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Howard Hughes Corp
Form 10-Q
November 05, 2018

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 September 30, 2018

or

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission file number 001-34856

THE HOWARD HUGHES CORPORATION
(Exact name of registrant as specified in its charter)

Delaware 36-4673192
(State or other jurisdiction of (I.R.S. employer
incorporation or organization) identification number)

13355 Noel Road, 22nd Floor, Dallas, Texas 75240
(Address of principal executive offices, including zip code)

(214) 741-7744
(Registrant's telephone number, including area code)

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 (§232.405 of this chapter) 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.

Large accelerated filer

Accelerated filer

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Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting
company
Emerging growth
company

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The number of shares of common stock, \$0.01 par value, outstanding as of October 30, 2018 was 43,030,209.

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THE HOWARD HUGHES CORPORATION

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PART I FINANCIAL INFORMATION

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

THE HOWARD HUGHES CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
UNAUDITED

(In thousands, except shares and par value amounts)	September 30, 2018	December 31, 2017
Assets:		
Investment in real estate:		
Master Planned Communities assets	\$1,621,168	\$1,642,278
Buildings and equipment	2,510,945	2,238,617
Less: accumulated depreciation	(359,445)	(321,882)
Land	302,858	277,932
Developments	1,825,847	1,196,582
Net property and equipment	5,901,373	5,033,527
Investment in real estate and other affiliates	107,720	76,593
Net investment in real estate	6,009,093	5,110,120
Cash and cash equivalents	454,080	861,059
Restricted cash	158,468	103,241
Accounts receivable, net	15,437	13,041
Municipal Utility District receivables, net	237,567	184,811
Notes receivable, net	40,220	5,864
Deferred expenses, net	95,811	80,901
Prepaid expenses and other assets, net	286,194	370,027
Total assets	\$7,296,870	\$6,729,064
Liabilities:		
Mortgages, notes and loans payable, net	\$3,261,210	\$2,857,945
Deferred tax liabilities	148,770	160,850
Accounts payable and accrued expenses	705,864	521,718
Total liabilities	4,115,844	3,540,513
Commitments and contingencies (see Note 10)		
Equity:		
Preferred stock: \$.01 par value; 50,000,000 shares authorized, none issued	—	—
Common stock: \$.01 par value; 150,000,000 shares authorized, 43,538,420 shares issued and 43,033,127 outstanding as of September 30, 2018 and 43,300,253 shares issued and 43,270,880 outstanding as of December 31, 2017	436	433
Additional paid-in capital	3,318,747	3,302,502
Accumulated deficit	(157,602)	(109,508)
Accumulated other comprehensive income (loss)	4,450	(6,965)
Treasury stock, at cost, 505,293 and 29,373 shares as of September 30, 2018 and December 31, 2017, respectively	(60,743)	(3,476)
Total Stockholders' equity	3,105,288	3,182,986
Noncontrolling interests	75,738	5,565

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Total equity	3,181,026	3,188,551
Total liabilities and equity	\$7,296,870	\$6,729,064

See Notes to Condensed Consolidated Financial Statements.

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THE HOWARD HUGHES CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
UNAUDITED

(In thousands, except per share amounts)	Three Months Ended		Nine Months Ended	
	September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
Revenues:				
Condominium rights and unit sales	\$8,045	\$113,852	\$39,767	\$342,208
Master Planned Communities land sales	127,730	54,906	226,727	177,531
Minimum rents	53,244	44,654	153,156	136,053
Tenant recoveries	12,806	11,586	37,808	34,627
Hospitality revenues	19,108	17,776	64,738	57,190
Builder price participation	8,685	5,472	19,394	14,613
Other land revenues	7,145	4,561	15,988	19,606
Other rental and property revenues	20,397	5,929	42,266	17,309
Total revenues	257,160	258,736	599,844	799,137
Expenses:				
Condominium rights and unit cost of sales	6,168	86,531	41,713	253,209
Master Planned Communities cost of sales	57,183	29,043	109,609	88,288
Master Planned Communities operations	13,044	8,180	33,956	24,881
Other property operating costs	42,942	21,354	91,847	60,153
Rental property real estate taxes	8,519	7,678	24,148	21,765
Rental property maintenance costs	4,456	3,380	11,604	10,016
Hospitality operating costs	14,723	13,525	45,707	41,534
Provision for doubtful accounts	2,282	448	4,417	1,728
Demolition costs	2,835	175	16,166	303
Development-related marketing costs	7,218	5,866	20,484	14,787
General and administrative	20,645	22,362	71,795	63,423
Depreciation and amortization	31,123	35,899	88,398	96,193
Total expenses	211,138	234,441	559,844	676,280
Operating income before other items	46,022	24,295	40,000	122,857
Other:				
Gains on sales of properties	—	237	—	32,452
Other (loss) income, net	(3,710)	(160)	(3,444)	750
Total other	(3,710)	77	(3,444)	33,202
Operating income	42,312	24,372	36,556	156,059
Interest income	2,080	1,764	6,759	3,171
Interest expense	(21,670)	(17,241)	(57,182)	(49,547)
Loss on redemption of senior notes due 2021	—	—	—	(46,410)
Warrant liability loss	—	—	—	(43,443)
Gain on acquisition of joint venture partner's interest	—	—	—	5,490
Equity in earnings from real estate and other affiliates	8,612	7,467	39,297	25,821
Income before taxes	31,334	16,362	25,430	51,141

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Provision for income taxes	7,487	5,846	5,628	31,846
Net income	23,847	10,516	19,802	19,295
Net income attributable to noncontrolling interests	(482)	(12)	(51)	(12)
Net income attributable to common stockholders	\$23,365	\$10,504	\$19,751	\$19,283
Basic income per share:	\$0.54	\$0.25	\$0.46	\$0.47
Diluted income per share:	\$0.54	\$0.24	\$0.46	\$0.45

See Notes to Condensed Consolidated Financial Statements.

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THE HOWARD HUGHES CORPORATION
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
 UNAUDITED

	Three Months		Nine Months	
	Ended September		Ended September	
(In thousands)	30,	30,	30,	30,
	2018	2017	2018	2017
Net income	\$23,847	\$10,516	\$19,802	\$19,295
Other comprehensive income:				
Interest rate swaps (a)	(367)	180	13,031	(2,070)
Capitalized swap interest income (expense) (b)	(25)	(40)	34	(161)
Pension adjustment (c)	2,566	—	556	—
Adoption of ASU 2018-02 (d)	—	—	(1,148)	—
Adoption of ASU 2017-12 (e)	—	—	(739)	—
Terminated swap amortization	(239)	—	(319)	—
Other comprehensive income (loss)	1,935	140	11,415	(2,231)
Comprehensive income	25,782	10,656	31,217	17,064
Comprehensive income attributable to noncontrolling interests	(482)	(12)	(51)	(12)
Comprehensive income attributable to common stockholders	\$25,300	\$10,644	\$31,166	\$17,052

Amounts are shown net of deferred tax benefit of \$0.2 million and deferred tax expense of \$0.1 million for the (a) three months ended September 30, 2018 and 2017, respectively, and deferred tax expense of \$3.7 million and deferred tax benefit of \$1.3 million for the nine months ended September 30, 2018 and 2017, respectively.

The deferred tax impact was not meaningful for the three months ended September 30, 2018 and 2017 and for the (b) nine months ended September 30, 2018. Amount is net of deferred tax benefit of \$0.1 million for the nine months ended September 30, 2017.

Net of deferred tax benefit of zero and \$0.6 million, for the three and nine months ended September 30, 2018, (c) respectively.

The Company adopted Accounting Standards Update ("ASU") 2018-02, Income Statement-Reporting (d) Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income, as of January 1, 2018. See Note 2 - Accounting Policies and Pronouncements for further discussion.

The Company adopted ASU 2017-12, Derivatives and Hedging (Topic 815): Targeted Improvements to (e) Accounting for Hedging Activities, as of January 1, 2018. See Note 2 - Accounting Policies and Pronouncements for further discussion.

See Notes to Condensed Consolidated Financial Statements.

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THE HOWARD HUGHES CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
UNAUDITED

(In thousands, except shares)	Common Stock		Additional	Accumulated	Accumulated	Treasury Stock		Total	Noncontrol	Total
	Shares	Amount	Paid-In Capital	Deficit	Other Comprehensive (Loss) Income	Shares	Amount	Stockholders' Equity	Interests	Equity
Balance, December 31, 2016	39,802,064	\$398	\$2,853,269	\$(277,912)	\$(6,786)	(12,061)	\$(1,231)	\$2,567,738	\$3,772	\$2,571,510
Net income	—	—	—	19,283	—	—	—	19,283	12	19,295
Preferred dividend payment on behalf of subsidiary	—	—	—	—	—	—	—	—	(12)	(12)
Interest rate swaps, net of tax of \$1,409	—	—	—	—	(2,070)	—	—	(2,070)	—	(2,070)
Capitalized swap interest, net of tax of \$86	—	—	—	—	(161)	—	—	(161)	—	(161)
Stock plan activity	368,415	4	16,735	—	—	(4,321)	(532)	16,207	—	16,207
Exercise of Warrants	3,052,453	31	375,582	—	—	—	—	375,613	—	375,613
Issuance of Management Warrants	—	—	50,000	—	—	—	\$—	50,000	—	50,000
Balance, September 30, 2017	43,222,932	\$433	\$3,295,586	\$(258,629)	\$(9,017)	(16,382)	\$(1,763)	\$3,026,610	\$3,772	\$3,030,382
Balance, December 31, 2017	43,300,253	\$433	\$3,302,502	\$(109,508)	\$(6,965)	(29,373)	\$(3,476)	\$3,182,986	\$5,565	\$3,188,551
Net income	—	—	—	19,751	—	—	—	19,751	51	19,802
Interest rate swaps, net of tax of \$3,710	—	—	—	—	13,031	—	—	13,031	—	13,031
Terminated swap amortization	—	—	—	—	(319)	—	—	(319)	—	(319)

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Pension adjustment, net of tax of \$620	—	—	—	—	556	—	—	556	—	556
Capitalized swap interest, net of tax of \$9	—	—	—	—	34	—	—	34	—	34
Adoption of ASU 2014-09	—	—	—	(69,732)	—	—	—	(69,732)	—	(69,732)
Adoption of ASU 2017-12	—	—	—	739	(739)	—	—	—	—	—
Adoption of ASU 2018-02	—	—	—	1,148	(1,148)	—	—	—	—	—
Repurchase of common shares	—	—	—	—	—	(475,920)	(57,267)	(57,267)	—	(57,267)
Contributions to joint ventures	—	—	—	—	—	—	—	—	70,122	70,122
Stock plan activity	238,167	3	16,245	—	—	—	—	16,248	—	16,248
Balance, September 30, 2018	43,538,420	\$436	\$3,318,747	\$(157,602)	\$4,450	(505,293)	\$(60,743)	\$3,105,288	\$75,738	\$3,181,026

See Notes to Condensed Consolidated Financial Statements.

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THE HOWARD HUGHES CORPORATION
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 UNAUDITED

	Nine Months Ended September 30,	
	2018	2017
(In thousands)		
Cash Flows from Operating Activities:		
Net (loss) income	\$ 19,802	\$ 19,295
Adjustments to reconcile net (loss) income to cash used in operating activities:		
Depreciation	77,347	84,083
Amortization	11,051	12,110
Amortization of deferred financing costs	9,424	4,306
Amortization of intangibles other than in-place leases	1,052	(1,071)
Straight-line rent amortization	(9,547)	(6,625)
Deferred income taxes	4,621	33,484
Restricted stock and stock option amortization	8,833	4,954
Gains on sales of properties	—	(32,452)
Gain on acquisition of joint venture partner's interest	—	(5,490)
Net decrease (increase) in minimum pension liability	(65)	—
Warrant liability loss	—	43,443
Loss on redemption of senior notes due 2021	—	46,410
Equity in earnings from real estate and other affiliates, net of distributions	(30,474)	(20,200)
Provision for doubtful accounts	4,417	1,728
Master Planned Communities land acquisitions	(3,565)	(1,415)
Master Planned Communities development expenditures	(142,000)	(136,745)
Master Planned Communities cost of sales	99,062	78,424
Condominium development expenditures	(234,563)	(293,183)
Condominium rights and unit cost of sales	41,713	253,209
Percentage of completion revenue recognition from sale of condominium rights and unit sales	—	(342,208)
Net changes:		
Accounts and notes receivable	(43,990)	1,602
Prepaid expenses and other assets	(555)	(7,113)
Condominium deposits received	73,082	250,352
Deferred expenses	(11,169)	(11,215)
Accounts payable and accrued expenses	(14,294)	(36,607)
Condominium deposits receivable	—	36,361
Other, net	—	245
Cash used in operating activities	(139,818)	(24,318)
Cash Flows from Investing Activities:		
Property and equipment expenditures	(4,667)	(5,936)
Operating property improvements	(40,414)	(12,591)
Property developments and redevelopments	(387,625)	(258,850)
Acquisition of assets	(234,541)	(15,404)
Proceeds for reimbursement of development costs	—	11,165
Proceeds from sales of properties	—	36,560
Proceeds from Tax Increment Financings	16,848	—
Distributions from real estate and other affiliates	1,072	—

