REFINITIV

DELTA REPORT

10-K

HCP PR F CL - HEALTHPEAK PROPERTIES, IN

10-K - DECEMBER 31, 2022 COMPARED TO 10-K - DECEMBER 31, 2021

The following comparison report has been automatically generated

TOTAL DELTAS	5420
CHANGES	471
DELETIONS	2396
ADDITIONS	2553

REFINITIV

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2021 December 31, 2022

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 001-08895

Healthpeak Properties, Inc.

(Exact name of registrant as specified in its charter)

Maryland	**33-0091377**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

5050 4600 South Syracuse Street, Suite 800 500
Denver, CO 80237
(Address of principal executive offices) (Zip Code)
(720) 428-5050
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $1.00 par value	PEAK	New York Stock Exchange

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

None

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

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

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

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

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

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

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

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

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

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter: $12.8 billion $10.2 billion.

As of February 7, 2022 February 6, 2023, there were 539,304,127 546,782,509 shares of the registrant's $1.00 par value common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive Proxy Statement for the registrant's 2022 2023 Annual Meeting of Stockholders, to be filed with the Securities and Exchange Commission no later than 120 days after December 31, 2021 December 31, 2022, have been incorporated by reference into Part III of this Report.

Table of Contents

Healthpeak Properties, Inc.
Form 10-K
For the Fiscal Year Ended December 31, 2021 December 31, 2022

Table of Contents

All references in this report to "Healthpeak," the "Company," "we," "us" or "our" mean Healthpeak Properties, Inc., together with its consolidated subsidiaries. Unless the context suggests otherwise, references to "Healthpeak Properties, Inc." mean the parent company without its subsidiaries.

Cautionary Language Regarding Forward-Looking Statements

Statements in this Annual Report on Form 10-K that are not historical factual statements are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements include, among other things, statements regarding our and our officers' intent, belief or expectation as identified by the use of words such as "may," "will," "project," "expect," "believe," "intend," "anticipate," "seek," "target," "forecast," "plan," "potential," "estimate," "could," "would," "should" and other comparable and derivative terms or the negatives thereof. Forward-looking statements reflect our current expectations and views about future events and are subject to risks and uncertainties that could cause actual results, including our future financial condition and results of operations, to differ materially from those expressed or implied by any forward-looking statements. You are urged to carefully review the disclosures we make concerning risks and uncertainties that may affect our business and future financial performance, including those made below under "Summary Risk Factors" and in "Item 1A, Risk Factors" in this report.

Forward-looking statements are based on certain assumptions and analysis made in light of our experience and perception of historical trends, current conditions and expected future developments as well as other factors that we believe are appropriate under the circumstances. While forward-looking statements reflect our good faith belief and assumptions we believe to be reasonable based upon current information, we can give no assurance that our expectations or forecasts will be attained. Further, we cannot guarantee the accuracy of any such forward-looking statement contained in this Annual Report. Except as required by law, we do not undertake, and hereby disclaim, any obligation to update any forward-looking statements, which speak only as of the date on which they are made.

Risk Factors Summary

Investors should consider the risks and uncertainties described below that may affect our business and future financial performance. These and other risks and uncertainties are more fully described in "Item 1A, Risk Factors" in this report. Additional risks not presently known to us or that we currently deem immaterial may also affect us. If any of these risks occur, our business, financial condition or results of operations could be materially and adversely affected.

As more fully set forth under "Item 1A, Risk Factors" in this report, principal risks and uncertainties that may affect our business, financial condition, or results of operations include:

- the coronavirus ("Covid") pandemic macroeconomic trends, including inflation, interest rates, labor costs, and health and safety measures intended to reduce its spread, the availability, effectiveness and public usage and acceptance of vaccines, and how quickly and to what extent normal economic and operating conditions can resume within the markets in which we operate; unemployment;
- the ability of our existing and future tenants, operators, and borrowers to conduct their respective businesses in a manner sufficient to maintain or increase their revenues and manage their expenses in order to generate that generates sufficient income to make rent and loan payments to us and our ability to recover investments made, if applicable, in their operations;
- increased competition, operating costs, and market changes affecting our tenants, operators, and borrowers; us;
- the financial condition of our tenants, operators, and borrowers, including potential bankruptcies and downturns in their businesses, and their legal and regulatory proceedings;
- our concentration of real estate investments in the healthcare property sector, which makes us more vulnerable to a downturn in a specific sector than if we invested in across multiple industries and exposes us to sectors;
- the risks inherent in illiquid illiquidity of real estate investments;
- our ability to identify and secure new or replacement tenants and operators and the potential renovation costs and regulatory approvals associated therewith; operators;
- our property development, redevelopment, and tenant improvement activity risks, including project abandonments, project delays, and lower profits than expected;
- changes within the life science industry;
- high levels of significant regulation, funding requirements, expense and uncertainty faced by our life science tenants;
- the ability of the hospitals on whose campuses our medical office buildings ("MOBs") are located and their affiliated healthcare systems to remain competitive or financially viable;
- our ability to develop, maintain, or expand our hospital and health system client relationships;

- operational risks associated with third party management contracts, including the additional regulation and liabilities of our properties operated through structures permitted by the Housing and Economic Recovery Act of 2008, which includes most of the provisions previously proposed in the REIT Investment Diversification and Empowerment Act of 2007 (commonly referred to as "RIDEA");
- economic conditions, natural disasters, weather, and other conditions that negatively affect geographic areas from which where we recognize a greater percentage of our revenue; have concentrated investments;
- uninsured or underinsured losses, which could result in significant losses and/or performance declines by us or our tenants and operators;
- our investments in joint ventures and unconsolidated entities, including our lack of sole decision making authority and our reliance on our partners' financial condition and continued cooperation;
- our use of fixed rent escalators, contingent rent provisions, and/or rent escalators based on the Consumer Price Index;
- competition for suitable healthcare properties to grow our investment portfolio;
- our ability to foreclose or exercise rights on collateral securing our real estate-related loans;
- investment of substantial resources and time in transactions that are not consummated;
- our ability to make material acquisitions and successfully integrate them; or operate acquisitions;
- the potential impact on us and our tenants, operators, and borrowers from litigation matters, including rising liability and insurance costs;
- an increase in environmental compliance costs and liabilities associated with our real estate investments;
- epidemics, pandemics, or other infectious diseases, including the coronavirus disease ("Covid"), and health and safety measures intended to reduce their spread;
- the loss or limited availability of our key personnel;
- our reliance on information technology systems and the potential impact of system failures, disruptions, or breaches;
- increased borrowing costs, including due to higher rising interest rates;
- cash available for distribution to stockholders and our ability to make dividend distributions at expected levels;
- the availability of external capital on acceptable terms or at all, including due to rising interest rates, changes in our credit ratings and the value of our common stock, volatility or uncertainty in the capital markets, and other factors;
- cash available for distribution to stockholders and our ability to make dividend distributions at expected levels;
- our ability to manage our indebtedness level and covenants in and changes to the terms of such indebtedness;
- changes in global, national and local economic and other conditions;
- laws or regulations prohibiting eviction of our tenants;
- the failure of our tenants, operators, and borrowers to comply with federal, state, and local laws and regulations, including resident health and safety requirements, as well as licensure, certification, and inspection requirements;
- required regulatory approvals to transfer our senior housing properties;
- compliance with the Americans with Disabilities Act and fire, safety, and other regulations;
- laws or regulations prohibiting eviction of our tenants;
- the requirements of, or changes to, governmental reimbursement programs such as Medicare or Medicaid;
- legislation to address federal government operations and administration administrative decisions affecting the Centers for Medicare and Medicaid Services;
- our participation in the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") Provider Relief Fund and other Covid-related stimulus and relief programs;
- provisions of Maryland law and our charter that could prevent a transaction that may otherwise be in the interest of our stockholders;
- environmental compliance costs and liabilities associated with our real estate investments;
- our ability to maintain our qualification as a real estate investment trust ("REIT");
- changes to U.S. federal income tax laws, and potential deferred and contingent tax liabilities from corporate acquisitions;
- calculating non-REIT tax earnings and profits distributions;
- ownership limits in our charter that restrict ownership in our stock;
- the loss or limited availability of our key personnel; and
- provisions of Maryland law and our reliance on information technology systems and charter that could prevent a transaction that may otherwise be in the potential impact interest of system failures, disruptions or breaches. our stockholders.

Table of Contents

PART I

ITEM 1. Business

General Overview

Healthpeak Properties, Inc. is a Standard & Poor's ("S&P") 500 company that acquires, develops, owns, leases, and manages healthcare real estate across the United States ("U.S."). Our company was originally founded in 1985. We are a Maryland corporation and qualify as a self-administered REIT. Our corporate headquarters are located in Denver, Colorado, and we have additional offices in Irvine, California, Tennessee, and Franklin, Tennessee. Massachusetts.

During 2020, we began the process of disposing of our senior housing triple-net and senior housing operating property ("SHOP") portfolios. In September 2021, we successfully completed the disposition of both portfolios. Refer to the discussion of recent dispositions in "Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations—Overview of Transactions" for additional information. As of December 31, 2020, we concluded that the planned dispositions represented a strategic shift that had and will have a major effect on our operations and financial results and, therefore, results. Therefore, the assets are classified as discontinued operations in all periods presented herein. In September 2021, we successfully completed the disposition of both portfolios. See Note 5 to the Consolidated Financial Statements for further information regarding discontinued operations.

In conjunction with the disposal of our senior housing triple-net and SHOP portfolios, we focused our strategy on investing in a diversified portfolio of high-quality healthcare properties across our three core asset classes of life science, medical office, and continuing care retirement community ("CCRC") real estate. Under the life science and medical office segments, we invest through the acquisition, development, and management of life science buildings, facilities, MOBs, and hospitals. Under the CCRC segment, our properties are operated through RIDEA structures. We have other non-reportable segments that are comprised primarily of loans receivable, marketable debt investments securities, and an interest in an unconsolidated joint venture that owns 19 senior housing assets (our "SWF SH JV").

At December 31, 2021 December 31, 2022, our portfolio of investments, including properties in our unconsolidated joint ventures, consisted of interests in 484 480 properties. The following table summarizes information for our reportable segments, excluding discontinued operations, for the year ended December 31, 2021 December 31, 2022 (dollars in thousands):

Segment	Segment	Total Portfolio Adjusted NOI(1)(2)	Percentage of Total Portfolio Adjusted NOI(1)	Number of Properties	Segment	Total Portfolio Adjusted NOI(1)	Percentage of Total Portfolio Adjusted NOI(1)	Number of Properties
Life science	Life science	$ 503,927	49 %	150	Life science	$ 552,533	50 %	149
Medical office	Medical office	413,157	40 %	300	Medical office	432,969	39 %	297
CCRC	CCRC	95,577	9 %	15	CCRC	103,841	9 %	15
Other non-reportable	Other non-reportable	17,484	2 %	19	Other non-reportable	16,920	2 %	19
Totals		$ 1,030,145	100 %	484				
						$ 1,106,263	100 %	480

(1) Total Portfolio metrics include results of operations from disposed properties through the disposition date. See "Item 7, Management's Management's Discussion and Analysis of Financial Condition and Results of Operations—Non-GAAP Financial Measures" for additional information regarding Adjusted NOI and see Note 16 to the Consolidated Financial Statements for a reconciliation of Adjusted NOI by segment to net income (loss).

(2) For the year ended December 31, 2021, Adjusted NOI for our senior housing triple-net and SHOP portfolios was $7 million and $4 million, respectively. Operating results for these portfolios are reported as discontinued operations for all periods presented herein.

For a description of our significant activities during 2021, 2022, see "Item 7, Management's Management's Discussion and Analysis of Financial Condition and Results of Operations—Overview of Transactions" in this report.

UPREIT Reorganization

On February 7, 2023, we entered into an Agreement and Plan of Merger (the "Merger Agreement") with New Healthpeak, Inc., a Maryland corporation ("New Healthpeak") and our wholly owned subsidiary, and Healthpeak Merger Sub, Inc., a Maryland corporation ("Merger Sub") that is a wholly owned subsidiary of New Healthpeak. The purpose of the transactions contemplated by the Merger Agreement is for us to implement a corporate reorganization into a new holding company structure commonly referred to as an Umbrella Partnership Real Estate Investment Trust, or UPREIT (the "Reorganization").

Pursuant to the Merger Agreement, Merger Sub will merge with and into our company, with our company continuing as the surviving corporation and a wholly owned subsidiary of New Healthpeak (the "Merger"). The Merger is expected to be effective as of February 10, 2023 (the "Effective Time"). As part of the Merger, our name will change to Healthpeak Properties Interim, Inc., and, effective immediately after the Effective Time, New Healthpeak's name will be changed to Healthpeak Properties, Inc. The Merger is expected to be conducted in accordance with Section 3-106.2 of the Maryland General Corporation Law. Accordingly, the Merger will not require the approval of our stockholders, and the Merger will not give rise to statutory dissenters' rights.

In connection with the Reorganization and immediately following the Merger, we will convert from a Maryland corporation to a Maryland limited liability company named Healthpeak OP, LLC ("Healthpeak OP").

Table of Contents

Following the Merger, the business, management and board of directors of New Healthpeak will be identical to the business, management and board of directors of our company immediately before the Merger, except that the business of the company is expected to be conducted exclusively through Healthpeak OP. The consolidated assets and liabilities of New Healthpeak immediately following the Merger will be identical to the consolidated assets and liabilities of our company immediately prior to the Merger. New Healthpeak will not hold any assets directly other than its ownership interest in Healthpeak OP and certain de minimis assets that may be held for certain administrative functions. None of the properties owned by us or our subsidiaries or any interests therein will be transferred as part of the Reorganization. All material indebtedness of our company immediately prior to the Merger will remain the indebtedness of Healthpeak OP after the Merger.

Business Strategy

We invest in and manage our real estate portfolio for the long-term to maximize benefit to our stockholders and support the growth of our dividends. Our strategy consists of four core elements:

(i) Our *real estate*: Our portfolio is grounded in high-quality properties in desirable locations. We focus on three purposely selected private pay asset classes—life science, medical office, and continuing care retirement community—to provide stability through inevitable market cycles.

(ii) Our *financials*: We maintain a strong investment-grade balance sheet with ample liquidity as well as long-term fixed-rate debt financing with staggered maturities to reduce our exposure to interest rate volatility and refinancing risk.

(iii) Our *partnerships*: We work with leading pharmaceutical and biotechnical companies, healthcare companies, operators, and service providers and are responsive to their space and capital needs. We provide high-quality property management services to encourage tenants to renew, expand, and relocate into our properties, which drives increased occupancy, rental rates, and property values.

(iv) Our *platform*: We have a people-first culture that we believe attracts, develops, and retains top talent. We continually strive to create and maintain an industry-leading platform with systems and tools that allow us to effectively and efficiently manage our assets and investment activity.

Internal Growth Strategies

We believe our real estate portfolio holds the potential for increased future cash flows as it is well-maintained and in desirable locations. Our strategy for maximizing the benefits from these opportunities is to: (i) work with new or existing tenants and operators to address their space and capital needs and (ii) provide high-quality property management services in order to motivate tenants to renew, expand, or relocate into our properties.

We expect to continue our internal growth as a result of our ability to:

- Build and maintain long-term leasing and management relationships with quality tenants and operators. In choosing locations for our properties, we focus on the physical environment, adjacency to established businesses (e.g., hospital systems) and educational centers, proximity to sources of business growth, and other local demographic factors.
- Replace tenants and operators at the best available market terms and lowest possible transaction costs. We believe we are well-positioned to attract new tenants and operators and achieve attractive rental rates and operating cash flow as a result of the location, design, and maintenance of our properties, together with our reputation for high-quality building services, and responsiveness to tenants, and our ability to offer space alternatives within our portfolio.
- Extend and modify terms of existing leases prior to expiration. We structure lease extensions, early renewals, or modifications, which reduce the cost associated with lease downtime, or the re-investment risk resulting from the exercise of tenants' purchase options, while securing the tenancy and relationship of our high quality tenants and operators on a long-term basis.

Investment Strategies

The delivery of healthcare services requires real estate and, as a result, tenants and operators depend on real estate, in part, to maintain and grow their businesses. We believe the healthcare real estate market provides investment opportunities due to the: (i) compelling long-term demographics driving the demand for healthcare services; (ii) specialized nature of healthcare real estate investing; and (iii) ongoing consolidation of the fragmented healthcare real estate sector.

Table of Contents

While we emphasize healthcare real estate ownership, we may also provide real estate secured financing to, or invest in equity or debt securities of, healthcare operators or other entities engaged in healthcare real estate ownership. We may also acquire all or substantially all of the securities or assets of other REITs, operating companies, or similar entities where such investments would be consistent with our investment strategies. We may co-invest alongside institutional or development investors through partnerships or limited liability companies.

We monitor but do not limit, our investments based on the percentage of our total assets that may be invested in any one property type, investment vehicle, or geographic location, the number of properties that may be leased to a single tenant or operator, or loans that may be made to a single borrower. In allocating capital, we target opportunities with the most attractive risk/reward profile for our portfolio as a whole. We may take additional measures to mitigate risk, including diversifying our investments (by sector, geography, tenant, or operator), structuring transactions as master leases, requiring tenant or operator insurance and indemnifications, and/or obtaining credit enhancements in the form of guarantees, letters of credit, or security deposits.

We believe we are well-positioned to achieve external growth through acquisitions, financing, development, and development. redevelopment. Other factors that contribute to our competitive position include:

- our reputation gained through over 35 years three decades of successful operations and the strength of our existing portfolio of properties;
- our relationships with leading pharmaceutical and biotechnology tenants, healthcare operators and systems, investment banks and other market intermediaries, corporations, private equity firms, not-for-profit organizations, and public institutions companies seeking to monetize existing assets or develop new facilities;

- our relationships with institutional buyers and sellers of high-quality healthcare real estate;
- our track record and reputation for executing acquisitions responsively and efficiently, which provides confidence to domestic and foreign institutions and private investors who seek to sell healthcare real estate in our market areas;
- our relationships with nationally recognized financial institutions that provide capital to the healthcare and real estate industries; and
- our control of land sites (including assets under contract with radius restrictions). held for future development.

Financing Strategies

Our REIT qualification requires us to distribute at least 90% of our REIT taxable income (excluding net capital gains); therefore, we do not retain a significant amount of earnings. As a result, we regularly access the public equity and debt markets to raise the funds necessary to finance acquisitions and debt investments, develop and redevelop properties, and refinance maturing debt.

We may finance acquisitions and other investments primarily through the following vehicles:

- cash flow from operations;
- sale or exchange of ownership interests in properties or other investments;
- borrowings under our credit facility or commercial paper program;
- issuance of additional debt, including unsecured notes, term loans, and mortgage debt; and/or
- issuance of common stock or preferred stock or its equivalent.

We maintain a disciplined investment-grade balance sheet by actively managing our debt to equity levels and maintaining access to multiple sources of liquidity. Our debt obligations are primarily long-term fixed rate with staggered maturities.

We finance our investments based on our evaluation of available sources of funding. For short-term purposes, we may utilize our revolving line of credit facility or commercial paper program, arrange for other short-term borrowings from banks or other sources, or issue equity securities pursuant to our at-the-market equity offering program. We arrange for longer-term financing by offering debt and equity, placing mortgage debt, and obtaining capital from institutional lenders and joint venture partners.

Table of Contents

Segments

Life science

Our life science properties, which contain laboratory and office space, are leased primarily to biotechnology, medical device and pharmaceutical companies, scientific research institutions, government agencies, and other organizations involved in the life science industry. While these properties have certain characteristics similar to commercial office buildings, they generally accommodate heavier floor loads and contain more advanced electrical, mechanical, heating, ventilating, and air conditioning systems. The facilities generally have specialty equipment including emergency generators, fume hoods, lab bench tops, and related amenities. In addition to improvements funded by us as the landlord, many of our life science tenants make significant investments to improve their leased space to accommodate biology, chemistry, or medical device research initiatives.

Life science properties are primarily configured in business park or campus settings and include multiple buildings. The business park and campus settings allow us the opportunity to provide flexible, contiguous/adjacent expansion to accommodate the growth of existing tenants. Our properties are located in well-established geographical markets known for scientific research and drug discovery, including San Francisco (49%) and San Diego (22%(24%), California, and Boston, Massachusetts (24%) (based on available total square feet). At December 31, 2021 December 31, 2022, 88%92% of our life science properties were triple-net leased (based on leased square feet).

The following table provides information about our most significant life science tenant concentration for the year ended December 31, 2021 December 31, 2022:

Tenants	Tenants	Percentage of Segment Revenues	Percentage of Total Revenues	Tenants	Percentage of Segment Revenues	Percentage of Total Revenues
Amgen, Inc.	Amgen, Inc.	8 %	3 %	Amgen, Inc.	6 %	2 %

Medical office

Our medical office segment includes medical office buildings (MOBs) and hospitals. MOBs typically contain physicians' offices and examination rooms, and may also include pharmacies, hospital ancillary service space, and outpatient services such as diagnostic centers, rehabilitation clinics, and day-surgery operating rooms. While these facilities are similar have certain similarities to commercial office buildings, they require additional plumbing, electrical, and mechanical systems to accommodate multiple exam rooms that may require sinks in every room and special specialized equipment such as x-ray machines. In addition, machines and MRIs. MOBs are often built to accommodate higher structural loads for certain such specialized equipment and may contain vaults or other specialized unique construction. Our MOBs are typically multi-tenant properties leased to healthcare providers (hospitals and physician practices), with approximately 87% of our MOBs located on or adjacent to hospital campuses and 98% affiliated with hospital systems as of December 31, 2021 December 31, 2022 (based on available total square feet). Occasionally, we invest in MOBs located on hospital campuses subject to ground leases. At December 31, 2021 December 31, 2022, approximately65% of our MOBs were net triple-net leased (based on leased square feet) with the remaining leased under gross or modified gross leases.

The following table provides information about our most significant medical office tenant concentration for the year ended December 31, 2021 December 31, 2022:

Tenant	Tenant	Percentage of Segment Revenues	Percentage of Total Revenues	Tenant	Percentage of Segment Revenues	Percentage of Total Revenues
HCA Healthcare, Inc. (HCA)	HCA Healthcare, Inc. (HCA)	22 %	8 %	HCA Healthcare, Inc. (HCA)	23 %	8 %

Our medical office segment also includes ninehospitals. Services provided by our tenants and operators in hospitals are paid for by private sources, third-party payors (e.g., insurance and HMOs), or through Medicare and Medicaid programs. Our hospital property types include acute care, long-term acute care, and specialty and rehabilitation hospitals. All of our hospitals are triple-net leased.

Continuing care retirement community, or CCRC

CCRCs are retirement communities that include independent living, assisted living, memory care, and skilled nursing units to provide a continuum of care in an integrated campus. Our CCRCs are owned through RIDEA structures, which is permitted by the Housing and Economic Recovery Act of 2008, and includes most of the provisions previously proposed in the REIT Investment Diversification and Empowerment Act of 2007 (commonly referred to as “RIDEA”). 2007. The services provided by our third-party manager-operators under a RIDEA structure at our properties are primarily paid for by the residents directly or through private insurance and are less reliant on government reimbursement programs such as Medicare and Medicaid.

Table of Contents

A RIDEA structure allows us, through a taxable REIT subsidiary (“TRS”), to receive cash flow from the operations of a healthcare facility in compliance with REIT tax requirements. The criteria for operating a healthcare facility through a RIDEA structure require us to lease the facility to an affiliate TRS and for such affiliate TRS to engage an independent qualifying management company (also known as an eligible independent contractor or third-party operator) to manage and operate the day-to-day business of the facility in exchange for a management fee. As a result, under a RIDEA structure, we are required to rely on a third-party operator to hire and train all facility employees, enter into third-party contracts for the benefit of the facility, including resident/patient agreements, comply with laws, including healthcare laws, and provide resident care. We are substantially limited in our ability to control or influence day-to-day operations under a RIDEA structure, and thus rely on the third-party operator to manage and operate the business.

Through our TRS entities, we bear all operational risks and liabilities associated with the operation of these properties, with limited exceptions, such as a third-party operator’s gross negligence or willful misconduct. These operational risks and liabilities include those relating to any employment matters of our operator, compliance with healthcare and other laws, liabilities relating to personal injury-tort matters, resident-patient quality of care claims, and any governmental reimbursement matters, even though we have limited ability to control or influence our third-party operators’ management of these risks.

The management agreements we have in RIDEA structures related to CCRCs have original terms ranging from 10 to 15 years, with mutual renewal options. There are base management fees and incentive management fees payable to our third-party operators if operating results of the RIDEA properties exceed pre-established thresholds. Conversely, there are also provisions in the management agreements that reduce management fees payable to our third-party operators if operating results do not meet certain pre-established thresholds.

CCRCs are different from other housing and care options for seniors because they typically provide written agreements or long-term contracts between residents and the communities (frequently lasting the term of the resident’s lifetime), which offer a continuum of housing, services, and healthcare on one campus or site. CCRCs are appealing as they allow residents to “age in place” and typically require the individual to be is independent and in relatively good health upon entry.

As third-party operators manage our RIDEA properties in exchange for the receipt of a management fee, we are not directly exposed to the credit risk of these operators in the same manner or to the same extent as a triple-net tenant.

Other non-reportable segment

At December 31, 2021 December 31, 2022, we had the following investments in our other non-reportable segments: (i) our unconsolidated joint venture with a sovereign wealth fund that owns 19 senior housing assets (which we refer to as our SWF SH JV), (ii) loans receivable, and (ii) (iii) marketable debt investments. securities.

The properties in our SWF SH JV are owned through RIDEA structures and include independent living facilities and assisted living facilities, which cater to different segments of the elderly population based upon their personal needs. These facilities are often in apartment-like buildings with private residences ranging from single rooms to large apartments.

Competition

Investing in real estate serving the healthcare industry is highly competitive. We face competition from other REITs, investment companies, pension funds, private equity investors, sovereign funds, healthcare operators, lenders, developers, and other institutional investors, some of whom may have greater flexibility (e.g., non-REIT competitors), greater resources, and lower costs of capital than we do. Increased competition and resulting capitalization rate compression make it more challenging for us to identify and successfully capitalize on opportunities that meet our objectives. Our ability to compete may also be impacted by global, national, and local economic trends, availability of investment alternatives, availability and cost of capital, construction and renovation costs, existing laws and regulations, new legislation, and population trends.

Income from our investments depends on our tenants’ and operators’ ability to compete with other companies on multiple levels, including: (i) the quality of care provided, (ii) reputation, (iii) success of product or drug development, (iv) price, (v) the range of services offered, (vi) the physical appearance of a facility, (vii) alternatives for healthcare delivery, (viii) the supply of competing properties, (ix) physicians, (x) staff, (xi) referral sources, (xii) location, (xiii) the size and demographics of the population in surrounding areas, and (xiv) the financial condition of our tenants and operators. For a discussion of the risks associated with competitive conditions affecting our business, see “Item 1A, Risk Factors” in this report.

Table of Contents

Government Regulation, Licensing, and Enforcement

Overview

Our healthcare facility operators (which include our TRS entities when we use a RIDEA structure) and tenants are subject to extensive and complex federal, state, and local healthcare laws and regulations relating to quality of care, licensure and certificate of need, resident rights (including abuse and neglect), consumer protection, government reimbursement, fraud and abuse practices, and similar laws governing the operation of healthcare facilities, and we facilities. We expect the healthcare industry, in general, will continue to face increased regulation and pressure in the areas of fraud, waste and abuse, cost control, healthcare management, and provision of services, among others. Federal, state, and local officials are increasingly focusing their efforts on enforcement of these laws and regulations. In addition, our operators are subject to a variety of laws, regulations, and executive orders relating to operators' response to the Covid pandemic, which can vary based on the provider type and jurisdiction, complicating compliance efforts. These regulations are wide ranging and can subject our tenants and operators to civil, criminal, and administrative sanctions. sanctions, including enhanced or additional penalties, sanctions, and other adverse actions that may arise under new regulations adopted in response to Covid. Affected tenants and operators may find it increasingly difficult to comply with this complex and evolving regulatory environment because of a relative lack of guidance in many areas as certain of our healthcare properties are subject to oversight from several government agencies, and the laws may vary from one jurisdiction to another. Changes in laws, regulations, reimbursement enforcement activity, and regulatory non-compliance by our tenants and operators can all have a significant effect on their operations and financial condition, which in turn may adversely impact us, as detailed below and set forth under "Item 1A, Risk Factors" in this report.

The following is a discussion of certain laws and regulations generally applicable to our operators, and in certain cases, to us.

Fraud and Abuse Enforcement

There are various extremely complex U.S. federal and state laws and regulations governing healthcare providers' referrals, relationships and arrangements and prohibiting fraudulent and abusive practices by such providers. These laws include: (i) U.S. federal and state false claims acts, which, among other things, prohibit providers from filing false claims or making false statements to receive payment from Medicare, Medicaid, or other U.S. federal or state healthcare programs; (ii) U.S. federal and state anti-kickback and fee-splitting statutes, including the Medicare and Medicaid anti-kickback statute, which prohibit or restrict the payment or receipt of remuneration to induce referrals or recommendations of healthcare items or services; (iii) U.S. federal and state physician self-referral laws (commonly referred to as the "Stark Law"), which generally prohibit referrals by physicians to entities with which the physician or an immediate family member has a financial relationship; and (iv) the federal Civil Monetary Penalties Law, which prohibits, among other things, the knowing presentation of a false or fraudulent claim for certain healthcare services. Violations of U.S. healthcare fraud and abuse laws carry civil, criminal, and administrative sanctions, including punitive sanctions, monetary penalties, imprisonment, denial of Medicare and Medicaid reimbursement, payment suspensions, and potential exclusion from Medicare, Medicaid, or other federal or state healthcare programs. These laws are enforced by a variety of federal, state, and local agencies and in the U.S. can also be enforced by private litigants through, among other things, federal and state false claims acts, which allow private litigants to bring *qui tam* or "whistleblower" actions. Our tenants and operators that participate in government reimbursement programs are subject to these laws and may become the subject of governmental enforcement actions or whistleblower actions if they fail to comply with applicable laws. Additionally, the licensed operators of our U.S. long-term care facilities that participate in government reimbursement programs are required to have compliance and ethics programs that meet the requirements of federal laws and regulations relating to the Social Security Act. Where we have used a RIDEA structure, we are dependent on management companies to fulfill our compliance obligations, and we have developed a program to periodically monitor compliance with such obligations.

Table of Contents

Laws and Regulations Governing Privacy and Security

There are various U.S. federal and state privacy laws and regulations, including the privacy and security rules contained in the Health Insurance Portability and Accountability Act of 1996 (commonly referred to as "HIPAA"), that provide for the privacy and security of personal health information. An increasing focus of the U. S. Federal Trade Commission's ("FTC's") consumer protection regulation is the impact of technological change on protection of consumer privacy. The FTC, as well as state attorneys general, have taken enforcement action against companies that do not abide by their representations to consumers regarding electronic security and privacy. To the extent we or our affiliated operating entities are a covered entity or business associate under HIPAA and the Health Information Technology for Economic and Clinical Health Act (the "HITECH Act"), compliance with those requirements require us to, among other things, conduct a risk analysis, implement a risk management plan, implement policies and procedures, and conduct employee training. In most cases, we are dependent on our tenants and management companies to fulfill our compliance obligations, and we have developed a program to periodically monitor compliance with such obligations. Because of the far reaching nature of these laws, there can be no assurance we would not be required to alter one or more of our systems and data security procedures to be in compliance with these laws. Our failure to protect health information could subject us to civil or criminal liability and adverse publicity, and could harm our business and impair our ability to attract new customers and residents. We may be required to notify individuals, as well as government agencies and the media, if we experience a data breach.

Reimbursement

Sources of revenue for some of our tenants and operators include, among others, governmental healthcare programs, such as the federal Medicare programs and state Medicaid programs, and non-governmental third-party payors, such as insurance carriers and HMOs. Our tenants and operators who participate in governmental healthcare programs are subject to government reviews, audits, and investigations to verify compliance with these programs and applicable laws and regulations. As federal and state governments focus on healthcare reform initiatives, and as the federal government and many states face significant current and future budget deficits, efforts to reduce costs by these payors will likely continue, which may result in reduced or slower growth in reimbursement for certain services provided by some of our tenants and operators. Governmental healthcare programs are highly regulated and are subject to frequent and substantial legislative, regulatory, and interpretive changes, which could adversely affect reimbursement rates and the method and timing of payment under these programs. Additionally, new and evolving payor and provider programs in the U.S., including Medicare Advantage, Dual Eligible, Accountable

Care Organizations, Post-Acute Care Payment Models, SNF Value-Based Purchasing Programs, and Bundled Payments could adversely impact our tenants' and operators' liquidity, financial condition, or results of operations.

Healthcare Licensure and Certificate of Need

Certain healthcare facilities in our portfolio are subject to extensive national, federal, state, and local licensure, certification, and inspection laws and regulations. A healthcare facility's failure to comply with these laws and regulations could result in a revocation, suspension, restriction, or non-renewal of the facility's license and loss of a certificate of need, which could adversely affect the facility's operations and ability to bill for items and services provided at the facility. In addition, various licenses and permits are required to handle controlled substances (including narcotics), operate pharmacies, handle radioactive materials, and operate equipment. Many states in the U.S. require certain healthcare providers to obtain a certificate of need, which requires prior approval for the construction, expansion, or closure of certain healthcare facilities. The approval process related to state certificate of need laws may impact the ability of some of our tenants and operators to expand or change their businesses.

Product Approvals

While our life science tenants include some well-established companies, other tenants are less established and, in some cases, may not yet have a product approved by the Food and Drug Administration, or other regulatory authorities, for commercial sale. Creating a new pharmaceutical product or medical device requires substantial investments of time and capital, in part because of the extensive regulation of the healthcare industry. It also entails considerable risk of failure in demonstrating that the product is safe and effective and in gaining regulatory approval and market acceptance.

Entrance Fee Communities

Our CCRCs are operated as entrance fee communities. Generally, an entrance fee is an upfront fee or consideration paid by a resident, a portion of which may be refundable, in exchange for some form of long-term benefit, typically consisting of a right to receive certain personal or health care services. In certain states (including the ones in which we operate) entrance fee communities are subject to significant state regulatory oversight, including, for example, oversight of each facility's financial condition, establishment and monitoring of reserve requirements and other financial restrictions, the right of residents to cancel their contracts within a specified period of time, the right of residents to receive a refund of their entrance fees, lien rights in favor of the residents, restrictions on change of ownership, and similar matters.

Table of Contents

Americans with Disabilities Act ("ADA")

Our properties must comply with the ADA and any similar state or local laws to the extent that such properties are "public accommodations" as defined in those statutes. The ADA may require removal of barriers to access by persons with disabilities in certain public areas of our properties where such removal is readily achievable. To date, we have not received any notices of noncompliance with the ADA that have caused us to incur substantial capital expenditures to address ADA concerns. Should barriers to access by persons with disabilities be discovered at any of our properties, we may be directly or indirectly responsible for additional costs that may be required to make facilities ADA-compliant. Noncompliance with the ADA could result in the imposition of fines or an award of damages to private litigants. The obligation to make readily achievable accommodations pursuant to the ADA is an ongoing one, and we continue to assess our properties and make modifications as appropriate in this respect.

Environmental Matters

A wide variety of federal, state, and local environmental and occupational health and safety laws and regulations affect healthcare facility operations. These complex federal and state statutes, and their enforcement, involve a myriad of regulations, many of which involve strict liability on the part of the potential offender. Some of these federal and state statutes may directly impact us. Under various federal, state, and local environmental laws, ordinances, and regulations, an owner of real property or a secured lender, such as us, may be liable for the costs of removal or remediation of hazardous or toxic substances at, under or disposed of in connection with such property, as well as other potential costs relating to hazardous or toxic substances (including government fines and damages for injuries to persons and adjacent property). The cost of any required remediation, removal, fines, or personal or property damages, and any related liability therefore could exceed or impair the value of the property and/or the assets. In addition, the presence of such substances, or the failure to properly dispose of or remediate such substances, may adversely affect the value of such property and the owner's ability to sell or rent such property or to borrow using such property as collateral, which, in turn, could reduce our earnings. For a description of the risks associated with environmental matters, see "Item 1A, Risk Factors" in this report.

Insurance

We obtain various types of insurance to mitigate the impact of property, business interruption, liability, flood, windstorm, earthquake, fire, environmental, and terrorism-related losses. We attempt to obtain appropriate policy terms, conditions, limits, and deductibles considering the relative risk of loss, the cost of such coverage, and current industry practice. There are, however, certain types of extraordinary losses, such as those due to acts of war or other events, that may be either uninsurable or not economically insurable. In addition, we have a large number of properties that are exposed to earthquake, flood, and windstorm occurrences, which carry higher deductibles.

We maintain property insurance for all of our properties. Tenants under triple-net leases are required to provide primary property, business interruption, and liability insurance. We maintain separate general and professional liability insurance for our SHOP CCRCs and CCRC facilities. the senior housing facilities owned by our SWF SH JV. Additionally, our corporate general liability insurance program also extends coverage for all of our properties beyond the aforementioned. We periodically review whether we or our RIDEA operators will bear responsibility for maintaining the required insurance coverage for the applicable SHOP CCRCs and CCRC properties, senior housing facilities owned by our SWF SH JV, but the costs of such insurance are facility expenses paid from the revenues of those properties, regardless of who maintains the insurance.

We also maintain directors and officers liability insurance, which provides protection for claims against our directors and officers arising from their responsibilities as directors and officers. Such insurance also extends to us in certain situations.

Sustainability

We believe that environmental, social, and governance ("ESG") initiatives are a vital part of corporate responsibility, which supports our primary goal of increasing stockholder value through profitable growth. We continue to advance our commitment to sustainability, with a focus on achieving goals in each of the ESG dimensions. Our Board of Directors oversees ESG matters, with the Nominating and Corporate Governance Committee of overseeing sustainability and corporate governance matters, the Board oversees ESG matters, other than human capital matters that our Audit Committee overseeing risk management, and the Compensation and Human Capital Committee of overseeing human capital management. We use an integrated approach to ESG throughout our business to identify risks and opportunities, capture efficiencies and cost savings, and report on the Board oversees as described below. issues most relevant to stakeholders.

[Table of Contents](#)

Environment: Our environmental management programs strive to make our buildings more resilient sustainable and capture cost efficiencies that ultimately benefit our investors, employees, tenants, business partners, and other stakeholders, while reducing our carbon footprint and providing a positive impact on the communities in which we operate. We regularly assess the risks and financial impacts to our business posed by climate change, including transition risks, physical climate risks, potential business disruption, and regulatory requirements.

Our Compensation requirements, and Human Capital Committee work with our property managers, operators, and tenants to implement projects to mitigate these risks and impacts. For a description of the Board oversees human capital risks associated with climate risk matters, including culture, diversity, equity, inclusion, talent acquisition and development, compensation, and succession planning, discussed below under see "Item 1A, Risk Factors" in this report.

Social: See "—Human Capital Matters." In addition, our Social Responsibility Committee leads our local philanthropic and volunteer activities. Matters" below.

Governance: Our transparent corporate governance initiatives incorporate sustainability as a critical component in achieving our business objectives and properly managing risks.

Our recent ESG highlights include:

Our numerous ESG recognitions • Reported a reduction of 3.4% in Scope 1 and Scope 2 greenhouse gas emissions ("GHG") in 2021include: compared to 2020 on a like-for-like comparative basis (as defined below)

- Short-listed for Best Proxy Statement by IR Magazine 2 new LEED certifications and Corporate Secretary for 65 new ENERGY STAR certifications obtained in 2022
- Named an ENERGY STAR Partner of the second consecutive year Year in recognition of our leading proxy statement disclosure practices 2022
- Received a Green Star rating from the Global Real Estate Sustainability Benchmark (GRESB) ("GRESB") for the eleventh consecutive year, recognizing top ESG performance in our sector
- Named to CDP's Leadership band for our climate disclosure for the tenth consecutive year, most recently with a score of "A-" in 2022
- Named to *Newsweek*'s America's Most Responsible Companies list for the fourth consecutive year
- Named a constituent in the FTSE4Good Index for the tenth eleventh consecutive year
- Named to CDP's Leadership band for our climate disclosure for the ninth consecutive year, most recently with a score of "A-" in 2021
- Listed in and S&P Global's Global North America Dow Jones Sustainability Index for the ninth tenth consecutive year recognizing top ESG performance in our sector
- Named to the S&P Global Sustainability Yearbook for the seventheighth consecutive year
- Named to the Bloomberg Gender-Equality Index for the third fourthconsecutive year
- Named to 3BL Media's 100 Best Corporate Citizens*Fortune*'s inaugural Modern Board 25 list for the third consecutive year first time
- Named to Newsweek's America's Most Responsible Companies list a *Wall Street Journal* Best-Managed Company for the third first time

Under our "like-for-like" methodology, direct and indirect GHG emissions are compared on a year-over-year basis using Scope 1 and Scope 2 GHG emissions for the properties that we have owned for two full consecutive year calendar years, excluding non-stabilized developments and redevelopments.

- Received a rating In 2021, we completed two green bond offerings with aggregate gross proceeds of "Prime" by ISS ESG Corporate Rating for our excellence in ESG performance $950 million. The aggregate proceeds, net of discounts and disclosure within our industry

debt issuance costs, of $938 million from the two green bonds have been allocated to eligible green projects.

For additional information regarding our ESG initiatives and our approach to climate change, please visit our website at www.healthpeak.com/ESG.

Human Capital Matters

Our employees represent our greatest asset, and as of December 31, 2021 December 31, 2022, we had 196 199full-time employees. Our Board of Directors, through its Compensation and Human Capital Committee, retains direct oversight of human capital management, including corporate culture, diversity, inclusion, talent acquisition, retention, employee satisfaction, engagement, and succession planning. We report on human capital matters at each regularly scheduled Board of Directors meeting and periodically throughout the year. The most significant human capital measures or objectives that we focus on in managing our business and our related human capital initiatives include the following:

- **Workforce Diversity:** We believe we are a stronger organization when our workforce represents a diversity of ideas and experiences. We value and embrace diversity in our employee recruiting, hiring, and development practices. Our workforce was made up of 43%46% female employees and35% 37% racially or ethnically diverse employees as of December 31, 2021December 31, 2022. Through our We Stand Together initiative, we launched numerous initiatives to help further our commitment to enhancing racial diversity and awareness, including augmenting recruiting practices to hire more diverse talent; implementing diversity, equity and inclusion training for senior leadership and employees; and sponsoring community outreach programs that support the education of underrepresented groups.

Table of Contents

- **Inclusion and Belonging:** We promote a work environment that emphasizes respect, fairness, inclusion, and dignity. We are committed to providing equal opportunity and fair treatment to all individuals based on merit, without discrimination based on race, color, religion, national origin, citizenship, marital status, gender (including pregnancy), gender identity, gender expression, sexual orientation, age, disability, veteran status, or other characteristics protected by law. We do not tolerate discrimination or harassment. All employees are required to attend a biennial training on unconscious bias.
- **Engagement:** High employee engagement and satisfaction are both critical to attracting and retaining top talent and benefit our business in many ways. We conduct an annual employee engagement survey through an independent third party, measuring our progress on important employee issues and identifying opportunities for growth and improvement. Employee satisfaction increased for the sixth consecutive year in 2021.
- **Training and Development:** We conduct annual employee training on our Code of Business Conduct and Ethics, as well as bi-annual biennial training on unconscious bias and harassment prevention. We also provide training and development to all employees, focusing on career development, professional development, and REIT essentials.
- **Compensation and Benefits:** We aim to ensure merit-based, equitable compensation practices to attract, retain, and recognize talent. We provide competitive compensation and benefit packages to our employees.
- **Health, Safety, and Wellness:** The health, safety, and wellness of our employees are vital to our success. We are committed to protecting the well-being and safety of employees through special training and other measures. In light of the continuing Covid pandemic in 2021, we continued toWe maintain a remotehybrid work environmentmodel, which we believe maximizes company-wide productivity, and provide employees with resources, including virtual tools and ergonomic equipment, to maximize work-from-home efficiency. We also introduced a voluntary hybrid return-to-work model for our vaccinated team members that we plan to utilize when we can do so safely, which we believe will maximize company-wide productivity.
- **Community Partnership:** Our Social Responsibility Committee is responsible for oversight of our charitable and volunteer activities. We partner with organizations that share our desire to support research, education, and other activities related to healthcare, senior communities, and disaster relief.

For additional information on human capital matters, please see our most recent proxy statement or ESG report, each of which is available on our website at www.healthpeak.com.

Available Information

Our website address is www.healthpeak.com. Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act are available on our website, free of charge, as soon as reasonably practicable after we electronically file such materials with, or furnish them to, the U.S. Securities and Exchange Commission ("SEC"). Additionally, the SEC maintains a website that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC, including us, at www.sec.gov. References to our website throughout this Annual Report on Form 10-K are provided for convenience only and the content on our website does not constitute a part of this Annual Report on Form 10-K.

ITEM 1A. Risk Factors

The section below discusses the most significant risk factors that may materially adversely affect our business, results of operations, and financial condition.

As set forth below, we believe that the risks we face generally fall into the following categories:

- risks related to our business and operations;
- risks related to our capital structure and market conditions;
- risks related to the regulatory environment;
- risks related to other events; and
- risks related to tax, including REIT-related risks; risks, and our jurisdiction of incorporation.
- general risks.Table of Contents

Risks Related to Our Business and Operations

The Covid pandemic We may be negatively impacted by macroeconomic trends, including rising inflation and health interest rates, increased labor costs, and safety measures intended to reduce its spread historically low unemployment.

Many of our costs, including labor costs, costs of construction materials, interest, utilities, and other operating costs, have adversely affected, been, and may continue to be, affected by inflation and price volatility. In addition, interest rates rose substantially in 2022 and may continue to rise. Increased interest rates have caused, and may continue to cause, increased interest costs for variable rate debt and new debt. We may not be able to offset additional costs caused by inflation, increased interest rates or other macroeconomic trends by passing them through, or increasing the rates we charge, to tenants and residents. These increased costs may adversely affect our business, results of operations, and financial condition.

Beginning in 2020, global health concerns and efforts to reduce the spread of Covid resulted in travel bans, quarantines, “shelter-in-place” and similar orders restricting the activities of individuals outside of their homes, as well as business limitations and shutdowns of businesses deemed “non-essential.” Although many of these restrictions have been lifted or scaled back over time, ongoing resurgences of Covid infections, including due to new and more contagious variants, have resulted in the re-imposition of certain restrictions and may lead to other restrictions being re-implemented to reduce the spread of Covid. Moreover, as individuals and businesses have adapted to the regulatory and market challenges arising from the pandemic, some potentially permanent changes in traditional economic patterns and arrangements have occurred. For a description of certain of these changes, see “Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations—Covid Update.” As a result of these regulatory requirements and adaptations to the “new normal,” the ability of our tenants, operators and borrowers to conduct their normal businesses operations, to operate profitably and to comply with their rent and other financial obligations to us have in some cases been, or may in the future be, adversely affected.

Senior housing facilities have been disproportionately impacted by Covid and Covid-related fatalities. Within our CCRC properties and the properties in our SWF SH JV, average occupancy declined from85.6% and88.7%, respectively, for the year ended December 31, 2019, to 79.1% and 72.7%, respectively, for the year ended December 31, 2021.Recent surges in Covid case levels may result in a reduction in, or in some cases prohibitions on, new tenant move-ins, stricter move-in criteria, lower inquiry volumes, and reduced in-person tours, as well as incidences of Covid outbreaks at our facilities or the perception that outbreaks may occur. In addition, a lack of available staffing resources at our CCRC properties rising labor costs and the properties in our SWF SH JV, including due to labor personnel shortages or outbreaks among the existing staff, could result in admission restrictions or reduced demand if facilities are perceived as understaffed.Outbreaks, which directly affect our residents and the employees at our senior housing facilities, have and could continue to materially and adversely disrupt operations. These outbreaks could cause significant reputational harm to us and our operators and, for an extended period, adversely affected demand for senior housing. Our senior housing property operators are also facing material cost increases as a result of higher staffing hours and compensation and higher overall levels of inflation. At our CCRC facilities and the facilities in our SWF SH JV, we bear these material cost increases. The pandemic has also delayed the deployment of capital improvements and expenditures, which could adversely impact operations at our senior housing facilities. Our senior housing borrowers are facing the same impacts of Covid, which could impact their ability to meet their financial and other contractual obligations to us.

The impact of the Covid pandemic on our CCRC properties and the properties owned by our SWF SH JV, all of which are managed in RIDEA structures, has had increased, and may continue to have a more significant impact on increase, the cost of our, results of operations on a relative basis because we receive cash flow from the operations of the properties (as compared to receiving only contractual rent from third party tenant-operators under the senior housing triple-net portfolio or our tenants’, operators’, and borrowers’, workforce. Competitive pressures, including historically low unemployment, may require that we disposed of, as described above under “Item 1—Business—General Overview”), and we also bear all operational risks and liabilities associated with the operation of those properties, other than those arising out of certain actions by our operator, such as gross negligence or willful misconduct. Accordingly, impacts from the Covid pandemic directly affecting our CCRC properties and the properties owned by our SWF SH JV, including lower net operating income caused by decreased revenues that may result from declines in occupancy or otherwise, and increased expenses, have had and are expected to continue to have a direct and immediate impact on our results of operations. In addition, our RIDEA operators who are adversely affected by the Covid pandemic may request revisions to their management agreements and existing fee structures in order to reduce the amount of cash from operations that flows directly to us. We may also be directly adversely impacted by potential lawsuits related to Covid outbreaks that have occurred or may occur at our senior housing and CCRC properties, and our insurance coverage may not be sufficient to cover any potential losses.

In 2020, the pandemic adversely impacted certain development, redevelopment and tenant improvement projects as a result of the “shelter-in-place” orders and local, state and federal directives. Although these development, redevelopment and tenant improvement projects resumed in 2020 and continued as planned in 2021 with infection control protocols in place, the pandemic, including labor and supply chain disruptions and/or other economic conditions caused by the pandemic, could adversely impact the scheduled completion and/or cost of these projects.

Within our medical office portfolio, many physician practices temporarily discontinued outpatient procedures and nonessential surgeries in 2020 due to health and safety measures, which negatively impacted their cash flows. At that time, we implemented a deferred rent program primarily for May and June 2020 that was limited to certain non-health system and non-hospital tenants in good standing, which resulted in reduced cash flow in the periods in which such deferrals were granted, but increased our cash flow in the period in which such deferrals were repaid. We did not offer any rent deferrals in 2021, but if new outbreaks or other conditions result in a similar negative impact on our tenants, we may consider implementation of another deferred rent program for future periods. New leasing slowed down during the government-mandated shutdown in 2020 and returned to normal levels in 2021; new outbreaks or other conditions could result in another slowdown in new leasing. In addition, any reinstatement of restrictions on our tenants’ procedures and continuing restrictions on patient visitation could impact our tenants’ ability to meet their obligations to us as well as our parking income in our medical office portfolio.

The Covid pandemic subjects our business and the businesses of our tenants, operators and borrowers to various risks and uncertainties that have adversely affected and could materially adversely affect our business, results of operations and financial condition for at least the pendency of the Covid pandemic and possibly longer, including the following:

- material cost increases at our CCRC facilities and the facilities in our SWF SH JV, for which we are responsible;
- any rent deferrals or delays in rent commencement that we may grant to tenants, which could result in a significant decrease in our cash receipts during the period of the deferrals;
- non-payment of contractual obligations by our tenants or operators, and any limitations on our ability to enforce our lease agreements or management agreements with our tenants or operators, as applicable, as a result of any federal, state or local restrictions on tenant evictions for failure to make contractual rent payments, which may result in higher reserves for bad debt;

- our tenants, operators, or borrowers becoming insolvent enhance pay and benefits packages to compete effectively for such personnel. To the extent we or initiating bankruptcy or similar proceedings, which would adversely affect our ability to collect rent or interest payments from such tenants or borrowers, as applicable, and result in increased costs to us, as well as decreased revenues;
- the complete or partial closures of, or other operational issues at, one or more of our properties resulting from government action or directives, which may intensify the risk of rent deferrals or non-payment of contractual obligations by our tenants, operators, or borrowers;
- the likelihood that we will amend existing lease agreements and existing rental terms, with our tenants, and management agreements and existing fee structures, with our RIDEA operators, particularly in our senior housing portfolio, which would have an adverse effect on our revenues and results of operations;
- the likelihood that we will amend existing loan agreements with our senior housing borrowers, which would have an adverse effect on our revenues and results of operations;
- increased costs or delays that may result if we determine to reposition or transition any of our currently-leased properties to another tenant or operator, which could adversely impact our revenues and results of operations;
- the impact on our results of operations and financial condition resulting from (i) delays or increased costs caused by a shortage of construction materials or labor, or suspensions or delays in development and redevelopment activities and tenant improvement projects, including due to local, state and federal orders or guidelines, delays or increased costs caused by slow-downs in construction as a result of implementing social distancing and other health and safety protocols, as well as potential postponement of rent commencement dates due to delays in tenant improvement projects, and (ii) a decrease in acquisitions and dispositions of properties compared to historical levels;
- reduced valuations for properties in our portfolio that we wish to sell, and potential delayed transaction and due diligence timing due to government delays or government mandated Covid-related access restrictions;
- the need to provide seller financing in order to dispose of certain properties in our portfolio at acceptable prices;
- the impact on our tenants, operators, or borrowers particularly in cannot hire a sufficient number of qualified personnel, we or they may need to utilize high-cost alternatives to meet labor needs, including contract and overtime labor, or our senior housing portfolio, of lawsuits related to Covid outbreaks that have occurred or business may occur at our properties and the potential that insurance coverage may not be sufficient to cover any potential losses;
- material increases in our insurance costs and larger deductibles or the inability to obtain insurance at economically reasonable rates;
- significant expenses likely to be incurred if we pursue of creditor rights resulting from operator, tenant, and borrower defaults and insolvency;
- a potential downgrade of our issuer and long-term credit rating, which could increase our cost of capital and any future debt financing;
- refusal or failure by one or more of our lenders under our credit facility to fund their financing commitments to us as a result of lender liquidity and/or viability challenges, which financing commitments we may not be able to replace on favorable terms, or at all;
- the likelihood that conditions related to the Covid pandemic may require us to recognize additional impairments of long-lived assets or credit losses related to loans receivable;
- the impact of negative or adverse publicity associated with Covid outbreaks at our CCRC properties or the properties in our SWF SH JV, the cost of responding to such adverse publicity and the potential for heightened regulatory scrutiny caused by it;
- a deterioration of state and local economic conditions and job losses, particularly in San Francisco, San Diego and Boston, operate below capacity, which may decrease demand for affect our ability to effectively manage risk and occupancy levels at our life science properties pursue potential revenue and cause our rental rates and property values to be negatively impacted; and
- the potential for shifts in consumer and business behaviors that fundamentally and adversely affect demand for properties in our portfolio.

Additionally, the Covid pandemic could increase the magnitude of many of the other risks described herein and elsewhere in this Annual Report and may have other adverse effects on our operations that we are not currently able to predict. The Covid pandemic has also resulted in significant volatility in the local, national and global financial markets, and we may be unable to obtain any required financing on favorable terms or on a timely basis or at all.

The extent of the impact of the Covid pandemic on our business and financial results will depend on future developments, including: (i) ongoing resurgences of Covid; (ii) health and safety actions taken to contain its spread; (iii) the availability, effectiveness and public usage and acceptance of vaccines and treatments; and (iv) how quickly and to what extent normal economic and operating conditions can resume within the markets in which we operate, each of which are highly uncertain at this time and outside of our control. Even after the Covid pandemic subsides, we may continue to experience adverse impacts to our business and financial results because of its national and global economic impact and any permanent changes in traditional economic patterns and arrangements. The Covid pandemic could have a material adverse impact on our business, results of operations and financial condition.

growth opportunities.

Decreases in our tenants', operators', or borrowers' revenues, or increases in their expenses, could affect their ability to meet their financial and other contractual obligations to us, us.

Occupancy levels at, and could result in amendments to these obligations that have a material adverse effect on our results of operations and financial condition.

We have limited control over the success or failure of our tenants', operators' and borrowers' businesses, regardless of whether our relationship is structured as a triple-net lease, a RIDEA lease or as a lender to our borrowers. Any of our tenants or our operators under a RIDEA structure may experience a downturn in their business that materially weakens their financial condition. For example, (i) our operators under a RIDEA structure and certain of our tenants in rental income from, our medical office portfolio experienced a significant downturn in their businesses due to and senior housing properties depend on our ability and the Covid pandemic, including as a result ability of interruptions in their operations, lost revenues, increased costs, financing difficulties and labor shortages, and (ii) our tenants in the life science industry face various risks to their businesses, as discussed below under "—Our tenants in the life science industry face high levels of regulation, funding requirements, expense and uncertainty." As a result, our tenants, operators, and borrowers to compete with respect to (i) the quality of care provided, (ii) reputation, (iii) price, (iv) the range of services offered, (v) the physical appearance of a property, (vi) family preference, (vii) referral sources, and (xiii) location.

In addition, our medical office and senior housing tenants, operators, and borrowers compete with certain companies that have superior resources and attributes and/or provide similar healthcare services or alternatives such as home health agencies, telemedicine, life care at home, community-based service programs, retirement communities, and convalescent centers.

Furthermore, these tenants, operators, and borrowers face a competitive labor market. A shortage of care givers or other trained personnel, union activities, wage laws, or general inflationary pressures on wages may require our tenants, operators, and borrowers to enhance pay and benefits packages, or to use more expensive contract personnel, and they may be unable to offset these added costs by increasing the rates charged to residents or unwilling patients. An inability to make payments or perform attract and retain qualified personnel, including personnel possessing the expertise needed to operate in the life science, medical office, and senior housing sectors, could negatively impact the ability of our tenants, operators, and borrowers to meet their obligations when due. to us.

Although we generally have arrangements and other agreements that give us the right under specified circumstances to terminate a lease, evict a tenant or terminate our operator, or demand immediate repayment of outstanding loan amounts or other obligations to us, we may not be able unable to enforce such these rights or we may determine not to do so if we believe that enforcement of our rights doing so would be more detrimental to our business than seeking alternative approaches.

Our CCRC segment and our SWF SH JV, all of which are under a RIDEA structure, primarily depend on private sources for their revenues and the ability of their patients and residents to pay fees. Costs associated with independent and assisted living services are not generally reimbursable under governmental reimbursement programs such as Medicare and Medicaid. Accordingly, our operators of these properties depend on attracting seniors with appropriate levels of income and assets, which may be affected by many factors, including: (i) prevailing economic and market trends, including general inflationary pressures; (ii) consumer confidence; (iii) demographics; (iv) property condition and safety; (v) public perception about such properties; and (vi) social and environmental factors. Consequently, if our operators fail to effectively conduct operations on our behalf, or to maintain and improve our properties, it could adversely affect our business reputation as the owner of the properties, as well as the business reputation of our operators and their ability to attract and retain patients and residents in our properties, which could have a material adverse effect on our and our operators' business, results of operations and financial condition. Further, if If widespread default or nonpayment of outstanding obligations from a large number of our tenants, operators, or borrowers occurs at a time when terminating such agreement or our agreements with them and replacing such operators may them would be extremely difficult or impossible, including as a result of the Covid pandemic, we may could elect instead to amend such our agreements with such operators. However, such amendment may be on terms that are materially less favorable to us than the original agreement and may have a material adverse effect on our results of operations and financial condition.

Our CCRC segment and our SWF SH JV also rely on reimbursements from governmental programs for a portion of the revenues from certain properties. Changes in reimbursement policies and other governmental regulation, such as potential changes to the Patient Protection and Affordable Care Act, along with the Health Care and Education Reconciliation Act of 2010 (collectively, the "Affordable Care Act"), that may result from actions by Congress or executive orders, may result in reductions in our revenues from our RIDEA structures, operations and cash flows and affect our financial performance through a RIDEA structure. In addition, failure to comply with reimbursement regulations or other laws applicable to healthcare providers could result in penalties, fines, litigation costs, lost revenue or other consequences, which could adversely impact our cash flows from operations under a RIDEA structure.

Revenues of our CCRC segment and our SWF SH JV are also dependent on a number of other factors, including licensed bed capacity, occupancy, the healthcare needs of residents, the rate of reimbursement, the income and assets of seniors in the regions in which we own properties, and social and environmental factors. For example, due to generally increased vulnerability to illness, Covid has resulted in, and another epidemic or pandemic, a severe flu season or any other widespread illness could result in, early move-outs or delayed move-ins during quarantine periods or during periods when actual or perceived risks of such illnesses are heightened, which have reduced, and could continue to reduce, our operators' revenues. Additionally, new and evolving payor and provider programs in the United States, including Medicare Advantage, Dual Eligible, Accountable Care Organizations, Bundled Payments and other value-based reimbursement arrangements, have resulted in reduced reimbursement rates, average length of stay and average daily census, particularly for higher acuity patients. If our operators of these properties underperform, our business, results of operations and financial condition would be materially adversely affected.

Our tenants and operators have, and may continue to seek to, offset losses by obtaining funds under the CARES Act or other similar legislative initiatives at the state and local level. Receipt of these funds is subject to a detailed application and approval process and in some cases, entails operating restrictions. It is not yet known whether the government funds received by our tenants and operators to date or to be received under any remaining distributions will materially offset the cash flow disruptions experienced by them. If they do not receive sufficient funds to offset their cash flow disruptions, or if the conditions precedent to receiving or retaining these funds are overly burdensome or not feasible, it may substantially affect their ability to make payments or perform their obligations when due terms to us. See "—Our participation in the CARES Act Provider Relief Fund and other Covid-related stimulus and relief programs could subject us to disruptive government and financial audits and investigations, regulatory enforcement actions, civil litigation, and other claims, penalties, and liabilities" below for risks regarding our CARES Act participation.

Increased competition, operating costs and market changes may affect the ability of some The failure of our tenants, operators, and or borrowers to meet their financial and other contractual obligations to us.

Occupancy levels at, and rental income from, our properties are dependent on our ability and the ability of our tenants, operators and borrowers to compete with other tenants and operators on a number of different levels, including the quality of care provided, reputation, price, the range of services offered, the physical appearance of a property, family preference, alternatives for healthcare delivery, the supply of competing properties, physicians, staff, referral sources, location, and the size and demographics of the population in the surrounding area. In addition, our tenants, operators and borrowers face an increasingly competitive labor market, which has been compounded by the Covid pandemic. An inability to attract and retain trained personnel could negatively impact the ability of our tenants, operators and borrowers to meet their obligations to us. A shortage of care givers or other trained personnel, union activities, minimum wage laws, or general inflationary pressures on wages may force tenants, operators and borrowers to enhance pay and benefits packages to compete effectively for skilled personnel, or to use more expensive contract personnel, but they may be unable to offset these added costs by increasing the rates charged to residents. Any increase in labor costs and other property operating expenses or any failure by our tenants, operators or borrowers to attract and retain qualified personnel could adversely affect our cash flow and have a material adverse effect on our business, results of operations and financial condition.

Our tenants, operators and borrowers also compete with numerous other companies providing similar healthcare services or alternatives such as home health agencies, life care at home, community-based service programs, retirement communities and convalescent centers. This competition, over-development in some markets in which we invest, Covid outbreaks, or the negative public perception that additional outbreaks may occur, has caused the occupancy rate of buildings to slow or decline, and the monthly rate that some properties were able to obtain for their services to decrease. Our tenants, operators and borrowers may be unable to achieve and maintain occupancy and rate levels, and to manage their expenses, in a way that will enable them to meet all of their obligations to us. Further, many competing companies may have resources and attributes that are superior to those of our tenants, operators and borrowers, which may also allow them to better withstand the impact of Covid or other competitive pressures. Our tenants, operators and borrowers may encounter increased competition that could limit their ability to maintain or attract residents and employees, to expand their businesses or to manage their expenses, which could materially adversely affect their ability to meet their financial and other contractual obligations to us potentially decreasing our revenues, impairing our assets and/or increasing collection and dispute costs.

Financial deterioration, insolvency or bankruptcy of one or more of our major tenants, operators or borrowers could have a material adverse effect on our business, results of operations, and financial condition.

We may be negatively impacted by the insolvency or bankruptcy of one or more of our major tenants, operators, or borrowers.

A downturn in any of our tenants', operators', or borrowers' businesses including downturns due to the Covid pandemic, has led and could continue to lead to voluntary or involuntary bankruptcy or similar insolvency proceedings, including assignment for the benefit of creditors, liquidation, or winding-up. Bankruptcy and insolvency laws afford certain rights to a defaulting tenant, operator, or borrower that has filed for bankruptcy or reorganization that may render certain of our remedies unenforceable or, at the least, delay our ability to pursue such remedies and realize any related recoveries.

Table of Contents

A debtor has the right to assume, or to assume and assign to a third party, or to reject its executory contracts and unexpired leases in a bankruptcy proceeding. If a debtor were to reject its leases with us, obligations under such rejected leases would cease. The claim against the rejecting debtor for remaining rental payments due under the lease would be an unsecured claim, which would be limited by the statutory cap set forth in the U.S. Bankruptcy Code. This statutory cap may be substantially less than the remaining rent actually owed under the lease. In addition, a debtor may also assert in bankruptcy proceedings that certain leases should be re-characterized as financing agreements, which could result in our being deemed a lender instead of a landlord. A lender's rights and remedies, as compared to a landlord's, generally are materially less favorable, and our rights as a lender may be subordinated subject to other creditors' rights.

lower priority for payment under the U.S. Bankruptcy Code.

Furthermore, the automatic stay provisions of the U.S. Bankruptcy Code would preclude us from enforcing our remedies unless we first obtain relief from the court having jurisdiction over the bankruptcy case. This would effectively limit or delay our ability to collect unpaid rent or interest payments, and we may ultimately not receive any payment at all. In addition, we would likely be required to fund certain expenses and obligations (e.g., real estate taxes, insurance, debt costs, and maintenance expenses) to preserve the value of our properties, avoid the imposition of liens on our properties, or transition our properties to a new tenant or operator.

If we are unable to transition affected properties, they would likely experience prolonged operational disruption, leading to lower occupancy rates and further depressed revenues. Publicity about the operator's financial condition and insolvency proceeds may also negatively impact their and our reputations, decreasing customer demand and revenues. Any or all of these risks could have a material adverse effect on our revenues, results of operations, and cash flows. These risks would could be magnified where we lease multiple properties to a single operator under a master lease, as an operator failure or default under a master lease would expose us to these risks across multiple properties.

We depend on real estate investments, particularly in the healthcare property sector, making our profitability us more vulnerable to a downturn or slowdown in that specific sector than if we were investing in across multiple industries and exposing us to the risks inherent in illiquid investments. sectors.

We concentrate our investments in the healthcare property sector. A downturn or slowdown in the healthcare property this sector, such as the downturn that occurred during the Covid pandemic, has had and may continue to would have a greater adverse impact on our business than if we had investments in across multiple industries sectors, and could negatively impact the ability of our tenants, operators, and borrowers to meet their obligations to us, as well as the ability to maintain historical rental and occupancy rates, which could have a material adverse effect on our business, financial condition and results of operations. operations, and financial condition. In addition, such downturns have had and could continue to have a material adverse effect on the value of our properties and our ability to sell properties at prices or on terms acceptable or favorable to us.

In addition, we are exposed The illiquidity of our real estate investments may prohibit us from timely responding to the risks inherent in concentrating our investments in real estate. economic or investment performance changes.

Our real estate investments are can be relatively illiquid due to: (i) restrictions on our ability to sell properties under applicable REIT tax laws; laws, (ii) other tax-related considerations; considerations, (iii) regulatory hurdles; hurdles, and (iv) market conditions. As a result, we may be unable to recognize full value for any property that we seek to sell for liquidity reasons. sell. Our inability to timely respond to economic or investment performance changes could have a material adverse effect on our financial condition and business, results of operations. operations, and financial condition.

We may have difficulty identifying Identifying and securing new or replacement tenants or operators can be time consuming and we may be required to incur substantial renovation or tenant improvement costs to make our properties suitable for them. costly.

Our tenants may not renew existing leases, and our operators may not renew their management agreements beyond their current terms. If we or our tenants or operators terminate or do not renew the leases or management agreements for our properties, we would attempt to reposition those properties with another tenant or operator. These difficulties may be exacerbated by the Covid pandemic, as new operators or tenants may not be willing to take on the increased exposure, especially while active cases are occurring. Healthcare properties are typically can be highly customized, and the improvements generally required to conform a property to healthcare use are costly, and at times sometimes tenant-specific, and are typically may be subject to regulatory requirements. A new or replacement tenant or operator may require different features in a property, depending on that tenant's or operator's particular business. In addition, infrastructure improvements for life science properties typically are significantly more costly expensive than improvements to other property types due to the highly specialized nature of the properties and the greater lease square footage often required by life science tenants. Therefore, if a current tenant or operator is unable to pay rent and/or vacates a property, we may incur substantial expenditures to modify a life science property and experience delays before we are able to secure another a new or replacement tenant or operator or to accommodate multiple tenants or operators, which may have a material adverse effect on our business, results of operations, and financial condition.

Additionally, In addition, we may fail to identify suitable replacements or enter into leases, management agreements, or other arrangements with new tenants or operators on a timely basis or on terms as favorable to us as our current leases, if at all. Furthermore, during transition periods to new tenants or operators, we anticipate that the attention of existing tenants or operators will be diverted from the performance of the properties and there may also be increased errors and delays as a result of the transition, which would cause the financial and operational performance at these properties to decline. Following a decline in performance, we may not be able to rehabilitate the property to previous performance levels, which would adversely impact our results of operations. We also may be required to fund certain expenses and obligations, such as real estate taxes, debt costs, insurance costs, and maintenance expenses, to preserve the value of, and avoid the imposition of liens on, our properties while they are being repositioned. In addition, we may incur certain obligations and liabilities, including obligations to indemnify the replacement tenant or operator, operator. Identifying and securing new or replacement tenants or operators can be time consuming and costly, which could have a material adverse effect on our business, results of operations, and financial condition.

Table of Contents

Property development, redevelopment, and tenant improvement risks can render a project less profitable or unprofitable and under certain circumstances, delay or prevent its undertaking or completion.

Our healthcare property development, redevelopment, and tenant improvement projects could be canceled, abandoned, or delayed or, if completed, fail to perform in accordance with expectations including as a result of the following possibilities: due to, among other things:

- we may not proceed with a development or redevelopment project if we are unable the inability to obtain debt and/or equity financing on favorable terms or at all, or if we do not otherwise have the lack of liquidity we deem necessary or appropriate for the project;
- a project may be abandoned after expending significant resources, including due to: (i) legal and regulatory hurdles, including moratoriums on development and redevelopment activities (such as the potential moratorium on office and laboratory buildings in the Alewife submarket of Boston, Massachusetts that the Alewife City Council is considering) or activities;
- the failure to obtain, or costs associated with obtaining, necessary zoning, entitlements, and permits; or (ii) changes in market and economic conditions, either of which would result in the failure to recover expenses already incurred;
- a project may not be completed on schedule as a result of a variety of cost increases; and
- other factors over which we have limited or no control, including: (i) changes in market and economic conditions; (ii) natural disasters and other catastrophic events; (ii) (iii) health crises or other pandemics such as the Covid pandemic; (iii) restrictions or moratoriums on development and redevelopment activities; pandemics; (iv) labor conditions, including a labor shortage or work stoppage; (v) shortages of construction materials; (vi) legal and regulatory hurdles, including necessary permits and entitlements; environmental conditions; or (vii) environmental conditions at the property; or (viii) civil unrest and acts of war or terrorism; any such delays in project completion would also delay the commencement of rental payments, including increases in rental payments following tenant improvement projects; terrorism.

- construction or other delays at a project Project costs may provide tenants the right to terminate preconstruction leases or cause us to incur additional costs, including through rent abatement;
- project costs could materially exceed original estimates due to, among other things: (i)
  - increased interest rates; (ii) higher than budgeted
  - increased costs for materials, transportation, environmental remediation, labor, or other inputs, including those caused by a shortage of construction materials or labor; (iii)
  - negligent construction or construction defects; (iv)
  - damage, vandalism, or accidents; (v) higher and
  - increased operating costs, than we anticipated, including insurance premiums, utilities, real estate taxes, and costs of complying with changes in government regulations or increases in tariffs; (vi) higher requirements for capital improvements than we anticipated for development, redevelopment or tariffs.

Delays in project completion also delay the commencement of related rental payments, including increases in rental payments following tenant improvement projects, particularly in older structures; and may provide tenants the right to terminate leases or (vii) increased cause us to incur additional costs, as a result of unanticipated delay, including delays resulting from the factors noted below; through rent abatement.

- demand Demand for a project may decrease prior to a project's completion, due to competition or other market and economic conditions, and resulting lease-up rates, rental rates, lease commencement dates, and occupancy levels at a development or redevelopment project may fail to meet expectations;
- tenants expectations. Tenants that have pre-leased at a project may file for bankruptcy or become insolvent, or otherwise elect to terminate their lease prior to delivery; and
- delivery if they are acquired or for other reasons. Finally, a project may have defects that we do not discover through the inspection processes, including latent defects not discovered until after we put a property in service.

In addition, changes in federal, state, and local legislation and regulation on climate change could require increased capital expenditures to improve the energy efficiency or resiliency of our existing properties and increase the costs of new developments without a corresponding increase in revenue.

The realization of any of the foregoing risks could result in not achieving our expected anticipated returns on investment and could have a material adverse effect on our business, results of operations, and financial condition.

Changes within the life Life science industry may adversely impact changes could have a material adverse effect on our revenues and business, results of operations. operations and financial condition.

Our life science investments could be adversely affected if the life science industry is impacted by an If economic, financial, or banking crisis, a health crisis, such as the Covid pandemic, or if the life science industry migrates from the U.S. to other countries or to areas outside of primary life science markets in South San Francisco, California, San Diego, California, and greater Boston, Massachusetts. Our ability to negotiate contractual rent escalations on future leases and to achieve increases in rental rates will depend upon market conditions and the demand for life science properties at the time the leases are negotiated and the increases are proposed. If economic, financial regulatory, or industry conditions adversely affect our the life science tenants, industry, we may not be able unable to lease or re-lease our life science properties in a timely manner or at favorable rates which would negatively impact our revenues and results of operations. Because or with favorable terms. In addition, because life science property infrastructure improvements for life science properties are typically are significantly more costly than improvements to other property types due to the their highly specialized nature, of the properties, and life science tenants typically require greater lease square footage relative to medical office tenants, repositioning efforts would have a disproportionate adverse effect on our life science segment performance.

Future mergers or consolidations of Further, life science entities industry consolidation could reduce the amount of rentable square footage requirements of our client tenants and prospective client tenants, which may adversely impact our revenues from lease payments and results of operations.

Our tenants in payments. Finally, our life science investments could also be adversely affected if the life science industry migrates from the U.S. to other countries or to areas outside of our primary life science markets in the greater San Francisco, San Diego, and Boston areas.

Table of Contents

Our life science tenants face high levels of significant regulation, funding requirements, expense and uncertainty.

The life science industry is subject to volatility, and Our life science tenants particularly those involved in developing face substantial requirements for, and marketing pharmaceutical products, are subject risks related to, certain risks, including the following:

- significant funding for the research, development, clinical testing, manufacture, and commercialization of their products and technologies, as well as to fund their obligations, including:
    - significant funding requirements, including for rent payments due to us, us;
    - federal, state, and our foreign regulatory approvals that may be costly or difficult to obtain, may take several years and be subject to delay, may not be obtained at all, require validation through clinical trials that may face delays or difficulties, or ultimately be unsuccessful;
    - product and technology efficacy risks;
    - acceptance risks among doctors and patients;
    - significant regulatory and liability risks, including the possible later discovery of safety concerns and other defects and potential loss of approvals, competition from new products, and the expiration of patent protection;
    - healthcare reforms and reimbursement policies of government or private healthcare payors, including pricing controls for prescription drug prices;
    - intellectual property and technology risks under patent, copyright, and trade secret laws; and
    - economic feasibility risks.

Our life science tenants' ability to raise capital depends on the actual or perceived viability of their products and technologies, their financial and operating condition and outlook, and the overall financial, banking, and economic environment. If venture capital firms, private investors, the public markets, companies in the life science industry, the government, or other sources of funding are difficult to obtain or unavailable to support our tenants' activities, including as a result of general economic conditions or adverse market conditions or government shutdowns that limit negatively impact our tenants' ability to raise capital, such as those resulting from the Covid pandemic, a tenant's our tenants' business would be adversely affected or could fail;

- the research, development, clinical testing, manufacture and marketing of some of fail. If our tenants' products require federal, state and foreign regulatory approvals that may be costly or difficult to obtain, may take several years and be subject to delay, including delays brought on by the Covid pandemic, may not be obtained at all, require validation through clinical trials that may face delays or difficulties resulting from the Covid pandemic or otherwise, require the use of substantial resources, and may often be unpredictable. If a tenant's products fail to obtain regulatory approvals, a tenant's business would be adversely affected or could fail;
- even after regulatory approval and market acceptance, the product may still present significant regulatory and liability risks, including the possible later discovery of safety concerns and other defects and potential loss of approvals, competition from new products and the expiration of patent protection for the product;
- our tenants with marketable products may be adversely affected by healthcare reform and the reimbursement policies of government or private healthcare payors;
- our tenants with marketable products may be unable to successfully manufacture their drugs economically;
- our tenants depend on the commercial success of certain products, which may be reliant on the efficacy of the product, as well as acceptance among doctors and patients; negative publicity or negative results or safety signals from the clinical trials of competitors may reduce demand or prompt regulatory actions; and
- our tenants may be unable to adapt to the rapid technological advances in the industry and to adequately protect their intellectual property under patent, copyright or trade secret laws and defend against third-party claims of intellectual property violations.

If our life science tenants' businesses are adversely affected, they may fail to make their rent payments to us, which could have a material adverse effect on our business, results of operations, and financial condition. If our tenants' businesses fail, or if our tenants fail to make their rent payments to us, we would need to secure replacement tenants. See "—We may have difficulty identifying and securing replacement tenants or operators, and we may be required to incur substantial renovation or tenant improvement costs to make our properties suitable for them" above for risks regarding securing replacement tenants.

The hospitals on whose campuses our MOBs are located and their affiliated healthcare systems could fail to remain competitive or financially viable, which could adversely impact their ability to attract physicians and physician groups to our MOBs and our other properties that serve the healthcare industry.

The viability of hospitals depends on factors such as: (i) the quality and mix of healthcare services provided; provided, (ii) competition for patients and physicians; physicians, (iii) demographic trends in the surrounding community; community, (iv) market position; and position, (v) growth potential, and (vi) changes to the reimbursement system, as well as the ability of the affiliated healthcare systems to provide economies of scale and access to capital. In addition, in 2020, most hospitals experienced a significant reduction in revenue due to decreased volumes as well as increased costs as they provided care capacity for potential Covid patients; there could be additional reductions in revenue in the future if hospitals experience negatively affected by widespread cancellations of elective procedures due to health and safety measures or otherwise. If a hospital whose campus is located near one of our MOBs is unable to meet its financial obligations, and if an affiliated healthcare system is unable to support that hospital or goes bankrupt, the hospital may not be able unable to successfully compete successfully or could be forced to close or relocate, which could adversely impact its ability to attract physicians and other healthcare-related users. Because we rely on our proximity to, and affiliations with, these hospitals to create tenant demand for space in our MOBs, their inability to remain competitive or financially viable, or to attract physicians and physician groups, could adversely affect our MOB operations and have a material adverse effect on us.

In addition, changes to or replacement of the Affordable Care Act or other reimbursement regulations could result in significant changes to the scope of insurance coverage and reimbursement policies, which could put negative pressure on the operations and revenues of our MOBs.

We may be unable to develop, maintain, or expand our existing and future hospital and health system client relationships.

We invest significant time in developing, maintaining, and expanding relationships with both new and existing hospital and health system clients. If we fail to maintain these relationships, including through a lack of responsiveness, failure to adapt to the current market, or employment of individuals with inadequate experience, our reputation and relationships will be harmed and we may lose business to competitors, which could have a material adverse effect on us.

We assume operational risks with respect to our senior housing properties managed in RIDEA structures that could have a material adverse effect on our business, results of operations, and financial condition.

Although the RIDEA structure gives us certain oversight approval rights (e.g., budgets and material contracts) and the right to review operational and financial reporting information, our operators are ultimately in control of the day-to-day business of the property. As a result, we have limited rights to direct or influence the owner business or operations of our CCRCs and in the properties owned by our SWF SH JV, all of which are under RIDEA structures, and we depend on our operators to operate these properties in a manner that complies with applicable law, minimizes legal risk, and maximizes the value of our investment.

Table of Contents

Under a RIDEA structure, our TRS is ultimately responsible for all operational risks and other liabilities of the properties, other than those arising out of certain actions by our operator, such as gross negligence or willful misconduct. Operational risks include, and our resulting revenues therefore depend on, among other things: (i) occupancy rates; (ii) the entrance fees and rental rates charged to residents; (iii) the requirements of, or changes to, governmental reimbursement programs such as Medicare or Medicaid, to the extent applicable, including changes to reimbursement rates; (iv) our operators' reputations and ability to attract and retain residents; (v) general economic conditions and market factors that impact seniors, which may be exacerbated by the Covid pandemic, including general inflationary pressures; (vi) competition from other senior housing providers; (vii) compliance with federal, state, local, and industry-regulated licensure, certification and inspection laws, regulations and standards; (viii) litigation involving our properties or residents/patients, including litigation related to Covid; patients; (ix) the availability and cost of general and professional liability insurance coverage or increases in insurance policy deductibles; and (x) the ability to control operating expenses, which have increased and may continue to increase due to the Covid pandemic. Although the RIDEA structure gives us certain oversight approval rights (e.g., budgets, material contracts, etc.) and the right to review operational and financial reporting information, our operators are ultimately in control of the day-to-day business of the property. As a result, we have limited rights to direct or influence the business or operations expenses.

Operators of our properties in CCRCs and the CCRC segment and in the properties owned by our SWF SH JV and we properties primarily depend on private sources for their revenues and the ability of their patients and residents to pay fees. Costs associated with independent and assisted living services are not generally reimbursable under governmental reimbursement programs such as Medicare and Medicaid. Accordingly, our operators to operate of these properties depend on attracting seniors with appropriate levels of income and assets, which may be affected by many factors, including: (i) prevailing economic and market trends, including general inflationary pressures; (ii) consumer confidence; (iii) demographics; (iv) property condition and safety; (v) public perception about such properties; and (vi) social and environmental factors.

In addition, epidemics, pandemics, and severe flu seasons or any other widespread illness could result in a manner that complies with applicable law, minimizes legal risk early move-outs or delayed move-ins during quarantine periods or during periods when actual or perceived risks of such illnesses are heightened, and maximizes have reduced, and could continue to reduce, our operators' revenues.

If our operators fail to effectively conduct operations on our behalf, or to maintain and improve our properties, it could adversely affect our business reputation as the value owner of the properties, as well as the business reputation of our investment. Failure by operators and their ability to attract and retain patients and residents in our operators to adequately manage these risks properties, which could have a material adverse effect on our and our operators' business, results of operations, and financial condition.

We are required under RIDEA to rely on our operators to oversee Economic conditions, natural disasters, weather, and direct these aspects of the properties' operations to ensure compliance with applicable laws and regulations. If one other events or more of our healthcare properties fails to comply with applicable laws and regulations, our TRS would be responsible (except in limited circumstances, such as the gross negligence or willful misconduct of our operators, where we would have a contractual claim against them), which could subject our TRS to penalties including loss or suspension of licenses, certification or accreditation, exclusion from government healthcare programs (i.e., Medicare, Medicaid), administrative sanctions and civil monetary penalties. Some states also reserve the right to sanction affiliates of a licensee when they take administrative action against the licensee. Additionally, when we receive individually identifiable health information relating to residents of our healthcare properties, we are subject to federal and state data privacy and security laws and rules, and could be subject to liability in the event of an audit, complaint, cybersecurity attack or data breach. Furthermore, our TRS has exposure to professional liability claims that could arise out of resident claims, such as quality of care, and the associated litigation costs.

Rents received from the TRS in a RIDEA structure are treated as qualifying rents from real property for REIT tax purposes only if (i) they are paid pursuant to a lease of a "qualified healthcare property" and (ii) the operator qualifies as an "eligible independent contractor," as defined in the Internal Revenue Code of 1986, as amended (the "Code"). If either of these requirements is not satisfied, then the rents will not be qualifying rents.

Economic and other conditions that negatively affect geographic areas from which a greater percentage of our revenue is recognized where we have concentrated investments could have a material adverse effect on our business, results of operations, and financial condition.

We are subject to increased exposure to adverse conditions affecting the geographies in which our properties are located, including: (i) downturns in local economies and increases in unemployment rates; (ii) changes in local real estate conditions, including increases in real estate taxes; (iii) increased competition; (iv) decreased demand; (v) changes in state-specific state and local legislation; and (vi) local climate events and natural disasters and other catastrophic events, such as health pandemics, (including the Covid pandemic), earthquakes, hurricanes, windstorms, flooding, wildfires, and mudslides and other physical climate risks, including water stress and heat stress. These risks could significantly disrupt our businesses in the region, harm our ability to compete effectively, result in increased costs, and divert management attention, any or all of which could have a material adverse effect on our business, results of operations, and financial condition.

In addition, if significant changes in the climate occur changes in areas where we own property this could result in extreme weather and changes in precipitation and temperature, all of which could result in physical damage to or a decrease in demand for properties located in these areas or affected by these conditions. If changes in the climate have material effects, such as property destruction, or occur for extended periods, this could have a material adverse effect on business, results of operations and financial condition. In addition, changes in federal, state and local legislation and regulation on climate change could require increased capital expenditures to improve the energy efficiency or resiliency of our existing properties and could also cause increased costs for our new developments without a corresponding increase in revenue.

Uninsured or underinsured losses could result in a significant loss of capital invested in a property, lower than expected future revenues, and unanticipated expense.

Our insurance coverage does not include damages from business interruptions, loss of revenue or earnings or any related effects caused by health pandemics, including the Covid pandemic. We may incur significant out-of-pocket costs associated with legal proceedings or other claims from residents and patients at our properties that relate to the Covid pandemic.

Generally, insurance coverage for health pandemics has not previously been readily available and, if and when it does become available, may not be on commercially reasonable terms. Further, even if such coverage is available on commercially reasonable terms, we cannot assure you that we would receive insurance proceeds that will compensate us fully for our liabilities, costs and expenses in the event of a health pandemic. In addition, a A large number of our properties are located in areas exposed to earthquakes, hurricanes, windstorms, flooding, water stress, heat stress, and other common natural disasters and physical climate risks. In particular, (i) a significant portion of our life science development projects and approximately 67% of our life science portfolio (based on gross asset value as of December 31, 2021 December 31, 2022) was concentrated in California, which is known to be subject to earthquakes, wildfires, and other natural disasters, and (ii) approximately 69% of our CCRC portfolio (based on gross asset value as of December 31, 2021 December 31, 2022) was concentrated in Florida, which is known to be subject to hurricanes. While we maintain insurance coverage for earthquakes, fires, hurricanes, windstorms, floods, and other natural disasters and physical climate risks, we may be unable to purchase the limits and terms we desire on a commercially reasonable basis. In addition, there are certain exposures for which we do not purchase insurance because we do not believe it is economically feasible to do so or there is no viable insurance market. We maintain earthquake insurance for our properties that are located in the vicinity of active earthquake zones in amounts and with deductibles we believe are commercially reasonable. Because of our significant concentration in the seismically active regions of South San Francisco, California, and San Diego, California, a damaging an earthquake in these areas could significantly impact multiple properties, which may amount to damage a significant portion of our life science portfolio. Similarly, a damaging hurricane in Florida could significantly impact multiple properties, which may amount to damage a significant portion of our CCRC portfolio. As a result, aggregate deductible amounts may be material, and our insurance coverage may be materially insufficient to cover our losses, either of losses. Furthermore, there are certain exposures for which would adversely affect our business, financial condition, results we do not purchase insurance because we do not believe it is economically feasible to do so or there is no viable insurance market.

Table of operations and cash flows. Contents

If one of our properties experiences a loss that is uninsured or that exceeds policy coverage limits, we could lose our investment in the damaged property as well as the anticipated future cash flows from such property. If the damaged property is subject to recourse indebtedness, we could continue to be liable for the indebtedness even if the property is irreparably damaged. In addition, even if damage to our properties is covered by insurance, a disruption of business caused by a casualty event may result in loss of revenues for us. Any business interruption insurance may not fully compensate the lender or us for such loss of revenue. Our insurance coverage does not include damages from business interruptions, loss of revenue or earnings or any related effects caused by pandemics, including the Covid pandemic. Generally, insurance coverage for pandemics has not been readily available and, if and when it does become available, may not be on commercially reasonable terms. Further, even if such coverage is available on commercially reasonable terms, we may be unable to receive insurance proceeds that would compensate us fully for our liabilities, costs, and expenses in the event of a pandemic.

Our CCRC and senior housing operators also face various forms of class-action lawsuits from time to time, such as wage and hour and consumer rights actions, which generally are not covered by insurance. These class actions could result in significant defense costs, as well as settlements or verdicts that materially decrease anticipated revenues from a property and can result in the loss of a portion or all of our invested capital. We may also incur significant out-of-pocket costs associated with legal proceedings or other claims from residents and patients at our properties. Any of the foregoing risks could have a material adverse effect on our business, results of operations, and financial condition.

Our use of joint ventures may limit our returns on and our flexibility with jointly owned investments.

We have and may continue From time to time, we develop, acquire, and/or recapitalize properties in joint ventures with other persons or entities when circumstances warrant the use of these structures. Our participation in joint ventures is subject to risks that may not be present with other methods of ownership, including:

- our joint venture partners could have investment and financing goals that are inconsistent with our objectives, including the timing, terms, and strategies for any investments, and what levels of debt to incur or carry;
- because we do not have lack sole decision-making authority, we could experience an impasse on impasses or disputes relating to certain decisions, including budget approvals, acquisitions, sales of assets, debt financing, execution of lease agreements, and vendor approvals, which impasses could result in delayed decisions and missed

opportunities and could require us to expend additional resources on resolving such impasses or potential disputes, including litigation or arbitration; arbitration to resolve;

- our joint venture partners may have competing interests in our markets that could create conflicts of interest; interest in our markets;
- our ability to transfer our interest in a joint venture to a third party may be restricted and restricted;
- the market for our interest may be limited and/or valued lower than fair market value;

- our joint venture partners may be structured differently than us for tax purposes, and this could create conflicts of interest and risks to our REIT status; and
- our joint venture partners might become insolvent, fail to fund their share of required capital contributions or fail to fulfill their obligations as a joint venture partner, which may require us to infuse our own capital into the venture on behalf of the partner despite other competing uses for such capital. capital;

With respect to • our joint ventures, venture agreements may contain anti-competitive restrictions that impact certain of our non-joint venture assets and require us to manage the non-joint venture assets in a manner we may be limited in otherwise would not; and

- our ability to control or influence operations, and in our ability to exit or transfer our interest in the joint venture agreements may in certain circumstances grant our partners a right of first refusal to a third party. As a result, we may not receive full value for acquire certain of our ownership interest if we tried to sell it to a third party. non-joint venture assets.

In addition, in some instances, we and/or our joint venture partner will have the right to cause us to sell our interest, or acquire our partner's their interest, at a time when we otherwise would not have initiated such a transaction. Our ability to acquire our partner's interest will be limited if we do not have lack sufficient cash, available borrowing capacity or other capital resources. This would could require us to sell our interest in the joint venture when we would might otherwise prefer to retain it. Any of the foregoing risks could have a material adverse effect on our business, results of operations, and financial condition.

Rent escalators or contingent rent provisions in our leases could hinder our profitability and growth.

We derive a significant portion of our revenues from leasing properties pursuant to leases that generally provide for fixed rental rates, subject to annual escalations. If strong economic conditions result in increases in the Consumer Price Index in excess of the inflation exceeds our annual escalations, as it often recently has, our growth and profitability may be limited.

Under certain leases, a portion of the tenant's rental payment to us is based on the property's revenues (i.e., contingent rent). If as a result of weak economic conditions or other factors that may be outside of our control, the property's tenant's revenue at a rental property with contingent rent declines, our rental revenues would decrease and our results decrease.

Table of operations could be materially adversely affected. Contents

Additionally, some of our leases provide that annual rent is modified based on changes in the Consumer Price Index or other thresholds (i.e., contingent rent escalators). If the Consumer Price Index does not increase or other applicable thresholds are not met, rental rates may not increase as anticipated or at all, which could hinder our profitability and growth. Furthermore, if strong economic conditions result in significant increases in the Consumer Price Index, but the escalations under our leases with contingent rent escalators are capped or the increase in the Consumer Price Index exceeds our tenants' ability to pay, our growth and profitability also may be limited.

Competition may make it difficult to identify and purchase, or develop, suitable healthcare properties to grow our investment portfolio, to finance acquisitions on favorable terms, or to retain or attract tenants and operators.

