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

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**FORM 10-Q**

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

For the quarterly period ended **June 30, 2024**

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 **001-35169**

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**RLJ LODGING TRUST**

(Exact Name of Registrant as Specified in Its Charter)

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**Maryland**

(State or Other Jurisdiction of Incorporation or Organization)

**27-4706509**

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

**7373 Wisconsin Avenue, Suite 1500**

**Bethesda, Maryland**

(Address of Principal Executive Offices)

**20814**

(Zip Code)

**(301) 280-7777**

(Registrant's Telephone Number, Including Area Code)

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

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Exchange on Which Registered</u>
Common Shares of beneficial interest, par value \$0.01 per share	RLJ	New York Stock Exchange
\$1.95 Series A Cumulative Convertible Preferred Shares, par value \$0.01 per share	RLJ-A	New York Stock Exchange

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

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

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

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Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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

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

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

As of July 26, 2024, 155,024,153 common shares of beneficial interest of the Registrant, \$0.01 par value per share, were outstanding.

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## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

**RLJ Lodging Trust**  
**Consolidated Balance Sheets**  
(Amounts in thousands, except share and per share data)  
*(unaudited)*

	June 30, 2024	December 31, 2023
<b>Assets</b>		
Investment in hotel properties, net	\$ 4,274,669	\$ 4,136,216
Investment in unconsolidated joint ventures	7,386	7,398
Cash and cash equivalents	371,133	516,675
Restricted cash reserves	36,081	38,652
Hotel and other receivables, net of allowance of \$369 and \$265, respectively	30,916	26,163
Lease right-of-use assets	130,875	136,140
Prepaid expense and other assets	66,967	58,051
<b>Total assets</b>	<b>\$ 4,918,027</b>	<b>\$ 4,919,295</b>
<b>Liabilities and Equity</b>		
Debt, net	\$ 2,222,642	\$ 2,220,778
Accounts payable and other liabilities	149,682	147,819
Advance deposits and deferred revenue	33,475	32,281
Lease liabilities	119,902	122,588
Accrued interest	21,934	22,539
Distributions payable	22,621	22,500
<b>Total liabilities</b>	<b>2,570,256</b>	<b>2,568,505</b>
Commitments and Contingencies (Note 11)		
<b>Equity</b>		
Shareholders' equity:		
Preferred shares of beneficial interest, \$0.01 par value, 50,000,000 shares authorized		
Series A Cumulative Convertible Preferred Shares, \$0.01 par value, 12,950,000 shares authorized; 12,879,475 shares issued and outstanding, liquidation value of \$328,266, at June 30, 2024 and December 31, 2023	366,936	366,936
Common shares of beneficial interest, \$0.01 par value, 450,000,000 shares authorized; 155,240,677 and 155,297,829 shares issued and outstanding at June 30, 2024 and December 31, 2023, respectively	1,552	1,553
Additional paid-in capital	3,000,394	3,000,894
Distributions in excess of net earnings	(1,057,061)	(1,055,183)
Accumulated other comprehensive income	22,171	22,662
Total shareholders' equity	2,333,992	2,336,862
Noncontrolling interests:		
Noncontrolling interest in the Operating Partnership	6,318	6,294
Noncontrolling interest in consolidated joint ventures	7,461	7,634
Total noncontrolling interests	13,779	13,928
<b>Total equity</b>	<b>2,347,771</b>	<b>2,350,790</b>
<b>Total liabilities and equity</b>	<b>\$ 4,918,027</b>	<b>\$ 4,919,295</b>

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

**RLJ Lodging Trust**  
**Consolidated Statements of Operations and Comprehensive Income**  
(Amounts in thousands, except share and per share data)

	For the three months ended June 30,		For the six months ended June 30,	
	2024	2023	2024	2023
<b>Revenues</b>				
Operating revenues				
Room revenue	\$ 303,652	\$ 295,496	\$ 570,282	\$ 556,328
Food and beverage revenue	40,843	38,132	76,532	71,420
Other revenue	24,802	23,332	46,893	43,715
Total revenues	<u>369,297</u>	<u>356,960</u>	<u>693,707</u>	<u>671,463</u>
<b>Expenses</b>				
Operating expenses				
Room expense	73,941	70,333	143,327	136,384
Food and beverage expense	30,304	28,037	58,931	54,174
Management and franchise fee expense	29,789	29,277	55,444	55,459
Other operating expenses	90,792	84,207	180,601	166,831
Total property operating expenses	<u>224,826</u>	<u>211,854</u>	<u>438,303</u>	<u>412,848</u>
Depreciation and amortization	44,474	44,925	89,153	89,921
Property tax, insurance and other	28,753	24,684	56,587	49,332
General and administrative	13,940	14,627	29,045	28,283
Transaction costs	76	4	90	24
Total operating expenses	<u>312,069</u>	<u>296,094</u>	<u>613,178</u>	<u>580,408</u>
Other income, net	687	736	3,878	1,585
Interest income	4,118	5,011	8,905	8,675
Interest expense	(28,049)	(24,543)	(54,507)	(48,673)
Gain (loss) on sale of hotel properties, net	3,546	(44)	3,546	(44)
Loss on extinguishment of indebtedness, net	—	(169)	—	(169)
Income before equity in income from unconsolidated joint ventures	37,530	41,857	42,351	52,429
Equity in income from unconsolidated joint ventures	154	220	388	501
Income before income tax expense	37,684	42,077	42,739	52,930
Income tax expense	(393)	(357)	(702)	(696)
Net income	<u>37,291</u>	<u>41,720</u>	<u>42,037</u>	<u>52,234</u>
Net (income) loss attributable to noncontrolling interests:				
Noncontrolling interest in the Operating Partnership	(169)	(171)	(167)	(188)
Noncontrolling interest in consolidated joint ventures	(16)	(154)	173	(6)
Net income attributable to RLJ	37,106	41,395	42,043	52,040
Preferred dividends	(6,279)	(6,279)	(12,557)	(12,557)
Net income attributable to common shareholders	<u>\$ 30,827</u>	<u>\$ 35,116</u>	<u>\$ 29,486</u>	<u>\$ 39,483</u>
<b>Basic per common share data:</b>				
Net income per share attributable to common shareholders	<u>\$ 0.20</u>	<u>\$ 0.22</u>	<u>\$ 0.19</u>	<u>\$ 0.25</u>
Weighted-average number of common shares	<u>153,641,065</u>	<u>156,424,444</u>	<u>153,305,640</u>	<u>157,945,406</u>

**Diluted per common share data:**

Net income per share attributable to common shareholders	\$ 0.20	\$ 0.22	\$ 0.19	\$ 0.25
Weighted-average number of common shares	154,105,871	156,741,187	154,151,135	158,381,380

**Comprehensive income:**

Net income	\$ 37,291	\$ 41,720	\$ 42,037	\$ 52,234
Unrealized (loss) gain on interest rate derivatives	(2,773)	7,558	(491)	1,142
Comprehensive income	34,518	49,278	41,546	53,376
Comprehensive (income) loss attributable to noncontrolling interests:				
Noncontrolling interest in the Operating Partnership	(169)	(171)	(167)	(188)
Noncontrolling interest in consolidated joint ventures	(16)	(154)	173	(6)
Comprehensive income attributable to RLJ	\$ 34,333	\$ 48,953	\$ 41,552	\$ 53,182

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

**RLJ Lodging Trust**  
**Consolidated Statements of Changes in Equity**  
(Amounts in thousands, except share data)  
*(unaudited)*

	Shareholders' Equity						Noncontrolling Interest		Total Equity	
	Preferred Stock		Common Stock				Accumulated Other Comprehensive Income	Operating Partnership		Consolidated Joint Ventures
	Shares	Amount	Shares	Par Value	Additional Paid-in Capital	Distributions in excess of net earnings				
<b>Balance at December 31, 2023</b>	12,879,475	\$366,936	155,297,829	\$ 1,553	\$3,000,894	\$(1,055,183)	\$ 22,662	\$ 6,294	\$ 7,634	\$ 2,350,790
Net income (loss)	—	—	—	—	—	42,043	—	167	(173)	42,037
Unrealized loss on interest rate derivatives	—	—	—	—	—	—	(491)	—	—	(491)
Issuance of restricted stock	—	—	1,178,779	11	(11)	—	—	—	—	—
Amortization of share-based compensation	—	—	—	—	12,705	—	—	—	—	12,705
Shares acquired to satisfy minimum required federal and state tax withholding on vesting restricted stock	—	—	(807,917)	(8)	(9,006)	—	—	—	—	(9,014)
Shares acquired as part of a share repurchase program	—	—	(407,857)	(4)	(4,188)	—	—	—	—	(4,192)
Forfeiture of restricted stock	—	—	(20,157)	—	—	—	—	—	—	—
Distributions on preferred shares	—	—	—	—	—	(12,557)	—	—	—	(12,557)
Distributions on common shares and units	—	—	—	—	—	(31,364)	—	(143)	—	(31,507)
<b>Balance at June 30, 2024</b>	<u>12,879,475</u>	<u>\$366,936</u>	<u>155,240,677</u>	<u>\$ 1,552</u>	<u>\$3,000,394</u>	<u>\$(1,057,061)</u>	<u>\$ 22,171</u>	<u>\$ 6,318</u>	<u>\$ 7,461</u>	<u>\$ 2,347,771</u>

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

**RLJ Lodging Trust**  
**Consolidated Statements of Changes in Equity**  
(Amounts in thousands, except share data)  
*(unaudited)*

	Shareholders' Equity						Noncontrolling Interest			
	Preferred Stock		Common Stock				Accumulated Other Comprehensive Income	Operating Partnership	Consolidated Joint Ventures	Total Equity
	Shares	Amount	Shares	Par Value	Additional Paid-in Capital	Distributions in excess of net earnings				
<b>Balance at March 31, 2024</b>	12,879,475	\$366,936	155,819,434	\$ 1,558	\$3,002,588	\$(1,072,125)	\$ 24,944	\$ 6,220	\$ 7,445	\$ 2,337,566
Net income	—	—	—	—	—	37,106	—	169	16	37,291
Unrealized loss on interest rate derivatives	—	—	—	—	—	—	(2,773)	—	—	(2,773)
Issuance of restricted stock	—	—	205,414	2	(2)	—	—	—	—	—
Amortization of share-based compensation	—	—	—	—	5,724	—	—	—	—	5,724
Shares acquired to satisfy minimum required federal and state tax withholding on vesting restricted stock	—	—	(462,047)	(5)	(4,978)	—	—	—	—	(4,983)
Shares acquired as part of a share repurchase program	—	—	(302,346)	(3)	(2,938)	—	—	—	—	(2,941)
Forfeiture of restricted stock	—	—	(19,778)	—	—	—	—	—	—	—
Distributions on preferred shares	—	—	—	—	—	(6,279)	—	—	—	(6,279)
Distributions on common shares and units	—	—	—	—	—	(15,763)	—	(71)	—	(15,834)
<b>Balance at June 30, 2024</b>	<u>12,879,475</u>	<u>\$366,936</u>	<u>155,240,677</u>	<u>\$ 1,552</u>	<u>\$3,000,394</u>	<u>\$(1,057,061)</u>	<u>\$ 22,171</u>	<u>\$ 6,318</u>	<u>\$ 7,461</u>	<u>\$ 2,347,771</u>

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



**RLJ Lodging Trust**  
**Consolidated Statements of Changes in Equity**  
(Amounts in thousands, except share data)  
*(unaudited)*

	Shareholders' Equity						Noncontrolling Interest			Total Equity
	Preferred Stock		Common Stock				Accumulated Other Comprehensive Income	Operating Partnership	Consolidated Joint Ventures	
	Shares	Amount	Shares	Par Value	Additional Paid-in Capital	Distributions in excess of net earnings				
<b>Balance at December 31, 2022</b>	12,879,475	\$366,936	162,003,533	\$1,620	\$3,054,958	\$(1,049,441)	\$ 40,591	\$ 6,313	\$ 7,669	\$ 2,428,646
Net income	—	—	—	—	—	52,040	—	188	6	52,234
Unrealized gain on interest rate derivatives	—	—	—	—	—	—	1,142	—	—	1,142
Issuance of restricted stock	—	—	1,190,961	12	(12)	—	—	—	—	—
Amortization of share-based compensation	—	—	—	—	12,728	—	—	—	—	12,728
Shares acquired to satisfy minimum required federal and state tax withholding on vesting restricted stock	—	—	(407,205)	(4)	(4,394)	—	—	—	—	(4,398)
Shares acquired as part of a share repurchase program	—	—	(5,082,968)	(51)	(51,930)	—	—	—	—	(51,981)
Forfeiture of restricted stock	—	—	(18,130)	—	—	—	—	—	—	—
Distributions on preferred shares	—	—	—	—	—	(12,557)	—	—	—	(12,557)
Distributions on common shares and units	—	—	—	—	—	(25,608)	—	(121)	—	(25,729)
<b>Balance at June 30, 2023</b>	<u>12,879,475</u>	<u>\$366,936</u>	<u>157,686,191</u>	<u>\$1,577</u>	<u>\$3,011,350</u>	<u>\$(1,035,566)</u>	<u>\$ 41,733</u>	<u>\$ 6,380</u>	<u>\$ 7,675</u>	<u>\$ 2,400,085</u>

