

**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, 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 No. 001-38122

**Safehold Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**

(State or other jurisdiction of  
incorporation or organization)

**1114 Avenue of the Americas, 39<sup>th</sup> Floor**

**New York, NY**

(Address of principal executive offices)

**30-0971238**

(I.R.S. Employer  
Identification Number)

**10036**

(Zip code)

Registrant's telephone number, including area code: **(212) 930-9400**

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

Title of each class:	Trading Symbol(s)	Name of Exchange on which registered:
Common Stock, \$0.01 par value	SAFE	New York Stock Exchange

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: (i) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding twelve months (or for such shorter period that the registrant was required to file such reports); and (ii) 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 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 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
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

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

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

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

As of June 30, 2022, the aggregate market value of Safehold Inc. common stock, \$0.01 par value per share, held by non-affiliates of the registrant was approximately \$762 million, based upon the closing price of \$35.37 on the New York Stock Exchange composite tape on such date.

As of February 10, 2023, there were 62,397,416 shares of common stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

- Portions of the registrant's definitive proxy statement for the registrant's 2023 Annual Meeting, to be filed within 120 days after the close of the registrant's fiscal year, are incorporated by reference into Part III of this Annual Report on Form 10-K.

**TABLE OF CONTENTS**

	<u>Page</u>
<b><u>PART I</u></b>	1
<a href="#">Item 1. Business</a>	8
<a href="#">Item 1A. Risk Factors</a>	8
<a href="#">Item 1B. Unresolved Staff Comments</a>	27
<a href="#">Item 2. Properties</a>	27
<a href="#">Item 3. Legal Proceedings</a>	28
<a href="#">Item 4. Mine Safety Disclosures</a>	28
<b><u>PART II</u></b>	28
<a href="#">Item 5. Market for Registrant’s Equity and Related Stock Matters</a>	28
<a href="#">Item 6. RESERVED</a>	29
<a href="#">Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations</a>	30
<a href="#">Item 7A. Quantitative and Qualitative Disclosures about Market Risk</a>	39
<a href="#">Item 8. Financial Statements and Supplementary Data</a>	40
<a href="#">Item 9. Changes and Disagreements with Registered Public Accounting Firm on Accounting and Financial Disclosure</a>	75
<a href="#">Item 9A. Controls and Procedures</a>	75
<a href="#">Item 9B. Other Information</a>	75
<a href="#">Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspection</a>	75
<b><u>PART III</u></b>	76
<a href="#">Item 10. Directors, Executive Officers and Corporate Governance of the Registrant</a>	76
<a href="#">Item 11. Executive Compensation</a>	76
<a href="#">Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</a>	76
<a href="#">Item 13. Certain Relationships, Related Transactions and Director Independence</a>	76
<a href="#">Item 14. Principal Registered Public Accounting Firm Fees and Services</a>	76
<b><u>PART IV</u></b>	76
<a href="#">Item 15. Exhibits, Financial Statement Schedules and Reports on Form 8-K</a>	76
<a href="#">Item 16. Form 10-K Summary</a>	78
<b><u>SIGNATURES</u></b>	

---

## PART I

### Item 1. Business

#### **Explanatory Note for Purposes of the "Safe Harbor Provisions" of Section 21E of the Securities Exchange Act of 1934, as amended**

Certain statements in this report, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives and expected operating results, and the assumptions upon which those statements are based, are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements are included with respect to, among other things, our current business plan, business strategy, portfolio management, prospects and liquidity. These forward-looking statements generally are identified by the words "believe," "project," "expect," "anticipate," "estimate," "intend," "strategy," "plan," "may," "should," "will," "would," "will be," "will continue," "will likely result," and similar expressions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results or outcomes to differ materially from those contained in the forward-looking statements. Important factors that we believe might cause such differences are discussed in the section entitled, "Risk Factors" in Part I, Item 1A of this Form 10-K or otherwise accompany the forward-looking statements contained in this Form 10-K. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise. In assessing all forward-looking statements, readers are urged to read carefully all cautionary statements contained in this Form 10-K.

#### **Business**

We are a publicly-traded company that operates our business through one reportable segment by acquiring, managing and capitalizing ground leases. We believe that our business has characteristics comparable to a high-grade, fixed income investment business, but with certain unique advantages. Relative to alternative fixed income investments generally, our ground leases typically benefit from built-in growth derived from contractual base rent increases (either at a specified percentage or consumer price index ("CPI") based, or both), and the opportunity to realize value from residual rights to take ownership of the buildings and other improvements on our land at no additional cost to us. We believe that these features offer us the opportunity to realize superior risk-adjusted total returns when compared to certain alternative highly-rated investments.

Ground leases generally represent the ownership of land underlying commercial real estate projects that is net leased on a long-term basis (base terms are typically 30 to 99 years, often with tenant renewal options) by the fee owner of the land (landlord) to the owners/operators of the real estate projects built thereon ("Ground Lease"), or what we refer to as a Safehold<sup>TM</sup>. The property is generally leased on a triple net basis with the tenant generally responsible for taxes, maintenance and insurance as well as all operating costs and capital expenditures. Ground Leases typically provide that at the end of the lease term or upon tenant default and the termination of the Ground Lease upon such default, the land, building and all improvements revert to the landlord. We have become the industry leader in Ground Leases by demonstrating the value of the product to real estate investors, owners, operators and developers and expanding their use throughout major metropolitan areas.

We have a portfolio of properties diversified by property type and region. Our portfolio is comprised of Ground Leases and one master lease (relating to five hotel assets that we refer to as our "Park Hotels Portfolio") that provide for contractual periodic rent escalations and in some cases percentage rent participations in gross revenues generated at the relevant properties.

We have chosen to focus on Ground Leases because we believe they meet an important need in the real estate capital markets for our customers. We also believe Ground Leases offer a unique combination of safety, income growth and the potential for capital appreciation for investors for the following reasons:

*High Quality Long-Term Cash Flow:* We believe that a Ground Lease represents a safe position in a property's capital structure. The combined value of the land and buildings and improvements subject to a Ground Lease (the "Combined Property Value") typically significantly exceeds a landlord's investment in a Ground Lease. Therefore, even if the landlord takes over the property following a tenant default or upon expiration of the Ground Lease, the landlord is reasonably likely to recover substantially all of its Ground Lease investment, and possibly amounts in excess of its investment, depending upon prevailing market conditions. Additionally, the typical structure of a Ground Lease provides the landlord with a residual right to regain possession of its land and take ownership of the buildings and improvements thereon upon a tenant default. The landlord's residual right provides a strong incentive for a Ground Lease tenant or its leasehold lender to make the required Ground Lease rent payments.

*Income Growth:* Ground Leases typically provide growing income streams through contractual base rent escalators that may compound over the duration of the lease. These rent escalators may be based on fixed increases, CPI or a combination thereof, and may also include a participation in the gross revenues of the property. We believe that this growth in the lease rate over time can mitigate the effects of inflation and capture anticipated increases in land values over time, as well as serving as a basis for growing our dividend.

*Opportunity for Capital Appreciation:* The opportunity for capital appreciation comes in two forms. First, as the ground rent grows over time, the value of the Ground Lease should grow under market conditions in which capitalization rates remain flat. Second, our residual right to regain possession of the land underlying the Ground Lease and take title to the buildings and other improvements thereon for no additional consideration creates additional potential value to our shareholders.

We generally target Ground Lease investments in which the initial cost of the Ground Lease represents 30% to 45% of the Combined Property Value as if the Ground Lease did not exist. If the initial cost of a Ground Lease is equal to 35% of the Combined Property Value, the remaining 65% of the Combined Property Value represents potential excess value over the amount of our investment that would be turned over to us upon the reversion of the property, assuming no intervening change in the Combined Property Value. In our view, there is a strong correlation between inflation and commercial real estate values over time, which supports our belief that the value of our owned residual portfolio should increase over time as inflation increases, although our ability to recognize value in certain cases may be limited by the rights of our tenants under some of our Ground Leases, including tenant rights to purchase our land in certain circumstances and the right of one tenant to demolish improvements prior to the expiration of the lease. See "Risk Factors" for a discussion of these tenant rights.

*Owned Residual Portfolio:* We believe that the residual right is a unique feature distinguishing Ground Leases from other fixed income investments and property types. We refer to the value of the land and improvements subject to a Ground Lease in excess of our investment basis as unrealized capital appreciation ("UCA"). We track the UCA in the value of our owned residual portfolio over our basis because we believe it provides relevant information with regard to the three key investment characteristics of our Ground Leases: (1) the safety of our position in a tenant's capital structure; (2) the quality of the long-term cash flows generated by our portfolio rent that increases over time; and (3) increases and decreases in the Combined Property Value of the portfolio that reverts to us pursuant to such residual rights.

We believe that, similar to a loan to value metric, tracking changes in the value of our owned residual portfolio is useful as an indicator of the quality of our cash flows and the safety of our position in a tenant's capital structure, which, in turn, supports our objective to pay and grow dividends over time. Observing changes in our owned residual portfolio value also helps us monitor changes in the value of the real estate portfolio that reverts to us under the terms of the leases, either at the expiration or earlier termination of the lease. The value may be realized by us at the relevant time by entering into a new lease reflecting then current market terms and values, selling the building, selling the building with the land, or operating the building directly and leasing the spaces to tenants at prevailing market rates.

We have engaged an independent valuation firm to prepare: (a) initial reports of the Combined Property Value associated with our Ground Lease portfolio; and (b) periodic updates of such reports, which we use, in part, to determine the current estimated value of our owned residual portfolio. We calculate this estimated value by subtracting our original aggregate cost basis in the Ground Leases from our estimated aggregate Combined Property Value based on estimates by the valuation firm and by management.

The table below shows the current estimated UCA as of December 31, 2022 and 2021 (\$ in millions):<sup>(1)</sup>

	December 31, 2022	December 31, 2021
Combined Property Value <sup>(2)</sup>	\$ 16,529	\$ 12,725
Ground Lease Cost <sup>(2)</sup>	6,008	4,664
Unrealized Capital Appreciation in Our Owned Residual Portfolio	10,521	8,061

(1) Please review our Current Report on Form 8-K filed on February 14, 2023 for a discussion of the valuation methodology used and important limitations and qualifications of the calculation of UCA. See "Risk Factors-Certain tenant rights under our Ground Leases may limit the value and the UCA we are able to realize upon lease expiration, sale of our land and Ground Leases or other events" for a discussion of certain tenant rights and other terms of the leases that may limit our ability to realize value from the UCA.

(2) Combined Property Value includes our applicable percentage interests in our unconsolidated ventures and \$1,653.2 million and \$818.3 million related to transactions with remaining unfunded commitments as of December 31, 2022 and 2021, respectively. Ground Lease Cost includes our applicable percentage interests in our unconsolidated ventures and \$308.2 million and \$165.5 million of unfunded commitments as of December 31, 2022 and 2021, respectively. As of December 31, 2022, our gross book value as a percentage of Combined Property Value was 40%.

In 2018, we established the Caret program through the formation of a subsidiary called Caret Ventures LLC. The Caret program is designed to recognize the two distinct components of value in our Ground Lease portfolio by separating them into:

- the "bond component," which consists of the bond-like income stream we receive from contractual rent payments under its Ground Leases, plus the return of our investment basis in each asset; and
- the "Caret component," which consists of the UCA above our investment basis in its Ground Leases due to our ownership of the land and improvements at the end of the term of the applicable Ground Lease.

Caret Venture's two classes of limited liability company interests are designed to track these two components: "GL units" are intended to track the bond component and "Caret units" are designed to track the Caret component (the "Caret program"). We currently hold all of the GL units indirectly through the Operating Partnership (defined below).

In general, all of our Ground Leases are subject to the Caret program, and holders of Caret units are generally entitled to amounts equal to the net proceeds from the disposition of a Ground Lease asset in excess of the cost borne by us to acquire such asset (including amounts paid to the tenant in connection with the initial development of improvements at the properties). However, we are entitled to deduct accrued unpaid rent under the applicable Ground Lease from the amount payable to the holders of Caret units on account of such net proceeds.

During the third quarter of 2018, we adopted, and in the second quarter of 2019, our stockholders approved, the Caret Performance Incentive Plan (which we refer to as the "Plan"). The Plan is intended to encourage personnel to make attractive Ground Lease investments. Under the Plan, 1,500,000 Caret units were reserved for grants of performance-based awards to Plan participants, including certain executives of iStar Inc. ("iStar"), the parent company of SFTY Manager, LLC (our "Manager" – refer to Note 1 to the consolidated financial statements), and our directors and service providers. Grants under the Plan were subject to graduated vesting based on time-based service conditions and hurdles of our common stock price, all of which were satisfied as of December 31, 2021, except with respect to approximately 38,206 Caret units that vested on December 31, 2022. In addition, in February 2022 we granted awards that will vest upon satisfaction of continuing service conditions and as of December 31, 2022, 1,100 of these Caret units are scheduled to vest on December 31, 2023. As of December 31, 2022, Plan participants held 1,423,056 Caret units, representing 14.93% of the then-outstanding Caret units and 14.23% of the then-authorized Caret units, which includes 735,000 Caret units, representing 7.71% of the then-outstanding Caret units and 7.35% of the then-authorized Caret units, and 337,500 Caret units, representing 3.54% of the then-outstanding Caret units and 3.38% of the then-authorized Caret units, held directly and

indirectly by Jay Sugarman, our Chairman and Chief Executive Officer, and Marcos Alvarado, our President and Chief Investment Officer, respectively.

In February 2022, we sold 108,571 Caret units for \$19.0 million to third-party investors and received a commitment from an existing shareholder for the purchase of 28,571 Caret units for \$5.0 million (refer to Note 3 to the consolidated financial statements). Those 137,142 Caret units equal 1.37% of the then-authorized Caret units. As part of the sale, we agreed to use commercially reasonable efforts to provide public market liquidity for the Caret units by seeking to provide a listing of the Caret units (or securities into which they may be exchanged) on a public exchange within two years of the sale. In the event market liquidity of the Caret units is not achieved within such two year period at a valuation not less than the purchase price for the Caret units purchased in February 2022, reduced by an amount equal to the amount of subsequent cash distributions made to investors on account of such Caret units, then the investors in the February 2022 transaction have the right to cause their Caret units purchased in February 2022 to be redeemed by Caret Ventures LLC at such purchase price as so reduced.

In August 2022, we entered into an agreement with MSD Partners who has subscribed to purchase 100,000 Caret units from us for an aggregate purchase price of \$20.0 million conditioned on the closing of the Spin-Off and the Merger (refer to Note 1 to the consolidated financial statements). MSD Partners' obligations to purchase the Caret units are also subject to certain other conditions (refer to Note 1 to the consolidated financial statements). In November 2022, we entered into subscription agreements for an aggregate of 22,500 Caret units for an aggregate \$4.5 million, or \$200 per unit, with certain third-party investors. The third-party investors obligations to purchase the Caret units is contingent upon the MSD Partners' Caret unit purchase.

In September 2022, we announced that we entered into an agreement, as approved by our board of directors, to sell a Ground Lease in the Washington, D.C. market for \$136.0 million to a third-party purchaser. The sale closed on September 29, 2022. The transaction generated a net book gain for us of approximately \$46.4 million. After paying closing costs, establishing reserves for Caret-related expenses and deducting the original \$76.7 million cost basis to us, the remaining proceeds have been distributed approximately 84% to us and approximately 16% to the minority holders of Caret units. In addition, MSD Partners will receive a credit against their purchase price for Caret units equal to the amount they would have received had they held Caret units at the time of the distribution.

*Market Opportunity:* We believe that there is a significant market opportunity for a dedicated provider of Ground Lease capital like us. We believe that the market for existing Ground Leases is fragmented with ownership comprised primarily of high net worth individuals, pension funds, life insurance companies, estates and endowments. However, while we intend to pursue acquisitions of existing Ground Leases, our investment thesis is predicated, in part, on what we believe is an untapped market opportunity to expand the use of Ground Leases to a broader component of the approximately \$7.0 trillion institutional commercial property market in the U.S. We intend to capture this market opportunity by utilizing multiple sourcing and origination channels, including manufacturing new Ground Leases with third-party owners and developers of commercial real estate and originating Ground Leases to provide capital for development and redevelopment. We further believe that Ground Leases generally represent an attractive source of capital for our tenants and may allow them to generate superior returns on their invested equity as compared to utilizing alternative sources of capital. We draw on the extensive investment origination and sourcing platform of iStar to actively promote the benefits of the Ground Lease structure to prospective Ground Lease tenants.

We are a Maryland corporation and completed our initial public offering in June 2017. Our common stock is listed on the New York Stock Exchange under the symbol "SAFE." We are managed by our Manager pursuant to a management contract. We elected to be taxed as a real estate investment trust ("REIT") for U.S. federal income tax purposes, commencing with the tax year ended December 31, 2017. We are structured as an Umbrella Partnership REIT ("UPREIT"). As such, all of our properties are owned through a subsidiary partnership, Safehold Operating Partnership LP (the "Operating Partnership"). As of December 31, 2022, we owned 100% of the limited partner interests in the Operating Partnership and a wholly-owned subsidiary of ours owned 100% of the general partner interests in the Operating Partnership. The UPREIT structure may afford us certain benefits as we seek to acquire properties from third parties who may want to defer taxes by contributing their Ground Leases to us.

## Investment Strategy

Our primary investment objective is to construct a diversified portfolio of Ground Leases that will generate attractive high-quality risk-adjusted returns and support stable and growing distributions to our shareholders. We have identified several channels for pursuing Ground Lease investment opportunities which include:

- *Create a Ground Lease with a Third Party at Acquisition or Recapitalization.* We seek to pursue opportunities where a third party acquiror or existing owner of a commercial property may be interested in utilizing a Ground Lease structure to facilitate its options with respect to its interests in the property. We will create the Ground Lease by splitting ownership of the property into an ownership interest and Ground Lease on the land, and a separate leasehold interest of the building and improvements thereon. We will acquire the ownership interest and Ground Lease on the land from the third party.
- *Originate Ground Leases to Provide Capital For Development or Value-Add Redevelopment or Repositioning.* We seek opportunities where we can purchase land and simultaneously lease it pursuant to a new Ground Lease to a tenant who plans to develop a new, or significantly improve an existing, commercial property on the land.
- *Acquire Existing Ground Leases.* We seek to acquire existing Ground Leases or options to acquire existing Ground Leases that are marketed for sale and actively solicit potential sellers and related property brokers of existing Ground Leases to engage in off-market transactions. Our structure as an UPREIT gives us the ability to acquire Ground Leases from owners, particularly estates and high net worth individuals, using Operating Partnership units that may provide the seller with tax advantages, as well as liquidity, portfolio diversification and professional management.

We generally intend to target Ground Leases that meet some or all of the following investment criteria:

- Properties of any type that are located in the top 30 metropolitan areas;
- Properties that we believe are well located in markets with high barriers to entry and that have durable cash flow;
- Transaction sizes between \$10 million and \$500 million or more;
- Average remaining initial lease terms that are typically 30 to 99 years;
- Periodic contractual rent escalators or percentage rent participations;
- Ground Rent Coverage, defined as the ratio of the Property's NOI to the annualized rental payment due us, of approximately 2.0x to 4.5x. Property NOI is defined as the trailing twelve month net operating income of the building and improvements being operated at the property without giving effect to any rent paid or payable under our Ground Lease, and for this purpose we use estimates of the stabilized Property NOI if we don't receive current tenant information and for properties under construction or in transition, in each case based on leasing activity at the property and available market information, including leasing activity at comparable properties in the relevant market;
- Value of approximately 30% to 45% of the Combined Property Value at the commencement of the lease or the acquisition date; and
- First year cash return on asset of between 2.5% and 5.0% and effective yields between 4.5% and 7.0%.

## Financing Strategy

We utilize and expect to continue to utilize leverage. Our current strategy is to generally target overall leverage at an amount that is approximately 25% of the aggregate Combined Property Value of our portfolio, but not to exceed an overall ratio of 2:1 relative to our total equity. However, our organizational documents do not limit the amount of indebtedness that we may incur. We anticipate that our Manager, under the supervision of our board of directors, will consider a number of factors in evaluating our level of indebtedness from time to time, as well as the amount of such indebtedness that will be either fixed or floating rate. Our board of directors may from time to time modify our leverage policies in light of the then-current economic conditions, relative costs of debt and equity capital, market values of our properties, general market conditions for debt and equity issuances, fluctuations in the market price of our common stock, growth and acquisition opportunities and other factors, including the restrictive covenants under our debt obligations.

Subject to our qualification as a REIT, we seek to manage our exposure to interest rate volatility by using interest rate hedging arrangements.

To the extent our board of directors determines to obtain additional capital, we may, without stockholder approval, borrow funds or issue debt or equity securities, including additional Operating Partnership units, retain earnings (subject to the distribution requirements applicable to REITs under the Code) or pursue a combination of these methods. As long as our Operating Partnership is in existence, the proceeds of all equity capital raised by us will be contributed to our Operating Partnership in exchange for additional interests in our Operating Partnership, which will dilute the ownership interests of the then existing limited partners in our Operating Partnership.

### **Hedging Strategy**

We may enter into hedging transactions with respect to one or more of our assets or liabilities. Hedging transactions could take a variety of forms, including interest rate swap agreements, interest rate cap agreements, options, futures contracts, forward rate agreements or similar financial instruments. We intend to structure hedging transactions in a manner that does not jeopardize our qualification as a REIT.

### **Conflict of Interest Policies**

Conflicts of interest may exist or could arise in the future with iStar and its affiliates, including our Manager, our executive officers and/or directors who are also officers and/or directors of iStar, and any limited partner of our Operating Partnership. Conflicts may include, without limitation: conflicts arising from the enforcement of agreements between us and iStar or our Manager; conflicts in the amount of time that officers and employees of our Manager will spend on our affairs versus iStar's other affairs; conflicts in future transactions that we may pursue with iStar; conflicts between the interests of our stockholders and the management holders of Caret units; and conflicts in allocating investments to an iStar-managed investment fund in which we may invest. iStar is our largest shareholder and owned approximately 54.3% of our common stock as of December 31, 2022. In addition, two directors of iStar serve on our board of directors, including Jay Sugarman, who is the chief executive officer of iStar and our chief executive officer. Our Manager is a wholly-owned subsidiary of iStar. As a result of the foregoing relationships, iStar has significant influence over us. We have adopted a policy that all transactions between iStar (and its affiliates) and us must be approved by a majority of our disinterested directors. However, we cannot assure you this policy or other policies and provisions of law will always succeed in eliminating the influence of such conflicts. If they are not successful, decisions could be made that might fail to reflect the best interest of all shareholders. See "Risk Factors – Risks Related to our Relationship with our Manager and its Affiliates – There are various potential conflicts of interest in our relationship with iStar and its affiliates, which could result in decisions that are not in the best interest of our shareholders."

### **Competition**

We compete with numerous commercial developers, real estate companies (including other REITs), financial institutions (such as banks and insurance companies) and other investors (such as pension funds, investment funds, private companies and individuals) for investment opportunities and tenants. This competition may result in higher costs for properties, lower returns and impact our ability to grow. Some of these competitors have greater financial and other resources and access to more attractive capital than we do. However, due to our focus on Ground Leases located throughout the U.S., and because some of our competitors are locally and/or regionally focused, we do not always encounter the same competitors in each market.

### **Regulation**

We believe that we have been organized and have operated in a manner that has enabled us to maintain our qualification as a REIT and our exemption from regulation as an investment company under the Investment Company Act of 1940, as amended, and we intend to continue to do so. In addition, our properties are subject to various laws, ordinances and regulations. Our tenants are generally responsible under our Ground Leases for taxes, maintenance and insurance as well as all operating costs and capital expenditures, including capital expenditures that may result from compliance with environmental and other laws and regulations. Although our tenants are primarily responsible for any damages and claims arising from the leased properties' compliance with applicable environmental and other laws and regulations, a tenant's



bankruptcy or inability to satisfy its obligations for these types of damages or claims could require us to satisfy such liabilities. In addition, we may be held directly liable for any such damages or claims irrespective of the provisions of any lease.

### **Code of Conduct**

The Company has adopted a code of conduct that sets forth the principles of conduct and ethics to be followed by our directors, officers, Manager and employees of our Manager who perform services for us (the "Code of Conduct"). The purpose of the Code of Conduct is to promote honest and ethical conduct, compliance with applicable governmental rules and regulations, full, fair, accurate, timely and understandable disclosure in periodic reports, prompt internal reporting of violations of the Code of Conduct and a culture of honesty and accountability. A copy of the Code of Conduct has been provided to each of our directors, officers, the Manager and relevant employees, who are required to acknowledge that they have received and will comply with the Code of Conduct. A copy of the Company's Code of Conduct has been previously filed with the SEC and is incorporated by reference in this Annual Report on Form 10-K as Exhibit 14.1. The Code of Conduct is also available on the Company's website at [www.safeholdinc.com](http://www.safeholdinc.com). The Company will disclose on its website material changes to its Code of Conduct, or any waivers for directors or executive officers, if any, within four business days of any such event. As of December 31, 2022, there have been no amendments to the Code of Conduct and the Company has not granted any waivers from any provision of the Code of Conduct to any directors or executive officers.

### **Human Capital Resources**

We have no employees and rely on our Manager for our human capital resources. Our management agreement requires that our Manager provide us with an executive management team and other appropriate support personnel to manage our business in accordance with the agreement. Our Manager is responsible for directly compensating and providing benefits to its employees who provide services to us, although we have granted equity compensation in the form of Caret units and other stock-based awards to members of senior management and other iStar employees and expect to do so in the future. Our Manager has advised us that it had 118 employees as of December 31, 2022 compared to 143 employees as of December 31, 2021. Substantially all of our Manager's employees are full time employees.

Our Manager has publicly announced that scaling our business is one of its principal business strategies and that it has devoted substantial additional personnel and other resources to these efforts beginning in early 2019 when we and iStar announced an expansion of our relationship. In March 2022, iStar sold its net lease portfolio and in August 2022, we and iStar announced that we entered into a merger agreement that provides, subject to the terms and conditions thereof, that we will merge with and into iStar (the "Merger"). The aforementioned transactions have and may continue to reduce the number of iStar employees.

Our Manager has reported that in its recruiting efforts, our Manager generally strives to have a diverse group of candidates to consider for roles. In addition, our Manager has reported that it maintains a variety of development, health and wellness and charitable programs for its personnel, including those who provide services to us.

### **Additional Information**

We maintain a website at [www.safeholdinc.com](http://www.safeholdinc.com). The information on our website is not incorporated by reference in this Annual Report on Form 10-K, and our web address is included only as an inactive textual reference. In addition to this Annual Report on Form 10-K, we file quarterly and special reports, proxy statements and other information with the SEC. Through our website, we make available free of charge our annual proxy statement, annual reports to shareholders, annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. These documents also may be accessed through the SEC's electronic data gathering, analysis and retrieval system via electronic means, including on the SEC's homepage, which can be found at [www.sec.gov](http://www.sec.gov).

**Item 1A. Risk Factors**

In addition to the other information in this report, you should carefully consider the following risk factors in evaluating an investment in the Company's securities. Any of these risks or the occurrence of any one or more of the uncertainties described below could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows, ability to service our indebtedness, ability to pay distributions and the market price of the Company's common stock. The risks set forth below speak only as of the date of this report and the Company disclaims any duty to update them except as required by law. For purposes of these risk factors, the terms "our Company," "we," "our" and "us" refer to Safehold Inc. and its consolidated subsidiaries, unless the context indicates otherwise.

## Summary Risk Factors

- *The market for Ground Lease transactions and the availability of investment opportunities may not meet our growth objectives.*
- *Our operating performance and the market value of our properties are subject to risks associated with real estate assets.*
- *The rental payments under our leases may not keep up with changes in market value and inflation.*
- *We may be unable to renew expiring Ground Leases, re-lease the land or sell the properties on favorable terms or at all.*
- *A lack of recourse to creditworthy counterparties may adversely affect us.*
- *Counterparty, geographic and industry concentrations may expose us to financial credit risk.*
- *Certain tenant rights under our Ground Leases may limit the value and the UCA we are able to realize upon lease expiration, sale of our land and Ground Leases or other events.*
- *Our estimates of Ground Rent Coverage for properties in development or transition, or for which we do not receive current tenant financial information, may prove to be incorrect.*
- *Our estimates of Combined Property Value are based on various assumptions and information supplied to us by our tenants, and accordingly may not be indicative of actual values.*
- *There can be no assurance that we will realize any incremental value from the UCA in our owned residual portfolio or that the market price of our common stock will reflect any value attributable thereto.*
- *Ground Leases with developers expose us to risks associated with property development and redevelopment that could materially and adversely affect us.*
- *We may be materially and adversely affected by the exercise of leasehold mortgagee protections.*
- *We are subject to the risk of bankruptcy of our tenants.*
- *Cybersecurity risk and cyber incidents may adversely affect our business.*
- *Our business and growth prospects have been adversely affected by the COVID-19 pandemic and could be adversely affected in the future by the COVID-19 pandemic or the outbreak of any other highly infectious or contagious diseases.*
- *Termination of the management agreement would be difficult and costly.*
- *Our Manager's liability is limited under the management agreement, and we could experience poor performance or losses for which our Manager would not be liable.*
- *The loss of our Manager or its key personnel could threaten our ability to operate successfully.*
- *Transactions between iStar and us were negotiated between related parties and their terms may not be as favorable to us as if they had been negotiated with an unaffiliated third party.*
- *There are various potential conflicts of interest in our relationship with iStar and its affiliates, which could result in decisions that are not in the best interest of our shareholders.*
- *Our board of directors will not approve each investment decision made by our Manager, which may result in our Manager making riskier investments on our behalf than would be specifically approved by our board of directors.*
- *Our debt obligations will reduce cash available for distribution and expose us to the risk of default.*
- *Our failure to hedge interest rates effectively could materially and adversely affect us.*
- *Joint venture investments could be adversely affected by our lack of sole decision-making authority, our reliance on partners' or co-venturers' financial position and liquidity and disputes between us and our co-venturers.*

- *Our credit ratings will impact our borrowing costs and our access to debt capital markets.*
- *We are a holding company and will rely on funds from our Operating Partnership to pay our obligations and distributions to our shareholders.*
- *The concentration of our voting power may adversely affect the ability of investors to influence our policies.*
- *Certain provisions of Maryland law and our organizational documents could inhibit changes in control of our company.*
- *Certain provisions of our organizational documents limit shareholder recourse and access to judicial fora.*
- *Conflicts of interest exist or could arise between our shareholders and limited partners.*
- *Cash available for distribution may not be sufficient to make distributions to our shareholders at expected levels, or at all.*
- *The availability of shares and units for future sale could adversely affect the market price of our common stock.*
- *Distributions to holders of Caret units will reduce distributions to us upon certain transactions, and sales of additional Caret units may dilute the economic interests of our common stockholders.*
- *The terms of Caret units could result in conflicts of interest between holders of our common stock and holders of Caret units. Our management's ownership of Caret units creates potential conflicts of interest.*
- *Future issuances of debt or preferred equity securities could adversely affect our common shareholders and result in conflicts of interest.*
- *Our failure to remain qualified as a REIT would subject us to taxes, which would reduce the amount of cash available for distribution to our shareholders.*
- *The REIT distribution requirements could require us to borrow funds or take other actions that may be disadvantageous to our shareholders.*
- *Even if we qualify as a REIT, we may incur tax liabilities that reduce our cash flow.*
- *The Merger and related transactions may not be completed on the terms or timeline currently contemplated, or at all.*
- *Failure to complete the Merger and related transactions could adversely affect the stock prices and the future business and financial results of iStar and the Company.*
- *The Merger agreement contains provisions that could discourage a potential competing acquirer of either iStar or the Company or could result in any competing proposal being at a lower price than it might otherwise be.*
- *The pendency of the Merger and related transactions could adversely affect the business and operations of iStar and the Company.*
- *The Company will have the option to internalize iStar's management if the Merger has not occurred by the outside date under the Merger agreement.*
- *Litigation challenging the Merger Agreement may prevent the Merger from being consummated within the expected timeframe or at all.*

#### **Risks Related to Our Portfolio and Our Business**

***The market for Ground Lease transactions and the availability of investment opportunities may not meet our growth objectives.***

The achievement of our investment objectives depends, in part, on our ability to continue to grow our portfolio. We cannot assure you that the market for Ground Leases will enable us to meet our growth objectives. Potential tenants may prefer to own the land underlying the improvements they intend to develop, rehabilitate or own. Negative publicity about the experience of tenants with non-Safehold Ground Leases may also discourage potential tenants. In addition,

increases in interest rates have and may continue to result in a reduction in the availability or an increase in costs of leasehold financing, which is critical to the growth of a robust Ground Lease market. The COVID-19 pandemic is not currently materially impacting our new investment activity, but we continue to monitor its potential impact, which could slow new investment activity because of reduced levels of real estate transactions and constrained conditions for equity and debt financing for real estate transactions, including leasehold loans. In addition, although more normalized activities have resumed, the COVID-19 pandemic could make transactions more difficult to execute. These and other factors outside our control may materially adversely affect the market for our leases and our ability to grow and meet our investment objectives.

