

Comstock Holding Companies, Inc.

Form 10-Q

August 14, 2017

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

**Quarterly Report Pursuant To Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the quarterly period ended June 30, 2017**

**or**

**Transition Report Pursuant To Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number 1-32375**

**Comstock Holding Companies, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware** **20-1164345**  
**(State or other jurisdiction of** **(I.R.S. Employer**  
**incorporation or organization)** **Identification No.)**  
**1886 Metro Center Drive, 4<sup>th</sup> Floor**  
**Reston, Virginia 20190**  
**(703) 883-1700**

**(Address, including zip code, and telephone number, including area code, of principal executive offices)**

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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

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

As of August 14, 2017, 3,237,468 shares of Class A common stock, par value \$0.01 per share, and 220,250 shares of Class B common stock, par value \$0.01 per share, of the registrant were outstanding.

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**COMSTOCK HOLDING COMPANIES, INC. AND SUBSIDIARIES**

**FORM 10-Q**

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**Table of Contents****PART I FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****COMSTOCK HOLDING COMPANIES, INC. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

(Amounts in thousands, except share and per share data)

|  | June 30,<br>2017<br>(unaudited) | December 31,<br>2016 |
|--|---------------------------------|----------------------|
| <b>ASSETS</b>  |                                 |                      |
| Cash and cash equivalents  | \$ 2,619                        | \$ 5,761             |
| Restricted cash  | 1,513                           | 1,238                |
| Trade receivables  | 748                             | 613                  |
| Real estate inventories  | 49,724                          | 49,842               |
| Fixed assets, net  | 194                             | 255                  |
| Other assets, net  | 1,025                           | 2,112                |
| <b>TOTAL ASSETS</b>  | <b>\$ 55,823</b>                | <b>\$ 59,821</b>     |
| <b>LIABILITIES AND STOCKHOLDERS EQUITY</b>   |                                 |                      |
| Accounts payable and accrued liabilities   | \$ 8,943                        | \$ 7,721             |
| Notes payable - secured by real estate inventories, net of deferred financing charges  | 26,883                          | 26,927               |
| Notes payable - due to affiliates, unsecured, net of discount and deferred financing charges   | 14,757                          | 15,866               |
| Notes payable - unsecured, net of deferred financing charges   | 850                             | 911                  |
| Income taxes payable   |                                 | 19                   |
| <b>TOTAL LIABILITIES</b>   | <b>51,433</b>                   | <b>51,444</b>        |
| Commitments and contingencies (Note 8)   |                                 |                      |
| <b>STOCKHOLDERS EQUITY (DEFICIT)</b>   |                                 |                      |
| Series C preferred stock \$0.01 par value, 3,000,000 shares authorized, 579,158 and 0 shares issued and liquidation preference of \$2,896 and \$0 at June 30, 2017 and December 31, 2016, respectively | \$ 442                          | \$                   |
| Series B preferred stock \$0.01 par value, 3,000,000 shares authorized, 0 and 841,848 shares issued and liquidation preference of \$0 and \$4,209 at June 30, 2017 and December 31, 2016, respectively |                                 | 1,280                |
| Class A common stock, \$0.01 par value, 11,038,071 shares authorized, 3,237,468 and 3,035,922 issued, and outstanding, respectively  | 32                              | 30                   |

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|  |                  |                  |
|--|------------------|------------------|
| Class B common stock, \$0.01 par value, 220,250 and 390,500 shares authorized, issued, and outstanding, at June 30, 2017 and December 31, 2016, respectively | 2                | 4                |
| Additional paid-in capital   | 177,209          | 176,251          |
| Treasury stock, at cost (85,570 shares Class A common stock)   | (2,662)          | (2,662)          |
| Accumulated deficit  | (185,038)        | (184,778)        |
| <b>TOTAL COMSTOCK HOLDING COMPANIES, INC. DEFICIT</b>  | <b>(10,015)</b>  | <b>(9,875)</b>   |
| Non-controlling interests  | 14,405           | 18,252           |
| <b>TOTAL EQUITY</b>  | <b>4,390</b>     | <b>8,377</b>     |
| <b>TOTAL LIABILITIES AND STOCKHOLDERS EQUITY</b>   | <b>\$ 55,823</b> | <b>\$ 59,821</b> |

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

**Table of Contents****COMSTOCK HOLDING COMPANIES, INC. AND SUBSIDIARIES****UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS****(Amounts in thousands, except per share data)**

|  | <b>Three Months Ended June 30,</b> |             | <b>Six Months Ended June 30,</b> |             |
|--|------------------------------------|-------------|----------------------------------|-------------|
|  | <b>2017</b>                        | <b>2016</b> | <b>2017</b>                      | <b>2016</b> |
| <b>Revenues</b>  |                                    |             |                                  |             |
| Revenue homebuilding   | \$ 10,235                          | \$ 9,699    | \$ 20,299                        | \$ 19,222   |
| Revenue other  | 285                                | 279         | 489                              | 462         |
| Total revenue  | 10,520                             | 9,978       | 20,788                           | 19,684      |
| <b>Expenses</b>  |                                    |             |                                  |             |
| Cost of sales homebuilding   | 9,221                              | 9,185       | 18,322                           | 17,830      |
| Cost of sales other  | 296                                | 153         | 520                              | 244         |
| Sales and marketing  | 340                                | 403         | 721                              | 886         |
| General and administrative   | 1,226                              | 1,373       | 2,472                            | 2,915       |
| Interest and real estate tax expense                               |                                    | 306         |                                  | 522         |
| Operating loss   | (563)                              | (1,442)     | (1,247)                          | (2,713)     |
| Other income, net  | 28                                 | 13          | 48                               | 21          |
| Loss before income tax expense                                     | (535)                              | (1,429)     | (1,199)                          | (2,692)     |
| Income tax expense   |                                    | (32)        |                                  | (57)        |
| Net loss   | (535)                              | (1,461)     | (1,199)                          | (2,749)     |
| Net (loss) income attributable to non-controlling interests        | (922)                              | 448         | (939)                            | 884         |
| Net income (loss) attributable to Comstock Holding Companies, Inc. | 387                                | (1,909)     | (260)                            | (3,633)     |
| Paid-in-kind dividends on Series B Preferred Stock                 |                                    | 86          | 78                               | 172         |
| Extinguishment of Series B Preferred Stock                         |                                    |             | (1,011)                          |             |
| Net income (loss) attributable to common stockholders              | \$ 387                             | \$ (1,995)  | \$ 673                           | \$ (3,805)  |
| Basic net income (loss) per share                                  | \$ 0.12                            | \$ (0.60)   | \$ 0.20                          | \$ (1.15)   |
| Diluted net income (loss) per share                                | \$ 0.11                            | \$ (0.60)   | \$ 0.20                          | \$ (1.15)   |
| Basic weighted average shares outstanding                          | 3,359                              | 3,319       | 3,351                            | 3,312       |
| Diluted weighted average shares outstanding                        | 3,397                              | 3,319       | 3,403                            | 3,312       |

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

**Table of Contents****COMSTOCK HOLDING COMPANIES, INC. AND SUBSIDIARIES****UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS****(Amounts in thousands, except per share data)**

|   | <b>Sixth Months Ended June 30,</b> |                |
|---|------------------------------------|----------------|
|   | <b>2017</b>                        | <b>2016</b>    |
| <b>Cash flows from operating activities:</b>                                  |                                    |                |
| Net loss  | \$ (1,199)                         | \$ (2,749)     |
| Adjustment to reconcile net loss to net cash provided by operating activities |                                    |                |
| Amortization of loan discount, loan commitment and deferred financing fees    | 637                                | 633            |
| Deferred income tax benefit   |                                    | 7              |
| Depreciation expense  | 74                                 | 104            |
| Earnings from unconsolidated joint venture, net of distributions              | 31                                 | 50             |
| Stock compensation  | 122                                | 41             |
| <b>Changes in operating assets and liabilities:</b>                           |                                    |                |
| Purchaser escrow deposits   | (130)                              | (69)           |
| Trade receivables   | (135)                              | (770)          |
| Real estate inventories   | 257                                | 3,318          |
| Other assets  | 717                                | (861)          |
| Accrued interest  | 271                                | 113            |
| Accounts payable and accrued liabilities                                      | 1,285                              | 789            |
| Income taxes payable  | (19)                               | 21             |
| <b>Net cash provided by operating activities</b>                              | <b>1,911</b>                       | <b>627</b>     |
| <b>Cash flows from investing activities:</b>                                  |                                    |                |
| Purchase of fixed assets  | (13)                               | (1)            |
| Principal received on note receivable   | 18                                 | 17             |
| Collateral for letters of credit  | (145)                              | (128)          |
| <b>Net cash used in investing activities</b>                                  | <b>(140)</b>                       | <b>(112)</b>   |
| <b>Cash flows from financing activities:</b>                                  |                                    |                |
| Proceeds from notes payable   | 11,768                             | 12,066         |
| Payments on notes payable   | (13,613)                           | (18,927)       |
| Loan financing costs  | (71)                               |                |
| Distributions to non-controlling interests                                    | (2,908)                            | (2,717)        |
| Repurchase of Series C preferred stock  | (89)                               |                |
| Taxes paid related to net share settlement of equity awards                   |                                    | (8)            |
| <b>Net cash used in financing activities</b>                                  | <b>(4,913)</b>                     | <b>(9,586)</b> |
| <b>Net decrease in cash and cash equivalents</b>                              | <b>(3,142)</b>                     | <b>(9,071)</b> |
| Cash and cash equivalents, beginning of period                                | 5,761                              | 12,448         |

|  |    |       |    |       |
|--|----|-------|----|-------|
| Cash and cash equivalents, end of period   | \$ | 2,619 | \$ | 3,377 |
| Supplemental cash flow information:  |    |       |    |       |
| Interest capitalized (paid), net   | \$ | 457   | \$ | (181) |
| Supplemental disclosure for non-cash activity:                                       |    |       |    |       |
| Seller's note payable  | \$ | 115   | \$ |       |
| Accrued liability settled through issuance of stock                                  | \$ | 63    | \$ | 29    |
| Increase in Series B preferred stock value in connection with dividends paid in-kind | \$ | 24    | \$ | 52    |
| Conversion of Class B common stock to Class A common stock                           | \$ | 2     | \$ |       |
| Extinguishment of Series B Preferred Stock   | \$ | 1,011 | \$ |       |

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



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**COMSTOCK HOLDING COMPANIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(Amounts are in thousands, except per share data, number of units, or as otherwise noted)**

**1. ORGANIZATION AND BASIS OF PRESENTATION**

The accompanying unaudited consolidated financial statements of Comstock Holding Companies, Inc. and subsidiaries ( Comstock or the Company ) have been prepared in accordance with accounting principles generally accepted in the United States of America ( GAAP ) for interim financial information and in accordance with the instructions to Form 10-Q and Article 8 of Regulation S-X. Such financial statements do not include all of the disclosures required by GAAP for complete financial statements. In our opinion, all adjustments, consisting only of normal recurring adjustments, considered necessary for a fair presentation have been included in the accompanying consolidated financial statements. For further information and a discussion of our significant accounting policies, other than discussed below, refer to our audited consolidated financial statements in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016.

