Howard Hughes

The Howard Hughes Corporation® Reports Fourth Quarter and Full Year 2016 Results

February 23, 2017

DALLAS-- TheHoward Hughes Corporation ® (NYSE:HHC) (the "Company") announced operating results for the fourth quarter ended December 31, 2016. The attached financial statements, exhibits and reconciliations of non-GAAP measures provide the details of these results.

Fourth Quarter Highlights:

- Net income attributable to common stockholders was \$43.6 million or \$1.02 per diluted share.
- Adjusted net income was \$72.1 million or \$1.69 per share, an increase of \$19.7 million or \$0.46 per share compared to the fourth quarter of 2015.
- Increased Operating Asset NOI to \$38.0 million, an increase of \$10.2 million compared to the fourth quarter of 2015.
- Increased MPC residential land sales to \$49.0 million, an increase of \$9.6 million compared to the fourth quarter of 2015.
- At Ward Village in Honolulu, delivered our first condominium tower, Waiea, with approximately 92% of the 174 units contracted for sale.
- Received approval for a \$90.0 million tax increment financing for Downtown Columbia's master plan.
- Acquired One Mall North, a 100% leased, 97,500 square foot office building for \$22.2 million and American City Building for \$13.5 million, both in Columbia, Maryland.
- Sold Park West for net cash proceeds of \$32.5 million, unlocking a \$17.6 million tax benefit and allowing us to recycle our capital and invest in higher return opportunities within our core assets.
- Ended the year with net debt to total market capitalization of 36.8%, and a cash balance of \$665.5 million.

"In the fourth quarter, The Howard Hughes Corporation showed significant progress across our three business segments as we saw significant growth with increased Operating Asset NOI, increased MPC residential land sales and meaningful progress in our strategic developments with the delivery of our first residential building in Ward Village, Waiea," said David R. Weinreb, Chief Executive Officer. "We are creating value across our portfolio every day, as we continue to transform our strategic developments into revenue generating assets, converting our assets into a predominantly revenuegenerating portfolio. Additionally, I am pleased with our capital recycling activity, both during and subsequent to the quarter, with the sale of non-core assets and acquisitions that complement our holdings in Downtown Columbia. Further, we are pleased with our conservative financial position with a cash balance of over \$665 million, which is well in excess of our unfunded development commitments."

Fourth Quarter Financial Results

(In thousands, except per share amounts) Net income (loss) attributable to common stockholders	2	Three Months En 2016 \$ 43,595	20	December 31,)15 25,881	Year ended E 2016 \$ 202,303	0ecember 31, 2015 \$ 126,719
Basic income per share	9	\$ 1.10	\$	0.65	\$ 5.12	\$ 3.21
Diluted income per share	9	\$ 1.02	\$	0.59	\$ 4.73	\$ 1.60
Adjusted net income	\$	\$ 72,109	\$	52,431	\$ 332,340	\$ 138,323
Adjusted income per share	9	\$ 1.69	\$	1.23	\$ 7.78	\$ 3.24

As we complete and place our developments into service, non-cash depreciation and amortization expense associated with these cash-generative commercial real estate properties has become a material component of our net income. Adjusted net income is a non-GAAP measure that excludes depreciation and amortization expense, provision for impairment, non-cash warrant liability gains and losses, gain on acquisition of our joint venture partner's interest and gains or losses on sales of operating properties. For additional information, please see the reconciliation of Adjusted net income to Net Income (loss) attributable to common stockholders in the Supplemental Information in this earnings release.

Business Segment Operating Results

Operating Assets Segment Highlights

	Three Months Ended December 31,					Y	ear ended Dec	eml	nber 31,		
(In thousands)	20	16	20	15		20	016		2	015	
Retail, Office, Multi-family and Hospitality NOI (a)	\$	37,311	\$	29,746		\$	134,832		\$	116,160	
Operating Assets EBT		5,761		(2,570)	\$	(19,132)	\$	(9,902)
Adjusted Operating Assets EBT	\$	30,229	\$	24,550		\$	111,148		\$	91,595	

(a) Includes our share of NOI from our non-consolidated equity method ventures (our "income-producing Operating Assets"). These amounts exclude NOI from properties that are substantially closed for redevelopment and properties sold during the periods.

Net operating income ("NOI") from our income-producing Operating Assets is presented in our Supplemental Information to this earnings release. For a reconciliation of Operating Assets NOI to Operating Assets earnings before taxes ("EBT"), Operating Assets EBT to GAAP-basis net income (loss) and Adjusted net income to Net income, please refer to the Supplemental Information contained in this earnings release.

We calculate Adjusted Operating Assets EBT, which excludes depreciation and amortization and development-related demolition, marketing costs and provision for impairment, as they do not represent operating costs for stabilized real estate properties.

Operating assets EBT increased \$8.4 million to \$5.8 million, compared to (\$2.6) million for the fourth quarter 2015.

The increase in NOI from income-producing Operating Assets in the fourth quarter 2016 compared to the fourth quarter 2015 is primarily driven by the continued stabilization of our recently developed and placed in service office properties and our two recently opened hotels in The Woodlands. The increase in NOI from income-producing Operating Assets in the year ended December 31, 2016, compared to the same period in the prior year is primarily due to Downtown Summerlin and the openings of the ONE Summerlin office building and two multi-family properties in The Woodlands in 2015.

Master Planned Communities Segment Highlights

Generally, MPC revenues fluctuate during the year; therefore, a better measurement of performance is the full year impact instead of quarterly results.

A Summary of our MPC segment is shown below. For additional detail, please refer to the Supplemental Information section of this release.

Summary of MPC Residential Land Sales Closed for the Three Months Ended December 31,

	Land Sal	es	Acres	Sold	Price p	er acre
(\$ In thousands)	2016	2015	2016	2015	2016	2015
Bridgeland						
Residential	\$6,917	\$2,510	18.8	7.2	\$ 368	\$ 349
Summerlin						
Residential	24,551	29,175	35.6	61.0	690	478
The Woodlands						
Residential	17,529	7,693	30.8	11.7	569	658
Total residential land sales closed in period	\$48,997	\$ 39,378	85.2	79.9		

Summary of MPC Residential Land Sales Closed for the Year Ended December 31,

	Land Sale	S	Acres	Sold	Price per acre			
(\$ In thousands)	2016	2015	2016	2015	2016	2015		
Bridgeland								
Residential	\$20,474	\$ 10,856	55.0	28.4	\$ 372	\$ 382		
Summerlin								
Residential	110,708	114,509	239.1	198.4	463	577		
The Woodlands								
Residential	31,960	32,441	57.1	48.7	560	666		
Total residential land sales closed in period	\$163,142	\$157,806	351.2	275.5				

Residential land sales closed in our MPC segment for the three months ended December 31, 2016, increased \$9.6 million or 24.4% to \$49.0 million, compared to \$39.4 million for the same period in 2015 primarily due to increased sales velocity at The Woodlands and Bridgeland MPCs, offset by fewer sales at our Summerlin MPC. Residential land sales closed in our MPC segment for the year ended December 31, 2016, increased \$5.3 million

or 3.4% to \$163.1 million compared to \$157.8 million for the same period in 2015. Land sales revenue of \$215.3 million recognized for the year ended December 31, 2016, included \$33.4 million in revenue from closings in prior periods which was previously deferred and that met criteria for recognition in the current year.

Land development in the fourth quarter 2016 at The Summit, our joint venture with Discovery Land in our Summerlin MPC, continued on schedule based upon the initial plan. For the three months ended December 31, 2016, 22 custom residential lots had closed resulting in the recognition of \$20.9 million Equity in earnings in Real Estate and Other Affiliates. As of December 31, 2016, contracted sales since inception are \$226.4 million of which \$184.9 million had closed.

Strategic Developments Segment Highlights

We have condominiums for sale in Ward Village across five condominium projects, four of which are under construction: Waiea, Anaha, Ae`o, and Ke Kilohana. These four projects have a total unit count of 1,381, of which 1,109 were under contract as of December 31, 2016, leaving the total number of unsold units under construction at 272.