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Note issued to real estate and other affiliates	(3,795)	—
Maturity of long term investment	—	3,595
Investments in real estate and other affiliates, net	(1,027)	(3,579)
Cash used in investing activities	(654,149)	(245,040)
Cash Flows from Financing Activities:		
Proceeds from mortgages, notes and loans payable	1,077,315	1,433,437
Principal payments on mortgages, notes and loans payable	(656,816)	(1,130,337)
Premium paid to redeem 2021 senior notes	—	(39,966)
Preferred dividend payment on behalf of REIT subsidiary	—	(12)
Purchase of treasury stock	(57,267)	—
Special Improvement District bond funds released from escrow	3,052	6,099
Deferred financing costs and bond issuance costs, net	(16,585)	(13,305)
Taxes paid on stock options exercised and restricted stock vested	(3,932)	(9,201)
Gain on unwinding of swaps	16,104	—
Stock options exercised	11,344	19,719
Issuance of noncontrolling interests	69,000	50,000
Cash provided by financing activities	442,215	316,434

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THE HOWARD HUGHES CORPORATION
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 UNAUDITED

	Nine Months Ended September 30,	
(In thousands)	2018	2017
Net change in cash, cash equivalents and restricted cash	(351,752)	47,076
Cash, cash equivalents and restricted cash at beginning of period	964,300	915,139
Cash, cash equivalents and restricted cash at end of period	\$612,548	\$962,215
Supplemental Disclosure of Cash Flow Information:		
Interest paid	\$122,334	\$110,034
Interest capitalized	58,458	55,895
Income taxes paid (refunded), net	70	(12,419)
Non-Cash Transactions:		
Exercise of Sponsor and Management Warrants	—	375,613
Special Improvement District bond transfers associated with land sales	10,546	9,864
Accrued interest on construction loan borrowing	6,175	4,978
Acquisition of below market lease intangible	1,903	—
Capitalized stock compensation	1,891	584
Acquisition of Las Vegas 51s		
Building	—	87
Developments	—	65
Accounts receivable	—	633
Other assets	—	33,313
Other liabilities	—	(2,294)

See Notes to Condensed Consolidated Financial Statements.

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THE HOWARD HUGHES CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
UNAUDITED

NOTE 1 BASIS OF PRESENTATION AND ORGANIZATION

The accompanying unaudited Condensed Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”), with intercompany transactions between consolidated subsidiaries eliminated. In accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X as issued by the Securities and Exchange Commission (the “SEC”), these Condensed Consolidated Financial Statements do not include all of the information and disclosures required by GAAP for complete financial statements. Readers of this quarterly report on Form 10-Q (“Quarterly Report”) should refer to The Howard Hughes Corporation’s (“HHC” or the “Company”) audited Consolidated Financial Statements, which are included in the Company’s annual report on Form 10-K for the fiscal year ended December 31, 2017, filed with the SEC on February 26, 2018 (the “Annual Report”). Approximately \$103.2 million in restricted cash was reclassified from Prepaid expenses and other assets, net to Restricted cash on the Condensed Consolidated Balance Sheets at December 31, 2017 to conform to the 2018 presentation as a result of the adoption of Accounting Standards Update (“ASU”) 2016-18, Statement of Cash Flows - Restricted Cash. In the opinion of management, all normal recurring adjustments necessary for a fair presentation of the financial position, results of operations, comprehensive income, cash flows and equity for the interim periods have been included. The results for the three and nine months ended September 30, 2018 are not necessarily indicative of the results that may be expected for the year ending December 31, 2018 and future fiscal years.

Management has evaluated for disclosure or recognition all material events occurring subsequent to the date of the Condensed Consolidated Financial Statements up to the date and time this Quarterly Report on Form 10-Q was filed.

Impact of new accounting standard related to Revenue

In May 2014, the Financial Accounting Standards Board (“FASB”) issued ASU 2014-09, Revenues from Contracts with Customers (Topic 606). The standard’s core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. HHC adopted Topic 606 and all its related amendments (the “New Revenue Standard”) as of January 1, 2018 (the “Adoption Date”) using the modified retrospective transition method. Accordingly, prior period amounts presented have not been adjusted.

HHC recorded a cumulative effect adjustment of \$69.7 million, net of taxes of \$19.6 million, to increase Accumulated deficit as of the Adoption Date due to the impact of adopting Topic 606. As discussed in the Annual Report, Condominium rights and unit sales revenues were previously required to be recognized under the percentage of completion method. Under the new guidance, revenue and cost of sales for condominium units sold are not recognized until the construction is complete, the sale closes and the title to the property has transferred to the buyer (point in time). Additionally, certain real estate selling costs, such as the costs related to the Company’s condominium model units, are either expensed immediately or capitalized as property and equipment and depreciated over their estimated useful life. The cumulative effect adjustments as of the Adoption Date consist of:

- a decrease to Condominium receivables of \$154.2 million,
- an increase to Buildings and equipment, net, of \$3.4 million,
- an increase to Developments of \$150.8 million,
- an increase to Prepaid expenses and other assets, net of \$5.6 million,
- an increase to Accounts payable and accrued expenses of \$95.0 million,
- a decrease to Deferred tax liabilities of \$19.6 million, and
- an increase to Accumulated deficit of \$69.7 million, net of taxes of \$19.6 million.

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THE HOWARD HUGHES CORPORATION
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
 UNAUDITED

The following Balance Sheet line items were affected as of September 30, 2018, as a result of HHC's adoption of the New Revenue Standard:

Condensed Consolidated Balance Sheets (in thousands)	September 30, 2018		
	Recognition Under Previous Guidance	Impact of Adoption of ASC Topic 606	Recognition Under ASC Topic 606
Buildings and equipment, net	\$2,150,391	\$ 1,109	\$2,151,500
Developments	1,390,203	435,644	1,825,847
Deferred expenses, net	87,095	8,716	95,811
Prepaid expenses and other assets, net	757,512	(471,318)	286,194
Deferred tax liabilities	187,806	(39,036)	148,770
Accounts payable and accrued expenses	562,428	143,436	705,864
Accumulated deficit	(27,354)	(130,248)	(157,602)

For the three and nine months ended September 30, 2018, the following Condensed Consolidated Statements of Operations line items were affected as a result of HHC's adoption of the New Revenue Standard:

Condensed Consolidated Statements of Operations (in thousands)	Three Months Ended September 30, 2018			Nine Months Ended September 30, 2018		
	Recognition Under Previous Guidance	Impact of Adoption of ASC Topic 606	Recognition Under ASC Topic 606	Recognition Under Previous Guidance	Impact of Adoption of ASC Topic 606	Recognition Under ASC Topic 606
Condominium rights and unit sales	\$51,823	\$(43,778)	\$ 8,045	\$422,015	\$(382,248)	\$ 39,767
Condominium rights and unit cost of sales	43,916	(37,748)	6,168	346,391	(304,678)	41,713
Depreciation and amortization	30,752	371	31,123	86,059	2,339	88,398
Operating income before other items	52,424	(6,402)	46,022	119,909	(79,909)	40,000
Provision for income taxes	9,114	(1,627)	7,487	25,022	(19,394)	5,628
Net income	28,622	(4,775)	23,847	80,317	(60,515)	19,802
Net income attributable to noncontrolling interests	28,140	(4,775)	23,365	80,266	(60,515)	19,751

For the three and nine months ended September 30, 2018, the following Condensed Consolidated Statements of Comprehensive Income line items were affected as a result of HHC's adoption of the New Revenue Standard:

Condensed Consolidated Statements of Comprehensive Income (in thousands)	Three Months Ended September 30, 2018			Nine Months Ended September 30, 2018		
	Recognition Under Previous Guidance	Impact of Adoption of ASC Topic 606	Recognition Under ASC Topic 606	Recognition Under Previous Guidance	Impact of Adoption of ASC Topic 606	Recognition Under ASC Topic 606
Net income	\$28,622	\$(4,775)	\$ 23,847	\$80,317	\$(60,515)	\$ 19,802
Comprehensive income	30,557	(4,775)	25,782	91,732	(60,515)	31,217
Comprehensive income attributable to common stockholders	30,075	(4,775)	25,300	91,681	(60,515)	31,166

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The following Condensed Consolidated Statements of Cash Flows line items were affected as of September 30, 2018, as a result of HHC's adoption of the New Revenue Standard:

Condensed Consolidated Statements of Cash Flows (in thousands)	Nine Months Ended September 30, 2018		
	Recognition Under Previous Guidance	Impact of Adoption of ASC Topic 606	Recognition Under ASC Topic 606
Net income	\$80,317	\$(60,515)	\$ 19,802
Depreciation and amortization	86,059	2,339	88,398
Deferred income taxes	24,015	(19,394)	4,621
Condominium rights and unit cost of sales	346,391	(304,678)	41,713
Percentage of completion revenue recognition from sale of condominium rights and unit sales	(382,248)	382,248	—

See Note 2 - Accounting Policies and Pronouncements for further discussion of accounting policies impacted by the Company's adoption of the New Revenue Standard and disclosures required by the New Revenue Standard.

NOTE 2 ACCOUNTING POLICIES AND PRONOUNCEMENTS

The following is a summary of recently issued and other notable accounting pronouncements which relate to HHC's business.

In August 2018, the FASB issued ASU 2018-15, Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract. This standard is intended to align the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal use software (and hosting arrangements that include an internal use software license). The standard requires an entity in a hosting arrangement that is a service contract to follow the guidance in Subtopic 350-40 to determine which implementation costs to capitalize as an asset related to the service contract and which costs to expense. This standard also requires the entity to expense the capitalized implementation costs of a hosting arrangement that is a service contract over the term of the hosting arrangement. The effective date of the standard is for fiscal periods, and interim periods within those years, beginning after December 15, 2019. The new standard may be adopted prospectively or retrospectively with early adoption permitted. The Company does not expect the adoption of this ASU to have a material impact on its consolidated financial statements.

In August 2018, the FASB issued ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement that eliminates, adds and modifies certain disclosure requirements for fair value measurements. The effective date of the standard is for fiscal periods, and interim periods within those years, beginning after December 15, 2019. The amendments on changes in unrealized gains and losses, the range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements, and the narrative description of measurement uncertainty should be applied prospectively. All other amendments should be applied retrospectively. Early adoption is permitted. The Company is currently evaluating the impact that the adoption of ASU 2018-13 may have on its consolidated financial statements.

In February 2018, the FASB issued ASU 2018-02, Income Statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income, that allows a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting

from the Tax Cuts and Jobs Act. The effective date of the standard is for fiscal periods, and interim periods within those years, beginning after December 15, 2018. The amendments must be applied either in the period of adoption or retrospectively to each period (or periods) in which the effect of the change in the U.S. federal corporate income tax rate in the Tax Cuts and Jobs Act is recognized. Early adoption is permitted. The Company adopted ASU 2018-02 as of January 1, 2018, and an election was made to reclassify \$1.1 million from Accumulated other comprehensive income (loss) to Accumulated deficit.

In August 2017, the FASB issued ASU 2017-12, Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities, to enable entities to better portray the economic results of their risk management activities in their financial statements. The ASU expands an entity's ability to hedge nonfinancial and financial risk components and reduce complexity in fair value hedges of interest rate risk and eases certain documentation and assessment requirements and modifies the accounting

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for components excluded from the assessment of hedge effectiveness. The ASU also eliminates the requirement to separately measure and report hedge ineffectiveness and generally requires the entire change in the fair value of a hedging instrument to be presented in the same Consolidated Statements of Operations line as the hedged item. The effective date of the standard is for fiscal periods, and interim periods within those years, beginning after December 15, 2018. The new standard must be adopted using a modified retrospective approach with early adoption permitted. The Company adopted ASU 2017-12 as of January 1, 2018 and, as a result, \$0.7 million of ineffectiveness recognized prior to 2018 for its swaps was reclassified to Accumulated deficit from Accumulated other comprehensive income (loss).

In May 2017, the FASB issued ASU 2017-09, Compensation - Stock Compensation (Topic 718): Scope of Modification Accounting, to provide clarity and reduce the diversity in practice and cost and complexity when applying the guidance in Topic 718, Compensation-Stock Compensation. Stakeholders observed that the definition of the term “modification” is broad and that its interpretation results in diversity in practice. The ASU states that when an entity concludes that a change is not substantive, then modification accounting does not apply. The effective date of the standard is for fiscal periods, and interim periods within those years, beginning after December 15, 2017. The new standard must be adopted prospectively to an award modified on or after the adoption date. Early adoption is permitted. The Company adopted ASU 2017-09 as of January 1, 2018 and, as a result, will apply this guidance to any modifications made to either the stock option or restricted stock award plans.