Comstock Holding Companies, Inc., incorporated in 2004 as a Delaware corporation, is a multi-faceted real estate development and construction services company focused in the Washington, D.C. metropolitan area (Washington, D.C., Northern Virginia and Maryland suburbs of Washington, D.C.). We have substantial experience with building a diverse range of products, including multi-family homes, single-family homes, townhouses, mid-rise condominiums, high-rise multi-family condominiums and mixed-use (residential and commercial) developments. References in this Form 10-Q to Comstock, Company, we, our and us refer to Comstock Holding Companies, Inc. together in each case with our subsidiaries and any predecessor entities unless the context suggests otherwise.

The Company's Class A common stock is traded on the NASDAQ Capital Market under the symbol CHCI and has no public trading history prior to December 17, 2004.

Throughout this quarterly report on Form 10-Q, amounts are in thousands, except per share data, number of units, or as otherwise noted.

For the three and six months ended June 30, 2017 and 2016, comprehensive income (loss) equaled net income (loss); therefore, a separate statement of comprehensive income (loss) is not included in the accompanying consolidated financial statements.

**Liquidity and Capital Resources**

We require capital to operate, to post deposits on new potential acquisitions, to purchase and develop land, to construct homes, to fund related carrying costs and overhead and to fund various advertising and marketing programs to generate sales. These expenditures include payroll, community engineering, entitlement, architecture, advertising, utilities and interest as well as the construction costs of our homes. Our sources of capital include, and we believe will continue to include, private equity and debt placements (which has included significant participation from Company insiders), funds derived from various secured and unsecured borrowings to finance acquisition, development and construction on acquired land, cash flow from operations, which includes the sale and delivery of constructed homes, finished and raw building lots and the potential sale of public debt and equity securities. The Company is involved in ongoing discussions with lenders and equity sources in an effort to provide additional growth capital to fund various new business opportunities. See Note 13 in the accompanying consolidated financial statements for more details on

our credit facilities and Note 11 in the accompanying consolidated financial statements for details on private placement offerings.

We have outstanding borrowings with various financial institutions and other lenders that have been used to finance the acquisition, development and construction of real estate projects. The Company has generally financed its development and construction activities on a single or multiple project basis so it is not uncommon for each of our projects or collection of our projects to have a separate credit facility. Accordingly, the Company typically has had numerous credit facilities and lenders.

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As of June 30, 2017, \$32.6 million of the Company's outstanding credit facilities and project related loans mature at various periods through the end of 2017. We are in active discussions with our lenders seeking long term extensions and modifications to these loans. These debt instruments impose certain restrictions on our operations, including speculative unit construction limitations, curtailment obligations, and financial covenant compliance. If we fail to comply with any of these restrictions, an event of default could occur. Additionally, events of default could occur if we fail to make required debt service payments or if we fail to come to agreement on an extension on a certain facility prior to a given loan's maturity date. Any event of default would likely render the obligations under these instruments due and payable as of that event. Any such event of default would allow certain of our lenders to exercise cross default provisions in our loan agreements with them, such that all debt with that institution could be called into default. We are anticipating that with the successful resolution of the debt extension discussions with our lenders, capital raises from our private placements, current available cash on hand, and additional cash from settlement proceeds at existing and under development communities, the Company will have sufficient financial resources to sustain its operations through the next 12 months, though no assurances can be made that the Company will be successful in its efforts. The Company will also continue to focus on its cost structure in an effort to conserve cash and manage expenses. Such actions may include cost reductions and/or deferral arrangements with respect to current operating expenses.

## **Use of Estimates**

Our consolidated financial statements have been prepared in accordance with GAAP. The preparation of these consolidated financial statements requires us to make estimates and judgments that affect the reported amounts for the reporting periods. We base these estimates and judgments on historical experience and on various other factors that we believe to be reasonable under the circumstances. We evaluate these estimates and judgments on an ongoing basis. Actual results may differ from those estimates under different assumptions or conditions.

## **Recently Issued Accounting Standards**

In May 2014, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) 2014-09, Revenue from Contracts with Customers ( ASU 2014-09 ). ASU 2014-09 provides a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. ASU No. 2014-09 will require an entity to recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In August 2015, the FASB issued ASU 2015-14, which deferred the effective date of ASU 2014-09 for one year, which would make the guidance effective for the Company's first fiscal year beginning after December 15, 2017. Additionally, the FASB has also decided to permit entities to early adopt the standard, which allows for either full retrospective or modified retrospective methods of adoption, for reporting periods beginning after December 15, 2016. The Company is currently evaluating the impact of adopting the available methodologies of ASU 2014-09 upon its consolidated financial statements including disclosures in future reporting periods. The Company has not yet selected a transition method. The Company is in the process of evaluating the new standard against its existing accounting policies, including the timing of revenue recognition, and its contracts with customers to determine the effect the guidance will have on its consolidated financial statements and what changes to systems and controls may be warranted.

In February 2016, the FASB issued ASU 2016-02, Leases . The core principle of the standard is that a lessee should recognize the assets and liabilities that arise from leases. A lessee should recognize in its statement of financial position a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. ASU 2016-02 is effective for public companies for annual reporting periods beginning after December 15, 2018 and interim periods within those fiscal years. Early adoption is permitted. We are currently evaluating the impact this new standard will have on our consolidated financial statements.

In January 2017, the FASB issued ASU 2017-01, Business Combinations (Topic 805), Clarifying the Definition of a Business, which provides a more robust framework to use in determining when a set of assets and activities (collectively referred to as a set) is a business. The standard requires that when substantially all of the fair value of the gross assets acquired (or disposed of) is concentrated in a single identifiable asset or a group of similar identifiable assets, the set is not a business. This standard reduces the number of transactions that need to be further evaluated. ASU 2017-01 is effective for public business entities for annual periods beginning after December 15, 2017, including interim periods within those periods. The amendments in ASU 2017-01 should be applied prospectively on or after the effective date. We do not expect the adoption of ASU 2017-01 to have a material effect on our consolidated financial statements.

In May 2017, the FASB issued ASU 2017-09, Compensation - Stock Compensation (Topic 718) - Scope of Modification Accounting. ASU 2017-09 reduces both diversity in practice and cost and complexity when changing the terms or conditions of a share-based payment award. The amendments in this update provide guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting. ASU 2017-09 is effective for fiscal years, including interim periods within those fiscal years, beginning after December 15, 2017. Early adoption is permitted, including adoption in any interim period for which financial statements have not yet been issued. The amendments in this update should be applied prospectively to an award modified on or after the adoption date. We do not expect the adoption of ASU 2017-09 to have a material effect on our consolidated financial statements.

We assessed other accounting pronouncements issued or effective during the three and six months ended June 30, 2017 and deemed they were not applicable to us and are not anticipated to have a material effect on our consolidated financial statements.

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After impairments and write-offs, real estate held for development and sale consists of the following:

|   | <b>June 30,<br/>2017</b> | <b>December 31,<br/>2016</b> |
|---|--------------------------|------------------------------|
| Land and land development costs   | \$ 31,368                | \$ 33,355                    |
| Cost of construction (including capitalized interest and real estate taxes) | 18,356                   | 16,487                       |
|   | <b>\$ 49,724</b>         | <b>\$ 49,842</b>             |

**3. WARRANTY RESERVE**

Warranty reserves for units settled are established to cover potential costs for materials and labor with regard to warranty-type claims expected to arise during the typical one-year warranty period provided by the Company or within the two-year statutorily mandated structural warranty period for condominiums. Because the Company typically subcontracts its homebuilding work, subcontractors are required to provide the Company with an indemnity and a certificate of insurance prior to receiving payments for their work. Claims relating to workmanship and materials are generally the primary responsibility of the subcontractors and product manufacturers. The warranty reserve is established at the time of closing, and is calculated based upon historical warranty cost experience and current business factors. This reserve is an estimate and actual warranty costs could vary from these estimates. Variables used in the calculation of the reserve, as well as the adequacy of the reserve based on the number of homes still under warranty, are reviewed on a periodic basis. Warranty claims are directly charged to this reserve as they arise.

The following table is a summary of warranty reserve activity which is included in Accounts payable and accrued liabilities within the consolidated balance sheets:

|                                  | <b>Three Months Ended<br/>June 30,</b> |             | <b>Six Months Ended<br/>June 30,</b> |             |
|----------------------------------|--|-------------|--------------------------------------|-------------|
|                                  | <b>2017</b>                            | <b>2016</b> | <b>2017</b>                          | <b>2016</b> |
| Balance at beginning of period   | \$ 278                                 | \$ 314      | \$ 288                               | \$ 312      |
| Additions                        | 46                                     | 42          | 96                                   | 86          |
| Releases and/or charges incurred | (42)                                   | (62)        | (102)                                | (104)       |
| Balance at end of period         | \$ 282                                 | \$ 294      | \$ 282                               | \$ 294      |

**4. CAPITALIZED INTEREST AND REAL ESTATE TAXES**

Interest and real estate taxes incurred relating to the development of lots and parcels are capitalized to real estate inventories during the active development period, which generally commences when borrowings are used to acquire real estate assets and ends when the properties are substantially complete or the property becomes inactive. A project

becomes inactive when development and construction activities have been suspended indefinitely. Interest is capitalized based on the interest rate applicable to specific borrowings or the weighted average of the rates applicable to other borrowings during the period. Interest and real estate taxes capitalized to real estate inventories are expensed as a component of cost of sales as related units are sold.