Ward Village Towers Under Construction as of December 31, 2016

(\$ in millions)	TotalUnderPercent of UnitsTotal ProjectedUnitsContractSoldCosts		ed	Co Da	sts Incurred to te	Estimated Completion Date				
Waiea	174	160	92.0	%	\$ 414.2		\$	352.9	Q1 2017	(a)
Anaha	317	298	94.0	%	401.3			209.5	Q3 2017	
Ae`o	466	265	56.9	%	428.5	(b)		66.6	Q4 2018	
Ke Kilohana	424	386	91.0	%	218.9			17.9	2019	
Total under construction	1,381	1,109	80.3	%	\$ 1,462.9		\$	646.9		

(a) Waiea opened and customers began occupying units in November 2016. We closed on 143 units as of January 27, 2016.

(b) Includes project costs for our flagship Whole Foods Market located on the same block.

The increase in condominium rights and unit sales for the quarter and year ended December 31, 2016, as compared to the same periods in 2015 is primarily related to revenue recognition at our Anaha condominium project for which we began recognizing revenue in the second quarter 2015. As condominium projects advance towards completion, revenue is recognized on qualifying sales contracts under the percentage of completion method of accounting. All development cost estimates presented herein are exclusive of land costs.

For a more complete description of the status of our developments, please refer to "Item 7. - Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Form 10-K for the year ended December 31, 2016.

Balance Sheet and Other Quarterly Activity

As of December 31, 2016, our debt equaled approximately 42.3% of our total assets and 36.8% of our total market capitalization. We finished the year with approximately \$665.5 million of cash on hand. This balance is higher than in previous periods as a result of end of year cash inflows relating to proceeds from our sale of our non-core Park West asset; a distribution of cash from our joint venture in Summerlin, The Summit; and to proceeds from closings of condominium units at Waiea in our Ward Village urban master planned community.

We have focused almost exclusively on obtaining non-recourse* debt for both our construction financing and long-term fixed rate mortgage financing and have limited cross-collateralization across the portfolio. Our low-leverage, with a focus on project specific financing, insulates us against potential downturns and provides us with the ability to evaluate new opportunities. During the quarter, we completed a \$142.7 million partial recourse construction loan for Ke Kilohana and a \$230.0 million non-recourse construction loan for Ae`o, both initially maturing in December 2019. We also amended and restated our financing for The Woodlands Resort & Conference Center with a \$70.0 million mortgage and modified our construction financing for Hughes Landing Retail to \$35.0 million with an extended initial maturity date of December 2036 (previously December 2018).

Subsequent to quarter end in January 2017, we closed on a non-recourse financing totaling \$25.0 million at 4.48% interest, replacing the \$23.0 million construction loan on the Columbia Regional Building. We also amended and restated our \$80.0 million non-recourse mortgage financing for the 10-60 Columbia Corporate Center office buildings with a \$94.5 million loan at LIBOR plus 1.75% with an initial maturity May 2020 maturity date. This amendment also provided \$14.5 million to purchase One Mall North, a 97,500 square foot office building in Columbia, Maryland.

*Non-recourse debt means that the debt is non-recourse to The Howard Hughes Corporation but is collateralized by a real estate asset and/or is recourse to the subsidiary entity owning such asset.

About The Howard Hughes Corporation®

The Howard Hughes Corporation owns, manages and develops commercial, residential and mixed-use real estate throughout the U.S. Our properties include master planned communities, operating properties, development opportunities and other unique assets spanning 14 states from New York to Hawai'i. The Howard Hughes Corporation is traded on the New York Stock Exchange under HHC with major offices in New York, Columbia, MD, Dallas, Houston, Las Vegas and Honolulu. For additional information about HHC, visit <u>www.howardhughes.com</u> or find us on <u>Facebook</u>, <u>Twitter</u>, <u>Instagram</u>, and <u>LinkedIn</u>.

Safe Harbor Statement

Statements made in this press release that are not historical facts, including statements accompanied by words such as "will," "believe," "expect," "enables," "realize", "plan," "intend," "assume," "transform" and other words of similar expression, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on management's expectations, estimates, assumptions, and projections as of the date of this release and are not guarantees of future performance. Actual results may differ materially from those expressed or implied in these statements. Factors that could cause actual results to differ materially are set forth as risk factors in The Howard Hughes Corporation's filings with the Securities and Exchange Commission, including its Quarterly and Annual Reports. The Howard Hughes Corporation cautions you not to place undue reliance on the forward-looking statements contained in this release. The Howard Hughes Corporation does not undertake any obligation to publicly update or revise any forward-looking statements to reflect future events, information or circumstances that arise after the date of this release.

THE HOWARD HUGHES CORPORATION CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS UNAUDITED

(In thousands, except per share amounts)		hree Months	End		d December 31,	Year Ended I 2016		
Revenues:	2	010		2	015	2016		2015
Condominium rights and unit sales	\$	123,021		\$	104,922	\$ 485,634		\$ 305,284
Master Planned Community land sales	Ψ	68,150		Ψ	48,462	215,318		187,399
Minimum rents		45,013			40,808	173,268		150,805
					-	-		
Builder price participation		5,755			6,561	21,386		26,846
Tenant recoveries		11,222			8,468	44,330		39,542
Hospitality revenues		16,126			10,118	62,252		45,374
Other land revenues		4,009			3,748	16,232		14,803
Other rental and property revenues		5,250			6,306	16,585		27,035
Total revenues		278,546			229,393	1,035,005		797,088
Expenses:								
Condominium rights and unit cost of sales		81,566			64,859	319,325		191,606
Master Planned Community cost of sales		29,599			20,259	95,727		88,065
Master Planned Community operations		11,919			12,612	42,371		44,907
Other property operating costs		18,465			18,292	65,978		72,751
Rental property real estate taxes		5,737			4,462	26,847		24,138
Rental property maintenance costs		3,175			1,974	12,392		10,712
Hospitality operating costs		11,980			8,101	49,359		34,839
Provision for doubtful accounts		1,035			948	5,664		4,030
Demolition costs		994			660	2,212		3,297
Development-related marketing costs		6,598			5,990	22,184		25,466
General and administrative		25,083			24,250	86,588		81,345
Depreciation and amortization		23,003			27,420	95,864		98,997
•		220,769			189,827	,		-
Total expenses		220,769			109,027	824,511		680,153
Operating income before other items		57,777			39,566	210,494		116,935
Other:								
Provision for impairment		_			_	(35,734)	_
Gain on sale of 80 South Street Assemblage		_			_	140,549	<i>,</i>	_
Other income, net		1,595			625	11,453		1,829
Total other		1,595			625	116,268		1,829
		1,000			020	110,200		1,020
Operating income		59,372			40,191	326,762		118,764
Interest income		459			70	1,359		586
Interest expense		(17,096)		(16,601)	(65,724)	(59,744)
Warrant liability (loss) gain		(2,780)		870)	58,320
Gain on acquisition of joint venture partner's interest			,		_	27,088	<i>,</i>	
(Loss) gain on disposal of operating assets		(1,117)		_	-)	29,073
Equity in earnings from Real Estate and Other Affiliates		21,118	,		557	56,818	<i>,</i>	3,721
Income before taxes		59,956			25,087	320,776		150,720
(Provision) benefit for income taxes		(16,361)		794	(118,450	`	(24,001)
Net income		43,595	,		25,881	202,326	/	(24,001) 126,719
Net income attributable to noncontrolling interests)	
Net income attributable to common stockholders	\$	 43,595		\$	 25,881	(23 \$ 202,303	·	
Basic income per share:	\$	1.10		\$	0.65	\$ 5.12		\$ 3.21
Diluted income per share:	\$	1.02		\$	0.59	\$4.73	:	\$ 1.60