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

**RLJ Lodging Trust**  
**Consolidated Statements of Changes in Equity**  
(Amounts in thousands, except share data)  
*(unaudited)*

	Shareholders' Equity						Noncontrolling Interest			
	Preferred Stock		Common Stock				Accumulated Other Comprehensive Income	Operating Partnership	Consolidated Joint Ventures	Total Equity
	Shares	Amount	Shares	Par Value	Additional Paid-in Capital	Distributions in excess of net earnings				
<b>Balance at March 31, 2023</b>	12,879,475	\$366,936	160,077,784	\$1,601	\$3,034,682	\$(1,057,939)	\$ 34,175	\$ 6,264	\$ 7,521	\$ 2,393,240
Net income	—	—	—	—	—	41,395	—	171	154	41,720
Unrealized gain on interest rate derivatives	—	—	—	—	—	—	7,558	—	—	7,558
Issuance of restricted stock	—	—	550,554	6	(6)	—	—	—	—	—
Amortization of share-based compensation	—	—	—	—	6,597	—	—	—	—	6,597
Shares acquired to satisfy minimum required federal and state tax withholding on vesting restricted stock	—	—	(244,456)	(3)	(2,506)	—	—	—	—	(2,509)
Shares acquired as part of a share repurchase program	—	—	(2,681,115)	(27)	(27,417)	—	—	—	—	(27,444)
Forfeiture of restricted stock	—	—	(16,576)	—	—	—	—	—	—	—
Distributions on preferred shares	—	—	—	—	—	(6,279)	—	—	—	(6,279)
Distributions on common shares and units	—	—	—	—	—	(12,743)	—	(55)	—	(12,798)
<b>Balance at June 30, 2023</b>	<u>12,879,475</u>	<u>\$366,936</u>	<u>157,686,191</u>	<u>\$ 1,577</u>	<u>\$3,011,350</u>	<u>\$(1,035,566)</u>	<u>\$ 41,733</u>	<u>\$ 6,380</u>	<u>\$ 7,675</u>	<u>\$ 2,400,085</u>

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

**RLJ Lodging Trust**  
**Consolidated Statements of Cash Flows**  
(Amounts in thousands)  
*(unaudited)*

	For the six months ended June 30,	
	2024	2023
<b>Cash flows from operating activities</b>		
Net income	\$ 42,037	\$ 52,234
Adjustments to reconcile net income to cash flow provided by operating activities:		
(Gain) loss on sale of hotel properties, net	(3,546)	44
Loss on extinguishment of indebtedness, net	—	169
Depreciation and amortization	89,153	89,921
Amortization of deferred financing costs	3,116	2,965
Other amortization	2,882	2,172
Equity in income from unconsolidated joint ventures	(388)	(501)
Distributions of income from unconsolidated joint ventures	400	—
Amortization of share-based compensation	11,708	11,781
Changes in assets and liabilities:		
Hotel and other receivables, net	(4,771)	(3,220)
Prepaid expense and other assets	(11,794)	1,080
Accounts payable and other liabilities	4,972	(22,163)
Advance deposits and deferred revenue	1,130	1,273
Accrued interest	(605)	1,360
<b>Net cash flow provided by operating activities</b>	<b>134,294</b>	<b>137,115</b>
<b>Cash flows from investing activities</b>		
Acquisitions, net	(158,345)	—
Proceeds from sales of hotel properties, net	7,679	(44)
Improvements and additions to hotel properties and other assets	(72,372)	(65,771)
Purchase deposit	(2,000)	—
<b>Net cash flow used in investing activities</b>	<b>(225,038)</b>	<b>(65,815)</b>
<b>Cash flows from financing activities</b>		
Borrowings under Revolver	200,000	—
Borrowings on Term Loans	—	320,000
Repayments of Term Loans	—	(318,662)
Repayment of mortgage loan	(200,000)	—
Repurchase of common shares under share repurchase programs	(4,192)	(51,981)
Repurchase of common shares to satisfy employee tax withholding requirements	(9,014)	(4,398)
Distributions on preferred shares	(12,557)	(12,557)
Distributions on common shares	(31,244)	(20,962)
Distributions on Operating Partnership units	(142)	(95)
Payments of deferred financing costs	(220)	(7,699)
<b>Net cash flow used in financing activities</b>	<b>(57,369)</b>	<b>(96,354)</b>
Net change in cash, cash equivalents, and restricted cash reserves	(148,113)	(25,054)
<b>Cash, cash equivalents, and restricted cash reserves, beginning of year</b>	<b>555,327</b>	<b>536,386</b>
<b>Cash, cash equivalents, and restricted cash reserves, end of period</b>	<b>\$ 407,214</b>	<b>\$ 511,332</b>

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

**RLJ Lodging Trust**  
**Notes to the Consolidated Financial Statements**  
*(unaudited)*

**1. General**

*Organization*

RLJ Lodging Trust (the "Company") was formed as a Maryland real estate investment trust ("REIT") on January 31, 2011. The Company is a self-advised and self-administered REIT that owns primarily premium-branded, rooms-oriented, high-margin, focused-service and compact full-service hotels located within heart of demand locations. The Company elected to be taxed as a REIT, for U.S. federal income tax purposes, commencing with its taxable year ended December 31, 2011.

Substantially all of the Company's assets and liabilities are held by, and all of its operations are conducted through, RLJ Lodging Trust, L.P. (the "Operating Partnership"). The Company is the sole general partner of the Operating Partnership. As of June 30, 2024, there were 156,012,508 units of limited partnership interest in the Operating Partnership ("OP units") outstanding and the Company owned, through a combination of direct and indirect interests, 99.5% of the outstanding OP units.

As of June 30, 2024, the Company owned 97 hotel properties with approximately 21,500 rooms, located in 23 states and the District of Columbia. The Company, through wholly-owned subsidiaries, owned a 100% interest in 95 of its hotel properties, a 95% controlling interest in one hotel property, and a 50% non-controlling interest in an entity owning one hotel property. The Company consolidates its real estate interests in the 96 hotel properties in which it holds a controlling interest, and the Company records the real estate interest in the one hotel property in which it holds an indirect 50% non-controlling interest using the equity method of accounting. The Company leases 96 of the 97 hotel properties to its taxable REIT subsidiaries ("TRSs"), of which the Company owns a controlling financial interest.

**2. Summary of Significant Accounting Policies**

The Company's Annual Report on Form 10-K for the year ended December 31, 2023, filed with the Securities and Exchange Commission ("SEC") on February 27, 2024 (the "Annual Report"), contains a discussion of the Company's significant accounting policies. Other than noted below, there have been no significant changes to the Company's significant accounting policies since December 31, 2023.

*Basis of Presentation and Principles of Consolidation*

The unaudited consolidated financial statements and related notes have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP") and in conformity with the rules and regulations of the SEC applicable to financial information. The unaudited financial statements include all adjustments of a normal recurring nature that are necessary, in the opinion of management, to fairly state the consolidated balance sheets, statements of operations and comprehensive income, statements of changes in equity and statements of cash flows.

The unaudited consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto as of and for the year ended December 31, 2023, included in the Annual Report.

The consolidated financial statements include the accounts of the Company, the Operating Partnership and its wholly-owned subsidiaries, and joint ventures in which the Company has a majority voting interest and control. For the controlled subsidiaries that are not wholly-owned, the third-party ownership interest represents a noncontrolling interest, which is presented separately in the consolidated financial statements. The Company also records the real estate interest in one hotel property in which it holds a 50% non-controlling interest using the equity method of accounting. All intercompany balances and transactions have been eliminated in consolidation.

*Reclassifications*

Certain prior year amounts in these financial statements have been reclassified to conform to the current year presentation with no impact to net income and comprehensive income, shareholders' equity or cash flows.

### Use of Estimates

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

### Recently Issued Accounting Pronouncements and Disclosure Rules

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-07, *Segment Reporting - Improvements to Reportable Segment Disclosures*, which is intended to improve reportable segment disclosures. The ASU expands public entities' segment disclosures by requiring disclosure of significant segment expenses that are regularly provided to the chief operating decision maker and included within each reported measure of segment profit or loss. It also requires disclosure of the amount and description of the composition of other segment items, as well as interim disclosures of a reportable segment's profit or loss and assets. The ASU also applies to entities with a single reportable segment. The new standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently evaluating the impact of this guidance on its consolidated financial statements and related disclosures.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which includes amendments that further enhance income tax disclosures, primarily through standardization and disaggregation of rate reconciliation categories and income taxes paid by jurisdiction. The amendments are effective for the Company beginning January 1, 2025, with early adoption permitted, and should be applied either prospectively or retrospectively. The Company is currently evaluating this ASU to determine its impact on the Company's consolidated financial statements and related disclosures.

In March 2024, the SEC adopted the final rule under SEC Release No. 33-11275, *The Enhancement and Standardization of Climate-Related Disclosures for Investors*. In April 2024, the SEC stayed the final climate rules pending the completion of judicial review of an Eighth Circuit challenge seeking to vacate the rules. This rule would require registrants to disclose certain climate-related information in registration statements and annual reports. The disclosure requirements would apply to the Company's fiscal year beginning January 1, 2025. The Company is currently evaluating the final rule to determine its impact on the Company's disclosures.

### 3. Investment in Hotel Properties

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

	June 30, 2024	December 31, 2023
Land and improvements	\$ 1,129,388	\$ 998,41
Buildings and improvements	4,177,665	4,117,21
Furniture, fixtures and equipment	829,382	798,41
	6,136,435	5,914,03
Accumulated depreciation	(1,861,766)	(1,777,82)
Investment in hotel properties, net	\$ 4,274,669	\$ 4,136,21

For the three and six months ended June 30, 2024, the Company recognized depreciation expense related to its investment in hotel properties of approximately \$44.4 million and \$89.1 million, respectively. For the three and six months ended June 30, 2023, the Company recognized depreciation expense related to its investment in hotel properties of approximately \$44.9 million and \$89.9 million, respectively.

### 4. Acquisitions

On January 29, 2024, the Company acquired the fee simple interest in its Wyndham Boston Beacon Hill hotel property in Boston, Massachusetts, which was previously owned via a leasehold interest that was subject to a ground lease, for a purchase price of approximately \$125.0 million. The acquisition was accounted for as an asset acquisition, whereby approximately \$0.2 million of transaction costs were capitalized as part of the cost of the acquisition. The existing right-of-use asset of \$1.3 million, lease liability of \$0.1 million and \$125.2 million cost of the acquisition were recorded as land in the accompanying consolidated balance sheet.

Also during the six months ended June 30, 2024, the Company acquired a 100% interest in the following property:

Property	Location	Acquisition Date	Management Company	Rooms	Purchase Price (in thousands)
Hotel Teatro	Denver, CO	June 13, 2024	Sage Hospitality	110	\$ 35,500

The acquisition of Hotel Teatro was accounted for as an asset acquisition, whereby approximately \$0.6 million of transaction costs were capitalized as part of the cost of the acquisition. The allocation of the costs for the property acquired was as follows (in thousands):

	June 30, 2024
Land and improvements	\$ 3,409
Buildings and improvements	29,731
Furniture, fixtures and equipment	2,976
Total purchase price	<u>\$ 36,116</u>

The value of the asset acquired was primarily based on a sales comparison approach (for land) and a depreciated replacement cost approach (for building and improvements and furniture, fixtures and equipment). The sales comparison approach used inputs of recent land sales in the hotel market. The depreciated replacement cost approach used inputs of both direct and indirect replacement costs using a nationally recognized authority on replacement cost information as well as the age, square footage and number of rooms of the asset.

## 5. Sale of Hotel Property

On May 21, 2024, the Company sold the 78-room Residence Inn Merrillville hotel property in Merrillville, Indiana for a sales price of approximately \$8.1 million. The Company recorded a net gain of \$3.5 million for the three and six months ended June 30, 2024 in connection with the sale of this hotel property.