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The following table is a summary of interest and real estate taxes incurred and capitalized and interest and real estate taxes expensed for units settled:

|   | <b>Three Months Ended<br/>June 30,</b> |               | <b>Six Months Ended<br/>June 30,</b> |                 |
|---|--|---------------|--------------------------------------|-----------------|
|   | <b>2017</b>                            | <b>2016</b>   | <b>2017</b>                          | <b>2016</b>     |
| Total interest incurred and capitalized                                 | \$ 1,249                               | \$ 857        | \$ 2,275                             | \$ 1,593        |
| Total real estate taxes incurred and capitalized                        | 139                                    | 95            | 179                                  | 117             |
| <b>Total interest and real estate taxes incurred and capitalized</b>    | <b>\$ 1,388</b>                        | <b>\$ 952</b> | <b>\$ 2,454</b>                      | <b>\$ 1,710</b> |
| Interest expensed as a component of cost of sales                       | \$ 558                                 | \$ 414        | \$ 1,009                             | \$ 706          |
| Real estate taxes expensed as a component of cost of sales              | 57                                     | 52            | 117                                  | 101             |
| Interest and real estate taxes expensed as a component of cost of sales | \$ 615                                 | \$ 466        | \$ 1,126                             | \$ 807          |

The amount of interest from entity level borrowings that we are able to capitalize in accordance with Accounting Standards Codification ( ASC ) 835 is dependent upon the average accumulated expenditures that exceed project specific borrowings. For the three and six months ended June 30, 2017, the Company expensed \$0 of interest from entity level borrowings. For the three and six months ended June 30, 2016, the Company expensed \$304 and \$512, respectively, of interest from entity level borrowings.

Additionally, when a project becomes inactive, its interest, real estate taxes and indirect production overhead costs are no longer capitalized but rather expensed in the period they are incurred. For the three and six months ended June 30, 2017, there were no inactive projects, therefore, no interest or real estate taxes were expensed. For the three and six months ended June 30, 2016, the Company expensed \$2 and \$10 of interest and real estate taxes related to inactive projects.

**5. EARNINGS (LOSS) PER SHARE**

The weighted average shares and share equivalents used to calculate basic and diluted earnings (loss) per share for the three and six months ended June 30, 2017 and 2016 are presented in the accompanying consolidated statements of operations. Restricted stock awards, stock options and warrants are included in the diluted earnings (loss) per share calculation using the treasury stock method and average market prices during the periods, unless their inclusion would be anti-dilutive.

As a result of the net income attributable to common stockholders for the three months ended June 30, 2017, approximately 23 restricted stock awards and 15 warrants were included in the computation of dilutive earnings per share. As a result of the net income attributable to common stockholders for the six months ended June 30, 2017, approximately 32 restricted stock awards and 20 warrants were included in the computation of dilutive earnings per share. For the three and six months ended June 30, 2016, there were no anti-dilutive shares, therefore, no shares were excluded from the computation of dilutive loss per share.

**6. SEGMENT DISCLOSURES**

We operate our business through three segments: Homebuilding, Multi-family, and Real Estate Services. We are currently focused on the Washington, D.C. area market.

In our Homebuilding segment, we develop properties with the intent to sell as fee-simple properties or condominiums to individual buyers or to private or institutional investors. Our for-sale products are designed to attract first-time, early move-up, and secondary move-up buyers. We focus on products that we are able to offer for sale in the middle price points within the markets where we operate, avoiding the very low-end and high-end products.



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In our Multi-family segment, we focus on projects ranging from approximately 75 to 200 units in locations that are supply constrained with demonstrated demand for stabilized assets. We seek opportunities in the multi-family rental market where our experience and core capabilities can be leveraged. We will either position the assets for sale when completed or operate the asset within our own portfolio as rental property. Operating the asset for our own account affords us the flexibility of converting the units to condominiums in the future.

In our Real Estate Services segment, we pursue projects in all aspects of real estate management, including strategic planning, land development, entitlement, property management, sales and marketing, workout and turnaround strategies, financing and general construction. We are able to provide a wide range of construction management and general contracting services to other property owners.

The following table includes the Company's three reportable segments of Homebuilding, Multi-family, and Real Estate Services. Each of these segments operates within the Company's single Washington, D.C. area reportable geographic segment.

|  | Homebuilding | Multi-family | Real Estate Services | Total     |
|--|--------------|--------------|----------------------|-----------|
| <b>Three Months Ended June 30, 2017</b>                  |              |              |                      |           |
| Gross revenue  | \$ 10,235    | \$           | \$ 285               | \$ 10,520 |
| Gross profit (loss)                                      | 1,014        |              | (11)                 | 1,003     |
| Net (loss) income  | (524)        |              | (11)                 | (535)     |
| Depreciation, amortization, and stock based compensation | 112          |              | 34                   | 146       |
| Interest expense   |              |              |                      |           |
| Total assets   | 55,590       |              | 233                  | 55,823    |
| <b>Three Months Ended June 30, 2016</b>                  |              |              |                      |           |
| Gross revenue  | \$ 9,699     | \$           | \$ 279               | \$ 9,978  |
| Gross profit (loss)                                      | 514          |              | 126                  | 640       |
| Net (loss) income  | (1,587)      |              | 126                  | (1,461)   |
| Depreciation, amortization, and stock based compensation | 66           |              | 2                    | 68        |
| Interest expense   | 304          |              |                      | 304       |
| Total assets   | 47,134       |              | 205                  | 47,339    |
| <b>Six Months Ended June 30, 2017</b>                    |              |              |                      |           |
| Gross revenue  | \$ 20,299    | \$           | \$ 489               | \$ 20,788 |
| Gross profit (loss)                                      | 1,977        |              | (31)                 | 1,946     |
| Net (loss) income  | (1,168)      |              | (31)                 | (1,199)   |
| Depreciation, amortization, and stock based compensation | 177          |              | 43                   | 220       |
| Interest expense   |              |              |                      |           |
| Total assets   | 55,590       |              | 233                  | 55,823    |
| <b>Six Months Ended June 30, 2016</b>                    |              |              |                      |           |
| Gross revenue  | \$ 19,222    | \$           | \$ 462               | \$ 19,684 |
| Gross profit (loss)                                      | 1,392        |              | 218                  | 1,610     |
| Net (loss) income  | (2,967)      |              | 218                  | (2,749)   |

|  |        |     |        |
|--|--------|-----|--------|
| Depreciation, amortization, and stock based compensation | 149    | 5   | 154    |
| Interest expense   | 517    |     | 517    |
| Total assets   | 47,134 | 205 | 47,339 |

The Company allocates sales, marketing and general and administrative expenses to the individual segments based upon specifically allocable costs.

## 7. INCOME TAX

For the three and six months ended June 30, 2017 the Company recognized income tax expense of \$0. For the three and six months ended June 30, 2016, the Company recognized income tax expense of \$32 and \$57, respectively, and the effective tax rate was (35%).

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The Company has not recorded any accruals related to uncertain tax positions as of June 30, 2017 and 2016. We file U.S. and state income tax returns in jurisdictions with varying statutes of limitations. The 2013 through 2015 tax years remain subject to examination by federal and most state tax authorities.

At June 30, 2017 and December 31, 2016, due to the uncertainties surrounding the realization of the deferred tax assets, the Company recorded a full valuation allowance.

The Company currently has approximately \$138 million in federal and state Net Operating Losses ( NOLs ), which based on current statutory tax rates, have potential fair value of approximately \$54 million in tax savings. If unused, these NOLs will begin expiring in 2027. Under Code Section 382 ( Section 382 ) rules, if a change of ownership is triggered, the Company s NOL assets and possibly certain other deferred tax assets may be impaired. We estimate that as of June 30, 2017, the cumulative shift in ownership of the Company s stock would not cause an impairment of our NOL asset. However, if an ownership change were to occur, the Section 382 limitation would not be expected to materially impact the Company s financial position or results of operations as of June 30, 2017, because of the Company s full valuation allowance on its net deferred tax assets.

## **8. COMMITMENTS AND CONTINGENCIES**

### ***Litigation***

Currently, we are not subject to any material legal proceedings. From time to time, however, we are named as a defendant in legal actions arising from our normal business activities. Although we cannot accurately predict the amount of our liability, if any, that could arise with respect to legal actions pending against us; we do not expect that any such liability will have a material adverse effect on our financial position, operating results and cash flows. We believe that we have obtained adequate insurance coverage, rights to indemnification, or where appropriate, have established appropriate reserves in connection with any such legal proceedings.

### ***Letters of credit, performance bonds and compensating balances***

The Company has commitments as a result of contracts with certain third parties, primarily local governmental authorities, to meet certain performance criteria outlined in such contracts. The Company is required to issue letters of credit and performance bonds to these third parties as a way of ensuring that the commitments entered into are met. These letters of credit and performance bonds issued in favor of the Company and/or its subsidiaries mature on a revolving basis, and if called into default, would be deemed material if assessed against the Company and/or its subsidiaries for the full amounts claimed. In some circumstances, we have negotiated with our lenders in connection with foreclosure agreements for the lender to assume certain liabilities with respect to the letters of credit and performance bonds. We cannot accurately predict the amount of any liability that could be imposed upon the Company with respect to maturing or defaulted letters of credit or performance bonds. At June 30, 2017 and 2016, the Company had \$1.1 million and \$1.9 million in outstanding letters of credit, respectively. At June 30, 2017 and 2016, the Company had \$4.0 million and \$4.3 million in outstanding performance bonds, respectively. No amounts have been drawn against the outstanding letters of credit or performance bonds.

We are required to maintain compensating balances in escrow accounts as collateral for certain letters of credit, which are funded upon settlement and release of units. The cash contained within these escrow accounts is subject to withdrawal and usage restrictions. As of June 30, 2017 and December 31, 2016, we had approximately \$0.9 million and \$0.8 million, respectively, in these escrow accounts, which are included in Restricted cash in the accompanying consolidated balance sheets.