THE HOWARD HUGHES CORPORATION CONDENSED CONSOLIDATED BALANCE SHEETS UNAUDITED

Assets: investment in real estate: Investment in real estate: \$1,669,561 \$1,642,842 Buildings and equipment 2,027,363 1,772,401 Less: accumulated depreciation (245,814) (232,862) Division 961,380 1,036,927 Net property and equipment (245,814) (232,969) Developments 961,380 1,036,927 Net property and equipment 4,734,026 4,541,663 Investment In real estate and Other Affiliates 76,376 57,811 Net investment in real estate and Other Affiliates 76,376 57,811 Net investment in real estate, net 4,810,402 4,599,474 Cash and cash equivalents 666,510 4463,501 Accounts receivable, net 155 1,664 Deferred expenses, net 666,516 463,431 Total assets \$6,367,382 \$5,721,582 Liabilities: 0000,000 shares authorized, none issued - - Mortgages, noles and loans payable - 32,700 337,693 Equily: - 1,396 37,693 37,769,372 3,75,693 <t< th=""><th>(In thousands, except share amounts)</th><th>2016</th><th>2015</th></t<>	(In thousands, except share amounts)	2016	2015
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Deferred expenses, net 64,531 61,804 Prepaid expenses and other assets, net 666,516 463,431 Total assets \$6,66,516 463,431 Statistics \$6,67,382 \$5,721,582 Liabilities: Mortgages, notes and loans payable \$2,690,747 \$2,443,962 Deferred tax liabilities 200,945 \$8,221 Warrant liabilities 332,170 307,760 Uncertain tax position liability 1,396 Accounts payable and accrued expenses 572,010 515,354 Total liabilities 3,795,872 3,357,693 Equity: Preferred stock: \$.01 par value; 50,000,000 shares authorized, onne issued Common stock: \$.01 par value; 150,000,000 shares authorized, 39,802,064 shares issued and 39,790,003 outstanding as of December 31, 2016, and 39,714,838 shares issued and outstanding as of December 31, 2015 398 398 Additional paid-in capital 2,853,269 2,847,823 (277,912 (480,215) Accumulated deficit (6,786 (7,889)) T		150,385	
Prepaid expenses and other assets, net 666,516 463,431 Total assets \$6,367,382 \$5,721,582 Liabilities: Mortgages, notes and loans payable \$2,690,747 \$2,443,962 Deferred tax liabilities 200,945 89,221 Warrant liabilities 332,170 307,760 Uncertain tax position liability - 1,396 Accounts payable and accrued expenses 572,010 515,354 Total liabilities 3,795,872 3,357,693 Equity: - - Preferred stock: \$.01 par value; 50,000,000 shares authorized, none issued - - Common stock: \$.01 par value; 50,000,000 shares authorized, 39,802,064 shares issued and 39,790,003 outstanding as of December 31, 2015 398 398 Additional paid-in capital 2,853,269 2,847,823 Accumulated deficit (480,215) (480,215) Accumulated other comprehensive loss (6,786) (7,889) (7,889) Treasury stock, at cost, 12,061 and 0 shares as of December 31, 2016, and December 31, 2015, respectively (1,231) - Total stockholders' equity 2,567,738	Notes receivable, net	155	1,664
Total assets\$ 6,367,382\$ 5,721,582Liabilities:\$\$2,690,747\$ 2,443,962Deferred tax liabilities200,94589,221Warrant liabilities332,170307,760Uncertain tax position liability332,170307,760Accounts payable and accrued expenses515,354Total liabilities3,795,8723,357,693Equity:Preferred stock: \$.01 par value; 50,000,000 shares authorized, 39,802,064 shares issued and 39,790,003 outstanding as of December 31, 2015398398Additional paid-in capital2,853,2692,847,8232,847,823Accumulated deficit(277,912)(480,215)(480,215)Accumulated other comprehensive loss(6,786)(7,788))Treasury stock, at cost, 12,061 and 0 shares as of December 31, 2015, respectively(1,231)-Total stockholders' equity2,567,7382,360,117Noncontrolling interests3,7723,772Total equity2,571,5102,363,889	Deferred expenses, net	64,531	61,804
Liabilities:StateChorderMortgages, notes and loans payable\$2,690,747\$2,443,962Deferred tax liabilities200,94589,221Warrant liabilities332,170307,760Uncertain tax position liability—1,396Accounts payable and accrued expenses572,010515,354Total liabilities3,795,8723,357,693Equity:Preferred tax: \$.01 par value; 50,000,000 shares authorized, none issued——Common stock: \$.01 par value; 50,000,000 shares authorized, 39,802,064 shares issued and 39,790,003 outstanding as of December 31, 2015398398Additional paid-in capital2,853,2692,847,823(277,912)(480,215)Accumulated deficit(277,912)(480,215)(6,786)(7,889)Treasury stock, at cost, 12,061 and 0 shares as of December 31, 2016, and December 31, 2015, respectively(1,231)—Total stockholders' equity2,567,7382,360,1173,7723,772Noncontrolling interests3,7723,7723,7723,772Total equity2,567,5102,363,889	Prepaid expenses and other assets, net	666,516	463,431
Mortgages, notes and loans payable\$ 2,690,747\$ 2,443,962Deferred tax liabilities200,94589,221Warrant liabilities332,170307,760Uncertain tax position liability-1,396Accounts payable and accrued expenses572,010515,354Total liabilities3,795,8723,357,693Equity:Preferred stock: \$.01 par value; 50,000,000 shares authorized, none issuedCommon stock: \$.01 par value; 150,000,000 shares authorized, 39,802,064 shares issued and 39,790,003 outstanding as of December 31, 2016, and 39,714,838 shares issued and outstanding as of December 31, 2015398Additional paid-in capital2,853,2692,847,823Accumulated deficit(277,912)(480,215)Accumulated other comprehensive loss(6,786)(7,889)Treasury stock, at cost, 12,061 and 0 shares as of December 31, 2016, and December 31, 2015, respectively(1,231)-Total stockholders' equity2,567,7382,360,117Noncontrolling interests3,7723,772Total equity2,567,7382,360,117	Total assets	\$6,367,382	\$5,721,582
Mortgages, notes and loans payable\$ 2,690,747\$ 2,443,962Deferred tax liabilities200,94589,221Warrant liabilities332,170307,760Uncertain tax position liability-1,396Accounts payable and accrued expenses572,010515,354Total liabilities3,795,8723,357,693Equity:Preferred stock: \$.01 par value; 50,000,000 shares authorized, none issuedCommon stock: \$.01 par value; 150,000,000 shares authorized, 39,802,064 shares issued and 39,790,003 outstanding as of December 31, 2016, and 39,714,838 shares issued and outstanding as of December 31, 2015398Additional paid-in capital2,853,2692,847,823Accumulated deficit(277,912)(480,215)Accumulated other comprehensive loss(6,786)(7,889)Treasury stock, at cost, 12,061 and 0 shares as of December 31, 2016, and December 31, 2015, respectively(1,231)-Total stockholders' equity2,567,7382,360,117Noncontrolling interests3,7723,772Total equity2,567,7382,360,117			
Deferred tax liabilities200,94589,221Warrant liabilities332,170307,760Uncertain tax position liability-1,396Accounts payable and accrued expenses572,010515,354Total liabilities3,795,8723,357,693Equity: Preferred stock: \$.01 par value; 50,000,000 shares authorized, none issuedCommon stock: \$.01 par value; 150,000,000 shares authorized, 39,802,064 shares issued and 39,790,003 outstanding as of December 31, 2016, and 39,714,838 shares issued and outstanding as of December 31, 2015398398Additional paid-in capital Accumulated other comprehensive loss2,853,2692,847,823 	Liabilities:		
Warrant liabilities 332,170 307,760 Uncertain tax position liability - 1,396 Accounts payable and accrued expenses 572,010 515,354 Total liabilities 3,795,872 3,357,693 Equity: - - - Preferred stock: \$.01 par value; 50,000,000 shares authorized, 39,802,064 shares issued and 39,790,003 outstanding as of December 31, 2016, and 39,714,838 shares issued and outstanding as of December 31, 2015 398 398 Additional paid-in capital 2,853,269 2,847,823 (277,912) (480,215) Accumulated other comprehensive loss (6,786) (7,889)) Treasury stock, at cost, 12,061 and 0 shares as of December 31, 2015, respectively (1,231) - Noncontrolling interests 3,772 3,772 3,772 Total equity 2,567,738 2,360,117	Mortgages, notes and loans payable	\$2,690,747	
