>\$ 399,189</b>	<b>\$ 386,818</b>	<b>\$ 12,371</b>	<b>863,184</b>	

1 MOB = medical outpatient building.

2 Cash consideration excludes prorations of revenue and expense due to/from seller at the time of the acquisition.

3 Includes other assets acquired, liabilities assumed, and intangibles recognized at acquisition.

4 Represents a single-tenant property.

5 Includes three properties.

6 Includes two properties.

7 The Company acquired additional ownership interests in an existing building bringing the Company's ownership to 71.4%.



The following table summarizes the estimated relative fair values of the assets acquired and liabilities assumed in the real estate acquisitions for 2022 as of the acquisition date:

	ESTIMATED FAIR VALUE in millions	ESTIMATED USEFUL LIFE in years
Building	\$ 250.7	14.0 - 38.0
Tenant Improvements	20.7	1.5 - 13.4
Land	76.1	—
Land Improvements	11.2	5.0 - 14.0
Intangibles		
At-market lease intangibles	28.1	1.5 - 13.4
Above-market lease intangibles (lessor)	15.9	1.3 - 15.6
Below-market lease intangibles (lessor)	(2.2)	1.3 - 19.3
Below-market lease intangibles (lessee)	1.2	13.1
Other assets acquired	0.4	
Accounts payable, accrued liabilities and other liabilities assumed	(2.9)	
<b>Total cash paid</b>	<b>\$ 399.2</b>	

#### **Unconsolidated Joint Ventures**

The following table details the joint venture acquisitions for the year ended December 31, 2022:

<i>Dollars in thousands</i>	TYPE <sup>1</sup>	DATE ACQUIRED	PURCHASE PRICE	CASH CONSIDERATION <sup>2</sup>	REAL ESTATE	OTHER <sup>3</sup>	SQUARE FOOTAGE unaudited
San Francisco, CA <sup>4</sup>	MOB	3/7/22	\$ 67,175	\$ 66,789	\$ 65,179	\$ 1,610	110,865
Los Angeles, CA <sup>5</sup>	MOB	3/7/22	33,800	32,384	32,390	(6)	103,259
			<b>\$ 100,975</b>	<b>\$ 99,173</b>	<b>\$ 97,569</b>	<b>\$ 1,604</b>	<b>214,124</b>

1 MOB = medical outpatient building.

2 Cash consideration excludes prorations of revenue and expense due to/from seller at the time of the acquisition.

3 Includes other assets acquired, liabilities assumed, and intangibles recognized at acquisition.

4 Includes three properties.

5 Includes two properties.



### 2023 Real Estate Asset Dispositions

The following table details the Company's dispositions for the year ended December 31, 2023:

<i>Dollars in thousands</i>	Type <sup>1</sup>	DATE DISPOSED	SALE PRICE	CLOSING ADJ	COMPANY- FINANCED NOTES	NET PROCEEDS	NET REAL ESTATE	OTHER (INCLUDING RECEIVABLES) <sup>2</sup>	GAIN/ (IMPAIR- MENT)	SQUARE FOOTAGE
Tampa/Miami, FL <sup>3</sup>	MOB	1/12/23	\$ 93,250	\$ (5,875)	\$ —	\$ 87,375	\$ 87,302	\$ (888)	\$ 961	224,037
Dallas, TX <sup>4</sup>	MOB	1/30/23	19,210	(141)	—	19,069	18,986	43	40	36,691
St. Louis, MO	MOB	2/10/23	350	(18)	—	332	398	—	(66)	6,500
Los Angeles, CA	MOB	3/23/23	21,000	(526)	—	20,474	20,610	52	(188)	37,165
Los Angeles, CA <sup>5</sup>	MOB	3/30/23	75,000	(8,079)	(45,000)	21,921	88,624	(803)	(20,900)	147,078
Los Angeles, CA <sup>6</sup>	LAND	5/12/23	3,300	(334)	—	2,966	3,268	—	(302)	—
Albany, NY	MOB	6/30/23	10,000	(1,229)	—	8,771	2,613	(1,040)	7,198	40,870
Houston, TX	MOB	8/2/23	8,320	(285)	—	8,035	4,567	194	3,274	57,170
Atlanta, GA	MOB	8/22/23	25,140	(66)	—	25,074	23,226	(536)	2,386	55,195
Dallas, TX	INPATIENT	9/15/23	115,000	(1,504)	—	113,496	64,183	6,094	43,219	161,264
Houston, TX	MOB	9/18/23	250	(24)	—	226	1,998	—	(1,772)	52,040
Chicago, IL	MOB	9/27/23	59,950	(870)	—	59,080	74,710	(380)	(15,250)	104,912
Evansville, IN <sup>7</sup>	MOB	11/13/23	18,500	(63)	—	18,437	17,807	(149)	779	260,520
Houston, TX	HOSPITAL	12/1/23	4,100	(6)	—	4,094	3,486	—	608	83,223
Charleston, SC <sup>8</sup>	OFFICE	12/15/23	6,200	(401)	—	5,799	3,415	—	2,384	15,014
Dallas, TX	MOB	12/20/23	43,295	(764)	—	42,531	33,882	(3,782)	12,431	77,827
Los Angeles, CA	OFFICE	12/21/23	19,000	(1,311)	—	17,689	17,787	—	(98)	104,377
Tucson, AZ <sup>9,10</sup>	MOB	12/22/23	43,230	(3,770)	(6,000)	33,460	39,786	(26)	(300)	215,471
Miami, FL	MOB	12/22/23	18,250	(756)	—	17,494	17,354	643	(503)	48,000
Sebring, FL	MOB	12/27/23	9,500	(81)	—	9,419	10,438	(512)	(507)	38,949
Boston, MA	MOB	12/28/23	117,197	(2,079)	—	115,118	107,803	9,828	(2,513)	161,254
Jacksonville/ Orlando/Miami, FL <sup>11</sup>	SNF	12/29/23	77,000	(8,678)	(7,700)	60,622	65,839	(294)	2,777	354,500
<b>Total dispositions</b>			<b>\$787,042</b>	<b>\$ (36,860)</b>	<b>\$ (58,700)</b>	<b>\$ 691,482</b>	<b>\$ 708,082</b>	<b>\$ 8,444</b>	<b>\$ 33,658</b>	<b>2,282,057</b>

- MOB = medical outpatient building; SNF = skilled nursing facility.
- Includes straight-line rent receivables, leasing commissions and lease inducements.
- Includes two properties sold in two separate transactions to the same buyer on the same date.
- The Company sold this property to a joint venture in which it retained a 40% interest. Sales price and square footage reflect the total sales price paid by the joint venture and total square footage of the property.
- The Company entered into a mortgage loan agreement with the buyer for \$45.0 million.
- The Company sold a land parcel totaling 0.34 acres.
- Includes five properties sold in three separate transactions to the same buyer on the same date.
- The Company sold a corporate office in Charleston, SC that was 100% occupied by the Company.
- Includes 12 properties sold in one transaction to the same buyer.
- The Company entered into a mezzanine loan with the buyer for \$6.0 million.
- Includes three properties sold in one transaction to the same buyer. The Company entered into a separate note receivable for \$7.7 million related to this sale.



### 2022 Real Estate Asset Dispositions

The following table details the Company's dispositions for the year ended December 31, 2022:

<i>Dollars in thousands</i>	TYPE <sup>1</sup>	DATE DISPOSED	SALES PRICE	CLOSING ADJUSTMENTS	NET PROCEEDS	NET REAL ESTATE INVESTMENT	OTHER including receivables <sup>2</sup>	GAIN/ (IMPAIRMENT)	SQUARE FOOTAGE unaudited
Loveland, CO <sup>3,4</sup>	MOB	2/24/22	\$ 84,950	\$ (45)	\$ 84,905	\$ 40,095	\$ 4	\$ 44,806	150,291
San Antonio, TX <sup>3</sup>	MOB	4/15/22	25,500	(2,272)	23,228	14,381	284	8,563	201,523
GA, FL, PA <sup>5,11</sup>	MOB	7/29/22	133,100	(8,109)	124,991	124,991	—	—	316,739
GA, FL, TX <sup>7,11</sup>	MOB	8/4/22	160,917	(5,893)	155,024	151,819	3,205	—	343,545
Los Angeles, CA <sup>5,9,11</sup>	MOB	8/5/22	134,845	(3,102)	131,743	131,332	411	—	283,780
Dallas, TX <sup>7,10,11</sup>	MOB	8/30/22	114,290	(682)	113,608	113,608	—	—	189,385
Indianapolis, IN <sup>6,12</sup>	MOB	8/31/22	238,845	(5,846)	232,999	84,767	4,324	143,908	506,406
Dallas, TX <sup>3</sup>	MOB	10/4/22	104,025	(5,883)	98,142	38,872	6,436	52,834	291,328
Houston, TX	MOB	10/21/22	32,000	(280)	31,720	10,762	744	20,214	134,910
College Station, TX	MOB	11/10/22	49,177	(3,755)	45,422	44,918	475	28	122,942
El Paso, TX	MOB	12/22/22	55,326	(4,002)	51,324	56,427	(1,897)	(3,205)	110,465
Atlanta, GA <sup>8</sup>	MOB	12/22/22	91,243	(4,326)	86,917	109,051	235	(22,369)	348,416
St. Louis, MO	MOB	12/28/22	18,000	(1,471)	16,529	18,340	4	(1,815)	69,394
			<b>\$1,242,218</b>	<b>\$ (45,666)</b>	<b>\$ 1,196,552</b>	<b>\$ 939,363</b>	<b>\$ 14,225</b>	<b>\$ 242,964</b>	<b>3,069,124</b>

1 MOB = medical outpatient building

2 Includes straight-line rent receivables, leasing commissions and lease inducements.

3 Includes two properties.

4 The Company deferred the tax gain through a 1031 exchange and reinvested the proceeds.

5 Includes four properties.

6 Includes five properties.

7 Includes six properties.

8 Includes nine properties.

9 Values and square feet are represented at 100%. The Company retained a 20% ownership interest in the joint venture with an unrelated third party that purchased these properties.

10 Values and square feet are represented at 100%. The Company retained a 40% ownership interest in the joint venture with an unrelated third party that purchased these properties.

11 These properties were acquired as part of the Merger and were included as assets held for sale in the purchase price allocation.

12 Two of the five properties included in this portfolio were acquired in the Merger and were included as assets held for sale in the purchase price allocation.

### 6. Held for Sale

The Company had one property classified as assets held for sale as of December 31, 2023. The net real estate assets held for sale includes the impact of \$5.9 million of impairment charges for the year ended December 31, 2023. The Company had one property classified as assets held for sale as of December 31, 2022, which was sold in the first quarter of 2023.

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The table below reflects the assets and liabilities classified as held for sale as of December 31, 2023 and 2022.

<i>Dollars in thousands</i>	DECEMBER 31,	
	2023	2022
<b>Balance Sheet data</b>		
Land	\$ 1,850	\$ 1,700
Buildings and improvements	6,779	15,164
Lease intangibles	1,017	1,986
	<b>9,646</b>	<b>18,850</b>
Accumulated depreciation	(913)	—
<b>Real estate assets held for sale, net</b>	<b>8,733</b>	<b>18,850</b>
Other assets, net	101	43
<b>Assets held for sale, net</b>	<b>\$ 8,834</b>	<b>\$ 18,893</b>
Accounts payable and accrued liabilities	\$ 23	\$ 282
Other liabilities	272	155
<b>Liabilities of properties held for sale</b>	<b>\$ 295</b>	<b>\$ 437</b>

## 7. Impairment Charges

An asset is impaired when undiscounted cash flows expected to be generated by the asset are less than the carrying value of the asset. The Company must assess the potential for impairment of its long-lived assets, including real estate properties, whenever events occur or there is a change in circumstances, such as the sale of a property or the decision to sell a property, which indicate that the recorded value might not be fully recoverable.

The Company recorded impairment charges on 31 properties sold and six additional properties associated with planned disposition activity for the year ended December 31, 2023, totaling \$149.7 million. The Company recorded impairment charges on 12 properties sold and three additional properties associated with planned disposition activity for the year ended December 31, 2022, totaling \$54.4 million. Both level 1 and level 3 fair value techniques were used to derive these impairment charges.

As of December 31, 2023, six properties totaling \$53.6 million were measured at fair value using level 3 fair value hierarchy. The level 3 fair value techniques included nonbinding letters of intent and unexecuted purchase and sale agreements, less estimated closing costs.