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The Company leases its corporate headquarters from an affiliated entity that is wholly-owned by our Chief Executive Officer. Future minimum lease payments under this lease are as follows:

|              |               |
|--------------|---------------|
| 2017         | \$ 105        |
| 2018         | 160           |
| <b>Total</b> | <b>\$ 265</b> |

For the three months ended June 30, 2017 and 2016, total payments made under this lease agreement were \$52 and \$81, respectively. For the six months ended June 30, 2017 and 2016, total payments made under this lease agreement were \$104 and \$162, respectively.

On February 23, 2009, Comstock Homes of Washington, L.C., a wholly-owned subsidiary of the Company, entered into a Services Agreement with Comstock Asset Management, L.C., an entity wholly-owned by our Chief Executive Officer, to provide services related to real estate development and improvements, including legal, accounting, marketing, information technology and other additional support services. For the three months ended June 30, 2017 and 2016, the Company billed Comstock Asset Management, L.C. \$285 and \$279, respectively, for services and out-of-pocket expenses. For the six months ended June 30, 2017 and 2016, Comstock Asset Management, L.C. was billed \$488 and \$462, respectively. Revenues from this arrangement are included within Revenue other in the accompanying consolidated statements of operations. As of June 30, 2017 and December 31, 2016, the Company was owed \$220 and \$132, respectively, under this contract, which is included in Trade receivables in the accompanying consolidated balance sheets.

On October 17, 2014, Comstock Growth Fund ( CGF ), an administrative entity managed by the Company, entered into a subscription agreement with Comstock Development Services, LC ( CDS ), an entity wholly-owned by our Chief Executive Officer, pursuant to which CDS purchased membership interests in CGF for a principal amount of \$10 million. Other purchasers who purchased interests in the private placement included members of the Company's management and board of directors and other third-party, accredited investors for an additional principal amount of \$6.2 million (the CGF Private Placement ).

Simultaneously, on October 17, 2014, the Company entered into an unsecured promissory note with CGF whereby CGF made a loan to the Company in the initial principal amount of \$10 million and a maximum capacity of up to \$20 million. On December 18, 2014, the loan agreement was amended and restated to provide for a maximum capacity of \$25 million. All of the other terms of the unsecured promissory note remained the same. The Company borrowed an additional principal loan amount of \$6.2 million under the amended and restated CGF promissory note bringing the total aggregate principal amount borrowed to \$16.2 million. The CGF loan has a three year term carrying a floating interest rate of LIBOR plus 9.75% with a 10% floor. The loan requires an annual principal repayment in the amount of 10% of the average outstanding balance and a monthly interest payment that will be made in arrears. Purchasers other than CDS who purchased membership interests in CGF received warrants that represent the right to purchase an amount of shares of our Class A common stock, depending upon the investment amount. As of June 30, 2017 and December 31, 2016, there were 76 warrants issued in connection with the CGF Private Placement outstanding, representing the right to purchase shares of our Class A common stock having an aggregate fair value of \$433, which was considered as a debt discount. The Company amortizes the debt discount over the three year term of the loan to interest expense. As of June 30, 2017, \$11.3 million was outstanding in principal and accrued interest, net

of discounts, on the CGF loan. For the three months ended June 30, 2017 and 2016, the Company made interest payments of \$0.4 million, on the CGF loan. For the six months ended June 30, 2017 and 2016, the Company made interest payments of \$0.8 million, on the CGF loan. During the three months ended June 30, 2017 and 2016, the Company made principal curtailment payments to CGF of \$1.5 million and \$1.6 million, respectively.

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On December 18, 2014, CGF entered into amended and restated subscription agreements with CDS, members of the Company's management and board of directors and the other third party accredited investors who participated in the CGF Private Placement (the Amended CGF Private Placement). Under the Amended CGF Private Placement, in addition to the warrants described above, the Company entered into a commitment to grant 226,857 shares of our Class A common stock to the purchasers in the Amended CGF Private Placement. On May 12, 2015, the Company issued 226,857 un-registered shares of its Class A common stock to the purchasers in the Amended CGF Private Placement. The Amended CGF Private Placement was closed for additional investments on May 15, 2015.

On December 29, 2015, the Company and Stonehenge Funding, L.C. ( Stonehenge ), an entity wholly owned by our Chief Executive Officer, entered into a Note Exchange and Subscription Agreement pursuant to which the note in the original principal amount of \$4.5 million issued to the Company by Stonehenge was cancelled in its entirety and exchanged for 772,210 shares of the Company's Series B Non-Convertible Preferred Stock, par value \$0.01 per share and a stated value of \$5.00 per share (the Series B Preferred Stock). The number of shares of Series B Preferred Stock received by Stonehenge in exchange for the note represented the principal amount outstanding plus accrued interest under the note as of December 29, 2015, which was \$3.9 million. The holders of Series B Preferred Stock earn dividends at a rate of 8.75% per annum accruing from the effective date of the Note Exchange and Subscription Agreement.

On March 22, 2017, the Company entered into a Share Exchange Agreement with the holders of the Company's Series B Preferred Stock pursuant to which the Company exchanged 772,210 shares of the Company's Series B Preferred Stock for 772,210 shares of the Company's newly created Series C Non-Convertible Preferred Stock, par value \$0.01 per share and a stated value of \$5.00 per share. The Series C Preferred Stock has a discretionary dividend feature, as opposed to the mandatory dividend feature in the Series B Preferred Stock. The Series B Preferred Stock, together with all accrued dividends earned through the conversion date, was retired upon re-acquisition and the fair value of the Series C Preferred Stock is recorded in Stockholders' equity in the accompanying consolidated balance sheets. The difference in fair value from the extinguishment of the Series B Preferred Stock and issuance of the Series C Preferred Stock of \$1,011 was recorded in Stockholders' equity in the accompanying consolidated balance sheets. For the three and six months ended June 30, 2016, 17,221 and 34,437 shares of the Series B Preferred Stock, respectively, with a liquidation value of \$86 and \$172, respectively, were paid in-kind as dividends, and are included in Stockholders' equity in the accompanying consolidated balance sheets. For the six months ended June 30, 2017, 15,663 shares of the Series B Preferred Stock with a liquidation value of \$78 were paid in-kind as dividends and are included in Stockholders' equity in the accompanying consolidated balance sheets.

On March 24, 2017, the Company entered into a share repurchase agreement with Investor Management, L.C., an entity owned by Gregory V. Benson, the former Chief Operating Officer of the Company, whereby the Company agreed to repurchase 193,052 shares of the Series C Preferred Stock held by Investor Management, L.C. for \$89. The Series C Preferred Stock acquisition closed on April 4, 2017, and the Series C Preferred Stock was retired.

On December 29, 2015, Comstock Growth Fund II, L.C. ( CGF II ), an administrative entity managed by the Company was created for the purpose of extending loans to the Company. CGF II entered into a subscription agreement with CDS pursuant to which CDS purchased membership interests in CGF II for an initial aggregate principal amount of \$5.0 million (the CGF II Private Placement).

Simultaneously, on December 29, 2015, the Company and CGF II entered into an unsecured revolving line of credit promissory note in the initial principal amount of \$5.0 million and a maximum amount available for borrowing of up to \$10.0 million with a two year term, which may be extended an additional year. The interest rate is 10% per annum, and interest payments will be accrued and paid in-kind monthly for the first year, and then paid current monthly in arrears beginning December 31, 2016. As of June 30, 2017 and December 31, 2016, \$3.4 million and \$3.3 million,

respectively, was outstanding in principal and accrued interest on the CGF II loan.

See Note 11 to the consolidated financial statements for a description of the Comstock VIII and Comstock X Private Placements and Note 13 to the consolidated financial statements for a description of the CGF Private Placement and the CGF II Private Placement.



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**Table of Contents****10. NOTE RECEIVABLE**

The Company originated a note receivable to a third party in the amount of \$180 in September 2014. This note has a maturity date of September 2, 2019 and is payable in monthly installments of principal and interest of \$3. This note bears a fixed interest rate of 6% per annum. As of June 30, 2017 and December 31, 2016, the outstanding balance of the note was \$85 and \$103, respectively, and is included within Other assets in the accompanying consolidated balance sheets. The interest income of \$2 for the three months ended June 30, 2017 and 2016, is included in Other income, net in the consolidated statements of operations. The interest income of \$3 and \$4 for the six months ended June 30, 2017 and 2016, respectively, is included in Other income, net in the consolidated statement of operations.

**11. VARIABLE INTEREST ENTITY**

Included within the Company's real estate inventories at June 30, 2017 and December 31, 2016 are several projects that are determined to be variable interest entities ( VIEs ). These entities have been established to own and operate real estate property and were deemed VIEs primarily based on the fact that the equity investment at risk is not sufficient to permit the entities to finance their activities without additional financial support. The Company determined that it was the primary beneficiary of these VIEs as a result of its majority voting and complete operational control of the entities.

On August 23, 2012, the Company formed New Hampshire Ave. Ventures, LLC, a joint venture of its subsidiary, Comstock Ventures XVI, L.C., and 6000 New Hampshire Avenue, LLC, for the purpose of acquiring, developing and constructing a 111-unit project (the NHA Project ) in Washington, D.C. The Company evaluated the joint venture and determined that the equity investment at risk is not sufficient to permit the entity to finance its activities without additional financial support. The Company determined that it was the primary beneficiary of the VIE as a result of its complete operational control of the activities that most significantly impact the economic performance and obligation to absorb losses, or receive benefits. The Company contributed its ownership interest in Comstock Ventures XVI, L.C. to Comstock Investors VII, L.C. ( Comstock VII ) on March 13, 2013. During the six months ended June 30, 2016, New Hampshire Ave. Ventures, LLC distributed \$1.9 million to its non-controlling interest member, 6000 New Hampshire Avenue, LLC. No such distributions were made during the three and six months ended June 30, 2017.