Uncertain tax position liability1,396Accounts payable and accrued expenses572,010515,354Total liabilities3,795,8723,357,693Equity: Preferred stock: \$.01 par value; 50,000,000 shares authorized, none issuedCommon stock: \$.01 par value; 150,000,000 shares authorized, 39,802,064 shares issued and 39,790,003 outstanding as of December 31, 2016, and 39,714,838 shares issued and outstanding as of December 31, 2015398398Additional paid-in capital Accumulated deficit Accumulated other comprehensive loss2,853,2692,847,823Treasury stock, at cost, 12,061 and 0 shares as of December 31, 2016, and December 31, 2015, respectively(1,231)Total stockholders' equity Noncontrolling interests Total equity2,567,7382,360,1173,772 2,571,5103,7723,7722,571,5102,363,889	Deferred tax liabilities	200,945	
Accounts payable and accrued expenses Total liabilities572,010 3,795,872515,354 3,357,693Equity: Preferred stock: \$.01 par value; 50,000,000 shares authorized, none issuedCommon stock: \$.01 par value; 150,000,000 shares authorized, 39,802,064 shares issued and 39,790,003 outstanding as of December 31, 2016, and 39,714,838 shares issued and outstanding as of December 31, 2015398398Additional paid-in capital Accumulated deficit Accumulated deficit Accumulated other comprehensive loss2,853,269 (2,77,912)2,847,823 (480,215) (6,786)2,853,269 (7,889)Treasury stock, at cost, 12,061 and 0 shares as of December 31, 2016, and December 31, 2015, respectively(1,231)-Total stockholders' equity Noncontrolling interests Total equity2,567,738 3,772 2,571,5102,363,889		332,170	
Total liabilities3,795,8723,357,693Equity: Preferred stock: \$.01 par value; 50,000,000 shares authorized, none issuedCommon stock: \$.01 par value; 150,000,000 shares authorized, 39,802,064 shares issued and 39,790,003 outstanding as of December 31, 2016, and 39,714,838 shares issued and outstanding as of December 31, 2015398398Additional paid-in capital Accumulated deficit Accumulated other comprehensive loss2,853,269 (6,786)2,847,823 (277,912)2,847,823 (480,215) (6,786)Treasury stock, at cost, 12,061 and 0 shares as of December 31, 2016, and December 31, 2015, respectively(1,231)-Total stockholders' equity Noncontrolling interests Total equity2,567,738 3,772 2,571,5102,363,889			-
Equity: Preferred stock: \$.01 par value; 50,000,000 shares authorized, 39,802,064 shares issued and 39,790,003 outstanding as of December 31, 2016, and 39,714,838 shares issued and outstanding as of December 31, 2015Additional paid-in capital Accumulated deficit Accumulated other comprehensive loss2,853,269 (480,215) (6,786)2,847,823 (480,215) (7,889)Treasury stock, at cost, 12,061 and 0 shares as of December 31, 2016, and December 31, 2015, respectively(1,231)Total stockholders' equity Noncontrolling interests Total equity2,567,738 3,772 2,571,5102,360,117 3,772 2,363,889		,	
Preferred stock: \$.01 par value; 50,000,000 shares authorized, none issuedCommon stock: \$.01 par value; 150,000,000 shares authorized, 39,802,064 shares issued and 39,790,003 outstanding as of December 31, 2016, and 39,714,838 shares issued and outstanding as of December 31, 2015398398Additional paid-in capital Accumulated deficit Accumulated other comprehensive loss2,853,2692,847,823Treasury stock, at cost, 12,061 and 0 shares as of December 31, 2016, and December 31, 2015, respectively(1,231)-Total stockholders' equity Noncontrolling interests Total equity2,567,7382,360,1173,7723,7723,7723,7722,571,5102,363,889	Total liabilities	3,795,872	3,357,693
Preferred stock: \$.01 par value; 50,000,000 shares authorized, none issuedCommon stock: \$.01 par value; 150,000,000 shares authorized, 39,802,064 shares issued and 39,790,003 outstanding as of December 31, 2016, and 39,714,838 shares issued and outstanding as of December 31, 2015398398Additional paid-in capital Accumulated deficit Accumulated other comprehensive loss2,853,2692,847,823Treasury stock, at cost, 12,061 and 0 shares as of December 31, 2016, and December 31, 2015, respectively(1,231)-Total stockholders' equity Noncontrolling interests Total equity2,567,7382,360,1173,7723,7723,7723,7722,571,5102,363,889			
Common stock: \$.01 par value; 150,000,000 shares authorized, 39,802,064 shares issued and 39,790,003 outstanding as of December 31, 2016, and 39,714,838 shares issued and outstanding as of December 31, 2015398398Additional paid-in capital Accumulated deficit Accumulated other comprehensive loss2,853,2692,847,823Treasury stock, at cost, 12,061 and 0 shares as of December 31, 2016, and December 31, 2015, respectively(1,231)Total stockholders' equity Noncontrolling interests Total equity2,567,7382,360,1173,7723,7723,7723,7722,571,5102,363,889			
as of December 31, 2016, and 39,714,838 shares issued and outstanding as of December 31, 2015398398Additional paid-in capital Accumulated deficit Accumulated other comprehensive loss2,853,2692,847,823Treasury stock, at cost, 12,061 and 0 shares as of December 31, 2016, and December 31, 2015, respectively(1,231)-Total stockholders' equity Noncontrolling interests Total equity2,567,7382,360,1173,7723,7723,7722,571,5102,363,889	Preiened stock. \$.01 par value, 50,000,000 shares authorized, none issued		
as of December 31, 2016, and 39,714,838 shares issued and outstanding as of December 31, 20152,853,2692,847,823Additional paid-in capital(277,912)(480,215)Accumulated deficit(6,786)(7,889)Treasury stock, at cost, 12,061 and 0 shares as of December 31, 2016, and December 31, 2015, respectively(1,231)—Total stockholders' equity2,567,7382,360,117Noncontrolling interests3,7723,772Total equity2,571,5102,363,889		308	308
Accumulated deficit (277,912) (480,215) Accumulated other comprehensive loss (6,786) (7,889) Treasury stock, at cost, 12,061 and 0 shares as of December 31, 2016, and December 31, 2015, respectively (1,231) — Total stockholders' equity 2,567,738 2,360,117 Noncontrolling interests 3,772 3,772 Total equity 2,571,510 2,363,889	as of December 31, 2016, and 39,714,838 shares issued and outstanding as of December 31, 2015	550	330
Accumulated deficit (277,912) (480,215) Accumulated other comprehensive loss (6,786) (7,889) Treasury stock, at cost, 12,061 and 0 shares as of December 31, 2016, and December 31, 2015, respectively (1,231) — Total stockholders' equity 2,567,738 2,360,117 Noncontrolling interests 3,772 3,772 Total equity 2,571,510 2,363,889	Additional paid-in capital	2 853 269	2 847 823
Accumulated other comprehensive loss(6,786(7,889)Treasury stock, at cost, 12,061 and 0 shares as of December 31, 2016, and December 31, 2015, respectively(1,231)—Total stockholders' equity2,567,7382,360,117Noncontrolling interests3,7723,772Total equity2,571,5102,363,889		, ,	
Treasury stock, at cost, 12,061 and 0 shares as of December 31, 2016, and December 31, 2015, respectively(1,231)—Total stockholders' equity2,567,7382,360,117Noncontrolling interests3,7723,772Total equity2,571,5102,363,889		· · · ·	,
Total stockholders' equity 2,567,738 2,360,117 Noncontrolling interests 3,772 3,772 Total equity 2,571,510 2,363,889		(0,000)	, (.,,
Noncontrolling interests 3,772 3,772 Total equity 2,571,510 2,363,889	Treasury stock, at cost, 12,061 and 0 shares as of December 31, 2016, and December 31, 2015, respectively	(1,231) —
Noncontrolling interests 3,772 3,772 Total equity 2,571,510 2,363,889	Total stockholders' equity	2,567,738	2,360,117
Total equity 2,571,510 2,363,889	Noncontrolling interests	3,772	3,772
Total liabilities and equity \$6,367,382 \$5,721,582		2,571,510	2,363,889
	Total liabilities and equity	\$6,367,382	\$5,721,582