In February 2017, the FASB issued ASU 2017-05, Other Income - Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20). The standard defines an “in-substance nonfinancial asset” as a financial asset promised to a counterparty in a contract if substantially all the fair value of the assets is concentrated in nonfinancial assets. The ASU also provides guidance for accounting for partial sales of nonfinancial assets such as real estate. The effective date of the standard is for fiscal periods, and interim periods within those years, beginning after December 15, 2017. The new standard must be adopted retrospectively with early adoption permitted. The Company adopted ASU 2017-05 as of January 1, 2018, and it did not have an impact on the Company’s financial position or results of operations as the Company did not have partial sales in the period presented.

In January 2017, the FASB issued ASU 2017-04, Intangibles - Goodwill and Other (Topic 350). This standard is intended to simplify the subsequent measurement of goodwill by eliminating step two from the goodwill impairment test. In computing the implied fair value of goodwill under step two, an entity determined the fair value at the impairment testing date of its assets and liabilities, including unrecognized assets and liabilities, following the procedure that would be required in determining the fair value of assets acquired and liabilities assumed in a business combination. Instead, an entity will perform only step one of its quantitative goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount and then recognizing the impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value. An entity will still have the option to perform a qualitative assessment for a reporting unit to determine if the quantitative step one impairment test is necessary. The effective date of the standard is for fiscal periods, and interim periods within those years, beginning after December 15, 2019. The new standard must be adopted prospectively with early adoption permitted. The Company does not expect the adoption of this ASU to have a material impact on its consolidated financial statements.

In November 2016, the FASB issued ASU 2016-18, Statement of Cash Flows - Restricted Cash, which requires entities to show the changes in the total of cash, cash equivalents, restricted cash and restricted cash equivalents in the statements of cash flows. The effective date of the standard is for fiscal periods, and interim periods within those years, beginning after December 15, 2017. As required, the Company adopted ASU 2016-18 retrospectively as of January 1, 2018, resulting in presentation of an additional \$39.7 million in Cash used in operating activities and \$2.5 million in Cash provided for investing activities for the nine months ended September 30, 2017, related to an additional \$37.2 million of changes in Restricted cash in the Condensed Consolidated Statements of Cash Flows in the respective period. The nature of these restrictions relates primarily to escrowed condominium deposits and other amounts related to taxes, insurance, legally restricted security deposits and leasing costs held in escrow.

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In August 2016, the FASB issued ASU 2016-15, Classification of Certain Cash Receipts and Cash Payments. The standard addresses how certain cash receipts and payments are presented and classified in the statements of cash flows, including debt extinguishment costs, distributions from equity method investees and contingent consideration payments made after a business combination. The effective date of this standard is for fiscal years, and interim periods within those years, beginning after December 15, 2017. The Company adopted this standard retrospectively, as of January 1, 2018. ASU 2016-15 had no impact on the Company's presentation of operating, investing and financing activities related to certain cash receipts and payments on its consolidated statements of cash flows.

In June 2016, the FASB issued ASU 2016-13, Financial Instruments - Credit Losses. The standard modifies the impairment model for most financial assets, including trade accounts receivables and loans, and will require the use of an “expected loss” model for

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instruments measured at amortized cost. Under this model, entities will be required to estimate the lifetime expected credit loss on such instruments and record an allowance to offset the amortized cost basis of the financial asset, resulting in a net presentation of the amount expected to be collected on the financial asset. The effective date of the standard is for fiscal years, and for interim periods within those years, beginning after December 15, 2019, with early adoption permitted. The Company is currently evaluating the impact that the adoption of ASU 2016-13 may have on its consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, Leases. ASU 2016-02 is codified in Accounting Standards Codification (“ASC”) 842. The standard amends the existing accounting standards for lease accounting, including requiring lessees to recognize most leases on their balance sheets and making targeted changes to lessor accounting. The effective date of this standard is for fiscal years, and interim periods within those years, beginning after December 15, 2018, with early adoption permitted. The standard allows for either a modified retrospective or cumulative-effect adjustment transition approach for all leases existing at, or entered into after, the date of initial application. The Company is currently evaluating the impact of adopting ASU 2016-02 on its consolidated financial statements. The Company anticipates a material increase to assets and liabilities as it will be required to capitalize its ground leases, office leases and certain office equipment leases where the Company is the lessee. The Company has reviewed the adoption elections associated with the standard and elected to i) not separate lease and nonlease components, ii) not recognize right of use assets and lease liabilities for leases with terms of less than 12 months, and iii) present right of use assets and lease liabilities as separate line items on the consolidated balance sheets. The Company will apply practical expedients that allow certain aspects of existing leases to be scoped out of reassessment under the new standard and will recognize a cumulative-effect adjustment in its consolidated balance sheets as of the adoption date.

In January 2016, the FASB issued ASU 2016-01, Recognition and Measurement of Financial Assets and Financial Liabilities, which will require entities to recognize changes in equity investments with readily determinable fair values in net income. For equity investments without readily determinable fair values, the ASU permits the application of a measurement alternative using the cost of the investment, less any impairments, plus or minus changes resulting from observable price changes for an identical or similar investment of the same issuer. The effective date of the standard is for fiscal periods, and interim periods within those years, beginning after December 15, 2017, and it must be adopted via a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. The Company adopted the guidance as of January 1, 2018. As none of the Company's equity investments have readily determinable fair values, the adoption of this ASU does not have an impact on its consolidated financial statements. The New Revenue Standard and related policy updates

As discussed in Note 1 - Basis of Presentation and Organization, as of the Adoption Date of the New Revenue Standard, revenues from contracts with customers (excluding lease-related revenues) are recognized when control of the promised goods or services is transferred to HHC's customers in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services.

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The following table presents HHC's revenues disaggregated by revenue source:

(In thousands)	Three Months Ended September 30, 2018	Nine Months Ended September 30, 2018
Revenues		
From contracts with customers		
Recognized at a point in time:		
Condominium rights and unit sales	\$ 8,045	\$ 39,767
Master Planned Communities land sales	127,730	226,727
Hospitality revenues	19,108	64,738
Builder price participation	8,685	19,394
Total revenue from contracts with customers	163,568	350,626
Recognized at a point in time and/or over time:		
Other land revenues	7,145	15,988
Other rental and property revenues	20,397	42,266
Total other income	27,542	58,254
Rental and other income (lease-related revenues)		
Minimum rents	53,244	153,156
Tenant recoveries	12,806	37,808
Total rental income	66,050	190,964
Total revenues	\$ 257,160	\$ 599,844
Revenues by segment		
Master Planned Communities revenues	\$ 143,135	\$ 261,665
Operating Assets revenues	101,000	285,481
Strategic Developments revenues	13,025	52,698
Total revenues	\$ 257,160	\$ 599,844

Below is a discussion of the performance obligations, significant judgments and other required disclosures related to revenues from contracts with customers.

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Condominium Rights and Unit Sales

Revenue from the sale of an individual unit in a condominium project is recognized at a point in time (i.e., the closing) when HHC satisfies the single performance obligation to construct a condominium project and transfer control of a completed unit to a buyer. The transaction price, which is the amount of consideration the Company receives upon delivery of the completed condominium unit to the buyer, is allocated to this single obligation and is received at closing less any amounts previously paid on deposit.

The Company receives cash payments in the form of escrowed condominium deposits from customers who have contracted to purchase a condominium unit based on billing schedules established in HHC's condominium purchase agreement contracts. The Company holds these contract assets in Restricted cash, unless released from escrow in accordance with the escrow agreement and on approval of HHC's lender to fund construction costs of a project. A corresponding condominium contract deposit liability is established at the date of receipt, representing a portion of HHC's unsatisfied performance obligation at each reporting date. These deposits, along with the balance of the contract value, are recognized at closing upon satisfaction of HHC's performance obligation and transfer of title to the buyer. Condominium receivables, a conditional right to consideration for satisfaction of HHC's completed obligations, were established under legacy GAAP for condominium units for which revenue was previously recognized under the percentage of completion method. As of the Adoption Date, condominium receivables are recorded only in limited circumstances.

Real estate project costs directly associated with a condominium project, which are HHC's costs to fulfill contracts with condominium buyers, are capitalized while all other costs are expensed as incurred. Total estimated project costs include direct costs such as the carrying value of the land, site planning, architectural, construction and financing costs, as well as indirect cost allocations. The allocations include costs which clearly relate to the specific project, including certain infrastructure and amenity costs which benefit the project as well as others, and are based upon the relative sales value of the units. Costs incurred to sell condominium units are evaluated for capitalization in accordance with ASC 340-40, and incremental costs of obtaining a contract and costs to fulfill a contract are capitalized only if the costs relate directly to a specifically identified contract, enhance resources to satisfy performance obligations in the future and are expected to be recovered.

Master Planned Communities Land Sales

Revenues from land sales are recognized at a point in time when the land sale closing process is complete. The transaction price generally has both fixed and variable components, with the fixed price stipulated in the contract and representative of a single performance obligation. See Builder Price Participation ("BPP") below for a discussion of the variable component. The fixed transaction price, which is the amount of consideration received in full upon transfer of the land title to the buyer, is allocated to this single obligation and is received at closing of the land sale less any amounts previously paid on deposit.

The Company receives cash payments in the form of land purchase deposits from homebuilders or other commercial buyers who have contracted to purchase land, and HHC holds any escrowed deposits in Restricted cash or Cash and cash equivalents based on the terms of the contract.

In situations where the Company has completed the closing of a developed land parcel or superpad and consideration is paid in full, but a portion of HHC's performance obligation relating to the enhancement of the land is still unsatisfied, revenue related to HHC's obligation is recognized over time. The Company recognizes only the portion of

the improved land sale where the improvements are fully satisfied based on a cost input method. The aggregate amount of the transaction price allocated to the unsatisfied obligation is recorded as deferred land sales and is presented in Accounts payable and accrued expenses. The Company measures the completion of HHC's unsatisfied obligation based on the costs remaining relative to the total cost at the date of closing.

When developed residential or commercial land is sold, the cost of sales includes actual costs incurred and estimates of future development costs benefiting the property sold. In accordance with ASC 970-360-30-1, when developed land is sold, costs are allocated to each sold superpad or lot based upon the relative sales value. For purposes of allocating development costs, estimates of future revenues and development costs are re-evaluated throughout the year, with adjustments being allocated prospectively to the remaining parcels available for sale. For certain parcels of land, including acquired parcels that the Company does not intend to develop or for which development was complete at the date of acquisition, the specific identification method is used to determine the cost of sales.

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Hospitality revenues

Hospitality revenues are recognized at a point in time in accordance with the pattern of each related service. Lodging is recognized on daily increments, while retail services such as food and beverage are recognized at the point of sale. The transaction price is fixed, clearly stipulated and representative of a single performance obligation in all cases. The duration of all contracts with customers of HHC's hospitality lodging and related services is generally short.

Builder Price Participation

BPP is the variable component of the transaction price for Master Planned Communities Land Sales. BPP is earned when a developer that acquired land from HHC develops and sells a home to an end user at a price higher than a predetermined breakpoint. The excess over the breakpoint is shared between HHC and the developer at the time of closing on the sale of the home based on a percentage previously agreed upon. The Company concluded that as of the Adoption Date and as of September 30, 2018, BPP was constrained, as discussed below, and accordingly, the Company did not recognize an estimate of variable consideration. The Company's conclusion is based on the following factors:

BPP is highly susceptible to factors outside HHC's influence such as unemployment and interest rates; the time between the sale of land to a developer and closing on a completed home can take up to three years; and historical experience is of little value when it comes to predicting future home prices.

The Company evaluates contracts with homebuilders with respect to BPP at each reporting period to determine whether a change in facts and circumstances has eliminated the constraint and will record an estimate of BPP revenue, if applicable.

Other land revenues - over time and point in time

Other land revenues recognized over time include ground maintenance revenue, homeowner association management fee revenue and revenue from providing exclusive cable and internet services at the Company's Master Planned Communities ("MPC") for the benefit of the tenants and owners of the communities. These revenues are recognized over time, as time elapses. The amount of consideration and the duration are fixed, as stipulated in the related agreements, and represent a single performance obligation.

Other land revenues also include transfer fees on the secondary sales of homes in MPC, forfeitures of earnest money deposits by buyers of HHC's condominium units, and other miscellaneous items. These items are recognized at a point in time when the real estate closing process is complete or HHC has a legal right to the respective fee or deposit.

Other rental and property revenue - over time and point in time

Other rental and property revenues related to contracts with customers is generally comprised of baseball related ticket sales, retail operations, advertising and sponsorships. Season ticket sales are recognized over time as games take place. Baseball-related sponsorships generally cover a season, and the related revenue is recognized over time, as time elapses. Single tickets and retail operations are recognized at a point in time, at the time of sale. In all cases, the transaction prices are fixed, stipulated in the ticket, contract, or product, and representative in each case of a single performance obligation. From time to time, the Company enters into advertising and sponsorship agreements that allow third parties to display their advertising and products at HHC's venues for a certain amount of time.

Consideration for these services is fixed as specified in each respective agreement, is related to a single performance obligation in each case and HHC recognizes the related revenue over time, as time elapses.

Contract Assets and Liabilities

Contract assets are the Company's right to consideration in exchange for goods or services that have been transferred to a customer, excluding any amounts presented as a receivable. Contract liabilities are the Company's obligation to transfer goods or services to a customer for which the Company has received consideration.