We face significant competition from other REITs, investment companies, private equity and hedge fund investors, sovereign funds, healthcare operators, lenders, developers, and other institutional investors, some of whom may have greater resources and lower costs of capital than we do. Increased competition and resulting capitalization rate compression make it more challenging for us to identify and successfully capitalize on opportunities that meet our business goals and could improve the bargaining power of property owners seeking to sell, thereby impeding our investment, acquisition, and development activities. Similarly, our properties face competition for tenants and operators from other properties in the same market, which may affect our ability to attract and retain tenants and operators, or may reduce the rents we are able to charge. If we cannot The failure to capitalize on our development pipeline, identify, and purchase a sufficient quantity of healthcare properties at favorable prices, finance acquisitions on commercially favorable terms, or attract and retain profitable tenants and operators, could have a material adverse effect on our business, results of operations, and financial condition may be materially adversely affected.

condition.

We may be unable to successfully foreclose or exercise rights on the collateral securing our real estate-related loans and, even if we are successful in our foreclosure or realization efforts, we may be unable to successfully operate, occupy, or reposition the underlying real estate, which may adversely affect our ability to recover our investments. estate.

If a borrower defaults under one of our mortgages, or mezzanine loans, we may have look to foreclose on the loan or take additional actions, including acquiring title to the collateral via statutory or judicial foreclosure or commencing collection litigation. We may determine that substantial improvements or repairs to the property are necessary in order to maximize the property's investment potential. In some cases, because our collateral consists of the equity interests in an entity that directly or indirectly owns the applicable real property or interests in other operating properties, we may not have full recourse with respect to assets of that entity, or that entity may have incurred unexpected liabilities, either of which would preclude us from fully recovering our investment. Borrowers may contest enforcement of foreclosure or other remedies, seek bankruptcy protection against our exercise of enforcement or other remedies, and/or bring claims for lender liability in response to actions to enforce mortgage obligations. Because many of the properties securing our mortgage loans are licensed senior housing health care facilities, we would also need to navigate and comply with various healthcare regulatory matters in a variety of states in connection with any foreclosure effort. Foreclosure or collections-related costs, high loan-to-value ratios, healthcare regulatory issues or consents, or declines in the value of the property, may prevent us from realizing an amount equal to our mortgage or mezzanine loan balance upon foreclosure or conclusion of litigation, and we may be required to record a valuation allowance for such losses. Even if we are able to successfully foreclose on the collateral securing our real estate-related loans, we may inherit acquire properties for which we may be unable to expeditiously secure tenants or operators, if at all, or that are burdened with healthcare regulatory compliance issues that need to be addressed, or we may acquire equity interests that we are unable to immediately resell or otherwise liquidate due to limitations under the securities laws, either of which would adversely affect our ability to fully recover our investment.

From We may invest substantial resources and time to time we have made, and we may seek to make, one or more material acquisitions, which may involve the expenditure of significant funds. in transactions that are not consummated.

We regularly review potential transactions in order to maximize stockholder value. Our review process may require significant management attention, and a potential transaction could be abandoned or rejected by us or the other parties involved after we expend significant resources and time. In addition, future acquisitions may require the issuance of securities, incurrence of debt, assumption of contingent liabilities or incurrence of significant expenditures, each of which could materially adversely impact our business, financial condition or results of operations. In addition, the financing required for acquisitions

We may not be available on commercially favorable terms or at all.

If we are unable able to successfully integrate our or operate acquisitions, our business, results of operations and financial condition or may be materially adversely affected. incur unanticipated liabilities.

Successful integration of acquired companies depends primarily on our ability to consolidate operations, systems, procedures, properties, and personnel, and to eliminate redundancies and reduce costs. We may encounter difficulties in these integrations. Potential difficulties associated with acquisitions include: (i) our ability to effectively monitor and manage our expanded portfolio of properties; (ii) the loss of key employees; (iii) the disruption of our ongoing business or that of the acquired entity; (iv) possible inconsistencies in standards, controls, procedures, and policies; and (v) the assumption of unexpected liabilities and claims, including:

- liabilities relating to the cleanup or remediation of undisclosed environmental conditions;
- unasserted claims of vendors, residents, patients, or other persons dealing with the seller;
- liabilities, claims, and litigation, whether or not incurred in the ordinary course of business, relating to periods prior to our acquisition;

Table of Contents

- claims for indemnification by general partners, directors, officers, and others indemnified by the seller;
- claims for return of government reimbursement payments; and
- liabilities for taxes relating to periods prior to our acquisition.

In addition, acquired companies and their properties may fail to perform as expected, including in with respect of to estimated cost savings. Inaccurate assumptions regarding future rental or occupancy rates could result in overly optimistic estimates of future revenues. Similarly, we may underestimate future operating expenses or the costs necessary to bring properties up to standards established for their intended use or for property improvements.

If we have difficulties with any of these areas, or if we later discover additional liabilities or experience unforeseen costs relating to our acquired companies, we may not achieve the anticipated economic benefits from our acquisitions, and this may have a material adverse effect on our business, results of operations, and financial condition.

Unfavorable We may be affected by unfavorable resolution of litigation resolution or disputes could have a material adverse effect on our financial condition and that of our tenants, operators and borrowers, and we and our tenants, operators and borrowers may experience rising liability and insurance costs. costs as a result thereof or other market factors.

Our tenants, operators, property managers, and borrowers are from time to time parties to litigation, including, for example, disputes regarding the quality of care at healthcare properties. The effect of litigation may materially increase the costs incurred by our tenants, operators, property managers, and borrowers, including costs to monitor and report quality of care compliance. In addition, the cost of professional liability, medical malpractice, property, business interruption, and insurance policies that may provide only partial coverage for Covid and other environmental or infectious disease outbreaks, epidemics and pandemics can be significant and may increase or not be available at a reasonable cost or at all. Cost increases could cause our tenants and borrowers to be unable to make their lease or mortgage payments or fail to purchase the appropriate liability and malpractice insurance, or cause our borrowers to be unable to meet their obligations to us, potentially decreasing our revenues and increasing our collection and litigation costs. Cost increases could also lead our operators and property managers to increase the fees they charge, which could have a material adverse effect on our business, results of operations, and financial condition.

Furthermore, with respect to our CCRC properties and the properties in our SWF SH JV, all of which are operated in RIDEA structures, we directly bear the costs of any such increases in litigation, monitoring, reporting, and insurance due to our direct exposure to the cash flows of such properties.

From time to time, we are involved in legal proceedings, lawsuits and other claims. We may also be named as defendants in lawsuits arising out of our alleged actions or the alleged actions of our tenants and operators for which such tenants and operators have agreed to indemnify us. Furthermore, we could experience a material increase in legal proceedings, lawsuits and other claims related to the Covid pandemic. Unfavorable resolution of any such litigation or negative publicity as a result of such litigation may have a material adverse effect on our business, results of operations and financial condition. Regardless of the outcome, litigation or other legal proceedings may result in substantial costs, disruption of our normal business operations, and the diversion of management attention. We may be unable to prevail in, or achieve a favorable settlement of, any pending or future legal action against us.

In particular, as a result of our ownership of healthcare properties, we may be named as a defendant in lawsuits arising from the alleged actions of our tenants or operators. With respect to our triple-net leases, our tenants generally have agreed to indemnify us for various claims, litigation and liabilities in connection with their leasing and operation of our triple-net leased properties. However, if any tenant fails to indemnify us pursuant to the terms of its agreement with us, we would have to incur the costs that should have been covered by the tenant and to determine whether to expend additional resources to seek the contractually owed indemnity from that tenant, including potentially through litigation or arbitration. In some instances, we may decide not to enforce our indemnification rights if we believe that enforcement of such rights would be more detrimental to our business than alternative approaches. Regardless, such an event would divert management attention and may result in a disruption to our normal business operations, any or all of which could have an adverse effect on our business, results of operations, and financial condition.

With respect to our RIDEA structured properties, we are responsible for these claims, litigation, and liabilities, with limited indemnification rights against our operator operators, which are typically based on the gross negligence or willful misconduct by the operator. Although our leases provide us with certain information rights with respect to our tenants, one or more of our tenants may be or become party to pending litigation or investigation of which we are unaware or in which we do not have a right to participate or evaluate. In such cases, we would be unable to determine the potential impact of such litigation or investigation on our tenants or our business or results. Moreover, negative publicity of any of our operators', property managers', or tenants' litigation, other legal proceedings or investigations may also negatively impact their and our reputation, resulting in lower customer demand and revenues, which could have a material adverse effect on our financial condition, results of operations, and cash flow.

We may also be named as defendants in lawsuits arising out of our alleged actions or the alleged actions of our tenants, operators, or property managers for which such tenants, operators, or property managers may have agreed to indemnify us. Unfavorable resolution of any such litigation or negative publicity as a result of such litigation could have a material adverse effect on our business, results of operations, and financial condition. Regardless of the outcome, litigation or other legal proceedings may result in substantial costs, disruption of our normal business operations, and the diversion of management attention. We may be unable to prevail in, or achieve a favorable settlement of, any pending or future legal action against us.

Even when a tenant or operator is obligated to indemnify us for liability incurred as a result of a lawsuit pursuant to the terms of its agreement with us, the tenant may fail to satisfy those obligations and, in such event, we would have to incur the costs that should have been covered by the tenant, operator, or property manager and to determine whether to expend additional resources to seek the contractually owed indemnity from that tenant, operator, or property manager, including potentially through litigation or arbitration. In some instances, we may decide not to enforce our indemnification rights if we believe that enforcement of such rights would be more detrimental to our business than alternative approaches. Regardless, such an event would divert management attention and may result in a disruption to our normal business operations, any or all of which could have an adverse effect on our business, results of operations, and financial condition.

Table of Contents

Environmental compliance costs and liabilities associated with our real estate-related investments may be substantial and may materially impair the value of those investments.

Federal, state and local laws, ordinances, and regulations may require us, as a current or previous owner of real estate, to investigate and clean up certain hazardous or toxic substances released at a property. We may be held liable to a governmental entity or to third parties for injury or property damage and for investigation and cleanup costs incurred in connection with the contamination. The costs of cleanup and remediation could be substantial. In addition, some environmental laws create a lien on the contaminated site in favor of the government for damages and the costs it incurs in connection with the contamination, and/or impose fines and penalties on the property owner with respect to such contamination.

Although we currently carry environmental insurance on our properties in an amount that we believe is commercially reasonable and generally require our tenants and operators to indemnify us for environmental liabilities they cause, such liabilities could exceed the amount of our insurance, the financial ability of the tenant or operator to indemnify us, or the value of the contaminated property. As the owner of a site, we may also be held liable to third parties for damages and injuries resulting from environmental contamination emanating from the site. We may also experience environmental costs and liabilities arising from conditions not known to us or disrupted during development. The cost of defending against these claims, complying with environmental regulatory requirements, conducting remediation of any contaminated property, or paying personal injury or other claims or fines could be substantial and could have a material adverse effect on our business, results of operations, and financial condition. In addition, the presence of contamination or the failure to remediate contamination may materially adversely affect our ability to use, develop, sell, or lease the property or to borrow using the property as collateral.

We may be impacted by epidemics, pandemics, or other infectious diseases, including Covid, and health and safety measures intended to reduce their spread.

Epidemics, pandemics, or other infectious diseases, including the ongoing Covid pandemic and those caused by possible new variants, as well as both future widespread and localized outbreaks of infectious diseases and other health concerns, and the health and safety measures taken to reduce the spread or lessen the impact, could cause a material disruption to our industry or deteriorate the economy as a whole. The impacts of such events could be severe and far-reaching, and may impact our operations in several ways, including: (i) tenants could experience deteriorating financial conditions and be unable or unwilling to pay rent on time and in full; (ii) we may have to restructure tenants' obligations and may not be able to do so on terms that are favorable to us; (iii) inquiries and tours at our properties could decrease; (iv) move-ins and new tenanting efforts, and re-letting efforts could slow or stop altogether; (v) move-outs and potential early termination of leases thereunder could increase; (vi) operating expenses, including the costs of certain essential services or supplies, including payments to third-party contractors, service providers, and employees essential to ensure continuity in our building operations may increase; (vii) procedures normally conducted on our properties may be disrupted, adversely affecting the economic viability of our tenants; and (viii) costs of development, including expenditures for materials utilized in construction and labor essential to complete existing developments in progress, may increase substantially.

The loss or limited availability of our key personnel could disrupt or impair our operations.

We depend on the efforts of our executive officers for the success of our business. Although they are covered by our Executive Severance Plan and Change in Control Plan, which provide many of the benefits typically found in executive employment agreements, none of our executive officers have employment agreements with us. The loss or limited availability of the services of any of our executive officers, or our inability to recruit and retain qualified personnel, could, at least temporarily, disrupt, or impair our operations.

We rely on information technology in our operations, and any material failure, inadequacy, interruption, or security failure of that technology could harm our business.

We rely on information technology networks and systems to process, transmit, and store electronic information, and to manage or support a variety of business processes, including financial transactions and records, and to maintain personal identifying information and tenant and lease data. We utilize software and cloud-based technology from vendors, on whom our systems depend. We rely on commercially available systems, software, tools, and monitoring to provide security for the processing, transmission, and storage of confidential tenant and customer data, including individually identifiable information relating to financial accounts. Although we have taken steps to protect the security of our information systems, with multiple layers of controls around the data maintained in those systems, it is possible that our safety and security measures will not prevent the systems' improper functioning or damage, or the improper access or disclosure of personally identifiable information such as in the event of cyber-attacks. The risk of security breaches has generally increased as the number, intensity, and sophistication of attacks and intrusions have increased, and we have seen a significant increase in cyber phishing attacks. The risk of security breaches has also increased under our hybrid work model. Furthermore, because our operators also rely on the Internet, information technology networks, systems, and software, some of our data may be vulnerable to cyber-attacks on our operators.

Table of Contents

Security breaches of our or our operators' networks and systems, including those caused by physical or electronic break-ins, computer viruses, malware, worms, attacks by hackers or foreign governments, disruptions from unauthorized access and tampering, including through social engineering such as phishing attacks, coordinated denial-of-service attacks, and similar breaches could result in, among other things: (i) system disruptions; (ii) shutdowns; (iii) unauthorized access to or disclosure of confidential information; (iv) misappropriation of our or our business partners' proprietary or confidential information; (v) breach of our legal, regulatory, or contractual obligations; (vi) inability to access or rely upon critical business records or systems; or (vii) other delays in our operations. In some cases, it may be difficult to anticipate or immediately detect such incidents and the damage they cause. We may be required to expend significant financial resources to protect against or to remediate such security breaches. In addition, our technology infrastructure and information systems are vulnerable to damage or interruption from natural disasters, power loss, and telecommunications failures. Any failure to maintain proper function, security, and availability of our and our operators' information systems and the data maintained in those systems could interrupt our operations, damage our reputation, subject us to liability claims or regulatory penalties, harm our business relationships, or increase our security and insurance costs, which could have a material adverse effect on our business, financial condition, and results of operations.

Risks Related to Our Capital Structure and Market Conditions

An increase in our Increased borrowing costs could materially adversely impact our ability to refinance existing debt, sell properties and conduct acquisition, investment, and development activities, and could cause our stock price to decline.

An increase in our Increased borrowing costs reduces and attendant negative impacts on our business can reduce the amount investors are willing to pay for our common stock. Because REIT stocks are often perceived as high-yield investments, investors may perceive less relative benefit to owning REIT stocks as borrowing costs increase.

Additionally, we have existing and may incur additional debt obligations that have variable interest rates and related payments that vary with the movement of certain indices. If Recent increases in interest rates increase, so would our have increased interest costs for any our variable rate debt and for our new debt. This increased cost would debt, and interest rates may continue to rise. These interest rates make the financing of any acquisition and development activity more costly. In addition, an increase in increased interest rates could decrease the amount third parties are willing to pay for our properties, thereby limiting our ability to reposition our portfolio promptly in response to changes in economic or other conditions.

Rising borrowing costs could limit our ability to refinance existing debt when it matures, or cause us to pay higher interest rates upon refinancing and increase interest expense on refinanced indebtedness. If our prevailing borrowing costs are higher than the interest rates of our senior notes at their maturity, we will incur additional interest expense upon any replacement debt.

We manage a portion of our exposure to interest rate risk by accessing debt with staggered maturities and through the use of derivative instruments, primarily interest rate cap and swap agreements. These agreements involve risk, including that counterparties may fail to honor their obligations under these arrangements, that these arrangements may not be effective in reducing our exposure to interest rate changes, that the amount of income we earn from hedging transactions may be limited by federal tax provisions governing REITs and that these arrangements may cause us to incur higher debt service costs than would otherwise be the case. Failure to hedge effectively against interest rate risk could adversely affect our results of operations and financial condition.

Cash available for distribution to stockholders may be insufficient to make dividend distributions at expected levels and are made at the discretion of our Board of Directors.

Decreases in cash available for distributions including decreases related to the Covid pandemic, may result in us being unable to make dividend distributions at expected levels. Our failure to make distributions commensurate with market expectations would likely result in a decrease in the market price of our common stock. Further, all distributions are made at the discretion of our Board of Directors in accordance with Maryland law and depend on: (i) our earnings; (ii) our financial condition; (iii) debt and equity capital available to us; (iv) our expectations for future capital requirements and operating performance; (v) restrictive covenants in our financial or other contractual arrangements, including those in our credit facility agreement; (vi) maintenance of our REIT qualification; and (vii) other factors as our Board of Directors may deem relevant from time to time.

If access to external capital is unavailable on acceptable terms or at all, it could have a material adverse effect on our ability to meet commitments as they become due or make future investments necessary to grow our business.

We may be unable to fund all future capital needs, including capital expenditures, debt maturities and other commitments, from cash retained from operations and dispositions. If we are unable to obtain enough internal capital, we may need to periodically rely on external sources of capital (including debt and equity financing) to fulfill our capital requirements, which requirements. The availability of external capital sources depends upon a number of several factors, some of which we have little or no control over, including:

- general availability of capital, including less favorable terms, rising interest rates, and increased borrowing costs;
- the market price of the shares of our equity securities and the credit ratings of our debt and any preferred securities we may issue;

Table of Contents

- the market's perception of our growth potential and our current and potential future earnings and cash distributions;
- our degree of financial leverage and operational flexibility;

- the financial integrity of our lenders, which might impair their ability to meet their commitments to us or their willingness to make additional loans to us, and our inability to replace the financing commitment of any such lender on favorable terms, or at all;
- the stability of the market value of our properties;
- the financial performance and general market perception of our tenants and operators;
- changes in the credit ratings on U.S. government debt securities or default or delay in payment by the United States of its obligations;
- issues facing the healthcare industry, including healthcare reform and changes in government reimbursement policies and the unique challenges posed by the Covid pandemic; policies; and
- the performance of the national and global economies generally, including any economic downturn and volatility in the financial markets as a result of the Covid pandemic. markets.

If access to capital is unavailable on acceptable terms or at all, it could have a material adverse impact on our ability to fund operations, repay or refinance our debt obligations, fund dividend payments, acquire properties, and make the investments in development and redevelopment activities, as well as capital expenditures, needed to grow our business.

Our level of indebtedness may increase and materially adversely affect our future operations.

Our outstanding indebtedness as of December 31, 2021 December 31, 2022 was approximately $6.2 billion $6.5 billion. We may incur additional indebtedness, which may be substantial. Any significant additional indebtedness would likely negatively affect the credit ratings of our debt and require us to dedicate a substantial portion of our cash flow to interest and principal payments. Greater demands on our cash resources may reduce funds available to us to pay dividends, conduct development activities, make capital expenditures and acquisitions, or carry out other aspects of our business strategy. Increased indebtedness can also make us more vulnerable to general adverse economic and industry conditions and create competitive disadvantages for us compared to other companies with comparatively lower debt levels. Increased future debt service obligations may limit our operational flexibility, including our ability to finance or refinance our properties, contribute properties to joint ventures, or sell properties as needed.

Covenants in our debt instruments limit our operational flexibility, and breaches of these covenants could materially adversely affect result in adverse actions by our business, results of operations and financial condition. creditors.

The terms of our current secured and unsecured debt instruments require us to comply with a number of customary financial and other covenants, such as maintaining leverage ratios, minimum tangible net worth requirements, REIT status, and certain levels of debt service coverage. Our continued ability to incur additional debt and to conduct business in general is subject to compliance with these covenants, which limits our operational flexibility. For example, mortgages on our properties contain customary covenants such as those that limit or restrict our ability, without the consent of the lender, to further encumber or sell the applicable properties, or to replace the applicable tenant or operator. Breaches of certain covenants may result in defaults under the mortgages on our properties and cross-defaults under certain of our other indebtedness, even if we satisfy our payment obligations to the respective obligee.Covenants that limit our operational flexibility, as well as defaults resulting from the breach of any of these covenants, could materially adversely affect have a material adverse effect on our business, results of operations, and financial condition.

Volatility, disruption, or uncertainty in the financial markets may impair our ability to raise capital, obtain new financing or refinance existing obligations, and fund real estate and development activities.

Increased or prolonged market disruption, volatility, or uncertainty including disruption caused by the Covid pandemic, could materially adversely impact have a material adverse effect on our ability to raise capital, obtain new financing or refinance our existing obligations as they mature, and fund real estate and development activities. For example, as a result of the potential or perceived impact of the pandemic on our business, Our lenders and other financial institutions could also require us to agree to more restrictive covenants, grant liens on our assets as collateral and/or accept other terms that are not commercially beneficial to us in order to obtain financing. One or more of our lenders under our credit facility could refuse or fail to fund their financing commitment to us as a result of lender liquidity and/or viability challenges, which financing commitments we may not be able to replace on favorable terms, or at all. Market volatility could also lead to significant uncertainty in the valuation of our investments and those of our joint ventures, which may result in a substantial decrease in the value of our properties and those of our joint ventures. As a result, we may be unable to recover the carrying amount of such investments and the associated goodwill, if any, which may require us to recognize impairment charges in earnings.

Table of Contents

Adverse changes in our credit ratings could impair our ability to obtain additional debt and equity financing on favorable terms.

Our credit ratings affect the amount and type of capital, as well as the terms of any financing we may obtain. The credit ratings of our senior unsecured debt are based on, among other things, our operating performance, liquidity and leverage ratios, overall financial position, level of indebtedness, and pending or future changes in the regulatory framework applicable to our operators and our industry. If we are unable to maintain our current credit ratings, we would likely incur higher borrowing costs, which would make it more difficult or expensive to obtain additional financing or refinance existing obligations and commitments. An adverse change in our outlook may ultimately lead to a downgrade in our credit ratings, which would trigger additional borrowing costs or other potentially negative consequences under our current credit facilities and debt instruments. Also, if our credit ratings are downgraded, or general market conditions were to ascribe higher risk to our ratings, our industry, or us, our access to capital and the cost of any future debt financing will be further negatively impacted. In addition, the terms of future debt agreements could include more restrictive covenants, or require incremental collateral, which may further restrict our business operations or be unavailable due to our covenant restrictions then in effect. There is no guarantee that debt or equity financings will be available in the future to fund future acquisitions or general operating expenses, or that such financing will be available on terms consistent with our historical agreements or expectations.

Risks Related to the Regulatory Environment

Laws or regulations prohibiting eviction of our tenants, even on a temporary basis, could have a material adverse effect on our revenues if our tenants fail to make their contractual rent payments to us.

Various federal, state and local governments have enacted, and may continue to enact, laws, regulations and moratoriums or take other actions that could limit our ability to evict tenants until such laws, regulations or moratoriums are reversed or lifted. In particular, many state and local governments have implemented eviction moratoriums as a result of the Covid pandemic that apply to both residential and commercial tenants. Although many of these moratoriums have been temporary in nature to date, and may have expired, they may be revised, reinstated and/or extended for a significant period of time until the Covid pandemic subsides. Although we generally have arrangements and other agreements that give us the right under specified circumstances to terminate a lease or evict a tenant for nonpayment of contractual rent, such laws, regulations and moratoriums may prohibit our ability to begin eviction proceedings even where no rent or only partial rent is being paid for so long as such law, regulation or moratorium remains in effect. Further, under current laws and regulations, eviction proceedings for delinquent tenants are already costly and time-consuming, and, if there are existing backlogs or backlogs develop in courts due to higher than normal eviction proceedings, whether or not due to an increase in eviction proceedings after the Covid pandemic, we may incur significant costs and it may take a significant amount of time to ultimately evict any tenant who is not meeting their contractual rent obligations. If we are restricted, delayed or prohibited from evicting tenants for failing to make contractual rent payments, our business, results of operations and financial condition may be materially adversely impacted.

Tenants, operators, and borrowers that fail to comply with federal, state, local, and international laws and regulations, including resident health and safety requirements, as well as licensure, certification and inspection requirements, may cease to operate or be unable to meet their financial and other contractual obligations to us.

Our tenants, operators, and borrowers in all of across our segments are subject to or impacted by extensive, frequently changing federal, state, and local laws and regulations. See "Item 1— 1, Business—Government Regulation, Licensing, and Enforcement—Healthcare Licensure and Certificate of Need" for a discussion of certain of these laws and regulations. Unannounced surveys, inspections, or audits occur frequently, including following a regulator's receipt of a complaint about a facility, and these surveys, inspections, and audits can result in deficiencies and further adverse action. Our tenants', operators', or borrowers' failure to comply with any of the laws, regulations, or requirements applicable to them could result in: (i) loss of accreditation; (ii) denial of reimbursement; (iii) imposition of fines; (iv) suspension or decertification from government healthcare programs; (v) civil liability; and (vi) in certain instances, suspension or denial of admissions, criminal penalties, loss of license, or closure of the property and/or the incurrence of considerable costs arising from an investigation or regulatory action, which may have an adverse effect on properties that we own and lease to a third party tenant in our Life Science and MOB segments, that we own and operate through a RIDEA structure in our CCRC segment or our SWF SH JV, or on which we hold a mortgage, and therefore may materially adversely impact us.

Furthermore, we are required under RIDEA to rely on our operators to oversee and direct these aspects of the properties' operations to ensure compliance with applicable laws and regulations. If one or more of our healthcare properties fails to comply with applicable laws and regulations, our TRS would be responsible (except in limited circumstances, such as the gross negligence or willful misconduct of our operators, where we would have a contractual claim against them), which could subject our TRS to penalties including loss or suspension of licenses, certification or accreditation, exclusion from government healthcare programs (i.e., Medicare, Medicaid), administrative sanctions, and civil monetary penalties. Some states also reserve the right to sanction affiliates of a licensee when they take administrative action against the licensee, and require a licensee to report all healthcare-related administrative actions that have been brought against any of the licensee's affiliates, even in other states. Additionally, when we receive individually identifiable health information relating to residents of our healthcare properties, we are subject to federal and state data privacy and security laws and rules, and could be subject to liability in the event of an audit, complaint, cybersecurity attack, or data breach. Furthermore, our TRS has exposure to professional liability claims that could arise out of resident claims, such as quality of care, and the associated litigation costs.

Table of Contents

Required regulatory approvals can delay or prohibit transfers of our senior housing properties.

Transfers of senior housing properties, including CCRCs, in connection with the foreclosure of a real-estate secured loan, to successor owners or operators are typically subject to regulatory approvals or ratifications, including change of ownership approvals for licensure and Medicare / Medicaid (if applicable) that are not required for transfers of other types of commercial operations and other types of real estate. The sale of, or replacement of any operator at, our CCRC and senior housing facilities, or the foreclosure of a loan secured by senior housing real estate, could be delayed by the regulatory approval process of any federal, state, or local government agency necessary for the transfer of the property or the replacement of the operator licensed to manage the property, during which time the property may experience performance declines. The continuing effects of the Covid pandemic may materially delay necessary approvals, thereby lengthening the period of performance deterioration, which could have a material adverse effect of our business, results of operations and financial condition. We may also elect to use an interim licensing structure to facilitate such transfers, which structure expedites the transfer by allowing a third party to operate under our license until the required regulatory approvals are obtained, but could subject us to fines or penalties if the third party fails to comply with applicable laws and regulations and then fails to indemnify us for such fines or penalties pursuant to the terms of its agreement with us.

Compliance with the Americans with Disabilities Act and fire, safety, and other regulations may require us to make expenditures that adversely affect our cash flows.

Our properties must comply with applicable ADA and any similar state and local laws. These laws may require removal of barriers to access by persons with disabilities in public areas of our properties. Noncompliance could result in the incurrence of additional costs associated with bringing the properties into compliance, the imposition of fines or an award of damages to private litigants in individual lawsuits or as part of a class action. While the tenants to whom we lease our properties are obligated to comply with the ADA and similar state and local provisions, and typically under tenant leases are obligated to cover costs associated with compliance, if required changes involve greater expenditures than anticipated, or if the changes must be made on a more accelerated basis than anticipated, the ability of these tenants to cover costs could be adversely affected. As a result, we We could be required to expend funds to comply with the provisions of the ADA and similar state and local laws on behalf of tenants, which could adversely affect our results of operations and financial condition. Additionally, with respect to the properties owned by our SWF SH JV under a RIDEA structures, the SWF SH JV is ultimately responsible for such litigation and compliance costs, and at our CCRCs, we are responsible for such litigation and compliance costs.

In addition, we are required to operate our properties in compliance with fire and safety regulations, building codes, and other land use regulations. New and revised regulations and codes may be adopted by governmental agencies and bodies and become applicable to our properties. For example, new safety laws for senior housing properties were adopted following the particularly damaging 2018 hurricane season. Compliance could require substantial capital expenditures, both for significant upgrades and for tenant relocations that may be necessary depending on the scope and duration of upgrades, and may restrict our ability to renovate our properties. These expenditures and restrictions could have a material adverse effect on our financial condition and cash flows.

Laws or regulations prohibiting eviction of our tenants, even on a temporary basis, could have a material adverse effect on our revenues if our tenants fail to make their contractual rent payments to us.

Various federal, state, and local governments have enacted, and may continue to enact, laws, regulations, and moratoriums or take other actions that could limit our ability to evict tenants until such laws, regulations, or moratoriums are reversed or lifted. In particular, several state and local governments implemented eviction moratoriums as a result of the

Covid pandemic that applied to both residential and commercial tenants. Although these moratoriums have generally terminated or expired, federal, state, and local governments could enact moratoriums under similar circumstances in the future. While we generally have arrangements and other agreements that give us the right under specified circumstances to terminate a lease or evict a tenant for nonpayment of contractual rent, such laws, regulations and moratoriums may restrict our ability to begin eviction proceedings even where no rent or only partial rent is being paid. Further, under current laws and regulations, eviction proceedings for delinquent tenants are already costly and time-consuming, and, if there are existing backlogs or backlogs develop in courts due to higher than normal eviction proceedings, we may incur significant costs and it may take a significant amount of time to ultimately evict any tenant who is not meeting their contractual rent obligations. If we are restricted, delayed, or prohibited from evicting tenants for failing to make contractual rent payments, it may have a material adverse effect on our business, results of operations, and financial condition.

The requirements of, or changes to, governmental reimbursement programs such as Medicare or Medicaid may adversely affect our tenants', operators', and borrowers' ability to meet their financial and other contractual obligations to us.

Certain of our tenants, operators, and borrowers, as well as our owned assets in the CCRC segment and SWF SH JV, are affected, directly or indirectly, by a complex set of federal, state, and local laws and regulations pertaining to governmental reimbursement programs, including the CARES Act and other similar relief legislation enacted as a result of the Covid pandemic. These laws and regulations are subject to frequent and substantial changes that are sometimes applied retroactively. See "Item 1—1, Business—Government Regulation, Licensing, and Enforcement." For example, to the extent that our tenants, operators, or borrowers, or assets owned in our CCRC segment or through the SFW SH JV, receive a significant portion of their revenues from governmental payors, primarily Medicare and Medicaid, they are generally subject to, among other things:

- statutory and regulatory changes;
- retroactive rate adjustments; adjustments and recoupment efforts;

Table of Contents

- recovery of program overpayments or set-offs;
- federal, state, and local litigation and enforcement actions; actions, including those relating to Covid and the failure to satisfy the terms and conditions of financial relief;
- administrative proceedings;
- policy interpretations;
- payment or other delays by fiscal intermediaries or carriers;
- government funding restrictions (at a program level or with respect to specific properties);
- reduced reimbursement rates under managed care contracts;

- changes in reimbursement rates, methods, or timing under governmental reimbursement programs;

- interruption or delays in payments due to any ongoing governmental investigations and audits at such properties; and
- reputational harm of publicly disclosed enforcement actions, audits, or investigations related to billing and reimbursements.

The failure to comply with the extensive laws, regulations and other requirements applicable to their business and the operation of our properties could result in, among other challenges: (i) becoming ineligible to receive reimbursement from governmental reimbursement programs or being compelled to repay amounts received, including under the CARES Act; (ii) becoming subject to prepayment reviews or claims for overpayments; (iii) bans on admissions of new patients or residents; (iv) civil or criminal penalties; and (v) significant operational changes, including requirements to increase staffing or the scope of care given to residents. These laws and regulations are enforced by a variety of federal, state, and local agencies and can also be enforced by private litigants through, among other things, federal and state false claims acts, which allow private litigants to bring qui tam or "whistleblower" actions.

We are unable to predict future changes to or interpretations of federal, state, and local statutes and regulations, including the Medicare and Medicaid statutes and regulations, or the intensity of enforcement efforts with respect to such statutes and regulations. Any changes in the regulatory framework or the intensity or extent of governmental or private enforcement actions could have a material adverse effect on our tenants, and operators. operators, borrowers, and/or assets.

Sometimes, governmental payors freeze or reduce payments to healthcare providers, or provide annual reimbursement rate increases that are smaller than expected, due to budgetary and other pressures. In addition, the federal government periodically makes changes in the statutes and regulations relating to Medicare and Medicaid reimbursement that may impact state reimbursement programs, particularly Medicaid reimbursement and managed care payments. We cannot make any assessment as to the ultimate timing or the effect that any future changes may have on our tenants', operators', and borrowers' costs of doing business, or the cost of doing business for or the assets owned in our CCRC segment or through the SFW SH JV, and on the amount of reimbursement by government and other third-party payors. The failure of any of our tenants, operators, or borrowers to comply with these laws and regulations, and significant limits on the scope of services reimbursed, reductions in reimbursement rates and fees, or increases in provider or similar types of taxes, could materially adversely affect their ability to meet their financial and contractual obligations to us.

Furthermore, executive orders and legislation may amend the Patient Protection and Affordable Care Act, along with the Health Care and Education Reconciliation Act of 2010 (collectively, the "Affordable Care Act") and related regulations in whole or in part. We also anticipate that Congress, state legislatures, and third-party payors may continue to review and assess alternative healthcare delivery and payment systems and may propose and adopt legislation or policy changes or implementations effecting additional fundamental changes in the healthcare system. For example, the Department of Health and Human Services has focused on tying Medicare payments to quality or value through alternative payment models, which generally aim to make providers attentive to the total costs of treatments. Medicare no longer reimburses hospitals for care related to certain preventable adverse events and imposes payment reductions on hospitals for preventable readmissions. These punitive approaches could be expanded to additional types of providers in the future. Additionally, the patient driven payment model utilized by the Centers for Medicare and Medicaid Services to calculate reimbursement rates for patients in skilled nursing properties (which is among the unit types in our CCRCs) could result in decreases in payments to our operators and tenants or increase our operators' and tenants' costs. If any such changes significantly and adversely affect our tenants' or borrowers' profitability, they could in turn negatively affect our tenants' or borrowers' ability and willingness to comply with the terms of their leases and/or loan documents with us and/or renew their leases with us upon expiration or repay their loans upon maturity, which could impact our business, prospects, financial condition, or results of operations.

Legislation

Table of Contents

We could be negatively impacted by legislation to address federal government operations and administration administrative decisions affecting the Centers for Medicare and Medicaid Services could have a material adverse effect on our tenants', operators' and borrowers' liquidity, financial condition or results of operations. Services.

Congressional consideration of legislation pertaining to the federal debt ceiling, the Affordable Care Act, tax reform, and entitlement programs, including reimbursement rates for physicians, could have a material adverse effect on our tenants', operators', and borrowers' liquidity, financial condition, or results of operations. In particular, reduced funding for entitlement programs such as Medicare and Medicaid would result in increased costs and fees for programs such as Medicare Advantage Plans and additional reductions in reimbursements to providers. Amendments to the Affordable Care Act in whole or in part and decisions by the Centers for Medicare and Medicaid Services could impact the delivery of services and benefits under Medicare, Medicaid, or Medicare Advantage Plans and could affect our tenants and operators and the manner in which they are reimbursed by such programs. Any such shutdown of the federal government that delays or disrupts payments or any other material adverse effect on payments to our tenants, operators, or borrowers could adversely affect their ability to satisfy their obligations to us and could have a material adverse effect on us.

Our participation in the CARES Act Provider Relief Fund and other Covid-related stimulus and relief programs could subject us to disruptive government and financial audits and investigations, regulatory enforcement actions, civil litigation, and other claims, penalties, and liabilities.

Under the CARES Act and subsequent relief legislation, Congress has allocated more than $178 billion to eligible hospitals, physicians, and other health care providers through the Public Health and Social Services Emergency Fund (the "Provider Relief Fund" or "PRF"). The U.S. Department of Health and Human Services ("HHS") has distributed PRF awards through various general and targeted distributions, including certain distributions that were paid automatically to providers, and others that required providers to submit requested data or applications. We and our senior housing operators (including operators of senior housing facilities that we have subsequently disposed of) have received relief funds through several PRF distributions, both via automatic payments and also as a result of applications or other filings we submitted for PRF funds.

PRF funds are intended to reimburse eligible providers for unreimbursed health care-related expenses and lost revenues attributable to Covid and must be used only to prevent, prepare for, or respond to Covid. PRF funds received under certain targeted distributions, including the Nursing Home Infection Control Distribution, are further limited to specific uses. Additionally, the PRF program imposes certain distribution-specific eligibility criteria and requires recipients to comply with various terms and conditions. HHS has stated that compliance with PRF program terms and conditions is material to HHS's decision to disburse PRF payments to recipients. PRF program terms and conditions include limitations and requirements governing use of PRF funds, implementation of controls, retention of records relating to PRF funds, audit and reporting to governmental authorities, and other PRF program requirements. PRF regulatory guidance HHS interpretation of these terms and requirements regarding eligibility, use of funds, audit, reporting, and other PRF terms and conditions reporting continues to evolve and there is a high degree of uncertainty surrounding interpretation and implementation, particularly among more complex corporate, transactional, and contractual relationships, including RIDEA structures and for organizations with multiple recipient subsidiaries. In addition, in light of the evolving laws and guidance related to PRF, there is no assurance that Accordingly, PRF guidance will not or HHS interpretations could change in ways that adversely impact the PRF funding we receive, our ability to retain PRF funding, or our eligibility to participate in the PRF program.

Changing PRF program requirements could reduce the amount of PRF funds we receive or are permitted to retain and could render us or our operators ineligible for future or previously received PRF funds. PRF reporting obligations and monitoring and compliance efforts could impose substantial costs, become overly burdensome, and require significant attention from leadership, disrupting our business and impeding our operations. Further, our current and former operators may not consistently use, account for, or document PRF and other relief funds, which may adversely impact availability of data and consistency in our reporting, including among current and former operators and across reporting periods. Ultimately, as PRF program requirements and interpretations continue to evolve, we may determine that we are unable to comply with certain terms and conditions, or that we are no longer eligible for some or all of the PRF payments we or our operators previously received. If we are unable to fully comply with applicable PRF terms and conditions, we may be required to return some or all PRF funds received and may be subject to further enforcement action.

Due to our and our operators' participation in the PRF program, we may be subject to government and other audits and investigations related to our receipt and use of PRF funds. These audits and investigations also may impose substantial costs and disruptions. If the government determines that we failed to comply with PRF terms and conditions, related interpretative guidance, or applicable federal award requirements, or that our PRF applications and submissions were defective, PRF funds that we or our operators have received may be subject to recoupment and further enforcement actions could result. This could occur even if our interpretation of PRF program requirements was reasonable under the present or then-existing PRF guidance. guidance and HHS interpretations. Government audits and investigations also could result in other regulatory penalties or enforcement actions, including actions under the False Claims Act ("FCA"), which prohibits false claims for payments to, or improper retention of overpayments from, the government. FCA litigation could be asserted directly by the federal government, or on its behalf by private litigants as "whistleblowers." Even if not meritorious, FCA litigation could impose significant costs and result in reputational damage and a disruption of our business.

Table of Contents

Risks Related to Other Events

We are subject to certain provisions of Maryland law and our charter relating to business combinations that may prevent a transaction that may otherwise be in the interest of our stockholders.

The Maryland Business Combination Act (the "MBCA") provides that unless exempted, a Maryland corporation may not engage in business combinations, including a merger, consolidation, share exchange or, in circumstances specified in the statute, an asset transfer or issuance or reclassification of equity securities with an "interested stockholder" or an affiliate of an interested stockholder for five years after the most recent date on which the interested stockholder became an interested stockholder, and thereafter unless specified criteria are met. An interested stockholder is generally a person owning or controlling, directly or indirectly, 10% or more of the voting power of the outstanding voting stock of a

Maryland corporation. Unless our Board of Directors takes action to exempt us from the MBCA, it will be applicable to business combinations between us and other persons. In addition to the restrictions on business combinations contained in the MBCA, our charter also requires that, except in certain circumstances, “business combinations,” including a merger or consolidation, and certain asset transfers and issuances of securities, with a “related person,” including a beneficial owner of 10% or more of our outstanding voting stock, be approved by the affirmative vote of the holders of at least 90% of our outstanding voting stock. These restrictions on business combinations may delay, defer or prevent a change of control or other transaction even if such transaction involves a premium price for our common stock or our stockholders believe that such transaction is otherwise in their best interests.

Environmental compliance costs and liabilities associated with our real estate-related investments may be substantial and may materially impair the value of those investments.

Federal, state and local laws, ordinances and regulations may require us, as a current or previous owner of real estate, to investigate and clean up certain hazardous or toxic substances released at a property. We may be held liable to a governmental entity or to third parties for injury or property damage and for investigation and cleanup costs incurred in connection with the contamination. The costs of cleanup and remediation could be substantial. In addition, some environmental laws create a lien on the contaminated site in favor of the government for damages and the costs it incurs in connection with the contamination, and/or impose fines and penalties on the property owner with respect to such contamination.

Although we currently carry environmental insurance on our properties in an amount that we believe is commercially reasonable and generally require our tenants and operators to indemnify us for environmental liabilities they cause, such liabilities could exceed the amount of our insurance, the financial ability of the tenant or operator to indemnify us, or the value of the contaminated property. As the owner of a site, we may also be held liable to third parties for damages and injuries resulting from environmental contamination emanating from the site. We may also experience environmental costs and liabilities arising from conditions not known to us or disrupted during development. The cost of defending against these claims, complying with environmental regulatory requirements, conducting remediation of any contaminated property, or paying personal injury or other claims or fines could be substantial and could have a material adverse effect on our business, results of operations and financial condition. In addition, the presence of contamination or the failure to remediate contamination may materially adversely affect our ability to use, develop, sell or lease the property or to borrow using the property as collateral.

Risks Related to Tax, including Including REIT-Related Risks, and Our Jurisdiction of Incorporation

Loss of our tax status as a REIT would substantially reduce our available funds and would have materially adverse consequences for us and the value of our common stock.

Qualification as a REIT involves the application of numerous highly technical and complex provisions of the Internal Revenue Code of 1986, as amended (the “Code”), for which there are limited judicial and administrative interpretations, as well as the determination of various factual matters and circumstances not entirely within our control. We intend to continue to operate in a manner that enables us to qualify as a REIT. However, our qualification and taxation as a REIT depend upon our ability to meet, through actual annual operating results, asset diversification, distribution levels, and diversity of stock ownership, the various qualification tests imposed under the Code.

For example, to qualify as a REIT, at least 95% of our gross income in any year must be derived from qualifying sources, and we must make distributions to our stockholders aggregating annually to at least 90% of our REIT taxable income, excluding net capital gains. Rents we receive from a TRS in a RIDEA structure are treated as qualifying rents from real property for REIT tax purposes only if (i) they are paid pursuant to a lease of a “qualified healthcare property,” and (ii) the operator qualifies as an “eligible independent contractor,” as defined in the Code. If either of these requirements is not satisfied, then the rents will not be qualifying rents. rents and we may not satisfy the REIT gross income requirement. Furthermore, new legislation, regulations, administrative interpretations, or court decisions could change the tax laws or interpretations of the tax laws regarding qualification as a REIT, or the federal income tax consequences of that qualification, in a manner that is materially adverse to our stockholders. Accordingly, there is no assurance we cannot assure you that we have operated or will continue to operate in a manner so as to qualify or remain qualified as a REIT.

If we lose our REIT status, we will face serious tax consequences that will substantially reduce the funds available to make payments of principal and interest on the debt securities we issue and to make distributions to stockholders. If we fail to qualify as a REIT:

- we will not be allowed a deduction for distributions to stockholders in computing our taxable income;
- we will be subject to corporate-level income tax on our taxable income at regular corporate rates;
- we will be subject to increased state and local income taxes; and
- unless we are entitled to relief under relevant statutory provisions, we will be disqualified from taxation as a REIT for the four taxable years following the year during which we fail to qualify as a REIT.

As a result of all these factors, our failure to qualify as a REIT could also impair our ability to expand our business and raise capital and could materially adversely affect the value of our common stock.

Further changes to U.S. federal income tax laws could materially and adversely affect us and our stockholders.

The present federal income tax treatment of REITs and various transactional structures that we utilize may be modified, possibly with retroactive effect, by legislative, judicial, or administrative action at any time, which could affect the federal income tax treatment of an investment in us. The federal income tax rules dealing with U.S. federal income taxation and REITs are constantly under review by persons involved in the legislative process, the U.S. Internal Revenue Service (the “IRS”) and the U.S. Treasury Department, which results in statutory changes as well as frequent revisions to regulations and interpretations. We cannot predict how changes in the tax laws might affect our investors or us. Revisions in federal tax laws and interpretations thereof could significantly and negatively affect our ability to qualify as a REIT, as well as the tax considerations relevant to an investment in us, or could cause us to change our investments and commitments.

Potential deferred and contingent tax liabilities from corporate acquisitions could limit or delay future property sales.

If, during the five-year period beginning on the date we acquire certain companies, we recognize a gain on the disposition of any property acquired, then, to the extent of the excess of (i) the fair market value of such property as of the acquisition date, over (ii) our adjusted income tax basis in such property as of that date, we will be required to pay a corporate-level federal income tax on this gain at the highest regular corporate rate. There can be no assurance that these triggering dispositions will not occur, and these requirements These potential tax effects could limit or delay future property sales. In addition, the IRS may assert liabilities against us for corporate income taxes of certain entities we acquire for taxable years prior to the time that we acquire certain companies, such entities, in which case we will owe these taxes plus interest and penalties, if any.

Table of Contents

There are uncertainties relating to the calculation of non-REIT tax earnings and profits ("E&P") in certain acquisitions, which may require us to distribute E&P.

In order to remain qualified as a REIT, we are required to distribute to our stockholders all of the accumulated non-REIT E&P of certain companies that we acquire, prior to the close of the first taxable year in which the acquisition occurs. Failure to make such E&P distributions would could result in our disqualification as a REIT. The determination of the amount to be distributed in such E&P distributions is a complex factual and legal determination. We may have less than complete information at the time we undertake our analysis, or we may interpret the applicable law differently from the IRS. We currently believe that we have satisfied the requirements relating to such E&P distributions. There are, however, substantial uncertainties relating to the determination of E&P, including the possibility that the IRS could successfully assert that the taxable income of the companies acquired should be increased, which would could increase our non-REIT E&P. Thus, we might fail to satisfy the requirement that we distribute all of our non-REIT E&P by the close of the first taxable year in which the acquisition occurs. Moreover, although Although there are procedures available to cure a failure to distribute all of our E&P, we cannot now determine whether we will be able to take advantage of these procedures or the economic impact on us of doing so.

Our charter contains ownership limits with respect to our common stock and other classes of capital stock.

Our charter contains restrictions on the ownership and transfer of our common stock and preferred stock that are intended to assist us in preserving our qualification as a REIT. Under our charter, subject to certain exceptions, no person or entity may own, actually or constructively, more than 9.8% (by value or by number of shares, whichever is more restrictive) of the outstanding shares of our common stock or any class or series of our preferred stock.

Additionally, our charter has a 9.9% ownership limitation on the direct or indirect ownership of our voting shares, which may include common stock or other classes of capital stock. Our Board of Directors, in its sole discretion, may exempt a proposed transferee from either ownership limit. The ownership limits may delay, defer or prevent a transaction or a change of control that might involve a premium price for our common stock or might otherwise be in the best interests of our stockholders.

General Risk Factors

The loss or limited availability We are subject to certain provisions of Maryland law and our charter relating to business combinations that may prevent a transaction that may otherwise be in the interest of our key personnel could disrupt stockholders.

We are subject to the Maryland Business Combination Act (the "MBCA") which provides that unless exempted, a Maryland corporation may not engage in certain business combinations with an "interested stockholder" or an affiliate of an interested stockholder for five years after the most recent date on which the interested stockholder became an interested stockholder, and thereafter unless specified criteria are met. In addition to the restrictions on business combinations contained in the MBCA, our operations and have charter also requires that, except in certain circumstances, "business combinations" with a material adverse effect on our business, results "related person" must be approved by the affirmative vote of operations, financial condition, and the value holders of at least 90% of our outstanding voting stock. These restrictions on business combinations may delay, defer, or prevent a change of control or other transaction even if such transaction involves a premium price for our common stock.

We depend on the efforts of our executive officers for the success of our business. Although they are covered by our Executive Severance Plan and Change in Control Plan, which provide many of the benefits typically found in executive employment agreements, none of our executive officers have employment agreements with us. The loss or limited availability of the services of any of our executive officers, stock or our inability to recruit and retain qualified personnel, could, at least temporarily, have a material adverse effect on our business, results of operations and financial condition and the value of our common stock.

We rely on information technology in our operations, and any material failure, inadequacy, interruption or security failure of that technology could harm our business.

We rely on information technology networks and systems, including the Internet, to process, transmit and store electronic information, and to manage or support a variety of business processes, including financial transactions and records, and to maintain personal identifying information and tenant and lease data. We utilize software and cloud-based technology from vendors, on whom our systems depend. We rely on commercially available systems, software, tools and monitoring to provide security for the processing, transmission and storage of confidential tenant and customer data, including individually identifiable information relating to financial accounts. Although we have taken steps to protect the security of our information systems, with multiple layers of controls around the data maintained in those systems, it is possible that our safety and security measures will not prevent the systems' improper functioning or damage, or the improper access or disclosure of personally identifiable information such as in the event of cyber-attacks. The risk of security breaches has generally increased as the number, intensity and sophistication of attacks and intrusions have increased, and we have seen a significant increase in cyber phishing attacks since the onset of the Covid pandemic. The risk of security breaches has also increased with our increased dependence on the Internet while our employees continue to work remotely due to our health and safety policies during the Covid pandemic and will continue to work remotely under our planned hybrid model. Furthermore, because our operators also rely on the Internet, information technology networks, systems and software, some of our data may be vulnerable to cyber-attacks on our operators.

Security breaches of our or our operators' networks and systems, including those caused by physical or electronic break-ins, computer viruses, malware, worms, attacks by hackers or foreign governments, disruptions from unauthorized access and tampering, including through social engineering such as phishing attacks, coordinated denial-of-service attacks and similar breaches, could result in, among other things: (i) system disruptions; (ii) shutdowns; (iii) unauthorized access to or disclosure of confidential information; (iv) misappropriation of our or our business partners' proprietary or confidential information; (v) breach of our legal, regulatory or contractual obligations; (vi) inability to access or rely upon critical business records or systems; or (vii) other delays in our operations. In some cases, it may be difficult to anticipate or immediately detect such incidents and the damage they cause. We may be required to expend significant financial resources to protect against or to remediate such security breaches. In addition, our technology infrastructure and information systems are vulnerable to damage or interruption from natural disasters, power loss and telecommunications failures. Any failure to maintain proper function, security and availability of our and our operators' information systems and the data maintained in those systems could interrupt our operations, damage our reputation, subject us to liability claims or regulatory penalties, harm our business relationships or increase our security and insurance costs, which could have a material adverse effect on our business, financial condition and results of operations.

Adverse changes in our credit ratings could impair our ability to obtain additional debt and equity financing on favorable terms, if at all, and negatively impact the market price of our securities, including our common stock.

Our credit ratings affect the amount and type of capital, as well as the terms of any financing we may obtain. The credit ratings of our senior unsecured debt are based on, among other things, our operating performance, liquidity and leverage ratios, overall financial position, level of indebtedness, and pending or future changes in the regulatory framework applicable to our operators and our industry. If we are unable to maintain our current credit ratings, we would likely incur higher borrowing costs, which would make it more difficult or expensive to obtain additional financing or refinance existing obligations and commitments. For example, as a result of the potential impact of the Covid pandemic, in March 2020, Moody's changed its outlook on our long-term issuer and senior unsecured debt ratings from "stable" to "negative." Although Moody's subsequently upgraded our outlook to "stable," any future adverse change in our outlook may ultimately lead to a downgrade in our credit ratings, which would trigger additional borrowing costs or other potentially negative consequences under our current credit facilities and debt instruments. Also, if our credit ratings are downgraded, or general market conditions were to ascribe higher risk to our ratings, our industry, or us, our access to capital and the cost of any future debt financing will be further negatively impacted. In addition, the terms of future debt agreements could include more restrictive covenants, or require incremental collateral, which may further restrict our business operations or be unavailable due to our covenant restrictions then in effect. There is no guarantee that debt or equity financings will be available in the future to fund future acquisitions or general operating expenses, or stockholders believe that such financing will be available on terms consistent with our historical agreements or expectations. transaction is otherwise in their best interests.

ITEM 1B. Unresolved Staff Comments

None.

ITEM 2. Properties

We are organized to invest in income-producing healthcare-related facilities. In evaluating potential investments, we consider a multitude of factors, including:

- location, construction quality, age, condition, and design of the property;
- geographic area, proximity to other healthcare facilities, type of property, and demographic profile, including new competitive supply;
- whether the expected risk-adjusted return exceeds the incremental cost of capital;
- whether the rent or operating income provides a competitive market return to our investors;
- duration, rental rates, tenant and operator quality, and other attributes of in-place leases, including master lease structures and coverage;
- current and anticipated cash flow and its adequacy to meet our operational needs;
- availability of security such as letters of credit, security deposits, and guarantees;
- potential for capital appreciation;
- expertise and reputation of the tenant or operator;

Table of Contents

- occupancy and demand for similar healthcare facilities in the same or nearby communities;
- availability of qualified operators or property managers and whether we can manage the property;
- potential for environmentally sustainable and/or resilient features of the property;
- potential alternative uses of the facilities;
- the regulatory and reimbursement environment in which the properties operate;
- tax laws related to REITs;
- prospects for liquidity through financing or refinancing; and
- our access to and cost of capital.

Property and Direct Financing Lease Investments Properties

The following table summarizes our consolidated property and direct financing lease ("DFL" ("DFL") investments, excluding investments classified as discontinued operations, as of and for the year ended December 31, 2021 December 31, 2022 (square feet and dollars in thousands):

Facility Location	Facility Location	Number of Facilities	Capacity(1)	Gross Asset Value(2)	Real Estate Revenues(3)	Operating Expenses	Facility Location	Number of Facilities	Capacity(1)	Gross Asset Value(2)	Real Estate Revenues(3)	Operating Expenses

Life science:	*Life science:*		*(Sq. Ft.)*				*Life science:*		*(Sq. Ft.)*			
California	California	123	7,579	$ 5,373,760	$ 516,727	$ (113,215)	California	116	7,829	$ 5,687,333	$ 596,288	$ (144,384)
Massachusetts	Massachusetts	19	2,581	2,543,077	179,934	(50,544)	Massachusetts	19	2,613	2,750,357	204,828	(61,506)
Other (2 States)	Other (2 States)	7	406	120,008	19,183	(5,285)	Other (2 States)	6	240	54,236	16,457	(3,253)
Total life science	*Total life science*	149	10,566	$ 8,036,845	$ 715,844	$ (169,044)	*Total life science*	141	10,682	$ 8,491,926	$ 817,573	$ (209,143)
Medical office(4):			*(Sq. Ft.)*									
Medical office:							*Medical office:*		*(Sq. Ft.)*			
Texas	Texas	75	7,645	$ 1,435,748	$ 195,908	$ (65,570)	Texas	73	7,601	$ 1,514,204	$ 212,591	$ (72,310)
Pennsylvania							Pennsylvania	4	1,270	364,825	33,764	(14,913)
California	California	15	860	332,401	43,511	(15,355)	California	15	861	352,279	39,458	(18,036)
Pennsylvania		4	1,270	361,890	31,255	(13,308)						
South Carolina	South Carolina	18	1,103	342,860	26,498	(5,179)	South Carolina	18	1,105	344,915	27,124	(5,188)
Colorado	Colorado	18	1,311	325,488	42,298	(16,556)	Colorado	18	1,311	344,223	43,220	(16,631)
Florida	Florida	26	1,436	305,711	37,950	(12,938)	Florida	26	1,553	316,166	42,949	(15,892)
Other (29 States) (4)	Other (29 States) (4)	141	10,319	2,517,339	293,822	(94,477)	Other (29 States) (4)	140	10,006	2,546,560	326,264	(110,339)
Total medical office	*Total medical office*	297	23,944	$ 5,621,437	$ 671,242	$ (223,383)	*Total medical office*	294	23,707	$ 5,783,172	$ 725,370	$ (253,309)
CCRC:	*CCRC:*		*(Units)*				*CCRC:*		*(Units)*			
Florida	Florida	9	5,042	$ 1,303,611	$ 309,525	$ (259,016)	Florida	9	4,881	$ 1,330,325	$ 332,601	$ (272,629)
Other (5 States)	Other (5 States)	6	2,302	589,471	163,212	(121,849)	Other (5 States)	6	2,302	606,198	169,099	(127,910)
Total CCRC	*Total CCRC*	15	7,344	$ 1,893,082	$ 472,737	$ (380,865)	*Total CCRC*	15	7,183	$ 1,936,523	$ 501,700	$ (400,539)
Other—non-reportable:												
Arizona		—	—	$ —	$ —	$ 13						
Total other non-reportable segments		—	—	$ —	$ —	$ 13						
Total properties	**Total properties**	461		$ 15,551,364	$ 1,859,823	$ (773,279)	**Total properties**	450		$ 16,211,621	$ 2,044,643	$ (862,991)

(1) Excludes capacity associated with developments.

(2) Represents gross real estate and the carrying value of DFLs. Gross real estate represents which includes the carrying amount of real estate after adding back accumulated depreciation and amortization. Excludes gross real estate related to medical office and life science assets held for sale of $38 $68 million.

(3) Represents the combined amount of rental and related revenues, resident fees and services, income from DFLs, and government grant income.

(4) Includes Real estate revenues includes income from DFLs for one leased property that is classified as a DFL. DFL which was sold during the first quarter of 2022.

Table of Contents

Occupancy and Annual Rent Trends

The following table summarizes occupancy and average annual rent trends for our consolidated property and DFL investments for the years ended December 31 (average occupied square feet in thousands):

		2021	2020	2019		2022	2021	2020
Life science:	*Life science:*				*Life science:*			
Average occupancy percentage	Average occupancy percentage	97 %	96 %	97 %	Average occupancy percentage	98 %	97 %	96 %
Average annual rent per square foot(1)	Average annual rent per square foot(1)	$ 66	$ 63	$ 57	Average annual rent per square foot(1)	$ 71	$ 66	$ 63

Average occupied square feet	Average occupied square feet	10,143	8,714	7,288	Average occupied square feet	10,610	10,143	8,714
Medical office:	*Medical office:*				*Medical office:*			
Average occupancy percentage	Average occupancy percentage	90 %	91 %	93 %	Average occupancy percentage	90 %	90 %	91 %
Average annual rent per square foot(1)	Average annual rent per square foot(1)	$ 31	$ 30	$ 30	Average annual rent per square foot(1)	$ 33	$ 31	$ 30
Average occupied square feet	Average occupied square feet	21,046	20,225	20,512	Average occupied square feet	21,472	21,046	20,225
CCRC:	*CCRC:*				*CCRC:*			
Average occupancy percentage	Average occupancy percentage	79 %	81 %	87 %	Average occupancy percentage	82 %	79 %	81 %
Average annual rent per occupied unit(1)	Average annual rent per occupied unit(1)	$ 80,391	$ 80,772	$ 71,858	Average annual rent per occupied unit(1)	$ 84,664	$ 80,391	$ 80,772
Average occupied units	Average occupied units	5,881	5,605	35	Average occupied units	5,926	5,881	5,605

(1) Average annual rent is presented as a ratio of revenues comprised of rental and related revenues, resident fees and services, income from DFLs, and government grant income divided by the average occupied square feet or average occupied units of the facilities and annualized for acquisitions for the year in which they occurred. Average annual rent excludes termination fees and non-cash revenue adjustments (i.e., straight-line rents, amortization of market lease intangibles, DFL non-cash interest, and the impact of deferred community fee income).

Tenant Lease Expirations

The following table shows tenant lease expirations including those related to our DFL, for the next 10 years and thereafter at our consolidated properties, assuming that none of the tenants exercise any of their renewal or purchase options, and excludes properties in our CCRC segment and assets held for sale and discontinued operations as of December 31, 2021 December 31, 2022 (dollars and square feet in thousands):

		Expiration Year											
Segment	Segment	Total	2022(1)	2023	2024	2025	2026	2027	2028	2029	2030	2031	Thereafter
Life science:	*Life science:*												
Square feet	Square feet	10,152	477	769	452	1,176	530	1,486	693	1,016	1,206	1,212	1,135
Base rent(2)	Base rent(2)	$ 525,110	$ 27,105	$ 49,056	$ 29,449	$ 50,052	$22,104	$66,954	$34,860	$57,721	$ 76,668	$61,914	$ 49,227
% of segment base rent	% of segment base rent	100	5	9	6	9	4	13	7	11	15	12	9
Medical office:	*Medical office:*												
Square feet	Square feet	21,516	3,028	2,033	2,618	4,415	1,790	1,061	1,980	800	1,112	1,502	1,177
Base rent(2)	Base rent(2)	$ 517,199	$ 81,293	$ 53,678	$ 73,264	$ 84,957	$47,711	$26,372	$35,825	$19,684	$ 28,686	$34,346	$ 31,383
% of segment base rent	% of segment base rent	100	16	10	14	16	9	5	7	4	6	7	6

	Expiration Year										
Segment	Total	2023(1)	2024	2025	2026	2027	2028	2029	2030	2031	203
Life science:											
Square feet	10,391	426	434	1,185	595	1,502	689	851	1,210	1,434	7
Base rent(2)	$ 577,446	$27,000	$29,065	$ 52,416	$25,919	$ 71,660	$36,699	$52,804	$ 80,566	$ 77,799	$46,2
% of segment base rent	100	5	5	9	5	12	6	9	14	14	
Medical office:											
Square feet	21,486	2,517	2,383	4,646	1,791	1,809	1,920	1,285	1,150	1,576	1,3
Base rent(2)	$ 528,467	$68,969	$69,119	$ 93,238	$48,715	$ 47,585	$38,533	$33,233	$ 30,386	$ 37,707	$27,0
% of segment base rent	100	13	13	18	9	9	7	6	6	7	

Total:	*Total:*												
Base rent(2)	Base rent(2)	$1,042,309	$108,398	$102,734	$102,713	$135,009	$69,815	$93,326	$70,685	$77,405	$105,354	$96,260	$ 80,610
% of total base rent	% of total base rent	100	10	10	10	13	7	9	7	7	10	9	8

Total:											
Base rent(2)	$1,105,913	$95,969	$98,184	$145,654	$74,634	$119,245	$75,232	$86,037	$110,952	$115,506	$73,3
% of total base rent	100	9	9	13	7	11	7	8	10	10	

(1) Includes month-to-month leases.

(2) The most recent month's (or subsequent month's, if acquired in the most recent month) base rent, including additional rent floors, and cash income from DFLs, annualized for 12 months. Base rent does not include tenant recoveries, additional rents in excess of floors, and non-cash revenue adjustments (i.e., straight-line rents, amortization of market lease intangibles, DFL non-cash interest and deferred revenues).

Table of Contents

ITEM 3. Legal Proceedings

See the "Legal Proceedings" section of Note 12 to the Consolidated Financial Statements for information regarding legal proceedings, which information is incorporated by reference in this Item 3.

ITEM 4. Mine Safety Disclosures

None.

Table of Contents

PART II

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

Our common stock is listed on the New York Stock Exchange under the symbol "PEAK."

At January 28, 2022 January 27, 2023, we had 7,576 7,206 stockholders of record, and there were 222,222 270,018 beneficial holders of our common stock.

Dividends (Distributions)

It has been our policy to declare quarterly dividends to common stockholders so as to comply with applicable provisions of the Code governing REITs. All distributions are made at the discretion of our Board of Directors in accordance with Maryland law. Distributions with respect to our common stock can be characterized for federal income tax purposes as ordinary dividends, capital gains, nondividend distributions, or a combination thereof. The following table shows the characterization of our annual common stock distributions per share:

		Year Ended December 31,		
		2021	2020	2019
Ordinary dividends(1)	Ordinary dividends(1)	$ 0.1523	$ 0.7139	$ 0.7633
Capital gains(2)(3)	Capital gains(2)(3)	0.3800	0.5298	0.2714
Nondividend distributions	Nondividend distributions	0.6677	0.2363	0.4453
		$ 1.2000	$ 1.4800	$ 1.4800

	Year Ended December 31,		
	2022	2021	2020
Ordinary dividends(1)	$ 0.872948	$ 0.152336	$ 0.713864
Capital gains(2)(3)	0.183208	0.379960	0.529796
Nondividend distributions	0.143844	0.667704	0.236340
	$ 1.200000	$ 1.200000	$ 1.480000

(1) For the year ended December 31, 2022, all $0.872948 of ordinary dividends qualified as business income for purposes of Code Section 199A. For the year ended December 31, 2021, the amount includes $0.1370 $0.137064 of ordinary dividends that qualified as business income for purposes of Code Section 199A and $0.0153 $0.015272 of qualified dividend income for purposes of Code Section 1(h)(11). For the years year ended December 31, 2020 and 2019, , all $0.7139 and $0.7633, respectively, $0.713864 of ordinary dividends qualified as business income for purposes of Code Section 199A.

(2) For the years ended December 31, 2022, 2021, and 2020, the amount includes $0.017760, $0.379960, and $0.221420, respectively, of Unrecaptured Section 1250 gain. Pursuant to Treasury Regulation §1.1061-6(c) Section 1.1061-6(c), we are disclosing additional information related to the capital gain dividends for purposes of Section 1061 of the Code. Code Section 1061 is generally applicable to direct and indirect holders of "applicable partnership interests." The For the year ended December 31, 2022, the "One Year Amounts" and "Three Year Amounts" required are 89.6708% of the total capital gain distributions and the remaining capital gain distributions are attributable to be disclosed Code Section 1231 gains, which are both not subject to Code Section 1061. For the years ended December 31, 2021 and 2020, the "One Year Amounts" and "Three Year Amounts" are each zero, with respect to the 2021 distributions, since all capital gains relate to Code Section 1231 gains.

(3) For the years ended December 31, 2022, 2021, and 2020, 10.3292%, 100%, and 100%, respectively, of the capital gain distributions represent gains from dispositions of U.S. real property interests pursuant to Code Section 897 for foreign shareholders.

On January 27, 2022 February 1, 2023, we announced that our Board of Directors declared a quarterly common stock cash dividend of $0.30 per share. The common stock dividend will be paid on February 22, 2022 February 23, 2023 to stockholders of record as of the close of business on February 11, 2022 February 9, 2023.

Table of Contents

Issuer Purchases of Equity Securities

The following table below sets forth the information with respect to purchases of our common stock made by or on our behalf during the quarter ended December 31, 2021 December 31, 2022.

Period Covered	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 (or Approximate Dollar Value) of Shares that May Yet be Purchased Under the Plans or Programs
October 1-31, 2021	5,041	$	33.89	—	—
November 1-30, 2021	3,372		34.29	—	—
December 1-31, 2021	29		32.86	—	—
Total	8,442	$	34.05	—	—

Period Covered	Total Number of Shares Purchased(1)		Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(2)		Maximum Number (or Approximate Dollar Value) of Shares that May Yet be Purchased Under the Plans or Programs(2)
October 1-31, 2022	4,853	$	22.92	—	$	444,018,701
November 1-30, 2022	3,256		24.01	—		444,018,701
December 1-31, 2022	244		25.49	—		444,018,701
	8,353	$	23.42	—	$	444,018,701

(1) Represents restricted shares of our common stock withheld under our equity incentive plans to offset tax withholding obligations that occur upon vesting of restricted shares. stock units. The value of the shares withheld is based on the closing price of our common stock on the last trading day prior to the date the relevant transaction occurred.

(2) On August 1, 2022, our Board of Directors approved a share repurchase program under which we may acquire shares of our common stock in the open market up to an aggregate purchase price of $500 million (the "Share Repurchase Program"). Purchases of common stock under the Share Repurchase Program may be exercised at our discretion with the timing and number of shares repurchased depending on a variety of factors, including price, corporate and regulatory requirements, and other corporate liquidity requirements and priorities. The Share Repurchase Program expires in August 2024 and may be suspended or terminated at any time without prior notice. In August 2022, we repurchased 2.1 million shares of our common stock at a weighted average price of $27.16 per share. During the fourth quarter of 2022, there were no repurchases; therefore, at December 31, 2022, $444 million of our common stock remained available for repurchase under the Share Repurchase Program. Amounts do not include the shares of our common stock withheld under our equity incentive plans to offset tax withholding obligations as discussed in footnote 1.

Table of Contents

Performance Graph

The graph and table below compare the cumulative total return of Healthpeak, the S&P 500 Index, and the Equity REIT Index of Nareit, from January 1, 2017 January 1, 2018 to December 31, 2021 December 31, 2022. Total cumulative return is based on a $100 investment in Healthpeak common stock and in each of the indices at the close of trading on December 30, 2016 December 29, 2017 and assumes quarterly reinvestment of dividends before consideration of income taxes. Stockholder returns over the indicated periods should not be considered indicative of future stock prices or stockholder returns.

COMPARISON OF FIVE-YEAR CUMULATIVE TOTAL RETURN

AMONG S&P 500, EQUITY REITS AND HEALTHPEAK PROPERTIES, INC.

RATE OF RETURN TREND COMPARISON

JANUARY 1, 2017– 2018–DECEMBER 31, 2021 2022

(JANUARY 1, 2017 2018 = $100)

Performance Graph Total Stockholder Return

peak-20221231_g1.jpg

		December 31,						December 31,				
		2017	2018	2019	2020	2021		2018	2019	2020	2021	2022
FTSE Nareit Equity REIT Index	FTSE Nareit Equity REIT Index	$ 108.67	$ 104.28	$ 134.17	$ 127.30	$ 179.87	FTSE Nareit Equity REIT Index	$ 95.96	$ 123.46	$ 117.14	$ 165.51	$ 124.22
S&P 500	S&P 500	121.82	116.47	153.13	181.29	233.28	S&P 500	95.61	125.70	148.81	191.48	156.77
Healthpeak Properties, Inc.	Healthpeak Properties, Inc.	92.25	104.88	135.41	125.02	154.71	Healthpeak Properties, Inc.	113.68	146.78	135.52	167.70	121.58

Table of Contents

ITEM 6. [Reserved]

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

The information set forth in this Item 7 is intended to provide readers with an understanding of our financial condition, changes in financial condition, and results of operations. This section generally discusses the results of our operations for the year ended December 31, 2021 December 31, 2022 compared to the year ended December 31, 2020 December 31, 2021. For a discussion of the year ended December 31, 2020 December 31, 2021 compared to the year ended December 31, 2019 December 31, 2020, please refer to Part II, Item 7. "Management's “Management’s Discussion and Analysis of Financial Condition and Results of Operations" Operations” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2020 December 31, 2021 filed with the SEC on February 10, 2021 February 9, 2022.

We will discuss and provide our analysis in the following order:

- Covid Update Market Trends and Uncertainties
- Overview of Transactions
- Dividends
- Results of Operations
- Liquidity and Capital Resources
- Non-GAAP Financial Measure Measures Reconciliations
- Critical Accounting Estimates
- Recent Accounting Pronouncements

Covid Update Market Trends and Uncertainties

Our tenants, operators, operating results have been and borrowers have experienced significant cost increases will continue to be impacted by global and national economic and market conditions generally and by the local economic conditions where our properties are located, as a result of increased health and safety measures, staffing shortages, increased governmental regulation and compliance, vaccine mandates, and other operational changes necessitated either directly or indirectly well as by the Covid pandemic.

Rising interest rates, high inflation, supply chain disruptions, ongoing geopolitical tensions, and increased volatility in public equity and fixed income markets have led to increased costs and limited the availability of capital. To the extent our tenants or operators experience increased costs or financing difficulties due to the foregoing macroeconomic conditions, they may be unable or unwilling to make payments or perform their obligations when due. In addition, increased interest rates could affect our borrowing costs and the fair value of our fixed rate instruments.

We anticipate that many have also been affected by significant inflation in construction costs over the past couple of years, which, together with rising costs of capital, have negatively affected the expected yields on our development and redevelopment projects. In addition, labor shortages and global supply chain disruptions, including procurement delays and long lead times on certain materials, have adversely impacted and could continue to adversely impact the scheduled completion and/or costs of these expenses will remain at these higher levels even after projects.

Further, the pandemic passes, and may reduce margins in the business.

The full, long-term economic impact of the Covid pandemic on the ability operations of our tenants to pay rent in the future is currently unknown. We have monitored, and will continue to monitor, the credit quality of each of our tenants and write off straight-line rent and accounts receivable, as necessary. In the event we conclude that substantially all of a tenant’s straight-line rent or accounts receivable is not probable of collection in the future, such amounts will be written off, which could have a material impact on our future results of operations.

Senior housing facilities have been disproportionately impacted by Covid and Covid-related fatalities compared to our life science and medical office segments. Within our CCRC properties and the properties in our SWF SH JV, average occupancy declined from85.6% and88.7%, respectively, for the year ended December 31, 2019, to 79.1% and 72.7%, respectively, for the year ended December 31, 2021. Although the wide availability of the vaccine has reduced the negative impacts of the pandemic in our CCRC communities CCRCs and the senior housing facilities owned by our SWF SH JV remains uncertain. Many factors cannot be predicted and will remain unpredictable, including the impact, duration, and severity of new variants and outbreaks. Due to these uncertainties, at this time, we do are not yet know able to estimate the full long-term economic impact of Covid on our consolidated financial position, results of operations, and cash flows in the future.

We continuously monitor the effects of domestic and global events, including but not limited to inflation, labor shortages, supply chain matters, rising interest rates, and other current and expected impacts of the Covid pandemic on our operations and whether or when occupancy financial position, as well as on the operations and revenue will return to pre-pandemic levels. The increase in Covid cases caused by recent variants has evidenced the fact that the course financial position of the pandemic is highly uncertain and that unexpected surges or other factors could materially impact recovery from the pandemic, adversely disrupt operations, and/or cause significant reputational harm to us, our tenants, our operators, or our borrowers. Labor costs in particular have increased as a result of higher staffing hours, increased hourly wages and bonuses, greater overtime, borrowers, to ensure that we remain responsive and increased usage of contract labor. In addition, adaptable to the pandemic has resulted in some potentially long-term dynamic changes in traditional economic patterns and arrangements, including that (i) seniors may not seek out senior housing at the same level that they did pre-pandemic; (ii) recent legislation that favors delivery of services at home rather than in an institutional setting could negatively impact the segment; (iii) qualified employees may view employment at senior housing facilities less attractively than they did pre-pandemic; (iv) the number of people who have not returned to the workforce could create long-term staffing shortages; (v) changing expectations around the protection required for residents in senior housing facilities may increase costs; (vi) senior housing operators are undertaking numerous adaptations in response to these changes, the success of which adaptations is uncertain; and (vii) the inflationary environment could permanently alter behavior in unpredictable ways.

All development, redevelopment, and tenant improvement projects that were previously delayed have been allowed to restart with infection control protocols in place, although future local, state, or federal orders could cause work to be suspended, and individual projects may be affected by outbreaks.

We believe we remain well-positioned to navigate economic changes resulting from the pandemic, with approximately $2.2 billion of liquidity available, including $1.81 billion of borrowing capacity under our bank line of credit facility, $313 million of net proceeds expected from the future settlement of shares issued through our ATM forward contracts (as defined below), and approximately $117 million of cash and cash equivalents as of February 7, 2022.

We have taken, and will continue to take, proactive measures to provide for the well-being of our employees. We have implemented systems and processes that have allowed us to work effectively and efficiently in the remote operating environment. The steps taken to protect our employees and afford them a safe working environment continue to evolve along with authoritative guidance on best practices.

See “Item 1A, Risk Factors” in this report for additional discussion of the risks posed by macroeconomic conditions and the Covid pandemic, and as well as the uncertainties we and our tenants, operators, and borrowers may face as a result.

Table of Contents

Overview of Transactions

Real Estate Investment Acquisitions

Westview Medical Plaza

In February 2021, we acquired one MOB in Nashville, Tennessee for $13 million.

Pinnacle at Ridgegate

In April 2021, we acquired one MOB in Denver, Colorado for $38 million.

MOB Portfolio

In April 2021, we acquired 14 MOBs for $371 million (the “MOB Portfolio”) and originated $142 million of secured mortgage debt.

Westside Medical Plaza

In June 2021, we acquired one MOB in Fort Lauderdale, Florida for $16 million.

Wesley Woodlawn

In July 2021, we acquired one MOB in Wichita, Kansas for $50 million.

Atlantic Health

In July 2021, we acquired three MOBs in Morristown, New Jersey for $155 million.

Baylor Centennial

In September 2021, we acquired two MOBs in Dallas, Texas for $60 million.

Concord Avenue Campus

In September 2021, we acquired a life science campus, comprised of three buildings, in Cambridge, Massachusetts for $180 million.

10 Fawcett

In October 2021, we closed a life science acquisition in Cambridge, Massachusetts for $73 million.

Vista Sorrento Phase 1

In October 2021, we closed a life science acquisition in San Diego, California for $20 million.

Swedish Medical

In October 2021, we acquired one MOB in Seattle, Washington for $43 million.

Lakeview Medical Pavilion

In October 2021, we acquired one MOB in New Orleans, Louisiana for $34 million.

Mooney Street Parcels

In October 2021, we closed a life science acquisition in Cambridge, Massachusetts for $123 million.

725 Concord

In October 2021, we acquired one MOB and an adjacent land parcel in Cambridge, Massachusetts for $80 million.

25 Spinelli

In October 2021, we closed a life science acquisition in Cambridge, Massachusetts for $34 million.

68 Moulton

In October 2021, we closed a life science acquisition in Cambridge, Massachusetts for $18 million.

125 Fawcett and 110 Fawcett

In December 2021, we closed two life science acquisitions in Cambridge, Massachusetts for $45 million.

South San Francisco Land Site Joint Ventures

During the year ended December 31, 2021 On August 1, 2022, we acquired approximately 12 acres of land for $128 million. The acquisition site is located sold a 30% interest in seven life science assets in South San Francisco, California adjacent to two sites currently held by us as land a sovereign wealth fund for future development. cash of $126 million.

67 Smith Place

In January 2022, we closed a life science acquisition in Cambridge, Massachusetts for $72 million.

Vista Sorrento Phase II

In January 2022, we closed a life science acquisition in San Diego, California for $24 million.

Senior Housing Webster MOB Portfolio Sales

- In January 2021, March 2022, we sold acquired a portfolio of 32 SHOP assets (the "Sunrise Senior Housing Portfolio") two MOBs in Houston, Texas for $664 million and provided the buyer with: (i) financing of $410 million and (ii) $43 million.

Northwest Medical Plaza

In May 2022, we acquired one MOB in Bentonville, Arkansas for $26 million.

Concord Avenue Land Parcels

In December 2022, we closed a commitment life science acquisition in Cambridge, Massachusetts for $18 million.

Land Parcel Acquisition Subsequent to finance up to $92 million of additional debt for capital expenditures. In June 2021, we received principal repayments of $246 million on the January 2021 financing. As a result of this repayment, the commitment to finance additional debt for capital expenditures was reduced to $56 million, $0.4 million of which had been funded as of December 31, 2021. As of December 31, 2021, this secured loan had an outstanding principal balance of $165 million. Year-End

- In January 2021, 2023, we sold 24 senior housing assets under closed a triple-net lease with Brookdale Senior Living Inc. ("Brookdale") life science acquisition in Cambridge, Massachusetts for $510 $9 million.

  - In January 2021, we sold a portfolio of 16 SHOP assets for $230 million and provided the buyer with financing of $150 million.
  - In February 2021, we sold eight senior housing assets in a triple-net lease with Harbor Retirement Associates for $132 million.
  - In April 2021, we sold a portfolio of 12 SHOP assets for $564 million.
  - In April 2021, we sold: (i) a portfolio of 10 SHOP assets for $334 million and (ii) 2 mezzanine loans and 2 preferred equity investments for $21 million.
  - In April 2021, we sold a portfolio of five SHOP assets for $64 million.
  - In May 2021, we sold a portfolio of seven SHOP assets for $113 million.
  - In June 2021, upon completion of the license transfer process, we sold two Sunrise senior housing triple-net assets for $80 million.
  - In addition to the transactions above, we sold 15 SHOP assets for $169 million and 7 senior housing triple-net assets for $24 million during the year ended December 31, 2021.
  - Upon the completion of the foregoing transactions, in September 2021 we successfully completed the disposition of our remaining senior housing triple-net and SHOP properties.

Other Real Estate Transactions

- In April 2021, During the SHOP property in the Otay Ranch JV was sold, resulting in our share of proceeds of $32 million.
- In May 2021, the CCRC JV sold the remaining two CCRCs for $38 million, $19 million of which represents our 49% interest.
- In December 2021, we acquired a 38% interest in a life science development joint venture in Needham, Massachusetts for $13 million.

- In addition to the transactions above, during the year ended December 31, 2021, we sold: (i) 10 MOBs and a portion of 1 MOB land parcel for$68 millionand (ii) 1 hospital for $226 million (through the exercise of a purchase option by a tenant).
- In January 2022, December 31, 2022, we sold one life science facility in Utah for $14 million.
- During the year ended December 31, 2022, we sold our remaining hospital under a direct financing lease ("DFL") for $68 million.
- During the year ended December 31, 2022, we sold five MOBs and one MOB land parcel for $36 million.
- In January 2023, we sold two life science facilities in Durham, North Carolina for $113 million.

Financing Activities

- In January 2021, April 2022, we repurchased $112 million aggregate principal amount terminated our existing interest rate cap instruments associated with $142 million of our 4.25% senior unsecured notes due 2023, $201 million aggregate principal amount of our 4.20% senior unsecured notes due 2024, variable rate mortgage debt and $469 million aggregate principal amount of our 3.88% senior unsecured notes due 2024.
- In February 2021, we used optional redemption provisions to redeem the remaining $188 million of our 4.25% senior unsecured notes due 2023, $149 million of our 4.20% senior unsecured notes due 2024, entered into two interest rate swap instruments that are designated as cash flow hedges and $331 million of our 3.88% senior unsecured notes due 2024.
- In mature in May 2021, we repurchased $252 million of our 3.40% senior unsecured notes due 2025 and $298 million of our 4.00% senior unsecured notes due 2025. 2026.
- In July 2021, we completed our inaugural green bond offering, issuing $450 million aggregate principal amount of 1.35% senior unsecured notes due 2027.
- In July 2021, we repaid the $250 million outstanding balance on our unsecured term loan facility ("2019 Term Loan").
- In September 2021, we amended and restated our bank line of credit facility to increase total revolving commitments from $2.5 billion to $3.0 billion and extend the maturity date to January 20, 2026. This maturity date may be further extended pursuant to two six-month extension options, subject to certain customary conditions.
- In November 2021, we completed a green bond offering, issuing $500 million aggregate principal amount of 2.125% senior unsecured notes due 2028.
- In 2021, 2022, we increased the maximum aggregate face or principal amount that can be outstanding at any one time under our the commercial paper program from $1.0 billion $1.5 billion to $1.5 $2.0 billion.
- In August 2022, we executed a term loan agreement that provides for two senior unsecured delayed draw term loans in an aggregate principal amount of up to $500 million (the "2022 Term Loan Facilities"). In October 2022, the entirety of the $500 million under the 2022 Term Loan Facilities was drawn.
- In August 2022, we entered into two forward-starting interest rate swap instruments that are designated as cash flow hedges that effectively establish a fixed interest rate for the 2022 Term Loan Facilities.
- In August 2022, our Board of Directors approved the Share Repurchase Program under which we may acquire shares of our common stock in the open market up to an aggregate purchase price of $500 million. During the year ended December 31, 2021 December 31, 2022, we utilized the forward provisions under the ATM Program (as defined below) to allow for the sale of an aggregate of 9.1 repurchased 2.1 million shares of our common stock under our Share Repurchase Program at a weighted average price of $27.16 per share for a total of $56 million.
- In December 2022, we settled all 9.1 million shares previously outstanding under forward contracts under our ATM Program (as defined below) at an initial a weighted average net price of $35.25 $34.01per share, after commissions.

Development Activities

- At December 31, 2021, we had threeon-campus MOB developments commissions, resulting in process with an aggregate total estimated cost net proceeds of $69 million. $308 million.
- At December 31, 2021, In January 2023, we hadeight life science development projects completed a public offering of $400 million aggregate principal amount of 5.25% senior unsecured notes due in process with an aggregate total estimated cost 2032.

Table of $1.5 billion. Contents

Development and Redevelopment Activities

- During the year ended December 31, 2021 December 31, 2022, the following projects were placed in service: (i) one three MOB development projects with total costs of $58 million, (ii) three MOB redevelopment projects with total costs of $32 million, (iii) four life science development project projects with a total project cost costs of $151 million at completion, (ii) one $317 million, (iv) two life science redevelopment project projects with a total project cost of $19 millionat completion, (iii) two redevelopment assets in our unconsolidated SWF SH JV with our aggregate share of total project costs of $23 million at completion, (iv) one medical office development with a total project cost of $49 million at completion, $104 million, and (v) one medical office development with a total project cost of $5 million at completion, (vi) one medical office redevelopment with a total project cost of $10 million at completion, and (vii) a portion of one two life science development projects with a total project cost costs of $75 million at completion. $193 million.

Dividends

Quarterly cash dividends paid during 2021 2022 aggregated to $1.20 per share. On January 27, 2022 February 1, 2023, our Board of Directors declared a quarterly cash dividend of $0.30 per common share. The dividend will be paid on February 22, 2022 February 23, 2023 to stockholders of record as of the close of business on February 11, 2022 February 9, 2023.

Results of Operations

We evaluate our business and allocate resources among our reportable business segments: (i) life science, (ii) medical office, and (iii) CCRC. Under the life science and medical office segments, we invest through the acquisition, development, and development management of life science facilities, MOBs, and hospitals, which generally requires a greater level of property management. Our CCRCs are operated through RIDEA structures. We have other non-reportable segments that are comprised primarily of: (i) an interest in our unconsolidated SWF SH JV, (ii) loans receivable, and (ii) (iii) marketable debt investments. securities. We evaluate performance based upon property adjusted net operating income ("Adjusted NOI" or "Cash NOI") in each segment. The accounting policies of the segments are the same as those described in the summary of significant accounting policies in Note 2 to the Consolidated Financial Statements.

Non-GAAP Financial Measures

Net Operating Income

NOI and Adjusted NOI are non-U.S. generally accepted accounting principles ("GAAP") supplemental financial measures used to evaluate the operating performance of real estate. NOI is defined as real estate revenues (inclusive of rental and related revenues, resident fees and services, income from direct financing leases, and government grant income and exclusive of interest income), less property level operating expenses; NOI excludes all other financial statement amounts included in net income (loss) as presented in Note 16 to the Consolidated Financial Statements. Adjusted NOI is calculated as NOI after eliminating the effects of straight-line rents, DFL non-cash interest, amortization of market lease intangibles, termination fees, actuarial reserves for insurance claims that have been incurred but not reported, and the impact of deferred community fee income and expense. NOI and Adjusted NOI include are calculated as NOI and Adjusted NOI from consolidated properties, plus our share of income (loss) generated NOI and Adjusted NOI from unconsolidated joint ventures (calculated by applying our actual ownership percentage for the period), less noncontrolling interests' share of NOI and Adjusted NOI from consolidated joint ventures (calculated by applying our actual ownership percentage for the period). Management utilizes its share of NOI and Adjusted NOI in assessing its performance as we have various joint ventures that contribute to its performance. We do not control our unconsolidated joint ventures, and and exclude noncontrolling interests' our share of income (loss) generated by consolidated amounts from unconsolidated joint ventures. ventures do not represent our legal claim to such items. Our share of NOI and Adjusted NOI should not be considered a substitute for, and should only be considered together with and as a supplement to, our financial information presented in accordance with GAAP.

Adjusted NOI is oftentimes referred to as "Cash NOI." Management believes NOI and Adjusted NOI are important supplemental measures because they provide relevant and useful information by reflecting only income and operating expense items that are incurred at the property level and present them on an unlevered basis. We use NOI and Adjusted NOI to make decisions about resource allocations, to assess and compare property level performance, and to evaluate our Same-Store ("SS") performance, as described below. We believe that net income (loss) is the most directly comparable GAAP measure to NOI and Adjusted NOI. NOI and Adjusted NOI should not be viewed as alternative measures of operating performance to net income (loss) as defined by GAAP since they do not reflect various excluded items. Further, our definitions of NOI and Adjusted NOI may not be comparable to the definitions used by other REITs or real estate companies, as they may use different methodologies for calculating NOI and Adjusted NOI. For a reconciliation of NOI and Adjusted NOI to net income (loss) by segment, refer to Note 16 to the Consolidated Financial Statements.

Operating expenses generally relate to leased medical office and life science properties, as well as CCRC facilities. We generally recover all or a portion of our leased medical office and life science property expenses through tenant recoveries. We present expenses as operating or general and administrative based on the underlying nature of the expense.

Table of Contents

Same-Store

Same-Store NOI and Adjusted (Cash) NOI information allows us to evaluate the performance of our property portfolio under a consistent population by eliminating changes in the composition of our portfolio of properties, excluding properties within the other non-reportable segments. We include properties from our consolidated portfolio, as well as properties owned by our unconsolidated joint ventures in Same-Store NOI and Adjusted NOI (see NOI definition above for further discussion regarding our use of properties. pro-rata share information and its limitations). Same-Store Adjusted NOI excludes amortization of deferred revenue from tenant-funded improvements and certain non-property specific operating expenses that are allocated to each operating segment on a consolidated basis.

Properties are included in Same-Store once they are stabilized for the full period in both comparison periods. Newly acquired operating assets are generally considered stabilized at the earlier of lease-up (typically when the tenant(s) control(s) the physical use of at least 80% of the space and rental payments have commenced) or 12 months from the acquisition date. Newly completed developments and redevelopments are considered stabilized at the earlier of lease-up or 24 months from the date the property is placed in service. Properties that experience a change in reporting structure are considered stabilized after 12 months in operations under a consistent reporting structure. A property is removed from Same-Store when it is classified as held for sale, sold, placed into redevelopment, experiences a casualty event that significantly impacts operations, a change in reporting structure or operator transition has been agreed to, or a significant tenant relocates from a Same-Store property to a non Same-Store property and that change results in a corresponding increase in revenue. We do not report Same-Store metrics for our other non-reportable segments. For a reconciliation of Same-Store to total portfolio Adjusted NOI and other relevant disclosures by segment, refer to our Segment Analysis below.

Funds From Operations ("FFO")

FFO encompasses Nareit FFO and FFO as Adjusted, each of which is described in detail below. We believe FFO applicable to common shares, diluted FFO applicable to common shares, and diluted FFO per common share are important supplemental non-GAAP measures of operating performance for a REIT. Because the historical cost accounting convention used for real estate assets utilizes straight-line depreciation (except on land), such accounting presentation implies that the value of real estate assets diminishes predictably over time. Since real estate values instead have historically risen and fallen with market conditions, presentations of operating results for a REIT that use historical cost accounting for depreciation could be less informative. The term FFO was designed by the REIT industry to address this issue.

Nareit FFO. FFO, as defined by the National Association of Real Estate Investment Trusts ("Nareit"), is net income (loss) applicable to common shares (computed in accordance with GAAP), excluding gains or losses from sales of depreciable property, including any current and deferred taxes directly associated with sales of depreciable property, impairments of, or related to, depreciable real estate, plus real estate and other real estate-related depreciation and amortization, and adjustments to compute our share of Nareit FFO and FFO as Adjusted (see below) from joint ventures. Adjustments for joint ventures are calculated to reflect our pro-rata pro rata share of both our consolidated and unconsolidated joint ventures. We reflect our share of Nareit FFO for unconsolidated joint ventures by applying our actual ownership percentage for the period to the applicable reconciling items on an entity by entity basis. For consolidated joint ventures in which we do not own 100%, we reflect our share of the equity by adjusting our Nareit FFO to remove the third party ownership share of the applicable reconciling items based on actual ownership percentage for the applicable periods. Our pro-rata pro rata share information is prepared on a basis consistent with the comparable consolidated amounts, is intended to reflect our proportionate economic interest in the operating results of properties in our portfolio and is calculated by applying our actual ownership percentage for the period. We do not control the unconsolidated joint ventures, and the pro-rata pro rata presentations of reconciling items included in Nareit FFO do not represent our legal claim to such items. The joint venture members or partners are entitled to profit or loss allocations and distributions of cash flows according to the joint venture agreements, which provide for such allocations generally according to their invested capital.