In December 2013, Comstock Investors VIII, L.C. ( Comstock VIII ) entered into subscription agreements with certain accredited investors ( Comstock VIII Class B Members ), pursuant to which Comstock VIII Class B Members purchased membership interests in Comstock VIII for an aggregate amount of \$4.0 million (the Comstock VIII Private Placement ). In connection with the Comstock VIII Private Placement, the Company issued 15 warrants for the purchase of shares of the Company's Class A common stock to the non-affiliated accredited investors, having an aggregate fair value of \$131. Comstock VIII Class B Members included unrelated third-party accredited investors along with members of the Company's board of directors and the Company's former Chief Operating Officer and the former Chief Financial Officer. The Comstock VIII Class B Members are entitled to a cumulative, preferred return of 20% per annum, compounded annually on their capital account balances. The Company has the right to repurchase the interests of the Comstock VIII Class B Members at any time, provided that (i) all of the Comstock VIII Class B Members' interests are acquired, (ii) the purchase is made in cash and (iii) the purchase price equals the Comstock VIII Class B Members' capital accounts plus an amount necessary to cause the preferred return to equal a cumulative cash on cash return equal to 20% per annum. The proceeds from the Comstock VIII Private Placement have been used for the construction of the following projects: The Townes at HallCrest in Sterling, Virginia consisting of 42 townhome units, and Townes at Maxwell Square Condominium in Frederick, Maryland consisting of 45 townhome condominium units (collectively, the Investor VIII Projects ). Proceeds of the Comstock VIII Private Placement were utilized to provide capital needed to complete the Investor VIII Projects in conjunction with project financing for the Investor VIII Projects, to reimburse the Company for prior expenditures incurred on behalf of the Investor VIII Projects, and for general corporate purposes of the Company. The Company evaluated Comstock VIII and determined

that the equity investment at risk is not sufficient to permit the entity to finance its activities without additional financial support and the Company was the primary beneficiary as a result of its complete operational control of the activities that most significantly impact the economic performance and its obligation to absorb losses, or receive benefits accordingly, the Company consolidates this entity. In January 2017, the Company fully redeemed the remaining equity interest of Class B Members in Comstock VIII after paying \$1.9 million in distributions. During the six months ended June 30, 2016, the Company paid distributions in the amount of \$0.8 million to its non-controlling interest member.

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In June 2015, Comstock Investors IX, L.C. ( Comstock IX ) entered into subscription agreements with third-party accredited investors ( Comstock IX Class B Members ), pursuant to which Comstock IX Class B Members purchased membership interests in Comstock IX for an aggregate amount of \$2.5 million (the Comstock IX Private Placement ). The Comstock IX Class B Members are entitled to a cumulative, preferred return of 20% per annum, compounded annually on their capital account balances. The Company has the right to repurchase the interests of the Comstock IX Class B Members at any time, provided that (i) all of the Comstock IX Class B Members interests are acquired, (ii) the purchase is made in cash and (iii) the purchase price equals the Comstock IX Class B Members capital accounts plus any amount necessary to cause the preferred return to equal a cumulative cash on cash return equal to 20% per annum. The proceeds from the Comstock IX Private Placement have been utilized (A) for the current construction of the Marrwood East project of 35 single family homes in Loudoun County Virginia, (B) to reimburse the Company for prior expenditures incurred on behalf of the Marrwood East project and (C) for general corporate purposes of the Company. The Company evaluated Comstock IX and determined that the equity investment at risk is not sufficient to permit the entity to finance its activities without additional financial support and the Company was the primary beneficiary as a result of its complete operational control of the activities that most significantly impact the economic performance and its obligation to absorb losses or receive benefits. Accordingly, the Company consolidates this entity. No distributions have been paid to the Comstock IX Class B Members to date.

In August 2016, Comstock Investors X, L.C. ( Comstock X ) entered into a subscription agreement with an accredited investor ( Comstock X Class B Member ), pursuant to which the Comstock X Class B Member purchased membership interests in Comstock X for an initial amount of \$5.0 million, which is part of an aggregate capital raise of \$14.5 million (the Comstock X Private Placement ). The Comstock X Class B Member is Comstock Development Services, LC ( CDS ), an entity wholly owned by Christopher Clemente, our Chief Executive Officer. In October 2016, the Comstock X Class B Member purchased additional interests in the Comstock X Private Placement in an amount of \$9.5 million resulting in an aggregate subscription amount of \$14.5 million. In connection with the Comstock X Private Placement, the Company issued a total of 150 warrants for the purchase of shares of the Company s Class A common stock, having an aggregate fair value of \$258. The Comstock X Member is entitled to a cumulative, preferred return of 6% per annum, compounded annually on the capital account balance. The Company has the right to repurchase the interest of the Comstock X Class B Member at any time, provided that (i) all of the Comstock X Class B Members interest is acquired, (ii) the purchase is made in cash and (iii) the purchase price equals the Comstock X Class B Members capital account plus accrued priority return. Proceeds of the Comstock X Private Placement are being utilized (A) to provide capital needed to complete the projects known as The Townes at Totten Mews, consisting of 40 townhomes in Washington, D.C., and The Towns at 1333, consisting of 18 townhomes in the City of Alexandria, Virginia (collectively, the Investor X Projects ), (B) to reimburse the Company for prior expenditures incurred on behalf of the Investor X Projects, and (C) for general corporate purposes of the Company. The Company evaluated Comstock X and determined that the equity investment at risk is not sufficient to permit the entity to finance its activities without additional financial support and the Company was the primary beneficiary of the VIE as a result of its complete operational control of the activities that most significantly impact the economic performance and its obligation to absorb losses, or receive benefits. Accordingly, the Company consolidates this entity. On June 14, 2017, the Comstock X Private Placement was amended to provide for the first \$1.0 million of profit earned to be allocated first to the Company. During the six months ended June 30, 2017, the Company paid distributions of \$1.0 million to its non-controlling interest member. No distributions were made in 2016.

The distributions to and contributions from the VIEs discussed above are included within the Non-controlling interest in the consolidated balance sheets for the periods presented.

At June 30, 2017 and December 31, 2016, total assets of these VIEs were approximately \$34.6 million and \$38.1 million, respectively, and total liabilities were approximately \$19.7 million and \$18.5 million, respectively. The classification of these assets is primarily within Real estate inventories and the classification of liabilities are primarily

within Accounts payable and accrued liabilities and Notes payable secured by real estate inventories in the accompanying consolidated balance sheets.

## **12. UNCONSOLIDATED JOINT VENTURE**

The Company accounts for its interest in its title insurance joint venture using the equity method of accounting and periodically adjusts the carrying value for its proportionate share of earnings, losses and distributions. The carrying value of the investment is included within Other assets in the accompanying consolidated balance sheets and our proportionate share of the earnings from the investment are included in Other income, net in the accompanying consolidated statements of operations for the periods presented. Our share of the earnings for the three and sixth months ended June 30, 2017, are \$6 and \$24, respectively. During the three and six months ended June 30, 2016, our share of earnings from this joint venture was \$8 and \$16, respectively. During the six months ended June 30 2017 and 2016, the Company collected total distributions of \$54 and \$66, respectively, as a return on investment.

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Summarized financial information for the unconsolidated joint venture is as follows:

|  | Three Months Ended June 30, 2017 |       | Six Months Ended June 30, 2016 |       |
|--|----------------------------------|-------|--------------------------------|-------|
|  | 2017                             | 2016  | 2017                           | 2016  |
| <b>Statement of Operations:</b>                      |                                  |       |                                |       |
| Total net revenue                                    | \$ 41                            | \$ 45 | \$ 107                         | \$ 90 |
| Total expenses                                       | 30                               | 29    | 60                             | 58    |
| Net income   | \$ 11                            | \$ 16 | \$ 47                          | \$ 32 |
| Comstock Holding Companies, Inc. share of net income | \$ 6                             | \$ 8  | \$ 24                          | \$ 16 |

**13. CREDIT FACILITIES**

Notes payable consisted of the following:

|  | June 30,<br>2017 | December 31,<br>2016 |
|--|------------------|----------------------|
| Construction revolvers   | \$ 7,367         | \$ 6,429             |
| Development and acquisition notes  | 16,033           | 16,278               |
| Mezzanine notes  | 1,458            | 1,424                |
| Line of credit   | 2,141            | 2,929                |
| Total secured notes  | 26,999           | 27,060               |
| Deferred financing charges, net of amortization  | (116)            | (133)                |
| Net secured notes  | 26,883           | 26,927               |
| Unsecured financing, net of unamortized deferred financing charges of \$88 and \$121   | 850              | 911                  |
| Notes payable, unsecured, net of \$1.9 million and \$2.1 million discount and unamortized deferred financing charges, respectively | 14,757           | 15,866               |
| Total notes payable  | \$ 42,490        | \$ 43,704            |

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As of June 30, 2017, maturities and/or curtailment obligations of all borrowings are as follows:

|              |                  |
|--------------|------------------|
| 2017         | \$ 32,620        |
| 2018         | 5,838            |
| 2019         | 3,913            |
| 2020         | 119              |
| <b>Total</b> | <b>\$ 42,490</b> |

As of June 30, 2017, the Company had \$32.6 million of its credit facilities and project related loans scheduled to mature during the remainder of 2017, and we are in active discussions with our lenders seeking long-term extensions.

***Construction, development and mezzanine debt secured***

The Company enters into secured acquisition and development loan agreements from time to time to purchase and develop land parcels. In addition, the Company enters into secured construction loan agreements for the construction of its real estate inventories. The loans are repaid with proceeds from home closings based upon a specific release price, as defined in each respective loan agreement.

As of June 30, 2017 and December 31, 2016, the Company had secured construction revolving credit facilities with a maximum loan commitment of \$23.5 million and \$26.6 million, respectively. The Company may borrow under these facilities to fund its home building activities. The amount the Company may borrow is subject to applicable borrowing base provisions and the number of units under construction, which may also limit the amount available or outstanding under the facilities. The facilities are secured by deeds of trust on the real property and improvements thereon, and the borrowings are repaid with the net proceeds from the closings of homes sold, subject to a minimum release price. As of June 30, 2017 and December 31, 2016, the Company had approximately \$16.2 million and \$20.2 million, respectively, of unused construction loan commitments. The Company had \$7.4 million and \$6.4 million of outstanding construction borrowings as of June 30, 2017 and December 31, 2016, respectively. Interest rates charged under these facilities include the London Interbank Offered Rate ( LIBOR ) and prime rate pricing options, subject to minimum interest rate floors. At June 30, 2017 and December 31, 2016, the weighted average interest rate on the Company's outstanding construction revolving facilities was 4.8% and 4.6% per annum, respectively. The construction credit facilities have maturity dates ranging from July 2017 to March 2019, including extensions subject to the Company meeting certain conditions. Subsequent to June 30, 2017, \$2.2 million of the outstanding construction revolving credit facilities matured in July 2017 and therefore, the Company secured an extension for this borrowing. See Note 16 for further discussion on the extension.