***Our operating performance and the market value of our properties are subject to risks associated with real estate assets.***

Real estate investments are subject to various risks and fluctuations and cycles in value and demand, many of which are beyond our control. Certain events may adversely affect our operating results and decrease cash available for distributions to our shareholders, as well as the market value of our properties. These events include, but are not limited to:

- adverse changes in international, national, regional or local economic and demographic conditions;
- adverse changes in the financial position or liquidity of tenants and potential buyers of properties;
- competition from other real estate investors with significant capital, including real estate operating companies, other publicly traded REITs, institutional investment funds, banks, insurance companies and individuals;
- potential liability under environmental laws as an owner of real property;
- our tenants' failures to maintain adequate insurance on their properties as is typically required by our leases and the inability to insure against certain events, including acts of God; and
- changes in, and changes in enforcement of, laws, regulations and governmental policies, including, without limitation, health, safety, environmental, zoning and tax laws and governmental fiscal policies.

In addition, periods of economic slowdown or recession, rising interest rates or declining demand for real estate, or the public perception that such events may occur, could result in a general decline in attractive investment opportunities, the availability of financing for buyers and lessees of our properties or an increased incidence of defaults under our existing leases. As a result of the foregoing, there can be no assurance that we can achieve our investment objectives.

***The rental payments under our leases may not keep up with changes in market value and inflation.***

The leases at most of our properties provide for rental payments that are CPI-Linked or fixed with future CPI adjustments. Many of our Ground Leases include a periodic rent increase based on prior years' cumulative CPI growth, with the initial lookback year generally starting between years 11 and 21 of the lease term. These CPI lookbacks are generally capped between 3.0% - 3.5%. In the event cumulative inflation growth for the lookback period exceeds the cap, these rent adjustments may not keep up fully with changes in inflation. They may also not keep up with increases in market rental rates. As a result, we may not capture the full value of the land underlying our leases at given points in time or the UCA at lease expiration. Future leases that we enter into are likely to contain similar or other limitations on rent increases, which may limit the appreciation in value of our land, our net asset value and our UCA.

***We may be unable to renew expiring Ground Leases, re-lease the land or sell the properties on favorable terms or at all.***

Above-market lease rates at some of the properties in our portfolio at the time of any Ground Lease renewal or re-lease may force us to renew some expiring leases or re-lease properties at lower rates. We cannot assure you existing tenants will exercise any extension options or that our expiring leases will be renewed or that our properties will be re-leased at lease rates equal to or above their then weighted average lease rates. Tenants may fail to properly maintain their improvements, and certain improvements may become obsolete over the long terms of our Ground Leases, which may impair the value and the UCA that we are able to realize upon a sale or re-leasing, or require us to make significant investments in order to restore the property to a suitable condition.

***A lack of recourse to creditworthy counterparties may adversely affect us.***

The tenants under our Ground Leases are typically special purpose entities formed to enter into our leases and own the improvements built on our land. If we have to take action to enforce our leases, we may not have access to tenants' assets other than our lease and the tenant's improvements. We may have limited or no recourse against a separate

creditworthy guarantor. Disputes may arise that result in the tenant withholding rent payments, possibly for an extended period. If a tenant fails to maintain our land and their improvements in accordance with our lease terms, their value may decline materially. Any of these situations may result in extended periods with a significant decline in revenues or no revenues generated by a property or may impair the value of our properties and the UCA that we may realize from them.

***Counterparty, geographic and industry concentrations may expose us to financial credit risk.***

For the year ended December 31, 2022, our two largest tenants by revenues accounted for approximately 6.0% and 5.8%, respectively, of our total revenues. For the year ended December 31, 2022, 11.9% of our total revenues came from hotel properties. We could be materially and adversely affected by negative factors affecting such concentration. We received no percentage rent payments from our Park Hotels Portfolio in 2022 (which reflect 2021 operations) due to the impact of the COVID-19 pandemic. There could be declines in corporate budgets and consumer demand for travel even after the COVID-19 pandemic subsides, and such declines may continue for several years. Percentage rent payments under our Ground Leases are likely to continue to be negatively affected while these conditions persist. In addition, as of December 31, 2022, our portfolio had the following regional geographic concentrations based on gross book value: Northeast-39%, West-26%, Southeast-13%, Mid-Atlantic-13%, Southwest-6% and Central-3%.

***Percentage rent payable under our master lease relating to the Park Hotels Portfolio is calculated on an aggregate portfolio-wide basis.***

The tenant under our Park Hotels Portfolio master lease pays us percentage rent equal to 7.5% of the positive difference between the aggregate annual operating revenues of the five hotels in the portfolio for any year and a threshold amount of approximately \$81.4 million. We received no percentage rent payments from our Park Hotels Portfolio in 2022 (which reflect 2021 operations) or in 2021 (which reflect 2020 operations) versus \$3.6 million received in 2020 (which reflect 2019 operations). Any deterioration in the operating performance at any of the hotels in the Park Hotels Portfolio would adversely affect our ability to earn percentage rent under such hotels, and it is possible that poor operating performance at one or more such hotels could reduce or eliminate percentage rent for any annual period notwithstanding stable or improving operating performance at other hotels included in the Park Hotels Portfolio.

***We are the tenant of a Ground Lease underlying a majority of our Doubletree Seattle Airport property.***

The sum of our cash base rental income in place for our Doubletree Seattle Airport property as of December 31, 2022 and total percentage cash rental income during the year ended December 31, 2022 for such property totaled an aggregate of \$4.5 million, or approximately 2.7% of the cash income of our entire portfolio. A majority of the land underlying our Doubletree Seattle Airport property is owned by a third party and is ground leased to us. We are obligated to pay the third-party owner of the Ground Lease \$0.4 million, subject to adjustment for changes in the CPI, per year through 2044; however, we pass this cost on to our tenant under the terms of our master lease. If the underlying Ground Lease is not renewed by the landlord on or before its expiration in 2044, our lease of the Doubletree Seattle Airport hotel to our tenant would also terminate which would result in the loss to us of the rental income from this hotel as well as any UCA that had not been realized by that time.

***Certain tenant rights under our Ground Leases may limit the value and the UCA we are able to realize upon lease expiration, sale of our land and Ground Leases or other events.***

Certain tenant rights under our Ground Leases may limit the value we are able to realize upon lease expiration, sale of our land or other events, including, among others: (i) our Park Hotels master lease gives the tenant the right to purchase one or more of the hotels at fair market value if the hotel suffers a major casualty or condemnation event, as defined under the master lease; (ii) prior to the expiration of the Ground Lease relating to an office property that represents 1.2% of the gross book value of our portfolio as of December 31, 2022, the tenant has the right to demolish the building and improvements on the property, although it cannot do so during the last five years of the lease without our prior consent. Rent under our Ground Lease must continue to be paid through the end of the lease, even if the tenant demolishes the building and any improvements on the property; (iii) the Lock Up Self Storage Facility lease gives the tenant the right to purchase our interest in the underlying land at fair market value as of the expiration of the lease in 2037; and (iv) the tenants under certain of our Ground Leases have a right of first offer or a right of first refusal to purchase the land underlying the Ground Lease should we decide to sell the land together with the Ground Lease to a third party. The

existence of these rights in existing and future leases may adversely affect the value and the UCA we are able to realize upon a sale of our Ground Leases and/or make it more difficult to re-let a property after the expiration of a lease.

***We rely on Property NOI as reported to us by our tenants.***

In evaluating Ground Rent Coverages and estimating Combined Property Values as indicators of the security of the rent owed to us pursuant to, and the safety of our investment in, a Ground Lease, we rely, to a significant degree, on Property NOI as reported to us by our tenants, or as otherwise publicly available, without independent investigation or verification on our part. Our tenants do not, nor do we expect that future tenants will, provide us with full financial statements prepared in accordance with GAAP or audited or reviewed by an independent registered public accounting firm. Our leases generally do not specify the detail upon which such financial information must be prepared or require notice to us or our approval for rent concessions or abatements given by our tenants to their subtenants. We assume the accuracy and completeness of information provided to us by our tenants or that is publicly available and the appropriateness of the accounting methodology or principles, assumptions, estimates and judgments used in its preparation. Accordingly, no assurance can be given that the information provided to us by our tenants, or that is otherwise publicly available, is accurate or complete, which could materially and adversely affect our underwriting decisions. Tenants may also restrict our ability to disclose publicly their Property NOI. In addition, with respect to properties under development or renovation, Ground Rent Coverage reflects our estimated annual rent coverage at the expected stabilization or completion of renovation at the applicable property. There can be no assurance our estimates will prove to be correct.

***Our estimates of Ground Rent Coverage for properties in development or transition, or for which we do not receive current tenant financial information, may prove to be incorrect.***

Certain of the Ground Leases in our portfolio relate to properties that are under development or in transition. In such cases, our underwriting and monitoring of the property during development or transition is based on our estimate of the initial net operating income of the building at an assumed stabilization date. Similarly, we use estimates of Property NOI in cases where our tenant is not required to report the actual amount to us on a current basis. Our estimates are based on leasing activity at the building and available market information, including leasing activity at comparable properties in the market. Estimates are inherently uncertain. While we intend to use assumptions that we believe are reasonable when making estimates, our assumptions may prove to be incorrect. No assurance can be given regarding the accuracy of our estimates and assumptions and it is possible that the actual Ground Rent Coverage of these assets may be materially lower than our estimates.

***Our estimates of Combined Property Value are based on various assumptions and information supplied to us by our tenants, and accordingly may not be indicative of actual values.***

When underwriting a potential investment and monitoring our portfolio, our estimate of Combined Property Value is based on expected lease terms, information supplied to us by our prospective tenant or tenant and numerous assumptions made by us. We do not independently investigate or verify the information provided to us by our tenants and no assurance can be given that the information is accurate. See "—We rely on Property NOI as reported to us by our tenants." The use of different information or assumptions could result in valuations that are materially lower than those used in our underwriting and portfolio monitoring processes. Our estimates of Combined Property Values represent our opinion and may not accurately reflect the current market value of the properties relating to our Ground Leases. Such estimates are based on numerous estimates and assumptions and not on contractual sale terms or third-party appraisals and, therefore, are inherently uncertain, and no assurance can be given regarding the accuracy or appropriateness of such estimates and assumptions. The application of alternative estimates or assumptions could result in valuations, by us or others, which are materially lower than those used in our underwriting and portfolio monitoring processes.

***There can be no assurance that we will realize any incremental value from the UCA in our owned residual portfolio or that the market price of our common stock will reflect any value attributable thereto.***

Pursuant to the typical terms of a Ground Lease, we regain possession of the land and generally take title to the building and any improvements thereon, without the payment of any additional consideration by us. We regard the difference between the initial Ground Lease value and the Combined Property Value as UCA in our owned residual portfolio that we may realize at the end of the lease through a releasing or sale transaction, or perhaps by operating the property directly. To the extent we choose to operate a property directly, we will be subject to additional risks associated with leasing commercial real estate, including responsibility for property operating costs, such as taxes, insurance and maintenance, that previously were paid for by our tenant pursuant the Ground Lease. Though we estimate Combined

Property Value using one or more valuation methodologies that we consider appropriate, there can be no assurance that this estimate or the amount of any UCA in our owned residual portfolio is accurate at the time we invest in a Ground Lease. Even if we estimate that a UCA exists initially, we will generally not be able to realize that appreciation through a near term transaction, as the property is leased to a tenant pursuant to a long-term lease. While the value of commercial real estate as a broad class has generally increased over extended periods of time and is believed by some to exhibit a positive correlation with rates of inflation, the value of a particular commercial real estate asset is primarily a function of its location, overall quality and the terms of relevant leases. Since our leases are typically long-term (base terms ranging from 30 to 99 years), it is possible that the UCA in our owned residual portfolio will increase in value, but over long periods of time. However, the Combined Property Value of a particular property at the end of a Ground Lease will be highly dependent on its unique attributes and there can be no assurance that it will exceed the amount of our initial investment in the Ground Lease. Moreover, no assurance can be given that the market price of our common stock will include any value attributable to the UCA in our owned residual portfolio. In addition, our ability to recognize value through reversion rights may be limited by the rights of our tenants under some of our Ground Leases. See "*Certain tenant rights under our Ground Leases may limit the value and the UCA were able to realize upon lease expiration, sale of our land and Ground Leases or other events.*" Moreover, the market price of our common stock may not reflect any value ascribed to the UCA in our owned residual portfolio, as it is difficult and highly speculative to estimate the value of a commercial real estate portfolio that may be realized at a distant point in time.

***Ground Leases with developers expose us to risks associated with property development and redevelopment that could materially and adversely affect us.***

In Ground Lease transactions with developers, rent may not commence until construction is completed, which would subject us to risks that the developer will be unable to complete the project and have it begin paying rent to us. Risks associated with development transactions include, without limitation: (i) the availability and pricing of financing for the developer on favorable terms or at all, due to rising interest rates or otherwise; (ii) the availability and timely receipt by the developer of zoning and other regulatory approvals; (iii) the potential for the fluctuation of occupancy rates and rents, which could affect any percentage rents that we may receive; (iv) development, repositioning and redevelopment costs may be higher than anticipated by the developer, which may cause the developer to abandon the project; and (v) cost overruns and untimely completion of construction (including due to risks beyond the developer's control, such as weather or labor conditions, inflationary pressures, supply chain disruptions or material shortages). In addition, if our tenant has obtained leasehold financing to complete construction, and the construction lender forecloses on the mortgage following a default, there is a risk that the mortgagee or a new tenant may not have necessary or sufficient development experience to complete the project or to do so to the same standards as the original developer. These risks could result in substantial unanticipated delays or expenses and could prevent the initiation or the completion of development, repositioning or redevelopment activities, any of which could materially and adversely affect us.

***We may be materially and adversely affected by the exercise of leasehold mortgagee protections.***

We typically permit tenants to obtain mortgage financing secured by their leasehold interest and to assign the lease and the tenant's rights under the lease to the mortgagee as collateral. The leasehold mortgagee typically has the right to (i) receive notices and cure tenant defaults under the lease, (ii) require us to enter into a new lease with a successor tenant on the same terms as the existing lease and (iii) consent to certain actions. We may grant a leasehold mortgagee additional time to cure certain non-monetary defaults and may agree to defer certain remedies while the leasehold mortgagee is endeavoring to cure a default. In addition, some leasehold mortgage lenders may insist, should a casualty, loss or condemnation occur, upon using insurance proceeds to reduce the tenant's debt to it rather than restoring or repairing the casualty, loss or condemnation, although the tenant would likely not be able to generate sufficient revenues from the resulting property to pay ground rent to us. There can be no assurance that we will not be materially and adversely affected by a leasehold mortgagee's exercise of such mortgagee protections.

***We are subject to the risk of bankruptcy of our tenants.***

The bankruptcy or insolvency of a tenant may materially and adversely affect the income produced by our properties or could force us to "take back" a property as a result of a default or a rejection of the lease by a tenant in bankruptcy, any of which could materially and adversely affect us. If any tenant becomes a debtor in a case under federal bankruptcy law, we cannot evict the tenant and assume ownership of the building and improvements thereon solely because of the bankruptcy if the tenant continues to comply with the terms of our lease. In addition, the bankruptcy court might permit the tenant to reject and terminate its lease with us. Our claim against the tenant for unpaid and future rent would be



a general unsecured claim subject to a statutory cap that might be substantially less than the rent actually owed to us under the lease. We may also be unable to re-lease a terminated or rejected space or re-lease it on comparable or more favorable terms. Although our tenants are primarily responsible for any environmental damages and claims related to the properties, a tenant's bankruptcy or inability to satisfy its obligations for these types of damages or claims could require us to satisfy such liabilities. In addition, we may be held directly liable for any such damages or claims irrespective of the provisions of any lease. It is also possible that a bankruptcy court could re-characterize our Ground Leases as secured lending transactions depending on its interpretation of the terms of the lease. If a lease were judicially recharacterized as a secured lending transaction, we would not be treated as the owner of the property subject to the lease and could lose the legal as well as economic attributes of the owners of the property, which could have a material adverse effect on us.

***We may directly own one or more commercial properties, which will expose us to the risks of ownership of operating properties.***

There may be instances where we take ownership of a commercial property for a period of time prior to the separating it into fee and leasehold interests. In addition, we may own and operate commercial properties that revert to us upon the expiration or termination of a Ground Lease. The ownership and operation of commercial properties will expose us to risks, including, without limitation, the risks described above under "*Our operating performance and the market value of our properties are subject to risks associated with real estate assets and the real estate industry, which could materially and adversely affect us.*" Additionally, we may be required to hold a commercial property in a taxable REIT subsidiary ("TRS"), and any gain from the subsequent sale of the property or a leasehold interest in it would be subject to corporate income tax. See "*Tax Risks Related to Ownership of Our Shares—Our TRSs are subject to special rules that may result in increased taxes.*"

***Competition may adversely affect our ability to acquire and originate investments.***

We compete with commercial developers, other REITs, real estate companies, financial institutions, such as banks and insurance companies, funds, and other investors, such as pension funds, private companies and individuals, for investment opportunities. Our competitors include both competitors seeking to originate or acquire Ground Lease transactions or acquire properties in their entirety and competitors offering debt financing as an alternative to a Ground Lease. Some of our competitors have greater financial and other resources and access to capital than we do. Due to our focus on Ground Leases throughout the U.S., and because most competitors are often locally and/or regionally focused, we do not always encounter the same competitors in each market.

***Cybersecurity risk and cyber incidents may adversely affect our business.***

A cyber incident is considered to be any adverse event that threatens the confidentiality, integrity or availability of our information resources. These incidents may be an intentional attack or unintentional event and could involve gaining unauthorized access to our or our Manager's information systems for purposes of misappropriating assets, stealing confidential information, corrupting data or causing operational disruption. The result of these incidents may include disrupted operations, misstated or unreliable financial data, liability for stolen assets or information, increased cybersecurity protection and insurance cost, litigation and damage to our business relationships. As reliance on technology has increased, so have the risks posed to both our and our Manager's information systems and those provided by third-party service providers. Our Manager has implemented processes, procedures and internal controls to help mitigate cybersecurity risks and cyber intrusions, but these measures, as well as our increased awareness of the nature and extent of a risk of a cyber incident, do not guarantee that we will not be materially and adversely affected by such an incident.

***Our business and growth prospects have been adversely affected by the COVID-19 pandemic and could be adversely affected in the future by the COVID-19 pandemic or the outbreak of any other highly infectious or contagious diseases.***

The COVID-19 pandemic has adversely affected our growth and could adversely affect our business and growth in the future. At this time, we cannot predict the full extent or duration of the impacts of the COVID-19 pandemic on our business. COVID-19 or another pandemic could adversely affect us due to, among other factors:

- closures of, or other operational issues at, one or more of our properties resulting from government or tenant action;
- deteriorations in our tenants' financial condition and access to capital which could cause one or more of our tenants to be unable to meet their Ground Lease obligations to us in full, or at all;

- the impact on the hotel industry generally and our hotel assets specifically, which accounted for approximately 11.9%, 14.4% and 15.2% of our total revenues for the years ended December 31, 2022, 2021 and 2020, respectively, including percentage rent;
- the impact on our percentage rent revenues, all of which are based on operating performance at our hotel properties. We recognized no percentage rent from our Park Hotels Portfolio in 2022 in respect of 2021 hotel operating performance or 2021 in respect of 2020 hotel performance. We recognized \$3.6 million in percentage rent in 2020 in respect of 2019 hotel performance;
- deteriorations in our financial performance which could cause us to be unable to satisfy debt covenants, including cash flow coverage tests in our revolving credit facility, which could trigger a default and acceleration of outstanding borrowings;
- difficulty accessing debt and equity capital on attractive terms, or at all, to fund business operations, growth or address maturing liabilities;
- a deterioration in iStar's business performance and liquidity, which could adversely affect its ability to participate in future capital raising transactions that we may undertake;
- delays in the supply of products or services that are needed for our and our tenants' efficient operations; and
- a deterioration in our Manager's business continuity or the health of its personnel during a disruption.

In addition to the potential adverse effects described above, our business and growth prospects may be adversely affected even after the COVID-19 pandemic ends if the travel industry is impacted, which will adversely affect the hotel properties in our portfolio and the percentage rents that we receive from them, and the possibility that our office properties in urban areas experience less demand and declines in value due to a permanent shift in employees working from home or long-term relocation trends away from urban centers. As of December 31, 2022, approximately 45% of the gross book value of our Ground Lease portfolio is comprised of office properties. The lack of certainty of the COVID-19 pandemic and its after-effects on certain sectors of the economy and commercial real estate markets preclude any prediction as to the ultimate adverse impact of COVID-19. Nevertheless, COVID-19 or the possibility of another pandemic presents material uncertainty and risk with respect to our performance, financial condition, results of operations and cash flows.

***Our estimated UCA, Combined Property Value and Ground Rent Coverage, may not reflect the full potential impact of the COVID-19 pandemic and may decline materially in future periods.***

Certain metrics that we report and monitor may not reflect the full potential impact of the COVID-19 pandemic. Our reported estimated UCA and Combined Property Value are based, in part, on third party appraisals that we obtained on a rolling quarterly basis during 2022. The estimated UCA and ratio of gross book value to the Combined Property Value of our portfolio, which are metrics that we report and that management tracks, in part, to assess risk and our seniority in capital structures, may not reflect the full effects of the COVID-19 pandemic. The unknown duration and potential impact of the COVID-19 pandemic on the economy combined with limited transaction activity makes current real estate valuations uncertain and our estimated UCA and ratio of gross book value to Combined Property Value could decline in future periods, and any such decline could be material. Our estimated Ground Rent Coverage represents the ratio of the property NOI of the commercial properties being operated on our land to the Ground Lease payment due to us, as of the date of determination. With respect to properties under development or in transition or for which financial statements are not available, we use our internal underwritten estimates of Ground Rent Coverage at stabilization and third-party valuations where available, none of which has been adjusted to take into account any effects of the COVID-19 pandemic. With respect to other properties, the property NOI available to us at December 31, 2022 may not be indicative of future periods, depending on the direction and magnitude of the effects of the COVID-19 pandemic for the entire period. Given the uncertainty surrounding the COVID-19 pandemic and its effects, and the limitations of the information used in our estimates it is possible that the actual Ground Rent Coverage may be lower than our estimate, now or in the future.

#### **Risks Related to Our Relationship with Our Manager and its Affiliates**

***Termination of the management agreement would be difficult and costly.***

Termination of the management agreement without cause will be difficult and costly. Prior to June 30, 2023, we may not terminate the agreement except for certain cause events. Thereafter, the agreement may be terminated upon the affirmative vote of at least two-thirds of our independent directors, based upon unsatisfactory long-term performance by our Manager that is materially detrimental to us and our subsidiaries taken as a whole. The agreement may also be terminated beginning with the seventh annual renewal term after the initial term upon a finding by at least two-thirds of our independent directors that the management fee payable to our Manager is not fair, subject to our Manager's right to

prevent any termination due to unfair fees by accepting a reduction of the management fee agreed to by at least two-thirds of our independent directors. We must provide our Manager 180 days' written notice of any termination. Additionally, upon such a termination, or if we are in default of the management agreement and our Manager terminates the management agreement, the management agreement provides that we will pay our Manager a termination fee equal to three times the average annual management fee earned by our Manager during the last completed fiscal year immediately preceding the effective date of termination. These provisions increase the cost to us of terminating the management agreement, adversely affect our ability to terminate the management agreement without cause and may inhibit change of control transactions that may be in the interests of our non-iStar shareholders.

***Our Manager's liability is limited under the management agreement, and we could experience poor performance or losses for which our Manager would not be liable.***

Our Manager does not assume any responsibility under the management agreement other than to render the services called for and is not responsible for any action of our board of directors in following or declining to follow its advice or recommendations. Additionally, our Manager and its affiliates, personnel, shareholders and others are not liable for acts or omissions performed in accordance with and pursuant to the management agreement, except because of acts constituting bad faith, willful misconduct, gross negligence, or reckless disregard of their duties under the management agreement. We have agreed to indemnify our Manager and its affiliates, personnel, shareholders and others with respect to all expenses, losses, damages, liabilities, demands, charges and claims arising from acts of our Manager not constituting bad faith, willful misconduct, gross negligence, or reckless disregard of duties, performed in accordance with and pursuant to the management agreement.

***We expect our reimbursement obligations to our Manager to increase further as we grow.***

We are required to reimburse our Manager for costs incurred by it on our behalf to operate our business, including our allocable share of the compensation and related costs of certain Manager personnel and, at our Manager's option, rent, utilities and other overhead, in each case except those specifically required to be borne or elected not to be charged by the Manager under the management agreement. Our expenses have grown and our Manager has elected to seek reimbursement of additional expenses, including, without limitation, rent, overhead and certain personnel costs. We intend to continue our efforts to grow materially, which we expect will result in increased reimbursements to our Manager, which may be material in amount.

***The loss of our Manager or its key personnel could threaten our ability to operate successfully.***

Our future success depends, to a significant extent, upon the continued services of our Manager and its management team. In particular, the Ground Lease experience of the management team and the relationships they have developed with customers, brokers and financing services are critically important to the success of our business. The loss of services of our Manager or one or more members of our Manager's management team, whether as a result of their departure from iStar, a change of control of iStar or iStar's unilateral decision to no longer make them available to our Manager, could threaten our ability to operate our business successfully. The management agreement does not require our Manager to devote all of its resources or for its personnel to devote all of their business time to managing our affairs or for iStar to allocate any specific officers or employees to our Manager for our benefit. The ability of our Manager, iStar and their officers and employees to engage in other business activities may reduce the time our Manager spends managing us.

***Transactions between iStar and us were negotiated between related parties and their terms may not be as favorable to us as if they had been negotiated with an unaffiliated third party.***

Transactions between iStar and us, including our management agreement (refer to Note 13 to the consolidated financial statements) and certain other transactions (refer to Note 11 and Note 13 to the consolidated financial statements) were negotiated between related parties and their terms may not be as favorable to us as if they had been negotiated with an unaffiliated third party. In addition, we may choose not to enforce, or to enforce less vigorously, our rights under agreements with iStar because of our desire to maintain our ongoing relationship with iStar and our Manager.

***There are various potential conflicts of interest in our relationship with iStar and its affiliates, which could result in decisions that are not in the best interest of our shareholders.***

Conflicts of interest may exist or could arise in the future with iStar and its affiliates, including our Manager, our executive officers and/or directors who are also directors or officers of iStar. Conflicts may include, without limitation: conflicts arising from the enforcement of agreements between us and iStar or our Manager; conflicts in the amount of time

that officers and employees of our Manager will spend on our affairs versus iStar's other affairs; conflicts in future transactions that we may pursue with iStar; conflicts between the interests of our stockholders and the management holders of Caret units; and conflicts in allocating investments to an iStar-managed investment fund in which we may invest, as discussed further below. Transactions between iStar and us would be subject to the approval of a majority of our independent directors; however, there can be no assurance that such approval will be successful in achieving terms and conditions as favorable to us as would be available from a third party. As of December 31, 2022, iStar owned approximately 54.3% of our outstanding common stock. Two directors of iStar also serve on our board of directors, including Jay Sugarman, who is the chief executive officer of iStar and our chief executive officer. Additionally, the fiduciary duties of executive officers and our directors who are also directors or officers of iStar to iStar and us may come in conflict from time to time. Our Manager is a wholly-owned subsidiary of iStar. As a result of the foregoing relationships and iStar's significant ownership of our common stock, iStar has significant influence over us.

iStar formed an investment fund, in which we may invest, which is managed by an affiliate of iStar and targets the origination and acquisition of Ground Leases for commercial real estate projects that are in a pre-development phase, unlike the later stage development Ground Leases that fit our investment criteria. iStar may face conflicts of interest in fulfilling its duties to us and the fund. iStar, through our Manager and the manager of such fund, is responsible for identifying and appropriately allocating investments between the fund and us, based upon the fund's and our respective investment criteria. In addition, iStar would be involved in negotiating the price and the conditions of our purchases of assets from any such fund. If iStar fails to deal appropriately with these and other conflicts, our business could be adversely affected. There can be no assurance that the terms of our investment in any such fund or transactions we may engage in with such fund will be as favorable as those we may achieve in an arm's length transaction with unaffiliated parties.

We have been able to execute individual investments in pre-development Ground Leases under a program targeting such investments. In certain instances, iStar originated a pre-development Ground Lease and we entered into a forward commitment to purchase those Ground Leases upon the project's developer meeting certain conditions (refer to Note 13 to the consolidated financial statements). These transactions were approved by our independent directors in accordance with our policy with respect to transactions in which iStar is also a participant. There can be no assurance that we will complete these transactions, or that the terms are as favorable as those we may achieve in an arm's length transaction with unaffiliated parties.

See also "Risks Related to the Merger with iStar" below.

***There can be no assurance that this fund will be successful and making investments through the fund may be less favorable to us than making them directly.***

The fund pursues a new investment strategy targeting pre-development Ground Leases and there can be no assurance that the fund will be successful in implementing this strategy or in originating investments. Moreover, there can be no assurance that the pre-development projects underlying the fund's Ground Leases would achieve the conditions necessary to meet our investment criteria for purchase in the future. We currently expect that the time for a project to move from pre-development to development will range from one to four years. Investments in the fund, or financial commitments to fund future Ground Leases, could reduce the amount of available capital for other investments, and could limit our financial flexibility or require us to increase our leverage. Moreover, our manager has no track record in completing Ground Lease transactions that would meet any such fund's investment criteria. As a potential limited partner in the fund, we would receive only a portion of the returns from the investments while they are held by the fund. Such returns will be reduced by the fees paid to the manager of the fund and may exceed the fee we pay our iStar-affiliated manager. In addition, as a limited partner, we would have no active role in managing the fund and only limited approval rights. Our interest in the fund would be illiquid. If we enter into any forward purchase agreement or other arrangement to purchase a Ground Lease from such fund in the future, any such agreement or arrangement may not be priced to appropriately reflect any decline in the value of the Ground Lease due to changes in interest rates, material adverse changes in the property or the Ground Lease tenant or other factors between the time of its origination and the time that we purchase it from the fund, or other unanticipated events. Furthermore, we may be required to finance such commitments in the future, and there can be no assurance that such financing will be available on attractive terms, or at all.

***The management fee payable to our Manager may not provide sufficient incentive to our Manager to maximize risk-adjusted returns on our investment portfolio.***

The management fee payable to our Manager is based on the amount of our total equity (as defined in the management agreement) at the end of each quarter, regardless of our performance. Our total equity for the purposes of calculating the management fee is not the same as, and could be greater than, the amount of total equity shown on our balance sheet. The possibility exists that significant management fees could be payable to our Manager for a given quarter despite the fact that we could experience a net loss during that quarter. Our Manager's entitlement to such significant nonperformance-based compensation may not provide sufficient incentive to our Manager to devote its time and effort to source and maximize risk-adjusted returns on our investment portfolio.

***Our board of directors will not approve each investment decision made by our Manager, which may result in our Manager making riskier investments on our behalf than would be specifically approved by our board of directors.***

Our directors do not review all of our proposed investments, which may result in our Manager making riskier investments on our behalf than would be specifically approved by our board of directors. In addition, in reviewing certain investments, our directors may rely primarily on information provided to them by our Manager. Furthermore, it may be difficult or impossible to unwind transactions by the time they are reviewed by our directors. Our Manager has great latitude, which could result in investment returns that are substantially below expectations or that result in losses. Our Manager may change its investment process without stockholder approval at any time. Decisions made and investments entered into by our Manager may not fully reflect your best interests.

### **Financing and Investment Risks**

***Our debt obligations will reduce cash available for distribution and expose us to the risk of default.***

Payments of principal and interest on borrowings may leave us with insufficient cash resources to fund investment activities or to make distributions currently contemplated or necessary for us to maintain our qualification as a REIT. If interest rates, and therefore, the costs of our debt rise faster and by greater amounts than any rent escalations and percentage rents under our leases, we may not generate sufficient cash to pay amounts due under our borrowings. Additionally, given the long term of our Ground Leases and the comparatively shorter term of our debt, there may be a misalignment between interest rates at the time of a refinancing and our expected revenue stream under a Ground Lease. Our organizational documents do not contain any limitation on the amount of indebtedness we may incur. Our level of debt, the costs of our debt and the limitations imposed on us by our debt agreements could have significant adverse consequences, including, without limitation, the following:

- our cash flow may be insufficient to meet our required principal and interest payments;
- we may be unable to borrow additional funds as needed on favorable terms, or at all;
- we may be unable to refinance our indebtedness at maturity or the refinancing terms may be less favorable than the terms of our original indebtedness;
- increases in interest rates could materially increase our interest expense and adversely affect our growth by significantly increasing the costs of future investments;
- we may be forced to dispose of one or more of our assets, possibly on disadvantageous terms;
- our Unsecured Revolver prohibits us from paying distributions if there is a default thereunder, subject to limited exceptions relating to the maintenance of our REIT qualification;
- the actions or omissions of our tenants over which we have no direct control, such as a failure to pay required taxes, may trigger an event of default under certain of our mortgages (refer to Note 8 to the consolidated financial statements);
- if we default on our debt, the lenders or mortgagees may accelerate our debt obligations, repossess and/or take control of the properties, if any, that secure their loans and collect rents and other property income; and
- our default under debt agreements could trigger cross-default or cross acceleration of our other debt.