The presentation of pro-rata pro rata information has limitations, which include, but are not limited to, the following: (i) the amounts shown on the individual line items were derived by applying our overall economic ownership interest percentage determined when applying the equity method of accounting and do not necessarily represent our legal claim to the assets and liabilities, or the revenues and expenses and (ii) other companies in our industry may calculate their pro-rata pro rata interest differently, limiting the usefulness as a comparative measure. Because of these limitations, the pro-rata pro rata financial information should not be considered independently or as a substitute for our financial statements as reported under GAAP. We compensate for these limitations by relying primarily on our GAAP financial statements, using the pro-rata pro rata financial information as a supplement.

Nareit FFO does not represent cash generated from operating activities in accordance with GAAP, is not necessarily indicative of cash available to fund cash needs and should not be considered an alternative to net income (loss). We compute Nareit FFO in accordance with the current Nareit definition; however, other REITs may report Nareit FFO differently or have a different interpretation of the current Nareit definition from ours.

Table of Contents

FFO as Adjusted. In addition, we present Nareit FFO on an adjusted basis before the impact of non-comparable items including, but not limited to, transaction-related items, other impairments (recoveries) and other losses (gains), restructuring and severance related severance-related charges, prepayment costs (benefits) associated with early retirement or payment of debt, litigation costs (recoveries), casualty-related charges (recoveries), foreign currency remeasurement losses (gains), deferred tax asset valuation allowances, and changes in tax legislation ("FFO as Adjusted"). These adjustments are net of tax, when applicable. Transaction-related items include transaction expenses and gains/charges incurred as a result of mergers and acquisitions and lease amendment or termination activities. Prepayment costs (benefits) associated with early retirement of debt include the write-off of unamortized deferred financing fees, or additional costs, expenses, discounts, make-whole payments, penalties or premiums incurred as a result of early retirement or payment of debt. Other impairments (recoveries) and other losses (gains) include interest income associated with early and partial repayments of loans receivable and other losses or gains associated with non-depreciable assets including goodwill, DFLs, undeveloped land parcels, and loans receivable. Management believes that FFO as Adjusted provides a meaningful supplemental measurement of our FFO run-rate and is frequently used by analysts, investors, and other interested parties in the evaluation of our performance as a REIT. At the same time that Nareit created and defined its FFO measure for the REIT industry, it also recognized that "management of each of its member companies has the responsibility and authority to publish financial information that it regards as useful to the financial community." We believe stockholders, potential investors, and financial analysts who review our operating performance are best served by an FFO run-rate earnings measure that includes certain other adjustments to net income (loss), in addition to adjustments made to arrive at the Nareit defined measure of FFO. FFO as Adjusted is used by management in analyzing our business and the performance of our properties and we believe it is important that stockholders, potential investors, and financial analysts understand this measure used by management. We use FFO as Adjusted to: (i) evaluate our performance in comparison with expected results and results of previous periods, relative to resource allocation decisions, (ii) evaluate the performance of our management, (iii) budget and forecast future results to assist in the allocation of resources, (iv) assess our performance as compared with similar real estate companies and the industry in general, and (v) evaluate how a specific potential investment will impact our future results. Other REITs or real estate companies may use different methodologies for calculating an adjusted FFO measure, and accordingly, our FFO as Adjusted may not be comparable to those reported by other REITs. For a reconciliation of net income (loss) to Nareit FFO and FFO as Adjusted and other relevant disclosure, refer to "Non-GAAP Financial Measures Reconciliations" below.

Table of Contents

Adjusted FFO ("AFFO"). AFFO is defined as FFO as Adjusted after excluding the impact of the following: (i) amortization of stock-based compensation, (ii) amortization of deferred financing costs, net, (iii) straight-line rents, (iv) deferred income taxes, and (v) other AFFO adjustments, which include: (a) amortization of acquired market lease intangibles, net, (b) non-cash interest related to DFLs and lease incentive amortization (reduction of straight-line rents), (c) actuarial reserves for insurance claims that have been incurred but not reported, and (d) amortization of deferred revenues, excluding amounts amortized into rental income that are associated with tenant funded improvements owned/recognized by us and up-front cash payments made by tenants to reduce their contractual rents. Also, AFFO is computed after deducting recurring capital expenditures, including second generation leasing costs and second generation tenant and capital improvements, and includes adjustments to compute our share of AFFO from our unconsolidated joint ventures. More specifically, recurring capital expenditures, including second generation leasing costs and second generation tenant and capital improvements ("AFFO capital expenditures") excludes our share from unconsolidated joint ventures (reported in "other AFFO adjustments"). Adjustments for joint ventures are calculated to reflect our pro-rata pro rata share of both our consolidated and unconsolidated joint ventures. We reflect our share of AFFO for unconsolidated joint ventures by applying our actual ownership percentage for the period to the applicable reconciling items on an entity by entity basis. We reflect our share for consolidated joint ventures in which we do not own 100% of the equity by adjusting our AFFO to remove the third party ownership share of the applicable reconciling items based on actual ownership percentage for the applicable periods (reported in “other AFFO adjustments”). See FFO for further disclosure regarding our use of pro-rata pro rata share information and its limitations. Other REITs or real estate companies may use different methodologies for calculating AFFO, and accordingly, our AFFO may not be comparable to those reported by other REITs. Although our AFFO computation may not be comparable to that of other REITs, management believes AFFO provides a meaningful supplemental measure of our performance and is frequently used by analysts, investors, and other interested parties in the evaluation of our performance as a REIT. We believe AFFO is an alternative run-rate earnings measure that improves the understanding of our operating results among investors and makes comparisons with: (i) expected results, (ii) results of previous periods, and (iii) results among REITs more meaningful. AFFO does not represent cash generated from operating activities determined in accordance with GAAP and is not necessarily indicative of cash available to fund cash needs as it excludes the following items which generally flow through our cash flows from operating activities: (i) adjustments for changes in working capital or the actual timing of the payment of income or expense items that are accrued in the period, (ii) transaction-related costs, (iii) litigation settlement expenses, and (iv) restructuring and severance-related charges. Furthermore, AFFO is adjusted for recurring capital expenditures, which are generally not considered when determining cash flows from operations or liquidity. Other REITs or real estate companies may use different methodologies for calculating AFFO, and accordingly, our AFFO may not be comparable to those reported by other REITs. Management believes AFFO provides a meaningful supplemental measure of our performance and is frequently used by analysts, investors, and other interested parties in the evaluation of our performance as a REIT, and by presenting AFFO, we are assisting these parties in their evaluation. AFFO is a non-GAAP supplemental financial measure and should not be considered as an alternative to net income (loss) determined in accordance with GAAP and should only be considered together with and as a supplement to the Company’s financial information prepared in accordance with GAAP. For a reconciliation of net income (loss) to AFFO and other relevant disclosure, refer to “Non-GAAP Financial Measures Reconciliations” below.

Comparison of the Year Ended December 31, 2021 December 31, 2022 to the Year Ended December 31, 2020 December 31, 2021

Overview(1)

2021 2022 and 2020 2021

The following table summarizes results for the years ended December 31, 2021 December 31, 2022 and 2020 2021 (in thousands):

		Year Ended December 31,				Year Ended December 31,		
		2021	2020	Change		2022	2021	Change
Net income (loss) applicable to common shares	Net income (loss) applicable to common shares	$ 502,271	$ 411,147	$ 91,124	Net income (loss) applicable to common shares	$ 497,792	$ 502,271	$ (4,479)
Nareit FFO	Nareit FFO	604,726	693,367	(88,641)	Nareit FFO	895,166	604,726	290,440
FFO as Adjusted	FFO as Adjusted	870,645	874,188	(3,543)	FFO as Adjusted	940,933	870,645	70,288
AFFO	AFFO	727,870	772,705	(44,835)	AFFO	783,702	727,870	55,832

(1) For the reconciliation of non-GAAP financial measures, see “Non-GAAP Financial Measure Reconciliations” below.

Net income (loss) applicable to common shares increased decreased primarily as a result of the following:

- a decrease in income from discontinued operations, primarily as a result of a decrease in gain on sales of real estate from dispositions of our senior housing portfolios, partially offset by lower impairments of depreciable real estate and goodwill;
- a decrease in gains on sale of depreciable real estate, primarily related to the Hoag Hospital sale in May 2021;

Table of Contents

- an increase in NOI generated from general and administrative expenses, primarily as a result of: (i) severance-related charges associated with the departures of our life science former Chief Executive Officer and medical office segments, which related to: our former Chief Legal Officer and General Counsel in the fourth quarter of 2022 and (ii) charges incurred in connection with the downsizing of our corporate headquarters in Denver, Colorado;
- an increase in depreciation, primarily as a result of: (i) 2020 and 2021 acquisitions of real estate, (ii) development and redevelopment projects placed in service during 2020 and 2021 and (iii) new leasing 2022 and renewal activity during 2020 (ii) 2021 and 2021 (including the impact to straight-line rents); 2022 acquisitions of real estate;
- an increase in income from discontinued operations, primarily due to: (i) decreased impairments of depreciable real estate as a result of fewer assets being impaired under the held for sale model and (ii) decreased depreciation and amortization expense, partially offset by: (i) decreased NOI from dispositions of real estate during 2020 and 2021, (ii) decreased gain on sales of real estate from senior housing dispositions in 2021, and (iii) a goodwill impairment charge related to our senior housing triple-net and SHOP asset sales in 2021;

- an increase in gains on sale of depreciable real estate related to MOB asset sales during 2021;
- a reduction in operating expenses related to our CCRCs primarily as a result of the management termination fee paid to Brookdale in connection with transitioning management of 13 CCRCs to Life Care Services LLC ("LCS") during the first quarter of 2020;
- an increase in our share of net income from our unconsolidated SWF SH JV;
- a reduction in interest expense, primarily as a result of senior unsecured notes repurchases and redemptions in 2021;
- an increase in interest income, primarily as a result of: (i) seller financing issued in 2020 and 2021 higher interest rates under the commercial paper program and (ii) borrowings under the accelerated recognition of a mark-to-market discount resulting from prepayments on loans receivable, partially offset by principal repayments on loans receivable; 2022 Term Loan Facilities;
    - a reduction decrease in impairment charges related to: (i) real estate held for sale and (ii) loan loss reserves, interest income primarily as a result of principal repayments on and sales of loans receivable in 2021 loans receivable sales and 2022;
    - expenses incurred in 2021, 2022 for tenant relocation and a more positive economic outlook; other costs associated with the demolition of an MOB;
    - an increase in loan loss reserves in 2022 primarily due to macroeconomic conditions and increased interest rates; and
    - a reduction in transaction costs, primarily as a result of costs associated with the transition of 13 CCRCs from Brookdale to LCS in the first quarter of 2020. casualty-related charges during 2022.

The increase decrease in net income (loss) applicable to common shares was partially offset by:

- a reduction in other income, net as a result of: (i) a gain upon change of control related to the acquisition of the outstanding equity interest in 13 CCRCs from Brookdale during the first quarter of 2020, (ii) a gain on sale related to the sale of a hospital underlying a DFL during the first quarter 30% interest and deconsolidation of 2020, and (iii) a decline seven previously consolidated life science assets in government grant income received under the CARES Act; South San Francisco, California;
- an increase a decrease in loss on debt extinguishments related to our repurchase and redemption of certain outstanding senior notes in the first and second quarters of 2021;

- an increase in depreciation, primarily as a result of: NOI generated from our life science and medical office segments related to: (i) 2020 2021 and 2021 2022 acquisitions of real estate, (ii) accelerated depreciation related to the change in estimated useful lives on certain of our densification projects in 2021, (iii) development and redevelopment projects placed into in service during 2020 and 2021 and (iv) 2022, and (iii) new leasing activity during 2021 and 2022 (including the above-mentioned acquisition of the outstanding equity interest and consolidation of 13 CCRCs from Brookdale during the first quarter of 2020; impact to straight-line rents);
    - a reduction in NOI related to MOB assets gain on sale of a hospital under a DFL that was sold during 2020 and 2021; and
- a decrease in income tax benefit, primarily as a result of the tax benefits recognized in the first quarter of 2020 related to the above-mentioned acquisition of the outstanding equity interest in 13 CCRCs from Brookdale 2022; and the management termination fee expense paid to Brookdale in connection with transitioning management to LCS, partially offset by the income tax expense recognized during the third quarter of 2020 from the establishment of a deferred tax asset valuation allowance related to deferred tax assets that were no longer expected to be realized as a result of our plan to dispose of our SHOP portfolio.
    - fewer impairment charges on depreciable real estate.

Nareit FFO decreased increased primarily as a result of the aforementioned events impacting net income (loss) applicable to common shares, except for the following, which are excluded from Nareit FFO:

- net depreciation and amortization expense;
- gain on sales of depreciable real estate;
- the gain upon change of control related to the acquisition of Brookdale's interest in 13 CCRCs;
- depreciation and amortization expense; control; and
- impairment charges related to depreciable real estate.

FFO as Adjusted decreased increased primarily as a result of the aforementioned events impacting Nareit FFO, except for the following, which are excluded from FFO as Adjusted:

- goodwill impairment charges related to the disposition of our senior housing portfolios, included in income from discontinued operations;
- the gain on sale of a hospital under a DFL;
- the expenses for tenant relocation and other costs associated with the demolition of an MOB;
- the charges incurred in connection with the downsizing of our corporate headquarters in Denver, Colorado;
- loan loss reserves;
- loss on debt extinguishment;
- the management termination fee paid to Brookdale in connection with our acquisition of their interest in 13 CCRCs;
- net gain on sales of assets underlying DFLs;

- the transaction costs associated with transition of 13 CCRCs from Brookdale to LCS;
- a goodwill impairment charge related to senior housing triple-net and SHOP asset sales;
- loan loss reserves; severance-related charges; and
  - the accelerated recognition of a mark-to-market discount resulting from prepayments on loans receivable. casualty-related charges.

AFFO decreased increased primarily as a result of the aforementioned events impacting FFO as Adjusted, except for the impact of straight-line rents, which is excluded from AFFO. The decrease increase was further impacted partially offset by higher lower AFFO capital expenditures.

Table of Contents

Segment Analysis

The following tables provide selected operating information for our Same-Store and total property portfolio for each of our reportable segments. For the year ended December 31, 2021 December 31, 2022, our Same-Store consists of 347 376 properties representing properties acquired or placed in service and stabilized on or prior to January 1, 2020 January 1, 2021 and that remained in operations under a consistent reporting structure through December 31, 2021 December 31, 2022. Our total property portfolio consisted of 484 480 and 457 484 properties at December 31, 2021 December 31, 2022 and 2020, 2021, respectively.

In conjunction with classifying our senior housing triple-net and SHOP portfolios as discontinued operations as of December 31, 2020, the results of operations related to those portfolios are no longer presented in reportable business segments. Accordingly, results of operations of those portfolios are not included in the reportable business segment analysis below. Refer to Note 5 to the Consolidated Financial Statements for further information regarding discontinued operations.

Table of Contents

Life Science

2021 2022 and 2020 2021

The following table summarizes results at and for the years ended December 31, 2021 December 31, 2022 and 2020 2021 (dollars and square feet in thousands, except per square foot data):

	SS			Total Portfolio		
	2021	2020	Change	2021	2020	Change
Rental and related revenues	$474,011	$441,994	$32,017	$715,844	$569,296	$146,548
Healthpeak's share of unconsolidated joint venture total revenues	—	—	—	5,757	448	5,309
Noncontrolling interests' share of consolidated joint venture total revenues	(217)	(211)	(6)	(292)	(239)	(53)
Operating expenses	(110,621)	(105,712)	(4,909)	(169,044)	(138,005)	(31,039)
Healthpeak's share of unconsolidated joint venture operating expenses	—	—	—	(1,836)	(137)	(1,699)
Noncontrolling interests' share of consolidated joint venture operating expenses	62	62	—	87	72	15

	SS			Total Portfolio[1]		
	Year Ended December 31,			Year Ended December 31,		
	2022	2021	Change	2022	2021	Change
Rental and related revenues	$599,062	$557,518	$41,544	$817,573	$715,844	$101,729
Healthpeak's share of unconsolidated joint venture total revenues	14,157	12,570	1,587	9,921	5,757	4,164
Noncontrolling interests' share of consolidated joint venture total revenues	(102)	(97)	(5)	(268)	(292)	24
Operating expenses	(149,399)	(129,212)	(20,187)	(209,143)	(169,044)	(40,099)

Healthpeak's share of unconsolidated joint venture operating expenses								Healthpeak's share of unconsolidated joint venture operating expenses	(3,043)	(2,788)	(255)	(2,883)	(1,836)	(1,047)
Noncontrolling interests' share of consolidated joint venture operating expenses								Noncontrolling interests' share of consolidated joint venture operating expenses	33	26	7	87	87	—
Adjustments to NOI(1)		(15,215)	(11,463)	(3,752)	(46,589)	(20,133)	(26,456)							
Adjustments to NOI(2)								Adjustments to NOI(2)	(36,837)	(34,665)	(2,172)	(62,754)	(46,589)	(16,165)
Adjusted NOI	Adjusted NOI	$ 348,020	$ 324,670	$ 23,350	503,927	411,302	92,625	Adjusted NOI	$ 423,871	$ 403,352	$ 20,519	552,533	503,927	48,606
Less: non-SS Adjusted NOI	Less: non-SS Adjusted NOI				(155,907)	(86,632)	(69,275)	Less: non-SS Adjusted NOI				(128,662)	(100,575)	(28,087)
SS Adjusted NOI	SS Adjusted NOI				$ 348,020	$ 324,670	$ 23,350	SS Adjusted NOI				$ 423,871	$ 403,352	$ 20,519
Adjusted NOI % change	Adjusted NOI % change			7.2 %				Adjusted NOI % change			5.1 %			
Property count(2)		107	107		150	140								
Property count(3)								Property count(3)	113	113		149	150	
End of period occupancy	End of period occupancy	96.3 %	97.1 %		96.6 %	96.3 %		End of period occupancy	98.7 %	96.6 %		98.9 %	96.6 %	
Average occupancy	Average occupancy	97.1 %	96.7 %		96.9 %	96.0 %		Average occupancy	98.7 %	97.5 %		98.7 %	96.9 %	
Average occupied square feet	Average occupied square feet	7,261	7,229		10,266	8,724		Average occupied square feet	8,442	8,191		10,727	10,266	
Average annual total revenues per occupied square foot(3)		$ 63	$ 60		$ 66	$ 63								
Average annual base rent per occupied square foot(4)		$ 50	$ 47		$ 50	$ 50								
Average annual total revenues per occupied square foot(4)								Average annual total revenues per occupied square foot(4)	$ 69	$ 65		$ 72	$ 66	
Average annual base rent per occupied square foot(5)								Average annual base rent per occupied square foot(5)	$ 53	$ 51		$ 55	$ 50	

(1) Total Portfolio includes results of operations from disposed properties through the disposition date.

(2) Represents adjustments to NOI in accordance with our definition of Adjusted NOI. Refer to "Non-GAAP Financial Measures" above for definitions of NOI and Adjusted NOI. See Note 16 to the Consolidated Financial Statements for a reconciliation of Adjusted NOI by segment to net income (loss).

(2) (3) From our 2020 2021 presentation of Same-Store, we removed added: (i)six stabilized developments placed in service, (ii) five stabilized acquisitions, and (iii) four stabilized redevelopments placed in service, and we removed: (i)sevenlife science facilities that were placed into redevelopment, (ii) one life science facility related to a significant tenant relocation, and (iii)onelife science facility that was classified as held for sale and one life science facility that was demolished to prepare for development. sale.

(3) (4) Average annual total revenues does not include non-cash revenue adjustments (i.e., straight-line rents, amortization of market lease intangibles, and deferred revenues).

(4) (5) Base rent does not include tenant recoveries, additional rents in excess of floors and non-cash revenue adjustments (i.e., straight-line rents, amortization of market lease intangibles, DFL non-cash interest, and deferred revenues).

Same-Store Adjusted NOI increased primarily as a result of the following:

- annual rent escalations;
- new leasing activity; higher occupancy; and
- mark-to-market lease renewals. new leasing activity; partially offset by
- higher operating expenses.

Total Portfolio Adjusted NOI increased primarily as a result of the aforementioned impacts to Same-Store and the following Non-Same-Store impacts:

- an increase in NOI from (i) increased occupancy in developments and redevelopments placed into in service in 2020 2021 and 2021 2022 and (ii) acquisitions in 2020 and 2021.

[Table of Contents](#)

Medical Office

2021 2022 and 2020 2021

The following table summarizes results at and for the years ended December 31, 2021 December 31, 2022 and 2020 2021 (dollars and square feet in thousands, except per square foot data):

		SS			Total Portfolio(1)				SS Year Ended December 31,			Total Portfolio(1) Year Ended December 31,		
		2021	2020	Change	2021	2020	Change		2022	2021	Change	2022	2021	Change
Rental and related revenues	Rental and related revenues	$531,365	$515,853	$15,512	$662,540	$612,678	$49,862	Rental and related revenues	$588,643	$563,088	$25,555	$724,202	$662,540	$61,662
Income from direct financing leases	Income from direct financing leases	8,702	8,575	127	8,702	9,720	(1,018)	Income from direct financing leases	—	—	—	1,168	8,702	(7,534)
Healthpeak's share of unconsolidated joint venture total revenues	Healthpeak's share of unconsolidated joint venture total revenues	2,792	2,683	109	2,882	2,772	110	Healthpeak's share of unconsolidated joint venture total revenues	2,899	2,792	107	2,999	2,882	117
Noncontrolling interests' share of consolidated joint venture total revenues		(34,235)	(33,334)	(901)	(35,363)	(34,597)	(766)							
Noncontrolling interests' share of consolidated joint venture total revenues								Noncontrolling interests' share of consolidated joint venture total revenues	(35,089)	(34,235)	(854)	(35,717)	(35,363)	(354)
Operating expenses	Operating expenses	(174,032)	(169,399)	(4,633)	(223,383)	(204,008)	(19,375)	Operating expenses	(196,593)	(184,887)	(11,706)	(253,309)	(223,383)	(29,926)
Healthpeak's share of unconsolidated joint venture operating expenses		(1,174)	(1,129)	(45)	(1,174)	(1,129)	(45)							
Noncontrolling interests' share of consolidated joint venture operating expenses		9,856	9,987	(131)	10,071	10,282	(211)							
Healthpeak's share of unconsolidated joint venture operating expenses								Healthpeak's share of unconsolidated joint venture operating expenses	(1,178)	(1,174)	(4)	(1,178)	(1,174)	(4)

Noncontrolling interests' share of consolidated joint venture operating expenses								Noncontrolling interests' share of consolidated joint venture operating expenses	10,317	9,855	462	10,317	10,071	246
Adjustments to NOI(2)	Adjustments to NOI(2)	(6,412)	(6,618)	206	(11,118)	(5,544)	(5,574)	Adjustments to NOI(2)	(7,968)	(8,454)	486	(15,513)	(11,118)	(4,395)
Adjusted NOI	Adjusted NOI	$336,862	$326,618	$10,244	413,157	390,174	22,983	Adjusted NOI	$361,031	$346,985	$14,046	432,969	413,157	19,812
Less: non-SS Adjusted NOI	Less: non-SS Adjusted NOI				(76,295)	(63,556)	(12,739)	Less: non-SS Adjusted NOI				(71,938)	(66,172)	(5,766)
SS Adjusted NOI	SS Adjusted NOI				$336,862	$326,618	$10,244	SS Adjusted NOI				$361,031	$346,985	$14,046
Adjusted NOI % change	Adjusted NOI % change			3.1 %				Adjusted NOI % change			4.0 %			
Property count(3)	Property count(3)	238	238		300	281		Property count(3)	248	248		297	300	
End of period occupancy	End of period occupancy	92.1 %	92.6 %		90.3 %	90.4 %		End of period occupancy	91.4 %	91.6 %		90.2 %	90.3 %	
Average occupancy	Average occupancy	92.1 %	92.5 %		90.0 %	91.3 %		Average occupancy	91.4 %	91.5 %		89.9 %	90.0 %	
Average occupied square feet	Average occupied square feet	17,883	17,951		21,075	20,448		Average occupied square feet	18,499	18,517		21,685	21,075	
Average annual total revenues per occupied square foot(4)	Average annual total revenues per occupied square foot(4)	$ 31	$ 30		$ 31	$ 30		Average annual total revenues per occupied square foot(4)	$ 32	$ 31		$ 34	$ 31	
Average annual base rent per occupied square foot(5)	Average annual base rent per occupied square foot(5)	$ 26	$ 25		$ 27	$ 26		Average annual base rent per occupied square foot(5)	$ 27	$ 26		$ 27	$ 27	

(1) Total Portfolio includes results of operations from disposed properties through the disposition date.

(2) Represents adjustments to NOI in accordance with our definition of Adjusted NOI. Refer to "Non-GAAP Financial Measures" above for definitions of NOI and Adjusted NOI. See Note 16 to the Consolidated Financial Statements for a reconciliation of Adjusted NOI by segment to net income (loss).

(3) From our 2020 2021 presentation of Same-Store, we removed five added: (i)10 stabilized acquisitions and (ii) 3stabilized redevelopments placed in service, and we removed: (i) 2 MOBs that were sold four MOBs and (ii) 1 MOB that were classified as held for sale, and five MOBs that were was placed into redevelopment.

(4) Average annual total revenues does not include non-cash revenue adjustments (i.e., straight-line rents, amortization of market lease intangibles, DFL non-cash interest, and deferred revenues).

(5) Base rent does not include tenant recoveries, additional rents in excess of floors and non-cash revenue adjustments (i.e., straight-line rents, amortization of market lease intangibles, DFL non-cash interest, and deferred revenues).

Same-Store Adjusted NOI increased primarily as a result of the following:

- mark-to-market lease renewals;
- annual rent escalations; and
- higher parking income and percentage-based rents. rents; partially offset by
- higher operating expenses.

Total Portfolio Adjusted NOI increased primarily as a result of the aforementioned increases to Same-Store and the following Non-Same-Store impacts:

- increased NOI from our 2020 2021 and 2021 2022 acquisitions;
- increased occupancy in former redevelopment and development properties that have been placed into in service; partially offset by
- decreased NOI from our 2020 2021 and 2021 2022 dispositions.

Table of Contents

2021 2022 and 2020 2021

The following table summarizes results at and for the years ended December 31, 2021 December 31, 2022 and 2020 2021 (dollars in thousands, except per unit data):

		SS			Total Portfolio				SS			Total Portfolio		
									Year Ended December 31,			Year Ended December 31,		
		2021	2020	Change	2021	2020	Change		2022	2021	Change	2022	2021	Change
Resident fees and services	Resident fees and services	$ 74,663	$ 75,288	$ (625)	$ 471,325	$ 436,494	$ 34,831	Resident fees and services	$ 494,935	$ 471,325	$ 23,610	$ 494,935	$ 471,325	$ 23,610
Government grant income[1]	Government grant income[1]	143	3,414	(3,271)	1,412	16,198	(14,786)	Government grant income[1]	6,765	1,412	5,353	6,765	1,412	5,353
Healthpeak's share of unconsolidated joint venture total revenues	Healthpeak's share of unconsolidated joint venture total revenues	—	—	—	6,903	35,392	(28,489)	Healthpeak's share of unconsolidated joint venture total revenues	—	—	—	—	6,903	(6,903)
Healthpeak's share of unconsolidated joint venture government grant income		—	—	—	200	920	(720)							
Healthpeak's share of unconsolidated joint venture government grant income								Healthpeak's share of unconsolidated joint venture government grant income	—	—	—	380	200	180
Operating expenses	Operating expenses	(54,712)	(54,281)	(431)	(380,865)	(440,528)	59,663	Operating expenses	(398,915)	(378,919)	(19,996)	(400,539)	(380,865)	(19,674)
Healthpeak's share of unconsolidated joint venture operating expenses		—	—	—	(6,639)	(32,125)	25,486							
Healthpeak's share of unconsolidated joint venture operating expenses								Healthpeak's share of unconsolidated joint venture operating expenses	—	—	—	—	(6,639)	6,639
Adjustments to NOI[2]	Adjustments to NOI[2]	162	—	162	3,241	97,072	(93,831)	Adjustments to NOI[2]	2,300	3,476	(1,176)	2,300	3,241	(941)
Adjusted NOI	Adjusted NOI	$ 20,256	$ 24,421	$ (4,165)	95,577	113,423	(17,846)	Adjusted NOI	$ 105,085	$ 97,294	$ 7,791	103,841	95,577	8,264
Less: non-SS Adjusted NOI	Less: non-SS Adjusted NOI				(75,321)	(89,002)	13,681	Less: non-SS Adjusted NOI				1,244	1,717	(473)
SS Adjusted NOI	SS Adjusted NOI				$ 20,256	$ 24,421	$ (4,165)	SS Adjusted NOI				$ 105,085	$ 97,294	$ 7,791
Adjusted NOI % change	Adjusted NOI % change			(17.1)%				Adjusted NOI % change			8.0 %			
Property count		2	2		15	17								
Property count[3]								Property count[3]	15	15		15	15	
Average occupancy	Average occupancy	76.0 %	81.0 %		79.1 %	81.4 %		Average occupancy	81.6 %	79.2 %		81.6 %	79.1 %	
Average occupied units[3]		800	852		6,002	6,181								
Average occupied units[4]								Average occupied units[4]	5,926	5,881		5,926	6,002	

Average annual rent per occupied unit	Average annual rent per occupied unit	$ 93,507	$ 92,373	$ 79,954	$ 79,088	Average annual rent per occupied unit	$ 84,661	$ 80,384	$ 84,725	$ 79,954

(1) Represents government grant income received under the CARES Act, which is recorded in other income (expense), net in the Consolidated Statements of Operations.

(2) Represents adjustments to NOI in accordance with our definition of Adjusted NOI. Refer to “Non-GAAP Financial Measures” above for definitions of NOI and Adjusted NOI. See Note 16 to the Consolidated Financial Statements for a reconciliation of Adjusted NOI by segment to net income (loss).

(3) From our 2021 presentation of Same-Store, we added 13 properties that previously experienced an operator transition.

(4) Represents average occupied units as reported by the operators for the twelve-month period. The Total Portfolio decrease in average occupied units for the period is primarily a result of decommissioned senior nursing facility beds.

Same-Store Adjusted NOI decreased and Total Portfolio Adjusted NOI increased primarily as a result of the following:

- lower occupancy due to Covid; increased rates for resident fees;
- decreased increased government grant income received under the CARES Act; and
- higher labor costs; lower Covid-related expenses; partially offset by
- lower Covid-related expenses; higher costs of labor, food, and repairs and maintenance.
- increased rates for resident fees.

Total Portfolio Adjusted NOI decreased primarily as a result of the aforementioned decreases to Same-Store, which are also applicable to our properties not yet included in Same-Store.

Table of Contents

Other Income and Expense Items

The following table summarizes results of our other income and expense items for the years ended December 31, 2021 December 31, 2022 and 2020 2021 (in thousands):

		Year Ended December 31,				Year Ended December 31,		
		2021	2020	Change		2022	2021	Change
Interest income	Interest income	$ 37,773	$ 16,553	$ 21,220	Interest income	$ 23,300	$ 37,773	$ (14,473)
Interest expense	Interest expense	157,980	218,336	(60,356)	Interest expense	172,944	157,980	14,964
Depreciation and amortization	Depreciation and amortization	684,286	553,949	130,337	Depreciation and amortization	710,569	684,286	26,283
General and administrative	General and administrative	98,303	93,237	5,066	General and administrative	131,033	98,303	32,730
Transaction costs	Transaction costs	1,841	18,342	(16,501)	Transaction costs	4,853	1,841	3,012
Impairments and loan loss reserves (recoveries), net	Impairments and loan loss reserves (recoveries), net	23,160	42,909	(19,749)	Impairments and loan loss reserves (recoveries), net	7,004	23,160	(16,156)
Gain (loss) on sales of real estate, net	Gain (loss) on sales of real estate, net	190,590	90,350	100,240	Gain (loss) on sales of real estate, net	9,078	190,590	(181,512)
Gain (loss) on debt extinguishments	Gain (loss) on debt extinguishments	(225,824)	(42,912)	(182,912)	Gain (loss) on debt extinguishments	—	(225,824)	225,824
Other income (expense), net	Other income (expense), net	6,266	234,684	(228,418)	Other income (expense), net	326,268	6,266	320,002
Income tax benefit (expense)	Income tax benefit (expense)	3,261	9,423	(6,162)	Income tax benefit (expense)	4,425	3,261	1,164
Equity income (loss) from unconsolidated joint ventures	Equity income (loss) from unconsolidated joint ventures	6,100	(66,599)	72,699	Equity income (loss) from unconsolidated joint ventures	1,985	6,100	(4,115)

Income (loss) from discontinued operations	Income (loss) from discontinued operations	388,202	267,746	120,456	Income (loss) from discontinued operations	2,884	388,202	(385,318)
Noncontrolling interests' share in continuing operations	Noncontrolling interests' share in continuing operations	(17,851)	(14,394)	(3,457)	Noncontrolling interests' share in continuing operations	(15,975)	(17,851)	1,876
Noncontrolling interests' share in discontinued operations	Noncontrolling interests' share in discontinued operations	(2,539)	(296)	(2,243)	Noncontrolling interests' share in discontinued operations	—	(2,539)	2,539

Interest income

Interest income decreased for the year ended December 31, 2022 primarily as a result of principal repayments on and sales of loans receivable in 2021 and 2022.

Interest expense

Interest expense increased for the year ended December 31, 2021 December 31, 2022 primarily as a result of: (i) seller financing issued in 2020 and 2021 higher interest rates under the commercial paper program and (ii) borrowings under the accelerated recognition of a mark-to-market discount resulting from prepayments on loans receivable. 2022 Term Loan Facilities. The increase was partially offset by principal repayments on loans receivable.

Interest in interest expense

Interest expense decreased for the year ended December 31, 2021 primarily as December 31, 2022 was partially offset by: (i) repayment of a result term loan in the third quarter of 2021 and (ii) senior unsecured notes repurchases and redemptions in the first and second quarters of 2021.

Depreciation and amortization expense

Depreciation and amortization expense increased for the year ended December 31, 2021 December 31, 2022 primarily as a result of: (i) acquisitions of real estate during 2020 and 2021, (ii) accelerated depreciation related to the change in estimated useful lives on certain of our densification projects in 2021, (iii) development and redevelopment projects placed into in service during 2020 and 2021 and (iv) 2022 and (ii) assets acquired during 2021 and 2022. The increase in depreciation and amortization expense for the acquisition of Brookdale's interest in and consolidation of 13 CCRCs during the first quarter of 2020. The increase year ended December 31, 2022 was partially offset by by: (i) lower depreciation related to the deconsolidation of seven previously consolidated life science assets in South San Francisco, California and (ii) dispositions of real estate throughout 2020 in 2021 and 2021. 2022.

General and administrative expense

General and administrative expenses increased for the year ended December 31, 2021 December 31, 2022 primarily as a result of: (i) severance-related charges associated with the departures of our former Chief Executive Officer and our former Chief Legal Officer and General Counsel in the fourth quarter of 2022 and (ii) charges incurred in connection with the downsizing of our corporate headquarters in Denver, Colorado.

Transaction costs

Transaction costs increased for the year ended December 31, 2022 primarily as a result of higher compensation costs and increased restructuring and severance related charges.

Transaction costs

Transaction costs decreased for the year ended December 31, 2021 primarily as a result of costs expenses associated with the transition of 13 CCRCs from Brookdale our corporate reorganization into an Umbrella Partnership Real Estate Investment Trust which is expected to LCS occur in January 2020. February 2023.

Table of Contents

Impairments and loan loss reserves (recoveries), net

The impairment charges recognized in each period vary depending on facts and circumstances related to each asset and are impacted by negotiations with potential buyers, current operations of the assets, and other factors.

Impairments and loan loss reserves (recoveries), net decreased for the year ended December 31, 2021 December 31, 2022 primarily as a result of: (i) fewer assets impaired under the held for sale of impairment model and (ii) a decrease charges on depreciable real estate recognized in 2021 with no impairment charges recognized during 2022, partially offset by an increase in loan loss reserves under the current expected credit losses model partially offset by: (i) due to macroeconomic conditions and increased impairment charges related to assetsthat we intend to demolish for future development projects and (ii) impairment charges on loans sold. The reduction in loan loss reserves during the year ended December 31, 2021 is primarily due to: (i) principal repayments on loans receivable during 2021, (ii) loans receivable sales in 2021, and (iii) a more positive economic outlook. The reduction in loan loss reserves during the year ended December 31, 2021 is partially offset by the loan loss reserve recognized related to new seller financing issued in the first quarter of 2021.interest rates.

Gain (loss) on sales of real estate, net

Gain on sales of real estate, net increased decreased during the year ended December 31, 2021 December 31, 2022 primarily as a result of the sale of: (i) 10 MOBs and a portion of 1 MOB land parcel for$68 million and (ii) 1 hospital for $226 million during the year ended December 31, 2021 resulting in total $172 million gain on sale of $191 million, compared Hoag Hospital in May 2021. Refer to Note 5 to the sale of: (i) 11 MOBs Consolidated Financial Statements for$136 million, (ii) 2 MOB land parcels for $3 million, additional information regarding dispositions of real estate and (iii) 1asset from other non-reportable segments for $1 millionduring the year ended December 31, 2020 resulting in total associated gain (loss) on sale of $90 million. sales recognized.

Gain (loss) on debt extinguishments

Refer to Note 11 to the Consolidated Financial Statements for information regarding senior unsecured note repurchases and redemptions and the associated loss Loss on debt extinguishment recognized. extinguishments decreased for the year ended December 31, 2022 as a result of the repurchase and redemption of certain outstanding senior notes in the first and second quarters of 2021 with no repurchases or redemptions during 2022.

Other income (expense), net

Other income, net decreased increased for the year ended December 31, 2021 December 31, 2022 primarily as a result of: (i) a gain upon change of control related to the acquisition sale of the outstanding equity a 30% interest and deconsolidation of seven previously consolidated life science assets in 13 CCRCs from Brookdale during the first quarter of 2020, South San Francisco, California, (ii) a gain on sale related to the sale of a hospital underlying under a DFL, during the first quarter of 2020, and (iii) a decline an increase in government grant income received under the CARES Act. Act in 2022. The increase in other income, net during the year ended December 31, 2022 was partially offset by: (i) expenses incurred in 2022 for tenant relocation and other costs associated with the demolition of an MOB and (ii) casualty losses from a hurricane in the third quarter of 2022.

Income tax benefit (expense)

Income tax benefit decreased increased for the year ended December 31, 2021 December 31, 2022 primarily as a result of of: (i) the tax benefits recognized impact of casualty losses from a hurricane in the first third quarter of 2020 related to the following: (i) the purchase of Brookdale's interest in 13 of the 15 communities in the CCRC JV, including the management termination fee expense paid to Brookdale in connection with transitioning management of 13 CCRCs to LCS 2022 and (ii) the extension tax impact of the net operating loss carryback period provided by the CARES Act. The decrease in income tax benefit during the year ended December 31, 2021 was losses on our CCRC portfolio, partially offset by the establishment tax impact of a deferred tax asset valuation allowance during higher government grant income received under the third quarter of 2020 related to deferred tax assets that were no longer expected to be realized as a result of our plan to dispose of our SHOP portfolio. CARES Act in 2022.

Equity income (loss) from unconsolidated joint ventures

Equity income from unconsolidated joint ventures increased decreased for the year ended December 31, 2021 primarily December 31, 2022 as a result of a decrease in amortization expense increased net losses primarily due to fully amortized intangible assets related to our unconsolidated SWF SH JV. The increase the South San Francisco JVs transaction in equity income from unconsolidated joint ventures for the year ended December 31, 2021 was partially offset by our share of a gain on sale of one asset in an unconsolidated joint venture during the first quarter of 2020. 2022.

Income (loss) from discontinued operations

Income from discontinued operations increased decreased for the year ended December 31, 2021 December 31, 2022 primarily as a result of: (i) decreased impairments gain on sales of depreciable real estate as from the completion of dispositions of our senior housing portfolios and (ii) a result of fewer assets being impaired decline in government grant income received under the held CARES Act for sale impairment model and (ii) decreased depreciation and amortization expense due to assets being classified as held for sale throughout 2021. our senior housing portfolio. The increase decrease in income from discontinued operations during the year ended December 31, 2021 December 31, 2022 was partially offset by: (i) by decreased NOI from dispositions of impairment charges on depreciable real estate during 2020 and 2021, (ii) decreased gain on sales of real estate from senior housing dispositions in 2021, and (iii) a goodwill impairment charge related to our senior housing triple-net and SHOP asset sales in 2021. goodwill.

Noncontrolling interests' share in continuing operations

Noncontrolling interests' share in continuing operations increased decreased for the year ended December 31, 2021 December 31, 2022 primarily as a result of our partner's share of a gain on sale of one asset an MOB in a consolidated joint venture partnership during 2021.

Noncontrolling interests' share in discontinued operations

Noncontrolling interests' share in discontinued operations increased decreased for the year ended December 31, 2021 primarily December 31, 2022 as a result of the completion of our partner's share dispositions of gains on sale of our senior housing assets in DownREIT (as defined below) partnerships during 2021. portfolios.

[Table of Contents](#)

Liquidity and Capital Resources

We anticipate that our cash flow from operations, available cash balances, and cash from our various financing activities will be adequate for the next 12 months and for the foreseeable future for purposes of: (i) funding recurring operating expenses; (ii) meeting debt service requirements; and (iii) satisfying funding of distributions to our stockholders and non-controlling interest members. Distributions are made using a combination of cash flows from operations, funds available under our bank line of credit (the "Revolving Facility") and commercial paper program, proceeds from the sale of properties, and other sources of cash available to us.

In addition to funding the activities above, our principal liquidity needs for the next 12 months are to:

- fund capital expenditures, including tenant improvements and leasing costs, costs; and
- fund future acquisition, transactional, and development and redevelopment activities.

Our longer term investing liquidity needs include the items listed above as well as meeting debt service requirements.

We anticipate satisfying these future needs using one or more of the following:

- cash flow from operations;
- sale of, or exchange of ownership interests in, properties or other investments;

- borrowings under our bank line of credit Revolving Facility and commercial paper program;
- issuance of additional debt, including unsecured notes, term loans, and mortgage debt; and/or
- issuance of common or preferred stock or its equivalent. equivalent under the ATM Program (as defined below).

Our ability to access the capital markets impacts our cost of capital and ability to refinance maturing indebtedness, as well as our ability to fund future acquisitions and development through the issuance of additional securities or secured debt. Credit ratings impact our ability to access capital and directly impact our cost of capital as well. For example, Our 2022 Term Loan Facilities accrue interest at adjusted Secured Overnight Financing Rate ("SOFR") administered by the Federal Reserve Bank of New York plus a margin that depends on the credit ratings of our bank line of credit senior unsecured long-term debt. Additionally, our Revolving Facility accrues interest at a rate per annum equal to LIBOR the London Interbank Offered Rate ("LIBOR") plus a margin that depends upon our credit ratings for our senior unsecured long-term debt. Our bank line of credit Revolving Facility includes customary LIBOR replacement language, including, but not limited to, the use of rates based on the secured overnight financing rate administered by the Federal Reserve Bank of New York. SOFR. We also pay a facility fee on the entire revolving commitment that depends upon our credit ratings. As of February 7, 2022 February 6, 2023, we had long-term credit ratings of Baa1 from Moody's and BBB+ from S&P Global and Fitch, and short-term credit ratings of P-2, A-2, and F2 from Moody's, S&P Global, and Fitch, respectively.

A downgrade in credit ratings by Moody's, S&P Global, and Fitch may have a negative impact on the interest rates and facility fees for our bank line of credit Revolving Facility and 2022 Term Loan Facilities and may negatively impact the pricing of notes issued under our commercial paper program and senior unsecured notes. While a downgrade in our credit ratings would adversely impact our cost of borrowing, we believe we would continue to have access to the unsecured debt markets, and we could also seek to enter into one or more secured debt financings, issue additional securities, including under our ATM Program, (as defined below), or dispose of certain assets to fund future operating costs, capital expenditures, or acquisitions, although no assurances can be made in this regard. Refer to "Covid Update" "Market Trends and Uncertainties" above for a more comprehensive discussion of the potential impact of Covid as well as economic and market conditions on our business.

Material Cash Requirements

Our material cash requirements include the following below contractual and other obligations.

Debt. As of December 31, 2021 December 31, 2022, we had total debt of $6.2 billion $6.5 billion, including borrowings under our bank line of credit and commercial paper program, senior unsecured notes, term loans, and mortgage debt. Future interest payments associated with such debt total $1.4 billion $1.2 billion, $162 million $188 million of which are payable within twelve months. Of our total debt, the total amount payable within twelve months is comprised of $5 million $90 million of mortgage debt. Commercial paper borrowings are backstopped by our bank line of credit. As such, we calculate the weighted average remaining term of our commercial paper borrowings using the maturity date of our bank line of credit. See Note 11 to the Consolidated Financial Statements for additional information.

Development and redevelopment commitments. Our development and redevelopment commitments represent construction and other commitments for developments and redevelopments in progress and includes certain allowances for tenant improvements that we have provided as a lessor. As of December 31, 2021 December 31, 2022, we had $387 million $219 million of development and redevelopment commitments, $279 million $197 million of which we expect to spend within the next twelve months.

Table of Contents

Lease and other contractual commitments. Our lease and other contractual commitments represent our commitments, as lessor, under signed leases and contracts for operating properties and include allowances for tenant improvements and leasing commissions. These commitments exclude allowances for tenant improvements related to developments and redevelopments in progress for which we have executed an agreement with a general contractor to complete the tenant improvements, which are recognized as development and redevelopment commitments and are discussed further above. As of December 31, 2021 December 31, 2022, we had total lease and other contractual commitments of $83 million $33 million, $74 million $30 million of which we expect to spend within the next twelve months.

Construction loan commitments. Due to the terms of our SHOP seller financing notes receivable, as of December 31, 2022, we are obligated to provide additional loans up to $40 million We have certain loan commitments to fund senior housing redevelopment and capital expenditure projects. As of December 31, 2021, we had $58 million of construction loan commitments, projects, which extend through 2024. See Note 8 to the Consolidated Financial Statements for additional information.

Ground and other operating lease commitments. Our ground and other operating lease commitments represent our commitments as lessee under signed operating leases. As of December 31, 2021 December 31, 2022, we had total ground and other operating lease commitments of $549 million $551 million, $16 million $17 million of which are payable within twelve months. See Note 7 to the Consolidated Financial Statements for additional information.

Redeemable noncontrolling interests. Certain of our noncontrolling interest holders have the ability to put their equity interests to us upon specified events or after the passage of a predetermined period of time. Each put option is subject to changes in redemption value in the event that the underlying property generates specified returns for us and meets certain promote thresholds pursuant to the respective agreements. As During the year ended December 31, 2022, one of December 31, 2021, we had $87 million of the redeemable noncontrolling interests none of which meet met the conditions for redemption, as but was not yet exercised. As of December 31, 2022, the balance sheet date. redemption value of our redeemable noncontrolling interests was $106 million. See Note 13 to the Consolidated Financial Statements for additional information.

Distribution and Dividend Requirements. Our dividend policy on our common stock is to distribute a percentage of our cash flow to ensure that we meet the dividend requirements of the Code, relative to maintaining our REIT status, while still allowing us to retain cash to fund capital improvements and other investment activities. Under the Code, REITs may be subject to certain federal income and excise taxes on undistributed taxable income. We paid quarterly cash dividends of $0.30 per common share in 2021. 2022. Our future common dividends, if and as declared, may vary and will be determined by the Board based upon the circumstances prevailing at the time, including our financial condition.

Off-Balance Sheet Arrangements

We own interests in certain unconsolidated joint ventures as described in Note 9 to the Consolidated Financial Statements. Two of these joint ventures have mortgage debt of $87 million, of which our share is $40 million. Except in limited circumstances, our risk of loss is limited to our investment in the joint venture. We have no other material off-balance sheet arrangements that we expect would materially affect our liquidity and capital resources.

Inflation

A significant portion of our revenues are derived from leases that generally provide for fixed rental rates, subject to annual escalations. A period of high inflation could result in increases in the Consumer Price Index in excess of our fixed annual escalations. Certain of our leases provide that annual rent is modified based on changes in the Consumer Price Index or other thresholds.

Most of our MOB leases require the tenant to pay a share of property operating costs such as real estate taxes, insurance, and utilities. Substantially all of our life science leases require the tenant or operator to pay all of the property operating costs or reimburse us for all such costs.

Labor costs, interest, costs of construction materials, interest, utilities, and other operating costs may increase during periods of inflation. Inflationary increases in expenses will generally be offset, in whole or in part, by the tenant expense reimbursements and contractual rent increases described above.

Table of Contents

Cash Flow Summary

The following summary discussion of our cash flows is based on the Consolidated Statements of Cash Flows and is not meant to be an all-inclusive discussion of the changes in our cash flows for the periods presented below.

The following table sets forth changes in cash flows (in thousands):

		Year Ended December 31,				Year Ended December 31,		
		2021	2020	Change		2022	2021	Change
Net cash provided by (used in) operating activities	Net cash provided by (used in) operating activities	$ 795,248	$ 758,431	$ 36,817	Net cash provided by (used in) operating activities	$ 900,261	$ 795,248	$ 105,013
Net cash provided by (used in) investing activities	Net cash provided by (used in) investing activities	531,032	(1,007,700)	1,538,732	Net cash provided by (used in) investing activities	(876,343)	531,032	(1,407,375)
Net cash provided by (used in) financing activities	Net cash provided by (used in) financing activities	(1,288,517)	246,450	(1,534,967)	Net cash provided by (used in) financing activities	(116,532)	(1,288,517)	1,171,985

Operating Cash Flows

Operating cash flow increased $37 million between the years ended December 31, 2021 and 2020 primarily as the result of: (i) 2020 and 2021 acquisitions, (ii) annual rent increases, (iii) new leasing and renewal activity, and (iv) developments and redevelopments placed in service during 2020 and 2021. The increase in operating cash flow is partially offset by a decrease in income related to assets sold during 2020 and 2021. Our cash flow flows from operations is are dependent upon the occupancy levels of our buildings, rental rates on leases, our tenants' performance on their lease obligations, the level of operating expenses, and other factors. Operating cash flows increased $105 million for the year ended December 31, 2022 compared to the year ended December 31, 2021 primarily as the result of: (i) 2021 and 2022 acquisitions, (ii) annual rent increases, (iii) new leasing and renewal activity, and (iv) developments and redevelopments placed in service during 2021 and 2022. The increase in operating cash flow is partially offset by: (i) a decrease in income related to assets sold during 2021 and 2022 and (ii) an increase in operating expenses.

Investing Cash Flows

The following are significant Our cash flows from investing activities for the year ended December 31, 2021:

- are generally used to fund acquisitions, developments, and redevelopments of real estate assets, net of proceeds received net proceeds of $2.8 billion primarily from (i) sales of real estate assets, and (ii) sales of DFLs, and repayments of on loans receivable; and
- made investments of $2.2 billion primarily related to the acquisition, development, and redevelopment of real estate.

The following are significant receivable. Our net cash used in investing activities increased $1.4 billion for the year ended December 31, 2020:

- made investments of $2.5 billionprimarily related December 31, 2022 compared to the year ended December 31, 2021 primarily as a result of the following: (i) acquisition, fewer sales of real estate assets, (ii) increased development and redevelopment of real estate assets, and (ii) funding of loan investments; and
- received net proceeds of $1.5 billion primarily from (iii) fewer repayments on loans receivable. The increase in cash used in investing activities was partially offset by: (i) sales a reduction in investments related to the acquisitions of real estate assets, (including real estate (ii) proceeds received from the sale of a 30% interest in seven previously consolidated life science assets in South San Francisco, California, and (iii) proceeds received from the sale of a hospital under DFLs) and (ii) sales and repayments of loans receivable. a DFL.

Financing Cash Flows

The following are significant Our cash flows from financing activities for the year ended December 31, 2021:

- made net are generally impacted by issuances of equity, borrowings and repayments of $1.6 billion related to our senior unsecured notes (including debt extinguishment costs) and mortgage debt;
- made net borrowings of $1.0 billion primarily under our bank line of credit and commercial paper;
- paper program, senior unsecured notes, term loans, and mortgage debt, net of dividends paid to common shareholders. Our net cash dividends on common stock used in financing activities decreased $1.2 billion for the year ended December 31, 2022 compared to the year ended December 31, 2021 primarily as a result of $650 million; the following: (i) no repayments of senior unsecured notes (including debt extinguishment costs) in 2022, (ii) issuance of the 2022 Term Loan Facilities, (iii) proceeds received from the settlement of forward contracts under our ATM Program, and
- made (iv) fewer purchases of and distributions to noncontrolling interests of $93 million.

interests. The following are significant decrease in cash used in financing activities for was partially offset by: (i) lower borrowings and higher repayments under the year ended December 31, 2020:

- issued common stock of $1.1 billion;
- paid cash dividends on common stock of $787 million; and
- made net borrowings of $16 million primarily under our bank line of credit and commercial paper and program, (ii) no senior unsecured notes (including debt extinguishment costs).

issuances in 2022, and (iii) an increase in common stock repurchases.

Discontinued Operations

Operating, investing, and financing cash flows in our Consolidated Statements of Cash Flows are reported inclusive of both cash flows from continuing operations and cash flows from discontinued operations. Certain significant cash flows from discontinued operations are disclosed in Note 18 to the Consolidated Financial Statements. The absence of future cash flows from discontinued operations is not expected to significantly impact our liquidity, as the proceeds from senior housing triple-net and SHOP dispositions were used to pay down debt and invest in additional real estate in our other business lines. Additionally, we have multiple other sources of liquidity that can be utilized in the future, as needed. Refer to the beginning of the Liquidity and Capital Resources section above for additional information regarding our liquidity.

Debt

In January 2021, we repurchased $112 million aggregate principal amount of our 4.25% senior unsecured notes due 2023, $201 million aggregate principal amount of our 4.20% senior unsecured notes due 2024, and $469 million aggregate principal amount of our 3.88% senior unsecured notes due 2024.

In February 2021, we used optional redemption provisions to redeem the remaining $188 million of our 4.25% senior unsecured notes due 2023, $149 million of our 4.20% senior unsecured notes due 2024, and $331 million of our 3.88% senior unsecured notes due 2024.

In April 2021, in conjunction with the acquisition of the MOB Portfolio, we originated $142 million of secured mortgage debt. Additionally, we executed two interest rate cap agreements on the mortgage debt.

In May 2021, we repurchased $252 million aggregate principal amount of our 3.40% senior unsecured notes due 2025 and $298 million aggregate principal amount of our 4.00% senior unsecured notes due 2025.

In July 2021, we completed our inaugural green bond offering, issuing $450 million aggregate principal amount of 1.35% senior unsecured notes due 2027.

In July 2021, we repaid the $250 million outstanding balance on the 2019 Term Loan.

In September 2021, we amended our bank line of credit facility to increase total revolving commitments from $2.5 billion to $3.0 billion and extended the maturity date to January 20, 2026.

In November 2021, we completed a green bond offering, issuing $500 million aggregate principal amount of 2.125% senior unsecured notes due 2028.

In 2021, 2022, we increased the maximum aggregate face or principal amount that can be outstanding at any one time under our the commercial paper program from $1.0 billion $1.5 billion to $1.5 $2.0 billion.

In August 2022, we executed the 2022 Term Loan Agreement that provided for two senior unsecured delayed draw term loans in an aggregate principal amount of up to $500 million. In October 2022, the entirety of the $500 million under the 2022 Term Loan Facilities was drawn.

Table of Contents

In January 2023, we completed a public offering of $400 million aggregate principal amount of 5.25% senior unsecured notes due in 2032.

See Note 11 to the Consolidated Financial Statements for additional information about our outstanding debt.

Approximately 79%85% and 94% 79% of our consolidated debt excluding debt classified as liabilities related to assets held for sale and discontinued operations, net, was fixed rate debt as of December 31, 2021 December 31, 2022 and 2020, 2021, respectively. At December 31, 2022, our fixed rate debt and variable rate debt had weighted average interest rates of3.46%and 4.91%, respectively. At December 31, 2021, our fixed rate debt and variable rate debt had weighted average interest rates of 3.40% and 0.59%, respectively. At December 31, 2020 As of December 31, 2022, our fixed rate debt and variable rate debt we had weighted average interest rates of 3.85% and 0.85%, respectively. We had zero and $36 million $142 million of variable rate mortgage debt swapped to fixed through interest rate swaps swap instruments and the $500 million 2022 Term Loan Facilities swapped to fixed through forward starting interest rate swap instruments. These interest rate swap instruments are designated as cash flow hedges. For purposes of December 31, 2021 and 2020, respectively, which classification of the amounts above, variable rate debt with a derivative financial instrument designated as a cash flow hedge is reported in liabilities related as fixed rate debt due to assets held us having effectively established a fixed interest rate for sale and discontinued operations, net. the underlying debt instrument. As of December 31, 2021 and 2020, , we had $142 million and zero, respectively, of variable rate mortgage debt subject to interest rate cap agreements. instruments. For a more detailed discussion of our interest rate risk, see "Item 7A, Quantitative and Qualitative Disclosures About Market Risk" below.

Equity

At December 31, 2021 December 31, 2022, we had 539 million 547 million shares of common stock outstanding, equity totaled $7.1 billion,$7.2 billion, and our equity securities had a market value of $19.7 billion.$13.9 billion.

At December 31, 2021 December 31, 2022, non-managing members held an aggregate offive million units in seven limited liability companies ("DownREITs") for which we are the managing member. The DownREIT units are exchangeable for an amount of cash approximating the then-current market value of shares of our common stock or, at our option, shares of our common stock (subject to certain adjustments, such as stock splits and reclassifications). At December 31, 2021 December 31, 2022, the outstanding DownREIT units were convertible into approximatelyseven millionshares of our common stock.

At-The-Market Program

In February 2020, we established a new Our at-the-market equity offering program (as amended from time to time, the "ATM Program"). In May 2021, we amended the ATM Program to increase the size has a capacity of the program from $1.25 billion to $1.5 billion. In addition to the issuance and sale of shares of our common stock, we may also enter into one or more forward sales agreements (each, an "ATM forward contract") with sales agents for the sale of our shares of common stock under our ATM Program.

During the year ended December 31, 2021, we utilized the forward provisions under the ATM Program to allow for the sale of an aggregate of 9.1 million shares of our common stock at an initial weighted average net price of $35.25 per share, after commissions. As of We did not utilize the forward provisions under the ATM Program during the year ended December 31, 2022. During the year ended December 31, 2021 December 31, 2022, none we settled all 9.1 million shares previously outstanding under ATM forward contracts at a weighted average net price of the shares were settled, and therefore, all $34.01 9.1 per share, after commissions, resulting in net proceeds of $308 million. Therefore, at December 31, 2022, no shares remained outstanding under ATM forward contracts.

During the year ended December 31, 2021 December 31, 2022, we did there were not no issue any direct issuances of shares of our common stock under the ATM Program.

At December 31, 2021 December 31, 2022, $1.18 billion of our common stock remained available for sale under the ATM Program. Actual future sales of our common stock will depend upon a variety of factors, including but not limited to market conditions, the trading price of our common stock, and our capital needs. We have no obligation to sell any of the remaining shares under our ATM Program.

See Note 13 to the Consolidated Financial Statements for additional information about our ATM Program.

Share Repurchase Program

On August 1, 2022, our Board of Directors approved the Share Repurchase Program under which we may acquire shares of our common stock in the open market up to an aggregate purchase price of $500 million. Purchases of common stock under the Share Repurchase Program may be exercised at our discretion with the timing and number of shares repurchased depending on a variety of factors, including price, corporate and regulatory requirements, and other corporate liquidity requirements and priorities. The Share Repurchase Program expires in August 2024 and may be suspended or terminated at any time without prior notice. During the year ended December 31, 2022, we repurchased 2.1 million shares of our common stock at a weighted average price of $27.16 per share for a total of $56 million. Therefore, at December 31, 2022, $444 million of our common stock remained available for repurchase under the Share Repurchase Program.

Table of Contents

Shelf Registration

In May 2021, we filed a prospectus with the SEC as part of a registration statement on Form S-3, using an automatic shelf registration process. This shelf registration statement expires on May 13, 2024 and at or prior to such time, we expect to file a new shelf registration statement. Under the "shelf" process, we may sell any combination of the securities described in the prospectus through one or more offerings. The securities described in the prospectus include common stock, preferred stock, depositary shares, debt securities and warrants.

Table of Contents

Non-GAAP Financial Measures Reconciliations

Funds From Operations

The following is a reconciliation from net income (loss) applicable to common shares, the most directly comparable financial measure calculated and presented in accordance with GAAP, to Nareit FFO, FFO as Adjusted and AFFO (in thousands, except per share data) thousands):

		Year Ended December 31,				Year Ended December 31,		
		2021	2020	2019		2022	2021	2020
Net income (loss) applicable to common shares	Net income (loss) applicable to common shares	$ 502,271	$ 411,147	$ 43,987	Net income (loss) applicable to common shares	$ 497,792	$ 502,271	$ 411,147
Real estate related depreciation and amortization(1)	Real estate related depreciation and amortization(1)	684,286	697,143	659,989	Real estate related depreciation and amortization(1)	710,569	684,286	697,143
Healthpeak's share of real estate related depreciation and amortization from unconsolidated joint ventures		17,085	105,090	60,303				
Noncontrolling interests' share of real estate related depreciation and amortization		(19,367)	(19,906)	(20,054)				
Healthpeak's share of real estate related depreciation and amortization from unconsolidated joint ventures					Healthpeak's share of real estate related depreciation and amortization from unconsolidated joint ventures	27,691	17,085	105,090
Noncontrolling interests' share of real estate related depreciation and amortization					Noncontrolling interests' share of real estate related depreciation and amortization	(19,201)	(19,367)	(19,906)
Other real estate-related depreciation and amortization	Other real estate-related depreciation and amortization	—	2,766	6,155	Other real estate-related depreciation and amortization	—	—	2,766
Loss (gain) on sales of depreciable real estate, net(1)	Loss (gain) on sales of depreciable real estate, net(1)	(605,311)	(550,494)	(22,900)	Loss (gain) on sales of depreciable real estate, net(1)	(10,422)	(605,311)	(550,494)
Healthpeak's share of loss (gain) on sales of depreciable real estate, net, from unconsolidated joint ventures		(6,737)	(9,248)	(2,118)				
Noncontrolling interests' share of gain (loss) on sales of depreciable real estate, net		5,555	(3)	335				
Healthpeak's share of loss (gain) on sales of depreciable real estate, net, from unconsolidated joint ventures					Healthpeak's share of loss (gain) on sales of depreciable real estate, net, from unconsolidated joint ventures	134	(6,737)	(9,248)

Noncontrolling interests' share of gain (loss) on sales of depreciable real estate, net									Noncontrolling interests' share of gain (loss) on sales of depreciable real estate, net	12	5,555	(3)
Loss (gain) upon change of control, net[2]	Loss (gain) upon change of control, net[2]	(1,042)	(159,973)	(166,707)	Loss (gain) upon change of control, net[2]	(311,438)	(1,042)	(159,973)				
Taxes associated with real estate dispositions	Taxes associated with real estate dispositions	2,666	(7,785)	—	Taxes associated with real estate dispositions	29	2,666	(7,785)				
Impairments (recoveries) of depreciable real estate, net	Impairments (recoveries) of depreciable real estate, net	25,320	224,630	221,317	Impairments (recoveries) of depreciable real estate, net	—	25,320	224,630				
Nareit FFO applicable to common shares	Nareit FFO applicable to common shares	604,726	693,367	780,307	Nareit FFO applicable to common shares	895,166	604,726	693,367				
Distributions on dilutive convertible units and other	Distributions on dilutive convertible units and other	6,162	6,662	6,592	Distributions on dilutive convertible units and other	9,407	6,162	6,662				
Diluted Nareit FFO applicable to common shares	Diluted Nareit FFO applicable to common shares	$ 610,888	$ 700,029	$ 786,899	Diluted Nareit FFO applicable to common shares	$ 904,573	$ 610,888	$ 700,029				
Weighted average shares outstanding - diluted Nareit FFO	Weighted average shares outstanding - diluted Nareit FFO	544,742	536,562	494,335	Weighted average shares outstanding - diluted Nareit FFO	546,462	544,742	536,562				
Impact of adjustments to Nareit FFO:	Impact of adjustments to Nareit FFO:				Impact of adjustments to Nareit FFO:							
Transaction-related items[3]	Transaction-related items[3]	$ 7,044	$ 128,619	$ 15,347	Transaction-related items[3]	$ 4,788	$ 7,044	$ 128,619				
Other impairments (recoveries) and other losses (gains), net[4]	Other impairments (recoveries) and other losses (gains), net[4]	24,238	(22,046)	10,147	Other impairments (recoveries) and other losses (gains), net[4]	3,829	24,238	(22,046)				
Restructuring and severance related charges		3,610	2,911	5,063								
Restructuring and severance-related charges[5]									Restructuring and severance-related charges[5]	32,749	3,610	2,911
Loss (gain) on debt extinguishments	Loss (gain) on debt extinguishments	225,824	42,912	58,364	Loss (gain) on debt extinguishments	—	225,824	42,912				
Litigation costs (recoveries)	Litigation costs (recoveries)	—	232	(520)	Litigation costs (recoveries)	—	—	232				
Casualty-related charges (recoveries), net (6)	Casualty-related charges (recoveries), net (6)	5,203	469	(4,106)	Casualty-related charges (recoveries), net (6)	4,401	5,203	469				
Foreign currency remeasurement losses (gains)	Foreign currency remeasurement losses (gains)	—	153	(250)	Foreign currency remeasurement losses (gains)	—	—	153				

Valuation allowance on deferred tax assets[5] [7]	Valuation allowance on deferred tax assets[5] [7]	—	31,161	—	Valuation allowance on deferred tax assets[5] [7]	—	—	31,161
Tax rate legislation impact[6] [8]	Tax rate legislation impact[6] [8]	—	(3,590)	—	Tax rate legislation impact[6] [8]	—	—	(3,590)
Total adjustments	Total adjustments	$ 265,919	$ 180,821	$ 84,045	Total adjustments	$ 45,767	$ 265,919	$ 180,821
FFO as Adjusted applicable to common shares	FFO as Adjusted applicable to common shares	$ 870,645	$ 874,188	$ 864,352	FFO as Adjusted applicable to common shares	$ 940,933	$ 870,645	$ 874,188
Distributions on dilutive convertible units and other	Distributions on dilutive convertible units and other	8,577	6,490	6,396	Distributions on dilutive convertible units and other	9,326	8,577	6,490
Diluted FFO as Adjusted applicable to common shares	Diluted FFO as Adjusted applicable to common shares	$ 879,222	$ 880,678	$ 870,748	Diluted FFO as Adjusted applicable to common shares	$ 950,259	$ 879,222	$ 880,678
Weighted average shares outstanding - diluted FFO as Adjusted	Weighted average shares outstanding - diluted FFO as Adjusted	546,567	536,562	494,335	Weighted average shares outstanding - diluted FFO as Adjusted	546,462	546,567	536,562
FFO as Adjusted applicable to common shares	FFO as Adjusted applicable to common shares	$ 870,645	$ 874,188	$ 864,352	FFO as Adjusted applicable to common shares	$ 940,933	$ 870,645	$ 874,188
Amortization of stock-based compensation	Amortization of stock-based compensation	18,202	17,368	14,790	Amortization of stock-based compensation	16,537	18,202	17,368
Amortization of deferred financing costs	Amortization of deferred financing costs	9,216	10,157	10,863	Amortization of deferred financing costs	10,881	9,216	10,157
Straight-line rents	Straight-line rents	(31,188)	(29,316)	(28,451)	Straight-line rents	(49,183)	(31,188)	(29,316)
AFFO capital expenditures	AFFO capital expenditures	(111,480)	(93,579)	(108,844)	AFFO capital expenditures	(108,510)	(111,480)	(93,579)
CCRC entrance fees[7]		—	—	18,856				
Deferred income taxes	Deferred income taxes	(8,015)	(15,647)	(18,972)	Deferred income taxes	(4,096)	(8,015)	(15,647)
Other AFFO adjustments	Other AFFO adjustments	(19,510)	9,534	(6,774)	Other AFFO adjustments	(22,860)	(19,510)	9,534
AFFO applicable to common shares	AFFO applicable to common shares	727,870	772,705	745,820	AFFO applicable to common shares	783,702	727,870	772,705
Distributions on dilutive convertible units and other	Distributions on dilutive convertible units and other	6,164	6,662	6,591	Distributions on dilutive convertible units and other	6,594	6,164	6,662
Diluted AFFO applicable to common shares	Diluted AFFO applicable to common shares	$ 734,034	$ 779,367	$ 752,411	Diluted AFFO applicable to common shares	$ 790,296	$ 734,034	$ 779,367
Weighted average shares outstanding - diluted AFFO	Weighted average shares outstanding - diluted AFFO	544,742	536,562	494,335	Weighted average shares outstanding - diluted AFFO	544,637	544,742	536,562

Refer to footnotes on the next page.

Year Ended December 31,

	2021	2020	2019
Diluted earnings per common share	$ 0.93	$ 0.77	$ 0.09
Depreciation and amortization	1.25	1.47	1.43
Loss (gain) on sales of depreciable real estate, net	(1.11)	(1.05)	(0.04)
Loss (gain) upon change of control, net(2)	—	(0.30)	(0.34)
Taxes associated with real estate dispositions	—	(0.01)	—
Impairments (recoveries) of depreciable real estate, net	0.05	0.42	0.45
Diluted Nareit FFO per common share	$ 1.12	$ 1.30	$ 1.59
Transaction-related items(3)	0.01	0.24	0.03
Other impairments (recoveries) and other losses (gains), net(4)	0.04	(0.04)	0.02
Restructuring and severance related charges	0.01	0.01	0.01
Loss (gain) on debt extinguishments	0.42	0.08	0.12
Litigation costs (recoveries)	—	0.00	0.00
Casualty-related charges (recoveries), net	0.01	0.00	(0.01)
Valuation allowance on deferred tax assets(5)	—	0.06	—
Tax rate legislation impact(6)	—	(0.01)	—
Diluted FFO as Adjusted per common share	$ 1.61	$ 1.64	$ 1.76

Table of Contents

(1) This amount can be reconciled by combining the balances from the corresponding line of the Consolidated Statements of Operations and the detailed financial information for discontinued operations in Note 5 to the Consolidated Financial Statements.

(2) For the The year ended December 31, 2022 includes a $311 million gain upon change of control primarily related to the sale of a 30% interest to a sovereign wealth fund and deconsolidation of seven previously consolidated life science assets in South San Francisco, California. The year ended December 31, 2020, includes a $170 million gain upon consolidation change of control related to 13 CCRCs in which we acquired Brookdale's Brookdale's interest and began consolidating during the first quarter of 2020. For the year ended December 31, 2019, includes a $161 million gain upon deconsolidation of 19 previously consolidated senior housing assets that were contributed into a new unconsolidated senior housing joint venture with a sovereign wealth fund. Gains and losses These gains upon change of control are included in other income (expense), net in the Consolidated Statements of Operations.

(3) For the The year ended December 31, 2020, includes the termination fee and transition fee expenses related to terminating the management agreements with Brookdale for 13 CCRCs and transitioning those communities to Life Care Services LLC, partially offset by the tax benefit recognized related to those expenses. The expenses related to terminating management agreements are included in operating expenses in the Consolidated Statements of Operations.

(4) For the The year ended December 31, 2021 December 31, 2022 includes the following: (i) $7 million of charges incurred in connection with the downsizing of our corporate headquarters in Denver, Colorado, which are included in general and administrative expenses in the Consolidated Statements of Operations, (ii) $14 million of expenses incurred for tenant relocation and other costs associated with the demolition of an MOB, which are included in other income (expense), net in the Consolidated Statements of Operations, and (iii) a $23 million gain on sale of a hospital that was in a direct financing lease, which is included in other income (expense), net in the Consolidated Statements of Operations. The year ended December 31, 2021 includes the following: (i) a $29 million goodwill impairment charge in connection with our senior housing triple-net and SHOP asset sales, which are is reported in income (loss) from discontinued operations in the Consolidated Statements of Operations. The year ended December 31, 2021 also includes Operations and (ii) $6 million of accelerated recognition of a mark-to-market discount, less loan fees, resulting from prepayments on loans receivable, which is included in interest income in the Consolidated Statements of Operations. For the The year ended December 31, 2020 includes the following: (i) a land impairment charge recognized in impairments and loan loss reserves (recoveries), includes net in the Consolidated Statements of Operations and (ii) a $42 million gain on sale of a hospital that was in under a DFL, which is included in other income (expense), net in the Consolidated Statements of Operations. The remaining activity for the years ended December 31, 2021 December 31, 2022, 2021, and 2020 includes also include reserves for loan losses and land impairments recognized in impairments and loan loss reserves (recoveries), net in the Consolidated Statements of Operations. For the

(5) The year ended December 31, 2019, represents December 31, 2022 includes $32 million of severance-related charges associated with the impairment departures of 13 senior housing triple-net facilities under DFLs recognized as a result our former Chief Executive Officer and former Chief Legal Officer and General Counsel in the fourth quarter of entering into sales agreements. 2022. These expenses are included in general and administrative expenses in the Consolidated Statements of Operations.

(5) (6) Casualty-related charges (recoveries), net are recognized in other income (expense), net and equity income (loss) from unconsolidated joint ventures in the Consolidated Statements of Operations.

(7) In conjunction with establishing a plan during the year ended December 31, 2020 to dispose of all of our SHOP assets and classifying such assets as discontinued operations, we concluded it was more likely than not that we would no longer realize the future value of certain deferred tax assets generated by the net operating losses of our taxable REIT subsidiary entities. Accordingly, during the year ended December 31, 2020, we recognized an associated valuation allowance and corresponding income tax expense.

(6) (8) For the year ended December 31, 2020, represents the tax benefit from the CARES Act, which extended the net operating loss carryback period to five years.

(7) In connection with the acquisition Table of the remaining 51% interest in the CCRC JV in January 2020, we consolidated the 13 communities in the CCRC JV and recorded the assets and liabilities at their acquisition date relative fair values, including the CCRC contract liabilities associated with previously collected non-refundable entrance fees. In conjunction with increasing those CCRC contract liabilities to their fair value, we concluded that we will no longer adjust for the timing difference between non-refundable entrance fees collected and amortized as we believe the amortization of these fees is a meaningful representation of how we satisfy the performance obligations of the fees. As such, upon consolidation of the CCRC assets, we no longer exclude the difference between CCRC entrance fees collected and amortized from the calculation of AFFO. For comparative periods presented, the adjustment continues to represent our 49% share of non-refundable entrance fees collected by the CCRC JV, net of reserves and net of CCRC JV entrance fee amortization. Contents

Critical Accounting Estimates

The preparation of financial statements in conformity with U.S. GAAP requires our management to use judgment in the application of critical accounting estimates and assumptions. We base estimates on the best information available to us at the time, our experience and on various other assumptions believed to be reasonable under the circumstances. These estimates affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting periods. If our judgment or interpretation of the facts and circumstances relating to various transactions or other matters had been different, it is possible that different accounting would have been applied, resulting in a different presentation of our consolidated financial statements. From time to time, we re-evaluate our estimates and assumptions. In the event estimates or assumptions prove to be different from actual results, adjustments are made in subsequent periods to reflect more current estimates and assumptions about matters that are inherently uncertain. Below is a discussion of accounting estimates that we consider critical in that they may require complex judgment in their application or require estimates about matters that are inherently uncertain. For a more detailed discussion of our significant accounting policies, including those related to critical accounting estimates further discussed below, see Note 2 to the Consolidated Financial Statements.

Real Estate

We make estimates as part of our process for allocating a purchase price to the various identifiable assets and liabilities of an acquisition based upon the relative fair value of each asset or liability. The most significant components of our allocations are typically buildings as-if-vacant, land, and lease intangibles. In the case of allocating fair value to buildings and intangibles, our fair value estimates will affect the amount of depreciation and amortization we record over the estimated useful life of each asset acquired. In the case of allocating fair value to in-place leases, we make our best estimates based on our evaluation of the specific characteristics of each tenant's lease. Factors considered include estimates of carrying costs during hypothetical expected lease-up periods, market conditions, and costs to execute similar leases. Our assumptions affect the amount of future revenue and/or depreciation and amortization expense that we will recognize over the remaining useful life for the acquired in-place leases.

Impairment of Long-Lived Assets

We assess the carrying value of our real estate assets and related intangibles ("real estate assets") when events or changes in circumstances indicate that the carrying value may not be recoverable. Recoverability of real estate assets is measured by comparing the carrying amount of the real estate assets to the respective estimated future undiscounted cash flows. The expected future undiscounted cash flows reflect external market factors and are probability-weighted to reflect multiple possible cash-flow scenarios, including selling the assets at various points in the future. Additionally, the estimated future undiscounted cash flows are calculated utilizing the lowest level of identifiable cash flows that are largely independent of the cash flows of other assets and liabilities. In order to review our real estate assets for recoverability, we make assumptions regarding external market conditions (including capitalization rates and growth rates), forecasted cash flows and sales prices, and our intent with respect to holding or disposing of the asset. If our analysis indicates that the carrying value of the real estate assets is not recoverable on an undiscounted cash flow basis, we recognize an impairment charge for the amount by which the carrying value exceeds the fair value of the real estate asset.

Determining the fair value of real estate assets, including assets classified as held for sale, involves significant judgment and generally utilizes market capitalization rates, comparable market transactions, estimated per unit or per square foot prices, negotiations with prospective buyers, and forecasted cash flows (lease (primarily lease revenue rates, expense rates, and growth rates, etc.) rates). Our ability to accurately predict future operating results and resulting cash flows, and estimate fair values, impacts the timing and recognition of impairments. While we believe our assumptions are reasonable, changes in these assumptions may have a material impact on our consolidated financial statements.

Recent Accounting Pronouncements

See Note 2 to the Consolidated Financial Statements for the impact of new accounting standards.

Table of Contents

ITEM 7A. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to various market risks, including the potential loss arising from adverse changes in interest rates. We use derivative and other financial instruments in the normal course of business to mitigate interest rate risk. We do not use derivative financial instruments for speculative or trading purposes. Derivatives are recorded on the Consolidated Balance Sheets at fair value (see Note 22 to the Consolidated Financial Statements).

To illustrate the effect of movements in the interest rate markets, we performed a market sensitivity analysis on our hedging instruments. We applied various basis point spreads to the underlying interest rate curves of our derivative portfolio in order to determine the change in fair value. At December 31, 2022, a one percentage point increase or decrease in the underlying interest rate curve would result in a corresponding increase or decrease in the fair value of the derivative instruments by approximately $23 million.

Interest Rate Risk

At December 31, 2021 December 31, 2022, our exposure to interest rate risk was primarily on our variable rate debt. At December 31, 2021 December 31, 2022, $142 million of our variable-rate variable rate mortgage debt was subject swapped to fixed through interest rate swap instruments. At December 31, 2022, the $500 million 2022 Term Loan Facilities were swapped to fixed through forward-starting interest rate swap instruments. The interest rate swap instruments are designated as cash flow hedges, with the objective of managing the exposure to interest rate cap agreements. The risk by converting the interest rates on our variable rate caps are non-designated hedges and manage our exposure debt to variable cash flows on certain mortgage debt borrowings by limiting fixed interest rates. At December 31, 2021 December 31, 2022, both the fair value and carrying value of the interest rate caps swap instruments were$0.4 million. $30 million.

Our remaining variable rate debt at December 31, 2021 December 31, 2022 was comprised of our bank line of credit, commercial paper program and certain of our mortgage debt. Interest rate fluctuations will generally not affect our future earnings or cash flows on our fixed rate debt and assets until their maturity or earlier prepayment and refinancing. If interest rates have risen at the time we seek to refinance our fixed rate debt, whether at maturity or otherwise, our future earnings and cash flows could be adversely affected by additional borrowing costs. Conversely, lower interest rates at the time of refinancing may reduce our overall borrowing costs. However, interest Interest rate changes will affect the fair value of our fixed rate instruments. At December 31, 2021 December 31, 2022, a one percentage point increase or decrease in interest rates would change decrease the fair value of our fixed rate debt by approximately $309 million $214 million and $335 million, respectively, and a one percentage point decrease in interest rates would not materially impact earnings or cash flows. increase the fair value of our fixed rate debt by approximately $229 million. Additionally, a one percentage point increase or decrease in interest rates would change the fair value of our fixed rate debt investments by approximately $2 million and $1 million. These changes would not materially impact earnings or cash flows. Conversely, changes in interest rates on variable rate debt and investments would change our future earnings and cash flows, but not materially impact the fair value of those instruments. Assuming a one percentage point change increase in the interest rate rates related to our variable-rate variable rate debt, and investments, and assuming no other changes in the outstanding balance at December 31, 2021 December 31, 2022, our annual interest expense would increase by approximately $13 million $10 million. Lastly, assuming a one percentage point decrease in the interest rates related to our variable rate loans receivable, and assuming no other changes in the outstanding balance at December 31, 2022, our annual interest income would decrease by $2 million.

Market Risk

We have investments in marketable debt securities classified as held-to-maturity because we have the positive intent and ability to hold the securities to maturity. Held-to-maturity securities are recorded at amortized cost and adjusted for the amortization of premiums and discounts through maturity. We consider a variety of factors in evaluating an other-than-temporary decline in value, such as: the length of time and the extent to which the market value has been less than our current adjusted carrying value; the issuer's financial condition, capital strength, and near-term prospects; any recent events specific to that issuer and economic conditions of its industry; and our investment horizon in relationship to an anticipated near-term recovery in the market value, if any. At December 31, 2021 December 31, 2022, both the fair value and carrying value of marketable debt securities was $21 million $22 million. These securities matured on December 31, 2022, and we received the related proceeds in January 2023.

Table of Contents

ITEM 8. Financial Statements and Supplementary Data

Healthpeak Properties, Inc.

Index to the Consolidated Financial Statements

Table of Contents

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the stockholders and the Board of Directors of Healthpeak Properties, Inc.

Opinion on the Financial Statements

We have audited the accompanying Consolidated Balance Sheets of Healthpeak Properties, Inc. and subsidiaries (the "Company" "Company") as of December 31, 2021 December 31, 2022 and 2020, 2021, the related Consolidated Statements of Operations, Comprehensive Income (Loss), Equity and Redeemable Noncontrolling Interests, and Cash Flows, for each of the three years in the period ended December 31, 2021 December 31, 2022, and the related Notes and the schedules listed in the Index at Item 15 (collectively referred to as the "financial statements" "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021 December 31, 2022 and 2020, 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2021 December 31, 2022, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's Company's internal control over financial reporting as of December 31, 2021 December 31, 2022, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 9, 2022 February 8, 2023, expressed an unqualified opinion on the Company's Company's internal control over financial reporting.

Basis for Opinion

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

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

Critical Audit Matter

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

Impairments – — Real Estate — Refer to Notes 2 and 6 to the financial statements

Critical Audit Matter Description

The Company's evaluation of impairment of real estate involves an assessment of the carrying value of real estate assets and related intangibles ("real estate assets") when events or changes in circumstances indicate that the carrying value may not be recoverable.

Auditing the Company's process to evaluate real estate assets for impairment was complex due to the subjectivity in determining whether impairment indicators were present. Additionally, for real estate assets where indicators of impairment were determined to be present, the determination of the future undiscounted cash flows involved significant judgment. In particular, the undiscounted cash flows were forecasted based on significant assumptions such as lease-up periods, lease revenue rates, operating expenses, and revenue and expense growth rates, etc., and included judgments around the intended hold period and terminal capitalization rates.

Given the Company's evaluation of impairment indicators, future forecasted cash flows and forecasted sales price prices of a long lived asset requires management to make significant estimates and assumptions related to market capitalization rates, comparable market transactions, prices per unit, and/or forecasted cash flow streams, flows, performing audit procedures required a high degree of auditor judgment and an increased extent of effort.

Table of Contents

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to real estate asset impairment included the following, among others:

- We tested the effectiveness of controls over impairment of real estate assets, including those over identifying impairment indicators, and the determination of future forecasted undiscounted cash flows and forecasted sales price prices for real estate assets.
- We performed an independent search for impairment indicators through the evaluation of several factors including an analysis of industry and market data, a comparison of property real estate asset implied capitalization rates to market capitalization rates, and trends in financial performance.
- For real estate assets where indicators of impairment were determined to be present, we subjected a sample of undiscounted cash flow models to testing by (1) evaluating the source information used by management, (2) testing the mathematical accuracy of the undiscounted cash flow models, (3) evaluating management's intended hold period, and (4) performing an independent recoverability test based on market data.

/s/ DELOITTE & TOUCHE LLP

Costa Mesa, California
February 9, 2022 8, 2023
We have served as the Company's Company's auditor since 2010.

Table of Contents

Healthpeak Properties, Inc.

CONSOLIDATED BALANCE SHEETS

(In thousands, except share and per share data)

		December 31,					December 31,			
			2021		2020			2022		2021
ASSETS	**ASSETS**					**ASSETS**				
Real estate:	Real estate:					Real estate:				
Buildings and improvements	Buildings and improvements	$	12,025,271	$	11,048,433	Buildings and improvements	$	12,784,078	$	12,025,271
Development costs and construction in progress	Development costs and construction in progress		877,423		613,182	Development costs and construction in progress		760,355		877,423
Land	Land		2,603,964		1,867,278	Land		2,667,188		2,603,964

Accumulated depreciation and amortization	Accumulated depreciation and amortization	(2,839,229)	(2,409,135)	Accumulated depreciation and amortization	(3,188,138)	(2,839,229)
Net real estate	Net real estate	12,667,429	11,119,758	Net real estate	13,023,483	12,667,429
Net investment in direct financing leases	Net investment in direct financing leases	44,706	44,706	Net investment in direct financing leases	—	44,706
Loans receivable, net of reserves of $1,813 and $10,280		415,811	195,375			
Loans receivable, net of reserves of $8,280 and $1,813				Loans receivable, net of reserves of $8,280 and $1,813	374,832	415,811
Investments in and advances to unconsolidated joint ventures	Investments in and advances to unconsolidated joint ventures	403,634	402,871	Investments in and advances to unconsolidated joint ventures	706,677	403,634
Accounts receivable, net of allowance of $1,870 and $3,994		48,691	42,269			
Accounts receivable, net of allowance of $2,399 and $1,870				Accounts receivable, net of allowance of $2,399 and $1,870	53,436	48,691
Cash and cash equivalents	Cash and cash equivalents	158,287	44,226	Cash and cash equivalents	72,032	158,287
Restricted cash	Restricted cash	53,454	67,206	Restricted cash	54,802	53,454
Intangible assets, net	Intangible assets, net	519,760	519,917	Intangible assets, net	418,061	519,760
Assets held for sale and discontinued operations, net	Assets held for sale and discontinued operations, net	37,190	2,626,306	Assets held for sale and discontinued operations, net	49,866	37,190
Right-of-use asset, net	Right-of-use asset, net	233,942	192,349	Right-of-use asset, net	237,318	233,942
Other assets, net	Other assets, net	674,615	665,106	Other assets, net	780,722	674,615
Total assets	Total assets	$ 15,257,519	$ 15,920,089	Total assets	$ 15,771,229	$ 15,257,519
LIABILITIES AND EQUITY	**LIABILITIES AND EQUITY**			**LIABILITIES AND EQUITY**		
Bank line of credit and commercial paper	Bank line of credit and commercial paper	$ 1,165,975	$ 129,590	Bank line of credit and commercial paper	$ 995,606	$ 1,165,975
Term loan		—	249,182			
Term loans				Term loans	495,957	—
Senior unsecured notes	Senior unsecured notes	4,651,933	5,697,586	Senior unsecured notes	4,659,451	4,651,933
Mortgage debt	Mortgage debt	352,081	221,621	Mortgage debt	346,599	352,081
Intangible liabilities, net	Intangible liabilities, net	177,232	144,199	Intangible liabilities, net	156,193	177,232
Liabilities related to assets held for sale and discontinued operations, net	Liabilities related to assets held for sale and discontinued operations, net	15,056	415,737	Liabilities related to assets held for sale and discontinued operations, net	4,070	15,056
Lease liability	Lease liability	204,547	179,895	Lease liability	208,515	204,547
Accounts payable, accrued liabilities, and other liabilities	Accounts payable, accrued liabilities, and other liabilities	755,384	760,617	Accounts payable, accrued liabilities, and other liabilities	772,485	755,384
Deferred revenue	Deferred revenue	789,207	774,316	Deferred revenue	844,076	789,207
Total liabilities	Total liabilities	8,111,415	8,572,743	Total liabilities	8,482,952	8,111,415
Commitments and contingencies (Note 12)	Commitments and contingencies (Note 12)			Commitments and contingencies (Note 12)		
Redeemable noncontrolling interests	Redeemable noncontrolling interests	87,344	57,396	Redeemable noncontrolling interests	105,679	87,344

Common stock, $1.00 par value: 750,000,000 shares authorized; 539,096,879 and 538,405,393 shares issued and outstanding		539,097	538,405			
Common stock, $1.00 par value: 750,000,000 shares authorized; 546,641,973 and 539,096,879 shares issued and outstanding				Common stock, $1.00 par value: 750,000,000 shares authorized; 546,641,973 and 539,096,879 shares issued and outstanding	546,642	539,097
Additional paid-in capital	Additional paid-in capital	10,100,294	10,175,235	Additional paid-in capital	10,349,614	10,100,294
Cumulative dividends in excess of earnings	Cumulative dividends in excess of earnings	(4,120,774)	(3,976,232)	Cumulative dividends in excess of earnings	(4,269,689)	(4,120,774)
Accumulated other comprehensive income (loss)	Accumulated other comprehensive income (loss)	(3,147)	(3,685)	Accumulated other comprehensive income (loss)	28,134	(3,147)
Total stockholders' equity	Total stockholders' equity	6,515,470	6,733,723	Total stockholders' equity	6,654,701	6,515,470
Joint venture partners	Joint venture partners	342,234	357,069	Joint venture partners	327,721	342,234
Non-managing member unitholders	Non-managing member unitholders	201,056	199,158	Non-managing member unitholders	200,176	201,056
Total noncontrolling interests	Total noncontrolling interests	543,290	556,227	Total noncontrolling interests	527,897	543,290
Total equity	Total equity	7,058,760	7,289,950	Total equity	7,182,598	7,058,760
Total liabilities and equity	Total liabilities and equity	$ 15,257,519	$ 15,920,089	Total liabilities and equity	$ 15,771,229	$ 15,257,519

See accompanying Notes to the Consolidated Financial Statements.

Table of Contents

Healthpeak Properties, Inc.

CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)

		Year Ended December 31,				Year Ended December 31,		
		2021	**2020**	**2019**		**2022**	**2021**	**2020**
Revenues:	**Revenues:**				**Revenues:**			
Rental and related revenues	Rental and related revenues	$ 1,378,384	$ 1,182,108	$ 1,069,502	Rental and related revenues	$ 1,541,775	$ 1,378,384	$ 1,182,108
Resident fees and services	Resident fees and services	471,325	436,494	144,327	Resident fees and services	494,935	471,325	436,494
Income from direct financing leases	Income from direct financing leases	8,702	9,720	16,666	Income from direct financing leases	1,168	8,702	9,720
Interest income	Interest income	37,773	16,553	9,844	Interest income	23,300	37,773	16,553
Total revenues	Total revenues	1,896,184	1,644,875	1,240,339	Total revenues	2,061,178	1,896,184	1,644,875
Costs and expenses:	**Costs and expenses:**				**Costs and expenses:**			
Interest expense	Interest expense	157,980	218,336	217,612	Interest expense	172,944	157,980	218,336
Depreciation and amortization	Depreciation and amortization	684,286	553,949	435,191	Depreciation and amortization	710,569	684,286	553,949
Operating	Operating	773,279	782,541	405,244	Operating	862,991	773,279	782,541
General and administrative	General and administrative	98,303	93,237	92,966	General and administrative	131,033	98,303	93,237
Transaction costs	Transaction costs	1,841	18,342	1,963	Transaction costs	4,853	1,841	18,342

Impairments and loan loss reserves (recoveries), net	Impairments and loan loss reserves (recoveries), net	23,160	42,909	17,708	Impairments and loan loss reserves (recoveries), net	7,004	23,160	42,909
Total costs and expenses	Total costs and expenses	1,738,849	1,709,314	1,170,684	Total costs and expenses	1,889,394	1,738,849	1,709,314
Other income (expense):	**Other income (expense):**				**Other income (expense):**			
Gain (loss) on sales of real estate, net	Gain (loss) on sales of real estate, net	190,590	90,350	(40)	Gain (loss) on sales of real estate, net	9,078	190,590	90,350
Gain (loss) on debt extinguishments	Gain (loss) on debt extinguishments	(225,824)	(42,912)	(58,364)	Gain (loss) on debt extinguishments	—	(225,824)	(42,912)
Other income (expense), net	Other income (expense), net	6,266	234,684	165,069	Other income (expense), net	326,268	6,266	234,684
Total other income (expense), net	Total other income (expense), net	(28,968)	282,122	106,665	Total other income (expense), net	335,346	(28,968)	282,122
Income (loss) before income taxes and equity income (loss) from unconsolidated joint ventures	**Income (loss) before income taxes and equity income (loss) from unconsolidated joint ventures**	128,367	217,683	176,320	**Income (loss) before income taxes and equity income (loss) from unconsolidated joint ventures**	507,130	128,367	217,683
Income tax benefit (expense)	Income tax benefit (expense)	3,261	9,423	5,479	Income tax benefit (expense)	4,425	3,261	9,423
Equity income (loss) from unconsolidated joint ventures	Equity income (loss) from unconsolidated joint ventures	6,100	(66,599)	(6,330)	Equity income (loss) from unconsolidated joint ventures	1,985	6,100	(66,599)
Income (loss) from continuing operations	**Income (loss) from continuing operations**	137,728	160,507	175,469	**Income (loss) from continuing operations**	513,540	137,728	160,507
Income (loss) from discontinued operations	**Income (loss) from discontinued operations**	388,202	267,746	(115,408)	**Income (loss) from discontinued operations**	2,884	388,202	267,746
Net income (loss)	**Net income (loss)**	525,930	428,253	60,061	**Net income (loss)**	516,424	525,930	428,253
Noncontrolling interests' share in continuing operations	Noncontrolling interests' share in continuing operations	(17,851)	(14,394)	(14,558)	Noncontrolling interests' share in continuing operations	(15,975)	(17,851)	(14,394)
Noncontrolling interests' share in discontinued operations	Noncontrolling interests' share in discontinued operations	(2,539)	(296)	27	Noncontrolling interests' share in discontinued operations	—	(2,539)	(296)
Net income (loss) attributable to Healthpeak Properties, Inc.	**Net income (loss) attributable to Healthpeak Properties, Inc.**	505,540	413,563	45,530	**Net income (loss) attributable to Healthpeak Properties, Inc.**	500,449	505,540	413,563
Participating securities' share in earnings	Participating securities' share in earnings	(3,269)	(2,416)	(1,543)	Participating securities' share in earnings	(2,657)	(3,269)	(2,416)
Net income (loss) applicable to common shares	**Net income (loss) applicable to common shares**	$ 502,271	$ 411,147	$ 43,987	**Net income (loss) applicable to common shares**	$ 497,792	$ 502,271	$ 411,147
Basic earnings (loss) per common share:	**Basic earnings (loss) per common share:**				**Basic earnings (loss) per common share:**			

Continuing operations	$ 0.22	$ 0.27	$ 0.33	$ 0.92	$ 0.22	$ 0.27
Discontinued operations	0.71	0.50	(0.24)	0.00	0.71	0.50
Net income (loss) applicable to common shares	$ 0.93	$ 0.77	$ 0.09	$ 0.92	$ 0.93	$ 0.77
Diluted earnings (loss) per common share:						
Continuing operations	$ 0.22	$ 0.27	$ 0.33	$ 0.92	$ 0.22	$ 0.27
Discontinued operations	0.71	0.50	(0.24)	0.00	0.71	0.50
Net income (loss) applicable to common shares	$ 0.93	$ 0.77	$ 0.09	$ 0.92	$ 0.93	$ 0.77
Weighted average shares outstanding:						
Basic	538,930	530,555	486,255	538,809	538,930	530,555
Diluted	539,241	531,056	489,335	539,147	539,241	531,056

See accompanying Notes to the Consolidated Financial Statements.

Table of Contents

Healthpeak Properties, Inc.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(In thousands)

	Year Ended December 31,			Year Ended December 31,		
	2021	**2020**	**2019**	**2022**	**2021**	**2020**
Net income (loss)	$ 525,930	$ 428,253	$ 60,061	$ 516,424	$ 525,930	$ 428,253
Other comprehensive income (loss):						
Net unrealized gains (losses) on derivatives	332	(583)	758	30,145	332	(583)
Change in Supplemental Executive Retirement Plan obligation and other				1,136	457	(258)
Reclassification adjustment realized in net income (loss)	(251)	13	1,023	—	(251)	13
Change in Supplemental Executive Retirement Plan obligation and other	457	(258)	(590)			
Foreign currency translation adjustment	—	—	660			
Total other comprehensive income (loss)	538	(828)	1,851	31,281	538	(828)

Total comprehensive income (loss)	Total comprehensive income (loss)	526,468	427,425	61,912	Total comprehensive income (loss)	547,705	526,468	427,425
Total comprehensive (income) loss attributable to noncontrolling interests' share in continuing operations	Total comprehensive (income) loss attributable to noncontrolling interests' share in continuing operations	(17,851)	(14,394)	(14,558)	Total comprehensive (income) loss attributable to noncontrolling interests' share in continuing operations	(15,975)	(17,851)	(14,394)
Total comprehensive (income) loss attributable to noncontrolling interests' share in discontinued operations	Total comprehensive (income) loss attributable to noncontrolling interests' share in discontinued operations	(2,539)	(296)	27	Total comprehensive (income) loss attributable to noncontrolling interests' share in discontinued operations	—	(2,539)	(296)
Total comprehensive income (loss) attributable to Healthpeak Properties, Inc.	Total comprehensive income (loss) attributable to Healthpeak Properties, Inc.	$ 506,078	$ 412,735	$ 47,381	Total comprehensive income (loss) attributable to Healthpeak Properties, Inc.	$ 531,730	$ 506,078	$ 412,735

See accompanying Notes to the Consolidated Financial Statements.

Healthpeak Properties, Inc.

CONSOLIDATED STATEMENTS OF EQUITY AND REDEEMABLE NONCONTROLLING INTERESTS

(In thousands, except per share data)

	Common Stock									Common Stock		
	Shares	Amount	Additional Paid-In Capital	Cumulative Dividends In Excess Of Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity	Noncontrolling Interests	Total Equity	Redeemable Noncontrolling Interests	Shares	Amount	Addit Paid Cap
December 31, 2018	477,496	$477,496	$ 8,398,847	$(2,927,196)	$ (4,708)	$ 5,944,439	$ 568,152	$6,512,591	$ —			
Impact of adoption of ASU No. 2016-02(1)	—	—	—	590	—	590	—	590	—			
January 1, 2019	477,496	$477,496	$ 8,398,847	$(2,926,606)	$ (4,708)	$ 5,945,029	$ 568,152	$6,513,181	$ —			
Net income (loss)	—	—	—	45,530	—	45,530	14,531	60,061	—			
Other comprehensive income (loss)	—	—	—	—	1,851	1,851	—	1,851	—			
Issuance of common stock, net	27,523	27,523	763,525	—	—	791,048	—	791,048	—			
Conversion of DownREIT units to common stock	213	213	4,932	—	—	5,145	(5,145)	—	—			
Repurchase of common stock	(162)	(162)	(4,881)	—	—	(5,043)	—	(5,043)	—			
Exercise of stock options	152	152	4,386	—	—	4,538	—	4,538	—			
Amortization of stock-based compensation	—	—	18,162	—	—	18,162	—	18,162	—			
Common dividends ($1.48 per share)	—	—	—	(720,123)	—	(720,123)	—	(720,123)	—			
Distributions to noncontrolling interests	—	—	—	—	—	—	(28,301)	(28,301)	(22)			
Issuances of noncontrolling interests	—	—	—	—	—	—	33,318	33,318	—			
Contributions from noncontrolling interests	—	—	—	—	—	—	—	—	2,513			
Purchase of noncontrolling interests	—	—	(1,079)	—	—	(1,079)	(139)	(1,218)	—			

Adjustments to redemption value of redeemable noncontrolling interests		—	—	(8,615)	—	—	(8,615)	—	(8,615)	8,615				
December 31, 2019	**December 31, 2019**	505,222	$505,222	$ 9,175,277	$(3,601,199)	$ (2,857)	$ 6,076,443	$ 582,416	$6,658,859	$ 11,106	**December 31, 2019**	505,222	$505,222	$ 9,17
Impact of adoption of ASU No. 2016-13(2)		—	—	—	(1,524)	—	(1,524)	—	(1,524)	—				
Impact of adoption of ASU No. 2016-13(1)											Impact of adoption of ASU No. 2016-13(1)	—	—	
January 1, 2020	**January 1, 2020**	505,222	$505,222	$ 9,175,277	$(3,602,723)	$ (2,857)	$ 6,074,919	$ 582,416	$6,657,335	$ 11,106	**January 1, 2020**	505,222	$505,222	$ 9,17
Net income (loss)	Net income (loss)	—	—	—	413,563	—	413,563	14,690	428,253	—	Net income (loss)	—	—	
Other comprehensive income (loss)	Other comprehensive income (loss)	—	—	—	—	(828)	(828)	—	(828)	—	Other comprehensive income (loss)	—	—	
Issuance of common stock, net	Issuance of common stock, net	33,307	33,307	1,033,764	—	—	1,067,071	—	1,067,071	—	Issuance of common stock, net	33,307	33,307	1,03
Conversion of DownREIT units to common stock	Conversion of DownREIT units to common stock	120	120	3,957	—	—	4,077	(4,077)	—	—	Conversion of DownREIT units to common stock	120	120	
Repurchase of common stock	Repurchase of common stock	(298)	(298)	(10,231)	—	—	(10,529)	—	(10,529)	—	Repurchase of common stock	(298)	(298)	(1
Exercise of stock options	Exercise of stock options	54	54	1,752	—	—	1,806	—	1,806	—	Exercise of stock options	54	54	
Amortization of stock-based compensation	Amortization of stock-based compensation	—	—	20,534	—	—	20,534	—	20,534	—	Amortization of stock-based compensation	—	—	2
Common dividends ($1.48 per share)	Common dividends ($1.48 per share)	—	—	—	(787,072)	—	(787,072)	—	(787,072)	—	Common dividends ($1.48 per share)	—	—	
Distributions to noncontrolling interests	Distributions to noncontrolling interests	—	—	—	—	—	—	(36,994)	(36,994)	(160)	Distributions to noncontrolling interests	—	—	
Contributions from noncontrolling interests	Contributions from noncontrolling interests	—	—	—	—	—	—	—	—	443	Contributions from noncontrolling interests	—	—	
Purchase of noncontrolling interests	Purchase of noncontrolling interests	—	—	(3,811)	—	—	(3,811)	192	(3,619)	—	Purchase of noncontrolling interests	—	—	(
Adjustments to redemption value of redeemable noncontrolling interests	Adjustments to redemption value of redeemable noncontrolling interests	—	—	(46,007)	—	—	(46,007)	—	(46,007)	46,007	Adjustments to redemption value of redeemable noncontrolling interests	—	—	(4
December 31, 2020	**December 31, 2020**	538,405	$538,405	$10,175,235	$(3,976,232)	$ (3,685)	$ 6,733,723	$ 556,227	$7,289,950	$ 57,396	**December 31, 2020**	538,405	$538,405	$10,17
Net income (loss)											Net income (loss)	—	—	

Other comprehensive income (loss)	Other comprehensive income (loss)	—	—	
Issuance of common stock, net	Issuance of common stock, net	1,005	1,005	
Conversion of DownREIT units to common stock	Conversion of DownREIT units to common stock	8	8	
Repurchase of common stock	Repurchase of common stock	(418)	(418)	(1
Exercise of stock options	Exercise of stock options	97	97	
Amortization of stock-based compensation	Amortization of stock-based compensation	—	—	2
Common dividends ($1.20 per share)	Common dividends ($1.20 per share)	—	—	
Distributions to noncontrolling interests	Distributions to noncontrolling interests	—	—	
Purchase of noncontrolling interests	Purchase of noncontrolling interests	—	—	
Contributions from noncontrolling interests	Contributions from noncontrolling interests	—	—	
Adjustments to redemption value of redeemable noncontrolling interests	Adjustments to redemption value of redeemable noncontrolling interests	—	—	(8
December 31, 2021	**December 31, 2021**	539,097	$539,097	$10,10

Healthpeak Properties, Inc.

CONSOLIDATED STATEMENTS OF EQUITY AND REDEEMABLE NONCONTROLLING INTERESTS (CONTINUED)

(In thousands, except per share data)

		Common Stock										Common Stock		
		Shares	Amount	Additional Paid-In Capital	Cumulative Dividends In Excess Of Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity	Noncontrolling Interests	Total Equity	Redeemable Noncontrolling Interests		Shares	Amount	Addit Paid Cap
December 31, 2020		538,405	$538,405	$10,175,235	$(3,976,232)	$ (3,685)	$ 6,733,723	$ 556,227	$7,289,950	$ 57,396				
December 31, 2021											**December 31, 2021**	539,097	$539,097	$10,10
Net income (loss)	Net income (loss)	—	—	—	505,540	—	505,540	20,346	525,886	44	Net income (loss)	—	—	

Other comprehensive income (loss)	Other comprehensive income (loss)	—	—	—	—	538	538	—	538	—	Other comprehensive income (loss)	—	—	
Issuance of common stock, net	Issuance of common stock, net	1,005	1,005	740	—	—	1,745	—	1,745	—	Issuance of common stock, net	9,936	9,936	29
Conversion of DownREIT units to common stock	Conversion of DownREIT units to common stock	8	8	193	—	—	201	(201)	—	—	Conversion of DownREIT units to common stock	27	27	
Repurchase of common stock	Repurchase of common stock	(418)	(418)	(12,423)	—	—	(12,841)	—	(12,841)	—	Repurchase of common stock	(2,418)	(2,418)	(6
Exercise of stock options		97	97	3,194	—	—	3,291	—	3,291	—				
Amortization of stock-based compensation	Amortization of stock-based compensation	—	—	22,851	—	—	22,851	—	22,851	—	Amortization of stock-based compensation	—	—	3
Common dividends ($1.20 per share)	Common dividends ($1.20 per share)	—	—	—	(650,082)	—	(650,082)	—	(650,082)	—	Common dividends ($1.20 per share)	—	—	
Distributions to noncontrolling interests	Distributions to noncontrolling interests	—	—	—	—	—	—	(33,017)	(33,017)	(162)	Distributions to noncontrolling interests	—	—	
Purchase of noncontrolling interests		—	—	(5)	—	—	(5)	(65)	(70)	(60,065)				
Contributions from noncontrolling interests	Contributions from noncontrolling interests	—	—	—	—	—	—	—	—	640	Contributions from noncontrolling interests	—	—	
Adjustments to redemption value of redeemable noncontrolling interests	Adjustments to redemption value of redeemable noncontrolling interests	—	—	(89,491)	—	—	(89,491)	—	(89,491)	89,491	Adjustments to redemption value of redeemable noncontrolling interests	—	—	(1
December 31, 2021		539,097	$539,097	$10,100,294	$(4,120,774)	$ (3,147)	$ 6,515,470	$ 543,290	$7,058,760	$ 87,344				
December 31, 2022											**December 31, 2022**	546,642	$546,642	$10,34

(1) On January 1, 2019 January 1, 2020, the Company adopted a series of Accounting Standards Updates ("ASUs") related to accounting for leases, and recognized the cumulative-effect of adoption to beginning retained earnings. Refer to Note 2 for a detailed impact of adoption.

(2) On January 1, 2020, the Company adopted a series of ASUs related to accounting for credit losses and recognized the cumulative-effect of adoption to beginning retained earnings. Refer to Note 2 for a detailed impact of adoption.

See accompanying Notes to the Consolidated Financial Statements.

Healthpeak Properties, Inc.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

		Year Ended December 31,				Year Ended December 31,		
		2021	2020	2019		2022	2021	2020
Cash flows from operating activities:	**Cash flows from operating activities:**				**Cash flows from operating activities:**			
Net income (loss)	Net income (loss)	$ 525,930	$ 428,253	$ 60,061	Net income (loss)	$ 516,424	$ 525,930	$ 428,253

Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:	Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:				Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Depreciation and amortization of real estate, in-place lease, and other intangibles	Depreciation and amortization of real estate, in-place lease, and other intangibles	684,286	697,143	659,989	Depreciation and amortization of real estate, in-place lease, and other intangibles	710,569	684,286	697,143
Amortization of stock-based compensation		18,202	17,368	18,162				
Stock-based compensation amortization expense					Stock-based compensation amortization expense	26,456	18,202	17,368
Amortization of deferred financing costs	Amortization of deferred financing costs	9,216	10,157	10,863	Amortization of deferred financing costs	10,881	9,216	10,157
Straight-line rents	Straight-line rents	(31,188)	(24,532)	(22,479)	Straight-line rents	(49,183)	(31,188)	(24,532)
Amortization of nonrefundable entrance fees and above/below market lease intangibles	Amortization of nonrefundable entrance fees and above/below market lease intangibles	(94,362)	(81,914)	—	Amortization of nonrefundable entrance fees and above/below market lease intangibles	(102,747)	(94,362)	(81,914)
Equity loss (income) from unconsolidated joint ventures	Equity loss (income) from unconsolidated joint ventures	(11,235)	67,787	8,625	Equity loss (income) from unconsolidated joint ventures	(2,049)	(11,235)	67,787
Distributions of earnings from unconsolidated joint ventures	Distributions of earnings from unconsolidated joint ventures	4,976	12,294	20,114	Distributions of earnings from unconsolidated joint ventures	943	4,976	12,294
Loss (gain) on sale of real estate under direct financing leases	Loss (gain) on sale of real estate under direct financing leases	—	(41,670)	—	Loss (gain) on sale of real estate under direct financing leases	(22,693)	—	(41,670)
Deferred income tax expense (benefit)	Deferred income tax expense (benefit)	(5,792)	(14,573)	(18,253)	Deferred income tax expense (benefit)	(6,001)	(5,792)	(14,573)
Impairments and loan loss reserves (recoveries), net	Impairments and loan loss reserves (recoveries), net	55,896	244,253	225,937	Impairments and loan loss reserves (recoveries), net	7,004	55,896	244,253
Loss (gain) on debt extinguishments	Loss (gain) on debt extinguishments	225,824	42,912	58,364	Loss (gain) on debt extinguishments	—	225,824	42,912
Loss (gain) on sales of real estate, net	Loss (gain) on sales of real estate, net	(605,311)	(550,494)	(22,900)	Loss (gain) on sales of real estate, net	(10,422)	(605,311)	(550,494)
Loss (gain) upon change of control, net	Loss (gain) upon change of control, net	(1,042)	(159,973)	(168,023)	Loss (gain) upon change of control, net	(311,438)	(1,042)	(159,973)
Casualty-related loss (recoveries), net	Casualty-related loss (recoveries), net	1,632	469	(3,706)	Casualty-related loss (recoveries), net	7,168	1,632	469
Other non-cash items	Other non-cash items	(8,178)	2,175	(2,569)	Other non-cash items	6,489	(8,178)	2,175
Changes in:	Changes in:				Changes in:			

Decrease (increase) in accounts receivable and other assets, net	Decrease (increase) in accounts receivable and other assets, net	18,626	15,281	(49,771)	Decrease (increase) in accounts receivable and other assets, net	(17,433)	18,626	15,281
Increase (decrease) in accounts payable, accrued liabilities, and deferred revenue	Increase (decrease) in accounts payable, accrued liabilities, and deferred revenue	7,768	93,495	71,659	Increase (decrease) in accounts payable, accrued liabilities, and deferred revenue	136,293	7,768	93,495
Net cash provided by (used in) operating activities	Net cash provided by (used in) operating activities	795,248	758,431	846,073	Net cash provided by (used in) operating activities	900,261	795,248	758,431
Cash flows from investing activities:	**Cash flows from investing activities:**				**Cash flows from investing activities:**			
Acquisitions of real estate	Acquisitions of real estate	(1,483,026)	(1,170,651)	(1,604,285)	Acquisitions of real estate	(178,133)	(1,483,026)	(1,170,651)
Development, redevelopment, and other major improvements of real estate	Development, redevelopment, and other major improvements of real estate	(610,555)	(791,566)	(626,904)	Development, redevelopment, and other major improvements of real estate	(861,636)	(610,555)	(791,566)
Leasing costs, tenant improvements, and recurring capital expenditures	Leasing costs, tenant improvements, and recurring capital expenditures	(111,480)	(94,121)	(108,844)	Leasing costs, tenant improvements, and recurring capital expenditures	(108,510)	(111,480)	(94,121)
Proceeds from sales of real estate, net	Proceeds from sales of real estate, net	2,399,120	1,304,375	230,455	Proceeds from sales of real estate, net	47,885	2,399,120	1,304,375
Proceeds from the South San Francisco JVs transaction, net					Proceeds from the South San Francisco JVs transaction, net	125,985	—	—
Acquisition of CCRC Portfolio	Acquisition of CCRC Portfolio	—	(394,177)	—	Acquisition of CCRC Portfolio	—	—	(394,177)
Contributions to unconsolidated joint ventures	Contributions to unconsolidated joint ventures	(25,260)	(39,118)	(14,956)	Contributions to unconsolidated joint ventures	(21,143)	(25,260)	(39,118)
Distributions in excess of earnings from unconsolidated joint ventures	Distributions in excess of earnings from unconsolidated joint ventures	37,640	18,555	27,072	Distributions in excess of earnings from unconsolidated joint ventures	12,518	37,640	18,555
Proceeds from insurance recovery	Proceeds from insurance recovery	—	1,802	9,359	Proceeds from insurance recovery	1,450	—	1,802
Proceeds from the U.K. JV transaction, net		—	—	89,868				
Proceeds from the Sovereign Wealth Fund Senior Housing JV transaction, net		—	—	354,774				
Proceeds from sales/principal repayments on loans receivable and direct financing leases	Proceeds from sales/principal repayments on loans receivable and direct financing leases	342,420	202,763	274,150	Proceeds from sales/principal repayments on loans receivable and direct financing leases	115,988	342,420	202,763
Investments in loans receivable and other	Investments in loans receivable and other	(17,827)	(45,562)	(79,467)	Investments in loans receivable and other	(10,747)	(17,827)	(45,562)
Net cash provided by (used in) investing activities	Net cash provided by (used in) investing activities	531,032	(1,007,700)	(1,448,778)	Net cash provided by (used in) investing activities	(876,343)	531,032	(1,007,700)

Cash flows from financing activities:	**Cash flows from financing activities:**				**Cash flows from financing activities:**			
Borrowings under bank line of credit and commercial paper	Borrowings under bank line of credit and commercial paper	16,821,450	4,742,600	7,607,788	Borrowings under bank line of credit and commercial paper	15,882,153	16,821,450	4,742,600
Repayments under bank line of credit and commercial paper	Repayments under bank line of credit and commercial paper	(15,785,065)	(4,706,010)	(7,597,047)	Repayments under bank line of credit and commercial paper	(16,052,522)	(15,785,065)	(4,706,010)
Issuance and borrowings of debt, excluding bank line of credit and commercial paper		1,088,537	594,750	2,047,069				
Repayments and repurchase of debt, excluding bank line of credit and commercial paper		(2,425,936)	(568,343)	(1,654,142)				
Borrowings under term loan		—	—	250,000				
Issuances and borrowings of term loans, senior unsecured notes, and mortgage debt					Issuances and borrowings of term loans, senior unsecured notes, and mortgage debt	500,000	1,088,537	594,750
Repayments and repurchases of term loans, senior unsecured notes, and mortgage debt					Repayments and repurchases of term loans, senior unsecured notes, and mortgage debt	(5,048)	(2,425,936)	(568,343)
Payments for debt extinguishment and deferred financing costs	Payments for debt extinguishment and deferred financing costs	(236,942)	(47,210)	(80,616)	Payments for debt extinguishment and deferred financing costs	(4,171)	(236,942)	(47,210)
Issuance of common stock and exercise of options		5,036	1,068,877	795,586				
Issuance of common stock and exercise of options, net of offering costs					Issuance of common stock and exercise of options, net of offering costs	308,100	5,036	1,068,877
Repurchase of common stock	Repurchase of common stock	(12,841)	(10,529)	(5,043)	Repurchase of common stock	(67,838)	(12,841)	(10,529)
Dividends paid on common stock	Dividends paid on common stock	(650,082)	(787,072)	(720,123)	Dividends paid on common stock	(648,047)	(650,082)	(787,072)
Distributions to and purchase of noncontrolling interests					Distributions to and purchase of noncontrolling interests	(30,549)	(93,314)	(40,613)
Contributions from and issuance of noncontrolling interests	Contributions from and issuance of noncontrolling interests	640	—	33,318	Contributions from and issuance of noncontrolling interests	1,390	640	—
Distributions to and purchase of noncontrolling interests		(93,314)	(40,613)	(29,519)				
Net cash provided by (used in) financing activities	Net cash provided by (used in) financing activities	(1,288,517)	246,450	647,271	Net cash provided by (used in) financing activities	(116,532)	(1,288,517)	246,450
Effect of foreign exchanges on cash, cash equivalents and restricted cash	Effect of foreign exchanges on cash, cash equivalents and restricted cash	—	(153)	245	Effect of foreign exchanges on cash, cash equivalents and restricted cash	—	—	(153)
Net increase (decrease) in cash, cash equivalents and restricted cash	Net increase (decrease) in cash, cash equivalents and restricted cash	37,763	(2,972)	44,811	Net increase (decrease) in cash, cash equivalents and restricted cash	(92,614)	37,763	(2,972)

Cash, cash equivalents and restricted cash, beginning of year	Cash, cash equivalents and restricted cash, beginning of year	181,685	184,657	139,846	Cash, cash equivalents and restricted cash, beginning of year	219,448	181,685	184,657
Cash, cash equivalents and restricted cash, end of year	Cash, cash equivalents and restricted cash, end of year	$ 219,448	$ 181,685	$ 184,657	Cash, cash equivalents and restricted cash, end of year	$ 126,834	$ 219,448	$ 181,685

See accompanying Notes to the Consolidated Financial Statements.

Healthpeak Properties, Inc.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. Business

Overview

Healthpeak Properties, Inc., a Standard & Poor's 500 company, is a Maryland corporation that is organized to qualify as a real estate investment trust ("REIT") that, together with its consolidated entities (collectively, "Healthpeak" or the "Company"), invests primarily in real estate serving the healthcare industry in the United States ("U.S."). Healthpeak® acquires, develops, owns, leases, owns, and manages healthcare real estate. The Company's diverse portfolio is comprised of investments in the following reportable healthcare segments: (i) life science; (ii) medical office; and (iii) continuing care retirement community ("CCRC").

The Company's corporate headquarters are located in Denver, Colorado, and it has additional offices in Irvine, California, Tennessee, and Franklin, Tennessee. Massachusetts.

Senior Housing Triple-Net and Senior Housing Operating Portfolio Dispositions UPREIT Reorganization

During 2020, the Company established and began executing a plan to dispose of its senior housing triple-net and Senior Housing Operating Property ("SHOP") properties. As of December 31, 2020 On February 7, 2023, the Company concluded entered into an Agreement and Plan of Merger (the "Merger Agreement") with New Healthpeak, Inc., a Maryland corporation ("New Healthpeak") and its wholly owned subsidiary, and Healthpeak Merger Sub, Inc., a Maryland corporation ("Merger Sub") that is a wholly owned subsidiary of New Healthpeak. The purpose of the transactions contemplated by the Merger Agreement is for the Company to implement a corporate reorganization into a new holding company structure commonly referred to as an Umbrella Partnership Real Estate Investment Trust, or UPREIT (the "Reorganization").

Pursuant to the Merger Agreement, Merger Sub will merge with and into the Company, with the Company continuing as the surviving corporation and a wholly owned subsidiary of New Healthpeak (the "Merger"). The Merger is expected to be effective as of February 10, 2023 (the "Effective Time"). As part of the Merger, the Company's name will change to Healthpeak Properties Interim, Inc., and, effective immediately after the Effective Time, New Healthpeak's name will be changed to Healthpeak Properties, Inc. The Merger is expected to be conducted in accordance with Section 3-106.2 of the Maryland General Corporation Law. Accordingly, the Merger will not require the approval of the Company's stockholders, and the Merger will not give rise to statutory dissenters' rights.

In connection with the Reorganization and immediately following the Merger, the Company will convert from a Maryland corporation to a Maryland limited liability company named Healthpeak OP, LLC ("Healthpeak OP").

Following the Merger, the business, management and board of directors of New Healthpeak will be identical to the business, management and board of directors of the company immediately before the Merger, except that the planned dispositions represented a strategic shift business of the company is expected to be conducted exclusively through Healthpeak OP. The consolidated assets and liabilities of New Healthpeak immediately following the Merger will be identical to the consolidated assets and liabilities of the Company immediately prior to the Merger. New Healthpeak will not hold any assets directly other than its ownership interest in Healthpeak OP and certain de minimis assets that had and will have a major effect on the Company's operations and financial results. Therefore, senior housing triple-net and SHOP assets meeting the may be held for sale criteria are classified as discontinued operations in all periods presented herein. In September 2021, certain administrative functions. None of the properties owned by the Company successfully completed the disposition or its subsidiaries or any interests therein will be transferred as part of the remaining senior housing triple-net and SHOP properties. See Note 5 for further information.

Covid Update

The coronavirus ("Covid") pandemic has caused significant disruption Reorganization. All material indebtedness of the Company immediately prior to individuals, governments, financial markets, and businesses, including the Company. The Company's tenants, operators, and borrowers have experienced significant cost increases as a result Merger will remain the indebtedness of increased health and safety measures, staffing shortages, increased governmental regulation and compliance, vaccine mandates, and other operational changes necessitated either directly or indirectly by Healthpeak OP after the Covid pandemic. The Company evaluated the impacts of Covid on its business thus far and incorporated information concerning the impact of Covid into its assessments of liquidity, impairments, and collectibility from tenants, residents, and borrowers as of December 31, 2021. The Company will continue to monitor such impacts and will adjust its estimates and assumptions based on the best available information. Merger.

NOTE 2. Summary of Significant Accounting Policies

Use of Estimates

Management is required to make estimates and assumptions in the preparation of financial statements in conformity with U.S. generally accepted accounting principles ("GAAP"). These estimates and assumptions affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from management's estimates.

Basis of Presentation

The consolidated financial statements include the accounts of Healthpeak Properties, Inc., its wholly-owned subsidiaries, joint ventures (“JVs”), and variable interest entities (“VIEs”) that it controls through voting rights or other means. Intercompany transactions and balances have been eliminated upon consolidation.

The Company is required to continually evaluate its VIE relationships and consolidate these entities when it is determined to be the primary beneficiary of their operations. A VIE is broadly defined as an entity where either: (i) the equity investment at risk is insufficient to finance that entity’s activities without additional subordinated financial support, (ii) substantially all of an entity’s activities either involve or are conducted on behalf of an investor that has disproportionately few voting rights, or (iii) the equity investors as a group lack any of the following: (a) the power through voting or similar rights to direct the activities of an entity that most significantly impact the entity’s economic performance, (b) the obligation to absorb the expected losses of an entity, or (c) the right to receive the expected residual returns of an entity. Criterion (iii) above is generally applied to limited partnerships and similarly structured entities by assessing whether a simple majority of the limited partners hold substantive rights to participate in the significant decisions of the entity or have the ability to remove the decision maker or liquidate the entity without cause. If neither of those criteria are met, the entity is a VIE.

The designation of an entity as a VIE is reassessed upon certain events, including, but not limited to: (i) a change to the contractual arrangements of the entity or in the ability of a party to exercise its participation or kick-out rights, (ii) a change to the capitalization structure of the entity, or (iii) acquisitions or sales of interests that constitute a change in control.

A variable interest holder is considered to be the primary beneficiary of a VIE if it has the power to direct the activities of a VIE that most significantly impact the entity’s economic performance and has the obligation to absorb losses of, or the right to receive benefits from, the entity that could potentially be significant to the VIE. The Company qualitatively assesses whether it is (or is not) the primary beneficiary of a VIE. Consideration of various factors include, but is not limited to, which activities most significantly impact the entity’s economic performance and the ability to direct those activities, its form of ownership interest, its representation on the VIE’s governing body, the size and seniority of its investment, its ability and the rights of other investors to participate in policy making decisions, its ability to manage its ownership interest relative to the other interest holders, and its ability to replace the VIE manager and/or liquidate the entity.

For its investments in joint ventures that are not considered to be VIEs, the Company evaluates the type of ownership rights held by the limited partner(s) that may preclude consolidation by the majority interest holder. The assessment of limited partners’ rights and their impact on the control of a joint venture should be made at inception of the joint venture and continually reassessed.

Revision to Additional Paid-In Capital and Redeemable Noncontrolling Interests

During the third quarter of 2021, the Company identified and corrected immaterial errors in the classification and redemption value of redeemable noncontrolling interests of consolidated joint ventures in its Life Sciences segment. On the Consolidated Balance Sheet as of December 31, 2020, the Company corrected the classification of its redeemable noncontrolling interests and increased the balance to its estimated redemption value, with a corresponding decrease to additional paid-in capital (“APIC”) in accordance with Accounting Standards Codification (“ASC”) 480, *Distinguishing Liabilities from Equity*.

The increase in the unrealized value of the redeemable noncontrolling interests was largely attributable to rapidly rising rents and compressing capitalization rates in the market in which the entities operate, and was identified and corrected by management. The Company determined the impact of the adjustments to be immaterial, individually and in the aggregate, based on consideration of quantitative and qualitative factors. As such, these adjustments are reflected in this Annual Report on Form 10-K.

These adjustments had no impact on the Consolidated Statements of Cash Flows, Consolidated Statements of Operations, or any per share amounts. The following table provides the impact of the adjustment to the Company’s previously reported Consolidated Balance Sheet as of December 31, 2020 (in thousands):

	December 31, 2020		
	Previously Reported	Adjustments	As Corrected
Consolidated Balance Sheet			
Accounts payable, accrued liabilities, and other liabilities	$ 763,391	$ (2,774)	$ 760,617
Total liabilities	8,575,517	(2,774)	8,572,743
Redeemable noncontrolling interests	—	57,396	57,396
Additional paid-in capital	10,229,857	(54,622)	10,175,235
Total stockholders’ equity	6,788,345	(54,622)	6,733,723
Total equity	7,344,572	(54,622)	7,289,950
Total liabilities and equity	15,920,089	—	15,920,089

In addition to the changes made to reflect the impact of the correction described above, the Company made changes (all amounts in thousands) to the Consolidated Statement of Equity and Redeemable Noncontrolling Interests to decrease APIC, total stockholders’ equity, and total equity as of December 31, 2019 by $8,615 with a corresponding increase to redeemable noncontrolling interests of $11,106 and a decrease to accounts payable, accrued liabilities, and other liabilities as of December 31, 2019 of $2,491 on the Consolidated Balance Sheet.

Revenue Recognition

Lease Classification

The Company classifies a lease as an operating lease if none of the following criteria are met: (i) transfer of ownership to the lessee by the end of the lease term, (ii) lessee has a purchase option during or at the end of the lease term that it is reasonably certain to exercise, (iii) the lease term is for the major part of the remaining economic life of the underlying asset, (iv) the present value of future minimum lease payments is equal to substantially all of the fair value of the underlying asset, or (v) the underlying asset is of such a specialized nature that it is expected to have no alternative use to the Company at the end of the lease term.

Rental and Related Revenues

The Company recognizes rental revenue from its life science and medical office properties in accordance with Accounting Standards Codification ("ASC") 842, *Leases* ("ASC 842"). The Company commences recognition of rental revenue for operating lease arrangements when the tenant has taken possession or controls the physical use of a leased asset. The tenant is not considered to have taken physical possession or have control of the leased asset until the Company-owned tenant improvements are substantially complete. If a lease arrangement provides for tenant improvements, the Company determines whether the tenant improvements are owned by the tenant or the Company. When the Company is the owner of the tenant improvements, any tenant improvements funded by the tenant are treated as lease payments which are deferred and amortized into income over the lease term. When the tenant is the owner of the tenant improvements, any tenant improvement allowance that is funded by the Company is treated as a lease incentive and amortized as a reduction of revenue over the lease term.

Ownership of tenant improvements is determined based on various factors including, but not limited to, the following criteria:

- lease stipulations of how and on what a tenant improvement allowance may be spent;
- which party to the arrangement retains legal title to the tenant improvements upon lease expiration;
- whether the tenant improvements are unique to the tenant or general purpose in nature;
- if the tenant improvements are expected to have significant residual value at the end of the lease term;
- the responsible party for construction cost overruns; and
- which party constructs or directs the construction of the improvements.

Certain leases provide for additional rents that are contingent upon a percentage of the facility's revenue in excess of specified base amounts or other thresholds. Such revenue is recognized when actual results reported by the tenant or estimates of tenant results, exceed the base amount or other thresholds, and only after any contingency has been removed (when the related thresholds are achieved). This may result in the recognition of rental revenue in periods subsequent to when such payments are received.

Tenant recoveries subject to operating leases generally relate to the reimbursement of real estate taxes, insurance, and repair and maintenance expense, and are recognized as both revenue (in rental and related revenues) and expense (in operating expenses) in the period the expense is incurred as the Company is the party paying the service provider. Rental and related revenues from other variable payments are recognized when the associated contingencies are removed. In accordance with ASC 842, the Company accounts for lease and nonlease components as a single lease component for the purpose of revenue recognition and disclosure.

For operating leases with minimum scheduled rent increases, the Company recognizes income on a straight line basis over the lease term when collectibility of future minimum lease payments is probable. Recognizing rental income on a straight line basis results in a difference in the timing of revenue amounts from what is contractually due from tenants. If the Company determines that collectibility of future minimum lease payments is not probable, the straight-line rent receivable balance is written off and recognized as a decrease in revenue in that period and future revenue recognition is limited to amounts contractually owed and paid. If it is no longer probable that substantially all future minimum lease payments under operating leases will be received, the accounts receivable and straight-line rent receivable balance is written off and recognized as a decrease in revenue in that period.

The Company's operating leases generally contain options to extend lease terms at prevailing market rates at the time of expiration. Certain operating leases contain early termination options that require advance notice and payment of a penalty, which in most cases is substantial enough to be deemed economically disadvantageous by a tenant to exercise.

Resident Fees and Services

The Company recognizes resident fee and service revenue from its Senior Housing Operating Property ("SHOP") portfolios and CCRC properties in accordance with ASC 606, *Revenue from Contracts with Customers*. Resident fee revenue is recorded when services are rendered and includes resident room and care charges, community fees, and other resident charges. Residency agreements for SHOP and CCRC facilities are generally for a term of 30 days to one year, with resident fees billed monthly, in advance. Revenue for certain care related services is recognized as services are provided and is billed monthly in arrears.

Certain of the Company's Company's CCRCs are operated as entrance fee communities, which typically require a resident to pay an upfront entrance fee that includes both a refundable portion and non-refundable portion. When the Company receives a nonrefundable entrance fee, it is recorded in deferred revenue in the Consolidated Balance Sheets and amortized into revenue over the estimated stay of the resident. The Company utilizes third-party actuarial experts in its determination of the estimated stay of residents. At December 31, 2021 and 2020, unamortized nonrefundable entrance fee liabilities were$496 million and $484 million, respectively.

Income from Direct Financing Leases

The Company utilizes the direct finance method of accounting to record DFL direct financing lease ("DFL") income. For a lease accounted for as a DFL, the net investment in the DFL represents receivables for the sum of future minimum lease payments and the estimated residual value of the leased property, less the unamortized unearned income. Unearned income is deferred and amortized to income over the lease term to provide a constant yield when collectibility of the lease payments is reasonably assured. During the first quarter of 2022, the Company sold its remaining hospital under a DFL.

Interest Income

Loans receivable are classified as held-for-investment based on management's intent and ability to hold the loans for the foreseeable future or to maturity. Loans held-for-investment are carried at amortized cost and reduced by a valuation allowance for estimated credit losses, as necessary. The Company recognizes interest income on loans, including the amortization of discounts and premiums, loan fees paid and received, using the interest method. The interest method is applied on a loan-by-loan basis when When collectibility of the future payments is reasonably assured. Premiums assured, the Company utilizes the interest method on a loan-by-loan basis to recognize interest income on its loans, which includes the amortization of discounts and discounts are recognized premiums as yield adjustments over the term of the related loans. well as loan fees paid and received.

Gain (loss) on sales of real estate, net

The Company recognizes a gain (loss) on sale of real estate when the criteria for an asset to be derecognized are met, which include when: (i) a contract exists, (ii) the buyer obtains control of the asset, and (iii) it is probable that the Company will receive substantially all of the consideration to which it is entitled. These criteria are generally satisfied at the time of sale.

Government Grant Income

On March 27, 2020, the federal government enacted the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") to provide financial aid to individuals, businesses, and state and local governments. During the years ended December 31, 2021 December 31, 2022, 2021, and 2020, the Company received government grants under the CARES Act primarily to cover increased expenses and lost revenue during the Covid pandemic. pandemic caused by the coronavirus disease ("Covid"). Grant income is recognized when there is reasonable assurance to the extent that the grant will be qualifying expenses and lost revenues exceed grants received and the Company will comply with all conditions attached to the grant. Additionally, grants are recognized over the periods in which the Company recognizes the increased expenses and lost revenue the grants are intended to defray. As of December 31, 2021 December 31, 2022, the amount of qualifying expenditures and lost revenue exceeded grant income recognized and the Company believes it has complied and will continue to comply with all grant conditions. In the event of non-compliance, all such amounts received are subject to recapture.

The following table summarizes information related to government grant income received and recognized by the Company (in thousands):

	Year Ended December 31,		
	2021	2020	2019
Government grant income recorded in other income (expense), net	$ 1,412	$ 16,198	$ —
Government grant income recorded in equity income (loss) from unconsolidated joint ventures	1,749	1,279	—
Government grant income recorded in income (loss) from discontinued operations	3,669	15,436	—
Total government grants received	$ 6,830	$ 32,913	$ —

From January 1, 2022 through February 7, 2022, the Company received $7 million in government grants under the CARES Act, including $0.6 million for its share of funds received by certain unconsolidated joint ventures, which will be recognized during the first quarter of 2022.

	Year Ended December 31,		
	2022	2021	2020
Government grant income recorded in other income (expense), net	$ 6,765	$ 1,412	$ 16,198
Government grant income recorded in equity income (loss) from unconsolidated joint ventures	878	1,749	1,279
Government grant income recorded in income (loss) from discontinued operations	217	3,669	15,436
Total government grants received	$ 7,860	$ 6,830	$ 32,913

Credit Losses

The Company evaluates the liquidity and creditworthiness of its occupants, operators, and borrowers on a monthly and quarterly basis. The Company's evaluation considers payment history and current credit status, industry and economic conditions, individual and portfolio property performance, credit enhancements, liquidity, and other factors. The Company's occupants, operators, and borrowers furnish property, portfolio, and guarantor/operator-level financial statements, among other information, on a monthly or quarterly basis; the Company utilizes this financial information to calculate the lease or debt service coverages that it uses as a primary credit quality indicator. Lease and debt service coverage information is evaluated together with other property, portfolio, and operator performance information, including revenue, expense, net operating income, occupancy, rental rate, reimbursement trends, capital expenditures, and EBITDA (defined as earnings before interest, tax, and depreciation and amortization), along with other liquidity measures. The Company evaluates, on a monthly basis or immediately upon a significant change in circumstance, its occupants', operators', and borrowers' ability to service their obligations with the Company.

In connection with the Company's quarterly review process or upon the occurrence of a significant event, loans receivable and DFLs (collectively, "finance receivables"), are reviewed and assigned an internal rating of Performing, Watch List, or Workout. Finance receivables that are deemed Performing meet all present contractual obligations, and collection and timing, of all amounts owed is reasonably assured. Watch List finance receivables are defined as finance receivables that do not meet the definition of Performing or Workout. Workout finance receivables are defined as finance receivables in which the Company has determined, based on current information and events, that: (i) it is probable it will be unable to collect all amounts due according to the contractual terms of the agreement, (ii) the tenant, operator, or borrower is delinquent on making payments under the contractual terms of the agreement, and (iii) the Company has commenced action or anticipates pursuing action in the near term to seek recovery of its investment.

Finance receivables are placed on nonaccrual status when management determines that the collectibility of contractual amounts is not reasonably assured (the asset will have an internal rating of either Watch List or Workout). Further, the Company performs a credit analysis to support the tenant's, operator's, borrower's, and/or guarantor's repayment capacity and the underlying collateral values. The Company uses the cash basis method of accounting for finance receivables placed on nonaccrual status unless one of the following conditions exist whereby it utilizes the cost recovery method of accounting if: (i) the Company determines that it is probable that it will only recover the recorded investment in the finance receivable, net of associated allowances or charge-offs (if any), or (ii) the Company cannot reasonably estimate the amount of an impaired finance receivable. For cash basis method of accounting, the Company applies payments received, excluding principal paydowns, to interest income so long as that amount does not exceed the amount that would have been earned under the original contractual terms. For cost recovery method of accounting, any payment received is applied to reduce the recorded investment. Generally, the Company returns a finance receivable to accrual status when all delinquent payments become current under the terms of the loan or lease agreements and collectibility of the remaining contractual loan or lease payments is reasonably assured.

Prior to the adoption

At inception of ASU No. 2016-13, *Measurement of Credit Losses on Financial Instruments* ("ASU 2016-13") on January 1, 2020, allowances were established for finance receivables on an individual basis utilizing an estimate of probable losses, if they were determined to be impaired. Finance receivables were impaired when it was deemed probable that the Company would be unable to collect all amounts due in accordance with the contractual terms of the finance receivable. An allowance was based upon the Company's assessment of the borrower's overall financial condition, economic resources, payment record, the prospects for support from any financially responsible guarantors and, if appropriate, the net realizable value of any collateral. These estimates considered all available evidence, including the expected future cash flows discounted at the finance receivable's effective interest rate, fair value of collateral, general economic conditions and trends, historical and industry loss experience, and other relevant factors, as appropriate. If a finance receivable, was deemed partially or wholly uncollectible, the uncollectible balance was charged off against the allowance in the period in which the uncollectible determination was made.

Subsequent to adopting ASU 2016-13 on January 1, 2020, the Company began using a loss model that relies on future expected credit losses, rather than incurred losses, as was required under historical U.S. GAAP. Under the new model, the Company is required to recognize future recognizes an allowance for credit losses expected to be incurred over the life of a finance receivable at inception of that the instrument. The model utilized by the Company to determine such losses emphasizes historical experience and future market expectations to determine a loss to be recognized at inception. However, the model continues to be is applied on an individual basis and to rely relies on counter-party specific information to ensure the most accurate estimate is recognized. The Company also performs a quarterly review process (or upon the occurrence of a significant event) to evaluate its borrowers' creditworthiness and liquidity to determine the amount of credit losses to recognize during the period. If a finance receivable is deemed partially or wholly uncollectible, the uncollectible balance is deducted from the allowance in the period in which such determination is made. Credit loss expenses and recoveries are recorded in impairments and loan loss reserves (recoveries), net.

Real Estate

The Company's real estate acquisitions are generally classified as asset acquisitions for which the Company records identifiable assets acquired, liabilities assumed, and any associated noncontrolling interests at cost on a relative fair value basis. In addition, for such asset acquisitions, no goodwill is recognized, third party transaction costs are capitalized and any associated contingent consideration is generally recorded when the amount of consideration is reasonably estimable and probable of being paid.

The Company assesses fair value based on available market information, such as capitalization and discount rates, comparable sale transactions, and relevant per square foot or unit cost information. A real estate asset's fair value may be determined utilizing cash flow projections that incorporate such market information. Estimates of future cash flows are based on a number of factors including historical operating results, known and anticipated trends, as well as market and economic conditions. The fair value of tangible assets of an acquired property is based on the value of the property as if it is vacant.

The Company recognizes acquired "above and below market" leases at their relative fair value (for asset acquisitions) using discount rates which reflect the risks associated with the leases acquired. The fair value is based on the present value of the difference between (i) the contractual amounts paid pursuant to each in-place lease and (ii) management's estimate of fair market lease rates for each in-place lease, measured over a period equal to the remaining term of the lease for above market leases and the initial term plus the extended term for any leases with renewal options that are reasonably certain to be exercised. Other intangible assets acquired include amounts for in-place lease values that are based on an evaluation of the specific characteristics of each property and the acquired tenant lease(s). Factors considered include estimates of carrying costs during hypothetical expected lease-up periods, market conditions, and costs to execute similar leases. In estimating carrying costs, the Company includes estimates of lost rents at market rates during the hypothetical expected lease-up periods, which are dependent on local market conditions and expected trends. In estimating costs to execute similar leases, the Company considers leasing commissions, legal, and other related costs.

Certain of the Company's acquisitions involve the assumption of contract liabilities. The Company typically estimates the fair value of contract liabilities by applying a reasonable profit margin to the total discounted estimated future costs associated with servicing the contract. A variety of market and contract-specific conditions are considered when making assumptions that impact the estimated fair value of the contract liability.

The Company capitalizes direct construction and development costs, including predevelopment costs, interest, property taxes, insurance, and other costs directly related and essential to the development or construction of a real estate asset. The Company capitalizes construction and development costs while substantive activities are ongoing to prepare an asset for its intended use. During the holding or development period, certain real estate assets generate incidental income that is not associated with the future profit or return from the intended use of the property. Such income is recognized as a reduction of the associated project costs. The Company considers a construction project as substantially complete and held available for occupancy upon the completion of Company-owned tenant improvements, but no later than one year from cessation of significant construction activity. Costs incurred after a project is substantially complete and ready for its intended use, or after development activities have ceased, are expensed as incurred. For redevelopment of existing operating properties, the Company capitalizes the cost for the construction and improvement incurred in connection with the redevelopment.

Costs previously capitalized related to abandoned developments/redevelopments are charged to earnings. Expenditures for repairs and maintenance are expensed as incurred. The Company considers costs incurred in conjunction with re-leasing properties, including tenant improvements and lease commissions, to represent the acquisition of productive assets and such costs are reflected as investing activities in the Company's Consolidated Statements of Cash Flows.

Initial direct costs incurred in connection with successful property leasing are capitalized as deferred leasing costs and classified as investing activities in the Consolidated Statements of Cash Flows. Initial direct costs include only those costs that are incremental to the arrangement and would not have been incurred if the lease had not been obtained. Initial direct costs consist of leasing commissions paid to external third party brokers and lease incentives. Initial direct costs are included in other assets, net in the Consolidated Balance Sheets and amortized in depreciation and amortization in the Consolidated Statements of Operations using the straight-line method of accounting over the lease term.

The Company computes depreciation on properties using the straight-line method over the assets' estimated useful lives. Depreciation is discontinued when a property is identified as held for sale. Buildings and improvements are depreciated over useful lives ranging up to 50 years. Above and below market lease intangibles are amortized to revenue over the remaining noncancellable lease terms and renewal periods that are reasonably certain to be exercised, if any. In-place lease intangibles are amortized to expense over the remaining noncancellable lease term and renewal periods that are reasonably certain to be exercised, if any.

Concurrent with the Company's adoption of ASU 2016-02 on January 1, 2019, the Company elected to recognize expense associated with short-term leases (those with a noncancellable lease term of 12 months or less) under which the Company is the lessee on a straight-line basis and not recognize those leases on its consolidated balance sheets.

Lessee Accounting

For leases other greater than short-term operating leases under 12 months for which the Company is the lessee, such as ground leases and corporate office leases, the Company recognizes a right-of-use asset and related lease liability on its consolidated balance sheet the Consolidated Balance Sheets at inception of the lease. The lease liability is calculated as the sum of: (i) the present value of minimum lease payments at lease commencement (discounted using the Company's secured incremental borrowing rate) and (ii) the present value of amounts probable of being paid under any residual value guarantees. Certain of the Company's lease agreements have options to extend or terminate the contract terms upon meeting certain criteria. The lease term utilized in the calculation of the lease liability includes these options if they are considered reasonably certain of exercise. The right-of-use asset is calculated as the lease liability, adjusted for the following: (i) any lease payments made to the lessor at or before the commencement date, minus any lease incentives received and (ii) any initial direct costs incurred by the Company. Lease expense related to corporate assets is included in general and administrative expenses and lease expense related to ground leases is included within operating expenses in the Company's Consolidated Statements of Operations.

For leases with a noncancellable lease term of 12 months or less for which the Company is the lessee, the Company recognizes expenses on a straight-line basis and does not recognize such leases on the Consolidated Balance Sheets.

Impairment of Long-Lived Assets and Goodwill

The Company assesses the carrying value of real estate assets and related intangibles ("real estate assets") when events or changes in circumstances indicate that the carrying value may not be recoverable. The Company tests its real estate assets for impairment by comparing the sum of the expected future undiscounted cash flows to the carrying value of the real estate assets. The expected future undiscounted cash flows reflect the expected use and eventual disposition of the asset, and are probability-weighted to reflect multiple possible cash-flow scenarios, including selling the assets at various points in the future. Further, the analysis considers the impact, if any, of master lease agreements on cash flows, which are calculated utilizing the lowest level of identifiable cash flows that are largely independent of the cash flows of other assets and liabilities. If the carrying value exceeds the expected future undiscounted cash flows, an impairment loss will be recognized to the extent that the carrying value of the real estate assets exceeds their fair value.

Determining the fair value of real estate assets, including assets classified as held-for-sale, involves significant judgment and generally utilizes market capitalization rates, comparable market transactions, estimated per unit or per square foot prices, negotiations with prospective buyers, and forecasted cash flows (lease (primarily lease revenue rates, expense rates, and growth rates, etc.) rates).

When testing goodwill for impairment, if the Company concludes that it is more likely than not that the fair value of a reporting unit is less than its carrying value, the Company recognizes an impairment loss for the amount by which the carrying value, including goodwill, exceeds the reporting unit's fair value.

Assets Held for Sale and Discontinued Operations

The Company classifies a real estate property as held for sale when: (i) management has approved the disposal, (ii) the property is available for sale in its present condition, (iii) an active program to locate a buyer has been initiated, (iv) it is probable that the property will be disposed of within one year, (v) the property is being marketed at a reasonable price relative to its fair value, and (vi) it is unlikely that the disposal plan will significantly change or be withdrawn. If a real estate property is classified as held for sale, it is reported at the lower of its carrying value or fair value less costs to sell and no longer depreciated.

The Company classifies a loan receivable as held for sale when management no longer has the intent and ability to hold the loan receivable for the foreseeable future or until maturity. If a loan receivable is classified as held for sale, it is reported at the lower of amortized cost or fair value.

A discontinued operation represents: (i) a component of the Company or group of components that has been disposed of or is classified as held for sale in a single transaction and represents a strategic shift that has or will have a major effect on the Company's operations and financial results or (ii) an acquired business that is classified as held for sale on the date of acquisition. Examples of a strategic shift may include disposing of: (i) a separate major line of business, (ii) a separate major geographic area of operations, or (iii) other major parts of the Company.

Senior Housing Triple-Net and Senior Housing Operating Portfolio Dispositions

During 2020, the Company established and began executing a plan to dispose of its senior housing triple-net and SHOP portfolios and concluded that the planned dispositions represented a strategic shift that had and will have a major effect on the Company's operations and financial results. Therefore, senior housing triple-net and SHOP assets meeting the held for sale criteria are classified as discontinued operations in all periods presented herein. In September 2021, the Company successfully completed the disposition of the remaining senior housing triple-net and SHOP properties. See Note 5 for further information.

Investments in Unconsolidated Joint Ventures

Investments in entities the Company does not consolidate, but over which the Company has the ability to exercise significant influence over operating and financial policies, are reported under the equity method of accounting. Under the equity method of accounting, the Company's share of the investee's earnings or losses is included in equity income (loss) from unconsolidated joint ventures within the Company's Consolidated Statements of Operations.

The initial carrying value of investments in unconsolidated joint ventures is based on the amount paid to purchase the joint venture interest, the fair value of assets contributed to the joint venture, or the fair value of the assets prior to the sale of interests in the joint venture. To the extent that the Company's cost basis is different from the basis reflected at the joint venture level, the basis difference is generally amortized over the lives of the related assets and liabilities, and such amortization is included in the Company's share of equity in earnings of the joint venture. If an equity method investment shows indicators of impairment, the Company evaluates its equity method investments for impairment based on a comparison of the fair value of the equity method investment to its carrying value. When the Company determines a decline in fair value below carrying value of an investment in an unconsolidated joint venture is other-than-temporary, an impairment is recorded. The Company recognizes gains on the sale of interests in joint ventures to the extent the economic substance of the transaction is a sale.

The Company's fair values of its equity method investments are determined based on discounted cash flow models that include all estimated cash inflows and outflows over a specified holding period and, where applicable, any estimated debt premiums or discounts. Capitalization rates, discount rates, and credit spreads utilized in these valuation models are based on assumptions that the Company believes to be within a reasonable range of current market rates for the respective investments.

Share-Based Compensation

Compensation expense for share-based awards granted to employees with graded vesting schedules is generally recognized on a straight-line basis over the vesting period. Forfeitures of share-based awards are recognized as they occur.

Cash and Cash Equivalents and Restricted Cash

Cash and cash equivalents consist of cash on hand and short-term investments with original maturities of three months or less when purchased. Restricted cash primarily consists of amounts held by mortgage lenders to provide for: (i) real estate tax expenditures, (ii) tenant improvements, and (iii) capital expenditures, as well as security deposits and net proceeds from property sales that were executed as tax-deferred dispositions.

The Company maintains its cash and cash equivalents at financial institutions insured by the Federal Deposit Insurance Corporation ("FDIC") up to $250,000 per institution. As the account balances at each institution periodically exceed the FDIC insurance coverage, there is a concentration of credit risk related to amounts in excess of such coverage.

Derivatives and Hedging

During its normal course of business, the Company uses certain types of derivative instruments for the purpose of managing interest rate and foreign currency risk. To qualify for hedge accounting, derivative instruments used for risk management purposes must effectively reduce the risk exposure that they are designed to hedge. In addition, at inception of a qualifying cash flow hedging relationship, the underlying transaction or transactions, must be, and are expected to remain, probable of occurring in accordance with the Company's related assertions.

The Company recognizes all derivative instruments, including embedded derivatives that are required to be bifurcated, as assets or liabilities to the Consolidated Balance Sheets at fair value. Changes in fair value of derivative instruments that are not designated in hedging relationships or that do not meet the criteria of hedge accounting are recognized in earnings. other income (expense), net. For derivative instruments designated in qualifying cash flow hedging relationships, changes in fair value related to the effective portion of the derivative instruments are recognized in accumulated other comprehensive income (loss), whereas changes in fair value of related to the ineffective portion are would be recognized in earnings.

If it is determined that a derivative instrument ceases to be highly effective as a hedge, or that it is probable the underlying forecasted transaction will not occur, the Company discontinues its cash flow hedge accounting prospectively and records the appropriate adjustment to earnings based on the current fair value of the derivative instrument. For net investment hedge accounting, upon sale or liquidation of the hedged investment, the cumulative balance of the remeasurement value is reclassified to earnings.

Income Taxes

Healthpeak Properties, Inc. has elected REIT status and believes it has always operated so as to continue to qualify as a REIT under Sections 856 to 860 of the Internal Revenue Code of 1986, as amended (the "Code"). Accordingly, Healthpeak Properties, Inc. will generally not be subject to U.S. federal income tax, provided that it continues to qualify as a REIT and makes distributions to stockholders equal to or in excess of its taxable income. In addition, the Company has formed several consolidated subsidiaries that have elected REIT status. Healthpeak Properties, Inc. and its consolidated REIT subsidiaries are each subject to the REIT qualification requirements under the Code. If any REIT fails to qualify as a REIT in any taxable year, it will be subject to federal income taxes at regular corporate rates and may be ineligible to qualify as a REIT for four subsequent tax years.

Healthpeak Properties, Inc. and its consolidated REIT subsidiaries are subject to state, local, and/or foreign income taxes in some jurisdictions. In certain circumstances each REIT may also be subject to federal excise taxes on undistributed income. In addition, certain activities that the Company undertakes may be conducted by entities that have elected to be treated as taxable REIT subsidiaries ("TRSs"). TRSs are subject to federal, state, and local income taxes. The Company recognizes tax penalties relating to unrecognized tax benefits as additional income tax expense. Interest relating to unrecognized tax benefits is recognized as interest expense.

The Company is required to evaluate its deferred tax assets for realizability and recognize a valuation allowance, which is recorded against its deferred tax assets, if it is more likely than not that the deferred tax assets will not be realized. The Company considers all available evidence in its determination of whether a valuation allowance for deferred tax assets is required.

Advertising Costs

All advertising costs are expensed as incurred and reported within operating expenses on the Consolidated Statements of Operations. During the years ended December 31, 2021 December 31, 2022, 2020, 2021, and 2019, 2020, total advertising expense was $8 million, $11 million, $18 million, and $13 $18 million, respectively ($3 0.1 million, $12 $3 million, and $13 $12 million, respectively, of which is reported in income (loss) from discontinued operations on the Consolidated Statements of Operations).

Capital Raising Issuance Costs

Costs incurred in connection with the issuance of common shares are recorded as a reduction of additional paid-in capital. Debt issuance costs related to debt instruments, excluding line of credit arrangements and commercial paper, are deferred, recorded as a reduction of the related debt liability, and amortized to interest expense over the remaining term of the related debt liability utilizing the effective interest method. Debt issuance costs related to line of credit arrangements and commercial paper are deferred, included in other assets, and amortized to interest expense on a straight-line basis over the remaining term of the related line of credit arrangement. Commercial paper are unsecured short-term debt securities with varying maturities. A line of credit serves as a liquidity backstop for repayment of commercial paper borrowings.

Penalties incurred to extinguish debt and any remaining unamortized debt issuance costs, discounts, and premiums are recognized as income or expense in the Consolidated Statements of Operations at the time of extinguishment.

Segment Reporting

The Company's reportable segments, based on how it evaluates its business and allocates resources, are as follows: (i) life science, (ii) medical office, and (iii) CCRC.

Noncontrolling Interests

Arrangements with noncontrolling interest holders are assessed for appropriate balance sheet classification based on the redemption and other rights held by the noncontrolling interest holder. Net income (loss) attributable to a noncontrolling interest is included in net income (loss) on the Consolidated Statements of Operations and, upon a gain or loss of control, the interest purchased or sold, and any interest retained, is recorded at fair value with any gain or loss recognized in earnings. The Company accounts for purchases or sales of equity interests that do not result in a change in control as equity transactions.

The Company consolidates non-managing member limited liability companies ("DownREITs") because it exercises control, and the noncontrolling interests in these entities are carried at cost. The non-managing member limited liability company ("LLC") units ("DownREIT units") are exchangeable for an amount of cash approximating the then-current market value of shares of the Company's common stock or, at the Company's option, shares of the Company's common stock (subject to certain adjustments, such as stock splits and reclassifications). Upon exchange of DownREIT units for the Company's common stock, the carrying amount of the DownREIT units is reclassified to stockholders' equity.

Redeemable Noncontrolling Interests

Certain of the Company's noncontrolling interest holders have the ability to put their equity interests to the Company upon specified events or after the passage of a predetermined period of time. Each put option is payable in cash and subject to increases in redemption value in the event that the underlying property generates specified returns and meets certain promote thresholds pursuant to the respective agreements. Accordingly, the Company records redeemable noncontrolling interests outside of permanent equity and presents the redeemable noncontrolling interests at the greater of their carrying amount or redemption value at the end of each reporting period.

Foreign Currency Translation and Transactions

Assets and liabilities denominated in foreign currencies that are translated into U.S. dollars use exchange rates in effect at the end of the period, and revenues and expenses denominated in foreign currencies that are translated into U.S. dollars use average rates of exchange in effect during the related period. Gains or losses resulting from translation are included in accumulated other comprehensive income (loss). Gains or losses resulting from foreign currency transactions are translated into U.S. dollars at the rates of exchange prevailing at the dates of the transactions. The effects of transaction gains or losses are included in other income (expense), net in the Consolidated Statements of Operations.

Fair Value Measurement

The Company measures and discloses the fair value of nonfinancial and financial assets and liabilities utilizing a hierarchy of valuation techniques based on whether the inputs to a fair value measurement are considered to be observable or unobservable in a marketplace. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. This hierarchy requires the use of observable market data when available. These inputs have created the following fair value hierarchy:

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

The Company measures fair value using a set of standardized procedures that are outlined herein for all assets and liabilities that are required to be measured at fair value. When available, the Company utilizes quoted market prices to determine fair value and classifies such items in Level 1. In instances where a market price is available, but the instrument is in an inactive or over-the-counter market, the Company consistently applies the dealer (market maker) pricing estimate and classifies the asset or liability in Level 2.

If quoted market prices or inputs are not available, fair value measurements are based on valuation models that utilize current market or independently sourced market inputs, such as interest rates, option volatilities, credit spreads, and/or market capitalization rates. Items valued using such internally-generated valuation techniques are classified according to the lowest level input that is significant to the fair value measurement. As a result, the asset or liability could be classified in either Level 2 or Level 3 even though there may be some significant inputs that are readily observable. Internal fair value models and techniques used by the Company include discounted cash flow models. The Company also considers its counterparty’s and own credit risk for derivative instruments and other liabilities measured at fair value. The Company has elected the mid-market pricing expedient when determining fair value.

Earnings per Share

Basic earnings per common share is computed by dividing net income (loss) applicable to common shares by the weighted average number of shares of common stock outstanding during the period. The Company accounts for unvested share-based payment awards that contain non-forfeitable dividend rights or dividend equivalents (whether paid or unpaid) as participating securities, which are included in the computation of earnings per share pursuant to the two-class method. Diluted earnings per common share is calculated by including the effect of dilutive securities, such as the impact of forward equity sales agreements using the treasury stock method and common shares issuable from the assumed conversion of DownREIT units, stock options, certain performance restricted stock units, and unvested restricted stock units.

Recent Accounting Pronouncements

Adopted

Leases. *Credit Losses.*In FebruaryJune 2016, the Financial Accounting Standards Board (“FASB”) issued ASU No. 2016-02, *Leases*Accounting Standards Update (“ASU 2016-02” ASU”). ASU 2016-02 (codified under ASC 842, *Leases*) amends the previous accounting for leases to: (i) require lessees to put most leases on their balance sheets (not required for short-term leases with lease terms of 12 months or less), but continue recognizing expenses on their income statements in a manner similar to requirements under prior accounting guidance, (ii) eliminate real estate specific lease provisions, and (iii) modify the classification criteria and accounting for sales-type leases for lessors. Additionally, ASU 2016-02 provides a practical expedient, which the Company elected, that allows an entity to not reassess the following upon adoption (must be elected as a group): (i) whether an expired or existing contract contains a lease arrangement, (ii) lease classification related to expired or existing lease arrangements, or (iii) whether costs incurred on expired or existing leases qualify as initial direct costs.

As a result of adopting ASU 2016-02 on January 1, 2019 using the modified retrospective transition approach, the Company recognized a cumulative-effect adjustment to equity of $1 million as of January 1, 2019. Under ASU 2016-02, the Company began capitalizing fewer costs related to the drafting and negotiation of its lease agreements. Additionally, the Company began recognizing all of its significant operating leases for which it is the lessee, including corporate office leases, equipment leases, and ground leases, on its consolidated balance sheets as a lease liability and corresponding right-of-use asset. As such, the Company recognized a lease liability of $153 million and right-of-use asset of $166 million on January 1, 2019. The aggregate lease liability was calculated as the present value of minimum lease payments, discounted using a rate that approximated the Company's secured incremental borrowing rate at the time of adoption, adjusted for the noncancelable term of each lease. The right-of-use asset was calculated as the aggregate lease liability, adjusted for the existing accrued straight-line rent liability balance of $20 million and net unamortized above/below market ground lease intangible assets of $33 million.

Under ASU 2016-02, a practical expedient was offered to lessees to make a policy election, which the Company elected, to not separate lease and nonlease components, but rather account for the combined components as a single lease component under ASC 842. In July 2018, the FASB issued ASU No. 2018-11, *Leases - Targeted Improvements* (“ASU 2018-11”), which provides lessors with a similar option to elect a practical expedient allowing them to not separate lease and nonlease components in a contract for the purpose of revenue recognition and disclosure. This practical expedient is limited to circumstances in which: (i) the timing and pattern of transfer are the same for the nonlease component and the related lease component and (ii) the lease component, if accounted for separately, would be classified as an operating lease. This practical expedient causes an entity to assess whether a contract is predominantly lease or service based and recognize the entire contract under the relevant accounting guidance (i.e., predominantly lease-based would be accounted for under ASU 2016-02 and predominantly service-based would be accounted for under the Revenue ASUs). The Company elected this practical expedient as well and, as a result, beginning January 1, 2019, the Company recognizes revenue from its senior housing triple-net, medical office, and life science properties under ASC 842 and revenue from its SHOP and CCRC properties under the Revenue ASUs (codified under ASC 606, *Revenue from Contracts with Customers*).

In December 2018, the FASB issued ASU No. 2018-20, *Narrow Scope Improvements for Lessors* (“ASU 2018-20”), which requires that a lessor: (i) exclude certain lessor costs paid directly by a lessee to third parties on behalf of the lessor from a lessor's measurement of variable lease revenue and associated expense (i.e., no gross up of revenue and expense for these costs,) and (ii) include lessor costs that are paid by the lessor and reimbursed by the lessee in the measurement of variable lease revenue and the associated expense (i.e., gross up revenue and expense for these costs). This is consistent with the Company’s historical presentation and did not require a change on January 1, 2019.

Credit Losses. In June 2016, the FASB issued ASU No. 2016-13, *Measurement of Credit Losses on Financial Instruments* (“ASU 2016-13”). ASU 2016-13 is intended to improve financial reporting by requiring timelier recognition of credit losses on loans and other financial instruments held by financial institutions and other organizations. The amendments in ASU 2016-13 eliminate the “probable” initial threshold for recognition of credit losses in previous accounting guidance and, instead, reflect an entity’s current estimate of all expected credit losses over the life of the financial instrument. Historically, when credit losses were measured under previous accounting guidance, an entity generally only considered past events and current conditions in measuring the incurred loss. The amendments in ASU 2016-13 broaden the information that an entity must consider in developing its expected credit loss estimate for assets measured either collectively or individually. The use of forecasted information incorporates more timely information in the estimate of expected credit loss.

As a result of adopting ASU 2016-13 on January 1, 2020 using the modified retrospective transition approach, the Company recognized a cumulative-effect adjustment to equity of $2 million as of January 1, 2020. million. Under ASU 2016-13, the Company began using a loss model that relies on future expected credit losses, rather than incurred losses, as was required under historical GAAP. Under the new model, the Company is required to recognize future credit losses expected to be incurred over the life of its finance receivables, including loans receivable, direct financing leases (“DFLs”), DFLs, and certain accounts receivable, at inception of those instruments. The model emphasizes historical experience and future market expectations to determine a loss to be recognized at inception. However, the model continues to be applied on an individual basis and rely on counter-party specific information to ensure the most accurate estimate is recognized. The Company reassesses its reserves on finance receivables at each balance sheet date to determine if an adjustment to the previous reserve is necessary.

Accounting for Lease Concessions Related to Covid. In April 2020, the FASB staff issued a question-and-answer document (the "Lease Modification Q&A") focused on the application of lease accounting guidance to lease concessions provided as a result of Covid. Under ASC 842 Leases, the Company would have to determine, on a lease-by-lease basis, if a lease concession was the result of a new arrangement reached with the tenant (treated within the lease modification accounting framework) or if a lease concession was under the enforceable rights and obligations within the existing lease agreement (precluded from applying the lease modification accounting framework). The Lease Modification Q&A allows the Company, if certain criteria have been met, to bypass the lease-by-lease analysis, and instead elect to either apply the lease modification accounting framework or not, with such election applied consistently to leases with similar characteristics and similar circumstances. During the year ended December 31, 2020, the Company provided rent deferrals, (to which were required to be repaid before the end of 2020) 2020, to certain tenants in its life science and medical office segments that were impacted by Covid (discussed in further detail in Note 7). No such rent deferrals were provided to tenants during the year years ended December 31, 2021. December 31, 2022 and 2021. The Company elected to not assess these rent deferrals on a lease-by-lease basis and to continue recognizing rent revenue on a straight-line basis.

While *Government Assistance.* In November 2021, the FASB issued ASU No. 2021-10, *Government Assistance (Topic 832): Disclosures by Business Entities about Government Assistance* ("ASU 2021-10"), which increases the transparency of government assistance including the disclosure of the types of assistance, an entity's accounting for assistance, and the effect of the assistance on an entity's financial statements. The adoption of ASU 2021-10 on January 1, 2022 did not have a material impact on the Company's election for rent deferrals will be applied consistently to future deferrals with similar characteristics and similar circumstances, if the Company grants future lease concessions consolidated financial position, results of a different type (such as rent abatements), it will make an election related to those concessions at that time.

Not Yet Adopted operations, cash flows, or disclosures.

Reference Rate Reform. In March 2020, the FASB issued ASU No. 2020-04, *Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting* ("ASU 2020-04"), which provides optional guidance for a limited period of time to ease the potential burden in accounting for, or recognizing the effects of, reference rate reform on financial reporting. In January 2021, the FASB issued ASU No. 2021-01, *Reference Rate Reform (Topic 848): Scope* ("ASU 2021-01"), which amends the scope of ASU 2020-04 to include derivative instruments that use an interest rate for margining, discounting, or contract price alignment that is modified as a result of reference rate reform. In December 2022, the FASB issued ASU No. 2022-06, *Reference Rate Reform (Topic 848): Deferral of the Sunset Date of Topic 848* ("ASU 2022-06"), which defers the sunset date of the reference rate reform guidance to December 31, 2024. The amendments in ASU 2020-04, ASU 2021-01, and ASU 2022-06 were effective immediately upon issuance. During 2022, the Company elected to apply certain hedge accounting expedients provided by ASU 2020-04 and ASU 2021-01, are effective immediately and may be applied through December 31, 2022. which preserves the hedging relationship of derivatives. The Company is evaluating: (i) how the transition away from LIBOR will impact the Company, (ii) whether the optional relief expedients provided by these standards will be adopted, and (iii) the impact that adopting ASU 2020-04, or ASU 2021-01, will and ASU 2022-06 and the effects of reference rate reform have not had, and are not expected to have, a material impact on its the Company's consolidated financial position, results of operations, cash flows, or disclosures.

Government Assistance. In November 2021, the FASB issued ASU No. 2021-10, *Government Assistance (Topic 832): Disclosures by Business Entities about Government Assistance* ("ASU 2021-10"), which increases the transparency of government assistance including the disclosure of the types of assistance, an entity's accounting for assistance, and the effect of the assistance on an entity's financial statements. The amendments in ASU 2021-10 are effective for annual periods beginning after December 15, 2021. The Company does not expect the adoption of ASU 2021-10 to have a material impact on its consolidated financial position, results of operations, cash flows, or disclosures.

NOTE 3. Master Transactions and Cooperation Agreement with Brookdale

2019 Master Transactions and Cooperation Agreement with Brookdale

In October 2019, the Company and Brookdale Senior Living Inc. ("Brookdale") entered into a Master Transactions and Cooperation Agreement (the "2019 MTCA"), which includes a series of transactions related to its previously jointly owned 15-campus CCRC portfolio (the "CCRC JV") and the portfolio of senior housing properties Brookdale triple-net leased from the Company, which, at the time, included 43 properties.

In connection with the 2019 MTCA, the Company and Brookdale, and certain of their respective subsidiaries, closed the following transactions related to the CCRC JV on January 31, 2020:

- The Company, which owned a 49% interest in the CCRC JV, purchased Brookdale's 51% interest in 13 of the 15 communities in the CCRC JV based on a valuation of $1.06 billion $1.06 billion (the "CCRC Acquisition");
- The management agreements related to the CCRC Acquisition communities were terminated and management transitioned (under new management agreements) from Brookdale to Life Care Services LLC ("LCS"); and
- The Company paid a $100 million $100 million management termination fee to Brookdale.

In addition, pursuant to the 2019 MTCA, the Company and Brookdale closed the following transactions related to properties Brookdale triple-net leased from the Company on January 31, 2020:

- Brookdale acquired 18 of the properties from the Company (the "Brookdale Acquisition Assets") for cash proceeds of $385 million; $385 million;

- The remaining 24 properties (excludes one property transitioned and sold to a third party, as discussed below) were restructured into a single master lease with 2.4% annual rent escalators and a maturity date of December 31, 2027 (the "2019 Amended Master Lease");
- A portion of annual rent (amount in excess of 6.5% of sales proceeds) related to 14 of the 18 Brookdale Acquisition Assets was reallocated to the remaining properties under the 2019 Amended Master Lease; and
- Brookdale paid down $20 million $20 million of future rent under the 2019 Amended Master Lease.

As agreed to by the Company and Brookdale under the 2019 MTCA, in December 2020, the Company terminated the triple-net lease related to one property and converted it to a structure permitted by the Housing and Economic Recovery Act of 2008, which includes most of the provisions previously proposed in the REIT Investment Diversification and Empowerment Act of 2007 (commonly referred to as "RIDEA"). In August 2021, the Company sold this property.

The Company and Brookdale also agreed that the Company would provide up to $35 million $35 million of capital investment in the 2019 Amended Master Lease properties over a five-year term, which would increase rent by 7% of the amount spent, per annum. As of December 31, 2020, the Company had funded $5 million of this capital investment. Upon the Company's sale of the 24 properties under the 2019 Amended Master Lease in January 2021 (see Note 5), the remaining capital investment obligation was transferred to the buyer.

As a result of the above transactions, on January 31, 2020, the Company began consolidating the 13 CCRCs in which it acquired Brookdale's interest. Accordingly, the Company derecognized its investment in the CCRC JV of $323 million $323 million and recognized a gain upon change of control of $170 million, $170 million, which is included in other income (expense), net. In connection with consolidating the 13 CCRCs during the first quarter of 2020, the Company recognized real estate and intangible assets of $1.8 billion, $1.8 billion, refundable entrance fee liabilities of $308 million, $308 million, contractual liabilities associated with previously collected non-refundable entrance fees of $436 million, $436 million, debt assumed of $215 million, $215 million, other net assets of $48 million, $48 million, and cash paid of $396 million. $396 million.

Upon sale of the Brookdale Acquisition Assets in January 2020, the Company recognized an aggregate gain on sales of real estate of $164 million, $164 million, which is recorded within income (loss) from discontinued operations.

In May 2021, the CCRC JV sold the two remaining CCRCs subject to the 2019 MTCA for $38 million, $19 million of which represents the Company's 49% interest in the CCRC JV, resulting in an immaterial gain on sale recorded within equity income (loss) from unconsolidated joint ventures (see Note 9).

Fair Value Measurement Techniques and Quantitative Information

At January 31, 2020, the Company performed a fair value assessment of each of the 2019 MTCA components that provided measurable economic benefit or detriment to the Company. Each fair value calculation was based on an income or market approach and relied on historical and forecasted net operating income ("NOI"), actuarial assumptions about the expected resident length of stay, and market data, including, but not limited to, discount rates ranging from 10% to 12%, annual rent escalators ranging from 2% to 3%, and real estate capitalization rates ranging from 7% to 9%. All assumptions were considered to be Level 3 measurements within the fair value hierarchy.

NOTE 4. Real Estate Transactions

2021 2022 Real Estate Investment Acquisitions

Westview Medical Plaza

In February 2021, the Company acquired one medical office building ("MOB") in Nashville, Tennessee for $13 million.

Pinnacle at Ridgegate

In April 2021, the Company acquired one MOB in Denver, Colorado for $38 million.

MOB Portfolio

In April 2021, the Company acquired 14 MOBs for $371 million (the "MOB Portfolio"). In conjunction with the acquisition, the Company originated $142 million of secured mortgage debt.

Westside Medical Plaza

In June 2021, the Company acquired one MOB in Fort Lauderdale, Florida for $16 million.

Wesley Woodlawn

In July 2021, the Company acquired one MOB in Wichita, Kansas for $50 million.

Atlantic Health

In July 2021, the Company acquired three MOBs in Morristown, New Jersey for $155 million.

Baylor Centennial

In September 2021, the Company acquired two MOBs in Dallas, Texas for $60 million.

Concord Avenue Campus

In September 2021, the Company acquired a life science campus, comprised of three buildings, in Cambridge, Massachusetts for $180 million.

10 Fawcett

In October 2021, the Company closed a life science acquisition in Cambridge, Massachusetts for $73 million.

Vista Sorrento Phase 1

In October 2021, the Company closed a life science acquisition in San Diego, California for $20 million.

Swedish Medical

In October 2021, the Company acquired one MOB in Seattle, Washington for $43 million.

Lakeview Medical Pavilion

In October 2021, the Company acquired one MOB in New Orleans, Louisiana for $34 million.

Mooney Street Parcels

In October 2021, the Company closed a life science acquisition in Cambridge, Massachusetts for $123 million.

725 Concord

In October 2021, the Company acquired one MOB and an adjacent land parcel in Cambridge, Massachusetts for $80 million.

25 Spinelli

In October 2021, the Company closed a life science acquisition in Cambridge, Massachusetts for $34 million.

68 Moulton

In October 2021, the Company closed a life science acquisition in Cambridge, Massachusetts for $18 million.

125 Fawcett and 110 Fawcett

In December 2021, the Company closed two life science acquisitions in Cambridge, Massachusetts for $45 million.

South San Francisco Land Site

In 2021, the Company acquired approximately 12 acres of land for $128 million. The acquisition site is located in South San Francisco, California, adjacent to two sites currently held by the Company as land for future development.

67 Smith Place

In January 2022, the Company closed a life science acquisition in Cambridge, Massachusetts for $72 million.

Vista Sorrento Phase II

In January 2022, the Company closed a life science acquisition in San Diego, California for $24 million.

2020 Real Estate Investments

The Post Acquisition Webster MOB Portfolio

In April 2020, March 2022, the Company acquired a life science campus portfolio of two medical office buildings ("MOBs") in Waltham, Massachusetts Houston, Texas for $320 million. $43 million.

Scottsdale Gateway Acquisition Northwest Medical Plaza

In July 2020, May 2022, the Company acquired one MOB in Scottsdale, Arizona Bentonville, Arkansas for $27 $26 million.

Midwest MOB Portfolio Acquisition

In October 2020, the Company acquired a portfolio of seven MOBs located in Indiana, Missouri, and Illinois for $169 million.

Cambridge Discovery Park Acquisition Concord Avenue Land Parcels

In December 2020, 2022, the Company acquired three closed a life science facilities acquisition in Cambridge, Massachusetts for $610 $18 million.

Land Parcel Acquisition Subsequent to Year-End

In January 2023, the Company closed a life science acquisition in Cambridge, Massachusetts for $9 million.

2021 Real Estate Investment Acquisitions

In 2021, the Company closed the following life science acquisitions: (i) eight acquisitions in Cambridge, Massachusetts for $498 million, (ii) one acquisition in San Diego, California for $20 million, and a 49% unconsolidated joint venture interest (iii) 12 acres of land for $128 million in a fourth property on the same campus for $54 million. If the fourth property is sold in a taxable transaction, South San Francisco, California.

Also during 2021, the Company is generally obligated to indemnify its joint venture partner closed the following MOB acquisitions: (i) one MOB in Nashville, Tennessee for its federal and state income taxes associated with the gain that existed at the time $13 million, (ii) one MOB in Denver, Colorado for $38 million, (iii) a portfolio of the contribution to the joint venture.

Waldwick JV Interest Purchase

In October 2020, the Company acquired the remaining 15% equity interest of a senior housing joint venture structure (which owned 14 MOBs for $371 million (the "MOB Portfolio"), (iv) one senior housing facility), MOB in which the Company previously held an unconsolidated equity investment, Fort Lauderdale, Florida for $4 million. Subsequent to the acquisition, the Company owned 100% of the equity, began consolidating the facility, and recognized a gain upon change of control of $6 million, which is recorded in other income (expense), net within income (loss) from discontinued operations. In December 2020, the Company sold the property as part of the Atria SHOP Portfolio disposition (see Note 5).

MBK JV Dissolution

In November 2020, as part of the dissolution of a senior housing joint venture, the Company was distributed one property, one land parcel, and $11 million in cash. Upon consolidating the property and land parcel at the time of distribution, the Company recognized a loss upon change of control of $16 million, which is recorded (v) one MOB in other income (expense), net within income (loss) from discontinued operations. Wichita, Kansas for $50 million, (vi) three MOBs in Morristown, New Jersey for $155 million, (vii) two MOBs in Dallas, Texas for $60 million, (viii) one MOB in Seattle, Washington for $43 million, (ix) one MOB in New Orleans, Louisiana for $34 million, and (x) one MOB in Cambridge, Massachusetts for $55 million. In conjunction with the distribution acquisition of the property, MOB Portfolio, the Company assumed $36 originated $142 million of secured mortgage debt (classified as liabilities related to assets held for sale and discontinued operations, net) maturing in 2025, which was recorded at its fair value through asset acquisition accounting. During the year ended December 31, 2021, the Company sold the property and the related secured mortgage debt was assumed by the buyer (see Note 5).

Other Real Estate Acquisitions

In December 2020, the Company acquired one hospital in Dallas, Texas for $34 million. debt.

Development Activities

During the year ended December 31, 2021, management reviewed the estimated useful lives of certain life science properties in connection with future plans of densification on campuses where the Company has densification opportunities. These changes in the planned use of the properties resulted in the Company updating the estimated useful lives of the properties, which differ from the Company's previous estimates. The estimated useful lives of these properties was reduced from a weighted average remaining useful life of 15 years to 11 years to reflect the timing of the planned densification projects. For the year ended December 31, 2021, these changes in estimate increased depreciation expense by $30 million, resulting in a corresponding decrease to income (loss) from continuing operations and net income (loss), as well as a decrease to both basic and diluted earnings per share of approximately $0.06.

Construction, Tenant, and Other Capital Improvements

The following table summarizes the Company's expenditures for construction, tenant improvements, and other capital improvements, excluding expenditures related to properties classified as discontinued operations (in thousands):

	Year Ended December 31,		
Segment	2021	2020	2019
Life science	$ 472,301	$ 573,999	$ 499,956
Medical office	230,227	173,672	146,466
CCRC	57,192	41,224	—
Other	—	—	30,852
	$ 759,720	$ 788,895	$ 677,274

	Year Ended December 31,		
Segment	2022	2021	2020
Life science	$ 658,542	$ 472,301	$ 573,999
Medical office	237,761	230,227	173,672
CCRC	65,691	57,192	41,224
	$ 961,994	$ 759,720	$ 788,895

NOTE 5. Dispositions of Real Estate and Discontinued Operations

2022 Dispositions of Real Estate

In January 2022, the Company sold one life science facility in Salt Lake City, Utah for $14 million, resulting in a gain on sale of $4 million.

During the three months ended June 30, 2022, the Company sold three MOBs and one MOB land parcel for $27 million, resulting in total gain on sales of $10 million.

In July 2022, the Company sold two MOBs for $9 million, resulting in total gain on sales of$1 million.

Dispositions Subsequent to Year-End

In January 2023, the Company sold two life science facilities in Durham, North Carolina, which were classified as held for sale as of December 31, 2022, for $113 million.

2021 Dispositions of Real Estate

Sunrise Senior Housing Portfolio

In January 2021, the Company sold a portfolio of 32 SHOP assets (the "Sunrise Senior Housing Portfolio") for $664 million, resulting in an immaterial loss on sale, which is recognized in income (loss) from discontinued operations, and provided the buyer with: (i) financing of $410 million (see Note 8) and (ii) a commitment to finance up to $92 million of additional debt for capital expenditures. The As of December 31, 2022, the commitment to finance additional debt for capital expenditures was subsequently reduced to $56 million during June 2021, $0.4 $40 million, of which $0.4 million had been funded as of December 31, 2021 (see (see Note 8). Upon completion of the license transfer process in June

2021, the Company sold the two remaining Sunrise senior housing triple-net assets for $80 million, resulting in a gain on sale of $22 million, which is recognized in income (loss) from discontinued operations.

Brookdale Triple-Net Portfolio

In January 2021, the Company sold 24 senior housing assets in a triple-net lease with Brookdale for $510 million, resulting in total gain on sale of $169 million, which is recognized in income (loss) from discontinued operations.

Additional SHOP Portfolio

In January 2021, the Company sold a portfolio of 16 SHOP assets for $230 million, resulting in total gain on sale of $59 million, which is recognized in income (loss) from discontinued operations. The Company provided the buyer with financing of $150 million (see Note 8).

HRA Triple-Net Portfolio

In February 2021, the Company sold eight senior housing assets in a triple-net lease with Harbor Retirement Associates for $132 million, resulting in total gain on sale of $33 million, which is recognized in income (loss) from discontinued operations.

Oakmont SHOP Portfolio

In April 2021, the Company sold a portfolio of 12 SHOP assets for $564 million. In conjunction with the sale, mortgage debt held on two properties with a carrying value of $64 million was repaid and the remaining mortgage debt held on four properties with a carrying value of $107 million was assumed by the buyer. The transaction resulted in total gain on sale of $80 million, which is recognized in income (loss) from discontinued operations.

Discovery SHOP Portfolio

In April 2021, the Company sold a portfolio of 10 SHOP assets for $334 million, resulting in total gain on sale of $9 million, which is recognized in income (loss) from discontinued operations. Also included in this transaction was the sale of two mezzanine loans and two preferred equity investments for $21 million, resulting in no gain or loss on sale of the investments (collectively, “the Discovery the “Discovery SHOP Portfolio”).

Sonata SHOP Portfolio

In April 2021, the Company sold a portfolio of five SHOP assets for $64 million, resulting in total gain on sale of $3 million, which is recognized in income (loss) from discontinued operations.

SLC SHOP Portfolio

In May 2021, the Company sold seven SHOP assets for $113 million and repaid $70 million of mortgage debt that was held on six of the assets, resulting in total gain on sale of $1 million, which is recognized in income (loss) from discontinued operations.

Hoag Hospital

In May 2021, the Company sold one hospital for $226 million through the exercise of a purchase option by a tenant, resulting in gain on sale of $172 million.

2021 Other Dispositions

In addition to the portfolio and individual sales discussed above, during the year ended December 31, 2021, the Company sold the following: (i) 15 SHOP assets for $169 million, (ii) 7 senior housing triple-net assets for $24 million, and (iii) 10 MOBs and a portion of 1 MOB land parcel for $68 million, resulting in total gain on sales of $58 million ($39 million of which is recognized in income (loss) from discontinued operations). In conjunction with one of the SHOP asset sales, mortgage debt held on the property with a carrying value of $36 million was assumed by the buyer.

Other Subsequent Dispositions

In January 2022, the Company sold one life science facility in Utah for $14 million.

2020 Dispositions of Real Estate

Aegis NNN Portfolio

In December 2020, the Company sold 10 senior housing triple-net assets (the “Aegis NNN Portfolio”) for $358 million and repaid $6 million of variable rate secured mortgage debt held on one asset, resulting in total gain on sale of $228 million, which is recognized in income (loss) from discontinued operations.

Atria SHOP Portfolio

In December 2020, the Company sold 12 SHOP assets (the “Atria SHOP Portfolio”) for $312 million, resulting in total gain on sale of $39 million, which is recognized in income (loss) from discontinued operations. The Company provided the buyer with financing of $61 million on four of the assets sold (see Note 8). sold.

2020 Other Dispositions

In addition to the portfolio sales discussed above, during the year ended December 31, 2020, the Company sold the following: (i) 23 SHOP assets for $190 million, (ii) 21 senior housing triple-net assets for $428 million (inclusive of the 18 facilities sold to Brookdale under the 2019 MTCA - see Note 3), (iii) 11 MOBs for $136 million (inclusive of the exercise of a purchase option by a tenant to acquire 3 MOBs in San Diego, California), (iv) 2 MOB land parcels for $3 million, and (v) 1 asset from other non-reportable segments for $1 million, resulting in total gain on sales of $283 million ($193 million of which is recognized in income (loss) from discontinued operations).

2019 Dispositions of Real Estate

During the year ended December 31, 2019, the Company sold the following: (i) 18 SHOP assets for $181 million, (ii) 2 senior housing triple-net assets for $26 million, (iii) 11 MOBs for $28 million, (vi) 1 life science asset for $7 million, (v) 1 undeveloped life science land parcel for $35 million, and (vi) 1 facility from the other non-reportable segment for $15 million, resulting in total gain on sales of $30 million ($23 million of which is reported in income (loss) from discontinued operations).

Held for Sale and Discontinued Operations

During 2020, the Company established and began executing a plan to dispose of its senior housing triple-net and SHOP properties. As of December 31, 2020, the Company concluded that the planned dispositions represented a strategic shift that had and will have a major effect on the Company's operations and financial results. Therefore, senior housing triple-net and SHOP assets meeting the held for sale criteria are classified as discontinued operations in all periods presented herein. In September 2021, the Company successfully completed the disposition of the remaining senior housing triple-net and SHOP properties.