## 6. Revenue

The Company recognized revenue from the following geographic markets (in thousands):

	For the three months ended June 30, 2024				For the three months ended June 30, 2023			
	Room Revenue	Food and Beverage Revenue	Other Revenue	Total Revenue	Room Revenue	Food and Beverage Revenue	Other Revenue	Total Revenue
Southern California	\$ 35,839	\$ 5,022	\$ 4,013	\$ 44,874	\$ 32,569	\$ 3,878	\$ 3,626	\$ 40,073
Northern California	35,062	3,417	2,015	40,494	35,447	3,561	2,030	41,038
South Florida	27,288	5,410	2,864	35,562	27,515	5,484	2,410	35,409
New York City	19,004	3,089	935	23,028	17,600	2,834	908	21,342
Chicago	16,858	2,619	1,092	20,569	17,253	2,730	918	20,901
Louisville	14,133	5,063	995	20,191	12,941	4,137	1,171	18,249
Washington, DC	18,158	416	791	19,365	17,923	514	708	19,145
Boston	15,749	1,250	423	17,422	14,355	1,169	424	15,948
Charleston	12,240	3,196	962	16,398	11,173	2,256	1,238	14,667
Houston	12,244	815	1,326	14,385	12,300	710	1,180	14,190
Other	97,077	10,546	9,386	117,009	96,420	10,859	8,719	115,998
Total	<u>\$ 303,652</u>	<u>\$ 40,843</u>	<u>\$ 24,802</u>	<u>\$ 369,297</u>	<u>\$ 295,496</u>	<u>\$ 38,132</u>	<u>\$ 23,332</u>	<u>\$ 356,960</u>

	For the six months ended June 30, 2024				For the six months ended June 30, 2023			
	Room Revenue	Food and Beverage Revenue	Other Revenue	Total Revenue	Room Revenue	Food and Beverage Revenue	Other Revenue	Total Revenue
South Florida	\$ 67,638	\$ 11,269	\$ 5,988	\$ 84,895	\$ 66,055	\$ 10,908	\$ 4,732	\$ 81,695
Southern California	66,381	9,249	7,151	82,781	61,500	7,751	6,541	75,792
Northern California	69,799	7,726	3,922	81,447	70,259	7,024	4,018	81,301
New York City	30,680	4,451	1,621	36,752	28,606	4,038	1,570	34,214
Louisville	22,403	9,180	1,812	33,395	21,095	7,530	1,938	30,563
Chicago	26,219	4,735	1,769	32,723	26,695	4,938	1,587	33,220
Washington DC	30,549	553	1,340	32,442	30,430	700	1,263	32,393
Houston	24,615	1,726	2,435	28,776	23,899	1,599	2,344	27,842
Charleston	21,104	5,804	1,837	28,745	18,942	4,278	2,026	25,246
Boston	23,589	2,206	742	26,537	21,290	2,011	743	24,044
Other	187,305	19,633	18,276	225,214	187,557	20,643	16,953	225,153
Total	\$ 570,282	\$ 76,532	\$ 46,893	\$ 693,707	\$ 556,328	\$ 71,420	\$ 43,715	\$ 671,463

## 7. Debt

The Company's debt consisted of the following (in thousands):

	June 30, 2024	December 31, 2023
Senior Notes, net	\$ 992,854	\$ 991,672
Revolver Outstanding	200,000	—
Term Loans, net	822,382	821,443
Mortgage loans, net	207,406	407,663
Debt, net	\$ 2,222,642	\$ 2,220,778

### Senior Notes

The Company's senior notes (collectively, the "Senior Notes") consisted of the following (dollars in thousands):

	Interest Rate	Maturity Date	Carrying Value at	
			June 30, 2024	December 31, 2023
2029 Senior Notes (1)	4.00%	September 2029	\$ 500,000	\$ 500,000
2026 Senior Notes (1)	3.75%	July 2026	500,000	500,000
			1,000,000	1,000,000
Deferred financing costs, net			(7,146)	(8,328)
Total senior notes, net			\$ 992,854	\$ 991,672

(1) Requires payment of interest only through maturity.

The indentures governing the Senior Notes contain customary covenants that limit the Operating Partnership's ability and, in certain instances, the ability of its subsidiaries, to incur additional debt, create liens on assets, make distributions and pay dividends, make certain types of investments, issue guarantees of indebtedness, and make certain restricted payments. These limitations are subject to a number of exceptions and qualifications set forth in the indentures.

A summary of the various restrictive covenants for the Senior Notes are as follows:

	Covenant	Compliance
<b><u>Maintenance Covenant</u></b>		
Unencumbered Asset to Unencumbered Debt Ratio	> 150.0%	Yes
<b><u>Incurrence Covenants</u></b>		
Consolidated Indebtedness less than Adjusted Total Assets	< .65x	Yes
Consolidated Secured Indebtedness less than Adjusted Total Assets	< .45x	Yes
Interest Coverage Ratio	> 1.5x	Yes

#### *Revolver and Term Loans*

The Company has the following unsecured credit agreements in place:

- \$600.0 million revolving credit facility with a scheduled maturity date of May 10, 2027 and either a one-year extension option or up to two six-month extension options if certain conditions are satisfied (the "Revolver");
- \$400.0 million term loan with a scheduled maturity date of May 18, 2025 (the "\$400 Million Term Loan Maturing 2025");
- \$200.0 million term loan with a scheduled maturity date of January 31, 2026 and two one-year extension options if certain conditions are satisfied (the "\$200 Million Term Loan Maturing 2026"); and
- \$225.0 million term loan with a scheduled maturity date of May 10, 2026 and two one-year extension options if certain conditions are satisfied (the "\$225 Million Term Loan Maturing 2026").

The \$400 Million Term Loan Maturing 2025, the \$200 Million Term Loan Maturing 2026, and the \$225 Million Term Loan Maturing 2026 are collectively referred to as the "Term Loans."

The Company's unsecured credit agreements consisted of the following (dollars in thousands):

	Interest Rate at June 30, 2024 (1)	Maturity Date	Carrying Value at	
			June 30, 2024	December 31, 2023
Revolver (2)	7.09%	May 2027	\$ 200,000	\$ —
\$400 Million Term Loan Maturing 2025	4.72%	May 2025	400,000	400,000
\$200 Million Term Loan Maturing 2026	7.04%	January 2026 (3)	200,000	200,000
\$225 Million Term Loan Maturing 2026	4.07%	May 2026 (3)	225,000	225,000
			1,025,000	825,000
Deferred financing costs, net (4)			(2,618)	(3,557)
<b>Total Revolver and Term Loans, net</b>			<b>\$ 1,022,382</b>	<b>\$ 821,443</b>

(1) Interest rate at June 30, 2024 gives effect to interest rate hedges.

(2) At June 30, 2024 and December 31, 2023, there was \$400.0 million and \$600.0 million, respectively, of remaining capacity on the Revolver. The Company has the ability to extend the maturity date for an additional one-year period or up to two six-month periods ending May 2028 if certain conditions are satisfied. In April 2024, the Company borrowed \$200.0 million under the Revolver and utilized the proceeds to repay a \$200.0 million maturing mortgage loan.

(3) This Term Loan includes two one-year extension options at the Company's discretion, subject to certain conditions.

(4) Excludes \$4.7 million and \$5.6 million as of June 30, 2024 and December 31, 2023, respectively, related to deferred financing costs on the Revolver, which are included in prepaid expense and other assets in the accompanying consolidated balance sheets.



The Revolver and Term Loans are subject to various financial covenants. A summary of the most restrictive covenants is as follows:

	Covenant	Compliance
Leverage ratio (1)	≤ 7.25x	Yes
Fixed charge coverage ratio (2)	≥ 1.50x	Yes
Secured indebtedness ratio	≤ 45.0%	Yes
Unencumbered indebtedness ratio	≤ 60.0%	Yes
Unencumbered debt service coverage ratio	≥ 2.00x	Yes

- (1) Leverage ratio is net indebtedness, as defined in the Revolver and Term Loan agreements, to corporate earnings before interest, taxes, depreciation, and amortization ("EBITDA"), as defined in the Revolver and Term Loan agreements.
- (2) Fixed charge coverage ratio is Adjusted EBITDA, generally defined in the Revolver and Term Loan agreements as EBITDA less furniture, fixtures and equipment ("FF&E") reserves, to fixed charges, which is generally defined in the Revolver and Term Loan agreements as interest expense, all regularly scheduled principal payments, preferred dividends paid, and cash taxes paid.

### Mortgage Loans

The Company's mortgage loans consisted of the following (dollars in thousands):

	Number of Assets Encumbered	Interest Rate at June 30, 2024	Maturity Date	Carrying Value at	
				June 30, 2024	December 31, 2023
Mortgage loan (1)	—	—%	—	\$ —	\$ 200,000
Mortgage loan (2)	3	5.04% (4)	April 2025 (5)	96,000	96,000
Mortgage loan (2)	4	5.61% (4)	April 2025 (5)	85,000	85,000
Mortgage loan (3)	1	5.06%	January 2029	26,652	26,833
	<u>8</u>			<u>207,652</u>	<u>407,833</u>
Deferred financing costs, net				(246)	(170)
<b>Total mortgage loans, net</b>				<u>\$ 207,406</u>	<u>\$ 407,663</u>

- (1) In April 2024, the Company fully repaid this mortgage loan using a \$200.0 million draw under its Revolver.
- (2) The hotels encumbered by the mortgage loan are cross-collateralized. Requires payments of interest only through maturity.
- (3) Includes \$1.7 million and \$1.8 million at June 30, 2024 and December 31, 2023, respectively, related to a fair value adjustment on this mortgage loan from purchase price allocation at hotel property acquisition. This mortgage loan requires payments of interest only through maturity.
- (4) Interest rate at June 30, 2024 gives effect to interest rate hedges.
- (5) This mortgage loan provides for a one-year extension option to April 2026, subject to certain conditions.

Certain mortgage agreements are subject to various maintenance covenants requiring the Company to maintain a minimum debt yield or debt service coverage ratio ("DSCR"). Failure to meet the debt yield or DSCR thresholds is not an event of default, but instead triggers a cash trap event. At June 30, 2024, all mortgage loans exceeded the minimum debt yield or DSCR thresholds.

*Interest Expense*

The components of the Company's interest expense consisted of the following (in thousands):

	For the three months ended June 30,		For the six months ended June 30,	
	2024	2023	2024	2023
Senior Notes	\$ 9,688	\$ 9,688	\$ 19,375	\$ 19,375
Revolver and Term Loans	13,787	7,266	22,847	15,810
Mortgage loans	2,612	5,616	8,269	9,559
Amortization of deferred financing costs	1,544	1,491	3,116	2,965
Non-cash interest expense related to interest rate hedges	418	482	900	964
Total interest expense	<u>\$ 28,049</u>	<u>\$ 24,543</u>	<u>\$ 54,507</u>	<u>\$ 48,673</u>

## 8. Derivatives and Hedging Activities

The following interest rate swaps have been designated as cash flow hedges (in thousands):

Hedge type	Swap rate	Effective Date	Maturity Date	Notional value at		Fair value at	
				June 30, 2024	December 31, 2023	June 30, 2024	December 31, 2023
Swap-cash flow-Daily SOFR	2.44%	January 2021	December 2023	\$ —	\$ 75,000	\$ —	\$ —
Swap-cash flow-Daily SOFR	2.31%	January 2021	December 2023	—	75,000	—	—
Swap-cash flow-Daily SOFR	1.08%	April 2021	April 2024	—	50,000	—	8
Swap-cash flow-Daily SOFR	1.13%	April 2021	April 2024	—	50,000	—	8
Swap-cash flow-Daily SOFR	1.08%	April 2021	April 2024	—	50,000	—	8
Swap-cash flow-Daily SOFR	0.97%	April 2021	April 2024	—	50,000	—	8
Swap-cash flow-Daily SOFR	0.85%	April 2021	April 2024	—	25,000	—	4
Swap-cash flow-Daily SOFR	0.88%	April 2021	April 2024	—	25,000	—	4
Swap-cash flow-Daily SOFR	0.86%	April 2021	April 2024	—	25,000	—	4
Swap-cash flow-Daily SOFR	0.83%	April 2021	April 2024	—	25,000	—	4
Swap-cash flow-Term SOFR	4.37%	April 2023	April 2024	—	200,000	—	6
Swap-cash flow-Daily SOFR	0.77%	June 2020	December 2024	50,000	50,000	1,119	2,0
Swap-cash flow-Daily SOFR	0.63%	June 2020	December 2024	50,000	50,000	1,154	2,0
Swap-cash flow-Daily SOFR	1.16%	September 2021	September 2025	150,000	150,000	6,859	7,9
Swap-cash flow-Daily SOFR	0.56%	July 2021	January 2026	50,000	50,000	3,212	3,5
Swap-cash flow-Daily SOFR	2.95%	April 2024	April 2027	125,000	125,000	4,641	1,7
Swap-cash flow-Daily SOFR	2.85%	April 2024	April 2027	65,000	65,000	2,592	1,1
Swap-cash flow-Daily SOFR	2.75%	April 2024	April 2027	60,000	60,000	2,558	1,1
Swap-cash flow-Daily SOFR	3.70%	July 2024	July 2027	25,000	25,000	377	(2
Swap-cash flow-Daily SOFR	3.45%	July 2024	July 2027	25,000	25,000	557	(
Swap-cash flow-Daily SOFR	3.71%	July 2024	July 2027	25,000	25,000	372	(2
				<u>\$ 625,000</u>	<u>\$ 1,275,000</u>	<u>\$ 23,441</u>	<u>\$ 24,8</u>

As of June 30, 2024 and December 31, 2023, the aggregate fair value of the interest rate swap assets of \$23.4 million and \$25.4 million, respectively, was included in prepaid expense and other assets in the accompanying consolidated balance sheets. As of December 31, 2023, the aggregate fair value of the interest rate swap liabilities of \$0.6 million was included in accounts payable and other liabilities in the accompanying consolidated balance sheets.