Supplemental Information

December 31, 2016

Because our three segments, Master Planned Communities, Operating Assets and Strategic Developments, are managed separately, we use different operating measures to assess operating results and allocate resources among these three segments. The one common operating measure used to assess operating results for our business segments is earnings before taxes ("EBT"). EBT, as it relates to each business segment, represents the revenues less expenses of each segment, including interest income, interest expense and equity in earnings of real estate and other affiliates. EBT excludes corporate expenses and other items that are not allocable to the segments. We present EBT because we use this measure, among others, internally to assess the core operating performance of our assets. However, EBT should not be considered as an alternative to GAAP net income.

Reconciliation of EBT to GAAP income (loss) before taxes	Three Mon	ths	December 3	1,	Year Endeo	1 D	ecember 31,
(In thousands)	2016		2015		2016		2015
Total consolidated segment EBT	\$ 103,997		\$ 63,122		\$ 458,518		\$ 202,300
Corporate and other items:							
General and administrative	(25,083)	(24,250)	(86,588)	(81,345)
Corporate interest expense, net	(13,102)	(13,286)	(52,460)	(52,995)
Warrant liability (loss) gain	(2,780)	870		(24,410)	58,320
Gain on acquisition of joint venture partner's interest	1		(29,073)	27,088		—
(Loss) gain on disposal of operating assets	(1,117)	29,073		(1,117)	29,073
Corporate other income, net	51		105		6,241		1,409
Corporate depreciation and amortization	(2,010)	(1,474)	(6,496)	(6,042)
Total Corporate and other items	(44,040)	(51,580)	(137,742)	(51,580)
Income before taxes	\$ 59,957		\$ 25,087		\$ 320,776		\$ 150,720

We also adjust GAAP net income (loss) for non-cash warrant liability gains and losses, and depreciation and amortization. The presentation of Adjusted net income is consistent with other companies in the real estate business who also typically report an earnings measure that excludes depreciation and amortization and other non-operating related items.

	Three Month	s Ended December 31,	Year Ended December 31,
(In thousands)	2016	2015	2016 2015
Adjusted net income	\$ 72,109	\$ 52,431	\$ 332,340 \$ 138,323
Depreciation and amortization	(24,618) (27,420)	(95,864) (98,997)
Provision for impairment	—	_	(35,734) —
Warrant liability (loss) gain	(2,780) 870	(24,410) 58,320
Gain on acquisition of joint venture partner's interest	1	_	27,088 —
(Loss) gain on disposal of operating assets	(1,117) —	(1,117) 29,073
Net income attributable to common stockholders	\$ 43,595	\$ 25,881	\$ 202,303 \$ 126,719

When a development property is placed in service, depreciation is calculated for the property ratably over the estimated useful lives of each of its components; however, most of our recently developed properties do not reach stabilization until 12 to 36 months after being placed in service due to the timing of tenants taking occupancy and subsequent leasing of remaining unoccupied space during that period. As a result, operating income, earnings before taxes (EBT) and net income will not reflect the ongoing earnings potential of newly placed in service operating assets during this transition period to stabilization. Accordingly, we calculate Adjusted Operating Assets EBT, which excludes depreciation and amortization and development-related demolition and marketing costs and provision for impairment, as they do not represent operating costs for stabilized real estate properties.

The following table reconciles Adjusted Operating Assets EBT to Operating Assets EBT:

Reconciliation of Adjusted Operating Assets EBT toOperating Assets EBT (in thousands)	Three Month 31,	ns Ended December	Year Ended December 31,
liousalius	2016	2015	2016 2015
Adjusted Operating Assets segment EBT	\$ 30,229	\$ 24,550	\$ 111,148 \$ 91,595
Provision for impairment	—	—	(35,734) —
Depreciation and amortization	(21,767) (24,490) (86,313) (89,075)
Demolition costs	(629) (264) (1,123) (2,675)
Development-related marketing costs	(2,072) (2,366) (7,110) (9,747)
Operating Assets segment EBT	\$ 5,761	\$ (2,570) \$ (19,132) \$ (9,902)

The following table summarizes our net debt on a segment basis as of December 31, 2016. Net debt is defined as mortgages, notes and loans payable, including our ownership share of debt of our Real Estate and Other Affiliates, reduced by short-term liquidity sources to satisfy such obligations such as our ownership share of cash and cash equivalents and SID and MUD receivables. Although net debt is not a recognized GAAP financial measure, it is readily computable from existing GAAP information and we believe, as with our other non-GAAP measures, that such information is useful to our investors and other users of our financial statements.

(In thousands)	Master Planned								Non- Segment		Total		
Segment Basis	Communities		Assets		Developments Totals				Amounts		December 31, 2016		
Mortgages, notes and loans payable	\$ 255,438		\$ 1,552,697	(b) \$ 189,858 \$		\$ 1,997,993		\$ 748,235	748,235 \$ 2,74				
Less: cash and cash equivalents	(108,896)	(a)	(86,009) (c)	(15,274) (d)	(210,179)	(518,891)	(729,070)	
Special Improvement District receivables	(61,603))	—		—		(61,603)	—		(61,603)	
Municipal Utility District receivables	(150,385))	—		—		(150,385)	—		(150,385)	
Net Debt	\$ (65,446))	\$ 1,466,688		\$ 174,584		\$ 1,575,826		\$ 229,344		\$ 1,805,170		

(a) Includes MPC cash and cash equivalents, including \$53.1 million of cash related to The Summit joint venture.

(b) Includes our \$55.5 million share of debt of our Real Estate and Other Affiliates in Operating Assets segment (Woodlands Sarofim #1, The Metropolitan Downtown Columbia and Millennium Woodlands Phase II, LLC, Stewart Title of Montgomery County, TX, 33 Peck Slip, Constellation, and Las Vegas 51s).

(c) Includes our \$6.5 million share of cash and cash equivalents of our Real Estate and Other Affiliates in Operating Assets segment (Woodlands Sarofim #1, The Metropolitan Downtown Columbia and Millennium Woodlands Phase II, LLC, Stewart Title of Montgomery County, TX, 33 Peck Slip, Constellation, and Las Vegas 51s).

(d) Includes our \$3.9 million share of cash and cash equivalents of our Real Estate and Other Affiliates in Strategic Developments segment (KR Holdings, LLC, HHMK Development, LLC, and m.flats/TEN.M).

Summary of Residential MPC Land Sales Closed for the Three Months Ended December 31,

	Land Sales		Acres So	ld	Numbe	er of L	ots/Units	Price per	Price per acre			Price per lot		
(\$ In thousands)	2016	2015	2016	2015	2016		2015	2016	2015	2016		2015		
Bridgeland Single family - detached	\$6,917	\$2,510	18.8	7.2	95		36	\$ 368	\$ 349	\$73		\$70		
\$ Change	4,407		11.6		59			19		3				
% Change	175.6 %		161.1 %		163.9	%		5.4 %		4.3	%			
Maryland Communities No land sales														
Summerlin Superpad sites Custom lots Total	14,856 9,695 24,551	28,435 740 29,175	5.0	60.5 0.5 61.0	128 8 136		162 1 163	485 1,939 690	470 1,480 478	116 1,21 181	2	176 740 179		
\$ Change	(4,624)		(25.4)		(27)		212		2				
% Change	(15.8 %)		(41.6 %)		(16.6	%)		44.4 %		1.1	%			
The Woodlands Single family - detached Single family - attached Total	10,519 7,010 17,529	7,693 — 7,693	24.9 5.9 30.8	11.7 — 11.7	99 67 166		48 — 48	422 1,188 569	658 — 658	106 105 106		160 — 160		
\$ Change	9,836		19.1		118			(89)		(54)			
% Change	127.9 %		163.2 %		245.8	%		(13.5 %)	(33.8	3 %)			
Total land sales closed in period (a)	\$ 48,997	\$ 39,378	85.2	79.9	397		247							

(a) Excludes revenues closed and deferred for recognition in a previous period that met criteria for recognition in the current period.

Summary of Commercial MPC Land Sales Closed for the Three Months Ended December 31,

(\$ In thousands)	Land Sale 2016	S	2015	Acres S 2016	old	2015		Price pe 2016	r acre	2015
Bridgeland Not-for-profit	\$ —		\$ 189	_		2.2	\$	_		86
\$ Change	(189)		(2.2)		((86)	
% Change	(100.0	%)		(100.0	%)		((100.0	%)	
Maryland Communities No land sales										
Summerlin Other	_		800	_		16.7		_		48
\$ Change	(800)		(16.7)		0	(48)	
% Change	(100.0	%)		(100.0	%)		0	(100.0	%)	
The Woodlands Medical Other			1,585 926	_		1.7 1.5		_		932 617
Total	_		2,511	_		3.2		_		785

\$ Change	(2,511)	(3.2)	(785)
% Change	(100.0	%)	(100.0	%)	(100.0	%)
Total land sales closed in period (a)	\$ —	\$ 3,500	_	22.1		

(a) Excludes revenues closed and deferred for recognition in a previous period that met criteria for recognition in the current period.