## 8. Other Assets

Other assets consist primarily of intangible assets, prepaid assets, real estate notes receivable, straight-line rent receivables, accounts receivable, additional long-lived assets and interest rate swaps. Items included in "Other assets, net" on the Company's Consolidated Balance Sheets as of December 31, 2023 and 2022 are detailed in the table below:

<i>Dollars in thousands</i>	December 31, 2023	December 31, 2022
Real estate notes receivable, net	\$ 173,614	\$ 99,643
Straight-line rent receivables	116,866	88,868
Prepaid assets	116,455	81,900
Above-market intangible assets, net	66,695	80,720
Accounts receivable, net <sup>1</sup>	63,203	54,667
Additional long-lived assets, net	20,717	21,446
Interest rate swap assets	4,634	14,512
Investment in securities <sup>2</sup>	6,011	6,011
Debt issuance costs, net	3,867	5,977
Project costs	6,187	4,337
Net investment in lease	2,112	1,828
Customer relationship intangible assets, net	1,066	1,120
Other	10,941	8,961
	<b>\$ 592,368</b>	<b>\$ 469,990</b>

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- 1 The amounts for December 31, 2023 and 2022 are net of allowance for doubtful accounts of \$8.4 million and \$4.0 million, respectively. The amount for December 31, 2022 includes \$7,169 of other receivables, net.
- 2 This amount represents the value of the Company's preferred stock investment in a data analytics platform.

### 9. Intangible Assets and Liabilities

The Company has several types of intangible assets and liabilities included in its Consolidated Balance Sheets, including goodwill, debt issuance costs, above-, below-, and at-market lease intangibles, and customer relationship intangibles. For additional details on the Company's debt issuance costs, see Note 10 to the Consolidated Financial Statements. The Company's intangible assets and liabilities, including assets held for sale and certain debt issuance costs, as of December 31, 2023 and 2022 consisted of the following:

<i>Dollars in millions</i>	GROSS BALANCE at December 31,		ACCUMULATED AMORTIZATION at December 31,		WEIGHTED AVG. REMAINING LIFE in years	BALANCE SHEET CLASSIFICATION
	2023	2022	2023	2022		
Goodwill	\$ 250.5	\$ 223.2	\$ —	\$ —	N/A	Goodwill
Credit facility debt issuance costs	6.9	6.9	3.1	0.9	1.9	Other assets, net
Above-market lease intangibles (lessor)	98.0	91.5	31.3	10.7	5.3	Other assets, net
Customer relationship intangibles (lessor)	2.1	2.1	1.1	1.0	19.6	Other assets, net
Below-market lease intangibles (lessor)	(112.5)	(112.5)	(35.7)	(14.6)	5.8	Other liabilities
At-market lease intangibles	837.3	1,067.4	301.7	188.3	4.0	Real estate properties
	\$ 1,082.3	\$ 1,278.6	\$ 301.5	\$ 186.3	4.3	

For the years ended December 31, 2023 and 2022, the Company recognized approximately \$214.8 million and \$133.6 million of intangible amortization, respectively.

The following table represents expected amortization over the next five years of the Company's intangible assets and liabilities in place as of December 31, 2023:

<i>Dollars in millions</i>	FUTURE AMORTIZATION OF INTANGIBLES, NET
2024	\$ 206.7
2025	109.1
2026	84.3
2027	53.0
2028	31.9



## 10. Notes and Bonds Payable

<i>Dollars in thousands</i>	DECEMBER 31,		MATURITY DATES	CONTRACTUAL INTEREST RATES	EFFECTIVE INTEREST RATES	PRINCIPAL PAYMENTS	INTEREST PAYMENTS
	2023	2022					
\$1.5B Unsecured Credit Facility	—	385,000	10/25	SOFR + 0.95%	6.24 %	At maturity	Monthly
\$350M Unsecured Term Loan <sup>1</sup>	349,798	349,114	7/24	SOFR + 1.05%	6.30 %	At maturity	Monthly
\$200M Unsecured Term Loan <sup>1</sup>	199,903	199,670	5/24	SOFR + 1.05%	6.30 %	At maturity	Monthly
\$150M Unsecured Term Loan <sup>1</sup>	149,643	149,495	6/26	SOFR + 1.05%	6.30 %	At maturity	Monthly
\$300M Unsecured Term Loan <sup>1</sup>	299,958	299,936	10/25	SOFR + 1.05%	6.30 %	At maturity	Monthly
\$200M Unsecured Term Loan <sup>1</sup>	199,502	199,362	7/27	SOFR + 1.05%	6.30 %	At maturity	Monthly
\$300M Unsecured Term Loan <sup>1</sup>	298,288	297,869	1/28	SOFR + 1.05%	6.30 %	At maturity	Monthly
Senior Notes due 2025 <sup>1</sup>	249,484	249,115	5/25	3.88 %	4.12 %	At maturity	Semi-annual
Senior Notes due 2026 <sup>1</sup>	579,017	571,587	8/26	3.50 %	4.94 %	At maturity	Semi-annual
Senior Notes due 2027 <sup>1</sup>	483,727	479,553	7/27	3.75 %	4.76 %	At maturity	Semi-annual
Senior Notes due 2028 <sup>1</sup>	297,429	296,852	1/28	3.63 %	3.85 %	At maturity	Semi-annual
Senior Notes due 2030 <sup>1</sup>	575,443	565,402	2/30	3.10 %	5.30 %	At maturity	Semi-annual
Senior Notes due 2030 <sup>1</sup>	296,780	296,385	3/30	2.40 %	2.72 %	At maturity	Semi-annual
Senior Notes due 2031 <sup>1</sup>	295,832	295,547	3/31	2.05 %	2.25 %	At maturity	Semi-annual
Senior Notes due 2031 <sup>1</sup>	649,521	632,693	3/31	2.00 %	5.13 %	At maturity	Semi-annual
Mortgage notes payable <sup>2</sup>	70,534	84,247	1/24-12/26	3.6%-4.77%	3.57%-6.88%	Monthly	Monthly
	<b>\$ 4,994,859</b>	<b>\$ 5,351,827</b>					

1 Balances are shown net of discounts and unamortized issuance costs.

2 Balances are shown net of discounts and unamortized issuance costs and include premiums.

The Company's various debt agreements contain certain representations, warranties, and financial and other covenants customary in such loan agreements. Among other things, these provisions require the Company to maintain certain financial ratios and impose certain limits on the Company's ability to incur indebtedness and create liens or encumbrances. As of December 31, 2023, the Company was in compliance with its financial covenant provisions under its various debt instruments.

### Senior Notes

The following table reconciles the Company's aggregate Senior notes principal balance with the Company's Consolidated Balance Sheets as of December 31, 2023 and 2022.

<i>Dollars in thousands</i>	DECEMBER 31,	
	2023	2022
Senior notes principal balance	\$ 3,699,285	\$ 3,699,500
Unaccreted discount	(265,852)	(304,919)
Debt issuance costs	(6,200)	(7,447)
<b>Senior notes carrying amount</b>	<b>\$ 3,427,233</b>	<b>\$ 3,387,134</b>

### Term Loans

The following table reconciles the Company's aggregate term loan principal balance with the Company's Consolidated Balance Sheets as of December 31, 2023 and 2022.

<i>Dollars in thousands</i>	DECEMBER 31,	
	2023	2022
Term loan principal balances	\$ 1,500,000	\$ 1,500,000
Debt issuance costs	(2,908)	(4,554)
<b>Term Loans carrying amount</b>	<b>\$ 1,497,092</b>	<b>\$ 1,495,446</b>



### Mortgage Notes Payable

The following table reconciles the Company's aggregate mortgage notes principal balance with the Company's Consolidated Balance Sheets as of December 31, 2023 and 2022.

<i>Dollars in thousands</i>	DECEMBER 31,	
	2023	2022
Mortgage notes payable principal balance	\$ 70,752	\$ 84,122
Unamortized premium	285	486
Unaccreted discount	(237)	(38)
Debt issuance costs	(266)	(323)
<b>Mortgage notes payable carrying amount</b>	<b>\$ 70,534</b>	<b>\$ 84,247</b>

### Mortgage Activity

On July 28, 2023, the Company assumed a mortgage note payable of \$5.6 million in connection with the acquisition of a 42,770 square foot property in Colorado Springs, Colorado. The note bears interest at a rate of 4.5% per annum and matures on April 1, 2026.

On August 1, 2023, the Company repaid in full at maturity a mortgage note payable bearing interest at a rate of 3.31% per annum with an outstanding principal of \$9.8 million. The mortgage note encumbered a 66,984 square foot property in Marietta, Georgia.

On December 1, 2023, the Company repaid in full at maturity a mortgage note payable bearing interest at a rate of 4.51% per annum with an outstanding principal of \$6.6 million. The mortgage note encumbered a 93,992 square foot property in Lakewood, Colorado.

### Subsequent Changes in Debt Structure

On January 6, 2024, the Company repaid in full at maturity a mortgage note payable bearing interest at a rate of 4.77% per annum with an outstanding principal of \$11.3 million. The mortgage note encumbered a 63,012 square foot property in California.

On February 1, 2024, the Company repaid in full at maturity a mortgage note payable bearing interest at a rate of 4.12% per annum with an outstanding principal of \$5.6 million. The mortgage note encumbered a 40,324 square foot property in Georgia.

The following table details the Company's mortgage notes payable, with related collateral.

<i>Dollars in millions</i>	ORIGINAL BALANCE	EFFECTIVE INTEREST RATE <sup>9</sup>	MATURITY DATE	COLLATERAL <sup>10</sup>	PRINCIPAL AND INTEREST PAYMENTS <sup>8</sup>	INVESTMENT IN COLLATERAL at December 31,	BALANCE at December 31,	
						2023	2023	2022
Life Insurance Co. <sup>1</sup>	12.3	3.86 %	8/23	MOB	Monthly/7-yr amort.	—	—	10.0
Life Insurance Co. <sup>2</sup>	9.0	4.84 %	12/23	MOB,OFC	Monthly/10-yr amort.	—	—	6.8
Life Insurance Co. <sup>3</sup>	13.3	4.13 %	1/24	MOB	Monthly/10-yr amort.	24.4	11.3	11.7
Life Insurance Co. <sup>4</sup>	6.8	3.96 %	2/24	MOB	Monthly/7-yr amort.	12.6	5.6	5.8
Financial Services <sup>5</sup>	9.7	4.32 %	9/24	MOB	Monthly/10-yr amort.	16.9	7.2	7.5
Life Insurance Co. <sup>6</sup>	16.5	3.43 %	12/25	MOB,OFC	Monthly/7-yr amort.	49.2	15.9	16.2
Financial Services	11.5	3.71 %	1/26	MOB	Monthly/10-yr amort.	41.7	7.8	8.3
Life Insurance Co. <sup>7</sup>	6.0	6.88 %	4/26	MOB	Monthly/7-yr amort.	11.6	5.2	—
Life Insurance Co.	19.2	4.08 %	12/26	MOB	Monthly/10-yr amort.	45.7	17.5	17.9
						<b>\$ 202.1</b>	<b>\$ 70.5</b>	<b>\$ 84.2</b>

- The Company repaid this loan in August 2023. The Company's unencumbered gross investment was \$26.0 million at December 31, 2023.
- The Company repaid this loan in December 2023. The Company's unencumbered gross investment was \$24.5 million at December 31, 2023.
- The unamortized portion of the \$0.8 million premium recorded on this note upon acquisition is included in the balance above.
- The unamortized portion of the \$0.2 million premium recorded on this note upon acquisition is included in the balance above.
- The unamortized portion of the \$0.1 million premium recorded on this note upon acquisition is included in the balance above.
- The unamortized portion of the \$0.7 million premium recorded on this note upon acquisition is included in the balance above.



- 7 The unaccreted portion of the \$0.3 million discount recorded on this note upon acquisition is included in the balance above.
- 8 Payable in monthly installments of principal and interest with the final payment due at maturity (unless otherwise noted).
- 9 The contractual interest rates for the seven outstanding mortgage notes ranged from 3.6% to 4.8% as of December 31, 2023.
- 10 MOB-Medical office building; OFC-Office

#### **Other Long-Term Debt Information**

Future maturities of the Company's notes and bonds payable as of December 31, 2023, were as follows:

<i>Dollars in thousands</i>	PRINCIPAL MATURITIES	NET ACCRETION/ AMORTIZATION <sup>1</sup>	DEBT ISSUANCE COSTS <sup>2</sup>	NOTES AND BONDS PAYABLE	%
2024	\$ 575,473	\$ (41,050)	\$ (2,438)	\$ 531,985	10.7 %
2025	566,375	(43,163)	(1,916)	521,296	10.4 %
2026	778,904	(41,837)	(1,650)	735,417	14.7 %
2027	700,000	(36,192)	(1,519)	662,289	13.3 %
2028	600,000	(35,179)	(707)	564,114	11.3 %
2029 and thereafter	2,049,285	(68,382)	(1,145)	1,979,758	39.6 %
	<b>\$ 5,270,037</b>	<b>\$ (265,803)</b>	<b>\$ (9,375)</b>	<b>\$ 4,994,859</b>	<b>100.0 %</b>

1 Includes discount accretion and premium amortization related to the Company's Senior Notes and four mortgage notes payable.