***Our failure to hedge interest rates effectively could materially and adversely affect us.***

Subject to our qualification as a REIT, we seek to manage our exposure to interest rate volatility by using interest rate hedging arrangements that involve risk, such as the risk that counterparties may fail to honor their obligations under these arrangements, and that these arrangements may not be effective in reducing our exposure to interest rate changes. Moreover, there can be no assurance that our hedging arrangements will qualify for hedge accounting. Should we desire

to terminate a hedging arrangement, we may incur significant costs. When a hedging arrangement is required under the terms of a mortgage loan, it is often a condition that the hedge counterparty maintains a specified credit rating. If the credit rating of a counterparty were downgraded and we were unable to renegotiate the credit rating condition with the lender or find an alternative counterparty with acceptable credit rating, we would be in default under the loan and the lender could seize that property securing the loan through foreclosure.

***Joint venture investments could be adversely affected by our lack of sole decision-making authority, our reliance on partners' or co-venturers' financial position and liquidity and disputes between us and our co-venturers.***

We hold certain of our Ground Leases through ventures owned by us and a third party, and we may co-invest in the future with third parties through partnerships, joint ventures or other entities. Under our stockholder's agreement with an institutional investor that invested in us prior to our initial public offering, we have agreed that it will have the right to participate as a co-investor in real estate investments for which we are seeking joint venture partners. In a joint venture, we may not be in a position to exercise sole decision-making authority regarding material decisions. Investments in partnerships, joint ventures or other entities may, under certain circumstances, involve risks not present were a third party not involved, including the possibility that partners or co-venturers might become bankrupt or fail to fund their share of required capital contributions. Partners or co-venturers may have economic or other business interests or goals which are inconsistent with our business interests or goals, and they may have competing interests that could create conflict of interest issues. Such investments may also have the potential risk of impasses on decisions, such as a sale. In addition, prior consent of our partners or co-venturers may be required for a sale or transfer to a third party of our interests in the partnership or joint venture, which would restrict our ability to dispose of our interest. Disputes between us and partners or co-venturers may result in litigation or arbitration that would increase our expenses and create distractions for our executive officers and/or directors. In addition, we may in certain circumstances be liable for the actions of our partners or co-venturers. Our partnerships or joint ventures may be subject to debt and we could be forced to fund our partners' or co-venturers' share of such debt if they fail to make the required payments in order to preserve our investment.

***Our depreciation expenses are expected to be limited for financial and tax reporting purposes, with the result that we will be highly dependent on external capital sources to fund our growth.***

As an owner of land, we expect to record limited depreciation expenses for either financial reporting or tax reporting purposes. As a result, we will not have significant depreciation expenses that will reduce our net taxable income and the payment ratio of our distributions to our cash available for distribution to our shareholders or other metrics is likely to be higher than at many other REITs. This also means that we will be highly dependent on external capital sources to fund our growth. If capital markets are experiencing disruption or are otherwise unfavorable, we may not have access to capital on attractive terms, or at all, which could prevent us from achieving our investment objectives.

***Our credit ratings will impact our borrowing costs and our access to debt capital markets.***

Our borrowing costs on our Unsecured Revolver and our new \$500 million unsecured revolving credit facility (refer to Note 14 to the consolidated financial statements) and our access to debt capital markets will depend significantly on our credit ratings, which are based on our operating performance, liquidity and leverage ratios, financial condition and prospects, and other factors. Our unsecured corporate credit ratings from major national credit rating agencies are currently investment grade. However, there can be no assurance that our credit ratings or outlook will not be lowered in the future in response to adverse changes in these metrics caused by our operating results or by actions that we take that may reduce our profitability or that require us to incur additional indebtedness. Any downgrade in our credit ratings will increase our borrowing costs on our Unsecured Revolver and our new \$500 million unsecured credit facility and could have a material adverse effect on our ability to raise capital in the debt capital markets, which could in turn have a material adverse effect on our business, liquidity and the market price of our common stock.

#### **Risks Related to Our Organization and Structure**

***We are a holding company and will rely on funds from our Operating Partnership to pay our obligations and distributions to our shareholders.***

We conduct substantially all of our operations through our Operating Partnership. As a holding company, claims of shareholders are structurally subordinated to all existing and future creditors and preferred equity holders of our Operating Partnership and its subsidiaries. Additionally, holders of equity interests in our subsidiaries, including joint venture partners and holders of Caret units, will be entitled to share in liquidation proceeds to the extent of their interests therein. Therefore, in the event of a bankruptcy, insolvency, liquidation or reorganization of our Operating Partnership or

its subsidiaries, assets of our Operating Partnership or the applicable subsidiary will be available to satisfy our claims to us as an equity owner therein only after all of their liabilities and preferred equity have been paid in full and only to the extent of the Operating Partnership's interests in the subsidiaries.

***The concentration of our voting power may adversely affect the ability of investors to influence our policies.***

As of December 31, 2022, iStar owned approximately 54.3% of the outstanding shares of our common stock. We entered into a Stockholder's Agreement with iStar, pursuant to which iStar agreed to limit its aggregate voting power in us to 41.9% and iStar agreed to certain standstill provisions. Consequently, iStar has the ability to influence the outcome of matters presented to our shareholders, including the election of our board of directors and approval of significant corporate transactions, including business combinations, consolidations and mergers. Two directors of iStar also serve on our board of directors, including Jay Sugarman, who is the chief executive officer of iStar and our chief executive officer. Our directors, executive officers and iStar could exercise influence in a manner that is not in the best interest of our other shareholders. The concentration of voting power in iStar might also have the effect of delaying, deferring or preventing a change of control that our other shareholders may view as beneficial.

***Certain provisions of Maryland law and our organizational documents could inhibit changes in control of our company.***

Certain provisions of Maryland law, including the Maryland General Corporation Law (the "MGCL"), and our organizational documents could inhibit changes in control of our company that might involve a premium price for our common stock or that our shareholders otherwise believe to be in their best interest, including, among others, the following:

- Although our board of directors has by resolution exempted business combinations between us and any other person from the business combination provisions of the MGCL, and our bylaws exempt from the control share acquisition statute any and all acquisitions by any person of shares of our stock, there can be no assurance that these exemptions will not be amended or eliminated at any time in the future.
- Our ability as general partner of the Operating Partnership to make certain amendments to the partnership agreement and to cause the Operating Partnership to issue units with terms that could delay, defer or prevent a merger or other change of control of us or our Operating Partnership without the consent of the limited partners.
- The right of the limited partners of our Operating Partnership to consent to transfers of our general partnership interest and mergers or other transactions involving us under specified circumstances.
- Our charter generally prohibits any person from directly or indirectly owning more than 9.8% in value or number of shares, whichever is more restrictive, of the outstanding shares of all classes and series of our capital stock or more than 9.8% in value or number of shares, whichever is more restrictive, of the outstanding shares of our common stock.
- Our board of directors, without stockholder approval, has the power under our charter to amend our charter from time to time to increase or decrease the aggregate number of shares of stock or the number of shares of stock of any class or series that we are authorized to issue, to authorize us to issue authorized but unissued shares of our common stock or preferred stock and to classify or reclassify any unissued shares of our common stock or preferred stock into one or more classes or series of stock and set the terms of such newly classified or reclassified shares. As a result, our board of directors could establish a class or series of preferred stock that could, depending on the terms of such series, delay, defer or prevent a transaction or a change of control that might involve a premium price for our common stock or that our shareholders otherwise believe to be in their best interest.

***Certain provisions of our organizational documents limit shareholder recourse and access to judicial fora.***

Our charter limits the liability of our present and former directors and executive officers to us and our shareholders for money damages to the maximum extent permitted under Maryland law. The partnership agreement of our Operating Partnership also limits the liability of our directors, officers and others. Additionally, our bylaws provide that, unless we consent in writing to the selection of an alternative forum, the sole and exclusive forum for: (a) any derivative action or proceeding brought on our behalf; (b) any action asserting a claim of breach of any duty owed by us or by any director or officer or other employee to us or to our shareholders; (c) any action asserting a claim against us or any director or officer or other employee arising pursuant to any provision of the MGCL or our charter or bylaws; or (d) any action asserting a claim against us or any director or officer or other employee that is governed by the internal affairs doctrine shall be the

Circuit Court for Baltimore City, Maryland, or, if that Court does not have jurisdiction, the United States District Court for the District of Maryland, Baltimore Division. These provisions of our organizational documents may limit shareholder recourse for actions of our present and former directors and executive officers and limit their ability to obtain a judicial forum that they find favorable for disputes with our company or our directors, officers, employees, if any, or other shareholders.

***Conflicts of interest exist or could arise between our shareholders and limited partners.***

Conflicts of interest exist or could arise in the future as a result of the relationships between us and our affiliates, on the one hand, and our Operating Partnership or any partner thereof, on the other. Our directors and executive officers have duties to us under applicable Maryland law in connection with their management of our company. At the same time, we, as the general partner of our Operating Partnership, have fiduciary duties and obligations to our Operating Partnership and its limited partners under Delaware law and the partnership agreement of our Operating Partnership. Our fiduciary duties and obligations as general partner to our Operating Partnership and its partners may come into conflict with the duties of our directors and executive officers to our company. Our Operating Partnership agreement provides that in the event of a conflict in the duties owed by us to our shareholders and the fiduciary duties owed by us, in our capacity as general partner of our Operating Partnership, to those limited partners, we will fulfill our fiduciary duties to those limited partners by acting in the best interests of our company. No reported decision of a Delaware appellate court has interpreted provisions similar to the provisions of the partnership agreement of our Operating Partnership that modify and reduce our fiduciary duties or obligations as the general partner or reduce or eliminate our liability for money damages to the Operating Partnership and its partners, and we have not obtained an opinion of counsel as to the enforceability of the provisions set forth in the partnership agreement that purport to modify or reduce the fiduciary duties that would be in effect were it not for the partnership agreement.

**Risks Related to Our Common Stock**

***Cash available for distribution may not be sufficient to make distributions to our shareholders at expected levels, or at all.***

All future distributions will be made at the discretion of our board of directors and will depend on a number of factors, including our actual or anticipated results of operations, cash flows and financial position, our qualification as a REIT, restrictions in our financing agreements, economic and market conditions, applicable law, and other factors as our board of directors may deem relevant from time to time. Our Unsecured Revolver prohibits us from paying distributions if there is a default thereunder, subject to limited exceptions relating to the maintenance of our REIT qualification. If sufficient cash is not available for distribution from our operations, we may have to fund distributions from working capital or borrow funds, issue equity or sell assets to pay for such distribution, or eliminate or otherwise reduce the amount of such distribution. Any distributions we make in the future could differ materially from our past distributions or current expectations. If we fail to meet the market's expectations with regard to future operating results and cash distributions, the market price of our common stock could be adversely affected.

***The availability of shares and units for future sale could adversely affect the market price of our common stock.***

We cannot predict whether future issuances of shares of our common stock or Operating Partnership units or the availability of shares for resale in the open market will decrease the market price of our common stock. We pay management fees to our Manager in cash or in shares of our common stock at the discretion of our independent directors. Under the terms of registration rights agreements, iStar received rights to have shares of common stock issued from time to time registered for resale under the Securities Act. We may also issue shares of common stock or Operating Partnership units in connection with future acquisitions. Issuances or resales of substantial amounts of shares of our common stock or Operating Partnership units, or the perception that such issuances or resales might occur could adversely affect the market price of our common stock. This potential adverse effect may be increased by the large number of shares of our common stock that are or will be owned by iStar to the extent that it resells, or there is a perception that it may resell, a significant portion of its holdings. In addition, future issuances of shares of our common stock or Operating Partnership units may be dilutive to holders of shares of our common stock and may reduce the market price of our common stock. Existing shareholders have no preemptive rights.



***Distributions to holders of Caret units will reduce distributions to us upon certain transactions, and sales of additional Caret units may dilute the economic interests of our common stockholders.***

Caret units generally entitle holders to a share of cash distributions in respect of the capital appreciation above our investment basis in our Ground Lease assets received upon the sale of a Ground Lease, the sale of a combined property and certain non-recourse mortgage debt refinancings of a Ground Lease. The number of authorized Caret units is currently a fixed amount. Issuances of additional shares of our common stock will reduce an individual stockholder's indirect interest in Caret units, while the interests of Caret unit holders are subject to limited dilution.

We have established an equity incentive plan (the "Plan") providing for grants of Caret units to our directors, officers and employees of our Manager and other eligible participants representing up to 15% of all distributions made to holders of Caret units. In addition to the Caret units reserved for issuance under the Plan, in February 2022, we sold 108,571 Caret units to third-party investors and received a commitment from an existing stockholder (which is affiliated with one of our independent directors) for the purchase of 28,571 Caret units, representing an aggregate of 1.37% of the then-authorized Caret units and 1.42% of the outstanding Caret units. In August 2022, we entered into a commitment to sell 1.0% of the then-authorized Caret units to MSD Partners (refer to Note 1 to the consolidated financial statements), conditioned on, among other things, the closing of the Merger and the implementation of certain changes to the Caret program. In November 2022, we entered into subscription agreements to sell 0.23% of the then-authorized Caret units to a group of third-party investors. The third-party investors obligations to purchase the Caret units is contingent upon the MSD Partners' Caret unit purchase. As a result of the foregoing transactions, we will own the remaining 82.6% of the then-outstanding Caret units. We may choose to issue new Caret units or sell outstanding Caret units to third parties in the future. Any such issuances or sales will not require approval from our common stockholders and would reduce our current percentage interest (and indirectly the interest of our common stockholders) in cash distributions in respect of Caret units. Moreover, the price at which additional Caret units are sold may not be commensurate to the cash distributions we or our common stockholders would have received if we had retained such Caret units.

In connection with the February 2022 sale, we agreed to use commercially reasonable efforts to provide public market liquidity for the Caret units, or securities into which they may be exchanged, prior to the second anniversary of such sales. There can be no assurances that we will be able to provide public market liquidity within such timeframe, or at all, and if we are unable to do so, such investors have a right to require us to redeem their Caret units purchased in February 2022. Even if we are able to provide public market liquidity an active trading market may not develop, or be sustained, and the market price of such securities may be volatile. Additionally, in connection with the pursuit of public market liquidity, we may restructure the Caret units, or securities into which they may be exchanged.

Thus, holders of our common stock bear the risk that Caret units will dilute their economic interests and other attributes of ownership in us and may materially and adversely affect the market price of shares of our common stock.

***The terms of Caret units could result in conflicts of interest between holders of our common stock and holders of Caret units. Our management's ownership of Caret units creates potential conflicts of interest.***

Given the disparate economic rights belonging to holders of Caret units in Caret Ventures and holders of GL units in Caret Ventures with respect to ground lease assets owned directly or indirectly by Caret Ventures, there are inherent conflicts of interest between such groups and, accordingly, between holders of Caret units, which includes members of our management, and holders of our common stock due to our ownership of all outstanding GL units but not all outstanding Caret units. Such conflicts may arise with respect to investment, management, capital and operating decisions, including:

- whether to invest in ground leases that hold greater potential for future distributions to Caret unit holders versus current distributions to GL units and therefore common stockholders;
- whether to extend, sell, hold or refinance a ground lease asset in the future;
- whether to issue new shares of common stock; and
- whether to issue or sell additional Caret units.

While our management and its board of directors may consider our interest as a Caret unit holder, neither is obligated to separately consider the interests of Caret unit holders when making such decisions. Our board of directors intends to exercise its judgment from time to time, depending on the circumstances, as it believes the

advantage of retaining flexibility in determining how to fulfill its responsibilities in any such circumstances as they may arise outweigh any perceived advantages of adopting additional specific procedures.

Additionally, our management's ownership of Caret units creates potential conflicts of interest. During the third quarter of 2018, SAFE adopted, and in the second quarter of 2019, its stockholders approved, an equity incentive plan (the "Plan"). Fifteen percent of the then-authorized number of Caret units were reserved for grants of performance-based awards under the Plan to Plan participants, including certain of our executives. Grants under the Plan were subject to graduated vesting based on time-based service conditions and hurdles of our common stock price, all of which were satisfied as of December 31, 2022. In February 2022, we granted awards to employees of the Manager that will vest upon satisfaction of continuing service conditions and as of December 31, 2022, 1,100 Caret units are scheduled to vest on December 31, 2023. As of December 31, 2022, our officers and other employees of our Manager beneficially owned approximately 13.19% of the then-authorized Caret units, including 7.35% and 3.38% held directly and indirectly by Jay Sugarman, our Chairman and Chief Executive Officer, and Marcos Alvarado, our President and Chief Investment Officer, respectively. This creates potential conflicts of interest when management is faced with decisions that could have different implications for holders of Caret units and holders of our common stock, as management may be incentivized to make decisions that benefit holders of Caret units as opposed to holders of our common stock.

***Future issuances of debt or preferred equity securities could adversely affect our common shareholders and result in conflicts of interest.***

We may issue additional debt or equity securities in the future. Upon liquidation, holders of our debt and preferred stock will receive a distribution of our available assets before holders of our common stock. Our preferred stock, if issued, would also likely have a preference on periodic dividends, which could limit our ability to make distributions to holders of shares of our common stock. We cannot predict or estimate the amount, timing, nature or impact of our future capital raising efforts. Thus, holders of shares of our common stock bear the risk that our future issuances or sales of debt or equity securities or our incurrence of other borrowings may materially and adversely affect the market price of shares of our common stock and may result in conflicts of interest.

**Tax Risks Related to Ownership of Our Shares**

***Our failure to remain qualified as a REIT would subject us to taxes, which would reduce the amount of cash available for distribution to our shareholders.***

We believe we have been organized and operated and intend to continue to operate in a manner that will enable us to qualify as a REIT for U.S. federal income tax purposes commencing with our taxable year ended December 31, 2017. We have not requested and do not intend to request a ruling from the Internal Revenue Service, or the IRS, that we qualify as a REIT. Qualification as a REIT involves the application of highly technical and complex Code provisions and Treasury Regulations promulgated thereunder for which there are limited judicial and administrative interpretations. The complexity of these provisions and of applicable Treasury Regulations is greater in the case of a REIT that, like us, holds its assets through entities treated as partnerships for U.S. federal income tax purposes. To qualify as a REIT, we must meet, on an ongoing basis, various tests regarding the nature and diversification of our assets and our income, the ownership of our outstanding shares, and the amount of our distributions. Our ability to satisfy these asset tests depends upon the characterization and fair market values of our assets, some of which are not susceptible to a precise determination, and for which we will not obtain independent appraisals. Our compliance with the REIT income and quarterly asset requirements also depends upon our ability to manage successfully the composition of our income and assets on an ongoing basis. In connection with such requirements, for so long as iStar or any other stockholder, either individually or together in the aggregate, holds 10% or more of the shares of our common stock, we will be deemed to own any tenant in which, iStar, such stockholder or iStar and such stockholder together own, at any time during a taxable year, a 10% or greater interest, applying certain constructive ownership rules, which could cause us to receive rental income from a related party tenant. We have put in place, together with iStar, procedures to diligence whether we will directly or indirectly receive rental income of a related party tenant, including as a result of our constructive ownership of a tenant due to ownership of such tenant by iStar. However, due to the broad nature of the attribution rules of the Code, we cannot be certain that in all cases we will be able to timely determine whether we are receiving related party rental income in an amount that would cause us to fail the REIT gross income tests. To the extent we fail to satisfy a REIT gross income test as a result of receiving related party tenant income we could fail to qualify as a REIT or be subject to a penalty tax which could be significant in amount. Moreover, new legislation, court decisions or administrative guidance, in each case possibly with retroactive

effect, may make it more difficult or impossible for us to qualify as a REIT. Thus, while we believe we have been organized and operated and intend to continue to operate so that we will qualify as a REIT, given the highly complex nature of the rules governing REITs, the ongoing importance of factual determinations, and the possibility of future changes in our circumstances, no assurance can be given that we have qualified or will continue to so qualify for any particular year. These considerations also might restrict the types of assets that we can acquire or services that we can directly provide to our tenants in the future.

If we fail to qualify as a REIT in any taxable year, and we do not qualify for certain statutory relief provisions, we would be required to pay U.S. federal income tax on our taxable income at the regular corporate rate, and distributions to our shareholders would not be deductible by us in determining our taxable income. In such a case, we might need to borrow money, sell assets, or reduce or even cease making distributions in order to pay our taxes. Our payment of income tax would reduce significantly the amount of cash available for distribution to our shareholders. Furthermore, if we fail to qualify or maintain our qualification as a REIT, we no longer would be required to distribute substantially all of our net taxable income to our shareholders. In addition, unless we were eligible for certain statutory relief provisions, we could not re-elect to qualify as a REIT until the fifth calendar year following the year in which we failed to qualify. In addition, if we are treated as a "successor" of iStar (within the meaning of Treasury Regulations Section 1.856-8(c)(2)) and iStar's REIT status were terminated or revoked, we would be prohibited from electing to be taxed as a REIT until the fifth calendar year following the year in which iStar Inc.'s qualification was lost.

***The REIT distribution requirements could require us to borrow funds or take other actions that may be disadvantageous to our shareholders.***

In order to qualify as a REIT, we must distribute to our shareholders, on an annual basis, at least 90% of our REIT taxable income, determined without regard to the deduction for dividends paid and excluding net capital gains. In addition, we will be subject to U.S. federal income tax at regular corporate rates to the extent that we distribute less than 100% of our net taxable income (including net capital gains) and will be subject to a 4% nondeductible excise tax on the amount by which our distributions in any calendar year are less than a minimum amount specified under U.S. federal income tax laws. We intend to distribute our net taxable income to our shareholders in a manner intended to satisfy the REIT 90% distribution requirement and to eliminate U.S. federal income tax and the 4% nondeductible excise tax.

Our taxable income may exceed our net income as determined by GAAP because, for example, realized capital losses will be deducted in determining our GAAP net income, but may not be deductible in computing our taxable income. In addition, we may incur nondeductible capital expenditures or be required to make debt or amortization payments. Also, certain Ground Lease transactions we enter into may be determined to have a financing component, which may result in a timing difference between the receipt of cash and the recognition of income for U.S. federal income tax purposes. In addition, we may be required to take certain amounts into income no later than the time such amounts are reflected on our financial statements. As a result of the foregoing, we may generate less cash flow than taxable income in a particular year and we may incur U.S. federal income tax and the 4% nondeductible excise tax on that income if we do not distribute such income to shareholders in that year. In that event, we may be required to use cash reserves, incur debt, issue equity or liquidate assets at rates or times that we regard as unfavorable or make a taxable distribution of our shares in order to satisfy the REIT 90% distribution requirement and to eliminate U.S. federal income tax and the 4% nondeductible excise tax in that year.

***Even if we qualify as a REIT, we may incur tax liabilities that reduce our cash flow.***

Even if we qualify as a REIT, we may be subject to certain U.S. federal, state and local taxes on our income and assets, including taxes on any undistributed income, taxes on income from some activities conducted as a result of a foreclosure, and state or local income, franchise, property and transfer taxes. In order to meet the REIT qualification requirements, or to avoid the imposition of a 100% tax that applies to certain gains derived by a REIT from sales of inventory or property held primarily for sale to customers in the ordinary course of business, we may hold some of our assets through taxable C corporations, including TRSs. Such subsidiary corporations will be subject to U.S. federal, state and local corporate income taxes, including potential penalty taxes, which would decrease the cash available for distribution to our shareholders.

### **Risks Related to the Merger with iStar**

***The Merger and related transactions may not be completed on the terms or timeline currently contemplated, or at all.***

The completion of the Merger and related transactions are subject to certain conditions, including: (i) the approval of the Company's stockholders, (ii) the approval of iStar's stockholders, (iii) completion of the spin-off, (iv) the approval of the shares of New SAFE (refer to Note 1 to the consolidated financial statements) common stock to be issued in the Merger for listing on the NYSE, (v) the absence of any temporary restraining order, injunction or other order of any court of competent jurisdiction or other legal restraint or prohibition preventing the consummation of the reverse stock split or the Merger, (vi) generation of certain cash proceeds, (vii) the receipt of certain tax opinions by iStar and the Company that the Merger will qualify as a reorganization under the Internal Revenue Code and that iStar and the Company each qualifies as a REIT for federal income tax purposes, (viii) the accuracy of certain representations and warranties of iStar and the Company contained in the Merger agreement and the compliance by the parties with the covenants contained in the Merger agreement (subject to customary materiality qualifiers), and (ix) certain other conditions specified in the Merger agreement. Neither iStar nor the Company can provide assurances that the Merger and related transactions will be consummated on the terms or timeline currently contemplated, or at all.

***Failure to complete the Merger and related transactions could adversely affect the stock prices and the future business and financial results of iStar and the Company.***

If the Merger and related transactions are not completed, the ongoing businesses of iStar or the Company may be adversely affected and iStar and the Company will be subject to numerous risks, including the following:

- upon termination of the Merger agreement under specified circumstances, a termination fee of \$63 million may be payable by either iStar or the Company;
- each of iStar and the Company having to pay substantial costs relating to the Merger, such as legal, accounting, financial advisor, filing, printing and mailing fees and integration preparation costs that have already been incurred or will continue to be incurred until the closing of the Merger;
- the management of each of iStar and the Company focusing on the Merger instead of on pursuing other opportunities that could be beneficial to the companies, in each case, without realizing any of the benefits of having the Merger completed; and
- reputational harm due to the adverse perception of any failure to successfully complete the Merger.

If the Merger and related transactions are not completed, neither iStar nor the Company can assure their respective stockholders that these risks will not materialize or will not materially affect the business, financial results and stock prices of either iStar or the Company.

***The Merger agreement contains provisions that could discourage a potential competing acquirer of either iStar or the Company or could result in any competing proposal being at a lower price than it might otherwise be.***

The Merger agreement contains provisions that, subject to limited exceptions, restrict the ability of each of iStar and the Company to, directly or indirectly, initiate, solicit, propose, knowingly encourage or facilitate competing third-party proposals to effect, among other things, a merger, reorganization, share exchange, consolidation or the sale of 15% or more of the stock or consolidated net revenues, net income or total assets of iStar or the Company. In addition, either iStar or the Company generally has an opportunity to offer to modify the terms of the Merger agreement in response to any competing "superior proposal" (as defined in the Merger Agreement) that may be made to the other party before the special committee of the boards of directors of iStar or the Company, as the case may be, may withdraw or modify its recommendation in response to such superior proposal or terminate the Merger agreement to enter into such superior proposal. In some circumstances, one of the parties will be required to pay a substantial termination fee to the other party.

These provisions could discourage a potential competing acquirer that might have an interest in acquiring all or a significant part of iStar or the Company from considering or proposing such an acquisition, even if it were prepared to pay consideration with a higher per share cash or market value than that market value proposed to be received or realized

in the Merger, or might result in a potential competing acquirer proposing to pay a lower price than it might otherwise have proposed to pay because of the added expense of the termination fee that may become payable in certain circumstances under the Merger agreement. In addition, iStar's significant ownership interest and voting power in the Company could discourage a potential competing acquirer for the Company.

***The pendency of the Merger and related transactions could adversely affect the business and operations of iStar and the Company.***

In connection with the pending Merger and related transactions, some tenants, vendors or other counterparties of each of iStar and the Company may delay or defer decisions, which could adversely affect the revenues, earnings, funds from operations, cash flows and expenses of iStar and the Company, regardless of whether the Merger is completed. Similarly, current and prospective employees of iStar and New SAFE may experience uncertainty about their future roles with New SAFE following the Merger and related transactions, which may materially adversely affect the ability of iStar to attract and retain key personnel during the pendency of the Merger and related transactions. In addition, due to interim operating covenants in the Merger agreement, each of iStar and the Company may be unable (without the other party's prior written consent), during the pendency of the Merger and related transactions, to pursue strategic transactions, undertake significant capital projects, undertake certain significant financing transactions and otherwise pursue other actions, even if such actions would prove beneficial.

***If the Merger has not occurred by the outside date under the Merger agreement, we will have the option to internalize iStar's management, which may be costly and could have a dilutive impact on our existing stockholders.***

If the Merger agreement is terminated because the Merger has not occurred by September 30, 2023, we will have the option under certain circumstances to terminate the existing external management agreement and internalize iStar's management. If we exercise this option under the Merger agreement to become internalized, we must pay iStar \$100.0 million, of which up to \$60.0 million may be paid in cash at our discretion. The remainder would be paid in shares of our common stock, which would have a dilutive impact on our existing stockholders. If we exercise this option, iStar would become externally-managed by us pursuant to a management agreement that we and iStar have agreed to negotiate in good faith. These changes in our management structure may adversely affect us and the market value of our securities.

***Litigation challenging the Merger Agreement may prevent the Merger from being consummated within the expected timeframe or at all.***

Two lawsuits have been filed and additional lawsuits may in the future be filed against us, our Board of Directors or other parties to the Merger Agreement challenging the Merger with iStar and making other claims in connection therewith. Two lawsuits have been brought by purported stockholders and seek, among other things, to enjoin consummation of the Merger. One of the conditions to the consummation of the Merger is that the consummation of the Merger is not prohibited, made illegal or enjoined by any applicable law or regulation or by any judgment, injunction, order or decree. As such, if the plaintiffs in such lawsuits are successful in obtaining an injunction prohibiting the defendants from completing the Merger on the agreed upon terms, then such injunction may prevent the Merger from becoming effective, or from becoming effective within the expected timeframe.

**Item 1B. Unresolved Staff Comments**

None.

**Item 2. Properties**

Our principal executive offices are located at 1114 Avenue of the Americas, New York, New York, 10036. See Item 8—"Financial Statements and Supplementary Data"—Schedule III for a listing of properties held by us for investment purposes.

### **Item 3. Legal Proceedings**

On December 23, 2022, following the announcement of the Merger, a purported stockholder of the Company filed a complaint against the Company and each member of the Board of Directors alleging violations of the federal securities laws in a case captioned *Ryan O'Dell v. Safehold Inc. et al.*, No. 22-cv-10862 (SDNY) ("*O'Dell Action*"). Such complaint alleges that the Registration Statement filed on December 16, 2022 omits material information with respect to the Merger and that, as a result, all defendants violated Section 14(a) of the Exchange Act, Rule 14a-9, and 17 C.F.R. § 244.100, and that each member of the Board of Directors violated Section 20(a) of the Exchange Act. The complaint seeks injunctive relief, rescission in the event the Merger is consummated or alternatively rescissory damages, plaintiff's attorneys' and experts' fees and costs, and other such relief that the court deems just and proper. On February 10, 2023, a second purported stockholder of the Company filed a complaint against the Company and each member of the Board of Directors raising similar allegations about the Schedule 14A Definitive Proxy statement filed on January 31, 2023 and seeking similar relief as in the *O'Dell Action*, with such case captioned *John Thompson v. Safehold Inc. et. al*, No. 23-cv-01164 (SDNY) ("*Thompson Action*"). In addition, two purported stockholders of the Company sent demand letters and one purported stockholder sent a draft complaint alleging similar deficiencies in the Registration Statement and Proxy Statement, as the case may be, as those alleged in the *O'Dell Action and Thompson Action*.

Additional lawsuits and demands may be filed or made, respectively, against the Company, the Board of Directors, or the Company's officers in connection with the Merger, which could prevent or delay completion of the Merger and result in substantial costs to the Company, including any costs associated with indemnification.

### **Item 4. Mine Safety Disclosures**

Not applicable.

## **PART II**

### **Item 5. Market for Registrant's Equity and Related Stock Matters**

Our common stock trades on the NYSE under the symbol "SAFE." Computershare is the transfer agent and registrar for our common stock. We had 902 holders of record of common stock as of February 10, 2023. This figure does not represent the actual number of beneficial owners of our common stock because shares of our common stock are frequently held in "street name" by securities dealers and others for the benefit of beneficial owners who may vote the shares and who would report dividends paid by us in their taxable income.

#### **Unregistered Sales of Equity Securities**

In addition to previously reported unregistered sales of equity securities, in October 2022, we issued 209,983 shares of our common stock to our Manager as payment for the management fee for the three months ended September 30, 2022. These shares were not registered under the Securities Act in reliance upon exemption from registration provided by Section 4(a)(2) of the Securities Act. Such shares are subject to certain resale restrictions.