As of June 30, 2024 and December 31, 2023, there was approximately \$22.2 million and \$22.7 million, respectively, of unrealized gains included in accumulated other comprehensive income related to interest rate swaps. There was no ineffectiveness recorded during the three or six month periods ended June 30, 2024 or 2023. For the three and six months ended June 30, 2024, gains of approximately \$4.8 million and \$11.5 million, respectively, included in accumulated other comprehensive income were reclassified into interest expense for the interest rate swaps. For the three and six months ended June 30, 2023, gains of approximately \$7.5 million and \$13.5 million, respectively, included in accumulated other comprehensive income were reclassified into interest expense for the interest rate swaps. Approximately \$14.7 million of the unrealized gains included in accumulated other comprehensive income at June 30, 2024 is expected to be reclassified into earnings within the next 12 months.

## 9. Fair Value

### *Fair Value Measurement*

Fair value is defined as the price that would be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or most advantageous market. The fair value hierarchy has three levels of inputs, both observable and unobservable:

- Level 1 — Inputs include quoted market prices in an active market for identical assets or liabilities.
- Level 2 — Inputs are market data, other than Level 1, that are observable either directly or indirectly. Level 2 inputs include quoted market prices for similar assets or liabilities, quoted market prices in an inactive market, and other observable information that can be corroborated by market data.
- Level 3 — Inputs are unobservable and corroborated by little or no market data.

### *Fair Value of Financial Instruments*

The Company used the following market assumptions and/or estimation methods:

- Cash and cash equivalents, restricted cash reserves, hotel and other receivables, accounts payable and other liabilities — The carrying amounts reported in the consolidated balance sheets for these financial instruments approximate fair value because of their short term maturities.
- Debt — The Company estimated the fair value of the Senior Notes by using publicly available trading prices, which are Level 1 inputs in the fair value hierarchy. The Company estimated the fair value of the Revolver and Term Loans by using a discounted cash flow model and incorporating various inputs and assumptions for the effective borrowing rates for debt with similar terms, which are Level 2 and Level 3 inputs in the fair value hierarchy. The Company estimated the fair value of the mortgage loans by using a discounted cash flow model and incorporating various inputs and assumptions for the effective borrowing rates for debt with similar terms and the loan to estimated fair value of the collateral, which are Level 3 inputs in the fair value hierarchy.

The fair value of the Company's debt was as follows (in thousands):

	June 30, 2024		December 31, 2023	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Senior Notes, net	\$ 992,854	\$ 917,880	\$ 991,672	\$ 928,750
Revolver and Term Loans, net	1,022,382	1,018,500	821,443	817,960
Mortgage loans, net	207,406	198,545	407,663	394,458
Debt, net	<u>\$ 2,222,642</u>	<u>\$ 2,134,925</u>	<u>\$ 2,220,778</u>	<u>\$ 2,141,168</u>

### *Recurring Fair Value Measurements*

The following table presents the Company's fair value hierarchy for those financial assets measured at fair value on a recurring basis as of June 30, 2024 (in thousands):

	Fair Value at June 30, 2024			
	Level 1	Level 2	Level 3	Total
Interest rate swap asset	\$ —	\$ 23,441	\$ —	\$ 23,441
Total	<u>\$ —</u>	<u>\$ 23,441</u>	<u>\$ —</u>	<u>\$ 23,441</u>

The following table presents the Company's fair value hierarchy for those financial assets and liabilities measured at fair value on a recurring basis as of December 31, 2023 (in thousands):

	Fair Value at December 31, 2023			
	Level 1	Level 2	Level 3	Total
Interest rate swap asset	\$ —	\$ 25,419	\$ —	\$ 25,419
Interest rate swap liability	—	(590)	—	(590)
Total	\$ —	\$ 24,829	\$ —	\$ 24,829

The fair values of the derivative financial instruments are determined using widely accepted valuation techniques including a discounted cash flow analysis on the expected cash flows for each derivative. The Company determined that the significant inputs, such as interest yield curves and discount rates, used to value its derivatives fall within Level 2 of the fair value hierarchy and that the credit valuation adjustments associated with the Company's counterparties and its own credit risk utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by itself and its counterparties. As of June 30, 2024, the Company assessed the significance of the impact of the credit valuation adjustments on the overall valuation of its derivative positions and determined that the credit valuation adjustments were not significant to the overall valuation of its derivatives. As a result, the Company determined that its derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy.

## 10. Income Taxes

The Company accounts for income taxes using the asset and liability method. Under this method, deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to the differences between the financial statement carrying amounts of existing assets and liabilities and their respective income tax bases, and for net operating loss ("NOL"), capital loss and tax credit carryforwards. The deferred tax assets and liabilities are measured using the enacted income tax rates in effect for the year in which those temporary differences are expected to be realized or settled. The effect on the deferred tax assets and liabilities from a change in tax rates is recognized in earnings in the period when the new rate is enacted. However, deferred tax assets are recognized only to the extent that it is more likely than not that they will be realized based on consideration of all available evidence, including the future reversals of existing taxable temporary differences, future projected taxable income and tax planning strategies. Valuation allowances are provided if, based upon the weight of the available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. The Company is still continuing to provide a full valuation allowance against the deferred tax assets related to the NOL carryforwards of RLJ Lodging Trust Master TRS, Inc., the Company's primary TRS.

The Company had no accruals for tax uncertainties as of June 30, 2024 and December 31, 2023.

## 11. Commitments and Contingencies

### *Restricted Cash Reserves*

The Company is obligated to maintain cash reserve funds for future capital expenditures, real estate taxes, insurance, and debt obligations where lenders hold restricted cash due to cash trap events. The management agreements, franchise agreements and/or mortgage loan documents require the Company to reserve cash ranging typically from 3.0% to 5.0% of the individual hotel's revenues for future capital expenditures (including the periodic replacement or refurbishment of FF&E). Any unexpended amounts will remain the property of the Company upon termination of the management agreements, franchise agreements or mortgage loan documents. As of June 30, 2024 and December 31, 2023, approximately \$36.1 million and \$38.7 million, respectively, was available in the restricted cash reserves for future capital expenditures, real estate taxes, and insurance.

### *Litigation*

Neither the Company nor any of its subsidiaries is currently involved in any regulatory or legal proceedings that management believes will have a material and adverse effect on the Company's financial position, results of operations or cash flows.

### *Management Agreements*

As of June 30, 2024, 96 of the Company's consolidated hotel properties were operated pursuant to management agreements with initial terms ranging from three to 25 years. This number includes 35 consolidated hotel properties that receive the benefits of a franchise agreement pursuant to management agreements with Hilton, Hyatt, or Marriott. Each management company receives a base management fee between 1.5% and 3.5% of hotel revenues. Management agreements that include the benefits of a franchise agreement incur a base management fee between 1.0% and 7.0% of hotel revenues. The management companies are also eligible to receive an incentive management fee if hotel operating income, as defined in the management agreements, exceeds certain thresholds. The incentive management fee is generally calculated as a percentage of hotel operating income after the Company has received a priority return on its investment in the hotel.

Management fees are included in management and franchise fee expense in the accompanying consolidated statements of operations and comprehensive income. For the three and six months ended June 30, 2024, the Company incurred management fee expense of approximately \$11.3 million and \$21.2 million, respectively. For the three and six months ended June 30, 2023, the Company incurred management fee expense of approximately \$11.1 million and \$21.9 million, respectively.

### *Franchise Agreements*

As of June 30, 2024, 58 of the Company's consolidated hotel properties were operated under franchise agreements with initial terms ranging from one to 30 years. This number excludes 35 consolidated hotel properties that receive the benefits of a franchise agreement pursuant to management agreements with Hilton, Hyatt, or Marriott. In addition, three hotels are not operated with a hotel brand so they do not have franchise agreements. Franchise agreements allow the hotel properties to operate under the respective brands. Pursuant to the franchise agreements, the Company pays a royalty fee between 2.0% and 6.0% of room revenue, plus additional fees for marketing, central reservation systems and other franchisor costs between 1.0% and 4.3% of room revenue. Certain hotels are also charged a royalty fee between 1.5% and 3.0% of food and beverage revenues.

Franchise fees are included in management and franchise fee expense in the accompanying consolidated statements of operations and comprehensive income. For the three and six months ended June 30, 2024, the Company incurred franchise fee expense of approximately \$18.5 million and \$34.3 million, respectively. For the three and six months ended June 30, 2023, the Company incurred franchise fee expense of approximately \$18.1 million and \$33.5 million, respectively.

## **12. Equity**

### *Common Shares of Beneficial Interest*

During the six months ended June 30, 2024, the Company declared a cash dividend of \$0.10 per common share in each of the first and second quarters of 2024. During the six months ended June 30, 2023, the Company declared a cash dividend of \$0.08 per common share in each of the first and second quarters of 2023.

On April 26, 2024, the Company's board of trustees approved a new share repurchase program to acquire up to an aggregate of \$250.0 million of common and preferred shares from May 9, 2024 to May 8, 2025 (the "2024 Share Repurchase Program"). During the six months ended June 30, 2024, the Company repurchased and retired approximately 0.4 million common shares for approximately \$4.2 million, of which \$1.3 million was repurchased under a share repurchase program authorized by the Company's board of trustees in 2023, which expired May 8, 2024, and \$2.9 million was repurchased under the 2024 Share Repurchase Program. Subsequent to June 30, 2024, the Company repurchased and retired approximately 0.2 million common shares for approximately \$2.1 million. As of August 2, 2024, the 2024 Share Repurchase Program had a remaining capacity of \$245.0 million.

During the six months ended June 30, 2023, the Company repurchased and retired approximately 5.1 million common shares for approximately \$52.0 million.

### *Series A Preferred Shares*

During the six months ended June 30, 2024 and 2023, the Company declared a cash dividend of \$0.4875 on each Series A Preferred Share in each of the first and second quarters of 2024 and 2023.

The Series A Preferred Shares are convertible, in whole or in part, at any time, at the option of the holders into common shares at a conversion rate of 0.2806 common shares for each Series A Preferred Share.

*Noncontrolling Interest in Consolidated Joint Ventures*

The Company consolidates the joint venture that owns The Knickerbocker hotel property, which has a third-party partner that owns a noncontrolling 5% ownership interest in the joint venture. The third-party ownership interest is included in the noncontrolling interest in consolidated joint ventures on the consolidated balance sheets.

*Noncontrolling Interest in the Operating Partnership*

The Company consolidates the Operating Partnership, which is a majority-owned limited partnership that has a noncontrolling interest. The outstanding OP units held by the limited partners are redeemable for cash, or at the option of the Company, for a like number of common shares. As of June 30, 2024, 771,831 outstanding OP units were held by the limited partners. The noncontrolling interest is included in the noncontrolling interest in the Operating Partnership on the consolidated balance sheets.

**13. Equity Incentive Plan**

The Company may issue share-based awards to officers, employees, non-employee trustees and other eligible persons under the RLJ Lodging Trust 2021 Equity Incentive Plan (the "2021 Plan"). The 2021 Plan provides for a maximum of 6,828,527 common shares to be issued in the form of share options, share appreciation rights, restricted share awards, unrestricted share awards, share units, dividend equivalent rights, long-term incentive units, other equity-based awards and cash bonus awards.

*Share Awards*

From time to time, the Company may award unvested restricted shares as compensation to officers, employees and non-employee trustees. The issued shares vest over a period of time as determined by the board of trustees at the date of grant. The Company recognizes compensation expense for time-based unvested restricted shares on a straight-line basis over the vesting period based upon the fair market value of the shares on the date of issuance, adjusted for forfeitures.