2 Excludes approximately \$3.9 million in debt issuance costs related to the Company's Unsecured Credit Facility included in other assets, net.

## **11. Derivative Financial Instruments**

### ***Risk Management Objective of Using Derivatives***

The Company is exposed to certain risks arising from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Company manages economic risks, including interest rate, liquidity, and credit risk, primarily by managing the amount, sources, and duration of its assets and liabilities and the use of derivative financial instruments. Specifically, the Company enters into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. The Company's derivative financial instruments are used to manage differences in the amount, timing, and duration of the Company's known or expected cash receipts and its known or expected cash payments principally related to the Company's borrowings.

### ***Cash Flow Hedges of Interest Rate Risk***

The Company's objectives in using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Company primarily uses interest rate swaps as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount. During 2023, 2022, and 2021, such derivatives were used to hedge the variable cash flows associated with existing variable-rate debt.

For derivatives designated and that qualify as cash flow hedges of interest rate risk, the gain or loss on the derivative is recorded in accumulated other comprehensive income (loss) and subsequently reclassified into interest expense in the same period(s) during which the hedged transaction affects earnings. Amounts reported in accumulated other comprehensive income (loss) related to derivatives will be reclassified to interest expense as interest payments are made on the Company's variable-rate debt.



On February 16, 2023, the Company entered into a swap transaction with a notional amount of \$50.0 million and a fixed rate of 4.16%. The swap agreement has an effective date of March 1, 2023 and a termination date of June 1, 2026.

On March 28, 2023, the Company entered into a swap transaction with a notional amount of \$100.0 million and a fixed rate of 3.67%. The swap agreement has an effective date of April 3, 2023 and a termination date of June 1, 2026.

On October 19, 2023, the Company entered into two swap transactions totaling \$100.0 million. The notional amounts were \$50.0 million each with fixed rates of 4.71% and 4.67%. The swap agreements have effective dates of November 1, 2023 and termination dates of June 1, 2027 and December 1, 2027, respectively.

On October 23, 2023, the Company entered into two swap transactions totaling \$100.0 million with an aggregate fixed rate of 4.73%. The swap agreements have effective dates of November 1, 2023 and termination dates of May 31, 2026.

On November 9, 2023, the Company entered into a swap transaction totaling \$75.0 million with a fixed rate of 4.54%. The swap agreement has an effective date of December 1, 2023 and a termination date of May 31, 2026.

As of December 31, 2023, the Company had interest rate derivatives that were designated as cash flow hedges of interest rate risk. The table below presents the notional value and weighted average rates of the Company's derivative financial instruments as of December 31, 2023 and 2022:

EXPIRATION	NOTIONAL VALUE AS OF		EXPIRATION	NOTIONAL VALUE AS OF	
	DECEMBER 31, 2023	WEIGHTED AVERAGE RATE		DECEMBER 31, 2022	WEIGHTED AVERAGE RATE
January 2024	\$ 200,000	1.21 %	January 2023	\$ 300,000	1.42 %
May 2026	275,000	3.74 %	January 2024	200,000	1.21 %
June 2026	150,000	3.83 %	May 2026	100,000	2.15 %
December 2026	150,000	3.84 %	December 2026	150,000	3.84 %
June 2027	200,000	4.27 %	June 2027	150,000	4.13 %
December 2027	300,000	3.93 %	December 2027	250,000	3.79 %
	<b>\$ 1,275,000</b>	<b>3.49 %</b>		<b>\$ 1,150,000</b>	<b>2.63 %</b>

**Tabular Disclosure of Fair Values of Derivative Instruments on the Balance Sheet**

The table below presents the fair value of the Company's derivative financial instruments as well as their classification on the Consolidated Balance Sheets as of December 31, 2023 and 2022.

	AS OF DECEMBER 31, 2023		AS OF DECEMBER 31, 2022	
	BALANCE SHEET LOCATION	FAIR VALUE	BALANCE SHEET LOCATION	FAIR VALUE
<i>Dollars in thousands</i>				
Interest rate swaps 2019	Other Assets	\$ 4,214	Other Assets	\$ 13,603
Interest rate swaps 2022			Other Assets	909
Interest rate swaps 2022	Other Liabilities	(5,067)	Other Liabilities	(4,269)
Interest rate swaps 2023	Other Assets	411		
Interest rate swaps 2023	Other Liabilities	(7,357)		
<b>Total derivatives designated as hedging instruments</b>		<b>\$ (7,799)</b>		<b>\$ 10,243</b>



**Tabular Disclosure of the Effect of Fair Value and Cash Flow Hedge Accounting on Accumulated Other Comprehensive Income (Loss)**

The table below presents the effect of cash flow hedge accounting on Accumulated other comprehensive income (loss) as of December 31, 2023 and 2022 related to the Company's outstanding interest rate swaps.

<i>Dollars in thousands</i>	AMOUNT OF GAIN/(LOSS) RECOGNIZED IN AOCI ON DERIVATIVE for the year ended December 31,		AMOUNT OF (GAIN)/LOSS RECLASSIFIED FROM AOCI INTO INCOME for the year ended December 31,		
	2023	2022	2023	2022	
Interest rate swaps 2017	\$ —	\$ 302	Interest expense \$ —	\$	118
Interest rate swaps 2018	—	616	Interest expense	—	361
Interest rate swaps 2019	1,995	12,964	Interest expense	(6,964)	563
Interest rate swaps 2022	4,583	(3,252)	Interest expense	(6,289)	(109)
Interest rate swaps 2023	(5,115)	—	Interest expense	(1,829)	—
Settled treasury hedges	—	—	Interest expense	426	426
Settled interest rate swaps	—	—	Interest expense	168	168
	\$ 1,463	\$ 10,630	<b>Total interest expense</b>	\$ (14,488)	\$ 1,527

The Company estimates that an additional \$7.3 million will be reclassified from accumulated other comprehensive loss as a net decrease to interest expense over the next 12 months.

**Tabular Disclosure Offsetting Derivatives**

The table below presents a gross presentation, the effects of offsetting, and a net presentation of the Company's derivatives as of December 31, 2023. The net amounts of derivative liabilities can be reconciled to the tabular disclosure of fair value. The tabular disclosure of fair value provides the location that derivative liabilities are presented on the Company's Consolidated Balance Sheets.

**Offsetting of Derivative Assets**

	GROSS AMOUNTS of recognized assets	GROSS AMOUNTS OFFSET in the Consolidated Balance Sheets	NET AMOUNTS OF ASSETS presented in the Consolidated Balance Sheets	GROSS AMOUNTS NOT OFFSET in the Consolidated Balance Sheets		
				FINANCIAL INSTRUMENTS	CASH COLLATERAL	NET AMOUNT
Derivatives	\$ 4,625	\$ —	\$ 4,625	\$ (4,625)	\$ —	\$ —

**Offsetting of Derivative Liabilities**

	GROSS AMOUNTS of recognized liabilities	GROSS AMOUNTS OFFSET in the Consolidated Balance Sheets	NET AMOUNTS OF LIABILITIES presented in the Consolidated Balance Sheets	GROSS AMOUNTS NOT OFFSET in the Consolidated Balance Sheets		
				FINANCIAL INSTRUMENTS	CASH COLLATERAL	NET AMOUNT
Derivatives	\$ (12,424)	\$ —	\$ (12,424)	\$ 4,625	\$ —	\$ (7,799)

**Credit-risk-related Contingent Features**

The Company has agreements with each of its derivative counterparties that contain a provision where the Company could be declared in default on its derivative obligations if repayment of the underlying indebtedness is accelerated by the lender due to the Company's default on the indebtedness. The Company has agreements with each of its derivative counterparties that contain a provision where if the Company either defaults or is capable of being declared in default on any of its indebtedness, then the Company could also be declared in default on its derivative obligations.

As of December 31, 2023, the fair value of derivatives in a net liability position including accrued interest but excluding any adjustment for nonperformance risk related to these agreements was \$11.0 million. As of December 31, 2023, the Company has not posted any collateral related to these agreements and was not in breach of any agreement provisions.

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## 12. Stockholders' Equity

### Common Stock

The Company had no preferred shares outstanding and had common shares outstanding for the three years ended December 31, 2023, 2022, and 2021 as follows:

	YEAR ENDED DECEMBER 31,		
	2023	2022	2021
Balance, beginning of year	380,589,894	150,457,433	139,487,375
Issuance of common stock	8,627	229,618,304	10,899,301
Conversion of OP units to common stock	190,544	—	—
Non-vested share-based awards, net of withheld shares and forfeitures	175,368	514,157	70,757
Balance, end of year	380,964,433	380,589,894	150,457,433

### At-The-Market Equity Offering Program

The Company has in place an ATM equity offering program to sell shares of the Company's common stock from time to time in at-the-market sales transactions. The Company has equity distribution agreements with various sales agents with respect to the ATM offering program of common stock with an aggregate sales amount of up to \$750.0 million. As of December 31, 2023, \$750.0 million remained available for issuance under the current ATM offering program.

### Dividends Declared

During 2023, the Company declared and paid common stock dividends aggregating \$1.24 per share (\$0.31 per share per quarter).

On February 13, 2024, the Company declared a quarterly common stock dividend in the amount of \$0.31 per share payable on March 14, 2024, to stockholders of record on February 26, 2024.

### Authorization to Repurchase Common Stock

On May 31, 2023, the Company's Board of Directors authorized the repurchase of up to \$500.0 million of outstanding shares of the Company's common stock either in the open market or through privately negotiated transactions, subject to market conditions, regulatory constraints, and other customary conditions. The Company is not obligated under this authorization to repurchase any specific number of shares. This authorization supersedes all previous stock repurchase authorizations. As of the date of these Consolidated Financial Statements, the Company has not repurchased any shares of its common stock under this authorization.

### Accumulated Other Comprehensive (Loss) Income

The following table represents the changes in accumulated other comprehensive income (loss) during the years ended December 31, 2023 and 2022:

<i>Dollars in thousands</i>	INTEREST RATE SWAPS as of December 31,	
	2023	2022
Beginning balance	\$ 2,140	\$ (9,981)
Other comprehensive income (loss) before reclassifications	1,434	1,531
Amounts reclassified from accumulated other comprehensive (loss) income	(14,315)	10,590
Net current-period other comprehensive (loss) income	(12,881)	12,121
Ending balance	\$ (10,741)	\$ 2,140

The following table represents the details regarding the reclassifications from accumulated other comprehensive income (loss) during the year ended December 31, 2023 (dollars in thousands):



DETAILS ABOUT ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS) COMPONENTS	AMOUNT RECLASSIFIED from accumulated other comprehensive income (loss)	AFFECTED LINE ITEM in the statement where net income is presented
Amounts reclassified from accumulated other comprehensive income (loss) related to settled interest rate swaps	\$ 594	Interest Expense
Amounts reclassified from accumulated other comprehensive income (loss) related to current interest rate swaps	(15,082)	Interest Expense
	\$ (14,488)	

### 13. Stock and Other Incentive Plans

#### *Stock Incentive Plan*

The Company's Incentive Plan permits the grant of incentive awards to its employees and directors in any of the following forms: options, stock appreciation rights, restricted stock, restricted or deferred stock units, performance awards, dividend equivalents, or other stock-based awards, including units in the OP. The Incentive Plan replaced the Legacy HR Incentive Plan as of the merger date. Unvested awards under the Legacy HR Incentive Plan were assumed according to their existing terms by the Company in connection with the Merger. As of the Merger date, 9,647,839 share-based awards were available for grant under the Incentive Plan. As of December 31, 2023 and 2022, the Company had share-based awards available for grant under the Incentive Plan of 8,102,861 and 9,432,388 shares, respectively. Non-vested shares issued to employees under the Incentive Plan are generally subject to fixed vesting periods varying from three to eight years beginning on the date of issue. If a recipient voluntarily terminates his or her relationship with the Company or is terminated for cause before the end of the vesting period, the shares are forfeited, at no cost to the Company. Once the shares have been issued, the recipient has the right to receive dividends and the right to vote the shares through the vesting period. Compensation expense, included in general and administrative expense, recognized during the years ended December 31, 2023, 2022 and 2021 from the amortization of the value of shares over the vesting period issued to employees and directors was \$14.6 million, \$13.9 million and \$10.4 million, respectively. The following table represents expected amortization of the Company's non-vested shares issued as of December 31, 2023:

<i>Dollars in millions</i>	FUTURE AMORTIZATION of non-vested shares	
2024	\$	12.2
2025		9.7
2026		6.9
2027		2.1
2028 and thereafter		0.5
<b>Total</b>	<b>\$</b>	<b>31.4</b>

#### *Executive Incentive Plan*

The Compensation Committee has adopted an executive incentive plan pursuant to the Incentive Plan (the "Executive Incentive Plan") to provide specific award criteria with respect to incentive awards made under the Incentive Plan subject to the discretion of the Compensation Committee. Under the terms of the Executive Incentive Plan, the Company's named executive officers and certain other members of senior management may earn incentive awards in the form of cash, non-vested stock, restricted stock units ("RSUs"), and units in the OP ("OP Units"). For 2023, 2022 and 2021, compensation expense, included in general and administrative expense, resulting from the amortization of the Executive Incentive Plan non-vested share, RSU, and OP Unit grants to officers was approximately \$9.0 million, \$9.8 million, and \$6.6 million, respectively. Details of equity awards that have been issued under this plan are as follows:

- On January 4, 2023, the Company granted non-vested stock awards to its named executive officers, senior vice presidents, and first vice presidents with a grant date fair value of \$4.1 million, which consisted of an aggregate of 205,264 shares with a ratable five-year vesting period, which will result in an annual compensation expense of \$0.8 million for 2024, 2025, 2026 and 2027.
- On January 4, 2023, the Company granted 165,174 RSUs to certain of its non-executive senior officers. These award are subject to a three-year performance period and if the performance criteria is met, the awards are then



subject to two additional years with ratable vesting of 50% in year four and 50% in year five. The expense will be recognized on the straight-line basis over the five-year vesting period.

- Approximately 43% of the RSU awards are subject to two market performance conditions: relative and absolute total shareholder return ("TSR"). These components were valued using independent specialists utilizing a Monte Carlo simulation to calculate the weighted average grant date fair values of \$24.23 for the absolute TSR component and \$27.84 for the relative TSR component for the January 2023 grant using the following assumptions:

Volatility	34.0 %
Dividend Assumption	Accrued
Expected term in years	3 years
Risk-free rate	4.42 %
Stock price (per share)	\$20.21

- The remaining 57% of the RSU awards are subject to certain operating performance conditions. With respect to the operating performance conditions of these awards, the grant date fair value was \$20.21 based on the Company's share price on the date of grant. The Company records amortization expense based on the probability of achieving certain operating performance conditions, which is evaluated throughout the performance period.
- The combined weighted average grant date fair value of the January 2023 RSUs was \$22.55 per share.

#### *LTIP Series C Units*

In January 2023, the Company modified its incentive compensation structure to award LTIP Series C units ("LTIP-C units) in the OP to named executive officers in lieu of RSUs. The LTIP-C units were granted with three-year forward-looking performance targets, with a grant date fair value of \$7.1 million, which consisted of an aggregate 627,547 LTIP-C units with a five-year vesting period. LTIP-C units are granted notionally at the maximum value of the award.

- Approximately 43% of the LTIP-C units vest based on two market performance conditions. Relative and absolute TSR awards containing these market performance conditions were valued using independent specialists. The Company utilized a Monte Carlo simulation to calculate the weighted average grant date fair values of \$12.24 for the absolute TSR component and \$13.98 for the relative TSR component for the January 2023 grant using the following assumption:

Volatility	34.0 %
Dividend assumption	Accrued
Expected term	3 years
Risk-free rate	4.42 %
Stock price (per share)	\$20.21

- The remaining 57% of the LTIP-C units vest based upon certain operating performance conditions. With respect to the operating performance conditions of the January 4, 2023 grant, the grant date fair value was \$20.21 based on the Company's share price on the date of grant. The Company records amortization expense based on the probability of achieving certain operating performance conditions, which is evaluated throughout the performance period.
- The combined weighted average grant date fair value of the January LTIP-C units was \$15.85 per share.

For 2023, compensation expense resulting from the amortization of LTIP-C units awarded to officers was approximately \$1.2 million.

#### *Officer Incentive Program*

In the first quarter of 2023 the Company granted a performance-based award to certain non-executive officers totaling approximately \$0.7 million, which was granted in the form of 33,438 non-vested shares. The shares have vesting periods ranging from three to eight years with a weighted average vesting period of approximately five years.



For 2023, 2022 and 2021, compensation expense resulting from the amortization of these non-vested share grants awarded to officers was approximately \$0.6 million, \$0.9 million, and \$1.0 million, respectively.

*Salary Deferral Plan*

The Company's salary deferral plan allows certain of its officers to elect to defer up to 50% of their base salary in the form of non-vested shares subject to long-term vesting. The number of shares will be increased through a Company match depending on the length of the vesting period selected by the officer. The officer's vesting period choices are: three years for a 30% match; five years for a 50% match; and eight years for a 100% match. During 2023, 2022 and 2021, the Company issued 31,792 shares, 17,381 shares and 21,396 shares, respectively, to its officers through the salary deferral plan. For 2023, 2022 and 2021, compensation expense resulting from the amortization of non-vested share grants to officers was approximately \$0.9 million for each year, respectively.

*Non-employee Directors Incentive Plan*

The Company grants non-vested share-based awards to its non-employee directors under the Incentive Plan. The directors' awards typically have a one-year vesting period and are subject to forfeiture prior to such date upon termination of the director's service, at no cost to the Company. For each of the years 2023, 2022 and 2021, compensation expense resulting from the amortization of non-vested share-based grants to directors was approximately \$2.1 million, \$1.5 million, and \$1.2 million, respectively.

- On June 5, 2023, the Company granted a non-vested stock award to six of its directors, with a grant date fair value of \$0.7 million, which consisted of an aggregate of 42,768 non-vested shares, with a one-year vesting period.
- On June 5, 2023, the Company also granted LTIP-D units in the OP to six of its directors, with a grant fair value of \$1.1 million, which consisted of an aggregate of 57,868 non-vested units, with a one-year vesting period.

The following table represents the summary of non-vested share-based awards (including restricted stock, RSUs, LTIP-C units and LTIP-D units) under the Incentive Plans and related information for the three years ended December 31, 2023:

	YEAR ENDED DECEMBER 31,		
	2023	2022	2021
<i>Dollars in thousands, except per share data</i>			
<b>Share-based awards, beginning of year</b>	2,090,060	1,562,028	1,766,061
Granted <sup>1</sup>	1,164,359	952,407	203,701
Vested	(403,266)	(418,949)	(404,777)
Change in awards based on performance assessment <sup>2</sup>	(205,668)	—	—
Forfeited	(29,923)	(5,426)	(2,957)
<b>Share-based awards, end of year</b>	<b>2,615,562</b>	<b>2,090,060</b>	<b>1,562,028</b>
<b>Weighted-average grant date fair value of</b>			
Share-based awards, beginning of year	\$ 30.35	\$ 31.10	\$ 30.51
Share-based awards granted during the year	\$ 18.70	\$ 29.64	\$ 30.86
Share-based awards vested during the year	\$ 28.38	\$ 31.52	\$ 28.38
Share-based awards change in performance assessment during the year	\$ 29.05	\$ —	\$ —
Stock-based awards forfeited during the year	\$ 31.16	\$ 31.48	\$ 33.04
Share-based awards, end of year	\$ 25.56	\$ 30.35	\$ 31.10
Grant date fair value of shares granted during the year	\$ 22,171	\$ 28,225	\$ 6,286

<sup>1</sup> LTIP-C units are issued at the maximum possible value of the award and are reflected as such in this table until the performance period has been satisfied and the exact number of awards are determinable.

<sup>2</sup> The Company's RSUs that are based on operating performance metrics are evaluated on the probability of those performance metrics being achieved. During 2023, the Company determined that the operating performance goals related to the RSUs issued in 2022 are not probable of being achieved and reversed all of the outstanding amortization expense for that grant. In addition, the Company lowered the probability of achieving the operating performance goals related to the RSUs issued in 2023.



The vesting periods for the non-vested shares granted during 2023 ranged from one to eight years with a weighted-average amortization period remaining as of December 31, 2023 of approximately 4.8 years.

During 2023, 2022 and 2021, the Company withheld 126,085 shares, 137,892 shares and 129,987 shares, respectively, of common stock from its officers to pay estimated withholding taxes related to the vesting of shares.

**401(k) Plan**

The Company maintains a 401(k) plan that allows eligible employees to defer salary, subject to certain limitations imposed by the Internal Revenue Code. The Company provides a matching contribution up to \$2,800 per employee, subject to certain limitations. The Company's matching contributions were approximately \$1.5 million for the year ended December 31, 2023, \$1.2 million for 2022 and \$0.7 million for 2021.

**Employee Stock Purchase Plan**

The outstanding options relate only to the Legacy HR Employee Stock Purchase Plan, which was terminated in November 2022. No new options will be issued under the Legacy HR Employee Stock Purchase Plan and existing options will expire in March 2024.

During the years ended December 31, 2022 and 2021, the Company recognized in general and administrative expenses approximately \$0.4 million, and \$0.4 million, respectively, of compensation expense related to the annual grant of options to its employees to purchase shares under the Legacy HR Employee Stock Purchase Plan.

Cash received from employees upon exercising options under the Legacy HR Employee Stock Purchase Plan was approximately \$0.2 million for the year ended December 31, 2023, \$0.4 million for the year ended December 31, 2022, and \$0.8 million for the year ended December 31, 2021.

A summary of the Legacy HR Employee Stock Purchase Plan activity and related information for the three years ended December 31, 2023 is as follows:

<i>Dollars in thousands, except per share data</i>	YEAR ENDED DECEMBER 31,		
	2023	2022	2021
<b>Options outstanding, beginning of year</b>	<b>340,976</b>	<b>348,514</b>	<b>341,647</b>
Granted	—	255,960	253,200
Exercised	(8,627)	(20,246)	(30,281)
Forfeited	(43,737)	(102,619)	(71,630)
Expired	(132,999)	(140,633)	(144,422)
<b>Options outstanding and exercisable, end of year</b>	<b>155,613</b>	<b>340,976</b>	<b>348,514</b>
<b>Weighted-average exercise price of</b>			
Options outstanding, beginning of year	\$ 16.38	\$ 25.38	\$ 24.70
Options granted during the year	\$ —	\$ 26.89	\$ 25.16
Options exercised during the year	\$ 15.07	\$ 20.97	\$ 25.03
Options forfeited during the year	\$ 15.50	\$ 21.88	\$ 25.45
Options expired during the year	\$ 16.43	\$ 23.36	\$ 24.17
Options outstanding, end of year	\$ 12.98	\$ 16.38	\$ 25.38
Weighted-average fair value of options granted during the year (calculated as of the grant date)	\$ —	\$ 9.91	\$ 9.05
Intrinsic value of options exercised during the year	\$ 23	\$ 75	\$ 165
Intrinsic value of options outstanding and exercisable (calculated as of December 31)	\$ 401	\$ 985	\$ 1,997
Exercise prices of options outstanding (calculated as of December 31)	\$ 14.65	\$ 16.38	\$ 25.91
Weighted-average contractual life of outstanding options (calculated as of December 31, in years)	0.3	0.8	0.8

The fair values for these options were estimated at the date of grant using a Black-Scholes options pricing model with the weighted-average assumptions for the options granted during the period noted in the following table. The risk-



free interest rate was based on the U.S. Treasury constant maturity-nominal two-year rate whose maturity is nearest to the date of the expiration of the latest option outstanding and exercisable; the expected dividend yield was based on the expected dividends of the current year as a percentage of the average stock price of the prior year; the expected life of each option was estimated using the historical exercise behavior of employees; expected volatility was based on historical volatility of the Company's common stock; and expected forfeitures were based on historical forfeiture rates within the look-back period.