As of June 30, 2017 and December 31, 2016, the Company had approximately \$24.3 million and \$27.8 million, respectively, of aggregate acquisition and development maximum loan commitments of which \$16.0 million and \$16.3 million, respectively, were outstanding. These loans have maturity dates ranging from July 2017 to March 2019, including extensions subject to certain conditions, and bear interest at a rate based on LIBOR and prime rate pricing options, with interest rate floors ranging from 4.5% to 5.5% per annum. As of June 30, 2017 and December 31, 2016, the weighted average interest rate was 5.4% and 5.2% per annum, respectively. Subsequent to June 30, 2017, \$4.3 million of the outstanding acquisition and development facilities matured in July 2017 and therefore, the Company secured an extension for this borrowing. See Note 16 for further discussion on the extension.

As of June 30, 2017, the Company had one mezzanine loan that is being used to finance the development of the Momentum | Shady Grove project. The maximum principal commitment amount of this loan was \$1.1 million, of which \$1.5 million of principal and accrued interest was outstanding at June 30, 2017 and December 31, 2016. This financing carries an annual interest rate of 12% of which 6% is paid on a monthly basis with the remaining 6% being accrued and paid at maturity. This financing has a maturity date of December 31, 2017 and is guaranteed by the Company and our Chief Executive Officer.

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**Table of Contents*****Line of credit    secured***

At June 30, 2017 and December 31, 2016, the Company had a secured revolving line of credit with a maximum capacity of \$3.0 million, of which \$2.1 million and \$2.9 million, respectively, were outstanding at June 30, 2017 and December 31, 2016. This line of credit is secured by the first priority security interest in the Company's wholly owned subsidiaries in the Washington, D.C. metropolitan area and guaranteed by our Chief Executive Officer. The Company uses this line of credit to finance the predevelopment related expenses and deposits for current and future projects and bears a variable interest rate tied to a one-month LIBOR plus 3.25% per annum, with an interest rate floor of 5.0%. This line of credit calls for the Company to adhere to financial covenants, as defined in the loan agreement such as, minimum net worth and minimum liquidity, measured quarterly and minimum EBITDA measured on an annual basis and matures on December 31, 2017. The Company obtained a waiver from the financial institution for not meeting the minimum liquidity measure as of June 30, 2017, but was in compliance with the minimum net worth requirement as dictated by the line of credit agreement as of June 30, 2017.

***Unsecured financing***

As of June 30, 2017 and December 31, 2016, the Company had \$0.8 million in outstanding balances under a 10-year unsecured note with a bank. Interest is charged on this financing on an annual basis at the Overnight LIBOR rate plus 2.2%. At June 30, 2017 and December 31, 2016, the interest rate was 3.4% and 2.9% per annum, respectively. The maturity date of this financing is December 28, 2018. The Company is required to make monthly principal and interest payments through maturity.

As of June 30, 2017, the Company had one unsecured seller-financed promissory note with an outstanding balance of \$0.1 million. This financing carries an annual interest rate of the prime rate plus 5%. This financing has a maturity date of February 27, 2020, and is guaranteed by our Chief Executive Officer. As of June 30, 2017, the interest rate was 9.3%.

***Notes payable to affiliate    unsecured*****Comstock Growth Fund**

On October 17, 2014, CGF entered into a subscription agreement with CDS, pursuant to which CDS purchased membership interests in CGF for a principal amount of \$10.0 million (the "CGF Private Placement"). Other investors who subsequently purchased interests in the CGF Private Placement included members of the Company's management and board of directors and other third party accredited investors for an additional principal amount of \$6.2 million.

On October 17, 2014, the Company entered into an unsecured promissory note with CGF whereby CGF made a loan to the Company in the initial principal amount of \$10.0 million and a maximum amount available for borrowing of up to \$20.0 million with a three year term (the "Original Promissory Note"). On December 18, 2014, the loan agreement was amended and restated to provide for a maximum capacity of \$25 million. The loan bears interest at a floating rate based on the 30 day LIBOR plus 9.75% per annum with a 10% floor per annum. Interest payments will be made monthly in arrears. There is a principal curtailment requirement of 10% annually based on the average outstanding balance for the prior year. The loan will be used by the Company (i) to finance the Company's current and future development pipeline, (ii) to repay all or a portion of the Company's prior private placements, (iii) to repay all or a portion of the Company's project mezzanine loans, and (iv) for general corporate purposes. The Company is the administrative manager of CGF but does not own any membership interests. The Company had approximately \$11.3 million of outstanding borrowings under the CGF loan, net of discounts, as of June 30, 2017 and December 31, 2016. As of June 30, 2017 and December 31, 2016, the interest rate was 10.8% and 10.4% per annum, respectively.



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For the three months ended June 30, 2017 and 2016, the Company made interest payments of \$0.4 million. For the six months ended June 30, 2017 and 2016, the Company made interest payments of \$0.8 million. During the three months ended June 30, 2017 and 2016, the Company made principal payments to CGF of \$1.5 million and \$1.6 million, respectively.

**Table of Contents****Comstock Growth Fund II**

On December 29, 2015, the Company entered into a revolving line of credit promissory note with CGF II whereby CGF II made a loan to the Company in the initial principal amount of \$5.0 million and a maximum amount available for borrowing of up to \$10.0 million with a two year term, which may be extended an additional year. The interest rate is 10% per annum, and interest payments will be accrued and paid in kind monthly for the first year, and then paid current monthly in arrears beginning December 31, 2016. The funds obtained from the loan are being used by the Company (i) to capitalize the Company's current and future development pipeline, (ii) to repay all or a portion of the Company's prior private placements, and (iii) for general corporate purposes. As of June 30, 2017 and December 31, 2016, \$3.4 million and \$3.3 million, respectively, was outstanding in principal and accrued interest under the CGF II loan.

**14. FAIR VALUE DISCLOSURES**

The carrying amounts reported in the consolidated balance sheets for cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities are reasonable estimates of their fair values based on their short maturities. The fair value of fixed and floating rate debt is based on unobservable market rates (Level 3 inputs).

The fair value of the fixed and floating rate debt was estimated using a discounted cash flow analysis on the blended borrower rates currently available to the Company for loans with similar terms. The following table summarizes the carrying amount and the corresponding fair value of fixed and floating rate debt:

|                 | <b>June 30,<br/>2017</b> | <b>December 31,<br/>2016</b> |
|-----------------|--------------------------|------------------------------|
| Carrying amount | \$ 42,490                | \$ 43,704                    |
| Fair value      | \$ 42,187                | \$ 44,986                    |

Fair value estimates are made at a specific point in time, based on relevant market information about the financial instruments. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

The Company may also value its non-financial assets and liabilities, including items such as real estate inventories and long lived assets, at fair value on a non-recurring basis if it is determined that impairment has occurred. Such fair value measurements use significant unobservable inputs and are classified as Level 3.

**15. RESTRICTED STOCK, STOCK OPTIONS AND OTHER STOCK PLANS**

During the three months ended June 30, 2017, the Company issued 45 thousand restricted stock awards. During the six months ended June 30, 2017, the Company issued 157 thousand stock options and 245 thousand restricted stock awards to employees. No stock options or restricted stock awards were issued during the three and six months ended June 30, 2016.

Stock-based compensation expense associated with restricted stock and stock options is recognized based on the fair value of the award over its vesting period. The following table reflects the consolidated balance sheets and statements of operations line items for stock-based compensation for the periods presented:

|   | <b>Three Months Ended</b> |             | <b>Six Months Ended</b> |             |
|---|---------------------------|-------------|-------------------------|-------------|
|   | <b>June 30,</b>           |             | <b>June 30,</b>         |             |
|   | <b>2017</b>               | <b>2016</b> | <b>2017</b>             | <b>2016</b> |
| Real estate inventories - Assets                              | \$ 19                     | \$ 4        | \$ 24                   | \$ 9        |
| General and administrative and Cost of sales other - Expenses | 90                        | 15          | 122                     | 41          |
|   | \$ 109                    | \$ 19       | \$ 146                  | \$ 50       |

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Under net settlement procedures currently applicable to our outstanding restricted stock awards for employees, upon each settlement date and election by the employees, restricted stock awards are withheld to cover the required withholding tax, which is based on the value of the restricted stock award on the settlement date as determined by the closing price of our Class A common stock on the trading day immediately preceding the applicable settlement date. The remaining amounts are delivered to the recipient as shares of our Class A common stock.

As of June 30, 2017, the weighted-average remaining contractual term of unexercised stock options was 7 years. As of June 30, 2017 and December 31, 2016, there was \$0.7 million and \$0.1 million, respectively, of unrecognized compensation cost related to stock grants.

**16. SUBSEQUENT EVENTS**

In July 2017, JK Environmental Services, LLC, ( JK ) an entity wholly owned by CDS Capital Management, L.C., a subsidiary of Comstock, purchased all of the business assets of Monridge Environmental, LLC for \$2 million. JK has its principal office located in Conshohocken, Pennsylvania, and operates in Maryland, Pennsylvania, New Jersey, and Delaware. JK operates as an environmental services company, providing consulting, remediation, and other environmental services.

In July 2017, the Company extended its revolving construction and acquisition loan related to The Towns at 1333 project. This loan had an initial maturity date of July 15, 2017 and the extension provides for a maturity date of January 15, 2018. As of June 30, 2017, the Company had \$6.4 million in outstanding borrowings under this revolving credit facility.