Non-employee trustees may also elect to receive unrestricted shares as compensation that would otherwise be paid in cash for their services. The shares issued to non-employee trustees in lieu of cash compensation are unrestricted and include no vesting conditions. The Company recognizes compensation expense for the unrestricted shares issued in lieu of cash compensation on the date of issuance based upon the fair market value of the shares on that date.

A summary of the unvested restricted shares as of June 30, 2024 is as follows:

	2024	
	Number of Shares	Weighted-Average Grant Date Fair Value
Unvested at January 1, 2024	2,305,303	\$ 13.52
Granted	925,731	11.57
Vested	(1,569,836)	14.28
Forfeited	(20,157)	11.26
Unvested at June 30, 2024	<u>1,641,041</u>	<u>\$ 11.72</u>

For the three and six months ended June 30, 2024, the Company recognized approximately \$3.0 million and \$7.1 million, respectively, of share-based compensation expense related to restricted share awards. For the three and six months ended June 30, 2023, the Company recognized approximately \$3.8 million and \$7.4 million, respectively, of share-based compensation expense related to restricted share awards. As of June 30, 2024, there was \$16.0 million of total unrecognized compensation costs related to unvested restricted share awards and these costs are expected to be recognized over a weighted-average period of 2.0 years. The total fair value of the shares vested (calculated as the number of shares multiplied by the vesting date share price) during the six months ended June 30, 2024 and 2023 was approximately \$17.4 million and \$9.5 million, respectively.

## Performance Units

The Company aligns its executive officers with its long-term investors by awarding a significant percentage of their equity compensation in the form of multi-year performance unit awards that use both absolute and relative total shareholder return as the primary metrics. The performance units vest at the end of a three year period (the “performance units measurement period”).

The performance units granted in 2024 may convert into restricted shares at a range of 0% to 200% of the number of performance units granted contingent upon the Company achieving a relative shareholder return over the measurement period at specified percentiles of the peer group, as defined by the awards. These performance units are subject to modification based on the Company's absolute total shareholder return performance as follows: (1) if at the end of the measurement period the relative total shareholder return performance exceeds target and absolute total shareholder return is less than zero, payouts will be reduced by 25%, but not below target and (2) if the absolute total shareholder return is down more than 15% during the entire measurement period, the maximum payout will be capped at 115% of target. The performance units granted prior to 2024 may convert into restricted shares at a range of 0% to 200% of the number of performance units granted contingent upon the Company achieving an absolute total shareholder return (25% of award) and a relative shareholder return (75% of award) over the measurement period at specified percentiles of the peer group, as defined by the awards.

At the end of the performance units measurement period, if the target criterion is met, 100% of the performance units that are earned will vest immediately. The fair value of the performance units was determined using a Monte Carlo simulation. The Company estimates the compensation expense for the performance units on a straight-line basis using a calculation that recognizes 100% of the grant date fair value over three years.

A summary of the performance unit awards is as follows:

Date of Award	Number of Units Granted	Grant Date Fair Value	Conversion Range	Risk Free Interest Rate	Volatility
February 2021 (1)	431,151	\$20.90	0% to 200%	0.23%	69.47%
February 2022	407,024	\$21.96	0% to 200%	1.70%	70.15%
February 2023	574,846	\$16.90	0% to 200%	4.33%	66.70%
February 2024	703,325	\$15.13	0% to 200%	4.43%	35.60%

(1) In February 2024, following the end of the measurement period, the Company met certain threshold criterion and the performance units converted into approximately 253,000 restricted shares, all of which vested immediately. The total fair value of the vested shares related to the conversion of the performance units (calculated as the number of vested shares multiplied by the vesting date share price) during the six months ended June 30, 2024 was approximately \$3.0 million.

For the three and six months ended June 30, 2024, the Company recognized approximately \$2.3 million and \$4.6 million, respectively, of share-based compensation expense related to the performance unit awards. For the three and six months ended June 30, 2023, the Company recognized approximately \$2.3 million and \$4.4 million, respectively, of share-based compensation expense related to the performance unit awards. As of June 30, 2024, there was \$16.4 million of total unrecognized compensation costs related to the performance unit awards and these costs are expected to be recognized over a weighted-average period of 2.1 years.

As of June 30, 2024, there were 2,041,822 common shares available for future grant under the 2021 Plan, which includes potential common shares that may convert from performance units if certain target criterion is met.

## 14. Earnings per Common Share

Basic earnings per common share is calculated by dividing net income attributable to common shareholders by the weighted-average number of common shares outstanding during the period excluding the weighted-average number of unvested restricted shares and unvested performance units outstanding during the period. Diluted earnings per common share is calculated by dividing net income attributable to common shareholders by the weighted-average number of common shares outstanding during the period, plus any shares that could potentially be outstanding during the period. The potential shares consist of the unvested restricted share grants and unvested performance units, calculated using the treasury stock method, and convertible Series A Preferred Shares, calculated using the if-converted method. Any anti-dilutive shares have been excluded from the diluted earnings per share calculation.



Unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating shares and are considered in the computation of earnings per share pursuant to the two-class method. If there were any undistributed earnings allocable to the participating shares, they would be deducted from net income attributable to common shareholders used in the basic and diluted earnings per share calculations.

The limited partners' outstanding OP units (which may be redeemed for common shares under certain circumstances) have been excluded from the diluted earnings per share calculation as there was no effect on the amounts for the three and six months ended June 30, 2024 and 2023, since the limited partners' share of income would also be added back to net income attributable to common shareholders.

The computation of basic and diluted earnings per common share is as follows (in thousands, except share and per share data):

	For the three months ended June 30,		For the six months ended June 30,	
	2024	2023	2024	2023
<b>Numerator:</b>				
Net income attributable to RLJ	\$ 37,106	\$ 41,395	\$ 42,043	\$ 52,040
Less: Preferred dividends	(6,279)	(6,279)	(12,557)	(12,557)
Less: Dividends paid on unvested restricted shares	(164)	(197)	(414)	(399)
Less: Undistributed earnings attributable to unvested restricted shares	(162)	(351)	—	(219)
Net income attributable to common shareholders excluding amounts attributable to unvested restricted shares	<u>\$ 30,501</u>	<u>\$ 34,568</u>	<u>\$ 29,072</u>	<u>\$ 38,865</u>
<b>Denominator:</b>				
Weighted-average number of common shares - basic	153,641,065	156,424,444	153,305,640	157,945,406
Unvested restricted shares	385,801	316,743	774,210	435,974
Unvested performance units	79,005	—	71,285	—
Weighted-average number of common shares - diluted	<u>154,105,871</u>	<u>156,741,187</u>	<u>154,151,135</u>	<u>158,381,380</u>
Net income per share attributable to common shareholders - basic	<u>\$ 0.20</u>	<u>\$ 0.22</u>	<u>\$ 0.19</u>	<u>\$ 0.25</u>
Net income per share attributable to common shareholders - diluted	<u>\$ 0.20</u>	<u>\$ 0.22</u>	<u>\$ 0.19</u>	<u>\$ 0.25</u>

**15. Supplemental Information to Statements of Cash Flows (in thousands)**

	For the six months ended June 30,	
	2024	2023
<b>Reconciliation of cash, cash equivalents, and restricted cash reserves</b>		
Cash and cash equivalents	\$ 371,133	\$ 476,936
Restricted cash reserves	36,081	34,396
Cash, cash equivalents, and restricted cash reserves	<u>\$ 407,214</u>	<u>\$ 511,332</u>
Interest paid	<u>\$ 50,355</u>	<u>\$ 44,386</u>
Income taxes paid	<u>\$ 2,055</u>	<u>\$ 1,924</u>
Operating cash flow lease payments for operating leases	<u>\$ 7,821</u>	<u>\$ 8,630</u>
Right-of-use asset obtained in exchange for lease obligation	<u>\$ —</u>	<u>\$ 5,016</u>
Right-of-use asset and lease liability adjustments due to remeasurement	<u>\$ (1,221)</u>	<u>\$ —</u>
Right-of-use asset and lease liability reclassifications to land due to acquisition	<u>\$ 1,187</u>	<u>\$ —</u>
<b>Supplemental investing and financing transactions</b>		
In connection with acquisitions, the Company recorded the following:		
Purchase price	\$ 160,500	\$ —
Application of purchase deposit	(2,400)	—
Transaction costs	488	—
Operating prorrations	(243)	—
Acquisitions, net	<u>\$ 158,345</u>	<u>\$ —</u>
In connection with the sales of hotel properties, the Company recorded the following:		
Sales price	\$ 8,078	\$ —
Transaction costs	(394)	(44)
Operating prorrations	(5)	—
Proceeds from sales of hotel properties, net	<u>\$ 7,679</u>	<u>\$ (44)</u>
<b>Supplemental non-cash transactions</b>		
Accrued capital expenditures	<u>\$ 18,440</u>	<u>\$ 10,854</u>

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

The following discussion and analysis should be read in conjunction with our consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q, as well as the information contained in our Annual Report, which is accessible on the SEC's website at [www.sec.gov](http://www.sec.gov).

**Statement Regarding Forward-Looking Information**

The following information contains certain statements, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives and expected operating results, and the assumptions upon which those statements are based, that are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These forward-looking statements generally are identified by the use of the words "believe," "project," "expect," "anticipate," "estimate," "plan," "may," "will," "will continue," "intend,"

"should," or similar expressions. Although we believe that the expectations reflected in such forward-looking statements are based upon reasonable assumptions, beliefs and expectations, such forward-looking statements are not predictions of future events or guarantees of future performance and our actual results could differ materially from those set forth in the forward-looking statements.

Except as required by law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise. We caution investors not to place undue reliance on these forward-looking statements and urge investors to carefully review the disclosures we make concerning risks and uncertainties in the sections entitled "Special Note About Forward-Looking Statements," "Risk Factors," and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report, as well as the risks, uncertainties and other factors discussed in this Quarterly Report on Form 10-Q and identified in other documents filed by us with the SEC.

## Overview

We are a self-advised and self-administered Maryland REIT that owns primarily premium-branded, rooms-oriented, high-margin, focused-service and compact full-service hotels located within heart of demand locations. We own a geographically diversified portfolio of hotels located in high-growth urban markets that exhibit multiple demand generators and attractive long-term growth prospects. We believe that our investment strategy allows us to generate high levels of Revenue per Available Room ("RevPAR"), strong operating margins and attractive returns.

Our strategy is to own primarily premium-branded, rooms-oriented, high-margin, focused-service and compact full-service hotels located within heart of demand locations. Focused-service and compact full-service hotels typically generate most of their revenue from room rentals, have limited food and beverage outlets and meeting space, and require fewer employees than traditional full-service hotels. We believe these types of hotels have the potential to generate attractive returns relative to other types of hotels due to their ability to achieve RevPAR levels at or close to those achieved by traditional full-service hotels while achieving higher profit margins due to their more efficient operating model and less volatile cash flows.

As of June 30, 2024, we owned 97 hotel properties with approximately 21,500 rooms, located in 23 states and the District of Columbia. We owned, through wholly-owned subsidiaries, a 100% interest in 95 of our hotel properties, a 95% controlling interest in one hotel property, and a 50% non-controlling interest in an entity owning one hotel property. We consolidate our real estate interests in the 96 hotel properties in which we hold a controlling interest, and we record the real estate interest in the one hotel property in which we hold an indirect 50% non-controlling interest using the equity method of accounting. We lease 96 of the 97 hotel properties to our TRSs, of which we own a controlling financial interest.

For U.S. federal income tax purposes, we elected to be taxed as a REIT commencing with our taxable year ended December 31, 2011. Substantially all of our assets and liabilities are held by, and all of our operations are conducted through our Operating Partnership. We are the sole general partner of the Operating Partnership. As of June 30, 2024, we owned, through a combination of direct and indirect interests, 99.5% of the units of limited partnership interest in the OP units.

## 2024 Significant Activities

Our significant activities reflect our commitment to creating long-term shareholder value through enhancing our hotel portfolio's quality, recycling capital and maintaining a prudent capital structure. The following significant activities have taken place in 2024:

- Acquired a fee simple interest in the land at our Wyndham Boston Beacon Hill hotel property for approximately \$125.0 million.
- Exercised one-year extension options on \$181.0 million in mortgage loans to extend the maturities to April 2025.
- Fully repaid a \$200.0 million maturing mortgage loan with a \$200.0 million draw on our Revolver.
- Approved a new share repurchase program to acquire up to an aggregate of \$250.0 million of common and preferred shares from May 9, 2024 to May 8, 2025.
- Sold a hotel property for a sales price of approximately \$8.1 million.
- Acquired the 110-room Hotel Teatro in Denver, Colorado for \$35.5 million.