The following summarizes the assets and liabilities classified as held for sale or as discontinued operations at December 31, 2021 December 31, 2022 and 2020, 2021, which are included in assets held for sale and discontinued operations, net and liabilities related to assets held for sale and discontinued operations, net, respectively, on the Consolidated Balance Sheets (in thousands):

		December 31,			December 31,	
		2021	2020		2022	2021
ASSETS	ASSETS			ASSETS		
Real estate:						
Buildings and improvements		$ —	$ 2,553,254			
Development costs and construction in progress		—	21,509			
Land		—	355,803			
Accumulated depreciation and amortization		—	(615,708)			
Net real estate		—	2,314,858			
Investments in and advances to unconsolidated joint ventures		—	5,842			
Accounts receivable, net of allowance of $4,138 and $5,873		2,446	20,500			
Accounts receivable, net of allowance of $0 and $4,138				Accounts receivable, net of allowance of $0 and $4,138	$ —	$ 2,446
Cash and cash equivalents	Cash and cash equivalents	7,707	53,085	Cash and cash equivalents	—	7,707
Restricted cash		—	17,168			
Intangible assets, net		—	24,541			
Right-of-use asset, net	Right-of-use asset, net	26	4,109	Right-of-use asset, net	—	26
Other assets, net(1)	Other assets, net(1)	3,237	103,965	Other assets, net(1)	—	3,237
Total assets of discontinued operations, net(2)	Total assets of discontinued operations, net(2)	13,416	2,544,068	Total assets of discontinued operations, net(2)	—	13,416
Assets held for sale, net(3) (1)	Assets held for sale, net(3) (1)	23,774	82,238	Assets held for sale, net(3) (1)	49,866	23,774
Assets held for sale and discontinued operations, net	Assets held for sale and discontinued operations, net	$ 37,190	$ 2,626,306	Assets held for sale and discontinued operations, net	$ 49,866	$ 37,190
LIABILITIES	LIABILITIES			LIABILITIES		
Mortgage debt		$ —	$ 318,876			
Lease liability	Lease liability	26	3,189	Lease liability	$ —	$ 26
Accounts payable, accrued liabilities, and other liabilities	Accounts payable, accrued liabilities, and other liabilities	14,843	79,411	Accounts payable, accrued liabilities, and other liabilities	—	14,843

Deferred revenue	Deferred revenue	92	11,442	Deferred revenue	—	92
Total liabilities of discontinued operations, net(2)	Total liabilities of discontinued operations, net(2)	14,961	412,918	Total liabilities of discontinued operations, net(2)	—	14,961
Liabilities related to assets held for sale, net(3) (1)	Liabilities related to assets held for sale, net(3) (1)	95	2,819	Liabilities related to assets held for sale, net(3) (1)	4,070	95
Liabilities related to assets held for sale and discontinued operations, net	Liabilities related to assets held for sale and discontinued operations, net	$ 15,056	$ 415,737	Liabilities related to assets held for sale and discontinued operations, net	$ 4,070	$ 15,056

(1) Includes goodwill As of zero and $29 million as December 31, 2022, included two life science assets primarily comprised of net real estate assets of December 31, 2021 and 2020, respectively.

(2) At December 31, 2021, there were no remaining senior housing triple-net or SHOP facilities classified as held for sale and discontinued operations. At December 31, 2020, 41 senior housing triple-net facilities, 97 SHOP facilities, and 1 SHOP joint venture were classified as held for sale and discontinued operations.

(3) $44 million. As of December 31, 2021, primarily comprised of included four MOBs and one life science facility with primarily comprised of net real estate assets of $23 millionand right-of-use asset, net of $1 million. As of December 31, 2020, primarily comprised of six MOBs with net real estate assets of $73 million and deferred revenue of $2 $23 million.

The results of discontinued operations through December 31, 2021 December 31, 2022, or through the disposal date of each asset or portfolio of assets held within discontinued operations if they have been sold during such periods, as applicable, are presented below (in thousands) and are included in the consolidated results of operations for the years ended December 31, 2021 December 31, 2022, 2020, 2021, and 2019. Summarized financial information for discontinued operations for the years ended December 31, 2021, 2020, and 2019 are as follows (in thousands): 2020:

		Year Ended December 31,				Year Ended December 31,		
		2021	2020	2019		2022	2021	2020
Revenues:	**Revenues:**				**Revenues:**			
Rental and related revenues	Rental and related revenues	$ 7,535	$ 97,877	$ 152,576	Rental and related revenues	$ —	$ 7,535	$ 97,877
Resident fees and services	Resident fees and services	114,936	621,253	583,653	Resident fees and services	7,489	114,936	621,253
Income from direct financing leases		—	—	20,815				
Total revenues	Total revenues	122,471	719,130	757,044	Total revenues	7,489	122,471	719,130
Costs and expenses:	**Costs and expenses:**				**Costs and expenses:**			
Interest expense	Interest expense	3,900	10,538	8,007	Interest expense	—	3,900	10,538
Depreciation and amortization	Depreciation and amortization	—	143,194	224,798	Depreciation and amortization	—	—	143,194
Operating	Operating	122,571	550,226	474,126	Operating	6,452	122,571	550,226
Transaction costs	Transaction costs	76	20,426	6,780	Transaction costs	—	76	20,426
Impairments and loan loss reserves (recoveries), net	Impairments and loan loss reserves (recoveries), net	32,736	201,344	208,229	Impairments and loan loss reserves (recoveries), net	—	32,736	201,344
Total costs and expenses	Total costs and expenses	159,283	925,728	921,940	Total costs and expenses	6,452	159,283	925,728
Other income (expense):	**Other income (expense):**				**Other income (expense):**			
Gain (loss) on sales of real estate, net	Gain (loss) on sales of real estate, net	414,721	460,144	22,940	Gain (loss) on sales of real estate, net	1,344	414,721	460,144
Other income (expense), net	Other income (expense), net	4,189	5,475	17,060	Other income (expense), net	169	4,189	5,475
Total other income (expense), net	Total other income (expense), net	418,910	465,619	40,000	Total other income (expense), net	1,513	418,910	465,619

Income (loss) before income taxes and equity income (loss) from unconsolidated joint ventures	**Income (loss) before income taxes and equity income (loss) from unconsolidated joint ventures**	382,098	259,021	(124,896)	**Income (loss) before income taxes and equity income (loss) from unconsolidated joint ventures**	2,550	382,098	259,021
Income tax benefit (expense)	Income tax benefit (expense)	969	9,913	11,783	Income tax benefit (expense)	270	969	9,913
Equity income (loss) from unconsolidated joint ventures	Equity income (loss) from unconsolidated joint ventures	5,135	(1,188)	(2,295)	Equity income (loss) from unconsolidated joint ventures	64	5,135	(1,188)
Income (loss) from discontinued operations	**Income (loss) from discontinued operations**	$ 388,202	$ 267,746	$ (115,408)	**Income (loss) from discontinued operations**	$ 2,884	$ 388,202	$ 267,746

NOTE 6. Impairments of Real Estate

2022

During the year ended December 31, 2022, the Company didnot recognize any impairment charges.

2021

During the year ended December 31, 2021, the Company recognized an aggregate impairment charge of $22 million, which is reported in impairments and loan loss reserves (recoveries), net, related to: (i) three MOBs that met the held for sale criteria during the year and (ii) one MOB held for use; the aggregate fair value of these four MOBs was $14 million as of the related impairment assessment dates. For the three MOBs that met the held for sale criteria during the year, the Company recognized an impairment charge of $5 million to write down the properties' aggregate carrying value to their aggregate fair value, less estimated costs to sell. For the MOB held for use, the Company recognized a $17 million impairment charge in the fourth quarter of 2021 due to its intent to demolish the demolition of the MOB for a future development project.

Additionally, during the year ended December 31, 2021, the Company recognized an impairment charge of $4 million related to one SHOP asset, which is reported in income (loss) from discontinued operations. Following a reduction in the expected sales price of the SHOP asset occurring in the second quarter of 2021, the Company wrote down its carrying value of $20 million to its fair value, less estimated costs to sell, of $16 million.

The fair values of the impaired assets were based on forecasted sales prices and market comparable data, which are considered to be Level 3 measurements within the fair value hierarchy. These fair values are typically determined using an income approach and/or a market approach (comparable sales model), which rely on certain assumptions by management, including: (i) market capitalization rates, (ii) comparable market transactions, (iii) estimated prices per unit, (iv) negotiations with prospective buyers, and (v) forecasted cash flow streams (lease (primarily lease revenue rates, expense rates, and growth rates, etc.) rates). There are inherent uncertainties in making these assumptions. For the Company's impairment calculation calculations during and as of the year ended December 31, 2021, the Company's fair value estimates primarily relied on a market approach, which utilized comparable market transactions and negotiations with prospective buyers.

2020

During the year ended December 31, 2020, the Company recognized an impairment charge of $15 million related to one life science facility due to its intent to demolish the facility for a future development project.

Additionally, during the year ended December 31, 2020, the Company recognized an aggregate impairment charge of $210 million ($201 million of which is reported in income (loss) from discontinued operations) related to 42 SHOP assets, 5 senior housing triple-net assets, 5 MOBs, and 1 undeveloped MOB land parcel as a result of being classified as held for sale and wrote down their aggregate carrying value of $960 million to their aggregate fair value, less estimated costs to sell, of $750 million.

For the Company's impairment calculations during and as of the year ended December 31, 2020, the Company's fair value estimates primarily relied on a market approach and utilized prices per unit ranging from $13,000 to $300,000, with a weighted average price per unit of $164,000. When utilizing the income approach, assumptions include, but are not limited to, terminal capitalization rates ranging from 5.5% to 7.5% and discount rates ranging from 8.0% to 9.5%. The fair value values of the assets are considered to be Level 3 measurements within the fair value hierarchy.

2019

During the year ended December 31, 2019, the Company recognized an impairment charge of $4 million related to one MOB due to its intent to demolish the MOB for a future development project.

Additionally, during the year ended December 31, 2019, the Company recognized an aggregate impairment charge of $194 million ($189 million of which is reported in income (loss) from discontinued operations) related to 8 senior housing triple-net assets, 27 SHOP assets, 3 MOBs, and 1 other non-reportable asset as a result of being classified as held for sale and wrote down their aggregate carrying value of $416 million to their aggregate fair value, less estimated costs to sell, of $223 million.

The fair value of the impaired assets was based on forecasted sales prices, which are considered to be Level 3 measurements within the fair value hierarchy. For the Company's impairment calculations during and as of the year ended December 31, 2019, the Company estimated the fair value of each asset using either (i) market capitalization rates ranging from 4.97% to 8.27%, with a weighted average rate of 6.22% or (ii) prices per unit ranging from $24,000 to $125,000, with a weighted average price of $73,000.

Lastly, during the year ended December 31, 2019, the Company determined the carrying value of two MOBs and one SHOP asset that were candidates for potential future sale were no longer recoverable due to the Company's shortened intended hold period under the held-for-use impairment model. Accordingly, the Company wrote-down the carrying amount of these three assets to their respective fair value, which resulted in an aggregate impairment charge of $18 million ($9 million of which is reported in income (loss) from discontinued operations). The fair value of the assets are considered to be Level 2 measurements within the fair value hierarchy.

Goodwill Impairment

When testing goodwill for impairment, if the Company concludes that it is more likely than not that the fair value of a reporting unit is less than its carrying value, the Company recognizes an impairment loss charge for the amount by which the carrying value, including goodwill, exceeds the reporting unit's fair value.

In connection with the disposition of the Company's remaining senior housing triple-net and SHOP assets, the Company performed impairment assessments during the year ended December 31, 2021. As a result of these assessments, the Company recognized a $29 million goodwill impairment charge reported in income (loss) from discontinued operations, comprised of the following: (i) a $7 million goodwill impairment charge recognized during the second quarter of 2021, as the fair value of the remaining senior housing triple-net assets based (based on forecasted sales prices prices) was less than the carrying value of the assets, including the related goodwill as of the assessment date and (ii) a $22 million goodwill impairment charge recognized during the third quarter of 2021 to reduce the associated goodwill balance to zero following the sale of the remaining assets within the reporting units associated with the senior housing triple-net and SHOP portfolios.

These fair value estimates primarily relied on a market approach, utilizing comparable market transactions, forecasted sales prices, and negotiations with prospective buyers. These estimates are considered to be a Level 3 measurement within the fair value hierarchy, and are subject to inherent uncertainties.

During the year years ended December 31, 2021 December 31, 2022, 2021, and 2020, the fair value of the assets within each of the Company's other reporting units was greater than the respective carrying value of the assets and related goodwill, and as a result, no impairment loss was charges were recognized with respect to the other reporting units.

These fair value estimates primarily relied on a market approach, utilizing comparable market transactions, forecasted sales prices, and negotiations with prospective buyers. These estimates are considered to be Level 3 measurements within the fair value hierarchy, and are subject to inherent uncertainties.

Casualty-Related Charges

During the years ended December 31, 2020 December 31, 2022, 2021, and 2019, no goodwill impairment loss was recognized. 2020, the Company recognized $6 million, $5 million, and $0.5 million, respectively, of net casualty-related charges. During the year ended December 31, 2022, such charges were primarily attributable to damages as a result of Hurricane Ian.During the year ended December 31, 2021, such charges were primarily due to fire damage at one of the properties in the SWF SH JV and winter storm Uri. Casualty-related charges are recognized in other income (expense), net and equity income (loss) from unconsolidated joint ventures in the Consolidated Statements of Operations.

Other Losses

Other

See Note 7During the first quarter of 2022, the Company recognized $14 million of expenses for information tenant relocation and other costs associated with the demolition of an MOB.These expenses are included in other income (expense), net on the 2019 impairment charge related to Consolidated Statements of Operations for the write-down of a DFL portfolio to its fair value. year ended December 31, 2022.

See Note 8 for information related to the Company's Company's reserve for loan losses.

NOTE 7. Leases

Lease Income

The following table summarizes the Company's lease income, excluding discontinued operations (in thousands):

		Year Ended December 31,				Year Ended December 31,		
		2021	2020	2019		2022	2021	2020
Fixed income from operating leases	Fixed income from operating leases	$ 1,087,683	$ 943,638	$ 853,545	Fixed income from operating leases	$ 1,182,463	$ 1,087,683	$ 943,638
Variable income from operating leases	Variable income from operating leases	290,701	238,470	215,957	Variable income from operating leases	359,312	290,701	238,470

Interest income from direct financing leases	Interest income from direct financing leases	8,702	9,720	16,666	Interest income from direct financing leases	1,168	8,702	9,720

Direct Financing Leases

Net investment in DFLs consists of the following (in thousands):

	December 31,	
	2021	2020
Present value of minimum lease payments receivable	$ 1,220	$ 9,804
Present value of estimated residual value	44,706	44,706
Less deferred selling profits	(1,220)	(9,804)
Net investment in direct financing leases	$ 44,706	$ 44,706

2022 Direct Financing Lease Internal Ratings Sale

At December 31, 2021 and 2020, During the first quarter of 2022, the Company had one sold its remaining hospital under a DFL with a carrying amount of $45 for $68 million and an internal rating recognized a gain on sale of "performing". $23 million, which is included in other income (expense), net.

2020 Direct Financing Lease Sale

During the first quarter of 2020, the Company sold a hospital under a DFL for $82 million and recognized a gain on sale of $42 million, which is included in other income (expense), net.

2019 Direct Financing Lease Sale

During the second quarter of 2019, the Company entered into agreements to sell 13 senior housing facilities under Net investment in DFLs (the "DFL Sale Portfolio") for $274 million. Upon entering into the agreements, the Company recognized an allowance for DFL losses and related impairment charge of $10 million (recognized in income (loss) from discontinued operations) to write-down the carrying value consists of the DFL Sale Portfolio to its fair value. The fair value of the DFL Sale Portfolio was based upon the agreed upon sale price, less estimated costs to sell, which was considered to be a Level 2 measurement within the fair value hierarchy. In conjunction with the entering into agreements to sell the DFL Sale Portfolio, the Company placed the portfolio on nonaccrual status and began recognizing income equal to the amount of cash received. following (in thousands):

The Company completed the sale of the DFL Sale Portfolio in September 2019.

For the DFL Sale Portfolio, during the year ended December 31, 2019, income from DFLs was $17 million (recognized in income (loss) from discontinued operations) and cash payments received were $16 million.

2019 Direct Financing Lease Conversion

During the first quarter of 2019, the Company converted a DFL portfolio of 14 senior housing triple-net properties, previously on "Watch List" status, to a RIDEA structure, requiring the Company to recognize net assets equal to the lower of the net assets' fair value or the carrying value of the net investment in the DFL. As a result, the Company derecognized the $351 million carrying value of the net investment in DFL related to the 14 properties and recognized a combination of net real estate ($331 million) and net intangibles assets ($20 million) for the same aggregate amount, with no gain or loss recognized. As a result of the transaction, the 14 properties were transferred from the senior housing triple-net segment to the SHOP segment during the first quarter of 2019.

	December 31,	
	2022	2021
Present value of minimum lease payments receivable	$ —	$ 1,220
Present value of estimated residual value	—	44,706
Less deferred selling profits	—	(1,220)
Net investment in direct financing leases	$ —	$ 44,706

Direct Financing Lease Receivable Maturities Internal Ratings

The following table summarizes future minimum At December 31, 2022, the Company had no leases classified as a DFL. At December 31, 2021, the Company had one hospital lease payments contractually due under DFLs at December 31, 2021 (in thousands): classified as a DFL with a carrying amount of $45 million and an internal rating of "performing".

Year	Amount
2022	$ 1,220
2023	—
2024	—
2025	—
2026	—
Thereafter	—
Undiscounted minimum lease payments receivable	1,220

Less: imputed interest	—
Present value of minimum lease payments receivable	$ 1,220

Operating Leases

Future Minimum Rents

The following table summarizes future minimum lease payments to be received from tenants under non-cancelable operating leases as of December 31, 2021 December 31, 2022 (in thousands):

Year	Year	Amount	Year	Amount
2022		$ 1,057,467		
2023	2023	1,041,053	2023	$ 1,132,120
2024	2024	979,640	2024	1,106,555
2025	2025	892,348	2025	1,025,557
2026	2026	783,781	2026	917,925
2027			2027	828,431
Thereafter	Thereafter	3,171,115	Thereafter	3,100,427
		$ 7,925,404		$ 8,111,015

Tenant Purchase Options

Certain leases including DFLs, contain purchase options whereby the tenant may elect to acquire the underlying real estate. Annualized base rent from leases subject to purchase options, summarized by the year the purchase options are exercisable are as follows (dollars in thousands):

Year	Year	Annualized Base Rent(1)	Number of Properties	Year	Annualized Base Rent(1)	Number of Properties
2022		$ 15,059	8			
2023	2023	1,191	1	2023	$ 5,779	7
2024	2024	6,835	3	2024	7,446	3
2025	2025	12,564	16	2025	13,772	16
2026	2026	2,662	2	2026	5,594	3
2027				2027	7,704	5
Thereafter	Thereafter	19,426	6	Thereafter	14,816	4
		$ 57,737	36		$ 55,111	38

(1) Represents the most recent month's base rent including additional rent floors and cash income from DFLs annualized for 12 months. Base rent does not include tenant recoveries, additional rents in excess of floors, and non-cash revenue adjustments (i.e., straight-line rents, amortization of market lease intangibles, DFL non-cash interest, and deferred revenues).

Lease Costs

The following tables provide information regarding the Company's leases to which it is the lessee, such as corporate offices and ground leases, excluding lease costs related to assets classified as discontinued operations (dollars in thousands):

		Year Ended December 31,				Year Ended December 31,		
Lease Expense Information:	**Lease Expense Information:**	**2021**	**2020**	**2019**	**Lease Expense Information:**	**2022**	**2021**	**2020**
Total lease expense	Total lease expense	$ 14,442	$ 13,601	$ 11,852	Total lease expense	$ 16,689	$ 14,442	$ 13,601

Weighted Average Lease Term and Discount Rate:	**Weighted Average Lease Term and Discount Rate:**	**December 31, 2021**	**December 31, 2020**	**Weighted Average Lease Term and Discount Rate:**	**December 31, 2022**	**December 31, 2021**
Weighted average remaining lease term (years):	Weighted average remaining lease term (years):			Weighted average remaining lease term (years):		

Operating leases(1)	Operating leases(1)	52	57	Operating leases(1)	51	52
Weighted average discount rate:	Weighted average discount rate:			Weighted average discount rate:		
Operating leases	Operating leases	4.14 %	4.26 %	Operating leases	4.20 %	4.14 %

(1) The As of December 31, 2022 and 2021, the weighted average remaining lease term including the Company's options to extend its operating leases is 67 yearsand 68 years, as of December 31, 2021. respectively.

The following table summarizes future minimum lease payments under non-cancelable ground and other operating leases included in the Company's lease liability as of December 31, 2021 December 31, 2022 (in thousands):

Year	Year	Amount	Year	Amount
2022		$ 16,030		
2023	2023	13,438	2023	$ 17,146
2024	2024	12,575	2024	13,126
2025	2025	11,471	2025	11,946
2026	2026	11,406	2026	11,875
2027			2027	11,941
Thereafter	Thereafter	484,552	Thereafter	484,897
Undiscounted minimum lease payments included in the lease liability	Undiscounted minimum lease payments included in the lease liability	549,472	Undiscounted minimum lease payments included in the lease liability	550,931
Less: imputed interest	Less: imputed interest	(344,925)	Less: imputed interest	(342,416)
Present value of lease liability	Present value of lease liability	$ 204,547	Present value of lease liability	$ 208,515

Depreciation Expense

While the Company leases the majority of its property, plant, and equipment to various tenants under operating leases, and DFLs, in certain situations, the Company owns and operates certain property, plant, and equipment for general corporate purposes. Corporate assets are recorded within other assets, net within the Company's Consolidated Balance Sheets and depreciation expense for those assets is recorded in general and administrative expenses in the Company's Consolidated Statements of Operations. Included within other assets, net as of December 31, 2021 December 31, 2022 and 2020 2021 is $7 million $10 million and $6 million $7 million, respectively, of accumulated depreciation related to corporate assets. Included within general and administrative expenses for the years ended December 31, 2021 December 31, 2022, 2021, and 2020 is $3 million, $2 million, and 2019 is $2 million, respectively, of depreciation expense related to corporate assets.

Denver Corporate Headquarters

During the year ended December 31, 2022, the Company recognized $7 million of charges in connection with the downsizing of the Company's corporate headquarters in Denver, Colorado. These charges are included in general and administrative expenses on the Consolidated Statements of Operations.

Covid Rent Deferrals

During the second and third quarters of 2020, the Company agreed to defer rent from certain tenants in its life science and medical office segments that were impacted by Covid, with the requirement that all deferred rent be repaid by the end of 2020. Under this program, through December 31, 2020, approximately $6 million of rent was deferred for the medical office segment, all of which had been collected as of December 31, 2020. Additionally, through December 31, 2020, the Company granted approximately $1 million of rent deferrals to certain tenants in the life science segment that were impacted by Covid, all of which had been collected as of December 31, 2020.

No such deferrals were granted during the year years ended December 31, 2021. December 31, 2022 and 2021.

The rent deferrals granted do not impact the pattern of revenue recognition or amount of revenue recognized (refer to Note 2 for additional information).

NOTE 8. Loans Receivable

The following table summarizes the Company's loans receivable (in thousands):

	December 31,		December 31,	
	2021	2020	2022	2021

Secured loans(1)	Secured loans(1)	$ 396,281	$ 161,530	Secured loans(1)	$ 350,837	$ 396,281
Mezzanine and other	Mezzanine and other	25,529	44,347	Mezzanine and other	33,083	25,529
Unamortized discounts, fees, and costs	Unamortized discounts, fees, and costs	(4,186)	(222)	Unamortized discounts, fees, and costs	(808)	(4,186)
Reserve for loan losses	Reserve for loan losses	(1,813)	(10,280)	Reserve for loan losses	(8,280)	(1,813)
Loans receivable, net	Loans receivable, net	$ 415,811	$ 195,375	Loans receivable, net	$ 374,832	$ 415,811

(1) At December 31, 2021 December 31, 2022 and 2020, 2021, the Company had $58 million $40 millionand $11 million $58 million, respectively, remaining of commitments to fund additional loans for senior housing redevelopment and capital expenditure projects.

During the years ended December 31, 2021 December 31, 2022, 2020, 2021, and 2019, 2020, the Company recognized $36 million $22 million, $13 $36 million, and $6 $13 million, respectively, of interest income related to loans secured by real estate.

SHOP Seller Financing

Sunrise Senior Housing Portfolio Seller Financing

In conjunction with the sale of 32 SHOP facilities in the Sunrise Senior Housing Portfolio for $664 million in January 2021 (see Note 5), the Company provided the buyer with initial financing of $410 million. The remainder of the sales price was received in cash at the time of sale. Additionally, the Company agreed to provide up to $92 million of additional financing for capital expenditures (up to 65% of the estimated cost of capital expenditures). The As of December 31, 2022, the additional financing was subsequently reduced to $56 $40 million, in conjunction with the principal repayments discussed below,$0.4 of which $0.4 million of which had been funded as of December 31, 2021. funded. The initial and additional financing is secured by the buyer's buyer's equity ownership in each property.

In June 2021, the Company received principal repayments of $246 million on the initial financing provided in conjunction with the sale of the Sunrise Senior Housing Portfolio in January 2021. The Portfolio. In connection with the June 2021 principal repayment, the Company accelerated recognition of $7 million of the related mark-to-market discount, which is included in interest income in the Consolidated Statements of Operations for Operations. Additionally, in February 2022, July 2022, and December 2022, the Company received principal repayments of $8 million, year ended December 31, 2021 $27 million, and $10 million, respectively, . in conjunction with the disposition of the underlying collateral. As of December 31, 2021, December 31, 2022 and 2021, this secured loan had an outstanding principal balance of $120 millionand $165 million. million, respectively.

Other Seller Financing

In conjunction with the sale of 16 additional SHOP facilities for $230 million in January 2021 (see Note 5), the Company provided the buyer with financing of $150 million. The remainder of the sales price was received in cash at the time of sale. The financing is secured by the buyer's buyer's equity ownership in each property.

In December 2020, in conjunction with the sale of 4 of the 12 SHOP facilities in the Atria SHOP Portfolio for $94 million (see Note 5), the Company provided the buyer with financing of $61 million. The remainder of the sales price was received in cash at the time of sale. The financing is secured by the buyer's equity ownership in each of the four properties.

During the first quarter of 2021, the Company reduced the consideration and reported gain on sales of real estate and recognized a mark-to-market discount of$16 $16 million for certain transactions with seller financing. The Company's discount is based on the difference between the stated interest rates (ranging from 3.50% to 4.50%) and corresponding prevailing market rates of approximately 5.25% as of the transaction dates.The discount is recognized as interest income over the term of the discounted loans (ranging from one to three years) using the effective interest rate method. During the year ended December 31, 2022, the Company recognized $3 million of non-cash interest income related to the amortization of its mark-to-market discounts. During the year ended December 31, 2021, the Company recognized$13 $13 million of non-cash interest income related to the amortization of its mark-to-market discounts, of which $7 million was recognized during the year ended December 31, 2021 as a result of the accelerated recognition discussed above related to the Sunrise Senior Housing Portfolio. The Company recognized an immaterial amount of non-cash interest income associated with seller financing notes receivable during the year ended December 31, 2020.

2022 Other Loans Receivable Transactions

In May 2022, the Company received full repayment of the outstanding balance of a $2 million secured loan.

In November 2022, the Company received full repayment of the outstanding balance of a $1 million mezzanine loan.

In December 2022, the Company extended the maturity dates of four secured loans with an aggregate outstanding balance of $61 million, originally scheduled to mature in December 2022, by one year to December 2023. In connection with the extensions, the interest rates on the loans were increased to a variable rate based on the Secured Overnight Financing Rate ("SOFR") administered by the Federal Reserve Bank of New York, with a floor of 8.5% for the first six months of the extended term, increasing to 10.5% for the last six months of the extended term.

Loans Receivable Transactions Subsequent to Year-End

In January 2023, one secured loan with an outstanding balance of $150 million reached maturity and zero non-cash interest income associated the borrower did not make the required principal repayment. Accordingly, the loan is in default. The borrower is in discussions with seller financing notes receivable during the year ended December 31, 2019. Company regarding repayment options and extension of the maturity date.

In February 2023, the Company received full repayment of the outstanding balance of a $35 million secured loan.

Refer to Schedule IV: Mortgage Loans on Real Estate for additional information.

2021 Other Loans Receivable Transactions

The Company classifies a loan receivable as held for sale when management no longer has the intent or ability to hold the loan receivable for the foreseeable future or until maturity. If a loan receivable is classified as held for sale, previously recorded reserves for loan losses are reversed and the loan is reported at the lower of amortized cost or fair value. During the second quarter of 2021, two loans receivable with a total amortized cost of $64 million were classified as held for sale. Upon the transfer of these two loans to held for sale, the carrying value was decreased by $11 million to an estimated fair value of $53 million, $8 million of which was previously recognized as a reserve for loan losses. As a result, a $3 million net loss was recognized in impairments and loan loss reserves (recoveries), net during the year ended December 31, 2021. In September 2021, the Company sold one of the loans receivable previously classified as held for sale for its carrying value of $2 million. In November 2021, the Company sold the other loan receivable previously classified as held for sale for its carrying value of $51 million.

These fair value estimates were made for each individual loan classified as held for sale and primarily relied on a market approach, utilizing comparable market transactions, forecasted sales prices, and negotiations with prospective buyers. These estimates are considered to be a Level 3 measurement within the fair value hierarchy, and are subject to inherent uncertainties.

Additionally, in April 2021, the Company sold two mezzanine loans as part of the Discovery SHOP Portfolio disposition (see Note 5), resulting in no gain or loss on sale of the mezzanine loans.

In May 2021, the Company received a $10 million principal repayment related to one of its secured loans. In September 2021, the Company received repayment of the remaining $15 million balance.

In July 2021, the Company received full repayment of the outstanding balance of an $8 million secured loan.

2020 Other Loans Receivable Transactions

For certain residents that qualify, CCRCs may offer to lend residents the necessary funds to satisfy the entrance fee requirements so that they are able to move into a community while still continuing the process of selling their previous home. The loans are due upon sale of the previous residence. Upon completing the CCRC Acquisition (see Note 3) in January 2020, the Company began consolidating 13 CCRCs, which held approximately $30 million of such notes receivable from various community residents at the time of acquisition. At December 31, 2021 and 2020, the Company held $24 million and $23 million of such notes receivable, respectively, which are included in mezzanine and other in the table above.

In November 2020, the Company sold one mezzanine loan with a $10 million principal balance for $8 million, resulting in a $2 million loss recognized in impairments and loan loss reserves (recoveries), net.

In December 2020, the Company sold one secured loan with a $115 million principal balance for $109 million, resulting in a $6 million loss recognized in impairments and loan loss reserves (recoveries), net.

CCRC Resident Loans

For certain residents that qualify, CCRCs may offer to lend residents the necessary funds to satisfy the entrance fee requirements so that they are able to move into a community while still continuing the process of selling their previous home. The loans are due upon sale of the previous residence. At December 31, 2022 and 2021, the Company held $33 millionand $24 million, respectively, of such notes receivable, which are included in mezzanine and other in the table above.

Loans Receivable Internal Ratings

In connection with the Company's quarterly review process or upon the occurrence of a significant event, loans receivable are reviewed and assigned an internal rating of Performing, Watch List, or Workout. Loans that are deemed Performing meet all present contractual obligations, and collection and timing of all amounts owed is reasonably assured. Watch List Loans are defined as loans that do not meet the definition of Performing or Workout. Workout Loans are defined as loans in which the Company has determined, based on current information and events, that: (i) it is probable it will be unable to collect all amounts due according to the contractual terms of the agreement, (ii) the borrower is delinquent on making payments under the contractual terms of the agreement, and (iii) the Company has commenced action or anticipates pursuing action in the near term to seek recovery of its investment.

The following table summarizes, by year of origination, the Company's internal ratings for loans receivable, net of unamortized discounts, fees, and reserves for loan losses, as of December 31, 2021 December 31, 2022 (in thousands):

		Year of Origination							Investment	Year of Origination						
Investment Type	Investment Type	2021	2020	2019	2018	2017	Prior	Total	Type	2022	2021	2020	2019	2018	Prior	Total
Secured loans	Secured loans								Secured loans							
Risk rating:	Risk rating:								Risk rating:							

Performing loans	Performing loans	$ 309,494	$ 78,606	$ 2,191	$ —	$ —	$ —	$ 390,291	Performing loans	$ —	$ 266,197	$ 75,552	$ —	$ —	$ —	$ 341,749
Watch list loans	Watch list loans	—	—	—	—	—	—	—	Watch list loans	—	—	—	—	—	—	—
Workout loans	Workout loans	—	—	—	—	—	—	—	Workout loans	—	—	—	—	—	—	—
Total secured loans	Total secured loans	$ 309,494	$ 78,606	$ 2,191	$ —	$ —	$ —	$ 390,291	Total secured loans	$ —	$ 266,197	$ 75,552	$ —	$ —	$ —	$ 341,749
Mezzanine and other	Mezzanine and other								Mezzanine and other							
Risk rating:	Risk rating:								Risk rating:							
Performing loans	Performing loans	$ 23,901	$ 1,522	$ 97	$ —	$ —	$ —	$ 25,520	Performing loans	$ 32,410	$ 595	$ 78	$ —	$ —	$ —	$ 33,083
Watch list loans	Watch list loans	—	—	—	—	—	—	—	Watch list loans	—	—	—	—	—	—	—
Workout loans	Workout loans	—	—	—	—	—	—	—	Workout loans	—	—	—	—	—	—	—
Total mezzanine and other	Total mezzanine and other	$ 23,901	$ 1,522	$ 97	$ —	$ —	$ —	$ 25,520	Total mezzanine and other	$ 32,410	$ 595	$ 78	$ —	$ —	$ —	$ 33,083

Reserve for Loan Losses

The Company evaluates the liquidity and creditworthiness of its borrowers on a quarterly basis to determine whether any updates to the future expected losses recognized upon inception are necessary. The Company's evaluation considers industry and economic conditions, individual and portfolio property performance, credit enhancements, liquidity, and other factors. The determination of loan losses also considers concentration of credit risk associated with the senior housing industry to which its loans receivable relate. The Company's borrowers furnish property, portfolio, and guarantor/operator-level financial statements, among other information, on a monthly or quarterly basis, which the Company utilizes to calculate the debt service coverages used in its assessment of internal ratings, which is a primary credit quality indicator. Debt service coverage information is evaluated together with other property, portfolio, and operator performance information, including revenue, expense, NOI, occupancy, rental rates, capital expenditures, and EBITDA (defined as earnings before interest, tax, and depreciation and amortization), along with other liquidity measures.

In its assessment of current expected credit losses for loans receivable and unfunded loan commitments, the Company utilizes past payment history of its borrowers, current economic conditions, and forecasted economic conditions through the maturity date of each loan to estimate a probability of default and a resulting loss for each loan receivable. Future economic conditions are based primarily on near-term economic forecasts from the Federal Reserve and reasonable assumptions for long-term economic trends.

The following table summarizes the Company's reserve for loan losses (in thousands):

		December 31, 2021			December 31, 2020				December 31, 2022			December 31, 2021		
		Secured Loans	Mezzanine and Other	Total	Secured Loans	Mezzanine and Other	Total		Secured Loans	Mezzanine and Other	Total	Secured Loans	Mezzanine and Other	Total
Reserve for loan losses, beginning of period	Reserve for loan losses, beginning of period	$ 3,152	$ 7,128	$ 10,280	$ —	$ —	$ —	Reserve for loan losses, beginning of period	$ 1,804	$ 9	$ 1,813	$ 3,152	$ 7,128	$ 10,280
Cumulative-effect of adopting ASU 2016-13 to beginning retained earnings		—	—	—	513	907	1,420							
Provision for expected loan losses	Provision for expected loan losses	793	896	1,689	2,898	14,356	17,254	Provision for expected loan losses	6,527	7	6,534	793	896	1,689
Expected loan losses related to loans sold or repaid(1)	Expected loan losses related to loans sold or repaid(1)	(2,141)	(8,015)	(10,156)	(259)	(8,135)	(8,394)	Expected loan losses related to loans sold or repaid(1)	(51)	(16)	(67)	(2,141)	(8,015)	(10,156)

Reserve for loan losses, end of period	Reserve for loan losses, end of period	$ 1,804	$ 9	$ 1,813	$ 3,152	$ 7,128	$ 10,280	Reserve for loan losses, end of period	$ 8,280	$ —	$ 8,280	$ 1,804	$ 9	$ 1,813

(1) Includes six two loans sold or repaid during the year ended December 31, 2021 2022 and three six loans sold or repaid during the year ended December 31, 2020 December 31, 2021.

Additionally, at December 31, 2021 December 31, 2022 and 2020, 2021, a liability of $0.3 0.8 million and $1 $0.3 million, respectively, related to expected credit losses for unfunded loan commitments was included in accounts payable, accrued liabilities, and other liabilities.

The change in the reserve for expected loan losses during the year ended December 31, 2022 is primarily due to the following: (i) macroeconomic conditions and (ii) increased interest rates on our variable rate loans.

NOTE 9. Investments in and Advances to Unconsolidated Joint Ventures

The Company owns interests in the following entities that are accounted for under the equity method, excluding investments classified as discontinued operations (in (dollars in thousands):

					Carrying Amount December 31,						Carrying Amount December 31,	
Entity(2) (1)	Entity(2) (1)	Segment	Property Count(3)	Ownership %(3)	2021	2020	Entity(2) (1)	Segment	Property Count(2)	Ownership %(2)	2022	2021
SWF SH JV	SWF SH JV	Other	19	54	$ 355,394	$ 357,581	SWF SH JV	Other	19	54	$ 345,978	$ 355,394
South San Francisco JVs(3)							South San Francisco JVs(3)	Life science	7	70	309,969	—
Life Science JV	Life Science JV	Life science	1	49	25,605	24,879	Life Science JV	Life science	1	49	26,601	25,605
Needham Land Parcel JV(4)	Needham Land Parcel JV(4)	Life science	—	38	13,566	—	Needham Land Parcel JV(4)	Life science	—	38	15,391	13,566
Medical Office JVs(5)		Medical office	3	20 - 67	9,069	9,673						
Other JVs(6)		Other		—	—	9,157						
CCRC JV(7)		CCRC		—	—	1,581						
					$ 403,634	$ 402,871						
Medical Office JVs(5)							Medical Office JVs(5)	Medical office	3	20 - 67	8,738	9,069
											$ 706,677	$ 403,634

(1) These entities are not consolidated because the Company does not control, through voting rights or other means, the joint ventures.

(2) Excludes the Otay Ranch JV (90% Property counts and ownership percentage), which was classified percentages are as discontinued operations and had an aggregate carrying value of $6 million at December 31, 2020 (see Note 5). In April 2021, the SHOP property in the Otay Ranch JV was sold, resulting in the Company's share of proceeds of $32 million and a gain on sale of $5 million recognized in equity income (loss) from unconsolidated joint ventures within income (loss) from discontinued operations for the year ended December 31, 2021 December 31, 2022.

(3) Property count and Includes seven unconsolidated life science joint ventures in South San Francisco, California in which the Company holds a 70% ownership percentage are as in each joint venture. These joint ventures have been aggregated herein due to similarity of December 31, 2021. the investments and operations. See "South San Francisco Joint Ventures" below for further information.

(4) In December 2021, the Company acquired a 38% interest in a life science development joint venture in Needham, Massachusetts for $13 million. Land held for development is excluded from the property count as of December 31, 2021 December 31, 2022.

(5) Includes three two unconsolidated medical office joint ventures in which the Company holds an ownership percentage as follows: (i) Ventures IV (20%); and (ii) Ventures III (30%); and (iii) Suburban Properties, LLC (67%).

(6) At December 31, 2020, includes two unconsolidated other joint ventures in which the Company's ownership percentage is as follows: (i) Discovery Naples JV (41%) and (ii) Discovery Sarasota JV (47%). In April During 2021, the Company sold also held a 30% interest in Ventures III, which issued its two preferred equity investments for their carrying value as part final distribution and was dissolved. These joint ventures have been aggregated herein due to similarity of the Discovery SHOP Portfolio disposition (see Note 5).

(7) See Note 3 for a discussion of the 2019 MTCA with Brookdale, including the acquisition of Brookdale's interest in 13 of the 15 communities in the CCRC JV in January 2020. In May 2021, the two remaining CCRCs were sold for $38 million, $19 million of which represents the Company's 49% interest, resulting in an immaterial gain on sale recorded within equity income (loss) from unconsolidated joint ventures for the year ended December 31, 2021. investments and operations.

At December 31, 2021 December 31, 2022 and 2020, 2021, the aggregate unamortized basis difference of the Company's Company's investments in unconsolidated joint ventures of $42 41 million and $33 42 million, respectively, is primarily attributable to the difference between the amount for which the Company purchased its interest in the entity and the historical carrying value of the net assets of the entity. The difference is being amortized over the remaining useful life of the related assets and is included in equity income (loss) from unconsolidated joint ventures.

Other JVs. In April 2021, the Company sold its two preferred equity investments for their carrying value as part of the Discovery SHOP Portfolio disposition (see Note 5). Prior to the sale, the Company's ownership percentage in these two unconsolidated joint ventures was as follows: (i) Discovery Naples JV (41%) and (ii) Discovery Sarasota JV (47%).

CCRC JV. During 2019, In May 2021, the two remaining CCRCs in the CCRC JV recognized joint venture were sold for $38 million, $19 million of which represents the Company's 49% interest, resulting in an impairment charge of $12 million. Accordingly, the Company recognized its 49% share of the impairment charge ($6 million) through immaterial gain on sale recorded within equity income (loss) from unconsolidated joint ventures during the year ended December 31, 2019 December 31, 2021.

U.K. JV. South San Francisco JVs. In December 2019, On August 1, 2022, the Company sold its 49% a 30% interest in seven life science assets in South San Francisco, California to a sovereign wealth fund ("SWF Partner") for cash of $126 million. Following this transaction, the U.K. JV Company and the SWF Partner (collectively, the "Members") share in key decisions of the assets through their voting rights, resulting in the Company deconsolidating the assets, recognizing its retained 70% investment in the South San Francisco joint ventures (the "South San Francisco JVs") at fair value, and accounting for proceeds its investment using the equity method. The fair values of £70 million ($91 million) and recognized the Company's retained investment were based on a loss on sale of $7 million (based on exchange rates at market approach, utilizing an agreed-upon contractual sales price, which is considered to be a Level 3 measurement within the time fair value hierarchy. During the transaction was completed), including $1 million of loss in accumulated other comprehensive income (loss) that was reclassified to gain (loss) on sales of real estate. As of December 31, 2019 year ended December 31, 2022, the Company no longer recognized a gain upon change of control of $311 million, which is recorded in other income (expense), net.

The Company is entitled to a preferred return, a promote, and certain fees in exchange for development and asset management services provided to the South San Francisco JVs when certain conditions are met.

Concurrently, the Company entered into a master equity transaction agreement with the SWF Partner that provided the Members with an opportunity to participate in a future joint venture in certain development projects currently owned real estate in by the U.K. Company. In January 2023, the Company and the SWF Partner mutually agreed not to proceed with the joint venture related to these development projects.

NOTE 10. Intangibles

Intangible assets primarily consist of lease-up intangibles and above market tenant lease intangibles. The following table summarizes the Company's intangible lease assets (dollars in thousands):

Intangible lease assets	Intangible lease assets	December 31, 2021	December 31, 2020	Intangible lease assets	December 31, 2022	December 31, 2021
Gross intangible lease assets	Gross intangible lease assets	$ 797,675	$ 761,328	Gross intangible lease assets	$ 770,285	$ 797,675
Accumulated depreciation and amortization	Accumulated depreciation and amortization	(277,915)	(241,411)	Accumulated depreciation and amortization	(352,224)	(277,915)
Intangible assets, net(1)	Intangible assets, net(1)	$ 519,760	$ 519,917	Intangible assets, net(1)	$ 418,061	$ 519,760
Weighted average remaining amortization period in years	Weighted average remaining amortization period in years	6	5	Weighted average remaining amortization period in years	5	6

(1) Excludes intangible assets reported in assets held for sale of$2 million and discontinued operations, net of zero and $25 million as of December 31, 2021 December 31, 2022 and 2020. 2021, respectively.

Intangible liabilities consist of below market lease intangibles. The following table summarizes the Company's intangible lease liabilities (dollars in thousands):

Intangible lease liabilities	Intangible lease liabilities	December 31, 2021	December 31, 2020	Intangible lease liabilities	December 31, 2022	December 31, 2021
Gross intangible lease liabilities	Gross intangible lease liabilities	$ 234,917	$ 194,565	Gross intangible lease liabilities	$ 237,464	$ 234,917

Accumulated depreciation and amortization	Accumulated depreciation and amortization	(57,685)	(50,366)	Accumulated depreciation and amortization	(81,271)	(57,685)
Intangible liabilities, net	Intangible liabilities, net	$ 177,232	$ 144,199	Intangible liabilities, net	$ 156,193	$ 177,232
Weighted average remaining amortization period in years	Weighted average remaining amortization period in years	8	8	Weighted average remaining amortization period in years	7	8

The following table sets forth amortization related to intangible assets, net and intangible liabilities, net (in thousands):

		Year Ended December 31,				Year Ended December 31,		
		2021	2020	2019		2022	2021	2020
Depreciation and amortization expense related to amortization of lease-up intangibles(1)	Depreciation and amortization expense related to amortization of lease-up intangibles(1)	$ 106,106	$ 89,301	$ 46,828	Depreciation and amortization expense related to amortization of lease-up intangibles(1)	$ 104,885	$ 106,106	$ 89,301
Rental and related revenues related to amortization of net below market lease liabilities(1)	Rental and related revenues related to amortization of net below market lease liabilities(1)	20,597	11,717	6,319	Rental and related revenues related to amortization of net below market lease liabilities(1)	24,640	20,597	11,717

(1) Excludes amortization related to assets classified as discontinued operations.

During the year ended December 31, 2022, in conjunction with the Company's acquisitions of real estate, the Company acquired intangible assets of $7 million and intangible liabilities of $6 million. The intangible assets and liabilities acquired had a weighted average amortization period at acquisition of 7 years and 11 years, respectively.

During the year ended December 31, 2021, in conjunction with the Company's acquisitions of real estate, the Company acquired intangible assets of$109 $109 million and intangible liabilities of $57 million. $57 million. The intangible assets and intangible liabilities acquired each had a weighted average amortization period at acquisition of 9 years.

During the year ended December 31, 2020, in conjunction with the Company's acquisitions of real estate, the Company acquired intangible assets of $352 million and intangible liabilities of $83 million. The intangible assets and intangible liabilities acquired had a weighted average amortization period at acquisition of 7 years and 9 years, respectively.

The following table summarizes the estimated annual amortization for each of the five succeeding fiscal years and thereafter (in thousands):

	Rental and Related Revenues(1)	Depreciation and Amortization(2)
2022	$ 24,008	$ 103,753
2023	23,250	98,511
2024	22,407	94,826
2025	21,383	83,308
2026	18,912	51,407
Thereafter	55,032	75,715
	$ 164,992	$ 507,520

(1) The amortization of net below market lease intangibles is recorded as an increase to rental and related revenues.

(2) The amortization of lease-up intangibles is recorded to depreciation and amortization expense.

	Rental and Related Revenues	Depreciation and Amortization
2023	$ 24,036	$ 99,784

2024	22,913	95,570
2025	21,891	83,984
2026	19,397	51,948
2027	15,393	26,349
Thereafter	43,356	51,219
	$ 146,986	$ 408,854

Goodwill

AsAt each of December 31, 2021 December 31, 2022 and 2020, 2021, the Company's goodwill balance was $18 million, excluding the amount related to SHOP and senior housing triple-net portfolios classified as discontinued operations (see Note 5), and is recognized in other assets, net on the Consolidated Balance Sheets. See Note 16 for goodwill attributable to the Company's Company's reportable segments. During the year ended December 31, 2021, the Company recognized a $29 million goodwill impairment charge, recognized within income (loss) from discontinued operations (see Note 6).

NOTE 11. Debt

Bank Line of Credit and Term Loan Loans

On May 23, 2019, the Company executed a $2.5 billion unsecured revolving line of credit facility, with a maturity date of May 23, 2023 and two six-month extension options, subject to certain customary conditions. Also in May 2019, the Company entered into a $250 million unsecured term loan facility, with a maturity date of May 23, 2024 (the "2019 Term Loan"). In July 2021, the Company repaid the $250 million 2019 Term Loan; therefore, at December 31, 2021, there was no outstanding balance. The outstanding balance on the 2019 Term Loan at December 31, 2020 was $250 million. Loan.

In September 2021, the Company executed an amended and restated unsecured revolving line of credit (the "Revolving Facility"), to increase total revolving commitments from $2.5 billion to $3.0 billion and extend the maturity date to January 20, 2026. This maturity date may be further extended pursuant to two six-month extension options, subject to certain customary conditions. Borrowings under the Revolving Facility accrue interest at LIBOR the London Interbank Offered Rate ("LIBOR") plus a margin that depends on the credit ratings of the Company's senior unsecured long-term debt. The Company also pays a facility fee on the entire revolving commitment that depends on its credit ratings. Additionally, the Revolving Facility includes a sustainability-linked pricing component whereby the applicable margin may be reduced by up to 0.025% based on the Company's achievement of specified sustainability-linked metrics, subject to certain conditions. Based on the Company's credit ratings at December 31, 2022, and inclusive of achievement of a sustainability-linked metric during the year ended December 31, 2021, the margin on the Revolving Facility was 0.78%0.75% and the facility fee was0.15%. At December 31, 2021 December 31, 2022 and 2020, 2021, the Company hadno balance outstanding under the Revolving Facility.

The Revolving Facility includes a feature that allows the Company to increase the borrowing capacity by an aggregate amount of up to $750 million, subject to securing additional commitments. Further, the Revolving Facility includes customary LIBOR replacement language, including, but not limited to, the use of rates based on the secured overnight financing rate administered by the Federal Reserve Bank of New York. The Revolving Facility also includes a sustainability-linked pricing component whereby the applicable margin may be reduced by up to 0.025% based on the Company's achievement of specified sustainability-linked metrics, subject to certain conditions. SOFR.

The Revolving Facility also contains certain financial restrictions and other customary requirements, including financial covenants and cross-default provisions to other indebtedness. Among other things, these covenants, using terms defined in the agreement: (i) limit the ratio of Enterprise Total Indebtedness to Enterprise Gross Asset Value to 60%; (ii) limit the ratio of Enterprise Secured Debt to Enterprise Gross Asset Value to 40%; (iii) limit the ratio of Enterprise Unsecured Debt to Enterprise Unencumbered Asset Value to 60%; (iv) require a minimum Fixed Charge Coverage ratio of 1.5 times; and (v) require a minimum Consolidated Tangible Net Worth of $7.7 billion. The Company believes it was in compliance with each of these covenants at December 31, 2021 December 31, 2022.

On August 22, 2022, the Company executed a term loan agreement (the "2022 Term Loan Agreement") that provided for two senior unsecured delayed draw term loans in an aggregate principal amount of up to $500 million (the "2022 Term Loan Facilities"). The 2022 Term Loan Facilities were available to be drawn from time to time during a 180-day period after closing, subject to customary borrowing conditions. $250 million of the 2022 Term Loan Facilities has an initial stated maturity of 4.5 years, which may be extended for a one-year period subject to certain customary conditions. The other $250 million of the 2022 Term Loan Facilities has a stated maturity of 5 years with no option to extend. In October 2022, the entirety of the $500 million under the 2022 Term Loan Facilities was drawn. Therefore, at December 31, 2022, the Company had $500 million outstanding under the 2022 Term Loan Facilities.

Loans outstanding under the 2022 Term Loan Facilities accrue interest at adjustedSOFR plus a margin that depends on the credit ratings of the Company's senior unsecured long-term debt. The 2022 Term Loan Agreement also includes a sustainability-linked pricing component whereby the applicable margin under the 2022 Term Loan Facilities may be reduced by 0.01% based on the Company's achievement of specified sustainability-linked metrics. Based on the Company's credit ratings as of December 31, 2022, the margin on the 2022 Term Loan Facilities was 0.85%. The 2022 Term Loan Agreement includes a feature that allows the Company to increase the borrowing capacity by an aggregate amount of up to an additional $500 million, subject to securing additional commitments.

The 2022 Term Loan Agreement also contains certain financial restrictions and other customary requirements, including financial covenants and cross-default provisions to other indebtedness. Among other things, these covenants, using terms defined in the agreement: (i) limit the ratio of Enterprise Total Indebtedness to Enterprise Gross Asset Value to 60%; (ii) limit the ratio of Enterprise Secured Debt to Enterprise Gross Asset Value to 40%; (iii) limit the ratio of Enterprise Unsecured Debt to Enterprise Unencumbered Asset Value to 60%; (iv) require a minimum Fixed Charge Coverage ratio of 1.5 times; and (v) require a minimum Consolidated Tangible Net Worth of $7.7 billion. The Company believes it was in compliance with each of these covenants at December 31, 2022.

In August 2022, the Company entered into two forward-starting interest rate swap instruments that are designated as cash flow hedges (see Note 22). The 2022 Term Loan Facilities associated with these interest rate swap instruments are reported as fixed rate debt due to the Company having effectively established a fixed interest rate for the underlying debt instruments. Based on the Company's credit ratings as of December 31, 2022, the 2022 Term Loan Facilities had a blended fixed effective interest rate of 3.77%, inclusive of the impact of these interest rate swap instruments and amortization of the related debt issuance costs.

Commercial Paper Program

In September 2019, the Company established an unsecured commercial paper program (the "Commercial Paper Program"). Under the terms of the Commercial Paper Program, the Company may issue, from time to time, unsecured short-term debt securities with varying maturities. Amounts available under the Commercial Paper Program may be borrowed, repaid, and re-borrowed from time to time. During 2021, At December 31, 2021, the maximum aggregate face or principal amount that could be outstanding at any one time was $1.5 billion. In July 2022, the Company increased the maximum aggregate face or principal amount that can be outstanding at any one time from $1.0 billion to $1.5 $2.0 billion. Amounts borrowed under the Commercial Paper Program will be sold on terms that are customary for the U.S. commercial paper market and will be at least equal in right of payment with all of the Company's other unsecured and unsubordinated indebtedness. The Company uses its Revolving Facility as a liquidity backstop for the repayment of unsecured short-term debt securities issued under the Commercial Paper Program. At December 31, 2022, the Company had $996 million of securities outstanding under the Commercial Paper Program, with original maturities of approximately two months and a weighted average interest rate of 4.90%. At December 31, 2021, the Company had $1.17 billion of securities outstanding under the Commercial Paper Program, with original maturities of approximately two months and a weighted average interest rate of 0.32%. At December 31, 2020, the Company had $130 million of securities outstanding under the Commercial Paper Program, with original maturities of approximately one month and a weighted average interest rate of 0.30%.

Senior Unsecured Notes

At December 31, 2021, each of December 31, 2022 and 2021, the Company had senior unsecured notes outstanding with an aggregate principal balance of $4.7 billion. The senior unsecured notes contain certain covenants including limitations on debt, maintenance of unencumbered assets, cross-acceleration provisions, and other customary terms. The Company believes it was in compliance with these covenants at December 31, 2021 December 31, 2022.

During the year ended December 31, 2022, the Company did not issue, repurchase, or redeem any senior unsecured notes.

In July 2021, the Company completed its inaugural two green bond offering. In November 2021, the Company completed a second green bond offering. Both offerings. The net proceeds from both green bonds are or will be have been allocated to eligible green projects, and the Company may choose to allocate or re-allocate net proceeds from such offerings to one or more other eligible green projects.

The following table summarizes the Company's senior unsecured notes issuances, including the green bond offerings discussed above, for the periods presented (dollars in thousands):

Issue Date	**Issue Date**	**Amount**	**Coupon Rate**	**Maturity Date**	**Issue Date**	**Amount**	**Coupon Rate**	**Maturity Date**
Year ended December 31, 2021:	*Year ended December 31, 2021:*				*Year ended December 31, 2021:*			
November 24, 2021	November 24, 2021	$ 500,000	2.13 %	2028	November 24, 2021	$ 500,000	2.13 %	2028
July 12, 2021	July 12, 2021	450,000	1.35 %	2027	July 12, 2021	450,000	1.35 %	2027
Year ended December 31, 2020:	*Year ended December 31, 2020:*				*Year ended December 31, 2020:*			
June 23, 2020	June 23, 2020	600,000	2.88 %	2031	June 23, 2020	600,000	2.88 %	2031
Year ended December 31, 2019:								
November 21, 2019		750,000	3.00 %	2030				
July 5, 2019		650,000	3.25 %	2026				
July 5, 2019		650,000	3.50 %	2029				

In January 2023, the Company completed a senior unsecured note issuance as summarized in the following table (dollars in thousands):

Issue Date	**Amount**	**Coupon Rate**	**Maturity Date**
January 17, 2023	$ 400,000	5.25 %	2032

The following table summarizes the Company's senior unsecured notes repurchases and redemptions for the periods presented (dollars in thousands):

Payoff Date	**Amount**	**Coupon Rate**	**Maturity Date**
Year ended December 31, 2021:			
May 19, 2021(1)	$ 251,806	3.40 %	2025
May 19, 2021(1)	298,194	4.00 %	2025
February 26, 2021(2)	188,000	4.25 %	2023
February 26, 2021(2)	149,000	4.20 %	2024

February 26, 2021(2)	331,000	3.88 %	2024
January 28, 2021(2)	112,000	4.25 %	2023
January 28, 2021(2)	201,000	4.20 %	2024
January 28, 2021(2)	469,000	3.88 %	2024
Year ended December 31, 2020:			
July 9, 2020(3)	300,000	3.15 %	2022
June 24, 2020(4)	250,000	4.25 %	2023
Year ended December 31, 2019:			
November 21, 2019(5)	350,000	4.00 %	2022
July 22, 2019(6)	800,000	2.63 %	2020
July 8, 2019(6)	250,000	4.00 %	2022
July 8, 2019(6)	250,000	4.25 %	2023

Payoff Date	Amount	Coupon Rate	Maturity Date
Year ended December 31, 2021(1):			
May 19, 2021	$ 251,806	3.40 %	2025
May 19, 2021	298,194	4.00 %	2025
February 26, 2021	188,000	4.25 %	2023
February 26, 2021	149,000	4.20 %	2024
February 26, 2021	331,000	3.88 %	2024
January 28, 2021	112,000	4.25 %	2023
January 28, 2021	201,000	4.20 %	2024
January 28, 2021	469,000	3.88 %	2024
Year ended December 31, 2020(2):			
July 9, 2020	300,000	3.15 %	2022
June 24, 2020	250,000	4.25 %	2023

(1) Upon repurchasing As a portion result of the 3.40% repurchases and 4.00% redemptions of these senior unsecured notes, due 2025, the Company recognized a $61 an aggregate $225 million loss on debt extinguishment during the year ended December 31, 2021.

(2) Upon completing As a result of the repurchases and redemptions of all outstanding 4.25%, 4.20%, and 3.88% these senior unsecured notes, due 2023 and 2024, the Company recognized a $164 million loss on debt extinguishment during the year ended December 31, 2021.

(3) Upon completing the redemption of all outstanding 3.15% senior unsecured notes due 2022, the Company recognized an $18 aggregate $44 million loss on debt extinguishment during the year ended December 31, 2020.

(4) Upon repurchasing a portion of the 4.25% senior unsecured notes due 2023, the Company recognized a $26 million loss on debt extinguishment during the year ended December 31, 2020.

(5) Upon repurchasing the 4.00% senior unsecured notes due in 2022, the Company recognized a $22 million loss on debt extinguishment during the year ended December 31, 2019.

(6) Upon completing the redemption of the 2.63% senior unsecured notes due in 2020 and repurchasing a portion of the 4.25% senior unsecured notes due in 2023 and the 4.00% senior unsecured notes due in 2022, the Company recognized a $35 million loss on debt extinguishment during the year ended December 31, 2019.

Mortgage Debt

At December 31, 2021 December 31, 2022 and 2020, 2021, the Company had $350 million$345 million and $217 $350 million, respectively, in aggregate principal of mortgage debt outstanding, (excluding mortgage debt on assets held for sale and discontinued operations), which was secured by 18 and 6 healthcare facilities, respectively, with an aggregate carrying value of $811 million$793 million and $517 $811 million, respectively.

During the years ended December 31, 2021, 2020, and 2019 the Company made aggregate principal repayments of mortgage debt of $9 million, $5 million, and $1 million, respectively (excluding mortgage debt on assets held for sale and discontinued operations).

Mortgage debt generally requires monthly principal and interest payments, is collateralized by real estate assets, and is non-recourse. Mortgage debt typically restricts transfer of the encumbered assets, prohibits additional liens, restricts prepayment, requires payment of real estate taxes, requires maintenance of the assets in good condition, requires insurance on the assets, and includes conditions to obtain lender consent to enter into or terminate material leases. Some of the mortgage debt may require tenants or operators to maintain compliance with the applicable leases or operating agreements of such real estate assets.

During the years ended December 31, 2022, 2021, and 2020 the Company made aggregate principal repayments of mortgage debt of $5 million, $9 million, and $5 million, respectively (excluding mortgage debt on assets held for sale and discontinued operations).

In April 2021, in conjunction with the acquisition of the MOB Portfolio, the Company originated $142 million of secured mortgage debt (see Note 4) that matures in May 2026 and has a weighted average effective 2026. In April 2022, the Company terminated its existing interest rate of 2.77% cap instruments associated with this variable rate mortgage debt and entered into two interest rate swap instruments that are designated as of December 31, 2021 cash flow hedgesand mature in May 2026 (see Note 22). The variable rate mortgage debt associated with these interest rate swap instruments is reported as fixed rate debt due to the Company having effectively established a fixed interest rate for the underlying debt instrument.

Debt Maturities

The following table summarizes the Company’s stated debt maturities and scheduled principal repayments at December 31, 2021 December 31, 2022 (dollars in thousands):

				Senior Unsecured Notes(2)		Mortgage Debt(3)		
Year	Year	Bank Line of Credit	Commercial Paper(1)	Amount	Interest Rate	Amount	Interest Rate	Total
2022		$ —	$ —	$ —	— %	$ 5,048	3.80 %	$ 5,048
2023	2023	—	—	—	— %	90,089	3.80 %	90,089
2024	2024	—	—	—	— %	7,024	3.81 %	7,024
2025	2025	—	—	800,000	3.93 %	3,209	3.80 %	803,209
2026	2026	—	1,165,975	650,000	3.39 %	244,523	3.11 %	2,060,498
2027								
Thereafter	Thereafter	—	—	3,250,000	3.24 %	366	5.91 %	3,250,366
		—	1,165,975	4,700,000		350,259		6,216,234
Premiums, (discounts), and debt issuance costs, net	Premiums, (discounts), and debt issuance costs, net	—	—	(48,067)		1,822		(46,245)
		$ —	$1,165,975	$4,651,933		$352,081		$6,169,989

				Senior Unsecured Notes(2)		Mortgage Debt(	
Year	Bank Line of Credit	Commercial Paper(1)	Term Loans	Amount	Interest Rate	Amount	Inte R
2023	$ —	$ —	$ —	$ —	— %	$ 90,089	3.8
2024	—	—	—	—	— %	7,024	6.1
2025	—	—	—	800,000	3.92 %	3,209	3.8
2026	—	995,606	—	650,000	3.40 %	244,523	4.4
	2027	—	—	500,000	450,000	1.54 %	36
Thereafter	—	—	—	2,800,000	3.50 %	—	–
	—	995,606	500,000	4,700,000		345,211	
Premiums, (discounts), and debt issuance costs, net	—	—	(4,043)	(40,549)		1,388	
	$ —	$995,606	$495,957	$4,659,451		$346,599	

(1) Commercial Paper Program borrowings are backstopped by the Revolving Facility. As such, the Company calculates the weighted average remaining term of its Commercial Paper Program borrowings using the maturity date of the Revolving Facility.

(2) Effective interest rates on the senior unsecured notes range from 1.54% to 6.91% 6.87% with a weighted average effective interest rate of 3.39% 3.37% and a weighted average maturity of 7 6 years.

(3) Effective interest rates on the mortgage debt range from 2.59% 3.44% to 5.91% 7.93% with a weighted average effective interest rate of 3.31% 4.33% and a weighted average maturity of 4 3 years. These interest rates include the impact of designated interest rate swap instruments, which effectively fix the interest rate on certain variable rate debt.

NOTE 12. Commitments and Contingencies

Legal Proceedings

From time to time, the Company is a party to legal proceedings, lawsuits and other claims that arise in the ordinary course of the Company’s business. The Company is not aware of any legal proceedings or claims that it believes may have, individually or taken together, a material adverse effect on the Company’s financial condition, results of operations, or cash flows. The Company’s policy is to expense legal costs as they are incurred.

DownREITs and Other Partnerships

In connection with the formation of certain, limited liability companies (“DownREITs”), DownREITs, members may contribute appreciated real estate to a DownREIT in exchange for DownREIT units. These contributions are generally tax-deferred, so that the pre-contribution gain related to the property is not taxed to the member. However, if a contributed property is later sold by the DownREIT, the unamortized pre-contribution gain that exists at the date of sale is specifically allocated and taxed to the contributing members. In many of the DownREITs, the Company has entered into indemnification agreements with those members who contributed appreciated property into the DownREIT. Under these indemnification agreements, if any of the appreciated real estate contributed by the members is sold by the DownREIT in a taxable transaction within a specified number of years, the Company will reimburse the affected members for the federal and state income taxes associated with the pre-contribution gain that is specially allocated to the affected member under the Internal Revenue Code (“make-whole payments”). These make-whole payments include a tax gross-up provision. These indemnification agreements have expirations terms that range through 2039 on a total of 29 properties.

Additionally, the Company owns a 49% interest in an unconsolidated joint venture acquired in December 2020 as part of the Cambridge Discovery Park Acquisition Life Science JV (see Note 4) 9). If the property in the joint venture is sold in a taxable transaction, the Company is generally obligated to indemnify its joint venture partner for its federal and state income taxes associated with the gain that existed at the time of the contribution to the joint venture.

Commitments

The following table summarizes the Company's material commitments, excluding debt service obligations (see Note 11), obligations as the lessee under operating leases (see Note 7), and potential future obligations related to redeemable noncontrolling interests (see Note 13) at December 31, 2021 December 31, 2022 (in thousands):

		Amount
Development and redevelopment commitments(1)	$	386,647 219,059
Lease and other contractual commitments(2)		82,644 33,164
Construction loan commitments(3)		57,881 39,965
Total	$	527,172 292,188

(1) Represents construction and other commitments as of December 31, 2021 December 31, 2022 for developments and redevelopments in progress and includes allowances for tenant improvements that the Company has provided as a lessor.

(2) Represents the Company's Company's commitments, as lessor, under signed leases and contracts for operating properties as of December 31, 2021 December 31, 2022 and includes allowances for tenant improvements and leasing commissions. Excludes allowances for tenant improvements related to developments and redevelopments in progress for which the Company has executed an agreement with a general contractor to complete the tenant improvements (recognized in the "Development and redevelopment commitments" line).

(3) Represents loan commitments as of December 31, 2021 December 31, 2022 to fund additional loans for senior housing redevelopment and capital expenditure projects.

Credit Enhancement Guarantee

Prior to December 31, 2020, certain of the Company's senior housing facilities served as collateral for debt that was owed by a previous owner of the facilities. This indebtedness was guaranteed by the previous owner who has an investment grade credit rating.

In conjunction with certain of the Company's planned dispositions of SHOP assets, during October 2020, the debt to which the Company's assets served as collateral was defeased. As part of that defeasance, the Company paid approximately $11 million of the defeasance premium during the year ended December 31, 2020, which was recognized as a transaction cost expense and reported in income (loss) from discontinued operations.

Environmental Costs

Various environmental laws govern certain aspects of the ongoing management and operation of our facilities, including those related to presence of asbestos-containing materials. The presence of, or the failure to manage and/or remediate, such materials may adversely affect the occupancy and performance of the Company's Company's facilities. The Company monitors its properties for the presence of such hazardous or toxic substances and is not aware of any environmental liability with respect to the properties that would have a material adverse effect on the Company's business, financial condition, or results of operations. The Company carries environmental insurance and believes that the policy terms, conditions, limitations, and deductibles are adequate and appropriate under the circumstances, given the relative risk of loss, the cost of such coverage, and current industry practice.

General Uninsured Losses

The Company obtains various types of insurance to mitigate the impact of property, business interruption, liability, workers' compensation, flood, windstorm, earthquake, environmental, cyber, and terrorism related losses. The Company attempts to obtain appropriate policy terms, conditions, limits, and deductibles considering the relative risk of loss, the cost of such coverage, and current industry practice. There are, however, certain types of extraordinary losses, such as those due to acts of war or other events that may be either uninsurable or not economically insurable. In addition, the Company has a large number of properties that are exposed to earthquake, flood, and windstorm occurrences for which the related insurances carry high deductibles and have limits.

NOTE 13. Equity and Redeemable Noncontrolling Interests

Dividends

On January 27, 2022 February 1, 2023, the Company announced that its Board of Directors declared a quarterly cash dividend of $0.30 per share. The common stock cash dividend will be paid on February 22, 2022 February 23, 2023 to stockholders of record as of the close of business on February 11, 2022 February 9, 2023.

During the years ended December 31, 2021 December 31, 2022, 2020, 2021, and 2019, 2020, the Company declared and paid common stock cash dividends of $1.20, $1.48, $1.20, and $1.48 per share, respectively.

At-The-Market Equity Offering Program

In February 2020, the Company established an at-the-market equity offering program (as amended from time to time, the "ATM Program"), which was most recently amended in May 2021 to increase the size of the program from $1.25 billion to $1.5 billion, pursuant to which shares of common stock having an aggregate gross sales price of up to $1.5 billion may be sold (i) by the Company through a consortium of banks acting as sales agents or directly to the banks acting as principals or (ii) by a consortium of banks acting as forward sellers on behalf of any forward purchasers pursuant to a forward sale agreement (each, an "ATM forward contract"). The use of ATM forward contracts allows the Company to lock in a share price on the sale of shares at the time the ATM forward contract is effective, but defer receiving the proceeds from the sale of shares until a later date.

ATM forward contracts generally have a one to two year term. At any time during the term, the Company may settle a forward sale by delivery of physical shares of common stock to the forward seller or, at the Company's election, in cash or net shares. The forward sale price the Company expects to receive upon settlement of outstanding ATM forward contracts will be the initial forward price established upon the effective date, subject to adjustments for: (i) accrued interest, (ii) the forward purchasers' stock borrowing costs, and (iii) certain fixed price reductions during the term of the ATM forward contract.

At December 31, 2021 December 31, 2022, $1.18 billion of the Company's common stock remained available for sale under the ATM Program.

ATM Forward Contracts

During the year ended December 31, 2020, the Company utilized the forward provisions under a previous ATM program established in 2019 (the “2019 ATM Program”) to allow for the sale of an aggregate of 2.0 million shares of its common stock at an initial weighted average net price of $35.23 per share, after commissions. Additionally, during the year ended December 31, 2020, the Company settled 16.8 million shares previously outstanding under the 2019 ATM Program at a weighted average net price of $31.38 per share, after commissions, resulting in net proceeds of $528 million. At December 31, 2020, no shares remained outstanding under the 2019 ATM Program.

During the year ended December 31, 2021, the Company utilized the forward provisions under the ATM Program to allow for the sale of an aggregate of 9.1 million shares of its common stock at an initial weighted average net price of $35.25 per share, after commissions. None of these shares were settled during the year and therefore, all 9.1 million shares remained outstanding at December 31, 2021.

During the year ended December 31, 2021, no shares were settled under ATM forward contracts. Therefore, at December 31, 2021, 9.1 million shares remained outstanding under ATM forward contracts.

During the year ended December 31, 2020, the Company did not utilize the forward provisions under the ATM Program. However, during the year ended December 31, 2020, the Company utilized the forward provisions under a previous ATM program established in 2019 to allow for the sale of an aggregate of 2.0 million shares of its common stock at an initial weighted average net price of $35.23 per share, after commissions. During the year ended December 31, 2019, the Company utilized the forward provisions under a previous ATM program established in 2019 to allow for the sale of up to an aggregate of 20.3 million shares of its common stock at an initial weighted average net price of $31.44 per share, after commissions.

During the three months ended March 31, 2020 December 31, 2022, the Company settled all 16.8 million 9.1 million shares previously outstanding under ATM forward contracts at a weighted average net price of $31.38 $34.01per share, after commissions, resulting in net proceeds of $528 million. $308 million. Therefore, at December 31, 2020 December 31, 2022, no shares remained outstanding under ATM forward contracts. During the year ended December 31, 2019, the Company settled 5.5 million shares at a weighted average net price of $30.91 per share, after commissions, resulting in net proceeds of $171 million.

ATM Direct Issuances

During the years ended December 31, 2021 December 31, 2022, 2021, and 2020, there were no shares direct issuances of common stock were issued under any ATM program. During the year ended December 31, 2019, the Company issued 5.9 million shares of common stock under a previous the ATM program established in 2019 at a weighted average net price of $31.84 per share, after commissions, resulting in net proceeds of $189 million. program.

Forward Equity Offerings

November 2019 Offering. In November 2019, the Company entered into a forward equity sales agreement (the “2019 forward equity sales agreement”) to sell an aggregate of 15.6 million shares of its common stock (including shares sold through the exercise of underwriters’ options) at an initial net price of $34.46 per share, after underwriting discounts and commissions, which was subject to adjustments for: (i) accrued interest, (ii) the forward purchasers’ stock borrowing costs, and (iii) certain fixed price reductions during the term of the agreement. During the three months year ended March 31, 2020 December 31, 2020, the Company settled all 15.6 million shares under the 2019 forward equity sales agreement at a weighted average net price of $34.18 per share, resulting in net proceeds of $534 million (total net proceeds of $1.06 billion, when aggregated with the net proceeds from settling ATM forward contracts under the 2019 ATM Program, as discussed above). Therefore, at December 31, 2021 December 31, 2022, 2021, and 2020, no shares remained outstanding under the 2019 forward equity sales agreement.

December 2018 Offering. In December 2018, Share Repurchase Program

On August 1, 2022, the Company’s Board of Directors approved a share repurchase program under which the Company entered into a forward equity sales agreement (the “2018 forward equity sales agreement”) to sell an aggregate of 15.3 million may acquire shares of its common stock (including shares sold through in the exercise of underwriters’ options) at open market up to an initial net aggregate purchase price of $28.60 per share, after underwriting discounts $500 million (the “Share Repurchase Program”). Purchases of common stock under the Share Repurchase Program may be exercised at the Company’s discretion with the timing and commissions. number of shares repurchased depending on a variety of factors, including price, corporate and regulatory requirements, and other corporate liquidity requirements and priorities. The 2018 forward equity sales agreement had a one year term that expired on December 13, 2019 during which Share Repurchase Program expires in August 2024 and may be suspended or terminated at any time the Company could settle the forward sales agreement by delivery of physical without prior notice. Under Maryland General Corporation Law, outstanding shares of common stock to the forward seller or, at the Company’s election, settle in cash or net shares. acquired by a corporation become authorized but unissued shares, which may be re-issued. During the year ended December 31, 2019 December 31, 2022, the Company settled all 15.3 million repurchased 2.1 million shares under the 2018 forward equity sales agreement of its common stock at a weighted average net price of $27.66 $27.16 per share resulting in net proceeds for a total of $422 million. $56 million. Therefore, at December 31, 2019 December 31, 2022, no shares $444 million of the Company’s common stock remained outstanding available for repurchase under the 2018 forward equity sales agreement. Share Repurchase Program.

Other Common Stock Activities

The following table summarizes the Company’s other common stock activities (in thousands):

		Year Ended December 31,				Year Ended December 31,		
		2021	2020	2019		2022	2021	2020
Dividend Reinvestment and Stock Purchase Plan	Dividend Reinvestment and Stock Purchase Plan	$ 81	$ 181	$ 336	Dividend Reinvestment and Stock Purchase Plan	$ 59	$ 81	$ 181
Conversion of DownREIT units	Conversion of DownREIT units	8	120	213	Conversion of DownREIT units	27	8	120
Exercise of stock options	Exercise of stock options	97	54	152	Exercise of stock options	—	97	54

Vesting of restricted stock units	Vesting of restricted stock units	924	668	468	Vesting of restricted stock units	820	924	668
Repurchase of common stock	Repurchase of common stock	418	298	162	Repurchase of common stock	2,418	418	298

Accumulated Other Comprehensive Income (Loss)

The following table summarizes the Company's accumulated other comprehensive income (loss) (in thousands):

		December 31,			December 31,	
		2021	2020		2022	2021
Unrealized gains (losses) on derivatives, net	Unrealized gains (losses) on derivatives, net	$ —	$ (81)	Unrealized gains (losses) on derivatives, net	$ 30,145	$ —
Supplemental Executive Retirement Plan minimum liability	Supplemental Executive Retirement Plan minimum liability	(3,147)	(3,604)	Supplemental Executive Retirement Plan minimum liability	(2,011)	(3,147)
Total accumulated other comprehensive income (loss)	Total accumulated other comprehensive income (loss)	$ (3,147)	$ (3,685)	Total accumulated other comprehensive income (loss)	$ 28,134	$ (3,147)

The Company has a defined benefit pension plan, known as the Supplemental Executive Retirement Plan, with one plan participant, the former Chief Executive Officer ("CEO") of the Company who departed in 2003. Changes to the Supplemental Executive Retirement Plan minimum liability are reflected in other comprehensive income (loss).

Redeemable Noncontrolling Interests

Arrangements with noncontrolling interest holders are assessed for appropriate balance sheet classification based on the redemption and other rights held by the noncontrolling interest holder. Certain of the Company's noncontrolling interest holders have the ability to put their equity interests to the Company upon specified events or after the passage of a predetermined period of time. Each put option is payable in cash and subject to increases in redemption value in the event that the underlying property generates specified returns for the Company and meets certain promote thresholds pursuant to the respective agreements. Accordingly, the Company records redeemable noncontrolling interests outside of permanent equity and presents the redeemable noncontrolling interests at the greater of their carrying amount or redemption value at the end of each reporting period.

During the year ended December 31, 2021, one of the redeemable noncontrolling interests met the conditions for redemption and the related put option was exercised during the year then ended. Accordingly, the Company made a cash payment for the redemption value of $60 million to the related noncontrolling interest holder during the year ended December 31, 2021 and acquired the redeemable noncontrolling interest associated with this entity. During the year ended December 31, 2022, one of the redeemable noncontrolling interests met the conditions for redemption, but was not yet exercised. The three remaining redeemable noncontrolling interests had not yet met the conditions for redemption as of December 31, 2021 December 31, 2022. Three Two of the interests will become redeemable following the passage of a predetermined amount of time, which will occur in 2022, 2023 and 2024. The fourth interest will become redeemable at the earlier of a predetermined passage of time or stabilization of the underlying development property, which is expected to occur in 2023. The redemption values are subject to change based on the assessment of redemption value at each redemption date. As of December 31, 2020, none of the redeemable noncontrolling interests were exercisable.

Noncontrolling Interests

The non-managing member units of the Company's DownREITs are exchangeable for an amount of cash approximating the then-current market value of shares of the Company's common stock or, at the Company's option, shares of the Company's common stock (subject to certain adjustments, such as stock splits and reclassifications). Upon exchange of DownREIT units for the Company's common stock, the carrying amount of the DownREIT units is reclassified to stockholders' equity. At December 31, 2021 December 31, 2022, there were five million DownREIT units (seven million shares of Healthpeak common stock are issuable upon conversion) outstanding in seven DownREIT LLCs, for all of which the Company acts as the managing member. At December 31, 2022, the carrying and market values of the five million DownREIT units were$200 million and $183 million, respectively. At December 31, 2021, the carrying and market values of the five million DownREIT units were $201 million and $264 million, respectively. At December 31, 2020, the carrying and market values of the five million DownREIT units were$199 million and $221 million, respectively.

NOTE 14. Earnings Per Common Share

Basic income (loss) per common share ("EPS") is computed based on the weighted average number of common shares outstanding. Diluted income (loss) per common share is computed based on the weighted average number of common shares outstanding plus the impact of forward equity sales agreements using the treasury stock method and common shares issuable from the assumed conversion of DownREIT units, stock options, certain performance restricted stock units, and unvested restricted stock units. Only those instruments having a dilutive impact on the Company's basic income (loss) per share are included in diluted income (loss) per share during the periods presented.

Restricted stock and certain performance restricted stock units are considered participating securities, because dividend payments are not forfeited even if the underlying award does not vest, and require use of the two-class method when computing basic and diluted earnings per share.

Refer to Note 13 for a discussion of the sale of shares under and settlement of forward sales agreements during the periods presented. The Company considered the potential dilution resulting from the forward agreements to the calculation of earnings per share. At inception, the agreements do not have an effect on the computation of basic EPS as no shares are delivered until settlement. However, the Company uses the treasury stock method to calculate the dilution, if any, resulting from the forward sales agreements during the period of time prior to settlement. The aggregate effect on the Company’s diluted weighted-average common shares for the years ended December 31, 2021 December 31, 2022, 2021, and 2020 and 2019 was zero, 1 thousand, and 201 thousand and 2.8 million weighted-average incremental shares, respectively, from the forward equity sales agreements.

The following table illustrates the computation of basic and diluted earnings per share (in thousands, except per share amounts):

		Year Ended December 31,				Year Ended December 31,		
		2021	2020	2019		2022	2021	2020
Numerator	**Numerator**				**Numerator**			
Income (loss) from continuing operations	Income (loss) from continuing operations	$ 137,728	$ 160,507	$ 175,469	Income (loss) from continuing operations	$ 513,540	$ 137,728	$ 160,507
Noncontrolling interests' share in continuing operations		(17,851)	(14,394)	(14,558)				
Noncontrolling interests’ share in continuing operations					Noncontrolling interests’ share in continuing operations	(15,975)	(17,851)	(14,394)
Income (loss) from continuing operations attributable to Healthpeak Properties, Inc.	Income (loss) from continuing operations attributable to Healthpeak Properties, Inc.	119,877	146,113	160,911	Income (loss) from continuing operations attributable to Healthpeak Properties, Inc.	497,565	119,877	146,113
Less: Participating securities' share in continuing operations		(3,269)	(2,416)	(1,543)				
Less: Participating securities’ share in continuing operations					Less: Participating securities’ share in continuing operations	(2,657)	(3,269)	(2,416)
Income (loss) from continuing operations applicable to common shares	Income (loss) from continuing operations applicable to common shares	116,608	143,697	159,368	Income (loss) from continuing operations applicable to common shares	494,908	116,608	143,697
Income (loss) from discontinued operations	Income (loss) from discontinued operations	388,202	267,746	(115,408)	Income (loss) from discontinued operations	2,884	388,202	267,746
Noncontrolling interests' share in discontinued operations		(2,539)	(296)	27				
Net income (loss) applicable to common shares		$ 502,271	$ 411,147	$ 43,987				
Noncontrolling interests’ share in discontinued operations					Noncontrolling interests’ share in discontinued operations	—	(2,539)	(296)

Net income (loss) applicable to common shares - basic and diluted					Net income (loss) applicable to common shares - basic and diluted	$ 497,792	$ 502,271	$ 411,147
Denominator	**Denominator**				**Denominator**			
Basic weighted average shares outstanding	Basic weighted average shares outstanding	538,930	530,555	486,255	Basic weighted average shares outstanding	538,809	538,930	530,555
Dilutive potential common shares - equity awards(1)	Dilutive potential common shares - equity awards(1)	310	300	309	Dilutive potential common shares - equity awards(1)	338	310	300
Dilutive potential common shares - forward equity agreements(2)	Dilutive potential common shares - forward equity agreements(2)	1	201	2,771	Dilutive potential common shares - forward equity agreements(2)	—	1	201
Diluted weighted average common shares	Diluted weighted average common shares	539,241	531,056	489,335	Diluted weighted average common shares	539,147	539,241	531,056
Basic earnings (loss) per common share	**Basic earnings (loss) per common share**				**Basic earnings (loss) per common share**			
Continuing operations	Continuing operations	$ 0.22	$ 0.27	$ 0.33	Continuing operations	$ 0.92	$ 0.22	$ 0.27
Discontinued operations	Discontinued operations	0.71	0.50	(0.24)	Discontinued operations	0.00	0.71	0.50
Net income (loss) applicable to common shares	Net income (loss) applicable to common shares	$ 0.93	$ 0.77	$ 0.09	Net income (loss) applicable to common shares	$ 0.92	$ 0.93	$ 0.77
Diluted earnings (loss) per common share:	**Diluted earnings (loss) per common share:**				**Diluted earnings (loss) per common share:**			
Continuing operations	Continuing operations	$ 0.22	$ 0.27	$ 0.33	Continuing operations	$ 0.92	$ 0.22	$ 0.27
Discontinued operations	Discontinued operations	0.71	0.50	(0.24)	Discontinued operations	0.00	0.71	0.50
Net income (loss) applicable to common shares	Net income (loss) applicable to common shares	$ 0.93	$ 0.77	$ 0.09	Net income (loss) applicable to common shares	$ 0.92	$ 0.93	$ 0.77

(1) For all periods presented, represents the dilutive impact of1 million outstanding equity awards (restricted stock units and stock options).

(2) For the year ended December 31, 2022, all 9.1 millionshares that were settled during the year then ended were anti-dilutive. For the year ended December 31, 2021, represents the dilutive impact of 9 all 9.1 million shares that have were not been settled as of December 31, 2021. during the year then ended were anti-dilutive. For the year ended December 31, 2020, represents the dilutive impact of 32 million shares that were settled during the year then ended. For the year ended December 31, 2019, represents the dilutive impact of 21 million shares that were settled during the year then ended and 30 million shares of common stock under forward sales agreements that had not been settled as of December 31, 2019.

For the years ended December 31, 2021 December 31, 2022, 2021, and 2020, and 2019,all 7 million shares issuable upon conversion of DownREIT units were not included because they were anti-dilutive.

NOTE 15. Compensation Plans

Stock Based Compensation

On May 11, 2006, the Company's stockholders approved the 2006 Performance Incentive Plan, which was amended and restated in 2009 ("the 2006 Plan"). On May 1, 2014, the Company's stockholders approved the 2014 Performance Incentive Plan ("the 2014 Plan") (collectively, the "Plans"). Following the adoption of the 2014 Plan, no new awards will be issued under the 2006 Plan. The Plans provide for the granting of stock-based compensation, including stock options, restricted stock, and restricted stock units to officers, employees, and directors in connection with their employment with or services provided to the Company. The maximum number of shares reserved for awards under the 2014 Plan is 33 million shares, and, as of December 31, 2021 December 31, 2022, 26 million 25 million of the reserved shares under the 2014 Plan are available for future awards, of which 17 million 16 million shares may be issued as restricted stock or restricted stock units.

Total share-based compensation cost was$32 million, $23 million, $21 million, and $18 million $21 million for the years ended December 31, 2021 December 31, 2022, 2021, and 2020, respectively, which was recognized in general and 2019, respectively. administrative expenses. Of the total share-based compensation cost, $3 $4 million, $2 $3 million, and $2 million was capitalized as part of real estate for the years ended December 31, 2021 December 31, 2022, 2020, 2021, and 2019, 2020, respectively. The year ended December 31, 2019 December 31, 2022 includes a $1 million charge recognized in general and administrative expenses primarily$10 million of severance-related charges resulting from accelerated vesting a decrease in the requisite service period of restricted stock units related to the departure of associated with the Company's former Executive Vice President – Senior Housing. CEO, as further described below. As of December 31, 2021 December 31, 2022, there was $28 million $19 million of future expense related to unvested share-based compensation arrangements granted under the Company's incentive plans, which is expected to be recognized over a weighted average period of 1.41.5 yearsassociated with future employee service.

Departure of Executives

On October 6, 2022, the Company and Thomas M. Herzog mutually agreed that Mr. Herzog would step down from his position as CEO and from the board of directors of the Company, effective immediately. On November 1, 2022, the Company and Troy E. McHenry mutually agreed that Mr. McHenry would step down from his position as Chief Legal Officer and General Counsel, effective immediately. During the fourth quarter of 2022, the Company recognized total severance-related charges of$33 millionin general and administrative expenses on the Consolidated Statements of Operations,$10 millionof which related to a decrease in the requisite service period of restricted stock units as discussed above. These restricted stock units will continue to vest in accordance with the original terms of the grants. As of December 31, 2022, $15 millionof these severance-related charges have not yet been paid and were included in accounts payable, accrued liabilities, and other liabilities on the Consolidated Balance Sheets.

Stock Options

There have been no grants of stock options since 2014. Stock options outstanding and exercisable were 0.4 million0.3 million at December 31, 2022 and 0.4 million at December 31, 2021. There were no stock options exercised under the Plans for the year ended December 31, 2022. For the years ended December 31, 2021 and 0.5 million at December 31, 2020. Proceeds 2020, proceeds received from stock options exercised under the Plans for the years ended December 31, 2021, 2020, and 2019 were $3 million, $2 million, and $5 million $2 million, respectively. No compensation cost related to stock options was incurred during the years ended December 31, 2021 December 31, 2022, 2020, 2021, and 2019. 2020.

Restricted Stock Awards

Under the Plans, restricted stock awards, including restricted stock units and performance stock units are granted subject to certain restrictions. Conditions of vesting are determined at the time of grant. Restrictions on certain awards generally lapse, as provided in the Plans or in the applicable award agreement, upon retirement, a change in control or other specified events. The fair market value of restricted stock awards, both time vesting and those subject to specific performance criteria, are expensed over the period of vesting. Restricted stock units, which vest based solely upon passage of time generally vest over a period of three to six years. The fair value of restricted stock units is determined based on the closing market price of the Company's Company's shares on the grant date. Performance stock units, which are restricted stock awards that vest dependent upon attainment of various levels of performance that equal or exceed threshold levels, generally vest in their entirety at the end of a three year performance period. The number of shares that ultimately vest can vary from 0% to 200% of target depending on the level of achievement of the performance criteria. The fair value of performance stock units is determined based on the Monte Carlo valuation model. model primarily using the following assumptions for awards granted during the years ended December 31, 2022, 2021, and 2020, respectively: (i) expected term of 3 years, 3 years, and 3 years (equal to the remaining performance period at the grant date), (ii) historical volatility of 38.9%, 39.1%, and 20.0%, (iii) dividend yield of 3.5%, 4.0%, and 4.2%, (iv) risk-free rate of1.8%, 0.2%, and 1.4%, and (v) post-vesting restrictions discount of 5.8%, 12.9%, and 0.0%. The total grant date fair value of restricted stock and performance based units for the years ended December 31, 2021 December 31, 2022, 2021, and 2020 and 2019 was $27 million, $23 million, $24 million, and $21 $24 million, respectively. The total fair value (at vesting) of restricted stock and performance based units for the years ended December 31, 2021 December 31, 2022, 2021, and 2020 and 2019 was$27 million, $29 million, $20 million, and $14 million $20 million, respectively. The compensation cost recognized for all restricted stock awards is net of actual forfeitures.

Upon vesting of restricted stock awards, the participant is required to pay the related tax withholding obligation. The Company reduces the number of common stock shares delivered to pay the employee tax withholding obligation. The value of the shares withheld is dependent on the closing market price of the Company's common stock on the trading date prior to the relevant transaction occurring. During the years ended December 31, 2021 December 31, 2022, 2020, 2021, and 2019, 2020, the Company withheld 356,000, 418,000, 298,000, and 162,000 298,000 shares, respectively, to offset tax withholding obligations with respect to the vesting of the restricted stock and performance restricted stock unit awards.

Holders of restricted stock awards, including restricted stock units and performance stock units, are generally entitled to receive dividends equal to the amount that would be paid on an equivalent number of shares of common stock.

The following table summarizes restricted stock award activity, including performance stock units, for the year ended December 31, 2021 December 31, 2022 (units in thousands):

		Restricted Stock Units	Weighted Average Grant Date Fair Value		Restricted Stock Units	Weighted Average Grant Date Fair Value			
Unvested at January 1, 2021		1,683	$ 32.02						
Unvested at January 1, 2022							**Unvested at January 1, 2022**	1,692	$ 33.72
Granted	Granted	963	29.62	Granted	983	32.94			
Vested	Vested	(924)	26.39	Vested	(820)	32.87			
Forfeited	Forfeited	(30)	32.56	Forfeited	(146)	34.02			
Unvested at December 31, 2021		1,692	33.72						
Unvested at December 31, 2022							**Unvested at December 31, 2022**	1,709	$ 33.66

NOTE 16. Segment Disclosures

The Company's reportable segments, based on how its chief operating decision makers maker ("CODMs" CODM") evaluate evaluates the business and allocate allocates resources, are as follows: (i) life science, (ii) medical office, and (iii) CCRC CCRC.. The Company has non-reportable segments that are comprised primarily of the Company's interests in the SWF an unconsolidated JV that owns 19 senior housing assets (the "SWF SH JV JV"), loans receivable, and marketable debt investments. securities. The accounting policies of the segments are the same as those described in the Company's Summary of Significant Accounting Policies (see Note 2).