	2023	2022	2021
Risk-free interest rates	— %	0.73 %	0.13 %
Expected dividend yields	— %	3.97 %	4.11 %
Expected life (in years)	0	1.44	1.43
Expected volatility	— %	49.0 %	48.2 %
Expected forfeiture rates	— %	85 %	85 %

#### 14. Earnings Per Share

The Company uses the two-class method of computing net earnings per common shares. The Company's non-vested share-based awards are considered participating securities pursuant to the two-class method.

The Company used the treasury method to determine the dilution from the forward equity agreements during the period of time prior to settlement. The number of weighted-average shares outstanding used in the computation of earnings per common share for the year ended December 31, 2021 included the effect from the assumed issuance of 0.7 million shares of common stock pursuant to the settlement of the forward equity agreements at the contractual price, less the assumed repurchase of the common stock at the average market price using the proceeds of approximately \$23.1 million, adjusted for costs to borrow. For the year ended December 31, 2021, 1,682 weighted-average incremental shares of common stock were excluded from the computation of weighted-average common shares outstanding - diluted, as the impact was anti-dilutive. As of and for the year ended December 31, 2022, these forward equity agreements settled and consequently, the Company did not have any remaining shares subject to unsettled forward sale agreements.



The table below sets forth the computation of basic and diluted earnings per common share for the three years ended December 31, 2023.

<i>Dollars in thousands, except per share data</i>	YEAR ENDED DECEMBER 31,		
	2023	2022	2021
<b>Weighted average common shares outstanding</b>			
Weighted average common shares outstanding	380,850,967	254,296,810	144,411,835
Non-vested shares	(1,923,096)	(1,940,607)	(1,774,669)
<b>Weighted average common shares outstanding - basic</b>	<b>378,927,871</b>	<b>252,356,203</b>	<b>142,637,166</b>
Weighted average common shares outstanding - basic	378,927,871	252,356,203	142,637,166
Dilutive effect of forward equity shares	—	—	—
Dilutive effect of OP Units	—	1,451,599	—
Dilutive effect of employee stock purchase plan	—	65,519	73,062
<b>Weighted average common shares outstanding - diluted</b>	<b>378,927,871</b>	<b>253,873,321</b>	<b>142,710,228</b>
Net (loss) income	\$ (282,083)	\$ 40,693	\$ 66,659
Net loss attributable to non-controlling interest	3,822	204	—
Net (loss) income attributable to common stockholders	\$ (278,261)	\$ 40,897	\$ 66,659
Income allocated to participating securities	(2,504)	(2,437)	(2,154)
Adjustment to loss attributable to non-controlling interest for legally outstanding restricted units	(851)	—	—
<b>Net (loss) income applicable to common stockholders - basic</b>	<b>\$ (281,616)</b>	<b>\$ 38,460</b>	<b>\$ 64,505</b>
Net income attributable to OP Units	—	<b>81</b>	—
<b>Net income applicable to common stockholders - diluted</b>	<b>\$ (281,616)</b>	<b>\$ 38,541</b>	<b>\$ 64,505</b>
Basic earnings per common share - net income	\$ (0.74)	\$ 0.15	\$ 0.45
Diluted earnings per common share - net income	\$ (0.74)	\$ 0.15	\$ 0.45

The effect of OP units convertible into shares totaling 4,023,679 shares and options to purchase 31,997 shares under the Company's Employee Stock Purchase Plan for the year ended December 31, 2023 were excluded from the calculation of diluted loss per common share because the effect was anti-dilutive due to the loss from continuing operations incurred during the year.

## 15. Commitments and Contingencies

### *Re/development Activity*

During the year ended December 31, 2023, the Company invested \$69.1 million and \$20.5 million toward active development and redevelopment of properties, respectively, and \$22.6 million toward recently completed development and redevelopment projects.

### *Tenant Improvements*

The Company may provide a tenant improvement allowance in new or renewal leases for the purpose of refurbishing or renovating tenant space. As of December 31, 2023, the Company had commitments of approximately \$222.4 million that are expected to be spent on tenant improvements throughout the portfolio, excluding development properties currently under construction.

### *Land Held for Development*

Land held for development includes parcels of land owned by the Company, upon which the Company intends to develop and own outpatient healthcare facilities. The Company's land held for development included 17 parcels as of December 31, 2023 and 20 parcels as of December 31, 2022. The Company's investments in land held for development totaled approximately \$59.9 million as of December 31, 2023 and \$74.3 million as of December 31, 2022.



The current land held for development is located adjacent to certain of the Company's existing medical office buildings in Colorado, Connecticut, Florida, Georgia, Massachusetts, New York, Tennessee, Texas, and Washington.

***Security Deposits and Letters of Credit***

As of December 31, 2023, the Company held approximately \$38.5 million in letters of credit and security deposits for the benefit of the Company in the event the obligated tenant fails to perform under the terms of its respective lease. Generally, the Company may, at its discretion and upon notification to the tenant, draw upon these instruments if there are any defaults under the leases.

**16. Other Data**

***Taxable Income (unaudited)***

The Company has elected to be taxed as a REIT, as defined under the Internal Revenue Code. To qualify as a REIT, the Company must meet a number of organizational and operational requirements, including a requirement that it currently distribute at least 90% of its taxable income to its stockholders.

As a REIT, the Company generally will not be subject to federal income tax on taxable income it distributes currently to its stockholders. Accordingly, no provision for federal income taxes has been made in the accompanying Consolidated Financial Statements. If the Company fails to qualify as a REIT for any taxable year, then it will be subject to federal income taxes at regular corporate rates, including any applicable alternative minimum tax, and may not be able to qualify as a REIT for four subsequent taxable years. Even if the Company qualifies as a REIT, it may be subject to certain state and local taxes on its income and property and to federal income and excise tax on its undistributed taxable income.

Earnings and profits (as defined under the Internal Revenue Code), the current and accumulated amounts of which determine the taxability of distributions to stockholders, vary from net income attributable to common stockholders and taxable income because of different depreciation recovery periods, depreciation methods, and other items.

While Legacy HR was considered the accounting acquirer in the Merger for GAAP purposes, Legacy HR's separate tax existence ceased with the Merger and Legacy HTA continues as the tax successor. On a tax basis, the Company's gross real estate assets totaled approximately \$12.6 billion and \$13.0 billion as of December 31, 2023 and 2022, respectively. As of December 31, 2021, gross real estate assets on a tax basis were \$5.0 billion for Legacy HR and \$8.2 billion for Legacy HTA, respectively.

***Characterization of Distributions (unaudited)***

Distributions in excess of earnings and profits generally constitute a return of capital. The following table gives the characterization of the distributions of the Company's common stock for the three years ended December 31, 2023.



For the three years ended December 31, 2023, there were no preferred shares outstanding. As such, no dividends were distributed related to preferred shares for those periods.

	YEAR ENDED DECEMBER 31,		
	2023	2022	2021
	PER SHARE	PER SHARE	PER SHARE
<b>Tax Treatment of Dividends Pre-Merger Healthcare Trust of America</b>			
Ordinary income <sup>1</sup>	\$ —	\$ 0.5862	\$ 0.7920
Return of capital	—	4.0162	0.4930
Capital gain	—	1.2216	—
<b>Common stock distributions</b>	<b>\$ —</b>	<b>\$ 5.8240</b>	<b>\$ 1.2850</b>
<b>Tax Treatment of Dividends Pre-Merger Healthcare Realty</b>			
Ordinary income <sup>1</sup>	\$ —	\$ 0.2655	\$ 0.7500
Return of capital	—	0.5555	0.3600
Capital gain	—	—	0.0964
<b>Common stock distributions</b>	<b>\$ —</b>	<b>\$ 0.8210</b>	<b>\$ 1.2064</b>
<b>Tax Treatment of Dividends Post-Merger Healthcare Realty</b>			
Ordinary income <sup>1</sup>	\$ 0.5482	\$ 0.0422	\$ —
Return of capital	0.5031	0.2889	—
Capital gain	0.1887	0.0879	—
<b>Common stock distributions</b>	<b>\$ 1.2400</b>	<b>\$ 0.4190</b>	<b>\$ —</b>

<sup>1</sup> Reporting year ordinary income is also Code Section 199A eligible per the The Tax Cut and Jobs Act of 2017.

#### State Income Taxes

The Company must pay certain state income taxes, which are typically included in general and administrative expense on the Company's Consolidated Statements of Operations.

The State of Texas gross margins tax on gross receipts from operations is disclosed in the table below as an income tax.

State income tax expense and state income tax payments for the three years ended December 31, 2023 are detailed in the table below:

	YEAR ENDED DECEMBER 31,		
	2023	2022	2021
<i>Dollars in thousands</i>			
<b>State income tax expense</b>			
Texas gross margins tax	\$ 1,206	\$ 1,693	\$ 564
Other	133	151	8
<b>Total state income tax expense</b>	<b>\$ 1,339</b>	<b>\$ 1,844</b>	<b>\$ 572</b>
<b>State income tax payments, net of refunds and collections</b>	<b>\$ 1,324</b>	<b>\$ 1,834</b>	<b>\$ 560</b>

#### 17. Fair Value of Financial Instruments

The following methods and assumptions were used to estimate the fair value of each class of financial instrument for which it is practical to estimate that value.

- Cash, cash equivalents and restricted cash - The carrying amount approximates fair value.
- Borrowings under the Unsecured Credit Facility, Unsecured Term Loan due 2024 and Unsecured Term Loan due 2026 - The carrying amount approximates fair value because the borrowings are based on variable market interest rates.
- Senior unsecured notes payable - The fair value of notes and bonds payable is estimated using cash flow analyses, based on the Company's current interest rates for similar types of borrowing arrangements.
- Mortgage notes payable - The fair value is estimated using cash flow analyses, based on the Company's current interest rates for similar types of borrowing arrangements.



- **Interest rate swap agreements** - Interest rate swap agreements are recorded in other assets on the Company's Consolidated Balance Sheets at fair value. Fair value, using level 2 inputs, is estimated by utilizing pricing models that consider forward yield curves and discount rates.

The table below details the fair value and carrying values for our other financial instruments as of December 31, 2023 and 2022.

<i>Dollars in millions</i>	December 31, 2023		December 31, 2022	
	CARRYING VALUE	FAIR VALUE	CARRYING VALUE	FAIR VALUE
Notes and bonds payable <sup>1,2</sup>	\$ 4,994.9	\$ 4,872.7	\$ 5,351.8	\$ 5,149.6
Real estate notes receivable <sup>1</sup>	\$ 173.6	\$ 172.5	\$ 99.6	\$ 99.6

1 Level 2 - model-derived valuations in which significant inputs and significant value drivers are observable in active markets.

2 Fair value for senior notes includes accrued interest as of December 31, 2023.

### 18. Related-Party Transactions

In the ordinary course of conducting its business, the Company enters into agreements with affiliates in relation to the management and leasing of its real estate assets, including real estate assets owned through joint ventures.

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

None.

## Item 9A. Controls and Procedures

### Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures designed to ensure that information required to be disclosed in the Company's reports under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. These disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that the information required to be disclosed is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, to allow for timely decisions regarding required disclosure.

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this Annual Report on Form 10-K. Based on such evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures are effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act.

### Changes in Internal Control over Financial Reporting

There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the year ended December 31, 2023 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. The Company's internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles



generally accepted in the United States of America, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

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

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2023 using the principles and other criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework (2013). Based on that assessment, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2023. The Company's independent registered public accounting firm, BDO USA, P.C., has also issued an attestation report on the effectiveness of the Company's internal control over financial reporting included herein.



**Report of  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Stockholders and Board of Directors  
Healthcare Realty Trust Incorporated  
Nashville, Tennessee

**Opinion on Internal Control over Financial Reporting**

We have audited Healthcare Realty Trust Incorporated's (the "Company's") internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO criteria"). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated balance sheets of the Company as of December 31, 2023 and 2022, the related consolidated statements of operations, comprehensive income (loss), equity and redeemable non-controlling interests, and cash flows for each of the three years in the period ended December 31, 2023, and the related notes and financial statement schedules and our report dated February 16, 2024 expressed an unqualified opinion thereon.

**Basis for Opinion**

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Item 9A, Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

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

**Definition and Limitations of Internal Control over Financial Reporting**

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

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

/s/ BDO USA, P.C.

Nashville, Tennessee  
February 16, 2024



## Item 9B. Other Information

During the year ended December 31, 2023, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading agreement" or "non-Rule 10b5-1 trading agreement," as each term is defined in Item 408(a) of Regulation S-K.

## Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.