#### **Issuer Purchases of Equity Securities**

We did not purchase any shares of our common stock during the three months ended December 31, 2022.

#### **Disclosure of Equity Compensation Plan Information**

In connection with our initial public offering, we adopted an equity incentive plan (the "2017 Equity Incentive Plan") to provide equity incentive opportunities to members of our Manager's management team and employees who perform services for us, our independent directors, advisers, consultants and other personnel. Our equity incentive plan provides for grants of stock options, shares of restricted common stock, phantom shares, dividend equivalent rights and other equity-based awards up to an aggregate of 907,500 (representing 5% of the issued and outstanding shares of our

common stock as of the closing of our initial public offering). Beginning in 2017, every year we have issued fully-vested shares to our directors who are not employees of the Manager or iStar in consideration for their annual services as directors.

The following table presents certain information about our equity compensation plan as of December 31, 2022:

<b>Plans Category</b>	<b>(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights</b>	<b>(b) Weighted-average exercise price of outstanding options, warrants and rights</b>	<b>(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b>
Equity incentive plans approved by shareholders <sup>(1)</sup>	—	—	698,500
Equity incentive plans not approved by shareholders	—	—	—

(1) Composed of the 2017 Equity Incentive Plan.

In the third quarter 2018, we adopted an equity incentive plan providing for grants of interests (called "Caret units") in a subsidiary of the Operating Partnership intended to constitute profits interests within the meaning of relevant Internal Revenue Service guidance. Our shareholders approved the plan in the second quarter of 2019. Grants under the plan are subject to graduated vesting based on time and hurdles of our common stock price, all of which were satisfied as of December 31, 2022. In February 2022, we granted awards to employees of the Manager that will vest upon satisfaction of continuing service conditions and as of December 31, 2022, 1,100 Caret units are scheduled to vest on December 31, 2023. The awards generally entitle plan participants to cash distributions of up to 15%, in the aggregate, of the capital appreciation above our investment basis in our Ground Lease assets received upon the sale of a Ground Lease, the sale of a combined property and certain non-recourse mortgage debt refinancings of a Ground Lease. After sales of Caret units and consummation of commitments to sell Caret units to third-party investors (refer to Item 1 - Business), we will own the remaining 82.6% of the Caret units. At the time of plan adoption, awards with an aggregate fair value of \$1.4 million were granted to our independent directors and employees of the Manager and were recognized over a period of four years. In February 2020 and March 2020, the Company granted awards with an aggregate grant date fair value of \$0.5 million and \$0.1 million, respectively, to employees of the Manager. The awards granted in February 2020 vested in December 2022 and the awards granted in March 2020, which were granted to one employee of the Manager, were scheduled to vest over three years upon satisfaction of continuing service conditions. As of December 31, 2022, 12% of the awards granted in March 2020 had vested and 88% of the awards were forfeited.

#### **Item 6. RESERVED**

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

Please read the following discussion of our consolidated operating results, financial condition and liquidity together with our consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K. Our discussion related to the results of operations and changes in financial condition for 2021 compared to 2020 is included in [Part II, Item 7 of our 2021 Annual Report on Form 10-K](#). These historical financial statements may not be indicative of our future performance.

### **Executive Overview**

**Merger with iStar**—In August 2022, we entered into a definitive agreement with iStar for a tax-free, strategic combination that provides that, subject to the terms and conditions thereof, we will merge with and into iStar (the "Merger"). We expect that the Merger will accelerate our market leadership in the Ground Lease industry and make us the only internally-managed, pure-play Ground Lease company in the public markets. We expect that the Merger will close in the first quarter or second quarter of 2023. Refer to Note 1 to the consolidated financial statements for additional information on the Merger.

### **Business Overview**

We acquire, manage and capitalize Ground Leases and report our business as a single reportable segment. We believe owning a portfolio of Ground Leases affords our investors the opportunity for safe, growing income. Safety is derived from a Ground Lease's senior position in the commercial real estate capital structure. Growth is realized through long-term leases with contractual periodic increases in rent. Capital appreciation is realized through appreciation in the value of the land over time and through our typical rights as landlord to acquire the commercial buildings on our land at the end of a Ground Lease, which may yield substantial value to us. As of December 31, 2022, the percentage breakdown of the gross book value of our portfolio was 45% office, 36% multi-family, 12% hotels, 4% life science and 3% mixed use and other. The diversification by geographic location, property type and sponsor in our portfolio further reduces risk and enhances potential upside.

Many of our Ground Leases have CPI lookbacks, generally starting between years 11 and 21 of the lease term, to mitigate the effects of inflation. However, these are typically capped between 3.0% - 3.5% and in the event cumulative inflation growth for the lookback period exceeds the cap, these rent adjustments may not keep up fully with changes in inflation. In January 2022, the Consumer Price Index ("CPI") rose to its highest rate in over 40 years. Since then the Federal Reserve has raised interest rates multiple times and it has stated that it is likely it will continue to raise interest rates in 2023. Any increase in interest rates may result in a reduction in the availability or an increase in costs of leasehold financing, which is critical to the growth of a robust Ground Lease market.

The COVID-19 pandemic is not currently materially impacting our new investment activity, but we continue to monitor its potential impact, which could slow new investment activity because of reduced levels of real estate transactions and constrained conditions for equity and debt financing for real estate transactions, including leasehold loans. If these conditions arise, they will adversely affect our growth prospects while they persist. The COVID-19 pandemic impacted our Park Hotels Portfolio, and we received no percentage rent revenues in 2022 in respect of 2021 hotel operating performance. See the "Risk Factors" section of this 10-K for additional discussion of certain potential risks to our business arising from the COVID-19 pandemic.

### **Our Portfolio**

Our portfolio of properties is diversified by property type and region. Our portfolio is comprised of Ground Leases and a master lease (relating to five hotel assets that we refer to as our "Park Hotels Portfolio") that has many of the characteristics of a Ground Lease. As of December 31, 2022, our estimated portfolio Ground Rent Coverage was 3.9x (see the "Risk Factors -Our estimated UCA, Combined Property Value and Ground Rent Coverage, may not reflect the full potential impact of the COVID-19 pandemic and may decline materially in future periods, -We rely on Property NOI as reported to us by our tenants, -Our estimates of Ground Rent Coverage for properties in development or transition, or for



[Table of Contents](#)

which we do not receive current tenant financial information, may prove to be incorrect" in this Form 10-K for a discussion of our estimated Ground Rent Coverage).

Below is an overview of the top 10 assets in our portfolio as of December 31, 2022 (based on gross book value and excluding unfunded commitments):<sup>(1)</sup>

Property Name	Property Type	Location	Lease Expiration / As Extended	Rent Escalation Structure	% of Gross Book Value
425 Park Avenue <sup>(2)</sup>	Office	New York, NY	2090 / 2090	Fixed with Inflation Adjustments	6.0 %
135 West 50th Street	Office	New York, NY	2123 / 2123	Fixed with Inflation Adjustments	5.2 %
195 Broadway	Office	New York, NY	2118 / 2118	Fixed with Inflation Adjustments	5.0 %
Park Hotels Portfolio <sup>(3)</sup>	Hotel	Various	2025 / 2035	% Rent	3.8 %
Alohilani	Hotel	Honolulu, HI	2118 / 2118	Fixed with Inflation Adjustments	3.6 %
685 Third Avenue	Office	New York, NY	2123 / 2123	Fixed with Inflation Adjustments	3.3 %
20 Cambridgeside	Life Science	Cambridge, MA	2121 / 2121	Fixed with Inflation Adjustments	2.9 %
1111 Pennsylvania Avenue	Office	Washington, DC	2117 / 2117	Fixed with Inflation Adjustments	2.6 %
100 Cambridgeside	Life Science	Cambridge, MA	2121 / 2121	Fixed with Inflation Adjustments	2.4 %
Columbia Center	Office	Washington, DC	2120 / 2120	Fixed with Inflation Adjustments	2.4 %

- (1) Gross book value represents the historical purchase price plus accrued interest on sales-type leases.
- (2) Gross book value for this property represents our pro rata share of the gross book value of our unconsolidated venture (refer to Note 6 to the consolidated financial statements).
- (3) The Park Hotels Portfolio consists of five properties and is subject to a single master lease. A majority of the land underlying one of these properties is owned by a third party and is ground leased to us through 2044 subject to changes in the CPI; however, our tenant at the property pays this cost directly to the third party.

The following tables show our portfolio by region and property type as of December 31, 2022, excluding unfunded commitments:

Region	% of Gross Book Value
Northeast	39 %
West	26
Southeast	13
Mid Atlantic	13
Southwest	6
Central	3

Property Type	% of Gross Book Value
Office	45 %
Multifamily	36
Hotel	12
Life Science	4
Mixed Use and Other	3

*Unfunded Commitments*

We have unfunded commitments to certain of our Ground Lease tenants related to leasehold improvement allowances that we expect to fund upon the completion of certain conditions. As of December 31, 2022, we had \$308.2 million of such commitments.

We also have unfunded forward commitments related to agreements that we entered into for the acquisition of Ground Leases or additions to existing Ground Leases if certain conditions are met (refer to Note 13 to the consolidated financial statements). These commitments may also include leasehold improvement allowances that will be funded to the Ground Lease tenants upon the completion of certain conditions. As of December 31, 2022, we had an aggregate \$398.9 million of such commitments. There can be no assurance that the conditions to closing for these transactions will be satisfied and that we will acquire the Ground Leases or fund the leasehold improvement allowances.

**Results of Operations for the Year Ended December 31, 2022 compared to the Year Ended December 31, 2021**

	For the Years Ended December 31,		\$ Change
	2022	2021 (in thousands)	
Interest income from sales-type leases	\$ 202,258	\$ 118,824	\$ 83,434
Operating lease income	66,817	67,667	(850)
Other income	1,238	523	715
Total revenues	270,313	187,014	83,299
Interest expense	128,969	79,707	49,262
Real estate expense	3,110	2,663	447
Depreciation and amortization	9,613	9,562	51
General and administrative	38,614	28,753	9,861
Other expense	10,189	868	9,321
Total costs and expenses	190,495	121,553	68,942
Gain on sale of net investment in lease	55,811	—	55,811
Loss on early extinguishment of debt	—	(216)	216
Earnings from equity method investments	9,055	6,279	2,776
Selling profit from sales-type leases	—	1,833	(1,833)
Net income	<u>\$ 144,684</u>	<u>\$ 73,357</u>	<u>\$ 71,327</u>

Interest income from sales-type leases increased to \$202.3 million for the year ended December 31, 2022 from \$118.8 million for the year ended December 31, 2021. The increase was due primarily to the origination of additional Ground Leases classified as sales-type leases and Ground Lease receivables.

Operating lease income decreased to \$66.8 million during the year ended December 31, 2022 from \$67.7 million for the year ended December 31, 2021. The decrease was due primarily to a decrease of \$2.7 million attributable to an operating lease being reclassified to a sales-type lease in the third quarter 2021 (refer to Note 4 to the consolidated financial statements), which was partially offset by an increase in percentage rent of \$1.0 million.

Other income for both the years ended December 31, 2022 and 2021 includes \$0.4 million of other income relating to a Ground Lease in which we are the lessee but our tenant at the property pays this expense directly under the terms of a master lease. Other income for the year ended December 31, 2022 also includes \$0.8 million of other ancillary income related to nonrefundable deposits on unsuccessful deals and other items. Other income for the year ended December 31, 2021 also includes \$0.1 million of other ancillary income.

During the year ended December 31, 2022, we incurred interest expense from our debt obligations of \$129.0 million compared to \$79.7 million during the year ended December 31, 2021. The increase during the year ended December 31, 2022 was primarily the result of \$33.4 million of interest expense on new unsecured notes issuances and \$15.4 million of additional expense on our Unsecured Revolver due to higher borrowings which accrued interest at higher rates in 2022 due to an increase in LIBOR.

Real estate expense during the years ended December 31, 2022 and 2021 was \$3.1 million and \$2.7 million, respectively, and consisted primarily of the amortization of an operating lease right-of-use asset, property taxes, legal fees, property appraisal fees and insurance expense. In addition, during both the years ended December 31, 2022 and 2021, we also recorded \$0.4 million of real estate expense relating to a Ground Lease in which we are the lessee but our tenant at the property pays this expense directly under the terms of a master lease.

Depreciation and amortization was \$9.6 million and \$9.6 million during the years ended December 31, 2022 and 2021, respectively, and primarily relates to our ownership of the Park Hotels Portfolio and a multi-family property and the amortization of in-place intangible assets.

[Table of Contents](#)

General and administrative expenses include management fees, an allocation of expenses to us from our Manager, costs of operating as a public company and stock-based compensation (primarily to our non-management directors). The following table presents our general and administrative expenses for the years ended December 31, 2022 and 2021 (\$ in thousands):

	For the Years Ended December 31,	
	2022	2021
Management fees <sup>(1)</sup>	\$ 20,252	\$ 14,865
Expense reimbursements to the Manager <sup>(1)</sup>	12,500	7,500
Public company and other costs	4,316	4,638
Stock-based compensation <sup>(2)</sup>	1,546	1,750
<b>Total general and administrative expenses</b>	<b>\$ 38,614</b>	<b>\$ 28,753</b>

- (1) Refer to Note 13 to the consolidated financial statements. Historically, pursuant to the Manager's option under the management agreement, the Manager has elected to not seek reimbursement for certain expenses. This historical election is not a waiver of reimbursement for similar expenses in future periods and the Manager has started to elect to seek, and may further seek in the future, reimbursement of such additional expenses that it has not previously sought, including, without limitation, rent, overhead and certain personnel costs.
- (2) During the years ended December 31, 2022 and 2021, \$1.1 million and \$1.1 million, respectively, of stock-based compensation represented compensation to our non-management directors.

During the year ended December 31, 2022, other expense consists primarily of legal costs associated with our Merger with iStar (refer to Note 1 to the consolidated financial statements) as well as fees related to our Caret units program, unsuccessful pursuit costs and fees related to our derivative transactions. During the year ended December 31, 2021, other expense consists primarily of investment pursuit costs and fees related to public company filings. The increase in 2022 was primarily due to legal costs incurred in connection with our Merger transaction with iStar.

During the year ended December 31, 2022, we sold a Ground Lease to a third-party for \$136.0 million and recognized a gain on sale of net investment in lease of \$55.8 million.

During the year ended December 31, 2021, loss on early extinguishment of debt resulted from the replacement of our secured revolving credit facility with our Unsecured Revolver (refer to Note 8 to the consolidated financial statements).

During the year ended December 31, 2022, earnings from equity method investments resulted from our \$3.4 million pro rata share of income from the 425 Park Avenue venture and our \$5.7 million pro rata share of income from an equity interest in a Ground Lease we acquired in June 2021 (refer to Note 6 to the consolidated financial statements). During the year ended December 31, 2021, earnings from equity method investments resulted from our \$3.4 million pro rata share of income from the 425 Park Avenue venture and our \$2.9 million pro rata share of income from the equity interest we acquired in June 2021.

During the year ended December 31, 2021, selling profit from sales-type leases resulted from the reclassification of one existing operating lease to a sales-type lease (refer to Note 4 to the consolidated financial statements).

## Liquidity and Capital Resources

Liquidity is a measure of our ability to meet potential cash requirements, including to pay interest and repay borrowings, fund and maintain our assets and operations, complete acquisitions and originations of investments, make distributions to our shareholders and meet other general business needs. In order to qualify as a REIT, we are required under the Internal Revenue Code of 1986 to distribute to our shareholders, on an annual basis, at least 90% of our REIT taxable income, determined without regard to the deduction for dividends paid and excluding net capital gains. We expect to make quarterly cash distributions to our shareholders sufficient to meet REIT qualification requirements.

In the first quarter 2021, we received investment-grade credit ratings from Moody's Investors Services of Baa1 and Fitch Ratings of BBB+ and entered into an unsecured revolver (refer to Note 8 to the consolidated financial statements) with a total capacity of \$1.35 billion (the "Unsecured Revolver"). In the second quarter 2021, the fourth quarter 2021, the

first quarter 2022 and the second quarter 2022, we issued four tranches of unsecured notes with varying fixed-rates and maturities ranging from June 2031 to May 2052 (collectively the “Notes”). Our most recent issuance in May 2022 features a staircase coupon structure (refer to Note 8 to the consolidated financial statements) that is unique in the unsecured and investment-grade market and will benefit key cash flow metrics. In January 2023, we closed on a new \$500 million unsecured revolving credit facility. The new facility has a current borrowing rate of adjusted SOFR plus 100 basis points, with a maturity of July 31, 2025. We also amended our Unsecured Revolver (refer to Note 8 to the consolidated financial statements) primarily to transition from LIBOR to SOFR. As evidenced by our new unsecured revolving credit facility, our Unsecured Revolver and the Notes, we believe the strong credit profile we have established utilizing our modern Ground Leases and our current investment-grade credit ratings from Moody’s Investors Services of Baa1 and Fitch Ratings of BBB+ will further accelerate our ability to bring commercial real estate owners, developers and sponsors more efficiently priced capital.

Our Unsecured Revolver replaced our secured revolving credit facility in the first quarter 2021. With its increased size of total capacity of \$1.35 billion and reduced cost, our Unsecured Revolver allows us significant operational and financial flexibility and supports our ability to scale our Ground Lease platform.

In the first quarter 2021, we entered into an at-the-market equity offering (the “ATM”) pursuant to which we may sell shares of our common stock up to an aggregate purchase price of \$250.0 million. There were no sales under the ATM program for the year ended December 31, 2022. As of December 31, 2022, we had \$248.9 million of aggregate purchase price remaining under our ATM.

In March 2022, we sold 2,000,000 shares of our common stock in a public offering for gross proceeds of \$118.0 million. Concurrently with the public offering, we sold \$191.2 million in shares, or 3,240,000 shares, of our common stock to iStar in a private placement. We incurred approximately \$5.1 million of offering costs in connection with these transactions.

As of December 31, 2022, we had \$20.1 million of unrestricted cash and \$660.0 million of undrawn capacity on our Unsecured Revolver. We refer to this unrestricted cash and additional borrowing capacity on our Unsecured Revolver as our “equity” liquidity which can be used for general corporate purposes or leveraged to acquire or originate new Ground Lease assets. Our primary sources of cash to date have been proceeds from equity offerings and private placements, proceeds from our initial capitalization by iStar and two institutional investors and borrowings from our debt facilities, unsecured notes and mortgages. Our primary uses of cash to date have been the acquisition/origination of Ground Leases, repayments on our debt facilities and distributions to our shareholders.

We expect our short-term liquidity requirements to include debt service on our debt obligations (refer to Note 8 to the consolidated financial statements), distributions to our shareholders, working capital, cash to fund Merger consideration, new acquisitions and originations of Ground Lease investments, expense reimbursements to our Manager and payments of fees under our management agreement to the extent we do not elect to pay the fees in common stock (refer to Note 13 to the consolidated financial statements). Our primary sources of liquidity going forward will generally consist of cash on hand and cash flows from operations, new financings, unused borrowing capacity under our Unsecured Revolver (subject to the conditions set forth in the applicable loan agreement) and common and/or preferred equity issuances. We expect that we will be able to meet our liquidity requirements over the next 12 months and beyond.

We expect our long-term liquidity requirements to include debt service on our debt obligations (refer to Note 8 to the consolidated financial statements), distributions to our shareholders, working capital, new acquisitions and originations of Ground Lease investments (including in respect of unfunded commitments – refer to Note 9 to the consolidated financial statements), debt maturities, expense reimbursements to our Manager and payments of fees under our management agreement to the extent we do not elect to pay the fees in common stock (refer to Note 13 to the consolidated financial statements). Our primary sources of liquidity going forward will generally consist of cash on hand and cash flows from operations, new financings, unused borrowing capacity under our Unsecured Revolver (subject to the conditions set forth in the applicable loan agreement) and common and/or preferred equity issuances.

The following table outlines our cash flows provided by operating activities, cash flows used in investing activities and cash flows provided by financing activities for the years ended December 31, 2022 and 2021 (\$ in thousands):

	For the Years Ended December 31,		
	2022	2021	Change
Cash flows provided by operating activities	\$ 64,852	\$ 26,917	\$ 37,935
Cash flows used in investing activities	(1,145,953)	(1,287,991)	142,038
Cash flows provided by financing activities	1,090,975	1,203,123	(112,148)

The increase in cash flows provided by operating activities during 2022 was due primarily to a net positive change in cash flows from hedges that resulted from us receiving \$11.0 million from our hedges in 2022 versus payments on hedges of \$19.9 million in 2021 (refer to Note 10 to the consolidated financial statements) and an increase in rents collected in 2022 from new originations and acquisitions of Ground Leases. The decrease in cash flows used in investing activities during 2022 was due primarily to proceeds received in 2022 from the sale of a net investment in lease (refer to Note 4 to the consolidated financial statements). The decrease in cash flows provided by financing activities during 2022 resulted primarily from a net decrease in proceeds from debt obligations, which was partially offset by an increase in proceeds from the issuance of common stock.

**Mortgages**—Mortgages consist of asset specific non-recourse borrowings that are secured by our Ground Leases. As of December 31, 2022, our mortgages are full term interest only, bear interest at a weighted average interest rate of 3.99% and have maturities between April 2027 and November 2069.

**Unsecured Notes**—In May 2021, the Operating Partnership (as issuer) and us (as guarantor), issued \$400.0 million aggregate principal amount of 2.80% senior notes due June 2031. The 2.80% Notes were issued at 99.127% of par. We may redeem the 2.80% Notes in whole at any time or in part from time to time prior to March 15, 2031, at our option and sole discretion, at a redemption price equal to the greater of: (i) 100% of the principal amount of the 2.80% Notes being redeemed; and (ii) a make-whole premium calculated in accordance with the indenture, plus, in each case, accrued and unpaid interest thereon to, but not including, the applicable redemption date. If the 2.80% Notes are redeemed on or after March 15, 2031, the redemption price will be equal to 100% of the principal amount of the 2.80% Notes being redeemed, plus accrued and unpaid interest thereon to, but not including, the applicable redemption date.

In November 2021, the Operating Partnership (as issuer) and us (as guarantor), issued \$350.0 million aggregate principal amount of 2.85% senior notes due January 2032. The 2.85% Notes were issued at 99.123% of par. We may redeem the 2.85% Notes in whole at any time or in part from time to time prior to October 15, 2031, at our option and sole discretion, at a redemption price equal to the greater of: (i) 100% of the principal amount of the 2.85% Notes being redeemed; and (ii) a make-whole premium calculated in accordance with the indenture, plus, in each case, accrued and unpaid interest thereon to, but not including, the applicable redemption date. If the 2.85% Notes are redeemed on or after October 15, 2031, the redemption price will be equal to 100% of the principal amount of the 2.85% Notes being redeemed, plus accrued and unpaid interest thereon to, but not including, the applicable redemption date.

In January 2022, the Operating Partnership (as issuer) and us (as guarantor), issued \$475.0 million aggregate principal amount of privately-placed 3.98% senior notes due February 2052. The Operating Partnership elected to draw these funds in March 2022. We may, at our option, prepay at any time all, or from time to time any part of, the 3.98% Notes, in an amount not less than 5% of the aggregate principal amount of the 3.98% Notes then outstanding in the case of a partial prepayment, at 100% of the principal amount so prepaid, and the applicable make-whole amount calculated in accordance with the indenture, for such tranche determined for the prepayment date with respect to such principal amount; provided, that, so long as no default or event of default shall then exist, at any time on or after November 15, 2051, we may, at our option, prepay all or any part of the 3.98% Notes at 100% of the principal amount so prepaid, together with, in each case, accrued interest to the prepayment date, without any make-whole amount.

In May 2022, the Operating Partnership (as issuer) and us (as guarantor), issued \$150.0 million aggregate principal amount of privately-placed 5.15% senior notes due May 2052 (the “5.15% Notes”). The structure of the 5.15% Notes features a stairstep coupon rate in which we will pay cash interest at a rate of 2.50% in years 1 through 10, 3.75%

in years 11 through 20, and 5.15% in years 21 through 30. The difference between the 5.15% stated rate and the cash interest rate will accrue in each semi-annual payment period and be paid in kind by adding such accrued interest to the outstanding principal balance, to be repaid at maturity in May 2052. We may, at our option, prepay at any time all, or from time to time any part of, the 5.15% Notes, in an amount not less than 5% of the aggregate principal amount of the 5.15% Notes then outstanding in the case of a partial prepayment, at 100% of the principal amount so prepaid, and the applicable make-whole amount calculated in accordance with the indenture; provided, that, so long as no default or event of default shall then exist, at any time on or after February 13, 2052, we may, at our option, prepay all or any part of the 5.15% Notes at 100% of the principal amount so prepaid, together with, in each case, accrued interest to the prepayment date, without any make-whole amount.

**Unsecured Revolver**— In March 2021, the Operating Partnership (as borrower) and us (as guarantor), entered into an unsecured revolving credit facility with an initial maximum aggregate principal amount of up to \$1.0 billion (the “Unsecured Revolver”). In December 2021, we obtained additional lender commitments increasing the maximum availability to \$1.35 billion. The Unsecured Revolver has an initial maturity of March 2024 with two 12-month extension options exercisable by us, subject to certain conditions, and bears interest at an annual rate of applicable LIBOR plus 1.00%, subject to our credit ratings. We also pay a facility fee of 0.125%, subject to our credit ratings. As of December 31, 2022, there was \$660.0 million of undrawn capacity on the Unsecured Revolver.

**Debt Covenants**—We are subject to financial covenants under the Unsecured Revolver, including maintaining: (i) a ratio of unencumbered assets to unsecured debt of at least 1.33x; and (ii) a consolidated fixed charge coverage ratio of at least 1.15x, as such terms are defined in the documents governing the Unsecured Revolver. In addition, the Unsecured Revolver contains customary affirmative and negative covenants. Among other things, these covenants may restrict our or certain of our subsidiaries’ ability to incur additional debt or liens, engage in certain mergers, consolidations and other fundamental changes, make other investments or pay dividends. Our 2.80% Notes, 2.85% Notes, 3.98% Notes and 5.15% Notes are subject to a financial covenant requiring a ratio of unencumbered assets to unsecured debt of at least 1.25x and contain customary affirmative and negative covenants. Our 3.98% Notes and 5.15% Notes contain a provision whereby they will be deemed to include additional financial covenants and negative covenants to the extent such covenants are incorporated into the Operating Partnership’s and/or our existing or future material credit facilities, including the Unsecured Revolver, and to the extent such covenants are more favorable to the lenders under such material credit facilities than the covenants contained in the 3.98% Notes and 5.15% Notes. Our mortgages contain no significant maintenance or ongoing financial covenants. As of December 31, 2022, we were in compliance with all of our financial covenants.

#### **Supplemental Guarantor Disclosure**

In March 2020, the Securities and Exchange Commission (“SEC”) adopted amendments to Rule 3-10 of Regulation S-X and created Rule 13-01 to simplify disclosure requirements related to certain registered securities. The amendments became effective on January 4, 2021. We and the Operating Partnership have filed a registration statement on Form S-3 with the SEC registering, among other securities, debt securities of the Operating Partnership, which will be fully and unconditionally guaranteed by us. As of December 31, 2022, the Operating Partnership had issued and outstanding the Notes. The obligations of the Operating Partnership to pay principal, premiums, if any, and interest on the Notes are guaranteed on a senior basis by us. The guarantee is full and unconditional, and the Operating Partnership is a consolidated subsidiary of ours.

As a result of the amendments to Rule 3-10 of Regulation S-X, subsidiary issuers of obligations guaranteed by the parent are not required to provide separate financial statements, provided that the subsidiary obligor is consolidated into the parent company’s consolidated financial statements, the parent guarantee is “full and unconditional” and, subject to certain exceptions as set forth below, the alternative disclosure required by Rule 13-01 is provided, which includes narrative disclosure and summarized financial information. Accordingly, separate consolidated financial statements of the Operating Partnership have not been presented. Furthermore, as permitted under Rule 13-01(a)(4)(vi) of Regulation S-X, we have excluded the summarized financial information for the Operating Partnership because the assets, liabilities and results of operations of the Operating Partnership are not materially different than the corresponding amounts in our consolidated financial statements, and management believes such summarized financial information would be repetitive and would not provide incremental value to investors.

## Critical Accounting Estimates

*Basis of Presentation*—The preparation of these consolidated financial statements in conformity with generally accepted accounting principles in the United States of America ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods.

*Real estate*—Real estate assets are recorded at cost less accumulated depreciation and amortization, as follows:

*Purchase price allocation*—Our acquisition of properties are generally accounted for as an acquisition of assets. For asset acquisitions, we recognize and measure identifiable assets acquired, liabilities assumed and any noncontrolling interest in the acquiree based on their relative fair values and acquisition-related costs are capitalized and recorded in "Real estate, net," "Real estate-related intangible assets, net" and "Real estate-related intangible liabilities, net" on our consolidated balance sheets.

We account for our acquisition of properties by recording the purchase price of tangible and intangible assets acquired and liabilities assumed based on their relative fair values. The value of the tangible assets, consisting of land, buildings, building improvements and tenant improvements is determined as if these assets are vacant. Intangible assets may include the value of lease incentive assets, above-market leases, below-market Ground Lease assets and in-place leases, which are each recorded at their relative fair values and included in "Real estate-related intangible assets, net" on our consolidated balance sheets. Intangible liabilities may include the value of below-market leases, which are recorded at their relative fair values and included in "Real estate-related intangible liabilities, net" on our consolidated balance sheets. In-place leases are amortized over the remaining non-cancelable term of the lease and the amortization expense is included in "Depreciation and amortization" in our consolidated statements of operations. Lease incentive assets and above-market (or below-market) lease value are amortized as a reduction of (or increase to) operating lease income over the remaining non-cancelable term of each lease plus any renewal periods with fixed rental terms that are considered to be below-market. We may also engage in sale/leaseback transactions whereby we execute a net lease with the occupant simultaneously with the purchase of the asset. These transactions are accounted for as asset acquisitions.

*Impairments*—We review real estate assets for impairment in value whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. The value of a long-lived asset held for use is impaired if management's estimate of the aggregate future cash flows (undiscounted and without interest charges) to be generated by the asset (taking into account the anticipated holding period of the asset) are less than its carrying value. Such estimate of cash flows considers factors such as expected future operating income trends, as well as the effects of demand, competition and other economic factors. To the extent impairment has occurred, the loss will be measured as the excess of the carrying amount of the asset over the estimated fair value of the asset and reflected as an adjustment to the basis of the asset. Impairments of real estate assets, if any, are recorded in "Impairment of assets" in our consolidated statements of operations.

*Reserve for losses on net investment in sales-type leases and Ground Lease receivables*— We evaluate our net investment in sales-type leases and Ground Lease receivables for impairment under ASC 310 - Receivables. As part of our process for monitoring the credit quality of our net investment in sales-type leases and Ground Lease receivables, we perform a quarterly assessment for each of our net investment in sales-type leases and Ground Lease receivables. We generally target Ground Lease investments in which the initial cost of the Ground Lease represents 30% to 45% of the Combined Property Value. As such, we believe our Ground Lease investments represent a safe position in a property's capital structure. This safety is derived from the typical structure of a Ground Lease under which the landlord has a residual right to regain possession of its land and take ownership of the buildings and improvements thereon upon a tenant default. The landlord's residual right provides a strong incentive for a Ground Lease tenant or its leasehold lender to make the required Ground Lease rent payments and, as such, we believe there is a low likelihood of default on our net investment in sales-type leases and Ground Lease receivables. We consider a net investment in sales-type lease or Ground Lease receivable to be impaired when, based upon current information and events, we believe that it is probable that we will be unable to collect all amounts due under the contractual terms of the Ground Lease. As of December 31, 2022, all of our net investment in sales-type leases and Ground Lease receivables were performing in accordance with the terms of the respective leases.

Any potential reserve for losses in net investment in sales-type leases and Ground Lease receivables will reflect management's estimate of losses inherent in the portfolio as of the balance sheet date. If we determine that the collateral fair value less costs to sell is less than the carrying value of a collateral-dependent receivable, we will record a reserve. The reserve, if applicable, will be increased (decreased) in our consolidated statements of operations and will be decreased by charge-offs. Our policy is to charge off a receivable when we determine, based on a variety of factors, that all commercially reasonable means of recovering the receivable balance have been exhausted. This may occur at different times, including when we receive cash or other assets in a pre-foreclosure sale or take control of the underlying collateral in full satisfaction of the receivable upon foreclosure or deed-in-lieu, or when we have otherwise ceased significant collection efforts. We consider circumstances such as the foregoing to be indicators that the final steps in the receivable collection process have occurred and that a receivable is uncollectible. At this point, a loss is confirmed and the receivable and related reserve will be charged off. We have one portfolio segment represented by acquiring, managing and capitalizing Ground Leases, whereby we utilize a uniform process for determining our reserve for losses on our net investment in sales-type leases and Ground Lease receivables.