The Company evaluates performance based on property Adjusted NOI. NOI is defined as real estate revenues (inclusive of rental and related revenues, resident fees and services, income from direct financing leases, and government grant income and exclusive of interest income), less property level operating expenses; NOI excludes all other financial statement amounts included in net income (loss). Adjusted NOI is calculated as NOI after eliminating the effects of straight-line rents, DFL non-cash interest, amortization of market lease intangibles, termination fees, actuarial reserves for insurance claims that have been incurred but not reported, and the impact of deferred community fee income and expense.

NOI and Adjusted NOI include are non-GAAP supplemental measures that are calculated as NOI and Adjusted NOI from consolidated properties, plus the Company's share of income (loss) NOI and Adjusted NOI from unconsolidated joint ventures and exclude (calculated by applying the Company's actual ownership percentage for the period), less noncontrolling interests' share of income (loss) NOI and Adjusted NOI from consolidated joint ventures. ventures (calculated by applying the Company's actual ownership percentage for the period). Management utilizes its share of NOI and Adjusted NOI in assessing its performance as the Company has various joint ventures that contribute to its performance. The Company does not control its unconsolidated joint ventures, and the Company's share of amounts from unconsolidated joint ventures do not represent the Company's legal claim to such items. The Company's share of NOI and Adjusted NOI should not be considered a substitute for, and should only be considered together with and as a supplement to, the Company's financial information presented in accordance with GAAP. Management believes that Adjusted NOI is an important supplemental measure because it provides relevant and useful information by reflecting only income and operating expense items that are incurred at the property level and presenting it on an unlevered basis. Additionally, management believes that net income (loss) is the most directly comparable GAAP measure to NOI and Adjusted NOI. NOI and Adjusted NOI should not be viewed as alternative measures of operating performance to net income (loss) as defined by GAAP since they do not reflect various excluded items.

Non-segment assets consist of assets in the Company's other non-reportable segments and corporate non-segment assets. Corporate non-segment assets consist primarily of corporate assets, including cash and cash equivalents, restricted cash, accounts receivable, net, loans receivable, marketable equity debt securities, other assets, real estate assets held for sale and discontinued operations, and liabilities related to assets held for sale.

The following tables summarize information for the reportable segments (in thousands):

For the year ended December 31, 2022:

	Life Science	Medical Office	CCRC	Other Non-reportable	Corporate Non-segment	Total
Total revenues	$ 817,573	$ 725,370	$ 494,935	$ 23,300	$ —	$ 2,061,178
Government grant income(1)	—	—	6,765	—	—	6,765
Less: Interest income	—	—	—	(23,300)	—	(23,300)
Healthpeak's share of unconsolidated joint venture total revenues	9,921	2,999	—	73,885	—	86,805
Healthpeak's share of unconsolidated joint venture government grant income	—	—	380	498	—	878

Noncontrolling interests’ share of consolidated joint venture total revenues	(268)	(35,717)	—	—	—	(35,985)
Operating expenses	(209,143)	(253,309)	(400,539)	—	—	(862,991)
Healthpeak’s share of unconsolidated joint venture operating expenses	(2,883)	(1,178)	—	(57,632)	—	(61,693)
Noncontrolling interests’ share of consolidated joint venture operating expenses	87	10,317	—	—	—	10,404
Adjustments to NOI(2)	(62,754)	(15,513)	2,300	169	—	(75,798)
Adjusted NOI	552,533	432,969	103,841	16,920	—	1,106,263
Plus: Adjustments to NOI(2)	62,754	15,513	(2,300)	(169)	—	75,798
Interest income	—	—	—	23,300	—	23,300
Interest expense	—	(6,900)	(7,509)	—	(158,535)	(172,944)
Depreciation and amortization	(302,649)	(279,546)	(128,374)	—	—	(710,569)
General and administrative	—	—	—	—	(131,033)	(131,033)
Transaction costs	(387)	(1,255)	(725)	—	(2,486)	(4,853)
Impairments and loan loss reserves, net	—	—	—	(7,004)	—	(7,004)
Gain (loss) on sales of real estate, net	3,744	10,659	—	(5,325)	—	9,078
Other income (expense), net	311,939	12,709	(1,380)	(13)	3,013	326,268
Less: Government grant income	—	—	(6,765)	—	—	(6,765)
Less: Healthpeak’s share of unconsolidated joint venture NOI	(7,038)	(1,821)	(380)	(16,751)	—	(25,990)
Plus: Noncontrolling interests’ share of consolidated joint venture NOI	181	25,400	—	—	—	25,581
Income (loss) before income taxes and equity income (loss) from unconsolidated joint ventures	621,077	207,728	(43,592)	10,958	(289,041)	507,130
Income tax benefit (expense)	—	—	—	—	4,425	4,425
Equity income (loss) from unconsolidated joint ventures	(972)	852	539	1,566	—	1,985
Income (loss) from continuing operations	620,105	208,580	(43,053)	12,524	(284,616)	513,540
Income (loss) from discontinued operations	—	—	—	—	2,884	2,884
Net income (loss)	$ 620,105	$ 208,580	$ (43,053)	$ 12,524	$ (281,732)	$ 516,424

(1) Represents government grant income received under the CARES Act, which is recorded in other income (expense), net in the Consolidated Statements of Operations (see Note 2).

(2) Represents straight-line rents, DFL non-cash interest, amortization of market lease intangibles, net, actuarial reserves for insurance claims that have been incurred but not reported, deferral of community fees, and termination fees. Includes the Company’s share of income (loss) generated by unconsolidated joint ventures and excludes noncontrolling interests’ share of income (loss) generated by consolidated joint ventures.

For the year ended December 31, 2021:

		Life Science	Medical Office	CCRC	Other Non-reportable	Corporate Non-segment	Total		Life Science	Medical Office	CCRC	Other Non-reportable	Corporate Non-segment	Total
Total revenues	Total revenues	$ 715,844	$ 671,242	$ 471,325	$ 37,773	$ —	$ 1,896,184	Total revenues	$ 715,844	$ 671,242	$ 471,325	$ 37,773	$ —	$ 1,896,184
Government grant income(1)	Government grant income(1)	—	—	1,412	—	—	1,412	Government grant income(1)	—	—	1,412	—	—	1,412
Less: Interest income	Less: Interest income	—	—	—	(37,773)	—	(37,773)	Less: Interest income	—	—	—	(37,773)	—	(37,773)
Healthpeak's share of unconsolidated joint venture total revenues		5,757	2,882	6,903	67,835	—	83,377							
Healthpeak's share of unconsolidated joint venture government grant income		—	—	200	1,549	—	1,749							
Noncontrolling interests' share of consolidated joint venture total revenues		(292)	(35,363)	—	—	—	(35,655)							

Healthpeak's share of unconsolidated joint venture total revenues								Healthpeak's share of unconsolidated joint venture total revenues	5,757	2,882	6,903	67,835	—	83,377
Healthpeak's share of unconsolidated joint venture government grant income								Healthpeak's share of unconsolidated joint venture government grant income	—	—	200	1,549	—	1,749
Noncontrolling interests' share of consolidated joint venture total revenues								Noncontrolling interests' share of consolidated joint venture total revenues	(292)	(35,363)	—	—	—	(35,655)
Operating expenses	Operating expenses	(169,044)	(223,383)	(380,865)	13	—	(773,279)	Operating expenses	(169,044)	(223,383)	(380,865)	13	—	(773,279)
Healthpeak's share of unconsolidated joint venture operating expenses		(1,836)	(1,174)	(6,639)	(51,866)	—	(61,515)							
Noncontrolling interests' share of consolidated joint venture operating expenses		87	10,071	—	—	—	10,158							
Healthpeak's share of unconsolidated joint venture operating expenses								Healthpeak's share of unconsolidated joint venture operating expenses	(1,836)	(1,174)	(6,639)	(51,866)	—	(61,515)
Noncontrolling interests' share of consolidated joint venture operating expenses								Noncontrolling interests' share of consolidated joint venture operating expenses	87	10,071	—	—	—	10,158
Adjustments to NOI(2)	Adjustments to NOI(2)	(46,589)	(11,118)	3,241	(47)	—	(54,513)	Adjustments to NOI(2)	(46,589)	(11,118)	3,241	(47)	—	(54,513)
Adjusted NOI	Adjusted NOI	503,927	413,157	95,577	17,484	—	1,030,145	Adjusted NOI	503,927	413,157	95,577	17,484	—	1,030,145
Plus: Adjustments to NOI(2)	Plus: Adjustments to NOI(2)	46,589	11,118	(3,241)	47	—	54,513	Plus: Adjustments to NOI(2)	46,589	11,118	(3,241)	47	—	54,513
Interest income	Interest income	—	—	—	37,773	—	37,773	Interest income	—	—	—	37,773	—	37,773
Interest expense	Interest expense	(232)	(2,837)	(7,701)	—	(147,210)	(157,980)	Interest expense	(232)	(2,837)	(7,701)	—	(147,210)	(157,980)
Depreciation and amortization	Depreciation and amortization	(303,196)	(255,746)	(125,344)	—	—	(684,286)	Depreciation and amortization	(303,196)	(255,746)	(125,344)	—	—	(684,286)
General and administrative	General and administrative	—	—	—	—	(98,303)	(98,303)	General and administrative	—	—	—	—	(98,303)	(98,303)
Transaction costs	Transaction costs	(24)	(323)	(1,445)	(49)	—	(1,841)	Transaction costs	(24)	(323)	(1,445)	(49)	—	(1,841)
Impairments and loan loss reserves, net	Impairments and loan loss reserves, net	—	(21,577)	—	(1,583)	—	(23,160)	Impairments and loan loss reserves, net	—	(21,577)	—	(1,583)	—	(23,160)
Gain (loss) on sales of real estate, net	Gain (loss) on sales of real estate, net	—	190,590	—	—	—	190,590	Gain (loss) on sales of real estate, net	—	190,590	—	—	—	190,590

Gain (loss) on debt extinguishments	Gain (loss) on debt extinguishments	—	—	—	—	(225,824)	(225,824)	Gain (loss) on debt extinguishments	—	—	—	—	(225,824)	(225,824)
Other income (expense), net	Other income (expense), net	55	(2,725)	2,141	486	6,309	6,266	Other income (expense), net	55	(2,725)	2,141	486	6,309	6,266
Less: Government grant income	Less: Government grant income	—	—	(1,412)	—	—	(1,412)	Less: Government grant income	—	—	(1,412)	—	—	(1,412)
Less: Healthpeak's share of unconsolidated joint venture NOI		(3,921)	(1,708)	(464)	(17,518)	—	(23,611)							
Plus: Noncontrolling interests' share of consolidated joint venture NOI		205	25,292	—	—	—	25,497							
Less: Healthpeak’s share of unconsolidated joint venture NOI								Less: Healthpeak’s share of unconsolidated joint venture NOI	(3,921)	(1,708)	(464)	(17,518)	—	(23,611)
Plus: Noncontrolling interests’ share of consolidated joint venture NOI								Plus: Noncontrolling interests’ share of consolidated joint venture NOI	205	25,292	—	—	—	25,497
Income (loss) before income taxes and equity income (loss) from unconsolidated joint ventures	Income (loss) before income taxes and equity income (loss) from unconsolidated joint ventures	243,403	355,241	(41,889)	36,640	(465,028)	128,367	Income (loss) before income taxes and equity income (loss) from unconsolidated joint ventures	243,403	355,241	(41,889)	36,640	(465,028)	128,367
Income tax benefit (expense)	Income tax benefit (expense)	—	—	—	—	3,261	3,261	Income tax benefit (expense)	—	—	—	—	3,261	3,261
Equity income (loss) from unconsolidated joint ventures	Equity income (loss) from unconsolidated joint ventures	1,118	794	1,484	2,704	—	6,100	Equity income (loss) from unconsolidated joint ventures	1,118	794	1,484	2,704	—	6,100
Income (loss) from continuing operations	Income (loss) from continuing operations	244,521	356,035	(40,405)	39,344	(461,767)	137,728	Income (loss) from continuing operations	244,521	356,035	(40,405)	39,344	(461,767)	137,728
Income (loss) from discontinued operations	Income (loss) from discontinued operations	—	—	—	—	388,202	388,202	Income (loss) from discontinued operations	—	—	—	—	388,202	388,202
Net income (loss)	Net income (loss)	$ 244,521	$ 356,035	$ (40,405)	$ 39,344	$ (73,565)	$ 525,930	Net income (loss)	$ 244,521	$ 356,035	$ (40,405)	$ 39,344	$ (73,565)	$ 525,930

(1) Represents government grant income received under the CARES Act, which is recorded in other income (expense), net in the Consolidated Statements of Operations (see Note 2).

(2) Represents straight-line rents, DFL non-cash interest, amortization of market lease intangibles, net, actuarial reserves for insurance claims that have been incurred but not reported, deferral of community fees, and termination fees. Includes the Company’s share of income (loss) generated by unconsolidated joint ventures and excludes noncontrolling interests’ share of income (loss) generated by consolidated joint ventures.

For the year ended December 31, 2020:

		Life Science	Medical Office	CCRC	Other Non-reportable	Corporate Non-segment	Total		Life Science	Medical Office	CCRC	Other Non-reportable	Corporate Non-segment	Total
Total revenues	Total revenues	$ 569,296	$ 622,398	$ 436,494	$ 16,687	$ —	$ 1,644,875	Total revenues	$ 569,296	$ 622,398	$ 436,494	$ 16,687	$ —	$ 1,644,875
Government grant income[1]	Government grant income[1]	—	—	16,198	—	—	16,198	Government grant income[1]	—	—	16,198	—	—	16,198
Less: Interest income	Less: Interest income	—	—	—	(16,553)	—	(16,553)	Less: Interest income	—	—	—	(16,553)	—	(16,553)
Healthpeak's share of unconsolidated joint venture total revenues		448	2,772	35,392	74,023	—	112,635							
Healthpeak's share of unconsolidated joint venture government grant income		—	—	920	359	—	1,279							
Noncontrolling interests' share of consolidated joint venture total revenues		(239)	(34,597)	—	—	—	(34,836)							
Healthpeak’s share of unconsolidated joint venture total revenues								Healthpeak’s share of unconsolidated joint venture total revenues	448	2,772	35,392	74,023	—	112,635
Healthpeak’s share of unconsolidated joint venture government grant income								Healthpeak’s share of unconsolidated joint venture government grant income	—	—	920	359	—	1,279
Noncontrolling interests’ share of consolidated joint venture total revenues								Noncontrolling interests’ share of consolidated joint venture total revenues	(239)	(34,597)	—	—	—	(34,836)
Operating expenses	Operating expenses	(138,005)	(204,008)	(440,528)	—	—	(782,541)	Operating expenses	(138,005)	(204,008)	(440,528)	—	—	(782,541)
Healthpeak's share of unconsolidated joint venture operating expenses		(137)	(1,129)	(32,125)	(53,779)	—	(87,170)							
Noncontrolling interests' share of consolidated joint venture operating expenses		72	10,282	—	—	—	10,354							
Healthpeak’s share of unconsolidated joint venture operating expenses								Healthpeak’s share of unconsolidated joint venture operating expenses	(137)	(1,129)	(32,125)	(53,779)	—	(87,170)
Noncontrolling interests’ share of consolidated joint venture operating expenses								Noncontrolling interests’ share of consolidated joint venture operating expenses	72	10,282	—	—	—	10,354
Adjustments to NOI[2]	Adjustments to NOI[2]	(20,133)	(5,544)	97,072	433	—	71,828	Adjustments to NOI[2]	(20,133)	(5,544)	97,072	433	—	71,828
Adjusted NOI	Adjusted NOI	411,302	390,174	113,423	21,170	—	936,069	Adjusted NOI	411,302	390,174	113,423	21,170	—	936,069

Plus: Adjustments to NOI[2]	Plus: Adjustments to NOI[2]	20,133	5,544	(97,072)	(433)	—	(71,828)	Plus: Adjustments to NOI[2]	20,133	5,544	(97,072)	(433)	—	(71,828)
Interest income	Interest income	—	—	—	16,553	—	16,553	Interest income	—	—	—	16,553	—	16,553
Interest expense	Interest expense	(234)	(400)	(7,227)	—	(210,475)	(218,336)	Interest expense	(234)	(400)	(7,227)	—	(210,475)	(218,336)
Depreciation and amortization	Depreciation and amortization	(217,921)	(222,165)	(113,851)	(12)	—	(553,949)	Depreciation and amortization	(217,921)	(222,165)	(113,851)	(12)	—	(553,949)
General and administrative	General and administrative	—	—	—	—	(93,237)	(93,237)	General and administrative	—	—	—	—	(93,237)	(93,237)
Transaction costs	Transaction costs	(236)	—	(17,994)	(112)	—	(18,342)	Transaction costs	(236)	—	(17,994)	(112)	—	(18,342)
Impairments and loan loss reserves, net	Impairments and loan loss reserves, net	(14,671)	(10,208)	—	(18,030)	—	(42,909)	Impairments and loan loss reserves, net	(14,671)	(10,208)	—	(18,030)	—	(42,909)
Gain (loss) on sales of real estate, net	Gain (loss) on sales of real estate, net	—	90,390	—	(40)	—	90,350	Gain (loss) on sales of real estate, net	—	90,390	—	(40)	—	90,350
Gain (loss) on debt extinguishments	Gain (loss) on debt extinguishments	—	—	—	—	(42,912)	(42,912)	Gain (loss) on debt extinguishments	—	—	—	—	(42,912)	(42,912)
Other income (expense), net	Other income (expense), net	—	—	187,844	41,707	5,133	234,684	Other income (expense), net	—	—	187,844	41,707	5,133	234,684
Less: Government grant income	Less: Government grant income	—	—	(16,198)	—	—	(16,198)	Less: Government grant income	—	—	(16,198)	—	—	(16,198)
Less: Healthpeak's share of unconsolidated joint venture NOI		(311)	(1,643)	(4,187)	(20,603)	—	(26,744)							
Plus: Noncontrolling interests' share of consolidated joint venture NOI		167	24,315	—	—	—	24,482							
Less: Healthpeak’s share of unconsolidated joint venture NOI								Less: Healthpeak’s share of unconsolidated joint venture NOI	(311)	(1,643)	(4,187)	(20,603)	—	(26,744)
Plus: Noncontrolling interests’ share of consolidated joint venture NOI								Plus: Noncontrolling interests’ share of consolidated joint venture NOI	167	24,315	—	—	—	24,482
Income (loss) before income taxes and equity income (loss) from unconsolidated joint ventures	Income (loss) before income taxes and equity income (loss) from unconsolidated joint ventures	198,229	276,007	44,738	40,200	(341,491)	217,683	Income (loss) before income taxes and equity income (loss) from unconsolidated joint ventures	198,229	276,007	44,738	40,200	(341,491)	217,683
Income tax benefit (expense)[3]	Income tax benefit (expense)[3]	—	—	—	—	9,423	9,423	Income tax benefit (expense)[3]	—	—	—	—	9,423	9,423
Equity income (loss) from unconsolidated joint ventures	Equity income (loss) from unconsolidated joint ventures	(40)	798	(1,547)	(65,810)	—	(66,599)	Equity income (loss) from unconsolidated joint ventures	(40)	798	(1,547)	(65,810)	—	(66,599)

Income (loss) from continuing operations	Income (loss) from continuing operations	198,189	276,805	43,191	(25,610)	(332,068)	160,507	Income (loss) from continuing operations	198,189	276,805	43,191	(25,610)	(332,068)	160,507
Income (loss) from discontinued operations	Income (loss) from discontinued operations	—	—	—	—	267,746	267,746	Income (loss) from discontinued operations	—	—	—	—	267,746	267,746
Net income (loss)	Net income (loss)	$ 198,189	$ 276,805	$ 43,191	$ (25,610)	$ (64,322)	$ 428,253	Net income (loss)	$ 198,189	$ 276,805	$ 43,191	$ (25,610)	$ (64,322)	$ 428,253

(1) Represents government grant income received under the CARES Act, which is recorded in other income (expense), net in the Consolidated Statements of Operations (see Note 2).

(2) Represents straight-line rents, DFL non-cash interest, amortization of market lease intangibles, net, actuarial reserves for insurance claims that have been incurred but not reported, deferral of community fees, and termination fees. Includes the Company’s share of income (loss) generated by unconsolidated joint ventures and excludes noncontrolling interests’ share of income (loss) generated by consolidated joint ventures.

(3) Income tax benefit (expense) for the year ended December 31, 2020 includes: (i) a $51 million tax benefit recognized in conjunction with internal restructuring activities, which resulted in the transfer of assets subject to certain deferred tax liabilities from taxable REIT subsidiaries to the REIT in connection with the 2019 MTCA (see Note 3), (ii) a $33 million income tax expense related to the valuation allowance on deferred tax assets that are no longer expected to be realized (see Note 17), and (iii) a $3.7 million net tax benefit recognized due to changes under the CARES Act, which resulted in net operating losses being utilized at a higher income tax rate than previously available.

For the year ended December 31, 2019:

	Life Science	Medical Office	CCRC	Other Non-reportable	Corporate Non-segment	Total
Total revenues	$ 440,784	$ 621,171	$ 3,010	$ 175,374	$ —	$ 1,240,339
Less: Interest income	—	—	—	(9,844)	—	(9,844)
Healthpeak's share of unconsolidated joint venture total revenues	—	2,810	211,377	23,834	—	238,021
Noncontrolling interests' share of consolidated joint venture total revenues	(187)	(33,998)	—	2,355	—	(31,830)
Operating expenses	(107,472)	(201,620)	(2,215)	(93,937)	—	(405,244)
Healthpeak's share of unconsolidated joint venture operating expenses	—	(1,107)	(170,473)	(1,996)	—	(173,576)
Noncontrolling interests' share of consolidated joint venture operating expenses	59	10,109	—	(1,536)	—	8,632
Adjustments to NOI(1)	(22,103)	(4,602)	16,985	(5,449)	—	(15,169)
Adjusted NOI	311,081	392,763	58,684	88,801	—	851,329
Plus: Adjustments to NOI(1)	22,103	4,602	(16,985)	5,449	—	15,169
Interest income	—	—	—	9,844	—	9,844
Interest expense	(277)	(434)	—	—	(216,901)	(217,612)
Depreciation and amortization	(168,339)	(221,175)	—	(45,677)	—	(435,191)
General and administrative	—	—	—	—	(92,966)	(92,966)
Transaction costs	—	—	—	—	(1,963)	(1,963)
Impairments and loan loss reserves, net	—	(17,332)	—	(376)	—	(17,708)
Gain (loss) on sales of real estate, net	3,651	3,139	—	(6,830)	—	(40)
Gain (loss) on debt extinguishments	—	—	—	—	(58,364)	(58,364)
Other income (expense), net	—	—	(5,665)	161,886	8,848	165,069
Less: Healthpeak's share of unconsolidated joint venture NOI	—	(1,703)	(40,904)	(21,838)	—	(64,445)
Plus: Noncontrolling interests' share of consolidated joint venture NOI	128	23,889	—	(819)	—	23,198
Income (loss) before income taxes and equity income (loss) from unconsolidated joint ventures	168,347	183,749	(4,870)	190,440	(361,346)	176,320
Income tax benefit (expense)	—	—	—	—	5,479	5,479
Equity income (loss) from unconsolidated joint ventures	—	858	(16,313)	9,125	—	(6,330)
Income (loss) from continuing operations	168,347	184,607	(21,183)	199,565	(355,867)	175,469
Income (loss) from discontinued operations	—	—	—	—	(115,408)	(115,408)
Net income (loss)	$ 168,347	$ 184,607	$ (21,183)	$ 199,565	$ (471,275)	$ 60,061

(1) Represents straight-line rents, DFL non-cash interest, amortization of market lease intangibles, net, actuarial reserves for insurance claims that have been incurred but not reported, deferral of community fees, and termination fees. Includes the Company’s share of income (loss) generated by unconsolidated joint ventures and excludes noncontrolling interests’ share of income (loss) generated by consolidated joint ventures.

The following table summarizes the Company's revenues by segment (in thousands):

Segments	Year Ended December 31, 2021	2020	2019
Life science	$ 715,844	$ 569,296	$ 440,784
Medical office	671,242	622,398	621,171
CCRC	471,325	436,494	3,010
Other non-reportable	37,773	16,687	175,374
Total revenues	$ 1,896,184	$ 1,644,875	$ 1,240,339

The following table summarizes the Company's total assets by segment (in thousands):

Segment	Segment	December 31, 2021	December 31, 2020	Segment	December 31, 2022	December 31, 2021
Life science	Life science	$ 8,257,990	$ 7,205,949	Life science	$ 9,019,271	$ 8,257,990
Medical office	Medical office	6,152,512	5,197,777	Medical office	6,291,986	6,152,512
CCRC	CCRC	2,233,377	2,179,294	CCRC	2,276,898	2,233,377
Reportable segment assets	Reportable segment assets	16,643,879	14,583,020	Reportable segment assets	17,588,155	16,643,879
Accumulated depreciation and amortization	Accumulated depreciation and amortization	(3,125,416)	(2,658,890)	Accumulated depreciation and amortization	(3,540,362)	(3,125,416)
Net reportable segment assets	Net reportable segment assets	13,518,463	11,924,130	Net reportable segment assets	14,047,793	13,518,463
Other non-reportable segment assets	Other non-reportable segment assets	794,172	584,432	Other non-reportable segment assets	744,550	794,172
Assets held for sale and discontinued operations, net	Assets held for sale and discontinued operations, net	37,190	2,626,306	Assets held for sale and discontinued operations, net	49,866	37,190
Other non-segment assets	Other non-segment assets	907,694	785,221	Other non-segment assets	929,020	907,694
Total assets	Total assets	$ 15,257,519	$ 15,920,089	Total assets	$ 15,771,229	$ 15,257,519

See Notes 3, 4, 5, 6, 7, 8, and 8 9 for significant transactions impacting the Company's Company's segment assets during the periods presented.

At December 31, 2021 each of December 31, 2022 and 2020, 2021, goodwill of $18 million, excluding goodwill relating to assets classified as discontinued operations, was allocated to the Company's segment assets as follows: (i) $14 million for medical office, (ii) $2 million for CCRC, and (iii) $2 million for other non-reportable.

NOTE 17. Income Taxes

The Company has elected to be taxed as a REIT under the applicable provisions of the Code beginning with the year ended December 31, 1985. The Company has also elected for certain of its subsidiaries to be treated as TRSs (the "TRS entities"), which are subject to federal and state income taxes. All entities other than the TRS entities are collectively referred to as the "REIT" within this Note 17. Certain REIT entities are also subject to state local and foreign local income taxes.

Distributions with respect to the Company's common stock can be characterized for federal income tax purposes as ordinary dividends, capital gains, nondividend distributions, or a combination thereof.

The following table shows the characterization of the Company's annual common stock distributions per share:

		Year Ended December 31, 2021	2020	2019		Year Ended December 31, 2022	2021	2020
Ordinary dividends(1)	Ordinary dividends(1)	$ 0.1523	$ 0.7139	$ 0.7633	Ordinary dividends(1)	$ 0.872948	$ 0.152336	$ 0.713864

Capital gains(2)(3)	Capital gains(2)(3)	0.3800	0.5298	0.2714	Capital gains(2)(3)	0.183208	0.379960	0.529796
Nondividend distributions	Nondividend distributions	0.6677	0.2363	0.4453	Nondividend distributions	0.143844	0.667704	0.236340
		$ 1.2000	$ 1.4800	$ 1.4800		$ 1.200000	$ 1.200000	$ 1.480000

(1) For the year ended December 31, 2022, all $0.872948 of ordinary dividends qualified as business income for purposes of Code Section 199A. For the year ended December 31, 2021, the amount includes $0.1370 $0.137064 of ordinary dividends qualified as business income for purposes of Code Section 199A and $0.0153 $0.015272 of qualified dividend income for purposes of Code Section 1(h)(11). For the years year ended December 31, 2020 and 2019, , all $0.7139 and $0.7633, respectively, $0.713864 of ordinary dividends qualified as business income for purposes of Code Section 199A.

(2) For the years ended December 31, 2022, 2021, and 2020, the amount includes $0.017760, $0.379960, and $0.221420, respectively, of Unrecaptured Section 1250 gain. Pursuant to Treasury Regulation §1.1061-6(c) Section 1.1061-6(c), the Company is disclosing additional information related to the capital gain dividends for purposes of Section 1061 of the Code. Code Section 1061 is generally applicable to direct and indirect holders of "applicable partnership interests." The For the year ended December 31, 2022, the "One Year Amounts" and "Three Year Amounts" required are 89.6708% of the total capital gain distributions and the remaining capital gain distributions are attributable to be disclosed Code Section 1231 gains, which are both not subject to Code Section 1061. For the years ended December 31, 2021 and 2020, the "One Year Amounts" and "Three Year Amounts" are each zero, with respect to the 2021 distributions, since all capital gains relate to Code Section 1231 gains.

(3) For the years ended December 31, 2022, 2021, and 2020, 10.3292%, 100%, and 100%, respectively, of the capital gain distributions represent gains from dispositions of U.S. real property interests pursuant to Code Section 897 for foreign shareholders.

The Company's pretax income (loss) from continuing operations for the years ended December 31, 2021 December 31, 2022, 2021, and 2020 and 2019 was $509 million, $134 million, $151 million, and $170 $151 million, respectively, of which $527 million, $150 million, $80 million, and $200 $80 million was attributable to the REIT entities for the years then ended. The TRS entities subject to tax reported income (losses) before income taxes from continuing operations of $(18) million, $(16) million, $71 million, and $(30) million $71 million for the years ended December 31, 2021 December 31, 2022, 2021, and 2020, and 2019, respectively.

The total income tax expense (benefit) benefit (expense) from continuing operations consists of the following components (in thousands):

		Year Ended December 31,				Year Ended December 31,		
		2021	2020	2019		2022	2021	2020
Current	**Current**				**Current**			
Federal	Federal	$ 126	$ (9,164)	$ 104	Federal	$ (632)	$ (126)	$ 9,164
State	State	1,003	1,431	445	State	(689)	(1,003)	(1,431)
Total current	**Total current**	$ 1,129	$ (7,733)	$ 549	**Total current**	$ (1,321)	$ (1,129)	$ 7,733
Deferred	**Deferred**				**Deferred**			
Federal	Federal	$ (3,469)	$ (2,849)	$ (5,920)	Federal	$ 3,157	$ 3,469	$ 2,849
State	State	(921)	1,159	(108)	State	2,589	921	(1,159)
Total deferred	**Total deferred**	$ (4,390)	$ (1,690)	$ (6,028)	**Total deferred**	$ 5,746	$ 4,390	$ 1,690
Total income tax expense (benefit) from continuing operations		$ (3,261)	$ (9,423)	$ (5,479)				
Total income tax benefit (expense) from continuing operations					**Total income tax benefit (expense) from continuing operations**	$ 4,425	$ 3,261	$ 9,423

The Company's income tax benefit from discontinued operations was $0.3 million, $1 million, $10 million, and $12 $10 million for the years ended December 31, 2021 December 31, 2022, 2020, 2021, and 2019, 2020, respectively (see Note 5).

The following table reconciles income tax expense (benefit) benefit (expense) from continuing operations at statutory rates to actual income tax expense (benefit) benefit (expense) recorded (in thousands):

	Year Ended December 31,			Year Ended December 31,		
	2021	2020	2019	2022	2021	2020
Tax expense (benefit) at U.S. federal statutory income tax rate on income or loss subject to tax	$ (3,345)	$ 15,016	$ (6,169)			

State income tax expense (benefit), net of federal tax		(706)	4,211	(1,830)				
Tax benefit (expense) at U.S. federal statutory income tax rate on income or loss subject to tax					Tax benefit (expense) at U.S. federal statutory income tax rate on income or loss subject to tax	$ 3,698	$ 3,345	$ (15,016)
State income tax benefit (expense), net of federal tax					State income tax benefit (expense), net of federal tax	911	706	(4,211)
Gross receipts and margin taxes	Gross receipts and margin taxes	989	980	1,108	Gross receipts and margin taxes	(956)	(989)	(980)
Effect of permanent differences		—	—	20				
Return to provision adjustments	Return to provision adjustments	4	707	54	Return to provision adjustments	1,260	(4)	(707)
Valuation allowance for deferred tax assets	Valuation allowance for deferred tax assets	(203)	24,051	22	Valuation allowance for deferred tax assets	194	203	(24,051)
Tax rate differential — NOL carryback under the CARES Act	Tax rate differential — NOL carryback under the CARES Act	—	(3,732)	—	Tax rate differential — NOL carryback under the CARES Act	—	—	3,732
Change in tax status of TRS	Change in tax status of TRS	—	(50,656)	1,316	Change in tax status of TRS	(682)	—	50,656
Total income tax expense (benefit) from continuing operations		$ (3,261)	$ (9,423)	$ (5,479)				
Total income tax benefit (expense) from continuing operations					**Total income tax benefit (expense) from continuing operations**	$ 4,425	$ 3,261	$ 9,423

Deferred income taxes reflect the net effects of temporary differences between the carrying amounts of the assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The following table summarizes the significant components of the Company's deferred tax assets and liabilities from continuing operations (in thousands):

		December 31,				December 31,		
		2021	2020	2019		2022	2021	2020
Deferred tax assets:	**Deferred tax assets:**				**Deferred tax assets:**			
Investment in unconsolidated joint ventures		$ —	$ 2,333	$ 40,466				
Real estate		129	3,895	—				
Deferred revenue					Deferred revenue	$ 102,504	$ 104,397	$ 103,713

		2021	2020	2019		2022	2021	2020
Net operating loss carryforward	Net operating loss carryforward	71,744	68,444	33,771	Net operating loss carryforward	62,280	71,744	68,444
Expense accruals	Expense accruals	14,229	15,478	3,258	Expense accruals	12,399	14,229	15,478
Deferred revenue		104,397	103,713	—				
Real estate					Real estate	150	129	3,895
Investment in unconsolidated joint ventures					Investment in unconsolidated joint ventures	—	—	2,333
Other					Other	689	—	—
Total deferred tax assets	Total deferred tax assets	190,499	193,863	77,495	Total deferred tax assets	178,022	190,499	193,863
Valuation allowance	Valuation allowance	(35,772)	(33,519)	(4,878)	Valuation allowance	(26,098)	(35,772)	(33,519)
Deferred tax assets, net of valuation allowance	**Deferred tax assets, net of valuation allowance**	$ 154,727	$ 160,344	$ 72,617	**Deferred tax assets, net of valuation allowance**	$ 151,924	$ 154,727	$ 160,344
Deferred tax liabilities:	**Deferred tax liabilities:**				**Deferred tax liabilities:**			
Real estate	Real estate	$ 61,097	$ 72,059	$ —	Real estate	$ 52,266	$ 61,097	$ 72,059
Other	Other	648	1,094	—	Other	674	648	1,094
Deferred tax liabilities	**Deferred tax liabilities**	$ 61,745	$ 73,153	$ —	**Deferred tax liabilities**	$ 52,940	$ 61,745	$ 73,153
Net deferred tax assets	**Net deferred tax assets**	$ 92,982	$ 87,191	$ 72,617	**Net deferred tax assets**	$ 98,984	$ 92,982	$ 87,191

Net deferred tax assets are included in other assets, net on the Consolidated Balance Sheets.

The Company records a valuation allowance against deferred tax assets in certain jurisdictions when it is not more likely than not that it can realize the related deferred tax assets. The deferred tax asset valuation allowance is adequate to reduce the total deferred tax assets to an amount that the Company estimates will “more-likely-than-not” be realized.

In conjunction with the Company establishing a plan during the year ended December 31, 2020 to dispose of all of its SHOP assets and classifying such assets as discontinued operations (see Note 5), the Company concluded it was more likely than not that it would no longer realize the future value of certain deferred tax assets generated by the net operating losses of its TRS entities. Accordingly, the Company recognized a deferred tax asset valuation allowance and corresponding income tax expense of $33 million during the year ended December 31, 2020. As of December 31, 2021, December 31, 2022 and 2021, the Company had a deferred tax asset valuation allowance of$26 million and $36 million. million, respectively.

At December 31, 2021 December 31, 2022, the Company had a net operating loss (“NOL”) carryforward of $288 million $249 million related to the TRS entities. If unused, $22 million $15 million will begin to expire in2035. The remainder, totaling $266 million $234 million, may be carried forward indefinitely.

The following table summarizes the Company’s unrecognized tax benefits (in thousands):

		December 31,				December 31,		
		2021	2020	2019		2022	2021	2020
Total unrecognized tax benefits at January 1	Total unrecognized tax benefits at January 1	$ 469	$ 469	$ —	Total unrecognized tax benefits at January 1	$ 469	$ 469	$ 469
Gross amount of increases for prior years' tax positions		—	—	469				
Gross amount of decreases for prior years’ tax positions					Gross amount of decreases for prior years’ tax positions	(469)	—	—
Total unrecognized tax benefits at December 31	**Total unrecognized tax benefits at December 31**	$ 469	$ 469	$ 469	**Total unrecognized tax benefits at December 31**	$ —	$ 469	$ 469

The For the year ended December 31, 2022, the Company had no unrecognized tax benefits. For the years ended December 31, 2021 and 2020, the Company had unrecognized tax benefits of $0.5 million, at December 31, 2021, 2020, and 2019 that, if recognized, would reduce the annual effective tax rate. As of December 31, 2021, the Company accrued interest of $102 thousand related to the unrecognized tax benefits.

The Company files numerous U.S. federal, state, and local income and franchise tax returns. With a few exceptions, the Company is no longer subject to U.S. federal, state, or local tax examinations by taxing authorities for years prior to 2018. 2019.

NOTE 18. Supplemental Cash Flow Information

The following table provides supplemental cash flow information (in thousands):

		Year Ended December 31,				Year Ended December 31,		
		2021	2020	2019		2022	2021	2020
Supplemental cash flow information:	*Supplemental cash flow information:*				*Supplemental cash flow information:*			
Interest paid, net of capitalized interest	Interest paid, net of capitalized interest	$ 173,044	$ 209,843	$ 201,784	Interest paid, net of capitalized interest	$ 162,115	$ 173,044	$ 209,843
Income taxes paid (refunded)	Income taxes paid (refunded)	4,521	(786)	1,426	Income taxes paid (refunded)	(1,903)	4,521	(786)
Capitalized interest	Capitalized interest	24,084	27,041	30,459	Capitalized interest	41,046	24,084	27,041
Cash paid for amounts included in the measurement of lease liability for operating leases	Cash paid for amounts included in the measurement of lease liability for operating leases	10,620	9,940	8,158	Cash paid for amounts included in the measurement of lease liability for operating leases	12,594	10,620	9,940
Supplemental schedule of non-cash investing and financing activities:	*Supplemental schedule of non-cash investing and financing activities:*				*Supplemental schedule of non-cash investing and financing activities:*			
Increase in ROU asset in exchange for new lease liability related to operating leases	Increase in ROU asset in exchange for new lease liability related to operating leases	28,866	32,208	5,733	Increase in ROU asset in exchange for new lease liability related to operating leases	9,454	28,866	32,208
Decrease in ROU asset with corresponding change in lease liability related to operating leases	Decrease in ROU asset with corresponding change in lease liability related to operating leases	8,410	—	—	Decrease in ROU asset with corresponding change in lease liability related to operating leases	—	8,410	—
Retained investment in connection with South San Francisco JVs transaction					Retained investment in connection with South San Francisco JVs transaction	293,265	—	—
Accrued construction costs					Accrued construction costs	178,626	179,995	95,293

Net noncash impact from the consolidation of previously unconsolidated joint ventures				Net noncash impact from the consolidation of previously unconsolidated joint ventures	—	—	369,223
Refundable entrance fees assumed with real estate acquisitions				Refundable entrance fees assumed with real estate acquisitions	—	—	307,954
Seller financing provided on disposition of real estate asset / Seller financing provided on disposition of real estate asset	559,745	73,498	44,812	Seller financing provided on disposition of real estate asset	—	559,745	73,498
Accrued construction costs	179,995	95,293	126,006				
Net noncash impact from the consolidation of previously unconsolidated joint ventures	—	369,223	17,850				
Refundable entrance fees assumed with real estate acquisitions	—	307,954	—				
Retained investment in connection with SWF SH JV	—	—	427,328				
Conversion of DFLs to real estate	—	—	350,540				
Mortgages assumed with real estate acquisitions				Mortgages assumed with real estate acquisitions	—	—	251,280
Carrying value of mortgages assumed by buyer in real estate dispositions / Carrying value of mortgages assumed by buyer in real estate dispositions	143,676	—	—	Carrying value of mortgages assumed by buyer in real estate dispositions	—	143,676	—
Mortgages assumed with real estate acquisitions	—	251,280	172,565				
Vesting of restricted stock units and conversion of non-managing member units into common stock	1,125	4,746	5,614				

See Note 3 for discussion of the impact of the 2019 MTCA with Brookdale and Note 7 9 for discussion of the conversion of DFLs to real estate and the impact on the Company's Consolidated Balance Sheets and Statements of Operations. South San Francisco JVs transaction.

The following table summarizes certain cash flow information related to assets classified as discontinued operations (in thousands):

	Year Ended December 31, 2021	2020	2019		Year Ended December 31, 2022	2021	2020
Leasing costs, tenant improvements, and recurring capital expenditures				Leasing costs, tenant improvements, and recurring capital expenditures	$ 21	$ 2,636	$ 12,695
Development, redevelopment, and other major improvements of real estate				Development, redevelopment, and other major improvements of real estate	18	5,780	30,769

Depreciation and amortization of real estate, in-place lease, and other intangibles	Depreciation and amortization of real estate, in-place lease, and other intangibles	$ —	$ 143,194	$ 224,798	Depreciation and amortization of real estate, in-place lease, and other intangibles	—	—	143,194
	Development, redevelopment, and other major improvements of real estate	5,780	30,769	74,919				
	Leasing costs, tenant improvements, and recurring capital expenditures	2,636	12,695	22,617				

The following table summarizes cash, cash equivalents and restricted cash (in thousands):

		Year Ended December 31,								
		2021	2020	2019	2021	2020	2019	2021	2020	2019
		Continuing operations			Discontinued operations			Total		
Beginning of year:	**Beginning of year:**									
Cash and cash equivalents	Cash and cash equivalents	$ 44,226	$ 80,398	$53,979	$53,085	$63,834	$56,811	$ 97,311	$144,232	$110,790
Restricted cash	Restricted cash	67,206	13,385	7,166	17,168	27,040	21,890	84,374	40,425	29,056
Cash, cash equivalents and restricted cash	Cash, cash equivalents and restricted cash	$111,432	$ 93,783	$61,145	$70,253	$90,874	$78,701	$181,685	$184,657	$139,846
End of year:	**End of year:**									
Cash and cash equivalents	Cash and cash equivalents	$158,287	$ 44,226	$80,398	$ 7,707	$53,085	$63,834	$165,994	$ 97,311	$144,232
Restricted cash	Restricted cash	53,454	67,206	13,385	—	17,168	27,040	53,454	84,374	40,425
Cash, cash equivalents and restricted cash	Cash, cash equivalents and restricted cash	$211,741	$111,432	$93,783	$ 7,707	$70,253	$90,874	$219,448	$181,685	$184,657

	Year Ended December 31,					
	2022	2021	2020	2022	2021	2020
	Continuing operations			Discontinued operations		
Beginning of year:						
Cash and cash equivalents	$158,287	$ 44,226	$ 80,398	$7,707	$53,085	$63,83
Restricted cash	53,454	67,206	13,385	—	17,168	27,04
Cash, cash equivalents and restricted cash	$211,741	$111,432	$ 93,783	$7,707	$70,253	$90,87
End of year:						
Cash and cash equivalents	$ 72,032	$158,287	$ 44,226	$ —	$ 7,707	$53,08
Restricted cash	54,802	53,454	67,206	—	—	17,16
Cash, cash equivalents and restricted cash	$126,834	$211,741	$111,432	$ —	$ 7,707	$70,25

NOTE 19. Variable Interest Entities

Unconsolidated Variable Interest Entities

At December 31, 2021, each of December 31, 2022 and 2021, the Company had investments in: (i) twounconsolidated VIE joint ventures and (ii) marketable debt securities of one VIE. At December 31, 2020, the Company had investments in: (i) two properties leased to a VIE tenant, (ii) four unconsolidated VIE joint ventures, (iii) marketable debt securities of one VIE, and (iv) one loan to a VIE borrower. The Company determined it is not the primary beneficiary of and therefore does not consolidate these VIEs because it does not have the ability to control the activities that most significantly impact their economic performance. Except for the Company's equity interest in the unconsolidated joint ventures (the LLC investment and Needham Land Parcel JV discussed below), it has no formal involvement in these VIEs beyond its investments.

Debt Securities Investment. The At December 31, 2022, the Company holds held $22 millionofcommercial mortgage-backed securities ("CMBS") issued by Federal Home Loan Mortgage Corporation (commonly referred to as Freddie MAC) Mac) through a special purpose entity that has been identified as a VIE because it is "thinly capitalized." The CMBS issued by the VIE are backed by mortgage debt obligations on real estate assets. These securities are classified as held-to-maturity because the Company has the intent and ability to hold the securities until maturity. These securities matured on December 31, 2022, and the Company received the related proceeds in January 2023.

LLC Investment. The Company holds a limited partner ownership interest in an unconsolidated LLC that has been identified as a VIE. The Company's involvement in the entity is limited to its equity investment as a limited partner and it does not have any substantive participating rights or kick-out rights over the general partner. The assets and liabilities of the entity primarily consist of those associated with its three hospitals and senior housing real estate and development activities. estate. Any assets generated by the entity may only be used to settle its contractual obligations (primarily development expenses capital expenditures and debt service payments).

Needham Land Parcel JV. In December 2021, the Company acquired a 38% interest in a life science development joint venture in Needham, Massachusetts for $13 million. Current equity at risk is not sufficient to finance the joint venture's activities. The assets and liabilities of the entity primarily consist of real estate and debt service obligations. Any assets generated by the entity may only be used to settle its contractual obligations (primarily development expenses costs and debt service payments).

Loan Receivable. The Company provided seller financing related to its sale of seven senior housing triple-net facilities. The financing was provided in the form of a secured five-year mezzanine loan to a "thinly capitalized" borrower created to acquire the facilities. In September 2021, the Company sold this loan receivable (see Note 8).

VIE Tenant. As of December 31, 2020, the Company leased two properties to one tenant that was identified as a VIE (the "VIE tenant"). The VIE tenant was a "thinly capitalized" entity that relied on the operating cash flows generated from the senior housing facilities to pay operating expenses, including the rent obligations under its leases. In June 2021, the Company sold these two properties as part of the Sunrise Senior Housing Portfolio (see Note 5).

CCRC OpCo. As of December 31, 2020, the Company held a 49% ownership interest in CCRC OpCo, a joint venture entity formed in August 2014 that operated senior housing properties and had been identified as a VIE. The equity members of CCRC OpCo "lacked power" because they shared certain operating rights with Brookdale, as manager of the CCRCs. The assets of CCRC OpCo primarily consisted of the CCRCs that it owned and leased, resident fees receivable, notes receivable, and cash and cash equivalents; its obligations primarily consisted of operating lease obligations to CCRC PropCo, debt service payments, capital expenditures, accounts payable, and expense accruals. Assets generated by the operations of CCRC OpCo (primarily rents from CCRC residents) of CCRC OpCo may only be used to settle its contractual obligations (primarily from debt service payments, capital expenditures, and rental costs and operating expenses incurred to manage such facilities). Refer to Note 3 for additional discussion related to transactions impacting CCRC OpCo. In May 2021, the CCRC JV sold the two remaining CCRCs.

Development Investments. As of December 31, 2020, the Company held investments (consisting of mezzanine debt and/or preferred equity) in two senior housing development joint ventures. The joint ventures were also capitalized by senior loans from a third party and equity from the third party managing-member, but were considered to be "thinly capitalized" as there was insufficient equity investment at risk. In April 2021, the Company sold two mezzanine loans and two preferred equity investments as part of the Discovery SHOP Portfolio disposition (see Note 5).

The classification of the related assets and liabilities and the maximum loss exposure as a result of the Company's involvement with these VIEs at December 31, 2021 December 31, 2022 was as follows (in thousands):

VIE Type	Asset Type		Maximum Loss Exposure and Carrying Amount(1)
CMBS and LLC investment	Other assets, net	$	36,101 36,874
Needham Land Parcel JV	Investments in and advances to unconsolidated joint ventures		13,566 15,391

(1) The Company's maximum loss exposure represents the aggregate carrying amount of such investments (including accrued interest).

As of December 31, 2021 December 31, 2022, the Company had not provided, and is not required to provide, financial support through a liquidity arrangement or otherwise, to its unconsolidated VIEs, including under circumstances in which it could be exposed to further losses (e.g., cash shortfalls).

See Notes 3, 4, 8, and Note 9 for additional descriptions of the nature, purpose, and operating activities of the Company's unconsolidated VIEs and interests therein.

Consolidated Variable Interest Entities

The Company's consolidated total assets and total liabilities at December 31, 2021 December 31, 2022 and 2020 2021 include certain assets of VIEs that can only be used to settle the liabilities of the related VIE. The VIE creditors do not have recourse to the Company.

Ventures V, LLC. The Company holds a 51% ownership interest in and is the managing member of a joint venture entity formed in October 2015 that owns and leases MOBs ("Ventures V"). The Company classifies Ventures V as a VIE due to the non-managing member lacking substantive participation rights in the management of Ventures V or kick-out rights over the managing member. The Company consolidates Ventures V as the primary beneficiary because it has the ability to control the activities that most significantly impact the VIE's economic performance. The assets of Ventures V primarily consist of leased properties (net real estate), rents receivable, and cash and cash equivalents; its obligations primarily consist of capital expenditures for the properties. Assets generated by Ventures V may only be used to settle its contractual obligations (primarily from capital expenditures). obligations.

Life Science JVs. The Company holds a 99% ownership interest in multiple joint venture entities that own and lease life science assets (the "Life Science JVs"). The Life Science JVs are VIEs as the members share in control certain decisions of the entities, but substantially all of the activities are performed on behalf of the Company. The Company consolidates the Life Science JVs as the primary beneficiary because it has the ability to control the activities that most significantly impact these VIEs' economic performance. The assets of the Life Science JVs primarily consist of leased properties (net real estate), rents receivable, and cash and cash equivalents; their obligations primarily consist of debt service payments and capital expenditures for the properties. Assets generated by the Life Science JVs may only be used to settle their contractual obligations (primarily from capital expenditures). obligations. Refer to Note 13 for a discussion of certain put options associated with the Life Science JVs.

MSREI MOB JV. The Company holds a 51% ownership interest in, and is the managing member of, a joint venture entity formed in August 2018 that owns and leases MOBs (the "MSREI JV"). The MSREI JV is a VIE due to the non-managing member lacking substantive participation rights in the management of the joint venture or kick-out rights over the managing member. The Company consolidates the MSREI JV as the primary beneficiary because it has the ability to control the activities that most significantly impact the VIE's economic performance. The assets of the MSREI JV primarily consist of leased properties (net real estate), rents receivable, and cash and cash equivalents; its obligations primarily consist of capital expenditures for the properties. Assets generated by the MSREI JV may only be used to settle its contractual obligations (primarily from capital expenditures).

Consolidated Lessees. The Company leased certain senior housing properties to lessee entities under cash flow leases through which the Company received monthly rent equal to the residual cash flows of the properties. The lessee entities were classified as VIEs as they were "thinly capitalized" entities. The Company consolidated the lessee entities as it had the ability to control the activities that most significantly impacted the economic performance of the lessee entities. The lessee entities' assets primarily consisted of leasehold interests in senior housing facilities (operating leases), resident fees receivable, and cash and cash equivalents; its obligations primarily consisted of lease payments to the Company and operating expenses of the senior housing facilities (accounts payable and accrued expenses). Assets generated by the senior housing operations (primarily from senior housing resident rents) could only be used to settle contractual obligations (primarily from the rental costs, operating expenses incurred to manage such facility and debt costs). During the year ended December 31, 2021, the Company sold these senior housing properties. obligations.

DownREITs. The Company holds a controlling ownership interest in and is the managing member of seven DownREITs. The Company classifies the DownREITs as VIEs due to the non-managing members lacking substantive participation rights in the management of the DownREITs or kick-out rights over the managing member. The Company consolidates the DownREITs as the primary beneficiary because it has the ability to control the activities that most significantly impact these VIEs' economic performance. The assets of the DownREITs primarily consist of leased properties (net real estate), rents receivable, and cash and cash equivalents; their obligations primarily consist of debt service payments and capital expenditures for the properties. Assets generated by the DownREITs (primarily from resident rents) may only be used to settle their contractual obligations (primarily from debt service and capital expenditures).

Other Consolidated Real Estate Partnerships. The Company holds a controlling ownership interest in and is the general partner (or managing member) of multiple partnerships that own and lease real estate assets (the "Partnerships"). The Company classifies the Partnerships as VIEs due to the limited partners (non-managing members) lacking substantive participation rights in the management of the Partnerships or kick-out rights over the general partner (managing member). The Company consolidates the Partnerships as the primary beneficiary because it has the ability to control the activities that most significantly impact these VIEs' economic performance. The assets of the Partnerships primarily consist of leased properties (net real estate), rents receivable, and cash and cash equivalents; their obligations primarily consist of debt service payments and capital expenditures for the properties. Assets generated by the Partnerships (primarily from resident rents) may only be used to settle their contractual obligations (primarily from debt service and capital expenditures).

Exchange Accommodation Titleholder. During the year ended December 31, 2021, the Company acquired two MOBs (the "acquired properties") using a reverse like-kind exchange structures structure pursuant to Section 1031 of the Code (a "reverse 1031 exchange"). As of December 31, 2021, the Company had not completed the reverse 1031 exchanges and as such, the acquired properties remained in the possession of the Exchange Accommodation Titleholders Titleholder ("EATs" EAT"). The EATs were EAT was classified as VIEs a VIE as they were it was a "thinly capitalized" entities. entity. The Company consolidated the EATs EAT because it had the ability to control the activities that most significantly impacted the economic performance of the EATs EAT and was, therefore, the primary beneficiary of the EATs. The EAT. These properties held by the EATs were reflected as real estate with EAT had a carrying value of $77 million as of December 31, 2021. The assets of the EATs EAT primarily consisted of leased properties (net real estate, including intangibles), and rents receivable, and cash and cash equivalents; receivable; their obligations primarily consisted of capital expenditures for the properties. Assets generated by the EATs EAT may only be used to settle its contractual obligations (primarily from capital expenditures).

Additionally, during the year ended December 31, 2020, the Company acquired seven MOBs, one hospital, and three life science facilities (the "acquired properties") using reverse 1031 exchanges. As of December 31, 2020, the Company had not completed the These reverse 1031 exchanges and as such, the acquired properties remained in the possession of EATs. The properties held by the EATs were reflected as real estate with a carrying value of$813 million as of December 31, 2020. The reverse 1031 exchanges described above were completed in April 2021. February 2022.

Total assets and total liabilities include VIE assets and liabilities as follows (in thousands):

		December 31,			December 31,	
		2021	2020		2022	2021
Assets	Assets			Assets		
Buildings and improvements	Buildings and improvements	$ 2,303,920	$ 2,988,599	Buildings and improvements	$ 2,356,905	$ 2,303,920
Development costs and construction in progress	Development costs and construction in progress	82,303	85,595	Development costs and construction in progress	58,499	82,303

Land	Land	548,168	433,574	Land	324,714	548,168
Accumulated depreciation and amortization	Accumulated depreciation and amortization	(551,097)	(602,491)	Accumulated depreciation and amortization	(623,244)	(551,097)
Net real estate	Net real estate	2,383,294	2,905,277	Net real estate	2,116,874	2,383,294
Accounts receivable, net	Accounts receivable, net	5,455	12,009	Accounts receivable, net	6,893	5,455
Cash and cash equivalents	Cash and cash equivalents	22,295	16,550	Cash and cash equivalents	20,586	22,295
Restricted cash	Restricted cash	114	7,977	Restricted cash	354	114
Intangible assets, net	Intangible assets, net	117,180	179,027	Intangible assets, net	73,860	117,180
Assets held for sale and discontinued operations, net	Assets held for sale and discontinued operations, net	754	704,966	Assets held for sale and discontinued operations, net	30,355	754
Right-of-use asset, net	Right-of-use asset, net	107,993	95,407	Right-of-use asset, net	99,376	107,993
Other assets, net	Other assets, net	62,886	59,063	Other assets, net	73,690	62,886
Total assets	Total assets	$ 2,699,971	$ 3,980,276	Total assets	$ 2,421,988	$ 2,699,971
Liabilities	Liabilities			Liabilities		
Mortgage debt	Mortgage debt	$ 144,350	$ 39,085	Mortgage debt	$ 144,604	$ 144,350
Intangible liabilities, net	Intangible liabilities, net	23,909	56,467	Intangible liabilities, net	15,066	23,909
Liabilities related to assets held for sale and discontinued operations, net	Liabilities related to assets held for sale and discontinued operations, net	1,677	190,919	Liabilities related to assets held for sale and discontinued operations, net	401	1,677
Lease liability	Lease liability	99,213	97,605	Lease liability	99,039	99,213
Accounts payable, accrued liabilities, and other liabilities	Accounts payable, accrued liabilities, and other liabilities	58,440	102,391	Accounts payable, accrued liabilities, and other liabilities	68,979	58,440
Deferred revenue	Deferred revenue	21,546	90,183	Deferred revenue	39,661	21,546
Total liabilities	Total liabilities	$ 349,135	$ 576,650	Total liabilities	$ 367,750	$ 349,135

Total assets and total liabilities related to assets held for sale and discontinued operations include VIE assets and liabilities as follows (in thousands):

		December 31,			December 31,	
		2021	2020		2022	2021
Assets	Assets			Assets		
Buildings and improvements	Buildings and improvements	$ —	$ 639,759	Buildings and improvements	$ 39,934	$ —
Development costs and construction in progress	Development costs and construction in progress	—	68	Development costs and construction in progress	—	—
Land	Land	—	106,209	Land	1,926	—
Accumulated depreciation and amortization	Accumulated depreciation and amortization	—	(57,235)	Accumulated depreciation and amortization	(15,612)	—
Net real estate	Net real estate	—	688,801	Net real estate	26,248	—
Accounts receivable, net	Accounts receivable, net	62	1,700	Accounts receivable, net	—	62

Cash and cash equivalents	Cash and cash equivalents	59	6,306	Cash and cash equivalents	—	59
Restricted cash		—	3,124			
Right-of-use asset, net		—	1,391			
Intangible assets, net				Intangible assets, net	215	—
Other assets, net	Other assets, net	633	3,644	Other assets, net	3,892	633
Total assets	Total assets	$ 754	$ 704,966	Total assets	$ 30,355	$ 754
Liabilities	Liabilities			Liabilities		
Mortgage debt		$ —	$ 176,702			
Lease liability		—	1,392			
Accounts payable, accrued liabilities, and other liabilities	Accounts payable, accrued liabilities, and other liabilities	1,677	11,003	Accounts payable, accrued liabilities, and other liabilities	$ —	$ 1,677
Deferred revenue	Deferred revenue	—	1,822	Deferred revenue	401	—
Total liabilities	Total liabilities	$ 1,677	$ 190,919	Total liabilities	$ 401	$ 1,677

NOTE 20. Concentration of Credit Risk

Concentrations of credit risk arise when one or more tenants, operators, or obligors related to the Company's investments are engaged in similar business activities or activities in the same geographic region, or have similar economic features that would cause their ability to meet contractual obligations, including those to the Company, to be similarly affected by changes in economic conditions. The Company regularly monitors various segments of its portfolio to assess potential concentrations of credit risks.

The following table provides information regarding the Company's concentrations with respect to certain states; the information provided is presented for the gross assets and revenues that are associated with certain real estate assets as percentages of total the Company's total assets and revenues, excluding assets classified as discontinued operations:

		Percentage of Total Company Assets		Percentage of Total Company Revenues				Percentage of Total Company Assets		Percentage of Total Company Revenues		
		December 31,		Year Ended December 31,				December 31,		Year Ended December 31,		
State	State	2021	2020	2021	2020	2019	State	2022	2021	2022	2021	2020
California	California	34	30	28	21	22	California	37	34	31	28	21
Florida	Florida	11	10	17	14	2	Florida	10	11	18	17	14
Texas	Texas	10	9	11	9	11	Texas	10	10	11	11	9
Massachusetts	Massachusetts	16	11	9	4	2	Massachusetts	17	16	10	9	4

The Company's rental revenue is generated from multiple tenants across its diverse portfolio; as a result, the inability of any single tenant to make its lease payments is unlikely to have a significant financial impact on the Company's operations. portfolio. As of December 31, 2021 December 31, 2022, the Company's largest tenant in its life science and medical office segments accounted for 3% 2% and 8%, respectively, of the Company's total revenues.

NOTE 21. Fair Value Measurements

Financial assets and liabilities measured at fair value on a recurring basis in the Consolidated Balance Sheets were immaterial at December 31, 2021 December 31, 2022 and 2020. 2021.

The table below summarizes the carrying amounts and fair values of the Company's financial instruments (in thousands):

		December 31,					December 31,			
		2021(3)		2020(3)			2022(3)		2021(3)	
		Carrying Value	Fair Value	Carrying Value	Fair Value		Carrying Value	Fair Value	Carrying Value	Fair Value
Loans receivable, net(2)	Loans receivable, net(2)	$ 415,811	$ 437,607	$ 195,375	$ 201,228	Loans receivable, net(2)	$ 374,832	$ 369,425	$ 415,811	$ 437,607

Marketable debt securities(2)	Marketable debt securities(2)	21,003	21,003	20,355	20,355	Marketable debt securities(2)	21,702	21,702	21,003	21,003
Interest rate cap assets(2)		397	397	—	—					
Interest rate swap instruments(2)						Interest rate swap instruments(2)	30,259	30,259	—	—
Interest rate cap instruments(2)						Interest rate cap instruments(2)	—	—	397	397
Bank line of credit and commercial paper(2)	Bank line of credit and commercial paper(2)	1,165,975	1,165,975	129,590	129,590	Bank line of credit and commercial paper(2)	995,606	995,606	1,165,975	1,165,975
Term loan(2)		—	—	249,182	249,182					
Term loans(2)						Term loans(2)	495,957	495,957	—	—
Senior unsecured notes(1)	Senior unsecured notes(1)	4,651,933	5,054,747	5,697,586	6,517,650	Senior unsecured notes(1)	4,659,451	4,238,124	4,651,933	5,054,747
Mortgage debt(2)(4)		352,081	352,800	221,621	221,181					
Mortgage debt(2)						Mortgage debt(2)	346,599	330,867	352,081	352,800
Interest rate swap liabilities(2)(5)		—	—	81	81					

(1) Level 1: Fair value calculated based on quoted prices in active markets.

(2) Level 2: Fair value based on (i) for marketable debt securities, quoted prices for similar or identical instruments in active or inactive markets, respectively, or (ii) for loans receivable, net, mortgage debt, swaps, interest rate swap instruments, and caps, interest rate cap instruments, standardized pricing models in which significant inputs or value drivers are observable in active markets. For bank line of credit, commercial paper, and term loan, loans, the carrying values are a reasonable estimate of fair value because the borrowings are primarily based on market interest rates and the Company's credit rating.

(3) During the years ended December 31, 2021 December 31, 2022 and 2020, 2021, there were no material transfers of financial assets or liabilities within the fair value hierarchy.

(4) As of December 31, 2020, excludes mortgage debt on assets held for sale and discontinued operations of $319 million.

(5) Interest rate swap liabilities are recorded in liabilities related to assets held for sale and discontinued operations, net on the Consolidated Balance Sheets.

NOTE 22. Derivative Financial Instruments

The Company uses derivative instruments to mitigate the effects of interest rate fluctuations on specific forecasted transactions as well as recognized financial obligations or assets. Utilizing derivative instruments allows the Company to manage the risk of fluctuations in interest rates and their related to the potential impact these changes could have on future earnings and forecasted cash flows. The Company does not use derivative instruments for speculative or trading purposes.

In April 2021, At December 31, 2022, a one percentage point increase or decrease in the Company executed two underlying interest rate cap agreements on its mortgage debt issued curve would result in conjunction with a corresponding increase or decrease in the acquisition fair value of the MOB Portfolio (see Note 4).

The following table summarizes the Company's outstanding interest rate cap agreements as of December 31, 2021 (in thousands):

Date Entered	Maturity Date	Hedge Designation	Notional	Strike Rate	Index	Fair Value(1)
April 2021(2)	May 2024	Non-designated	$ 142,100	2.00 %	1 mo. USD-LIBOR-BBA	$ 397

(1) derivative instruments by approximately Derivative assets are recorded in other assets, net in the Consolidated Balance Sheets.

(2) Represents two interest rate cap agreements that manage the Company's exposure to variable cash flows on certain mortgage debt borrowings by limiting interest rates. $23 million.

In March 2021, the Company repaid $39 million of variable rate secured debt on two SHOP assets and terminated the two remaining related associated interest rate swap contracts. instruments. Therefore, at December 31, 2021, the Company had no remaining interest rate swap contracts. instruments.

In conjunction with the sale of the Aegis NNN Portfolio (see Note 5) in December 2020, April 2021, the Company paid off $6 executed two interest rate cap instruments on its $142 million of variable rate secured mortgage debt issued in conjunction with the acquisition of the MOB Portfolio (see Note 4). In April 2022, the Company terminated these interest rate cap instruments and terminated the related entered into two interest rate swap contract. instruments that are designated as cash flow hedges and mature in May 2026.

Concurrent with In August 2022, the sale Company entered into two forward-starting interest rate swap instruments on the $500 million aggregate principal amount of its interest in the U.K. JV in December 2019 2022 Term Loan Facilities (see Note 9) 11). The forward-starting interest rate swap instruments are designated as cash flow hedges.

The following table summarizes the Company's interest rate swap instruments (in thousands):

Date Entered	Maturity Date	Hedge Designation	Notional Amount	Pay Rate	Receive Rate	Fair Value(1) December 31, 2022	Fair Value(1) December 31, 2021
April 2022(2)	May 2026	Cash flow	$ 51,100	5.08 %	1 mo. USD-LIBOR-BBA + 2.50%	$ 2,300	$ —
April 2022(2)	May 2026	Cash flow	91,000	4.63 %	1 mo. USD-LIBOR-BBA + 2.05%	4,096	—
August 2022(2)	February 2027	Cash flow	250,000	2.60 %	1 mo. USD-SOFR CME Term	11,299	—
August 2022(2)	August 2027	Cash flow	250,000	2.54 %	1 mo. USD-SOFR CME Term	12,564	—

(1) At December 31, 2022, the interest rate swap instruments were in an asset position. Derivative assets are recorded in other assets, net on the Consolidated Balance Sheets.

(2) Represents interest rate swap instruments that hedge fluctuations in interest payments on variable rate debt by converting the interest rates to fixed interest rates. The changes in fair value of designated derivatives that qualify as cash flow hedges are recorded in accumulated other comprehensive income (loss) on the Consolidated Balance Sheets.

The following table summarizes the Company's interest rate cap instruments (in thousands):

Date Entered	Maturity Date	Hedge Designation	Notional Amount	Strike Rate	Index	Fair Value(1) December 31, 2022	Fair Value(1) December 31, 2021
April 2021(2)	May 2024	Non-designated	$ 142,100	2.00 %	1 mo. USD-LIBOR-BBA	$ —	$ 397

(1) At December 31, 2021, the interest rate cap instruments were in an asset position. Derivative assets are recorded in other assets, net on the Consolidated Balance Sheets.

(2) Represents two interest rate cap instruments that manage the Company's exposure to variable cash flows on certain mortgage debt borrowings by limiting interest rates. These interest rate cap instruments were terminated in April 2022.

During the year ended December 31, 2022, the Company paid-off recognized a $2 million increase in the remainder fair value of its GBP-denominated borrowings under the Revolving Facility and terminated its previously-designated net investment hedge. interest rate cap instruments within other income (expense), net.

NOTE 23. Accounts Payable, Accrued Liabilities, and Other Liabilities

The following table summarizes the Company's accounts payable, accrued liabilities, and other liabilities, excluding accounts payable, accrued liabilities, and other liabilities related to assets classified as discontinued operations (in thousands):

		December 31, 2021	December 31, 2020		December 31, 2022	December 31, 2021
Refundable entrance fees(1)	Refundable entrance fees(1)	$ 288,409	$ 317,444	Refundable entrance fees(1)	$ 268,972	$ 288,409
Accrued construction costs	Accrued construction costs	179,995	95,293	Accrued construction costs	178,626	179,995
Accrued interest	Accrued interest	59,342	78,735	Accrued interest	59,291	59,342
Other accounts payable, and accrued liabilities		227,638	269,145			
Other accounts payable and accrued liabilities				Other accounts payable and accrued liabilities	265,596	227,638
Accounts payable, accrued liabilities, and other liabilities	Accounts payable, accrued liabilities, and other liabilities	$ 755,384	$ 760,617	Accounts payable, accrued liabilities, and other liabilities	$ 772,485	$ 755,384

NOTE 24. Deferred Revenue

The following table summarizes the Company's deferred revenue, excluding deferred revenue related to assets classified as held for sale and discontinued operations (in thousands):

	December 31,	
	2022	2021
Nonrefundable entrance fees(1)	$ 518,573	$ 496,478
Other deferred revenue(2)	325,503	292,729
Deferred revenue	$ 844,076	$ 789,207

(1) At December 31, 2021 and 2020, unamortized nonrefundable entrance fee liabilities were$496 million and $484 million, respectively, which are recorded within deferred revenue on the Consolidated Balance Sheets. During the year years ended December 31, 2021, December 31, 2022 and 2021, the Company collected nonrefundable entrance fees of $101 million and $89 million, respectively. During the years ended December 31, 2022, 2021, and 2020, the Company recognized amortization of $79 million, $76 million, and $72 million, respectively, which is included within resident fees and services on the Consolidated Statements of Operations.

(2) Other deferred revenue is primarily comprised of prepaid rent, deferred rent, and tenant-funded tenant improvements owned by the Company. During the years ended December 31, 2022, 2021, and 2020, the Company recognized amortization related to other deferred revenue of $44 million, $39 million, and $33 million, respectively, which is included in rental and related revenues on the Consolidated Statements of Operations.

NOTE 24. 25. Selected Quarterly Financial Data (Unaudited)

The following tables summarize selected quarterly information for the years ended December 31, 2021 December 31, 2022 and 2020 2021 (in thousands, except per share amounts):

		Three Months Ended 2021					Three Months Ended 2022			
		March 31	June 30	September 30	December 31		March 31	June 30	September 30	December 31
Total revenues	Total revenues	$ 455,276	$ 476,238	$ 481,465	$ 483,205	Total revenues	$ 498,372	$ 517,932	$ 520,406	$ 524,468
Income (loss) before income taxes and equity income (loss) from unconsolidated joint ventures	Income (loss) before income taxes and equity income (loss) from unconsolidated joint ventures	(121,900)	166,435	58,329	25,503	Income (loss) before income taxes and equity income (loss) from unconsolidated joint ventures	73,719	68,201	355,775	9,435
Income (loss) from continuing operations	Income (loss) from continuing operations	(120,585)	168,065	61,305	28,943	Income (loss) from continuing operations	75,026	69,301	359,284	9,929
Income (loss) from discontinued operations	Income (loss) from discontinued operations	270,008	113,960	601	3,633	Income (loss) from discontinued operations	317	2,992	(1,298)	873
Net income (loss)	Net income (loss)	149,423	282,025	61,906	32,576	Net income (loss)	75,343	72,293	357,986	10,802
Net income (loss) applicable to Healthpeak Properties, Inc.	Net income (loss) applicable to Healthpeak Properties, Inc.	145,788	276,280	54,711	28,761	Net income (loss) applicable to Healthpeak Properties, Inc.	71,613	68,338	353,970	6,528
Dividends paid per common share	Dividends paid per common share	0.30	0.30	0.30	0.30	Dividends paid per common share	0.30	0.30	0.30	0.30
Basic earnings (loss) per common share:	Basic earnings (loss) per common share:					Basic earnings (loss) per common share:				
Continuing operations	Continuing operations	(0.23)	0.30	0.10	0.05	Continuing operations	0.13	0.12	0.66	0.01
Discontinued operations	Discontinued operations	0.50	0.21	0.00	0.00	Discontinued operations	0.00	0.01	0.00	0.00
Diluted earnings (loss) per common share:	Diluted earnings (loss) per common share:					Diluted earnings (loss) per common share:				
Continuing operations	Continuing operations	(0.23)	0.30	0.10	0.05	Continuing operations	0.13	0.12	0.65	0.01

Discontinued operations	Discontinued operations	0.50	0.21	0.00	0.00	Discontinued operations	0.00	0.01	0.00	0.00

		Three Months Ended 2020					Three Months Ended 2021			
		March 31	June 30	September 30	December 31		March 31	June 30	September 30	December 31
Total revenues	Total revenues	$ 381,054	$ 408,559	$ 423,565	$ 431,697	Total revenues	$ 455,276	$ 476,238	$ 481,465	$ 483,205
Income (loss) before income taxes and equity income (loss) from unconsolidated joint ventures	Income (loss) before income taxes and equity income (loss) from unconsolidated joint ventures	128,410	78,182	13,957	(2,866)	Income (loss) before income taxes and equity income (loss) from unconsolidated joint ventures	(121,900)	166,435	58,329	25,503
Income (loss) from continuing operations	Income (loss) from continuing operations	147,132	60,341	(27,762)	(19,204)	Income (loss) from continuing operations	(120,585)	168,065	61,305	28,943
Income (loss) from discontinued operations	Income (loss) from discontinued operations	135,408	(5,292)	(31,819)	169,449	Income (loss) from discontinued operations	270,008	113,960	601	3,633
Net income (loss)	Net income (loss)	282,540	55,049	(59,581)	150,245	Net income (loss)	149,423	282,025	61,906	32,576
Net income (loss) applicable to Healthpeak Properties, Inc.	Net income (loss) applicable to Healthpeak Properties, Inc.	279,080	51,506	(63,417)	146,394	Net income (loss) applicable to Healthpeak Properties, Inc.	145,788	276,280	54,711	28,761
Dividends paid per common share	Dividends paid per common share	0.37	0.37	0.37	0.37	Dividends paid per common share	0.30	0.30	0.30	0.30
Basic earnings (loss) per common share:	Basic earnings (loss) per common share:					Basic earnings (loss) per common share:				
Continuing operations	Continuing operations	0.28	0.10	(0.06)	(0.04)	Continuing operations	(0.23)	0.30	0.10	0.05
Discontinued operations	Discontinued operations	0.27	(0.01)	(0.06)	0.31	Discontinued operations	0.50	0.21	0.00	0.00
Diluted earnings (loss) per common share:	Diluted earnings (loss) per common share:					Diluted earnings (loss) per common share:				
Continuing operations	Continuing operations	0.28	0.10	(0.06)	(0.04)	Continuing operations	(0.23)	0.30	0.10	0.05
Discontinued operations	Discontinued operations	0.26	(0.01)	(0.06)	0.31	Discontinued operations	0.50	0.21	0.00	0.00

Schedule II: Valuation and Qualifying Accounts

(In thousands)

Allowance Accounts(1)	Allowance Accounts(1)	Additions	Allowance Accounts(1)	Additions

Year Ended December 31,	Year Ended December 31,	Balance at Beginning of Year	Amounts Charged Against Operations, net	Acquired Properties	Deductions(2)	Balance at End of Year	Year Ended December 31,	Balance at Beginning of Year	Amounts Charged Against Operations, net	Acquired Properties	Deductions(2)	Balance at End of Year	
Continuing operations:													
2022								2022	$ 1,870	$ 529	$ —	$ —	$ 2,399
2021	2021	$ 3,994	$ —	$ —	$ (2,124)	$ 1,870	2021	3,994	—	—	(2,124)	1,870	
2020	2020	387	76	3,531	—	3,994	2020	387	76	3,531	—	3,994	
2019		146	(146)	387	—	387							
Discontinued operations:													
2022								2022	$ 4,138	$ —	$ —	$ (4,138)	$ —
2021	2021	$ 5,873	$ 46	$ —	$ (1,781)	$ 4,138	2021	5,873	46	—	(1,781)	4,138	
2020	2020	4,178	1,026	175	494	5,873	2020	4,178	1,026	175	494	5,873	
2019		2,255	1,695	928	(700)	4,178							

(1) Includes allowance for doubtful accounts and straight-line rent reserves. accounts. Excludes reserves for loan losses which are disclosed in Note 8 to the Consolidated Financial Statements.

(2) Primarily includes the write-off of uncollectible accounts, dispositions, and other net reductions in the reserves.

Schedule III: Real Estate and Accumulated Depreciation

(in thousands)

					Initial Cost to Company			Gross Amount at Which Carried As of December 31, 2021											Initial Cost to Company		
		City	State	Encumbrances at December 31, 2021	Land(1)	Buildings and Improvements(2)	Costs Capitalized Subsequent to Acquisition	Land	Buildings and Improvements	Total(3) (4)	Accumulated Depreciation(5)	Year Acquired/ Constructed	City	State	Encumbrances at December 31, 2022	Land(1)	Encumbrances at December 31, 2022	Buildings and Improvements(2)	Costs Capitalized Subsequent to Acquisition	Land	Costs Capitali Subsequ to Acquisit
Continuing operations:																					
Life science	**Life science**												**Life science**								
1483	1483	Brisbane	CA	$ —	$ 8,498	$ 500	$ 77,109	$ 8,498	$ 77,609	$ 86,107	$ —	2007	1483	Brisbane	CA	$	—	$ 8,498		$ 500	$ 79,1
1484	1484	Brisbane	CA	—	11,331	689	153,367	11,331	154,056	165,387	—	2007	1484	Brisbane	CA		—	11,331		689	164,3
1485	1485	Brisbane	CA	—	11,331	600	136,814	11,331	137,414	148,745	(392)	2007	1485	Brisbane	CA		—	11,331		600	154,4
1486	1486	Brisbane	CA	—	11,331	—	135,352	11,331	135,352	146,683	(11,031)	2020	1486	Brisbane	CA		—	11,331		—	135,4
1487	1487	Brisbane	CA	—	8,498	—	76,328	8,498	76,328	84,826	(2,028)	2020	1487	Brisbane	CA		—	8,498		—	76,3
2874	2874	Brisbane	CA	—	64,186	62,318	17,425	64,186	79,119	143,305	(6,558)	2019	2874	Brisbane	CA		—	26,895		62,318	54,9
2875	2875	Brisbane	CA	—	58,410	56,623	8,527	58,410	64,701	123,111	(6,575)	2019	2875	Brisbane	CA		—	24,092		56,623	7,9
3139														3139	Brisbane	CA		—	35,805	—	
3140														3140	Brisbane	CA		—	35,805	—	
3142														3142	Brisbane	CA		—	—	—	
1401	1401	Hayward	CA	—	900	7,100	7,554	1,244	13,457	14,701	(2,959)	2007	1401	Hayward	CA		—	900		7,100	13,2
1402	1402	Hayward	CA	—	1,500	6,400	4,332	1,719	6,838	8,557	(2,326)	2007	1402	Hayward	CA		—	1,500		6,400	4,6
1403	1403	Hayward	CA	—	1,900	7,100	11,768	1,900	17,164	19,064	(5,572)	2007	1403	Hayward	CA		—	1,900		7,100	11,7
1404	1404	Hayward	CA	—	2,200	17,200	7,622	2,200	24,822	27,022	(7,250)	2007	1404	Hayward	CA		—	2,200		17,200	8,2
1405	1405	Hayward	CA	—	1,000	3,200	8,110	1,000	3,837	4,837	(1,270)	2007	1405	Hayward	CA		—	1,000		3,200	8,1
1549	1549	Hayward	CA	—	1,006	4,259	6,730	1,055	8,510	9,565	(3,242)	2007	1549	Hayward	CA		—	1,006		4,259	6,9
1550	1550	Hayward	CA	—	677	2,761	5,837	710	3,057	3,767	(1,915)	2007	1550	Hayward	CA		—	677		2,761	5,8
1551	1551	Hayward	CA	—	661	1,995	4,789	693	2,565	3,258	(1,428)	2007	1551	Hayward	CA		—	661		1,995	7,3
1552	1552	Hayward	CA	—	1,187	7,139	2,543	1,222	8,539	9,761	(4,519)	2007	1552	Hayward	CA		—	1,187		7,139	2,5

1553	1553	Hayward	CA	—	1,189	9,465	7,361	1,225	16,230	17,455	(9,976)	2007	1553	Hayward	CA	—	1,189	9,465	7,3
1554	1554	Hayward	CA	—	1,246	5,179	10,542	1,283	13,923	15,206	(3,628)	2007	1554	Hayward	CA	—	1,246	5,179	13,6
1555	1555	Hayward	CA	—	1,521	13,546	7,541	1,566	20,982	22,548	(11,751)	2007	1555	Hayward	CA	—	1,521	13,546	7,5
1556	1556	Hayward	CA	—	1,212	5,120	4,726	1,249	6,856	8,105	(3,730)	2007	1556	Hayward	CA	—	1,212	5,120	4,7
1424	1424	La Jolla	CA	—	9,600	25,283	33,183	9,719	52,874	62,593	(10,149)	2007	1424	La Jolla	CA	—	11,175	25,283	43,5
1425	1425	La Jolla	CA	—	6,200	19,883	1,661	6,276	21,369	27,645	(8,215)	2007	1425	La Jolla	CA	—	7,217	19,883	1,6
1426	1426	La Jolla	CA	—	7,200	12,412	14,394	7,286	23,357	30,643	(11,497)	2007	1426	La Jolla	CA	—	8,381	12,412	14,4
1427	1427	La Jolla	CA	—	8,700	16,983	8,794	8,767	22,804	31,571	(10,536)	2007	1427	La Jolla	CA	—	10,127	16,983	11,2
1949	1949	La Jolla	CA	—	2,686	11,045	18,054	2,686	28,565	31,251	(5,028)	2011	1949	La Jolla	CA	—	2,686	11,045	18,0
2229	2229	La Jolla	CA	—	8,753	32,528	10,755	8,777	42,811	51,588	(11,027)	2014	2229	La Jolla	CA	—	8,753	32,528	11,7
1470	1470	Poway	CA	—	5,826	12,200	6,048	5,826	12,541	18,367	(4,462)	2007	1470	Poway	CA	—	5,826	12,200	6,0
1471	1471	Poway	CA	—	5,978	14,200	4,253	5,978	14,200	20,178	(5,118)	2007	1471	Poway	CA	—	5,978	14,200	4,2
1472	1472	Poway	CA	—	8,654	—	11,906	8,654	11,906	20,560	(2,911)	2007	1472	Poway	CA	—	8,654	—	11,8
1473	1473	Poway	CA	—	11,024	2,405	26,607	11,024	29,012	40,036	(7,448)	2019	1473	Poway	CA	—	11,024	2,405	26,1
1474	1474	Poway	CA	—	5,051	—	19,939	5,051	19,939	24,990	(2,974)	2019	1474	Poway	CA	—	5,051	—	19,9
1475	1475	Poway	CA	—	5,655	—	10,302	5,655	10,302	15,957	(322)	2020	1475	Poway	CA	—	5,655	—	10,3
1478	1478	Poway	CA	—	6,700	14,400	6,145	6,700	14,400	21,100	(5,190)	2007	1478	Poway	CA	—	6,700	14,400	6,1
1499	1499	Redwood City	CA	—	3,400	5,500	3,378	3,407	7,252	10,659	(3,015)	2007	1499	Redwood City	CA	—	3,400	5,500	3,3
1500	1500	Redwood City	CA	—	2,500	4,100	1,695	2,506	5,033	7,539	(2,098)	2007	1500	Redwood City	CA	—	2,500	4,100	1,7
1501	1501	Redwood City	CA	—	3,600	4,600	2,331	3,607	6,487	10,094	(2,496)	2007	1501	Redwood City	CA	—	3,600	4,600	2,3
1502	1502	Redwood City	CA	—	3,100	5,100	1,618	3,107	6,347	9,454	(2,696)	2007	1502	Redwood City	CA	—	3,100	5,100	1,4
1503	1503	Redwood City	CA	—	4,800	17,300	10,013	4,818	25,528	30,346	(6,998)	2007	1503	Redwood City	CA	—	4,800	17,300	10,0
1504	1504	Redwood City	CA	—	5,400	15,500	11,976	5,418	27,441	32,859	(9,043)	2007	1504	Redwood City	CA	—	5,400	15,500	11,9
1505	1505	Redwood City	CA	—	3,000	3,500	4,250	3,006	7,275	10,281	(2,207)	2007	1505	Redwood City	CA	—	3,000	3,500	5,7
1506	1506	Redwood City	CA	—	6,000	14,300	14,666	6,018	28,323	34,341	(12,058)	2007	1506	Redwood City	CA	—	6,000	14,300	14,9
1507	1507	Redwood City	CA	—	1,900	12,800	17,220	1,912	25,715	27,627	(8,456)	2007	1507	Redwood City	CA	—	1,900	12,800	17,3
1508	1508	Redwood City	CA	—	2,700	11,300	22,736	2,712	28,461	31,173	(6,318)	2007	1508	Redwood City	CA	—	2,700	11,300	22,7
1509	1509	Redwood City	CA	—	2,700	10,900	10,476	2,712	16,114	18,826	(7,618)	2007	1509	Redwood City	CA	—	2,700	10,900	10,4
1510	1510	Redwood City	CA	—	2,200	12,000	10,584	2,212	18,386	20,598	(6,171)	2007	1510	Redwood City	CA	—	2,200	12,000	11,0
1511	1511	Redwood City	CA	—	2,600	9,300	21,480	2,612	30,157	32,769	(6,711)	2007	1511	Redwood City	CA	—	2,600	9,300	21,4
1512	1512	Redwood City	CA	—	3,300	18,000	13,420	3,300	31,392	34,692	(14,828)	2007	1512	Redwood City	CA	—	3,300	18,000	19,1
1513	1513	Redwood City	CA	—	3,300	17,900	15,835	3,326	29,842	33,168	(13,568)	2007	1513	Redwood City	CA	—	3,300	17,900	15,9
678	678	San Diego	CA	—	2,603	11,051	3,341	2,603	14,392	16,995	(6,112)	2002	678	San Diego	CA	—	2,603	11,051	3,5
679	679	San Diego	CA	—	5,269	23,566	32,229	5,669	52,094	57,763	(18,818)	2002	679	San Diego	CA	—	5,269	23,566	31,8
837	837	San Diego	CA	—	4,630	2,028	9,147	4,630	5,240	9,870	(2,019)	2006	837	San Diego	CA	—	4,630	2,028	9,2
838	838	San Diego	CA	—	2,040	903	5,268	2,040	4,217	6,257	(1,095)	2006	838	San Diego	CA	—	2,040	903	5,2

		City	State	Encumbrances	Land	Buildings and Improvements	Costs Capitalized Subsequent to Acquisition	Land	Buildings and Improvements	Total	Accumulated Depreciation	Year Acquired/ Constructed		City	State	Encumbrances	Land	Buildings and Improvements	Costs Capitalized Subsequent to Acquisition
839	839	San Diego	CA	—	3,940	3,184	7,320	4,046	5,951	9,997	(1,814)	2006	839	San Diego	CA	—	3,940	3,184	7,3
840	840	San Diego	CA	—	5,690	4,579	1,114	5,830	5,126	10,956	(2,252)	2006	840	San Diego	CA	—	5,690	4,579	1,1
1418	1418	San Diego	CA	—	11,700	31,243	61,052	11,700	85,932	97,632	(9,191)	2007	1418	San Diego	CA	—	11,700	31,243	65,3
1419	1419	San Diego	CA	—	2,324	—	29,811	2,324	29,811	32,135	—	2007	1419	San Diego	CA	—	2,324	—	33,0
1420	1420	San Diego	CA	—	4,200	—	33,662	4,200	33,662	37,862	—	2007	1420	San Diego	CA	—	4,200	—	41,0
1421	1421	San Diego	CA	—	7,000	33,779	1,209	7,000	34,988	41,988	(13,228)	2007	1421	San Diego	CA	—	7,000	33,779	1,2
1422	1422	San Diego	CA	—	7,179	3,687	5,174	7,336	8,661	15,997	(4,864)	2007	1422	San Diego	CA	—	7,179	3,687	6,0
1423	1423	San Diego	CA	—	8,400	33,144	32,176	8,400	65,312	73,712	(14,492)	2007	1423	San Diego	CA	—	8,400	33,144	32,2
1514		San Diego	CA	—	5,200	—	—	5,200	—	5,200	—	2007							
1558	1558	San Diego	CA	—	7,740	22,654	21,623	7,888	40,559	48,447	(22,683)	2007	1558	San Diego	CA	—	7,740	22,654	79,3
1947	1947	San Diego	CA	—	2,581	10,534	4,444	2,581	14,979	17,560	(6,253)	2011	1947	San Diego	CA	—	2,581	10,534	4,4
1948	1948	San Diego	CA	—	5,879	25,305	9,844	5,879	32,844	38,723	(9,683)	2011	1948	San Diego	CA	—	5,879	25,305	10,1
2197	2197	San Diego	CA	—	7,621	3,913	8,761	7,626	11,372	18,998	(5,189)	2007	2197	San Diego	CA	—	7,621	3,913	8,7
2476	2476	San Diego	CA	—	7,661	9,918	13,711	7,661	23,629	31,290	(1,384)	2016	2476	San Diego	CA	—	7,661	9,918	13,8
2477	2477	San Diego	CA	—	9,207	14,613	6,641	9,207	21,254	30,461	(5,140)	2016	2477	San Diego	CA	—	9,207	14,613	6,7
2478	2478	San Diego	CA	—	6,000	—	16,650	6,000	16,650	22,650	—	2016	2478	San Diego	CA	—	6,000	—	76,7
2617	2617	San Diego	CA	—	2,734	5,195	16,693	2,734	21,888	24,622	(4,899)	2017	2617	San Diego	CA	—	2,734	5,195	16,7
2618	2618	San Diego	CA	—	4,100	12,395	22,854	4,100	35,249	39,349	(6,078)	2017	2618	San Diego	CA	—	4,100	12,395	22,8
2622	2622	San Diego	CA	—	—	—	17,025	—	17,025	17,025	(792)	2020	2622	San Diego	CA	—	—	—	17,1
2872	2872	San Diego	CA	—	10,120	38,351	1,044	10,120	39,996	50,116	(5,396)	2018	2872	San Diego	CA	—	10,120	38,351	1,0
2873	2873	San Diego	CA	—	6,052	14,122	1,307	6,052	15,566	21,618	(1,909)	2018	2873	San Diego	CA	—	6,052	14,122	2,0

				Encumbrances at December 31, 2021	Initial Cost to Company		Costs Capitalized Subsequent to Acquisition	Gross Amount at Which Carried As of December 31, 2021									Initial Cost to Company			Co
		City	State		Land(1)	Buildings and Improvements(2)		Land	Buildings and Improvements	Total(3) (4)	Accumulated Depreciation(5)	Year Acquired/ Constructed		City	State	Encumbrances at December 31, 2022	Land(1)	Buildings and Improvements(2)	Costs Capitalized Subsequent to Acquisition	Land	Capi Subs Acqu
3069	3069	San Diego	CA	—	7,054	7,794	19,581	7,054	27,037	34,091	(881)	2019	3069	San Diego	CA	—	7,054	7,794	19,627	
3110	3110	San Diego	CA	—	20,543	—	(31)	20,543	(31)	20,512	—	2021	3110	San Diego	CA	—	20,584	—		
1407		South San Francisco	CA	—	7,182	12,140	12,619	7,186	15,429	22,615	(6,797)	2007								