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**COMSTOCK HOLDING COMPANIES, INC. AND SUBSIDIARIES**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND  
RESULTS OF OPERATIONS**

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes appearing elsewhere in this report. This discussion and analysis contains forward-looking statements that involve risks and uncertainties. Please see

Cautionary Notes Regarding Forward-looking Statements for more information. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors including, but not limited to, those discussed below and elsewhere in this report, particularly under the headings Cautionary Notes Regarding Forward-looking Statements. References to dollar amounts are in thousands except per share data, or as otherwise noted.

***Cautionary Notes Regarding Forward-looking Statements***

This report includes forward-looking statements that are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by the use of words such as anticipate, believe, estimate, may, likely, intend, expect, will, should, seeks or other similar expressions. Forward-looking statements are based largely on our expectations and involve inherent risks and uncertainties, many of which are beyond our control. You should not place undue reliance on any forward-looking statement, which speaks only as of the date made. Some factors which may affect the accuracy of the forward-looking statements apply generally to the real estate industry, while other factors apply specifically to us. Any number of important factors could cause actual results to differ materially from those in the forward-looking statements including, without limitation: general economic and market conditions, including interest rate levels; our ability to service our debt; inherent risks in investment in real estate; our ability to compete in the markets in which we operate; economic risks in the markets in which we operate, including actions related to government spending; delays in governmental approvals and/or land development activity at our projects; regulatory actions; our ability to maintain compliance with stock market listing rules and standards; fluctuations in operating results; our anticipated growth strategies; shortages and increased costs of labor or building materials; the availability and cost of land in desirable areas; natural disasters; our ability to raise debt and equity capital and grow our operations on a profitable basis; and our continuing relationships with affiliates. Additional information concerning these and other important risk and uncertainties can be found under the heading Risk Factors in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016. Our actual results could differ materially from those projected or suggested by the forward-looking statements. The Company undertakes no obligation to update publicly or revise any forward-looking statements in light of new information or future events, except as required by law.

**Overview**

We are a multi-faceted real estate development and services company. We have substantial experience with building a diverse range of products, including multi-family homes, single-family homes, townhouses, mid-rise condominiums, high-rise multi-family condominiums and mixed-use (residential and commercial) developments. We operate our business through three segments: Homebuilding, Multi-family, and Real Estate Services as further discussed in Note 6

to the consolidated financial statements. We are currently focused in the Washington, D.C. metropolitan area, which is the sixth largest metropolitan statistical area in the United States.

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We are currently operating, or developing in multiple counties throughout the Washington, D.C. area market. The following table summarizes certain information for our owned or controlled communities as of June 30, 2017:

**Pipeline Report as of June 30, 2017**

| Project                            | State | Product Type (1) | Estimated Units at Completion | Units Settled | Backlog (8) | Units Owned | Units Under Control (2) | Total Units Owned, Unsettled and Under Control | Average New Order Revenue Per Unit to Date |
|------------------------------------|-------|------------------|-------------------------------|---------------|-------------|-------------|-------------------------|--|--|
| City Homes at the Hampshires       | DC    | SF               | 38                            | 38            |             |             |                         |  | \$ 747                                     |
| Townes at the Hampshires (3)       | DC    | TH               | 73                            | 73            |             |             |                         |  | \$ 551                                     |
| Estates at Falls Grove             | VA    | SF               | 19                            | 19            |             |             |                         |  | \$ 545                                     |
| Townes at Falls Grove              | VA    | TH               | 110                           | 103           | 7           |             |                         | 7  | \$ 304                                     |
| Townes at Shady Grove Metro        | MD    | TH               | 36                            | 27            |             | 9           |                         | 9  | \$ 583                                     |
| Townes at Shady Grove Metro (4)    | MD    | SF               | 3                             | 3             |             |             |                         |  | \$   |
| Momentum   Shady Grove Metro (5)   | MD    | Condo            | 110                           |               |             | 110         |                         | 110  | \$   |
| Estates at Emerald Farms           | MD    | SF               | 84                            | 83            | 1           |             |                         | 1  | \$ 426                                     |
| Townes at Maxwell Square           | MD    | TH               | 45                            | 45            |             |             |                         |  | \$ 421                                     |
| Townes at Hallcrest                | VA    | TH               | 42                            | 42            |             |             |                         |  | \$ 465                                     |
| Estates at Leeland                 | VA    | SF               | 24                            | 10            | 4           | 10          |                         | 14   | \$ 447                                     |
| Villas   Preserve at Two Rivers 28 | MD    | TH               | 6                             | 6             |             |             |                         |  | \$ 458                                     |
| Villas   Preserve at Two Rivers 32 | MD    | TH               | 10                            | 10            |             |             |                         |  | \$ 504                                     |
| Marrwood East (7)                  | VA    | SF               | 35                            | 5             | 20          | 10          |                         | 30   | \$ 644                                     |
| Townes at Totten Mews (6)          | DC    | TH               | 40                            |               | 3           | 37          |                         | 40   | \$ 635                                     |
| The Towns at 1333                  | VA    | TH               | 18                            | 1             |             | 17          |                         | 17   | \$ 995                                     |
| The Woods at Spring Ridge          | MD    | SF               | 21                            |               | 4           | 17          |                         | 21   | \$ 658                                     |
| Solomons Choice                    | MD    | SF               | 56                            |               |             | 56          |                         | 56   | \$   |
| Townes at Richmond Station         | VA    | TH               | 104                           |               |             |             | 104                     | 104  | \$   |
| Condominiums at Richmond Station   | VA    | MF               | 54                            |               |             |             | 54                      | 54   | \$   |
| <b>Total</b>                       |       |                  | <b>928</b>                    | <b>465</b>    | <b>39</b>   | <b>266</b>  | <b>158</b>              | <b>463</b>                                     |  |

(1) SF means single family home, TH means townhouse, Condo means condominium, MF means multi-family.

(2) Under land option purchase contract, not owned.

(3) 3 of these units are subject to statutory affordable dwelling unit program.

- (4) Units are subject to statutory moderately priced dwelling unit program; not considered a separate community.
- (5) 16 of these units are subject to statutory moderately priced dwelling unit program.
- (6) 5 of these units are subject to statutory affordable dwelling unit program.
- (7) 1 of these units is subject to statutory affordable dwelling unit program.
- (8) Backlog means we have an executed order with a buyer but the settlement did not occur prior to report date.



**Table of Contents****Results of Operations****Three and six months ended June 30, 2017 compared to three and six months ended June 30, 2016***Settlements, orders, cancellations and backlog*

The following table summarizes certain information related to new orders, settlements, and backlog for the three and six month periods ended June 30, 2017 and 2016:

|                               | Three Months Ended June 30, |           | Six Months Ended June 30, |           |
|-------------------------------|-----------------------------|-----------|---------------------------|-----------|
|                               | 2017                        | 2016      | 2017                      | 2016      |
| Gross new orders              | 23                          | 34        | 62                        | 72        |
| Cancellations                 | 5                           | 1         | 10                        | 4         |
| Net new orders                | 18                          | 33        | 52                        | 68        |
| Gross new order revenue       | \$ 10,980                   | \$ 15,353 | \$ 30,537                 | \$ 31,441 |
| Cancellation revenue          | \$ 2,555                    | \$ 407    | \$ 5,068                  | \$ 1,563  |
| Net new order revenue         | \$ 8,425                    | \$ 14,946 | \$ 25,469                 | \$ 29,878 |
| Average gross new order price | \$ 477                      | \$ 452    | \$ 493                    | \$ 437    |
| Settlements                   | 23                          | 21        | 48                        | 43        |
| Revenue homebuilding          | \$ 10,235                   | \$ 9,699  | \$ 20,299                 | \$ 19,222 |
| Average settlement price      | \$ 445                      | \$ 462    | \$ 423                    | \$ 447    |
| Backlog units                 | 39                          | 50        | 39                        | 50        |
| Backlog revenue               | \$ 22,378                   | \$ 21,514 | \$ 22,378                 | \$ 21,514 |
| Average backlog price         | \$ 574                      | \$ 430    | \$ 574                    | \$ 430    |

*Revenue homebuilding*

Revenue from homebuilding increased by \$0.5 million to \$10.2 million for the three months ended June 30, 2017 as compared to \$9.7 million for the three months ended June 30, 2016. Revenue from homebuilding increased by \$1.1 million to \$20.3 million for the six months ended June 30, 2017 as compared to \$19.2 million for the six months ended June 30, 2016. For the three months ended June 30, 2017, the Company settled 23 units (12 units at Falls Grove, 1 unit at Emerald Farm, 3 units at Marrwood, 4 units at Leeland, 2 units at Two Rivers and 1 unit at The Towns at 1333), as compared to 21 units (1 unit at The Hampshires, 5 units at Falls Grove, 3 units at Maxwell Square, 3 units at Two Rivers, 7 units at Hallcrest, and 2 units at the Estates at Leeland) for the three months ended June 30, 2016. For the six months ended June 30, 2017, the Company settled 48 units (24 units at Falls Grove, 6 units at Hallcrest, 5 units at Emerald Farm, 4 unit at Marrwood, 5 units at Leeland, 1 unit at Shady Grove, 2 units at Two Rivers, and 1 unit at The Towns at 1333), as compared to 43 units (4 units at The Hampshires, 10 units at Falls Grove, 9 units at Maxwell Square, 7 units at Two Rivers, 11 units at Hallcrest, and 2 units at the Estates at Leeland) for the six months ended June 30, 2016. Our homebuilding gross margin percentage for the six months ended June 30, 2017 increased by 2.5% to 9.7%, as compared to 7.2% for the six months ended June 30, 2016. Our homebuilding gross margin percentage for the three months ended June 30, 2017 increased by 4.4% to 9.9%, as compared to 5.2% for the three months ended June 30, 2016. The increase noted in gross margins was mainly the result of the continued effort by the Company to reduce construction and other related costs.

Backlog, which reflects revenue from sales contracts the Company entered into with homebuyers for future delivery, increased by \$0.9 million to \$22.4 million as of June 30, 2017, as compared to \$21.5 million as of June 30, 2016.