## PART III

# Item 10. Directors, Executive Officers and Corporate Governance

### Directors

Information with respect to the Company's directors, set forth in the Company's Proxy Statement relating to the Annual Meeting of Shareholders to be held on May 21, 2024, under the caption "Election of Directors," is incorporated herein by reference.

### Executive Officers

The executive officers of the Company are:

NAME	AGE	POSITION
Todd J. Meredith	49	President and Chief Executive Officer
J. Christopher Douglas	48	Executive Vice President and Chief Financial Officer
John M. Bryant, Jr.	57	Executive Vice President and General Counsel
Robert E. Hull	51	Executive Vice President - Investments
Julie F. Wilson	52	Executive Vice President - Operations

Mr. Meredith was appointed President and Chief Executive Officer effective December 30, 2016. He served as the Company's Executive Vice President - Investments from February 2011 until December 30, 2016, and was responsible for overseeing the Company's investment activities, including the acquisition, financing and development of medical office and other primarily outpatient medical facilities. Prior to February 2011, he led the Company's development activities as a Senior Vice President. Before joining the Company in 2001, Mr. Meredith worked in investment banking.

Mr. Douglas was appointed Chief Financial Officer effective March 1, 2016 and has been employed by the Company since 2003. He served as the Company's Senior Vice President, Acquisitions and Dispositions managing the Company's acquisition and disposition team from 2011 until March 1, 2016. Prior to that, Mr. Douglas served as Senior Vice President, Asset Administration, administering the Company's master lease portfolio and led a major disposition strategy in 2007. Mr. Douglas has a background in commercial and investment banking.

Mr. Bryant became the Company's General Counsel in November 2003. From April 2002 until November 2003, Mr. Bryant was Vice President and Assistant General Counsel. Prior to joining the Company, Mr. Bryant was a shareholder with the law firm of Baker Donelson Bearman & Caldwell in Nashville, Tennessee.

Mr. Hull was appointed Executive Vice President - Investments effective January 1, 2017 and has been employed by the Company since 2004. He served as Senior Vice President - Investments from March 2011 until January 2017, managing the Company's development and acquisition activity. Prior to that, Mr. Hull served in various capacities on the Company's investments team. Before joining the Company, Mr. Hull worked in the senior living and commercial banking industries.

Ms. Wilson was appointed Executive Vice President - Operations effective July 1, 2021 and has been employed by the Company since 2001. She previously served as Senior Vice President - Leasing and Management from March 2008 until July 2021. Prior to that, Ms. Wilson worked in the leasing, property management and investments groups. Before joining the Company, Ms. Wilson worked in investment banking and commercial real estate brokerage.

### Code of Ethics

The Company has adopted a Code of Business Conduct and Ethics (the "Code of Ethics") that applies to its principal executive officer, principal financial officer, principal accounting officer and controller, or persons performing similar functions, as well as all directors, officers and employees of the Company. The Code of Ethics is posted on the Company's website ([www.healthcarerealty.com](http://www.healthcarerealty.com)) and is available in print free of charge to any stockholder who requests a copy. Interested parties may address a written request for a printed copy of the Code of Ethics to: Investor Relations, Healthcare Realty Trust Incorporated, 3310 West End Avenue, Suite 700, Nashville, Tennessee 37203. The Company intends to satisfy the disclosure requirement regarding any amendment to, or a waiver of, a provision of the



Code of Ethics for the Company's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions by posting such information on the Company's website.

**Section 16(a) Compliance**

Information with respect to compliance with Section 16(a) of the Exchange Act set forth in the Company's Proxy Statement relating to the Annual Meeting of Shareholders to be held on May 21, 2024, under the caption "Security Ownership of Certain Beneficial Owners and Management – Delinquent Section 16(a) Reports," is incorporated herein by reference.

**Stockholder Recommendation of Director Candidates**

Information with respect to the Company's policy relating to stockholder recommendations of director candidates is set forth in the Company's Proxy Statement relating to the Annual Meeting of Stockholders to be held on May 21, 2024, under the caption "Shareholder Recommendation or Nomination of Director Candidates," and is incorporated herein by reference.

**Audit Committee**

Information relating to the Company's Audit Committee, its members and the Audit Committee's financial experts, set forth in the Company's Proxy Statement relating to the Annual Meeting of Shareholders to be held on May 21, 2024, under the caption "Committee Membership," is incorporated herein by reference.

## Item 11. Executive Compensation

Information relating to executive compensation, set forth in the Company's Proxy Statement relating to the Annual Meeting of Shareholders to be held on May 21, 2024, under the captions "Compensation Discussion and Analysis," "Executive Compensation," "Compensation Committee Interlocks and Insider Participation," "Compensation Committee Report" and "Director Compensation," is incorporated herein by reference, except with respect to the disclosure under the heading "Executive Compensation - Pay Versus Performance."

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

Information relating to the security ownership of management and certain beneficial owners, set forth in the Company's Proxy Statement relating to the Annual Meeting of Shareholders to be held on May 21, 2024 under the caption "Security Ownership of Certain Beneficial Owners and Management," is incorporated herein by reference.

Information relating to securities authorized for issuance under the Company's equity compensation plans, set forth in Item 5 of this report under the caption "Equity Compensation Plan Information," is incorporated herein by reference.

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

Information relating to certain relationships and related transactions, and director independence, set forth in the Company's Proxy Statement relating to the Annual Meeting of Shareholders to be held on May 21, 2024 under the captions "Certain Relationships and Related Transactions" and "Corporate Governance – Independence of Directors," is incorporated herein by reference.



## Item 14. Principal Accountant Fees and Services

Our independent registered public accounting firm is BDO USA, P.C., Nashville, TN, PCAOB ID#243.

Information relating to the fees paid to the Company's accountants, set forth in the Company's Proxy Statement relating to the Annual Meeting of Shareholders to be held on May 21, 2024, under the caption "Ratification of Appointment of Independent Registered Public Accounting Firm," is incorporated herein by reference.

## Item 15. Exhibits and Financial Statement Schedules

### Index to Historical Financial Statements, Financial Statement Schedules and Exhibits

#### 1. Financial Statements

The following financial statements of Healthcare Realty Trust Incorporated are included in Item 8 of this Annual Report on Form 10-K.

- Consolidated Balance Sheets – December 31, 2023 and December 31, 2022.
- Consolidated Statements of Operations for the years ended December 31, 2023, December 31, 2022 and December 31, 2021.
- Consolidated Statements of Comprehensive Income (Loss) for the years ended December 31, 2023, December 31, 2022 and December 31, 2021.
- Consolidated Statements of Equity and Redeemable Non-Controlling Interests for the years ended December 31, 2023, December 31, 2022 and December 31, 2021.
- Consolidated Statements of Cash Flows for the years ended December 31, 2023, December 31, 2022 and December 31, 2021.
- Notes to Consolidated Financial Statements.

#### 2. Financial Statement Schedules

Schedule II	– Valuation and Qualifying Accounts for the years ended December 31, 2023, 2022, and 2021	106
Schedule III	– Real Estate and Accumulated Depreciation as of December 31, 2023	107
Schedule IV	– Mortgage Loans on Real Estate Assets as of December 31, 2023	112

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

#### 3. Exhibits

EXHIBIT NUMBER	DESCRIPTION OF EXHIBITS
2.1	– Agreement and Plan of Merger, dated as of February 28, 2022, by and among Healthcare Realty Trust Incorporated (now known as HRTI, LLC), Healthcare Trust of America, Inc. (now known as Healthcare Realty Trust Incorporated), Healthcare Trust of America Holdings, L.P. (now known as Healthcare Realty Holdings, L.P.), and HR Acquisition 2, LLC. <sup>1</sup>
3.1	– Fifth Articles of Amendment and Restatement of the Company, as amended. <sup>2</sup>
3.2	– Fourth Amended and Restated Bylaws of the Company. <sup>3</sup>
3.3	– Certificate of Limited Partnership of Healthcare Realty Holdings, L.P., as amended. <sup>4</sup>
3.4	– Second Amended and Restated Agreement of Limited Partnership of Healthcare Realty Holdings, L.P. <sup>4</sup>
4.1	– Description of Registrant's securities registered pursuant to Section 12 of the Securities Exchange Act of 1934. <sup>5</sup>
4.2	– Indenture, dated as of March 28, 2013, among Healthcare Trust of America Holdings, LP (now Healthcare Realty Holdings, L.P.), Healthcare Trust of America, Inc. (now Healthcare Realty Trust Incorporated) and U.S. Bank National Association, as trustee, including the form of 3.70% Senior Notes due 2023 and the guarantee thereof. <sup>6</sup>



- 4.3 – 2026 Notes Indenture, dated as of July 12, 2016 among Healthcare Trust of America Holdings, LP (now Healthcare Realty Holdings, L.P.), Healthcare Trust of America, Inc. (now Healthcare Realty Trust Incorporated), and U.S. Bank National Association, as trustee, including the form of 3.50% Senior Notes due 2026 and the guarantee thereof.<sup>7</sup>
- 4.4 – 2027 Notes Indenture, dated as of June 8, 2017 among Healthcare Trust of America Holdings, LP (now Healthcare Realty Holdings, L.P.), Healthcare Trust of America, Inc. (now Healthcare Realty Trust Incorporated), and U.S. Bank National Association, as trustee, including the form of 3.75% Senior Notes due 2027 and the guarantee thereof.<sup>8</sup>
- 4.5 – 2030 Notes Indenture, dated as of September 16, 2019 among Healthcare Trust of America Holdings, LP (now Healthcare Realty Holdings, L.P.), Healthcare Trust of America, Inc. (now Healthcare Realty Trust Incorporated), and U.S. Bank National Association, as trustee, including the form of 3.10% Senior Notes due 2030 and the guarantee thereof.<sup>9</sup>
- 4.6 – 2031 Notes Indenture, dated as of September 28, 2020 among Healthcare Trust of America Holdings, LP (now Healthcare Realty Holdings, L.P.), Healthcare Trust of America, Inc. (now Healthcare Realty Trust Incorporated), and U.S. Bank National Association, as trustee, including the form of 2.00% Senior Notes due 2031 and the guarantee thereof.<sup>10</sup>
- 4.7 – Indenture, dated as of July 22, 2022, by and among Healthcare Realty Holdings, L.P., Healthcare Realty Trust Incorporated, and U.S. Bank Trust Company, National Association.<sup>4</sup>
- 4.8 – Supplemental Indenture No. 1, dated as of July 22, 2022, by and among Healthcare Realty Holdings, L.P., Healthcare Realty Trust Incorporated, and U.S. Bank Trust Company, National Association.<sup>4</sup>
- 4.9 – Supplemental Indenture No. 2, dated as of July 22, 2022, by and among Healthcare Realty Holdings, L.P., Healthcare Realty Trust Incorporated, and U.S. Bank Trust Company, National Association.<sup>4</sup>
- 4.10 – Supplemental Indenture No. 3, dated as of July 22, 2022, by and among Healthcare Realty Holdings, L.P., Healthcare Realty Trust Incorporated, and U.S. Bank Trust Company, National Association.<sup>4</sup>
- 4.11 – Supplemental Indenture No. 4, dated as of July 22, 2022, by and among Healthcare Realty Holdings, L.P., Healthcare Realty Trust Incorporated, and U.S. Bank Trust Company, National Association.<sup>4</sup>
- 4.12 – Tenth Supplemental Indenture, dated as of July 22, 2022, by and between HRTI, LLC and Truist Bank.<sup>4</sup>
- 4.13 – 3.875% Senior Notes due 2025.<sup>4</sup>
- 4.14 – 3.625% Senior Notes due 2028 (No. 2028-1).<sup>4</sup>
- 4.15 – 3.625% Senior Notes due 2028 (No. 2028-2).<sup>4</sup>
- 4.16 – 2.400% Senior Notes due 2030 (No. 2030-1).<sup>4</sup>
- 4.17 – 2.400% Senior Notes due 2030 (No. 2030-2).<sup>4</sup>
- 4.18 – 2.050% Senior Notes due 2031.<sup>4</sup>
- 4.19 – Guarantee of 2025 Note.<sup>4</sup>
- 4.20 – Guarantee of 2028 Note.<sup>4</sup>
- 4.21 – Guarantee of 2030 Note.<sup>4</sup>
- 4.22 – Guarantee of 2031 Note.<sup>4</sup>
- 10.1 – Term Loan Agreement, dated as of May 13, 2022, among Healthcare Trust of America, Inc. (now known as Healthcare Realty Trust Incorporated), Healthcare Trust of America Holdings, LP (now known as Healthcare Realty Holdings, L.P.), the lenders named therein, and J.P. Morgan Chase Bank, N.A., as administrative agent for such lenders.<sup>11</sup>
- 10.2 – Fourth Amended and Restated Revolving Credit and Term Loan Agreement, dated as of July 20, 2022, by and among Healthcare Trust of America Holdings, LP (now known as Healthcare Realty Holdings, L.P.), Healthcare Trust of America, Inc. (now known as Healthcare Realty Trust Incorporated), the lenders named therein, and Wells Fargo Bank, National Association.<sup>4</sup>
- 10.3 – Contribution and Assignment Agreement, dated as of July 20, 2022, by and between Healthcare Realty Trust Incorporated and Healthcare Realty Holdings, L.P.<sup>4</sup>
- 10.4 – Third Amended and Restated Employment Agreement, dated February 16, 2016, by and between Todd J. Meredith and Healthcare Realty Trust Incorporated (now known as HRTI, LLC).<sup>12</sup>
- 10.5 – Amendment No. 1 to Third Amended and Restated Employment Agreement, dated February 12, 2020, between Todd J. Meredith and Healthcare Realty Trust Incorporated (now known as HRTI, LLC).<sup>13</sup>
- 10.6 – Amendment No. 2 to Third Amended and Restated Employment Agreement, dated February 18, 2022, between Todd J. Meredith and Healthcare Realty Trust Incorporated (now known as HRTI, LLC).<sup>14</sup>
- 10.7 – Third Amended and Restated Employment Agreement, dated February 15, 2017, between John M. Bryant, Jr. and Healthcare Realty Trust Incorporated (now known as HRTI, LLC).<sup>15</sup>
- 10.8 – Amendment No. 1 to Third Amended and Restated Employment Agreement, dated February 12, 2020, between John M. Bryant, Jr. and Healthcare Realty Trust Incorporated (now known as HRTI, LLC).<sup>13</sup>