- Repurchased and retired approximately 0.6 million common shares for approximately \$6.2 million.

## **Our Customers**

The majority of our hotels consist of premium-branded, focused-service and compact full-service hotels. As a result of this property profile, the majority of our customers are transient in nature. Transient business typically represents individual business or leisure travelers. The majority of our hotels are located in business districts within major metropolitan areas. Accordingly, business travelers represent the majority of the transient demand at our hotels. As a result, macroeconomic factors impacting business travel have a greater effect on our business than factors impacting leisure travel.

Group business is typically defined as a minimum of 10 guestrooms booked together as part of the same piece of business. Group business may or may not use the meeting space at any given hotel. Given the limited meeting space at the majority of our hotels, group business that utilizes meeting space represents a small component of our customer base.

A number of our hotel properties are affiliated with brands marketed toward extended-stay customers. Extended-stay customers are generally defined as those staying five nights or longer.

## **Our Revenues and Expenses**

Our revenues are primarily derived from the operation of hotels, including the sale of rooms, food and beverage revenue and other revenue, which consists of parking fees, resort fees, gift shop sales and other guest service fees.

Our operating costs and expenses consist of the costs to provide hotel services, including room expense, food and beverage expense, management and franchise fees and other operating expenses. Room expense includes housekeeping and front office wages and payroll taxes, reservation systems, room supplies, laundry services and other costs. Food and beverage expense primarily includes the cost of food, the cost of beverages and the associated labor costs. Other operating expenses include labor and other costs associated with the other operating department revenue, as well as labor and other costs associated with administrative departments, sales and marketing, repairs and maintenance and utility costs. Our hotels that are subject to franchise agreements are charged a royalty fee, plus additional fees for marketing, central reservation systems and other franchisor costs, in order for the hotel properties to operate under the respective brands. Franchise fees are based on a percentage of room revenue and for certain hotels additional franchise fees are charged for food and beverage revenue. Our hotels are managed by independent, third-party management companies under long-term agreements pursuant to which the management companies typically earn base and incentive management fees based on the levels of revenues and profitability of each individual hotel property. We generally receive a cash distribution from the management companies on a monthly basis, which reflects hotel-level sales less hotel-level operating expenses.

## **Key Indicators of Financial Performance**

We use a variety of operating, financial and other information to evaluate the operating performance of our business. These key indicators include financial information that is prepared in accordance with GAAP as well as other financial measures that are non-GAAP measures. In addition, we use other information that may not be financial in nature, including industry standard statistical information and comparative data. We use this information to measure the operating performance of our individual hotels, groups of hotels and/or business as a whole. We also use these metrics to evaluate the hotels in our portfolio and potential acquisition opportunities to determine each hotel's contribution to cash flow and its potential to provide attractive long-term total returns. The key indicators include:

- Average Daily Rate ("ADR")
- Occupancy
- RevPAR

ADR, Occupancy and RevPAR are commonly used measures within the lodging industry to evaluate operating performance. RevPAR is an important statistic for monitoring operating performance at the individual hotel property level and across our entire business. We evaluate individual hotel RevPAR performance on an absolute basis with comparisons to budget and prior periods, as well as on a regional and company-wide basis. ADR and RevPAR include only room revenue.

We also use non-GAAP measures such as FFO, Adjusted FFO, EBITDA, EBITDA<sup>re</sup> and Adjusted EBITDA to evaluate the operating performance of our business. For a more in depth discussion of the non-GAAP measures, please refer to the "Non-GAAP Financial Measures" section.

### **Critical Accounting Policies and Estimates**

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of our financial statements and the reported amounts of revenues and expenses during the reporting period. It is possible that the actual amounts may differ significantly from these estimates and assumptions. We evaluate our estimates, assumptions and judgments on an ongoing basis, based on information that is available to us, our business and industry experience, and various other matters that we believe are reasonable and appropriate for consideration under the circumstances. Our Annual Report contains a discussion of our critical accounting policies and estimates. There have been no significant changes to our critical accounting policies and estimates since December 31, 2023.

### **Results of Operations**

At both June 30, 2024 and 2023, we owned 97 hotel properties. Based on when a hotel property is acquired or sold, the operating results for certain hotel properties are not comparable for the three and six months ended June 30, 2024 and 2023. The non-comparable properties include one hotel property that was sold and one hotel property that was acquired in 2024.

**Comparison of the three months ended June 30, 2024 to the three months ended June 30, 2023**

	For the three months ended June 30,		\$ Change
	2024	2023	
(amounts in thousands)			
<b>Revenues</b>			
Operating revenues			
Room revenue	\$ 303,652	\$ 295,496	\$ 8,156
Food and beverage revenue	40,843	38,132	2,711
Other revenue	24,802	23,332	1,470
Total revenues	<u>369,297</u>	<u>356,960</u>	<u>12,337</u>
<b>Expenses</b>			
Operating expenses			
Room expense	73,941	70,333	3,608
Food and beverage expense	30,304	28,037	2,267
Management and franchise fee expense	29,789	29,277	512
Other operating expenses	90,792	84,207	6,585
Total property operating expenses	<u>224,826</u>	<u>211,854</u>	<u>12,972</u>
Depreciation and amortization	44,474	44,925	(451)
Property tax, insurance and other	28,753	24,684	4,069
General and administrative	13,940	14,627	(687)
Transaction costs	76	4	72
Total operating expenses	<u>312,069</u>	<u>296,094</u>	<u>15,975</u>
Other income, net	687	736	(49)
Interest income	4,118	5,011	(893)
Interest expense	(28,049)	(24,543)	(3,506)
Gain (loss) on sale of hotel properties, net	3,546	(44)	3,590
Loss on extinguishment of indebtedness, net	—	(169)	169
Income before equity in income from unconsolidated joint ventures	37,530	41,857	(4,327)
Equity in income from unconsolidated joint ventures	154	220	(66)
Income before income tax expense	37,684	42,077	(4,393)
Income tax expense	(393)	(357)	(36)
Net income	37,291	41,720	(4,429)
Net income attributable to noncontrolling interests:			
Noncontrolling interest in the Operating Partnership	(169)	(171)	2
Noncontrolling interest in consolidated joint ventures	(16)	(154)	138
Net income attributable to RLJ	37,106	41,395	(4,289)
Preferred dividends	(6,279)	(6,279)	—
Net income attributable to common shareholders	<u>\$ 30,827</u>	<u>\$ 35,116</u>	<u>\$ (4,289)</u>

## Revenues

Total revenues increased \$12.3 million to \$369.3 million for the three months ended June 30, 2024 from \$357.0 million for the three months ended June 30, 2023. The increase was the result of a \$8.2 million increase in room revenue, a \$2.7 million increase in food and beverage revenue, and a \$1.5 million increase in other revenue.

### Room Revenue

Room revenue increased \$8.2 million to \$303.7 million for the three months ended June 30, 2024 from \$295.5 million for the three months ended June 30, 2023. The increase in room revenue was primarily due to an increase in corporate and group travel.

The following are the quarter-to-date key hotel operating statistics for the comparable properties:

	For the three months ended June 30,	
	2024	2023
Occupancy	76.7 %	75.1 %
ADR	\$ 204.96	\$ 203.79
RevPAR	\$ 157.13	\$ 153.03

### Food and Beverage Revenue

Food and beverage revenue increased \$2.7 million to \$40.8 million for the three months ended June 30, 2024 from \$38.1 million for the three months ended June 30, 2023. The increase in food and beverage revenue was primarily due to increases in banquet and catering revenue and the ramping up of our recently converted and renovated hotels.

### Other Revenue

Other revenue increased \$1.5 million to \$24.8 million for the three months ended June 30, 2024 from \$23.3 million for the three months ended June 30, 2023. The increase in other revenue was primarily due to an increase in parking and resort fees.

## Property Operating Expenses

Property operating expenses increased \$13.0 million to \$224.8 million for the three months ended June 30, 2024 from \$211.9 million for the three months ended June 30, 2023. The increase was due to a \$12.9 million increase in property operating expenses from the comparable properties.

The components of our property operating expenses for the comparable properties were as follows (in thousands):

	For the three months ended June 30,		\$ Change
	2024	2023	
Room expense	\$ 73,758	\$ 70,180	\$ 3,578
Food and beverage expense	30,258	28,037	2,221
Management and franchise fee expense	29,732	29,178	554
Other operating expenses	90,542	83,988	6,554
Total property operating expenses	\$ 224,290	\$ 211,383	\$ 12,907

The increase in property operating expenses from the comparable properties was primarily due to increases in wages and benefits, as well as increases in sales and marketing, utilities, and other operating expenses.

## Depreciation and Amortization

Depreciation and amortization expense decreased \$0.5 million to \$44.5 million for the three months ended June 30, 2024 from \$44.9 million for the three months ended June 30, 2023.

**Property Tax, Insurance and Other**

Property tax, insurance and other expense increased \$4.1 million to \$28.8 million for the three months ended June 30, 2024 from \$24.7 million for the three months ended June 30, 2023. The increase was primarily attributable to increases in property taxes and insurance premiums.

**General and Administrative**

General and administrative expense decreased \$0.7 million to \$13.9 million for the three months ended June 30, 2024 from \$14.6 million for the three months ended June 30, 2023.

**Interest Income**

Interest income decreased \$0.9 million to \$4.1 million for the three months ended June 30, 2024 from \$5.0 million for the three months ended June 30, 2023. The decrease was attributable to lower average cash balances, partially offset by the impact of higher interest rates due to increases in the federal funds rate.

**Interest Expense**

Interest expense increased \$3.5 million to \$28.0 million for the three months ended June 30, 2024 from \$24.5 million for the three months ended June 30, 2023. The increase was attributable to higher interest rates on our unhedged variable rate debt combined with an increase in the amount of our debt that was unhedged. The components of our interest expense for the three months ended June 30, 2024 and 2023 were as follows (in thousands):

	For the three months ended June 30,		\$ Change
	2024	2023	
Senior Notes	\$ 9,688	\$ 9,688	\$ —
Revolver and Term Loans	13,787	7,266	6,521
Mortgage loans	2,612	5,616	(3,004)
Amortization of deferred financing costs	1,544	1,491	53
Non-cash interest expense related to interest rate hedges	418	482	(64)
Total interest expense	<u>\$ 28,049</u>	<u>\$ 24,543</u>	<u>\$ 3,506</u>

**Gain (Loss) on Sale of Hotel Properties, net**

During the three months ended June 30, 2024, we sold one hotel property for a sales price of approximately \$8.1 million and recorded a net gain on the sale of approximately \$3.5 million. There were no hotels sold during the three months ended June 30, 2023.



**Comparison of the six months ended June 30, 2024 to the six months ended June 30, 2023**

	For the six months ended June 30,		\$ Change
	2024	2023	
	(amounts in thousands)		
<b>Revenues</b>			
Operating revenues			
Room revenue	\$ 570,282	\$ 556,328	\$ 13,954
Food and beverage revenue	76,532	71,420	5,112
Other revenue	46,893	43,715	3,178
Total revenues	<u>693,707</u>	<u>671,463</u>	<u>22,244</u>
<b>Expenses</b>			
Operating expenses			
Room expense	143,327	136,384	6,943
Food and beverage expense	58,931	54,174	4,757
Management and franchise fee expense	55,444	55,459	(15)
Other operating expenses	180,601	166,831	13,770
Total property operating expenses	<u>438,303</u>	<u>412,848</u>	<u>25,455</u>
Depreciation and amortization	89,153	89,921	(768)
Property tax, insurance and other	56,587	49,332	7,255
General and administrative	29,045	28,283	762
Transaction costs	90	24	66
Total operating expenses	<u>613,178</u>	<u>580,408</u>	<u>32,770</u>
Other income, net	3,878	1,585	2,293
Interest income	8,905	8,675	230
Interest expense	(54,507)	(48,673)	(5,834)
Gain (loss) on sale of hotel properties, net	3,546	(44)	3,590
Loss on extinguishment of indebtedness, net	—	(169)	169
Income before equity in income from unconsolidated joint ventures	42,351	52,429	(10,078)
Equity in income from unconsolidated joint ventures	388	501	(113)
Income before income tax expense	42,739	52,930	(10,191)
Income tax expense	(702)	(696)	(6)
Net income	<u>42,037</u>	<u>52,234</u>	<u>(10,197)</u>
Net (income) loss attributable to noncontrolling interests:			
Noncontrolling interest in the Operating Partnership	(167)	(188)	21
Noncontrolling interest in consolidated joint ventures	173	(6)	179
Net income attributable to RLJ	42,043	52,040	(9,997)
Preferred dividends	(12,557)	(12,557)	—
Net income attributable to common shareholders	<u>\$ 29,486</u>	<u>\$ 39,483</u>	<u>\$ (9,997)</u>

## Revenues

Total revenues increased \$22.2 million to \$693.7 million for the six months ended June 30, 2024 from \$671.5 million for the six months ended June 30, 2023. The increase was the result of a \$14.0 million increase in room revenue, a \$5.1 million increase in food and beverage revenue, and a \$3.2 million increase in other revenue.