Reconciliation of MPC Land Sales Closed to GAAP Land Sales Revenue

The following table reconciles Total residential and commercial land sales closed for the quarters ended December 31, 2016 and 2015, respectively, to Total land sales revenue – GAAP basis for the MPC segment for the quarters ended December 31, 2016 and 2015, respectively. Total net recognized (deferred) revenue represents revenues on sales closed in prior periods where revenue was previously deferred and met criteria for recognition in the current periods, offset by revenues deferred on sales closed in the current period.

	Fo	or the Thre	ee Mont	hs Decemt	ber 31,
(In thousands)	20	016	20	015	
Total residential land sales closed in period	\$	48,997	\$	39,378	
Total commercial land sales closed in period		—		3,500	
Net recognized (deferred) revenue:					
Bridgeland		1,345		225	
Summerlin		15,655		(11,302)
Total net recognized (deferred) revenue		17,000		(11,077)
Special Improvement District bond revenue		2,153		16,661	
Total land sales revenue - GAAP basis	\$	68,150	\$	48,462	

Summary of Residential MPC Land Sales Closed for the Year Ended December 31,

(\$ In thousands) Bridgeland	Land Sales 2016	2015	Acres S 2016	old 2015	Numbe 2016	r of L	ots/Units. 2015	Price per ac 2016	cre 2015	Price per 2016	ot 2015
Single family - detached	\$ 20,474	\$ 10,856	55.0	28.4	296		130	\$ 372	\$ 382	\$ 69	\$84
\$ Change	9,618		26.6		166			(10)		(15)	
% Change	88.6 %		93.7 %	1	127.7	%		(2.6 %)		(17.9%)	I
Maryland Communities No land sales											
Summerlin Superpad sites Single family - detached Custom lots Total	96,843 — 13,865 110,708	92,219 13,650 8,640 114,509	231.7 — 7.4 239.1	177.7 14.9 5.8 198.4	1,071 — 15 1,086		555 75 14 644	418 1,874 463	519 916 1,490 577	90 — 924 102	166 182 617 178
\$ Change	(3,801)		40.7		442			(114)		(76)	
% Change	(3.3 %)	20.5 %	I	68.6	%		(19.9 %)		(42.7 %)	I
The Woodlands Single family - detached Single family - attached Total	24,950 7,010 31,960	27,161 5,280 32,441	51.2 5.9 57.1	42.9 5.8 48.7	204 67 271		160 65 225	487 1,188 560	633 910 666	122 105 118	170 81 144
\$ Change	(481)		8.4		46			(106)		(26)	
% Change	(1.5 %)	17.2 %		20.4	%		(16.0 %)		(18.2%)	I

(a) Excludes revenues closed and deferred for recognition in a previous period that met criteria for recognition in the current period.

Summary of Commercial MPC Land Sales Closed for the Year Ended December 31,

(\$ In thousands)	Land Sales 2016		2015	Acres S 2016	Sold	2015		Price pe 2016	er acre	2015
Bridgeland Not-for-profit	\$ —		\$ 20,664	_		162.4	9	S —	:	\$ 127
\$ Change	(20,664)		(162.4)			(127)	
% Change	(100.0	%)		(100.0	%)			(100.0	%)	
Maryland Communities No land sales										
Summerlin Commercial Not-for-profit Other Total	348.0 — 348.0		 3,936 3,936	10.0 — 10.0		 20.3 20.3		35 — 35		 194 194
\$ Change	(3,588)		(10.3)			(159)	
% Change	(91.2	%)		(50.7	%)			(82.0	%)	
The Woodlands Commercial Medical	10,405		8,422	4.3		5.0		2,420		1,684
Not-for-profit	—		733			5.0				147
Other Total	— 10,405		2,247 11,402	 4.3		2.4 12.4		 2,420		936 920
\$ Change	(997)		(8.1)			1,500		
% Change	(8.7	%)		(65.3	%)			163.0	%	
Total land sales closed in period (a)	\$ 10,753		\$ 36,002	14.3		195.1				

(a) Excludes revenues closed and deferred for recognition in a previous period that met criteria for recognition in the current period.

Reconciliation of MPC Land Sales Closed to GAAP Land Sales Revenue

The following table reconciles Total residential and commercial land sales closed for the years ended December 31, 2016 and 2015, respectively, to Total land sales revenue – GAAP basis for the MPC segment for the years ended December 31, 2016 and 2015, respectively. Total net recognized (deferred) revenue represents revenues on sales closed in prior periods where revenue was previously deferred and met criteria for recognition in the current periods, offset by revenues deferred on sales closed in the current period.

	For the Year En	ded December 31,
(In thousands)	2016	2015
Total residential land sales closed in period	\$ 163,142	\$ 157,806
Total commercial land sales closed in period	10,753	36,002
Net recognized (deferred) revenue:		
Bridgeland	3,780	(11,136)
Summerlin	29,596	(16,043)
Total net recognized (deferred) revenue	33,376	(27,179)
Special Improvement District revenue	8,047	20,770
Total land sales revenue - GAAP basis	\$ 215,318	\$ 187,399

We believe that NOI is a useful supplemental measure of the performance of our Operating Assets because it provides a performance measure that, when compared year-over-year, reflects the revenues and expenses directly associated with owning and operating real estate properties and the impact on operations from trends in occupancy rates, rental rates, and operating costs. We define NOI as revenues (rental income, tenant recoveries and other income) less expenses (real estate taxes, repairs and maintenance, marketing and other property expenses). NOI also excludes straight-line rents and tenant incentives amortization, net interest expense, ground rent amortization, demolition costs, amortization, depreciation, development-related marketing costs and equity in earnings from Real Estate and Other Affiliates.

We use NOI to evaluate our operating performance on a property-by-property basis because NOI allows us to evaluate the impact that factors such as lease structure, lease rates and tenant base, which vary by property, have on our operating results, gross margins and investment returns.

Although we believe that NOI provides useful information to the investors about the performance of our Operating Assets, due to the exclusions noted above, NOI should only be used as an alternative measure of the financial performance of such assets and not as an alternative to GAAP net income.

Operating Asset NOI and EBT

	Three Months End December 31,	led	Year Ended December 3			
(In thousands)	2016 2015	Change		2015	Change	
Retail						
The Woodlands						
Creekside Village Green (a)	\$ 380 \$ 285	\$ 95	\$ 1,549	\$ 824	\$725	
Hughes Landing Retail (a) 1701 Lake Robbins 20/25 Waterway Avenue Waterway Garage Retail Columbia	1,05768290103483499163150	375 (13 (16 13		1,468 399 1,883 690	1,934 (35) (118) (47)	
Columbia Regional Summerlin	363 342	21	1,387	1,342	45	
Downtown Summerlin (a) Ward Village	4,371 3,41	7 954	16,632	10,117	6,515	
Ward Village Retail (b) Other	5,009 6,18	1 (1,172)) 22,048	25,566	(3,518)	
Cottonwood Square Lakeland Village Center at Bridgeland (c) Outlet Collection at Riverwalk Total Retail NOI	175 183 134 — 1,469 1,60 13,694 13,4	· · · ·	190	677 — 6,450 49,416	28 190 (1,325) 4,394	
Office						
The Woodlands One Hughes Landing (d) Two Hughes Landing (e) Three Hughes Landing (c) 1725 Hughes Landing Boulevard (a)	1,552 1,15 2,054 1,110 (105) — 450 (208	0 944 (105	6,014 5,033) (514) 120	5,262 4,489 (208)	752 544 (514) 328	
	X	,				
1735 Hughes Landing Boulevard (a) 2201 Lake Woodlands Drive 9303 New Trails (f) 3831 Technology Forest Drive 3 Waterway Square (d)	1,901 (34 (14) (26 384 438 453 541 1,797 1,61) 1,935) 12 (54) (88) 8 179		 (34) (144) 1,898 1,956 6,288 	2,891 17 (257) 12 447	
4 Waterway Square (a)	1,680 1,30	4 376	6,466	5,766	700	
1400 Woodloch Forest	414 373	41	1,708	1,621	87	
Columbia 10-70 Columbia Corporate Center (f) Columbia Office Properties (g) One Mall North (c) Summerlin	2,574 2,92 29 107 75 —	7 (353) (78) 75		12,375 450 —	(1,100) (554) 75	
ONE Summerlin (a) Other	836 111	725	2,365	(206) —	2,571	
110 N. Wacker Total Office NOI	1,529 1,52 15,609 10,9		6,105 51,617	6,100 45,613	5 6,004	