1408		South San Francisco	CA	—	9,000	17,800	1,498	9,000	17,903	26,903	(10,734)	2007							
1409		South San Francisco	CA	—	18,000	38,043	4,703	18,000	40,116	58,116	(23,924)	2007							
3111													3111	San Diego	CA	—	24,830		—
1410	1410	South San Francisco	CA	—	4,900	18,100	12,945	4,900	30,570	35,470	(10,841)	2007	1410	South San Francisco	CA	—	4,900	18,100	1
1411	1411	South San Francisco	CA	—	8,000	27,700	39,099	8,000	65,915	73,915	(16,138)	2007	1411	South San Francisco	CA	—	8,000	27,700	3
1412	1412	South San Francisco	CA	—	10,100	22,521	4,591	10,100	25,082	35,182	(9,017)	2007	1412	South San Francisco	CA	—	10,100	22,521	1
1413	1413	South San Francisco	CA	—	8,000	28,299	8,822	8,000	36,774	44,774	(14,040)	2007	1413	South San Francisco	CA	—	8,000	28,299	
1414		South San Francisco	CA	—	3,700	20,800	2,460	3,700	21,286	24,986	(8,423)	2007							
1430	1430	South San Francisco	CA	—	10,700	23,621	28,766	10,700	49,922	60,622	(9,642)	2007	1430	South San Francisco	CA	—	10,700	23,621	2
1431	1431	South San Francisco	CA	—	7,000	15,500	9,962	7,000	25,402	32,402	(7,924)	2007	1431	South San Francisco	CA	—	7,000	15,500	
1435	1435	South San Francisco	CA	—	13,800	42,500	37,058	13,800	79,558	93,358	(30,980)	2008	1435	South San Francisco	CA	—	13,800	42,500	3
1436	1436	South San Francisco	CA	—	14,500	45,300	36,935	14,500	82,235	96,735	(31,332)	2008	1436	South San Francisco	CA	—	14,500	45,300	3
1437	1437	South San Francisco	CA	—	9,400	24,800	51,675	9,400	65,204	74,604	(21,850)	2008	1437	South San Francisco	CA	—	9,400	24,800	5
1439	1439	South San Francisco	CA	—	11,900	68,848	550	11,900	69,398	81,298	(24,852)	2007	1439	South San Francisco	CA	—	11,900	68,848	
1440	1440	South San Francisco	CA	—	10,000	57,954	400	10,000	58,355	68,355	(20,943)	2007	1440	South San Francisco	CA	—	10,000	57,954	
1441	1441	South San Francisco	CA	—	9,300	43,549	8	9,300	43,557	52,857	(15,700)	2007	1441	South San Francisco	CA	—	9,300	43,549	
1442	1442	South San Francisco	CA	—	11,000	47,289	179	11,000	47,386	58,386	(17,049)	2007	1442	South San Francisco	CA	—	11,000	47,289	4
1443	1443	South San Francisco	CA	—	13,200	60,932	2,642	13,200	62,319	75,519	(22,303)	2007	1443	South San Francisco	CA	—	13,200	60,932	
1444	1444	South San Francisco	CA	—	10,500	33,776	974	10,500	34,750	45,250	(12,611)	2007	1444	South San Francisco	CA	—	10,500	33,776	
1445	1445	South San Francisco	CA	—	10,600	34,083	9	10,600	34,092	44,692	(12,289)	2007	1445	South San Francisco	CA	—	10,600	34,083	
1458	1458	South San Francisco	CA	—	10,900	20,900	10,873	10,909	23,645	34,554	(7,995)	2007	1458	South San Francisco	CA	—	10,900	20,900	1
1459	1459	South San Francisco	CA	—	9,800	400	37,120	9,800	37,126	46,926	—	2007	1459	South San Francisco	CA	—	9,800	400	11
1462	1462	South San Francisco	CA	—	7,117	600	5,892	7,117	4,706	11,823	(1,451)	2007	1462	South San Francisco	CA	—	7,117	600	
1463	1463	South San Francisco	CA	—	10,381	2,300	20,991	10,381	20,944	31,325	(6,798)	2007	1463	South San Francisco	CA	—	10,381	2,300	2
1464	1464	South San Francisco	CA	—	7,403	700	11,638	7,403	7,987	15,390	(2,245)	2007	1464	South San Francisco	CA	—	7,403	700	1
1468	1468	South San Francisco	CA	—	10,100	24,013	15,570	10,100	35,828	45,928	(11,552)	2007	1468	South San Francisco	CA	—	10,100	24,013	1
1480	1480	South San Francisco	CA	—	32,210	3,110	50,355	32,210	53,465	85,675	—	2007	1480	South San Francisco	CA	—	32,210	3,110	15
1559	1559	South San Francisco	CA	—	5,666	5,773	12,970	5,695	18,645	24,340	(17,861)	2007	1559	South San Francisco	CA	—	5,666	5,773	1

1560	1560	South San Francisco	CA	—	1,204	1,293	2,888	1,210	3,970	5,180	(2,217)	2007	1560	South San Francisco	CA	—	1,204	1,293	
1983	1983	South San Francisco	CA	—	8,648	—	96,596	8,648	96,596	105,244	(25,047)	2016	1983	South San Francisco	CA	—	8,648	—	9
1984	1984	South San Francisco	CA	—	7,845	—	93,570	7,844	93,192	101,036	(21,650)	2017	1984	South San Francisco	CA	—	7,845	—	9
1985	1985	South San Francisco	CA	—	6,708	—	122,891	6,708	122,891	129,599	(25,171)	2017	1985	South San Francisco	CA	—	6,708	—	12
1986	1986	South San Francisco	CA	—	6,708	—	108,717	6,708	108,717	115,425	(18,117)	2018	1986	South San Francisco	CA	—	6,708	—	12
1987	1987	South San Francisco	CA	—	8,544	—	100,703	8,544	100,703	109,247	(13,741)	2019	1987	South San Francisco	CA	—	8,544	—	10
1988	1988	South San Francisco	CA	—	10,120	—	120,091	10,120	120,091	130,211	(17,262)	2019	1988	South San Francisco	CA	—	10,120	—	12
1989	1989	South San Francisco	CA	—	9,169	—	100,023	9,169	100,023	109,192	(8,784)	2020	1989	South San Francisco	CA	—	9,169	—	10
2553	2553	South San Francisco	CA	—	2,897	8,691	4,951	2,897	13,642	16,539	(3,246)	2015	2553	South San Francisco	CA	—	2,897	8,691	
2554	2554	South San Francisco	CA	—	995	2,754	3,090	995	5,229	6,224	(703)	2015	2554	South San Francisco	CA	—	995	2,754	
2555	2555	South San Francisco	CA	—	2,202	10,776	2,200	2,202	12,908	15,110	(2,197)	2015	2555	South San Francisco	CA	—	2,202	10,776	
2556	2556	South San Francisco	CA	—	2,962	15,108	1,107	2,962	16,215	19,177	(2,908)	2015	2556	South San Francisco	CA	—	2,962	15,108	
2557	2557	South San Francisco	CA	—	2,453	13,063	3,616	2,453	16,679	19,132	(4,071)	2015	2557	South San Francisco	CA	—	2,453	13,063	
2558	2558	South San Francisco	CA	—	1,163	5,925	315	1,163	6,240	7,403	(1,062)	2015	2558	South San Francisco	CA	—	1,163	5,925	
2614		South San Francisco	CA	—	5,079	8,584	1,731	5,083	8,949	14,032	(6,519)	2007							
2615		South San Francisco	CA	—	7,984	13,495	3,243	7,988	14,203	22,191	(10,325)	2007							
2616		South San Francisco	CA	—	8,355	14,121	2,368	8,358	14,809	23,167	(8,088)	2007							
2624	2624	South San Francisco	CA	—	25,502	42,910	13,246	25,502	55,687	81,189	(8,875)	2017	2624	South San Francisco	CA	—	25,502	42,910	1
2870	2870	South San Francisco	CA	—	23,297	41,797	28,649	23,297	70,446	93,743	(8,892)	2018	2870	South San Francisco	CA	—	23,297	41,797	2
2871	2871	South San Francisco	CA	—	20,293	41,262	21,501	20,293	62,763	83,056	(11,105)	2018	2871	South San Francisco	CA	—	20,293	41,262	2
3100	3100	South San Francisco	CA	—	24,062	—	577	24,062	577	24,639	—	2021	3100	South San Francisco	CA	—	24,059	—	
3101	3101	South San Francisco	CA	—	61,189	—	833	61,189	833	62,022	—	2021	3101	South San Francisco	CA	—	61,208	—	
3102	3102	South San Francisco	CA	—	43,885	—	376	43,885	376	44,261	—	2021	3102	South San Francisco	CA	—	43,885	—	
3123													3123	South San Francisco	CA	—	—	—	
2705	2705	Cambridge	MA	—	24,371	128,498	41	24,371	128,539	152,910	(4,661)	2020	2705	Cambridge	MA	—	24,371	128,498	
2706	2706	Cambridge	MA	—	15,473	149,051	8	15,473	149,059	164,532	(5,921)	2020	2706	Cambridge	MA	—	15,473	149,051	
2707	2707	Cambridge	MA	—	25,549	229,547	991	25,549	230,538	256,087	(8,323)	2020	2707	Cambridge	MA	—	25,549	229,547	
2708	2708	Cambridge	MA	—	—	17,751	227	—	17,977	17,977	(483)	2020	2708	Cambridge	MA	—	—	17,751	
2709	2709	Cambridge	MA	—	—	15,451	—	—	15,451	15,451	(418)	2020	2709	Cambridge	MA	—	—	15,451	
2928	2928	Cambridge	MA	—	44,215	24,120	2,630	44,215	25,521	69,736	(1,851)	2019	2928	Cambridge	MA	—	44,215	24,120	

2929	2929	Cambridge	MA	—	20,517	—	54,470	20,517	54,470	74,987	—	2019	2929	Cambridge	MA	—	20,517	—	15
3074	3074	Cambridge	MA	—	78,762	252,153	8,946	78,762	261,099	339,861	(16,278)	2019	3074	Cambridge	MA	—	78,762	252,153	
3106	3106	Cambridge	MA	—	20,669	2,970	—	20,669	2,970	23,639	(34)	2021	3106	Cambridge	MA	—	20,644	2,982	
3107	3107	Cambridge	MA	—	19,009	12,327	—	19,009	12,327	31,336	(120)	2021	3107	Cambridge	MA	—	19,009	12,327	
3108	3108	Cambridge	MA	—	123,074	7,513	—	123,074	7,513	130,587	(97)	2021	3108	Cambridge	MA	—	123,074	7,513	
3109	3109	Cambridge	MA	—	5,903	—	—	5,903	—	5,903	—	2021	3109	Cambridge	MA	—	5,903	—	
3112	3112	Cambridge	MA	—	23,402	47,637	—	23,402	47,637	71,039	(438)	2021	3112	Cambridge	MA	—	23,402	47,623	
3113	3113	Cambridge	MA	—	35,831	—	489	35,831	489	36,320	—	2021	3113	Cambridge	MA	—	36,093	—	
3114	3114	Cambridge	MA	—	22,969	—	(329)	22,969	(329)	22,640	—	2021	3114	Cambridge	MA	—	22,969	—	(
3115	3115	Cambridge	MA	—	66,786	—	(18)	66,786	(18)	66,768	—	2021	3115	Cambridge	MA	—	66,786	—	
3116													3116	Cambridge	MA	—	—	—	
3119	3119	Cambridge	MA	—	—	29,656	—	—	29,656	29,656	(157)	2021	3119	Cambridge	MA	—	—	29,667	
3120	3120	Cambridge	MA	—	18,050	—	16	18,050	16	18,066	—	2021	3120	Cambridge	MA	—	18,063	—	
3122	3122	Cambridge	MA	—	25,247	—	106	25,247	106	25,353	—	2021	3122	Cambridge	MA	—	25,247	—	
3136	3136	Cambridge	MA	—	4,108	—	(2)	4,108	(2)	4,106	—	2021	3136	Cambridge	MA	—	4,119	—	
3137	3137	Cambridge	MA	—	41,314	—	89	41,314	89	41,403	—	2021	3137	Cambridge	MA	—	41,327	—	
3141													3141	Cambridge	MA	—	72,768	—	
3151													3151	Cambridge	MA	—	8,555	—	
3148													3148	Cambridge	MA	—	2,283	—	
3149													3149	Cambridge	MA	—	5,705	—	
3150													3150	Cambridge	MA	—	1,655	—	
2630	2630	Lexington	MA	—	16,411	49,681	606	16,411	50,288	66,699	(9,471)	2017	2630	Lexington	MA	—	16,411	49,681	
2631	2631	Lexington	MA	—	7,759	142,081	23,120	7,759	163,483	171,242	(20,200)	2017	2631	Lexington	MA	—	7,759	142,081	2
2632	2632	Lexington	MA	—	—	21,390	125,368	—	146,758	146,758	(5,828)	2020	2632	Lexington	MA	—	—	21,390	12
3070	3070	Lexington	MA	—	14,013	17,083	37	14,013	17,120	31,133	(1,599)	2019	3070	Lexington	MA	—	14,013	17,083	
3071	3071	Lexington	MA	—	14,930	16,677	231	14,930	16,153	31,083	(1,192)	2019	3071	Lexington	MA	—	14,930	16,677	
3072	3072	Lexington	MA	—	34,598	43,032	—	34,598	42,744	77,342	(4,130)	2019	3072	Lexington	MA	—	34,598	43,032	
3073	3073	Lexington	MA	—	37,050	44,647	53	37,050	44,699	81,749	(4,398)	2019	3073	Lexington	MA	—	37,050	44,647	
3093		Waltham	MA	—	47,791	275,556	17,027	47,791	290,923	338,714	(15,528)	2020							

					Initial Cost to Company		Costs Capitalized Subsequent to Acquisition	Gross Amount at Which Carried As of December 31, 2021									Initial Cost to Company		
		City	State	Encumbrances at December 31, 2021	Land(1)	Buildings and Improvements(2)		Land	Buildings and Improvements	Total(3) (4)	Accumulated Depreciation(5)	Year Acquired/ Constructed	City	State	Encumbrances at December 31, 2022	Land(1)	Buildings and Improvements(2)	Costs Capitalized Subsequent to Acquisition	Land
3093													3093	Waltham	MA	—	47,792		27
2011	2011	Durham	NC	—	448	6,152	22,660	448	23,154	23,602	(6,419)	2011	2011	Durham	NC	—	448	6,152	
2030	2030	Durham	NC	—	1,920	5,661	34,804	1,920	40,465	42,385	(14,789)	2012	2030	Durham	NC	—	1,920	5,661	
9999	9999	Denton	TX	—	100	—	72	100	—	100	—	2016	9999	Denton	TX	—	100	—	
464	464	Salt Lake City	UT	—	630	6,921	2,562	630	9,484	10,114	(4,916)	2001	464	Salt Lake City	UT	—	630	6,921	
465	465	Salt Lake City	UT	—	125	6,368	68	125	6,436	6,561	(2,971)	2001	465	Salt Lake City	UT	—	125	6,368	
466	466	Salt Lake City	UT	—	—	14,614	73	—	13,213	13,213	(4,711)	2001	466	Salt Lake City	UT	—	—	14,614	

		City	State	Encumbrances at December 31, 2021	Initial Cost to Company Land(1)	Initial Cost to Company Buildings and Improvements(2)	Costs Capitalized Subsequent to Acquisition	Gross Amount at Which Carried As of December 31, 2021 Land	Gross Amount at Which Carried As of December 31, 2021 Buildings and Improvements	Total(3) (4)	Accumulated Depreciation(5)	Year Acquired/ Constructed		City	State	Encumbrances at December 31, 2022	Initial Cost to Company Land(1)	Initial Cost to Company Buildings and Improvements(2)
799		Salt Lake City	UT	—	—	14,600	116	—	14,716	14,716	(5,354)	2007						
1593	1593	Salt Lake City	UT	—	—	23,998	35	—	24,033	24,033	(8,302)	2010	1593	Salt Lake City	UT	—	—	23,998
				$ —	$ 1,876,425	$ 3,412,856	$ 2,958,828	$ 1,878,851	$ 6,172,710	$ 8,051,561	$ (1,143,340)					$ —	$ 1,933,254	$ 3,273,282
Medical office	Medical office												Medical office					
638	638	Anchorage	AK	$ —	$ 1,456	$ 10,650	$ 13,322	$ 1,456	$ 21,637	$ 23,093	$ (8,880)	2006	638	Anchorage	AK	$ —	$ 1,456	$ 10,650
3026													3026	Bentonville	AR	—	912	21,724
126	126	Sherwood	AR	—	709	9,604	—	709	9,599	10,308	(6,471)	1989	126	Sherwood	AR	—	709	9,604
2572	2572	Springdale	AR	—	—	27,714	—	—	27,714	27,714	(4,581)	2016	2572	Springdale	AR	—	—	27,714
520	520	Chandler	AZ	—	3,669	13,503	7,644	3,799	19,364	23,163	(7,702)	2002	520	Chandler	AZ	—	3,669	13,503
113	113	Glendale	AZ	—	1,565	7,050	20	1,565	7,225	8,790	(4,969)	1988	113	Glendale	AZ	—	1,565	7,050
2040	2040	Mesa	AZ	—	—	17,314	2,128	—	18,748	18,748	(4,369)	2012	2040	Mesa	AZ	—	—	17,314
1066	1066	Scottsdale	AZ	—	5,115	14,064	6,565	4,839	18,403	23,242	(6,943)	2006	1066	Scottsdale	AZ	—	5,115	14,064
2021	2021	Scottsdale	AZ	—	—	12,312	6,940	—	18,193	18,193	(7,494)	2012	2021	Scottsdale	AZ	—	—	12,312
2022	2022	Scottsdale	AZ	—	—	9,179	3,740	—	12,228	12,228	(5,473)	2012	2022	Scottsdale	AZ	—	—	9,179
2023	2023	Scottsdale	AZ	—	—	6,398	2,351	—	8,309	8,309	(3,811)	2012	2023	Scottsdale	AZ	—	—	6,398
2024	2024	Scottsdale	AZ	—	—	9,522	1,143	32	10,195	10,227	(4,055)	2012	2024	Scottsdale	AZ	—	—	9,522
2025	2025	Scottsdale	AZ	—	—	4,102	2,507	—	6,210	6,210	(3,188)	2012	2025	Scottsdale	AZ	—	—	4,102
2026	2026	Scottsdale	AZ	—	—	3,655	2,335	—	5,703	5,703	(2,273)	2012	2026	Scottsdale	AZ	—	—	3,655
2027	2027	Scottsdale	AZ	—	—	7,168	3,015	—	9,756	9,756	(4,277)	2012	2027	Scottsdale	AZ	—	—	7,168
2028	2028	Scottsdale	AZ	—	—	6,659	5,250	—	11,434	11,434	(4,083)	2012	2028	Scottsdale	AZ	—	—	6,659
2696	2696	Scottsdale	AZ	—	10,151	14,925	1,904	10,211	16,761	26,972	(1,957)	2020	2696	Scottsdale	AZ	—	10,151	14,925
1041	1041	Brentwood	CA	—	—	30,864	3,135	309	32,769	33,078	(13,284)	2006	1041	Brentwood	CA	—	—	30,864
1200	1200	Encino	CA	—	6,151	10,438	7,662	6,756	14,969	21,725	(6,657)	2006	1200	Encino	CA	—	6,151	10,438
1038	1038	Fresno	CA	—	3,652	29,113	21,935	3,652	51,048	54,700	(21,220)	2006	1038	Fresno	CA	—	3,652	29,113
436	436	Murrieta	CA	—	400	9,266	5,295	749	12,215	12,964	(7,776)	1999	436	Murrieta	CA	—	400	9,266
239	239	Poway	CA	—	2,700	10,839	5,835	3,013	13,344	16,357	(8,386)	1997	239	Poway	CA	—	2,700	10,839
2654	2654	Riverside	CA	—	2,758	9,908	959	2,758	10,748	13,506	(1,779)	2017	2654	Riverside	CA	—	2,758	9,908
318	318	Sacramento	CA	—	2,860	37,566	28,185	2,911	63,572	66,483	(21,962)	1998	318	Sacramento	CA	—	2,860	37,566
2404	2404	Sacramento	CA	—	1,268	5,109	1,210	1,299	6,149	7,448	(1,967)	2015	2404	Sacramento	CA	—	1,268	5,109
421	421	San Diego	CA	—	2,910	19,984	16,437	2,964	35,048	38,012	(14,595)	1999	421	San Diego	CA	—	2,910	19,984
564	564	San Jose	CA	—	1,935	1,728	3,437	1,935	3,204	5,139	(1,477)	2003	564	San Jose	CA	—	1,935	1,728
565	565	San Jose	CA	—	1,460	7,672	1,322	1,460	8,452	9,912	(3,955)	2003	565	San Jose	CA	—	1,460	7,672
659	659	Los Gatos	CA	—	1,718	3,124	1,191	1,758	3,837	5,595	(1,567)	2000	659	Los Gatos	CA	—	1,718	3,124
439	439	Valencia	CA	—	2,300	6,967	5,062	2,404	9,736	12,140	(5,468)	1999	439	Valencia	CA	—	2,300	6,967
440	440	West Hills	CA	—	2,100	11,595	6,212	2,259	12,889	15,148	(7,186)	1999	440	West Hills	CA	—	2,100	11,595
3008	3008	West Hills	CA	12,010	5,795	13,933	546	5,795	14,399	20,194	(450)	2021	3008	West Hills	CA	12,052	5,795	13,933
728	728	Aurora	CO	—	—	8,764	4,492	—	9,533	9,533	(4,055)	2005	728	Aurora	CO	—	—	8,764
1196	1196	Aurora	CO	—	210	12,362	7,988	210	18,831	19,041	(6,745)	2006	1196	Aurora	CO	—	210	12,362
1197	1197	Aurora	CO	—	200	8,414	7,286	285	14,469	14,754	(5,512)	2006	1197	Aurora	CO	—	200	8,414

127	127	Colorado Springs	CO	—	690	8,338	—	690	8,415	9,105	(5,683)	1989	127	Colorado Springs	CO	—	690	8,338
882	882	Colorado Springs	CO	—	—	12,933	11,973	—	20,602	20,602	(8,610)	2006	882	Colorado Springs	CO	—	—	12,933
1199	1199	Denver	CO	—	493	7,897	2,793	622	9,557	10,179	(4,360)	2006	1199	Denver	CO	—	493	7,897
808	808	Englewood	CO	—	—	8,616	11,321	11	17,120	17,131	(9,071)	2005	808	Englewood	CO	—	—	8,616
809	809	Englewood	CO	—	—	8,449	8,818	—	14,490	14,490	(5,490)	2005	809	Englewood	CO	—	—	8,449
810	810	Englewood	CO	—	—	8,040	14,422	—	18,288	18,288	(7,528)	2005	810	Englewood	CO	—	—	8,040
811	811	Englewood	CO	—	—	8,472	14,365	—	19,838	19,838	(7,328)	2005	811	Englewood	CO	—	—	8,472
2658	2658	Highlands Ranch	CO	—	1,637	10,063	—	1,637	10,063	11,700	(1,548)	2017	2658	Highlands Ranch	CO	—	1,637	10,063
812	812	Littleton	CO	—	—	4,562	3,574	257	6,293	6,550	(2,947)	2005	812	Littleton	CO	—	—	4,562
813	813	Littleton	CO	—	—	4,926	3,267	106	6,730	6,836	(2,691)	2005	813	Littleton	CO	—	—	4,926
570	570	Lone Tree	CO	—	—	—	23,058	—	21,596	21,596	(9,069)	2003	570	Lone Tree	CO	—	—	—
666	666	Lone Tree	CO	—	—	23,274	5,592	17	26,273	26,290	(10,676)	2000	666	Lone Tree	CO	—	—	23,274
2233	2233	Lone Tree	CO	—	—	6,734	32,347	—	38,472	38,472	(11,146)	2014	2233	Lone Tree	CO	—	—	6,734
3000	3000	Lone Tree	CO	—	4,393	31,643	3,201	4,393	34,844	39,237	(746)	2021	3000	Lone Tree	CO	—	4,393	31,643
510	510	Thornton	CO	—	236	10,206	13,754	463	21,383	21,846	(5,870)	2002	510	Thornton	CO	—	236	10,206
434	434	Atlantis	FL	—	—	2,027	552	5	2,335	2,340	(1,422)	1999	434	Atlantis	FL	—	—	2,027
435	435	Atlantis	FL	—	—	2,000	1,206	—	2,533	2,533	(1,580)	1999	435	Atlantis	FL	—	—	2,000
602	602	Atlantis	FL	—	455	2,231	1,029	455	2,692	3,147	(1,334)	2000	602	Atlantis	FL	—	455	2,231
2963	2963	Brooksville	FL	—	—	—	11,509	—	11,509	11,509	(308)	2019	2963	Brooksville	FL	—	—	—
604	604	Englewood	FL	—	170	1,134	1,165	226	1,867	2,093	(628)	2000	604	Englewood	FL	—	170	1,134
2962	2962	Jacksonville	FL	—	—	—	11,751	—	11,751	11,751	—	2019	2962	Orange Park	FL	—	—	—
609	609	Kissimmee	FL	—	788	174	1,246	788	1,239	2,027	(426)	2000	609	Kissimmee	FL	—	788	174
610	610	Kissimmee	FL	—	481	347	858	494	619	1,113	(332)	2000	610	Kissimmee	FL	—	481	347
671	671	Kissimmee	FL	—	—	7,574	2,760	—	8,253	8,253	(3,617)	2000	671	Kissimmee	FL	—	—	7,574
603	603	Lake Worth	FL	—	1,507	2,894	1,807	1,507	3,042	4,549	(1,450)	2000	603	Lake Worth	FL	—	1,507	2,894
612	612	Margate	FL	—	1,553	6,898	2,598	1,553	8,683	10,236	(3,833)	2000	612	Margate	FL	—	1,553	6,898
613	613	Miami	FL	—	4,392	11,841	14,563	4,392	22,458	26,850	(6,372)	2000	613	Miami	FL	—	4,392	11,841
2202	2202	Miami	FL	—	—	13,123	10,989	—	23,516	23,516	(7,460)	2014	2202	Miami	FL	—	—	13,123
2203	2203	Miami	FL	—	—	8,877	4,544	—	12,987	12,987	(4,067)	2014	2203	Miami	FL	—	—	8,877
1067	1067	Milton	FL	—	—	8,566	1,043	—	9,528	9,528	(3,459)	2006	1067	Milton	FL	—	—	8,566
2577	2577	Naples	FL	—	—	29,186	1,805	—	30,991	30,991	(4,816)	2016	2577	Naples	FL	—	—	29,186
2578	2578	Naples	FL	—	—	18,819	667	—	19,486	19,486	(2,586)	2016	2578	Naples	FL	—	—	18,819
2964	2964	Okeechobee	FL	—	—	—	15,219	—	15,219	15,219	—	2019	2964	Okeechobee	FL	—	—	—
563	563	Orlando	FL	—	2,144	5,136	16,445	12,268	7,717	19,985	(5,849)	2003	563	Orlando	FL	—	2,144	5,136
833	833	Pace	FL	—	—	10,309	4,168	54	11,744	11,798	(4,138)	2006	833	Pace	FL	—	—	10,309
834	834	Pensacola	FL	—	—	11,166	669	—	11,358	11,358	(3,969)	2006	834	Pensacola	FL	—	—	11,166
673	673	Plantation	FL	—	1,091	7,176	2,843	1,091	9,014	10,105	(3,654)	2002	673	Plantation	FL	—	1,091	7,176
674	674	Plantantion	FL	—	—	8,273	9	—	8,282	8,282	(210)	2021	674	Plantation	FL	—	—	8,273
2579	2579	Punta Gorda	FL	—	—	9,379	279	—	9,658	9,658	(1,398)	2016	2579	Punta Gorda	FL	—	—	9,379
2833	2833	St. Petersburg	FL	—	—	13,754	14,478	—	23,083	23,083	(8,143)	2006	2833	St. Petersburg	FL	—	—	13,754
2836	2836	Tampa	FL	—	1,967	6,618	8,661	2,700	10,614	13,314	(6,370)	2006	2836	Tampa	FL	—	1,967	6,618
887	887	Atlanta	GA	—	4,300	13,690	—	4,300	11,890	16,190	(8,818)	2007	887	Atlanta	GA	—	4,300	13,690
3214													3214	Savannah	GA	—	—	—
2576	2576	Statesboro	GA	—	—	10,234	439	—	10,673	10,673	(2,111)	2016	2576	Statesboro	GA	—	—	10,234
3006	3006	Arlington Heights	IL	4,830	3,011	9,651	12	3,011	9,642	12,653	(316)	2021	3006	Arlington Heights	IL	4,845	3,011	9,651
2702	2702	Bolingbrook	IL	—	—	21,237	612	—	21,833	21,833	(999)	2020	2702	Bolingbrook	IL	—	—	21,237

	City	State									
3004	Highland Park	IL	5,816	2,767	11,491	104	2,767	11,572	14,339	(302)	2021
3005	Lockport	IL	10,942	3,106	22,645	—	3,106	22,645	25,751	(564)	2021

		City	State	Encumbrances at December 31, 2021	Initial Cost to Company: Land(1)	Initial Cost to Company: Buildings and Improvements(2)	Costs Capitalized Subsequent to Acquisition	Gross Amount at Which Carried As of December 31, 2021: Land	Gross Amount at Which Carried As of December 31, 2021: Buildings and Improvements	Gross Amount at Which Carried As of December 31, 2021: Total(3) (4)	Accumulated Depreciation(5)	Year Acquired/ Constructed		City	State	Encumbrances at December 31, 2022	Initial Cost to Company: Land(1)	Initial Cost to Company: Buildings and Improvements(2)
3004													3004	Highland Park	IL	5,834	2,767	11,495
3005													3005	Lockport	IL	10,976	3,106	22,645
1065	1065	Marion	IL	—	99	11,538	2,192	100	13,254	13,354	(5,112)	2006	1065	Marion	IL	—	99	11,538
2719	2719	Marion	IL	—	—	—	4,767	—	4,767	4,767	—	2021	2719	Marion	IL	—	—	—
2697	2697	Indianapolis	IN	—	—	59,746	479	—	60,224	60,224	(2,199)	2020	2697	Indianapolis	IN	—	—	59,746
2699	2699	Indianapolis	IN	—	—	23,211	590	—	23,800	23,800	(826)	2020	2699	Indianapolis	IN	—	—	23,211
2701	2701	Indianapolis	IN	—	478	1,637	86	478	1,724	2,202	(132)	2020	2701	Indianapolis	IN	—	478	1,637
2698	2698	Mooresville	IN	—	—	20,646	640	—	21,280	21,280	(741)	2020	2698	Mooresville	IN	—	—	20,646
1057	1057	Newburgh	IN	—	—	14,019	5,315	—	19,306	19,306	(8,422)	2006	1057	Newburgh	IN	—	—	14,019
2700	2700	Zionsville	IN	—	2,969	7,281	718	2,984	7,963	10,947	(385)	2020	2700	Zionsville	IN	—	2,969	7,281
2039	2039	Kansas City	KS	—	440	2,173	153	448	2,273	2,721	(586)	2012	2039	Kansas City	KS	—	440	2,173
112	112	Overland Park	KS	—	2,316	10,681	24	2,316	10,797	13,113	(7,673)	1988	112	Overland Park	KS	—	2,316	10,681
2043	2043	Overland Park	KS	—	—	7,668	1,759	—	9,163	9,163	(2,664)	2012	2043	Overland Park	KS	—	—	7,668
3062	3062	Overland Park	KS	—	872	11,813	430	978	11,715	12,693	(1,471)	2019	3062	Overland Park	KS	—	872	11,813
483	483	Wichita	KS	—	530	3,341	713	530	3,617	4,147	(1,654)	2001	483	Wichita	KS	—	530	3,341
3018	3018	Wichita	KS	—	3,946	39,795	—	3,946	39,795	43,741	(678)	2021	3018	Wichita	KS	—	3,946	39,795
1064	1064	Lexington	KY	—	—	12,726	2,776	—	14,614	14,614	(5,659)	2006	1064	Lexington	KY	—	—	12,726
735	735	Louisville	KY	—	936	8,426	18,685	936	23,267	24,203	(11,961)	2005	735	Louisville	KY	—	936	8,426
737	737	Louisville	KY	—	835	27,627	10,975	878	35,836	36,714	(15,782)	2005	737	Louisville	KY	—	835	27,627
738	738	Louisville	KY	—	780	8,582	7,394	851	12,740	13,591	(9,881)	2005	738	Louisville	KY	—	780	8,582
739	739	Louisville	KY	—	826	13,814	3,418	832	15,461	16,293	(6,373)	2005	739	Louisville	KY	—	826	13,814
2834	2834	Louisville	KY	—	2,983	13,171	8,797	2,991	18,899	21,890	(9,136)	2005	2834	Louisville	KY	—	2,983	13,171
1945	1945	Louisville	KY	—	3,255	28,644	2,930	3,339	30,992	34,331	(11,401)	2010	1945	Louisville	KY	—	3,255	28,644
1946	1946	Louisville	KY	—	430	6,125	276	430	6,401	6,831	(2,359)	2010	1946	Louisville	KY	—	430	6,125
2237	2237	Louisville	KY	—	1,519	15,386	4,701	1,672	19,916	21,588	(6,341)	2014	2237	Louisville	KY	—	1,519	15,386
2238	2238	Louisville	KY	—	1,334	12,172	3,259	1,558	14,657	16,215	(4,532)	2014	2238	Louisville	KY	—	1,334	12,172
2239	2239	Louisville	KY	—	1,644	10,832	6,440	2,091	16,247	18,338	(5,826)	2014	2239	Louisville	KY	—	1,644	10,832
3023	3023	Covington	LA	—	9,490	21,915	—	9,490	21,915	31,405	(172)	2021	3023	Covington	LA	—	9,490	21,918
3121	3121	Cambridge	MA	—	40,643	23,102	—	40,643	23,102	63,745	(137)	2021	3121	Cambridge	MA	—	40,663	23,102
1213	1213	Ellicott City	MD	—	1,115	3,206	3,945	1,336	5,403	6,739	(2,544)	2006	1213	Ellicott City	MD	—	1,115	3,206
1052	1052	Towson	MD	—	—	14,233	4,619	—	13,528	13,528	(5,109)	2006	1052	Towson	MD	—	—	14,233
2650	2650	Biddeford	ME	—	1,949	12,244	29	1,949	12,273	14,222	(1,833)	2017	2650	Biddeford	ME	—	1,341	17,376
3002	3002	Burnsville	MN	7,689	2,801	17,779	180	2,818	17,943	20,761	(836)	2021	3002	Burnsville	MN	7,713	2,801	17,779
3003	3003	Burnsville	MN	5,126	516	13,200	161	533	13,090	13,623	(540)	2021	3003	Burnsville	MN	5,142	516	13,200
3009	3009	Burnsville	MN	18,927	4,640	38,064	40	4,640	38,104	42,744	(994)	2021	3009	Burnsville	MN	18,985	4,640	38,064
240	240	Minneapolis	MN	—	117	13,213	6,910	117	18,511	18,628	(10,621)	1997	240	Minneapolis	MN	—	117	13,213
300	300	Minneapolis	MN	—	160	10,131	6,094	214	13,564	13,778	(8,024)	1997	300	Minneapolis	MN	—	160	10,131

2703	2703	Columbia	MO	—	4,141	20,364	—	4,141	20,364	24,505	(993)	2020	2703	Columbia	MO	—	4,141	20,364
2032	2032	Independence	MO	—	—	48,025	3,212	—	49,900	49,900	(10,982)	2012	2032	Independence	MO	—	—	48,025
2863	2863	Lee's Summit	MO	—	—	—	15,877	—	15,877	15,877	(1,097)	2019	2863	Lee's Summit	MO	—	—	—
1078	1078	Flowood	MS	—	—	8,413	1,839	—	9,564	9,564	(3,334)	2006	1078	Flowood	MS	—	—	8,413
1059	1059	Jackson	MS	—	—	8,868	614	—	9,463	9,463	(3,494)	2006	1059	Jackson	MS	—	—	8,868
1060	1060	Jackson	MS	—	—	7,187	3,009	—	9,118	9,118	(3,211)	2006	1060	Jackson	MS	—	—	7,187
1068	1068	Omaha	NE	—	—	16,243	2,114	33	17,626	17,659	(6,981)	2006	1068	Omaha	NE	—	—	16,243
2651	2651	Charlotte	NC	—	1,032	6,196	202	1,032	6,293	7,325	(784)	2017	2651	Charlotte	NC	—	1,032	6,196
2695	2695	Charlotte	NC	—	844	5,021	74	844	5,058	5,902	(619)	2017	2695	Charlotte	NC	—	844	5,021
2655	2655	Wilmington	NC	—	1,341	17,376	—	1,341	17,376	18,717	(2,817)	2017	2655	Wilmington	NC	—	1,949	12,244
2656	2656	Wilmington	NC	—	2,071	11,592	—	2,071	11,592	13,663	(1,717)	2017	2656	Wilmington	NC	—	2,071	11,592
2657	2657	Shallotte	NC	—	918	3,609	—	918	3,609	4,527	(737)	2017	2657	Shallotte	NC	—	918	3,609
2647	2647	Concord	NH	—	1,961	23,516	385	1,961	23,608	25,569	(3,188)	2017	2647	Concord	NH	—	1,961	23,516
2648	2648	Concord	NH	—	815	8,902	423	815	9,325	10,140	(1,671)	2017	2648	Concord	NH	—	815	8,902
2649	2649	Epsom	NH	—	919	5,868	49	919	5,909	6,828	(1,280)	2017	2649	Epsom	NH	—	919	5,868
3011	3011	Cherry Hill	NJ	—	5,235	21,731	—	5,235	21,731	26,966	(674)	2021	3011	Cherry Hill	NJ	—	5,235	21,731
3012	3012	Morristown	NJ	—	21,703	32,504	1,327	21,703	33,831	55,534	(689)	2021	3012	Morristown	NJ	—	21,703	32,517
3013	3013	Morristown	NJ	—	14,567	20,537	374	14,567	20,910	35,477	(328)	2021	3013	Morristown	NJ	—	14,567	20,548
3014	3014	Morristown	NJ	—	20,563	31,838	239	20,563	32,077	52,640	(430)	2021	3014	Morristown	NJ	—	20,563	31,849
729	729	Albuquerque	NM	—	—	5,380	1,978	—	6,820	6,820	(2,300)	2005	729	Albuquerque	NM	—	—	5,380
571	571	Las Vegas	NV	—	—	—	21,296	—	19,131	19,131	(8,502)	2003	571	Las Vegas	NV	—	—	—
660	660	Las Vegas	NV	—	1,121	4,363	10,787	1,328	10,923	12,251	(3,757)	2000	660	Las Vegas	NV	—	1,121	4,363
661	661	Las Vegas	NV	—	2,305	—	1,016	3,321	—	3,321	—	2000	661	Las Vegas	NV	—	2,305	—
662	662	Las Vegas	NV	—	3,480	12,305	10,631	1,000	6,915	7,915	(6,915)	2000	662	Las Vegas	NV	—	1,000	—
663	663	Las Vegas	NV	—	1,717	3,597	14,420	1,724	15,397	17,121	(5,516)	2000	663	Las Vegas	NV	—	1,717	3,597
664	664	Las Vegas	NV	—	1,172	—	633	1,805	—	1,805	(306)	2000	664	Las Vegas	NV	—	1,172	—
691	691	Las Vegas	NV	—	3,073	18,339	8,639	3,167	25,245	28,412	(13,957)	2004	691	Las Vegas	NV	—	3,073	18,339
2037	2037	Mesquite	NV	—	—	5,559	961	34	6,366	6,400	(1,646)	2012	2037	Mesquite	NV	—	—	5,559
400	400	Harrison	OH	—	—	4,561	300	—	4,561	4,561	(2,889)	1999	400	Harrison	OH	—	—	4,561
1054	1054	Durant	OK	—	619	9,256	2,982	659	12,045	12,704	(4,459)	2006	1054	Durant	OK	—	619	9,256
817	817	Owasso	OK	—	—	6,582	1,710	—	5,763	5,763	(2,320)	2005	817	Owasso	OK	—	—	6,582
404	404	Roseburg	OR	—	—	5,707	852	—	5,859	5,859	(3,561)	1999	404	Roseburg	OR	—	—	5,707
3010	3010	Springfield	OR	20,603	—	51,998	84	—	51,876	51,876	(1,478)	2021	3010	Springfield	OR	20,666	—	51,998
2570	2570	Limerick	PA	—	925	20,072	51	925	19,953	20,878	(3,624)	2016	2570	Limerick	PA	—	925	20,072
2234	2234	Philadelphia	PA	—	24,264	99,904	48,922	24,288	148,665	172,953	(29,718)	2014	2234	Philadelphia	PA	—	24,264	99,904
2403	2403	Philadelphia	PA	—	26,063	97,646	35,265	26,134	132,787	158,921	(34,112)	2015	2403	Philadelphia	PA	—	26,063	97,646
2571	2571	Wilkes-Barre	PA	—	—	9,138	—	—	9,138	9,138	(1,821)	2016	2571	Wilkes-Barre	PA	—	—	9,138
2694	2694	Anderson	SC	—	405	1,211	—	405	1,211	1,616	(151)	2020	2694	Anderson	SC	—	405	1,211
2573	2573	Florence	SC	—	—	12,090	91	—	12,180	12,180	(1,934)	2016	2573	Florence	SC	—	—	12,090
2574	2574	Florence	SC	—	—	12,190	88	—	12,277	12,277	(1,947)	2016	2574	Florence	SC	—	—	12,190
2575	2575	Florence	SC	—	—	11,243	56	—	11,299	11,299	(2,195)	2016	2575	Florence	SC	—	—	11,243
2841	2841	Greenville	SC	—	634	38,386	1,047	647	38,769	39,416	(5,715)	2018	2841	Greenville	SC	—	634	38,386
2842	2842	Greenville	SC	—	794	41,293	560	794	41,058	41,852	(5,854)	2018	2842	Greenville	SC	—	794	41,293
2843	2843	Greenville	SC	—	626	22,210	—	626	22,210	22,836	(3,732)	2018	2843	Greenville	SC	—	626	22,210
2844	2844	Greenville	SC	—	806	18,889	377	806	19,266	20,072	(3,379)	2018	2844	Greenville	SC	—	806	18,889
2845		Greenville	SC	—	932	40,879	196	932	41,075	42,007	(6,074)	2018						
2846		Greenville	SC	—	896	38,486	180	896	38,666	39,562	(5,799)	2018						

					Initial Cost to Company		Costs Capitalized Subsequent to Acquisition	Gross Amount at Which Carried As of December 31, 2021									Initial Cost to Company	
		City	State	Encumbrances at December 31, 2021	Land(1)	Buildings and Improvements(2)		Land	Buildings and Improvements	Total(3)(4)	Accumulated Depreciation(5)	Year Acquired/ Constructed		City	State	Encumbrances at December 31, 2022	Land(1)	Buildings and Improvements(2)
2845													2845	Greenville	SC	—	932	40
2846													2846	Greenville	SC	—	896	38,486
2847	2847	Greenville	SC	—	600	26,472	4,031	600	30,503	31,103	(5,309)	2018	2847	Greenville	SC	—	600	26,472
2848		Greenville	SC	—	318	5,816	—	318	5,816	6,134	(954)	2018						
2849		Greenville	SC	—	319	5,836	98	319	5,935	6,254	(1,062)	2018						
2850	2850	Greenville	SC	—	211	6,503	15	211	6,518	6,729	(1,201)	2018	2850	Greenville	SC	—	211	6,503
2853	2853	Greenville	SC	—	534	6,430	229	534	6,659	7,193	(1,929)	2018	2853	Greenville	SC	—	534	6,430
2854	2854	Greenville	SC	—	824	13,645	109	824	13,755	14,579	(2,942)	2018	2854	Greenville	SC	—	824	13,645
2848													2848	Greer	SC	—	318	5,816
2849													2849	Greer	SC	—	319	5,836
2851	2851	Travelers Rest	SC	—	498	1,015	—	498	1,015	1,513	(539)	2018	2851	Travelers Rest	SC	—	498	1,015
2862	2862	Myrtle Beach	SC	—	—	—	26,238	—	26,238	26,238	(2,644)	2018	2862	Myrtle Beach	SC	—	—	—
2865	2865	Brentwood	TN	—	—	—	32,671	—	32,671	32,671	(1,184)	2019	2865	Brentwood	TN	—	—	—
624	624	Hendersonville	TN	—	256	1,530	3,306	256	3,782	4,038	(1,723)	2000	624	Hendersonville	TN	—	256	1,530
559	559	Hermitage	TN	—	830	5,036	13,275	851	16,079	16,930	(5,863)	2003	559	Hermitage	TN	—	830	5,036
561	561	Hermitage	TN	—	596	9,698	8,570	596	14,982	15,578	(7,447)	2003	561	Hermitage	TN	—	596	9,698
562	562	Hermitage	TN	—	317	6,528	4,821	317	9,255	9,572	(4,418)	2003	562	Hermitage	TN	—	317	6,528
625	625	Nashville	TN	—	955	14,289	7,741	955	19,117	20,072	(7,845)	2000	625	Nashville	TN	—	955	14,289
626	626	Nashville	TN	—	2,050	5,211	6,008	2,055	8,644	10,699	(3,869)	2000	626	Nashville	TN	—	2,050	5,211
627	627	Nashville	TN	—	1,007	181	1,484	1,113	1,099	2,212	(402)	2000	627	Nashville	TN	—	1,007	181
628	628	Nashville	TN	—	2,980	7,164	4,860	2,980	10,762	13,742	(5,444)	2000	628	Nashville	TN	—	2,980	7,164
630	630	Nashville	TN	—	515	848	520	528	1,083	1,611	(468)	2000	630	Nashville	TN	—	515	848
631	631	Nashville	TN	—	266	1,305	2,084	266	2,669	2,935	(1,366)	2000	631	Nashville	TN	—	266	1,305
632	632	Nashville	TN	—	827	7,642	6,086	827	10,919	11,746	(5,105)	2000	632	Nashville	TN	—	827	7,642
633	633	Nashville	TN	—	5,425	12,577	10,579	5,425	19,633	25,058	(8,626)	2000	633	Nashville	TN	—	5,425	12,577
634	634	Nashville	TN	—	3,818	15,185	13,976	3,818	24,201	28,019	(11,544)	2000	634	Nashville	TN	—	3,818	15,185
636	636	Nashville	TN	—	583	450	481	604	758	1,362	(325)	2000	636	Nashville	TN	—	583	450
2967	2967	Nashville	TN	—	—	—	42,068	—	42,068	42,068	—	2019	2967	Nashville	TN	—	—	—
2720	2720	Nashville	TN	—	102	10,925	531	102	11,450	11,552	(605)	2021	2720	Nashville	TN	—	102	10,925
2611	2611	Allen	TX	—	1,330	5,960	837	1,374	6,754	8,128	(1,295)	2016	2611	Allen	TX	—	1,330	5,960
2612	2612	Allen	TX	—	1,310	4,165	949	1,310	5,093	6,403	(1,149)	2016	2612	Allen	TX	—	1,310	4,165
573	573	Arlington	TX	—	769	12,355	6,456	769	16,597	17,366	(7,501)	2003	573	Arlington	TX	—	769	12,355
2621	2621	Cedar Park	TX	—	1,617	11,640	544	1,617	12,185	13,802	(1,340)	2017	2621	Cedar Park	TX	—	1,617	11,640
576	576	Conroe	TX	—	324	4,842	4,528	324	7,783	8,107	(3,305)	2000	576	Conroe	TX	—	324	4,842
577	577	Conroe	TX	—	397	7,966	4,027	397	10,739	11,136	(4,742)	2000	577	Conroe	TX	—	397	7,966
578	578	Conroe	TX	—	388	7,975	5,114	388	10,340	10,728	(4,367)	2006	578	Conroe	TX	—	388	7,975
579	579	Conroe	TX	—	188	3,618	1,632	188	4,558	4,746	(2,026)	2000	579	Conroe	TX	—	188	3,618
581	581	Corpus Christi	TX	—	717	8,181	7,061	717	12,220	12,937	(6,201)	2000	581	Corpus Christi	TX	—	717	8,181
600	600	Corpus Christi	TX	—	328	3,210	5,077	328	6,152	6,480	(3,135)	2000	600	Corpus Christi	TX	—	328	3,210
601	601	Corpus Christi	TX	—	313	1,771	2,407	325	3,275	3,600	(1,650)	2000	601	Corpus Christi	TX	—	313	1,771
2839	2839	Cypress	TX	—	—	—	37,153	11	36,283	36,294	(9,299)	2015	2839	Cypress	TX	—	—	—
582	582	Dallas	TX	—	1,664	6,785	6,631	1,747	10,829	12,576	(4,794)	2000	582	Dallas	TX	—	1,664	6,785
886		Dallas	TX	—	1,820	8,508	26	1,820	5,503	7,323	(2,717)	2007						
1314	1314	Dallas	TX	—	15,230	162,970	30,361	24,093	183,211	207,304	(76,574)	2006	1314	Dallas	TX	—	15,230	162,970
1315	1315	Dallas	TX	—	—	—	3,860	26	2,838	2,864	(1,160)	2006	1315	Dallas	TX	—	—	—
1316	1316	Dallas	TX	—	—	—	7,285	—	4,078	4,078	(1,749)	2006	1316	Dallas	TX	—	—	—

1317	1317	Dallas	TX	—	—	—	8,990	—	8,475	8,475	(1,165)	2006	1317	Dallas	TX	—	—	—
1319	1319	Dallas	TX	—	18,840	155,659	7,097	18,840	162,204	181,044	(66,824)	2007	1319	Dallas	TX	—	18,840	155,659
2721	2721	Dallas	TX	—	31,707	2,000	(2)	31,707	1,998	33,705	(749)	2020	2721	Dallas	TX	—	31,707	2,000
3007	3007	Denton	TX	5,619	2,298	9,502	97	2,338	9,559	11,897	(322)	2021	3007	Denton	TX	5,636	2,298	9,502
3020	3020	Frisco	TX	—	—	27,201	27	—	27,228	27,228	(336)	2021	3020	Frisco	TX	—	—	27,201
3021	3021	Frisco	TX	—	—	26,181	381	—	26,562	26,562	(326)	2021	3021	Frisco	TX	—	—	26,181
583	583	Fort Worth	TX	—	898	4,866	5,035	898	8,421	9,319	(3,443)	2000	583	Fort Worth	TX	—	898	4,866
805	805	Fort Worth	TX	—	—	2,481	2,092	45	3,745	3,790	(2,166)	2005	805	Fort Worth	TX	—	—	2,481
806	806	Fort Worth	TX	—	—	6,070	2,261	5	7,911	7,916	(3,197)	2005	806	Fort Worth	TX	—	—	6,070
2231		Fort Worth	TX	—	902	—	44	946	—	946	(30)	2014						
2619	2619	Fort Worth	TX	—	1,180	13,432	475	1,180	13,907	15,087	(1,383)	2017	2619	Fort Worth	TX	—	1,180	13,432
2620	2620	Fort Worth	TX	—	1,961	14,155	354	2,000	14,470	16,470	(1,538)	2017	2620	Fort Worth	TX	—	1,961	14,155
2982	2982	Fort Worth	TX	—	2,720	6,225	4,836	2,720	11,020	13,740	(1,314)	2019	2982	Fort Worth	TX	—	2,720	6,225
1061	1061	Granbury	TX	—	—	6,863	1,157	—	7,880	7,880	(3,123)	2006	1061	Granbury	TX	—	—	6,863
430	430	Houston	TX	—	1,927	33,140	22,362	2,200	51,804	54,004	(27,628)	1999	430	Houston	TX	—	1,927	33,140
446	446	Houston	TX	—	2,200	19,585	23,958	2,945	32,682	35,627	(22,359)	1999	446	Houston	TX	—	2,200	19,585
589	589	Houston	TX	—	1,676	12,602	14,043	1,706	22,219	23,925	(7,609)	2000	589	Houston	TX	—	1,676	12,602
670		Houston	TX	—	257	2,884	1,693	318	2,310	2,628	(1,548)	2000						
702	702	Houston	TX	—	—	7,414	3,966	7	9,926	9,933	(4,487)	2004	702	Houston	TX	—	—	7,414
1044	1044	Houston	TX	—	—	4,838	6,279	1,321	7,888	9,209	(2,612)	2006	1044	Houston	TX	—	—	4,838
2542	2542	Houston	TX	—	304	17,764	—	304	17,764	18,068	(3,546)	2015	2542	Houston	TX	—	304	17,764
2543	2543	Houston	TX	—	116	6,555	—	116	6,439	6,555	(1,420)	2015	2543	Houston	TX	—	116	6,555
2544	2544	Houston	TX	—	312	12,094	—	312	12,094	12,406	(2,874)	2015	2544	Houston	TX	—	312	12,094
2545	2545	Houston	TX	—	316	13,931	—	316	13,931	14,247	(2,521)	2015	2545	Houston	TX	—	316	13,931
2546	2546	Houston	TX	—	408	18,332	—	408	17,925	18,333	(4,766)	2015	2546	Houston	TX	—	408	18,332
2547	2547	Houston	TX	—	470	18,197	—	470	18,197	18,667	(4,379)	2015	2547	Houston	TX	—	470	18,197
2548	2548	Houston	TX	—	313	7,036	—	313	6,724	7,037	(1,829)	2015	2548	Houston	TX	—	313	7,036
2549	2549	Houston	TX	—	530	22,711	—	530	22,711	23,241	(3,625)	2015	2549	Houston	TX	—	530	22,711
2966	2966	Houston	TX	—	—	—	26,503	—	26,503	26,503	—	2020	2966	Houston	TX	—	—	—
590	590	Irving	TX	—	828	6,160	5,313	828	9,676	10,504	(3,929)	2000	590	Irving	TX	—	828	6,160
700	700	Irving	TX	—	—	8,550	4,650	8	9,705	9,713	(4,309)	2006	700	Irving	TX	—	—	8,550
1207	1207	Irving	TX	—	1,955	12,793	3,005	2,063	14,966	17,029	(6,052)	2006	1207	Irving	TX	—	1,955	12,793
2840	2840	Kingwood	TX	—	3,035	28,373	1,999	3,422	29,984	33,406	(5,779)	2016	2840	Kingwood	TX	—	3,035	28,373
591	591	Lewisville	TX	—	561	8,043	2,684	561	9,568	10,129	(4,640)	2000	591	Lewisville	TX	—	561	8,043
144	144	Longview	TX	—	102	7,998	1,439	102	8,987	9,089	(5,164)	1992	144	Longview	TX	—	102	7,998
143	143	Lufkin	TX	—	338	2,383	299	338	2,602	2,940	(1,498)	1992	143	Lufkin	TX	—	338	2,383
568	568	McKinney	TX	—	541	6,217	4,693	541	9,434	9,975	(4,304)	2003	568	McKinney	TX	—	541	6,217
569	569	McKinney	TX	—	—	636	9,568	—	9,179	9,179	(3,914)	2003	569	McKinney	TX	—	—	636
596	596	N Richland Hills	TX	—	812	8,883	3,961	812	10,755	11,567	(4,549)	2000	596	North Richland Hills	TX	—	812	8,883
2048	2048	North Richland Hills	TX	—	1,385	10,213	2,357	1,400	12,026	13,426	(4,542)	2012	2048	North Richland Hills	TX	—	1,385	10,213
2835													2835	Pearland	TX	—	—	4,014

	City	State	Encumbrances at December 31, 2021	Initial Cost to Company: Land(1)	Initial Cost to Company: Buildings and Improvements(2)	Costs Capitalized Subsequent to Acquisition	Gross Amount at Which Carried As of December 31, 2021: Land	Gross Amount at Which Carried As of December 31, 2021: Buildings and Improvements	Total(3) (4)	Accumulated Depreciation(5)	Year Acquired/ Constructed	City	State	Encumbrances at December 31, 2022	Land(1)	Encumbrances at December 31, 2022	Buildings and Improvements(2)	Costs Initial Cost to Company Capitalized Subsequent to Acquisition	Land
2835	Pearland	TX	—	—	4,014	5,044	—	7,251	7,251	(2,739)	2006								

2838	2838	Pearland	TX	—	—	—	19,966	—	19,342	19,342	(4,442)	2014	2838	Pearland	TX	—	—	
447		Plano	TX	—	1,700	7,810	7,018	1,792	12,357	14,149	(7,434)	1999						
597	597	Plano	TX	—	1,210	9,588	7,961	1,225	15,502	16,727	(6,699)	2000	597	Plano	TX	—	1,210	9,5
672	672	Plano	TX	—	1,389	12,768	4,676	1,389	14,734	16,123	(5,951)	2002	672	Plano	TX	—	1,389	12,7
1384	1384	Plano	TX	—	6,290	22,686	5,949	6,290	28,445	34,735	(20,768)	2007	1384	Plano	TX	—	6,290	22,
2653	2653	Rockwall	TX	—	788	9,020	—	788	8,987	9,775	(1,227)	2017	2653	Rockwall	TX	—	788	9,
815	815	San Antonio	TX	—	—	9,193	3,595	87	11,367	11,454	(5,219)	2006	815	San Antonio	TX	—	—	9,1
816	816	San Antonio	TX	2,233	—	8,699	5,206	175	12,489	12,664	(5,593)	2006	816	San Antonio	TX	1,902	—	8,
1591		San Antonio	TX	—	—	7,309	1,502	43	8,360	8,403	(3,046)	2010						
2837	2837	San Antonio	TX	—	—	26,191	3,467	—	28,231	28,231	(10,370)	2011	2837	San Antonio	TX	—	—	26,1
2852	2852	Shenandoah	TX	—	—	—	30,275	—	30,275	30,275	(5,381)	2016	2852	Shenandoah	TX	—	—	
598	598	Sugarland	TX	—	1,078	5,158	4,179	1,170	7,073	8,243	(3,119)	2000	598	Sugar Land	TX	—	1,078	5,1
599	599	Texas City	TX	—	—	9,519	1,583	—	10,929	10,929	(4,382)	2000	599	Texas City	TX	—	—	9,5
152	152	Victoria	TX	—	125	8,977	525	125	9,108	9,233	(5,414)	1994	152	Victoria	TX	—	125	8,9
2198	2198	Webster	TX	—	2,220	9,602	462	2,220	9,744	11,964	(3,112)	2013	2198	Webster	TX	—	2,220	9,
3024													3024	Webster	TX	—	3,196	
3025													3025	Webster	TX	—	3,209	
2550	2550	The Woodlands	TX	—	115	5,141	—	115	5,141	5,256	(1,049)	2015	2550	The Woodlands	TX	—	115	5,1
2551	2551	The Woodlands	TX	—	296	18,282	—	296	18,282	18,578	(3,212)	2015	2551	The Woodlands	TX	—	296	18,2
2552	2552	The Woodlands	TX	—	374	25,125	—	374	25,125	25,499	(3,933)	2015	2552	The Woodlands	TX	—	374	25,1
1592	1592	Bountiful	UT	—	999	7,426	1,724	1,019	8,939	9,958	(3,388)	2010	1592	Bountiful	UT	—	999	7,4
169	169	Bountiful	UT	—	276	5,237	3,583	653	7,496	8,149	(3,588)	1995	169	Bountiful	UT	—	276	5,2
2035	2035	Draper	UT	4,341	—	10,803	954	—	11,603	11,603	(2,851)	2012	2035	Draper	UT	4,146	—	10,8
469	469	Kaysville	UT	—	530	4,493	226	530	4,493	5,023	(2,030)	2001	469	Kaysville	UT	—	530	4,4
456	456	Layton	UT	—	371	7,073	1,717	389	8,176	8,565	(4,882)	2001	456	Layton	UT	—	371	7,
2042	2042	Layton	UT	—	—	10,975	1,262	44	11,960	12,004	(2,747)	2012	2042	Layton	UT	—	—	10,9
2864	2864	Ogden	UT	—	—	—	19,271	—	19,271	19,271	(1,125)	2019	2864	Washington Terrace	UT	—	—	
357	357	Orem	UT	—	337	8,744	3,718	306	9,307	9,613	(5,500)	1999	357	Orem	UT	—	337	8,7
353	353	Salt Lake City	UT	—	190	779	278	273	914	1,187	(626)	1999	353	Salt Lake City	UT	—	190	7
354	354	Salt Lake City	UT	—	220	10,732	3,938	220	13,068	13,288	(7,861)	1999	354	Salt Lake City	UT	—	220	10,7
355	355	Salt Lake City	UT	—	180	14,792	4,884	180	18,080	18,260	(10,648)	1999	355	Salt Lake City	UT	—	180	14,7
467	467	Salt Lake City	UT	—	3,000	7,541	3,229	3,145	9,868	13,013	(5,199)	2001	467	Salt Lake City	UT	—	3,000	7,5
566	566	Salt Lake City	UT	—	509	4,044	4,712	509	7,478	7,987	(3,277)	2003	566	Salt Lake City	UT	—	509	4,
2041	2041	Salt Lake City	UT	—	—	12,326	1,197	—	13,189	13,189	(2,984)	2012	2041	Salt Lake City	UT	—	—	12,3
2033	2033	Sandy	UT	—	867	3,513	2,338	1,356	5,215	6,571	(2,448)	2012	2033	Sandy	UT	—	867	3,5
482		Stansbury	UT	—	450	3,201	1,248	529	3,948	4,477	(1,861)	2001						
351	351	Washington Terrace	UT	—	—	4,573	3,346	17	6,013	6,030	(3,616)	1999	351	Washington Terrace	UT	—	—	4,5
352	352	Washington Terrace	UT	—	—	2,692	1,805	15	3,716	3,731	(2,381)	1999	352	Washington Terrace	UT	—	—	2,
2034	2034	West Jordan	UT	—	—	12,021	323	—	12,037	12,037	(2,668)	2012	2034	West Jordan	UT	—	—	12,
2036	2036	West Jordan	UT	—	—	1,383	1,660	—	2,844	2,844	(1,377)	2012	2036	West Jordan	UT	—	—	1,3
1208	1208	Fairfax	VA	—	8,396	16,710	14,636	8,845	28,157	37,002	(13,630)	2006	1208	Fairfax	VA	—	8,396	16,7
2230	2230	Fredericksburg	VA	—	1,101	8,570	—	1,101	8,570	9,671	(1,816)	2014	2230	Fredericksburg	VA	—	1,101	8,5
3001	3001	Leesburg	VA	10,153	3,549	24,059	1,375	3,549	25,435	28,984	(918)	2021	3001	Leesburg	VA	10,185	3,549	24,
3015	3015	Midlothian	VA	12,601	—	21,442	78	8	21,289	21,297	(405)	2021	3015	Midlothian	VA	12,643	—	21,4
3016	3016	Midlothian	VA	11,912	—	20,610	80	12	20,576	20,588	(565)	2021	3016	Midlothian	VA	11,952	—	20,
3017	3017	Midlothian	VA	13,782	—	22,531	15	—	22,546	22,546	(707)	2021	3017	Midlothian	VA	13,829	—	22,5

572	572	Reston	VA	—	—	11,902	1,295	—	11,701	11,701	(5,561)	2003	572	Reston	VA	—	—	11,9
448	448	Renton	WA	—	—	18,724	5,059	—	21,575	21,575	(13,620)	1999	448	Renton	WA	—	—	18,7
781	781	Seattle	WA	—	—	52,703	21,825	—	67,991	67,991	(32,518)	2004	781	Seattle	WA	—	—	52,7
782	782	Seattle	WA	—	—	24,382	18,802	126	37,833	37,959	(18,524)	2004	782	Seattle	WA	—	—	24,3
783	783	Seattle	WA	—	—	5,625	2,300	211	7,027	7,238	(6,345)	2004	783	Seattle	WA	—	—	5,6
785	785	Seattle	WA	—	—	7,293	6,153	—	11,351	11,351	(7,543)	2004	785	Seattle	WA	—	—	7,2
1385	1385	Seattle	WA	—	—	45,027	19,328	—	62,978	62,978	(23,072)	2007	1385	Seattle	WA	—	—	45,0
3022	3022	Seattle	WA	—	35,612	4,176	—	35,612	4,176	39,788	(211)	2021	3022	Seattle	WA	—	35,624	4,1
2038	2038	Evanston	WY	—	—	4,601	1,170	—	5,695	5,695	(1,477)	2012	2038	Evanston	WY	—	—	4,6
				$ 146,584	**$ 531,118**	**$ 3,875,267**	**$ 1,512,205**	**$ 560,962**	**$ 5,038,600**	**$ 5,599,562**	**$ (1,501,828)**					**$ 146,506**	**$ 530,858**	**$ 3,891,7**

					Initial Cost to Company		Costs Capitalized Subsequent to Acquisition	Gross Amount at Which Carried As of December 31, 2021									Initial Cost to Company	
		City	**State**	**Encumbrances at December 31, 2021**	**Land(1)**	**Buildings and Improvements(2)**		**Land**	**Buildings and Improvements**	**Total(3) (4)**	**Accumulated Depreciation(5)**	**Year Acquired/ Constructed**	**City**	**State**	**Encumbrances at December 31, 2022**	**Land(1)**	**Buildings and Improvements(2)**	**Costs Capitalized Subsequent to Acquisition** / **Land**
Continuing care retirement community	**Continuing care retirement community**												**Continuing care retirement community**					
3089	3089	Birmingham	AL	$ —	$ 6,218	$ 32,146	$ 2,219	$ 6,457	$ 34,126	$ 40,583	$ (3,479)	2020	3089	Birmingham	AL	$ —	$ 6,193	$ 32,14
3090	3090	Bradenton	FL	—	5,496	95,671	10,091	5,947	105,310	111,257	(9,851)	2020	3090	Bradenton	FL	—	5,496	95,67
2997	2997	Clearwater	FL	70,303	6,680	132,521	7,436	6,768	139,869	146,637	(9,873)	2020	2997	Clearwater	FL	68,405	6,680	132,52
3086	3086	Jacksonville	FL	—	19,660	167,860	9,981	20,207	177,296	197,503	(13,894)	2020	3086	Jacksonville	FL	—	19,660	167,86
2996	2996	Leesburg	FL	—	8,941	65,698	10,229	9,703	75,164	84,867	(6,748)	2020	2996	Leesburg	FL	—	8,941	65,69
2995	2995	Port Charlotte	FL	—	5,344	159,612	6,753	5,568	166,141	171,709	(11,230)	2020	2995	Port Charlotte	FL	—	5,344	159,61
2998	2998	Seminole	FL	45,883	14,080	77,485	5,640	14,925	82,280	97,205	(5,086)	2020	2998	Seminole	FL	44,582	14,080	77,48
3085	3085	Seminole	FL	—	13,915	125,796	8,174	14,550	133,336	147,886	(10,852)	2020	3085	Seminole	FL	—	13,915	125,79
3092	3092	Sun City Center	FL	89,313	25,254	175,535	8,377	25,650	183,516	209,166	(16,969)	2020	3092	Sun City Center	FL	87,106	25,254	175,53
3087	3087	The Villages	FL	—	7,091	120,493	9,796	7,308	130,073	137,381	(9,955)	2020	3087	The Villages	FL	—	7,091	120,49
3084	3084	Holland	MI	—	1,572	88,960	4,798	1,681	93,649	95,330	(7,123)	2020	3084	Holland	MI	—	1,572	88,96
2991	2991	Coatesville	PA	—	16,443	126,243	8,094	16,697	134,083	150,780	(9,499)	2020	2991	Coatesville	PA	—	16,443	126,24
3080	3080	Haverford	PA	—	16,461	108,816	26,139	16,461	124,266	140,727	(46,833)	1989	3080	Haverford	PA	—	16,461	108,81
3088	3088	Spring	TX	—	3,210	30,085	2,103	3,345	32,054	35,399	(2,553)	2020	3088	Spring	TX	—	3,210	30,08
3081	3081	Ft Belvoir	VA	—	11,594	99,528	22,230	11,594	115,058	126,652	(44,643)	1989	3081	Fort Belvoir	VA	—	11,594	99,52
				$ 205,499	**$ 161,959**	**$ 1,606,449**	**$ 142,060**	**$ 166,861**	**$ 1,726,221**	**$ 1,893,082**	**$ (208,588)**					**$ 200,093**	**$ 161,934**	**$ 1,606,44**
Total real estate assets held for sale	**Total real estate assets held for sale**			**—**	**(2,527)**	**(36,502)**	**(4,584)**	**(2,710)**	**(34,837)**	**(37,547)**	**14,527**		**Total real estate assets held for sale**			**—**	**(2,367)**	**(11,81**
Total continuing operations, excluding held for sale	**Total continuing operations, excluding held for sale**			**$ 352,083**	**$ 2,566,975**	**$ 8,858,070**	**$ 4,608,509**	**$ 2,603,964**	**$ 12,902,694**	**$ 15,506,658**	**$ (2,839,229)**		**Total continuing operations, excluding held for sale**			**$ 346,599**	**$ 2,623,679**	**$ 8,759,62**

(1) Assets with no initial land costs to the Company represent land that the Company leases from a third party (i.e., ground leases).

(2) Assets with no initial buildings and improvements costs to the Company represent development projects in process or completed.

(3) At December 31, 2021 December 31, 2022, the tax basis of the Company's net real estate assets is less than the reported amounts by $1.0 $1.1 billion.

(4) See Note 6 for information regarding impairment charges recognized during the year ended December 31, 2021.

(5) Buildings and improvements are depreciated over useful lives ranging up to 50 years.

(5) Year of original construction/year of last major renovation, if applicable.

A summary of activity for real estate and accumulated depreciation, excluding assets classified as discontinued operations, is as follows (in thousands):

		Year ended December 31,				Year ended December 31,		
		2021	2020	2019		2022	2021	2020
Real estate:	*Real estate:*				*Real estate:*			
Balances at beginning of year	Balances at beginning of year	$ 13,528,893	$ 10,372,584	$ 9,707,488	Balances at beginning of year	$ 15,506,658	$ 13,528,893	$ 10,372,584
Acquisition of real estate and development and improvements	Acquisition of real estate and development and improvements	2,157,539	3,460,556	1,621,739	Acquisition of real estate and development and improvements	1,102,593	2,157,539	3,460,556
Sales and/or transfers to assets held for sale	Sales and/or transfers to assets held for sale	(72,819)	(203,687)	(852,480)	Sales and/or transfers to assets held for sale	(82,350)	(72,819)	(203,687)
Deconsolidation of real estate					Deconsolidation of real estate	(189,605)	—	—
Impairments	Impairments	(21,294)	(23,991)	(19,067)	Impairments	—	(21,294)	(23,991)
Other(1)	Other(1)	(85,661)	(76,569)	(85,096)	Other(1)	(125,675)	(85,661)	(76,569)
Balances at end of year	Balances at end of year	$ 15,506,658	$ 13,528,893	$ 10,372,584	Balances at end of year	$ 16,211,621	$ 15,506,658	$ 13,528,893
Accumulated depreciation:	*Accumulated depreciation:*				*Accumulated depreciation:*			
Balances at beginning of year	Balances at beginning of year	$ 2,409,135	$ 2,141,960	$ 2,054,888	Balances at beginning of year	$ 2,839,229	$ 2,409,135	$ 2,141,960
Depreciation expense	Depreciation expense	548,063	438,735	365,319	Depreciation expense	575,125	548,063	438,735
Sales and/or transfers to assets held for sale	Sales and/or transfers to assets held for sale	(32,692)	(93,220)	(190,877)	Sales and/or transfers to assets held for sale	(30,428)	(32,692)	(93,220)
Deconsolidation of real estate					Deconsolidation of real estate	(89,766)	—	—
Other(1)	Other(1)	(85,277)	(78,340)	(87,370)	Other(1)	(106,022)	(85,277)	(78,340)
Balances at end of year	Balances at end of year	$ 2,839,229	$ 2,409,135	$ 2,141,960	Balances at end of year	$ 3,188,138	$ 2,839,229	$ 2,409,135

(1) Primarily represents real estate and accumulated depreciation related to fully depreciated assets or changes in lease classification. and reductions to net real estate due to casualty events.

A summary of activity for real estate and accumulated depreciation for assets classified as discontinued operations is as follows (in thousands):

		Year ended December 31,				Year ended December 31,		
		2021	2020	2019		2022	2021	2020
Real estate:	*Real estate:*				*Real estate:*			
Balances at beginning of year	Balances at beginning of year	$ 2,930,566	$ 4,133,349	$ 3,440,706	Balances at beginning of year	$ —	$ 2,930,566	$ 4,133,349

Acquisition of real estate and development and improvements	Acquisition of real estate and development and improvements	8,238	119,333	812,827	Acquisition of real estate and development and improvements	—	8,238	119,333
Sales and/or transfers to assets classified as discontinued operations	Sales and/or transfers to assets classified as discontinued operations	(2,929,713)	(1,114,792)	(245,291)	Sales and/or transfers to assets classified as discontinued operations	—	(2,929,713)	(1,114,792)
Impairments	Impairments	(5,315)	(198,048)	(200,546)	Impairments	—	(5,315)	(198,048)
Other(1)	Other(1)	(3,776)	(9,276)	325,653	Other(1)	—	(3,776)	(9,276)
Balances at end of year	Balances at end of year	$ —	$ 2,930,566	$ 4,133,349	Balances at end of year	$ —	$ —	$ 2,930,566
Accumulated depreciation:	*Accumulated depreciation:*				*Accumulated depreciation:*			
Balances at beginning of year	Balances at beginning of year	$ 615,708	$ 861,557	$ 817,931	Balances at beginning of year	$ —	$ 615,708	$ 861,557
Depreciation expense	Depreciation expense	—	91,726	122,792	Depreciation expense	—	—	91,726
Sales and/or transfers to assets classified as discontinued operations	Sales and/or transfers to assets classified as discontinued operations	(615,708)	(333,654)	(68,391)	Sales and/or transfers to assets classified as discontinued operations	—	(615,708)	(333,654)
Other(1)	Other(1)	—	(3,921)	(10,775)	Other(1)	—	—	(3,921)
Balances at end of year	Balances at end of year	$ —	$ 615,708	$ 861,557	Balances at end of year	$ —	$ —	$ 615,708

(1) Primarily represents real estate and accumulated depreciation related to fully depreciated assets or changes in lease classification. assets.

Schedule IV: Mortgage Loans on Real Estate

(in thousands)

Location	Location	Segment	Interest Rate	Fixed / Variable	Maturity Date	Prior Liens	Monthly Debt Service	Face Amount of Mortgages	Carrying Amount of Mortgages	Principal Amount Subject to Delinquent Principal or Interest	Location	Segment	Interest Rate	Fixed / Variable	Maturity Date	Periodic Payment Terms	Prior Liens	Face Amount of Mortgages
First mortgages relating to 1 property located in:																		
Texas		Other	7.5 %	Fixed	04/01/2022	$—	$ 14	$ 2,250	$ 2,191	$ —								
California	California	Other	4.25% + greater of 2.0% or LIBOR	Variable	05/07/2026	—	97	18,420	18,604	—	California	Other	4.25% + greater of 2% or LIBOR	Variable	05/07/2026	Interest only	$—	$ 20,566

Florida	Florida	Other	4.0	%	Fixed	12/17/2022	—	25	7,798	7,246	—	Florida	Other	greater of 8.5% or SOFR + 5.5%	Variable	12/17/2023	Interest only	—	7,798
Florida	Florida	Other	4.0	%	Fixed	12/17/2022	—	13	3,912	3,582	—	Florida	Other	greater of 8.5% or SOFR + 5.5%	Variable	12/17/2023	Interest only	—	3,912
Florida	Florida	Other	4.0	%	Fixed	12/17/2022	—	45	14,208	14,180	—	Florida	Other	greater of 8.5% or SOFR + 5.5%	Variable	12/17/2023	Interest only	—	14,207
California	California	Other	4.0	%	Fixed	12/16/2022	—	113	35,100	34,994	—	California	Other	greater of 8.5% or SOFR + 5.5%	Variable	12/16/2023	Interest only	—	35,100
First mortgages relating to 18 properties located in:																			
First mortgages relating to 10 properties located in:												First mortgages relating to 10 properties located in:							
Multiple	Multiple	Other	3.5% + greater of 0.5% or LIBOR		Variable	02/01/2024	—	569	165,093	161,618	—	Multiple	Other	3.75% + greater of 0.5% or LIBOR	Variable	02/01/2024	Interest only	—	119,754
First mortgages relating to 16 properties located in:																			
Multiple	Multiple	Other	4.0	%	Fixed	01/21/2023	—	515	149,500	147,876	—	Multiple	Other	4.25%	Fixed	01/21/2023(1)	Interest only	—	149,500
							$—	$1,391	$396,281	$390,291	$ —							$—	$350,837

		Year Ended December 31,				Year Ended December 31,		
		2021	2020	2019		2022	2021	2020
Reconciliation of mortgage loans	Reconciliation of mortgage loans				Reconciliation of mortgage loans			
Balance at beginning of year	Balance at beginning of year	$ 157,572	$ 161,964	$ 42,037	Balance at beginning of year	$ 390,291	$ 157,572	$ 161,964
Additions:	Additions:				Additions:			
New mortgage loans	New mortgage loans	310,338	98,469	59,552	New mortgage loans	—	310,338	98,469
Draws on existing mortgage loans		9,370	19,182	60,375				
Draws and additions to existing mortgage loans					Draws and additions to existing mortgage loans	5,525	9,370	19,182
Total additions	Total additions	319,708	117,651	119,927	Total additions	5,525	319,708	117,651

Deductions:	Deductions:				Deductions:			
Principal repayments	Principal repayments	(84,486)	(113,200)	—	Principal repayments	(47,591)	(84,486)	(113,200)
Reserve for loan losses(1) (2)	Reserve for loan losses(1) (2)	(2,503)	(8,843)	—	Reserve for loan losses(1) (2)	(6,476)	(2,503)	(8,843)
Total deductions	Total deductions	(86,989)	(122,043)	—	Total deductions	(54,067)	(86,989)	(122,043)
Balance at end of year	Balance at end of year	$ 390,291	$ 157,572	$ 161,964	Balance at end of year	$ 341,749	$ 390,291	$ 157,572

(1) In January 2023, this secured loan reached maturity and the borrower did not make the required principal repayment. Accordingly, the loan is in default. The borrower is in discussions with the Company regarding repayment options and extension of the maturity date.

(2) The years ended December 31, 2021 December 31, 2022, 2021, and 2020 include current expected credit loss reserves recognized under ASU 2016-13, which was adopted on January 1, 2020 (see Note 2 to the Consolidated Financial Statements). The year ended December 31, 2020 also includes an immaterial amount related to the cumulative-effect of adoption of ASU 2016-13. Refer to Note 8 for additional information on the Company's reserve for loan losses.

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

None.

ITEM 9A. Controls and Procedures

Disclosure Controls and Procedures. We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our Principal Executive Officer principal executive officer and Principal Financial Officer, principal financial officer, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by Rules 13a-15(b) and 15d-15(b) of the Exchange Act, we carried out an evaluation, under the supervision and with the participation of our management, including our Principal Executive Officer principal executive officer and Principal Financial Officer, principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of December 31, 2021 December 31, 2022. Based upon that evaluation, our Principal Executive Officer principal executive officer and Principal Financial Officer principal financial officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of December 31, 2021 December 31, 2022.

Management's Annual Report on Internal Control over Financial Reporting. Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our Principal Executive Officer principal executive officer and Principal Financial Officer, principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework in *Internal Control—Integrated Framework (2013)*, our management concluded that our internal control over financial reporting was effective as of December 31, 2021 December 31, 2022.

The effectiveness of our internal control over financial reporting as of December 31, 2021 December 31, 2022 has been audited by Deloitte & Touche LLP, an the independent registered public accounting firm that audited the financial statements included in this Annual Report on Form 10-K, as stated in their report, which is included herein.

Changes in Internal Control Over Financial Reporting. There were no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fourth quarter of 2021 2022 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the stockholders and the Board of Directors of Healthpeak Properties, Inc.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Healthpeak Properties, Inc. and subsidiaries (the "Company") as of December 31, 2021 December 31, 2022, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2021 December 31, 2022, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Consolidated Financial Statements consolidated financial statements as of and for the year ended December 31, 2021 December 31, 2022, of the Company and our report dated February 9, 2022 February 8, 2023, expressed an unqualified opinion on those financial statements.

Basis for Opinion

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

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

Definition and Limitations of Internal Control over Financial Reporting

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

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

/s/ DELOITTE & TOUCHE LLP

Costa Mesa, California
February 9, 2022 8, 2023

ITEM 9B. Other Information

None.

ITEM 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

None. Not applicable.

PART III

ITEM 10. Directors, Executive Officers and Corporate Governance

Except as provided below, the information required under Item 10 is incorporated herein by reference to our definitive proxy statement to be filed with the SEC within 120 days after the end of our fiscal year ended December 31, 2021 December 31, 2022 in connection with our 2022 2023 Annual Meeting of Stockholders.

We have adopted a Code of Business Conduct and Ethics that applies to all of our directors and employees, including our Chief Executive Officer and all senior financial officers, including our principal executive officer, principal financial officer, principal accounting officer, and controller. We have also adopted a Vendor Code of Business Conduct and Ethics applicable to our vendors and business partners. Current copies of our Code of Business Conduct and Ethics and Vendor Code of Business Conduct and Ethics are posted on our website at www.healthpeak.com/esg/governance. In addition, waivers from, and amendments to, our Code of Business Conduct and Ethics that apply to our directors and executive officers, including our principal executive officer, principal financial officer, principal accounting officer, or persons performing similar functions, will be timely posted in the Investors section of our website at www.healthpeak.com.

ITEM 11. Executive Compensation

The information required under Item 11 is incorporated herein by reference to our definitive proxy statement to be filed with the SEC within 120 days after the end of our fiscal year ended December 31, 2021 December 31, 2022 in connection with our 2022 2023 Annual Meeting of Stockholders.

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

The information required under Item 12 is incorporated herein by reference to our definitive proxy statement to be filed with the SEC within 120 days after the end of our fiscal year ended December 31, 2021 December 31, 2022 in connection with our 2022 2023 Annual Meeting of Stockholders.

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

The information required under Item 13 is incorporated herein by reference to our definitive proxy statement to be filed with the SEC within 120 days after the end of our fiscal year ended December 31, 2021 December 31, 2022 in connection with our 2022 2023 Annual Meeting of Stockholders.

ITEM 14. Principal Accountant Fees and Services

The information required under Item 14 is incorporated herein by reference to our definitive proxy statement to be filed with the SEC within 120 days after the end of our fiscal year ended December 31, 2021 December 31, 2022 in connection with our 2022 2023 Annual Meeting of Stockholders.

PART IV

ITEM 15. Exhibits and Financial Statement Schedules

(a) 1. Financial Statements

The following Consolidated Financial Statements are included in Part II, Item 8, Financial Statements and Supplementary Data of this Annual Report on Form 10-K.

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets - December 31, 2021 December 31, 2022 and 2020 2021

Consolidated Statements of Operations - for the years ended December 31, 2021 December 31, 2022, 2020 2021, and 2019 2020

Consolidated Statements of Comprehensive Income (Loss) - for the years ended December 31, 2021 December 31, 2022, 2020 2021, and 2019 2020

Consolidated Statements of Equity and Redeemable Noncontrolling Interests - for the years ended December 31, 2021 December 31, 2022, 2020 2021, and 2019 2020

Consolidated Statements of Cash Flows - for the years ended December 31, 2021 December 31, 2022, 2020 2021, and 2019 2020

Notes to the Consolidated Financial Statements

(a) 2. Financial Statement Schedules

The following Consolidated Financial Statement Schedules are included in Part II, Item 8, Financial Statements and Supplementary Data of this Annual Report on Form 10-K.

Schedule II: Valuation and Qualifying Accounts

Schedule III: Real Estate and Accumulated Depreciation

Schedule IV: Mortgage Loans on Real Estate

(a) 3. Exhibits

Exhibit Number	Description	Incorporated by reference herein	
		Form	Date Filed
3.1	Articles of Restatement of Healthpeak Properties, Inc. (formerly HCP, Inc.) dated June 1, 2012, as supplemented by the Articles Supplementary, dated July 31, 2017, and as amended by the Articles of Amendment, dated October 30, 2019.	Annual Report on Form 10-K (File No. 001-08895)	February 13, 2020
3.2	Sixth Amended and Restated Bylaws of Healthpeak, Properties, Inc., dated October 30, 2019.	Current Report on Form 8-K (File No. 001-08895)	October 30, 2019
4.1	Indenture, dated as of September 1, 1993, between Healthpeak and The Bank of New York, as trustee.	Registration Statement on Form S-3/A (Registration No. 333-86654)	May 21, 2002
4.1.1	First Supplemental Indenture dated as of January 24, 2011, to the Indenture, dated as of September 1, 1993, by and between Healthpeak and The Bank of New York Mellon Trust Company, N.A., as trustee.	Current Report on Form 8-K	January 24, 2011
4.2	Indenture, dated November 21, 2012, between Healthpeak and The Bank of New York Mellon Trust Company, N.A., as trustee.	Current Report on Form 8-K (File No. 001- 08895)	November 19, 2012
4.1.1 4.2.1	Fifth Supplemental Indenture, dated January 21, 2015, between Healthpeak and The Bank of New York Mellon Trust Company, N.A., as trustee.	Current Report on Form 8-K (File No. 001-08895)	January 21, 2015
4.1.2 4.2.2	Sixth Supplemental Indenture, dated May 20, 2015, between Healthpeak and The Bank of New York Mellon Trust Company, N.A., as trustee.	Current Report on Form 8-K (File No. 001-08895)	May 20, 2015
4.1.3 4.2.3	Eighth Supplemental Indenture dated July 5, 2019, between Healthpeak and The Bank of New York Mellon Trust Company, N.A., as trustee.	Current Report on Form 8-K (File No. 001-08895)	July 5, 2019
4.1.4 4.2.4	Ninth Supplemental Indenture dated November 19, 2019, between Healthpeak and The Bank of New York Mellon Trust Company, N.A., as trustee.	Current Report on Form 8-K (File No. 001-08895)	November 21, 2019
4.1.5 4.2.5	Tenth Supplemental Indenture, dated June 23, 2020, between Healthpeak and The Bank of New York Mellon Trust Company, N.A., as trustee.	Current Report on Form 8-K (File No. 001-08895)	June 23, 2020
4.1.6 4.2.6	Eleventh Supplemental Indenture, dated July 12, 2021, between Healthpeak and The Bank of New York Mellon Trust Company, N.A., as trustee.	Current Report on Form 8-K (File No. 001-08895)	July 12, 2021
4.1.7 4.2.7	Twelfth Supplemental Indenture, dated November 24, 2021, between Healthpeak and The Bank of New York Mellon Trust Company, N.A., as trustee.	Current Report on Form 8-K (File No. 001-08895)	November 24, 2021
4.2 4.2.8	Thirteenth Supplemental Indenture, dated January 17, 2023, between Healthpeak and The Bank of New York Mellon Trust Company, N.A., as trustee.	Current Report on Form 8-K	January 17, 2023
4.3	Form of 6.750% Senior Notes due 2041.	Current Report on Form 8-K (File No. 001-08895)8-K	January 24, 2011
4.3 4.4	Form of 3.400% Senior Notes due 2025.	Current Report on Form 8-K (File No. 001-08895)8-K	January 21, 2015
4.4 4.5	Form of 4.000% Senior Notes due 2025.	Current Report on Form 8-K (File No. 001-08895)8-K	May 20, 2015
4.5 4.6	Form of 3.250% Senior Notes due 2026.	Current Report on Form 8-K (File No. 001-08895)	July 5, 2019
4.6	Form of 3.500% Senior Notes due 2029.	Current Report on Form 8-K (File No. 001-08895)8-K	July 5, 2019
4.7	Form of 3.500% Senior Notes due 2029.	Current Report on Form 8-K	July 5, 2019
4.8	Form of 3.000% Senior Notes due 2030.	Current Report on Form 8-K (File No. 001-08895)8-K	November 21, 2019
4.8 4.9	Form of 2.875% Senior Notes due 2031	Current Report on Form 8-K (File No. 001-08895	June 23, 2020

4.8 4.9	Form of 2.875% Senior Notes due 2031.	Current Report on Form 8-K (File No. 001-08895	June 23, 2020
4.9 4.10	Form of 1.350% Senior Notes due 2027.	Current Report on Form 8-K (File No. 001-08895)	July 12, 2021
4.10 4.11	Form of 2.125% Senior Notes due 2028.	Current Report on Form 8-K (File No. 001-08895)	November 24, 2021
4.11 4.12	Form of 5.250% Senior Notes due 2032.	Current Report on Form 8-K	January 17, 2023
4.13	Description of Healthpeak Capital Stock.	Annual Report on Form 10-K (File No. 001-08895)	February 13, 2020
10.1	Second Amended and Restated Credit Agreement, dated as of September 20, 2021, by and among Healthpeak, as borrower, the lenders referred to therein, and Bank of America, N.A., as administrative agent.	Current Report on Form 8-K (File No. 001-08895) 8-K	September 20, 2021
10.2	Term Loan Agreement, dated as of August 22, 2022, by and among Healthpeak, as borrower, the lenders referred to therein, and Bank of America, N.A., as administrative agent.	Current Report on Form 8-K	August 22, 2022
10.3	At-the-Market Equity Offering Sales Agreement, dated February 19, 2020, among Healthpeak and the sales agents, forward sellers and forward purchasers referred to therein.	Current Report on Form 8-K (File No. 001-08895)	February 19, 2020
10.2.1 10.3.1	Amendment No. 1 to At-the-Market Equity Offering Sales Agreement, dated May 13, 2021, among Healthpeak and the sales agents, forward sellers and forward purchasers referred to therein. therein.	Quarterly Report on Form 10-Q (File No. 001-08895)	August 4, 2021
10.3 10.4*	Second Amended and Restated Director Deferred Compensation Plan.*	Quarterly Report on Form 10-Q (File No. 001-08895)	November 3, 2009
10.4 10.5*	Non-Employee Directors Stock-for-Fees Program.*	Quarterly Report on Form 10-Q (File No. 001-08895)	August 5, 2014
10.5 10.6*	Executive Severance Plan.*	Quarterly Report on Form 10-Q (File No. 001-08895)	November 1, 2016
10.6 10.7*	Executive Change in Control Severance Plan (as Amended amended and Restated restated as of May 6, 2016).*	Quarterly Report on Form 10-Q (File No. 001 08895)	November 1, 2016
10.7 10.8*	Release Agreement for Thomas M. Herzog, dated October 6, 2022.	Current Report on Form 8-K	October 6, 2022
10.9*	Release Agreement for Troy E. McHenry, dated November 1, 2022.	Current Report on Form 8-K	November 1, 2022
10.10*	2006 Performance Incentive Plan, as amended and restated.*	Annex 2 to HCP's Proxy Statement (File No. 001-08895)	March 10, 2009
10.7.1	Form of Employee 2006 Performance Incentive Plan Nonqualified Stock Option Agreement.*	Quarterly Report on Form 10-Q (File No. 001-08895)	May 1, 2012
10.8	Amended and Restated Healthpeak Properties, Inc. 2014 Performance Incentive Plan, as amended through October 24, 2019.*	Annual Report on Form 10-K (File No. 001-08895)	February 13, 2020
10.8.1	Form of 2014 Performance Incentive Plan Non-NEO Restricted Stock Unit Award Agreement (adopted 2014).*	Quarterly Report on Form 10-Q (File No. 001-08895)	August 5, 2014

10.8.2 10.10.1*	Form of Employee 2006 Performance Incentive Plan Nonqualified Stock Option Agreement.	Quarterly Report on Form 10-Q	May 1, 2012
10.11*	Amended and Restated Healthpeak Properties, Inc. 2014 Performance Incentive Plan, as amended through October 24, 2019.	Annual Report on Form 10-K	February 13, 2020
10.11.1*	Form of 2014 Performance Incentive Plan Non-NEO Restricted Stock Unit Award Agreement (adopted 2014).	Quarterly Report on Form 10-Q	August 5, 2014
10.11.2*	Form of 2014 Performance Incentive Plan Non-NEO Option Agreement (adopted 2014).*	Quarterly Report on Form 10-Q (File No. 001-08895)	August 5, 2014
10.8.3 10.11.3*	Form of 2014 Performance Incentive Plan NEO 3-Year LTIP RSU Agreement (adopted 2018).*	Quarterly Report on Form 10-Q (File No. 001-08895)	May 3, 2018
10.8.4 10.11.4*	Form of 2014 Performance Incentive Plan NEO 3-Year LTIP RSU Agreement (adopted 2019).*	Quarterly Report on Form 10-Q (File No. 001-08895)	May 2, 2019
10.8.5 10.11.5*	Form of 2014 Performance Incentive Plan NEO Retentive LTIP RSU Agreement (adopted 2018).*	Quarterly Report on Form 10-Q (File No. 001-08895)	May 3, 2018
10.8.6 10.11.6*	Form of 2014 Performance Incentive Plan NEO Retentive LTIP RSU Agreement (adopted 2019).*	Quarterly Report on Form 10-Q (File No. 001-08895)	May 2, 2019
10.8.7 10.11.7*	Form of 2014 Performance Incentive Plan NEO 3-Year Performance-Based Restricted Stock Unit Agreement (adopted 2022).	Quarterly Report on Form 10-Q	May 4, 2022
10.11.8*	Form of 2014 Performance Incentive Plan Non-Employee Director RSU Agreement.*	Quarterly Report on Form 10-Q (File No. 001-08895)	May 5, 2015
10.9 10.11.9*†	Form of 2014 Performance Incentive Plan Non-NEO Restricted Stock Unit Award Agreement (adopted 2023).		
10.12*	Form of Directors and Officers Indemnification Agreement.*	Annual Report on Form 10-K, as amended (File No. 001-08895)	February 12, 2008
10.10 10.13	Amended and Restated Dividend Reinvestment and Stock Purchase Plan.	Registration Statement on Form S-3 (Registration No. 333-49746)	November 13, 2000
10.11 10.14	Amended and Restated Limited Liability Company Agreement of HCPI/Utah, LLC, dated as of January 20, 1999.	Annual Report on Form 10-K (File No. 001- 08895)	March 29, 1999
10.11.1 10.14.1	Amendments No. 1-9 to Amended and Restated Limited Liability Company Agreement of HCPI/Utah, LLC, dated as of January 20, 1999.	Annual Report on Form 10-K (File No. 001-08895) 10-K	February 13, 2018
10.11.2 10.14.2	Tax Matters Amendment to Amended and Restated Limited Liability Company Agreement of HCPI/Utah, LLC, effective as of December 31, 2018.	Annual Report on Form 10-K (File No. 001-08895) 10-K	February 14, 2019
10.12 10.15	Amended and Restated Limited Liability Company Agreement of HCPI/Utah II, LLC, dated as of August 17, 2001, as amended.	Current Report on Form 8-K (File No. 001-08895)	November 9, 2012
10.12.1 10.15.1	Tax Matters Amendment to Amended and Restated Limited Liability Company Agreement of HCPI/Utah II, LLC, effective as of December 31, 2018.	Annual Report on Form 10-K (File No. 001-08895) 10-K	February 14, 2019
10.13 10.16	Amended and Restated Limited Liability Company Agreement of HCPI/Tennessee, LLC, dated as of October 2, 2003.	Quarterly Report on Form 10-Q (File No. 001- 08895)	November 12, 2003
10.13.1 10.16.1	Amendment No. 1 to Amended and Restated Limited Liability Company Agreement of HCPI/Tennessee, LLC, dated as of September 29, 2004.	Quarterly Report on Form 10-Q (File No. 001-08895)	November 8, 2004
10.13.2 10.16.2	Amendment No. 2 to Amended and Restated Limited Liability Company Agreement of HCPI/Tennessee, LLC, dated as of October 27, 2004.	Annual Report on Form 10-K (File No. 001-08895)	March 15, 2005

10.13.3 10.16.3	Amendment No. 3 to Amended and Restated Limited Liability Company Agreement of HCPI/Tennessee, LLC and New Member Joinder Agreement, dated as of October 19, 2005, by and among Healthpeak, HCPI/Tennessee, LLC and A. Daniel Weyland.	Quarterly Report on Form 10-Q (File No. 001-08895)	November 1, 2005
10.13.4 10.16.4	Amendment No. 4 to Amended and Restated Limited Liability Company Agreement of HCPI/Tennessee, LLC, effective as of January 1, 2007.	Annual Report on Form 10-K, as amended (File No. 001-08895)	February 12, 2008
10.13.5 10.16.5	Tax Matters Amendment to Amended and Restated Limited Liability Company Agreement of HCPI/Tennessee, LLC, effective as of December 31, 2018.	Annual Report on Form 10-K (File No. 001-08895)	February 14, 2019
10.14 10.17	Amended and Restated Limited Liability Company Agreement of HCP DR MCD, LLC, dated as of February 9, 2007.	Current Report on Form 8-K (File No. 001-08895)	April 20, 2012
10.14.1 10.17.1	Tax Matters Amendment to Amended and Restated Limited Liability Company Agreement of HCP DR MCD, LLC, effective as of December 31, 2018.	Annual Report on Form 10-K (File No. 001-08895)	February 14, 2019

10.15 10.18	Amended and Restated Limited Liability Company Agreement of HCP DR California II, LLC, dated as of June 1, 2014.	Quarterly Report on Form 10-Q (File No. 001-08895)	August 5, 2014
10.15.1 10.18.1	Tax Matters Amendment to Amended and Restated Limited Liability Company Agreement of HCP DR California II, LLC, effective as of December 31, 2018.	Annual Report on Form 10-K (File No. 001-08895)	February 14, 2019
10.16 10.19	Amended and Restated Limited Liability Company Agreement of HCP DR California III, LLC, dated as of May 1, 2019.	Quarterly Report on Form 10-Q (File No. 001-08895)	August 1, 2019
10.16.1 10.19.1	Amendment No. 1 to Amended and Restated Limited Liability Company Agreement of HCP DR California III, LLC, dated as of April 30, 2021.	Quarterly Report on Form 10-Q (File No. 001-08895)	November 3, 2021
10.17 10.20	Second Amended and Restated Limited Liability Company Agreement of SH DR California IV, LLC, dated as of July 18, 2019.	Quarterly Report on Form 10-Q (File No. 001-08895)	October 31, 2019
10.17.1 10.20.1	Amendment No. 1 to Second Amended and Restated Limited Liability Company Agreement of SH DR California IV, LLC, dated as of April 30, 2021.	Quarterly Report on Form 10-Q (File No. 001-08895)	November 3, 2021
21.1 21.1†	Subsidiaries of the Company.†		
23.1 23.1†	Consent of Independent Registered Public Accounting Firm—Deloitte & Touche LLP.†		
31.1 31.1†	Certification by Thomas Scott M. Herzog, Brinker, Healthpeak's Principal Executive Officer, Pursuant to Securities Exchange Act Rule 13a-14(a).†		
31.2 31.2†	Certification by Peter A. Scott, Healthpeak's Principal Financial Officer, Pursuant to Securities Exchange Act Rule 13a-14(a).†		
32.1 32.1††	Certification by Thomas Scott M. Herzog, Brinker, Healthpeak's Principal Executive Officer, Pursuant to Securities Exchange Act Rule 13a-14(b) and 18 U.S.C. Section 1350.†† 1350.		
32.2 32.2††	Certification by Peter A. Scott, Healthpeak's Principal Financial Officer, Pursuant to Securities Exchange Act Rule 13a-14(b) and 18 U.S.C. Section 1350.†† 1350.		
101.INS 101.INS†	XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.†		
101.SCH 101.SCH†	XBRL Taxonomy Extension Schema Document.†		

101.CAL 101.CAL†	XBRL Taxonomy Extension Calculation Linkbase Document.†
101.DEF 101.DEF†	XBRL Taxonomy Extension Definition Linkbase Document.†
101.LAB 101.LAB†	XBRL Taxonomy Extension Label Linkbase Document.†
101.PRE 101.PRE†	XBRL Taxonomy Extension Presentation Linkbase Document.†
104	Cover Page Interactive Data File (formatted as Inline XBRL document and contained in Exhibit 101).