The beginning and ending balances of contract assets and liabilities and significant activity during the period is as follows:

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(In thousands)	Contract Assets	Contract Liabilities
Balance as of January 1, 2018	\$—	\$179,179
Consideration earned during the period	(35,834)	(58,946)
Consideration received during the period	—	141,166
Balance as of September 30, 2018	\$(35,834)	\$261,399

Remaining Unsatisfied Performance Obligations

The Company's remaining unsatisfied performance obligations as of September 30, 2018 represent a measure of the total dollar value of work to be performed on contracts executed and in progress. These performance obligations are associated with contracts that generally are noncancellable by the customer after 30 days; however, purchasers of HHC's condominium units have the right to cancel the contract should the Company elect not to construct the condominium unit within a certain period of time or materially change the design of the condominium unit. The aggregate amount of the transaction price allocated to the Company's remaining unsatisfied performance obligations as of September 30, 2018 is \$1.2 billion. The Company expects to recognize this amount as revenue over the following periods:

(In thousands)	Less than 1 year	1-2 years	3 years and thereafter
Total remaining unsatisfied performance obligations	\$821,664	\$32,596	\$371,040

The Company's remaining performance obligations are adjusted to reflect any known project cancellations, revisions to project scope and cost, and deferrals, as appropriate. These amounts exclude estimated amounts of variable consideration which are constrained, such as BPP, as discussed above.

NOTE 3 REAL ESTATE AND OTHER AFFILIATES

The Company's investments in real estate and other affiliates that are reported in accordance with the equity and cost methods are as follows:

(\$ in thousands)	Economic/Legal Ownership		Carrying Value		Share of Earnings/Dividends			
	September 30, 2018	December 31, 2017	September 30, 2018	December 31, 2017	Three Months Ended September 30, 2018	Three Months Ended September 30, 2017	Nine Months Ended September 30, 2018	Nine Months Ended September 30, 2017
Equity Method Investments								
Master Planned Communities:								
The Summit (a)	—	—	\$76,899	\$45,886	\$9,454	\$6,480	\$34,682	\$21,552
Operating Assets:								
Las Vegas 51s, LLC (b)	100 %	100 %	—	—	—	—	—	(152)
Constellation (b)	100 %	100 %	—	—	—	107	—	(215)
The Metropolitan Downtown Columbia (c)	50 %	50 %	—	—	87	82	371	356
Stewart Title of Montgomery County, TX	50 %	50 %	3,740	3,673	165	113	393	322
Woodlands Sarofim #1	20 %	20 %	2,732	2,696	30	15	66	45
m.flats/TEN.M (d)	50 %	50 %	4,168	6,521	(357)	—	(2,661)	—

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33 Peck Slip (e)	35	%	35	%	8,734	—	(452)	—	(452)	—
Strategic Developments:										
Circle T Ranch and Power Center	50	%	50	%	7,574	4,455	(318)	650	3,118	650
HMK Development	50	%	50	%	10	10	—	—	—	—
KR Holdings	50	%	50	%	7	749	3	20	679	36
33 Peck Slip (e)	35	%	35	%	—	8,651	—	—	(240)	(156)
					103,864	72,641	8,612	7,467	35,956	22,438
Cost method investments					3,856	3,952	—	—	3,341	3,383
Investment in real estate and other affiliates					\$107,720	\$76,593	\$8,612	\$7,467	\$39,297	\$25,821

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- (a) Please refer to the schedules below for relevant financial statement information.
- (b) HHC acquired this joint venture partner's interest in 2017 and has consolidated the assets and liabilities of the entity in its financial results.
The Metropolitan Downtown Columbia was in a deficit position of \$3.2 million and \$2.6 million at September 30, 2018 and December 31, 2017, respectively, due to distributions from operating cash flows in excess of basis. This deficit balance is presented in Accounts payable and accrued expenses at September 30, 2018 and December 31, 2017.
- (c) Property was transferred from Strategic Developments to Operating Assets during the three months ended March 31, 2018.
- (d) Property was transferred from Strategic Developments to Operating Assets during the three months ended September 30, 2018.
- (e) Property was transferred from Strategic Developments to Operating Assets during the three months ended September 30, 2018.

As of September 30, 2018, HHC is not the primary beneficiary of any of the joint ventures listed above because it does not have the power to direct activities that most significantly impact the economic performance of the joint ventures; therefore, the Company reports its interests in accordance with the equity method. As of September 30, 2018, approximately \$199.8 million of indebtedness was secured by the properties owned by HHC's real estate and other affiliates of which HHC's share was approximately \$94.9 million based upon economic ownership. All of this indebtedness is without recourse to HHC.

As of September 30, 2018, HHC is the primary beneficiary of four variable interest entities ("VIEs") which are consolidated in its financial statements. HHC began consolidating 110 North Wacker and its underlying entities in the second quarter of 2018 as further discussed below. As of December 31, 2017, HHC was the primary beneficiary of three VIEs which are consolidated in its financial statements. The creditors of the other three consolidated VIEs do not have recourse to the Company. As of September 30, 2018, the carrying values of the assets and liabilities associated with the operations of the consolidated VIEs were \$154.2 million and \$90.5 million, respectively. As of December 31, 2017, the carrying values of the assets and liabilities associated with the operations of the consolidated VIEs were \$24.8 million and \$2.7 million, respectively. The assets of the VIEs are restricted for use only by the particular VIEs and are not available for the Company's general operations.

During the second quarter of 2018, HHC executed a joint venture agreement with USAA related to 110 North Wacker. At execution, HHC contributed land with a book basis of \$33.6 million and an agreed upon fair value of \$85.0 million, and USAA contributed \$64.0 million in cash. The Company has subsequent capital obligations of \$42.7 million, and USAA is required to fund up to \$105.6 million in addition to its initial contribution. The Company and its joint venture partners have also entered into a construction loan agreement further described in Note 7 - Mortgages, Notes and Loans Payable. The Company has concluded that it is the primary beneficiary of the VIE because it has the power to direct activities that most significantly impact the joint venture's economic performance during the development phase of the project.

Given the nature of the venture's capital structure and the provisions for the liquidation of assets, the Company's share of the venture's income-producing activities is recognized based on the Hypothetical Liquidation Book Value method, which represents an economic interest of approximately 33% for HHC. Under this method, HHC recognizes income or loss in Equity in earnings from real estate and other affiliates based on the change in its underlying share of the venture's net assets on a hypothetical liquidation basis as of the reporting date. After USAA receives a 9.0% preferred return on its capital contribution, HHC is entitled to cash distributions from the venture until it receives a 9.0% return. Subsequently, USAA is entitled to cash distributions equal to 11.11% of the amount distributed to HHC that resulted

in a 9.0% return. Thereafter, HHC and USAA are entitled to distributions pari passu to their profit ownership interests of 90% and 10%, respectively.

During the first quarter of 2015, HHC formed DLV/HHPI Summerlin, LLC ("The Summit"), a joint venture with Discovery Land Company ("Discovery"), contributed land with a book basis of \$13.4 million and transferred Special Improvement District ("SID") bonds related to such land with a carrying value of \$1.3 million to the joint venture at the agreed upon capital contribution value of \$125.4 million, or \$226,000 per acre. Discovery is required to fund up to a maximum of \$30.0 million of cash as its capital contribution, and the Company has no further capital obligations. The gains on the contributed land are recognized in Equity in earnings from real estate and other affiliates as the joint venture sells lots.

After the Company receives its capital contribution of \$125.4 million and a 5.0% preferred return on such capital contribution, Discovery is entitled to cash distributions by the joint venture until it has received two times its equity contribution. Any further cash distributions are shared equally. Given the nature of the venture's capital structure and the provisions for the liquidation of assets, the Company's share of the venture's income-producing activities is recognized based on the Hypothetical Liquidation Book Value method. Under this method, HHC recognizes income or loss based on the change in its underlying share of the venture's net assets on a hypothetical liquidation basis as of the reporting date.

Relevant financial statement information for The Summit is summarized as follows:

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	September 30, 2018	December 31, 2017
(In millions)		
Total Assets	\$ 216.9	\$ 166.9
Total Liabilities	137.8	118.9
Total Equity	79.1	48.0

	Three Months Ended September 30, 2018	Three Months Ended September 30, 2017	Nine Months Ended September 30, 2018	Nine Months Ended September 30, 2017
(In millions)				
Revenues (a)	\$27.7	\$14.2	\$88.6	\$46.3
Net income	9.5	6.5	34.7	21.6
Gross Margin	10.8	7.7	38.3	26.4

Revenues related to land sales at the joint venture are recognized on a percentage of completion basis as The Summit following the private company timeline for implementation of the New Revenue Standard of January 1, 2019. The Company has evaluated this impact and concluded that at this time it is not material to HHC's Condensed Consolidated Financial Statements.

NOTE 4 RECENT TRANSACTIONS

On September 19, 2018, the Company closed on the sale of 38 acres of residential land in Summerlin for a total sales price of \$22.1 million.

On September 18, 2018, the Company closed on a \$700.0 million loan, of which \$615.0 million is a term loan and \$85.0 million is a revolver. The loans bear interest at one-month LIBOR plus 1.65% and mature September 18, 2023. The Company has a one-time right to request an increase of \$50.0 million in the aggregate amount of the revolver loan commitment. Concurrent with the funding of the loan on September 21, 2018, the Company entered into a swap agreement to fix 100% of the outstanding principal of the term loan to an overall rate equal to 4.61%.

On September 7, 2018, the Company acquired Lakefront North, two vacant, Class-A office buildings immediately adjacent to the Hughes Landing development. The Company purchased the four- and six-story buildings, totaling 257,025 rentable square feet, as well as 12.9 acres of land for \$53.0 million.

On July 10, 2018, the Company closed on the sale of 123 acres of residential land in Summerlin for a total sales price of \$69.0 million. The transaction included an interest-free seller financing note in the amount of \$35.8 million which will be payable in full on December 7, 2018.

On June 8, 2018, the Company acquired the property at 250 Water Street, an approximately one-acre parking lot in the Seaport District. The Company purchased the site for \$180.0 million plus closing costs, consisting of an initial payment of \$53.1 million and a \$129.7 million note payable. The loan has an initial interest-free term of six months with an initial maturity date of December 8, 2018, and three, six-month extension options at a rate of 6.00%. The second and third extension options each require a \$30.0 million pay down.

On April 30, 2018, the Company and its joint venture partners closed on a \$494.5 million construction loan for 110 North Wacker, of which the Company guaranteed approximately \$89.0 million. The loan initially bears interest at LIBOR plus 3.00% and steps up or down based on various leasing thresholds. The loan has an initial maturity date of April 30, 2022, and two, one-year extension options. On September 25, 2018, the Company and its joint venture partners closed on an amendment to increase the \$494.5 million construction loan to \$512.6 million, as further discussed in Note 7 - Mortgages, Notes and Loans Payable. As part of the modification, the Company increased its guarantee to approximately \$92.3 million.

On February 23, 2018, the Company repurchased 475,920 shares of HHC common stock, par value \$0.01 per share, in a private transaction with an unaffiliated entity at a purchase price of \$120.33 per share, or approximately \$57.3 million in the aggregate. The repurchase transaction was consummated on February 21, 2018 and was funded with cash on hand. The shares were added to the Company's treasury stock upon repurchase.

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NOTE 5 IMPAIRMENT

The Company reviews its long-lived assets for potential impairment indicators whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. With respect to the Investment in real estate and other affiliates, a series of operating losses of an underlying asset or other factors may indicate that a decrease in value has occurred which is other than temporary. The investment in each real estate and other affiliate is evaluated periodically and as deemed necessary for recoverability and valuation declines that are other than temporary. No impairment charges were recorded during the three and nine months ended September 30, 2018 or during the year ended December 31, 2017. The Company periodically evaluates its strategic alternatives with respect to each of its properties and may revise its strategy from time to time, including its intent to hold an asset on a long-term basis or the timing of potential asset dispositions. These changes in strategy could result in impairment charges in future periods.

NOTE 6 OTHER ASSETS AND LIABILITIES

Prepaid Expenses and Other Assets

The following table summarizes the significant components of Prepaid expenses and other assets:

(In thousands)	September 30, 2018	December 31, 2017
Condominium inventory	\$ 78,696	\$ —
Straight-line rent	47,649	39,136
Intangibles	34,125	34,802
Special Improvement District receivable	23,747	26,430
Below-market ground leases	18,381	18,647
Prepaid expenses	16,142	11,731
Equipment, net of accumulated depreciation of \$7.9 million and \$6.9 million, respectively	15,961	16,955
Security and escrow deposits	15,632	16,949
Other	9,026	4,798
Tenant incentives and other receivables	8,880	8,482
In-place leases	7,436	10,821
TIF receivable	6,048	14,444
Federal income tax receivable	2,000	2,198
Interest rate swap derivative assets	1,288	4,470
	1,183	1,648

Above-market tenant leases		
Condominium receivables	—	158,516
Prepaid expenses and other assets, net	\$ 286,194	\$ 370,027

The \$83.8 million net decrease primarily relates to a \$158.5 million decrease in Condominium receivables, of which \$99.6 million relates to the adoption of the New Revenue Standard, and was partially offset by a \$78.7 million increase in Condominium inventory.