Multi-family						
The Woodlands Millennium Six Pines Apartments (h) Millennium Waterway Apartments (i) One Lakes Edge (a) South Street Seaport	985 856 1,000	— 1,018 835	985 (162) 165	1,498 3,183 3,623	— 4,169 982	1,498 (986) 2,641
85 South Street Total Multi-family NOI	132 2,973	135 1,988	(3) 985	523 8,827	494 5,645	29 3,182
Hospitality						
The Woodlands Embassy Suites at Hughes Landing (a) The Westin at The Woodlands (a) (c) The Woodlands Resort & Conference Center (j) Total Hospitality NOI Total Retail, Office, Multi-family, and Hospitality NOI	1,065 1,154 1,928 4,147 36,423	(25) 2,042 2,017 28,388	1,090 1,154 (114) 2,130 8,035	3,563 1,739 7,591 12,893 127,147	(25) — 10,560 10,535 111,209	3,588 1,739 (2,969) 2,358 15,938
Other						
The Woodlands The Woodlands Ground leases The Woodlands Parking Garages 2000 Woodlands Parkway (c) Other	371 (128) (46)	335 (53) —	36 (75) (46)	1,417 (448) (51)	1,190 (508) —	227 60 (51)
Other Properties (c) Total Other Operating Assets NOI excluding properties sold or in redevelopment	946 1,143 37,566	1,030 1,312 29,700	(84) (169) 7,866	3,871 4,789 131,936	3,857 4,539 115,748	14 250 16,188
Redevelopments						
South Street Seaport South Street Seaport (c) (k) Other	92	(2,268)	2,360	(532)	(2,692)	2,160
Landmark Mall (I) Total Operating Asset Redevelopments NOI	(150) (58)	(45) (2,313)	(105) 2,255	(676) (1,208)	(347) (3,039)	(329) 1,831
Dispositions						
The Woodlands The Club at Carlton Woods (m) Other	_	_	_	_	(942)	942
Park West (n) Total Operating Asset Dispositions NOI Total Operating Assets NOI - Consolidated	489 489 37,997	427 427 27,814	62 62 10,226	1,835 1,835 132,563	1,812 870 113,579	23 965 18,984
Straight-line lease amortization (o) Demolition costs (p) Development-related marketing costs Provision for impairment Depreciation and Amortization	1,057 (629) (2,072) — (21,767)	4,759 (264) (2,366) (24,490)	(3,702) (365) 294 2,723	10,689 (1,123) (7,110) (35,734) (86,313)	7,391 (2,675) (9,747) 	3,298 1,552 2,637 (35,734) 2,762
Write-off of lease intangibles and other Other income, net Equity in earnings from Real Estate Affiliates Interest, net	(60) 1,475 185	(78) 524 550	18 951 (365)	(60) 4,601 2,802	(671) 524 1,883	611 4,077 919
	(10,425)	(9,019)	(1,406)	(39,447)	(31,111)	(8,336)

Three Months Ended Year Ended

December 31,

December 31,

(In thousands) Operating Assets NOI - Equity and Cost Method Investments The Woodlands	2016	2015	Change 2016	2015	Change
Millennium Six Pines Apartments (h) Stewart Title of Montgomery County, TX Woodlands Sarofim # 1	\$— 566 471	\$ 911 678 302	\$ (911) \$ 1,537 (112) 1,977 169 1,541	. ,	\$ 123 (30) 45
Columbia The Metropolitan Downtown Columbia (a) Summerlin	1,378	911	467 4,137	1,194	2,943
Constellation Las Vegas 51s (r) South Street Seaport	(108) (560)) —) (475)	(108) (108 (85) 68) — 305	(108) (237)
33 Peck Slip (s) Total NOI - equity investees	\$ 448 2,195	\$ — 2,327	\$ 448 \$ 1,347 (132) 10,49	•	\$ 1,347 4,083
Adjustments to NOI (t) Equity Method Investments EBT Less: Joint Venture Partner's Share of EBT Equity in earnings from Real Estate and Other Affiliates	(1,487) 708 (523) 185	1,518	(810) 972	7) (3,069) 3,347) (3,211) 136	(2,375)
Distributions from Summerlin Hospital Investment (u) Segment equity in earnings from Real Estate and Other Affiliates	 \$ \$ 185	 \$ 550	— 2,616 \$ (365) \$ 2,802	,	869 \$ 919
Company's Share of Equity Method Investments NOI The Woodlands					
Millennium Six Pines Apartments (h) Stewart Title of Montgomery County, TX Woodlands Sarofim # 1 Columbia	\$ — 283 94	\$ 741 339 61	\$ (741) \$ 1,252 (56) 989 33 308	\$ 1,151 1,004 299	\$ 101 (15) 9
The Metropolitan Downtown Columbia Summerlin	689	455	234 2,069	597	1,472
Constellation Las Vegas 51s (r) South Street Seaport	(54) (280)) —) (238)	(54) (54 (42) 34) — 153	(54) (119)
33 Peck Slip (s) Company's share NOI - equity investees	156 \$ 888	 \$ 1,358	156 471 \$ (470)\$ 5,069	 \$ 3,204	471 \$ 1,865

	Economic	December	31, 2016
(In thousands)	Ownership	Total Debt	Total Cash
The Woodlands			
Stewart Title of Montgomery County, TX	50.00 %	\$ —	\$ 275
Woodlands Sarofim # 1	20.00	5,641	809
Columbia			
The Metropolitan Downtown Columbia	50.00	70,000	508
Summerlin			
Constellation	50.00	13,475	72
Las Vegas 51s (r)	50.00	32	906
South Street Seaport			
33 Peck Slip (s)	35.00	36,000	15,593

NOI increase for the year ended December 31, 2016, as compared to 2015 relates to an increase in occupancy and/or effective rent, or relates to (a) properties recently placed in service.

The decrease in NOI is due to rent abatement for a tenant related to a lease modification, decrease in occupancy related to a bankrupt tenant (b) and decrease in occupancy due to pending redevelopment.

Please refer to discussion in the consolidated financial statements in the Form 10-K regarding this property. (c)

(d) NOI increase for year ended December 31, 2016, is due to a decrease in real estate taxes and other operating expenses.

- The NOI increase for the year ended December 31, 2016, is due to increased occupancy. (e)
- (f) NOI decrease is due to a decrease in occupancy.

NOI decrease for the year ended December 31, 2016, is due primarily to decreased occupancy at American City Building related to water damage in 2015 and subsequent loss of tenants. The American City Building amounts in this table represent operations of the building under the

(g) master lease agreement through the date of acquisition and operations as a wholly owned asset through December 31, 2016. The acquisition of the land and building are reflected in the Strategic Development segment. The property was purchased on December 19, 2016, for future redevelopment.

- (h) Purchased our partner's 18.57% interest in Millennium Six Pines Apartments (formerly known as Millennium Woodlands Phase II, LLC) in July 2016 and consolidated the property at that time.
- (i) NOI decrease is due to a decrease in rental rates to maintain occupancy during the lease up of Millennium Six Pines Apartments and One Lakes Edge.
- (j) NOI decrease for the year ended December 31, 2016, is due to lower occupancy and a decrease in conference center services.
- (k) NOI increase for the year ended December 31, 2016, is due to increased occupancy and event revenue.
- (I) The NOI losses in 2016 and 2015 are due to a decline in occupancy as the property loses tenants in anticipation of its redevelopment into an open-air, mixed-use community with retail, residential, and entertainment components. The mall was closed in January 2017.
- (m) The Club at Carlton Woods was sold in September 2015.
- (n) Park West was sold in December 2016.
- (o) The increase is primarily due to new leases at Downtown Summerlin and 1725-1735 Hughes Landing Boulevard, which were placed in service in the fourth quarter 2015.
- (p) The decrease in demolition costs is due to completion of the interior demolition of the Fulton Market Building, which was completed in April 2014,
- ^(p) and demolition of Pier 17 at the South Street Seaport.
- (q) For a detailed breakdown of our Operating Asset segment EBT, please refer to Note 17 Segments in the consolidated financial statements.
- (r) Formerly known as Summerlin Baseball Club, part of the Clark County Las Vegas Stadium LLC joint venture.
- (s) Our joint venture with Grandview SHG, LLC owns 33 Peck Slip hotel, which was closed in December 2016 for redevelopment.
- (t) Adjustments to NOI include straight-line rent and market lease amortization, demolition costs, depreciation and amortization and non-real estate taxes.
- (u) Distributions from the Summerlin Hospital are typically made once per year in the first quarter.