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- 10.9 – Amended and Restated Employment Agreement, dated January 1, 2017, between Robert E. Hull and Healthcare Realty Trust Incorporated (now known as HRTI, LLC).<sup>12</sup>
- 10.10 – Amendment No. 1 to Amended and Restated Employment Agreement, dated February 12, 2020, between Robert E. Hull and Healthcare Realty Trust Incorporated (now known as HRTI, LLC).<sup>13</sup>
- 10.11 – Amendment No. 2 to Amended and Restated Employment Agreement, dated February 18, 2022, between Robert E. Hull and Healthcare Realty Trust Incorporated (now known as HRTI, LLC).<sup>14</sup>
- 10.12 – Amended and Restated Employment Agreement, dated February 2, 2016, between J. Christopher Douglas and Healthcare Realty Trust Incorporated (now known as HRTI, LLC).<sup>16</sup>
- 10.13 – Amendment No. 1 to Amended and Restated Employment Agreement, dated February 12, 2020, between J. Christopher Douglas and Healthcare Realty Trust Incorporated (now known as HRTI, LLC).<sup>13</sup>
- 10.14 – Amendment No. 2 to Amended and Restated Employment Agreement, dated February 18, 2022, between J. Christopher Douglas and Healthcare Realty Trust Incorporated (now known as HRTI, LLC).<sup>14</sup>
- 10.15 – Amended and Restated Employment Agreement, dated July 1, 2021, between Julie F. Wilson and Healthcare Realty Trust Incorporated (now known as HRTI, LLC).<sup>17</sup>
- 10.16 – Executive Incentive Program, dated August 1, 2022.<sup>18</sup>
- 10.17 – Form of LTIP Award Agreement (CEO Version).<sup>19</sup>
- 10.18 – Form of LTIP Award Agreement (Executive Version).<sup>19</sup>
- 10.19 – Form of LTIP Award Agreement (Director Version).<sup>19</sup>
- 10.20 – Form of Indemnification Agreement for Directors.<sup>20</sup>
- 10.21 – Form of Restricted Stock Award Certificate.<sup>21</sup>
- 10.22 – The Company's Amended and Restated 2006 Incentive Plan, dated April 29, 2021.<sup>22</sup>
- 10.23 – Form of LTIP Award Agreement.<sup>23</sup>
- 21 – Subsidiaries of the Registrant. (filed herewith)
- 22 – Subsidiary Issuers of Guaranteed Securities (filed herewith).
- 23 – Consent of BDO USA, P.C., independent registered public accounting firm. (filed herewith)
- 31.1 – Certification of the Chief Executive Officer of the Company pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (filed herewith)
- 31.2 – Certification of the Chief Financial Officer of the Company pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (filed herewith)
- 32 – Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (filed herewith)
- 97 – Healthcare Realty Policy for the Recovery of Erroneously Awarded Compensation. (filed herewith)
- 101.INS – This instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document.
- 101.SCH – XBRL Taxonomy Extension Schema Document. (filed herewith)
- 101.CAL – XBRL Taxonomy Extension Calculation Linkbase Document. (filed herewith)
- 101.LAB – XBRL Taxonomy Extension Labels Linkbase Document. (filed herewith)
- 101.DEF – XBRL Taxonomy Extension Definition Linkbase Document. (filed herewith)
- 101.PRE – XBRL Taxonomy Extension Presentation Linkbase Document. (filed herewith)
- 104 – Cover Page Interactive Data File (formatted as Inline XBRL document and contained in Exhibit 101).

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1 Filed as an exhibit to Legacy HTA's (File No. 001-35568) Form 8-K filed with the SEC on March 1, 2022 and hereby incorporated by reference.

2 Filed as an exhibit to the Company's (File No. 001-35568) Form 10-Q for the quarter ended June 30, 2023 filed with the SEC on August 8, 2023 and hereby incorporated by reference.

3 Filed as an exhibit to Legacy HTA's (File No. 001-35568) Form 8-K filed with the SEC on April 29, 2020 and hereby incorporated by reference.

4 Filed as an exhibit to the Company's (File No. 001-35568) Form 8-K filed with the SEC on July 26, 2022 and hereby incorporated by reference.

5 Filed as an exhibit to the Company's Form 10-Q for the period ended September 30, 2023, filed with the SEC on November 3, 2023, and hereby incorporated by reference.

6 Filed as an exhibit to Legacy HTA's (File No. 001-35568) Form 8-K filed with the SEC on March 28, 2013 and hereby incorporated by reference.

7 Filed as an exhibit to Legacy HTA's (File No. 001-35568) Form 8-K filed with the SEC on July 12, 2016 and hereby incorporated by reference.

8 Filed as an exhibit to Legacy HTA's (File No. 001-35568) Form 8-K filed with the SEC on June 13, 2017 and hereby incorporated by reference.

9 Filed as an exhibit to Legacy HTA's (File No. 001-35568) Form 8-K filed with the SEC on September 16, 2019 and hereby incorporated by reference.

10 Filed as an exhibit to Legacy HTA's (File No. 001-35568) Form 8-K filed with the SEC on September 28, 2020 and hereby incorporated by reference.

11 Filed as an exhibit to Legacy HTA's (File No. 001-35568) Form 8-K filed with the SEC on May 16, 2022 and hereby incorporated by reference.

12 Filed as an exhibit to Legacy HR's (File No. 001-11852) Form 10-K for the year ended December 31, 2015 filed with the SEC on February 16, 2016 and hereby incorporated by reference.

13 Filed as an exhibit to Legacy HR's (File No. 001-11852) Form 10-K for the year ended December 31, 2019 filed with the SEC on February 12, 2020 and hereby incorporated by reference.



- 14 Filed as an exhibit to Legacy HR's (File No. 001-11852) Form 10-K for the year ended December 31, 2021 filed with the SEC on February 22, 2022 and hereby incorporated by reference.
- 15 Filed as an exhibit to Legacy HR's (File No. 001-11852) Form 10-K for the year ended December 31, 2016 filed with the SEC on February 15, 2017 and hereby incorporated by reference.
- 16 Filed as an exhibit to Legacy HR's (File No. 001-11852) Form 8-K filed with the SEC on February 2, 2016 and hereby incorporated by reference.
- 17 Filed as an exhibit to Legacy HR's (File No. 001-11852) Form 10-Q for the quarter ended June 30, 2021 filed with the SEC on August 4, 2021 and hereby incorporated by reference.
- 18 Filed as an exhibit to the Company's (File No. 001-35568) Form 8-K filed with the SEC on August 5, 2022 and hereby incorporated by reference.
- 19 Filed as an exhibit to Legacy HTA's (File No. 001-35568) Form 8-K filed with the SEC on May 18, 2012 and hereby incorporated by reference.
- 20 Filed as an exhibit to Legacy HTA's (File No. 001-35568) Form 8-K filed with the SEC on December 22, 2010 and hereby incorporated by reference.
- 21 Filed as an exhibit to Legacy HTA's (File No. 001-35568) Form 10-K for the year ended December 31, 2016 filed with the SEC on February 21, 2017 and hereby incorporated by reference.
- 22 Included as Appendix A to Legacy HTA's (File No. 001-35568) Definitive Proxy Statement on Schedule 14A filed with the SEC on April 30, 2021 and hereby incorporated by reference.
- 23 Filed as an exhibit to the Company's (File No. 001-35568) Form 10-K for the year ended December 31, 2022 filed with the SEC on March 1, 2023 and hereby incorporated by reference.

### **Executive Compensation Plans and Arrangements**

The following is a list of all executive compensation plans and arrangements filed as exhibits to this Annual Report on Form 10-K:

1. Third Amended and Restated Employment Agreement, dated February 16, 2016, between Todd J. Meredith and Healthcare Realty Trust Incorporated (now known as HRTI, LLC) (filed as Exhibit 10.4)
2. Amendment No. 1 to Third Amended and Restated Employment Agreement, dated February 12, 2020, between Todd J. Meredith and Healthcare Realty Trust Incorporated (now known as HRTI, LLC) (filed as Exhibit 10.5)
3. Amendment No. 2 to Third Amended and Restated Employment Agreement, dated February 22, 2022, between Todd J. Meredith and Healthcare Realty Trust Incorporated (now known as HRTI, LLC) (filed as Exhibit 10.6)
4. Third Amended and Restated Employment Agreement, dated February 15, 2017, between John M. Bryant, Jr. and Healthcare Realty Trust Incorporated (now known as HRTI, LLC) (filed as Exhibit 10.7)
5. Amendment No. 1 to Third Amended and Restated Employment Agreement, dated February 12, 2020, between John M. Bryant, Jr. and Healthcare Realty Trust Incorporated (now known as HRTI, LLC) (filed as Exhibit 10.8)
6. Amended and Restated Employment Agreement, dated January 1, 2017, between Robert E. Hull and Healthcare Realty Trust Incorporated (now known as HRTI, LLC) (filed as Exhibit 10.9)
7. Amendment No. 1 to Amended and Restated Employment Agreement, dated February 12, 2020, between Robert E. Hull and Healthcare Realty Trust Incorporated (now known as HRTI, LLC) (filed as Exhibit 10.10)
8. Amendment No. 2 to Amended and Restated Employment Agreement, dated February 22, 2022, between Robert E. Hull and Healthcare Realty Trust Incorporated (now known as HRTI, LLC) (filed as Exhibit 10.11)
9. Amended and Restated Employment Agreement, dated February 2, 2016, between J. Christopher Douglas and Healthcare Realty Trust Incorporated (now known as HRTI, LLC) (filed as Exhibit 10.12)
10. Amendment No. 1 to Amended and Restated Employment Agreement, dated February 12, 2020, between J. Christopher Douglas and Healthcare Realty Trust Incorporated (now known as HRTI, LLC) (filed as Exhibit 10.13)
11. Amendment No. 2 to Amended and Restated Employment Agreement, dated February 22, 2022, between J. Christopher Douglas and Healthcare Realty Trust Incorporated (now known as HRTI, LLC) (filed as Exhibit 10.14)
12. Amended and Restated Employment Agreement between Healthcare Realty Trust Incorporated (now known as HRTI, LLC) and Julie F. Wilson, dated July 1, 2021 (filed as Exhibit 10.15)
13. Executive Incentive Program, dated August 1, 2022 (filed as Exhibit 10.16)
14. Form of LTIP Award Agreement (CEO Version) (filed as Exhibit 10.17)
15. Form of LTIP Award Agreement (Executive Version) (filed as Exhibit 10.18)
16. Form of LTIP Award Agreement (Director Version) (filed as Exhibit 10.19)



17. Form of Restricted Stock Award Certificate (filed as Exhibit 10.21)
18. The Company's Amended and Restated 2006 Incentive Plan, dated April 29, 2021 (filed as Exhibit 10.22)
19. Form of LTIP Award Agreement (filed as Exhibit 10.23)

## Item 16. Form 10-K Summary

None.