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Accounts Payable and Accrued Expenses

The following table summarizes the significant components of Accounts payable and accrued expenses:

	September 30, 2018	December 31, 2017
(In thousands)		
Construction payables	\$ 270,450	\$ 217,838
Condominium deposit liabilities	228,658	55,975
Deferred income	48,156	53,337
Accounts payable and accrued expenses	32,578	35,887
Accrued payroll and other employee liabilities	29,661	41,236
Accrued real estate taxes	26,541	22,289
Other	22,728	34,699
Tenant and other deposits	20,975	18,937
Straight-line ground rent liability	16,282	14,944
Accrued interest	8,086	20,322
Interest rate swap derivative liabilities	1,749	5,961
Above-market ground leases	—	293
Accounts payable and accrued expenses	\$ 705,864	\$ 521,718

The \$184.1 million net increase in total Accounts payable and accrued expenses primarily relates to a \$172.7 million increase in Condominium deposit liabilities, \$99.6 million of which relates to the impact of the adoption of the New Revenue Standard, with the remainder representing new sales, primarily at Ae‘o and ‘A‘ali‘i, and a \$52.6 million increase in Construction payables predominantly related to the towers under construction at Ward Village as the projects move toward completion.

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NOTE 7 MORTGAGES, NOTES AND LOANS PAYABLE

Mortgages, notes and loans payable are summarized as follows:

	September 30, 2018	December 31, 2017
(In thousands)		
Fixed-rate debt:		
Unsecured 5.375% Senior Notes	\$ 1,000,000	\$ 1,000,000
Secured mortgages, notes and loans payable	635,637	499,299
Special Improvement District bonds	16,058	27,576
Variable-rate debt:		
Mortgages, notes and loans payable (a)	1,644,791	1,350,914
Unamortized bond issuance costs	(6,301)	(6,898)
Deferred financing costs	(28,975)	(12,946)
Total mortgages, notes and loans payable, net	\$ 3,261,210	\$ 2,857,945

As more fully described in Note 9 - Derivative Instruments and Hedging Activities, as of September 30, 2018 and (a)December 31, 2017, \$654.0 million and \$428.3 million, respectively, of variable rate debt has been swapped to a fixed-rate or is subject to fixed interest rate collar contracts for the term of the related debt.

Certain of the Company's loans contain provisions which grant the lender a security interest in the operating cash flows of the property that represents the collateral for the loan. Certain mortgage notes may be prepaid subject to a prepayment penalty equal to a yield maintenance premium, defeasance or percentage of the loan balance. As of September 30, 2018, land, buildings and equipment and developments with a net book value of \$4.3 billion have been pledged as collateral for HHC's Mortgages, notes and loans payable, net. As of September 30, 2018, the Company was in compliance with all of its financial covenants included in the agreements governing its indebtedness.

The Summerlin MPC uses SID bonds to finance certain common infrastructure improvements. These bonds are issued by the municipalities and are secured by the assessments on the land. The majority of proceeds from each bond issued is held in a construction escrow and disbursed to the Company as infrastructure projects are completed, inspected by the municipalities and approved for reimbursement. Accordingly, the SID bonds have been classified as debt, and the Summerlin MPC pays the debt service on the bonds semi annually. As Summerlin sells land, the buyers assume a proportionate share of the bond obligation at closing, and the residential sales contracts provide for the reimbursement of the principal amounts that the Company previously paid with respect to such proportionate share of the bond. In the nine months ended September 30, 2018, no new SID bonds were issued and \$10.5 million in obligations were assumed by buyers.

Recent Financing Activity

On October 11, 2018, the Company closed on a \$74.0 million construction loan for Two Lakes Edge, bearing interest at one-month LIBOR plus 2.15% with an initial maturity date of October 11, 2022 and a one-year extension option.

Financing Activity During the Nine Months Ended September 30, 2018

On September 11, 2018, the Company closed on an \$89.8 million construction loan for 6100 Merriweather and an \$85.7 million construction loan for Columbia Multi-family. Each loan bears interest at one-month LIBOR plus 2.75%,

has an initial maturity date of September 11, 2022, has two, one-year extension options and is cross-collateralized.

On September 18, 2018, certain wholly-owned subsidiaries (the “Borrowers”) of the Company entered into a \$700.0 million loan agreement (the “Loan Agreement”), which provides for a \$615.0 million term loan (the “Term Loan”) and an \$85.0 million revolver loan (the “Revolver Loan” and together with the Term Loan, the “Loans”), with Wells Fargo Bank, National Association, as administrative agent and a lender, as well as other lenders. The Loans bear interest at one-month LIBOR plus 1.65% and mature September 18, 2023. The Borrowers have a one-time right to request an increase of \$50.0 million in the aggregate amount of the

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Revolver Loan commitment. Concurrent with the funding of the Term Loan on September 21, 2018, the Company entered into a swap agreement to fix 100% of the outstanding principal of the Term Loan to an overall rate equal to 4.61%.

The Loans are secured by a first priority security interest in certain of the Company's properties which are directly owned by the Borrowers (the "Mortgaged Properties"). In connection with the Loans, the Company provided the administrative agent, on behalf of the lenders, a non-recourse carve-out guarantee and a hazardous materials indemnity agreement.

The Borrowers drew \$615.0 million under the Term Loan at closing. All the net proceeds after costs and fees related to the Loans were used to repay all outstanding indebtedness encumbering the Mortgaged Properties, including debt held by lenders not party to the Loan Agreement. The total debt repaid was approximately \$608.7 million and was associated with the following properties: 10-60 Columbia Corporate Centers, 70 Columbia Corporate Center, One Mall North, One Merriweather, Embassy Suites at Hughes Landing, The Westin at The Woodlands, 1725-35 Hughes Landing Boulevard and Ward Village. As of closing, the Company did not make any draw under the Revolver Loan.

The Company evaluated the terms of the Loans to determine if the new debt instruments should be accounted for as modifications or extinguishments on a lender-by-lender basis, per Mortgaged Property subject to refinancing. The majority of the transaction was accounted for as a debt modification. As a result, the Company capitalized \$8.6 million in related fees and costs and recognized a \$0.7 million loss on debt extinguishment and modification, which was primarily related to third-party fees incurred in procuring the Loans. The \$0.7 million loss is included in Interest expense in the Condensed Consolidated Statements of Operations.

On July 27, 2018, the Company closed on a \$34.2 million construction loan for Bridgeland Apartments, bearing interest at one-month LIBOR plus 2.25% with an initial maturity date of July 27, 2022 and a one-year extension option.

On July 20, 2018 the Company closed on a \$51.2 million construction note for Summerlin Ballpark, bearing interest at 4.92% per annum and maturing on December 15, 2039. The note is secured by the ballpark and by the proceeds of the Naming Rights and Marketing agreement between the Company and the Las Vegas Convention and Visitors Authority, which provides an annual payment of \$4.0 million to the Company in each of the next 20 years.

On June 8, 2018, the Company closed on a \$129.7 million note payable for 250 Water Street, an approximately one-acre parking lot in the Seaport District. The loan has an initial interest-free term of six months with an initial maturity date of December 8, 2018, and three, six-month extension options at a rate of 6.00%. The second and third extension options each require a \$30.0 million pay down.

On April 30, 2018, the Company and its joint venture partners closed on a \$494.5 million construction loan for 110 North Wacker, of which the Company guaranteed approximately \$89.0 million. The loan initially bears interest at LIBOR plus 3.00% and steps up or down based on various leasing thresholds. The loan has an initial maturity date of April 30, 2022, and two, one-year extension options. On September 25, 2018, the Company and its joint venture partners closed on an amendment to increase the \$494.5 million construction loan to \$512.6 million, modify the lenders and commitments included in the loan syndication and increase the Company's guarantee to approximately \$92.3 million.

On April 13, 2018, the Company repaid the \$11.8 million loan for Lakeland Village Center at Bridgeland.

On March 26, 2018, the Company closed on a \$44.1 million construction loan for Tanager Apartments (formerly known as Downtown Summerlin Apartments), bearing interest at one-month LIBOR plus 2.25% with an initial maturity date of October 1, 2021 and a three-year extension option.

On January 25, 2018, the Company closed on a \$15.5 million construction loan for Lake Woodlands Crossing Retail, a project located in The Woodlands, Texas. The loan bears interest at LIBOR plus 1.80%, matures on January 25, 2023, and has an initial maximum recourse of 50% of the outstanding balance prior to completion of construction, at which point the repayment guarantee will reduce to 15% provided the project is 90% leased.

On January 19, 2018, the Company paid off the \$18.9 million mortgage loan for 110 North Wacker and settled the related swap liability of \$0.3 million.

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On January 5, 2018, the Company modified and extended the \$65.5 million Three Hughes Landing facility. The loan bears interest at one-month LIBOR plus 2.60% with an initial maturity of December 5, 2018, and two, one-year extension options.

NOTE 8 FAIR VALUE

ASC 820, Fair Value Measurement, emphasizes that fair value is a market-based measurement that should be determined using assumptions market participants would use in pricing an asset or liability. The standard establishes a hierarchal disclosure framework which prioritizes and ranks the level of market price observability used in measuring assets or liabilities at fair value. Market price observability is impacted by a number of factors, including the type of investment and the characteristics specific to the asset or liability. Assets or liabilities with readily available active quoted prices, or for which fair value can be measured from actively quoted prices, generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value.

The following table presents the fair value measurement hierarchy levels required under ASC 820 for each of the Company's assets and liabilities that are measured at fair value on a recurring basis:

(In thousands)	September 30, 2018				December 31, 2017			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:								
Cash equivalents	\$ —	\$ —	\$ —	\$ —	\$ 50,135	\$ 50,135	\$ —	\$ —
Interest rate swap derivative assets	1,288	—	1,288	—	4,470	—	4,470	—
Liabilities:								
Interest rate swap derivative liabilities	1,749	—	1,749	—	5,961	—	5,961	—

Cash equivalents consist of registered money market mutual funds which are invested in United States Treasury bills that are valued at the net asset value of the underlying shares in the funds as of the close of business at the end of each period.

The fair values of interest rate swaps are determined using the market standard methodology of netting the discounted future fixed cash payments and the discounted expected variable cash receipts. The variable cash receipts are based on an expectation of future interest rates derived from observable market interest rate curves.

In 2010 and 2011, the Company entered into warrant agreements (the "Sponsor Warrants and Management Warrants") with various parties to purchase shares of HHC common stock. As discussed further in Note 13 – Warrants, all Sponsor and Management warrants granted prior to 2016, which were accounted for as warrant liabilities, had been exercised as of December 31, 2017. The following table presents a rollforward of the valuation of the Company's Warrant liabilities:

(In thousands)	2018	2017
Balance as of January 1	\$ —	\$ —332,170

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Warrant liability loss (a)	—	43,443
Exercises of Sponsor and Management Warrants	—	(375,613)
Balance as of September 30	\$	—\$—

For 2017, this amount represents losses recognized related to each Sponsor and Management Warrant prior to the (a) respective exercise date. Changes in the fair value of the Sponsor Warrants and Management Warrants prior to exercise were recognized in net income as a warrant liability gain or loss.

The valuation of warrants was based on an option pricing valuation model, utilizing inputs which were classified as Level 3 due to the unavailability of comparable market data. The inputs to the valuation model included the fair value of stock related to the warrants, exercise price and term of the warrants, expected volatility, risk-free interest rate, dividend yield and, as appropriate, a discount for lack of marketability. Generally, an increase in expected volatility would increase the fair value of the liability. The

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impact of the volatility on fair value diminished as the market value of the stock increased above the strike price. As the period of restriction lapsed, the marketability discount reduced to zero and increased the fair value of the warrants.

The estimated fair values of the Company's financial instruments that are not measured at fair value on a recurring basis are as follows:

(In thousands)	Fair Value Hierarchy	September 30, 2018		December 31, 2017	
		Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Assets:					
Cash and restricted cash	Level 1	\$612,548	\$612,548	\$914,165	\$914,165
Accounts receivable, net (a)	Level 3	15,437	15,437	13,041	13,041
Notes receivable, net (b)	Level 3	40,220	40,220	5,864	5,864
Liabilities:					
Fixed-rate debt (c)	Level 2	1,651,695	1,644,391	1,526,875	1,554,766
Variable-rate debt (c)	Level 2	1,644,791	1,644,791	1,350,914	1,350,914

(a) Accounts receivable, net is shown net of an allowance of \$9.8 million and \$9.3 million at September 30, 2018 and December 31, 2017, respectively.

(b) Notes receivable, net is shown net of an allowance of \$0.1 million at September 30, 2018 and December 31, 2017.

(c) Excludes related unamortized financing costs.