* Management Contract or Compensatory Plan or Arrangement.
† Filed herewith.
†† Furnished herewith.

ITEM 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: February 9, 2022 February 8, 2023

Healthpeak Properties, Inc. (Registrant)

/s/ THOMAS SCOTT M. HERZOG BRINKER

Thomas Scott M. Herzog, Brinker,
President and Chief Executive Officer
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ THOMAS SCOTT M. HERZOG BRINKER Thomas Scott M. Herzog Brinker	President and Chief Executive Officer, Director (Principal Executive Officer)	February 9, 2022 8, 2023
/s/ PETER A. SCOTT Peter A. Scott	Chief Financial Officer (Principal Financial Officer)	February 9, 2022 8, 2023
/s/ SHAWN G. JOHNSTON Shawn G. Johnston	Executive Vice President and Chief Accounting Officer (Principal Accounting Officer)	February 9, 2022 8, 2023
/s/ BRIAN G. CARTWRIGHT Brian G. Cartwright	Chairman of the Board	February 9, 2022 8, 2023
/s/ KATHERINE M. SANDSTROM Katherine M. Sandstrom	Vice Chair of the Board	February 8, 2023
/s/ CHRISTINE N. GARVEY Christine N. Garvey	Director	February 9, 2022 8, 2023
/s/ R. KENT GRIFFIN, JR. R. Kent Griffin, Jr.	Director	February 9, 2022 8, 2023
/s/ DAVID B. HENRY David B. Henry	Director	February 9, 2022 8, 2023
/s/ SARA GROOTWASSINK LEWIS Sara Grootwassink Lewis	Director	February 9, 2022 8, 2023

HEALTHPEAK PROPERTIES, INC.
2014 PERFORMANCE INCENTIVE PLAN
NON-NEO RESTRICTED STOCK UNIT AWARD AGREEMENT

THIS NON-NEO RESTRICTED STOCK UNIT AWARD AGREEMENT (this “**Agreement**”) is dated as of [●] (the “**Award Date**”) by and between Healthpeak Properties, Inc., a Maryland corporation (the “**Corporation**”), and [●] (the “**Participant**”).

W I T N E S S E T H

WHEREAS, pursuant to the Healthpeak Properties, Inc. 2014 Performance Incentive Plan, as amended and/or restated from time to time (the “**Plan**”), the Corporation hereby grants to the Participant, effective as of the date hereof, an award of restricted stock units under the Plan (the “**Award**”), upon the terms and conditions set forth herein and in the Plan.

NOW THEREFORE, in consideration of services rendered and to be rendered by the Participant, and the mutual promises made herein and the mutual benefits to be derived therefrom, the parties agree as follows:

1. **Defined Terms.** Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned to such terms in the Plan.

2. **Grant.** Subject to the terms of this Agreement, the Corporation hereby grants to the Participant an Award with respect to an aggregate of [●] stock units (subject to adjustment as provided in Section 7.1 of the Plan) (the “**Stock Units**”). As used herein, the term “stock unit” means a non-voting unit of measurement which is deemed for bookkeeping purposes to be equivalent to one outstanding share of the Corporation’s Common Stock (subject to adjustment as provided in Section 7.1 of the Plan) solely for purposes of the Plan and this Agreement. The Stock Units shall be used solely as a device for the determination of the payment to eventually be made to the Participant if such Stock Units vest pursuant to Section 3. The Stock Units shall not be treated as property or as a trust fund of any kind. The Award is subject to all of the terms and conditions set forth in this Agreement and is further subject to all of the terms and conditions of the Plan, as it may be amended from time to time, and any rules adopted by the Administrator, as such rules are in effect from time to time.

3. **Vesting.** Subject to Section 8 below, the Award shall vest and become nonforfeitable with respect to one third (1/3rd) of the total number of the Stock Units (subject to adjustment under Section 7.1 of the Plan) on each of the first, second and third anniversaries of the Award Date.

4. **Continuance of Employment.** The vesting schedule requires continued employment or service through each applicable vesting date as a condition to the vesting of the applicable installment of the Award and the rights and benefits under this Agreement. Employment or service for only a portion of the vesting period, even if a substantial portion, will not entitle the Participant to any proportionate vesting or avoid or mitigate a termination of rights and benefits upon or following a termination of employment or services as provided in Section 8 below or under the Plan.

Nothing contained in this Agreement or the Plan constitutes an employment or service commitment by the Corporation, affects the Participant's status as an employee at will who is subject to termination without cause, confers upon the Participant any right to remain employed by or in service to the Corporation or any of its Subsidiaries, interferes in any way with the right of the Corporation or any of

638969.3

its Subsidiaries at any time to terminate such employment or services, or affects the right of the Corporation or any of its Subsidiaries to increase or decrease the Participant's other compensation or benefits. Nothing in this paragraph, however, is intended to adversely affect any independent contractual right of the Participant without his or her consent thereto.

5. **Dividend and Voting Rights.**

(a) **Limitations on Rights Associated with Units.** The Participant shall have no rights as a stockholder of the Corporation, no dividend rights (except as expressly provided in Section 5(b) with respect to Dividend Equivalent Rights) and no voting rights, with respect to the Stock Units and any shares of Common Stock underlying or issuable in respect of such Stock Units until such shares of Common Stock are actually issued to and held of record by the Participant.

(b)Dividend Equivalent Rights. As of any date that the Corporation pays an ordinary cash dividend on its Common Stock, the Corporation shall pay the Participant an amount equal to the per share cash dividend paid by the Corporation on its Common Stock on such date multiplied by the number of Stock Units remaining subject to this Award as of the related dividend payment record date. No such payment shall be made with respect to any Stock Units which, as of such record date, have either been paid pursuant to Section 7 or terminated pursuant to Section 8.

6. **Restrictions on Transfer.** Neither the Award, nor any interest therein or amount or shares payable in respect thereof may be sold, assigned, transferred, pledged or otherwise disposed of, alienated or encumbered, either voluntarily or involuntarily. The transfer restrictions in the preceding sentence shall not apply to (a) transfers to the Corporation, or (b) transfers by will or the laws of descent and distribution.

7. **Timing and Manner of Payment of Stock Units.** On or as soon as administratively practical following each vesting of the applicable portion of the total Award pursuant to the terms hereof (and in all events within sixty (60) days after such vesting event), the Corporation shall deliver to the Participant a number of shares of Common Stock (either by delivering one or more certificates for such shares or by entering such shares in book entry form, as determined by the Corporation in its discretion) equal to the number of Stock Units subject to this Award that vest on the applicable vesting date; provided, however, that in the event that the vesting and payment of the Stock Units is triggered by the Participant's "separation from service" (within the meaning of Treasury Regulation Section 1.409A-1(h)) and the Participant is a "specified employee" (within the meaning of Treasury Regulation Section 1.409A-1(i)) on the date of such separation from service, the Participant shall not be entitled to any payment of the Stock Units until the earlier of (i) the date which is six (6) months after the Participant's separation from service with the Corporation for any reason other than death, or (ii) the date of the Participant's death, if and to the extent such delay in payment is required to comply with Section 409A of the Code. The Corporation's obligation to deliver shares of Common Stock or otherwise make payment with respect to vested Stock Units is subject to the condition precedent that the Participant or other person entitled under the Plan to receive any shares with respect to the vested Stock Units deliver to the Corporation any representations or other documents or assurances that the Administrator may deem necessary or desirable to assure compliance with all applicable legal and accounting requirements. The Participant shall have no further rights with respect to any Stock Units that are paid or that terminate pursuant to Section 8.

8. **Effect of Termination of Employment or Services.** If the Participant ceases to be employed by or ceases to provide services to the Corporation or a Subsidiary (the date of such termination of employment or service is referred to as the Participant's "**Severance Date**"), the Participant's Stock Units shall terminate to the extent such units have not become vested pursuant to Section 3 hereof upon the Severance Date regardless of the reason for the termination of the Participant's employment or services; provided, however, that if the Participant's employment is terminated as a result of the Participant's death, Total Disability (as defined below) or Retirement (as defined below), the Participant's Stock Units, to the extent such units are not then vested, shall become fully vested as of the Severance Date and shall be paid in accordance with Section 7. If any unvested Stock Units are terminated hereunder, such Stock Units shall automatically terminate and be cancelled as of the applicable Severance Date without payment of any consideration by the Corporation and without any other action by the Participant, or the Participant's beneficiary or personal representative, as the case may be.

For purposes of the Award, "**Total Disability**" means a "permanent and total disability" (within the meaning of Section 22(e)(3) of the Code or as otherwise determined by the Administrator). For purposes of the Award, "**Retirement**" means, that, as of the date of termination of the Participant's employment or services, the (1) Participant's age plus total years of service to the Corporation and its Subsidiaries equals at least 70; (2) the Participant has attained at least 55 years of age; and (3) the Participant has completed at least five (5) years of service as an employee with the Corporation and its Subsidiaries and/or member of the Board; in each case of (1), (2) or (3), without rounding.

Notwithstanding the foregoing, the Participant shall be entitled to any accelerated vesting with respect to the Stock Units in connection with the Participant's severance provided for in the circumstances in, and subject to, the express terms of any written employment agreement entered into between the Participant and Corporation or any of its Subsidiaries and that is in effect on the Severance Date.

9. **Adjustments Upon Specified Events; Change in Control Event.**

(a)Adjustments. Upon the occurrence of certain events relating to the Corporation's stock contemplated by Section 7.1 of the Plan (including, without limitation, an extraordinary cash dividend on such stock), the Administrator shall make adjustments in accordance with such section in the number of Stock Units then outstanding and the number and kind of securities that may be issued in respect of the Award. No such adjustment shall be made with respect to any ordinary cash dividend for which dividend equivalents are paid pursuant to Section 5(b).

(b)Change in Control Event. Upon the occurrence of an event contemplated by Section 7.2 or 7.3 of the Plan and notwithstanding any provision of Section 7.2 and 7.3 of the Plan or any employment agreement to the contrary, the Award (to the extent outstanding at the time of such event) shall continue in effect in accordance with its terms following such event (subject to adjustment in connection with such event pursuant to Section 7.1 of the Plan); provided, however, that the Administrator shall determine, in its sole discretion, whether the vesting of the Stock Units will accelerate in connection with such event and the extent of any such accelerated vesting; provided, further, that any Stock Units that are so accelerated will be paid on or as soon as administratively practical after (and in all events within sixty (60) days after) the first to occur of the original vesting date of such accelerated Stock Units set forth in Section 3 above or the Participant's separation from service (and subject to the six-month delayed payment provision of Section 7 in the event payment is triggered by the Participant's separation from service). Notwithstanding the foregoing, the Administrator may provide for payment of the Stock

Units in connection with such event, to the extent such payment does not result in noncompliance with Section 409A of the Code, including providing for payment, in accordance with the requirements of Treasury Regulation 1.409A-3(j)(4)(ix)(A), (B) or (C) promulgated under Section 409A of the Code (or any similar successor provision), which regulation generally provides that a deferred compensation arrangement may be terminated in limited circumstances following a dissolution or change in control of the Company, provided that any otherwise outstanding and unvested units shall become vested upon (or, to the extent necessary to effect the acceleration, immediately prior to) such a termination.

10. **Tax Withholding.** Upon vesting of any Stock Units or any distribution of shares of Common Stock in respect of the Stock Units, the Corporation shall reduce the number of shares to be delivered by (or otherwise reacquire) the appropriate number of whole shares, valued at their then fair market value to satisfy any withholding obligations of the Corporation or its Subsidiaries with respect to such distribution of shares at the minimum applicable withholding rates; provided, however, that in the event that the Corporation cannot legally satisfy such withholding obligations by such reduction of shares, or in the event of a cash payment or any other withholding event in respect of the Stock Units, the Corporation (or a Subsidiary) shall be entitled to require a cash payment by or on behalf of the Participant and/or to deduct from other compensation payable to the Participant any sums required by federal, state or local tax law to be withheld with respect to such distribution or payment.

11. **Notices.** Any notice to be given under the terms of this Agreement shall be in writing and addressed to the Corporation at its principal office to the attention of the Secretary, and to the Participant at the Participant's last address reflected on the Corporation's payroll records. Any notice shall be delivered in person or shall be enclosed in a properly sealed envelope, addressed as aforesaid, registered or certified, and deposited (postage and registry or certification fee prepaid) in a post office or branch post office regularly maintained by the United States Government. Any such notice shall be given only when received, but if the Participant is no longer an Eligible Person, shall be deemed to have been duly given five (5) business days after the date mailed in accordance with the foregoing provisions of this Section 11.

12. **Plan.** The Award and all rights of the Participant under this Agreement are subject to the terms and conditions of the provisions of the Plan, incorporated herein by reference. The Participant agrees to be bound by the terms of the Plan and this Agreement. The Participant acknowledges having read and understanding the Plan, the Prospectus for the Plan and this Agreement. Unless otherwise expressly provided in other sections of this Agreement, provisions of the Plan that confer discretionary authority on the Board or the Administrator do not (and shall not be deemed to) create any rights in the Participant unless such rights are expressly set forth herein or are otherwise in the sole discretion of the Board or the Administrator so conferred by appropriate action of the Board or the Administrator under the Plan after the date hereof.

13. **Entire Agreement.** This Agreement and the Plan together constitute the entire agreement and supersede all prior understandings and agreements, written or oral, of the parties hereto with respect to the subject matter hereof. The Plan and this Agreement may be amended pursuant to Section 8.6 of the Plan. Any such amendment must be in writing and signed by the Corporation. Any such amendment that materially and adversely affects the Participant's rights under this Agreement requires the consent of the Participant in order to be effective with respect to the Award. The Corporation may, however, unilaterally waive any provision hereof in writing to the extent such waiver does not adversely affect the interests of the Participant hereunder, but no such waiver shall operate as or be construed to be a subsequent waiver of the same provision or a waiver of any other provision hereof. The Participant acknowledges receipt of a copy of this Agreement, the Plan and the Prospectus for the Plan.

---

14. **Limitation on Participant's Rights.** Participation in the Planconfers norights or interests other than as herein provided. This Agreement creates only a contractual obligation on the part of the Corporation as to amounts payable and shall not be construed as creating a trust. Neither the Plan nor any underlying program, in and of itself, has any assets. The Participant shall have only the rights of a general unsecured creditor of the Corporation with respect to amounts credited and benefits payable, if any, with respect to the Stock Units, and rights no greater than the right to receive the Common Stock as a general unsecured creditor with respect to the Stock Units, as and when payable hereunder. The Award has been granted to the Participant in addition to, and not in lieu of, any other form of compensation otherwise payable or to be paid to the Participant.

15. **Counterparts.** This Agreement may be executed simultaneously in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

16. **Section Headings.** The section headings of this Agreement are for convenience of reference only and shall not be deemed to alter or affect any provision hereof.

17. **Governing Law.** This Agreement shall be governed by and construed and enforced in accordance with the laws of the State of Maryland without regard to conflict of law principles thereunder.

18. **Construction.** It is intended that the terms of the Award will not result in the imposition of any tax liability pursuant to Section 409A of the Code. This Agreement shall be construed and interpreted consistent with that intent.

19. **Clawback Policy**. The Stock Units are subject to the terms of the Corporation's recoupment, clawback or similar policy as it may be in effect from time to time, as well as any similar provisions of applicable law, any of which could in certain circumstances require repayment or forfeiture of the Stock Units or any shares of Common Stock or other cash or property received with respect to the Stock Units (including any value received from a disposition of the shares acquired upon payment of the Stock Units).

THE PARTICIPANT'S ACCEPTANCE OF THE AWARD THROUGH THE ELECTRONIC STOCK PLAN AWARD RECORDKEEPING SYSTEM MAINTAINED BY THE CORPORATION OR ITS DESIGNEE CONSTITUTES THE PARTICIPANT'S AGREEMENT TO THE TERMS AND CONDITIONS HEREOF, AND THAT THE AWARD IS GRANTED UNDER AND GOVERNED BY THE TERMS AND CONDITIONS OF THE PLAN AND THIS AGREEMENT.

* * *

[The remainder of this page is intentionally left blank.]

EXHIBIT 21.1

Healthpeak Properties, Inc.
Subsidiaries
As of February 7, 2022 February 6, 2023

Entity Name	Jurisdiction of Organization or Formation
1221 Madison Street Owners Association 100 Discovery Park DE, LLC	Washington
2201 Medical Plaza Association	Tennessee Delaware
424 Summit Property, LLC	Delaware
557 Highland, LLC	Delaware
700 Broadway MOB, LLC	Delaware
Abingdon AL Investors, LLC	Virginia
AHP of Nevada, Inc. LLC	Nevada Delaware
AHP of Washington, Inc.	Washington
Annapolis Assisted Living, LLC	Maryland
ARC Richmond Place Real Estate Holdings, LLC	Delaware
Arlington Heights MOB, LLC	Delaware
Aurora HCP, LLC	Delaware
Aurora MOB, LLC	Delaware
Bayside Acquisition, LLC	Delaware
Bayside Area Development, LLC	Delaware
Bentonville Medical Offices, LLC	Delaware
Bolingbrook MOB, LLC	Delaware
Brandon MOB, LLC	Delaware
Brandywine GP, LLC	Delaware
Brentwood MOB Owners LLC	Delaware
Brentwood MOB, LLC	Delaware
Bristol Health Investors, LLC	Virginia
Britannia Biotech Gateway Limited Partnership	Delaware
Britannia Gateway II Limited Partnership	Delaware
Britannia Hacienda II Limited Partnership	Delaware
Britannia Hacienda VIII LLC	Delaware
Britannia PG TRS, LLC	Delaware
Britannia Pointe Grand Limited Partnership	Delaware
Burnsville 303 MOB, LLC	Delaware
Burnsville 305 MOB, LLC	Delaware
CCRC – Freedom Fairways Golf Course, LLC	Delaware
CCRC – Freedom Pointe at the Villages, LLC	Delaware
CCRC – Lake Port Square, LLC	Delaware
CCRC – Regency Oaks, LLC	Delaware
CCRC – South Port Square, LLC	Delaware
CCRC 2019 OpCo TRS, LLC	Delaware
CCRC HoldCo – Holland, LLC	Delaware
CCRC OpCo – Bradenton, LLC	Delaware
CCRC OpCo – Cypress Village, LLC	Delaware
CCRC OpCo – Foxwood Springs, LLC	Delaware
CCRC OpCo – Freedom Square, LLC	Delaware
CCRC OpCo – Galleria Woods, LLC	Delaware
CCRC OpCo – Gleannloch Farms, LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
CCRC OpCo -- Hillside, LLC	Delaware
CCRC OpCo – Holland, LLC	Delaware
CCRC OpCo – Robin Run, LLC	Delaware
CCRC OpCo – Sun City Center, LLC	Delaware
CCRC OpCo Ventures II, LLC	Delaware
CCRC OpCo Ventures, LLC	Delaware
CCRC PropCo – Bradenton, LLC	Delaware
CCRC PropCo – Brandywine MC, LLC	Delaware
CCRC PropCo – Cypress Village, LLC	Delaware
CCRC PropCo – Foxwood Springs, LLC	Delaware
CCRC PropCo – Freedom Plaza, LLC	Delaware
CCRC PropCo – Freedom Square, LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
CCRC PropCo – Galleria Woods, LLC	Delaware
CCRC PropCo – Gleannloch Farms, LLC	Delaware
CCRC PropCo -- Hillside, LLC	Delaware
CCRC PropCo – Holland, LLC	Delaware
CCRC PropCo – Homewood Residence, LLC	Delaware
CCRC PropCo – LadyLake, LLC	Delaware
CCRC PropCo – Robin Run, LLC	Delaware
CCRC PropCo Ventures II, LLC	Delaware
CCRC PropCo Ventures, LLC	Delaware
CCRC-Brandywine, LLC	Delaware
CDP Residual Holdings, LLC	Delaware
Centennial MOB, LLC	Delaware
Charles Pavilion Holding, LLC	Delaware
Cityview Owners' Association Cherry Hill MOB, LLC	Texas Delaware
Corporate Center at Horseshoe Pond Land Condominium Chino Hills TRS, LLC	New Hampshire Delaware
Council Of Owners Of The Kingwood Professional Healthcare Center, Inc. Columbia MOB, LLC	Texas Delaware
Cullman POB II, LLC	Delaware
Cullman POB Partners I, LLC	Delaware
Cypress Garden Homes, LLC	Delaware
DR California III Holdings, LLC	Delaware
DR California IV Holdings, LLC	Delaware
DSTS, LLC	Florida
Durant MOB Manager LLC	Delaware
Durant MOB Owner LLC	Delaware
East Texas Medical Equity Investors Limited Partnership	Texas
Elmer J. Nordstrom Medical Tower Condominium Association Encino MOB, LLC	Washington Delaware
Evansville MOB Owners Limited Partnership	Delaware
FAEC 35 CPD, LLC	Delaware
FAEC Holdings (Abbey), LLC	Delaware
FAEC Holdings (Biddeford), LLC	Delaware
FAEC Holdings (Concord East Epsom Dover), LLC	Delaware
FAEC Holdings (Concord Horseshoe Commercial), LLC	Delaware
FAEC Holdings (Concord North Foundry), LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
FAEC Holdings (EP), LLC	Delaware
FAEC Holdings (Highlands Ranch), LLC	Delaware
FAEC Holdings (LA), LLC	Delaware
FAEC Holdings (Ortho Ashton), LLC	Delaware
FAEC Holdings (Ortho Shallotte), LLC	Delaware
FAEC Holdings (Ortho Shipyard), LLC	Delaware
FAEC Holdings (Riverwalk), LLC	Delaware
FAEC Holdings (Rockwall), LLC	Delaware
FAEC Holdings (Slidell), LLC	Delaware
FAEC-Kingwood Medical, LLC	Delaware
Faulkner Hinton/Suburban I, LLC	Kentucky
Faulkner Hinton/Suburban III, LLC	Kentucky
FDG-Vintage Park II Property, LLC	Delaware
FDG-Vintage Park II, LLC	Delaware
Fort Worth Magnolia Green Association, Inc.	Texas
Foxwood Springs Garden Homes, LLC	Delaware
Fresno-Bullard Park Frisco Centennial MOB I, Owners' Association LLC	California Delaware
Frisco Centennial MOB II, LLC	Delaware
FSP-Deer Park, LLC	Delaware
FSP-Waldwick Holding, LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
FSP-Waldwick Property, LLC	Delaware
Hacienda Stoneridge II, Incorporated	Delaware
Hayden Campus TRS LLC	Delaware
Hayward Point Eden I Limited Partnership	Delaware
HC AL Investors, LLC	Virginia
HCP - AM/Colorado, LLC	Delaware
HCP - AM/Florida, LLC	Delaware
HCP - AM/Illinois, LLC	Delaware
HCP - AM/Tennessee, LLC	Delaware
HCP - AM/Texas, LLC	Delaware
HCP - GP/National Corp.	Delaware
HCP (HI), Inc.	Hawaii
HCP 101 Cambridgepark Drive Member, LLC	Delaware
HCP 1101 Madison MOB, LLC	Delaware
HCP 3535 Market Street GP, LLC	Delaware
HCP 3535 Market Street, LP	Delaware
HCP 600 Broadway MOB, LLC	Delaware
HCP 833 Chestnut, LLC	Delaware
HCP Abingdon AL, LLC	Virginia
HCP Abingdon AL, LP	Texas
HCP Acquisitions, LLC	Delaware
HCP Albuquerque NM OpCo, LLC	Delaware
HCP Altamonte Springs, LLC	Delaware
HCP Arlington VA OpCo, LLC	Delaware
HCP Arnold MOB, LLC	Delaware
HCP Asia Investments, LLC	Delaware
HCP Atrium MOB LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
HCP Aur1 California A Pack, LLC	Delaware
HCP Beaumont TX OpCo, LLC	Delaware
HCP Beckett Lake, LLC	Delaware
HCP Bellevue WA OpCo, LLC	Delaware
HCP Bethesda MD OpCo, LLC	Delaware
HCP Beverly Hills CA OpCo, LLC	Delaware
HCP Biotech Gateway Incorporated	Delaware
HCP Birmingham Portfolio, LLC	Delaware
HCP Boca Raton FL OpCo, LLC	Delaware
HCP Boynton Beach FL OpCo, LLC	Delaware
HCP Boynton Beach, LLC	Delaware
HCP Briargate MOB, LLC	Delaware
HCP Brofin Holdings, LLC	Delaware
HCP Brofin Properties, LLC	Delaware
HCP Brooklyn NY OpCo, LLC	Delaware
HCP BTC, LLC	Delaware
HCP Buford GA OpCo, LLC	Delaware
HCP Callan Road, LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
HCP Cambridgepark Drive Member LLC	Delaware
HCP Canton GA OpCo, LLC	Delaware
HCP Carrollwood, LLC	Delaware
HCP Cherry Hill NJ OpCo, LLC	Delaware
HCP Chino Hills, L.P.	Delaware
HCP Cincinnati OH OpCo, LLC	Delaware
HCP Clearlake OpCo, LLC	Delaware
HCP Clearwater, LLC	Delaware
HCP Coconut Creek FL OpCo, LLC	Delaware
HCP Columbia MD OpCo, LLC	Delaware
HCP Coosa MOB, LLC	Delaware
HCP Cresskill NJ OpCo, LLC	Delaware
HCP Crosswood II, Inc.	Delaware
HCP Crosswood, Inc.	Delaware
HCP CRS1 2801 Denton TX GP, LLC	Delaware
HCP CRS1 2801 Denton TX, LP	Delaware
HCP CRS1 Delphis Lead Lender Partner 1, Inc.	Delaware
HCP CRS1 Delphis Lead Lender Partner 2, Inc.	Delaware
HCP CRS1 Delphis Lead Lender, LP	Delaware
HCP CRS2 Cleveland OH GP, LLC	Delaware
HCP CRS2 Cleveland OH, LP	Delaware
HCP CRS2 Fresno CA GP, LLC	Delaware
HCP CRS2 Fresno CA, LP	Delaware
HCP CRS2 GP, LLC	Delaware
HCP CRS2 Keller - Wylie TX, LLC	Delaware
HCP CRS2 Ogden UT GP, LLC	Delaware
HCP CRS2 Ogden UT, LP	Delaware
HCP CRS2 Plano TX GP, LLC	Delaware
HCP CRS2 Plano TX, LP	Delaware
HCP CRS2, LP	Delaware
HCP CTE, L.P.	Delaware

Entity Name	Jurisdiction of Organization or Formation
HCP Cy-Fair, LLC	Delaware
HCP Cypress TX MOB, LLC	Delaware
HCP DAS Acquisition, LLC	Delaware
HCP DAS Brentwood CA GP, LLC	Delaware
HCP DAS Cypress TX GP, LLC	Delaware
HCP DAS Cypress TX, LP	Delaware
HCP DAS Evansville IN GP, LLC	Delaware
HCP DAS GP, LLC	Delaware
HCP DAS Jackson II MS GP, LLC	Delaware
HCP DAS Lancaster TX GP, LLC	Delaware
HCP DAS Lender GP, LLC	Delaware
HCP DAS Lender, LP	Delaware
HCP DAS Lexington KY GP, LLC	Delaware
HCP DAS Marion IL GP, LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
HCP DAS Nassau Bay TX GP, LLC	Delaware
HCP DAS Parker CO GP, LLC	Delaware
HCP DAS Pearland TX GP, LLC	Delaware
HCP DAS Pearland TX, LP	Delaware
HCP DAS Pipeline 1, LLC	Delaware
HCP DAS Scottsdale AZ GP, LLC	Delaware
HCP DAS Texarkana TX GP, LLC	Delaware
HCP DAS Towson MD GP, LLC	Delaware
HCP DAS Towson MD, LP	Delaware
HCP DAS, LP	Delaware
HCP Dayton OH OpCo, LLC	Delaware
HCP Delray Beach FL OpCo, LLC	Delaware
HCP Delray Beach, LLC	Delaware
HCP Des Peres MO OpCo, LLC	Delaware
HCP DR California II, LLC	Delaware
HCP DR California III HoldCo, LLC	Delaware
HCP DR California III, LLC	Delaware
HCP DR California, LLC	Delaware
HCP DR MCD, LLC	Delaware
HCP DSL Bradenton FL OpCo, LLC	Delaware
HCP DSL Fort Myers FL OpCo, LLC	Delaware
HCP DSL Fort Myers IL FL OpCo, LLC	Delaware
HCP DSL Melbourne FL OpCo, LLC	Delaware
HCP DSL Naples FL OpCo, LLC	Delaware
HCP DSL Palm Beach Gardens FL OpCo, LLC	Delaware
HCP DSL PropCo Castle Hills, LLC	Delaware
HCP DSL PropCo Fort Myers IL, LLC	Delaware
HCP DSL PropCo Fort Myers, LLC	Delaware
HCP DSL PropCo Melbourne, LLC	Delaware
HCP DSL PropCo Naples, LLC	Delaware
HCP DSL PropCo Palm Beach Gardens, LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
HCP DSL PropCo Sarasota Bay, LLC	Delaware
HCP DSL PropCo Sugarloaf, LLC	Delaware
HCP DSL PropCo Tampa Palms, LLC	Delaware
HCP DSL Suwanee GA OpCo, LLC	Delaware
HCP DSL Tampa FL OpCo, LLC	Delaware
HCP DSL TRS, LLC	Delaware
HCP Dunwoody GA OpCo, LLC	Delaware
HCP Eastgate LLC	Delaware
HCP Eby1 Davenport IA, LP	Delaware
HCP Eby1 GP, LLC	Delaware
HCP Eby1 Illinois GP, LLC	Delaware
HCP Eby1 Illinois, LP	Delaware
HCP Eby1 Iowa GP, LLC	Delaware
HCP Eby1 Marion IA, LP	Delaware

Entity Name	Jurisdiction of Organization or Formation
HCP Eby1, LP	Delaware
HCP Eby2 Portage MI, LLC	Delaware
HCP Eden Manager, LLC	Delaware
HCP Eden1 Gainesville FL, LLC	Delaware
HCP Eden1 Jacksonville FL, LLC	Delaware
HCP Eden1 Tallahassee FL, LLC	Delaware
HCP Eden2 A Pack, LLC	Delaware
HCP Eden2 B Pack, LLC	Delaware
HCP Eden2 GP, LLC	Delaware
HCP Eden2 North Carolina GP, LLC	Delaware
HCP Eden2 North Carolina, LP	Delaware
HCP Eden2, LP	Delaware
HCP Edmonds WA OpCo, LLC	Delaware
HCP EGP, Inc.	Delaware
HCP Emfin Properties, LLC	Delaware
HCP Emmons Ave NY OpCo, LLC	Delaware
HCP EMOH, LLC	Delaware
HCP ESL Fairborn OH OpCo, LLC	Delaware
HCP ESL Fairborn OH, LLC	Delaware
HCP ESL Fort Harrison IN OpCo, LLC	Delaware
HCP ESL Indiana, LLC	Delaware
HCP ESL Madison WI OpCo, LLC	Delaware
HCP ESL Portland OR OpCo, LLC	Delaware
HCP ESL West Lafayette IN OpCo, LLC	Delaware
HCP Estates USA Inc.	Delaware
HCP ETE, L.P.	Delaware
HCP Fallbrook TX OpCo, LLC	Delaware
HCP Falls Church VA OpCo, LLC	Delaware
HCP Fannin Medical Investors, LLC	Delaware
HCP Farmington Hills MI OpCo, LLC	Delaware
HCP Florham Park NJ OpCo, LLC	Delaware
HCP Forbes, LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
HCP Fortuna OpCo, LLC	Delaware
HCP Frederick MD OpCo, LLC	Delaware
HCP Friendswood, LLC	Delaware
HCP Fund Management, LLC	Delaware
HCP Fund, L.P.	Delaware
HCP FW TX OpCo, LLC	Delaware
HCP Gen Lender, LLC	Delaware
SH PropCo Germantown, LLC	Delaware
HCP Glastonbury CT OpCo, LLC	Delaware
HCP GP/Colorado, LLC	Delaware
HCP Gray Street MOB, LLC	Delaware
HCP Greensboro NC OpCo, LLC	Delaware
HCP Greenville SC MOB 1, LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
HCP Greenville SC MOB 2, LLC	Delaware
HCP Hazel Creek, LLC	Delaware
HCP HB2 Carrington-Cherry Hills, LLC	Delaware
HCP HB2 Emerald Bay Manor, LLC	Delaware
HCP HB2 Greenwich - East-West Bay - Olympia Fields, LLC	Delaware
HCP HB2 Heritage Palmeras, LLC	Delaware
HCP HB2 Herons Run, LLC	Delaware
HCP HB2 Manor - Pointe Newport Place, LLC	Delaware
HCP HB2 North Bay Manor, LLC	Delaware
HCP HB2 Park at Golf Mill, LLC	Delaware
SH PropCo Park at Vernon Hills, LLC	Delaware
HCP HB2 Pinecrest Place, LLC	Delaware
HCP HB2 Prosperity Oaks, LLC	Delaware
HCP HB2 Sakonnet Bay Manor, LLC	Delaware
HCP HB2 South Bay Manor, LLC	Delaware
HCP HB2 Waterside Retirement Estates, LLC	Delaware
SH PropCo Clear Lake, LLC	Delaware
SH PropCo First Colony, LLC	Delaware
HCP HB3 Spring Shadows Place, LLC	Delaware
SH PropCo Terrace Memorial City, LLC	Delaware
SH PropCo Terrace West, LLC	Delaware
HCP HB3 Willowbrook, LLC	Delaware
HCP Hoke, LLC	Virginia
HCP Hoke, LP	Texas
HCP Hyde Park TRS, LLC	Delaware
HCP Insurance TRS, LLC	Delaware
HCP Irvine CA OpCo, LLC	Delaware
HCP Irving, LLC	Delaware
HCP Jackson Central Investors, LLC	Delaware
HCP Jacksonville, LLC	Delaware
HCP Jona Dr VA OpCo, LLC	Delaware
HCP Kenmore WA OpCo, LLC	Delaware
HCP Kingwood Medical MOB, LLC	Delaware
HCP Kirkland, LLC	Delaware
HCP Lake Granbury Investors, LLC	Delaware
HCP Lakeview MOB, LLC	Delaware
HCP Lancaster MOB, LLC	Delaware
HCP Lantana FL OpCo, LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
HCP Lee AL, LLC	Virginia
HCP Lee AL, LP	Texas
HCP Leesburg VA OpCo, LLC	Delaware
HCP Lewisville TX OpCo, LLC	Delaware
HCP Life Science Assets TRS, LLC	Delaware
HCP Life Science Development, LLC	Delaware
Healthpeak Life Science Properties, Inc.	Delaware

REFINITIV

Entity Name	Jurisdiction of Organization or Formation
HCP Life Science REIT, Inc.	Maryland
HCP Life Science Services TRS, LLC	Delaware
HCP Life Science, TRS, LLC	Delaware
HCP Lilburn GA OpCo, LLC	Delaware
HCP Louisville KY OpCo, LLC	Delaware
HCP Louisville, Inc.	Delaware
HCP LS Brisbane, LLC	Delaware
HCP LS Carlsbad, LLC	Delaware
HCP LS Poway I, LLC	Delaware
HCP LS Poway II, LLC	Delaware
HCP LS Poway III, LLC	Delaware
HCP LS Redwood City, LLC	Delaware
HCP LSE Property Manager, LLC	Delaware
HCP MA1 GP, LLC	Delaware
HCP MA1, LP	Delaware
HCP MA2 California, LP	Delaware
HCP MA2 GP Holding, LLC	Delaware
HCP MA2 Massachusetts, LP	Delaware
HCP MA2 Ohio, LP	Delaware
HCP MA2 Oklahoma, LP	Delaware
HCP MA2, LP	Delaware
HCP MA3 A Pack GP, LLC	Delaware
HCP MA3 A Pack, LP	Delaware
HCP MA3 California, LP	Delaware
HCP MA3 GP Holding, LLC	Delaware
HCP MA3 Pennsylvania, LP	Delaware
HCP MA3 South Carolina, LP	Delaware
HCP MA3 Virginia, LP	Delaware
HCP MA3 Washington, LP	Delaware
HCP MA3, LP	Delaware
HCP MA4 Cleveland OH, LP	Delaware
HCP MA4 Columbia MD, LP	Delaware
HCP MA4 Dayton OH, LP	Delaware
HCP MA4 Dunwoody GA, LP	Delaware
HCP MA4 GP Cleveland OH, LLC	Delaware
HCP MA4 GP Columbia MD, LLC	Delaware
HCP MA4 GP Dayton OH, LLC	Delaware
HCP MA4 GP Dunwoody GA, LLC	Delaware
HCP MA4 GP Florham Park NJ, LLC	Delaware
HCP MA4 GP Florida Holding, LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
HCP MA4 GP Greensboro NC, LLC	Delaware
HCP MA4 GP Kansas City KS, LLC	Delaware
HCP MA4 GP Northville MI, LLC	Delaware
HCP MA4 GP Omaha NE, LLC	Delaware
HCP MA4 GP Rockville MD, LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
HCP MA4 GP St. Charles IL, LLC	Delaware
HCP MA4 GP West Orange NJ, LLC	Delaware
HCP MA4 GP Wheaton IL, LLC	Delaware
HCP MA4 GP, LLC	Delaware
HCP MA4 Greensboro NC, LP	Delaware
HCP MA4 Kansas City KS, LP	Delaware
HCP MA4 Northville MI, LP	Delaware
HCP MA4 Omaha NE, LP	Delaware
HCP MA4 Rockville MD, LP	Delaware
HCP MA4 St. Charles IL, LP	Delaware
HCP MA4 Tampa FL, LP	Delaware
HCP MA4 Wheaton IL, LP	Delaware
HCP MA4, LP	Delaware
HCP Macon, LLC	Virginia
HCP Macon, LP	Texas
HCP Madison NJ OpCo, LLC	Delaware
HCP Manahawkin NJ OpCo, LLC	Delaware
HCP MCD TRS, LLC	Delaware
HCP Medical Office Buildings Trust	Maryland
HCP Medical Office Buildings I, LLC	Delaware
HCP Medical Office Buildings II, LLC	Delaware
HCP Medical Office Buildings, LLC	Delaware
HCP Medical Office Portfolio, LLC	Delaware
HCP Mercer Island WA OpCo, LLC	Delaware
HCP Milton Medical Equity Investors, LLC	Delaware
HCP MOB Centerpoint LLC	Delaware
HCP MOB Evanston LLC	Delaware
HCP MOB Jordan Valley II LLC	Delaware
HCP MOB Jordan Valley LLC	Delaware
HCP MOB K.C. Imaging LLC	Delaware
HCP MOB Life Center LLC	Delaware
HCP MOB Lone Peak LLC	Delaware
HCP MOB Member, LLC	Delaware
HCP MOB Mesquite LLC	Delaware
HCP MOB Miami, LLC	Delaware
HCP MOB Property Manager, LLC	Delaware
HCP MOB Scottsdale LLC	Delaware
HCP MOB Texas, LLC	Delaware
Healthpeak Medical Office Properties, Inc.	Delaware
HCP Monterrey Holdings, LLC	Delaware
HCP Monterrey, LLC	Delaware
HCP Mooresville NC OpCo, LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
HCP MOP 1110 Irving TX, LP	Delaware
HCP MOP 1411 Aurora CO GP, LLC	Delaware
HCP MOP 1411 Aurora CO, LP	Delaware

Entity Name	Jurisdiction of Organization or Formation
HCP MOP 1421 Aurora CO GP, LLC	Delaware
HCP MOP 1421 Aurora CO, LP	Delaware
HCP MOP 7200 Irving TX, LP	Delaware
HCP MOP A Pack GP, LLC	Delaware
HCP MOP California, LP	Delaware
HCP MOP Columbia MD GP, LLC	Delaware
HCP MOP Columbia MD, LP	Delaware
HCP MOP Denver CO GP, LLC	Delaware
HCP MOP Denver CO, LP	Delaware
HCP MOP Fairfax VA, LP	Delaware
HCP MOP GP, LLC	Delaware
HCP MOP Houston TX, LLC	Delaware
HCP MOP Member, LLC	Delaware
HCP MOP, LP	Delaware
HCP Mount Vernon IL OpCo, LLC	Delaware
HCP Mount Vernon IL, LLC	Delaware
HCP NE Retail, LLC	Delaware
HCP NE Tower, LLC	Delaware
HCP Oak Park, LLC	Delaware
HCP Ocoee, LLC	Delaware
HCP Ogden MOB, LLC	Delaware
SH OpCo Olney, LLC	Delaware
HCP Omaha NE OpCo, LLC	Delaware
HCP Orange NJ OpCo, LLC	Delaware
HCP Otay Ranch TRS, LLC	Delaware
HCP Oviedo, LLC	Delaware
HCP Owasso MOB, LLC	Delaware
HCP Oyster Point III LLC	Delaware
HCP Palm Springs OpCo, LLC	Delaware
HCP Partners, LP	Delaware
HCP PC1 Brentwood TN, LLC	Delaware
HCP PC1 Buckhead GA, LLC	Delaware
HCP PC1 Friendship Heights MD, LLC	Delaware
HCP PC1 Naples FL, LLC	Delaware
HCP PC1 New Jersey, LLC	Delaware
HCP PC1 North Carolina, LLC	Delaware
HCP PC1 Stamford CT, LLC	Delaware
HCP PC1 Venice FL, LLC	Delaware
HCP PC2, LLC	Delaware
HCP Pearland TX MOB, LLC	Delaware
HCP Periferico 4338 Holdings, LLC	Delaware
HCP Periferico 4338, LLC	Delaware
HCP Pinellas Park, LLC	Delaware
HCP Pleasant, LLC	Delaware
HCP Plymouth MA OpCo, LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
HCP Pleasant, LLC	Delaware
HCP Plymouth MA OpCo, LLC	Delaware
HCP Plymouth Township MI OpCo, LLC	Delaware
HCP Point Eden Incorporated	Delaware
HCP Port Orange FL OpCo, LLC	Delaware
HCP Port Orange, LLC	Delaware
HCP Prairie Village KS OpCo, LLC	Delaware
HCP Queen City, LLC	Virginia
HCP Queen City, LP	Texas
HCP Raleigh NC OpCo, LLC	Delaware
HCP Remington Oaks MOB, L.P.	Delaware
HCP Richmond Heights MO OpCo, LLC	Delaware
HCP RP1-VB, LLC	Delaware
HCP RSF Portfolio GP, LLC	Texas
HCP RSF Portfolio, LLC	Delaware
HCP Rural Retreat, LLC	Virginia
HCP Rural Retreat, LP	Texas
HCP Saddle River NJ OpCo, LLC	Delaware
HCP San Antonio TX MOB, LLC	Delaware
HCP Santa Rosa CA OpCo, LLC	Delaware
HCP Senior Housing Properties, Trust	Delaware
HCP Senior Housing Properties, LLC	Delaware
HCP S-H 2014 Member, LLC	Delaware
HCP S-H 2015 Member, Inc.	Delaware
HCP S-H 2015 OpCo TRS, LLC	Delaware
HCP S-H ASL OpCo, LLC	Delaware
HCP S-H CA OpCo, LLC	Delaware
HCP SH California, LLC	Delaware
HCP S-H DSL OpCo HoldCo, LLC	Delaware
HCP SH Eldorado Heights, LLC	Delaware
HCP SH ELP1 Properties, LLC	Delaware
HCP SH ELP2 Properties, LLC	Delaware
HCP SH ELP3 Properties, LLC	Delaware
HCP S-H ESL OpCo, LLC	Delaware
HCP S-H FM OpCo, LLC	Delaware
HCP SH Hermiston Terrace, LLC	Delaware
HCP SH Lassen House, LLC	Delaware
HCP S-H LCS OpCo, LLC	Delaware
HCP SH Mountain Laurel, LLC	Delaware
HCP SH Mountain View, LLC	Delaware
HCP S-H MRE/HCP OpCo Member, LLC	Delaware
HCP S-H MRE/HCP PropCo Member, LLC	Delaware
HCP S-H OpCo TRS, LLC	Delaware
SH PropCo Olney, LLC	Delaware
HCP SH River Road, LLC	Delaware
HCP SH River Valley Landing, LLC	Delaware
HCP SH Sellwood Landing, LLC	Delaware
HCP S-H SHC OpCo, LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
HCP S-H SHC OpCo, LLC	Delaware
HCP S-H Sunrise OpCo HoldCo, LLC	Delaware
HCP SH Windfield Village, LLC	Delaware
HCP Shore, LLC	Delaware
HCP Shorehaven MI OpCo, LLC	Delaware
HCP SLB Florida, LLC	Delaware
HCP Slidell Land TRS, LLC	Delaware
HCP South Buford GA OpCo, LLC	Delaware
HCP Southwest MOB, LLC	Delaware
HCP Springs MOB Louisville, LLC	Delaware
HCP Springtree, LLC	Delaware
HCP SSF, LLC	Delaware
HCP St Charles IL OpCo, LLC	Delaware
HCP St. Augustine, LLC	Delaware
HCP ST1 Colorado GP, LLC	Delaware
HCP ST1 Colorado, LP	Delaware
HCP Sterling VA OpCo, LLC	Delaware
HCP Stone Oak MOB, L.P.	Delaware
HCP SU TRS Corp.	Delaware
HCP Sun1 Beverly Hills CA, LLC	Delaware
HCP Sun1 Edmonds WA, LLC	Delaware
HCP Sun1 GP, LLC	Delaware
HCP Sun1 Lilburn GA, LLC	Delaware
HCP Sun1, LP	Delaware
HCP Sun2 Des Peres MO, LLC	Delaware
HCP Sun2 Richmond Heights MO, LLC	Delaware
HCP Sun2 Wilmette IL, LLC	Delaware
HCP Sunrise FL OpCo, LLC	Delaware
HCP Tampa FL MOB, LLC	Delaware
HCP Tampa FL OpCo, LLC	Delaware
HCP Tesson, LLC	Delaware
HCP Torrey Pines LLC	Delaware
HCP Torreyana, LLC	Delaware
HCP Torrington CT OpCo, LLC	Delaware
HCP TPSP, LLC	Delaware
HCP TRS LF Lender, LLC	Delaware
HCP TRS, Inc.	Delaware
HCP UK Investments Holdings, LLC	Delaware
HCP UK Lender, LP	Delaware
HCP University Center East LLC	Delaware
HCP University Center West LLC	Delaware
HCP Ventures II Member, LLC	Delaware
HCP Ventures II Partner, LLC	Delaware
HCP Ventures II TRS, LLC	Delaware
HCP Ventures III, LLC	Delaware
HCP Ventures IV Member, LLC	Delaware
HCP Ventures IV, LLC	Delaware
HCP Ventures V Member, LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
HCP Ventures IV Member, LLC	Delaware
HCP Ventures IV, LLC	Delaware
HCP Ventures V Member, LLC	Delaware
HCP Ventures V TRS, LLC	Delaware
HCP Ventures V, LLC	Delaware
HCP Ventures VII, LLC	Delaware
HCP Ventures VIII, LLC	Delaware
HCP Veranda, LLC	Delaware
SH PropCo Vintage Park AL, LLC	Delaware
HCP Vintage Park II TRS, LLC	Delaware
HCP Voorhees Township NJ OpCo, LLC	Delaware
HCP VPI Sorrento II, LLC	Delaware
HCP Waldwick TRS, LLC	Delaware
HCP Wekiwa Springs, LLC	Delaware
HCP Westgate1 Auburn Hills MI, LLC	Delaware
HCP Westgate1 Sterling Heights MI, LLC	Delaware
HCP Westlake OH OpCo, LLC	Delaware
HCP Westminster MD OpCo, LLC	Delaware
HCP Wheaton IL OpCo, LLC	Delaware
HCP Wilmette IL OpCo, LLC	Delaware
HCP Wilson Blvd VA OpCo, LLC	Delaware
HCP Woodbridge, LLC	Delaware
HCP Woodlands TX MOB, LLC	Delaware
HCP Woodside TX OpCo, LLC	Delaware
HCP Youngstown OH OpCo, LLC	Delaware
HCP Yreka OpCo, LLC	Delaware
Healthpeak Properties, Inc.	Maryland
HCP/KING 101 CPD LLC	Delaware
LS 75 Hayden, LLC	Delaware
HCP/KING 87 CPD LLC	Delaware
HCP/King Hayden Campus LLC	Delaware
HCP/LFREP Carmichael Owner, LLC	Delaware
HCP/LFREP Durham Lab, LLC	Delaware
HCP/LFREP Durham, LLC	Delaware
HCP/LFREP Ventures I, LLC	Delaware
HCP/LFREP Ventures II, LLC	Delaware
HCP/LS 2011 REIT LLC	Delaware
HCPI Mortgage Corp.	Delaware
HCPI Trust	Maryland
HCPI/Colorado Springs Limited Partnership	Delaware
HCPI/Kansas Limited Partnership	Delaware
HCPI/Little Rock Limited Partnership	Delaware
HCPI/San Antonio Limited Partnership	Delaware
HCPI/Sorrento, LLC	Delaware
HCPI/Stansbury, LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
HCPI/Tennessee, LLC	Delaware
HCPI/Utah II, LLC	Delaware
HCPI/Utah, LLC	Delaware
HCPI/Wesley, LLC	Delaware
HCP-Pointe Grand, Incorporated	Delaware
HCP-Torrey Pines I, Inc.	Delaware
HCP-Torrey Pines Science Center, Inc.	Delaware
Health Care Investors III	California

J.F.K. MEDICAL CENTRE CONDOMINIUM ASSOCIATION, INC.	Florida

Entity Name	**Jurisdiction of Organization or Formation**
Healthpeak - GP/National LLC	Delaware
Healthpeak Crosswood II, LLC	Delaware
Healthpeak Crosswood, LLC	Delaware
Healthpeak CRS1 Delphis Lead Lender Partner 1, LLC	Delaware
Healthpeak CRS1 Delphis Lead Lender Partner 2, LLC	Delaware
Healthpeak Life Science Properties, Inc.	Delaware
Healthpeak LLC	Delaware
Healthpeak Louisville, LLC	Delaware
Healthpeak Medical Office Properties, LLC	Delaware
Healthpeak Merger Sub, Inc.	Maryland
Healthpeak MOB (DE), LLC	Delaware
Healthpeak Mortgage LLC	Delaware
Healthpeak Partners GP, LLC	Delaware
Healthpeak Properties TRS, LLC	Delaware
Healthpeak Properties, Inc.	Maryland
Healthpeak Properties, LLC	Delaware
Healthpeak Senior Housing Properties LLC	Delaware
Healthpeak S-H 2015 Member, LLC	Delaware
Healthpeak SU TRS LLC	Delaware
Healthpeak TRS, LLC	Delaware
Jackson HCP, LLC	Delaware
Jackson II MOB Owners LLC	Delaware
Lake Seminole Square, LLC	Delaware
Lakeview Regional MOB, LLC	Delaware
Lancaster Medical Equity Investors, Ltd.	Texas
Lancaster MOB East and West Partners, Ltd.	Texas
Lansdowne MOB, LLC	Delaware
LASDK Limited Partnership	Delaware
Laurel Terrace MOB, LLC	Delaware
Lee AL Investors, LLC	Virginia
Lee's Summit MOB, LLC	Delaware
Lexington Equity Investors, Ltd.	Florida
Lexington MOB Partners, Ltd.	Florida
Lockport Crossings MOB, LLC	Delaware
LS 100 CDP Member, LLC	Delaware
LS 200 CDP, LLC	Delaware
LS 400/500 CDP, LLC	Delaware
LS 725 Concord, LLC	Delaware
LS 75 Hayden TRS, LLC	Delaware
LS 75 Hayden, LLC	Delaware
LS Alewife I, LLC	Delaware
LS Alewife II, LLC	Delaware
LS Alewife III, LLC	Delaware
LS Alewife IV, LLC	Delaware
LS Alewife IX, LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
LS Alewife V, LLC	Delaware
LS Alewife VI, LLC	Delaware
LS Alewife VII, LLC	Delaware
LS Alewife VIII, LLC	Delaware
LS Alewife X, LLC	Delaware
LS King Hartwell Innovation Campus, LLC	Delaware
LS King Hartwell Investor Member, LLC	Delaware
LS King Hartwell TRS, LLC	Delaware
LS Lusk Land, LLC	Delaware
LS MA Holdco, LLC	Delaware
LS MA Services TRS, LLC	Delaware
LS Needham Holdco TRS, LLC	Delaware
LS Needham Member, LLC	Delaware
LS The Post, LLC	Delaware
LS Vista Sorrento I, LLC	Delaware
LS Vista Sorrento II, LLC	Delaware
Mariner Point Special SPE LLC	Delaware
Marion Medical Equity Investors Corporation LLC	Florida Delaware
Marion Medical Investors, L.P.	Illinois
Marion MOB Partners, L.P.	Illinois
MCD Cldous Fields, LLC	Delaware
McDowell Mountain Medical Investors, Ltd.	Florida
McKinney HCP GP, LLC	Delaware
McKinney HCP, L.P.	Delaware
McKinney MOB, LLC	Delaware
Meadowdome, LLC	Maryland
Medcap HCPI Development, LLC	Delaware
MedCap Holding II, LLC	Delaware
MedCap Holding III, LLC	Delaware
MedCap Holding IV, LLC	Delaware
MedCap Properties I, LLC	Delaware
Medcap Properties II, LLC	Delaware
Medcap Properties, LLC	Delaware
Medical Office Buildings of Alaska, LLC	Delaware
Medical Office Buildings of California Goodsam, LLC	Delaware
Medical Office Buildings of California, LLC	Delaware
Medical Office Buildings of Colorado II, LLC	Delaware
Medical Office Buildings of Colorado III, LLC	Delaware
Medical Office Buildings of Colorado, LLC	Delaware
Medical Office Buildings of Florida, LLC	Delaware
Medical Office Buildings of Nevada, LLC	Delaware
Medical Office Buildings of Nevada-Southern Hills, LLC	Delaware
Medical Office Buildings of Osceola, LLC	Delaware
Medical Office Buildings of Plano, L.P.	Delaware
Medical Office Buildings of Plantation, LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
Medical Office Buildings of Plantation, LLC	Delaware
Medical Office Buildings of Reston, LLC	Delaware
Medical Office Buildings of Tennessee, LLC	Delaware
Medical Office Buildings of Texas City, L.P.	Delaware
Medical Office Buildings of Texas, L.P.	Delaware
Medical Office Buildings of Utah, LLC	Delaware
Medical Plaza Condominium Association Meridan Fund, LLC	Texas Delaware
Meridan Fund, Meridian Care Group MOB, LLC	Delaware
MHI Investments, LLC	North Carolina
Michigan Road MOB, LLC	Delaware
Mission Springs AL, LLC	Delaware
MOB 1 of California, LLC	Delaware
MOB 10 of Florida, LLC	Delaware
MOB 101 of Texas, L.P.	Delaware
MOB 103 of Texas, L.P.	Delaware
MOB 105 of Texas, L.P.	Delaware
MOB 11 of Florida, LLC	Delaware
MOB 111 of Texas, L.P.	Delaware
MOB 122 of Texas, L.P.	Delaware
MOB 124 of Texas, L.P.	Delaware
MOB 13 of Florida, LLC	Delaware
MOB 132 of Alaska, LLC	Delaware
MOB 135 of Florida, LLC	Delaware
MOB 139 of Texas, L.P.	Delaware
MOB 14 of Florida, LLC	Delaware
MOB 147 of Tennessee, LLC	Delaware
MOB 17 of Florida, LLC	Delaware
MOB 2 of Florida, LLC	Delaware
MOB 3 of Florida, LLC	Delaware
MOB 46 of Nevada, LLC	Delaware
MOB 47 of Nevada, LLC	Delaware
MOB 48/49 of Nevada, LLC	Delaware
MOB 50 of Nevada, LLC	Delaware
MOB 59 of Tennessee, LLC	Delaware
MOB 65 of Tennessee, LLC	Delaware
MOB 66 of Tennessee, LLC	Delaware
MOB 68 of Tennessee, LLC	Delaware
MOB 69 of Tennessee, LLC	Delaware
MOB 70 of Tennessee, LLC	Delaware
MOB 71 of Tennessee, LLC	Delaware
MOB 72 of Tennessee, LLC	Delaware
MOB 74 of Tennessee, LLC	Delaware
MOB 75 of Tennessee, LLC	Delaware
MOB 77 of Texas, L.P.	Delaware
MOB 82/85/86 of Texas, L.P.	Delaware
MOB 83 of Texas, L.P.	Delaware

Entity Name	Jurisdiction of Organization or Formation
MOB 87 of Texas, L.P.	Delaware
MOB 88 of Texas, L.P.	Delaware
MOB 90 of Texas, L.P.	Delaware
MOB 93 of Texas, L.P.	Delaware
MOB 97 of Texas, L.P.	Delaware
MOB Colonial Building, LLC	Delaware
MOB GP Las Colinas II, LLC	Delaware
MOB Las Colinas II, L.P.	Delaware
MOB of Denver 1, LLC	Delaware
MOB of Denver 2, LLC	Delaware
MOB of Denver 3, LLC	Delaware
MOB of Denver 4, LLC	Delaware
MOB of Denver 5, LLC	Delaware
MOB of Denver 6, LLC	Delaware
MOB of Denver 7, LLC	Delaware
MOB Sky Ridge 1 of Colorado, LLC	Delaware
MOB Special Member, Inc.	Delaware
MOB Texas City 1 of Texas, L.P.	Delaware
MOB/Bay-1 of Florida, LLC	Delaware
MOB/GP 101 of Texas, LLC	Delaware
MOB/GP 103 of Texas, LLC	Delaware
MOB/GP 105 of Texas, LLC	Delaware
MOB/GP 111 of Texas, LLC	Delaware
MOB/GP 122 of Texas, LLC	Delaware
MOB/GP 124 of Texas, LLC	Delaware
MOB/GP 139 of Texas, LLC	Delaware
MOB/GP 77 of Texas, LLC	Delaware
MOB/GP 82/85/86 of Texas, LLC	Delaware
MOB/GP 83 of Texas, LLC	Delaware
MOB/GP 87 of Texas, LLC	Delaware
MOB/GP 88 of Texas, LLC	Delaware
MOB/GP 90 of Texas, LLC	Delaware
MOB/GP 93 of Texas, LLC	Delaware
MOB/GP 97 of Texas, LLC	Delaware
MOB/GP of Plano, LLC	Delaware
MOB/GP of Texas City, LLC	Delaware
MOB/GP of Texas, LLC	Delaware
MOB/GP Texas City 1 of Texas, LLC	Delaware
MOB/GP-West Houston, LLC	Delaware
MOB/LP of Plano, LLC	Delaware
MOB/LP of Texas City, LLC	Delaware
MOB/LP of Texas, LLC	Delaware
MOB/LP Texas Holding, LLC	Delaware
MOB-West Houston, L.P.	Delaware
O. M. P. II Condominium Association, Inc.	Florida
Oak Hill Mooresville MOB, LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
Oak Plaza Condominium Association, Inc.	Florida
Oakmont of Camarillo OpCo, Morristown MOB I, LLC	Delaware
SH OpCo Chino Hills, Morristown MOB II, LLC	Delaware
SH PropCo Concord, LLC	California
SH OpCo Concord, Morristown MOB III, LLC	Delaware
SH OpCo Escondido Hills, Morristown MOB IV, LLC	Delaware
SH PropCo Fair Oaks, Needham Developers, LLC	California
SH OpCo Fair Oaks, New Healthpeak, Inc.	Maryland
NWSC MOB, LLC	Delaware
SH PropCo Huntington Beach, LLC	California
SH OpCo Huntington Beach, LLC	Delaware
SH PropCo Mariner Point, LLC	California
SH OpCo Mariner Point, LLC	Delaware
Oakmont of Montecito OpCo, LLC	Delaware
Oakmont of Riverpark OpCo, LLC	Delaware
Oakmont of Fort Apache Road OpCo, LLC	Delaware
Oakmont of Redding OpCo, LLC	Delaware
SH OpCo Roseville, LLC	Delaware
SH PropCo San Jose, LLC	California
Oakmont of San Jose OpCo, LLC	Delaware
SH PropCo Santa Clarita, LLC	California
SH OpCo Santa Clarita, LLC	Delaware
SH PropCo Valencia, LLC	California
SH OpCo Valencia, LLC	Delaware
SH PropCo Whittier, LLC	California
SH OpCo Whittier, Oak Hill MOB, LLC	Delaware
Ocean Acquisition 1, Inc. LLC	Maryland
Ocean Acquisition 2, LLC	Florida
Ocean Acquisition 3, LLC	Delaware
Ocean TRS, Inc. LLC	Delaware
Old Henry Healthcare I, LLC	Kentucky
Omaha MOB Investors LLC	Florida
Omaha MOB Manager LLC	Delaware
Omaha MOB Owners LLC	Delaware
Orange Park MOB, LLC	Delaware
Overland Park MOB, LLC	Delaware
Pace MOB, LLC	Alabama
Pacific Acquisitions 2019, LLC	Delaware
Parker MOB Owners LLC	Delaware
Parkway Medical Tower Condominium Unit Owners Association	Virginia
Pikesville Assisted Living, LLC	Maryland
Queen City Health Investors, LLC	North Carolina
Remington Place Owner's Association	Texas
River Oaks MOB Owners PG I 169 Harbor, LLC	Delaware
Robin Run Garden Homes, PG II 230 East Grand, LLC	Delaware
Sacred Heart Ambulatory Center Condominium Owner's Association, inc.	Florida
San Jose Special SPE PG III 250 East Grand, LLC	Delaware
Santa Rosa PG Interim JV, LLC	Delaware

PG IV 256 East Grand, LLC	Delaware
PG JV I, PropCo LLC	Delaware
PG JV II, LLC	Delaware
PG JV III, LLC	Delaware
PG JV IV, LLC	Delaware
PG JV V, LLC	Delaware
PG JV VI, LLC	Delaware
PG JV VII, LLC	Delaware
PG JV VIII, LLC	Delaware
PG REIT I, LLC	Delaware
PG REIT II, LLC	Delaware
PG REIT III, LLC	Delaware
PG REIT IV, LLC	Delaware
PG REIT V, LLC	Delaware
PG REIT VI, LLC	Delaware
PG REIT VII, LLC	Delaware
PG REIT VIII, LLC	Delaware
PG V 260 East Grand, LLC	Delaware
PG VI 270 East Grand, LLC	Delaware
PG VII 280 East Grand, LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
PG VIII 170 Harbor Way, LLC	Delaware
PG VIII 210-220 East Grand, LLC	Delaware
PG VIII 240 East Grand, LLC	Delaware
Pikesville Assisted Living, LLC	Maryland
Pinnacle at RidgeGate MOB, LLC	Delaware
Professional Center II MOB, LLC	Delaware
Queen City Health Investors, LLC	North Carolina
Raulerson MOB, LLC	Delaware
Research MOB, LLC	Delaware
River Oaks MOB Owners LLC	Delaware
Robin Run Garden Homes, LLC	Delaware
San Jose Special SPE LLC	Delaware
Santa Rosa I PropCo LLC	Delaware
Savannah MOB, LLC	Delaware
Scripture MOB, LLC	Delaware
S-H 2014 OpCo TRS, Inc.	Delaware
SH 2019 OpCo HoldCo I, LLC	Delaware
SH 2019 OpCo HoldCo II, LLC	Delaware
SH 2019 OpCo HoldCo III, LLC	Delaware
SH 2019 OpCo TRS I, LLC	Delaware
SH 2019 OpCo TRS II, LLC	Delaware
SH 2019 OpCo TRS III, LLC	Delaware
SH 2019 REIT I, LLC	Delaware
SH 2019 REIT II, LLC	Delaware
SH 2019 REIT III, LLC	Delaware
SH 2019 Ventures, LLC	Delaware
SH CSU OpCo HoldCo, LLC	Delaware
SH DR California IV HoldCo, LLC	Delaware
SH DR California IV, LLC	Delaware
SH DR V HoldCo, LLC	Delaware
SH DR V, LLC	Delaware
S-H DSL Investor, LLC	Delaware
SH DSL OpCo HoldCo, LLC	Delaware
S-H HCP/DSL Member, LLC	Delaware
S-H HCP/DSL Ventures, LLC	Delaware
S-H HCP/LCB OpCo Member, LLC	Delaware
S-H HCP/LCB OpCo Ventures, LLC	Delaware
S-H HCP/LCB PropCo Member, LLC	Delaware
S-H HCP/LCB PropCo Ventures, LLC	Delaware
S-H HCP/LCB Properties, LLC	Delaware
S-H Mid-Atlantic Master Tenant, LLC	Delaware
S-H Mid-Atlantic OpCo - Ellicott City, LLC	Delaware
S-H Mid-Atlantic OpCo - Friendship, LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
S-H Mid-Atlantic OpCo - Laurel, LLC	Delaware
S-H Mid-Atlantic OpCo - Leesburg, LLC	Delaware
S-H Mid-Atlantic OpCo - Satyr Hill, LLC	Delaware
S-H Mid-Atlantic OpCo - Spotsylvania, LLC	Delaware
S-H Mid-Atlantic OpCo - St. Charles, LLC	Delaware
S-H Mid-Atlantic OpCo, LLC	Delaware
S-H Mid-Atlantic OpCo - Spotsylvania, LLC	Delaware
S-H Mid-Atlantic PropCo - Ellicott City, LLC	Delaware
S-H Mid-Atlantic PropCo - Friendship, LLC	Delaware
S-H Mid-Atlantic PropCo - Laurel, LLC	Delaware
S-H Mid-Atlantic PropCo - Leesburg, LLC	Delaware
S-H Mid-Atlantic PropCo - Satyr Hill, LLC	Delaware
S-H Mid-Atlantic PropCo - Spotsylvania, LLC	Delaware
S-H Mid-Atlantic PropCo - St. Charles, LLC	Delaware
S-H Mid-Atlantic PropCo, LLC	Delaware
S-H MRE/HCP PropCo Ventures II LLC	Delaware
SH Northridge CA OpCo, LLC	Delaware
SH OpCo Abilene, LLC	Delaware
SH OpCo Burleson, LLC	Delaware
S-H OpCo Carrington Pointe, LLC	Delaware
S-H OpCo Cherry Hills, LLC	Delaware
SH OpCo Chesapeake Place, LLC	Delaware
SH OpCo Chino Hills, LLC	Delaware
S-H OpCo Clear Lake, LLC	Delaware
SH OpCo Concord, LLC	Delaware
S-H OpCo Copperfield Village, LLC	Delaware
SH OpCo Crescent Point, LLC	Delaware
SH OpCo Crosswood Oaks, LLC	Delaware
S-H OpCo East Bay Manor, LLC	Delaware
SH OpCo Escondido Hills, LLC	Delaware
SH OpCo Fair Oaks, LLC	Delaware
S-H OpCo First Colony, LLC	Delaware
S-H OpCo Galleria, LLC	Delaware
S-H OpCo Germantown, LLC	Delaware
SH OpCo Good Place, LLC	Delaware
S-H OpCo Greenwich Bay Manor, LLC	Delaware
S-H OpCo Heritage Palmeras, LLC	Delaware
S-H OpCo Herons Run, LLC	Delaware
SH OpCo Huntington Beach, LLC	Delaware
S-H OpCo Manor at Newport Place, LLC	Delaware
SH OpCo Mariner Point, LLC	Delaware
SH OpCo Meadow Lakes, LLC	Delaware
SH OpCo Montecito, LLC	Delaware
SH OpCo Olney, LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
S-H OpCo Olympia Fields, LLC	Delaware
S-H OpCo Park at Golf Mill, LLC	Delaware
S-H OpCo Park at Vernon Hills, LLC	Delaware
S-H OpCo Pecan Park, LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
S-H OpCo Pinecrest Place, LLC	Delaware
S-H OpCo Pointe at Newport Place, LLC	Delaware
S-H OpCo Prosperity Oaks, LLC	Delaware
SH OpCo Roseville, LLC	Delaware
SH OpCo San Jose, LLC	Delaware
SH OpCo Santa Clarita, LLC	Delaware
S-H OpCo Shavano Park, LLC	Delaware
S-H OpCo Spring Shadows Place, LLC	Delaware
S-H OpCo Terrace Memorial City, LLC	Delaware
S-H OpCo Terrace West, LLC	Delaware
SH OpCo Tesson Heights, LLC	Delaware
SH OpCo The Fairfax, LLC	Delaware
SH OpCo The Quadrangle, LLC	Delaware
S-H OpCo Twenty-One TRS, Inc.	Delaware
SH OpCo Valencia, LLC	Delaware
SH OpCo Veranda Club, LLC	Delaware
S-H OpCo Victoria, LLC	Delaware
S-H OpCo Vintage Park AL, LLC	Delaware
SH OpCo Vintage Park II, LLC	Delaware
S-H OpCo Waterside Retirement Estates, LLC	Delaware
SH OpCo Waxahachie, LLC	Delaware
S-H OpCo West Bay Manor, LLC	Delaware
SH OpCo Whittier, LLC	Delaware
S-H OpCo Willowbrook, LLC	Delaware
S-H OSL OpCo HoldCo, LLC	Delaware
S-H Otay Ranch OpCo Ventures, LLC	Delaware
S-H Otay Ranch OpCo, LLC	Delaware
S-H Otay Ranch PropCo Ventures, LLC	Delaware
SH PropCo Clear Lake, LLC	Delaware
SH PropCo Concord, LLC	California
SH PropCo Fair Oaks, LLC	California
SH PropCo First Colony, LLC	Delaware
SH PropCo Galleria, LLC	Delaware
SH PropCo Germantown, LLC	Delaware
SH PropCo Huntington Beach, LLC	California
SH PropCo Mariner Point, LLC	California
SH PropCo Olney II, LLC	Delaware
SH PropCo Olney, LLC	Delaware
SH PropCo Park at Vernon Hills, LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
SH PropCo Pecan Park, LLC	Delaware
SH PropCo San Jose, LLC	California
SH PropCo Santa Clarita, LLC	California
SH PropCo Terrace Memorial City, LLC	Delaware
SH PropCo Terrace West, LLC	Delaware
SH PropCo Valencia, LLC	California
SH PropCo Vintage Park AL, LLC	Delaware
SH PropCo Whittier, LLC	California
S-H Santa Rosa OpCo LLC	Delaware
S-H Thirty-Five MOB Properties, LLC	Delaware
S-H Thirty-Five OpCo - Altamonte Springs, LLC	Delaware
S-H Thirty-Five OpCo - Amber Park, LLC	Delaware
S-H Thirty-Five OpCo - Arvada Meridian, LLC	Delaware
S-H Thirty-Five OpCo - Bella Vita, LLC	Delaware
S-H Thirty-Five OpCo - Boulder Meridian, LLC	Delaware
S-H Thirty-Five OpCo - Clearwater, LLC	Delaware
S-H Thirty-Five OpCo - Englewood Meridian, LLC	Delaware
S-H Thirty-Five OpCo - Gayton Terrace, LLC	Delaware
S-H Thirty-Five OpCo - Graham, LLC	Delaware
S-H Thirty-Five OpCo - Grand Prairie, LLC	Delaware
S-H Thirty-Five OpCo - Lake Orienta, LLC	Delaware
S-H Thirty-Five OpCo - Lake Worth, LLC	Delaware
S-H Thirty-Five OpCo - Lakewood Meridian, LLC	Delaware
S-H Thirty-Five OpCo - Lowry, LLC	Delaware
S-H Thirty-Five OpCo - Lutz, LLC	Delaware
S-H Thirty-Five OpCo - North Richland Hills, LLC	Delaware
S-H Thirty-Five OpCo - Operator, LLC	Delaware
S-H Thirty-Five OpCo - Orange City, LLC	Delaware
S-H Thirty-Five OpCo - Parkview, LLC	Delaware
S-H Thirty-Five OpCo - Pocasset, LLC	Delaware
S-H Thirty-Five Opco - Port St. Lucie, LLC	Delaware
S-H Thirty-Five OpCo - Round Rock, LLC	Delaware
S-H Thirty-Five OpCo - San Antonio, LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
S-H Thirty-Five OpCo - San Marcos, LLC	Delaware
S-H Thirty-Five OpCo - Sarasota LLC	Delaware
S-H Thirty-Five OpCo - Tamarac Acquisition, LLC	Delaware
S-H Thirty-Five OpCo - Tamarac, LLC	Delaware
S-H Thirty-Five OpCo - Temple Meridian, LLC	Delaware
S-H Thirty-Five OpCo - Treemont, LLC	Delaware
S-H Thirty-Five OpCo - Vero Beach, LLC	Delaware
S-H Thirty-Five OpCo - Waterford, LLC	Delaware
S-H Thirty-Five OpCo - Westland Meridian, LLC	Delaware
S-H Thirty-Five OpCo - Wichita Falls, LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
S-H Thirty-Five OpCo - Willowwood, LLC	Delaware
S-H Thirty-Five OpCo Ventures, LLC	Delaware
S-H Thirty-Five PropCo - Altamonte Springs, LLC	Delaware
S-H Thirty-Five PropCo - Amber Park, LLC	Delaware
S-H Thirty-Five PropCo - Arvada Meridian, LLC	Delaware
S-H Thirty-Five PropCo - Bella Vita, LLC	Delaware
S-H Thirty-Five PropCo - Boulder Meridian, LLC	Delaware
S-H Thirty-Five PropCo - Englewood Meridian, LLC	Delaware
S-H Thirty-Five PropCo - Gayton Terrace, LLC	Delaware
S-H Thirty-Five PropCo - Graham, LLC	Washington
S-H Thirty-Five PropCo - Grand Prairie, LLC	Washington
S-H Thirty-Five Propco - Ground Tenant, LLC	Delaware
S-H Thirty-Five PropCo - Lake Worth, LLC	Delaware
S-H Thirty-Five PropCo - Lakewood Meridian, LLC	Delaware
S-H Thirty-Five PropCo - Lowry, LLC	Delaware
S-H Thirty-Five PropCo - Lutz, LLC	Delaware
S-H Thirty-Five PropCo - North Richland Hills 1, LLC	Washington
S-H Thirty-Five PropCo - North Richland Hills 2, LLC	Washington
S-H Thirty-Five PropCo - Orange City, LLC	Florida
S-H Thirty-Five PropCo - Parkview, LLC	Delaware
S-H Thirty-Five PropCo - Pocasset, LLC	Delaware
S-H Thirty-Five PropCo - Port St. Lucie, LLC	Delaware
S-H Thirty-Five PropCo - Round Rock, LLC	Washington
S-H Thirty-Five PropCo - San Antonio, LLC	Washington
S-H Thirty-Five PropCo - San Marcos, LLC	Washington
S-H Thirty-Five PropCo - Sarasota, LLC	Florida
S-H Thirty-Five PropCo - Tamarac Acquisition, LLC	Delaware
S-H Thirty-Five PropCo - Tamarac, Acquisition, LLC	Delaware
S-H Thirty-Five PropCo - Temple Meridian, LLC	Delaware
S-H Thirty-Five PropCo - Treemont, LLC	Delaware
S-H Thirty-Five PropCo - Trowbridge, LLC	Delaware
S-H Thirty-Five PropCo - Vero Beach, LLC	Washington
S-H Thirty-Five PropCo - Waterford, LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
S-H Thirty-Five PropCo - Westland Meridian, LLC	Delaware
S-H Thirty-Five PropCo - Wichita Falls, LLC	Washington
S-H Thirty-Five Propco - Willowwood, LLC	Delaware
S-H Thirty-Five PropCo - Woodside Village, LLC	Delaware
S-H Thirty-Five PropCo - Wyndham Lakes, LLC	Delaware
S-H Thirty-Five PropCo Ventures, LLC	Delaware
S-H Thirty-Five Properties, LLC	Delaware
S-H Twenty-One OpCo Ventures, LLC	Delaware
S-H Twenty-One PropCo Ventures, LLC	Delaware
S-H Twenty-One Properties, LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
S-H Watertown Square OpCo, LLC	Delaware
SHAC, LLC	Alabama
Shavano Park HCP, LLC	Delaware
SJH Medical Office Partners, Ltd.	Texas
SJH Office Equity Investors, Ltd.	Texas
St. Francis MOB, LLC	Delaware
Suburban Connector, LLC	Kentucky
Suburban Properties LLC	Kentucky
Tampa HCP, LLC	Delaware
Tegra Jordan Valley Medical Office Owners' Association, Inc. TBCI-LS 100 CDP, LLC	Utah Delaware
TCO Burnsville MOB, LLC	Delaware
Texarkana Medical Equity Investors Corporation LLC	Florida Delaware
Texarkana Partners Limited	Texas
Texas HCP AL, L.P.	Delaware
Texas HCP G.P., Inc.	Delaware
Texas HCP Holding, L.P.	Delaware
Texas HCP Medical G.P., Inc.	Delaware
Texas HCP Medical Office Buildings, L.P.	Delaware
Texas HCP, Inc. Healthpeak G.P., LLC	Maryland Delaware
The Foundry Business Center Condominium Texas Healthpeak Medical G.P., LLC	New Hampshire Delaware
Timpanogos Medical Office Building Condominium Owner's Association, Inc. Texas Healthpeak, LLC	Utah Delaware
Torrey Pines Science Center Limited Partnership	Delaware
Township Women's Center MOB, LLC	Delaware
TPSC IV LLC	Delaware
TPSC IX, LLC	Delaware
TPSC VI LLC	Delaware
Victoria HCP, LLC	Delaware
Vintage Park II Member, LLC	Delaware
Watkins MOB I, LLC	Delaware
Watkins MOB II, LLC	Delaware
Webster MOB I, LLC	Delaware
Webster MOB II, LLC	Delaware
West Hills MOB, LLC	Delaware
Westminster HCP, LLC	Delaware
Westridge Insurance Company, Inc.	Hawaii
Westside MOB, LLC	Delaware
WHOT MOB, LLC	Delaware
Wichita MOB, LLC	Delaware
WPG Concord Senior Living LLC	California
WPG Fair Oaks Senior Living LLC	California
WPG Huntington Beach Senior Living LLC	California
WPG Mariner Point Senior Living LLC	California
WPG San Jose Senior Living LLC	California
WPG Santa Clarita Senior Living LLC	California

Entity Name	Jurisdiction of Organization or Formation
WPG Valencia Senior Living LLC	California
WPG Whittier Senior Living LLC	California
LS King Hartwell Investor Member, LLC	Delaware
LS King Hartwell Innovation Campus, LLC	Delaware
LS King Hartwell TRS, LLC	Delaware
Pacific Acquisitions 2019, LLC	Delaware
CCRC OpCo Ventures II, LLC	Delaware
FAEC 35 CPD, LLC	Delaware
CCRC 2019 OpCo TRS, LLC	Delaware
CCRC PropCo Ventures II, LLC	Delaware
SH Northridge CA OpCo, LLC	Delaware
SH 2019 Ventures, LLC	Delaware
SH OpCo Tesson Heights, LLC	Delaware
SH OpCo Crosswood Oaks, LLC	Delaware
SH OpCo Chesapeake Place, LLC	Delaware
SH OpCo Veranda Club, LLC	Delaware
Raulerson MOB, LLC	Delaware
Orange Park MOB, LLC	Delaware
SH PropCo Galleria, LLC	Delaware
SH PropCo Pecan Park, LLC	Delaware
SH 2019 REIT I, LLC	Delaware
SH 2019 REIT II, LLC	Delaware
SH 2019 REIT III, LLC	Delaware
SH 2019 OpCo TRS I, LLC	Delaware
SH 2019 OpCo TRS II, LLC	Delaware
SH 2019 OpCo TRS III, LLC	Delaware
SH 2019 OpCo HoldCo I, LLC	Delaware
SH 2019 OpCo HoldCo II, LLC	Delaware
SH 2019 OpCo HoldCo III, LLC	Delaware
SH DSL OpCo HoldCo, LLC	Delaware
SH OpCo The Quadrangle, LLC	Delaware
SH OpCo The Fairfax, LLC	Delaware
WHOT MOB, LLC	Delaware
SH PropCo Olney II, LLC	Delaware
LS The Post, LLC	Delaware
SH CSU OpCo HoldCo, LLC	Delaware
SH OpCo Meadow Lakes, LLC	Delaware
SH OpCo Waxahachie, LLC	Delaware
SH OpCo Burleson, LLC	Delaware
SH OpCo Abilene, LLC	Delaware
SH OpCo Good Place, LLC	Delaware
SH OpCo Crescent Point, LLC	Delaware
SH DR V HoldCo, LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
SH DR V, LLC	Delaware
SH Fort Apache Road PropCo, LLC	Delaware
Centennial MOB, LLC	Delaware
Encino MOB, LLC	Delaware
Michigan Road MOB, LLC	Delaware
Professional Center II MOB, LLC	Delaware
Bolingbrook MOB, LLC	Delaware
Meridian Care Group MOB, LLC	Delaware
Township Women's Center MOB, LLC	Delaware
Mooresville MOB, LLC	Delaware
Columbia MOB, LLC	Delaware
LS MA Holdco, LLC	Delaware
LS 100 CDP Member, LLC	Delaware
LS 200 CDP, LLC	Delaware
LS 400/500 CDP, LLC	Delaware
LS 75 Hayden TRS, LLC	Delaware
LS MA Services TRS, LLC	Delaware
MCD Clodus Fields, LLC	Delaware
CDP Residual Holdings, LLC	Delaware
100 Discovery Park DE, LLC	Delaware
TBCI-LS 100 CDP, LLC	Delaware
Westside MOB, LLC	Delaware
Cherry Hill MOB, LLC	Delaware
NWSC MOB, LLC	Delaware
Pinnacle at RidgeGate MOB, LLC	Delaware
TCO Burnsville MOB, LLC	Delaware
Burnsville 303 MOB, LLC	Delaware
Scripture MOB, LLC	Delaware
Chino Hills TRS, LLC	Delaware
Lockport Crossings MOB, LLC	Delaware
Laurel Terrace MOB, LLC	Delaware
West Hills MOB, LLC	Delaware
Lansdowne MOB, LLC	Delaware
Watkins MOB I, LLC	Delaware
Watkins MOB II, LLC	Delaware
St. Francis MOB, LLC	Delaware
Arlington Heights MOB, LLC	Delaware
DR California III Holdings, LLC	Delaware
DR California IV Holdings, LLC	Delaware
Burnsville 305 MOB, LLC	Delaware
LS Forbes, LLC	Delaware
Freedom Pointe At The Villages Condominium Association, Inc.	Florida
Morristown MOB I, LLC	Delaware

Entity Name	Jurisdiction of Organization or Formation
Morristown MOB II, LLC	Delaware
Morristown MOB III, LLC	Delaware
Morristown MOB IV, LLC	Delaware
Lake Seminole Square Condominium Association, Inc.	Florida
Freedom Village at Brandywine Condominium Association, Inc.	Pennsylvania
Wichita MOB, LLC	Delaware
Frisco Centennial MOB I, LLC	Delaware
Frisco Centennial MOB II, LLC	Delaware
LS Needham Member, LLC	Delaware
LS Vista Sorrento I, LLC	Delaware
LS Vista Sorrento II, LLC	Delaware
LS Alewife I, LLC	Delaware
Lakeview Regional MOB, LLC	Delaware
LS Alewife II, LLC	Delaware
700 Broadway MOB, LLC	Delaware
LS Alewife III, LLC	Delaware
CCRC PropCo -- Hillside, LLC	Delaware
CCRC OpCo -- Hillside, LLC	Delaware
LS Alewife IV, LLC	Delaware
LS Alewife V, LLC	Delaware
LS 725 Concord, LLC	Delaware
LS Alewife VI, LLC	Delaware
LS Alewife VII, LLC	Delaware
LS Needham Holdco TRS, LLC	Delaware
LS Alewife VIII, LLC	Delaware
Needham Developers, LLC	Delaware
557 Highland, LLC	Delaware
Brandon MOB, LLC	Delaware

EXHIBIT 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements of our reports dated February 9, 2022 February 8, 2023, relating to the financial statements of Healthpeak Properties, Inc. and the effectiveness of Healthpeak Properties, Inc.'s internal control over financial reporting, appearing in this Annual Report on Form 10-K, for the year ended December 31, 2021 December 31, 2022.

We consent to the incorporation by reference in the following Registration Statements:

- Form S-3ASR, File No. 333-256055, related to the unlimited shelf registration of common stock, preferred stock, depository shares, debt securities and warrants;
- Form S-8, File No. 333-195735, related to the HCP, Inc. 2014 Performance Incentive Plan;
- Form S-8, File No. 333-161720, related to the registration of additional securities related to the HCP, Inc. 2006 Performance Incentive Plan, as amended and restated;
- Form S-8, File No. 333-135679, related to the HCP, Inc. 2006 Performance Incentive Plan, as amended and restated;
- Form S-3, File No. 333-99067, related to the registration of shares of common stock to be issued upon conversion of non-managing member interests in HCPI/Utah II, LLC;
- Form S-3, File No. 333-99063, related to the registration of shares of common stock to be issued upon conversion of non-managing member interests in HCPI/Utah, LLC;
- Form S-3, File No. 333-95487, related to the registration of shares of common stock to be issued upon conversion of non-managing member interests in HCPI/Utah, LLC;

- Form S-3, File No. 333-122456, related to the registration of shares of common stock to be issued upon conversion of non-managing member interests in HCPI/Utah II, LLC;
- Form S-3, File No. 333-119469, related to the registration of shares of common stock to be issued upon conversion of non-managing member interests in HCPI/Tennessee, LLC; and
- Form S-3, File No. 333-124922, related to the registration of shares of common stock to be issued upon conversion of non-managing member interests in HCPI/Utah, LLC.

/s/ DELOITTE & TOUCHE LLP

Costa Mesa, California
February 9, 2022 8, 2023

EXHIBIT 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, Thomas Scott M. Herzog, Brinker, certify that:

1. I have reviewed this annual report on Form 10-K of Healthpeak Properties, Inc. for the period ended December 31, 2021 December 31, 2022;

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 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 and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 9, 2022 February 8, 2023

/s/ THOMAS SCOTT M. HERZOG BRINKER
Thomas Scott M. Herzog Brinker
President and Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, Peter A. Scott, certify that:

1. I have reviewed this annual report on Form 10-K of Healthpeak Properties, Inc. for the period ended December 31, 2021 December 31, 2022;

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 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 and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 9, 2022 February 8, 2023

/s/ PETER A. SCOTT

Peter A. Scott

Chief Financial Officer

(Principal Financial Officer)

EXHIBIT 32.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Healthpeak Properties, Inc., a Maryland corporation (the "Company"), hereby certifies, to his knowledge, that:

(i) the accompanying annual report on Form 10-K of the Company for the period ended December 31, 2021 December 31, 2022 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 9, 2022 February 8, 2023	/s/ THOMAS SCOTT M. HERZOG BRINKER
	Thomas Scott M. Herzog Brinker
	President and Chief Executive Officer
	(Principal Executive Officer)

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates it by reference.

EXHIBIT 32.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Healthpeak Properties, Inc., a Maryland corporation (the "Company"), hereby certifies, to his knowledge, that:

(i) the accompanying annual report on Form 10-K of the Company for the period ended December 31, 2021 December 31, 2022 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 9, 2022 February 8, 2023	/s/ PETER A. SCOTT
	Peter A. Scott
	Chief Financial Officer
	(Principal Financial Officer)

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates it by reference.

DISCLAIMER