### SIGNATURES AND SCHEDULES

#### Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

HEALTHCARE REALTY TRUST INCORPORATED

By: /s/ TODD J. MEREDITH

Todd J. Meredith

President, Chief Executive Officer, and Director

February 16, 2024

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.



SIGNATURE	TITLE	DATE
/s/ Todd J. Meredith Todd J. Meredith	President, Chief Executive Officer and Director (Principal Executive Officer)	February 16, 2024
/s/ J. Christopher Douglas J. Christopher Douglas	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 16, 2024
/s/ Amanda L. Callaway Amanda L. Callaway	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	February 16, 2024
/s/ John V. Abbott John V. Abbott	Director	February 16, 2024
/s/ Nancy H. Agee Nancy H. Agee	Director	February 16, 2024
/s/ W. Bradley Blair, II W. Bradley Blair, II	Director	February 16, 2024
/s/ Vicki U. Booth Vicki U. Booth	Director	February 16, 2024
/s/ Edward H. Braman Edward H. Braman	Director	February 16, 2024
/s/ Ajay Gupta Ajay Gupta	Director	February 16, 2024
/s/ James J. Kilroy James J. Kilroy	Director	February 16, 2024
/s/ Jay P. Leupp Jay P. Leupp	Director	February 16, 2024
/s/ Peter F. Lyle Peter F. Lyle	Director	February 16, 2024
/s/ Constance B. Moore Constance B. Moore	Director	February 16, 2024
/s/ John Knox Singleton John Knox Singleton	Director	February 16, 2024
/s/ Christann M. Vasquez Christann M. Vasquez	Director	February 16, 2024



Schedule II – Valuation and Qualifying Accounts for the years ended December 31, 2023, 2022 and 2021

*Dollars in thousands*

DESCRIPTION	BALANCE AT BEGINNING OF PERIOD	ADDITIONS AND DEDUCTIONS		UNCOLLECTIBLE ACCOUNTS WRITTEN-OFF	BALANCE AT END OF PERIOD
		CHARGED/ (CREDITED) TO COSTS AND EXPENSES	CHARGED TO OTHER ACCOUNTS		
2023 Accounts receivable allowance	\$ 3,954	\$ 5,119	\$ —	\$ 669	\$ 8,404
2022 Accounts receivable allowance	\$ 654	\$ 3,306	\$ —	\$ 6	\$ 3,954
2021 Accounts receivable allowance	\$ 604	\$ 72	\$ —	\$ 22	\$ 654



## Schedule III – Real Estate and Accumulated Depreciation as of December 31, 2023

Dollars in thousands

MARKET	NUMBER OF PROP.	LAND <sup>1</sup>			BUILDINGS, IMPROVEMENTS, LEASE INTANGIBLES AND CIP <sup>1</sup>			PERSONAL PROPERTY	2, 3, 5 TOTAL PROPERTY	1, 3 ACCUMULATED DEPRECIATION	4 ENCUMBRANCES	5 DATE ACQUIRED	DATE CONST.
		INITIAL INVESTMENT	COST CAPITALIZED subsequent to acquisition	TOTAL	INITIAL INVESTMENT	COST CAPITALIZED subsequent to acquisition	TOTAL						
Dallas, TX	43	\$ 72,772	\$ 17,396	\$ 90,168	\$ 925,170	\$ 147,779	\$ 1,072,949	\$ 550	\$ 1,163,667	\$ 221,375	\$ —	2003-2022	1974-2021
Houston, TX	31	63,942	13,018	76,960	642,626	32,557	675,183	57	752,200	97,793	—	2007-2022	1974-2018
Seattle, WA	29	59,412	4,883	64,295	551,328	90,031	641,359	715	706,369	186,903	—	2008-2022	1977-2018
Denver, CO	33	62,172	14,526	76,698	488,764	56,499	545,263	610	622,571	94,906	—	2007-2022	1942-2022
Charlotte, NC	32	28,119	7,345	35,464	451,251	39,182	490,433	110	526,007	116,578	—	2008-2020	1961-2018
Phoenix, AZ	35	12,205	8,057	20,262	447,753	26,436	474,189	425	494,876	59,449	—	2007-2017	1971-2008
Atlanta, GA	27	40,227	8,868	49,095	429,729	15,587	445,316	100	494,511	79,569	5,572	2007-2022	1974-2014
Boston, MA	17	117,857	9,590	127,447	336,670	4,255	340,925	14	468,386	37,569	—	2012-2016	1860-2011
Raleigh, NC	28	44,530	12,090	56,620	393,245	15,098	408,343	9	464,972	38,879	—	2010-2022	1977-2020
Nashville, TN	13	40,673	2,674	43,347	309,400	97,997	407,397	7,427	458,171	115,979	7,841	2004-2022	1976-2022
Los Angeles, CA	20	68,225	3,861	72,086	305,221	71,590	376,811	453	449,350	145,875	28,870	1994-2022	1964-2008
Miami, FL	19	47,092	6,902	53,994	325,814	35,543	361,357	178	415,529	74,470	—	1994-2021	1954-2021
Tampa, FL	19	23,491	7,631	31,122	363,588	15,729	379,317	33	410,472	36,726	—	1994-2023	1975-2015
Indianapolis, IN	36	45,914	8,985	54,899	308,044	10,542	318,586	13	373,498	42,273	—	2007-2019	1988-2013
Austin, TX	13	22,178	4,885	27,063	261,585	31,211	292,796	142	320,001	55,891	—	2007-2022	1972-2015
New York, NY	14	58,719	5,683	64,402	192,029	4,705	196,734	—	261,136	15,887	—	2014-2019	1920-2014
Chicago, IL	6	11,250	2,554	13,804	212,170	17,314	229,484	81	243,369	39,671	—	2004-2019	1970-2017
Memphis, TN	11	12,253	1,648	13,901	118,427	75,725	194,152	322	208,375	71,813	—	1999-2020	1982-2014
Honolulu, HI	6	8,314	1,213	9,527	147,422	47,669	195,091	169	204,787	61,575	—	2003-2014	1975-2010
Hartford, CT	30	24,167	5,214	29,381	159,178	1,383	160,561	—	189,942	15,883	—	2016-2019	1955-2017
Other (49 markets)	194	272,785	61,795	334,580	3,308,020	211,205	3,519,225	1,310	3,855,115	618,702	28,251	1993-2023	
<b>Total real estate</b>	<b>656</b>	<b>1,136,297</b>	<b>208,818</b>	<b>1,345,115</b>	<b>10,677,434</b>	<b>1,048,037</b>	<b>11,725,471</b>	<b>12,718</b>	<b>13,083,304</b>	<b>2,227,766</b>	<b>70,534</b>		
Land held for develop.	—	59,871	—	59,871	—	—	—	—	59,871	—	—		
Construction in Progress	—	—	—	—	60,727	—	60,727	—	60,727	—	—		
Financing lease right-of-use assets	—	—	—	—	—	—	—	—	82,209	—	—		
Investment in financing receivables, net	—	—	—	—	—	—	—	—	122,602	—	—		
<b>Total properties</b>	<b>656</b>	<b>1,196,168</b>	<b>208,818</b>	<b>1,404,986</b>	<b>10,738,161</b>	<b>1,048,037</b>	<b>11,786,198</b>	<b>12,718</b>	<b>13,408,713</b>	<b>2,227,766</b>	<b>70,534</b>		

- 1 Includes one asset held for sale as of December 31, 2023 with gross real estate investments of approximately \$9.6 million.
- 2 Total properties as of December 31, 2023 have an estimated aggregate total cost of \$12.6 billion for federal income tax purposes.
- 3 Depreciation is provided for on a straight-line basis on buildings and improvements over 3.3 to 49.0 years, lease intangibles over 1.0 to 99.0 years, personal property over 3.0 to 20.0 years, and land improvements over 2.0 to 39.0 years.
- 4 Includes unamortized premium of \$0.3 million and unaccreted discount of \$0.2 million and debt issuance costs of \$0.3 million as of December 31, 2023.
- 5 Includes merger of Healthcare Trust of America, Inc. buildings, acquired in 2022.
- 6 Rollforward of Total Property and Accumulated Depreciation, including assets held for sale, for the year ended December 31, 2023, 2022 and 2021 follows:

Dollars in thousands

	YEAR ENDED DEC. 31, 2023		YEAR ENDED DEC. 31, 2022		YEAR ENDED DEC. 31, 2021	
	TOTAL PROPERTY	ACCUMULATED DEPRECIATION	TOTAL PROPERTY	ACCUMULATED DEPRECIATION	TOTAL PROPERTY	ACCUMULATED DEPRECIATION
<b>Beginning balance</b>	<b>\$14,076,475</b>	<b>\$ 1,645,271</b>	<b>\$ 5,104,942</b>	<b>\$ 1,338,743</b>	<b>\$ 4,670,226</b>	<b>\$ 1,249,679</b>
Additions during the period						
Real estate acquired	54,024	2,322	9,780,070	241,285	374,912	7,668
Other improvements	28,521	668,069	219,783	205,703	103,035	191,875
Land held for development	—	—	49,416	—	2,021	—
Construction in progress	49,901	—	31,586	—	3,974	—
Investment in financing receivable, net	2,366	—	(66,509)	—	186,745	—
Financing lease right-of-use assets, net	(1,616)	—	52,249	—	11,909	—
Corporate Properties	—	—	3,640	236	—	—
Retirement/dispositions						
Real estate	(800,958)	(87,896)	(1,098,702)	(140,696)	(247,880)	(110,479)
<b>Ending balance</b>	<b>\$13,408,713</b>	<b>2,227,766</b>	<b>\$14,076,475</b>	<b>\$ 1,645,271</b>	<b>\$ 5,104,942</b>	<b>\$ 1,338,743</b>



## Schedule IV – Mortgage Loans on Real Estate Assets as of December 31, 2023

<i>Dollars in thousands</i>		Final Maturity Date	Payment Terms	Prior Liens	Face Amount	Carrying Amount	Principal Amount of Loans Subject to Delinquent Principal or Interest
Mortgage loan on real estate located in:							
Texas	7.00 %	7/1/2024	(1)	\$ —	\$ 31,150	\$ 31,150	\$ —
North Carolina	8.00 %	12/22/2024	(2)	—	6,000	5,796	—
Florida	6.00 %	2/27/2026	(3)	—	32,156	32,112	—
California	6.00 %	3/29/2026	(4)	—	45,000	45,000	—
Florida	9.00 %	12/28/2026	(5)	—	7,700	7,700	—
Mezzanine loans on real estate located in:							
Texas	8.00 %	6/24/2024	(6)	—	54,119	45,856	54,119
Arizona	9.00 %	12/20/2026	(4)	—	6,000	6,000	—
Total real estate notes receivable				\$ —	\$ 182,125	\$ 173,614	\$ 54,119

1 Twelve-month prefunded interest reserve, with principal sum and interest on unpaid principal due on the maturity date.

2 Capitalized interest through maturity, with outstanding principal and accrued interest due on the maturity date.

3 Construction loan up to \$65 million with periodic disbursements. Interest only payments due with principal and any unpaid interest due on the maturity date.

4 Interest only payments due with principal and any unpaid interest due on the maturity date.

5 Monthly installment payments of principal and interest in the amount of \$152,069.

6 Interest only payments due with principal and any unpaid interest due on the maturity date. Loan on non-accrual status as of December 31, 2023.

The following shows changes in the carrying amounts of mortgage loans on real estate assets during the years ended December 31, 2023, 2022 and 2021:

	Year Ended December 31,		
	2023	2022	2021
Balance as of the beginning of the year	\$ 99,643	\$ —	\$ —
Additions:			
Fair value real estate notes assumed	—	74,819	—
New real estate notes	58,700	23,325	—
Draws on existing real estate notes	19,103	—	—
Capitalized interest	—	1,499	—
Accretion of fees and other items	1,364	—	—
Deductions:			
Collection of real estate loans	—	—	—
Deferred fees and other items	—	—	—
Allowance for credit loss	\$ (5,196)	—	—
Balance as of the end of the year	\$ 173,614	\$ 99,643	\$ —

All other schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are omitted because they are not required under the related instructions or are not applicable, or because the required information is shown in the consolidated financial statements or notes thereto.







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