The fair value of the Company's 2025 Notes, included in fixed-rate debt in the table above, is based upon the trade price closest to the end of the period presented. The fair value of other fixed-rate debt in the table above (please refer to Note 7 – Mortgages, Notes and Loans Payable in the Company's Condensed Consolidated Financial Statements), was estimated based on a discounted future cash payment model, which includes risk premiums and a risk free rate derived from the current London Interbank Offered Rate (“LIBOR”) or U.S. Treasury obligation interest rates. The discount rates reflect the Company's judgment as to what the approximate current lending rates for loans or groups of loans with similar maturities and credit quality would be if credit markets were operating efficiently and assuming that the debt is outstanding through maturity.

The carrying amounts for the Company's variable-rate debt approximate fair value given that the interest rates are variable and adjust with current market rates for instruments with similar risks and maturities.

The carrying amounts of Cash and cash equivalents and Accounts receivable, net approximate fair value because of the short term maturity of these instruments. The fair value of Notes receivable, net is based on the fair value of the collateral which exceeds the carrying basis of the notes as of September 30, 2018.

NOTE 9 DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

The Company is exposed to interest rate risk related to its variable interest rate debt, and it manages this risk by utilizing interest rate derivatives. To add stability to interest costs by reducing the Company's exposure to interest rate movements, the Company uses interest rate swaps, collars and caps as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable amounts from a counterparty in exchange for the Company's fixed rate payments over the life of the agreements without exchange of the underlying notional amount. Interest rate collars designated as cash flow hedges involve the receipt of variable

amounts from a counterparty if interest rates rise above an established ceiling rate and payment of variable amounts to a counterparty if interest rates fall below an established floor rate. No payments or receipts are exchanged on interest rate collar contracts unless interest rates rise above or fall below the established ceiling and floor rates. Interest rate caps designated as cash flow hedges involve the receipt of variable amounts from a counterparty if interest rates rise above the strike rate on the contract in exchange for an up front premium. The Company's interest rate caps are not currently designated as hedges, and therefore, any gain or loss is recognized in current period earnings. These derivatives are recorded on a gross basis at fair value.

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The change in the fair value of derivatives designated and qualifying as cash flow hedges is recorded in Accumulated Other Comprehensive Income (“AOCI”) and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings within the same income statement line item being hedged. During the three and nine months ended September 30, 2017, the ineffective portion recorded was insignificant. As discussed in Note 2 - Accounting Policies and Pronouncements, the Company reclassified ineffectiveness recorded in 2017 and prior to Accumulated deficit as of January 1, 2018, upon adoption of ASU 2017-12.

Assessments of hedge effectiveness are performed quarterly using regression analysis. HHC is exposed to credit risk in the event of non-performance by its derivative counterparties. The Company evaluates counterparty credit risk through monitoring the creditworthiness of counterparties, which includes review of debt ratings and financial performance. To mitigate its credit risk, the Company enters into agreements with counterparties that are considered credit-worthy, such as large financial institutions with favorable credit ratings. As of September 30, 2018, there were four termination events and no events of default related to the interest rate swaps. There were no termination events or events of default in the year ended December 31, 2017.

If the derivative contracts are terminated prior to their maturity, the amounts previously recorded in AOCI are recognized into earnings over the period that the hedged transaction impacts earnings. If the hedging relationship is discontinued because it is probable that the forecasted transaction will not occur in accordance with the original strategy, any related amounts previously recorded in AOCI are recognized in earnings immediately. During the three and nine months ended September 30, 2018, the Company recorded \$0.2 million and \$0.5 million in Other (loss) income, net, respectively, related to missed forecasts and the amortization of terminated swaps.

During the nine months ended September 30, 2018, the Company settled three interest rate swap agreements with notional amounts of \$250.0 million, \$40.0 million and \$119.4 million, all designated as cash flow hedges of interest rate variability, and received total payments of \$16.1 million. The Company has deferred the effective portion of the fair value changes of these interest rate swap agreements in Accumulated other comprehensive income (loss) on the accompanying Condensed Consolidated Balance Sheets and will recognize the impact as a component of interest expense, net, over the next 9.5, 1.6 and 3.0 years, respectively, which are the original forecasted periods. .

Amounts reported in AOCI related to derivatives will be reclassified to interest expense as interest payments are made on the Company's variable rate debt. Over the next 12 months, HHC estimates that an additional \$1.4 million of net gains will be reclassified to interest expense.

The following table summarizes certain terms of the Company's derivative contracts:

(In thousands)	Balance Sheet Location	Notional	Fixed Interest Rate	Effective Date	Maturity Date	Fair Value Asset (Liability)	
						September 30, 2018	December 31, 2017
Interest Rate Swap	(a) Accounts payable and accrued expenses	\$ 18,926	2.96	% 5/10/2011	10/31/2019	\$—	\$ (286)
Interest Rate Swap	(b) Prepaid expenses and other assets, net	40,000	1.66	% 5/6/2015	5/1/2020	—	299
Interest Rate Swap	(e) Prepaid expenses and other assets, net	119,359	1.14	% 10/3/2016	9/12/2021	—	4,007

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Interest Rate Cap	(c)	Prepaid expenses and other assets, net	75,000	5.00	%	9/1/2017	8/31/2019	—	—
Interest Rate Cap	(d)	Prepaid expenses and other assets, net	230,000	2.50	%	12/22/2016	12/23/2019	751	164
Interest Rate Swap	(e) (f)	Prepaid expenses and other assets, net	50,000	2.65	%	12/31/2017	12/31/2027	—	(1,124)
Interest Rate Swap	(e) (f)	Prepaid expenses and other assets, net	100,000	2.68	%	12/31/2017	12/31/2027	—	(2,509)
Interest Rate Swap	(e) (f)	Prepaid expenses and other assets, net	100,000	2.62	%	12/31/2017	12/31/2027	—	(2,042)
Interest Rate Collar	(e) (g)	Prepaid expenses and other assets, net	51,592	1.50% - 2.50%		7/1/2018	5/1/2019	26	—
Interest Rate Collar	(e) (g)	Prepaid expenses and other assets, net	193,967	2.00% - 3.00%		5/1/2019	5/1/2020	168	—
Interest Rate Collar	(e) (g)	Prepaid expenses and other assets, net	354,217	2.25% - 3.25%		5/1/2020	5/1/2021	343	—
Interest Rate Collar	(e) (g)	Accounts payable and accrued expenses	381,404	2.75% - 3.50%		5/1/2021	4/30/2022	(394)	—
Interest Rate Swap	(e) (h)	Accounts payable and accrued expenses	615,000	2.96	%	9/21/2018	9/18/2023	(1,355)	—
Total fair value derivative assets								\$1,288	\$ 4,470
Total fair value derivative liabilities								\$(1,749)	\$(5,961)

(a) On January 19, 2018, the Company repaid in full the \$18.9 million mortgage loan for 110 North Wacker and settled the related swap liability of \$0.3 million.

(b) On September 21, 2018, the Company settled \$40.0 million and \$119.4 million, respectively, in interest rate swaps.

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Denotes a derivative contract that is not currently designated as a hedging instrument. Interest (income) expense (c) included in the Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2018 related to this contract is not meaningful.

Denotes a derivative contract that is not currently designated as a hedging instrument. Interest (income) expense of (d) \$0.1 million and \$0.6 million is included in the Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2018, respectively, related to this contract.

(e) Denotes derivatives designated as hedging instruments.

(f) On May 17, 2018, the Company settled \$250.0 million in forward starting swaps.

(g) On May 17, 2018 and May 18, 2018, the Company entered into interest rate collars which are designated as cash flow hedges.

Concurrent with the funding of the new \$615.0 million term loan discussed in Note 7 - Mortgages, Notes and (h) Loans Payable, on September 21, 2018, the Company entered into this interest rate swap which is designated as a cash flow hedge.

The tables below present the effect of the Company's derivative financial instruments on the Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2018 and 2017 (in thousands):

	Amount of Gain (Loss) Recognized in AOCI on Derivative Three Months Ended September 30,		Amount of Gain (Loss) Recognized in AOCI on Derivative Nine Months Ended September 30,	
	2018	2017	2018	2017
Derivatives in Cash Flow Hedging Relationships				
Interest rate swaps	\$ 28	\$ (7)	\$14,293	\$(272)
Forward starting swaps	—	—	—	(2,316)
	Amount of Gain (Loss) Reclassified from AOCI into Operations Three Months Ended September 30,		Amount of Gain (Loss) Reclassified from AOCI into Operations Nine Months Ended September 30,	
	2018	2017	2018	2017
Location of Loss Reclassified from AOCI into Operations				
Interest expense	\$ 394	\$(68)	\$1,262	\$(399)
	Total Interest Expense		Total Interest Expense	

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	Presented in the Results of Operations in which the Effects of Cash Flow Hedges are Recorded Three Months Ended September 30,	Presented in the Results of Operations in which the Effects of Cash Flow Hedges are Recorded Nine Months Ended September 30,		
Interest Expense Presented in Results of Operations	2018	2017	2018	2017
Interest expense	\$21,670	\$17,241	\$57,182	\$49,547

NOTE 10 COMMITMENTS AND CONTINGENCIES

In the normal course of business, from time to time, the Company is involved in legal proceedings relating to the ownership and operations of its properties. In addition, on June 14, 2018, the Company was served with a petition involving approximately 500 individuals or entities who claim that their properties, located in the Timarron Park neighborhood of The Woodlands, were damaged by flood waters that resulted from the unprecedented rainfall that occurred throughout Harris County and surrounding areas during Hurricane Harvey in August 2017. The complaint was filed in State Court in Harris County of the State of Texas. In general, the plaintiffs allege negligence in the development of Timarron Park and violations of Texas' Deceptive Trade Practices Act and name as defendants The Howard Hughes Corporation, The Woodlands Land Development Company and two unaffiliated parties involved in the planning and engineering of Timarron Park. The Company intends to vigorously defend the matter as it believes that these claims are baseless and without merit and that it has substantial legal and factual defenses to the claims and allegations contained in the complaint. Based upon the present status of this matter, the Company does not believe it is probable that a loss will be incurred. Accordingly, the Company has not recorded a charge as a result of this action.

In management's opinion, the liabilities, if any, that may ultimately result from normal course of business legal actions, and the Woodlands legal proceeding discussed above, are not expected to have a material effect on HHC's consolidated financial position, results of operations or liquidity.

As of September 30, 2018 and December 31, 2017, the Company had outstanding letters of credit totaling \$11.6 million and \$13.8 million and surety bonds totaling \$103.3 million and \$88.5 million, respectively. These letters of credit and bonds were issued primarily in connection with insurance requirements, special real estate assessments and construction obligations.

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The Company leases land or buildings at certain properties from third parties. Rental payments are expensed as incurred and, to the extent applicable, have been straight-lined over the term of the lease. Contractual rental expense, including participation rent, was \$2.4 million and \$1.9 million for the three months ended September 30, 2018 and 2017, respectively, and \$7.3 million and \$6.1 million for the nine months ended September 30, 2018 and 2017, respectively. The amortization of above and below market ground leases and straight line rents included in the contractual rent amount was not significant.

The Company has entered into guarantee agreements as part of certain development projects. In conjunction with the execution of the ground lease for Seaport District NYC, the Company executed a completion guarantee for the redevelopment of Pier 17 and the Tin Building. As part of the Funding Agreement for the Downtown Columbia Redevelopment District TIF bonds, one of HHC's wholly-owned subsidiaries has agreed to complete certain defined public improvements and to indemnify Howard County, Maryland for certain matters. The Company has guaranteed these obligations, with a limit of \$1.0 million, expiring on October 31, 2020. To the extent that increases in taxes do not cover debt service payments on the TIF bonds, HHC's wholly-owned subsidiary is obligated to pay special taxes. The Company evaluates the likelihood of future performance under these guarantees and did not record an obligation as of September 30, 2018 and December 31, 2017.

NOTE 11 STOCK BASED PLANS

The Company's stock based plans are described and informational disclosures are provided in the Notes to the Consolidated Financial Statements included in the Annual Report.

Stock Options

The following table summarizes the Company's stock option plan activity for the nine months ended September 30, 2018:

	Stock Options	Weighted Average Exercise Price
Stock Options outstanding at December 31, 2017	783,182	\$ 90.22
Granted	254,000	125.53
Exercised	(178,052)	65.81
Forfeited	(39,500)	121.71
September 30, 2018	819,630	\$ 104.95

Compensation costs related to stock options were \$0.9 million and \$2.6 million for the three and nine months ended September 30, 2018, respectively, of which \$0.3 million and \$1.2 million were capitalized to development projects, respectively. Compensation costs related to stock options were \$0.6 million and \$1.6 million for the three and nine months ended September 30, 2017, respectively, of which \$0.2 million and \$0.4 million were capitalized to development projects, respectively.

Restricted Stock

The following table summarizes restricted stock activity for the nine months ended September 30, 2018:

Restricted Weighted

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	Stock	Average Grant Date Fair Value
Restricted stock outstanding at December 31, 2017	354,519	\$ 89.00
Granted	141,332	82.96
Vested	(10,644)	114.33
Forfeited	(18,897)	83.16
Restricted stock outstanding at September 30, 2018	466,310	\$ 86.83

Compensation costs related to restricted stock awards were \$2.2 million and \$6.3 million for the three and nine months ended September 30, 2018, respectively, of which \$0.1 million and \$0.7 million were capitalized to development projects, respectively. Compensation costs related to restricted stock awards were \$1.2 million and \$4.1 million for the three and nine months ended

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September 30, 2017, respectively, of which \$(0.3) million related to forfeitures and \$0.2 million were capitalized to development projects, respectively.