### Room Revenue

Room revenue increased \$14.0 million to \$570.3 million for the six months ended June 30, 2024 from \$556.3 million for the six months ended June 30, 2023. The increase in room revenue was primarily due to an increase in corporate and group travel.

The following are the year-to-date key hotel operating statistics for the comparable properties:

	For the six months ended June 30,	
	2024	2023
Occupancy	73.0 %	71.8 %
ADR	\$ 202.18	\$ 201.67
RevPAR	\$ 147.60	\$ 144.88

### Food and Beverage Revenue

Food and beverage revenue increased \$5.1 million to \$76.5 million for the six months ended June 30, 2024 from \$71.4 million for the six months ended June 30, 2023. The increase in food and beverage revenue was primarily due to increases in banquet and catering revenue and the ramping up of our recently converted and renovated hotels.

### Other Revenue

Other revenue increased \$3.2 million to \$46.9 million for the six months ended June 30, 2024 from \$43.7 million for the six months ended June 30, 2023. The increase in other revenue was primarily due to an increase in parking and resort fees.

## Property Operating Expenses

Property operating expenses increased \$25.5 million to \$438.3 million for the six months ended June 30, 2024 from \$412.8 million for the six months ended June 30, 2023. The increase was due to a \$25.3 million increase in property operating expenses from the comparable properties.

The components of our property operating expenses for the comparable properties were as follows (in thousands):

	For the six months ended June 30,		\$ Change
	2024	2023	
Room expense	\$ 142,977	\$ 136,094	\$ 6,883
Food and beverage expense	58,888	54,174	4,714
Management and franchise fee expense	55,310	55,285	25
Other operating expenses	180,088	166,409	13,679
Total property operating expenses	\$ 437,263	\$ 411,962	\$ 25,301

The increase in property operating expenses from the comparable properties was primarily due to increases in wages and benefits, as well as increases in sales and marketing, utilities, and other operating expenses.

### Property Tax, Insurance and Other

Property tax, insurance and other expense increased \$7.3 million to \$56.6 million for the six months ended June 30, 2024 from \$49.3 million for the six months ended June 30, 2023. The increase was primarily attributable to increases in property taxes and insurance premiums.

**General and Administrative**

General and administrative expense increased \$0.8 million to \$29.0 million for the six months ended June 30, 2024 from \$28.3 million for the six months ended June 30, 2023.

**Other Income, net**

Other income, net increased \$2.3 million to \$3.9 million for the six months ended June 30, 2024 from \$1.6 million for the six months ended June 30, 2023. The increase was primarily attributable to the receipt of certain COVID-19 relief awards during the six months ended June 30, 2024.

**Interest Income**

Interest income increased \$0.2 million to \$8.9 million for the six months ended June 30, 2024 from \$8.7 million for the six months ended June 30, 2023. The increase was attributable to higher interest rates due to increases in the federal funds rate, partially offset by the impact of lower average cash balances.

**Interest Expense**

Interest expense increased \$5.8 million to \$54.5 million for the six months ended June 30, 2024 from \$48.7 million for the six months ended June 30, 2023. The increase was attributable to higher interest rates on our unhedged variable rate debt combined with an increase in the amount of our debt that was unhedged. The components of our interest expense for the six months ended June 30, 2024 and 2023 were as follows (in thousands):

	For the six months ended June 30,		\$ Change
	2024	2023	
Senior Notes	\$ 19,375	\$ 19,375	\$ —
Revolver and Term Loans	22,847	15,810	7,037
Mortgage loans	8,269	9,559	(1,290)
Amortization of deferred financing costs	3,116	2,965	151
Non-cash interest expense related to interest rate hedges	900	964	(64)
Total interest expense	\$ 54,507	\$ 48,673	\$ 5,834

**Gain (Loss) on Sale of Hotel Properties, net**

During the six months ended June 30, 2024, we sold one hotel property for a sales price of approximately \$8.1 million and recorded a net gain on the sale of approximately \$3.5 million. There were no hotels sold during the six months ended June 30, 2023.

**Non-GAAP Financial Measures**

We consider the following non-GAAP financial measures useful to investors as key supplemental measures of our performance: (1) FFO, (2) Adjusted FFO, (3) EBITDA, (4) EBITDA<sub>re</sub> and (5) Adjusted EBITDA. These non-GAAP financial measures should be considered along with, but not as alternatives to, net income or loss as a measure of our operating performance. FFO, Adjusted FFO, EBITDA, EBITDA<sub>re</sub>, and Adjusted EBITDA, as calculated by us, may not be comparable to FFO, Adjusted FFO, EBITDA, EBITDA<sub>re</sub> and Adjusted EBITDA as reported by other companies that do not define such terms exactly as we define such terms.

**Funds From Operations**

We calculate funds from operations ("FFO") in accordance with standards established by the National Association of Real Estate Investment Trusts ("NAREIT"), which defines FFO as net income or loss, excluding gains or losses from sales of real estate, impairment, the cumulative effect of changes in accounting principles, plus depreciation and amortization, and adjustments for unconsolidated partnerships and joint ventures. Historical cost accounting for real estate assets implicitly assumes that the value of real estate assets diminishes predictably over time. Since real estate values instead have historically risen or fallen with market conditions, most real estate industry investors consider FFO to be helpful in evaluating a real estate

company's operations. We believe that the presentation of FFO provides useful information to investors regarding our operating performance and can facilitate comparisons of operating performance between periods and between REITs, even though FFO does not represent an amount that accrues directly to common shareholders. Our calculation of FFO may not be comparable to measures calculated by other companies who do not use the NAREIT definition of FFO or do not calculate FFO per diluted share in accordance with NAREIT guidance. Additionally, FFO may not be helpful when comparing us to non-REITs. We present FFO attributable to common shareholders, which includes our OP units, because our OP units may be redeemed for common shares. We believe it is meaningful for the investor to understand FFO attributable to all common shares and OP units.

We further adjust FFO for certain additional items that are not in NAREIT's definition of FFO, such as transaction costs, pre-opening costs, gains or losses on extinguishment of indebtedness, non-cash income tax expense or benefit, amortization of share-based compensation, non-cash interest expense related to discontinued interest rate hedges, derivative gains or losses in accumulated other comprehensive income reclassified to earnings, and certain other income or expenses that we consider outside the normal course of operations. We believe that Adjusted FFO provides useful supplemental information to investors regarding our ongoing operating performance that, when considered with net income and FFO, is beneficial to an investor's understanding of our operating performance.

The following table is a reconciliation of our GAAP net income to FFO attributable to common shareholders and unitholders and Adjusted FFO attributable to common shareholders and unitholders for the three and six months ended June 30, 2024 and 2023 (in thousands):

	For the three months ended June 30,		For the six months ended June 30,	
	2024	2023	2024	2023
Net income	\$ 37,291	\$ 41,720	\$ 42,037	\$ 52,234
Preferred dividends	(6,279)	(6,279)	(12,557)	(12,557)
Depreciation and amortization	44,474	44,925	89,153	89,921
(Gain) loss on sale of hotel properties, net	(3,546)	44	(3,546)	44
Noncontrolling interest in consolidated joint ventures	(16)	(154)	173	(6)
Adjustments related to consolidated joint venture (1)	(47)	(44)	(92)	(87)
Adjustments related to unconsolidated joint venture (2)	228	236	457	473
FFO	72,105	80,448	115,625	130,022
Transaction costs	76	4	90	24
Pre-opening costs (3)	125	639	199	860
Loss on extinguishment of indebtedness, net	—	169	—	169
Amortization of share-based compensation	5,275	6,089	11,708	11,781
Non-cash interest expense related to discontinued interest rate hedges	418	482	900	964
Other expenses (4)	620	5	1,951	96
Adjusted FFO	\$ 78,619	\$ 87,836	\$ 130,473	\$ 143,916

- (1) Includes depreciation and amortization expense allocated to the noncontrolling interest in the consolidated joint venture.
- (2) Includes our ownership interest in the depreciation and amortization expense of the unconsolidated joint venture.
- (3) Represents expenses related to the brand conversions of certain hotel properties prior to opening.
- (4) Represents expenses and income outside of the normal course of operations.

#### EBITDA and EBITDAre

EBITDA is defined as net income or loss excluding: (1) interest expense; (2) income tax expense; and (3) depreciation and amortization expense. We consider EBITDA useful to an investor in evaluating and facilitating comparisons of our operating performance between periods and between REITs by removing the impact of our capital structure (primarily interest expense) and asset base (primarily depreciation and amortization expense) from our operating results. In addition, EBITDA is used as one measure in determining the value of hotel acquisitions and disposals.

In addition to EBITDA, we present EBITDAre in accordance with NAREIT guidelines, which defines EBITDAre as net income or loss excluding interest expense, income tax expense, depreciation and amortization expense, gains or losses from sales of real estate, impairment, and adjustments for unconsolidated joint ventures. We believe that the presentation of

EBITDA<sub>re</sub> provides useful information to investors regarding our operating performance and can facilitate comparisons of operating performance between periods and between REITs.

We also present Adjusted EBITDA, which includes additional adjustments for items such as transaction costs, pre-opening costs, gains or losses on extinguishment of indebtedness, amortization of share-based compensation, derivative gains or losses in accumulated other comprehensive income reclassified to earnings, and certain other income or expenses that we consider outside the normal course of operations. We believe that Adjusted EBITDA provides useful supplemental information to investors regarding our ongoing operating performance that, when considered with net income, EBITDA, and EBITDA<sub>re</sub>, is beneficial to an investor's understanding of our operating performance.

The following table is a reconciliation of our GAAP net income to EBITDA, EBITDA<sub>re</sub> and Adjusted EBITDA for the three and six months ended June 30, 2024 and 2023 (in thousands):

	For the three months ended June 30,		For the six months ended June 30,	
	2024	2023	2024	2023
Net income	\$ 37,291	\$ 41,720	\$ 42,037	\$ 52,234
Depreciation and amortization	44,474	44,925	89,153	89,921
Interest expense, net of interest income	23,931	19,532	45,602	39,998
Income tax expense	393	357	702	696
Adjustments related to unconsolidated joint venture (1)	332	345	667	690
EBITDA	106,421	106,879	178,161	183,539
(Gain) loss on sale of hotel properties, net	(3,546)	44	(3,546)	44
EBITDA <sub>re</sub>	102,875	106,923	174,615	183,583
Transaction costs	76	4	90	24
Pre-opening costs (2)	125	639	199	860
Loss on extinguishment of indebtedness, net	—	169	—	169
Amortization of share-based compensation	5,275	6,089	11,708	11,781
Other expenses (3)	620	5	1,951	96
Adjusted EBITDA	\$ 108,971	\$ 113,829	\$ 188,563	\$ 196,513

(1) Includes our ownership interest in the interest, depreciation, and amortization expense of the unconsolidated joint venture.

(2) Represents expenses related to the brand conversions of certain hotel properties prior to opening.

(3) Represents expenses and income outside of the normal course of operations.

## Liquidity and Capital Resources

Our liquidity requirements consist primarily of the funds necessary to pay for operating expenses and other expenditures directly associated with our hotel properties, including:

- funds necessary to pay for the costs of acquiring hotel properties;
- redevelopments, conversions, renovations and other capital expenditures that need to be made periodically to our hotel properties;
- recurring maintenance and capital expenditures necessary to maintain our hotel properties in accordance with brand standards;
- interest expense and scheduled principal payments on outstanding indebtedness;
- distributions on common and preferred shares;
- share repurchases under our share repurchase programs; and
- corporate and other general and administrative expenses.

As of June 30, 2024, we had \$407.2 million of cash, cash equivalents, and restricted cash reserves as compared to \$555.3 million at December 31, 2023.

## Sources and Uses of Cash

### *Cash flows from Operating Activities*

The net cash flow provided by operating activities totaled \$134.3 million and \$137.1 million for the six months ended June 30, 2024 and 2023, respectively. Our cash flows provided by operating activities generally consist of the net cash generated by our hotel operations, the cash paid for corporate expenses and other working capital changes. Refer to the "Results of Operations" section for further discussion of our operating results for the six months ended June 30, 2024 and 2023.