Gross new order revenue, consisting of revenue from all units sold, for the three months ended June 30, 2017 was \$11.0 million on 23 units as compared to \$15.4 million on 34 units for the three months ended June 30, 2016. Gross new order revenue, consisting of revenue from all units sold, for the six months ended June 30, 2017 was \$30.5 million on 62 units as compared to \$31.4 million on 72 units for the six months ended June 30, 2016. Net new order revenue, representing revenue for all units sold less cancellations, for the three months ended June 30, 2017 was \$8.4 million on 18 units as compared to \$14.9 million on 33 units for the three months ended June 30, 2016. Net new order revenue, representing revenue for all units sold less cancellations, for the six months ended June 30, 2017 was \$25.5 million on 52 units as compared to \$29.9 million on 68 units for the six months ended June 30, 2016. The decreases are attributable to the number and mix of homes sold.

*Cost of sales homebuilding*

Cost of sales homebuilding increased by \$0.5 million to \$18.3 million during the six months ended June 30, 2017, as compared to \$17.8 million during the six months ended June 30, 2016. The increase noted was primarily attributable to the number of units settled and the mix of homes settled during the three and six months ended June 30, 2017.

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### *Cost of sales other*

Cost of sales other increased by \$0.1 million to \$0.3 million during the three months ended June 30, 2017, as compared to \$0.2 million during the three months ended June 30, 2016. Cost of sales other increased by \$0.3 million to \$0.5 million during the six months ended June 30, 2017, as compared to \$0.2 million during the six months ended June 30, 2016. The increase primarily relates to our new initiatives within our real estate services segment to expand our footprint in the real estate consulting and environmental study fields.

### *Sales and marketing*

Selling and marketing expenses for the three months ended June 30, 2017 decreased by \$0.1 million to \$0.3 million, as compared to \$0.4 million for the three months ended June 30, 2016. Selling and marketing expenses for the six months ended June 30, 2017 decreased by \$0.2 million to \$0.7 million, as compared to \$0.9 million for the six months ended June 30, 2016. The decrease is attributable to continued benefit from the cost saving measures.

### *General and administrative*

General and administrative expenses for the three months ended June 30, 2017 decreased by \$0.2 million to \$1.2 million, as compared to \$1.4 million for the three months ended June 30, 2016. General and administrative expenses for the six months ended June 30, 2017 decreased by \$0.4 million to \$2.5 million, as compared to \$2.9 million for the six months ended June 30, 2016. The decrease is attributable to attrition in employee head count and general overhead cost saving measures.

### *Income taxes*

There were no income tax expenses for the three and six months ended June 30, 2017. For the three and six months ended June 30, 2016, the Company recognized income tax expense of \$32 and \$57, respectively, and as of June 30, 2016, the effective tax rate was (35%).

### ***Liquidity and Capital Resources***

We require capital to operate, to post deposits on new potential acquisitions, to purchase and develop land, to construct homes, to fund related carrying costs and overhead and to fund various advertising and marketing programs to generate sales. These expenditures include payroll, community engineering, entitlement, architecture, advertising, utilities and interest as well as the construction costs of our homes. Our sources of capital include, and we believe will continue to include, private equity and debt placements (which has included significant participation from Company insiders), funds derived from various secured and unsecured borrowings to finance acquisition, development and construction on acquired land, cash flow from operations, which includes the sale and delivery of constructed homes, finished and raw building lots and the potential sale of public debt and equity securities. The Company is involved in ongoing discussions with lenders and equity sources in an effort to provide additional growth capital to fund various new business opportunities. See Note 13 in the accompanying consolidated financial statements for more details on our credit facilities and Note 11 in the accompanying consolidated financial statements for details on private placement offerings.

We have outstanding borrowings with various financial institutions and other lenders that have been used to finance the acquisition, development and construction of real estate projects. The Company has generally financed its development and construction activities on a single or multiple project basis so it is not uncommon for each of our projects or collection of our projects to have a separate credit facility. Accordingly, the Company typically has had

numerous credit facilities and lenders.

As of June 30, 2017, \$32.6 million of the Company's outstanding credit facilities and project related loans mature at various periods through the end of 2017. We are in active discussions with our lenders seeking long term extensions and modifications to these loans. These debt instruments impose certain restrictions on our operations, including speculative unit construction limitations, curtailment obligations, and financial covenant compliance. If we fail to comply with any of these restrictions, an event of default could occur. Additionally, events of default could occur if we fail to make required debt service payments or if we fail to come to agreement on an extension on a certain facility prior to a given loan's maturity date. Any event of default would likely render the obligations under these instruments due and payable as of that event. Any such event of default would allow certain of our lenders to exercise cross default provisions in our loan agreements with them, such that all debt with that institution could be called into default. We are anticipating that with the successful resolution of the debt extension discussions with our lenders, capital raises from our recent private placement, current available cash on hand, and additional cash from settlement proceeds at existing and under development communities, the Company will have sufficient financial resources to sustain its operations through the next 12 months, though no assurances can be made that the Company will be successful in its efforts. The Company will also continue to focus on its cost structure in an effort to conserve cash and manage expenses. Such actions may include cost reductions and/or deferral arrangements with respect to current operating expenses.

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See Note 11 and Note 13 to the accompanying consolidated financial statements for details on private placement offerings and for more details on our credit facilities, respectively.

### ***Cash Flow***

Net cash provided by operating activities was \$1.9 million for the six months ended June 30, 2017 compared to the net cash provided by operating activities of \$0.6 million for the six months ended June 30, 2016. The \$1.9 million net cash provided by operations during the six months ended June 30, 2017 was primarily attributable to increases in accounts payable of \$1.3 million, \$0.3 million of releases of inventories associated with units settled, increases in accrued interest of \$0.3 million, reduction in feasibility costs for new projects of \$0.7 million, and the amortization of loan discounts and other financing fees of \$0.6 million, offset by the net loss of \$1.2 million. The \$0.6 million net cash provided by operations during the six months ended June 30, 2016 was primarily due to \$3.3 million of releases of inventories associated with units settled and increases in accrued interest of \$0.1 million, offset by the net loss of \$2.7 million.

Net cash used in financing activities was \$4.9 million for the six months ended June 30, 2017. This was primarily attributable to the distributions of \$1.9 million to the Comstock Investor VIII Class B Members to fully redeem their equity interest and a distribution to the Comstock Investor X Class B Members of \$1.0 million, along with the pay downs on notes payable of \$13.6 million, offset by borrowings of \$11.8 million. Net cash used in financing activities was \$9.6 million for the six months ended June 30, 2016. This was primarily attributable to the distributions of \$1.9 million to the New Hampshire Avenue non-controlling interest member, the distributions of \$0.8 million to the Comstock Investors VIII Class B Members, along with the pay downs on notes payable of \$18.9 million, offset by borrowings of \$12.1 million.

### ***Seasonality***

The homebuilding industry usually experiences seasonal fluctuations in quarterly operating results and capital requirements. We typically experience the highest new home order activity in the Spring and Summer, although this activity is also highly dependent on the number of active selling communities, the timing of new community openings and other market factors. Because it typically takes four to six months to construct a new home, we deliver more homes in the second half of the year as Spring and Summer home orders convert to home deliveries. Because of this seasonality, home starts, construction costs and related cash outflows have historically been highest in the second and third quarters, and the majority of cash receipts from home deliveries occur during the second half of the year. We expect this seasonal pattern to continue over the long-term, although it may be affected by volatility in the homebuilding industry and the general economy.

### ***Recently Issued Accounting Standards***

See Note 1 to the accompanying consolidated financial statements included in this Quarterly Report on Form 10-Q.

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

There have been no significant changes to our critical accounting policies and estimates during the six months ended June 30, 2017 from those disclosed in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the year ended December 31, 2016.

### ***Off Balance Sheet Arrangements***

None.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not Applicable.

**ITEM 4. CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

We have evaluated, with the participation of our Chief Executive Officer and our Chief Financial Officer, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act) as of June 30, 2017. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of June 30, 2017.

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**Limitations on the Effectiveness of Controls**

We do not expect that our disclosure controls and internal controls will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. 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.

The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, a control may become inadequate because of changes in conditions or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and may not be detected.

**Changes in Internal Control**

No changes have occurred in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) during the quarter ended June 30, 2017, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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**PART II OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

Information regarding legal proceedings is incorporated by reference from Note 8 to the accompanying consolidated financial statements included in Part I of this Quarterly Report on Form 10-Q.

**ITEM 1A. RISK FACTORS**

There have been no material changes to the risk factors disclosed under Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2016.

**ITEM 6. EXHIBITS**

- 3.1 Amended and Restated Certificate of Incorporation (incorporated by reference to an exhibit to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on November 16, 2015).
- 3.2 Amended and Restated Bylaws (incorporated by reference to an Exhibit 3.2 to the Registrant's Annual Report on Form 10-K filed with the Commission on March 31, 2005).
- 3.3 Certificate of Designation of Series A Junior Participating Preferred Stock filed with the Secretary of State of the State of Delaware on March 27, 2015 (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the Commission on March 27, 2015).
- 3.4 Certificate of Designation of Series B Non-Convertible Preferred Stock of the Company filed with the Secretary of State of the State of Delaware on December 29, 2015 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on January 4, 2016).
- 3.5 Certificate of Designation of Series C Non-Convertible Preferred Stock of the Company filed with the Secretary of State of the State of Delaware on March 22, 2017 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on March 28, 2017).
- 4.1 Specimen Stock Certificate (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended, initially filed with the Commission on August 13, 2004 (File No. 333-118193)).
- 31.1\* Certification of Chief Executive Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002
- 31.2\* Certification of Chief Financial Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002
- 32.1\* Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of Sarbanes-Oxley Act of 2002
- 101\* The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, formatted in eXtensible Business Reporting Language (XBRL): (i) the Consolidated Balance Sheet, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statements of Cash Flows and (iv) the Notes to the Consolidated Financial Statements.



\* Filed herewith.

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**SIGNATURES**

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

COMSTOCK HOLDING COMPANIES, INC.

Date: August 14, 2017

By: /s/ CHRISTOPHER CLEMENTE  
**Christopher Clemente**  
**Chairman and Chief Executive Officer**  
**(Principal Executive Officer)**

Date: August 14, 2017

By: /s/ CHRISTOPHER L. CONOVER  
Christopher L. Conover  
**Chief Financial Officer**  
**(Principal Financial Officer and Principal Accounting Officer)**