NOTE 12 INCOME TAXES

The Company has significant permanent differences, primarily from stock compensation deductions and non-deductible executive compensation, which cause the effective tax rate to deviate from statutory rates. The effective tax rate, based upon actual operating results, was 24.3% and 22.2% for the three and nine months ended September 30, 2018, respectively, compared to 35.8% and 62.3% for the three and nine months ended September 30, 2017, respectively. The change in the tax rate was primarily attributable to changes in the federal income tax rate due to the passage of the Tax Cuts and Jobs Act, non-deductible executive compensation, warrant liability in 2017, valuation allowance related to HHC's deferred tax assets, stock compensation deduction and other items which are permanent differences for tax purposes.

The decrease in Deferred tax liabilities between December 31, 2017 and September 30, 2018 is primarily due to both the cumulative effect adjustment of \$89.3 million on adoption of ASU 2014-09 Revenues from Contracts with Customers (Topic 606), resulting in a \$19.6 million decrease in the deferred tax liability, and an offsetting \$6.2 million increase in the deferred tax liability from the utilization of deferred tax assets against income before taxes.

NOTE 13 WARRANTS

In 2010 and 2011, the Company entered into warrant agreements with various parties to purchase shares of HHC common stock. The Sponsor Warrants and Management Warrants were exercised and settled in 2017. Prior to their exercise, the fair values for the Sponsor Warrants and Management Warrants were recorded as liabilities in the Company's Consolidated Balance Sheets because the holders of these warrants could require the Company to settle such warrants in cash upon a change of control. The fair values prior to their settlement in 2017 were estimated using an option pricing model and Level 3 inputs due to the unavailability of comparable market data, as further discussed in Note 8 – Fair Value in the Company's Condensed Consolidated Financial Statements. Decreases and increases in the fair value of the Sponsor and Management Warrants prior to their settlements were recognized as warrant liability gains or losses in the Condensed Consolidated Statements of Operations.

On October 7, 2016, the Company entered into a warrant agreement with its Chief Financial Officer, David R. O'Reilly, prior to his appointment to the position. Upon exercise of his warrant, Mr. O'Reilly may acquire 50,125 shares of common stock at an exercise price of \$112.08 per share. Mr. O'Reilly's warrant was issued at fair value in exchange for a \$1.0 million cash payment. Mr. O'Reilly's Warrant becomes exercisable on April 6, 2022, subject to earlier exercise upon certain change in control, separation and termination provisions. On June 16, 2017 and October 4, 2017, the Company also entered into new warrant agreements with its Chief Executive Officer, David R. Weinreb, and President, Grant Herlitz, to acquire 1,965,409 shares and 87,951 shares of common stock for the purchase price of \$50.0 million and \$2.0 million, respectively. Mr. Weinreb's new warrant becomes exercisable on June 15, 2022, at an exercise price of \$124.64 per share, and Mr. Herlitz's new warrant becomes exercisable on October 3, 2022, at an exercise price of \$117.01 per share, subject to earlier exercise upon certain change in control, separation and termination provisions. The purchase prices paid by the respective executives for the O'Reilly Warrant and Mr. Weinreb's and Mr. Herlitz's new warrants, which qualify as equity instruments, are included within Additional paid-in capital in the Condensed Consolidated Balance Sheets at September 30, 2018 and December 31, 2017.

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NOTE 14 ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following tables summarize changes in Accumulated Other Comprehensive Income (Loss) by component, all of which are presented net of tax:

(In thousands)	Three Months Ended September 30,	
	2018	2017
Balance as of June 30	\$2,515	\$(9,157)
Other comprehensive income before reclassifications	2	72
(Gain) loss reclassified from accumulated other comprehensive loss to net income	(394)	68
Pension adjustment	2,566	—
Terminated swap amortization	(239)	—
Net current-period other comprehensive income	1,935	140
Balance as of September 30	\$4,450	\$(9,017)

(In thousands)	Nine Months Ended September 30,	
	2018	2017
Balance as of January 1	\$(6,965)	\$(6,786)
Other comprehensive income before reclassifications	14,327	(2,630)
(Gain) loss reclassified from accumulated other comprehensive loss to net income	(1,262)	399
Adjustment related to adoption of ASU 2018-02	(1,148)	—
Adjustment related to adoption of ASU 2017-12	(739)	—
Pension adjustment	556	—
Terminated swap amortization	(319)	—
Net current-period other comprehensive income	11,415	(2,231)
Balance as of September 30	\$4,450	\$(9,017)

The following table summarizes the amounts reclassified out of AOCI:

Accumulated Other Comprehensive Income (Loss) Components	Affected line items in the	Amounts reclassified from Accumulated Other Comprehensive Income (Loss) Three Months Ended September 30,		Amounts reclassified from Accumulated Other Comprehensive Income (Loss) Nine Months Ended September 30,	
		2018	2017	2018	2017
(In thousands)	Statements of Operations	2018	2017	2018	2017
(Gains) losses on cash flow hedges	Interest expense	\$ (498)	\$ 108	\$ (1,597)	\$ 636
Interest rate swap contracts	Provision for income taxes	104	(40)	335	(237)
Total reclassifications of (income) loss for the period	Net of tax	\$ (394)	\$ 68	\$ (1,262)	\$ 399

NOTE 15 EARNINGS PER SHARE

Basic earnings per share (“EPS”) is computed by dividing net income available to common stockholders by the weighted average number of common shares outstanding. Diluted EPS is computed after adjusting the numerator and denominator of the basic EPS computation for the effects of all potentially dilutive common shares. The dilutive effect of options and nonvested stock issued under stock based compensation plans is computed using the treasury stock method. The dilutive effect of the warrants is computed using the if converted method prior to their exercise.

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Information related to the Company's EPS calculations is summarized as follows:

	Three Months		Nine Months	
	Ended September		Ended September	
(In thousands, except per share amounts)	30,	30,	30,	30,
	2018	2017	2018	2017
Basic EPS:				
Numerator:				
Net income	\$23,847	\$10,516	\$19,802	\$19,295
Net income attributable to noncontrolling interests	(482)	(12)	(51)	(12)
Net income attributable to common stockholders	\$23,365	\$10,504	\$19,751	\$19,283
Denominator:				
Weighted average basic common shares outstanding	43,066	42,845	43,023	40,860
Diluted EPS:				
Numerator:				
Net income attributable to common stockholders	\$23,365	\$10,504	\$19,751	\$19,283
Denominator:				
Weighted average basic common shares outstanding	43,066	42,845	43,023	40,860
Restricted stock and stock options	204	420	211	455
Warrants	47	2	47	1,783
Weighted average diluted common shares outstanding	43,317	43,267	43,281	43,098
Basic income per share:	\$0.54	\$0.25	\$0.46	\$0.47
Diluted income per share:	\$0.54	\$0.24	\$0.46	\$0.45

The diluted EPS computation for the three and nine months ended September 30, 2018 excludes 375,500 and 398,500 stock options, respectively, because their inclusion would have been anti-dilutive. The diluted EPS computation for the three and nine months ended September 30, 2018 excludes 227,621 shares of restricted stock because certain stock price conditions provided for in the restricted stock awards have not been satisfied.

The diluted EPS computation for the three and nine months ended September 30, 2017 excludes 311,500 and 317,000 stock options, respectively, because their inclusion would have been anti-dilutive. The diluted EPS computation for the three and nine months ended September 30, 2017 excludes 185,573 shares of restricted stock because performance conditions provided for in the restricted stock awards have not been satisfied.

NOTE 16 SEGMENTS

The Company has three business segments which offer different products and services. HHC's three segments are managed separately because each requires different operating strategies or management expertise and are reflective of management's operating philosophies and methods. As further discussed in Item 2, one common operating measure used to assess operating results for HHC's business segments is earnings before taxes ("EBT"). HHC's segments or assets within such segments could change in the future as development of certain properties commences or other operational or management changes occur. The Company does not distinguish or group the combined operations on a

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geographic basis. Furthermore, all operations are within the United States. The Company's reportable segments are as follows:

• MPC – consists of the development and sale of land in large scale, long term community development projects in and around Las Vegas, Nevada; Houston, Texas; and Columbia, Maryland.

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Operating Assets – consists of retail, office, hospitality and multi-family properties along with other real estate investments. These assets are currently generating revenues and are comprised of commercial real estate properties recently developed or acquired, and properties with an opportunity to redevelop, reposition or sell to improve segment performance or to recycle capital.

• Strategic Developments – consists of residential condominium and commercial property projects currently under development and all other properties held for development which have no substantial operations.

Effective January 1, 2017, the Company moved the Seaport District assets under construction and related activities from Operating Assets to Strategic Developments. The Seaport District operating properties and related operating results remain presented within Operating Assets.

Segment operating results are as follows:

(In thousands)	Three Months Ended September 30,								
	2018	2017	2018	2017	2018	2017	2018	2017	
	Operating		MPC		Strategic		Consolidated		
Total revenues	\$101,000	\$79,533	\$143,135	\$64,929	\$13,025	\$114,274	\$257,160	\$258,736	
Total operating expenses	59,779	41,837	70,237	37,223	19,302	91,080	149,318	170,140	
Segment operating income (loss)	41,221	37,696	72,898	27,706	(6,277)	23,194	107,842	88,596	
Depreciation and amortization	(28,329)	(33,885)	(79)	(76)	(472)	(18)	(28,880)	(33,979)	
Interest (expense) income, net	(18,891)	(15,940)	6,626	6,355	4,319	6,983	(7,946)	(2,602)	
Other (loss) income, net	(2,887)	(249)	18	—	(450)	122	(3,319)	(127)	
Equity in earnings (loss) from real estate and other affiliates	(529)	317	9,454	6,480	(316)	670	8,609	7,467	
Gains on sales of properties	—	—	—	—	—	237	—	237	
Segment EBT	\$(9,415)	\$(12,061)	\$88,917	\$40,465	\$(3,196)	\$31,188	\$76,306	\$59,592	
							Corporate expenses and other items	52,459	49,076
							Net income	\$23,847	\$10,516
							Net income attributable to noncontrolling interests	(482)	(12)
							Net income attributable to common stockholders	\$23,365	\$10,504

(In thousands)	Nine Months Ended September 30,							
	2018	2017	2018	2017	2018	2017	2018	2017
	Operating		MPC		Strategic		Consolidated	
Total revenues	\$285,481	\$243,498	\$261,665	\$211,711	\$52,698	\$343,928	\$599,844	\$799,137
Total operating expenses	149,169	123,879	143,608	113,171	70,225	264,524	363,002	501,574
Segment operating income (loss)	136,312	119,619	118,057	98,540	(17,527)	79,404	236,842	297,563
Depreciation and amortization	(79,190)	(88,918)	(245)	(247)	(2,650)	(1,177)	(82,085)	(90,342)
Interest (expense) income, net	(52,886)	(46,004)	19,826	17,902	18,260	18,321	(14,800)	(9,781)
Other (loss) income, net	(2,723)	(265)	18	—	(77)	137	(2,782)	(128)
Equity in earnings from real estate and other affiliates	1,056	3,739	34,682	21,552	3,556	530	39,294	25,821
Gains on sales of properties	—	—	—	—	—	32,452	—	32,452

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Segment EBT	\$2,569	\$(11,829)	\$172,338	\$137,747	\$1,562	\$129,667	\$176,469	\$255,585
							Corporate expenses and other items	156,667 236,290
							Net income	\$19,802 \$19,295
							Net income attributable to noncontrolling interests	(51) (12)
							Net income attributable to common stockholders	\$19,751 \$19,283

We recognized an operating loss of \$(17.5) million for the nine months ended September 30, 2018 in Strategic Developments, primarily due to a \$13.4 million charge for window repairs at the Waiea condominium tower in Ward Village. This charge represents the Company's estimate of total costs to complete the repairs. While HHC expects to recover these costs in future periods, the

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Company will not recognize any recovery until the amount can be estimated and is considered probable for financial reporting purposes. For the three and nine months ended September 30, 2018, Condominium rights and unit sales, net of costs, were also meaningfully impacted by the adoption of the New Revenue Standard as of the Adoption Date. The decrease in segment EBT for the nine months ended September 30, 2018 was also driven by non-recurring gains on sales of \$32.5 million in 2017 in our Strategic Developments segment.