***New Accounting Pronouncements***—For a discussion of the impact of new accounting pronouncements on our financial condition or results of operations, refer to Note 3 to the consolidated financial statements.



**Item 7A. Quantitative and Qualitative Disclosures about Market Risk****Market Risks**

Our future income, cash flows and fair values relevant to financial instruments are dependent upon prevalent market prices and interest rates. Market risk refers to the risk of loss from adverse changes in market prices and interest rates. One of the principal market risks facing us is interest rate risk on our floating rate indebtedness.

Subject to qualifying and maintaining our qualification as a REIT for U.S. federal income tax purposes, we may mitigate the risk of interest rate volatility through the use of hedging instruments, such as interest rate swap agreements and interest rate cap agreements. Our primary objectives when undertaking hedging transactions will be to reduce our floating rate exposure and to fix a portion of the interest rate for anticipated financing and refinancing transactions. However, we can provide no assurances that our efforts to manage interest rate volatility will successfully mitigate the risks of such volatility on our portfolio. Our current portfolio is not subject to foreign currency risk.

Our objectives with respect to interest rate risk are to limit the impact of interest rate changes on operations and cash flows and to lower our overall borrowing costs. To achieve these objectives, we may borrow at fixed rates and may enter into hedging instruments such as interest rate swap agreements and interest rate cap agreements in order to mitigate our interest rate risk on a related floating rate financial instrument. We do not enter into derivative or interest rate transactions for speculative purposes.

As of December 31, 2022, we had \$2.9 billion principal amount of fixed-rate debt outstanding and \$690.0 million principal amount of floating-rate debt outstanding. The following table quantifies the potential changes in annual net income should interest rates decrease or increase by 10, 50 and 100 basis points, assuming no change in our interest earning assets, interest bearing liabilities, the shape of the yield curve (i.e., relative interest rates) and excludes derivative contracts. The base interest rate scenario assumes the one-month LIBOR rate of 4.39157% as of December 31, 2022. Actual results could differ significantly from those estimated in the table.

**Estimated Change In Net Income**

(\$ in thousands)

<b>Change in Interest Rates</b>	<b>Net Income (Loss)</b>
-100 Basis Points	\$ 6,900
-50 Basis Points	3,450
-10 Basis Points	690
Base Interest Rate	—
+10 Basis Points	(690)
+ 50 Basis Points	(3,450)
+100 Basis Points	(6,900)

**Item 8. Financial Statements and Supplementary Data**

**Index to Financial Statements**

	<u>Page</u>
<a href="#">Reports of Independent Registered Public Accounting Firm</a> (PCAOB ID No. 34)	41
<b>Financial Statements:</b>	
<a href="#">Consolidated Balance Sheets as of December 31, 2022 and 2021</a>	44
<a href="#">Consolidated Statements of Operations for the years ended December 31, 2022, 2021 and 2020</a>	45
<a href="#">Consolidated Statements of Comprehensive Income for the years ended December 31, 2022, 2021 and 2020</a>	46
<a href="#">Consolidated Statements of Changes in Equity for the years ended December 31, 2022, 2021 and 2020</a>	47
<a href="#">Consolidated Statements of Cash Flows for the years ended December 31, 2022, 2021 and 2020</a>	48
<a href="#">Notes to Consolidated Financial Statements</a>	50
<b>Financial Statement Schedule:</b>	
<a href="#">Schedule III—Real Estate and Accumulated Depreciation as of December 31, 2022 with reconciliations for the years ended December 31, 2022, 2021 and 2020</a>	74

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

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Safehold Inc.

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Safehold Inc. and subsidiaries (the "Company") as of December 31, 2022 and 2021, the related consolidated statements of operations, comprehensive income, changes in equity, and cash flows, for each of the three years in the period ended December 31, 2022, and the related notes and the schedules listed in the Index at Item 15 (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended 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 internal control over financial reporting as of 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 14, 2023, expressed an unqualified opinion on the Company's internal control over financial reporting.

### Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the 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.

### Purchase Price Allocation — Refer to Note 3 to the financial statements

#### *Critical Audit Matter Description*

The Company accounts for the acquisition of properties by recording the purchase price of tangible and intangible assets acquired and liabilities assumed based on their relative fair values. The value of the tangible assets, consisting of land, buildings, building improvements and tenant improvements is determined as if these assets are vacant. Intangible assets may include the value of lease incentive assets, above-market leases, below-market Ground Lease assets and in-place leases, which are each recorded at their relative fair values. Intangible liabilities may include the value of below-market leases, which are recorded at their relative fair values.

The relative fair value determination of assets acquired and liabilities assumed required management to make estimates related to the future expected cash flows, including market rent growth rates and expense growth rates, as well as the terminal capitalization and discount rates. We performed audit procedures to evaluate the reasonableness of these estimates which required a high degree of auditor judgment and an increased extent of effort, including the need to involve our fair value specialists.

*How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to the relative fair value of assets acquired and liabilities assumed by the Company included the following, among others:

- With the assistance of our fair value specialists, we evaluated the reasonableness of the (1) valuation methodology, (2) current market data, and (3) market rent, expense growth, discount and terminal capitalization rates by developing a range of independent estimates based on market data and comparing our estimates to those used by management. We also tested the mathematical accuracy of the calculation of management's analysis.
- We assessed the reasonableness of management's projections of rental revenue by comparing the assumptions used in the projections to external market sources, in-place lease agreements, historical data, and results from other areas of the audit.
- We tested the effectiveness of internal controls over critical assumptions including management's controls over:
  - The selection of the methods and valuation techniques used to determine that fair value is appropriate and consistent with industry standards and previous Company acquisitions.
  - Assumptions for allocating the purchase price to tangible and intangible assets and liabilities.

/s/ DELOITTE & TOUCHE LLP

New York, New York

February 14, 2023

We have served as the Company's auditor since 2018.

## **REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the shareholders and the Board of Directors of Safehold Inc.

### **Opinion on Internal Control over Financial Reporting**

We have audited the internal control over financial reporting of Safehold Inc. and subsidiaries (the “Company”) as of 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, 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 as of and for the year ended December 31, 2022, of the Company and our report dated February 14, 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 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  
New York, New York  
February 14, 2023

**Safehold Inc.**  
**Consolidated Balance Sheets<sup>(1)</sup>**  
(In thousands, except per share data)

	As of December 31,	
	2022	2021
<b>ASSETS</b>		
Net investment in sales-type leases	\$ 3,106,599	\$ 2,412,716
Ground Lease receivables	1,374,716	796,252
Real estate		
Real estate, at cost	740,971	740,971
Less: accumulated depreciation	(34,371)	(28,343)
Real estate, net	706,600	712,628
Real estate-related intangible assets, net	217,795	224,182
Total real estate, net and real estate-related intangible assets, net	924,395	936,810
Equity investments in Ground Leases	180,388	173,374
Cash and cash equivalents	20,066	29,619
Restricted cash	28,324	8,897
Deferred operating lease income receivable	148,870	117,311
Deferred expenses and other assets, net	67,564	40,747
<b>Total assets</b>	<b>\$ 5,850,922</b>	<b>\$ 4,515,726</b>
<b>LIABILITIES AND EQUITY</b>		
<b>Liabilities:</b>		
Accounts payable, accrued expenses and other liabilities <sup>(2)</sup>	\$ 100,357	\$ 67,592
Real estate-related intangible liabilities, net	64,591	65,429
Debt obligations, net	3,521,359	2,697,503
Total liabilities	3,686,307	2,830,524
Commitments and contingencies (refer to Note 9)		
Redeemable noncontrolling interests (refer to Note 3)	19,011	—
<b>Equity:</b>		
Safehold Inc. shareholders' equity:		
Common stock, \$0.01 par value, 400,000 shares authorized, 62,397 and 56,619 shares issued and outstanding as of December 31, 2022 and 2021, respectively	624	566
Additional paid-in capital	1,986,417	1,663,324
Retained earnings	151,226	59,368
Accumulated other comprehensive income (loss)	3,281	(40,980)
Total Safehold Inc. shareholders' equity	2,141,548	1,682,278
Noncontrolling interests	4,056	2,924
Total equity	2,145,604	1,685,202
<b>Total liabilities, redeemable noncontrolling interests and equity</b>	<b>\$ 5,850,922</b>	<b>\$ 4,515,726</b>

(1) Refer to Note 2 for details on the Company's consolidated variable interest entities ("VIEs").

(2) As of December 31, 2022 and 2021, includes \$8.5 million and \$6.2 million, respectively, due to related parties.

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

**Safehold Inc.**  
**Consolidated Statements of Operations**  
(In thousands, except per share data)

	For the Years Ended December 31,		
	2022	2021	2020
<b>Revenues:</b>			
Interest income from sales-type leases <sup>(1)</sup>	\$ 202,258	\$ 118,824	\$ 81,844
Operating lease income	66,817	67,667	72,340
Other income	1,238	523	1,243
Total revenues	<u>270,313</u>	<u>187,014</u>	<u>155,427</u>
<b>Costs and expenses:</b>			
Interest expense	128,969	79,707	64,354
Real estate expense	3,110	2,663	2,480
Depreciation and amortization	9,613	9,562	9,433
General and administrative <sup>(2)</sup>	38,614	28,753	22,733
Other expense	10,189	868	243
Total costs and expenses	<u>190,495</u>	<u>121,553</u>	<u>99,243</u>
Gain on sale of net investment in lease	55,811	—	—
Income from operations before other items	135,629	65,461	56,184
Loss on early extinguishment of debt	—	(216)	—
Earnings from equity method investments	9,055	6,279	3,304
Selling profit from sales-type leases	—	1,833	—
Net income	144,684	73,357	59,488
Net income attributable to noncontrolling interests	(9,261)	(234)	(194)
Net income attributable to Safehold Inc. common shareholders	<u>\$ 135,423</u>	<u>\$ 73,123</u>	<u>\$ 59,294</u>
<b>Per common share data:</b>			
Net income			
Basic	\$ 2.21	\$ 1.35	\$ 1.17
Diluted	\$ 2.21	\$ 1.35	\$ 1.17
<b>Weighted average number of common shares:</b>			
Basic	61,170	54,167	50,688
Diluted	61,170	54,180	50,697

(1) For the years ended December 31, 2022, 2021 and 2020, the Company recorded \$2.1 million, \$8.4 million and \$8.2 million, respectively, of "Interest income from sales-type leases" in its consolidated statements of operations from its Ground Leases with iStar Inc. ("iStar").

(2) For the years ended December 31, 2022, 2021 and 2020, includes \$34.3 million, \$24.1 million and \$19.4 million, respectively, of general and administrative expenses incurred to related parties that includes management fees, expense reimbursements to the Company's Manager and equity-based compensation.

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

**Safehold Inc.**  
**Consolidated Statements of Comprehensive Income**  
**(In thousands)**

	For the Years Ended December 31,		
	2022	2021	2020
Net income	\$ 144,684	\$ 73,357	\$ 59,488
<b>Other comprehensive income (loss):</b>			
Reclassification of losses on derivatives into earnings	3,888	3,191	1,680
Unrealized gain (loss) on derivatives	40,373	13,290	(20,018)
Other comprehensive income (loss)	44,261	16,481	(18,338)
Comprehensive income	188,945	89,838	41,150
Comprehensive income attributable to noncontrolling interests	(9,261)	(234)	(194)
Comprehensive income attributable to Safehold Inc.	<u>\$ 179,684</u>	<u>\$ 89,604</u>	<u>\$ 40,956</u>

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



**Safehold Inc.**  
**Consolidated Statements of Changes in Equity**  
(In thousands)

	Redeemable Noncontrolling Interests <sup>(1)</sup>	Common Stock at Par	Additional Paid-In Capital	Retained Earnings / Accumulated (Deficit)	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests	Total Equity
Balance at December 31, 2019	\$ —	\$ 478	\$ 1,132,603	\$ (2,146)	\$ (39,123)	\$ 1,486	\$ 1,093,298
Net income	—	—	—	59,294	—	194	59,488
Issuance of common stock, net / amortization	—	54	279,504	—	—	543	280,101
Dividends declared (\$0.6427 per share)	—	—	—	(33,203)	—	—	(33,203)
Change in accumulated other comprehensive loss	—	—	—	—	(18,338)	—	(18,338)
Distributions to noncontrolling interests	—	—	—	—	—	(43)	(43)
Balance at December 31, 2020	<u>\$ —</u>	<u>\$ 532</u>	<u>\$ 1,412,107</u>	<u>\$ 23,945</u>	<u>\$ (57,461)</u>	<u>\$ 2,180</u>	<u>\$ 1,381,303</u>
Balance at December 31, 2020	\$ —	\$ 532	\$ 1,412,107	\$ 23,945	\$ (57,461)	\$ 2,180	\$ 1,381,303
Net income	—	—	—	73,123	—	234	73,357
Issuance of common stock, net / amortization	—	34	251,217	(736)	—	451	250,966
Dividends declared (\$0.67224 per share)	—	—	—	(36,964)	—	—	(36,964)
Change in accumulated other comprehensive income	—	—	—	—	16,481	—	16,481
Contributions from noncontrolling interests	—	—	—	—	—	105	105
Distributions to noncontrolling interests	—	—	—	—	—	(46)	(46)
Balance at December 31, 2021	<u>\$ —</u>	<u>\$ 566</u>	<u>\$ 1,663,324</u>	<u>\$ 59,368</u>	<u>\$ (40,980)</u>	<u>\$ 2,924</u>	<u>\$ 1,685,202</u>
Balance at December 31, 2021	\$ —	\$ 566	\$ 1,663,324	\$ 59,368	\$ (40,980)	\$ 2,924	\$ 1,685,202
Net income	647	—	—	135,423	—	8,614	144,037
Issuance of common stock, net / amortization	—	58	323,264	—	—	413	323,735
Dividends declared (\$0.701 per share)	—	—	—	(43,565)	—	—	(43,565)
Change in accumulated other comprehensive income	—	—	—	—	44,261	—	44,261
Contributions from noncontrolling interests, net	18,829	—	—	—	—	18	18
Distributions to noncontrolling interests	(636)	—	—	—	—	(7,913)	(7,913)
Additional paid in capital attributable to redeemable noncontrolling interests	171	—	(171)	—	—	—	(171)
Balance at December 31, 2022	<u>\$ 19,011</u>	<u>\$ 624</u>	<u>\$ 1,986,417</u>	<u>\$ 151,226</u>	<u>\$ 3,281</u>	<u>\$ 4,056</u>	<u>\$ 2,145,604</u>

(1) Refer to Note 3.

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

**Safehold Inc.**  
**Consolidated Statements of Cash Flows**  
(In thousands)

	For the Years Ended December 31,		
	2022	2021	2020
Cash flows from operating activities:			
Net income	\$ 144,684	\$ 73,357	\$ 59,488
Adjustments to reconcile net income to cash flows from operating activities:			
Depreciation and amortization	9,613	9,562	9,433
Stock-based compensation expense	1,546	1,750	1,744
Deferred operating lease income	(31,558)	(33,727)	(35,004)
Non-cash interest income from sales-type leases	(73,991)	(43,808)	(30,131)
Non-cash interest expense	13,641	11,772	10,986
Amortization of real estate-related intangibles, net	2,305	2,424	2,648
Loss on early extinguishment of debt	—	216	—
Earnings from equity method investments	(9,055)	(6,279)	(3,304)
Distributions from operations of equity method investments	2,047	1,973	1,213
Selling profit from sales-type leases	—	(1,833)	—
Gain on sale of net investment in lease	(55,811)	—	—
Amortization of premium, discount and deferred financing costs on debt obligations, net	5,384	3,771	2,281
Non-cash management fees	20,252	14,865	12,684
Other operating activities	4,677	4,469	2,201
Changes in assets and liabilities:			
Changes in deferred expenses and other assets, net	11,044	(286)	(143)
Changes in accounts payable, accrued expenses and other liabilities	20,074	(11,309)	1,615
Cash flows provided by operating activities	<u>64,852</u>	<u>26,917</u>	<u>35,711</u>
Cash flows from investing activities:			
Acquisitions of real estate	—	—	(57,879)
Origination/acquisition of net investment in sales-type leases and Ground Lease receivables	(1,278,406)	(1,247,980)	(474,083)
Contributions to equity method investments	(7)	(39,455)	—
Funding reserves received from Ground Lease tenant net of disbursements	296	—	—
Net proceeds received from sale of net investment in lease	135,529	—	—
Deposits on Ground Lease investments	(2,250)	(2,083)	1,550
Other investing activities	(1,115)	1,527	(229)
Cash flows used in investing activities	<u>(1,145,953)</u>	<u>(1,287,991)</u>	<u>(530,641)</u>
Cash flows from financing activities:			
Proceeds from issuance of common stock	309,160	243,345	271,206
Proceeds from debt obligations	1,830,000	1,848,439	693,970
Repayments of debt obligations	(1,005,000)	(830,000)	(377,000)
Payments for debt prepayment or extinguishment costs	—	—	—
Payments for deferred financing costs	(5,136)	(14,063)	(6,784)
Dividends paid to common shareholders	(42,187)	(35,947)	(32,002)
Payment of offering costs	(5,190)	(8,710)	(4,756)
Payments for withholding taxes upon vesting for stock-based compensation	(970)	—	—
Distributions to noncontrolling interests	(8,549)	(46)	(43)
Contributions from noncontrolling interests	19,000	105	—
Other financing activities	(153)	—	24
Cash flows provided by financing activities	<u>1,090,975</u>	<u>1,203,123</u>	<u>544,615</u>
Changes in cash, cash equivalents and restricted cash	9,874	(57,951)	49,685
Cash, cash equivalents and restricted cash at beginning of period	38,516	96,467	46,782
Cash, cash equivalents and restricted cash at end of period	<u>\$ 48,390</u>	<u>\$ 38,516</u>	<u>\$ 96,467</u>

[Table of Contents](#)

	For the Years Ended December 31,		
	2022	2021	2020
Reconciliation of cash and cash equivalents and restricted cash presented on the consolidated statements of cash flows			
Cash and cash equivalents	\$ 20,066	\$ 29,619	\$ 56,948
Restricted cash	28,324	8,897	39,519
Total cash and cash equivalents and restricted cash	<u>\$ 48,390</u>	<u>\$ 38,516</u>	<u>\$ 96,467</u>
Supplemental disclosure of cash flow information:			
Cash paid for interest	\$ 93,853	\$ 59,034	\$ 48,772
Supplemental disclosure of non-cash investing and financing activity:			
Acquisition of real estate	\$ —	\$ —	\$ 157
Assumption of other liabilities/debt obligations	—	—	157
Non-cash interest accrued to debt obligations	1,988	—	—
Dividends declared to common shareholders	11,050	9,647	8,636
Accrued finance costs	54	89	8
Accrued offering costs	—	50	47
CARET unit conversion (refer to Note 11)	—	747	—

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

**Safehold Inc.**

**Notes to Consolidated Financial Statements**

**Note 1—Business and Organization**

**Business**—Safehold Inc. (the "Company") operates its business through one reportable segment by acquiring, managing and capitalizing Ground Leases. Ground leases are long-term contracts between the landlord (the Company) and a tenant or leaseholder. The Company believes that it is the first publicly-traded company formed primarily to acquire, own, manage, finance and capitalize Ground Leases. Ground leases generally represent ownership of the land underlying commercial real estate projects that is net leased by the fee owner of the land to the owners/operators of the real estate projects built thereon ("Ground Leases"). Under a Ground Lease, the tenant is generally responsible for all property operating expenses, such as maintenance, real estate taxes and insurance and is also responsible for development costs and capital expenditures. Ground Leases are typically long-term (base terms ranging from 30 to 99 years, often with tenant renewal options) and have contractual base rent increases (either at a specified percentage or consumer price index ("CPI") based, or both) and sometimes include percentage rent participations. The Company's CPI lookbacks are generally capped between 3.0% - 3.5%. In the event cumulative inflation growth for the lookback period exceeds the cap, these rent adjustments may not keep up fully with changes in inflation.

The Company intends to target investments in long-term Ground Leases in which: (i) the cost of its Ground Lease represents 30% to 45% of the combined value of the land and buildings and improvements thereon as if there was no Ground Lease on the land ("Combined Property Value"); (ii) the ratio of property net operating income to the Ground Lease payment due the Company ("Ground Rent Coverage") is between 2.0x to 4.5x, and for this purpose the Company uses estimates of the stabilized property net operating income if it does not receive current tenant information and for properties under construction or in transition, in each case based on leasing activity at the property and available market information, including leasing activity at comparable properties in the relevant market; and (iii) the Ground Lease contains contractual rent escalation clauses or percentage rent that participates in gross revenues generated by the commercial real estate on the land. A Ground Lease lessor (the Company) typically has the right to regain possession of its land and take ownership of the buildings and improvements thereon upon tenant default and the termination of the Ground Lease on account of such default. The Company believes that the Ground Lease structure provides an opportunity for potential value accretion through the reversion to the Company, as the Ground Lease owner, of the buildings and improvements on the land at the expiration or earlier termination of the lease, for no additional consideration from the Company.

The Company is managed by SFTY Manager, LLC (the "Manager"), a wholly-owned subsidiary of iStar, the Company's largest shareholder, pursuant to a management agreement. The Company has no employees, as the Manager provides all services to it. The Company draws on the extensive investment origination and sourcing platform of its Manager to actively promote the benefits of the Ground Lease structure to prospective Ground Lease tenants.

**Organization**—The Company is a Maryland corporation and completed its initial public offering in June 2017. The Company's common stock is listed on the New York Stock Exchange under the symbol "SAFE." The Company elected to be taxed as a real estate investment trust ("REIT") for U.S. federal income tax purposes, commencing with the tax year ended December 31, 2017. The Company is structured as an Umbrella Partnership REIT ("UPREIT"). As such, all of the Company's properties are owned through a subsidiary partnership, Safehold Operating Partnership LP (the "Operating Partnership"). As of December 31, 2022, the Company owned 100% of the limited partner interests in the Operating Partnership and a wholly-owned subsidiary of the Company owned 100% of the general partner interests in the Operating Partnership. The UPREIT structure may afford the Company certain benefits as it seeks to acquire properties from third parties who may want to defer taxes by contributing their Ground Leases to the Company.

**Merger with iStar**—On August 10, 2022, the Company entered into an Agreement and Plan of Merger (the "Merger Agreement") with iStar. The Merger Agreement provides that, subject to the terms and conditions thereof, the Company will merge with and into iStar (the "Merger"). The surviving company of the Merger will be named Safehold Inc. ("New SAFE") and its shares of common stock will trade on the New York Stock Exchange under the symbol "SAFE." The Company expects that the Merger will close in the first quarter or second quarter of 2023.

As discussed further below, shortly before the closing of the Merger, iStar intends to separate its remaining legacy non-ground lease assets and businesses into a separate public company ("Star Holdings") by distributing to iStar's stockholders, on a pro rata basis, the issued and outstanding equity interests of Star Holdings (the "Spin-Off").

#### ***Conditions to the Merger***

The consummation of the Merger is subject to the satisfaction or waiver of certain closing conditions, including: (i) the approval of the Company's stockholders, (ii) the approval of iStar's stockholders, (iii) completion of the Spin-Off, (iv) the approval of the shares of STAR Common Stock to be issued in the Merger for listing on the NYSE, (v) the absence of any temporary restraining order, injunction or other order of any court of competent jurisdiction or other legal restraint or prohibition preventing the consummation of the reverse stock split or the Merger, (vi) generation of certain cash proceeds, (vii) the receipt of certain tax opinions by iStar and the Company that the Merger will qualify as a reorganization under the Internal Revenue Code and that iStar and the Company each qualifies as a REIT for federal income tax purposes, (viii) the accuracy of certain representations and warranties of iStar and the Company contained in the Merger Agreement and the compliance by the parties with the covenants contained in the Merger Agreement (subject to customary materiality qualifiers), and (ix) other conditions specified in the Merger Agreement.

#### ***Conditions to the Spin-Off***

Completion of the Spin-Off is subject to: (i) completion of the financing documents; (ii) the satisfaction or waiver of relevant conditions to the consummation of the Merger; (iii) effectiveness of a registration statement on Securities and Exchange Commission ("SEC") Form 10; (iv) the absence of an injunction or law preventing the consummation of the Spin-Off, the distribution and the transactions related thereto; and (v) other customary closing conditions.

#### ***Other Merger related transactions***

iStar has entered into an agreement (the "MSD Stock Purchase Agreement") with MSD Partners, L.P. ("MSD Partners") and the Company under which iStar has agreed to sell and MSD Partners has agreed to buy 5,405,406 shares of the Company's common stock owned by iStar (the "MSD Stock Purchase") shortly before the closing of the Merger. If the Merger Agreement is terminated for any reason, the parties' obligations to consummate the purchase and sale will also terminate. In addition to customary closing conditions, MSD Partners' obligations to purchase the Company's common stock are subject to the condition that the closing of the MSD Caret Purchase (as defined below) will take place substantially concurrently with the closing of the MSD Stock Purchase. Upon closing of the transaction, MSD Partners will have a right to designate an observer to the board of directors of New SAFE, a preemptive right on future equity issuances (subject to certain exceptions) and registration rights. MSD Partners will be subject to a customary standstill and certain restrictions on sales of its New SAFE Common Stock.

MSD Partners has also subscribed to purchase 100,000 Caret units (refer to Note 11) from the Company for an aggregate purchase price of \$20.0 million (the "MSD Caret Purchase"), conditioned on the closing of the Spin-Off and the Merger. MSD Partners' obligations to purchase the Caret units are also subject to the closing of the MSD Stock Purchase and the implementation by the Company of certain changes to its Caret program.

Star Holdings will be capitalized in part with an 8.0%, four-year term loan from New SAFE having an initial principal amount of \$100.0 million or such other amount as the parties may agree prior to the closing of the Merger, as well as up to \$140.0 million of bank debt from Morgan Stanley Bank, N.A. which will be secured by \$400.0 million in shares of the Company.

New SAFE will enter into a management agreement with Star Holdings, under which it will continue to operate and pursue the orderly monetization of Star Holdings assets. Star Holdings will pay to New SAFE an annual management fee of \$25.0 million in year one, \$15.0 million in year two, \$10.0 million in year three and \$5.0 million in year four and 2.0% of the gross book value of Star Holdings assets, excluding shares of the Company's common stock, for each annual term thereafter. New SAFE and Star Holdings will also enter into a governance agreement that will place certain restrictions on the transfer and voting of the shares of New SAFE owned by Star Holdings, and a registration rights

agreement under which New SAFE will agree to register such shares for resale in accordance with applicable securities laws.

The Company and iStar have entered into a voting agreement pursuant to which iStar has agreed to vote its shares representing 41.9% of the outstanding SAFE Common Stock to approve the Merger and take certain other actions, including voting against any alternative acquisition proposal or other proposal which could reasonably be expected to materially delay, postpone or materially adversely affect the consummation of the transactions contemplated by the Merger Agreement. In accordance with the terms of the existing stockholders' agreement between SAFE and STAR, the remainder of the SAFE Common Stock owned by iStar will be voted in the same manner and proportion as the votes cast by the remaining shareholders of SAFE. The voting agreement and the obligations thereunder terminate upon the termination of the Merger Agreement in accordance with its terms.

As noted above, the Merger and related transactions are subject to a number of conditions, several of which are outside the Company's control; therefore, there can be no assurance that the Merger and related transactions will occur within the time frame currently expected by the parties, or at all. The foregoing descriptions of the Merger and the Merger Agreement and the related transactions and agreements do not purport to be complete and are subject to, and qualified in their entirety by, the full text of such agreements. Please see the Company's filings with the SEC for additional information, including copies of such agreements.

iStar has covenanted to redeem all of its outstanding preferred stock at the liquidation preference per share plus accrued and unpaid dividends and to retire all of its senior unsecured notes in connection with the Merger. iStar's trust preferred securities will remain outstanding at New SAFE.

#### **Note 2—Basis of Presentation and Principles of Consolidation**

**Basis of Presentation**—The accompanying consolidated financial statements have been prepared in conformity with generally accepted accounting principles in the United States of America ("GAAP"). The preparation of these consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

**Principles of Consolidation**—The consolidated financial statements include the accounts and operations of the Company, its wholly-owned subsidiaries and VIEs for which the Company is the primary beneficiary. All intercompany balances and transactions have been eliminated in consolidation.

*Consolidated VIEs*—The Company consolidates VIEs for which it is considered the primary beneficiary. As of December 31, 2022, the total assets of these consolidated VIEs were \$71.3 million and total liabilities were \$29.9 million. The classifications of these assets are primarily within "Net investment in sales-type leases," "Real estate, net," "Real estate-related intangible assets, net" and "Deferred operating lease income receivable" on the Company's consolidated balance sheets. The classifications of liabilities are primarily within "Debt obligations, net" and "Accounts payable, accrued expenses and other liabilities" on the Company's consolidated balance sheets. The liabilities of these VIEs are non-recourse to the Company and can only be satisfied from each VIE's respective assets. The Company has provided no financial support to VIEs that it was not previously contractually required to provide and did not have any unfunded commitments related to consolidated VIEs as of December 31, 2022.

#### **Note 3—Summary of Significant Accounting Policies**

##### ***Significant Accounting Policies***

*Real estate*—Real estate assets are recorded at cost less accumulated depreciation and amortization, as follows:

*Capitalization and depreciation*—Certain improvements and replacements are capitalized when they extend the useful life of the asset. Repair and maintenance costs are expensed as incurred. Depreciation is computed using the straight-

line method over the estimated useful life, which is generally 40 years for facilities, the shorter of the remaining lease term or expected life for tenant improvements and the remaining useful life of the facility for facility improvements.

**Purchase price allocation**—The Company's acquisitions of properties are generally accounted for as an acquisition of assets. For asset acquisitions, the Company recognizes and measures identifiable assets acquired, liabilities assumed and any noncontrolling interest in the acquiree based on their relative fair values and acquisition-related costs are capitalized and recorded in "Real estate, net," "Real estate-related intangible assets, net" and "Real estate-related intangible liabilities, net" on the Company's consolidated balance sheets.

The Company accounts for its acquisition of properties by recording the purchase price of tangible and intangible assets and liabilities acquired based on their relative fair values. The value of the tangible assets, consisting of land, buildings, building improvements and tenant improvements is determined as if these assets are vacant. Intangible assets may include the value of lease incentive assets, above-market leases, below-market Ground Lease assets and in-place leases, which are each recorded at their relative fair values and included in "Real estate-related intangible assets, net" on the Company's consolidated balance sheets. Intangible liabilities may include the value of below-market leases, which are recorded at their relative fair values and included in "Real estate-related intangible liabilities, net" on the Company's consolidated balance sheets. In-place leases are amortized over the remaining non-cancelable term of the lease and the amortization expense is included in "Depreciation and amortization" in the Company's consolidated statements of operations. Lease incentive assets and above-market (or below-market) lease value are amortized as a reduction of (or increase to) operating lease income over the remaining non-cancelable term of each lease. Below-market Ground Lease assets are amortized to real estate expense over the remaining non-cancelable term of the lease. The Company may also engage in sale/leaseback transactions whereby the Company executes a net lease with the occupant simultaneously with the purchase of the asset. These transactions are accounted for as asset acquisitions.

**Impairments**—The Company reviews real estate assets for impairment in value whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. The value of a long-lived asset held for use is impaired if management's estimate of the aggregate future cash flows (undiscounted and without interest charges) to be generated by the asset (taking into account the anticipated holding period of the asset) are less than its carrying value. Such estimate of cash flows considers factors such as expected future operating income trends, as well as the effects of demand, competition and other economic factors. To the extent impairment has occurred, the loss will be measured as the excess of the carrying amount of the asset over the estimated fair value of the asset and reflected as an adjustment to the basis of the asset. Impairments of real estate assets, if any, are recorded in the Company's consolidated statements of operations. The Company did not record any impairments for the periods presented.

**Net Investment in Sales-type Leases and Ground Lease Receivables**—Net investment in sales-type leases and Ground Lease receivables are recognized when the Company's Ground Leases qualify as sales-type leases. The net investment in sales-type leases is initially measured at the present value of the fixed and determinable lease payments, including any guaranteed or unguaranteed residual value of the asset at the end of the lease, discounted at the rate implicit in the lease. Acquisition-related costs are capitalized and recorded in "Net investment in sales-type leases" and "Ground lease receivables" on the Company's consolidated balance sheets. For newly originated or acquired Ground Leases, the Company's estimate of residual value equals the fair value of the land at lease commencement. If a lease qualifies as a sales-type lease, it is further evaluated to determine whether the transaction is considered a sale leaseback transaction. When the Company acquires land and enters into a Ground Lease directly with the seller that qualifies as a sales-type lease, the lease does not qualify as a sale leaseback transaction and the lease is considered a financing receivable and is recognized in accordance with ASC 310 - Receivables and included in "Ground Lease receivables" on the Company's consolidated balance sheets (refer to Note 4).