### *Cash flows from Investing Activities*

The net cash flow used in investing activities totaled \$225.0 million for the six months ended June 30, 2024 primarily due to a \$122.7 million acquisition of a fee simple interest in our Wyndham Boston Beacon Hill hotel property, a \$35.7 million acquisition of a hotel property, \$72.4 million in capital improvements and additions to our hotel properties and other assets, and a purchase deposit of \$2.0 million. The net cash flow used in investing activities was partially offset by \$7.7 million in proceeds from the sale of a hotel property.

The net cash flow used in investing activities totaled \$65.8 million for the six months ended June 30, 2023 due to capital improvements and additions to our hotel properties.

### *Cash flows from Financing Activities*

The net cash flow used in financing activities totaled \$57.4 million for the six months ended June 30, 2024 primarily due to \$200.0 million in repayment of a maturing mortgage loan, \$4.2 million paid to repurchase common shares under our share repurchase programs, \$43.9 million in distributions to shareholders and unitholders, and \$9.0 million paid to repurchase common shares to satisfy employee tax withholding requirements. The net cash flow used in financing activities was partially offset by \$200.0 million in borrowings on our Revolver.

The net cash flow used in financing activities totaled \$96.4 million for the six months ended June 30, 2023 primarily due to \$318.7 million in repayments of Term Loans, \$52.0 million paid to repurchase common shares under our share repurchase programs, \$33.6 million in distributions to shareholders and unitholders, \$4.4 million paid to repurchase common shares to satisfy employee tax withholding requirements, and \$7.7 million in deferred financing cost payments. The net cash flow used in financing activities was partially offset by \$320.0 million in borrowings on Term Loans.

## Capital Expenditures and Reserve Funds

We maintain each of our hotel properties in good repair and condition and in conformity with applicable laws and regulations, franchise agreements and management agreements. The cost of routine improvements and alterations are paid out of FF&E reserves, which are funded by a portion of each hotel property's gross revenues. Routine capital expenditures may be administered by the property management companies. However, we have approval rights over the capital expenditures as part of the annual budget process for each of our hotel properties.

From time to time, certain of our hotel properties may undergo renovations as a result of our decision to upgrade portions of the hotels, such as guestrooms, public space, meeting space, and/or restaurants, in order to better compete with other hotels and alternative lodging options in our markets. In addition, upon acquisition of a hotel property we often are required to complete a property improvement plan in order to bring the hotel up to the respective franchisor's standards. If permitted by the terms of the management agreement, funding for a renovation will first come from the FF&E reserves. To the extent that the FF&E reserves are not available or sufficient to cover the cost of the renovation, we will fund all or the remaining portion of the renovation with cash and cash equivalents on hand, our Revolver and/or other sources of available liquidity.

With respect to some of our hotels that are operated under franchise agreements with major national hotel brands and for some of our hotels subject to first mortgage liens, we are obligated to maintain FF&E reserve accounts for future capital expenditures at these hotels. The amount funded into each of these reserve accounts is generally determined pursuant to the management agreements, franchise agreements and/or mortgage loan documents for each of the respective hotels, and typically ranges between 3.0% and 5.0% of the respective hotel's total gross revenue. As of June 30, 2024, approximately \$36.1 million was held in FF&E reserve accounts for future capital expenditures.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market risk includes the risks that arise from changes in interest rates, equity prices and other market changes that affect market sensitive instruments. Our primary market risk exposure is to changes in interest rates on our variable rate debt. As of June 30, 2024, we had approximately \$1.2 billion of total variable rate debt outstanding (or 54.1% of total indebtedness) with a weighted-average interest rate of 5.46% per annum. After taking into consideration the effect of interest rate swaps, 70.6% of our total indebtedness was fixed or effectively fixed. As of June 30, 2024, if market interest rates on our variable rate debt not subject to interest rate swaps were to increase by 1.00%, or 100 basis points, interest expense would decrease future earnings and cash flows by approximately \$6.6 million annually, taking into account our existing contractual hedging arrangements.

Our interest rate risk objectives are to limit the impact of interest rate fluctuations on earnings and cash flows and to lower our overall borrowing costs. To achieve these objectives, we manage our exposure to fluctuations in market interest rates through the use of fixed rate debt instruments to the extent that reasonably favorable rates are obtainable. We have entered into derivative financial instruments such as interest rate swaps to mitigate our interest rate risk or to effectively lock the interest rate on a portion of our variable rate debt. We do not enter into derivative or interest rate transactions for speculative purposes.

The following table provides information about our financial instruments that are sensitive to changes in interest rates. For debt obligations outstanding as of June 30, 2024, the following table presents the principal repayments and related weighted-average interest rates by contractual maturity dates (in thousands):

	2024	2025	2026	2027	2028	Thereafter	Total
Fixed rate debt (1)(2)	\$ —	\$ —	\$ 500,000	\$ —	\$ —	\$ 525,000	\$ 1,025,000
Weighted-average interest rate	— %	— %	3.75 %	— %	— %	4.05 %	3.90 %
Variable rate debt (1)	\$ —	\$ 581,000	\$ 425,000	\$ 200,000	\$ —	\$ —	\$ 1,206,000
Weighted-average interest rate (3)	— %	4.90 %	5.47 %	7.09 %	— %	— %	5.46 %
<b>Total</b>	<b>\$ —</b>	<b>\$ 581,000</b>	<b>\$ 925,000</b>	<b>\$ 200,000</b>	<b>\$ —</b>	<b>\$ 525,000</b>	<b>\$ 2,231,000</b>

(1) Excludes \$2.6 million, \$0.2 million and \$7.1 million of net deferred financing costs on the Term Loans, mortgage loans and Senior Notes, respectively.

(2) Excludes \$1.7 million related to a fair value adjustment on debt.

(3) The weighted-average interest rate gives effect to interest rate swaps, as applicable.

Our ultimate realized gain or loss with respect to interest rate fluctuations will depend on the exposures that arise during future periods, prevailing interest rates and our hedging strategies at that time.

Changes in market interest rates on our fixed rate debt impact the fair value of our debt, but such changes have no impact on our consolidated financial statements. As of June 30, 2024, the estimated fair value of our fixed rate debt was \$939.7 million, which was based on having the same debt service requirements that could have been borrowed at the date presented, at prevailing current market interest rates. If interest rates were to rise by 1.00%, or 100 basis points, and our fixed rate debt balance remained constant, we expect the fair value of our debt would decrease by approximately \$30.4 million.

### Item 4. Controls and Procedures

#### *Evaluation of Disclosure Controls and Procedures*

In accordance with Rule 13a-15(b) of the Exchange Act, the Company's management, under the supervision and participation of the Company's Chief Executive Officer and the Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of June 30, 2024.

#### *Changes in Internal Control over Financial Reporting*

There have been no changes in the Company's internal control over financial reporting (as defined in Rule 13a-15 and 15d-15 of the Exchange Act) during the period ended June 30, 2024 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II. OTHER INFORMATION****Item 1. Legal Proceedings**

The nature of the operations of our hotels exposes our hotel properties, the Company and the Operating Partnership to the risk of claims and litigation in the normal course of their business. Other than routine litigation arising out of the ordinary course of business, the Company is not presently subject to any material litigation nor, to the Company's knowledge, is any material litigation threatened against the Company.

**Item 1A. Risk Factors**

For a discussion of our potential risks and uncertainties, please refer to the "Risk Factors" section in our Annual Report, which is accessible on the SEC's website at [www.sec.gov](http://www.sec.gov). There have been no material changes to the risk factors previously disclosed in our Annual Report.

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

The Company did not sell any securities during the quarter ended June 30, 2024 that were not registered under the Securities Act.

*Issuer Purchases of Equity Securities*

The following table summarizes all of the share repurchases during the three months ended June 30, 2024:

Period	Total number of shares purchased (1)	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 (2)
April 1, 2024 through April 30, 2024	65,349	\$ 11.11	—	19,334,375
May 1, 2024 through May 31, 2024	447,589	\$ 10.63	50,891	24,999,949
June 1, 2024 through June 30, 2024	251,455	\$ 9.71	251,455	25,655,077
Total	764,393		302,346	

- (1) Includes surrendered common shares owned by certain employees to satisfy their statutory minimum federal and state tax obligations associated with the vesting of restricted common shares of beneficial interest issued under the 2021 Plan.
- (2) The 2024 Share Repurchase Program to acquire up to an aggregate of \$250.0 million of common and preferred shares was approved in April 2024 and is set to expire on May 8, 2025. The prior share repurchase program expired on May 8, 2024. The maximum number of shares that may yet be repurchased under a share repurchase program is calculated by dividing the total dollar amount available to repurchase shares by the closing price of our common shares on the last business day of the respective month.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information***Rule 10b5-1 Trading Plans*

During the three months ended June 30, 2024, none of the Company's trustees or officers adopted or terminated any contract, instruction or written plan for the purchase or sale of Company securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any "non-Rule 10b5-1 trading arrangement."



**Item 6. Exhibits**

The exhibits required to be filed by Item 601 of Regulation S-K are noted below:

**Exhibit Index**

Exhibit Number	Description of Exhibit	
3.1	<a href="#">Articles of Amendment and Restatement of Declaration of Trust of RLJ Lodging Trust (incorporated by reference to Exhibit 3.1 to Amendment No. 4 to the Registrant's Registration Statement on Form S-11 (File. No. 333-172011) filed on May 5, 2011)</a>	
3.2	<a href="#">Articles of Amendment to Articles of Amendment and Restatement of Declaration of Trust of RLJ Lodging Trust (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on May 7, 2015)</a>	
3.3	<a href="#">Articles of Amendment to Articles of Amendment and Restatement of Declaration of Trust of RLJ Lodging Trust (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on May 5, 2016)</a>	
3.4	<a href="#">Articles Supplementary to Articles of Amendment and Restatement of Declaration of Trust (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on February 26, 2015)</a>	
3.5	<a href="#">Articles Supplementary designating RLJ Lodging Trust's \$1.95 Series A Cumulative Convertible Preferred Shares, par value \$0.01 per share (incorporated by reference to Exhibit 3.5 to the Registrant's Form 8-A filed on August 30, 2017)</a>	
3.6	<a href="#">Third Amended and Restated Bylaws of RLJ Lodging Trust (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on May 5, 2016)</a>	
31.1*	<a href="#">Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>	
31.2*	<a href="#">Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>	
32.1*	<a href="#">Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>	
101.INS	Inline XBRL Instance Document	Submitted electronically with this report
101.SCH	Inline XBRL Taxonomy Extension Schema Document	Submitted electronically with this report
101.CAL	Inline XBRL Taxonomy Calculation Linkbase Document	Submitted electronically with this report
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document	Submitted electronically with this report
101.LAB	Inline XBRL Taxonomy Label Linkbase Document	Submitted electronically with this report
101.PRE	Inline XBRL Taxonomy Presentation Linkbase Document	Submitted electronically with this report
104	Cover Page Interactive Data File (formatted as Inline XBRL and included in Exhibit 101)	Submitted electronically with this report

\*Filed herewith

## SIGNATURES

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

### RLJ LODGING TRUST

Dated: August 2, 2024

/s/ LESLIE D. HALE

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**Leslie D. Hale**

President and Chief Executive Officer

Dated: August 2, 2024

/s/ SEAN M. MAHONEY

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**Sean M. Mahoney**

Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

Dated: August 2, 2024

/s/ CHRISTOPHER A. GORMSEN

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**Christopher A. Gormsen**

Senior Vice President and Chief Accounting Officer  
(Principal Accounting Officer)

**Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Leslie D. Hale, certify that:

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

**RLJ LODGING TRUST**

/s/ LESLIE D. HALE

**Leslie D. Hale**

President and Chief Executive Officer

Dated: August 2, 2024

**Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Sean M. Mahoney, certify that:

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

**RLJ LODGING TRUST**

Dated: August 2, 2024

/s/ SEAN M. MAHONEY

**Sean M. Mahoney**

Executive Vice President and Chief Financial Officer

**Certification Pursuant To  
18 U.S.C. Section 1350,  
as Adopted Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report of RLJ Lodging Trust (the "Company") on Form 10-Q for the quarter ended June 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Leslie D. Hale, President and Chief Executive Officer of the Company, and I, Sean M. Mahoney, Executive Vice President and Chief Financial Officer of the Company, certify, to our knowledge, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

**RLJ LODGING TRUST**

Dated: August 2, 2024

/s/ LESLIE D. HALE

**Leslie D. Hale**

President and Chief Executive Officer

/s/ SEAN M. MAHONEY

**Sean M. Mahoney**

Executive Vice President and Chief Financial Officer