The assets by segment and the reconciliation of total segment assets to the Total assets in the Condensed Consolidated Balance Sheets are summarized as follows:

	September 30, 2018	December 31, 2017
(In thousands)		
Master Planned Communities	\$2,067,403	\$1,999,090
Operating Assets	2,750,923	2,489,177
Strategic Developments	2,188,293	1,511,612
Total segment assets	7,006,619	5,999,879
Corporate and other	290,251	729,185
Total assets	\$7,296,870	\$6,729,064

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

The following discussion and analysis by management should be read in conjunction with the unaudited Condensed Consolidated Financial Statements and Notes included in this quarterly report on Form 10-Q (the "Quarterly Report") and in our Form 10-K for the year ended December 31, 2017 (the "Annual Report"). All references to numbered Notes are to specific notes to our unaudited Condensed Consolidated Financial Statements included in this Quarterly Report.

Forward-looking information

We may make forward-looking statements in this Quarterly Report and in other reports and presentations that we file or furnish with the SEC. In addition, our management may make forward-looking statements orally to analysts, investors, creditors, the media and others.

Forward-looking statements give our current expectations relating to our financial condition, results of operations, plans, objectives, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to current or historical facts. These statements may include words such as "anticipate," "believe," "estimate," "expect," "forecast," "intend," "likely," "may," "plan," "project," "realize," "should," "transform," "would," and other similar expression. Forward-looking statements should not be relied upon. They give our expectations about the future and are not guarantees.

Forward-looking statements include, among others:

- budgeted costs, future lot sales and estimates and projections of Net Operating Income ("NOI");
- forecasts of our future economic performance;
- expected capital required for our operations and development opportunities at our properties;
- expected performance of our Master Planned Communities ("MPC") segment and other current income producing properties;
- expected commencement and completion for property developments and timing of sales or rentals of certain properties;
- estimates of our future liquidity, development opportunities, development spending and management plans; and
- descriptions of assumptions underlying or relating to any of the foregoing.

There are several factors, many beyond our control, which could cause results to differ materially from our expectations. These risk factors are described in our Annual Report and are incorporated herein by reference. Any factor could, by itself, or together with one or more other factors, adversely affect our business, results of operations or financial condition. There may be other factors currently unknown to us that we have not described in this Quarterly Report or in our Annual Report that could cause results to differ from our expectations. These forward-looking statements present our estimates and assumptions as of the date of this Quarterly Report. Except as may be required by law, we undertake no obligation to modify or revise any forward-looking statements to reflect events or circumstances occurring after the date of this Quarterly Report.

Executive Overview

Description of Business

We create timeless places and extraordinary experiences that inspire people while driving sustainable, long-term growth and value for our shareholders. We operate in three complementary business segments: Operating Assets,

MPC and Strategic Developments. The operational synergies of combining our three business segments create a unique and continuous value-creation cycle. We sell land to residential homebuilders in MPC, and the new homes attract residents to our cities looking for places to work and shop. New homeowners create demand for commercial developments, such as retail, office, self-storage and hospitality offerings. We build these commercial properties through Strategic Developments when the timing is right using the cash flow harvested from the sale of land to homebuilders, which helps mitigate development risk. Once these strategic developments are completed and stabilized, they transition to Operating Assets and increase recurring NOI, further funding the equity requirements in Strategic Developments. New office, retail and other commercial amenities make our MPC residential land more appealing to buyers and increase the velocity of land sales at premiums that exceed the broader market. Increased demand for residential land generates more cash flow from MPC, thus continuing the cycle.

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Third Quarter 2018 Highlights

Capital and financing activities

On September 18, 2018, we closed on a \$700.0 million credit facility, of which \$615.0 million is a term loan and \$85.0 million is a revolver. The loans bear interest at one-month LIBOR plus 1.65% and mature September 18, 2023. The term loan proceeds were used to refinance approximately \$608.7 million of existing debt, and the revolver remains undrawn. We have a one-time right to request an increase of \$50.0 million in the aggregate amount of the revolver loan commitment. Concurrent with the funding of the term loan on September 21, 2018, we entered into a swap agreement to fix 100.0% of the outstanding principal of the term loan to a total rate equal to 4.61%.

On September 11, 2018, we closed on an \$89.8 million construction loan for 6100 Merriweather and an \$85.7 million construction loan for Columbia Multi-family. Each loan bears interest at one-month LIBOR plus 2.75%, has an initial maturity date of September 11, 2022, has two, one-year extension options and is cross-collateralized.

On July 27, 2018, we closed on a \$34.2 million construction loan for Bridgeland Apartments, bearing interest at one-month LIBOR plus 2.25% with an initial maturity date of July 27, 2022 and a one-year extension option.

On July 20, 2018, we closed on a \$51.2 million construction note for Summerlin Ballpark, bearing interest at 4.92% per annum and maturing on December 15, 2039. The note is secured by the ballpark and by the proceeds of the Naming Rights and Marketing agreement between the Las Vegas Convention and Visitors Authority and us, which provides for an annual payment of \$4.0 million to us in each of the next 20 years.

Operating Assets

NOI increased \$1.5 million for the three months ended September 30, 2018 compared to the prior year period, primarily driven by the following:

increases of \$2.5 million and \$0.8 million in NOI at our office and multi-family properties, respectively, primarily as a result of continued stabilization and increased occupancy at several of our office and multi-family assets; and decrease of \$1.0 million in NOI at our retail properties, driven primarily by NOI of \$(3.3) million at our Seaport District properties. NOI at our Seaport District properties was negatively impacted by start-up costs associated with opening new businesses such as our concert series, summer activations and restaurants. These expenses are included in our total estimated costs as shown in the Projects Under Construction table in the Strategic Developments section. On September 7, 2018, we acquired Lakefront North, two vacant, Class-A office buildings immediately adjacent to our Hughes Landing development. We purchased the four- and six-story buildings, totaling 257,025 rentable square feet, as well as 12.9 acres of land for \$53.0 million.

MPC

Earnings before taxes increased \$48.5 million to \$88.9 million and \$34.6 million to \$172.3 million for three and nine months ended September 30, 2018, respectively, compared to the prior year periods. Our MPC earnings before taxes primarily increased due to two land sales in Summerlin, discussed below.

- On September 19, 2018, we closed on the sale of 38 acres of residential land in Summerlin for a total sales price of \$22.1 million.

On July 10, 2018, we closed on the sale of 123 acres of residential land in Summerlin for a total sales price of \$69.0 million.

Recorded \$9.5 million and \$34.7 million in equity earnings from The Summit joint venture for the three and nine months ended September 30, 2018, respectively. This represents an increase of \$3.0 million and \$13.1 million, respectively, compared to the prior year periods.

Strategic Developments

Increased our estimated stabilized NOI by \$9.0 million to \$317.6 million as of the third quarter of 2018, excluding the redevelopment of the Seaport District. Of this increase, \$2.5 million is attributable to two floors added to our 110 North Wacker development, which were incorporated into our plans as a result of strong leasing demand. An

additional \$6.5 million in estimated stabilized NOI is attributable to the acquisition of the Lakefront North property discussed above.

Continued robust sales at Ward Village and contracted to sell 220 condominiums in the third quarter of 2018, including 216 at 'A'ali'i, our newest building that began public sales in January 2018. We broke ground on 'A'ali'i on October 15, 2018, and the building was 77.1% presold as of October 31, 2018.

Since inception, we have sold 1,905 residential units at five towers in Ward Village, bringing the total percentage sold in the five towers to 89.4%.

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Quarterly and year to date Condominium rights and unit sales, net of costs were meaningfully impacted by the adoption of Topic 606 and all its related amendments (the “New Revenue Standard”) on January 1, 2018 (the “Adoption Date”).

The comparable year to date period included \$32.2 million related to the sale of 36 acres of undeveloped land at The Elk Grove Collection. There were no sales in the current period.

Earnings Before Taxes

In addition to the required presentations using GAAP, we use certain non-GAAP performance measures, as we believe these measures improve the understanding of our operational results and make comparisons of operating results among peer companies more meaningful. Management continually evaluates the usefulness, relevance, limitations and calculation of our reported non-GAAP performance measures to determine how best to provide relevant information to the public, and thus such reported measures could change.

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

EBT should not be considered an alternative to GAAP net income attributable to common stockholders or GAAP net income, as it has limitations as an analytical tool, and should not be considered in isolation, or as a substitute for analysis of our results as reported under GAAP. Some of the limitations of EBT are that it does not include the following in our calculations:

- cash expenditures, or future requirements for capital expenditures or contractual commitments;
- corporate general and administrative expenses;
- interest expense on our corporate debt;
- income taxes that we may be required to pay;
- any cash requirements for replacement of fully depreciated or amortized assets; and
- limitations on, or costs related to, the transfer of earnings from our real estate and other affiliates to us.

A reconciliation between EBT and Net income is presented below:

	Three Months Ended September 30,											
	2018	2017	\$ Change	2018	2017	\$ Change	2018	2017	\$ Change	2018	2017	
(In thousands)	Operating			MPC			Strategic			Consolidated		
Total revenues	\$101,000	\$79,533	\$21,467	\$143,135	\$64,929	\$78,206	\$13,025	\$114,274	\$(101,249)	\$257,160	\$258,736	
Total operating expenses	59,779	41,837	(17,942)	70,237	37,223	(33,014)	19,302	91,080	71,778	149,318	170,140	
Segment operating income (loss)	41,221	37,696	3,525	72,898	27,706	45,192	(6,277)	23,194	(29,471)	107,842	88,596	

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(In thousands)	Nine Months Ended September 30,											
	2018	2017	\$ Change	2018	2017	\$ Change	2018	2017	\$ Change	2018	2017	
	Operating			MPC			Strategic			Consolidated		
Total revenues	\$285,481	\$243,498	\$41,983	\$261,665	\$211,711	\$49,954	\$52,698	\$343,928	\$(291,230)	\$599,844	\$799,130	
Total operating expenses	149,169	123,879	(25,290)	143,608	113,171	(30,437)	70,225	264,524	194,299	363,002	501,574	
Segment operating income (loss)	136,312	119,619	16,693	118,057	98,540	19,517	(17,527)	79,404	(96,931)	236,842	297,563	
Depreciation and amortization	(79,190)	(88,918)	9,728	(245)	(247)	2	(2,650)	(1,177)	(1,473)	(82,085)	(90,342)	
Interest expense	(52,886)	(46,004)	(6,882)	19,826	17,902	1,924	18,260	18,321	(61)	(14,800)	(9,781)	
Other income, net	(2,723)	(265)	(2,458)	18	—	18	(77)	137	(214)	(2,782)	(128)	
Equity in earnings from real estate and other affiliates	1,056	3,739	(2,683)	34,682	21,552	13,130	3,556	530	3,026	39,294	25,821	
Gains on sales of properties	—	—	—	—	—	—	—	32,452	(32,452)	—	32,452	
Segment EBT	\$2,569	\$(11,829)	\$14,398	\$172,338	\$137,747	\$34,591	\$1,562	\$129,667	\$(128,105)	\$176,469	\$255,500	
										Corporate expenses and other items	156,667	236,290
										Net income	\$19,802	\$19,293
										Net income attributable to noncontrolling interests	(51)	(12)
										Net income attributable to common stockholders	\$19,751	\$19,281

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Results of Operations

Comparison of the three and nine months ended September 30, 2018 to the three and nine months ended September 30, 2017

Segment EBT increased by \$16.7 million and decreased by \$79.1 million for the three and nine months ended September 30, 2018, respectively, compared to the prior year periods. The increase in segment EBT for the three months ended September 30, 2018 is attributable to growth in land sales in our MPC segment and continued stabilization of our properties in our Operating Assets segment. The increases were countered by decreases in Condominium rights and unit sales, net of costs, which were meaningfully impacted by the adoption of the New Revenue Standard as of the Adoption Date; see Note 1 – Basis of Presentation and Organization for additional information. The decrease in segment EBT for the nine months ended September 30, 2018 was driven by decreases in Condominium rights and unit sales, net of costs, which were meaningfully impacted by the adoption of the New Revenue Standard as of the Adoption Date, and non-recurring gains on sales of \$32.5 million in 2017 in our Strategic Developments segment. The decrease was partially offset by growth in land sales in our MPC segment and continued stabilization of our properties in our Operating Assets segment. As a result, net income attributable to common stockholders increased \$12.9 million to \$23.4 million and \$0.5 million to \$19.8 million for the three and nine months ended September 30, 2018, respectively, compared to the prior year periods. These changes are explained in further detail below.

Operating Assets

EBT for Operating Assets are presented below:

Operating Assets EBT (In thousands)	Three Months Ended September 30,			Nine Months Ended September 30,		
	2018	2017	\$ Change	2018	2017	\$ Change
Total revenues	\$101,000	\$79,533	\$21,467	\$285,481	\$243,498	\$41,983
Total operating expenses	59,779	41,837	(17,942)	149,169	123,879	(25,290)
Segment operating income	41,221	37,696	3,525	136,312	119,619	16,693
Depreciation and amortization	(28,329)	(33,885)	5,556	(79,190)	(88,918)	9,728
Interest (expense) income, net	(18,891)	(15,940)	(2,951)	(52,886)	(46,004)	(6,882)
Other (loss) income, net	(2,887)	(249)	(2,638)	(2,723)	(265)	(2,458)
Equity in earnings (loss) from real estate and other affiliates	(529)	317	(846)	1,056	3,739	(2,683)
EBT	\$ (9,415)					