**Reserve for losses in net investment in sales-type leases and Ground Lease receivables**— The Company evaluates its net investment in sales-type leases and Ground Lease receivables for impairment under ASC 310 - Receivables. As part of the Company's process for monitoring the credit quality of its net investment in sales-type leases and Ground Lease receivables, it performs a quarterly assessment for each of its net investment in sales-type leases and Ground Lease receivables. The Company considers a net investment in sales-type lease or Ground Lease receivable to be impaired when, based upon current information and events, it believes that it is probable that the Company will be unable to collect all amounts due under the contractual terms of the Ground Lease. As of December 31, 2022, all of the Company's net

investment in sales-type leases and Ground Lease receivables were performing in accordance with the terms of the respective leases.

Any potential reserve for losses in net investment in sales-type leases and Ground Lease receivables will reflect management's estimate of losses inherent in the portfolio as of the balance sheet date. If the Company determines that the collateral fair value less costs to sell is less than the carrying value of a collateral-dependent receivable, the Company will record a reserve. The reserve, if applicable, will be increased (decreased) in the Company's consolidated statements of operations and will be decreased by charge-offs. The Company's policy is to charge off a receivable when it determines, based on a variety of factors, that all commercially reasonable means of recovering the receivable balance have been exhausted. This may occur at different times, including when the Company receives cash or other assets in a pre-foreclosure sale or takes control of the underlying collateral in full satisfaction of the receivable upon foreclosure or deed-in-lieu, or when the Company has otherwise ceased significant collection efforts. The Company considers circumstances such as the foregoing to be indicators that the final steps in the receivable collection process have occurred and that a receivable is uncollectible. At this point, a loss is confirmed and the receivable and related reserve will be charged off. The Company has one portfolio segment represented by acquiring, managing and capitalizing Ground Leases, whereby it utilizes a uniform process for determining its reserve for losses on net investment in sales-type leases and Ground Lease receivables.

*Interest Income from Sales-type Leases*—Interest income from sales-type leases is recognized under the effective interest method. The effective interest method produces a constant yield on the net investment in the sales-type lease and Ground Lease receivable over the term of the lease. Rent payments that are not fixed and determinable at lease inception, such as percentage rent and CPI adjustments, are not included in the effective interest method calculation and are recognized in the Company's consolidated statements of operations in the period earned. A Ground Lease receivable is placed on non-accrual status if and when it becomes 90-days past due or if the Company considers the Ground Lease receivable impaired.

*Equity Investments in Ground Leases*—Equity investments in Ground Leases are accounted for pursuant to the equity method of accounting if the Company can significantly influence the operating and financial policies of the investee. The Company has noncontrolling equity interests in ventures (refer to Note 6) and determined the entities to be voting interest entities. As such, its equity interests in these ventures are accounted for pursuant to the equity method of accounting. The Company's periodic share of earnings and losses in equity method investees are included in "Earnings from equity method investments" in the Company's consolidated statements of operations. Equity investments are included in "Equity investments in Ground Leases" on the Company's consolidated balance sheets.

The Company periodically reviews equity method investments for impairment in value whenever events or changes in circumstances indicate that the carrying amount of such investments may not be recoverable. The Company will record an impairment charge to the extent that the estimated fair value of an investment is less than its carrying value and the Company determines the impairment is other-than-temporary. Impairment charges, if applicable, are recorded in "Earnings from equity method investments" in the Company's consolidated statements of operations.

*Cash and cash equivalents*—Cash and cash equivalents include cash held in banks or invested in money market funds, if applicable, with original maturity terms of less than 90 days.

*Restricted cash*—Restricted cash primarily includes property escrow balances, investment deposits and cash balances required to be maintained under certain of the Company's derivative transactions, if any.

*Operating lease income*—Operating lease income includes rent earned from leases of land and buildings owned by the Company to its tenants. Operating lease income is recognized on the straight-line method of accounting, generally from the later of the date the lessee takes possession of the space and it is ready for its intended use or the date of acquisition of the asset subject to existing leases. Accordingly, increases in contractual lease payments are recognized evenly over the term of the lease. The periodic difference between operating lease income recognized under this method and contractual lease payment terms is recorded as deferred operating lease income receivable and is included in "Deferred operating lease income receivable" on the Company's consolidated balance sheets. The Company is also entitled to percentage rent, representing a portion of the lessee's gross revenues from the properties, pursuant to some of its leases and



records percentage rent as operating lease income when earned. During the years ended December 31, 2022, 2021 and 2020, the Company recorded \$1.3 million, \$0.3 million and \$3.8 million, respectively, of percentage rent from operating leases. Operating lease income also includes the amortization of finite lived intangible assets and liabilities, which are amortized over the period during which the assets or liabilities are expected to contribute directly or indirectly to the future cash flows of the property acquired.

The Company moves to cash basis operating lease income recognition in the period in which collectability of all lease payments is no longer considered probable. At such time, any deferred operating lease income receivable balance will be written off. If and when lease payments that were previously not considered probable of collection become probable, the Company will move back to the straight-line method of income recognition and record an adjustment to operating lease income in that period as if the lease was always on the straight-line method of income recognition.

*Other income*—Other income primarily includes interest income earned on the Company's cash balances and other ancillary income.

*Earnings per share*—The Company has one class of common stock. Earnings per share ("EPS") is calculated by dividing net income attributable to common shareholders by the weighted average number of common shares outstanding.

*Deferred expenses and other assets*—Deferred expenses and other assets includes operating lease right-of-use assets, purchase deposits, deferred financing fees associated with the Unsecured Revolver (refer to Note 8), derivative assets, deferred costs, leasing costs such as brokerage, legal and other costs which are amortized over the life of the respective leases and presented as an operating activity in the Company's consolidated statements of cash flows. Amortization of leasing costs is included in "Depreciation and amortization" in the Company's consolidated statements of operations.

*Deferred financing fees*—Deferred financing fees associated with the Company's mortgages and unsecured notes are recorded in "Debt obligations, net" on the Company's consolidated balance sheets. The amortization of deferred financing fees is included in "Interest expense" in the Company's consolidated statements of operations.

*Stock-based compensation*—The Company adopted an equity incentive plan (refer to Note 11) to provide equity incentive opportunities to members of the Manager's management team and employees who perform services for the Company, the Company's independent directors, advisers, consultants and other personnel (the "2017 Equity Incentive Plan"). The 2017 Equity Incentive Plan provides for grants of stock options, shares of restricted common stock, phantom shares, dividend equivalent rights and other equity-based awards, including long-term incentive plan units. The Company accounts for stock-based compensation awards using the fair value method, which requires an estimate of fair value of the award at the time of grant. Grants under the 2017 Equity Incentive Plan are recognized as compensation costs ratably over the applicable vesting period and recorded in "General and administrative" in the Company's consolidated statements of operations. Dividends will accrue as and when dividends are declared by the Company on shares of its common stock but will not be paid unless and until the restricted stock units vest and are settled.

During the third quarter 2018, the Company adopted an equity incentive plan providing for grants of interests (called "Caret units") in a subsidiary of the Operating Partnership intended to constitute profits interests within the meaning of relevant Internal Revenue Service guidance. The Company's shareholders approved the plan in the second quarter of 2019. Grants under the plan are subject to graduated vesting based on time and hurdles of the Company's common stock price (refer to Note 11). Expense from Caret units is recorded in "General and administrative" in the Company's consolidated statements of operations and "Noncontrolling interests" on the Company's consolidated balance sheet.

*Income taxes*—The Company operates its business in a manner consistent with its election to be taxed as a REIT. As such, the consolidated financial statements of the Company have been prepared consistent with the Company's qualification as a REIT for the periods presented. The Company elected to be taxed as a REIT under sections 856 through 859 of the Internal Revenue Code of 1986, as amended (the "Code") beginning with its taxable year ended December 31, 2017. The Company will be subject to federal and state income taxation at corporate rates on its net taxable income; the Company, however, may claim a deduction for the amount of dividends paid to its shareholders. Amounts distributed as dividends by the Company will be subject to taxation at the stockholder level only. While the Company must distribute at

least 90% of its net taxable income to qualify as a REIT, the Company intends to distribute all of its net taxable income, if any, and eliminate federal and state taxes on undistributed net taxable income. Certain states may impose minimum franchise taxes. In addition, the Company is allowed certain other non-cash deductions or adjustments, such as depreciation expense, when computing its net taxable income and distribution requirement. These deductions permit the Company to reduce its dividend payout requirement under federal tax laws. The Company's tax years from 2019 through 2021 remain subject to examination by major tax jurisdictions. The Company formed a taxable REIT subsidiary ("TRS") during the year ended December 31, 2018. The TRS had no activity during the periods presented, and accordingly, no provision for income taxes was required. During the years ended December 31, 2022, 2021 and 2020, the Company paid \$0.5 million, \$0.1 million and \$0.1 million, respectively, in taxes.

*Derivative instruments and hedging activity*—The Company's use of derivative financial instruments is associated with debt issuances and primarily limited to the utilization of interest rate swaps and interest rate caps to manage interest rate risk exposure. The Company does not enter into derivatives for trading purposes. Refer to Note 10 for more information on the Company's derivative activity.

*Variable interest entities*—The Company evaluates its investments and other contractual arrangements to determine if they constitute variable interests in a VIE. A VIE is an entity where a controlling financial interest is achieved through means other than voting rights. A VIE is consolidated by the primary beneficiary, which is the party that has the power to direct matters that most significantly impact the activities of the VIE and has the obligation to absorb losses or the right to receive benefits of the VIE that could potentially be significant to the VIE. This overall consolidation assessment includes a review of, among other factors, which interests create or absorb variability, contractual terms, the key decision-making powers, their impact on the VIE's economic performance, and related party relationships. Where qualitative assessment is not conclusive, the Company performs a quantitative analysis. The Company reassesses its evaluation of the primary beneficiary of a VIE on an ongoing basis and assesses its evaluation of an entity as a VIE upon certain reconsideration events.

*Fair Values*—The Company is required to disclose fair value information with regard to its financial instruments, whether or not recognized in the consolidated balance sheets, for which it is practical to estimate fair value. The Financial Accounting Standards Board ("FASB") guidance defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. The following fair value hierarchy prioritizes the inputs to be used in valuation techniques to measure fair value: Level 1: unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities; Level 2: quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability; and Level 3: prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity). The Company determines the estimated fair values of financial assets and liabilities based on a hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the Company and the Company's own assumptions about market participant assumptions.

The following table presents the carrying value and fair value for the Company’s financial instruments (\$ in millions):

	As of December 31, 2022		As of December 31, 2021	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Assets</b>				
Net investment in sales-type leases <sup>(1)</sup>	\$ 3,107	\$ 3,236	\$ 2,413	\$ 2,704
Ground Lease receivables <sup>(1)</sup>	1,375	1,501	796	893
Cash and cash equivalents <sup>(2)</sup>	20	20	30	30
Restricted cash <sup>(2)</sup>	28	28	9	9
<b>Liabilities</b>				
Debt obligations, net <sup>(1)</sup>				
Level 1	738	573	738	741
Level 3	2,783	2,358	1,960	2,118
Total debt obligations, net	3,521	2,931	2,698	2,859

- (1) The fair value of the Company’s net investment in sales-type leases and Ground Lease receivables are classified as Level 3 within the fair value hierarchy. The fair value of the Company’s debt obligations traded in secondary markets are classified as Level 1 within the fair value hierarchy and the fair value of the Company’s debt obligations not traded in secondary markets are classified as Level 3 within the fair value hierarchy.
- (2) The Company determined the carrying values of its cash and cash equivalents and restricted cash approximated their fair values and are classified as Level 1 within the fair value hierarchy.

**Redeemable Noncontrolling Interests**—In February 2022, the Company sold 108,571 Caret units (refer to Note 11) for \$19.0 million to third-party investors and received a commitment from an existing shareholder (which is affiliated with one of the Company’s independent directors) for the purchase of 28,571 Caret units for \$5.0 million. As part of the sale, the Company agreed to use commercially reasonable efforts to provide public market liquidity for the Caret units by seeking to provide a listing of the Caret units, or securities into which they may be exchanged, within two years of the sale. In the event public market liquidity of the Caret units is not achieved within such two year period at a value not less than the purchase price for the Caret units, reduced by an amount equal to the amount of subsequent cash distributions made to the investors on account of such Caret units, the investors have the right to cause Caret Ventures LLC to redeem their Caret units at their original purchase price as so reduced.

The Company classifies these redeemable Caret units in accordance with Accounting Standards Codification (“ASC”) 480: Distinguishing Liabilities from Equity. ASC 480-10-S99-3A requires that equity securities redeemable at the option of the holder be classified outside of permanent stockholders’ equity. The Company classifies redeemable Caret units as “Redeemable noncontrolling interests” in its consolidated balance sheets and consolidated statements of changes in equity. The redeemable noncontrolling interest’s carrying amount is equal to the higher of (i) the initial carrying amount, increased or decreased for the redeemable noncontrolling interest’s share of net income or loss and dividends; or (ii) the redemption value. In the case of the Company’s redeemable Caret units, the carrying amount equals both the initial carrying amount and the redemption value. During the year ended December 31, 2022, redeemable noncontrolling interests were allocated \$0.6 million of net income (refer to Note 4).

**New Accounting Pronouncements**—In June 2016, the FASB issued ASU 2016-13, Financial Instruments—Credit Losses: Measurement of Credit Losses on Financial Instruments (“ASU 2016-13”) which was issued to provide financial statement users with more decision-useful information about the current expected credit losses (“CECL”) on financial instruments held by a reporting entity. This new standard replaces the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. For public entities such as the Company that qualified as smaller reporting companies prior to December 31, 2019, ASU 2016-13 is effective for interim and annual reporting periods beginning after December 15, 2022. Early adoption is permitted. Management is currently evaluating the impact of ASU 2016-13 on the Company’s consolidated financial statements. On January 1, 2023, upon the adoption of ASU 2016-13, the Company expects to record a CECL allowance of between approximately \$0.5 million and \$2.0 million on

its net investment in sales-type leases and its Ground Lease receivables, which will be recorded as a decrease to shareholders' equity on January 1, 2023.

In May 2019, the FASB issued ASU 2019-04, Codification Improvements to Topic 326, Financial Instruments—Credit Losses, Topic 815, Derivatives and Hedging, and Topic 825, Financial Instruments ("ASU 2019-04") to clarify certain accounting topics from previously issued ASUs, including ASU 2016-13. ASU 2019-04 addresses certain aspects of ASU 2016-13, including but not limited to, accrued interest receivable, loan recoveries, interest rate projections for variable-rate financial instruments and expected prepayments. ASU 2019-04 provides alternatives that allow entities to measure credit losses on accrued interest separate from credit losses on the principal portion of a loan, clarifies that entities should include expected recoveries in the measurement of credit losses, allows entities to consider future interest rates when measuring credit losses and can elect to adjust effective interest rates used to discount expected cash flows for expected loan prepayments. ASU 2019-04 is effective upon the adoption of ASU 2016-13. Management is currently evaluating the impact of ASU 2019-04 on the Company's consolidated financial statements.

#### **Note 4—Net Investment in Sales-type Leases and Ground Lease Receivables**

The Company classifies certain of its Ground Leases as sales-type leases and records the leases within "Net investment in sales-type leases" on the Company's consolidated balance sheets and records interest income in "Interest income from sales-type leases" in the Company's consolidated statements of operations. In addition, the Company may enter into transactions whereby it acquires land and enters into Ground Leases directly with the seller. These Ground Leases qualify as sales-type leases and, as such, do not qualify for sale leaseback accounting and are accounted for as financing receivables in accordance with ASC 310 - Receivables and are included in "Ground Lease receivables" on the Company's consolidated balance sheets. The Company records interest income from Ground Lease receivables in "Interest income from sales-type leases" in the Company's consolidated statements of operations.

In September 2021, the Company entered into a lease assignment and modification with one of its tenants under an operating lease. In connection with this transaction, the lease was assigned to a new tenant and the maturity of the lease was extended by 3.5 years to September 2120. As a result of the modification to the lease, the Company re-evaluated the lease classification and classified the lease as a sales-type lease and recorded \$40.9 million in "Net investment in leases" and derecognized \$11.4 million from "Real estate, net," \$9.8 million from "Deferred operating lease income receivable" and \$17.9 million from "Real estate-related intangible assets, net" on its consolidated balance sheet. The Company recognized \$1.8 million in "Selling profit from sales-type leases" in its consolidated statements of operations for the year ended December 31, 2021 as a result of the transaction.

In July 2022, the Company, pursuant to an agreement with iStar and upon certain construction related conditions being met, acquired an existing Ground Lease from iStar for \$36.4 million inclusive of closing costs and was recorded in "Net investment in sales-type leases" and "Real estate-related intangible assets, net" on the Company's consolidated balance sheet.

In September 2022, the Company sold a Ground Lease to a third-party for \$136.0 million and recognized a gain of \$55.8 million in "Gain on sale of net investment in lease" in the Company's consolidated statements of operations for the year ended December 31, 2022. \$9.5 million of the gain was attributable to noncontrolling interests, of which \$0.7 million was attributable to redeemable noncontrolling interests. In December 2022, \$8.5 million of proceeds from this transaction were distributed to noncontrolling interests inclusive of the portion distributed to redeemable noncontrolling interests.

The Company's net investment in sales-type leases were comprised of the following (\$ in thousands):

	<u>December 31, 2022</u>	<u>December 31, 2021</u>
Total undiscounted cash flows	\$ 29,586,227	\$ 23,707,424
Unguaranteed estimated residual value	2,900,218	2,319,761
Present value discount	(29,379,846)	(23,614,469)
Net investment in sales-type leases	<u>\$ 3,106,599</u>	<u>\$ 2,412,716</u>

[Table of Contents](#)

The following table presents a rollforward of the Company's net investment in sales-type leases and Ground Lease receivables for the year ended December 31, 2022 (\$ in thousands):

	Net Investment in Sales-type Leases	Ground Lease Receivables	Total
Beginning balance	\$ 2,412,716	\$ 796,252	\$ 3,208,968
Sales	(76,701)	—	(76,701)
Origination/acquisition/fundings <sup>(1)</sup>	717,480	557,577	1,275,057
Accretion	53,104	20,887	73,991
Ending balance <sup>(2)</sup>	<u>\$ 3,106,599</u>	<u>\$ 1,374,716</u>	<u>\$ 4,481,315</u>

- (1) The net investment in sales-type leases is initially measured at the present value of the fixed and determinable lease payments, including any guaranteed or unguaranteed estimated residual value of the asset at the end of the lease, discounted at the rate implicit in the lease. For newly originated or acquired Ground Leases, the Company's estimate of residual value equals the fair value of the land at lease commencement.
- (2) As of December 31, 2022, the Company's weighted average accrual rate for its net investment in sales-type leases and Ground Lease receivables was 5.1% and 5.4%, respectively. As of December 31, 2022, the weighted average remaining life of the Company's 33 Ground Lease receivables was 98.9 years.

*Future Minimum Lease Payments under Sales-type Leases*—Future minimum lease payments to be collected under sales-type leases accounted for under ASC 842 - Leases, excluding lease payments that are not fixed and determinable, in effect as of December 31, 2022, are as follows by year (\$ in thousands):

	Fixed Bumps with Inflation Adjustments	Fixed Bumps	Fixed Bumps with Percentage Rent	Total
2023	\$ 97,116	\$ 2,229	\$ 579	\$ 99,924
2024	100,960	2,256	586	103,802
2025	102,914	2,283	586	105,783
2026	104,861	2,311	586	107,758
2027	106,754	2,339	586	109,679
Thereafter	28,376,157	583,455	99,669	29,059,281
Total undiscounted cash flows	<u>\$ 28,888,762</u>	<u>\$ 594,873</u>	<u>\$ 102,592</u>	<u>\$ 29,586,227</u>

During the years ended December 31, 2022, 2021 and 2020, the Company recognized interest income from sales-type leases in its consolidated statements of operations as follows (\$ in thousands):

	Net Investment in Sales-type Leases	Ground Lease Receivables	Total
<b>Year Ended December 31, 2022</b>			
Cash	\$ 90,487	\$ 37,780	\$ 128,267
Non-cash	53,104	20,887	73,991
Total interest income from sales-type leases	<u>\$ 143,591</u>	<u>\$ 58,667</u>	<u>\$ 202,258</u>
<b>Year Ended December 31, 2021</b>			
Cash	\$ 52,091	\$ 22,925	\$ 75,016
Non-cash	30,899	12,909	43,808
Total interest income from sales-type leases	<u>\$ 82,990</u>	<u>\$ 35,834</u>	<u>\$ 118,824</u>
<b>Year Ended December 31, 2020</b>			
Cash	\$ 36,098	\$ 15,615	\$ 51,713
Non-cash	21,186	8,945	30,131
Total interest income from sales-type leases	<u>\$ 57,284</u>	<u>\$ 24,560</u>	<u>\$ 81,844</u>

**Note 5—Real Estate and Real Estate-Related Intangibles**

The Company's real estate assets consist of the following (\$ in thousands):

	As of	
	December 31, 2022	December 31, 2021
Land and land improvements, at cost	\$ 547,739	\$ 547,739
Buildings and improvements, at cost	193,232	193,232
Less: accumulated depreciation	(34,371)	(28,343)
Total real estate, net	\$ 706,600	\$ 712,628
Real estate-related intangible assets, net	217,795	224,182
Total real estate, net and real estate-related intangible assets, net	\$ 924,395	\$ 936,810

Real estate-related intangible assets, net consist of the following items (\$ in thousands):

	As of December 31, 2022		
	Gross Intangible	Accumulated Amortization	Carrying Value
Above-market lease assets, net <sup>(1)</sup>	\$ 186,002	\$ (15,254)	\$ 170,748
In-place lease assets, net <sup>(2)</sup>	65,345	(19,011)	46,334
Other intangible assets, net	750	(37)	713
Total	\$ 252,097	\$ (34,302)	\$ 217,795

  

	As of December 31, 2021		
	Gross Intangible	Accumulated Amortization	Carrying Value
Above-market lease assets, net <sup>(1)</sup>	\$ 186,002	\$ (12,119)	\$ 173,883
In-place lease assets, net <sup>(2)</sup>	65,102	(15,523)	49,579
Other intangible assets, net	750	(30)	720
Total	\$ 251,854	\$ (27,672)	\$ 224,182

- (1) Above-market lease assets are recognized during asset acquisitions when the present value of market rate rental cash flows over the term of a lease is less than the present value of the contractual in-place rental cash flows. Above-market lease assets are amortized over the non-cancelable term of the leases.
- (2) In-place lease assets are recognized during asset acquisitions and are estimated based on the value associated with the costs avoided in originating leases comparable to the acquired in-place leases as well as the value associated with lost rental revenue during the assumed lease-up period. In-place lease assets are amortized over the non-cancelable term of the leases.

The amortization of real estate-related intangible assets had the following impact on the Company's consolidated statements of operations for the years ended December 31, 2022, 2021 and 2020 (\$ in thousands):

Intangible asset	Income Statement Location	For the Years Ended December 31,		
		2022	2021	2020
Above-market lease assets (decrease to income)	Operating lease income	\$ 3,135	\$ 3,255	\$ 3,310
In-place lease assets (decrease to income)	Depreciation and amortization	3,576	3,525	3,396
Other intangible assets (decrease to income)	Operating lease income	8	8	8

[Table of Contents](#)

The estimated expense from the amortization of real estate-related intangible assets for each of the five succeeding fiscal years is as follows (\$ in thousands):<sup>(1)</sup>

Year	Amount
2023	\$ 6,682
2024	6,634
2025	6,634
2026	3,725
2027	3,725

(1) As of December 31, 2022, the weighted average amortization period for the Company's real estate-related intangible assets was approximately 79.9 years.

Real estate-related intangible liabilities, net consist of the following items (\$ in thousands):

	As of December 31, 2022		
	Gross Intangible	Accumulated Amortization	Carrying Value
Below-market lease liabilities <sup>(1)</sup>	\$ 68,618	\$ (4,027)	\$ 64,591

  

	As of December 31, 2021		
	Gross Intangible	Accumulated Amortization	Carrying Value
Below-market lease liabilities <sup>(1)</sup>	\$ 68,618	\$ (3,189)	\$ 65,429

(1) Below-market lease liabilities are recognized during asset acquisitions when the present value of market rate rental cash flows over the term of a lease exceeds the present value of the contractual in-place rental cash flows. Below-market lease liabilities are amortized over the non-cancelable term of the leases.

The amortization of real estate-related intangible liabilities had the following impact on the Company's consolidated statements of operations for the years ended December 31, 2022, 2021 and 2020 (\$ in thousands):

Intangible liability	Income Statement Location	For the Years Ended December 31,		
		2022	2021	2020
Below-market lease liabilities (increase to income)	Operating lease income	\$ 838	\$ 838	\$ 669

*Future Minimum Operating Lease Payments*—Future minimum lease payments to be collected under non-cancelable operating leases, excluding lease payments that are not fixed and determinable, in effect as of December 31, 2022, are as follows by year (\$ in thousands):

Year	Inflation-Linked	Fixed Bumps with Inflation Adjustments	Fixed Bumps	Percentage Rent	Fixed Bumps with Percentage Rent	Total
2023	\$ 5,783	\$ 17,347	\$ 2,213	\$ 11,018	\$ 368	\$ 36,729
2024	5,802	17,677	2,247	11,018	398	37,142
2025	5,802	18,004	2,313	11,018	398	37,535
2026	5,802	18,370	2,357	986	398	27,913
2027	5,802	18,755	2,388	986	398	28,329
Thereafter	434,803	4,308,109	433,110	15,826	286	5,192,134

**Note 6—Equity Investments in Ground Leases**

In June 2021, the Company acquired a 29.2% noncontrolling equity interest in a Ground Lease at an office property in New York City. As of December 31, 2022 and 2021, the Company's investment in the Ground Lease was \$47.3 million and \$42.1 million, respectively. During the years ended December 31, 2022 and 2021, the Company recorded \$5.7 million and \$2.9 million, respectively, in earnings from equity method investments from the Ground Lease.

In August 2019, the Company formed a venture with a sovereign wealth fund that is an existing shareholder of the Company to acquire the existing Ground Lease at 425 Park Avenue in New York City. The venture acquired the Ground Lease in November 2019. The Company has a 54.8% noncontrolling equity interest in the venture and iStar is the manager of the venture. As of December 31, 2022 and 2021, the Company's investment in the venture was \$133.1 million and \$131.3 million, respectively. During the years ended December 31, 2022, 2021 and 2020, the Company recorded \$3.4 million, \$3.4 million and \$3.3 million, respectively, in earnings (losses) from the venture.

**Note 7—Deferred Expenses and Other Assets, Net and Accounts Payable, Accrued Expenses and Other Liabilities**

Deferred expenses and other assets, net, consist of the following items (\$ in thousands):

	As of	
	December 31, 2022	December 31, 2021
Operating lease right-of-use asset <sup>(1)</sup>	\$ 26,312	\$ 27,435
Interest rate hedge assets	29,346	—
Deferred finance costs, net <sup>(2)</sup>	4,461	7,875
Other assets	2,664	2,898
Purchase deposits	4,333	2,083
Leasing costs, net	448	456
<b>Deferred expenses and other assets, net</b>	<b>\$ 67,564</b>	<b>\$ 40,747</b>

- (1) Operating lease right-of-use asset (and operating lease liability below) relates to a property that is majority-owned by a third party and is ground leased to the Company. The Company is obligated to pay the owner of the property \$0.4 million, subject to adjustment for changes in the CPI, per year through 2044; however, the Company's Ground Lease tenant at the property pays this expense directly under the terms of a master lease. Operating lease right-of-use asset is amortized on a straight-line basis over the term of the lease and is recorded in "Real estate expense" in the Company's consolidated statements of operations. During each of the years ended December 31, 2022, 2021 and 2020, the Company recognized \$0.4 million in "Real estate expense" and \$0.4 million in "Other income" from its operating lease right-of-use asset. The related operating lease liability (see table below) equals the present value of the minimum rental payments due under the lease discounted at the Company's incremental secured borrowing rate for a similar asset estimated to be 5.5%.
- (2) Accumulated amortization of deferred finance costs was \$5.7 million and \$2.2 million as of December 31, 2022 and 2021, respectively.

Accounts payable, accrued expenses and other liabilities consist of the following items (\$ in thousands):

	As of	
	December 31, 2022	December 31, 2021
Interest payable	\$ 55,459	\$ 31,601
Other liabilities <sup>(1)</sup>	17,639	14,998
Dividends declared and payable	11,067	9,690
Operating lease liability	5,471	5,605
Management fee payable	5,301	4,271
Accrued expenses <sup>(2)</sup>	5,420	1,427
<b>Accounts payable, accrued expenses and other liabilities</b>	<b>\$ 100,357</b>	<b>\$ 67,592</b>

- (1) As of December 31, 2022 and 2021, other liabilities includes \$3.1 million and \$1.9 million, respectively, due to the Manager for allocated payroll costs and costs it paid on the Company's behalf.
- (2) As of December 31, 2022 and 2021, accrued expenses primarily includes accrued legal, audit and property expenses.



**Note 8—Debt Obligations, net**

The Company's outstanding debt obligations consist of the following (\$ in thousands):

	As of		Interest Rate <sup>(1)</sup>	Scheduled Maturity Date <sup>(2)</sup>
	December 31, 2022	December 31, 2021		
Secured credit financing:				
Mortgages	\$ 1,498,113	\$ 1,498,113	3.99 %	April 2027 to November 2069
Total secured credit financing <sup>(3)</sup>	1,498,113	1,498,113		
Unsecured financing:				
2.80% senior notes	400,000	400,000	2.80 %	June 2031
2.85% senior notes	350,000	350,000	2.85 %	January 2032
3.98% senior notes	475,000	—	3.98 %	February 2052
5.15% senior notes	151,988	—	5.15 %	May 2052
			LIBOR plus	
Unsecured Revolver	690,000	490,000	1.00 %	March 2026
Total unsecured financing	2,066,988	1,240,000		
<b>Total debt obligations</b>	<b>3,565,101</b>	<b>2,738,113</b>		
Debt premium, discount and deferred financing costs, net	(43,742)	(40,610)		
<b>Total debt obligations, net</b>	<b>\$ 3,521,359</b>	<b>\$ 2,697,503</b>		

(1) For mortgages, represents the weighted average interest rate of consolidated mortgage debt in effect over the life of the mortgage debt and excludes the effect of debt premium, discount and deferred financing costs. As of December 31, 2022, the weighted average cash interest rate for the Company's consolidated mortgage debt, based on interest rates in effect at that date, was 3.26%. The difference between the weighted average interest rate and the weighted average cash interest rate is recorded to interest payable within "Accounts payable, accrued expenses, and other liabilities" on the Company's consolidated balance sheets. As of December 31, 2022, the Company's combined weighted average interest rate and combined weighted average cash interest rate of the Company's consolidated mortgage debt, the mortgage debt of the Company's unconsolidated ventures (applying the Company's percentage interest in the ventures - refer to Note 6) and the Company's unsecured senior notes were 3.74% and 3.19%, respectively.

(2) Represents the extended maturity date for all debt obligations.

(3) As of December 31, 2022, \$2.0 billion of real estate, at cost, net investment in sales-type leases and Ground Lease receivables served as collateral for the Company's debt obligations.

**Mortgages**—Mortgages consist of asset specific non-recourse borrowings that are secured by the Company's Ground Leases. As of December 31, 2022, the Company's mortgages are full term interest only, bear interest at a weighted average interest rate of 3.99% and have maturities between April 2027 and November 2069.

**Unsecured Notes**—In May 2021, the Operating Partnership (as issuer) and the Company (as guarantor), issued \$400.0 million aggregate principal amount of 2.80% senior notes due June 2031 (the "2.80% Notes"). The 2.80% Notes were issued at 99.127% of par. The Company may redeem the 2.80% Notes in whole at any time or in part from time to time prior to March 15, 2031, at the Company's option and sole discretion, at a redemption price equal to the greater of: (i) 100% of the principal amount of the 2.80% Notes being redeemed; and (ii) a make-whole premium calculated in accordance with the indenture, plus, in each case, accrued and unpaid interest thereon to, but not including, the applicable redemption date. If the 2.80% Notes are redeemed on or after March 15, 2031, the redemption price will be equal to 100% of the principal amount of the 2.80% Notes being redeemed, plus accrued and unpaid interest thereon to, but not including, the applicable redemption date.