Commercial Properties NOI

(In millions, except square feet/number of units and %)	Square Feet/Number of Units	% Occupied		% Leased	ł	for the Three Months ed December 31, S	ojected Annual abilized NOI (a)	 ot Balance as of cember 31, 2016
Commercial Properties - Stabilized								
Retail								
Cottonwood Square	77,080		%		%	\$ 0.2	\$ 0.7	\$
Hughes Landing Retail	126,131	97.4		97.4		1.1	3.5	35.0
1701 Lake Robbins	12,376	64.1		64.1		0.1	0.4	4.6
Outlet Collection at Riverwalk	263,892	96.9		96.9		1.5	6.5	55.8
One Lakes Edge Retail	23,280	99.3		99.3		_		
Ward Village (b)	1,138,119	88.8		88.8		5.0	25.6	238.7
20/25 Waterway Avenue	50,062	97.5		97.5		0.5	1.8	13.9
Waterway Garage Retail	21,513	99.8		99.8		0.2	0.8	_
Total Retail - Stabilized	1,712,453	91.3 9	%	91.3	%	\$ 8.6	\$ 39.3	\$ 348.0
Office								
10-70 Columbia Corporate Center	886,803	88.6	%	89.6	%	\$ 2.6	\$ 12.4	\$ 100.0
Columbia Office Properties (c)	100,903	90.9		90.9		0.0	0.5	_
One Hughes Landing	197,719	100.0		100.0		1.6	6.0	52.0
Two Hughes Landing	197,714	96.3		96.3		2.1	6.0	48.0
1735 Hughes Landing Boulevard	318,170	100.0		100.0		1.9	7.5	52.8
9303 New Trails	97,553	86.7		86.7		0.4	1.8	12.4
One Mall North	97,364	100.0		100.0		0.1	1.6	_
110 N. Wacker	226,000	100.0		100.0		1.5	6.1	22.7
2201 Lake Woodlands Drive	24,119	30.5		30.5		_	_	_
3831 Technology Forest Drive	95,078	100.0		100.0		0.5	2.0	22.4
3 Waterway Square	232,021	100.0		100.0		1.8	6.7	51.6
4 Waterway Square	218,551	100.0		100.0		1.7	6.5	36.2
1400 Woodloch Forest	95,667	93.5		93.5		0.4	1.7	_
Total Office - Stabilized	2,787,662	94.5	%	94.8	%	\$ 14.6	\$ 58.8	\$ 398.1
Multi-family								
The Metropolitan Downtown								
Columbia (d)	380	92.6	%	93.7	%	0.7	3.5	35.0
Millennium Waterway Apartments	393	83.0		81.2		0.9	4.5	55.6

Millennium Six Pines Apartments 85 South Street Total Multi-family	314 21 1,108	85.7 95.5 87.3	%	82.8 95.5 86.2	%		\$ \$	1.0 0.1 2.7			\$ \$	4.6 0.6 13.2	\$ \$	42.5 — 133.1
Hospitality (e) 33 Peck Slip (d) The Woodlands Resort & Conference Center Total Hospitality - Stabilized	72 406 478	89.6 48.9 55.0		89.6 48.9 55.0		0		0.2 1.9 2.1			\$ \$	0.4 16.5 16.9	\$	— 70.0 70.0
Total Commercial Properties - Stabilized							\$	28.0			\$	128.2	\$	949.2
Commercial Properties - Recently Developed And Not Yet Stabilized														
Retail Columbia Regional Building Creekside Village Green Downtown Summerlin Lakeland Village Center at Bridgeland Total Retail - Not Stabilized	88,556 74,669 796,443 83,600 1,043,268	77.4 84.5 84.5 36.3 80.0		100.0 84.5 86.9 53.7 85.2				0.4 0.4 4.4 0.1 5.3			\$	2.2 1.9 26.3 1.7 32.1	\$	22.2
Office Three Hughes Landing 1725 Hughes Landing Boulevard ONE Summerlin Total Office - Not Stabilized	321,000 333,754 206,279 861,033	10.0 48.8 62.5 37.6		20.0 64.3 68.3 48.7	%		\$ \$	(0.1 0.4 0.8 1.1)	\$ \$	7.6 6.9 5.7 20.2	\$ \$	35.1 52.8 87.9
Multi-family Constellation (d) One Lakes Edge Total Multi-family - Not Stabilized	124 390 514	51.6 69.2 65.0		66.1 79.2 76.0		, 0		(0.1 1.0 0.9)	\$ \$	1.1 7.5 8.6	\$ \$	6.9 68.9 75.8
Hospitality (e) Embassy Suites at Hughes Landing The Westin at The Woodlands Total Hospitality - Not Stabilized	205 302 507	67.7 46.2 54.9		67.7 46.2 54.9		0		1.1 1.2 2.3			\$ \$	4.5 10.5 15.0	\$	29.5 58.1 87.6
Other Other Assets (e) Total Other - Stabilized	N/A N/A	N/A N/A	%	N/A N/A	%		\$ \$	1.2 1.2			\$ \$	4.8 4.8	\$ \$	2.1 2.1
Total Commercial Properties - Not Stabilized							\$	10.8			\$	80.7	\$	588.6
(In millions, except square feet/number of units and %) Commercial Properties - Pending	Square Feet/Number of Units	% Occupied	d	% Lease	d	Т	Three	or the Months Ende mber 31, 2016				cted Annual ized NOI		Balance as of ember 31, 2016
Redevelopment Retail														
Landmark Mall Total Retail - Pending Redevelopment	440,325 440,325	31.1 % 31.1 %		31.1 31.1	%	\$		(0.1 (0.1))	\$ \$		I/A I/A	\$ \$	
Office American City Building Total Office - Pending Redevelopment	117,098 117,098	1.8 % 1.8 %		1.8 1.8	% %			N/A N/A		\$ \$		I/A I/A	\$ \$	_
Total Commercial Properties - Pending Redevelopment						\$	6	(0.1)	\$	-	_	\$	

Under Construction or Renovation

Retail											
South Street Seaport	362,000	94.9		94.9		\$	0.1	\$	N/A	\$	_
Total Retail - Under Construction	362,000	94.9	%	94.9	%	\$	0.1	\$	N/A	\$	—
Office											
100 Fellowship Drive	203,000	N/A		100.0	%	\$	N/A	\$	5.1	\$	_
One Merriweather	199,000	42.0		42.0			N/A		5.1		23.6
Two Merriweather	130,000	N/A		75.0			N/A		3.6		_
Total Office - Under Construction	532,000	N/A	%	72.2	%	\$	N/A	\$	13.8	\$	23.6
Multi-family											
Creekside Apartments	292	N/A		N/A			N/A		3.5		
m.flats/TEN.M	437	N/A		N/A			N/A N/A		4.0		
Total Multi-family - Under	437	IN/A		IN/A			IN/A		4.0		_
Construction	729	N/A	%	N/A	%	\$	N/A	\$	7.5	\$	—
Self Storage											
HHC 242 Self Storage Facility	654	N/A		N/A		\$	N/A	\$	0.8	\$	3.7
HHC 2978 Self Storage Facility	784	N/A		N/A			N/A		0.8		1.7
Total Self Storage - Under	1,438	N/A	%	N/A	%	\$	N/A	\$	1.6	\$	5.4
Construction	.,					Ŧ		Ŧ		Ŧ	0.1
Total Commercial Properties -											
Under Construction						\$	0.1	\$	22.9	\$	29.0
Total Commercial Properties						\$	38.9	\$	231.8	\$	1,566.8

(a) Stabilized NOI is the greater of actual trailing 12 month NOI or NOI calculated by using actual in-place rent on leased space and pro-forma rent on unleased space, adjusted for a market vacancy factor.

(b) Ward Village is under development and actual NOI includes both tenants for the newly developed assets and tenants for the historical assets. Projected Annual Stabilized NOI is based on all new assets being fully developed.

(c) Excludes American City Building as it is reflected in the Commercial Properties - Pending Redevelopment section below.

(d) Property is an equity method investment. NOI and debt balances represent our share of the equity method investments NOI and debt.

(e) Hospitality occupancy is the average occupancy for the quarter based on occupied rooms relative to total available rooms.

TheHoward Hughes Corporation

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Source: The Howard Hughes Corporation