In November 2021, the Operating Partnership (as issuer) and the Company (as guarantor), issued \$350.0 million aggregate principal amount of 2.85% senior notes due January 2032 (the "2.85% Notes"). The 2.85% Notes were issued at 99.123% of par. The Company may redeem the 2.85% Notes in whole at any time or in part from time to time prior to October 15, 2031, at the Company's option and sole discretion, at a redemption price equal to the greater of: (i) 100% of the principal amount of the 2.85% Notes being redeemed; and (ii) a make-whole premium calculated in accordance with the indenture, plus, in each case, accrued and unpaid interest thereon to, but not including, the applicable redemption date. If the 2.85% Notes are redeemed on or after October 15, 2031, the redemption price will be equal to 100% of the principal amount of the 2.85% Notes being redeemed, plus accrued and unpaid interest thereon to, but not including, the applicable redemption date.

In January 2022, the Operating Partnership (as issuer) and the Company (as guarantor), issued \$475.0 million aggregate principal amount of privately-placed 3.98% senior notes due February 2052 (the “3.98% Notes”). The Operating Partnership elected to draw these funds in March 2022. The Company may, at its option, prepay at any time all, or from time to time any part of, the 3.98% Notes, in an amount not less than 5% of the aggregate principal amount of the 3.98% Notes then outstanding in the case of a partial prepayment, at 100% of the principal amount so prepaid, and the applicable make-whole amount calculated in accordance with the indenture, for such tranche determined for the prepayment date with respect to such principal amount; provided, that, so long as no default or event of default shall then exist, at any time on or after November 15, 2051, the Company may, at its option, prepay all or any part of the 3.98% Notes at 100% of the principal amount so prepaid, together with, in each case, accrued interest to the prepayment date, without any make-whole amount.

In May 2022, the Operating Partnership (as issuer) and the Company (as guarantor), issued \$150.0 million aggregate principal amount of privately-placed 5.15% senior notes due May 2052 (the “5.15% Notes”). The structure of the 5.15% Notes features a stairstep coupon rate in which the Company will pay cash interest at a rate of 2.50% in years 1 through 10, 3.75% in years 11 through 20, and 5.15% in years 21 through 30. The difference between the 5.15% stated rate and the cash interest rate will accrue in each semi-annual payment period and be paid in kind by adding such accrued interest to the outstanding principal balance, to be repaid at maturity in May 2052. The Company may, at its option, prepay at any time all, or from time to time any part of, the 5.15% Notes, in an amount not less than 5% of the aggregate principal amount of the 5.15% Notes then outstanding in the case of a partial prepayment, at 100% of the principal amount so prepaid, and the applicable make-whole amount calculated in accordance with the indenture; provided, that, so long as no default or event of default shall then exist, at any time on or after February 13, 2052, the Company may, at its option, prepay all or any part of the 5.15% Notes at 100% of the principal amount so prepaid, together with, in each case, accrued interest to the prepayment date, without any make-whole amount.

**Unsecured Revolver**— In March 2021, the Operating Partnership (as borrower) and the Company (as guarantor), entered into an unsecured revolving credit facility with an initial maximum aggregate principal amount of up to \$1.0 billion (the “Unsecured Revolver”). In December 2021, the Company obtained additional lender commitments increasing the maximum availability to \$1.35 billion. The Unsecured Revolver has an initial maturity of March 2024 with two 12-month extension options exercisable by the Company, subject to certain conditions, and bears interest at an annual rate of applicable LIBOR plus 1.00% (refer to Note 14), subject to the Company’s credit ratings. The Company also pays a facility fee of 0.125%, subject to the Company’s credit ratings. As of December 31, 2022, there was \$660.0 million of undrawn capacity on the Unsecured Revolver.

**Debt Covenants**—The Company is subject to financial covenants under the Unsecured Revolver, including maintaining: (i) a ratio of unencumbered assets to unsecured debt of at least 1.33x; and (ii) a consolidated fixed charge coverage ratio of at least 1.15x, as such terms are defined in the documents governing the Unsecured Revolver. In addition, the Unsecured Revolver contains customary affirmative and negative covenants. Among other things, these covenants may restrict the Company or certain of its subsidiaries’ ability to incur additional debt or liens, engage in certain mergers, consolidations and other fundamental changes, make other investments or pay dividends. The Company’s 2.80% Notes, 2.85% Notes, 3.98% Notes and 5.15% Notes are subject to a financial covenant requiring a ratio of unencumbered assets to unsecured debt of at least 1.25x and contain customary affirmative and negative covenants. The Company’s 3.98% Notes and 5.15% Notes contain a provision whereby they will be deemed to include additional financial covenants and negative covenants to the extent such covenants are incorporated into the Operating Partnership’s and/or the Company’s existing or future material credit facilities, including the Unsecured Revolver, and to the extent such covenants are more favorable to the lenders under such material credit facilities than the covenants contained in the 3.98% Notes and 5.15% Notes. The Company’s mortgages contain no significant maintenance or ongoing financial covenants. As of December 31, 2022, the Company was in compliance with all of its financial covenants.

**Future Scheduled Maturities**—As of December 31, 2022, future scheduled maturities of outstanding debt obligations, assuming all extensions that can be exercised at the Company’s option, are as follows (\$ in thousands):

	Secured <sup>(1)</sup>	Unsecured	Total
2023	\$ —	\$ —	\$ —
2024	—	—	—
2025	—	—	—
2026	—	690,000	690,000
2027	237,000	—	237,000
Thereafter	1,261,113	1,376,988	2,638,101
Total principal maturities	1,498,113	2,066,988	3,565,101
Debt premium, discount and deferred financing costs, net	(27,086)	(16,656)	(43,742)
Total debt obligations, net	<u>\$ 1,471,027</u>	<u>\$ 2,050,332</u>	<u>\$ 3,521,359</u>

(1) As of December 31, 2022, the Company’s weighted average maturity for its secured mortgages was 28.5 years.

### Note 9—Commitments and Contingencies

**Unfunded Commitments**— The Company has unfunded commitments to certain of its Ground Lease tenants related to leasehold improvement allowances that it expects to fund upon the completion of certain conditions. As of December 31, 2022, the Company had \$308.2 million of such commitments.

The Company also has unfunded forward commitments related to agreements that it entered into for the acquisition of new Ground Leases or additions to existing Ground Leases if certain conditions are met (refer to Note 13). These commitments may also include leasehold improvement allowances that will be funded to the Ground Lease tenants when certain conditions are met. As of December 31, 2022, the Company had an aggregate \$398.9 million of such commitments. There can be no assurance that the conditions to closing for these transactions will be satisfied and that the Company will acquire the Ground Leases or fund the leasehold improvement allowances.

**Legal Proceedings**—The Company evaluates developments in legal proceedings that could require a liability to be accrued and/or disclosed. Based on its current knowledge, and after consultation with legal counsel, the Company believes it is not a party to, nor are any of its properties the subject of, any pending legal proceeding that would have a material adverse effect on the Company’s consolidated financial statements; however, the Company is a party to the following legal proceeding:

On December 23, 2022, following the announcement of the Merger, a purported stockholder of the Company filed a complaint against the Company and each member of the Board of Directors alleging violations of the federal securities laws in a case captioned *Ryan O’Dell v. Safehold Inc. et al.*, No. 22-cv-10862 (SDNY) (“*O’Dell Action*”). Such complaint alleges that the Registration Statement filed on December 16, 2022 omits material information with respect to the Merger and that, as a result, all defendants violated Section 14(a) of the Exchange Act, Rule 14a-9, and 17 C.F.R. § 244.100, and that each member of the Board of Directors violated Section 20(a) of the Exchange Act. The complaint seeks injunctive relief, rescission in the event the Merger is consummated or alternatively rescissory damages, plaintiff’s attorneys’ and experts’ fees and costs, and other such relief that the court deems just and proper. On February 10, 2023, a second purported stockholder of the Company filed a complaint against the Company and each member of the Board of Directors raising similar allegations about the Schedule 14A Definitive Proxy statement filed on January 31, 2023 and seeking similar relief as in the *O’Dell Action*, with such case captioned *John Thompson v. Safehold Inc. et. al*, No. 23-cv-01164 (SDNY) (“*Thompson Action*”). In addition, two purported stockholders of the Company sent demand letters and one purported stockholder sent a draft complaint alleging similar deficiencies in the Registration Statement and Proxy Statement, as the case may be, as those alleged in the *O’Dell Action and Thompson Action*.

#### **Note 10—Risk Management and Derivatives**

In the normal course of its ongoing business operations, the Company encounters credit risk. Credit risk is the risk of default on the Company's leases that result from a tenant's inability or unwillingness to make contractually required payments.

*Risk concentrations*—Concentrations of credit risks arise when the Company has multiple leases with a particular tenant or credit party, or a number of the Company's tenants are engaged in similar business activities, or activities in the same geographic region, or have similar economic features, such that their ability to meet contractual obligations, including those to the Company, could be similarly affected by changes in economic conditions.

Although the Company's Ground Leases are geographically diverse and the tenants operate in a variety of industries and property types, to the extent the Company has a significant concentration of interest income from sales-type leases or operating lease income from any tenant, the inability of that tenant to make its payment could have a material adverse effect on the Company. The Company did not have a significant concentration of operating lease income from any tenant for the periods presented.

*Derivative instruments and hedging activity*—The Company's use of derivative financial instruments has been associated with debt issuances and primarily limited to the utilization of interest rate swaps and interest rate caps to manage interest rate risk exposure. The Company does not enter into derivatives for trading purposes.

The Company recognizes derivatives as either assets or liabilities on the Company's consolidated balance sheets at fair value. Interest rate hedge assets are recorded in "Deferred expenses and other assets, net" and interest rate hedge liabilities are recorded in "Accounts payable, accrued expenses and other liabilities" on the Company's consolidated balance sheets. If certain conditions are met, a derivative may be specifically designated as a hedge of the exposure to changes in the fair value of a recognized asset or liability, a hedge of a forecasted transaction or the variability of cash flows to be received or paid related to a recognized asset or liability.

For the Company's derivatives designated and qualifying as cash flow hedges, changes in the fair value of the derivatives are reported as a component of accumulated other comprehensive income (loss) and subsequently reclassified into interest expense in the same periods during which the hedged transaction affects earnings. Amounts reported in accumulated other comprehensive income (loss) related to derivatives will be reclassified to interest expense as interest payments are made on the Company's debt.

For the Company's derivatives not designated as hedges, the changes in the fair value of the derivatives are reported in "Interest expense" in the Company's consolidated statements of operations. Derivatives not designated as hedges are not speculative and are used to manage the Company's exposure to interest rate movements and other identified risks but do not meet the strict hedge accounting requirements.

The table below presents the Company's derivatives as well as their classification on the consolidated balance sheets as of December 31, 2022 and 2021 (\$ in thousands):<sup>(1)</sup>

Derivative Type	December 31, 2022 Fair Value <sup>(2)</sup>	December 31, 2021 Fair Value <sup>(2)</sup>	Balance Sheet Location
<b>Assets</b>			
Interest rate swaps <sup>(3)</sup>	\$ 29,346	\$ —	Deferred expenses and other assets, net
<b>Total</b>	<b>\$ 29,346</b>	<b>\$ —</b>	

(1) During the years ended December 31, 2022, 2021 and 2020, the Company recorded \$40.4 million, \$13.3 million and (\$20.0) million, respectively, of unrealized gains (losses) in accumulated other comprehensive income (loss).

(2) The fair value of the Company's derivatives are based upon widely accepted valuation techniques utilized by a third-party specialist using observable inputs such as interest rates and contractual cash flow and are classified as Level 2 within the fair value hierarchy. Over the next 12 months, the Company expects that \$3.8 million related to cash flow hedges will be reclassified from "Accumulated other comprehensive income (loss)" as an increase to interest expense.

(3) During the year ended December 31, 2022, the Company received \$11.0 million in settlement of certain interest rate hedges. During the year ended December 31, 2021, the Company paid \$19.9 million to terminate certain interest rate hedges.

**Credit Risk-Related Contingent Features**—The Company reports derivative instruments on a gross basis in its consolidated financial statements. The Company has agreements with each of its derivative counterparties that contain a provision whereby if the Company either defaults or is capable of being declared in default on any of its indebtedness, then the Company could also be declared in default on its derivative obligations.

The tables below present the effect of the Company's derivative financial instruments in the consolidated statements of operations and the consolidated statements of comprehensive income for the years ended December 31, 2022, 2021 and 2020 (\$ in thousands):

Derivatives Designated in Hedging Relationships For the Year Ended December 31, 2022	Location of Gain (Loss) When Recognized in Income	Amount of Gain (Loss) Recognized in Accumulated Other Comprehensive Income	Amount of Gain (Loss) Reclassified from Accumulated Other Comprehensive Income into Earnings
Interest rate swaps	Interest expense	\$ 40,373	\$ (3,888)
<b>For the Year Ended December 31, 2021</b>			
Interest rate swaps	Interest expense	\$ 13,290	\$ (3,191)
<b>For the Year Ended December 31, 2020</b>			
Interest rate swaps	Interest expense	\$ (20,018)	\$ (1,680)

#### Note 11—Equity

**Common Stock**—The Company has one class of common stock outstanding. During the year ended December 31, 2022, iStar purchased 0.2 million shares of the Company's common stock for \$10.5 million, at an average cost of \$66.83 per share, pursuant to 10b5-1 plans (the "10b5-1 Plans") in accordance with Rules 10b5-1 and 10b-18 under the Securities and Exchange Act of 1934, as amended, under which it could buy shares of the Company's common stock in the open market. In addition, in the fourth quarter of 2021 iStar purchased 24,108 shares of the Company's common stock for \$1.8 million in an open market transaction. iStar has also purchased shares of the Company's common stock through private placements with the Company in connection with the Company's public offerings. In March 2022, the Company sold 2,000,000 shares of its common stock in a public offering for gross proceeds of \$118.0 million. Concurrently with the public offering, the Company sold \$191.2 million in shares, or 3,240,000 shares, of its common stock to iStar in a private placement. The Company incurred approximately \$5.1 million of offering costs in connection with these transactions which were recorded as a reduction to additional paid-in capital. In September 2021, the Company sold 2,530,000 shares of its common stock in a public offering for gross proceeds of \$192.3 million. Concurrently with

the public offering, the Company sold \$50.0 million in shares, or 657,894 shares, of its common stock to iStar in a private placement. The Company incurred approximately \$8.0 million of offering costs in connection with these transactions which were recorded as a reduction to additional paid-in capital. In December 2022, iStar distributed approximately 6.63 million shares of the Company's common stock to iStar shareholders in the form of a non-cash dividend. As of December 31, 2022, iStar owned 54.3% of the Company's common stock; however, its discretionary voting power is limited to 41.9% as a result of limitations on its voting power contained in a stockholder's agreement entered into in connection with its purchase of newly designated limited partnership units (the "Investor Units") in January 2019. In May 2019, after approval of the Company's shareholders, the Investor Units were exchanged for shares of the Company's common stock on a one-for-one basis.

In February 2021, the Company and its affiliates, entered into an at-the-market equity offering (the "ATM") pursuant to which the Company may sell shares of its common stock up to an aggregate purchase price of \$250.0 million. Through December 31, 2022, the Company sold 12,881 shares at an average net price of \$81.45 per share, paid \$15,977 of offering costs and raised \$1.0 million of net proceeds pursuant to the ATM. Proceeds from the ATM were used for general corporate purposes. As of December 31, 2022, the Company had \$248.9 million of aggregate purchase price remaining under its ATM.

**Equity Plans**—During the third quarter 2018, the Company adopted an equity incentive plan providing for grants of interests (called "Caret units") in a subsidiary of the Operating Partnership intended to constitute profits interests within the meaning of relevant Internal Revenue Service guidance. The Company's shareholders approved the plan in the second quarter of 2019. Grants under the plan are subject to graduated vesting based on time and hurdles of the Company's common stock price. Once a particular stock price hurdle is met, a portion of the awards become vested, but remain subject to being forfeited, in part, if additional time-based service conditions are not satisfied. The awards generally entitle plan participants to cash distributions of up to 15%, in the aggregate, of the capital appreciation above the Company's investment basis on its Ground Lease assets received upon the sale of a Ground Lease, the sale of a combined property and certain non-recourse mortgage debt refinancings of a Ground Lease. As of December 31, 2022, the Company owns approximately 84% of the outstanding Caret units (refer to Note 3). At the time of plan adoption, awards with an aggregate fair value of \$1.4 million were granted to the Company's non-management directors and employees of the Manager and were recognized over a period of four years. As of December 31, 2022, all stock price hurdles were achieved and each outstanding award is fully vested. In February 2022, the Company granted awards with an aggregate grant date fair value of \$0.1 million to employees of the Manager. The awards granted will vest over two years upon satisfaction of continuing service conditions. As of December 31, 2022, 1,100 Caret units are scheduled to vest on December 31, 2023. In February 2020 and March 2020, the Company granted awards with an aggregate grant date fair value of \$0.5 million and \$0.1 million, respectively, to employees of the Manager. The awards granted in February 2020 vested in December 2022 and the awards granted in March 2020, which were granted to one employee of the Manager, were scheduled to vest over three years upon satisfaction of continuing service conditions. As of December 31, 2022, 12% of the awards granted in March 2020 had vested and 88% of the awards were forfeited. During the years ended December 31, 2022, 2021 and 2020, the Company recognized \$0.4 million, \$0.5 million and \$0.5 million, respectively, in expense from Caret units and it is recorded in "General and administrative" in the Company's consolidated statements of operations and "Noncontrolling interests" on the Company's consolidated balance sheet.

In August 2021, in order to ensure that the interests of the non-management directors are best aligned with the interests of the Company's common shareholders, each of the non-management directors (or, in the case of two directors, their affiliated trusts to which the Caret units had been issued) entered into agreements to exchange their Caret units that were granted at the time of plan adoption into shares of the Company's common stock. Effective December 1, 2021, each non-management director (or, in the case of two directors, their affiliated trusts to which the Caret units had been issued) exchanged 3,750 Caret units for 2,546 shares of the Company's common stock. The Company's board of directors approved the exchanges having considered the report of a leading independent valuation firm.

The Company adopted the 2017 Equity Incentive Plan to provide equity incentive opportunities to members of the Manager's management team and employees who perform services for the Company, the Company's non-management directors, advisers, consultants and other personnel. The 2017 Equity Incentive Plan provides for grants of stock options, shares of restricted common stock, phantom shares, dividend equivalent rights and other equity-based awards, including long-term incentive plan units. In the second quarter 2020, the Company issued 22,000 fully-vested shares with a fair value of \$1.0 million, or \$46.94 per share, to its directors who are not employees of the Manager or iStar in consideration for

their annual services as directors. In the second quarter of 2021, the Company issued 16,000 fully-vested shares with a fair value of \$1.1 million, or \$69.86 per share, to its directors who are not employees of the Manager or iStar in consideration for their annual services as directors. In the second quarter 2022, the Company issued 26,000 fully-vested shares with a fair value of \$1.1 million, or \$43.51 per share, to its directors who are not employees of the Manager or iStar in consideration for their annual services as directors. Dividends will accrue as and when dividends are declared by the Company on shares of its common stock but will not be paid unless and until the restricted stock units vest and are settled. As of December 31, 2022, an aggregate of 698,500 shares remain available for issuance pursuant to future awards under the 2017 Equity Incentive Plan. During the years ended December 31, 2022, 2021 and 2020, the Company recognized \$1.1 million, \$1.3 million and \$1.2 million, respectively, in stock-based compensation expense related to the 2017 Equity Incentive Plan, which is classified within "General and administrative" in the Company's consolidated statements of operations.

**Accumulated Other Comprehensive Income (Loss)**—Accumulated other comprehensive income (loss) consists of net unrealized gains (losses) on the Company's derivative transactions.

**Noncontrolling Interests**—Noncontrolling interests includes unrelated third-party equity interests in ventures that are consolidated in the Company's consolidated financial statements and Caret units that have been granted to employees of the Company's Manager.

**Dividends**—The Company elected to be taxed as a REIT beginning with its taxable year ended December 31, 2017. To qualify as a REIT, the Company must annually distribute, at a minimum, an amount equal to 90% of its taxable income, excluding net capital gains, and must distribute 100% of its taxable income (including net capital gains) to eliminate corporate federal income taxes payable by the REIT. Because taxable income differs from cash flow from operations due to non-cash revenues and expenses (such as depreciation and other items), in certain circumstances, the Company may generate operating cash flow in excess of its dividends, or alternatively, may need to make dividend payments in excess of operating cash flows. During the year ended December 31, 2022, the Company declared cash dividends on its common stock of \$43.6 million, or \$0.701 per share. During the year ended December 31, 2021, the Company declared cash dividends on its common stock of \$37.0 million, or \$0.67224 per share. Dividends paid in 2021 were a return of capital for tax reporting purposes. During the year ended December 31, 2020, the Company declared cash dividends on its common stock of \$33.2 million, or \$0.6427 per share. Dividends paid in 2020 were a return of capital for tax reporting purposes.

#### Note 12—Earnings Per Share

EPS is calculated by dividing net income attributable to common shareholders by the weighted average number of shares outstanding for the period. The following tables present a reconciliation of net income used in the basic and diluted EPS calculations (\$ in thousands, except for per share data):

	For the Years Ended December 31,		
	2022	2021	2020
Net income	\$ 144,684	\$ 73,357	\$ 59,488
Net income attributable to noncontrolling interests	(9,261)	(234)	(194)
Net income attributable to Safehold Inc. common shareholders for basic and diluted earnings per common share	<u>\$ 135,423</u>	<u>\$ 73,123</u>	<u>\$ 59,294</u>

	<b>For the Years Ended December 31,</b>		
	<b>2022</b>	<b>2021</b>	<b>2020</b>
<b>Earnings attributable to common shares:</b>			
<i>Numerator for basic and diluted earnings per share:</i>			
Net income attributable to Safehold Inc. common shareholders - basic	\$ 135,423	\$ 73,123	\$ 59,294
Net income attributable to Safehold Inc. common shareholders - diluted	<u>\$ 135,423</u>	<u>\$ 73,123</u>	<u>\$ 59,294</u>
<i>Denominator for basic and diluted earnings per share:</i>			
Weighted average common shares outstanding for basic earnings per common share	61,170	54,167	50,688
Add: Effect of assumed shares under treasury stock method for restricted stock units	—	13	9
Weighted average common shares outstanding for diluted earnings per common share <sup>(1)</sup>	<u>61,170</u>	<u>54,180</u>	<u>50,697</u>
<b>Basic and diluted earnings per common share:</b>			
Net income attributable to Safehold Inc. common shareholders - basic	\$ 2.21	\$ 1.35	\$ 1.17
Net income attributable to Safehold Inc. common shareholders - diluted	\$ 2.21	\$ 1.35	\$ 1.17

**Note 13—Related Party Transactions**

The Company is externally managed by an affiliate of iStar, the Company’s largest shareholder. iStar has been an active real estate investor for over 20 years and has an extensive network for sourcing investments, which includes relationships with brokers, corporate tenants and developers that it has established over its long operating history.

*Management Agreement*

A summary of the terms of the management agreement is below:

<b>Manager</b>	SFTY Manager, LLC, a wholly-owned subsidiary of iStar Inc.
<b>Management Fee</b>	Annual fee of 1.00% of total equity (up to \$1.5 billion) Annual fee of 1.25% of total equity (for incremental equity of \$1.5 billion to \$3.0 billion) Annual fee of 1.375% of total equity (for incremental equity of \$3.0 billion to \$5.0 billion) and Annual fee of 1.50% of total equity (for incremental equity over \$5.0 billion)
<b>Management Fee Consideration</b>	At the discretion of the Company’s independent directors, payment will be made in cash or in shares of the Company’s common stock (valued at the greater of: (i) the volume weighted average market price during a specified pricing period; or (ii) the initial public offering price of \$20.00 per share)
<b>Lock-up</b>	Restriction from selling common stock received for management fees for two years from the date of such issuance (restriction will terminate in the event of and effective with the termination of the management agreement)
<b>Incentive Fee</b>	<b>None</b>
<b>Term</b>	Non-terminable through June 30, 2023, except for cause.
<b>Termination Fee</b>	Automatic annual renewals thereafter, subject to non-renewal upon certain findings by the Company’s independent directors and payment of termination fee. 3x prior year’s management fee



During the years ended December 31, 2022, 2021 and 2020, the Company recorded \$20.3 million, \$14.9 million and \$12.7 million, respectively, in management fees to the Manager. These management fees are recorded in "General and administrative" in the Company's consolidated statements of operations.

#### *Expense Reimbursements*

The Company pays, or reimburses the Manager for, certain of the Company's operating expenses as well as the costs of personnel performing certain legal, accounting, finance, due diligence tasks and other services, in each case except those specifically required to be borne or elected not to be charged by the Manager under the management agreement. Historically, pursuant to the Manager's option under the management agreement, the Manager has elected to not seek reimbursement for certain expenses. This historical election is not a waiver of reimbursement for similar expenses in future periods and the Manager has started to elect to seek, and may further seek in the future, reimbursement of such additional expenses that it has not previously sought, including, without limitation, rent, overhead and certain personnel costs.

During the years ended December 31, 2022, 2021 and 2020, the Company was allocated \$12.5 million, \$7.5 million and \$5.0 million, respectively, in expenses from the Manager. These expenses are recorded in "General and administrative" in the Company's consolidated statements of operations.

#### *Acquisitions and Commitments*

iStar has participated in certain of the Company's investment transactions, as the Company's tenant or either as a seller of land or by providing financing to the Company's Ground Lease tenants. Following is a list of transactions in which the Company and iStar or other persons deemed to be related parties have participated for the periods presented. These transactions were approved by the Company's independent directors in accordance with the Company's policy with respect to related party transactions.

In July 2022, the Company, pursuant to an agreement with iStar and upon certain construction related conditions being met, acquired an existing Ground Lease from iStar for \$36.4 million inclusive of closing costs (refer to Note 4).

In June 2022, the Company acquired land and simultaneously structured and entered into a Ground Lease as part of the Ground Lease tenant's recapitalization of a mixed-use property. The Company also committed to provide an additional \$35.0 million to the Ground Lease tenant if certain construction and leasing milestones are met. A venture in which iStar owns a noncontrolling equity interest and an affiliate of an existing shareholder (which is affiliated with one of the Company's independent directors) owns a noncontrolling equity interest committed to provide a \$105.0 million loan to the Company's Ground Lease tenant for the recapitalization of the leasehold. The Company paid the venture \$5.0 million of additional consideration in connection with this investment.

In April 2022, the Company acquired an existing Ground Lease from iStar for \$9.0 million.

In March 2022, the Company acquired land for a purchase price of \$28.5 million and simultaneously structured and entered into a Ground Lease as part of the Ground Lease tenant's recapitalization of a hotel property. One of the Company's independent directors has an indirect ownership interest in the entity that is the Ground Lease tenant and controls the company that indirectly manages that entity.

In March 2022, the Company paid iStar \$0.3 million to terminate a purchase option that allowed iStar to purchase the land at the expiration of its Ground Lease with the Company. iStar sold the leasehold to a third party in March 2022.

In March 2022, the Company acquired three land properties from iStar for a total purchase price of \$122.0 million and simultaneously structured and entered into three Ground Lease's directly with the Ground Lease tenant.

In February 2022, the Company acquired land and simultaneously structured and entered into a Ground Lease as part of the Ground Lease tenant's recapitalization of a life science development property. A venture in which iStar owns a noncontrolling equity interest and an affiliate of an existing shareholder (which is affiliated with one of the Company's independent directors) owns a noncontrolling equity interest committed to provide a \$130.0 million loan to the Company's

Ground Lease tenant for the recapitalization of the leasehold. The Company paid the venture \$9.0 million of additional consideration in connection with this investment.

In December 2021, the Company acquired land and simultaneously structured and entered into a Ground Lease as part of the Ground Lease tenant's recapitalization of an existing multifamily property. Prior to the recapitalization, iStar and the Ground Lease tenant owned the property through a venture. As part of the recapitalization, the Ground Lease tenant acquired iStar's equity interest in the venture and repaid a mezzanine loan iStar had provided to the venture in August 2018.

In November 2021, the Company entered into an agreement pursuant to which it agreed to acquire land and a related Ground Lease originated by iStar when certain construction related conditions are met by a specified time period. The purchase price to be paid is \$33.3 million, plus an amount necessary for iStar to achieve the greater of a 1.25x multiple or a 12% return on its investment. In addition, the Ground Lease documents contain future funding obligations to the Ground Lease tenant of approximately \$51.8 million of leasehold improvement allowance upon achievement of certain milestones. In December 2021, iStar contributed the Ground Lease to an investment fund it formed that targets the origination and acquisition of Ground Leases for commercial real estate projects that are in a pre-development phase. iStar has a noncontrolling interest in the investment fund and an affiliate of an existing shareholder (which is affiliated with one of the Company's independent directors) has a noncontrolling interest in the investment fund. The terms of the Company's commitment under the agreement did not change upon iStar's contribution of the Ground Lease to the investment fund. There can be no assurance that the conditions to closing will be satisfied and that the Company will acquire the Ground Lease from the investment fund.

In June 2021, the Company acquired from iStar a purchase option agreement for \$1.2 million, which amount was equal to the deposit previously made by iStar under such option agreement plus assumption of iStar's out of pocket costs and expenses in connection with entering into such option agreement. Under the option agreement, the Company has the right to acquire for \$215.0 million a property that is under a separate option for the benefit of a third party, whereby such third party has the right to enter into a Ground Lease and develop approximately 1.1 million square feet of office space.

In June 2021, the Company entered into two agreements pursuant to each of which it agreed to acquire land and a related Ground Lease originated by iStar when certain construction related conditions are met by a specified time period. The purchase price to be paid for each is \$42.0 million, plus an amount necessary for iStar to achieve the greater of a 1.25x multiple and a 9% return on its investment. In addition, each Ground Lease provides for a leasehold improvement allowance up to a maximum of \$83.0 million, which obligation would be assumed by the Company upon acquisition. In January 2022, iStar sold the Ground Leases to an investment fund in which iStar owns a noncontrolling interest and an existing shareholder (which is affiliated with one of the Company's independent directors) owns a noncontrolling interest. There can be no assurance that the conditions to closing will be satisfied and that the Company will acquire the properties and Ground Leases from the investment fund.

In March 2021, the Company entered into an agreement pursuant to which, subject to certain conditions being met, it agreed to acquire 100% of the limited liability company interests in the owner of a fee estate subject to a Ground Lease on which a multi-family project is currently being constructed. In March 2021, iStar originated a \$75.0 million construction loan commitment to the Ground Lease tenant and acquired the Ground Lease for \$16.1 million. iStar subsequently sold the loan commitment to an entity in which it has a noncontrolling interest and an existing shareholder (which is affiliated with one of the Company's independent directors) owns a noncontrolling interest. The Ground Lease documents contained future funding obligations to the Ground Lease tenant of approximately \$11.9 million of deferred purchase price and \$52.0 million of leasehold improvement allowance upon achievement of certain milestones. Subsequent to the origination, iStar funded approximately \$6.0 million of the deferred purchase price to the Ground Lease tenant. The Company's acquisition of the ground lessor entity closed in September 2021. The total consideration paid was \$24.8 million and the Company assumed the obligation for the remaining future funding obligations to the Ground Lease tenant.

In February 2021, the Company acquired land and simultaneously structured and entered into a Ground Lease as part of the Ground Lease tenant's recapitalization of an existing hotel property. iStar provided a \$50.0 million loan to the

Company's Ground Lease tenant for the recapitalization of the leasehold. The Company paid iStar \$1.9 million of additional consideration in connection with this investment.

In October 2020, the Company acquired land and simultaneously structured and entered into a Ground Lease as part of the Ground Lease tenant's recapitalization of an existing multi-family property. iStar provided a \$22.5 million loan to the Company's Ground Lease tenant for the recapitalization of the leasehold. The Company paid iStar \$2.3 million of additional consideration in connection with this investment.

In September 2020, the Company closed on the acquisition of a Ground Lease pursuant to a purchase agreement that it entered into with iStar in October 2017 to acquire land subject to a Ground Lease on which a luxury multi-family project is currently being constructed for a purchase price of \$34.0 million. iStar committed to provide a \$80.5 million construction loan to the ground lessee.

In June 2020, the Company acquired the fee interest in an office condominium and simultaneously structured and entered into a Ground Lease with the condominium's tenant. The tenant simultaneously acquired the leasehold interest in the office condominium. The Ground Lease has a term of 99 years. The tenant was a venture in which iStar owned a 51.9% equity interest. In the fourth quarter 2021, iStar acquired an additional 47.5% equity interest in the venture.

**Note 14—Subsequent Events**

In January 2023, the Company closed on a new \$500 million unsecured revolving credit facility. The new facility has a current borrowing rate of adjusted SOFR plus 100 basis points, with a maturity of July 31, 2025. The Company also amended its Unsecured Revolver (refer to Note 8) primarily to transition from LIBOR to SOFR. Both facilities are subject to a pricing grid based on the Company's credit ratings.

**Safehold Inc.**  
**Schedule III—Real Estate and Accumulated Depreciation**  
**As of December 31, 2022**  
**(\$ in thousands)**

Location	Encumbrances	Initial Cost to Company		Cost Capitalized Subsequent to Acquisition	Gross Amount Carried at Close of Period			Accumulated Depreciation	Date Acquired	Depreciable Life (Years)
		Land	Building and Improvements		Land	Building and Improvements	Total <sup>(1)</sup>			
Detroit, MI	\$ 31,961 <sup>(2)</sup>	\$ 29,086	\$ —	\$ —	\$ 29,086	\$ —	\$ 29,086	\$ —	2017	N/A
Dallas, TX	3,736 <sup>(2)</sup>	1,954	—	—	1,954	—	1,954	—	2017	N/A
Dallas, TX	4,151 <sup>(2)</sup>	2,751	—	—	2,751	—	2,751	—	2017	N/A
Atlanta, GA	7,577 <sup>(2)</sup>	4,097	—	—	4,097	—	4,097	—	2017	N/A
Milwaukee, WI	3,633 <sup>(2)</sup>	4,638	51,323	—	4,638	51,323	55,961	7,378	2017	40 <sup>(3)</sup>
Washington, DC	5,190 <sup>(2)</sup>	1,484	—	—	1,484	—	1,484	—	2017	N/A
Minneapolis, MN	1,452 <sup>(2)</sup>	716	—	—	716	—	716	—	2017	N/A
Durango, CO	16,604 <sup>(2)</sup>	1,415	17,080	—	1,415	17,080	18,495	3,120	2017	35 <sup>(3)</sup>
Rohnert Park, CA	19,300 <sup>(2)</sup>	5,869	13,752	—	5,869	13,752	19,621	3,121	2017	32 <sup>(3)</sup>
Salt Lake City, UT	55,312 <sup>(2)</sup>	8,573	40,583	—	8,573	40,583	49,156	6,828	2017	34 <sup>(3)</sup>
San Diego, CA	38,084 <sup>(2)</sup>	5,077	24,096	—	5,077	24,096	29,173	4,283	2017	33 <sup>(3)</sup>
Seattle, WA	40,000 <sup>(2)</sup>	7,813	45,562	—	7,813	45,562	53,375	9,544	2017	30 <sup>(3)</sup>
Los Angeles, CA	57,936 <sup>(2)</sup>	72,836	—	—	72,836	—	72,836	—	2017	N/A
Los Angeles, CA	62,764 <sup>(2)</sup>	68,140	—	—	68,140	—	68,140	—	2017	N/A
Atlanta, GA	—	6,300	—	—	6,300	—	6,300	—	2017	N/A
Washington, DC	23,100 <sup>(2)</sup>	27,354	—	—	27,354	—	27,354	—	2018	N/A
Orlando, FL	7,800 <sup>(2)</sup>	6,626	—	—	6,626	—	6,626	—	2018	N/A
Raleigh-Durham, NC	11,940 <sup>(2)</sup>	4,502	—	—	4,502	—	4,502	—	2018	N/A
Atlanta, GA	9,882 <sup>(2)</sup>	8,478	—	—	8,478	—	8,478	—	2018	N/A
San Diego, CA	—	8,168	—	—	8,168	—	8,168	—	2018	N/A
Washington, DC	10,000 <sup>(2)</sup>	15,217	—	—	15,217	—	15,217	—	2018	N/A
Phoenix, AZ	—	5,996	—	—	5,996	—	5,996	—	2018	N/A
Washington, DC	—	21,478	—	—	21,478	—	21,478	—	2018	N/A
Miami, FL	6,000 <sup>(2)</sup>	9,170	—	—	9,170	—	9,170	—	2018	N/A
Miami, FL	2,471 <sup>(2)</sup>	3,735	—	—	3,735	—	3,735	—	2018	N/A
Washington, DC	95,000 <sup>(2)</sup>	121,100	—	—	121,100	—	121,100	—	2018	N/A
Nashville, TN	17,500 <sup>(2)</sup>	13,505	—	—	13,505	—	13,505	—	2018	N/A
Portland, OR	—	3,641	—	—	3,641	—	3,641	—	2019	N/A
San Antonio, TX	10,000 <sup>(2)</sup>	2,103	836	—	2,103	836	2,939	97	2019	40
Riverside, CA	—	11,399	—	—	11,399	—	11,399	—	2019	N/A
San Ramon, CA	—	19,635	—	—	19,635	—	19,635	—	2020	N/A
Washington, DC	—	44,883	—	—	44,883	—	44,883	—	2020	N/A
<b>Total</b>	<b>\$ 541,393</b>	<b>\$ 547,739</b>	<b>\$ 193,232</b>	<b>\$ —</b>	<b>\$ 547,739</b>	<b>\$ 193,232</b>	<b>\$ 740,971</b>	<b>\$ 34,371</b>		

- (1) The aggregate cost for Federal income tax purposes was approximately \$1.0 billion as of December 31, 2022.  
(2) Pledged as collateral under mortgages.  
(3) These properties have land improvements with depreciable lives from 7 to 12 years.

The following table reconciles real estate for the years ended December 31, 2022, 2021 and 2020:

	For the Years Ended December 31,		
	2022	2021	2020
Beginning balance	\$ 740,971	\$ 752,420	\$ 687,902
Acquisitions	—	—	64,518
Transfer to net investment in sales-type lease	—	(11,449)	—
Ending balance	\$ 740,971	\$ 740,971	\$ 752,420

The following table reconciles accumulated depreciation for the years ended December 31, 2022, 2021 and 2020:

	For the Years Ended December 31,		
	2022	2021	2020
Beginning balance	\$ 28,343	\$ 22,314	\$ 16,286
Additions	6,028	6,029	6,028
Ending balance	\$ 34,371	\$ 28,343	\$ 22,314

**Item 9. Changes and Disagreements with Registered Public Accounting Firm on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures**

**Evaluation of Disclosure Controls and Procedures**—The Company has established and maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company’s Exchange Act reports 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 the Company’s management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. The Company has formed a disclosure committee that is responsible for considering the materiality of information and determining the disclosure obligations of the Company on a timely basis. Both the Chief Executive Officer and the Chief Financial Officer are members of the disclosure committee.

Based upon their evaluation as of December 31, 2022, the Chief Executive Officer and the Chief Financial Officer concluded that the Company’s disclosure controls and procedures (as such term is defined in Rules 13a-15(e) under the Securities and Exchange Act of 1934, as amended (the “Exchange Act”)) are effective.

**Management’s Report on Internal Control Over Financial Reporting**—Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of the disclosure committee and other members of management, including the Chief Executive Officer and Chief Financial Officer, management carried out its evaluation of the effectiveness of the Company’s internal control over financial reporting based on the framework in *Internal Control—Integrated Framework* issued in 2013 by the Committee of Sponsoring Organizations of the Treadway Commission.

Based on management’s assessment under the framework in *Internal Control—Integrated Framework*, management has concluded that its internal control over financial reporting was effective as of December 31, 2022.

The Company’s effectiveness of internal control over financial reporting as of December 31, 2022 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report, which is included in Item 8 of this Annual Report on Form 10-K.

**Changes in Internal Controls Over Financial Reporting**—There have been no changes during the last fiscal quarter in the Company’s internal controls identified in connection with the evaluation required by paragraph (d) of Exchange Act Rules 13a-15 or 15d-15 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

**Item 9B. Other Information**

In consideration of their services on the special committee created to review and evaluate a potential business combination or other strategic transaction with iStar (or an alternative thereto) (the “Possible Transaction”), each of Stefan Selig and Jay Nydick will receive compensation in the amount of \$75,000, payable in cash. This compensation was not and is not contingent on approval or consummation of the Possible Transaction.

**Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections**

Not applicable.

### PART III

#### Item 10. Directors, Executive Officers and Corporate Governance of the Registrant

Portions of the Company's definitive proxy statement for the 2023 annual meeting of shareholders to be filed within 120 days after the close of the Company's fiscal year are incorporated herein by reference.

#### Item 11. Executive Compensation

Portions of the Company's definitive proxy statement for the 2023 annual meeting of shareholders to be filed within 120 days after the close of the Company's fiscal year are incorporated herein by reference.

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

Portions of the Company's definitive proxy statement for the 2023 annual meeting of shareholders to be filed within 120 days after the close of the Company's fiscal year are incorporated herein by reference.

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

Portions of the Company's definitive proxy statement for the 2023 annual meeting of shareholders to be filed within 120 days after the close of the Company's fiscal year are incorporated herein by reference.

#### Item 14. Principal Registered Public Accounting Firm Fees and Services

Portions of the Company's definitive proxy statement for the 2023 annual meeting of shareholders to be filed within 120 days after the close of the Company's fiscal year are incorporated herein by reference.

### PART IV

#### Item 15. Exhibits, Financial Statement Schedule and Reports on Form 8-K

- (a) and (c) Financial statements and schedule—see Index to Financial Statements and Schedule included in Item 8.
- (b) Exhibits—see index on following page.

### INDEX TO EXHIBITS

Exhibit Number	Document Description
1.1	<a href="#">Investor Unit Purchase Agreement among iStar, SAFE and SAFE OP, dated January 2, 2019 (incorporated by reference to Exhibit 1.1 of our Current Report on Form 8-K, filed January 3, 2019)</a>
2.1	<a href="#">Merger Agreement, dated as of August 10, 2022, by and between iStar Inc. and Safehold Inc. (Schedules have been omitted pursuant to Item 601(b)(5) of Regulation S-K. SAFE agrees to furnish supplementally to the SEC a copy of any omitted schedule upon request.) (incorporated by reference to Exhibit 2.1 of our Current Report on Form 8-K, filed August 11, 2022)</a>
3.1	<a href="#">Articles of Amendment and Restatement of Safety, Income and Growth, Inc., dated as of June 27, 2017 (incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K, filed July 3, 2017)</a>
3.2	<a href="#">Articles of Amendment, dated February 22, 2019 (incorporated by reference to Exhibit 3(i) to our Current Report on Form 8-K, filed February 26, 2019)</a>
3.3	<a href="#">Bylaws of Safety, Income and Growth, Inc., dated as of June 27, 2017 (incorporated by reference to Exhibit 3.2 to our Current Report on Form 8-K, filed July 3, 2017)</a>
4.1	<a href="#">Description of Common Stock</a>
4.2	<a href="#">Specimen Common Stock Certificate of Safety, Income and Growth, Inc. (incorporated by reference to Exhibit 4.1 to our Registration Statement on Form S-11 (File No. 333-217224), filed June 16, 2017)</a>

## Table of Contents

- 4.3 [Indenture, dated as of May 7, 2021, among Safehold Operating Partnership LP, as issuer, Safehold Inc., as guarantor, and U.S. Bank, National Association, as trustee \(incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed May 7, 2021\)](#)
- 4.4 [First Supplemental Indenture, dated as of May 7, 2021, among Safehold Operating Partnership LP, as issuer, Safehold Inc., as guarantor, and U.S. Bank, National Association, as trustee, including the form of the Notes and the Guarantee \(incorporated by reference to Exhibit 4.2 to our Current Report on Form 8-K filed May 7, 2021\)](#)
- 4.5 [Second Supplemental Indenture, dated as of November 18, 2021, among Safehold Operating Partnership LP, as issuer, Safehold Inc., as guarantor, and U.S. Bank, National Association, as trustee, including the form of the Notes and the Guarantee \(incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed November 18, 2021\)](#)
- 10.1 [First Amended and Restated Limited Partnership Agreement of Safety Income and Growth Operating Partnership LP, dated as of June 27, 2017, among Safety, Income and Growth, Inc. and SIGOP GenPar LLC \(incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K, filed July 3, 2017\)](#)
- 10.2 [Equity Incentive Plan \(incorporated by reference to Exhibit 10.2 to our Annual Report on Form 10-K for the year ended December 31, 2017, filed on February 20, 2018\)](#)
- 10.3 [Form of Indemnification Agreement \(incorporated by reference to Exhibit 10.3 to our Registration Statement on Form S-11 \(File No. 333-217224\), filed May 8, 2017\)](#)
- 10.4 [Amended and Restated Management Agreement, dated as of January 2, 2019, among Safety, Income and Growth, Inc., Safety Income and Growth Operating Partnership LP and SFTY Manager LLC \(incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K, filed January 3, 2019\)](#)
- 10.5 [Exclusivity and Expense Reimbursement Agreement, dated as of June 27, 2017, between Safety, Income and Growth, Inc. and iStar Inc. \(incorporated by reference to Exhibit 10.3 to our Current Report on Form 8-K, filed July 3, 2017\)](#)
- 10.6 [Amended and Restated Credit Agreement, dated as of November 6, 2019, among Safehold Inc., as borrower, Safehold OP GenPar LLC, Safehold Operating Partnership LP and certain of its subsidiaries from time to time party thereto, as guarantors, Bank of America, N.A., as administrative agent, Bank of America, N.A., JPMorgan Chase Bank, N.A. and Barclays Bank PLC, as L/C issuers and the other lenders party thereto \(incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K, filed November 12, 2019\)](#)
- 10.7 [Amended and Restated Registration Rights Agreement, between Safety, Income and Growth, Inc. and iStar Inc. \(incorporated by reference to Exhibit 10.3 to our Current Report on Form 8-K, filed January 3, 2019\)](#)
- 10.8 [Stockholder's Agreement, between Safety, Income and Growth, Inc. and SFTY Venture LLC \(incorporated by reference to Exhibit 10.9 to our Registration Statement on Form S-11 \(File No. 333-217224\), filed May 8, 2017\)](#)
- 10.9 [Stockholder's Agreement, between Safety, Income and Growth, Inc. and SFTY VII-B, LLC \(incorporated by reference to Exhibit 10.10 to our Registration Statement on Form S-11 \(File No. 333-217224\), filed May 8, 2017\)](#)
- 10.10 [Registration Rights Agreement, among Safety, Income and Growth, Inc., SFTY Venture LLC and SFTY VII-B, LLC \(incorporated by reference to Exhibit 10.11 to our Registration Statement on Form S-11 \(File No. 333-217224\), filed May 8, 2017\)](#)
- 10.11 [Loan Agreement, dated March 30, 2017, among Barclays Bank PLC, JP Morgan Chase National Association and Bank of America, N.A., the company and the company subsidiaries named therein as borrower \(incorporated by reference to Exhibit 10.12 to our Registration Statement on Form S-11 \(File No. 333-217224\), filed April 10, 2017\)](#)
- 10.12 [Stockholder's Agreement between iStar and SAFE, dated January 2, 2019 \(incorporated by reference to Exhibit 1.1 of our Current Report on Form 8-K, filed January 3, 2019\)](#)
- 10.13 [Caret Performance Incentive Plan \(incorporated by reference to Annex B to our definitive annual proxy statement filed on April 15, 2019\)](#)
- 10.14 [First Amendment to Amended and Restated Management Agreement, dated as of January 14, 2020, among Safehold Inc., SFTY Manager LLC, Safehold Operating Partnership LP and iStar Inc. \(incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed January 15, 2020\)](#)
- 10.15 [Second Amendment to Amended and Restated Management Agreement, dated as of February 12, 2020, among Safehold Inc., SFTY Manager LLC, Safehold Operating Partnership LP and iStar Inc. \(incorporated by reference to Exhibit 10.15 to our Annual Report on Form 10-K filed on February 13, 2021\)](#)
- 10.16 [First Amendment to Exclusivity Agreement, dated as of January 14, 2020, between Safehold Inc. and iStar Inc. \(incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed January 15, 2020\)](#)
- 10.17 [First Amendment to Stockholder's Agreement, dated as of January 14, 2020, between Safehold Inc. and iStar Inc. \(incorporated by reference to Exhibit 10.3 to our Current Report on Form 8-K filed January 15, 2020\)](#)

## Table of Contents

10.18	<a href="#"><u>Credit Agreement, dated as of March 31, 2021, among Safehold Inc., as guarantor, Safehold Operating Partnership LP, as borrower, JPMorgan Chase Bank, N.A., as administrative agent, the lenders, agents and arrangers party thereto and JPMorgan Chase Bank, N.A., Bank of America, N.A., and Goldman Sachs Bank USA, as letter of credit issuers (incorporated by reference to Exhibit 10.1 to our Current Report filed on March 31, 2021).</u></a>
10.19	<a href="#"><u>First Amendment to Credit Agreement, dated as of December 15, 2021, among Safehold Inc., as guarantor, Safehold Operating Partnership LP, as borrower, JPMorgan Chase Bank, N.A., as administrative agent and the Existing Lenders (incorporated by reference to Exhibit 10.19 our Annual Report on Form 10-K for the year ended December 31, 2021, filed on February 15, 2021).</u></a>
10.20	<a href="#"><u>Safehold Inc. Common Stock (\$0.01 par value per share) ATM Equity Offering<sup>SM</sup> Sales Agreement dated February 18, 2021 (incorporated by reference to Exhibit 1.1 to our Current Report on Form 8-K dated February 18, 2021).</u></a>
10.21	<a href="#"><u>Voting Agreement, dated as of August 10, 2022, by and between iStar Inc. and Safehold Inc. (incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K, filed August 11, 2022).</u></a>
10.22	<a href="#"><u>Stock Purchase Agreement, dated August 10, 2022, by and among iStar Inc., Safehold Inc., MSD Partners, L.P. and, with respect to certain specified sections, MSD Capital, L.P. (incorporated by reference to Exhibit 10.2 of our Current Report on Form 8-K, filed August 11, 2022).</u></a>
10.23	<a href="#"><u>Credit Agreement, dated as of January 9, 2023, among Safehold Inc., as guarantor, Safehold Operating Partnership LP, as borrower, JPMorgan Chase Bank, N.A., as administrative agent, and certain other financial institutions party thereto as lenders, agents, arrangers and bookrunners (incorporated by reference to Exhibit 10.1 to our Current Report filed on January 9, 2023).</u></a>
10.24	<a href="#"><u>Second Amendment the Credit Agreement, dated as of January 9, 2023, among Safehold Inc., as guarantor, Safehold Operating Partnership LP, as borrower, JPMorgan Chase Bank, N.A. as administrative agent, and certain other financial institutions party thereto as lenders, arrangers and bookrunners (incorporated by reference to Exhibit 10.2 to our Current Report filed on January 9, 2023).</u></a>
10.25	<a href="#"><u>Note Purchase Agreement, dated as of January 27, 2022, by and among Safehold Inc., Safehold Operating Partnership LP and the purchasers named therein (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on January 31, 2022).</u></a>
14.1	<a href="#"><u>Code of Conduct (incorporated by reference to Exhibit 14.1 to our Annual Report on Form 10-K for the year ended December 31, 2017, filed on February 20, 2018).</u></a>
21.1*	<a href="#"><u>Subsidiaries of the Company</u></a>
23.1*	<a href="#"><u>Consent of Deloitte &amp; Touche LLP.</u></a>
31.0*	<a href="#"><u>Certifications pursuant to Section 302 of the Sarbanes-Oxley Act.</u></a>
32.0*	<a href="#"><u>Certifications pursuant to Section 906 of the Sarbanes-Oxley Act.</u></a>
101**	Interactive data file
104	Cover Page Interactive Data File (formatted in iXBRL and contained in Exhibit 101)

---

\* Filed herewith.

\*\* In accordance with Rule 406T of Regulation S-T, the Inline XBRL related information in Exhibit 101 is deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of section 18 of the Exchange Act of 1934 and otherwise is not subject to liability under these sections.

### **Item 16. Form 10-K Summary**

None.





[Table of Contents](#)

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: February 14, 2023

/s/ JAY SUGARMAN  
Jay Sugarman  
*Chairman of the Board of Directors*  
*Chief Executive Officer*

Date: February 14, 2023

/s/ DEAN S. ADLER  
Dean S. Adler  
*Director*

Date: February 14, 2023

/s/ JESSE HOM  
Jesse Hom  
*Director*

Date: February 14, 2023

/s/ ROBIN JOSEPHS  
Robin Josephs  
*Director*

Date: February 14, 2023

/s/ JAY S. NYDICK  
Jay S. Nydick  
*Director*

Date: February 14, 2023

/s/ STEFAN M. SELIG  
Stefan M. Selig  
*Director*

Name of Entity	State of Formation
100 Cambridgeside Pl Ground Owner LLC	Delaware
100 Cambridgeside Pl Member LLC	Delaware
1000 E Apache Blvd Ground Owner LLC	Delaware
1000 South Clark Ground Owner LLC	Delaware
1001 South Center Street Ground Owner LLC	Delaware
1007 South Congress North Unit Ground Owner LLC	Delaware
101 S Federal Highway Ground Owner LLC	Delaware
102 A Philip Randolph Blvd Ground Owner LLC	Delaware
102 Madison Avenue Ground Owner LLC	Delaware
106 Ridge Street Equity Member LLC	Delaware
106 Ridge Street Ground Owner LLC	Delaware
10721 Domain Dr Ground Owner LLC	Delaware
1100 First Street Ground Owner LLC	Delaware
110-114 Ridge Street Equity Member LLC	Delaware
110-114 Ridge Street Ground Owner LLC	Delaware
1111 Church Street Ground Owner LLC	Delaware
1111 Pennsylvania Ave Ground Owner LLC	Delaware
1164-1172 Broadway Ground Owner LLC	Delaware
1180 Canton Street Ground Owner LLC	Delaware
120 Piedmont Avenue NE Ground Owner LLC	Delaware
1201-31 Lafayette Ground Owner LLC	Delaware
1221 Division Street Ground Owner LLC	Delaware
1225 19th Street Ground Owner LLC	Delaware
1317 Tomoka Town Center Ground Owner LLC	Delaware
1325 Wilson Ground Owner LLC	Delaware
135 West 50 <sup>th</sup> Street Equity Member LLC	Delaware
135 West 50 <sup>th</sup> Street Ground Owner LLC	Delaware
13650 East Colfax Avenue Ground Owner LLC	Delaware
138 E 38 <sup>th</sup> Street Ground Owner LLC	Delaware
14 Skylark Blvd Ground Owner GenPar LLC	Delaware
14 Skylark Blvd Ground Owner LP	Delaware
1470 NW Glisan Street Equity Member LLC	Delaware
1470 NW Glisan Street Ground Owner LLC	Delaware
1430 Q Street Ground Owner GenPar LLC	Delaware
1430 Q Street Ground Owner LP	Delaware
1152 15 <sup>th</sup> Street NW Ground Owner LLC	Delaware
1520 Irving Street Ground Owner LLC	Delaware
1551 Wewatta Street Ground Owner LLC	Delaware
1570 – 1578 Humboldt Street Ground Owner LLC	Delaware
1600 W Girard Avenue Ground Owner LLC	Delaware
1661 Central Avenue Ground Owner LLC	Delaware
195 Broadway Ground Owner LLC	Delaware
20 Cambridgeside Place Ground Owner LLC	Delaware
20 Cambridgeside Place Member LLC	Delaware
20 Hawley Street Ground Owner LLC	Delaware
200 Elm Street Ground Owner LLC	Delaware
2000 M Street NW Ground Owner LLC	Delaware
20005 Farnsleigh Road Ground Owner LLC	Delaware
2065 S Cherokee Street Ground Owner LLC	Delaware
218 NW 8 <sup>th</sup> Street Ground Owner LLC	Delaware
22 Chapel Street Ground Owner LLC	Delaware
220 25 <sup>th</sup> Ave N Ground Owner LLC	Delaware
2200 Wilson Boulevard Ground Owner LLC	Delaware
221 American Boulevard – Bloomington LLC	Delaware
2360 S Main Street Ground Owner LLC	Delaware
2490 Kalakaua Ave Ground Owner LLC	Delaware
2600 Bishop Drive GenPar LLC	Delaware
2600 Bishop Drive Ground Owner LP	Delaware
301 G Street Ground Owner LLC	Delaware

301 Washington Street Equity Member LLC	Delaware
301 Washington Street Landlord LLC	Delaware
3011 Hidden Forest Court Ground Owner LLC	Delaware
3025 Charlotte Avenue Ground Owner LLC	Delaware
310 S Jefferson GenPar Ground Owner LLC	Delaware
310 S Jefferson Street Groun Owner LP	Delaware
32 Old Stream, LLC	Delaware
32 Old Stream Member LLC	Delaware
32 TIC 2 JV LLC	Delaware
3333 Old Milton Alpharetta LLC	Delaware
3400 New Hyde Park Rd Ground Owner LLC	Delaware
350 Rhode Island Street Ground Owner GenPar LLC	Delaware
350 Rhode Island Street Ground Owner LP	Delaware
3500 NW 24 <sup>th</sup> St. Ground Owner LLC	Delaware
3549 Iowa Ave Ground Owner LLC	Delaware
3630 NW 25 <sup>th</sup> St. Ground Owner LLC	Delaware
3719 Elgin Street Ground Owner LLC	Delaware
3930 Blake Street Ground Owner LLC	Delaware
3945 Connecticut Ave NW Equity Member LLC	Delaware
3945 Connecticut Ave NW Ground Owner LLC	Delaware
4000 Brandywine Street NW Ground Owner LLC	Delaware
4000 Headwaters Way Ground Owner LLC	Delaware
400-530 112 <sup>th</sup> Avenue NE Ground Owner LLC	Delaware
401 W Michigan Street – Milwaukee LLC	Delaware
403 Dexter Avenue North Ground Owner LLC	Delaware
4050 Rocky Center Equity Member LLC	Delaware
4050 Rocky Circle Ground Owner LLC	Delaware
414 2nd Street Ground Owner GenPar LLC	Delaware
414 2nd Street Ground Owner LP	Delaware
415 E 25 <sup>th</sup> Street NW Ground Owner LLC	Delaware
415 Herondo Street Ground Owner GenPar LLC	Delaware
415 Herondo Street Ground Owner LP	Delaware
416 Metropolitan Ave Ground Owner LLC	Delaware
425 Park Ave Ground Owner LLC	Delaware
425 Park Ave Equity Member LLC	Delaware
425 Park Ave REIT LLC	Delaware
425 Park Ave Safehold Member LLC	Delaware
44 Olive Street Ground Owner LLC	Delaware
4900 Seminary Road Ground Owner LLC	Delaware
500 West 23 <sup>rd</sup> Street Ground Owner LLC	Delaware
500 Woodward LLC	Delaware
5040 Calhoun Drive Ground Owner LLC	Delaware
50-90 Castilian Drive Ground Owner GenPar LLC	Delaware
50-90 Castilian Drive Ground Owner LP	Delaware
5145 S Dale Mabry Hwy Ground Owner LLC	Delaware
515 22 <sup>nd</sup> Street NW Ground Owner LLC	Delaware
515 22 <sup>nd</sup> Street NW Lender LLC	Delaware
520 SW 11 <sup>th</sup> Ave Ground Owner LLC	Delaware
5300 Baltimore Avenue Ground Owner LLC	Delaware
5601 Democracy Drive Ground Owner LLC	Delaware
570 Washington Ground Owner LLC	Delaware
6000 Executive Blvd Ground Owner LLC	Delaware
601 W Ocean Blvd Ground Owner GenPar LLC	Delaware
601 W Ocean Blvd Ground Owner LP	Delaware
61 Bond Street Ground Owner LLC	Delaware
62 Hundred Hollywood N GenPar LLC	Delaware
62 Hundred Hollywood North LP	Delaware
62 Hundred Hollywood S GenPar LLC	Delaware
62 Hundred Hollywood South LP	Delaware
620 8 <sup>th</sup> Avenue S Ground Owner LLC	Delaware
6367 Lake Wilson Road Ground Owner LLC	Delaware
685 Third Avenue Equity Member LLC	Delaware

---

685 Third Avenue Ground Owner LLC	Delaware
7401 166 <sup>th</sup> Avenue NE Ground Owner LLC	Delaware
7640 Warren Ground Owner LLC	Delaware
8 East 9 <sup>th</sup> Street Ground Owner LLC	Delaware
8000 West Drive Ground owner LLC	Delaware
8250 Meadow Road Ground Owner LLC	Delaware
8301 Anderson Drive Ground Owner LLC	Delaware
8310 Bella Grove Cir Ground Owner LLC	Delaware
900 North Ninth Street Ground Owner LLC	Delaware
920 S Terrace Equity Member LLC	Delaware
920 S Terrace Ground Owner LLC	Delaware
959 Sterling Place Ground Owner LLC	Delaware
959 Sterling Pl Ground Member LLC	Delaware
9400 NW 41st Street Ground Owner LLC	Delaware
9615 Medical Center Drive Ground Owner LLC	Delaware
99 Shawan Road Ground Owner LLC	Delaware
99 193 Aiea Heights Drive Ground Owner LLC	Delaware
CARET Management Holdings LLC	Delaware
CARET Services TRS Inc.	Delaware
CARET Ventures LLC	Delaware
CTL I Maryland LLC	Delaware
East Houston Ground Owner LLC	Delaware
East Houston Retail Owner LLC	Delaware
Glenridge Point Ground Owner LLC	Delaware
Great Oaks Ground Owner GenPar LLC	Delaware
Great Oaks Ground Owner LP	Delaware
Harbor Bay Pkwy Ground Owner GenPar LLC	Delaware
Harbor Bay Pkwy Ground Owner LP	Delaware
Hubble Drive Lanham LLC	Delaware
iStar CTL Manager LLC	Delaware
iStar Dallas GL GenPar LLC	Delaware
iStar Dallas GL LP	Delaware
iStar North Old Atlanta Road LLC	Delaware
iStar Woodward LLC	Delaware
Lighthouse GenPar LLC	Delaware
Lighthouse Ground Owner LP	Delaware
Madison Arizona Ground Owner LLC	Delaware
One Palm Apartment Equity Member LLC	Delaware
One Palm Apartment Owner LLC	Delaware
Pershing Point GL Venture LLC	Delaware
Promenade Ground Owner LLC	Delaware
Red Lion GP LLC	Delaware
Regency Lakeview GL GenPar LLC	Delaware
Regency Lakeview GL LP	Delaware
Regency Lakeview GL Venture LLC	Delaware
RLH GenPar II LLC	Delaware
RLH Partnership II LP	Delaware
RLH Partnership, L.P.	Delaware
SAFE GL Acquisition LLC	Delaware
SAFE Pershing Partner LLC	Delaware
SAFE Regency Partner LLC	Delaware
Safehold Finco 1 LLC	Delaware
Safehold Finco 2 LLC	Delaware
Safehold Ground Owner Operating LLC	Delaware
Safehold Inc.	Maryland
Safehold Lender LLC	Delaware
Safehold Lender II LLC	Delaware
Safehold Operating Partnership LP	Delaware
Safehold OP GenPar LLC	Delaware
SFI I, LLC	Delaware
Silo Cinema, Inc.	New York
West Ninth GenPar LLC	Delaware

West Ninth Ground Owner LP	Delaware
West Vue Ground Owner LLC	Delaware
Worcester Street Ground Owner LLC	Delaware
Worcester Street Member LLC	Delaware

---

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statement No. 333-253262 on Form S-3 and Registration Statement No. 333-219012 on Form S-8 of our reports dated February 14, 2023, relating to the financial statements of Safehold Inc. and the effectiveness of Safehold Inc.'s internal control over financial reporting appearing in this Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ Deloitte & Touche LLP  
New York, NY  
February 14, 2023

---

## CERTIFICATION

I, Jay Sugarman, certify that:

1. I have reviewed this annual report on Form 10-K of Safehold Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer 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 14, 2023

By: /s/ JAY SUGARMAN

Name: Jay Sugarman

Title: *Chief Executive Officer*

---



## CERTIFICATION

I, Brett Asnas, certify that:

1. I have reviewed this annual report on Form 10-K of Safehold Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer 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 14, 2023

By: /s/ BRETT ASNAS

Name: Brett Asnas

Title: *Chief Financial Officer*  
*(principal financial officer)*

---

**Certification of Chief Executive Officer****Pursuant to Section 906 of The Sarbanes-Oxley Act of 2002**

The undersigned, the Chief Executive Officer of Safehold Inc. (the "Company"), hereby certifies on the date hereof, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of The Sarbanes-Oxley Act of 2002, that the Annual Report on Form 10-K for the year ended December 31, 2022 (the "Form 10-K"), filed concurrently herewith by the Company, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 14, 2023

By: /s/ JAY SUGARMAN

Name: Jay Sugarman

Title: *Chief Executive Officer*

---

**Certification of Principal Financial Officer**

**Pursuant to Section 906 of The Sarbanes-Oxley Act of 2002**

The undersigned, the Chief Financial Officer of Safehold Inc. (the "Company"), hereby certifies on the date hereof, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of The Sarbanes-Oxley Act of 2002, that the Annual Report on Form 10-K for the year ended December 31, 2022 (the "Form 10-K"), filed concurrently herewith by the Company, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 14, 2023

By: /s/ BRETT ASNAS

Name: Brett Asnas

Title: *Chief Financial Officer*

*(principal financial officer)*

---